

Wolfgang Baur

OPEN  
DESIGN



# Empire of the Ghouls

# Empire of the Ghouls

*A Cannibal Adventure Campaign  
for 9<sup>th</sup> to 12<sup>th</sup> Level Characters*



*Written as a private commission for the sole use of its patrons*

*By Wolfgang Baur*

Requires the use of the Dungeons & Dragons Player's Handbook, published by Wizards of the Coast, Inc.

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# Dedication

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# Designer's Note: Sequels

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I was pretty sure that “Kingdom of the Ghouls” was never going to be published. I’d left Lake Geneva, Wisconsin, behind for the bright lights of Renton and Wizards of the Coast. In the mid-90s, TSR was imploding. Anyone going to work for the TCG company was not just suspect, but tainted. So the submission I had in at *Dungeon* magazine was not one that I expected to see embraced.

I was glad to be proven wrong; editor Dave Gross gave it the go-ahead.

Like many writers, I had no perspective on my own work, but I remember I was pretty obsessive about this theme. I loved ghouls ever since I read Lovecraft’s short “Pickman’s Model” and C.A. Smith’s “The Charnel God.” I wrote “Kingdom” in a new city, a dark and rainy place, and at a time in my life when everything was changing. It was accepted (to my surprise) and published with a cover by Brom. I was very pleased with the reception it got. I compressed a sourcebook worth of material into 20,000 words or so.

And that was that. It was acclaimed and voted one of the best *Dungeon* adventures, and ghouls kept popping up in various bits of my campaigns. *Libris Mortis* brought much of “Kingdom” into 3E. Editors asked me to add ghouls to adventures like “A Gathering of Winds” for Paizo, *Dungeon* #129, and I was happy to oblige. I pitched a sequel to *Dungeon*. Chris Perkins accepted the query, but I never wrote it.

Eventually, I told myself that I’m just not cut out to write sequels. My attention span is too short. In some ways, I think it’s just better to start with a fresh sheet of paper for each project.

Sequels are difficult. The things that made the original exciting are still there, but they are no longer fresh. The elements that a DM brought to the table may be cut or altered by a sequel. I became reluctant to revisit the topic. WotC didn’t want it and I needed more space than Paizo could allot to a *Dungeon* adventure.

With *Empire of the Ghouls*, the community of patrons convinced me to revisit the theme, even while the rights to “Kingdom” stayed with WotC. This was the fresh start I needed. Not only was *Empire* not going to be a direct sequel, it couldn’t be one. I could reinvent the social ghouls as more than an feudal undead realm. I could reinvent them as an imperial society, with enough space to describe a society, monsters, and magic. It would be the sourcebook that I always wanted the original to be.

Designers write sourcebooks in their imaginations that are always ideal, complete, and without flaws. (Oh, and written without sweat or toil!) The reality is that I loved writing this project, and I love its quirks. This new take on the greater ghouls is much, much closer to my original vision of a massive society than “Kingdom” could be.

Better still, nothing presented here directly contradicts the material in “Kingdom.” It’s not quite a sequel, (since no characters are common to both works), but they are certainly works of the same hand and mind. You may recognize a few elements from Lovecraft, Smith, and other ghoulish lore, but you’ll also find much to surprise and terrify players. I also discovered that I had learned a few things since the last time I visited. I hope that makes it a better and stronger work.

I never would have attempted *Empire* if you, my patrons, hadn’t asked for it, pushed for it, and supported it. For that, I am profoundly grateful. I hope you and your players enjoy the results.

Go forth, and conquer.

**Wolfgang Baur**  
Kirkland, Washington  
October 7, 2007

# Contents

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|   |           |  |  |
|---|-----------|--|--|
| <b>1. Introduction</b>                              | <b>1</b>  |  |  |
| <b>2. Background</b>                                | <b>2</b>  |  |  |
| 2.1 The Emperors                                    | 2         |  |  |
| 2.2 Cities of the Imperium                          | 3         |  |  |
| 2.3 Daily Life                                      | 4         |  |  |
| 2.4 Trade and Wealth                                | 5         |  |  |
| 2.5 Livestock                                       | 5         |  |  |
| 2.6 Alchemy, Drugs & Poison                         | 6         |  |  |
| 2.7 Necromantic Goods                               | 7         |  |  |
| 2.8 Coinage and Exchange                            | 7         |  |  |
| 2.9 Information & Lore                              | 7         |  |  |
| <b>3. The Ghoul Imperium</b>                        | <b>9</b>  |  |  |
| 3.1 Military Conquests                              | 9         |  |  |
| 3.2 Cults & Religion                                | 11        |  |  |
| Great Gods  | 11        |  |  |
| Lesser Gods   | 11        |  |  |
| 3.3 Ghoul Feats                                     | 12        |  |  |
| Blood Casting [Monster, Magical]                    | 12        |  |  |
| Deathwatch [Monster]                                | 12        |  |  |
| Devour [Monster]                                    | 12        |  |  |
| Eater of the Dead [Monster]                         | 12        |  |  |
| Envenom Weapon [Monster]                            | 13        |  |  |
| Ghoul Frenzy [Monster]                              | 13        |  |  |
| Gnaw [Monster]                                      | 13        |  |  |
| Lifesense [Monster]                                 | 13        |  |  |
| Mortal Slayer [Monster]                             | 13        |  |  |
| Natural Tactics [General]                           | 13        |  |  |
| Razor Claws [Monster]                               | 13        |  |  |
| Sated [Monster]                                     | 13        |  |  |
| Spelleater [Monster]                                | 13        |  |  |
| Supernatural Strike                                 | 14        |  |  |
| Visceral [Magical]                                  | 14        |  |  |
| 3.4 Ghoul Birth & Status                            | 14        |  |  |
| 3.5 The Necrophagi                                  | 15        |  |  |
| 3.6 Beggar Ghouls                                   | 15        |  |  |
| 3.7 Darakhul Nobles                                 | 15        |  |  |
| 3.8 Bloated Ghouls, Hunger Priests<br>and the Sated | 17        |  |  |
| 3.9 The Hundred Kings and the<br>Bonepowder Ghouls  | 17        |  |  |
| 3.10 Prestige Class: Imperial Hunter                | 18        |  |  |
| 3.11 Ghoul Magic                                    | 19        |  |  |
| Spells  | 19        |  |  |
| Black Well  | 19        |  |  |
| Blood Armor   | 19        |  |  |
| Cannibalize   | 20        |  |  |
| Corpse Shifting                                     | 20        |  |  |
| Curse of Weakness                                   | 20        |  |  |
| Feverish Confession                                 | 20        |  |  |
| Ghastly Stench                                      | 21        |  |  |
| Grave Healing                                       | 21        |  |  |
| Hide from the Living                                | 21        |  |  |
| Ivory Flesh   | 21        |  |  |
| Leeching Lanthorn                                   | 21        |  |  |
| Lich Hound Summoning                                | 22        |  |  |
| Maggots   | 22        |  |  |
| Ravenous Hunger                                     | 22        |  |  |
| Ripen Flesh   | 22        |  |  |
| Vermin Form   | 23        |  |  |
| Magic Items   | 24        |  |  |
| 3.12 The Crown of Air and Darkness                  | 24        |  |  |
| Appearance and Divination                           | 24        |  |  |
| Studying the Crown's Lore                           | 24        |  |  |
| Powers of the Crown                                 | 26        |  |  |
| Using the Crown                                     | 26        |  |  |
| Destroying the Crown                                | 26        |  |  |
| 3.13 Ghoul Servants, Allies, and<br>Enemies         | 27        |  |  |
| <b>4. Plot Summary</b>                              | <b>29</b> |  |  |
| 4.1 Play Styles                                     | 29        |  |  |
| Free-Form Raiding                                   | 29        |  |  |
| Stealth and Investigation                           | 29        |  |  |
| Capture and Escape                                  | 29        |  |  |
| 4.2 Plot Threads                                    | 29        |  |  |
| The Crown of Air and Darkness                       | 29        |  |  |
| The Last King's Plot to Seize the<br>Throne         | 29        |  |  |
| The Mage-Aboleth's Schemes                          | 30        |  |  |
| The Cloakers' Schemes                               | 30        |  |  |

## 5. Events & Hooks 31

### 5.1 Empty Graveyards and the

#### Dead Letter 31

Empty Graveyards 31

An Unexpected Letter 31

### 5.2 Events 36

The Missing Henchman 36

The Escaped Drow Slave 36

Tunnel Collapse 36

Jiro and the Darakhul Merchants 36

Last of the Svirfneblin 37

Darakhul Praetorian Patrol 39

The Ghoul Imperial Hunter 41

Gathering of Cloakers 41

The Ghoul Legion of the Damned 42

## 6. Underdark Locations & Encounters 45

1. The Fallen Gates of Hammerheim 45

2. Pillars of the Underworld 45

3. Shrine to Orcus 47

4. Dragon's Graveyard 48

5. Cyst of the Phrenic Scourge 50

6. The Last King 51

7. Derro Cult of the Withered Hand 54

8. The Centipede Tunnels 56

9. The Ruins of the Shrine of  
Eight Eyes 56

10. Iddoret, the Aboleth Merchant  
City 58

11. The Kobold City of Lillefor 60

12. The Pit of All Flesh 61

13. The Marshlight Caverns 63

14. Blinderstal, the Dark Creeper  
Stronghold 64

15. The Forest of Forgetting 65

16. Slave Pits 66

17. The Bat Mountain 67

18. The Glowing Forest 68

19. Cinnabar Mines 68

20. Ghoul Outpost 69

21. The Fleshbrook Crossing 71

22. The Abandoned Crossing 71

23. The Hunger Oracle 72

24. Jalla, the Aerie of the Cloakers 73

25. Gonderif, the Derro-Ghoul Mines 75

26. Gnawbone, Home of the Death  
God 78

28. Fretlock, Doorway to Morgau &  
Doresh 80

29. The Sulphur Sea and Chandelier  
Island 81

30. The Pure City of Vandekhul 82

31. The Depths of the Earth 83

## 7. Darakhul, the White City of the Ghouls 84

### 7.1 Approaching the White City 84

### 7.2 City Quarters & Prominent Locations 87

1. Merchants and Livestock Pens 87

2. Foreigners' Quarter 87

3. Beggars' Hovels 88

4. Artisans' Quarter 88

5. Nobles' Quarter 88

6. Marquise's Halls 88

7. Embassy of the Phrenic Scourges 89

8. Black Prince's Embassy 89

9. The Demonic Embassy 91

10. Necropolis 92

11. Temple of the Death God and the  
Demon Prince Orcus 93

12. Legionnaires' Quarter 94

13. The Fighting Pits 94

14. Legion Parade Grounds and  
Beetle Stables 94

15. The Imperial Acropolis 94

16. Temple of the Emperors 94

17. Fane of the Necrophagi 94

18. Shrine of the Hunger God 95



|                                 |           |
|---------------------------------|-----------|
| <b>7.3 The Buried Palace</b>    | <b>97</b> |
| <b>Reasons to Visit</b>         | <b>97</b> |
| <b>Escaping the Palace</b>      | <b>97</b> |
| <b>Entering the Palace</b>      | <b>97</b> |
| A. The Cliff Gate               | 97        |
| B. Great Hall of Arms           | 100       |
| C. Nightwing's Roost            | 100       |
| D. Courtier's Chamber           | 100       |
| F. Servant's Quarters           | 100       |
| G. Hall of Arms                 | 100       |
| H. Guard Station                | 101       |
| I. Slaughterhouse and Kitchen   | 101       |
| J. Proofing Chamber             | 102       |
| K. Feasting Hall                | 102       |
| L. Dungeons and Torture Chamber | 103       |
| M. Lesser Hall of Fiery Arms    | 103       |
| N. Courtesan's Chamber          | 104       |
| O. Throne Room                  | 106       |
| P. Emperor's Courtyard          | 108       |
| Q. Library and Scriptorium      | 109       |
| R. Valet's Chamber              | 109       |
| S. Diviner's Hall               | 109       |
| T. Secret Passage to Courtesan  | 110       |
| U. Secret Passage to Guests     | 110       |
| V. Imperial Treasure Vault      | 110       |

## **8. Finale** **111**

|                                 |            |
|---------------------------------|------------|
| <b>8.1 The Horrid Feast</b>     | <b>111</b> |
| The Emperor Arrives             | 112        |
| Angel Meat                      | 112        |
| Emperor's Goals                 | 113        |
| Surviving Diplomatically        | 113        |
| <b>8.2 Destroying the Crown</b> | <b>113</b> |
| <b>8.3 Further Adventures</b>   | <b>113</b> |
| Beyond the Sunless Sea...       | 113        |
| The Cult of the Hunger God      | 113        |
| The Underworld and Afterlife    | 114        |
| Revenge of the Pale Emperor     | 114        |

## *Appendix A:* *Ghouls & D20 Monsters* **115**

|                         |     |
|-------------------------|-----|
| Bloated Ghoul           | 115 |
| Bone Collective         | 116 |
| Bonepowder Ghoul        | 118 |
| Carrion Beetle          | 120 |
| Cave Dragon             | 122 |
| Darakhul                | 124 |
| Dark Creeper            | 126 |
| Dark Stalker            | 127 |
| Deathcap Mycolid        | 129 |
| Dragon Scarabs          | 130 |
| Dread Ghast             | 131 |
| Dread Ghoul             | 133 |
| Gray Nisp               | 134 |
| Gypsosphinx             | 135 |
| Lich Hound              | 136 |
| Phrenic Scourge         | 137 |
| Sepulchral Stalker      | 139 |
| Shadow Fey (Scáthsidhe) | 141 |

## *Appendix B:* *Player Handouts* **144**

|                                |     |
|--------------------------------|-----|
| Handout 1: A Dead Letter       | 144 |
| Handout 2: Orders to Marrowfat | 145 |
| Handout 3: Imperial Commission | 146 |

## *Appendix C:* *Ghoul Reference Card* **147**

## *Appendix D:* *Open Game License* **148**

## List of Illustrations

|                                   |     |
|-----------------------------------|-----|
| The Feasting                      | 1   |
| Necrotic Engine                   | 15  |
| Jiro the Grey Wurm                | 37  |
| Ingerstockvilli, Last Svirfneblin | 39  |
| Indldegruch, Phrenic Scourge      | 51  |
| Narosain, the Last King           | 54  |
| The Fungal Forest                 | 68  |
| Cloaker Attack                    | 75  |
| Derro Attack                      | 76  |
| Beggar Ghoul                      | 88  |
| Sinderec, Glabrezu Ambassador     | 91  |
| Gypsosphinx                       | 92  |
| Cimbrai Grimscribe, a Sated Ghoul | 96  |
| Xandros, the Imperial Nightwing   | 99  |
| Nicoforus I, the Pale Emperor     | 106 |
| Bonpowder Ghoul                   | 119 |
| Carrian War Beetle                | 121 |
| Cave Dragon                       | 123 |
| Deathcap Mycolid                  | 129 |
| Lich Hound                        | 137 |
| Phrenic Scourge                   | 139 |
| Sepulchral Stalker                | 140 |

## List of Maps

|   |     |
|---|-----|
| The Deepest Crypt                       | 34  |
| Dread Empire of the Darakhul & Environs | 46  |
| Shrine to Orcus                         | 47  |
| Dragon's Graveyard, Side View           | 49  |
| Dragon's Graveyard, Top View            | 49  |
| Cyst of the Phrenic Scourge             | 50  |
| Derro Caverns                           | 55  |
| Ruins of the Shrine of Eight Eyes       | 57  |
| Iddoret, an Aboleth City                | 58  |
| Marshlight Caverns                      | 63  |
| Forest of Forgetting                    | 65  |
| The Slave Pits                          | 66  |
| Ghoul Outpost                           | 69  |
| Fleshbrook Crossing                     | 71  |
| Hunger Oracle                           | 72  |
| The Hanging Cloaker City                | 74  |
| Darakhan, the White City of the Ghouls  | 85  |
| The Buried Palace                       | 98  |
| Feast Hall                              | 111 |

## List of Tables

|   |     |
|---|-----|
| Table 2-1: Bardic Knowledge of the Empire     | 3   |
| Table 2-2: Unique Ghoul Items                 | 5   |
| Table 2-3: City Gossip From Ghoul Settlements | 7   |
| Table 2-4: Bardic Knowledge                   | 8   |
| Table 3-1: Legions of the Imperium            | 10  |
| Table 3-2: Legion Units                       | 10  |
| Table 3-3: Corpse Benefits                    | 12  |
| Table 3-4: Darakhul Fever                     | 14  |
| Table 3-5: The Imperial Hunter                | 19  |
| Table 3-6: Vermin Forms                       | 23  |
| Table 3-7: The Crown of Air and Darkness      | 24  |
| Table 5-1: Zobeck Gather Information          | 33  |
| Table 6-1: Dragon Treasures                   | 49  |
| Table 6-2: NPCs of Interest                   | 59  |
| Table 6-3: Gather Information Iddoret         | 59  |
| Table 6-4: Oracular Q&A                       | 73  |
| Table A-1: Bloated Ghoul Damage               | 115 |
| Table A-2: Bone Collective Lore               | 118 |
| Table A-3: Bonpowder Ghoul Lore               | 120 |
| Table A-4: Carrian Beetle Lore                | 121 |
| Table A-5: Cave Dragons by Age                | 122 |
| Table A-6: Cave Dragon Abilities by Age       | 122 |
| Table A-7: Cave Dragon Lore                   | 124 |
| Table A-8: Darakhul Damage                    | 125 |
| Table A-9: Darakhul Lore                      | 126 |
| Table A-10: Deathcap Mycolid Lore             | 130 |
| Table A-11: Dread Ghast Damage                | 132 |
| Table A-12: Dread Ghoul Damage                | 133 |
| Table A-13: Gypsosphinx Lore                  | 135 |
| Table A-14: Lich Hound Lore                   | 137 |
| Table A-15: Sepulchral Stalker Lore           | 141 |
| Table A-16: Shadow Fey Lore                   | 143 |

# 1. Introduction

*The men bent low over their ale; the guard captain seemed afraid that the empty tavern would suddenly sprout a nest of informers. The necromancer he spoke to seemed restless, unusual for a man of his cold-blooded reputation.*

*"The ghouls are up to something. No one is sure what, but they're restless. Robbing graveyards, coming up in daylight sometimes. Mobbing travelers and breaking out into the city streets of Zobeck. The oracles say that they are looking for something, but the Sibyl's visions don't make much sense. Someone should go down there. Someone.... heroic."*

*"Someone expendable, you mean."*

*"No, they'd have to be very, very good heroes. I'm just saying, not us."*

*"Oh. Well, that's all right then. I'll spread the word: Martyrs Wanted."*

*"I think you'll need a slightly better lure than that."*

*"Oh, fine, I'll offer a reward if you insist."*



## 2. Background

---

*We were long since a great power, we were quite used to it, and it did not make us as happy as we had expected. The feeling that it had not made us more attractive, that our relation to the world had rather worsened than improved, lay, unconfessed, deep in our hearts.... War then, and if needs must, war against everybody, to convince everybody and to win.*

—*Doctor Faustus*, Thomas Mann

Deep under the tiny duchy of Morgau and Doresh lies the heart of a dark empire: the Empire of the Ghouls, flesh-eating and blasphemous worshippers of the Gods of Death, Hunger, and Darkness, who come to the surface only to feed. Their empire rose more than 100 years ago, when the first dread ghouls and darakhul answered a diabolist's summoning.

The darakhul were born of strange magic: ghouls with intelligence, with necromantic power, and with the ambition to rule everything below the earth. Some say the first of them became undead through sheer will and boundless depravity.

Others say that the darakhul are the children of a mythical ghoul-dragon named Darrakh, who roams the grey wastelands between life and death.

The truth is lost, as the first centuries of darakhul existence before the empire are furtive, hidden from history. The darakhul may have been smarter, stronger, and more ruthless than ghosts or common ghouls, but they were also few in number. Each darakhul sought power over his fellows, creating an endless line of petty kings, hunger cults led by charismatic death priests, and necromantic kingdoms founded on the back of a single eldritch master. Nothing came of them but more effective looting of the tombs and cemeteries. The early kingdoms are largely forgotten. When they are remembered at all among the darakhul, it is as the Time of Warring Kings.

The true birth of darakhul power begins with the Emperors.

### 2.1 The Emperors

---

Four great emperors ruled the ghouls, each giving homage to the Death God and the Demon Lord of Ghouls, each expanding their empire below the earth through conquest. Ghouls have few friends, and their violent empire is constantly at war. For the most part, their wars have been successful ones.

The first emperor, Tonderil the Bonebreaker, worked for 23 years to unite the scattered darakhul lords and petty kings under his command. He believed that he had destroyed them all or (when his ultimate victory became clear) forced them to swear allegiance to him. The ghouls measure time from the year when his greatest foes bowed to him, and his former foes became the founders of the Temple of the Hunger God,

the Fane of the Necrophagi, and the General of the Royal Bastards Legion. Tonderil crowned himself emperor.

Tonderil ended in battle, leading the charge that broke the defending lines at the lost derro city of Gonderif. He had ruled just nine years as emperor of all the ghouls, but laid the foundation for everything that was to come: their magic, their legions, and their aristocracy of rival dukes and marquises.

His first victories against the dark elves and the deep dwarves devoured entire cities of the Spider Goddess and the Forge God, and brought thousands of slaves into the flesh markets. The pattern of expansion was set, using the ghoul's magic of feeding and frenzies, of negative energies, shadows, and death. The Darakhul necromancers grew more powerful than any known on the surface world. Their unceasing toil made them strong. Their armies created new soldiers with each victory.

The second emperor was an empress, one of Tonderil's spawn. Haresha Winterblood's power derived from her good fortune in battle: she was the only surviving general at Gonderif. Haresha returned home in triumph and claimed the throne. A powerful priest of the Death God and an able strategist, she failed to keep an eye on her closest followers, dying twelve years later in a coup staged by the 2<sup>nd</sup> Imperial Legion. Her heart was eaten by her successor, who buried her in the Necropolis with little ceremony. A persistent legend claims that Haresha's "heir" danced over her crypt.

Vermesail the Gravedancer, the general who staged the coup, was paranoid and suspicious because of how he seized power. He turned many darakhul generals, priests, and necromancers against one another rather than turning outward to seize new territory. The empire shrank during his reign. His terror tactics and spy network kept him in power for 58 long years, as did his development of the bone collectives, the rise of the Emperor Cults, and the writing of the first ghoul work of theology: the *Annals of Divine Strength and Sustenance*. Vermesail died in magical combat against drow assassins, who were devoured by the masses of guards shortly after cutting Vermesail down.

The drow assassins left the empire without a ruler; Vermesail's chosen successor died at his side. In the Interregnum, almost all the Dukes declared themselves Emperor, as did a charismatic leader of the beggar ghouls who called himself Voxpopulus, or "Voice of the People." His followers had the numbers on their side, but when the Duke Nicoforus' legions marched into the White City, the Beggar King was put to flight.

Since that day, the fourth Emperor, Nicoforus the Pale, has ruled for 20 years with cunning and relentless cruelty. He recently took revenge on the drow for his predecessor's

death, first sending a bone collective to assassinate the high priestess of the city of E\_\_\_\_ C\_\_\_\_, and then destroying it utterly, taking all its dark elves prisoner, eating the weak and transforming the strongest. Under his rule, the Necrophagi prosper, as he trusts the arcane powers more than the divine ones of the various high priests.

Not everyone was destroyed by the onrushing tide of the ghouls through the underdark. The mushroom folk resisted, as did the aboleth, cloaklers, and phrenic scourges, all of them cold-blooded and rarely chosen for conversion into darakhul. The dark stalkers and deep gnomes survived by hiding from the darakhul as well as anyone can. Demons claim that the Demon Lord of Ghouls has grown in stature in the Abyss with the Empire's successes.

Now, having destroyed almost all opposition in their region of the underdark, the darakhul are turning their eyes once more to the surface. Their magic is strange, their hatred tireless. Surely their attacks will sweep all before them, if only they can gain the blessing they seek from their patron gods, the Death God and the Black Queen. Their union was celebrated long ago in the form of a crown that the Death God gave his queen before carrying her to his cold realm: the Crown of Air and Darkness, a fey device imbued with the seeds of death. The ghouls believe this item will protect them from the horrible glare of the sun. They're right.

Some aboleth believe that the cloaklers are willing to give the ghouls the thing, if only to get them out of the underdark. The heroes must stop them, or failing that, must go to the White City and steal the Crown to prevent the ghouls from establishing themselves throughout every cavern of the underworld, and every nook of the surface world.

**Table 2-1: Bardic Knowledge of the Empire**

| Check DC | Result   |
|----------|--|
| 30       | Dark legend tells of a land ruled by ghouls beneath the surface.   |
| 35       | Nicoforus I is the Emperor of the Ghouls, both lesser and greater. |

## 2.2 Cities of the Imperium

The White City of Darakhan is the first and greatest ghoulish city. Many of the old capitols of the Hundred Kings survive in some form. The greatest current cities are large by underworld standards (meaning up to a thousand or so inhabitants, and twice that many slaves), but certainly not huge by surface standards. The total population of the empire stands around 50,000 total; one-fifth of that total is in the legions, one-fifth in the priesthood, one-tenth serve the Necrophagi, and two-fifths work as scavengers, merchants, and servants to the nobles. The remaining tenth are beggar ghouls.

In times of famine, the empire's population can drop by 40% or more, as ghouls feed on their own kind and slaves are wiped out.

### Gonderif

Once a derro city, its stone gates and pillared halls reflect the excellent workmanship of its creators. The city is now primarily an armaments center, where iron, mithral, and steel are worked into weapons, equipment, and supplies for the ghoulish legions. Most slaves are derro and dwarves, their beards shaven and their foreheads branded as "smith", "miner", or "food". The two types of dwarves do despise each other, but protect each other against their common overlords. Gonderif is currently held by the Duke Radu Kopecs (see page 75).

### Gnawbone

Once a drow city, it has long since been converted into a center of the priesthood of the Death God. The ghouls adapted a Spider Goddess shrine to their own uses. The city's products include the best beetles, finest spider silks, and excellent undead servants, but its true fame is as the site of pilgrimages to the Emperor cult, the Death God's shrine, and the tomb of the first Emperor. Gnawbone is the current residence of the Hunger Duchess, Orsolla Stritt (see page 78).

### Fretlock

Settled by the strongest of the Hundred Kings, this ancient settlement lies just below the largest cemeteries of Morgau and Doresh. It provides hunters and the gold, cloth, and meat they bring from crypts, as well as information and contact with the surface world. Currently the city is held by the Duke Drago Blackfly, whose Fuligin Manor is visited occasionally by his half-brother, the living necromancer Konrad von Eberfeld.

### Fleshbrook

This settlement also dates to the days of the Hundred Kings. Its single bridge over the Yellow River still makes it a valuable strategic site (see area 21, the Fleshbrook Crossing on page 71). The small city is currently ruled by the weakest of the Dukes, Wilmer Corpsefinger, though he has a good garrison. It is sometimes called "Beetlebrook" for its greatest product, lamp beetles.

### Vandekhul

This small city is well staffed with slaves and servants, because it is the "summer palace" of the Emperor when he wants to escape the crush of the White City. Set on the shores of the Sulfur Sea, it is always a popular locale for darakhul nobles, who outdo each other building elaborate palaces and boathouses along the shore while slaves dig and die in the sulfur mines a few miles inland. Duke Morreto Lichmark, the Emperor's current favorite, rules it.

## 2.3 Daily Life

Ghoul life is simple: fight, scheme, and feed. Sex and reproduction are not an issue for ghouls, but intrigue, status, and violent reinforcement of the social hierarchy are critical. Dominant ghouls tend to kill lesser ghouls and beggar ghouls out of hand in the street if they are not treated with enough deference. But how does the empire really work?

### Foraging

The basic unit of currency in the Empire is flesh, meaning living or recently-dead, sentient flesh if at all possible, and older, buried flesh if it's not. The ones who bring dwarves, svirfneblin, dark creepers, drow, and others to the flesh pits are usually either Imperial Hunters or raiding parties. Fortunately, ghouls can go for weeks or months without eating much, because their connection to the Negative Plane grants them power even without feeding.

However, ghouls still feel hunger every day without food. That drives them to work, fight, and steal if they must. Most ghouls eat no more than once a day. Beggar ghouls eat much less than that. To support the empire of 50,000 ghouls, a minimum of 1,000 pounds of flesh are required each day, roughly 8 elves or 7 humans. Most days, the Imperial hunters bring much more than that into the slave markets.

The greater food needs are actually those of carrion beetles, who can eat fungus and rotting flesh most of their lives, but require large carcasses when they reproduce. Their nesting grounds in the west of the empire are also the territory where purple worms and other large prey are most common. Living slaves are fed just enough to keep them alive. Bat meat, fungus, cave fish, and moth larva are all typical slave food. Most are very thin indeed.

### The Feeding Laws

The foundational legal codes of the empire deal with food, or rather, its lack. The code states that the darakhul eat first at any kill, then the dread ghouls and ghaunts, and lastly the lesser ghouls. In addition, eating flesh that does not belong to you is treated as a special case of theft, with harsher punishments up to and including exile for repeat offenders.

Finally, deliberately infecting a fleshling slave is treated as a crime roughly equivalent to arson, that is, it is a heinous form of property destruction. Offenders are usually punished by long starvation and heavy fines, including indentured slavery to the plaintiff. The feeding laws are taken very seriously. Even nobles have been punished. In an empire of relative scarcity, food is treated with reverence.

The Emperor, in the person of his legions, administers the Feeding Laws. In cases where a ghouls' guilt must be established, the priests act as the judiciary.

### Work

Since many ghouls never hunt at all, they must do other useful work. Scribes and priests fill the temples and the Fane of the Necrophagi, writing for libraries and copying both arcane and divine scrolls. Smiths, miners, and armorers fill the artisan quarters, and leatherworkers and tailors make clothes for the wealthy ghouls to show their status.

### Worship

Most ghouls are devoted to their own interests. They make a show of piety before the Emperor Cults for political reasons, before the War God for greed and imperial glory, or the Death God for his role in creating the ghouls race. But in many ways, their greatest god is the Hunger Cult, for all ghouls but the Sated are driven by the need to devour flesh. For more information on the ghouls pantheon, see Cults, page 11.

### Politics

The Empire has both an Emperor and a Council of the Darakhul, which includes five high priests, the head of each noble house, the Dukes, and the elder Marquis, a total of almost 60 nobles who can and do write the laws and administer justice in the Empire. The Council Members declare wars, grant or revoke an Imperial Hunter's charter, grant or withhold plunder from the Legions, and so on. Their power over the Emperor is very limited, though: he controls two of the three Legions in the White City of Darakhul, and he collects the flesh-tax on all food brought into the city. If he decides not to obey the Council's laws, he risks revolt at the borders of the empire, but he is untouchable at home.

The politics of the various houses are affected by two older, underlying patterns: one is the loyalty to the noble houses that were once led by the Hundred Kings (these are the Dukes and some Marquis darakhul), and the other is loyalty by original race. Many drow, humans, dwarves, and others are comfortable with ghouls of their own kind and discriminate against other kinds of ghouls, believing their own form of darakhul to be superior. The Legions and the Emperor discourage these rivalries, when it suits them, and stoke them with racial battles in the Arena when they wish to keep popular rage diverting the beggars and common ghouls from other problems.

### Slaves

As well as being useful, the slaves of the Empire are another way to display a ghouls' status. Two main issues come up with the living slaves: some get scratched and infected with ghouls fever, and others are rebellious. The ghouls have a single solution to both problems: deadmind powder, a poison put into the food of most slaves. This powder inhibits the development of ghouls fever (slowing its progress a hundredfold rather than preventing it entirely). In this way, infected mortals slowly become ghouls over time. Any ghouls



who infected them must pay their owner for the “damage” to their goods. Overseers keep a close eye out for signs that slaves are not taking the deadmind powder. Those who resist the toxin are fed to the beggar ghouls or sold for meat immediately.

Slaves are divided into many categories, the most important being fleshlings (or food slaves) and the house or skilled slaves. Food slaves are sold as meat and promptly eaten. Halfling is a delicacy, and the flavor of svirfneblin is highly prized. Skilled slaves are kept as trophies, and sometimes as sources of amusement in the arena or the bedchamber.

## 2.4 Trade and Wealth

**G**houl commerce centers on livestock, both beetle and humanoid, as well as on drugs, poisons, necromantic supplies, clothes, weapons and armor. Ghouls are eager merchants, and well versed in the various coinages of the underdark and the surface world alike. Their caravans visit Darakhan, Lillefor, Morgau, Gnawbone, and Spiderfall.

**Table 2-2: Unique Ghoul Items**

| Livestock                         | Cost     |                   |
|-----------------------------------|----------|-------------------|
| Carrion Beetle, Merchant's        | 900 gp   |                   |
| Carrion Beetle, Tunneling         | 600 gp   |                   |
| Carrion Beetle, War               | 2,700 gp |                   |
| Lamp Beetle                       | 50 gp    |                   |
| Sniffer Beetle                    | 150 gp   |                   |
| Skilled Humanoid Slave, Sighted   | 250 gp   |                   |
| Skilled Humanoid Slave, Sightless | 180 gp   |                   |
| Food Slave                        | 40 gp    |                   |
| Sighted/Skilled Ghoul Slave       | 120 gp   |                   |
| Skeleton, humanoid                | 25 gp    |                   |
| Zombie, humanoid                  | 35 gp    |                   |
| Drugs and Poisons                 | Cost     | Weight            |
| Acid, Beetle (flask)              | 50 gp    | 1 lb.             |
| Alchemical Sulfur                 | 5 gp     | ½ lb.             |
| Carrion Elixir                    | 100 gp   | 1/2 lb.           |
| Deadmind (10 doses)               | 30 gp    | 100 doses per lb. |
| Fire salts (flask)                | 75 gp    | 1 lb.             |
| Mortuary Mercury (vial)           | 50 gp    | 4 doses per lb.   |
| Saltpeter                         | 15 gp    | 10 doses per lb.  |
| Wyrmsblood Venom (1 dose)         | 400 gp   | 4 doses per lb.   |

| Necromantic Goods      | Cost   | Weight     |
|------------------------|--------|------------|
| Black Bandage          | 50 gp  | 20 per lb. |
| Black Bandage, Greater | 300 gp | 20 per lb. |
| Breather's Mask        | 15 gp  | 2 lb.      |
| Face Powder            | 4 gp   | ½ lb.      |
| Meatstock Corpse       | 5 gp   | 180 lb.    |
| Quicksilver Strength   | 150 gp | 1 lb.      |
| Wigs                   | 60 gp  | 2 lb.      |

**Note:** Prices for necromantic goods are not doubled (see page 7).

## 2.5 Livestock

**T**he ghouls are happy to breed many varieties of beetles and to oversee slaves in large numbers. To them, anything but another ghoul is a domesticated animal.

### Carrion Beetles

Carrion beetles come in different sizes and demeanors, like breeds of horses. War beetles are often young, strong, and armor-plated; the most expensive are grown to a Huge size. The merchant variety are bred and trained for docility and their ability to carry heavy loads tirelessly. The tunneling beetles are too old or too frail to march off to war or taken on a heavy burden. Their acid is their sole remaining asset, used to sculpt the underworld to the ghouls' liking by making tunnels and enlarging caverns.

### Fire Beetles

Fire beetles provide illumination for writing, reading, and for use near human and other “sightless” slaves.

### Lamp Beetles

These beetles range in size from just a hand span in size to over a foot long. Their organs are like those of fire beetles, but are bred for a variety of colors, from the greenish-yellow shades that ghouls prefer to orange, pale bluish, and the traditional red. Unlike fire beetles, lamp beetles glow while they are kept alive.

### Slaves

The ghouls of the Imperium divide slaves into a bewildering variety of types and categories, from race to skills to taste. Two main categories are important: sight and fleshling status.

Sighted slaves with darkvision are preferred for house or skilled slaves, because they can work in the darkness that ghouls prefer. Sightless slaves are humans and any other humanoid that cannot see in the lightless dark below the earth.

## Background

The other dividing line is between skilled slaves and the fleshling food slaves. The skilled can read and write, or are savants or arcanists or metalworkers of some kind. These are kept on to work in ghoulish mines, forges, scriptoria, or other enterprises until they are near death, and then infected with ghoulish fever. All other slaves are fleshlings; they are kept a few days, then eaten or sold.

## Sniffer Beetles

About the size of a small dog, these beetles can smell creatures of all kinds as with the Scent ability. They buzz and twitch their wings when creatures draw near and are difficult to either fool or poison (DC 22 Handle Animal to keep one from buzzing, DC 32 if its handler is nearby). They are used as watch animals, though they are poor fighters.

## Undead

Lesser ghouls, zombies, and skeletons are sometimes bought and sold, the zombies and skeletons as simple goods, the lesser ghouls as livestock or slaves. Few ghouls fall so low as to become slaves, but some beggar ghouls become so desperately starved that they must sell themselves into slavery to eat. Ghoul slavery can always be revoked; especially loyal ghouls are often manumitted on their owner's death.

## 2.6 Alchemy, Drugs & Poison

**G**houlish alchemy is inventive and advanced, using beetle acid to melt stone (for example), and brewing up a more potent form of alchemical fire. Many products of ghoulish alchemy are deadly to living creatures, and really only benefit the undead.

### Acid, Beetle (flask)

Sold in ceramic flasks, these flasks serve admirably as a splash weapon. Treat this as a ranged touch attack with a range increment of 15 feet and a maximum of 75 feet. A direct hit deals 2d6 points of acid damage. Every creature within 5 feet of the point where the acid hits takes 1 point of acid damage from the splash.

### Alchemical Sulfur

Ghouls eat alchemical sulfur as a stimulant when hustling on long marches. It is not healthy for living creatures. Anyone doing so must make a DC 14 Fort save or suffer 1d4 initial Con and 2d4 secondary Con damage. Ghouls gain 1d4+1 Strength from consuming it. The drug lasts 1d4+4 hours.

### Carion Elixir

This dark brown slurry of liquid and fleshy chunks reeks of sewage and decay. Ghouls seem to find it entirely intoxicating, and crave more once they've had a decent mouthful. Ghouls who taste the elixir must make a DC 15 Will save to avoid drinking all of it immediately. They lose 2 points of Strength

and Dexterity for 2 hours for every dose they ingest. Living creatures that taste or drink carion elixir must make an immediate DC 15 Fortitude save or be nauseated for 1d6 hours.

### Deadmind

This grey powder is a mixture of saltpeter and fungal liquor that deathcap mycolids sell to the Imperium. The result is a slow-acting, mind-deadening poison that makes its victims very pliable. Those who ingest it must make a DC 21 Fort save or suffer 1d6 initial Wis and 2d6 secondary Wis damage. They also must make a DC 17 Will save or act as if affected by a *suggestion* spell for 48 hours. Deadmind never causes a victim's Wis to drop below 1.

### Fire Salts (flask)

You can throw a flask of fire salts as a splash weapon, or scatter it on the floor as a trap set off by contact. Treat the splash version as a ranged touch attack with a range increment of 15 feet and a maximum of 75 feet; the trap version has a DC 18 Reflex save for half.

A direct hit deals 2d8 points of fire damage. Every creature within 5 feet of the point where the flask hits takes 1d4 points of fire damage from the splash. On the round following a direct hit, the target only takes an additional 1d8 points of damage. The target can use a full-round action to attempt to extinguish the flames before taking this additional damage (DC 18 Reflex save). Rolling on the ground provides a +2 bonus on the save. Submersion in water (such as leaping into a lake) or magically extinguishing the flames automatically smothers them.

Fire salts are especially effective against creatures under the influence of wind walk or gaseous form, causing 6d8 damage against gaseous targets, plus 3d8 in the following round. A gaseous creature cannot take a full-round action to attempt to dampen the alchemical reaction consuming it.

### Mortuary Mercury (vial)

Mercury or quicksilver is a preservative for any organic material, because its toxicity prevents any form of rot from taking hold in a corpse. As a result, ghouls frequently drink it to keep their undead forms well preserved, or apply it to their skin to fight off any fungus or other decay. Anyone who makes a successful Craft (Alchemy) DC 10 skill check or Knowledge (Arcane) DC 18 check knows how deadly this stuff is. Anyone fool enough to drink it must make a Fortitude save against its poisonous effects: initial damage 2 Int and 2 Wis, secondary 1d6 Int and 1d6 Wis. The effects onset is slow, 1-day minimum.

## Saltpeter

This nitrate salt is popular among ghouls to encourage the growth of certain fungi. It is believed to have mind-dampening effects as well, slowing cognition and action in slaves. For this reason, it is a component of deadmind. It has no other effect.

## Wyrmblood Venom

Though this is a mineral toxin mixed with cave dragon bile and dhole ichor, its bright red color gives it its name. It is especially popular because it has an effect on corporeal undead, unlike almost all other poisons. It is an injected poison, onset 1 round, Fort save DC 18, initial 1d12 Str, and secondary 1d8 Str. Market value: 1,500 gp.

## 2.7 Necromantic Goods

Ghouls are masters of grave magic, necromancy, and black alchemy. Their fondness for these arcane crafts have led to the creation of many basic items that are common throughout the empire.

The following goods are found in any ghoul settlement.

### Black Bandages

Ghouls can't use normal healing methods, so the priests of the Death God make and sell these strips of black cloth, infused with negative energy and equivalent to a *cause light wounds* or (for the greater bandages) *cause moderate wounds*.

### Breather's Mask

Used by slaves working in stagnant or smoky air, these simple masks draw good air out of deadly gas. They last for 6 hours, then must be replaced by fresh ones.

### Face Powder

Ghoulish vanity leads many to wear face powder to hide decayed or grayish skin.

### Meatstock Corpse

A normal corpse sells for about 5 gp as food. Ghouls value corpses with large amounts of fat or muscle and may pay 10 or even 20 gp for such flesh in good condition.

### Quicksilver Strength

By drinking magically infused mercury, ghouls gain +1 to their natural armor and +4 to their Strength for 1 hour. Mercury also prevents decay of their flesh and features. Living creatures drinking a vial of mercury are slowly poisoned, with a 1-day onset, Fort DC 19, 1d6 initial Con and 1 Int damage and 2d4 secondary Con and 1d3 secondary Int damage. The damage from mercury poisoning is very difficult to reverse; it requires a *neutralize poison* cast by a 9th level caster within 1 day or *restoration* cast by a 11th level caster.

## Wigs

Many ghouls lose their hair over decades and wear wigs. Living slaves with especially fine hair are often sheared once a year.

## 2.8 Coinage and Exchange

Old pieces are often called skulls or pounds, named after the pound of flesh that is a core unit of value among ghouls. Silvers are called ducats or fingers, and coppers are called bites, boats, or boatmen, after Charon, the ferryman to the underworld, who demands them as payment.

### Cost of Goods in the Imperium

All foodstuffs (other than humanoid flesh) cost 10x what they would on the surface; this includes drinks. Almost all food is marginal stuff used to feed beetles or slaves; anything else is hugely expensive. Weapons and armor are rarely for sale to non-ghouls. When they are, the costs are tripled. Lodging, clothing, and adventuring gear items cost double standard. Alchemical items are commonly available, as are necromantic potions, scrolls, and services, and they cost "merely" double standard.

## 2.9 Information & Lore

The party may try to gather information from the many people in the aboleth city, from among the ghouls themselves, or even from the cloakiers. It's easiest to get information from the ghouls, and hardest from the cloakiers. Use the following tables, depending on whom they question.

Table 2-3: City Gossip From Ghoul Settlements

| Gather Information DC | Result (Explanation)  |
|-----------------------|---|
| <16                   | "You look tasty." ( <i>Requires DC 15 Diplomacy to avoid a fight.</i> )   |
| 16                    | "Our beetles are unstoppable war machines. Their acid will melt you in your armor." ( <i>Largely false, which is only obvious if PC makes a DC 19 Sense Motive check.</i> ) |
| 20                    | "Ghoul armies are invincible. We are thousands strong. We march day and night." ( <i>True. If the PC asks, tell them that a ghoul army can march 100 miles per day.</i> )   |
| 25                    | "You should join us. I know a hunter who would convert you to the winning side." ( <i>True; tell PC what hunters are.</i> )   |
| 30                    | "The Legions are all marching. The emperor wants something. When he finds it, you will all be meat for my belly, fleshling." ( <i>True, though incomplete.</i> )            |



## Background

For parties with a bard, here's a typical set of bardic knowledge about the ghouls and their empire.

**Table 2-4: Bardic Knowledge**

| Check DC | Result  |
|----------|---|
| <14      | No information  |
| 15-20    | <p>A group of intelligent ghouls has long raided cemeteries and tombs, searching for a messiah child of death and darkness, offspring of gods, Emperor of All Ghouls! The ghoul scriptures of the Hunger God claim this messiah will arrive crowned with darkness and will lead his vile followers on a crusade against all living things. Various oracles claim that when the ghouls walk the earth, the dark elves will be exterminated first, then the dwarves, then humankind.</p>  |
| 21-25    | <p>The ghoul empire has existed for more than 100 years. Stories told by the dark elves, the dwarves, and others claim that great necromancers lead them. The drow legends make it clear that the ghouls are warlike and worship the Death God, War God, and Hunger God as well as demon lords. The ghouls themselves harbor a deep hatred of the living, who remind them of what they once were.</p>   |
| 26-35    | <p>Dwarven clan sagas describing the ghoul empire claim a half-dozen major ghoul types: lesser ghouls, nobles, priests, bloated ghouls with enormous bellies, even ghouls whose hunger has worn them away into nothing but teeth and dust. Even those shreds still try to prey on any corpse or living soul they find.</p>  |
| 36+      | <p>The ghoul empire is led by an Emperor who seeks to always expand and grow his power. The vile <i>Infernal Compendium of all Dooms</i>, a twelve-volume work written by the arch-devil Titivillus, claims that ghouls would always have been the true rulers of the night, but for some ancient accident. If the Goddess of Night ever granted the ghouls a respite from the sun, surely they would rule the world. As it happens, the legendary Crown of Air and Darkness, a wedding gift from the Goddess of Night to one of the demon lords, does exactly that: shield those who command it and blots out the sun.</p> |

# 3. The Ghoul Imperium

*As he spoke he smiled. The lamplight fell on a hard looking mouth, with very red lips and sharp-looking teeth, as white as ivory. One of my companions whispered to another the line from Burger's "Lenore".*

*"Denn die Todten reiten Schnell." ("For the dead travel fast.")*

*The strange driver evidently heard the words, for he looked up with a gleaming smile.*

*—Bram Stoker, Dracula*

The Dread and Endless Imperium of the Darakhul is an undead civilization buried deep beneath the earth, feeding on flesh and always extending its power, fighting eternal war against all that lives and breathes. Well-hidden, it has bided its time for a century, growing in strength, in knowledge, and in numbers. The time has come to rise, and feed.

Speed and ferocity, an underworld blitzkrieg, carried the darakhul to their first conquests. Cunning, magic, and ruthless rage have kept their empire together. Their emperor's plan and his follower's unwavering loyalty will propel the empire forward.

## 3.1 Military Conquests

The ghoulish reign of conquest against dark elves, dwarves, svirfneblin, dark creepers, and other races of the underworld has not been an accident. The ghouls paralyze their foes, turning enemies into food or into replacements for their losses. Their armies include crawling bone colossi, demonic rams, bat-winged devices trailing fire and smoke, burning skeletons, liquid zombies, and tunneling undead purple worms. Ghouls are inventive soldiers.

And they strike quickly: The lightly-armored ghoulish legions march 72 miles per day in small tunnels (and don't rest by night), while the heavily-armored legions still manage 48 miles through difficult tunnels. They either carry their provisions or march alongside them, when the provisions take the form of zombies. In frenzies, ghouls can strip a battlefield clean, down to cracking the bones of the fallen. The only thing preventing the darakhul from swarming the surface world is an aversion to sunlight – and even that may soon be remedied.

The tactics that have won them city after city and thousands of slaves are simple: excellent spies and mindbenders to wrest information from the empire's enemies, undead purple worms and relentless diggers to claw through the earth, mobs of frenzied ghouls tearing apart foes, deathcap spores to cause slumber in ranks of breathing foes, and heavy centiles of iron ghouls to destroy foes.

Over time, the legions have learned how to both use their strengths, and to exploit their enemies' need to eat, sleep, and breathe.

The ghoulish modest needs for food allow them to field a much larger army than living creatures. Their lack of any need for air allows them to use fire and smoke with impunity in the confined spaces of the underworld, literally asphyxiating entire settlements and cities that resist them. The greatest constraints on the use of fire-bat and fire-skeleton tactics are not ghoulish morality (an oxymoron) but the lack of sufficient fuel to burn in the damp and stony caverns. Ghouls use smoke and fire only for major engagements.

The Dread and Endless Imperium currently has about 10,000 ghouls in its active army, divided into 12 legions. That number could easily double overnight if the Pale Emperor commanded it; at some level, all ghouls are raiders and warriors. The masses of the legions are mostly fodder, with lesser ghouls and ghouls making up more than

### Underdark Movement

Tunnel movement counts as difficult terrain (a x2 penalty to moves). On good roads or open tunnels, a ghoulish light army hustles at 6 miles for 24 hours, or 144 miles per day through clear terrain. The heavy legion traveling at 4 miles for 24 hours covers 96 miles per day on clear roads, and 48 miles in difficult or narrow tunnels. The slowest units are the beetle-supported artillery, which are restricted to 8 hours and 3 miles/hour speed, or just 12 miles per day, 15 miles if they hustle for an hour.

How do the darakhul get 6 miles per hour from a 30 foot base movement rate? Ghouls always hustle when they march, as they are immune to nonlethal damage and the effects of exhaustion and fatigue. They never eat, sleep, or set up camps and watches while marching to war or retreating. Since the entire empire is just 150 miles across (and purple worms and beetle digging crews have created good tunnels connecting most of it), a legion can literally cover the empire in one long hustling march of two or three days. They will be fully ready to fight at the end of it.

By comparison, standard 30-foot-movement characters cover just 12 miles in an 8-hour day of travel, the same speed as giant carrion beetle troops. Characters moving in armor or otherwise with a 20 foot base movement cover 8 miles in the easiest tunnels and caves. Forced marches or hustling for an hour improves this a little, but inflicts the usual nonlethal damage and fatigue.

Ghoul Imperium

90% of their numerical strength. An officer corps of roughly 250 darakhul, described below, leads each legion. (Strength indicates the legion’s percentage of capacity compared to a “full” legion.)

Table 3-1: Legions of the Imperium

| Name                   | Captain-General | Type  | Location                   | Str  |
|------------------------|-----------------|-------|----------------------------|------|
| Blacktongue            | Sorcerer 9      | Light | Hammerheim (searching)     | 60%  |
| Corpse Tearers         | Fighter 8       | Heavy | Gonderif (searching)       | 80%  |
| Deathcap Legion        | Druid 9         | Aux.  | Glowing Forest             | 90%  |
| Marrowrich             | Wizard 9        | Heavy | Searching                  | 30%  |
| Feverlings             | Expert 11       | Light | Shrine Outpost             | 70%  |
| Fuligin                | Rogue 7         | Light | Searching                  | 60%  |
| Harvester              | Wizard          | Light | Vandekhul                  | 80%  |
| 1st Imperial (Iron)    | Fighter 15      | Heavy | White City                 | 100% |
| 3rd Imperial (Ivories) | Fighter 11      | Heavy | White City                 | 90%  |
| Plaguejoy              | Cleric 9        | Light | Gnawbone (searching)       | 70%  |
| The Reapers            | Ex-Paladin 11   | Heavy | Great Necropolis of Morgau | 75%  |
| Wyrmblooded            | Rogue 10        | Light | Fretlock (searching)       | 50%  |

Of those legions, the 3<sup>rd</sup> Imperial (the “Ivories”) has the most powerful experienced veterans, consisting of almost half darakhul and the remainder dread ghouls and dread ghastrs. Every single member of the 3<sup>rd</sup> has DR 10/sunlight, making them tough enough to discourage any coup attempts against the emperor.

The 1<sup>st</sup> Imperial is just as deadly, provided with banded armor and masterwork axes and pole arms. It is commanded by the Pale Emperor himself, but it is kept in the White City largely as a counterbalance to the 3<sup>rd</sup>. If and when the darakhul move against the surface world, these two will lead the charge.

The Blacktongues, Corpse Tearers, Fuligins, Marrowrich, Plaguejoys, and the Wyrmblooded all actively search for the Crown of Air and Darkness. Only their generals and their supporting spellcasters know the real purpose for their raids and reconnaissance. The captain-generals are quite enthusiastic about the crown hunt. If it does what they hope, it opens up the entire surface world for them to plunder.

The Deathcap Legion is worth mentioning. It has 400 deathcap mycolids replacing 400 of the lesser ghouls. They fight as archers and auxiliaries, and move as a light legion.

They guard the Glowing Forest and the Forest of Forgetting, and tend those groves when not training with weapons.

Dozen of other legions have been completely destroyed, or retired for other reasons (the 2<sup>nd</sup> Imperial disbanded for its uprising against Empress Haresha). These “ghost legions” include the Royal Bastards (from the time of kings), 2<sup>nd</sup> Imperial, the Green and Gold, the Vordesain, the Maggots, 1<sup>st</sup> Darakhan, Black Hammers, Fortunate 5<sup>th</sup>, Orcus’ Favored, Pale Light, and the Fire & Fury.

Organization

Each ghoull legion numbers 1,000 soldiers strong when at full complement. Typical legions include 800 lesser ghouls, 120 ghastrs, 60 dread ghouls or dread ghastrs, 20 darakhul serving as officers, 4 Necrophagi arcanists or underpriests, and one captain-general. Each legion is divided into deciles and centiles, plus a General’s centile.

The junior officers are called Sergeants (typically ghastrs who command only lesser ghouls) and Lieutenants (who command a single decile). Lieutenants are usually dread ghouls or dread ghastrs rather than darakhul.

Field Captains and Patrol Captains command two or more deciles; the distinction is that Field Captains operate outside the borders, the Patrol Captains within the empire. This is typically the lowest rank a darakhul will hold.

Table 3-2: Legion Units

| Unit              | Description   |
|-------------------|---|
| Decile            | The decile is the basic patrol unit of the empire, 6 lesser ghouls led by a ghastr. This is an EL 6 encounter.  |
| Centile           | The centile is the basic raiding unit, with 9 ordinary centiles in a legion. Each centile includes roughly 65 lesser ghouls, 10 ghastrs, 5 dread ghouls or dread ghastrs, and 2 darakhul. This is typically an EL 11 or greater encounter.  |
| General’s Centile | The tenth centile in a legion is the General’s Centile, which acts as a staff headquarters, personal guard, and reserve unit. It has 150 lesser ghouls, 20 ghastrs, 10 dread ghastrs, 4 clerics, darakhul praetorians, or Necrophagi, and the general himself. Defeating one is typically an EL 20 encounter. |



## 3.2 Cults & Religion

The darakhul are organized and powerful as a military force, but they also more zealous in their worship of dark gods than most undead. The faiths they practice vary from place to place and over time, with cults replacing one another with regularity. The Imperium's current priesthoods include the followers of three great gods and one new goddess, plus lesser cults devoted to demons and the sainted emperors.

### *Great Gods*

Death, War, and Hunger are the trinity of ghoulish worship. The first two are gods known to the surface world as well; the third is unique to the ghouls, though a few vampires claim him as a patron god as well.

**The Death God:** The Lord of the Underworld takes various forms and names, but is always among the foremost gods of the darakhul. They believe that they are his favored children, and all other species were created to feed them. Priests of the Death God are always advisors to the emperor. Priests are everywhere. Nobles and commoners alike closely watch his oracles and scripture.

In the White City, the god's followers extend beyond ghouls to include jackal lords and a powerful guild master of the Travertine Order, a group of assassins for hire. On the surface, his worship is furtive and often treated with fear; in the Imperium, he is the greatest of the gods.

Rats are favored animals of the Death God, as are jackals, vultures, and ghouls. Many of his priests and most arcanists who follow him have rats as pets or familiars. His favored weapon is the scythe.

*Domains:* Death, Earth, Evil, Law (Travel)

**The Hunger God:** Loved by the least of ghouls, the Hunger God is controversial. The nature of the Hunger God is much debated among the darakhul, with frequent purges and charges of heresy among the priesthood. Some believe that the Bloated Path is the correct one, while others believe in the Sated Hunger path, the Endless Gullet, and the cult of Hungry Dust. Among the beggar ghouls, those fine points don't matter so much as the ability of prayer to the Hunger God to ease the suffering of the starving.

Ghoul theology is usually pragmatic, but discussions on the nature of hunger, feeding, and flesh become quite agitated. The Hunger God's cult has been suppressed many times for preaching against the Feeding Laws, but it has never disappeared altogether. The cult's relationship to the primal impulse that drives ghouls give it power. Their conflicting urges to overcome that hunger, or to give in to gluttony, make it difficult for the empire to suppress worship of this god, no matter how dangerous its rabble-raising priests become.

The purple worm is an especially favored animal for the Hunger God, though bats and serpents are also among his sacred animals.

*Domains:* Chaos, Evil, Hunger, Luck, Trickery

**The Imperial War God:** The great legions of the Imperial Age have all worshipped the War God, who takes a ghoulish face in his temple here, but is otherwise identical to the War God of the surface world. His priests are all powerful warriors. His appearance among the ghouls is of a fully-armored, helmeted figure (often astride a carrion beetle), carrying a greatsword and striking down drow and dwarves with equal glee.

His favored animals are the bull and the eagle, as they are on the surface, though here they are usually seen only in paintings and statues. His priests regularly sacrifice white bats and small underdark goats to him as the nearest approximations.

*Domains:* Destruction, Glory, Luck, Strength, War

### *Lesser Gods*

While powerful, these gods are not the primary movers in ghoulish religious life. Orcus holds a special place as lord of the underworld and the undead, but his role among the demons makes him unpalatable to many more lawful ghouls. The emperor cults are small, and the Goddess of Night and Magic was abandoned by most ghouls for many years.

**Orcus and the Demon Lords:** Orcus and the various demons of carrion and cannibalism are popular, though their popularity is closely related to their power over other undead. The ghouls see themselves as the natural rulers of all undead creatures, and as long as Orcus's priests agree, they are welcome. Other demon lords who bow to the undead and whose portfolio include necromancy, death, darkness, and the underworld are sometimes popular among the ghouls, but the empire is rarely swayed by any single demon lord for long.

*Domains:* Chaos, Destruction, Evil

**Emperor Cults:** The first three rulers of the Imperium—Emperor Tonderil, Empress Haresha, and Emperor Vermesail—have small but politically powerful cults devoted to their memories. Large sacrifices of blood and treasure are common, though their temples are rarely full. Most worshippers are officers or rulers of various outposts, cities, shrines, and other bastions of the empire. The emperors themselves are portrayed as the greatest saints and servants of the Death God.

*Domain:* Evil, Law, Knowledge, Protection

**The Goddess of Night and Magic:** Not originally a goddess of the undead, the shadow goddess of Night and Magic has found favor again as the shadow fey have come to an understanding with the ghouls. Her worship is confined to wizards and necromancers, though a few other ghouls are curious about this returning figure in their pantheon.

## Ghoul Imperium

The goddess's animals are the raven and the mouse. Her priests carry quarterstaves and often use spears. Her worship is widespread among the Necrophagi and loremasters of the empire.

*Domains:* Air, Darkness, Knowledge, Magic, Travel

**Necrophagi:** The lore cult of the Necrophagi, though it seems superficially similar to a faith, is based on the use of arcane and necromantic knowledge rather than faith. Its members are described on page 15.

## 3.3 Ghoul Feats

Some feats are just made for the undead. The feats listed here provide some extra ways to fine-tune the darakhul.

### Ambush [General]

Your sneak attacks are deadlier than usual.

**Prerequisite:** Sneak attack ability

**Benefit:** You deal an additional 1d6 points of damage on a sneak attack when using any light melee weapon or natural weapon.

**Special:** This feat can be taken only once.

### Black Touch [Metamagic, Monster]

Your magic is enhanced by your undead curse.

**Prerequisite:** Undead, Int 15

**Benefit:** Anyone damaged by or failing a saving throw against a Black Touch spell suffers as if you had hit them with one of your natural weapons. For instance, a ghoul's paralysis or a vampire's energy drain would be applied through a ranged touch spell. The victim is entitled to the same saving throw as if you had hit them normally. A Black Touch spell takes up a spell slot two levels higher than the spell's actual level.

### Blood Casting [Monster, Magical]

You drink blood or eat flesh from a sentient creature to strength your spells.

**Prerequisite:** Corporeal undead, Eater of the Dead

**Benefit:** Instead of consuming the flesh of a fresh corpse, you may collect its vital organs and negative energy for later use in enhancing your magic. Collecting such an organ is a full round action, but the organ can be kept for up to a week. Use the chart in Eater of the Dead to determine how many useful organs you can collect from a given corpse. This use counts as a use of Eater of the Dead for that purpose. When casting a spell, you may consume one of these organs to add to its power. Treat your caster level as one higher and add +1 to each die of damage for the spell.

### Deathwatch [Monster]

You are acutely aware of how close others are to death's door.

**Prerequisite:** Undead, Lifesense

**Benefit:** As a free action, you determine the condition of any creature that you can see. You instantly know whether the creature is dead, fragile (alive with 3 or fewer hit points left), hearty (alive with 4 or more hit points), undead, or neither alive nor dead (such as a construct). You see through any spell or ability that allows creatures to feign death.

### Devour [Monster]

**Prerequisite:** Corporeal undead, Str 13

**Benefit:** Whenever you successfully damage your opponent with a bite attack, they must make a Fortitude save (DC 10 + half your HD + your Strength bonus) or suffer an additional 1d4 Con damage.

**Special:** Creatures immune to critical hits are immune to this feat. If you have the feat Eater of the Dead, you may regain 1d8+5 lost hit points if your victim suffers Con damage.

### Eater of the Dead [Monster]

You can replenish your strength from the corpses of your enemies.

**Prerequisite:** Corporeal undead

**Benefit:** As a full round action you may feed from the flesh of a Tiny or larger corpse less than one week old. You consume residual negative energy from their death along with the flesh restoring up to 1d8+5 lost hit points. Each corpse can provide this benefit a limited number of times based on its size. Any undead using this feat on the corpse reduces the number of times it can be used by any other undead for this purpose.

Table 3-3: Corpse Benefits

| Corpse size | Uses |
|-------------|------|
| Tiny        | 1    |
| Small       | 2    |
| Medium      | 4    |
| Large       | 8    |
| Huge        | 16   |
| Gargantuan  | 32   |
| Colossal    | 64   |

### Enchant the Unliving [General]

You can enchant and dominate undead.

**Prerequisite:** Cha 13, Knowledge (religion) 6 ranks

**Benefit:** Your spells overcome the undead's natural immunity to all mind-affecting effects (charms, compulsions, phantasms, patterns, and morale effects). Affected undead are still entitled to a saving throw.

### Envenom Weapon [Monster]

You can lick, slime, spit or drool on a ranged weapon so it can deliver one of your extraordinary ability effects.

**Prerequisite:** Extraordinary ability normally delivered by a physical attack or physical contact which allows a Fortitude Save to resist.

**Benefit:** As a move action, you may envenom a single weapon or missile you are holding. The weapon remains envenomed for 3 rounds or until it hits someone in combat, whichever comes first. When the weapon or missile deals damage to an opponent they are affected by your extraordinary ability as if you had delivered the attack in the normal fashion.

**Special:** If you have more than one qualifying ability you must choose only one to apply when using this feat. This feat does not work with breath weapons, gaze attacks, or any extraordinary ability that simply makes no sense being smeared on a weapon but otherwise meets the criteria. Ghouls can use it with paralysis, but not with ghoul fever.

### Ghoul Frenzy [Monster]

Especially common among beggar ghouls, this feat allows a group of ghouls to work together to bring down more powerful foes.

**Prerequisite:** Ghoul, Str 15

**Benefit:** You can direct a group of four or more Ghouls (including yourself) to act as a mob to overwhelm a single creature. All the ghouls must share your initiative and be able to move to where they can threaten the target in a single move action or 5' step. The mob then swarms the target as a standard action that provokes an attack of opportunity from the target. There is no to-hit roll, but the target may make a Reflex save with a DC equal to 10 plus the number of ghouls in the mob. If the target fails their save they are knocked prone and are stunned for one round. In addition each ghoul in the mob may make one melee attack against the target after they are stunned and prone.

**Special:** If a prone target provokes an attack of opportunity and at least 4 members of the mob can take advantage of it, then they may perform this special Ghoul Frenzy action as their attack of opportunity. This feat may not be used on targets that are two or more size categories larger than the largest ghoul in the mob.

### Gnaw [Monster]

When you get a taste of blood you don't let go.

**Prerequisite:** Bite attack, Base attack bonus +3

**Benefit:** When you make a successful bite attack, you may immediately make a grapple check as a free action without provoking an attack of opportunity. If you succeed, you fasten your teeth into your opponent and automatically deal your bite attack damage on your action each round (no attack or grapple roll required) until your opponent breaks free of your grapple, one of you dies, or you choose to let go.

### Lifesense [Monster]

You can smell the living, and track them by their warmth and heartbeats.

**Prerequisite:** Undead, Wis 13

**Benefit:** You gain lifesense to 60 feet, or increase an existing lifesense ability by 60 feet if you already have it.

### Mortal Slayer [Monster]

You have studied your living foes carefully and know all their weaknesses.

**Prerequisite:** Base attack bonus +6, Corporeal undead

**Benefit:** You gain a +2 bonus on Bluff, Listen, Sense Motive, Spot, and Survival checks when using these skills against humanoid creatures. Likewise, you get a +2 bonus on natural or weapon damage rolls against such creatures.

### Natural Tactics [General]

You do not provoke an attack of opportunity when using a natural weapon for special attacks.

**Prerequisite:** natural weapons

**Benefit:** You can use natural attacks to sunder, trip or disarm without provoking an attack of opportunity.

### Razor Claws [Monster]

You keep your claws incredibly sharp.

**Prerequisite:** Claw attack

**Benefit:** Your claws gain a critical threat range of 19-20 and do x3 damage on a confirmed critical.

**Normal:** Claws have a critical threat range of 20 and do x2 damage on a confirmed critical.

### Sated [Monster]

You have had your fill of living flesh and are infused with great power.

**Prerequisite:** Ghoul, 12 HD or class levels, Wis 15

**Benefit:** You gain a +2 deflection bonus to Armor Class and no longer need or desire to consume flesh.

### Spelleater [Monster]

You can gain a victim's magic by eating their brain.

**Prerequisite:** Ghoul, Int 13, Spellcraft 6 ranks

**Benefit:** By devouring the brain of a spellcaster who prepares spells, you gain the ability to cast one of their prepared spells. Select a single spell the victim had not cast prior to their death. You can then cast that spell one time. The spell is treated as if it was cast by the original spell caster, and you need not provide material components or expend XP. You still need to perform any necessary verbal or somatic components of the spell. The prepared spells gained by use of this feat do not count against your normal limits, but you can only have a

Fever

The text references both darakhul fever and ghoulish fever. Ghoul fever is the disease caused by standard ghouls (see the MM). The superior darakhul fever appears here. Ghoul fever can mean both, but darakhul fever means only one thing.

Table 3-4:  
Darakhul Fever

| Fort DC Roll | Result      |
|--------------|-------------|
| 10           | Ghoul       |
| 13           | Ghast       |
| 18           | Dread Ghoul |
| 21           | Dread Ghast |
| 25           | Darakhul    |

Creatures that do not make at least a DC 10 saving throw do not become ghouls. The disease kills them. This provides the ultimate penalty for trying and failing to enter the ghoul's kingdom as one of them, and it makes it possible for evil characters to deliberately infect themselves, and optimize their chances with *bear's endurance*, *amulets of health*, and the like.

number of these prepared spells equal to your Intelligence bonus at any given time.  
**Special:** You can take this feat multiple times. Each additional time you take it allows you to prepare an additional spell from each brain you consume, and one spell refreshes daily (ghoul chooses from any spells previously cast using this feat).

Supernatural Strike

You may score critical hits against creatures that are normally unaffected by critical hits.  
**Prerequisite:** Base attack bonus +2  
**Benefit:** When you roll a threat against a creature normally unaffected by critical hits (such as a construct, ooze, or undead), you may check for a critical hit and deal the increased damage if the threat is confirmed. Creatures unaffected by massive damage are still unaffected by massive damage resulting from a critical hit.

Visceral [Magical]

You can use vital organs to reduce the cost of metamagic.  
**Prerequisites:** Evil, any one metamagic feat  
**Benefit:** By consuming the heart of a body no more than a week old, you may lower the cost of casting or preparing a metamagic spell by up to two levels. The act of casting or preparing the spell includes consuming the organ and does not require a separate action. You cannot reduce the spell slot a spell takes below its original level using this feat. Each heart can only be consumed once.

3.4 Ghoul Birth & Status

Not all ghouls are powerful masters of the underworld. Many are condemned from the date of their creation to scabble after scraps. What makes the difference is the highly variable course of the disease that creates ghouls, best known as ghoul fever to the surface world. Among ghouls, it is called “the curtain” or “the strengthening,” as in “after I passed through the curtain” or “after my strengthening.”

Though the birth and growth of the darakhul follows a few predictable patterns, the most difficult element is simply surviving darakhul fever. Most humanoids infected with ghoul fever never become undead at all; they are devoured by the ghouls who infected them, or cured by divine magic. Those who are infected and who do become undead vary widely in how much of their former life they remember.

The worst-off are those who become ordinary ghouls or ghouls, and remember essentially nothing of their former lives. Their minds are reduced to a lower state of hunger, rage, and more hunger. Somewhat more fortunate are those who become dread ghouls and dread ghouls, and retain some of their memories and skills. The luckiest of all are the darakhul, who not only keep most of their prior appearance and memories, but also gain all the strength, cunning, and charisma of the undead. The darakhul truly are stronger creatures than they were during life — and also more profoundly vile.

Which category does a PC fall into when infected by ghoul fever? The easiest solution is that lesser ghouls generate spawn that are just like themselves, with ghouls spawning only other ghouls and so on. A more interesting alternative, though, is for creatures that die after contracting ghoul fever to make a fever Fortitude saving throw, using the usual, pre-undead bonuses (including Constitution modifiers).

Those new undead that make a better Fortitude save survive ghoul fever with a better result. In this case, a lesser ghoul might spawn a ghast or even a darakhul. I recommend that the lesser ghoul varieties can never command their spawn when it outranks them.



### 3.5 The Necrophagi

The ghouls have had an uneasy relationship with necromancers and the practice of necromancy from the beginning. They are, after all, competing for the same limited supply of corpses. The darakhul themselves, however, mastered much of this magic because necromancers are exposed to darakhul fever more often by virtue of their spending so much time in cemeteries and necropoli.

The ghoulish necromancers of the Imperium organized into a society of their own, called the Necrophagi, that practices necromancy using the materials available, primarily the bones and bodies of non-humanoid creatures. Some work on small useful undead servants (skeletons and zombies), others work on powerful war machines. They are the technologists of the Imperium, and respected for that reason. Their mark is a triple skull.



*Necrotic Engine*

### 3.6 Beggar Ghouls

The majority of the empire is not darakhul but lesser strains of ghoul and ghastr. The weakest of these are always the majority in any offensive of the legions, and the very weakest are not even granted a place in the legions. These poor devils must scrounge for food near the surface, beg for scraps among the cities of the ghouls, or raid the livestock pens within the empire, hoping to avoid capture and execution. Beggar ghouls are always thin, usually weakened, and sometimes damaged or retarded in some way. Some are strong ghouls exiled and cast out from the empire's largess.

### 3.7 Darakhul Nobles

The darakhul may be lords of the Imperial city and masters of tens of thousands of undead, but that does not mean that they are all equal among themselves. As they grow stronger over time, many older darakhul divide the nobility of the empire into five ranks. The categories are arbitrary and fluid, and priests and blooded Necrophagi may often vault onto the higher rungs quite quickly. Nevertheless, the pecking order is this:

#### *The Emperor*

The Emperor and his courtesans, favorites, and courtiers are a group that no one opposes, at least not openly. His command of the two Imperial legions, the priesthood, and the Necrophagi means that he can play all the factions against each other. In practice, the high priests and the Lord Commander of the Necrophagi act independently and even oppose the Emperor at times – but usually only if two or more of the Dukes support them.

#### *The Dukes*

There are nine Dukes and two Duchesses in the Imperium; each rules a small city or major outpost outside the White City. Each Duke pays to support a Legion, but does not formally command it. The Duchesses pay to support the temples and the Necrophagi with their taxes, and are generally known as the Hunger Duchess and the Sorcerer's Duchess, sometimes called Sorcerer's Bitch. Rumor has it that she has bedded most of the senior Necrophagi.

The various Dukes' personal followers include ten of the marquis, a few hundred soldiers of various types, a personal high priest of their favored god, and two or three of the Necrophagi.

## Common Ghoulish Names

First names among ghouls are often those carried on the surface, but for ghouls created from underdark creatures or long-time slaves, the following names are common. Drow or dwarven first names are often abandoned after a ghoulish passes through the curtain.

| Male      | Female   |
|-----------|----------|
| Atsen     | Anica    |
| Branko    | Anisoara |
| Calistrat | Borjana  |
| Danko     | Doina    |
| Dobricar  | Draga    |
| Drajan    | Florica  |
| Draginur  | Hristina |
| Dusan     | Jasna    |
| Fonderil  | Laima    |
| Foreggil  | Lenka    |
| Hendryk   | Maresha  |
| Illeno    | Marija   |
| Jitka     | Milka    |
| Lazar     | Olja     |
| Marius    | Orina    |
| Milorad   | Remigia  |
| Narosain  | Rodica   |
| Ognjen    | Tecla    |
| Radimir   | Ungred   |
| Radu      | Valerica |
| Sevtozar  |          |
| Tonderil  |          |
| Tzarosain |          |
| Vukas     |          |
| Vsolt     |          |

(cont'd)

The current Dukes are:

1. Wilmer Corpsefinger of Fleshbrook,
2. Drago Blackfly of Fretlock,
3. Imre Stritt of the Glowing Forest,
4. Radu Kopecs of Gonderif,
5. Iago Estorban, Field Marshall of the Iron Legion,
6. Leander Stross, Ambassador to Morgau & Doresh,
7. Jaroslav Krakenau of the Spiderfall, and
8. Morreto Lichmark of Vandekhul.

The current Hunger Duchess is Orsolla Stritt of Gnawbone, and the Sorcerer's Bitch is Erzsebet Tar Jozsa, of the Black Tower.

## The Marquis

The 120 or so Marquis and Marques each have a coterie of followers, a handful of barons who swear fealty to them, as well as a few lords and up to 100 personal followers. They usually hold high titles in the military or are major priests or Necrophagi. A few are the generals of the Legions, others are governors of small outposts or responsible for the gates to the surface world. All are quite deadly.

## The Barons

There are more than 600 barons. Most are officers. Some are Necrophagi, underpriests, or Hunters. Mostly the number and quality of their followers, and their skill in battle or in magic distinguish each baron. Barons are granted the right to visit the Imperial Palace, to consult with the Necrophagi, and to keep a small retinue of followers, no more than a dozen.

## The Lords

Sometimes sneered at as "little lords" by the other darakhul, these are new-made darakhul, without servitors, a commission in the army, a post in the priesthood, or an apprenticeship among the Necrophagi. A few darakhul prefer to remain among the Lords forever, safe from the slaughter that sometimes clears away dozens or even hundreds of "treacherous" nobles at the Emperor's command. The Lords are personally powerful as fighters or otherwise, but they have no allies and no great influence among the nobility.

Darakhul rogues often remain among the Lords to keep a low profile, gathering up wealth, favors, and information while growing strong in their scheming before taking on a higher title. Likewise, hunters of flesh spend so little time among the "city ghouls" that they are often no more than Lords, though they command wide respect.

The darakhul nobles ruthlessly assert their privileges over their lessers, but this cuts both ways. When a "new-made" darakhul arrives, an older darakhul often attempts to bind him to service in exchange for protection, servants, and an "introduction to society." In fact, though, any darakhul (or even dread ghast) who arrives often finds that dread ghouls, ghosts, and even beggar ghouls will vie with one another to serve him, hoping to be an early and trusted servant who rises to the top with a new meal-ticket.

### 3.8 Bloated Ghouls, Hunger Priests and the Sated

Some ghouls step out of the normal path of politics, war, and imperial expansion, seeking a path of corruption or transcendence using the power of the Negative Plane. Those whose hunger grows ever greater, unchecked, and who become filled with masses of undigested meat and bone are the bloated ghouls. Considered abominations anywhere else, to the Empire they are a sign of wealth, status, and prosperity. Nobles in particular often keep a bloated ghoul around as a form of jester and a sign of their power and abundance.

The Hunger Priests are likewise outside the political world. They teach the darakhul the secrets of modulating and controlling their hunger, their frenzies, and their powers. While the Hunger Priests do not rule directly, they have a great deal of influence with the Darakhul generals, Dukes, Marquis, and the Emperor himself. Their cult was suppressed several times when they threatened to turn the Empire into a theocracy, called the Kingdom of Hunger. The delicate balance between the priesthood and the empire continues. At the moment, the priests are in favor.

### 3.9 The Hundred Kings and the Bonepowder Ghouls

The Hundred Kings were the petty lords who ruled by pure strength in the early days before the empire, when ghouls fought ghouls, and each darakhul was the enemy of every other. In those days, there were many small kingdoms that grew strong under the ruthless, clever, or powerful rule of their king: the Rift Kingdom, the Iron Duchy, the domain of the Old Pretender, the White Kingdom, the Lich-Lord's Kingdom, the Drowning Barony, the Deepmark, the Hissing King, and the Dwarf-eater's Realm are just a few of the many that arose, most now forgotten. While ghoul fought ghoul, only the ghoul's enemies prospered: many kingdoms arose from small companies of ghoul mercenaries hired by dark elves, derro, or aboleth to destroy their enemies.

Oddly, this time of ghoulish strife ended when ghoulish cruelty ran amok. The ancient kings decided that they would grind their kingly enemies to dust at the Millstone, an enormous block of stone in the old Rift Kingdom. They thought that they were creating a slow death for their foes, but in fact the death of these kings created the first bonepowder ghouls, still animated by hate, and seeking to end the rule of petty kings.

Over years, eight bonepowder ghouls gathered together, and called themselves the Ancient Dust.. Collectively, they decided to support one of the kings, Tonderil, over all others. They attacked trade caravans of the dwarves and elves, they infected every human they could find, and doubled Tonderil's army in a single decade. It was all the tilt required for an Emperor to rise among the ghouls, wiping away all those kings who would not swear allegiance.

Most swore to obey the Emperor Tonderil (as he soon styled himself). Those who gave their fealty early became his Dukes and favored generals. A few fled, and were hunted down and eaten by the Emperor's legions. Only one survived in exile, Last King Narosain, also called the mad Prince of Vermin. He is forgotten by an empire that has grown larger and stronger than any king ever dreamed of.

