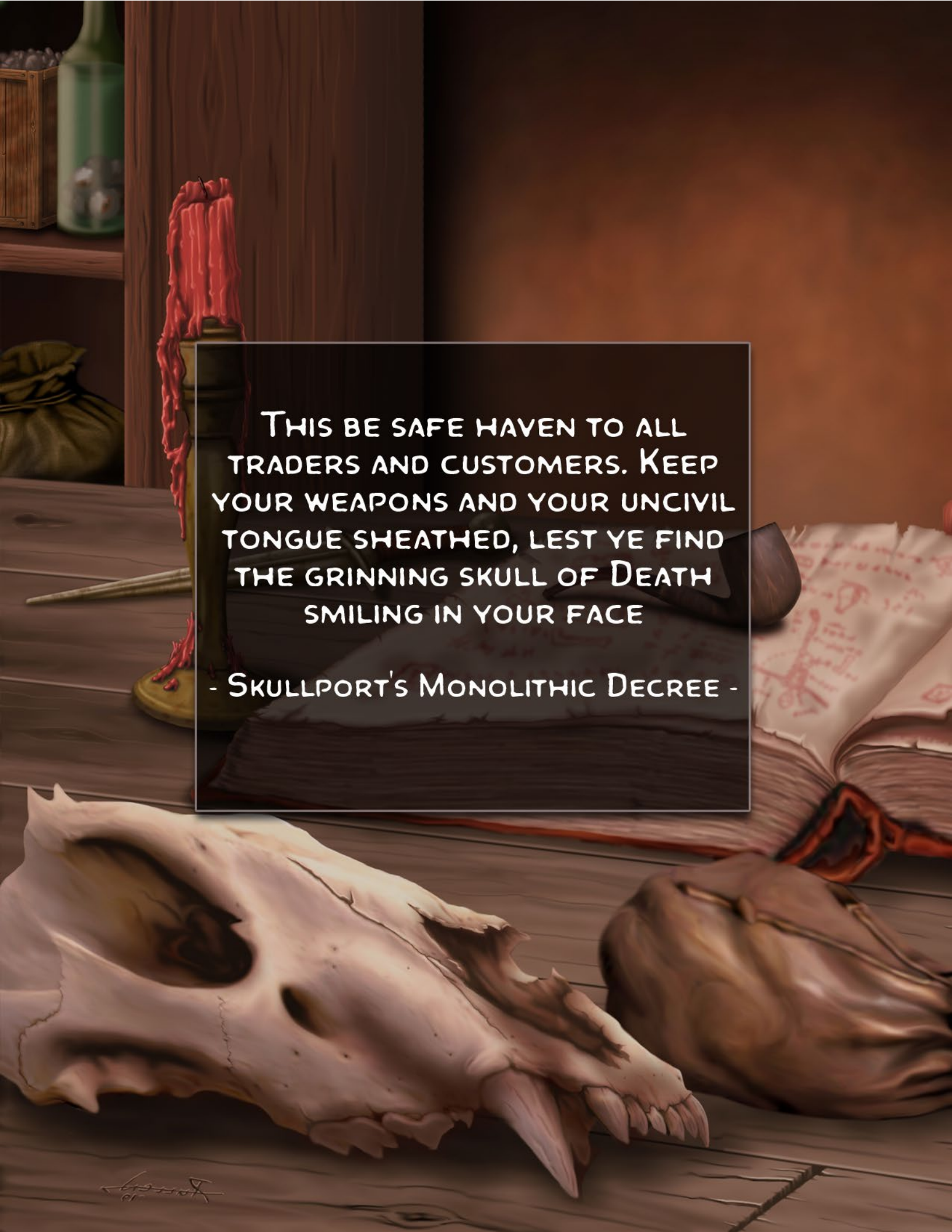


SKULLPORT SHADOW OF WATERDEEP



Explore the dark side of the City of Splendors in this compendium on Undermountain's largest trading port

Forrest
19



THIS BE SAFE HAVEN TO ALL
TRADERS AND CUSTOMERS. KEEP
YOUR WEAPONS AND YOUR UNCIVIL
TONGUE SHEATHED, LEST YE FIND
THE GRINNING SKULL OF DEATH
SMILING IN YOUR FACE
- SKULLPORT'S MONOLITHIC DECREE -

CONTENTS

| | | | |
|---|----|--|----|
| Foreword: A Port of Horrors | 2 | Appendix C: Denizens of Skullport | 70 |
| Chapter 1: Skullport Overview | 3 | Appendix D: Character Options | 73 |
| Exploration | 4 | Background: Skulker | 73 |
| Social | 5 | Subclasses | 74 |
| Combat | 5 | Bard: College of Hymns | 74 |
| Quick Start | 5 | Cleric: Abomination Domain | 75 |
| Resources | 5 | Cleric: Song Domain | 76 |
| Chapter 2: Getting to Skullport | 7 | Ranger: Mantrapper Conclave | 77 |
| Undermountain | 7 | Appendix E: Spells | 79 |
| The Sargauth River | 7 | Appendix F: Equipment and Conditions | 81 |
| Beggar's Rest Pass | 7 | New Items | 81 |
| Shadow Pass | 8 | Conditions | 82 |
| Whisperhaunt Pass | 8 | Appendix G: Magic Items | 83 |
| Steamfall Pass | 9 | | |
| Enslavement | 9 | | |
| South Sea Caves | 9 | | |
| Secret Passages | 10 | | |
| Chapter 3: Skulker Politics | 11 | | |
| Major Factions | 11 | | |
| Other Factions | 13 | | |
| Chapter 4: The Thirteen Skulls | 14 | | |
| Chapter 5: Locations in Skullport | 16 | | |
| Skull Island | 16 | | |
| Lower Trade Lanes | 22 | | |
| Lower Heart | 24 | | |
| Central Port | 27 | | |
| Central Trade Lanes | 30 | | |
| Central Heart | 33 | | |
| Upper Trade Lanes | 34 | | |
| Upper Heart | 36 | | |
| The Sewers | 39 | | |
| The Dungeons | 39 | | |
| The Promenade of the Dark Maiden | 41 | | |
| Xanathar's Lair | 46 | | |
| Chapter 6: A Brief History of Skullport | 55 | | |
| Chapter 7: Adventuring in Skullport | 56 | | |
| The Mage of Rags | 56 | | |
| Appendix A: Events in Skullport | 60 | | |
| Appendix B: Rogues' Gallery | 62 | | |

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FOREWORD: A PORT OF HORRORS

Skullport is a bad place.

Don't take that the wrong way. It's a bad place I've fallen in love with in the process of working on this book. If Ed Greenwood gave me free reign to write a novel in his world (hit me up) I would absolutely put it in Skullport. But never, on any level, would I expect the resultant fiction to be everyone's cup of tea. When I went looking for information on Skullport, what I found was a place rich with drama, and immeasurably more exciting than I could have ever hoped. But I also found a place infinitely more horrific than I could've ever imagined. The evils in Skullport know no limits. But the DM's Guild, on the other hand, has content restrictions. Very reasonable ones. And I found myself very closely watching them, for fear of overstepping. However, at all times, I was comforted by the words of Monte Cook, in the foreword to 3.5e's *Book of Vile Darkness*.

The darker the shadow of evil, the brighter the light of good. The more horrible the villain, the greater the hero.

When I decided to bring fresh horror to Skullport, I did it running for a group I knew better than maybe anyone in my life at the time. I did it with certainty that my players would be enthusiastic to dive into the heart of darkness, wrap their hands around it, and throttle it until it starts making sense. And now, putting this book in your hands, I hope you have players who feel the same. But unless you know that for sure, be certain to have a conversation with your table ahead of time. The included list of content warnings can help with this, and Monte Cook, praise be upon him again, made a fantastic player consent form (which you can find [here](#)) which can further serve to give players the tools to veto that which they would rather not experience in their game.

Should your players agree that Skullport is a hellscape they wish to ford, then I hope they find comfort in this book. For the evils in Skullport, unlike the evils in our world, can be overcome by

3-6 plucky, good-natured heroes with just the right amount of gumption and grit. Remember, these villains exist so your players can find comfort and catharsis in laying them low*. Do not lose sight of that, and I believe this book can be your guide to a magnificent campaign in the Port of Shadows.

Content warning: addiction, alcohol, animal cruelty, disease, drugs, mental compulsion, mental illness, parasites, self-harm, sex work, slavery, suicide, torture.

Convention:

While this book can serve as a perfectly-functional companion to *Waterdeep: Dungeon of the Mad Mage*, it can also be used independently, to run your own adventures in the strange and horrific world of the Port of Shadows. Use and abuse it as you see fit!

When locations are noted, refer to their matching article in Locations in Skullport. Many of these indices are hyperlinked for convenience in digital format.

LP: Lower Port

LT: Lower Trade Lanes

LH: Lower Heart

CP: Central Port

CT: Central Trade Lanes

CH: Central Heart

UT: Upper Trade Lanes

UH: Upper Heart

PD: Promenade of the Dark Maiden

DG: Dungeons

XG: Xanathar's Lair

As Skullport is connected to Waterdeep, its coins are sometimes referenced by NPCs according to the names of Waterdhavian currency, as follows:

Nibs: Copper Pieces

Shards: Silver Pieces

Dragons: Gold Pieces

Suns: Platinum Pieces

**Unless, of course, your players choose to side with evil. Your table, your rules!*

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CHAPTER 1: SKULLPORT OVERVIEW

Skullport is a subterranean port town deep beneath the city of Waterdeep, which stands in direct opposition to its overworld counterpart. It is a grim, cutthroat society in which law and order is replaced with force and intimidation, and that which is yours is yours only so long as you can guard it. It is one of very few havens—if it could even be called as such—in the depths of Undermountain. Countless factions have held it over the years, and it bears the marks of many battles. Its citizenry, known as skulkers, are largely criminals, outlaws, and pirates.

The city shows a striking lack of order, in both its political situation and its overall appearance. Much of Skullport is decrepit and ramshackle, and most of its buildings look quite ready to topple over at the slightest push. The discovery of zurkhwood as a viable source of timber has helped with this somewhat (see Resources below), but the surrounding caves of Skullport are unfit for farming, meaning even zurkhwood timber must be shipped in from elsewhere (the primary exporter is the Twisted Caverns of Undermountain, referred to by most skulkers as the Farm Level). As a result, most buildings of Skullport that are made of wood are made from the wreckages of old derelict ships. Newer buildings may be reinforced with zurkhwood

timber, which has properties not unlike bamboo, and greatly improves the stability of housing.

Buildings in Skullport are not organized any particular way. While Waterdeep may be separated into wards, and businesses of a particular sort are grouped together according to similarity, buildings in Skullport are built wherever they fit at the time. Lacking any sort of organized planning or building codes, streets wind and bend randomly, houses are stacked atop one another, and you're just as likely to find an armorer next-door to a tattoo studio as you are to find them next to a blacksmith. Few streets have names, and landmarks change with the seasons as buildings are renovated, rebuilt, or simply collapse. Nonetheless, the main cavern of Skullport is loosely organized into **three different sections: Port**, the region closest to Skull Island; **Trade Lanes**, the region east of the Port, and **Heart**, in the easternmost section of the cavern. These areas are further differentiated by elevation, either **Lower** (0-50 feet), **Central** (51-100 feet), or **Upper** (101+ feet). The Port has only a Lower and Central area, as the ceiling slopes upward toward the Heart. At its tallest, the cavern ceiling is 300 feet high (This is in the center of the Heart, where the Tanor'thal Refuge hangs).



Catwalks made of rope and salvaged timber connect the buildings above ground level. Scrap rigging is secured along these catwalks as something to hold onto while crossing, as the moist air of Skullport makes the catwalks slippery, and sometimes less than sturdy. Because of the crisscrossing webs of rigging surrounding the catwalks, anyone falling from the Upper or Central levels of Skullport need only make a DC 10 Dexterity saving throw to catch themselves, usually turning a deadly fall into merely a dangerous one.

Skullport is dark day and night, and Skulkers typically must carry their own lanterns. Phosphorescent moss and fungi streak the walls of the cavern, providing some illumination not unlike moonlight, but it does not reach to the center of Skullport. The remains of wrought-iron lampposts can be seen in some places, where in the past, *continual flame* spells lit some parts of the port. However, these did not last long—the heads of the lampposts were stolen to be used as lanterns, either by Skulkers looking to light their homes, or adventurers looking for an easy lighting solution in Undermountain. The one consistent source of light is the flickering, emerald flames of the Skulls of Skullport (see Chapter 4: The Thirteen Skulls), which frequently hover above and move through the streets.

The streets of Skullport are hardly clean, but they are not so filthy as to pose a health concern. Previous residents of Skullports, including the Netherese and the Melairkyn dwarves (See Brief History of Skullport) built a network of sewer tunnels that still run under Skullport and empty out into the Skull Pool and other waterways below. Grates in the streets keep refuse from building up, and one Skulker gang, the Street Scrapers, keep the streets clean and push muck down these grates, taxing the locals for their services. For more information on the sewers, see the Sewers entry in Chapter 4.

During storm season, the Lower Port is known to flood with water from the Seacaves, bringing in mud and refuse from the Skull Pool. Oddly enough, as this tide lowers, Skulkers will band together to clean up the resultant mess and make the due repairs needed to maintain the Port area. This ritualistic social contract is the closest Skullport gets to a festival, and most people understand that it's simply because, if buildings in the lower Port were to collapse, the buildings stacked on top of them would as well, and that would cause tremendous damage, both structural and economic.

The climate of Skullport is typically quite chilly, much like the rest of Undermountain. On average, it is usually around 18 degrees Celsius in the cavern and Skull Island. The Heart, however, is home to Thaglar's Foundry and The Overflowing Urn, both of which produce a considerable amount of heat. As such, buildings in the Heart are usually 1-5 degrees warmer, depending on their proximity to these buildings. The climate of the surface marginally affects Skullport's temperature, due to the water of the Skull Pool coming in from the sea. At most, Skullport is 3 degrees warmer or colder depending on the season. The air is always humid and briny.

At present, Skullport has a fluctuating population of around 750-900, though this is lower than usual. Due to the rule of the Xanathar Guild, and the disappearance of the Keepers, which lead to the locks malfunctioning, the carrying capacity of the port has been greatly reduced (see Chapter 3). At peak, Skullport has a population of roughly 3,000.

In running Skullport, it is helpful to remember the following features, mapping roughly onto the three pillars.

EXPLORATION

The first part of Skullport your players will likely encounter is Skull Island. It stands in a massive cavern, in a body of water called the Skull Pool, and an ancient fortress dominates the island. A massive limestone column connects Skull Island to the ceiling of the cavern, 140 feet above. This column has been hollowed out into a tower known as the Tower of Seven Woes. The island is held by the Xanathar Guild, who use it to inspect and tax new arrivals.

New Murkspan Bridge connects Skull Island to the Port district of Skullport. The Port is the smallest district, but the ceiling still rises 100 feet, putting it beyond the range of most characters' darkvision. It is by far the filthiest area of Skullport, and the fetid, briny smell of the Skull Pool, into which the sewers drain, is a constant companion.

The Trade Lanes district of Skullport provides somewhat more shelter from the smells of the Skull Pool. Stalagmites, columns, and rocky arches dot the area, many of which skulkers have opportunistically used to build shops into.

The Heart district is a massive, dark cavern, large enough to disappear in, and hidden-away enough to almost feel safe in. However, of the districts, it has the most connections to

Undermountain, making this safety somewhat of an illusion. The ceiling, 300 feet up, is dimly illuminated by the purple lights of the abandoned Tanor'Thal Refuge (UH5).

The verticality of Skullport can make it difficult to conceptualize, especially considering it's a tangled mess of bridges, rigging, and jagged architecture. How is a DM to remember where all these seemingly random things are? The short answer: don't. Assume that a given creature in the cavern of Skullport is always within 10' of something they could theoretically climb, be it a jagged bit of building, some low-hanging rigging, a rope ladder, or even the odd flight of stairs. Checks to do so under pressure are typically no more than DC 10-15 unless something is interfering with them. For this reason, ladders and stairways between the levels of Skullport are not indicated on maps.

For more information, and maps of the various regions, see Chapter 5: Locations in Skullport

SOCIAL

People in Skullport are often called skulkers. skulkers keep to themselves, most of them are criminals, none of them are helpless, and all of them have a healthy skepticism and strong sense of self-preservation. They look out for each other against monster attacks, but don't risk their own lives. You can find anyone here, of any race or gender. Specific skulkers are detailed in Locations in Skullport, along with where they are found. Assume most skulkers use the **bandit** or **thug** statblock if not otherwise noted.

COMBAT

The most common foes in Skullport are humanoids; **pirates** (**bandit** statblock), **thugs**, **spies**, **scouts**, **cultists** (Followers of Ghaundaur), **veterans**, **drow**, **duergar**, **svirfneblin**, **bugbears**, and **goblins** are all typical choices here, as well as **assasins** if the players have angered the Xanathar Guild in the past. However, it is not uncommon that monsters from the surrounding caverns can sneak into town. **Mimics** (disguised as part of rope bridges, most often), **piercers**, **darkmantles**, **violet fungi**, **gas spores**, **giant bats**, **carriage crawlers**, **will o' wisps**, and **hook horrors** all sometimes get into town, though anything of CR 2 or higher not able to disguise itself is likely to quickly come under fire by locals. When fighting invasive monsters in Skullport, roll a d10 each round. On an 8 or higher,

d4 skulkers (usually pirates or thugs) come to help the players, though they keep at a distance if they can. On a 1, a skulker tries to take advantage of the players' circumstances—perhaps pickpocket them, or even try to stab them in the back, if they've made enemies. In combat against humanoids, there is no chance that allied skulkers will show up to help—skulkers don't like to get involved in anything that could risk drawing the ire of a faction.

QUICK START

If you need to quickly introduce Skullport without reading a whole book to do it, this will help.

When the player characters show up, the Xanathar Guild is in control of Skullport. This has made a lot of people very unhappy. Try to present the Guild as antagonistically as possible. Having them extort some gold from the party is an easy way to achieve this. Using one of Xanathar's head honchos (Ahmaergo if they arrive by land, Sundeth if they arrive by the Sargauth, see appendix B) is a quick way to achieve this, as they make excellent focal points for the players' hate. From there, try and herd your players toward the Flagon and Dragon (LH1) if possible. Given that they will likely be drained of resources by this point, this will not be hard—it's the safest resting place at Skullport. The owner, Cal'al Claddani, is a Harper agent. Alternatively, if you have a Zhentarim in the party, they may be able to go to the Keel Hall (CP7) where Boskyn Gorrb can get them oriented. A member of Bregan D'aerthe may also be aware that a detachment of the faction is hiding out in the Swingin' Rigg'in' (UT5), lead by Villix Minra. Wherever they end up, it will likely become their haven for the time being.

RESOURCES

Skullport's economy is heavily dependent on trade from the surface, as most things cannot be produced underground. However, skulkers are nothing if not adaptable, and are never completely helpless. Particularly, as the Xanathars have moved in and limited trade with the surface, Skulkers have had to lean more into the resources readily available underground, several of which are listed below.

Many of these resources come to Skullport from the fourth level of Undermountain, commonly called the Farm Level by Skulkers. Some percent of this also comes from settlers in caverns along the banks of the Sargauth River.

BARRELSTALK

These fungi grow into the shape of a cask, and are a dungeon survivalist's lucky day, as they produce up to 8 (2d4) gallons of fresh water when tapped, and the stalk provides up to 10 (2d4+2) pounds of food.

BLUECAP

Often called "Bluegrain", a bluecap is a tall mushroom with a thin, wheat-like stalk. Though the mushroom provides no nutritional value, its spores can be ground into flour, and made into a nutritious, nutty-tasting bread called bluebread. A loaf of bluebread is equivalent to a pound of food.

DEEP ROTHE

Not unlike a yak, deep rothe serve as the cattle of the Underdark. Though there are no deep rothe farms in Skullport itself, deep rothe leather, meat, horns, and milk are common trade goods in Skullport. Some enterprising skulkers have tried to raise deep rothe in Skullport, feeding them on bluegrain, but as a single deep rothe can fetch as much as 200gp at the market, they are a risky investment due to the likelihood of disease, theft, or "premature butchering" at the hands of a desperate skulker.

GUMPFISH

These blind, white fish live in the deepest, darkest underground rivers and lakes. They look like pale, eyesless catfish, and are somewhat bland, but can grow to be as much as 100 pounds, making them quite valuable as a food source. They are often fished with gumplure, a pheromone substance that attracts them. Fishers will coat lures, nets, or their own fingers (for the brave or poor) in gumplure and use it to drag these monsters out of the Sargauth. Gumpfish never swim in the Skull Pool, which is much too filthy for anything to live in.

RIPPLEBARK

This strange shelf-like fungus resembles a mass of rotting flesh, and at certain points in its life cycle exudes a red fluid that looks like bloody spots. One of the most deceptive fungi to exist, it is actually edible, and indeed has a pleasantly savoury flavour when roasted over a fire. A single ripplebark can provide up to 10 pounds of food, and they tend to grow in dense colonies on natural stone walls.

TIMMASK

This two-foot toadstool is orange and red on its top, and looks like sweet candy, but this betrays

a sinister defence. If any part of the mushroom is broken, it releases a cloud of spores in a 15-foot radius. Any creature who breathes them must make a DC 14 Constitution save or be poisoned for 1 minute. While poisoned in this way, they are under the effect of a *confusion* spell. Though it may not look like a resource, skilled poisoners have discovered alchemical processes by which these spores can be gathered and brewed into an inhaled poison which replicates the effect (See UT3 for a poisoner who sells it).

TONGUE OF MADNESS

These elongated fungi look like large tongues, and grow perpendicular to walls. It is non-nutritious, and exudes a thin, slimy liquid. A creature who ingests this must succeed a DC 12 Constitution save or compulsively speak aloud its every thought for the next hour. Any effect that cures poison ends this effect. Though this mushroom is widely regarded as a hazard, rather than a resource, one brewer has been experimenting with turning it into a party drink, for its inhibition-lowering properties (See CP4)

TRILLIMAC

Growing to about the height of an average human, Trillimac has a dense, leathery cap that can be treated to serve as a functional parchment, and takes dyes and inks fantastically. A single trillimac can produce up to 10 sheets of parchment, and its stalk can provide up to 10 pounds of food. One tailor in Skullport has also been experimenting with a way to turn it into a textile for clothing (see CP3)

ZURKHWOOD

These tree-like fungi can grow to heights of up to 40 feet tall in a matter of 4-6 weeks if provided ideal conditions. Ideal growing conditions for Zurkhwood are tall, moist, dark caverns, in soil fertilized with corpses. The caps are edible, and a fully-grown Zurkhwood produces up to 8 pounds of food, but more valuable is its stalk, which is bamboo-like and can be used as a substitute for timber.

CHAPTER 2: GETTING TO SKULLPORT

If, after hearing all of this, you still feel inclined to see Skullport first-hand, there are a number of ways to get there.

UNDERMOUNTAIN

Skullport connects to the Sargauth Level of Undermountain five different ways, each of which bears its own assortment of hazards. For more information on Undermountain, see *Waterdeep: Dungeon of the Mad Mage*.

THE SARGAUTH RIVER

The most obvious way to reach Skullport is using a raft to ply the Sargauth, a massive river that runs deep underground. There is a considerable risk of monster attacks in the caverns, though. At their largest, the ancient Sargauth caves are 60 feet wide, 100 feet high, and 80 feet deep. Occasionally, signs of ancient architecture, such as massive crumbling brickwork buttresses or ruined pillars, can be spotted on the shore. Caverns dot the river, and some brave folk live in them, sustaining a subsistence living from the river's bounty, as well as

fungus farming and hunting. **Piercers**, **darkmantles**, **cloakers**, and **cave fishers** frequently hang from the ceiling to await prey, while **ropers**, **nothics**, and **hook horrors** wait on the shore to ambush rafts that come too close to the edges of the caves. No respite can be found under the water, either, as **merrow**, **sahuagin**, and even **giant sharks** can attack from below. The journey from the Sargauth Level to Skullport is two hours for an experienced mariner, and one hour for an experienced mariner who has made the trip more than three times.

BEGGAR'S REST PASS

Widely regarded as one of the safer passages to Skullport, Beggar's Rest Pass is a long, twisting passageway in which sounds seem to be supernaturally muted. Occasionally, travellers will come across an arm, foot, or even a face sticking out of the stone walls and floors. These ghastly decorations date back to the Time of Troubles, before which Beggar's Rest Pass had become somewhat of a haven for the homeless of Skullport, who had built up shelters in the tunnels. During the Time of Troubles, the floors and walls of Beggar's



Rest inexplicably turned to mud, and the many beggars living there were caught in it. Those who attempted to help were quickly caught in the mud and sunk as well, suffocating under the ground, with only the odd appendage left sticking out as the stone hardened once more. Skulkers do not tarry here long, both out of respect, but also because the muted sound of the pass affects those who travel through. It is so uncomfortably quiet that one who walks the pass can hear their own heartbeat and breathing. For each hour a creature spends in this pass, they must make a DC 10 Wisdom save, or suffer a short-term madness (DMG 259).

Furthermore, skulker myths tell that no one should ever dare spill blood in Beggar's Rest, lest the dead be drawn forth to feed. This myth is true; if blood is spilt in Beggar's Rest, 2d4 mud-covered **zombies** crawl out of the walls and floors, seemingly unimpeded. These zombies have the **earth glide** ability (as the **earth elemental**), and remain for 2d6 rounds before retreating into the ground, unless they are turned, which forces them to return immediately. Further blood spilt causes more zombies to spill forth, but one 30-ft cube of Beggar's Rest can spawn no more than 10 zombies at once. These zombies pull anyone they kill down into the ground to join their ranks. Reaching Skullport from the Sargauth level by way of Beggar's Rest takes half an hour for a creature who knows the way. One who does not could easily wind up wandering endlessly through silent, looping, dead-end tunnels. A DC 20 Survival check is required to navigate the pass for the first time. Failure causes characters to waste an hour in the pass.

SHADOW PASS

This strange pass has a muting effect on light sources. Any light source used in this area, whether magical or nonmagical, sheds only half its normal range of light, both bright and dim. Additionally, the pass is frequently beset by large packs of shadows. Anyone who travels finds that they are being closely watched by d6+4 **shadows**. They do nothing to harm travellers unless provoked, and maintain their distance. If slain, they rematerialize d4 hours later and continue, holding no ire for those who assaulted them.

About ten minutes outside of Skullport, there is a single structure in Shadow Pass: an 18-foot tall basalt obelisk, ten feet square at its base. The surface of the rock has about four dozen one-foot square alcoves, each of which contains a human skull. Whenever a visitor new to Skullport

approaches, one of these skulls animates, drifts up to the visitor, and speaks, its jaws clacking along with its proclamation.

"This be save haven to all traders and customers; keep your weapons and your uncivil tongue sheathed, lest you find the grinning skull of Death smiling in your face."

These skulls are not the Skulls of Skullport, but from time to time, one of the Skulls will hide among them, then ignite its flames and rise when someone comes close, to startle them. It is unclear why they do this, as they do not seem to glean any apparent pleasure from it.

Attempting to attack or damage the obelisk draws the ire of the shadows in the pass. If they are slain, there is nothing more to prevent interference with it, but any persistent efforts to damage or destroy it lasting more than 30 minutes draw the attention of the Skulls of Skullport, who quickly put an end to it as they see fit.

Reaching Skullport by way of Shadow Pass from the Sargauth level takes about half an hour for a creature who knows the way. One who does not could end up wandering through the darkness aimlessly, fooled constantly by dancing shadows. A DC 20 Wisdom (Survival) check is required to navigate the pass for the first time. Failure causes characters to waste an hour, and may lead them to being ambushed by shadows, **ghosts**, **spectres**, or a **wraith**.

WHISPERHAUNT PASS

This path opens up from the upper trade lanes of Skullport, at a rocky bluff about 120 feet above ground level in the cavern. Beneath the rocky shelf, a pair of wooden supports are driven into the wall, with scraps of rope hanging from them. A net can be secured between these two prongs, and there is a 20% chance a net is already strung up from a previous traveller. A persistent stream of cool, fresh air blows from the pass. Once every minute at irregular intervals, a massive blast of wind issues forth toward Skullport, lasting d4 rounds. Anyone in the path of the blast as it blows must immediately make a DC 20 Strength saving throw. Small or smaller creatures have disadvantage, while Large or larger creatures have advantage. A hovering creature automatically fails. On a pass, they can move at half their speed. On a failure, they must hunker down —they cannot progress this round. On a 14 or lower, they are sent tumbling backwards toward Skullport. Any creatures behind them no more than one size category larger than the

tumbling creature must make a DC 15 Dexterity saving throw or be hit by the tumbling creature and suffer the same fate. If a net has been strung up ahead of time, the creatures can be caught by it. If not, they tumble down 120 feet toward the cold stone of the trade lanes.

270 feet down the pass, a one-way portal to the Elemental Plane of Air pulsates in a wall of worked stone. The portal looks not unlike one of Halaster's Arch Gates at a glance, but close examination and a DC 20 Intelligence (History) check identifies that the workmanship is Netherese. 20 feet prior to the dead end, there is a tunnel that forks off to the right, and leads toward the Sargauth Level. If a traveller has the wherewithal to survive the blasts of wind, Whisperhaunt Pass is one of the safer ways between the Sargauth Level and Skullport, as the constant sound of howling wind tends to frighten off most predators. Nonetheless, one coming from the Sargauth level could easily mistake the sound for that of a fearsome beast.

Travelling to Skullport from the Sargauth Level by way of Whisperhaunt Pass takes about half an hour for one who knows the way, and the constant sound of the wind howling can serve as a directional tool, so long as one knows that it is not a monster in the distance. Those who become lost in Whisperhaunt Pass can be driven mad by the sound. Navigating the tunnel requires a DC 15 Wisdom (Survival) check. Failure causes characters to waste an hour, and potentially be assailed by a stray **air elemental**, **invisible stalker**, or a flock of **dust**, **smoke**, or **steam mephits**.

STEAMFALL PASS

Thaglar's Foundry emits a constant flow of ash and steam into this pass, which has grown murky and eroded over time as a result. The ground is almost always muddy, at some points making for difficult travel. The pass has many strange rock formations caused by erosion over centuries of this mucky precipitation. When the Foundry is active (Usually between dawn and midnight), it exudes gusts of superheated steam into the pass, making it risky to try and enter via this route. To its credit, this steam discourages wild Underdark predators from entering Skullport this way as well. The sounds of the foundry can be heard from 300 feet down the tunnels, enabling it to be used for finding one's way to Skullport. Occasionally, the wild and unpredictable magics of Undermountain will cause the steam to form into a **steam elemental** (statistically identical to a **fire elemental**, but it lacks

the Illumination or Water Susceptibility traits).

Travelling to Skullport by way of Steamfall Pass from the Sargauth level takes about half an hour, but if Thaglar's Foundry is active, one must crawl under the smoke for a substantial portion of the trip, causing it to take closer to an hour. Upon reaching the source of the smoke, the immense heat of the Foundry can cause 2d6 fire damage each round to those who are not careful or do not time their run properly. The slippery, muddy ground, combined with the toxic fog of the pass makes this an incredibly hazardous place to try and fight. Those who become lost here could wander for hours through fog-filled corridors. The marks of the foundry throughout the pass can serve as landmarks, and as such, a character can navigate the pass with a DC 15 Wisdom (Survival) check. Failure causes the character to waste an hour wandering aimlessly, possibly being ambushed by steam elementals, **grey oozes**, or **rust monsters** attracted by the metal of the foundry.

ENSLAVEMENT

Most people reach Skullport in this manner. Oftentimes, this is what becomes of people kidnapped from Waterdeep. They are dragged down to Skullport in chains, to be sold at the slave market. Slavery is an abhorrent, but unfortunately very lucrative trade in Skullport, and the dirtiest secret of Waterdeep. Many even theorize that some Waterdhavian nobles directly profit off of the underground slave trade. Slavers in Skullport are not typically picky, but sometimes they will be commissioned explicitly to kidnap someone specific, such as a noble or merchant of great significance. These deals are usually made by those who stand to profit off of their disappearance, such as political rivals or competing traders. Skullport slavers will also sometimes kidnap wealthy Waterdhavians to ransom to their families. Whether or not the ransom is paid, however, these people are rarely ever seen again. Those who are taken to Skullport have only a slim chance of seeing the surface again. Even if they manage to somehow escape, they will most likely live out their days in the shadows of Skullport, hiding from their captors, and scraping by without the means to get to the surface. It is the deepest fear and grimmest fate of Waterdhavians.

SOUTH SEA CAVES

In the past, Skullport could be reached by way of the sea caves at the base of Mount Waterdeep,

but presently, the Keepers—an enigmatic group of mariners and magi who previously maintained the locks and hoist which enabled trade with the surface—have been driven out of Skullport by its new master, Xanathar. Nonetheless, Xanathar's agents will frequently sow rumours of this method, encouraging people to try it. When ships reach the retaining wall before the locks, the Xanathars use the hoist to lift them out of the water, then board the ship and attack, taking the crew and passengers captive to be sold as slaves, and taking their cargo and ship as the spoils of war.

Nonetheless, even before the Guild's regime, this was a hazardous way to enter Skullport. Most Waterdhavians of note denied its existence, and finding a captain who would take passengers there was a difficult, expensive, and risky game. Captains demanded payment per person of anywhere from 10-100gp (typically more in the winter, due to risks of icebergs damaging the ship), and even still, many of these captains were slavers in disguise, who would clap their passengers in irons and sell them in Skullport first chance they got. Navigating the sea caves without an experienced captain bore its own risks as well—the caves are laden with irregular rock formations, sudden unpredictable currents, and voracious predators capable of threatening ships.

Once clear of the entrance, the sea caves open up into a massive cavern structure with a ceiling nearly 100 feet high, and a retaining wall at the back that stands 10 feet above sea level. On this retaining wall are a pair of hoists capable of lifting vessels out of the water, swinging them over the wall, and lowering them gently down into the water 100 feet below on the other side. The whole process takes 10 minutes, and was supervised by the Keepers, who would take a toll of 50gp for lifting the vessel over. It was not unheard of for Keepers to stop ships to search them for anything that could pose a danger to Skullport, such as unstable magic and disease-ridden crew or livestock.

Once over the wall, the ship floated steadily forward before being encased in a bubble of fresh air, and slowly shrunk down to enter the locks, a set of underwater tunnels that carried the ship deep into Undermountain, eventually letting out less than half a mile from Skull Island. Thanks to the locks controlling the current here, sailing from the end of the locks to Skull Island is a simple matter. The magic of the locks can also carry ships out of Undermountain in a similar manner, and

the procedure is the same. Deterioration of the locks due to the absence of the Keepers, however, currently prevents larger ships from coming through. Any ship larger than a keelboat that attempts to pass through the lock has a 25% chance of a magical malfunction in the locks which causes the bubble around the ship to pop, likely resulting in the ship's untimely destruction.

SECRET PASSAGES

Few are aware of this, but there are secret passages in Waterdeep that lead down to the Port of Shadows, most of which pass through the sewers. One of the better-known passages is a long staircase that runs up to the sewers of the Castle Ward. This is the passage that the Guild's thugs use to get between Skullport and Waterdeep, sometimes even carrying supplies to sell in one of the many Xanathar-owned shops in town. The fact that they carry it through the sewers makes the food less than appealing by the time it reaches Skullport.

There is also a dry well in the cellar of the Blue Mermaid tavern in Waterdeep that runs all the way down into tunnels that lead to Skullport. The owner of the Blue Mermaid, an older human woman named Gorma, is close with the Harpers, and if asked to by Mirt or another high-ranking member, will allow people to use this passage. Otherwise, she does not advertise this fact. This passage ultimately lets out at Piercer Peak (CP 1) where one can use a rope to lower themselves down into Skullport. Wards on the passage prevent anything from crawling up into Waterdeep, making this somewhat of a one-way trip.

Bonewatch Pass, a massive hole in the ceiling of the Heart, also travels up to the surface, with some of its side passages breaking through into the sewers of Waterdeep. Rumour has it that this pass also connects to the wine cellar in the Yawning Portal, but Durnan has never once let anyone go down to check, ensuring that this remains a rumour. This pass is named for a massive skull embedded in the wall of the pass, which seems to stare at those who enter.

CHAPTER 3: SKULKER POLITICS

Skullport lacks any clear ruling body, and one could be forgiven in mistaking it for a bastion of anarchy. To those in the know though, it could be described as a complex, ever-changing oligarchy of powerful factions, skulker gangs, and the inscrutable rule of the Skulls, who seem to prefer this pseudo-lawless state of affairs. Presently, it is ruled by the Xanathar Guild, who are largely disliked by the Skulkers. Given the Xanathars' iron grip on the town, most Skulkers would expect the Skulls to do something about them by now—they would typically not tolerate one faction controlling Skullport uncontested—but something strange has come over them since the Xanathars arrived. They seem clueless and unaware of their surroundings, acting in ways that are completely incoherent with their past behaviour.

As a result, Skullport is in an unusual state of affairs as of the events of *Waterdeep: Dragon Heist* and *Waterdeep: Dungeon of the Mad Mage*—an autocratic dictatorship, controlled by a single criminal element. The Skulkers are profoundly unhappy with this, but have few ways of fighting back, due to the power of the Xanathar Guild. Nonetheless, they are not invulnerable, and the included adventures provide opportunities for cunning characters to shake their hold on the port (see Chapter 7).

For more information on specific members of factions, see Appendix B: Rogues' Gallery

MAJOR FACTIONS

These factions have meaningful military might and could join an all-out battle if the need arose.

