

# Imperial Gazetteer

The Principality of  
Morgau and Doresh,  
and Realms Subterranean



by Wolfgang Baur and Scott Gable

OPEN DESIGN™

ZOBECK™  
GAZETTEER



# Imperial Gazetteer

The Principality of  
Morgau and Doresh,  
and Realms Subterranean



by Wolfgang Baur and Scott Gable

# Credits

## **The Imperial Gazetteer**

**Authors** Wolfgang Baur and Scott Gable

**Editor** Neal Hebert

**Cover Art** Malcolm McClinton

**Interior Art** Darren Calvert, Albrecht Durer,  
Kraig Horigan, Malcolm McClinton,  
Jonathan Roberts, Hugo Solis, and  
Viktor Vasnetsov

**Graphic Design and Layout** Matt Widmann

**Cartography** Jonathan Roberts

Lich Hounds based on 3.5 Lich Hound by Ben McFarland.

Darakhul, Gypsosphinx, Mycolids, and Cave Dragons based on 3.5 Darakhul,  
Gypsosphinx, Mycolids and Cave Dragons by Wolfgang Baur.

*Open Design, Free City of Zobeck* and all proper names and their associated  
logos are trademarks of Open Design LLC.

©2009 Open Design LLC. All rights reserved.

This book references the game rules and systems of  
DUNGEONS & DRAGONS 4th Edition by Wizards of the Coast, Inc.

This should not be viewed as a challenge to that game's trademark status.

[www.koboldquarterly.com](http://www.koboldquarterly.com)

# Table of Contents

<b>Princes of Morgau and Doresh</b> .....	1	<b>The Ghoul Imperium</b> .....	16
History of the Imperial Principality .....	1	The Ghoul Emperors and Lords Subterranean .....	16
The Principality at War .....	2	Cities of the Imperium .....	17
People and Masters .....	2	Gonderif .....	17
The Shroud-eaters .....	2	Gnawbone .....	18
Lords Subterranean .....	3	Fretlock .....	18
The Ghost Knights of Morgau .....	4	Fleshbrook .....	18
Clergy and Worship of Marena .....	5	Vandekhul .....	18
Grandmother Baba Yaga .....	6	Daily Life .....	18
The Many Faces of Baba Yaga .....	7	Foraging .....	18
The Daughters of Baba Yaga .....	7	The Feeding Laws .....	18
The Victims of Baba Yaga .....	7	Work .....	18
The Hut of Baba Yaga .....	7	Politics .....	18
Koschei the Deathless .....	7	Slaves .....	19
Darakhul PC Race .....	8	Cults & Religion .....	19
Racial Traits .....	8	Anu-Akma, the Death God .....	19
Playing a Ghoul .....	8	Vardesain, the Hunger God .....	19
Paragon Paths .....	8	Mavros, the Imperial War God .....	20
Deadcaller .....	8	Lesser Gods .....	20
Hunger Adept .....	9	The Demon Lords .....	20
Geography and Provinces of the Brom Plateau .....	10	Emperor Cults .....	20
The Margreve Forest, Walker's Wood, and the		The Goddess of Night and Magic .....	20
Grisal Marches .....	10	Necrophagi .....	20
Central Morgau .....	10	Trade and Wealth .....	20
The Barony of Vallanoria .....	10	Livestock .....	21
The Patrimony of Banot, including Hengksburg .....	10	Alchemicals, Drugs, & Poisons .....	21
The Runnel River and the Border .....	10	Necromantic Goods .....	23
The Ironcrag Mountains and the County of		Coinage and Exchange .....	23
Whitewind .....	10	Cost of Goods in the Imperium .....	23
The Cloudwall Mountains, Fretlock, and the		Information & Streetwise .....	23
Realm Subterranean .....	12	Military Conquests .....	24
The Province of Doresh .....	12	Organization .....	25
The Rothenian Plain and the Neimheim Pass .....	12	Underdark Movement .....	25
Cities of the Principality .....	12	Ghouls .....	26
Bratislor (Capital, pop. 8,900) .....	12	Ghoul Fever .....	26
Hengksburg (Pop. 11,800) .....	13	Ghoul Birth & Status .....	26
Vallanoria (Pop. 4,700) .....	13	The Necrophagi .....	26
Daily Life in the Principality .....	13	Beggar Ghouls .....	27
Cults and Religion .....	13	Darakhul Nobles .....	27
Marena, the Red Goddess .....	13	Bloated Ghouls, Hunger Priests, and the Sated .....	28
St. Charon .....	14	The Hundred Kings and the Bonepowder Ghouls .....	28
Mavros, the God of War .....	14	Ghoul Servants, Allies, and Enemies .....	29
Mordigian, the Hunger God .....	14	Lesser Ghouls .....	29
Trade and Wealth .....	14	Imperial Ghouls and Ghosts .....	29
Coinage and Exchange .....	14	Imperial Runners .....	29
Necromantic Goods .....	14	Slave Races .....	29
Lumber .....	14	Necrotech: Undead Machines .....	29
Requiem and Drugs .....	14	Enemies & Allies .....	29
Information & Streetwise .....	15	Imperial Hunters .....	30
		Magic Items .....	30

<b>Underdark Locations and Encounters</b> .....	31	Beggar: Level 7 Lurker .....	48
The Fallen Gates of Hammerheim .....	31	Citizen: Level 7 Soldier .....	48
Pillars of the Underworld .....	31	Warrior: Level 9 Soldier .....	49
Dragon's Graveyard .....	31	Shock Trooper, "Iron Ghoul": Level 10 Elite Soldier .....	49
The Last King .....	33	Captain: Level 11 Elite Soldier (Leader) .....	49
Derro Cult of the Withered Hand .....	33	Noble: Level 12 Controller (Leader) .....	50
The Centipede Tunnels .....	33	Imperial Hunter: Level 12 Solo Skirmisher (Leader) .....	50
The Ruins of the Shrine of Eight Eyes .....	33	Necrophagus Savant: Level 14 Elite Controller .....	51
Iddoret, the Aboleth Merchant City .....	33	Priest of Vardesain: Level 15 Artillery (Leader) .....	51
The Kobold City of Lillefor .....	34	Emperor Nicoforus the Pale .....	52
The Pit of All Flesh .....	34	Dragon, Cave .....	52
The Marshlight Caverns .....	35	Young Cave Dragon: Level 7 Solo Skirmisher .....	52
Blinderstal, the Dark Creeper Stronghold .....	35	Adult Cave Dragon: Level 15 Solo Skirmisher .....	53
The Forest of Forgetting .....	35	Elder Cave Dragon: Level 22 Solo Skirmisher .....	54
Captured Travelers .....	35	Ancient Cave Dragon: Level 30 Solo	
Slave Pits .....	35	Skirmisher .....	54
The Bat Mountain .....	36	Ghostriders of Marena .....	56
Cinnabar Mines .....	36	Ghost Knight of Morgau: Level 6 Soldier .....	56
Simple Ghoul Outpost .....	36	Ghostrider Templar: Level 12 Elite Soldier (Leader) .....	56
The Fleshbrook Crossing .....	36	Ghoul .....	57
The Abandoned Crossing .....	36	Imperial Ghoul: Level 7 Skirmisher .....	57
The Hunger Oracle .....	37	Imperial Ghast: Level 9 Skirmisher (Leader) .....	57
Jalla, the Aerie of the Cloakers .....	37	Bonepowder Ghoul: Level 19 Elite Skirmisher .....	57
Gonderif, the Derro-Ghoul Mines .....	38	Lich Hound .....	58
Gnawbone, Home of the Death God .....	38	Mycolid .....	59
Fretlock .....	39	Deathcap Mycolid: Level 7 Controller .....	59
The Pure City of Vandekhul .....	39	Psilocybe Mycolid: Level 7 Controller .....	59
The Sulphur Sea and Chandelier Island .....	40	Shadow Fey (Scáthsidhe) .....	60
The Depths of the Earth .....	40	Shadow Fey Courtier: Level 5 Lurker .....	60
<b>Darakhan, the City of White</b> .....	41	Shadow Fey Shadowsworn: Level 10 Controller	
Approaching the White City .....	41	(Leader) .....	61
Second Gate and Contraband .....	41	Skeleton .....	62
Beyond the Second Gate .....	41	Bone Collective: Level 15 Solo Lurker .....	62
City Quarters and Prominent Locations .....	42	Bone Colossus .....	64
Merchants and Livestock Pens .....	42	Gypsosphinx .....	64
Foreigner's Quarter .....	42		
Beggars' Hovels .....	42		
Artisans' Quarter .....	42		
Nobles' Quarter .....	42		
Marquise's Halls .....	43		
Black Prince's Embassy .....	43		
The Demonic Embassy .....	43		
Necropolis .....	43		
Temple of Anu-Akma .....	43		
Legionnaires' Quarter .....	44		
The Fighting Pits .....	44		
Legion Parade Grounds and Beetle Stables .....	44		
The Imperial Acropolis .....	44		
Temple of the Emperors .....	44		
Fane of the Necrophagi .....	45		
Shrine of Vardesain .....	45		
<b>Monsters</b> .....	46		
Carrion Beetle .....	46		
Cultists of Marena .....	47		
Slaughter Priestess of Marena: Level 14 Elite Controller			
(Leader) .....	47		
Darakhul .....	47		



# Memento Mori

I've always been a morbid type; New England graveyards with their memento mori and winged skulls seem to me to be a perfectly glorious style of art. The various forms of plague paintings, skeletal Catholic saints, and photos of the Kostnice Ossuary always felt like great starting points for D&D adventuring to me.

Maybe I should blame Conan and the necromancers, or C.A. Smith and the cult of Zoul-Bha-Sair. But the thing is, if you are going to have villains living their lives in a city or community, it's hard to do better than the undead.

In particular, one of the touchstones of all this ghoulishness is the famous literary love-child of Vlad Tepes and Bram Stoker: Dracula. It seems to me that vampires in D&D have never gotten much credit as nobles and rulers; they're always skulking around various pits and dungeons. That began to change with the Ravenloft adventure, and this change continued in the Ravenloft campaign setting—and for the World of Zobeck, I wanted a chance to continue restoring the vampire back to its rightful place in the dark fantastic. Enter the Principality of Morgau and Doresh, a relatively small but quite powerful realm where the undead rule.

Call it “D&D Does Hot Topic” or “emo” if you like, but the lurid colors, the drama, the black capes, and the obsession with mortality all work for me. I may be a fashion coward who doesn't wear the proper Goth waistcoats, but—lucky you!—I overcompensate for that on the page. Baba Yaga, vampire princes, and a blood cult make up the land of Morgau, and Scott Gable and I have delighted in the dark side.

Welcome to the land of haunts and fetches, shroud eaters and ghoul mercenaries, a place where blood is literally the coin of the realm.

**Wolfgang Baur**  
Kirkland, WA  
October 2009



# Princes of Morgau and Doresh

The undead princes of Morgau and Doresh were not always the fearful terrors they are now. At one time, they were as unremarkable as the nobles of House Stross or the Despot of the Rubyat: iron rulers, but human nonetheless.

That has changed, and now the Princes of Morgau and Doresh are exclusively ghouls, vampires, and other intelligent undead. Their cold hands control a nightmare realm where peasants suffer without hope or sanctuary.

## History of the Imperial Principality

With its black hills, dark forests, and steep gorges and gullies, the lands known as Morgau and Doresh have always been a bandits' paradise. They look over one of the better trade routes north and east from the Mahroti Empire to the Electoral Kingdom of Krakova and the Grand Duchy of Dornig, and the lords of Morgau and Doresh have never been shy about charging travelers a toll for passage through their fog-shrouded heights. Though the Principality was a backwater for many years, it was a backwater that boasted peasants who scratched a living from poor soil, woodsmen who made good money from timber—from cabinetry to joinery—and herdsmen had steady work keeping up the sheep and cattle that occupied the slopes too steep to farm. Its two princes lived in peace more often than not.

Then came Lucan. The First Prince. The Shroud-eater.

Within a year of Lucan's arrival, Morgau and Doresh were his: utterly and completely. Minstrels say he was born in the Rubyat and arrived at the Prince's court from the East seeking blood and thralls. The Prince of the time was much taken with this new companion and his Eastern ways; soon the two were inseparable, and rumors began to circulate throughout the court that the two men were lovers. The gossip was short-lived; within weeks, the court was in disarray. The priests of Lada the Golden Goddess sickened and died. The priests of the Green Gods fled into the forests, where they were hunted down. And many of the nobles of the court became nocturnal servants of their new Eastern prince.

The old prince disappeared, and the story was put about that he had decided to "visit Baba Yaga to consult the bones and oracles." He never returned, and those who

asked Prince Lucan about it found themselves exiled to the least desirable fiefdoms and given the most grueling or expensive tasks—and though none of the gentry could deny the wisdom of showing their civic duty and fully underwriting the building of new roads and hunting lodges or overseeing the construction of a new temple to



the Blood Goddess Marena, they did not have to be well-pleased with the cost of asking questions best left unasked. Indeed, the worship of Marena became a part of daily life within the Principality: all the nobles took up her worship, though some retained their fondness for St. Charon or the goddess's husband Mavros, the War God.

In time, the new goddess caught the fancy of the common people, who feared her aspect as the goddess of death, and respected or leered over her aspect as a goddess of lust and fertility. Her cult grew and grew, and in time Volund and Pelun's followers dwindled and left the realm. The nights became a time of terror, when Prince Lucan's new vampire nobles hunted in their demesne.

Within a few years, the Order of the Knights Incorporeal had been founded, and soon after, the realm of Morgau conquered neighboring Doresh. The only remnant of the old days was one wrinkled crone, the Grandmother whom the peasants loved and the undead feared, for she was the only creature more powerful than they. But Grandmother visited only rarely, preferring to spend much of her time on the Rothenian plains or in the Cloudwall mountains on errands of her own.

## The Principality at War

Which brings us to the present day. The Imperial Principality fights against all its neighbors from time to time, Krakova in the north, Rothenia and even Rubyat to the east, the Ironcrag cantons to the southwest, and Zobeck to the south.

The rulers of Morgau and Doresh believe themselves surrounded by a sea of enemies. Each of these foes alone could be dispatched in short order, but they are all allied against the undead nobles of the Imperial Houses: war is perforce a matter of holding the passes when they must, and raiding the lowlands with fire and sword whenever they can. Morgau and Doresh are especially hated for their tendency to fight winter wars (which don't bother their skeletal rank and file much) and to fight by night (which doesn't bother undead soldiers whose necrotic gazes need no light). In both cases, these sorts of attacks play to the Principality's strengths.

For the most part, the wars are small ones, pushing into a village and holding it for a season, despoiling a graveyard for new troops, and sometimes simply laying waste to crops or turning a recalcitrant nobleman's daughter into a ghoul or vampiric spawn. The Principality does not wish to make friends, only to terrify its neighbors and dissuade them from denying undead sovereignty.

Just as important, raids and warfare keep its neighbors from spreading the seeds of rebellion against the living who suffer beneath the yoke of the Principality's undying gentry. The peasants of Morgau are often restless and always fearful, yet they nonetheless long to be rid of their masters. Their strength of arms is undeniable, certainly, but the one war that the undead princes will never win is that waged for the hearts of their people.

There's no denying that every ruling class is bloodsucking to a degree; all right-thinking men

acknowledge that extracting taxes and press-ganging soldiers is but the price of civilization. But even the revolutionaries of Zobeck admit that the rulers of Morgau's demands for their subjects' warm blood and cold corpses are beyond the pale. Some citizens think their undead masters' command of death and darkness is a glorious beginning, but most of the smarter living folk realize that Morgau is a place of suffering. They fight for their masters because doing anything else merely invites reprisals against their families or forced enlistment in the "bone company". Few fight because they love their country.

As a result, the army is very much led by its officers and its success is due to undead troops and ghoulish darakhul mercenaries. The darakhul are the true ghouls who dwell in their own lands below the earth, and they are both entirely evil and among the best troops the Principality can field, when they are available. The vampire princes are smart, and fight together whenever a real threat appears. Everything else—be it the raids, the constant drumbeat of war, or slave-taking—is merely a way to keep the border in flux.

The real wars, of course, are entirely within the Imperial Principality's borders. The Great Houses are at war, and always have been.

## People and Masters

The princes of Morgau and Doresh are all undead, but are divided into feuding groups that occupy their time in raiding, courtly rivalries, and status-seeking attempts to secure strategic advantage through a shifting set of alliances. Four main players and one strange ally dance their game of thrones and power: the vampiric Shroud-eaters, the Order of the Knights Incorporeal (better known as the Ghost Knights), the Red Priestesses of Marena, the Lords Subterranean, and the ancient crone called grandmother Baba Yaga and her fey and demonic servants.

## The Shroud-eaters

The undead of the Imperial Principality are legion and ever hungry—from the vilest beggar ghoul to the most powerful necrophagus and vampiric marshall-at-arms. In general, the nobles are vampires of a particular subtype called "shroud eaters", for they devour death itself and live.

Shroud eaters are distinguished from the ordinary run of vampires in that they can walk about in daylight (albeit only in the deepest shade), and that they are not required to sleep in coffins or graves when they heal and grow strong in their evil. In other respects, though, they are exactly like vampires elsewhere. They need blood, and they have an entire realm to drink dry. The Shroud-eaters rule with an eye toward maximizing the blood taxes they can collect, and in return they protect their realm from most foes. Few mages or adventurers care to tangle with a single vampire, much less dozens of the things.

The exact number of Shroud-eaters is unknown, but small. They rarely reproduce, other than to create vampiric spawn who live only until they cross one of the Elders. Most observers believe there are only a few dozen, and

only a handful are known by name. Most are called the Spawn or the Younger.

**Thurso Dragonson, Prince of Moresh, Master of the Black Hills, Protector of the Fane of the Blood Goddess**

While his titles ever increase, Prince Dragonson's power within the Principality is precarious. He relies on the support of his barons, and lives in alternating fear and arrogance, depending on his degree of confidence in their support.

**Princess Hristina, Lady of Bratislor, Grand Marshall of the Ghost Knights**

The Prince's sister is by far the more powerful of the pair; she is a grey-eyed blond who seems to live in her silver and gold plate armor, for fear of assassins. She rules the order of the ghost knights with a light touch, but there is no doubt that they obey her every whim. Her teeth are said to sink into the necks of her ablest commanders; these consorts are often promoted into the vampiric nobility.

**Lady Chesmaya, Mistress of the Verdant Tower**

As a sorceress and perhaps a lich (her magical illusions are difficult to see through, even for the most adept of wizards and sorcerers), Lady Chesmaya is the most mercenary of the land's noble rulers. She changes allegiances as quickly as noble ladies change their clothes, and her skills are said to be second only to those of Baba Yaga. It is whispered within the realm that Chesmaya is a daughter of Baba Yaga's, her apprentice, or both.

**Baron Urslav, the Crawling Lord of Vallanoria, Keeper of the Red Sisters**

At one time, it is said that Baba Yaga removed all the bones from Baron Urslav by magic, and as a result he spent some time crawling on the floor of the Sanguine Palace of Solash (for Grandmother Yaga forbade anyone from helping the baron, and he was too canny to attempt to flee her anger). The nickname stuck, though Urslav despises it. More to the point, he despises Baba Yaga, and plots against her constantly.

To that end, he has become a champion of the Red Goddess Marena, giving generous endowments to the abbeys and paying for the construction of new temples. Each year at her festivals and sacrifices, he brings both animals and serfs to her altars.

**Lord Mayor Rodyan, the Glutton of Hengksburg**

The Lord Mayor of the large trade town of Hengksburg is known mostly for his corpulence and his greed: he claims a toll in blood from every merchant who visits, tolls in blood from each serf on his land, and tolls in blood even from the lesser nobles who serve him. As a result, his skin resembles a permanently bruised splotch; even his hair seems reddish-black.

When not feeding his appetite for blood, the Lord Mayor breeds necrotic ticks, the better to create zombies for the gladiatorial arena near the city's central

Hangman's Square.

**Lady Darvulia, Mistress of Cloudwall, Keeper of the Gate Subterranean**

Silent and unshakeable, Lady Darvulia keeps closer ties to the Lords Subterranean than any other among the Shroudeaters. With her castle's control of the main entrance to the Empire of the Ghouls and their near-surface trade town of Fretlock, she keeps a court with ghouls and often employs them as mercenaries against her rivals.

**Lord Fandorin, Fey Lord of the Grisal March and Walker's Wood**

The only non-human among the Shroud-eaters is Lord Fandorin, a shadow fey so withered that none remember his face as it once was, so shrunken has he become. Despite this, he has ruled the western marches and the Margreve border with Zobeck for three centuries.

Lord Fandorin is believed to be a great follower of the Goddess of Night and Magic, and a master of shadows. The necrophagi often visit his library and laboratories in the Walkers Wood, and most of the living in the Principality fear his domain more than any other.

**Countess-in-Exile, Urzana Dolingen of Morgau**

Rarely mentioned is the Countess in exile, Urzana Dolingen of Morgau. She is believed to have fled to the Ironcrag after an abortive coup attempt against Prince Thurso. The price on her head is said to be 200,000 gp, though some claim it is even higher; the Prince has promised his hand or that of his sister in marriage to whosoever kills the exile. Chasing her down will not be easy; she is a notorious necromancer. Claiming the reward from the Prince is likely also fraught with dangers.

**Lords Subterranean**

In addition to the lords of the surface world, there are the Lords Subterranean, all darakhul ghouls and servants to the Ghoul Empire. The relationship between surface and Empire is complex but amounts to a pact of mutual aid. Neither wishes the other to dominate, but neither wishes their own lands to be threatened by paladins, priests, or other scourges of the undead.

The Lords Subterranean are bound by custom to remain below the earth unless invited to the surface, and the Shroudeaters and Elders of Morgau and Doresh are likewise constrained not to visit the Realms Below unless invited. This keeps both sides from too much foolishness.

The Lords Subterranean are described in Chapter 2.

## The Ghost Knights of Morgau

Servants or masters? The Ghost Knights of Morgau are an especially interesting group: many of them are living creatures who choose to join the ranks of the undead as a method of advancement. The knights begin as living men and women, bound to the service of a vampire, necrophagus, or priestess of Marena. If they provide good service for 5 or 10 years, they may be “raised up” into the ranks of the undead as a footsoldier in the Ghost Knights, roughly equivalent to a squire elsewhere.

If they provide additional good service and make the transition through ghoul

### Symbols

- ✕ melee basic attack
- ❖ melee attack
- ⊙ ranged basic attack
- ☀ ranged attack
- ⚡ blast
- 🔥 close burst
- △ area



### Exiled Countess Urzana Dolingen of Morgau Vampire Lord (Human Wizard)

Level 11 Elite Artillery

Medium natural humanoid (undead) XP 1,200

**Initiative** +13 **Senses** Perception +13; darkvision

**HP** 172; **Bloodied** 86

**Regeneration** 10 (regeneration does not function while the countess is exposed to direct sunlight)

**AC** 26; **Fortitude** 26, **Reflex** 29, **Will** 22

**Immune** disease, poison; **Resist** 10 necrotic; **Vulnerable** 10 radiant

**Saving Throws** +2

**Speed** 8, climb 4 (spider climb)

**Action Points** 1

❖ **Long Sword** (standard; at-will) ★ **Weapon**

+18 vs. AC; 1d6 + 8 damage.

☀ **Call of Blood** (standard; at-will) ★ **Implement**

Ranged 10; +16 vs. Fort; 2d6 + 8 damage.

⚡ **Deep Slumber** (encounter; at-will) ★ **Implement, Charm**

Area burst 4; +16 vs. Will; 1d8+4 damage, and the target is immobilized and grants combat advantage (save ends both).

☀ **Whiphand Strike** (standard; encounter) ★ **Implement**

Ranged 20, +16 vs. Fortitude; 1d8 + 9 damage, and the target takes a –3 penalty to AC and Will defenses until the end of the countess's next turn.

❖ **Blood Drinker** (standard; recharges when an adjacent creature becomes bloodied) ★ **Healing**

Requires combat advantage; +16 vs. Fortitude; 3d8 + 7 damage, the target is weakened (save ends), and the countess regains 72 hit points; see also *combat advantage*.

★ **Bat Form** (standard; encounter) ★ **Polymorph**

The countess takes on a bat shape and gains a fly speed of 12, but cannot make attacks. The countess can remain in bat form for up to 1 hour or end the effect as a minor action.

☀ **Entrancing Gaze** (minor; recharge 6) ★ **Charm**

Ranged 5; +16 vs. Will; the target is dominated (save ends, with a –2 penalty on the saving throw). *Aftereffect*: The target is dazed (save ends). The countess can dominate only one creature at a time.

★ **Combat Advantage**

The countess deals an extra 2d8 damage to any target she has combat advantage against.

★ **Second Wind** (standard; encounter) ★ **Healing**

The countess regains 72 hit points. She gains a +2 bonus to all defenses until the start of her next turn.