#### Common Ghoul Names (cont'd)

Last names given to "new-born" ghouls vary widely. The following names are some from the 100 Kings, and are still frequently heard in the Imperium today.

#### Last

|               |              |
|---------------|--------------|
| Batrider      | Lokison      |
| Beetle        | Maggotkin    |
| Blackfly      | Milkeye      |
| Bloodeyed     | Morgau       |
| Bonecloak     | Morghon      |
| Braintree     | Mournmark    |
| Charonson     | Mudmouth     |
| Childsnatcher | Muddleclaw   |
| Chornovoi     | Necrothane   |
| Cipic         | Orcuson      |
| Coffinrack    | Paleblood    |
| Coldblood     | Plaguehand   |
| Coldgrave     | Radjic       |
| Corpsefinger  | Rattlebone   |
| Crackbone     | Ravenweed    |
| Crawler       | Redgrave     |
| Crowsroad     | Rivermute    |
| Crumbtooth    | Rotheart     |
| Crythand      | Runner       |
| Digger        | Shroudson    |
| Doreson       | Silent       |
| Doresh        | Snatcher     |
| Drakash       | Sleepsword   |
| Dreadmaw      | Snakehound   |
| Durack        | Spidermaw    |
| Eeltooth      | Stonerest    |
| Eyeplucker    | Styxson      |
| Fenrison      | Sunborn      |
| Ferryman      | Thanatar     |
| Filth         | Todeskopf    |
| Fleshhound    | Tomb-breaker |
| Fuligin       | Tunnelhound  |
| Garajanin     | Underhill    |
| Gnawskull     | Watcher      |
| Gravewight    | Whisper      |
| Greyskin      | Whitemark    |
| Grimscribe    | Winterblood  |
| Hadeson       | Witchfinder  |
| Hammarskol    | Wolfwalker   |
| Hungerbrood   | Wormfood     |
| Iceblood      | Zoric        |
| Lichmark      |              |

**Designer's Note:  
Imperial Hunter**

The imperial hunter, with d12 hit dice, the fighter BAB progression, bonus feats, and strong class abilities, is in the category of NPC classes like the anti-paladin, necromancer, or death knight.

Because he's always going to be a foe rather than a PC, he's not meant to be balanced against a standard prestige class, but instead is deliberately powered up to present a better and more interesting challenge to the party.

## *3.10 Prestige Class: Imperial Hunter*

While the darakhul capture large quantities of slaves and fodder through raiding other underworld races, plundering cemeteries, and stealing away lone humans by night, the empire also values prime flesh brought in by its hunters. Darakhul hunters devote themselves to tracking, hunting, and capturing or killing humanoid of all kinds.

### *Imperial Hunters*

As scouts, foragers, slavers, and assassins, the imperial hunters are deadly foes, able to move with stealth, strike with power, and kill with impunity. Though they are often lone killers, they are quite deadly, preferring to wait until after a fight between two sides to move in to pick up the pieces.

Imperial hunters are darakhul that have not adapted well to ghoulish society. They hunt, stalk and kill as a way of making themselves useful while not living within the empire. Almost all imperial hunters are either darakhul or dread ghouls. A few vampires, dread ghouls, and even wights have been known as hunters, but rarely.

Imperial hunters trap, kill, and enslave humanoids using many different methods. Some seek out humanoids in cities or steal them away from other slave-holding races. Others track them down on the surface, and capture humans for the glory of the empire. Sometimes groups of them work with the darakhul armies to capture entire merchant caravans, or to overwhelm small outposts. They are among the most aggressive ghouls, always looking for new killing grounds or a new set of caverns. But the treasure they seek is not gold, but flesh and bone.

Many hunters discover a taste for murder and slaver work, and they are powerful forces when they choose to support one or another Duke. Though they lack the full sense of ghoulish depravity, they exude a barbaric strength and power that most undead respect. They use speed, stealth, and power in equal measure; as intelligent foes, they usually wait for a moment of weakness and then wade into the fight.

**Hit Die:** d12.

### **Requirements**

**Alignment:** Any evil

**Base Attack Bonus:** +5

**Abilities:** Strength and Wisdom 13 or greater

**Survival:** 4 ranks

**Special:** Must be intelligent corporeal undead.

### **Class Skills**

The imperial hunter's class skills (and the key ability for each skill) are Bluff (Cha), Climb (Str), Disguise (Cha), Gather Information (Cha), Hide (Dex), Intimidate (Cha), Jump (Str), Language (Int), Listen (Wis), Move Silently (Dex), Sense Motive (Wis), Spot (Wis), Survival (Wis), and Swim (Str).

**Skill Points at Each Level:** 2+Int modifier.

### **Class Features**

All of the following are class features of the imperial hunter.

**Weapon and Armor Proficiency:** The imperial hunter is proficient in all simple and martial weapons as well as nets and bolas. They are proficient with all light and medium armor and shields.

**Track:** All imperial hunters gain the Track feat as a bonus feat at first level if they do not already have it. They can literally smell mortal blood and are eager to track it down.



**Disguise:** All imperial hunters gain a +3 class bonus to Disguise checks at 2<sup>nd</sup> level.

**Bonus Feats:** Like fighters, imperial hunters gain bonus feats at 1<sup>st</sup>, 3<sup>rd</sup> and 5<sup>th</sup> level.

**Deathwatch:** At 3<sup>rd</sup> level, all Imperial Hunters gain Deathwatch as a bonus feat, whether they meet the prerequisites or not.

**Frenzy:** Starting at 4<sup>th</sup> level, an imperial hunter can generate Ghoul Frenzy among his followers 3 times per day. (See page 40).

**Corpseshift:** At 5<sup>th</sup> level, an imperial hunter can *corpseshift* (as the spell) as a 5<sup>th</sup> level caster 2/day.

Table 3-5: The Imperial Hunter

| Level | BAB | Fort Save | Ref Save | Will Save | Special              |
|-------|-----|-----------|----------|-----------|----------------------|
| 1     | +1  | +0        | +2       | +0        | Track                |
| 2     | +2  | +1        | +2       | +1        | Disguise, bonus feat |
| 3     | +3  | +1        | +3       | +1        | Deathwatch           |
| 4     | +4  | +1        | +4       | +1        | Frenzy, bonus feat   |
| 5     | +5  | +2        | +4       | +2        | Corpseshifting       |

## 3.11 Ghoul Magic

The Imperium has had many years of practice with necromancy and related magical arts, and the imperial arcanists have always been experts at experimentation. As a result, ghouls have their own schools of thought about divine and arcane magic. They are always able to learn the latest arcane advances eventually, simply by waiting to infect a practitioner of the new magic.

### Spells

Ghoul magic uses necromancy, shadow magic, and some forms of enchantment and illusory glamour. Because a certain proportion of ghouls were arcane casters or followers of the Death God as living creatures, they know a good deal about what happens in the collegia and scriptoria, even if their knowledge is a few decades out of date.

Some of the most common ghoulish spells are listed here. In addition, spells such as *animate dead*, *domination*, *enervation*, and *ray of weakness* are all popular with ghoulish spellcasters.

### Black Well

Conjuration (Creation) [Shadow]

**Level:** Sor/Wiz 6, Shadowsworn 4

**Components:** V, S

**Casting Time:** 1 full action

**Range:** Long (100 ft. +10 ft/level)

**Effect:** One black pit 5' diameter; see below

**Duration:** 1 round/level

**Saving Throw:** None; see text

**Spell Resistance:** No

You summon a black mass of seething energies that attracts creatures nearby and devours the life force of those it touches.

When the spell takes effect, creatures within 90 feet of the *black well* are pulled toward it a total number of squares equal to the caster's level. Creatures pulled into the *black well's* square suffer 1d8 points of negative energy damage per caster level and are affected as per hold person. Creatures within 10 feet of it may make a Fortitude save (DC 10 + spell level + caster ability bonus) to take either half or no damage. Only one creature may be pulled into the well each round. Other creatures pulled toward it are simply held next to it, and excess "pull" is deducted from their movement on their turn. The caster is never drawn toward the *black well*, and may stand near it and use it as a form of defensive terrain.

For example, a 12th level scáthsidhe sorcerer casts a *black well*. It appears among a party of adventurers: it is 40 feet from the dwarf who is furthest away, 30 feet from two humans, and adjacent to a half-elf. The caster has 12 squares to spend moving foes and moves the half-elf into the well immediately to take damage as described. The two humans are both moved 6 squares adjacent to the well and must make Fortitude saves. The dwarf is unaffected.

Creatures killed by a *black well* may be raised normally, but shift alignment one step toward neutrality unless they first receive a *major restoration* spell.

### Blood Armor

Necromancy

**Level:** Sor/Wiz 2

**Components:** V, S, M

**Casting Time:** 1 standard action

**Area:** Special (within melee range)

**Target:** Caster and up to four attackers

**Duration:** 1 round/level

**Saving Throw:** See description

**Spell Resistance:** Yes

You create a magical link between yourself and your enemies, making them suffer a part of any damage you suffer during melee combat. Whenever you are struck with a melee attack, the attacker must make a Fortitude saving throw or suffer the same type of wound as the one he inflicted, though less forceful. If the saving throw fails, the attacker suffers one-fourth of the damage that he causes, with a minimum of 1 point. Creatures using natural weapons are more susceptible to the spell; they suffer a -2 penalty to their save. Critical hits against the caster add 4 to the DC.

**Arcane material component:** An umbilical cord and a fine set of silver needles (15 gp).

## **Cannibalize**

Necromancy

**Level:** Sor/Wiz 3, Nec 3

**Components:** V, S, M

**Casting Time:** 1 action

**Range:** Close (25 ft. + 5 ft./2 levels)

**Effect:** Hit point transfer from undead

**Duration:** Instantaneous

**Saving Throw:** See below

**Spell Resistance:** No

You steal hit points from low-level undead to heal your injuries. For each HD of undead destroyed by the spell, you gain 1d3 hit points. You cannot gain hit points beyond your maximum, merely replace those lost by injury or disease. The spell affects undead of up to 4 HD.

However, the process is dangerous, because it infuses negative energy into a living body. If you gain hit points equal to two-thirds of your total by this method, you must make a Fortitude saving throw (DC 19). Failure results in immediate transformation into an undead state as a free-willed creature of darkness—typically an intelligent skeleton or zombie. Despite the danger, this spell can be immensely handy in a tight spot, buying a necromancer time to escape or regroup by sacrificing mindless minions.

Undead casters can use this spell without risk to themselves.

## **Corpse Shifting**

Transmutation [Evil]

**Level:** Sor/Wiz 3, Nec 2

**Components:** S, M

**Casting Time:** 1 standard action

**Range:** Personal

**Effect:** You assume another shape

**Duration:** 1 hour/level

**Saving Throw:** None

**Spell Resistance:** No

By eating flesh from a humanoid creature of your size, you assume the form of the body eaten. This is essentially a perfect disguise, as your voice, features, gait, shape, race, and gender all match the devoured creature.

You do gain any natural armor of the chosen form, as well as the vision, movement, and (oddly enough) languages of the creature. You do not gain the skills, feats, hit points, class or special abilities, or other attributes of the creature whose form you adopt.

**Material Component:** 1 lb. of flesh from a humanoid body, which must be consumed during the casting.

## **Curse of Weakness**

Necromancy

**Level:** Sor/Wiz 4

**Components:** V, S

**Casting Time:** 1 standard action

**Range:** Close (25 ft. + 5 ft./2 levels)

**Effect:** Multiple rays

**Duration:** 1 minute/level

**Saving Throw:** Fortitude negates

**Spell Resistance:** Yes

Multiple coruscating rays spring from your hand to strike your enemies. You generate one ray per two levels (round up). You must make a ranged touch attack on a target. The subject suffers a –1d6 enhancement penalty to Strength, with an additional –1 per two caster levels (maximum additional penalty of –5). The subject's Strength score cannot drop below 1.

Two rays striking the same target require separate ranged touch attacks to succeed; if multiple rays hit, the target must make require multiple saving throws to avoid the effects.

## **Feverish Confession**

Enchantment/Charm [Mind-Affecting]

**Level:** Sor/Wiz 4

**Components:** V, S, F

**Casting Time:** 1 standard action

**Effect:** Creature touched

**Duration:** 1 round/level

**Saving Throw:** Will negates

**Spell Resistance:** Yes

*The prisoner shrank from the touch of the Lord of Tears, but once the ghoul's claws scratched his flesh, the words poured out of him in a torrent.*

You touch a target, which is entitled to a Will save against this spell. If the save fails, the creature you touch confesses all information it has about whatever topic you ask about. Any character who saves is immune to this spell's effects for 24 hours. Unlike a charm or suggestion, this spell does not enable you to offer a course of action to a creature: however, it will tell you its weaknesses, where its treasure is hidden, who its enemies are, what its plans are, and where its friends might be.

Regardless of its alignment or wishes, the creature pours forth all information that might be valuable. It makes no evasions or omissions; on the contrary, it is compelled to add any detail that might be relevant to the caster's subject.

It is, in other words, a perfect confession of that creature's state of mind.

**Arcane Focus:** A ghoul's claw

## Ghastly Stench

Conjuration (Creation)

**Level:** Sor/Wiz 2, Clr 2

**Components:** V, S, M

**Casting Time:** 1 standard action

**Range:** Personal

**Effect:** Cloud 10-ft. radius

**Duration:** 1 round/level

**Saving Throw:** Fortitude negates; see text

**Spell Resistance:** No

*Ghastly stench* creates a powerful smell of carrion and death, like the smell of a ghost. Living creatures (including the caster, if living) in the cloud become sickened. This condition lasts for 1d6+4 minutes. (Roll separately for each sickened character.) A creature that successfully saves cannot be affected again by the same ghastly stench spell for 24 hours. A *delay poison* or *neutralize poison* spell removes the effect from a sickened creature. Creatures with immunity to poison are unaffected, and creatures resistant to poison receive their normal bonus on their saving throws.

**Material Component:** A small bladder or skin bag made of ghost hide.

## Grave Healing

Abjuration

**Level:** Clr 4

**Components:** V, S, M

**Casting Time:** 1 full round

**Range:** Close (25 ft. + 5 ft./2 levels)

**Target:** One undead creature

**Effect:** Grant undead regeneration

**Duration:** 1 round/level

**Saving Throw:** No

**Spell Resistance:** No

You protect an undead from destruction by giving it the ability to regenerate. The undead regains 4 hit points/round from all types of damage, including fire, holy water, sunlight, and magical weapons and spells. If the undead is brought below 0 hit points, it continues to fight normally, though the removal of limbs may slow its movement. During the duration of the spell, only the complete destruction of the target will prevent it from regenerating (as with clerical destruction, a *raise dead* spell or a *disintegration*).

**Material Component:** Blood from a cleric.

## Hide from the Living

Abjuration

**Level:** Clr 2

**Components:** V, S, DF

**Casting Time:** 1 standard action

**Range:** Touch

**Targets:** One undead creature/level

**Duration:** 1 min./level (D)

**Saving Throw:** Will negates (harmless); see text

**Spell Resistance:** Yes

Living creatures cannot see, hear, or smell the warded undead creatures. Constructs, undead, and outsiders are not affected by this spell. Even extraordinary or supernatural sensory capabilities, such as blindsense, blindsight, scent, and tremorsense, cannot detect or locate warded creatures. Creatures get a single Will saving throw. If it fails, the subject can't see any of the warded undead creatures. However, if it has reason to believe unseen opponents are present, it can attempt to find or strike them.

If a warded undead creature touches a living creature, or attacks any creature (even with a spell, as per *invisibility*), the spell ends for all recipients.

## Ivory Flesh

Transmutation

**Level:** Clr 3, Sor/Wiz 4

**Components:** S, M

**Casting Time:** 1 action

**Range:** Personal

**Effect:** Your skin becomes hardened armor

**Duration:** 1 round/level + Concentration

**Saving Throw:** None

**Spell Resistance:** No

Your skin turns to a pure, lustrous ivory, and gains the hardness of that material as well. You gain DR 5/daylight, DR 10 if you are a 11th or higher level caster, and to DR 15 for 17th-plus levels.

**Arcane Component:** A piece of ivory (100 gp)

## Leeching Lanthorn

Necromancy [Shadow]

**Level:** Sor/Wiz 4, Shadowsworn 3

**Components:** V, S, F

**Casting Time:** 1 standard action

**Effect:** One 30-foot radius circle

**Duration:** 1 round/level or until lantern destroyed

**Saving Throw:** Fort negates

**Spell Resistance:** No

You light the lantern and suddenly all shadows freeze and turn to face you. The room's reflections all seem hardened into place, and the space around you hums with power.

By lighting a ritually-prepared lantern you generate an area where one ability is drawn out of all other creatures around you and channeled through the lantern into you. At the

## *Ghoul Imperium*

time of the spell's casting, you choose Strength, Dexterity, or Constitution: that choice cannot be altered. All creatures within the lantern's light must make a Fortitude save each round that they remain in the area. If the save succeeds, they are unaffected that round; if the save fails, they lose (and you gain) 1d4 points of the relevant ability. You retain these points for up to 10 rounds after the spell ends.

If the lantern is destroyed, the spell ends immediately and you lose all leeches ability points. Creatures whose abilities were leeches do not regain those points except through the passage of time or the use of restoration spells.

**Arcane Focus:** An inscribed and carefully prepared silver lantern fueled with pure oil and shadowstuff (400 gp). Such a lantern always has Hardness 4 and 30 hp.

### **Lich Hound Summoning**

Conjuration (Summoning) [Evil]

**Level:** Clr 5, Sor/Wiz 5

**Components:** V, S, F/DF

**Casting Time:** 1 full round

**Range:** Close (25 ft. + 5 ft./2 levels)

**Effect:** One summoned creature/3 levels

**Duration:** 1 round/level (D)

**Saving Throw:** None

**Spell Resistance:** No

This spell summons one lich hound (see Appendix A, page 136) per three levels of the caster. They hounds appear where you designate and act immediately, on your turn, attacking your opponents to the best of their ability.

If you can communicate with the lich hounds, you can direct them not to attack, to attack particular enemies, to track your enemies, or to perform other actions. If the lich hounds are directed to track, the spell duration increases to 10 minutes/level, but the lich hounds vanish as soon as a combat begins.

The lich hounds operate as a pack; they cannot be sent in multiple directions or to attack multiple foes.

**Arcane Focus:** A tiny bell and a juicy bone.

### **Maggots**

Necromancy

**Level:** Dkn 0, Nec 0, Sor/Wiz 0

**Components:** V, M

**Casting Time:** 1 action

**Range:** 1 ft./lvl

**Effect:** A clump of maggots appears

**Duration:** 1 hour

**Saving Throw:** None

**Spell Resistance:** No

You create a swarm of maggots from any dead flesh — even cooked meat is subject to this spell. These maggots cause no damage but immediately begin to devour any dead matter

they come in contact with. Most often used to strip bones for skeletons, to destroy remains so that they cannot be raised from the dead, or to terrify guests at the dinner table. The maggots disappear when the spell ends.

### **Ravenous Hunger**

Enchantment/Charm [Mind-Affecting]

**Level:** Sor/Wiz 2

**Components:** V, S

**Casting Time:** 1 standard action

**Effect:** Creature touched

**Duration:** 1 round/2 levels

**Saving Throw:** Will negates (and see below)

**Spell Resistance:** Yes

You touch a creature. It becomes consumed with a mad hunger that overrides all reason. The target is entitled to a Will save. Failure means that the touched creature immediately drops any held items that are not edible to grab rations, leaves, shoes, or even corpses to eat immediately. If nothing is available in arm's reach, the affected creature uses a move action to reach consumable material. The affected creature retains its Armor Class, but it cannot take actions except as otherwise specified.

In the second and following rounds, the items consumed can include potions, if those are available. Creatures that devour carrion, mud, sewage, or other disgusting material must make an immediately Fortitude save when the spell ends. If this save fails, the creature is nauseated for 1 further round, vomiting up the materials eaten.

### **Ripen Flesh**

Necromancy

**Level:** Sor/Wiz 3, Nec 2

**Components:** V, S, M

**Casting Time:** 1 action

**Range:** Close (25 ft. + 5 ft./2 levels)

**Effect:** Ray

**Duration:** Instantaneous

**Saving Throw:** Fortitude negates

**Spell Resistance:** Yes

You speed up the decay of a wound, making flesh rot off bone and leaving a living creature with a gangrenous, useless limb. The creature touched by the ray must make an immediate Fortitude saving throw or suffer the loss of 1 point of Strength per caster level (maximum 10 Str). Creatures that fall to 0 Strength are helpless and fall prone, unable to move at all.

Creatures that fail the save but have more than 0 Strength remaining lose the use of either their shield arm or the weapon arm (determined randomly). A *remove disease* spell negates this effect, though the Strength loss remains until a restoration is cast.



## Vermin Form

Transmutation

**Level:** Sor/Wiz, 4 Nec 4

**Components:** S, M

**Casting Time:** 1 action

**Range:** Personal

**Effect:** You become a swarm of vermin

**Duration:** 8 rounds + Concentration

**Saving Throw:** None

**Spell Resistance:** No

You become a hive creature wholly composed of a multitude of cockroaches, rats, spiders, or other vermin. If gravely threatened by an area attack, you can disincorporate as a free action, simply falling into a pile of individual vermin who slither quickly away in all directions.

Staying disincorporate is difficult and imposes immediate Concentration checks, regardless of how much of the duration has expired. These checks have a DC equal to 10 plus 1 for every 10 feet separating the most distant members of the swarm plus 1 for every 10 feet from the location where the caster disincorporated. If the Concentration check fails, the disincorporate caster immediately assumes his normal form in the location of one of the vermin. All other vermin created by the spell vanish.

For example, a caster must make a DC 11 Concentration check at the end of the eighth round. At that time, he begins moving 60 feet per round away from the battle as a single swarm. At the end of the 11th round, he must make a DC 28 Concentration check (10 base plus 1 for each 10 foot segment of 180 feet).

When the spell duration expires, you reincorporate at the site of one of the members of the swarm. In addition, you can travel through narrow cracks, spaces behind walls, and even up walls. Movement and other options are determined by which vermin form you select.

**Table 3-6: Vermin Forms**

| Vermin Type | Benefit   |
|-------------|---|
| Flies       | Fly 50 feet (perfect)   |
| Roaches     | +4 to all saving throws   |
| Rats        | Attack as swarm for 1d6 touch attack in 10 ft x 10 ft. area   |
| Scorpions   | Poisonous swarm sting one creature with large monstrous scorpion vermin poison (DC 18, 1d6 Str), move 30 feet                                 |
| Spiders     | <i>Spider climb</i> at will, swarm bite as injected medium-size monstrous spider vermin poison (DC 14, 1d4 Str), move 30 feet, climb 20 feet. |

You suffer half damage from any attack unless all your component creatures are affected simultaneously.

### Designer's Note:

#### *Fuligin*

Fuligin is a word that describes a color blacker than black; it first appears in Gene Wolfe's *Shadow of the Torturer*, a book that I loved but barely understood when I first read it.

Darker than black – I mean, how cool is that? It oozes flavor all over. It seems like a very, very underdark sort of word, so I applied it here.

### Fuligin Cloaks

Blacker than black (see sidebar), these cloaks of shadow-woven fabric are entirely a creation of the darakhul. They grant the wearer +3 competence bonus to Hide checks, but (unlike dark elven cloth) they are not affected by sunlight.

Faint illusion; CL 3rd; Craft Wondrous Item, *darkness*, creator must be a darakhul ghoul or shadow fey; Price 500 gp; Weight 1 lb.

### Ghoul Touch Weapons

These weapons are used by the Imperium when their armies march, to enable the strongest troops to inflict maximum damage while still inflicting their paralyzing touch. They enable the wielder to channel his paralyzing touch through a melee weapon or even through a ranged attack.

Moderate necromancy; CL 7th; Craft Magic Arms and Armor, *bold monster*, creator must be a darakhul ghoul; Price +1 bonus.

### Ghoulbane Oil

This oil grants the user the Supernatural Strike feat while the oil is active.

## 3.12 The Crown of Air and Darkness (artifact)

**L**enturies ago, the legendary Crown of Air and Darkness was a wedding gift from the goddess of Night and Magic to one of the demon lords, thought to be the Demon Lord of Blind Ambition. The wedding was more an alliance of convenience between the black goddess and her demonic consort, but it was celebrated with all the planar pomp and ceremony. The crown itself was meant to seal the alliance. It bound a portion of the goddess's divine power into physical form. In particular, the goddess's gift strengthens evil, calls the winds, and blots out the sun — a gift worthy of a demon lord.

The wedding between divinity and demonism was disrupted by the timely intervention of the goddess's daughter and her former husband. In the ensuing melee, the crown was lost. Its disappearance cemented the rift between the goddess of the shadow fey and the demon lord's followers. Each accused the other of having stolen the crown. The gods of light clearly had not taken it, for they continued to search for it.

In fact, the crown was stolen by the ink devil commanded to record the events of the ceremony and festival. His report omitted any mention of the crown, but his attempts to sell the crown to one of the lesser Kings of the Ghouls in exchange for 1,000 souls failed terribly — and the crown disappeared from history when the ink devil fled the king's grasp. Not long after, a purple worm ate the ink devil. The crown's current resting place is unknown.

## Appearance and Divination

The crown resembles a glossy black ring of enameled metal or black onyx, and it is cold to the touch. Unlike enamel or onyx, however, it occasionally shimmers with inner light, either silver or grey, like starlight. *Detect magic* indicates overwhelming power and a variety of schools of magic, including divination, conjuration (summoning), and illusion magic.

*True seeing* shows that the crown's contains trapped air and darkness elementals.

When placed on a user's head, the crown immediately fuses to the skull and cannot be removed by any means short of a *wish*, *miracle*, or the crown's destruction.

## Studying the Crown's Lore

For an item thought lost to the underworld, the crown is reasonably well known. Both the followers of Orcus and the followers of the Goddess of Night and Magic have told stories of the crown's role in the broken union between the two powers. The crown is assumed destroyed or lost by most, though evil factions from the surface, from the plane of Shadows, and from the Demon Lord's plane all search for it from time to time.

Knowledge (the Planes), Knowledge (Religion), Knowledge (Arcana), and bardic lore can all provide information, though little of it is concrete or useful knowledge.

Consult the table below.

Table 3-7: The Crown of Air and Darkness

| Knowledge or Lore | Skill DC | Results  |
|-------------------|----------|--|
| Bardic            | 15       | The Book of the Mad King Ludvic tells that long ago, the Goddess of Night and Magic decided to take a husband from among the Demon Lords, the Lord of Blind Ambition. She meant to give her husband the legendary Crown of Air and Darkness as a wedding gift. The divine and demonic wedding was never consummated. The timely intervention of the Goddess's daughter and her former husband halted the ceremony. In the ensuing melee, the Crown was lost, and the Goddess and demon kind have been enemies since. |
| Bardic            | 20       | A legend among the ghouls tells that a minor devil once tried to sell the crown to a prince or king among the ghouls, but that the king refused the devil's price (said to be the sum of all ghoulish knowledge, as contained in their scriptoria and libraries). The devil fled into a scroll, which the king then fed to a purple worm, just to be sure the creature would not haunt him further.  |

| Knowledge or Lore | Skill DC | Results  |
|-------------------|----------|--|
| Bardic            | 25       | The crown holds a portion of the divinity of the Goddess of Night and Magic. Wearers of the crown gain powers related to the goddess, such as completely dark eyes and a nimbus of swirling shadows. They are also consumed by evil, as the goddess eats a portion of their soul, granting them powers such as calling up storms, drawing down darkness across entire cities, deadly phantom visions, and killing with a word.                                     |
| Bardic            | 30       | Among the shadow fey, a story circulates that their goddess wishes to destroy the crown, either through a blow from the fey sword called the Blade of Bright Shadows, or by feeding it to one of the cave dragons. Since no one has ever found their lady's crown, the fey stories of how to destroy it remain untested.   |
| Bardic            | 35       | The scrolls of Axander, a scáthsidhe (shadow fey) who lived at the time of the crown's creation, claim that it can only be destroyed by the hand of the goddess that made it, or by the pure light within the sun god's chariot, or by giving the crown to the demons, who will destroy it as retribution against the goddess. The scrolls claim one of these methods is a lie. His scrolls claim great rewards for anyone who brings the crown to the scáthsidhe. |
| Arcana            | 20       | The Crown of Air and Darkness is an artifact of the Goddess of Magic, and allows the wearer power over magic itself, increasing one's understanding of the arcane and strengthening one's powers.  |
| Arcana            | 24       | The crown was made of elemental shadow on the Plane of Shadow and grants powers over light and darkness. Shadow creatures may be able to destroy it, or tell of its powers. The wearer can hide his face and deflect blows. (This result reveals the Crown's aura, Night Gate and Veil of Night powers.)   |

| Knowledge or Lore | Skill DC | Results   |
|-------------------|----------|---|
| Arcana            | 28       | The crown can be destroyed by taking it to the Buried Palace of Darakhan (where it was meant to be given as a gift), and releasing its greatest power within the feasting room. (This result reveals the Call to the Winds and Unspoken Word powers, and the continuing effects of wearing the crown.) The shadow fey and other creatures of the Plane of Shadow all seek the crown. Some say it will strengthen their plane to recover it, but it will also remove a great artifact of evil from the material world. |
| Religion          | 10       | The Goddess of Night and Magic was once betrothed to a demon prince. The <i>Scroll of the Eternal Sun</i> contains illuminations of the abortive wedding with both wearing crowns. A hymn written for the event mentions her "crowning ambition with air and darkness."   |
| Religion          | 15       | The traditions of the Goddess of Night and Magic hold that her crown is a divine artifact crafted by the goddess and meant for demonic use. Her followers still sing a hymn praising it and claiming that "her crown blots out the sun." It is irredeemably evil, and surely harms those of good heart.   |
| Religion          | 20       | The <i>Annals of the Undying Order</i> claim that the Sun God fought the goddess of Night and Magic, the wife who betrayed him. She planned to give the crown as her dowry to a demon lord. Such an alliance would have been disastrous for the powers of good, and had to be prevented.  |
| Religion          | 25       | Many demons and all the followers of the Goddess of Night and Magic still search for the crown — a small part of an ancient, ongoing feud. Demons have long hated the Goddess of Night and Magic, though she has many allies among the fey and the undead of the planes. Followers of the Sun God have also worked hard to find the crown.  |
| Religion          | 30       | The Night Goddess invested some amount of her essence in the Crown. If she were to obtain it, she would probably unravel it and re-absorb that power back unto herself. The Crown's maker and her servants are the only ones who know the secrets of destroying the crown for certain.  |

## *Powers of the Crown of Air and Darkness*

The crown must be worn for its powers to be used, but it is a volatile and dangerous source of semi-divine power.

### **Wearing the Crown**

Putting on the crown is dangerous. Any creature doing so is affected as by a *blasphemy* spell. The creature's eyes immediately turn entirely black, and their voice gains extra power and resonance.

Good-aligned characters that wear the crown and use its powers commit an evil act.

Any creature wearing the crown gains a +6 deflection bonus to AC and SR 20. The subject gains a +2 bonus on saving throws against any holy, good, or light spells or effects. Undead creatures wearing the crown gain +4 turn resistance.

The crown envelops its wearer in a shroud of shadows. The shroud can, if the caster desires, obscure the wearer's features. The wearer gains darkvision with a range of 60 feet (or adds 60 feet to its existing range) and gains *detect magic* as a permanent sense as long as the crown is worn.

In addition, the wearer casts his arcane spells at +4 caster level, similar to the effect of a *bead of karma*. If the wearer is not an arcane caster, the crown does not grant him access to spells. Any divine caster who wears the crown immediately gains access to the domain spells from the Air, Darkness, Evil, Magic, and Weather domains (and gains one of those domains granted powers, of the wearer's choice).

### **Powers of the Crown**

Once the crown is put on successfully, the wearer immediately knows of the crown's activated powers: its Call to the Winds, its Night Gate, its killing power, its ability to immunize creatures against sunlight, and its Globe of Blacklight.

**Call to the Winds (Su):** Once per week, the wearer can cast a *storm of vengeance*. While this storm is active, all other powers except for darkness created by the Night Gate cease.

**Night Gate (Su):** Once per day, you create a wave of permanent blackness, dousing all natural and most magical lights within a region 10 miles wide. This darkness can be lifted only by a *daylight* spell cast at the center of the night gate that overcomes SR 25. This lasts for 12 hours.

**Unspoken Word:** Once per day the wearer can speak a *power word kill*, as the spell of that name.

**Globe of Blacklight (Su):** You create an area of total darkness 40 feet in diameter up to 50 feet away. The darkness is impenetrable to normal vision and darkvision, but you can see normally within the blacklit area. Creatures outside the area, even the wearer, cannot see through it.

**Veil of the Queen of Night (Su):** Once per day, you strengthen all creatures that suffer from daylight weaknesses within 200 feet. They become immune to daylight weakness for 24 hours.

### **Aura of the Crown**

The crown sheds a constant flickering light around its wearer, which can be enabled or dismissed by the wearer as a swift action. This aura acts as a *weird* spell within a 40-foot radius, conjuring up fearful shadow forms that terrify those who see them.

## *Using the Crown of Air and Darkness*

The crown is a powerful force for evil and unlikely to draw interest as a tool for a good-aligned party. However, if the party does contain a neutral or evil PC who wishes to wear and use its power (and survives putting it on), the crown may well become problematic.

Like all artifacts, it is a source of danger because other creatures will seek to steal it or kill the wearer. In particular, all clerics and paladins of the Sun God consider the wearer an abomination, to be destroyed.

The Crown can be given to a number of major NPCs in the adventure. Reactions are described in the Aboleth (see page 58), Black Prince (see page 89), Cloaker (see page 73), Emperor (see page 32), and Last King (see page 51) sections. The preferred result is to destroy the Crown.

## *Destroying the Crown of Air and Darkness*

The crown can be destroyed in the following ways:

- By feeding it to an adult cave dragon (see area 4).
- By triggering its night power within the Buried Palace, where the wedding feast was meant to be held.
- By returning it to the Queen of Air and Darkness or her servant, the Black Prince, who unravels its shadow substance.
- By crushing it in the depths of the earth, at the gate of the Underworld.
- By flying to the surface of the sun and exposing it directly to that blinding light.
- By the choir of the gathered cloaker nation, whose subsonics fray and then shatter the darkness (releasing a *veil* and a *gate* effect in the process).

Other methods are certainly possible, depending on the PC's alignments and interests, and the needs of your campaign. For purposes of Empire, one of the first four methods is recommended.



### 3.13 Ghoul Servants, Allies, and Enemies

The Darakhul Imperium is built on the backs of lesser creatures. Not every creature is fortunate enough to become one of the greater ghouls, able to rule. Many of their victims become food; many more become lesser ghouls, ghastrs, dread ghouls, or other types. These all have a role to play.

**DM's Note:** Common abilities for all these creatures and darakhul appear on the Ghoul Reference Card (Appendix C, page 147), which may be clipped to a DM's screen.

#### *Lesser Ghouls*

Eminently disposable, the uncivilized masses of the lesser, common ghouls are largely ignored. They are not fed from the slave pens guarded by the praetorians, but must forage for themselves. The strongest grow into ghastrs or dread ghouls with a place in the legions when an assault is planned. Treated like auxiliaries, they get the most difficult tasks: to engage and hold the enemy while the darakhul, praetorians, and others outflank the foe.

#### *Dread Ghouls and Ghastrs*

Dread ghouls and ghastrs are a large imperial middle class, and serve as its shock troops in battle. They travel into a fight on beetle-back, then lay about with ghoul touch weapons such as halberds or greataxes. They understand status and strategy, and (though they resent the higher class of the darakhul) they work to enhance themselves.

Many believe that the Hunger Cult or the Necrophagi know some secret of transforming dread ghouls or ghastrs into darakhul. This rumor gives them hope of advancement. Their power over the lesser ghouls and slaves gives them a taste of tyranny. They are hungry for more power, always striving and ambitious. Many are eager to prove themselves as hunters, as warriors, or as spies.

#### *Imperial Runners*

While the ghoul legions can cover 100 miles or even cross the empire in a single long day's march, the need for quick communication led to the creation of the Runners, messengers who hold the empire together with blinding speed. These undead creatures with the Run feat can run without pause or hesitation to wherever they are commanded. Most serve the priests, Necrophagi, and generals, though a few belong to the Emperor himself. (He is widely rumored to have developed undead messenger bats for this purpose as well).

#### *Ghoul Servants, Allies, and Enemies*

The runners travel 12 miles per hour, a full run, at all times, covering 72 miles in just 6 hours, or 288 miles in a day. Their sleepless speed means they can carry no armor and nothing more than a light weapon, usually a dagger. Interference with an Imperial runner—even just slowing one down—is a crime punishable by slow cooking and devouring.

Few runners survive the pace for long; stories claim that some run themselves so fast and so hard that they turn into bonepowder and dust.

#### *Slave Races*

Other than the deathcap mycolids and closely allied ghoul species, all other races are considered food or slaves. In particular, dwarves and gnomes are valued for their mining abilities, humans are preferred for conversion into darakhul as they adapt to their undead status more quickly and easily, and dark elven flesh is a bit of a delicacy. Kobolds are entrusted with matters of stealth or commerce, as darakhul think other races underestimate the small species, giving them room to maneuver on their master's behalf.

All other races – including dark creepers, derro, halflings, goblins, kobolds, orcs, phrenic scourges, skum, svirfneblin, troglodytes, and even other undead – are usually eaten after a short period of work or a fattening period. The only exception is when the ghouls require a structure to be built or a region to be mined quickly. In these cases, food races are drafted to do as much work as possible before being stripped for any remaining meat. Though it's hard to credit any ghoul's complaint about what they eat, darakhul complain that overworking food slaves does lead to tough or stringy fare.

#### *Necrotech: Skeletons, Zombies, and Undead Machines*

The Imperium has many forms of mindless undead. The simplest are the skeleton and zombie servants, who are ordered around by slaves and darakhul alike. Their labor harvests fungal forests, and does meaningless rote work like carrying water, turning alchemical cauldrons, and copying account books, but that is not their only purpose. Skeletons are often reduced and turned into bone collectives (see Appendix A, page 116) by an incantation of the Necrophagi; the zombies are mobile food reserves that march without pause or rest.

The undead machines of the empire include ether towers and zombie rams. See the Frilond Campaign write-up (<http://home.gwi.net/~rdorman/frilond/rul/dm/necro.htm>) for details. If your party decides to wage a full-scale war in the underdark; the ghouls are well prepared for sieges and mass warfare.

## *Ghoul Imperium*

### *Enemies & Allies*

The ghoulish imperium has a wide range of enemies, from the implacably hostile through neutral and even friendly species in the deep caverns. These are broken out by their degree of hostility, but not every clan or tribe fits the larger pattern.

#### **Hostile**

The aboleths and their skum servants, all cave dragons, surviving drow (beneath the hellish fire of their lost city and in domains along the sunless sea), all dwarves and derro, and all svirfneblin. These enemies work to survive the sleepless marches and the constant raids of the ghoulish war parties. They mastered techniques that allow them to hold the line: items like *ghoulbane oil*, weapons that destroy undead, even the simple tools like the battlefield use of *gentle repose* spells to keep their own losses from being turned into darakhul soldiers.

#### **Unfriendly**

The alien phrenic scourges want brains to infest without interference; however, they think that they can manipulate the darakhul through diplomacy or bribery. So far, they've had no success.

#### **Neutral**

Other races are less clear whether they are allies. Some demons commit to the Queen of Spiders and her servants; some are loyal to the Ghoulish Lords of the Abyss. Cloakers are too alien to pin down clearly as either allies or enemies; they have both hurt and helped the ghoulish cause at different times.

The Black Prince of the Scàthsidhe, a power among the shadow fey, visited the Pale Emperor often in recent years. The two seem to share some plot or plan. It would be going too far to call them friendly, but they have mutual interests. It's unclear who leads the relationship, but there have been exchanges of arcane knowledge, servants, and gifts – the fey prince has warmed to the Emperor over time.

#### **Friendly**

Derro cultists once served the Imperium, but no longer. They might return, but their marginal sanity makes them unreliable.

#### **Helpful**

The closest allies that the ghouls have are the deathcap mycolids, who bring bodies in exchange for caverns where they can grow their young in safety. The ghouls are on good terms with wraiths, vampires, and some ghosts.

## 4. Plot Summary

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The adventure allows the party 1) to fight at every opportunity (and likely be captured by a Legion), 2) to fight and flee as a small group seeking to infiltrate the empire's borders, 3) to find and destroy the Crown of Air and Darkness, the artifact that several groups want for their own purposes, and 4) to work with an ally, such as the Last King, Mage-Aboleth, or the Cloaker Lords, against the Imperium.

### 4.1 Play Styles

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Every group will approach things a little differently, but there are three main styles I have in mind for game play.

#### *Free-Form Raiding*

The party finds out about the Empire and starts nibbling away at the edges, destroying an outpost, raiding a noble's house in one of the cities, and evading the counterattacks through wits and magic. This style is heavy on the combat, hopefully with some thought on the players' part on WHY they are picking each fight. In the long run, this style is self-limiting: the more of a threat they become, the heavier the darakhul response.

Raiding plays differently from a typical dungeon style. Unlike the room-by-room pace, the Imperial ghouls raid caverns where they suspect the PCs are, put prices on their heads and offer rewards for information, acting as an organized feudal state putting down bandits. The party should feel the heat from patrols, informers, and the fear from other races of helping an increasingly notorious group of "surface outlaws."

Meanwhile, of course, the ghouls also search for the artifact that will enable them to seize ground on the surface. The outlaws are a diversion, a good way to train the army while getting ready for the main event. If the party is too timid or slow to confront the Emperor as a target, or just never makes much progress, the Ghoul Legions should start to march onto the surface. Streams of captured human prisoners from the surface coming down will spur any party to action.

#### *Stealth and Investigation*

The party finds out about the Empire and fights it once, then decides to abandon a mostly-combat approach after a nasty encounter or counterattack from the ghouls. This depends on magic, social skills, and stealth skills, as the party pretends to be ghouls, slaves, or something else entirely as they move around the outposts and cities of the empire, trying to find out what the darakhul are up to.

#### *Capture and Escape*

Both raiding and stealth (as well as pursuing the "Dead Letter" event to its underground meeting) can result in a complete party capture. That's covered in the Captured! event, but it's worth mentioning here as a possibility.

### 4.2 Plot Threads

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The plot structure spreads over at least one, likely two level advancements, and goes roughly in these stages: Party investigates and finds the underdark; party encounters the ghouls and wins the first encounter; party learns from cloaklers, aboleth, or Last King that the Crown exists and that ghouls are searching for it; party searches for the crown to keep it out of the wrong hands; Party either uses or destroys the crown, ending the threat to the surface.

#### *The Crown of Air and Darkness*

The Crown is in one of three locations, at the bottom of the Pit of All Flesh (area 12), under the Dome of Orcus (area 27), or on the Chandelier Island (area 29). The party can learn these locations by asking the Hunger God's oracle and risking madness, by asking the dark stalkers and losing a lot of magical items (area 14), by bargaining with the Mage-Aboleth (see Iddoret), or the hard way by process of elimination.

The first place the party checks, they've been beaten to the punch by the ghouls or one of the other factions. The crown may be moved from place to place by skulking thievery by Imperial Hunters, by aboleth servants such as the kobolds, troglodytes, or skum, and even by smaller or less powerful parties such as the shadow fey, Last King, or the phrenic scourges.

#### *The Last King's Plot to Seize the Throne*

The Last King and his derro fanatics believe that he can seize the throne using the Crown. They may be right. Certainly in vermin form he could infiltrate the palace and make an attempt at assassination, and the ghouls respect strength. For this, though, he needs to find the crown and then convince the party to give it to him (or follow them when they take it somewhere like the Crushing Depths of the Earth). He makes much of his hatred of the Empire (which is all true) and the wrongs they have done him, forcing him to eke out a living among barbarians and vermin.

**Designer's Note:  
Sanity and Incantations**

The Empire of the Ghouls is a great environment to use the Sanity and Knowledge (Forbidden Lore) rules from *Unearthed Arcana* and *Call of Cthulhu* d20.

The use of incantations is a little less optional. If the book were of unlimited length, I'd be adding at least two new incantations to the Spells section. As it stands, the derro and the Necrophagi will have to do without them. For more on derro incantations, please see "Ecology of the Derro" in *Kobold Quarterly* #1.

The Last King's personal power is great, but his political senses are not that acute. Chances are good that the party will not agree to give him the crown. However, if the party seems close to it (or even right after they do), the Last King may show up a day later with a band of derro in tow to "request" that they give him the Crown. He keeps tabs on the party. If they seem to recover the crown and head to the White City, he relentlessly attempts to seize the Crown, politely if he can, violently if he must.

### *The Mage-Aboleth's Schemes*

The Mage-Aboleth plans to grow Iddoret into a major underdark metropolis. He's cultivating trade connections to the Kobold City of Lillefor (mostly because it's too difficult to invade properly), he's hoping to win all the derro over as allies, and he expects that once he holds the Crown of Air and Darkness, the shadow fey, dark creepers, and possibly even the phrenic scourges or cloakakers will fall into his camp as well. He has tentacles in many pots, and he's smart enough to want to use the PCs against his foes. He's not above bribery or extortion, and he'll burble with delight if he can slime and enslave a PC who wanders Iddoret alone: it will help keep the others in line.

### *The Cloakers' Schemes*

The cloakakers know that the ghouls seek the Crown. They wish to prevent that. Although it might mean that the ghouls devote a lot more attention to the surface world, it also means that the balance of power (already heavily weighted toward the darakhul) would shift completely in their favor. They want someone else to find and use the Crown, preferably humanoids they control. Failing that, they want to see the item destroyed. They will tell the party how to do that if asked.

The cloakakers warn the party about the danger if they PCs don't figure out the "searching legions" mystery by themselves, in the "Gathering of Cloakers" (see Events & Hooks, page 41). In addition, they may aid the PCs with shelter in the Hanging City, if the ghoul legions are on a rampage and hunters kill multiple PCs. The cloakakers search on their own, of course, but they know that the Crown was meant for humanoids. In their own alien way they assume that the PCs understand what the darakhul plans are. They are both, after all, four-limbed humanoids of very similar appearance.

If the party fails to find the Crown, the cloakakers will be very, very unhappy with them, but they'll have bigger problems.



# 5. Events & Hooks

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**T**his section includes two hooks and nine events. The hooks get the action started, and the events keep things rolling if the long stretches of caverns and passages make a section of the adventure drag. The events can also be useful in keeping the character's motivated or on track with the main plot.

## 5.1 Empty Graveyards and the Dead Letter

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**T**he two short hooks below are deliberately loose, so that the DM can optimize them for his campaign.

### Empty Graveyards

The graveyard hook is the most applicable to all campaigns.

*The city of Zobeck is generally an orderly and respectful place to be buried, but not lately. Family crypts have been broken into; bodies have been torn from fresh graves; even entire mausoleums have been desecrated. Grave robbers, necromancers, ghouls, and surgical students are all suspects — something is plundering all graves and crypts, killing guards and priests of the Death God, and making off with fresh bodies and moldy old remains.*

*The city is in an uproar, especially since the crypt of the Patriarch of the Sun God was recently opened and defiled. The poor patriarch had been dead no more than a week when it happened. His body has not been recovered.*

*As if that's not bad enough, citizens of the city have gone missing lately, though with all the noise about the cemetery spree, it's been tough to get the city watch's attention. Your friends and hirelings in the city ask when someone is going to do something about it.*

If the party investigates, they can make a DC 30 Gather Information to hear that yes, there are both living and dead missing, by the dozens or more. All the missing vanished under cover of darkness. Some seem to be cases of "whatever is buried." Others are a strange mix: the madam of a nobleman's whorehouse, a lieutenant in the city guard, an alchemist from the Arcane Collegium, a junior priestess of the Sun God, an initiate of the Order of the Undying Sun (Zobeck's paladins), and a master steamcrafter from the guilds are all missing.

### An Unexpected Letter

The party gets a letter from Laslo Kennic, a famous botanist, alchemist, and scholar who was buried a few weeks or months ago, saying he's still alive and would like to meet the party. Give the players a copy of Handout 1, a letter sent to the dwarven jeweler and clockworker Bombli.

*My Dear Bombli,*

*I write to you from a realm more amazing and strange than I could have imagined; not the afterlife. I was raised from the dead and brought to a hidden city among the Darakhul, an empire of warriors and sorcerers who have embraced my knowledge and expertise.*

*I'm writing to invite you to visit my new home, a great city beneath the earth. Though the Darakhul and I are hidden from human society, they are incredibly generous and wise, and their knowledge extends back centuries. I find I am doing better work now than I ever did on the surface. I wish to share that expertise with my former colleagues.*

*Forgive me, I digress again. I believe their Emperor wishes to hire you for heroic and dangerous work of some kind; I spoke of your reputations in glowing terms. Certainly the magic and knowledge here would be well worth your while. The imperial librarian Eressar has been especially helpful.*

*I've attached my seal; please use this letter as a letter of safe transit through the Imperial lands to the White City. The glory of this place will surely astound you as it does me.*

*Your friend and fellow scholar,*

*Laslo Kennic*

*Botanist, Alchemist Plenipotentiary to the Emperor Nicoforus I*

The PCs can travel safely through the first ghoul checkpoint with this letter to be accepted in the White City as legitimate visitors from the surface. Once they arrive in the capitol and meet Laslo, they are told they must become darakhul (with titles and wealth, naturally).

*You trekked through days and even weeks of caverns with little to show for it but a taste for bat meat and a sense that perpetual darkness is normal. Then you reached past small settlements to the enormous city of bones, undead everywhere, and yes, all the soldiers and priests of an empire, hundreds of them. The ten guards at the gate just nod at your letter and point you to a quarter of the city where Laslo waits. Do you want to explore this city, or go straight to Laslo's house?*

The party members start in the Nobles' Quarter in the White City (area 5), and they most likely must fight their way OUT of the Imperium. If they need a bit of help, see the "Meeting the Last King" sidebar.

### Meeting the Last King in the Imperium

If you take this Laslo and Dead Letter approach to the adventure, you definitely sink the party in the deep end of the pool, but you lose the element of surprise about the nature and the extent of the ghoulish empire. The party may feel extremely paranoid about being surrounded by thousands of undead (a well-justified paranoia, but it's still bad for heroic action).

To counteract that, I recommend making the Last King a more active figure. He may be a Fisher King type, a beggar-ghoul who has great powers and trust among the poor; he visits the party from time to time with suggestions. This friendliness is not altruistic; he wants the party to find his missing Crown for him in exchange for all this help...

...once he has it, things may go seriously pear-shaped when he seizes power and eliminates his rivals.

Assuming they eventually visit their host, read the following:

*The house you seek is built at the end of a side cavern. Two ghouls in green silks welcome you at the ancient black door, bowing to you and saying "Our master Laslo is pleased you survived the trip intact." One takes your cloaks and offers you wine while the other goes to tell the master you've arrived. It's all very oddly like the surface; the walls have tapestries showing forests and fields of wheat under a blue sky. The floor is a yellow tile mosaic of simple squares and circles.*

*A minute later the second servant returns and says, "Master Laslo will see you now." The room he leads you to is even better-appointed: the tapestries are surely silk, the walls are covered in scroll racks and book shelves, and a single large work table holds a half-dissected halfling or gnome of some kind. Laslo wears a long black robe marked with a white comet and a red star. His face is sunken and his fingers are claws.*

*"Welcome to Darakhan," he says. "The White City is a paradise for those with eyes to see. I'm glad you came. Let me tell you, since I embraced the darakhul, I have felt younger, wiser, more perfect in my thoughts and .... Well, you will find out soon enough. Do you wish to be transformed at once, or after a day or two?"*

If the party insists they are just here to work for the emperor, Laslo dismisses their foolishness, confident that they will soon see the advantages of becoming a ghoul. "After all," he says. "It's so logical that one should perfect and refine one's soul in this way." Unfortunately, he did not foresee their "stubbornness," and so has only humanoid flesh to eat and bloodwine to drink in the house. He offers them that, already oblivious to their likely reaction.

The audience with the Emperor is arranged regardless. Nicoforus wants the party to find the Crown of Air and Darkness for him. He wants at least one of the party to be his servant, that is, a darakhul. If no one volunteers, he tells his nightwing (area C) and his Ivory Legion to choose a PC at random to infect and transform. Then, he sets them loose to find the crown, by questioning the gypsosphinx, the aboleth, the cloaklers, or the Hunger Oracle. He warns against trusting the cloaklers too far ("They've always fought the empire"). Further, he promises to restore their comrade to living flesh again in exchange for the crown. This is a complete lie, but the priests of the Death God claim it can be done. It doesn't pay to contradict the Emperor.

Refusal to go along with Laslo or the emperor means a survival campaign, with PCs being hunted while attempting to escape the Empire. Every checkpoint will be on the lookout for the surface dwellers; escape will not be easy past the marching Legions. Worse, the cloakler gathering (see page 41) or dwarven ghosts (see page 45) may convince the party they must return and stop the darakhul plot. If the party somehow slays Laslo quietly, his neighbors find the body quickly and give the warning.

### Player Investigation

If the party asks a few questions before digging around the graveyard, they may learn a little from the citizens. The information isn't much help, but it can convey a little more of a sense of dread. Use the Gather Information table below for anyone spending a little cash around Zobeck.

Table 5-1: Zobeck Gather Information

| Check DC | Result  |
|----------|---|
| 10       | <b>Gravediggers</b> mention that literally hundreds of bodies are missing from the graveyards.  |
| 15       | <b>Lieutenant Arno Landsteiner</b> , a gambler, smooth talker, and considered one of the most corrupt members of the city watch, disappeared while stumbling home from a card game. Debts were assumed to be the motive, but no body was found.   |
| 20       | <b>Sacristan Edwina Dunecky</b> was a priestess of the Sun God. She went into the crypts below the temple to set fresh candles and incense before the Patriarch's tomb, and never returned. <b>Jarostan Sunbold</b> , an initiate of the Undying Order and a stout defender of the faith, went missing while on an overnight patrol in the Margreve Forest north of the city.   |
| 22       | <b>Alchemist Leo Vittelsbach</b> , a junior distiller and potionmaster at the Arcane Collegium, seems to have gone to a cemetery for gravesoil in the early days of the grave robberies. He did not return.   |
| 25       | <b>Madam Ludmilla von Schenk</b> , the madam of the Twin Goats brothel, vanished one night after closing time. She lived in a simple set of rooms at the back, facing out on an alley. Madam Ludmilla claimed she had "an old customer" visiting that night, but none of her girls or staff heard the front or back door open.  |
| 30       | <b>Erena Cogwinder</b> , a woman with great promise in the Steamcrafter's Guild, was working late one night and disappeared along with a dwarven apprentice named <b>Melo Varbruck</b> . Her tools and work were scattered all over the workshop. Neighbors said there was shouting and screaming, but the guild's work has always been noisy and steam does whistle and scream. A night watchman claims he saw her dragged toward the temple of the Death God by a figure in city watch armor. |
| 35       | <b>The Necromancer Konrad von Eberfeld</b> is currently missing. He's a member of the Arcane Collegium who has frequently fallen under suspicion of grave robbing in the past.  |

**Stakeout at the Cemetery:** Those who stake out a cemetery find a small group of grave robbers who claim that "creatures from below" hired them to fetch bodies for a powerful necromancer or lich (he smells bad, at any rate). They say that they are working for Konrad von Eberfeld.

**The Zobeck thieves' guild** denies any involvement in grave robbing and tomb-work. Divination magic reveals that dwarves are involved, and that "an empire is rising into the sun."

### The Deepest Crypt of Zobeck (EL 8)

An army is gathering below Zobeck, a mass of creatures that live in perpetual darkness, but who talk as if they will soon take over the entire city. If the PCs make a DC 21 Survival check to track the ghouls in the graveyard, they find tracks that are clearly inhuman leading down into a particular crypt in a little-used section of the graveyard.

*This crypt stands far from the more recent burials, in a small hollow along a streambed. The area is overgrown, but you hear birdsong and the trickle of water. One crypt is obviously abandoned — that's where the tracks lead. The crypt itself seems to be a small tunnel into the hillside.*

The party finds a narrow (5 foot wide) tunnel leading more than 100' underground to the ghoul crypt, which was once a dwarven burial site. It's now home to **12 lesser ghaists** (AC 17, 4 HD, hp 29 each, Attack +5 bite, Dmg 1d8+3 plus paralysis DC 15

#### Designer's Note: Ghoulish NPCs

I planned on making each of these NPCs a ghoul that the party might encounter later in the adventure, but ran out of time and space. Some became guests at the Horrid Feast finale (see page 111). I'd recommend using them as names for "random ghouls" met as guards, patrol ghouls, or merchants.

There's a nice creepiness to that normal world/bizarre inverted world change from the surface to the Empire. If a player remembers the name, so much the better when they put two and two together. It's best if the party realizes it without any hinting on the DM's part.

### Scaling Up and Foreshadowing

For a more powerful party, consider putting a Bone Collective in charge of the crypt. It will watch the fight, then abandon this post as soon as it is uncovered. Before it goes, it kills any captured or turned lesser ghoul with a wyrmsblood-envenomed dart to keep them from talking to the party. *Speak with dead* won't help the PCs, since the spirit summoned is that of the human who inhabited the ghoul's corpse before it became undead.

The death of Waldemar or his last minion guarantees that not too much information becomes available. Anyone examining the poison that kills undead must make a DC 30 Craft (Alchemy) check to really understand what it is and have a hope of reproducing it. Even then, it's clear that two ingredients are extremely rare: cave dragon scales and dhole ichor. Both are extremely rare on the surface.

For information on Dholes, see Lovecraft's "Through the Gates of the Silver Key."

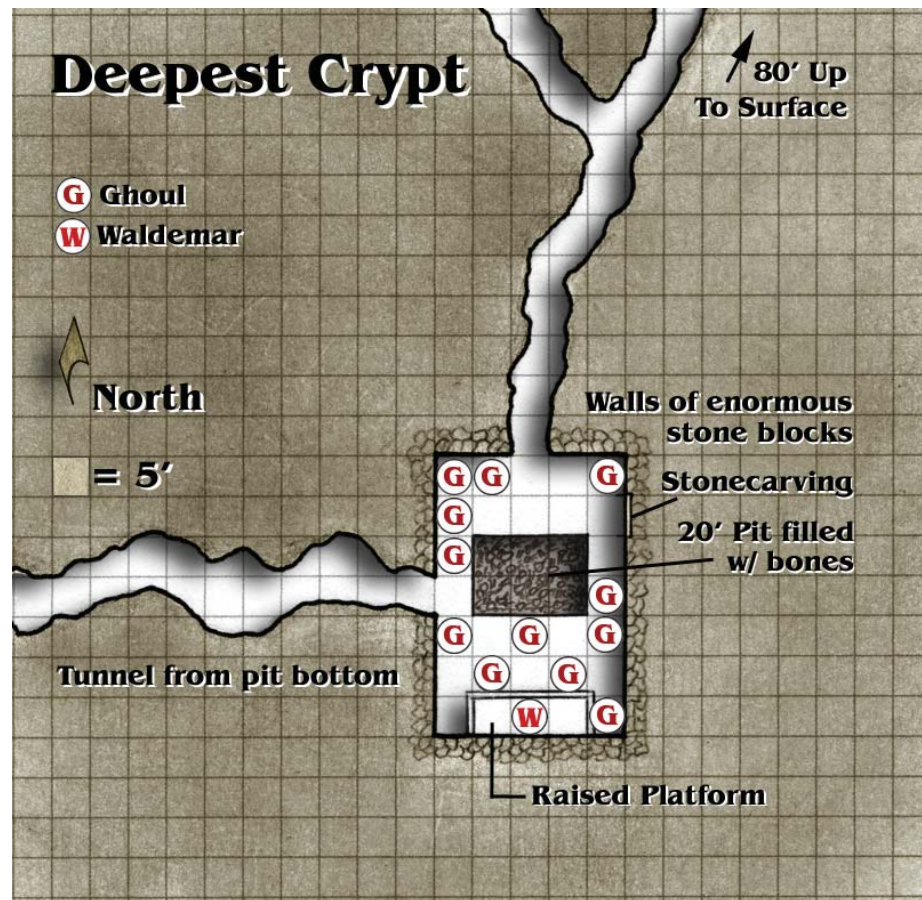
Fort) who gather bodies and plot their strategies from among a maze of tunnels, many as narrow as 2' square. Their local leader is the bloated ghoul Waldemar Marrowfat, also called the Cryptwarden. He eats so much that he is rarely thin enough to leave the Zobeck Crypt.

When the party follows the narrow tunnel to the crypt, read the following:

*Deep below the hillside, you see a room built of enormous stone blocks, carved with runes on every available inch. In the middle is a space that may once have been a pool of water. The basin is now dry and filled with bones and scraps of cloth and leather. At the far end is an enormously bloated creature whose rolls of fat spill over the edges of a stone chair. He wears bloody or rusted half-plate. Around him are ten ghouls, all of them smeared in blood from a recent meal.*

*"We have visitors," says the bloated undead. "Or should I say, 'Dinner has arrived.'"*

The ghouls attack unless the party succeeds in an Intimidation check (vs. Waldemar's +3 Sense Motive), in which case the ghouls parley. If the lesser ghouls are all destroyed, Waldemar offers to share "valuable information" in exchange for his life. He tells the party that he has allies who will "soon come up from the depths" and "reinforcements are as close as the Temple of Orcus." If that fails, he jumps 20 feet down into the pool of bones and digs to a secret escape tunnel down there.





## Waldemar Marrowfat

Male Bloated Ghoul Human

CE Medium Undead

Appendix A

**Init** -1; **Senses** darkvision 60 ft.; Listen +13, Spot +13

**Languages** Common, Undercommon

**AC** 20, touch 9, flat-footed 20 (+7 armor, -1 Dex, +4 natural)

**hp** 49 (7d12 HD); **DR** 10/slashing, rotbloat (DC 16)

**Immune** undead traits

**Resist** turn resistance +2

**Fort** +2, **Ref** +1, **Will** +8

**Spd** 20 ft. (4 squares)

**Melee** bite +8 (1d6+5 plus slow and bloat fever) and  
2 claws +6 (1d3+2/19–20 x3 plus slow)

**Base Atk** +3; **Grp** +8

**Atk Options** Power Attack

**During Combat** Waldemar tends to hide in the back while the ghouls do his fighting.

**Morale** If the ghouls are all destroyed, Waldemar offers to share “valuable information” in exchange for his life. If that fails, he jumps 20 feet down into the pool of bones and digs to a secret escape tunnel down there (see Development, below).

**Abilities** Str 20, Dex 8, Con -, Int 13, Wis 16, Cha 16

**SQ** massive

**Feats** Multiattack, Power Attack, Razor Claws\*

**Skills:** Climb +15, Hide +8, Intimidate +14, Listen +13, Sense Motive +3, Spot +13

**Possessions** half-plate armor, gold holy symbol of the Hunger God, 1,940 sp, 9,832 cp.

**Bloat Fever (Su)** Disease—bite, Fortitude DC 16, incubation period 1 day, damage 1d3 Con and 1d3 Dex.

An afflicted creature that dies of bloat fever rises as a bloated ghoul at the next midnight. It is not under the control of any other creature, but it hungers for the flesh of the living and behaves like a normal bloated ghoul in all respects.

**Slow (Su)** Those hit by Waldemar’s bite or claw attack must succeed on a DC 16 Fortitude save or be *slowed* for 2d4+1 rounds. Elves have no special resistance to this effect.

**Massive (Ex)** Waldemar is unusually big and heavy. He gains a +2 racial bonus on ability checks made to resist being bull rushed and overrun.

**Rotbloat (Ex)** Waldemar is filled with vile and noxious gasses caused by the meat rotting inside him. Any time he suffers damage from a piercing or slashing weapon, any creature adjacent to him must make a DC 16 Fortitude save or be nauseated for one round as these gasses burst free in a noxious wave.

**Development:** Should Waldemar take flight, any pursuers must make a successful DC 15 Jump check or take 2d6 falling damage and land prone just outside the tunnel. If the party pursues down the narrow escape passage they must go single file, risking a one-on-one confrontation with Waldemar.

The small outpost here provides the deeper empire with plentiful food while it retains as low a profile as possible. These ghouls do a lot of grave robbing, but not much capture of the living. They know that an Imperial hunter was here (Janos Skintailor) who took Madam Ludmilla and Jarostan Sunbold to the temple of Orcus (area 11). They claim ‘the hunter’ will be back.

## CR 9

**Treasure:** With a successful DC 24 Search, they party finds a scroll case whose seal has been opened. It contains evidence of preparations to invade the surface but the language can be only be understood with a successful Decipher Script DC 27 check.. Give the party a copy of Handout 2.

*To Field Commander Waldemar Marrowfat,*

*Your recent reports are thin on details; I expect better in future, and require an appraisal of the surface conditions before I can commit to stationing a hunter near you for any length of time.*

*The final exit location has not been chosen yet; please continue to built foodstocks as quickly as you can without drawing notice. We must expand the darakhul supplies tenfold within the next month; if this seems overly ambitious to you, I will send your replacement immediately.*

*Do not disappoint me; I expect your full report by return courier.*

*By the Emperor’s command,*

*(Signature) Hendryk Gravebinder, Patrol Capt.*

**DM’s Note:** Handout 2 is an accurate representation of a truly weird hand, a warped copperplate. It’s supposed to be tough for players to make out.

The crypt group does not have a runner available to bring a legion reinforcement, but they do have a group of lesser ghouls and a fear of disappointing the Emperor. If any of the ghouls escape, they will go warn the nearest outpost. The outpost sends no troops in response, but that outpost will be alerted and suspicious.

Killing Waldemar doesn’t stop the grave robbing in Zobeck; it just means that a more powerful ghoul is sent to get things done (mostly likely a hunter like Janos Skintailor, see page 41). Some items belonging to Arno, Ludmilla, Leo, and others of the missing citizens of Zobeck can be found in the bone pit with a DC 24 Search check. These items include rings dropped when their ghoul claws grew, torn bits of clothing, and Good-aligned holy symbols.

## Follow-Up Outside the City

If the party does further research and makes a DC 25 Knowledge (Local) check, they learn that the grave robbing problem is even wider than the whole city. Clerics visiting Zobeck from the nearby dwarven halls at Bergau and Hammerheim claim that the dwarven steadings have been abandoned. Survivors fled to the city gates with stories of things from below destroying all the clan’s ancestral graves and mausoleums hundreds of years old.

If the party investigates, they can begin with the Dwarven Ghost Army (see area 1). The ghost army offers a nice revenge hook for any dwarven NPC. The ghosts themselves can tell stories of how they were overrun.

## Events or Hooks

If the party doesn't investigate this angle, the ghosts can show up later to tell the party a little about the Crown of Air and Darkness. The ghosts are an easy way to get the party back on the right track if they go completely astray.

**Declining this Hook:** If the party isn't interested in a bunch of missing persons, or just assumes that dealing with the grave robbers is enough, that's fine. Escalate the issue using "The Dwarven Ghosts" (see page 45) and then "The Missing Henchman" event (see page 36).

The following events happen when you need them to, to steer the plot or to get the party moving in the right direction. If your party investigates, asking a lot of who, how, and why, you may not need these events as triggers for action.

If your party is more reactive or simply prefers clues to drop into its lap, you may need all of them to guide the party toward the finale. The events in this sequence do suggest a particular plot progression.

## 5.2 Events

The events in this section are organized in order of increasing difficulty by EL, and roughly in the order that they would move the plot along. As always, their appearance is completely at the DM's discretion.

### The Missing Henchman

An NPC goes digging or dungeoneering and does not return because he catches a ghoul-fever and is transformed into a ghoul. If the party does not pursue him, he will never rest in peace. Ideally, the party feels responsible enough (or is bribed by the missing NPC's family) to go recover the body for a funeral.

Finding a way into the depths may prove difficult in this version. There are relatively few darakhul active at the surface; most that are prefer to keep a low profile. One character who might help is Jiro the Grey Wyrms, up at the surface buying choice incense, darakhul drugs, wyrms' blood, necromantic ingredients. He is doing a bit of advance spying for the Imperium, or at least gaining some information he could exchange for his life if things ever go wrong at the White City markets. He will talk to anyone interesting he sees.

The missing henchman (and several other NPCs in the city) have been captured, and turned into darakhul. They should reappear in the White City section of the adventure.

### The Escaped Drow Slave (EL 8)

If the party is already deep under the earth, they meet a victim of the darakhul's recent expansions — a slave who has stealthily escaped the Imperium throws himself on the party's mercy.

*You hear a voice from the shadows speaking elvish, with a smattering of Undercommon thrown in. "Help me, merciful creatures! I am a pitiful slave whose city is no more. Protect me, and I will serve you faithfully". You have a rough idea where the voice is coming from, but don't see anyone.*

The slave is **Eishveel Fandros, a male drow** (Rogue 7, hp 30, AC 21, Attack +7 rapier 1d6+2+poison DC 13 or unconscious, sneak attack +4d6) and junior warrior of the Shrine of Eight Eyes (area 9). He escaped the assault, the burning, and the Imperial hunters because of his excellent ability to Hide (he's a 7<sup>th</sup> level rogue with a +22 Hide check due to skill, equipment, and Dex). It's kept him alive but slowly starving to death. He wants someone who will help him take revenge. If the party agrees, however, he is not a great servant: fawning one minute, thieving the next.

### Tunnel Collapse (EL 9)

Ask the dwarves in the party for their stonecunning checks (Search DC 20), and those with Knowledge (Architecture), Craft (Stone), or Profession (Miner) for the same sort of check. Those who make it notice that water, time, or deliberate undermining ahead has weakened the passage. Moving through the tunnel may trigger a collapse. If the check fails for all PCs, the trap springs without warning.

This event can do a couple of things: it can seriously wound one or more PCs, it can stop the party's pursuit by an Imperial hunter or legion, it can prevent the party from going in a direction you don't want them to pursue, or (worst case) it can stop the party from fleeing the underdark entirely.

**Tunnel Collapse:** CR 9; mechanical; location trigger; no reset; ceiling falls down (12d6, crush); multiple targets (all targets in a 20-ft.-by-10-ft. passage); never miss; onset delay (1 round); Search DC 20; Disable Device DC 16.

### Jiro and the Darakhul Merchants (EL 9)

*You see movement in the tunnel ahead. Voices exchange whispers. "Did you hear something? I thought I heard something." There's a scrabbling sound, like claws on stone, and then a bright blue-white light shines on a large beetle, a drow, a strange dwarf, and a small grey-scaled kobold. The light comes from a small globe on the end of the kobold's staff.*

This small trade expedition seeks to barter. The group's leader is a kobold merchant with knowledge of the imperium's ways and means. The merchants have bat meat, cockroach cakes, fungal wine, cinnabar ore, and bone arrows for sale, as well as some especially fine spider-silk cloaks (masterwork cloaks that grant +2 to Hide checks, 150 gp). This might also be good encounter in Iddoret, the aboleth city.

The leader, Jiro, is a relatively old kobold at the ripe age of 39. His rusty brown scales have turned to dark grey in spots. His bright red eyes are still plenty sharp, and his tricks still make him a very good living, trading between the surface world, the darakhul, and the aboleth. The recent collapse of some dwarven and dark elven markets did not catch him by surprise. He's always ahead of the information curve.

**Twist:** If the party really needs help getting around the Darakhul Imperium (i.e., they've been getting their butts handed to them by Legions and hunters), Jiro offers them a job walking into the Imperium as caravan guards. It doesn't pay much (5 sp a day), but it comes with food and a safe-conduct to the White City and back.

**Combat:** If the party wants to trash Jiro and take his stuff, well, he's escaped from worse. While the **drow mercenary Xerric** (F8, hp 53, AC 21, Attack +11, Damage 1d8+4 sword or 1d4+2 plus poison crossbow with large scorpion venom (DC 17 1d6 Str/1d6 Str)) and **grimlock bodyguard Hargus** (Bar7, hp 74, AC 22, Attack +13, Damage 1d10+6 halberd) hold the party off, Jiro makes big threats ("I know a cave dragon who will eat you all for breakfast!") and then runs.

### Jiro the Grey Wyrn

CR 9

Male Kobold Rogue 8/Expert 2

CG Small Humanoid (Reptilian)

MM 161

**Init** +8; **Senses** darkvision 60 ft.; Listen +14, Spot +13

Languages Draconic, Darakhul, Undercommon

**AC** 20, touch 15, flat-footed 16 (+1 size, +4 Dex, +5 armor, +1 natural); Uncanny Dodge

**hp** 82 (10 HD; 8d6+32 plus 2d6+8)

**Fort** +8, **Ref** +10, **Will** +8; evasion

**Weakness** light sensitivity

**Spd** 30 ft. (6 squares)

**Melee** +1 quarterstaff +9/+4 (1d4+1) or  
short sword +8/+3 (1d4/19–20)

**Ranged** light repeating crossbow +8/+3 (1d6/19–20 plus poison)

**Base Atk** +7; **Grp** +3

**Atk Options** sneak attack +5d6 (includes Ambush feat)

**Combat Gear** *potion of haste*, *wand of spider climb* (46 charges).

**Abilities** Str 10, Dex 19, Con 18, Int 18, Wis 13, Cha 13

**SQ** trapfinding, trap sense +2

**Feats** Ambush\*, Great Fortitude, Improved Initiative, Iron Will

**Skills** Appraise +16 (+18 trapmaking), Bluff +13, Craft (trapmaking) +11, Diplomacy +11, Escape Artist +15, Gather Information +11, Hide +19, Listen +14, Profession (merchant) +13, Profession (miner) +4, Sense Motive +12, Sleight of Hand +15, Spot +13, Tumble +13, Use Magic Device +12

**Possessions** combat gear, +1 studded leather, +1 quarterstaff, light repeating crossbow with 20 bolts, short sword, 22 pp, 12 gp, 16 sp, 19 cp, 23 letters of credits worth 9,375 gp total. The letters are from the aboleth market (2,900 gp), Greymark banking house of Zobeck (2,400 gp), and the ghoul market (4,075 gp).

**Light Sensitivity (Ex)** Jiro is dazzled in bright sunlight or within the radius of a *daylight* spell.

**Treasure:** In addition to his personal possessions, Jiro has trade gems worth 2,400 gp and a stock of platinum bars worth 800 gp.



### Jiro the Grey Wyrn

#### Last of the Svirfneblin (EL 10)

*A small gnome stands in the corridor in front of you. He carries the traditional hooked hammer of his race, but his eyes are bloodshot and his breastplate armor is filthy with dried blood and rust. "They're all gone," he says. "I'm the last of my people. You must help me. I need strength. I can tell you!"*

*He keeps talking, but he's looking past you, his eyes always focused somewhere else. "You must give me strength!"*

Ingerstockvilli is a gnome who believes he is the last of his kind, and who just happens to be a vampire. Interstockvilli may use *disguise self* to appear as a friendly, living creature — the better to spy on the party and perhaps even be invited to join them. If they seem friendly, he offers to help the party with information in exchange for blood. He secretly betrays the party to the darakhul if not given all the blood he wants.

If he is chased away or simply rebuffed, he prepares an ambush a day or two later. If given blood (two party members lose 1d4 Constitution before he is satisfied), he tells the party



## Events or Hooks

one important fact: the existence of the Hunger Oracle, the location of the cloaker city, the recent plots by the aboleth, or something that continues the adventure. After that, he's gone in a hurry.

### Ingerstockvilli

CR 10

Male Svirkneblin Vampire Cleric 7

CE Small Undead (Augmented Humanoid)

MM 132, MM 250

**Init** +8; **Senses** low-light vision, darkvision 60 ft.; Listen +17, Spot +18

**Languages** Common, Undercommon, Gnome, Giant, Elven

**AC** 34, touch 18, flat-footed 27 (+7 armor, +3 Dex, +4 dodge, +6 natural, +1 size, +3 shield); Dodge

**hp** 52 (7d12 HD); fast healing 5; **DR** 10/magic and silver

**Immune** undead traits

**Resist** cold 10, electricity 10; turn resistance +4

**SR** 20

**Fort** +7, **Ref** +10, **Will** +13

**Weaknesses** vampire weaknesses

**Spd** 15 ft. (3 squares); climb 20 ft. (as *spider climb*)

**Melee** +10 slam (1d4+4 plus energy drain) or  
+9 gnomish hooked hammer (1d6+4/x3) or  
+10 melee or ranged touch spell

**Base Atk** +5; **Grp** +5

**Atk Options** Combat Reflexes, magic strike

**Combat Gear** *potion of cause serious wounds* (i.e., vampire healing)

**Special Actions** blood drain, children of the night, dominate (DC 16), rebuke earth and turn air creatures 6/day (+3, 2d6+10, 7th), rebuke undead 6/day (+3, 2d6+11, 8th)

**Cleric Spells Prepared** (CL 7<sup>th</sup>)

4<sup>th</sup>—*divination*, *poison* (DC 20), *spike stones*<sup>o</sup>

3<sup>rd</sup>—*contagion* (DC 19), *cure serious wounds*<sup>o</sup>, *deeper darkness*, *wind wall*

2<sup>nd</sup>—*augury*, *cure moderate wounds*<sup>o</sup>, *darkness*, *desecrate*, *resist energy*, *silence* (DC 18)

1<sup>st</sup>—*cause fear* (DC 17/W), *command* (DC 17), *cure light wounds*<sup>o</sup>, *detect chaos*, *hide from living*, *magic stone* (DC 17), *obscuring mist*

0—*detect poison*, *inflict minor wounds* (DC 16), *light*, *mending*, *purify food and drink*, *read magic*

**Domains:** Healing, Earth; **Deity:** Earth Goddess

**Before Combat** If setting up an ambush, Ingerstockvilli uses his *spider climb* ability to sit on the ceiling and casts spells like *spike stones* and *desecrate* with their hours-long duration, plus a cylindrical *wind wall* to shield himself from ranged attacks. He may use *augury* or *divination* to determine when and where the party will arrive (gaining a surprise round).

**During Combat** Ingerstockvilli uses *silence* against an arcane caster and *dominate* ability against the strongest-looking fighter. If forced into melee, he uses his slam and energy drain.

**Abilities** Str 18, Dex 18, Con -, Int 15, Wis 23, Cha 16

**SQ** alternate form, create spawn, gaseous form, nondetection, spontaneous casting (*inflict* spells), stonecunning, svirkneblin traits

**Feats** Alertness<sup>o</sup>, Combat Expertise, Combat Reflexes, Dodge, Improved Feint, Improved Initiative<sup>o</sup>, Improved Turning, Lightning Reflexes

**Skills** Bluff +12, Concentration +13, Hide +14, Listen +17, Move Silently +10, Search +11, Sense Motive +17, Spot +17

**Possessions** +2 *breastplate*, +1 *heavy steel shield*, club, *potion of cause serious wounds* (i.e., vampire healing), silver holy symbol, 15 pp, 164 gp, 914 sp, 19 cp.

