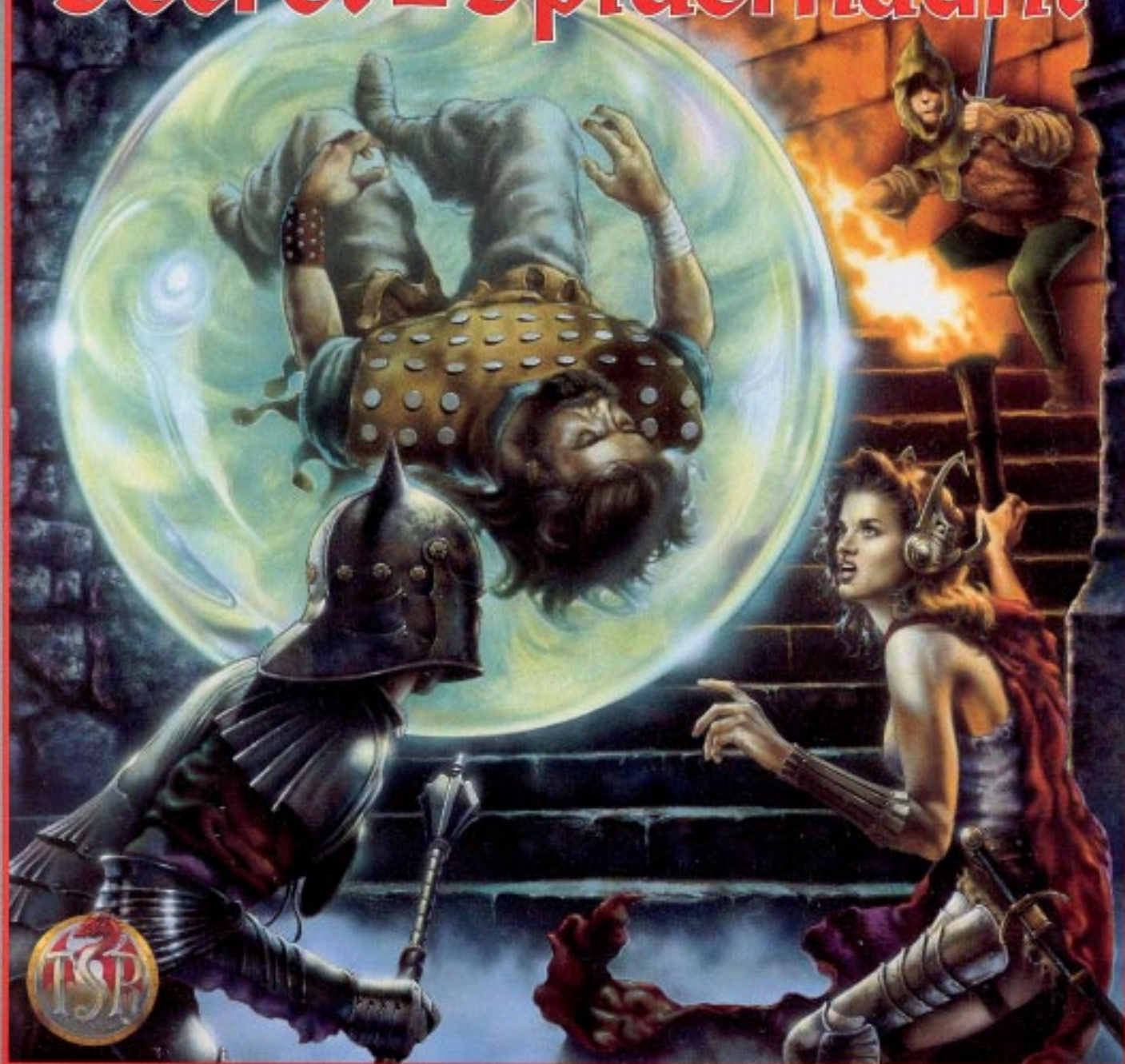
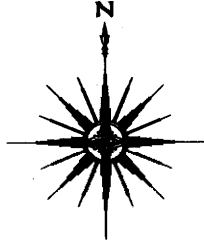
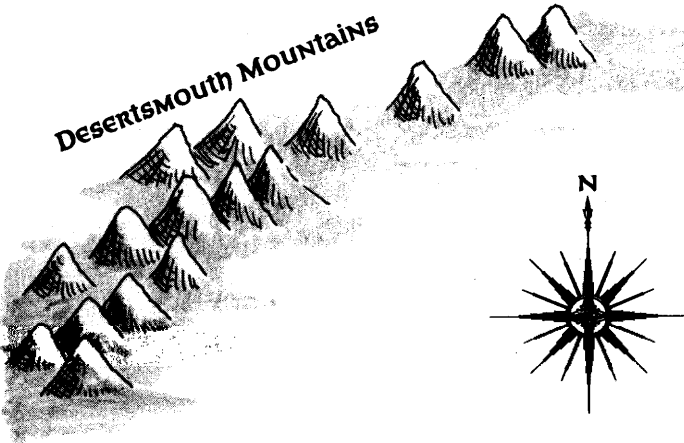


FORGOTTEN REALMS
Adventure
For 4 to 6 Characters of Levels 1 to 4

The Secret of Spiderhaunt

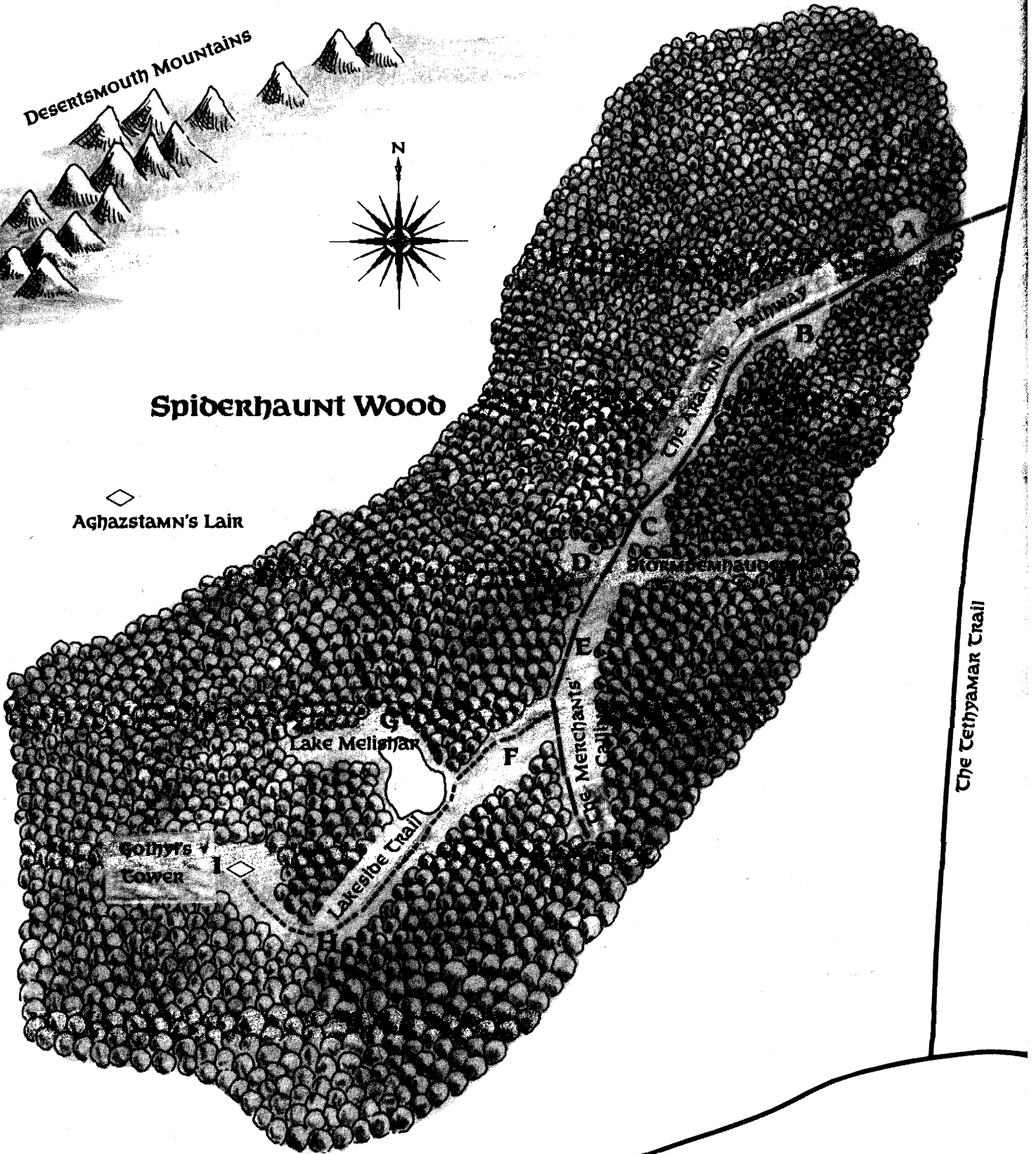


Desertmouth Mountains



Spiderhaunt Wood

◇
Aghazstamn's Lair



The Northrife

The Tethyamar Trail

ONE INCH = 10 MILES

-  = Clear Trail
-  = Hidden Trail—Mabarn's Route

Advanced Dungeons & Dragons



The Secret of Spiderhaunt

by Jim Butler

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Welcome To Spiderhaunt

There is more to adventurers' worth than the sharpness of their blades and the pureness of their hearts. I measure them by their gold.

— Kimal Rax, Jeweler of Arabel



The Secret of Spiderhaunt is a FORGOTTEN REALMS® Campaign Setting adventure for six characters of 1st through 4th levels. It is essential that there be at least one cleric in the party to battle the variety of undead the PCs will face. All party members should be at least 2nd level as well, unless most of them are 4th level, in which case a 1st-level character or two is acceptable.

This is the second installment of the *Sword of the Dales* trilogy. It is important that the DM thoroughly read this module before beginning play, because the *Sword of the Dales* has additional powers that were not revealed in the first adventure. In addition, the arch-shadow Gothyl begins to take a more active interest in the characters in this adventure. Specific information regarding both the *Sword* and the arch-shadow Gothyl can be found at the end of this module.

What Happened Before

In *The Sword of the Dales*, the characters were hired by Lhaeo, scribe to Elminster of Shadowdale, to rescue Randal Morn. Lhaeo explained the situation surrounding Randal Morn's disappearance and all known information about the wizard Shraevyn.

According to local legend, Shraevyn created a sword of tremendous power hundreds of years ago, just before his death. His secret hideaway had been lost in history until a recent landslide uncovered his tomb in the valley of the Giant's Craw. Lord Randal Morn, a local rebel leader who battles against the Zhentarim occupation, learned that the crypt had been accidentally discovered. He immediately pulled together a search party and rushed to the tomb to recover the weapon. No sooner had he successfully retrieved the sword than Zhentarim forces attacked his band outside Shraevyn's tomb. A bloody fight ensued, and Randal's party pummeled the Zhents into retreat.

Then events at the tomb turned to terror. Randal and his group were mysteriously attacked by a horde of undead, and the rebels—including Randal himself—vanished. Only one of his men escaped alive. Ariton, the lone Dalesman survivor, staggered to Elminster's tower seeking help, and Lhaeo tended the man's wounds and listened to his story. In payment, Ariton gave him a *long sword +1* he found in the crypt. The scribe then decided to round up some recruits and send them to rescue Randal Morn.

What neither Ariton nor Lhaeo knows is that the undead were commanded by a being whose very existence depends on the *Sword*. Gothyl, an arch-shadow,





emerged from the Sword itself, captured Randal, and killed all in his party.

Gothyl was once a wizardess of tremendous power who sought to achieve lichdom some 150 years past. The process failed, and she was instead changed into her current form, a powerful arch-shadow.

Gothyl plans to trick the PCs into believing she is a good spirit bound to the Sword. By leading them to long-lost treasures, Gothyl hopes to gain their trust.

The Zhents know Randal is missing and believe him to be held somewhere as a prisoner, but they have no idea of Gothyl's involvement. If they can take Randal before a meddling band of do-gooders frees him, the Zhentarim hold on Daggersdale will be complete.

DM Notes

Gothyl's goal is to transfer the spirits of her disembodied apprentices into the living bodies of the PCs. She cares virtually nothing about the heroes save for their presence at her tower.

The arch-shadow is striving to ultimately achieve the status of a demi-shade (see page 27). In order to accomplish this, she needs to drain life energy from someone powerful. Randal Morn will do just fine, but she must keep him alive as bait until the PCs arrive and are possessed by her apprentices. With this accomplished, she plans to drain Randal Morn of his life force and have her minions carry out her will.

This adventure begins when Gothyl sends the heroes a dream of a tower in Spiderhaunt Wood, the place where Randal Morn is held. Characters who completed *The Sword of the Dales* know that Randal is imprisoned somewhere in the dark wood but have no idea exactly where he is—until now.

As the PCs venture deeper into Spiderhaunt, they meet Madarn, a gnome fighter from the forest village of Stormpemhauder. If they tell him about the dreams, he recognizes the tower from their descriptions. He agrees to lead them to the tower if they first accompany him to Stormpemhauder and tell their story to Telimas Dreamweaver, the village elder.

Telimas is the elder priest of the village, and he has been plagued by numerous dream visions of late—the same ones the characters are having. Once the PCs talk with Telimas, he gives Madarn his blessing and permission to lead the party to the tower.

Unfortunately, Gothyl discovers that Telimas saw

the vision meant for the PCs. She decides to kill the gnome, and undead attack the village of Stormpemhauder shortly after midnight. The PCs have the chance to save Telimas's life as well as kill more undead creatures.

