



Hollowfaust

city of necromancers



A SOURCEBOOK FOR 3RD EDITION FANTASY ROLEPLAYING

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Hollowfaust

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Preface



If you or your players are the type who see necromancers as emaciated semihuman monstrosities, crouching on thrones of bone and bidding their shambling, deathless legions to conquer and destroy, be prepared for a shock. Hollowfaust's necromancers are a breed apart: erudite, sophisticated, learned and only occasionally evil. If you enjoy messing with your players' heads and shattering their preconceived notions, we're proud to help. If, on the other hand, the notion of sensible, neutral-aligned necromancers who view death from a scientist's perspective and who have no ambitions of world conquest messes with *your* head, we're even prouder.

You won't find the stereotypical evil necromancer in Hollowfaust. What you and your players *will* find is a place of learning, exploration and science – where the secrets of life are exposed and explored by studying death. Spellcasters will find new opportunities working with the mysterious Guildsmen, warriors can seek employment as guards or independent agents, clerics can pursue their faith's principals without fear and rogues can do what rogues do everywhere. Although the dead walk in Hollowfaust, there is much there for the living, as well.

Hollowfaust is a welcome addition to the Scarred Lands setting, where we endeavor (hopefully with some success) to mix the familiar with the bizarre, adding new twists to traditional fantasy roleplaying. Although its authors, editor and developers no doubt felt somewhat undead by the time this project was finished, we're proud of the end result and hope that both you and your players will come to know and appreciate Hollowfaust and its people as we have. But be careful; don't get to know them too well, lest you end up staying there much longer than you'd originally planned...

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Introduction

"Thus did the outcast necromancers find for themselves an empire and a subject people in the desolate, barren land where the men of Tinarath had driven them forth to perish."

— Clark Ashton Smith, *"The Empire of the Necromancers"*

From the letters of Seraat Vekela, journeyman to the Library of Lokil:

My good master, I pray that this letter reaches you safely. The trader who has agreed to carry it seems confident in his guardsmen's ability to keep him safe in the wild lands surrounding this blasted mountain. I hope that his pride is not misplaced.

In the six months since my last missive, I have dined and drunk with this city's citizens and learned more, but slowly. I have not ventured beyond the Civilian Quarter's populated sections; I have no desire to look upon the city that Vangal's Throne decimated with its volcanic ash and poisoned fumes. I have listened to numerous tales of the Seven

Pilgrims, the refugees they protected, Hollowfaust's founding and the terrible sieges broken by the necromancers' magic. I have sat at table with chardoni and half-ores, as well as dwarves and humans. I have watched through half-closed shutters the city's unliving patrols pace the streets after curfew. And though I share the citizens' confidence that no invader will overcome their legions of "protectors" and shatter Hollowfaust's walls, I do not share in their confidence that they are "safe" here. I do not feel safe. No sane person could.

If any could ease (or confirm) my fears, it would be the Sovereign Council itself. Even a common Guildsman would do, or perhaps a lowly apprentice. But six more months have passed, and I regret that I am no closer to such an audience than before. My pleas to enter the Underfaust are rejected at every turn. New-melted ice fills the captain of the guard's veins; he rebuffs my best arguments. "Patience," he counsels again and again. "If it is important that you walk the Guilds' halls, you'll do so. 'Til then, eat, drink and sport! Enjoy your days, and in time, what must happen will happen."

Such fatalism is typical of this place's residents. Their "entertainments," such as they are, include puppet theatres of a grotesque and morbid aspect, bonfire dances lit by hollowed gourds carved to resemble skulls and the infamous "dark-houses" from which wretched screams of utter terror each eventide. The youth growing up amid these repugnant "divertissements" become creatures of low moral character and black humor. The promiscuity of Hollowfaust's young men and women alarms me. I have been propositioned, no less than twice during my stay by women who had known me less than a week. Some youths have admitted to knowing carnally as many as six different partners in a year!

They say the nature of Hollowfaust's law compels them to behave thusly. As you will recall, the law states that any citizen who dies within the city's walls becomes the property of their warlock overseers. The corpse is borne away, flensed of flesh and made to walk again, becoming another unliving guardian.



that patrols the streets at night. You can hear them on their patrols after dark — their rusted armor clanking, their bones clicking along the cobbles.

As recompense for their compliance, or so they rationalize, Hollowfaust's citizens are free to indulge themselves as they see fit when their work is done. So they drink (and the wine is strangely good), feast, dance and sing morbid songs; Hollowfaust's brothels and taverns do a brisk trade. "Death owns a man, but a man owns his life" says a common proverb.

And what of that "death" that owns these people? What of the architects of these laws, which bring men and women face-to-face with their own mortality and encourage them to embrace death as a gentle friend? What of Hollowfaust's necromancers?

Alas, I can add little to my previous reports. The necromancers do not mingle overmuch with the populace they have gathered around themselves. Occasionally, I see one purposefully, striding along, clad in the necromancer's affected uniform: a broad-brimmed leather hat that drips with crypt-water, a dark greatcoat that is worn even in the most unreasonable heat, an ash-gray scarf that conceals the lower face, a needle-mounted plume that perches upon one shoulder and heavy boots that ring hollowly against ancient stone. I have yet to ask how they bear the heat; I am, perhaps, afraid of the answer.

They do not socialize with their citizens, at least in the Civilian Quarter. I had heard that some citizens have been invited into the Underfaust for dalliance or conversation, but I could find none who would admit to such a visit. I know that the necromancers' retainers enter and leave almost at will, but they must sign dark compacts of silence in blood, for they share nothing of their experiences. A silver-haired woman wearing the blackened armor of a Hollowfaust Blackshield openly laughed in my face when I offered to pay her good coin for her stories. "It's not for visitors to know, much less those who've never even seen the walls of this place," she rebuked. "Leave Hollowfaust's secrets to those with the strength and will to

use them. There's nothing under the mountain that would do any good in the hands of those who didn't know what they were holding."

Such apparent condescension would not ordinarily trouble me, but in this case I sense the truth behind it. Here in their dead city, the people of Hollowfaust surely believe that they are something more than human — something that need not fear death. Hollowfaust's citizens prepare to receive dark secrets and look down upon the rest of the world. From my perspective, they instead stand at the brink of a great fall.

My wise master, if it is your wish, I shall remain here at your disposal and continue to learn what I can of Hollowfaust's warlocks. But I pine for the halls of Lolil where I might once again walk their lengths, present my findings in full and, if the Master of Lore is pleased with me, enter the inner sanctums of knowledge. I would spend the rest of my days with men and women of true learning, not shivering in the shadows among the unclean.

Your servant,
Seraaf Vekela, Journeyman

From the diary of Eltana Tran of the
Order of the Mornig Sky:

Corer 17, 103 m

Winter is almost upon us; how quickly the time has passed! When I first came to this place, each hour of each day weighed heavily upon me. Each night, I dug my nails into my palms, drawing blood, to keep from dwelling on the monsters that patrolled the streets. I promised the Order that I would not leave until Enker, when the time would be right for travel, and felt certain that each day would be a burden.

How is it that it is not so?

All our Order knows of Hollowfaust by reputation: a city slain by a god, raised again on the backs of workers ripped from their graves and now populated by refugees who have no choice but to sign away their very bodies to the necromancer-lords who govern them. Surely no place could be further from the blessings of the Radiant Goddess? Surely diseases that breed in rotten flesh would thrive in the bodies of those weakened by hunger? When the gates opened to admit me, I must confess I felt certain that, if I did not depart by Enker, it was because I lie martyred within Hollowfaust's walls — or worse.

How little I knew! I entered expecting plague but found something else entirely.

How is it, I asked myself, that the folk of Hollowfaust could be less subject to the ravages of disease than are the folk of other cities? There are few priests of good able to work miracles here and not one serving the Mother of Healing. The strongest priesthood was more of Underfaust than of the people and served an obscure demigod, more gatekeeper than earthshaker. But for all that, Hollowfaust's governors seem to understand the basic principles of disease prevention, sanitation and nutrition better than most "enlightened" but petty lords I have known. If the rotting dead do march in the corridors of the Underfaust, they do so far from the Civilian Quarter; if the Guildsmen do indeed experiment with poisons (as I've heard), they are careful and leak nothing of their findings outside their mountain. I have observed Guildsman carefully plugging vents of volcanic gas that were too near the populace, and I have seen a necromancer chide his fleshe drake familiar for behaving too aggressively near citizens.

Last night, I sat up late into the evening, drinking Hollowfaust's wine as if I had been raised on it and talking fervently with Captain Kadar and Ylone. We discussed raising vegetables in the land's less-than-admirable soil. I discovered that my drinking companions had as much to contribute to the conversation as me — a Madrielite. Ylone remains an enigma to me; she admits that her compassion is perhaps stronger than that of her fellow Guildsmen, but she learned it growing up here, far from the peaceable villages I remember. I found myself suggesting aloud that I might call her friend were she not a necromancer.

