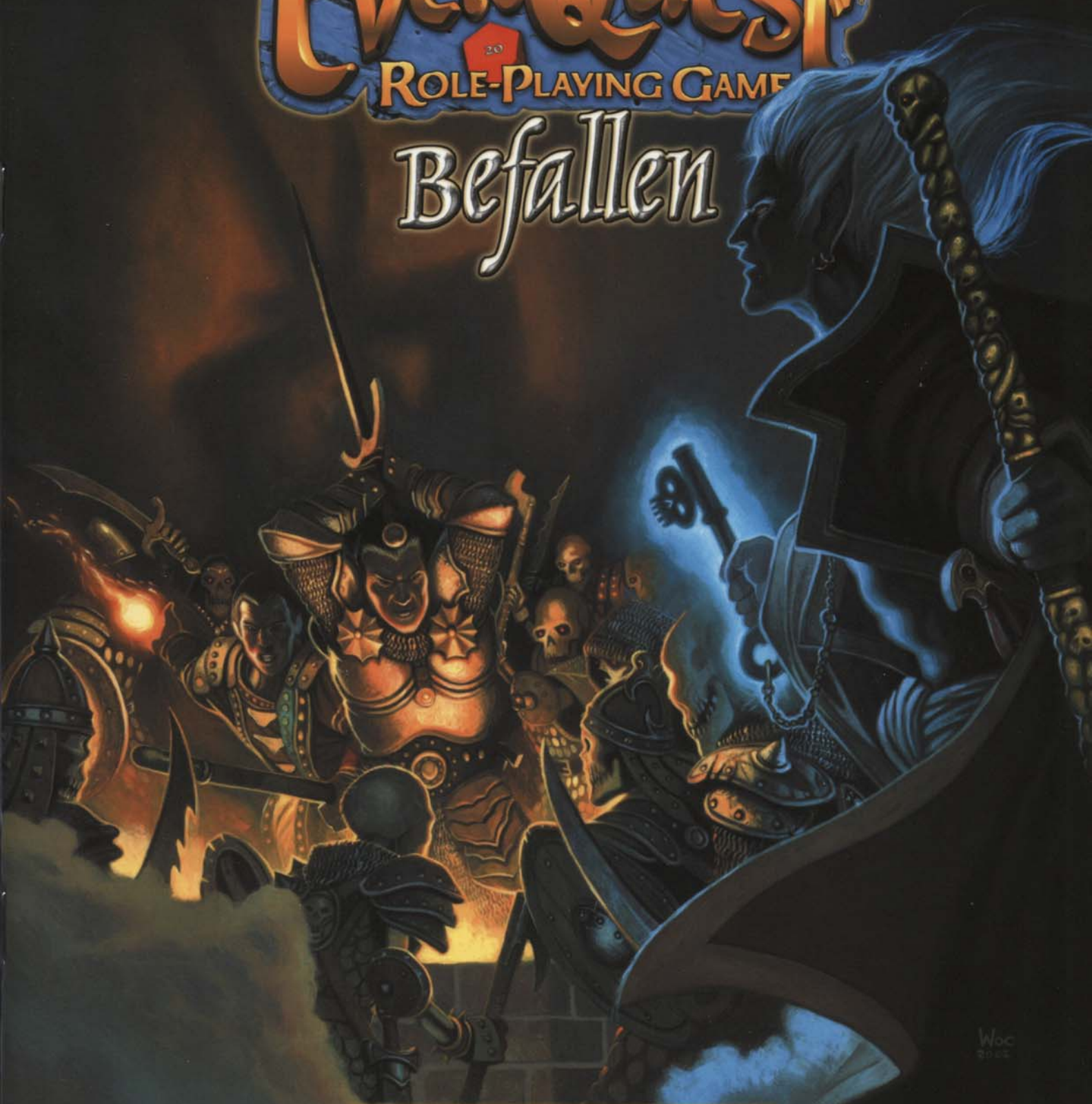


EVERQUEST

20
ROLE-PLAYING GAME

Befallen



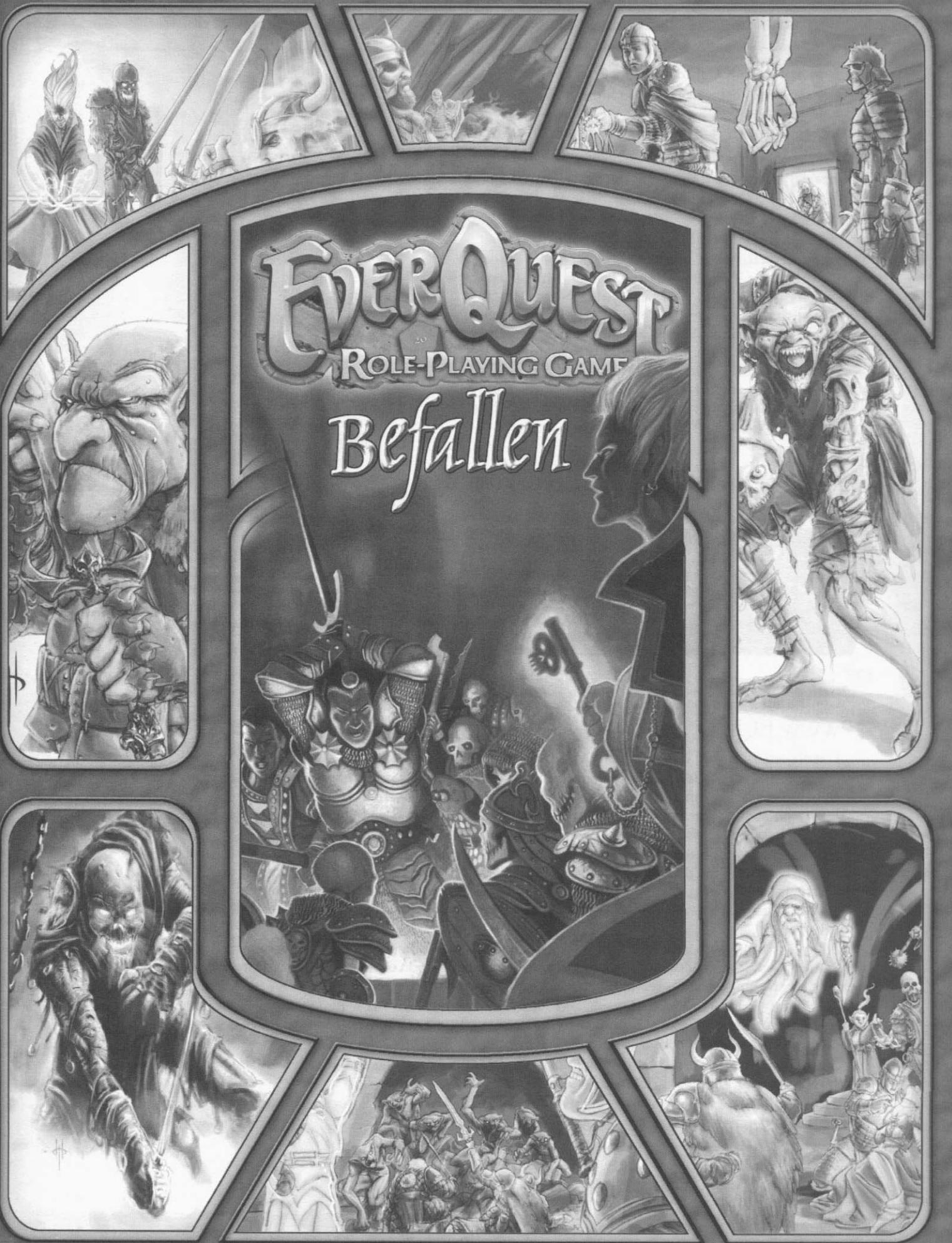
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EVERQUEST

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Befallen



Credits

Author: Owen K.C. Stephens

Developers: Stephan Wieck and Stewart Wieck

Editor: Scott Holden-Jones

Art Director: Richard Thomas

Layout and Typesetting: Ron Thompson

Interior Artists: Jeff Holt and Tyler Walpole

Cover Artist: William O'Connor

Special Thanks: Daniel Enright, Scott McDaniel, and Steve Weiss at Sony Online Entertainment for their help.

Playtesters: Robert "Gwiber" Cook, Kacee, Mary Nicole "Nikki" Saurage, Brandie, Thomas Bother, Mike, Daniel Emmerett, James "King of Mardi Gras" Nelson, Travis Cobb, Michael Hearn, John Allison, Thomas McCoy, Jeff Simpson, Steve Dubois, Steve Lang, Michelle Tetreau, Ian Patterson, Mattaeo Ferrara, Matthew Selz, Robert O'Quinn, Wayne McManus, David Bilich, Allen D. Shaw, Richard Wilkins, Dave Lanier, Harvey Rock, Peter Shaff, Randy Hancks, K.C. Kalahan, Jason Cross, John Hughes, Melissa Hughes, Chris White, Adam McCandliss.



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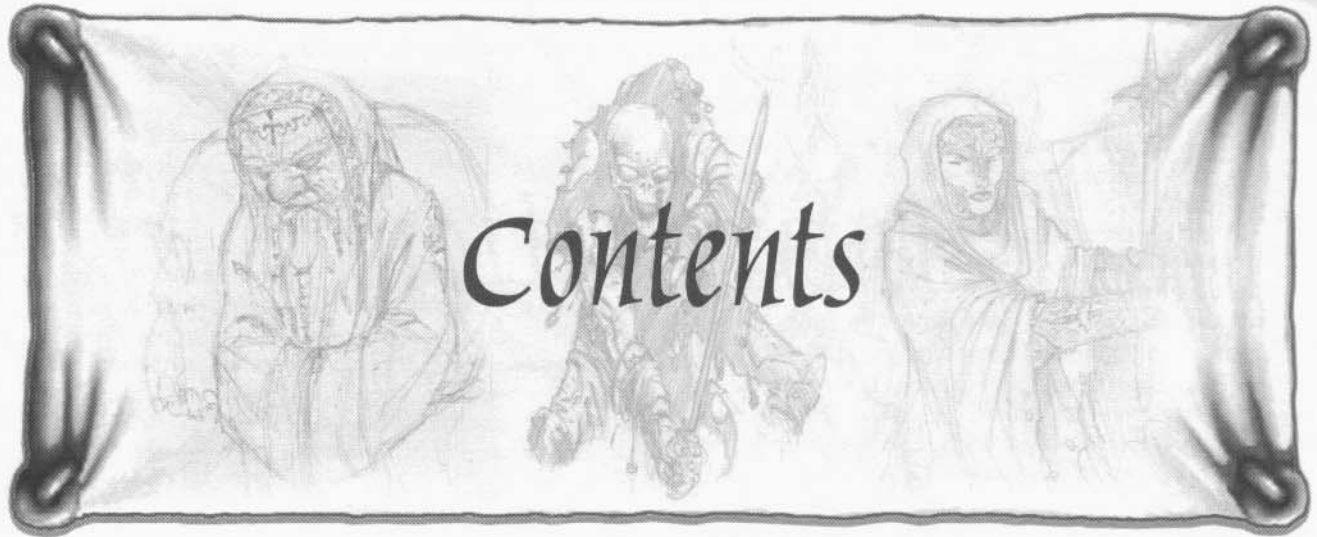
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Introduction

Welcome to Befallen, one of the most famous dungeons in Norrath. In this book are complete maps for the three levels of Befallen, a history of the dungeon, quests appropriate for each of the three levels, and a slew of undead, necromancers, and traps to challenge the player characters (PCs).

Befallen is designed for groups of 4 to 6 characters. The first level is designed for those of 4th to 6th level, the second for 8th to 12th, and the third for 12th to 15th. Depending on the number of characters in a party and how well equipped they are, it may be possible for groups of slightly lower level to survive these levels, or for more powerful groups to delve deeper than the level designations otherwise recommend.

Befallen Level	Recommended Character Level
One	4th to 6th
Two	8th to 12th
Three	12th to 15th

How to Use this Book

Befallen is not a dungeon designed to be cleared from top to bottom as one long quest. Certainly it can be used that way, but given its size, most parties of player characters won't gain enough experience from the first level to survive the second, and matters get worse if they move directly to the third level — supposing they manage to clear the second.

Although a GM certainly could add enough random encounters, side-trips and out-of-dungeon missions to boost characters through 11 levels while they concentrate on Befallen, it's a lot of work and flies against the intent of the dungeon. It also turns Befallen into little more than an endless series of rooms and corridors full of things to kill. That can be fun, but it can also be very two-dimensional.

Befallen is more interesting when seen as a location for characters to visit occasionally, often as part of quests that begin (and may end) elsewhere. Low-level characters may first hear of Befallen when they are still so weak that even coming within sight of its mist-covered entrance makes

them nervous. A few levels later, they discover a quest that requires they move deep into the first level of the dungeon. A few levels after that, they find a new quest that drives them to explore the second level, and the more serious threats therein. More powerful heroes could undertake a quest to destroy Marnek Jaull himself, and find themselves fighting the entire lower level of the ancient dungeon. Many quests are presented in the next chapter, appropriate for characters ranging from 4th to 15th level.

GMs can also use Befallen as a location to place rare items needed for quests they create themselves. A young party of relatively capable dark elves might be commanded to procure the skull of Commander L'Rodd, or a modestly experienced gnome might hunt down a necromancer thief from Ak'Anon who takes refuge with the neophytes of the first level. More experienced adventurers might be trying to recover a magical greatsword held by Redak Brokenskull, or win back a body stolen from a funeral and kept in the cold storage of Befallen's second level.

Befallen can also be used as a recurring theme in an ongoing campaign. Characters might visit Befallen on one of the quests mentioned above and learn of the threat Marnek Jaull poses to the world as a whole. Unable to face the necromancer themselves, they seek counsel and assistance elsewhere, and go on enough adventures to be able to delve into the second level. There they learn more of overarching threat, but must once more leave before dealing with it permanently. This approach turns Befallen into a regular location for quests and combat, without forcing characters to spend weeks nosing into every crevice without a break. Many of the quests presented later can be strung together to support this kind of game, and this method makes the most use of Befallen without allowing players to get bored with it. Used in this way, the dungeon almost becomes a character itself.

There are two persistent design elements in Befallen to help a GM use it in this way. The first is *gatekeeping encounters*. The beginning of each dungeon level is significantly harder to get past and more dangerous than the encounters of the level before it. These "gatekeepers" are designed to serve as a warning to players — if your rogue can't pick the lock to level two, you probably don't belong there. The second design element is the *bypass*. It's possible

to go from the first or second level of the dungeon to the third without marching through every room. These bypasses allow characters who are more powerful and more familiar with Befallen to get straight to the sections that challenge them, without having to take time to fight endless hordes of undead that can't challenge them.

History

To understand the forces and objects found within Befallen, it is necessary to understand its history. This history is largely forgotten by the people of Norrath today, and learning even as much as this brief outline can serve as the basis for a quest itself. Such knowledge may also prove critical in the ultimate Befallen quest, the cleansing of the dungeon and destruction of the foul power that inhabits it.

Origin

Befallen is one of the most infamous dungeons on all of Norrath, but it was not originally built to serve as a home to undead and dark magic. It was designed and built by the Order of Marr's Fist, a guild of knights and clerics dedicated to the twin gods Erollisi and Mithaniel Marr. The Order needed a stronghold to aid them in their efforts to pacify and patrol the Commonlands. Already in control of Freeport, the Order saw this, their westerly stronghold called the Chapterhouse of the Fist, as a way to expand their forces throughout the western Commonlands. Under the command of High Lord William Taros, the Order set about their business.

Now having two strong bases, the Order of Marr's Fist spread their influence from the Ocean of Tears to Kithicor Forrest, securing roads, eliminating bandits, and driving the Deathfist Orcs to the brink of extinction. When the knights of the Order found things of dangerous power, they stored them away deep within the Chapterhouse for safe-

keeping. Among these objects was an ancient elven weapon of power known as the *Thex Mallet*.

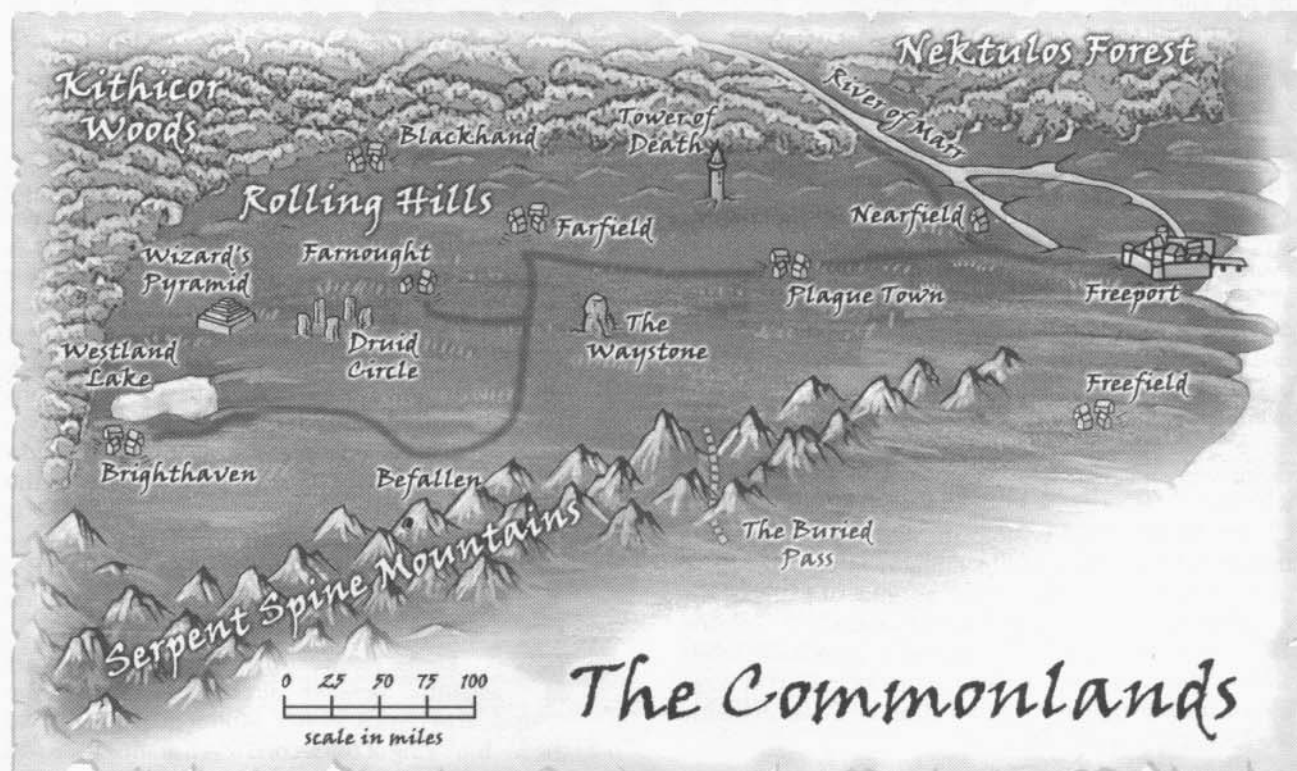
Befallen

After many decades of success, the order suffered a critical setback. A patrol of paladins found a sick, starved, half-mad wanderer in the western Commonlands. Though he was barely able to speak, the paladins learned his name was Gynok Moltor. In his fevered ramblings, Moltor claimed had been cursed by gnoll shamans and driven into exile. Concerned for his safety, the patrol brought him back to the Chapterhouse, in hopes of nursing him to health.

Unbeknownst to the Order, Moltor had a long history of unscrupulous behavior, but his vile betrayal within Befallen was the worst. A petty thief and smuggler, Gynok had managed to rise to a position of power and authority within the merchant community of Qeynos long ago, through shady deals and blackmail. When a caravan set out to find a commerce route from Qeynos to Halas, Gynok managed to secure a position on it. The group nearly died in the frozen lands of the north, but they made it to Halas. There the barbarians told them of a quicker path between Halas and Qeynos, through the burrow of the Blackburrow gnolls.

An expedition was arranged to see if a route through the gnolls' territory could be established. The expedition was met by Opolla of Blackburrow, an old and wise gnoll shaman who saw that her people needed to live peacefully with their neighbors if they were to thrive. Opolla met the traders in peace, and offered to put out a feast in their honor. When the traders asked how they could be sure the other gnolls would obey Opolla, she showed them the four rings she wore on her right hand, the badge of her authority.

Immediately, Gynok lusted after these rings and schemed to steal them. After the feast, when other traders and gnolls were asleep, he snuck into Opolla's quarters and tried to



remove the rings. But Opolla awoke and began to raise an alarm. Gynok panicked and cut off the shaman's hand to retrieve the rings. The shaman survived, and refused to allow the traders to be killed as they had entered the gnoll home under her promise of safety. But she declared a war between the gnolls of Blackburrow and the humans of Qeynos and barbarians of Halas. She also cursed Gynok Moltor and his family, and the angry residents of Qeynos banished him for his evil act.

Some months later, he was led into Befallen by the knight's of the Order of Marr's fist, starving and dehydrated. Once Gynok had recovered his wits somewhat, he repaid this kindness by killing the knights watching over him, sacrificing them on a defiled altar to any god willing to give him the power to destroy Blackburrow and Qeynos. The dark, cursed magic that answered his call indeed gave him such power, but also bound him to the site of his vile deed, preventing him from ever using that power to gain his desires.

The exact nature of the dread power that answered Moltor's call is not well understood even to this day, and at best can only be described as a thinking, malignant force. Creating a cloud of black, foul necromancy, this evil force destroyed all those who dwelled within the Chapterhouse. Even Gynok was killed, although he was raised within minutes as an undead himself. The cloud spread out from the Chapterhouse to destroy small villages and whole caravans, and even to raise a horde of undead at an old battlefield around a tower in the eastern Commonlands. (For more information on the effects of the evil at the Tower of Death, see *Realms of Norrath: Freeport*).

But the power of the malignancy was not limitless, and killing and perverting so many holy men and woman drained much of its foul power. When dawn broke on the second day, the dark force was drawn back to the bunker where Moltor's corpse lay and then bound within. Though its evil had spread for miles on its first night of existence, the evil could no longer break free of the bunker, but was limited to toying with those willing to enter. The Order of Marr's Fist never recovered from the loss of their main stronghold, although the Knights of Truth and Priests of Marr rose up to take their place.

For decades, none entered the former chapterhouse, which became known as Befallen. So quick was the destruction of the Order's base, and so complete was its transformation to a place of evil, that many visitors to the Commonlands assumed Befallen was a different location entirely. Gynok Moltor ruled over Befallen as a petty warlord, luring the occasional adventurer into his lair and making deals with necromancers wishing to study Befallen's power. Moltor's power was relatively weak in terms of the great powers of Antonica, but with no Order of Marr's fist to raise an army against him, he endured as a force to be reckoned with in the Commonlands, despite being unable to leave Befallen himself.

Commander L'Rodd

Many high elves entered Befallen searching for one the objects the order had placed within for safe-keeping: the *Thex Mallet*. A few even managed to find this object, yet they were each trapped by the evil of Befallen and kept from carrying the artifact back to Faydwer. Word of these expeditions eventually reached the dark elves of Neriak, who conclude that if an elven artifact resided within Befallen, the place must be the remnants of the elven empire that stood where the Desert of Ro is now found. A force of dark elves, commanded by the shadow knight Lord L'Rodd, travel to Befallen to claim it and the *Thex Mallet* for the greater glory of Neriak.

Lord L'Rodd and his brace of necromancers assaulted Befallen directly, decimating the undead of Gynok Moltor. Moltor managed to hold only the western wing of the second level, granting L'Rodd



dominion over the rest of the dungeon. L'Rodd found the *Thex Mallet* and claimed it for himself. Impressed by the power of the dark elf commander, the evil force of Befallen threw aside its weak vessel, Moltor, and set it hooks into this new shadow knight. L'Rodd found he could now command the undead of Befallen, and made preparations to return to Neriak at the head of a conquering army. To L'Rodd's surprise, however, he was unable to leave the dungeon without suffering great pain.

He too had fallen prey to the curse of Befallen.

Struggle for Power

Tales of Befallen's power spread far beyond the Commonlands, eventually reaching the Innothule swamp. There it attracted the attention of Redak Brokenskull, a troll shadow knight of great power. Brokenskull wished to unite the troll clans of Norrath under his control, and then lead them in conquest against the rest of the world. Though a mighty warrior and a fair leader (for a troll), Brokenskull lacked the raw power to bring his splintered and insular his people together. In the tales of Befallen's undead masses, the troll saw an opportunity to gain the forces he required.

Brokenskull arrived to find Lord L'Rodd raging against Befallen itself, with only a tenuous grip on command of the dungeon. Gynok Moltor fought him at every turn, stealing the *Thex Mallet* and hiding it in pieces throughout the stronghold. The troll offered his services to first L'Rodd, and then Moltor, playing the two undead against one another. When both were weakened and disadvantaged both by their fighting and his maneuvering, Brokenskull betrayed them both, stealing Moltor's sword and using it to destroy every living creature loyal to either Moltor or L'Rodd. When both undead turned on him in fury at his betrayal, he proved unable to destroy them both, and was forced to withdraw to an abandoned corner of Befallen to lick his wounds.

But the evil that inhabited Befallen knew a conqueror when it saw one and granted Brokenskull its dark authority. He was made the new lord of Befallen, able to send its legions in nighttime raids against nearby villages and camps. But when the troll attempted to march his new forces to Innothule Swamp, he discovered himself unable to leave the dungeon. Another dark villain had been caught by Befallen's darker curse.

The Burning Dead

Matters in Befallen remained unchanged for decades, with Redak Brokenskull unquestioned ruler of the place of evil but unable to send his forces further afield than one night's march. A decade ago, though, new forces came to Befallen, offering to aid Brokenskull in overcoming this limitation — members of the Burning Dead, the forbidden gnomish guild of necromancers, came to Befallen to offer a deal. Led by Menizzia the Thaumaturge, the gnomes promised Brokenskull they would serve him and seek a way to free him of Befallen's grip, in return for being allowed to live in Befallen and study its dark magics. Frustrated with the limited scope of his efforts thus far, Brokenskull agreed.

Secretly, of course, Menizzia had no intention of freeing Redak Brokenskull, though she certainly spent a great deal of time and effort researching the limits and range of the

evil power's domain. In truth, Menizzia planned to use the power of Befallen for her own fell purposes. She was a disciple of the teachings of a powerful gnomish necromancer who lived centuries before, the great Marnek Jaull. Once a mighty force in Tunaria, Jaull had fought against the elves of Takish Hiz and come close to exerting dominion over half the continent before he and the Burning Dead were stopped by the paladins of Prexus. Since his loss, gnomish necromancers had continually sought a way to recapture or recreate his power. But Menizzia hoped to do more than that — she planned to bring back Jaull himself.

The Invasion

The situation again quieted until two years ago, when Befallen was invaded by a force even more evil than itself. Lanys T'Vyl, a dark elf called the Daughter of Hate (some say she was the daughter of Innoruuk himself), used the dungeon as a place of refuge when she rebelled against the priests of Innoruuk. She wrested control of the dungeon from Redak Brokenskull, breaking apart his sword and restricting him to the western wing of the second floor along with Gynok Moltor. The Thaumaturge Menizzia of the Burning Dead struck a deal with Lanys as she had with Brokenskull, promising not to act against Lanys in return for permission to remain in Befallen.

With her fanatical followers, the Daughter of Hate made plans in Befallen that were intended to make her powerful enough to master Neriak, and in time Innoruuk himself. Unwilling to risk the wrath of a god by interfering with her plans (one way or the other), the evil power of Befallen simply ignored Lanys, allowing her to move freely within the stronghold. The Burning Dead who lived within Befallen similarly saw no need to resist, as long as Lanys made no move against them, and took the opportunity to learn further secrets of necromancy from the Daughter of Hate and her followers.

Lanys' plans came to a short and bloody end when she was betrayed and captured through subterfuge, and sacrificed to Innoruuk. Her surviving followers fled Befallen for the Rathe Mountains. There they formed the Temple of Malice, soon becoming known as the Primordial Malice. Though a few free-willed undead and gnome necromancers followed the Primordial Malice into the mountains (and some of the dark elves stayed in Befallen), most of Befallen's residents considered this a return to business as usual. Menizzia took this opportunity to claim Befallen for herself and gathered allies to help her keep Gynok or Redak from regaining control of the stronghold.

The Resurrection

The time was ripe for Menizzia to act. Using the lore she had gathered from the servants of Redak Brokenskull and the worshipers of Lanys, the Thaumaturge undertook the ritual to return Marnek Jaull to life. The rite took an entire month and involved acts of vile depravity. Menizzia forced a connection with the evil force of Befallen, and called upon its power to restore Jaull to mortality. Though the effort left Menizzia exhausted, it also succeeded — she brought Marnek Jaull back from the halls of the dead. Further, the Thaumaturge managed what no necromancer before her had in mastering the curse of Befallen. Whatever the force is that inhabits Befallen, it knew it had been outdone. Although it transferred its primal essence, its raw power, into the remains of High Lord William Taros, creating a risen commander of

dreadful power, it granted Marnek Jaull its authority over the undead that ruled Befallen.

The Situation Today

Marnek Jaull is lord of Befallen and, more than that, is free of its curse. Despite this, he has yet to leave or even exert his influence beyond the dungeon's walls. Fortunately for the inhabitants of the Commonlands, he was returned to life with only a portion of his previous power. Jaull knows that many will rise against him once his presence becomes common knowledge, and he does not wish to face these foes until he has his full might. Jaull is convinced the secret to regaining his lost glory resides within Befallen, and has begun gathering scholars, necromancers, and wizened undead to him to aid in his frantic research, all in the hope of discovering Befallen's last secret. In the process, he has begun to spread rumors that Befallen has become a school of necromancy, prompting young necromancers, shadow knights, and even some evil clerics to travel there in hopes of learning dark arts. Jaull has used this to his advantage, gaining cheap and replaceable servants for the Burning Dead, but his true goal is conquest, not education.

Rumors

Befallen is well known, but not at all well understood. Scholars throughout the world debate its origin and significance, and locals repeat every claim made by adventurers, merchants, and other locals as a matter of course. A PC asking about Befallen in Freeport, Brighthaven, or any of the Commonlands settlements is sure to pick up numerous rumors, but probably not a lot of useful fact.

A number of possible rumors (and their relative accuracy) are presented below, but the GM should feel free to make up any number of others to feed to her players — for good or ill.

1. Befallen is actually the lost elven city of Takish-Hiz, or perhaps one of its last remaining outposts. (False, but a common misconception. Takish-Hiz is found in the Desert of Ro, most likely the phantom city that haunts the Oasis of Marr, and Befallen has nothing to do with it.)
2. Forces from Neriak want to claim Befallen, and a large army is moving toward the dungeon. (Partially true: Queen Cristanos of Neriak has commanded The Dead to find the *Thex Mallet*, which lies within Befallen, but there is no army on the march. Dark elf shadow knight Kizdean Gix leads a small force of raiders who watch and occasionally enter Befallen, but there are no more than a dozen within his band.)
3. The dungeon is a portal to the Plains of Disease, home of Bertoxulous. (False.)
4. The dark elves have already taken control of Befallen, and they now use it as a trap to catch the good and pure. (False. This rumor started because of group of dark elf rebels did briefly take control of the dungeon under the command of Lanys T'Vyl, the Daughter of Hate. Lanys was captured and killed, and her followers fled to the Rathe Mountains months ago.)

5. The true master of Befallen is a troll. (Partially true. A troll shadow knight named Redak Brokenskull was formerly the lord there, but he has been largely abandoned by the darkness there and is currently too weak and angry to do much at the moment. Currently, Marnek Jaull rules the dungeon, and is keeping the darkness weakened.)
6. Befallen is a school for necromancers and shadow knights. (Partially true: Neophytes who prove themselves capable may be taught by members of the Burning Dead, but in general new students are used as unskilled labor rather than taught anything.)
7. A pool of healing water exists at the bottom of Befallen, which can cure any wound, poison or disease. (False.)
8. During the day, the undead of the dungeon are asleep. (False, though the undead do patrol less often outside during the day.)
9. A powerful necromancer has been raised from the dead, and now rules Befallen. (True, although, ironically, the speaker is making it up.)

Monsters

Within the depths of Befallen are hordes of monsters (mostly undead) and a number of unique creatures and NPCs. Some of these are wandering monsters that may be encountered at random anywhere on a given level, while others are set to specific rooms or may be found in different particular places depending on circumstance.

Where appropriate and necessary, stat blocks for creatures at a given encounter are presented at the end of that encounter. Creatures that are extremely common (such as neophytes and acolytes) and a few new monsters have stat blocks presented in the *Denizens of Befallen* chapter.

The GM should familiarize herself with these, and she should also look up the creature's full entry in (i) *Appendix One: Denizens of Befallen* in this book, (ii) *EverQuest: Monsters of Norrath*, or (iii) *Realms of Norrath: Freeport*, for the full description of special abilities and tactics.

Some undead are described as "dark undead." These undead are those animated by the evil force that dwells in Befallen, and they are destroyed instantly should that evil force ever be eradicated. See *Appendix One* for more information about dark undead.

Numbering

Befallen is broken into three main levels, with rooms numbered by level then room (for example, the fourth room on the first level is numbered 1-4). The levels are not divided by actual altitude, however, but by difficulty. For example, the first few rooms of the second level (Areas 2-1 through 2-3) are no lower in terms of physical elevation than the first level, but they are significantly more difficult. Because each dungeon level has a range of challenges, higher-level encounters are as a rule given higher room numbers, though this is not a hard-and-fast system.



A number of quests are presented below for a group of 4 to 6 characters ranging in levels from 4th to 15th. Many of these quests begin or end in nearby areas (the Commonlands, Desert of Ro, Freeport, Ocean of Tears, or the nearby community of Brighthaven). More information about all these places can be found in *Realms of Norrath: Freeport*. GMs are encouraged to change the NPCs related to these quests, if necessary, or to move the portions that occur outside Befallen to areas more appropriate for their own campaigns.

Quest: Gynok's Journal

Faction: Coalition of Tradesfolk Underground (+0 rank).

NPC: Velthen Moltor.

CR: 4.

Reward: +1 faction rank with the Coalition of Tradesfolk Underground; a mummified gnoll paw.

Consequence: -1 faction rank with Residents of Befallen.

Quest Summary: Velthen Moltor is a petty thief from Qeynos. Like most of the Moltor family, he's suffered long runs of bad luck, ill health, and abject poverty. Velthen believes his family's poor fortune dates back to the actions of Gynok Moltor. In hopes of finding a way to lift the family curse, Velthen has traveled to Freeport and used contacts there to discover that Gynok was taken to Befallen shortly before it turned to darkness. According to family tradition, Gynok kept a journal, and a few adventurers who have been in Befallen claim to have seen it in a library on the first level of the dungeon.

Unfortunately, Velthen has become very ill, and no spell or herb seems to improve his condition. Too weak to journey into Befallen himself, he sends an agent (a member of the thieves' guild, which happens to owe Velthen's family a couple of favors) to hire a group of adventurers — the PCs — to make the trip for him. The agent promises payment of 300 gp for the return of Gynok Moltor's journal. (The journal is in Area 1-5.)

Regardless of how quickly the PCs return with the journal, however (assuming they retrieve it), Velthen dies just a few days earlier before they arrive. The Coalition of

Tradesfolk Underground decides to keep Velthen's gold, since he was in arrears on some payments to them, but offers in its place Velthen's belongings: a few scraps of paper and a mummified gnoll paw.

The scraps read, "To restore Paw and lift Curse - place four rings on Paw (Plat, Gold, Silv., Copper). Plat and cooper on Gynok's hand. Gold in Blackburro. Silver in possessoun of Krombak Unger, Commonlands."