**Alignment** Evil **Languages** Common, Darakhul, Draconic, Infernal

**Skills** Arcane +13, Athletics +15, Bluff +13, Diplomacy +13, Intimidate +13, Perception +13, Stealth +15

**Str** 20 (+10) **Dex** 26 (+13) **Wis** 10 (+5)

**Con** 14 (+7) **Int** 17 (+8) **Cha** 16 (+8)

**Equipment** scale armor, wand, long sword, holy symbol of the Red Goddess

fever or vampiric bite without undue madness or blood frenzy, they are slowly advanced through the grades of the Order of the Red Shield. These ranks are Initiate Brother/Sister, Honest Brother/Sister, Master of Arms, Captain of Arms, General at Arms, Commander, and Grand Marshall.

Equipment for Ghost Knights is generally excellent, and typically includes a dappled grey or white warhorse, two lances, a red banner, a mace or longsword, and a tabard displaying the insignia of the order (a skull on a red background). Knights are expected to provide their own armor: this is leather or chain for an initiate, and a full suit of plate for a full knight or Master.

### Grand Marshall Princess Hristina

While her brother is a weak ruler of the Principality, Princess Hristina is anything but. She seems to enjoy raiding for sport and taking prisoners to work on the fields of the Order's commanderies. The Ghost Knights swear that her kiss is the one that transforms the living into her minions, and that this is the source of her power with the knights. However, some among the necrophagi believe there is an upper limit to how many can be so transformed, and believe this limits the Order's numbers.

### Commander Baleneus

Some believe that the most physically powerful knight in the order's ranks is a vampire lover of Hristina's; others claim his pallor is due to inbreeding or black magic. His size and reach approach those of an ogre, and he rides a pure white steed named Angel.

Baleneus is thought to be unswervingly loyal to the Grand Marshall, and he commands the vital commanderies along the Great North Road where tolls are collected. These include the Commanderies of Valach, Bruvik, and Engerstal. He is also responsible for the Home Abbey of the Red Sisters in Cantri, near the Trollheim border.

### Commander Orkov

This lithe and speedy knight is the youngest commander of the Ghost Knights, and watches over the southwest borders near Zobeck and the Ironcrag. Her small size is deceptive; she is a master of the lance and deadly with an enchanted mace.

Princess Hristina is thought to have some doubts about Orkov; cantonal informants report that the Ghost Knights plot with Lord Fandorin to have Doresh break away under the Shroud-eater's rule. Orkov's companies of knights have gotten few reinforcements and new recruits in recent years. She is responsible for the Commanderies of Walkers Wood, the Temple of Aprostala, and Lengrove. Of those, the most important is defending the Temple of the Aprostala, a major pilgrimage site for the Red Goddess in the Grisal March

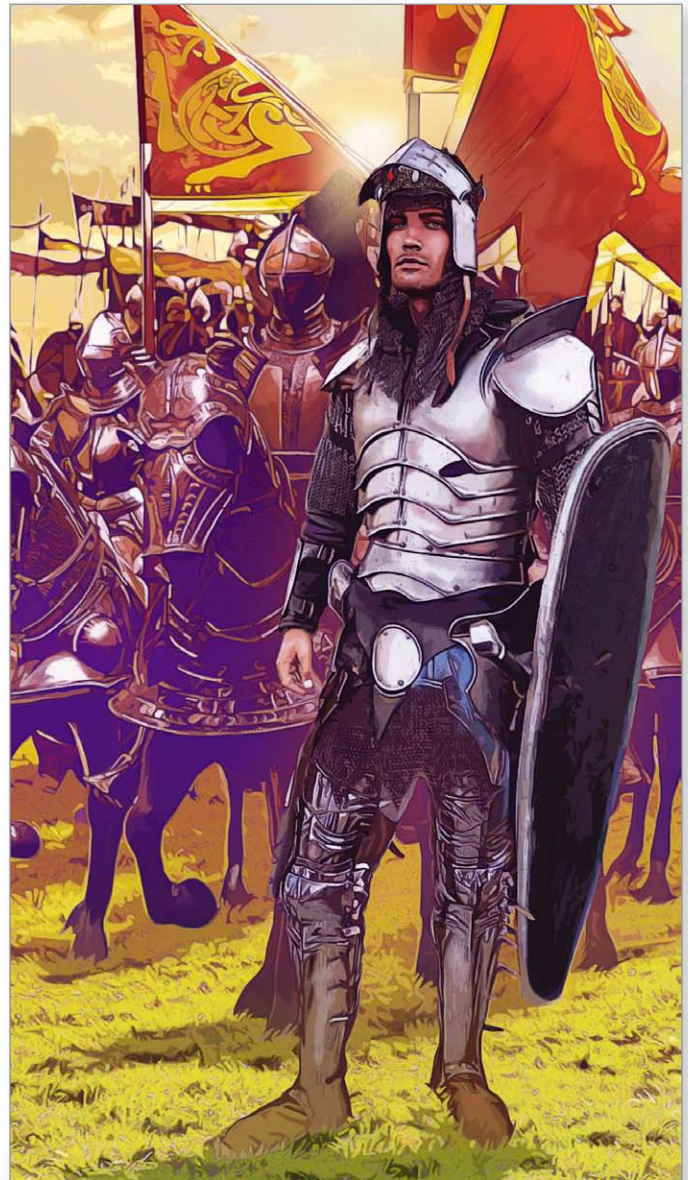
## Clergy and Worship of Marena

The priestesses of the Red Goddess are everywhere in the

Principality; unlike the Realms Subterranean, where the Hunger God and the Goddess of Night and Magic have a good deal of influence, the cities and the small villages of the Principality are devoted to the Red Goddess and all other deities are second to her in importance. Worship is frequent and public; offerings are loud and messy. Every village of any size at all has at least a small blood-stained altar stone, and her name is invoked at every birth, funeral, and battle. The religion is one of the few ways for living men and women to rise in status in the Principality.

The priestesses of Marena, while not officially servants of the state, nevertheless eagerly obey the dictates of the Elders in most things. Their robes and blood-stained hands are a common sight on the streets of villages and towns, and they guide pilgrimages to the holy sites as well. These sites include the manors of the Elders, as well as the Temple of Aprostala and the Cliffs of Ulleraab.

In most places, the clergy of Marena is limited to women, though a few villages have priests who are exclusively men. According to church teachings, a place



can have only men or women among the priesthood, for fear that the goddess's inspiring lust might distract a mixed priesthood from their duties. And indeed, the priests and priestess have wide discretion in how and when they organize certain rites. While the stories are perhaps exaggerated, it is not unknown for her followers to practice ritual orgies or to ravish willing supplicants.

### High Priestess Lileshka of the Chalice, Mother of Lust

The high priestess of the cult of Marena varies between a variety of unpleasant women. The less-unpleasant ones are those like Lileshka, who are not likely to execute followers and visitors, but are likely to attempt to seduce visitors of all kinds when the goddess demands it. Those who permit this are granted an audience to petition for whatever they wish. Those who refuse are given to the harsher priests for chastisement.

Despite (or because of) her proclivities, the High Priestess seems to have the respect and good opinion of many of the Elders of the realm. Her offerings are generous and yet she always demands favors in return. Most who underestimate her soon learn that her public congress with men and women does not mean she is weak or easily led; quite the contrary, she seems to choose her conquests carefully.

### Blood Priestess Sonye of the Spear, Wife to Slaughter

Sonye serves the death aspect of the goddess fervently, and considers herself the likely heir to the High Priestess's title. Her home territory is the Temple of the Scourging Goddess, a place of iron doors and iron women. Sonye of the Spear serves as a war leader at the right hand of the priests of Mavros—her temple is a dual one, associated with the cult of Mavros as well as the worship of Marena.

Her temple in Vallanovia displays Marena's cult as an engine of mass slaughter; the lusts of soldiers are lusts for death and mayhem. Whetstones grind edges sharp in the outer portico; spears and swords are blessed by the priests of Mavros who serve beside those of Marena, and practice bouts in the courtyard often spill over to involve spectators and pilgrims.



Sonye seems to approve of this practice. She and her temple are best avoided.

### Mother Abbess Calle of the Cradle, Daughter of Marena's Brood

The matronly ruler of the Home Abbey of the Red Sisters in the north watches over pregnant women and priestesses; mothers-to-be often make a pilgrimage here if the augurs predict a difficult birth. The Home Abbey is off limits to men, and the Mother Abbess has been known to execute male trespassers.

The greatest zealots of the Flagellants of the Red Goddess are officially called the Order of Rosy Salvation, though no one uses that name. They scourge themselves daily until they bleed, and collect this blood in vials and ceramic pots as sacrificial offerings. Their loud and public devotion is sometimes accompanied with loud and public offerings in the goddess's temples; most of these are sacrifices of pure white calves or goats, but human sacrifices are not unknown.

The major sites of the cult are the Temple of Aprostala in the Grisal March, near the Ironcrags, the Home Abbey of the Red Sisters near Trollheim, and the urban Temple of the Scourging Goddess in Vallanoria, under the protection of Baron Urslav. All three are home to dozens of priestesses and hundreds of pilgrims at any time. The cult provides shelter and food are to pilgrims who display marks of devotion: typically shallow wounds or scars in the hands, cheeks, or shoulders.

## Grandmother Baba Yaga

There are many tales of the fey witch Baba Yaga; most contradict each other. It's hard to get a sense of Old Boney Legs, and one suspects that's exactly what she wants. In fact, very little ever happens anywhere that isn't exactly as she wants. As convoluted and dark a mystery as Baba Yaga is, however, there are bits of story that rise to the surface that provide a shade more truth than the rest.

Baba Yaga is a trader of secrets. It's said there's nothing she does not know. The brave, the desperate, and the stupid often make pilgrimages to seek her wisdom, but rarely is she found when she doesn't want to be. Those who manage to find her typically regret it when she inevitably attempts to force them into her service—often as a beast of burden or common tool—or simply eat them. She really has developed a taste for mortal flesh. Rarely, though, she has been known to seek out those in most need of her assistance, assuming it is in her best interests to do so.

For those capable of tricking her out of her impossible secrets and escaping her vile whims, anything in the multiverse is within reach. The Feywitch of the Woods makes it her business to know everything: such as the last thoughts of the dead star of Tovaya while it was destroying a thousand worlds in its death throes; the directions to Buyan, the mythical island of the dead; the life and times of the Forgotten Queen and why she was erased from history; the Words of Unfounding that can never be unspoken and that would set in motion the unseating of

the gods; the true names of every creature that was never born; the secret network of byways that cross reality; and the circumstances that bring an end to the multiverse. For a price, often dangerously high, she will part with her knowledge: perhaps for a first kiss, a final breath, or a forgotten artifact or perhaps against an impossible wager, forcing the seeker to attempt a task with no real possibility of success. It is those rare individuals that have tricked their way past these trials and gained her secrets who have survived in tales. Those fewer still with knowledge that she wants have a rare sway over her, for she will offer much to own it—though it's still best not to push her too far since she's not one to ever forget a slight against her. The Feywitch will not stoop to haggling.

All the mortal lands, the lords of heaven and hell, and the very gods themselves leave the Fell Crone to herself out of fear. The knowledge she possesses could easily bring about the destruction of the most powerful of entities—even setting the events in motion that would unravel reality. She is content with simply knowing, but will gladly demolish those foolish enough to test her: many have been erased from history for their wasted efforts to best her. She is the consummate schemer, always a hundred steps ahead of the opposition with contingencies in place for even the most outlandish of possibilities. The wise let her be.

## The Many Faces of Baba Yaga

Many of Baba Yaga's dealings are frankly odd. The clearest example is her appearing in so many places at once; she is seemingly everywhere when one knows how to look, as if there were more than one crone of the same name. Indeed, she often mentions her sisters; apparently, they all just happen to be identical twins and respond to the same name.

These creatures could very well be the sisters of Baba Yaga; there is little evidence to either support or contradict the claim. However, some interesting—if not outright crazy—theories have developed over the years. Because of their identical appearance and the fact that they are never seen together, it has long been suspected that they may all be the same creature—that Baba Yaga truly is unique, but thrives in multiplicity. For this to be true, the “sisters” could be clones of the original, set in place as elaborate vessels for a contingency against her own death, either to receive her dying memories or to relieve the burden of so much terrible knowledge in a single crone's head.

Yet another, more disturbing possibility, the “sisters” are echoes of Baba Yaga in time. The normal barriers of time are nothing to one such as her, and herein lies the secret of how she can collect so much impossible knowledge. The sisters could very well be versions of her in the past or in the future. This would go far in explaining how she will sometimes know visitors without previously meeting them or not remember those that have visited her frequently.

## The Daughters of Baba Yaga

Occasionally, Baba Yaga is found with her “daughters.” Always, these are beautiful fey known as *veela*. Since there

is no apparent record of the crone's life, it is unknown whether she descends from *veela* stock. Typically, they do not age, staying beautiful forever, and do not have children, so it seems unlikely that they should truly be her daughters, but she treats them with a tenderness that she shows no one else. Perhaps they are simply victims of the crone's wicked whims or perhaps they are being prepared as her replacements.

They are not of a single mind. Some of these *veela* have assisted Baba Yaga in devouring guests and some have taken pity on travelers and helped them escape.

## The Victims of Baba Yaga

Those guests that don't escape or aren't eaten are typically transformed into animals or utensils, often maintaining their intelligence and memories. They serve her to the best of their abilities, but they are often still quite angry with the crone and will assist guests as much as they can to spite her.

## The Hut of Baba Yaga

Baba Yaga lives in a wooden hut that moves about on two giant chicken legs. Her hut is incredibly difficult to find for those that don't know how to look and it constantly shifts its location. It permits entry only to those who address it politely.

## Koschei the Deathless

Through trickery or persuasion, Baba Yaga has many powerful allies—be they unwilling or unwitting, it makes no difference to the Feywitch. Most important among them is Koschei the Deathless. This dreaded figure's origin is lost to time. His defenders claim his descent from the living to his current state was one of tragedy and betrayal, painting him as a sad victim; others less generous believe his wickedness as a living creature was his demise and the fuel for his vile transformation. Whatever the cause, Koschei is eternal. It is rumored his soul is embedded within an egg hidden in a duck that is nestled within a hare that rests within a goat. Only the destruction of that egg will allow the destruction of Koschei.

While the goat was supposedly tied to a great oak on the fabled island of Buyan, it is believed that Baba Yaga currently controls the goat and therefore the egg, and whosoever controls the egg also controls Koschei. He has no love for the crone and would prefer his freedom, but he obeys her commands unquestioningly. He does not know where the goat is, and it is unclear whether he could do anything about it even if he could find it.

He is a gaunt and pallid version of the man he was in life, riding an equally gaunt black mare. His wretched appearance and calm demeanor belie his incredible power. He is an incarnation of death, and few can withstand his onslaught when he wades into battle on his steed, betraying a glimmer of satisfaction and enjoyment in the slaughter. Despite its appearance, his intelligent steed is among the fastest in the multiverse and appears to be bonded to Koschei, apparently sharing his fate.

## Darakhul PC Race

*Relentless undead warriors who have tamed their ghoulish hunger with the power of reason.*

### Racial Traits

**Average Height** 5 ft. 10 in.

**Average Weight** 180 lb.

**Ability Scores** +2 Charisma, +2 Strength

**Size** Small or Medium

**Speed** 6 squares, burrow 4 squares

**Vision** darkvision

**Languages** Common, choice of one other language

**Skill Bonus** +2 Athletics, +2 Intimidate

**Undead** You are an undead creature that does not need to breathe or sleep; you are not a living creature. Rather than sleep, you enter a torpor for 4 hours to gain the same benefits as other races do from an extended rest. You are fully aware of your surroundings while in this state but must refrain from strenuous activity. You are immune to disease and gain resist 5 poison (resist 10 poison at 11<sup>th</sup> level and resist 15 poison at 21<sup>st</sup> level) and vulnerable 10 radiant (vulnerable 5 radiant at 11<sup>th</sup> level). You suffer a -5 penalty when targeting living creatures using Charisma-based skills.

**Blood Frenzy** Any time a creature within 10 squares becomes bloodied (ally or enemy), you are compelled to make a *vicious bite* against that creature as a part of your normal turn (save ends). You continue to make *vicious bite* attacks against the creature until either you or it is unconscious or dead or until you make a save. Using *vicious bite* due to blood frenzy does not count against your encounter use of *vicious bite*. While in blood frenzy, you suffer a -2 penalty on attack rolls.

In addition, any darakhul suffering from starvation immediately attacks to devour the closest flesh and blood—friend or foe. This condition remains for the duration of starvation.

**Vicious Bite** You gain *vicious bite* as an encounter power.

#### Vicious Bite Darakhul Racial Power

*Your long, black tongue lolls from your lusty grin, dripping fetid saliva in anticipation of fresh meat.*

**Encounter Standard Action**      **Melee 1**

**Attack:** Strength vs. AC

**Hit:** 1d8 + Strength modifier damage, and the target is immobilized (save ends); if the target is already immobilized, the target is instead stunned (save ends). Increase damage to 2d8 + Strength modifier at 11th level and 3d8 + Strength modifier at 21<sup>st</sup> level.

## Playing a Darakhul

Darakhul are driven by hunger and death. They are survivors, scavenging and fighting at the bottom of the heap to survive and allay the emptiness of hunger if only for a few hours. However, to recognize one's station and strive for more by accepting both rules and rational thought is to create a self that exceeds the immediacy of animal desire. Only those lucky few that enjoy abundance, whether given or taken, are ever capable of rising to greater heights. This is what it is to be darakhul.

You have tamed the madness of the ghoul inside you and have become darakhul—a rational ghoul, capable of seeing past the hunger even if not yet capable of ignoring it. You are now a part of an empire, a great empire of death—whether you like it or not. Will you be a loyal cog within the wheel of imperial rule, or are you fated to be just another dead revolutionary?

You are darakhul; you are no longer of the living world, whether you retain memories of it or not. You see life, now, as merely one side of the coin. You know that death is not an end, but simply a new perspective. But knowledge is a tenuous thing—and your hold on it is limited by the strength of your hunger.

## Paragon Paths

### Deadcaller

*Death will find you.*

**Prerequisite:** darakhul

Death finds everyone in its own time. You have taken it upon yourself to hasten the process. You have become a champion of death and revel in its application. Your altar is blood, and your prayers are your enemies' screams. You exist only to experience that moment; when blood runs down your throat or when a foe dies you exult.

Life is your enemy. You have developed your techniques to better allow you to hunt the living and bring them to their knees. You perform the work of the Imperial Hunters but need not answer to the empire. Some call you a mercenary, but you revel in your work more like an artist. Most important for you, however, is that the choice is yours on whom to bestow your gift of death.

### Path Features

**Hide from the Living (11<sup>th</sup> level):** When you spend an action point and until the end of your next turn, you are invisible to living creatures.

**Scent of Blood (11<sup>th</sup> level):** You gain a +10 bonus to Perception checks against bloodied enemies until the end of the encounter.

**Blood Armor (16<sup>th</sup> level):** When any foe scores a critical hit on you, that foe takes damage equal to twice your Charisma modifier.



## Path Spells

### Curse of the Damned Deadcaller Attack 11

*You fling bolts of condemning energy at your foes that eat at the very soul.*

**Encounter** ★ **Implement, Necrotic**  
**Standard Action** **Ranged 10**

**Target:** a number of targets equal to your Charisma modifier

**Attack:** Charisma vs. Fortitude

**Hit:** 1d12 + Charisma modifier necrotic damage, and the target is weakened until the end of your next turn.

### Corpse Shift Deadcaller Utility 12

*As you devour a large chunk of your enemy, your flesh begins to flow and shift to resemble it.*

**Daily** ★ **Polymorph**  
**Minor Action** **Personal**

**Effect:** By eating the flesh of a Small or Medium humanoid creature (either from its corpse or after dealing melee damage to the creature equal to half of its bloodied value), you can transform into it; you gain a +2 bonus to all defenses and assume the exact form of the creature, including features, voice, gait, shape, race, gender (gaining a +20 bonus to Bluff checks to oppose Insight checks made to see through the disguise), and you also gain the movement and languages of the target; you can hold the form indefinitely, but each round that you take damage, you must make a saving throw or lose the form; upon losing the form or willingly reverting to your natural form, you lose everything gained, and you cannot revert to past forms unless you again eat the flesh of that creature.

### Black Well Deadcaller Attack 20

*You summon forth a mass of seething black hate that attracts and devours all that gets too close.*

**Daily** ★ **Implement, Necrotic, Zone**  
**Standard Action** **Ranged burst 1 within 20 squares**

**Target:** each creature in burst

**Attack:** Charisma vs. Fortitude

**Hit:** 4d10 + Charisma modifier necrotic damage.

**Effect:** The burst creates a zone of seething blackness that lasts until the end of your next turn. While within the zone, creatures take 1d10 necrotic damage and are immobilized (save ends); all creatures outside of the zone and within 10 squares are pulled toward the zone a number of squares equal to 1 + your Charisma modifier until the target is within the zone (targets are shifted inside the zone to accommodate new arrivals); the caster is immune to the zone's pull.

**Sustain Move:** The zone persists.

## Hunger Adept

*So... hungry...*

**Prerequisite:** darakhul

Hunger is the beginning and the end. Into it we are born, and into it we shall crumble. Darakhul understand hunger better than most, for they must deal with it constantly. However, some actually attempt to embrace the hunger, learning both to temper it and to harness it.

As an adept, you have become one with your hunger.

You understand your connection to it. You are no longer a blind slave to its needs but a celebrant in its glory, capable of tremendous feats of body manipulation and metabolic control. You are hunger.

## Path Features

**Cannibalize (11<sup>th</sup> level):** Once per encounter, when you drop a foe to 0 hp, you regain hp as if you had spent a healing surge.

**Urge Control (11<sup>th</sup> level):** You no longer suffer from blood frenzy.

**Ravenous (16<sup>th</sup> level):** Once per encounter, you can expend a healing surge to treat your next successful melee attack as a critical.

## Path Spells

### Sudden Hunger Hunger Adept Attack 11

*The emptiness that forever plagues you, now plagues your enemy... for a time.*

**Encounter** ★ **Implement**  
**Standard Action** **Ranged 20**

**Target:** One creature

**Attack:** Charisma vs. Will

**Hit:** 3d10 + Constitution modifier damage, and the target begins to starve (however, instead of making daily checks, make the Endurance check each round); the condition ends when the ghoul is out of range, when the ghoul releases the target, or when either the ghoul or the target reach 0 hp or less.

### Flesh of Ivory Hunger Adept Utility 12

*Your flesh becomes ivory and turns away attacks.*

**Encounter**  
**Minor Action** **Personal**

**Effect:** You gain resist 10 to all damage from melee attacks until the end of the encounter.

### Vermin Form Hunger Adept Attack 20

*As you are struck, your flesh roils and bursts into a swarm of vermin and briefly overcomes your foe*

**Daily** ★ **Polymorph, Stance**  
**Immediate Reaction** **Melee 1**

**Trigger:** An enemy deals damage to you

**Target:** An enemy in range

**Effect:** The target takes ongoing 5 damage (save ends), and you gain the swarm keyword until the end of your next turn; in addition, you gain a benefit depending on the form you choose until the end of your next turn (decided when you first activate the power):

*Flies*—you gain a fly speed equal to your current move and can hover

*Roaches*—you gain a +2 to all defenses

*Rats*—you can designate 2 enemies in range as targets

*Scorpions*—you deal ongoing 10 damage instead of 5

*Spiders*—you gain a climb speed equal to your current move, and in addition to the damage, targets are also slowed (save end both).

## Geography and Provinces of the Brom Plateau

The Brom Plateau is a forested highland between the Ironcrags to the west and the Cloudwall to the east. The Margreve Forest and related woodlands such as the Walkers Wood stand to the south, while the Rothenian plain spreads out to the south and east. The lands of Morgau are fertile but difficult; the woods are thick with deer and boar, the fields are small but yield good crops—and the nights are always filled with the howling of wolves and the soft cries of hunting owls.

### The Margreve Forest, Walker's Wood, and the Grisal Marches

The northern reaches of the Margreve Forest are claimed by the Principality of Morgau and Doresh. The northwestern section of the Margreve Forest is called the Walker's Wood, and is where the Manor of Lord Fandorin stands: zombies and skeletons wander in daylight both on its grounds and in the nearby woods. The Principality's claims to the rest of the forest are hotly disputed by the Black Prince of the Scathesidhe and other members of the Shadow Fey court that rules the deeper reaches of the forest.

The forest's western edges rise up into hills and the easternmost sections of the Ironcrags. These are held by the dwarves of the Canton of Grisal, the Black Canton, who seem to specialize in both the destruction of the undead and the harrying of shadow fey. Cross-border raids are frequent and bloody; the troops of Morgau are too few to hold the mountains, and the dwarves remain too cautious to hold the forest lands. The resulting stalemate has continued for generations, and the Duke of the Grisal Marches is always at war or preparing for war. The worship of Mavros, God of War, is well-established and common in the Marches, and pilgrims to his shrine at Aprostala are numerous.