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

**Children of the Night (Su):** Ingerstockvilli commands the lesser creatures of the world and once per day can call forth a 1d6+1 rat swarms, 1d4+1 bat swarms, or a pack of 3d6 black hunting beetles (use wolf stats from the MM) as a standard action. These creatures arrive in 2d6 rounds and serve him for up to 1 hour.

**Create Spawn (Su):** Any humanoid or monstrous humanoid slain by Ingerstockvilli's energy drain attack rises as a vampire spawn (see the Vampire Spawn entry in the MM, page 253) 1d4 days after burial.

**Dominate (Su):** Ingerstockvilli can crush an opponent's will just by looking into its eyes. This ability is similar to a gaze attack, except that he must take a standard action, and those merely looking at him are not affected. Anyone the vampire targets must succeed on a Will save (DC 17) or fall instantly under his influence as though by a *dominate person* spell (caster level 12th). The ability has a range of 30 feet.

**Energy Drain (Su):** Any living creature hit by Ingerstockvilli's slam attack gains 2 negative levels. For each level bestowed, the svirkneblin gains 5 temporary hit points. Ingerstockvilli can use his energy drain ability once per round.

**Rebuke Earth/Turn Air (Su):** Ingerstockvilli can turn or destroy air creatures as a good cleric turns undead. He can rebuke, command, or bolster earth creatures as an evil cleric rebukes undead. He can use this ability 6 times per day.

**Rebuke Undead (Su):** Ingerstockvilli can rebuke or command undead 6 times per day.

**Stonecunning:** Ingerstockvilli has a +2 racial bonus on search checks to notice unusual stonework. If he merely comes within 10 feet of it, he can make a search check as if actively searching.

**Svirkneblin Traits:** Ingerstockvilli has a +2 racial bonus on all saving throws, a +1 racial bonus on attack rolls against kobolds and goblinoids, and a +4 dodge bonus against all creatures. The DC for any illusion spells he casts increases by +1. He also gains a +2 bonus on Hide, Listen and Craft (alchemy) checks (already figured into the statistics above). His racial Hide bonus improves to +4 underground. He treats gnome hooked hammers as martial weapons rather than exotic weapons.

**Nondetection (Su):** Ingerstockvilli has a continuous *nondetection* ability as the spell (caster level 9).

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

**Fast Healing 5 (Ex):** Ingerstockvilli heals 5 points of damage each round so long as he has at least 1 hit point. If reduced to 0 hit points, Ingerstockvilli automatically assumes gaseous form and attempts to escape. He must reach his coffin home within 2 hours or be utterly destroyed. (He can travel up to 9 miles in 2 hours.) Once at rest in his coffin, he is helpless. He rises to 1 hit point after 1 hour, then is no longer helpless and resumes healing at the rate of 5 hit points per round.



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

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

**Undead Traits:** Ingerstockvilli is immune to mind-affecting effects, poison, sleep effects, paralysis, stunning, disease, death effects, and any effect that requires a Fortitude save unless it also works on objects or is harmless. He is not subject to critical hits, nonlethal damage, ability damage to his physical ability scores, ability drain, energy drain, fatigue, exhaustion, or death from massive damage. He cannot be raised, and *resurrection* works only if he is willing.



*Ingerstockvilli, Last Svirfneel*

## Darakhul Praetorian Patrol (EL 10)

This aggressive ghoulish patrol is led by a single darakhul with dread ghoulish backup. They seek refugees and food. Unless the party has some way to see the ghouls more than 120 feet away (or is traveling invisibly, wind walking, etc), read the following:

*You hear a loud thunk, the familiar sound of a crossbow, then several more from up ahead. The bolts come from a series of stalactites more than 80 feet ahead in the tunnel; you can barely see them.*

The patrol seeks to capture the party as slaves or food. If anyone charges the patrol, the captain triggers a ghoulish frenzy (see sidebar) on the first melee fighter or any obvious cleric in range.

### Patrol Captain Hendryk Gravebinder

CR 8

Male Darakhul Human Fighter 6

CE Medium Undead (Augmented Humanoid)

Appendix A

**Init** +7; **Senses** darkvision 120 ft., Listen +2, Spot +6

**Languages** Common, Darakhul, Undercommon

**AC** 25, touch 13, flat-footed 22 (+5 armor, +3 Dex, +4 natural, +3 shield)

**hp** 51 (6d12 HD)

**Immune** undead traits

**Resist** turn resistance +4

**Fort** +5, **Ref** +5, **Will** +6

**Spd** 20 ft. (4 squares), burrow 10 ft.

**Melee** +1 *ghoul touch heavy mace* +13/+8 (1d8+7) or bite +12 (1d8+6 plus paralysis (DC 16) and darakhul fever) and claw +10 (1d4+3 plus paralysis (DC 16))

**Ranged** Zobeck clockwork crossbow\* +9/+5 (1d10/19–20)

**Base Atk** +6; **Grp** +12

**Atk Options** Blind-Fight, Combat Expertise, Combat Reflexes, Improved Sunder, Power Attack

**Special Actions** Ghoul Frenzy

**Abilities** Str 22, Dex 17, Con —, Int 17, Wis 15, Cha 16

**Feats** Blind-Fight, Combat Expertise<sup>B</sup>, Combat Reflexes<sup>B</sup>, Ghoul Frenzy\*, Improved Initiative, Improved Sunder<sup>B</sup>, Iron Will<sup>B</sup>, Multiattack<sup>B</sup>, Power Attack<sup>B</sup>, Quick Draw, Track<sup>B</sup>

**Skills** Appraise +7, Climb +12, Decipher Script +5, Intimidate +20, Jump +5, Knowledge (dungeoneering) +12, Knowledge (local) +4, Search +7, Spot +6, Swim +2

**Possessions** +1 scale mail, +1 heavy steel shield, +1 *ghoul touch heavy mace*, Zobeck clockwork crossbow and 20 bolts, 17 gp, 16 sp, 4 cp

\*The Zobeck clockwork crossbow appears in *Kobold Quarterly* #1. It is a 2,000 gp repeating crossbow that allows iterative attacks.

**Terrain:** If the party has been betrayed by Ingerstockvilli, the Captain calls one or more of the party by name, and attempts to intimidate them while his troops use Envenom Weapon on their halberds and crossbow bolts. The terrain the patrol uses to fight on features a set of stalagmites and rough stone that require anyone charging them to expend 2 squares for each square of movement. This low wall of stone also provides the patrol with cover.

**Ghoul Frenzy**

A ghoulish mob swarms its target, who is entitled to an attack of opportunity. The target must make a Reflex save with DC 16. If the target fails, it is knocked prone and stunned for one round. If the target is knocked prone, each ghoul in the mob may make one melee attack against the target. If the save succeeds, target is not knocked prone.

His troopers are four men and one woman, sergeant Fialla Berik (with the high hp below). The captain inspires loyalty in his troops and has a record of success, so his followers fight as long as their captain lives. If he is killed, the sergeant leads a fighting retreat.

**Elite Dread Ghoulish Footsoldiers (5)****CR 4**

Dread Ghoulish Human Fighter 3

CE Medium Undead (Augmented Human)

Appendix A

**Init** +4; **Senses** darkvision 60 ft., scent; Listen +4, Spot +4**Aura** command ghouls (30 ft.)**Languages** Common, Darakhul, Undercommon**AC** 20, touch 14, flat-footed 16 (+4 armor, +4 Dex, +2 natural); Dodge, Mobility**hp** 24, 20, 15, 13, 12 (3d12 HD)**Fort** +3, **Ref** +5, **Will** +5**Spd** 30 ft. (6 squares), climb 30 ft.**Melee** MW halberd +8 (1d10+5/x3) or

bite +7 (1d6+4 plus paralysis (DC 14) and

2 claws +2 (1d3+2 plus paralysis (DC14))

**Ranged** clockwork crossbow +7 (1d10/19–20)**Base Atk** +3; **Grp** +7**Atk Options** Blind-Fight, Cleave, Power Attack**Abilities** Str 18, Dex 18, Con –, Int 16, Wis 18, Cha 16**SQ** create spawn**Feats** Cleave<sup>B</sup>, Dodge, Envenom Weapon\*, Mobility, Power Attack<sup>B</sup>, Track<sup>B</sup>**Skills** Climb +17, Handle Animal +8, Intimidate +8, Jump +9, Ride +10, Search +4, Survival +14**Possessions** +1 studded leather, masterwork halberd, clockwork crossbow and 20 bolts, 8 gp, 17 sp, 9 cp

The patrol carries no monetary treasures beyond its weapons and armor, but Captain Hendryk carries his Imperial commission. This document (Handout 3) certifies his rank and privileges as an officer and might prove useful to anyone impersonating a darakhul in the White City.

*By Order of the Dread and Eternal Emperor Nicoforus I, Most Favored of Orcus, Lord of All the Ghouls, Prince of Darakhul, Viceroy of Vandekbul, Master of Spiderfall, Prince of Fretlock, Captain-General of the Iron Legion, and Lord Subterranean of Morgau and Doresh,*

*Be it known:*

*These papers certify the bearer as His Imperial Majesty's Captain and Loyal Officer, Hendryk Gravebinder. Invested in his person are all the power, authority, and privileges of the Darakhul Legions. These include the following rights demanded in the performance of an officer's duties, but do not exclude others befitting his rank and station:*

*I. He is given command of the 4th Decile, 1st Centile, Feverling Legion.*

*II. He holds the right to commandeer supplies not to exceed a value of 2,000 skulls.*

*III. He may conscript such workers and slaves as required to defend the empire.*

*IV. He may seize quarters for his troops and plunder from the enemy.*

*As an Imperial officer, his orders are lawful unless countermanded by a higher Imperial authority.*

*Glory to the Imperium! Long live the Emperor!*

*(Signed and sealed)*

*Talmurex Widdergut, Captain-General, Feverlings Legion*

Hendryk is a well-known scarred duelist and brawler. There's a chance (1 on d20) for each impersonation attempt/encounter that they meet someone who actually knows Hendryk.

## The Ghoul Imperial Hunter (EL 11)

*A crossbow twangs from down the corridor. A shining white bolt slams into you. You hear the distinct sound of a crossbow cranequin being wound up for another round.*

After the ghouls realize that the party is dangerous, the Imperial Hunter Janos is sent to strike them down. Ideally, he tracks the party at a distance until he hears the sounds of combat, then advances to attack the party while the heroes are engaged with another encounter. The hunter uses his deathwatch ability to determine who is the most heavily wounded party member, and attempts to kill them with his crossbow or to infect them with darakhul fever directly with his bite.

*You see a humanoid figure in white leather armor lick a crossbow bolt, put it down in the firing groove, and fire. As you approach, he puts down the crossbow and readies a long spear and a net.*

### Janos Skintailor, the Hunter

CR 11

Male Darakhul Human Fighter 5/Imperial Hunter 5

LE Medium Undead (Augmented Humanoid)

Chapter 3, page 18

**Init** +5; **Senses** darkvision 120 ft., deathwatch; Listen +8, Spot +8

**Languages** Common, Darakhul, Undercommon

**AC** 23, touch 15, flat-footed 18 (+4 armor, +5 Dex, +4 natural); Dodge, Mobility

**hp** 73 (10d12 HD); **DR** 5/daylight and magic

**Immune** undead traits

**Resist** turn resistance +4

**Fort** +6, **Ref** +11, **Will** +6

**Weakness** daylight weakness

**Spd** 30 ft. (6 squares), burrow 15 ft.

**Melee** +1 longspear +18/+13 (1d8+11/19-20/x3, reach) or bite +17 (1d8+7 plus paralysis (DC 20) and darakhul fever and Devour) and

2 claws +15 (1d4+3 plus paralysis (DC 20))

**Ranged** heavy crossbow with +2 *ghoul touch* bolts +17 (1d10+2 plus paralysis/19-20) or net +15 touch (entangle) or bolas +15 (1d4+7 nonlethal and trip)

**Base Atk** +10; **Grp** +17

**Atk Options** Blind-Fight, Combat Reflexes, Dodge, Gnaw, Mortal Slayer, Power Attack

**During Combat** The hunter fires the *ghoul touch* weapon from 120 feet as long as he can, using movement and standard actions. He zooms in on the weakest or most heavily wounded party member and attempts to infect him or her with ghoul fever. If the party gets within sight of him, he changes to melee weapons very quickly with Quick Draw, or simply uses his Gnaw and Devour feats to make the most of claws and bites.

**Morale** Janos would love to take some prisoners, but he suspects the party can outflank him and make trouble. He'll duck into a pre-dug tunnel if needed, where he can fight with teeth and claws.

**Abilities** Str 24, Dex 20, Con —, Int 19, Wis 17, Cha 16

**Feats** Ability Focus (Paralysis), Blind-Fight, Combat Reflexes, Devour\*, Dodge, Gnaw\*, Improved Critical, Iron Will [b], Mortal Slayer\*, Mobility, Multiattack, Power Attack, Quick Draw, Track [b]

**Skills** Climb +20, Disguise +14, Gather Information +8, Handle Animal +5, Hide +14, Intimidate +13, Knowledge (Dungeoneering) +13, Knowledge (Local) +5, Listen +8, Ride +10, Sense Motive +7, Spot +8, Swim +10, Survival +14.

**Possessions** +1 studded leather, +1 longspear, six +2 *ghoul touch* crossbow bolts, 13 gp, 12 sp, 17 cp.

**Corpseshift:** The hunter can *corpseshift* (as the spell) as a 5<sup>th</sup> level caster 2/day.

**Deathwatch:** An imperial hunter can determine the condition of creatures near death within his range of vision. He instantly knows whether each creature within the area is dead, fragile (alive and wounded, with 3 or fewer hit points left), fighting off death (alive with 4 or more hit points), undead, or neither alive nor dead (such as a construct). He sees through any spell or ability that allows creatures to feign death.

**Frenzy:** An imperial hunter can generate a Ghoul Frenzy among his followers 3 times per day. (see page 40)

**Feats** With the Devour feat (see page 12), an opponent damaged by Janos's bite attack must make a DC 22 Fortitude save or suffer an additional 1d4 Con damage. The Mortal Slayer feat (page 13) gives Janos a +2 bonus on Bluff, Listen, Sense Motive, Spot, and Survival checks when using these skills against humanoid creatures. Janos also gets a +2 bonus on natural or weapon damage rolls against such creatures. This damage has been included in Janos's attack entries.

If the hunter escapes alive, he returns with a legion within 24 hours. See the "Legion of the Damned" event on page 42.

## Gathering of Cloakers (EL 9)

*You camp for a few hours. You hear a rumbling noise, like the purring of an enormous cat. The sound splits into two notes, then three notes, a nasty unharmonious noise that stops suddenly. Six flapping creatures, black eyes on a white cloak-like underbelly, come forward into your camp light. They have you surrounded, but don't seem hostile.*

*One of them speaks with a rasping voice. "We bring a message of despair: The darakhul wish to eat you. We do not wish to eat you. We warn you of the darakhul. They seek the black circle of power, thing of air and shadow. You must destroy it."*

*You see more of these things arriving. The shadows of at least a dozen are plastered all over the tunnel walls.*

This encounter can occur anywhere, and provides the party with another possible goal: finding and destroying the Crown of Air and Darkness. The cloakers are alien and honest in their assessment of the party. If the PCs ask questions they answer obliquely (see below).

If the party wants to fight, they can, and they don't get the rest of the information available.

### Cloakers (6)

CR 5

MM 36

hp 45 each

**Designer's Note:  
The Ghoul Legion**

A party below 12th level will probably not survive this encounter. The ghouls will kill some of the party and demand surrender from the rest. Make sure that the ghouls shout offers to take prisoners in Common and Undercommon once the party members start dropping.

**Scaling for EL 12:** Cut this down to a strong patrol by removing the general and all but one of the sergeants. Leave Ygraine in charge as the officer.

**Scaling for EL 10:** If the party does truly foolish things at lower levels, consider dropping both Fonderil and Ygraine and sending a powerful patrol. This is just 20 normal ghouls and 3 sergeants (EL 10). At that point, though, you might as well use the Darakhul Praetorian Patrol (see page 39), because one big darakhul leader is more exciting than three dread ghastr sergeants.

If the PCs ask why they should believe or trust the cloaklers, they say:

*"You lose more than we do. If you do not find and destroy the black circle, still our chances improve. Do this, destroy this crown, or the surface world suffers invasion and eatings of the darakhul." There seem to be less of these things now, maybe just five or six.*

If the party asks how to destroy the circle, they hear this:

*"To the deepest earth, where the teeth and bones of the Earth Mother tear and eat and destroy the darakhul."*

Then, the cloaklers are gone, as quickly as they came.

## The Ghoul Legion of the Damned (EL 15)

*There's a clear, loud rhythm of marching feet coming from up ahead, together with something that might be singing. The language is tough to figure out; it's a little like Undercommon, maybe. There are no lights coming closer, though; whoever they are, they march in the dark.*

*Suddenly, the marching stops, and you hear shouted orders from many voices. You still don't see anything.*

With a successful Listen DC 22 (for 120 foot minimum range), the PCs can tell there are at least 7 distinct voices speaking (5 sergeants, the General, and the priestess), and with Listen DC 32, they can tell there are at least 20 sets of boots walking around.

The ghouls spot the party at a range of 120 feet and prepare themselves in ranks: sergeants with greatswords kneeling in front, two ranks of archers behind them with short bows (including the General and his crossbow), and two ranks of longswords behind them. Ygraine, priestess of the War God, casts *desecrate*, *summon lich bounds*, and *shield of faith*, in that order.

**DM's Note:** Do not place any ghoul miniatures on the table until the party can actually see them. The Legion has a huge advantage in darkvision and ranged weapons, and you shouldn't give the party any information about them until they catch a glimpse of the troops. Even then, you may want to show the first and second ranks, but not anyone behind those ranks.

The ghoul officers are all experienced veterans with powerful feats, spells, and items that they use in their defense, and with tactics that play to their strengths. They expect to win, and are unlikely to retreat or become helpful based on any attempted Bluff, Diplomacy, or parley (DC 45 for any attempt unless the party appears to be undead, then DC 30).

### General Fonderil of the Damned Legion

CR 13

Male Darakhul Human Fighter 11

CE Medium Undead (Augmented Humanoid)

Appendix A

**Init** +8; **Senses** darkvision 120 ft., Listen +6, Spot +1

**Languages** Common, Darakhul, Infernal, Gnome

**AC** 24, touch 11, flat-footed 23 (+9 armor, +1 Dex, +4 natural); Dodge, Mobility

**hp** 90 (11d12 HD); **DR** 5/magic and daylight

**Immune** undead traits

**Resist** turn resistance +4

**Fort** +9, **Ref** +9, **Will** +8

**Weakness** daylight weakness

**Spd** 20 ft. (4 squares), burrow 10 ft.

**Melee** +2 *fiery ghoul touch greatsword* +21/+16/+11 (2d6+14/19–20 plus 1d6 fire and paralysis (DC 19)) or

bite +18 (1d8+7 plus paralysis (DC 19) and darakhul fever and Devour) and

2 claws +16 (1d4+3 plus paralysis (DC 19))

**Ranged** +1 *ghoul touch clockwork crossbow* +15/+10/+5 (1d10+1 plus paralysis)

**Base Atk** +11; **Grp** +18



**Atk Options** Blind-Fight, Combat Expertise, Combat Reflexes

**Special Actions** Ghoul Frenzy

**During Combat** Fonderil is a cocky son of a bitch, and he will try to take the party down by himself, with help from the priestess Ygraine.

**Abilities** Str 25, Dex 19, Con —, Int 19, Wis 17, Cha 18

**Feats** Blind-Fight, Combat Expertise, Combat Reflexes, Devour\*, Dodge, Great Fortitude, Improved Initiative, Iron Will<sup>o</sup>, Lightning Reflexes, Mobility, Multiattack<sup>B</sup>, Track<sup>B</sup>, Weapon Focus (greatsword), Weapon Specialization (greatsword)

**Skills** Appraise +6, Climb +6, Handle Animal +9, Hide +2, Intimidate +22, Knowledge (dungeoneering) +15, Knowledge (geography) +7, Knowledge (nobility and royalty) +7, Knowledge (local) +3, Listen +5, Ride +15, Search +4, Survival +14

**Possessions** +1 full plate with locked gauntlet, +2 fiery ghoul touch greatsword, 16 gp, 11 sp, 11 cp.

**Feats** With the Devour feat (page 12), an opponent damaged by Fonderil's bite attack must make a DC 22 Fortitude save or suffer an additional 1d4 Con damage.

As ghoul lifetimes are measured, Ygraine is ancient, and has a very good sense of when a battle is going well or poorly. She fights from the rear, as a support caster.

### Ygraine, High Priestess of the Imperial War God

CR 11

Female Darakhul Human Cleric 9

LE Medium Undead (Augmented Humanoid)

Appendix A

**Init** +2; **Senses** darkvision 120 ft.; Listen +7, Spot +5

**Languages** Common, Darakhul, Draconic, Dwarven, Undercommon

**AC** 22, touch 11, flat-footed 21 (+1 Dex, +4 natural, +7 banded)

**hp** 61 (9d12 HD)

**Immune** undead traits

**Resist** turn resistance +4

**Fort** +6, **Ref** +5, **Will** +14

**Weakness** daylight weakness

**Speed** 20 ft. (4 squares)

**Melee** +1 spear +12/+7 (1d8+7/x3) or  
bite +11 (1d8+5 plus paralysis (DC 20) and darakhul fever (DC 16)) and  
2 claws +9 (1d4+2 plus paralysis (DC 20)) or  
melee touch spell +8, ranged touch +6

**Base Atk** +6; **Grp** +11

**Atk Options** Combat Reflexes, Power Attack, smite 1/day

**Combat Gear** *potion of eagle's splendor*, scroll of *flame strike*

**Special Actions** rebuke undead 9/day (+8, 2d6+15, 9th)

**Cleric Spells Prepared** (CL 9<sup>th</sup>, +8<sup>th</sup> melee touch, +6 ranged touch)

5<sup>th</sup>—*mass inflict light wounds*<sup>o</sup>, *summon lich hounds*\*

4<sup>th</sup>—*divine power*<sup>o</sup>, *grave healing*\*, *summon monster IV* (howler)

3<sup>rd</sup>—*contagion*<sup>o</sup>, *deeper darkness*, *inflict serious wounds* (DC 17/W), *ivory flesh*\*, *meld into stone*

2<sup>nd</sup>—*align weapon*, *desecrate*, *ghastly stench*\*, *shatter*, *sound burst* (DC 16/F), *spiritual weapon*<sup>o</sup>

1<sup>st</sup>—*cause fear* (DC 15/W), *doom*, *entropic shield*, *hide from undead*, *inflict light wounds*<sup>o</sup>, *shield of faith*

0—*detect magic*, *guidance*, *inflict minor wounds*, *purify food and drink*, *read magic*, *virtue*

<sup>o</sup> Domain spell; **Domains:** Destruction, War

**Before Combat** Ygraine casts *desecrate*, *summon lich hounds*, and *shield of faith*, in that order.

**During Combat** Ygraine fights from the rear as a support caster. She is a very canny caster, and will use her ability to bolster undead if she sees a foe about to turn her troops. She also uses *inflict mass light wounds* to heal her front line while damaging foes and casts her Black Touch *spiritual weapon* from her scroll to paralyze foes from a distance. She saves her *flame strike* scroll to try to finish a heavily wounded foe.

**Morale** If the ghouls are routed, she pretends to be a much weaker ghoul, forced to fight by those around her. This is an act; she is entirely capable of barking out orders and leading the troops, but prefers to stay hidden.

**Abilities** Str 21, Dex 14, Con —, Int 18, Wis 22, Cha 23

**SQ** spontaneous casting (*inflict* spells)

**Feats** Black Touch\*, Combat Reflexes, Iron Will<sup>o</sup>, Multiattack<sup>B</sup>, Negotiator, Power Attack, Scribe Scroll, Track<sup>B</sup>

**Skills** Climb +8, Concentration +18, Diplomacy +17, Heal +14, Intimidate +14, Jump -2, Knowledge (dungeoneering) +12, Knowledge (local) +6, Knowledge (religion) +15, Listen +9, Search +7, Sense Motive +13, Spot +7

**Possessions** *combat gear*, +1 banded mail, +1 spear, silver holy symbol, 20 gp, 20 sp, 6 sp, 9 cp.

**Smite (Su)** Once per day, Ygraine can make a single melee attack with a +4 bonus on attack rolls and a +9 bonus on damage rolls. She must declare the smite before making the attack.

The line officers are **five dread ghastrs**, each wearing a helmet painted a light white. They fight with greatswords, claws, or short bows as required.

### Dread Ghastr Sergeants (5)

CR 5 each

Dread Ghastr Human Warrior 5

CE Medium Undead (Augmented Humanoid)

Appendix A

**Init** +8; **Senses** darkvision 120 ft.; Listen +6, Spot +6

**Auras** command ghastrs and ghouls (30 ft.), stench (20 ft., DC 15), unnatural (30 ft.)

**Languages** Common, Darakhul, Undercommon

**AC** 23, touch 13, flat-footed 20 (+6 armor, +3 Dex, +4 natural)

**hp** 36 each (5d12+3 HD)

**Immune** undead traits

**Resist** turn resistance +4

**Fort** +4, **Ref** +5, **Will** +4

**Spd** 20 ft. (4 squares), climb 20 ft.

**Melee** +1 greatsword +11 (2d6+8/19–20) or  
bite +10 (1d8+5 plus paralysis (DC 15)) and  
2 claws +5 (1d4+2 plus paralysis (DC 15))

**Ranged** shortbow +9 (1d6/x3)

fire salts +9 (3d8, 6d8 vs gaseous)

**Base Atk** +5; **Grp** +10

**Special Actions** Eater of the Dead

**Morale** If Folderil falls, his troops begin a fighting retreat.

**Abilities** Str 20, Dex 18, Con —, Int 15, Wis 17, Cha 17

**SQ** create spawn

**Feats** Eater of the Dead\*, Improved Initiative, Toughness

**Skills** Appraise +3, Climb +8, Intimidate +9, Jump +10, Listen +6, Ride +10, Spot +6

**Possessions** +1 breastplate, +1 greatsword, 2 flasks fire salts, 18 gp, 10 sp, 16 cp.

## Events or Hooks

The majority of the legion consists of **30 advanced lesser ghouls**. They are all armored with studded leather and longspear, though they fight with their claws just as often.

The troopers fight with the discipline of long habit, and they are more afraid of their officers than of almost anything else. However, if they do drag down or paralyze a foe, they immediately attempt to feed on the body. This means that a Medium-size foe is pretty much eaten alive, as a group of five or six ghouls stops attacking and tears large chunks of flesh from the victim. The damage inflicted is equal to 17 points per feeding ghoul attacking a paralyzed foe. Most enemies are stripped to the bone in a single round.

### Lesser Ghouls (30)

CR 2

Male and female advanced elite ghouls

CE Medium undead

MM 118

**Init** +4; **Senses** darkvision 60 ft.; Listen +3, Spot +9

**Languages** Darakhul

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**AC** 19, touch 14, flat-footed 15 (+3 armor, +4 Dex, +2 natural)

**hp** 20 each (3d12 HD)

**Immune** undead traits

**Resist** turn resistance +2

**Fort** +1, **Ref** +5, **Will** +6

---

**Spd** 30 ft. (6 squares)

**Melee**   longspear +4 (1d8+1/x3) or  
          bite +4 (1d6+3 plus paralysis (DC 15)) and  
          2 claws +2 (1d3+1 plus paralysis (DC 15))

**Space** 5 ft.; **Reach** 5 ft. (10 ft. with longspear)

**Base Atk** +1; **Grp** +4

---

**Abilities** Str 16, Dex 19, Con –, Int 12, Wis 16, Cha 15

**Feats** Ability Focus (paralysis), Multiattack

**Skills** Balance +8, Climb +7, Hide +9, Jump +6, Move Silently +8, Spot +9

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**Possessions** studded leather armor, longspear

### Lich Hounds (3)

CR 4

Appendix A, page 136

**hp** 45 each

**Treasure:** The ghoul legion doesn't carry much plunder, but they do carry six captured deep gnomes. These are the survivors of a mining expedition of more than a dozen. After each recent fight, the ghouls have eaten one of them. The gnomes are starving and dehydrated. The ghouls treat them as meat on the hoof, and do not care for their physical needs, such as food or sleep. The gnomes' leader, Jasvilli, is extremely grateful for a rescue, but he and his people are much too weak to help the party fight. However, they do warn the party about Ingerstockvilli's vampirism.

# 6. Underdark Locations & Encounters

The lands under the earth extend for hundreds of miles beneath the deepest dwarven delving and kobold mines. These lands connect to one another, to underground rivers, and to the surface in friendly regions, such as graveyards and the deep crypts of the Principality of Morgau and Doresh. In theory, the party could enter the Imperium anywhere, but for this adventure, they most likely enter through the dwarven ruins of Hammerheim or through the deepest mausoleum in the necropolis of the city of Zobeck.

The sites given here are all shown on the Empire map.

## 1. The Fallen Gates of Hammerheim

A demolished dwarf city buried under cave-in lies heavily guarded. An entire host of dwarven defender ghosts tells the party they must be avenged. They point to the deepest mines, where slaves even now dig out the mithral and smelt it for the Imperium. Any captured slaves are so terrified that they refuse to cooperate except under extreme duress (Intimidate DC 29 or an enchantment of some kind).

A runner will be sent from here, and a standard patrol will return in 6 days (2 days running to reach the White City, 4 days marching tirelessly to return), though the distance is about 270 miles. The party can attempt to travel down the Pillars of the Underworld (area 2), or they may follow up and prepare first.

### The Dwarven Ghost Army

If the party investigates the fall of Hammerheim, they find many bones and no complete bodies. A large group clearly outfought the dwarves, then ate most of the fallen. A DC 20 Knowledge (Religion) check confirms that the tooth marks are humanoid but resemble those of vampires. Touching the remains may summon the ghosts of the dead. Read the following:

*You just nudge the dwarven bones when something rises from the ground. A short dwarven figure sits up, then rolls into a standing position, swinging wildly with an ax that passes right through you. The ghostly dwarf's beard stirs and waves through the air unnaturally, and he looks at you with bright shining blue eyes.*

*"Hey, you aren't a Legionnaire. Sorry. Better stay out of the way." He gestures and a dozen more rise up from the floor of the tunnel. "We died fighting — my brothers, sisters, cousins and uncles. Avenge us!"*

Any dwarven PC is likely to say yes. This wins the dwarves over and puts them back into a restful sleep within 4 rounds. If the party asks quickly, they learn that the army was "human,

but unliving" and that "they came from below, with weapons of excellent workmanship." The ghosts gladly tell stories of how they were overrun, but they cannot get revenge on undead far away. They tell the party about a source of black magic, "like 'evil ore' within the earth." (Meaning, they sense the Crown of Air and Darkness, though they don't know its name.)

If the party refuses to avenge the dwarves, the ghosts tell nothing, but may torment companion animals, mules, familiars, or the like, panicking them with a frightful moan. The moans require a DC 17 Will save or the affected creatures panic for 2d4 rounds. They make no other attacks.

## 2. Pillars of the Underworld

*You see a reddish-brown river sweeping through six stalactites connected floor to ceiling, like pillars in a shrine — or like enormous white teeth. A narrow, dangerous path leads down along the riverside, the stone constantly sprayed with water from the churning, falling river.*

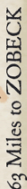
The dwarven mines cover a lot of ground. Almost all the rivulets and streams of the mining areas wind up here, where a iron-rich river descends from the surface to the deep underdark. The waters gathered together create a churning, dark reddish river that falls down through more than a thousand feet of caverns, some of them resembling rapids, others more like waterfalls.

Flying provides easy, safe passage. The alternative is to follow a narrow path and tunnels that the dwarves dug out of the stone. This second route requires a full day's scrambling and climbing in soaking cold conditions. Long stretches of the path are eroded away, and the tunnels are really too small for more than single file. Walking Characters must make a DC 18 Fortitude save or be exhausted at the end of the day's travel.

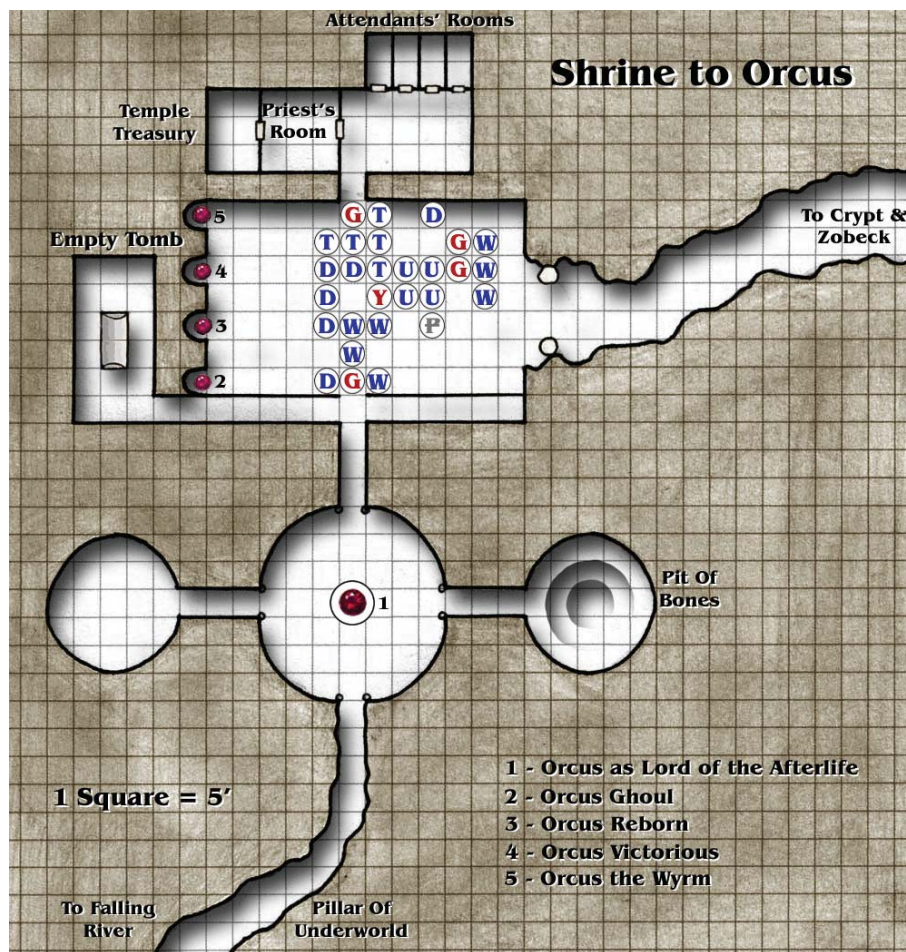
Climbing back up in safety requires three DC 20 Climb checks for the most difficult sections. A failed check means that a character slips and falls, suffering 2d6 falling damage (4d6 if not roped to the rest of the party). The climb up requires DC 20 Fortitude saves or the characters are exhausted as well.



*newest and truthfullmost edition based upon the reports and exploits of numerous travelers & adventurers concerning this dangerous & mystical area of subterranca*







**Designer's Note:**  
**Derro**

I really, really wanted there to be a hostile derro near the start, so that the party doesn't find making the alliance with the Last King and his derro servants too easy.

Also, a derro's huge natural Cha plus the darakhul template means there's a strong chance of infecting someone with darakhul fever. I recommend noting it secretly, and showing the results slowly, or in response to the panic reaction of the refugees.

### 3. Shrine to Orcus (EL 8)

*Carved bones, skulls, and looming cloaked figures line the passageway ahead, all leading to an arch of bones. Inside orange braziers light the sounds of a struggle. You can see more than twenty creatures fighting a much smaller group of undead with claws and powerful teeth. At the center, a tiny bare-chested creature moves at incredible speed, claws and teeth shredding everything around it.*

The last remnants of a combined refugee caravan struggle to take over this ghoulish shrine to Orcus. The refugees are **four derro** (marked "U" on the map), **six drow** (D), **seven dwarves** (w), and **three troglodytes** (T), all of them wounded, hungry, and fatigued from their march. They fight a derro rogue darakhul named **Yigosain** (CR 6) and his **four temple attendant ghouls**. The priest of the shrine lies dead on the floor.

If the party decides to let the two groups fight, each round three of the refugees die or succumb to ghoulish paralysis. At the end of six rounds, they are all dead, and the ghouls begin to feed. The refugees do kill one ghoulish and reduce Yigosain's hit points by 4.

If the party helps the refugees, the ghouls kill and paralyze one refugee each round. The refugees provide flanking for any ghoulish, but not much other help. Four of the regular ghouls and Yigosain fight the PCs; the rest kill refugees.

Once the fight is over, the refugees debate whether to go to the surface or flee back into the deep underdark. Staying here is dangerous, they say, because "The Legions will come!" The refugees seem to fear the darakhul much more than each other or the surface.

## Underdark Locations & Encounters

### Yigosain

CR 6

Male Darakhul Derro Rogue 3

CE Small Undead (Augmented Monstrous Humanoid)

MM 49, Appendix A

**Init** +8; **Senses** darkvision 120 ft.; Listen +5, Spot +2

**Languages** Derro, Dwarven, Elven

**AC** 26, touch 20, flat-footed 18 (+1 deflection, +8 Dex, +6 natural, +1 size); uncanny dodge

**hp** 43 (6d12 HD)

**Immune** confusion, insanity; undead traits

**Resist** turn resistance +4; **SR** 15

**Fort** +2, **Ref** +14, **Will** +12; evasion

**Weakness** daylight weakness

**Spd** 20 ft. (4 squares), burrow 10 ft.

**Melee** +1 spear +11 (1d6+6/x3) or  
bite +9 (1d4+4 plus paralysis (DC 19) and darakhul fever (DC 19)) and  
2 claws +7 (1d3+2/19–20 x3 plus paralysis (DC 19))

**Base Atk** +5; **Grp** +2

**Spell-Like Abilities** (CL 3<sup>rd</sup>)

At will - darkness, ghost sound

1/day - daze (DC 16), sound burst (DC 18).

**Atk Options** Combat Reflexes, Gnow, sneak attack +3d6

**Combat Gear** potion of bull's strength

**Abilities** Str 18, Dex 26, Con —, Int 19, Wis 7, Cha 22

**SQ** poison use, madness, trapfinding, trap sense +1

**Feats** Combat Reflexes, Gnow\*, Iron Will<sup>B</sup>, Multiattack<sup>B</sup>, Razor Claws\*, Track<sup>B</sup>

**Skills** Bluff +15, Climb +20, Forgery +13, Gather Information +15, Hide +25, Intimidate +24, Listen +5, Knowledge (dungeoneering) +12, Move Silently +21, Spot +2

**Possessions** +1 ring of protection, +1 spear, 17 gp, 3 sp, 15 cp

### Temple Attendant Ghouls (4)

CR 2

MM 118

**hp** 13 each (2d12 HD)

The temple attendants are normal ghouls in black tabards, and each wears a holy symbol of Orcus that gives them +2 turn resistance.

## 4. Dragon's Graveyard (EL 10)

*Something crunches underfoot, just a thin piece of limestone. Then you look ahead; bits of enormous eggshells, and fragments of bone and scales fill the tunnel. All of them seem to have been gnawed at and stripped of flesh.*

This was a nesting site and frequently the gravesite for the cave dragons of this region. Most were killed by the darakhul as dangerous competition for meat, and their bodies stripped of all flesh. One survivor, though, the young cave dragon named **Gondecap**, still defends these grounds. He's infected with dragon scarabs and half-mad with the urge for revenge. Read the following when the party enters the nesting caves:

*Bones and bits of scale and shell are everywhere now, piled deep. The cavern seems to rise up beyond your range of sight. Small passageways or side caverns lead in all directions. There are large claw marks on all the walls, many of them 10 or even 15 feet above the floor. You hear a voice above you, speaking a language you think might be Draconic.*

If the party speaks Dwarven, Draconic, or Undercommon, they can communicate. The dragon says, "I hunger. One way or another, you will feed me. Bring me food!"

If the PCs can feed Gondecap at least a month's rations, they can bargain with him. He's happy to provide information about Iddoret and the aboleth, the collapse of the drow cities, and the recent march against Hammerheim. For such a large creature, he's remarkably good at sensing and avoiding danger, always picking off ghoul runners (see page 27) and small patrols. If the party needs some big muscle, that's another matter. Gondecap is a survivor because he's wary. They'll need a good plan before he joins them to seek revenge.

### Gondecap

CR 10

Male Young Cave Dragon

NE Large Dragon (Earth)

**Init** +0; **Senses** blindsense 180 ft., Listen +17, Spot +2

**Languages** Dwarven, Draconic, Elven, Undercommon

**AC** 23, touch 9, flat-footed 23 (+14 natural, -1 size)

**hp** 162 (12d12+84 HD)

**Immune** acid, paralysis, sleep, sonic

**Fort** +15, **Ref** +8, **Will** +10; evasion (from ring)

**Spd** 40 ft. (8 squares); earth glide

**Melee** bite +21 (3d6+10) and  
2 claws +21 (1d8+5) and  
2 wings +21 (1d6+5) and  
tail +21 (1d8+5)

**Space** 10 ft. **Reach** 5 ft. (10 ft. with bite)

**Base Atk** +12; **Grp** +26

**Atk Options** Cleave, Power Attack

**Special Actions** breath weapon (DC 18)

**Spells** (CL 1<sup>st</sup>)

1<sup>st</sup>—bless, cure light wounds, sanctuary

0—cure minor wounds x3

**Spell-Like Abilities** (CL 1<sup>st</sup>) 3/day—darkness, deeper darkness

**Before Combat** Gondecap typically uses his long-range blindsense to spot prey long before they notice him.

**During Combat** Gondecap uses darkness to create a zone where his blindsense will do him the most good. He uses his ruff spikes to seal the passage around him, denying foes any chance of outflanking him.

**Abilities** Str 30, Dex 10, Con 24, Int 14, Wis 14, Cha 17

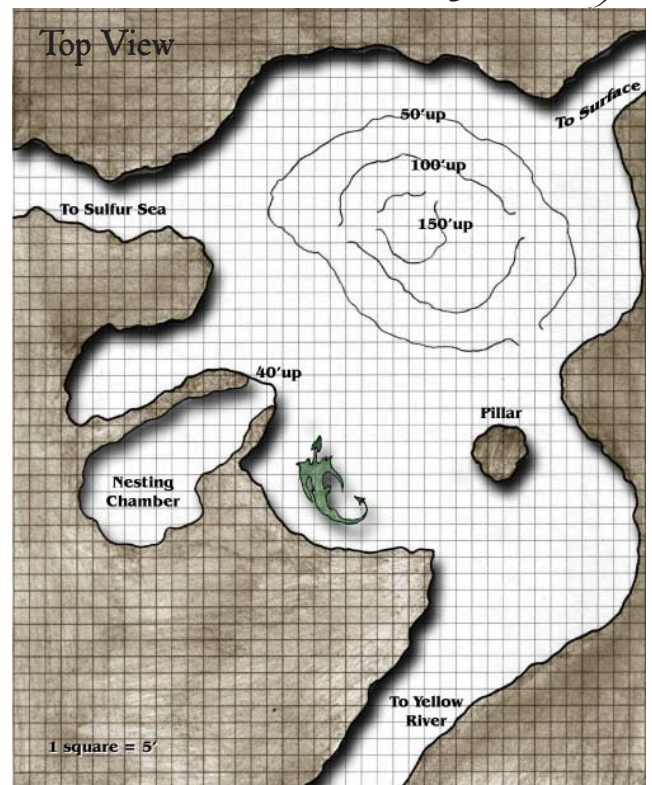
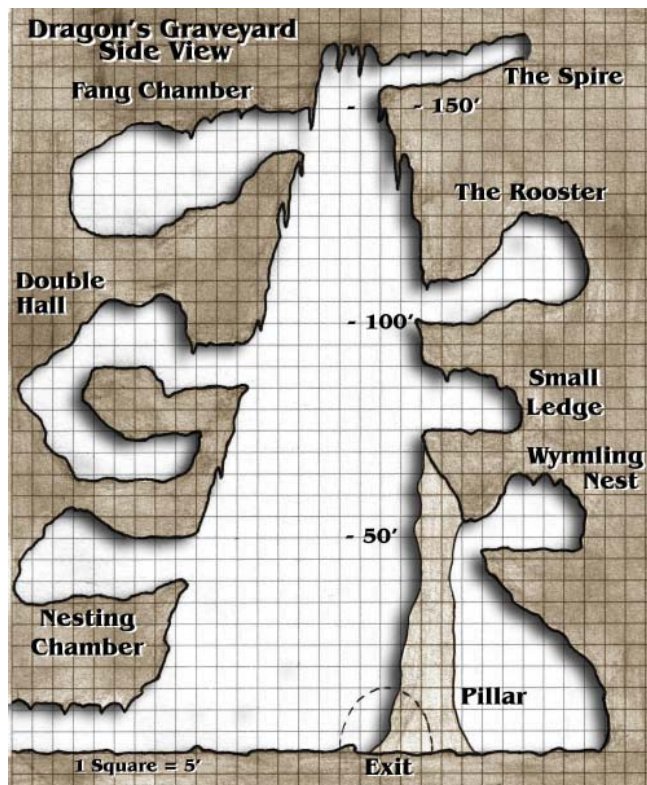
**SQ** ruff spikes

**Feats** Cleave, Multiattack, Improved Multiattack, Improved Natural Attack (bite), Power Attack

**Skills** Bluff +18, Concentration +22, Intimidate +20, Listen +17, Move Silently +15, Knowledge (dungeoneering) +17, Sense Motive +17, Survival +19 (+17 above ground)

**Possession** ring of evasion





**Breath Weapon (Su):** A cave dragon breathes one of two different types: a cone of pure black poison, and a cone of invisible sonic energy that stuns foes. Creatures within the poison cone suffer the damage shown and must succeed on a Fortitude save or take 1d8 initial and 1d4 secondary Strength damage (plus 1 Str per age category of the dragon). The sonic blast causes damage and stuns those it strikes for 1 round if the victim fails a Fortitude save. The dragon only breathes once per round.

**Ruff Spikes (Ex)** As a free action, Gondecap can block movement using its many feelers and spikes within 5 feet of its body. This includes attempts to withdraw, flank, or spring attack.

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

**Treasure:** Gondecap's parents and sibling's masses of treasure were hauled away by the ghoule legions. What are left are the remnants of caravan raids and overrunning a ghoule outpost a few years back, plus pieces well hidden. The treasure is high up the column of the graveyard, in a series of small side caves, nooks, and under boulders. The treasure itself is hidden under a layer of scales, bone and dirt. Finding it requires flight and a Search check, or two DC 20 Climb checks and a Search check. The higher the Search result, the more items are found, as shown on the table below.

Table 6-1: Dragon Treasures

| Search DC | Result  |
|-----------|---|
| 10        | 1,486 sp, 707 gp, 269 pp, five yellow diamonds (50 gp each), a silver comb set with a moonstone (700 gp), and a <i>potion of lesser restoration</i> .   |
| 15        | Seven 100 gp pieces of amethyst, a small gold idol of the Gear Goddess of Zobeck (800 gp), a +1 <i>Small bastard sword</i> , and a scroll of <i>seeming</i> (CL 10)   |
| 20        | Two magnificent 1,400 gp stones called the blood tears of Arabel (a pink sparkling gem), <i>wand of keen</i> (9 charges)  |
| 25        | A clockwork dog made of silver and enamel (4,000 gp, but delicate, 3 hp, 0 hardness) and a <i>necklace of fireballs type IV</i>   |
| 30        | A <i>minor cloak of displacement</i> is wrapped around a thing Gondecap calls its "sceptre"—an ancient, black ivory rune-carved wand. Blacktooth once belonged to Sinderec, the demon ambassador (see Darakhan, area 9). This is a <i>wand of searing light</i> (6th level, 19 charges) given to the demon to help him impress or destroy undead. One of the Black Prince's fey followers stole it and hid it so that the theft could not be traced. The demon is desperate to get it back. |
| 35        | A +4 <i>mind armor</i> * <i>light steel shield</i>  |

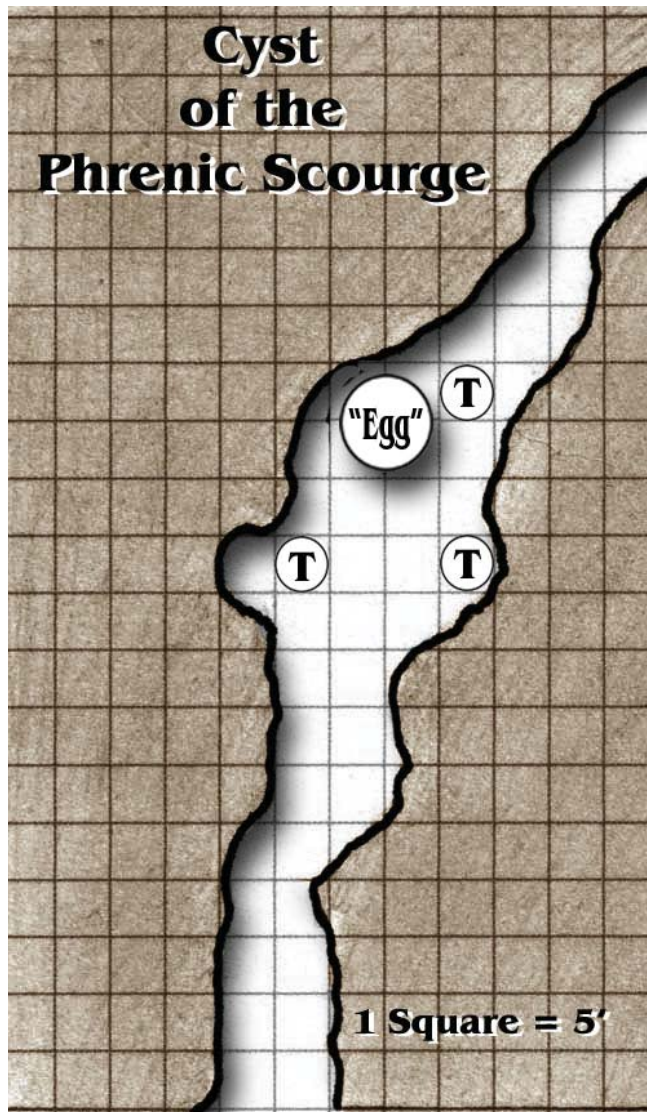
\*See XPH or Psionics section of the SRD.

## Underdark Locations & Encounters

The dragon treasures require most of a day's searching to find, in all their little nooks and crannies. If the cave dragon was driven away rather than killed, Gondecap returns with some derro allies from area 7.

### 5. Cyst of the Phrenic Scourge (EL 8)

The phrenic scourges that haunt this section of the underdark are tolerated in Iddoret and in the White City of Darakhan, but both the aboleth and the ghouls are largely immune to their ability to create slaves through implants, and both species retaliate against attempts to subvert their slaves. So the phrenic scourges must find other hosts to breed.



Read the following when the party reaches this section of the tunnel.

*You see three lizard-like creatures ahead, squatting near a glowing round object that seems like a pale purple mushroom or egg. They mutter or chant.*

These **three servant troglodytes** defend a cyst where **Indldegruch** is trying a form of psionic transmutation. The cyst has hardness 4 and 25 hit points; Indldegruch can use its *sap will* ability and its other psionic powers from within.

#### Servant Troglodytes (3)

CR 1

MM 246

hp 20, 15, 13

*The strange egg glows and pulses with a very faint heartbeat, maybe once every six or eight normal heartbeats. The thing isn't really an egg; the skin is more leather or plantlike than a hard shell.*

#### Indldegruch, Phrenic Scourge

CR 8

LE Medium Aberration

Appendix A

**Init** +3; **Senses** darkvision 60 ft.; Listen +11, Spot +11

**Languages** Common, Phrenic, Undercommon; telepathy 100 ft.

**AC** 16, touch 13, flat-footed 13 (+3 Dex, +3 natural)

**hp** 44 (8d8+8 HD); **DR** 5/bludgeoning or slashing

**SR** 25

**Fort** +3, **Ref** +5, **Will** +11

**Spd** 30 ft. (6 squares), burrow 15 ft., climb 30 ft.

**Melee** 2 tendril clusters +9 (1d8 plus implant)

**Base Atk** +6; **Grp** +6

**Special Actions** *sap will* (DC 18)

**Psionics** (CL 9<sup>th</sup>)

At will—*charm monster* (DC 18), *deep slumber* (DC 17), *detect thoughts* (DC 16), *suggestion* (DC 17), *teleport*

**Abilities:** Str 10, Dex 16, Con 12, Int 19, Wis 17, Cha 15

**SQ** compress

**Feats** Iron Will, Skill Focus (Concentration), Weapon Finesse

**Skills** Bluff +10, Climb +8, Concentration +14, Diplomacy +6, Disguise +2 (+4 acting), Hide +11, Intimidate +8, Knowledge (any) +12, Listen +11, Move Silently +11, Sense Motive +7, Spot +11

**Compress (Ex):** Although they normally stand in an erect humanoid posture, phrenic scourges are not bound to that form. By shifting and relaxing their tendrils, they can thin themselves out, or flatten themselves into a mass of writhing limbs no thicker than a snake. As a full-round action, a phrenic scourge can pass through a space as narrow as two or three inches in one dimension, as long as it's at least a foot or more in the other dimension. For instance, a scourge could fit through a hole that was two inches by 14 inches, but not one two inches by four inches.

**Implant (Ex):** The tips of a phrenic scourge's tendrils constantly die and regrow, much like a human's fingernails. If the scourge successfully strikes the same victim with both tendril attacks, the tip of a tendril breaks off in the flesh and burrows in unless the victim succeeds on a DC 15 Fortitude save. The attached larva follows the nervous system until it reaches the brain. This takes 1d4+1 rounds, causing 2d4 points of damage per round.

When the larvae reach the brain, the subject dies instantly. At any point in this process, the larvae can be destroyed with *remove disease* or *heal*. This power does not function against constructs, elementals, oozes, plants, or undead, and is not instantly fatal to foes with multiple heads.

**Psionics (Sp):** The save DCs are Intelligence-based, due to the scourge's psionic nature.

**Sap Will (Sp):** This psionic attack generates a 20-ft.-radius sphere, which the scourge can center anywhere within 30 ft. (A common tactic is to center the ability on itself, as a scourge is immune to its own *sap will* ability.) Anyone caught in this sphere must succeed on



a DC 18 Will save or lose the will to act for 3d4 rounds. They may defend themselves if attacked, but may not initiate any action. They lose any Dexterity bonus to AC. Phrenic scourges often use this power to take out groups of enemies at once, or to hunt for victims they can make into slaves or breeding chambers. This ability is the equivalent of a 4<sup>th</sup> level spell.

**Treasure:** 276 pp, 5 jacinths (200 gp each)



*Judddegruch, Phrenic Scourge*

## 6. The Last King (EL 14)

Of the many petty lords and pretenders that defined the darakhul society before the Empire, only one survived into the present day as an independent, free ghoul with his own following: **Narosain, the Last King**. His state is pitiful: he considers himself an exile, he calls the roaches, vermin, derro, and lesser ghouls his “subjects.” He has a terrible (and justified) fear of assassination if any of the Imperial hunters or nobles should ever find him and consider him a threat.

Fortunately, his existence is a secret or a joke, depending on whom you ask. When Emperor Tonderil solidified power in the White City, he killed Narosain, the Last King, or thought he did. In fact, his guards killed someone who only looked a good deal like the Last King — Narosain himself had assumed vermin form and escaped. Ever since, he’s been living outside the empire, plotting various forms of revenge.

### **Designer’s Note:** *The Cyst*

Originally I was going to make this a tesseract, which drives map-making players crazy and fits with the very alien theme of the scourges. But ultimately, that sort of thing is more fun for the DM than for the players, and doesn’t help the Empire story along. So, instead we have the simple cyst.

## Underdark Locations & Encounters

Note that the entrances to the Last King's chambers either end in *illusory walls* (requiring disbelief and a DC 22 Will save to see through) or come through the derro caverns miles away.

When the PCs arrive in his small cavern, read the following:

*This small cavern is lit by magical light. Script covers the walls in a language you don't immediately recognize, and roaches, cave crickets, and scorpions carpet the floor. The insects climb over each other and over a man sitting at a desk where the magical light is brightest. He looks up. You see the sunken eyes and cheeks of the undead, the withered flesh. Bugs infest his once-rich clothes, which still have bits of gold and gemstones attached.*

*"I don't get many visitors," says the creature at the desk. "Why don't you stay a while? We could talk about... Politics. Or magic. What brings you here?" He waves toward a small stone table and six chairs made of bone. A derro servant scampers forward, wearing a rusted chain shirt and moving as quickly as if she were wearing a simple leather jacket. The servant keeps nodding and shifting her weight from foot to foot.*

Narosain is tired of living on the run in filth and squalor after decades, and he has a Clever Plan that he thinks will help him out. He will impress the surface dwellers with his charm (he actually has a lot of presence, for an undead creature) and convince them to help him throw Emperor Nicoforus off the throne.

To do so, he offers to help the party use a particular item, the crown of the Black Goddess of Night and Magic.

*"I can make you all nobles of a new empire, if you like. Or I can throw that pretender off the throne. But you need to bring me the black circle of the goddess of Night, a crown she gave the ghouls a hundred years ago. It's a fey bit of magic, able to sweep aside all those who use it, even the darakhul. It was meant to break the back of drow power in the underdark. Not that we needed any help with that."*

*He pauses for a moment. "Legends said it was lost. If you bring it to me, I will give you all the treasure in the Imperial Treasury, but you must let me have my revenge. What say you?"*

*He pours a small glass of noxious liquid. You note his derro servant now stands in an alcove, twitchy eyes watching your every move.*

If the party does not hear him out, he's happy to fight. **Igrest**, a derro berserker, serves him as a bodyguard and covers his retreat. If the party does talk, Igrest brings "food" (various beetles and cave crickets) and drink (sulfurous water) for the King's guests, but she's itchy for a chance to kill something. If she sees anything the least bit suspicious, she makes a great show of "denouncing" them, pointing and hopping and accusing in Derro.

**DM's Note:** If the party is less than 10<sup>th</sup> level, drop the bodyguard.

If the party does listen to him, he makes his pitch: he's a poor, sorry king, wronged by the emperor, the last of the 'free ghouls.' He wants the party's help in exchange for information; see "Developments" below.

### Igrest, the Derro Berserker

CR 9

Female Derro Barbarian 6

NE Small Monstrous Humanoid

MM 49

**Init** +4; **Senses** darkvision 60 ft.; Listen +6, Spot -2

**Languages** Derro, Elven

**AC** 24, touch 15, flat-footed 20 (+5 armor, +4 Dex, +2 natural, +1 size, +2 shield); improved uncanny dodge or  
*raging AC* 22, touch 13, flat 18

**hp** 85 (3d8+18 plus 9d12+27 HD) or  
*raging hp* 103

**Immune** confusion, insanity

**SR** 15

**Fort** +10, **Ref** +11, **Will** +8 or  
*raging Fort* +12, **Will** +10

**Weakness** vulnerability to sunlight

**Spd** 30 ft. (6 squares)

**Melee** +2 *shortspear* +16/+11 (1d4+4) or  
*raging* +2 *shortspear* +18/+13 (1d4+6)

**Base Atk** +9; **Grp** +9 or  
*raging Grp* +11

**Atk Options** Blind-Fight, sneak attack +2d6 (includes Ambush feat),  
rage 2/day

**Spell-Like Abilities** (CL 3<sup>rd</sup>)

At will—*darkness*, *ghost sound* (DC 13)

1/day—*daze* (DC 13), *sound burst* (DC 15)

**Abilities** Str 19, Dex 19, Con 17, Int 12, Wis 7, Cha 17 or  
*raging* Str 23, Con 21

**SQ** poison use, madness, fast movement, trap sense +2

**Feats** Ambush\*, Blind-Fight, Lightning Reflexes, Track

**Skills** Bluff +9, Handle Animal +8, Hide +17, Intimidate +11,  
Listen +6, Move Silently +10, Ride +11, Survival +7

**Possessions** +1 *chain shirt*, +1 *light steel shield*, +2 *shortspear*, 18 gp, 10 sp, 11 cp

**Rage (Ex)** Igrest can fly into a rage only once per encounter and only two times per day. Her fit of rage lasts for 8 rounds, though she may voluntarily end it prematurely. After raging, she is fatigued (-2 Strength, -2 Dexterity, can't charge or run) for the duration of that encounter. Entering a rage takes no time by itself, but Igrest can do it only during her action, not in response to someone else's action.

**Vulnerability to Sunlight (Ex)** Igrest takes 1 point of Constitution damage for every hour she is exposed to sunlight, and she dies if her Constitution score reaches 0. Lost Constitution points are recovered at the rate of 1 per every 24-hour period spent underground or otherwise sheltered from the sun.

## Narosain, the Last King

CR 14

Male Darakhul Human Aristocrat 4/Cleric 3/Fighter 6  
NE Medium Undead (Augmented Humanoid)

Appendix A

**Init** +2; **Senses** darkvision 120 ft.; Listen +15, Spot +15

**Languages** Common, Darakhul, Derro, Goblin, Undercommon

**AC** 22, touch 12, flat-footed 20 (+6 armor, +2 Dex, +4 natural); Dodge, Mobility

**hp** 75 (13d12 HD); **DR** 5/magic and daylight

**Immune** undead traits

**Resist** turn resistance +4

**Fort** +9, **Ref** +6, **Will** +16

**Weakness** daylight weakness

**Spd** 20 ft. (4 squares), burrow 15 ft.; Spring Attack

**Melee** +1 scythe +17/+12/+7 (2d4+7/19–20) or  
bite +16 (1d8+5 plus paralysis (DC 25) and darakhul fever (DC 16)) and  
2 claws +14 (1d4+2 plus paralysis (DC 25))

**Base Atk** +11; **Grp** +16

**Atk Options** Combat Expertise, Combat Reflexes, Power Attack, Stunning Fist 3/day (DC 21)

**Combat Gear** vial of quicksilver strength, *potion of owl's wisdom*

**Special Actions** death touch 1/day, rebuke undead 12/day (+9, 2d6+12, 3rd)

**Cleric Spells Prepared** (CL 3<sup>rd</sup>, 4<sup>th</sup> for Evil spells)

2nd—*bull's strength*, *death knell*<sup>DE</sup> (DC 15), *spiritual weapon* (scythe, Atk +16, 1d8+1)

1st—*bane* x2 (DC 14), *cause fear*<sup>D</sup> (DC 14), *magic stone* (DC 14), *protection from law* (DC 14)

0—*detect poison*, *purify food and drink*, *read magic*, *virtue*

<sup>D</sup> Domain Spell, <sup>E</sup> Evil spell; **Domains** Death, Evil; **Deity** Death God

**During Combat** Narosain can summon a swarm of insects and a group of six fanatical derro guards with a single word (this is a special ability granted by his deity). He uses Spring Attack and Stunning Fist to turn the fight his way.

**Morale** If his tactics fail, he'll disincorporate using his *crown of vermin form* and disappear.

**Abilities** Str 20, Dex 15, Con —, Int 20, Wis 21, Cha 29

**SQ** spontaneous casting (*inflict* spells)

**Feats** Combat Expertise, Combat Reflexes, Dodge, Extra Turning, Improved Critical (scythe), Improved Unarmed Strike, Iron Will, Mobility, Multiattack, Power Attack, Spring Attack, Stunning Fist, Track

**Skills** Climb +16, Concentration +25, Diplomacy +13, Gather Information +13, Handle Animal +18, Intimidate +26, Jump +6, Knowledge (dungeoneering) +13, Knowledge (history) +13, Knowledge (local) +9, Listen +15, Ride +13, Sense Motive +21, Spot +15, Survival +20 (+18 above ground), Swim +2

**Possessions** Combat gear, +1 *breastplate*, +1 *scythe*, *cloak of charisma* +4, *crown of vermin form*, *glove of storing*, wooden holy symbol, 11 pp, 15 gp, 11 sp, 16 cp.

**Death Touch (Su)** Once per day, Narosain can use his death touch ability. He must succeed on a melee touch attack against a living creature. When he touches, roll 3d6. If the total at least equals the creature's current hit points, it dies (no save).

**Developments:** If the party is working with the Emperor, capturing and killing the Last King is a goal. But the Last King can offer a great deal of advice, for a party willing to bend their principles and work side-by-side with an undead monstrosity. It's worth reminding them of Narosain's smell, his lack of breathing or sleep, and his sunken, decayed features from time to time.

### Crown of Vermin Form

This black onyx circlet carved like linked insects grants the wearer the ability to *disincorporate* into a size Fine insect or size Small insect swarm (as per *vermin form* spell on page 23).

*Moderate transmutation*; CL 7;  
Craft Wondrous Item; *giant vermin*;  
price: 28,000 gp; weight: 1 lb.



### Narosain, the Last King

If the party doesn't kill him, he may offer them information in exchange for favors and short quests. His own attempts to kill Nicoforus failed, and his support among the beggar ghouls doesn't help much. He asks the party to do him five favors:

- Destroy an outpost as a sign of good faith, and bring him the captain's head.
- Humiliate one of the Captains-General of the Ivory Legion by besting him in single combat.
- Steal a set of Imperial bones from the palace, ideally the bones of Empress Maresha.
- Assassinate Lucrezia Tideblood, the high priestess of the Death God (who he feels should have taken his side against Nicoforus).

- Finally, he'd like the party to seek out and befriend Eressar the Loremaster, and steal an important document from his library (a treaty offered to the Last King, which he spurned at the time but which he wishes he had accepted — and which he hopes to forge for his own byzantine purposes).

If the party does help him out, he can offer the following information:

- Location of a secret passage that bypasses the Water Gate into the White City.
- Information about how to fool the Sniffer Beetles at the outposts and the Darakhan gates.
- Details of the weaknesses of the deathcap mycolids and the source of wyrmsblood venom.
- The existence of *ghoulbane oil* and its uses.
- Information about the likely whereabouts of the Crown, or at least telling the party where NOT to seek it. This should move the Crown one "shell" closer to the party.
- The information that only the hand of a ghoulish king can destroy the Crown. (DM's Note: this information is false. In fact, Narosain just wants to get his hands on it.)

If the party does align itself with Narosain, he gives them a small carved stone cockroach as a sign of his favor. Certain derro and beggar ghouls may recognize and respond to this carving, and help the party as a result.

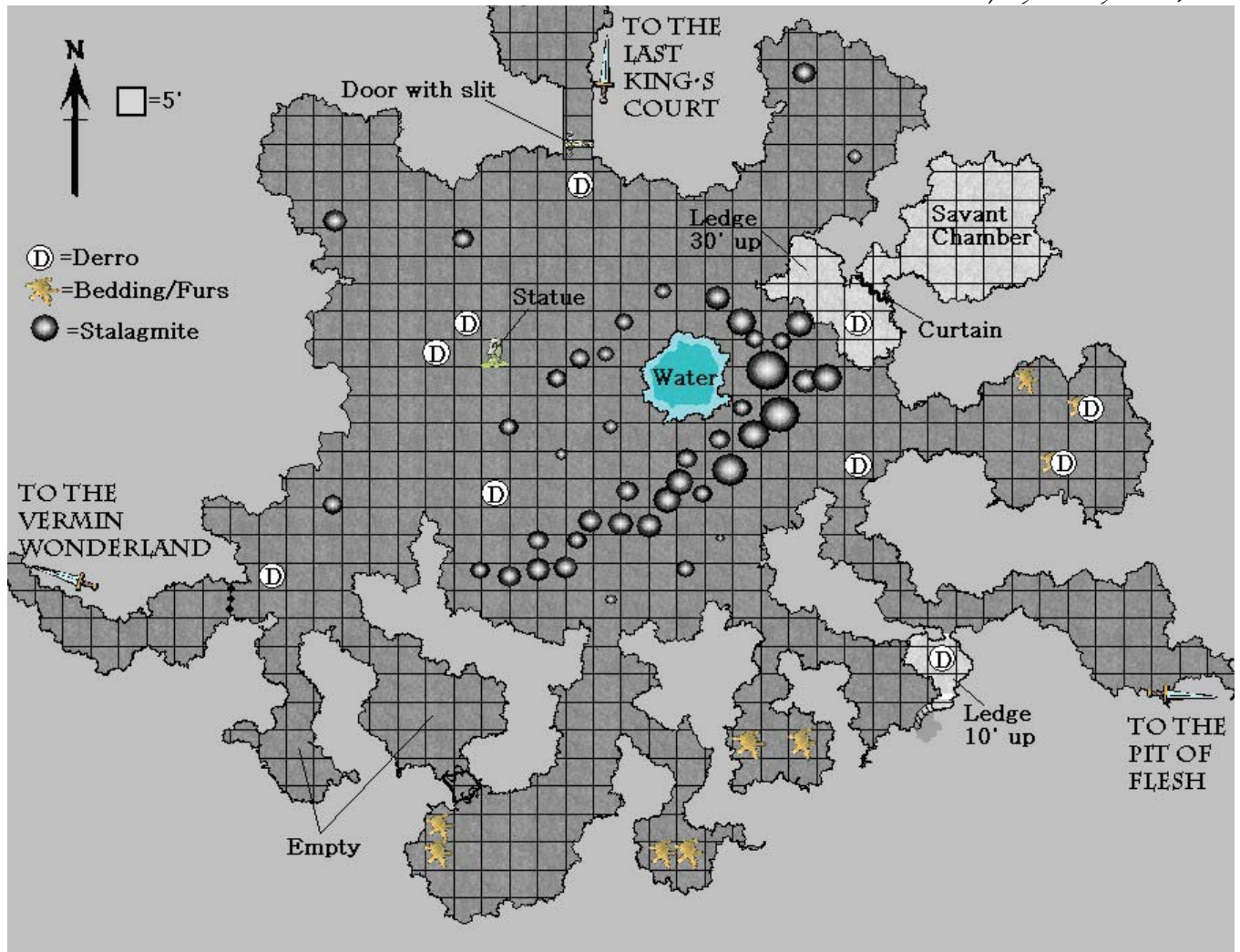
If the party questions why he is helping them or why they should believe him, he explains that the Emperor is his ancient enemy. Narosain wants to restore the "ancient ways" and keep the ghouls from invading the surface. Drawing attention from the surface is "a fool's game." He thinks that the party is a useful set of tools for him to use. Whether they see it the same way is an open question, of course.

### 7. Derro Cult of the Withered Hand (EL 8 and two EL 10)

*The cavern opens ahead of you, and you smell the stench of habitation: urine, sewage, and rot. You hear scurrying claws, like rats moving among the stones. A voice ahead of you shouts something you don't understand. Crossbows click from the passage behind you, and swords draw in the cavern ahead. Someone throws a dried, mummified hand into the passage at your feet, and there's more shouting.*

If the party wants a fight, they'll certainly get one here. The derro use their ghost sounds to create both the rat noises and the crossbows behind the party. **Five well-armed derro guards** stand sentry here for **a derro sorceress** and her lover, **a derro captain**. The pair leads a derro cult.





This derro cult currently worships the “King of the Underworld,” as they refer to the Last King (see Underdark Locations area 6). They busily extort tolls from merchants and travelers seeking to pass through their hub caverns.

If the party is allied with Narosain and has his roach carving, the derro treat them as honored guests. However, they are a suspicious people and fear that the party may win the “great leader’s” favor, displacing the derro. As a result, fights and arguments about whether to attack their rivals break out among the derro after a day. Resting here long is spoiling for a fight.

### Orda

Female Derro Sorcerer 7  
NE Small Monstrous Humanoid  
MM 49

**Init** +3; **Senses** darkvision 60 ft.; Listen +5, Spot -2

**Languages** Darakhul, Derro, Dwarven, Draconic, Drow Sign, Undercommon

**AC** 20, touch 14, flat-footed 17 (+4 armor, +3 Dex, +1 size, +2 natural)

**hp** 66 (3d8+18 plus 7d4+21 HD)

**CR** 10

**Immune** confusion, insanity

**SR** 15

**Fort** +7, **Ref** +8, **Will** +16

**Weakness** vulnerability to sunlight

**Spd** 20 ft. (4 squares)

**Melee** +1 spear +8/+2 (1d6+1/x3)

**Base Atk** +6; **Grp** +2

**Atk Options** Combat Expertise, sneak attack +1d6

**Combat Gear** necklace of fireballs VII, potion of cure serious wounds

**Sorcerer Spells Known** (CL 7<sup>th</sup>)

3<sup>rd</sup> (6/day)—*flame arrow* (+9 ranged touch), *ripen flesh*\* (+9 ranged touch, DC 21)

2<sup>nd</sup> (8/day)—*magic mouth*, *scare* (DC 20), *summon swarm*

1<sup>st</sup> (8/day)—*comprehend languages*, *grease* (DC 19), *hypnotism* (DC 19), *mage armor*°, *silent image* (DC 19)

0 (6/day)—*detect poison*, *disrupt undead*, *ghost sound* (DC 18), *light*, *prestidigitation* (DC 18), *resistance*, *touch of fatigue* (+6 melee touch, DC 18)

° already cast

**Spell-Like Abilities** (CL 3<sup>rd</sup>)

At will—*darkness*, *ghost sound* (DC 18)

1/day—*daze* (DC 18), *sound burst* (DC 20)

## Underdark Locations & Encounters

**During Combat** Orda prefers to stay up in her chamber and cast spells from there, giving touch spells like *touch of fatigue* to her bat to deliver. She casts *ripen flesh*\* once or twice (see page 22), then greases on the ledge in front of her cave, then throws one of her *necklace of fireballs* (7d6, Ref DC 14 half). She then casts either *flame arrow* or a *summon swarm*. She uses *silent image* to hide her possessions or herself if the party does come up to the savant cave.

**Abilities** Str 11, Dex 16, Con 16, Int 14, Wis 6, Cha 26

**SQ** familiar, poison use, madness

**Feats** Combat Expertise, Extend Spell, Maximize Spell, Weapon Finesse

**Skills** Bluff +21, Concentration +13, Hide +17, Listen +5, Move Silently +13, Spellcraft +15

**Possessions** combat gear, +1 spear, 9 pp, 13 gp, 13 sp, 14 cp.

**Vulnerability to Sunlight (Ex):** Orda takes 1 point of Constitution damage for every hour she is exposed to sunlight, and she dies if her Constitution score reaches 0. Lost Constitution points are recovered at the rate of 1 per every 24-hour period spent underground or otherwise sheltered from the sun.

**Madness (Ex):** Orda use her Charisma modifier on Will saves instead of her Wisdom modifier, and has immunity to confusion and insanity effects. Orda cannot be restored to sanity by any means short of a *miracle* or *wish* spell.

**Orda's bat familiar, Longshot:** hp 33, AC 20 (+4 Dex, +4 familiar, +2 size), fly 40 ft.

*The savant is an elderly derro, her hair extremely long and falling almost down to her knees. Her wrinkled face appears from under that hair only in glimpses, and her features are slightly collapsed in on themselves, like a dried apple carving. Her robes are decorated with bat fur and silver bells, though the bells are all silent.*

Her bells are silent for the mundane reason that none of them have pebbles or clappers inside.

Vinterslass, their captain and current strongman, leads the entire clan in battle. He is held in high regard because of his personal strength and his good relationship with the Last King. He fights well with either greatclub or poisoned crossbow.

### Vinterslass, Derro Captain

CR 10

Male Derro Fighter 5

LE Small Monstrous Humanoid

MM 49

**Init** +8; **Senses** darkvision 60 ft.; Listen +4, Spot -2

**Languages** Darakhul, Derro, Dwarven, Undercommon

**AC** 23, touch 16, flat-footed 19 (+5 armor, +1 deflection, +4 Dex, +2 natural, +1 size)

**hp** 86 (5d10+25 plus 3d8+15 HD)

**Immune** confusion, insanity

**SR** 15

**Fort** +10, **Ref** +8, **Will** +8

**Weakness** vulnerability to sunlight

**Spd** 20 ft. (4 squares)

**Melee** +1 greatclub +14/+9 (1d8+5)

**Ranged** repeating light crossbow +13 (1d6/19–20 plus poison) or net +9 touch (entangle plus poison)

**Base Atk** +8; **Grp** +7

**Atk Options** Blind-Fight, Combat Expertise, Combat Reflexes, sneak attack +1d6

**Combat Gear** *potion of protection from evil*, *potion of barkskin* +4

**Spell-Like Abilities** (CL 3<sup>rd</sup>)

At will—*darkness*, *ghost sound* (DC 11)

1/day—*daze* (DC 11), *sound burst* (DC 13)

**Abilities** Str 16, Dex 18, Con 20, Int 13, Wis 7, Cha 19

**SQ** madness, poison use

**Feats** Blind-Fight, Combat Expertise <sup>B</sup>, Combat Reflexes <sup>B</sup>, Improved Initiative, Quick Draw, Weapon Focus (greatclub) <sup>B</sup>

**Skills** Bluff +9, Handle Animal +7, Hide +15, Intimidate +12, Listen +4, Move Silently +11, Ride +6

**Possessions** combat gear, +1 chain shirt, +1 greatclub, ring of protection +1, 10 pp, 15 gp, 5 sp, 15 cp

**Vulnerability to Sunlight (Ex):** Vinterslass takes 1 point of Constitution damage for every hour he is exposed to sunlight, and he dies if his Constitution score reaches 0. Lost Constitution points are recovered at the rate of 1 per every 24-hour period spent underground or otherwise sheltered from the sun.

### Derro (10)

CR 3

CE Small Monstrous Humanoid

MM 49

**hp** 18, 16, 16, 16, 16, 16, 16, 16, 14

**Treasure:** Beyond a small store of coinage used for gambling (229 cp, 102 sp), the derro have two opals worth 600 gp each, used as eyes in the statue. They also have 10 applications of *ghoulbane oil* (see page 24).

## 8. The Centipede Tunnels (EL 6)

*A slow trickle of water and food comes through the ceiling of this cavern from somewhere above, just enough to support roaches, centipedes, and various small vermin. Lots and lots of vermin. The whole cavern hums.*

The area acts as an *insect swarm* spell when anyone passes through, and it is a favorite hiding place of the Last King. If he is defeated in his home cave, he retreats here, where he is difficult to detect among the swarm of vermin.

The cavern connects to the Sulfur Sea by the north passage.

Anyone attempting to stay and search the area takes a large number of swarm attacks, as the centipedes and other vermin defend their territory and eat anything edible. Treat this as a never-ending centipede swarm.