The journey with Madarn through the forest is fraught with danger, but the party finally arrives at Gothyl's tower. As they approach, the PCs succumb to the magic of another dream vision sent by Gothyl.

Madarn has no intention of venturing into the dark recesses of the tower, but he agrees to guard the camp while the PCs explore. The characters go through an apparently deserted keep, but undead are hiding behind wall panels and secret doors.

Gothyl actually placed the undead here to attack the Zhent force that is closing in on the tower even as the PCs enter. The Zhents are led by Ilthond, the Zhent mage who nearly died at the hands of Shandrill in the novel *Spellfire*. This force is determined to capture both Randal Morn and the *Sword of the Dales* as well as to find out who interfered with their plans.

The PCs reach Gothyl's laboratory just as the Zhents enter the tower, and a battle royale erupts between the hidden undead and the Zhents. The PCs see Randal Morn trapped in a *dreamglobe*, and Gothyl—pretending to be a trapped spirit of the *Sword of the Dales*—reveals herself to the party.

Gothyl tries to convince the PCs that they were set up by the Zhents from the beginning. She also explains that the only way to release Randal is by uttering a certain phrase as they touch a set of skeletons in another room.

If the PCs do this, they find themselves under a spiritual attack by Gothyl's apprentices. If they refuse, the Zhents enter and try to touch the skeletons themselves. Suddenly, the PCs find themselves face-to-face with Zhent warriors as well as a very angry Ilthond.

The adventure concludes when Ilthond threatens the PCs by name. The wizard then breaks the glass *dreamglobe*, releases Randal Morn, then throws the unconscious warrior over his shoulder and tries to take possession of the skulls and the *Sword of the Dales*. Lightning leaps from the blade and strikes Ilthond, who then vanishes with both Randal and the skulls.

Gothyl is furious. Not only has she lost her apprentices, but she must now put her fate in the hands of the same adventurers whom she planned to use as possessed puppets. However, she puts on a good show of benevolence by casting a *shadowshield* spell on the party.

The *Sword of the Dales* trilogy concludes in *The Return of Randal Morn*.





Starting The Adventure

Characters who have completed *The Sword of the Dales* begin this adventure either in the hills outside the Giant's Claw or wherever any intervening adventures led them.

If the PCs are making their way to Spiderhaunt, they have their first dream vision the night before they plan to enter the dark wood. If the PCs have been adventuring elsewhere, Gothyl begins sending them dream visions to lure them to Spiderhaunt, specifically to the crossroad of the Tethyamar Trail and the Northride.

These dreams get worse until each PC dreads sleep. If they ignore these midnight messages, Gothyl sends skeletons, bonebats, and zombies to trouble them. But instead of striking the PCs directly, the undead attack anyone who comes in contact with them. Soon the PCs are considered cursed and are forced to move on.

Once the PCs are in place, proceed to **Dream Visions** on page 6. Characters who did not go through the first module begin with **Heirlooms**, just a few miles west of Shadowdale, along the Tethyamar Trail.

Heirlooms

Characters are walking along the Tethyamar Trail at the point where the Arachnid Pathway breaks free of Spiderhaunt (see Map 3 on the inside cover).

The late afternoon sun warms the stones beneath your feet as you trudge on the Tethyamar Trail toward Shadowdale. The winds have been calm all day, and the last stubborn puddles of water from last night's torrential rains are slowly evaporating.

It should only be a few more hours until we reach Shadowdale, you think to yourself. We may even be fortunate enough to meet Elminster, the most powerful wizard in Faerûn.

Suddenly, a human male wielding a long sword comes stumbling out of the nearby trees. His face is white and his hair stands on end in wild tufts. His chain mail armor is smeared with blood—

much of it his own, you notice—and his eyes dart frantically across your group.

The tip of the man's sword dips toward the ground, and he breaks into a fit of coughing. Spitfire and blood run down his short, scraggly beard as he tries to speak.

"You are those I have seen," he gasps. "Perhaps all is not yet lost." With that, he falls against a nearby tree and slowly slides against it to the ground, still gazing up at you.

He refuses any priests who attempt to help him, but he does let someone bind his wounds. When the party gathers around him, he continues his story.

"My name is Temeron Flightseeker," the warrior begins, "and I am the last of the Company of the Aerie. Some weeks ago we were commissioned by Lhaeo, scribe to Elminster of Shadowdale, to rescue Randal Morn." The warrior gasps and coughs, fighting for breath.

"We were told the story of the wizard Shraevyn, who created a mystical long sword that Randal Morn sought to wield. The Company went to rescue Randal Morn at the tomb of Shraevyn, but the fighter was not there. All we discovered were undead, Zhentarim, and a note from Randal telling us to seek him in Spiderhaunt."

A gurgling sound produces more blood, which wets the front of Temeron's chain mail. He whispers, "We also found the *Sword*." He nods toward the weapon still clutched in his right hand. "The *Sword of the Dales*," he says, "the weapon capable of restoring Randal Morn to his rightful throne. Lord, King, and Emperor of all of the Dalefolk!" His eyes close for several moments, and you fear he has lapsed into unconsciousness. Finally his eyes flutter open and he speaks again.

"This weapon is powerful, true, but its powers cannot hope to drive the Zhentarim from Daggerdale. I have discovered it can unlock chains and manacles when the wielder speaks the word *merrydale*. It also allows me to breathe underwater for a period of time. It has proven effective against undead, but I can only assume it's because the blade has other powerful enchantments."

Temeron closes his eyes and seizures rock his body, but his grip on the *Sword of the Dales* remains strong.





It is clear that he's going to die soon. If anyone moves to help him or if the PC aiding him continues to do so, read the text below. If not, Temeron dies without revealing anything else.

"We searched Spiderhaunt for weeks, but to no avail. As we left the woods three days ago, we were attacked by a horde of undead creatures. Forlim, Emenslee, Worsha—friends all—died at my feet as we tried to destroy them. Only I escaped, and I have been pursued for days by creatures that do not fear the light of day."

Gasping and coughing, Temeron's face contorts into a painful grimace. Gazing at each of you, his voice drops to a low gurgle.

"I can no longer feel my legs. It is to your company that I give this weapon; you must decide amongst yourselves who will wield it. Of my possessions, take what you need and burn the rest with my body. Rescue Randal Morn and succeed where we have failed! Follow your hearts into Spiderhaunt." With one final ragged breath, Temeron breathes no more.

Unless the PCs possess powerful healing magic, Temeron dies after releasing the *Sword*. A successful healing proficiency or herbalism check reveals that the man is poisoned. A *potion of sweetwater*, *neutralize poison* spell, or similar cure is effective in saving Temeron's life.

Should he be revived, Temeron is thankful to the PCs, but also determined to be rid of the *Sword of the Dales*. He then professes to be strong enough to stumble his way to Shadowdale and bids the PCs good luck on their quest.

Temeron carries a *long sword +1*, one *potion of extra-healing*, the *Sword of the Dales*, four days' worth of iron rations, a pouch containing 78 gp, a holy symbol of Mystra, and three normal daggers.

His chain mail needs much work. Many links are crushed, broken and bloodied, and the vest serves as only AC 7 until repaired.

From this point, characters should begin their journey into Spiderhaunt. Once they reach the edge of the woods, proceed with **Dream Visions** on page 6.





Dream Visions

"Gaze into the crown of night to know which paths are wrong and right.

Those are the answers to which I seek. Now, open the gates and drive forth the weak."

– Enril Charan, priest of Shar, when asked the surest way to power.



If the party is healthy, it should reach Spiderhaunt in 1d6+6 hours if they do not stop or have any encounters along the way. The PCs should arrive at the edge of Spiderhaunt in late afternoon. The Arachnid Pathway, which leads into the forest, is difficult to find. Each player has a 30% chance per turn of spotting it.

As the characters enter the wood, read the following:

It's late in the day. You're only a few yards inside the forest, and it seems as if night collapsed upon you in a crash. Trees press in on all sides, eerie pinpoints of light stare out from the darkness, and the canopy of branches overhead blocks out virtually all of the late-afternoon light you know was there when you entered the wood.

Detain the PCs with predatory forest creatures or other diversions until they elect to wait for morning to enter the forest again.

Sweet Dreams

During second watch, or when party members are asleep, read the following. Those on guard duty are not affected.

Wind whips the misty white vapors swirling around your body. You see black feathers covering your arms, and you realize you are flying far above the earth. Then you drop through the clouds and dive into the forest below.

The trees seem close and oppressive, and a narrow trail winds its way below hanging, web-filled branches. Numerous points of crimson lights stare from behind the leaves of the trees. In the distance, the trail widens into a large clearing that contains the ruins of a large stone tower. Before your winged form takes you any closer to it, you hear a voice crying out into the night.

"Help me," the ghostly voice wails from somewhere within the woods, "lest your own soul be lost among the pathways of unworthiness."

Characters are jarred awake at the conclusion of the dream. Each PC should have this dream once a night until they reach the tower, and they have a 50% chance of being unable to sleep again afterward. The details of the dream become more frightening to each character as the nights progress, and the DM should add elements of each PC's personal experiences to make each dream more vivid and real.





Trailbound!

Movement anywhere but on the Arachnid Pathway is impossible on horseback, and the trail is the only quick way to traverse the tangled trees and shrubs. Characters who decide to brave the thick, dense underbrush soon realize how difficult it is to progress through Spiderhaunt in this fashion (MV1) and how easily it would be to be attacked by surprise.

Random encounters occur once every eight hours during the day and once every four hours at night. Refer to the **Encounters Appendix** on page 31 for a list of possible meetings along the trail.

The following encounters occur regardless of any precautions taken by the adventurers.

A. Old Friends

Note to DM: The following actions should happen in roughly the order in which they appear.

After 1d4 hours into the forest, the party comes to a small clearing.

A movement at the opposite end of the clearing catches your eye. Shrouded in the gloom is a group of men, all on foot. Behind them stand two horses, with two men clad in robes astride them. *Those men look familiar*, you think, when an unnatural cry breaks through the silence. The flapping of leathery wings reverberate in the forest.

Pinpoints of red light flicker from the eye sockets of three flying creatures hurling through the darkness toward you. Resembling ebony-skinned pterodactyls with long tails and glistening white fangs, they cover the distance between you surprisingly fast, considering the tangle of tree branches they must maneuver.

From behind them you hear the clank of advancing men in armor. You can see lanterns bobbing in the darkness like angry fireflies.

The darkenbeasts were created by the Zhent mages to attack the party. These creatures revert to their true form in daylight, so a PC who stands in a beam of sunlight is not attacked. Unfortunately, the trees of Spiderhaunt shroud 80% of all light.

Characters not surprised by the darkenbeasts have

one free round of action before they are attacked, since the creatures have some difficulty moving through the tree branches and shafts of sunlight.

When the darkenbeasts reach the party, one immediately heads for whoever holds the *Sword of the Dales* while the others attack random targets. The *Sword* inflicts double damage against the darkenbeasts.

Darkenbeast (3): Int semi-; AC 4; MV 3, Fl 18(C); HD 5+5; hp 33, 28, 24; THAC0 19; #AT 1 or 3; Dmg 1d4/1d4/3d4; SD immune to mind-controlling spells and abilities; SZ M; ML n/a; XP 975.

The mercenaries who follow directly behind the darkenbeasts were hired by the Zhentarim to retrieve the *Sword of the Dales* after the party has been weakened by the creatures.

Mercenaries (6): 1st-level human fighters; AL LE; AC 5; MV 12; hp 6 each; THAC0 20; #AT 1; Dmg 1d8 (long swords) or by weapon type; SZ M; ML 11; XP 35.

Before the soldiers get to the group, both Zhent wizards cast lightning bolts at the wielder of the *Sword of the Dales*. When this occurs, read the following:

In the midst of the chaos you glimpse a bright flash streaking from the robed men. Time seems to stop as two lightning bolts fly toward the *Sword of the Dales* and strike it full on the blade. Then, without a sound, the bolts bounce off the *Sword* and zoom back toward the wizards.

The last thing you see before turning back to the battle is the looks of anger and amazement that cross the wizards' faces as the magic hits them.

Tierimar, 7th-level Zhent mage: AL LE; AC 4; MV 12; hp 22; THAC0 18; #AT 1; Dmg by weapon type; S 11; D 16; C 15; I 17; W 12; CH 10; XP 2,000; *bracers of defense* AC 6, *ring of protection* +1, *wand of lightning* (5 charges), *staff* +1, *dagger* +1. **Spells:** 1st level: *burning hands*, *feather fall*, *magic missile*, *shocking grasp*. 2nd level: *mirror image*, *Melf's acid arrow* (x2). 3rd level: *Melf's minute meteors*, *vampiric touch*. 4th Level: *create darkenbeast* (already cast).



Morias, 5th-level Zhent mage: AL LE; AC 3; MV 12; hp 19; THAC0 19; #AT 1; Dmg by weapon type; S 9; D 17; C 16; I 15; W 11; CH 12; XP 975; *dagger +1, ring of fire resistance.*

Spells: 1st level: *armor* (already cast), *magic missile*, *darkness*. 2nd level: *mirror image*, *shatter*. 3rd level: *lightning bolt*.

If the wizards survive the reflected magic, Tierimar hurls *Melf's acid arrow* at a spell caster and Morias sends *darkness* onto the wielder of the *Sword*.

If the mages are killed by the bolts, the mercenaries immediately retreat. If not, the soldiers must make a morale check when they see the lightning strike; all soldiers who fail the check run away.

If the mages are in a position to do so, both Morias and Tierimar next cast *mirror image* and prepare to wade into the thick of battle. When they get there, Tierimar uses *burning hands* against his nearest opponent. Morias casts *shatter* at the nearest cleric, hoping to ruin any potions or vials the priest might have.

The battle continues until the characters are defeated or the Zhents are killed. Tierimar and Morias neither retreat nor surrender, but the brigands flee as soon as half their number is defeated.