BREGAN D'AERTHE (CN)

These swashbuckling drow iconoclasts lead by Jarlaxle Baenre are more merchant and mercenary than military. However, as spies, assassins, and pirates, they are uncontested. Additionally, warriors of Bregan D'Aerthe augment their capabilities with powerful Lantan Smokepowder firearms (see appendix F), and are lethal at both close and long range, swashbuckling and gunslinging their way in and out of battles before their enemies have the chance to get a good look at their faces.

Bregan D'aerthe have bigger interests on the surface and elsewhere in the Underdark, and only a couple dozen spies in Skullport, but a far greater fighting force of mercenaries available. For more on

Bregan D'aerthe, see *Waterdeep: Dragon Heist*.

HOUSE AUVRYNDAR, SARGAUTH DIVISION (CE)

The primary drow force in the area, this group of drow warriors is lead by **T'rissa Auvryndar** (A **drow priestess of Lolth**), who seeks to prove herself by currying the favour of Lolth and taking over Skullport for the drow. Once there, House Auvryndar wishes to use Skullport as a jumping-off point for a full-on assault on Waterdeep. To do this, they hope to take more ground in the upper levels of Undermountain, which they will use as the site of a ghastly ritual that will blanket Waterdeep in a suffocating darkness, enabling the drow to strike quickly and lay low their defenses before claiming the city for their queen demones, Lolth.

Fully mustered, this division of drow are no more than 100 strong, but are also in the process of building an army of giant spiders to aid in the coming battle, and are not above using assassination to weaken their foes before an assault. They report to House Auvryndar's primary base deep in Undermountain, but for fear of dishonour, T'rissa does not call on them.

For more on House Auvryndar, see *Waterdeep: Dungeon of the Mad Mage*.

LEGION OF AZROK (LN)

Mustering in a massive cavern on the Sargauth Level, the Legion of Azrok is an organized fighting force of **goblins**, **hobgoblins**, and **bugbears**.

Once glorious conquerors, they march under the banner of their leader, **Azrok**. Azrok, however, bears a secret that complicates matters. He was born blind, and depends on a *dagger of blindsight* to see (rare weapon, attunement, provides blindsight 60'). Recently, it has been stolen by his son, **Azrokkog**, who saw the Legion as suffering a massive downturn after being ground down by constant fighting with House Auvryndar on the Sargauth Level. Adding to this, several of Azrokkog's closest friends were replaced with intellect devourers without him knowing, and had been feeding him sweet fantasies about glory under the Xanathar's Guild. As a result, Azrokkog finally snapped, stole his father's dagger, and deserted, rallying many of the hungry bugbears to his cause and marching off to Skullport with his makeshift army in tow to pledge allegiance.

CANON DISCREPANCIES

In *Waterdeep: Dungeon of the Mad Mage*, Azrokkog is noted as having fled to Floor 14, and Azrok's dagger is in the possession of Clan Ironeye on Floor 6. However, this arrangement means, by the time these two elements of the story are discovered, the Legion of Azrok has already been turned into thralls by Xanathar's intellect devourers. As such, I have chosen to put these two elements in Skullport, to make them more accessible to players. If you want to give your players a pressing reason to rush through Undermountain, though, feel free to leave it as-is.

Additionally, my telling of the Protectors of the Song differs on countless fronts from canon about the organization. This is mostly because sources on them are disparate and vary broadly. I primarily relied on *Dragon Magazine #176: If You Need Help—Ask The Drow!* for information on the Promenade and its inhabitants. Listing every discrepancy from every source is a task beyond the scope of this book, so rather, if the Protectors of the Song spark your creativity, know that what I have written here is only one interpretation, and there is far more room for creativity!

As a result, the Legion is now starving and desperate, and Azrok is unable to offer them the glory they so desire. His boisterous leadership style and warrior-king reputation still upholds the cohesion of his people, but his wife, **Lurkana**, has taken over many of his previous duties, and his people are beginning to understand that something is wrong, leading to even further loss in morale.

Among the Legion of Azrok, tales tell of a hidden citadel somewhere in Undermountain called the Citadel of the Bloody Hand, an impenetrable underground fortress lost to the ages, which could house the Legion and provide them a stable base from which to muster and grow their empire. This legend is what originally drew the Legion to Undermountain, and what sustains their little morale. It is the stuff of legends, and in this particularly troubling time, talk of the Citadel of the Bloody Hand has become more commonplace.

The Legion's ranks account for roughly 50 **hobgoblins**, 50 **bugbears**, and 140 **goblins**. For more on the Legion of Azrok, see *Waterdeep: Dungeon of the Mad Mage*.

PROTECTORS OF THE SONG (CG)

Hereditary foes to Ghaunadaur, the Protectors

of the Song hold ground around Skullport not out of an interest in Skullport itself, but to guard the Pit of Ghaunadaur, a mile-long shaft near Skullport, which leads all the way down to a floor of Undermountain filled with ooze, from which they believe Ghaunadaur will one day rise to attack Waterdeep.

Centuries ago, Eilistraee appeared before a young dark elf, Qilue Veladorn, and asked her to lead her friends in a mission against Ghaunadaur, gifting the thirteen of them *singing swords*, holy relics of Eilistraee, to aid them in their battle. Fighting their way to the Pit of Ghaunadaur, the Protectors successfully beat back Ghaunadaur's legions and sealed the pit, remaining there ever since and making regular patrols for any signs of Ghaunadaur activity.

The Protectors made their home in a massive cavern on the Sargauth Level, which they called The Promenade of the Dark Maiden. For centuries, it stood, and they did battle with various incursions from all manner of threats until, about ten years ago, the Pit of Ghaunadaur was suddenly torn asunder once more, and in the ensuing battle, Qilue Veladorn dove into the pit to buy her companions time to reseal it. Having never returned, she is presumed dead, and her relic blade lost. As such, the only remaining member of the original Chosen of Eilistraee is **Ijrene Ahbruy**n, who has naturally become their leader.

The assault left the Protectors with only a small fighting force of 30, and as such, they were forced to give up much of their territory in the area that once was the Promenade, now called Stromkuhldur by the Legion of Azrok, who moved in after the fact. Despite their small force, their warriors are exceptionally skilled, many having centuries of experience. Augmenting this skill is their command of divine magics, which can turn the tide of battle and save lives, making them a formidable fighting force nonetheless.

XANATHAR GUILD (LE)

The dominant local force in Skullport, they have no qualms about throwing their weight around or bullying skulkers, and though they pose as a legitimate authority, they are little more than thugs. They collect arbitrary taxes to fund their endeavours, and are headed up by the enigmatic **Xanathar**, whose exact nature is unknown to most. Their symbol is a circle with ten equidistant spokes extending out of it. Their majordomo, Ahmaergo, along with Commander Sundeth, keep the peace in

Skullport.

In Skullport, they number in the hundreds, with about 200 human **thugs**, 100 **duergar**, and 100 **bugbears**, about 60 of which are deserters from the Legion of Azrok. For more on the Xanathar Guild, see *Waterdeep: Dragon Heist*.

OTHER FACTIONS

These factions are made up primarily of ordinary people, with no more than one or two members who could feasibly threaten a party of adventurers. They may serve a vital function in the city, provide some service, or simply have their own motive they pursue, but they do not necessarily aim to rule Skullport.

THE FANGS (NE)

A gang of wererats, many ex-Xanathars, who gather in a cave in Beggar's Rest. They band together for protection, and if anyone comes into town with an agenda of killing lycanthropes, they can expect a visit from The Fangs. Run by Snit Goldburn, a Neutral Evil **wererat**.

THE INAUSPICIOUS (N)

Those who suffer poverty in Skullport struggle to get by. As such, without banding together, death is almost certain. The Inauspicious is a gang made up of those who cannot find space to live in Skullport, and therefore, drift and panhandle wherever they can. They own a few small rafts they use to ply the seacaves and fish. This group has no real leadership, and mostly focuses on working together for a common cause.

KEEPERS (N)

This enigmatic group of mages and scholars controls the locks that allow ships into Skullport. They interacted little with Skullport directly—they took their toll of 50 gold from ships coming through the locks, and used the money to purchase supplies to feed their people and remain stocked up. They once laired in a cavernous enclave south of Skull Island, but have since been driven out by the Xanathar Guild. They are lead by Ithiry1, a Githzerai **archmage**.

MUSES OF MISERY (CE)

It's no secret that Skull Island was once held by Loviatarians who used the island for acts of mass torture and sacrifice in the name of their mistress of pain. They did not disappear when the Guild moved

in. This gang is made up of Loviatarians who used to hold the Tower of Seven Woes. They wish to take it back, but in the mean time, they slake their hunger for sadism by kidnapping people off the streets and making sacrifices in agony to their lady of pain. **Quilla Vaerned** is their leader, a femle tiefling high priest of Loviatar (see appendix B). Muses are all ritualistically scarred in a self-inflicted initiation ritual.

THE PATCHES (LN)

This guild of doctors and medics are less of a gang and more of a public service, but they do employ a crew of bodyguards, as medical supplies are expensive and valuable in Skullport, making the Patches common targets for muggings. Their medical treatments are pricey, but they are at no shortage of expertise. They operate out of The Patch Job (CH6), and their leader is a, elderly, scarred female half-orc **veteran** named Nethra Kaine.

STREET SCRAPERS (N)

A strange skulker gang indeed, the Street Scrapers are dedicated to removing rubbish from the streets of Skullport. In doing so, they expect that tips be paid by locals whose surroundings they clean. They request a payment of a shard a week from every household in Skullport. Skulkers who do not pay often find massive piles of refuse dumped on their doorstep. They are lead by Edegar "Sweeps" Lardux, a neutral male human **thug**.

THE UNSEEN (LE)

A band of spies, assassins, and thieves, all shapeshifters. For the most part, they infiltrate every faction of Undermountain, and often work as information brokers. Getting in touch with them is nearly impossible—most often, if you pique their interest, they send an agent to find you. Run by Pyotr Vinn, a lawful evil **doppelganger**.

THE VIOLET IRIS (CE)

These cultists of Ghaunadaur wish to reclaim the Pit of Ghaunadaur from the Protectors of the Song. They raise oozes, fungi, and myconids, and engage in rituals that merge them with such creatures. They live in the sewers under Skullport, and have a lair in the lower trade lanes (LT6). They are lead by Goratrix Vynn, a drow cultist of Ghaunadaur (see Appendix B for more information). They are hoping to summon greater and greater monstrosities to serve their dreadful god. Presently, they are looking to summon an oblex (see appendix C).

CHAPTER 4: THE THIRTEEN SKULLS

Prior to the inexplicable change in behaviour that came with the Xanathars seizing power, the Skulls of Skullport were seen as the first and final word on law and order. Skulkers did everything in their power to not incur their wrath, or create a Disturbance. Disturbances were any behaviours that interfered with the status quo of Skullport, as defined by the unknowable whims of the Skulls. Only one hard and fast law is known, and it is the Monolithic Decree, named for the monolith in Shadow Pass, where it is most often heard.

This be safe haven to all traders and customers. Keep your weapons and your uncivil tongue sheathed lest you find the grinning skull of Death smiling in your face

Disturbances that have drawn the Skulls' ire in the past include:

- Disrupting or suppressing trade of any goods, including slaves.
- Large-scale conflict between one or more families, factions, or gangs of Skullport.
- Outward religious proselytizing or evangelizing (Though they take no offence to religious symbolism being worn or discussed).
- Use of unstable magic.
- Large-scale vandalism (though what constitutes 'vandalism' is often inconsistent).
- Reneging on major trade agreements.
- Trying to damage the monolith in Shadow Pass.

However, these can hardly be taken as guidelines, as the Skulls are inscrutable, and what is considered a Disturbance varied wildly, as well as the typical response. The most extreme reaction was to disintegrate the problem person on the spot, or summon wizshades to slay them. However, more often, the Skulls would make some absurd demand of the offending party. Failure to abide by these demands would lead to one of the former, more deadly results. Past demands include:

- Offer to empty the chamberpots of every single person in the Lower Heart. If they refuse, insist twice more before accepting no for an answer.
- Spend the coming week at one of the local inns. Every time a Calishite enters the inn, you must buy every person in the dining room a pint of Wyrmwizz.
- Stand on the Murkspan bridge for 72 hours

straight, and only consume what is freely given to you without your asking.

- Ask Morganis Andropoea how her husband is doing (See UH2).
- Treat the first goblin you see as your honoured house guest for the next month—tend to their every need and request.

Presently, their behaviour is more in line with a cabal of senile elders. Some of the recent, strange behaviour of the Skulls includes:

- Floating into a building, telekinetically pulling up a chair in front of a table, and floating above that chair as if it were the head of a body sitting in it. It will not leave until food is placed in front of it, at which point it telekinetically lifts the food, puts it in its mouth, makes an exaggerated chewing motion, and then floats away. The food drops onto the chair, mostly unaffected save for being bitten.
- Humming, whistling, and singing songs in an ancient, forgotten language. One who uses magic to understand the language finds that the song is macabre nonsense related to dismemberment. Sometimes several of them will join together in an accompaniment of whistling, humming, and singing.
- Hovering over Skulkers while they sleep. Skulkers who wake are understandably startled, but if they make any sudden noises, it makes a clacking motion with its jaw as if laughing before floating away.
- Picking people up telekinetically, dangling them over the pit to the Dungeons, and then calmly putting them back down next to it.
- Floating at eye-level with travellers, bumping into them, and then constantly moving left and right to prevent them from getting by, all the while repeating "Sorry" in different languages.
- Skulkers will occasionally get a drink spilled on their head by a Skull high above that has stolen a cup and is trying to drink.

No one is entirely certain why this is, but theories range from "Halaster's doing" to "the wild magic of Undermountain has finally broken them" to "the Xanathar has a machine that makes them stupid". Nonetheless, the Skulls of Skullport, as far as anyone can tell, cannot die. So long as Skullport remains, the Skulls, too, remain. If one of the

Skulls is somehow destroyed, a random humanoid is chosen from the resident population. The replacement Skull emerges, 24 hours later, from the head of the unlucky victim, in a spectacularly gory manner. For this and many other reasons, newcomers are harshly warned against attempting to harm the Skulls.

When possible, the Skulls prefer not to fight directly, and rely on wizshades to enforce their will. When they do fight, they tend to use nonlethal methods, such as *forcecage*, *maze*, *imprisonment*, *true polymorph*, and *feeblemind* to put down Disturbances, but if necessary, they will *disintegrate* those who cause trouble.

Mechanically, each skull is a **demilich**, with the following traits:

- It has an Intelligence of 24 (+7)
- When it uses its Howl action, it can choose to only affect certain targets in the area.
- **Rejuvenation:** So long as Skullport is intact, the Skulls cannot be killed permanently. If a Skull is reduced to 0hp, it turns to dust. 24 hours later, a new Skull emerges from the head of a random humanoid in Skullport, killing them spectacularly and explosively.
- **Action: Conjure Wizshade (3/day):** The Skull conjures a wizshade in a space it can see, which acts immediately and follows the Skull's telepathic commands.
- **Legendary Action: Cast a Spell (1-3 actions):** The Skull casts a spell from 1st-3rd level, spending a number of actions equal to the level of the spell.
- **Shared Spellcasting:** The Skulls collectively share a pool of spell slots, and list of spells, from which they all draw. Their spellcasting ability is Intelligence (spell save DC 22, +14 to hit with spell attacks). They have the following wizard spells prepared:

Cantrips (at will): *mage hand*, *prestidigitation*, *fire bolt*, *chill touch*, *poison spray*.

1st-level (at will): *burning hands*, *detect magic*, *magic missile*, *shield*

2nd-level (at will): *detect thoughts*, *flaming sphere*, *invisibility*, *Melf's acid arrow*, *mirror image*

3rd-level (at will): *animate dead*, *counterspell*, *dispel magic*, *fireball*

4th-level (9 slots): *blight*, *fire shield*, *greater invisibility*, *phantasmal killer*

5th-level (7 slots): *bigby's hand*, *cloudkill*

6th-level (6 slots): *circle of death*, *disintegrate*,

globe of invulnerability

7th-level (4 slots): *delayed blast fireball*, *finger of death*, *forcecage*

8th-level (3 slots): *dominate monster*, *feeblemind*, *power word stun*, *maze*

9th-level (2 slots): *power word kill*, *imprisonment*, *time stop*, *true polymorph*

Wizshades, the servants of the Skulls, appear when summoned and cannot be made to disobey the orders of the Skulls. They appear as shadowy, translucent figures of what was once a mage, and each is unique. Many theorize that these figures are the tortured souls of Netherese arcanists who lost their lives during the fall of Netheril (See Chapter 6 for more information). One way or another, these creatures may be servants, but they are no pushovers, and should not be underestimated. They do not typically seek to kill unless the Disturbance their target caused was especially severe in the eyes of the Thirteen.

Mechanically, a wizshade is an **archmage** with the following traits:

- Resistance to acid, cold, fire, lightning, thunder; bludgeoning, piercing, and slashing damage from nonmagical attacks.
- Immunity to necrotic and poison damage.
- Immunity to the exhausted, frightened, grappled, paralyzed, petrified, poisoned, prone, and restrained conditions.
- Darkvision 240 ft.
- **Amorphous.** The wizshade can move through a space as narrow as 1 inch wide without squeezing.
- Their CR is 13 (10,000xp).

CHAPTER 5: LOCATIONS IN SKULLPORT

Skullport is broken up into three districts: the Port (P), the Trade Lanes (T), and the Heart (H). Locations in the Skullport are also differentiated as either Lower (L), Central (C), and Upper (U). As such, locations in Skullport keyed to the map will begin with a combination of altitude and district, such as UH (Upper Heart) or LT (Lower Trade Lanes). There are also four peripheral regions, known as Skull Island (SI), the Promenade of the Dark Maiden (PD), the Dungeons (DG), and the Xanathar's Lair (XG).

SKULL ISLAND

This island is dominated by a massive fortress that runs nearly to the edge of the landmass, surrounded by 20-foot high stone walls manned at all hours by agents of the Xanathar. Atop these walls are ballistas, as well as cannons which shoot alchemist's fire, which keep the island safe from invaders.

The massive subterranean lake in which Skull Island sits is called the Skull Pool, and is the first part of Skullport most people see. The ceiling of the cavern is dome-shaped and 120 feet high at its peak. A massive, hollowed-out column rises from Skull Island all the way to the ceiling.

SI1: NEW MURKSPAN BRIDGE

This massive bridge is made of zurkhwood and iron, and stands on the foundation of the old Murkspan Bridge. Previously, the bridge was a construction entirely of stone, but it collapsed

during the Xanathars' invasion of Skullport. This new bridge is rigged to collapse if two levers are pulled simultaneously, one in each of the adjacent guardhouses. The retaining wall the north end of the bridge is connected to has large drainage pipes just above the low tide mark, where sewage from Skullport drains into the water.

SI2: THE MAW

The eastern port of Skull Island is called The Maw for its shape, not unlike a great mouth into which boats must enter. Crossing the entrance to The Maw, deep below the water's surface, is a long, slacked chain with jagged metal barbs on it known as a set of hull augers. Using a winch in one of the nearby guardhouses, these augers can be raised and pulled taut, causing any ship that tries to cross into or out of the port to have the bottom of its hull ripped apart.

SI3: PARLEY POOL

All ships that enter this pool let down all weapons, whether handheld or naval, when entering the port on the west side of Skull Island. It is known as the Parley Pool ever since a belligerent Calishite merchant had his ship suddenly and inexplicably struck by one of the Flame Cannons on the battlements. It is not known what caused this incident, as the cannons were unmanned at the time, but the ship was entirely destroyed, and the merchant did not survive the conflagration. Ever since, it has become common practice to disarm and be as polite and inaggressive as possible while docking in this pool.

SI4: HUMAN BARRACKS

Seventy human **thugs** in Xanathar employ are quartered here. The inside of the building has a gloomy atmosphere, and along the walls are bolts that used to hold gibbets—remnants of its previous function. The building has been converted into a living space, with about a dozen 10-ft kennels holding creatures such as giant rats, giant lizards, worgs, and even one displacer beast that has been thoroughly tortured into obedience.

This building has a dark past. The previous inhabitants of this island, the slavers of the Iron Ring, used the building as a "school of obedience" for slaves. They would drag newly-captured slaves into this nightmarish structure and strip them of name and identity, inventing new names for

SIEGE WEAPONS ON SKULL ISLAND

Ballista: Large object, AC 15, 50hp. Requires three actions to fire—one to load, one to aim, and one to fire. +6 to hit, range 120/480 ft., one target. Hit: 16 (3d10) piercing damage.

Flame Cannon: Large object, AC 15, 50hp, fires glass bulbs full of alchemist's fire. Explodes if a single hit deals more than 20 fire damage to it while it's loaded, dealing 22 (4d10) fire damage to everyone within 20 feet, or half on a successful Dexterity save. Requires three actions to fire—one to load, one to aim, and one to fire. +4 to hit, range 60/240 ft., one target. Hit: 3 (1d6) bludgeoning damage, plus 17 (5d6) fire damage, and the target catches fire. While on fire, the target takes 3 (1d6) fire damage at the start of each of its turns, and if the target is an object, the fire spreads to any flammable object or surface within 5 feet. A creature can use an action to put out a single creature or 5-foot square of fire.

SKULL ISLAND



them like “Rubbish” and “Filth” to call them by. Through torture both physical and psychological, these unfortunates would be prepared for service. Those who proved tougher to break, as well as “teachers” who refused to continue, were dragged to the Tower of Seven Woes (SI8) for re-education. As a result of this horrible practice, this barracks is permanently scarred with evil. One who spends more than an hour here must make a DC 10 Charisma save or be Haunted (See appendix F). At the end of each long rest, they may make a new Wisdom save. On a success, the effect ends, and they are immune to it, but are always reluctant to return to the building.

SI5: BUGBEAR BARRACKS

Sixty **bugbears** and **Azrokkog** (see appendix B) are quartered here. About half of these bugbears are from the Legion of Azrok. When Azrokkog defected, he brought them with him to join the Xanathar Guild. Many of them have Intellect Devourers in their skulls, which the Xanathar was using to tempt Azrokkog into leaving the Legion.

The guildmembers in SI4 bear some resentment toward Azrokkog, as this building used to be their barracks. They hate having to live in the old, haunted building, and believe Sundeth is prioritizing the bugbears over them.

SI6: PRISON

This three-story building is packed with cells, and used by the Xanathar Guild to store prisoners Sundeth doesn't choose to deal with first-hand. At any given time, there are 2d4 prisoners here, a mix of commoners, thugs, and bandits, who are either kidnapped from the surface, skulkers taken off the streets, or disobedient Xanathars. There are 36 cells in all.

SI7: VISITOR REGISTRATION AND ARMOURY REQUISITION

This building is used to screen and register new visitors to Skullport. Anyone who comes in through either of the ports is brought in here and asked their name and business in Skullport by one of the receptionists, all of whom are bugbears and quite fed up with their jobs. The process of registration is a total farce, and it is 75% likely that visitors returning for a second time will find that their records have been lost and they need to register anew. The whole process takes about 15 minutes, and the bugbears may request a registration fee of 1-10gp. This fee is entirely arbitrary and is different

for every person who comes in—the bugbears simply use it as an excuse to grift newcomers. Someone who calls them out on this finds that they have to go through “deferred intake”. The bugbears do not further try to swindle this character, but hold them up for a full hour as they pretend to be doing bureaucratic work behind the counter.

The registration center is always guarded by 4d6+4 bugbears between the inside and outside, including some on the roof. Though this may seem excessive, it is because part of this building also serves as an armoury. Troops come by occasionally to requisition gear, or additional kegs of alchemist's fire, which is always called “Golden Wine”. One who wants to acquire some must fill out a requisition form, to ensure that none goes missing or is misappropriated. There is also a forge in the back, used by the quartermaster, a **duergar** named Bort, to repair equipment, and some guard barracks upstairs.

SI8: TOWER OF SEVEN WOES

The courtyard of this massive tower is overlooked by three watchtowers, on each of which stationary gargoyles perch. There are two on the west tower, four on the center tower, and four on the east tower, one of which is badly damaged. In the past, the gargoyles were guardians of the tower's previous owner, Quilla Varnaed. At her command, they would animate, but two were destroyed in the battle with the Xanathars for this island, and a third was damaged by Sundeth after he became frustrated at not being able to make them animate and serve him. Quilla Varnaed still knows how to animate them, and holds this knowledge close to her heart in hopes that she may one day be able to use it against the Guild.

The tower itself is carved out of a massive column that reaches to the ceiling of the cavern, 140 feet up. 60 feet up the tower, a ledge protrudes out, forming a balcony that leads inside. Sundeth's mount, a wyvern named Venom, roosts here. Sundeth ships livestock in from the surface, or drags out some less-important prisoners, to feed Venom. The tower is seven levels high, each with 20-foot ceilings. In the past, each floor represented a different kind of torture, and it was littered with symbols of Loviatar. The first three floors still keep to this tradition, though most holy symbols have been destroyed. The fourth floor is Sundeth's personal quarters. The fifth is his wyvern's nest. The sixth is his personal trophy room, where he keeps broken armour, weapons, and body parts from various beasts and warriors he's bested. The seventh is



storage. Animals avoid the tower instinctively, and any creature that enters feels a hot pain run down their back, like a barbed whip lashing them. A creature who spends at least ten minutes on a floor above the first must immediately make a DC 15 Charisma save or become Haunted (see appendix F). While Haunted in this way, the creature gains the following flaw: "I take some enjoyment in the suffering of others." They must make this save once per floor they spend at least 10 minutes on.

SI9: OLD CAVE

This small cavern on the southeast side of the Skull Pool has deep gashes in the walls where it looks as though many people used to set mooring anchors for small watercraft. The south side of the cavern is collapsed, and beyond it was once the enclave of an enigmatic group of magi known as The Keepers, who managed and maintained the lock. The cavern beyond (represented by dotted lines) was collapsed by Xanathar, who became paranoid about the Keepers being treacherous after a Xanathar Guild vessel came out of the locks too rapidly and was dashed against a cave wall. It is possible to crawl through the rubble to access the cavern, but it is

difficult and risky.

LOWER PORT

Connected to Skull Island directly via New Murkspan Bridge, the Lower Port is undeniably the filthiest area of Skullport. It is occasionally known to flood with water from the Skull Pool, leaving a thick layer of muck on the ground.

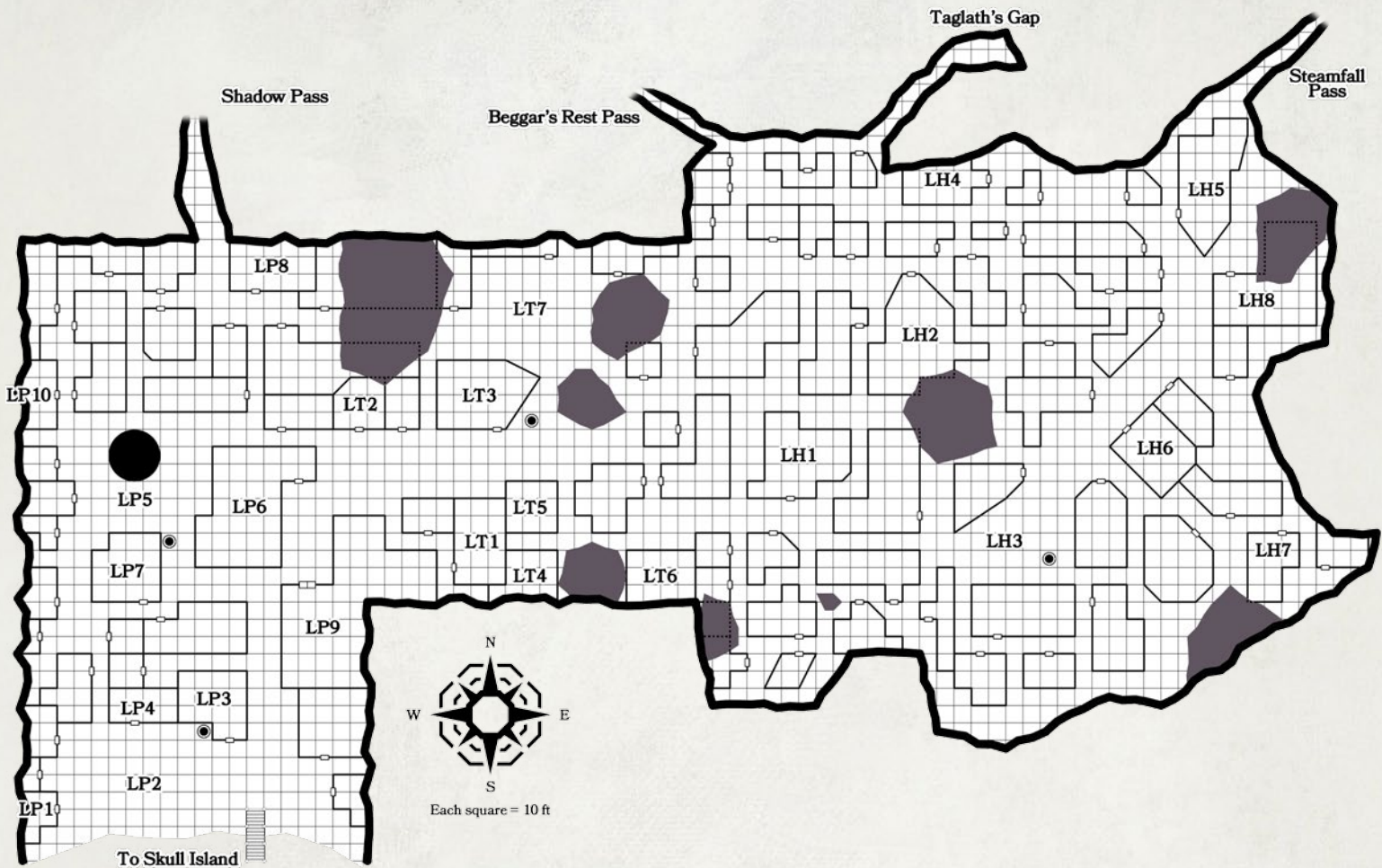
LP1: DEAD MAN'S CORNER

Three bodies hang outside this building, suspended by nooses. The corpses clamour and flail occasionally, and will lunge toward people who enter, but one who stays on the flagstone path up to the door will be out of reach of all of them. Inside, an entire wall is dedicated to morgue drawers, and the climate within feels not unlike a walk-in freezer, thanks to an enchantment laid upon the house by its sea hag owner, Olive Stillwater. On an opposite wall, shelves are lined with jars preserving everything from insects, to toads, to brains of various creatures, to spare body parts. The owner is known to sell brains to Illithids, and there is a chance that one, named Quarethon, may be here when the players arrive, standing at the counter in front of them in the process of ordering a large shipment. He would prefer not to be bothered, and would really just like to get his order of brains taken to his ship so that he can get back to his home in the Seadeeps of Undermountain.

Olive Stillwater is a plump, scaly, blue-skinned old crone with coral growing on her head, sticking up like a stony mohawk. She wears clothing made of vernun, a scaly material with the texture of snakeskin, made by treating flayed kuo-toa hide, and she always wears a belt with a large set of rusty iron shears hanging down. She greets individuals by gesturing to a coatrack adjacent to the wall, where four vernun cloaks hang, and telling them to put one on if they're cold.

She sells zombies, which she insists are excellent for finding traps. These zombies can be purchased in one of three ways. She accepts payment of 50gp for a zombie. She will also accept payment in the form of three intact human corpses. Lastly, she will trade a zombie for a lock of hair and a bit of blood from the buyer, offering to use her rusty iron shears to acquire them. What, exactly, she does with these offerings is unclear. Some think she sells them to Halaster, who has a vested interest in keeping tabs on all who enter his domain. Others think she consumes them in a foul ritual that sustains her magic. Others still believe

LOWER SKULLPORT



she, personally, uses them to scry on the locals.

If a zombie is purchased, she cuts one down from the nooses outside, leaving the rope around its neck. Anyone who holds the rope can give a command to the zombies, but it must be three words or fewer. Absent commands, the zombie simply repeats whatever it was last told to do, or stands still and looks ponderous.

LP2: OLD SLAVE MARKET

This market square is mostly surrounded by vacant buildings and empty slave pens. The Xanathar Guild uses this market to sell off slaves they capture from the Sea Caves and Waterdeep above, but few Skulkers will do business with them. In one corner, Bhaltar Guilegut, a duergar **veteran** stands guard in front of a slave pen with four other duergar **thugs** (All of them use the thug statblock, but gain the Invisibility and Enlarge traits of the duergar). In the pen are five humanoids: a female dwarf, a male goblin, a female water genasi, and two human men. If the characters are looking over in their direction,

Bhaltar tries to get their attention by calling out to them and asking if they want to buy the slaves.

"The goblin's a good one to prod forward—good for findin' traps in Undermountain. Sometimes with 'is eyes, sometimes with 'is body. The dwarf's got a strong body for hard labour, and a good mind for keepin' things orderly. The blue one, well, she's pretty and she's got a lotta fight in her, if need someone who'll put a hurt on people without spoilin' your look. 75 dragons for each of them, or 200 for all three. The other two, they're real strung-out, I'd say. Good for their organs and not much else. 25 dragons each."

The goblin, dwarf, and genasi are named Baggywrinkle, Fallthra, and Meili respectively. They tried to sail to Skullport by way of the Sea Caves, but were taken captive by the Xanathars when they reached the retaining wall. They are searching for their captain, Luna, who went missing off the Sword Coast years ago, and they believe she may have made her way to Skullport. The other

two, when asked their names, respond with only “Rubbish” and “Junk”. They have empty looks in their eyes—they have been thoroughly tortured by the Xanathar Guild and have little life left in them.

LP3: THE PIERCED NAVEL

This old shop sits just around the corner from the slave market. Its two owners are a pair of human sisters named Doodles and Stabbem, a tattoo artist and piercer, respectively. In the past, they were known for being a pair of rather rambunctious body artists, with Doodles especially enjoying taking some liberties in people’s tattoo designs and adding her own quirks. Lately, however, they mostly end up doing work for the Xanathars, and can’t risk drawing their ire by messing with the guild’s icon: a circle with ten equidistant spokes surrounding it.

If anyone unaffiliated with Xanathars comes into the shop wanting work done, Doodles and Stabbem immediately raise their spirits, and excitedly start sketching out designs, or showing off their variety of metal piercings. Piercings typically cost 1gp apiece, and tattoos can cost anywhere from 1gp to 50gp depending on the complexity of the piece. Both sisters are likely to give more favourable prices to those unaffiliated with the Xanathars, especially if they come in with an interesting idea of what they want done.

LP4: THIMBLEWINE’S PAWNSHOP

One of the few buildings in Skullport to survive long enough to be passed down, Thimblewine’s Pawnshop is now owned by Thimblewine’s niece, a rock gnome named Krystaleen. Adventuring gear can be sold to Krystaleen at its market value according to the PHB. A good number of oddities dot the shelves, as this place serves mostly as a fence for stolen goods. There is a 25% chance that a common magic item is among the goods, which Krystaleen sells for anywhere from 80-250gp. There is a 10% chance that there is an uncommon magic item, which she sells for 300-800gp. Lastly, there is a 1% chance that a rare magic item has made its way here, but Krystaleen never leaves these out on the shelves. She will only tell characters about it if they have shown that they have enough money, in either gems or coin, to pay. This sum is usually anywhere from 4,000 to 10,000gp, depending on how powerful an item it is.

LP5: OLD FISH MARKET

This market square smells of fish and refuse, and about a dozen rickety old market stands dot the

area. At most, three or four of these stands are manned, and most of the merchants are peddling gumpfish, a blind fish that lives in the Sargauth and makes up a good portion of the meat in skulkers’ diets. Gumpfish is bland and visually unappealing, but surprisingly nutritious. If there are any Xanathar thugs present, as there often are, they will often tax any trades made in the marketplace, taking a cut of the gumpfish. For this reason, most Skulkers do their trades privately, and fishers will go door-to-door of buyers they know to be reliable. The Xanathars want to crack down on this practice and take a cut of all sales, but skulkers are crafty in their dealings, and know how to avoid the watchful eye.

In the middle of this market is a 30-foot diameter round pit with a 3-foot high metal rail surrounding it. The Xanathars throw anyone they don’t like into this pit, which falls about 30 feet down into the Dungeons (See The Dungeons later in this chapter for more information).

LP6: THE TROLL’S GUFFAW

This old, rustic theatre can, accounting for its upper levels, provide seating for a hundred, and standing room for a couple dozen more, but of late, it is rarely used. Once, it was a place of merriment as mummers, thespians, musicians, and all manner of performers would take the stage to show their talent. Doppelgangers, especially, loved to perform here. However, the old owner, a drow woman by the name of Velespia Sorrax, was driven out by Xanathar, who believed she was using the plays to secretly radicalize Skulkers against the Guild. The theatre now only runs plays that inevitably end in Xanathar showing up at the end, in immense *deus ex machina* fashion, and saving the rest of the cast. Xanathar is usually portrayed by a tall, strong, handsome human man by the name of Talon.

LP7: THE BLACK TANKARD

Hanging outside the door of this old dive bar is a large black tankard full of old human bones, and the demeanour inside is approximately as cheerful as it looks from the outside. A rude old duergar named Droon Stonedark keeps the place running, and works for the Xanathar. Those looking to contact Ahmaergo often do so through here, by way of his informants and runners, though he himself almost never shows in this place. Two **minotaurs** stand by the doors inside, and those Droon doesn’t recognize as guildmembers have no more than ten seconds to prove themselves before Droon gives the order to his guards to have them thrown outside. Should a group put up a fight, a **spectator** hovering above in

the rafters is prepared to join the fray. Droon sells Wyrmwizz, a murky ale, for 2sp per mug, and briny, watery gumpfish soup for 3sp a bowl. Nothing more is available here—the place is more a front for discussing Guild business than a business unto itself.