### Central Morgau



The central and eastern reaches of Morgau plateau are well-tended, with fields, pastures, and vineyards that are both fertile and productive despite the plateau's abundance of hills. The main feature of the region is a lone mountain called the Heartspire, where lies the capital city of Bratislor. The mountain commands the territory, and controls passage at the junction of main roads and a tributary of the River Runnel.

### The Barony of Vallanoria

North and below the passes, the Barony of Vallanoria was once a holding of the Electoral Kingdom of Krakova—and may yet be so again if the hussars of Krakova get their way. The Krakovans make frequent sallies against the Barony, and only the Ghost Knights of Marena seem able to secure the Principality's grip.

The citizens speak both Common and the Northern tongue, and many are less than content with their rulers. Several revolts have been brutally suppressed, and as a result, no one speaks of rebellion in Vallanoria except among trusted friends. To do otherwise is to invite betrayal by the baron's many spies and informers—some claim the crows are all his servants, others believe that his standing offer of 1,000 gp for the arrest of any rebel does his work for him.

### The Patrimony of Banot, including Hengksburg

Hengksburg is the most vibrant city of the Principality, both because it is far from the capital's vices and because it is not near the border. Indeed, it thrives on trade in flesh and blood, taking captives from north and south and selling them to the landlords, dukes, and barons who desire them. The region is also the main channel for imports from the Grand Duchy of Dornig, the three dwarven cities of Stannasgard, Tannershall, and Wolfheim, and the Electoral Kingdom of Krakova.

Though the merchants in Hengksburg grow ever more rich, they strive to do so as quietly and as privately as they can: a smart Hengksburgian merchant always disguises her wealth and wears no ostentatious clothes. To do otherwise is to invite reprisals from the tax collectors or more directly from Rodyan, the Lord Mayor of Hengksburg.

The land around the city itself is called the Patrimony of Banot, and its lands largely belong to the Order of the Ghost Knights. Their best horses are bred here, made strong with the powerful stock brought to the Banot pastures from Krakova and the Rothenian Plain. Kariv gypsies frequently help in this trade, though they also take horses down from the Principalities to people who live elsewhere. Oddly enough, they never mention a horse as coming from Morgau or Doreshian stock, so the excellent breeds of quality horseflesh in the Principality are not widely known outside its borders.

### The Runnel River and the Border

Fast and icy, the Runnel is a river that harbors fish and divides the Duchy of Morgau and from the Barony of Doresh, but it is too small for river traffic and too cold for swimming. The river serves perfectly for irrigation of the fields near Bratislor, and its chill waters are used as a punishment in the city of Hengksburg. Dunking in its waters is a more common punishment than whipping. Blood is currency in the Principality; dunking preserves a criminal's blood for less wasteful purposes, and ensures that the native ghouls, vampires, or other undead avoid going into a frenzy every time a loaf of bread goes missing.

### The Ironcrag Mountains and the County of Whitewind

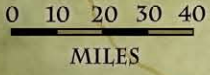
South and west of Doresh, the Ironcrag mountains are a natural barrier to expansion. Worse, the dwarven canton



# MORGAU & DORESH



- ACTIVE CASTLE
- ▣ RUINED CASTLE
- △ TEMPLE/ABBAY
- CITY



R

of Grisal is absolutely devoted to keeping the zombies and other creatures of Walker's Wood from expanding Doresh's territory to the west.

As a result, the Principality has little or no incentive to expand southwest, but it certainly does intend to encircle the dwarves if it can. The County of Whitewind is an element of this long-term plan, a small but growing region that may yet expand to the west and around the Ironcrag. Progress has been slow but measurable since Prince Thurso instituted the effort 30 years ago.

## The Cloudwall Mountains, Fretlock, and the Realm Subterranean

### What becomes of Rodyan's wives?

Well, that depends. What do you as a DM want to happen to Rodyan's wives?

Perhaps their bloodless bodies have been discarded in the sewers beneath the city. Some could certainly have risen as undead, infecting the aqueducts gifted to Hengksburg by whatever ancient empire called the area home.

On the other hand, maybe Rodyan's wives still live in the Mayor's mansion—at least, for a given value of live. Some are more likely than not drooling piles of flesh capable of animal functions and nothing more. Some would have succumbed to Rodyan's bite and lovely ticks, infesting the mansion with banshees, shadows, wraiths, and whatever else is left of their hatred and loss. Others might be his vampiric thralls.

Or maybe it's all a giant ruse—that Rodyan is a patron of the arts, and prizes beauty above all else. Those bodies his guards dump into the sewers? No, they're not beautiful women; they're failed simulacra he made of his wives. All of Rodyan's wives are expected to perform their filial duties until they are ready to become courtesans in Zobeck. After all, Rodyan's generosity is well-known—and a man of his station could secure an annulment whenever he felt like it.



The Cloudwall Mountains are sharp and very tall, and their peaks remain snow-covered throughout the year. At their base is the Cantri Abbey, and their water gives impetus to the River Runnel.

The Cloudwall Mountains are the private hunting grounds of the Princes of Morgau and Doresh. Every living creature found there—including humans and dwarves—is subject to death by a variety of blood sports, from hunting with two-headed rocs to the simpler night hunts of ghost knights and their vampiric masters. Criminals are sometimes sentenced to exile in the Cloudwalls. Those who survive their trip over to the Rothenian Plan are said to be granted their lives and freedom, but few ever make it that far.

## The Province of Doresh



The province of Doresh seems to be a welter of private hunting lodges, small gorges, and plunging rivers; it is hilly and forested, teeming with herds of fine deer and excellent stags, boar, wolves, and bears all worthy of the hunt. The nobles of Morgau envy the quality of Doreshian game—werewolves, peasants, and even foreigners are often hunted through the woods on a full moon night.

The land is quiet during the day, and most of its human inhabitants are hard-working smallholders who answer to the various knights, earls, and barons who hold titles to their villages. The province is certainly well-fortified with castles as well as hunting lodges and villages. The profusion of titles seems to compel the nobles to build more and better keeps and towers; both ruins and well-maintained sites dot the landscape on every outcropping and near every ford or bridge.

## The Rothenian Plain and the Neimheim Pass

Beyond the Cloudwall Mountains lies land that spreads north to the Free City of Morgensang and northeast to the black princes of Neimheim, who strive to outdo their undead neighbors in evil. The Rothenian Plain itself is an endless grassland, uninhabited by civilized settlements but home to the Rothenian centaurs and elves, who are jealous of their rights as wardens of the territory. Few from Morgau travel here, though caravans from Triolo and Zobeck do come this way.

## Cities of the Principality

For the most part, the Imperial Principalities of Morgau and Doresh are not at all urban; its cities are quite small compared to centers of trade and culture like Zobeck, Harkesh, Sikkim. However, their defenses are excellent, their streets are largely free of crime, and few beggars accost visitors. Most of the inhabitants of the principalities live in its villages, hamlets, and thorps, of which there are hundreds.

### Bratislor (Capital, pop. 8,900)



Built in the center of the most fertile fields of Morgau, Bratislor is a city of grey walls dominated by the Bratis Castle on its crag in the center of the city. The castle is entirely the domain of the undead; no living knights or servants are permitted within, though many skeletons serve the keep and a company of darakhul imperial ghouls guards its walls.

Boasting good access to the passes and roads and a commanding position for anyone on the Great North Road, Bratislor manages to attract most of the Elders and their spawn each year at the winter solstice, when the Prince is expected to hold court. These festivals are a time of fear for the living of Bratislor; each year, one hundred of them are invited to attend the Prince's Feast. Each year,

only one of them returns to the city, his eyes and tongue gouged out, and his or her mind shattered by having heard the courtly words of the Elders and their plans for the realm.

### Hengksburg (Pop. 11,800)



The main trade center of the realm is always bustling and quite free of major disruptions; trade must flow, tolls must be paid, and most of them wind up here. The cult of Mammon appears here in public, though without a temple to call their own.

But even the priests of Mammon are wise enough to make their obeisance to Rodyan, Lord Mayor of the city. The Glutton's appetite for gold and blood is exceeded only by his need for sexual release. To date, Rodyan has been married more than three hundred times—some of his wives have lacked the constitution to survive even a single night of Rodyan's amorous advances—and little is more feared among the teenaged peasantry than to be selected for candidacy within the gentry.

The peasantry have been spared Rodyan's attention for the past six months, however; the Mayor's newest wife, Aliessa, has outlasted the past seventy-five women given the honor of pleasing Rodyan. The Lady Aliessa has become just as feared as her husband: she uses what power is given to her by her lord to... disappear... any washerwoman foolish enough to mutter about Death's Whore.

### Vallanoria (Pop. 4,700)



The main military city of the realm is small but well-organized. The Order of Grey Knights has a great commandery here, and the Temple of the Scouring Goddess is a center of the more warlike and flagellant priestesses of the Red Goddess. The city retains close ties to the Electoral Kingdom of Krakova to the north, and its citizens are not as subdued and pliant as most of the living serfs of Morgau. Indeed, rumors of revolt are all too common—but many of these are rumors spread by informers seeking to ensnare the unwary.

The palace of Vallanow is a very beautiful one, and serves as the venue for the Princes of Morgau and Doresh to celebrate the Winter Solstice each year. The invitations to this debauch are highly sought after, at least by the undead. The stench of slaughter and decay brought to the palace by its guests is said to make the living nauseous for days. Baba Yaga is said to be invited each year, but each year sends her apologies. On some occasions, Koschei the Deathless attends, always with a different young woman on his arm. Their look of shocked terror is said to amuse the Princes of Doresh to no end.

The Winter Ball is usually followed by a brutal round of executions, as the servants and others attempt to rise against their masters. Each year, they pray for a Krakovan army to arrive with the spring; each year they are disappointed.

## Daily Life in the Principality

Peasants and even tradesman and artisans in the Principality do survive, though moments of terror are more common than those of joy. Truth be told they are terrorized rarely by the standards of the serfs or the nobles; the middle class's lot is to provide goods to the masters, to make themselves always useful, helpful, and too valuable to be executed. While human nobles foibles and flights of madness are often hard to predict and disastrous, the peasantry always know where they stand with the undead. Daily life is never easy, but those who know their way around can avoid great dangers simply by going out only by daylight, avoiding the notice of the priests and ghost knights, and provoking no quarrels.

### Cults and Religion

Serfs and nobles alike have much to pray for: survival is not guaranteed to the unliving any more than to those who still breathe, and any divine help—no matter how small—is welcome. The gods themselves are quite different; the prayers of serfs are perhaps more desperate, those of the nobles are more refined, but War, Death, and Hunger are common enough to all the Principality's citizens.

#### *Marena, the Red Goddess*

The Red Goddess is complicated. Death and lust intertwine in her worship, maidens, mothers, and whores all do her obeisance, and while some men follow her out of genuine faith, more seem to fear her. And rightfully so.

Her worshippers are divided into those who stress her role in sex and childbirth, those who lay emphasis on her control over death and suffering, and those who see her primarily as a patron goddess of the realm, the Red Sister whose blood feeds the undead and keeps the realm both safe and pure. Her

#### **Why Visit the Principality?**

The clever DM may wish his players to visit the dangerous lands of the Principality, but the players may seem oddly ... reluctant to commit their PCs to the venture once they hear of the land's character and history. Reeling them in requires merely the proper lure. For instance:

##### **The War Priests of Mavros:**

The War God's shrine is vital to many of the greatest enchantments for weapons, and many magical properties are only granted on his altar.

##### **Bards of Bratislor:**

Many famed poets live in Morgau. Prince Thurso loves the arts so much that he has been known to gift the greatest artists he meets with eternal life—or at least, he showers the silver-tongued with silver and the golden-tongued with gold. Bards often visit during the Poet's Festival each spring, hoping to gain the Prince's patronage and prize.

##### **Captives:**

Many of the raids of the Principality deliver noble or knightly captives to the prisons in Hengksburg. Ransoms need to be delivered and the captives restored to the neighboring kingdoms.

theology seems mostly concerned with deeds: lust and murder are seen as expressions of her power, and yet free reign of those divine gifts is permitted only to some of her clergy.

In practical terms, Marena's priests are the courts or justice system of Morgau and Doresh. While they are free to dispense a great deal of vigilante justice and to impose horrific fates on those who cross them, for the most part her priestesses refrain from arbitrary justice. They reserve horrid fates for only the worst offenders, but do so in dramatic fashion. Typically, a criminal will be judged by the Red Sisters in absentia, and sentence passed without his knowledge. The sisters then ride forth on roan horses in their dozens, surround the malefactor, and carry out the sentence immediately. In many cases, the victim is enchanted to offer little or no resistance, and even assists in his own scarification, bloodletting, flaying, or execution, depending on the severity of the crime.

### ***St. Charon***

The protector of the dead is widely revered in the Principality, for different reasons among the living and the dead. The dead see him as a patron who will someday take their souls to the underworld, a figure who determines their fate in some distant hour. The living see St. Charon as a protector of their remains from ghouls and ghosts, as well as a guardian of spirits and a channel to the dead. The creation of requiem is widely believed to have been divinely inspired by St. Charon, and many seers, fortunetellers, and dealers in the drug praise him for it. His shrines are small and his priests few, but stories say that they do provide some shelter for the gentle repose of the dead.

### ***Mavros, the God of War***

Spears, blood, and iron define Mavros, the god of war and chaos. He is seen as a great patron of Morgau and Doresh and his red banners are held high by its armies, be they living or dead. The priests of Mavros do enough necromancy to keep up with the priests of the Hunger God.

For the most part, Mavros is revered in the army and among the officers in particular. His offerings are captives, iron, and shattered shields, which his priests burn on his altars. Though he has temples, the bonfire in an army camp is where his priests are most often found.

In addition to his role as a lord of slaughter and strength, Mavros is a god of rebirth, of strength in adversity, of enduring the unendurance. In this sense, he is the god of every peasant of Morgau and Doresh.

In Zobeck and the Eastern lands, Mavros is more often called Perun, but the two faiths are largely similar.

### ***Mordiggian, the Hunger God***

While the Hunger God is the most beloved and feared god of the Realms Below, his following on the surface is modest. Most of his worshippers are either starving peasants desperate for food of any kind, or Elders whose bloodlust requires careful control. In both cases, the

worship is practical rather than zealous. The Hunger God has no temples in the Principality, though there are several shrines without an attendant priest. These are visited by ghouls from time to time; meat offerings are left on the altars for them.

### **Trade and Wealth**

Though a land as hostile to its neighbors as Morgau might be considered a poor choice for trade and mercantile houses, commerce does in fact flow through the realm. For the most part, this is mule-train or wagon commerce protected by a pledge of safe passage given by one of the Dukes of the realm in exchange for a fee or toll.

And that, of course, is where things get interesting, for not all the Dukes accept gold for their coffers.

### ***Coinage and Exchange***

The basic unit of exchange in the Principality is indeed the silver piece, as in most places, and gold and copper coins circulate as well. The principle unit of coinage among the nobles of the principality is the blood mark, more commonly called the drop. This is said to date to the minting of a particular form of red gold, which has been debased over time with silver and other metals.

The blood mark resembles a gold ring with single hole in the center that is a pledge of one pint of blood. They are rarely collected but rather are exchanged among the nobles of the realm as a way of measuring and maintaining the supply of available human, dwarven, and other sources of blood.

When redeemed, the blood magically disappears from the person who first pledged the token (removing a healing surge). Any person foolish enough to pledge more than a single blood coin may find them all redeemed at once, as such redemptions happen at great blood feasts on special occasions. Living creatures without healing surges remaining grow weak and die, and some desperate peasants always discover this to their sorrow at the great feasts each year.

### ***Necromantic Goods***

Undead chattel such as zombies and skeletons are often used as servants in manors or even in the larger cities as doormen or porters. They are rarely entrusted with any serious work.

### ***Lumber***

Pine, oak, maple, beech, yew; the forests of Doresh provide good timber everywhere. Only the rowan tree and the ash are absent, by the decree of the Princes of Morgau and Doresh, any such tree found within the borders of the kingdom must be cut down and burnt.

### ***Requiem and Drugs***

The drug Requiem in both bliss and clay forms is imported from the East and used with some frequency in Morgau and Doresh as a way to consult with the dead. It seems to affect the undead much as it affects others. See the

Requiem description on page 22-23.

## Information & Streetwise

Few outsiders know all that much about the cults, rulers, and customs of the Principality, and so it seems a more mysterious and exotic land.

# 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*



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 with the first darakhul to answer a diabolist's summons.

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; 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 fewer 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 their emperors. 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 an 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.

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 followers' unwavering loyalty will propel the empire ever forward.

## The Ghoul Emperors and Lords Subterranean

Four great emperors ruled the ghouls, each giving homage to the Death God Anu-Akma and to Mordiggian, the



Demon Lord of Ghouls, also called Vardesain. To honor these gods, each emperor expanded the 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 forced them to swear allegiance to him once his ultimate victory became clear. The ghouls measure time from the year when his greatest foes bowed to him. With their fealty, his former foes were granted titles and offices; they became the founders of the Temple of the Hunger God, the Fane of the Necrophagi, and the general of the Royal Bastards Legion. The best title went to the victor, of course, as Tonderil crowned himself emperor.

His rule did not last. Tonderil was destroyed 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 he laid the foundation for everything that was to come: their magic, their legions, and their aristocracy of rival dukes, priests, and marquises.

His first victories against the dark elves and the deep dwarves destroyed entire cities of the Spider Goddess and the Forge God Volund, bringing thousands of slaves into the flesh markets. The pattern of expansion was set, using the ghouls' magic of feeding and frenzy, of 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.

Second to sit the throne, the incoming empress was one of Tonderil's spawn. Haresha Winterblood's power derived from her good fortune in battle: she was the only surviving general at Gonderif. She returned home in triumph and claimed the throne. Though a powerful priest of Anu-Akma and an able strategist, she failed to keep an eye on her closest followers, dying twelve years later in a coup staged by the Second 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 ghoulish work of theology, *The Annals of Divine Strength and Sustenance*. Vermesail died in magical combat against derro assassins, who were devoured by masses of guards shortly after cutting Vermesail down.

The derro assassins left the empire without a ruler, for 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 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 derro 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 dark elves prisoner, eating the weak and transforming the strongest. Under Nicoforus' rule, the necrophagi prosper, for 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 fishfolk, 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 Vardesain, the Demon Lord of Ghouls, has grown in stature in the Abyss with the empire's successes.

**Table 2-1**  
**Knowledge of the Empire (History or Dungeoneering)**

25	Ghouls are quite common in the Principality of Morgau and underneath the Ironcrags.
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. All those who approach him hunger.

## 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 percent or more, as ghouls feed on their own kind and slaves are wiped out.

## Gonderif

Once a derro city, Gonderif's stone gates and pillared halls reflect the excellent craftsmanship 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 38).

## Gnawbone

Once a drow city, Gnawbone 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 Anu-Akma shrine, and the tomb of the first emperor. Gnawbone is the current residence of the Hunger Duchess, Orsolla Stritt (see page 38).

## Fretlock

Settled by the strongest of the Hundred Kings, the ancient settlement of Fretlock lies just below the largest cemeteries of Morgau and Doresh. It is the staging ground for many hunters and profits from 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 Duke Drago Blackfly, whose Fuligin Manor is visited occasionally by his half-brother, the living necromancer Konrad von Eberfeld.

## Fleshbrook

The settlement of Fleshbrook also dates to the days of the Hundred Kings. Its single bridge over the Yellow River still makes it a valuable strategic site (see the Fleshbrook Crossing on page 36). 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

Vandekhul 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.

## Daily Life

Ghoul life is simple: fight, scheme, and feed. Sex and reproduction are not an issue for ghouls, though 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 the flesh of sentient creatures, as fresh as possible—still alive but unburied will do in a pinch. 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, for their connection to the realm of the dead 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 one or two ounces of flesh per day or even per week. Beggar ghouls eat much less than that. To support the empire of 50,000 ghouls, a minimum of 1,500 lb. of flesh are required each day, roughly 12 elves or 10 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 imperial ghouls and ghosts, 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, through his legions, administers the Feeding Laws. In cases where a ghoul's 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.

## Politics

The Empire has both the emperor and the Council of the Darakhul, which includes five high priests, the heads of the noble houses, the dukes, and the elder marquises—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 Darakhan, 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 ghoul's status. Two main issues come up with the living slaves: rebellions and infections of ghoul fever from stray scratches. The ghouls' solution to both problems is deadmind powder, a poison put into the food of most slaves. This powder deadens the mind, making slaves more pliable, and inhibits the development of ghoul fever—slowing its progress a hundredfold rather than preventing it entirely. In this way, infected mortals slowly become ghouls over time. Any ghoul 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 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.

## Cults & Religion

*[A] colossal shadow [appeared] that was not wrought by anything in the room. It filled the portals from side to side, it towered above the lintel—and then, swiftly, it became more than a shadow: it was a bulk of darkness, black and opaque, that somehow blinded the eyes with a strange dazzlement. It seemed to suck the flame from the red urns and fill the chamber with a chill of utter death and voidness. Its form was that of a worm-shapen column, huge as a dragon, its further coils still issuing from the gloom of the corridor; but it changed from moment to moment, swirling and spinning as if alive with the vortical energies of dark aeons. Briefly it took the semblance of some demoniac giant with eyeless head and limbless body; and then, leaping and spreading like smoky fire, it swept into the chamber.*

—Clark Ashton Smith, “The Charnel God”

The darakhul are organized and powerful as a military force, but they are 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 priesthood includes the followers of three great gods and one new goddess, plus lesser cults devoted to demons and the sainted emperors.

The Death god Anu-Akma, the red-speared Mavros, the God of War, and Vardesain the God of Hunger comprise 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. A few heretics claim that Marena, the Red Goddess of Lust and Death is the true keeper of the dead; certainly she is widely worshipped as such on the surface in Morgau and Doresh. In the Realms Subterranean, though, her name is associated with soft flesh, and not the hard leathery power of Anu-Akma.

Though a few are zealots, most ghoul faith reflects devotion to their own interests. They make a show of piety before the emperor cults for political reasons, before Mavros for greed and imperial glory, or Anu-Akma for his role in creating the ghoul race. But in many ways, their greatest god is Vardesain, for all ghouls but the Sated are driven by the need to devour flesh.

## Anu-Akma, 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 Anu-Akma 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, ruling not just death but also aspects of the deep earth, law, and even travel.

Rats are favored animals of Anu-Akma, 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.

## Vardesain, the Hunger God

Loved by the least of ghouls, Vardesain 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. Others argue over the god's name: Humans call him Mordiggian, ghouls prefer Vardesain and consider Modiggian a faulty reference to one of Vardesain's avatars.

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. Vardesain'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 gives 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-rousing priests become.

The purple worm is an especially favored animal for Vardesain, though bats and serpents are also among his sacred animals. His aspects include trickery, luck, and chaos as well as food and hunger. His priests often use claws as their weapons—those who lack them carry iron claws or daggers. Many carry butcher's axes as well.

## Mavros, the Imperial War God

The great legions of the Imperial Age have all worshipped Mavros, who takes a ghoulish face in his temple here, but is otherwise identical to the War God of the surface world. His priests are almost always 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, like 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. His aspects include strength, destruction, and glory as well as war generally. His priests carry many weapons, but most commonly short swords.

## Lesser Gods

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

## The Demon Lords

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 the demonic priests agree, they are welcome. Other demon lords who acknowledge the undead and whose portfolios 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.

## 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. Their servants are said to be granted divine powers of law, protection, and secret knowledge.

## 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.

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.

## 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 26.

## Trade and Wealth

Ghoul 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.

## Livestock

The ghouls are happy to breed many varieties of beetles and to oversee slaves in large numbers. To them, anything but another ghoulish animal 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 massive proportions. The merchant variety are bred and trained for docility and their ability to carry heavy loads tirelessly. The tunneling beetles are too old and 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.

**Table 2-1**  
**Unique Ghoul Items**

<b>Livestock</b>	<b>Cost</b>	
Carrion Beetle, Merchant's	1,500 gp	
Carrion Beetle, Tunneling	1,000 gp	
Carrion Beetle, War	5,000 gp	
Lamp Beetle	50 gp	
Skeleton, humanoid	25 gp	
Slave, Food	40 gp	
Slave, Ghoul	120 gp	
Slave, Skilled & Sighted	250 gp	
Slave, Skilled & Sightless	180 gp	
Sniffer Beetle	150 gp	
Zombie, humanoid	35 gp	
<b>Alchemicals, Drugs, and Poisons</b>	<b>Cost</b>	
Alchemical Sulfur	350 gp	
Beetle Acid	70 gp	
Black Bandage	160 gp	
Carrion Elixir	200 gp	
Deadmind	250 gp	
Fire salts	25 gp	
Mortuary Mercury	6,250 gp	
Quicksilver Strength	160 gp	
Requiem Bliss	2,500 gp	
Requiem Clay	500 gp	
Saltpeter	15 gp	
Wyrmsblood Venom	6,250 gp	
<b>Necromantic Goods</b>	<b>Cost</b>	<b>Weight</b>
Breather's Mask	15 gp	2 lb.
Face Powder	4 gp	½ lb.
Meatstock Corpse	5 gp	180 lb.
Wigs	60 gp	2 lb.