Quest: The Thex Mallet

Faction: Arcane Scientists (rank +0) or Opal Dark Briar (rank +1).

NPC: Guildmistress Sapphire Moonshadow or Opal Dark Briar.

CR: 6.

Reward: *If instigated by Sapphire Moonshadow:* +1 faction rank with the Arcane Scientists and the Priests of Marr and 1,600 gp.

If instigated by Opal Dark Briar: +1 faction rank with Opal Dark Briar and with The Dead and any trade items that can be made with Trade Skill (blacksmithing or jewelry making) with a total cost of no more than 1,500 gp.

Consequence: *If instigated by Sapphire Moonshadow:* -1 faction rank with the Dismal Rage and the Freeport Militia.

If instigated by Opal Dark Briar: -1 faction rank with the Knights of Truth and the Priests of Marr.

Quest Summary: The *Thex Mallet* is a warhammer of elven manufacture. It was carried by high elven clerics of renown in ancient days, acting as a symbol of their authority. It is now sought after by elves and dark elves both, for possession of the *Thex Mallet* brings great prestige.

Two forces in particular currently desire the *Mallet*: The Dead of Neriak and the Chapel of Tunare in Felwithe. Both groups have contacts within Freeport, the closest major city to Befallen. The Dead have asked Opal Dark Briar, the powerful dark elf renegade who operates from the shadows there, to arrange for the mallet to be found. The clerics of Felwithe have asked Sapphire Moonshadow, Guildmistress of Wizardry at the Academy of Arcane Science, to do so as well. PCs could be given this quest by either. Of course, what no one realizes (sometimes even she herself) is that

Sapphire Moonshadow and Opal Dark Briar are one and the same (see *Realms of Norrath: Freeport* for more information).

Opal/Sapphire knows the *Thex Mallet* is in three parts: haft, head, and mallet pin. She also knows the haft is in the possession of Lord L'Rodd, and that he can be found in the well-room on the first level of Befallen. She has further divined that the mallet pin is part of a spiderlike clockwork, while the head is in an armory — both are also on the first level, but she does not know exactly where. (As it happens, the mallet pin is in one of the clockworks in Area 1-10, and the head is hanging on the wall in Area 1-15.)

Opal/Sapphire accepts only all three separate pieces as completion of the quest; if the PCs decide to reassemble them, they must make or find someone who can make a Trade Skill (blacksmithing) check (DC 30). If a smith fails this check, she cannot try again until she gains at least 1 rank in Trade Skill (blacksmithing). Every time the check fails by 5 or more, the DC required to reassemble the *Mallet* increases by 2.

This quest can be completed only once.

Quests

The Thex Mallet

Description: The symbol of rulership for the theocratic Thex dynasty among the elves who once ruled Tunaria, the *Thex Mallet* is old beyond description. With the destruction of the elven empire on Tunaria, the *Mallet* was sundered into pieces and lost. Even if the pieces are reformed, the relic's power would be a mere fraction of its once epic nature, although its worth would be disproportionately great given its unique historical value.

Powers: This light, ornate warhammer has a +2 bonus to attacks and a +1 bonus to damage; at the wielder's (mental) command, it sheds light in up to a 20-foot radius.

Thex Mallet (1d8+1, delay 5; AC 7, hardness 11, 14 hp, Break DC 28).

Magic resistance (3).

Bonus types: Attack = enhancement. Damage = enhancement. Resistance = enhancement.

Caster Level: 5th.

Activation: Use Activated.

Market Price: 50,277 gp.

Slot: Blunt.

Weight: 6.6 lbs.

Quest: Paw of Opolla

Faction: Coalition of Tradesfolk Underground (+0 rank).

NPC: None.

CR: 12.

Reward: Paw of Opolla.

Consequence: -1 faction rank with Gnolls of Blackburrow.

Quest Summary: This quest is undertaken after PCs have the mummified paw of Opolla, either as a result of the

"Gynok's Journal" quest (see above) or after receiving it as treasure in some other way determined by the GM. If the PCs completed the Gynok's Journal quest they already know what they must do to restore the Paw. If not, they must get this information on their own, most likely from a sage or bard (the knowledge can be gained with a *bardic knowledge* check, DC 25, or a Knowledge [mysticism] check, DC 30).

Gynok Moltor does in fact have the platinum and copper rings (see Area 2-9 in Chapter Two), and he does not part with them willingly — i.e., unless he is killed. The gold ring is held by a powerful gnoll commander in Blackburrow (use stats for a Tesch Mal gnoll or see *Realms of Norrath: Everfrost Peaks*). The silver ring is currently in the possession of a hill giant named Unger, who raids caravans and small communities in the northwest section of the Commonlands. See the nearby sidebar for stats for the gold and silver rings.

Gold Ring of Opolla

Description: This simple gold band was made by the gnoll shamans of Blackburrow to aid them in combat.

Powers: Str +1, Cha -1.

Bonus type: Ability scores = augmentation.

Caster Level: 2nd.

Market Price: 1,100 gp.

Slot: Finger.

Weight: 0.1 lbs.

Silver Ring of Opolla

Description: This simple gold band was made by the gnoll shamans of Blackburrow to serve as a badge for gnolls who had proven themselves wise advisors.

Powers: Wis +1, Cha -1.

Bonus type: Ability scores = augmentation.

Caster Level: 2nd.

Market Price: 1,015 gp.

Slot: Finger.

Weight: 0.1 lbs.

Paw of Opolla

Description: This fetish is the mummified hand of a powerful female gnoll shaman named Opolla. Four rings of gold, platinum, silver, and copper, respectively, are fused permanently to its desiccated fingers, and it has metallic claws. It cannot be used as an effective weapon, but grants numerous bonuses to its wielder. The paw need merely be kept on one's person to grant its bonuses, and thus is of tremendous value.

Powers: AC +2; +2 to all saves (Fort, Ref, and Will); Str +2, Dex +2, Con +2, Wis +2, Cha -2.

Bonus types: Ability scores = augmentation. AC = luck. Saves = luck.

Caster Level: 7th.

Market Price: 63,750 gp.

Slot: Miscellaneous

Weight: 1 lb.

Quest: *Blood-Bone Claymore*

Faction: Coalition of Tradesfolk (+1 rank).

NPC: Trudie Steelbone.

CR: 13.

Reward: +1 faction rank with the Freeport Coalition of Tradesfolk; free access to a forge; and any item(s) having a Trade Skill (blacksmithing) DC of 25 or less (see *EverQuest: Game Master's Guide*, Chapter Six), totaling no more than 8,000 gp.

Consequence: -1 faction rank with Befallen Denizens.

Quest Summary: Trudie Steelbone (*female human*, Mil 6, DG, *Coalition of Tradesfolk*, *Steel Warriors*) is a young smith working at Groflah's Forge in Freeport. She enjoys her work, but dreams of building her own shop one day. She has researched weapons used throughout the Commonlands, and has begun to hire adventurers to bring her rare and famous blades in hopes of learning the secrets of their manufacture.

She is currently intrigued by reports of the *blood-bone claymore*, a weapon surrounded by dark legends. Supposedly this is the blade Gynok Moltor used in the days he ruled Befallen. From an adventurer she recently did some work for, Trudie has learned that the blade of the weapon resides on the second level of that foul place, in Moltor's chambers, and that the ruler of the second level (whose name is unknown to Trudie) has the quillions. In return for these items, Trudie offers free use of the forge at any shop she works at, and weapons made to order by herself.

Although Trudie is happy to accept the pieces separately, it's possible to reforge the weapon with a Trade Skill (blacksmithing) check (DC 25).

This quest can be completed only once.

Blood-Bone Claymore

Description: This foul-looking weapon appears to be constructed of some sort of red bones, though in truth it is a weapon of steel. The red stain of blood on the blade, though, is real, and the weapon leaves traces of ichor upon anything it contacts.

Powers: This greatsword has a +1 bonus to attacks, as well as the *massive* property. Up to once per round, it can process (Proc DC 21) an additional +1d6 points of disease damage on any successful hit.

Bonus type: Attack = enhancement.

Blood Bone Claymore (2d8 plus proc [+1d6 disease], delay 7; AC 6, hardness 12, 12 hp, Break DC 26).

Caster Level: 4th.

Market Price: 8,350 gp.

Slot: Slashing

Weight: 15 lbs.

Quest: *Dagger of Marnek*

Faction: Priests of Marr (+3 rank).

NPC: Serna Tasknon.

CR: 15.

Reward: +1 faction rank with the Priests of Marr; 10,000 gp.

Consequence: -1 faction rank with the Befallen Denizens and the Burning Dead.

Quest Summary: Characters may be approached by Senior Mother Serna Tasknon (*female human*, Clr 26, OG, *Priests of Marr*), High Priestess of the Temple of Marr in Freeport, for this quest. The Senior Mother asks the characters to delve into Befallen and recover the pieces of the *dagger of Marnek*. If pressed, she reveals that the dagger is a magic item that once belonged to Marnek Jaull, the legendary gnome necromancer, and he enchanted it to complete the process of transforming him into a lich. Serna believes the dagger may contain some portion of Jaull's power and does not want it to fall back into the hands of the Burning Dead.

The dagger was once in the hands of the Burning Dead, until it was taken from them when the forces of Lanys, the Daughter of Hate, took control of Befallen. The dagger was lost when Lanys' followers left Befallen after she was slain, but Serna has heard that emissaries of Mayong Mistmoore have come to Befallen with a missing piece of the dagger and plan to trade it to the Burning Dead as a sign of Mistmoore's power. The handle is in the hands of Annalure the will sapper (Befallen Area 3-8) and the blade is in the hands of the Thaumaturge (Area 3-19).

Serna is perfectly content to receive the dagger in pieces. If the PCs wish to assemble it, they must find someone to make a Trade Skill (blacksmithing) check (DC 40).

This quest can be completed only once.

Dagger of Marnek

Description: This simple steel blade was enchanted by Marnek Jaull using various dark energies, and was to be the final key to his transformation into a lich. Given its historical (and current) as well as arcane significance, it is highly valuable object.

Powers: The dagger has a +2 bonus to attacks and damage.

Dagger of Marnek (1d3+2, delay 4; AC 13, hardness 12, 4 hp, Break DC 26).

Int +1, mana +3.

Bonus types: Ability score = enhancement. Attack = enhancement. Damage = enhancement. Mana = enhancement.

Caster Level: 6th.

Market Price: 22,902 gp.

Slot: Piercing.

Weight: 2 lbs.

Quest: The Ultimate Befallen Quest

Faction: Varies (see below).

NPC: Varies (see below).

CR: 20.

Reward: +2 faction ranks with the Knights of Truth and the Priests of Marr. +3 faction ranks with the Commons Residents.

Consequence: -1 faction rank with Opal Dark Briar, the Freeport Militia, and the Arcane Scientists.

Quest Summary: The ultimate quest relating to Befallen is to cleanse it permanently of the evil force that inhabits it. There are several NPCs who know how Befallen could be cleansed, in theory. The Oracle of K'Arnon in the Ocean of Tears (see *Realms of Norrath: Freeport*) has the knowledge, if the PCs are willing to meet his price for lore. Guildmaster Lorme Tredore of the Academy of Arcane Science in Freeport also knows, as does Sapphire Moonshadow/Opal Dark Briar, although they would only share the information with a trusted ally (appropriate faction +3 or greater). The Thaumaturge Menizzia in Befallen (Area 3-19) has discovered the secret as well, but would only pass it on to a group if she felt it was the only way to push Jaull into the state of lichdom. Otherwise, the GM may wish to give the knowledge to a sage the PCs have come to trust in her own campaign, as a culmination of several trips into Befallen.

To accomplish this quest, the PCs must acquire three magic items — the *Thex Mallet*, the *blood-bone claymore*, and the *dagger of Marnek* (see previous quests for information on gathering these items). Then, they must destroy, on the same night, all the past and present rulers of Befallen: Lord L'Rodd must be destroyed first, with the final blow being delivered by the *Thex Mallet*; next, Gynok Moltor and then Redak Brokenskull must both be destroyed, with the final blow to each being delivered by the *blood-bone claymore*; finally, Marnek Jaull and, last, the risen commander High Lord William Taros must both be destroyed, with each final blow coming from the *dagger of Marnek*.

If all these conditions are met exactly, the evil force that inhabits Befallen is destroyed forever. All the dark undead within the dungeon disintegrate (though other residents and normal undead remain). However, if even one of the five targets avoids destruction, or something other than the required item delivers the final blow, Befallen remains cursed. The darkness brings back all of the former lords of Befallen the next night (except possibly Jaull: see below), and the evil remains active.

Note that if Marnek Jaull is killed with the *dagger of Marnek*, his spirit flees to the Desert of Ro, where he had prepared a set of canopic jars in a secret tomb to house his soul when he performed the ritual to become a lich. Jaull reconstitutes his body over the course of a week, and becomes a full lich re-imbued with the full measure of his necromantic power. This is the price that must be paid in order to cleanse Befallen forever.

This quest can be completed only once.



Chapter One: Level One

The Great Hall, Neophyte Quarters, and Knights' Last Stand

This is the top level of Befallen. It is used as a buffer by the true denizens of Befallen, who rarely bother to venture here. Instead, it is populated with mindless undead, rats, and minor necromancers and shadow knights who are trying to earn Marnek's trust and win acceptance into the lower levels.

The only inhabitant of this level who is part of Befallen's permanent community is Sedrit Hague, a shadow knight who was cast out from Neriak. Sedrit runs these rooms for Marnek, making sure none of the neophytes pose a threat and, ostensibly, maintaining defenses against a serious invasion. Although he is given free rein to rule the level as he sees fit, he receives no aid to speak of from any of those dwelling in the lower levels. His job is to prevent Marnek and his allies from being bothered, and if he can't handle it, Marnek will happily pass the position off to some other applicant seeking his favor.

Arrival

When the PCs come within sight of Befallen for the first time, read the following descriptive text or paraphrase your own description based on this information.

Coming over the last of the foothills, you see the Serpent Spine Mountains arrayed before you in all their glory. The peaks are made of sharp, jagged rock and scrub vegetation. A heavy mist pours towards you, obscuring the ground on the nearby mountainside. The source of the mist is a simple opening cut into the mountain, a square roughly ten feet on a side with no doors or gates barring entry. The mist is thicker within the opening, making it impossible to see more than a few feet inside.

No trees, bushes, or even grass grows within a hundred feet of the mist, though some lies black and shriveled at the edge of that range. The earth is rough and littered with hollows and depressions. The scent of newly turned earth fills your nostrils, along with a muskier, less pleasant smell. A slow wind blows, whistling through the mountains, but no sound of animal or insect can be heard.

Level One

Difficulty Level: 4–6.

Entrances: Entryway from outside to Area 1–1; secret door from outside to Area 1–19.

Exits: Locked door to Level 2 (see Area 1–3); Pit to Level 3 (see Area 1–8).

Random Encounters: Check once every 20 minutes on 1d20:

- | | |
|--------|---|
| 1–3. | 2d4 dark skeletons, type 2* |
| 4–5. | 1d6 giant rats |
| 6. | 1d2 dark skeletons, type 5* |
| 7. | 1d4 apprentices (see Appendix One), each 60% likely to have pet |
| 8. | 1d6 neophytes (see Appendix One), each 40% likely to have pet |
| 9. | Sedrit Hague (see Area 1–7a), with pet |
| 10–20. | No encounter |

*See both Appendix One herein and Appendix Four of *EverQuest: Monsters of Norrath*.

Detections: None.

Shielding: None.

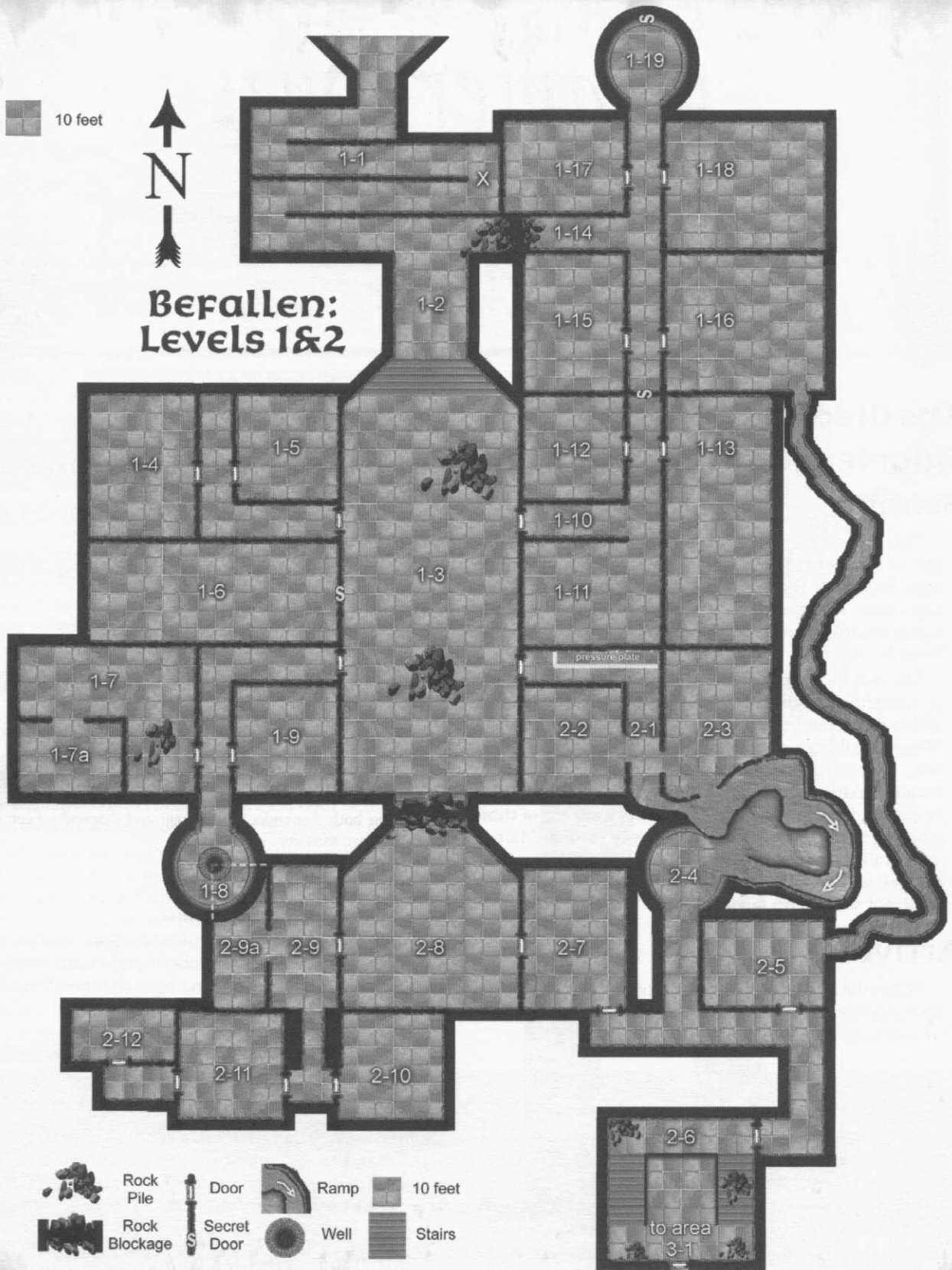
Continuous Effects: None.

Standard Features: Unless otherwise noted, all doors on this level are locked and constructed of iron-reinforced wood (2 in. thick; Hardness 5; hp 20; Break DC 18; Open Lock DC 20).

10 feet

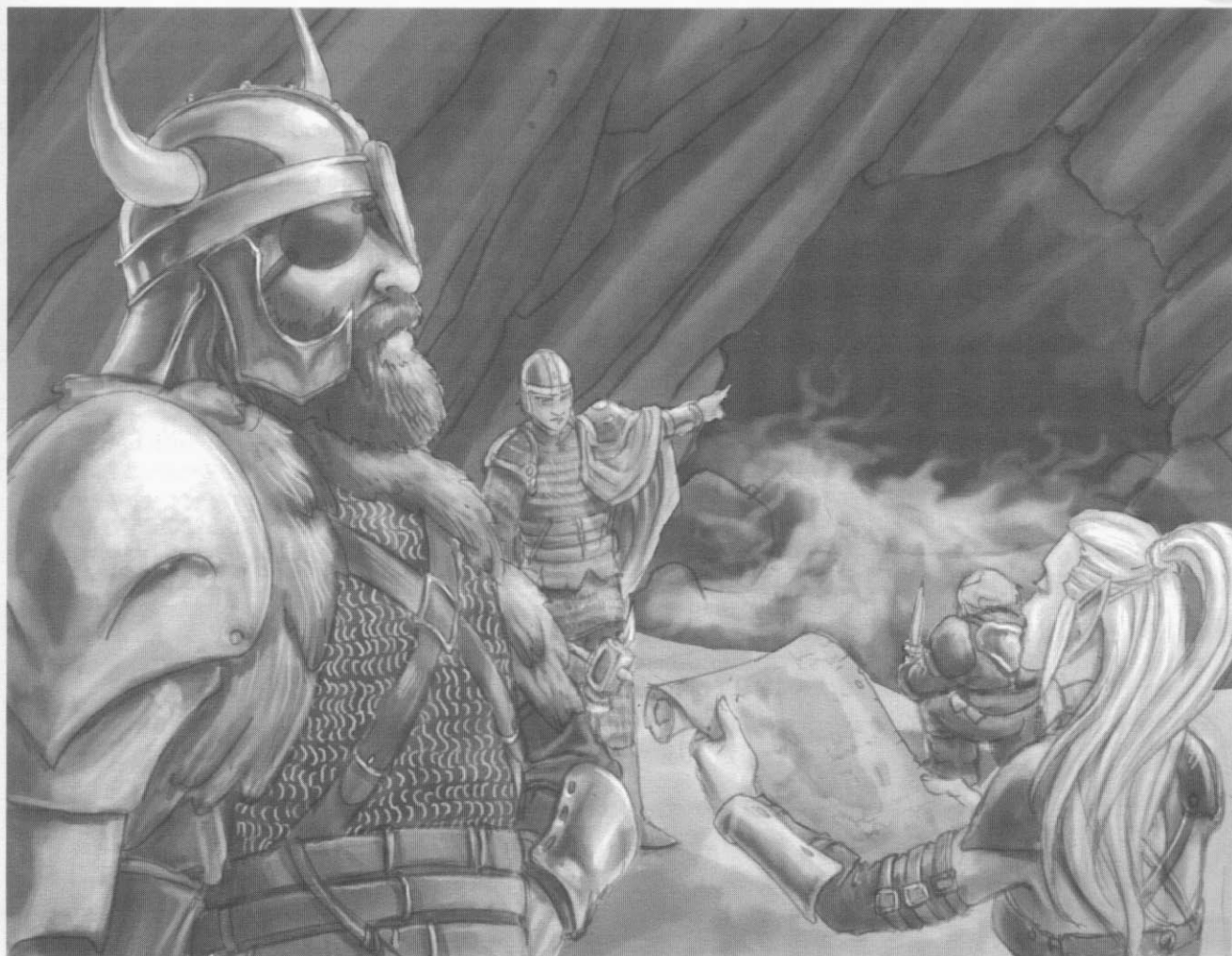


Berallen: Levels 1&2



Chapter One:
Level One

-  Rock Pile
-  Rock Blockage
-  Door
-  Secret Door
-  Ramp
-  Well
-  10 feet
-  Stairs



The main entrance to the dungeon is the rough opening in the mountainside, which leads to “the Entryway” (Area 1-1). A secondary entrance lies a few hundred feet to the east behind a secret door (Search DC 30), which leads to “the Last Battlefield” (Area 1-19).

1-1. The Entryway (EL4)

As you peer into the small, mist-filled aperture, the heavy scent of death wafts strongly toward you. The passage is dense with fog and eerily devoid of all sound. The walls nearest you appear to be the ruined remains of a fine room lined with black and white marble tiles. You can just barely make out the fact that the passage veers to the right, starting perhaps ten feet in.

The opening in the Serpent Spine Mountain leads to this corridor, the main route into Befallen. A heavy mist fills this passageway, providing total concealment to anything beyond 10 feet; at 10 feet, creatures have three-quarters concealment (30% miss chance); at 5 feet, one-quarter (10% miss chance). See *EverQuest: Player's Handbook* (p. 368) for more on concealment. The walls are covered in fine white and black marble tiles, but they are cracked, stained and in some cases broken free.

A group of 4 dark skeletons, apparently created from the remains of gnomes or perhaps dwarves, lies in wait at a bend in the corridor (marked with an “x” on the map). They are listening intently for intruders to come along the passageway (they therefore gain a +2 circumstance bonus to Listen checks to hear the PCs approach from outside; this bonus doesn't apply if they are approached from Area 1-2). The skeletons are not terribly smart, even if brighter than typical skeletons, and an effort to fool them with the clothes or mannerisms of a denizen of Befallen is likely to work (Bluff or Disguise DC 13).

Tactics: These skeletons use no particular tactics. In general, each one attacks whatever target is nearest, and is easily lured away from one opponent to attack another. The skeletons do not leave the hallway, so characters who retreat back to the outside or who are able press past them into the Hall of Trophies (Area 1-2) escape them.

Dark Skeletons (4), Type 2: CR 1; Small undead; HD 2d12; hp 13; Init +1 (Dex); Spd 30 ft.; AC 15 [flat-footed 14, touch 12] (+1 size, +1 Dex, +3 natural); BAB +1; Grap -3; Atk 2 claws +3 melee (1d3+1); SQ immunities, infravision, see invisible, undead; AL OE; Fac Befallen Residents; SV Fort +0, Ref +1, Will +2; Str 13, Dex 13, Con -, Int 6, Wis 9, Cha 1.

Skills: Listen +3, Spot +3.

Immunities (Ex): Skeletons are immune to cold damage and take only half damage from slashing or piercing weapons.

1-2. The Trophy Hall (EL 5)

As the PCs approach this area, read the following.

From the misty darkness ahead, you can make out the sound of metal implements thudding and scraping dully against heavy stone. Occasionally, the faint, half-articulated murmur of a voice drifts toward you.

Once they get within 15 feet of the opening into Area 1-2, the PCs can begin to make out 4 man-sized skeletons (Spot DC 12), all with rusty picks, digging away at a collapsed passageway to the east. If the PC party has been making loud noise (such as in the fight with the 4 skeletal guards in Area 1-1) or bears a bright light source, the skeletons are allowed Listen and/or Spot checks (DC 15) to notice their approach. Otherwise, the undead are oblivious, and the PCs may take a surprise action.

However, the skeletons ignore the PCs unless and until they attempt to stop the digging or get past them, in which case they attack immediately. Although fighting here doesn't prompt any investigation, if the noise from the skeleton miners stops, any creature in Area 1-3 prepares for a fight.

The narrow passageway opens into a small entrance hall. Mist and smoke mingle here, making it difficult to see beyond the range of a torch's light in any case. The mist toward the far end of the hall is lit by a hazy green glow beyond. The ceiling is only six feet high, and is made of rough hewn stone. Piles of rubble and bits of bone are scattered across the dirty floor as far as you can see.

Due to the smoke and mist filling this hall, all creatures gain total concealment at any distance beyond 15 feet; at 5 feet, they have one-quarter concealment (10% miss chance), and at up to 15 feet (2 or 3 one-inch grid squares' distance), they have half (20% miss chance). The green glow comes from the ghost skulls in Area 1-3.

The blocked passageway the skeletons are working on won't be cleared for some months yet. Currently, there is a narrow opening running through to Area 1-14 (the "Knight's Resting Place"). Squeezing through the hole is possible for Small creatures (Escape Artist DC 12; requires 1 minute) and Medium-size creatures (Escape Artist DC 24; requires 2d4 minutes), but is impossible for Large creatures.

Three great spikes are set into the wall along each side of the Trophy Hall, each with a grisly, half-decomposed corpse set upon it. The spikes are used to mount the bodies of previous would-be invaders into Befallen, and thus should serve as a warning to outsiders. The stairs lead down into Area 1-3.

The spikes are trapped, each equipped with a great axe-blade on a counterweight. If the amount of weight on a

spike increases or decreases, this blade swings down from the ceiling toward anyone adjacent to the spike. Note that anyone making a Search check on one of the corpses will trigger the trap, unless she declares explicitly that she will avoid moving the corpse and search only cursorily; in this case, she suffers a -5 circumstance penalty to the check. If any of these traps are disabled or activated, Sedrit Hague has them reset in 1d3 days.

Dark Skeletons (4), Type 3: CR 2; Medium-size undead; HD 4d12; hp 26; Init +0; Spd 30 ft.; AC 14 [flat-footed 14, touch 10] (+4 natural); BAB +2; Grap +3; Atk +3 melee (1d8+1, crit x4, heavy pick); SA magic attack +1; SQ immunities, infravision, see invisible, undead; AL OE; Fac Befallen Residents; SV Fort +1, Ref +1, Will +3; Str 13, Dex 11, Con -, Int 6, Wis 9, Cha 1.

Skills: Listen +4, Spot +4.

Greataxe Trap: CR 2; +8 melee (2d6/x3 crit); Search (DC 15); Disable Device (DC 20).

1-3. The Great Hall (EL 5, or EL 7 with ghost skulls)

The floor of this great hall is covered in bones, bits of dried flesh, rubble, earth, and numerous small fires. The smell of smoke and rot is nearly overpowering, and the air is thick and heavy, though the smoke is not as thick as the mist of the outer halls. Two large piles of rock sit in the center of the room beneath large gouges in the ceiling. Black and white marble covers the walls and floor, but stains and long smears conceal any beauty they once had. A strong green glow filters hazily through the smoke from the far end of the room. Several doorways are spaced along the walls of the hall.

Due to the smoke, all creatures gain total concealment at any distance beyond 40 feet; at 20 feet, they have one-quarter concealment (10% miss chance), and at up to 40 feet they have half (20% miss chance).

The fires are built here by the living residents of the first level, in an effort to offset the extreme cold coming from the second level. The green glow comes from 2 ghost skulls (see Appendix One and below) hovering in the blocked-off stairwell at the southern end of the hall. The ghost skulls shed enough light to clearly illuminate a 40-foot radius.

The large, heavy stone door to Area 2-1 is locked and covered in ice, with a thick mist coming off it (see stats for the door below). A dark skeleton armed with a rusted blade and wearing the battered and rusted armor and shield of a knight of the Order of Marr's Fist stands guard in front of the ice-rimed door; a second such guardian stands at the door opposite (the one leading to Area 1-8).

At the far southern end of the room is a set of stairs leading down. The entire stairwell is blocked with huge blocks of rubble and masonry. There is no way for a corporeal creature of larger than Diminutive size to get through the rubble, short of burrowing through 15 feet of broken slabs and blocks of rock.

A secret door on the west wall of this room (Search DC 15) leads into Area 1–6. Once the door is located, a second Search check (DC 10) must be made to find the concealed lock mechanism, and then a character must make an Open Lock check (DC 18) to actually open the door.

Tactics: These skeletons attack as soon as they see a target. If they have heard the PCs' approach, they conceal themselves behind the first large rockfall, waiting in ambush. They attack the first person to come into sight, and then in each subsequent round attack the opponent that last damaged them. The skeletons fight until destroyed.

The ghost skulls take no action unless attacked, defending themselves even if an assault against them is ineffectual. They will not pursue fleeing opponents.

A character of 8th level or higher might be able to influence either the skeletons or the ghost skulls using Undead Empathy. The skeletons are initially ready to attack, while the ghost skulls are indifferent; a character who gets a result of "Kind" or better for the ghost skulls can convince one of them to follow her around within Befallen as a light source, but it won't leave the dungeon and won't take any offensive action against the residents or creatures of Befallen.

Door to Area 2–1: This door is very different from other doors in Befallen, made of thick, enchanted stone (5 in. thick; Hardness 8; hp 75; Break DC 30). Its lock is also of higher quality than those found elsewhere (Open Lock DC 35), and, due to the door's enchantment, the lock relocks itself automatically roughly every 20 seconds, making it impossible to take 20 when attempting to pick it.

Dark Skeletons (2), Type 5: CR 4; Medium-size undead; HD 8d12; hp 52; Init +0; Spd 30 ft.; AC 19 [flat-footed 19, touch 10] (+5 natural, +3 armor, +1 shield); BAB +4; Grap +6; Atk +5 melee (1d8+2, crit 19–20/x2, poor longsword); SA magic attack +1; SQ damage reduction 5/+1, immunities, infravision, see invisible, undead; AL OE; Fac Befallen Residents; SV Fort +2, Ref +2, Will +5; Str 15, Dex 11, Con –, Int 6, Wis 9, Cha 1.

Skills: Listen +4, Spot +4.

Ghost Skulls (2): CR 4; Tiny undead (incorporeal); HD 4d12; hp 26; Init +6 (+2 Dex, +4 Improved Initiative); Spd fly 20 ft. (good); AC 15 (+2 size, +2 Dex, +1 deflection); Atk –; SA pass through, *flash of light*; SQ incorporeal, see invisible, ultravision, undead; AL NE; Fac Befallen Residents; SV Fort +1, Ref +3, Will +6; Str –, Dex 15, Con –, Int 14, Wis 15, Cha 12.

Skills: Hide +13, Knowledge (local lore) +9, Knowledge (monster lore [undead]) +9, Knowledge (mysticism) +9, Listen +11, Spot +11, Undead Empathy +7.

Feats: Alertness, Dodge, Improved Initiative.

1-4. The Apprentices' Dormitory (EL4)

This large, uninviting room is lit by torches set into the wall. It is obviously in regular use — in the room are two male gnomes and two male Erudites in robes, a human female in clerical vestments, and a large Erudite man in a coat of mail.

This room is the dormitory for those petitioners who have gained some small acceptance from the lords of Befallen's lower level. It contains four double bunk beds; three old, worn desks; two large chests; and five small wooden chairs. There are 6 apprentices currently using these quarters: 2 'type A' necromancers and 2 'type B', a cleric, and a shadow knight. Stat blocks for all types of apprentices can be found in Appendix One.

If a fight in this room lasts more than 1 minute, roll again for wandering monsters to see if anything is attracted by the sounds of combat (see the sidebar at the beginning of this chapter). If a random encounter check produces Sedrit Hague as a result, he does not actually enter Area 1–4. Instead, he should be considered to have entered Area 1–6, where he begins observing the characters.

Treasure: Each of the two large chests is locked (Open Lock DC 15), and contains a bag with 2d4 pieces of bone (material components for the *cavorting bones* spell line), one vial of human blood, 400 cp, 50 sp, and 25 gp.

1-5. The Shattered Library (EL5)

Because this room was the library of the old stronghold, it is built to be soundproof. Any Listen check made to hear a sound through the door has a DC 10 higher than usual, or a creature making a Sneak check gains a +10 circumstance bonus against any opposed Listen checks of those on the opposite side. The heavy, well-reinforced door is difficult to open without the proper key or a skilled lock-picker (3 in. thick; Hardness 5; hp 30; Break DC 23; Open Lock DC 20).

Once PCs gain entrance, read the following:

The thick, heavy door opens to reveal four large bookcases tipped over in the center of the room. Hundreds of books are scattered across the room and piled in the corners. The thick scent of waste and mold fills the room.

Events that occur within this room are unlikely to attract much attention. Roll for wandering encounters only once per hour while characters are within this room, and ignore any result of creatures unable to open the stout door (assuming the PCs didn't smash the door down to gain access).

Four pairs of nearly 3-foot-long rats live in this room, grown large and vicious in the foul air of this place, with each pair keeping a burrow hidden beneath the books piled in each corner. Until they emerge, the rats gain a +5 circumstance bonus to Hide checks. They attack if disturbed (though anyone making a Search check near a burrow automatically disturbs that pair), or in any case 2d4 rounds after a party has entered. If any rat attacks, all other rats attack 1 round later.