"And for my part," she replied softly, her eyes gleaming amber in the candlelight, "I wish you were not a priest of Madriel, that you would not feel ashamed to call me friend because of my profession."

As long as I live, I shall never understand the necromancers — the Seven Pilgrims or those who took up their legacy. I shall never believe that violating the repose of the dead is anything less than a sin, no matter how reverently the rituals are performed. If my faith weakens enough that I believe the soldiers of undeath guarding the city are actually necessary, I shall still never permit myself to believe that they are the best solution. Death is an ending, when the soul journeys to the heaven or hell ordained for it, according to divine will. The Guildsmen here violate a belief I hold dear, no matter how pure the intentions of the noblest among them.

And yet —

Hollowfaust is a city touched by the dead. Many people relate dreams in which they have spoken with long-dead ancestors or tell of times when they said their farewells to deceased loved ones just before the apprentices arrived to take the body to the Underfaust. Graybeard veterans matter-of-factly recount stories of seeing fellow soldiers die in battle, only to rise again at a necromancer's touch to continue fighting invaders. Every season sees another festival of the dead, with grinning corpse-lanterns set in windows and skull-painted masque-dancers performing the reel macabre. When the necromancers emerge from their lair to forage or conduct business with civilians, you can reach out and touch the chilling aura that clings to them — the touch of death.

But the city is alive.

Though their rhymes are morbid, children play in Hollowfaust's streets as children do in the village of my birth. People tend their twisting trellises of squashes, gourds and melons as tenderly as any farmer ever tended a field of wheat. They weep at funerals, and they express joy at their children's births. They sing songs of loss and tragedy, but live as if to spite those songs. They hurry to their homes when the curfew hour draws nigh and do not stray too far down those streets that lead to the dead portions of the city. Do these people differ from those of Ardenai or Meliad?

I will stay a bit longer. I will continue preaching to the people, and if they remain receptive, perhaps I will take Captain Kadar up on his offer to send men to purchase the materials I will need to consecrate the shrine anew. Of course, I will have to stay to tend the shrine in that eventuality, but I don't consider it the burden I once feared it would be.

The curfew hours approach. I know I will soon hear marrow knights' hooves, but right now I hear laughter across the street. Come tomorrow, the mountain's shadow will linger across the city all morning until the sun rises higher and our second "daybreak" occurs.

Hollowfaust is not my home. But I believe that, were things different, it could be.



City of the Dead

"These are the gates of the Free City-State of Hollowfaust. Beyond this portal are no laws save those of Hollowfaust. Beyond this entrance is peace, unless you bring war with you. May you find what you seek within.

– Formal greeting offered to newcomers by the Guardsmen at the First Gate

Welcome to the City of the Necromancers.

Hollowfaust isn't the sort of city that comes to mind when choosing a "home base" for the usual campaign. In most people's opinion, there's just something ... unsavory about necromancy. (Most people across the Scarred Lands share this opinion, by the way.) If you asked the average fantasy gamer or reader just what a "city of necromancers" might be like, they'd probably describe a plague-ridden graveyard with a tiny group of mortal sorcerers commanding legions of zombie soldiers. And these necromancers would, of course, be plotting to take over the world.

Hollowfaust, however, is something different. It's a place where adventurers can indeed gather in a tavern to swap tales of glory or hawk the butchered parts of their latest monstrous kill. It's also a place where they can see macabre puppet shows, involve themselves in the intrigues of the necromantic guilds or take on commissions to root out titanspawn in the neighboring mountains. Hollowfaust easily serves as a source of antagonists; there are plenty of potential villains lurking in the labyrinthine catacombs of the Underfaust – villains with plenty of grotesque undead minions to send after a bothersome party. Hollowfaust can also be an interesting "change of pace" locale for characters to visit. Finally, Hollowfaust can function as a remarkable base of operations from which characters might explore the Scarred Lands – particularly if many (or all) of the characters grew up there!

What is Hollowfaust to the Scarred Lands? It's an enigma, a neutral power that has yet to reveal its hand.

What is Hollowfaust on a more personal level? This volume merely presents what is known and leaves readers to draw their own conclusions.

What Is Hollowfaust?

Even by the standards of the Scarred Lands, Hollowfaust is a strange place. A council of mages – necromancers, really – rules the city and dwells within a labyrinth of catacombs and tunnels that stretch throughout the core of a dead volcano. Yet very ordinary people populate the city and mill about its houses, shops and inns – a city that, about a century ago, stood uninhabited.

In effect, Hollowfaust is a city of two layers. The Civilian Quarter essentially comprises the surface or "city" layer, fulfilling the usual purposes that

cities do: a place to unwind between adventures, to purchase interesting equipment and to get mixed up in urban adventures, which means interacting with some very "colorful" citizens. Although it doesn't lie along major trade routes (and therefore doesn't lend itself to "international" adventures, as would a place like Mithril), Hollowfaust nonetheless makes an interesting base camp from which to launch expeditions into the Ukrudan Desert, the Festering Fields or the Hornsaw Forest.

The Underfaust comprises the second layer of the city – part royal court and part wizards' guild. Gaining access to the Underfaust is tricky business for anyone other than a resident necromancer, but once inside, characters will have ample opportunities to dabble in dangerous intrigues. Belligerent characters, however, will find the Underfaust the mother of all dungeoncrawls –

– Which is an endeavor that should be *strongly* discouraged. Antagonizing a magocracy defended by legions of tireless, merciless monsters would be an unwise and ill-advised course of action, by any standard.

Hollowfaust culture itself presents intriguing challenges. Its legal code has some very interesting ramifications. Murder, rape and torture are all punishable by death, so stabbing someone in a bar fight could lead to problematic circumstances. Additionally, the corpse of anyone who dies within the city's walls – visitor or denizen – becomes the governing necromancers' legal property. Characters accustomed to cheap-and-fast resurrections will be unpleas-

antly surprised, particularly given that heroes' bodies are much more *valuable* than are those of ordinary citizens.

Primarily, Hollowfaust is a place of learning. The imagery on its flag symbolizes the knowledge that Hollowfaust's founders valued so highly – seven arched gateways leading to enlightenment, the lantern of intellect illuminating the path. When searching for information that is particularly esoteric, dangerous or especially secret, people generally first consult Hollowfaust's somewhat macabre necromancers, while the Guildsmen's trove of knowledge doesn't quite match that of their Lokil neighbors on more mundane matters.

The necromancer stereotype – a cadaverous, barely human creature in black robes adorned with skulls, working evil for unfathomable and hateful reasons – is challenged by the Underfaust's residents. Yes, evil *does* reside within the necromancer's Sovereign Council, but alongside compassionate idealism and even-handed pragmatism. For outrageous, incomparably evil necromantic villains that satisfy the superficial stereotype, explore neighboring Glivid-Autel. But Hollowfaust's necromancers, who speak to the dead in respectful tones and whose actions run the gamut between villain and hero, defy easy categorization and generate excitement through intriguing ambiguity.

Enjoy your visit.

And *don't* die.

Chapter One: **The History of Hollowfaust**

"The casual historian is a pernicious individual. His eyes glaze over when asked to absorb more than two or three facts at once, and he loses the threads that matter in his hurried desire to speak in terms of general categories. Although every story detail matters, these dilettantes mask their incomplete understanding of events by speak'ing in broad terms, glossing over specifics that prove to be key. My case in point: Sumara. Few of these history dabblers would be able to pluck and accurately recount Sumara's tale from the lexicon of stories surrounding the Divine War. Thus they fail to grasp the significance of that city's later resurrection – or reanimation, if you will. Then they wonder what this "Hollowfaust" they've been hearing so much about really is and why they should be interested. Gods deliver me from such a plague on learned man!"

– Yugman the Sage, 148 AV

Hollowfaust, like many other cities of the Scarred Lands, was founded after the Titanswar's conclusion. However, unlike most of the city-states now dotting Ghelspad, Hollowfaust was "fleshed out" on the bones of a city with no living descendants. Many buildings, streets and passages remain empty in Hollowfaust – a mute testimonial to the civilization erased by the eruption of Vangal's Throne.

Sumara

Long before the Seven Pilgrims founded the City of the Necromancers, there was Golden Sumara. Sumara sat at Mount Chalesh's base, bounded to the north by lushly forested mountains and to the south by sweeping, fertile plains. It was one of the most prosperous city-states of the nation of Zathiske. In those times, many a traveler would pledge to some day journey to Sumara, to see the Jewel of the Gascars for themselves.

Even today, certain members of the long-lived races remember what the Sumarans were like. And much of what they have forgotten was discovered later by Hollowfaust's assiduous scholars.