If the PCs are victorious, they find the Zhent camp a few yards from the clearing. At the camp is a total of 212 gp, 40 days' worth of iron rations, eight riding horses, three potions (*extra-healing*, *sweetwater*, and *climbing*), and two spell books. Each spell book contains the spells that Tierimar and Morias memorized plus 1d6 additional 1st- and 2nd-level spells, as determined by the DM.

B. The Arachnid Pathway

This trail is the primary roadway of brigands and other outlaws who flee into the forest.

The intertwining branches above you form entire networks of wooden webs, and splashes of light spotlight small sections of underbrush at your feet.

Slowly your eyes register on an astounding sight: Huge spiderwebs swinging among the trees around you. Some are more than 15 feet around.

Unfortunately, this trail runs through the heart of what many refer to as the Web. This area contains the largest number of spiders. Some webs along the trail are nearly invisible; characters blunder face first into them unless they devise suitable precautions.

The webs on the trail vary in size from small, delicate cobwebs to sticky strings that are almost impossible to remove from hair and clothing. PCs who continue to walk through webs are soon wrapped in a sticky mess that takes 1d12 rounds to remove.

Characters searching the trail find the shriveled, empty bodies of birds, squirrels, mice, and other small animals—the spiders' victims.

The spiders are none too happy about invaders in their home. After 1d6 rounds, the PCs are attacked by a horde of tiny arachnids.

Hairy Spiders (16): Int Low; AL NE; AC 8; MV 12, Wb 9; HD 1-1; hp 4 each; THAC0 20; #AT 1; Dmg 1; SA poison (type A); SZ T; ML 10; XP 65.

C. Great Spiderhunter

An interesting sight greets you as you round a curve in the trail. About 30 feet ahead, a sturdy, sweaty gnome strains furiously as he grapples with a spider the same size as him.

Every muscle in his gnarled gray-brown body is taut with exertion. As you watch, you realize he is slowly forcing the arachnid before him with a device that looks something like a mancatcher. It is draped over the spider's abdomen, and most of the creature's legs are off the ground.

Alert characters have a 75% chance of hearing the gnome's loud attempt to cage the spider before they actually come across him. It is highly unlikely the gnome hears the party, however, since his total concentration is on the job at hand. If a PC truly bumbles a *hide in shad-*





ows or *move silently* check by 20% or more, the gnome hears or sees the character. Any percentile roll of 95% or more alerts the gnome to the PC's presence as well.

When the PCs see the gnome, continue:

Suddenly the struggling spider catches sight of a sturdy cage some 10 feet away. Frantic clicking noises fill the air as the spider flails madly.

"There's no escape for ya this time, longlegs," the gnome growls as he inches forward. "I've no desire to chase yer furry body anymore today." The clicking noises grow louder and venom drips from the spider's fangs to the moist ground below. With a final burst of speed, the gnome charges the spider into the cage. Disengaging his device and slamming the door almost simultaneously, the old gnome collapses against the side of the metal cage. Gasping for breath, only then does he glance at your party. His eyes widen in surprise, then a grin cracks the gnome's craggy face.

He slowly rises from the earth and motions toward you with a small, callused hand. "I would

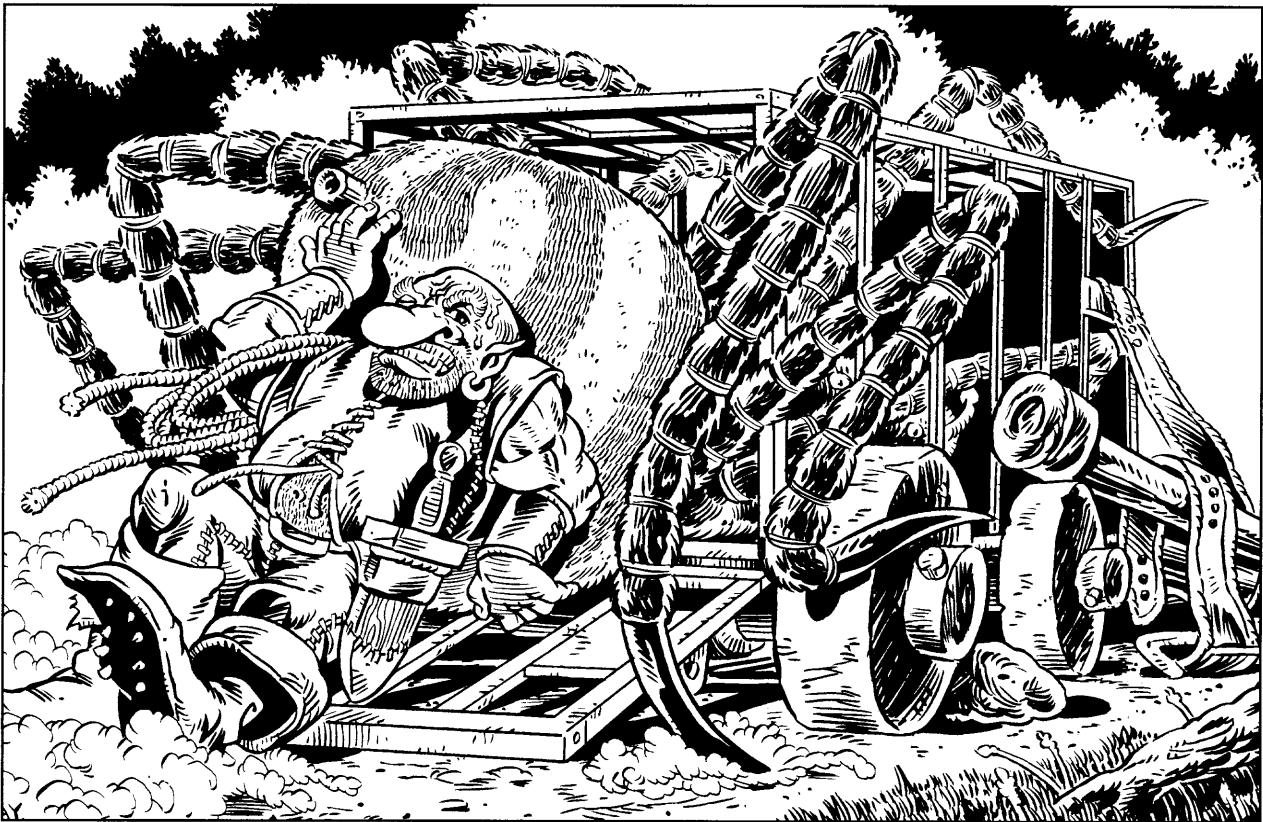
have introduced myself more formally," he apologizes with a chuckle, "but I was kinda busy."

"Me name's Madarn Spiderhunter," he continues. "I'm a trapper and merchant, and I hail from the village of Stormpemhauder. And who might you be?"

Madarn Spiderhunter, 5th-level forest gnome fighter: AL NG; AC 4; MV 12; hp 54; THAC0 16; #AT 1; Dmg by weapon type +1; S 17, D 12, C 17, I 11, W 12, CH 13; SZ S; ML 14; XP 975; short sword, 40 poisoned darts (type O), *leather* +2, *shield* +1.

Large Spider (Caged): Int animal; AL N; AC 8; MV 6, Wb 15; HD 1+1; hp 5; THAC0 19; #AT 1; Dmg 1 + poison (type A); SZ S; ML 7; XP 175.

Madarn offers to take the party to his village of Stormpemhauder. He tells them of the good food and fine products available for sale there.





If any character asks about the ruined tower from the dreams, Madarn's eyes darken and he mutters, "Me thinks we'd better get back to town with all due haste." He won't offer any information about the tower or the village, insisting that if the party is looking for help, the first stop must be Stormpemhauder.

As the group prepares to set out, Madarn heaves the spider cage onto a wooden, wagonlike contraption with four wheels. He then straps a harness onto his shoulders and begins pulling the load.

Madarn talks to the variety of traders who come through Spiderhaunt and is always interested in affairs outside the woods. He asks many questions about the group's adventures, where the PCs hail from, and what's going in the world.

Of all the topics of conversation to avoid, however, animal trapping is high on the list. Madarn has a variety of things to say about this subject, and nature-bound characters may or may not agree with him.

In Madarn's view, there's nothing wrong with a good trap; he has dozens set around the forest. He has no delusions about his profession and he wholeheartedly believes that trapping spiders is in the best interest of his village. He also loves a good argument and does his best to harass nature-oriented PCs who seem to have a problem with his environmental tactics.

A short distance from the village, spiders leap from the trees and attack. PCs roll for surprise with a -6 penalty.

Huge Spiders (3): Int animal; AL N; AC 6; MV 18; HD 2+2; hp 14, 12, 9; THAC0 19; #AT 1; Dmg 1d6; SA jumping, poison (type A); SZ M; ML 8; XP 270.

One spider immediately attacks whoever is closest to the back of the cage, another attacks Madarn, and the third attacks a random party member.

At the end of the battle, Madarn looks for anyone who was bitten by the spiders. He's concocted six doses of an herbal remedy that nullifies the effects of the poison. If needed, he can make 1d6 additional doses with supplies he's carrying, but it takes two rounds per dose to manufacture.

D. GNOME VILLAGE

The dark woods of Spiderhaunt open into a large, grassy clearing. Nestled in this hideout is a rag-tag collection of mud-brick huts and stone buildings.

A large sandy area in the center of the clearing contains a blackened fire pit. Gnome children—wiry, loud, and full of wild energy—immediately stop their play and stampede over to your group.

"Are these heroes?" a little girl asks excitedly.

"How many dragons have you chopped up?" another asks with awe in his voice.

The questions continue in a mad tumble, allowing no time for an answer before it's drowned out by dozens of new questions.

Various animals wander around and others are in cages near the buildings. Between the animals' cries and the children's questions, the entire village has the feel of a surreal, out-of-control circus.

Madarn seems unfazed by all of this, walking with slow deliberation toward the largest of the stone structures. As you disengage yourself from the children and follow, the door to the building opens and an old gnome with wrinkled leather skin emerges. He's dressed in brightly-colored robes and is calmly making smoke rings with an ornately carved pipe.

Madarn bows in a low, reverent salute when Telimas Dreamweaver steps out, then glances back to make sure the party does the same.

Telimas Dreamweaver, 3rd-level forest gnome cleric: AL NG; AC 8; MV 12; hp 13; THAC0 18; #AT 1; Dmg 1d6 +1; S 11, D 12, C 10, I 13, W 18, CH 14; XP 175; *staff +1, ring of protection +2.*

Once Telimas acknowledges the party, the elder gnome motions Madarn forward and confers with him for a few minutes. Then Madarn steps back and Telimas turns to the group.

The old gnome smiles as he makes his way down the wooden steps of the building. With one small hand he motions you up as he steps forward.





It is oddly quiet, and you realize that all chatter and movement in the village stopped when the priest stepped out of the doorway.

"Madarn has told me how he discovered your party," the priest begins, his low voice cutting through the air. "Tell, me, have you had trouble sleeping lately?" He gazes intently into your faces.

With a quick move, the gnome suddenly grabs [name of the PC nearest to him] by the arm. Gently caressing the hand, he says, "Feathers of darkness do not belong on this skin."

At this point the old priest simply watches the PCs' reactions. He's sure that these are the same people he saw transformed into ravens during his dream a few nights ago, but he wants to give the PCs the opportunity to reveal their visions on their own.

Regardless of what the PCs say or do, Telimas insists that they spend the night in the village. If any character talks of the dreams, Telimas invites them to stay in his own home for the night. If not, he sets them up in one of the old warehouses.

The old gnome does not know the identity of the voice in the dream, but he does know the location of the abandoned tower. He instructs Madarn to take the PCs there, but only if they've been honest with him.

Telimas's visions can be an interesting topic of conversation during the evening hours, as he is revered in the village for his soothsaying abilities.

The Village of Stormpemhauder

Stormpemhauder is home to about 125 gnomes. They have a thriving, self-contained village that is, for the most part, secure from the outside world.

A. Homes: Each of these small, comfortable brick buildings houses a family.

B. Warehouses: Most of these 7-foot-tall structures are filled with food and miscellaneous equipment. The gnomes keep one empty for caravans that happen into their village, and it contains comfortable bunks and ample storage space for travelers.

Forest Gnome Exodus

Many years ago, these gnomes lived within the trees, hiding from the travelers who frequented their forest. Then, acting upon the advice of Telimas Dreamweaver, they set about building a trading post.

Inquisitive players may want to know why the gnomes left the trees to conduct trade with the humans and other Dales traders. Although this is beyond the scope of the module, it rests upon a vision that Telimas had all those years ago.

Telimas saw a wave of spiders marching across the Realms, destroying everything that stood before it. The black horde was led by a dark-skinned elven female with a crown of glittering silver. Everyone—gnomes, elves, dwarves, and humans alike—died before her onslaught.

Since many spiders make their homes in Spiderhaunt Wood, Telimas thought that his clan might be able to prevent this spider queen from succeeding if the gnomes knew what was going on both inside and outside their realm.

Establishing a merchant trade within Spiderhaunt and specializing in the sale of spider goods seemed the most logical way to accomplish this. Contact with traders and citizens from far beyond the woods increases the chances of hearing about something amiss elsewhere, Telimas believes.