### Lamp Beetles

These beetles range in size from a hand span to over 1 ft. long. Their organs resemble those of fire beetles, but they 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, separating them by race, skillset, and even taste. The most important categories are sight and fleshling status.

Sighted slaves with darkvision are preferred for 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.

The other dividing line is between skilled slaves and the fleshling food slaves. The skilled can read and write or are savants, 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. They buzz and twitch their wings when creatures draw near and are difficult to either fool or poison: Nature or Dungeoneering checks are required to keep one from buzzing (DC 20; DC 30 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.

## Alchemicals, Drugs, & Poisons

Ghoulish alchemy is inventive and advanced, from stimulants to deadlier forms of alchemical fire. Most of its products really benefit only the undead.

### Alchemical Sulfur

*Ghouls eat this fine-grained, pungent, yellow powder as a stimulant when hustling on long marches. It is not healthy for living creatures.*

**Elixir** (Level 11) 350 gp

**Power (Consumable ★ Healing, Poison):** Standard Action

For undead, alchemical sulfur provides a +1 bonus to speed for 4 hours.

For the living, alchemical sulfur is treated as ground thassil root.

**Special:** For undead, consuming this elixir counts as a use of a magic item daily power.

### Beetle Acid

*Sold in ceramic flasks, these serve admirably as a splash weapons (treat as alchemist's acid.)*

### Black Bandages

*Ghoul priests of Anu-Akma make and sell these strips of black cloth infused with dark power to partially compensate for their only real weakness.*

Lvl 9 160 gp

Lvl 19 4,200 gp

Lvl 29 105,000 gp

**Alchemical Item Power (Consumable):** Minor Action; costs one healing surge  
You gain 30 temporary hp that apply only to radiant damage.

Level 19—gain 50 temporary hp

Level 29—gain 70 temporary hp

### Carrion Elixir

*This fermented, dark-brown slurry of liquid and fleshy chunks reeks of sewage and decay. Ghouls find it entirely intoxicating and crave more as soon as they've had a decent mouthful.*

Lvl 6 150 gp

Lvl 11 700 gp

Lvl 16 3,600 gp

Lvl 21 18,000 gp

Lvl 26 90,000 gp

**Alchemical Item Power (Consumable ★ Sleep)** Minor Action

For undead, a mere taste of carrion elixir triggers an intoxicating cascade in which they continue to drink compulsively. Once tasted, a ghoul (or other flesh eating undead) must make a saving throw or continue drinking. Each saving throw takes a minor action, and for each failed saving throw, the ghoul takes a cumulative -1 penalty on attack rolls (this lasts for a number of hours equal to the penalty.) If the ghoul fails three or more saving throws, carrion elixir is treated as goodnight tincture but with a bonus to the attack equal to the penalty the ghoul is suffering.

For the living, this drink is just nauseating. On a failed save, living creatures are weakened for 4 hours.

### Deadmind

*This grey powder is a mixture of saltpeter and fungal liquor that mycolids sell to the Imperium. The result is a slow-acting, mind-deadening poison that makes its victims very pliable.*

**Poison** (Level 5) 250 gp

**Attack:** +8 vs. Will; -4 penalty to Will defense, saving throws, initiative, and Perception checks (save ends all)

Aftereffect—same effect as initial attack (save ends all)

**Delivery:** Ingested with food or drink (onset 2d12 minutes after consumption)

### Fire Salts

*Fire salts are an advanced formulation of alchemist's fire. They have increased sensitivity and air stability and can be thrown or scattered on the floor as a trap set off by contact.*

Lvl 2 25 gp

Lvl 7 100 gp

Lvl 12 500gp

Lvl 17 2,600 gp

Lvl 22 13,000 gp

Lvl 27 65,000 gp

**Alchemical Item Power (Consumable ★ Fire):** Standard Action

**Attack:** Area burst 1 within 10; +5 vs. Reflex; on a hit, deal 1d6 fire damage; on a miss, deal half damage

**Special:** Insubstantial creatures take damage as if they

were not insubstantial; additionally, fire salts can either be thrown like alchemist's fire or set as a trap (creatures are attacked when they enter the treated 3 square by 3 square area); used as a trap, fire salts retain their full potency for 24 hours, reducing by 1 level for each block of 24 hours that pass until they lose all potency.

Level 7—+10 vs. Reflex; 2d6 fire damage

Level 12—+15 vs. Reflex; 3d6 fire damage

Level 17—+20 vs. Reflex; 3d6 fire damage

Level 22—+25 vs. Reflex; 4d6 fire damage

Level 27—+30 vs. Reflex; 4d6 fire damage

### Mortuary Mercury

*Elemental mercury (commonly called quicksilver) is a preservative for organic materials. Since its toxicity prevents any form of rot from taking hold in a corpse, 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.*

*Mortuary mercury is incredibly dangerous to living creatures, and its effects are difficult to reverse.*

**Poison** (Level 15) 6,250 gp

**Attack:** +18 vs. Fortitude; ongoing 10 poison damage (two saves end)

**Secondary Attack:** +18 vs. Will; target believes friends are enemies and enemies are friends (two saves end)

**Special:** Mortuary mercury makes two simultaneous attacks on the target, one against Fortitude and one against Will; undead are immune to mortuary mercury's detrimental effects.

**Delivery:** By injury or ingested with food or drink (onset 1d4 days after injury or consumption).

### Quicksilver Strength

*By drinking this magically-infused mercury (an advanced formulation of mortuary mercury), ghouls and other corporeal undead gain regeneration for a short time.*

*Otherwise, quicksilver strength has the same effects as mortuary mercury.*

Lvl 9 160 gp

Lvl 19 4,200 gp

Lvl 29 105,000 gp

**Potion Power (Consumable ★ Healing):** Minor Action; costs one healing surge

You gain regeneration 5 until the end of the encounter. The regeneration is only active while you are bloodied.

Level 19—gain regeneration 10

Level 29—gain regeneration 15

### Requiem

*Made from the death's head mushrooms, requiem is a potent drug when smoked. It gives users visions of the dead but is highly addictive. It comes in two varieties: clay and bliss.*

### Requiem Clay

**Poison** (Level 5) 500 gp

**Attack:** +10 vs. Will; ongoing 5 poison damage and slowed (save ends both)

**First Failed Save**—target is immobilized instead of slowed

(save ends) and takes a -5 penalty to Perception checks until completing an extended rest.

*Second Failed Save*—target is unconscious for 1d4 hours and is dazed upon awakening until completing an extended rest.

**Delivery:** By smoking it (onset 2d6 minutes after inhalation).

**Addiction:** Failing the second save 1d4 times, the target becomes addicted and is treated as developing the disease shakes (this can be cured naturally); smoking more requiem suppresses the shakes for 24 hours.

**Effect:** Upon smoking clay, the target can summon the spirit of any single deceased person personally known to the target (the spirit's image can be seen and its voice can be heard in whispers, but it cannot touch the target); the target is granted the benefits of the Speak with Dead ritual, except it uses a Diplomacy check instead of a Religion check and it grants twice the number of questions normally allowed (minimum one question).

### Requiem Bliss

**Poison** (Level 10) 2,500 gp

**Attack:** +15 vs. Will; ongoing 5 poison damage and weakened (save ends both)

*First Failed Save*—target is restrained instead of weakened (save ends) and takes a -5 penalty to Perception checks until completing an extended rest.

*Second Failed Save*—target falls unconscious for 1d8 hours and is stunned upon awakening until completing an extended rest.

**Special:** Requiem bliss is a much more potent version of requiem and is identical to clay except that the euphoria is stronger.

**Delivery:** By smoking it (onset 1d6 minutes after inhalation).

**Addiction:** Same as for requiem clay, except all saving throws made against the resulting shakes are made at a -2 penalty.

**Effect:** By smoking bliss, the target can summon the spirit of any single deceased person whose name is known to the target (the spirit takes on the physical characteristics it had in life and may actually touch the target); the target is granted the benefits of the Speak with Dead ritual, except it uses a Diplomacy check instead of a Religion check and it grants three times the number of questions normally allowed (minimum two questions); additionally, the target is simultaneously granted the benefit of the Consult Mystic Sages ritual, as the summoned spirit consults with other spirits and relates information about a single question that would otherwise be unknown to it.

### 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 full effect on most undead, unlike other poisons.*

**Poison** (Level 15) 6,250 gp

**Attack:** +18 vs. Fortitude; ongoing 10 acid damage, slowed, and weakened (save ends all)

## Necromantic Goods

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

The following goods are found in all ghoul settlements.

### Breather's Mask

*Used by living slaves working in stagnant or smoky air, these simple masks draw good air out of deadly gas. They last for 6 hours, and then they 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.*

### Wigs

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

## Coinage and Exchange

Gold 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 ten times 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 four times their standard value on the surface. Lodging, clothing, and adventuring gear costs are triple the standard value. Alchemical items are commonly available, as are necromantic potions, scrolls, and services; these costs are “merely” double the standard.

## Information & Streetwise

Visitors may try to gather information from the many peoples in this underground world—such as in the kobold or aboleth cities, from the ghouls, or even from the cloaklers. Generally speaking, it's easy to get information from kobolds and ghouls and difficult to get it from the cloaklers and aboleth.

**Table 2-2**  
**City Gossip from Ghoul Settlements**

Streetwise check	Information gained (cumulative)
14 or lower	"You look tasty." (Requires DC 15 Diplomacy to avoid a fight.)
15-19	"Our beetles are unstoppable war machines. Their acid will melt you in your armor." (Largely false, which is only obvious if a PC makes a DC 19 Insight check.)
20-24	"Ghoul armies are invincible. We are thousands strong. We march day and night." (True. If the PC asks, tell them that a ghoul army can march nearly 100 miles per day.)
25 or higher	"You should join us. I know a hunter who would convert you to the winning side." (True; tell PC what hunters are).

**Table 2-3**  
**Historic Knowledge**

History check	Information gained (cumulative)
14 or lower	No information
15-19	Groups of intelligent ghouls have long raided cemeteries and tombs of the surface world, searching for a messiah child of death and darkness, offspring of gods, Emperor of All Ghouls! The ghoul scriptures of Vardesain claim this messiah will lead his vile followers on a crusade against all living things. Various oracles claim that when the time comes for the ghouls to walk the earth, the dark elves will be exterminated first, then the dwarves, then humankind.
20-24	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 their pantheon of Anu-Akma, Mavros, and Vardesain as well as demon lords. The ghouls themselves harbor a deep hatred of the living, who remind them of what they once were.
25 or higher	Dwarven clan sagas describing the ghoul empire claim there are a half-dozen major ghoul types: lesser ghouls, nobles, priests, 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.

## Military Conquests

The ghoul 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 ghoul 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.

The tactics that have won them city after city and thousands of slaves are actually quite simple. They have excellent spies and mindbenders to wrest information from their enemies, undead purple worms, and relentless diggers to claw through the earth, mobs of frenzied ghouls, deathcap spores to induce sleep 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 own strengths and exploit their enemies' need to eat, sleep, and breathe.

The ghoul's 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 ghoul 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 ghosts making up more than 90 percent 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.

Of those legions, the Third Imperial—the "Ivories"—has the most powerful and experienced veterans, consisting of almost half darakhul and the remainder imperial ghouls and ghosts. Every single member of the Third has resist 10 to all damage, making them tough enough to discourage any coup attempts against the emperor.

The First Imperial is just as deadly, provided with banded armor and masterwork axes and polearms. It is commanded by the Pale Emperor himself, but it is kept in the White City largely as a counterbalance to the Third. If and when the darakhul move against the surface world, these two will lead the charge.

The Blacktongues, Corpse Tearers, Fuligins,



Marrowrich, Plaguejoys, and Wyrmblooded all spend most of their time patrolling the subterranean borders, fighting dwarves or the drow of the north. The constant marching and war seems to suit them better than sitting near the barracks or the palace drilling and parading, and they consider their active duty a plum assignment with plenty of opportunities to both feed and expand the empire. Their generals and wizards are less pleased; they are far from the courtly maneuvering and discussions that might land them a post with a better legion or as a high-status necromagus attached to the imperial court.

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.

Dozens of other legions have been completely destroyed or retired for other reasons (the Second Imperial disbanded for its uprising against Empress Haresha). These “ghost legions” include the Royal Bastards (from the time of kings), Second Imperial, the Green and Gold, the Vordesain, the Maggots, First Darakhan, Black Hammers, Fortunate Fifth, Death’s Favored, Pale Light, and the Fire & Fury.

**Table 2-4**  
**Knowledge of the Empire (History or Dungeoneering)**

25	Ghouls are quite common in the Principality of Morgau and underneath the Ironcrags.
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. All those who approach him hunger.



**Table 2-5**  
**Legions of the Imperium**

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

## Organization

Each ghoul legion numbers 1,000 soldiers strong when at full complement. Typical legions include 800 lesser ghouls,

## Underdark Movement

Tunnel movement counts as difficult terrain (a  $\times 3/4$  distance multiplier to the speed per day). However, a group of ghouls such as a ghoul light army hustles at speed without pause or rest and, thus, covers twice the usual distance. This means 25 miles for a base speed of 6, 30 miles times  $3/4$  for natural caverns and multiplied by 2.4 for no rest, or 54 miles per day. In clear tunnels maintained by the empire, this could rise to 72 miles per day. With the addition of doses of alchemical sulfur to increase their speed further, some legions can march 100 miles in a day.

The heavy legion traveling at base speed of 5 for 24 hours covers 50 miles on clear roads and 38 miles in natural tunnels. Ghouls always hustle when they march since they are immune to the effects of thirst, hunger, 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 characters with a move of 6 cover just 22 miles in an 10-hour day of travel though natural caverns—if the terrain is not too difficult.

120 imperial ghouls, 60 imperial ghastrs, 20 darakhul serving as officers, 4 necrophagi arcanists or underpriests, and one captain-general. Each legion is divided into deciles and centiles, plus an imperial centile.

The junior officers are called sergeants (typically ghastrs who command only lesser ghouls) and lieutenants (who command a single decile). Lieutenants are usually imperial ghouls or 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 2-6  
Legion Units**

**Decile** The decile is the basic patrol unit of the empire, 4 lesser ghouls led by a darakhul warrior. This is a level 6 encounter.

Level 6 Encounter = 1,200 XP for 5 PCs  
4 ghouls 200 XP each  
1 darakhul warrior 400 XP

**Centile** The centile is the basic raiding unit, with 33 ordinary centiles in a legion. Each centile includes roughly 20 lesser ghouls, 2 darakhul warriors, and 1 darakhul captain. This is typically a level 11 encounter.

22 ghouls minions (Level 5, 50 XP each)  
1 Darakhul Noble (Level 12 Controller, 700 XP)  
1 Darakhul Captain (Level 11 Elite Soldier, 1200 XP)  
Level 11 Encounter = 3,000 XP for 5 PCs

**Imperial Centile** One centile in a legion is an imperial centile, which acts as a staff headquarters, personal guard, and reserve unit to the legion's general. It has 10 horde ghouls minions, 2 darakhul warriors, a captain, a necrophagus, and the general himself. Defeating one is typically a level 20 encounter.

Level 14 Encounter = 5,200 XP for 5 PCs  
15 Horde Ghouls Minions (Level 13 minion, 200 XP each) = 3000 XP  
1 Darakhul Captain (Level 11 Elite Soldier, 1200 XP)  
1 Necrophagus (Level 14 Controller, 1000 XP)

## Ghouls

Ghouls have a strange life cycle, starting with fever and then dominated by a variety of peculiar customs of the empire. Like the living, they are bound by their status and their wealth, though this takes dark forms in the empire.

## Ghoul Fever

Darakhul are created from ghoul fever, a disease that transforms a living creature into one of the undead.

**Table X-7 Ghoul Fever**

Endurance Check	Result
9 or lower	Target dies
10-12	Target becomes a ghoul
13-17	Target becomes a beggar ghoul
18-20	Target becomes an imperial ghoul
21-24	Target becomes a darakhul warrior
25 or higher	Target becomes a darakhul noble

Creatures that do not make at least a DC 10 Endurance check 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 join the ranks of the empire.

## 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 ghastrs, 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 imperial ghouls and ghastrs, retaining 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 more profoundly vile.

### Ghoul Fever

### Level 10 Disease

<i>Any bite from the darakhul pass on their undead taint, though not all survive it.</i>		<b>Attack</b> +13 vs. Fortitude	
		<b>Endurance</b> improve DC 25, maintain DC 21, worsen DC 20 or lower	
The target is cured.	<b>Initial Effect</b> he target loses one healing surge that it cannot regain until cured.	The target is immobilized for 1 day.	<b>Final State</b> The target dies and may become undead. Roll on Table X-X for result.

## The Necrophagi

The ghouls have had an uneasy relationship with necromancers and the practice of necromancy from the beginning. After all, they are competing for the same limited supply of corpses. The darakhul themselves, however, mastered much of this magic, and they consider necromancers rivals worth absorbing into the empire. This is easy enough given how much time necromancers spend in cemeteries and mausoleums. As a result, the darakhul arcanist tradition is quite strong in this subject.

The ghoulish necromancers of the Imperium organized into a society of their own, called the necrophagi, which 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 they respected for that reason. Their mark is a triple skull.

## 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.

## 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, there is a pecking order.

## 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 they are generally known as the Hunger Duchess and the Sorcerer's Duchess (sometimes called the "Sorcerer's Bitch"). Rumor has it that she has bedded most of the senior necrophagi.

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

The current dukes are:

- ☛ Wilmer Corpsefinger of Fleshbrook
- ☛ Drago Blackfly of Fretlock
- ☛ Imre Stritt of the Glowing Forest

### Design Notes: PCs and Ghoul Fever

There was some discussion among the authors: 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 ghastr spawning only other ghastr and so on. A more interesting alternative, though, is for creatures that die after contracting ghoul fever to use a special disease.

Those new undead that make a better Endurance check survive ghoul fever with a better result. In this case, a lesser ghoul might spawn a ghast or even a darakhul. In the end we agreed that the lesser ghoul varieties can never command their spawn when it outranks them.

- ☞ Radu Kopecs of Gonderif
- ☞ Iago Estorban, Field Marshall of the Iron Legion
- ☞ Leander Stross, Ambassador to Morgau & Doresh
- ☞ Jaroslav Krakenau of the Spiderfall
- ☞ 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 Marquises*

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 at arms or 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—even imperial ghouls—who arrives often finds that imperial 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.

## **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 shadow. 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, marquises, 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.

## **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 darakhul. 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. When 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, and called themselves the Ancient Dust. Collectively, they decided to support one of the kings, Tonderil, over all others. They attacked trade caravans of dwarves and elves, they infected every human they could find, and they 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 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.

## 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, ghosts, imperial ghouls, or other types. These all have a role to play.

### 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 ghosts or imperial 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 foes while the darakhul, praetorians, and others outflank them.

### Imperial Ghouls and Ghosts

Imperial ghouls and ghosts are a large middle class, and serve as its shock troops in battle. They travel into a fight on beetle-back, laying about with coldfire-wreathed halberds or greataxes. They understand status and strategy, and they work to enhance themselves (though they resent the higher class of the darakhul).

Many believe that the hunger cults or the necrophagi know some secret of transforming imperial ghouls and ghosts 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 can run without pause or hesitation to wherever commanded. Most serve the priests, necrophagi, and generals, though a few belong to the emperor himself—who is widely rumored to have developed undead messenger bats for this purpose as well.

The runners travel at a full run at all times (12 miles per hour), covering 72 miles in just 6 hours or 288 miles in a day. Their 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 mycolids and the 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 quite the delicacy. Kobolds are entrusted with matters of stealth or commerce because darakhul think other races underestimate the small species, giving them room to maneuver on their masters' behalfs.

All other races—including dark creepers, derro, halflings, goblins, kobolds, svirfneblin, troglodytes, and even other undead—are usually eaten after a short period of work or of fattening. 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. They harvest fungal forests and perform 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 page 62) 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 ghostly ethereal towers and zombie-legged rams. The ghouls are well prepared for sieges and mass warfare.

## Enemies & Allies

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

### Hostile

Aboleths, cave dragons, surviving drow (beneath the hellish fire of their lost city and in domains along the sunless sea), dwarves, derro, and svirfneblin count themselves among the enemies of the ghoul empire. They 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

A few kobolds trade with the ghouls, though always at

arm's length and always on terms that allow for a rapid escape if things go wrong. The imperial ghouls seem to find kobolds amusing or less palatable than other races; they are rarely the first eaten when the ghoulish larders are searched for food.

At other times, kobolds seem to operate as suppliers of ghoulbane oil to the ghouls' enemies. If discovered by the Imperium, these kobolds are summarily executed.

### 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 Ghoul 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 Scáthsidhe, 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 mycolids, who bring bodies in exchange for caverns where they can grow their young in safety. In addition, they are allied with the vampires and humans of the Principality of Morgau and Doresh, which they call the "Surface Realm."

The ghouls are also on good terms with wraiths and some ghosts.

## Imperial Hunters

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 values prime flesh brought in by its hunters. Darakhul hunters devote themselves to tracking, hunting, and capturing or killing humanoids 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 imperial 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.

## Magic Items

### Ghoulbane Oil

*When coating a weapon, this gray oil is devastating to undead.*

Lvl 5 50 gp

Lvl 15 1,000 gp

Lvl 25 25,000 gp

**Alchemical Item Power (Consumable):** Standard Action; applied to weapon or one piece of ammunition. Until the end of the encounter, this weapon threatens critical hits on 19-20 against undead. After the first successful attack (critical or not), the oil is used up.

Level 15—18-20

Level 25—17-20

### Leaching Lantern

*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.*

**Wondrous Item** (Level 21) 225,000 gp

**Power (Daily):** Standard Action

The lantern makes a free attack against one creature within its light (close burst 6; +24 vs. Will). If the target is hit, the lantern steals the target's highest level attack power (as the lantern's owner's, the choice is yours if there is more than one). The lantern channels the powers to you, and until the end of the encounter, you can use those powers. The lantern can make an attack each round until the end of the encounter. There is no limit to the amount of powers you can steal during an encounter.

At the end of the encounter or upon the lantern's destruction, you lose all leached powers. The powers are considered expended for the targets, but they regain the powers normally.

# Underdark Locations and Encounters

The lands under the earth extend for hundreds of miles beneath the deepest dwarven delvings 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.

The sites given here are all shown on the empire map on page 32.

## The Fallen Gates of Hammerheim

A demolished dwarven city lies buried under cave-in. It is guarded by a host of dwarven ghosts seeking vengeance. With their pitiful wails, they direct any who'll listen to the deepest mines of the city where imperial slave mines supply mithral to the ghouls.

Any captured slaves are so terrified that they refuse to cooperate except under extreme duress, such as with an DC 29 Intimidate check or an enchantment of some kind. If there is any interference at the slave mines, a runner will be sent for reinforcements, 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 Dwarven Ghost Army

Of the fall of Hammerheim, there are many bones but no complete skeletons. A large group clearly outfought the dwarves and then ate most of the fallen—the bones are savagely scarred with bite marks. Touching the remains may summon the ghosts of the dead.

## Pillars of the Underworld

A reddish-brown river sweeps through six stalactites connecting floor and 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 the iron-rich river descends from the surface to the deep underdark. The waters gather together to create a churning, dark reddish river that falls down through more than a thousand feet of caverns: some of them resemble rapids, others waterfalls.

There is a narrow path of tunnels and ledges that the dwarves dug out of the stone. This 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.

Climbing back up in safety requires three DC 20 Athletics checks for the most difficult sections. A failed check means that a character slips and falls, suffering 4d6 falling damage.

## Dragon's Graveyard

Crunching underfoot, 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, their bodies stripped of all flesh. One survivor, a young cave dragon named Gondecap, still defends these grounds.

With at least a month's rations, Gondecap can be bargained with. He's happy to provide information about Iddoret and the aboleth, the collapse of the drow cities, the recent march against Hammerheim, and the hated ghouls. For such a large creature, he's remarkably good at sensing and avoiding danger, always picking off ghoul runners and small patrols.

**Dragon's Hoard:** Gondecap's parents and siblings' masses of treasure were hauled away by the ghoul legions. What are left are the spoils of caravan raids and overrunning a ghoul outpost a few years back, plus a few well hidden treasures. 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 or climbing (two DC 20 Athletics checks) and a dedicated search.

## The Last King

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, and 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.

## Derro Cult of the Withered Hand

Throughout the cavern, the stench of habitation—of urine, sewage, and rot—is overpowering.