LP8: THE DROWNED BUOY

This inn is merely a large common room in which folks can lay down a bedroll or put up a hammock. A space costs 3cp, paid to Gums, the proprietor, a toothless old human man. No food, drink, or security is available—it's little more than a roof over one's head and a dry floor to lie on. Rumour is that those who sleep here tend to experience nightmares relating to Undermountain, due to its proximity to Shadow Pass, but most skulkers just assume this is because the kinds of people who would sleep here are the kinds of people who have been ruined by Undermountain.

LP9: GYUDD'S DISTILLERY

The old shield dwarf who runs this distillery, Gyudd, was once quite the name around town, but ever since trade with the surface was closed off by the Xanathar's, he has been unable to produce his signature brews that once made him so well-known. Nowadays, he mostly produces Wyrmwizz, a cheap ale made from fermenting bluecap, and occasionally Amberjack, a whiskey made on the rare occasions where someone can sell him hops from the surface. He wishes he could make some of the better drinks the distillery is known for, and buys supplies to do so if the players have them.

- He buys hops for a silver piece a pound, twice the going price on the surface, to produce Amberjack.
- He buys cave fisher blood at 10gp a pint, and uses it to produce an age-old Dwarven drink called Brimfitz. One cave fisher can yield up to 10 pints of blood, but ones slain in battle typically only provide 1-5 (cave fishers are detailed in Volo's Guide to Monsters).
- He buys giant spider venom at 20gp a vial, and uses it to produce Spinner, a wine much-loved by the drow. Giant spiders can yield up to 8 vials of venom, but ones slain in battle typically provide no more than 3.
- He sells kegs of Amberjack and Wyrmwizz by the 5-gallon cask for 20gp and 5gp respectively, and Brimfitz for 100gp a cask. He sells Spinner for 200gp a cask, but cautions non-drow against drinking it—it can be quite lethal to those with-

out drow ancestry. He never has more than one keg of each of these on hand, unless he has a regular supply of the rare ingredients.

LP10: THE BRUISED BLADE

This rickety old building, at first glance, looks to be an empty house. Inside, however, there is a set of stairs downward, above which a sign is painted that reads "The Bruised Blade". In the basement, a large arena has been carved out (15'-radius circle), and bookies arrange fights here between competitors. The rules of these fights vary, but most fights are unarmed, and proceed until someone is knocked out. Betting starts at 1sp and goes as high as 10gp for some fights. The manager, a goliath **gladiator** by the name of Armstrong, is always looking for new fighters. A character who decides to fight could end up fighting a **bugbear**, **bugbear chief**, **hobgoblin**, **duergar**, **thug**, **veteran**, **gladiator**, **yuan-ti malison** (any type), or any other strange fighter who might make their way to Skullport.

LOWER TRADE LANES

The midsection of Skullport's ground level, the Lower Trade Lanes has its fair share of shops and services. It is somewhat less disgusting than the Lower Port, but the smell drifts over nonetheless.

LT1: THE MIZZEN MAST

This old building, constructed from various pieces of old wrecked ships arranged with impressive care, is owned by an old human man by the name of Fainly Deff. He takes commissions for shipbuilding, and his work is of great quality. Customers are consistently impressed with the results, but his prices are by no means thrifty, as he has to ship in all the lumber from above ground. Unfortunately, for this reason, he cannot presently take commissions for anything larger than a rowboat, as trade with the surface is cut off, and thus he must rely on Zurkhwood from the Farm Levels. His prices are typically 50% higher than the typical prices for ships (PHB 157) due to the extra costs of shipping in lumber, but he is favoured by smugglers, who need their ships built without drawing too much attention, and he is adept at constructing almost-undetectable secret cargo space into ships.

He used to offer his services cheaper, but the Xanathar Guild took control of the shipyard he used to use, and now charges him a hefty fee to use it. If the Xanathar Guild is kicked out, his markup is reduced by 25% (from 50% to 25%). If the locks are

open, his markup is reduced by an additional 10%.

LT2: THE SEA CHEST

This store used to sell fine chests, crates, barrels, and strongboxes, but recently its owner, a shield dwarf by the name of Tor Grayfell, disappeared without a trace. Rumour has it that some people saw him being dragged by an illithid toward the Heart. The inside of the building stands empty and dusty, with only a few old kegs and casks left lying about. Even squatters avoid the place, on the off chance that rumours of the illithid are true, and it comes back for seconds.

LT3: THE TAWDRY NYMPH

Run by a human woman named Goodmorning Starshine, this brothel has seen better days, but Goodmorning still stands by her morals. She carries with her a dagger of laceration, a common magic item which creates permanent scars on anyone cut by it. Her bouncer, a goliath **veteran** named Griggs, stands at the door, and checks people's palms before they come in. If they have a straight scar on their palm, they are not allowed in. Anyone who attempts to touch any of the courtesans without permission, or mistreats them, gets a scar from the dagger, and is disallowed from ever returning. Courtesans set their own rates, and Goodmorning takes a flat amount from them each tenday (15gp normally, 20gp while the Xanathars are in control). The courtesans run a gamut of races and genders, and can be negotiated with for various services—someone who needs a partner to a fancy ball, or to impress family, or who just wants someone to talk with, or who wants to see some dancing, can negotiate as they see fit. A few are detailed below:

- Limina: **doppelganger**, they/them, doesn't hide their heritage, and attends mostly to people with unique fantasies that are difficult to fulfill elsewhere. Charges considerably more than many of the others, at 5gp for an hour and 20 for the night.
- Dorne: dwarf, he/him, unusually clean-shaven for a dwarf, and very strongly-built. He's a big flirt, and is always scantily-clad. Charges 2gp for an hour and 5 for the night.
- Zenya: tiefling, she/her, dresses elegantly and covers herself fully. Wears a veil over her mouth and nose, and puts on a mysterious air. Loves to tease and tantalize guests. A talented dancer. Charges 3gp for an hour and 9 for the night.
- Islvai (Iss-ul-VAI): sun elf, she/her, bright and

cheery, loves some merriment, and happy to sit down and have a drink with patrons. She pays a lower price to Goodmorning, as she often convinces guests to buy her drinks throughout the night. She is a reveller who grew up drinking a potent elven drink called Feywine, which has given her a very high alcohol tolerance. She uses this to squeeze more money out of patrons naively trying to get her drunk. Charges 1gp for an hour and 5 for the night, but the process of negotiation will invariably involve buying anywhere from 1-10 drinks for her.

- Vakh: half-orc, he/him, heavysset and often hungry, he'll often work for folks who are willing to pay for expensive dinners for him. He is gruff and leans into his heritage, and he charges 2gp for an hour and 6 for the night.
- Forsythia: **succubus/incubus**, he/him/she/her, a stunningly gorgeous humanoid with long, curling horns and swirling red tattoos running from her shoulders down her back. She has sharp canine teeth, and decorates herself with white flowers. She is very scantily-clad, wearing only a short skirt, panties, and a corset, which supports but does not cover her breasts, as well as a good deal of jewellery, most of which comes from her victims. Forsythia makes no illusion of what she is—those who choose to come to her come prepared to end it all. Their reasons vary, but her services do not come cheap—she costs 150gp for a night, and offers no other services, but is willing to negotiate for homes, property, jewellery, and other worldly goods. In Skullport, even a good death is a privilege made unavailable to the poor. She is more than happy to change her appearance to better suit those who prefer a different sex. Rumour has it that Forsythia sells the corpses of her victims to Olive Stillwater (see LP 1), but this is false. She simply burns them and scatters the ashes into the Sargauth, to Olive's frustration.

LT4: THE BONEYARD

A bulette skull hangs over the door of this establishment, and the owner, a duergar named Delthyn Hurl, insists that it bites people who try to steal. The inside of the building is decorated with bones of all sorts, from a variety of humanoids as well as from more exotic beasts, such as dragons, cooshiee hounds, and dinosaurs. Ordinary humanoid bones may cost 1sp or more, while a full, in tact common skeleton costs 30gp. Rarer specimens cost from 50gp to 1000gp, and Delthyn has recently begun to branch out into carapace, and

sells remorhaz chitin and ankheg chitin for 30gp and 10gp a plate, respectively.

LT5: GLOWING GUMPFISH

The owner of this shop, a lizardfolk named Othkett, sells supplies for fishing gumpfish. He is impressively crafty, and weaves nets out of scrap rope fished up from the Sargauth. Despite the poor quality materials, he makes impressively strong equipment. He is also skilled in producing gumplure, a substance that attracts gumpfish. Due to gumpfish being blind, this is one of the only ways to fish for them.

LT6: VIOLET IRIS HIDEOUT

This squat, indistinct little house is a secret meeting place for the Violet Iris, a cult of Ghaunadaur worshippers (See Skulker Gangs for more information). It has no obvious entrance, but a secret door in the adjoining rock formation leads to a ladder that can be used to access the basement. Inside, a stone altar with a mound of melted precious metals piled atop stands upon a dais (a shrine to Ghaunadaur). The floor in this cellar is slimy and sticky, and several corpses, partially dissolved in acid, are stowed away in alcoves carved into the stone. At any given time, there are 2d4+2 **cultists** and one **cult fanatic** here.

LT7: SKULL SQUARE

This old market square is entirely abandoned, though a few deserted stalls still stand. Litter and refuse left here will occasionally float around and dance through the air, as if carried aloft by an invisible wind. Many believe this to be the work of the Rag Mage, and so avoid this place.

LOWER HEART

The Lower Heart is one of the more open areas of Skullport, though that doesn't say much. Streets and alleyways have a little more breathing room here, though the tangled mass of criss-crossing walkways and rigging overhead dispels the illusion of freedom.

LH1: THE FLAGON AND DRAGON

An easily-overlooked one-storey tavern once known for its fine selection of brews, now somewhat diminished due to the loss of trade with the surface. It is presently owned by Cal'al Claddani, a female half-drow and, secretly, a Harper spy. The inn serves a decent stew of gumpfish and ripplebark, with bluebread on the side for 1gp. They also have

Goat's Head Ale, which Cal'al brews herself, (4sp/tankard) and Amberjack, a fine whiskey from Gyudd's Distillery (8sp/glass). She is insulted if people ask for Wyrmwizz, as she takes her brews very seriously, and will not insult her customers by serving such a drink. Cal'al is a collector of rare spirits, and is ill-inclined to part with them for any amount of gold, but will break them out for celebrations with close friends. The bottles are stashed in a secret compartment at the bottom of a crate full of jarred garum, which shelters them from the stench.

Cal'al has a Pseudodragon familiar named Weshrike, who tends to stay by her side at any given time. He used to belong to the previous owner, Silas, but when Silas sold the inn to Cal'al, the dragon refused to leave, and she adopted him. Whenever she takes a lunch break, she also puts out food for him.

Cal'al is a very hardworking innkeep, sometimes working up to 18 hours in a day. She has learned to lean into her elven blood, and can trance, often doing so behind the counter in the quiet hours. When she does so, Weshrike watches over the bar and takes orders telepathically for her. She has a bugbear chef named Danish who loves her craft deeply, and has a hammock in the back of the kitchen. Any mean-spirited insult regarding her cooking draws her ire, which may include thrown cooking equipment. Danish has two line cooks named Scurry and Scowl, goblins she's adopted and puts to use in the kitchen. Cal'al's three assistants are all humans, named Dahlia, Minn, and Stella, and mostly serve food and drink. Stella is new and used to work at the Worm's Gullet (UH1) before it was driven into the ground by Xanathar management.

LH2: THE GUTS AND GARTERS

This establishment sells beds for the night and Wyrmwizz ale. It is owned by a soft-spoken male tiefling by the name of Quietude, who charges 5sp a night for rooms, and 2sp a tankard for Wyrmwizz. It is heavily-favoured by Xanathars, and from time to time, even Ahmaergo can be seen drinking and playing cards here. In the cellar, behind a pair of false crates, there is a secret door that leads down a long tunnel into the Xanathar lair.

Unbeknownst to most, this inn is a common reaping ground for the mind flayer Nihiloor, who works for Xanathar. It will sometimes come up from the secret passageway, sneak into rooms, and abduct non-Xanathars who sleep here. A

character who sleeps here and is not a member of the Xanathar Guild has a 25% chance of being attacked in their sleep by Nihiloor, who will attempt to disable them and drag them into the cellar. Few non-Xanathars are willing to sleep in this place, however, due to the Xanathar presence, and this frustrates Nihiloor greatly, as it forces the illithid to hunt in the streets of Skullport, a riskier option.

LH3: DARK HARVEST MARKET

At any given time, d6 **duergar** and an equal number of **wererats** in hybrid form stand guard in this marketplace, where they sell food plundered by Gunter, a **duergar captain** (use **veteran** stats with the duergar Invisibility and Enlarge traits) who makes regular collection trips to the Twisted Caverns, and steals from the few farmers who still live there. Their stock is limited, due to drow taking control of a substantial portion of the floor, and they sell it by the pound at high cost. A pound of food here costs 2gp, and is a mix of ripplebark, barrelstalk, bluebread, and gumpfish. The gumpfish has a pungent odour and an unpleasant taste to it (a lingering effect of the Aboleth in the Twisted Caverns, which Gunter is not yet aware of.) There is a 25% chance Gunter is present, otherwise he's at his home in Central Port, drinking at the Black Tankard, or on a collection mission to the Twisted Caverns.

LH4: THE FEATHERED RAT

This old pet store stocks a wide variety of pets, some more exotic than others. Ulvira Snowveins, an old white-haired half-elf, runs this store. She is dressed in elaborate furs from the surface, which she works tirelessly to keep clean, and sells a wide variety of pets, also offering advice on how best to care for them. Her stock is as follows: bats, cats, frogs, lizards, rats, spiders (all 5sp each), stirges (1gp), giant rats (2gp), and a single giant fire beetle (50gp). She pushes the qualities of the fire beetle hard, informing them that it's very friendly, very loyal, and an excellent light source, especially in damp places where a torch wouldnt do. If a player buys the giant fire beetle, Ulvira closes up shop later that day, sets the remaining creatures free, and heads for Tas' shop to get teleported to the surface.

Ulvira acts somewhat air-headed and naive, but anyone who talks to her for 1 minute or more may make a DC 18 Wisdom (Insight) check. A character with Thieves' Cant proficiency has advantage on this check, and a member of the Harpers automatically succeeds. On a success, the character

realizes that Ulvira is subtly weaving Harper cant into her words. She was sent to Skullport five years ago on a recon mission from the Harpers, but when she arrived, the person who was to be her informant, Finnean, had been killed, and she has been stranded here ever since. She is haunted by this loss, and wants nothing more than to find a way out of Skullport. Due to her informant's untimely death, she is unaware of any other Harpers in Skullport, and if she is told of Felrax or Cal'al's association with the Harpers, she thanks the character profusely, and closes up shop after the players leave, heading out to meet them.

LH5: THAGLAR'S FOUNDRY

A **duergar captain** (use **veteran** stats with the duergar Invisibility and Enlarge traits) by the name of Thaglar Xundorn runs this foundry, and has been in charge of it for the past century. Only recently, however, he has come to an agreement with the Xanathars, and supplies them with metal. In turn, the Xanathars pay him handsomely, and supply him with slaves to run the foundry. Secretly, the Xanathar hopes to implant an Intellect Devourer in Thaglar, to spare it the trouble of having to bargain with the stubborn dwarf. Nonetheless, it's a low priority on his list, meaning Thaglar is likely to keep his brain so long as he does nothing to upset the crimelord.

Anyone who tries to get into the foundry is shouted at by Thaglar or another duergar serving as



foreman at the time. If they try to push their way in anyways, they are likely to start a fight, as Thaglar does not take guests or visitors. What he does not know, however, is that one of his slaves is not what he seems. Delthan, a male human **spy** working in the foundry, is actually a slave of House Auvryndar who has been promised freedom in exchange for his aid. The drow want to invade Skullport by way of Steamfall Pass, and need someone on the inside to make sure the forge is shut off when they come through, so that their troops are not blasted by hot ash during the advance.

LH6: THE SWORD AND SEXTANT

A pair of retired adventurers, two halfling brothers named Will and Oleander buy and sell maps from this shop. They furiously struggle to create maps of the ever-changing streets of Skullport, but are often foiled by the tendency of buildings to collapse and be rapidly salvaged and replaced. Even moreso, they struggle to find accurate maps of Halaster's ephemeral demesne, Undermountain. A character with Cartographer's Tools proficiency who has been mapping the dungeon can sell maps of Undermountain. The value of the maps is dependent on the floor they depict. A map of Floor 1 is worth 10gp, and the value increases by 30gp for each subsequent floor. Though the brothers would like to offer more for deeper floors (They have a great respect for the art), they lack the coin, and for maps worth more than 150gp, they advise that the player also take to selling their maps in Waterdeep, though they do everything in their power to keep the character happy and coming back nonetheless, offering mapping supplies, tea, and whatever baked goods they can manage with the limited resources available, in an effort to show an appreciation for their customers. They also have a map of Floor 4, which they are willing to sell for 150gp, or for accurate maps of floors 1, 2, and 3. They have enough material to cross-reference against that they are likely to spot obvious fakes, but a character who has seen a floor can use an Intelligence check with forgery kit proficiency to try and fool them. On a 20 or higher, the brothers accept the fake as a genuine article. On a result of 15-19, they give the benefit of the doubt, and suggest that the character ought to go back and check their work. On a result of 14 or lower, the brothers are outwardly offended by the obvious fake, and refuse to do business with the forger any longer. They may also spread rumours of the character in the Flagon and Dragon.

LH7: MAMA RUTTERKIN'S

PRESERVES

Gwyndolin Rutterkin, a young human woman, runs this shop, which sells preserves of all kinds. She inherited the shop from Gwylleth Rutterkin, and often cracks jokes if people ask her if she's Mama Rutterkin ("What? Am I getting gray hairs already?"). She sells jams, pickles, and jellies which cost anywhere from 5cp to 5gp for a jar. Presently, most of what she preserves comes from Undermountain or the Underdark, as trade with the surface has been weak of late. Nonetheless, she insists that ripplebark jam on toasted sporebread is a delight no Skulker should ever live without.

LH8: THE POINTED PIPE

Built into a stalagmite, with its front door at the end of an alleyway, this building is a hole-in-the-wall establishment, both literally and figuratively, in one of the darkest corners of Skullport. The interior is decrepit even by the standards of Skullport, and always dimly-lit. It is tended by six humans, who go nameless, and the patrons rarely have any interest in asking. Here, Ezira Gloomdelve, a vampire mage in the guise of a kind, caring old lady named Mia, sells a variety of addictive substances and associated paraphernalia to her patrons. A door behind the counter leads to a room with four small bedrooms, where she takes people who are too strung-out to leave. She does this all in pretending to be a saintly old lady caring for the addicted of Skullport, but in reality, when she takes them to this backroom, she feeds on them, enjoying the taste of blood tainted with various substances. A trapdoor behind the bar leads down to a cellar where she stores her supply. Behind one of the stacks of crates is a secret door that leads into a hollowed-out area of the stalagmite the building backs up onto. Here, she keeps her coffin, as well as several cubbies where she stores bodies to change them into vampire spawn. She never keeps more than four vampire spawn at any one time, as they're additional mouths to feed, increasing her risk of being caught.

The substances she offers are listed below. Prices listed are for a dose large enough to bring on the mechanical effects of the substances, but smaller doses still provide some rush. Mia is sly, and will often offer people the first few doses at half price, in hopes of getting them hooked, before increasing the price significantly. Creatures who take the substance regularly may also find themselves needing to take more and more to gain the benefits as they develop tolerance. See

appendix F for more information on addiction.

- **Kulutah (25gp):** Made of opesh berries from Calimshan, sundried on palm leaves. When the dried berries are crushed and snorted, it creates a heightened state of awareness verging on paranoia. Imbiber gains advantage on Wisdom (Perception) checks, and cannot be surprised for 4 hours. A creature who imbibes more than once in a 10-day period must make DC 10 Constitution saving throw when the effect ends or become addicted. This DC increases by 2 for each additional time Kulutah is imbibed in this period. While addicted in this way, the creature is inattentive and struggles to keep their focus. Their Passive (Wisdom) Perception is reduced by 2, and they have disadvantage on checks to take actions that require more than 1 minute of focus.
- **Jubilant (60gp):** Distilled in Chult from fumes created in vents found in the marshes. When refined, it can be evaporated and inhaled to grant a supernatural quickness. The imbiber can take an extra action per round on their turn, following the same restrictions as the *haste* spell, for 1 minute. The feeling, however, doesn't fully wear off for 1d3 hours, after which the creature suffers a level of exhaustion. A creature who imbibes more than twice in a 15-day period must make a DC 12 Constitution saving throw when the effect ends, or become addicted. The DC increases by 2 for each additional time Jubilant is imbibed in this period. While addicted in this way, the creature speaks and moves slowly, suffering a -5 penalty to their movement speed.
- **Burma's Pipeleaf (80gp):** Refined from a leaf which grows on the verge of fey crossings, when smoked through a pipe, this can produce a high which brings the imbiber closer to the nature of the Weave. For 1 hour after imbibing, the imbiber can concentrate on two spells at once, and has advantage on Intelligence (Arcana) checks. Constitution saves to maintain concentration, however, are at disadvantage. If taken more than twice in a 20-day period, the creature must make a DC 14 Constitution save when the effect ends, or become addicted. The DC increases by 2 for each additional time Burma's Pipeleaf is imbibed in this period. While addicted in this way, a creature has difficulty accessing their magics. After casting a spell, they must make a DC 10 Constitution saving throw. This DC increases by 1 for each dawn that has passed since they last imbibed. On a failure, they can-

not cast that spell again until they complete a long rest.

- **Coral Dust (100gp):** Not actually made of coral, as people often assume, this substance is made from the makohai, a fish which lives around the Moonshae Isles. This brightly-coloured fish has a neurotoxin-producing gland that evolved as a mutually-assured-destruction adaptation. Dried and ground up, it can be mixed with water or food and ingested to temporarily numb the imbiber to pain. For 10 minutes, the imbiber gains resistance to bludgeoning, piercing, and slashing damage from nonmagical weapons. If the imbiber is at less than half their health when the effect ends, they immediately drop to 0 hit-points. Additionally, for an hour after imbibing, the lingering effect of the toxin causes them to make death saves at disadvantage. A creature who imbibes more than twice in a 30-day period must make a DC 16 Constitution saving throw when the effect ends, or become addicted. The DC increases by 2 for each additional time Coral Dust is imbibed in a month. While addicted in this way, the creature struggles to make their extremities co-operate at times. When making an attack roll or ability check using Strength or Dexterity, roll a d10. On a 1, the check fails automatically.

CENTRAL PORT

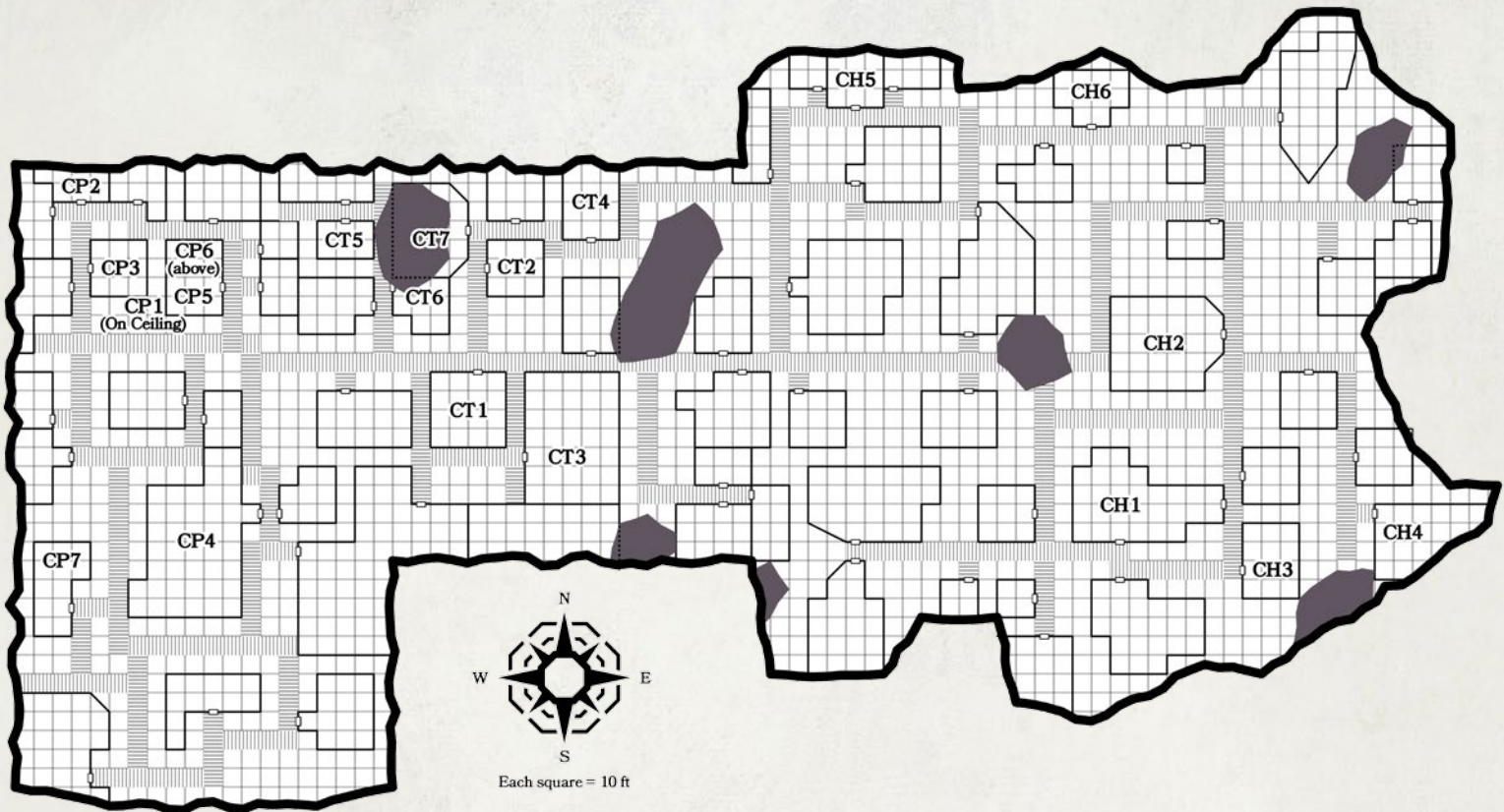
The highest area of the Port district, the cavern ceiling of the Central Port slopes diagonally up toward the east, and is home to a massive forest of stalactites that drip down an intermittent rain of collected water from the damp, humid air.

CP1: PIERCER PEAK

This section of the cavern ceiling is littered with stalactites, and is said to have small vertical tunnels that lead into the surrounding caverns, used by creatures that can levitate, fly, and climb on ceilings. As a result, people walking around underneath it are almost always on the lookout for creatures that may lurk up there. **Cloakers**, **cave fishers**, **swarms of bats**, and **darkmantles** are known to wander in, but the most frequent threat are the **piercers** for which the area is named. As such, Skulkers will often use scrap material to build awnings over the catwalks in this area and duck between them as a form of meagre protection from threats above.

CP2: THE BAT'S ROOST

CENTRAL SKULLPORT



This small, squat building is owned by an old **werebat** by the name of Gorbits, who looks, by all accounts, like an ordinary goblin. As a werebat, he must consume a pint of blood each day, and feeds by buying fresh blood from Dead Man's Corner. If caught doing so, he insists it's for feeding bats.

Inside, there are two dozen roosts along the walls, and the light is always either dim or dark. Anyone who comes in with a lantern is immediately told to put it out. In the middle of the main room is a large cage with a number of small wooden perches inside. Gorbits trains fighting bats, and pits them against one another, with spectators betting on the outcomes. The fights are never to the death, but usually to first blood, or to which one is pinned first. He takes a cut of all bets.

Gorbits has been breeding fighting bats for a decade now, and they are much tougher than typical bats. They have a 12 Constitution, 7 (2d4+2) hit points and a stronger bite (+4 to hit, d4+2 piercing damage). They also gain the multiattack action, and can make two bite attacks as an action. They are CR 1/4 (25xp). He is willing to sell one of these bloodthirsty bats for 50gp, and someone with the Find Familiar spell can use it to bond with one.

Otherwise, the bat must be trained to recognize its new owner as its master through Wisdom (Animal Handling) checks.

CP3: BUTTONS, BOOTS, AND RAGS

Kestin, the local tailor in Skullport, makes a living selling clothes out of this one-storey building, the ceiling of which frequently leaks as the stalactites above drip a persistent stream of murky water down. He is a moon elf in his fifth century, and though he loves his craft, he wishes he could practice it somewhere a little less dreary. His access to materials is exceptionally limited, and as such, the clothing he sells is nothing extraordinary. He has recently, however, pioneered a technique for spinning the fibres of trillimac into a functional fabric that can take on dyes, and as such, is experimenting with it when they come in (see Resources in Chapter 1 for more on trillimac). His front counter is covered with scraps of the new material, some of which have been damaged beyond repair. When customers come in, he nervously pulls it all down under the counter and comports himself, worried that people might be disgusted by the idea of clothing made from fungus, or that a competitor might try and steal the idea before he can perfect it.

Kestin has a small ring he wears that contains a small dose of drow poison (DMG 258). If a customer tries to bully or harass him, he will often use a tiny hole in the ring to subtly dip a sewing needle in the poison, and “accidentally” prick the offending customer.

CP4: CRAFTY CARAFE

A rock gnome by the name of Zindul Bru uses this shop to peddle a wide variety of strange and unique drinks. He is somewhat new in town, but has made quite a splash in the world of booze, and has some very unconventional brewing methods, leading Skulkers to call his drinks “Underdark Jungle Juice”. His favourite is wine, and he is known for being able to make just about anything into decent-tasting wine. Currently, he’s working on a pressure-based fermentation method using Tongue of Madness—he believes that its inhibition-lowering properties could make for a rather interesting party drink. The brews he sells range from 5-20gp for a pitcher, and are guaranteed to make for an interesting night no matter what. Anyone who gets drunk off of one of Zindul’s creations suffers the poisoned condition, as well as experiencing “harmless” side effects—choose or roll a flaw from the table, which lasts for as long as they are poisoned (typically until they

sleep it off).

No matter what comes of it, Zindul never offers refunds or reimbursements, and he’s yet to hear of anyone dying from his drinks.

CP5: THE HULL HARVESTER

The owner of this establishment, a human woman named Maizna, is a skilled carpenter who has a special knack for working with scraps, usually gathered from old, broken ships. When people need repairs done on their home, or a catwalk breaks, she’s the one Skulkers call. She does a fair amount of pro bono work on the public walkways, and is one of few Skulkers who actually considers the Port of Shadows her homeland, and takes pride in it. She was born in slavery, and has lived here all her life. She always has dark bags under her eyes, and has never seen the sun.

Maizna will purchase scrap lumber for a copper per ten pounds, and zurkhwood lumber for a copper per five pounds. She is close friends with her upstairs neighbour, Adhi, whom she has known since childhood (see CP6).

CP6: ENOUGH TO HANG

This building is stacked atop the Hull Harvester

d20 Flaw

- 1 I shout out every thought that crosses my mind
- 2 I develop a crush on the first left-handed person I meet.
- 3 I forget things seconds after they happen.
- 4 I see things in colours completely different from everyone else, and am belligerent if anyone disagrees with me on it.
- 5 I like to be taller than others, and will do anything to be higher up.
- 6 I laugh at completely inopportune and inappropriate moments.
- 7 I invent nonsense words and interweave them into conversations as if they were normal.
- 8 I believe, firmly, that I am ten years younger than I am.
- 9 I see things upside-down, but cannot let anyone find out. I have to play it cool.
- 10 If I think someone might be upset with me, I pretend to be asleep, no matter how futile it may be.
- 11 One good drink deserves another.
- 12 I am incredibly competitive, and easily cowed into challenges.
- 13 I want to be as generous as possible to everyone around me.
- 14 I can’t stop crying, no matter how happy I am inside.
- 15 I talk very rapidly and don’t pause to give others a turn.
- 16 I mishear everything as either great praise or a grave insult.
- 17 I obsessively imitate one of my companions
- 18 I am certain there is a flumph here trying to give me guidance.
- 19 I latch onto an object I can see, and will not let it go. It is my lucky charm, and I’m doomed without it.
- 20 People all look identical to me...and who were you again?

(CP5). Though there are stairs inside that connect the two buildings, they have separate front doors, and a flight of sturdy stairs leads up from the outside. The store owner is a human woman in her twenties named Adhi, who specializes in making lengths of rope, using a combination of supplies from the surface, rope scavenged from the rigging, and occasional trade goods from the Underdark, the sources of which she does not inquire about. She has heard rumours that Kestin has discovered a new source of fibre that can be grown underground (CP3) and wants to know his secret, but he has been tight-lipped about it thus far. Adhi sells rope for three times the PHB values.

Any time Maizna is around, Adhi stands up straighter and tries noticeably to be more eloquent. A DC 13 Wisdom (Insight) determines that Adhi has a lingering romantic interest in Maizna. They have been close friends since childhood, and Maizna is Adhi's primary reason for staying in Skullport. She can often be found around town, helping Maizna repair the catwalks.

CP7: THE KEEL HALL

This old festhall is boarded up and abandoned, but a member of the Zhentarim can recognize markings on the building that indicate "Safehouse". Additionally, a member of the Zhentarim knows the passphrase appropriate for this kind of safehouse, which is "My wings are heavy, may I roost here?" If this phrase is spoken, someone comes to the door and responds "So long as our nest egg is not disturbed" before opening it. Only the Zhentarim member is allowed in initially, and they are taken into the main chamber of the festhall, where Bosskyn Gorrb, a blind tiefling, waits, along with four other Zhentarim agents. All five of them are **spies**. Bosskyn is willing to get messages to the surface on behalf of the agent, and will allow them to use the place as a hideout if needs be, but is skeptical of any companions. They may be allowed in, but will be closely watched at all times, and will not be told that the hideout is Zhentarim, if it can be avoided.

CENTRAL TRADE LANES

Many of the longest bridges in Skullport span through this area, which extends from the Port to the Heart. More than a few buildings in this area are built into walls or stalagmites for additional stability.

CT1: THE POISONED QUILL

This well-kept shop smells of old parchment, freshly-mixed ink, and cinnamon chai. Its owner is an elderly human **archmage** with greying hair by the name of Tasselgryn "Tas" Velldarn. Though the outside of the store matches the decrepit look of Skullport, the inside of the shop is warm, well-lit, colourful, and opulent. Fancy quills from various exotic creatures are framed on the walls, including axe beak, cockatrice, couatl, griffin, and roc feathers. Tas is usually sitting at the table in the center of the room when characters arrive, drinking tea and either reading or writing. She greets visitors enthusiastically, and offers to put on a fresh pot for them. If they inquire about her services, she offers the following:

Transport: She can teleport people to the surface using *Teleportation Circle* for a flat fee of 50gp per person. If they do not know the address of a circle in Waterdeep, she sends them to The Lonely Urchin, an orphanage in the Dock Ward. The owner, Varia, is a friend of Tas', and let her set up the teleportation circle there. She is polite but urges them out the door with all haste, not wanting folk from Skullport around the children.

Messages: Tas can cast *Sending*, and will do so for 25gp. The characters must write their message out for her, being sure to keep it under 25 words. She sends it to their recipient of choice, but also keeps in mind what was said, and writes it down in a secret journal later—one never knows when information could suddenly appreciate in value.

Identify: Tas can cast *Identify* on one magic item for 10gp, but also offers one identification for free with purchase of any other service.

Remove Curse: Tas can cast *Remove Curse* for 50gp, for anyone who may be suffering a curse, or attuned to a cursed object. Before doing so, she always casts *protection from evil and good* on herself, on the off chance that the curse attempts to jump to her.

Lock: Tas can cast *Arcane Lock* on one container the characters are carrying with them, and does so at a cost of 150gp (assuming, reasonably, that anyone with something worth magically securing has a decent amount of coin to their name). She will not leave her home to provide this service.

Lore: Tas can cast *Legend Lore* to unravel properties and history of objects ancient and legendary. This service costs 200gp, and she keeps mental note of objects that react to the spell, as she likes to know if someone in Skullport has a powerful artifact on hand.

Mind Shielding: Tas can cast *Mind Blank* for 250gp. She can do this only once per day.

She also offers parchment and ink as needed, and can sell up to 250gp worth of ink for copying spells per tenday, after which she must restock before she can sell anymore.

To trusted friends, or those who explicitly request it, she can also offer her services as a forger. She is an expert in doing so, and can create very convincing forgeries for the right price. She maintains a massive connection of contacts throughout the Sword Coast, and keeps up to date on bureaucratic changes, enabling her to forge just about any writ, using her impressions of various lords' wax seals. A minor certification might cost something in the realm of 100gp, while something more substantial such as an invitation to a lord's ball might cost as much as 2000gp. It is not known what she does with the money, as those who have attempted to steal from her have quickly fallen victim to her many magical wards.

Unbeknownst to most, Tasselgryn is a good friend of Halaster. She once travelled Undermountain with a group of adventurers, but was the only one to make it to Halaster's personal demiplane. When she arrived, Halaster was in an unusually good mood, and invited her for tea. The two of them talked for hours, and found, to Tasselgryn's surprise, that they had a lot in common. With no further challenges in Undermountain left to overcome, Tasselgryn moved into Skullport. Halaster visits from time to time, and may even be present when the players arrive. See *Waterdeep: Dungeon of the Mad Mage* for more information on Halaster.

CT2: LILANTH'S LIBRAMS

Lilanth Shytongue, a ruddy-haired half-elf, runs this bookstore. When the players arrive, she is likely being shaken down for protection money by **Ahmaergo** (See appendix B) and four **duergar**. If the players try to intervene, she insists that they not, and offers up one of her rare books, "Alchesmith's Handbook", as tribute, insisting that it's worth no less than a hundred and fifty dragons. Ahmaergo takes it, but threatens her nonetheless, insisting that, if she's lying about it's value, he'll "be back with a dozen more folk, and we'll sell her at market to get the dragons she owes".