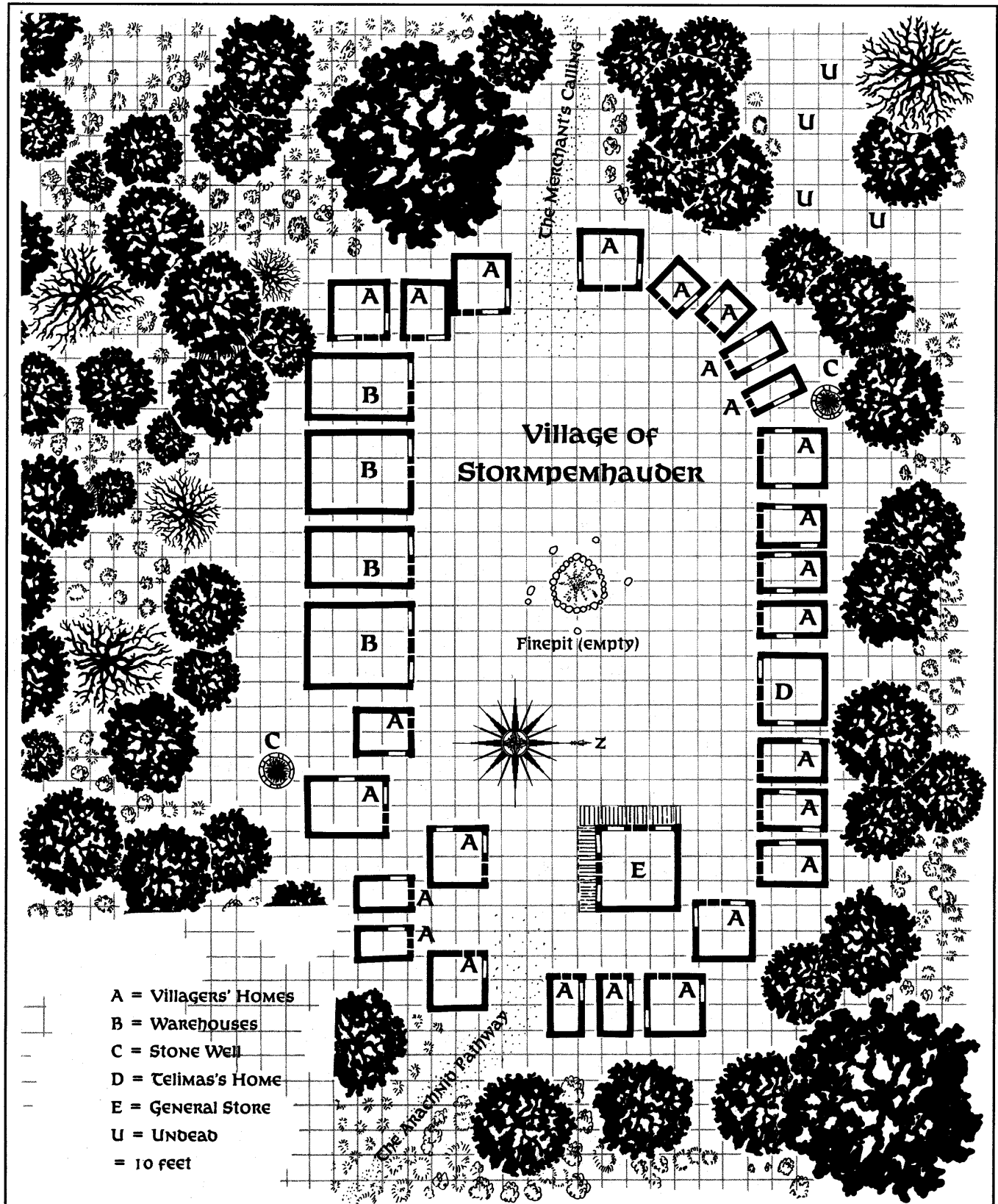
C. Stone Wells: The village's entire water supply is provided by these rough stone wells. The surface of the water is about 20 feet down, and the reservoir of water is approximately 10 feet deep.

D. Telimas's Home: The only home in the village that has a wooden porch, the priest's home is cozy and comfortable. He lives here alone.

E. General Store: This is the largest building in town, and a cursory inspection reveals that it is probably the sturdiest. A stone veranda hugs the building on two sides, and rough-hewn chairs are strewn about it. Two or three older gnome gentlemen are lounging here, trading stories and whiling away the day. They call a friendly greeting to anyone entering the store.

The trading post carries a dizzying array of items; anything listed in the Equipment section of the *Player's Handbook* except animals can be found here.







Rilia, the proprietor, is happy to sell to the PCs, but much of what she stocks in the way of clothing and armor is gnome sized. Poison is not available, and if anyone asks why, she explains that the last caravan through town bought all she had.

U. Undead Gathering Point: Gothyl gathers her undead minions here before the attack (see the **Fearful Night** section below).

Fearful Night

Another force knows of the old man's dreams as well, and she's not very happy about them. Gothyl would prefer to kill Telimas this night, as she does not want anyone meddling in her plans.

Just after second watch, the town is attacked by a host of undead. Bonebats strike guards or PCs outside Telimas's home. None of the undead can be turned; they're controlled by Gothyl.

If the PCs slept at Telimas's, read the following:

Sounds of screaming permeate your sleep, and you immediately jerk fully awake. The screams are coming from right outside the door, and you fear the watch is under attack.

If the characters decided to sleep in the warehouse, read the following:

Someone is screaming in your dream, and you slowly awaken to realize that it is no dream—real shrieks ring from the courtyard near Telimas's house.

Skeletons (6): Int non; AL N; AC 7; MV 12; HD 1; hp 6 each; THAC0 19; #AT 1; Dmg 1d6; SD immune to *sleep*, *charm*, *hold*, *fear* and cold-related spells, edged and piercing weapons inflict half damage; SZ M; ML n/a; XP 65 each.

Bonebats (2): Int low; AL NE; AC 7; MV 3, Fl 18(C); HD 4; hp 25, 20; THAC0 17; #AT 1; Dmg 2d4; SA paralyzation; SD immune to *sleep*, *charm*, *hold*, and *fear*-related spells, edged and piercing weapons inflict half damage; SZ ML n/a; XP 975.

Ghouls (2): Int low; AL CE; AC 6; MV 9; HD 2; hp 14, 10; THAC0 19; #AT 3; Dmg 1-3/1-3/1d6; SA paralyzation; SD immune to *sleep* and *charm* spells; SZ M; ML n/a; XP 175.

Note to DM: The actions below should occur in the order in which they appear. There can be minor adjustments made to specific scenarios, but the overall attack should play out as written.

The skeletons arrive at Telimas's home and attempt to break through the door. The bonebats continue to attack anyone outside the home.

After the skeletons begin their assault, the ghouls arrive and stop within 20 feet of the door. It should be clear at this point that the creatures are after Telimas. Telimas himself opens the door, unless the skeletons are already inside. In this case, he's fighting for his life. One skeleton grabs Telimas's holy symbol from his grasp and hurls it across the room.

Now it is a battle to save Telimas from the hands of the undead. If the old priest manages to get outside, one of the bonebats attacks him. Madarn fights alongside the priest and does not retreat, no matter what the odds. However, Madarn needs to live in order to guide the characters to Gothyl's tower, so he should either ultimately defeat or escape the undead.

Gothyl does not personally interfere in the battle. She can afford to lose these undead if she must and doesn't want the PCs to see her and ruin her carefully constructed plans. Gothyl has every intention of killing the priest—but if it isn't done now, she'll have time for it later.

Aftermath Dreams

When the battle is over and the PCs retire, they all have another dream vision. Characters can avoid the dream by not sleeping, but since they don't know it's about to happen, they have no reason to deprive themselves of sleep.

Madarn will not leave until morning, and if the characters attempt to leave the village before dawn without him, they are attacked by spiders until they are driven back to the village.





The heavy smells of the forest linger about as you make your way along a narrow silver path that leads further into the dark night. Hellish pinpoints of blood-crimson light stare from the shadows, watching your every move.

The trail whisks from beneath your feet and the gray silhouette of the ruined tower stands before you. Its cracked walls and moss-covered stones give testament as to the amount of time this structure has stood in disrepair.

"No!" a male voice suddenly cries. The plea cuts through the still night air and echoes in the clearing. "I . . . will . . . not . . . tell . . . you." The voice falters as if the person speaking were in great pain. Ragged breaths reverberate on the stone walls, and for one awful moment it seems as if it is your breathing that's pounding around you.

Again the ground passes beneath your feet and you find yourself in the ruined hallway of this once-fine tower.

The voice continues to fill your mind. At times it mutters incoherently; in the next second a river of information flows clearly into your mind: words like *Dagger Falls*, *Silver Morn*, *Elminster*, and *Zhentil Keep* echo eerily in the dreamscape.

Then there are the horrible screams. You are propelled down the hall toward the sound. The sob wrench your heart with their despair and impale themselves into your mind with their agony. Then the hallway ends, opening into a vast chamber of . . .

Sunlight burns your eyes as it fills your sleeping chamber. You can hear the bustling of the forest gnomes outside. Daybreak has arrived.

Gothyl is using Randal's suffering as bait to get the PCs to the tower more quickly. When the characters awake, each PC makes a Wisdom check. Anyone who fails experiences anxious, unsettling feelings that make him or her impatient to get to the tower.

Depending on the outcome of last night's events, the gnomes are either congratulating the PCs for their heroic battle or mourning the loss of Telimas.

Madarn is here as well, bandaged but otherwise alive and well. He's ready to leave the village as soon as the PCs are prepared to be on their way. If Telimas is dead, Madarn asks a PC priest to perform the burial ceremony, and the character should be encouraged to accept. If the ceremony is performed, the party is

regarded highly by the gnomes.

If Telimas survived the night, he is here to wish the PCs good fortune on their journey to the tower. Telimas insists that the PCs complete their quest, regardless of the state of the village and its inhabitants in the aftermath of the undeads' attack.

As the characters prepare to leave, Madarn tells them that they can't take their horses through the dense, rough area of the Lakeside Trail. Mounts can be left in the village until the party returns.

Random encounters should be checked once every eight hours of travel.

E. Merchants' Calling

Low-hanging branches obscure the path, and virtually all attempts to obtain a clear line of sight along the trail are futile. The sky is blocked by the webwork of branches, vines, and leaves overhead.

The path is nearly 10 feet wide, and numerous ruts mark the passage of wagons.

This trail once stretched south to tie into the Northride, but has since fallen into disrepair. Characters who possess a tracking proficiency or similar ability detect a trail that continues south at the junction of the Lakeside Trail.

F. Lakeside Trail

It's roughly 10 miles from the start of the trail to the shores of Lake Melishar, and the journey to the lake takes almost the entire day. Between the rough terrain and the slow pace of Madarn, it is quite a day.

The break from the Merchants' Calling to this little side trail has made travel an interesting challenge. Madarn is constantly disappearing behind this branch or that rock. At times he suddenly steps from behind the party before reappearing in front again. His vast amusement as he dances around your group is quite irritating.





The trail is only a few feet wide here. Thick roots seem to reach out to trip you from time to time as branches slap across your face.

G. Lake Melishar

The lake, named after an elven ranger who roamed these woods more than a hundred years ago, is clear and cool. Characters arrive here at sunset, as dusk settles over the forest.

The trail winds around a vast expanse of water, and the silver glow of the half moon reflects softly off its surface. Familiar animal tracks—including raccoon, deer, and rabbit—can be seen at the water's edge. A familiar plop from the water lets you know that the lake is teeming with fish. A few hundred feet in front of you stands a small shack.

Madarn quickly opens his pack and takes out a torch. In a few moments, it burns brightly.

"When I was a youngster, I learned to approach Nature's Inn with more respect for the wildlife," he says. "I still don't know who was more scared—me or that big bear."

Chuckling softly again, the gnome carefully pushes open the door with his foot, brandishing the torch like a holy symbol. "Fortunately, she wasn't very hungry."

Nature's Inn is a small cabin nestled against the shore of the lake. Characters who examine the door see it's been rehung quite a few times. Firewood is stacked outside.

If asked, Madarn admits that he comes here and spends a few days fishing and relaxing. He hasn't seen many spiders, and he speculates they don't like the light from the open sky. He'll suggest to the characters that they spend the night here. If they do, the evening passes uneventfully until the end of the first watch.

The guards hear loud and raucous singing coming from somewhere outside. A die roll of 1 on a d6 wakes a sleeping character. If anyone awakens and investigates, read the following:

The obnoxious sound is coming from two huge 8-foot-tall creatures you see at the shore. They are wearing hides and wielding spears; their guttural singing echoes across the still water. Stumbling along and flailing their weapons madly, these fierce humanoids continue their roundabout journey toward Nature's Inn.

Every few moments the creatures stop and smell the air, gazing and pointing in the direction of the shack. They sway whenever they stand still.

These two fellows wandered down from the Desertsouth Mountains. Their orders are to search the lake area and bring back anything interesting they find. One thing they probably won't report finding is the keg of ale they recently finished off.

If Madarn wakes up, he insists that the party attack these evil creatures. It's clear he has some bitter memories concerning ogres.

Half-Ogres (2): Int semi; AL CE; AC 5; MV 12; HD 2+6; THAC0 17; #AT 1; Dmg 2d4 (by weapon); SZ L; ML 12; XP 270. Each carries a broadsword, a spear, and a pouch containing 12 gp and 1d4 gems worth 50 gp each.

After two rounds of combat, the alcohol surges through the ogres' systems, causing a -1 penalty on all attack, damage, and saving throw rolls.

H. The Hunted

As characters pass the lake and continue westward, Madarn begins acting oddly. He stops every now and again and carefully examines the forest floor. After each examination, he mumbles softly to himself and moves on.

A PC ranger or any character who makes a successful tracking proficiency check notices what he's concerned about: large paw marks in the forest floor.

After 2d4 more checks, Madarn stops and addresses the party:

"I'd hoped that I was wrong, but it now appears that my suspicions were correct. We're being followed," the gnome states flatly, letting out a heavy sigh. "A leopard, and a pretty big one, too."