A few of the books here date back to the Order of Marr's Fist, but mostly they are tomes gathered by the Burning Dead and various necromancer acolytes who have come to Befallen over the years. Important books are kept in the Dark Vault (Level 3, Area 3–5), so these are the cast offs no one thought terribly important. New acolytes always scav-

enge these tomes when they first arrive at Befallen, but rarely come back to this room after that.

The covers of all the books are coated in a vile contact poison able to seep through gloves and cloth bindings (contact, Fort DC 15; initial 1d2 temp Con, secondary 1d4 temp Con). It has become common practice among the necromancer apprentices avoid this poison by having their undead pets hold the books while they turn pages. A character cannot be affected by the poison more than once per day.

Treasure: The following spells can be found scattered throughout the books, with 1d2 spells in any given spellbook: 1 – *disease cloud*, 2 – *fear*, 3 – *lifetap*, 4 – *minor shielding*, 5 – *poison bolt*, 6 – *reclaim energy*, 7 – *sense the dead*, 8 – *spook the dead*, 9 – *true north*, and 10 – *ward undead*. A character may find one of these books, selected randomly, with a successful Search check (DC 15, +1 per spellbook already found). Each check takes one PC 20 minutes of active searching.

Also on one of the bookcases is a tattered black leather-bound tome with the letters "G.M." on the spine. This is the journal of Gynok Moltor, the foul individual who is responsible for the darkness that pervades Befallen and who was once its lord. Any character here on the "Gynok's Journal" quest finds this book with a successful Search check (DC 15), given 20 minutes of searching. Anyone not on that quest only picks the book out as an object of interest with a Search check (DC 25). Most of the journal's pages are long since rotted away, but a few passages can be made out (see sidebar).

Rats (8) [advanced HD]: CR 1; Small animal; HD 4d8+8; hp 30, 24, 23, 22, 22, 20, 19, 18; Init +1 (Dex); Spd 20 ft., climb 20 ft., swim 10 ft.; AC 12 [flat-footed 11, touch 12] (+1 size, +1 Dex); BAB +3; Grap –2; Atk bite +5 melee (1d4); SQ scent; AL NE; SV Fort +6, Ref +5, Will +2; Str 10, Dex 13, Con 14, Int 2, Wis 12, Cha 4.

Skills: Climb +9, Hide +9, Listen +3, Sneak +8, Spot +2, Swim +12.

Feats: Weapon Finesse (bite).

1-6. The Hidden Chamber (EL6)

As the PCs enter this unlit room, anyone who makes a Listen check (DC 10) hears a low rumbling from within.

There is no smell of must or filth here, and nothing impedes your footsteps as did the rubble and refuse of previous rooms.

This room is accessed from Area 1-3 through a secret door. There is no illumination in this room, so characters without ultravision must produce a light source. Characters entering the room come under the immediate observation of the ebon drake, Balaxus, who lives here (see below). The room is cleaner than the rest of level one, with none of the rubbish, refuse and rubble common throughout the rest of Befallen's top story. A single leather-bound chair sits in the middle of the room, and anyone who can see and who makes a Spot check (DC 15) notices small metal hinges line the far end of the walls (covering padded peepholes

looking into Areas 1-4 and 1-7). This room is soundproof when the door and peepholes are closed (-20 to all Listen checks made from outside the room to hear something inside). Even with one or two peepholes open, very little sound escapes (-15 to Listen checks from outside the room).

This room serves as Sedrit Hague's sanctum (see Area 1-7a for his stats), as well as his secret means of spying on the acolytes living on "his" level. Sedrit's position is only secure as long as he can hold it, and it's not unusual for one or more apprentices to conspire to take rulership of Befallen's top level from him. Such plots are usually discussed in the safety of the apprentices' dormitory, allowing Sedrit a good chance of hearing about them, unbeknownst to the poor apprentices, before they come to fruition.

Sedrit Hague is only here if he showed up at Area 1-4 while the PCs were there. Whether or not the shadow knight is here, however, his guardian ebon drake is. Sedrit keeps the Balaxus here, depending on it to kill anyone who finds his private room. A long, heavy steel chain (Hardness 10; 20 hp; Break DC 27) connected to the western wall is bolted to a large, modified manacle around the drake's back left foot. The chain is just long enough to allow Balaxus to reach the door, but it cannot exit the room. Balaxus, being quite intelligent, knows it can't kill Sedrit because it realizes that he is its sole source of food, but it dislikes its imprisonment. Sedrit keeps its wings hobbled (Disable Device DC 15 to remove), to prevent it from flying. He also keeps Balaxus very hungry, so it will attack intruders before trying to parlay with them.

Tactics: Balaxus sits against the western wall in hiding (total Hide bonus +14 for dark or shadowy conditions). When anyone enters the room, it waits until they are at least halfway in before making an attack. It always begins a fight with its breath weapon, and then attacks the most heavily armed target(s). Balaxus speaks Elder Dragon and Elder Teir'Dal in addition to its native language, but is unlikely to try talking to anyone. If a particularly convincing plea is made by someone who can communicate with the drake to negotiate rather than fight (this requires a Diplomacy check, DC 20), the drake's minimum condition is that it be released in return for not attacking. Under no circumstances does the drake agree to answer questions regarding Sedrit or give aid to the characters.

Balaxus, Ebon Drake: CR 4; Large dragon; HD 6d12+12; hp 54; Init +5 (+1 Dex, +4 Improved Initiative); Spd 30 ft.; AC 18 [flat-footed 17, touch 10] (-1 size, +1 Dex, +8 natural); BAB +6; Grap +11; Atk 2 claws +6 melee (1d6+1), bite +1 melee (2d6); Face 5 ft. by 10 ft.; Reach 5 ft.; SA breath weapon; SQ ebon field, immunities, ultravision; Resist FR 8; AL NE; Fac none; SV Fort +7, Ref +6, Will +7; Str 12, Dex 13, Con 15, Int 13, Wis 14, Cha 12.

Skills: Hide +6*, Jump +7, Knowledge (local lore [Commonlands]) +4, Listen +11, Sneak +7, Spot +11. *An ebon drake's ebon field and dark coloration confer upon it a +8 bonus to Hide checks in dark or shadowy conditions.

Feats: Flyby Attack, Improved Initiative.

Breath Weapon (Su): Once every 1d4 rounds, as an attack action; 20-foot cone of fire for 1d8 points of fire damage (Reflex half, DC 15).

Ebon Field (Su): Perpetual one-half concealment (20% miss chance).

Immunities (Ex): Immune to sleep and paralysis effects.

Gynok's Journal

Passage One

...any years, I am now a man of great importance in Qeynos. The Great Mountains Trading Company is mine, since I strangled that fool Belok last month. Now I am invited to the high council meetings, treated with respect by commoners, and able to hire servants to wait on my every need. Only fools believe crime does not pay, for while I have kept my darker dealings secret, it took more than one betrayal and bloody night to gain all I now...

Passage Two

...without me. My trading company shall soon squeeze coppers from every fool who takes goods between Halas and Qeynos. These gnolls have eaten up everything the deligation has said, and while I think the other Qeynos men treat them far too softly, I agree an alliance will profit us all. With Blackburrow becoming a safe haven, we shall have no enemies of note in this quarter of the world. Once my fortune is secure, I can spend more time studying the black books I stole from that Teir'dal woman. I am not satisfied...

Passage Three

... damn Opolla! That hairy witch has vexed me at every turn. She won't sign a treaty with me alone, she won't let me get any of the others alone. And those rings! Rings of such beauty obviously don't belong on a mongrel gnoll's hand, even a gnoll witch. If I was rid of her, I would rule even more of this land than a king. Perhaps tonight, I shall seek out Opolla, and see how her magic protects her from a knife in the dark. Other foes of mine have seen how effective...

Passage Four

...if they catch me, I will be beaten and stripped of all I own. I have hidden the witch's hand, and three of the rings I won cutting it off. One is gone, I know not... Two I shall keep on me, to sell if I need coin in my escape. And escape I must, for both the gnolls and Qeynos guards hunt me. If they weren't so busy killing each other, they'd have me by now. As if the life of one gnoll shaman witch was worth all this. It may be generations before the gnolls trust humans enough for another treaty to be offered.

And the curse! My eyes burn, and at night I begin to hear whispering. When I cut Opolla's hand off, I never believed she could curse me, or my family. But what if she can? Will even my black books teach me how to undo such a magic? Clearly, I must begin trying these rituals, and learning what powers the books can summon.

But first, I must escape the Qeynos guard. I have already been banished here, but no one will know me in the east. Perhaps in Freeport, I can start again. The way is long, but...

Passage Five

...tonight! Let the fools tend my wounds! Let them mutter their platitudes about love and justice! I have my black books still, and I shall use them in their own temple! The power to rule the world is in my grasp!

Passage Six

Stop it! Stop the voices!

Passage Seven

My hands hate me, all hands hate me. Every hand is raised against me. I'll cut them all off! I don't care what it wants any more, I'm prepared to bring the Nightmare to all men.

Passage Eight

Father, father are you proud.? I'm going to kill them all. Tonight.

Treasure: A small chest sits under the chair in the center of this room. It has a good quality lock (Open Lock DC 30). Within are Sedrit Hague's valuables and emergency equipment: 900 gp, a masterwork scimitar, and a suit of masterwork banded mail.

1-7. The Shadow Knight's Lair (EL 7)

Much like the library and the hidden chamber (Areas 1-5 and 1-6), this room has been carefully soundproofed (-20 to Listen checks made from the outside). The door from the hallway into this room is obviously new, with shiny brass hinges and thick, lacquered wood reinforced with iron braces. It's tougher than most doors on this level and has a higher quality lock (3 in. thick; Hardness 6; hp 30; Break DC 22, Open Lock DC 28). The lock itself is trapped with a magically diseased needle that stabs at anyone who attempts to open or unlock the door without a key.

Diseased Needle: CR 3; +7 melee (1 hp damage plus *disease cloud*, Fort DC 15); Search (DC 20); Disable Device (DC 20).

Beyond the new wood door is a lit room with rubble scattered evenly across the floor. Four armed figures sit on unmade beds scanning the room alertly.

This area, along with 1-7b, is the lair of Sedrit Hague, self-proclaimed "lord" (since no one on the lower levels cares) of the upper level of Befallen. This room has been scrupulously cleaned of any rubble that must have fallen, based on the condition of the crumbling walls. There are three small cots against the north wall and two torches set in sconces on every wall. Three neophyte necromancers (all type B) and one apprentice shadow knight are guarding the outer room; see Appendix One: Denizens of Befallen for stats. If a fight breaks out here, Sedrit hastily dons his armor (taking 1 minute; his armor AC bonus is 1 worse than usual) and then attacks from Area 1-7a (unless he's already been encountered and killed).

Tactics: The neophytes and apprentice try to capture the PCs alive if possible, to present to Sedrit as prisoners; Sedrit has a taste for high elf women in particular, if any are present among the PCs. If the guards are obviously losing, they attempt to flee into Area 1-3, hoping for assistance from the skeletons there.

1-7a. Sedrit's Bedchamber

There is no door between this room and Area 1-7, though the doorway is made of ornately carved rock forming a large arch. The doorway is trapped, with a pressure plate that releases a *poison bolt* spell. Sedrit knows where the plate is, as do all the undead on this level of Befallen and any apprentice or neophyte Sedrit trusts in his room, allowing them to move safely through the doorway.



Poison Bolt Trap: CR 3; no attack required (*poison bolt*, Fort DC 13); Search (DC 20); Disable Device (DC 20).

This room is obviously better cared for than the rest of the level. There are fine furnishings and drapes spread around the comfortable room. Books line the walls and soft light illuminates the interior. The large finely carved wardrobe and writing desk and chair are matched with an opulent four-poster bed.

This is Sedrit's private meeting room, and if he hasn't been killed or captured elsewhere, he's here. He is relaxing at present, so will not have his armor on (but see Area 1-7, above). Sedrit always has one female type B apprentice (see Appendix One; no armor, but she will buff herself if she hears anything untoward) with him, as well as his skeletal companion. There is always a "dark" dark-boned skeleton (i.e., one animated by the dark will of Befallen) here as well. Even if Sedrit and his pet have already been dealt with elsewhere, the apprentice and dark-boned skeleton are present.

The room contains a large four-post wooden bed, a locked oaken wardrobe (1 in. thick; Hardness 5; hp 10; Break DC 15, Open Lock DC 18), a writing desk and an overstuffed chair. The key to the wardrobe is hidden under a rug on the floor (Search DC 15).

Tactics: The apprentice "guarding" Sedrit Hague does everything possible to warn Hague of danger, holding characters at the door into the room as long as possible. If Sedrit has heard or spotted invading characters anywhere else on this level, this is the area he moves to for preparation. He gathers an additional 2d4 neophytes of various classes to him, and uses *siphon strength* on one of them (which the neophytes will willingly allow). If Sedrit is taken by surprise, he uses *siphon strength* on the ever-so willing apprentice in his bedchamber. Sedrit always has his type 2 skeletal pet summoned, and if this pet is destroyed he replaces it as soon as possible.

Sedrit is a cunning combatant, and uses the room's traps and his allies to his best advantage. He orders allies to attack immediately, but stays in his bedchamber if possible. He may send the dark-bone skeleton out to cover the entranceway, buying himself time to have the apprentice aid him in donning his armor properly (thus requiring only 2 minutes). He takes cover while preparing himself, if

necessary, behind the doorway, casting *despair* and *disease cloud* at the first targets he sees. Sedrit always reserves 2 mana for a *lifetap* to heal himself. He might also try to Taunt someone through the trapped archway.

If rushed, Sedrit backs into his room to draw attackers through the trapped doorway. (A character who takes no other action and makes a Spot check opposed to Sedrit's Bluff check notices that the dark elf gingerly avoids a certain spot on the floor.) Sedrit then attacks whatever target is doing the most damage to him, staying with that target until it is incapacitated. Sedrit knows he cannot expect help from any of the lords of the lower levels, or even from many of the neophytes and apprentices on his level, so he is likely to fight to the death. If given the opportunity to run from a losing fight, he takes it, but he's not foolhardy enough to think he can survive several attacks of opportunity if already wounded.

Treasure: Within the wardrobe are 4 *mummy wrappings*, a *dusty ransacker's pack*, and 100 gp.

Sedrit Hague, Male Dark Elf, Shd 5: CR 5; Medium-size humanoid (elf) (5 ft., 5 in.); HD 5d10+10; hp 41; Init +2 (Dex); Spd 20 ft. in armor, 30 ft. base; AC 17 [flat-footed 16, touch 11] (+1 Dex, +6 armor); BAB +5; Grap +7; Atk +7/+5 melee (1d6+2, crit 18–20/x2, masterwork scimitar), or +7 ranged; SA harm touch (15 hp; Fort half, DC 16), spells; SQ armored casting, disease resistance (+2 save), ultravision, dark elf traits; Resist CR 3, DR 3, FR 3; AL NE; Fac Burning Dead; SV Fort +6, Ref +3, Will +3; Str 14, Dex 15, Con 14, Int 18, Wis 10, Cha 10.

Skills: Bluff +6, Channeling +10, Knowledge (monster lore [undead]) +9, Knowledge (mysticism) +7, Hide +11 (cape), Listen +3, Meditation +6, Spot +1, Taunt +7, Undead Empathy +3.

Languages: Teir'Dal (4), Common (4), Elder Teir'Dal (2).

Feats: Finishing Blow, Weapon Focus (scimitar).

Shadow Knight Spells Prepared (mana cost): *Despair* (2), *disease cloud* (2), *invisibility to undead* (6), *leering corpse* (7), *lifetap* (2), *locate corpse* (1), *sense the dead* (1), *siphon strength* (1).

Mana Pool: 8.

Possessions: Masterwork banded mail, masterwork scimitar, *netted cape*, key ring (to doors on this level), old wooden key (for door into Area 2-1).

Sedrit Hague (buffed with *siphon strength*): Grap +8; Atk +10/+6 melee (1d6+3, crit 18–20/x2, masterwork scimitar); Str 17.

Sedrit's Skeletal Companion (1), Type 2: CR –; Small undead; HD 2d12; hp 13; Init +1 (Dex); Spd 30 ft.; AC 15 [flat-footed 14, touch 12] (+1 size, +1 Dex, +3 natural); BAB +1; Grap –3; Atk +3 melee (1d6+1, crit 19–20/x2, short sword); SQ immunities, infravision, see invisible, undead; AL OE; Fac none; SV Fort +0, Ref +1, Will +2; Str 13, Dex 13, Con –, Int 2, Wis 9, Cha 1.

Skills: Listen +3, Spot +3.



Immunities (Ex): Skeletons are immune to cold damage and take only half damage from slashing or piercing weapons.

"Dark" Dark-Boned Skeleton (1): CR 4; Medium-size undead; HD 8d12; hp 50; Init +4 (Improved Initiative); Spd 20 ft. in armor, 30 ft. base; AC 18 [flat-footed 18, touch 10] (+4 natural, +4 armor); BAB +4; Grap +7; Atk 2 claws +8 melee (1d6+3); SQ undead, damage reduction 10/+1 and 3/—, resistance, see invisibility, infravision; Resist AR 10, CR 30, FR 10, MR 10; AL OE; Fac Befallen Residents; SV Fort +2, Ref +2, Will +6; Str 16, Dex 10, Con —, Int 6, Wis 11, Cha 1.

Skills: Hide +5*, Listen +6, Spot +6. *Dark-boned skeletons receive a +8 bonus on Hide checks when underground or in darkened areas.

Resistance (Ex): Dark-boned skeletons take only half damage from slashing or piercing weapons.

1-8. The Traitor's Well (EL 8)

This passageway is unlit, so PCs will have to provide a light source.

As you move along this dark passageway, your breath begins to freeze in the air front of you and your skin pimples in the freezing cold. You hear faint creaks and groans from the darkness ahead.

As the PCs come within 20 feet of the well-room, read the following passage.

A shabby ruin of a well sits in the middle of this cold room and a shaft of extremely chill air and mist blows forth from it. The source of the sounds becomes apparent now, as two large, greenish-looking skeletons creak about in the chill, dark mist of a small chamber.

These green skeletal dark undead serve the evil force that powers Befallen, and protect L'Rodd's final resting place (Befallen isn't done with him yet). PCs may make a Spot check opposed to L'Rodd's Hide check to see him along with the two larger skeletons, but be sure to account for lighting and other factors. The 3 skeletons ignore any creature that doesn't pass the archway into the room, but immediately attack any who do.

Due to the mist, all creatures gain total concealment at any distance beyond 20 feet; within that range they have half concealment (20% miss chance).

This room is much colder than the rest of Level One. In the center is a well of blackened, cracked stone. A few rusted bolts show where it once had iron fittings, but it is now little more than a pile of rocks in a circle. Cold air drifts up out of the well (chilled by passing through Level Two), mixed also with a faint residue of mist and smoke (from the fires on Level Three). It's impossible to see more than a few feet down the well, given the mist.

The well was once a source of water for the stronghold, but now it's a shaft straight down to Level Three (landing in Area 3-18). The shaft is 40 feet deep, with the middle 20 feet or so covered in ice. Climbing above or below the ice

is quite simple (Climb DC 10), but the icy section is much slicker and smoother, presenting a much greater obstacle (Climb DC 30).

This is the room Commander L'Rodd died in, and he is always found here. Driven mad by long years of existence as an undead, L'Rodd now attacks any living creature he sees. As a result, he has been destroyed dozens of times, but is always recreated by the cursed power of Befallen. That same power does its best to keep L'Rodd from leaving this area, and there is a 75% chance he doesn't follow anyone who flees: Each round L'Rodd is away from the chamber, he takes 1d6 points of damage, Befallen's punishment for the skeleton leaving his assigned post.

L'Rodd has actually come to appreciate Sedrit Hague, although the relationship between the two can hardly be called a friendship or even an alliance. Sedrit sometimes brings prisoners to L'Rodd for the commander to torture and kill (mostly for the fun of watching L'Rodd do his grisly work), but Sedrit never enters the well room himself. Any acolyte or neophyte — or any other creature — that actually comes into Area 1-8 risks life and limb.

Tactics: The green skeletons are driven by the malevolent evil that pervades Befallen and are more cunning than most of their kind. (They are the remains of two 5th-level troll warriors that were imprisoned in the Chapterhouse when it first fell to its terrible curse.) They attack healers and necromancers first, turning to new opponents once a foe is disabled. If they are clearly overmatched, these skeletons attempt to bull rush the strongest target and push him down the well. Anyone pushed into the well may make attempt one Reflex save (DC 20) to grab a handhold 10 feet down. Those who fail end up in Area 3-18, taking 4d6 points of falling damage when they hit bottom.

Commander L'Rodd has little of his original intelligence left. He is now driven by a hatred of all living creatures and constant pain borne of his loss of the power that rules Befallen. He attacks any living thing that enters the Traitor's Well room, clawing at the nearest target with no regard for his own safety, and no real tactical considerations. The only possible exception to this rule is L'Rodd's acceptance of dark elves: For the purposes of Undead Empathy checks, L'Rodd is always ready to attack any creature but a dark elf, toward whom he is instead "dubious." Note that L'Rodd only tries to use his harm touch ability if he is terribly overmatched — he finds it much more satisfying to tear foes apart with his bony claws.

*Note: These skeletons all have reduced CRs, the trolls having lost a great deal of hit points with no Con score, and L'Rodd having lost his spellcasting ability due to a loss of Intelligence (per *EverQuest: Monsters of Norrath*, "Skeleton" template, p. 158).

"Dark" Green Skeletons (2), Troll Skeleton, War 5: CR 3; Large undead; HD 5d12; hp 34, 29; Init +0; Spd 30 ft.; AC 15 [flat-footed 15, touch ?] (–1 size, +6 natural); BAB +5; Grap +13; Atk 2 claws +8 melee (1d8+4), or 2 claws +6 melee (1d8+4) and slam +6 melee (1d6+4); Reach 10 ft.; SQ undead, wound resistance, see invisibility, infravision, heat vulnerability (as troll), Taunt bonus +2; Resist CR 30; AL OE; Fac Befallen Residents; SV Fort +4, Ref +1, Will –2; Str 19, Dex 10, Con —, Int 8, Wis 4, Cha 1.

Skills: Taunt +5.

Feats: Cleave, Slam, Power Attack, Weapon Focus (greatsword).

Chapter One:
Level One

Wound resistance (Ex): Skeletons take only half damage from slashing or piercing weapons.

Lord L'Rodd, Dark Elf Skeleton, Shd 14: CR 8; Medium-size undead; HD 14d12; hp 95; Init +2 (Dex); Spd 30 ft.; AC 15 [flat-footed 14, touch 11] (+1 Dex, +4 natural); BAB +14; Grap +19; Atk +19/+16/+13/+10/+7 melee (1d6+7, claw); SA harm touch (42 hp; Fort half, DC 17); SQ undead, undying, wound resistance, see invisibility, infravision; Resist CR 30, ER 4, FR 6; AL DE; Fac Befallen Residents; SV Fort +9, Ref +6, Will +3; Str 20, Dex 13, Con —, Int 10, Wis 3, Cha 1.

Skills: Hide +11, Listen +7, Taunt +12, Undead Empathy +3.

Languages: Teir'Dal (4), Common (4), Elder Teir'Dal (3).

Feats: Double Attack, Finishing Blow, Parry, Weapon Focus (scimitar).

Undying (Su): Even if brought to negative hit points, L'Rodd's body reforms the next night in Area 1–8. The only way to permanently destroy him is described in "The Ultimate Befallen Quest."

Possessions: Warhammer haft (for "Thex Mallet" quest, useless otherwise).

1-9. The Neophyte's Quarters (EL 3)

The foul air of this room is its most notable quality. The large piles of garbage and bodily waste in the corners of the living quarters are the obvious cause of that quality. The sleeping mats on the floor are filthy, yet five are occupied by young people in robes, chatting and muttering amongst themselves.

This room is the base of operations for 10 necromancer neophytes. At any given time, 5 can be found in the room (see Appendix One: Denizens of Befallen for stats). If a fight here lasts more than 15 rounds (1 1/2 minutes), another 1d4+1 neophytes arrive from elsewhere on Level One and join the fray.

This room is filled with simple cots on the ground and a few cracked stools and buckets. Refuse and rubble is piled high in the corners, including the remains of meals, broken bits of skeletons, rags, and waste. The smell of the room is thick and foul. Anyone injured in this room must make a Fortitude save (DC 12) or contract blood fever (incubation 1 day; 1d2 temp Con). See *EverQuest: Monsters of Norrath* (pp. 12–13) for more on diseases.

Tactics: Any neophytes caught in this room by a superior force try to flee to Sedrit Hague's lair (Area 1–7) if they can safely do so. Otherwise, they fight until 3 or more of them are incapacitated, and then surrender. If reinforcements reach them, though, the neophytes begin fighting again. They are not totally dedicated to the denizens of Befallen, and if captured will gladly answer questions in return for being allowed to leave (many may return later to warn Sedrit Hague of intruders, but only if they can do so without putting themselves directly at risk). Answers to some common questions are listed below.

- Sedrit Hague is Lord of the first level, but cannot call on aid from the lower levels. Only he has the key to gain access to the lower levels (through Area 2–1).

- The Traitor's Well (Area 1–8) leads down to the lowest level of Befallen. However, those who descend down the shaft never return.

- Befallen has seen many masters, but is currently ruled by the great Marnek Jaull and his cult, the Burning Dead. Jaull took control from the troll Redak Brokenskull, who has locked himself in a portion of the Second Level.

- There is no way to prevent the undead of Befallen from being restored after a few days (at least, none the neophytes are aware of).

- Many who die in Befallen rise from the dead to dwell here forever.

Treasure: A few neophytes keep their valuables hidden in the refuse piles. A Search check (DC 15) reveals 4 bags, each with 2d4 gp.

1-10. The Collapsed Corridor (EL 7)

Small paths through the rubble and crumbled rock from the ceiling form a tight tunnel, which appears to be the only way through this dark and crowded corridor.

Any character who makes a Listen check (DC 10) hears a strange but steady mechanical ticking noise from the darkness beyond the cramped hallway. The whole area is so crowded that any bipedal creature larger than Small must make an Escape Artist check (DC 10 for Medium-size, DC 15 for Large) for each 10 feet moved, and is considered prone while doing so. Failing the check by more than 5 results in a character being stuck for 1d4 rounds (treat this as being grappled and pinned; see *EverQuest: Player's Handbook*, p. 374). Once a character has reached the bend in the corridor it is possible to move normally.

This passageway is guarded by 4 rogue clockworks. They have been set to attack any creature larger than Small size, as well as any creatures that attack them, regardless of size. Hinker Stul and his brother (see Area 1–13) brought the rogue clockworks from Ak'Anon to guard them while they slept.

Tactics: The rogue clockworks' spidery shapes allow them to ignore the rubble despite their size. They attack 1 round after a creature gets caught in the rubble, or as soon as a single creature makes it to the eastern side of the blockage. The clockworks fight until destroyed.

Treasure: The largest of the clockworks has the mallet pin used for the "Thex Mallet" quest. Though it is clearly marked with the elven word *Thex* and is obviously not an original part of the clockwork, it's worthless without the rest of the quest's items.

Rogue Clockworks (4): CR 3; Medium-size construct; HD 5d10; hp 30, 27, 26, 23; Init +0; Spd 30 ft.; AC 17 [flat-footed 17, touch 10] (+7 natural); BAB +3; Grap +5; Atk slam +5 melee (1d6+2) and bite +0 melee (1d3+1); SA steamblast; SQ construct, damage reduction 10/+1, SR 14; AL N; Fac Defective Clockworks; SV Fort +1, Ref +1, Will –4; Str 15, Dex 10, Con –, Int –, Wis 1, Cha 1.

Steam blast (Ex): 15-foot cone; 2d6 points of fire damage, Reflex half (DC 12).

1-11. Blood Nest (EL 4)

Dirt and bones are piled deeply in this room, obscuring the floor completely. The stench of musk and blood is strong and thick. As the piles of refuse seem move and writhe about your feet, it is apparent that something lives here.

This area is a large antechamber that opens off the collapsed corridor (Area 1-10). It is filled nearly 3 feet deep with dirt and bits of corpses. A pack of blood sappers have built a nest of tunnels within the corridor. These ghastly looking ratlike creatures gain a +4 circumstance bonus to all Hide checks they make here because of their nest.

Tactics: The blood sappers ignore anyone who doesn't enter their nest, but viciously attack every target that comes around the corner into Area 1-11. Each sapper attaches itself to the first target it finds with fewer than 2 of its fellows already attached. Because of the large, dangerous rats prevalent in most of Befallen, the blood sappers do not go into Area 1-3 under any circumstances, detaching from targets if necessary. The blood sappers happily continue to harry targets that move into Areas 1-10, 1-12, or 1-13.

Treasure: Given about 30 minutes and a successful Search check (DC 15), a character can find 18 cp, 7 sp, 4 gp, and 2 pp buried among the refuse.

Blood Sappers (8): CR 1; Small beast; HD 2d10+2; hp 13; Init +3 (Dex); Spd 30 ft.; AC 16 [flat-footed 13, touch 14] (+1 size, +3 Dex, +2 natural); BAB +1; Grap -5; Atk bite +1 melee (1d6-1); SA attach, blood sap; SQ scent; AL N; SV Fort +4, Ref +6, Will +2; Str 8, Dex 17, Con 12, Int 2, Wis 14, Cha 6.

Skills: Hide +7*, Listen +3, Sneak +6, Spot +3. *A blood sapper's grayish-black fur confers a +4 racial bonus to Hide when it is among stones or in underground areas.

Attach (Ex): A blood sapper that hits with its bite attack latches onto its opponent's body with its jaws and begins to sap blood. An attached sapper loses its Dexterity bonus to AC and thus has an AC of 13.

Blood sap (Ex): A blood sapper drains blood for 1d3 points of temporary Constitution damage each round it remains attached.

1-12. The Traitor's War Room (EL 4)

The floor here is unswept, though the rest of the room is otherwise clean and cleared. Some type of parchment is stretched out on the large wooden table in the middle of the room. Four scowling gnomes lean over the parchment, muttering among themselves.

Although this room has been cleaned and cleared to some extent, its walls and ceiling are still cracked and some dirt is scattered across the floor. In the center of the room is a scratched and stained wooden table covered in ornate carvings and scrollwork. A large sheet of parchment is

pinned to the table top with rusted daggers and broken bits of old mining picks. The parchment is a partial map of Levels 1 and 2 of Befallen, missing only Areas 1-1, 1-6, 1-15 through 1-19, and 2-11 and 2-12. There are 'x' marks in areas where people, rather than undead, can regularly be found. This map was drawn by Hinker Stul as part of his plan to kill Sedrit Hague and take control of the upper level of Befallen (see "Treasure," below).

Hinker Stul has recruited 4 'type A' neophyte necromancers to his cause, who stay in this room when not out scavenging (their faction is Befallen Residents, rather than Burning Dead).

Tactics: The 4 neophytes try to get into Area 1-10 if attacked, to use the terrain there to their advantage, as well as gaining the possible support of the rogue clockworks. They do not go past Area 1-10, fearing the blood sappers in 1-11 and the possibility of discovery by Sedrit Hague in Area 1-3 and beyond. They try to make enough noise to ensure Stul hears them. The neophytes fight to the death, as they are convinced Stul can give them eternal lives as mummies.

Treasure: The map is 5 feet long and 3 feet wide. It has little intrinsic value, but could be sold to a group interested in Befallen for as much as 30 gp. A copy of the map is included with this book for use as a player handout.

1-13. The Mummification Room (EL 6)

When PCs are outside this room, read the following description.

As you approach the solidly constructed oaken door, you can hear snippets of speech from a small, somewhat crazed voice drifting out from the doorway.

If any characters understand Gnomish, they make out the following: "...fools! ... They will pay (he-he-hee) ... yes, they will see..." If they listen for any length of time, they might hear the voice mention the names Hinker or Merthul (although it is unclear whom these names refer to), but little else of value or sense.

When the PCs actually enter the room, read the following.

As you look inside, your attention is immediately drawn to the gruesome sight in the center of the room. A large table stands strewn with the organs and other remains of a small humanoid. Herbs and surgical utensils surround the body. The strong odor of hot wax and preservatives fills the air. Standing on a stool near the table, a filthy hunched figure looms over the body, alternately muttering and giggling to himself.

This room is crowded with tables, jars, small coffins, and racks of various knives, spikes, hooks, and clamps. Spread across the largest table in the center of the room are the remains of a gnome's body, with most internal organs removed and piles of salt and sand surrounding all about. This body is Merthul Stul, the long-dead brother of Hinker Stul. Hinker is also in the room, either making minor adjustment's to his brother's corpse or (if he heard fighting in Area 1-10) ready to attack the first creature that comes through his door. Either way, he has his pet (a type 3 skeleton) with him.

Hinker has been busily (and quite unsuccessfully) trying to mummify his brother while researching the ancient necromantic arts of the shissar. He believes Befallen to be an old shissar stronghold (it's not), and thinks he's convinced Sedrit Hague of his loyalty (he hasn't). In fact, Hinker is more than a little mad, and even while fighting he mutters to himself about how powerful he'll become, and how "the fools in Ak'Anon" will rue the day they cast him out. Hinker is so far gone he has no fear of death. In fact, he believes (wrongly) that he is already undead, and that he will return as a ghost once he's freed of his mortal shell by death. Hinker cannot be reasoned with.

Tactics: If the PCs take Hinker by surprise, he keeps his pet near him for defense and uses his fear storm death mastery to keep fighters from closing with him. He then casts spells at the party. He always targets obvious necromancers or clerics first — fearing that they might take advantage of the fact that he is "undead" — but otherwise attacks whatever foe is closest to him or has an obvious ranged attack ready.

If Hinker has had time to prepare for an assault, he is buffed as listed in his stat block below, and sends his pet to attack the strongest fighter-type opposing him. He always begins a fight by using fear storm and then casting *leach*. He tries to keep at least 2 of his clerical mana free to cast *minor healing* on himself if necessary.

Treasure: Most of the materials and goods in Hinker's study are worthless. A successful Search check (DC 14) reveals a single book of necromancy that is still in good condition. This check requires 15 minutes of searching, and the book includes the spells *dark empathy*, *focus death*, *impart strength*, and *mend bones*.

Hinker Stul, Male Gnome, Nec 5/Clr 1: CR 6; Small humanoid [gnome]; HD 5d4+5 (Nec) plus 1d8+1 (Clr); hp 28; Init +3 (Dex); Spd 20 ft.; AC 14 [flat-footed 11, touch 14] (+1 size, +3 Dex); BAB +2; Grap -3; Atk +2 melee (1d3-1, crit 19-20/x2, dagger), or +6 ranged; SA

spells; SQ death mastery (fear storm), infravision, gnome traits; AL DE; Fac Befallen Residents; SV Fort +5, Ref +4, Will +9; Str 8, Dex 16, Con 12, Int 20, Wis 16, Cha 9.

Skills: Channeling +10, Heal +8, Knowledge (monster lore [undead]) +13, Knowledge (mysticism) +14, Knowledge (religion) +14, Listen +9, Meditation +13, Spellcraft +10, Trade Skill (tinkering) +13, Undead Empathy +7.

Languages: Gnome (4), Common (4).

Feats: Mystic Capacity, Spell Focus (alteration), Toughened.

Necromancer Spells Prepared (mana cost): *Gather shadows* (6), *leach* (12), *lesser shielding* (4), *mend bones* (4), *poison bolt* (5).

Cleric Spells Prepared (mana cost): *Courage* (2), *flash of light* (2), *minor healing* (2), *yaulp* (1).

Necromancer Mana Pool: 54.

Cleric Mana Pool: 6.