This is the home of a derro cult, worshiping the "King of the Underworld," as they refer to the Last King. They extort tolls from merchants and travelers seeking to pass through their hub caverns.

The cult is led by the elderly derro savant Orda. Her hair is extremely long and falls 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: none of them have pebbles or clappers inside.

Vinterslass, the cult's 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.

## The Centipede Tunnels

A slow trickle of water and food falls through the ceiling of this cavern from somewhere above, just enough to support the roaches, centipedes, and various small vermin that populate the area. Lots and lots of vermin. The whole cavern hums.

Anyone passing through is a target for the many and varied insect swarms within the tunnels. It is a favorite hiding place of the Last King.

Anyone attempting to stay and search the area takes a large number of swarm attacks, for the centipedes and other vermin defend their territory and attack anything edible.

## The Ruins of the Shrine of Eight Eyes

Elven globes of blue and purple light fill the cavern, serving as the only obvious signs of habitation. There is a tall domed structure at the center of the ruins carved in the shape of a spider. Surrounding it are curved buildings with pillars along the edges.

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 Indrella they created to watch over it. Anyone succeeding a DC 25 Perception check finds items left from the ghoul pillaging of the city. Indrella lives in webbing near the cavern ceiling, and only descends if she can cut off an intruder's retreat.

## Iddoret, the Aboleth Merchant City

The area reeks with the skunky air of a body of water full of algae and decomposition. This is a vast and sunless sea of black water, supporting a small settlement. Four large piers jut into the water, and the buildings cling to the cavern walls, some of them a strange round shape like a gargantuan puffball half-tumbling into the water. Slimy guards and a shimmering force effect ward entry to the area.

The shore of a sunless sea, the city is overrun by refugees from a recent imperial expansion into dwarven territory. 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: the winds over the Sunless Sea provide evaporative cooling and it's very damp.

Without goods to trade, travelers will need a DC 27 Bluff check to convince the guards to allow entry to this

guarded community. Of course, merchants 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.

The city boasts but a few shops and merchants. Meals and private quarters to sleep in are available but cost 20 times normal rates.

Attempts to gather information in Iddoret are expensive and difficult. No one knows much, and no one trusts those from the surface. A Streetwise check costs 50 gp to perform (drinks are expensive in this little town). Consult the following table for the information obtained.

**Table 3-1:  
NPCs of Interest**

NPC	Type	Interests
Slopsi, Lamagu	Derro 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

**Table 3-2:  
Information in Iddoret**

Streetwise Check	Result (Truth)
9 or lower	No information
10-14	Drinks are expensive, and the town is packed with 10 refugees. A drow shrine was overrun not long ago, off to the west.
15-19	The kobold city is probably safer, if only the tunnels weren't so tiny.
20-24	The local chieftain is an aboleth, one of a dozen that run the city with their servants. The main one is a powerful mage, Flurvon, who dotes on his slimy daughter and abuses everyone else.
25-29	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 or higher	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

Meeting Flurvon is not easy. Travelers must have a plausible excuse, such as an offer of scrolls or lorebooks from the surface or a deal to spy on the darakhul. Gaining admittance past Flurvon's chamberlain, a hunched, slime-covered dwarf named Alberon, requires a DC 35 Bluff or Diplomacy

check. He hates everyone and it's his job to say no.

Once within the house, Alberon leads guests to meet Glidriss, Flurvon's daughter and apprentice in the forbidden lore of the Sunless Sea. Refusing to meet with her is an insult, and gets visitors thrown out of the settlement.

The quarters are deep within one of the bubble buildings. Most of the chambers are half-solid floor and black water. These rooms are where guests are met by the resident aboleths.

Flurvon's daughter is a standard aboleth. She addresses visitors in Deep Speech, summoning Licross, a refugee derro priest, to translate if needed and listen to the conversation (to discern any lies).

Always, Glidriss wants to know three things about guests. Are they enemies to the darakhul or spies for them? Are they potential allies for the aboleth? What will they pay for the aboleths' help?

Visitors affirming that they are darakhul enemies, willing to work with the aboleth against the darakhul, and willing to pay a substantial fee for “mercenary help,” will be escorted into her father's presence, Flurvon the Aboleth-Mage and Master of Iddoret.

### 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 traveler makes a DC 20 Diplomacy 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-sized travelers can enter Lillefor but must constantly squeeze through the passages and doorways. Large creatures cannot enter at all without magic.

### The Pit of All Flesh

This cavern was once filled with natural stone columns and crystal formations, but they have long been smashed into powder. The most striking feature now is a massive pit.

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 various gods and demon lords 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 Endurance check or be nauseated until they leave or are restored.

Living creatures actually entering the liquified flesh risk infection with darakhul fever just by the contagious nature

of the mess. If infected, the creature walks back up out of the slime turning into a ghoul... or they may disturb the hideously mutated otyugh that lives in the pit, the Lord of Old Flesh.

## The Marshlight Caverns

The air is thick, heavy with moisture, and the walls of the tunnel are slick with water. The ground is mucky and the mud is warmer than you'd expect, but there are some raised paths out of the muck.

This underground swamp is warmed by superheated water from a central heated core that feeds geysers throughout the cavern. Frequently, will-o'-wisp will attempt to lure parties toward the erupting geysers and into deep muddy pits by posing as "elven lights."

Any will-o'-wisps present typically wait until travelers have gone out as far as possible on the paths, and then they try to lure their prey into the swamp itself—where the geysers are—with their lights.

### Geysers (Level 9 Blaster)

*Superheated steam cloud erupts from ground (treat like caustic geyser hazard but with fire damage instead of acid).*

## Blinderstal, the Dark Creeper Stronghold

Blinderstal is the only surviving dark creeper stronghold in this part of the underdark. The dark creepers are not exactly hostile to travelers, but they aren't friendly either. The dark creepers are the sneak thieves and bandits of the underdark, always living on the work of others. They must resort to eating bats and crickets when caravan pickings are slim.

The first thing noted at the city is the smell: like old socks and unwashed bodies, stuffy and nasty. The next thing noted, after meeting the dark creepers, is that they are completely paranoid. Travelers must make DC 20 Diplomacy checks to avoid being attacked. To get the dark creepers even to agree to allow travelers to purchase food, shelter, and supplies from their settlement, travelers must win them over with a DC 35 Diplomacy check. The dark creepers are much too jumpy to make any kind of negotiations easy. Combat is always very likely.

Even for those that can make a suitable impression, the dark creepers don't get chummy. While they'll tolerate visitors as "foolish surface dwellers who were unprepared," their pity is not an open hand. All supplies cost 10 times surface prices, and many items aren't available. The entire time travelers are at the settlement, a dozen crossbows will be kept leveled at them.

There are 242 dark creepers and 21 dark stalkers in the Blinderstal settlement. The nearest friendly stronghold, Tendyocan, was wiped out by the darakhul, so there's a siege mentality at work.

## The Forest of Forgetting

This cavern is filled with white fungoid trees, mushrooms with branches and fleshy roots. Their leaves are mushroom

caps, and the whole cavern smells like fresh mushrooms. Well-worn paths lead this way and that through the forest.

This forest is a major food source for the region and a grazing area for carrion beetles. The white mushrooms stand 8-30 feet tall. The mycolids 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. A close examination of the mushroom trees, DC 24 Nature check, reveals that they 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 a few minutes.

### White Fungoid Spores (Level 7 Blaster)

**Hazard:** Each giant mushroom fills 4 squares (as a Large creature) and exudes white fungoid spores.

**Perception:** No check is necessary to notice the mushrooms.

**Additional Skill:** Nature

★ DC 24: The character identifies the species of giant mushroom and knows about the white fungoid spores.

**Trigger:** Any creature enters into or begins its turn within 3 squares of the a giant mushroom is attacked.

#### Attack

**Standard Action**      **Close** burst 3

**Target:** Creatures within burst

**Attack:** +12 vs. Fortitude

**Hit:** The target is dazed (save end); on a failed save, the target falls unconscious (save ends); on a second failed save, the target sleeps for 24 hours.

#### Countermeasures

★ Characters can elect to hold breath while in area (making Endurance checks as necessary).

★ Characters can deal 10 fire damage to giant mushroom, which causes it to cease spore production; just chopping it down does not stop the spores as the mushroom continues to emit them even in death.

Creatures that fall asleep here are usually bartered to the ghouls by the 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 Travelers

Those captured will be tied, manacled, and then sold off to the nearest ghoul flesh-merchant, likely ending up in the food market or the slave pens in the White City.

## Slave Pits

This cavern has many pits, containing manacled humans, dwarves, and drow; they wear tattered clothes and sit and stare listlessly.

The ghouls and beetles that guard the pits are excellent climbers and can scramble up and down the pit walls with relatively little trouble. Others must make a DC 25 Athletics check to climb the wet, slick walls.

The guards continually watch to see which prisoners 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 Bat Mountain

An enormous mound of bat guano fills this cavern. A colony of more than 10 million bats nests on the ceiling and walls, flying out every night through a narrow vertical chimney more than 800 feet up.

The smell of bat droppings and their high-pitched squeaks are quite obvious from some distance. The noise is almost a continuous roar, and the tunnels are filled with vermin: roaches, centipedes, and cave crickets are everywhere the eye can see (or, barring that, where the torch can illuminate).

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-foot-high pile of guano and carry it many miles to the Glowing Forest or the Forest of Forgetting, to trade to the mycolids. The work is difficult and verminous, as small cockroaches, centipedes, and beetles feed on the guano.

Travelers wishing to exit this way must be able to levitate, fly, or climb up the 500-foot negative slope covered with bats and moisture (DC 40 Athletics check) to the exit tunnel. This exit tunnel (or chimney) is much easier climbing (DC 30 Athletics check), 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 DC 30 Acrobatics check. Other creatures just won't fit without magical aid.

Any interference with the mycolid's fertilizer supply brings a group of guards and then an entire legion within 24 hours.

## Cinnabar Mines

Red dust fills these passages, obscuring the vision of all humanoids who enter. The nearly constant sound of iron tools hitting stone rings through the area. This section of caverns is home to a cinnabar mine: the ghouls gather the cinnabar and treat it to release mercury for alchemical purposes and for use in the cities. The ghouls and ghost miners don't want any trouble; they just want to keep digging out ore to sell in the White City or Vandekhul. If travelers make any threatening moves or are seen by the darakhul overseers, however, the miners will attack. 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).

**Cinnabar:** The miners have almost 400 lb. of cinnabar ore loaded into leather sacks at any given time. This is worth 2,400 gp at any ghoulish settlement but only one-fifth that amount on the surface.

## Simple Ghoulish Outpost

This tunnel is sealed with a metal gate 10 feet wide and 15 feet tall. A voice behind and above announces to all

visitors, "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 outpost 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 imperial ghouls and lesser ghouls.

## The Fleshbrook Crossing

A three-arched bridge spans a rushing river here, and eight metal lanterns hang on posts all along the bridge, shining with an unwavering yellow-green light. The bridge leads up to an enormous stone door flanked by two small towers. The gate is always shut.

This settlement from the days of the Hundred Kings is a valuable river-crossing site, settled by several hundred ghouls who engage in trade up and down the 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. Fleshbook's single bridge over the Yellow River makes it a valuable strategic site.

Travelers can buy goods and services if they pass themselves off as merchants, or they can fight as many ghouls as they care to. The gate is defended at all times by darakhul Vonder Gallowglass, the Captain of the Gate, and his men.

The city's population is 648: 14 darakhul, 40 dread ghouls, 490 lesser ghouls and ghouls, 92 slaves, and 12 carrion beetles.

The citizens work to breed and sell lamp beetles. This abundance of common fire beetles projects a slightly brighter, yellow-green light, in a 20-foot radius. Their luminescent organs last longer than a week or more. Scribes and accountants prize the light as less fatiguing than reddish fire beetles or harsh magical lights. A single organ costs 25 gp.

Approximately 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.

## The Abandoned Crossing

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 water here is 3 feet deep and moves at a good speed. Worse, movement through the water tends to attract the attention of the watery denizens that scavenge near this crossing.

The crossing is about 70 feet across from bank to bank, but the roof is rather low. The ceiling is littered with bright white, yellow, and orange stalactites, each with a drop of shining liquid at its tip. The distinct smell of rotten eggs pervades the area. The stalactites collect drops of sulfuric acid, leaching from surrounding mineral deposits.

**Fording the River:** The cold, rushing water is hazardous

terrain requiring a DC 19 Acrobatics check each round to wade through. Failure means slipping into the water, being dragged 3 squares, and taking 3d6 damage. Each square is difficult terrain.

**Flying Across:** The sulfuric acid fumes and droplets among the stalactites can knock flying creatures senseless. Any creature flying over the crossing must make a DC 18 Endurance check each round or be dazed and weakened from nausea. A dazed and weakened creature must make a DC 18 Endurance check each round or fall unconscious from the fumes.

## The Hunger Oracle

On the distant southwestern edge of the empire, where many ghoulish 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 Religion check, travelers 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 many years.

The priesthood welcomes all those who hunger, offering a scrap of unidentified meat and 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 will tell travelers whatever it can about the future.

The oracle appears to be an undead drow priestess. She is always sitting in a niche along the wall, swathed in a heavy grey cloak and wearing sandals made of worn, dusty fibres. A filthy derro junior priest demands tribute to the Vardesain before approaching the oracle: only gems, magic, or flesh.

The fees are steep. If travelers pay, it quickly becomes clear that the oracle is actually 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 half of all witnesses' available healing surges.

<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 ceremonies. 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>

## Jalla, the Aerie of the Cloakers

This is the cloakers' primary roosting place, a single enormous stalactite hanging above a deep black abyss. Many cloakers fly in and out of local passages carved into the rock itself. Scores of cloakers soar about, vibrations from their moaning and screeching pervading the air.

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.

The cloaker hive mother is a massive creature, possessing nine consorts who act as the gatekeepers to her nesting chamber.

The cloakers largely ignore travelers unless attacked. Their goals and those of surface dwellers are not closely related; unless food or bloodshed is involved, the cloakers simply pretend others do not exist.

**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. Cloakers are used to the winds here and consider them a normal part of their movement; they can take a free 2-square shift each round they fly in the abyssal winds and are not moved randomly by the wind.

*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.

*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.

*Harmonic Hall*—This hall constantly echoes and thrums with cloaker song. Any creature entering the hall must make a saving throw each round or be deafened (save

ends); deafened creatures must make a saving throw each round or be stunned (save ends).

**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. Teleporting or something similar will likely be required to escape the cloakers' wrath.

**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.

**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.

## Gonderif, the Derro-Ghoul Mines

Once a derro city, Gonderif's stone gates and pillared halls still reflect the excellent craftsmanship 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.

The city is primarily an armaments factory 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 as "smith," "miner," or "food." The two types of dwarves do despise each other, but they protect each other against Duke Radu and the chamberlain, Coreade.

Gonderif is currently held by the darakhul Duke Radu Kopecs. 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-derro who enjoys lording it over the men at every opportunity. Rumors claim that she drains many male derro 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 derro rogues as spies, informers, and bullyboys. These primary overseers are named Flocka, Merro, Sindrovade, Carstaff, and Meksa. Another 16 imperial ghouls and 33 lesser ghouls serve her. All others fear her.

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 travelers on sight. Instead, she will wait until they leave, and then, she will summon her magical mount and set off in pursuit, perhaps with three of her bullyboy rogues. They will try to rush the party and drag them back to the mines as slaves.

## Gnawbone, Home of the Anu-Akma

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 20 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. There are many undead dressed in the black robes of the priesthood.

Once a drow city, Gnawbone was converted into a center of the Anu-Akman priesthood. They have adapted a shrine of Silistryn the Spider Goddess shrine to their own uses. The best carrion beetles, finest spider silks, and most devoted undead servants are among Gnawbone's exports, but its true fame is as a pilgrimage site. It boasts the largest shrine to the Anu-Akma in the empire, and the tomb of the first emperor.

Gnawbone is the current residence of the Hunger Duchess, Orsolla Stritt. A former-human woman who relishes her role as a ghoulish noble, in life she was a simple kitchen maid who went out to meet her 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 ghouls, 51 imperial ghouls, and 99 darakhul, all of them members of the priesthood to some degree. The Plaguejoy Legion defends the city.

Duchess Orsolla's closest advisor is a priest of the God-Empress Haresha, a long, tall, and rail-thin half-elf

### Five City Hooks for Gnawbone

- ◆ **A Sacrifice at the Temple:** There is 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 Anu-Akma, of course.
- ◆ **A Lich's Procession:** A lich glides along on a floating disk, surrounded by four spectral bodyguards and a small mass of drooling followers. Anyone holding a conversation with the lich learns much about ghouls; each answer she provides is also a hypnotic attack (+15 vs. Will). Those who fail are hypnotized and join the procession (save ends).
- ◆ **New Priest's Festival:** The investiture of a priest into the ranks of the darakhul. This calls for feeding a lesser ghoulish or imperial ghoulish a lot of fresh meat infected with ghoulish fever, and then performing the appropriate Ritual of Investiture. The priests leading the investiture congregation of lesser ghouls tries to waylay bystanders to be a tribute; if travelers get away from the congregation, no one holds it against them.
- ◆ **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 samples.
- ◆ **A Poor Plea:** Beggar ghouls, grievously wounded by a patrol of imperial ghouls, ask random travelers for healing to restore strength. If it is granted, one beggar provides a bit of information about the city. If snubbed, the beggars may report travelers to the city guard as spies, who send a patrol to arrest them.

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 travelers if a worthy request is made. This requires a DC 30 Diplomacy check and a small bribe (i.e. flesh, minor magic, good gems).

The duchess's thick black hair is all held up and pointed forward, almost horizontal, making her face very hard to see; she also wears a red necklace of braided ribbons. Her odd hair is a popular new style because she introduced a guillotine-like device called the Emperor's Axe to the city. The hairstyle is meant to mimic the way a victims' hair falls around their face just before the blade falls; the ribbon's meaning is fairly obvious. Orsolla is enchanted with her new execution device and looks for excuses to discuss it and put it to use.

That small madness aside, she does listen to whatever travelers propose, especially if it benefits herself or Anu-Akma. Actually winning her support for any concrete action requires a DC 30 Diplomacy check; failing that, she gives a listless wave, saying "shadows, capture them."

Her shadows attack with surprise unless someone makes a DC 20 Perception check, noticing that the room is inhabited by 30 shadows. When a party falls, she chooses the strongest or most attractive victim to infect with darakhul fever and executes the rest.

## Fretlock

Something about Fretlock is different; the air smells a little fresher, there are more tanned humans who have obviously been in the sun, and other signs point to a location near the surface. However, there are heavily armored soldiers everywhere, as well as four or five large caravans loaded with goods; the whole city seems to be packing up to move.

Settled by the strongest of the Hundred Kings, this ancient settlement lies just below the huge cemeteries of Walker's Wood. 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 imperial ghouls, 146 imperial ghouls, 49 darakhul nobles and generals, 3 members of the necrophagi, and 17 commissioned and experienced imperial hunters. With a total population around 3,800, Fretlock is a small town by surface standards.

The Wyrmblooded Legion guards Fretlock. Given the city's position near the allied nation of Morgau and Doresh, the possibility of an invasion is considered remote. 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.

## 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 death and infusing their anima with necrotic energy 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 assignments and plotting away from sharp eyes and ears, and even a pair of war galleys, just in case the aboleth show themselves.

Whenever the emperor is not in residence, Duke Morreto Lichmark—the emperor's current favorite among the dukes—rules the city. The city contains approximately

### Five City Hooks for Fretlock

- ◆ **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.
- ◆ **Recruiters:** Imperial hunters recruit candidates for the army, offering gold and, possibly, magic items 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 travelers are hesitant about the offer, they attempt to "recruit" the strongest-looking bystander by force.
- ◆ **Gifts to the Magi:** A necrophagi asks travelers to provide 8 pints of blood to him, immediately. Any who fail to obey make 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.
- ◆ **His Lordship Requires a Brief Loan:** A visiting vampire baronet is gambling and politely asks a wealthy looking traveler for "additional funds." If given less than 1,000 gp, he attempts to dominate the individual and take everything of value.
- ◆ **War Bells:** The bells toll for the service of Mavros 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.

1,000 lesser ghouls, 120 imperial ghouls and ghouls, 14 darakhul priests of the Vardesain, and 39 darakhul scholars and nobles. No living slaves are allowed here; the lesser ghouls 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 former-drow with lips permanently pulled back from her bright white teeth. She and her 750-strong legion 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. Imperial ghouls do most of the serious sulphur mining.

## The Sulphur Sea and Chandelier Island

By flying or by boat, travelers 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 winds on the rotten water are strong, creating ripples and small waves. There is a constant background sound of shrieking and wailing—like a soul in agony—that gets louder the closer one gets to Chandelier Island.

In the water about 12 miles from Vandekhul, with the town light still a distant glow to the west, sits a large island of stone—Chandelier Island, rising from the Sulfur Sea. It is actually a stalagmite island, and above it hangs an enormous stalactite, a white mass of gypsum crystal that gives the island its name.

The island slopes up to the top of a hill. Just above the hilltop hangs a mass of gigantic, sword-like crystals, each of them surely weighing tons. These 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 originate from those crystals swords.

### *Stealing a Boat in Vandekhul*

The theft of vessels from the shore has long been a problem thanks to many slaves and lesser ghouls, so most boats are either kept in a guarded boathouse or watched by two or more imperial ghouls. Available boat types fall into three categories, and there are two unique 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: a small 3-person variety (20 feet long and 4 feet wide) and a large 12-person yacht favored by the nobility (40 feet long and 8 feet wide). There are about six

of the latter present at any given time; they are much better guarded.

**Paddle Boats:** These boats are small, 10-foot 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.

**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 Dungeoneering 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 feet 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 magical silence cast on its oars to muffle the ship's approach. The ship is crewed by 50 ghoul oarsmen, 4 imperial ghouls overseers, and 2 darakhul warriors. 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 ballista. There are rumors that it can phase to travel from one body of water to another.

The Phantom travels 3 miles per hour under magical sail, or 4 miles per hour 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.

## The Depths of the Earth

The air here grows increasingly hot, uncomfortably so. Strangely enough, the tunnel walls are coated with powdery dust, appearing like frost.

This is the deepest point of the empire, and the air here is very thick and hot. Temperatures make wearing heavy or even medium armor for very long uncomfortable (DC 20 Endurance check or become weakened and slowed).

In this inferno lies 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 Anu-Akma. Approaching Spelos's lair, the cavern opens up, 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.



# Darakhan, the City of White

The empire of the Darakhul has no beating heart; it boasts a metropolis that is its endlessly hungering maw. Darakhan is 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 Darakhan to make a play for power and influence. Most find it a stony place with little room for error.

## Approaching the White City

The approaches to the city are littered with sentries: shriekers, sniffer beetles, and random undead, in addition to being protected by double “airlock” style gates, which are manned by undead at all times.

Bypassing the second gate is a 40-foot section of flooded tunnel. Undead swim through here constantly. Those entering by the main gates are watched with much greater care.

## 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 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:

**Darakhul Citizen Guards (XP)**

**Darakhul Warrior (400 XP)**

**Branko Charonson Darakhul Captain (1200 XP)**

**Necrophagi Apprentice Wizard (XP 400)**

## Beyond the Second Gate

Past the second gate is the city. Within this 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. The streets branch right and left. A small hill looms toward the center of the city topped by a tall black tower, white buildings with columns, and so on. Hundreds of humanoids mill about the streets, some in armor with the three-skull sign of the empire, others looking thin and covered in rags. This is clearly a major city. There are 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.



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 imperial ghouls, 16 imperial ghouls, 16 imperial ghouls, 32 imperial ghouls, 16 imperial ghouls, 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.

## City Quarters and Prominent Locations

The White City is wide open for exploration, but many sections are quite dangerous for fleshling visitors. Travelers 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 travelers have strong social skill checks or offer bribes of flesh.

### Merchants and Livestock Pens

This quarter is devoted to commerce: ghouls, kobolds, slaves, and zombies are everywhere carrying goods, forcing slaves to march in shackles, and haggling 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 exotic metals, alchemical drinks, foul liquids, beautifully carved bones, and even wigs and songbirds.

Any and all the goods 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.

### Foreigner's Quarter

This district is full of life, literally. There aren't more than a few ghouls here: instead there are kobolds, bugbears, drow, 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, the 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 Darakhan. The district contains many small warehouses, all of them tightly warded with magic mouths, mage locks, and sentries. Petty theft is punishable by loss of an arm. Execution is reserved 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 small groups with food and forage included. Most visitors travel with giant lizards or carrion beetles and pay twice that amount.

### Beggars' Hovels

This entire district is made of tiny passages between filthy shanties made of piled stones, scraps of leather, and rope. Everywhere, there are starving ghouls: ribs sticking out, claws twitching, eyes following travelers from one narrow alley to another. Periodically, there is the sound of something wailing, a steady, low noise abandoned to despair.