"She's been following us for the last mile or so," he continues, "moving ahead to let me find her trail and then backtracking behind us." Shaking his head sadly, he presses on.

"She thinks we're hunters," he says, gazing uneasily at the forest around him. "I'll venture a bet that the cat's going to attack us before we see another day."

Madarn is against killing the big cat, period. "Too few left in the woods as it is now," he'll argue darkly.

It's important that the characters understand Madarn's convictions against killing the leopards. The gnome explains that he would never hunt an animal species to extinction, nor does he kill females with young (except spiders, he grudgingly admits).

Madarn asks the spellcasters in the party to produce something dramatic—such as fire—to repel the cat. If no one agrees at first, he will become persistent, almost demanding. If any PC refuses or becomes confrontational, Madarn will argue forcefully in favor of not searching for or attacking the cats.

If no one attempts to scare the cats away, the leopards attack sometime before the PCs reach the tower.

Leopards (2): Int semi-; AL N; AC 6; MV 15; HD 3+2; hp 22, 19; THAC0 17; #AT 3; Dmg 1d3/1d3/1d6; SA rear claws for 1d4/1d4 rolls; SD surprised only on a 1; ML 9; SZ M; XP 270.

If characters decide to frighten the cats rather than kill them outright, the leopards roll a morale check to determine whether they flee. If the PCs use torches, bonfires, or lanterns to scare the cats there is a -1 modifier on the roll. A *fireball* or other fire-based spell puts a -6 modifier on the roll.

If the PCs kill the creatures, Madarn points the party in the general direction of the tower and leaves in disgust. The party must return to Stormpemhauder and convince Madarn to rejoin it before he agrees to help the PCs again. Even if they do this, there is only a 20% chance Madarn agrees.

If the characters help Madarn scare the cats, the gnome is the PCs' friend for life.

The reward for successfully scaring away the leopards is 1,500 experience points. If the PCs kill the animals, only 540 experience points are awarded.





I. Ruined Tower

The forest widens into a large clearing of rolling grass and broken rocks. The meadow gently slopes upward, and resting at its crest is the tower from your dream visions.

The sun is almost gone now, and its final rays illuminate the edges of the broken structure in a silhouette of crimson and purple. Soon the moon will bathe the field in its own radiance.

The PCs have seen these images in their dreams, and the closer they get to the tower, the more apprehension they're subject to.

Since it should be near dark when the PCs get to this point, Madarn recommends waiting until morning to explore the tower. "Anything that wants to see us can come out and introduce itself!" he insists.

The tower has a powerful *sleep* spell radiating from it. If the PCs continue forward, they must make a saving throw vs. spell each round or fall asleep. Once asleep, Gothyl sends them another dream.

The black shadow of the granite tower envelops the ground. Scrub brush and broken rock are strewn about. Figures go into and out of the tower.

The ground moves beneath your feet and you find yourself standing near a thin man with a flowing white beard and red robes. Smoke rings dissolve nearby, and his pipe hovers a few feet away.

"That is the last," states a young man in chain mail, who suddenly appears at your elbow. He motions toward a figure walking away from the tower. "We have what we came for, Elminster."

"Aye, lad. Stand back now and let me work some Art," states the red-robed man. He takes one final lazy puff from his pipe, then it vanishes.

The old man gazes into the darkened tower. His hands weave to and fro, and a ball of silver light suddenly appears and gets brighter. In a matter of moments, the light reaches a blazing intensity.

When the man lets his arms down, a stream of silvery light shoots forth from the ball and a dull roar comes from within the tower. The once-smooth tower walls split and crumble.

Your feet again propel you forward, this time toward the dark opening of the tower. Gone are the explosions of silver magic and the man in the red robes. A now-familiar voice greets you.

"I am . . . Randal Morn," the voice resounds. "I have the . . . strength to defeat . . . this . . . evil . . . magic." Suddenly you are at the entrance to a vast, ruined chamber. Stone blocks are scattered around, and the entire room is filled with rubble.

Inside a golden sphere of energy is the outline of a writhing man. As you watch, streaks of green energy race along the sphere's surface, and the man within cries out in pain yet again.

Silence descends, drowning out light and sound.

The PCs awake to the dim light of dawn. Madarn sat watch the entire night, and his gnomish figure droops with fatigue. When all the PCs are awake, the gnome gives each one a leaf and instructs the party to chew on them. He explains that he found and harvested them throughout the night.

The taste of the leaves are horribly bitter, and they burn like hot peppers as they're chewed. "If that tower puts you to sleep," Madarn says, "this nettle will wake you right back up!"

Madarn insists on staying outside when they enter the tower. If the PCs press the matter, Madarn admits that Telimas told him that he must not interfere in their quest. He moves the PCs' spare equipment and other supplies to a concealed position at the edge of the clearing and settles down to wait.

As the gnome promised, the nettle does prove potent enough to counteract the tower's *sleep* effect. The heroes feel the magic begin to cloud their minds, but the burning of the leaves cuts through the haze and keeps them awake, albeit sleepy. Once the PCs draw within 10 feet, the *sleep* effect abruptly ends.





Dream Tower



he journey to the tower entrance is fairly easy. Some characters might be unnerved, however, since anyone watching from either the edge of the clearing or inside the tower can easily see the group's approach. The structure is deserted; Gothyl wants the PCs as strong as possible so that her apprentices do not start at a disadvantage. If random encounters are incorporated in the tower, the PCs should have an opportunity to rest and regain spells before the final confrontation inside.

The Zhent forces, led by Ilthond, are also on their way to the tower. They've deduced that the PCs are headed for Randal, so they've been secretly trailing the party. Gothyl is fully aware that other forces are coming toward her tower.

Approach

The last hundred feet to the tower entrance is littered with boulders and tower rubble. There is no sign of life in the area.

The closer you come to the tower, the more grim the landscape becomes. Grass and shrubs fade into bleak patches of ragweed and blackened plates of stone.

Many of the larger boulders are covered with some kind of green moss, which glistens faintly with moisture in the early light.

The size and strength of the tower seems pale in comparison to your dream vision of it. Sections of rock, some many feet thick, attest to its former strength. Even now the parapets of the tower stretch 45 feet high overhead, their twisted and broken fingers reaching for the sky.

Not too far away, the dark entrance to the tower is visible.

Characters who attempt to fly, climb, or otherwise maneuver to the top of the tower discover that access down is stopped by a stairwell full of rock.

1. Entrance

Nothing remains of the doors that once stood here, other than a pair of twisted hinges long since rusted into silence by the elements.

A silver etching is carved into the moldy stone to the left side of the door. You can barely make out the outline of a skeleton wielding a long sword.

Characters cannot activate the guardian through physical searching. A *detect magic* does not reveal its presence, though *detect undead* or similar magic reveals the skeleton. If the PCs attack the silver etching, the creature attacks.





Giant Skeleton (1): Int non; AL N; AC 4; MV 12; HD 4+4; HP 26; THAC0 15; #AT 1; Dmg 1d12; SD immune to *sleep*, *charm*, *hold*, similar mind-affecting spells, and all fire-based attacks, suffer half damage from cold-related spells; SA can hurl an 8d6 *fireball* once per hour; SZ L; ML 20; XP 975.

Gothyl does not want either the skeleton or the PCs destroyed. After the third round of combat, read the following:

The skeleton reaches into its chest cavity, pulls out a *fireball*, and hurls it toward the edge of the clearing—straight into a large group of Zhents that emerge from the forest at that moment. The skeleton then fades back into the door as the *fireball* hits the soldiers.

Chaos erupts in the Zhent group. Screaming horses rear uncontrollably, and riders, supplies, and weapons fly in all directions. The group immediately retreats into the forest.

2. Shadow Hall

The rubble-strewn corridor before you is filled with rocks of varying size and shape. Most of them look nearly volcanic, with their surfaces bubbled and distorted by some tremendous force.

The walls have the same texture as the other rocks, but the floor appears to be made from cracked granite and small deposits of rose quartz.

The walls were once devices that looked into the Demiplane of Shadow, and they were constantly activated. The evil that roamed the plane could look through as well, and many shadows came into the hall.

At the far end of the corridor, rubble-choked stairwells lead both up and down. The wall facing the corridor contains a once-secret door, now partially held open by the surrounding debris.

Secret doors and ceiling panels in the hall are held fast by the undead hidden behind them. Should the PCs find these secret doors, they see that the bubbling effect of the walls and ceiling has apparently jammed these doors completely shut. If the characters attempt to open them, it takes 2d4 hours to chip away enough rock to get to them. There are no undead behind the door leading to Area 3.

Each lettered area on the map contains the corresponding creatures:

2A. Animal Skeletons, Spiders (16): Int non; AL N; AC 8; MV 6; HD 1-1; hp 7x4, 6x4, 5x4, 4x4; THAC0 20; #AT 1; Dmg 1d4; SD immune to *sleep*, *charm*, *hold*, *cold* and mind-affecting attacks, edged and piercing weapons inflict half damage; SZ S; ML n/a; XP 65.

2B. Zombies (6): Int non; AL N; AC 8; MV 6; HD 2; hp 15, 13x3, 12, 9; THAC0 19; #AT 1; Dmg 1d8; immune to *sleep*, *charm*, *hold*, *death magic*, poisons and cold-related spells; SZ M; ML n/a; XP 65.

2C. Ghouls (2): Int low; AL CE; AC 6; MV 9; HD 2; hp 14, 10; THAC0 19; #AT 3; Dmg 1-3/1-3/1d6; SA paralyzation; SZ M; ML n/a; XP 175.

3. Hidden Hall

A 10-foot-wide passage that leads further into the tower disappears into the darkness before you. Unlike the first hall, the walls here are covered in mystic, painted symbols. Some symbols are nearly faded out of existence, while others are still bright.

Nearly 20 feet down the corridor is the skeleton of a human. It is impaled on three spears, illustrating the viciousness of his death.

In the gloom beyond you see nothing.

This hall once led to Gothyl's audience chamber. Halfway down the hall was a trap door she used to dispatch her enemies. It dropped them onto an oil-coated slide, which deposited them in her laboratory.

Elminster destroyed the chamber and blew the door from the floor trap, but Gothyl has hidden them both





with a powerful illusion. Characters who detect the illusion see the rubble as well as the open trap door that leads downward. The symbols can be anything, preferably something of wizardly origin.

If the trap door is not detected, the first PC to reach it falls in. PCs who try to grab hold of something still fall, as everything is too slick to hang on to. Razors built into the side of the trap do not harm a PC but sever ropes thrown over the side and pulled up.

Suddenly, [lead character's name] disappears into the floor below. After the initial scream, you hear a loud 'thump' followed by scraping sounds that gradually fade into nothing.

The corridor suddenly seems to melt away, and the hall takes on a markedly different appearance. The wall where the symbols and glyphs were is now blank; all you see now is more bubbled rock. A six-foot circular section of the floor is gone.

As soon as the illusion fades, you hear sounds of battle coming from behind you.

The PCs can look for other exits, but this is the only way out of the room and down to the laboratory.

4. Slide Rules

Helms, gauntlets, rings, and belt buckles create a shower of sparks as you tumble down the slick tube. From time to time you recognize globes of *continual light* overhead as you race past them. Soon you are completely disoriented; all you know is that the tunnel never seems to end.

Unlike other areas of the tower, the walls of the slide are smooth, seemingly unaffected by the bubbled effect that seems so commonplace above.

The slide is an enclosed tube covered in a thin coating of oil. Travel down the slide takes 1d4 rounds. The oil is not dangerous, but it coats the PC's clothing. There is a 75% chance the oil ruins any cloth items the characters might be wearing or carrying.

There is a 25% chance that any PC slows down enough to stop, since the oil has worn off in places. If the character does stop, there is nothing the PC can grab to keep from falling farther. PCs struck by other

characters are automatically propelled down, while the one that hit from behind has a 50% chance of stopping. Stuck PCs suffer 1-2 points of damage.

PCs holding anything must make a successful Dexterity check in order to hang onto them. If not, their items arrive 1d4 rounds behind them.

5. Holding Pen

You tumble head over heels into a large room before crashing against a wall. Soon the chamber is filled with a pile of flailing bodies, weapons, and pieces of armor. When your head clears and everyone is untangled from the jumble, you see that the chamber was once a prison cell. Rusted iron bars surround the cage—except for a 6-foot-wide section that opens into a larger area.

Characters who make a successful Intelligence check realize they were affected by a *feather fall* spell that kept them from being injured when they hit the stone floor of the cell.

After the party has been in the cell 1d6 rounds, the PCs hear the sounds of the Zhents as they fight their way past the undead and begin their own journey down the slide. To spur the PCs on, the DM should indicate that the Zhents seem to be pushing the fight to the top of the slide. However, the Zhents should not be brought into the action until it is convenient.

There is nothing the PCs can use to lock the Zhents inside the cell. Any fighter with 17 or greater Strength can destroy the rusted metal with a few kicks.

6. The Lab

Huge chunks of fallen rock create a maze within the room. The floor, dirt-covered and cracked from the fallen rock, nevertheless seems more polished here than elsewhere in the tower.

Above, you see rubble from the collapsed ceiling has formed a few different passages that you could explore further. An emerald-gray glow emanates from behind rocks to the southwest.





7. The Summoning Chamber

Flickering emerald light comes from a huge globe of magical energy that pulses before you. The shadowy figure of a humanoid is outlined within. The remainder of the chamber is dark.

Any characters with observation proficiency notice the remains of a conjuring circle beneath the debris. A wizard who rolls a successful Intelligence check determines the same thing. The magic that destroyed the tower also damaged the conjuring circle, so Gothyl cannot attempt extraplanar summons from here.

When the PC carrying the *Sword of the Dales* comes within 10 feet of the globe, Gothyl emerges and pretends to be the spirit trapped within the *Sword*.