Possessions: Dagger, sullied robes, finger bones (10), *ring of dark knowledge* (see sidebar)

Hinker Stul (buffed with *courage*, *lesser shielding*, and *yaulp*): hp 38; AC 19 [flat-footed 16, touch 16] (+1 size, +3 Dex, +3 armor, +1 deflection, +1 divine); Grap -2; Atk +3 melee (1d3, crit 19-20/x2, dagger); SQ +1 magic save; Resist MR 4; Str 11.

Hinker's Skeletal Companion (1), Type 3: CR —; Medium-size undead; HD 4d12; hp 26; Init +0; Spd 30 ft.; AC 14 [flat-footed 14, touch 10] (+4 natural); BAB +2; Grap +3; Atk +3 melee (1d8+1, crit 19-20/x2, longsword); SA magic attack +1; SQ immunities, infravision, see invisible, undead; AL N; Fac none; SV Fort +1, Ref +1, Will +3; Str 13, Dex 11, Con —, Int 2, Wis 9, Cha 1.

Skills: Listen +4, Spot +4.



Ring of Dark Knowledge

Description: These rings were once commonplace among the dark elves during the height of their ancient empire. Each ring is made of black silver, with a chip of blood red ruby set on the inside of the ring, hidden from view when the ring is worn.

Powers: +4 mana.

Bonus Type: Mana = enhancement.

Caster Level: 2nd.

Market Price: 950 gp.

Slot: Finger.

Weight: 0.1 lb.

1-14. The Knight's Resting Place (EL1)

A mound of black and white marble tiles, covered in many years' dust, crowds the room. Atop the pile lies the still and ravaged form of a handsome elven warrior. His pale body, obviously looted of valuables or distinctive items, lays quietly in death's repose, an expression of hopeless anguish upon his sallow, unnaturally preserved features.

Just past the blocked passage from the entryway (Area 1-2) are a number of black and white marble stones in a pile, having fallen from the ceiling long ago when Befallen was corrupted. They have sat undisturbed for centuries, and are covered in a thick layer of dust. Laying beyond the collapse and atop the stones are the final remains of Sir Ariam Arcanum, an elven paladin of Felwithe. Sir Ariam died here after making a raid deep into Befallen in an attempt to uncover the reason the Burning Dead had taken up residence here a few years ago. Though he fought his way free of the lower levels, he felt poison and disease ravaging his body, and crawled through the blocked passageway in an effort to recover enough mana to cure himself. Instead, he succumbed to the effects laid upon him and died.

Ariam has not rested easily. His ghost haunts the site of his death, though it has only enough strength to appear for only up to 5 minutes at a time, once per day, and cannot take physical form. There are no game stats for Sir Ariam's ghost — it cannot harm the characters in any way and there is nothing they can do to destroy it (except completing the "Ultimate Befallen Quest" and thus eradicating the evil force of Befallen which traps Sir Ariam's spirit here, preventing the ghost from going on to its true eternal rest). Sir Ariam cannot be raised from the dead because his spirit is bound by the evil force of Befallen.

The ghost has made several attempts to send word regarding the events in Befallen to the Knights of Truth in Freeport and to his own order in Felwithe, but he has no idea how successful any of these attempts have been. If a party that is not obviously evil appears in the hall, Sir Ariam appears to them and begs them to carry word of Marnek Jaull's resurrection to one order or the other. Ariam is not well informed about current events in Befallen, but does have some idea what is happening. The most relevant things Ariam knows are listed below.

- Marnek Jaull has been resurrected, and is the current master of Befallen. Jaull is in negotiations with the Temple of Solusek Ro to join forces with them, but as yet no final treaty has been agreed upon.
- Marnek is kept alive through the magic of Befallen. As long as he remains in Befallen, he cannot be permanently killed. Only his old dagger, which he enchanted to turn him into a lich, is able to kill him, and it likely will grant him undeath, though once a lich he is more vulnerable to death than he is now.

- Marnek is not as strong as he was just prior to his death, and is unwilling to leave Befallen until he learns of a way to regain his lost power.
- Ariam himself is caught in the evil of Befallen, and cannot be freed until that evil is destroyed forever. As long as so many of the past lords of Befallen exist, however, Ariam fears this is impossible.

1-15. The Armory (EL5)

Rusted weapons and armaments of all sorts hang on every wall in this molding, wood-paneled room. Several more weapons and shields protrude out of a large sand pit in the center of the room, surrounded by the remains of a dozen or so wooden benches and chairs.

The walls of this room are covered from floor to ceiling with cracked, molding wooden racks of weapons. The weapons are rusted and covered in dust, ranging from daggers to greatswords, axes to spears, shortbows to slings. The center of the room has a slight depression roughly 2 inches deep, filled with soft white sand, although there is now rubble and plaster from the cracked ceiling mixed in as well. The broken remains of benches line the outside of the sand pit.

A character who touches any of the weapons or steps inside the sand pit activates the last vestiges of magic in the room, causing a weapon and shield to animate and attack him. Originally this magic was designed to allow knights to spar in the sand, but after years of disuse under the malevolent taint of Befallen, the weapon now attacks relentlessly. If any other character attacks the animate sword and shield, a second pair animates. A total of 4 sets of sword and armor can be animated, but no 2 ever set upon the same target. These animated sets of sword and shield are effectively identical to the enchanter pet created by the spell *Juli's animation*.

Tactics: Each paired sword and shield attacks a single target relentlessly, fighting until destroyed and following its target into any area. Each animation after the first attacks only when a new target attacks one of the previous animations. No two animations ever attack the same target.

If no animation has a target for 3 rounds or more, they all return to the armory and hang themselves on the weapon racks, deactivating.

Treasure: Although most of the weapons are rusted and useless, a few have survived their centuries of disuse better than others. A careful search of the weapon rack reveals a poor-quality, rusted greatsword and poor-quality, rusted heavy pick (both impose a -1 enhancement penalty to attacks); a matched set of a fine steel (masterwork) broad sword and short sword in a well-oiled canvas bag; a pitted masterwork warhammer (currently doesn't have its enhancement bonus; a Trade Skill [blacksmithing] check, DC 18, repairs it); two masterwork daggers in oil-cloth; and four rusted daggers (Hardness 8; -1 enhancement penalty to attacks).

Also on one wall is the head of the *Thex Mallet*, part of the “*Thex Mallet*” quest. It is worthless without the rest of the quest items.

Juli's Animation (4): CR 1; Small construct; HD 2d10; hp 11; Init +1 (Dex); Spd 20 ft.; AC 13 [flat-footed 11, touch 12] (+1 size, +1 Dex, +1 shield); BAB +1; Grap n/a (–2); Atk +3 melee (1d6+1, 19–20/x2, short sword); SA magic attack +1; SQ construct, hardness 6; AL N; SV Fort +0, Ref +1, Will –5; Str 12, Dex 12, Con –, Int –, Wis 1, Cha 1.

1-16. The Beetle Palace (EL 4)

The dank smell of earth and fungus reaches you as you enter this room. The floor is packed with soil and rock. A musky garden smell rises with each footfall upon the soft, mossy floor. Clumps of foot-high mushrooms and toadstools along with all manner of fungus and moss cover every surface of the walls and floor. The heat and dampness cause your clothes and hair to stick with moisture.

The floor of this area has been filled with loose-packed earth, mixed in with stonework stripped from the walls and ceiling. A wide variety of fungi, including mushrooms and toadstools up to a foot tall, grow along the walls and floor. A careful observer (Spot DC 20) notices bits of bodies under the densest clumps of fungus. Three tunnel entrances can be seen at the far side of the room.

Eight klicnik princes have worked for months to convert this chamber to serve as a home for a klicnik princess ready to spawn into a queen. Unfortunately, the princess died before reaching her new home. Lacking the intelligence to leave, the princes continue to bring up food for their fungus garden (bits of bodies from Area 2–5). A narrow tunnel runs from the southeast corner of this room to Area 2–5, but only creatures of Small or lesser size can pass through it.

Tactics: Normally, klicnik princes do not attack unless provoked. These klicnik, however, have been changed by the dual pressures of *Befallen's* aura of evil and their belief that a princess klicnik is due any moment. As a result, if anyone enters the room, the klicnik princes swarm out of the nest they have built and attack immediately and unceasingly. Each klicnik attacks the target nearest it in the 1st round, and then whatever target damaged it last in subsequent rounds. Because they can climb along the walls and ceiling, the klicnik can normally get around blocking fighters to attack characters in back of a group. The klicnik fight to the death.

Klicnik Princes (8): CR 1; Small vermin; HD 2d8+8; hp 17; Init +2 (Dex); Spd 30 ft., climb 30 ft.; AC 18 [flat-footed 16, touch 13] (+1 size, +2 Dex, +5 natural); BAB +1; Grap +0; Atk bite +5 melee (1d6+4); SA trip; SQ vermin; AL N; SV Fort +7, Ref +2, Will +1; Str 17, Dex 15, Con 19, Int –, Wis 12, Cha 2.

Skills: Climb +11, Hide +6, Listen +8, Spot +9.

1-17. The Mad Remains (EL 6)

When PCs are outside this room, read the following description.

The locked oaken door is solid and strong. Brass hardware holds it fast.

A Listen check (DC 15) detects a soft, steady scratching noise directly on the other side of the door. When the PCs open the door (3 in. thick; Hardness 5; hp 30; Break DC 21; Open Lock DC 20), read the following.

Just as you work the latch of the door and swing it open, a scream emits from within and four dark-colored skeletons charge ferociously. They are wearing the remains of fine suits of scale mail and tattered surcoats with the faded images of a fist wreathed in gold upon it.

When PCs are finally able to look around the room — i.e., after they have dispatched the skeletons — read the following description.

The scratched and shattered remains of bedroom furniture are scattered about the room. Claw marks scar every surface of the walls, floor, and ceiling.

Within the room are the smashed remains of two desks, two bunk beds, three chests, and some chairs. The scratch marks cover every surface within reach of the skeletons' arms. There are some signs of words having been scratched into the wall long ago, but they have been long since destroyed by dozens of more recent scratchings. An old, tattered journal sits atop one of the smashed desks (Search DC 10). Though it has been clawed and bitten, the last entry is still legible:

“Some terrible darkness has befallen the Chapterhouse, and my brothers and I know not what it is. Screams echo through the halls, and the knights order us to remain here in our room. They are preparing for a final stand, I know, but do not wish to risk mere squires in their forward line. We have undergone many tests to prove ourselves worthy of serving within the Order of Marr's Fist, and shall not fail this one. We shall not leave this room 'til one of the knights orders us. But that does not mean we shall sit idly by. We are ready, for if any of the foes that attack tonight enter this room, they shall find four devout warriors of Mithaniel Marr ready to oppose them. We swear this on our souls — we shall strike a blow for the Order.”

Tactics: These dark-boned skeletons are dark undead of Befallen, yet they are simply mad with rage, mindless fighting machines, clawing at whatever opponents are nearest until they are destroyed.

Treasure: Hidden in the remains of the bent and broken chest (Search DC 12) are a pair of *hands of the righteous* (see sidebar).

"Dark" Dark-Boned Skeletons (4): CR 4; Medium-size undead; HD 8d12; hp 54, 50, 47, 41; Init +4 (Improved Initiative); Spd 20 ft. in armor, 30 ft. base; AC 18 [flat-footed 18, touch 10] (+4 natural, +4 armor); BAB +4; Grap +7; Atk 2 claws +8 melee (1d6+3); SQ undead, damage reduction 10/+1 and 3/-, resistance, see invisibility, infravision; Resist AR 10, CR 30, FR 10, MR 10; AL OE; SV Fort +2, Ref +2, Will +6; Str 16, Dex 10, Con -, Int 6, Wis 11, Cha 1.

Skills: Hide +5*, Listen +6, Spot +6. *Dark-boned skeletons receive a +8 bonus on Hide checks when underground or in darkened areas.

Hands of the Righteous

Description: These fingerless leather gloves were designed to be worn over armored gauntlets, ostensibly to keep a knight's hands from growing cold in winter and to improve his grip on a weapon. Each of the gloves has a sword with a golden halo embroidered on the back. They were common among knights of the Order of Marr's Fist.

Powers: A paladin who wears these gloves gains a +2 bonus to Charisma, but only for the purpose of calculating the amount of healing she can give when laying on hands (effectively +1 hp/level). More remarkable is the fact that, even though they are hand items, the *hands of the righteous* can be worn over another set of hand items, yet both still function.

Cold resistance (1).

Bonus Type: Ability score = augmentation. Resistance = augmentation.

Caster Level: 4th.

Activation: Spell Trigger (paladin) [lay on hands]; Use Activated [resistance].

Market Price: 2,250 gp.

Slot: Hands.

Weight: 0.2 lb.

1-18. The Camp (ELO)

No smell emerges from this room. There is no rubble on the floor. Blankets, water flasks and an iron stove give the room an almost homey look. With light, this room might even be inviting and warm.

This room has been carefully cleaned and cleared, with none of the rubble or dirt common throughout the first

level of Befallen. The eastern end of the room is taken up by an old stove and a few iron cabinets, all cracked and pitted but still functional. The stove shows signs of use in recent months, though not in the past few weeks. A few winter blankets are piled in the center of the room, next to an empty backpack and four water flasks. The door has two large wooden beams sitting on the floor next to it, and has marks suggesting the beams were used to brace the door shut.

This room has been used by other adventurers, as well as by spies checking on Befallen. No one is using it currently. While characters are in this room, make wandering monster checks only once every 2 hours, and have all results appear in the hallway outside the room. If the characters are not making any noise and have not drawn undue attention to themselves in wandering throughout this level, there is a good chance such encounters wander past without entering the room.

1-19. The Last Battle Site (EL6)

This area can be accessed from outside Befallen through a secret door (Search DC 18) set in a rack wall, or from the hallway. The secret door is not as carefully concealed from the inside. Any Search check (except a natural roll of 1) automatically finds it, and even a casual Spot check (DC 10) has a chance of uncovering it.

When characters enter this area for the first time, read or paraphrase the information from the shaded box below.

Moss and clumps of brown grass cling to the rough stone walls of this chamber, covering the stonework and growing through numerous cracks and crevices. A heavy mist swirls around the ground, concealing the floor, before it leaks through the cracks in the northern wall. Around the edges of the floor bits of rusted armor and shattered weapons stick up through the mist, obviously ancient and useless. A soft whistling noise fills the chamber and air can be felt flowing from the wide southern hallway.

This room was the last place knights of the Order of Marr's Fist held the night their stronghold was cursed and became Befallen. It actually sits outside the influence of Befallen's curse, and none of the undead native to the dungeon come here willingly (treat any undead results from the wandering monster chart as "No Encounter" while characters are in this room).

There is a 5-foot-square pit trap in the center of the room (which is why there are no weapons or armor in the middle of the room), which can be deactivated by a switch concealed on the western wall (Search DC 18). The trap is only set off by 100 or more pounds of weight, and is only large enough to catch a single character. The trap leads to a 30-foot-deep pit, filled with rusted and jagged remains of armor and swords. The trap's counterweighted door automati-

Chapter One
Level One

cally swings shut once it has been tripped, and requires a Strength check (DC 20) to force back open.

Pit Trap (5 ft. by 5 ft.; 30 feet deep): CR 4; no attack roll necessary (3d6); +9 melee (1d4 jagged scraps of metal for 1d4+3 points of damage each); Reflex avoids (DC 20); Search (DC 20); Disable Device (DC 20). *Note:* Anyone injured by one or more of the rusted shards of

metal is exposed to blood fever (incubation 1 day; 1d2 temp Con). See *EverQuest: Monsters of Norrath* (pp. 12–13) for more on diseases.

Treasure: Among the broken bits of weapons and armor in the bottom of the pit is the tattered remains of a diary (Search DC 16). Though most of the diary is too cracked and stained to read, a few entries can be made out.

"...what happened here. We were on patrol for no more than a week, so whatever it was happened suddenly. Dame Ariagne believe firmly that the straggler we found, Wynok Moltor, is somehow responsible. Though I ..."

Several pages are illegible.

"... have seen the traitor, may vengeance sear his bones! We are too few to retake our stronghold, for he now rules an army of undead larger than any I have seen before. The creatures do not enter the east entryway often, for earthquakes have filled much of the hallway with rubble. Those few who do come here never enter the foyer of the hidden entrance to the eastern slopes. Perhaps the last stand our brethren made here kept the evil that now pervades this place from their burial ground. I hope this is so, for the sake of their souls.

"Though few of us are left, we clearly must try to bring Moltor to justice. A few of us shall head to Freeport, to begin building a stronger base there. The rest are going with me to the lower levels, in search of..."

More unreadable pages, with just a small scrawl visible on the last page.

"...all dead. Some rose again to strike at the living. I alone remain, once again making a final stand in this foyer. The zombies do not cross into this room, but that won't stop Moltor, or the willowisps that led us astray near his cavern complex. I am too weak to defeat any such force, but plan to acquit myself with honor.

The undead stir. Someone is coming."

Chapter Two: Level Two

Cold Storage, Fallen Masters, and the Kinkiller

The second level of Befallen is little more than storage. Of course, what it stores includes two of the previous lords of Befallen, enough corpses to generate a legion of undead, and the entrance to the lowest level of the dungeon. This is also where Jaull meets the few visitors he deals with personally, and it constitutes the first serious defense of the stronghold.

Level Two is ruled by Morsa Kinkiller, a priestess of Solusek Ro who is in league with Marnek Jaull. Her power is constantly in question, however, as both Gynok Moltor and Redak Brokenskull reside on this level as well. Both once ruled Befallen, and both would love to see Jaull and his allies destroyed. Morsa lacks the power to overcome both these foes, but luckily for her they hate each other as much as they dislike her.

2-1. The Black Walk (EL 7)

A blast of cold air hits you, and you can hear the hollow whistling sound of wind rushing through loose stones to reach you. Yet, despite the chill air, the acrid smell of charcoal fills your nostrils. The fine black and white marbled tiles from previous rooms are not evident here. Instead, the walls and floor are of scorched and blackened stone. You can see the corridor turns to the right after twenty feet or so.

The door into this area from Level 1 is different from others in Befallen (see Area 1-3 for the door's stats). Trying to break down the door makes a great deal of noise — roll for random encounters every 5 minutes on both Levels 1 and 2 while characters try to break open the door.

In terms of depth below ground, the hallway beyond the locked door from Area 1-3 is technically part of the first

Level Two

Difficulty Level: 8-12.

Entrances: Stairs from Level 1; klicnik tunnel from Area 1-16.

Exits: Stairs to Level 3 (Area 2-6).

Wandering Monsters: Check once every 30 minutes on 1d20:

- | | |
|-------|--|
| 1-3. | 1d6 "dark" dark-boned skeletons |
| 4-5. | 1d6 acolytes (see Appendix One), each with a pet |
| 6. | Morsa Kinkiller (see Area 2-7 for stats) and 1 acolyte |
| 7. | Gynok Moltor (see Area 2-9a for stats) |
| 8-20. | No encounter |

Detections: None.

Shielding: None.

Continuous Effects: All of Level 2 is quite cold, with a regular temperature of only about 2 degrees Fahrenheit. If characters are not suitably dressed for the temperature, they may take subdual damage from the frigid temperature. Such characters must make a Fortitude save each hour (DC 15, +1 per previous check) or take 1d6 points of cold subdual damage (see page 46 of the *EverQuest: Game Master's Guide* for details).

Standard Features: Unless otherwise noted, all doors on this level are locked and constructed of iron-reinforced wood (3 in. thick; Hardness 5; hp 30; Break DC 22, Open Lock (DC 30).

level of Befallen, but (for encounter difficulty purposes) functions as the entryway to level 2. The black and white marble checkerboard common in the rest of the dungeon is replaced by burned and scorched stone, making the whole walkway a dark charcoal color.

The entire northern side of the corridor is trapped with large stone blocks that fall from the ceiling when a pressure plate is

depressed by 100 pounds or more. The trap can be avoided simply by walking on the southern side of the hall. Once tripped, the trap is not reset for 1 to 4 weeks. The block damages anyone under it, but does not block the passageway. When characters first enter the Black Walk, roll immediately for a wandering encounter.

Beyond the broken wall lies a curving ledge, which forms a ramp leading past Area 2-3 and down to Area 2-4. Characters on the ramps are visible to creatures in areas 2-1, 2-3, and 2-4, as the walls are badly damaged, allowing free sight through them, and the ramp itself provides no cover.

Falling Stone Trap: CR 7; no attack roll necessary (8d6); Reflex avoids (DC 20); Search (DC 20); Disable Device (DC 25). *Notes:* Only triggered by 100 pounds or more. Strikes all characters in a 10-foot length of corridor.

2-2. The Watchmen's Post (EL 8)

You see no furnishings in this room. There is only the cracked and smashed remains of the fine marble tiles piled here and there on the floor. An unnatural moaning emanates from the various corners of the room.

This room is barren of furnishings. The walls and ceiling have been badly cracked and smashed, and little of the original black and white marble remains. A single doorway opens into the Black Walk (Area 2-1), with hinges but no sign of a door.

There are 4 dark zombies (see the monster appendix in *Realms of Norrath: Freeport* for full zombie stats, and Appendix One in this book for the "dark" quality of Befallen's undead; all the information required to run this encounter is in the stat block below, however) posted in this area to guard the lower levels of Befallen from unwanted visitors. The zombies are obedient to Morsa Kinkiller's every whim (see Area 2-8 for Kinkiller's stats). They have been told to attack any living creature that passes through the Black Walk without first speaking a code word, which Morsa changes every week. She gives the codeword to all the residents of the second and third levels of Befallen who are in service to or allied with Jaull. She does not give it to Sedrit Hague, which is just one of the many points of contention between the two.

Tactics: The zombies never attack in the first round they perceive characters, waiting to see if the code word is said by anyone in a party. If not, they attack with simple fury on the next round, hammering at the closest opponents with no regard for tactical concerns or their own well-being.

Dark Zombies (4): CR 3; Medium-size undead; HD 5d12; hp 33; Init +0; Spd 30 ft. (can't run); AC 17 [flat-footed 17, touch 10] (+5 natural, +2 armor); BAB +2; Grap +7; Atk 2 slams +7 melee (1d8+5); SQ undead, damage reduction 5/+1, piercing resistance, see invisibility; AL OE; Fac Befallen Residents; SV Fort +1, Ref +1, Will +4; Str 20, Dex 10, Con -, Int 6, Wis 10, Cha 4.

Skills: Listen +10, Spot +10.

Feats: Alertness, Power Attack.

Piercing Resistance (Ex): Zombies take half damage from piercing weapons. (Halve such damage before applying the zombie's damage reduction.)

See *Invisibility (Su)*: Zombies can see invisible objects and creatures normally, although this ability does not apply to those protected by *invisibility to undead*.

2-3. Waiting Room (EL 7-9)

Read or paraphrase the following passage as the PCs enter this area. (The text assumes that the PCs have done nothing to alert the chamber's inhabitants, which may well not be the case if combat took place in Area 2-2.)

You enter a relatively comfortable room. Worn but still usable stuffed chairs and benches sit arranged around the well-lit room, and a well-maintained pile of charcoal lies in the northeast corner. Figures in heavy robes sit across from each other with books in their laps. They look up as you enter the room, spumes of mist escaping their lips as they take in your sudden arrival.

This room is used as a rest area for acolytes awaiting orders from Morsa Kinkiller or even one of the residents of Level 3. At any given time, 1d3+1 acolytes can be found here (see Appendix One: Denizens of Befallen for stats); if only 2 are present, the room's CR is 7 — add 1 to the CR for each additional acolyte.

The southern wall of this room has broken open, revealing an uneven rock ramp that leads to Area 2-4. The rest of the room is in surprisingly good shape, and evidently the black and white marble decoration of the walls and floor has been at least partially repaired and replaced over the past few years. The room is filled with worn but comfortable chairs and two wooden benches. Two large iron braziers do their best to keep the bitter chill at bay. The pile of charcoal in the northeast corner would last about 5 or 6 days with constant use.

Tactics: Any acolyte who sees or hears characters fighting the guardians from Area 2-2 takes time to cast buff spells, and then waits for trouble. Since the zombies attack anyone who does not use the password, the acolytes do not assist any active zombies, not wishing to be attacked themselves since they cannot use the password in front of intruders.

If it is clear the acolytes cannot win against an invader, at least one tries to flee to warn Kinkiller (in Area 2-7).

2-4. The Defiled Shrine (EL 8)

The sparse light that filters in reveals ruined bits of stone and painted bits of murals on the walls and ceiling. Rubble covers the floor. An empty apse at one end holds the remains of a stone altar.

This room is accessed by means of a ramp that runs along the southern edges of areas 2-1 and 2-3. Once it was a beautiful shrine to the twin Marr gods, but the murals on its ceiling were defiled and the altar removed. Originally there was no ramp, but the terrible earthquakes that shook the



stronghold when Gynok Moltor unleashed his terrible curse broke away the walls between the first and second levels in this area. Subsequent construction chiseled out a rough ramp along the eastern wall. At its highest point, the ramp into Area 2-1 is fully 15 feet high.

This room is inhabited by 2 zombies and 4 “dark” ice-bone skeletons (see Appendix One). The zombies were created by Morsa Kinkiller from prime ogre corpses, so they are physically powerful but do not have the dark status (or intelligence) of most undead in Befallen. They normally patrol the ramp, while the skeletons guard the southern archway out of the room. These guardians attack anyone who is not escorted by a denizen of Befallen with whom they are familiar. However, the zombies are easily fooled (Bluff or Disguise DC 12). The skeletons, on the other hand, can only be misled by a very good ruse or costume (Bluff or Disguise DC 22).

Tactics: The zombies often grapple with targets encountered on the ramp, tossing anyone they successfully grapple to the ground below (1d6 falling damage). This allows the zombies to reach easier targets while getting some foes to the ground floor where the ice-bone skeletons can deal with them. The undead do not leave this room to join a fight elsewhere (that’s not what they were told to do), but follow any opponent that flees.

If the skeletons attack anyone who had successfully bluffed her way past the zombies, the zombies will quickly join the fray.

Zombies (2) [advanced HD]: CR 6; Large undead; HD 11d12; hp 74, 69; Init +0; Spd 30 ft. (can’t run); AC 18 [flat-footed 18, touch 9] (–1 size, +5 natural, +4 armor); BAB +5; Grap +18; Atk 2 slams +13 melee (2d6+9); Reach 10 ft.; SQ undead, damage reduction 5/+1, piercing resistance, see invisibility; AL OE; Fac Burning Dead; SV Fort +3, Ref +2, Will +7; Str 28, Dex 8, Con –, Int 4, Wis 10, Cha 4.

Skills: Listen +16, Spot +16.

Feats: Alertness, Power Attack, Sunder.

Dark Ice-Boned Skeletons (4): CR 3; Medium-size undead; HD 6d12; hp 44, 40, 38, 35; Init +4 (Improved Initiative); Spd 30 ft.; AC 14 [flat-footed 14, touch 10] (+4 natural); BAB +3; Grap +5; Atk 2 claws +5 melee (1d4+2 plus freezing touch); SQ undead, damage reduction 10/+1, cold immunity, resistance, see invisibility, infravision; Resist AR 10, MR 10; AL OE; Fac Befallen Residents; SV Fort +2, Ref +2, Will +5; Str 14, Dex 10, Con –, Int 6, Wis 11, Cha 1.

Skills: Hide +4*, Listen +5, Spot +5. *Ice-bone skeletons receive a +8 bonus on Hide checks in icy or snowy areas.

Freezing Touch (Su): Deals 1d8 additional points of cold damage, plus chills and weakness: Fortitude save (DC 13) or take 1 point of temporary Strength damage.

Resistance (Ex): Ice-bone skeletons take only half damage from slashing or piercing weapons.

2-5. Cold Storage (EL 7)

The air is dry and extremely cold in this room. Bodies of all types, ages, genders, and garbs are stacked end-to-end, one on top of another in racks from floor to ceiling. Frost covers the bodies nearest the door. Ice cakes the bodies further back. Two skeletons flank the door in silent vigil.

There are actually 4 ice-boned skeletons here, the 2 standing guard by the door and another 2 concealed by a pile of bodies in the center of the room. The skeletons don't react at all when the characters enter, ignoring the PCs even if they rummage through the bodies. As far as the skeletons are concerned, the characters are just more bodies in the storehouse (which, in Befallen, tend to move around a lot, even if the PCs are a bit more animate than most). If the characters try to leave, however, the ice-bones attack, making every effort to drag the PCs back onto a pile of bodies and stay there.

This room is full of corpses. They are stacked ceiling to floor like cordwood, covering more than half the floor. There are bodies of every imaginable thinking race short of dragons, new bodies and old, clothed and bare, all crammed together. Older bodies are further back and covered in variously thick layers of ice.

Hidden in the east wall near the ceiling is the entrance to the tunnel leading from here to the klicnik nest on Level 1 (Area 1-16).

Tactics: Although the ice-boned skeletons ignore characters who make no effort to leave, they do defend themselves if attacked. The skeletons are not advanced tacticians, though, and each one simply selects the nearest target to attack. Any target that seems subdued, including those who are knocked unconscious but also anyone able to make a Bluff check opposed by the skeleton's untrained Sense Motive check (+0 bonus) is taken by an ice-boned skeleton back to a pile of corpses.

Treasure: Though most of the bodies have been stripped of anything valuable, a dedicated search of the room (Search DC 20, requires 1 full hour) reveals a *Combine short sword* and a *sheer bone mask*.

Dark Ice-Boned Skeletons (4) [advanced HD]: CR 4; Medium-size undead; HD 8d12; hp 57, 53, 51, 48; Init +4 (Improved Initiative); Spd 30 ft.; AC 14 [flat-footed 14, touch 10] (+4 natural); BAB +4; Grap +6; Atk 2 claws +6 melee (1d4+2 plus freezing touch); SQ undead, damage reduction 10/+1, cold immunity, resistance, see invisibility, infravision; Resist AR 10, MR 10; AL OE; Fac Befallen Residents; SV Fort +2, Ref +2, Will +6; Str 14, Dex 10, Con -, Int 6, Wis 11, Cha 1.

Skills: Hide +5*, Listen +6, Spot +7. *Ice-bone skeletons receive a +8 bonus on Hide checks in icy or snowy areas.

Freezing Touch (Su): Deals 1d8 additional points of cold damage, plus chills and weakness: Fortitude save (DC 14) or take 1 point of temporary Strength damage.

2-6. The Broken Stair (EL 7)

Filled with rubble and trash, this room is little more than a refuse pile surrounding two staircases. The steep stairways are tiled with the now familiar black and white marble, alternating black and white stone stairs, and both lead downward. Between them, planted in the floor, you see several rows of old and rusty spearheads, just a few feet high, all points upward.

This filthy room's main feature is the two stairways that run at a steep 45-degree angle down to the doorway into Level 3 of Befallen. Numerous rows of spikes made from

broken spears set in the gap between the two stairways, and the eastern stair is blocked by a pile of rubble halfway down. Anyone falling off the stairs is subject to this crude trap (which remains effective despite its obviousness). Characters may also be flung against the spikes by the stalag terror lurking in the center of the room.

Appearing to be a pile of black and white marble rubble at the bottom of the stairways, the stalag terror is very difficult to notice until it attacks (Spot checks opposed by its Hide check bonus of +27). This creature was brought here by the Burning Dead to protect them while they resurrected Marnek Jaull, and now serves Jaull as a guardian to the lowest level of Befallen. Since only Morsa Kinkiller and Marnek Jaull himself are allowed to grant visitors access to the lowest reaches of Befallen, the terror simply attacks any creature that reaches it who is not in the presence of one of those two people.

The solid iron door at the bottom of this room leads to Level 3 (Area 3-1), and is very difficult to open (see stats below). Anyone attempting to break down the door makes a huge amount of noise, so you should roll on the random encounter table once per minute during any such efforts.

Tactics: Normally the stalag terror waits for at least some of a group of invaders to get past it before attacking, hoping to catch healers and rogues unawares before having to deal with armored fighters. It does not allow anyone to spend much time fiddling with the door to Area 3-1, however, and attacks within a round of any character making an Open Lock attempt. If it manages to grab a Small creature, it can make a grapple check to toss that creature onto the spear spikes as an attack action in the next round. It will also attempt to position itself so that its pulse attack tosses opponents into the spikes.

Treasure: Scattered about the spikes are bits of valuables left from the stalag terror's previous victims. These include 2,217 gp; 6,540 sp, a *glimmer ring* (stuck on the end of a spike); a *Gunthak earring*; and a *bone totem* in the shape of a mammoth.

Door to Area 3-1: This door is very different from other doors on the first two levels of Befallen, made of solid, enchanted iron (3 in. thick; Hardness 12; hp 120; Break DC 33). Its lock is also of higher quality than those found elsewhere (Open Lock DC 40), and, due to the door's enchantment, the lock relocks itself automatically roughly every 10 seconds, making it impossible to take 20 when attempting to pick it. Otherwise, it can be opened only with one of three smoked-glass keys (held by Morsa Kinkiller in Area 2-7, Redak Brokenskull in Area 2-12, and Marnek Jaull in Area 3-21, respectively).

Spear Spikes: CR 0; +10 melee (1d4 spikes for 1d4+2 points of damage per successful hit).

Stalag Terror: CR 9; Medium-size aberration; HD 15d8+90; hp 154; Init +4 (Improved Initiative); Spd 20 ft., climb 15 ft.; AC 24 [flat-footed 24, touch 10] (+14 natural); BAB +11; Grap +18; Atk 5 tentacles +18 melee (1d6+7) and bite +13 melee (2d8+3); SA improved grab, swallow whole, pulse, spin; SQ faceless, tremorsense 60 ft., regeneration 10; AL DE; Fac Burning Dead; SV Fort +13, Ref +5, Will +13; Str 24, Dex 10, Con 23, Int 11, Wis 14, Cha 10.

Skills: Climb +16, Hide +15*, Listen +20, Sneak +15. *In subterranean or icy environments, stalag terrors receive a +12 racial bonus to Hide checks.

Feats: Great Fortitude, Improved Initiative, Iron Will.

Improved Grab (Ex): Small or smaller only. If it gets a hold, it bites the following round attack (+18 attack bonus, 2d8+7 damage). Gains +2 bonus to grapple checks for each additional tentacle on an opponent. 10 points of slashing damage to sever a tentacle. If it gets a hold with its bite, it may swallow (grapple check). May still attack with other tentacles or with its bite while it maintains a hold.

Swallow Whole (Ex): Small or smaller targets only. Once swallowed, victim takes 2d8+3 crushing damage and 2d4 acid damage each round (acid is treated as a single DOT attack).

Pulse (Su): At will, attack action — 2d6 damage to single target, pushes it back 2d4 x 10 feet (Small or smaller) or 1d3 x 10 feet (Medium-size or Large). Reflex save (DC 17) or knocked prone. If pulsed into wall, additional damage for a fall of half the distance knocked back.

Spin (Ex): 7/day, full-round action — beginning of next round, rock shards fly out in 60-foot radius, dealing 4d10 piercing damage (Reflex half, DC 23). Stalag's natural AC decreases by 1 each time it uses this attack; lost AC regenerates after 24 hours.

Faceless (Ex): Not subject to criticals, cannot be flanked. Senses by vibration; blind to the presence of flying creatures until they touch down.

Regeneration (Ex): Blunt weapons, fire, and sonic deal normal damage. Lost body parts, including severed tentacles, regrow in 1d6 minutes; held against the wound, it reattaches immediately.

2-7. The Meeting Room (EL 7)

This room is illuminated by a ghastly green glow. The chamber is dominated by a table ringed with chairs, all crafted from the skulls and bones of all types of unfortunate creatures. The walls, too, are lined with bones and stone fragments, including four obviously animate skulls, apparently the source of the glow, one floating in each corner of the room.

The room is watched by 4 ghost skulls, each sitting in one corner of the room. The skulls are spies for Jaull, and although they don't attack unless themselves attacked, they report everything that happens within the room to Jaull each morning.