Thousands of ghouls and ghosts live here, always hungry and on the edge of a riot. Any traveler foolish enough to enter the region will trigger a ghoulish frenzy unless they make a successful DC 30 Bluff or DC 25 Intimidate check every minute they remain.

### Artisans' Quarter

This district has many small shops: weavers, tanners, dyers, smiths, scribes, and jewelers. Payment is in the unfamiliar coin of the realm, 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 travelers act suspicious, the residents are quick to call the watch, bringing nine imperial ghouls in no time.

### 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 could only be the noble's or merchant's quarter. 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. No one seems 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. Some specific 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 Crypthand

Occasionally an assassination or coup is staged against one of the ghoulish 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 travelers 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."

## Marquises 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 hounds patrol the walls and towers.

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. 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 marquises 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.

## 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.

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. The two guards at the door are drow. They cannot be bribed (they fear their master too much), but they can be talked round with a DC 35 Diplomacy or a DC 35 Bluff check.

To all guests, the Black Prince is superficially friendly. In fact, he is bored with the company of the undead and is constantly looking for more meaningful distraction and, possibly, assistance in sensitive and surreptitious matters of state.

This fey lord greets all in his audience chamber, where he 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 carries a rapier at his side and is

almost always accompanied by two enormous black dogs.

With a DC 30 Perception check, travelers notice the wooden gallery above the audience chamber along with elvish voices and the rattle of quivers.

His dogs are shadow mastiffs, and there are six shadow fey archers above.

The Black Prince will watch carefully to see where interesting travelers go.

## The Demonic Embassy

The demons of the underdark are good friends with the darakul. 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 the various demon lords and are happy to aid most betrayals, some plots, and all general acts of mayhem.

The building appears 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 addition to 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 ghoulish but slovenly dretches that are easily fooled or bypassed. The interior of the embassy is full of these things; they provide the staff of 23 servant-demons.

The demonic embassy is here to make sure that the ghouls tend toward chaos. 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 Mavros—and to encourage vice in all forms. He's not subtle about this.

With a DC 20 Arcana check, guests know that the demon hopes that a party member will open a vein and offer up a small goblet of blood (a 2 healing surge loss should do it). If guests don't provide this, they suffer a -4 circumstance penalty to all Bluff, Intimidate, and Diplomacy checks with Ambassador Sinderec.

If visitors want 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.

## Necropolis

The necropolis is guarded by a gypsosphinx (see page 64).

## Temple of Anu-Akma

Carved figures stand over the enormous doorway, which shows a masked figure in long robes welcoming visitors with open arms. This seems fairly benevolent, but the mask is actually a blank face. Living creatures are walking from the left of that blank figure's scythe and then crossing over it to the right side.

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, possibly acid or lye. There is always a priestess chanting over the altar in the center of the temple—sometimes above the body of a victim, sometimes not.

All the gods of the darakhul have a temple in the White City, but the temple of Anu-Akma 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 Anu-Akma is loud and sincere; the blank-faced god is said to be the wellspring of ghoulish power. Each temple is always attended by at least two imperial ghoulish underpriests; the high priests visit only to conduct services and offer sacrifices.

The high priestess of Anu-Akma is Lucretia Tideblood; she is a former-human darakhul who served as a priestess in life as well. Her two assistants are imperial ghouls.

### Lucretia Tideblood

Female darakhul human cleric 10 evil high priestess

**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)

### Dread Horde Ghouls (20)

## Legionnaires' Quarter

The barracks and Mavros' temple dominate the eastern end of the military quarter, but the homes of ghoulish spawn, allies, and servants dominate the western end. This quarter is home to most of the weaponsmiths, armorers, and suppliers of the imperial legions.

## The Fighting Pits

Darakhan is famous for its gladiatorial arenas; 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 and some as 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—Bracus Hellspear and Matoni Razic are two such professionals—fight only against those they know they can slaughter.

The main bookmaker these days is a new fellow recently arrived from Zobeck: former member of the city guard, Arno Landsteiner, now called Arno Underland.

## 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—or, to be more precise, anyone who is not an officer—but the beetles are less fussy. To them, living creatures are food. They may attack travelers who venture too close to the cavalry training, where the legions work with archery, ballistae, and acid spitting on command.

## 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, the Temple of the Emperors, and the Shrine of Vardesain.

## Temple of the Emperors

The small grey and white temple seems devoted not to a single god but to many. The building is dominated by four 12 foot 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 Anu-Akma, 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 has a sharp political mind and has advised the emperor for some years. Anything she is told goes 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. If Doina Doresh is attacked, a contingency effect on a ring she wears triggers and teleports her to safety, only to return with 50 members of the Iron Legion.

## Fane of the Necrophagi

Six floating skulls surround this black tower, and its windows glow greenish-yellow with a steady light. Its guardians, two skeletons 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 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 most likely either at the Black Tower or in consultation with the emperor, Loremaster Eressar, or the courtesan Olja Chornovoi. Master Quickborn has four mohrg guards that accompany him everywhere.

## Shrine of Vardesain

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 is a 10-foot diameter pit in place of the typical altar, guarded by one attendant, a bald undead dressed in a simple black robe. The attendant always appears to be deep in thought or meditation, sitting 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 Vardesain and one of the rare Sated Ghouls who no longer feeds or hungers. He stares at bones and meditates on the nature of undeath. 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 visitors fail 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 that brings the elder black pudding up from the pit.

The elder black pudding, living in the pit 20 feet down, serves as a focus of worship and meditation for the followers of Vardesain's Cult. They call it simply the "Devouring Spirit." It appears one round after any combat begins in the temple, and attacks all non-undead it finds. It never pursues a foe outside the temple.

If travelers do bring an offering, Cimbrai listens politely to their concerns but does nothing. Unless they seek help overthrowing the priesthood of the Anu-Akma or Mavros, they will get no help from Cimbrai. He wants complete and absolute change through 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—paying especial attention to their numerous and egregious flaws—and where the entrances to the Buried Palace are.

# Monsters

## Carrion Beetle

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.

**Carrion Beetle** **Level 9 Artillery**  
Large natural beast XP 400

**Initiative** +7    **Senses** Perception +7; darkvision  
**hp** 79; **Bloodied** 39

**AC** 21; **Fortitude** 22, **Reflex** 21, **Will** 20

**Immune** disease, poison; **Resist** 5 necrotic

**Speed** 5, burrow 3 (tunneling), climb 3

✕ **Mandible Crush** (standard; at-will) ★ **Acid**

Reach 2; +16 vs AC; 1d6+5 damage, and ongoing 5 acid damage (save ends).

☀ **Acid Lob** (standard; at-will) ★ **Acid**

Ranged 10; +14 vs Reflex; 1d8+5 acid damage, and ongoing 5 acid damage (save ends).

💣 **Caustic Jet** (standard; recharge on 6) ★ **Acid**

Close blast 3; +12 vs Reflex; 3d8+5 acid damage, and ongoing 5 acid damage (save ends).

**Alignment** unaligned    **Languages** —

**Str** 20 (+9)    **Dex** 17 (+7)    **Wis** 15 (+6)

**Con** 19 (+8)    **Int** 1 (-1) **Cha** 11 (+4)

### Strategies and Tactics

Carrion 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 mycolids, or by other races that consume beetles, they fight fiercely with a powerful set of mandibles and spiked foreleg claws. In addition, they can spit digestive acid at foes whenever they retreat.

### 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 carcasses of large animals. They are often found in symbiotic relationships with mycolids, darakhul, and related species. Carrion beetles are food for many creatures 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 beetle caravans when they find them.

### Environment

Carrion beetles live underground or in dense 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; however, it makes an excellent platform for ballistae and howdahs. Its thick exoskeleton varies in color 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.

### Society

Carrion beetles have little society of their own. They rarely gather in groups larger than a breeding pair with 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 are always antagonistic toward the giant lizard mounts.

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—ghouls hide within the shell to approach hostile territory—and as armored undead platforms for howdahs packed with

#### Symbols

- ✕ melee basic attack
- ❖ melee attack
- ⊙ ranged basic attack
- ☀ ranged attack
- ⚡ blast
- 💣 close burst
- △ area

archers or spellcasters.

## Cultists of Marena

Cultist of Marena	Level 4 Controller
Medium natural humanoid	XP 175
<b>Initiative</b> +4 <b>Senses</b> Perception +8	
<b>Justifying Whispers</b> aura 1; enemies within the aura suffer a -2 penalty to Will defense	
<b>hp</b> 53; <b>Bloodied</b> 26	
<b>AC</b> 18; <b>Fortitude</b> 15, <b>Reflex</b> 16, <b>Will</b> 18	
<b>Speed</b> 6	
☉ <b>Flesh Fails</b> (standard; at-will) ★ <b>Necrotic</b>	
Ranged 10; +8 vs. Will; 1d6+4 necrotic damage, and the target takes an additional 1d6 necrotic damage for every square that the target approaches the cultist (save ends).	
❖ <b>Unbridled Desires</b> (immediate interrupt, when an enemy targets the cultist with a melee or ranged attack, including basic attacks; at-will) ★ <b>Charm</b>	
Targets an adjacent creature that is not currently triggering this power; +8 vs. Will; the target blocks the attack, taking all damage in place of the cultist.	
<b>Devotional Ecstasy</b> (immediate reaction, the first time a creature dies; encounter) ★ <b>Healing</b>	
The cultist spends a healing surge and regains 13 hp, and gains a +2 bonus to all defenses until the start of its next turn.	
<b>Alignment</b> evil <b>Languages</b> Common	
<b>Skills</b> Bluff +12, Diplomacy +12, Religion +9	
<b>Str</b> 10 (+2) <b>Dex</b> 15 (+4) <b>Wis</b> 12 (+3)	
<b>Con</b> 13 (+3) <b>Int</b> 14 (+4) <b>Cha</b> 20 (+7)	

## Slaughter Priestess of Marena

### Level 14 Elite Controller (Leader)

The priestess's gowns were ragged and stiff with dried blood. Indeed, her hair stood out in spikes from the gore that coated it, and her hand ran red with blood as she tightened her grip on the dwarf's heart.

*The dwarf twitched once, then twitched no more.*

Slaughter Priestess of Marena	Level 14 Elite Controller (Leader)
Medium natural humanoid	XP 2,000
<b>Initiative</b> +12 <b>Senses</b> Perception +14	
<b>Taste the Blood</b> aura 20; while in the aura and bloodied, allies (and the priestess) gain resist 5 to all damage	
<b>Disturbing Thoughts of Flesh</b> aura 10; while in the aura, all enemies receive a -2 penalty to saving throws	
<b>hp</b> 276; <b>Bloodied</b> 138	
<b>AC</b> 30; <b>Fortitude</b> 25, <b>Reflex</b> 28, <b>Will</b> 30	
<b>Immune</b> charm	
<b>Saving Throws</b> +2	
<b>Speed</b> 6	
<b>Action Points</b> 1	

### ☉ **Chilling Beauty** (standard; at-will) ★ **Charm, Gaze, Psychic**

Ranged 10; +18 vs. Will; 1d10+6 psychic damage, and immobilized (save ends).

### ☀ **Heart Wrench** (standard; recharges when first bloodied) ★ **Charm, Reliable**

Ranged 10; +18 vs. Will; the target is dominated (save ends).

### ❖ **Die for Me** (standard; at-will) ★ **Necrotic**

Targets an adjacent dominated creature; +18 vs. Fortitude; the target takes damage equal to its bloodied value; if this attack drops the target to 0 hp or lower, the priestess and her allies gain their bloodied value in temporary hp.

### ☠ **Bow before Me** (minor; encounter) ★ **Charm**

Close burst 1; targets enemies; +16 vs. Will; target is pushed 1 square and knocked prone, and the target is immobilized and takes ongoing 5 psychic damage (save ends both); as long as even 1 target remains affected by this power, no enemy can move adjacent to the priestess.

### **Delicious Pain** (free 1/round; at-will)

The slaughter priestess of Marena takes 1d10 damage, and gains +2 bonus to all defenses until the end of her next turn.

### **Alignment** evil    **Languages** Common

**Skills** Bluff +19, Diplomacy +19, Religion +15

**Str** 13 (+8)    **Dex** 20 (+12)    **Wis** 15 (+9)

**Con** 18 (+11)    **Int** 17 (+10)    **Cha** 25 (+14)

## Darakhul

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 the flaming sword brandished before it. "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 who speak their own language and balance rationality with their eternal hunger to feed on 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, becoming ghoulish in appearance. 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 particularly strong-willed creature is infected with ghoul fever and its anima refuses to shed its memories and reason along with its soul. Most survive the experience with their personality 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 of Zobeck.

## Beggar

## Level 7 Lurker

**Darakhul Beggar** Level 7 Lurker  
Medium natural humanoid (undead) XP 300

**Initiative** +11 **Senses** Perception +9; darkvision  
**hp** 64; **Bloodied** 32  
**AC** 21; **Fortitude** 19, **Reflex** 20, **Will** 19  
**Immune** disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant  
**Speed** 8, burrow 4

✗ **Distracting Claws** (standard; at-will)

+10 vs. Reflex; 1d8+5 damage, and the target takes a -5 penalty to Perception checks (save ends).

❖ **Charnel Buffoonery** (minor, at-will)

Bluff vs. Insight; the ghoul gains combat advantage over the target.

❖ **Ghoul Frenzy** (standard, at-will)

Requires a group of four or more ghouls that share initiative and can each move to threaten the target in a single move action (this provokes opportunity attacks from the target); the target is mobbed (save ends, -1 penalty for each ghoul in mob), knocked prone and stunned (save ends). As long as the target remains prone and stunned, each ghoul in the mob makes one melee basic attack against the target (automatically hitting) on its turn.

❖ **Vicious Bite** (standard; at-will) ★ **Disease**

+12 vs. AC; 2d8+5 damage, and the target is immobilized (save ends). If the target is already immobilized, the target is instead stunned (save ends).

**Hidden Vantage**

The ghoul deals 1d8 extra damage against any target it has combat advantage against.

**Hungry**

All successful melee attack rolls made by the ghoul against bloodied foes are critical hits.

**Alignment** evil **Languages** Common

**Skills** Acrobatics +12, Bluff +11, Dungeoneering +9, Stealth +12, Streetwise +11, Thievery +12

**Str** 9 (-1) **Dex** 19 (+7) **Wis** 13 (+4)  
**Con** 16 (+6) **Int** 15 (+5) **Cha** 16 (+6)

## Citizen

## Level 7 Soldier

**Darakhul Beggar** Level 7 Soldier  
Medium natural humanoid (undead) XP 300

**Initiative** +6 **Senses** Perception +8; darkvision  
**hp** 80; **Bloodied** 40  
**AC** 23; **Fortitude** 19, **Reflex** 20, **Will** 19  
**Immune** disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant  
**Speed** 6, burrow 4

✗ **Tearing Claws** (standard; at-will)

+14 vs. AC; 1d8+5 damage (crit 2d8+10)

❖ **Vicious Bite** (standard; at-will) ★ **Disease**

+14 vs. AC; 3d8+5 damage, and the target is immobilized (save ends); if the target is already immobilized, the target is instead stunned (save ends).

**Brutal Efficiency**

Attack rolls by the ghoul score critical hits on rolls of 19-20.

**Alignment** evil **Languages** Common

**Skills** Athletics +9, Diplomacy +11, Dungeoneering +8, Insight +8, Intimidate +11

**Str** 12 (+4) **Dex** 13 (+4) **Wis** 11 (+3)  
**Con** 16 (+6) **Int** 19 (+7) **Cha** 16 (+6)





## Warrior

## Level 9 Soldier

**Darakhul Beggar** Warrior Level 9 Soldier  
Medium natural humanoid (undead) XP 400

**Initiative** +9 **Senses** Perception +9; darkvision  
**hp** 96; **Bloodied** 48

**AC** 25, **Fortitude** 22, **Reflex** 21, **Will** 21

**Immune** disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant

**Speed** 6, burrow 4

✗ **Tearing Claws** (standard; at-will)

+16 vs. AC; 1d8+5 damage (crit 2d8+15).

❖ **Vicious Bite** (standard; at-will) ★ **Disease**

+16 vs. AC; 3d8+5 damage, and the target is immobilized (save ends). If the target is already immobilized, the target is instead stunned (save ends).

**Brutal Efficiency**

Attack rolls by the ghoul score critical hits on rolls of 19-20.

**Alignment** evil **Languages** Common

**Skills** Athletics +14, Dungeoneering +10, Intimidate +12

**Str** 20 (+9) **Dex** 17 (+7) **Wis** 12 (+5)

**Con** 16 (+7) **Int** 15 (+6) **Cha** 17 (+7)

## Shock Trooper, "Iron Ghoul"

## Level 10 Elite Soldier

**Shock Trooper, "Iron Ghoul"** Level 10 Elite Soldier  
Medium natural humanoid (undead) XP 1,000

**Initiative** +11 **Senses** Perception +14; darkvision  
**hp** 212; **Bloodied** 106

**AC** 28; **Fortitude** 25, **Reflex** 24, **Will** 22

**Immune** disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant

**Saving Throws** +2

**Speed** 4, burrow 4

**Action Points** 1

✗ **Tearing Claws** (standard; at-will)

+17 vs. AC; 1d8+5 damage (critical damage 21).

✗ **Brutal Steel** (standard; at-will) ★ **Weapon**

+17 vs. AC; 1d8+5 damage, and the target is knocked prone.

❖ **Blind Savagery** (immediate reaction, when targeted by opportunity attack; at-will) ★ **Weapon**

Targets the creature that hit or missed the ghoul; the ghoul makes a basic melee attack with a +4 bonus to attack. Attack rolls with this power score critical hits on rolls of 18-20.

❖ **Savage Assault** (standard; recharges on 3, 4, 5, or 6) ★ **Weapon**

The ghoul charges, making 2 melee basic attacks at any point. Any creature damaged during this attack is pushed 2 squares; the move can include burrowing movement.

❖ **Vicious Bite** (standard; at-will) ★ **Disease**

+17 vs. AC; 3d8+5 damage, and the target is immobilized (save ends). If the target is already immobilized, the target is instead stunned (save ends).

## Crushing Momentum

The ghoul gains a +4 bonus on bull rush attempts and can push target 2 squares; additionally, the ghoul can choose to reduce any form of forced movement by 1 square.

## Surging Charge

When charging, the ghoul has a speed of 6.

**Alignment** evil **Languages** Common

**Skills** Athletics +14, Dungeoneering +10, Intimidate +12

**Str** 20 (+9) **Dex** 17 (+7) **Wis** 12 (+5)

**Con** 16 (+7) **Int** 15 (+6) **Cha** 17 (+7)

## Captain Level 11 Elite Soldier (Leader)

**Captain** Level 11 Elite Soldier (Leader)  
Medium natural humanoid (undead) XP 1,200

**Initiative** +11 **Senses** Perception +12; darkvision

**Empowering Presence** aura 5; darakhul within the aura receive +2 bonus to Will

**hp** 226; **Bloodied** 113

**AC** 29; **Fortitude** 26, **Reflex** 25, **Will** 23

**Immune** disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant

**Saving Throws** +2

**Speed** 6, burrow 4

**Action Points** 1

✗ **Tearing Claws** (standard; at-will)

+18 vs. AC; 1d8+5 damage (crit 2d8+15).

✗ **Legionnaire's Steel** (standard; at-will) ★ **Weapon**

+18 vs. AC; 1d8+5 damage.

❖ **Redoubled Assault** (standard; at-will) ★ **Weapon**

The ghoul can make 2 melee basic attacks.

❖ **Vicious Bite** (standard; at-will) ★ **Disease**

+18 vs. AC; 3d8+5 damage, and the target is immobilized (save ends). If the target is already immobilized, the target is instead stunned (save ends).

**Blighted Blade** (minor 1/round; recharges when first bloodied) ★ **Disease**

Until the start of the ghoul's next turn, when a target is hit with the ghoul's weapon, the target is immobilized (save ends); if the target is already immobilized, the target is instead stunned (save ends).

**Brutal Efficiency**

Attack rolls by the ghoul scores critical hits on rolls of 19-20.

**Alignment** evil **Languages** Common

**Skills** Athletics +15, Dungeoneering +12, Insight +12, Intimidate +14

**Str** 21(+10) **Dex** 18 (+9) **Wis** 14 (+7)

**Con** 17 (+8) **Int** 16 (+8) **Cha** 18(+9)

## Noble Level 12 Controller (Leader)

**Noble** Level 12 Controller (Leader)  
Medium natural humanoid (undead) XP 700

**Initiative** +8 **Senses** Perception +12; darkvision  
**Taking Command** aura sight; allies within the aura gain a +1 bonus to attack rolls and a +2 bonus to saving throws.

**hp** 123; **Bloodied** 61

**AC** 26; **Fortitude** 24, **Reflex** 24, **Will** 25

**Immune** disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant

**Speed** 6, burrow 4

**X Oppressive Claws** (standard; at-will)

+17 vs. AC; 1d8+5 damage, and the target is weakened (save ends).

**❖ Vicious Bite** (standard; at-will)

+17 vs. AC; 3d8+5 damage, and the target is immobilized (save ends). If the target is already immobilized, the target is instead stunned (save ends).

**🔥 Display of Aggression** (standard; recharge on 3, 4, 5, or 6)

Close burst 10; targets enemies; +14 vs. Will; the target is weakened (save ends).

**☀ Overpowering Persona** (minor; at-will)

Ranged 5; +16 vs. Will; 2d6+5 damage, and the target is pushed 5 squares.

**Alignment** evil **Languages** Common

**Skills** Athletics +12, Bluff +17, Diplomacy +17, Dungeoneering +12, History +15, Intimidate +17

**Str** 13 (+7) **Dex** 14 (+8) **Wis** 13 (+7)

**Con** 19 (+10) **Int** 19 (+10) **Cha** 22 (+12)

## Imperial Hunter

### Level 12 Solo Skirmisher (Leader)

**Imperial Hunter** Level 12 Solo Skirmisher (Leader)  
Medium natural humanoid (undead) XP 3,500

**Initiative** +14 **Senses** Perception +15; darkvision  
**hp** 600; **Bloodied** 300

**AC** 26; **Fortitude** 26, **Reflex** 27, **Will** 26

**Immune** disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant

**Saving Throws** +5

**Speed** 8, burrow 4

**Action Points** 2

**X Subduing Claws** (standard; at-will)

+17 vs. AC; 1d8+5 damage, and the target is slowed (save ends).

**❖ Vicious Bite** (standard; at-will)

+17 vs. AC; 3d8+5 damage, and the target is immobilized (save ends). If the target is already immobilized, the target is instead stunned (save ends).

**☉ Entangling Bolas** (standard; at-will) **★ Weapon**

Ranged 10/20; +15 vs. Reflex; 2d4+5 damage, and the target is restrained (save ends). If the attack hits, the ghoul shifts 4 squares.

**☀ or ❖ Furious Reversal** (immediate reaction, when the ghoul is damaged; at-will)

The ghoul makes a melee basic attack or a ranged basic attack. If the attack hits, the target takes 1d8 extra damage.

**🔥 Incite a Riot** (minor; recharge when bloodied) **★ Charm**

Close burst 20; targets allies and any NPCs that are not friendly to the imperial hunter's enemies; +13 vs. Will (allies can automatically succumb); the target shifts up to 10 squares toward the closest creature that is an enemy of the imperial hunter, and the target attacks the creature by any means available (save ends; allies can forgo the save). While the imperial hunter is in sight, targets gain a +2 to attack rolls.

**🔥 Net Snare** (minor; encounter) **★ Reliable, Weapon**

Close blast 3; +13 vs. Reflex; 2d12+5 damage, and the target is restrained (save ends).

**Blood Mark**

Any creature that the ghoul damages becomes permanently marked; the ghoul gains a +10 bonus on Perception checks against the target; the mark disappears when the ghoul releases it or when either the ghoul or the target is reduced to 0 hp.

**Combat Mimicry**

The ghoul gains a cumulative +1 bonus to attack rolls each round it attacks the same target with a melee attack (whether it hits or misses); the bonus resets to 0 if the ghoul doesn't make a melee attack or melee basic attack during its turn or if the ghoul doesn't attack the same target during its turn; this ability can only be used against 1 enemy at a time and the bonus only applies to melee attacks against the chosen target.

**Corpse Shift** (minor; daily) **★ Polymorph**

By eating the flesh of a Small or Medium humanoid creature (either from its corpse or after dealing melee damage to the creature equal to half of its bloodied value), the ghoul can transform into it; the ghoul gains a +2 bonus to all defenses and assumes the exact form of the creature, including features, voice, gait, shape, race, gender (gaining a +20 bonus to Bluff checks to oppose Insight checks made to see through the disguise), and the ghoul also gains the movement and languages of the target; the ghoul can hold the form indefinitely, but each round that it takes damage, it must make a saving throw or lose the form; upon losing its form or willingly reverting to its natural form, the ghoul loses everything gained, and it cannot revert to past forms unless it again eats the flesh of that creature.