### Centipede Swarm

CR 4

N Diminutive Vermin (Swarm)

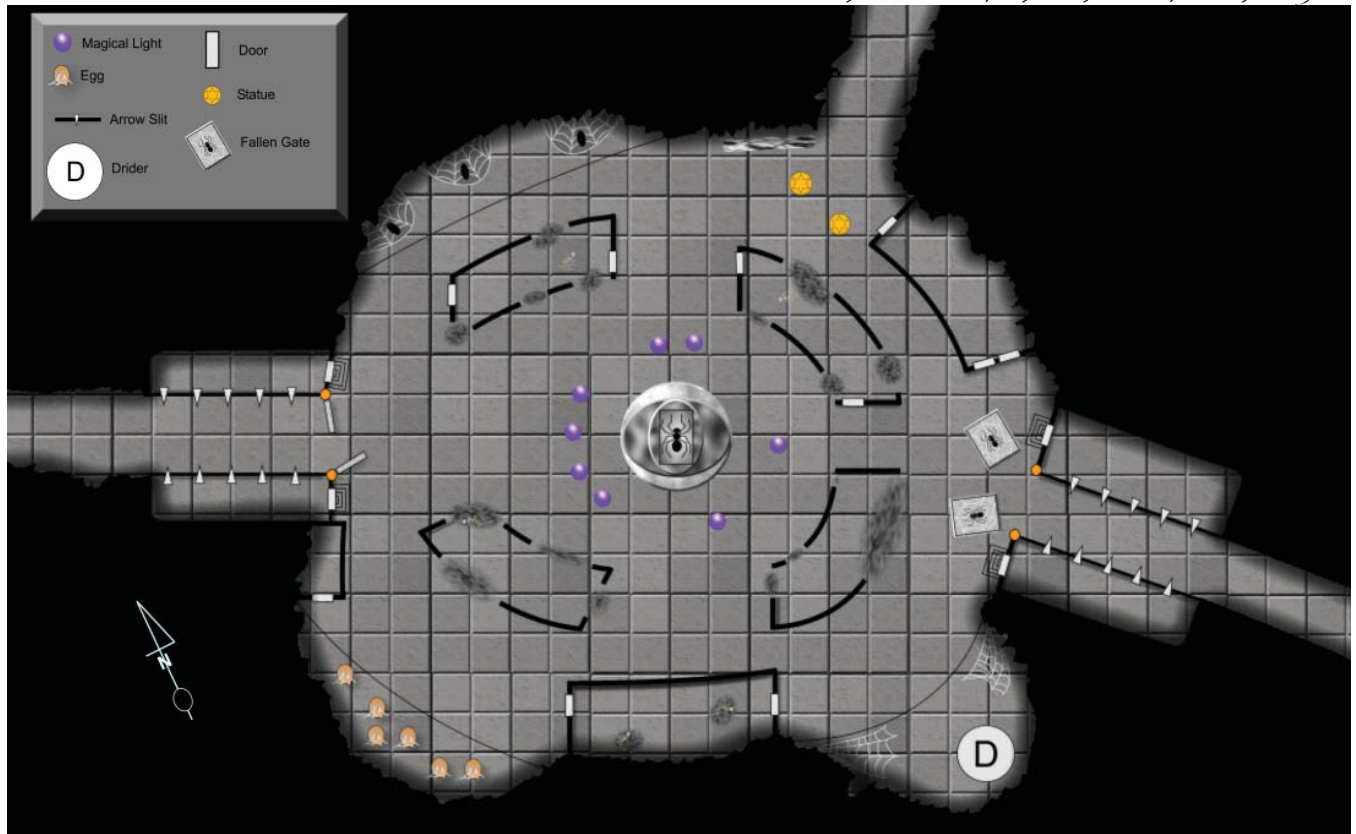
MM 238

**hp** 31

## 9. The Ruins of the Shrine of Eight Eyes (EL 10)

This small ruined drow steading holds well-gnawed bones, cold and empty temples, burnt-out homes, and a few spiders. The only sign that the ghouls claim the territory is the drider-ghoul **Indella** they created to watch over it.

*Elven globes of blue and purple light fill the cavern. You see no obvious signs of movement or habitation, though there is a tall domed structure at the center carved in the shape of a spider. Around the sides are curved buildings with pillars along the edges.*



If the party makes a successful DC 25 Search, they find items left from the ghoulish pillaging of the city. Read the following:

*You see grey spider-silk cloaks, sandals, boots, and a mushroom-shaped brooch among the ruins. A little searching turns up many cracked bones of about elven size, plus a whip brooch, a few long-dead spider exoskeletons, and a few trinkets, none of them worth very much.*

The drider-ghoul lives in webbing near the cavern ceiling, and only descends if it can cut off the party's retreat.

### Indrella the Darakhul Drider

CR 7

NE Large Undead (Augmented Aberration)

Appendix A, MM 89

**Init** +8; **Senses** darkvision 120 ft.; Listen +13, Spot +13

**Languages** Elven, Common, Undercommon

**AC** 25, touch 11, flat-footed 23 (+4 armor, +2 Dex, +10 natural, -1 size)

**hp** 45 (6d12 HD)

**Immune** undead traits

**Resist** turn resistance +4; **SR** 17

**Fort** +2, **Ref** +6, **Will** +12

**Weakness** daylight weakness

**Spd** 30 ft. (6 squares), climb 15 ft., burrow 15 ft.

**Melee** 2 daggers +6 (1d6+5/19–20, 1d6+5/19–20) and bite +7 (1d10+2 plus poison and paralysis (DC 19) and darakhul fever (DC 19) or

2 claws +8 (1d6+5 plus paralysis (DC 19)) and bite +7 (1d10+2 plus poison and paralysis (DC 19) and darakhul fever (DC 19))

**Ranged** +1 *ghoul touch* shortbow +7 (1d8+1/x3 plus paralysis)

**Space** 10 ft.; **Reach** 5 ft.

**Base Atk** +4; **Grp** +13

**Sorcerer Spells Known** (CL 6<sup>th</sup>)

3<sup>rd</sup> (4/day)—*lightning bolt* (DC 19)

2<sup>nd</sup> (6/day)—*invisibility*, *web* (DC 18)

1<sup>st</sup> (7/day)—*mage armor*\*, *magic missile*, *ray of enfeeblement* (+8 ranged touch), *silent image* (DC 17)

0 (6/day)—*daze* (DC 16), *detect magic*, *ghost sound* (DC 16), *mage hand*, *ray of frost* (+8 ranged touch), *read magic*, *resistance*

\*already cast

**Spell-like Abilities** (CL 6<sup>th</sup>)

1/day—*dancing lights*, *clairaudience/clairvoyance*, *darkness*, *detect good*, *detect law*, *detect magic*, *dispel magic*, *faerie fire*, *levitate*, *suggestion* (DC 19)

**During Combat** Indrella knows that she is vulnerable to clerics, and will attempt to use *suggestion* and/or *lightning bolt* against a party cleric first.

**Morale** If she is turned, she flees, staying on the ceiling, to the far end of the caverns or up into cracks in the cave ceiling. As soon as the turning wears off she returns invisibly, attempting to strike the cleric again, perhaps with a *ghoul touch* arrow.

**Abilities** Str 21, Dex 19, Con —, Int 19, Wis 20, Cha 22

**Feats** Improved Initiative, Iron Will<sup>B</sup>, Multiattack<sup>B</sup>, Track<sup>B</sup>, Two-Weapon Fighting, Weapon Focus (bite)

**Skills** Climb +25, Concentration +12, Hide +14, Intimidate +14, Knowledge (dungeoneering) +12, Listen +13, Move Silently +14, Spot +13

**Possessions** 2 daggers, +1 *ghoul touch* shortbow with 20 arrows, *potion of protection from energy* (fire; CL 5)

**Poison (Ex)** Injury, Fortitude DC 19, initial and secondary damage 1d6 Str.



### Force Gates

This is a permanent *wall of force*, Caster Level 10, which may be lowered and raised as a standard action by an aboleth.

## 10. Iddoret, the Aboleth Merchant City

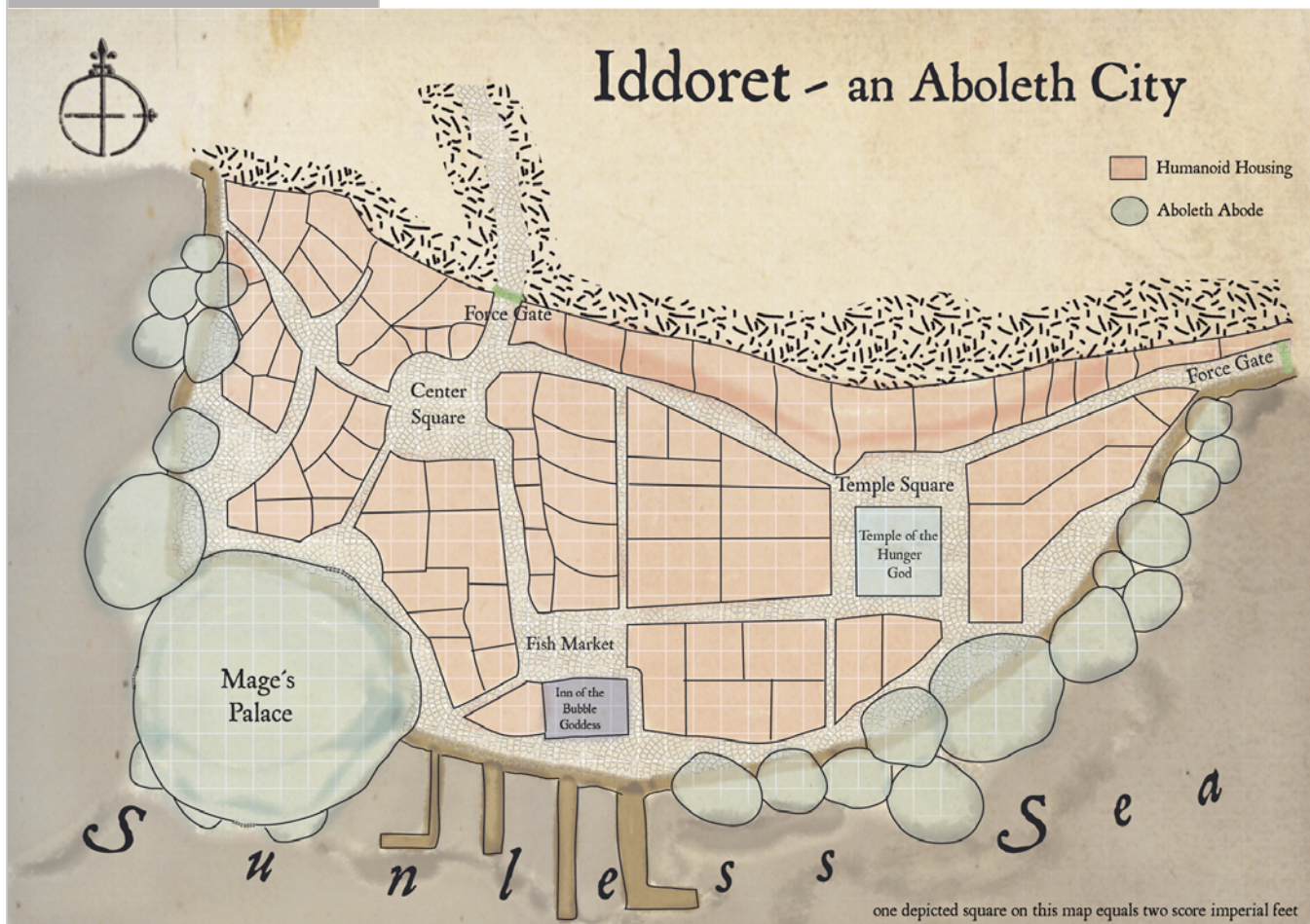
At the shore of a sunless sea, refugees of a recent Imperial expansion into dwarven territory refugees overrun this city. An elder mage aboleth, Flurvon, controls the city with a network of skum and troglodytes, cold-blooded creatures less susceptible to infection with ghoul or darakhul fever.

Aboleth houses are big bubbles made of spit and concrete. They have secured all the good real estate along the shoreline. Their skum servants live with them in these homes. Humans, derro, drow, troglodytes, and the rest are forced to huddle in little huts of stone for warmth, because the winds over the Sunless Sea provide evaporative cooling and, well, it's very damp in Iddoret.

Read the following when the party arrives:

*You smell the skunky air of a body of water full of algae and decomposition. The tunnel has opened up over a sunless sea of black water. Ahead of you is a small settlement with four large piers, its buildings clinging to the caverns walls, some of them strange round shapes like gargantuan puffballs half-tumbling into the water. You see a strange shimmer ahead for a moment; the passage seems to be ward by a force effect. A slimy creature steps forward to the other side and says, "What do you bring to trade?"*

If the party doesn't have goods to show, they need a DC 27 Bluff to convince the guard that they really are merchants and not ghouls in disguise. If they do show merchandise, they must pay the "trade toll" to the Lord of Iddoret, a sum of 100 gp per head and 20 gp per mount, livestock, or familiar.





Once past the *force gates* (see sidebar), give the party time to visit the few shops and merchants. If they want a meal and private quarters to sleep in, costs are 20 times the rates listed in the PHB. The party can meet a few NPCs of interest, at your discretion, who can provide additional hooks and side quests for the party:

**Table 6-2: NPCs of Interest**

| NPC Name                 | Type                       | Interests                   |
|--------------------------|----------------------------|-----------------------------|
| Slopsi, Lamagu           | Skum drunkards             | Money for booze             |
| Patches, Franzi          | Slimed human city guards   | Bribes                      |
| Undorg, Morheg           | Troglodyte hunters/fishers | Selling their catch         |
| Valmar, Falgraf, Stettin | Dwarven survivors          | Getting back to the surface |

Attempts to gather information in Iddoret are expensive and difficult. No one knows much, and no one trusts adventurers from the surface. A Gather Information check costs 50 gp to perform (drinks are expensive in this little town). Consult the following table for the information obtained.

**Table 6-3: Gather Information Iddoret**

| DC | Result (Truth)  |
|----|---|
| 10 | Drinks are expensive, and the town is packed with refugees. A drow shrine was overrun not long ago, off to the west.  |
| 15 | The kobold city is probably safer, if only the tunnels weren't so tiny.   |
| 20 | The local chieftain is an aboleth, one of a dozen that run the city with their skum and troglodyte servants. The main one is a powerful mage, Flurvon, who dotes on his slimy daughter and abuses everyone else.  |
| 25 | Nineteen aboleth live in Iddoret. Stories claim that they seized the town from the fish folk long ago by listening to the Hunger Oracle at the shrine on the south shore. Boats go there once a week. (Not bad advice, but the teller happens to captain those boats. The fare is 200 gp, and everyone rows.) |
| 30 | Knowledge of the surface is precious here, at least surface magic and anything that works against the undead. Holy water is a valuable trade good. Priests of the Sun God are valuable slaves.  |

### Meeting the Mage-Aboleth

The party may get to meet **Flurvon**, but it's not easy. They must first come up with some plausible excuse, perhaps an offer of scrolls or lorebooks from the surface, or a deal to spy on the darakhul. Getting Flurvon's chamberlain, a hunched, slime-covered dwarf named Alberon, to admit them requires a DC 35 Bluff or Diplomacy roll. He hates everyone and it's his job to say no.

Once within the house, Alberon leads them to meet Glidriiss, Flurvon's daughter and apprentice in the forbidden lore of the Sunless Sea. Refusing to meet with her is an insult and gets the party thrown out of the settlement.

*You are deep within one of the bubble buildings. The chamber off the main hall is half solid floor and half black water. A creature rises out of the water very slowly, first one enormous eye, then a second eye beneath it, then a third eye beneath that. Tentacles surround the eyes, but most of the creature's body is hidden in the water. It must be quite large; it has pushed up the room's water level substantially. When it speaks, you hear the burbling of seawater through amphibian lungs. The voice is high-pitched for such a big creature. It says,*

*'Tell me who you are. We get so many visitors, and you all look so alike.'*

Flurvon's daughter is a standard **aboleth**. She addresses them in Undercommon. If no one in the party speaks that language, she summons Licross, a refugee derro priest, to translate and listen to the conversation (with a previously-cast *discern lies* spell active).

**Glidriiss**  
Female aboleth  
MM 8  
hp 81

**CR 7**

Glidriiss wants to know three things about the party: Are they enemies to the darakhul, or spies for them? Are they potential allies for the aboleth? What will they pay for the aboleth's help? She hints at the existence of the sepulchral stalker, though she does not explain exactly what it is, just "a thing to make the darakhul tremble" (see page 139).

If the party affirms that they are darakhul enemies, willing to work with the aboleth against the darakhul, and willing to pay a substantial fee for "mercenary help", Glidriiss escorts the party into her father Flurvon's presence. Read the following:

*The creature sinks into the water again, which bubbles and churns for a minute. Then the entire back wall melts away, and you see two of the three-eyed creatures at the same time, one smaller than the other. The larger one is about 15' feet away on a set of ancient carved stones. It speaks to you in Dwarven, with a liquid burble that makes that language's rough tones sound watery and foul. "You have impressed my daughter. Now you must impress me before my servants will aid you."*

This sets up a nice moral dilemma about enemies of my enemy, and whether powerful items should ever be given to evil creatures. That's for the PCs to decide, but they don't have long. Flurvon tells them that the aboleth cannot abide the overwhelming power of the darakhul, even if the aboleth cities are untouched. He wants a largely intact darakhul to study and dissect.

If the party returns with a captured darakhul, a thrilled Flurvon rewards the party by discussing more sensitive matters: Will the party recover the Crown of Air and

## Underdark Locations & Encounters

Darkness to use against the darakhul? Will they turn it over to the aboleth, so that they may use it against their hated foes?

If the party fails to bring a darakhul back or if they find the Crown but refuse to turn it over, Flurvon is enraged. Unless the party makes an immediate DC 35 Diplomacy check, he wants to make slaves of them (not as useful as non-slave servants on land, but better than nothing).

If the party's Diplomacy check succeeds, Flurvon grudgingly accepts that the crown could be destroyed rather than turned over. He offers to share his information about how to destroy the Crown of Air and Darkness, as long as the party travels accompanied by two of his **sepulchral stalkers** ("for protection"). Those two have orders to attack the party when it is weak after a fight, and then bring the Crown back to Flurvon.

### Flurvon, Aboleth Mage and Master of Iddoret

CR 13

Male Aboleth Wizard 10  
LE Huge Aberration (Aquatic)  
MM 8

**Init** +7; **Senses** darkvision 60 ft.; Listen +17, Spot +17

**Aura** mucus cloud (DC 21)

**Languages** Aboleth, Aquan, Darakhul, Drow Sign, Dwarven, Undercommon

**AC** 22, touch 11, flat-footed 19 (+4 armor, +3 Dex, +7 natural, -2 size)

**hp** 187 (8d8+56 plus 10d4+70 HD)

**Fort** +14, **Ref** +10, **Will** +16

**Spd** 10 ft. (2 squares), swim 60 ft.

**Melee** 4 tentacles +18 (1d6+9 plus slime)

**Space** 15 ft.; **Reach** 10 ft.

**Base Atk** +11; **Grp** +28

**Special Actions** enslave 3/day (DC 16)

**Psionics** (CL 16<sup>th</sup>)

At will—*hypnotic pattern* (DC 14), *illusory wall* (DC 16), *mirage arcana* (DC 17), *persistent image* (DC 17), *programmed image* (DC 18), *project image* (DC 19), *veil* (DC 18)

**Wizard Spells Prepared** (CL 10<sup>th</sup>)

5<sup>th</sup>—visceral\* Quicken *hold monster* (DC 18), empowered *lightning bolt* (DC 18), *wall of force*

4<sup>th</sup>—*greater invisibility*, *phantasmal killer* (DC 20), *scrying*, *stoneskin*

3<sup>rd</sup>—*dispel magic*, *displacement*, *lightning bolt* (DC 18), visceraally quickened *magic missile*

2<sup>nd</sup>—*blur*, *bull's strength*, *darkness*, *fox's cunning*, *see invisibility*

1<sup>st</sup>—*alarm*, *charm person* (DC 17), *color spray* (DC 16), *mage armor*\*\*, *magic missile* (2)

0—*daze*, *detect magic* (2), *resistance*

\*\* already cast

**During Combat** Flurvon uses his enslave ability in the first round after the party refuses to help them, then uses his tentacles to slime the party in the second round.

**Morale** Flurvon retreats in the third round (he didn't get to be an elder mage aboleth by fighting it out with adventurers).

**Abilities** Str 28, Dex 16, Con 24, Int 20, Wis 16, Cha 14

**SQ** summon familiar

**Feats** Empower Spell <sup>B</sup>, Eschew Materials, Great Fortitude, Improved Initiative, Lightning Reflexes, Quicken Spell <sup>B</sup>, Scribe Scroll <sup>B</sup>, Spell Focus (enchantment), Spell Focus (illusion), Visceral\*

**Skills** Bluff +13, Concentration +25, Decipher Script +15, Diplomacy +6, Disguise +2 (+4 acting), Intimidate +4, Knowledge (arcana) +15, Knowledge (dungeoneering) +25, Knowledge (history) +15, Knowledge (the planes) +15, Listen +17, Search +11, Sense Motive +14, Spellcraft +20, Spot +17, Survival +3 (+5 following tracks, on other planes, and underground), Swim +17

**Enslave (Su)** Three times per day, Flurvon can attempt to enslave any one living creature within 30 feet. The target must succeed on a DC 16 Will save or be affected as though by a *dominate person* spell (caster level 16<sup>th</sup>). An enslaved creature obeys Flurvon's telepathic commands until freed by *remove curse*, and can attempt a new Will save every 24 hours to break free. The control is also broken if Flurvon dies or travels more than 1 mile from his slave.

**Mucus Cloud (Ex)** The aboleth underwater surrounds itself with a viscous cloud of mucus roughly 1 foot thick. Any creature coming into contact with and inhaling this substance must succeed on a DC 21 Fortitude save or lose the ability to breathe air for the next 3 hours. An affected creature suffocates in 2d6 minutes if removed from the water. Renewed contact with the mucus cloud and failing another Fortitude save continues the effect for another 3 hours. The save DC is Constitution-based.

**Slime (Ex)** A blow from the aboleth's tentacle can cause a terrible affliction. A creature hit by a tentacle must succeed on a DC 21 Fortitude save or begin to transform over the next 1d4+1 minutes, the skin gradually becoming a clear, slimy membrane. An afflicted creature must remain moistened with cool, fresh water or take 1d12 points of damage every 10 minutes. The slime reduces the creature's natural armor bonus by 1 (but never to less than 0). The save DC is Constitution-based.

A *remove disease* spell cast before the transformation is complete will restore an afflicted creature to normal. Afterward, however, only a *heal* or *mass heal* spell can reverse the affliction.

**Treasure:** The aboleth have large collections of freshwater pearls and colored gemstones, and Flurvon is no different. His collection is 804 small pearls (worth 50 gp each, or 40,200 total), scattered in small underwater nooks and with about 80 carried in a leathery slime-pouch at any time.

## 11. The Kobold City of Lillefor

The kobold city has two simple defenses protecting it from the Empire's ambitions: 1) kobold merchants bring valuable goods to the Darakhul Empire, and 2) the city's stone tunnels are very small and their stone is too hard to burrow through easily. Lillefor is really a haven for the Small races: dark creeper bandits sell their ill-gotten gains, derro sell ore or ingots, and goblins hire themselves out as bat riders or scouts. The kobolds discourage "big folk" (and svirfneblin) from visiting.

There is a central square inside all those trap-riddled tunnels where the kobold King Kekarrac rules. If a Small party member makes a Diplomacy DC 20 check, they are granted a short pass to visit for 8, 12, or 24 hours (depending on whether they bribe the border guard with 1 gp, 10 gp, or 100 gp or more).

Medium-size party members can enter Lillefor but must constantly squeeze through the passages and doorways. Large creatures cannot enter at all without magic.

## 12. The Pit of All Flesh (EL 9, 5, 11, and 9)

Two darakhul nobles hold a slave hunt in which they let loose some humans and chase them until they collapse, then feed. With their hunting instincts engaged, they attack the party rather than waiting for the party to come to them.

*You see the cavern ahead was once filled with stalagmite and crystal formations, but they are all smashed into powder. You hear a hissing sound. A man in filthy rags runs toward you. Chasing him is a huge beetle with a small howdah on top where a man and woman sit, aiming crossbows. "Help me!" screams the runner. He's coming your way.*

*Behind the beetle, you see a line of creatures moving along the flanks to either side, spears in hand.*

The two nobles are **Kairacal Shroudspinner** and her consort, **Torban Crumbtooth**. They are out for sport and are perfectly willing to take on surface dwellers who get in the way.

**Tactics:** The entourage fire their short bows at the party as soon as they are visible, while the nobles atop the carrion beetle throw their alchemical fire. The dread ghoul entourage rushes the party from two directions, trying to quickly paralyze them. The carrion beetle moves in with its acid spit to support them. If two of the dread ghouls are killed, they retreat toward the beetle. The nobles use their alchemical globes to cover the retreat.

### Dread Ghoul Entourage (6)

CR 4

Male Dread Ghoul Fighter 3

CE Medium Undead (Augmented Humanoid)

Appendix A

**Init** +4; **Senses** darkvision 60 ft., scent; Listen +3, Spot +4

**Aura** command ghouls (30 ft.)

**Languages** Common, Undercommon

**AC** 20, touch 11, flat-footed 19 (+7 armor, +1 Dex, +2 natural)

**hp** 27, 23, 21, 20, 19, 18 (3d12 HD); **DR** 5/magic

**Immune** undead traits

**Resist** turn resistance +2

**Fort** +3, **Ref** +5, **Will** +4

**Spd** 20 ft. (4 squares), climb 20 ft.

**Melee** MW greatsword +8 (2d6+6/19–20) or bite +7 (1d6+4 plus paralysis (DC 12)) and 2 claws +2 (1d3+2 plus paralysis (DC 12))

**Ranged** MW shortbow +9 (1d6/x3)

**Base Atk** +3; **Grp** +7

**Atk Options** Combat Expertise, Combat Reflexes, Power Attack

**During Combat** The entourage fire their shortbows at the party as soon as they are visible. The entourage then rushes the party from two directions, trying to quickly paralyze them.

**Morale** If two of the dread ghouls are killed, they retreat toward the beetle.

**Abilities** Str 19, Dex 18, Con —, Int 15, Wis 16, Cha 12

### SQ Create Spawn

**Feats** Combat Expertise, Combat Reflexes, Power Attack, Track, Weapon Focus (shortbow)

**Skills** Climb +11, Intimidate +7, Jump -3, Ride +8, Search +3, Spot +4, Survival +13

**Possessions** +1 banded mail, MW shortbow with 23 arrows, MW greatsword, 5 pp, 10 gp, 6 sp.

**Command Ghouls (Su)** A dread ghoul can automatically command all normal ghouls within 30 feet as a free action. Normal ghouls never attack a dread ghoul unless compelled.

The carrion beetle is outfitted with a riding howdah about eight feet long and 3 feet wide, which provides cover (+4 to AC) to the nobles within it. The beetle itself is one of the rare and especially valuable orange-shell varieties (worth 2,500 gp), and is inscribed with runes praising the Shroudspinner House and describing its might in fawning terms.

### Carrion Beetle

CR 5

N Large Vermin

Appendix A

**hp** 61 (10d8+20 HD)

Lady Kairacal is a strikingly beautiful ghoul, with ivory flesh, blond hair, and piercing red eyes. She laughs as she fights. As a worshipper of the Hunger God, she always gives her followers flesh to eat from their prey after every hunt. In this case, she may have taken on more than she can handle. She attacks the party with typical darakhul overconfidence.

Torban is a very young-looking darakhul, but he is quite old in years, well preserved through the use of quicksilver potions and careful application of negative energy spells.

### Lady Kairacal Shroudspinner

CR 11

Female Darakhul Human Aristocrat 4/Fighter 5

LE Medium Undead (Augmented Humanoid)

Appendix A

**Init** +2; **Senses** darkvision 120 ft.; Listen +15, Spot +16

**Languages** Common, Darakhul, Elven, Infernal, Undercommon

**AC** 24 (28), touch 12, flat-footed 22 (+4 natural, +2 Dex, +2 shield, +6 armor); +4 to AC while on howdah

**hp** 68 (9d12 HD)

**Immune** undead traits

**Resist** turn resistance +4

**Fort** +5, **Ref** +4, **Will** +12

**Weakness** daylight weakness

**Spd** 30 ft. (6 squares), burrow 15 ft.

**Melee** +2 fiery burst warhammer +16/+11 (1d8+7/x3 plus 1d6 fire) or MW dagger +14/+8 (1d4+5/17–20 plus wyrmsblood venom) or bite +13 (1d8+5 plus paralysis (DC 21) and darakhul fever (DC 16)) and claw +11 (1d4+2 plus paralysis (DC 21))

**Ranged** alchemical fire salts +10 (2d8 fire plus splash)

**Base Atk** +8; **Grp** +13

**Atk Options** Blind-Fight, Combat Reflexes, Mounted Combat, Point Blank Shot, Power Attack, Precise Shot

**Combat Gear** *potion of hide from living*, 6 globes of alchemical fire salts



## Underdark Locations & Encounters

**During Combat** Lady Kairacal sits atop the carrion beetle and throws her alchemical fire. To retreat, she uses her potion of *hide from living* and slips away if she can, bringing guards from the nearest outpost.

**Morale** If defeated, she prefers death with dignity to any form of wheedling, pleading, or bargaining. Her last words are "The Legions will avenge me!"

**Abilities** Str 20, Dex 15, Con —, Int 21, Wis 21, Cha 25

**Feats** Blind-Fight, Combat Reflexes, Improved Critical (dagger), Iron Will, Mounted Combat, Multiattack, Point Blank Shot, Power Attack, Precise Shot, Track, Weapon Focus (warhammer)

**Skills** Appraise +10, Climb +11, Concentration +13, Disguise +12, Gather Information +11, Handle Animal +16, Intimidate +17, Jump +13, Knowledge (dungeoneering) +13, Knowledge (local) +9, Listen +15, Ride +12, Sense Motive +15, Spot +16, Swim +8

**Possessions** +1 chain shirt, +1 heavy steel shield, +2 warhammer, masterwork dagger, *potion of hide from undead*, 6 globes of fire salts, 14 pp, 14 gp, 8 sp.

### Torban Crumbtooth

CR 9

Male Darakhul Human Aristocrat 2/Rogue 5

CE Medium Undead (Augmented Humanoid)

Appendix A

**Init** +7; **Senses** 120 ft darkvision, Listen +14, Spot +13

**Languages** Common, Darakhul, Draconic, Dwarven, Undercommon

**AC** 23 (27), touch 13, flat-footed 20 (+4 armor, +3 Dex, +4 natural, +2 shield); +4 to AC while on the howdah, uncanny dodge

**hp** 57 (7d12 HD)

**Immune** undead traits

**Resist** turn resistance +4

**Fort** +1, **Ref** +9, **Will** +10; evasion

**Weakness** daylight weakness

**Spd** 30 ft. (6 squares), burrow 15 ft.

**Melee** +1 bastard sword +9 (1d10+5/19–20) or bite +8 (1d8+4 plus paralysis (DC 19) and darakhul fever(DC 16)) and claw +6 (1d4+2 plus paralysis (DC 19)) and claw +5 (1d4+2 plus paralysis (DC 19))

**Ranged** shortbow +7 (1d6) or alchemical fire salts +7 (2d8 plus splash)

**Base Atk** +4; **Grp** +8

**Atk Option** sneak attack +4d6 (includes Ambush feat)

**Combat Gear** *potion of barkskin* +4, six globes of fire salts

**During Combat** Torban sits atop the carrion beetle and throws his alchemical fire and fires his shortbow. He enjoys fighting with his bastard sword against slaves and especially enjoys striking with his sneak attack bonus. He's currently wooing Lady Kairacal, not all that successfully, but killing a surface dweller might impress her, so he's a bit foolhardy in taking risks.

**Abilities** Str 19, Dex 17, Con —, Int 20, Wis 19, Cha 23

**SQ** trapfinding, trap sense +1

**Feats** Ambush\*, Exotic Weapon Proficiency (bastard sword), Improved Initiative, Iron Will, Lightning Reflexes, Multiattack, Track

**Skills** Appraise +12, Climb +20, Bluff +14, Disguise +16, Handle Animal +11, Heal +7, Hide +10, Intimidate +17, Knowledge (dungeoneering) +13, Knowledge (local) +13, Listen +12, Ride +12, Sleight of Hand +13, Spot +11, Survival +14 (+12 above ground), Swim +12, Tumble +11

**Possessions** combat gear, +1 studded leather, +1 buckler, +1 bastard sword, shortbow and 20 arrows, 14 gp, 5 sp, 7 cp

## The Crown and the Pit (EL 9)

The Crown of Air and Darkness may be hidden within the Pit of All Flesh. Going down into the pit is a terrible idea, as it is filled with liquefied zombie flesh, the result of many years of sacrifices to Orcus and the more recent slaughter of an entire city of dwarves. Dwarven bones still rise up out of the mists and muck.

Creatures entering the Pit must make a DC 19 Fort save or be nauseated until they leave or are restored with a *cure disease* or *heal* spell. If you decide that the Crown is hidden here, the oozing flesh protects it well. The Crown is 10' down under this muck. The best way to retrieve it is by using a spell cleverly, or sending a construct or undead creature into the slime to bring it up.

Living creatures actually entering the liquefied flesh may be infected with darakhul fever (Fort Save DC 20) just by the contagious nature of the mess. If infected the PC walks back up out of the slime turning into a ghoul ... or they may disturb the plague bearer otyugh that guards the pit.

*You wade into the shallows near the bottom of the ramp when a ripple goes through the muck ahead. Something moves under the slime—and it bursts to the surface with a splash of nasty liquid and a thrashing mass of tentacles. The creature is cutting you off from the ramp!*

The darakhul call the **advanced plaguebearer otyugh** the Lord of Old Flesh. It's very fast and very large, and can easily bull rush characters into the deep end of the Pit – not to mention, infecting them with multiple diseases. As soon as the otyugh rises, its aura affects everyone within 40 feet.

### The Lord of Old Flesh

#### Advanced Plague Bearer, Quickling Otyugh CR 9

NE Huge Aberration

MM 264, *Advanced Bestiary* 194 and 209

**Init** +11; **Senses** darkvision 60 ft., scent; Listen +9, Spot +9

**Aura** disease cloud (40 ft., DC 24)

**Languages** Common

**AC** 26, touch 15, flat-footed 19 (+3 Dex, +4 dodge, +11 natural, -2 size); Dodge, Mobility

**hp** 164 (14d8+98 HD); fast healing 1

**Immune** disease

**Fort** +11, **Ref** +7, **Will** +10

**Spd** 80 ft. (16 squares); Spring Attack

**Melee** 2 tentacles +14 (2d6+5 plus disease) and bite +11 (1d6+2 plus disease) or *rapid attacks* 3 tentacles +12 (2d6+5 plus disease) and bite +9 (1d6+2 plus disease)

**Space** 15 ft.; **Reach** 15 ft. (20 ft. with tentacles)

**Base Atk** +10; **Grp** +23

**Atk Options** constrict, improved grab, Quick Draw

**Abilities** Str 20, Dex 16, Con 24, Int 5, Wis 12, Cha 6

**SQ** carrier, diseased skin, quick, quick casting, quick incubation

**Feats** Alertness, Dodge<sup>B</sup>, Improved Initiative<sup>B</sup>, Improved Natural Attack (tentacle), Mobility<sup>B</sup>, Multiattack, Toughness, Weapon Focus (tentacle)

**Skills** Hide +0 (+8 in its lair), Listen +9, Spot +9



**Carrier (Ex)** The otyugh is completely immune to all natural, magic and psionic diseases but it acts as a carrier and can infect others.

**Constrict (Ex)** The otyugh deals automatic tentacle damage with a successful grapple check.

**Disease (Ex)** With a successful tentacle, bite or constrict attack, the target must make a Fortitude save (DC 24). If the save fails the victim contracts red ache, shakes and slimy doom.

**Disease Cloud (Ex)** Any opponent within 40 ft. of the otyugh must succeed on two Fortitude saves (DC 24) or contract crackle fever on the first failure and mindfire on the second failure.

**Diseased Skin (Ex)** Any creature that bites the otyugh, must make a Fortitude save (DC 24) or become afflicted with blinding sickness.

**Improved Grab (Ex)** To use this ability, an otyugh must hit with its tentacle attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it gets a hold, the otyugh can constrict.

**Quick (Ex)** The otyugh has a +4 Dodge bonus to its AC.

**Quick Casting (Ex)** When casting a spell with a casting time greater than 1 standard action, this otyugh can cast it in 1 standard action.

**Quick Incubation (Ex)** Each disease that the otyugh carries has an incubation period of 1 round.

**Rapid Attacks (Ex)** The otyugh may modify all its melee attack rolls with its Dexterity modifier instead of Strength modifier. When it makes this substitution, it may make one additional attack with its tentacle at its full attack bonus whenever it makes an attack or full attack action.

### 13. The Marshlight Caverns (EL 8 or 9)

*The air gets thicker, heavy with moisture, and the walls of the tunnel are slick with water. By the time the tunnel opens up into a wet, misty region it's almost no surprise. The ground is mucky and the mud is warmer than you'd expect, but there are some raised paths out of the muck, one leading left and one following the cavern wall to the right. You see a light, like a dark elven lantern, off to the left, about 300 feet away.*

Four will-o'-wisps live in this underground swamp, which is heated by boilingwater from a central heated core that feeds geysers throughout the cavern. They attempt to lure the party toward the geysers' eruption and to deep muddy pits by posing as "elven lights." The will-o-wisps can trigger geysers with their electrical touch attack by setting off pockets of the natural geothermal heat.



#### Moving through the Swamp

There's space to go single-file easily and doubled-up for small characters on the paths. Once the party leaves the paths, movement becomes difficult.

The mists, shifting terrain, and poor visibility make it easy for travelers to lose their bearings, requiring a Survival DC 15 check when the party strikes out over the trackless area. They may not realize they are lost for several hours, per the rules (DC 20 -1 per hour to realize you are lost). Characters with 20 ft movement cover 4 miles in 8 hours, 30 ft movement covers 6 miles per 8 hours.

**Marsh Combat:** The difficult terrain and poor visibility increase the movement cost to x4 per square. All movement is hampered (no charging or running). Any character with less than a 20 ft. movement rate must spend a full-round action to move even a 5-foot step.

## Underdark Locations & Encounters

**Geysers (CR 9):** superheated steam cloud (30' radius, 4d6 heat damage/round for 15 rounds, DC 22 Reflex save for half damage).

The party can see the will-o-wisps (DC 10 Spot), but identifying them as wisps rather than lanterns takes a DC 33 Spot. They wait patiently until the party is lost and weakened by repeating geysering before attacking.

The will-o-wisps wait until the party has gone out as far as possible on the paths, and then try to lure their prey into the swamp itself with their lights. Once the PCs are a hundred yards or more from solid ground, they use the geysers. The will-o-wisps close to attack range only when at least one PC is prone and immobile. Two wisps are an EL 8 encounter; four are EL 9. Read the following when the will o'wisps move in for the kill:

*The geysers seem to stop, and the distant lanterns light grow closer quickly. At first you think someone is bringing help, but the lights come very, very fast. As they fly overhead, they cut loose with jagged bolts of lightning.*

**Tactics:** One wisp triggers a geyser every other round, changing the terrain to try to split the party. If the party flies, the wisps attack entirely with their touch shock. Two wisps always concentrate against a single foe (ideally, a slow-moving one). They fight until wounded below 40% of their hit points, then retreat to strike again later.

### Shocker Will-O'-Wisps (2 to 4)

CR 6

CE Small Aberration (Air)  
MM 255  
hp 44, 41, 40, 36 (9 HD)

These creatures are identical to MM will o'wisps except that their electrical touch attack gains a 20-foot range.

**Treasure:** The will-o'-wisps have no treasure. Their victims' belongings either sink or rot away.

## 14. Blinderstal, the Dark Creeper Stronghold (EL 8)

If the party follows the western edge of the cavern closely, they may find Blinderstal, the only surviving dark creeper and dark stalker stronghold in this part of the underdark. The creepers are not exactly hostile, but they aren't friendly either. They don't speak Undercommon. The **dark creepers** are the sneak thieves and bandits of the underdark, always living on the work of others. Their own food comes from eating bats and crickets when the caravan pickings are slim.

*You smell something before you see the outline of a door; it's a smell like old socks or unwashed bodies, stuffy and nasty. There are small creatures near the door, like dwarves, but wrapped head to toe in black strips of cloth. There's at least four of them, all holding crossbows pointed at you. They speak, but you don't understand a word.*

The guards beyond the door are a completely paranoid group of six dark creepers. Ask the party to make an immediate DC 20 Diplomacy check to avoid an attack with leveled crossbows (shifting them from Hostile to merely Unfriendly). Dark creepers only speak Dark Stalker, so *tongues* or other means of communication will be required. To get the dark creepers to agree to allow the party food, shelter, or supplies from their settlement, the party must win them over with a DC 35 Diplomacy check. The dark creepers are much too jumpy to make this easy. Combat is very likely.

If the party does succeed over the language barrier and makes friends through Diplomacy, the dark creepers don't get chummy. While they allow them to visit as "foolish surface dwellers who were unprepared", their pity does not extend to an open hand. All supplies cost 10x surface prices, and many aren't available. The whole time the party is at the settlement, ten or a dozen crossbows are kept leveled at them. If the party chooses to haggle over price, remind them of this.

### Dark Creepers, 4th-Level Warriors (6)

CR 4

CN Small Humanoid (Dark Creeper)

*Tome of Horrors* 87

**Init** +3; **Senses** darkvision 60 ft., detect magic, see in darkness; Listen +3, Spot +3

**Languages** Dark Stalker

**AC** 19, touch 14, flat-footed 16 (+3 Dex, +3 natural, +2 shield, +1 size)

**hp** 35, 30, 28, 27, 25, 23 (4d8+8 HD)

**Fort** +6, **Ref** +4, **Will** +1

**Weakness** light blindness

**Spd** 30 ft. (6 squares)

**Melee** +1 dagger +9 (1d3+1/19–20)

**Ranged** light crossbow +8 (1d6/19–20)

**Base Atk** +4; **Grp** +0

**Combat Gear** potion of *cure light wounds*

**Special Actions** create darkness

**Abilities** Str 13, Dex 17, Con 14, Int 10, Wis 11, Cha 6

**SQ** death throes, natural armor

**Feats** Alertness, Weapon Finesse

**Skills** Climb +1, Hide +13, Listen +3, Move Silently +9, Sleight of Hand +4, Spot +3

**Possessions** combat gear, +1 *light steel shield*, +1 *dagger*, light crossbow and 20 bolts, plus one of the following on each creeper: silver dagger, sunstone, 50-foot spider silk rope, wineskin filled with mushroom brandy (200 gp on surface), mirrored helmet (25 gp), and small waterskin.

**Create Darkness (Su):** Three times per day, a dark creeper can create darkness identical to the *darkness* spell (caster level 5th).

**Death Throes (Ex):** When killed, a dark creeper spontaneously explodes in a flash of white-hot light. All creatures within a 10-foot radius must succeed on a DC 12 Fortitude save or be blinded (as the *blindness* spell) for 1d6 x 10 minutes. The save DC is Constitution-based.

**Detect Magic (Su):** A dark creeper can continuously *detect magic* as the spell (caster level 5th). It can suppress or resume this ability as a free action.





**Light Blindness (Ex):** Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds dark creepers for 1 round. On subsequent rounds, they are dazzled as long as they remain in the affected area.

**Natural Armor (Ex):** Dark creepers' clothing consists of layer upon layer of rotted cloth. This grants the dark creeper a +3 natural armor bonus.

**See in Darkness (Su):** Dark creepers can see perfectly in darkness of any kind, including that created by *deeper darkness* spells.

**Skills:** Dark creepers have a +4 racial bonus on Hide and Move Silently checks.

Killing the dark creepers certainly gets the party past the doorway, but it doesn't really help. There are 242 dark creepers and 21 dark stalkers in the Blindersal settlement. The nearest friendly stronghold, Tendyocan, was wiped out by the darakhul, so there's a siege mentality at work.

Once 25 or more dark creepers die, the rest melt away through the other tunnels, toward Iddoret (where they inform the aboleth lord that the PCs are a threat to its power) or south and east to hire the cave dragon to slaughter the party, or (if the party didn't enter from the Marshlight side) even into the swamp to report the threat to the darakhul outpost north of there.

**Treasure:** The dark creepers don't have much. They spend most of what they steal to buy food and supplies from more successful races in Iddoret or from the deathcaps.

## 15. The Forest of Forgetting (EL 8)

This is a major food source for this region and a grazing area for carrion beetles. The white mushrooms stand from 8 to 30 feet tall. The deathcap mycolids (see page 129) live here among their crops to watch over them. They have gathering areas near water that are usually called villages, but there are no houses. Groups of mycolids gather, speak, trade, and mate in large circular gatherings.

*You see a cavern filled with white fungoid trees, mushrooms that have branches and fleshy roots. Their leaves are mushroom caps, and the whole cavern smells like fresh mushrooms. A few paths lead away through the forest, well-worn trails obviously used by the inhabitants. 0.03*

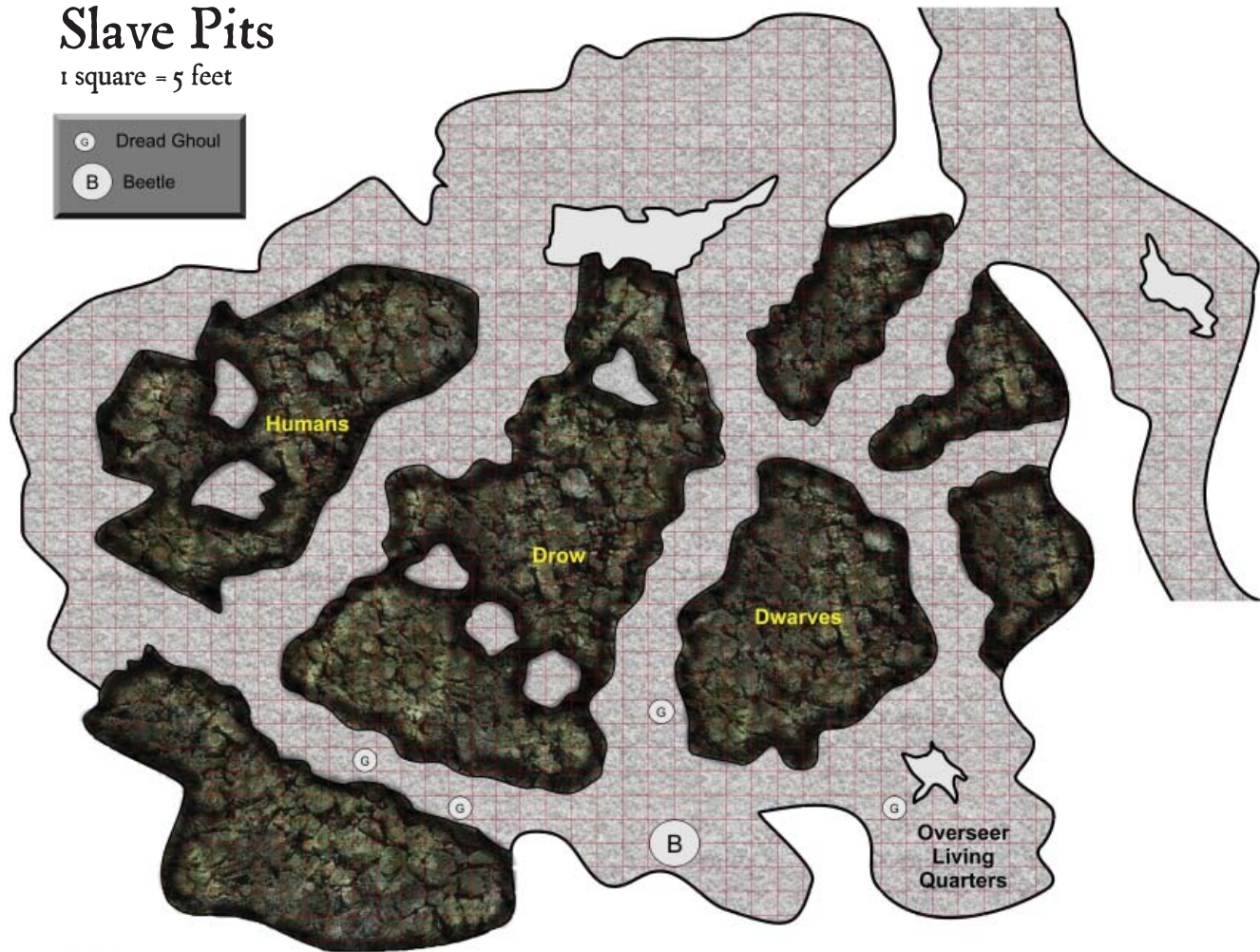
A character examining the mushroom trees closely gets a DC 32 Survival check. If successful, it's clear that these mushrooms are related to varieties that are used in sleeping potions on the surface. Breathing characters walking in among the fungal trees may suffer forgetfulness and sleep effects within 10 minutes.

**White Fungoid Spores (CR 7):** Naturally occurring sleep poison; inhaled DC 22; sleep/sleep; Craft DC n/a, Price n/a. An initial DC 22 Fort save avoids the slumber effect; those who fail immediately sit down and sleep for 1 hour. Those who fail the secondary save sleep for an additional 24 hours, guaranteeing their capture by the deathcaps. Those who successfully save wander for 1 minute after the saving throw in a dazed condition. If they do not leave the forest within 1 hour, they must make another saving throw.



## Slave Pits

1 square = 5 feet



Creatures that fall asleep here are usually bartered to the ghouls by the deathcap mycolids. A wandering group of deathcap “foresters” discovers sleepers within 1d6 x 10 minutes. They bind them with rope and make sure that they are unarmed.

### Captured PCs

Any PCs will be tied very tightly and manacled (Escape Artist DC 25) and then sold off to the nearest ghoulish flesh-merchant. The party may find the captured PCs again if they visit the food-market or the slave pens in the White City.

### 16. Slave Pits (EL 9 and EL 9)

*You see a cavern with many pits. In these pits, humans, dwarves, and drow wearing manacles, and tattered clothes sit and stare listlessly. Above the pits, humanoid guards roam; one is climbing out of a pit dragging a silent dwarf. Four or five guards are gathering in an empty pit at the far end where an enormous beetle is clicking its mandibles.*

The **dread ghost guards** are excellent climbers and can scramble up and down the pit walls with relatively little trouble. Anyone else must make a DC 25 Climb check to climb the wet, slick walls.

The slave pits are full: **22 drow**, **9 humans**, and **35 dwarves**. The guards watch to see which are the strongest and most worthy of being offered conversion into ghouldom. (This involves infection by the strongest guard, and then a clean kill by poison once the infection sets in). The rest will be eaten, turned into slaves, or fed to the beetles.

The dwarf is being offered to a **carrion beetle** as punishment. If the PCs do not interfere, the beetle kills the dwarf in three rounds and eats the remains.

### Dread Ghastr Slaver Guards (6)

CR 4

Male Human Dread Ghastr Fighter 3

CE Medium Undead (Augmented Humanoid)

Appendix A

**Init** +3; **Senses** darkvision 60 ft.; Listen +3, Spot +4

**Aura** command ghouls and ghastrs (30 ft.), stench (20 ft., DC 15), unnatural (30 ft.)

**Languages** Common, Dwarven, Undercommon

**AC** 20, touch 13, flat-footed 17 (+3 armor, +3 Dex, +4 natural); Dodge

**hp** 24, 23, 22, 20, 19, 11 (3d12 HD)

**Immune** undead traits

**Resist** turn resistance +4

**Fort** +3, **Ref** +6, **Will** +4



**Spd** 30 ft. (6 squares), climb 15 ft.

**Melee** MW greataxe +8 (1d12+6/x3) or  
bite +7 (1d8+4 plus paralysis) and  
2 claws +2 (1d4+2 plus paralysis)

**Ranged** MW shortbow +8 (1d6/x3)

**Base Atk** +3; **Grp** +5

**Atk Options** Point Blank Shot, Power Attack

**During Combat** The dread ghosts aren't used to much resistance. They leap from section to section on the walls above the pits. Characters doing likewise must make frequent Jump checks; anyone hit while balancing on top of the slave pens must make a Balance check as usual.

**Abilities** Str 18, Dex 17, Con —, Int 16, Wis 17, Cha 18

**SQ** create spawn

**Feats** Dodge, Lightning Reflexes, Point Blank Shot <sup>B</sup>, Power Attack, Weapon Focus (shortbow) <sup>B</sup>

**Skills** Balance +6, Climb +12, Handle Animal +9, Intimidate +9, Jump +19, Knowledge (local) +5, Ride +10, Spot +4

**Possessions** +1 leather, MW shortbow with 19 arrows, MW greataxe, 7 pp, 15 gp, 7 sp.

*The orange carapace on this beetle is decorated with markings cut into the shell: small runes, skulls, and fists. The beetle itself hisses loudly and moves its jaws, ready to feed on the helpless slaves running all around it in the pit.*

The beetle doesn't care who it eats, really, though it is just barely smart enough to know that the handlers aren't good eating. It uses its Snatch ability to grab and hold a creature; each round it deals automatic bite damage and spits acid — holding the creature in its jaws means no Reflex save against its acid spit is allowed.

### Advanced Carrion Beetle

CR 9

N Huge Vermin

Appendix A

**Init** +0; **Senses** darkvision 120 ft.; Listen +7, Spot +1

**AC** 18, touch 8, flat-footed 18 (+10 natural, -2 size)

**hp** 155 (18d8+72 HD)

**Immune** mind-affecting, paralysis

**Fort** +15, **Ref** +6, **Will** +7

**Spd** 30 ft. (6 squares), burrow 20 ft, climb 10 ft.

**Melee** bite +20 (3d6+9) and 2 claws +15 (1d6+4)

**Ranged** acid spit +11 touch (4d6 acid)

**Space** 15 ft; **Reach** 10 ft.

**Base Atk** +13; **Grp** +30

**Atk Options** Snatch **Abilities** Str 28, Dex 10, Con 19, Int —, Wis 13, Cha 10

**Skills** Climb +17, Listen +7, Spot +1

**Acid Spit (Ex)** The advanced carrion beetle can spit in a 30-ft. line, once every 6 rounds; damage 4d6 acid, Reflex DC 21 half. The save DC is Constitution-based.

## 17. The Bat Mountain (EL 10)

An enormous mound of bat guano fills this cavern. The colony of over 10 million bats on the ceiling flies out every night through a narrow vertical chimney more than 800 feet up.

*You smell and hear signs of the cavern ahead: bat droppings, and the high-pitched squeaks of their flight. The noise is almost a continuous roar, and the tunnels are filled with vermin: roaches, centipedes, cave crickets. Up ahead, a dozen pale figures fill sacks and baskets with bat droppings from a huge mountain of the stuff, taller than you can see.*

This is one of the few areas where the surface world comes close. It is an incredibly valuable piece of property. Lesser ghouls mine the 400' high pile of guano and carry it many miles to the Glowing Forest or the Forest of Forgetting, to trade to the deathcaps. The work is difficult and verminous, as small cockroaches, centipedes, and beetles also feed on the guano.

### Designer's Note: Whispering Moths

This is one of the copyright compromises that I hate. The whispering moth swarm conversion that Randy Dorman did over at Frilond Campaign is a good one, capturing the flavor of the swarm with 3E mechanics. But it's not Open content, so I can't use it here. Fortunately, I can refer to it, and anyone can print a copy from that site. My apologies for the inconvenience.

## Underdark Locations & Encounters

Characters wishing to exit this way need to *levitate*, *fly*, or climb up 500 feet on a negative slope covered with bats and moisture (DC 40 Climb check) just to get to the exit tunnel. It's much easier climbing in the chimney (DC 30), but it goes another 100 feet up before the tunnel narrows sharply. Tiny creatures pass through easily. Small creatures can get through with a successful Escape Artist DC 30 check. Other creatures just won't fit without magical aid.

Any interference with the deathcap's fertilizer supply brings a group of Praetorian Guards (see page 39) and then an entire legion within 24 hours.

### 18. The Glowing Forest (EL 13)

A swarm of whispering moths (see sidebar) lives here, both in a glowing larval form that resembles stars (but is really their cocoons attached to the ceiling) and in the usual swarm form that whispers and drives creatures mad. The swarm approaches from a great distance.

*A forest of mushrooms, many up to 8 or 12 feet tall, fills this huge cavern. Small paths lead through them, and overhead, lights twinkle like stars. The stars are a bit too yellow or green to be real heavenly bodies; maybe they are small magical lights, very high up.*

Read the following when the party is at least one mile deep into the forest:

*At first it seems that maybe dawn is coming. You realize that's impossible, but still, the lights grow stronger. You hear a whispering sound that you almost understand.*

The sound and the lights belong to a whispering moth swarm. Any character who fails a DC 18 Will save will be confused for 24 hours. See the Frilond Campaign site for details of the swarm (<http://home.gwi.net/~rdorman/frilond/whisper.htm>).

### 19. Cinnabar Mines (EL 10)

This section of caverns is filled with reddish dust from a cinnabar mine: the ghouls gather cinnabar and treat it to release mercury for their alchemy and use in the cities.

*Red dust fills the passageway ahead, clouding your vision. The sound of iron tools hitting stone rings through the tunnel, and you see two dusty, armored humanoid figures about 60 feet ahead, watching.*

The miner ghouls are four dread ghouls and twenty-seven ghosts, with two darakhul overseers. They don't want a lot of trouble; they just want to keep digging out ore to sell in the White City or Vandekhul. If the party makes any threatening



*The Fungal Forest*



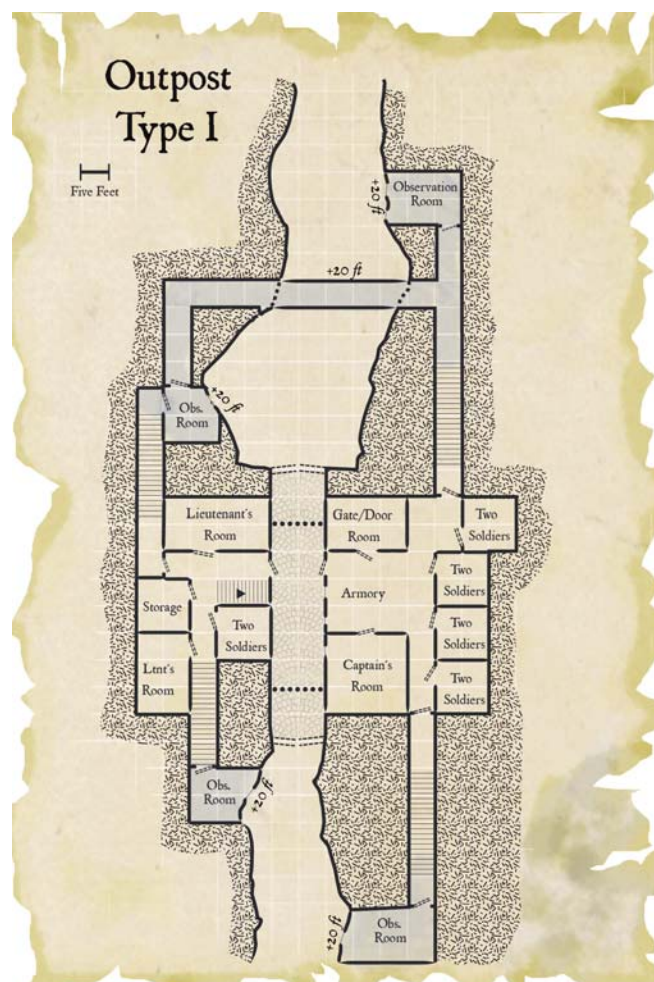
moves, the ghouls attack in a wave, followed by the dread ghouls and overseers. Any survivors return with an Imperial hunter or a Praetorian patrol within 24 to 36 hours (and as little as 8 hours if they can flee toward the city of Fretlock).

**Treasure:** The ghouls have almost 400 pounds of cinnabar ore loaded into leather sacks. This is worth 2,400 gp at any ghoulish settlement, but only one-fifth that amount on the surface.

## 20. Ghoulish Outpost (EL 12)

*The tunnel ahead is sealed with a metal gate 10 feet wide and 15 feet tall; you hear a voice behind and above you somewhere shouting in a language you don't understand, which then switches to Dwarven. "No entry without paying the toll. Leave 200 gp for your caravan before the gate, and walk until I can no longer hear you. If you do not obey, you cannot pass."*

This can be any of the small border outposts that defend the Empire. The usual staff is a single darakhul captain, two lieutenants (one a priest or necromancer), and some dread ghouls and lesser ghouls. The officers are at a range of Challenge Ratings so that you can assign the right officer to the right outpost.



The first outpost should probably just have a lieutenant present (with the captain and lieutenant on patrol). The second outpost could have two officers (one of which might lead a sally against the PCs, the other staying behind to fight from inside the defenses). The third outpost would have a full officer staff.

Captain Oresto is a blond, grey-eyed darakhul with plenty of combat experience who led a surface company of mercenaries for years before being ambushed by one of Waldemar Marrowfat's raiders 12 years ago. He shifted his allegiance whole-heartedly to the Empire, and now leads with determination and skill.

Read the following if the party destroys all the lesser ghouls and any one of the leaders:

*A leader steps forward, heavy crossbow at the ready, his battle axe close to hand. "You have defeated the weak among us. You may pass once. Do not come this way again."*

Captain Oresto is happy to see the back of the PCs if they trash his troops, but he doesn't just wave them through. By the time he makes his offer, he has already sent a runner ahead to the nearest outpost, warning them. Oresto expects reinforcements within a day or three. When the PCs return, the soldiers here are upgraded from advanced ghouls to ghouls, from ghouls to dread ghouls.

### Captain Oresto Cipic

CR 12

Male Darakhul Human Fighter 8

NE Medium Undead (Augmented Humanoid)

Appendix A

**Init** +5; **Senses** darkvision 120 ft.; Listen +8, Spot +6

**Languages** Common, Infernal, Darakhul

**AC** 24, touch 11, flat-footed 23 (+7 armor, +1 Dex, +4 natural, +2 shield); Deflect Arrows, Dodge

**hp** 63 (8d12 HD)

**Immune** undead traits

**Resist** turn resistance +4

**Fort** +6, **Ref** +7, **Will** +8

**Weakness** daylight weakness

**Spd** 20 ft. (4 squares), burrow 10 ft

**Melee** +1 ghoulish touch battleaxe +17/+12 (1d8+7/x3 plus paralysis) or heavy mace +15/+10 (1d8+6) or bite +14 (1d8+6 plus paralysis (DC 18) and darakhul fever (DC 18)) and claw +12 (1d4+3 plus paralysis (DC 18))

**Ranged** heavy crossbow with +1 keen bolt +13 (1d10/17–20)

**Base Atk** +8; **Grp** +14

**Atk Options** Blind-Fight, Combat Reflexes

**Combat Gear** *potion of reduce person*

**During Combat** The ghouls have no intention of leaving the safety of their walls and crossbow slits for a face-to-face combat, especially if they see a cleric in the party. They use their crossbows and spells to target the cleric first, and they use *ghoulish touch* and poison weapons rather than claws in hand-to-hand combat.

**Abilities** Str 22, Dex 20, Con —, Int 19, Wis 19, Cha 19

**Feats** Blind-Fight, Combat Reflexes<sup>B</sup>, Deflect Arrows, Dodge<sup>B</sup>,



## Underdark Locations & Encounters

Greater Weapon Focus (battleaxe)<sup>B</sup>, Improved Unarmed Strike, Iron Will<sup>B</sup>, Multiattack<sup>B</sup>, Quick Draw, Track<sup>B</sup>, Weapon Focus (battleaxe, heavy mace)<sup>BB</sup>

**Skills** Climb +9, Escape Artist +2, Handle Animal +9, Intimidate +20, Jump +2, Knowledge (dungeoneering) +12, Listen +8, Move Silently +5, Ride +10, Search +5, Spot +6, Survival +9 (+6 above ground), Swim +6

**Possessions** combat gear, +1 banded armor, +1 light steel shield, +1 battleaxe, heavy crossbow with 10 +1 keen crossbow bolts, heavy mace, boots of elvenkind, 11 pp, 19 gp, 8 sp, 12 cp

Lieutenant Elvossa is striking: once a drow, her skin remained black and her hair stayed white, but she now sports large fangs (which some PCs may mistake for vampire fangs) and her hands are strong claws. She thinks of herself as the true leader of the outpost, due to her superior drow blood and her understanding of the Death God's faith.

While she always obeys orders from Captain Oresto, she is eager for a chance to assume command. If the party defeats the captain, she will assume command and negotiate, then betray the party as soon as possible. Her treacherous drow heritage remains with her in undeath.

### Lieutenant Elvossa Corpsecandle

CR 10

Female Darakhul Drow Cleric 7 of the Death God

CE Medium undead (Augmented Humanoid)

Appendix A, MM 103

**Init** +3; **Senses** darkvision 120 ft.; Listen +13, Spot +10

**Languages** Common, Darakhul, Elven, Gnome, Undercommon

**AC** 24, touch 12, flat-footed 22 (+6 armor, +2 Dex, +4 natural, +2 shield)

**hp** 51 (7d12 HD)

**Immune** sleep; undead traits

**Resist** turn resistance +4; **SR** 18

**Fort** +5, **Ref** +7, **Will** +13 (+15 against spells or spell-like effects); +2 against enchantments

**Weakness** daylight weakness, light blindness

**Spd** 20 ft. (4 squares), burrow 10 ft.

**Melee** +1 heavy mace +11 (1d8+6) or  
bite +10 (1d8+5 plus paralysis (DC 19) and darakhul fever (DC 19)) and  
claw +8 (1d4+2 plus paralysis (DC 19)) or  
+7 melee touch spell, +6 ranged touch spell

**Ranged** hand crossbow +8 (1d4/19–20 plus poison)

**Base Atk** +5; **Grp** +10

**Special Actions** death touch 1/day, rebuke undead 9/day (+8, 2d6+13, 7th)

**Cleric Spells Prepared** (CL 7<sup>th</sup>, 8<sup>th</sup> for Evil spells)

4<sup>th</sup>—*inflict critical wounds* (DC 18), *grave healing*<sup>\*</sup>, *unholy blight*<sup>DE</sup> (DC 18)

3<sup>rd</sup>—*helping hand*, *inflict serious wounds* (+7 melee touch, DC 17), *magic circle against good*<sup>DE</sup>, *searing light* (+6 ranged touch)

2<sup>nd</sup>—*desecrate*<sup>DE</sup>, *owl's wisdom*, *ghastly stench*<sup>\*</sup> (DC 16), *remove paralysis*, *sound burst* (DC 16)

1<sup>st</sup>—*cause fear* (DC 15), *deathwatch*<sup>F</sup>, *hide from undead* (DC 15), *magic weapon*, *protection from good*<sup>DE</sup>

0—*cure minor wounds*, *detect magic*, *guidance*, *inflict minor wounds* (+7 melee touch, DC 14), *resistance*

<sup>D</sup> Domain spell, <sup>E</sup> Evil spell; **Domains** Death, Evil

### Spell-Like Abilities (CL 7<sup>th</sup>)

1/day—*dancing lights*, *darkness*, *faerie fire*

**During Combat** Elvossa still hates surface elves more than anyone else, and targets them with her poisoned crossbow bolts, then with *unholy blight*, *inflict critical wounds* and inflict death ability. She uses her ability to bolster undead if she sees a cleric among the party.

**Abilities** Str 21, Dex 16, Con —, Int 18, Wis 22, Cha 22

**SQ** drow traits, poison, spontaneous casting (*inflict* spells)

**Feats** Improved Turning, Iron Will<sup>B</sup>, Lightning Reflexes, Multiattack<sup>B</sup>, Scribe Scroll, Track<sup>B</sup>

**Skills** Climb +9, Concentration +16, Intimidate +15, Knowledge (dungeoneering) +12, Knowledge (religion) +10, Listen +13, Search +10, Spot +10

**Possessions** +1 chainmail, +1 light wooden shield, +1 heavy mace, hand crossbow with 20 bolts, silver holy symbol, 13 gp, 10 sp, 13 cp

**Death Touch (Su)** Once per day, Elvossa can attempt to use her death touch ability. She must succeed on a melee touch attack against a living creature. When she touches, roll 6d6. If the total at least equals the creature's current hit points, it dies (no save).

**Light Blindness (Ex)** Abrupt exposure to bright light (such as *sunlight* or a *daylight* spell) blinds Elvossa for 1 round. On subsequent rounds, she is dazzled as long as she remains in the affected area.

**Poison Use (Ex)** An opponent hit by Elvossa's poisoned weapon must succeed on a DC 13 Fortitude save or fall unconscious. After 1 minute, the subject must succeed on another DC 13 Fortitude save or remain unconscious for 2d4 hours.

Tall at over six feet, blond and strong, Lieutenant Killick seems a strange darakhul to be a master of stealth and scouting, but that's his expertise. His teeth are shockingly white and his claws are perfectly groomed and reinforced with magical infusions. He loves to smile in the dark, where his bright teeth and dark dress make his grin seem to float in midair.

### Lieutenant Killick Milkeye

CR 9

Male Darakhul Human Rogue 7

LE Medium Undead (Augmented Humanoid)

Appendix A

**Init** +6; **Senses** darkvision 120 ft.; Listen +11, Spot +7

**Languages** Common, Undercommon, Dwarven, Draconic, Elven, Gnome, Goblin

**AC** 24, touch 17, flat-footed 18 (+3 armor, +6 Dex, +1 deflection, +4 natural); uncanny dodge

**hp** 47 (7d12 HD)

**Immune** undead traits

**Resist** turn resistance +4

**Fort** +2, **Ref** +11, **Will** +6; evasion

**Weakness** daylight weakness

**Spd** 30 ft. (6 squares), burrow 15 ft.

**Melee** +1 ghoul touch club +10 (1d6+5) or  
bite +9 (1d8+4 plus paralysis (DC 17) and darakhul fever (DC 17)) and  
2 claws +7 (1d4+2/19–20 x3 plus paralysis (DC 17))

**Ranged** shortbow +11 (1d6)

**Base Atk** +5; **Grp** +9

**Atk Options** sneak attack +4d6

**Combat Gear** wand of levitation (23 charges)

**Special Actions** Eater of the Dead

**Before Combat** Killick tends to use his *wand of levitation* to hide on the ceiling of the cavern or up above a door in the outpost itself (gaining a +8 circumstance bonus to his Hide checks for being out of the line of sight and out of illumination). This means he usually gains a surprise round for a sneak attack, followed by either retreating back to the ceiling or attempts to coup de grace a paralyzed foe.

**Abilities** Str 19, Dex 22, Con –, Int 19, Wis 15, Cha 18

**SQ** trapfinding, trap sense +2

**Feats** Alertness, Eater of the Dead\*, Improved Unarmed Strike, Iron Will<sup>B</sup>, Multiattack<sup>B</sup>, Razor Claws\*, Track<sup>B</sup>

**Skills** Appraise +13, Climb +12 (+14 using ropes), Decipher Script +13, Diplomacy +11, Escape Artist +16 (+18 with ropes), Hide +15, Intimidate +19, Jump +16, Knowledge (dungeoneering) +12, Knowledge (local) +8, Listen +11, Open Lock +15, Spot +7, Tumble +15, Use Magic Device +13 (+15 with scrolls), Use Rope +16 (+18 involving bindings)

**Possessions** combat gear, +1 leather, +1 ghoul touch club, cloak of protection +1, masterwork thieves' tools, 5 sp, 2 cp

### Lesser Ghoul Soldiers (2d6+4)

CR 2

Male and Female Advanced Elite Ghouls

MM 118; see Legion of the Damned encounter page 42

hp 17 each (3d12 HD)

**Melee** bite +4 (1d6+3 plus paralysis) and 2 claws +2 (1d3+1 plus paralysis)

**Ranged** heavy crossbow +4 (1d10/19-20)

**Feats** Multiattack

**Treasure:** The outpost collects and keeps tolls from merchants and travelers, but sends a runner to the White City whenever the funds increase above 1,000 gp. Roll d1000 for the total coinage here. The coins include drow pieces of eight (spider on one side, hourglass on the other), derro marks (hammer on one side, bearded king surrounded by dotted circle on the other) and darakhul ducats (skull and bones on one side, a winged figure of the hunger god on the other).

## 21. The Fleshbrook Crossing (EL 11)

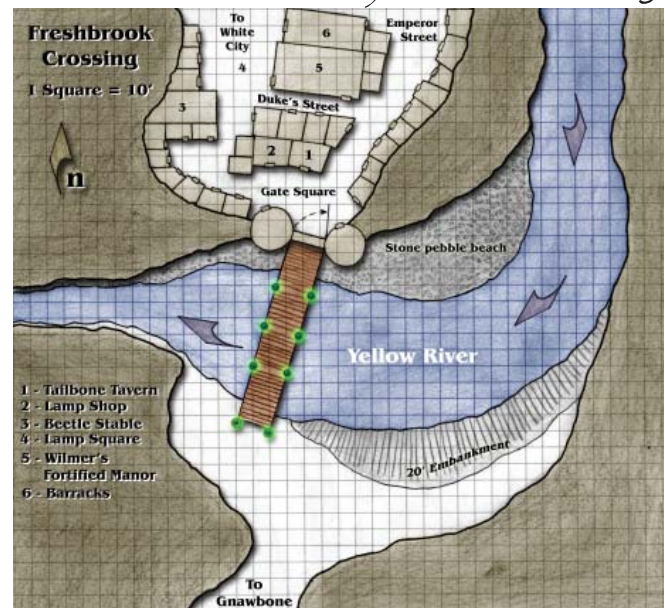
*You've seen dim light ahead for a while, growing brighter as you walk along the tunnel. When the cavern opens up, you hear rushing water – and see the light sources. A three-arched bridge spans a rushing river, and eight metal lanterns hang on posts all along the bridge, shining with unwavering yellow-green light.*

*The bridge leads up to an enormous stone door flanked by two small towers. The gate is shut.*

This settlement from the days of the 100 Kings is a valuable river-crossing site, settled by several hundred ghouls who engage in trade up and down river, as well as running caravans along the tunnels to Fretlock and the surface. The weakest of the Dukes, Wilmer Corpsefinger, rules the tiny city. He breeds lamp beetles and mines the saltpeter used in deadmind poison\*. Fleshbrook's single bridge over the Yellow River makes it a valuable strategic site.

The party can buy goods and services if they pass themselves off as merchants, or they can fight as many ghouls as they care to. Six dread ghosts and Vonder Gallowglass, the Captain of the Gate, defend the gate looking over the Yellow River.

## The Abandoned Crossing



In the city lives Tholon Poltracht, a priest of the Hunger God (cleric 9) and Wilmer himself, plus 50 dread ghosts equal to those in the outpost. The total population is 648: 14 darakhul, 40 dread ghosts, 490 lesser ghouls and ghosts, 92 slaves, and 12 carrion beetles.

The citizens work to breed and sell lamp beetles. This variety of common fire beetles projects a slightly brighter, yellow-green light, in a 20' radius. Their luminescent organs last longer than a week or more. Scribes and account-keepers prize the light as less fatiguing than reddish fire beetles or harsh magical lights. A single organ costs 25 gp.

About 3d6 visiting kobolds, troglodytes, derro, dark creepers, or others are present at any time. These visitors are busy purchasing lamp beetles, selling food slaves, or engaged in travel further into or out of the Empire.

## 22. The Abandoned Crossing (EL 12)

*The river here seems quick but shallow, with lots of head-sized stones littering the riverbed. The crossing is about 70 feet across from bank to bank; the main problem is that the roof is rather low, or maybe the water is just running high. The ceiling has many bright white, yellow, and orange stalactites each with a drop of shining water at its tips. The river smells faintly of rotten eggs.*

This stretch of shallow water offers a way to ford the Yellow River, though the crossing can be treacherous, strewn with stones and slippery footing at the best of times. The 3 foot-high water moves at a good speed. Worse, movement through the water attracts the attention of the four grey nisps that watch over this crossing. Though normally solitary fey, these nisps took and hold this river ford to serve the purposes of the Black Prince (see Darakhan, area 8).

## Underdark Locations & Encounters

The stalagmites collect drops of sulfuric acid, and the water is home to the grey nips. Anyone crossing must fight them.

**Fording the River:** The cold, rushing water is hazardous terrain requiring a DC 19 Balance check to wade through each round. Each square takes 2 squares of movement. Failure means slipping into the water. The current drags PCs who failed their check three squares through the rocks for 3d6 points bludgeoning damage. Worse, they fall into the hands of the nips as soon as they are out of torchlight or other illumination. Using ropes to cross safely will work — right until the nips cut the rope from underwater and then use the remaining piece to pull a victim downriver.

**Flying Across:** The sulfuric acid fumes and droplets among the stalactites can knock a flying creature senseless. Any creature flying over the crossing must make a DC 18 Fortitude save each round or be nauseated. A nauseated creature must make a DC 18 Fortitude save each round or fall unconscious from the fumes. Gaseous creatures (such as those using wind walk) suffer 6d6 acid damage from the fumes here in addition to the Fortitude saves.

If any nips escape, they tell the Black Prince about the enemies by swimming down to Fretlock or up to Wallenbrook Crossing and hiring a messenger. The Black Prince may use their deaths to demand a blood price when the party arrives in the White City (see the Black Prince's embassy at area 8).

### 23. The Hunger Oracle

On the distant southwestern edge of the empire, where many ghoule kings once ruled, are the royal tombs and a shrine to the Hunger God. The tombs are all dusty and rarely visited, but the shrine has survived as a place of pilgrimage. Darakhul come here to ask questions of the former royalty, speaking with the dead about ancient days, reconstructing lore of the warring times.

The shrine was once neutral ground among the warring kings, and served many faiths over the centuries. Its carvings include elder elemental gods, the spider goddess, and other deities. With a DC 20 Knowledge (Religion) check, characters can see that the shrine has always been a site of pilgrimage in the underdark because of its oracles and because it has been neutral ground for so long.

The priesthood welcomes all those who hunger, offering a scrap of unidentified meat and a safe lodging to travelers. Information is also available, though expensive. The cloaker oracle lives here, a heretic cast out of the city of Jalla. For a large enough offering, the oracle tells the party whatever it can about the future.



Read the following:

*You see a clearly undead drow priestess sitting in a niche along the wall, swathed in a heavy grey cloak and wearing sandals made of worn, dusty fibres. There's a hiss as you approach. A junior priest, who looks like he might be a very filthy derro or possibly an undead dwarf says, "Not too close. You must give an offering to the Hunger God for answers and prophecy. No gold. Only gems, magic, or flesh."*

The fees are steep. If the party pays, it becomes clear that the oracle is the cloak around the figure in the niche, not the drow (which is food for the cloaker). The fee for a single question is 2,500 gp in gems, the equivalent in magic items, or 1 point of Constitution drain..

If the party does pay the oracle for answers, use the information in the background and the likely sites of the Crown together with the Q&A given below. If you don't know an answer and don't want to look it up, use something from the Cryptic Answers category. The oracle isn't always helpful.