A long table made of bone and skulls runs north-south along the middle of this room, with skeletal seats for twenty beings. Marnek Jaull uses this room to discuss matters with a large portion of the denizens of Befallen, or to receive visitors from the outside.

Ghost Skulls (4): CR 4; Tiny undead (incorporeal); HD 4d12; hp 31, 27, 27, 22; Init +6 (+2 Dex, +4 Improved Initiative); Spd fly 20 ft. (good); AC 15 (+2 size, +2 Dex, +1 deflection); Atk —; SA pass through, *flash of light*; SQ incorporeal, see invisible, ultravision, undead; AL NE; Fac Burning Dead; SV Fort +1, Ref +3, Will +6; Str —, Dex 15, Con —, Int 14, Wis 15, Cha 12.

Skills: Hide +13, Knowledge (local lore) +9, Knowledge (monster lore [undead]) +9, Knowledge (mysticism) +9, Listen +11, Spot +11, Undead Empathy +7.

Feats: Alertness, Dodge, Improved Initiative.

2-8. The Kinkiller's Quarters (EL 9)

The door to this room is fairly new, made of thick iron-reinforced oak (4 in. thick; Hardness 6; hp 40; Break DC 23, Open Lock (DC 25)). Once the PCs get in, read or paraphrase the following, but be sure to modify the text based on circumstances.

This well-appointed room is clean, tidy, well-lit, and warmed by a wood-burning stove, its metal stove-pipe rising up into the ceiling. Luxurious swathes of deep red and blue drape the walls. A large, comfortable bed, a desk, and various bedroom pieces sit around the room. Sitting at the desk is a human woman in voluminous but clean and well-mended robes.

Because her room is down the hall from any other likely battlegrounds, and her door is quite sound-proof, Morsa is unlikely to hear fighting that occurs in Areas 2-1 through 2-6 (allow her a Listen check if the situation warrants it, however). Unless an acolyte manages to reach her with warning, there's a good chance characters can catch her by surprise (even though her stats below assume that she is fully armed and prepared). If Morsa hasn't appeared as a random encounter, she's in her room; Morsa is normally at her desk studying when not sleeping (35% chance she is asleep if she has not been alerted). If she is awake, there is a 50% chance she is attended by 1d2 necromancer acolytes. (If 2 acolytes are present, the EL of this encounter rise by 1.)

Once this was the lower section of the Great Hall (Area 1-3), but a rockfall long ago blocked the stairway between the two rooms. Now Morsa Kinkiller uses it as her room, which she took both because it was in the best shape of all the second level and because it allows her keep an eye on Gynok nor Redak.

The room is clean and well appointed, with all the black and white marble removed and the bare stone walls covered in red and blue drapes. A large bed sits in the northwestern corner, and a desk, table, wardrobe, chest, and iron stove are arranged around the room.

Morsa Kinkiller became a cleric of the Burning Prince because she believed he was most likely to aid her in her quest to destroy all the elven races. Her hatred of elves stems from a troubled childhood when she was betrayed to a band of dark elves by her greedy brother, captured and mistreated. She blames all elves for the acts of these renegades, and has sought their destruction ever since. She has already taken out her vengeance on her brother.

Morsa came to Befallen hoping to conquer it herself for the glory of Solusek Ro, and lead its undead armies against Neriak. When she discovered Marnek Jaull in control of the place, she offered her services to him in return for a promise to aid her against her all of Neriak once Jaull had recovered his full power. Jaull made her his agent on the second level, and placed her in charge of overseeing the acolytes and keeping tabs on Gynok Moltor and Redak Brokenskill.

She grows impatient, however, and might parlay with a group that includes no elves and promises to aid her against the Teir'Dal. She would never work against Jaull directly, but might overlook the PCs' actions on her level and not report their presence (at least until it suited her purposes to do so...).

Tactics: Morsa gets *spirit armor* and *celestial remedy* up as soon as it looks like she's going to fight, and puts up *yaulp* once she's actually facing foes (since it has a free action casting time). If she has time, especially if she has acolytes to assist her, she will try to get her full plate on in preparation for a fight (see *EverQuest: Player's Handbook*, p. 158, for info on donning armor). She tries to *root* foes that need to get close to hurt her and saves her damaging spells for enemies with ranged attacks, but is not afraid to fight in close combat if she must. If losing a fight, Morsa falls back to Area 2-8 if possible, but doesn't flee any further (she's afraid of what Jaull would do to her if she led invaders into the third level, and what Gynok or Redak would do if they realized she was in trouble).

Treasure: In addition to Morsa's possessions, there are 500 gp and a healing kit in the chest, two sets of clerical vestments, two sets of cold weather clothes and one set of adventurer cloths in the wardrobe (all sized for Morsa), and the quillions of the *blood-bone claymore* (used in the "Blood-Bone Claymore" quest, and worthless without the blade). Three books in the desk contain all 1st, 2nd, and 3rd level clerical spells, respectively, from *EverQuest: Player's Handbook*; another holds *cancel magic*, *healing*, and 1d6 other 4th-level cleric spells; and a fifth book holds *celestial remedy*, *spirit armor*, *smite*, and *word of shadow*, as well as 1d4 other 5th-level spells.

Morsa Kinkiller, Female Human, Clr 9: CR 9; Medium-size humanoid [Human] (5 ft., 4 in.); HD 9d8+9; hp 57; Init +0; Spd 20 ft. in armor, 30 ft. base; AC 20 [flat-footed 18, touch 10] (+8 armor, +2 shield); BAB +6; Grap +6; Atk +7/+2 melee (1d8, crit x3, warhammer), or +6 ranged; SA spells; SQ divine power (turn undead [4/day]), +1 fire saves; Resist CR 5, FR 4; AL OE; Fac Burning Dead; SV Fort +5, Ref +3, Will +12; Str 11, Dex 10, Con 12, Int 13 (12), Wis 22 (20), Cha 13.

Skills: Channeling +14, Heal +12, Knowledge (mysticism) +7, Knowledge (religion) +7, Meditation +18, Sense Motive +12, Spellcraft +7, Undead Empathy +11 (*skullhead buckle*).

Languages: Common (4), Gnomish (1).

Feats: Combat Casting, School Specialization (abjuration), Spell Focus (evocation), Toughened, Weapon Focus (warhammer).

Cleric Spells Prepared (mana cost): *Cancel magic* (5), *celestial remedy* (32), *healing* (10), *root* (5), *smite* (12), *spirit armor* (12), *word of shadow* (14), *yaulp* (1).

Mana Pool: 108.

Possessions: Full plate, gold medallion (symbol of Solusek Ro; worth 75 gp), *shield of the forlorn*, warhammer, *kunzar cloak*, *iron skullhead buckle* (see sidebar), keyring (wooden key to door into Area 1-3, charred bone key into Area 2-11, and smoked glass key into Area 3-1).

Morsa Kinkiller (buffed with *spirit armor* and *yaulp*): AC 20 [flat-footed 18, touch 10] (+8 armor, +2 shield, +1 deflection); Grap +8; Atk +9/+4 melee (1d8+2, crit x3, warhammer); SQ damage reduction 7/-; Str 14.



Iron Skullhead Buckle

Description: This dark metal belt is found only in the tombs of necromancers and shadow knights, and the secret of its making long since lost.

Powers: Anyone wearing this belt may make Undead Empathy checks untrained and, further, gains a +5 bonus to all Undead Empathy checks. The belt does not allow characters who do not normally have access to the exclusive Undead Empathy skill to buy ranks of it.

Bonus type: Skill = enhancement.

Caster Level: 5th.

Market Price: 550 gp.

Slot: Waist.

Weight: 1 lb.

2-9. A Giant Among the Dead (EL 10)

The disgusting stench of grease, filth, and slime assails your nostrils as you enter this room. The reek is only made worse by the bitter cold of the place. Heavy mounds of refuse fill the room and cover the slick, slippery-looking floor.

This room is guarded by a large dark skeleton, the last of the legion Gynok Moltor commanded when he ruled Befallen. The skeleton usually lays amid the refuse in the very southeast corner of the room, so, despite its great size,

PCs must make a Spot check (DC 15) to notice it until it rises up in the first round anyone enters the room.

Nearly 11 feet tall, the skeleton was animated from the fallen corpse of an enormous ogre warrior long ago, a giant among his gigantic kind, but any flesh has long since fallen away. It is still wearing the remnants of an enormous coat of mail and carries a massive greatsword.

All the filth and rubble that was once cleared out of Area 2–8 was shoved into this room, and no one has made any effort to clean it out since. Additionally, any refuse Morsa or Redak generate that the acolytes are too lazy to haul out of Befallen finds its way here. As a result, the floor is covered in festering grease and slime, and anyone moving more than half speed in a round must make a Balance check (DC 15) or fall prone and lose any further movement until the next round. Additionally, there is a foul smell throughout the room requiring any living creature to make Fort save (DC 13) each round the creature smells it. Failure indicates the character is wracked by *nausea* for that round (unable to attack, cast spells, concentrate on spells, or take any action other than a single move action that does not require concentration).

Treasure: Hidden among the refuse (Search DC 19; requires 1d3 hours to find) is a *Combine claymore*.

Tactics: The dark skeleton attacks any living creature that is not clearly more powerful than itself. It has learned not to attack Morsa (who has destroyed it more than once with help from a half dozen acolytes) or Marnek Jaull. The skeleton is not a complex fighter, and generally swings at the nearest target until it drops, then moving on to the next closest. The skeleton will not enter Morsa's bedchamber (Area 2–8), but chases foes down the hall to areas 2–11 or 2–10.

The skeleton does not need to roll to maintain its balance in the room.

Dark Skeleton (1), Type 11: CR 9; Large undead; HD 20d12; hp 143; Init +0; Spd 30 ft.; AC 24 [flat-footed 24, touch 9] (–1 size, +12 natural, +3 armor); BAB +10; Grap +22; Atk +15/+9 melee (2d8+12 and lifedrain proc, crit 19–20/x2, Huge greatsword) and slam +15 melee (1d10+8, plus lifedrain proc and *daze*); Reach 10 ft.; SA magic attack +4, lifedrain; SQ undead, damage reduction 10/+2, SR 19, immunities, infravision, see invisible; AL OE; Fac Befallen Residents; SV Fort +6, Ref +6, Will +11; Str 26, Dex 10, Con –, Int 6, Wis 9, Cha 1.

Skills: Listen +14, Spot +14, Taunt +15.

Feats: Improved Slam, Slam.

Lifedrain (Su): Proc DC 18 — 1d6 temp Con (Fort half, DC 20).

2-9a. Moltor's Lair (EL12)

Coming through the arched doorway, you see a once-splendid room adorned with tattered tapestries and old banners. The smashed pieces of tables and chairs are scattered on the floor. Only a single, undisturbed chair and its gruesomely desiccated occupant meet your eye.

This room is accessed through an arched doorway from Area 2–9. Its walls are covered in faded banners and rotting tapestries, and its floor is covered with the warped and

splintered remains of tables. A single chair sits against the south wall. Once, this was the trophy room of the Order of Marr's Fist. Now it's the prison of their killer.

Gynok Moltor was the first lord of Befallen, as well as its first prisoner. He has not controlled the stronghold for decades, but the dark power that rules the dungeon won't let him die, either. He often spends months trying to escape Befallen, running away each night just to find himself unable to go more than a few miles from the entrance. These periods are often alternated with long periods of inactivity, when Moltor stands in his room and does not so much as close his eyes unless someone comes too close. (For more information on Gynok Moltor, see the History in the Introduction to this adventure, as well as Gynok's journal in Area 1–5.)

Moltor is a lesser mummy, a monster template for which the full game statistics can be found in *Realms of Norrath: Freeport*. However, all of the information necessary to play him is included in his stat block below.

Treasure: Gynok Moltor still wears the platinum and copper rings that he took many years ago from the gnoll shaman Opolla. These are two of four rings needed to empower the *paw of Opolla*, turning it into a powerful fetish. (See the "Paw of Opolla" quest for more details). All that are lacking are its gold and silver rings.

Under the refuse of the room is the blade to the *blood-bone claymore*, used in the "Blood-Bone Claymore" quest; it is worthless without the quillions (found in Area 2–8).

Tactics: Gynok attacks anyone who enters his lair, even if they try to parlay with him. He is utterly beyond reasoning, driven purely by hate and rage. He has not lost any of his cunning, however, and does his best to *backstab* (most likely using *chaotic strike*) weaker foes first.



Gynok Moltor, Lesser Mummy (Male Human), Rog 10: CR 12; Medium-size undead (5 ft., 10 in.); HD 10d12; hp 70; Init +4 (Dex); Spd 30 ft.; AC 17 [flat-footed 13, touch 14] (+4 Dex, +3 natural); BAB +8; Grap +13; Atk slam +13/+8 melee (1d10+7 and *daze*), or +13/+9/+5 melee (1d4+5, crit 15–20/x2, rapier), or +13/+9/+5 melee (1d4+5, crit 15–20/x2, rapier) and slam +8 melee (1d10+2 and *daze*); SA backstab +3d6, (rogue ability (chaotic strike)); SQ undead, damage reduction 5/+2, see invisibility, ultravision, undying, sense traps, evasion, rogue ability (improved evasion); Resist FR 5; AL DE; Fac Befallen Residents; SV Fort +3, Ref +11, Will +4; Str 20, Dex 19 (18), Con –, Int 13, Wis 13, Cha 12 (13).

Skills: Appraise +8, Balance +11, Bluff +9, Escape Artist +12, Hide +12, Knowledge (street smarts) +9, Listen +9, Profession (merchant) +5, Sneak +12, Spot +9, Tumble +12.

Feats: Dual Wield, Improved Critical (rapier), Improved Slam, Parry, Weapon Finesse (rapier).

Sicken (Su): Once every 2d4 rounds, as a free action — sicken target creature within 30 feet, as the 2nd-level shaman spell (Fort negates, DC 16).

Undying (Su): Even if brought to negative hit points, Gynok's body reforms the next night in Area 2–9a. The only way to permanently destroy Gynok is described in "The Ultimate Befallen Quest."

Possessions: *Copper ring of Opolla, platinum ring of Opolla.*

Platinum Ring of Opolla

Description: This simple platinum band was forged by the gnoll shamans of Blackburrow to serve as a badge for their most respected shaman.

Powers: Dex +1, Cha –1.

Bonus type: Ability score = augmentation.

Caster Level: 3rd.

Market Price: 1,250 gp.

Slot: Finger.

Weight: 0.1 lbs.

Copper Ring of Opolla

Description: This simple copper band was forged by the gnolls of Blackburrow to serve as a badge for gnoll shamans who had mastered the basic skills of their craft.

Powers: Con +1, Cha –1.

Bonus type: Ability score = augmentation.

Caster Level: 3rd.

Market Price: 1,005 gp.

Slot: Finger.

Weight: 0.1 lbs.

2-10. Watchers Hall (EL8)

Upon entering, you see only a few large, empty barrels around the room and the familiar checkerboard pattern on the floor. It appears to be lit and clean. Four robed dark elves stand about the room.

Morsa keeps 4 'type B' acolytes (see Appendix One for stats) here at all times to keep an eye on what Redak is up to. Their job is to listen and report, not to stop Redak or any other invaders. Morsa has to take the acolytes past the giant skeleton (Area 2–9) to prevent it from attacking them, so they do not leave this room under any circumstances without her to guide them. She only comes to relieve them very rarely, given her dislike of Teir'Dal, and they are generally hungry and angry.

This was once a laundry facility for the Order of Marr's Fist. Clothes were brought here to be mended and soaked to remove serious stains before being dropped through a floor chute to the cleaning vats below. That chute was rebuilt and hidden by Redak years ago, and now has the same checkerboard pattern as the rest of the floor. It now serves as a trap, located 5 feet from the door and covering a 10-ft. by 10-ft. area. Anyone placing more than 50 pounds of pressure on it is hurled down 30 feet to the dungeon Level 3 (Area 3–2).

Pit Trap: CR 2; No attack required (3d6), Reflex save (DC 18) avoids; Search (DC 10); Disable Device (DC 15).

Tactics: The acolytes do not leave the room if they hear fighting, but do take that opportunity to buff themselves. If they do hear fighting, one of the acolytes places a bag on the pit trap and sits just east of it (in the hopes that an attacker will rush in and grab for the bag, thus falling into the trap). The acolytes are too afraid of Morsa and Jaull to surrender and therefore fight to the death.

2-11. Sinister Guardian (EL10)

More ruins fill this room, but the common piles of rubble, stone and marble appear to have been pushed into the center of the room, leaving a walkway around to the far side. A strange cipher of runes is scratched onto one black, soot-covered wall.

This room is the guard post of Redak Brokenskull's only remaining ally, the reanimated hand of a long dead giant. This massive left hand came to Befallen when Redak ruled, and exchanged its services for the opportunity to study the dark power of Befallen. Because the reanimated hand is covered in runic tattoos, Redak took to calling it Runewalker, which is the name everyone in Befallen now uses for it (if the hand has a name of its own, it has never revealed it). When Jaull took Befallen from Redak he spared the runewalker out of curiosity, and the undead appendage went into exile with Redak, serving as his bodyguard.

The interior of the room is dominated by a pile of broken marble, earth and rock that takes up the center 10 feet of the room. This pile blocks the line of sight between the two doors in the room, and allows the Runewalker to remain out of sight from an observer at one (though not both) doors. The northern wall of the room is covered in soot, into which mystic writings have been scrawled in a gigantic hand. This is the runewalker's current research, scratched into the soot with its fingernails.

The Runewalker is still completely loyal to Redak, and prevents anyone from entering the hallway to Area 2–12. However, the hand is open to negotiations with groups that do not attack it. The hand is a repository of a great deal of dark knowledge, including the whole layout of Befallen. Of course, it cannot talk, but it could draw maps for groups that offer to pay it and who swear they have no interest in killing Redak. Runewalker also sometimes trades its knowledge of jewelry-making (including specific methods for creating items) for resources for Redak, mostly food.

Door to Area 2–12: This door is very different from most other doors on the first two levels of Befallen, made of solid, enchanted iron (3 in. thick; Hardness 10; hp 90; Break DC 28). Its lock is also of higher quality than those found elsewhere (Open Lock DC 40), and, due to the door's enchantment, the lock relocks itself automatically roughly every 10 seconds, making it impossible to take 20 when attempting to pick it. Otherwise, it can be opened only with one of the three charred bone keys (held by Redak Brokenskull in Area 2–12, Morsa Kinkiller in Area 2–7, and Marnek Jaull in Area 3–14, respectively).

Tactics: If the Runewalker hears someone trying to enter its room, it uses *invisibility* to conceal itself and waits to see if they try to get past it into Redak's room. If it feels it must fight to protect itself or Redak, it targets enemy spellcasters first, using *lightning bolt* and *pillar of fire* until it runs out of mana and is forced to engage in melee combat. Groups that retreat and attempt to parlay, or who do not seem prone to combat, are given a chance to negotiate with Runewalker before it attacks, but they are never given two chances.

Treasure: The Runewalker wears a *choker of pestilence* around its center finger as if it were a ring.

Runewalker (reanimated hand): CR 10; Large undead; HD 14d12; hp 86; Init +5 (+1 Dex, +4 Improved Initiative); Spd 40 ft.; AC 17 [Flat-footed 16, touch 10] (–1 size, +1 Dex, +7 natural); BAB +7; Grap +18; Atk slam +13/+8 melee (2d6+10 and *daze*); Face 5 ft. by 10 ft.; Reach 5 ft.; SA spell-like abilities, trample 1d8+10; SQ undead, damage reduction 10/+2, language mastery, blindsight 60 ft.; AL ON; Fac Befallen Residents; SV Fort +4, Ref +7, Will +10; Str 25, Dex 12 (11), Con –, Int 21 (20), Wis 12, Cha 13.

Skills: Channeling +18, Climb +2, Knowledge (local lore [Befallen]) +12, Knowledge (mysticism) +12, Listen +12, Meditation +26, Spellcraft +19, Spot +12, Trade Skill (jewelry making) +12.

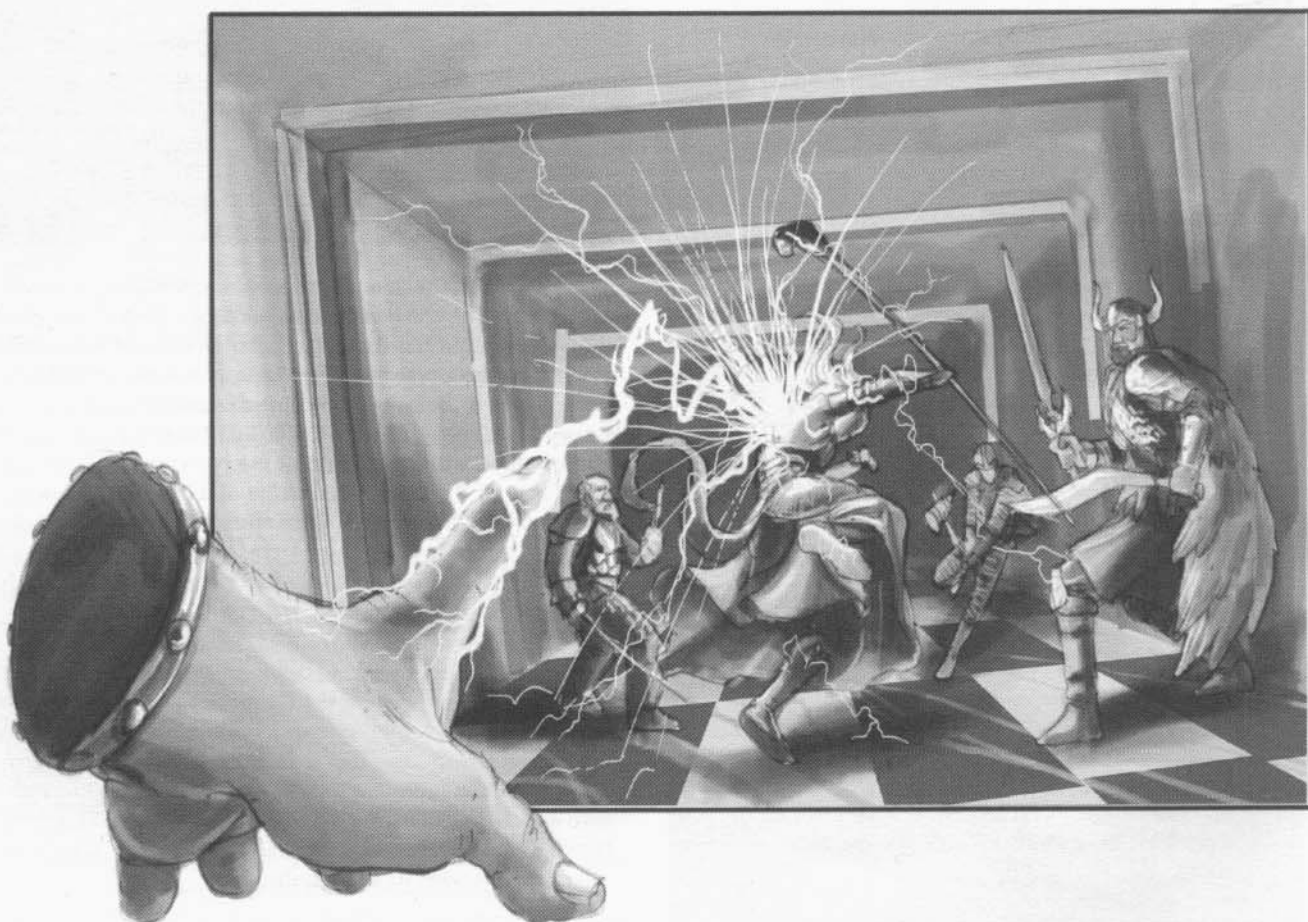
Feats: Cleave, Enlarge Spell-Like Ability, Improved Initiative, Improved Slam, Lightning Reflexes, Mental Clarity, Power Attack, Quicken Spell-Like Ability.

Spell-Like Abilities (mana cost): *Cancel magic* (5), *enstill* (10), *eye of Zomm* (5), *fade* (2), *invisibility* (5), *lightning bolt* (14), *major shielding* (13), *pillar of fire* (14). As cast by a 14th-level wizard (save DC 15 + spell level).

Mana Pool: 141.

Language Mastery (Ex): Reanimated hands can understand all spoken languages (though they cannot speak) and can read and write in any language with complete mastery.

Runewalker (buffed with *major shielding*): hp 104; AC 22 [Flat-footed 21, touch 10] (–1 size, +1 Dex, +7 natural, +5 armor); SQ +2 magic saves; Resist MR 8.



2-12. Redak's Refuge (EL 12)

The sound of trickling water echoes eerily in your ears. Barrels stand around the area and the sharp smell of sea brine and salt wafts near. A withered, ashen figure crouches on filthy bed linens; its red eyes narrowly watch you with suspicion and malice.

This narrow room is all that is left of Redak Brokenskull's domain. Once lord of Befallen, he was deposed by Marnek Jaull and fled to this corner of the dungeon. Some of the dark magic that drives Befallen still resides in Redak, but that power no longer allows him to command the undead of his prison. Neither Redak nor Jaull know why the power has withdrawn its blessing from the troll, though Redak believes it will not aid him until he proves himself stronger than Jaull.

Redak uses piles of rotting clothes as a bed, and there are several barrels of salted fish and sailor's hardtack that the Runewalker garnered for him. A thin trickle of water moves down a crack in the northwest corner and is collected in a rusted helmet set on the floor, giving Redak just enough to stay alive. The aged troll is on the verge of becoming an undead, though his will is strong and he has life left in him yet. His eyes are sunken in and his skin has turned grey, but, as of yet, the power of Befallen has prolonged his life rather than turn him into a creature of unlife as it did his predecessors.

Redak plots his return to power constantly, and knows he needs allies to overcome Jaull. He only believes in negotiating from a position of strength, however, and will not discuss aiding anyone who defeats him. Only a group that sues for peace after being defeated, or one that flatters him and declares him to be the stronger before any fighting begins, has any chance of gaining his aid. Redak does not agree to fight with any of the dungeon's denizens, but could be convinced to allow a party to stay with him while they heal and rest before setting out to slay his enemies, or to reveal what he knows about Befallen's layout, in return for their promise to kill Jaull and then leave once Redak rules again.

Tactics: Redak doesn't believe in letting others do his fighting for him — he enjoys it too much. He never summons a pet. Similarly, he does not come to his guardian's aid even if he hears a fight in Area 2-11. Redak does buff and arm himself if he believes he may be attacked soon.

Redak generally begins a fight with *leach* and saves 10 mana for a *lifedraw* to heal himself when wounded. Since he uses these spells to extend his own life, and knows they are resisted by those with vigorous physical qualities (i.e., with a good Fort save), he generally targets an arcane spellcaster opposing him.

Treasure: The only items of value within the room are those carried by Redak himself.

Redak Brokenskull, Male Troll, Shd 12: CR 12; Large humanoid [troll] (8 ft., 2 in.); HD 12d10+48; hp 118; Init +0; Spd 20 ft. in armor, 30 ft. base; AC 20 [flat-footed 18, touch 7] (-1 size, +8 armor, +3 shield); BAB +12; Grap +22; Atk +18/+13/+8 melee (2d6+6, crit 19-20/x2, masterwork greatsword), or +11 ranged; Reach 10 ft.; SA harm touch (36 hp; Fort half, DC 20); SQ undying, infravision, fast recovery, fire vulnerability, armored casting; Resist CR 3, DR 4, FR 6, SoR 1; AL OE; Fac Befallen Residents; SV Fort +12, Ref +4, Will +9; Str 22 (19), Dex 11, Con 19 (16), Int 18, Wis 12, Cha 9.

Skills: Channeling +16, Intimidate +21, Knowledge (monster lore [undead]) +8, Knowledge (mysticism) +10, Knowledge (warcraft) +13, Listen +8, Meditation +10, Search +6, Spot +2, Trade Skill (blacksmithing) +13.

Languages: Troll (4), Common (3).

Feats: Brutish, Double Attack, Finishing Blow, Iron Will, Parry, Power Attack, Slam.

Shadow Knight Spells Prepared (mana cost): *Clinging darkness* (3), *feign death* (10), *grim aura* (4), *leach* (12), *lifedraw* (10), *siphon strength* (1), *spook the dead* (2), *vampiric embrace* (5).

Mana Pool: 64.

Undying (Su): If he is killed, Redak simply reforms the next night in Area 2-12 as a greater mummy (see the mummy template in

Realms of Norrath:

Freeport).

After that,

whenever he is



brought to negative hit points, his body reforms here the next night. The only way to permanently destroy Redak is described in "The Ultimate Befallen Quest."

Possessions: Full plate, large bone shield, masterwork greatsword (used 1-H), primitive leather gloves, keyring (wooden key to door into Area 2-1 and smoked glass key to door into Area 3-1).

Redak Brokenskull (buffed with grim aura, lesser shielding, and vampiric embrace): hp 125; Grap +24; Atk +20/+15/+10 melee (2d6+6 and proc [Proc DC 20; +4 damage], crit 19-20/x2, masterwork greatsword); SQ +1 magic saves; Resist CR 3, DR 4, FR 6, MR 4, SoR 1.

Chapter Three: Level Three

The Lords of Death and Marnek Jaull's Lair

The third and lowest level of Befallen is home to the servants and allies of Jaull, as well as his personal sanctum. Only creatures who have proven themselves loyal to Jaull or who receive great hospitality because they have something to offer him are on this level. It is ruled by Jaull himself, though he rarely leaves the safety of his hidden sanctum. The day-to-day running the lowest level of Befallen is left to the Thaumaturge, the senior-most member of the cult of the Burning Dead.

Though a few functions of the Burning Dead's operation are run from the main rooms of this level (such as the guest quarters and library) the most important matters are run from the secret complex to the north. The rest of the level is intentionally designed to be a deathtrap, serving to occupy the most powerful intruders until the Burning Dead can take care of them. It is a last buffer zone, as well as a battleground, allowing Jaull and his servants to fight enemies away from their homes.

3-1. The Chamber of Pain (EL13)

Dark and cold, this room is filled with the smell of death. The long chains, hooks, and torture implements that hang from the walls are caked in a dark, crusty substance. Scattered bones lay about and splattered dark patterns garnish rough-hewn stone on the walls and ceiling.

This area is a rough-walled cave, created when earthquakes shook Befallen. There is no sign of the original marble that lined the walls and floor when this was a simple hallway, though that stone is seen again in the corridor off to the west. Gynok Moltor used this place as his torture chamber when he was lord of Befallen. He installed numerous tools to aid him in extracting information from prisoners, which were common in the first decades of his rule. Rusting implements are bolted to the walls, and dark stains cover the walls and floor. Splattered discolorations cross the

Level Three

Difficulty Level: 12–15.

Entrances: Stairs from Level 2 (Area 2–6); pit trap from Level 2 (Area 2–10); well shaft from Level 1 (Area 1–8).

Exits: None.

Random Encounters: Check once every 20 minutes on 1d20:

- | | |
|-------|---|
| 1–3. | 2d4 Acolytes of Evil (see Appendix One). |
| 4–5. | 1d4 Theurges and pets (see Appendix One; 25% the Theurges will be carrying an iron key for the secret door into Area 3–13). |
| 6. | 1d4 lesser ghouls (see Area 3–6) and 1d2–1 greater ghouls (see Area 3–9). |
| 7. | Vencer Greeneye and pet (see Area 3–5). |
| 8. | Thaumaturge and pet (see Area 3–15). |
| 9–20. | No encounter. |

Detections: None.

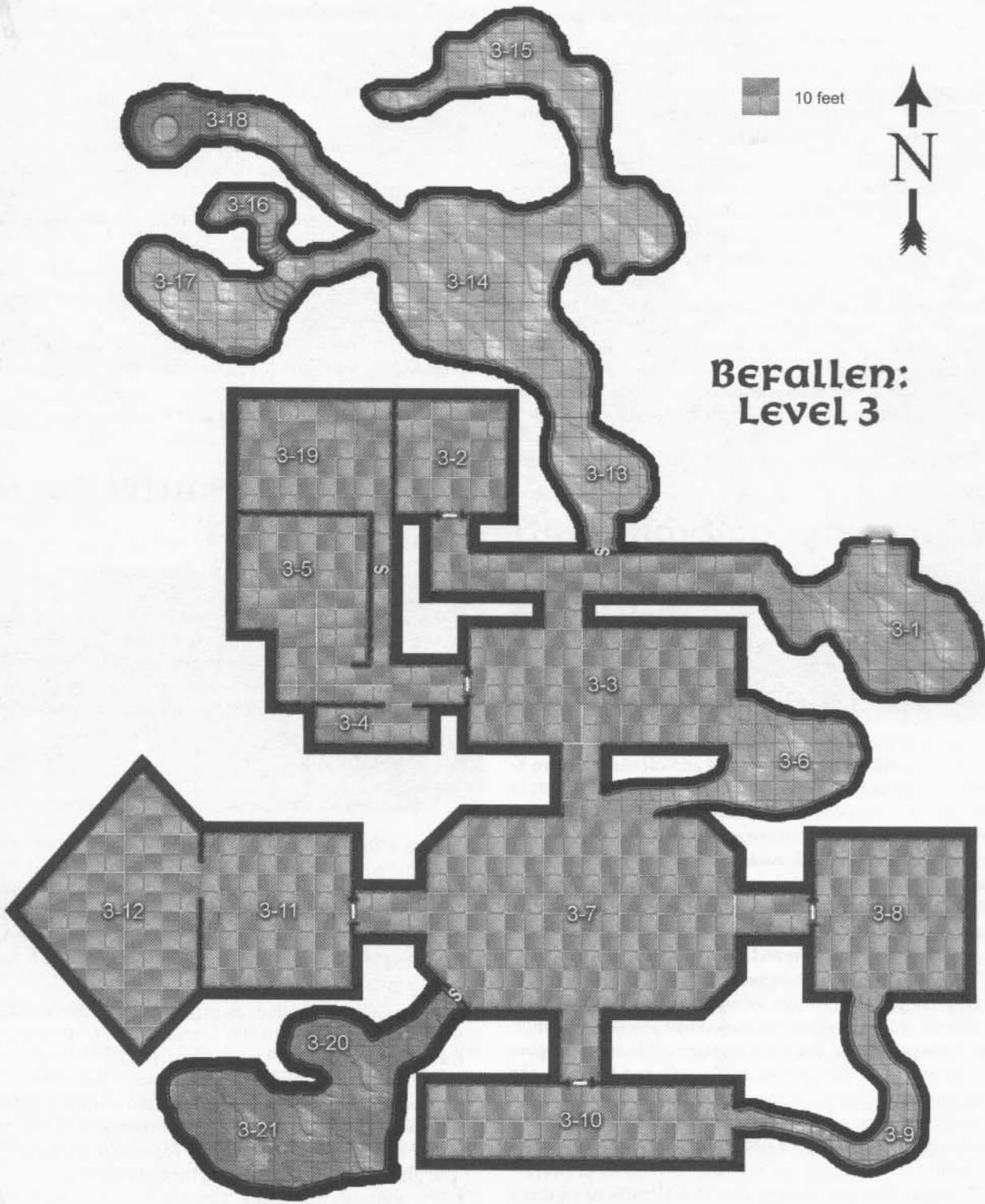
Shielding: None.

Continuous Effects: None.

Standard Features: Unless otherwise noted, all doors on this level are locked and constructed of iron (2 in. thick; Hardness 10; hp 30; Break DC 25, Open Lock (DC 40).

ceiling as well. A few small bones lay scattered in the corners of the room, but they are too old and broken to be identified.

The chains and hooks are enchanted with some of the dark magic that pervades the dungeon, and spring to life if anyone attempts to move through the room without speaking a password. Gynok Moltor set the password, and every creature who has ruled since knows it, as do the members of the Burning Dead who reside on this level (though not guests, guards, or acolytes serving here know the word).