Sumara was founded in the year 3085 OC as a trading camp, established to grow food and create items for trade with the Gascar Peaks' dwarves. The northernmost of Zathiske's settlements, Sumara's proximity to the mountains' mineral wealth and the plains' abundance and fertility allowed it to grow quickly. Within 100 years, it was more city than town; within 300 years, it was one of the finest jewels in Zathiske's crown.

Sumara enjoyed its prosperity. Its food surpluses were set aside for lean years. The Gascar dwarves traded their wood, metals, gems, tools and weapons for the fine cloths, liquors and foods that Sumara produced. The elves and woodsmen of the neighboring Broadreach Forest brought rare woods, medicines and herbs to trade in Sumara, further enriching

commerce there. Many slaves changed hands in the golden city, as did other beasts of burden or of the hunt. Although Sumara was not Zathiske's largest or richest trade center, the empire took pride in its valued city.

The Sumarans were a body-conscious people; they highly valued cleanliness, health and beauty. Sumara had many bathhouses, gymnasiums and athletic fields, even a great arena where the city's warriors could engage in ritual combat. The city's sanitation system was equally impressive; the Sumarans developed an extensive sewer system that many modern Ghelspad cities would do well to emulate. Much of Sumaran art and sculpture emphasized the idealized human form, and the city's festivals celebrated the body's health and vigor in equally enthusiastic fashion.

The Emperor of Zathiske appointed a satrap to govern the city. The satrap presided over the Council of Patricians, an assembly of high-ranking citizens, decorated military officers and heads of noble households. The Council oversaw all legislative processes, but the satrap – who spoke with the Emperor's authority, at least in theory – had the final say in city affairs. A satrap generally earned his position by proving himself adept at diplomacy, intrigue and mercantile maneuvering; it was not a hereditary post. (Thus, when a satrap died, the Council of Patricians would hastily settle any business it could legitimately resolve without requiring a satrap's approval before his successor's appointment.)



Although the Sumaran people were not notably bellicose, their legions were nonetheless effective. The cultural emphasis on bodily strength and perfection became mandatory requirements for soldiers, who had to remain in excellent fighting condition to earn their pay or pension. A Sumaran footsoldier had to be able to run a mile in heavy armor and still have energy enough to fight; such a standard more than compensated for his lack of aggression. Augmenting the soldier with armor and weapons from the city's armories made him a potent adversary.

Sumara's magical prowess was equally impressive. The city's founders had chosen well, for Mount Chalesh supplied a rich source of natural energy. Sumaran magi luxuriated in the vast power at their disposal – power that enabled them to more effectively train apprentices; devise magical civic improvements, such as street lighting and reliable public fountains; and otherwise improve Sumara's glory. Though not invincible on the magical front, the city-state was among the strongest of Zathiske's cities, maybe even of all Ghelspad.

However, good fortune and mortal magic were nothing compared with the power of the titans – and the gods who fought them.

The Fall

The decades-long Divine War began in 3489 OC. Gods fought and felled titans. Entire races were born and just as quickly extinguished on the blood-soaked plains of battle. For years, the war raged across Scarn, leveling mountains, uprooting forests and burning plains down to the bedrock.

In 3513 OC, Mount Chalesh exploded.

Long before, Sumara magi had cast divinations to determine whether Mount Chalesh remained active, and the answer they consistently received was that the volcano was dormant and would not erupt for a few thousand years. So the Sumaran magi leisurely researched prevention spells and artifacts that would keep the volcano dormant, feeling that there was no urgency. Tragically, their divinations were imperfect; mortal magic could not account for the caprices of both gods and titans. As Scarn was torn and crushed by the Titanswar, the land itself rebelled, including Mount Chalesh.

The erupting volcano unleashed rivers of lava that softened, pressed and threatened Sumara's walls. Yet Sumara might have survived this calamity, were it not for the killing clouds of ash and poisonous gases that descended upon the city and choked and smothered its people as they fled. Guards fell in the streets, mothers died shielding their infants' cradles and horses perished in their stables. After consuming a portion of the city, the lava mercifully cut its path short, but ash and gas claimed the rest, slaying all in less than a single day.

Of course, golden Sumara was hardly the only casualty of the Titanswar. All across the face of Scarn, the conflict sundered the landscape. The lush plains to Sumara's southwest were blasted into sand and dust, expanding the Ukruan Desert. The southern plains boiled, becoming the Sweltering Plains. The Gascars, shorn of nearly all their trees, became twisted and alien. The Broadreach Forest convulsed, feeding on the blood of Mormo, and become the Hornsaw. What was once a green and fertile corner of Ghelspad had become an inhospitable, no-man's land.

A dead city stood silent at the heart of this wasteland – its walls mostly intact, but all signs of life seared away. The dead now populated Sumara: ash-covered skeletons and children's ghosts.

But sometimes, death is not forever.

The Coming of the Seven Pilgrims

For years after its destruction, Sumara was little more than a tomb. The citizens' deaths had tainted the magical energies that had previously nourished the city's mages. The entire city's population had died within a day, and the massive release of life energy amid fear and pain irrevocably tainted the stones. Maddened ghosts struggled against imprisoning cocoons of ash when the full moon rose, and ghouls scabbled at the city walls, trying to break in and feast on what they could find there. It was not a place for any living thing ... but that would change.

Sumara's ruins finally attracted new residents in 8 AV, when seven necromancers and their assembled followers arrived at the dead city. Pacts of cooperation bonded these necromancers, who were driven by a common purpose to explore and harness the potent necromantic forces that lay dormant in the ruins. They described their journey to their followers as one of discovery, an opportunity to research the most esoteric of topics and, most notably, "a pilgrimage of sorts." This is how history remembers these necromancers – the Seven Pilgrims.

They arrived at Sumara dressed in, their profession's somber regalia. They blasted apart the ghouls that attacked them at the gates, sending but few survivors whimpering into the desert. Their reanimated laborers cleared the ash away from streets and buildings, and the necromancers used the ash and "unearthed" corpses as new raw materials. They sent some ghosts to their final rest and bound others to their service. And when they had finally established a base camp, they began their research in earnest.

The city proved to be more beneficial to the necromancers' research and exploration than they'd hoped. They had the remains of an entire city's population at their disposal; though some corpses

The Seven Pilgrims

The seven necromancers, guiding their retinues to Sumara's remains, were not only the city's founders, but also arguably the most knowledgeable and capable necromancers the world has seen since the Titanswar.

- **Barastrondo** was as much master craftsman as wizard. His age's foremost authority on the animation of servitor undead, he could construct anything, from simple skeletons and zombies to complicated undead constructs possessing an almost baroque beauty. His disciples crafted the marrow knights. Historians credit Barastrondo with pioneering the creation of Hollowfaust's ash golems. His motivations for joining the Pilgrims remain obscure, yet he was faithful to their credo of pursuing and sharing knowledge until his death.

- **Ahrmuzda Airat** was a man obsessed with eternal life. He pursued the art of necromancy hoping to discover a way to escape his own mortality. He arrived at Sumara's ruins with a group of disciples he called the "Glivid-Autel," or "Society of Immortals." Airat and his followers, dedicated to exploring every possible option in their search to perfect an ideal form of immortality, studied even vampirism and lichdom. Airat hoped that Sumara's vast necromantic energies would provide him the power he needed to achieve his breakthrough.

- **Taason**, also called Taason the Black, had an unsurpassed command of negative energy and death magic, making him as feared a war-mage as ever lived. He built his reputation during the Titanswar, killing titanspawn (and even human) enemies with but a word. Eyewitness accounts suggest that Taason, given adequate time to prepare, could exterminate entire legions. That he joined the Pilgrims was no surprise; the dark, residual energies coalesced around a city's dead population could not be ignored.

- **Carthylla**, a talented anatomist and physician, used necromantic magic to expand her understanding of the human body and its weaknesses. Although a dedicated follower of the demigod Nemorga, she disliked the notion that healing was a boon bestowed by gods or administered by priests. The most compassionate Pilgrim, she did the most to improve relations between the Council and the refugees. Her initial retinue consisted of her three most promising students and her lover Sarrant, a powerful warrior whose vow to protect her to the death prompted the founding of the Unfailing.

- **Sapheral the Weary**, a high priest of Nemorga (and, perhaps, the most senior priest of his faith at the time) joined the Seven Pilgrims to pursue his deity's calling. Although physically weakened by chronic anemia that even powerful clerical magic failed to cure, Sapheral nonetheless channeled great power in the Gatekeeper's name.

- **Paeridates spoke** with the dead and consulted ghosts to divine the past, present and future. Her wisdom was legendary, and her fellow Pilgrims trusted her words most of all. Learning of Sumara's plight through her magic, she joined the pilgrimage hoping that her magics could somehow ease the suffering of the city's ghosts.