**Table 6-4: Oracular Q&A**

| Question                                       | Answer   |
|--|--|
| <b>Where is the Crown of Air and Darkness?</b> | Hidden in flesh, hidden under crystal swords, hidden always. The fey made it, and know it still. Dragons ate it, and hid it well. Seek the Last King, for vermin are the keepers of the Crown.   |
| <b>What does the Crown do?</b>                 | What do you want it to do? The Crown is a tool that reflects its master. The Crown is a gift that changes those who bear it.   |
| <b>How can we destroy the crown?</b>           | In the depths of the earth, it can be ground to powder and magic and death, destroying all those near it. Or it can be turned from night into day, as the sun outstrips the Queen who made it. The Sun God knows it, and can consume it, if only you can find your way into the heavens.     |
| <b>How can we defeat the Darakhul?</b>         | Destroy the Crown, and let a hundred kings contend.  |
| <b>What is the Emperor's weakness?</b>         | He is always hungry, and in his pride, invites strangers to his great feasts and ceremonials. If you are ambassadors of Morgau, you are certain of a warm reception. If you are friends of the priesthood and the sated, twice so. Friendship is expensive.                                  |
| <b>How can we get back to the surface?</b>     | Climb up.  |
| <b>Cryptic Answers</b>                         | <ul style="list-style-type: none"> <li>• The black lotus is a thing of wyrmsblood, the deadmind strips all thought from those such as you.</li> <li>• Death and beyond death.</li> <li>• Hunger eternal, hunger to live, and hunger for death; all the wheel of flesh that turns.</li> </ul> |

## 24. Jalla, the Aerie of the Cloakers (EL 12)

*You see what looks like a city of enormous bats, a roosting place on a single enormous stalactite that hangs above a deep black abyss. Then you realize that the bats are cloakers. Many fly in and out of passages carved into the rock itself. There must be scores of them. Even from a distance, you can feel the vibration of their moans and screeching.*

*The wind around you grows stronger.*

The cloakers call their city Jalla, with an echoing harmonic tone that humanoid throats cannot reproduce. The number of cloakers living here varies, from a low of about 35 at the height of the hunting season to more than 300 during mating season.

Assume that the party arrives to see a population of 120 cloakers, of which 100 are **standard cloakers** (45 hp each) and 11 are powerful, advanced 9 HD **cloaker leaders** with maximum hit points (90 each).

The **cloaker queen** is a Huge creature of 18 HD (165 hp), with her **9 consorts**. Her consorts are the gatekeepers to her nesting chamber. They are Large and powerful (10 HD, 75 hp each), some with clerical, fighter, or rogue levels.

The cloakers largely ignore the party unless attacked. Their goals and those of surface dwellers are not closely related; unless food or bloodshed is involved, the cloakers simply pretend the party does not exist.

If the “Gathering of Cloakers” event already took place, one small, runtish messenger cloaker inquires whether the party has brought the Crown. If that event hasn’t happened yet, this would be an excellent location to stage it, but with scores of cloakers rather than a half-dozen (see Events & Hooks, page 41).

## Terrain: Winds of the Black Abyss

Flying in the powerful blasts of wind is difficult: creatures are carried 1d6 x 10 feet in a random direction each round, making it entirely possible for them to drift away from their goal. This is especially irksome when using a magical *fly* spell, which grants a movement of 60 feet each round (40 feet in armor or carrying a burden). Cloakers are used to the winds here and consider them a normal part of their movement; they can take a 10’ step each round they fly in the abyssal winds, and are not moved randomly by the wind.

**a. Outer Hive:** The outer stalactite sections are perches for resting and sleep, where the cloakers feed and sing. 2d12 cloakers are always attached to the outside at the roosts indicated..

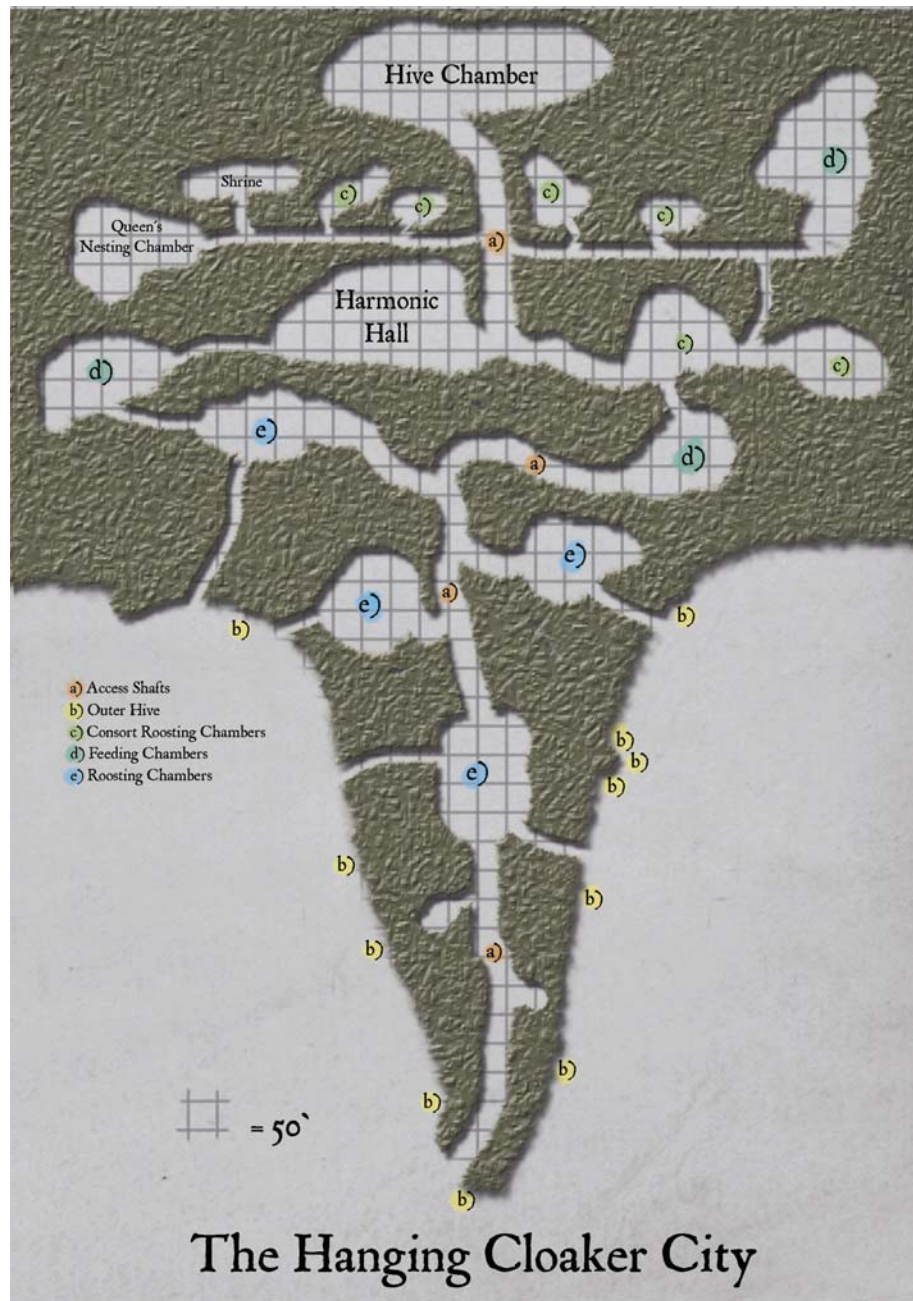
**b. Access Shafts:** The stalactite has both an upper and a lower access shaft that leads into the interior halls. These vary from 20 feet wide to just over 5 feet in diameter. Traffic is steady.

**c. Harmonic Hall:** This hall constantly echoes and thrums with cloaker songs. Any creature entering the hall must make a DC 17 Will save or be subject to cloaker moan abilities, starting with being unnerved for 1 failed save, fear for 2, nausea at 3, and finally stupor if a character sticks around to fail four saving throws. Roll each round, as the cloakers aid one another and there are more cloakers than PCs.

**d. Queen’s Nesting Chamber.** This off-limits chamber contains cloaker young. Any attempt to enter brings violent opposition, followed by swarming attacks from the full hive. A *teleport* or other movement spell will likely be required to escape the cloakers’ wrath.

### The Crown's Shrine

The Crown of Air and Darkness could be kept here, worshipped and guarded by the cloakers. Why then do the cloakers ask the party to search for it? Because if they search for it everywhere else in the underdark, they will never find it in the cloaker city. Better still, the party will annoy the cloaker's enemies.



**e. Consort Roosting Chambers:** The interior roosting chambers are where the leaders sleep away from the exterior winds. They are decorated with inked patterns that resemble text, but which are merely cloaker art. Attempts to Decipher Script will not work, though they require precious time.

**f. Feeding Chambers:** Young and elderly cloakers feed in these vile-smelling interior rooms. They are filled with bits of fur and bone from cloaker prey, as well as minor treasure.

**g. Artifact Shrine:** The Crown is in a chamber next to the Queen's Nesting Chamber. If you as the DM determine that the Crown is elsewhere, then this space is empty with a head-shaped sculpture where the Crown could rest.

*The cave's walls are black, and a thing that resembles a sitting humanoid statue stands in the center of it. It has a lumpish body, but a clear neck and head, with a black circlet on its brow. That black ring shines as bright as lacquer or, and the entire room hums with energy.*

If the Crown is here, it is trapped with a sonic burst that activates as soon as the Crown is touched, alerting all cloak-ers of the attempted theft. The queen and her consorts arrive 2 rounds later, followed by 1 cloaker leader and 10 normal cloak-ers each round thereafter. The cloak-ers are immune to the sonic effect.

**Sonic Trap (EL 9):** CR 9; magic device; proximity trigger (*alarm*); automatic reset; spell effect (sonic keening *fireball*, 15th-level wizard, 8d6/round for 6 rounds, DC 22 Reflex save half damage); Search DC 33; Disable Device DC 33.

If the party successfully steals the Crown, the cloak-ers pursue them constantly, using the queen's divinatory powers and *shadow walk* spells to find and attack them at least every 48 hours. These attacks cease only when the crown is destroyed or the party returns to the surface.

#### Standard Guardian Cloaker

CN Large Aberration  
MM 36  
hp 45 (6d8+18 HD)

CR 5

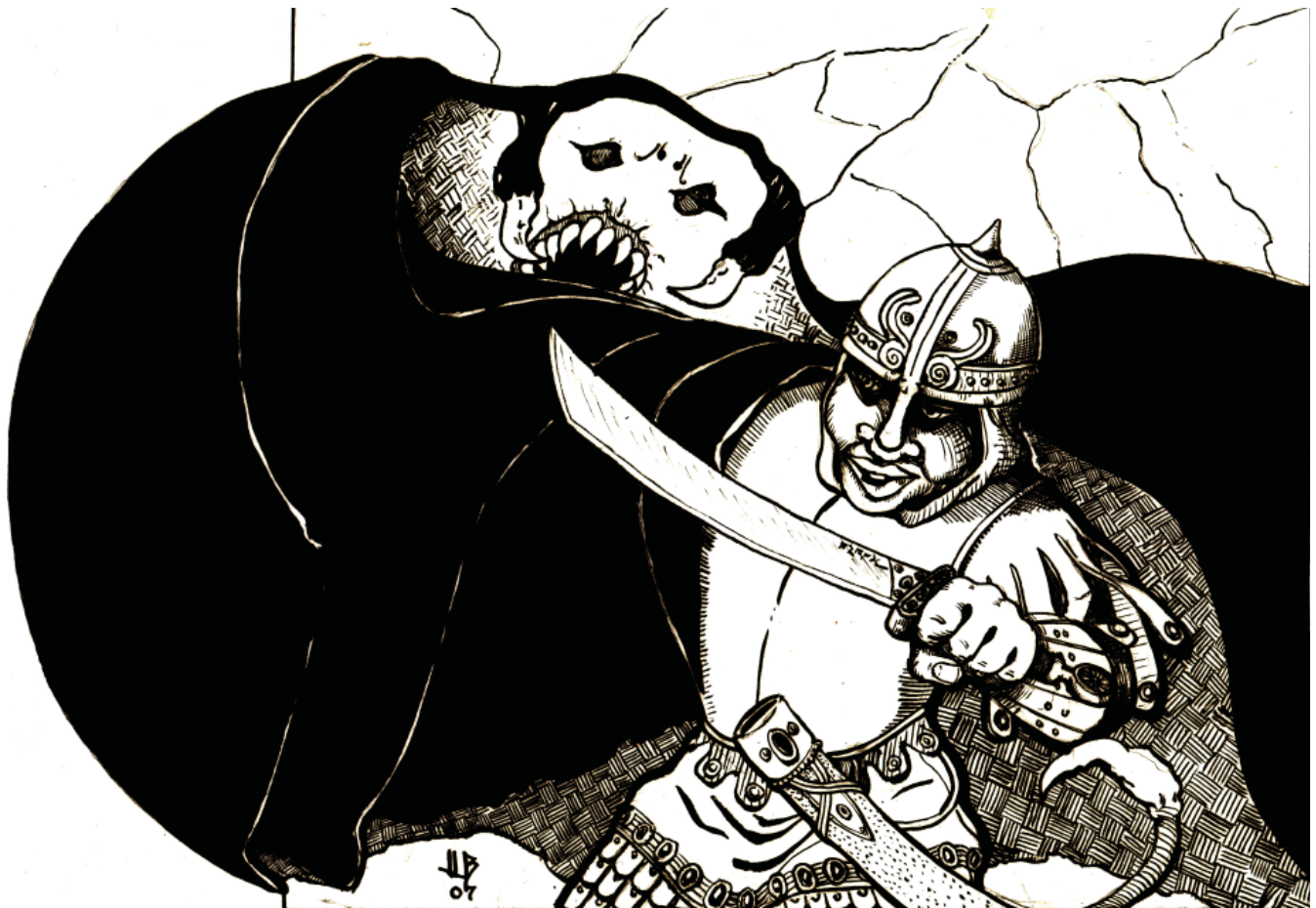
## 25. Gonderif, the Derro-Ghoul Mines

Once a derro city, Gonderif's stone gates and pillared halls still reflect the excellent workmanship of its creators, though it has fallen into disrepair. Unlike other ghoulish cities, it is undefended by a legion. The miners and others are considered tough enough that formal protection is not required.

*You see a group of humanoids ahead, each of them slowly pulling a mining cart heavily loaded with ore. They seem absorbed in their work. Only the leader, who carries a heavy pack rather than pulling a cart, seems to be moving at a good pace. You see no weapons, but yellow-green lights shine from further down the corridor.*

Attacking the 8 **ghast miners** (AC 15, hp 20 each, Atk +4, Damage 1d6+3+paralysis) and their **darakhul overseer** (F8, AC 20, hp 61, Atk +13, Damage 1d8+6+paralysis Fort DC 18) is easy enough, and the party will likely destroy them quickly. However, the noise immediately brings dozens or even a hundred miners and metalworkers out of the city, which lies just a few hundred yards past the ore carts.

The city is primarily an armaments center where iron, mithral, and steel are worked into weapons, equipment, and supplies for the ghoulish legions. Most of the 625 slaves here are derro and dwarves, their beards shaven and their foreheads branded



*Cloaker Attack*





### Derro Attack

as “smith”, “miner”, or “food”. The two types of dwarves do despise each other, but protect each other against Duke Radu and the chamberlain, **Coreade**.

Gonderif is currently held by the **Duke Radu Kopecs** (male darakhul, AC 26, hp 77, fighter 10, +17 greatsword). However, Duke Radu is rarely visible to the dwarven slaves; instead, the darakhul they see and despise every day is **Coreade Whisper**, a female former duergar who enjoys lording it over the men at every opportunity. Rumors claim that she drains many male duergar of their blood, and she expects to become an immortal vampire in this way. Whether the stories are true or not are beside the point: she has a powerful reputation for cruelty. Anyone not working hard enough to please her is fed to the others.

Coreade uses a gang of **five darakhul duergar rogues** as spies, informers, and bully-boys. These primary overseers are named Flocka, Merro, Sindrovade, Carstaff, and Meksa. Another **16 dread ghastr duergar** and **33 lesser ghouls** serve her. all others fear her.

#### Lesser Ghouls (33)

CR 2

Male and Female Advanced Elite Ghouls  
MM 118; see Legion of the Damned encounter page 42  
hp 20 (3d12 HD)

#### Dread Ghastr Duergar (16)

CR 4

Male Dread Ghastr Duergar Warrior 3  
LE Medium Undead (Augmented Humanoid)  
Appendix A, MM 92  
**Init** +1; **Senses** darkvision 60 ft.; Listen +6, Spot +5  
**Aura** command ghastrs and ghouls (30 ft.), stench (20 ft., DC 11), unnatural (30 ft.)

**Languages** Dwarven, Undercommon

**AC** 20, touch 11, flat-footed 19 (+5 armor, +1 Dex, +4 natural)

**hp** 29 each (3d12+3 HD)

**Immune** undead traits

**Resist** turn resistance +4

**Fort** +3, **Ref** +2, **Will** +2; +2 bonus against spells and spell-like abilities

**Weakness** light sensitivity

**Spd** 20 ft. (4 squares), climb 20 ft.

**Melee** bite +6 (1d8+3 plus paralysis) and  
2 claws +1 (1d4+1 plus paralysis)

**Base Atk** +3; **Grp** +6

**Spell-Like Abilities** (CL 4<sup>th</sup>)

1/day—*enlarge person* (self only), *invisibility* (self only)

**Abilities** Str 17, Dex 13, Con —, Int 12, Wis 13, Cha 10

**SQ** create spawn, dwarf traits

**Feats** Toughness

**Skills** Appraise +3, Climb +6, Craft (blacksmithing) +3, Craft (stonemasonry) +3, Jump +2, Listen +6, Move Silently -3, Spot +5

**Possessions** chainmail

**Dwarf Traits** Their stonemasonry grants them a +2 racial bonus on search checks to notice unusual stonework within 10 feet. When standing on ground, dread ghastr derro are exceptionally stable and have a +4 bonus to resist bull rush or trip attacks. They have a +1 racial bonus on attacks against orcs and goblins.

**Enlarged** When under the effect of their *enlarge person* spell-like ability, the dread ghastr duergar have the following changed statistics:

LE Large undead (augmented humanoid)

**Init** +0

**AC** 18, touch 8, flat-footed 18

**Ref** +1

**Melee** bite +6 (2d6+4 plus paralysis) and 2 claws +1 (1d6+2 plus paralysis)

**Space** 10 ft.; **Reach** 10 ft.

**Grp** +11

**Abilities** Str 19, Dex 11

## Flocka, Merro, Sindrovade, Carstaff and Meksa

CR 6

Male Darakhul Duergar Rogue 4

NE Medium Undead (Augmented Humanoid)

MM 92

**Init** +7; **Senses** darkvision 120 ft.; Listen +9, Spot +9

**Languages** Common, Darakhul, Dwarven, Undercommon, Goblin, Giant

**AC** 21, touch 15, flat-footed 16 (+2 armor, +4 natural, +5 Dex); Dodge, uncanny dodge

**hp** 27 (4d12 HD)

**Immune** paralysis, phantasms, poison; undead traits

**Resist** turn resistance +4

**Fort** +1, **Ref** +7, **Will** +4; +2 vs. spells and spell-like effects, evasion

**Weakness** daylight weakness, light sensitivity

**Spd** 20 ft. (4 squares), burrow 10 ft.

**Melee** +1 heavy mace +6 (1d8+3) or bite +5 (1d8+2 plus paralysis (DC 11) and darakhul fever (DC 11)) and 2 claws +3 (1d4+1 plus paralysis (DC 11))

**Base Atk** +3; **Grp** +5

**Spell-Like Abilities** (CL 8<sup>th</sup>)

1/day—*enlarge person* (self only), *invisibility* (self only)

**Special Atk** sneak attack +2d6

**Abilities** Str 15, Dex 17, Con —, Int 16, Wis 12, Cha 9

**SQ** dwarf traits, trapfinding, trap sense +1

**Feats** Dodge, Improved Initiative, Iron Will<sup>B</sup>, Multiattack<sup>B</sup>, Track<sup>B</sup>

**Skills** Appraise +10 (+12 armorsmithing, blacksmithing, stonemasonry, or weaponsmithing), Climb +10, Craft (armorsmithing) +11, Craft (blacksmithing) +12, Craft (stonemasonry) +11, Craft (weaponsmithing) +12, Forgery +9, Knowledge (architecture and engineering) +4, Knowledge (dungeoneering) +12, Listen +9, Move Silently +13, Spot +9, Use Magic Device +5

**Possessions** +1 padded, +1 heavy mace, 11 gp, 7 sp, 10 cp

**Enlarged** When under the effect of their *enlarge person* spell-like ability, the darakhul duergar have the following changed statistics:

NE Large undead (augmented humanoid)

**Init** +6

**AC** 19, touch 13, flat-footed 15

**Ref** +6

**Melee** +1 heavy mace +6 (2d6+3) or bite +5 (2d6+3 plus paralysis and darakhul fever) and 2 claws +3 (1d6+1 plus paralysis)

**Space** 10 ft.; **Reach** 10 ft.

**Grp** +10

**Abilities** Str 17, Dex 15

Read the following when the party first sees the Chamberlain.

*You see a dwarf in breastplate armor with a forked black beard yelling at the top of her lungs. Her helmet is open-faced, with the opening shaped like enormous fanged jaws. Combined with her red eyes, you're not sure whether this is a normal dwarf or a derro... or something else.*

Coreade expects visitors to know her reputation and to cringe and fawn over her. Being contradicted makes her visibly angry, but she does not attack a party on sight. Instead, she will wait until the party leaves, then summon her magical mount and set off in pursuit, perhaps with three of her bully-boy rogues. They will try to rush the party and drag them back to the mines as slaves.

## Chamberlain Coreade Whisper

CR 8

Female Darakhul Duergar Paladin of Tyranny 6

LE Medium Undead (Augmented Humanoid)

Appendix A, MM 92, *Unearthed Arcana* 54

**Init** +1; **Senses** darkvision 120 ft., *detect good*; Listen +5, Spot +7

**Aura** despair (10 ft.)

**Languages** Common, Dwarven, Undercommon

**AC** 23, touch 11, flat-footed 23 (+6 armor, +1 Dex, +4 natural, +2 shield)

**hp** 45 (6d12 HD)

**Immune** disease, fear, paralysis, phantasms, poison; undead traits

**Resist** turn resistance +4

**Fort** +5, **Ref** +3, **Will** +7

**Weakness** daylight weakness, light sensitivity

**Spd** 20 ft. (4 squares), burrow 10 ft.

**Melee** +1 heavy pick +11/+6 (1d6+5/19–20 x4) or bite +10 (1d8+4 plus paralysis and darakhul fever) and claw +8 (1d4+2 plus paralysis) and claw +7 (1d4+2 plus paralysis)

**Base Atk** +6; **Grp** +10

**Atk Options** cause disease 1/week, *smite good* 2/day

**Special Actions** rebuke undead 6/day (+3, 2d6+6, 3rd)

**Paladin of Tyranny Spells Prepared** (CL 3<sup>rd</sup>)

1<sup>st</sup>—*protection from good*, *resistance*

**Spell-Like Abilities** (CL 12<sup>th</sup>)

1/day—*enlarge person* (self only), *invisibility* (self only)

**During Combat:** The chamberlain uses *invisibility* and Move Silently to sneak around her underlings and terrify them, but she can use the same technique against enemies. When she does show herself, it's usually in *enlarged* form, standing 7 feet tall or so.

**Abilities** Str 19, Dex 13, Con —, Int 15, Wis 16, Cha 16

## Underdark Locations & Encounters

**SQ** dwarf traits, divine health, aura of evil, special mount

**Feats** Improved Critical (pick), Iron Will<sup>B</sup>, Mounted Combat, Multiattack<sup>B</sup>, Skill Focus (Move Silently), Track<sup>B</sup>

**Skills** Climb +9, Craft (armorsmithing) +7, Craft (blacksmithing) +6, Craft (stonemasonry) +6, Craft (weaponsmithing) +6, Diplomacy +9, Handle Animal +4, Intimidate +11, Knowledge (dungeoneering) +10, Listen +5, Move Silently +6, Ride +6, Spot +7

**Possessions** +1 breastplate, +1 buckler, +1 heavy pick.

**Aura of Despair (Su)** Coreade is immune to fear (magical or otherwise). Enemies within 10 feet of her suffer a -2 penalty on all saving throws.

**Aura of Evil (Ex)** Coreade's aura of evil (see the *detect evil* spell) is equal to that of a level 6 cleric of an evil deity.

**Cause Disease (Su)** Coreade can inflict disease with her touch (as the *contagion* spell), once per week.

**Detect Good (Sp)** Coreade can *detect good* at will, as the spell of the same name.

**Divine Health (Su)** Coreade is immune to all diseases, including magical diseases such as mummy rot and lycanthropy.

**Dwarf Traits** Coreade's stonemasonry grants her a +2 racial bonus on Search checks to notice unusual stonework when within 10 feet of it. When standing on ground, she is exceptionally stable and has a +4 bonus on ability checks to resist bull rush or trip attempts. She has a +1 racial bonus on attacks against orcs and goblins. Coreade has a +4 racial bonus to Armor Class against giants.

**Smite Good (Su)** Coreade may smite good with one normal melee attack. She adds +3 to her attack roll and deals 6 extra points of damage. If Coreade smites a creature that is not good, the smite has no effect, but the ability is still used up for that day.

**Special Mount (Sp)** Once per day, as a full-round action, Coreade may call her fiendish dire bat mount from the realms in which it resides. This ability is the equivalent of a 2nd level spell. The mount immediately appears adjacent to her and remains for 12 hours; it may be dismissed at any time as a free action.

**Enlarged** When under the effect of her *enlarge person* spell-like ability, Coreade has the following changed statistics:

LE Large undead (augmented humanoid)

**Init** +0

**AC** 21, touch 9, flat-footed 21

**Ref** +2

**Melee** +1 heavy pick +11/+6 (1d8+6/19–20 x4) or bite +10 (2d6+5 plus paralysis and darakhul fever) and claw +8 (1d6+2 plus paralysis) and claw +7 (1d6+2 plus paralysis)

**Space** 10 ft.; **Reach** 10 ft.

**Grp** +15

**Abilities** Str 21, Dex 11

### Leafnose, Fiendish Dire Bat

CR 3

LE Large Magical Beast (Extraplanar)

MM 107, MM 62

**Init** +6; **Senses** blindsense 40 ft.; Listen +12\*, Spot +8\*

**AC** 20, touch 15, flat-footed 14 (+6 Dex, +5 natural, -1 size)

**Resist** cold 5, fire 5

**hp** 30 (4d8+12 HD); **DR** 5/magic

**SR** 9

**Fort** +7, **Ref** +10, **Will** +6

**Spd** 20 ft. (4 squares), fly 40 ft. (good)

**Melee** bite +5 (1d8+4)

**Space** 10 ft.; **Reach** 5 ft.

**Base Atk** +3; **Grp** +10

**Atk Options** smite good 1/day

**Abilities** Str 17, Dex 22, Con 17, Int 3, Wis 14, Cha 6

**Feats** Alertness, Stealthy

**Skills** Hide +4, Listen +12\*, Move Silently +11, Spot +8\*

**Blindsense (Ex)** Leafnose uses echolocation to pinpoint creatures within 40 feet. Opponents still have total concealment against Leafnose unless it can actually see them.

**Smite Good (Su)** Once per day Leafnose can make a normal melee attack to deal +4 extra damage against a good foe.

**Skills** Leafnose has a +4 racial bonus on Spot and Listen checks. These bonuses are lost if its blindsense is negated.

## 26. Gnawbone, Home of the Death God

Once a drow city, Gnawbone was converted into a center of the Death God priesthood, who have adapted a Spider Goddess shrine to their own uses. The best carrion beetles, finest spider silks, and most devoted undead servants are among its products, but its true fame is as the site of pilgrimages. It boasts the largest shrine of the Death God in the empire, and the tomb of the first Emperor.

Gnawbone is the current residence of the Hunger Duchess, **Orsolla Stritt**. A human woman who relishes her role as a ghoulish noble, in life she was a simple kitchen maid who went out to meet a lover near the Zobeck cemetery. There she was assaulted and captured by a ghoulish patrol that found her amusing. As a ghoulish, she enjoys humiliating any snooty noble, wealthy priest, or proud paladin who crosses her threshold. Her city has 220 slaves, 1,890 ghouls, 310 ghosts, 51 dread ghouls, and 99 darakhul, all of them members of the priesthood to some degree. The Plaguejoy Legion defends the city, but it is currently on a mission to find the Crown.

*This settlement is quiet and drab — not a lot of soldiers, lots of idle hands in the streets. A sense of somber, shovel-faced piety rules the place. It seems as if every twenty steps there's a half-skeletal beggar asking, "Spare coins for the starving? Spare a coin?" The smell of strange incense and the echoes of chanting seem to haunt the streets. You see a lot of undead dressed in the black robes of the priesthood.*

Duchess Orsolla's closest advisor is a priest of the God-Empress Haresha, a long, tall, and rail-thin half-elf slave named Silent Pirone. He is alive, though his looks make it hard to tell him apart from the undead. Orsolla enjoys taunting him that she will convert him to one of the darakhul, but of course that is all talk. Mostly, she listens when he warns her of a threat.

Duchess Orsolla will speak to the party if a worthy request is made. This requires a DC 30 Diplomacy check, and a small bribe (flesh, minor magic, good gems). If granted, she meets the party in an *unhallowed* room.



*The room is lit by hundreds of white candles, their flames all flickering. Shadows dance along the walls. Wandering near one wall is a woman wearing a long grey dress, a red necklace of braided ribbons, and a very strange hairstyle: her thick black hair is all held up and pointed forward, almost horizontal. It makes her face very hard to see. She turns toward you and says, "Yes, no need to bow, just tell me what you propose. And how do you like my hair?" She seems a little... distracted.*

The duchess Orsolla's odd hair is a popular new style because she introduced a guillotine-like device called the Emperor's Axe to the city of Gnawbone. The hair is meant to mimic the way a victim's hair falls around their face just before the blade falls; the ribbon's meaning is fairly obvious. Orsolla is enchanted with her new executioner device and looks for excuses to discuss it and put it to use.

That small madness aside, she does listen to whatever the PCs propose, especially if it involves benefits to herself or the Death God. Actually winning her support for any concrete action requires a DC 30 Diplomacy check; failing that means she gives a listless wave and says, "Shadows, capture them."

Her shadows attack with surprise unless someone makes a successful Spot against a +14 Hide, and notices that the room is inhabited by **30 shadows** and **three greater shadows**. Once the party's strength reaches zero, she chooses the strongest or most attractive victim to infect with darakhul fever, and executes the rest.

### **Shadows (30)**

MM 221

hp 19 each

**CR 3**

### **Greater Shadows (3)**

MM 221

hp 60 each

**CR 8**

## **27. The Dome of Orcus (EL 13 or 15)**

*The chamber ahead seems unnatural: perfectly round, with black walls and jumbled masses of grey stone from fallen stalagmites. Somewhere there's a hissing noise, like beetles. You cannot see the far wall of the cavern; the ceiling is also out of sight.*

This large cavern connects to a source of poisonous gas in the depths of the earth. Any party that makes a successful DC 24 Knowledge (Dungeoneering) check realizes that the gas is present and growing thicker before a saving throw is required.

If the check fails, characters must make a DC 19 Fortitude save or become immediately exhausted. (see DMG). Exhausted PCs who do not immediately leave the Dome cavern area must make a second DC 19 Fort save; if this also fails, the PC falls unconscious (0 hp) and dies 10 minutes later of asphyxiation.

The ghouls, knowing how this terrain favors them, sometimes prepare ambushes here. At the moment, though, they have encouraged two powerful ropers to guard the area. If the party is less than 10th level, **one roper** guards each end of the tunnel leading further into the deadly gas. If the party is 10th level or higher, the **two ropers** work together. They fight from two different positions, one clinging to the ceiling, the other in a narrow side cavern to avoid being flanked.

*The large stone formation before you twists and shudders, rising up from the darkness 10' tall or more. A series of thin, whipping tendrils suddenly sprouts from the rock, as a single, yellow eye glares open above a gaping, saw-toothed maw.*

### **Five City Hooks for Gnawbone:**

- 1) **A Sacrifice at the Temple:** A rush of ghouls along the street, a scream, and then the sounds of tearing flesh and cracking bone. All overseen by a priest of the Death God, of course.
- 2) **A Lich's Procession:** A lich glides along on a floating disk, surrounded by four spectral bodyguards and a small mass of allips. The party may need to make saves against the allip babbling, but attacking the lich should be obviously suicidal. Anyone holding a conversation with the lich learns much about ghouls but must make a save against babble (Will DC 16) or be hypnotized by the allips and join the procession.
- 3) **New Priest's Festival:** The investiture of a priest into the ranks of the darakhul. This calls for feeding a lesser ghoul or dread ghoul a lot of fresh meat infected with darakhul fever. The priests leading the investiture congregation of lesser ghouls try some *hold person* spells on the party; if the party gets away from the congregation, no one holds it against them, but the ghouls claim that anyone who fails a save "has been touched by the Death God" and must be sacrificed.
- 4) **The Other White Meat:** A market is set up selling fresh meat, live fleshling slaves, and lamp beetles. The merchants cry their wares and offer the party samples.
- 5) **A Poor Plea:** Beggar ghouls, grievously wounded by a patrol of dread ghouls, ask the party priest for an *inflict light wounds* to restore strength. If it is granted (an evil act) one provides a bit of information about the city. If snubbed, the beggars report the PCs to the city guard as spies, and a patrol comes to arrest them.

### Five Encounter Ideas for Fretlock:

- 1) **A Visit to Morgau:** A ghoul merchant named Silas Folly seeks mercenaries to reach the surface. He does not mention that the surface market is just as overrun with undead as the Imperium; merely that it is a round-trip job.
- 2) **Recruiters:** Imperial hunters recruit candidates for the army, offering gold and *bear's endurance* spells or potions to anyone willing to undertake the transformation "and live forever!". The recruiters are heavy-jawed, powerful, and reek of the grave, with a powerful rotting stench. If the party is hesitant about the offer, they attempt to recruit the strongest-looking PC by force.
- 3) **Gifts to the Magi:** A Necrophagi asks the party to provide 8 pints of blood to him, immediately. Failure to obey makes him an immediate enemy; he sends a bone collective to spy on these "disloyal foreigners" as illegal intruders, seeking to have them killed, converted, or exiled.
- 4) **His Lordship Requires a Brief Loan:** A visiting vampire baronet is gambling and politely asks a wealthy-looking PC for "additional funds." If given less than 1000 gp, he attempts to *dominate* the PC and take everything of value.
- 5) **War Bells:** The bells toll for the service of the War God when the legion returns to the city in triumph. Failure to appear, worship and applaud is grounds for punishment: either a 4,000 gp fine, 160 pounds of edible flesh, or fighting three opponents in the Hunter's Pit (against CR 9, 11, and 12 fighters).

### Watchers of the Dome (2)

Elite Variant Roper

CE Large Aberration

**Init** +6; **Senses** blindsense 30 ft., darkvision 60 ft., low-light vision; Listen +14, Spot +14

**Languages** Terran, Undercommon

**AC** 25, touch 11, flat-footed 23 (+2 Dex, +14 natural, -1 size)

**hp** 100 (10d8+50 HD)

**Immune** electricity

**Resist** cold 10; **SR** 30

**Fort** +10, **Ref** +5, **Will** +11

**Weakness** vulnerability to fire

**Spd** 10 ft. (2 squares)

**Melee** bite +12 (2d6+9)

**Space** 10 ft.; **Reach** 10 ft. (50 ft. with strand)

**Base Atk** +7; **Grp** +17

**Atk Options** Strands (+9 ranged touch, weakness and drag)

**Tactics** If the two watchers are working together, they fight from two different positions: one clinging to the ceiling, the other in a narrow side cavern to avoid being flanked.

**Abilities** Str 23, Dex 14, Con 20, Int 12, Wis 19, Cha 10

**Feats** Alertness, Great Fortitude, Improved Initiative, Weapon Focus (strand)

**Skills** Climb +14, Hide +11 (+19 in stony or icy areas), Listen +14, Spot +14

**Blindsense (Ex)** A roper notices and locates creatures within 30 feet. Opponents still have 100% concealment against a creature with blindsense.

**Drag (Ex)** If a roper hits with a strand attack, the strand latches onto the opponent's body. This deals no damage but drags the stuck opponent 10 feet closer each subsequent round (provoking no attack of opportunity) unless that creature breaks free, which requires a DC 24 Escape Artist check or a DC 20 Strength check. The check DCs are Strength-based, and the Escape Artist DC includes a +4 racial bonus. A roper can draw in a creature within 10 feet of itself and bite with a +4 attack bonus in the same round. A strand has 10 hit points and can be attacked by making a successful sunder attempt. However, attacking a roper's strand does not provoke an attack of opportunity. If the strand is currently attached to a target, the roper takes a -4 penalty on its opposed attack roll to resist the sunder attempt. Severing a strand deals no damage to a roper.

**Strands (Ex)** Most encounters with a roper begin when it fires strong, sticky strands. The creature can have up to six strands at once, and they can strike up to 50 feet away (no range increment). Using the full attack action a roper can fire up to six strands and also make a bite attack. The creature cannot have more than six strands extruded at once. If a strand is severed, the watcher can extrude a new one on its next turn as a free action.

**Weakness (Ex)** A roper's strands can sap an opponent's strength. Anyone grabbed by a strand must succeed on a DC 20 Fortitude save or take 2d8 points of Strength damage. The save DC is Constitution-based.

## 28. Fretlock, Doorway to Morgau & Doresh

Settled by the strongest of the 100 Kings, this ancient settlement lies just below the huge cemeteries of Morgau and Doresh, a small principality ruled by a vampire and filled with the undead. Fretlock provides the Empire with surface contact and the relatively friendly embrace of the prince of Morgau and Doresh. The Empire provides him with Imperial hunters to patrol his border. In return they may take some gold, cloth, and meat from crypts, as well as information from the surface world.

Fretlock is home to 1880 slaves, 1420 lesser ghouls, 350 ghouls, 146 dread ghouls, 49 darakhul nobles and generals, 3 members of the Necrophagi, and 17 commissioned, experienced Imperial hunters. With a total population around 3,800, Fretlock is a small town by surface standards.

The Wyrmblooded Legion guards Fretlock, but that legion is currently out of town on a mission to find the Crown. Given the position near the allied nation of Morgau and Doresh, the possibility of an invasion is considered remote.

*Something about the city is different; the air smells a little fresher, you see more tanned humans who have obviously been in the sun, and other signs point to a location near the surface. But there are heavily armored soldiers everywhere, as well as four or five large caravans loaded with goods — the whole place seems to be packing up to move.*

Duke Drago Blackfly currently holds the city. The living necromancer Konrad von Eberfeld occasionally visits his Fuligin Manor. Persistent rumors claim that the necromancer is in league with others on the surface, agents of the Imperium who lurk and wait until the iron claws of the Imperial legions seize hold of the surface world.

The whole city of Fretlock is a military staging area where the ghouls prepare their raids on the surface, and a major trade center for surface expeditions to the night markets of Morgau and Doresh. The tunnels of Fretlock reach the surface within the Great Necropolis of Morgau.

## 29. The Sulphur Sea and Chandelier Island (EL 13)

If the party has *overland flight* or a boat, they can cross the Sulphur Sea. The waters are a very pale yellow and smell like rotten eggs, but they are not actually dangerous to those drinking or swimming in it. In fact, some species of cave fish and salamanders thrive in this sea. And yet, no ghoul will go anywhere near Chandelier Island, for it is clearly haunted by a terrible, evil spirit.

*The waters smell foul, but eventually you stop noticing it. At the same time, the winds on the black water are picking up — there are ripples and small waves on the water, and you hear a constant background sound, shrieking and wailing like a soul in agony. It seems to get louder in the direction you're heading.*

In the waters about 12 miles from Vandekhul, with the town light still a distant glow to the west, a large island of stone rises from the Sulfur Sea. This is actually a stalagmite island. Above it hangs the enormous stalactite, a white mass of gypsum crystal that gives the island its name.

*The island is all sloped up to the top of a hill. Just above the hill top hangs a mass of gigantic, sword-like crystals, each of them surely weighing tons. The stone swords point in all directions, like a chandelier, but the largest of them points straight down at the hilltop. The howling agonized noise seems to come from somewhere above you.*

The top and the hill have a gap of about 200 feet between them. That gap is the home of a creature who guards his treasure from all comers.

The treasure may be the Crown of Air and Darkness or it may be a supply of ghoulbane oil. An entire pool of it that wells up at the island's center, dripping one drop at a time from the chandelier formations above.

## Sulfanorum, Efreeti-Bound

### Elder Air Elemental

CR 13

Efreeti-bound Elder Air eEemental

CE Huge Elemental (Air, Extraplanar)

MM 115, MM 95, *Advanced Bestiary* 133

**Init** +16; **Senses** darkvision 60 ft.; Listen +29, Spot +29

**Languages** Auran

**AC** 28, touch 20, flat-footed 16 (+12 Dex, +8 natural, -2 size);

**Mobility**

**hp** 204 (24d8+96 HD); **DR** 10/—

**Immune** poison, *sleep*, paralysis, stunning

**Resist** fire 20

**Fort** +12, **Ref** +26, **Will** +10

**Spd** fly 100 ft. (10 squares) (perfect); Flyby Attack, Spring Attack

**Melee** 2 slams +28 (2d8+6)

**Space** 15 ft.; **Reach** 15 ft.

**Base Atk** +18; **Grp** +32

**Atk Options** Blind-Fight, Cleave, Combat Reflexes, Power Attack

**Special Actions** genie empowered, whirlwind

**Spell-Like Abilities** (CL 24<sup>th</sup>)

At will—*detect magic*, *produce flame* (+22 melee touch or +28 ranged touch), *pyrotechnics* (DC 15), *scorching ray* (1 ray only, +28 ranged touch)

3/day—*invisibility*, *wall of fire*

1/day—*enlarge person* (DC 14), *gaseous form*, *permanent image* (DC 19), *reduce person* (DC 14)

**Abilities** Str 22, Dex 34, Con 18, Int 10, Wis 11, Cha 16

**SQ** air mastery, elemental traits, genie bound

**Feats** Alertness, Blind-Fight, Cleave, Combat Reflexes, Flyby Attack, Improved Initiative<sup>B</sup>, Iron Will, Mobility, Power Attack, Spring Attack, Weapon Finesse<sup>B</sup>

**Skills** Listen +29, Spot +29

**Air Mastery (Ex)** Airborne creatures take a -1 penalty on attack and damage rolls against an air elemental.

**Efreeti Magic (Sp):** An efreeti can allow its genie-bound creature to use spell-like abilities as though it were an efreeti itself. The genie-bound creature can use these spells in any manner it chooses. However, as a free action, the genie can revoke or reinstate its ability to cast them, prematurely end their durations, or spoil their effects.

**Genie-Bound (Su)** The binding genie is in constant telepathic communication with Sulfanorum, imparting its thoughts and desires regardless of language or distance, even if its servitor is on another plane. The genie is constantly aware of Sulfanorum's actions (but not its thoughts) and its condition (as though via a *status* spell). Sulfanorum has no special awareness of the genie but can communicate with it telepathically.

Because of this bond, the genie can use *plane shift* to move to any location on the elemental planes, the Astral Plane, or the Material Plane that Sulfanorum occupies at will. Genies use this power to check their slaves' progress on the tasks set for them. A displeased genie can use a standard action to deal 1d6 points of damage to it or 1d4 points of damage to any one of its ability scores. The genie can also heal a like amount of damage (regardless of its source or type) at will as a standard action.

**Genie Empowered (Su)** Once every 3 rounds, Sulfanorum may choose to gain a +10 bonus on any one skill check, double its speed for the round, or gain a +5 bonus on a single saving throw it is required to make. Sulfanorum may choose to gain the bonus on its saving throw even on another creature's turn.



## *Underdark Locations & Encounters*

**Whirlwind (Su)** Sulfanorum can transform itself into a whirlwind once every 10 minutes and remain in that form for up to 12 rounds. In this form, Sulfanorum can move through the air or along a surface at its fly speed. The whirlwind is 5 feet wide at the base, up to 30 feet wide at the top, and up to 60 feet tall. Sulfanorum controls the exact height, but it must be at least 10 feet. In whirlwind form Sulfanorum cannot make slam attacks and does not threaten the area around it.

Sulfanorum's movement while in whirlwind form does not provoke attacks of opportunity, even if the elemental enters the space another creature occupies. Another creature might be caught in the whirlwind if it touches or enters the whirlwind, or if Sulfanorum moves into or through the creature's space. Large or smaller creatures caught in the whirlwind must succeed on a DC 28 Reflex save or take 2d8 damage. It must also succeed on a second Reflex save or be picked up bodily and held suspended in the powerful winds, automatically taking 2d8 damage each round. A creature that can fly is allowed a Reflex save each round to escape the whirlwind. The creature still takes damage but can leave if the save is successful.

See the *MM* for additional details.

### 30. The Pure City of Vandekhul

Built on the shore of the Sulphur Sea, the small city of Vandekhul is considered a "pure" location by the darakhul because the acidic and sulfurous vapors of the sea drive away most breathing creatures. The sulfur itself is good for darakhul bodies, invigorating their connection to the Negative Plane and restoring their darakhul fever to a high degree of potency.

More importantly, the city is a favorite retreat for the Emperor Nicoforus, who keeps a small pleasure palace on the shore. Many nobles do the same in imitation of the Emperor, complete with pleasure barges, small boats for assignations and plotting away from sharp eyes and ears, and even a pair of war galleys, just in case the aboleth or phrenic scourges show themselves.

Whenever the Emperor is not in residence, Duke Morreto Lichmark (the Emperor's current favorite among the dukes) rules. The city contains about 1,000 lesser ghouls and ghosts, 120 dread ghouls, 14 darakhul priests of the Hunger God, and 39 darakhul scholars and nobles. No living slaves are allowed here; the lesser ghouls and ghosts fulfill their duties and bring prepared flesh as food.

Vandekhul is defended by the Harvester Legion, which is currently in town along with their Wizard-General, Smiling Magerette, a female darakhul drow with lips permanently pulled back from her bright white teeth. She and her 750 troops guard the landward approach, the sulfur mines, and the shore. They have charge of the *Phantom*, a ghostly ship that the ghouls hope to use to seize Iddoret and other aboleth strongholds.

Just south of Vandekhul are the sulphur mines, where veins of the yellow mineral are clawed from the earth for use in making darakhul powders, tonics, and alchemical concoctions. The brutal work is often a death sentence within weeks for

any humanoid sent there. Dread ghouls do most of the serious sulphur mining.

### Stealing a Boat in Vandekhul

It may be that the party cannot fly the 10 miles to the Chandelier Island, and seeks to simply steal a boat from the shore. That thought, however, has occurred to many slaves and lesser ghouls, so most boats are kept either in a guarded boathouse, or are watched by two or more dread ghouls. Available boat types fall into three categories, plus there are two special boats.

**White Sailing Boats:** A breeze does blow through the sulfur sea, not strong but steady. These small ghoulish vessels are single-masted boats that move up to 2 miles per hour, and require a crew of three. However, their sails are white, making them easy to spot.

Two sizes exist: the small 3-person variety about 20 feet long and 4 wide and six large yachts of the nobility. The yachts are 40 feet long and 8 wide, and carry a dozen people. They are also much better guarded.

**Paddle Boats:** These boats are small, 10-foot long pleasure craft, with a crankshaft connected to pedals and a paddle wheel. They hold 2 or 3 Medium-size creatures and move 1-½ miles per hour. Hit points 12, hardness 2.

**Working Boats:** These fishing vessels, mining vessels, and merchant vessels are quite small by surface standards but useful enough. They carry up to 8 Medium-size people and make 1 ½ miles per hour under sail and oar. A few are so balky that they require magical winds to maneuver or a DC 20 Profession (Sailor) check.

**The Emperor's Barge:** Magic powers this enormous floating platform rather than oars (the Necrophagi have contrived a necromantic system of waving limbs that respond to arcane commands). It can hold up to 100 people (50 comfortably), and is fully 20 feet wide and 80 long. It moves about 1 mile per hour.

**The Phantom:** This fuligin black warship is the Emperor's current delight: a ship that's almost impossible to see coming, due to its blacker than black paint and sails, and the *silence* spells cast on its oars to muffle the ship's approach. The ship is crewed by **50 ghastr oarsmen** (hp 29 each, AC 14, +4 claws +6 bite for 1d6 and 1d3 plus paralysis), four **dread ghastr overseers** (hp 45, AC 19, +7 claws +9 bite for 1d6+1 and 1d3+1 plus paralysis) each), and two **darakhul warriors** (hp 65 each, AC 22, +14 claws, +16 bite for 1d8+4 and 1d4+4 plus paralysis or +15/+10/+5 repeating clockwork crossbows for 1d10 plus *faerie fire*). Its black figurehead is an animated carving of a babau demon that continually seeps blood from its skin; this figurehead is the only visible element when the ship is underway.

The ship has a ram (damage 2d12) and a single ballistae (attack +12, damage 2d8). There are rumors that it can go incorporeal to travel from one body of water to another.

The Phantom travels 3 mph under magical sail, or 4 mph when the crew uses the oars. The ship is heavily guarded at all times, with half its crew aboard and a Necrophagi just a few rounds away in case the emperor wants to take his new toy out for a sail.

### 31. The Depths of the Earth (EL 15)

If the party decides to destroy the Crown of Air and Darkness through physical means, they may come here, at the deepest point of the Empire, to try their luck with one of the methods described by the crown's lore (see page 24). The air is very thick and hot. Temperatures make wearing heavy or even medium armor for very long uncomfortable (DC 20 Survival check or become fatigued).

The place the party wants is the lair of Spelos, an elder cave dragon who guards a tunnel that ghouls consider the entrance to the underworld and the physical domain of the Death God. When they find it, read the following:

*The air grew increasingly hot over the last few stretches of tunnel, until finally you can feel the sweat soaking your armor and dribbling down to make puddles in your boots. Strangely enough, the tunnel walls are coated with light frost, or some powdery crystal that seems like frost. Touching it, though, reveals it as some form of dust.*

*Ahead, the cavern opens into a cavern, taller than it is wide. A portal stands at the far end, just beyond a steaming river. In front of the portal is a scattered group of stones; between them the ground is filled with magical darkness.*

Spelos rests in the pit, preferring to stay hidden as the party approaches.

How the party destroys the artifact depends on what the DM considers most dramatic. Learning how the artifact can be broken should be a challenge as well. The Mage-Aboleth knows how, and the cloakers might, but convincing them to share the information is difficult. The Necrophagi certainly know, but they have no reason to tell.

The one who might share the secret is the Black Prince (though the party might also learn it from the Hunger Oracle). Assuming they do learn it, the method might be:

- Convince Spelos, the old cave dragon, to devour it.
- Trigger the Crown's magic here in the depths, far from ghouls who benefit from it—but possibly destroying the party itself.
- Throw the Crown into the afterworld's tunnel while dodging the nightwings that guard it.
- Find the second artifact that destroys it, the Spear of Light (or for *Castle Shadowcrag* parties, the Sword of Bright Shadows).

The choice of destruction is best matched to suit your character's strong points and the campaign's overall flavor. See page 113 for some finales.

# 7. Darakhul, the White City of the Ghouls

The empire has no beating heart, but a metropolis that is an endlessly hungering maw, besieged by its masses of poor and starving beggar ghouls, kept in line by two powerful legions answerable only to the Emperor, and filled with the displays of the rich and powerful. Everyone in the Imperium comes to Darakhul to make their play for power and influence. Many find it a stony place with little room for errors.

## 7.1 Approaching the White City

*The tunnel before you echoes with two noises: the shrieking of fungus and the scraping of beetle carapaces against stone. There's greenish-yellow light ahead, lighting up a heavily fortified gate. A caravan clusters there, and you hear the familiar tone of guards asking questions.*

The city approaches are all planted with **five to 10 advanced 3HD shriekers** (hp 17 each, MM 113) and watched by **three or four sniffer beetles** (hp 5 each, see page 6), in addition to being protected by double "airlock" style gates. **Fifteen lesser ghouls, three ghost sergeants, and a dread ghost lieutenant** always watch the first such gate.

Bypassing the second gate is a 40-foot section of flooded tunnel. Undead can swim through any time they like. All others must make DC 30 Swim checks if they choose that direction (or if they are disguised as undead). Undead who choose not to swim are allowed through the main gates, but watched with much greater care (a +4 circumstance bonus to all Spot checks due to the unusual behavior).

### Second Gate and Contraband

At the far end of the water gate and beyond the first gate is a second gate. This entrance is watched by **30 lesser ghouls, 4 sergeants, 2 lieutenants, and 1 darakhul captain**. A single **Necrophagi wizard** stands guard duty about 30% of the time. They search absolutely everything brought into the city, seizing Good-aligned holy symbols, holy water, ghoulbane oil, wyrmsblood venom, and other items as contraband.

These gate guards are called the iron and ivory ghouls, as it's risky to call either legion by name and be mistaken. They watch and act as protectors, inspectors, toll collectors, and spies. The guards and inspectors are typically as shown:

### Ghost Sergeant

CR 3

Advanced Ghost

CE Medium Undead

**Init** +3; **Senses** darkvision 60 ft.; Listen +2, Spot +10

**Aura** stench (10-ft., DC 18)

**Languages** Common, Undercommon

**AC** 17, touch 13, flat-footed 14 (+3 Dex, +4 natural)

**hp** 40 (6d12 HD)

**Immune** undead traits

**Resist** turn resistance +2

**Fort** +2, **Ref** +5, **Will** +7

**Spd** 30 ft. (6 squares)

**Melee** bite +6 (1d8+3 plus paralysis (DC 16)) and  
2 claws +4 (1d4+1 plus paralysis (DC 16))

**Base Atk** +3; **Grp** +6

**Atk Options** ghoul fever (DC 16)

**Abilities** Str 17, Dex 17, Con —, Int 13, Wis 14, Cha 16

**Feats** Ability Focus (stench), Multiattack, Toughness

**Skills** Balance +9, Climb +10, Hide +10, Jump +10, Move Silently +10, Spot +10

### Ghastly Lieutenant

CR 8

Female Dread Ghost Human Warrior 8

CE Medium Undead (Augmented Humanoid)

**Init** +7; **Senses** darkvision 60 ft.; Listen +2, Spot +2

**Aura** command ghouls and ghouls (30 ft.), stench (20 ft., DC 16), unnatural (30 ft.)

**Languages** Common

**AC** 22, touch 13, flat-footed 19 (+5 armor, +3 Dex, +4 natural)

**hp** 54 (8d12 HD)

**Immune** undead traits

**Resist** turn resistance +4

**Fort** +6, **Ref** +5, **Will** +2

**Spd** 30 ft. (6 squares), climb 30 ft.

**Melee** +1 greatsword +13/+8 (2d6+6/19-20) or  
bite +12 (1d8+4 plus paralysis (DC 16)) and  
2 claws +10 (1d4+2 plus paralysis (DC 16))

**Base Atk** +8; **Grp** +12

**Atk Options** Blind-Fight, Combat Reflexes

**Combat Gear** *potions of cat's grace, haste, and greater magic fang* +3; *javelin of lightning*

**Abilities** Str 18, Dex 17, Con —, Int 13, Wis 14, Cha 15

**SQ** create spawn

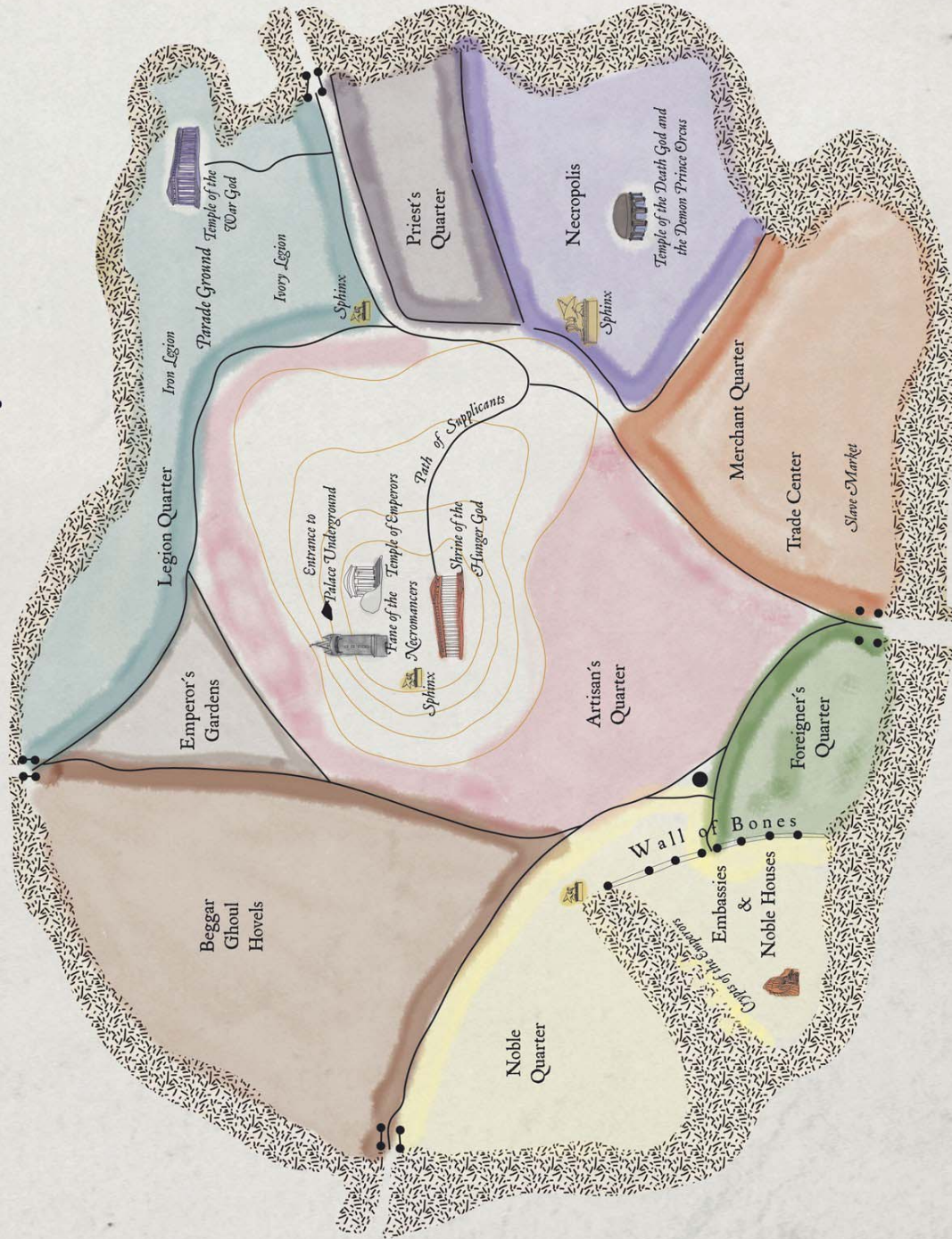
**Feats** Blind-Fight, Combat Reflexes, Improved Initiative, Multiattack

**Skills** Climb +22, Intimidate +11, Jump +24

**Possessions** combat gear, +1 *chain shirt*, 800 gp



# Darakhan - the White City of the Ghouls



## *Darakhan, the White City of the Ghouls*

### Branko Charonson

#### Darakhul Captain

CR 13

Male Darakhul Human Fighter 11

NE Medium Undead (Augmented Humanoid)

**Init** +5; **Senses** darkvision 120 ft.; Listen +3, Spot +3

**Languages** Common

**AC** 30, touch 15, flat-footed 25 (+6 armor, +5 Dex, +6 natural, +3 shield); Dodge, Mobility

**hp** 81 (11d12 HD)

**Immune** undead traits

**Resist** turn resistance +4

**Fort** +7, **Ref** +8, **Will** +8

**Weakness** daylight weakness

**Spd** 30 ft. (6 squares), burrow 15 ft.; Spring Attack

**Melee** +1 *ghoul touch longsword* +19/+14/+9 (1d8+8/17-20 plus paralysis (DC 19)) or  
bite +16 (1d8+5 plus paralysis (DC 19) and darakhul fever (DC 19)) and  
claw +14 (1d4+2 plus paralysis (DC 19))

**Ranged** +1 *light crossbow* +18 (1d8+1/17-20)

**Base Atk** +11; **Grp** +13

**Atk Options** Combat Reflexes, Spring Attack

**Combat Gear** *necklace of fireballs V*

**Special Actions** Whirlwind Attack

**Abilities** Str 21, Dex 20, Con —, Int 14, Wis 17, Cha 18

**Feats** Combat Reflexes<sup>B</sup>, Dodge<sup>B</sup>, Greater Weapon Focus (longsword)<sup>B</sup>, Improved Critical (longsword, light crossbow), Iron Will<sup>B</sup>, Mobility<sup>B</sup>, Multiattack<sup>B</sup>, Spring Attack<sup>B</sup>, Track<sup>B</sup>, Weapon Focus (longsword, light crossbow), Weapon Specialization (longsword)<sup>B</sup>, Whirlwind Attack<sup>B</sup>

**Skills** Climb +26, Handle Animal +7, Intimidate +25, Jump +18, Knowledge (dungeoneering) +10, Ride +8

**Possessions** combat gear, +2 *chain shirt*, +2 *light steel shield*, +2 *longsword*, +1 *light crossbow* with 20 bolts, *amulet of natural armor* +2, 1,100 gp

### Necrophagi Apprentice Wizard

CR 8

Male Human Darakhul Wizard 8

NE Medium Undead (Augmented Humanoid)

**Init** +4; **Senses** darkvision 120 ft.; Listen +3, Spot +3

**Languages** Common, Darakhul, Gnome, Goblin

**AC** 20, touch 16, flat-footed 16 (+2 armor, +4 Dex, +4 natural)

**hp** 60 (8d12 HD)

**Immune** undead traits

**Resist** turn resistance +4

**Fort** +2, **Ref** +6, **Will** +11

**Weakness** daylight weakness

**Spd** 30 ft. (6 squares), burrow 15 ft.

**Melee** bite +6 (1d8+2 plus paralysis (DC 18) and darakhul fever (DC 18)) and  
2 claws +4 (1d4+1 plus paralysis (DC 18)) or  
MW quarterstaff +7 (1d6+2)

**Base Atk** +4; **Grp** +6

**Atk Options** Combat Expertise

**Combat Gear** *potion of resist energy* (fire) 30, *scroll of disintegrate* and *polar ray*, *wand of magic missile* (CL 3<sup>rd</sup>, 50 charges)

### Wizard Spells Prepared (CL 8<sup>th</sup>)

4<sup>th</sup>—*curse of weakness*\* (+8 ranged touch, DC 23),  
*empowered scorching ray* (+8 ranged touch), *shout*  
(DC 23)

3<sup>rd</sup>—*sonic fireball* (DC 22), *protection from energy*, *ripen flesh*\* (+8 ranged touch, DC 22), *sleet storm*

2<sup>nd</sup>—*ravenous hunger*\* (+6 melee touch, DC 21), *scare*  
(DC 21), *summon monster II* (2), *web* (DC 21)

1<sup>st</sup>—*charm person* (DC 20), *floating disk*, *magic missile*,  
*magic weapon*, *shield*, *silent image* (DC 20)

0—*detect magic*, *disrupt undead*, *ghost sound* (DC 17),  
*mending*

**Abilities** Str 14, Dex 18, Con —, Int 23, Wis 17, Cha 18

**SQ** call familiar

**Feats** Combat Casting, Combat Expertise, Empower Spell, Energy Substitution (sonic)<sup>B</sup>, Iron Will<sup>B</sup>, Multiattack<sup>B</sup>, Scribe Scroll<sup>B</sup>, Toughness, Track<sup>B</sup>

**Skills** Climb +10, Concentration +11 (+15 casting defensively), Decipher Script +15, Intimidate +12, Knowledge (arcana) +17, Knowledge (dungeoneering) +23, Knowledge (local) +9, Spellcraft +16

**Possessions** combat gear, masterwork quarterstaff, *headband of intellect* +2, *bracers of armor* +2, 800 gp

**Spellbook Spells Prepared Plus** 0—all; 1<sup>st</sup>—*disguise self*, *identify*, *protection from good*, *ray of enfeeblement*, *shocking grasp*, *sleep*, *summon monster I*, *unseen servant*; 2<sup>nd</sup>—*cat's grace*, *command undead*, *invisibility*, *phantom trap*, *knock*.

If the party gets past the city's double gates (with their kill zones in between), read the following:

*Inside the enormous cavern, the smell of death and decay is strong. The space is well lit by greenish-yellow lanterns. The air is stuffy and hard to breathe, but you can see streets ahead of you branching right and left. A small hill looms up ahead topped by a tall black tower, white buildings with columns, and so on. Dozens, maybe hundreds of humanoids move around the streets, some in armor with the three-skull sign you've seen before, others looking thin and covered in rags. This is clearly a major city. You see both small huts and large buildings made of white stone, and still other buildings clearly guarded behind a battlement at least 100 yards away.*

*The whole cavern must be hundreds of yards in diameter. The ceiling is just a black veil above. For a moment, you think you see something flying up there.*

The city defenses are comprehensive. Each gate is always watched by both legions in two sets. Among the four main gates, the watch is **200 lesser ghouls**, **32 ghastr sergeants**, **16 dread ghastr lieutenants**, and **four darakhul captains**. One Necrophagi sorcerer is always present at each city gate. Hundreds of legionnaires always patrol the city streets in groups of 10 during their 12-hour duty.

Beyond that, many priests, Necrophagi, and darakhul nobles can always be found on their own business. Any fight is taken as feeding time in Darakhan; losers literally feed the winners, and the bones go to the Necropolis.



## 7.2 City Quarters & Prominent Locations

The White City is wide open for exploration, but many sections are quite dangerous for a fleshling visitor. Parties can simply walk around the city if they wish, but every day they are likely to encounter at least one pack of hungry beggar ghouls, covetous flesh-sellers, or slavers who need additional merchandise.

Combat in the city is common, but it draws attention quickly. Fighting always brings the guard within 5 minutes.

Guards always take a ghoul's word over that of a living creature. The exceptions are beggar ghouls. Guards may turn against them if the party has strong social skill checks or offers bribes of flesh.

### 1. Merchants and Livestock Pens

*This quarter seems to be devoted to commerce: everywhere, ghouls, kobolds, slaves, and zombies carry goods, force slaves to march in shackles, and haggle over prices. In addition to the constant flow of slaves, there's a lot of metal goods: black iron hammered into shields, weapons, and armor, as well as mining tools, manacles, and coal. Stranger items include metals you don't recognize, alchemical drinks, foul liquids, and even nigs and songbirds. You see beautiful carved bone: what kind of bone, you don't want to think about.*

All the goods listed in the equipment chapter are available here, including slaves and livestock, carrion beetles, and necromantic items. Surface dwellers pay a premium, but it's amazing what has found its way down here. Snakes, birds, bats, tapestries, grave goods of all kinds, gold and silver ornaments, fine leather boots and even incense are all available, for a price. The goods that are kept under the closest guard are the slave pens, protected by *alarm* spells and serious darakhul guards.

#### Darakhul Slave Guards (4)

CR 7

AC 21

hp 50 each (7d12 HD)

**Melee** bite +14 (bite 1d8+4 plus paralysis, DC 17 Fort) and 2 claws +9 (1d4+2 plus paralysis, DC 17 Fort) or +1 *ghoul touch* greatsword (2d8+6 plus bane)

### 2. Foreigners' Quarter

*This district is full of life, literally. You haven't seen more than a few ghouls since you walked in: instead you see kobolds, bugbears, drow, deathcap mycolids, troglodytes, and even derro. They all seem busy with matters of their own; the district's buildings are small but well built, and most have no windows.*

This is where the visitors and merchants stay, by law and by custom, to avoid the risks of a fight, bloodshed, and rioting. At any given time, this foreign population usually amounts to a few dozen merchants and hundreds of their guards, livestock, and slaves.

Most foreigners come here to sell their own people or their rivals into slavery. Others come with ore, weapons, magical components, livestock, cloth and jewelry to sell to the wealthy of Darakhul. The district contains many small warehouses, all of them tightly warded with *magic mouth*, *mage locks*, and sentries. Petty theft is punishable by loss of an arm. Execution is for large thefts.

PCs looking for a safe place to stay should stick to this ghetto. The two caravanserais catering to visitors are the 49 Pilgrims and the Silent Fountain, and they are used to booking large groups. They charge 25 gp a night for the group, food and forage included, since the party is a little smaller than they are used to. Most visitors travel with giant lizards or carrion beetles and pay twice that amount.

#### Designer's Note:

##### Missing Henchman Returns

The Missing Henchman hook (page 36) means that a figure known to the party reappears here in the city. The most striking moment could depend on the henchman's former role, but if he was a fighter or rogue, he might well have been recruited as a member of the legions — and the party could see him at the gates.

If he was a wizard or cleric, he might have turned to the ranks of the scribes and Necrophagi, or he might be a fallen beggar ghoul. Use whatever you think will provide the maximum contrast with the henchman's former life.





### *Beggar Ghoul*

#### 3. Beggars' Hovels

*This entire district is made of tiny passages between filthy shanties made of piled stones, scraps of leather, and rope. Everywhere you turn, you see starving ghouls, their ribs sticking out, their claws twitching, their eyes following you from one narrow alley to another. Somewhere nearby you hear the sound of something wailing, a steady, low noise abandoned to despair.*

Thousands of lesser ghouls and ghosts live here, always hungry and on the edge of a riot. Any PC foolish enough to enter the region will trigger a ghoul frenzy unless they make a successful DC 30 Bluff, DC 20 Disguise, or DC 25 Intimidate check every minute they remain. See page 40 for details of a frenzy.

#### 4. Artisans' Quarter

*This district has many small shops: weavers, tanners, dyers, smiths, scribes, and jewelers all do business here in some form. The payment is in unfamiliar coins, but the ebb and flow of money is familiar. The food stalls are disturbing, though, as they often include fingers or other recognizably humanoid bits of flesh.*

The ghouls in this quarter have a trade and some modest income; they are not interested in trouble, questions, or politics. If a PC acts suspicious, they are quick to call the watch, bringing **9 ghosts** and a **dread ghoul** sergeant in no time.

#### 5. Nobles' Quarter

*This section of town is filled with guards, high walled compounds, and buildings set back from the street—some of them with towers that look like small fortresses. Some things never change; it must be the noble's or merchant's quarter, because these people are rich and have things to guard. The only people on the street are servants scurrying somewhere on an errand or nobles being carried in a litter. None seem inclined to talk.*

Patrols and guards are everywhere, passing through each street roughly every 30 to 60 minutes to sweep up and question beggar ghouls and other vagrants. Other nobles who live here are:

- Baroness Jasna Braintree
- Beetle Baron Milorad Mudmouth
- Silver Baron Vukas Crowsroad
- Lord of Tears Marius Cipic
- Master of the Necrophagi Sevtozar Zoric
- Captain-General of the Ivory Legion Branko Charonson
- Lich-Magister Olja Chornovoi, the Emperor's former courtesan
- Mistress of Monuments, Anica Rivermute
- Lord Hunter Illeno Cryphtand

Occasionally an assassination or coup is staged against one of the ghoul lords. For the most part, these happen quickly and the perpetrators flee to avoid recognition. Patrols will not immediately arrest visiting foreigners for any assault in this quarter.

However, if the PCs are seen near the site of any violence, word will spread quickly, and the lords themselves may decide to eliminate these 'visiting assassins from the surface.'

#### 6. Marquise's Halls

*A small rise in the center of the noble's district is the site of five larger compounds, all of them walled off. Guards and lich bounds patrol the walls and towers.*

The Marquis Crumbcoat has a large palace here, as do the other major nobles. Any of them are willing to have an audience with a party that comes recommended as trustworthy (by Laslo, for example, or by one of the lesser nobles or the Loremaster Eressar). Getting into an estate without such credentials requires a DC 40 Bluff or a massive bribe. Nobles are not willing to be seen "trafficking with fleshlings" as though they were equals.

A successful audience with one of the barons or the Marquis can provide a party with information about the court, its officers, and its protocol. With a DC 35 Diplomacy check, the party gains an invitation to visit the Buried Palace as the Marquis' guests.

## 7. Embassy of the Phrenic Scourges

*This globular structure pulsates with the movement of wormlike creatures just under the building's reddish skin. Its door slits open and close with muscular action. The guard outside the doors wears a heavy cloak with a deep hood; his features are not visible.*

The embassy here is a conduit between the phrenic scourges and the noble ghouls, who value the scourges psionic power and forbidden knowledge. The beggar ghouls despise the scourges, because the emperor has made it clear they are not to be disturbed. The beggar ghouls think the phrenic scourges should be just another source of meat for them.

The party may visit here at the suggestion of the Loremaster Eressar. Odds are good that they won't get far. The scourges find the ghouls inedible, but they see living humanoids as incubators.

## 8. Black Prince's Embassy

*One white building in this quarter stands out, not so much for its color, which is common enough, but for its glowing light and shimmering surface. Its towers ripple under the weight of tens of thousands of white moths. The building's roof is covered with whirring flying things, and its doorways are lit with glowworms.*

*Small hooded creatures, about the size of kobolds, guard the door. They hold huge axes.*

*As you approach the door, dozens of moths land on you, fluttering their glowing wings. The guards don't move.*

The white moths aren't just pretty; they are also an alarm against intruders, covering any non-fey in hundreds of otherwise harmless but glowing creatures (equivalent to a non-magical *faerie fire* spell). The two guards at the door are quickling drow (from the *Advanced Bestiary*, page 209). They cannot be bribed (they fear their master too much), but they can be talked round with a DC 35 Diplomacy or a successful DC 35 Bluff.

If the party does talk their way into the Embassy, the Black Prince is superficially friendly. He is, in fact, bored with the company of the undead, and hopes the PCs can help him where his own minions have not.

The **Black Prince** wants to take back the crown to the Queen of Air and Darkness, so his goddess will grant him dominion over his fellow princes on the Plane of Shadow. He will pay anything and do anything to prevent the ghouls from using it – they are unworthy. At the same time, he pretends to be the ghouls' faithful ally and pumps them for information every chance he gets.

The Black Prince knows that the Crown is near water (due to a divination that placed it near "reeking liquid"), so he has his **grey nisps** securing one of the Yellow River crossings. Others servants search the waters of the Sulfur Sea, without success.

If the party approaches him, here's a description:

*A wooden gallery runs above the audience chamber. A fey lord sits in a small chair draped in purple velvet. He wears black chain armor and an open-faced helm topped by a glowing white feather. He has a rapier at his side and two enormous black dogs at his feet. He toys with a green leafy wand.*

If the party makes a DC 30 Spot check or DC 25 Listen check, read:

*You notice that there is a wooden gallery above the audience chamber. You think you hear elvish voices up there, and the rattle of a quiver.*

His dogs are **two shadow mastiffs**, and there are **six shadow fey archers** above.

The Black Prince will watch carefully to see where the PCs go; he hopes to confront them immediately after they find the Crown, and take it from them through sleight of hand or deception. If the party prefers to try to threaten, extort, or badger him, he will attack without hesitation.

### The Black Prince (Hander Svenk)

**CR 13**

Male Shadow Fey Sorcerer 6/Fighter 4

N Small Fey

Appendix A

**Init** +13; **Senses** darkvision 240 ft.; Listen +14, Spot +14

**Languages** Common, Elven, Goblin, Giant, Shadowcommon, Sylvan

**AC** 27, touch 23, flat-footed 19 (+3 natural armor, +4 deflection, +5 Dex, +4 shield, +1 size); Dodge, Mobility, uncanny dodge or **hasted** 28, touch 24, flat-footed 20

**hp** 133 (7d6+21 plus 6d4+18 HD plus 4d10+12)

**Fort** +11, **Ref** +13, **Will** +12; improved evasion or **hasted Ref** +14

**Weakness** light

**Spd** 40 ft. (8 squares); shadow jump  
**hasted** 70 ft. (14 squares)

**Melee** +3 *dancing rapier* +18/+13 (1d4+6/18–20) or  
+1 *quarterstaff* +13/+8 (1d4+2) or  
**hasted** +3 *dancing rapier* +19/+19/+14 (1d4+6/18–20) or  
**hasted** +1 *quarterstaff* +14/+14/+9 (1d4+2)

**Ranged** shortbow +16/+11 (1d4/x3 plus sleep thorn poison)

**Base Atk** +10; **Grp** +7

**Atk Options** Combat Reflexes, *haste*, sleep thorn poison (DC 20 Fort, sleep for 1d6 minutes)

**Combat Gear** *wand of enervation* (13 charges), 6 sleep thorn arrows, *potion of heal*

**Special Actions** unravel (+13)

**Sorcerer Spells Known** (CL 6<sup>th</sup>)

3<sup>rd</sup> (4/day)—*ripen flesh* (DC 18)\*

2<sup>nd</sup> (6/day)—*acid arrow* (+16 ranged touch), *touch of idiocy* (+12 melee touch)

1<sup>st</sup> (8/day)—*chill touch* (DC 16), *obscuring mist*, *ray of enfeeblement* (+16 ranged touch), *sleep* (DC 16)

0 (6/day)—*acid splash* (+16 ranged touch), *flare* (DC 15), *ghost sound* (DC 15), *mending*, *read magic*, *shadow blindness*\* (+12 melee touch, DC 15 Will negates, suppresses darkvision for 1 round), *touch of fatigue* (+12 melee touch, DC 15)

## Darathhan, the White City of the Ghouls

### Spell-Like Abilities (CL 13<sup>th</sup>)

At will—*douse*\* (55-ft. range, affects up to 13 light sources in a 40-ft. radius, DC 16 Ref negates [objects], extinguishes affected lights), *shadow bite*\* (DC 13 Concentration check or caster disrupted, DC 15 Fort negates, 50% chance to drop an item), *silhouette*\* (Will DC 15 negates, projects shadow figures on a wall up to 100 ft. square)

3/day—*haste*, *shadow walk*

1/day—*orb of light*\* (90-ft. range, +16 ranged touch, 13d6 positive energy [13d8 to undead]), *suggestion* (DC 18)

**During Combat** The Black Prince uses his *haste* and *orb of light* spells and sleep thorn arrows from his bow.

**Morale** If reduced to less than 50 hp, he immediately withdraws using a shadow jump and drinks his *heal* potion, then resumes combat.

**Abilities** Str 12, Dex 20, Con 16, Int 16, Wis 13, Cha 21

**SQ** alternate form, familiar, flicker

**Feats** Combat Reflexes, Dodge, Greater Weapon Focus (rapier), Improved Initiative, Mobility, Skill Focus (Bluff), Spell Penetration, Still Spell, Weapon Focus (rapier), Weapon Specialization (rapier)

**Skills** Balance +9, Bluff +16, Concentration +13, Diplomacy +9, Escape Artist +9, Forgery +5, Handle Animal +8, Hide +27, Knowledge (arcane) +12, Knowledge (the planes) +7, Knowledge (local) +4, Listen +14, Move Silently +23, Open Lock +7, Perform (dance) +10, Profession (judge) +5, Search +6, Sleight of Hand +10, Spellcraft +14, Spot +14, Tumble +9

**Possessions** combat gear, +3 *buckler*, +3 *dancing rapier*, +1 *quarterstaff*, shortbow with 20 arrows, *amulet of natural armor* +3, 12 pp, 18 gp, 11 sp, 18 cp.