Lilanth is a soft-spoken, bookish girl who looks very much ill-equipped to own a store in Skullport. If she gains the trust of the players, she admits that she's an escaped drow slave trying to make



enough money to get out and make a life for herself. Though she pretends not to, she knows quite well that most of her books are stolen from Waterdeep above, and she's practically just a glorified fence. Nonetheless, she takes pride in her work, and does a good deal of scribing and bookbinding herself. Most of her bindings are made of rothe leather, but her creative cover art has become iconic in Skullport, and her bindings can last many years. She sells small quantities of inks and parchments, along with other scribing supplies, and also knows a single ritual, which can be used to reinforce a book into an Enduring Tome. She is willing to perform this ritual for 75gp, but the players must come back in 24 hours to pick up their book again. The ritual only takes an hour, and she pushes this service especially if a character is obviously carrying a spellbook. Her secret is that, if someone with a spellbook comes in wanting it fortified, she spends the extra time reading the spellbook and copying the spells to sell later. She does not sell these spells in Skullport yet, for fear that the mages she's tricked may catch on, but rather, hopes to get out of Skullport back to Waterdeep, where she will sell spells to make her living. She has even, at times, dabbled into trying to learn the spells, but has not progressed past basic rites.

She has four cats in her store, which hunt rats. Gemma, the oldest of them, once caught and killed a boggle, a fact Lilanth declares with pride. Lately, she's been catching a lot of cranium rats. Unbeknownst to her, these are experiments of Xanathar's Illithid underling. Cranium rats and boggles are detailed in *Volo's Guide to Monsters*.

CT3: TWOEDGE'S DUMPLINGS

Twoedge is a dwarven smith turned cook who enthusiastically sells dumplings made from bluegrain by the dozen, with fillings varying between ripplebark (4cp/dozen), barrelstalk (8cp/dozen), zurkhsore (8cp/dozen), gumpfish (1sp/dozen), rothe (5sp/dozen), or cave fisher (1gp/dozen). He is better known, however, for fixing weapons. He can repair a broken weapon for 25% of the weapon's value.

He also has a *whetstone of sharpening* and a matching honing steel, his original claim to fame. Together, they are a rare magic item that he can use to sharpen a piercing or slashing weapon that has no modifier to its attack and damage rolls (i.e. +1, +2, +3). This grants the weapon a +1 to attack and damage rolls, which lasts until the weapon rolls a natural 1 to hit, at which point the weapon dulls. This service costs 75gp per weapon.

It frustrates him that people only know him for his weapon-sharpening, and he wishes people would buy his dumplings. A character who buys a dozen dumplings before asking to have their weapon sharpened gets a better deal—it only costs 50gp. He is open to selling the whetstone and honing steel, but is no fool about their value, and will not give a price less than 6000gp for the pair—enough for him to get to the surface and open a high-class restaurant in Waterdeep. A character with Smith's Tools proficiency can use these to sharpen weapons, as Twoedge did.

CT4: DELVER'S FOLLY

This wood-and-plaster building houses a workshop and storefront of countless devilish traps meant to vex and punish thieves and adventurers of all sorts. The team of engineers here is headed up by Boltok "Bolt" Vindi, a human man. He deals in everything from simple dart and spear traps, which may cost as little as 50gp, to more complex gas-cloud, falling-boulder types of traps, the construction and installation of which could run as much as 5,000gp. They also sell ready-made trapped chests and weapons, which typically cost 200-500gp.

Recently, due to the local locksmith (a Tiefling

named Secrets) leaving town to avoid the Xanathar regime, Bolt has been branching out into high-quality locks, as well. His engineers have already proven themselves to be quite skilled in doing so. Additionally, with Thorvind's Traps (CT7) mostly closed down, Bolt's been able to jack up prices in absence of competition. He is one of few Skulkers who is quite happy with the Xanathar regime, but is not about to take up arms to defend it. He's simply enjoying the profits while they last.

CT5: THE LANTERNLIGHTER'S

An old half-elf with a white beard by the name of Anderian Dusk sells lanterns out of this dissheveled, disorganized old storefront. Anderian has long since lost heart, and takes little to no pleasure in anything anymore, letting his surroundings fall to ruin around him. He puts on a front for the sake of customers, but the light has quite clearly gone out of his eyes. Around his neck, he wears a hag eye pendant. Many believe this belongs to Olive Stillwater, but in reality, a sea hag coven of the Sargauth Level pays him to wear it so they can spy on Skullport.

This shop sells all different kinds of lanterns, at three times the PHB prices, as well as some fancier lanterns upwards of 100gp. If they need oil, Anderian directs them to the Overflowing Urn (UT2).

CT6: SARGAUTH'S BOUNTY

A pair of shield dwarf brothers, Darum and Duram Ghaz, sell junk they salvage from the bottom of the Sargauth. Mostly, it is rusted old metal bits, waterlogged timber, old, broken weapons, and the occasional common magic item. They tell tall tales of the many things they've seen down there, including a "gumpfish the size of a shark".

CT7: TWINBEARD'S TRAPS

Thorvin Twinbeard, a shield dwarf who has recently been employed as the Xanathar's chief engineer, owns this shop, though he's rarely present, as the Xanathar keeps him busy. When the players first arrive, roll a d20. On a 20, he is present, and invites them in if they knock. On any other result, there is no answer. Next to the door of his shop, there is a pinboard where people can leave notes for him to schedule appointments. If they leave him a note requesting an appointment, a new note appears on the board within 24 hours, which details the time of their appointment. He is a double-agent who uses his privileged position within the Xanathar Guild to

sell information on their operations to outsiders in exchange for coin and/or favours. This, being much more lucrative, is by far his priority over running his shop.

CENTRAL HEART

A web of tangled bridges and rigging defines this area, which is perhaps the least organized section of Skullport proper. Skulkers vie for space in this area, which is somewhat more sheltered from the smell of Skull Pool, up off the ground to stay out of the muck, and also somewhat sheltered from the dripping water above.

CH1: DALAGOR'S FORTRESS

This mansion used to be the personal domain of Dalagor the Cold, a warlord feared throughout Skullport. He loved to surround himself with undead, necromancers, and other unsavoury beings. Few dared to stray too near his home. Fewer still tried to enter. Even though he was slain by adventurers during the Spellplague, his manor still stands, striking fear into the hearts of Skulkers.

For this reason, Felrax, a copper dragonborn and Harper agent, has taken over the mansion as a place to hide freed slaves until they can be taken to the surface. Felrax is a **mage** with *Mordenkainen's private sanctum* prepared instead of *ice storm*. Each day, he uses a 4th-level spell slot to cast *Mordenkainen's private sanctum* on the mansion, which he is about halfway to making permanent. This, combined with the use of some simple illusions, has ensured that folks assume it's haunted and steer clear. If a Harper comes to the mansion and gives the passphrase "The neighbours have some concerns about the volume of your harp", Felrax allows them and their companions into the mansion, and is happy to let them use it as a hideout, so long as they're careful coming and going. He is willing to facilitate this with the use of *invisibility* where possible.

CH2: LODGE OF THE BEASTLORD

This three-story facade is devoted to Malar, though it has no outward symbolism as such. It is an exclusive club dedicated to those who hunt extraordinary and dangerous prey, including supernatural monsters, and powerful humanoids. The interior is elegantly decorated and the walls are littered with heads of various rare prey, such as a giant elk, a remorhaz, a gold dragon, and a bulette. The club is run by Atka, a goliath **champion** who wears exquisitely-crafted plate armour made from

black dragon scales. Entry into the club comes only by invitation from Atka herself, who may take an interest in characters, if they boast about killing a creature of CR8 or higher, or carry trophies from a creature of CR5 or higher.

The Lodge has been especially interested, of late, in breaching the domain of the mysterious elven archdruid Wyllow, who recently wiped out an entire population of Malarians for hunting in her land. They wish to reach the great forest level of Undermountain, where she dwells, slay the druid, and bring back the head of her green dragon companion. More on Wyllowwood can be found in *Waterdeep: Dungeon of the Mad Mage*.

CH3: THE CLEAVER'S EDGE

This strange old butcher shop is owned by Cleaver Fastain, an older human man who deals in a wide variety of exotic meats, as well as cadavers ready-to-order for all your necromantic needs. He is able to offer this service more effectively than any competitors because, almost a decade ago, he came across a strange deep-blue crystal orb that emanates an aura of cold air in a radius of 10'. He believes it to be a magic item of some sort, but in reality, it is an *otiluke's freezing sphere* spell that has become permanently dormant, a creation of one of Halaster's old apprentices. He puts this in his backroom, which he uses to store meat and corpses of all varieties. He has only recently moved into the Central Heart after his old shop in the Port collapsed. His neighbours are immensely unhappy about it, as the smell is much more noticeable in the Heart.

His exotic meats range from ankheg, to bulette, to hippogriff, and run anywhere from 20-200gp per pound. His cadavers are usually from 30-100gp, depending on the physical stature of the cadaver at the time of death, and its degree of decomposition.

CH4: AMBERSMITH

Amber Smithkin is a dwarven blacksmith who could run her forge on sheer attitude. She is curt and speaks quickly, and has no patience for nonsense, but is passionate about her craft. She hates making weapons for Xanathar Guild, and has been making up excuses to charge them two to three times the going rate for them. She is enthusiastic about the idea of making equipment for anyone else, and loves smithing weapons above all. Her shop is built right into the east wall of the cavern, and vents into tunnels surrounding Skullport, not unlike Thaglar's Foundry (LH5)

CH5: MUSES OF MISERY HIDEOUT

The Muses of Misery perform their terrible acts of torture and sadism in the name of their goddess here. They have made a special point of setting up not far from The Patch Job (CH6) and often like to ambush and kidnap wounded skulkers coming to the area for medical attention. See their entry in Chapter 3 for more information.

CH6: THE PATCH JOB

With the absence of a church in Skullport, most Skulkers have to make do with stitching and bandaging themselves up with whatever they can get their hands on. Those who can afford it, however, can get proper medical treatment at this well-kept one-storey building. Under the watchful eye of their leader, a half-orc woman named Nethra, the Patches operate out of this one-storey clinic (see Chapter 3 for more information on The Patches). They provide the best in medical treatment and supplies that the Port of Shadows has to offer. They sell healer's kits for 20gp a piece, and for those who require prolonged medical treatment, they charge 7gp a day. Though the team tries to keep things somewhat sanitary, there is only so much that can be done in the Port of Shadows. A character who comes in with open wounds may pick up a disease if they remain there for more than a day.

Valerian, a tiefling **acolyte**, works here, and has a persistent arm's race going on with her sister Nightshade (see UT3). She is skilled with alchemy and herbalism, and is constantly working to produce remedies to Nightshade's poisons, which vexes Nightshade greatly. Valerian has little to offer in coin, but offers her services as a healer to anyone who can help her in trying to stay abreast of Nightshade's goings on. Though she is a devout follower of Ilmater, she does not publicize this fact. If another character makes their worship of Ilmater known, and she finds them trustworthy, she may be willing to discuss matters of faith, but never in the streets.

UPPER TRADE LANES

The persistent gale blowing over from Whisperhaunt Pass is the defining trait of this area, and as a result, the smell of the Skull Pool below is somewhat muted by the persistent stream of fresh air coming through. Hanging high above is the Swingin' Riggin', a massive galleon connected to the cavern ceiling by heavy iron chains—how it got there, one can only speculate. Protruding from

the ceiling to the east of it is the Timekeeper, a massive water clock, which no longer functions. A natural shelf provides sturdy support for buildings up here, and as a result, this cavern has been mined out somewhat toward the north in the interest of more housing space.

UT1: DUMATHOIN'S JEST

This one-storey, squat stone structure stands in the corner of the upper trade lanes. Here, a female **duergar** named Ygarra Urmbaalt appraises gemstones for a flat fee of 20 percent of the stone's value. Lately, she has been taking payments from the Xanathars to inform them if someone is walking around the city with gems worth more than 100gp. Anyone who has such a gem appraised by her may be waylaid by 2d4 Xanathar **thugs**, plus an additional d4 if the gem is worth 500gp or more.

UT2: THE OVERFLOWING URN

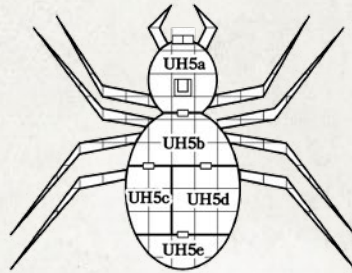
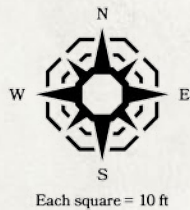
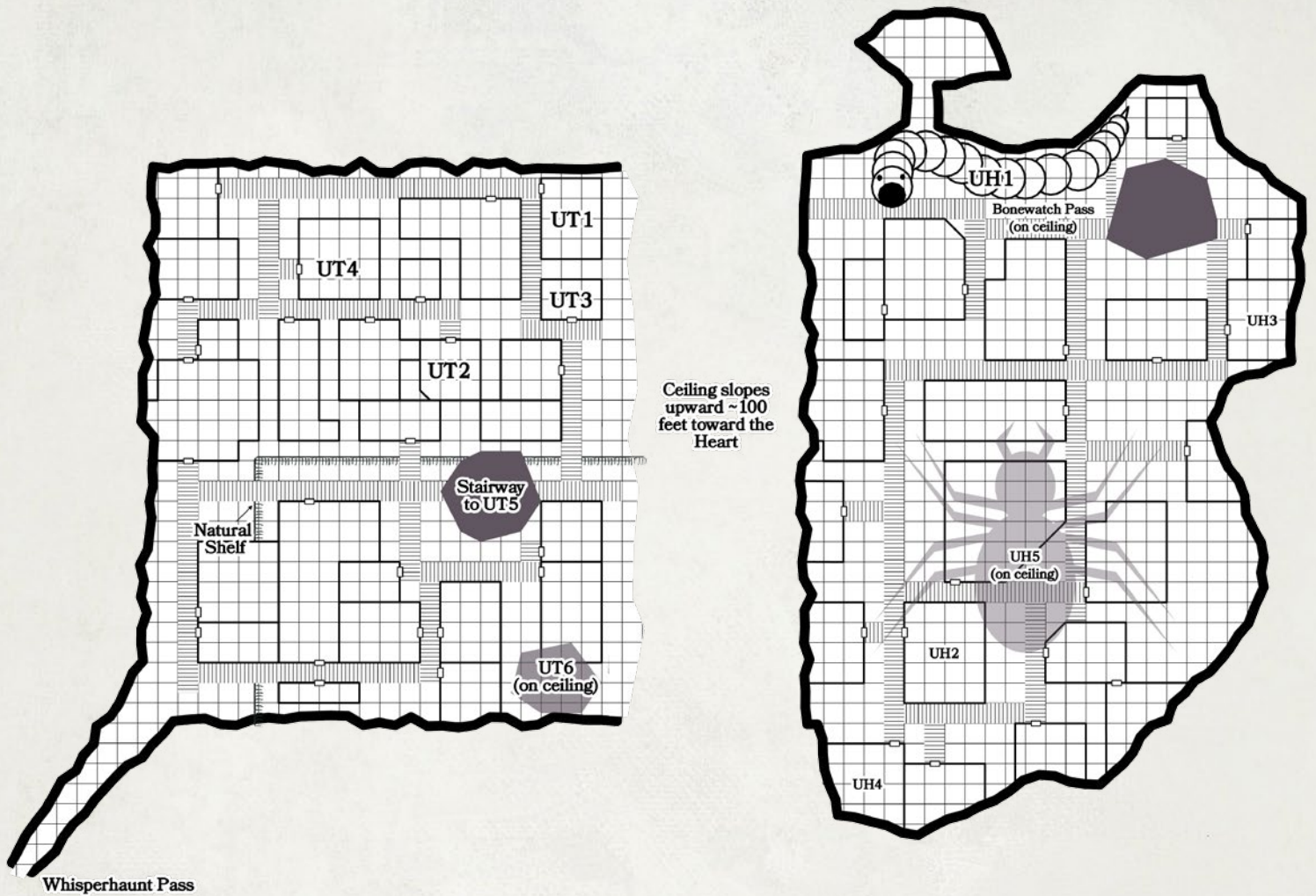
This old building smells of burning pitch, and inside, there is a slight incline to the floor, as the whole structure is slightly off-kilter. Garryth, the elderly man running the shop, sells oil at 5sp per pint.

Garryth is actually a **doppelganger** in disguise. A year ago, Garryth died, and his wife, Madeline, was so distraught that she turned to Olive Stillwater at Dead Man's Corner (LP1), and begged to have him brought back. A deal was struck. Madeline promised her firstborn child to Olive, and Olive agreed, but instead of resurrecting him, she contacted a doppelganger in Undermountain, and offered it a comfortable job in Skullport if it took the identity of Garryth. A few days later, "Garryth" was returned, seemingly by magic. Madeline still has yet to make good on her deal, and Olive looks forward to the half-doppelganger child that will be born of the union. Madeline senses that something is wrong with her husband, and believes that he is going senile, as he does not remember anything from their life together.

UT3: NIGHTSHADE'S CARESS

This store has a great number of oddities displayed out front, preserved in vinegar or formaldehyde depending. Flowers, toads, frogs, serpents, branches, and thorns can all be seen in the window. Inside, the counter is a glass display case containing an assortment of various poisons and venoms. Nightshade, a female tiefling swathed in a dark, flowing robe, introduces herself and her wares, in a somewhat scraggly voice. She sells

UPPER SKULLPORT



various poisons, which she guarantees to be “a nightmare and a half for those who cross you”.

Nightshade has a sister in town by the name of Valerian, with whom she has a perpetual arms race. Valerian is a devoted healer working at The Patch Job (CH6) who tries to minimize the harm that Nightshade’s poisons can cause. Word on the street is that Valerian has a new remedy for Nightshade’s poisons, and Nightshade wants some of it so she can find a way to counteract it. She offers 150gp for a dose of the cure, plus a 10% discount on all future purchases for whomever brings it to her (She can

be haggled with on this).

UT4: CLOCKWORK WONDERS

This abandoned shop used to be run by Tykkhal and Tokkhal, a pair of rock gnomes who were known for creating extraordinary clockwork constructions, including prosthetic limbs, though such a thing could cost as much as 20,000gp. It now sits boarded up and empty. One who breaks in and has the artisanal know-how to tell junk from salvage can find 250gp worth of scrap materials left behind in a hurry, as well as enough spare equipment to

pull together any six sets of artisan's tools.

UT5: THE SWINGIN' RIGGIN'

This old inn is made from the wreckage of a galleon, which has been hoisted up and now hangs from the ceiling. The way up is through a high stalagmite with rocky stairs inside, which lead up to a rope bridge connected to the ship. It is presently abandoned, as its previous owner, Captain Vladimir Kinwhip, fled the city when the Xanathar arrived. He has taken a rowboat down the Seacaves and is living in a cavern.

A small detachment of Bregan D'aerthe has been using the Swingin' Rigginn' as a hideout, and a vantage point from which to observe the goings on in Skullport. About a dozen male **drow** live here, lead by a **drow elite warrior** named Villix Minra. They do what they can to pass themselves off as a group of squatters. If a member of Bregan D'aerthe is among the party, they may get word from Villix that they have allies in town.

UT6: THE TIMEKEEPER

A massive clock constructed inside a stalactite hanging above the Trade Lanes, the Timekeeper was built by two gnome craftsmen named Tykkhal and Tokkhal. There is a maintenance area inside the clock, which is 20 feet square and crowded with mechanisms. However, the Xanathar recently drove Tykkhal and Tokkhal out of Skullport, for fear that they were conspiring against him. These two can be found in the Twisted Caverns, eking out a subsistence lifestyle on barrelstake, deep rothe, and bluecaps, in a small cabin in Area 1. They have made friends with Jibber-Jabber, and taught it how to make its mead taste better. They have no great interest in returning, but if the Xanathar is gone, they will gladly return and train some new apprentices to maintain the clock before returning to their cabin.

UPPER HEART

Not for the faint of heart or fearful of heights, the Upper Heart is the highest region of Skullport, and often the darkest. The most significant source of light in this area is the faint, violet glow of persistent *faerie fire* spells around the eyes of the Tanor'thal Refuge watching from high above.

UH1: THE WORM'S GULLET

Constructed from the hollowed-out shell of an ancient petrified purple worm, the Worm's Gullet was once the finest dining and casino establishment

NIGHTSHADE'S POISONS

Assassin's blood. 150gp
Carrion crawler mucous. 200gp
Drow poison. 200gp
Midnight Tears. 1,500gp
Purple worm poison. 2,000gp
Serpent venom. 200gp
Wyvern poison. 1,200gp

In addition to these, the details of which can be found on page 257 of the *Dungeon Master's Guide*, Nightshade also sells timmask spore bombs for 400gp each. These glass bottles are filled with timmask spores, and can be thrown up to 30 feet, shattering on contact to create a 10-ft radius cloud of spores. Creatures in the area must make a DC 14 Constitution saving throw or be poisoned for 1 minute. While poisoned in this way, the creature is under the effect of a *confusion* spell.

in Skullport, and could definitely have made top 5 in Waterdeep, given the chance. It has a fantastic appearance, adorned with all assortment of tapestries, magical lighting, and zurkwood furniture. It has plumbing which connects to waterways leading to the Underdark, making it among the more luxurious places in Skullport.

The dining has gone downhill since the Xanathars took it over, and installed a **duergar** manager by the name of Gharz Stonedark. He serves whatever his **kobold** underlings can find, and cares little for the quality. A meal with drinks costs 5sp per person. The casino has beautiful adornments, and the makings of a fantastic establishment, but everyone knows the Xanathar dealers are rigging the tables, and they're no good at it. As such, business is down, and the Gullet is far less profitable than it once was. Some have come to lovingly call it "The Worm's Shithole", now that the Xanathars have run it into the ground, particularly given that the main exit is from the worm's rear. Most Skulkers would love to see it returned to its former glory, even if most of them never had the money to eat there anyways.

UH2: THE MAEDAR'S WIDOW

A shop that could exist almost nowhere but the Port of Shadows, the Maedar's Widow is run by an open **medusa** by the name of Morganis Andropoea, who sells astoundingly lifelike statues of people in various poses. She is known to purchase slaves from the market, dress them in all manner of fancy garb, pose them, then subject them to her gaze and sell the resultant statue. These statues run the gamut from 100gp for a simple statue to as much as

2000gp for something more complex and valuable.

Morganis used to have a husband, a maedar by the name of Tullius Andropoea, but he was slain by adventurers before she came to Skullport.

UH3: THE WHEEL HALL

Run by an elderly bugbear named Turgen Kham, this three-storey festhall is dedicated mostly to gambling, and the front door has a large galleon wheel on it, which is used as a door handle. Inside, countless tables deal cards, spin roulettes, roll dice, and offer countless other ways to have your pockets lightened. Most notable is The Wheel, for which the establishment is known. This massive, standing spinner wheel has a small needle at the top, and is split into thirteen sections, some good, some bad. Most interesting though, is the thirteenth segment, which is the slimmest of all, and is called the Mystery segment. Results for spinning this result vary massively, and have included everything from fabulous wealth to being sold into slavery. The person who spins the mystery wheel, before receiving their “prize”, must come up with the idea for the next person to spin it, which they pass along in secret to Chips, the Wheel Hall’s human founder, before learning what they’ve “won”.

If a player wants to spin the wheel, they pay 20gp, then roll a d%. On a 1-33, they lose a sum of money from 50-500gp. On a 34-66, they win a similar sum of money. On a 67-99, they receive an unusual prize, which may include free meals at a specific location for a set amount of time, a pearl from the bottom of the Sargauth, or perhaps even a slave. On a 00, they spin the Mystery space, and the DM decides what happens to them.

This building is one of the only ones in Skullport made entirely from zurkhwood, and it is quite new. This is because about six years ago, just before the Xanathar invasion, an incident with the Mystery Prize destroyed the previous building. Turgen Kham refuses to talk about it.

UH4: THE TANGLED WINCH

Skullport is a town of vertical construction, as space is at a premium. As such, transporting heavy things from place to place in Skullport can be a source of great difficulty for residents. The owner of this store, a rock gnome named Vander, seeks to ease that somewhat. She builds simple elevator systems, anything from a dumbwaiter, to a block-and-tackle winch, to a small construction crane, to a proper household elevator, for those who may need it due to disability. All of these devices are



operated by hand, but the mechanical advantage of the pulley systems allows an operator to quadruple their typical lifting capacity for the sake of operating one of these devices. Depending on complexity, these devices may cost from 50 to 1000gp. She also offers hoisting services for people needing a heavy object lifted up to the higher levels of Skullport. She charges by weight, at 1gp for every 20 pounds of material, plus a flat fee of 10gp for her time spent setting up her hoist. She owns a set of *slippers of spider climbing* that she uses to get up to the ceiling to rig up ropes.

Rumour has it that she used to live in Waterdeep and was involved in the creation of the winch in the Yawning Portal that lowers people into Undermountain. Though she appears to be much too young for this to be possible, the rumour persists.

UH5: THE TANOR'THAL REFUGE

For the better part of a century, this massive structure, carved to resemble a stone spider, has loomed high above, hanging from the 300-foot high ceiling of the Heart. Its eight eyes, enchanted with twinkling, many-coloured permanent Faerie Fire spells look down over Skullport. In the past, it was held by House Tanor'thal, a powerful drow family who controlled a good deal of power in Skullport. However, internal conflicts and greed got the better of the house, as often becomes of drow houses, and ultimately, House Tanor'thal was in no position to hold its own against the Xanathar Guild when they began their sweep through the factions of Skullport. It is said that one of Xanathar's lieutenants, Sundeth, drove a pike through their high priestess' chest before hunting down her underlings. The remainder of House Tanor'thal fled into the Underdark. Now, the stone structure stands empty, save for a brood of giant spiders that have been planted there by House Auvryndar in preparation for an oncoming assault on Skullport.

The Tanor'thal Refuge is broken up into five areas, all of which are presently webbed up and full of eggs, **giant spiders**, and **swarms of spiders**. Among the webbings are the webbed-up corpses of several unfortunate skulkers, and possibly one or two live ones that the spiders are saving for later.

UH5a: Throne room.

UH5b: Council Chamber.

UH5c: Bed Chambers.

UH5d: Study.

UH5e: Treasury.



If the players happen to be present during the spiders' feeding time, they encounter a **drider** carrying two webbed-up unconscious **bandits**. The drider, Zezix, is a slave of House Auvryndar who has been told that this work will ingratiate him to the Spider Queen and one day allow him to return to her good graces. He crawls in from Bonewatch Pass, a large hole in the ceiling of the Upper Heart that connects to Undermountain, and uses his spider climb ability to reach the refuge.

THE SEWERS

The sewers of Skullport are an ancient construction, developed by the Netherese arcanists who lived in the cavern millennia ago. As such, it is quite functional to this day, though considerable work has been done on it by the various folk who have lived in Skullport since then, particularly the Melairkyn dwarves, whose craftsmanship was unrivalled. They are still quite functional, but also multilevelled and exceptionally labyrinthine. Trying to map them is an exercise in futility. As such, characters who attempt to enter the sewers can find a manhole without difficulty—there are three or four in each ground-level district. Once inside, trying to find any specific feature of the sewer requires a DC 20 Wisdom (Survival) check. Failure results in characters trudging through dark, muddy water for an hour or more, and potentially meeting with one of the sewer's more capricious residents, or contracting a disease.

The most notable resident of the sewer system is the **Skum Lord**, an aboleth who makes its home there. It commands several dozen **chuul**, plus a menagerie of **kuo-toa**, and uses its psychic abilities to enslave locals in Skullport, sometimes even "priming" commands in their dreams, to later trigger and cause the person to come under the Skum Lord's control, suddenly acting in strange ways. Its current interest is in getting rid of the Xanathar Guild, making it a potential ally of the players, despite its insidious motives. As a result, roughly 15-20% of Xanathar guildmembers in Skullport have been mentally reached by the Skum Lord in some way or another.

Another potential oddity players may come across in the sewers are **otyughs**. These massive refuse beasts seem like a considerable threat, but the sheer density of refuse has allowed them to grow to extraordinary size. Though this may seem like a problem, it has led to a breed of otyugh that is passive, and too heavy to move much under its own weight, simply waiting in a refuse pool near

an outflow pipe with its mouth agape for its next meal. These otyughs are mostly passive, but in the strange situation your players do fight them, they are Huge instead of large, have a Constitution score of 20, 184 (16d12+80) hit points, and a movement speed of 10 ft.

THE DUNGEONS

This complex of cells runs from under the Port toward the Trade Lanes. The main entrance is through the pit in the Old Fish Market, where Xanathar's thugs throw undesirables (see LP5). People thrown down here land about 10 feet down on a bed of rotten scraps, and the bugbear attendants move them into one of the three-dozen murky cells. One of the adjacent buildings also has a staircase down, which the guards use to get in and out.

The northern wall of the dungeon (note the orientation of the compass on the map) has suffered severe water damage from leaking sewer tunnels running past it, and as a result, the easternmost quarter of the dungeons is often swamped with as little as one inch or as much as two feet of murky sewer water. The Xanathar Guild, rather than fixing this problem, have begun using it to inspire obedience in prisoners—misbehavers get put in the bogwater cells. Of course, given the general disposition of the guards, this means that the flooded cells are often overfilled, while the less-disgusting ones see significantly less use.

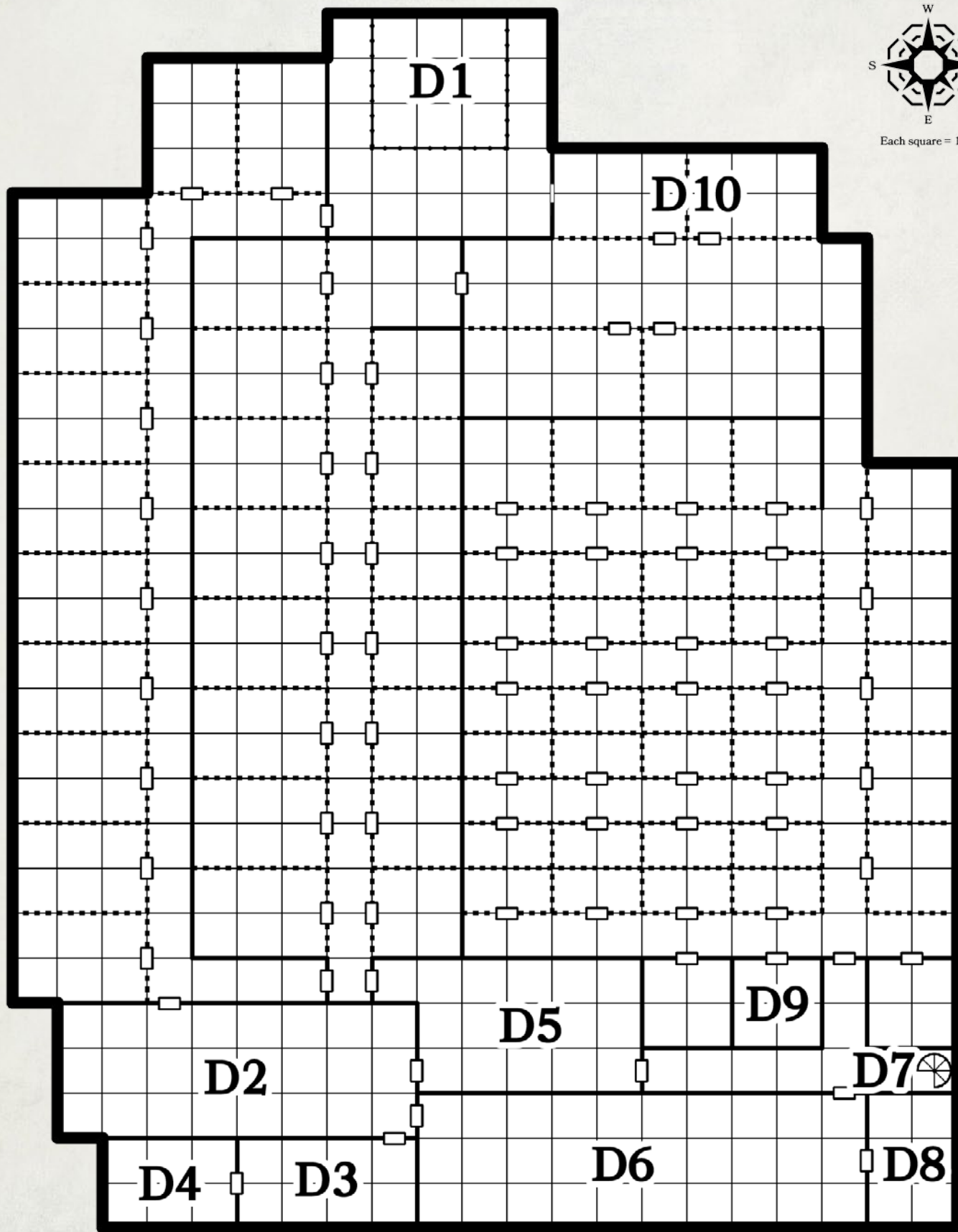
The dungeon is overseen by Gitz, a duergar **gladiator**. About a dozen **gazers** (see appendix C) patrol the halls of this area. The guards are **bugbears**, **thugs**, and **bandits**, a few of whom have **intellect devourers** in their skulls. Cells are muddy, smelly, rarely-cleaned, and frequently leak water from the adjacent sewers. Screams of agony from torture can occasionally be heard echoing up from the pit in Skull Square.

Cells in the dungeon have locks of decent quality, but they have degraded over time, and show easily-exploitable imperfections as a result. Any cell lock can be picked with a DC 12 Dexterity check with thieves' tools, or smashed by a character who has an appropriate weapon and is outside the cell. The locks are small objects with 10hp and AC 16. Attacking them makes a loud clanging noise that echoes out throughout the whole dungeon.

D1: LANDING PIT

Thirty feet down from the pit in the lower port,

SKULLPORT DUNGEONS



a large mound of hay, loose rags, and other soft refuse has been piled here to cushion the fall of those thrown down, surrounded by a low railing. From here, prisoners tossed into the pit are met by whatever guards are on duty, and dragged down the hall into one of the cells.

D2: MESS HALL

This long hall has three tables lined up down the length of it, where the guards eat during their breaks. There are usually three guards here, eating cold food from the kitchen.

D3: KITCHEN

This galley kitchen is staffed by six goblins and used to prepare meals. It is managed by a bugbear named Grokol, who “samples” the food as the goblins cook. The food is fairly awful, but the most inedible of it goes to the prisoners.

D4: STOREROOM

This damp room is stacked wall-to-wall with crates, filled with supplies from the surface as well as from Undermountain, to feed troops and prisoners. The smell of mold and rotted produce wafts through this room—crates that have spoiled are rarely thrown out, just pushed to the back by lazy bugbears, at which point new crates are piled on top. One who spends an hour poring through and separating out the edible from the ruined can find two-hundred days’ rations in the form of bluebread, ripplebark, dried gumpfish, and some more typical rations from the surface.

D5: ARMOURY

This room has weapons and armour racks set up for the guards, as well as goblins on staff who help with donning equipment. Not much equipment is kept here due to how moist the air is—the Xanathars keep most of their gear on Skull Island to minimize corrosion. However, when on break, guards will leave their equipment in this room. There is usually about 4-6 sets of armour, either scale mail or chain mail.

D6: BARRACKS

Bunks line the walls of this room, allowing for about 40 people to sleep here, if needed. Unfortunately, the leakage of water from the east wall has made this a rather unpleasant place to sleep, and as a result, fewer are presently using it. There are never more than a dozen guards sleeping here, mostly bugbears, who can sleep through the

smell.

D7: SECRET EXIT

A large set of spiraling stairs in this corner leads up into a building in the Lower Trade Lanes, which the Xanathar Guild uses to get in and out of the Dungeons without drawing too much attention.

D8: WARDEN’S OFFICE

Gitz, the cruel warden of the dungeons, used to use this room as his office. However, being right against the right wall, it has suffered badly in the wake of the flooding that plagues the dungeon. It now goes mostly unused.

D9: SOLITARY CONFINEMENT

These small, windowless, stone rooms are almost soundproof to the outside, and the doors are solid steel. They are unlit and lack furnishings. A creature locked in them must make a DC 10 Wisdom saving throw every hour, suffering a short-term madness on a failure (DMG 259)

D10: TORTURE CHAMBERS

These large, gated cages are lined with torture equipment and bindings, used by the Xanathars to extract information from high-value prisoners, or simply to engage their own sadism. Gitz is often here, having fun with whatever unfortunate prisoner catches his fancy that day.

THE PROMENADE OF THE DARK MAIDEN

Adjacent to Skullport, a group of Eilistraee-worshipping drow, among other races, have built a church into a large cavern system. This area, now called the Promenade of the Dark Maiden, was once home to a cult of Ghaunaudaur-worshipping drow, who used their god’s dark gifts to create the Pit of Ghaunadaur, a mile-long vertical shaft which runs down to the Caverns of Ooze deep below. The Ghaunadauns who previously lived here had planned on using the shaft to launch an attack on Waterdeep, but were foiled by thirteen drow worshippers of Eilistraee, who arrived and disrupted their operations, laying many of them to waste. Now, centuries later, followers of Eilistraee continue to guard the pit. These followers call themselves the Protectors of the Song (see Chapter 3 for more on the faction).