- **Malhadra Demos** mastered the mentalism aspects of necromancy – the ability to affect people's brain and nerves and even their emotions and dreams. Demos joined the other six, motivated by both curiosity and the intention of mastering his shadow magic, fear and nightmare arts.

were unsuitable, the variety of useful materiel was astonishingly abundant. The powerful necromantic energy pulsing through the city offered a near-bottomless wellspring of fuel for the sorcerers' spells and rituals. With the most violent of the restless spirits quelled, the remaining spirits comprised a strong source of information concerning Zathiske and Sumara's glory days. When the Pilgrims discovered that the Gascar Peaks held rich deposits of black onyx – a material with a powerful affinity for necromantic energy – even their most sardonic members admitted Sumara was an ideal locale for their studies. So they settled in deeper, assigning their servants and followers the simple tasks of raising food and excavating more of Sumara's buried treasures. To some, Sumara was becoming their new home, and there was really no reason to leave.

The Arrival of the Refugees

The necromancers explored the dead city undisturbed for several years, digging further under the mountain and into the ruins. Few people willingly braved the hazardous terrain surrounding old Sumara, even to search for Sumara's legendary golden treasures. Rumors that a mighty cabal of necromancers roosted in the dead city further deterred unwelcome visitors. Several Pilgrims were already famous (or infamous) in their homelands, and few adventurous souls were particularly interested in verifying the legends of Taason the Black or Malhadra Demos, Knight of Fear.

Still, some people had no choice but to risk entering the city of the dead.

The tumult immediately following the Titanswar destroyed many cities, towns and villages over the years. The homeless numbered in the thousands – their possessions destroyed in battles between desperate titanspawn and determined soldiers of the divine races. Many people, desperate and destitute, decided to try their luck elsewhere. And so began a minor exodus from the lands that would later become Calastia, as people without roots set out to search for a peaceful place to start their lives over.

Unfortunately, the refugees found few options open to them. To the west lay the Sweltering Plains, where no human could long endure the heat. To the north sprawled the Homsaw Forest, where the refugees quickly learned that the hostile woods could not be tamed.

Perhaps this very lack of options aided the refugees' survival. With only a narrow strip of land offering safe passage, the various families, rogue military units and miscellaneous emigrants found themselves traveling en masse because there was no other option. They also quickly discovered that working together helped them survive the raids of bandits, titanspawn and maddened predators. So the column of refugees grew in size, led by Dunzad Lemartos, a former general who had deserted his post to protect his family. To this day, many Hollowfaust residents call that narrow tract of land between the Hornsaw Forest and the Sweltering Plains "Dunzad's Corridor" in the general's honor.

Eventually, the wanderers approached the Gascar Peaks and not long after that sighted smoke from the necromancers' settlement. The refugees arrived at

Sumara's walls, where the skeletal guardians that manned the gates attacked them. Eventually, the conflict drew the necromancers' attention; they hurried to the gates and witnessed the hardy band defending itself – a group that had obviously braved many such dangers and come very far. Lemartos addressed them humbly but insistently, begging shelter in exchange for whatever tasks the displaced families could perform.

The Seven Pilgrims were quite divided on the issue. Carthylla, Paeridates and Sapheral argued to take in the refugees, citing reasons both compassionate and practical: living beings grow food and create needed goods. Barastrondo, Taason and Demos argued against the idea, fearing that the proposal would drain their resources and time. Besides, they pointed out without qualm, the persecution of ignorant people was what drove the necromancers to Sumara in the first place. (Airat, for his part, was eager to accept the refugees – as living test subjects and sources of raw materials. Neither faction was willing to countenance his perspective.)

The debate raged for several days, during which time the refugees huddled outside the city's gates. Finally, Demos relented, agreeing that, with careful management, a civilian population might be well worth the trouble. (Later historians suggest his reversal hinged on the fact that furthering his art required the close proximity of living people. Others counter, citing evidence that Demos had romantic designs on Carthylla and that, by "letting her compassionate arguments sway him," he would, he hoped, endear





himself to her. The truth, as always, lies somewhere in between.) Bowing to the majority, the Seven Pilgrims opened the gates and let the desperate people inside. Thus, Sumara once again had a population, though only the merest fraction of that of its golden years.

The First Siege

The settlers and the necromancers' mettle was soon thereafter sorely tested. There were no human domains near enough to threaten the newly re-settled Sumara, and few of the divine races could survive the trek across the Ukrudan Desert or the Sweltering Plains. So the threat was far from human. Somehow, the sutak of the Ukrudan, a rigidly martial race of fiery titanspawn, learned of a new human settlement near their territory. In 16 AV, fueled by their hatred for their creator's slayers and the weaklings who worshiped said gods, the sutak organized into a massive army and marched against Sumara.

Thus began the Great Siege. It almost proved disastrous. The Seven Pilgrims were scholars, first and foremost – not warmasters. Although they were powerful necro-

mancers, only Taason and Demos had any knowledge of war magic. The others used their spells in a largely supportive role, augmenting the legions of undead and the hastily mustered peasant levy. The necromancers relied upon Dunzad Lemartos as their strategist and tactician, but the sutak had many equally skilled officers. The sutak weakened the outer walls, destroyed legions of undead defenders and slew many humans who marched forth to oppose them before the siege ended.

Ultimately, though, the necromancers' forces prevailed. Though the sutak included fire-wizards and metal-sorcerers among their number, they lacked spellcasters of the Seven Pilgrims' caliber, and the tide of battle shifted. Although the attackers had the numbers and morale necessary to vanquish the skeletal rank-and-file, the sutak could not overcome the dreaded ash golems.

The final blow fell on the fourth day of the siege, when the sutak's champions and wizards rushed the gates. Sarrant, leading an elite force, answered that challenge.

Sarrant, Carhylla's bodyguard and lover, was unquestionably the greatest warrior among Sumara's defenders. Some say that, born with the mark of a wizard, Sarrant instead turned his talent inward, eschewing magic to master his martial skills. The true extent of his legendary power was revealed during the last hours of the siege, when he slew the sutak general in hand-to-hand combat. Then, to the astonishment of all, Sarrant lifted the general's corpse, rent it in two with his bare hands and drew it onto his body like a suit of armor. Thus clad in the

The Sutak

Sutak are a heat-resistant race of beast-headed humanoids that worship the titan Thulkas, Father of Fire. They are lawful and highly militant, excelling at the arts of war. For full details on the sutak, see *Creature Collection II: Dark Menagerie*

corpse of the sutak's leader, he marched from under the gates into full view of the invading hordes. And the sutak, seeing the ignominious fate of their greatest warrior, broke ranks and fled.

Thus ended the Great Siege, which would only later come to be known as the "First Siege."

When the survivors had harvested the last of the battlefield's corpses, the people began to rebuild their city. The necromancers slowly accepted the fact that their settlement was no longer merely a refugee camp. To guarantee victory should the sutak return, the Seven Pilgrims decided to maximize their use of the land's resources, so that the people in their care could be as much help as possible. Maximizing those resources required organization. And so the Seven Pilgrims, having escaped the civilizations of their birth, found that civilization had come to them – and that they were its *de facto* lords.

The Birth of Hollowfaust

The Great Siege had proven that the Seven Pilgrims' magic only barely compensated for the settlement's lack of organization. Although several necromancers only wanted to return to their studies, they realized that, unless they attended to their mortal charges, any future assault would likely destroy the city and end their research altogether. So for three years, the Pilgrims, their followers and civilian advisors from the refugee settlement devoted their time to codifying laws, setting various civic projects in motion, working out a potential hierarchy and animating replacements for the undead forces lost during the Great Siege. Finally, in 20 AV, the newly christened Sovereign Council redrew the borders of old Sumara and proclaimed the formation of the Free City-State of Hollowfaust (a name referring to the "faust," or volcano – the city's most geographically and historically prominent feature).

The charter of government made the Sovereign Council the official lawmaking body in Hollowfaust. The Council, in turn, would include the heads of the seven High Guilds – by default, those of the Seven Pilgrims. The charter formally set the civilian quarter apart from the Underfaust and assigned the actual day-to-day government of the Civilian Quarter to the office of the High Magistrate. Dunzad Lemartos took office as the first High Magistrate, the Sovereign Council withdrew to the Underfaust to pursue its research and Hollowfaust began its rise to prominence.

Exile of the Renegades

Hollowfaust then faced its first, serious domestic issue. More than a mere scandal, it was nothing less than high treason. For years, grim rumors circulated concerning Ahrmuzda Airat and his Society of Immortals' dark practices and Taason and his followers'

sociopathic tendencies. In 27 AV, the rumors were proven true.