**Alternate Form (Su)** The prince can assume an alternate raven form as a swift action, and this raven is always black. The Black Prince does not regain hit points for changing form. In his alternate form, he loses spellcasting ability but gains the natural weapons and extraordinary special attacks of his new form. He can remain in that form until he takes another or until struck by sunlight.

**Flicker (Ex)** The prince seems to fade in and out of vision. He is very hard to focus on unless he wishes to be seen. This allows him to hide in plain sight (as per the shadowdancer ability; DMG p.195), and it grants him a deflection bonus to armor class equal to his Charisma ability modifier.

**Improved Evasion (Ex)** A shadow fey takes no damage at all on successful saving throws against attacks that allow a Reflex saving throw for half damage. He takes only half damage even if he fails her saving throw.

**Light Weakness** The prince suffers a -2 circumstance penalty to all attacks, skill checks, and saving throws when in full sunlight (including that created by a *daylight* spell). Worse, he loses his flicker deflection bonus to armor class.

**Shadow Jump (Su):** A shadow fey can travel between shadows as if by means of a *dimension door* spell. The magical transport must begin and end in an area with at least some shadow. A shadow fey can jump up to a total of 640 feet each day in this way; this may be a single jump of 640 feet or two jumps of 320 feet each and so on. Each jump, no matter how small, counts as a 10-foot increment.

**Uncanny Dodge (Ex)** A shadow fey retains his Dexterity bonus to AC (if any) regardless of being caught flat-footed or struck by an invisible attacker. (He still loses any Dexterity bonus to AC if immobilized.)

**Unravel (Su):** As a swift action, shadow fey sorcerers can unravel the spells of their foes. This acts as a *dispel magic* cast at their overall class level. (+13 for the Prince.)

**Skills (Ex)** The Prince can move at full speed or even run while hiding. He suffers no penalties on Hide checks due to movement.

### Astra, the Prince's Bat Familiar

CR -

Diminutive Magical Beast

MM 268

**Init** +2; **Senses** blindsense 20 ft., low-light vision; Listen +21\*, Spot +21\*

**Languages** empathic link, speak with master

**AC** 19, touch 16, flat-footed 17 (+2 Dex, +3 natural, +4 size)

**hp** 66 (1/4d8 HD, effectively 6 HD)

**Fort** +8, **Ref** +10, **Will** +13; improved evasion

**Spd** 5 ft., fly 40 ft. (good)

**Space** 1 ft.; **Reach** 0 ft.

**Base Atk** +10; **Grp** -7

**Abilities** Str 1, Dex 15, Con 10, Int 8, Wis 14, Cha 4

**SQ** deliver touch spells, share spells

**Feats** Alertness

**Skills** Bluff +8, Concentration +10, Escape Artist +6, Hide +24, Knowledge (arcane) +8, Knowledge (the planes) +3, Knowledge (local) +2, Listen +21\*, Move Silently +12, Search +2, Spellcraft +10, Spot +21\*

\*Astra has a +4 racial bonus on Spot and Listen checks. These bonuses are lost if its blindsense is negated

### Shadow Mastiffs (2)

CR 5

MM 222

**hp** 30

**During Combat** The dogs keep melee foes away from the Black Prince.

### Shadow Fey Archers (6)

CR 3

**AC** 24 (including cover)

Appendix A

**hp** 36

**Ranged** longbow +12 (1d6+2)

**During Combat** The archers shoot anyone who is a melee threat first, then anyone casting spells.

**Development:** The Black Prince claims to be able to destroy the Crown, as his people wove it (true, though he won't actually do any such thing). He tries to convince the party to bring the Crown to him — at which point, he would *shadow walk* away and tell the Queen of Night and Magic that he did all the work, while informing the Emperor that the humans betrayed him. He would hope to curry favor with both sides, and strengthen his hand on the Plane of Shadow even further, at the PCs' expense.

**Treasure:** The Black Prince has many odd things — the horns of shadow elk as a hunting trophy, the bottled sighs of virgins, and the collected shadows of the Family Stross — but these are only valuable on the Plane of Shadow, or at least only valuable among the shadow fey.

His real treasure is a set of a dozen silver apples made of distilled moonlight. These apples shine like mithral and are worth 1,000 gp each. They provide the bearer with a +4 deflection bonus to AC and immunity to daylight weakness, and they are always carried by two young shadow fey pages who will present themselves as apprentices to the Emperor at an upcoming audience. These treasures are meant to bribe the Emperor.



## 9. The Demonic Embassy (EL 14)

The demons of the underdark are good friends of the darakhul. They support the efforts of the emperor to extend his power to the surface. At the same time, they are friends of any priests or followers of Orcus or the Demon Lord of Ghouls, and are happy to help in betrayals, plotting, and mayhem.

The party may have found the cave dragon scepter Blacktooth (see Underdark, area 4), which was stolen from **Sinderec**, the ambassador. He's eager to have it returned. If the party does have it, he offers them anything short of a *wish* to get it back. If word gets back to Lord Orcus that he's lost his badge of office, Sinderec's fate won't be worth dretch spit.

*The building seems grown from the stone around it like a cancer: black, foul, and pulsing with evil. The walls are carved with hands and claws trying to pull themselves free of the stone; in a few places, you see horns, eyeballs, and open mouths. The windows and doors, by contrast, are painted a simple, solid red, with rusty iron hinges and door handles. The building has a single main wing, a domed section, and some small towers.*

Two guards watch the main door; they aren't human, drow or ghouls. They are slovenly **dretch demons** that are easily fooled or bypassed. The interior of the embassy is full of these things; they provide the staff of 23 servant-demons.

### Dretches (23)

CR 2

MM 42  
hp 15 each

The demonic embassy is here to make sure that the ghouls tend toward chaos, and to remind them that Lord Orcus favors them. The demon in charge is Sinderec, a glabrezu. He's always willing to hold an audience with fresh meat and possible souls. He's also willing to betray secrets, attack his enemies among the ghouls (especially followers of the Emperor Cult or the War God), and to encourage vice in all forms. He's not subtle about this. When the party is ushered into his presence, read:

*A dog-headed, four-armed creature sits on the far side of a large table made of stained grey wood; it seems to be finishing a meal while two servants lick its fur clean. It throws the bones to the floor, wipes its hands on its belly fur, and licks its lips. "Humans! I am very pleased you have chosen to ally yourselves with me. You have chosen the side of strength! Your wishes may well be granted. To show your sincerity, perhaps you could provide the drinks?"*

*The demon's doggish snout is slobbering with strings of drool.*

Ask the party for a DC 23 Knowledge (the planes) check if they seem befuddled. If they succeed, they know that he demon hopes that a party member will open a vein and offer up a small goblet of blood (a 4 point Con loss should do it.). If they don't provide this, they suffer a -4 circumstance penalty to all Bluff, Intimidate, and Diplomacy checks with the Ambassador Sinderec.

If the party wants to fight, the demon is eager to oblige. He keeps a single **vrock bodyguard** overhead in the rafters to make sure he wins these sorts of "assassination attempts," as he thinks of them.

### Vrock Bodyguard

CR 9

MM 48  
hp 115

### Sinderec, Glabrezu

CR 13

CE Huge outsider (chaotic, extraplanar, evil)  
MM 43  
hp 174 (12 HD)

**During Combat** The audience chamber ceiling is covered in 2-foot-long, razor-sharp spikes that Sinderec uses in conjunction with his *reverse gravity* ability to impale foes for 4d6 falling plus 4d8 piercing damage.



### *Sinderec, Glabrezu Ambassador*

**Treasure:** The ambassador is a wealthy, wealthy demon, since he frequently sells his office, promising access to Orcus's blessings and magic in exchange for gold, blood, and souls. He has 13 chests in his treasury:

- two contain 4,000 sp each, two with 4,000 gp each,
- one contains notes on magic and arcana (4 vile spells of the DM's option, taken from the Spells section, see page 19),
- three contain 13 skulls or shrunken heads of prominent ghouls and diabolists,

## *Darakhan, the White City of the Ghouls*

- two contain jewelry, seals, and rings (worth 15,000 gp per chest),
- one contains three demonic, black steel +2 daggers (*life-drinker*, *venom*, *unholy*), and
- one contains 200 gems of all kinds, worth 500 gp each, 100,000 gp total).

The last chest contains raw souls, which appear as luminous gems. A DC 25 Appraise makes clear that these are not earthly gems. A DC 25 Knowledge (religion) reveals that they are souls of evil creatures, trapped in physical form and likely to be used in demonic rituals to create more demons.

### 10. Necropolis (EL 11)

*The creature is as large as a small dragon, with long feathered wings, a lion's body, and a strange face, beaked but with a human mouth within its beak. Its eyes seem like an eagle's, sharp and missing nothing. The thing speaks, saying "You are not servants of the Emperor. But you are servants of Death, for I see you standing in a river of blood. So feed me flesh and answer my riddle, and I will tell you how to walk through the hall of arms. Fail in your answer, and I will eat one of your hands." It preens its feathers, barely interested in your reply.*

The **gypsosphinx** is as good as its word. The first riddle it asks is:

*I am the black child of a white father;  
I give birth to tears of mourning in  
pupils that meet me,  
And at once my birth I am dissolved  
into air.*

The answer is "smoke"; this is the easy one. The second riddle is:

*This we love more than life,  
Fear more than death,  
The rich want it,  
The poor have it,  
The miser wants it,  
And the spendthrift saves it.*

The answer is "nothing."

If the party answers incorrectly, the gypsosphinx may demand its tasty hand as payment. If the party does answer correctly, the gypsosphinx offers them information about the Crown if the party asks about that (otherwise, about the Emperor or his Loremaster), at the DM's discretion.

#### **Gypsosphinx**

NE Huge magical beast  
Appendix A  
hp 167 (20d10+60 HD)

**CR 11**



*Gypsosphinx*

**Treasure:** The vulture sphinx is remarkably wealthy, as the ghouls often consult it for advice and prophecy as a sort of emissary of the underworld. Most of this wealth is in the form of carrion flesh, though, which PCs may not find valuable (though they can certainly trade it to ghouls).

The rest of it is kept buried in a hollow below the plinth and includes 784 pp, 3 water opals (400 gp each), four jacinth (50 gp each), a blue star sapphire pendant on a silver chain (value 1,600 gp), a gold-plated ornamental steel longsword with fiery yellow corundum jewels in hilt (value 2,000 gp), a diamond and silver ring (value 8,000 gp), two mithral combs (500 gp each). There's also a suit of +3 *Small breastplate armor* and a *stone of good luck*.

## 11. Temple of the Death God and the Demon Prince Orcus

*The temple ahead of you has a series of carved figures over the enormous doorway, which shows a masked figure in long robes welcoming visitors with open arms. This seems fairly benevolent until you can see that the mask is actually a blank face, and that living creatures walk from the left to that blank figure's scythe, then cross over it to the right side. A second larger figure at the top of the column to the right of the door is a fat god with the head of a ram and long black robes.*

*Steady bluish flames from many small brass tubes light the interior. The altar is white stone heavily marked with reddish stains, and the priests attending the altar wear red robes and swing incense burners that reek of something sharply alchemical, like acid or hie. A priestess chants above the body of a woman lying on a platform in the center of the temple. The priestess holds a candle in one hand and a heavy black staff in the other.*

All the death and darkness gods of the darakhul have a temple in the White City, but the temple of Orcus and the Death God (often confused by new ghouls) is one of the easiest to see, as it stands among all the crypts and mausoleums of the commoners and soldiers remembered in the Necropolis. Worship of the Death God is loud and sincere; the blank-faced god is said to be the wellspring of ghoulish power. Orcus is his greatest servant, the creator of the ghoul fever, and the patron of all other, lesser undead. Each temple is always attended by at least two dread ghoul underpriests; the high priests visit only to conduct services and offer sacrifices.

The high priest of Orcus is not a priest at all, but a powerful diabolist named Waldrop Mallecar. He is more often found at the Demoniac Embassy (area 9) than at the temple.

The high priestess of the Death God is **Lucretia Tideblood**; she is a human darakhul who served as a priestess in life as well. Her two assistants are **dread ghouls**.

### Lucretia Tideblood

CR 12

Female Darakhul Human Cleric 10

LE Medium Undead (Augmented Humanoid)

Appendix A

**Init** +1; **Senses** darkvision 120 ft., Listen +8, Spot +7

**Languages** Common, Darakhul, Undercommon

**AC** 24, touch 11, flat-footed 23 (+9 armor, +1 Dex, +4 natural)

**hp** 62 (10d12 HD); **DR** 5/magic and daylight

**Fort** +9, **Ref** +4, **Will** +15

**Immune** undead traits

**Resist** turn resistance +4

**Fort** +9, **Ref** +4, **Will** +15

**Weakness** daylight weakness

**Spd** 20 ft. (4 squares), burrow 10 ft.

**Melee** +2 spear +14/+9 (1d8+7/x3) or bite +12 (1d8+5 plus paralysis (DC 21) and darakhul fever (DC 16)) and 2 claws +10 (1d4+2 plus paralysis (DC 21))

**Base Atk** +7; **Grp** +12

**Special Actions** rebuke undead 9/day (+8, 2d6+16, 10th), rebuke earth/turn air 9/day (+6, 2d6+16, 10th)

**Cleric Spells Prepared** (CL 10<sup>th</sup>, 11<sup>th</sup> for Evil spells)

5<sup>th</sup>—atonement, dispel chaos (DC 19), lich hound summoning\*, raise dead, wall of stone <sup>D</sup>

4<sup>th</sup>—air walk, discern lies (DC 18), lesser planar ally, spell immunity, unholy blight <sup>DE</sup> (DC 20)

3<sup>rd</sup>—daylight, deeper darkness, glyph of warding (DC 17), helping hand, stone shape <sup>D</sup>

2<sup>nd</sup>—desecrate <sup>DE</sup>, ghastly stench\*, (+14 melee touch, DC 16), sound burst (DC 16), summon monster II, undetectable alignment

1<sup>st</sup>—detect chaos, divine favor, hide from undead, inflict light wounds (+14 melee touch, DC 17), magic stone <sup>D</sup>, sanctuary (DC 17), summon monster I

0—guidance, inflict minor wounds (+14 melee touch, DC 16), mending, purify food and drink, resistance, virtue

<sup>D</sup> Domain Spell, <sup>E</sup> Evil spell; **Deity** Death God; **Domains** Earth, Evil

**During Combat** Lucretia leaves most of the fighting to her followers unless she uses *unholy blight*, summons lich hounds, and casts *ghastly stench*.

**Abilities** Str 20, Dex 13, Con —, Int 16, Wis 22, Cha 22

**SQ** spontaneous casting (inflict spells).

**Feats** Black Touch\*, Empower Spell, Extra Turning, Great Fortitude, Iron Will<sup>B</sup>, Multiattack<sup>B</sup>, Scribe Scroll, Track<sup>B</sup>, Visceral\*

**Skills** Climb +8, Concentration +17, Diplomacy +15, Heal +11, Intimidate +14, Knowledge (dungeoneering) +11, Knowledge (local) +6, Knowledge (religion) +7, Listen +8, Sense Motive +11, Spellcraft +11, Spot +7

**Possessions** +1 full plate, +2 spear, adamantine holy symbol, 19 gp, 10 sp, 18 cp.

**Rebuke Earth/Turn Air (Su):** Lucretia can turn or destroy air creatures as a good cleric turns undead. She can rebuke, command, or bolster earth creatures as an evil cleric rebukes undead. She can use this ability 6 times per day.

**Treasure:** The sacristy of the Death God's temple is filled with gold plate, gold and silver coins, and carved offerings of bone, mithral statuettes, and miniature scythes made of bronze. The total value of the offerings is 44,000 gp, but the goods do detect as moderately magical with an enchantment school aura. Anyone taking so much as a single gold piece suffers a curse. This curse makes it impossible to heal wounds by magical means (natural healing still happens normally). The curse can be lifted only by a *remove curse* spell whose caster defeats SR 24. Failure to defeat that SR means the curse is not affected, though the caster can make multiple attempts.

### Lich Hounds (4)

CR 4

Small Undead

Appendix A

**hp** 45 each

**Melee** bite +7 melee (1d12 plus trip)

### Dread Ghouls (2)

CR 4

Female Dread Ghoul Human Fighter 3

Appendix A; see page 133 (dread ghoul entourage)

**hp** 39 each

**Melee** bite +7 (1d6+4 plus paralysis) and 2 claws +2 (1d3+2 plus paralysis), +1 *unholy heavy mace* +8 (1d8 plus 2d6 for unholy)



## *Darakhan, the White City of the Ghouls*

### 12. Legionnaires' Quarter

The barracks and the War God's temple dominate the eastern end of the military quarter, but the homes of ghoul spawn, allies, and servants dominate the western end. This quarter is home to most of the weaponsmiths, armorers, and suppliers of the imperial legions.

### 13. The Fighting Pits

Ghouls love violent death, especially when there's blood and food after a match. Fights are held here every other day, some of them to settle feuds among noble houses of the darakhul, or a matter of honor between legions. Other fights simply involve powerful ghouls terrorizing and devouring a few foolish adventurers who might amuse the crowds of legionnaires and beggar ghouls. A few professional fighters exist, but most who survive (like Bracus Hellspear or Matoni Razic) fight only against those they know they can slaughter.

The main bookmaker these days is a new fellow recently arrived from Zobeck, the former member of the city guard, Arno Landsteiner (see page 33), now called Arno Underland.

### 14. Legion Parade Grounds and Beetle Stables

This flat square surrounded by beetle stables and barracks is constantly active, the site of military drills, formation training for carrion beetles, and inspections of the various deciles and legions. Most of the military ghouls ignore anyone who is not a member of the legions (in particular, an officer), but the beetles are less fussy. To them, living creatures are food. They may attack a PC who ventures too close to the cavalry training, where they work with archery, ballistae, and acid spitting on command.

### 15. The Imperial Acropolis

*The hill overlooking the city rises 100 feet above the main cavern. Three main buildings stand on it, plus smaller statues, pedestals, and towers. The main buildings are an enormous black tower, a grey and white building of many pillars with a large carved entryway, and a large white and red stone temple.*

These three are the Necrophagi Tower (area 17), the Temple of the Emperors (area 16), and the Shrine of the Hunger God (area 18).

### 16. Temple of the Emperors

*This small grey and white temple seems devoted not to a single god but to many. The building is dominated by four 12'-tall statues: three male and one female warrior.*

The memories of Tonderil, Haresha, and Vermesail are all kept fresh here, with statues of them in proud poses, sacrifices to their memories, and a small priesthood of warriors and lawyers. (The fourth statue is of Nicoforus the Pale, the current Emperor.) The Temple of the Emperors is popular among the palace folk and the darakhul, but hardly ever visited by the beggar ghouls and commoners.

High priestess Doina Doresh, a former human priestess of the god of the Underworld and Charon the Boatman, is a very ancient ghoul. She claims to be the spawn of the Empress Haresha herself. True or not, she's got a sharp political mind, and has advised the Emperor for some years. Anything the party tells her does go directly to the Emperor's ear, though she will feign treachery if she thinks it will gain her valuable information. She is completely loyal to the Imperium. She knows whether the PCs have been retained by Eressar to search for the Crown, and if they have, she may be helpful to the party. Doina Doresh does not have game statistics provided; attacking her triggers a *contingency* spell on a ring she wears that sets off a *sanctuary* spell (W/DC 20) and *hide from living* (W/DC 21). She escapes and returns with 50 members of the Iron Legion.

### 17. Fane of the Necrophagi (EL 12)

*Six floating skulls surround this black tower, and its windows glow greenish-yellow with a steady light. Two skeletal creatures stand on the tower battlements, and two more at the iron door.*

The black tower is meant to attract the attention of those who visit the city, and to show the Emperor's power, but it is not his palace. It is deliberately big and visible. Morgh guards and darakhul necromancers defend the Fane.

These necromancers have connections to the Barons of Morgau & Doresh (close allies), to the Old Lords of the Stross (now mostly gone, though some undead remain), and to the Arcane Collegium in Zobeck (weak links through the person of several necromancers and diviners who know of the Empire).

The Master of the Necrophagi is **Magenthus Quickborn**, a bone collective. He is not currently at the Black Tower, but is in frequent consultation with the Emperor, the Loremaster Eressar, and the courtesan Olja Chornovoi. He can be found back at the tower on the party's second visit. Master Quickborn has **four mohrg** guards.

## Magenthus Quickborn

CR 11

Advanced Bone Collective  
CE Small Undead [Swarm]  
Appendix A

**Init** +5; **Senses** darkvision 60 ft., lifesense 120 ft.; **Listen** +18, **Spot** +18

**Languages** Darakhul, Undercommon

**AC** 26 (+1 size, +5 Dex, +8 natural, +2 ring), **touch** 19, **flat-footed** 22  
**hp** 149 (22d12+3 HD); **DR** 10/magic

**Immune** undead traits

**Fort** +7, **Ref** +12, **Will** +13

**Spd** 30 ft. (6 squares)

**Melee** swarm (4d6 plus wyrmsblood venom) or  
+18 claw (1d4 plus 1d3 Str)

**Base Atk** +11; **Grp** +7

**Atk Options** improved disarm, sneak attack 5d6

**Abilities** Str 10, Dex 20, Con —, Int 14, Wis 10, Cha 16

**SQ** hive mind

**Feats** Alertness, Ambush\*, Improved Disarm, Lifesense#, Skill  
Focus (Disguise), Spelleater\*, Toughness, Weapon Finesse

**Skills** Balance +7, Climb +10, Disguise +16, Hide +26, Intimidate  
+20, Jump +2, Listen +18, Knowledge (Arcane) +19, Move Silently  
+15, Open Lock +15, Sleight of Hand +15, Spot +18, Tumble +15,  
Use Magic Device +10

**Possessions:** darkskull

**Hive Mind (Ex):** All posthumes of a bone collective within 50 miles of their main body are in constant communication. If one is aware of a particular danger, they all are. If one in a group is not flat-footed, none of them are. No posthume in a group is considered flanked unless all of them are.

Any collective with at least 1 hit point per Hit Die (or 18 hit points, for a standard collective) forms a hive mind, giving it an Intelligence of 14. When a collective is reduced below this hit point threshold, it becomes mindless.

**Sneak Attack (Ex)** Any time a bone collective's opponent is denied his Dexterity bonus to AC, or if a bone collective flanks its opponent, it deals an extra 5d6 points of damage. This ability is just like the rogue's sneak attack and subject to the same limitations.

**Superior Disarm (Ex):** With their dozens of tiny fingers, bone collectives are exceptionally adept at grabbing or turning aside a weapon and disarming a foe. They gain a +5 bonus to any disarm attempt and always wind up with a foe's weapon in their hands if they succeed; with their Improved Disarm feat, they never suffer an attack of opportunity for making such an attempt.

**Wyrmsblood Venom (Ex):** The bone collective distills minerals and cave dragon's blood with elements of the deadmind poison to create a reddish toxin that they smear on their fangs. The resulting freakish red mouths on tiny skeletons are somewhat disturbing, but the effect of the toxin is also deadly. Because they add it to their swarm damage, no attack roll is required for a collective to inject venom. **Fort** DC 22, **initial** 1d6 Cha, **secondary** 2d6 Cha, **onset** 1 round.

**Treasure:** darkskull

## Mohrg (4)

CR 8

CE Medium Undead  
MM 189  
**hp** 91 (14 HD)

## 18. Shrine of the Hunger God (EL 16)

*The red and white temple has many pillars, each carved to resemble a ghoul holding up the temple's roof. The floor is glossy black marble, with inlaid mosaics under the pews. There's a 10' diameter pit where an altar would usually be, guarded by one attendant, a bald undead dressed in a simple black robe. It seems to be deep in thought or meditation, and is entirely motionless in front of an enormous stack of very neatly arranged thighbones and leg bones.*

This is Cimbrai, the master of this shrine to the Hunger God and one of the rare Sated Ghouls, who no longer feeds or hungers (see "Cults & Religion"). He stares at bones and meditates on the nature of the Negative Plane. When it amuses him, he incites the beggar ghouls to riot or to a frenzied attack on whatever poor group of foreign (meaning non-ghoul) merchants they can get their claws on.

If the party fails to bring an offering of food for beggars, he politely but firmly insists that they leave the temple. If they refuse, he says, "If you do not bring food, you become food," and he then speaks a few words of a hunger prayer, which brings the elder black pudding up from the pit.

Twenty feet down in the pit is the **elder black pudding** that serves as a focus of worship and meditation for the followers of the Hunger Cult. They call it simply "the Devouring Spirit". It appears one round after combat begins in the temple, and attacks all non-undead it finds. It never pursues a foe outside the temple.

*The liquid black mass crawls up from the pit; everywhere it touches the stone, its flesh hisses and burns. The thing is massive, at least 15 feet across.*

## The Devouring Spirit

CR 12

Elder Black Pudding  
N Gargantuan Ooze  
MM 201  
**hp** 290 (20 HD)

If the party does bring an offering, he listens politely to their concerns but does nothing. Unless they seek help overthrowing the priesthood of the Death God or the War God, they will get no help from Cimbrai. He wants complete and absolute change, and the death of all living things, as soon as practical. There is literally nothing the party can offer him that will interest him, other than death and slaughter. And for that, he has an army of thousands of beggar ghouls. At best, a DC 35 Diplomacy check will convince him to explain to the party who the various high priests are (and their egregious flaws) and where the entrances to the Buried Palace are (see page 98).

## *Darakhan, the White City of the Ghouls*

### **Cimbrai Grimscribe, Sated Ghoul**

**CR 15**

Male Darakhul Human Monk 4/Cleric 9

NE Medium Undead (Augmented Humanoid)

Appendix A

**Init** +3; **Senses** darkvision 120 ft.; Listen +22, Spot +22

**Languages** Common, Dwarven, Darakhul

**AC** 26, touch 22, flat-footed 23 (+2 deflection, +3 Dex, +4 natural, +7 Wis); Deflect Arrows

**hp** 82 (13d12 HD)

**Immune** undead traits

**Resist** turn resistance +4

**Fort** +10, **Ref** +12, **Will** +19 (+21 vs. enchantments); evasion

**Weakness** daylight weakness

**Spd** 30 ft. (6 squares), burrow 15 ft.

**Melee** unarmed strike +14 (1d8+5) or  
flurry of blows +12/+12 (1d8+5) or  
bite +14 (1d8+5 plus paralysis (DC 21) and darakhul fever (DC 16)) and  
2 claws +12 (1d4+2 plus paralysis (DC 21))

**Base Atk** +9; **Grp** +18

**Atk Options** Power Attack, ki strike

**Combat Gear** oil of flame arrow, potion of barkskin +2

**Special Actions** flurry of blows, rebuke undead 8/day (+7, 2d6+14, 9th)

**Cleric Spells Prepared** (CL 9<sup>th</sup>)

5<sup>th</sup>—*dispel law* (DC 19), *unhallow*

4<sup>th</sup>—*imbue with spell ability* (DC 18), *lesser planar ally, tongues* (DC 18)

3<sup>rd</sup>—*animate dead, blindness/deafness* (DC 17), *inflict serious wounds* (DC 17), *magic circle against good* (DC 17), *obscure object*

2<sup>nd</sup>—*darkness, gentle repose* (DC 16), *hold person* (DC 17), *shatter* (DC 16), *shield other* (DC 16), *status* (DC 16)

1<sup>st</sup>—*bless, divine favor, hide from the living* (DC 15), *remove fear* (DC 15), *sanctuary* (DC 15), *shield of faith* (DC 16)

0—*cure minor wounds* (DC 15), *guidance* (DC 15), *light, mending* (DC 15), *purify food and drink* (DC 15), *read magic*

**Abilities** Str 21, Dex 17, Con —, Int 18, Wis 24, Cha 20

**SQ** armor class bonus, fast movement, still mind, slow fall +20, spontaneous casting (*inflict* spells)

**Feats** Alertness, Deflect Arrows<sup>B</sup>, Improved Grapple<sup>B</sup>, Improved Unarmed Strike, Iron Will<sup>B</sup>, Martial Weapon Proficiency (scythe, glaive), Multiattack<sup>B</sup>, Lightning Reflexes, Power Attack, Sated\*

**Skills** Balance +9, Climb +13, Concentration +21, Decipher Script +7, Diplomacy +21, Disable Device +7, Intimidate +13, Jump +15, Knowledge (dungeoneering) +12, Knowledge (local) +5, Knowledge (religion) +11, Listen +22, Move Silently +10, Search +5, Sense Motive +14, Spot +22, Swim +10

**Possessions** combat gear, *ring of animal friendship*, silver holy symbol, 18 pp, 9 gp, 17 sp, 18 cp.



*Cimbrai Grimscribe, a Sated Ghoul*



## 7.3 The Buried Palace

*He brooded, this Lord of Cadavers that still breathed, upon a throne... and his sightless eyes gazed upon a darkness more absolute than blindness.*

– H. P. Lovecraft

The Emperor Nicoforus's palace is buried underground. Originally the palace was built on the cavern hilltop with stone walls. In later years, a fit of paranoia struck the Emperor Vermesail, who covered the hill with a mound of dirt.

The palace has three entrances: the Cliff Gate to the north requires a climbing or flying approach; the Promenade approach goes right beneath a vulture sphinx plinth; and the rarely used Temple Gate goes directly to the catacombs of the Emperor's Shrine.

Given the ghoul love of burrowing, the passages and side halls expanded over time under the rest of the city. The Emperor's mild agoraphobia makes the underground palace quite a welcome, embracing environment. Living visitors claim it is dark, cold, and oppressive. Perhaps the overuse of skulls as decorations has something to do with it.

### Reasons to Visit

The party may visit the Buried Palace of their own free will. Likely reasons include:

- The invitation from Laslo and the Dead Letter (see Events and Hooks), as the Pale Emperor recruits them for the hunt for the Crown, to win them over as converts in undeath.
- A visit to Eressar the Loremaster, whom many NPCs consider the Emperor's wise right hand. Eressar does have information that might help the party, but he has his own ideas as well.
- If the party arrives in disguise as merchants or in the train of a powerful noble, they might well be invited to dinner (see Finale, page 111). This could be a trap, but it is an easy way to get into the palace.
- To celebrate finding the Crown of Air and Darkness and claim their reward for doing so at a lavish festival.

If the party comes by stealth, they may try to sneak in to kill the Emperor as suggested by the Last King, the Mage-Aboleth Fluvor or the cloaker hive queen.

## Escaping the Palace

The palace guards and guests can quickly overwhelm an unprepared party, especially if they attend the Feast (see Finale, page 111) and things turn sour. In this case, it may be worth providing help for a fast exit, such as:

- The Last King tells them about a secret tunnel in exchange for the PCs' help against the Emperor.
- A friendly NPC sends the guards in the wrong direction in exchange for a bribe or future favor.
- A drow spy offers a magical exit if the party kills one or more darakhul.
- A treacherous noble gives the party a magical disguise and vouches for them as his servants — in exchange for future favors when the party returns to the surface. If they fail to cooperate, he tries extortion.
- An ambitious noble or Cimbrai the Sated takes the disruption as an opportunity to launch a coup. The party may escape in the ensuing slaughter.

If those don't work out, the party may wind up in the dungeons and torture chambers (area I). From there, escape requires magic, Escape Artist checks, and a lot of luck.

## Entering the Palace

If they approach the Temple gate, the vulture sphinx challenges them (see area 10). If they approach at the Promenade, three members of the Ivory Legion (see page 86) and the vulture sphinx watch them. At both the Promenade and the Temple, the party will be searched for weapons, wands, ghoulbane poison, and so on in the proofing chambers before they are allowed into the palace.

### A. The Cliff Gate (EL 14)

If the party approaches the Cliff Gate, the **nightwing Xandros** challenges them. He always has *see invisibility* active, so he notices any magical cover. Read the following:

*The open tunnel in the cliff ahead has large white statues on either side, giants holding up a gigantic lintel. The tunnel itself is 20 feet wide and 20 feet tall, and filled with magical darkness.*

*A raspy voice says, "Who comes to the Emperor's palace? What do you seek here?"*

Xandros uses his +24 Hide to stay in the tunnel or fly overhead in the dark cavern to watch the doorway. A successful DC 25 Listen determines whether the voice comes from inside or outside the doorway.

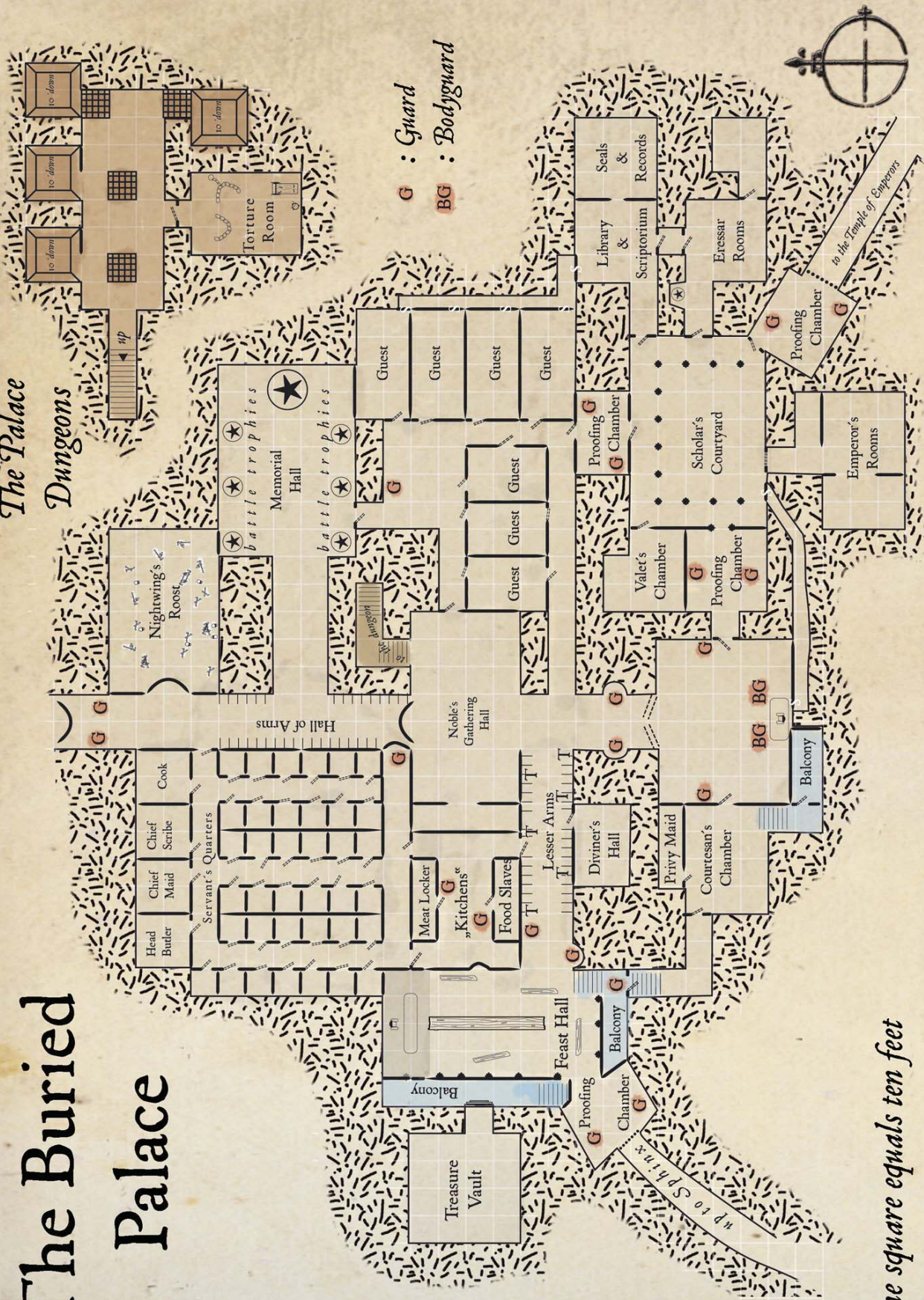
**Tactics:** Xandros can detect magic up to 60 feet away, so he uses that at all times when on watch to detect powerful foes approaching. He first casts *haste* on himself when they seem to



# The Buried Palace

## The Palace

### Dungeons



one square equals ten feet



be heading toward the cliff. If they delay a second round, after landing on the ledge he uses his summon undead ability. This may not help in the fight, but parties that delay to heal after fighting him may meet the dread wraith that arrives, buying more time for guards in the palace to organize.

Once he is sure they are enemies, Xandros attacks with two or three *confusion* spells from 250-foot range if flying outside. If inside, he uses a single *confusion*, then *finger of death* as a 65-foot ranged attack, then either a 60-foot range *cone of cold* or two melee attacks per round. His reach guarantees him an attack of opportunity against foes closing to melee range in the tunnel.

## Xandros, the Imperial Nightwing

CR 14

CE Huge Undead (Extraplanar)

MM 197

**Init** +8; **Senses** darkvision 60 ft.; Listen +25, Spot +25

**Aura** desecrating (20-ft radius)

**Languages** telepathy 100 ft.

**AC** 30, touch 12, flat-footed 26 (-2 size, +4 Dex, +18 natural); Dodge or *hasted* 31, touch 13, flat-footed 26

**hp** 144 (17d12 HD); **DR** 15/silver and magic

**Immune** cold, undead traits

**SR** 27

**Fort** +9, **Ref** +11, **Will** +17

or *hasted* **Ref** +12

**Weakness** aversion to daylight

**Spd** 20 ft. (4 squares), fly 60 ft. (good); Flyby Attack or *hasted* 50 ft., fly 90 ft.

**Melee** bite +18 (2d6+17/19–20 plus magic drain) or *hasted* 2 bites+19 (2d6+17/19–20 plus magic drain)

**Space** 15 ft.; **Reach** 10 ft.

**Base Atk** +8; **Grp** +28

**Atk Options** Combat Reflexes; magic drain (+18 melee touch, DC 22), magic strike

**Special Actions** summon undead

**Spell-like Abilities** (CL 17<sup>th</sup>)

At will—*contagion* (+18 melee touch, DC 18), *deeper darkness*, *detect magic*, *haste*, *see invisibility*, *unholy blight* (DC 18)

3/day—*confusion* (DC 18), *greater dispel magic*, *hold monster* (DC 19), *invisibility*

1/day—*cone of cold* (DC 19), *finger of death* (DC 21), *plane shift* (+18 melee touch, DC 21)

**Abilities** Str 31, Dex 18, Con -, Int 18, Wis 20, Cha 18

**Feats** Combat Reflexes, Dodge, Flyby Attack, Great Fortitude, Improved Critical (bite), Improved Initiative

**Skills** Concentration +24, Diplomacy +6, Hide +16 (+24 hiding in a dark area or flying in a dark sky), Listen +25, Move Silently +24, Search +24, Sense Motive +25, Spellcraft +24, Spot +25, Survival +5 (+7 following tracks)

**Aversion to Daylight (Ex)** If exposed to natural daylight (not merely a *daylight* spell), Xandros take a -4 penalty on all attack rolls, saving throws, and skill checks.

**Desecrating Aura (Su)** Xandros gives off a 20-foot radius emanation of utter desecration, imbuing its surroundings with negative energy. This ability works much like a *desecrate* spell, except that Xandros's evil is so great that it is treated as the shrine of an evil power. All undead within 20 feet of the nightshade (including Xandros itself) gain a +2 profane bonus on attack

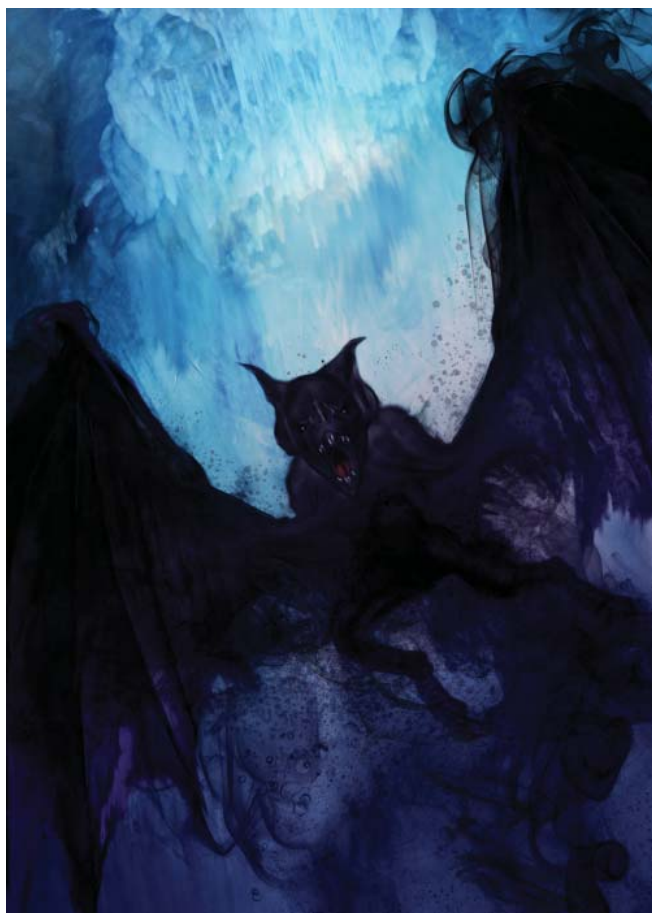
rolls, damage rolls, and saving throws, and +2 hit points per HD. (Xandros's Hit Dice, attack, and save entries given here include these profane bonuses.) Charisma checks made to turn undead within this area take a -6 penalty.

Xandros's desecrating aura cannot be dispelled except by a *dispel evil* spell or similar effect. If the effect is dispelled, Xandros can resume it as a free action on its next turn. Its desecrating aura is suppressed if Xandros enters a *consecrated* or hallowed area, but Xandros's presence also suppresses the consecrated or hallowed effect for as long as it remains in the area.

**Magic Drain (Su)** Xandros can weaken magic armor, weapons, and shields by making a successful touch attack. The targeted item must succeed on a DC 22 Fortitude save or lose 1 point of its enhancement bonus. An item that loses its entire enhancement bonus becomes merely a masterwork item and loses any special abilities (such as flaming) as well. Casting *dispel evil* upon the item reverses the effect of the magic drain, provided this occurs within a number of days after the attack equal to the caster's level and the caster succeeds on a DC 29 caster level check.

**Summon Undead (Su)** Xandros can summon undead creatures once per night: 5–12 shadows, 2–4 greater shadows, or 1 dread wraith. The undead arrive in 1d10 rounds and serve for 1 hour or until released.

Xandros has no treasure.



Xandros, the Imperial Nightwing



## Darakhan, the White City of the Ghouls

### B. Great Hall of Arms

*You see a 20' wide hall with undead, zombie arms attached to either side and even to the ceiling. Many arms have their fists closed.*

As the party enters, the zombie fists open, each revealing a lamp beetle organ that shines with its fine yellow-green light. The fists stay open as long as the party remains within 20 feet, then close again behind them.

### C. Nightwing's Roost

This chamber is kept completely dark at all times. The nightwing roosts here when it is neither guarding the northern entrance nor flying over the city. Its grooms are rarely here except when the Emperor prepares to ride out to the hunt. The Black Prince himself sometimes places the a platinum-studded saddle on the nightwing's back for these occasions.

### D. Courtier's Chamber (EL 10)

*You see seven well-dressed ghouls in this room, three men and four women. Their gold-buttoned garments drip with lace and with various jewels. They seem unsurprised, looking at you for a minute, then return to their conversations.*

If the party wants a fight, they can have one, but the courtiers have little interest in combat. A **typical courtier** may fight for a round or two, but howls and shrieks for guards all the while.

#### Ghoul Courtier

CR 8

Darakhul Human Aristocrat 9

NE Medium Undead (Augmented Humanoid)

Appendix A

**Init:** +3; **Senses** darkvision 120 ft.; Listen +6, Spot +6

**Languages** Common, Darakhul, Dwarven, Undercommon

**AC:** 22, touch 13, flat-footed (+4 natural, +3 Dex, +5 chain)

**hp:** 62 each (9d12 HD)

**Immune** undead traits

**Resist** turn resistance +4

**Fort** +7, **Ref** +8, **Will** +8

**Weakness** daylight weakness

**Spd** 30 ft. (6 squares), burrow 10 ft.

**Melee** +1 ghoultouch longsword +13/+8 (1d8+8, 19-20) or bite +11 (1d8+5 plus paralysis (DC 20) and darakhul fever (DC 20)) and 2 claws +9 (1d8+5 plus paralysis (DC 20) and darakhul fever (DC 20))

**Base Atk:** +6; **Grp** +11

**Atk Options** Combat Expertise, Combat Reflexes, Quick Draw, Run

**Combat Gear** potion of resist fire (30)

**Morale** As soon as guards arrive, the courtiers withdraw.

**Abilities** Str 20, Dex 17, Con —, Int 17, Wis 15, Cha 20

**Feats** Combat Expertise, Combat Reflexes, Iron Will, Lightning Reflexes, Multiattack, Quick Draw, Run, Weapon Focus (longsword)

**Skills** Bluff +15, Climb +11, Diplomacy +15, Forgery +13, Gather Information +10, Handle Animal +9, Intimidate +17, Knowledge (dungeoneering) +13, Listen +6, Perform (varies) +14, Ride +8, Sense Motive +6, Spot +6, Swim +8, Tumble +2

**Possessions** combat gear, +1 chain shirt, +1 ghoultouch longsword

For added diplomatic chaos, the Sated Ghoul Cimbrai Grimscribe (area 18) might visit the chamber as an agitator seeking to make friends among the nobility, drawing one or more PCs into a discussion of the Hunger Cult.

### E. Memorial Hall

*Many hundreds of small statues, busts, and helmets line the wall of this room; banners, skulls, and hides hang from the ceiling. A few dozen candles provide the only light.*

This is a memorial site for all those captain-generals of the legions, all the most famous imperial nobles, and the greatest scholars, alchemists, and loremasters of the realm (clerics are honored in their temples). A small run of 300 some figures kept on a dusty shelf represent the various kings and founders of the realm before the first emperor.

The bones of Empress Haresha are buried here beneath a slab at the very center of the hall. Candles and offerings from female nobles are sometimes left for her there. If the party attempts to recover her bones to give to the Last King (see Underdark, area 6), they must pry up an enormous granite slab (three DC 20 Strength checks required to pry, lift, and hold the slab). Even when the stone is lifted, the graverobbing PCs must dig around to find her remains in the earth and clay (Search DC 30). Unless magic is used to silence this process, the nightwing Xandros may hear it with his +25 Listen skill, even from 100 feet away (he fails only on a roll of 1). If he does, he comes to investigate.

### F. Servant's Quarters

*The room is 10 feet square and contains two beds, a shelf of small utensils, and a few familiar clothes: the green and black garb of the palace servants.*

These seventy-two rooms house more than 140 slaves, who double up in these quarters. They will not fight the PCs unless forced, and will not help the party unless threatened (Intimidate DC 24 required). The servants are chosen for loyalty to the Emperor. They will sacrifice themselves to sound the alarm.

If the party draws attention to them or otherwise riles up a crowd of ghoultouch servants, they may enter a ghoultouch frenzy (see page 40) and attack the party even before the guards arrive.

### G. Hall of Arms (EL 11)

*You see a 15' wide hall with undead, zombie arms on either side, and even on the ceiling. Their fists are closed.*

Most of these arms are identical to the ones in the Great Hall; they open to reveal light. A few marked on the map are trapped with symbols of *desecrate* and deadmind powder (as marked on the map).

**Two morphs** always patrol this hall. The statistics below include the *desecrate* bonuses.

**Morghs (2)**

MM 189

hp 105 each

Fort +5, Ref +11, Will +10

Melee slam +13 (1d6+8) and tongue +13 touch (paralysis, Fort DC 17)

CR 8

**H. Guard Station (EL 9 or 11)**

*You see a figure wearing a green tunic over plate armor, an open-face helm, and tall black boots. He's carrying a greatsword and stands immobile in the corridor by a doorway.*

**Guards** are stationed throughout the palace, to keep nosy courtiers from snooping on everyone, and to keep servants and visitors in line. Chosen for their level-headedness, they each carry an ordinary brass chime that they can ring as a swift action to summon help.

In places where the guards form a group of two, one always confronts strangers or suspicious ghouls moving through the halls (they know all the servants by sight). If there's any reason to be concerned, one incites a Ghoul Frenzy in the servants nearby.

**Palace Guard (25)**

CR 9

Male Darakhul Human Fighter 7

LE Medium Undead (Augmented Humanoid)

Init +6; **Senses** darkvision 120 ft.; Listen +5, Spot +15**Languages** Common, Darakhul, Undercommon**AC** 25, touch 12, flat-footed 23 (+7 armor, +4 natural, +2 Dex, +2 shield)

hp 50 each (7d12 HD)

**Immune** undead traits**Resist** turn resistance +4

Fort +5, Ref +4, Will +7

**Weakness** daylight weakness**Spd** 20 ft. (4 squares), burrow 10 ft.

**Melee** +1 greatsword +14/+9 (2d6+10/19–20) or bite +12 (1d8+5 plus paralysis (DC 17) and darakhul fever (DC 17)) and 2 claws +10 (1d4+2 plus paralysis (DC 17))

**Ranged** +1 javelin +10 (1d6+6)**Base Atk** +7; **Grp** +12**Atk Options** Combat Expertise, Combat Reflexes, Improved Trip**Special Actions** Ghoul Frenzy**Abilities** Str 20, Dex 15, Con —, Int 17, Wis 17, Cha 18

**Feats** Alertness, Combat Expertise<sup>a</sup>, Combat Reflexes, Ghoul Frenzy\*, Improved Initiative, Improved Trip<sup>b</sup>, Iron Will<sup>b</sup>, Multiattack<sup>b</sup>, Track<sup>b</sup>, Weapon Focus (greatsword)<sup>b</sup>, Weapon Specialization (greatsword)<sup>b</sup>

**Skills** Climb +10, Diplomacy +8, Gather Information +5, Intimidate +17, Knowledge (dungeoneering) +11, Knowledge (nobility), Listen +5, Ride +7, Search +8, Sense Motive +8, Spot +10, Survival +3 (+5 to follow tracks)

**Possessions** ring of force shield, +1 greatsword, +1 javelin, +2 breastplate.

**I. Slaughterhouse and Kitchen (EL 13)**

*You smell old blood and feces, the rotten slaughterhouse stench of human and animal waste. Large hooks hang from the ceiling, and two of them hold human bodies drained of blood and intestines. Two small humanoids stand next to one of the corpses, their hair matted with dried blood and their arms stained red up to the elbow. They seem to be taking a drow apart with butcher knives.*

The two rooms north and south of the main draining chamber are slave pens, used to hold fleshling “meals” for the nobles of the palace. They are mostly drow, humans, and kobolds (dwarves and derro are considered too tough for a refined palate, such as the Emperor's). A few exotic foods are kept here as well: aged and salted mummy flesh, cloaker wings, casks of virgin blood, and so on.

The **pair of derro slaves** are completely insane butchers. They tell any living humanoid to get “back into your cage;” refusal meets with an immediate attack.

**Valrick and Vendrick**

CR 11

Male Derro Barbarian 8

CE Small Monstrous Humanoid

MM 49

Init +8; **Senses** darkvision 60 ft.; Listen +11, Spot -1**Languages** Derro, Dwarven, Goblin, Undercommon

**AC** 21, touch 15, flat-footed 17 (+4 armor, +1 size, +4 Dex, +2 natural); improved uncanny dodge or raging **AC** 19, touch 13, flat-footed 15

hp 122 (3d8+12 plus 8d12+32 HD); **DR** 1/— or raging hp 144

**Immune** confusion, insanity**SR** 15

**Fort** +11, **Ref** +11, **Will** +10 or raging **Fort** +13, **Will** +12

**Weakness** vulnerability to sunlight**Spd** 25 ft. (5 squares)

**Melee** +1 greataxe +17/+12/+7 (1d10+7/x3) or raging +1 greataxe +19/+14/+9 (1d10+10/x3)

**Ranged** +1 heavy crossbow +17 (1d8+1/17–20)

**Base Atk** +11; **Grp** +11 or raging **Grp** +13

**Spell-Like Abilities** (CL 3<sup>rd</sup>)

At will—darkness, ghost sound (DC 15)

1/day—daze (DC 15), sound burst (DC 17)

**Atk Options** sneak attack +1d6, rage 3/day, Power Attack**Combat Gear** necklace of fireballs II, potion of nondetection

**Abilities** Str 18, Dex 19, Con 18, Int 15, Wis 9, Cha 20 or raging Str 22, Con 22

**SQ** fast movement, madness, poison use, trap sense +2

**Feats** Improved Critical (heavy crossbow), Improved Initiative, Lightning Reflexes, Power Attack

**Skills** Bluff +12, Hide +21, Listen +11, Move Silently +19, Handle Animal +12, Intimidate +14, Jump +9, Ride +13 or raging Jump +11

**Possessions** combat gear, +1 hide, +1 heavy crossbow with 23 +1 bolts, +1 greataxe

## *Darakhul, the White City of the Ghouls*

**Rage (Ex):** Three times per day Valrick and Vendrick can fly into a rage, once per encounter. The fit of rage lasts for 9 rounds, though they may voluntarily end it prematurely. After raging, they are fatigued (-2 Strength, -2 Dexterity, can't charge or run) for the duration of that encounter. Entering a rage takes no time by itself, but Valrick and Vendrick can do it only during their action, not in response to someone else's action.

**Vulnerability to Sunlight (Ex):** Valrick and Vendrick take 1 point of Constitution damage for every hour exposed to sunlight, and die if their Constitution score reaches 0. Lost Constitution points recover at the rate of 1 per every 24-hour period spent underground or otherwise sheltered from the sun.

**Madness (Ex):** Valrick and Vendrick use their Charisma modifier on Will saves instead of Wisdom modifiers, and have immunity to confusion and insanity effects. Valrick and Vendrick cannot be restored to sanity by any means short of a *miracle* or *wish* spell.

### J. Proofing Chamber (EL 11)

*The door opens into a room with two ghouls: one wears heavy armor and carries a halberd, the other wears a green tunic and holds a wand.*

The proofing chambers are meant to keep assassins and weapons away from the palace interior. **Two guards**, identical to those at the guard station (see area H), are always present in each chamber. Their lantern exudes an area-effect *see invisible* spell (CL 5<sup>th</sup>; only ghouls may use) that fills the chamber.

### K. Feasting Hall (EL 20)

*Thousands of bones, most of them cracked and well gnawed, hide the floor of the hall in front of you. A tall black table runs the length, with ghouls seated on either side, chewing over meat in the center. Some ghouls look a little familiar: one seems to be a priestess, another a general you may have seen before. Conversation comes to a halt; at least two dozen nobles and twenty servants look at you. Nobody moves until one of the servants pulls back a chair.*

*"Your seats, milords?"*

If the party wades in with swords out and wands blazing, odds are excellent you've got a TPK on your hands. Treat the nobles dining here as **ten fighters of 10<sup>th</sup> level**, **five 9<sup>th</sup> level high priests**, plus **four Necrophagi wizards of 9<sup>th</sup> level**, and **five Emperor's Silence rogues of 10<sup>th</sup> level** each, plus **24 dread ghastr servants**.

#### Fighters (10)

CR 12

Darakhul Human Fighter 10  
CE Medium Undead (Augmented Humanoid)  
Appendix A  
hp 65 each  
AC 22 each, touch 12, flat-footed 20  
Fort +11 Ref +5 Will +8  
+16 bite for 1d8+5 plus darakhul fever (DC 17) and paralysis (DC 17)

#### High Priests (5)

CR 11

Darakhul Human Cleric 9  
CE Medium Undead (Augmented Humanoid)  
Appendix A  
hp 59  
AC 22, touch 10, flat-footed 22  
Fort + 10 Ref + 3 Will +10  
Atk Options: cast *harm* at DC 19, *invisibility purge*

#### Necrophagi Wizards (4)

CR 11

Darakhul Human Wizard 10  
CE Medium Undead (Augmented Humanoid)  
Appendix A  
hp 61 each  
AC 20, touch 16, flat-footed 18  
Fort + 5 Ref + 6 Will + 11  
+7 bite for 1d8+3 plus darakhul fever (DC 17) and paralysis (DC 17)  
Atk Options: *chain lightning* (DC 20) and visceral\* black touch\*  
*magic missile* (5 missiles)

#### Emperor's Silence Rogues (5)

CR 12

Darakhul Human Rogue 10  
CE Medium Undead (Augmented Humanoid)  
Appendix A  
hp 69 each  
AC 24; touch 20, evasion, improved uncanny dodge  
Fort +6 Ref +12 Will +6  
+9 claw and +11 bite or  
+14/+9 *ghoul touch* longsword, damage 1d8+4+5d6 sneak attack  
+paralysis (DC 19)  
Possessions: *scroll of silence* x3

#### Dread Ghosts

(CR variable)

CE Medium Undead (Augmented Humanoid)  
Appendix A

**DM's Choice:** For CR 3 dread ghosts, use the statistics from Underdark area 16, Slave Pits (see page 66). For a tougher party, use the CR 5 dread ghost sergeants from The Ghoul Legion of the Damned (see page 42).

During each round of combat, 2 palace guards arrive and join in the fight. In round 8, the nightwing arrives with a summoned dread wraith (See the MM page 258). At best, the party will flee or be captured. At worst, they are all dead.

### The Toast

If the party sits down to dine with the ghoule elite, things aren't much better. The emperor arrives in 3 minutes. All the nobles stand, bow, and drink his health. Failure to join in the toast is a deadly insult and means arrest and imprisonment (a DC 30 Diplomacy check avoids the arrest, but the party is still at a -5 circumstance penalty to all Bluff, Diplomacy, Gather Information, and Intimidate attempts for the rest of the feast.).

If the party drinks the toast, they find that the wine is tainted with lich dust poison (Ingested DC 17, 2d6 Str/1d6 Str), considered a delicacy.

For details on a full state feast, see the Finale section on "The Horrid Feast" (page 111).



## L. Dungeons and Torture Chamber (EL 11)

*The hallway echoes with screams and sobs of despair. You see several heavy wooden grates along the floor. At the end of the hall, an open archway glows with red light; you hear the rattle of chains.*

**Sirris the chain devil** loves her work, which is the torture and humiliation of the Emperor's enemies. She has little time for idle chatter with visitors, whether living or undead, and demands papers from anyone she does not recognize.

Sirris's current prisoners are four, all kept in the cells under the hallway grates. The grates are locked and very heavy; DC 30 Open Locks to pick the mechanism, and a DC 20 Strength check to lift the grates and let a prisoner out.

1. **Falkavdra Servec, a drow high priestess**, captured as a spy at Spiderfall while she was attempting to steal a valuable artifact of the Spider Goddess. She has been branded, her face reduced to a mass of scar tissue, and her finger bones all broken. She cannot hold a weapon or cast spells, and her mind is barely holding together. She talks to herself constantly.
2. **Menderslass, a derro servant of the Last King**. His mad babbling has been a challenge. A frustrated Sirris recently neutered the derro. When that failed to bring any sense to his ravings, his tongue was excised.
3. **Salto Corpsefinger, a darakhul beggar** who preached against the rule of the Emperor. He's currently just a torso of burned flesh, marked with scars from positive energy, holy water, and acid damage.
4. **Atsen Underhill, a darakhul baron** who plotted against his liege with members of the Hunger God's cult. He has not been tortured, only shown the tools that will be used to maim him. He starves slowly; he has not eaten in 33 days.

The prisoners flee if they are released. The only one with valuable information is Baron Atsen. He knows part of the palace floor plan (the most public chambers), the position of the guards, and the two main exits (Cliff and Promenade). He'll share this if the party feeds him flesh of some kind. He's really not fussy after a month hoping for even mouse and rat meat.

**Tactics:** Sirris uses her gaze attack on anyone at the door to the chamber, then commands her fiery spiked chains to dance. She uses her ring to shield herself against fire (and harm her foes), and she fights until dead.

## Lady Sirris

CR 11

Advanced Chain Devil

LE Medium Outsider (Evil, Extraplanar, Lawful)

MM 53

**Init** +7; **Senses** darkvision 60 ft.; Listen +21, Spot +21

**Aura** chill fire shield (1d10+6 from ring)

**Languages** Infernal, Undercommon

**AC** 22, touch 13, flat-footed 19 (+3 Dex, +9 natural)

**hp** 122 (16d8+48 HD); **DR** 10/silver and good; regeneration 2

**Immune** cold

**Resist** half damage fire (from ring); **SR** 26

**Fort** +13, **Ref** +13, **Will** +10

**Spd** 30 ft. (6 squares)

**Melee** 2 chains +20 (2d4+3/19-20, confirms at +4)

**Space** 5 ft.; **Reach** 5 ft. (10 ft. with chains)

**Base Atk** +16; **Grp** +19

**Special Actions** dancing chains, unnerving gaze (DC 19)

**Abilities** Str 16, Dex 16, Con 16, Int 6, Wis 10, Cha 12

**Feats** Alertness, Improved Natural Armor, Improved Critical (chain), Improved Initiative, Power Critical (chain; +4 to confirm a critical threat), Weapon Focus (Chain)

**Skills** Climb +21, Craft (blacksmithing) +24, Escape Artist +14, Intimidate +14, Listen +20, Spot +20, Use Rope +21 (+23 with bindings)

**Possessions** ring of fire shield (chill for 1d6+10 rounds, CL 10th, protects against fire attacks, 4 charges remaining)

**Dancing Chains (Su)** Lady Sirris's most awesome attack is her ability to control up to four chains within 20 feet as a standard action, making the chains dance or move as she wishes. In addition, Sirris can increase these chains' length by up to 15 feet and cause them to sprout razor-edged barbs. These chains attack as effectively as Sirris herself. If a chain is in another creature's possession, the creature can attempt a DC 19 Will save to break Sirris's power over that chain. If the save is successful, Sirris cannot attempt to control that particular chain again for 24 hours or until the chain leaves the creature's possession. Sirris can climb chains she controls at her normal speed without making Climb checks.

**Unnerving Gaze (Su)** Range 30 ft., Will DC 19 negates. Sirris can make her face resemble one of an opponent's departed loved ones or bitter enemies. Those who fail their saves take a -2 penalty on attack rolls for 1d3 rounds.

**Regeneration (Ex)** Sirris takes normal damage from silvered weapons, good-aligned weapons, and spells or effects with the good descriptor.

**Feats** Power Critical gives Sirris a +4 bonus to confirm critical hits with her chains.

## M. Lesser Hall of Fiery Arms (EL 11)

*You see another 15' wide hall, lit with light coming from open zombie hands attached to the wall. A few hands further in have their fists closed. The arms reach out to brush your cloaks and feet as you pass, as if silently imploring you for something.*

If the party makes a successful Listen check against Ironbane's +26 Move Silently, read:

*You hear soft footsteps coming down the hall, but see nothing.*

## *Darakhan, the White City of the Ghouls*

An invisible **advanced babau demon** patrols this hall, bound by the Necrophagi. It wears two adamantine rings that are immune to his corrosive goo: one is a ring of *greater invisibility* (CL 7, moderate transmutation, cost 40,000 gp) that it will use to approach the party, the second is a *ring of undead aura* (CL 3, faint evocation, *desecrate*, cost 8,000 gp) that provides the demon with an undead aura, which makes it immune to the lifesense triggers on the hand traps. Touching the hands sets off a trap that summons a huge fire elemental (see below).

### **Ironbane, Advanced Babau**

**CR 9**

CE Medium Outsider (Chaotic, Extraplanar, Evil)

MM 40

**Init** +1; **Senses** darkvision 60 ft.; Listen +19, Spot +1

**Languages** Abyssal, Celestial, Draconic; telepathy 100 ft.

**AC** 19, touch 11, flat-footed 18; (+1 Dex, +8 natural); protective slime (DC 22)

**hp** 133 (14d8+70 HD); **DR** 10/cold iron or good

**Miss Chance** 50% (invisibility)

**Immune** electricity, poison

**Resist** acid 10, cold 10, fire 10; SR 14

**Fort** +14, **Ref** +10, **Will** +10

**Spd** 30 ft. (6 squares); **Reach** 10

**Melee** \* 2 claws +20 (1d8+6/19–20 x3) and bite +18 (1d6+3)

**Base Atk** +14; **Grp** +24

**Atk Options** Cleave, Power Attack, sneak attack +3d6

**Special Actions** *summon demon* 1/day

**Spell-like Abilities** (CL 10<sup>th</sup>) At will—*darkness*, *dispel magic*, *see invisibility*, *greater teleport* (self plus 50 pounds of objects only)

\*While invisible, Ironbane gains a +2 bonus on attack rolls against sighted opponents and ignores its opponents' Dexterity bonuses to AC (if any).

**Abilities** Str 22, Dex 12, Con 20, Int 14, Wis 13, Cha 16

**Feats** Cleave, Improved Natural Attack (claws), Multiattack, Power Attack, Razor Claws\*

**Skills** Climb +21, Disable Device +17, Disguise +18, Escape Artist +16, Hide +22 (+42 while invisible), Listen +24, Move Silently +26, Open Lock +16, Search +25, Sleight of Hand +16, Spot +16, Survival +1 (+3 following tracks), Use Rope +1 (+3 with bindings)

**Possessions** *ring of greater invisibility*, *ring of undead aura*

**During Combat** While invisible, Ironbane gains a +2 bonus on attack rolls against sighted opponents and ignores its opponents' Dexterity bonuses to AC (if any).

**Protective Slime (Su)** A slimy red jelly coats Ironbane's skin. Any weapon that touches it takes 1d8 points of acid damage from the corrosive goo, and the weapon's hardness does not reduce this damage. A magic weapon may attempt a DC 22 Reflex save to avoid taking this damage. A creature who strikes Ironbane with an unarmed attack, unarmed strike, touch spell, or natural weapon takes this damage as well but can negate the damage with a DC 22 Reflex save.

**Summon Demon (Sp)** Once per day Ironbane can attempt to summon 1 babau with a 40% chance of success. This ability is the equivalent of a 3rd-level spell.

**Huge Fire Elemental Trap:** CR 8; magic device; proximity trigger (lifesense); no reset; spell effect (*summon monster VII*, 13th-level wizard), Search DC 32; Disable Device DC 32. Cost: 4,550 gp, 364 XP.

## **N. Courtesan's Chamber (EL 17)**

*The room has walls covered with thin waving arms, none of them with their fists closed, but all of them apparently the arms of elves or women. A single guard in a minotaur-like helmet stands by the door, holding it open.*

*A woman sits on a couch of green silk marked with golden threads. She wears red and gold robes, and rings of black metal and ruby. Her tiger snout snarls. She says "You are forbidden to visit me without the Emperor's permission. Why shouldn't I sound the alarm at once?"*

*She holds the striker for a gong in her left hand, and the hands on the wall hold a small copper gong right behind her.*

The courtesan's name is **Milandra Morrokessa**. She has lived among ghouls for many years, always amusing them, taunting them, and daring them to greater and greater outrages. Her real goal is to always remain a power behind the throne, but the emperor has not bent to her will as she expected. Still, turning over a group of clearly uninvited surface dwellers will win her praise and status. She plans to make a meal of them.

The party needs to defeat her +14 Sense Motive with Bluff or Diplomacy, perhaps by convincing her that the emperor has commanded them to question all the wisest figures at court. She has a huge ego and is not used to hearing "No" from anyone but Emperor Nicoforus. A single palace guard, a **bugbear hetman** nicknamed Buggy, always accompanies her.

**Alarm:** Any party attempting to Intimidate or to attack her makes Milandra strike a small copper gong. It rings with the sound of a much larger instrument, summoning the standard guards from her balcony door or the throne room door.

Since the arms or her bodyguard can help her flank and sneak attack, she's quite willing to fight. She studies the party each round while she speaks with them, so she can make a death attack in the first round of each combat. Overall, she exudes confidence and the sense that she can destroy a party completely. As DM, you should make it clear that she is one of the most dangerous creatures in the palace with arrogant phrases like "The Emperor works for me, you know. I can have you destroyed with a few words."

### **Milandra Morrokessa**

**CR 16**

Female Fakshasa Rogue 5/Assassin 3

LE Medium Outsider (Native)

MM 211

**Init** +5; **Senses** darkvision 60 ft., detect thoughts (DC 17); Listen +16, Spot +18

**Languages** Common, Infernal, Darakhul, Undercommon

**AC** 30, touch 15, flat-footed 25 (+6 armor, +9 natural, +5 Dex); improved uncanny dodge, Dodge, Mobility

**hp** 134 (7d8+35 plus 5d6+25 plus 3d6+15); **DR** 15/good and piercing

**SR** 26

**Fort** +12 (+13 vs. poison), **Ref** +19, **Will** +9; evasion

**Spd** 40 ft. (8 squares); Spring Attack

**Melee** +3 rapier +20/+15/+10 (1d6+6/15–20) and bite +12 (1d6+1) or 2 claws +17 (1d4+3) and bite +12 (1d6+1)

**Base Atk** +12; **Grp** +15

**Atk Options** Combat Expertise, death attack (DC 16), sneak attack +5d6

**Combat Gear** *potion of displacement*, *oil of magic vestment* +5

**Assassin Spells Known** (CL 3<sup>rd</sup>)

2<sup>nd</sup> (1/day)—*cat's grace*, *invisibility*

1<sup>st</sup> (3/day)—*obscuring mist*, *sleep* (DC 14), *true strike*

**Sorcerer Spells Known** (CL 7<sup>th</sup>)

3<sup>rd</sup> (5/day)—*fireball* (DC 17), *rage*

2<sup>nd</sup> (7/day)—*acid arrow* (+17 ranged touch), *blur*, *misdirection* (DC 16)

1<sup>st</sup> (7/day)—*comprehend languages* (DC 15), *expeditious retreat*, *protection from good* (DC 15), *shocking grasp* (+15 melee touch), *shield*

0 (6/day)—*arcane mark*, *dancing lights*, *detect poison*, *disrupt undead*, *flare* (DC 14), *prestidigitation* (DC 14), *ray of frost* (+17 ranged touch)

**Before Combat** If she hears combat elsewhere, she will cast *cat's grace* and *shield* (raising her AC to 33), cast *true strike*, and then drink her *displacement* or +5 *magic vestment* potion.

**During Combat** If able to prepare, she wreaks absolute havoc on the Emperor's foes, one sneak attack at a time. If there's no time to prepare, she uses her rapier and her spell resistance to stay ahead of the melee curve. In particular, she may use *rage* to boost the palace guards, may use *obscuring mist* to cover the emperor's retreat, and may use her own Spring Attack to jump to attack foes engaged with palace guards or servants.

**Morale** Milandra flees if she is brought below 80 hp. For all her tough talk, she is a coward.

**Abilities** Str 16, Dex 20, Con 20, Int 17, Wis 15, Cha 19

**SQ** change shape, poison use, trapfinding, trap sense +1

**Feats** Combat Expertise, Dodge, Improved Critical (rapier), Mobility, Spring Attack, Weapon Finesse

**Skills** Bluff +20, Concentration +19, Diplomacy +20, Disguise +18 (+20 acting), Gather Information +14, Hide +18, Intimidate +24, Knowledge (nobility) +10, Listen +22, Move Silently +15, Perform (oratory) +14, Sense Motive +15, Spellcraft +13, Spot +22, Use Rope +7

**Possessions** combat gear, +3 *studded leather*, +3 *rapier*, *bracers of lesser archery*, 22,535 gp of jewelry (see below after Buggy), key to the Imperial vault (see area V).

**Change Shape (Su)** Milandra can assume any humanoid form, or revert to her own form, as a standard action. In humanoid form, Milandra loses her claw and bite attacks. Milandra remains in one form until she chooses to assume a new one. A change in form cannot be dispelled, but Milandra reverts to her natural form when killed. A *true seeing* spell reveals her natural form.

**Death Attack** If Milandra studies her victim for 3 rounds and then makes a sneak attack with a melee weapon that successfully deals damage, the sneak attack has the additional effect of possibly either paralyzing or killing the target (Milandra's choice). While studying the victim, Milandra can undertake other actions so long as her attention stays focused on the target and the target does not detect her or recognize her as an enemy. If the victim of such an attack fails a DC 16 Fortitude save against the kill effect, the target dies. If the saving throw fails against the paralysis effect, the victim is rendered helpless and unable to act for 1d6+3 rounds. If the victim's saving throw succeeds, the attack is just a normal sneak attack. Once Milandra has completed the 3 rounds of study, she must make the death attack within the next 3 rounds.

If a death attack is attempted and fails (the victim makes her save) or if Milandra does not launch the attack within 3 rounds of completing the study, 3 new rounds of study are required before she can attempt another death attack.

**Detect Thoughts (Su)** Milandra can continuously use *detect thoughts* as the spell (caster level 18th; Will DC 17 negates). She can suppress or resume this ability as a free action.

**Poison Use (Ex)** Milandra is not at risk of being poisoned when handling poisons to coat weapons.

Buggy is a creature of shaggy fur sticking up through neglected plate armor. His teeth are filed and his gums bleeding, but he seems not to notice. Or rather, he smiles often at the poor supplicants who come to visit Milandra for favors or information. He enjoys mocking ghoulish nobles and making them wait, and he will do the same to PCs unless heavily bribed.

## Buggy, Bugbear Hetman

CR 12

Male Bugbear Fighter 10

CE Medium Humanoid (Goblinoid)

MM 29

**Init** +3; **Senses** darkvision 60 ft., scent; Listen +5, Spot +7

**Languages** Undercommon, Goblin

**AC** 25, touch 9, flat-footed 25 (+9 armor, -1 Dex, +3 natural, +4 shield)

**hp** 126 (3d8+18 plus 10d10+30 HD)

**Fort** +13, **Ref** +3, **Will** +5

**Spd** 20 ft. (4 squares)

**Melee** +2 *heavy mace* +20/+15/+10 (1d8+8/19–20)

**Base Atk** +12; **Grp** +16

**Atk Options** Blind-Fight, Combat Reflexes, Great Cleave, Improved Sunder, Power Attack

**Abilities** Str 18, Dex 8, Con 16, Int 10, Wis 13, Cha 12

**Feats** Blind-Fight<sup>B</sup>, Cleave, Combat Reflexes<sup>B</sup>, Great Cleave<sup>B</sup>, Greater Weapon Focus (heavy mace)<sup>B</sup>, Improved Critical (heavy mace), Improved Initiative<sup>B</sup>, Improved Sunder, Power Attack, Weapon Focus (heavy mace), Weapon Specialization (heavy mace)<sup>B</sup>

**Skills** Climb +7, Listen +5, Move Silently +1, Spot +7

**Possessions** +2 *half-plate*, +2 *heavy wooden shield*, +2 *heavy mace*, *gauntlets of ogre power*

**Treasure:** Milandra's chamber is richly decorated, though some of the treasures are impossible to sell in the White City. They are a large well-done cotton tapestry (value 600 gp), a mithral chalice with flashing topaz gems (value 700 gp), a platinum-hilted steel longsword, decorative but with aquamarines in hilt and pommel (value 3,000 gp), a silver dragon comb with yellow diamond eye (1,600 gp), and a chess set of mithral and adamantine figures, showing ghouls and demons (8,000 gp).



**New Spell**

**Greater Ravenous Hunger**

**Level:** Sor/Wiz 5

**Area:** 60-foot radius

**Duration:** 1 round/level

This spell functions like *ravenous hunger\** (see page 22), except that every creature within the area may be affected automatically.

**The Emperor's Spells**

The Emperor can use his Visceral and Black Touch feats on his spells. His favorites include *visceral\* maximized curse of weakness* and *visceral\* black touch\* ice storm*.

**O. Throne Room (EL 15)**

*You see a room with white walls and a brown floor. The ceiling is lost in shadows, and the light is entirely a yellow-greenish glow from small lamps set along the walls. There is only one item of furniture here: a throne made of bones and adamantite. The bone portions seem to be primarily jawbones and eye sockets. Sitting on the throne is the Emperor, surrounded by four servants in spotless white tunics. One servant holds a dish, another a scroll.*

*The emperor himself is a man of middle years, his hair black and his flesh as white as ivory. He wears black and purple clothes and a silvery crown set with emeralds. His feet are sheathed in black boots, his arms and fingers covered in rich gold and silver jewelry. A black scabbard rests at his side.*

*Behind the emperor stand two short figures in full plate armor, their helmets shaped like enormous bat heads, complete with leaf-snout and flaring ears. They grip halberds burning with black fire. A servant approaches and says, "Wait until the Emperor has completed his necromancy." He does seem busy with something arcane.*



*Nicoforus I, the Pate Emperor*

The **Emperor** insists on casting *blood armor*\* when living creatures (and some undead) approach the throne. In addition, he used *permanency* to grant himself a perpetual *greater ravenous hunger*\* spell. Ghouls find this annoying and discomfiting (which is the point). Mortals tend to embarrass themselves unless they make the DC 19 Will save.

The **two bodyguards** are darakhul chosen for their loyalty. They happily fight to the death, buying the Emperor time to call for guards. Two of the Emperor's servants defend him, while the other two run to get the courtesan Milandra (see area N) and more guards. They return 2 rounds later with help. Each round in combat there is a 50% chance another palace guard joins the fight.

If the Emperor captures the PCs, he gives them to Sirris the kyton devil (area L) to torture before throwing a feast and devouring the heroes alive.

## Emperor Nicoforus the Pale

CR 14

Male Noble Darakhul Human Sorcerer 12

NE Medium Undead (Augmented Humanoid)

**Aura** *blood armor* (DC 19), *ravenous hunger* (DC 19)

**Init** +7; **Senses** darkvision 120 ft.; Listen +10, Spot +10

**Languages** Common, Darakhul, Draconic, Gnoll, Undercommon

**AC** 28, touch 20, flat-footed 25 (+4 armor, +3 deflection, +3 Dex, +4 natural, +4 shield)

**hp** 68 (12d12 HD); **DR** 10/magic and daylight

**Immune** undead traits

**Resist** turn resistance +4

**Fort** +4, **Ref** +7, **Will** +14

**Weakness** daylight weakness

**Spd** 40 ft. (8 squares), burrow 15 ft.

**Melee** bite +9 (1d8+3 plus paralysis (DC 23) and darakhul fever (DC 23)) and 2 claws +7 (1d4+1/19–20 x3 plus paralysis (DC 23)) or *nine lives stealer* +2 *keen ghoul touch longsword* +11/+6 (1d8+3 plus paralysis (DC 23)/17–20 plus level drain)

**Base Atk** +6; **Grp** +9

**Combat Gear** *potion of greater magic fang* +5, *potion of shield of faith* +2

**Sorcerer Spells Known** (CL 12<sup>th</sup>)

6<sup>th</sup> (4/day)—*disintegrate* (DC 23)

5<sup>th</sup> (6/day)—*baleful polymorph* (DC 22), *permanency*

4<sup>th</sup> (7/day)—*curse of weakness*\* (+9 ranged touch, DC 21), *feverish confession*\* (DC 21), *ice storm*, *wall of ice* (DC 21)

3<sup>rd</sup> (8/day)—*cannibalize*\*, *haste*, *ripen flesh*\* (DC 20), *tongues*

2<sup>nd</sup> (8/day)—*blood armor*\*, *flaming sphere* (DC 19), *gust of wind* (DC 19), *ravenous hunger*\* (DC 19), *web* (DC 19)

1<sup>st</sup> (8/day)—*detect undead*, *magic missile*, *magic mouth*, *protection from evil*, *shield*

0 (6/day)—*daze* (DC 17), *ghost sound* (DC 17), *light*, *mage hand*, *maggots*\*, *message*, *read magic*, *resistance*, *touch of fatigue*

**Tactics:** The emperor stands behind his two guards at all times, trying to stay just close enough for his aura of *greater ravenous hunger* to affect the PCs. He will try to *disintegrate* the holy symbol of any cleric he sees, and then *disintegrate* the weapon or armor of the leading fighter. He follows up using *Black Touch*\* *magic missiles*, and *Black Touch*\* *ripen flesh*\*. He counts on his *blood armor*\* to protect him.