The *Sword of the Dales* begins to blaze and burn, illuminating the chamber with piercing blue light. A wispy vapor trails from the sword, and it slowly takes the shape of a human female.

She is stunningly beautiful. The cowl of her pearly white robe is pulled back to reveal her rich black hair. A ruby necklace adorns her neck, and each of her slim fingers is encircled by a fine ring.

"Greetings, adventurers. I am Hedistrin, the spirit bound to the *Sword of the Dales*." Her melodic voice fills the chamber.

"My spirit was joined to the *Sword* by Shraevyn the weapons-mage a very long time ago," she states, her arms spreading wide. "My purpose is to make sure the rightful wielder of the weapon" — she points to the globe — "possesses the icon of his heritage."

In a strong voice she proclaims, "Randal Morn is held prisoner within that magical bubble.

"I know very little of the wizards that even now approach this place," she continues, "but I fear that they are the ones responsible for this deadly game we find ourselves playing. They torture Randal and send his dreams to you, making you chase his shadow at night even as you search for his body by day."

If the PCs have not yet heard the Zhents approach at this time, roll 1d6 for each character. On a roll of 1, the PC hears scraping sounds coming from the chute. The figure continues to speak, regardless of how the PCs react to the oncoming force.

"I have seen the wizards wrap Randal within this spell," she continues. "His captivity is tied with skeletons in a nearby chamber. I fear that the evil magicians who approach are trying to duplicate Randal's appearance, in order to send him back to his people as a twisted puppet." Her voice lifts in defiant anger.

"Across the lands and rivers below," she states, her eyes glancing to Randal Morn. "I heard one of the wizards say that this phrase would release Randal from his entrapment, but someone must touch the skulls of the skeletons nearby as the phrase is spoken. This will purge his presence from them."

A Zhent wizard suddenly appears in the cell, careening off the floor with a dull thud as he flails about to grab the rusted metal bars. "They are here!" he cries, jumping up and helping another wizard to his feet. "We have them!"

"Quickly," Hedistrin cries, "run along the west wall and see if there is another chamber! It may be our only chance!"

No matter what the PCs do, Gothyl does not drop her guise as a bound spirit. She makes certain that she does not become angry or threaten the PCs. She needs them to complete this task on their own.

Under no circumstances does Hedistrin attack the PCs, and she uses her *non-detection* ability whenever she speaks to them. Should the PCs attack her, she lets the party believe she has been killed. She cries in pain as they strike her, then slowly fades away.

Gothyl, Arch-shadow: Int supra; AL CE; AC 6; MV 9; HD 8+; hp 47; THAC0 12; #AT 1; Dmg 1d4+1; SA energy drain, spells; SD magical weapons needed to hit; immune to *sleep, charm, death, life-level loss, enfeeblement*; SZ M; ML 19; XP 4,500.

The PCs have two rounds to react before the Zhents attack. Unless the PCs interfered in the battle in the hallway, the Zhents come through the portal in the following order:



Zhent Wizards, 3rd-level wizards (6): AL LE; AC 8; MV 12; hp 12, 10x2, 9x3; THAC0 20; #AT 1; Dmg by weapon type; ML 14; XP 175 each. One carries a *staff +1*, another 12 *darts +1*; together there are two potions of *sweetwater* and one *potion of extra-healing*; two *bracers of defense* AC 8; each has two 1st-level and one 2nd-level spell, chosen by the DM.

Zhent Veteran Soldiers (3): 2nd-level human fighters; AL LE; AC 5; MV 12; hp 9(16), 8(14), 6(10); THAC0 19; #AT 1; Dmg by weapon type; ML 11; XP 65. Each has chain mail, a long sword, a light crossbow, two daggers, and a small sack containing 50 gp.

Ilthond, 7th-level wizard: AL NE; AC 2; MV 12; hp 23; THAC0 18; #AT 1; Dmg by weapon type; S 9; D 9; C 12; I 17; W 16; CH 8; XP 3,000; *bracers of defense* AC 2, *ring of telekinesis* (100 lb. weight), *dagger +2*, 17 *darts +2*, *teleport ring* (see page 30) *wand of lightning* (22 charges).
Spells: 1st level: *feather fall*, *magic missile*, *shield*, *shocking grasp*. 2nd level: *invisibility*, *mirror image*, *web*. 3rd level: *Melf's minute meteors*, *protection from normal missiles*. 4th level: *stoneskin* (already cast; protects Ilthond from five attacks).

8. Randal Morn

The huge, glasslike globe glows with a sickening green light. It spins slowly, so slowly that at first you don't notice the movement. As you move closer, the form inside becomes clear and sharp, almost as if the surface of the globe serves as a magnifying glass of sorts.

A man is suspended spread-eagle within the globe. His clothing is torn and he wears no shoes or armor. He writhes against unseen bonds, but it is clear that his strength is ebbing. The look on his face is horrifying—his eyes are wide open, and his mouth moves in silent screams.

Trapped within the *dreamglobe* is Randal Morn, the rightful ruler of Daggerdale.

Randal's prison can be broken if a PC either strikes the globe with a weapon or pounds on it forcefully

with fists. If the globe fails a saving throw vs. crushing blow (with a +3 bonus; the globe needs a 17 or higher to resist the shattering attempt), it instantly shatters into millions of green shards and Randal immediately falls to the ground, unconscious.

Hedistrin becomes frantic if the PCs do this. She cries out, insisting that they must release Randal's mind from the skeletons in the nearby room before his body can be recovered.

9. Pond Memories

Sunk into the stone floor of the chamber is a 20-foot circular pool about two thirds full of water. The surface is slimy with a dark, moldy substance.

This once served as a combination scrying pool and freshwater source for the lab. Now, however, the water is mold covered and dangerous to drink.

PCs who ingest even a small amount of the water must roll a successful saving throw vs. poison or be nauseated for 5d4 rounds. The character suffers -2 penalties on all attack rolls, saving throw rolls, and ability checks until the sickness passes.

10. Circle of Darkness

You finally spot a door in the wall and scramble through it. The short hallway spills into a large, damp room. Six rocklike tables fill the chamber, and a skeleton lies on each one.

The faint green glow that envelops every skeleton originates from the pendants that hang around each of their bony necks.

The PCs can hear the footsteps of the Zhents running toward them. If the PCs delay too long, the Zhents enter the chamber on the heels of the party.

Each pendant is a small crystal globe with a liquid green center. They are the material components for the spell *Gothyl* cast many years ago to imprison her apprentices. The necklaces are worth 250 gp each.





Touching The Skulls

Each character who touches any skull is immediately attacked with magic similar to that of *magic jar*. If the PC fails a saving throw vs. spell (at +2), he or she fights against the power of the spell for 1d4 rounds. During this time, the PC can physically attack the skull with a -2 penalty on attack rolls. If the skull is destroyed, the character under attack is stunned for one round. Each skull is AC 5 and has 12 hit points.

If a PC both fails the saving throw and does not destroy the skull, his or her body becomes possessed by the spirit of the evil apprentice and the character's spirit becomes trapped within the skull.

The body of the possessed PC immediately attacks the nearest Zhent. After the Zhents are finished off, the possessed PC turns on fellow PCs.

Gothyl does not let a possessed character kill another PC. Any PCs who are so attacked fall unconscious when they reach 0 hit points. This lasts as long as any skulls containing spirits remain intact.

If the Zhent wizards see the PCs touching the skulls, the wizards try to destroy the skulls. If the wizards are successful, see **Destroying the Skulls** below.

Possessed creatures are distinguishable from non-possessed creatures by their glowing red eyes and occasional facial tic. After 24 hours, the red eyes fade, but the physical tic remains for 1d4 months.

I Won't Touch It!

If PCs don't touch the skulls, read the following:

The Zhents immediately rush in, completely ignoring your group. It's almost as if they don't even notice anyone else is in the room. Each of them runs to a skeleton and frantically puts both hands on a skull. They all begin uttering the phrase you recognize as the one Hedistrin told you and your companions.

Suddenly their chants garble into confused shouts and screams. Some of the Zhents appear unable to release their skulls and stand transfixed, the words dying on their lips as their eyes glaze over and roll upward. The green glow surrounding those skeletons begins to move and swirl around the trapped Zhents.



DAY



Others wrench free, draw their weapons, and hit the skulls with crushing blows.

The Zhents are attacked by the spirits of Gothyl's apprentices. Two mages manage to destroy the skulls attacking them, and four become possessed. At this point, the unpossessed Zhents notice the PCs and attack. The possessed Zhents attack the party as well.

Ilthond does not touch a skull. He destroys his possessed colleagues with his *wand of lightning* as soon as he sees they are doomed. If he can catch a PC in the area of effect, so much the better, but his first priority is to kill possessed mages.

Destroying The Skulls

If a skull is destroyed while a victim is possessed, the possessed character immediately makes a system shock roll. If successful, the PC's spirit is restored to his or her body, which is automatically struck unconscious for 1d4 turns. If the system shock fails, both the spirit of the apprentice and the character are killed.

The spirit of the evil apprentice bonds with its new body after one day. If the skull is destroyed more than 24 hours after the PC's body is possessed, that character's spirit is destroyed. The body remains under the control of the apprentice.

11. Quick Exit?

Misty vapors swirl and blow around an ancient-looking stone archway leading to what appears to be a passage to the north. Fog dances and writhes about the frame, and at times you think you see colored light through the mist. The barrier offers no clue to the final destination of the hallway beyond other than the four strange symbols that glow red above the archway.

This mystical arch was Gothyl's emergency exit from the lab. It *teleports* anyone who steps through it to the secret door on the east end of Area 2.

Ilthond and the others do not willingly go through the portal. Ilthond prefers using his own magic to get away, and the other wizards are too afraid of the archway to attempt to escape through it. The Zhent fight-

ers have no qualms about running through it once they've been abandoned by Ilthond, however.

Characters with language proficiency or wizards with Intelligence above 14 can read the red symbols. In common, they spell E-X-I-T.

Final Battle

This encounter occurs once Gothyl's apprentices are taken care of and the PCs return to the *dreamglobe*. The following narration may be altered to reflect the previous events.

A slightly hunchbacked, black-haired man in flowing robes stands near the magical force containing Randal Morn. His green eyes shoot a hateful glare toward you as he slowly raises his skeletal hand clenched in a fist.

With a howl, the wizard's hand comes down full force on the magical prison, and you hear the screaming shatter of glass. Thousands of emerald shards smash on the stone, and Randal Morn, gasping and unconscious, pitches forward onto the floor. Suddenly, unseen magic lifts his limp form, propels it through the air, and lowers it onto the shoulders of the wizard.

Ilthond then faces the group and slowly, with menace dripping from every word, begins to speak.

The wizard now utters the name of each character. He wants to instill as much fear into the PCs as he can, so after each name he reveals something about that person. This piece of information should be something that few in the party know and that can create terror in the PC. After muttering their names, he continues:

"Fools!" he cries out. "You truly think you can stand against the Zhentarim! Each of you will fall—at our whim!" He points the first finger of his bony left hand at the *Sword of the Dales*, and only then do you notice the metal ring there. Without warning, the *Sword* jumps from [character's name] grasp and flies toward the cackling wizard's outstretched hand.





Ilthond uses the power of his *ring of telekinesis* to take the *Sword* as well as any skulls the PCs have with them. This is automatically successful. Just before the *Sword* reaches the wizard, read the following:

Blue lightning leaps from the tip of the *Sword* and strikes the wizard in the chest, throwing him backward with a powerful blow. What happens next is stunning: The old man bounces off the wall behind him and lands on his feet, unhurt. Inhuman snarls fly from his mouth and echo off the stone walls.

The *Sword* hovers for a moment, then clatters to the stone floor. With another snarl, the wizard grabs the skulls and Randal Morn and vanishes.

The *lightning bolt* is a parting gift from Gothyl. She's already lost her apprentices to the Zhent wizard, and she has no intention of losing the *Sword of the Dales* to him as well.

Wrapping It Up

Once Ilthond leaves, Gothyl/Hedistrin finishes her talk with the PCs. Again, she neither reveals her true form nor loses her patience with them. If the PCs question Hedistrin about her lies concerning the skulls, she claims ignorance.

"This form takes a great amount of energy to sustain, and I fear that I will be silent for some time to come," she says, gazing toward the far wall.

"I know little of your quest, but I beg you to go after Randal Morn and release him," she says quietly. She clasps her hands together, then looks out at all of you.

"The skulls Ilthond took with him will be used against Randal Morn. I fear that unless we stop the wizard soon, he will grow so powerful that nothing in the Dales can defeat him." Hedistrin slowly continues to fade, her image now transparent and ghost-like.

"You have probably determined most of the powers of the *Sword of the Dales*, but I feel I should tell you exactly what the *Sword* can do.

"It has the ability to part all chains and manacles within 30 feet when the wielder utters the word *merrydale*. It is doubly effective against magically created creatures such as the darkenbeasts that attacked as we entered Spiderhaunt. The blade reflects all *polymorph* and *lightning* magics back upon the caster of such spells." The spirit is now about half her normal size, and it is obvious that her power is dimming quickly.

"Come close and allow me to gift you with something that you may have need of. It is a spell called *shadowshield* I wish to cast upon each of you. Whenever you are attacked physically or magically, there is a good chance the spell will absorb the wounds meant to injure you. I fear you will need such assistance to survive the coming days."

A soft light reaches out and touches each of you, and then Hedistrin is gone.

Gothyl wants her apprentices back and she intends to use the PCs to get them. As long as the PCs do as requested, Gothyl resumes the guise of Hedistrin from time to time to recast the *shadowshield* on them.

When the PCs exit the tower, read the following:

The tunnel opens into the bright sunlight, and the first thing to greet your eyes is the unmoving and bloodied bodies of two more Zhent guards.