Since the city-state's founding, Taason had openly dedicated himself to rooting out its enemies and had executed several necromancers who, he alleged, had proven gruesomely incapable of responsibly governing and protecting the citizenry. Things came to a head when Taason presented evidence that one of his own Disciples of the Abyss, Baryoi, had abused the powers of his post. Taason promptly executed Baryoi and claimed the body.

However, Baryoi's reputation painted him as someone temperate and logical. When Carthylla and Demos reviewed the evidence of Baryoi's crimes more thoroughly, they discovered that some of it had been falsified and the rest was traceable to members of the Society of Immortals. Over the next several days, the Sovereign Council (excluding Airat and Taason) quietly dug deeper and discovered a complicated web of murderous crimes – the work of Airat, Taason and many of their followers. When the Sovereign Council burst into Airat's laboratory to confront him and demand an explanation, they found the two renegade Council members preparing to destroy Baryoi, whom they had resurrected in one of their dark experiments. The two were subdued until the Council could decide how to proceed.

The inquest took several weeks, and the findings were grim. Taason had apparently lost the greater portion of his sanity over the years, and Ahrmuzda Airat was evidently all too willing to sacrifice anything and anyone to achieve his goal of immortality. Worse, fully half of the Disciples of the Abyss were implicated in Taason's murderous schemes, and the entire Society of Immortals was as morally bankrupt and culpable as its founder.

The Council recognized that enforcing the law to its fullest would lead to great internal strife, especially jeopardizing their rapport with the citizenry. How could the civilian population trust protectors who executed more than a full seventh of the Guilds-men at once? The Sovereign Council first ensured that the full account of the renegades' crimes would never be made public; to this day, only a few Guilds-men know the true extent of the murders, tortures and blasphemies that occurred in the Underfaust.

The Council publicly announced that Ahrmuzda Airat and Taason were guilty of numerous, unnamed crimes; in light of their great contributions to the city-state, however, they would receive mercy and simply suffer banishment. Because corruption ran so deeply within the Society of Immortals, the entire Guild shared its founder's fate. The Disciples of the Abyss fared better, as roughly half its membership did not participate in its founder's schemes. Airat accepted the ruling without quarrel, afraid as he was of an untimely death at an executioner's hands. Taason

protested, but stopped short of testing his powers against the combined might of the other Council members. So, stripped of their most potent artifacts and spellbooks containing their most powerful spells, the renegades were expelled from Hollowfaust.

With Airat and Taason gone, the Sovereign Council was deeply weakened. The resurrected Baryoi took Taason's place, leading the remaining Disciples of the Abyss and filling the sixth chair. However, with Glivid-Autel entirely gone, the seventh chair was not easily filled. After two days of debate, Sarrant the Unfailing agreed to assume the seventh seat until the Council found a more suitable replacement.

The Second Siege

Hollowfaust had fortified its defenses since the Great Siege to repel future sutak assaults, but the next threat did not come from the Ukrudan. Instead, it was born in the Hornsaw Forest's twisted heart.

Following their exile from Hollowfaust, the renegades had established a permanent domain within the Hornsaw's borders, which they named, rather uncreatively, "Glivid-Autel." Even given the renegades' potent magic, their survival within the Hornsaw was no easy task. The forest held innumerable and imminent dangers, and the renegades soon realized that they could not resolve every conflict using force. In 30 AV, the renegades initiated negotiations with nothing less than a high gorgon cabal called the Torn Womb.

By most historians' reckoning, the parley must have been intense. Like the rest of their race, the Torn Womb had no love for the divine races, and this particular cabal was one of the strongest within the forest. However, the always-shrewd Ahrmuzda Airat deflected the gorgons' bloodlust away from Glivid-Autel. The gorgons, he argued, made good allies, as they were too dangerous to consider adversaries. Far better to redirect their bloodlust and set them against the nearest major human settlement.

Which was, of course, Hollowfaust.

The renegades told the high gorgons almost all they knew about the city's defenses and reassured the titanspawn that, with the absence of the "two mightiest necromancers," Hollowfaust would easily fall to an army of sufficient size. If the Torn Womb could take the prize, it would obtain enough magical knowledge to make itself the preeminent cabal of its race and slaughter humans to its heart's content.

The high gorgons accepted the challenge. For a year, they mustered their forces, both recruiting titan-worshipping human cultists and marshalling their subhuman, magically bred servitors. Then, in 31 AV, they marched on Hollowfaust, beginning the Second Siege.

Unlike the sutak's well-organized army, the gorgons' forces were utterly barbaric and savage. Lacking a clear chain of command, the horde was divided into "packs" of 7 to 20, each pack led by a "packmaster" of greater rank within the cult. The packmasters, chosen for their stability and charisma and not their ferocity, received a more thorough briefing on what to expect from the necromancers and a review of the events surrounding the First Siege. The packs' savagery tempered with guidance, the high gorgons believed, would serve them where the sutak's discipline had failed.

The Fate of the Glivid-Autel

When Taason, Ahrmuzda Airat, their followers and the siege's survivors vanished into the Hornsaw, the Hollowfaust's necromancers hoped they'd seen the last of their renegade colleagues. They continue to hope, but know another conflict is inevitable. To this day, the Sovereign Council stays abreast of any rumors surrounding Glivid-Autel, preparing for the renegades' retaliatory strike.

Recently, the Guildsmen learned that someone calling himself "Credas the Necrotic King" now rules Glivid-Autel, which has sent ripples of consternation through the Sovereign Council. The Council remembers Credas as one of the Society of Immortals' lesser apprentices – many ranks removed from being Airat's successor. The Council suspects a deception of some sort and wishes to investigate the matter more closely, but has not yet located anyone skilled enough to survive such a venture, let alone expendable enough so that, should they fail, they won't be missed.

However, Airat and Taason's arrogant assumption that Hollowfaust would be critically weakened without them was a costly error. The Great Siege and the renegades' subsequent treason had motivated the Council to assume a policy of constant watchfulness. Divinations, originally meant to chart the next sutak assault, instead drew the necromancers' attention to the Torn Womb's army. By the time the savage horde howled out of the Hornsaw, Hollowfaust had readied its armies.

Hollowfaust met the motley army's charge with a legion of reanimated sutak: veterans of the First Siege now bent to Hollowfaust's service, which terrified the superstitious packmasters. The enemy faltered, and the initial charge broke, driven back as the Sowers of Fear cast their nightmare magics into the heart of the massed attackers.

With the initial assault broken, the invaders could not make headway. Hollowfaust's engineers had sealed the route through the abandoned portion of Sumara with the newly erected Inner Wall, and ash golems patrolled the sewers. The high gorgons, forced to use their magic in an active role much sooner than they had anticipated, became Hollowfaust's chief targets. Within a week, the Second Siege had collapsed, and what was left of the Torn Womb and its followers limped back into the Hornsaw.

Of course Hollowfaust had suffered losses, as well. Many of its young soldiers had fallen in battle, as had several Guildsmen. The Second Siege's most keenly felt loss, though, was Paeridates, the foremost diviner among the Seven Pilgrims. In the weeks preceding the siege, Paeridates had stretched her skills to their limits to discern as much as she could about the unknown threat her spirits had spoken of. Overly taxed by her efforts, she nonetheless continued to call on spirits and conduct divinations during the Siege, which was her undoing. When summoning a powerful Sumaran general's ghost, her will finally gave out, and the ghost's power aged her to her death. She was buried at the end of the siege, when her successors would have time to properly mourn her.

A Few Years of Peace

With the end of the Second Siege, Hollowfaust secured time enough for peaceful endeavors. Of course, many such endeavors involved rebuilding and replanting what was lost during the siege, but the bloodshed was ended for a time.

Those Disciples of the Abyss who hadn't commiserated with Taason spent much of their time, while under heavy surveillance, trying to shed the unwholesome reputation their founder had left them. Tension among the six remaining High Guilds was high, and very few new laws were passed. Sarrant's presence on the Council didn't help matters; the devoted bodyguard spent most of his time teaching his techniques to a few select pupils, and many observers thought him too favorable to Carhylla's agendas.

Skeletal laborers, working tirelessly, extended the road leading to Hollowfaust to the west, cleaning and repairing an old road between the Gascars and what was once the Ukrudan Plains. The first merchants to leave Hollowfaust to sell their wares in Darakeene encountered mixed reactions, and the first traders to visit Hollowfaust almost fled the city in fear. Nonetheless, tentative connections had been established, and the outside world at least knew where Hollowfaust was – even if stories didn't paint it as an ideal place to visit.

As Hollowfaust's reputation began to spread, the city attracted new emigres. Many people, like the original wave of refugees, were desperate for a stable, lawful home. A few people were spiritual heirs to the Seven Pilgrims: spellcasters, particularly necroman-

cers, intrigued by the prospect of studying the ruined city and eager to study under the original necromancers who had tamed the city and whose sorcery turned away invading hordes. Although the Sovereign Council proceeded cautiously in their inductions following the Taason/Airat debacle, they discovered many promising applicants with much to offer the High Guilds.