This cavern is something of a well-kept secret,

shrouded in myth. In Taglath's Gap, a short, dead-ending tunnel on the north end of the Lower Heart, faint music can occasionally be heard echoing. Many people believe this is a result of the spirit of Taglath, a once-famous bard who inhabited Skullport, and now haunts this passageway. In reality, this music echoes out from the Promenade, which connects up to Taglath's Gap by way of a secret door in the north side of the dead-end tunnel. Hidden among the rocks (DC 20 Perception or Investigation check to spot) is a tiny symbol of Eilistraee (A crescent moon with a sword running through it) which has an empty indent where the sword should be. To open the secret door, a silver sword charm must be inserted into this indent, and the whole symbol must be turned. These charms are carried by many members of the Promenade, to come and go quietly (A character who catches the eye of the Protectors of the Song may receive one of these charms and a cryptic note). Alternatively, a creature who realizes that the indent is a keyhole can attempt to pick it with a DC 25 Dexterity (Thieves' Tools) check. If the symbol is successfully turned, the charm pops back out, (if it was used) and a three-foot wide section of the stonework withdraws into the ground, leading into the Promenade.

In addition to this method, the Promenade can also be entered by playing a precise and complex melody while standing in front of the door. When this is done, glyphs around the door activate, and the person who performed the melody, as well as anyone touching them, is immediately teleported to the other side. A character who has heard the melody performed, but has not been taught it, can attempt to replicate it with a DC 25 Charisma (Performance) check to activate the runes.

Many of the rooms in the Promenade contain *resonant bells*. These crystalline bells have no clapper, but when they are within 60 feet of a *singing sword* that has been activated, they echo the song, and also pass it along to every other *resonant bell* within 60 feet. This functions as an alarm system for the Promenade—if a battle breaks out that is urgent enough to justify the use of a *singing sword*, the chain of bells all begin to play.

Areas of the Promenade share some common features unless otherwise noted:

- Ceilings throughout the Promenade are 20 feet high and arched.
- Walls and floors are a mix of natural and worked stone, in keeping with the tendency of Eilistraee-worshippers to minimize their impact

on the local landscape.

- Living spaces are overcrowded, as the Promenade lost a lot of territory some years back to an invasion by Ghaunadans.
- Doors are heavy stone. Forcing open a locked door requires a DC 25 Strength (Athletics) check, and picking such a door requires a DC 20 Dexterity check made with thieves' tools.

PD1: ENTRYWAY

This entrance connects to Taglath's Gap by way of a secret door hidden in the rocks. The pathway widens and slopes shallowly upwards. The door opening alerts the Umain Twins in PD3, who ready their weapons immediately.

PD2: URGENT CARE CENTER

Those who are brought to the Promenade in need of immediate care, but who are not affiliated with the Protectors of the Song, are brought here and stabilized, but are most often not allowed any further in. Six old cots line the walls, and a table at the back of the room has some basic surgical supplies. The crate contains fresh water and rations.

PD3: PROMENADE DOORS

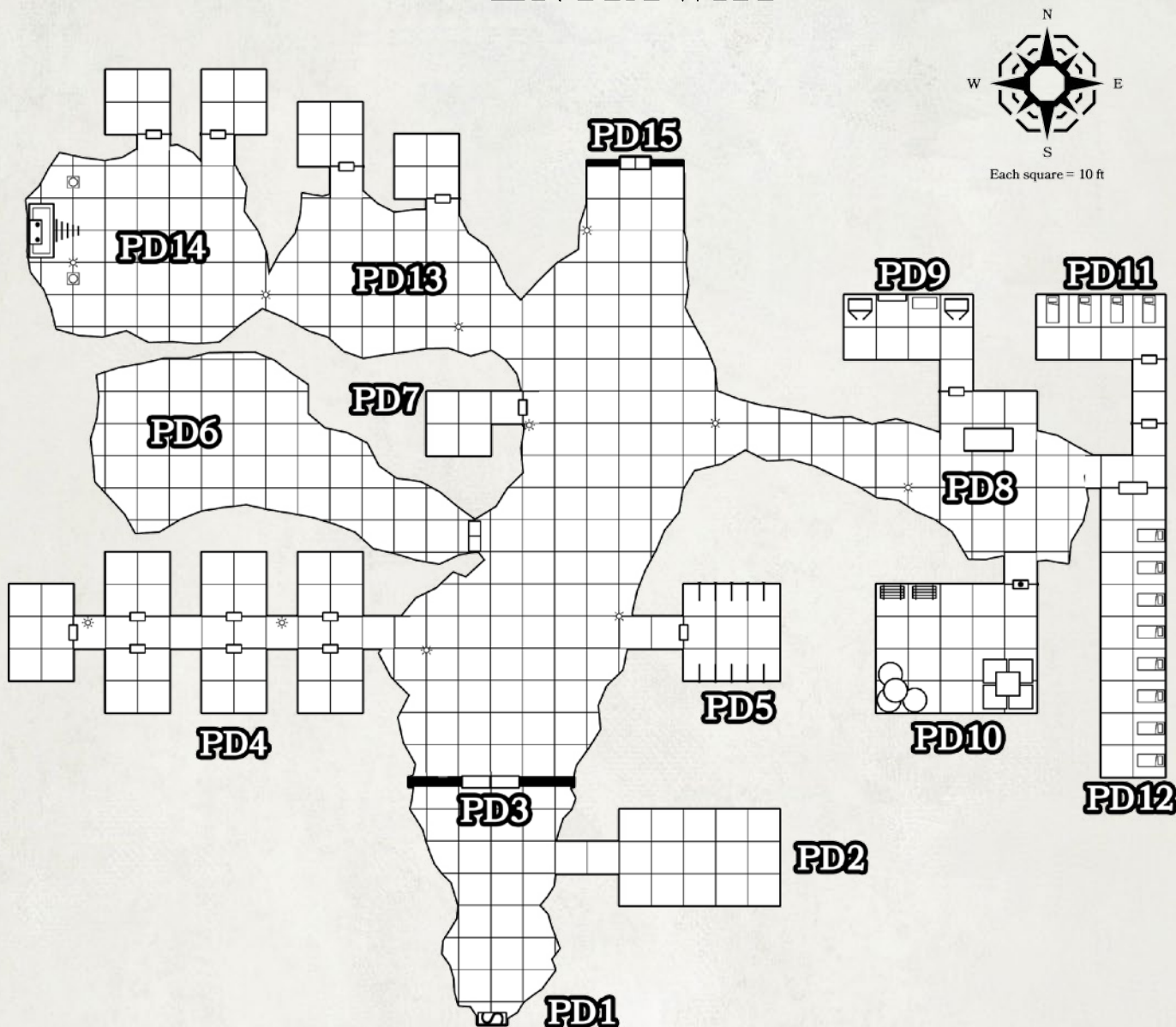
The ground levels out on approach to this massive set of stone double doors, which are carved with a relief of a nude drow woman with whirling hair, who wields a great curved sword. She is in a pose that could be interpreted as a nimble fighting stance, or a wild, lilting dance. To both sides of the door are large reliefs, each depicting a crescent moon with a sword running through it (In the sword of each symbol is a tiny arrow slit, through which drow on the other side can shoot). Standing before it are **The Umain Twins**, Duthra and Furia, a drow male and female, who bear an uncanny resemblance to one another (see appendix B). Each of them carries a long, curved silver blade not unlike that wielded by the female figure. They point them at outsiders who enter, and ask them their business.

PD4: MINUTEER BARRACKS

A hallway just off the main cavern beyond the front door, these rooms bunk warriors who are ready to fight at a moment's notice. Each of these rooms can comfortably bunk four people, and at present, all the space inside is being used, though some of the rooms toward the end of the hallway are a mix of warriors and noncombatants, due to overcrowding.

PROMENADE OF THE DARK MAIDEN

ENTRYWAY



PD5: PRIVIES

These small stalls have swinging doors on them, and holes in the ground that empty out into the sewers of Skullport.

PD6: GIANT LIZARD STABLE

This large, natural cavern has glowing blue fungus growing along its ceiling. Two giant lizards (with the Spider Climb ability) named Lyka and Tee are stabled here. They are the personal mounts of Duthra and Furia.

PD7: FEED AND EQUIPMENT

Bluegrain feed for the giant lizards in PD6 is

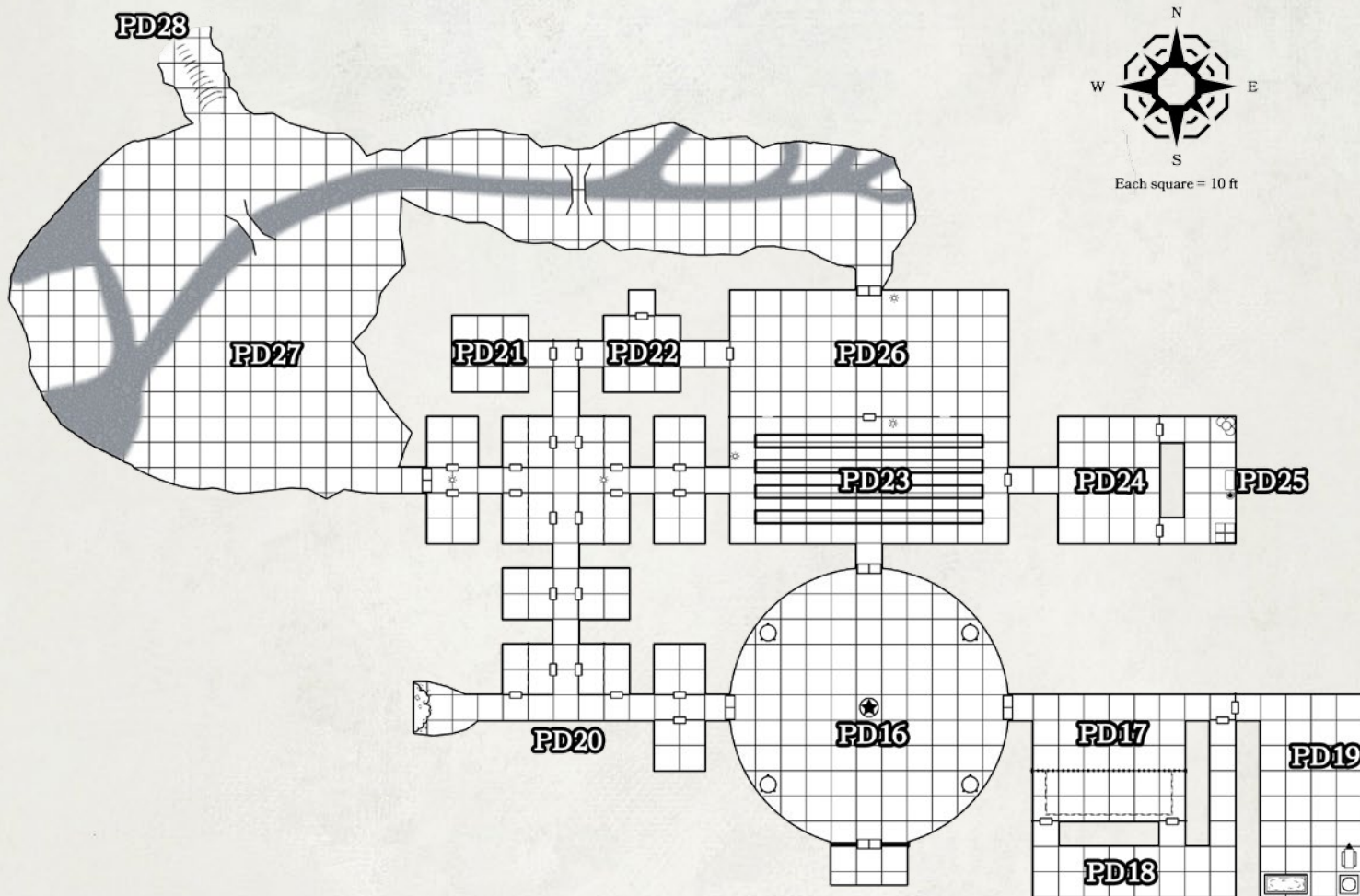
stored here in sacks and crates. Hanging up on the wall are four sets of bit and bridle, and two *sticky saddles* (see appendix G).

PD8: TRIAGE AND WAITING

Wounded who do not represent a security risk to the Promenade are brought here. The triage counter in the north section is typically staffed by Tresk, the assistant to the head doctor Ni'lla. Both are female drow, and Tresk has a habit of talking quickly, even when under no pressure to do so. Ni'lla is no-nonsense, and gets frustrated if people talk slowly to her or waste her time.

PD9: HEAD DOCTOR'S OFFICE

PROMENADE OF THE DARK MAIDEN MAIN AREAS



This small room has shelves of various notebooks, and cabinets with records of all current and recent members of the Promenade. There are also some books from Lilanth's Librams (CT2) on medical practice. When not busily working in the treatment centers, Ni'lla can be found here penning records, journals, and even her own musings on medical practice.

PD10: EQUIPMENT AND SUPPLY STORAGE

Kept under lock and key, this storage room holds all manner of medical supplies, as well as rations and fresh water for patients being treated. Twelve stretchers made of zurkhwood and canvas hang on the walls. Ni'lla and Tresk both have keys for this room, and rumour has it that Tresk will sometimes roll out a bedroll in here and trance to get a nap, claiming to be organizing the supplies.

PD11: QUARANTINE

If someone comes in with a disease or infection that looks potentially dangerous or contagious, they will likely be moved to this room, away from the other patients. The hallway leading into this room has a dozen sets of clean white clothes that are left hanging, and before entering, everyone must change into one of these, leaving their old clothes behind until they come out.

PD12: MAIN TREATMENT CENTER

This long corridor has beds lined up along the east wall in a row, and is most commonly used for treating battle injuries. They are short of beds, and as such, before battles, they will sometimes roll out bedrolls along the west side of the room in case the need is great.

PD13: PROVING GROUNDS

The 40-ft high domed ceiling of this chamber provides it with excellent acoustics, and the stage dominating the south side of the room is well-positioned to make the most of it. This small room is called the Proving Grounds as it is often where members of the Promenade will first start performing, especially if they are having trouble developing the confidence to play in the Promenade Circle. There are usually tables and chairs set out in the area, which members of the Promenade will sit at to read or study, enjoying the music as they do. The rooms to the north are more private study rooms, where the song is muffled, but still audible, for those who prefer a little more privacy.

PD14: SHRINE TO EILISTRAEE

The west wall of this room is dominated by a large altar dedicated to Eilistraee. There is almost always an instrument, songbook, or other musical article at the foot of the altar, as many of the musicians in the Promenade like to leave them here for brief periods of time, believing this to bless them. The music from PD13 often echoes into this area, but the northern rooms are quiet study rooms, the heavy doors of which shut out music for those who need silence to focus.

PD15: GRAND DOORS TO THE PROMENADE CIRCLE

This corridor becomes more artificial as it narrows toward the massive double doors that lead to the Promenade Circle. The walls leading up to the doors are decorated with frescoes. Along the east wall, a strikingly-beautiful drow woman cleaves through a massive, festering flesh golem with a long silver sword. Along the west wall, the same drow woman dances in moonlight along with a dozen others of all varying races and genders. Outsiders are not typically allowed beyond these doors unless they have proven themselves in the eyes of Iljrene. In this spirit, the doors are warded with an *arcane lock* spell, which causes them to lock to those who have not received Iljrene's blessing to enter.

PD16: PROMENADE CIRCLE

This massive, cylindrical chamber rises up to a dome-shaped ceiling 50 feet up, which is enchanted with illusion magics that cause it to appear as the surface sky. The magics are extensive—the sky has drifting clouds, a day/night cycle matching the surface, a lunar cycle matching the surface, and can even rain or snow, if the conditions are right. This precipitation feels real to the observer, but does not

leave any actual moisture. Though it may appear that snow can lightly dust the ground, one leaving the Promenade Circle after rain will not be damp. The chamber is lit by four large braziers, the flames of which can be changed to suit the mood of the room. In the center is a statue of Eilistraee, dancing nude on one foot with a courtblade in hand, her long hair flowing in wild, untamed curls down her back and nearly to the floor. The walls are carved with murals depicting the history of Eilistraee—from her time in Arvandor, to her original alliance with Lolth, to her being driven out of paradise by Corellon, to her battles with Lolth, and to her leading crowds of drow to the surface to see the sun for the first time.

PD17: THEATRE

This hall is used for dramatic performances, concerts, and show duels, all of which are enthusiastically taken in by members of the Promenade.

PD18: BACKSTAGE

This space has racks for costumes, weapons, and instruments for the various performances that take place in the theatre. There is little in the way of changing rooms—the children of Eilistraee are rarely shy about their bodies.

PD19: SMITHY

This room is used to maintain weapons and armour for members of the Promenade, both for show and for battle. It is equipped with a full forge, which vents out into Steamfall Pass, concealing its smoke.

PD20: LIVING SPACES

These rooms serve as bunks for 2-4 people each. They are simple and modestly furnished, with beds, desks, drawers, dressers, and bookshelves, mostly constructed from zurkhwood and stone.

PD21: ILJRENE'S QUARTERS

This room is shared by Iljrene and Elkantar, and once belonged to Qilue, the previous leader of the Promenade. A tapestry depicting Qilue diving into a pit, from which a massive, horned beast claws its way forth, has been hung against the west wall, such that it is the first thing seen upon entering the room. At DM discretion, a character who succeeds on a DC 25 Intelligence (Arcana) check may recognize the creature as a **tarrasque**. Iljrene does not like to discuss this much, but the tapestry depicts Qilue sacrificing herself to hold

off the beast, so that the Pit of Ghaunadaur could be sealed again. Unlike many of the other rooms, which have the look of communal living spaces, this one is very much divided down the middle, such that Elkantar's effects are mostly arranged haphazardly along the south side of the room, and Iljrene's are neat and tidy on the north side. Both have a bed, a desk, a bookshelf, a weapon rack where their *singing swords* are often mounted, an armour stand for their preferred armament, and a dresser with their various clothing and vestments. Iljrene also keeps several paintings up, including one of Eilistraee in a moonlit swamp, and one of a sunrise over a mountain landscape. Rolled up in her closet is a painting of her and Qilue standing side-by-side and ready for battle. Elkantar's side is messier, with his weapon maintenance supplies scattered about his desk, his bed unmade, and the wall covered with only an old portrait of Qilue.

PD22: CAPPER'S QUARTERS

These quarters are dedicated to the individual who is in charge of managing the Promenade's considerable fungal gardens, known as the Capper, as well as those they work most closely with. The current Capper is an elderly drow woman named Kokum. The north wall has a closet in which Kokum keeps most of her tools.

PD23: DINING HALL

This hall serves as the place where most members of the Promenade take their meals, though some will take them elsewhere, if needs be. Windows on the north side of the room look into the mushroom garden, a more pleasant view than carved stone walls.

PD24: KITCHEN

Staffed primarily by two drow (Tivian, Krinn), a deep gnome (Daloz), and a half-orc (Modo), this kitchen is well-equipped to feed the current population of the Promenade. A large stove on the east wall belts its smoke out into Steamfall Pass, where it is concealed by the constant smoke of the foundry, and the deep metal sink next to it drains into the sewers of Skullport.

PD25: STOREROOM

This small storeroom has a large metal chute in the back that lets out into the sewers below, allowing for disposal of garbage. Crates and barrels line the walls, filled with supplies to keep the Promenade fed.

PD26: MUSHROOM GARDEN

While not providing as much food as the larger cavern to the north, this garden is tended separately, serving a purpose of beautification moreso than food production. As a result, it's an excellent area to teach new recruits how to tend to various fungi, before allowing them to work in the main region.

PD27: NATURAL RIVER CAVERN

A creek runs from the northeast walls of this cavern to the southeast side, providing potable water for the members of the Promenade. Small bridges serve to enable crossing, and the pool on the southwest side of the cavern allows water to flow further out, as well as benefitting from some degree of geothermal heating, making it a decent place to bathe in.

PD28: PATHWAY TO THE PIT

The members of the Promenade forbid outsiders from passing through here. The Protectors of the Song guard this spot relentlessly, fearful of an incursion by Ghaunadaur's forces. Beyond it is a steep slope downward, leading into a roughly circular cavern 120 feet across at its widest point, with a 60-foot diameter pit in the center, which has been completely covered over by numerous *wall of stone* spells across the floor. This is what remains of the Pit of Ghaunadaur, a massive, gaping maw which leads a full mile down to the Caverns of Ooze deep in Undermountain.

A secret tunnel toward the back of the cavern, detectable by someone who searches for it and succeeds a DC 25 Wisdom (Perception) or Intelligence (Investigation) check, leads into Shadow Pass, about 5 minutes outside of Skullport. This passage can only be opened from this side.

XANATHAR'S LAIR

In the cellar of the Guts and Garters (LH2), behind a false crate, is a secret room with a dumbwaiter and a stairway, both of which descend roughly 150 feet down into the refurbished remains of an ancient Netherese bunker from the days of the Sargauth enclave. Here, Xanathar lairs, its powerful Dream Engine allowing it to sleep soundly at no risk of accidentally creating additional beholders. For more on Xanathar and its underlings, see appendix B. Other major characters who lair here are:

- **Ahmaergo:** Xanathar's majordomo.

- **Nar'l Xibrindas:** A **drow mage**, and Bregan D'aerthe spy passing himself as an advisor.
- **Nihiloor:** A **mind flayer** working with Xanathar to create a spy network of Intellect Devourers.
- **Noska Ur'gray:** A **duergar** slave trader who manages the sale of prisoners into slavery. His right arm has been amputated and replaced with a hand crossbow.
- **Thorvin Twinbeard:** The dwarven chief engineer of Xanathar, and one of the minds behind Xanathar's Dream Engine. Also a spy who secretly sells information on the Xanathar's doings to Harpers.

The Xanathar has, over the years, made some changes to the place, but the following features apply to the entire lair, unless otherwise stated:

- Room ceilings are 20 feet high, while hallways are typically 15 feet high.
- Rooms and corridors are brightly lit by torch sconces bolted into the wall and enchanted with *continual flame* spells.
- Doors are circular, emblazoned with the symbol of the Xanathar, a circle with ten equidistant spokes. They are hinged on one side, and solid stone. Double doors are similar, but each door is a semicircle, meeting in the middle. Secret doors are 10' wide, large enough for the Xanathar to move through them.
- Walls are mostly smooth, formed either by Netherese magic or Xanathar's disintegration ray.

XG1: STAIRCASE FROM GUTS AND GARTERS

This large set of spiral stairs leads down from the Guts and Garters (LH2) above. An alcove adjacent to the staircase contains a dumbwaiter with a winch that can be used to transport supplies between the lair and Skullport. It is operated from above, in the cellar of the Guts and Garters.

XG2: GUARD EYE

A **beholder zombie** floats in this room, along with four **gas spores**. Those that brandish or bear the symbol of the Xanathar are unharmed passing through here, but the beholder attacks all others, and the gas spores explode if harmed. The beholder is immune to their spores.

XG3: HALL OF EYES

This hallway is carved with eyes in the walls,

which seem to follow characters as they pass through. This is a simple, harmless optical illusion. Characters with a Passive Perception above 14 notice that, at the south end of the room, hanging above the double doors, is a translucent eyestalk, which seems to watch this hallway. A character with arcana proficiency recognizes this as a scrying sensor (see area XG13). It can be evaded with a DC 15 Dexterity (Stealth) check. A hidden latch behind one of the eyes on the west side of the wall opens a secret door, which can be found by anyone with a Passive Perception of at least 15, or anyone who searches for it and rolls a 15 on a Wisdom (Perception) or Intelligence (Investigation) check.

XG4: STAIRCASE TO WATERDEEP SEWERS

This staircase twists and turns and takes two hours to traverse, but ultimately lets out in the sewers under Waterdeep's Castle Ward. It can be locked and unlocked freely via deadbolt from the inside, and the Xanathar keeps keys for the door in its sanctum, distributing them to those who leave on expeditions on a case-by-case basis.

A character who attempts to take this route to the surface must make a DC 20 Wisdom (Survival) check when they reach the sewers. On a failure, they spend an hour wandering the sewers aimlessly.

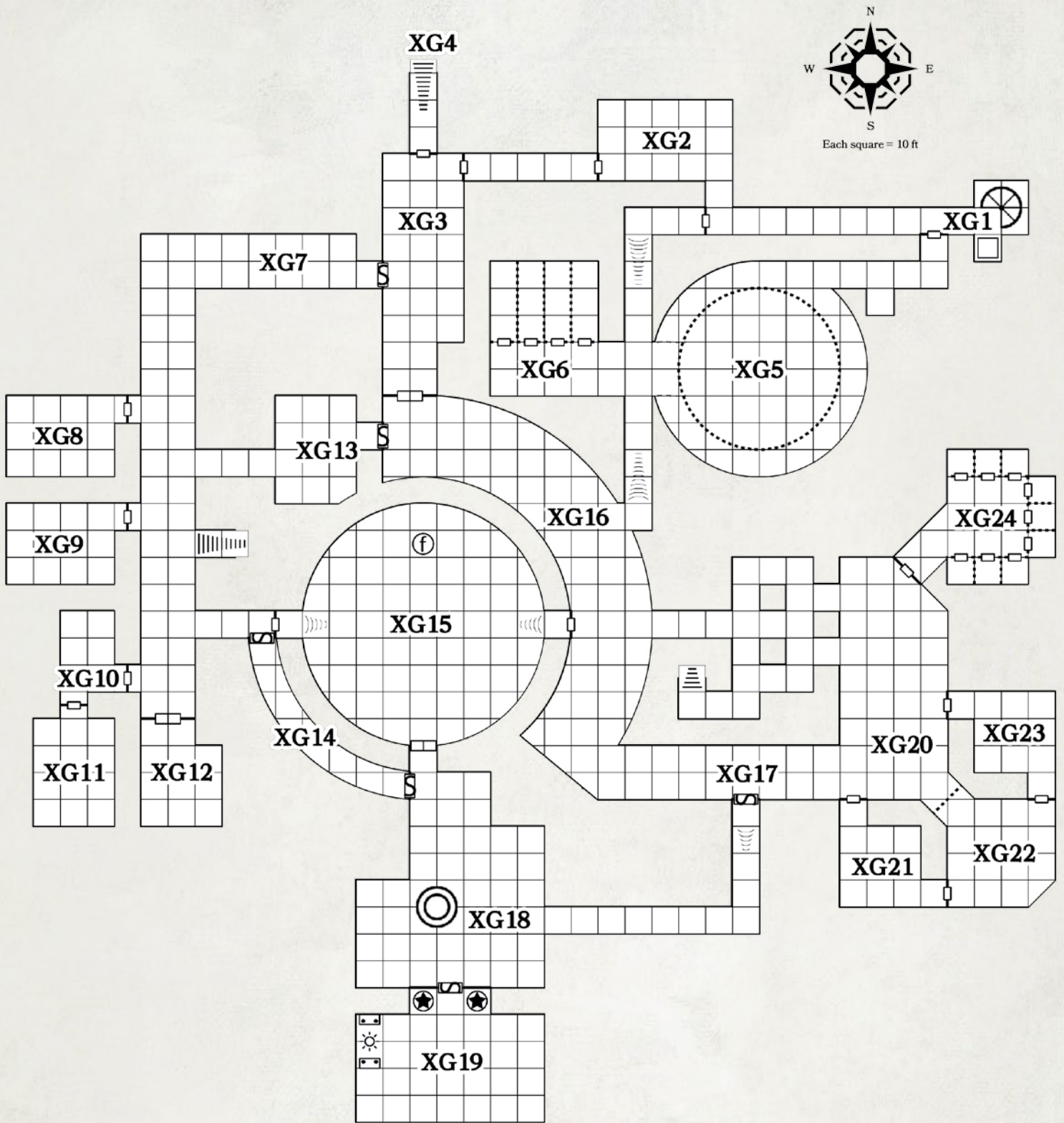
XG5: BLOOD SPORT

This massive arena has stands that rise 15 feet above the pit, surrounding the area. At the pit's level on the west side, there is a 10-foot wide, 10-foot high porticulis operated by a lever on the west side of the gate. It leads into the cells, where prisoners are lead out from before fighting. The ceiling of this room is domed and 40 feet above the pit level. An alcove in the northeast hallway contains a helmed horror which appears to be an inanimate suit of armour, only moving to serve as a bouncer should spectators in the stands get too rowdy. Xanathar sometimes hovers invisible here to watch particularly exciting fights. If a fight is taking place when the characters arrive, it is likely between some combination of the prisoners in area X6, at DM discretion.

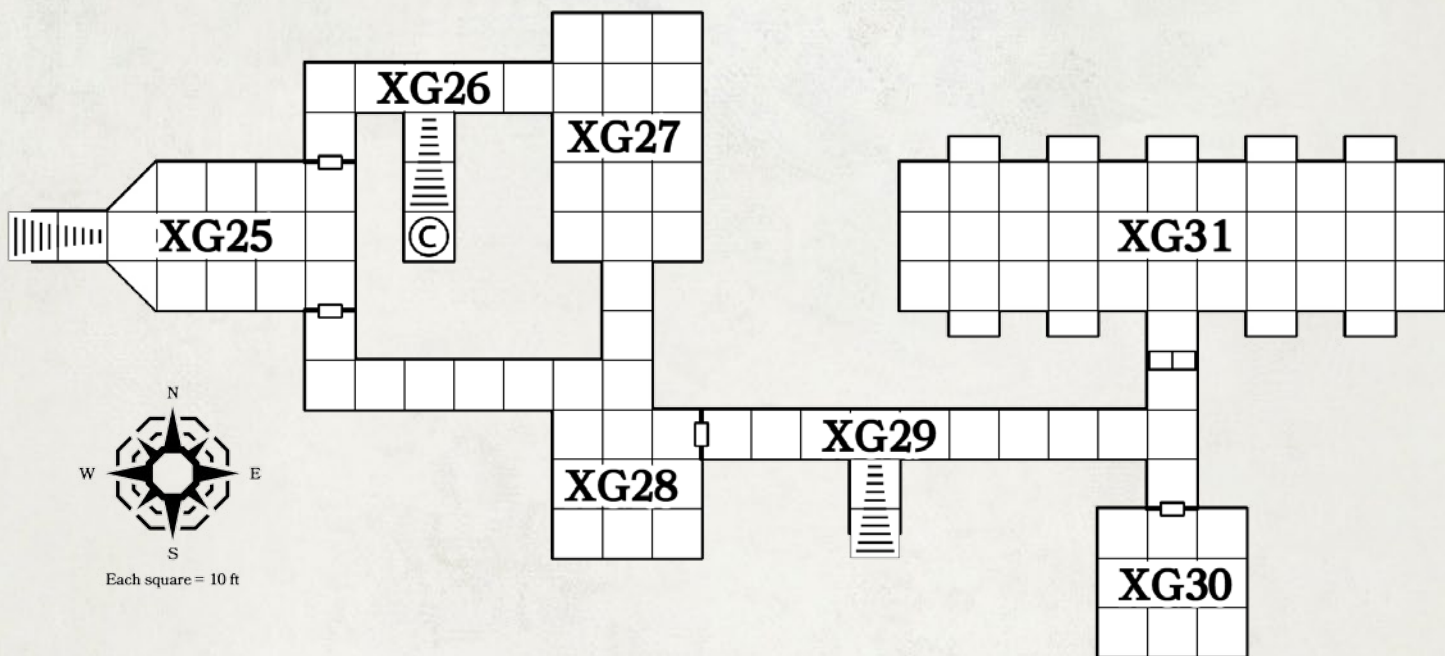
XG6: HOLDING CELLS

These four cells are used to hold slaves spared from Nihiloor's experiments. Those imprisoned down here are a mix of skulkers and Waterdhavians, as well as monsters reaped from Undermountain for

XANATHAR GUILD LAIR FIRST FLOOR



XANATHAR GUILD LAIR LOWER FLOOR



the sake of a good show. In the cages, from west to east, are the following creatures:

- Four **gricks**, and one **vampire spawn**. It is possible that the gricks could team up to kill the vampire spawn, but the spawn has been furiously slamming up against the bars of the cell and pounding on the walls, trying to get back to its master at the Pointed Pipe (LH8) and as such, the gricks are too afraid to try and get close to it. In turn, the spawn once bit one of them and was repulsed by the taste of its blood. As such, the two groups of monsters have come to an agreement of sorts.
- A male **driider** named Uzzarl, who is trying to broker a deal to get on good terms with Raelyn in the next cell over; A **cambion** named Kertalla who hopes to get put in the pit with Uzzarl if only to shut his mouth; and a **werebear** in human form named Framp, who hasn't learned to control his shapeshifting yet, and is scared to let the others find that out, lest they realize he's not as big a threat as he seems.
- A female **drow** named Raelyn Auvryndar who wants to get out of here and back to the Sargauth Division of House Auvryndar. She believes the driider might be her ticket out, and is willing to come to an agreement with him, but will deny any deal she made with Uzzarl once she's safe. Six other skulkers are imprisoned here (a mix

of **bandits** and **thugs**) including Lilanth if Ahmaergo took her prisoner earlier in Skullport (see CT2) and Vinrak Voeld, a human **spy** for the Zhentarim and friend of Bosskyn Gorrb (see CP7)

- Eight Waterdhavians, most of whom are **commoners**, save for a few who may be **nobles** or **guards**.

XG7: TROPHIES OF BATTLE

The Xanathar keeps its many statues of petrified adventurers in this corridor as a warning to those who would oppose it. Two dozen of them are scattered throughout the hall, of various races and genders, all in poses of terror or flight as they were petrified by the beholder. As this tunnel serves as a major thoroughfare to many areas of the guild, there are often members of the guild coming through. Most often, these groups are 3d4 members; a mix of thugs and bandits, possibly with a veteran mixed in who has a key for the door in X4. The group is in a heated disagreement over whether the driider in the holding cells (X6) has its heart in its human chest or in its weird spider rear. If the players are disguised as Xanathars, the group asks them to weigh in on the matter. Otherwise, the players will likely need to slip away, or make some excuse for their presence.

Stairway A, partway down the hall, leads to the

corresponding Stairway A on the lower level.

XG8: BARRACKS

This room has a distressed wooden dining table in the center, surrounded by crates and kegs serving as chairs. On the walls, in Common, Dwarvish, Goblin, and Undercommon, are bawdy curses and exchanges, as well as general graffiti (Raf never pays debts, gregor wuz here, goblins 4 lyfe, etc.). Bunk beds line the north and south walls of this room, all moldy and smelling. A dozen Xanathars (Six **bandits**, two **goblins**, and four **duergar**) are passed out here, black-out drunk and smelling of cheap ale.

XG9: NOSKA'S QUARTERS

Noska Ur'gray, the Xanathar's head slavekeeper, sleeps here. The room's *continual flame* spells provide only dim illumination, rather than bright—just the way the duergar likes it. A cage in the corner of the room holds a rust monster he's been trying to break for quite some time now, and the west wall has three straw dummies hanging on pegs, which he uses for target practice. His bed is a marble bathtub he has converted by padding it with mangy furs. In the southeast corner is a pile of old discarded metal scraps.

If he is not presently here, his room is being tended by Ninma Kapirwok, an enslaved human woman who is placating his rust monster pet with an old helmet so she can try and clean the refuse from its cage. She is uncomfortable around the beast, but far more afraid of Noska, and wants nothing more than to get back to Waterdeep and freedom.

XG10: AHMAERGO'S QUARTERS

Ahmaergo, the Xanathar's majordomo, has a fascination with minotaurs, and decorates his room appropriately. In the northwest corner of the room, glaring toward the door, is a large, stuffed minotaur. On the wall beside it is mounted a greataxe. Next to it, on a table, is a miniature labyrinth, carefully carved out of granite. A creature that touches the maze is targeted by a maze spell (save DC 15). Once this effect triggers, it cannot do so again until dawn. Ahmaergo's bed is against the west wall, next to the minotaur. It is rare that he is in here, being a busy man.

If anyone but Ahmaergo touches the southern door in the room, the stuffed minotaur animates and grabs the greataxe off the wall, charging the intruder. Its stats are equivalent to a **minotaur**

skeleton, and it fights until killed.

XG11: AHMAERGO'S HOARD

If the minotaur skeleton in the previous room animated, this room is pitch-black when the characters enter. Otherwise, it is brightly-lit. The room has been converted into a labyrinth, though the walls are merely made of crates stacked to the ceiling and nailed together. Human bones litter the floor.

Navigating the maze is simple, but takes about 10 minutes all told, and Ahmaergo has rigged up a tripwire trap partway through. If the character leading the advance has a Passive Perception of at least 14, they notice it immediately, and can easily disarm it. If it is triggered, the maze comes crashing down all at once in a cascade that makes a lot of noise and buries those inside. Creatures in the room must make a DC 14 Dexterity saving throw, taking 22 (4d10) bludgeoning damage on a failed save, or half as much on a success. Each character must then take an action to dig themselves out, being restrained and prone until they do so. At the end of the labyrinth is a large mahogany chest, its lid carved to look like the skull of a minotaur. Inside is 740gp, a palm-sized sapphire carving of a greataxe (worth 500gp), and a potion of greater healing.

XG12: THORVIN'S WORKSHOP

This chamber is the personal workshop of Thorvin Twinbeard, a dwarf and Xanathar's chief engineer. On the side, he deals information to the Harpers on Xanathar's doings. He is generally here, working a large contraption that looks to be a giant stone bowl with cylindrical grinders at the bottom. He claims the Xanathar will be able to use it to make mortar from those he has petrified, but in reality, he's just occupying himself with projects to keep in the creature's good graces so he can keep gathering and selling intel. The tables around the room contain enough tools to assemble six artisan's toolkits of any sort, and a **gazer** (see appendix C) hovers around the room, keeping an eye on Thorvin. The **gazer** itself, however, is lax in its duties, and rarely reports suspicious behaviour. It can be convinced to neglect its duties with a DC 11 Persuasion check, and may even be convinced to join one of the players, if a good offer is made, and one of them is a spellcaster of at least 5th-level, who can cast *find familiar*.

If the **gazer** can be kept from squealing, Thorvin himself can give the characters further intel on the lair, particularly the Dream Engine, the machine

Xanathar uses to control its dreams. It is behind a secret door, past the fishbowl where Xanathar keeps Sylgar, on the south wall. It projects a dream spell to its surroundings, and it is not unlikely that the Skulls, being bound to Skullport, have also been affected by it, trapped in a dream-like state.