**Hidden Vantage**

The ghoul deals 1d8 extra damage against any target it has combat advantage against.

**Quick Study**

The ghoul gains a +2 bonus on all skill checks.

**Alignment** evil **Languages** Common

**Skills** Acrobatics +17, Athletics +15, Insight +15, Intimidate +14, Stealth +17,

**Str** 19 (+10) **Dex** 22 (+12) **Wis** 19 (+10)

**Con** 16 (+9) **Int** 19 (+10) **Cha** 16 (+9)

## Necrophagus Savant

### Level 14 Elite Controller

**Necrophagus Savant** Level 14 Elite Controller  
Medium natural humanoid (undead) XP 2,000

**Initiative** +9 **Senses** Perception +21; darkvision  
**hp** 280; **Bloodied** 140

**AC** 28; **Fortitude** 28, **Reflex** 29, **Will** 28

**Immune** disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant

**Saving Throws** +2

**Speed** 6, burrow 4

**Action Points** 1

✖ **Shadow Claws** (standard; at-will) ★ **Necrotic**

+18 vs. Reflex; 1d10+6 damage, and the target takes ongoing 5 necrotic damage (save ends).

❖ **Vicious Bite** (standard; at-will) ★ **Disease**

+19 vs. AC; 3d10+6 damage, and the target is immobilized (save ends); if the target is already immobilized, the target is instead stunned (save ends).

☀ **Pull the Strings** (minor 1/round; at-will) ★ **Charm**

Ranged 10; targets a stunned creature; the target is dominated until it is no longer stunned or until the start of the ghoul's next turn (whichever comes first); multiple targets can be affected at once.

☀ **Reanimate the Fallen** (standard; at-will, recharge on 5 6)

Ranged 10; targets up to three creatures with 0 hp or less whose total levels do not exceed the necrophagus savant's levels; the target is dominated with half of its bloodied value in hp (minions are not affected). If the necrophagus savant dies or releases the target or if the target is again reduced to 0 hp or less, the target collapses and either resumes dying where it left off or dies if it was dead to start with; multiple targets can be affected at once.

★ **Necrotic**

Ranged 10; +18 vs. Reflex; ongoing 15 necrotic, and the target is dazed (save ends).

*Aftereffect*—ongoing 10 necrotic, and the target is dazed (save ends).

*Aftereffect*—ongoing 5 necrotic, and the target is dazed (save ends).

❖ **Blood Casting** (move 1/round; at-will)

Targets dead (less than 1 hour) or dying creature; using *shadow claws* or *vicious bite*, the ghoul removes vital organs from the creature (resulting in coup de grace if taken from a dying creature) in order to enhance its magic; consuming such an organ before the end of the encounter grants a +1 bonus to the ghoul's next attack roll and, if the attack hits, treats the damage as if it was a critical hit; the organs can be kept for up to 24 hours, but if used after the encounter in which it was harvested, it only grants a +1 bonus to the next attack roll.

☀ **Spelleater** (move 1/round; at-will)

Targets dead (less than 1 hour) or dying creature; using *shadow claws* or *vicious bite*, the ghoul devours part of the creature's brain (resulting in coup de grace if taken from a dying creature) in order to enhance its magic; the ghoul gains the ability to use one of the creature's powers; the ghoul selects a power that the creature was still able to use at the time of death and may now use that power once; the power is treated as if it was cast by the original creature; the power is lost after use but any number of these powers can be collected.

**Alignment** evil **Languages** Common

**Skills** Arcana +18, Dungeoneering +15, Heal +15, Religion +18, Stealth +14

**Str** 12 (+8) **Dex** 15 (+9) **Wis** 16 (+10)

**Con** 20 (+12) **Int** 23 (+13) **Cha** 20 (+12)

## Priest of Vardesain

### Level 15 Artillery (Leader)

**Priest of Vardesain** Level 15 Artillery (Leader)  
Medium natural humanoid (undead) XP 1,200

**Initiative** +12 **Senses** Perception +18; darkvision

**Rivulets of Blood** aura 20; whenever a creature within the aura drops to 0 hit points or less, allies gain 10 temporary hit points.

**hp** 116; **Bloodied** 58

**AC** 27; **Fortitude** 27, **Reflex** 27, **Will** 28

**Immune** disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant

**Speed** 6, burrow 4

✖ **Unbalancing Claws** (standard; at-will)

+22 vs. AC; 1d10+6 damage, and the target is pushed 1 square and knocked prone.

❖ **Vicious Bite** (standard; at-will) ★ **Disease**

+22 vs. AC; 2d10+6 damage, and the target is immobilized (save ends); if the target is already immobilized, the target is instead stunned (save ends).

☀ **Sudden Hunger** (standard; at-will)

Ranged 20; +20 vs. Will; 1d10+6, and the target begins to starve (however, instead of making daily checks, make the Endurance check each round); the condition ends when the ghoul is out of range, when the ghoul releases the target, or when either the ghoul or the target reach 0 hit points or less.

△ **Devour All Flesh** (standard; recharge on 5 or 6) ★ **Necrotic**

Area burst 1 within 20; +18 vs. Fortitude; 3d10+6 necrotic damage, and target is weakened (save ends).

**Blood Gorge**

On each successful attack roll, the ghoul gains temporary hit points equal to the damage it deals to the target (these temporary hit points don't stack, but a higher amount replaces a lower amount).

**Hungry**

All successful melee attack rolls made by the priest of Vardesain against bloodied foes are critical hits.

**Alignment** evil **Languages** Common  
**Skills** Diplomacy +15, Dungeoneering +18, Insight +18, Intimidate +15, Religion +14  
**Str** 14 (+9) **Dex** 20 (+12) **Wis** 23 (+13)  
**Con** 20 (+12) **Int** 14 (+9) **Cha** 17 (+10)

## Emperor Nicoforus the Pale Level 20 Solo Artillery (Leader)

**Emperor Nicoforus the Pale** Level 20 Solo Artillery (Leader)  
 Medium natural humanoid (undead) XP 14,000

**Initiative** +14 **Senses** Perception +20; darkvision  
**Ravenous hunger** aura 10; creatures beginning their turn within the aura are consumed with a mad hunger that overrides all reason (save ends); while affected, the target immediately drops any held items that are not edible in order to grab rations, leaves, shoes, or even corpses to eat immediately, and if nothing is available in arm's reach, the creature moves to the closest consumable material (the creature retains its defenses, but it cannot take actions except as otherwise specified); once a creature saves, it can no longer be affected.

**hp** 970; **Bloodied** 485

**AC** 32; **Fortitude** 34, **Reflex** 34, **Will** 34

**Immune** disease, poison; **Resist** 15 necrotic; **Vulnerable** 5 radiant

**Saving Throws** +5

**Speed** 6, burrow 4

**Action Points** 2

✖ **Shadow Claws** (standard; at-will) ★ **Necrotic**

+25 vs. Reflex; 1d12+7 damage, and the target takes ongoing 10 necrotic damage (save ends).

☉ **Shadow Clutch** (standard; at-will) ★ **Necrotic**

Ranged 20; +25 vs. Reflex; 3d6+8 necrotic damage, and the ghoul slides the target 3 squares.

❖ **Blood Armor** (immediate reaction, when the ghoul is damaged by melee attack; at-will)

Targets the creature that attacked; if the attack would have hit the target, the target also takes the damage inflicted by the triggering attack.

❖ **Vicious Bite** (standard; at-will) ★ **Disease**

+27 vs. AC; 4d8+7 damage, and the target is immobilized (save ends). If the target is already immobilized, the target is instead stunned (save ends).

☀ **Shadow Fusillade** (standard; at-will) ★ **Necrotic**

The ghoul makes a shadow clutch attack; if successful, it makes a second shadow clutch attack on the same or different target. If successful, it makes a third shadow clutch attack on the same or different target.

☀ **Twilight of the Soul** (standard; recharges when first bloodied) ★ **Charm, Gaze**

Ranged 20; +25 vs. Will; the target's highest level attack power is triggered, and the target becomes the target for that power; the triggered power automatically hits the target.

☠ **Death Unchained** (free, when first bloodied; encounter)

★ **Healing, Necrotic**

Close burst 10; +23 vs. Fortitude; living creatures take necrotic damage equal to half their bloodied value; undead targets (including Nicoforus) regain hit points equal to half their bloodied value.

⚔ **Black Touch** (minor 1/round; recharges on 6) ★ **Disease**

Until the start of the ghoul's next turn, any target hit with the one of the ghoul's close or ranged powers are immobilized (save ends); if the target is already immobilized, the target is instead stunned (save ends).

**Alignment** evil **Languages** Common

**Skills** Arcana +21, Diplomacy +21, Dungeoneering +20, Insight +20, Intimidate +21, Religion +19

**Str** 20 (+15) **Dex** 18 (+14) **Wis** 20 (+15)

**Con** 26 (+18) **Int** 23 (+16) **Cha** 23(+16)

## Dragon, Cave

*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 a creature, as it charged down the tunnel.*

*There was nowhere to hide.*

## Young Cave Dragon Level 7 Solo Skirmisher

**Young Cave Dragon** Level 7 Solo Skirmisher  
 Large natural magical beast (blind, dragon, earth) XP 1,500

**Initiative** +8 **Senses** Perception +11; blindsight 10

**hp** 340; **Bloodied** 170; see also *bloodied breath*

**AC** 23; **Fortitude** 23, **Reflex** 19, **Will** 21

**Resist** 10 poison, 10 sonic

**Saving Throws** +5

**Speed** 10, burrow 10, fly 2 (clumsy); see also *earth glide*

**Action Points** 2

✖ **Rancorous Bite** (standard; at-will) ★ **Poison**

Reach 2; +12 vs. AC; 1d12+5 damage, and the target is weakened (save ends).

✖ **Crushing Claw** (standard; at-will) ★ **Poison**

Reach 2; +12 vs. AC; 2d6+4 damage plus 1d6 poison damage.

❖ **Bounding Assault** (standard; at-will) ★ **Thunder**

The dragon can shift 10 squares, making 2 melee basic attacks at any point; any creature damaged during this attack takes ongoing 5 thunder damage; the move can include burrowing movement.

❖ **Barbel Rebuff** (immediate reaction, when an enemy enters or leaves an adjacent square; at-will) ★ **Poison**

+10 vs. Fortitude; target takes ongoing 5 poison damage and is immobilized (save ends both).

☠ **Darkness Aura** (standard; sustain move; recharge on 5 or 6) ★ **Zone**

Close burst 1; a zone of darkness envelops the dragon until the end of its next turn; the zone blocks line of sight and any creature within the darkness is blinded; if the dragon moves more than 2 squares a round or leaves the zone, the zone cannot be sustained; for every round that the zone is sustained, its burst size grows by 1.

☠ **Cacophonous Breath** (standard; recharge on 5 or 6) ★ **Thunder**

Close blast 5; +8 vs. Fortitude; 2d6+5 thunder damage, and target takes ongoing 5 thunder damage and is deafened (save ends both).

*Aftersave*—target is deafened (save ends).

☠ **Bloodied Breath** (free, when first bloodied; encounter)

*Cacophonous breath* recharges, and the dragon uses it automatically.

☠ **Fearsome Presence** (standard; encounter)

Close burst 5; targets enemies; +8 vs. Will; target is stunned until end of dragon's next turn.

*Aftersave*—target takes -2 penalty to attack rolls (save ends).

**Earth Glide**

The dragon burrows through solid stone at the same rate as through loose earth.

**Alignment** unaligned    **Languages** Common, Draconic  
**Skills** Athletics +12, Diplomacy +9, Endurance +13, Insight +11, Intimidate +9

**Str** 19 (+7)    **Dex** 16 (+6)    **Wis** 16 (+6)

**Con** 21 (+8)    **Int** 12 (+4)    **Cha** 13 (+4)

## Adult Cave Dragon

### Level 15 Solo Skirmisher

**Adult Cave Dragon**    **Level 15 Solo Skirmisher**  
Large natural magical beast  
(blind, dragon, earth)    XP 6,000

**Initiative** +14    **Senses** Perception +17; blindsight 15; tremorsense 20

**hp** 765; **Bloodied** 382; see also *bloodied breath*

**AC** 31; **Fortitude** 31, **Reflex** 27, **Will** 29

**Resist** 15 poison, 15 sonic

**Saving Throws** +5

**Speed** 10, burrow 10, fly 3 (clumsy); see also *earth glide*

**Action Points** 2

✗ **Rancorous Bite** (standard; at-will) ★ **Poison**

Reach 2; +20 vs AC; 2d8+6 damage, and the target is weakened (save ends).

✗ **Crushing Claw** (standard; at-will) ★ **Poison**

Reach 2; +20 vs AC; 2d8+6 damage plus 2d8 poison damage.

❖ **Bounding Assault** (standard; at-will) ★ **Thunder**

The dragon can shift 10 squares, making 2 melee basic attacks at any point; any creature damaged during this attack takes ongoing 10 thunder damage; the move can include burrowing movement.

❖ **Barbel Rebuff** (immediate reaction, when an enemy enters or leaves an adjacent square; at-will) ★ **Poison**

+18 vs Fortitude; target takes ongoing 10 poison damage and is immobilized (save ends both).



☠ **Darkness Aura** (standard; sustain move; recharge on 5 or 6) ★ **Zone**

Close burst 1; a zone of darkness envelops the dragon until the end of its next turn; the zone blocks line of sight and any creature within the darkness is blinded; if the dragon moves more than 4 squares a round or leaves the zone, the zone cannot be sustained; for every round that the zone is sustained, its burst size grows by 1.

☠ **Cacophonous Breath** (standard; recharge on 5 or 6) ★ **Thunder**

Close blast 5; +16 vs. Fortitude; 2d8+6 thunder damage, and target takes ongoing 10 thunder damage and is deafened (save ends both).

*Aftersave*—target is deafened (save ends).

☠ **Bloodied Breath** (free, when first bloodied; encounter)

*Cacophonous breath* recharges, and the dragon uses it automatically.

☠ **Fearsome Presence** (standard; encounter)

Close burst 5; targets enemies; +16 vs. Will; target is stunned until end of dragon's next turn

*Aftersave*—target takes -2 penalty to attack rolls (save ends).

**Earth Glide**

The dragon burrows through solid stone at the same rate as through loose earth.

**Alignment** unaligned    **Languages** Common, Draconic  
**Skills** Athletics +18, Diplomacy +15, Endurance +19, Insight +17, Intimidate +15

**Str** 23 (+13)    **Dex** 20 (+12)    **Wis** 20 (+12)  
**Con** 25 (+14)    **Int** 16 (+10)    **Cha** 17 (+10)

## Elder Cave Dragon Level 22 Solo Skirmisher

**Elder Cave Dragon**    **Level 22 Solo Skirmisher**  
Large natural magical beast  
(blind, dragon, earth)    **XP 20,750**

**Initiative** +20    **Senses** Perception +23; blindsight 20; tremorsense 30

**hp** 1,065; **Bloodied** 532; see also *bloodied breath*

**AC** 38; **Fortitude** 38, **Reflex** 34, **Will** 36

**Resist** 20 poison, 20 sonic

**Saving Throws** +5

**Speed** 12, burrow 12, fly 4 (clumsy); see also *earth glide*

**Action Points** 2

✗ **Rancorous Bite** (standard; at-will) ★ **Poison**

Reach 3; +27 vs AC; 2d10+8 damage plus 1d12 poison damage, and the target is weakened (save ends).

✗ **Crushing Claw** (standard; at-will) ★ **Poison**

Reach 3; +27 vs AC; 3d6+8 damage plus 3d8 poison damage.

❖ **Bounding Assault** (standard; at-will) ★ **Thunder**

The dragon can shift 15 squares, making 3 melee basic attacks at any point; any creature damaged during this attack takes ongoing 10 thunder damage; the move can include burrowing movement.

❖ **Barbel Rebuff** (immediate reaction, when an enemy enters or leaves an adjacent square; at-will) ★ **Poison**

+25 vs Fortitude; target takes ongoing 15 poison damage and is immobilized (save ends both).

☠ **Darkness Aura** (standard; sustain move; recharge on 5 or 6) ★ **Zone**

Close burst 2; a zone of darkness envelops the dragon until the end of its next turn; the zone blocks line of sight and any creature within the darkness is blinded; if the dragon moves more than 6 squares a round or leaves the zone, the zone cannot be sustained; for every round that the zone is sustained, its burst size grows by 2.

☠ **Cacophonous Breath** (standard; recharge on 5 or 6) ★ **Thunder**

Close blast 5; +23 vs. Fortitude; 2d10+8 thunder damage, and target takes ongoing 10 thunder damage and is deafened (save ends both).

*Aftersave*—target is deafened (save ends).

☠ **Bloodied Breath** (free, when first bloodied; encounter)

*Cacophonous breath* recharges, and the dragon uses it automatically.

☠ **Fearsome Presence** (standard; encounter)

Close burst 10; targets enemies; +23 vs. Will; target is stunned until end of dragon's next turn.

*Aftersave*—target takes -2 penalty to attack rolls (save ends).

☠ **Resonant Thrum** (minor; recharge on 5 or 6)

Close burst 15; all creatures; +16 vs. Fortitude; targets gain vulnerable 10 thunder until the end of the dragon's next turn.

**Earth Glide**

The dragon burrows through solid stone at the same rate as through loose earth.

**Alignment** unaligned    **Languages** Common, Draconic  
**Skills** Athletics +24, Diplomacy +21, Endurance +25, Insight +23, Intimidate +21

**Str** 27 (+19)    **Dex** 24 (+18)    **Wis** 24 (+18)  
**Con** 29 (+20)    **Int** 20 (+16)    **Cha** 21 (+16)

## Ancient Cave Dragon Level 30 Solo Skirmisher

**Ancient Cave Dragon**    **Level 30 Solo Skirmisher**  
Large natural magical beast  
(blind, dragon, earth)    **XP 95,000**

**Initiative** +26    **Senses** Perception +29; blindsight 20; tremorsense 40

**hp** 1,405; **Bloodied** 702; see also *bloodied breath*

**AC** 46; **Fortitude** 46, **Reflex** 42, **Will** 44

**Resist** 25 poison, 25 sonic

**Saving Throws** +5

**Speed** 12, burrow 12, fly 4 (clumsy); see also *earth glide*

**Action Points** 2

✗ **Rancorous Bite** (standard; at-will) ★ **Poison**

Reach 4; +35 vs AC; 3d10+9 damage plus 2d12 poison damage, and the target is weakened (save ends).

**✗ Crushing Claw** (standard; at-will) ★ **Poison**

Reach 4; +35 vs AC; 3d10+9 damage plus 4d8 poison damage.

**❖ Bounding Assault** (standard; at-will) ★ **Thunder**

The dragon can shift 15 squares, making 3 melee basic attacks at any point. Any creature damaged during this attack takes ongoing 15 thunder damage; the move can include burrowing movement.

**☠ Darkness Aura** (standard; sustain move; recharge on 5 or 6) ★ **Zone**

Close burst 2; a zone of darkness envelops the dragon until the end of its next turn; the zone blocks line of sight and any creature within the darkness is blinded. If the dragon moves more than 8 squares a round or leaves the zone, the zone cannot be sustained; for every round that the zone is sustained, its burst size grows by 3.

**☠ Cacophonous Breath** (standard; recharge on 5 or 6) ★ **Thunder**

Close blast 5; +31 vs. Fortitude; 2d12+10 thunder damage, and target takes ongoing 15 thunder damage and is deafened (save ends both).

*Aftersave*—target is deafened (save ends).

**☠ Bloodied Breath** (free, when first bloodied; encounter)

*Cacophonous breath* recharges, and the dragon uses it automatically.

**☠ Fearsome Presence** (standard; encounter)

Close burst 10; targets enemies; +31 vs. Will; target is stunned until end of dragon's next turn

*Aftersave*—target takes -2 penalty to attack rolls (save ends).

**☠ Resonant Thrum** (minor; recharge on 5 or 6)

Close burst 20; all creatures; +31 vs. Fortitude; targets gain vulnerable 10 thunder until the end of the dragon's next turn.

**Earth Glide**

The dragon burrows through solid stone at the same rate as through loose earth.

**Escapist** (minor; recharge on 5 or 6)

The dragon can make a saving throw.

**Alignment** unaligned      **Languages** Common, Draconic

**Skills** Athletics +29, Diplomacy +27, Endurance +31, Insight +29, Intimidate +27

**Str** 31 (+25)      **Dex** 28 (+24)      **Wis** 28 (+24)

**Con** 33 (+26)      **Int** 24 (+22)      **Cha** 25 (+22)

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 they are nonetheless 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.

The limited supply of food deep underground means adventurers are far less prone to encounter elder cave dragons; the eldest typically die of starvation. A few escape to the surface, but lack of flight and sunlight weakness means that they are at a terrible disadvantage to their winged brethren (and even humans).

Cave dragon coloration darkens with age but always provides good camouflage against stone: white like limestone, yellow, muddy brown, then black as an adult. The oldest cave dragons sometimes fade to grey again. Since they hunt in darkness, there's lots of variability in scaling. Stories that claim cave dragon scales are invisible to darkvision are unfounded, but they are said to be an important element in fuligin dyes.

**Combat**

A cave dragon is always hungry and ready to eat absolutely everything. While they do speak Deep Speech 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.

**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 if 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 in fact, 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.

**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 dark elves as tools against the darakhul.

## Typical Treasure

Cave dragons are as greedy as their surface kin, and they 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.

## Ghostriders of Marena

### Ghost Knight of Morgau Level 6 Soldier

**Ghost Knight of Morgau** Level 6 Soldier  
Large natural humanoid (undead) XP 250

**Initiative** +8 **Senses** Perception +6  
**hp** 68; **Bloodied** 34  
**AC** 22; **Fortitude** 19, **Reflex** 18, **Will** 18  
**Speed** 8

**✖ Rearing Assault** (standard; at-will)

+13 vs. AC; 1d10+4 damage, and the target is pushed 2 squares.

**✖ Axe of Marena** (standard, or minor 1/round if mounted; at-will) ★ **Cold, Necrotic, Weapon**

+13 vs. AC; 1d6+4 cold and necrotic damage, and the ghostrider becomes insubstantial until the start of its next turn.

**❖ Death Underfoot** (standard; encounter)

The ghostrider moves up to its speed, passing through enemies' squares and making trample attacks (this does not provoke opportunity attacks and the ghostrider must end in an unoccupied square); +9 vs. Reflex; 3d6+4 damage, and the target is knocked prone.

**Mounted**

The mount and rider are treated as one creature until the rider is dismounted by either receiving damage equal to its bloodied value in the span of a single round or being knocked prone. When dismounted, the rider and mount are considered separate creatures with their own actions (the rider can use *axe of Marena* and the mount can use *rearing assault* and *death underfoot*). All of their damage is halved, each creature has half of the remaining hp, and they share defenses and abilities. The rider can remount as a move action.

**Alignment** evil **Languages** Common  
**Skills** Athletics +12  
**Str** 19 (+7) **Dex** 16 (+6) **Wis** 16 (+6)  
**Con** 12 (+4) **Int** 10 (+3) **Cha** 11 (+3)

## Ghostrider Templar Level 12 Elite Soldier (Leader)

**Ghostrider Templar** Level 12 Elite Soldier (Leader)  
Large shadow humanoid XP 1,450

**Initiative** +12 **Senses** Perception +14; darkvision  
**Wracking Pain** aura 20; marked opponents in the area gain vulnerable 5 to all damage  
**hp** 240; **Bloodied** 120  
**AC** 30; **Fortitude** 27, **Reflex** 26, **Will** 24  
**Immune** disease, poison; **Resist** 5 cold, 5 necrotic, insubstantial; **Vulnerable** 5 radiant  
**Saving Throws** +2  
**Speed** fly 8 (maximum altitude 2); phasing  
**Action Points** 1

**✖ Shadow Blade of Marena** (standard; at-will) ★ **Cold, Necrotic**

Reach 2; +17 vs. Reflex; 1d12+5 cold and necrotic damage, and the target is weakened (save ends).

**❖ Walk of Damnation** (standard; recharges when first bloodied) ★ **Cold**

The ghostrider moves up to its speed, phasing through enemies (this does not provoke opportunity attacks and the ghostrider must end in an unoccupied square); +15 vs. Reflex; ongoing 15 cold damage.





**☠ Scything Death** (action; at-will) ★ **Necrotic**

Close burst 1; targets enemies; +15 vs. Fortitude; 1d8+5 necrotic damage, and the target is blinded (save ends).

**☀ Marena's Mark** (free 1/round; at-will)

Ranged 10; the ghostrider or an ally of the ghostrider's choice marks the opponent.