Of these applicants, the most remarkable was Yllamere, a pale-haired beauty from Lageni. Yllamere, a mistress of song magic, had near-legendary talent. By some accounts, here achievements included singing a fevered firewack dragon to sleep, comforting inn-wights so that they might gain the peace necessary to pass on and enticing a pack of ferals to slay themselves in search of release. She would neither confirm nor deny these tales and would not tell her own story; she maintained that her task was to sing the stories of fallen heroes and tragic lovers – those who could not relate their own tales.

She arrived at the First Gate with a small retinue of followers: some wizards, sorcerers and bards – all musicians – who had hoped to gain inspiration or an education through the association. By all accounts, she charmed the Sovereign Council with her reverent interest in immortalizing the fallen and by demonstrating a remarkable knowledge of magical dirges, requiems and chants. (Her incomparable voice and great beauty only enhanced her appealing intellectual qualities.) Inducted almost immediately into the High Guilds after their arrival in 40 AV, Yllamere and her followers won the honor of High Guild status in their own discipline two years later, calling themselves the Chorus of the Banshee. Yllamere assumed the Sovereign Council's seventh chair, which greatly pleased the Council, which felt it had finally gained a "true" seventh member. Sarrant willingly abdicated his responsibility to the Council and established a formal school for the Unfailing.

A few years after the Chorus of the Banshee's induction, the Council lost another of its original members. Carhylla the Healer, though still remarkably strong for her age, stepped down from the Council in 54 AV, leaving the Anatomist's Guild in the hands of her greatest student.

Hollowfaust's mortal military also swelled in size. The Guildsmen brought forth coffers of gold reclaimed from the Sumaran ruins and dispatched word that professional fighting men and women would have a well-paid place in the city. Hollowfaust's remote location and fell reputation dissuaded many mercenaries, but attracted those few interested in a secure job far from the most war-ravaged lands. After all, the mercenaries reasoned, a place so isolated and remote was unlikely to see many wars. Lemartos' son, Hyrikk, took the most talented swords-for-hire under his tutelage, organizing them into what would become the elite Stygian Guard regiment.

Meanwhile, the Guildsmen pursued their various specialties. Many necromancers explored the outside world, securing news, further magical knowledge and the corpses of powerful beasts. The High Guilds began doing a brisk trade in body parts, paying huntsmen and mercenaries generous sums for the skeletons or corpses of Ghelspad's more exotic and dangerous creatures.

But these peaceful years also witnessed the passage of two of the Seven Pilgrims. Sapheral the Weary finally succumbed to his body's weaknesses in 56 AV, leaving his underpriests detailed instructions about his successor's appointment. Like all of Nemorga's priests, Sapheral did not use magic to extend his life, giving the god his due, and reputedly died praying, grateful for death's release. Later, in 68 AV, Carthylla died peacefully in her sleep and was interred with all honors in the Underfaust. Her faithful Sarrant joined her in death, lying down beside her in her tomb and quietly expiring, thus ending a love story that is remembered even today in song and story in Hollowfaust and beyond.

The Third Siege

Peace, in the Scarred Lands, rarely lasts forever. In particular, the Ukrudan's sutak, still stinging from their defeat a half-century before, had spent the intervening time replenishing their strength. In 72 AV, the sutak, their numbers boosted to invasion levels, boiled out of the desert a second time against Hollowfaust.

The sutak gave every appearance of having learned from their previous effort. The sutak army was twice the size of the force that conducted the First Siege, and their officers had created a tighter chain of command. Their alchemist-engineers had prepared cunning siege engines and magics that would take the sutak over Hollowfaust's wall or breach it altogether. Had the sutak been facing the Hollowfaust that existed at the time of the First or even Second Siege, they would have won.

But the necromancers had had more than 40 years since the Second Siege to rebuild and expand their forces, and they too had used the time well.

Once again, the undead legions marched forth and, with sufficient numbers, stymied the greater body of sutak troops. Strangely animated siege engines flung bone javelins with preternatural accuracy at the sutak conjurers who tried to fly over the walls. The Stygian Guard tested itself for the first time against Hollowfaust's enemies and was not found wanting. So the sutak – rallied around an army that could have easily crushed lesser cities – were repelled and dispersed once again.

Although some non-Hollowfaust historians contend that the Third Siege cost the least in terms of casualties, Guildsmen themselves make no such claims. The Third Siege cost the Sovereign Council dearly, as the battle took the life of master craftsman and animator Barastrondo. The Animator's Society leader had taken the field in person, moving among his pet siege engines, the osseous calabrae, to ensure their continued and optimal operation. To his misfortune, three potent sutak conjurers leading a charge on the wall blasted him with repeated spells of nullification, canceling not only the magics he used to amplify his creations' abilities, but also the wards preserving him from attack. While the necromancer struggled to recast his protections, the sutak magically pulled him from the wall, where he died under the invaders' swords. The necromancers fought valiantly to recover his mutilated body, and his Guild restored it to perfect wholeness before laying their founder to rest. Of the Seven Pilgrims, only two remained.

Growth

Success from the Third Siege bought Hollowfaust several years of peace, which it spent rebuilding what was damaged or destroyed and growing larger still. More than 50 years passed, and the city-state's population became even healthier. Although Hollowfaust was far from a thriving trade center, word continued to spread that the reclusive city-state offered remarkable products for trade and had ample gold to spend on grain, beer, horses and other goods. Those traders who safely crossed the road to and from Hollowfaust found the rewards well worth their troubles; remarkably, many traders began making annual visits.

During these years, bands of vagabonds, mercenaries and treasure-hunters (who preferred the euphemistic term "adventurers") recognized the value of Hollowfaust as a way-station and base camp from which to mount expeditions into the Ukrudan Desert, Hornsaw Forest and Gascar Peaks. Many of these bands fared poorly and never returned from their ambitious explorations; some adventurers never left at all, foolishly assuming that the local laws didn't apply to them. But the successful bands profited greatly, particularly by selling the carcasses of their more exotic kills and the information they'd gained to Guildsmen. Some inspired Hollowfausters even mimicked the adventurers' success, forming bands of their own to seek knowledge, magic and wealth in the surrounding lands. The sages of the Scarred Lands owe much to these intrepid bands of adventurers who have collected vital information on the Ukrudan and the Hornsaw and their residents, such as the asaathhi. The tradition continues to the present.

The Fourth Siege

Of course, the same 50 years that allowed Hollowfaust to grow benefited its enemies as well. In 126 AV, Hollowfaust faced a revitalized attacking force once again. Once more, the sutak roared out of the Ukrudan to make war on Hollowfaust. This time, however, they were at their most dangerous, calling themselves the Hentakht Pherakkht – the Army of Pherakka.

Never before had one leader commanded such loyalty and confidence from his troops, but Pherakka was in many ways a paragon among sutak war leaders. Though Pherakka was as charismatic a commander as his predecessors were, what made him truly dangerous was his status as a fire warlock, with power far greater than any sutak before him. Pherakka could incinerate entire skeletal legions at once, as he proved during the first few days of the siege. With an accompanying cadre of lesser fire-wizards assisting his spells and dispelling the magics hurled at him, Pherakka cut a swath through Hollowfaust's defenders.

Complicating matters, the High Guilds' most senior members had sequestered themselves away from the siege. Not even their apprentices could say for certain where they'd gone. But when the sounds of battle lulled in the night, some people swore they heard chanting sounds drifting down from the volcano's crater far above.

The battle itself was vicious, as neither camp relented. Legion after legion of undead soldiers was thrown at the sutak, destroying only a portion of the

invaders' forces before Pherakka's magic demolished them. The bone siege engines slew many sutak but were in the end blasted from the walls. A few sutak squads, aided by magic, actually crossed the Outer Wall and reached the streets of the Civilian Quarter before being cut down by the Stygian Guard, who remained within the walls to protect the population. Hollowfaust's defenders could do little more than hold the walls and stymie Pherakka's most audacious gambits; for once, it seemed as though the city of the dead would not outlast its enemy.

On the seventh day, though, the necromancers unleashed their newest and most terrifying weapon. From the calderas emerged a massive dragon – a bone-and-sinew creature lashed together and fortified with the necromancers' strongest spells. They called it the Bonewrack Dragon, and its initial attack threw the sutak into disarray. As it wheeled about, the city's defenders organized a desperate countercharge, which launched itself into the sutak army, the Bonewrack acting as the spearhead. Pherakka's magic finally failed him; he could do little more than badly sear the Bonewrack before the monstrous undead dragon blasted the life from Pherakka's body.