XG13: THE PANOPTICUS

This ingenious contraption is Nar'l Xibrindas' pet project that he uses to stay in the Xanathar's good graces. Five dwarven magi, each of their heads emblazoned with a glowing tattoo of an eye, sit around a glowing circle, each with one eye gouged out. Protruding from the ceiling is a massive brass bell, which the dwarves can ring by tugging a rope hanging down, as an action, if they spot trouble. The bell is made of brass, and enchanted such that, no matter where it is rung, it can be heard all throughout the base. Each dwarf is an **apprentice wizard** (see appendix C). If any of them lose concentration (as if concentrating on a spell) or move out of the circle, the scrying ends, and the scrying eyes throughout the lair disappear.

XG14: SECRET HALLWAY

Flanked at both ends by secret doors, this hallway is occasionally used by the Xanathar to spy on its troops by way of hallway X7. Otherwise, it goes mostly unused. Anyone with a Passive Wisdom (Perception) of 15, or anyone who searches for it and gets a 15 or higher, can find either of the doors from outside the hallway. The doors are obvious from inside the hallway.

XG15: AUDIENCE CHAMBER

This 40-foot high domed chamber is where Xanathar most often makes its "appearances". The floor of this room is tiled in black marble and bears Guild's symbol, a circle with ten equidistant spokes, in gold. A dozen lifelike statues, all petrified in terror, are on display around the room. When the Xanathar is in this room, it can create illusions throughout the room on par with the *major image* spell, having a maximum of three active at once, as well as being able to throw its voice to any part of the room. It uses these tricks to deliver speeches to its minions while remaining unseen, usually masquerading as a cloud of floating, dancing lights, each about the size of fist. A DC 17 Intelligence (Arcana or Investigation) check confirms that this display is an illusion.

When the Xanathar is giving speeches, there are roughly a dozen guildmembers present, a

mix of bandits, thugs, and duergar. Xanathar's advisor, a drow mage named Nar'l Xibrindas, also arrives for the speeches, accompanied by his grell bodyguard. If Xanathar is not present, Nar'l and his grell are here alone, pretending to clean up. In reality, Nar'l is looking for a way to disrupt the magic in this room, in hopes that he can suddenly reveal Xanathar's true appearance in the middle of a speech.

A secret trapdoor in the north end of the room can be discovered by any character with a Passive Wisdom (Perception) of 15 or higher, or who makes a DC 15 Wisdom (Perception) or Intelligence (Investigation) check. Nar'l is also aware of the trapdoor. It leads down to area XG26.

XG16: CURVED TUNNEL

This long passageway is lined with pillars along the walls, on each of which is a large, open eye. Those passing through here feel strongly as though they are being watched, and indeed, anyone with a Passive Wisdom (Perception) of 14 or higher notices a translucent eyestalk hanging down over the door to area XG15 (see XG13). A character made aware of the eyestalk can avoid its view by ducking behind pillars and moving only when it looks away from them. This does not require a check.

XG17: SECRET SANCTUM ENTRANCE

Part of this wall is actually a massive vertical stone disk on a track, which can be rolled to the side, into the wall. The beholder does this with its telekinetic ray, but players can do so as well. They will likely have to work together—with a combined Strength score of at least 40, they can move the stone. Getting it back into place is somewhat harder, requiring a combined Strength of at least 50. The tunnel behind slopes down and around a corner, into the sanctum.

XG18: THE XANATHAR'S SANCTUM

This chamber is dominated by a huge fishbowl in the center of it, in which a green-and-red fish the size of a betta swims in a realistic-looking coral reef, with a miniature shipwreck and a sunken treasure chest. Ott Steeltoes, a male dwarven **bandit**, stands up on a tall stepladder, and is feeding the fish kelp flakes, which it is devouring ravenously. If he sees intruders, he nearly falls off the ladder, drawing his dagger and shouting that he'll call the boss if they don't back off. In the corner west of the fishbowl is

a small marble pedestal with a smaller fishbowl, which Xanathar uses with his Telekinetic Ray to take Sylgar on walks.

A secret door in the south side of the room can be discovered with a DC 18 Perception or Investigation check. Ott also knows about the door, but is reluctant to admit it, having found it accidentally once and quickly put it out of his mind. He can be persuaded to spill the beans with a DC 18 Charisma (Persuasion, Intimidation, or Deception) check, depending on the players' approach.

XG19: SECRET BEHOLDER QUARTERS

This room is where Xanathar sleeps, and keeps the treasure it uses to pay its cronies. It likes to sleep atop its hoard. In the top-left corner is a large arch-shaped stone-and-metal construction, in the middle of which a scene is projected: a grassy hill, with a single orange tree, overlooking Waterdeep, the walls of which have the symbol of the Xanathar Guild emblazoned on them. Xanathar uses this machine to engineer its own dreams to be whatever it pleases. It is a Huge object with 70hp and immunity to slashing, piercing, and poison damage. If the device from Tykkhal and Tokkhal's shop (see Chapter 7) is attached to it and activated, the device short-circuits, and is destroyed. When the device is activated, the Xanathar immediately gets a psychic jolt, and is aware that something is wrong.

The Xanathar's hoard contains the following:

- 220 pp (4.5lbs)
- 5,642 gp (112.84lbs)
- 60,041 sp (1200.5lbs)
- 129,841 cp (2596lbs)
- 40 pearls worth 10gp each, fished up from the Sargauth
- 2 black pearls worth 500gp each, also fished from the Sargauth, and mixed into the pile
- A 6-foot square portrait of Xanathar, with eyes that glow in the dark, worth 500gp
- A dark purple bag hemmed with black thread. Embroidered on the front of it is a purple quill, the emblem of Bregan D'aerthe. This *bag of holding* belongs to Nar'l Xibrindas, and was stolen from him by Xanathar
- A harp carved of zurkhwood, with strings that seem to glisten in the light. Carved with motifs of nude elven maidens. Worth 700gp

- Twelve City Watch uniforms (Split Mail, 100gp each)
- The Alchemsmith's Handbook, a rare book worth 250gp to the right buyer (If it was taken from Lilanth—see CT2)

Though this may seem like a lot, there is almost no way the players could ever hope to carry it all out, even with the *bag of holding*. Inform them that time continues to pass while they greedily shovel treasure into their pockets, and enforce their weight limits. Furthermore, the more they steal, the more desperate Xanathar becomes to get it back, as it needs that treasure to keep its cronies loyal, and will send **assassins** after the players to try and reclaim it.

XG20: NIHILOOR'S WING

This area is controlled by Nihiloor, a mind flayer in the employ of Xanathar, who uses the space as a personal lab, and in exchange, provides Xanathar with plenty of spies in the form of intellect devourers. As such, Nihiloor can be found in any of the areas in this wing (XG20-24) but is most often tending to his intellect devourers (XG23). This hallway is guarded by six kuo-toa and a kuo-toa whip, who stand by the porticullis into area XG22. This porticullis can be opened with a DC 22 Athletics check, or with the lever in area X22.

XG21: NIHILOOR'S PANTRY

Three cold steel tables dominate this room, and rusty old gibbets are bolted into the walls. On two tables are a **commoner** named Vigo and a **bandit** named Tripp. They are both naked, unarmed, and manacled. The third table is empty, but bloody. Vigo is a Waterdhavian, and Tripp is a skulker, but the two of them just recently watched a stranger get their brain eaten out of their by an eldritch horror, so they've become fast friends, putting their differences aside and bonding over how screwed they are. If adventurers come in, Vigo is embarrassed by his nudity, while Tripp is far more concerned with getting out. They both look quite sickly, underfed, and know little of the layout of the place.

If Nihiloor is here, he is preparing to feed on one of the two prisoners.

XG22: INTERROGATION CHAMBER

This room is separated from area X20 by a porticullis, the lever for which is set into the wall near the gate. In the middle of the room, a male drow is manacled into a bloodstained chair, looking

dazed and beaten. The drow's name is Zaibon Kyszalt, and he is a bodyguard to Raelyn Auvryndar in area X6. He wants to break out and get back to her, so they can escape back to the Sargauth level and report to House Auvryndar. He is unarmed, but still wearing the chain shirt he had on when they manacled him. His shackles can be picked with a DC 15 Dexterity check with thieves' tools, or the key is on Nihiloor's belt.

If Nihiloor is here, he is telepathically invading Zaibon's mind to learn everything he can about House Auvryndar and their planned attack on Skullport.

XG23: DEVOURER POOL

This room is dominated by a 10-foot diameter, 2-foot deep pool of luminescent green brine, in which four **intellect devourers** swim. Rusty gibbets are chained to the walls, two of which still have human bodies attached to them, whose skulls are torn open. The liquid in the pool is a formula Nihiloor has been experimenting with to transform brains into intellect devourers.

If Nihiloor is here, and he most likely is, he is either tending to his pets, or hiding around the corner to ambush the players if he knows they're there. His intellect devourers inform him of danger with their Detect Sentience trait, and as such, he is never surprised. If he gets the drop on players, he leads with his Mind Blast. He aims to incapacitate the characters so he can use them for experiments, but does not hesitate to kill if he believes his life is in danger.

XG24: ILLITHID PRISON

This prison is used by Nihiloor to make use of kidnapped humanoids that are no use in the arena. There are nine cells in total, guarded by three **kuo-toa whips**. Eight of the cells are presently empty, as Nihiloor has burnt through his stock of prisoners, save for one, a City Watch captain named Cressa Galavarco, an unarmed and unarmoured **veteran** who offers to aid the players if rescued. The locks on the cages can be picked with a DC 20 Dexterity check using thieves' tools, or opened normally with the key on Nihiloor's belt.

XG25: GUILD FESTIVITIES

Raucous music can be heard from the top of the staircase leading into this room, where ten bandits are celebrating the capture of a City Watch captain (area XG24). They clap and sing along as one of them plays horrendously on an old bugle, while

two goblins dance on a table, empty chamber pots upturned on their heads. The Xanathars are drinking Wyrmwizz from an open keg. A character with a Passive Wisom (Perception) of 17 or higher notices, in the chaos, a ghostly eyestalk hanging down from the ceiling at the east end of the room (A scrying sensor, see area X13). With the state of affairs, however, it is not difficult to fool—characters pretending to be part of the festivities can make Charisma (Performance or Stealth) checks at DC 12 to avoid its notice.

XG26: SECRET TRAPDOOR TO THE AUDIENCE CHAMBER

This staircase goes up to a trapdoor in the ceiling leading to area X15. The hallway is filled with the smell of delightful spices—something delicious is cooking.

XG27: KOBOLD KITCHEN

This room is staffed by seven **kobolds** and two **gazers** (see appendix C), which work in tandem to make meals for Xanathar, arranging them finely on silver platters with excellent presentation. The gazers use their telekinetic ray to carry these platters out to Xanathar. The gazers attack intruders on sight, while the kobolds flee. The spices in the rack can be identified as valuable by anyone with proficiency in Cook's Utensils, and the thirty bottles of spices are worth 10gp each.

XG28: NO HALFWAY COOKS

A smell of burnt meat, and a thick black smoke dominate this room. A haggard halfling man is frantically trying to knead dough, simmer sauce, cook meat, and mix spices all at once. If the players do not acknowledge them, he does not notice them. If they do, he immediately looks to them with relief, and speaks. "Finally, it's been days, I thought the relief staff would never get here." Undoing his apron, he hurries off down the west corridor. "Remember to stir the sauce every five minutes!" Here against his will, he just wants to get back to Waterdeep, where he was kidnapped from, and to characters who offer to help, he introduces himself as Beba.

XG29: STAIRS AND STARES

This staircase leads up to its matching staircase C above, and a ghostly eyestalk watches it (see XG13). There is no way to sneak around this sensor—it must be foiled somehow to pass undetected.

XG30: NAR'L'S QUARTERS

This room, unlike most, is entirely unlit. A stone desk in the southwest corner is completely clear. A locked drawer in the desk can be opened with a DC 15 Thieves' Tools check, or a key which Nar'l keeps on his person. The drawer contains Nar'l's spellbook, which contains all his prepared spells plus *sending*. Nar'l's meditation stool, where he trances, stands in the southeast corner. The room is otherwise quite bare.

XG31: XANATHAR BUNKER

This room, which contains the skulls of several past Xanathars in alcoves against the walls, serves as Xanathar's "Panic Room". The old crypt has only one entrance, and a 10-foot cube of granite weighing 300 pounds beside the door can be lifted by Xanathar using its telekinetic ray to seal the door. It will often hide here if it feels its life is in danger, usually during an episode of intense paranoia, but sometimes due to a genuine threat.



CHAPTER 6: A BRIEF HISTORY OF SKULLPORT

In ancient days, long before the establishment of Waterdeep, or even the coming of Halaster, there was an empire called Netheril, which commanded magics so great as to challenge the gods themselves. They created countless enclaves throughout their massive empire, including floating cities held aloft by crystalline reliquaries of magic known as Mythallars. One such enclave, though its true name is lost to time, is referred to as the Sargauth Enclave, and was built around the subterranean Sargauth River. Using magics not unlike the great Elven Mythals (fields which allowed the rules of magic to be bent in their range), the Netherese built a massive underground city, supported by the magics of a Mythal they called The Mantle. To facilitate their creation, the Netherese magi connected the Sargauth River to the South Seacaves by creating a massive system of magical locks, allowing transport to and from the surface.

In the Sargauth Enclave, isolated from the surface world, Netherese Arcanists pushed the boundaries of magic beyond any known limits, and their experiments yielded extraordinary new discoveries. But far away, in the Empire of Netheril, another Arcanist had pushed the boundaries of magic so far as to attempt to achieve godhood. Karsus, a Netherese Arcanist working on the surface, had invented a spell to attempt to steal the power of Mystryl, the god of magic at the time. Immediately after casting the spell, the Weave, which was being held together by Mystryl, began to fray and twist, causing serious surges and fluctuations of magic, ripping the Empire of Netheril apart, in an event known as Karsus' Folly (-339 DR). In an effort to save the weave, Mystryl sacrificed herself, and as a result, all magic ceased to function. Not long after, Mystryl would be reincarnated as Mystra.

As the Sargauth Enclave was being maintained by The Mantle, the sudden influx of wild magic and dead magic zones caused massive collapses in the area, and the resultant surges wiped out almost every single creature in the Sargauth Enclave. The Mantle, which had become deeply twisted, attempted to save its people from destruction, as its original purpose entailed, and this resulted in 13 Netherese Arcanists being transformed into Flameskulls, bound to The Mantle.

When the dust settled, the many wards that the Netherese Arcanists had placed on the Sargauth Enclave to protect from encroachments

disappeared. As a result, the Melairkyn Dwarves, who had already been carving out homes in what would later become Mount Waterdeep, entered the enclave and found the ruins. At once, they began cleaning them up and turning them into a new home.

For centuries, the Melairkyn lived in the Sargauth Enclave, until in 34 DR, a swell of drow swept into their homeland, and overwhelmed the dwarves, slaying King Melair IV, the last chief of the Melairkyn. The dwarves retreated desperately until they had no land left to hold, and though their fate is unknown, they have not been heard from since 211 DR. Stories tell of a Lost Level in Undermountain, sealed by Dumathoin himself, that still shelters some vestige of the Melairkyn people.

The drow have lived in various portions of Undermountain ever since, but the arrival of Halaster Blackcloak in 168 DR, and the subsequent massacres, known as Halaster's Hunts, exterminated massive numbers of drow and duergar. An apprentice of Halaster, a necromancer named Shradin Mulophor, discovered the ruins of the Sargauth Enclave in 1148 DR and claimed them as his own. He stimulated trade with the Underdark and the surface, and over 25 years, turned Skullport into a thriving port city. By 1369, however, Shradin had gone quite mad, and during Halaster's Higharvestide, a period of Halaster's absence from Undermountain, the Skulls hunted down and seemingly destroyed the old, rambling necromancer. Supposedly, Shradin turned into a pale, red mist when he was killed, which floated down into the drains of Skullport.

With this, the Skulls ruled Skullport unchallenged for over a century, until a strange and unexplained change in their behaviour caused them to go senile and aimless in 1487 DR. This "happened" to coincide with an attack by the Xanathar Guild, in which they drove out the slavers of the Iron Ring and the drow of House Tanor'thal, who had been major players in the oligarchy of Skullport, taking power for themselves. They have held this power for five years, and as of 1492 DR, Skulkers are deeply unhappy with the tyranny that has gripped Skullport. The population has rapidly plummeted, and even slavers and illithids are often choosing to do their business elsewhere rather than chance an alliance with the capricious crime lord Xanathar.

CHAPTER 7: ADVENTURING IN SKULLPORT

Any adventure undertaken in Skullport is likely to revolve around the Xanathar Guild, as they are presently in control of the port. As such, the following quest provides a way for players to weaken the Guild's hold on Skullport, possibly even providing opportunities for the players themselves to stake claims and take territory in the Port of Shadows. You may decide that, as soon as the Thirteen Skulls are re-awakened in *The Mage of Rags*, they get to work driving out the Xanathars. Or you may decide that merely weakens them, and that the players must tug on the aid of other factions to fully topple the Guild. One way or another, this adventure, combined with the other oddities of this world, should provide you with plenty of exciting encounters in Skullport.

THE MAGE OF RAGS

This adventure, suitable for a Tier 2 party, explores the Rag Mage, an ancient myth of Skullport, which proves to have quite a bit of truth to it. Familiarize yourself with the Rag Mage's entry in appendix B for more information prior to running this adventure.

As this adventure is involved with toppling the Xanathar's reign, it will be most effective if your players distrust or dislike the Xanathars beforehand, and have an interest in combatting them

FIRST ENCOUNTER

The party encounters, either at an inn or in the streets, a pair of musicians—one singing, and one playing the bongos with a pair of half-casks strapped over his shoulders. The singer is a drow named Fitzel, and the drummer is a half-orc named Gurdy. They perform the following tune:

*Have ye met the mage of rags?
And the raggamoffyns many
who bundle, hogtie, bind, and gag
Skulkers and merchants aplenty.*

*If it's he that you must meet
find wisdom in these words
tie a bundle of stolen sheets
from graves now o'erturned
atop, a grinning skull you'll set
and a strand of maiden hair
and then, a mage's blood you'll let
upon the grim affair*

*Then whisper thrice this handsome rhyme
and kneel upon the stone
to give the rag mage a moment's time
to make his presence known.*

As the tune ends, a squad of Xanathars arrive, either coming around the corner or kicking in the door of the inn, as the case may be. If you want this squad to be within the party's abilities to fight, it is four **duergar** and a duergar **veteran** named Dothe. If you want the fight to be less manageable, replace the veteran with **Ahmaergo**, and have him blow a whistle for backup if at least one of them is killed.

"You lot!" The dwarf at the front of the pack shouts to the musicians. "You got buskers' permits?" He strikes an imposing silhouette, and four other dwarven figures follow up behind him, armed and ready. The drow looks to them, armed only with a shortsword and leathers. "Permits?" He responds. "You don't give out permits!" The lead dwarf tuts and shakes his head. "Busking without a permit, huh? That'll do it, then. Collar 'em, boys, these two are for the dungeons."

The drow looks to you, hopeful as he meets your eyes. "This is bullshit! Xanathar's afraid of the Rag Mage, that's all! He don't want people talking about it, but we know what we've saw, the Rag Mage is back!" The dwarves loom closer, two of them pulling out manacles. What will you do?

The musicians are simple **bandits**, and don't stand a chance against the Xanathars without intervention. If the players do not interfere, the musicians are taken prisoner and delivered to the dungeons (see The Dungeons in Chapter 5). If they intervene and are defeated, the players are jailed alongside the musicians, in a dirty, damp cell with only four cots, two of which are broken. Regardless of how it turns out, the musicians are willing to discuss the rhyme, and insist that it's completely true, and that the Rag Mage will reawaken the Skulls and topple the Xanathar. If the players show an interest in reawakening the Rag Mage, the musicians offer their aid. They are not great fighters, but they know their way around town, and are happy to serve as guides.

PREPARING THE RITUAL

The musicians' song bears a grain of truth: the Rag Mage is quite real, and can be summoned in

the manner described in the song. However, the Xanathars know that the Rag Mage would seek to reawaken the Skulls from their supernatural torpor, and that the Skulls would then move to try and eliminate the Xanathars in Skullport. As such, they do all that they can to prevent this ditty from spreading around.

Summoning the Rag Mage involves three elements described in the song.

First, the players must acquire rags from a grave. There is no such thing in Skullport. However, if the players ask around, it is common knowledge in Skullport that a great many people were sucked into the ground in Beggar's Rest during the Time of Troubles. It is something of a mass grave, and it is said that, if blood is spilt in Beggar's Rest, these bodies rise up and attack interlopers. Many of them still wear the clothes they were buried in. These will suffice.

Second, they will need an intact skull. Any humanoid corpse can provide this. Attempting to take one from the Monolith in Shadow Pass invokes the ire of the Skulls, who move to discourage this action by any means possible.

They do not actually need a strand of hair from a woman. This is just folklore. It doesn't spoil the ritual or anything, but if they go around asking women for a strand of hair they will definitely gain an interesting reputation from it.

Lastly, they need the blood of a mage, and this is one place where the rhyme only tells a part of the story. The mage in question must rely on arcane magic (i.e. drawing spells from the Bard, Sorcerer, Warlock, or Wizard spell lists) and must be able to cast spells of at least 3rd-level. The blood can be no more than 24 hours from the vein, or it loses potency.

If the PCs lack a character able to fulfill the last requirement, there are NPCs in Skullport able to provide. Felrax, the Harper mage in Dalagor's Fortress (CH 1) meets these criteria, and will do it for a fellow Harper, so long as they agree to owe him a favour. Tasselgryn Veddarn at the Poisoned Quill (CT 1) can do so, but is steadfast in refusing, as she fears the possibility of another powerful mage getting a hold of it. She is, however, helpful in deciphering the rhyme, and if they have not yet figured out exactly what they need, she can explain to them the requirements of the ritual. She will also recommend Olive Stillwater at Dead Man's Corner (LP 1) who tends to have stocks of exotic bloods. If they choose to visit, Olive is willing to offer a

sample that will suffice, but, in payment, wants an equal amount of blood from each party member. She will also need an hour in which to acquire said blood. The bottle she offers them has enough that they could perform the ritual three times.

SUMMONING THE MAGE OF RAGS

The ritual must be performed within Skullport, but as mentioned prior, the Xanathars deal harshly with those who speak the words of the rhyme within the city. They will need to find somewhere secluded to perform it, or engineer a diversion while they do it. With a DC 15 Wisdom (Stealth) check, the players can find a building or alley to hide out in while performing the ritual, or alternatively, they may be able to talk a contact in town into allowing the party to use their building in exchange for a favour.

If they fail the check, or otherwise perform the ritual in a less-than-safe place, Xanathars may show up partway through it. Building the effigy of the Rag Mage from the rags, blood, and skull takes a minute, and then reading out the tune three times takes another minute, meaning all-in-all, the players spend 20 rounds performing this ritual. To determine when danger arrives, roll 3d6, or simply select a number from 1-20. That will be the round in which 2d4 **thugs** show up and attempt to apprehend the players. On initiative count 20, if there are still Xanathars alive, roll any die. On an even number, another d4 **bandits** arrive to interfere. If at any point there are no allies adjacent to the effigy, a foe adjacent to it can take an action to topple it, spoiling the ritual and forcing them to start anew.

When the ritual is completed, creatures who attempted to spoil the ritual are immediately subjected to the Rag Mage's Visceral Threads ability, and must make a DC 22 Wisdom save to resist it (see appendix B) The rags gathered around the skull rise up, some of them forming into a vaguely humanoid shape, while others form into **raggamoffyns**, tiny pixie-like creatures made of rags that dance around the figure's feet (see appendix C). The skull smiles, and gazes at its summoners, asking them immediately who has dared summon the Rag Mage.

The Rag Mage's mind is quite fractured, and his tone can shift wildly throughout the conversation. He resents the Xanathars, and blames them for the current state of Skullport, but to him, this is a secondary concern. He informs the party of an imminent danger to the survival of the port. The Mantle, a magical field from the ancient times, is at risk of imploding. He needs a source of

magical energy to sustain it, or Skullport could be at risk of collapsing very soon. Before he will help, he requires an offering to the Mantle: a non-consumable magic item of at least uncommon rarity. They must put it in his mouth, and he crushes it between his teeth. Satisfied, he tells them that he has an idea of how they may go about dethroning the Xanathar Guild in Skullport.

Deep within Xanathar's lair, there is a machine that Xanathar has brought along with it, which has instilled this persistent torpor which now plagues the Skulls. If it can be disabled, the Skulls will re-awaken, and they will no doubt oppose what the Xanathars have done to Skullport. Recently, the Xanathar drove out a pair of gnome artificers on suspicion that they were conspiring against him. Though the Xanathar drives many people out of Skullport out of sheer paranoia, it is possible they really did have something to help with this, and if they do, it is likely still within their shop, which lies abandoned in the Upper Trade Lanes.

CLOCKWORK WONDERS

Tykkhal and Tokkhal's old shop (UT4) is boarded up, but the Xanathars have stopped monitoring it too closely. It was once the site of many incredible magical and mechanical innovations, but now the inside has been abandoned, and most of what's present looks like junk. A savvy craftsman who searches the place can find some equipment worth selling (see the location's entry in Chapter 5). However, a closer look, accompanied with a success on a DC 15 Intelligence (Investigation) or Wisdom (Perception) check reveals a secret compartment in an overturned chest of drawers. The secret compartment contains a scroll case, a small clockwork device shaped like a four-legged beetle, and a cylindrical metal tube with a red button on the end of it. A DC 17 Intelligence (Arcana) check or an *identify* spell cast on either object determines that this is a specialized device designed for remotely destabilizing devices of artifice.

The scroll case contains further information on the device, but it is trapped. A character who sees the case and has a Passive Wisdom (Perception) or Intelligence (Investigation) of 15 or higher, or who actively inspects the case and beats a DC of 15, recognizes the trap. Unless the lid is twisted to a specific position before opening, the act of opening the lid cracks a flask of alchemist's fire, immediately combusting the case and its contents. The creature holding the scroll case when this happens must make a DC 15 Dexterity saving

throw. On a failure, they take 2d4 fire damage, and the scrolls inside are severely damaged. On a success, they may choose to either avoid the fire damage, or pull the scrolls out to rescue them from the worst of the fire. There is not enough alchemist's fire to catch the workshop on fire in the damp, humid air of Skullport.

The scrolls inside describe the operation of the device. The beetle must be clamped onto a magical engine, and then the button on the activator (the cylindrical metal object) must be pressed while standing within one mile of the beetle, at which point, if the beetle is correctly attached, it will surge with energy, disabling whatever it's attached to. In addition to this, there are some pieces of information on a "Dream Engine". These notes, however, are in a different handwriting, and signed "TB". If the players have a contact within Skullport to ask about this, they will likely be able to learn that "TB" most likely refers to Twinbeard, an engineer who now works for the Xanathar. His shop, Twinbeard's Traps (CT7) still stands, but it is rare that he is there. See the location entry for more information on his shop.

GETTING INTO THE HIDEOUT

The location of the Xanathar's Lair is something of an open secret to those in the know. Cal'al (LH1), Bosskyn Gorr (CP7), Felrax (CH1), Twinbeard (CT7), and Tasselgryn (CT1) would all know, for example. These NPCs are willing to tell them in exchange for either coin to the tune of 100gp, or a future favour. Failing that, they can spend four hours gathering information in town. They must spend 10gp and 4 hours investigating, and then roll either a Charisma (Persuasion) or Intelligence (Investigation) check. On a roll of 20 or higher, they learn of the location, and the passphrase to enter (see below). On a 15 or higher, they get the same information, but suffer one complication. On a 10 or higher, they get the information, but suffer two complications. Complications may include:

- They do not learn the passphrase.
- The person who tells them wants a favour in return.
- They get false information that lures them into an ambush.
- The Xanathar Guild learns of their questioning.

Any lower than a 10, and they spend the four hours chasing false leads, possibly offending or drawing the ire of a faction in the process. They may try again. If they spend more time, succeed

exceptionally, have other contacts they can tug on, or just roleplay their investigation especially well, consider providing them one or more of these pieces of information:

- Xanathar's advisor, a drow named Nar'l Xibrindas, is secretly disloyal to the Xanathar. He is a spy from Bregan D'aerthe, working from within to take down the guild.
- Xanathar's chief engineer, Thorvin Twinbeard, is selling info on the Xanathar's lair and plots to Harpers on the side.
- An experimental ritual circle has been constructed in Xanathar's lair, which is used to keep sentinel over the lair. It is controlled by five psionically-altered dwarves, and the scrying sensors it creates resemble ghostly eyestalks.
- Xanathar is obsessed with its pet goldfish, Sylgar, so much so that a credible threat against Sylgar could possibly serve as leverage against Xanathar.
- Xanathar has a panic room it seals itself away in if it believes it is in danger. This room is deep within the lair—a sufficient commotion may cause it to take its goldfish and hide away, leaving its underlings to handle the problem alone.
- A mind flayer in the Guild's employ by the name of Nihiloor maintain a network of intellect devourers, living brains that can implant themselves in the skulls of unfortunate victims, and serve as telepathic spies.

Xanathar's base of operations is through a secret passage in the cellar of the Guts and Garters (LH2). The innkeeper, Quietude, is not personally a member of the Xanathar Guild, but is loyal to them for lack of a better option. He does not scrutinize those entering the cellar that closely, so long as they look the part. If he is skeptical, he will ask them "How many eyes does the Xanathar have?" The correct answer to this, which the players will likely have learned in the process of learning about the passage, is "As many as there are stars in the sky." Upon passing this simple test, he lets them into the cellar, and opens a secret door hidden behind false crates.

DISABLING THE DREAM ENGINE

The Xanathar's Lair is large and labyrinthine, and the room they seek is directly behind the beholder's inner sanctum—see the Xanathar's Lair under Locations in Skullport to run this area. If they are defeated, the Xanathar aims to either petrify or capture them. It has no use for dust, and therefore

tries not to kill them with its disintegration ray, if possible. Petrified characters are moved into XG7, with numerous other statues, while captured characters awaken in either Nihiloor's holding cells (XG24) or the holding cells for the arena (XG6).

The difficulty of this infiltration can be adjusted by moving certain NPCs around. Xanathar can be found in many of the areas of the base. For an easy infiltration, have Xanathar be invisible in the arena (XG5), watching a fight between some of the prisoners from area XG6—the fight will also draw many guildmembers from other areas of the base away, leaving few people standing guard. For an especially hard infiltration, have Xanathar be in its sanctum (XG18) admiring its pet fish, Sylgar, while Ott Steeltoes feeds it. For something in between, the Xanathar can be in its audience chamber (XG15) giving a speech to some of its underlings by way of a psychedelic display. If caused to fear for its life, the Xanathar retreats to its panic room (XG31).

Ahmaergo can also be either put somewhere in the base, or he can be out collecting taxes when the players arrive. Thorvin Twinbeard (XG12) and Nar'l Xibrindas (XG15) can serve as allies within the base, assuming the players make a good impression on them. Both would like to see the Xanathar's operations ruined, and can provide valuable intel on the layout and goings-on of the base.

One way or another, when the players destroy the Dream Engine, Xanathar immediately receives a psychic jolt that causes it to realize something is wrong. If this happens while the players are still in the base, the Xanathar comes hunting after them—time to escape! If they use the device from Clockwork Wonders to remotely disable it while outside the base, they are much safer for it. One way or another, the Skulls immediately become lucid again, and are none too happy about the state of affairs. Xanathar's tax collectors all immediately come under fire, and those who cannot flee into the base are killed. The Xanathars are forced to go to ground. Unable to collect taxes to pay underlings, the Guild quickly realizes that Skullport is becoming little more than a sinkhole of coin, and make plans to pull out within the tenday. Xanathar does not take defeat lightly, however, and intends to strike back with a vengeance as soon as the opportunity arises.

APPENDIX A: EVENTS IN SKULLPORT

Skullport is full of surprises. To that end, here are some weird events that might spur your players to action, turn into a plotoook, or just add some flavour and savour to your Port of Shadows. Use them as you see fit.

- A male human named Skorne arrives badly wounded to one of the local taverns, with a massive set of claw marks across his chest, and complaining of awful pains in his chest. He was attacked in Undermountain by a “Giant frog monster, red and slimy, on two legs, with six-inch claws”, and barely escaped with his life. A DC 18 Intelligence (Arcana) check gleans from his description that the creature he encountered was a **red slaad**, and not only that, but he is likely harbouring a **slaad tadpole** inside him, which may hatch soon. If he is allowed to live and not cured within 24 hours, the tadpole erupts from his chest and tries to escape into the sewers where it can grow into a **blue slaad**.
- A **medusa** drags three slaves through the market, all in chains, toward her shop (UH2). Her name is Morganis Andropoea, and she intends to dress and make them up before turning them into statues to sell.
- A body is found in Skull Square (LT7), with long lacerations all over its body, resting on its knees in a pose that looks like a slumped marionette, hands above its head and stiff as if being held aloft by strings wrapped around its arms. Locals believe this to be the work of the Rag Mage, and no one is willing to touch the body for fear they may be next.
- A flash of brilliant blue light and a booming sound emanate from Lilanth’s Librams (CT2). If anyone goes up to investigate, Lilanth denies it. If pressed, she insists the Skulls were messing with her. In reality, she was trying to learn to cast *find familiar* to bond with Gemma, one of her cats. However, she does not realize yet that she is naturally inclined toward wild magic.
- Characters high up in the Upper Heart, with a Passive Wisdom (Perception) of 18 or higher, may notice a large shadowy figure moving along the ceiling, into the Tanor’tal Refuge (UH5), the light of which dimly illuminates the figure. If they have 120’ of Darkvision, they may be able to make out its shape, and the fact that it’s carrying a webbed-up victim. This is the **dridr** who feeds the spiders in the Tanor’tal Refuge
- A skulker is passed out in the streets, and an elderly human woman named Mia is tending to them, trying to get them to wake up. She insists she just wants to look out for their health. A character with proficiency in Medicine can tell that the skulker is heavily intoxicated with drugs. Mia welcomes any help with tending to them, but a DC 20 Wisdom (Insight) check made against her suggests that her intentions may not be entirely pure. She is a **vampire** in disguise, and wants to take the skulker back to the Pointed Pipe (LH8) to feed on them. Missing out on a meal, however, is not as important to her as keeping up her ruse, and as such, she does nothing suspicious while the characters are present.
- Characters with a Passive Wisdom (Perception) of 16 or higher notice they’re being tailed by a **drow**, who tries to escape if he realizes he’s been spotted. His name is Zevir, and he is loyal to House Auvryndar. He has been watching the characters to see if they may be of use to House Auvryndar, or if they’re a problem that needs to be dealt with. He does not dispense with this information readily, however, and is loyal to his priestess to the death. Only a very severe threat, very convincing lie, or very good deal, will break him, accompanied with an appropriate Charisma check at DM discretion.
- A female half-elf **veteran** approaches a character carrying a sword, and introduces herself as Ser Elanor Swordspoint, blademaster extraordinaire, before challenging that character to a duel. If they refuse, she calls them a coward and continues to badger them for a duel, or picks on someone else in the party, if there is someone. The duel she desires is nonlethal, and if she wins, she only knocks the character unconscious.
- Two **bandits** push a wheelbarrow full of refuse up to someone’s door and dump it on the doorstep. If pressed, they inform the characters that they are the Street Scrapers (See their entry in Chapter 3), and this poor lout didn’t pay his tax for their services, and this is what that gets you. Folks don’t take kindly to anyone harming the Street Scrapers, and if the characters make any violent actions, other skulkers may join the fray
- The Promenade of the Dark Maiden has had several reports of people spotting Qilue Vela-

dorn, their previous leader, around the Pit of Ghaunadaur. This particularly troubles their second-in-command, Elkantar, who was once Qilue's lover. He wants to get to the bottom of it, desperately. Unfortunately for him, it is the work of an **adult oblex** (see appendix C) who once had contact with Qilue, and is using her memory to try and make contact with more members of the Chosen, to impersonate them later. It is hiding out in the Pit, and using a tiny crack in the stonework to extend its sulfurous threads into the Promenade. This oblex has the Spider Climb ability in addition to its other traits.

- Strange dreams begin to plague the minds of folks in Skullport, urging them to go into the sewers, showing them visions of their greatest desire down there somewhere. Those who go down never return. These visions are the work of the Skum Lord, an **aboleth** who lives in the sewers below Skullport, and is gathering thralls to try and overthrow the Xanathar Guild. See appendix B for more information on the Skum Lord.
- Six skulkers (two **thugs**, four **bandits**, all using light crossbows and keeping their distance) are fighting with an **ochre jelly** in the street, keeping their distance and wearing it down slowly. After the fact, the characters can talk with the skulkers, who are reluctant to discuss the matter or speculate on where the ooze may have come from. A DC 15 Charisma (Persuasion) check gets them to open up, and creatures who were helpful in dispatching the ooze have advantage on this check. One of them confides that there's been an uptick in creatures like this, and they believe it might be the work of the Violet Iris, a secretive cult of Ghaunadaur. This rumour is accurate—Goratrix Vynn has been attempting more and more complex rituals to make contact with her dread god, and more than a few of her acolytes have been turned to oozes as a result. These oozes are, understandably, not the most co-operative, and occasionally get out. See Chapter 3 for more on the Violet Iris.

APPENDIX B: ROGUES' GALLERY

AHMAERGO (LE)

Ahmaergo is Xanathar's Majordomo, one of few members of the Guild who knows of Xanathar's true form. A stern, tough-talking dwarf with an arm for axe-swinging to match his stomach for drink-swigging, Ahmaergo often seems calm and even-tempered, and is an expert in veiling his threats under a pretense of civility. When people in Skullport are negligent in paying their "taxes" for too long, they can expect a visit from Ahmaergo, who will be all-too-happy to help them agree on a new payment plan.