**Befallen:
Level 3**

Chapter Three:
Level Three

To pass safely, a character must say "Death becomes me" in Gnoll. Failing to say the phrase causes 4 sets of chains with hooks, needles, and knives attached to them to animate and attack. These are functionally identical to a type 13 enchanter's pet, using their blades, hooks, and heavy links to deal damage but lacking the magic shield. If one of these guardians is destroyed, the magic of Befallen creates a new one in 2d4 hours.

Tactics: The enchanted chains each attack a single creature and do not switch to a new target until the old one is destroyed. They follow a target anywhere within the dungeon, but cannot leave Befallen.

Treasure: One of the animated chains has a ring of the frost spiders jammed on one of its hooks (Search DC 10, but a check is only allowed if one actively inspects the chains). Although it is impossible to remove while the chain is animate, it easily slips off once the guardian has been destroyed.

"Chain Guardians" (4), type 13 animations: CR 10; Medium-size construct; HD 20d10; hp 110; Init +0; Spd 20 ft.; AC 10 [flat-footed 10, touch 10]; BAB +15; Grap +24; Atk +22/+18/+14/+10 melee (1d8+9, crit x3, hooks and blades) and slam +22 melee (1d6+9 and daze); SA magic attack +5; SQ construct, hardness 15; AL NE; Fac Befallen Residents; SV Fort +6, Ref +6, Will +1; Str 28, Dex 10, Con -, Int -, Wis 1, Cha 1.

Feats: Double Attack, Improved Slam, Slam, Improved Trip.

3-2. Washing Cauldrons (EL11)

This pungent-smelling room appears empty except for two very large vats in the middle of the room. You see a large hole in the ceiling above each vat and a fire pit beneath each vat.

This area was once the washing facility for the Order of Marr's Fist. All laundry was boiled and cleansed in two 8-foot-tall, 10-foot-diameter cauldrons of iron that still sit in the center of the room. Clothes and linens from higher levels were dumped into the room from the sorting facility on Level 2 (Area 2-10, now the Watcher's Hall). Jaull recently had 2 smoldering goos moved into the room to deal with intruders who fall through the trap in Area 2-10, and hopes that Redak Brokenskull may himself fall prey to them, although Jaull knows this is unlikely.

There is a strong, acrid smell that assaults characters as soon as they enter the room, overpowering any other scent. Tattered, soiled, and rotting rags cover the floor, disintegrating if picked up. The cauldrons are cold unless the goos are active, in which case each is nearly red-hot near the bottom. If the characters stay in the room for more than 3 rounds, the goos awaken and begin to sizzle, making the cauldrons sound as if they had some kind of boiling liquid in them.

Tactics: The smoldering goos don't really have many tactics. They do not leave the room, for food tends occasionally to fall into the room from above or foolishly walk in from the hallway. Because far more food falls into the room, each goo sits in one of the two cauldrons, waiting for its next meal. Normally, the goos are in torpor due to long

inactivity and don't act on the 1st round after they have detected prey. On the 2nd round, they attack any moving creature mercilessly, though they do not leave the room under any circumstances.

Goo, Smoldering (2): CR 10; Medium-size ooze; HD 15d10+70; hp 164, 150; Init +2 (Dex); Spd 30 ft., climb 30 ft.; AC 12 [flat-footed 10, touch 12] (+2 Dex); BAB +11; Grap +12; Atk 2 slams +12 melee (2d4+1, plus 1d6 acid, 2d6 heat, and poison); Face 5 ft. by 5 ft.; Reach 10 ft.; SA smoldering touch, poison, improved grab, constrict 2d4+1; SQ smoldering heat, blindsight 60 ft., ooze; AL N; Fac Burning Dead; SV Fort +9, Ref +12, Will +0; Str 12, Dex 14, Con 19, Int -, Wis 1, Cha 1.

Smoldering touch (Ex): 20 points acid damage and 40 points heat damage per round to organic materials and metals; organic or metallic weapons that strike the goo must make a Reflex save (DC 21) or be rendered useless.

Poison (Ex): Slam; Fort DC 21, initial 1d4 temp Con, secondary 2d4 temp Con.

Improved Grab (Ex): To use this ability, a smoldering goo must hit a target with a slam attack. A held opponent can be constricted.

Constrict (Ex): A smoldering goo deals automatic tentacle damage each round to a held opponent, in addition to acid, heat, and poison damage.

Smoldering Heat (Ex): Has acid damage shield (2) and heat damage shield (4) at all times.

3-3. The Small Hall (EL0 or 12 [see below])

It is difficult to see the walls in this room as they are smeared with a smelly, muddy substance. Foul-smelling slime hangs in long strands from the ceiling and small bones lay around on the floor. One clean path down the center of it all reveals the customary checkerboard pattern.

This is the feeding ground of the vortex weaver (see Area 3-7) and ghoulish pack (see Area 3-6). If the characters make any noise, the ghoulish pack sets upon them and attempts to eat them. The vortex weaver does not attack anyone in this room, preferring to fight where it has more space (in Area 3-7), but it does make preparations for combat if it hears conflict here.

The remains of bodies, mostly humanoid but including some animals native to the Commonlands, are scattered throughout the room. A single clean path, 5 feet wide, leads from the northern doorway to the southern doorway. The pathway shows fine marble underneath. Anyone fighting or moving more than half speed anywhere else in the room must make a Balance check (DC 18) or slip and fall prone. The ghouls are used to fighting here and gain a +5 competence bonus to this check. Obviously levitating or flying creatures are unaffected by this condition.

The southeastern corner of the room is obviously broken, leading to a dark cavern.



3-4. Greeneye's Hoard (EL 16)

As you enter this rather dark hallway, you see part of the usual black and white tiles on the walls, but also a section of rough, chiseled stone. A large, dingy tarp lays flung against one wall. Halfway down the corridor you see a brilliant red figure floating in mid-air.

The floating figure is Kodikai, a flighty fiend, who was pressed into service by Vencer Greeneye the ghoulish magus (see Area 3-5, below). Kodikai is ever watchful of the eastern entrance. Vencer used ancient lore to summon the fiend, forcing him to guard three chests, concealed by the dirty tarp, which contain the ghoulish magus' valuables. Vencer doesn't trust Kodikai in the library vault, fearing the fiend will read books while Vencer is away and learn to free himself. Instead, he keeps his chests and Kodikai in the unfinished hallway, away from any of the main passageways of Befallen and the lore in the library.

Kodikai pays attention to the goings on of Befallen as best he can from his vantage. The most relevant facts he is aware of are listed below.

- There is a secret passage in the northern part of this level, and at least two more elsewhere on this level. He knows this because he's overheard gnomes talking about them, but he doesn't know exactly where they are or what's in them.
- Vencer is in the dark vault (Area 3-5), and is an old, wise, and cunning creature who has thrown in with the gnomes that took control of the dungeon.
- There are a few attractive, pointy-toothed female dark elves wandering around this level (see Area 3-8). They visit him sometimes, but he doesn't know what they're doing here.
- He's heard the beating wings of something big and the screams of prisoners it ate (see Areas 3-6 and 3-7), and he has also seen small sparks of light floating about, but doesn't know anything else about these things.
- The most important fact Kodikai knows is the existence of the Befallen commander that serves as the physical embodiment of the dark power of Befallen. He heard a gnome (Jaull, though Kodikai doesn't recognize that name) yelling at Vencer to find a way to steal "the Commander's" power as well as Vencer's response: "the power of Befallen

may inhabit the Commander, but isn't going to be taken from him easily." Kodikai presumes the Befallen commander is in the southern sections of the level (he's right, it's in Area 3–12), but he's not sure of that.

Tactics: Kodikai is bound to defend Vencer's treasure, and won't allow anyone to get any closer to it than halfway down the hall. He always keeps himself between the chests and any interloper. He is also unwilling to allow anyone to cast spells on the treasure chests or affect them in any way. These are magic requirements that are part of his service to Vencer, and no amount of negotiation or bargaining can change them.

Beyond this, however, Kodikai is an almost endearing figure. He loves to fight and kill, of course, as do all his kind. He is remarkably polite, though, and sees no reason for a desire to kill intruders to interfere with having a conversation. If characters are willing to talk to him, and make no move toward the chests, he'll delay fighting them for as long as they like. Kodikai is terribly bored, and more than willing to talk about what he knows of Befallen. If at any time it becomes apparent the characters don't plan to fight Kodikai, though, he'll stop talking about the dungeon until they promise to come try to kill him, although, if he finds the group trustworthy (note his Sense Motive bonus of +26), he'll agree they can do it later if they have pressing business elsewhere.

If fighting begins, Kodikai continues to be polite, but is a no-nonsense killer. He must target anyone near the chests first, but otherwise goes for healers and warriors with ranged attacks. Kodikai ignores other spellcasters unless they prove able to harm him (which many never do). Kodikai cannot leave the chests unattended, so a group that tries to leave without them can easily escape him.

Treasure: There are three chests in the pile Kodikai guards. The first contains 500 gp. The second contains spell research components: a *word of allure*, *word of cloudburst*, *word of the sentient*, *word of haunting*, and a *word of dark paths*. The third contains a quiver of 20 *LarkTwitter* arrows.

Kodikai, Flighty Fiend: CR 16; SZ Medium-size outsider (air); HD 25d8+184; hp 284; Init +5 (Dex); Spd 20 ft., fly 80 ft. (good); AC 28 [flat-footed 23, touch 15] (+5 Dex, +13 natural); BAB +25; Grap +37; Atk claws +35/+30/+25/+20/+15 melee (4d6+18); SQ blindsight 60 ft., damage reduction 20/+3; Resist CR 50, FR 50, MR 30; AL N; Fac Minions of Underfoot; SV Fort +21, Ref +18, Will +16; Str 35, Dex 21, Con 26, Int 10, Wis 16, Cha 10.

Skills: Escape Artist +28, Intimidate +23, Knowledge (local lore [Befallen]) +11, Listen +26, Search +23, Sense Motive +26, Spot +26, Taunt +23, Tumble +17.

Feats: Cleave, Combat Reflexes, Dodge, Flyby Attack, Mobility, Power Attack, Riposte.

3-5. The Dark Vault (EL 12)

The room is filled with the rustling and crinkling of a thousand pages. Inside the room you see wall-to-wall bookshelves filled to the rafters with books, scrolls, and ledgers. The space is pervaded by the moldy smell of rotting paper and the unsettling sound of the sudden shuffling of parchment, as something with skin not unlike the discolored parchment spins to face you.

This is the domain of Vencer Greeneye, a ghoulish magus who serves as the librarian of Befallen. Vencer was drawn to the dark power of Befallen and struck a deal with Jaull to trade his services for the opportunity to study the necromantic energies of the dungeon. Jaull set Vencer to the task of discovering how to restore him to his former glory, though Vencer has yet to make much progress. The ghoulish is here nearly all the time, though he occasionally travels the lower level to test some theory. If Vencer was not encountered and dealt with elsewhere, he is here.

The walls of this room are lined with dark wooden bookcases, many cracked and rotting. Every shelf is crammed with books of all shapes and colors, and more books are piled in short stacks in front of each case. A thick smell of paper mold, decaying leather, and dust fills the room, and any breeze sets the book pages rustling.

Tactics: If Vencer hears a commotion outside his vault, he casts *sight graft* on his skeletal pet and sends it out to look around. If it encounters intruders engaged in combat, it aids in the attack. Otherwise, it fights only if given no choice, and leads the intruders away from Vencer's location, likely toward Area 3–6 or 3–7. Vencer immediately replaces a destroyed pet and casts *shielding* and *deadeye* on himself.

When confronted directly, Vencer uses his pet to keep the most dangerous melee fighter away, and employs *fear* and *engulfing darkness* on warrior-types (who are likely to have poor Will saves) and *shock of poison* on obvious arcane spellcasters. Divine spellcasters he targets with *siphon life*—he assumes they keep themselves healed, and are thus a good source of hit points for himself. Vencer uses physical attacks only as a last resort.

Vencer is an old and cunning ghoulish, and has learned more than most of his kind. He is unwilling to negotiate with intruders, however, for he fears Jaull far more than death itself. Besides, Vencer is convinced that if he is killed within Befallen he will rise again 30 days later, recreated by the power of the dungeon.

As it happens, he is wrong.

Treasure: Most of Vencer's personal valuables are kept in the three chests in Area 3–4.

The books in the vault contain the greatest works of the Burning Dead. Though most are simple primers on arcane knowledge with no particular value, there are spellbooks here with one or two spells each. Only necromancer and shadow knight spells can be found here. There are a total of 5 spells of level 6, 10 spells of level 5, 10 level 4, and 12 each of level 1 through 3 spells. The GM may determine these spells randomly, or choose specific spells to be present.

Searching through spellbooks is a time-consuming, laborious process. Any character searching for spells must make a Search check (DC 15); to find the amount of time required for each check, subtract the Search check result from 30 and multiply the result by 10 minutes (minimum 10 minutes). A character cannot take 20 on this check.

Vencer Greeneye (ghoulish magus): CR 12; Medium-size undead; HD 12d12; hp 78; Init +2 (Dex); Spd 30 ft.; AC 18 [flat-footed 16, touch 12] (+2 Dex, +6 natural); BAB +6; Grap +7; Atk slam +7/+2 melee (1d6+1); SA spell-like abilities, rebuke undead (5/day); SQ undead, infravision, damage reduction 15/+1, turn resistance +2; AL OE; Fac Burning Dead; SV Fort +4, Ref +8, Will +11; Str 13, Dex 14, Con —, Int 24, Wis 12, Cha 14.

Skills: Channeling +25, Hide +8, Knowledge (monster lore [undead]) +22, Knowledge (mysticism) +22, Listen +10, Meditation +22, Search +12, Spellcraft +19, Spot +10.

Languages: Common (5), Elvish (5), Dragon (4), Teir'Dal (4).

Feats: Alertness, Extend Spell-Like Ability, Heighten Spell-Like Ability, Iron Will, Lightning Reflexes, School Specialization (conjunction), Skill Talent (Channeling), Spell Focus (conjunction).

Spell-Like Abilities (mana cost): *Animate dead* (33), *deadeye* (6), *engulfing darkness* (10), *fear* (7), *shadow compact* (2), *shielding* (8), *shock of poison* (17), *sight graft* (2). As the spells cast by a 12th-level necromancer.

Mana Pool: 168.

Possessions: Iron key for the secret door into Area 3–13.

Vencer Greeneye (buffed with *deadeye* and *shielding*): hp 90; AC 22 [flat-footed 20, touch 12] (+2 Dex, +6 natural, +4 armor); SQ +1 magic saves, see invisible; Resist MR 6.

Vencer's Skeletal Companion (1), Type 6: CR –; Medium-size undead; HD 10d12; hp 67; Init +0; Spd 30 ft.; AC 18 [flat-footed 16, touch 10] (+6 natural, +2 shield); BAB +5; Grap +8; Atk +8 melee (1d8+3, crit 19–20/x2, longsword), or +6 melee (1d8+3, crit 19–20/x2, longsword) and slam +6 melee (1d4+3); SA magic attack +2; SQ damage reduction 10/+1, SR 14, immunities, infravision, see invisible, undead; AL N; Fac none; SV Fort +2, Ref +2, Will +5; Str 17, Dex 11, Con –, Int 4, Wis 9, Cha 1.

Skills: Listen +7, Spot +7, Taunt +6.

Immunities (Ex): Skeletons are immune to cold damage and take only half damage from slashing or piercing weapons.

3-6. Lesser Ghoul Nest (EL 12)

Unlit and unsettling, this room is close and quiet, and pitch black. The floor is strewn with rubble, making footing treacherous, and the cracked walls beside you are lined with dirty rags. Something lives here — you can hear something moving in the darkness.

This is the nest of the lesser ghouls of Befallen; there are 8 here when the PCs arrive. Full stats for ghouls appear in *Realms of Norrath: Freeport*, but all of the information required to run them for this adventure is included in their stat block below.

The ghouls try to ambush any group that enters here, though if the foul creatures hear the PCs moving through the dungeon before they get here, they attack in Area 3–3 instead, as noted in that area. If the PCs have already proven they can destroy a large number of ghouls (most likely to happen if they reach Area 3–18 or are attacked in Area 3–3), the lesser ghouls here hide if possible. If discovered, they flee to Area 3–9, running through 3–7 and 3–10.

The footing in this room is unstable; any creature that moves more than half speed or engages in melee combat must make a Balance check (DC 13) or fall. However, the ghouls gain a +8 competence bonus to this check since they are totally familiar with their lair. Further, because of the

numerous areas to hide and the cramped quarters, any creature making a Hide check in this room gains a +4 circumstance bonus.

The chamber itself is a ravine created years ago by earthquakes. It is entirely unlit and filled with bones and rubble. Crevices line the walls and floor and mounds of dirty rags and dirt are piled randomly throughout the room.

Tactics: The lesser ghouls are not great tacticians, with little planning other than to use surprise, superior numbers, and opponents' bad footing to overwhelm their foes. If given the chance to set up an ambush, the ghouls climb up and hide high on the walls and the ceiling, giving them an additional +4 circumstance bonus to their Hide checks against any Spot checks not specifically made to check the ceiling. The ghouls drop down to surprise their targets, attacking those foes who do the most damage each round and ignoring opponents they have neutralized to concentrate on survivors.

Treasure: Buried under one of the piles of rags and bone is a set of *bone legplates*, naturally camouflaged by the scattered bits of skeleton lying about (Search DC 19; this check requires 6d10 minutes).

Lesser Ghouls (8): CR 6; Medium-size undead; HD 8d12; hp 64, 63, 60, 55, 54, 52, 47, 40; Init +3 (Dex); Spd 30 ft., climb 20 ft.; AC 19 [flat-footed 16, touch 13] (+3 Dex, +6 natural); BAB +4; Grap +7; Atk 2 claws +7 melee (1d8+3 and paralyzing touch); SA paralyzing touch; SQ undead, damage reduction 15/+1, infravision, perceive invisible, scent; AL NE; Fac Befallen Residents; SV Fort +2, Ref +6, Will +12; Str 17, Dex 17, Con –, Int 8, Wis 16, Cha 14.

Skills: Climb +11, Hide +13, Listen +19, Search +7, Sneak +13, Spot +18.

Feats: Toughened.

Paralyzing Touch (Su): Claw, Fort save (DC 16) or be paralyzed for 1d4 rounds.

3-7. The Hall of Wind (EL 15)

Upon entering this hall, you immediately notice that the usual black and white checkerboard floor is marbled through with shiny silver and gold veins. You see a grand balcony above you and the vaulted ceiling still bears a few tiles from a long-destroyed mosaic mural. The cleanliness of this once-grand room is ruined by the foul odors wafting in from the other filth-filled rooms and by a few slime smudges across the floor.

On the balcony above the hallway to Area 3–7 sits Sturmwind the vortex weaver. This strange creature is an ally of Jaull's, and keeps most of the other creatures of the lower level in line when Jaull and the Thaumaturge are busy elsewhere. In return, Jaull keeps Sturmwind well fed and gives it an occasional plaything captured from the Commonlands. Sturmwind is lazier than most of his race, satisfied with the security of this arrangement. He is still a vicious creature, however, and enjoys causing pain and damage. He is unlikely to bargain unless a party has proven it has destroyed the Thaumaturge or Jaull, in which case

Sturmwind offers to trade his treasure (which he claims is hidden) in return for his freedom.

This chamber was once the great hall of the Order of Marr's Fist. It has a vaulted ceiling 30 feet high, covered in dull colored tiles that are the remains of a glorious mural. Columns of basalt are set against the white marble walls, and the floor has a chessboard pattern of black and white marble, streaked with veins of gold and silver. A 10-foot-wide balcony runs all the way around the room, 20 feet from the floor, going over doorways and doors. A few smudges of slime are drizzled across the floor, but it looks clean otherwise. The smell from areas 3-3 and 3-6 is still strong here.

The secret door that leads to Jaull's quarters (Areas 3-20 and 3-21) is well concealed (Search DC 25) and locked with an amazing quality lock (Pick Lock DC 30). Only Jaull has a key to the door.

Tactics: If he can at all avoid it, Sturmwind fights only here in the hall of winds, since he prefers room to maneuver. Even here, Sturmwind doesn't fly unless forced to do so, instead staying on the balcony and maintaining half cover (+4 AC, +2 Reflex saves) from targets below while raining spells down upon them. If he has time to prepare, he always has his defensive buffs up, and if not he uses his Quicken Spell-Like Ability feat to put them up quickly.

Against targets that don't seem much threat, Sturmwind uses *dizzying wind* attacks because they're cheap. More dangerous foes earn a Quickened *dizzying wind* (costing 28 mana) against the target with the best ranged attack, as well as *energy storm* on the most clumped group. The vortex weaver only resorts to melee attacks if pressed, and is likely to use *lesser summoning: air* to give him a pet to assist him if under attack.

Treasure: Sturmwind has collected some trophies over the years, all of which are kept in his balcony nest. These include four diamonds (worth 200 gp each), a *golden veil*, a *box of nil space*, an *idol of the underking* and a *gypsy lute*.

Sturmwind (vortex weaver): CR 15; Large magical beast; HD 16d10+80; hp 167; Init +9 (Dex); Spd 10 ft., fly 60 ft. (good); AC 26 [flat-footed 17, touch 18] (-1 size, +9 Dex, +8 natural); BAB +16; Grap +24; Atk bite +24/+19/+14/+9 melee (2d6+6); Face 15 ft. by 5 ft.; Reach 5 ft.; SA knockdown, snatch, spell-like abilities; SQ damage reduction 20/+3, SR 20, sonic immunity, blindsight 150 ft., easy flight, air mastery, Greater Specialization (evocation); Resist CR 25, ER 25, MR 25; AL NE; Fac Burning Dead; SV Fort +15, Ref +19, Will +10; Str 19, Dex 29, Con 20, Int 22, Wis 20, Cha 9.

Skills: Channeling +24, Hide +11, Listen +20, Meditation +25, Spot +20.

Feats: Dodge, Flyby Attack, Heighten Spell-Like Ability, Improved Dodge, Mobility, Parry, Quicken Spell-Like Ability, School Specialization (evocation), Spell Focus (evocation), Weapon Finesse (Bite).

Spell-Like Abilities (mana cost, modified for Greater Specialization [evocation] and *air mastery*): *Bonds of force* (6), *cast force* (9), *dizzying wind* (7), *energy storm* (13), *fury of the air* (13), *greater shielding* (20), *guard* (7), *inferno shield* (20), *lesser summoning: air* (33), *scale of wolf* (5). As cast by a 16th-level caster.

Mana Pool: 192.

Knockdown (Ex): With successful bite attack, free trip attack against Large or smaller (free action; no touch attack required, doesn't provoke attacks of opportunity, opponent can't trip in return).

Snatch (Ex): As improved grab ability, against Tiny or smaller creatures only.

Air Mastery (Ex): The effects of *bonds of force*, *cast force*, *dizzying wind*, *fury of the air*, *guard*, and *scale of wolf* are accomplished through air manipulation; as a result, whenever these spells' descriptions normally have the [magic] descriptor, treat them as if they did not (thus magic resistance will not offset the damage).

Sturmwind (buffed with *greater shielding*, *guard*, and *inferno shield*): hp 192; AC 32 [flat-footed 23, touch 18] (-1 size, +9 Dex, +8 natural, +6 armor); SQ +1 fire saves, +2 magic saves, damage reduction 20/+3 and 10/-, damage shield (4); Resist CR 25, ER 25, FR 6, MR 31.

3-8. The Emissaries of Mayong (EL 11)

When PCs are outside this room, read the following description.

Beyond this simple wooden door, you hear the musical sounds of several women talking and laughing together.

The women's voices are speaking in Ancient Teir'Dal, if any of the PCs can recognize that tongue. (The topic of their discussion is left to the GM.)

When any PCs enter this room, read the following description.

As you enter this room, worn but luxurious relative to most of the rest of this festering dungeon, well-appointed with bedroom furniture, you notice the floor is made of a shiny black stone. Four stunningly beautiful dark elf women look up, cease their conversation and regard you quizzically. One of them flashes a dazzling smile and rises from her chair.

"We expected you three days ago," she announces in a vibrantly accented Common tongue.

The room is currently occupied by four will sappers, a breed of appealing dark elf vampires in service to the vampire Mayong Mistmoore. The four undead beauties, called Annalure, Kadienne, Mindara, and Vidarye, are here to offer an alliance between Mistmoore and Jaull. Jaull has no desire to see them until he's at full strength, but doesn't want to anger Mistmoore until that time either. So far, Jaull has put off seeing them for a month, and, having the patience of the unliving, they'll wait many more months if need be.

The will sappers are hungry, as Jaull feeds them only rarely. They're under orders from Mistmoore not to upset Jaull, so as long as they think the PCs are his agents, they'll be friendly. They don't feed on any of the residents of Befallen, but if they encounter obvious intruders the ladies' hunger drives them to attack.

However, the cunning creatures are not reckless. Once they suspect they are dealing with outsiders, though, as long

as they are not attacked by the PCs, the will sappers will play along, attempting to draw the strangers into the room with them so as to size up their meal before attacking. The will sappers will pretend they were expecting the characters and that the characters are here to receive a letter from them to take back to "the Freeport contact." Annalure will ask the characters to wait while she pens the report while the other will sappers small talk with the party. The scene can be role-played or simply decided using a Sense Motive check opposed by a Bluff check from Annalure. Once the will sappers believe they have identified their best tactics and positioned themselves near their targets, they will attack in unison.

This chamber used to be the priests' quarters of the Order of Marr's Fist. Now it serves as a guest room for Jaull to keep visitors that are not entirely unwelcome, but about whom he is unsure what to do. There are four simple beds here, one large table, four wooden chairs, two wardrobes, and two upholstered chairs set about the room, all in worn but respectable condition. The walls and ceiling have been stripped of marble (used to restore other areas of Befallen), but the floor is covered in fine, polished, black basalt. A wide crack in the south wall leads into a dark, narrow cavern, where two greater ghouls nest (Area 3-9). The ghouls are supposed to watch the will sappers, but in fact have become sufficiently enamored with the lithe vampires that they spend little time keeping track of the will sappers' movements.

Tactics: The will sappers work in teams, always flanking a target and having one attack with a rapier while the other seeks to drain Wisdom with a sapping touch. They attack obvious necromancers and clerics first, then move on to elves (including dark elves), and then anyone who is particularly effective in combat.

If victorious, the will sappers might agree to let defeated foes live (if all the will sappers have already fed on at least 2 points of Wisdom each, that is), in return for information about Befallen's defenses (as Mistmoore also wants them to act as spies, and they've been kept here in the lower level).

Treasure: The only objects of value here are those carried by Annalure.

Will Sappers (3): CR 8; Medium-size undead; HD 16d12; hp 113, 106, 100; Init +5 (Dex); Spd 50 ft. (Swift); AC 18 [flat-footed 13, touch 15] (+5 Dex, +3 natural); BAB +8; Grap +10; Atk +13/+9 melee (1d4+2, crit 15-20/x2, rapier) or touch +10/+6 melee (will sap); SA will sap; SQ undead, life sight, infravision, ultravision, daylight affliction; AL DE; Fac Mayong Mistmoore; SV Fort +5, Ref +10, Will +11; Str 15, Dex 21, Con -, Int 10, Wis 12, Cha 17.

Skills: Climb +11, Hide +15, Listen +16, Search +6, Sneak +15, Spot +16, Tumble +9.

Feats: Dodge, Improved Critical (rapier), Improved Dodge, Mobility, Swift, Weapon Finesse (rapier).

Will Sap (Su): Touch, Fort DC 18; 1d4 points of permanent Wisdom drain, then Will DC 18 or *stunned* 1d4 rounds.

Life Sight (Su): See living creatures within 60 feet, even if such creatures are invisible or hidden behind nonliving objects. This cannot penetrate illusions, but does allow the will sapper to know whether an illusion covers a living creature.

Annalure, Will Sapper: CR 8; Medium-size undead; HD 16d12; hp 111; Init +5 (Dex); Spd 50 ft. (Swift); AC 18 [flat-footed 13, touch 15] (+5

Dex, +3 natural); BAB +8; Grap +10; Atk +14/+9 melee (1d4+4, crit 17-20/x2, *crysknife*) or touch +10/+6 melee (will sap); SA will sap; SQ undead, life sight, infravision, ultravision, daylight affliction; AL DE; Fac Mayong Mistmoore; SV Fort +5, Ref +10, Will +11; Str 15, Dex 21, Con -, Int 14, Wis 13, Cha 20.

Skills: Bluff +12, Climb +10, Diplomacy +9, Hide +13, Listen +16, Search +8, Sneak +13, Spot +16, Tumble +9.

Feats: Dodge, Improved Critical (*crysknife*), Improved Dodge, Mobility, Swift, Weapon Finesse (*crysknife*).

Possessions: *Guardian choker*, *crysknife*, hilt of the *dagger of Marnek* (used in the "Dagger of Marnek" quest, and worthless without the blade).

3-9. The Greater Ghoul Nest (EL 13)

As you ease through the small opening, you see that the floor of this crevice is hard-packed earth and the walls are rough and uneven. Ruined tapestries hang haphazardly on the walls, and piles of rags dot the floor.

This is the nest of the greater ghouls of Befallen. (Full stats for ghouls appear in *Realms of Norrath: Freeport*, but all of the information required to run them for this adventure is included in their stat block below.) There are only 3 greater ghouls in the dungeon, and they all spend the majority of their time here. They are supposed to be watching the will sappers in Area 3-8, but have been convinced by those comely undead to only check in every day or so. The ghouls just lurk within their tunnel, for the most part, waiting for lesser ghouls to bring them prey or for Vencer Greeneye (see Area 3-5) to send them on some task outside Befallen.

The ghouls do not assist if they hear fighting elsewhere, as they care little for others, even their servants and masters. Only if intruders invade their lair do they stir themselves, in which case they attack mercilessly, fighting until destroyed.

A narrow tunnel runs from the east wall of Area 3-10 to the south wall of Area 3-8. The tunnel is rough, ranging from 5 to 10 feet wide, with the ceiling ranging from 6 to 10 feet high. It is clear of rubble and the floor has been leveled with packed earth. There are several piles of rags and hides scattered throughout the tunnel, and a few ruined tapestries have been tacked up over the uneven walls. A few gnawed, rotting bodies are scattered across this area, one covered in rusted armor (see Treasure).

Tactics: These ghouls are too secure in the safety of their lair to have prepared any traps or poisons as is their wont elsewhere. If forced into a fight, they stand fast at one end of their tunnel, forcing foes to come at them one or two at a time. If they have warning of invaders, perhaps from a lesser ghoul that escaped here after fighting the PCs, the ghouls might use ambush tactics and the considerable stealth to pick off one or more PC spellcasters at an opportune time. If possible, they do this at one of the bends in the tunnel, so they can stay out of sight of any spellcasters (or at least get some cover from them). If any lesser ghouls

or mindless undead are nearby they rush to assist the greater ghouls, who immediately send these pawns to harry clerics and necromancers in favor of other targets.

Treasure: The body in rusted armor is wearing *rusty spiked shoulderpads* and a *braided cinch cord* (Search DC 14 to find these items).

Greater Ghouls (3): CR 11; Medium-size undead; HD 15d12; hp 112, 104, 99; Init +4 (Dex); Spd 30 ft., climb 30 ft.; AC 24 [flat-footed 20, touch 14] (+4 Dex, +10 natural); BAB +7; Grap +12; Atk 2 claws +13 melee (1d8+6 and paralyzing touch); SA paralyzing touch; SQ undead, damage reduction 20/+2, infravision, perceive invisible, scent; AL NE; Fac Befallen Residents; SV Fort +5, Ref +9, Will +14; Str 21, Dex 19, Con -, Int 18, Wis 21, Cha 18.

Skills: Climb +13, Hide +22, Listen +28, Search +12, Sneak +28, Spot +22.

Feats: Power Attack, Toughened, Weapon Focus (claw).

Paralyzing Touch (Su): Claw, Fort save (DC 21) or be paralyzed for 1d4 rounds.

3-10. Empty Guest Room (EL10)

This is a clean, well-lit and pleasant bedroom. The beds, tables, and chairs are clean and recently tidied. The walls gleam with black and white marble and tapestries decorate the space. You see no sign of any occupants.

This is a large, unused room kept for the few guests Marnek Jaull wishes to show hospitality to. It has four wooden bunk beds, two small tables, four sitting chairs, two empty foot chests, two empty wardrobes, and a fine woven carpet on the floor. The walls have been restored so they gleam with black marble. Tapestries cover all the walls, hiding all the imperfections of the walls except one obvious crack in the eastern wall. This crack leads to a crevice created during the earthquakes that rocked the first days of Befallen's rule by Gynok Moltor.

The greater ghouls will not interfere with guests staying here, for fear of repercussion from Marnek Jaull.

Treasure: The floor carpet is worth 500 gp, although it is fully 10 feet wide and 40 feet long and weighs 50 pounds. There are eight tapestries, each half the size and weight of the carpet and worth 100 gp.

3-11. Commander's Antechamber (EL 9)

You notice immediately that dirt has sifted down through the cracked and decayed ceiling, forming piles on the floor. The wooden planks on the floor are broken and creak beneath your feet. The scent of dust and dry, moldering fabric fills the air. A few broken weapons lie scattered about the floor. Four armored skeletons, each easily with the stature of a mighty barbarian warrior, stand silent guard near the door on the far side leaning upon 8-foot-long swords.

The 4 dark skeletons allow other undead to pass freely through the room, as well as Jaull and the Thaumaturge. Any other creature not escorted by one of those two necromancers is summarily attacked upon entering the room. The Thaumaturge makes regular trips to take acolytes to and from the war room.

This large room serves as an antechamber to the Commander's war room (Area 3-12). The walls are cracked and worn, with little of the original marble remaining. Dirt trickles down from the ceiling every few minutes, and there is a dry smell of ancient dust in the air.

Tactics: The 4 dark skeletons attack anyone who tries to cross the room without an escort. They make no effort to pick particular targets, simply attacking the nearest foe each round. They fight until destroyed or until given different orders by the Befallen Commander (see Area 3-12). Any target that flees is chased by 2 of the skeletons, which will pursue foes throughout the level but do not go up to Level 2. The other 2 skeletons (if they remain) will stay here on guard.

Sounds of fighting here will rouse the Befallen Commander at once, who will arrive on the 4th round of combat (see "Tactics" in Area 3-12).

Dark Skeletons (4), Type 7: CR 6; Large undead; HD 12d12; hp 89, 80, 77, 73; Init +0; Spd 20 ft. in armor, 30 ft. base; AC 19 [flat-footed 19, touch 9] (-1 size, -1 Dex, +6 natural, +5 chainmail); BAB +6; Grap +14; Atk +10 melee (2d8+6, crit 19-20/x2, Huge greatsword); Reach 10 ft.; SA magic attack +2; SQ damage reduction 10/+1, SR 15, immunities, infravision, see invisible, undead; AL OE; Fac Befallen Residents; SV Fort +4, Ref +3, Will +7; Str 19, Dex 9, Con -, Int 6, Wis 9, Cha 1.

Skills: Listen +9, Spot +9, Taunt +9.

Feats: Weapon Focus (greatsword).

3-12. The Commander's War Room (EL 15)

Read the following shaded text only if the Befallen Commander has already been encountered and defeated elsewhere.

Your eyes are drawn immediately to the cracked and flaky map painted on the floor of this room. On the surrounding walls are dozens more maps on parchment, tattered, faded and rotting. The smell of decay is overwhelming and a chill fills the air. Out of the corner of your eye you notice a movement: several small, dark-robed figures stand gesturing in the corners of the room.

Read the shaded text on the following page only if the Befallen Commander has not already been encountered, as soon as any character opens the door.