"Been wondering how much longer ya'd be," Madarn chuckles as he drags a body off to the side. "So, where to next?"

Where to indeed. Gothyl's plans come to a conclusion in the next module, *The Return of Randal Morn*.

If the PCs treated Madarn well, he may continue adventuring with the party. If Telimas still lives, he encourages Madarn to join the group and gather information about the spider queen.



Arch-Shadow

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	Arch-Shadow	Demi-Shadow
CLIMATE/TERRAIN:	Any	Any
FREQUENCY:	Very Rare	Very Rare
ORGANIZATION:	Solitary	Solitary
ACTIVITY CYCLE:	Any	Any
DIET:	Nil	Nil
INTELLIGENCE:	Supra-genius (19-20)	Supra-genius (19-20)
TREASURE:	C	W
ALIGNMENT:	Any evil	Any evil
<hr/>		
NO. APPEARING:	1	1
ARMOR CLASS:	6	1
MOVEMENT:	9	9
HIT DICE:	8+	11+
THAC0:	12	9
NO. OF ATTACKS:	1	1
DAMAGE/ATTACK:	1d4+1	2d4
SPECIAL ATTACKS:	Energy drain Spell use	Energy drain Spell use
SPECIAL DEFENSES:	Magical weapons needed to hit	+2 or better weapons to hit
MAGIC RESISTANCE:	Nil	Nil
SIZE:	M (6' tall)	M (6' tall)
MORALE:	Fearless (19-20)	Fanatic (17-18)
XP VALUE:	4,500	8,000

As evil men and women grow older and see their deaths before them, many decide to take their chances with becoming a lich. Most fail and die. The unlucky few who survive the process but fail to achieve lichdom become arch-shadows.

Arch-shadows resemble ghosts or banshees that wander the earth, trying to fulfill their own dark plans. They are brutal and unforgiving in their quest to attain a secure existence.

Although any arch-shadow is usually disguised, in their natural form they appear as ghastly silhouettes of their original bodies. Piercing blue-white pinpoints of light serve as eyes, their hair has become ebony, and their fingernails have turned blue-black.

After gazing at an arch-shadow in its true form for 1d4 rounds, creatures see another side of this undead. The skin that covers their ghostly bodies becomes withdrawn and tight, and their blue-white eyes are tinged with crimson. Their faces are contorted in pain and agony. Sages have speculated that this was their final appearance before death, but only the arch-shadows know for sure.

Combat: If an arch-shadow initiates combat, it is to allow them a chance to achieve demi-shadow status. If an arch-shadow is forced into a battle in which it has no chance of achieving some goal, it fakes its own death and awaits another opportunity.



Each blow from an arch-shadow causes 2-5 (1d4+ 1) points of cold damage. Creatures immune to cold suffer only 1d4 points of damage. By force of will, the arch-shadow can also choose to drain one life-level from its target, but by doing so it takes the chance that its true nature will be revealed.

Both arch-shadows and demi-shades retain the spellcasting abilities they had in life; most undead of this sort are 18th level or higher in ability. They can also use the same magical items they wielded in life.

Arch-shadows cannot be destroyed by simple combat, powerful magic, or chance. Similar to a lich, their life force is stored in a receptacle. This receptacle is always a magical item of moderate to great power that is carefully protected.

A magical weapon of +1 or greater enchantment is required to strike the arch-shadow. After being reduced to 0 hit points they simply dissolve, drawn back to their magical prison. Both arch-shadows and demi-shades are unaffected by natural sunlight.

As with all undead, arch-shadows are immune to *sleep*, *charm*, *death*, *life-level loss*, *enfeeblement* and other attacks that affect the minds of living creatures. Arch-shadows are turned as wraiths.

Habitat/Society: Arch-shadows are relentless in the pursuit of their independence. Typically, their desire is to achieve demi-shadow status and live out their existence in the study of new magics. To this end, they cooperate with adventurers or any other creatures that help them accomplish their goal.



Unlike the lich, who takes very little interest in the affairs of the living, the arch-shadow is most interested in the happenings of the intelligent races. If there is a way to cause widespread destruction and fear while in the pursuit of achieving demi-shade, so much the better. These acts serve only to reinforce the fear of the arch-shadow's power.

Creatures aiding an arch-shadow should expect little more than the chance to serve once demi-shade form has been achieved. Demi-shades expect loyalty from their subjects, but have no honor to offer their followers.

Ecology: There are no recorded instances of a high-level priest or wizard striving to become an arch-shadow on purpose—it is misfortune that leads to their existence.

During the process of achieving lichdom, the wizard or priest creates a special phylactery in which to store his or her life force. If this item ruptures during the process, there is a 5% chance that the wizard or priest becomes an arch-shadow instead of being utterly destroyed.

There has been much speculation concerning the reasons behind the phylactery's failure. More often than not, faulty construction or some slight error in an incantation causes the delicate process to break down.

Once the lich process has failed and the creature has successfully made the crossover to arch-shadow status, survival is not guaranteed. A system shock roll must be made, with failure indicating that the arch-shadow is sucked into the Negative Energy Plane.

If the roll is successful, the arch-shadow must install his life force into a magical item of moderate to great power, such as a +3 or better weapon, *ring of wizardry*, *staff of curing*, or other item of which the experience point value is greater than 1,500 (no artifacts). These items cannot be owned by the arch-shadow or any former henchmen, nor can they be within 10 miles of the arch-shadow once the attempt to become a lich has failed.

Usually the decision of which magical item to use is made for the arch-shadow. He or she is *teleported* to a random location where an item capable of accepting the infusion exists. The source of this *teleportation* is unknown.

After infusing the item with its life force, the arch-shadow has tremendous capabilities regarding the uses of that item. The arch-shadow can add additional powers to it, place *contingency* and other warding magics upon it, and generally attempt to twist the magic for specific purposes.

Adding additional powers to the item may destroy it (and thus kill the arch-shadow), so powerful contingencies are placed upon it instead. The chance of destroying an item by placing additional powers into it is 5% per spell level of abil-

ity added multiplied by the magical bonus of the weapon.

In order to destroy an arch-shadow, the item infused with its life force must be destroyed. Once the item is destroyed, the arch-shadow loses 2 hit points per day until dead.

To make the ascension to demi-shade, the arch-shadow must drain creatures who have touched the Sword within the last 24-hours. It takes eight life levels gathered within two hours for the change to occur, but an arch-shadow can gamble and gain more Hit Dice in the process of transforming. They accomplish this typically by draining high-level characters or powerful creatures, normally attacking by surprise.

For each additional level over eight that the arch-shadow drains, one extra Hit Die is added. If the draining takes place in a particularly unhallowed place, the arch-shadow gains an additional +1 on Hit Dice. In no event can the arch-shadow surpass 30 HD.

Demi-Shade

This is the mature form of the arch-shadow. After draining enough life energy to emerge into its new form, the demi-shade typically disappears from the face of the world for a time as it determines its next course of action. Since it still retains its link to the magical item that carries its life energy, the demi-shade normally brings the item with it for safekeeping.

Unlike its lich cousin, the demi-shade remains highly interested in the affairs of the living. After 10-40 years of solitude, the demi-shade puts its plans to work. Although they seldom have any desire to rule countries, they possess a fierce determination to see the world burn around them.

The demi-shade appears as a physical manifestation of its previous body. Skin color has changed to a deep shade of gray-back, and eyes burn a fierce crimson.

Combat: The touch of the demi-shade inflicts 2d4 points of damage and the loss of one level of experience. Its strong ties to magic also cause a 25% failure rate against magical items that grant immunities to life level loss (i.e. *scarab of protection*). A demi-shade can be turned as a lich and a vampire and has all of the resistances and immunities of an arch-shadow.

A demi-shade can only be struck by weapons of +2 or better enchantment. It is not adversely affected by sunlight but tends to avoid it nonetheless. If destroyed, it loses 4 hp per day until it perishes.



Darkenbeast

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CLIMATE/TERRAIN:	Any
FREQUENCY:	Very Rare
ORGANIZATION:	Pack
ACTIVITY CYCLE:	Night
DIET:	Carnivore
INTELLIGENCE:	Semi- (2-4)
TREASURE:	Nil
ALIGNMENT:	Neutral evil

NO. APPEARING:	See below
ARMOR CLASS:	4
MOVEMENT:	3, Fl 18 (C)
HIT DICE:	5+5
THAC0:	19
NO. OF ATTACKS:	1 or 3
DAMAGE/ATTACK:	1d4/1d4/3d4
SPECIAL ATTACKS:	Rear claws for 1d4x2
SPECIAL DEFENSES:	Immune to mind control
MAGIC RESISTANCE:	25%
SIZE:	M (4'-5')
MORALE:	n/a
XP VALUE:	975

The darkenbeast, also known as the death horror, is a normal animal that has been transformed into a savage beast. It has a black, reptilian hide, fangs and claws, and glowing red eyes, and resembles a pterodactyl. The darkenbeast measures 3-4 feet long and has a wingspan of 6 feet. It is always under the control of the mage responsible for its transformation.

Combat: The darkenbeast attacks with either its fangs or a combination of fangs and claws. The bite inflicts 3d4 points of damage, and each claw inflicts 1d4 points. Darkenbeasts suffer a -1 penalty to their attack rolls when exposed to bright light.

Since these creatures operate under the telepathic direction, they do not check for morale. They are immune to mind- or monster-controlling spells, and they cannot be summoned by another wizard. However, if a darkenbeast is ordered to attack the person who was its master in life, the beast resists the order if it rolls a successful saving throw vs. spell. In this case, the creature remains a darkenbeast but it turns from its wizard master and obeys its true master.

Habitat/Society: A mage casts the *create darkenbeast* spell (see page 30) on one or more animals, usually domestic or local animals such as sheep and dogs. Only animals of 2 Hit Dice or less can be turned into darkenbeasts by the spell.

The affected animals are transformed into darkenbeasts within three rounds. The spell can only be cast in the absence of sunlight, and the transformation lasts until the creatures are



exposed to daylight. At that time any living or dead darkenbeasts revert to their natural form.

A darkenbeast does not need to be trained or controlled by such means as leashes, verbal commands, or gestures. The mage gives the darkenbeast limited orders based on mental images. The darkenbeast then pursues the quarry portrayed in those images. The darkenbeast carries out this order until the task has been accomplished, the darkenbeast is slain, or daylight breaks the spell.

All darkenbeasts are carnivores, regardless of the eating habits of the original animals used. Because the spell uses local animals, there are several advantages over using other, permanent beasts. The animals can be replaced as needed, and because of their daylight reversion, darkenbeasts leave little trace of their existence. Adventurers who slay the monsters face the wrath of the livestock's proper owners when they discover their animals dead.

Ecology: Darkenbeasts are useful when a mage needs allies or distractions to use against a foe. Mages dwelling in subterranean regions away from daylight may keep a permanent pack of darkenbeasts as guard animals.





Magical Items and Spells

The Sword of The Dales

The *Sword of the Dales* is a *long sword* +3 made of silver and inlaid with gems in its pommel. It glows with a soft blue radiance. The *Sword* unlocks chains and manacles within 30 feet if the wielder speaks the word *merrydale*. The *Sword* grants the wielder the ability to breathe water (as the spell *water breathing*) once per day. The blade's most prominent ability is to inflict double damage on all magically transformed and magically created creatures. This includes golems and other magical constructs but not summoned or conjured creatures such as elementals.

In addition to the above powers, the weapon also reflects all *polymorph* and *lightning*-based attacks back at their caster.

XP Value: 7,500

GP Sale Value: 25,000*

* The *Sword of the Dales* is considered to be a regional icon—a weapon of power to save the Dales from the forces of evil. Most collectors are not interested in the weapon because it draws too many visitors seeking a glimpse of it. Gothyl further complicates matters by casting *suggestion* through the *Sword* on interested collectors or diviners. Such suggestions always seem to refer the wielder to “more capable and interested parties” some distance away.

Dreamglobe

5th-level Wizard Spell (Divination)

Range: Touch

Components: V, S, M

Duration: 24 hours

Casting Time: 1 round

Area of Effect: 1 creature

Saving Throw: Special

This spell traps its victim inside a sphere of magical energy. The wizard utters the final word of this spell then merely reaches out and touches the target creature. This requires a successful attack roll if used in combat. The victim is entitled to a saving throw vs. spell to completely avoid the effects. If the spell is used during combat, the victim receives a +2 bonus on the saving throw. If the victim has already been immobilized or is magically held, no adjustment is given. If a victim is sleeping, he or she incurs a -4 penalty on the save.

If the save fails, the victim is caught in a sphere of force that resembles the effects of a *sepia snake sigil*. The victim remains floating within the sphere in a dreamlike state until the spell ends.

The wizard can attempt to pry information from the trapped creature once per hour, and this questioning requires all of the wizard's concentration. For each





question the wizard asks, the victim is entitled to a saving throw vs. spell to resist the delvings of the caster. The DM may assign penalties or bonuses to the roll based upon the character's willingness to divulge such information. Certain spells and magical items, such as *mind blank* or an *amulet of proof against detection and location*, make an encapsulated creature immune to interrogation.

The spell can be recast upon a victim already within a globe to continue the effects beyond the 24-hour period. This entitles the victim to an unmodified saving throw vs. spell.

There are two ways to release the victim of a *dream-globe* spell. The first is to wait until the 24 hours have elapsed and the spell ends. In this case, the victim is groggy and incoherent for 1d4+1 rounds. The second is to shatter the *dreamglobe* itself. If hit, the globe saves vs. crushing blow. The sudden collapse of the globe renders the victim unconsciousness for 4d4+4 turns.

The material components for this spell are a crystal sphere (crushed during the final phase of casting) and a piece of amber.