Mechanically, Ahmaergo is a dwarf **champion** with the following traits:

- He has the Dwarven Resilience trait
- He has +5 to Deception.
- He wields a Greataxe which deals 12 (d12+5) slashing damage instead of a Greatsword, and a Heavy Crossbow which deals 8 (d10+2) piercing damage instead of a shortbow. He can take the Multiattack action with either.
- **You Die When I Tell You To (3/day)**: When an ally of Ahmaergo within 30ft of him is reduced to 0hp, he can immediately use his reaction to grant them d12 hitpoints, preventing them from falling.

AZROK (LN)

The warchief of the Legion, Azrok's military acumen and influence as a speaker are undeniable. His power to inspire his people through the worst of hardships makes him a beacon of morale, and a rallying point for all who would hear his words. Though he chases glory in the manner befitting a hobgoblin, he also holds himself to a strong code of ethics by which he engages in his conquest. Though he subdues and lays low those who oppose him, he holds in contempt those who would pillage without concern or act as beasts. He does not engage in needless cruelty or humiliation, and treats his foes on the battlefield with honour and respect. In many ways, he is the pivotal unit preventing the Legion of Azrok from simply being a careless, conquering horde.

His father, Telgen, long told him stories of a hidden place in Undermountain known as the Citadel of the Bloody Hand, a promised land where the Legion could eat, drink, and fight to their heart's content. This dream burns hot within Azrok, and he

will do anything to get there.

Azrok bears a secret that he keeps from those outside of his innermost circle: he was born blind. For all his life, he has depended on a *dagger of blindsight* (rare weapon, attunement, provides 60' blindsight) to get by and achieve all that he has.

Mechanically, Azrok is a **hobgoblin warlord**, and when he has his dagger, he has blindsight 60' (blind beyond this range). Without it, he is blinded.

AZROKKOG (LE)

Son of Azrok and Lurkana, Azrokkog chafes at his father's codes of conduct, and desires power above all else. He believes that the Legion of Azrok is doomed, and wishes to chase glory in his own way. Influenced by several close companions who have been taken by the Xanathar's intellect devourers, Azrokkog has recently deserted the Legion, taking his father's precious *dagger of blindsight* and a substantial portion of their fighting force with him, and turned coat to the Xanathars in the hope that they will provide him the glory he seeks. Unfortunately, they have no such plans of doing so—once the Legion is defeated, Xanathar intends to implant an intellect devourer in Azrokkog's skull and use him as a pawn to hold off House Auvryndar.

Mechanically, Azrokkog is a **hobgoblin captain**.

ELKANTAR ILUIM (CN)

Elkantar was the consort of Qilue Veladorn, the previous head of the Chosen of Eilistraee. When Qilue died, Elkantar fell into a heavy bout of depression from which he has not yet recovered. He no longer performs, and takes no great pleasure in life anymore. He does not participate in dances to the goddess, and his faith has been on the wane. In the words of Iljrene, the Song has gone quiet within him. He gets by, day-to-day, and focuses on the security of the Promenade to distract himself from his guilt over not being there to save Qilue. He wields one of the twelve Singing Swords gifted to the Chosen—a heavy greatsword which he swings with impressive finesse.

GORATRIX VYNN (CE)

The current head of the Violet Iris, Goratrix Vynn is obsessed with the worship of Ghaundaur, and has been among their ranks for centuries. Ten years ago, she was part of an attack on the

Promenade of the Dark Maiden that ultimately lead to the death of their leader, Qilue Veladorn. In the process, her superior was killed under mysterious circumstances, and Goratrix has since risen to power in the organization, and continues to plot against the Protectors of the Song. She hopes to one day retake the Pit of Ghaunadaur, and use it to draw forth an army with which to launch a full-scale attack on Waterdeep, the full force of her dark god behind her.

Mechanically, Goratrix is a **drow mage** with the following changes:

- Replace Summon Demon with **Summon Aberation**. She can summon a **gibbering moulder**, or attempt to summon an **otyugh** with a 50 percent chance of success. If she has contracted a new disease since she last used this ability, the chance of success increases to 100 percent. In either case, the summoned creature appears within 60 feet of her, acts as her ally, and remains for 10 minutes, until she dies, or until she dismisses it as an action.
- **Action: Deform (Recharges after a short or long rest):** Goratrix makes a melee spell attack against one creature within 5 feet. On a hit, the creature suffers one of the following deformities:

- One movement speed they have is reduced to 10 feet.
- They lose the use of one of their arms.
- Their Strength is reduced by 2d3.
- They are blinded or deafened.

At the end of each of their turns, they can make a Constitution saving throw against Goratrix's spell save DC. On a success, the deformity ends. If they fail three times, they make no further saves, and the deformity lasts for 24 hours.

ILJRENE AHBRUYN (CG)

Qilue's second-in-command, and now leader of the Promenade, Iljrene is often mistaken for a soft, weak, naive girl. Those who make that mistake only do so once. She is gleeful, enthusiastic, kind, gentle, and lethal with a courtblade. Her divine magic, though not as powerful as that of Qilue, is also a force to be reckoned with. However, she feels immensely inadequate as a leader. Others naturally compare her to Qilue, a comparison to which she cannot live up.

ELKANTAR ILUIM

Medium humanoid (elf), chaotic good

Armor Class 21 (+2 Mithral Full Plate, Ring of Protection)

Hit Points 209 (22d10 + 88)

Speed 30 ft.

| STR | DEX | CON | INT | WIS | CHA |
|---------|---------|---------|---------|---------|---------|
| 20 (+5) | 12 (+1) | 18 (+4) | 12 (+1) | 15 (+2) | 14 (+2) |

Saving Throws Str +10, Con +9, Wis +6

Skills Athletics +13, Intimidation +6, Perception +6, Performance +6, Insight +6

Senses darkvision 60 ft., passive Perception 16

Languages Common, Elvish, Undercommon, Celestial
Challenge 11 (7200 XP)

Special Equipment. Elkantar wields a singing sword (greatsword), and wears +2 mithral full plate and a ring of protection.

Battle Command. As a bonus action, Elkantar targets one ally he can see within 30ft of him. If the target can see or hear Elkantar, they may immediately use their reaction to make one melee attack, or take the Dodge or Hide action.

Battle Song. Elkantar can use a bonus action to activate his singing sword. While it is singing, all allies within 60 feet of him who can hear the song add 1d4 to attack and damage rolls.

Fey Ancestry. Elkantar has advantage on saving throws against being charmed, and magic cannot put him to sleep.

Innate Spellcasting. Elkantar Iluim's spellcasting ability is Charisma (spell save DC 14). Elkantar Iluim can innately cast the following spells, requiring no material components:

At will: *dancing lights*

1/day each: *darkness, faerie fire, levitate (self only)*

ACTIONS

Multiattack. Elkantar makes three attacks, which can be with either his Singing Sword or his Javelins.

Singing Sword. *Melee Weapon Attack:* +10 to hit, reach 5 ft., one target. *Hit:* 15 (2d8+6) slashing damage.

Javelin. *Melee or Ranged Weapon Attack:* +9 to hit, reach 5 ft., or range 30/120 ft., one target. *Hit:* 8 (1d6+5) piercing damage.

ILJRENE AHBRUYN

Medium humanoid (elf), chaotic good

Armor Class 22 (+3 studded leather)

Hit Points 161 (19d8 + 76)

Speed 45 ft.

| STR | DEX | CON | INT | WIS | CHA |
|---------|---------|---------|---------|---------|---------|
| 13 (+1) | 24 (+7) | 18 (+4) | 14 (+2) | 16 (+3) | 20 (+5) |

Saving Throws Dex +12, Wis +8, Cha +10

Skills Acrobatics +12, Athletics +6, Intimidation +10, Perception +8, Performance +15, Persuasion +10, Religion +12, Stealth +12

Senses passive Perception 18

Languages Abyssal, Celestial, Common, Elvish, Undercommon

Challenge 15 (13000 XP)

Special Equipment. Iljrene wields a singing sword (courtblade) and wears +3 studded leather, both of which she often stores inside her ring of readiness.

Battle Song. Iljrene can use a bonus action to activate her singing sword. While it is singing, all allies within 60 feet of her who can hear the song add 1d4 to attack and damage rolls.

Sunlight Sensitivity. While in sunlight, Iljrene has disadvantage on attack rolls and Wisdom (Perception) checks relying on sight.

Fey Ancestry. Iljrene has advantage on saving throws against being charmed, and magic cannot put her to sleep.

Innate Spellcasting. Iljrene Ahbruyn's spellcasting ability is Charisma (spell save DC 18). Iljrene Ahbruyn can innately cast the following spells, requiring no material components:

At will: *dancing lights*

1/day each: *levitate (self only)*, *darkness*, *faerie fire*

Spellcasting. Iljrene Ahbruyn is a 18th-level spellcaster. Its spellcasting ability is Charisma (spell save DC 18, +10 to hit with spell attacks). Iljrene Ahbruyn has the following paladin spells prepared:

Cantrips (at will):

1st level (4 slots): *bless*, *divine favour*, *protection from evil and good*, *shield of faith*

2nd level (3 slots): *aid*, *lesser restoration*, *zone of truth*

3rd level (3 slots): *aura of vitality*, *crusader's mantle*, *dispel magic*

4th level (3 slots): *aura of life*, *death ward*

5th level (2 slots): *destructive wave*

ACTIONS

Multiattack. Iljrene makes three attacks with either her singing sword or her shortbow. Alternatively, if it is available, she uses *Enthralling Dance*, then makes one weapon attack.

Singing Sword. *Melee Weapon Attack:* +13 to hit, reach 5 ft., one target. *Hit:* 13 (1d12+7) slashing damage plus 10 (3d6) radiant damage.

Shortbow. *Ranged Weapon Attack:* +12 to hit, range 60/240 ft., one target. *Hit:* 10 (1d6+7) piercing damage.

Enthralling Dance (Recharge 6). Iljrene makes a quick series of lilting flourishes in a precise dance that disorients and distracts her foes. Enemy creatures within 30 feet who can see her must make a DC 16 Wisdom saving throw, or be stunned until the beginning of her next turn. A creature immune to the charmed condition is unaffected.

REACTIONS

Parry. Iljrene Ahbruyn adds 5 to her AC against one melee attack that would hit her. To do so, Iljrene Ahbruyn must see the attacker and be wielding a melee weapon.

JARLAXLE BAENRE

Medium humanoid (elf), chaotic neutral

Armor Class 24 (+3 leather armour, Suave Defense)

Hit Points 123 (19d8 + 38)

Speed 30 ft.

| STR | DEX | CON | INT | WIS | CHA |
|---------|---------|---------|---------|---------|---------|
| 12 (+1) | 22 (+6) | 14 (+2) | 20 (+5) | 16 (+3) | 19 (+4) |

Saving Throws Dex +5, Wis +5

Skills Acrobatics +11, Athletics +6, Deception +14, Perception +8, Sleight of Hand +11, Stealth +16

Senses darkvision 120 ft., passive Perception 18

Languages Abyssal, Common, Draconic, Dwarvish, Elvish, Undercommon

Challenge 15 (13000 XP)

Special Equipment. Jarlaxle wears +3 leather armour, a hat of disguise, a bracer of flying daggers, a cloak of invisibility, a knave's eye patch, and a ring of truth-telling. He wields Ladykiller (+3 rapier) and carries a portable hole and a wand of web.

Evasion. If Jarlaxle is subjected to an effect that allows him to make a Dexterity saving throw to only take half damage, Jarlaxle instead takes no damage on a success, and half damage on a failure. He can't use this trait if he's incapacitated.

Fey Ancestry. Jarlaxle has advantage on saving throws against being charmed, and magic can't put him to sleep.

Legendary Resistance (1/Day). If Jarlaxle fails a saving throw, he can choose to succeed instead.

Master Attuner. Jarlaxle can attune to up to five magic items, and he can attune to magic items that would normally require attunement by a sorcerer, warlock, or wizard.

Sneak Attack (1/Turn). Jarlaxle deals an extra 24 (7d6) damage when he hits a target with a weapon attack and has advantage on the attack roll, or when the target is within 5 feet of an ally of Jarlaxle's that isn't incapacitated.

Jarlaxle can never use this ability on an attack with which he has disadvantage.

Suave Defense. While Jarlaxle is wearing light or no armour and wielding no shield, his AC includes his Charisma modifier.

Sunlight Sensitivity. When not wearing his knave's eye patch, Jarlaxle has disadvantage on attack rolls, as well as on Wisdom (Perception) checks that rely on sight.

Innate Spellcasting. *Jarlaxle Baenre's spellcasting ability is Charisma (spell save DC 17). *Jarlaxle Baenre can innately cast the following spells, requiring no material components:

At will: *dancing lights*

1/day each: *darkness, faerie fire, levitate (self only)*

ACTIONS

Multiattack. Jarlaxle makes three attacks with Ladykiller or two attacks with daggers created by his bracer of flying daggers.

Ladykiller. *Melee Weapon Attack:* +14 to hit, reach 5 ft., one target. *Hit:* 13 (1d8+9) piercing damage.

Flying Dagger. *Ranged Weapon Attack:* +11 to hit, range 20/60 ft., one target. *Hit:* 8 (1d4+6) piercing damage.

REACTIONS

Parry. Jarlaxle adds 5 to its ac against one melee attack that would hit him. To do so, Jarlaxle must see the attacker and be wielding a melee weapon.

LEGENDARY ACTIONS

Jarlaxle Baenre can take 3 legendary actions, choosing from the options below. Only one legendary action can be used at a time and only at the end of another creature's turn. Jarlaxle Baenre regains spent legendary actions at the start of its turn.

Quick Step. Jarlaxle moves up to his movement speed without provoking attacks of opportunity.

Attack (Costs 2 Actions). Jarlaxle makes one attack with Ladykiller or a Flying Dagger

JARLAXLE BAENRE (CN)

Regarded by some as the finest pirate ever to board a ship, this swashbuckling, fast-talking, nonconforming drow iconoclast brooks insolence from no one and weaves political schemes that would leave Elminster scratching his head. He has come to Waterdeep to further these schemes, commanding a fleet of three ships known as the Heartbreaker, the Hellraiser, and the Eyecatcher. Seeking to legitimize Luskan as a member of the Lord's Alliance, Jarlaxle has also taken a secondary interest in restoring Skullport to its former glory. After all, having his finger on the pulse of a port that specializes in illicit goods couldn't hurt, right? On top of this, he loves nothing more than embarrassing drow matriarchs. And with the presence of House Auvryndar nearby, how could he resist?

LURKANA (LN)

A prodigious mage, shrewd tactician, and the advisor behind the Legion of Azrok's historical glory, Lurkana enjoys a comfortable seat of power without all the work of being a figurehead. Rarely does Azrok make a major decision before getting Lurkana's take on the matter. Lurkana studied under the Devastator school, but found it irritatingly simplistic, and yearns for a deeper understanding of magic as an art form outside of simply blowing things up. As such, despite the current state of the Legion, Lurkana has a strong urge to march on Skullport and take it from the Xanathars. She is not impetuous, though, and gladly bides her time, watching the balance of power, ever-mindful for the smallest dips in Xanathar's hold on the port.

Mechanically, Lurkana is a **hobgoblin devastator**

QUILLA VARNAED (CE)

The sadistic high priestess of the Muses of Misery, Quilla Varnaed is a tiefling with a penchant for causing undue misery in the name of her cruel goddess. Mechanically, she uses the stats of a **drow priestess of lolth**, with the following changes:

- In her Innate Spellcasting ability, remove *levitate*, replace *dancing lights* with *thaumaturgy*, and replace *faerie fire* with *hellish rebuke*.
- In her Summon Demon ability, replace the Yochlol with a Chain Devil. If Quilla engages in an act of extraordinarily sadistic worship, her goddess is more receptive to her call, and the chance of success increases to 100%, instead of



30%. This increase lasts for 24 hours.

THE RAG MAGE (NE)

A mysterious boogeyman in Skullport, the Rag Mage is thought to be in some way connected to the Thirteen Skulls. Some even theorize that he may be a mysterious fourteenth. Whatever the nature of his existence, Skulkers are always mindful whenever bits of cloth or trash suddenly float up and seem to dance in an invisible wind. Many believe this to be the work of his fearsome **raggamoffyns**. These creatures are creations of the Rag Mage, composed from litter, refuse, and rubbish tossed in the streets of Skullport. They can be as small as a kitten or as large as a person, and are exceptionally dangerous tricksters, who love to smother and take control of those who don't show the proper respect.

The Rag Mage's first and foremost concern is with the preservation of Skullport, and the Mantle which supports it. All else is secondary, and no life is precious to him that does not further this.

Mechanically, the Rag Mage is a **lich** with the following changes:

RAGGAMOFFYN

Small construct, unaligned

Armor Class 17 (natural armour)

Hit Points 27 (6d6 + 6)

Speed 30 ft., fly 30 ft. (hover)

| STR | DEX | CON | INT | WIS | CHA |
|---------|---------|---------|---------|---------|--------|
| 10 (+0) | 16 (+3) | 12 (+1) | 12 (+1) | 14 (+2) | 7 (-2) |

Saving Throws Dex +5

Skills Stealth +7, Acrobatics +5

Senses passive Perception 12

Languages Understands Undercommon but cannot speak

Challenge 1 (200 XP)

Damage Transfer. While attached to a target, the raggamoffyn takes only half the damage dealt to it, and the creature takes the other half.

ACTIONS

Multiattack. The raggamoffyn makes a Smother attack, and uses its Control if it can.

Smother. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one creature. *Hit:* 7 (1d8+3) bludgeoning damage and the raggamoffyn attaches to the creature's head. While attached in this way, the creature is blinded (escape DC 13).

Control. A creature under the effects of the raggamoffyn's Smother must make a DC 12 Wisdom saving throw or become possessed by the raggamoffyn. While possessed in this way, the raggamoffyn controls the creature's body, but cannot use any of its class features. If the raggamoffyn is pulled off or killed, the possession ends.

LESSER RAGGAMOFFYN (TATTERDEMANIMAL)

Tiny construct, unaligned

Armor Class 16 (natural armour)

Hit Points 10 (4d4)

Speed 30 ft., fly 30 ft. (hover)

| STR | DEX | CON | INT | WIS | CHA |
|--------|---------|---------|--------|---------|--------|
| 6 (-2) | 14 (+2) | 12 (+1) | 5 (-3) | 12 (+1) | 7 (-2) |

Saving Throws Dex +4

Skills Acrobatics +4, Stealth +6

Senses passive Perception 11

Languages Understands Undercommon but cannot speak

Challenge 1/2 (100 XP)

Damage Transfer. While attached to a target, the raggamoffyn takes only half the damage dealt to it, and the creature takes the other half.

ACTIONS

Smother. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one creature. *Hit:* 4 (1d4+2) bludgeoning damage and the raggamoffyn attaches to the creature's head. While attached in this way, the creature is blinded (escape DC 12).

Control. A creature under the effects of the raggamoffyn's Smother must make a DC 11 Wisdom saving throw or become possessed by the raggamoffyn. While possessed in this way, the raggamoffyn controls the creature's body, but cannot use any of its class features. If the raggamoffyn is pulled off or killed, the possession ends.

GREATER RAGGAMOFFYN (SHRAPNYL)

Medium construct, unaligned

Armor Class 18 (natural armour)

Hit Points 44 (8d8 + 8)

Speed 30 ft., fly 30 ft. (hover)

| STR | DEX | CON | INT | WIS | CHA |
|---------|---------|---------|---------|---------|--------|
| 10 (+0) | 18 (+4) | 12 (+1) | 12 (+1) | 16 (+3) | 7 (-2) |

Saving Throws Dex +5

Skills Acrobatics +6, Stealth +8

Senses passive Perception 13

Languages Understands Undercommon but cannot speak

Challenge 2 (450 XP)

Damage Transfer. While attached to a target, the raggamoffyn takes only half the damage dealt to it, and the creature takes the other half.

ACTIONS

Multiattack. The raggamoffyn uses any combination of two of its actions, but cannot take the same action twice in one turn.

Glitterdust (Recharge 6). Creatures of the raggamoffyn's choice within 20 feet of it must make a DC 14 Dexterity saving throw or take 10 (4d4) damage and be blinded until the end of the raggamoffyn's next turn as tiny shards of glass dust from the trash that makes up the creature's body erupt out from it. A creature that passes the saving throw takes half damage and is not blinded.

Smother. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one creature. *Hit:* 13 (2d8+4) bludgeoning damage. If the target is Large or smaller, the raggamoffyn attaches to the creature's head. While attached in this way, the creature is blinded (escape DC 14).

Control. A creature under the effects of the raggamoffyn's Smother must make a DC 13 Wisdom saving throw or become possessed by the raggamoffyn. While possessed in this way, the raggamoffyn controls the creature's body, but cannot use any of its class features. If the raggamoffyn is pulled off or killed, the possession ends.

- His Intelligence is 24 (+7), his save DC is 22, and he has +14 to hit with spell attacks.
- He has *Rag Mage's Sweeper* prepared instead of *Melf's acid arrow* (see appendix E).
- **Action: Visceral Threads (Recharge 5-6):** The Rag Mage chooses any number of foes within 30 feet of him. They must all immediately make a DC 22 Wisdom saving throw, becoming paralyzed for 1 minute and taking 55 (10d10) slashing damage on a failed saving throw, or half on a success, as countless bleeding wounds appear across their body. On a success, the creature takes half damage and is not paralyzed. A creature reduced to 0 by this effect makes death saving throws with disadvantage. While paralyzed by this effect, the creature appears to hang by threads, like a morbid marionette, and at the end of each of their turns, they may choose to attempt the saving throw again, ending the effect on a success, or taking 11 (2d10) slashing damage on a failure.
- **Action: Rag Plague:** The Rag Mage summons raggamoffyns to his aid, which break off from his body and gather any nearby trash into their form. He may summon up to 16 raggamoffyns in total, but lesser raggamoffyns count as one, common raggamoffyns count as two, and greater raggamoffyns count as four. He then takes force damage equal to the effective number of raggamoffyns he summoned.
- **Legendary Action: Reconstruct:** If the Rag Mage has access to any sort of nearby rubbish, he can draw it into his body, repairing damage. He instantly regains 30hp.

THE SKUM LORD (LE)

Ancient and inscrutable, the Skum Lord exerts considerable control over Skullport, though few know of its presence. It lives in the sewer system under Skullport and acts through thralls, which it lures down with telepathic dreams, and enslaves to its cause. Recently, its interests have been in converting the Xanathar Guild's footsoldiers into thralls, and dismantling the Guild from within, as it knows there's only so long before the beholder's paranoia drives it to turn its many eyes toward the danger lurking below. The Skum Lord can sense the presence of Nihiloor, Xanathar's mind flayer underling, and knows of the intellect devourer operations, which it considers particularly egregious. It wants Nihiloor dead, and would even consider making a deal with adventurers to achieve this. The Skum Lord holds up its end of any

bargains made as such. It wants the Xanathar Guild out of Skullport, after which it wants the population of Skullport to grow so that it can gain a greater horde of thralls.

Mechanically, the Skum Lord is an **aboleth**, with the ability to cast the Dream spell once a day to create enticing visions in a creature's mind. The save DC for this spell is 14.

SUNDETH (CE)

Sundeth is the Xanathar's military commander on Skull Island. A stunted half-ogre, Sundeth has a serious inferiority complex and a temper to match it. He wears a suit of full-plate made of black dragon scales from a young dragon he killed in the Sargauth Caves years ago. The horns of this dragon protrude from his helmet, which he had enchanted into a dread helm (see appendix G). Though he has never in his life been a good person, the Tower of Seven Woes has amplified his absolute worst traits. He delights in the suffering of others, and will frequently keep prisoners in the tower simply for the sake of torturing them. One such prisoner is an elf named Diarmuth, whom he has kept chained up and barely alive for nearly five years.

Sundeth has a reputation for being a heavy sleeper, and will routinely give his units sets of long and complex orders to keep them busy while he naps. If he returns to find them not following his orders, he will frequently make an example of one or more of them. As a result, his heavy sleeping does not trouble his authority. This, and his cruelty, are effects of his weak will being affected by the Tower of Seven Woes. For more on this effect, see the tower's entry (SI8).

Mechanically, Sundeth is a half-ogre **champion** with the following traits:

- His greatsword deals 15 (3d6+5) damage, and instead of a shortbow, he carries javelins which deal 12 (2d6+5) damage.
- He has advantage on Strength (Athletics) checks made to avoid falling off a mount.
- **Relentless Cruelty:** When riding his wyvern, Sundeth can use a bonus action to harshly spur the beast, dealing d4+5 damage to it. Until the end of the wyvern's next turn, it has advantage on all attack rolls, and its speed is increased by 20ft.
- He is always treated as being Haunted by the Tower of Seven Woes (see appendix F).

THE UMAIN TWINS (CG)

Duthra and Furia Umain are a pair of fraternal drow twins. Duthra is a male drow who was born female, and Furia is a female drow who was born male. The two of them abandoned their home in the Underdark together around the beginning of their second century, knowing the hostile conditions of drow society would never allow them to be themselves. They were battling slavers when Elkantar discovered them, and chose to take them under his wing. They have been his most loyal warriors ever since, and fiercely devoted to Eilistraee.

Mechanically, the two of them are **drow elite warriors**, who wear suits of *+2 studded leather armour* (their armour class is unchanged by this, as they wield two-handed weapons). They also have a Charisma of 15 (+2) and +8 to Performance. Duthra possesses the following feature:

- **Twin Tactics:** When Duthra is within 5ft of Furia, enemies have disadvantage to hit him. When he attacks a creature within 5ft of Furia, he has advantage on the attack roll.

Furia possesses the following feature:

- **Twin Tactics:** When Furia is within 5ft of Duthra, enemies have disadvantage to hit her. When she attacks a creature within 5ft of Duthra, she has advantage on the attack roll.

Both of them also possess *singing courtblades*, which grant them the following action options:

- **Singing Sword:** *Melee Weapon Attack:* +8 to hit, reach 5ft., one target. *Hit:* 12 (d12+5) piercing damage.
- **Song of Eilistraee (Recharges on a short or long rest):** As a bonus action, the wielder may activate the blade, causing it to sing. Allies within 30ft who can hear the song add +1d4 to all attack rolls and saving throws.

XANATHAR (LE)

Xanathar is the beholder crimelord of the Xanathar Guild, which keeps its true identity a secret to all but the most senior members of the Guild. Xanathar is tyrannically cruel, and eternally paranoid to a degree that would leave even Halaster asking it to please just maybe try deep breaths. The name “Xanathar” has referred to countless beholders over the years. Whenever one dies, a new one takes over in secret and controls the Guild for as long as they may live.

This strange monstrosity lives in an old

Netherese fortress under Skullport, where it rules from a seat of power and secrecy. It cares for nothing but wealth, power, and its goldfish, Sylgar (a **quipper** with no attacks). This goldfish is often its undoing, as Xanathar is fanatically obsessed with it, and will spend hours ogling the fish. One member of the Guild is, at all times, tasked with taking care of the fish. Unbeknownst to Xanathar, this member of the Guild, the “fishkeeper”, is also tasked with replacing Sylgar every time he dies. In this way, much like Xanathar itself, “Sylgar” has been thousands of different fish over the years.

Mechanically, Xanathar is a **beholder** that wears magic rings on three of its eyestalks. It wears a *ring of mind shielding* on its sleep ray eyestalk, a *ring of invisibility* on its fear ray eyestalk, and a *ring of resistance (force)* on its slowing ray eyestalk.

APPENDIX C: DENIZENS OF SKULLPORT

CHAMPION

Medium humanoid, any alignment

Armor Class 18 (plate)

Hit Points 143 (22d8 + 44)

Speed 30 ft.

| STR | DEX | CON | INT | WIS | CHA |
|---------|---------|---------|---------|---------|---------|
| 20 (+5) | 15 (+2) | 14 (+2) | 10 (+0) | 14 (+2) | 12 (+1) |

Saving Throws Str +9, Con +6

Skills Athletics +9, Intimidation +5, Perception +6

Senses passive Perception 16

Languages Common

Challenge 9 (5000 XP)

Indomitable (2/Day). The champion rerolls a failed saving throw.

Second Wind (Recharges After A Short Or Long Rest). As a bonus action, the champion can regain 20 hit points.

ACTIONS

Greatsword. *Melee Weapon Attack:* +9 to hit, reach 5 ft., one creature. *Hit:* 12 (2d6+5) slashing damage plus 7 (2d6) slashing damage if the champion has more than half of its total hit points remaining.

Multiattack. The Champion makes 3 attacks with its greatsword or its shortbow.

Shortbow. *Ranged Weapon Attack:* +6 to hit, range 80/320 ft., *Hit:* 5 (1d6+2) piercing damage plus 7 (2d6) piercing damage if the champion has more than half of its total hit points remaining.

HOBGOBLIN DEVASTATOR

Medium humanoid (goblinoid), lawful evil

Armor Class 13 (studded leather)

Hit Points 45 (7d8 + 14)

Speed 30 ft.

| STR | DEX | CON | INT | WIS | CHA |
|---------|---------|---------|---------|---------|---------|
| 13 (+1) | 12 (+1) | 14 (+2) | 16 (+3) | 13 (+1) | 11 (+0) |

Skills Arcana +5

Senses darkvision 60 ft. passive Perception 11

Languages Common, Goblin

Challenge 4 (1100 XP)

Arcane Advantage. Once per turn, the hobgoblin can deal an extra 7 (2d6) damage to a creature it hits with a damaging spell attack if that target is within 5 feet of an ally of the hobgoblin, and that ally is not incapacitated.

Army Arcana. When the hobgoblin casts a spell that causes damage or that forces other creatures to make a saving throw, it can choose itself and any number of allies to be immun to the damage caused by the spell, and to succeed on the required saving throw.

Spellcasting. The hobgoblin devastator is a 7th-level spellcaster. Its spellcasting ability is Intelligence (spell save DC 13, +5 to hit with spell attacks). The hobgoblin devastator has the following wizard spells prepared:

Cantrips (at will): *acid splash, fire bolt, ray of frost, shocking grasp*

1st level (4 slots): *fog cloud, magic missile, thunderwave*

2nd level (3 slots): *gust of wind, Melf's acid arrow, scorching ray*

3rd level (3 slots): *fireball, fly, lightning bolt*

4th level (1 slot): *ice storm*

ACTIONS

Quarterstaff. *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. *Hit:* 4 (1d6+1) bludgeoning damage or 5 (1d8+1) bludgeoning damage if used with both hands.

OBLEX SPAWN

Tiny ooze, lawful evil

Armor Class 13

Hit Points 18 (4d4 + 8)

Speed 30 ft.

| STR | DEX | CON | INT | WIS | CHA |
|--------|---------|---------|---------|---------|---------|
| 8 (-1) | 16 (+3) | 15 (+2) | 14 (+2) | 11 (+0) | 10 (+0) |

Saving Throws Int +4, Cha +2

Condition Immunities blinded, charmed, deafened, exhaustion, prone

Senses blindsight 60 ft. (blind beyond this radius) passive

Perception 10

Languages -

Challenge 1/4 (50 XP)

Amorphous. The oblex can move through a space as narrow as 1 inch wide without squeezing.

Aversion To Fire. If the oblex takes fire damage, it has disadvantage on attack rolls and ability checks until the end of its next turn.

ACTIONS

Pseudopod. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 5 (1d4+3) bludgeoning damage plus 2 (1d4) psychic damage

ADULT OBLEX

Medium ooze, lawful evil

Armor Class 14

Hit Points 75 (10d8 + 30)

Speed 20 ft.

| STR | DEX | CON | INT | WIS | CHA |
|--------|---------|---------|---------|---------|---------|
| 8 (-1) | 19 (+4) | 16 (+3) | 19 (+4) | 12 (+1) | 15 (+2) |

Saving Throws Int +7, Cha +5

Skills Arcana +7, Deception +5, History +7, Nature +7, Perception +4, Religion +7

Condition Immunities blinded, charmed, deafened, exhaustion, prone

Senses blindsight 60 ft. (blind beyond this radius), passive Perception 14

Languages Common plus two more languages

Challenge 5 (1800 XP)

Amorphous. The oblex can move through a space as narrow as 1 inch wide without squeezing.

Aversion To Fire. If the oblex takes fire damage, it has disadvantage on attack rolls and ability checks until the end of its next turn.

Sulfurous Impersonation. As a bonus action, the oblex can extrude a piece of itself that assumes the appearance of one medium or smaller creature whose memories it has stolen. The simulacrum appears, feels, and sounds exactly like the creature it impersonates, though it smells faintly of sulfur. The oblex can impersonate 1d4+1 different creatures, each one tethered to its body by a strand of slime that can extend up to 120 feet away. For all practical purposes, the simulacrum is the oblex, meaning that the oblex occupies its space and the simulacrum's space

simultaneously. The slimy tether is immune to damage, but is severed if there is no opening at least 1 inch wide between the oblex's main body and the simulacrum. The simulacrum disappears if the tether is severed.

Innate Spellcasting. The adult oblex's spellcasting ability is Intelligence (spell save DC 15). The adult oblex can innately cast the following spells, requiring no material components:

3/day each: *charm person* (as 5th-level spell), *colour spray*, *detect thoughts*, *hold person* (as 3rd-level spell)

ACTIONS

Multiattack. The Adult Oblex makes one pseudopod attack and uses Eat Memories.

Pseudopod. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 7 (1d6+4) bludgeoning damage plus 5 (2d4) psychic damage.

Eat Memories. The oblex targets one creature it can see within 5 feet of it. The target must succeed on a DC 15 Wisdom saving throw or take 18 (4d8) psychic damage, and become memory drained until it finishes a short or long rest, or benefits from the greater restoration or heal spell. Constructs, oozes, plants, and undead succeed on the save automatically.

While memory drained, the target must roll a d4 and subtract the number rolled from any ability check or attack roll it makes. Each time the target is memory drained beyond the first, the die size increases by one: the d4 becomes a d6, the d6 becomes a d8, and so on until the die becomes a d20, at which point, the target becomes unconscious for 1 hour. The effect then ends.

When an oblex causes a target to become memory drained, the oblex learns all the languages the target knows and gains all its proficiencies, except for saving throw proficiencies.



GAZER

Tiny aberration, neutral evil

Armor Class 13

Hit Points 13 (3d4 + 6)

Speed 0 ft., fly 30 ft. (hover)

| STR | DEX | CON | INT | WIS | CHA |
|--------|---------|---------|--------|---------|--------|
| 3 (-4) | 17 (+3) | 14 (+2) | 3 (-4) | 10 (+0) | 7 (-2) |

Saving Throws Wis +2

Skills Perception +2

Condition Immunities prone

Senses darkvision 60 ft., passive Perception 12

Languages -

Challenge 1/2 (100 XP)

Aggressive. As a bonus action, the Gazer can move up to its speed toward a hostile creature that it can see.

Mimicry. The gazer can mimic simple sounds of speech it has heard, in any language. A creature that hears the sounds can tell they are imitations with a successful DC 10 Wisdom (Insight) check.

ACTIONS

Bite. Melee Weapon Attack: +5 to hit, reach 5 ft., one target. Hit: 1 piercing damage.

Eye Rays. The gazer shoots two of the following magical eye rays at random (reroll duplicates), choosing one or two targets it can see within 60 feet of it:

1. **Dazing Ray.** The targeted creature must succeed on a DC 12 Wisdom saving throw or be charmed until the start of the gazer's next turn. While the target is charmed in this way, its speed is halved, and it has disadvantage on attack rolls.

2. **Fear Ray.** The targeted creature must succeed on a DC 12 Wisdom saving throw or be frightened until the start of the gazer's next turn.

3. **Frost Ray.** The targeted creature must succeed on a DC 12 Wisdom saving throw or be frightened until the start of the Gazer's next turn.

4. **Telekinetic Ray.** If the target is a Medium or smaller creature, it must succeed on a DC 12 Strength saving throw or be moved up to 30 feet directly away from the gazer.

If the target is an object weighing 10 pounds or less that isn't being worn or carried, the gazer moves it up to 30 feet in any direction. The gazer can also exert fine control on objects with this ray, such as manipulating a simple tool or opening a container.

APPRENTICE WIZARD

Medium humanoid, any alignment

Armor Class 10

Hit Points 9 (2d8)

Speed 30 ft.

| STR | DEX | CON | INT | WIS | CHA |
|---------|---------|---------|---------|---------|---------|
| 10 (+0) | 10 (+0) | 10 (+0) | 14 (+2) | 10 (+0) | 11 (+0) |

Skills Arcana +4, History +4

Senses passive Perception 10

Languages Common

Challenge 1/4 (50 XP)

Spellcasting. The apprentice wizard is a 0th-level spellcaster. Its spellcasting ability is Intelligence (spell save DC 12, +4 to hit with spell attacks). The apprentice wizard has the following wizard spells prepared:

Cantrips (at will): *fire bolt, mending, prestidigitation*
1st level (2 slots): *burning hands, disguise self, shield*

ACTIONS

Dagger. *Melee Weapon Attack:* +2 to hit, reach 5 ft., one target. *Hit:* 2 (1d4) piercing damage.

APPENDIX D: CHARACTER OPTIONS

BACKGROUND: SKULKER

You've lived in Skullport for years now—maybe you were born here, maybe you came here willingly, or maybe you're an escaped slave trying to eke out a life of your own under cover of darkness.

Skill Proficiencies: Stealth, Athletics

Tool Proficiencies: One of the following: Ropework Kit, Body Modification Kit, Poisoner's Kit, or Thieves' Tools, one type of gaming set.

Languages: One of your choice, usually Undercommon.

Equipment: A hooded lantern, a hooded cloak with a secret pocket, a dagger, fishing tackle, and 10gp.