Your eyes are drawn immediately to a desiccated corpse sitting at a desk across the room, mouth agape, frozen in the throes of death's agony. The tabard on the skeletal body is long since decayed, revealing glittering glimpses of gold beneath it. The sunken eyes stare ahead, unseeing and dead. With a dusty gasp and a jerk, though, a flare of orange light awakens in the empty sockets, and the figure rises with terrible purpose from its chair, causing the floor to creak in the deafening silence. Out of the corner of your eye, you notice other movement, as well: small, dark-robed figures stand in the corners of the room.

Jaull has 4 'type A' acolytes (see Appendix One) stand watch in this room at all times, spies who are to do nothing to harm the skeletal commander, but who report its every movement. Normally the Befallen Commander doesn't move at all, staring at the far door with dead, unblinking eyes. Only when it hears or sees intruders, creatures who do not live in Befallen, does it act, immediately setting about to kill the interlopers.

The Befallen Commander is a special form of risen commander — once the commander of the Order of Marr's Fist, now corrupted into performing but a mockery of its previous duties. It does not have a typical risen commander's normal ability to raise a legion (as the source of its powers already animates every dark undead within the dungeon). It does, however, have an undying trait similar to that of a mummy. The power of Befallen's dark magic at first made the commander much more potent than he is now, but the cursed magic could not maintain its focus, being still divided among several of Befallen's former leaders. He remains a formidable foe, however.

A map of the stronghold (without any of the secret rooms or new caverns) is painted on the floor in cracked, stained paint, and maps of the surrounding mountains hanging on the walls, tattered parchments that are now rotten and fading. Brackets on the walls have scraps of rust and leather that were once trophies and weapons taken by the holy order in battle. There is a strong smell of decay here, and a chill fills the room no matter what is done to warm it.

Tactics: If the Befallen Commander hears fighting in the antechamber (Area 3-11) it immediately begins to buff itself. It uses the 4 acolytes present as targets for its *abduction of strength*, *shroud of hate* and *shroud of pain* spells, and they willingly fail their saves (for fear of angering the commander and being killed). Once fully buffed, the Commander moves to the antechamber and engages the PCs. It always uses its harm touch when it's available, and keeps its terrifying aura active. Otherwise, the Commander attacks whatever target shows itself to be the greatest threat, and directs any remaining skeleton guards or acolytes to harry other foes (which they do without hesitation).

If attacked from surprise, the Commander uses its buffing spells on the most effective enemy fighters in the first rounds, attempting to steal their combat skills. If this proves ineffective after 2 rounds, it stops trying to cast and simply hammers its opponents one at a time until they fall. It cannot be bargained with or talked to, as it flies into a rage as soon as it sees an enemy.

Treasure: All items of value in this room are on the Befallen Commander.

Befallen Commander (corrupted risen commander): CR 15; Medium-size undead; HD 22d12; hp 136; Int +2 (Dex); Spd 20 ft. in armor, 30 ft. base; AC 28 [flat-footed 26, touch 12] (+2 Dex, +7 natural, +9

armor); BAB +11; Grap +18; Atk +20/+15/+10 melee (2d6+11, crit 19-20/x2, *Combine claymore*); SA terrifying aura, harm touch, spell-like abilities; SQ undead, undying, damage reduction 20/+3, SR 20, rage, immunities, infravision, see invisible; Resist AR 20, ER 20, FR 20, MR 20, SoR 20; AL DE; Fac none; SV Fort +7, Ref +9, Will +14; Str 25 (23), Dex 14, Con —, Int 15, Wis 12, Cha 13.

Skills: Channeling +13, Jump +17, Knowledge (warcraft) +10, Listen +11, Meditation +13, Ride +13, Spot +11, Taunt +12, Undead Empathy +6.

Feats: Cleave, Combat Reflexes, Double Attack, Finishing Blow, Great Cleave, Mounted Combat, Parry, Power Attack, Ride-By Attack, Weapon Focus (greatsword).

Terrifying Aura (Su): At will, 10-foot radius (free action); as *invoke fear* (Will negates, DC 24). A creature that saves cannot be affected by the Commander's aura for 24 hours.

Harm Touch (Su): Once every 2d4 rounds, as shadow knight (66 hp; Fort half, DC 23).

Spell-Like Abilities (mana cost): *Abduction of strength* (1), *banshee aura* (10), *scream of death* (0), *shroud of hate* (10), *shroud of pain* (17). As 18th-level caster.

Mana Pool: 72.

Undying (Su): Even if brought to negative hit points, the Commander's body reforms the next night in Area 3-12. The only way to permanently destroy it is described in "The Ultimate Befallen Quest."

Rage (Ex): The instant it is damaged in combat, the Commander gains a +4 bonus to Strength until either it or its foes are dead.

Immunities (Ex): Skeletons are immune to cold damage and take only half damage from slashing or piercing weapons.

Possessions: *Combine greatsword, golden mail of Marr* (see sidebar).

Befallen Commander (buffed with rage ability, *abduction of strength*, *banshee aura*, *shroud of hate*, and *shroud of pain*): AC 31 [flat-footed 29, touch 15] (+2 Dex, +7 natural, +9 armor, +3 unnamed); Grap +25; Atk +27/+22/+17 melee (2d6+18, crit 19-20/x2, *Combine claymore*); SQ damage shield (3); Str 34.

Golden Mail of Marr

Description: This gleaming golden suit of chainmail was once a sign of station worn by the commander of the Order of Marr's Fist.

Powers: This armor is the equivalent of +4 *chainmail*. Any paladin who wears the armor is considered to be 2 caster levels higher than normal for purposes of calculating mana pool, penetrating spell resistance, and all other applications or functions of caster level, except for gaining access to any higher level spells than allowed by the paladin's class level.

Golden Mail of Marr (AC +9, max Dex +3, check -4; hardness 14, 19 hp, Break DC 26)

Str +2, disease resistance (8), poison resistance (8), disease save +2, poison save +2.

Bonus Types: None.

Caster Level: 12th.

Market Price: 57,700 gp.

Slot: Body.

Weight: 35 lbs.

3-13. Befallen's Throne (EL12)

The secret door that leads to this room is not particularly well concealed (Search DC 20), as the foot traffic through the door marks the corridor outside to a trained eye. However, it has an intricate lock (Pick Lock DC 30). Only Vencer Greeneye (Area 3-8), the Thaumaturge (Area 3-19), and some Theurges (25%) have the iron keys to the door.

Once the door is open, read the following.

Dark and dripping, this room smells strongly of mold and rot. You can just make out a studded wooden chair bearing manacles at the hands and feet, for a tiny light appears to flit about the arms of the chair.

Sitting in the wide space just north of the secret door is a chair of black wood, iron, and leather. It has no padding, and large rivets cover the seat and back, making it painful to sit in. Manacles are set into the arms and feet of the chair, obviously designed to hold its occupant hostage. A pack of corrupted willowisps reside in this chamber, and they try to lure the unwary into sitting in the chair. They flit about the chair and land on it, circling the manacles and dancing between characters in armor and the chair. If a target does sit in the chair, or if it becomes obvious no one will, the willowisps attack. (See "Tactics" below.)

This chair is the "Throne of Befallen," built by Gynok Moltor when he was first lord of the place. Through it, Gynok could communicate, albeit roughly, with the dark energy that has cursed this place. The communication was almost entirely one-way, with Gynok receiving visions of pain and suffering to indicate what the dark force wished him to do. It was through these visions that Gynok knew to bring new bodies into this place, and because of his obedience the undead of Befallen obeyed him in turn.

No lord of Befallen has used the Throne since Gynok was replaced, but it still functions. If anyone other than the creature Befallen has chosen to rule (i.e., currently, the Befallen Commander or Marnek Jaull) sits in the chair, the throne deals to that creature 1d10 points of damage and drains 1d10 mana each round, no save. Additionally, the chair's manacles grab anyone who sits in it (attack bonus +20, grapple bonus +20); once an opponent is grappled and held, the manacles lock, thereafter requiring a Strength check (DC 25 for the victim in the chair, 23 for those standing beside it), an Escape Artist check (DC 30), or an Open Lock check (DC 30) to get free. (Treat the throne as a CR 4 trap.)

The secret compound itself is made of natural rock and stone, revealed when earthquakes shook Befallen. The entire complex is dark and unlit, with water dripping from the ceiling onto the damp floor. The floors and walls are uneven, but not enough so to make movement difficult. A moldy smell fills the room, like bread and cheese that have been left out for far too long.

Tactics: The willowisps (see "Spiritling" in *EverQuest: Monsters of Norrath*) are cowards and do not fight to the death. They flee if overpowered, escaping into tiny holes

found throughout the walls of Area 3-13. If a group attempts to rest near the throne, or to sneak up on Area 3-14, the willowisps return to harry and reveal them.

Corrupted Willowisps (4): CR 8; SZ Fine fey; HD 8d8+8; hp 34, 31, 27, 26; Init +9 (Dex); Spd fly 40 ft. (perfect); AC 31 [flat-footed 22, touch 27] (+8 size, +9 Dex, +4 natural); BAB +4; Grap -10; Atk slam +21 melee (1d3+3 and shocking touch); Face 1/2 ft. by 1/2 ft.; Reach 0 ft.; SA shocking touch; SQ damage reduction 50/+1, SR 16, immunities, rage; Resist AR 5, CR 5, FR 5, MR 20, SoR 5; AL DE; SV Fort +3, Ref +15, Will +8; Str 15, Dex 29, Con 13, Int 6, Wis 14, Cha 10.

Skills: Bluff +9, Hide +8, Knowledge (nature) +3, Listen +10, Search +6, Spot +9, Tumble +14, Wilderness Lore +3.

Feats: Dodge, Flyby Attack, Mobility, Power Attack, Weapon Finesse (slam).

Shocking Touch (Ex): Touch or slam, 3d6 electricity. They may use this effect when grappled, dealing electricity damage automatically each round.

Immunities (Ex): Immune to diseases, electricity, energy drains, mind-affecting spells or effects, subdual damage, and stunning effects.

Rage (Ex): The instant it is damaged in combat, a corrupted willowisp gains a +4 bonus to Strength and Constitution until either it or its foes are dead.

Corrupted Willowisps (buffed with rage ability): hp 50, 47, 43, 42; Grap -8; Atk slam +23 melee (1d3+6 and shocking touch); SV Fort +5; Str 19, Con 17.

3-14. The Great Hall of the Burning Dead (EL13-15)

You see a large chamber with a hefty table and chairs, beds, and footlockers, and many crates. A large stack of human bodies lies against one wall. You see several robed people, some younger, some older.

This room serves as sleeping quarters and meeting room for the 12 Theurges who dwell in the dungeon, but only 1d4+2 are here at any given time. For every Theurge present, there is one acolyte as well. See Appendix One: Denizens of Befallen for these creatures' stats.

This is the largest chamber in the secret complex the Burning Dead have adopted as their inner stronghold. A 10-foot-diameter table sits in the center of the room, surrounded by fourteen chairs. Twelve cots are arrayed around the room, each with a small chest at the foot. A few crates of food stolen from Commonlands caravans sit against the western wall, and a pile of mostly skeletal human bodies is stacked against the northern wall. (If a Theurge summons a necromantic pet here, one of the bodies stands to serve that role.)

Tactics: The Theurges are always vying for the favor of Jaull and the Thaumaturge, and they thus turn on any intruder with great viciousness, hoping to capture them and win high regard. Each Theurge orders an acolyte to protect him or her and keeps a pet nearby for defense, then casts offensive spells at whatever target catches his or her fancy. The Theurges all attack together, but make no effort

to coordinate their efforts to assist one another, as each seeks to prove her own superiority over the others.

If the Thaumaturge (Area 3–19) hears combat here or gets word of it from any of her minions, she rushes with her pet to the scene of the battle.

Treasure: There is a single *gloomwater harpoon* that is to be used to guard this room. No one Theurge owns it, as it is the communal property of the Burning Dead. One of the Theurges present has the harpoon at hand at all times.

3-15. The Old Priest's Quarters (EL16)

Moving around the bend here reveals a section of cavern covered in rotting tapestries and peeling gold leaf. A wave of freezing air moves past you, rustling the many wall hangings and blowing dust off the single, large bed in the center of the room. Behind a broken altar covered in Elvish letters, a cloaked figure huddles, a robe concealing its features. "Mercy masters," its deathly voices whispers, "Mercy upon my cursed soul."

When the followers of Lanys, the Daughter of Hate, ruled Befallen, this was the room of Amiaz, a cleric and necromancer who had been a member of the Burning Dead but traded allegiance to swear fealty to Lanys. When Lanys was captured and killed by clerics of Innoruuk, Amiaz rued his shift of allegiance. The clerics tied Amiaz to the altar and sacrificed him to Innoruuk. His body was still there when Jaull took control of the dungeon, and Jaull used it for some of his earliest experiments with the dark powers of the dungeon. Though these rituals did turn Amiaz into a cold shade, a particularly powerful undead, they also bound him permanently to this room, making it impossible for him to go farther than Area 3–14.

Tactics: Amiaz has lost none of his cunning, but he is now driven by a hatred of all things living and warm. If possible, Amiaz lures targets into his chamber by feigning severe injury, or, if they recognize his undead nature, pretending to be an innocent who needs their help to find his final rest. He then enters a wall and moves to the narrow entryway into his room, preventing foes from escaping him.

Treasure: Amiaz has in his possession — fallen behind the altar (Search DC 16) — the blade of the *dagger of Mamek* (used in the "Dagger of Mamek" quest). It is worthless without the hilt.

Amiaz, Cold Shade: CR 16; Medium-size undead (cold, incorporeal); HD 24d12; hp 151; Init +11 (+7 Dex, +4 Improved Initiative); Spd fly 50 ft. (good); AC 24 [flat-footed 17, touch 24] (+7 Dex, +7 deflection); BAB +12; Grap —; Atk +19/+13/+7 melee touch (1d10 cold and 1d10 unholy, plus numbness and energy drain, crit x3, spectral scythe); SA numbness, energy drain, fear aura, spell-like abilities; SQ undead, cold subtype, incorporeal, immunities, infravision, ultravision; Resist MR 20; AL NE; SV Fort +8, Ref +15, Will +17; Str —, Dex 24, Con —, Int 26, Wis 16, Cha 25.

Skills: Channeling +31, Knowledge (monster lore [undead]) +14, Knowledge (mysticism) +20, Knowledge (religion) +14, Listen +11, Meditation +32, Spellcraft +26, Spot +11, Undead Empathy +25.

Feats: Alertness, Combat Reflexes, Dodge, Enlarge Spell-Like Ability, Heighten Spell-Like Ability, Improved Initiative, Flyby Attack, Mental Clarity, Quicken Spell-Like Ability, School Specialization (divination), Silent Spell-Like Ability, Spell Focus (divination), Still Spell-Like Ability, Weapon Finesse (spectral scythe).

Numbness (Ex): Glaive, Fort save (DC 22) or be numbed, effectively *exhausted*, for 2d6 rounds.

Energy Drain (Su): Glaive inflicts 1 negative level (after 24 hours, Fortitude DC 29).

Fear Aura (Su): At will, 5-foot radius (free action) — *fear* (Will negates, DC 29). Any creature that saves cannot be affected by Amiaz's fear aura for 24 hours. As cast by a 24th-level necromancer.

Spell-Like Abilities (mana cost): *Clinging darkness* (3), *fear* (7), *gather shadows* (6), *grim aura* (4), *heat blood* (12), *lifedraw* (10), *shadow step* (2), *shieldskin* (7). As cast by a 24th-level necromancer.

Mana Pool: 384.

Immunities (Ex): Immune to acid, disease, electricity, poison, and sonic attacks.

Amiaz (buffed with *grim aura* and *shieldskin*): hp 151 + 6d6 = ave. 172; Atk +21/+15/+9 melee touch (1d10 cold and 1d10 unholy, plus numbness and energy drain, crit x3, spectral scythe).

3-16. Commander Windstream (EL5)

Crude stairs carved into the rock lead up to a small, dark, rough-hewn chamber. A thrashing figure chained to the wall with manacles struggles against its bonds and moans inhumanly.

This pitiful creature is all that remains of Commander Windstream, an elite member of the clandestine high elf defenders, the Koda'Vie, who long ago traced the legend of the *Thex Mallet* to the halls of Befallen. Windstream ventured into this accursed place and, though his men died in the upper levels, Windstream himself made it to the lowest level of Befallen and discovered the remains of the *Mallet*. It did him little good, however, as he died before he could escape the dungeon and became trapped in undeath by the curse of Befallen. When the Burning Dead took control of Befallen, they chained Windstream in this cavern to contain him and experiment upon him.

Windstream is now a creature most akin to a zombie. His dead flesh rots from his frame and his old Koda'Vie uniform and chainmail armor are covered in filth and rust. Still, anyone making an appropriate Knowledge or a *bardic knowledge* check (DC 15) will recognize Windstream's outfit as Koda'Vie; if this check result ties or exceeds DC 25, the character recalls the full tale of Windstream's quest into Befallen in search of the *Thex Mallet*.

Normally, Windstream will savagely attack any living thing he finds, but shreds of his former life sometimes surface and he becomes a semblance of his old self for a brief time. These bouts of sanity normally last for only 2d4 minutes, and they can be brought on by anyone calling to him by his name or discussing or even showing the *Thex Mallet*. While in possession of himself, Windstream talks in Elvish horribly slurred by the decay of the flesh in his throat and mouth.

The shackles that hold Windstream give him only 10 feet of movement from the back wall of the cavern. The manacles have Hardness 10 and 10 hp, with a Break DC of 28. They can be opened with an Open Lock check (DC 25). However, sanity soon flees, and Windstream becomes a mindless killing machine moments later. The only way to permanently put Windstream to rest is by lifting the curse of Befallen (see "The Ultimate Befallen Quest").

Commander Windstream, Dark Zombie (advanced HD): CR 5; Medium-size undead; HD 10d12; hp 68; Init +0; Spd 30 ft. (can't run); AC 18 [flat-footed 18, touch 10] (+5 natural, +3 armor); BAB +5; Grap +10; Atk 2 slams +10 melee (1d8+5); SQ undead, damage reduction 5/+1, piercing resistance, see invisibility; AL OE; Fac None; SV Fort +3, Ref +3, Will +7; Str 20, Dex 10, Con —, Int 6, Wis 10, Cha 4.

Skills: Listen +15, Spot +15.

Feats: Alertness, Power Attack.

3-17. The Waste Pit (EL 14)

A set of rough, uneven stone steps lead down to a large natural cavern. There is an acrid, scent in the air, almost like lye. The floor is clean, lacking the dust and refuse common elsewhere in the dungeon. Ahead, a macabre collection of glistening bones hovers in mid-air.

This area is the refuse pit, where the Burning Dead toss all their waste. The reason the area is clear and clean is that a hungry cube has been placed here by Jaull, to act as a trash disposal. The hungry cube is clear, but contains numerous collections of bones within itself. These look like free-floating bones to anyone more than 5 feet from the cube, which normally stays near the far western edge of the room when not feeding (to avoid the spells members of the Burning Dead sometimes cast at it for fun). The cube cannot climb the stairs out of the room, and thus poses no threat to the Burning Dead.

Tactics: The hungry cube waits 1d4 rounds after someone enters its lair before moving to attack. Once it moves in, it attacks until it is killed or its prey escapes. It always tries to engulf targets first, resorting to other attacks only if several engulf attempts prove fruitless.

Hungry Cube (1): CR 14; Huge ooze; HD 20d10+160; hp 297; Init —4 (Dex); Spd 20 ft.; AC 4 (—2 size, —4 Dex); BAB +15; Grap +28; Atk slam +18/+12/+6 melee (2d6+7 and 4d6 acid); Face 10 ft. by 10 ft.; Reach 10 ft.; SA acid, engulf; SQ blindsight 60 ft., ooze, ponderous; AL N; Fac Burning Dead; SV Fort +13, Ref +2, Will +1; Str 20, Dex 3, Con 24, Int —, Wis 1, Cha 1.

Acid (Ex): Metallic and non-living organic materials take 80 acid damage for each full round of contact. Weapons that strike the cube must make a Reflex save (DC 27)

or dissolve. The cube has an [acid] damage shield (8). The acid doesn't harm stone or glass.

Engulf (Ex): In place of a slam, the cube can move into a Large or smaller foe's space. The target may take an AoO against the cube, but must then forgo a Reflex save (DC 27) to avoid being engulfed. Engulfed creatures are considered grappled and take slam and acid damage every round. Creatures that make their Reflex save are pushed back or aside (player's choice).

3-18. The Dying Room (EL 10)

The bone-strewn floor crunches as you set foot upon it. Echoing water trickles from somewhere you do not readily see. You see a number of pale and unnatural figures emerge from the piles of wet bone.

Because this is the one obvious entrance to the sanctum of the Burning Dead, it is constantly guarded. At all times, 1d3+3 lesser ghouls are on duty here, as well as 6 dark ice-boned skeletons. The skeletons may be left alone for weeks at a time, but the lesser ghouls "switch shifts" every day or so.

At the end of a long tunnel sits the dying room, the bottom of the shaft that travels from the first level (Area 1–8) to the lowest level of Befallen. Bones cover the floor of this chamber several inches thick, most showing some sign of tooth and claw marks. A constant trickle of water streams down from the shaft, running along the ceiling and forming into foul pools across the floor.

Tactics: The ghouls and skeletons set upon anyone who appears in this room unless controlled somehow. Even the Theurges are not safe here, for the undead have become accustomed to killing any living thing they find here. The ghouls sometimes climb up the well shaft, though they can't get above the slick ice that covers the center of the passage.

Lesser Ghouls (1d3+3): CR 6; Medium-size undead; HD 8d12; hp 52; Init +3 (Dex); Spd 30 ft., climb 20 ft.; AC 19 [flat-footed 16, touch 13] (+3 Dex, +6 natural); BAB +4; Grap +7; Atk 2 claws +7 melee (1d8+3 and paralyzing touch); SA paralyzing touch; SQ undead, damage reduction 15/+1, infravision, perceive invisible, scent; AL NE; Fac Befallen Residents; SV Fort +2, Ref +6, Will +12; Str 17, Dex 17, Con —, Int 8, Wis 16, Cha 14.

Skills: Climb +11, Hide +13, Listen +19, Search +7, Sneak +13, Spot +18.

Feats: Toughened.

Paralyzing Touch (Su): Claw, Fort save (DC 16) or be paralyzed for 1d4 rounds.

Dark Ice-Boned Skeletons (6): CR 3; Medium-size undead; HD 6d12; hp 39; Init +4 (Improved Initiative); Spd 30 ft.; AC 14 [flat-footed 14, touch 10] (+4 natural); BAB +3; Grap +5; Atk 2 claws +5 melee (1d4+2 plus freezing touch); SQ undead, damage reduction 10/+1, cold immunity, resistance, see invisibility, infravision; Resist AR 10, MR 10; AL OE; Fac Befallen Residents; SV Fort +2, Ref +2, Will +5; Str 14, Dex 10, Con —, Int 6, Wis 11, Cha 1.

Skills: Hide +4*, Listen +5, Spot +5. *Ice-bone skeletons receive a +8 bonus on Hide checks in icy or snowy areas.

Freezing Touch (Su): Deals 1d8 additional points of cold damage, plus chills and weakness: Fortitude save (DC 13) or take 1 point of temporary Strength damage.

3-19. The Thaumaturge's Quarters (EL 13)

The secret door that leads to this room is well concealed (Search DC 25) and locked with an excellent lock (Pick Lock DC 30). Only the Thaumaturge has a key to the door.

Once the PCs enter, read the following:

Aside from a small cot, you see no other furniture or amenities in this room. However, you do see several robed figures, mostly gnomes, and skeletons working in the room.

This chamber serves as the quarters of Menizzia, known as the Thaumaturge, second in command of the Burning Dead within Befallen. She has few luxuries, keeping only a simple cot to sleep on, no chairs or tables, and only one small chest to keep her belongings. She is attended at all times by her own skeletal companion as well as 6 acolytes (see Appendix One) and their skeletal companions.

The Thaumaturge is the senior Burning Dead necromancer, second within the residents of Befallen only to Marnek Jaull. She led the Burning Dead to the dungeon in a quest to restore Jaull to life, and secretly hopes to lead him into lichdom as well. She knows that Jaull must die in order for her plans to come to fruition, and has pressured him to take actions that might lead to his death. She constantly encourages him to attack the Befallen Commander, claiming that she believes such a conflict will restore his lost power. In truth, she hopes Jaull's death at the hands of the powerful undead will complete the process of becoming a lich he began centuries ago.

Tactics: The Thaumaturge believes in survival of the fittest, but doesn't intend to allow her power base in Befallen to be destroyed. If she hears or gets word of her Theurges being attacked (in Area 3-14), she buffs herself and her pet and then runs to assist them. If they are destroyed before her arrival, she hides and waits for an attack to be made on Jaull, then joins that battle.

The Thaumaturge is a much more melee-oriented combatant than most of the Burning Dead. She uses her pet and any acolytes near her to hold off foes long enough to buff herself and her pet (with *intensify death*), and then engages in melee combat, targeting the weakest-looking foes first.

Treasure: All objects of value are on the Thaumaturge's person.

Menizzia, the Thaumaturge, Female Gnome, Nec 13: CR 13; Small humanoid [gnome]; HD 13d4+39; hp 85; Init +2 (Dex); Spd 20 ft.; AC 16 [flat-footed 14, touch 13] (+1 size, +2 Dex, +3 armor); BAB +6; Grap +2; Atk +10/+6 melee (1d3+1, crit 19-20/x2, *Combine dagger*), or +9 ranged; SA spells; SQ death mastery (restore undead), Greater Specialization (conjunction), infravision, gnome traits; Resist CR 3, DR 2; AL OE; Fac Burning Dead; SV Fort +9, Ref +6, Will +12; Str 11, Dex 14, Con 17, Int 20, Wis 14, Cha 10.

Skills: Channeling +21, Disable Device +12, Heal +8, Knowledge (monster lore [undead]) +19, Knowledge (mysticism) +19, Knowledge (religion) +9, Listen +6, Meditation +21, Search +8, Spellcraft +21, Trade Skill (tinkering) +13, Undead Empathy +16.

Languages: Gnome (4), Common (4).

Feats: Iron Will, Mystic Capacity (x2), School Specialization (conjunction), Spell Focus (conjunction), Weapon Finesse (dagger).

Necromancer Spells Prepared (mana cost, modified for Greater Specialization [conjunction]): *Grim aura* (4), *harmshield* (14), *haunting corpse* (36), *intensify death* (8), *leach* (12), *leatherskin* (14), *major shielding* (13), *shock of poison* (16), *siphon life* (12), *spirit armor* (12).

Mana Pool: 133.

Possessions: Gossamer robes, embroidered black cape, *Combine dagger*, flameless lantern, stalking probe (4 charges), flask of firewater, finger bones (20), iron key (for the secret door into Area 3-13), key ring (keys for all levels of Befallen), 40 pp, 100 gp.

Thaumaturge (buffed with *grim aura*, *leatherskin*, *major shielding*, and *spirit armor*): hp 103 + 7d10 = ave. 141; AC 18 [flat-footed 16, touch 13] (+1 size, +2 Dex, +5 armor); Grap +4; Atk +12/+8 melee (1d3+1, crit 19-20/x2, *Combine dagger*); SQ damage reduction 7/-, +2 magic saves; Resist CR 3, DR 2, MR 6.

Thaumaturge's Skeletal Companion (1), Type 7: CR -; Large undead; HD 12d12; hp 78; Init -1 (Dex); Spd 30 ft.; AC 14 [flat-footed 14, touch 8] (-1 size, -1 Dex, +6 natural); BAB +6; Grap +14; Atk +7 melee (2d8+6, crit 19-20/x2, Huge greatsword) and slam +7 melee (1d6+4); Reach 10 ft.; SA magic attack +2; SQ damage reduction 10/+1, SR 15, immunities, infravision, see invisible, undead; AL OE; Fac none; SV Fort +4, Ref +3, Will +7; Str 19, Dex 9, Con -, Int 4, Wis 9, Cha 1.

Skills: Listen +9, Spot +9, Taunt +9.

Feats: Slam.

Thaumaturge's Companion (buffed with *intensify death*): AC 18 [flat-footed 16, touch 12] (-1 size, -1 Dex, +6 natural, +2 deflection, +2 haste); Grap +17; Atk +10 melee (2d8+10, crit 19-20/x2, Huge greatsword) and slam +10 melee (1d6+7); SQ haste (4) [1 extra attack action every other round]; Str 25.

3-20. The Theurge Post (EL 12)

You see a handful of people in this small, hot room. They appear to be cooking, mending, and performing other generally domestic tasks.

This place is manned by the Burning Dead and dedicated to caring for the needs and comforts of Marnek Jaull. One Theurge and 4 acolytes are posted here at all times (see Appendix One). They do not leave even if they hear fighting in the outer chamber (Area 3-20), for their orders are to stay put and work under pain of death. If anyone they do not know enters the secret door from Area 3-7, however, they immediately cry a warning to Jaull and delay the PCs so their master has more time to prepare himself.

This alcove contains a small stove, a few crates of foodstuffs, various tools, and a few buckets catching water that runs off the ceiling. Blankets sit in the western corner, with ragged clothing in need of mending.



3-21. Home of Marnek Jaull (EL 17)

This room is resplendent with large hand-carved pieces of furniture and lavish fabrics and liners draping the bed and walls. In this opulent room, you see an old and well-dressed gnome militantly talking with several robed humanoids. He stamps back and forth in front of his desk. A massive skeleton stands quietly nearby.

This is the chamber of Marnek Jaull, master necromancer and lord of the Burning Dead within Befallen. He is attended by 2 Theurges and 4 acolytes at all times (see Appendix One), and keeps his skeletal pet ready as well.

Marnek is an ancient and wily gnome who has learned much in his two lives. He was the original master of the ancient Burning Dead, centuries ago, and is now master of the offshoot group that resides in Befallen. In his first life, he was a powerful necromancer who battled the elven druids of Tunaria and watched while their homeland was buried under the sands of the desert, created by his master, Solusek Ro. With his vast necromantic powers, the gnome assumed he would live forever as a lich. But Marnek miscalculated the time he would need to complete the

ritual, and when he died suddenly in battle with the paladins of Prexus, he had not finished the lichdom rituals needed.

Marnek has the training points, skill points, and saves of a 25th-level necromancer, and thus has far more feats and higher stats, for instance, than a typical 15th-level gnome necromancer. In all other regards, however, he is treated as a 15th-level necromancer. This loss in power is of great concern to him, naturally, and is the main reason he has not yet left Befallen. The gnome master necromancer spends every waking hour researching a way to restore himself to his full glory, and is unwilling to risk announcing himself to the world until he has succeeded.

This well-appointed chamber holds a richly carved bed, a fine ebony table, seven comfortable seats, a large wardrobe, and a small chest secured with an amazing quality lock (Open Lock DC 40). Marnek is always in this room when not attending to specific emergencies elsewhere, often debating possible courses of action to restore his power with the Theurges attending him.

Tactics: Marnek is likely to hear the PCs approaching his room (assuming they fight any of the creatures in areas 3-7 or 3-20), giving him time to buff himself (or rather to have his assistants buff him with whatever spells they might have available to him, as he doesn't prepare many buffs). If caught by surprise, he activates his *ghostly blood-stained boots* to move through walls to reach a safer location (such as Area 3-10 or 3-11), and then casts his buff spells.

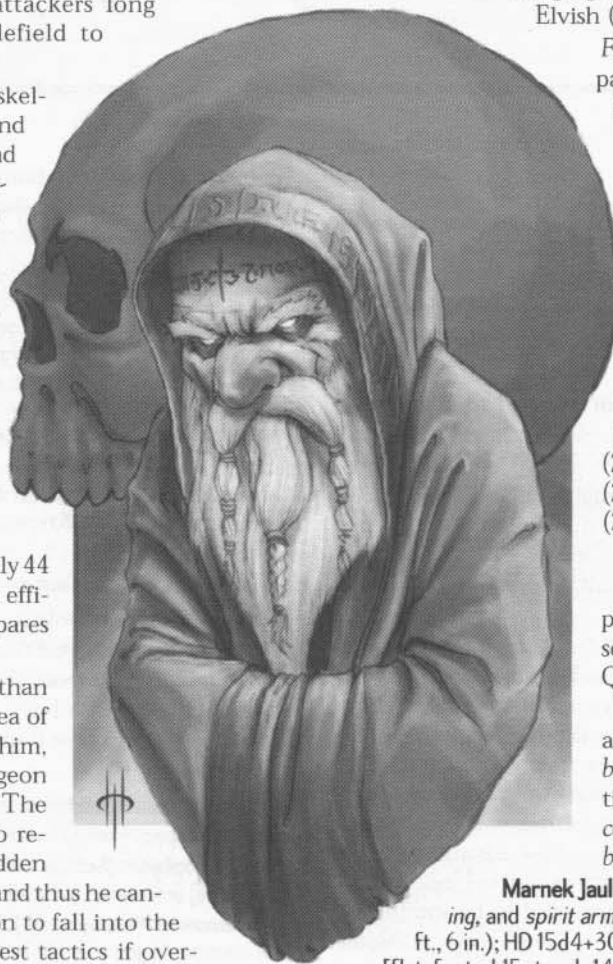
Even when prepared with buffs and attended by his loyal Theurges and acolytes, Marnek can't be certain he is powerful enough to face determined heroes head-on. He remains close to a wall during a fight, and as soon as a fight begins to turn against him, he resorts to guerilla tactics, once again using his *ghostly blood-stained boots* or casting *shadow step* to get out of reach of attackers.

Early in a fight, Marnek uses his powerful damage-over-time (DOT) spells such as *boil blood*, *eternity's torment*, and *vampiric curse*, along with a quickened *clinging darkness* each round (with a Will DC of 21 and a mana cost of only 12). If opponents clump together, he hits them with *word of spirit*. Marnek assumes that even when he escapes through a wall, his DOT spells will continue to kill his attackers long after he has left the battlefield to regroup for another raid.

Marnek always has a type 8 skeletal companion summoned, and depends on this aid to defend him in combat. He uses *intensify death* to make his companion more dangerous early in a fight, but makes no effort to heal it with his restore undead ability unless he is clearly winning a fight. Instead, when the pet is nearly destroyed, he casts *reclaim energy* and then possibly escapes through a wall with his boots. In his new location, he summons a new type 8 skeletal pet (costing only 44 mana due to his reanimation efficiency II focus effect) and prepares for further combat.

Although Marnek is more than willing to flee a particular area of Befallen if a fight goes against him, he does not leave the dungeon itself even if near death. The gnome believes the secret to restoring his lost power is hidden somewhere within Befallen, and thus he cannot risk allowing the dungeon to fall into the hands of his enemies. His best tactics if over-matched are to gather his allies for a unified assault (if the PCs have left any of his allies alive), and to hide himself somewhere until he has regained enough mana to make another assault himself.

Treasure: In addition to the possessions Jaull and his attendants have on their person, there are numerous items of value within the room. Jaull's chest contains 2d4 minor items and 1d3 major items whose nature is left to the GM to determine as suitable rewards tailored to the PCs. The furnishings of the room are of high enough quality to be worth 6,000 gp, though it may prove difficult to cart them out of Befallen. There are 3 portions of *pickled drake* (see "Baking" in Chapter 6: Trade Skills of *EverQuest: Game Master's Guide*) among the sumptuous foods in the room.