**Alignment** evil    **Languages** Common  
**Str** 22(+12)    **Dex** 19 (+10)    **Wis** 16 (+9)  
**Con** 16 (+9)    **Int** 13 (+7)    **Cha** 19(+10)

# Ghoul

## Imperial Ghoul

## Level 7 Skirmisher

**Imperial Ghoul**    **Level 7 Skirmisher**  
Medium natural humanoid (undead)    XP 300

**Initiative** +9    **Senses** Perception +3; darkvision

**hp** 80; **Bloodied** 40

**AC** 21; **Fortitude** 19, **Reflex** 20, **Will** 19

**Immune** disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant

**Speed** 8, climb 4

**✖ Ripping Claws** (standard; at-will)

+12 vs. AC; 2d6+5 damage, and the ghoul can shift 3 squares.

**❖ Gnashing Bite** (standard; at-will) ★ **Disease**

+12 vs. AC; 3d10+5 damage, and the target is immobilized (save ends); if the target is already immobilized, the target is instead stunned (save ends).

**Scent of Blood**

Against bloodied enemies, the ghoul gains a +10 bonus to Perception checks and a +1 bonus to attacks.

**Alignment** chaotic evil    **Languages** Common

**Skills** Stealth +12

**Str** 14 (+4)    **Dex** 19 (+7)    **Wis** 11 (+3)

**Con** 16 (+6)    **Int** 11 (+3)    **Cha** 16 (+6)

## Imperial Ghast

## Level 9 Skirmisher (Leader)

**Imperial Ghast**    **Level 9 Skirmisher (Leader)**  
Medium natural humanoid (undead)    XP 400

**Initiative** +11    **Senses** Perception +5; darkvision

**Noxious Stench** aura 2; living creatures within the aura takes a -1 penalty to attack rolls and skill checks; ghouls within the aura gain a +1 bonus to attack rolls and skill checks.

**hp** 97; **Bloodied** 48

**AC** 23; **Fortitude** 21, **Reflex** 22, **Will** 21

**Immune** disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant

**Speed** 8, climb 4

**✖ Ripping Claws** (standard; at-will)

+14 vs. AC; 2d6+5 damage, and the ghast can shift 3 squares.

**❖ Gnashing Bite** (standard; at-will) ★ **Disease**

+14 vs. AC; 3d10+5 damage, and the target is immobilized (save ends); if the target is already immobilized, the target is instead stunned (save ends).

**Scent of Blood**

Against bloodied enemies, the ghoul gains a +1 bonus to attacks and an extra 1d6 damage.

**Alignment** chaotic evil    **Languages** Common

**Skills** Stealth +14

**Str** 15 (+5)    **Dex** 20 (+9)    **Wis** 12 (+5)

**Con** 17 (+7)    **Int** 12 (+5)    **Cha** 17 (+7)

## Bonepowder Ghoul

## Level 19 Elite Skirmisher

*Distilled to nothing but dry, whispering sand and a full set of teeth, the bonepowder ghoul still hungered for flesh and blood. Its dusty mass was perfected corruption, entirely animated by dark energy.*

**Bonepowder Ghoul**    **Level 19 Elite Skirmisher**  
Tiny shadow humanoid (undead)    XP 4,800

**Initiative** +18    **Senses** Perception +15; darkvision

**Dulled Senses** aura 10; living creatures within the aura take -2 to skill checks and initiative.

**hp** 364; **Bloodied** 182

**AC** 33; **Fortitude** 33, **Reflex** 34, **Will** 33

**Immune** disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant

**Saving Throws** +2

**Speed** 8

**Action Points** 1



**X Jaws of Dust** (standard; at-will)

Reach 1; +24 vs. AC; 3d6+8 damage, and the target is immobilized (save ends); if the target is already immobilized, the target becomes stunned (save ends).

**Font of Death** (standard; at-will) ★ **Healing, Necrotic**

Close blast 3; +20 vs. Reflex; 2d6+7 damage, and weakened (save ends); the bonepowder ghoul regains hit points equal to the amount of damage dealt.

**Bone Whirlwind** (when first bloodied and again when reduced to 0 hp) ★ **Necrotic**

Close burst 3; +20 vs. Fortitude; all creatures in blast take ongoing 10 necrotic and are weakened (save ends both).

**Hidden Vantage**

The ghoul deals 1d8 extra damage against any target it has combat advantage against.

**Grave Dance** (minor; at-will)

The ghoul can attempt to hide even without any cover or concealment; if it succeeds a Stealth check against all witnessing enemies, it can teleport 10 squares, remaining hidden.

**Ghoul Form** (minor; at-will)

The ghoul can coalesce into a Small humanoid ghoul or revert to its natural swirl of gravedust.

**Alignment** Chaotic Evil    **Languages** Common, Ghoulish  
**Skills** Stealth +21

**Str** 18 (+13)    **Dex** 25 (+16)    **Wis** 22 (+15)

**Con** 22 (+15)    **Int** 17 (+12)    **Cha** 17 (+12)

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.

This 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 Ghoulish, Common, and Deep Speech, but their voices are very faint. Just to hear one speaking normally requires a DC 20 Perception check. Undead gain a +4 competence bonus to this check.

**Combat**

Bonepowder ghouls hate combat and avoid it. They prefer stealth attacks and other low-risk attacks.

**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.

**Society**

Though feared by the empire as a sign of punishment and overweening hunger, the bonepowder ghouls have no separate society of their own.

**Hound****Lich Hound**

*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.*

**Lich Hound****Level 6 Soldier**

Lich Hound	Level 6 Soldier
Small shadow beast (undead)	XP 250
<b>Initiative</b> +9 <b>Senses</b> Perception +9; darkvision	
<b>Lifesense</b> aura 20; the hound is always aware of living creatures within the aura (as if using blindsight).	
<b>hp</b> 72; <b>Bloodied</b> 36	
<b>AC</b> 22; <b>Fortitude</b> 18, <b>Reflex</b> 19, <b>Will</b> 18	
<b>Immune</b> disease, poison <b>Resist</b> 5 necrotic; <b>Vulnerable</b> 10 radiant	
<b>Speed</b> 7	
<b>X Soulrender</b> (standard; at-will)	
+11 vs. Reflex; 1d6+4 damage, and target is knocked prone.	
<b>Night Howl</b> (standard; at-will) ★ <b>Fear</b>	
Close burst 5; +9 vs. Will; target receives -2 penalty to defenses (save ends).	
<b>Feast of Entrails</b> (anytime a living creature within the hound's <i>lifesense</i> aura is reduced to 0 hit points, enemy or ally)	
★ <b>Teleportation</b>	
The hound teleports to a square adjacent to the dying creature and performs a coup de grace; the hound will continue doing this until the creature dies or is brought back to consciousness, or until the hound is somehow prevented from attacking the creature for 1 round.	
<b>Into the Shadows</b> (move; recharge on 5 or 6) ★ <b>Teleportation</b>	
The hound teleports 7 squares.	
<b>Alignment</b> unaligned <b>Languages</b> —	
<b>Str</b> 12 (+4) <b>Dex</b> 19 (+7) <b>Wis</b> 15 (+5)	
<b>Con</b> 16 (+6) <b>Int</b> 10 (+3) <b>Cha</b> 16 (+6)	

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 both the living and ghoulbane oil with ease.

### 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.

### 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.

## Mycolid

*I don't know why I'm—yawn—so sleepy. I can barely... keep... my eyes. Open. Did you just see those giant mushrooms move?*

### Deathcap Mycolid Level 7 Controller

Deathcap Mycolid		Level 7 Controller
Medium natural humanoid (undead)		XP 700
<b>Initiative</b> +4	<b>Senses</b> Perception +4	
<b>Contact Poison</b> (poison) aura 1; creatures, other than mycolids, that begin their turn within the aura lose 1 healing surge, if the target has no healing surge to lose, the target falls unconscious (save ends).		
<b>hp</b> 83; <b>Bloodied</b> 41		
<b>AC</b> 21; <b>Fortitude</b> 20, <b>Reflex</b> 19, <b>Will</b> 19		
<b>Speed</b> 6		
✖ <b>Debilitating Touch</b> (standard; at-will) ★ <b>Poison</b>		
+11 vs. Fortitude; 1d8+5 poison damage, and the target loses 1 healing surge; if the target has no healing surge to lose, the target falls unconscious (save ends).		
△ <b>Slumber Spores</b> (standard; sustain minor; at-will) ★		
<b>Poison, Zone</b>		
Area burst 1 within 15; +9 vs. Fortitude; the target is slowed (save ends), and if the target fails its first saving throw, it falls unconscious (save ends); the zone persists until the end of the mycolid's next turn, and while the spore-filled zone persists, any enemy passing through it is targeted.		
<b>Alignment</b> unaligned	<b>Languages</b> Common	
<b>Str</b> 11 (+3)	<b>Dex</b> 12 (+4)	<b>Wis</b> 12 (+4)
<b>Con</b> 19 (+7)	<b>Int</b> 16 (+6)	<b>Cha</b> 16 (+6)

### Psilocybe Mycolid Level 7 Controller

Psilocybe Mycolid		Level 7 Controller
Medium natural humanoid (undead)		XP 700
<b>Initiative</b> +4	<b>Senses</b> Perception +4	
<b>Hallucinations</b> (poison) aura 1; creatures, other than mycolids, that begin their turn within the aura are slid 3 squares by the mycolid (save ends).		
<b>hp</b> 83; <b>Bloodied</b> 41		
<b>AC</b> 21; <b>Fortitude</b> 20, <b>Reflex</b> 19, <b>Will</b> 19		
<b>Speed</b> 6		
✖ <b>Disorienting Touch</b> (standard; at-will) ★ <b>Poison</b>		
+11 vs. Will; 1d8+5 poison damage, and the target is slowed and weakened (save ends both).		



△ **Hallucinogenic Spores** (standard; sustain minor; at-will)

★ **Illusion, Poison, Teleportation, Zone**

Area burst 1 within 15; +9 vs. Will; the target is blinded (save ends); the zone persists until the end of the mycolid's next turn, and while the spore-filled zone persists, any enemy passing through it is targeted.

*Aftersight*—a number of illusory copies of the mycolid equal to the target's Intelligence modifier appear within 3 squares of the mycolid (the illusory copies are visible to all creatures); the mycolid can direct the illusory copies each to move on the mycolid's turn at its movement rate, but they can do nothing else; they use the mycolid's defenses and dissolve to nothingness if hit; as a free action, the mycolid can instantly trade places with an illusory copy by surreptitious teleportation.

**Alignment** unaligned      **Languages** Common

**Str** 11 (+3)      **Dex** 12 (+4)      **Wis** 12 (+4)

**Con** 19 (+7)      **Int** 16 (+6)      **Cha** 16 (+6)

These sentient mushroom folk tend the white forests of fungi in the Ghoul Imperium, and are an allied race of the darakhul. The 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 Mycolid

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*.

### Combat

The deathcap mycolids are not eager fighters, but once committed to battle 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.

### 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 that has 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.

### 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.

## Shadow Fey (Scáthsídhe)

“Kind words open even iron doors.”

—Twilight, a courtier among the shadow fey

### Shadow Fey Courtier      Level 5 Lurker

<b>Shadow Fey Courtier</b>	<b>Level 5 Lurker</b>
Small fey humanoid	XP 200
<b>Initiative</b> +10	<b>Senses</b> Perception +8; low-light vision
<b>hp</b> 49; <b>Bloodied</b> 24	
<b>AC</b> 19; <b>Fortitude</b> 16, <b>Reflex</b> 18, <b>Will</b> 18	
<b>Speed</b> 7, phasing	
<b>X Darting Rapier</b> (standard; at-will) ★ <b>Weapon</b>	
+10 vs. AC; 1d10+4 damage.	
<b>❖ Bloody Reversal</b> (immediate reaction; an enemy hits or misses the shadow fey with a melee attack; at-will) ★	
<b>Teleportation, Weapon</b>	
The shadow fey teleports to another square adjacent to the triggering enemy and gains combat advantage over it; the shadow fey makes a darting rapier attack against the enemy.	
<b>Flicker</b> (move; recharge on 5 or 6) ★ <b>Teleportation</b>	
The shadow fey makes a Stealth check without needing concealment or cover and teleports up to 10 squares.	
<b>Hidden Vantage</b>	
The shadow fey deals 1d6 extra damage against any target it has combat advantage against.	

**Shadow Blood**

The shadow fey suffers no penalties to Stealth checks while moving.

**Alignment** unaligned      **Languages** Common, Elven  
**Skills** Stealth +11

**Str** 11 (+2)      **Dex** 18 (+6)      **Wis** 13 (+3)  
**Con** 13 (+3)      **Int** 14 (+4)      **Cha** 18 (+6)

## Shadow Fey Shadowsworn

### Level 10 Controller (Leader)

**Shadow Fey Shadowsworn**      **Level 10 Controller**  
Small fey humanoid      XP 500

**Initiative** +10      **Senses** Perception +12; low-light vision  
**Summoned Shadows** aura 20; within the aura, bright light becomes dim light.

**hp** 104; **Bloodied** 52

**AC** 24, **Fortitude** 19, **Reflex** 23, **Will** 23

**Speed** 7, phasing

☉ **Parting Shadows** (standard; at-will) ★ **Psychic, Teleportation**

+14 vs. Will; 1d8+5 psychic damage, and the target is teleported 3 squares and grants combat advantage to all creatures until the start of its turn.

☀ **Unravel** (standard; recharge on 2, 3, 4, 5, or 6)

Ranged 20; +14 vs. Will; one persistent effect on the target or controlled by the target is dispelled (some possible effects that can be dispelled include zones, summoned creatures, stances, polymorph effects, charm effects, and temporary bonuses to attack rolls and defenses); if multiple effects could be dispelled, the shadow fey chooses; this power can also be directed at an ally (with no attack roll needed) to end an ongoing effect.

**Flicker** (move; recharge on 5 or 6) ★ **Teleportation**

The shadow fey makes a Stealth check without needing concealment or cover and teleports up to 10 squares.

**Alternate Form** (minor; at-will) ★ **Polymorph**

The shadow fey can transform into a small white, black, or gray animal, such as a raven, dove, cat, wolf, or fox; the shadow cannot use powers in this form.

**Alignment** unaligned      **Languages** Common, Elven  
**Skills** Arcana +13, Bluff +15, Stealth +15

**Str** 13 (+6)      **Dex** 21 (+10)      **Wis** 15 (+7)  
**Con** 16 (+8)      **Int** 17 (+8)      **Cha** 21 (+10)

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, but 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 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.

## 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, and steal valuables. Shadow fey prefer talking to entice others into accepting service to the Goddess of Night and Magic. Fighting rarely accomplishes this.

## 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 shadow forests 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 batlike in their articulation.

Shadow fey are chatty, and speak Common, Elven, and their own dialect of Deep Speech (sometimes called Shadowcommon).

Shadow fey are powerful rogues and sorcerers.

## 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; however, 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, 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

commonly used 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.

## Skeleton

### Bone Collective

*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.*

### Bone Collective Level 15 Solo Lurker

**Bone Collective** Level 15 Solo Lurker  
Medium natural animate (swarm, undead) XP 2,400

**Initiative** +17 **Senses** Perception +13; darkvision  
**Swarming Attack** aura 1; the skeleton makes a *red fangs* attack against any enemy that starts its turn within the aura.

**hp** 720; **Bloodied** 360

**AC** 29; **Fortitude** 29, **Reflex** 30, **Will** 29

**Immune** disease, poison; **Resist** 10 necrotic, half damage from melee and ranged attacks; **Vulnerable** 10 radiant, 10 against area and close attacks

**Saving Throws** +5

**Speed** 2 (as swarm of posthumes), 6 (as exarch)

**Action Points** 2

✗ **Red Fangs** (only in swarm form; standard; at-will) ★ **Acid**  
+18 vs. Fortitude; 2d8+6 damage, and ongoing 10 acid damage (save ends).

✗ **Bone Smash** (only in exarch form; standard; at-will)  
Reach 2; +20 vs. AC; 3d10+6 damage, and the target is knocked prone.

❖ **Grasping Hands** (immediate reaction, when an enemy attacks the skeleton with a close or melee attack that uses a weapon or implement; at-will)

+18 vs. Reflex; the skeleton grabs the weapon or implement from the target; the target can retrieve the weapon or implement upon the skeleton's death or by dealing damage with an unarmed attack.

**Alternate Form** (minor; at-will) ★ **Polymorph**

The skeleton can transform from its natural form of a swarm of tiny patchwork skeletons (or posthumes) to that of a single-minded Medium humanoid form (or exarch).

*Swarm of Posthumes*—access to all abilities and powers listed, except *bone smash*.

*Exarch*—access to all abilities and powers listed, except *red fangs*, *swarming aura*, and lose the swarm keyword.

**Bloody Bone Rise** (free, when first bloodied; encounter) ★ **Summoning**

From the scattered fragments of bone, 6 skeletal tomb guardians rise to join the battle, attacking immediately.

**Dispersal** (standard; at-will)

The skeleton can scatter its parts, each individual posthume running in different directions and disappearing through cracks; the skeleton must spend at least 1 round fully dispersed before reforming (as a standard action).

**Hidden Vantage**

The skeleton deals 1d8 extra damage against any target it has combat advantage against.

**Hive Mind** (only in swarm of posthumes form)

Creatures can't gain combat advantage over the skeleton.

**Threatening Reach** (only in exarch form)

The skeleton can make opportunity attacks against all enemies within its reach (2 squares).

**Alignment** chaotic evil **Languages** Common

**Skills** Bluff +17, Stealth +18, Thievery +18

**Str** 20 (+12) **Dex** 23 (+13) **Wis** 13(+8)

**Con** 16 (+10) **Int** 17 (+10) **Cha** 20 (+12)



## Bone Colossus Level 25 Solo Brute

**Bone Colossus** **Level 25 Solo Brute**  
Gargantuan natural animate (swarm, undead) XP 35,000

**Initiative** +18 **Senses** Perception +20; darkvision  
**Swarming Attack** aura 2; the skeleton makes a *red fangs* attack against any enemy that starts its turn within the aura.

**hp** 1200; **Bloodied** 600

**AC** 39; **Fortitude** 41, **Reflex** 38, **Will** 36

**Immune** disease, poison; **Resist** 30 necrotic, half damage from melee and ranged attacks; **Vulnerable** 10 radiant, 10 against area and close attacks.

**Saving Throws** +5

**Speed** 6

**Action Points** 2

### ✗ **Red Fangs** (standard; at-will) ★ **Acid**

Reach 2; +28 vs. Fortitude; 3d8+9 damage, and ongoing 10 acid damage (save ends).

### ✗ **Bone Smash** (standard; at-will)

Reach 6; +28 vs. AC; 4d10+9 damage, and the target is knocked prone.

### ❖ **Cascading Smash** (standard; at-will)

The skeleton can make 3 *bone smash* attacks; if the skeleton hits 3 different targets, the targets also take ongoing 15 thunder damage (save ends).

### ❖ **Excoriating Lash** (minor; recharges when first bloodied)

Reach 12; +26 vs. Reflex; 5d10+9 damage, and the target takes ongoing 10 damage and is restrained (save ends); a single lash exists until the target saves, but can't make additional attacks; it is entirely possible that a second lash could form and attack before the first collapses back into the central mass.

❖ **Grasping Hands** (immediate reaction, when an enemy attacks the skeleton with a close or melee attack that uses a weapon or implement; at-will)

+26 vs. Reflex; the skeleton grabs the weapon or implement from the target; the target can retrieve the weapon or implement upon the skeleton's death or by dealing damage with an unarmed attack.

### △ **Shrapnel Eruption** (minor; recharges on 4, 5, or 6)

Area burst 1 within 15; +24 vs. Reflex; the target takes ongoing 10 damage and is blinded (save ends).

### **Dispersal** (standard; at-will)

The skeleton can scatter into 20 bone collectives and, subsequently (with a second standard action), into its component parts with each individual posthume running in different directions and disappearing through cracks; the skeleton must spend at least 10 rounds fully dispersed before reforming (as a standard action).

### **Hive Mind**

Creatures can't gain combat advantage over the skeleton.

### **Threatening Reach**

The skeleton can make opportunity attacks against all enemies within its reach (6 squares).

### Unified Form

The skeleton combines the multiple forms of the lesser bone collectives (exarch and swarm of posthumes) into a single unified form; all powers are available to the skeleton at all times.

**Alignment** chaotic evil **Languages** Common

**Str** 30 (+22) **Dex** 23 (+18) **Wis** 16(+15)

**Con** 32 (+23) **Int** 19 (+16) **Cha** 23 (+18)

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 a form of necrotic 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.

### Ecology

Bone collectives don't have an ecology, but 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 these a collective may serve and obey.

### Environment

Bone collectives live in most environments. They dislike extreme heat because it makes their bones brittle.

### 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 to climb onto 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.

## Society

Bone collectives exist in numbers too small to have a proper society. They tend to latch onto the societies around them, whether human, goblin, or ghoul.

# Sphinx

## Gypsosphinx

*With black wings and a body pale as alabaster, the vulture-beaked gypsosphinx is easy to identify. Their riddles and 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.*

## Gypsosphinx Level 18 Elite Skirmisher

Gypsosphinx	Level 18 Elite Skirmisher
Large immortal magical beast	XP 4,000
<b>Initiative</b> +15	<b>Senses</b> Perception +18; darkvision
<b>Second Sight</b> aura 3; a chill carrion breeze wafts around the gypsosphinx; enemies in the aura take a –2 penalty to all defenses.	
<b>hp</b> 336; <b>Bloodied</b> 168	
<b>AC</b> 34, <b>Fortitude</b> 32, <b>Reflex</b> 30, <b>Will</b> 33	
<b>Immune</b> disease	
<b>Saving Throws</b> +2	
<b>Speed</b> 6, fly 8, overland flight 8	
<b>Action Points</b> 1	
✗ <b>Piercing Bite</b> (standard; at-will)	
+23 vs AC; 2d8+7 damage, and the target slides 3 squares.	
❖ <b>Raking Assault</b> (action; at-will)	
The sphinx flies up to 8 squares, making 2 attacks; +23 vs. AC; 1d10+7 damage; if both attacks deal damage to the same target, the target takes an extra 2d10 damage; the sphinx does not provoke opportunity attacks when flying away from the target.	
☀ <b>Mystic Sight</b> (minor; recharge on 5 or 6) ★ <b>Fear</b>	
Ranged 10; +21 vs. Will; the target is stunned (save ends). <i>Aftereffect</i> —target is dazed (save ends).	
<b>Dismissive Evasion</b>	
The sphinx makes saving throws at the start of its turn, before suffering effects for the round; this replaces the sphinx's normal end-of-the-round saving throws.	
<b>Willful Disbelief</b>	
Any illusion effects targeting the sphinx (either illusion powers or powers originating from illusions) must make 2 attack rolls and use the lower result.	

## Riddle of the Gypsosphinx

The sphinx must offer its riddle to parties outside of combat, and it may consist of a simple riddle or short skill challenge; if the party proves successful or the sphinx loses, the sphinx cannot use *mystic sight* on party members for 24 hours and the party members gain +2 bonus to attack rolls; if the sphinx proves successful or the party loses or refuses to participate, the sphinx can use *mystic sight* normally and gains +2 to all attack rolls.

<b>Alignment</b> chaotic evil	<b>Languages</b> Common, Supernal	
<b>Skills</b> Arcana +20, Dungeoneering +18, Endurance +17, Intimidate +22, Religion +20		
<b>Str</b> 22 (+15)	<b>Dex</b> 18 (+13)	<b>Wis</b> 18 (+13)
<b>Con</b> 16 (+12)	<b>Int</b> 22 (+15)	<b>Cha</b> 27 (+17)

Huge lion-bodied, 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 they 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.

## Society

Gypsosphinxes speak often with intelligent undead, priests of Anu-Akma, 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 Anu-Akma to bring them meals and ask them for information.









## WHERE THE LIVING LIVE IN FEAR

### The Imperial Gazetteer

Who can withstand the undead princes of Morgau and Doresh? The vampires and spectral knights long ago claimed the country of Morgau & Doresh as their own, leaving the ghouls their empire deep beneath the earth. Both are fully detailed here.

The Imperial Gazetteer takes you deep within the palatial crypts of the realms where death fears to dread, giving 4th Edition roleplayers:

- A history of the undead nations above and below the earth.
- A giant cast of undying antagonists and allies.
- A new race that allows players to experience the life of the living dead.
- The underground capital of the Emperor of the Ghouls.
- Undead-themed gods and magical items.
- A bestiary containing more undead than you can shake a stake at.



### What Is Open Design?

Patrons commission Open Design adventures for their sole use. They are not sold in stores.

Written with frequent feedback and critique by the patrons, the adventures are not shaped by a corporate branding strategy—they offer what players and DMs really want. That's Open Design.

To become a patron, please visit [koboldquarterly.com](http://koboldquarterly.com).

PRINT \$15.95

PDF \$9.95

**OPEN DESIGN**™

Open Design is a trademark of Open Design LLC.