FEATURE: HAVEN IN DANGEROUS STRAITS

If you can make it in Skullport, you can make it anywhere. When in an urban environment, no matter how dangerous, you can always find a reasonably safe hideout, and mediocre food, usually scavenged from the trash, for up to six people including yourself.

SUGGESTED CHARACTERISTICS

Skulkers are defined by their sense of self-preservation, a necessary trait which naturally leads to quirks and tics that can give an idea of the kind of person a skulker might be. These traits can be used to describe a skulker as a player character, or to quickly create unique and memorable NPCs in Skullport.

d8 Personality Trait

- 1 Get it done quiet, don't make a show of yourself, and don't rock the boat—that's the Skulker way.
- 2 I'm always counting entrances and exits when I come into a building.
- 3 I'm constantly expecting the Skulls to show up at any moment, even if I'm nowhere near Skullport
- 4 My sense of humour makes civilized types uncomfortable. Just the way I like it.
- 5 I never keep my things in one organized location.



d8 Personality Trait

- 6 I always keep my effects prepared for travel. Never know when you'll need to quickly move out.
- 7 I get twitchy when people outwardly talk about religion.
- 8 I maintain an appearance that helped me blend in back home. On the surface though, it just makes me look sketchy.

d6 Ideal

- 1 **Freedom.** I've seen the worst of what can happen when people's freedoms are restricted, and I won't let it happen elsewhere. (Chaotic)
- 2 **Honour.** There are horrible people in the world, and those who lack a code are doomed to become one of them. (Lawful)
- 3 **Belonging.** My homeland does not suit me, nor does it define me. But I know I will find somewhere that does. (Neutral)
- 4 **Selfishness.** You take care of yours, I take care of mine. Don't expect sympathy from me for your woes. (Evil)
- 5 **Community.** When the world is against you, what do you have but the kindness of friends and strangers? (Good)

d6 Ideal

6 **Caution.** First and foremost, I am driven by a simple principle: don't die. (Any)

d6 Bond

- 1 A good friend of mine was taken by slavers, and I haven't seen them since.
- 2 Skullport may be one big refuse heap, but it's my home and I'll defend it to the death.
- 3 I was once a slave, and still bear a mark put on me by my old owner.
- 4 Someone close to me is trying desperately to get enough money to leave Skullport and find a better life. I hope to help them.
- 5 I disappeared without a trace one night and woke up in chains. But surely, someone will come looking for me some day, right?
- 6 A kind soul put their life on the line for me and asked nothing in return. In a place of such darkness, their light inspires me.

d6 Flaw

- 1 I always look shabby, poor, and down-on-my-luck, no matter how much money I have.
- 2 I'm always expecting situations to suddenly escalate into violence, so much so that I will sometimes do it myself.
- 3 I expect everyone to take advantage of any kindness I offer.
- 4 I never stick to a plan.
- 5 Whenever someone asks me my name, I impulsively lie.
- 6 If someone's being nice to me, it's because they want something from me.

SUBCLASSES

The subclasses listed below are all associated with the environment and factions of Skullport, natural products of this strange land. Though they fit well in Skullport, they can certainly be used elsewhere.

BARD: COLLEGE OF HYMNS

Most people envision churches as quiet, solemn places of contemplation and meditation. However, not all gods consider this to be the best

environment for worship. Some more jovial gods, such as Eilistraee, Llira, and Dionysius would prefer that their churches be places of merriment and joy. As such, it is not uncommon for members of such a clergy to be bards. These bards learn to mix their own magic with the miraculous magics of the clerics they work so closely with, enabling them to extend their abilities beyond the typical reach of bardic magics. Many bards come to the Promenade of the Dark Maiden to learn these skills.

RELIGIOUS TRAINING

When you join the College of Hymns at 3rd level, you gain proficiency in Religion. If you already have this proficiency, you instead double your proficiency bonus for Religion checks. Additionally, your new spell known can be from either the Cleric or Bard list. Every odd level thereafter (5th, 7th, 9th, and so on), you may choose from the Cleric list instead of the Bard list. When replacing spells on level-up, the new spell must be from the Bard list unless the spell being replaced was originally from the Cleric list. Regardless of which list a spell is from, you treat it as a Bard spell.

HALLOWED FIELD

Also at 3rd level, you may use your musics to bless a space, imbuing it with a spark of your divine talent. As an action, target a 30' cube that you are presently standing in, and declare a number of bardic inspiration dice you are infusing into the field. When an ally in the field makes an attack roll, saving throw, ability check, or roll to regain hitpoints, you may immediately add one of the infused inspiration dice to the result. When the field is out of inspiration dice, or you leave the field, it immediately fades. While it is active, music echoes in the area.

DIVINE HARMONY

At 6th level, if you roll a saving throw against an effect that targets you and at least one other ally within 10 feet, you may immediately spend and roll a bardic inspiration die as a reaction. Allies other than yourself within 10 feet who failed the save may add the result to their total.

GREATER HALLOWING

At 14th level, allies within the area of your Hallowed Field gain +2 to AC and saving throws while it is active. Additionally, after an ally in your Song of Hallowing rolls a death saving throw, you may immediately use your reaction and spend a bardic inspiration die to allow them to ignore the

result. They then roll the inspiration die, and regain the result as hitpoints.

CLERIC: ABOMINATION

DOMAIN

Clerics of Abominations, sometimes called Amorphites, typically worship gods such as Juiblex and Ghaunadaur, who specialize in the perversion of life. They consider oozes to be sacred, and the purest form of life, as they are formless and shapeless in nature. The clerics of the Violet Iris tend to be of this domain.

ABOMINATION DOMAIN SPELLS

| Cleric Level | Spells |
|--------------|---|
| 1st | <i>ray of sickness, inflict wounds</i> |
| 2nd | <i>alter self, Melf's acid arrow</i> |
| 3rd | <i>gaseous form, stinking cloud</i> |
| 4th | <i>polymorph, evard's black tentacles</i> |
| 5th | <i>contagion, cloudkill</i> |

DISCIPLE OF DISGUST

At 1st level, you gain immunity to nonmagical diseases. You may still carry them, but you do not suffer any of their ill effects. You may also take either *acid splash* or *poison spray* as a cantrip, which counts as a cleric cantrip, and does not count toward your maximum number of cantrips known.

SICKENING ASSAULT

Also at 1st-level, once a turn when a creature fails a save against one of your spells that deals acid or poison damage, you can cause them to become poisoned for 1 minute. They may repeat the saving throw at the end of each of their turns, ending the effect on a success. You may use this ability a number of times equal to your Wisdom modifier (minimum of once), and regain all expended uses when you finish a long rest.

CHANNEL DIVINITY:

FORMLESSNESS

At 2nd-level, as an action, you may make yourself or a willing creature you touch amorphous. Objects the target is wearing or carrying change with them, so long as they are not overencumbered. They remain this way for the next minute or until you lose concentration, as if concentrating on a spell. While amorphous, a creature can move through gaps of as little as one inch in diameter

without squeezing, they gain immunity to poison and acid damage, and resistance to nonmagical bludgeoning, piercing, and slashing damage. The only actions they can take during this time are to Dodge, Dash, or Disengage. If the effect ends while they are inside a space too small to accommodate their form, they either stretch the space, if it is a soft material, or they are pushed out the shortest route into a space they can fit into, take 4d10 force damage on the way, and are stunned for d4 rounds. If there is no available path for them to reach a point where they can reform, they remain shapeless and take 4d10 force damage each round until a path opens up, at which point they are pushed out.

CHANNEL DIVINITY: DEFORM

At 6th level, as an action, you make a melee spell attack against a creature. Oozes are unaffected. On a hit, they are physically deformed in a manner of your choosing:

- One movement speed they have is reduced to 10 feet.
- They lose the use of one of their arms.
- They reduce their Strength by 2d3.
- They are blinded or deafened.

Other deformities may be considered, at DM's discretion. At the beginning of each of the creature's turns, they make a Constitution saving throw. If they accumulate three successes, the deformity ends. If they accumulate three failures, the deformity lasts for 24 hours. If the initial spell attack was a critical hit, the target has disadvantage on their first saving throw against it. A shapechanger afflicted in this way can end the deformity as an action.

HEIGHTENED VIRULENCE

At 8th level, you add your Wisdom modifier to the damage you deal with any cleric cantrip. You also become immune to all diseases, magical or nonmagical.

EXTRACT BLOODSLAVE

At 17th level, when a creature you can see dies within 30ft of you, you may immediately use your reaction to draw the blood from its body into an ooze under your control. Creatures without blood or any other similar vascular fluid are immune to this effect. The blood congeals into an ooze which has half the hitpoints of the creature it was spawned from, and moves within 5ft of you immediately, turning back into blood if it does not have a clear

path along the ground to reach you. When you take damage while you have this ooze within 5ft of you, you may have it shield you, absorbing half the damage. This ooze cannot be healed or granted temporary hitpoints, and lasts until you conjure a new one, it runs out of hitpoints, or you finish a long rest. You can use this feature a number of times equal to your Wisdom modifier (a minimum of once), and regain all expended uses when you finish a long rest.

CLERIC: SONG DOMAIN

Clerics of the Song domain tend to be associated with pantheons that emphasize the importance of joy and merriment, such as Llira, Eilistraee, and Dionysius. They specialize in magics related to song and dance, spinning lyrics that invigorate allies, and vex foes. Many priests among the Protectors of the Song fall into this domain.

SONG DOMAIN SPELLS

Cleric Level Spells

| | |
|-----|---|
| 1st | <i>healing word, dissonant whispers</i> |
| 2nd | <i>magic mouth, enthrall</i> |
| 3rd | <i>hypnotic pattern, tongues</i> |
| 4th | <i>compulsion, freedom of movement</i> |
| 5th | <i>animate objects, mislead</i> |

STUDENT OF THE SONG

At 1st level, you gain proficiency in martial weapons, the Performance skill, and a musical instrument. You start with a musical instrument of the type you chose, and a martial weapon of your choice. You may use an instrument you're proficient with as a holy symbol for the sake of spellcasting.

DERVISH'S DANCE

Also at 1st-level, your movement speed increases by 10 when you wear light, medium, or no armour.

CHANNEL DIVINITY: INVIGORATING SONG

At 2nd level, you can use your Channel Divinity to begin a performance that steels your allies against danger. As an action with your instrument or holy symbol in hand, select any number of allies within 30ft who can hear you. Until the end of your next turn, they gain immunity to the frightened condition, and add an extra d4 to attack rolls. At the beginning of your turn, you can use your bonus action to sustain the song. Make a Wisdom

(Performance) check with a DC equal to 10 + twice the number of allies you've chosen. On a success, the song continues until the end of your next turn. If you do not take this bonus action at the start of your turn, or you fail this check, the song immediately ends.

CHANNEL DIVINITY: BREAK ENCHANTMENT

At 6th level, as a reaction when an ally within 30 feet of you other than yourself who can hear you makes an Intelligence, Wisdom, or Charisma saving throw, you may immediately grant them +10 to the roll, using your Channel Divinity. You make this choice after seeing the roll, but before the DM declares if it succeeds.

DIVINE STRIKE

At 8th level, when you hit with a weapon attack, you can cause the attack to deal an extra d8 radiant damage to the target. When you reach 14th level, the extra damage increases to 2d8.

VEXING MELODY

At 17th level, your song can interfere with an enemy's spellcasting. As a bonus action with your instrument or holy symbol in hand, you may select a creature who is concentrating on a spell. That creature must immediately roll a Constitution saving throw against your spell save DC or lose concentration. You may use this feature a number of times equal to your Wisdom modifier (minimum of one), and regain all expended uses of this ability when you complete a long rest.

PALADIN: OATH OF LIBERTY

Paladins of the Oath of Liberty are primarily concerned with the autonomy of other sentient beings. As such, they are naturally drawn to the den of slavery and captivity that is Skullport's ugliest side. Here, they must be judicious in the application of their tenets, so as to not draw the ire of the Skulls.

Do not constrain autonomy: Never seek to force any sentient creature into servitude. Those who serve by your side must do so willingly.

Confront tyranny: Tyrants inevitably enforce their will upon their citizens. Face up to budding tyrants before they come to this point.

No mercy for slavers: Those who would willfully enslave other sentient creatures deserve no justice but the tip of a sword.

Always offer an out: When you lead companions into danger, always offer them the opportunity to leave beforehand—you never know who may feel the pressure of a knight’s presence.

OATH OF LIBERTY SPELLS

Cleric Level Spells

| | |
|-----|---|
| 1st | <i>longstrider, protection from evil and good</i> |
| 2nd | <i>heart’s ease*, calm emotions</i> |
| 3rd | <i>dispel magic, nondetection</i> |
| 4th | <i>freedom of movement, dimension door</i> |
| 5th | <i>tree stride, passwall</i> |

*detailed in appendix E

CHANNEL DIVINITY

When you take this oath at 3rd level, you gain the following two Channel Divinity options.

Break Bonds. You use your action to immediately allow creatures of your choice within 30’ who are nonmagically bound, manacled, or grappled to immediately slip out of their restraints, requiring no roll.

Swift Escape. You may move up to your movement speed without provoking attacks of opportunity as a bonus action.

AURA OF FREEDOM

At 7th level, allies within 10ft of you have advantage on saving throws and ability checks made to avoid being grappled, restrained, incapacitated, paralyzed, charmed, or possessed. At 18th-level, the radius increases to 30’.

FLEET OF FOOT

At 15th level, if you move on your turn, you gain +2 to your AC and Dexterity saving throws until the beginning of your next turn. Additionally, if you move at least 15’ on your turn before attacking, your first hit deals an extra die of your weapon’s damage.

UNIMPEDED FORM

At 20th level, you may use your action to assume a spiritual form. For 1 hour, you gain the following benefits:

- As a bonus action, you may become ethereal, as the Ethereality spell. You may return to the material plane at any time, no action required. If you attack on the same turn you become mate-

rial again, your first attack on the turn is made with advantage.

- You gain resistance to bludgeoning, piercing, and slashing damage.
- You gain a flying speed equal to your walking speed, and are immune to any effect that would reduce any of your speeds. Any such effect presently on you is suppressed for the duration of this effect.

Once you use this feature, you cannot use it again until you finish a long rest.

RANGER: MANTRAPPER CONCLAVE

Every ranger worth their salt has had to ask themselves, at some point or another, what’s the difference between trapping animals and trapping humans? Unfortunately, in Skullport, the answer is “not much”. Horrible though it may be, the sale of sentient beings into slavery is the fastest way to make a living in the Port of Shadows, and so, more than a few ultimately decide that doing so is their best way to survive. Such rangers have developed special tools and techniques used to take people prisoner nonlethally, and while causing minimal damage, so as to ensure their value for sale. Not every mantrapper is a slaver, necessarily, but the techniques of the conclave certainly originated with slavers, and as such, they have something of a stigma attached. Some mantrappers are bounty-hunters, hostage-takers, or even ex-slavers who have gone white-hat, and use their talents to end fights without unnecessary bloodshed. As such, a mantrapper can be an excellent addition to any roving band of adventurers. Just don’t ask them where they learned to take an orc down like that.

MANTRAPPER CONCLAVE MAGIC

Ranger Level Spells

| | |
|-----|-------------------------|
| 1st | <i>sleep</i> |
| 2nd | <i>hold person</i> |
| 3rd | <i>hypnotic pattern</i> |
| 4th | <i>compulsion</i> |
| 5th | <i>hold monster</i> |

THE MOST DANGEROUS GAME

At 3rd level, when you ensnare a creature with the barbed net, bolas, catch pole, lasso, or net, the DC to escape is equal to your spell save DC, instead of the DC set by the weapon (see appenx F

for descriptions of these weapons). Additionally, if you are within 5ft of a creature who is grappled or restrained, you may make an improvised weapon attack with a set of manacles in your hand that are of an appropriate size for the creature in question. On a hit, they take no damage but are immediately locked in manacles, rendering them unable to use their hands. You can also make this attack against a creature who is paralyzed, and automatically succeed in doing so.

DEADLIEST CATCH

At 7th level, you can use lassos and catch poles, both to attack and to maintain a hold, with only one hand instead of two. Additionally, you have advantage on attack rolls against grappled creatures. Once per turn, when dealing damage with a melee weapon to a creature who is grappled, restrained, or incapacitated, you deal an additional 2d8 damage.

NO ESCAPE

At 11th level, when a creature within 60 feet of you that you can see who is grappled or restrained by a mantrapping weapon attempts to cast a spell or teleport, you can use your reaction to force them to immediately make a Constitution saving throw

against your spell save DC. On a failure, the attempt fails and is wasted.

RELENTLESS PURSUER

At 15th level, when a creature you have attacked since the beginning of your last turn moves away from you, you can use your reaction to teleport up to 30 feet closer to them and immediately make one weapon attack against them. If this attack hits, their movement speed is reduced to 0 until the beginning of their next turn.



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APPENDIX E: SPELLS

Being part of Undermountain, Skullport sees its fair share of weird magic, some of which is detailed here. When made available, these spells should be discovered, rather than given. They are, after all, weird and esoteric magic of Undermountain!

BONEFIDDLE

2nd-level necromancy

Available to: Bard, Sorcerer, Wizard

Casting time: 1 action

Range: 30 feet

Components: S, M (a tiny violin)

Duration: Concentration, up to 1 minute

A ghostly fiddle bow appears on the creature's body and sinks into their skin, sawing back and forth against the bone and making ghastly music as it does. The creature must immediately make a Constitution saving throw. On a failure, they take 2d6 necrotic damage and have disadvantage on attack rolls until the start of your next turn. On subsequent turns, you can use a bonus action to repeat this effect. After casting this spell, any music you play within the next hour has an eerie tone to it.

DEVIL'S SIGHT

2nd-level transmutation

Available to: Bard, Sorcerer, Warlock, Wizard

Casting time: 1 action

Range: Self

Components: V, S

Duration: 8 hours

Your eyes become adapted to deeper darkneses. You can see in total darkness or dim light, both magical and mundane, as if it were bright light, out to 60ft. While this spell is active, you suffer disadvantage on Wisdom (Perception) checks and attack rolls in bright light.

DISFIGURE

8th-level transmutation

Available to: Sorcerer, Warlock, Wizard

Components: V, S, M (a clay mommet, crushed in the completion of the spell)

Range: 30 feet

Casting time: 1 action

Duration: Instantaneous

This twisted spell developed by Arcturia herself can turn a creature into a mockery of themselves. A creature targeted by this spell must make a Constitution saving throw, taking 10d10 necrotic damage on a failure, as well as suffering one of the following

disfigurements:

Crossed Arms: The target's arms are forcibly crossed across their chest, and meld into one another. They may not use their hands for anything.

Scatter Face: The target's facial features fall off of their face, leaving only a blank, bald head. They are blinded, deafened, cannot speak, and have disadvantage on any Charisma-based checks.

Rigour Mortis: The target's body immediately tenses up, and their joints tighten. Their Strength and Dexterity scores are both reduced to 6 if they are not already lower, and their maximum hitpoints are reduced by an amount equal to this damage dealt by this spell.

Wings of Flesh and Bone: The target's shoulder blades extend, rupturing out of their back, and stretching into a set of macabre bone wings draped with flesh. The target gains a fly speed of 60.

Stone Heart: The target's heart ceases to beat, and turns to stone. If the target lacks a heart, this effect fails. The target gains resistance to nonmagical bludgeoning, piercing, and slashing damage, as well as necrotic damage, though not the damage of this spell.

Feral Distortion: The target's joints and limbs reconfigure, agonizingly shifting into new angles and sockets. If the target is not bipedal, this effect fails. Otherwise, the creature is stooped into a quadripedal, hunched form, no longer possessing opposable thumbs, and their mouth becomes bestial, growing two saber-like fangs, which can grow back during a short rest if broken. The creature can no longer hold items in their hands, but gains +20 to their land speed, their strength increases to 18 if it is not already higher, and they gain a Bite action, which deals d8 damage. The attack and damage modifier of this attack are based off of Strength.

Countless Eyes: The target grows eyes on every exposed surface of skin on their body. They gain truesight out to 60 feet, can no longer be surprised, and have advantage on Wisdom (Perception) checks which rely on sight.

On a successful save, the damage is reduced to half, and no disfigurement occurs. A creature may willingly fail this save. A creature killed by the damage of this spell suffers the disfigurement, whether their save was successful or not.

GRIP OF THE HEARTSTOPPER

4th-level necromancy

Available to: Bard, Cleric, Sorcerer, Wizard, Warlock

Casting time: 1 action

Components: V, S

Range: 60 feet

Duration: Concentration, up to 1 minute

One creature within range must immediately make a Constitution saving throw. On a failure, they take 4d8 necrotic damage and become paralyzed. On a success, they take only half as much and are not paralyzed. They attempt the saving throw again at the end of each of their turns, ending the effect on a success, or taking the damage again on a failure. If a creature has 25hp or less immediately after failing a save against this spell, they die, and their still heart appears in your hand.

For 24 hours after casting this spell, your hit-point maximum is reduced by 8, animals instinctively fear you, and you read as an undead for the sake of effects such as Divine Sense.

RAG MAGE'S SWEEPER

1st-level conjuration

Available to: Druid, Sorcerer, Warlock, Wizard

Casting time: 1 action

Components: V, M (a handful of sand)

Range: 50 feet

Duration: Instantaneous

You conjure a whirlwind to strike a foe within range. The whirlwind is size Small, and must travel in a straight line, unobstructed by any other creatures, or cover. Along the way, the whirlwind picks up any unattended objects weighing less than five pounds. When it hits, the target must make a Dexterity save, taking d6 damage per 10 feet the whirlwind travelled to reach the target, or half on a successful save. The space the target is in then becomes difficult terrain.

At higher levels: The maximum range of the spell increases by 15 feet, and the maximum weight of objects it can move increases by 5 pounds, for each slot level above 1st.

HEART'S EASE

2nd-level enchantment

Available to: Bard, Cleric, Druid

Casting Time: 1 action

Range: Touch

Components: V, S, M (A piece of hard candy)

Duration: Instantaneous, or 12 hours (see description)

You lay your hand on a creature whose mind is unwell. When you cast this spell, you may end one condition affecting the creature. The condition can be charmed, frightened, or stunned.

Alternatively, you may choose to ward their mind against intense sources of horror. They gain advantage on saving throws against becoming haunted (see appendix F) for 12 hours. If they become haunted while under the effect of this spell, they may ignore the condition for the duration. Additionally, if they complete a long rest while haunted and under the effect of Heart's Ease, they make their saving throw to shake the haunting with advantage. If this check fails, they descend deeper into despair—the DC for future checks to shake the haunting increases by 2.

If this spell is cast on creature who is addicted (see appendix F), they treat their Addiction Penalty as though it were 2 lower for 12 hours, and have advantage on saving throws to resist the allure of their substance of choice.

MOONFIRE

6th-level evocation

Available to: Cleric, Druid

Casting time: 1 action

Range: Self (60-foot line)

Components: V

Duration: Concentration, up to 1 minute

The signature spell for high-ranking members of the Chosen of Eilistraee, this spell causes burning white light to surround your body, shedding bright light in a 30-foot radius, and dim light for an additional 30 feet. Shapeshifters who start their turn in the bright light and are not in their true form must immediately make a Wisdom saving throw or be forced into their true form. Illusions in this bright light are suppressed, as if by an anti-magic field.

When you cast this spell, a beam of brilliant moonlight 60 feet long and 5 feet wide flashes out from your hand. All creatures in this line must make a Constitution saving throw. Shapeshifters have disadvantage on this save. On a failure, the target takes 6d8 radiant damage, and any illusion spells currently affecting it are ended. Furthermore, if it is a shapeshifter and not in its native form, it immediately returns to its native form. On a success, the target takes half damage and suffers none of the secondary effects. You may create a new beam each round as an action while this spell is active.

APPENDIX F: EQUIPMENT AND CONDITIONS

NEW ITEMS

As the saying goes, necessity is the mother of innovation. And Skullport is at no shortage of needs. As such, a good deal of special equipment has been developed or adapted by crafty skulkers. Some such items are listed here.

WEAPONS

Bolas. A deceptively simple-looking tool, bolas are a pair of heavy weights strung together with a thick, heavy cord. A Large or smaller creature hit by bolas has their speed reduced to 0. They must take an action to make a DC 10 Strength (Athletics) or Dexterity (Acrobatics) check to escape. On a failure, they fall prone.

Catch Pole. This long polearm ends with a large almost-complete ring, which has spikes facing inward to vex those who try to escape its grasp. A Large or smaller creature hit by a catch pole is restrained so long as someone keeps two hands on the weapon. They may use their action to attempt to escape by making a DC 10 Strength (Athletics) or Dexterity (Acrobatics) check. On a failure, they take d4 piercing damage.

Courtblade. These curved elven greatswords have an unusual weight to them that makes them horrendously unwieldy to one who is not specially trained in their use. A creature who has not received specialized training with the courtblade suffers disadvantage to hit with the weapon. A trained wielder, however, is a truly lethal sight to behold on the battlefield, as they use the blade's unusual weight and momentum to their advantage in a carefully-choreographed dance. Courtblades

are rarely available for sale, and those claiming to sell a courtblade are often charlatans peddling fake goods. True courtblades are forged by the elves, and typically only given as gifts. A non-elf who wields a courtblade draws both respect and suspicion from elves who understand the importance of the weapon.

Lasso. A long rope ending in a loop, a lasso can be thrown to try and entangle a target at range. A Large or smaller creature hit by a lasso is grappled so long as someone keeps two hands on the rope. They may use their action to try to escape, making a DC 10 Strength (Athletics) or Dexterity (Acrobatics) check to do so. On each turn, the wielder of the lasso may use their action to reel their opponent in, making a Strength (Athletics) check against their opponent's Strength (Athletics) or Dexterity (Acrobatics) check. On a success, the wielder can reel their target up to 15 feet closer. Dealing 5 slashing damage to the rope (AC 10) breaks it and frees the target, but this can only be done by a creature who is not grappled.

Pistol, smokepowder: The discovery of smokepowder in Lantan has made available these rare, powerful handguns used by Bregan D'aerthe. They fire with a concussive burst audible out to 100 feet, and must be reloaded after each shot. Nonetheless, their destructive power is undeniable. They use smokepowder and bullets, and each shot of a smokepowder pistol costs 5sp worth of supplies (for information on the loading property, see DMG 268).

Poisoner's Dagger. The pommel of this dagger unscrews to reveal a hidden capsule that can contain one full dose of a poison. A catch at the

WEAPONS

| Name | Cost | Damage | Weight | Properties |
|-------------------------------|-------|---------------|--------|---|
| <i>Simple Melee Weapons</i> | | | | |
| Poisoner's Dagger | 75gp | d4 piercing | 1 lb. | Finesse, light, special, thrown (range 20/60) |
| <i>Martial Melee Weapons</i> | | | | |
| Catch Pole | 10gp | d4 piercing | 5lb | Two-handed, reach, special |
| Courtblade | — | d10 slashing | 5lb | Two-handed, finesse, special |
| <i>Martial Ranged Weapons</i> | | | | |
| Barbed Net | 3gp | d4 piercing | 4lb | Special, thrown (range 10/20) |
| Bolas | 1sp | — | 1lb | Special, thrown (range 20/40) |
| Lasso | 3gp | — | 3lb | Special, thrown (range 30) |
| Pistol, Smokepowder | 750gp | 2d10 piercing | 3lb | Ammunition (range 30/90), loading |

hilt opens a small hatch that allows the poison to pour out onto the blade. A creature using this dagger can apply poison to their weapon as a bonus action, rather than an action, and has no risk of accidentally poisoning themselves. Due to the hollow handle, however, these daggers are no good for throwing, and attempts to throw them are made at disadvantage.

A creature who closely examines this weapon can determine its secret function with a DC 15 Intelligence (Investigation) check, or an Intelligence check with Smith's Tools proficiency.

TOOLS

Body Modification Kit: This toolkit, costing 15gp, contains needles, ink, spirits, bandages, sugar cubes, and jewellery, which together can be used to perform piercings and tattoos.

Ropework Kit: This toolkit, costing 10gp, contains a block and tackle, a hammer, iron spikes with loops in them for rope, lengths of twine, and clasps, which can be used together with rope to tie people up, create pulley systems, repair rigging, build rope bridges, reinforce nets, and otherwise secure rope.

CONDITIONS

Skullport's horrors affect different people in all manner of ways. If you wish to emphasize the horror aspect of Skullport, the following conditions can help hammer it home.

HAUNTED

The character has had contact with something not merely frightening, but eerily wrong, or horrifying beyond comprehension of the mortal mind. This may be a place of evil, a cursed object, a creature that should not be, or something of the like. They are persistently haunted by this memory.

- The character takes 50% longer to complete a long rest. For most races, this means a long rest takes 12 hours instead of 8.
- Immediately before spending hit dice during a short rest, the character must reroll the save that originally caused them to become Haunted. On a failure, they gain only half as many hitpoints from any hitdice spent during the rest.
- Upon completing a long rest, the character may immediately reroll the save that originally caused them to become Haunted. On a success, they manage to shake the effect.

ADDICTED

- If the addicted individual goes a day without imbibing their substance of choice, they suffer an Addiction Penalty: -1 to all ability checks, saving throws, and attack rolls. Each dawn, this penalty increases by 1. When this penalty would reach -11, it instead returns to 0, and the Addicted condition ends. Any future Constitution check against addiction to that substance is made at disadvantage.
- While suffering a penalty of at least -1, the creature must make a DC 10 Wisdom saving throw when offered their substance of choice. On a failure, they must accept it, or their Addiction Penalty goes up by 1 immediately. If their Addiction Penalty is already 3 or more, they cannot refuse. If their Addiction Penalty is 5 or more, they must make this check once every 10 minutes when they can see their substance of choice, even if they are not offered it.
- All effects of an addiction, including substance-specific effects, are suppressed while the creature is under the effect of the substance.

(See LH8 for some example substances).

DISEASE: DARKROT

This horrific disease is spread by spores of a black fungus that thrives among large, damp deposits of refuse. When a creature with open wounds is exposed to these spores, they must make a DC 14 Constitution saving throw. If they fail, 1d4 days later, black patches form on their skin. A creature with these patches is contagious to those around them. Each day after this, the creature's hitpoint maximum is reduced by 4d4, and hair on their head and body begins to fall out, replaced with thin, black mushroom-like sprouts. Their Charisma is reduced by 1 each day as a result. The disease runs its course for 4d6 days, and if the victim survives to the end of it, the patches begin to withdraw, and the black fungus falls off their body. Each long rest after this point allows them to regain 1 point of Charisma and 10 hitpoints until they're back to normal.

The disease can be treated once a day with a DC 15 Wisdom (Medicine) check. A success prevents the hitpoint and Charisma loss for that day. Failure does not prevent the spread. On a roll of 9 or lower, the attending creature is exposed to the disease, and must make the Constitution saving throw or also be afflicted. After three successful Medicine checks, the afflicted creature is cured.

APPENDIX G: MAGIC ITEMS

BRACER OF FLYING DAGGERS

Wondrous item, rare (requires attunement)

This armband appears to have thin daggers strapped to it. As an action, you can pull up to two magic daggers from the bracer and immediately hurl them, making a ranged attack with each dagger. A dagger vanishes if you don't hurl it right away, and the daggers disappear right after they hit or miss. The bracer never runs out of daggers.

CIRCLET OF THE FAVOURED CONSORT

Wondrous item, rare (requires attunement)

This obsidian circlet bears a large, black amethyst in the front, and the arms, which sit upon the ears, feel as though they're filled with a murky black liquid. These magic items are given as gifts by high-ranking female drow to their most trusted underlings, both as a show of favour, and to enforce her authority. While attuned to this circlet, you gain +1 to AC, and cannot be charmed or frightened by any creature that is not a female drow. When you fail a saving throw, you may instead choose to succeed. This property may not be used again until the next dawn. Your attunement to this circlet can only be broken by *remove curse*, or other similar magic, cast by a female drow.

Curse. If a female drow forces you to roll a saving throw, do not roll. You fail automatically, and the properties of this item cannot be used to make you succeed.

DREAD HELM

Wondrous item, common

This fearsome steel helm makes your eyes glow red while you wear it.

KNAVE'S EYE PATCH

Wondrous item, rare (requires attunement)

While wearing this eye patch, you gain these benefits:

- You have advantage on Wisdom (Perception) checks that rely on sight.
- If you have the Sunlight Sensitivity trait, you are unaffected by the trait.
- You are immune to magic that allows other creatures to read your thoughts or determine whether you are lying. Creatures can communicate telepathically with you only if you allow it.

RING OF TRUTH-TELLING

Ring, uncommon (requires attunement)

While wearing this ring, you have advantage on Wisdom (Insight) checks to determine whether someone is lying to you.

SINGING SWORD

Weapon, very rare (requires attunement by one considered worthy by Eilistraee)

Centuries ago, twelve drow lead by Qilue Veladorn were chosen by Eilistraee for a great quest. To aid them in this quest, each was bestowed a singing sword. Each is either a courtblade or a greatsword, and was named by the first wielder. Four of these swords are carried by members of the Chosen, while the other eight have been lost to the ages in various missions.

Singing swords can only be attuned by one considered worthy by Eilistraee, a chaotic good drow goddess who embodies freedom, art, love, and beauty. Characters who enslave others or engage in acts of senseless cruelty can never attune to such a weapon unless they atone and grow to be better people—such a creature who attempts to attune to the weapon takes 22 (4d10) radiant damage and drops it. Eilistraee favours those whose actions bring beauty into the world, but does not care for rigid codes or firm rules. She has a special softspot for those of checkered pasts who sincerely seek to self-improve.

A singing sword functions as a +1 weapon (either courtblade or greatsword), and its fine craftsmanship increases its damage die by one step (to a d12 for courtblades, and 2d8 for greatswords). Additionally, as a bonus action, a wielder can initiate its battle song, which lasts for 1 hour, or until the weapon is sheathed, dropped, or deactivated as a bonus action. Allies within 60 feet who can hear the song, including the wielder, cannot be charmed or frightened, and any such effect is suppressed on them so long as they are affected by the song. Additionally, affected creatures add a d4 to all attack rolls, damage rolls, and saving throws so long as they can hear the song.

Once this property is used, it cannot be used again until the next dawn. Alternatively, an attuned creature can recharge this effect by taking 10 minutes to play a song for the sword, and making a DC 10 Charisma (Performance) check. On a success, the sword instantly recharges this ability.

On a failure, this cannot be attempted again until the following dawn. Each additional time this is done in a day, the DC for the check increases by 5.

The twelve singing swords, and their various statuses, are as follows:

- **Feradas:** Courtblade; previously wielded by Qilue, who dove into the Pit of Ghaunadaur and did battle with its monstrosities to win the Keepers of the Song enough time to seal it off. Her body, and the sword, were never recovered. Some believe this sword to have had unique properties, but others believe that it was just Qilue's exceptional nature.
- **Juris:** Courtblade; currently wielded by Iljrene.
- **Aella:** Greatsword; currently wielded by Elkantar.
- **Milthanyr:** Courtblade; currently wielded by Duthra.
- **Kadas:** Courtblade; currently wielded by Furia.
- **Valyorta:** Courtblade; previously wielded by Domna, who was deployed on a mission to find the Lost Level. Never returned.
- **Nylgoth:** Courtblade; previously wielded by Ryzz, who was deployed on a mission to find the Throne of Syglaeth Audark. Never returned.
- **Tritz:** Greatsword; previously wielded by Vykus, who was deployed in an attack on a cult of Ghaunadaur on the Twisted Caverns. The mission was a success, but at great cost—Vykus was swallowed by a beast of Ghaunadaur, and her body, as well as her sword, were never recovered.
- **Azurith:** Greatsword; previously wielded by Vandin, who was caught in an ambush by drow on the Crystal Labyrinth while investigating signs of Jubilex's influence there. Only one member of the unit, Fimdell, made it back, and he did so without his superior's sword.
- **Momath:** Courtblade; previously wielded by Oren, who was betrayed and pushed through a gate into the tenth floor of Undermountain, where the drow of House Auvryndar made quick work of her.
- **Vitanna:** Greatsword; previously wielded by Trun, who is thought to have been killed while on a scouting mission in Waterdeep. The sword is in the possession of a noble, but no one knows which.
- **Sornafein:** Courtblade; previously wielded by Selddar, who tried to establish a secondary

base of operations in Slitherswamp. The base was partially-built when, all of a sudden, messages from it stopped. No one is certain what became of Sornafein or its wielder.

RING OF READINESS

Ring, rare

A creature wearing this ring can speak a command word to store either a held weapon or a worn suit of armour in it. While the ring has such an item stored, engravings of the item appear around it. You may use a bonus action to instantly retrieve a stored weapon, which appears in your hand, or on the ground in your space if you lack a free hand. You may also use an action to draw the suit of armour from it, which is instantly donned, or falls to the ground if you cannot don the armour, either for anatomical reasons or because you are already wearing armour.

Additionally, while wearing this ring, you have advantage on initiative rolls.

SMOKEPOWDER

Wondrous item, uncommon

Smokepowder is a magical explosive chiefly used to propel a bullet out of the barrel of a firearm. It is stored in airtight wooden kegs or tiny, waterproof leather packets. A packet contains enough smokepowder for five shots, and a keg holds enough smokepowder for five hundred shots. If smokepowder is set on fire, dropped, or otherwise handled roughly, it explodes and deals fire damage to each creature or object within 20 feet of it: 1d6 for a packet, 9d6 for a keg. A successful DC 12 Dexterity saving throw halves the damage.

Casting dispel magic on smokepowder renders it permanently inert.

STICKY SADDLE

Wondrous item, common

These saddles can be strapped onto a mount, and a creature in the saddle can speak a command word as an action to stick to the saddle. They cannot fall out of the saddle while stuck in this way, even while upside-down. To get out of the saddle, they must take another action to speak the command word again.