Marnek Jaull, Male Gnome, Nec 15 (25): CR 16; Small humanoid [gnome] (3 ft., 6 in.); HD 15d4+30; hp 69; Init +3 (Dex); Spd 20 ft.; AC 18 [flat-footed 15, touch 14] (+1 size, +3 Dex, +4 armor); BAB +7; Grap +2; Atk +12/+8 melee (1d3, crit 19–20/x2, *Combine dagger*), or +11 ranged; SA spells; SQ undying, death masteries (fear storm, restore undead), Greater Specialization (alteration), infravision, gnome traits; Resist CR 3, DR 2, FR 3, PR 2; AL OE; Fac Burning Dead; SV Fort +13, Ref +11, Will +15; Str 8, Dex 16, Con 15 (13), Int 27 (23), Wis 13 (11), Cha 15.

Skills: Channeling +28, Disable Device +10, Heal +20, Knowledge (history) +15, Knowledge (monster lore [undead]) +27, Knowledge (mysticism) +27, Knowledge (religion) +27, Listen +14, Meditation +36, Search +10, Sense Motive +7, Spellcraft +27, Trade Skill (tinkering) +27, Undead Empathy +21.

Languages: Gnome (4), Common (4), Elder Elvish (4), Old Erudian (4), Teir'Dal (4).

Feats: Mental Clarity, Mystic Capacity (x4), Quicken Spell, School Specialization (alteration), Spell Focus (alteration), Weapon Finesse (dagger).

Necromancer Spells Prepared (mana cost, modified for reanimation efficiency items and Greater Specialization [alteration] ability): *Boil blood* (23), *cancel magic* (5), *clinging darkness* (quickened; 12), *eternity's torment* (21), *harmshield* (14), *intensify death* (8), *reclaim energy* (1), *shadow step* (2), *spirit tap* (22), *Torba's acid blast* (21), *vampiric curse* (22), *word of spirit* (22).

Mana Pool: 240.

Undying (Su): The only way to permanently destroy Marnek is described in "The Ultimate Befallen Quest."

Possessions: *Flowing black robe* (reanimation efficiency I), *gnome-skin belt*, *golden ear stud* (extended affliction I), *ghostly blood-soaked boots*, *ruined cowl* (reanimation efficiency II), *Combine dagger*, sapphire (1,000 gp).

Marnek Jaull (buffed with *leatherskin*, *major shielding*, and *spirit armor*): CR 16; Small humanoid [gnome] (3 ft., 6 in.); HD 15d4+30; hp 69; Init +3 (Dex); Spd 20 ft.; AC 18 [flat-footed 15, touch 14] (+1 size, +3 Dex, +4 armor); BAB +7; Grap +2; Atk +12/+8 melee (1d3, crit 19–20/x2, *Combine dagger*), or +11 ranged; SA spells; SQ undying, death masteries (fear storm, restore undead), Greater Specialization (alteration), infravision, gnome traits; Resist CR 3, DR 2, FR 3, PR 2; AL OE; Fac Burning Dead; SV Fort +13, Ref +11, Will +15; Str 8, Dex 16, Con 15 (13), Int 27 (23), Wis 13 (11), Cha 15.

Marnek's Skeletal Companion (I), Type 8 (buffed with *intensify death*): CR —; Large undead; HD 14d12; hp 91; Init –1 (Dex); Spd 30 ft.; AC 19 [flat-footed 17, touch 12] (–1 size, –1 Dex, +7 natural, +2 deflection, +2 haste); BAB +7; Grap +19; Atk +12/+6 melee (2d8+12, crit 19–20/x2, Huge greatsword) and slam +12 melee (1d6+8); Reach 10 ft.; SA magic attack +3; SQ haste (4), damage reduction 10/+1, SR 16, immunities, infravision, see invisible, undead; AL OE; Fac none; SV Fort +4, Ref +3, Will +10; Str 26, Dex 9, Con —, Int 5, Wis 9, Cha 1.

Skills: Listen +11, Spot +11, Taunt +12.

Feats: Slam.

Appendix One: Denizens of Befallen

Undead of Befallen

Many of the undead found within Befallen are the result of the dark power of that place. These creatures, referred to as "dark undead" to distinguish them from other sorts (for instance, "dark skeletons" or "dark zombies"), differ from normal undead or summoned pets of their kind in three important respects.

First, dark undead are always of orderly evil alignment.

Second, dark undead cannot wander far from Befallen — their maximum range is no more than 100 feet by daylight, though this extends to a mile at night. Dark undead forced past this limit, or caught too far from Befallen when the sun rises, turn to dust. Their essence, however, travels back to their lair, allowing them to reconstitute their form in 1d4 days.

Third, dark undead are more intelligent than typical creatures of their kind. All have an Intelligence score of at least 6, and some are considerably smarter than that. Along with this heightened intelligence is more free will and an ability to plan that far surpasses that demonstrated by normal low-level undead. Although the skeletons found throughout Befallen are far from geniuses, they do learn from past mistakes and can plan to take advantage of an enemy's weaknesses. For the purposes of the Undead Empathy skill, dark undead are considered to be intelligent (and therefore a character must be of a level equal to at least twice the dark undead's CR to use Undead Empathy).

Many of the dark undead within Befallen are skeletons of varying power levels. These conform in most respects other than Intelligence to necromancers' pets. Unlike true necromancer pets, though, these skeletons are not summoned, instead being created by the powerful evil magic that surrounds Befallen. These are listed as "Skeleton, Type X," where "X" is a necromancer pet's type number as presented on pages 201–204 of *EverQuest: Monsters of Norrath*.

Neophytes

Neophytes are amateur clerics or necromancers who wish to be accepted as part of the Burning Dead, but who have yet to master either their own powers or the political backstabbing of the Burning Dead. Though only necro-

mancers are likely to advance into the ranks of the Burning Dead, there are cleric, shadow knight, and necromancer neophytes within Befallen. Necromancer neophytes are sometimes accompanied by their type 1 skeletal pets (*EverQuest: Monsters of Norrath*, p. 202).

Cleric Neophytes, Male and Female Humans, Clr 1: CR 1; Medium-size humanoid [human]; HD 1d8+2; hp 6; Init +0; Spd 30 ft.; AC 15 [flat-footed 13, touch 10] (+3 armor, +2 shield); BAB +0; Grap +1; Atk +1 melee (1d8+1, heavy mace), or +0 ranged; SA spells; AL OE; Fac Befallen Residents; SV Fort +3, Ref +0, Will +4; Str 13, Dex 10, Con 14, Int 8, Wis 15, Cha 12.

Skills: Channeling +4, Heal +4, Knowledge (monster lore [undead]) +0, Knowledge (religion) +1, Meditation +4, Spellcraft +1.

Languages: Common (4).

Feats: Combat Casting.

Cleric Spells Prepared (mana cost): *Courage* (2), *hull* (2), *minor healing* (2), *spook the dead* (2), *strike* (2), *yaalp* (1). Note: These clerics have only 6 spells prepared because they do not yet know 8 spells.

Mana Pool: 4.

Possessions: Studded leather armor, large wooden shield, heavy mace, clerical vestments.

Cleric Neophytes (buffed with *courage*): hp 9; AC 16 [flat-footed 14, touch 11] (+3 armor, +2 shield, +1 divine).

Necromancer Neophytes (A), Male and Female Gnome, Nec 1: CR 1; Small humanoid [gnome]; HD 1d4; hp 2; Init +3 (Dex); Spd 20 ft.; AC 15 [flat-footed 12, touch 14] (+1 size, +3 Dex, +1 armor); BAB +0; Grap -6; Atk -1 melee (1d3-2, crit 19-20/x2, dagger), or +4 ranged; SA spells; SQ invisision, gnome traits; AL OE; Fac Burning Dead; SV Fort +1, Ref +3, Will +2; Str 6, Dex 16, Con 10, Int 18, Wis 10, Cha 12.

Skills: Channeling +8, Heal +1, Knowledge (monster lore [undead]) +8, Knowledge (mysticism) +8, Knowledge (religion) +5, Listen +1, Meditation +8, Search +5, Spellcraft +8, Trade Skill (tinkering) +6, Undead Empathy +5.

Languages: Gnome (4), Common (4).

Necromancer Spells Prepared (mana cost): *Cavorting bones* (3), *coldlight* (2), *endure cold* (3), *invisibility to undead* (6), *lifetap* (2), *minor shielding* (2), *siphon strength* (1). Note: These necromancers have only 7 spells prepared because they do not yet know 8 spells.

Mana Pool: 8.

Possessions: Cloth armor, dagger, robe, finger bones (10).

Necromancer Neophytes (A) (buffed with *minor shielding*): hp 4; AC 16 [flat-footed 13, touch 14] (+1 size, +3 Dex, +2 armor).

Necromancer Neophytes (B), Male and Female Erudites, Nec 1: CR 1; Medium-size humanoid [Erudite]; HD 1d4+1; hp 3; Init +0 (Dex); Spd 30 ft.; AC 10; BAB +0; Grap -2; Atk -2 melee (1d3-2, crit 19-20/x2, dagger), or +0 ranged; SA spells; SQ poor night-vision, Erudite traits; AL OE; Fac Burning Dead; SV Fort +2, Ref +0, Will +4; Str 6, Dex 10, Con 12, Int 20, Wis 14, Cha 11.

Skills: Channeling +9, Heal +5, Knowledge (monster lore [undead]) +9, Knowledge (mysticism) +9, Knowledge (religion) +7, Meditation +9, Search +6, Spellcraft +9, Spot +3, Trade Skill (pottery) +6, Undead Empathy +4.

Languages: Erudite (5), Common (5).

Necromancer Spells Prepared (mana cost): *Cavorting bones* (3), *coldlight* (2), *endure cold* (3), *invisibility to undead* (6), *lifetap* (2), *minor shielding* (2), *siphon strength* (1). Note: These necromancers have only 7 spells prepared because they do not yet know 8 spells.

Mana Pool: 10.

Possessions: Dagger, robes, hooded cloak, finger bones (10).

Necromancer Neophytes (B) (buffed with *minor shielding*): hp 5; AC 12 [flat-footed 12, touch 10] (+2 armor).

Shadow Knight Neophytes, Male and Female Erudites, Shd 1: CR 1; Medium-size humanoid [Erudite]; HD 1d10+1; hp 6; Init +1 (Dex); Spd 30 ft.; AC 15 [flat-footed 14, touch 11] (+1 Dex, +4 armor); BAB +1; Grap +2; Atk +2 melee (2d6+1, crit 19-20/x2, greatsword), or +2 melee (1d6+1, light mace), or +2 melee (1d3+1, 19-20/x2, dagger), or +2 ranged; SA harm touch (3 hp; Fort half, DC 13); AL OE; Fac Burning Dead; SV Fort +3, Ref +1, Will +1; Str 12, Dex 12, Con 13, Int 16, Wis 10, Cha 8.

Skills: Bluff +3, Intimidate +3, Knowledge (monster lore [undead]) +7, Knowledge (mysticism) +7, Taunt +3, Undead Empathy +1.

Languages: Erudite (4), Common (4).

Possessions: Chain shirt, greatsword, light mace, dagger, adventurer clothes.

Apprentices

Apprentices are those dark spellcasters who have mastered the basics of their craft. Human apprentices are generally those who come here with some knowledge of the craft already, so they tend to stick together (and to be ostracized by the gnome and Erudite apprentices who have been around for a while). Those of all races, though, can be found throughout the upper level of Befallen, busy plotting to take control of it from Sedrit Hague and trying to curry favor from the more senior residents of Befallen. On lower levels, they serve as messengers and manual laborers, occasionally receiving training in return to further their own skills.

Apprentices encountered on Levels 2 or 3 of Befallen are used to seeing strange creatures and emissaries coming through to speak to one of the stronghold's masters, and rarely bother anyone they encounter. If a group is obviously out of place, the apprentices might mention them to one of the Theurges, resulting in a small party being sent to investigate. An obviously foreign group that was badly

injured might even inspire a group of apprentices to attack, but only if victory seemed assured. If encountered with a more powerful denizen (including free-willed undead), the apprentices obey the senior denizen's commands.

Most apprentices are necromancers, but a few shadow knights have attained this position as well. There are no apprentice clerics in Befallen. Necromancer apprentices are often accompanied by their type 2 skeletal pets (*EverQuest: Monsters of Norrath*, p. 202).

Necromancer Apprentices (A), Male and Female Gnome, Nec 3: CR 3; Small humanoid [gnome]; HD 3d4; hp 7; Init +3 (Dex); Spd 20 ft.; AC 15 [flat-footed 12, touch 14] (+1 size, +3 Dex, +1 armor); BAB +1; Grap -5; Atk +0 melee (1d3-2, crit 19-20/x2, dagger), or +5 ranged; SA spells; SQ death mastery (restore undead), infravision, gnome traits; Resist CR 1, DR 2; AL OE; Fac Burning Dead; SV Fort +2, Ref +4, Will +3; Str 6, Dex 16, Con 10, Int 18, Wis 10, Cha 12.

Skills: Channeling +10, Heal +4, Knowledge (monster lore [undead]) +10, Knowledge (mysticism) +10, Knowledge (religion) +6, Listen +1, Meditation +10, Search +5, Spellcraft +10, Trade Skill (tinkering) +6, Undead Empathy +7.

Languages: Gnome (4), Common (4).

Feats: Spell Focus (conjuration).

Necromancer Spells Prepared (mana cost): *Clinging darkness* (3), *coldlight* (2), *endure cold* (3), *fear* (7), *leering corpse* (7), *lifespike* (3), *minor shielding* (2), *poison bolt* (5).

Mana Pool: 24.

Possessions: Cloth armor, dagger, fur-lined robe, finger bones (10), 3d10 gp.

Necromancer Apprentices (A) (buffed with *endure cold* and *minor shielding*): hp 9; AC 16 [flat-footed 13, touch 14] (+1 size, +3 Dex, +2 armor); SQ +2 cold saves; Resist CR 9, DR 2.

Necromancer Apprentices (B), Male and Female Humans, Nec 3: CR 3; Medium-size humanoid [Erudite]; HD 3d4+3; hp 10; Init +1 (Dex); Spd 30 ft.; AC 12 [flat-footed 11, touch 11] (+1 Dex, +1 armor); BAB +1; Grap +1; Atk +1 melee (1d10, morningstar), or +2 ranged; SA spells; SQ death mastery (fear storm); Resist CR 1; AL OE; Fac Burning Dead; SV Fort +3, Ref +2, Will +3; Str 10, Dex 12, Con 12, Int 16, Wis 11, Cha 10.

Skills: Channeling +12, Heal +3, Knowledge (monster lore [undead]) +9, Knowledge (mysticism) +9, Knowledge (religion) +6, Listen +2, Meditation +9, Search +4, Spellcraft +9, Undead Empathy +6.

Feats: Combat Casting, Skill Talent (Channeling).

Languages: Common (4).

Necromancer Spells Prepared (mana cost): *Clinging darkness* (3), *coldlight* (2), *fear* (7), *grim aura* (4), *leering corpse* (7), *lifespike* (3), *minor shielding* (2), *poison bolt* (5).

Mana Pool: 18.

Possessions: Cloth armor, morningstar, heavy fur robes, finger bones (10), 1d100+100 gp.

Necromancer Apprentices (B) (buffed with *grim aura* and *minor shielding*): hp 5; AC 13 [flat-footed 12, touch 11] (+1 Dex, +2 armor); Grap +3; Atk +3 melee (1d10, morningstar).

Shadow Knight Apprentices, Male and Female Erudites, Shd 3: CR 3; Medium-size humanoid [Erudite]; HD 3d10+3; hp 19; Init +1 (Dex); Spd 30 ft.; AC 15 [flat-footed 14, touch 11] (+1 Dex, +4 armor); BAB +3; Grap +4; Atk +5 melee (2d6+1, crit 19-20/x2, greatsword), or +4 melee (1d6+1, light mace), or +4 melee (1d3+1, 19-20/x2, dagger), or +4 ranged; SA harm touch (9 hp; Fort half, DC 14); SQ +2 disease saves; Resist CR 3, DR 3; AL OE; Fac Burning Dead; SV Fort +4, Ref +2, Will +2; Str 12, Dex 12, Con 13, Int 16, Wis 10, Cha 8.

Skills: Bluff +5, Intimidate +5, Knowledge (monster lore [undead]) +9, Knowledge (mysticism) +7, Taunt +5, Trade Skill (blacksmithing) +5, Undead Empathy +2.

Languages: Erudite (5), Common (4).

Feats: Weapon Focus (greatsword).

Possessions: Chain shirt, greatsword, light mace, dagger, fur-lined cloak, adventurer clothes.

Acolytes of Evil

Acolytes of Evil are the lowest rank of the Burning Dead, and are either apprentices who have proved their worth or the hand-picked students of Theurges. Acolytes can be found on all levels of the dungeon, running errands, cooking food, carrying out waste, and bringing in supplies. They are often accompanied by one or two apprentices when undertaking such tasks, though not always. Acolytes are always accompanied by their type 3 skeletal pets (*EverQuest: Monsters of Norrath*, p. 202).

Acolytes are always looking to prove themselves to the Theurges, but not at the cost of their own lives. Should a group of acolytes come across obvious intruders who seem weaker than themselves, they may attack, but if unable to achieve victory quickly surrender. In such a case they make any promise they must to remain alive, but lie about any important information and betray their captors as soon as possible.

Necromancer Acolytes (A), Male and Female Gnome, Nec 6: CR 6; Small humanoid [gnome]; HD 6d4; hp 15; Init +3 (Dex); Spd 20 ft.; AC 15 [flat-footed 12, touch 14] (+1 size, +3 Dex, +1 armor); BAB +3; Grap -3; Atk +2 melee (1d3-2, crit 19-20/x2, dagger), or +7 ranged; SA spells; SQ death mastery (restore undead), infravision, gnome traits; Resist CR 3, DR 2; AL OE; Fac Burning Dead; SV Fort +3, Ref +5, Will +5; Str 6, Dex 16, Con 10, Int 19, Wis 10, Cha 12.

Skills: Channeling +13, Heal +4, Knowledge (monster lore [undead]) +13, Knowledge (mysticism) +13, Knowledge (religion) +8, Listen +2, Meditation +13, Search +5, Spellcraft +13, Trade Skill (tinkering) +8, Undead Empathy +10.

Languages: Gnome (4), Common (4).

Feats: School Specialization (conjuration), Spell Focus (conjuration).

Necromancer Spells Prepared (mana cost): *Bone walk* (13), *clinging darkness* (3), *coldlight* (2), *fear* (7), *leach* (12), *lesser shielding* (4), *mend bones* (4), *poison bolt* (5).

Mana Pool: 48.

Possessions: Cloth armor, dagger, fur-lined robes, finger bones (20), 6d10 gp.

Necromancer Acolytes (A) (buffed with *lesser shielding*): hp 22; AC 17 [flat-footed 14, touch 14] (+1 size, +3 Dex, +3 armor); SQ +1 magic saves; Resist CR 3, DR 2, MR 4.

Necromancer Acolytes (B), Male and Female Dark Elves, Nec 6: CR 6; Medium-size humanoid [dark elf]; HD 6d4; hp 15; Init +2 (Dex); Spd 30 ft.; AC 14 [flat-footed 12, touch 12] (+2 Dex, +2 armor); BAB +3; Grap +2; Atk +2 melee (1d8-1, crit x3, spear), or +5 ranged; SA spells; SQ death mastery (rebuke undead [5/day]), ultravision, dark elf traits; Resist CR 2, MR 1; AL OE; Fac Burning Dead; SV Fort +3, Ref +4, Will +5; Str 8, Dex 14, Con 10, Int 18, Wis 10, Cha 14.

Skills: Channeling +13, Hide +11, Knowledge (monster lore [undead]) +13, Knowledge (mysticism) +13, Knowledge (religion) +8, Listen +2, Meditation +13, Search +5,

Spellcraft +13, Trade Skill (tailoring) +7, Undead Empathy +14.

Languages: Teir'Dal (4), Common (4).

Feats: Combat Casting, School Specialization (alteration), Skill Talent (Undead Empathy).

Necromancer Spells Prepared (mana cost): *Bone walk* (13), *clinging darkness* (3), *grim aura* (4), *lesser shielding* (4), *lifespikes* (3), *poison bolt* (5), *siphon strength* (1), *vampiric embrace* (5).

Mana Pool: 48.

Possessions: Raw silk armor, spear, fur-lined robes, finger bones (20), 6d10 gp.

Necromancer Acolytes (B) (buffed with *grim aura*, *lesser shielding*, and *vampiric embrace*): hp 22; AC 15 [flat-footed 13, touch 12] (+2 Dex, +3 armor); Grap +4; Atk +4 melee (1d8-1 plus *vampiric embrace* [Proc DC 20, +2 magic damage], crit x3, spear); SQ +1 magic saves; Resist MR 4.

Theurges

Theurges are ranking members of the Burning Dead, masters of the necromantic arts who have proven both their power and loyalty to the order. They are loyal to the Thaumaturge and Marnek Jaul (and most would be hard pressed to choose between the two). However, most Theurges also have plans and plots of their own, and have no desire to die needlessly. If in the presence of a powerful leader or undead, Theurges fight to the death to prove their loyalty, but when separated from such influences are far more likely to flee or bargain for their lives if clearly losing a fight.

Theurges are always accompanied by a well-armed type 6 skeletal pet (*EverQuest: Monsters of Norrath*, p. 202).

Theurge, Necromancer of the Burning Dead, Male and Female Gnomes, Nec 11: CR 11; Small humanoid [gnome]; HD 11d4; hp 31; Init +3 (Dex); Spd 20 ft.; AC 17 [flat-footed 14, touch 14] (+1 size, +3 Dex, +3 armor); BAB +5; Grap -1; Atk +5 melee (1d6-2, masterwork light mace), or +9 ranged; SA spells; SQ death mastery (restore undead), infravision, gnome traits; Resist CR 3, DR 2; AL OE; Fac Burning Dead; SV Fort +5, Ref +6, Will +9; Str 6, Dex 16, Con 10, Int 20, Wis 10, Cha 12.

Skills: Channeling +19, Disable Device +11, Heal +4, Knowledge (monster lore [undead]) +17, Knowledge (mysticism) +17, Knowledge (religion) +9, Listen +4, Meditation +19, Search +8, Spellcraft +19, Trade Skill (tinkering) +12, Undead Empathy +15.

Languages: Gnome (4), Common (4).

Feats: Dodge, Iron Will, Mystic Capacity, School Specialization (conjuration), Spell Focus (conjuration).

Necromancer Spells Prepared (mana cost): *Animate dead* (33), *cancel magic* (5), *dominate dead* (17), *harmshield* (14), *heart flutter* (16), *shielding* (8), *shock of poison* (17), *siphon life* (12), *word of shadow* (14).

Mana Pool: 113.

Possessions: Gossamer robes, embroidered black cape, masterwork light mace, flameless lantern, stalking probe (1d4 charges), flask of firewater, finger bones (20), 150 gp.

Theurge (buffed with *shielding*): hp 43; AC 18 [flat-footed 15, touch 15] (+1 size, +3 Dex, +4 armor); SQ +1 magic saves; Resist CR 3, DR 2, MR 6.

Ghost Skull

Tiny Undead (Incorporeal)

Hit Dice:	4d12 (26 hp)
Initiative:	+6 (+2 Dex, +4 Improved Initiative)
Speed:	Fly 20 ft. (good)
AC:	15 (+2 size, +2 Dex, +1 deflection)
Attacks:	—
Damage:	—
Face/Reach:	2 1/2 ft. by 2 1/2 ft./0 ft.
Special Attacks:	Pass through, <i>flash of light</i>
Special Qualities:	Incorporeal, see invisible, ultravision, undead
Saves:	Fort +1, Ref +3, Will +6
Abilities:	Str —, Dex 15, Con —, Int 14, Wis 15, Cha 12
Skills:	Hide +13, Knowledge (local lore) +9, Knowledge (monster lore [undead]) +9, Knowledge (mysticism) +9, Listen +11, Spot +11, Undead Empathy +7
Feats:	Alertness, Dodge, Improved Initiative
Climate/Terrain:	Any
Organization:	Solitary
Challenge Rating:	4
Treasure:	None
Alignment:	Always neutral evil
Advancement Range:	5 HD (Small)
Faction:	None

Description

Ghost skulls are unusual undead that take the appearance of a translucent human skull with bright, green-tinted light shooting from their eye sockets. They can dim this light at will, but never to less than the brightness of a candle; alternately, they can make the light bright enough to illumine a 40-foot radius.

A ghost skull is capable of conversation and, being quite smart, capable of discussing a variety of topics (most speak Common). Ghost skulls retain much of their memory of their previous life, and, perhaps out of some twisted recollection of familial attachment, may establish amicable relationships with necromancers, shadow knights, or the like.

Combat

Ghost skulls have few offensive options. If attacked, they generally rely on blinding opponents and howling to attract nearby allies. A ghost skull always attempts to blind any creature that attacks it, but doesn't pursue targets that flee. If it cannot summon allies or successfully blind its attackers, it can move through attackers, disrupting their bodies in its wake.

Pass Through (Ex): As an attack action during its turn each round, the ghost skull can literally pass through its opponents; it merely has to move through the opponents' spaces to do so. The pass through deals 1d6 points of magic damage, and the opponent must make a Fortitude save (DC 13). On a successful save, there is no additional effect, but if the save fails, the target is *interrupted*. (An interrupted creature loses 1 action and cannot cast spells on its next turn; if a spellcaster is interrupted while casting a spell, that spell fails.)

Opponents targeted by this attack can attempt attacks of opportunity, but these incur a –4 penalty. If they choose not to make attacks of opportunity, opponents can attempt a Reflex save (DC 14) for half damage.

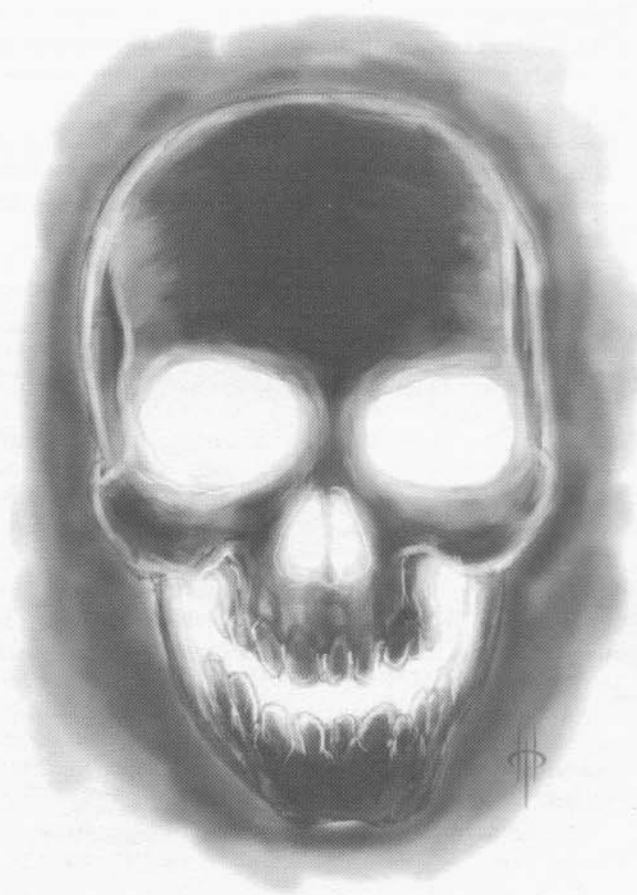
Flash of Light (Su): At will as a free action, once per round, as the spell of the same name cast by a 4th-level cleric.

Incorporeal (Ex): Only harmed by other incorporeal creatures; +1 or better weapons; spells, spell-like or supernatural effects. Immune to nonmagical attacks, natural fires, cold, or acid, and has a 50% chance to ignore any damage from a corporeal source, except force effects. Can pass through solid objects at will. Cannot be tripped or grappled by corporeal creatures. Doesn't leave footprints, has no scent, and makes no noise unless it wishes.

See Invisibility (Su): A ghost skull can see invisible objects and creatures normally, even those protected by *invisibility to undead*.

Undead: Immune to poison, sleep, paralysis, stunning, death magic, and disease. Not subject to critical hits, subdual damage, ability damage, energy drain, or death from massive damage trauma. Immune to any effect that calls for a Fortitude save to resist unless the effect specifically targets objects. Not affected by attacks or spells of a mind-influencing nature.

Skills: Ghost skulls suffer a –4 penalty to Hide checks because of their glowing eyes.



The Lich of Marnek Jaull

Halwain feared he and his barbarian companion — no, his *friend* — Vagner were too late. The countless undead and other dark foes they'd faced had delayed them too long.

Yes, the two had returned — this time wiser and better-prepared than before, and now with allies, as well: the powerful enchantress Arrialla, whose brother's ghost the cleric and warrior had put to rest just a few months ago; the wily rogue Dandaek, who had proven himself to be trustworthy when, impossibly, he slipped deep into the lands near Castle Mistlemoore so that this evil a continent away might be put finally to rest; and Altora, a comely young bard they met in Freeport who'd shared several adventures with them (and, to Halwain's mind, had shared other kinds of companionship with Vagner). The five were all injured to some extent and drained of nearly all the vitality that powered their magic, but they were undeterred.

The last handful of what had been a host of undead and necromancers now stood between them and the final recesses of despoiled Befallen. Halwain watched as, sword in each hand, battling at a pace that had not slackened for hours, Vagner shattered the bones of a skeleton that stood half again his height and wielded a sword longer even than that.

Using a trick she had learned in Freeport, Arrialla hypnotized a ghoulish magus, and the half elf Altora promptly cut him down. The swirl of motion suddenly concluded when Vagner deflected a thrust that allowed Dandaek to step behind a lanky ghoulish and deliver a staggering blow. Almost immediately, the crescendo of incantations and war-cries ceased.

Silence.

Halwain shook his head, muttering, as he once again hefted his holy symbol, the white healing hand of Rodcet Nife. "This is not good." Absently using his magic to close an oozing wound on Altora's forearm, the cleric did not see the others' confused glances.

"Not good?" rumbled Vagner as he eyed the heaped piles of fallen foes.

Halwain looked up at the Northman's questioning growl and said in ominous tones, "We've finished the enemies, but the chanting has ended as well. We're too late."

The heroes were vitalized, and they quickly strode the length of a final vacant hallway. As they stepped past the threshold into the chamber beyond, six small figures clad in black robes turned to face them. Cackling laughter behind the figures caused them to part, and, as they did so, another small figure was revealed.

"Marnek Jaull lives again!" it squealed.

Halwain glanced at Vagner, Altora, and Dandaek. Catching their eyes, he nodded almost imperceptibly; the other three sheathed their usual weapons and carefully withdrew black daggers inscribed with golden runes.

Next, the cleric whispered to Arrialla, "The phylactery." He saw that the small box was already in her hands.

Then, the final battle began.

EverQuest Offline Goes Online

EverQuest as a pen-and-paper (pnp) role-playing game began with the release of *EverQuest Role-Playing Game: Player's Handbook* in 2002, and that book also contained the first of what's been an ongoing story told in fiction vignettes. What may not have been entirely clear (since until now we've not gone to any lengths to broadcast the fact) is the fact that every one of those fiction vignettes also introduced a new quest to the online game. It's a case of the pnp version giving something back to its inspired source. Fittingly enough, the first of those stories was set in one of the first dungeons ever visited by veterans of the online game: Befallen. With the pnp game's return to that location, we decided to include a statement along these lines.

The rewards offered by the new quests have been quite unique, including an uber-powered *Grand Robe of the Oracle* as well as a one-use horse, so that even lower-level and less wealthy characters can have the opportunity to experience this nice addition SOE made to the online game a while ago. With this "Befallen" adventure supplement, we enter brand new territory entirely, because the quest shakes up an entire zone. Think there's nothing for your high-level character to do in this old, low-level online zone? Think again. In the same way that our EverQuest pnp rpg books bring a new depth of detail to Norrath (and to its constellations of moons and planes) and assemble lore that is difficult to find if not completely unavailable online, our fiction vignettes grant you the first look at new content that, soon after the release of the game book, will go live online. Enjoy.

Oh, and for more help getting started — like getting your hands on some of those fancy *gold-runed blades* — visit us at EQrpg.com.

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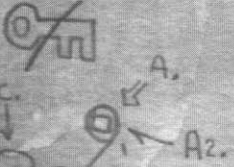
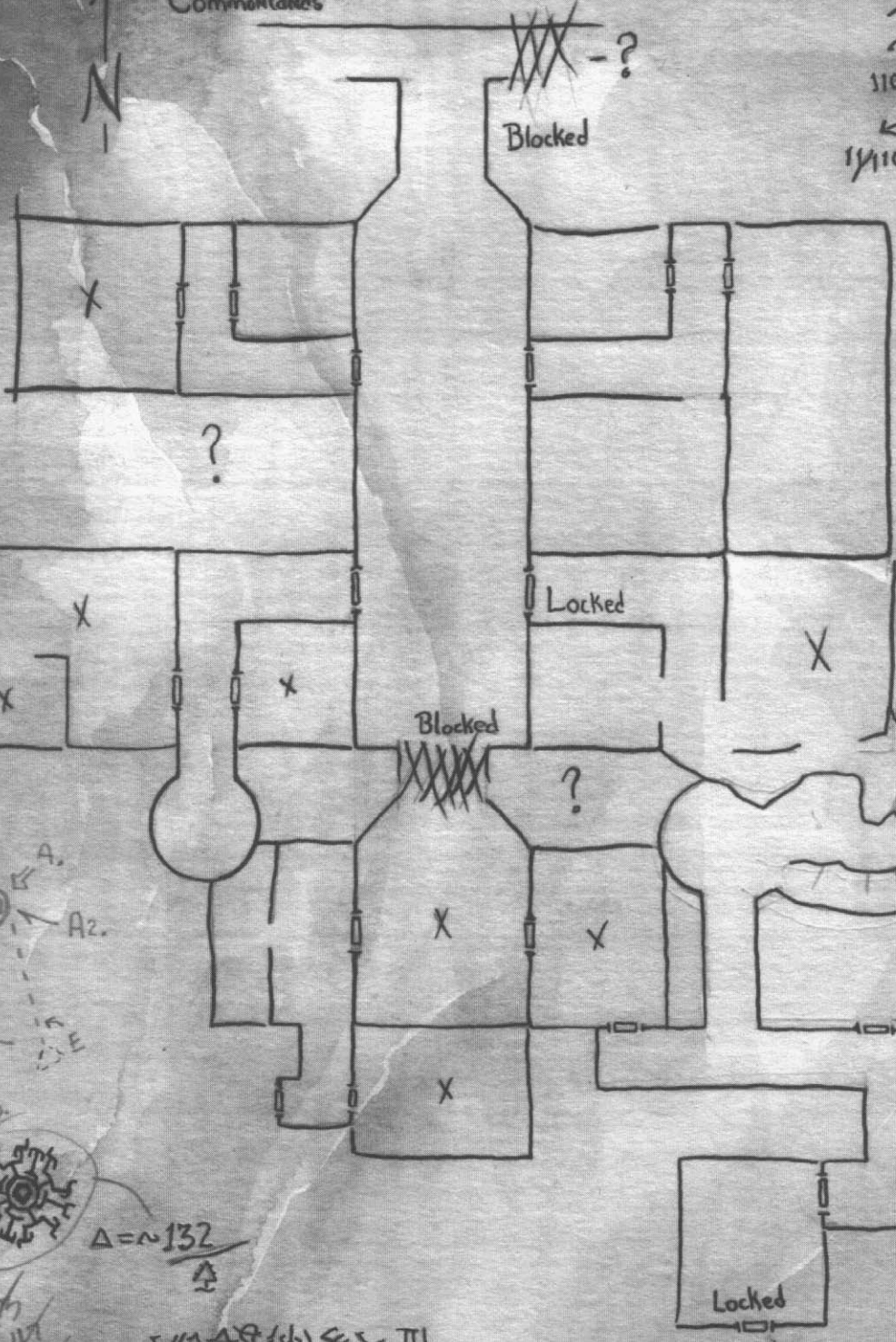
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