Once more the surviving sutak fled into the desert – regrettably leaving Pherakka's corpse behind. The sutak wizard-general's bones are now in the Sovereign Council's keeping; a low rumor says the Council summons Pherakka's spirit from time to time, working arcane torments on his ghost to exact revenge for all the lives lost during the Fourth Siege.



The Present

Today, Hollowfaust is as strong as ever, but so are those agencies that may yet prove to be its enemies. To the southeast, the Calastian Hegemony grows in strength and size, and its covetous wizards surely wish to claim Hollowfaust's secrets as their own. To the west across the Ukrudan Desert lies Dunahnae, and when the chardunite nation decides to go on a campaign of conquest for its god, Hollowfaust may well prove a target of proximity and opportunity. The sutak still inhabit the Ukrudan and may be rebuilding their forces to stage an assault to surpass all those that have come before. Glivid-Autel still lurks in the Hornsaw Forest and nurses its wounds, thirsting for revenge. Surrounded by unfriendly nations, except for nearby Lokil – itself not the mightiest of martial lands – Hollowfaust may find its self-reliance tested to its limits in coming years. Many sages hope that the city-state can hold on, for the sake of all Ghelspad; if Hollowfaust's enemies take the city-state and add its necromantic might to their own, who then could stand before such ill-directed power?

Hollowfaust Timeline

- 3085 OC – Founding of Sumara.
 3489 OC – Beginning of the Titanswar.
 3513 OC – Destruction of Sumara.
 3529 OC – Titanswar ends.
 8 AV – The Seven Pilgrims arrive at the ruined city of Sumara.
 15 AV – Refugees from southeastern Ghelspad arrive at the ruined city, seeking sanctuary within its walls. After lengthy deliberations, the necromancers agree to shelter the refugees in exchange for their services.
 16 AV – The sutak mount the Great (later "First") Siege, but are defeated and driven back into the Ukrudan Desert.
 20 AV – The burgeoning refugee population and their necromantic overseers formally unite as the Free City-State of Hollowfaust. The Sovereign Council forms the official body of government and the agreed-upon code of laws go into immediate effect.
 27 AV – Airat and Taason are banished from the city, along with the entire Glivid-Autel and almost half of Taason's followers.
 31 AV – A cult army of humans, demihumans and sub-men led by high gorgons mount the Second Siege from the Hornsaw Forest.
 42 AV – The Council accepts Yllamere and her followers as the seventh High Guild, the Chorus of the Banshee. Yllamere takes the seventh chair on the Sovereign Council.
 72 AV – Another sutak army mounts the Third Siege.
 126 AV – The largest sutak army yet, led by Pherakka the Incarnadine, mounts the Fourth Siege. The siege lasts for seven days, until the necromancers fully activate their Bonewrack Dragon, which leads the countercharge that breaks the sutak army.
 150 AV – Charduni Prince Dzurrad Hurathi-Chardun arrives with carts of gold, metal and weapons, demanding instruction in the necromantic arts. Present day.

Chapter Two:

The City

*"Soldiers a-marching, time to run
Ashes a-falling, goodbye sun
Gray as stone, white as bone,
Black as a black snake,
Now we're home!"*

– Children's rhyme from Hollowfaust

At first glance, Hollowfaust appears grim. Its black walls, devoid of banners or ornamentation, squat solidly at a scarred volcano's base. Two-thirds of the city stands empty, the eerie silence broken by the occasional clatter of a skeletal soldier patrol. Bare gray stone, the building material of choice, is only rarely painted with another hue. The citizens dress in somber colors: sometimes black, sometimes a bleached white but most often shades of gray with the occasional splash of color that seems bright in comparison.

But Hollowfaust, the city-state of undeath, is the largest city of the living in the Gascar Peaks. During festivals, its streets echo with music; in times of strife, battle cries and metal ringing against metal set the surrounding stones vibrating with anticipation. Though no Utopia, by the harsh standards of the Scarred Lands, Hollowfaust is as successful as any settlement can expect to be. The city serves as a bastion of grim hope; its citizens may have resigned themselves to living constantly in death's presence, but they do what it takes to hold onto life for as long as they can.

Hollowfaust at a Glance

Hollowfaust sits at the base of the volcano commonly called Vangal's Throne ("Mount Chalesh" or "the faust" to its residents), on the southernmost end of the Gaspar Peaks. Mountains surround the city to the north, turning to rolling foothills to the south. The volcano itself is quiescent; four great black obelisks covered with runes stand at the four cardinal points around the crater's rim; they form the focus of powerful spells meant to prevent the volcano from erupting again. A wide trade road winds through the hills from the east, skirting the edges of the Hornsaw Forest; the city's "conscripted" workers maintain a 10-mile stretch of this road immediately outside Hollowfaust.

A circular outer wall of great height and thickness encircles the city. Just beyond the wall lie some cultivated fields and vineyards, although these agricultural areas use less space than would the fields surrounding more agrarian cities. Sumara's ruins are quite extensive, but the citizenry currently occupies about a third of the area, as Hollowfaust's present population is significantly lower than that of Sumara at its height. For safety's sake the people concentrate their settlements in the southeastern portion of the city, near the Guildsmen's entrance to the Underfaust.

The buildings themselves once gleamed brightly under the sun, but the flood of volcanic ash and soot indelibly stained them a dark gray. Only the occasional banner or awning of reds, indigos, pale yellows or purples break the near-monochromatic gray landscape. Many citizens wear similarly bland colors; the fine layer of ash that occasionally stirs ruins brighter garments all too quickly.

Two great walls and the slopes of Vangal's Throne define Hollowfaust's populated area. The Outer Wall runs almost completely around the perimeter of old Sumara, interrupted only by the volcano's slopes. Two main gates allow passage through the Outer Wall. The northernmost gate opens onto the Ghosts' Quarter, and massive chunks of stone currently block it from within to deter besiegers from gaining rear entry into Hollowfaust. Blackshields, wearing chain-and-plate carved with the city-state's coat of arms, guard the First Gate – the only working entrance into Hollowfaust.

The sprawling keep that crouches at the mountain's base contains the only known passage into the Underfaust, informally called the "Third Gate" by Hollowfaust's civilians. The keep itself is a massive structure, far exceeding the needs of the guards that reside there, but its intimidating bulk symbolizes the tremendous power that lies, mostly dormant, below the volcano – the power of Hollowfaust's necromancers.



The Walls

Hollowfaust's great walls (the Outer and Inner), 30 feet thick at the base, are highly resistant to even the most powerful engines or siege magic. A 10-cubic-foot wall section has 1,500 hit points and a hardness of 8, making the wall almost unbreachable without magic. The outer surfaces have been magically smoothed (DC 30 to Climb), although the inward-facing walls surrounding the Civilian Quarter are less tricky (DC 20).

A strong garrison of guards defends the Outer Wall, which is augmented by the undead siege engines called osseous calabrae and by monstrous golem-soldiers called the Risen. (For details on both, see the Appendix). However, these obviously inhuman defenders are generally kept out of sight; the calabrae in the towers wait to be called, while two are kept in magical stasis in the First Gate itself.

There are only two passages through the Outer Wall. The southern gate connects the Civilian Quarter with the road to the south and is called the "First Gate." The northern gate, blocked with tightly packed rubble, is often called "the Dead Gate." A human guard patrol walks the Outer Wall's length regularly, and each tower possesses a small undead force ready for deployment. The vast majority of the guards patrol the section of the Outer Wall guarding the Civilian Quarter.

Civic planners constructed the Inner Wall after Hollowfaust was settled, duplicating the Outer Wall's solid construction. A smaller contingent of guards patrols this wall. The Inner Wall's only passage, the Second Gate, leads to the Ghosts' Quarter and is guarded by a single Risen in times of trouble. Given the Risen's inhuman strength, one is sufficient.

Regional Overview

Inhospitable terrain surrounds Hollowfaust, so the presence of a stable and prosperous city seems nothing short of miraculous. Mount Chalesh's eruption may have destroyed Sumara, but its preserving and fertile ash kept the mountain's base habitable even after the horrific destruction wrought by the Titanswar. Living things thrive in the areas immediately abutting the mountain, but the lands beyond are barren in all directions. From the titan-smashed Gascar Peaks in the north to the Festering Fields in the south and from the Ukrudan Desert in the west to the horrifying Hornsaw Forest in the east, the land, though corrupt, supports a kind of life. As that life

flourishes and strengthens its foothold, Hollowfaust's necromancers are exploring and reclaiming these lost territories, hoping that the lands, with cultivation and management, might renew themselves and attain their former glory.