Teleport Ring

These plain brass finger rings were once common in the Realms but are now very rare. They enable any wearer to *teleport* without error from a current location to a predetermined spot on the same plane, either by speaking a command word or through activation by force of will.

Teleport rings operate exactly like the 7th-level wizard spell, but they cannot travel across the planes. These rings were the source for Halaster's version of the *horned* and cursed *teleport rings* found in the *Ruins of Undermountain*.

Create Darkenbeast

4th-Level Wizard Spell (Alteration)

Range: 10 yards/level Casting Time: 4
Components: V, S, M Area of effect: Special
Duration: Special Saving Throw: None

This spell enables a mage to transform one or more mammals into darkenbeasts. The animals to be transformed must be within a 20-foot-diameter circle. The spell automatically affects ordinary, non-magical mammals and animals of semi-intelligence. Animals with an Intelligence of 5 or more get a saving throw to resist the spell. Only animals of two Hit Dice or less are affected by this spell. Humans, humanoids, and demihumans are immune. The mage can transform one animal per each level of experience.

The spell can be cast only in darkness, such as at night or underground, and its effects last until daylight strikes the darkenbeasts. At that time, the creature automatically reverts back to its true form. Slain darkenbeasts also revert. The spell *sun ray* or a magical *sun blade* breaks the spell, but a *continual light* spell has no effect.

The material component is dried wyvern's blood.

Shadowshield

4th-level Wizard Spell (Alteration)

Range: Touch Casting Time: 4
Components: V, S, M Area of Effect: One creature
Duration: Special Saving Throw: Neg.

This spell enables a wizard to make a creature more likely to survive an attack by imbuing the creature with a phantom shadow of itself.

This phantom possesses half of the creature's normal hit points. When attacked, there is a 60% chance that the phantom absorbs all of the damage. The *shadowshield* is ineffective against psionic or magical attacks that affect the mind.

The phantom makes saving throws just as the affected creature. If it is reduced to 0 or fewer hit points, the *shadowshield* is dispelled and cannot be cast again until one day per each hit point of damage taken has passed. In addition, creatures that attempt to use this spell more than three times per year must make a Constitution check. Failure indicates the permanent loss of one point of Constitution.

The material component of this spell is the creature's shadow, which must be present to cast the spell.





Encounters Appendix

D20 Encounter

1-2 Gnomecrusher Band

Goblins (12): Int low; AL LE; AC 6 (10); MV 6; HD 1-1; hp 4 each; THAC0 20; #AT 1; Dmg 1d6 (by weapon); SZ S; ML 10; XP 15. Each goblin carries a pouch with 3 sp and 14 cp.

3 The Guardian

Treant: Int very; AL CG; AC 0; MV 12; HD 7; hp 33; THAC0 13; #AT 2; Dmg 2d8; SA animate other trees; SZ H; ML 16; XP 2,000.

4-5 Trade Caravan

6 Of Things Druidic

Father Deltoor Rillian: 5th-level human druid of Chauntea; AL N; AC 4; MV 12; hp 27; THAC0 18; #AT 1; Dmg by weapon type + 1; S 12, D 16, C 13, I 13, W 17, CH 16; XP 975. He wears *leather* +2 and carries a *staff* +1.

Initiates (3): 1st-level human druids of Chauntea; AL N; AC 10; MV 12; hp 9, 6, 5; THAC0 20; #AT 1; Dmg by weapon type; XP 35. Each carries a normal staff.

7-8 Shades of the Canine

Wolves (2d6): Int low; AL N; AC 7; MV 18; HD 3; hp 20, 17, 16x3, 15x2, 13x3, 12, 10; THAC0 18; #AT 1; Dmg 1d4+1; SD +1 versus *charm* attacks; SZ S; ML 10; XP 120.

9-11 Spider-eyed

Hairy Spiders (2d4): Int low; AL NE; AC 8; MV 12, Wb 9; HD 1-1; hp 7, 5x3, 4x3, 3;

THAC0 20; #AT 1; Dmg 1; SA poison (type A); SZ T; ML 10; XP 65.

12 - 14 Kobold Incursions

Kobolds (12): Int average; AL LE; AC 7; MV 6; HD 1-4; hp 4x3, 3x7, 2x7, 1x3; THAC0 20; #AT 1; Dmg by weapon type; SZ S; ML 9; XP 7. They are armed with javelins and short swords. Each carries 1d4 clumps of ore containing silver, worth 2 sp each.

15 - 16 Homeward Travelers

Gnolls (1d4+4): Int low; AL CE; AC 5; MV 9; HD 2; hp 15, 14, 12x2, 11, 10, 8x2; THAC0 19; #AT 1; Dmg 2d4; SZ L; ML 11; XP 65 (leader), 35 (remainder).

17 Camouflaged!

Elias Trollsblood, Doppleganger: Int very; AL N; AC 5; MV 9; HD 4; hp 23; THAC0 17; #AT 1; Dmg 1d12; SA surprise, ESP, imitates its victim with 90% accuracy; SD immune to *sleep* and *charm*. spells; SZ M; ML 13; XP 420.

18 - 19 Fire in the Woods

Fire Beetles (3d4): Int non; AL N; AC 4; MV 12; HD 1+2; hp 5 each; THAC0 19; #AT 1; Dmg 2d4; SZ S; ML 12; XP 35.

20 Leaping Spiders

Huge Spiders (1d12): Int animal; AL N; AC 6; MV 18; HD 2+2; hp 14, 13, 12x2, 10x4, 9x2, 8, 7; THAC0 19; #AT 1; Dmg 1d6; SA poison (A); SZ M; ML 8; XP 270.

ENCOUNTERS Appendix

Encounters can occur anywhere, but activities such as building a fire or making an inordinate amount of noise doubles the chance of an encounter.

Check for daylight encounters once every eight hours. Night checks should be made every four hours.

Gnomecrusher Band

These creatures attempt to attack a lone sentry at night. If the encounter occurs during the day, they try to overwhelm the party.

The Guardian

If encountered during the day, the treant merely notices the party as it walks past. If a night encounter is called for, the treant slowly makes its way to the edge of the camp to view the fire, making sure the party is not destroying living wood. As long as the PCs are doing no harm, the treant leaves them alone. If they are recklessly harming the forest, the creature attacks when the fire goes out.

Behind a rock is the treant's treasure: three red garnets worth 100 gp each, four moonstones worth 50 gp, and two *potions of sweetwater*.

Trade Caravan

This caravan just finished trading with the village of Stormpemphauder. The merchants speak well of the gnomes in the forest.





Of Things Druidic

If the PCs meet Father Rillian and his initiates during the day, he's instructing his students on proper maintenance of the trees near the trail. If he's encountered at night, the priest is showing the initiates how to make their way out of the forest. If characters start a conversation with him, he has plenty of helpful advice concerning forest conservation.

Shades of the Canine

During the day, the wolves leap from the sides of the trail for a quick attack. At night, they slowly approach a campfire, hoping to catch a guard away from the flickering flames.

Spider-eyed

Spiders along the trail typically attack for 1d4 rounds before making a morale check, but magical fire of any sort forces an immediate morale check.

Kobold Incursions

After being forced from the Desertsouth Mountains by an angry wyvern, these creatures have recently opened up a new mine in the northern Spiderhaunt. This small band is out foraging for real food; all they're carrying are some dead spiders.

Homeward Travelers

The gnolls are found traveling toward the Desertsouth Mountains if this encounter occurs at night. During the day, their camp is found hidden in a thick grove of trees that blocks most of the light.

Camouflaged!

As the PCs round a bend in the trail, they see the battered and beaten form of an old man. His clothes are tattered and covered with blood, and he scarcely tries to move as they approach.

He explains that he is Elias Trollsblood, an independent tracker from Tilverton who was set upon by orcs. He's willing to pay 50 gp (all that he's got) to the party if they take him out of Spiderhaunt. Of course, he's more than willing to tag along until he can get a PC alone.

Fire in the Woods










Since fire beetles dislike the light, this encounter can occur in a secluded area of the woods during the day (their nest), or the beetles can wander into camp at night.

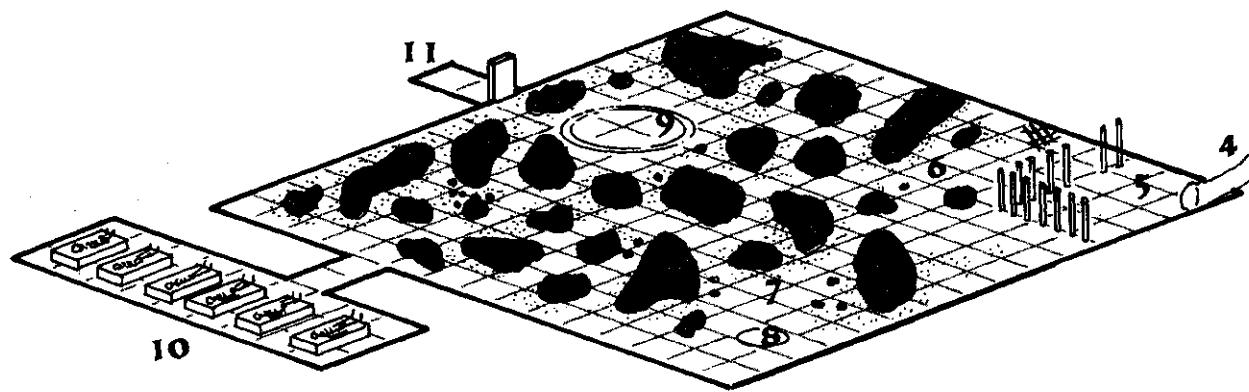
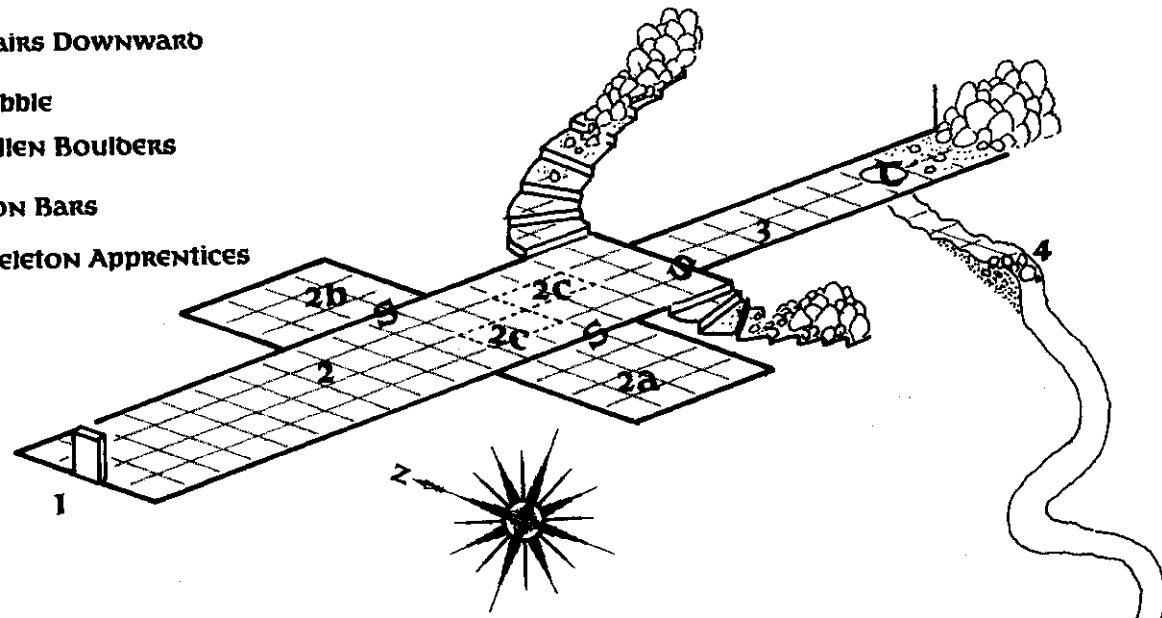
Leaping Spiders

Spiders leap out from the sides of the trail, forcing the PCs to make surprise rolls at -6. Optionally, the spiders could attack the camp.



Gothyl's Tower Entrance

- S** = Secret Door
- τ** = Pit Trap
-  = Ceiling Panel
-  = 5 feet
-  = Slit
-  = Stairs Upward
-  = Stairs Downward
-  = Rubble
-  = Fallen Boulders
-  = Iron Bars
-  = Skeleton Apprentices



Gothyl's Laboratory



The Secret of Spiderhaunt

by Jim Butler

The infamous *Sword of the Dale*s has always held a certain fascination in the eyes and hearts of the citizens of the Dalelands. Thus, it was no surprise when Randal Morn, rebel leader of Daggerdale, led an expedition into the crypt of a long-dead wizard to recover the weapon.

Shraevyn the weapons-mage had created the *Sword* long ago, and it stood to reason that the blade would be waiting within his tomb. Perhaps the *Sword of the Dale*s would allow Randal Morn to rule Daggerdale once again. But Randal Morn never returned from that fated party. Only tales of terror told by a lone survivor held any clues as to Randal's fate. A brave band of heroes accomplished what Randal Morn's group failed to do in part one of this trilogy, *The Sword of the Dale*s.

Battling through the tomb's undead inhabitants, those heroes reached the burial crypt of Shraevyn. There, resting in the center of the coffin, was the *Sword of the Dale*s, its azure glow filling the chamber. However, there was no sign of Randal Morn.

Only a note signed by his hand held any clue as to his fate. "Seek me in Spiderhaunt," it proclaimed. "The fate of Daggerdale is in your hands."

This is the second part of a trilogy of modules that began with *The Sword of the Dale*s. The saga concludes with *The Return of Randal Morn*.



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

Sug. Retail

U.S. \$6.95

CAN \$8.95

U.K. £4.50

ISBN 0-7869-0150-0



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