By the time those spells are done, 2 to 4 guards, his servants, and his courtesan should be fighting for him. If that's not enough, he may try a *baleful polymorph* or a *Visceral*\* maximized *curse of weakness* to knock 8 points of Strength off the strongest adventurer. Drinking his *potion of greater magic fang* helps him in melee, though he gets out of hand-to-hand combat as soon as possible.

**Morale:** If either guard is slain or the Emperor is reduced below 50 hp, he casts a *wall of ice* and attempts to escape down the secret passageway or through a door his guards can defend. He uses his *boots of striding and springing* to reach the Captain-General of the nearest legion in 12 rounds, and returns 4 minutes later with a (literal) army.

**Abilities** Str 17, Dex 16, Con —, Int 22, Wis 19, Cha 25

**SQ** familiar

**Feats** *Black Touch*\*, *Improved Initiative*, *Iron Will* <sup>B</sup>, *Maximize Spell*, *Multiattack*<sup>B</sup>, *Razor Claws*\*, *Track* <sup>B</sup>, *Visceral*\*, *Widen Spell*, *Weapon Proficiency* (Martial)

**Skills** Bluff +22, Climb +11, Concentration +22, Decipher Script +13, Diplomacy +18, Intimidate +17, Jump +8, Knowledge (dungeoneering) +14, Knowledge (local) +13, Listen +10, Sense Motive +9, Spellcraft +21, Spot +10.

**Possessions** combat gear, *nine lives stealer* +2 *keen ghoul touch longsword*, *bracers* +4, *boots of striding and springing*, *ring of feather falling*, key to the Imperial vault (see Area V).

**Nicoforus's bat familiar:** hp 34, AC 24, protected by *shield* and *stoneskin*.

**Turn Resistance (Ex):** Nicoforus has turn resistance +4.

**Damage Reduction (Ex):** Nicoforus has damage reduction 10/magic and daylight.

Nicoforus never walks anywhere without his two bodyguards, and is usually accompanied by many other darakhul, including junior scribes and priests, powerful merchants and council members, and an honor guard of 20 legionnaires (usually reserved for visits outside the palace). He's not allowed to go many places alone within the palace – the two places he does visit without guards are the courtesan Milandra's room (area N) and Eressar's library (area P).

The Emperor's completely fanatical **four personal servants** will hurl themselves against any foe. The party may be surprised to find the lesser ghouls striving to protect the emperor, but all ghouls revere him as almost godlike. No living hand should ever be allowed to touch his imperial majesty.

## Personal Servants (4)

CR 5

Female Dread Ghost Human Expert 7

CE Medium Undead (Augmented Humanoid)

Appendix A

**AC** 14

**hp** 60 each

**Atk** bite +10 (1d8+3 plus paralysis (DC 16)) and 2 claws +10 (1d4+1 plus paralysis (DC 16))

The emperor's final line of defense is a group of four dwarven darakhul bodyguards, two of whom are always on duty (and all four of whom are present for major occasions such as

## *Darakhan, the White City of the Ghouls*

feasts). The bodyguards are silent but extremely watchful, and often mutter to one another in Giant (which no one in the underdark speaks). Their armor is elaborately painted but otherwise fully functional; their halberds burn with black fire.

### **Ymiran and Dolgrim,**

#### **Bat-Helmed Dwarven Bodyguards (2)**

**CR 11**

Male Darakhul Dwarf Fighter 7/Dwarven Defender 2

LE Medium Undead (Augmented Humanoid)

**Init** +4; **Senses** darkvision 120 ft.; Listen +11, Spot +11

**Languages** Common, Dwarven, Giant, Undercommon

**AC** 25, touch 12, flat-footed 24 (+4 natural, +1 Dex, +1 dodge, +7 banded, +2 ring of protection); uncanny dodge or defensive stance **AC** 29, touch 16, flat-footed 24

**hp** 64, 61 (9d12+3 HD)

**Immune** undead traits

**Resist** turn resistance +4

**Fort** +8, **Ref** +8, **Will** +9; +2 against spells and spell-like effects or in defensive stance **Fort** +10, **Ref** +10, **Will** +11

**Weakness** daylight weakness

**Spd** 20 ft. (4 squares), burrow 10 ft.

**Melee** +1 lifedrinker ghoulish touch halberd +18/+13 (1d10+13/x3 plus 2 level drain plus paralysis (DC 16)) or 2 claws +16 (1d4+7 plus paralysis (DC 16)) and bite +14 (1d8+3 plus paralysis (DC 16) and darakhul fever (DC 16)) or

defensive stance +1 lifedrinker ghoulish touch halberd +19/+14 (1d10+15/x3 plus 2 level drain plus paralysis (DC 16)) or defensive stance 2 claws +17 (1d4+8 plus paralysis (DC 16)) and bite +15 (1d8+4 plus paralysis (DC 16) and darakhul fever (DC 16))

**Base Atk** +9; **Grp** +16 or

defensive stance **Grp** +17

**Atk Options** defensive stance 1/day, Power Attack

**Abilities** Str 24 (26 defensive stance), Dex 19, Con —, Int 19, Wis 18, Cha 15

**SQ** dwarf traits, dodge bonus +1

**Feats** Dodge, Endurance, Iron Will<sup>B</sup>, Lightning Reflexes, Multiattack<sup>B</sup>, Power Attack<sup>B</sup>, Quick Draw<sup>B</sup>, Toughness, Track<sup>B</sup>, Weapon Focus (halberd)<sup>B</sup>, Weapon Specialization (halberd)<sup>B</sup>

**Skills** Appraise +10 (+12 weaponsmithing), Climb +10, Craft (weaponsmithing) +13, Handle Animal +8, Intimidate +18, Knowledge (architecture and engineering) +9, Knowledge (dungeoneering) +12, Listen +11, Ride +8, Sense Motive +12, Spot +11

**Possessions** +1 banded mail, +1 lifedrinker ghoulish touch halberd, +2 ring of protection

**Defensive Stance (Ex)** When they adopt a defensive stance, the dwarven bodyguards gain phenomenal strength and durability, but cannot move from the spot they are defending. The dwarven bodyguards can remain in a defensive stance for 9 rounds, though they may voluntarily end it prematurely. At the end of the defensive stance, they are winded (-2 Strength) for the duration of that encounter. The dwarven bodyguards can enter a defensive stance only once per encounter and only one time per day. Entering a defensive stance takes no time by itself, but they can do it only during their action, not in response to someone else's action.

**Dwarf Traits** When standing on ground, the dwarven bodyguards are exceptionally stable and have a +4 bonus on ability checks to resist bull rush or trip attempts. They have a +1 racial bonus on attacks against orcs and goblinoids.

## **P. Emperor's Courtyard (EL 14)**

*You enter an elegant courtyard, with a mosaic floor of bone tiles, columns made of cave dragon thigh bones, and holes in the walls that are blacker than black. One guard in a white tabard stands in the center of the courtyard, and one tall, thin, bald ghoul is pacing on the far side of the room. He is stoop-shouldered, and his fangs jut out sharply. His black clothes are covered in a wispy blue fire, and he leans on an ancient spear.*

The emperor's private quarters surround this open chamber. The doors of the exits are made of fuligin-painted fungal wood—from a distance they look like black holes in the wall.

The only guardian is a scholar ghoul, **Eressar Candlewight**. He reads a loose sheaf of reports from scouts and Imperial Hunters, all seeking the Crown and questioning cartographers, merchants, and travelers. They have few clues. The reports hint that the Black Prince might be searching, or possibly even opposing the ghoul efforts.

Eressar doesn't mind a clever company of surface folks visiting, but he's not interested in spilling any secrets. He would like to recruit the party to work for him, and bends his conversation in that direction.

Eressar carries a weapon he knows can destroy ghouls, because he doesn't trust anyone else with it. His rune-encrusted spear is the unique item called the *Spear of Light*. In addition to being a +1 spear, it is an undead bane weapon that can cast *daylight* twice per day. It is useful in destroying the Crown as well, though Eressar does not know that particular legend (see page 83).

### **Eressar**

**CR 14**

Male Darakhul Human Sorcerer 7/Loremaster 5

NE Medium Undead (Augmented Humanoid)

**Init** +4; **Senses** darkvision 120 ft., Listen +9, Spot +4

**Languages** Common, Celestial, Dwarven, Draconic, Gnome, Goblin, Infernal, Kobold, Terran, Undercommon

**AC** 21, touch 14, flat-footed 17 (+4 natural, +4 Dex, +3 bracers)

**hp** 81 (12d12 HD); **DR** 5/magic and daylight

**Immune** undead traits

**Resist** turn resistance +4

**Fort** +5, **Ref** +7, **Will** +18

**Weakness** daylight weakness

**Spd** 30 ft. (6 squares), burrow 15 ft.

**Melee** +2 longspear +12 (1d8+9/x3) or bite +10 (1d8+7 plus paralysis (DC 23) and darakhul fever (DC 23)) and 2 claws +8 (1d4+3 plus paralysis (DC 23))

**Base Atk** +5; **Grp** +10

**Combat Gear** *potion of shield of faith* +3

**Sorcerer Spells Known** (CL 12<sup>th</sup>)

6<sup>th</sup> (4/day)—*true seeing*

5<sup>th</sup> (6/day)—*dismissal* (DC 22), *teleport*

4<sup>th</sup> (7/day)—*crushing despair* (DC 21), *fire shield*, *scrying* (DC 21)

3<sup>rd</sup> (8/day)—*clairaudience*, *deep slumber* (DC 20), *dispel magic*, *halt undead* (DC 20)



2<sup>nd</sup> (8/day)—*detect thoughts* (DC 19), *locate object*, *rope trick*, *scorching ray* (+7 ranged touch), *shatter* (DC 19)  
 1<sup>st</sup> (8/day)—*burning hands* (DC 18), *cause fear* (DC 18), *chill touch* (+10 melee touch, DC 18), *ray of enfeeblement* (+7 ranged touch), *true strike*  
 0 (6/day)—*dancing lights*, *daze* (DC 17), *detect magic*, *detect poison*, *disrupt undead* (DC 17), *flare*, *light*, *prestidigitation*, *ray of frost* (+7 ranged touch)

**Tactics:** If he knows the party is coming (and unless they come through the secret passage from the guest rooms, he'll know), he prepares himself by casting *true seeing*, *fire shield*, and *detect thoughts* before an audience. If he is surprised by their arrival, he casts a *true strike* and maybe *crushing despair* if he must defend himself. Eressar teleports away within the palace to report the intrusion at the first opportunity.

**Abilities** Str 21, Dex 18, Con —, Int 20, Wis 21, Cha 24

**SQ** familiar, instant mastery (4 ranks in Sense Motive), secrets of inner strength (+2 bonus on Will saves), the lore of true stamina (+2 bonus on Fort saves), lore +15

**Feats** Brew Potion, Black Touch\*, Blood Casting\*, Craft Wondrous Item, Heighten Spell, Iron Will<sup>B</sup>, Mortal Slayer\*, Multiattack<sup>B</sup>, Track<sup>B</sup>

**Skills** Appraise +7, Bluff +14, Concentration +22, Diplomacy +13, Gather Information +13, Intimidate +17, Jump +6, Knowledge (arcana) +15, Knowledge (dungeoneering) +13, Knowledge (history) +20, Knowledge (local) +15, Knowledge (nobility) +9, Listen +9, Move Silently +9, Open Lock +11, Sense Motive +9, Spellcraft +17, Spot +4, Use Magic Device +9 (+11 using scrolls)

**Possessions** combat gear, +2 longspear, gauntlets of ogre power, bracers of armor +3

**Eressar's cat familiar Firetail:** hp 36, AC 20, deliver touch spells

**Treasure:** Eressar's treasures are books. Each of the following requires a successful DC 29 Search roll in his vast scroll racks, bookshelves, and loose folios. Eressar has a scroll of *heal* that he is saving to assassinate a rival someday, a full set of derro incantations such as *Opening the Way* (See *Kobold Quarterly* #1), lists of nobles, locations of gold, mithral, and mercury mines, histories of the many kings and queens of the dark years before the Empire, and many other documents of interest to historians and scholars.

This wealth of knowledge includes copies of all necromantic spells up to 6th level (including those presented in this adventure) as well as all divination spells up to 5th level. Most valuable of all to the party, however, may be the map of the Ghoul Imperium that he keeps as an annotated scroll. (Give the players a copy of the Dread Empire map).

## Q. Library and Scriptorium

*The room is filled with thousands of scrolls, all written on leathery parchment with rust-brown and bright green inks. A few open scrolls sit on a single table in the center of the room.*

The library contains the official history of the Empire (rather different than Eressar's version), the history of its emperors and many notes from its arcanists and priests. A character can find copies of all the divine spells in Chapter 3 here in *Paeans of the Undying*, a volume of magical knowledge. The book is bound in drow hide and chained to the bookshelf with an adamantine chain (hp 20, hardness 15).

The secret door leading to the guest rooms requires a DC 30 Search check to find.

## Seals & Records

This locked chamber (Disable Device DC 35) behind the library holds four small black chests, each one holding an Imperial seal, and thousands more imperial record scrolls. Milandra Morokossa (the courtesan; area N) is the Keeper of the Keys. She holds five keys, one to each chest and an additional key to the Imperial Treasure Vault (see area V). The Treasurer's Seal lies in a very clever lead-lined false side of the fourth chest (Search DC 30). The seals have historical significance, but no intrinsic value except to darakhul.

**Treasurer's Seal:** This black seal with triple skulls allows safe removal of items from the Imperial Treasure Vault. It emits a permanent *ghastly stench*\*. Faint evocation; CL 5<sup>th</sup>; Craft Wondrous Item, 12,000 gp, Weight .5 lb.

## R. Valet's Chamber

*This room contains a desk with some blank parchment and a quill, a set of account books, and a half-open wardrobe filled with black shirts, vests, and trousers. Three tapestries cover the walls; all show battle scenes.*

This is Dosza's room, the emperor's valet and personal servant. The treasure here is the well-woven tapestries, worth 1500 gp each, which weigh 60 pounds apiece.

## S. Diviner's Hall

*This small room is empty but for a few braziers filled with dust.*

One of the secret advisors to the emperor lives here; a Death God priest named **Felis Agramond** who has been transformed into a bonepowder ghoul. He whispers wisdom to the Emperor untainted by the rivalries and politics of his courtesan, and even his loremaster. It was Felis who remembered the Crown of Air and Darkness, and who convinced the emperor to seek it. For that, he is rewarded with a place in the palace, and a chance to make the Empire even greater than it is.

Felis attacks any living creature not accompanied by a ghoul guard or noble.

### Bonepowder Ghoul

CR 12

Appendix A

AC 28

hp 150

Melee bite +19 (1d6 plus 1d3 Str and paralysis)

Ranged gravedust +19 (1d6 Str plus ghoul fever)

The three braziers in this room are dusty, but a DC 36 Spot or a DC 20 Appraise check reveals that they are actually made of solid gold (worth 1,500 gp each).

## Darakhan, the White City of the Ghouls

### T. Secret Passage to Courtesan

*The tunnel is five feet wide and lit by pale, flickering magical fire all along the floor.*

Finding this passage requires a DC 35 Search. The fire is harmless, though living creatures walking on it set off an *alarm* spell (Caster level 14).

### U. Secret Passage to Guests

This passage requires a DC 40 Search check to find from the guest side; the passageway doors are obvious from the library side.

### V. Imperial Treasure Vault (EL 15)

*The 12' tall black basalt door is carved with runes and sealed with red wax along all one edge. There seems to be no keyhole or latch.*

The door to the vault is both *wizard locked* (at 14th level) by Milandra, his Keeper of the Keys, one of the senior Necrophagi wizards, and also trapped with a maximized, extended *ghoul touch* spell (caster level 14, DC 20 Fortitude or paralysis for 16 rounds).

The vault lock is excruciatingly difficult. Two keys must be made incorporeal with a command word and must turn simultaneously in opposite directions to open (DC 40 Open Locks). The twin keys are always held by the Emperor and the Keeper of the Keys.

**Two morph guards** stand just inside the vault doorway, and attack anyone who enters.

#### Morphs (2)

MM 189

hp 99, 88

CR 8

*Bars of gold and silver fill the vault, along with chests filled with gemstones, and large shelves crammed with brown scrolls and parchment. The floor is made of black marble, and the air has a chill in it, a chill that grows stronger and stronger. The floor's black turns a color beyond black. An incorporeal figure rises up through the floor. It wears a crown, and it moans and spits a curse.*

The vault is guarded by the bound soul of the previous emperor, now in the form of a **dread wraith**. The emperor defends the wealth here with loud moans and cries, as well as its powerful attacks.

#### Soul of the Emperor Vermesain

CR 13

Advanced Dread Wraith

LE Large Undead (Incorporeal)

MM 258

**Init** +13; **Senses** darkvision 60 ft., lifesense 60 ft.; **Listen** +26, **Spot** +26

**Aura** unnatural aura (30-ft. radius)

**Languages** Common, Darakhul, Infernal

**AC** 26, touch 26, flat-footed 17 (-1 size, +9 Dex, +8 deflection); **Dodge**, **Mobility**

hp 182 (28d12 HD)

**Miss Chance** 50%

**Immune** incorporeal traits, undead traits

**Fort** +9, **Ref** +18, **Will** +20

**Weakness** daylight powerlessness

**Spd** fly 60 ft. (good); **Spring Attack**

**Melee** incorporeal touch +22 (2d6/19–20 plus 1d8 Constitution drain)

**Space** 10 ft.; **Reach** 10 ft.

**Base Atk** +14; **Grp** –

**Atk Options** Blind-Fight, Combat Expertise, Combat Reflexes

**Abilities** Str –, Dex 29, Con –, Int 17, Wis 18, Cha 26

**SQ** create spawn

**Feats** Alertness, Blind-Fight, Combat Expertise, Combat Reflexes, Dodge, Improved Initiative, Improved Natural Attack (incorporeal touch), Mobility, Spring Attack

**Skills** Diplomacy +30, Hide +25, Intimidate +28, Knowledge (dungeoneering) +20, Knowledge (history) +23, Knowledge (religion) +23, Listen +26, Move Silently +29, Search +23, Sense Motive +24, Spot +26, Survival +4 (+6 following tracks, +6 underground)

**Constitution Drain (Su)** Living creatures hit by Vermesain's incorporeal touch attack must succeed on a DC 32 Fortitude save or take 1d8 points of Constitution drain. On each such successful attack, Vermesain gains 5 temporary hit points.

**Create Spawn (Su)** Any humanoid slain by Vermesain becomes a wraith in 1d4 rounds. Its body remains intact and inanimate, but its spirit is torn free from its corpse and transformed. Spawn are under the command of Vermesain and remain enslaved until its death. They do not possess any of the abilities they had in life.

**Daylight Powerlessness (Ex)** Vermesain is utterly powerless in natural sunlight (not merely a *daylight* spell) and flees from it.

**Lifesense (Su)** Vermesain notices and locates living creatures within 60 feet, just as if it possessed the blindsight ability. It also senses the strength of their life force automatically, as if it had cast *deathwatch*.

**Unnatural Aura (Su)** Animals, whether wild or domesticated, can sense the unnatural presence of Vermesain at a distance of 30 feet. They will not willingly approach nearer than that and panic if forced to do so; they remain panicked as long as they are within that range.

**Treasure:** The vault contains more cash than the party can likely carry. Much is in small denominations. The wealth includes 11,000,000 cp, 1,200,000 sp, 150,000 gp, and the crown jewels of the Empire. These include a mithral crown set with 12 diamonds, 24 topaz, and 3 emeralds (worth 60,000 gp, and which the Emperor often wears), a diamond-studded adamantine necklace (25,000 gp), and a clawed golden scepter topped with an enormous red bloodstone carved into a heart shape (3,000 gp). (However, see the Finale below. The Emperor wears the crown in that scene.)

The Necrophagi cursed all the wealth. Anyone touching it without holding the Treasurer's Seal (see area Q) must make a DC 18 Fortitude save or gain a negative level. Anyone touching the crown jewels other than the Emperor must make a DC 22 Fortitude save or gain two negative levels and lose a point of Constitution permanently. This trap can be found with a DC 32 Disable Device check or with *detect magic* (which reveals moderate necromantic energies). It can be removed with a *dispel magic* against a 14th level caster or a DC 34 Disable Device check.

## 8. Finale

There are two possible finales: facing the emperor directly within his palace and defeating him in combat or the destruction of the Crown of Air and Darkness. Either approach ends the empire's ability to invade the surface.

## 8.1 The Horrid Feast

If the party spends several days in Darakhan or attempts a palace burglary, they draw the attention of the nobles and power players in ghoulish politics. (They may even make themselves known by approaching the loremaster Eressar.) In either case, they are invited to dine with the Emperor as “honored guests.”

Turning down this invitation is an insult to the Emperor. A dozen of the Ivory Legion's finest, led by the high priestess of the Death God, Lucrezia Tideblood (see page 93 for her stats, page 84 for the legion), arrest the PCs as spies and deliver them to Lady Sirris.

Accepting the invitation is just as dangerous. The emperor plans on questioning the party closely while the loremaster uses his *discern lies* spell to watch for dissembling. If the party brings him the Crown, they are greeted with a minimum of suspicion and are rewarded with noble titles, gems, and magic valued up to 50,000 gp per character. Otherwise, the conversation is a minefield.

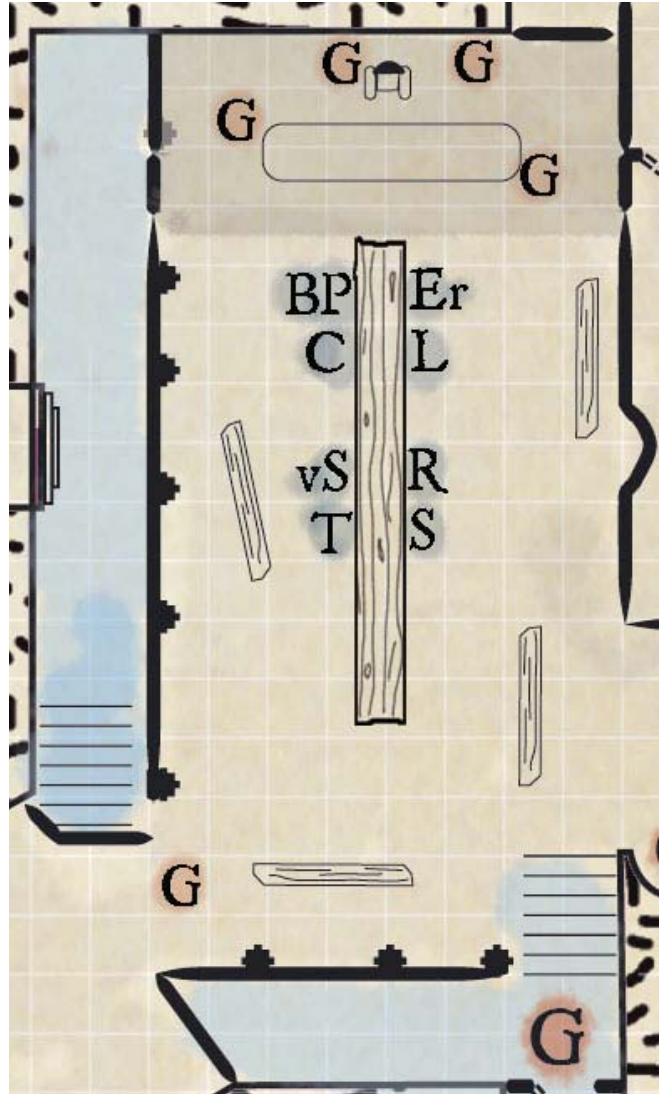
*Two soldiers in full white plate armor, carrying greatswords and bowing, meet you at the palace gate. A servant in black robes leads you through the tunnels of the palace, all lined with marble and lit with yellow-greenish magical light. After a quick turn or two, and passing by some undead dwarves in heavy armor, you reach the feasting hall.*

*Eight other guests stands near their chairs. Nearest to the throne at one end of the table is a small fey dressed all in black armor and a ghoul wearing the black robes of a monk or scholar. Next closest are a military ghoul with his sword at his belt, and a priestess wearing the skull-laden vestments of the Death God. Then there are two empty chairs, following by a fleshy woman and a ghoul. The man wears golden courtier's robes marked with the insignia of a black scarab beetle..*

*At the far end of the table stands a wiry creature seemingly made of tentacles and with a strangely exposed brain; its eyes are hidden behind round crystal lenses. Across from it sits what can only be a demon, with tentacles as well as clawed hands.*

*Several more chairs stand empty, next to the demon and tentacled creature, at the farthest end from the Emperor's high-backed chair. Four short, heavily armored guards carrying halberds stand beside the empty throne.*

*They sit, gesturing you to the empty seats.*



Emphasize how outnumbered the party is; direct combat in the palace's most guarded hall is suicide.

The guests and four dwarven defender bodyguards are the most deadly creatures present, though the servants are all dread ghosts and the nightwing is not far away.

If a combat breaks out, the Emperor arrives (see Angel Meat below) and stops it as undignified and disrespectful. If a darakhul started the fight (or can be blamed for it), he or she is dismissed from the Imperial presence. If a PC is to blame, the Emperor tells his guards to toss that PC “into the street”. In fact, a mob of 30 beggar ghouls waits there for scraps from the palace and will try to tear the PC apart. If a second PC is involved, he sends them to the kitchens “where slaves eat.” In fact, he tells a servant to make sure that the derro butchers make that PC part of the meal.



## Guest List

1. **Eressar**, the loremaster (see page 108)
2. the **Black Prince** of the Shadow Fey, (see page 89)
3. **Lucrezia Tideblood**, the high priestess of the Death God (see page 93)
4. **Branko Charonson**, Captain-General of the Ivory Legion (see page 86)
5. **Ludmilla von Schenk**, madam of a Zobeck brothel, now a courtier
6. **Ramezh Beograd**, (formerly Patriarch of Sun God in Zobeck), now a noble advisor on the surface
7. **Tinlasshdahlosfahn**, the phrenic scourge ambassador, (area 7)
8. **Sinderec**, the demon ambassador. (area 9)

Any PC who makes a DC 20 Knowledge (Religion) check recognizes the former patriarch of the Sun God by his golden robes and scarab. He went by the name Ramezh Redbeam while among the living. Any PC who makes a DC 18 Knowledge (Local) check recognizes Ludmilla as the former madam of a brothel in Zobeck. Anyone who makes a DC 23 Knowledge (the Planes) check recognizes the demon as a glabrezu, albeit one with some extra tentacles.

## The Emperor Arrives

If the adventurers decide to play along and dine with the Emperor, the Emperor himself arrives shortly after they do.

*A bell rings. The nobles and visitors all stand. A herald calls forth:*

*"Rise before Nicoforus the First, the Dread and Eternal Emperor, Most Favored of Orcus, Lord of All the Ghouls, Prince of Darakhan, Viceroy of Vandekbul, Master of Spiderfall, Prince of Fretlock, Captain-General of the Iron Legion, and Lord Subterranean of Morgau and Doresh!"*

*The Emperor appears at the top of a balcony, waves, and walks down the stairs. He wears a cloak blacker than any you've seen, a purple tunic, and a silver crown set with diamonds, topaz, and green emeralds the size of your fist. He wears a necklace of large gold discs, and a black scabbard rests at his side.*

*He sits down at the head of the table. The other diners sit.*

Everyone stands until the Emperor sits down. Then the first course is brought out.

*When the emperor lifts his goblet, ghoul servants spring into action. Four of them bring pitchers of wine, four more bring appetizers: various meats spiced with cloves, pepper, and salt. The meats themselves include whole bats stuffed with chopped meat, the black fingers of dron, and something that can only be tongue.*

Give the party time to gross out, drink the virgin's blood, or do whatever they do to pretend to be dining (Bluff checks are appropriate for anyone pretending to eat, opposed by the Emperor's +9 Sense Motive). If he catches anyone faking, the emperor calls them on it and forces them to either eat or become an object of ridicule among the diners. A PC caught who then refuses to eat suffers a -4 circumstance penalty to all Bluff, Diplomacy, Gather Information, and Intimidate checks in the White City as the story spreads.

## Angel Meat

When the PCs settle down, introduce the next course.

*Six servants carry in a large crucifix with two crossbars; nailed to it is an angel. Its arms and wings are pinned just above its head. Its mouth is open in a scream, but the only sound it makes is a sort of plaintive grunting. Two derro encrusted with blood begin carving portions of thigh, wing, and breast meat. The eyes and fingers are offered to the Emperor. The angel bleeds very little.*

Anyone making a DC 30 Spot roll or secretly casting *detect magic* notices the topaz and golden ring of regeneration on the angel's left hand. Its tongue slowly returns over the course of the meal, and at some point it can speak.

A PC who makes a DC 30 Listen check can hear the angel's muttered words over the noise of the feast. Read the following:

*The angel is grunting with the effort of forming words, and the sounds are difficult to hear over the noise of cutlery, servants walking, and conversation. But you can hear it, in a slurred voice, saying 'Take the ring. Take the ring. Mercy, please, take the ring.' No one else seems to hear it.*

Any character who removes the ring must make both a Sleight of Hand roll against the Spot of the various nobles: +26 for Sinderec the demon, +21 for the Black Prince, +11 for the phrenic scourge and dwarven bodyguards, +10 for the Emperor, +7 for Lucretia, and +4 for Eressar, Branko, Ludmilla, and Ramezh. Roll once and apply the various modifiers to see who notices the attempt. If the PC wishes to remain inconspicuous while loitering around the angel, a Bluff check against the Emperor's +9 Sense Motive is also required.

If both checks succeed, the ring is removed without drawing attention, and the angel is finally given the release of a clean death. When that happens, the Emperor is enraged and demands that everyone stay in the room; he brings in proofing wands, seeking the ring. If a PC is found holding it, he or she is dragged into the kitchen area for immediate butchering. If the party objects, a nasty combat ensues.

## Emperor's Goals

The Emperor seeks to reward the party for work well done, or to question them about their experience, their expertise, and their willingness to work for the undead. Any clearly Good-aligned character is in for close questioning, and must either Bluff successfully at least once, or expect to be watched very closely by spies, beggar ghouls, scrying spells, and even bat familiars as long as they remain in the Empire.

Neutral-aligned characters get grilled as well, though not as closely. As long as they make no major gaffes, he leaves them to their own devices. Evil-aligned PCs are actively wooed and courted for induction into the ranks of the darakhul nobility.

## Surviving Diplomatically

Challenging the Emperor on his home ground is a bad idea. He expects treachery from his own nobles, so he certainly doesn't trust a bunch of surface dwellers with no references, credentials, or major letters of introduction. Laslo's letter got the party a hearing, but it is not high-powered enough to win the emperor over by itself.

As long as the party agrees with the Emperor's sweeping statements about the imminent rise of "an even greater Empire" and "our friends and our feeding grounds on the surface," they're fine. If they step out of line, he barks, contradicts them, and may even have them thrown out for "rude questions." Nicoforus has long listened only to the courtesan Milandra and to the ghoul elite. Others will not convince him without major effort.

A PC who does cross Nicoforus must make an immediate opposed Diplomacy check against his +18 Diplomacy. Each further contradiction, denial, or other challenge to the imperial authority adds a +2 cumulative circumstance bonus to the DC. If the check succeeds, the Emperor laughs it off, praises the speaker's courage, and makes finger-wagging jokes about it. If the check fails, read the following:

*The Emperor stands up. The rest of the table jumps to their feet. He shakes his head and says, "You go too far, my friend. Come, speak with me a moment. The rest of you, continue as you were." He and his guards walk over to a door. He waves at you to follow.*

The Emperor and his four guards take the character into the door to area I (Slaughterhouse and Kitchen) to attack the PC, seeking to paralyze him and then give him to the cooks or the dungeon torturer. Failure to follow the Emperor results in ejection from the palace right into a waiting beggar ghoul mob.

## 8.2 Destroying the Crown

If the party uses one of the methods to destroy the Crown successfully, read the following:

*"At first it seems like nothing happens, though the crown smokes a little. When it goes, it happens with an audible rush, with shadow fragments like chilled black iron flying past your head, clattering to the stone floor, and vanishing. The air around you is foggy with your breath, frozen cold as ice. The crown itself is no longer with you, vanished either back to where it came from, or perhaps permanently destroyed. Either way, you have removed it from the hands of the ghouls."*

See page 26 and the Descent into the Depths (see Underdark area 31) for more information about destroying the crown.

## 8.3 Further Adventures

The party may find itself intrigued by other societies and mysteries that are hinted at in *Empire of the Ghouls*. Here are some possibilities for extending the campaign.

### Beyond the Sunless Sea...

Fishfolk, aboleths, and others have civilized the underground seas, but terrible monsters from ages past lie deep in those black waters. The drow who worship an elder elemental god might seek to raise a Black Water Goddess to destroy the aboleth; the aboleth might use the goddess for their own ends.

If the party allies with or against the Mage-aboleth Fluvor, they may well run into him again. He could be their main contact for the aboleth assault against the Black Water Goddess, or to take him down and so disperse the aboleth and scatter their forces.

### The Cult of the Hunger God

After the fall of the Emperor, Cimbrai the Sated leads the Hunger Cult on a rampage that exceeds the Empire in every measure of brutality. Rather than control their need to feast on flesh, the cult encourages massive raids on the surface every night. Ghouls hunt in mobs that terrorize Zobeck and surrounding towns and villages. Until the Order of the Undying Sun can rally enough paladins and sun priests to put down the incursions, things on the surface get much, much worse.

## *Finale*

The arrival of a new emperor would surely slow down such reckless raiding, because a wise ghoul knows that raids can only draw massive reprisals. The Last King may offer himself as a candidate to succeed to the Imperial throne, but so do many others. The party may receive offers from various darakhul candidates who hope for their support, or at least for their services in putting down the “rabble”. Killing Cimbrai will calm things, but a new Emperor might not be especially grateful once he’s actually on the throne.

## *The Underworld and Afterlife*

If the party goes through the Hades portal in area 31 (The Depths of the Earth, see page 83), they could begin a planar campaign with figures of legends such as Charon and Persephone. They could oppose the ghoul’s demonic patrons and their undying, vampire gods and avenging angels.

The party might need to enlist divine patrons quickly to restore a balance and avoid becoming casualties in a divine feud between Orcus and the Sun God, for example.

## *Revenge of the Pale Emperor*

The next Emperor might turn some of the party’s family, henchmen, or friends into darakhul, and brag about it (or force the new darakhul to write down their tales of woe). Even defeated, the darakhul cannot believe themselves inferior to any living foe.

This is the new Emperor’s way to show his strength and feed his hatred of the living. Does the party want a rematch? This Emperor surely knows who they are, and where they live. Any fight against the ghouls would be a deadly one, sure to draw in Zobeck, Morgau & Doresh, and other surface forces. This could be resolved by to a short military campaign, using mass battle rules and featuring a decisive battle near a cavern entrance.



# Appendix A: New & D20 Monsters

## Bloated Ghoul

Source: *Rise of the Ghouls*

Although the reason why ghouls are driven to consume the flesh of the living is not known, in most cases, the meat is broken down by the negative energy in the ghoul's body. This is why most ghouls are emaciated despite constantly gorging themselves on flesh.

In bloated ghouls, this digestive process does not occur. Instead, the flesh these creatures consume simply rots and decays in the ghoul's stomach. Bloated ghouls gain their name from the way that the build-up of rotting flesh and the resulting gases that are generated cause their bodies to grow grossly obese. Stretched like a balloon to contain the meat they consume, the skin of a bloated ghoul is often all-but translucent, revealing the grisly contents of the creature's stomach.

When a bloated ghoul is injured in combat, lumps of meat can sometimes fall through the wounds. Bloated ghouls have been known to stop and consume these fallen morsels in the middle of the battle.

Other than their massively distended stomachs, bloated ghouls resemble their more common ghoulish kin, with gray skin, no hair, and reddish-colored eyes.

The origin of these foul creatures is unconfirmed, though one legend holds that they were created when a *ravens curse* (see *Rise of the Ghouls*) was placed on a community of elves and somehow made permanent.

### Creating A Bloated Ghoul

'Bloated Ghoul' is an acquired template that can be added to any corporeal aberration, dragon, fey, giant, humanoid, magical beast, monstrous humanoid or outsider.

**Size and Type:** The creature's type changes to undead. It retains any subtypes except alignment subtypes and subtypes that indicate kind. It does not gain the augmented subtype. It uses all the base creature's statistics and special abilities except as noted here.

**Hit Dice:** Drop any Hit Dice from class levels (to a minimum of 1), add three to the number of Hit Dice left, and raise them to d12s.

**Speed:** If the base creature can fly, its maneuverability rating drops to clumsy. The bloated ghoul's speed (in all forms of movement) is reduced by 10 feet, to a minimum speed of 5 feet.

**Armor Class:** Natural armor bonus increases by a number based on the bloated ghoul's size:

Tiny or smaller +2

Small +3

Medium +4

Large +5

Huge +6

Gargantuan +9

Colossal +13

**Base Attack:** A bloated ghoul has a base attack bonus equal to 1/2 its Hit Dice.

**Attacks:** A bloated ghoul retains all the natural weapons of the base creature. A bloated ghoul gains a bite attack as a primary attack if it does not already have one. All existing natural weapons are treated as secondary attacks. If it has no other natural weapons, it also gains two claw attacks as secondary attacks. A bloated ghoul loses all manufactured weapon attacks and manufactured weapon proficiencies.

**Damage:** Natural weapons deal damage normally. A bite or claw attack deals damage depending on the bloated ghoul's size. (Use the base creature's damage if it is better.)

Table A-1: Bloated Ghoul Damage

| Size       | Bite | Claw |
|------------|------|------|
| Fine       | 1    | 1    |
| Diminutive | 1d2  | 1    |
| Tiny       | 1d3  | 1    |
| Small      | 1d4  | 1d2  |
| Medium     | 1d6  | 1d3  |
| Large      | 1d8  | 1d4  |
| Huge       | 2d6  | 1d6  |
| Gargantuan | 2d8  | 1d8  |
| Colossal   | 4d6  | 2d6  |

**Special Attacks:** A bloated ghoul retains all of the base creature's extraordinary special attacks. A bloated ghoul gains the following special attacks:

*Bloat Fever (Su):* Disease—bite, Fortitude DC 10 + 1/2 hit dice + Charisma ability modifier, incubation period 1 day, damage 1d3 Con and 1d3 Dex.

An afflicted creature of an appropriate type which dies of bloat fever rises as a bloated ghoul at the next midnight. It is not under the control of any other creature, but it hungers for the flesh of the living and behaves like a normal bloated ghoul in all respects.

## New or D20 Monsters

**Slow (Su):** Those hit by a bloated ghoul's bite or claw attack must succeed on a Fortitude save (DC 10 + 1/2 hit dice + Charisma ability modifier) or be *slowed* for 2d4+1 rounds. Elves have no special resistance to this effect.

**Damage Reduction (Ex):** A bloated ghoul has damage reduction 5/slashing.

**Rotbloat (Ex):** Bloated ghouls are filled with vile and noxious gasses caused by the meat rotting inside them. Any time a bloated ghoul suffers damage from a piercing or slashing weapon, any creature adjacent to it must make a Fortitude save (DC 10 + 1/2 hit dice + Charisma ability modifier) or be nauseated for one round as these gasses burst free in a noxious wave.

**Special Qualities:** A bloated ghoul retains any extraordinary special qualities of the original creature. A bloated ghoul gains +2 turn resistance and the following special quality:

**Massive (Ex):** A bloated ghoul is unusually big and heavy for its size. It gains a +2 racial bonus on checks made to resist being bull rushed and overrun.

**Saves:** Base save bonuses are Fort +1/3 HD, Ref +1/3 HD, and Will +1/2 HD + 2.

**Abilities:** A bloated ghoul's Strength, Charisma and Wisdom increase by +4, its Dexterity decreases by 4 (to a minimum value of 1), and it has no Constitution score.

**Skills:** A bloated ghoul loses all existing skills. It gains the normal number of skill points for an undead creature of its hit dice and Intelligence. A bloated ghoul's class skills are Climb, Hide, Intimidate, Listen, Move Silently, and Spot.

A bloated ghoul retains all the base creature's racial modifiers to skills.

**Feats:** A bloated ghoul loses all existing feats, but gains new feats based on their modified number of hit dice. Most bloated ghouls take Multiattack and Eater of the Dead.

**Environment:** Any.

**Organization:** Solitary, gang (2–4), or pack (7–12).

**Challenge Rating:** HD 1 or less, as base creature +1; HD 2 or more, as base creature +2.

**Treasure:** None.

**Alignment:** Always chaotic evil.

**Advancement:** A bloated ghoul advances in HD to up to a maximum of three times its new HD. At twice its new HD, the creature also increases one size category.

**Level Adjustment:** –

## Bone Collective CR 10

*The cloak swept away with a single motion. The tiny figures beneath were revealed, with their interlocked bones. Thirty skulls turned to look, and chitter, and leap from their zombie mount with one high-pitched shriek.*

Usually CE Small or Tiny Undead (Swarm)

**Init** +5; **Senses** darkvision 60 ft., lifesense 120 ft.; Listen +18, Spot +18

**AC** 25, touch 17, flat-footed 20 (+2 size, +5 Dex, +8 natural)

**hp** 120 (18d12+3 HD); **DR** 10/magic

**Immune** undead traits

**Fort** +6, **Ref** +11, **Will** +13

**Spd** 30 ft. (6 squares)

**Melee** swarm (4d6 plus 1d3 Str) or  
claw +7 (1d4 plus 1d3 Str)

**Space** 2.5 ft.; **Reach** 0 ft.

**Base Atk** +9; **Grp** +5

**Atk Options** poison, swarm, disarm, sneak attack

**Abilities** Str 10, Dex 20, Con –, Int 14, Wis 10, Cha 16

**SQ** alternate form, hive mind

**Feats** Alertness, Ambush\*, Improved Disarm, Lifesense\*, Skill Focus (Disguise), Toughness, Weapon Finesse

**Skills** Balance +7, Climb +10, Disguise +16, Hide +26, Intimidate +20, Jump +2, Listen +18, Move Silently +15, Open Lock +15, Sleight of Hand +15, Spot +18, Tumble +15

**Environment** Underground

**Organization** Collective (swarm)

**Treasure** Standard

**Advancement** 19–23 HD (Small), 24–27 HD (Medium), 28–32 (Large), 33–40 HD (Huge), 41–48 HD (Gargantuan) or as necromancer

The bone collectives are a creation of the Necrophagi, the undead mages of the Imperium. Each collective itself is a creature built of small bones – often those of gnomes, bats, and lizards – combined into a swarm of small, quick, 10-inch-tall skeletons. These spies and assassins of the Imperium are remarkably effective at finding weak points in enemies' defenses and exploiting them ruthlessly. Their hive minds view and remember more than a single organism. If discovered, they break and scatter so that at least one of their component parts survives.

The swarm elements rarely travel alone; instead, they ride atop a ghoul, zombie or skeleton framework under heavy robes disguised as a humanoid. They work as a collective, some specialized in vocalization, others in sleight of hand or balance while running, still others working only to hear and see everything. The typical mount is a Small or Medium-size humanoid, but there seems to be no theoretical limit to the size of such collectives. In times of war, they join together into enormous swarms or titans made of bones. This bone colossus is often a ghoul army rallying point.

Sages believe that the elements of the collective (called “posthumes”, or sometimes “darmecc figures”) are unable to access negative energy directly themselves, or that they are some necrotic form of construct.

## Combat

Bone collectives are not primarily fighters, though they swarm well enough. They use their disguise and stealth to spy and skulk. When cornered, they fight without fear or hesitation, seeking to strip the flesh from their foes. As soon as they fall below 18 hit points, a bone collective’s hive mind disappears and the remaining posthumes fall apart, scattering in all directions to find another collective or a new host.

**Alternate Form (Ex):** A bone collective can act as a swarm of dozens of posthumes or can grant a single member (called an exarch) control to act as a humanoid. Changing between forms is a swift action. In swarm form, the posthumes require a mount to move and attack effectively. This can be any undead creature of at least Small size and a minimum of 1 HD. In humanoid form, the collective can no longer use swarm attacks, but it can use sneak attacks, disarms, and cast spells, if it has caster levels. It can use its skills normally in either form.

**Hive Mind (Ex):** All posthumes of a bone collective within 50 miles of their main body constantly communicate. If one is aware of a particular danger, they all are. If one in a group is not flat-footed, none of them are. No posthume in a group is considered flanked unless all of them are.

Any collective with at least 1 hit point per Hit Die (or 18 hit points, for a standard collective) forms a hive mind, giving it an Intelligence of 14. (This is an exception to the usual swarm rules.) When a collective goes below this hit point threshold, it becomes mindless.

**Sneak Attack (Ex)** Any time a bone collective’s opponent is denied his Dexterity bonus to AC, or if a bone collective flanks its opponent, it deals an extra 5d6 points of damage. This ability is just like the rogue’s sneak attack and subject to the same limitations.

**Superior Disarm (Ex):** With their dozens of tiny fingers, bone collectives are exceptionally adept at grabbing or turning aside a weapon and disarming a foe. They gain a +5 bonus to any disarm attempt and always wind up with a foe’s weapon in their hands if they succeed. With their Improved Disarm feat, they never suffer an attack of opportunity for making such an attempt.

**Wyrmblood Venom (Ex):** The bone collectives distill minerals and cave dragon’s blood with elements of the deadmind poison to create a reddish toxin that they smear on their fangs. The resulting freakish red mouths on tiny skeletons are somewhat disturbing, but the effect of the toxin is also deadly. Because they add it to their swarm damage, no attack roll is required for a collective to inject venom. Fort DC 22, initial 1d6 Cha, secondary 2d6 Cha, onset 1 round.

## Ecology

Bone collectives don’t have an ecology, though they do prey on undead, using them and discarding them when they are no longer useful. Bone collectives follow goals of their own, unrelated to other creatures alive or dead. The only exceptions are their interactions with necromancers, darakhul, some vampires, and lichs, all of whom they may serve and obey.

**Environment:** Bone collectives live in most environments. They dislike extreme heat, as it makes their bones brittle.

### Designer’s Note: Exceptional Swarm

The bone collective makes a number of exceptions to the swarm rule, including being intelligent, acting as both a swarm and a humanoid, and being composed of individual Tiny undead (posthumes).

It’s sometimes necessary to favor the cool factor over mechanics. The result is often a more terrifying foe for players who have seen it all, precisely because it doesn’t behave like a “standard” swarm.



**Typical Physical Characteristics:** Bone collectives’ tiny bones rustle when they move, as quiet as moving sand. Their long finger bones and hooked claws help them climb on their zombie mounts, and to control them. Bone collectives almost always wear robes or cloaks, the better to pretend to be humanoid. They understand that most creatures find their undead hive mind disturbing.

**Alignment:** Bone collectives are invariably evil, with a bent for chaos. However, lawful and neutral evil collectives are known.

Society

Bone collectives exist in numbers too small to have a proper society. They tend to latch onto the societies around them, whether those are human, goblins, or ghoul.

Typical Treasure

Bone collectives value treasures as tools. Any weapons, items, or armor they have will likely be used in combat. They do not understand or value art.

Table A-2: Bone Collective Lore

| Knowledge (Religion) DC | Result   |
|-------------------------|--|
| 20                      | Bone collectives are hive mind undead made of tiny skeletons, about the size of fey.   |
| 24                      | Bone collectives commonly use a powerful poison, and often ride on an undead “mount” of some kind. They seem able to split and reform at will. |
| 29                      | Bones collectives disarm their foes through trickery, and they have a powerful sneak attack.   |

Bonepowder Ghoul CR 12

*Distilled to nothing but dry, whispering sand and a full set of teeth, the bonepowder ghoul still hungers for flesh and blood. Its dusty mass is perfected corruption, entirely animated by dark energy.*

Often NE Tiny undead

**Init** +9; **Senses** darkvision 60 ft.; Listen +22; Spot +22

**Languages** Darakhul, Dwarven, Draconic, Common, Undercommon

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**AC** 28, touch 17, flat-footed 23 (+2 size, +5 Dex, +11 natural)

**hp** 156 (24d12 HD); **DR** 15/good

**Immune** undead traits

**Resist** +4 turn resistance

**Fort** +8, **Ref** +13, **Will** +16

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**Spd** 30 ft. (6 squares)

**Melee** bite +19 (1d6 plus 1d3 Str and paralysis)

**Ranged** gravedust +19 (1d6 Str plus ghoul fever)

**Space** 2.5 ft.; **Reach** 0 ft.

**Base Atk** +12; **Grp** +4

**Special Actions** gravedust (DC 25), whirlwind

**Spell-like Abilities** (CL 24<sup>th</sup>)

At will—*deeper darkness*, *ray of enfeeblement* (+19 ranged touch), *ray of clumsiness*\* (+19 ranged touch), *dispel magic*

4/day—*blindness* (DC 15), *enervation* (+19 ranged touch), *leeching lanthorn*\* (DC 17)

1/day—*energy drain* (+19 ranged touch)

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**Abilities** Str 10, Dex 20, Con –, Int 18, Wis 14, Cha 17

**SQ** hide in plain sight, shape change

**Feats** Empower Spell-like Ability (enervation), Gnaw\*, Improved Initiative, Improved Natural Attack (bite), Silent Spell, Spelleater\*, Still Spell, Visceral\*, Weapon Finesse

**Skills** Bluff +23, Concentration +20, Diplomacy +25, Disguise +3 (+5 acting), Hide +33, Intimidate +25, Knowledge (arcane) +20, Knowledge (dungeoneering) +20, Knowledge (history) +20, Listen +22, Move Silently +25, Spellcraft +8, Spot +22, Survival +2 (+4 underground)

**Environment** Underground

**Organization** Solitary

**Treasure** Standard

**Advancement** 25–30 HD (Tiny); 31–45 HD (Small)

The bonepowder ghoul is small and unassuming, a pile of dust and bone fragments that resemble a destroyed mummy or the remnants of a vampire burned by sunlight. Unlike those undead, ghouls can achieve this powdery form through long starvation. The process invariably takes decades, which is why so few bonepowder ghouls exist — few ghouls can show such self-restraint, and even among ghouls, using hunger as a form of torture is considered offensive to the ways of the Imperium.

Which isn't to say that it never happens. A bonepowder ghoul may rise from the remnants of a starved prisoner or a ghoul trapped in a sealed-off cavern, leaving behind most of its remnant flesh, and becoming animated almost purely by hunger, hatred, and the wisdom of long centuries in which to plot the destruction of its enemies.

Bonepowder ghouls speak Darakhul, Common, and Undercommon, but their voices are very faint. Just to hear one speaking normally requires a DC 20 Listen check. Undead gain a +8 competence bonus to this check.



*Bonepowder Ghoul*

## Combat

Bonepowder ghouls hate combat and avoid it. They prefer stealth attacks, slow draining over multiple nights, and other low-risk attacks. For instance, while hiding in darkness one might cast a silent spell *ray of enfeeblement* repeatedly from an 85' range, until discovered or until it can envelope the victim in gravedust, immediately creating a darakhul.

When discovered and confronted, a bonepowder ghoul typically fights with a *leeching lanthorn\** and *energy drain* spells. If it has weakened its intended prey enough, it may attempt a direct melee attack with gravedust or its teeth.

**Paralysis (Ex):** Those bitten by a bonepowder ghoul must succeed on a DC 25 Fortitude save or be paralyzed for 1d4+1 rounds. Even elves and undead are affected by this paralysis. The save DC is Charisma-based.

**Darakhul Fever (Su):** Disease - bite, Fortitude DC 25, incubation period 1 round, damage 1d3 Con and 1d3 Dex. The save DC is Charisma-based.

An afflicted creature killed by a bonepowder ghoul rises as a darakhul immediately, gaining the darakhul template and the undead type.

**Gravedust (Ex):** A bonepowder ghoul can project a 40' cone of grave dust once every three rounds as a standard action. All creatures within the area must make an immediate DC 25 Fortitude check or take 1d6 points of Strength damage (which points the bonepowder ghoul adds to its own Strength as temporary points) and make an immediate DC 25 Fortitude save or be infected with darakhul fever.

**Hide in Plain Sight (Ex):** A bonepowder ghoul can use the Hide skill even while being observed. As long as it is within 10 feet of some sort of shadow, it can hide itself from view in the open without anything to actually hide behind. It cannot, however, hide in its own shadow.

**Whirlwind (Ex):** Once per day, a bonepowder ghoul can generate a whirlwind of bones and teeth. This attack affects all creatures within a 20' cube and inflicts both 2d12 damage and drains 1d6 Strength. (They do not add to their own Str with this attack.)

**Spell-like Abilities (Sp):** A bonepowder ghoul can cast the following spells as a 24th level caster: At will – *deeper darkness*, *ray of enfeeblement*, *ray of enfeeblement* (for Dex), *dispel magic*; 4/day – *blindness*, *enervation*, *leeching lanthorn\**; 1/day – *energy drain*. Its spell DCs are Charisma-based.

**Shapechange (Su):** A bonepowder ghoul can temporarily assume a humanoid form by draining 5 points or more points of Strength from a victim, or with a successful *enervation* attack. This form is size Small and semi-transparent, but roughly the shape of a normal ghoul. It can speak normally and manipulate objects. The shapechange never lasts for more than 10 minutes per 5 ability points drained.

## Ecology

Bonepowder ghouls are not part of any normal ecology, but they do feed on lesser undead, such as skeletons, zombies, shadows, and ghouls.

**Environment:** Bonepowder ghouls are most often found deep underground, in deserts, or in tombs.

**Typical Physical Characteristics:** Made of dust and teeth, there is little to see in a bonepowder ghoul. In any condition of daylight other than poor light, they quickly fade from view as little more than a trickle of dust. In their whirlwind form, they resemble dust devils.

**Alignment:** Bonepowder ghouls are almost always creatures of pure evil, seeking only to devour, corrupt, and destroy all living things. The only creatures they treat with some affinity are ghouls of various kinds. Even in that case, their attitude is often mocking, hateful, or condescending.

## Society

Though feared by the Empire as a sign of punishment and overweening hungers, the bonepowder ghouls have no separate society of their own.

## Typical Treasure

Bonepowder ghouls rarely have more than incidental treasure.

**Table A-3: Bonepowder Ghoul Lore**

| Knowledge<br>(Religion) DC | Result  |
|----------------------------|---|
| 23                         | Bonepowder ghouls are ancient, almost lich-like ghouls that have turned to dust and teeth. They are difficult to see but can still paralyze foes as normal ghouls do. |
| 27                         | Bonepowder ghouls use spells and can cause ability damage. They infect foes with a powerful strain of ghoul fever that turns creatures into ghouls in a few minutes.  |
| 32                         | Bonepowder ghouls can assume human form for a brief time, can attack in a whirlwind form, and require good-aligned weapons to harm readily.                           |

## Carriou Beetle

CR 5

*The beetles wore a golden bridle and carried huge leather sacks of stone and guano. The line of them marched without stopping, dozens, even hundreds, bringing fresh earth to the white fungus trees of the great forests. Their claws skittered with a sound like horseshoes slipping on stone, but their six legs ensured they never fell. The air around them singed the nostrils with the taint of acid.*

Always N Large vermin

**Init** +1; **Senses** darkvision 120 ft.; Listen +7, Spot +1

**AC** 17, touch 10, flat-footed 16 (-1 size, +1 Dex, +7 natural)  
**hp** 65 (10d8+20 HD)

**Immune** mind-affecting effects, paralyzation

**Fort** +9, **Ref** +4, **Will** +4

**Spd** 30 ft. (6 squares), burrow 20 ft, climb 10 ft.

**Melee** bite +10 (2d6+4) and  
2 claws +5 (1d4+2)

**Space** 10 ft.; **Reach** 10 ft.

**Base Atk** +7; **Grp** +15

**Special Actions** spit acid (+7 ranged touch, 3d6 acid)

**Abilities** Str 19, Dex 12, Con 15, Int 3, Wis 13, Cha 10

**Skills** Climb +12, Listen +7

**Environment** Underground

**Organization** Solitary, pair, nest (4–7), or colony (8–36)

**Treasure** Half standard

**Advancement** 11–15 HD (Large); 16–24 HD (Huge)

**Acid Spit (Ex):** The carriou beetle can spit in a 30-ft. line, once every 6 rounds; damage 3d6 acid, Reflex DC 17 half. The save DC is Constitution-based and includes a +2 racial bonus.

**Immune to Paralysis (Ex):** Carriou beetles are immune to all forms of paralysis, including that of ghouls, ghaists, darakhul, spells, and poisons.

**Vermin Traits:** Carriou beetles have immunity to all mind-affecting effects (charms, compulsions, phantasms, patterns, and morale effects). They have darkvision to 60 feet.

**Skills** Carriou beetles have a +6 racial bonus on Listen checks

## Strategies and Tactics

Carriou beetles prefer to feast on dead prey, and are not naturally aggressive except when confronted in their egg sites. However, when threatened by purple worms, by deathcap mycolids, or other races that consume beetles, they fight fiercely with a powerful set of mandibles and their spiked foreleg claws. In addition, they can spit digestive acid at foes whenever they retreat.

## Carrying Capacity

A light load for a carriou beetle is up to 400 pounds; a medium load, 401-800 pounds; and a heavy load, 801-1200 pounds. A carriou beetle can drag 7,500 pounds.



*Carrion War Beetle*

## Ecology

Carrion beetles are a normal part of both underground and surface ecology, feeding on fungi, leaf litter, and even sewage. When breeding season hits, they feast on the bodies of large animals. They are often found in symbiotic relationships with deathcap mycolids, darakhul, and related species. Carrion beetles are food for many species in the deep underworld, and their exoskeletons are useful materials for shields and armor, though too brittle for weaponry.

Purple worms are their major predators. Worms are said to swallow entire caravans when they find them.

**Environment:** Carrion beetles live underground or in deep forests.

**Typical Physical Characteristics:** With a wide back, serrated spiky forelegs, and a narrow head, the carrion beetle is too large to ride on comfortably, though it makes an excellent platform for ballistae or howdahs. Its thick exoskeleton varies in colors from drab brown, tan, and black to shimmering blue-green, purple-green, and a highly prized yellow-orange.

The largest carrion beetles make a distinctive wheezing sound when their spiracles are stressed; this noise creates a hum when multiple beetles run or charge on the field of battle.

War-beetles are often armored with protective strips of metal or chitinous armor fused to their exoskeletons, increasing their natural armor by +2 while reducing their speed to 20 feet.

**Alignment:** Carrion beetles are always neutral.

## Society

Carrion beetles have little society of their own. They rarely gather in groups larger than a breeding pair and a small nest of offspring in the wild. The domesticated varieties travel in large herds of up to 20 or 40 individuals to feed on fungal forests, to scavenge battlefields, or to devour cave lichen and scour sewage pits. The larger beetle caravans and giant lizard mounts are always antagonistic.

In conjunction with the darakhul, the carrion beetles live a more complex life. They begin as simple pack animals, the strongest being trained as war beetles. War beetles often carry ballistae and harpoons fitted with lines for use against cloaklers and other flying foes.

In late life, their acid digs tunnels. After death, their exoskeletons are used both as animated scouting vehicles (ghouls hide within the shell to approach hostile territory) and as armored undead platforms for howdahs packed with archers or spellcasters.

## Typical Treasure

Carrion beetles prize small shining objects to decorate their nests, but their low intelligence means that such objects are as quickly dropped as picked up.

**Table A-4: Carrion Beetle Lore**

| Knowledge<br>(Nature) DC | Result  |
|--------------------------|---|
| 17                       | Carrion beetles are powerful beasts of burden, with strong jaws and the ability to both climb and burrow.   |
| 22                       | Carrion beetles spit acid to dissolve their prey.   |
| 26                       | Carrion beetles are immune to paralytic effects of all kinds and have excellent hearing. They commonly serve as food or mounts for ghouls or deathcap mycolids. |

# Cave Dragon CR 3 to 20

*Its eyeless head swung from side to side in the narrow corridor, apparently unable to sense our magical light. With a quick whuffle of breath, darkness crept from its strange eel-like hide, spreading like ink in water and snuffing out even our strongest magical lights. Then we heard its motion, quiet for so large as creature, as it charged down the tunnel. There was nowhere to hide.*

Dragon (Earth)

**Environment:** Any underground

**Organization:** Wyrmling, very young, young, juvenile, young adult, adult, mature adult, (old); solitary, pair, or offspring

**Challenge Ratings:** Wyrmling 3, very young 7, young 10, juvenile 12, young adult 14, adult 16, mature adult 18, (old 20)

**Treasure:** Double standard

**Alignment:** Usually Neutral Evil

**Advancement:** Wyrmling 5-6 HD; very young 9-10 HD; young 13-15 HD; juvenile 17-19 HD; young adult 21-23 HD; adult 25-27 HD; mature adult 29-31 HD; old 33-40 HD.

**Level Adjustment:** Wyrmling +3; very young +3; young +4; juvenile +4; others —

Cave dragons are eyeless creatures with long feeler-like spikes that help them navigate through tunnels. Their vestigial wings serve as an additional set of legs, and their narrow snout can poke into narrow passages that their tongue scours free of bats and edible vermin. They are entirely creatures of hunger, though quite intelligent. A cave dragon can be bribed with food as easily as with gold. They claim entire cavern systems as their own.

Cave dragons are especially fond of bones and items with strong taste or smell. They devour undead, plant creatures, or anything organic. When feeding, they treat all nearby creatures as a threat.

Limited food deep underground means less age categories. The eldest die of starvation. A few escape to the surface, but lack of flight and sunlight weakness means that they are at a terrible disadvantage.

Cave dragon coloration darkens with age, but always provides good camouflage against stone: white like limestone, yellow, muddy brown, then black at the adult and older category. Mature adult and old cave dragons sometimes fade to grey again. Since they hunt in darkness, there's lots of variability. Stories that claim cave dragon scales are invisible to darkvision are unfounded, but they are said to be an important element in fuligin dyes.

Table A-5: Cave Dragons by Age

| Age          | Size | Hit Dice (hp)   | AC                        | Attack | Fort | Ref | Will | Breath    | Fear |
|--------------|------|-----------------|---------------------------|--------|------|-----|------|-----------|------|
| Wyrmling     | S    | 4d12+16 (42)    | 17 (+1 size, +6 natural)  | +9     | +8   | +4  | +6   | 2d6 (14)  | —    |
| Very young   | M    | 8d12+40 (92)    | 19 (+9 natural)           | +15    | +11  | +6  | +7   | 4d6 (19)  | —    |
| Young        | L    | 12d12+84 (162)  | 23 (+14 natural, -1 size) | +22    | +15  | +8  | +10  | 6d6 (18)  | —    |
| Juvenile     | L    | 16d12+128 (232) | 27 (+17 natural, -1 size) | +27    | +18  | +10 | +12  | 8d6 (26)  | —    |
| Young adult  | L    | 20d12+10 (330)  | 30 (–1 size, +21 natural) | +32    | +22  | +12 | +15  | 10d6 (30) | 25   |
| Adult        | L    | 24d12+11 (420)  | 34 (–1 size, +25 natural) | +37    | +25  | +14 | +17  | 12d6 (33) | 27   |
| Mature adult | H    | 28d12+12 (518)  | 37 (–2 size, +29 natural) | +42    | +28  | +16 | +20  | 14d6 (35) | 30   |
| Old          | H    | 32d12+13 (624)  | 41 (–2 size, +33 natural) | +47    | +30  | +18 | +22  | 16d6 (38) | 33   |

Table A-6: Cave Dragon Abilities by Age

| Age          | Speed  | Str | Dex | Con | Int | Wis | Cha | Special                  | Caster Level     | SR |
|--------------|--------|-----|-----|-----|-----|-----|-----|--------------------------|------------------|----|
| Wyrmling     | 40 ft. | 18  | 10  | 18  | 10  | 12  | 13  | Darkness                 |                  |    |
| Very young   | 40 ft. | 24  | 10  | 21  | 12  | 13  | 15  | Ruff spikes              |                  |    |
| Young        | 40 ft. | 30  | 10  | 24  | 14  | 14  | 17  | Earth Glide              | 1 <sup>st</sup>  | 15 |
| Juvenile     | 40 ft. | 32  | 10  | 27  | 16  | 15  | 19  | Deeper darkness          | 3 <sup>rd</sup>  | 16 |
| Young adult  | 40 ft. | 34  | 10  | 30  | 18  | 16  | 20  | Damage reduction 5/good  | 5 <sup>th</sup>  | 17 |
| Adult        | 40 ft. | 36  | 10  | 32  | 20  | 17  | 21  | Darkness aura            | 7 <sup>th</sup>  | 18 |
| Mature adult | 40 ft. | 38  | 10  | 34  | 22  | 18  | 22  | Damage reduction 10/good | 9 <sup>th</sup>  | 20 |
| Old          | 40 ft. | 40  | 10  | 36  | 24  | 19  | 23  | Shadow armor             | 11 <sup>th</sup> | 22 |

## Combat

A cave dragon is always hungry and ready to eat absolutely everything. While they do speak Undercommon and a debased form of Draconic, they do so rarely, generally when bargaining for food. They occasionally act as mercenaries in the eternal warfare between the races of the deep earth.

A hungry cave dragon uses its long-range darkvision to spot prey long before they notice it. It uses *darkness* or *deeper darkness* to create a zone where its furious charge will do it the most good. Wing stubs and ruff seal the passage around it, denying foes any chance of outflanking it. Earth glide is a common way to attack from an unexpected direction.

**Breath Weapon (Su):** A cave dragon breathes one of two different types: a cone of pure black poison, and a cone of invisible sonic energy that stuns foes. Creatures within the poison cone suffer the damage shown and must succeed on a Fortitude save or take 1d8 initial and 1d4 secondary Strength damage (plus 1 Str per age category of the dragon). The sonic blast causes damage and stuns those it strikes for 1 round if the victim fails a Fortitude save. The dragon only breathes once per round.

**Darkness and Deeper Darkness (Sp):** Wyrmling and Juvenile dragons gain the ability to cast *darkness* and then *deeper darkness* 3 times per day. See the SRD for details.

**Ruff Spikes (Ex):** As a free action, a cave dragon can block movement within 5 feet of its body using its many feelers and spikes. This stops attempts to withdraw, flank, or spring attack.

**Darkness Aura (Ex):** An Adult or older cave dragon can generate an aura of darkness with a diameter equal to its age category x 10 in feet. This is always centered on the dragon itself and prevents normal vision, darkvision, and even lifesense from working. Blindsense functions normally. *Light* spells cast into the area must overcome the dragon's SR +4, or they fail.

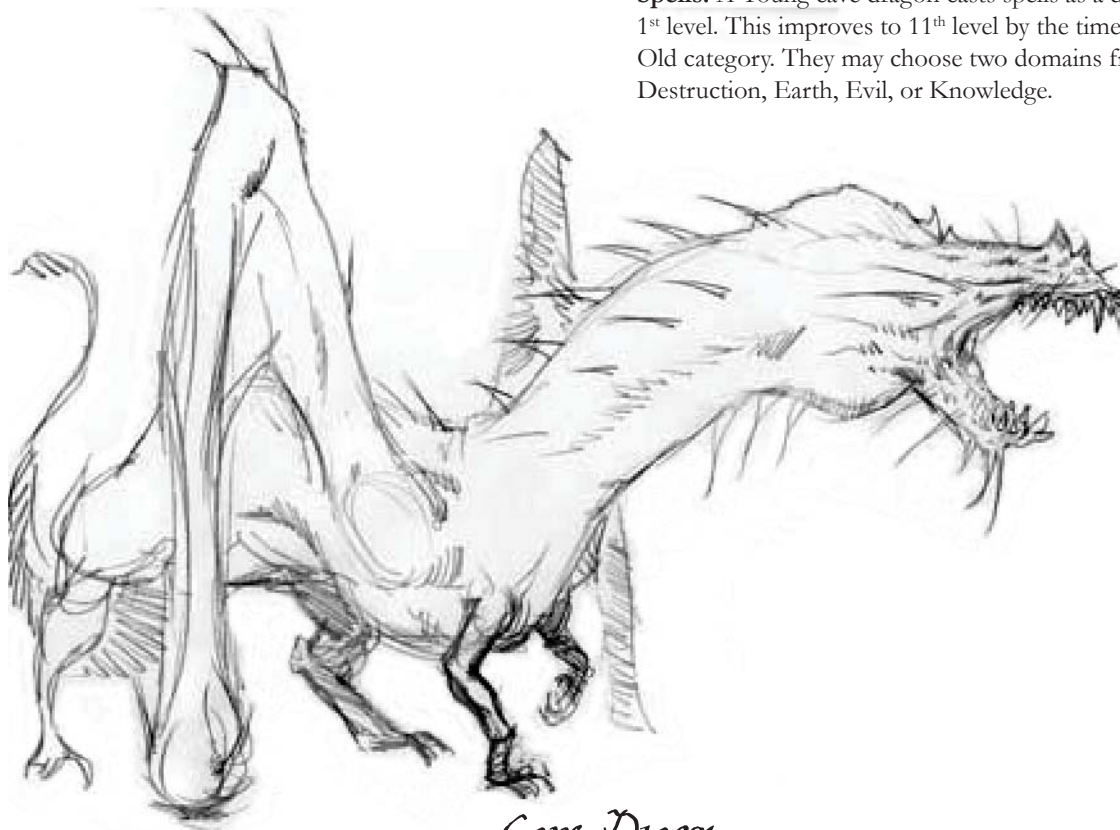
**Earth Glide (Su):** A Young or older cave dragon glides through stone, dirt, or any sort of earth except metal as easily as a fish swims through water. Its burrowing leaves behind no tunnel or hole, nor does it create any ripple or other signs of its presence. A *move earth* spell cast on an area containing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

**Immunities (Ex):** Cave dragons are immune to sonic and acid attacks, as well as immune to sleep effects.

**Blindsense (Ex):** Cave dragons can pinpoint creatures within a distance of 180 feet. Opponents the cave dragon can't actually see still have total concealment against the dragon.

**Shadow Armor (Su):** At the Old age category, cave dragons gain a layer of flaky black scale that grants a +6 armor bonus and absorbs all force attacks. Since cave dragons of this age category are little more than a rumor, it's unclear whether this is simply a story, or whether some such dragon was confronted by a group of survivors. The ability is always attributed to "a friend of a bard" or the like.

**Spells:** A Young cave dragon casts spells as a divine caster of 1<sup>st</sup> level. This improves to 11<sup>th</sup> level by the time they reach the Old category. They may choose two domains from Darkness, Destruction, Earth, Evil, or Knowledge.



Cave Dragon



## Ecology

Cave dragons are predators of the underdark and sometimes nocturnal predators on the surface. They operate best in darkness, seizing and killing prey quickly. They have no predators but humanoids.

**Environment:** Cave dragons spend their entire lives underground, with rare surface appearances if food becomes scarce or they outgrow the tunnels of their preferred hunting grounds.

**Typical Physical Characteristics:** With an eyeless head and many long, flexible spines, the cave dragon “feels” the size of its tunnel surroundings. They have no use for vision or light – and they snuff it out to give themselves every advantage in a fight. Their powerful claws can burrow through earth and even soft stone, and their wings have withered away to little more than another set of limbs, useful to rush down tunnels. They are barely able to fly; the effort it requires makes them clumsy fliers at best.

**Alignment:** Cave dragons are usually neutral evil; they care only for themselves and their offspring.

**Society:** Cave dragons have no permanent society. They gather each year or each decade (no one is sure) to mate and to protect their eggs at certain spawning grounds. There the oldest cave dragons retreat to die in peace. Wild legends claim that enormous treasures are heaped up in these ledges, abysses, and other inaccessible locations. Large vertical chimneys seem popular as nesting sites – cave dragons fly, boast, and fight for territory in these rifts and caverns.

Cave dragons often befriend derro and have occasionally been trained by drow as tools against the darakhul.

## Typical Treasure

Cave dragons are as greedy as their surface kin, and always have double treasure. Unlike most dragons, they do not value gemstones (one pebble is like another to a blind dragon), but they do value gold and magic.

**Table A-7: Cave Dragon Lore**

| Knowledge<br>(Arcana) DC | Result   |
|--------------------------|--|
| 18                       | Cave dragons are sightless creatures that can turn the air around them into darkness.  |
| 22                       | Cave dragons have a powerful sonic breath weapon that stuns foes. They also spew powerful poison. They are immune to sonic and acid attacks.                                 |
| 26                       | While cave dragons grow quickly to great size, none seem to become old or great wyrms. They can glide through earth effortlessly. Their spines can hamper movement in melee. |

## Darakhul (Ghoul Template) CR +2

*The creature looked up from its meal as if we were intruding. “Yes?” it said. “Why do you disturb me?” The ribcage of an elf was mostly picked over, the bones cracked.*

*“It speaks,” said Sir Berthold. “You must die, unholy filth!”*

*“As must we all.” It seemed unimpressed with his flaming sword. “Have you met my friends?” With that, the thing gestured. Six more stepped out of the darkness, crossbows leveled, full plate gleaming.*

The darakhul are a race of intelligent ghouls that speak their own language and that feed with an eternal hunger for the flesh of sentient creatures. They visit the surface only when raiding. They call themselves “The People,” and they consider all other races either food or slaves.

The darakhul retain their memories and skill after death, become ghoulish in appearance, and lose their mostly human appearance over time. Darakhul fur or hair falls out over decades. A few are vain enough to use wigs or magic to maintain a mostly-living appearance.

Darakhul are born when a creature is infected with darakhul fever and survives the experience largely intact. Some necromancers and others claim that it is possible to improve the chances of survival by deliberately infecting oneself, then eating only living flesh. The only person who claims to have succeeded with this method was a necromancer named Uldar Ingreval, long since exiled from the Arcane Collegium.

## Creating A Darakhul

‘Darakhul’ is an acquired template that can be added to any corporeal dragon, fey, giant, humanoid, magical beast, or monstrous humanoid creature (referred to hereafter as the base creature). A darakhul uses all the base creature’s statistics and special abilities except as noted here.

Creatures that die while infected with darakhul fever must make a check on Table 3-4: Darakhul Fever (see page 14) to survive the transition. They retain their Constitution bonus for this check, as the template has not yet been applied. For complete discussion of darakhul fever and its consequences, see page 14. Those that fail are simply dead and do not gain the template.

**Size and Type:** The base creature’s type changes to undead with the appropriate augmented subtype. Do not recalculate base attack bonuses, saves, or skill points. Size is unchanged. It retains any subtypes except alignment subtypes and retains all the base creature’s statistics and special abilities except as noted here.

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

**Speed:** If the base creature has both a burrow speed and a land speed, the lower of the two increases to match the higher.

If it lacks one of those speeds, the darakhul gains the missing mode of movement at a speed equal to half the other. If the base creature can fly, its maneuverability rating drops one category.

**Armor Class:** The darakhul's natural armor bonus improves by +4 over that of the base creature.

**Base Attack:** A darakhul uses the base attack bonus granted to it by its species and class levels.

**Attacks:** A darakhul grows a heavy jaw, powerful enough to crush bones to powder, as well as claws able to burrow through the earth or shred flesh. It retains all the natural weapons, manufactured weapon attacks and weapon proficiencies of the base creature. A darakhul gains a primary bite attack if it does not already have one. Any existing natural weapons are treated as secondary attacks (as are its claws, if it has no existing natural weapons).

**Damage:** Natural and manufactured weapons deal damage normally. A bite or claw attack deals damage depending on the darakhul's size. If the base creature already has a claw or bite with damage equal to or greater than that listed below, increase its damage by one category as per the Increased Size chart for Monsters as if it were one size larger.

**Table A-8: Darakhul Damage**

| Size       | Bite | Claw |
|------------|------|------|
| Fine       | 1    | 0    |
| Diminutive | 1d2  | 1    |
| Tiny       | 1d3  | 1    |
| Small      | 1d4  | 1d3  |
| Medium     | 1d8  | 1d4  |
| Large      | 1d10 | 1d6  |
| Huge       | 2d6  | 1d8  |
| Gargantuan | 2d8  | 2d6  |
| Colossal   | 4d6  | 2d8  |

**Special Attacks:** A darakhul retains all of the base creature's special attacks and gains the following special attacks:

*Darakhul Fever (Su):* Disease—bite, Fortitude DC 10 + 1/2 hit dice + Charisma ability modifier, incubation period 1 day, damage 1d6 Con and 1d3 Dex.

A creature that dies while infected with darakhul fever must make a check on Table 3-4: Darakhul Fever (see page 14). If their check is high enough, they rise as a darakhul rather than a standard ghoul within an hour. A darakhul is a free-willed undead. A creature that rises as a standard ghoul or ghastr is controlled by the darakhul whose fever infected it.

*Paralysis (Ex):* Those hit by a darakhul's natural weapons must succeed on a Fortitude save (DC 10 + 1/2 hit dice + Charisma ability modifier) or be paralyzed for 1d4+1 rounds. Elves are immune to this paralysis.

**Special Qualities:** A darakhul retains all special qualities of the original creature and gains the following:

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

*Damage Reduction (Ex):* All darakhul nobles gain damage reduction 5/magic and daylight. Nobles are ghouls with titles from the Empire or with 11 or more Hit Dice.

*Darkvision (Ex):* Darakhul have darkvision to a range of 120 feet.

### Designer's Note: Ghouls & Society

The ghouls are fascinating to me not because they are smart, not because they are relatively weak, but because they are only really social form of undead. Their society is what makes them strong. Unlike the unintelligent skeletons and zombies, ghouls are very smart, though disgusting, able to plan, scheme, and organize. Unlike the vampires, they are social predators who work together to hunt and kill. Individually, most ghouls have nothing on a predator like a vampire or a haunting undead like a ghost. As a group, they are deadly.

Oh, and I really, really wanted to build a darakhul cave dragon, and it did wind up in the preview article. While it's a fun and powerful encounter (CR 18), it isn't really relevant to the Empire storyline.

*Undead Traits (Ex):* Darakhul have all standard undead traits.

**Weakness:** A darakhul is vulnerable to daylight.

*Daylight Weakness (Ex):* A darakhul suffers a -4 penalty to attack and saving throws when in full daylight. A *daylight* spell inflicts a -2 penalty to a darakhul.

**Abilities:** Increase from the base creature as follows: Str +6, Dex +4, Int +4, Wis +4, Cha +6. As an undead creature, a darakhul has no Constitution score.

**Skills:** Darakhuls characters gains skill points by class level. Darakhul have a +8 racial bonus on Climb, Intimidate, and Knowledge (dungeoneering) checks.

**Feats:** A darakhul retains the feats it had in life. It gains Iron Will, Multiattack, and Lightning Reflexes as bonus feats, as long as the base character meets the prerequisites and doesn't already have these feats.

**Organization:** Solitary, pair, patrol (3-6), raiding party (3-18), or outpost (20+).

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

**Alignment:** Any evil alignment, most often neutral evil. A darakhul that requires a good alignment as a class prerequisite becomes an ex-member of that class.

**Advancement:** By character class. **Favored Class:** Fighter.

**Level Adjustment:** +4.

Table A-9: Darakhul Lore

| Knowledge<br>(Religion) DC | Result   |
|----------------------------|--|
| 17                         | The darakhul are meat-eating undead with an underworld society. They are strong, quick, and often intimidating.  |
| 22                         | The darakhul worship a god of hunger, have organized armies, and can paralyze and infect with claws or bites. All humanoids can be turned into darakhul.   |
| 27                         | Darakhul hate daylight; it weakens them. The ivory-skinned ones resist non-magical weapons, though daylight seems to increase their vulnerability.   |
| 32                         | Darakhul are vain, proud of their human appearance and command over other undead. Some shift forms and powers over time: some become hungerless, others grow bloated and huge, or turn into sentient dust. |

## Dark Creeper

CR 2

Source: *Tome of Horrors*

*These small humanoids have a light, thin frame, gray skin, and stark white eyes with gray pupils. They dress in brownish-black filthy clothing. The smell of dung and rotted meat hangs in the air.*

Dark Creeper, 1st-Level Warrior

Small Humanoid (Dark Creeper)

**HD** 1d8+2 (6 hp)

**Init** +3

**Spd** 30 ft. (6 squares)

**AC** 17 (+1 size, +3 Dex, +3 natural), touch 14, flat-footed 14

**Base Atk** +1 **Grp** -3

**Atk** Dagger +3 melee (1d3+1)

**Full Atk** Dagger +3 melee (1d3+1)

**Space** 5 ft. **Reach** 5 ft.

**SA** Create darkness, death throes

**SQ** Darkvision 60 ft., detect magic, light blindness, natural armor, see in darkness

**Fort** +2 **Ref** +5 **Will** +0

**Abilities** Str 13, Dex 17, Con 14, Int 10, Wis 11, Cha 6

**Skills** Climb +1, Hide +11, Listen +3, Move Silently +8, Sleight of Hand +4, Spot +3

**Feats** Alertness

**Environment:** Underground

**Organization:** Gang (2-4) or clan (20-80 plus 1 dark stalker per 20 dark creepers)

**Challenge Rating:** 2

**Treasure:** Standard coins; standard goods; double items

**Alignment:** Usually chaotic neutral

**Advancement:** By character class

**Level Adjustment:** +3

Dark creepers make their homes in the twisting passages and caverns of the subterranean world.

When dark creepers' clothing rots with age, they simply add another layer, rather than remove the tattered rags. Dark creepers speak their own babbling language (known as Darkling) understandable only by other dark creepers and dark stalkers.

A dark creeper stands 4 feet tall and weighs about 100 pounds.

### Combat

Dark creepers create darkness to gain the advantage in combat. In darkness, they pilfer valuables from their opponents, favoring magic items over normal items. They are particularly fond of daggers, rings, and jeweled items. A dark



## Dark Stalker

CR 3

creeper never flees or parleys during combat. They fight until they or their opponents are dead.

**Create Darkness (Su):** Three times per day, a dark creeper can create darkness identical to a *darkness* spell (caster level 5).

**Death Throes (Ex):** When killed, a dark creeper spontaneously explodes in a flash of white-hot light. All creatures within a 10-foot radius must succeed on a DC 12 Fortitude save or be blinded (as the *blindness* spell) for 1d6 x 10 minutes. The save DC is Constitution-based.

**Detect Magic (Su):** A dark creeper can continuously *detect magic* as the spell (caster level 5). It can suppress or resume this ability as a free action.

**Light Blindness (Ex):** Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds dark creepers for 1 round. On subsequent rounds, they are dazzled as long as they remain in the affected area.

**Natural Armor (Ex):** Dark creepers' clothing consists of layer upon layer of rotted cloth. This grants the dark creeper a +3 natural armor bonus.

**See in Darkness (Su):** Dark creepers can see perfectly in darkness of any kind, including that created by *deeper darkness* spells.

**Skills:** Dark creepers have a +4 racial bonus on Hide and Move Silently checks.

## Dark Creepers as Characters

Dark creeper characters possess the following racial traits.

- +6 Dexterity, +2 Constitution, +2 Wisdom, –2 Charisma.
- **Small size:** +1 bonus to Armor Class, +1 bonus on attack rolls, +4 bonus on Hide checks, –4 penalty on grapple checks, lifting and carrying limits  $\frac{3}{4}$  those of Medium characters.
- A dark creeper's base land speed is 30 feet.
- Darkvision out to 60 feet.
- +4 racial bonus on Hide and Move Silently checks.
- **Special Attacks (see above):** Create darkness, death throes.
- **Special Qualities (see above):** Detect magic, light blindness, natural armor, see in darkness.
- **Automatic Languages:** Dark Stalker. **Bonus Languages:** Common, Undercommon, Goblin.
- **Favored Class:** Rogue.
- **Level Adjustment** +3.

The dark creeper warrior presented here had the following ability scores before racial adjustments: Str 13, Dex 11, Con 12, Int 10, Wis 9, Cha 8.

Source: *Tome of Horrors*

*This creature appears as a man-sized humanoid with pallid skin. It is clothed in filthy and tattered robes of blackish-gray. The stench of rotted meat and dung clings to its robe.*

Medium Humanoid (Dark Stalker)

**HD:** 2d8+4 (13 hp)

**Init** +3

**Spd** 30 ft. (6 squares)

**AC** 18 (+3 Dex, +5 natural), touch 13, flat-footed 15

**Base Atk** +1 **Grp** +2

**Atk** Short sword +4 melee (1d6+1 plus poison)

**Full Atk** Short sword +4 melee (1d6+1 plus poison)

**Space** 5 ft. **Reach** 5 ft.

**SA** Create darkness, death throes, fog cloud, poison use

**SQ** Darkvision 60 ft., detect magic, light blindness, natural armor, see in darkness

**Fort** +2 **Ref** +6 **Will** +1

**Abilities** Str 13, Dex 16, Con 14, Int 10, Wis 13, Cha 15

**Skills** Hide +9, Listen +5, Move Silently +9, Sleight of Hand +5, Spot +5

**Feats** Weapon Finesse

**Environment:** Underground

**Organization:** Solitary, troupe (dark stalker and 2-5 dark creepers), or clan (20-80 plus 1 dark stalker per 20 dark creepers)

**Challenge Rating:** 3

**Treasure:** Standard coins; standard goods; double items

**Alignment:** Usually chaotic neutral

**Advancement:** By character class

**Level Adjustment:** +4

If the dark creeper is rarely seen, the dark stalker is even rarer. They are the leaders and commanders of the dark creepers and rule the subterranean cities through might and fear. They wear the same type of filthy dark robes and clothes as the dark creepers. Dark stalkers speak their own babbling language understandable only to other dark stalkers and dark creepers. Some of the more intelligent dark stalkers speak Common.

## Combat

When first encountered, dark stalkers open combat with their *fog cloud* and *darkness* abilities to gain the advantage. Dark stalkers generally try to avoid combat, using their powers to cover their escape. If forced into combat, they attack using their short swords. If defeat is imminent, a dark stalker seeks the quickest means of escape possible.

## New or D20 Monsters

**Create Darkness (Su):** Three times per day, a dark stalker can create an effect identical to the *darkness* spell (caster level 6).

**Fog Cloud (Sp):** Twice per day, a dark stalker can create a *fog cloud* (as the spell). CL 6.

**Death Throes (Ex):** When killed, a dark stalker spontaneously explodes in a flash of white-hot flame equal to a *fireball* spell (caster level 3); 3d6 points of fire damage, Reflex DC 14 for half. The save DC is Constitution-based and includes a +1 racial bonus. Dark creepers within 60 feet that witness a dark stalker's death throes must succeed on a DC 15 Will save or flee in terror for 1d6 rounds.

**Detect Magic (Su):** A dark stalker can continuously *detect magic* as the spell (caster level 6). It can suppress or resume this ability as a free action.

**Light Blindness (Ex):** Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds dark stalkers for 1 round. On subsequent rounds, they are dazzled as long as they remain in the affected area.

**Natural Armor (Ex):** Dark stalkers rarely remove clothing. They add layer after layer as the ones underneath mold away. This grants a dark stalker a +3 natural armor bonus. This bonus stacks with the dark stalker's existing natural armor bonus (which is +2).

**Poison Use (Ex):** Dark stalkers favor poisoning their weapons. They never accidentally risk poisoning themselves when coating a weapon with poison.

**See in Darkness (Su):** Dark stalkers see perfectly in darkness of any kind, including that created by *deeper darkness* spells.

**Skills:** Dark stalkers have a +4 racial bonus on Hide and Move Silently checks and a +2 bonus on Listen and Spot checks.

## Society

Wherever a dark creeper city is located, dark stalkers can be found. They are the leaders of the dark creepers and rule with a strong fist. They are ruthless masters, dominating those around them. Dark stalkers hover over their dark creeper forces, directing them with a bellowing voice and threats of death to those that fail in their tasks. Some dark creepers sacrifice items to a dark stalker as if through worship. Whether the lesser creepers view the dark stalkers as deities, however, is unclear.

## Dark Stalkers as Characters

Dark stalker characters possess the following racial traits:

- +2 Strength, +6 Dexterity, +4 Constitution, +2 Wisdom, +4 Charisma.
- Size Medium.
- A dark stalker's base land speed is 30 feet.
- Darkvision out to 60 feet.
- **Racial Hit Dice:** A dark stalker begins with two levels of humanoid, which provide 2d8 Hit Dice, a base attack bonus of +1, and base saving throw bonuses of Fort +0, Ref +3, and Will +0.
- **Racial Skills:** A dark stalker's humanoid levels give it skill points equal to 5 x (2 + Int modifier). Its class skills are Hide, Listen, Move Silently, Sleight of Hand, and Spot. Dark stalkers have a +4 racial bonus on Hide and Move Silently checks and a +2 bonus on Listen and Spot checks.
- **Racial Feats:** A dark stalker's humanoid levels give it one feat.
- +2 natural armor bonus.
- **Special Attacks (see above):** Create darkness, death throes, fog cloud, poison use.
- **Special Qualities (see above):** Detect magic, light blindness, natural armor, see in darkness.
- **Automatic Languages:** Dark Stalker. **Bonus Languages:** Common, Undercommon, Goblin, Orc.
- **Favored Class:** Rogue.
- **Level Adjustment** +4.

# Deathcap Mycolid CR 5

Usually NE Medium plant

**Init** +0; **Senses** darkvision 120 ft.; Listen +12, Spot +12

**AC** 16, touch 10, flat-footed 16 (+6 natural)

**hp** 49 (9d8+9 HD)

**Immune** plant traits

**Fort** +8, **Ref** +5, **Will** +5

**Spd** 20 ft. (6 squares)

**Melee** poison touch +7 (poison)

**Ranged** deep slumber spores +7 (1d6 Str plus slumber)

**Space** 5 ft.; **Reach** 5 ft.

**Base Atk** +6; **Grp** +9

**Atk Options** Blind-Fight, Lightning Reflexes, Point Blank Shot, Precise Shot

**Abilities** Str 12, Dex 10, Con 13, Int 12, Wis 14, Cha 13

**Feats** Blind-Fight, Lightning Reflexes, Point Blank Shot, Precise Shot

**Skills** Bluff +5, Heal +4, Knowledge (dungeoneering) +6, Knowledge (nature) +6, Listen +12, Spot +12, Survival +2 (+4 underground, +4 in aboveground natural environments)

**Environment** Underground or forest

**Organization** Solitary, pair, or ring (4–16)

**Treasure** Standard

**Advancement** 10–15 HD (Medium); 16–25 HD (Large)

These sentient mushroom folk tend the white forests of fungi in the Ghoulish Imperium, and are an allied race of the darakhul. They ghouls do not eat them (and they cannot be made into darakhul), but they do grow edible flesh-plants and make valuable lamp oil.

Deathcap spores generate sleep and poison effects, though they are fairly peaceful. Their combat abilities tend to punish an attacker, rather than being powerful on offense. An alternate name for them is the Amanita, from the Latin.

## Combat

The deathcap mycolids are not eager fighters, but once committed they are ruthless, neither giving nor expecting any quarter from their foes. They use their poison and slumber spores to full effect against living creatures; they typically flee from constructs and undead.

**Poison Touch (Ex):** Creatures hit by a deathcap mycolid's touch attack must make a DC 17 Fortitude save or be poisoned. The poison inflicts 1d6 Constitution initial and 1d4 Constitution secondary damage. Anyone touching a deathcap mushroom with a natural weapon or unarmed attack must also make this saving throw.



## Deathcap Mycolid

**Deep Slumber Spores (Ex):** The large fungoid cap of a deathcap can release spore capsules, either to set a trap, to grow young deathcap mycolids, or to put foes to sleep. To cause sleep, the deathcap mycolid must throw one or several spore capsules at a foe, and make a successful ranged touch attack. The range increment for spores is 20 feet, max range 100 feet.

If a spore hits, it breaks open with an explosive burst for 1d6 sonic damage. The target and any other creatures in the same square (such as familiars) must make a DC 17 Fortitude save or take 1d6 Str ability damage and fall asleep. Sleeping creatures fall prone and can take no actions until they wake. They can be woken by damage, loud noises and vigorous shaking, as per the *sleep* spell.

The spores affect creatures up to 9 HD for 1d10 minutes of sleep if the save fails; if the saving throw succeeds, the creature is staggered but otherwise unaffected. Creatures of 10 HD or more sleep only 1d4 rounds if the save fails; if the save succeeds, they are entirely unaffected. The spore capsules range in size from sling bullet size to fist-sized. This is a poison effect, and the DC is Constitution-based.

**Plant Traits (Ex):** A deathcap mycolid is immune to all mind-affecting effects (charms, compulsions, phantasms, patterns, and morale effects) as well as poison, sleep effects, paralysis, polymorph, and stunning. It is not subject to critical hits and does not sleep.



## Strategies and Tactics

Deathcap mycolids fight with their ranged spores as much as they can, hiding in their fungal forests. They count on allied creatures (such as carrion beetles, darakhul, purple worms, dark creepers, or even various devils) to fend off the most powerful foes.

## Ecology

Deathcap mycolids are the peasants of the underdark; farming dozens of species of mushrooms anywhere they have water, dung, and earth. For this reason, the other races rarely attack them. Their ability to grow food from stone makes them valuable prisoners or slaves.

**Environment:** Deathcap mycolids are found both underground and in very old forests.

**Typical Physical Characteristics:** Deathcap skin tones range from white to pale grey to a warm yellow-orange. Their heads resemble fungal caps, and are often either red with white spots, red at the center with a brown edge, or a bluish-purple tone. Their hands and feet are smooth-skinned, and their eyes are deep black wells, glinting with malevolence. Though deathcaps have fanged mouths, they use these largely to ingest earth or mineral nutrients, rather than as a form of attack.

**Alignment:** Deathcap mycolids are almost always neutral evil.

## Society

Deathcap mycolids live in communal groups of related clones. They reproduce asexually, and an elder and its offspring are almost identical in appearance, but for their age. These clone groups are called deathcap “rings”. They build no huts or towns, but their groups are defined by their crops and general appearance. Indeed, many underdark sages claim that the deathcaps are merely the fruiting, mobile bodies of the forests they tend, and that this is why they fight so ferociously to defend their forests.

Certainly, the deathcaps do live among these mushroom trees, and require little other than tools, fresh earth, and fertilizers. When pressed, they often poison their enemies and compost their bodies into the forest.

Deathcap mycolids enjoy good trading relationships with darakhul, goblins, shadow fey, kobolds, and dark creepers. They are on tolerant terms with drow, svirfneblin, and dwarves. They are enemies of the aboleth, derro, and troglodytes.

## Typical Treasure

Deathcaps have standard treasure, with a marked preference for potions and oils.

Table A-10: Deathcap Mycolid Lore

| Knowledge (Nature) DC | Result  |
|-----------------------|---|
| 10                    | Deathcap mycolids are mushroom creatures with a poisonous touch.  |
| 15                    | Deathcap mycolids can hurl fist-sized spores to put foes to sleep.  |
| 20                    | Deathcap mycolids provide many alchemical and other substances to the ghoulish Empire, from beetle-growth serum to ingredients used in deadmind toxin.  |
| 25                    | Deathcap mycolids fear drought and attacks on their forests far more than attacks on themselves. Some say that they are just buds that serve huge fungal forests, rather than the forests serving them. |

## Dragon Scarabs

Source: *A Dozen Hazards of the Dragon's Lair*

(CR 1 AND UP, SEE TEXT)

Dragon scarabs live in a near-symbiotic relationship with dragons, frequently living beneath the scales of mature or older dragons. Dragon scarabs feed on the dragon's kills, swarming off of the dragon's body when the dragon settles down to eat. Dragon scarabs have no taste for dragon flesh and will never attempt to eat away at a dragon.

Dragon scarabs, if their host is attacked, will automatically swarm toward the dragon's attacker, moving up to 20-feet per round toward the nearest attacker. When in motion, the scarab swarm looks like a carpet of bright red pebbles. Any characters or creatures that come into contact with the dragon scarabs suffer 1d6 points of damage per round until extricated or the swarm is destroyed. The dragon scarabs can overrun one Large creature (or two Medium, or four Small, etc.) per 5 square feet of swarming scarabs. If a victim is reduced to -20 hit points while overrun by the scarabs, every bit of flesh and internal organs have been completely devoured. Metal and wooden objects (even parchments) are left unharmed, however. Dragon scarabs are impervious to damage of the same type as their host dragon's breath weapon. 15 points of bludgeoning damage destroys a 5-foot square of dragon scarabs.

The CR of a dragon scarab swarm is equal to the number of 5-foot squares that the swarm covers. A dragon may carry a number of squares of the swarm equal to 1 + one-tenth its number of hit dice (round up). Example: An ancient red dragon (34 hit dice) could carry up to five 5-foot squares of dragon scarabs.

There are as many different varieties of dragon scarabs as there are dragons, though they all function (mechanically) the same.

# Dread Ghast

Source: *Advanced Bestiary*

The first ghouls were humans who rose as undead because they had indulged in unwholesome pleasures in life. The original ghastrs rose as undead for similar reasons, but their sins were of vaster scale. A man who broke a taboo by consuming dead bodies to avoid starvation might rise as a ghoul, but a man who murdered his wife and children, then cooked them up as a delicious meal for himself and his mistress would instead rise as a ghast. Cursed with a terrible stench of death and corruption that serves as a warning to the living, the ghast's greater sins in life grant it greater power in undeath.

The first dread ghastrs were villains of still broader scope. Leaders in life, they influenced the actions of scores of others and led them to participate in terrible atrocities. Today, the dread ghast "race" of undead perpetuates itself through the transmission of vile power. A creature killed but not consumed by a dread ghast rises as another dread ghast. Though the new dread ghast is not under its creator's control, it usually succumbs to its progenitor's exhortations to perform the same sorts of evil acts that led to the creation of the "race." But dread ghastrs are careful with this power. Since they have no control over the other dread ghastrs they create, they consume the bodies of any victims that seem likely to be more powerful in undeath than them.

A dread ghast appears much as it did in life. Its decayed and rotting flesh clings tightly to its bones, and its eyes burn with unholy light.

Dread ghastrs often have long teeth and wicked claws. Their long, dry tongues loll out of their mouths, making rasping sounds when dragged against their fangs.

## Creating a Normal Ghast

You can use this template to create a creature that closely mimics the standard ghast from the *MM*. To do so, simply alter the features of the dread ghast template in the following ways.

- The ghast does not gain the command ghastrs and ghouls, create spawn, turn resistance, and unnatural aura abilities.
- The ghast gains the ghoul fever ability, as described in the *MM*.
- The ghast's speeds are unchanged.
- Reduce the range of the stench ability to 10 feet.
- The CR increase is +0 instead of +1.

## Creating a Dread Ghast

"Dread ghast" is an acquired template that can be added to any living creature (referred to hereafter as the base creature). A dread ghast uses all the base creature's statistics and special abilities except as noted here.

**Size and Type:** The creature's type changes to undead with the appropriate augmented subtype. Do not recalculate base attack bonuses, saves, or skill points. Size is unchanged.

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

**Speed:** If the base creature has both a climb speed and a land speed, the lower of the two increases to match the higher. If it lacks one of those speeds, the dread ghast gains the missing mode of movement at a speed equal to the other. If the base creature lacks both modes of movement, the dread ghast gains both at a speed equal to one-half the base creature's highest speed.

**Armor Class:** The dread ghast's natural armor bonus improves by +4 over that of the base creature.

**Attack:** The dread ghast retains all the base creature's attacks, and its weapon and armor proficiencies. These attacks retain the same primary or secondary status they had for

### Designer's Note: Scarab Statistics

These are from a Ronin Arts book, but have no full stats there. I love them too much to take them out. They are mostly flavor (plus the damage, of course) and dissipate when their host is killed.

## New or D20 Monsters

the base creature. If the base creature possesses at least one mouth but has no natural attack with it, the dread ghaſt gains a bite attack with each mouth. The bite attack is primary if the base creature has no natural attacks; otherwise it is ſecondary. If the base creature possesses at least one arm but has no natural attacks with it, the dread ghaſt gains a ſecondary claw attack with each ſuch limb.

**Damage:** If the dread ghaſt gained bite or claw attacks from the application of this template, the base damage for each is as given on the following table.

**Table A-11: Dread Ghaſt Damage**

| Size       | Bite Base Damage | Claw Base Damage |
|------------|------------------|------------------|
| Fine       | 1d2              | —                |
| Diminutive | 1d3              |                  |
| Tiny       | 1d4              | 1d2              |
| Small      | 1d6              | 1d3              |
| Medium     | 1d8              | 1d4              |
| Large      | 2d6              | 1d6              |
| Huge       | 2d8              | 1d8              |
| Gargantuan | 4d6              | 2d6              |
| Colossal   | 4d8              | 2d8              |

### Special Attacks

The dread ghaſt retains all the base creature’s ſpecial attacks and gains thoſe deſcribed here.

*Command Ghaſts and Ghouls (Su):* A dread ghaſt can automatically command all normal ghaſts and ghouls within 30 feet as a free action. Normal ghaſts and ghouls never attack a dread ghaſt unless compelled.

*Create Spawn (Su):* In moſt caſes, dread ghaſts feaſt on the bodies of the fallen. However, any creature killed by a dread ghaſt that lies undiſturbed until the next midnight riſes as a dread ghaſt at that time. The new dread ghaſt is not under the control of its creator. A *protection from evil* or *gentle reſt* ſpell caſt on the corſe prevents its conversion.

*Paralysis (Ex):* A creature damaged by a dread ghaſt’s natural attack muſt ſucceed on a Fortitude ſave (DC 10 + 1/2 dread ghaſt’s character level + dread ghaſt’s Cha modifier) or be paralyzed for 1d4+1 rounds.

*Stench (Ex):* The noxious ſtench of death ſurrounds a dread ghaſt. Any breathing creature within 20 feet of a dread ghaſt muſt ſucceed on a Fortitude ſave (DC 10 + 1/2 dread ghaſt’s character level + dread ghaſt’s Cha modifier) or take a –2 circumſtance penalty on attack rolls, ſaves, and ſkill checks

for 1d6+4 minutes. A creature with the Scent ſpecial quality muſt make this ſave at a range of 40 feet and take a –2 penalty on the ſave. This ſave muſt be repeated each round that the breathing creature is within range of the dread ghaſt, but once the penalty has been applied, further failed ſaves merely reſet its duration.

*Unnatural Aura (Su):* Any creature of the animal type within 30 feet of a dread ghaſt automatically becomes panicked and remains ſo until the diſtance between it and the dread ghaſt is at leaſt 30 feet. See the *DMG* for a deſcription of the panicked condition.

**Special Qualities:** The dread ghaſt retains all the base creature’s ſpecial qualities and gains thoſe deſcribed here.

*Turn Resistance (Ex):* A dread ghaſt has turn reſiſtance +4.

**Abilities:** Increase from the base creature as follows: Str +4, Dex +4, Int +2, Wiſ +4, Cha +6. As an undead creature, a dread ghaſt has no Conſtitution ſcore.

**Skills:** A dread ghaſt has a +10 racial bonus on Jump checks. A dread ghaſt receives a +8 racial bonus on Climb checks and can always chooſe to take 10 on Climb checks, even if ruſhed or threatened.

**Environment:** Any.

**Organization:** Solitary, pair, gang (3–4), or pack (5–12).

**Challenge Rating:** Same as the base creature +1.

**Alignment:** Always chaotic evil.

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

### Dread Ghaſt Characters

A dread ghaſt favors whichever claſs the base creature does. It has an all-conſuming deſire to commit vile acts, which builds relentlessly until it loſes control. The GM may require a dread ghaſt character that has gone an entire month without an evil act to make a Will ſave or commit ſome heinous crime. Suſceſs ſtaves off the urge for another month, week, or day, at the GM’s option.



# Dread Ghoul

Source: *Advanced Bestiary*

Eaters of the dead that hunger for the living, the first ghouls were the undead remains of humans who had indulged in unwholesome pleasures, such as cannibalism or necrophilia, in life. The original dread ghouls came into being because they had exhorted or compelled others to such acts while alive. Although both types of undead can create more of their kind, dread ghouls maintain their role as leaders of their normal kindred.

Also called ghoul lords or ghuls, dread ghouls are to ghouls what dread ghosts are to ghosts. Both dread creatures can command normal ghouls, and this situation often creates conflict. Because they cannot command normal ghosts, however, dread ghouls often find themselves on the losing side of such battles.

A dread ghoul looks like a gray and emaciated version of its living form. Its limbs often end in terrible claws caked with grave dirt and the rotting flesh of its last disinterred meal. A dread ghoul's eyes glow dimly with an angry light, and its hunger for flesh is clearly written on its features.

## Creating a Normal Ghoul

You can use this template to create a creature that closely mimics the standard ghoul from the *MM*. To do so, simply alter the features of the dread ghoul template in the following ways:

- The ghoul does not gain the command ghouls, create spawn, scent, and turn resistance abilities, the Track feat, or a racial bonus on Survival checks.
- The ghoul gains the ghoul fever ability, as described in the *MM*.
- The ghoul's speeds are unchanged.
- The CR increase is +0 instead of +1.

## Creating a Dread Ghoul

"Dread ghoul" is an acquired template that can be added to any living creature (referred to hereafter as the base creature). A dread ghoul uses all the base creature's statistics and special abilities except as noted here.

**Size and Type:** The creature's type changes to undead with the appropriate augmented subtype. Do not recalculate base attack bonuses, saves, or skill points. Size is unchanged.

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

**Speed:** If the base creature has a climb speed and a land speed, increase the climb speed to match the land speed unless it is already higher. If the base creature lacks one of those speeds, the dread ghoul gains the missing mode of movement at a speed equal to the other. If the base creature lacks both modes of movement, the dread ghoul gains both at a speed equal to one-half the base creature's highest speed.

**Armor Class:** The dread ghoul's natural armor bonus improves by +2 over that of the base creature.

**Attack:** The dread ghoul retains all the base creature's attacks, and its weapon and armor proficiencies. These attacks retain the same primary or secondary status they had for the base creature. If the base creature possesses at least one mouth but has no natural attack with it, the dread ghoul gains a bite attack with each mouth. The bite attack is primary if the base creature has no natural attacks; otherwise it is secondary. If the base creature possesses at least one arm but has no natural attacks with it, the dread ghoul gains a secondary claw attack with each such limb.

**Damage:** If the dread ghoul gained bite or claw attacks from the application of this template, the base damage for each is as given on the following table.

Table A-12: Dread Ghoul Damage

| Size       | Bite Base Damage | Claw Base Damage |
|------------|------------------|------------------|
| Fine       | 1                | —                |
| Diminutive | 1d2              | —                |
| Tiny       | 1d3              | 1                |
| Small      | 1d4              | 1d2              |
| Medium     | 1d6              | 1d3              |
| Large      | 1d8              | 1d4              |
| Huge       | 2d6              | 1d6              |
| Gargantuan | 2d8              | 1d8              |
| Colossal   | 4d6              | 2d6              |

## Special Attacks

The dread ghoul retains all the base creature's special attacks and gains those described here.

**Command Ghouls (Su):** A dread ghoul can automatically command all normal ghouls within 30 feet as a free action. Normal ghouls never attack a dread ghoul unless compelled.

**Create Spawn (Su):** In most cases, dread ghouls feast on the bodies of the fallen. However, any creature killed by a dread ghoul that lies undisturbed until the next midnight rises as a dread ghoul at that time. The new dread ghoul is not under the control of its creator. A *protection from evil* or *gentle repose* spell cast on the corpse prevents this.

**Paralysis (Ex):** A creature damaged by a dread ghoul's natural attack must succeed on a Fortitude save (DC 10 + 1/2 dread ghoul's character level + dread ghoul's Cha modifier) or be paralyzed for 1d4+1 rounds.

**Special Qualities:** The dread ghoul retains all the base creature's special qualities and gains those described here.

**Scent (Ex):** A dread ghoul can detect approaching enemies and sniff out hidden foes by sense of smell alone. See the MM for details of this quality.

**Turn Resistance (Ex):** A dread ghoul has turn resistance +2.

**Abilities:** Increase from the base creature as follows: Str +2, Dex +4, Int +2, Wis +4, Cha +2. As an undead creature, a dread ghoul has no Constitution score.

**Skills:** A dread ghoul gains a +8 racial bonus on Survival checks. A dread ghoul receives a +8 racial bonus on Climb checks and can always choose to take 10 on Climb checks, even if rushed or threatened.

**Feats:** A dread ghoul gains Track as a bonus feat if the base creature did not already have it.

**Environment:** Any.

**Organization:** Solitary, pair, gang (3–4), or pack (5–12).

**Challenge Rating:** Same as the base creature +1.

**Alignment:** Always chaotic evil.

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

### Dread Ghoul Characters

A dread ghoul favors whichever class the base creature does. Its all-consuming hunger for the living or rotting flesh of a sentient creature cannot be satiated by other foods. This hunger builds until the dread ghoul is in a state of frenzy. The GM may require a dread ghoul character who has gone for several days without feeding on the flesh of a sentient being to make a Concentration check to perform any action not designed to result in such feeding. Success staves off the hunger for another day.

## Gray Nisp

CR 8

Source: *Tome of Horrors III*

*This creature resembles a hairless humanoid with smooth, slick skin; its hands and feet are webbed and end in claws, and its face has large, dark eyes. It has no nose or ears, and its small fishlike mouth is filled with tiny, sharp teeth.*

Always CN Large fey (aquatic)

**Init** +3; **Senses** keen scent, low light vision; Listen +8; Spot +8

**Languages** Aquan, Sylvan

**AC** 24, touch 12, flat-footed 21(-1 size, +3 Dex, +12 natural)

**hp** 84 (8d6+56 HD)

**Fort** +9, **Ref** +9, **Will** +6

**Weakness** water dependent

**Spd** 10 ft. (2 squares), swim 80 ft.

**Melee** 2 claws +10 (1d6+6) and  
bite +5 (1d8+3)

**Space** 10 ft.; **Reach** 5 ft.

**Base Atk** +4; **Grp** +14

**Atk Options** rend 2d6+9

**Spell-like Abilities** (CL 8<sup>th</sup>)

At will—*confusion* (DC 14), *detect thoughts* (DC 12), *ghost sound* (DC 10), *hold monster* (DC 16), *slow* (DC 13)

**Abilities** Str 22, Dex 17, Con 24, Int 3, Wis 11, Cha 10

**Feats** Alertness, Power Attack, Weapon Focus (claw)

**Skills** Hide +5, Listen +8, Spot +8, Swim +18

Nisps are water-based fey that dwell in swamps, rivers, lakes, and seas. They are aggressive hunters and eat anything they can catch and kill. Gray nisps dwell in deeper water, in caves on the ocean floor or hollows at the bottom of sizeable lakes. They are isolative and territorial. They are also smart enough to realize how dim they are, and this realization makes them irritable and unpredictable.

Grey nisps have a keen sense of smell, and they immediately investigate creatures that stray too close to their lair. Their curiosity usually takes the form of pulling apart intruders to see how they are built.

Though technically sentient, grey nisps do not reason the way most creatures do. They have no concept of love, duty, or hatred, though they seem capable of nearly insatiable curiosity and malice.

A typical grey nisp stands 9 feet tall, with light gray skin and a white underbelly, and weighs well over 300 pounds. It has large, wicked talons and an unusually large mouth for a nisp, filled with dagger-like teeth.

# Gypsosphinx

CR 11

*With black wings and a body pale as alabaster, the vulture-beaked gypsosphinx is easy to identify. Its riddles and its obsessions all hinge on death and carrion, and they are powerful servants of the gods of death and the desert. Their eyes can spot prey miles away, and the distance they climb into the sky hides their enormous size.*

Usually NE Huge magical beast

**Init** +7; **Senses** darkvision 120 ft., mystic sight; Listen +19, Spot +21

**Languages** Sphinx, Common, Draconic

**AC** 22, touch 11, flat-footed 19 (-2 size, +3 Dex, +11 natural)  
**hp** 170 (20d10+60 HD)

**Fort** +15, **Ref** +15, **Will** +11

**Spd** 30 ft. (6 squares), fly 50 ft. (average); Flyby Attack

**Base Atk** +20; **Grp** +35

**Melee** bite +25 (2d6+7) and  
2 claws +20 (1d8+3)

**Space** 15 ft.; **Reach** 10 ft.

**Atk Options** Cleave, Power Attack, rake 1d8+4

**Spell-Like Abilities** (CL 20<sup>th</sup>)

At will—*augury*, *detect magic*, *see invisibility*

3/day—*comprehend languages*, *greater dispel magic*,  
*legend lore*

1/day—*slay living* (+25 melee attack, DC 20)

**Abilities** Str 24, Dex 16, Con 16, Int 14, Wis 20, Cha 10

**Feats** Alertness, Cleave, Flyby Attack, Improved Initiative,  
Improved Natural Armor, Improved Natural Weapons, Power  
Attack

**Skills** Bluff +12, Diplomacy +4, Jump +7, Knowledge  
(arcane) +14, Knowledge (history) +14, Knowledge (religion)  
+14, Listen +19, Sense Motive +17, Spot +21

**Environment** Underground or desert

**Organization** Solitary, pair, or colony (4–16)

**Treasure** Double standard

**Advancement** 21–30 HD (Huge); 26–45 HD (Gargantuan)

Huge lion-bodied and vulture-headed creatures, the pale alabaster fur of the gypsosphinx makes it almost shine in desert sun, and is equally visible in underground tombs and caverns. They are found anywhere bodies are buried or left to rot, and frequently clean up battlefields or sites of massacres among warring desert tribes.

## Combat

Gypsosphinxes prefer their prey to be carrion, but they are quick to help a wounded or ailing animal over the threshold. They use *slay living* to create carrion for themselves when they can, and make good use of flyby attacks.

*Gypsosphinx*

**Mystic Sight (Su):** A gypsosphinx sees death coming, and often can foretell the manner of a person's death. This ability does not come with a corresponding urge to share that information; gypsosphinxes are notorious for hinting, teasing, and even lying about a creature's death ("If we fight, I will kill you and eat your heart. I have seen it." is a favorite bluff).

**Rake (Ex):** If a gypsosphinx succeeds with both claw attacks it is entitled to an automatic follow-up with a rake attack. If the attack roll succeeds, the rake inflicts 1d8+4 points of damage and may knock the targets of small size prone. Make an immediate grapple check; if the gypsosphinx wins, the raked creature is knocked prone.

**Spell-Like Abilities:** At will—*augury*, *detect magic*, *see invisibility*, 3/day—*comprehend languages*, *greater dispel magic*, *legend lore*. 1/day—*slay living* (DC 20/F). Caster level 20<sup>th</sup>. The save DCs are Wisdom-based.

## Society

Gypsosphinxes speak often with intelligent undead, priests of the Death God, and with other sphinxes, but rarely gather among their own kind. They guard their territories jealously, each holding an entire necropolis as its territory or each guarding a section of a particularly large necropolis. They are rarely aggressive, preferring to simply wait for followers of the Death God to bring them meals and ask them for information.

**Typical Treasure:** Gypsosphinx treasure consists entirely of grave goods, such as clothing, armor, weapons, or jewelry.

Table A-13: Gypsosphinx Lore

| Knowledge<br>(Arcana) DC | Result   |
|--------------------------|--|
| 18                       | Gypsosphinxes are servants of the gods of death and the afterlife, and guardians of cemeteries and tombs. They eat carrion.  |
| 22                       | Gypsosphinxes can see the death of any creature that stands before them. Rarely do they share this information with anyone.  |
| 26                       | Gypsosphinxes can unbind magic of all kinds with powerful dispelling magic, and can slay the living with a touch.  |
| 30                       | Gypsosphinxes are wise in history, legends, arcane, and secret lore of all kinds. They must be bribed to reveal what they know, or bested in riddling — although they often cheat and bluff. |



## Lich Hound

CR 4

*Their howls echo from another plane, the lich hounds always arrive wreathed in mist, half bone, half dark and purple fire, creatures of hunger and the hunt. Nothing makes them happier than tearing down creatures larger than themselves – or racing through the air to catch a surprised bat in mid-flight. All cruelty and fang, lich hounds are only happy when praised by the great undead lords.*

Small Undead

**HD** 7d12 (45 hp)

**Init** +3

**Spd** 30 ft. (6 squares), fly 50 ft (poor)

**AC** 18, touch 18, flat-footed 15 (+3 Dex, +1 size, +4 deflection)

**Base Atk** +3 **Grp**-1

**Atk** Bite +7 melee (1d12 plus trip)

**Full Atk** Bite +7 melee (1d12 plus trip)

**Space** 5 ft. **Reach** 5 ft.

**SA** Howl, gut rip, trip

**SQ** Ethereal jaunt, lifesense 200 ft., undead traits

**Fort** +2 **Ref** +5 **Will** +7

**Abilities** Str 10, Dex 17, Con –, Int 6, Wis 10, Cha 18

**Skills** Listen +8, Spot +8, Survival +18

**Feats** Alertness, Track, Weapon Finesse

**Environment:** Any

**Organization:** Solitary, pair, or pack (4d6)

**Challenge Rating:** 4

**Treasure:** Half standard

**Alignment:** Usually neutral evil

**Advancement:** 8-14 HD (Small); 15-21 HD (Medium)

**Level Adjustment:** +7

These creatures are servants of ghoulish high priests and archliches, made of necromantic power. They are relentless hunters, pursuing their prey with powerful senses and a keen ability to find the living.

Lich hound howls fade into and out of normal hearing, with strangely shifted pitch and echoes. They can smell the living and also smell *ghoulbane oil*; they attack those who carry it.

**Trip (Ex):** A lich hound that hits with a bite attack can attempt to trip the opponent (+4 check modifier) as a free action without making a touch attack or provoking an attack of opportunity. If the attempt fails, the opponent cannot react to trip the lich hound. Lich hounds gain a +4 racial modifier to trip attempts.

**Gut Rip (Ex):** A lich hound can, as a swift action, tear into

any prone creature for 2d12 damage, ripping its intestines out from the inside. Combined with its deathwatch, this ability allows lich hounds to perform a coup de grace action as a swift action rather than as a standard action.

**Howl (Ex):** The eerie howl of lich hounds in pursuit of their prey often shakes the morale of living creatures that can hear the noise. Those creatures must make a successful DC 17 Will save or be shaken for 7 rounds. This is a sonic effect.

**Ethereal Jaunt (Sp):** A lich hound can use *ethereal jaunt* as a 7th level caster 3 times per day.

**Lifesense (Su):** A lich hound notices and locates living creatures within 200 feet, just as if it possessed the blindsight ability. It also senses the strength of their life force automatically, as if it had cast *deathwatch*.

## Strategies and Tactics

Lich hounds fight in groups and always use their howl to attempt to shake the morale of their victims. If that fails, they aid one another in attacking a single foe, trying to trip him and drag him down for a gut ripping attack.

## Ecology

Lich hounds are undead and not part of any natural ecology.

**Environment:** Lich hounds live anywhere their necromantic masters take them.

**Typical Physical Characteristics:** Lich hounds are defined by their white skulls, mass of bone bodies, which are heavier and thicker than simply a dog's bones, and a powerful heavy jaw. Their eyes burn green or blue, and their tongues resemble black fire.

**Alignment:** Lich hounds are almost always neutral evil.

## Society

Lich hounds serve at the pleasure of the Emperor of the Darakhul and his Necrophagi arcanists. They are made of hunting spirits; some believe that ghouls that fail the Emperor transform into lich hounds, eternally trying to return to the Emperor's good graces through ferocity and cruelty.

**Typical Treasure:** Lich hounds enjoy tearing a corpse apart, but have no interest in treasures that can't be chewed or gnawed into pieces.

## Phrenic Scourge CR 8

Source: *The Iconic Bestiary: Classics of Fantasy*

*This horrific being stands as a human, but is clearly nothing of the sort. A dark and tattered robe only partly covers a body that appears to be formed entirely of squirming, writhing tendrils in hues of off-white, corpse-gray, and sickly purples and blues.*

*Lengths of these tendrils hang from its sleeves as hands, while others make up a visage that cannot, in any sense of the word, be called a face. It steps forward with a shambling, yet somehow graceful, gait.*

Usually LE Medium aberration

**Init** +3; **Senses** darkvision 60 ft.; Listen +11, Spot +11**Languages** Common, Ochthichthurch, Undercommon; telepathy 100 ft.**AC** 16, touch 13, flat-footed 13 (+3 Dex, +3 natural)**hp** 44 (8 HD); **DR** 5/bludgeoning or slashing**SR** 25**Fort** +3 **Ref** +5 **Will** +9**Spd** 30 ft. (6 squares), burrow 15 ft., climb 30 ft.**Melee** 2 tendril clusters +9 (1d8 plus implant)**Space** 5 ft.; **Reach** 5 ft.**Base Atk** +6; **Grp** +6**Atk Options** implant (DC 15)**Special Actions** sap will (DC 18)

**Psionics (CL 9<sup>th</sup>)** At will—*charm monster* (DC 17), *deep slumber* (DC 16), *detect thoughts* (DC 15), *suggestion* (DC 16), *teleport*. The save DCs are Intelligence-based, due to the scourge's psionic nature.

**Abilities** Str 10, Dex 16, Con 12, Int 19, Wis 17, Cha 15**SQ** compress**Feats** Iron Will, Skill Focus (Concentration), Weapon Finesse

**Skills** Bluff +10, Climb +8, Concentration +14, Diplomacy +6, Disguise +2 (+4 acting), Hide +11, Intimidate +8, Knowledge (any) +12, Listen +11, Move Silently +11, Sense Motive +7, Spot +11

**Environment** underground or temperate plains

**Organization** solitary, pair, brood (3–5), or hoard (3–5 plus servants, in any combination of derro, gnolls, troglodytes, or similar humanoids)

**Treasure** double standard**Advancement** by character class**Level Adjustment** +8

**Compress (Ex)** Although they normally stand as humanoid, phrenic scourges are not bound to that form. By shifting and relaxing their tendrils, they can thin themselves out, or flatten themselves into a mass of writhing limbs no thicker than a snake. As a full-round action, a phrenic scourge can pass through a space as narrow as two or three inches in one dimension, as long as it's at least a foot or more in the other

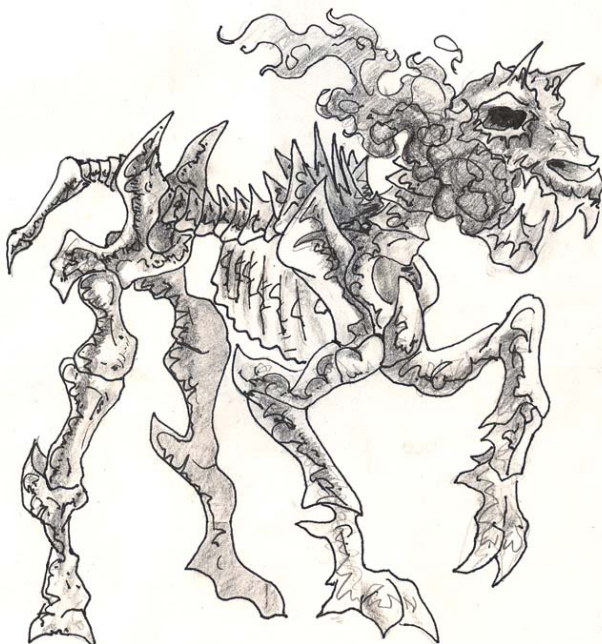
*Lich Hound*

Table A-14: Lich Hound Lore

| Knowledge (Religion) DC | Result   |
|-------------------------|--|
| 14                      | Lich hound howling can panic living things.  |
| 19                      | Lich hounds can sense how close a foe is to death; they rip the hearts and guts from those at death's door. They can vanish from sight magically.    |
| 24                      | Lich hounds can see any living creature within 200 feet, and can be trained to detect magical substances such as <i>ghoulbane oil</i> or holy water. |

## New or D20 Monsters

dimension. For instance, a scourge could fit through a hole that was two inches by 14 inches, but not one two inches by four inches.

**Implant (Ex)** The tips of a phrenic scourge's tendrils constantly die and regrow, much like a human's fingernails. In any round in which the scourge successfully strikes the same victim with both tendrill attacks, the tip of a tendrill breaks off in the flesh and begins to burrow, unless the victim succeeds on a DC 15 Fortitude save. The larva burrows through the host, following its nervous system until it reaches the brain. This takes 1d4+1 rounds, causing 2d4 points of damage per round. When the larva reaches the brain, the subject dies instantly. At any point in this process, the larvae can be destroyed with *remove disease* or *heal*. This power *does* not function against constructs, elementals, oozes, plants, or undead, and is not instantly fatal to foes with multiple heads.

Note that any creature with natural regeneration or fast healing resists the effects of the implanted larva. The larva is not expelled, but neither can it proceed to the brain. It does continue to cause damage every round, however, as it tries to burrow (assuming the damage it causes exceeds the fast healing or regeneration, of course). This continues until the larva is destroyed, as above, or until 2d10+1 rounds have passed, at which point they die on their own.

**Sap Will (Sp)** This psionic attack manifests as a 20-ft.-radius sphere, which the scourge can center anywhere within 30 ft. (A common tactic is to center the ability on itself, as a scourge is immune to its own sap will ability.) Anyone caught in this sphere must succeed on a DC 18 Will save or lose the will to act for 3d4 rounds. They may defend themselves if attacked, but may not initiate any action. They lose any Dexterity-bonus to Armor Class. Phrenic scourges often use this power to take out groups of enemies at once, or to hunt for victims they can make into slaves or breeding chambers. This ability is the equivalent of a 4th-level spell. The save DC is Int-based.

The so-called phrenic scourge is a walking nightmare, a writhing horror with an inhuman appearance and alien thought-patterns utterly incomprehensible to humans. They view other sentient creature as nothing more than slaves and breeding chambers, and they have assimilated entire communities in the distant wilds, and deep beneath the earth. They maintain order with their psionic abilities, turning even the most rebellious subjects into loyal thralls.

Even the race's true name — the ochthichthuruch — is almost unpronounceable by humans. The phrenic scourge is made up entirely of thin tendrils, ranging in length from six inches to four feet, clustered around a tiny core that serves as the creature's nerve center. They prefer to hold themselves upright, maintaining a vaguely humanoid shape through muscular control. Whether this is simply a cultural tradition on their part, or actually a physiological imperative, is unclear. Most scourges prefer to garb themselves in dark robes. With the hoods and sleeves pulled low, it's possible for a scourge to briefly pass itself off as human, at least from a distance.

A phrenic scourge usually stands anywhere from 5 to 6 feet in height, though it's capable of changing its overall dimensions. It weighs roughly three-quarters as much as a human of the same height. Phrenic scourges speak their own language, Common, and Undercommon, but they prefer to communicate telepathically. A phrenic scourge can communicate telepathically with any creature within 100 feet that has a language.

### Combat

Phrenic scourges prefer to hang back out of melee, battering foes with their psionic abilities, or sending thralls to fight in their stead. When facing weaker or lone foes, however, they close and attempt to lash the victim with their tendrils, in hopes of implanting him with larvae and breeding a new scourge.

### Society

Phrenic scourges do not form cities of their own race. Rather, they insinuate themselves into existing communities, both underground and on the surface. They begin by making the community's leaders into thralls, and then spread out among the populace. More than a few communities have been conquered by the ochthichthuruch, without any outsiders the wiser. Once they have assimilated a community, the scourges often direct them to war against other communities, in hopes of expanding their territories. In the center of any conquered community, the phrenic scourges maintain a literal stable of humanoids intended entirely for breeding purposes.

The scourges mentally enslave every one of the community's inhabitants, as soon as they exist in sufficient numbers to do so. The ochthichthuruch's breeding cycle is simple and invasive. The larvae formed by their tendrill tips burrow through the host to the brain. The brain is instantly slain, and then slowly consumed as the larva grows. Once the brain is entirely digested, the growing scourge starts to feed on the rest of the host's body.

This entire process requires roughly a month; after this time, the (presumably rotting) body suddenly erupts with tendrils, bursting open. The new scourge crawls from the shattered body and stands upright, fully intelligent and in possession of all its racial abilities. Sages postulate that the scourges actually consume the memories and intelligence of the subject, as well as the physical aspects of the brain. Because their thought processes are so alien, the scourge cannot access the victim's specific memories, such as identity or class abilities, but it does obtain general knowledge, such as the basic facts of the world. This allows the young scourge to function until it first makes telepathic contact with another member of its species; doing so instantly transfers the remainder of the knowledge it needs.

Although they have an innate desire to dominate other creatures, phrenic scourges do not normally struggle with one another. They are very cooperative amongst themselves, and seem to possess the first rudiments of a hive mind.



# Sepulchral Stalker CR 6

Sixteen reptilian, splayed legs on either side of its body hold up this large slug-like being. Thick fleshy tentacles ring one end, and a foul wrinkled fold of glistening skin runs nearly the length of its entire underbelly. When it senses creatures approaching, its top end sways and the grub-like appendages writhe. Its claws flex and it shifts its massive bulk. Despite all appearances, the thing moves with blinding speed.

Always N Large aberration

**Init** +4; **Senses** tremorsense 60 ft., detect undead 60 ft., Listen +7, Spot +7

**Languages** Aboleth (cannot speak)

**AC** 19; touch 9, flat-footed 19 (-1 size, +10 natural)

**hp** 68 (8d8+32 HD)

**Immune** ability damage, ability drain, death effects, disease, energy drain, paralysis

**Fort** +7 **Ref** +2, **Will** +6

**Spd** 50 ft., swim 50 ft.

**Melee** slam +10 (1d8+6) or  
trample +10 (1d6+6)

**Space** 10 ft.; Reach 10 ft.

**Base Atk** +4; **Grp** +14

**Atk Options** slam or kick

**Special Actions** envelop

**Spell-Like Abilities** (CL 3<sup>rd</sup>) At will—*detect undead*

**Abilities** Str 23, Dex 11, Con 18, Int 10, Wis 12, Cha 8

**SQ** baleful metabolism

**Weakness** slime and poison

**Feats** Improved Initiative, Improved Natural Attack (Slam), Power Attack

**Skills** Climb +10, Hide +10, Listen +7, Spot +7

**Environment** underground near aboleth cities

**Organization** solitary

**Treasure** half standard (gems and jewelry only)

**Advancement** 9-12 HD (Large), 13-16 HD (Huge)

These reptilian creatures have an enormous central gut specialized for dissolving undead and devouring their negative energies. They are fast enough that they catch most undead with a rush and an envelopment before the undead can react.

**Baleful Metabolism (Ex):** Sepulchral stalkers feed primarily on undead. They metabolize negative energy and are healed by spells that inflict negative energy damage (such as *inflict wounds*). To consume an undead creature, the stalker must first envelop it (see Envelop ability). Sepulchral stalkers are not negative energy beings and are not harmed by positive energy effects.



## Phrenic Scourge

### Phrenic Scourges as Characters

Phrenic scourges almost always advance as psions, sorcerers or wizards. Phrenic scourge characters possess the following racial traits.

- +6 Dex, +2 Con, +8 Int, +6 Wis, +4 Cha.
- A phrenic scourge has a base land speed of 30 feet, a burrow speed of 15 feet, and a climb speed of 30 feet.
- Darkvision 60 feet.
- **Racial Hit Dice:** A phrenic scourge begins with eight levels of aberration, which provide 8d8 Hit Dice, a base attack bonus of +6, and base saving throw bonuses of Fort +2, Ref +2, and Will +6.
- **Racial Skills:** A phrenic scourge's aberration levels give it skill points equal to 11 x (2 + Int modifier). Its class skills are Bluff, Concentration, Hide, Intimidate, Knowledge (any), Listen, Move Silently, and Spot.
- **Racial Feats:** A phrenic scourge's aberration levels give it three feats.
- +3 natural armor
- **Special Attacks (see above):** Implant, psionics, sap will.
- **Special Qualities (see above):** Compress, damage reduction 5/bludgeoning or slashing, spell resistance equal to 25 + class levels, telepathy 100 ft.
- **Automatic Languages:** Common, Ochthichthuruch, Undercommon. **Bonus Languages:** Abyssal, Draconic, Dwarven, Gnome, Goblin, Infernal, Terran.
- **Favored Class:** Psion (or wizard, if the psionics rules are not being used).
- **Level Adjustment:** +8.

**Designer's Note:**  
**Drowning**

Originally the envelop ability used the drowning mechanic, but I removed that in development. Drowning is a tough mechanic, because a character's chance of survival does not improve with level or HD, so it's lethal in a sort of boring way.

Besides, undead have no Con, so this requires redoing the mechanic completely. I replaced it with acid damage, which seems in keeping with the creature and works fine against both undead and living things.

**Immunities** Sepulchral stalkers are immune to most attacks of their prey. Sepulchral stalkers are immune to all mind-affecting effects (charms, compulsions, phantasms, patterns, and morale effects) ability damage, ability drain, death effects, disease, energy drain, and paralysis attacks and effects.

**Swallow Whole (Ex):** Though they do not have a bite attack, sepulchral stalkers have a grotesquely distended gut. A stalker can make a melee touch attack against a target the same size or smaller than itself. A successful hit initiates a grapple check as a free action without provoking an attack of opportunity instead of dealing damage.

When the stalker establishes a hold, it draws the opponent into its body and swallows it whole. Trapped victims are considered grappled, though the sepulchral stalker is not considered grappled. Trapped victims take 2d4 points of acid damage each round they remain within the creature. Undead creatures are especially vulnerable, taking 4d6 points of acid damage per round.

Trapped victims can escape with two successful grapple checks against the sepulchral stalker: the first gets it back to the opening and the second allows it to free itself completely. Dealing 10 points of damage to the sepulchral stalker's interior (AC 13) with a light slashing or piercing weapon opens a hole large enough for a trapped victim to slip out. The hole closes immediately after the victim escapes; another trapped victim must cut its own way out. Finally, a victim can escape with a DC 18 Escape Artist check.

Medium sepulchral stalkers can hold up to 2 Medium or 8 Small creatures within their abdominal cavities.

**Weakness (slime and poison):** The slimy exterior coating of the stalker's slug like body makes it vulnerable to the slime attacks of aboleth and to contact and injected poisons, which can both quickly cross into its bloodstream. Stalkers take a -4 racial penalty to all slime and poison saving throws.

**Skills:** The sepulchral stalker's skin can camouflage the creature against either watery color or stone surfaces. This grants them a +8 racial bonus to Hide attempts.



*Sepulchral Stalker*

## Combat

Sepulchral stalkers are lazy hunters; they lure hungry undead to seek them out. Once within range, the hunter moves with surprising speed. It tramples and slams undead to weaken them, then swallows them whole. Here the undead may struggle, but ultimately perishes. As it does, the stalker absorbs the undead's negative energy as nourishment. Some time later a dusty excrement is left behind. Scholars hypothesize that these leavings may even have restorative benefits when used to produce treatments for ailments caused by undead.

Sepulchral stalkers are indifferent to living creatures other than aboleths, though in the absence of sufficient prey they become aggressive toward living creatures. They actively avoid others of their own kind. If a sepulchral stalker feels that another stalker threatens its territory, it aggressively defends it.

## Society

Sepulchral stalkers are aboleth creations. Engineered by selectively breeding creatures summoned from beyond the known planes, they are solitary hunters of the undead. Once mature, sepulchral stalkers are released into areas infested with undead.

While they appear to understand aboleth, they are not a slave species. They may obey a command, they may not. Sepulchral stalkers wander according to their own sense of the hunting opportunities of a territory. One may lay claim to some section of tunnels and caverns as its own. While this often means undead-rich territory, they also feed on necromantic energies provided by clerics and arcane casters.

**Table A-15: Sepulchral Stalker Lore**

| Knowledge<br>(Dungeoneering) DC | Result  |
|---------------------------------|---|
| 17                              | Sepulchral stalkers are aberrations that feed on the undead. They are slime-covered reptiloids that swallow or envelop their prey, but they prefer to trample prey first. |
| 22                              | Sepulchral stalkers are immune to most undead attack forms, from ability damage to energy drain and paralysis and mind-affected effects.                                  |
| 27                              | Sepulchral stalkers are especially vulnerable to poison and aboleth slime.  |

# Shadow Fey (Scáthsidhe)

CR 3

Source: *Castle Shadowcrag*

*"Kind words open even iron doors."  
—Twilight, a courtier among the shadow fey*

With a wide grin full of teeth and sweepingly pointed ears, the shadow fey seem like a cross between the worst elements of elf and goblin. They are rarely seen, though they speak and harry and taunt their foes from the shadows often enough.

Other fey call them the Scáthsidhe (pronounced scAH-shee), or shadow faeries. They are counted among the Unseelie, though they would resent it. They simply call themselves part of the Sidhe, and consider themselves an extension of the Seelie Court.

To most, the shadow fey are little more than a dancing darkness among the leaves. To savants, they are the creatures that taught the shadowdancers all they know, and kept many secrets to themselves.

Often N Small fey

**Init** +9; **Senses** darkvision 240 ft.; Listen +5, Spot +10

**Languages** Common, Elven, Shadow, Sylvan

**AC** 20, touch 20, flat-footed 21 (+1 size, +5 Dex, +4 deflection); Dodge, uncanny dodge

**hp** 24 (7d6 HD)

**Fort** +3, **Ref** +10, **Will** +6, improved evasion

**Weakness** light (see below)

**Speed** 40 ft. (8 squares); shadowjump

**Melee** MW rapier +10 (1d4+1/18–20) or falchion +9 (1d6+1/19–20)

**Ranged** short bow +9 (1d4/19–20)

**Base Atk** +3; **Grp** +0

**Atk Options** Combat Reflexes

**Spell-Like Abilities** (CL 7<sup>th</sup>)

At will—*douse\**, *shadow bite\**, *silhouette\**

3/day—*haste*, *shadow walk*

1/day—*orb of light\**, *suggestion*

\* Spell from *Castle Shadowcrag*, and also available in the *Book of Roguish Luck*.

**Abilities** Str 12, Dex 20, Con 10, Int 16, Wis 12, Cha 18

**SQ** flicker

**Feats** Combat Reflexes, Dodge, Improved Initiative

**Skills** Balance +9, Bluff +8, Concentration +9, Diplomacy +8, Escape Artist +9, Handle Animal +8, Hide +27, Knowledge (the planes) +7, Listen +10, Move Silently +23, Open Lock +7, Perform (dance) +9, Profession (any one) +5, Sleight of Hand +10, Spot +10, Tumble +9



## New or D20 Monsters

**Advancement** by class level; **Favored Class** sorcerer  
**Level Adjustment** +4

**Flicker (Ex)** All shadow fey seem to fade in and out of vision. They are very hard to focus on unless they wish to be seen. This allows them to hide in plain sight (as per the shadowdancer ability; DMG p.195), and it grants them a deflection bonus to armor class equal to their Charisma ability modifier.

**Improved Evasion (Ex)** A shadow fey takes no damage at all on successful saving throws against attacks that allow a Reflex saving throw for half damage. She takes only half damage even if she fails her saving throw.

**Uncanny Dodge (Ex)** A shadow fey retains her Dexterity bonus to AC (if any) regardless of being caught flat-footed or struck by an invisible attacker. (She still loses any Dexterity bonus to AC if immobilized.)

**Skills (Ex)** All shadow fey gain a +8 racial bonus to Hide and Move Silently skills. Shadow fey can move at full speed or even run while hiding. They suffer no penalties on Hide checks due to movement.

### Strategies and Tactics

A shadow fey rarely wants to be seen by its foes until it is confident of victory; it prefers to use weapons, spells, and minions to weaken its enemies. Over time, it will steal away mounts, sabotage equipment, or simply steal valuables as long as it can. Shadow fey prefer talking to entice others into accepting service to the Goddess of Night and Magic. Fighting rarely accomplishes this.

When confronted or forced into melee, it prefers to use *baste* and shadowjump to attack the weakest party members with poisoned weapons. It relies on its flicker ability, improved evasion, and speed to keep it safe from harm. Many shadow fey offer to surrender if only slightly wounded, giving them a reputation for cowardice.

### Ecology

Shadow fey are powerful on their home plane, and widely respected for tainting other creatures with darkness or with light, and ensnaring them in the service of their Goddess.

**Environment:** Shadow fey live in the forests of the plane of shadows, and build cities and villages there. They enjoy homes with sharp shadows or lights that flicker constantly; most other creatures find this irksome at best.

**Typical Physical Characteristics:** Shadow fey rarely show themselves, preferring to hold conversations from hiding with foes or strangers. When seen, they are long-armed and wide grinned, with skin tones varying from gray to brown. Some have tiny horns hidden among their clouds of white or silver hair.

They are usually armed with a rapier or falchion made of black

silver, a special material found primarily on the shadow plane. Their gray, black, or green eyes are unusually large. Their ears are pointed, some almost bat like in their ornateness.

Shadow fey are chatty, and speak Common, Sylvan, Elven, and their own dialect of Undercommon (sometimes called Shadowcommon).

Shadow fey are powerful shadowsworn, rogues, and sorcerers. Their racial preferred class is sorcerer.

**Alignment:** Shadow fey are often Neutral Evil. They care mostly for themselves and their clan, and less for other fey, less still for creatures not of the Shadow Plane, and not at all for creatures unwilling to take service to the Shadow Goddess.

### Society

Shadow fey have a complex feudal society, serving the Moonlight King and the Queen of Shadows and their bloodline, the Shadow House. Ultimately, all shadow fey obey them, though their orders are more closely obeyed within their cities and palaces on the plane of Shadow than elsewhere. They consider themselves the equals of the Seelie Court, though the Seelie do not acknowledge them as more than distant relatives.

The other noble houses of the shadow fey are transient, but currently include the Flicker House, Dawn House, Lucent House, and Fading House, and possibly others. The great nobles include the Black Prince, the Duke of Alabaster, the Twilight Duchess, and the Glimmering Prince. All of these nobles follow the Goddess of Night and Magic to some degree, though some just make a show of piety.

Shadow fey strictly avoid the use of personal names, but choose natural elements and nicknames to avoid granting others too much leverage over them. Names such as Noon, Midnight, Shine, Glimmer, Grey, and Charcoal are very common use-names among the shadow fey. Others go by Raven, Dove, or other totem animal names.

They live both in cities and in isolation; it is unclear why some shadow fey are solitary. They may be exiles, scouts, or lawbreakers. A few savants claim that shadow fey harvest shadows from unsuspecting humanoids, and ransom them back.

### Typical Treasure

Shadow fey love jewelry and gems, and they have double the usual magical items. They never have armor or shields as treasure, but often carry black scrolls inscribed with white magical runes, magical weapons, wands, staves, and rings.

### Shadow Fey Lore

Characters with ranks in Knowledge (Nature) can learn more about the shadow fey. When a character makes a successful skill check, reveal the following lore, including the information from lower DCs.

Table A-16: Shadow Fey Lore

| Knowledge<br>(Nature) DC | Result  |
|--------------------------|---|
| 12                       | A shadow fey is a quick creature that can hide in any scrap of darkness; keeping your eye on it is almost impossible.   |
| 17                       | A shadow fey attacks with great speed and deadly poisons brewed from materials found on the plane of shadows.   |
| 22                       | Shadow fey dislike bright light and prefer twilight. Their sorcerers command spells of both light and dark, including spells unknown to most human. They can dispel magic with a single word. |

### Shadow Fey Courtly Sorcerers

Many shadow fey nobles are powerful sorcerers specializing in Shadow magic. Their spells include magic typical of shadowsworn. Courtly sorcerers gain class benefits as usual, but their familiars are always shadow familiars. They gain an alternate form and an unravel ability, below.

**Alternate Form (Su):** All shadow fey sorcerers can assume an alternate form as a swift action, typically as a raven, dove, cat, wolf, or fox. This animal form is always white, black, or silver gray. This ability is similar to a *polymorph* spell cast by a 12th-level character, but the shadow fey sorcerer does not regain hit points for changing form and must choose from the forms mentioned above. In its alternate form, it loses spellcasting ability but gains the natural weapons and extraordinary special attacks of its new form. It can remain in that form until it takes another or until struck by sunlight.

**Unravel (Su):** As a swift action, shadow fey sorcerers can unravel the spells of their foes. This acts as a *dispel magic* cast at their overall class level.

# Appendix B: Player Handouts

## Handout 1: A Dead Letter

My Dear Bombli,

I write to you from a realm more amazing and strange than I could have imagined, though not the afterlife. I was raised from the dead and brought to a hidden city among the Darakhul, an empire of warriors and sorcerers who have embraced my knowledge and expertise.

I am asking you to visit my new home, a great city beneath the earth, where the Darakhul and I are hidden from human society. They are incredibly generous and wise, and their knowledge extends back centuries. I am doing better work now than I ever did on the surface, and I wish to share that expertise with you.

Forgive me, I digress again. The emperor wishes to hire you for heroic and dangerous work;

I spoke of your reputation in glowing terms. Certainly the magic and knowledge here would be well worth your while. The imperial librarian Tressar has been especially helpful.

I have attached my seal to prove I am who I say; please use this letter as a letter of safe transit through the Imperial lands to the white city. The glory of this place will surely astound you as it does me.

Your friend & fellow scholar,

Laslo Kennic

Botanist & Alchemist Plenipotentiary  
to the  
Emperor Nicophorus



L. Kennic



## Handout 2: Orders to Marrowfat

---

To Field Commander Waldemar Marrowfat,

Your recent reports are thin on details and long on excuses. I expect better in future, and require an appraisal of the surface conditions before I can commit to stationing a hunter near you for any length of time.

The final exit location has not been chosen yet. Please build foodstocks as quickly as you can without drawing notice. We must expand our supplies tenfold within the next month. If this seems overly ambitious to you, I will send your replacement immediately.

Do not disappoint me. I expect your full report by return courier.

By the Emperor's command,

Capt. Hendryk Gravebinder

S. Baur

# Handout 3: Imperial Commission

Order of the Dread and Eternal Emperor Nicaphorus:  
 Most Favored of Orcus, Lord of All the Ghouls, Prince of Darakhian, Viceroy  
 of Vandekhal, Master of Spiderfall, Prince of Fretlock, Captain-General  
 of the Ivory Legion, and Lord Subterranean of Morgan and Doreesh.

Be it known:

These papers certify the bearer as His Imperial Majesty's Captain and  
 Loyal Officer, Hendryk Gravebinder. Invested in his person are all the power,  
 authority, and privileges of the Darakhul Legions. These include the following  
 rights demanded in the performance of an officer's duties, but do not exclude  
 others befitting his rank and station:

- I. He is given command of the 4th Decile, 1st Centile, Feverling Legion.
- II. He holds the right to commandeer supplies not to exceed a value of 200 skulls.
- III. He may seize quarters for his troops and plunder from the enemy.
- IV. He may conscript such workers and slaves as required to defend the empire.
- V. His orders are lawful unless countermanded by a higher Imperial authority.

Glory to the Imperium! Long Live the Emperor!

Talmarez Widdergut, Captain-General, Feverlings Legion





# Appendix C: Ghoul Reference Card

Please refer to the stat blocks within the text and Appendix A for additional information specific to any given undead.

## All Ghouls

These abilities are common to all five major ghoulish forms of the Empire: Ghouls, ghosts, dread ghouls, dread ghosts, and darakhul.

### Undead Traits (Ex):

- Darkvision out to 60 feet.
- Immunity to all mind-affecting effects (charms, compulsions, phantasms, patterns, and morale effects).
- Immunity to poison, sleep effects, paralysis, stunning, disease, and death effects.
- Not subject to critical hits, nonlethal damage, ability drain, or energy drain. Immune to damage to its physical ability scores (Strength, Dexterity, and Constitution), as well as to fatigue and exhaustion effects.
- Cannot heal damage on its own if it has no Intelligence score, although it can be healed. Negative energy (such as an inflict spell) can heal undead creatures. Immunity to any effect that requires a Fortitude save (unless the effect also works on objects or is harmless).
- Uses its Charisma modifier for Concentration checks.
- Not at risk of death from massive damage, but when reduced to 0 hit points or less, it is immediately destroyed.
- Not affected by *raise dead* and *reincarnate* spells or abilities. *Resurrection* and *true resurrection* can affect undead creatures. These spells turn undead creatures back into the living creatures they were before becoming undead.
- Proficient with its natural weapons, all simple weapons, and any weapons mentioned in its entry.
- Undead do not breathe, eat, or sleep.

## Darakhul

### Special Attacks

*Darakhul Fever (Su):* Disease—bite, Fortitude DC 10 + 1/2 hit dice + Charisma ability modifier, incubation period 1 day, damage 1d6 Con and 1d3 Dex. See Appendix A for full details.

*Paralysis (Ex):* Those hit by a darakhul's natural weapons must succeed on a Fortitude save (DC 10 + 1/2 hit dice + Charisma ability modifier) or be paralyzed for 1d4+1 rounds. Elves are immune to this paralysis.

### Special Qualities:

*Turn Resistance (Ex):* Turn resistance +4.

*Damage Reduction (Ex):* All darakhul with 11 or more HD or Imperial titles have DR 5/magic and daylight.

*Darkvision (Ex):* Range of 120 feet.

*Weakness:* A darakhul is vulnerable to daylight.

*Daylight Weakness (Ex):* A darakhul suffers a -4 penalty to attack and saving throws when in full daylight. A daylight spell inflicts a -2 penalty to a darakhul.

## Dread Ghast

### Special Attacks

*Command Ghosts and Ghouls (Su):* A dread ghast can automatically command all normal ghosts and ghouls within 30 feet as a free action. Normal ghosts and ghouls never attack a dread ghast unless compelled.

*Create Spawn (Su):* In most cases, dread ghosts feast on the bodies of the fallen. However, any creature killed by a dread ghast that lies undisturbed until the next midnight rises as a dread ghast at that time. The new dread ghast is not under the control of its creator. A *protection from evil* or *gentle repose* spell cast on the corpse prevents its conversion.

*Paralysis (Ex):* A creature damaged by a dread ghast's natural attack must succeed on a Fortitude save (DC 10 + 1/2 dread ghast's character level + dread ghast's Cha modifier) or be paralyzed for 1d4+1 rounds.

*Stench (Ex):* Any breathing creature within 20 feet must succeed on a Fortitude save (DC 10 + 1/2 dread ghast's character level + dread ghast's Cha modifier) or take a -2 circumstance penalty on attack rolls, saves, and skill checks for 1d6+4 minutes. A creature with the scent special quality must make this save at a range of 40 feet and take a -2 penalty on the save. This save must be repeated each round that the breathing creature is within range of the dread ghast, but once the penalty has been applied, further failed saves merely reset its duration.

*Unnatural Aura (Su):* Any animal (creature type) within 30 feet of a dread ghast automatically becomes panicked (See the SRD) and remains so until the distance between it and the dread ghast is at least 30 feet.

### Special Qualities:

*Turn Resistance (Ex):* Turn resistance +4.

## Dread Ghoul

### Special Attacks

*Command Ghouls (Su):* A dread ghoul can automatically command all normal ghouls within 30 feet as a free action. Normal ghouls never attack a dread ghoul unless compelled.

*Create Spawn (Su):* In most cases, dread ghouls feast on the bodies of the fallen. However, any creature killed by a dread ghoul that lies undisturbed until the next midnight rises as a dread ghoul at that time. The new dread ghoul is not under the control of its creator. A *protection from evil* or *gentle repose* spell cast on the corpse prevents this.

*Paralysis (Ex):* A creature damaged by a dread ghoul's natural attack must succeed on a Fortitude save (DC 10 + 1/2 dread ghoul's character level + dread ghoul's Cha modifier) or be paralyzed for 1d4+1 rounds.

### Special Qualities

*Scent (Ex):* A dread ghoul can detect approaching enemies and sniff out hidden foes by sense of smell alone. See the MM for details of this quality.

*Turn Resistance (Ex):* Turn resistance +2.

## Ghast

### Special Attacks

*Ghoul Fever (Su):* Disease—bite, Fortitude DC 15, incubation period 1 day, damage 1d3 Con and 1d3 Dex. The save DC is Charisma-based.

*Paralysis (Ex):* Those hit by a ghast's bite or claw attack must succeed on a DC 15 Fortitude save or be paralyzed for 1d4+1 rounds. Even elves can be affected by this paralysis. The save DC is Charisma-based.

*Stench (Ex):* Living creatures within 10 feet must succeed on a DC 15 Fortitude save or be sickened for 1d6+4 minutes. A creature that successfully saves cannot be affected again by the same ghast's stench for 24 hours. A delay poison or neutralize poison spell removes the effect from a sickened creature. Creatures with immunity to poison are unaffected, and creatures resistant to poison receive their normal bonus on their saving throws. The save DC is Charisma-based.

## Ghoul

### Special Attacks

*Ghoul Fever (Su):* Disease—bite, Fortitude DC 12, incubation period 1 day, damage 1d3 Con and 1d3 Dex. The save DC is Charisma-based.

An afflicted humanoid that dies of ghoul fever rises as a ghoul at the next midnight. A humanoid who becomes a ghoul in this way retains none of the abilities it possessed in life. It is not under the control of any other ghouls, but it hungers for the flesh of the living and behaves like a normal ghoul in all respects. A humanoid of 4 Hit Dice or more rises as a ghast, not a ghoul.

*Paralysis (Ex):* Those hit by a ghoul's bite or claw attack must succeed on a DC 12 Fortitude save or be paralyzed for 1d4+1 rounds. Elves have immunity to this paralysis. The save DC is Charisma-based.



# Appendix D: Open Game License

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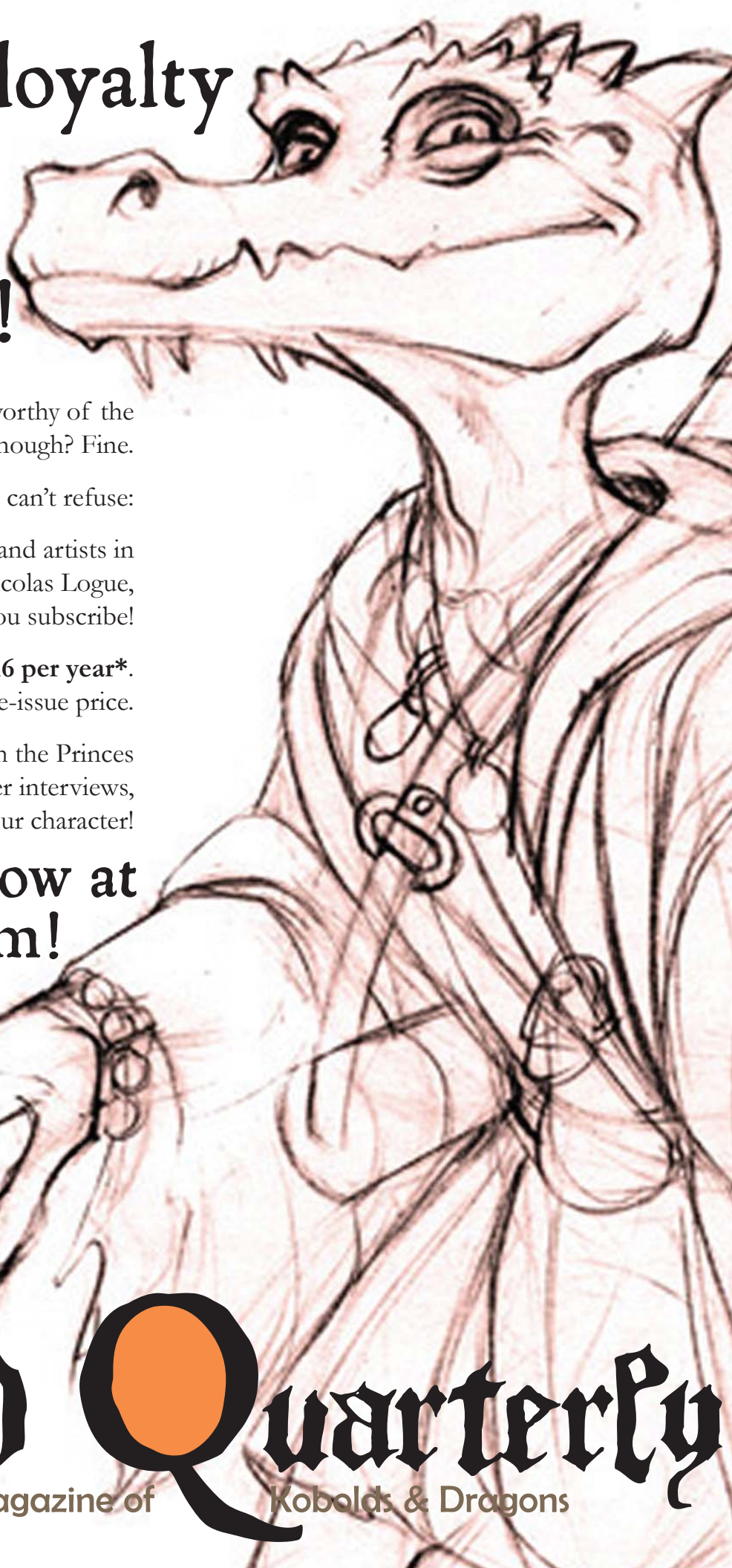
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