GascarPeaks

North of Hollowfaust lie the Gascar Peaks, a mountain chain devastated by the Titanswar. Nearly impassable, the mountains provide a secure northern border to Hollowfaust. Murrur Pass, the only passage through the mountains, is treacherous even in good weather. The mountain's relative inaccessibility means they have remained virtually unexplored since the Titanswar; that lost secrets and treasures may await discovery makes some necromancers eager to explore the range. Older necromancers discourage such foolhardiness, noting plenty of more pressing matters that demands the wizards' attentions. But after two decades of peace, younger mages grow vehement about the issue. No formal Guild party has yet explored the peaks, but that condition may change once the strained relations with the Heteronomy of Virduk and New Venir are resolved.

More important than the Gascars' gross geography, however, are their rich deposits of black onyx, a stone necessary for much of the necromancers' magics. Much of the citizenry makes its living mining the onyx in nearby and accessible regions, but shortages might force a search for alternative mining sites and provide a suitable opportunity for a new generation to sate its aspiration for exploration.

A few dwarven settlements carve out a rough existence in the northern Gascars, but virtually no sentient life inhabits the mountains immediately surrounding Hollowfaust, except three or four scattered barbarian tribes collectively known as the Davaka ("stone people," in their dialect). These barbarians, without using horses or wheeled conveyances, move through the Gascars rough terrain with comparative ease. The Davaka keep well clear of Hollowfaust's operations, seeing its walking dead as taboo – things that must be avoided. Even so, the occasional exile or wanderlust-stricken youth finds his way south to the City of the Necromancers, where their interactions with the locals are always ... interesting.

Ukaidan Desert

West of Hollowfaust lies an area that might just be the most blighted region in all the Scarred Lands. Before the Titanswar, the Ukrudan Desert – long ago scorched into barrenness by Thulkas, the fiery titan – was only half its current size; fertile plains comprised the eastern half of the area. The Titanswar finished the job Thulkas started, doubling the Ukrudan's size and somehow making the land more hellish than it once was.

Despite the fact that deserts, though popularly viewed as inhospitable, normally harbor rich and diverse biological communities, this is not so in the Ukrudan. Nearly all living things – from the smallest insect to the largest herbivore – and even succulent plants (such as those found in the desert of Onn) have been annihilated. Precious little lives here, and even less grows. Because it is a land unable to support life, those unfortunate souls forced to inhabit it need both magic and a hard, bitter outlook just to survive. So it is especially astonishing that *two* humanoid races manage to endure the Ukrudan Desert. Their stubborn persistence makes a wondrous tale, titanspawn though they are.

Sutak

The sutak, malevolent beasts devoted to the fallen titan Thulkas, populate the Ukrudan's outer reaches. Horrific in appearance, the sutak have divided themselves into clans that battle at a moment's notice, thus strengthening themselves for when they fall upon and crush the few godspawn who trespass on their territories. Thulkas bestowed a measure of his power on his children, which has helped them survive such inhospitable conditions. However, even sutak have to eat. As such they periodically raid humanoid settlements that border the desert to supplement their diet (which usually consists of food scrounged from underground caverns) and to obtain a few meager luxuries. Most such settlements have little to offer, so the sutak lead a spare, impoverished and militaristic life. Which explains why the sutak cast their hungry eyes toward Hollowfaust.

Some historians claim that the sutak laid siege to Hollowfaust because a human presence so near their territories offended them, which is true. But it is also true that Hollowfaust's flourishing abundance, whose like cannot be found in the burning sands sacred to Thulkas, tempts the ravenous desert dwellers. While the sutak's ultimate designs vacillate between destruction and enrichment (if indeed they can be said to have any design at all), one thing is clear: their assaults on Hollowfaust will continue, no matter the cost. To the sutak, they must extinguish the blight that dishonors their fallen lord, and their harsh desert home offers precious few alternatives.

Asaatthi

Like the sutak, the asaathli survive the Ukrudan through a combination of magic and guile. Unlike the sutak, however, the snake men need not resort to raids to supplement their arcane energies; indeed, their magics have transformed their desert settlements into veritable oases (as compared to sutak camps). The asaathli and the sutak do not share territory; Thulkas' children favor the desert's borders, while the asaathli prefer the land's blasted, lifeless heart. This does not however imply a peace-

ful symbiosis. The sutak's fiery nature and the asaathli's battle magics cannot harmoniously coexist, so they gleefully fight one another as ferociously as they would invaders from beyond the desert's boundaries.

Hollowfaust's Death Energies

Though the city's necromantic energies have dissipated slightly over time, as the necromancers draw upon them for projects and as vibrant life and growth returned to the area, Hollowfaust still resonates with death's essence. This still-potent concentration of death energy engenders several unusual effects *only* within the city's walls:

- The DC of saving throws against necromantic spells or effects cast is increased by 2.
- Anyone casting the spell *speak with dead* must make a Will saving throw (DC 18) or be overwhelmed by the cries of the spirits that yet linger. PCs failing their saving throws are *stunned* for a round and considered *shaken* for 10 to 60 minutes afterward.
 - All free-willed undead (ghouls, wraiths and so on) count as though they were one hit die greater when, for example, clerics attempt to turn or rebuke them (e.g., a d10 becomes d12).
 - All healing spells cure one hit point less than they normally would; a *cure light wounds* spell would cure 1d8 points of damage +1 point per caster level after the first, a *cure minor wounds* orison would have no effect whatsoever and so on.

However, the powerful energies coursing through Hollowfaust have had one beneficial side effect: a greater percentage of children born here have an aptitude for using magic than anywhere else. Not all of these children are well suited to tread the necromancer's path (or that of any other wizard); instead, many turn their talents inward and pursue the arts of the Unfailing or the shade-touched.

Though the asaathli's desert presence has had little effect on Hollowfaust, these serpent men might yet become major players in the necromantic city's future. They have dispatched runners throughout the desert and into neighboring regions, searching for ancient holdings and clues that will help them resurrect their fallen creator. That their gaze is drawn to Hollowfaust is no surprise. Though they would never foolishly mount a direct assault against the city, the asaathli nonetheless covet Hollowfaust's magical secrets. After all, if necromancers can so easily manipulate the dead, they might have some insight into rejuvenating a titan.

Trade Routes

Most humanoid/titanspawn interactions occur along the trade routes leading to Darakeene. Hollowfaust currently enjoys fairly amicable relations with that northern nation and imports a variety of foodstuffs, precious metals (notably silver), horses and mundane items from Darakeene in exchange for glassware, maidenshair ivy, coldweave, necromantic curiosities and goods from eastern nations. However, since the Ukrudan Desert extends to the foot of the Gascar Peaks, trade caravans must inevitably traverse the northern edge of the desert to travel between Hollowfaust and Darakeene, which means that sutak raids remain a persistent problem for travelers moving in both directions. In fact, the titanspawn represent the greatest threat to trade relations between the two regions. Nonetheless, the growing threat of Dunahnae and disturbing rumors suggesting an alliance between that nation and Calastia have strengthened ties between the necropolis and its northern neighbor.

The Chaos Cabals

A cabal of sorcerers that worshiped Thulkas as the King of Runes and strove to emulate his destructive power once made the Ukrudan its home. This degenerate warlock community chose the Ukrudan Desert to be as near as possible to their lord and master's favored realm. The cult stressed a bizarre philosophy encompassing both fire and darkness: the highest level of enlightenment, so their doctrine held, would bestow an understanding of the most primal runes of creation – of the chaos from which the universe was made. By fully understanding this chaos and darkness and the runes that governed the world's creation, the Chaos Cabal wizards could attain the power of near-titans themselves, or so the tenets of their faith alleged.

However, during the Titanswar, dwarven armies from as far away as Burok Torn besieged the sorcerers. The dwarves withstood the sorcerer's powerful runic magic and tore apart all the cabal's holdings, carrying off the sorcerers' runic magic for their own use. Dwarven tales of the Titanswar say that Ervithion, the Mouth of Thulkas, Warlock King of the Chaos Cabals, was gravely wounded during the final battle and slunk away to die. To this day, certain wizards cast greedy eyes toward the Ukrudan, tempted by rumors of the sorcerers' lost treasures. If it indeed exists, Ervithion's tomb would surely hold the greatest of the cabal's treasures, including the fabled *Tome of Ervithion*, said to hold the keys to every rune of power ever written.

Hornsaw Forest

East of Hollowfaust lies the dreaded Hornsaw Forest, which teems with every sort of imaginable beast and abomination. The Hornsaw's outer edge

extends virtually to Hollowfaust's borders, but the city's inhabitants avoid the forest for two reasons. First, the blood of Mormo pollutes the forest, so magical beasts roam freely within the forest's borders, presenting an obvious and unpredictable danger to travel. The Hornsaw's denizens, more attuned to the forest's peculiar nature, see only a thriving wilderness, no matter how bizarre it may seem to humanoids.

Second, and more important, the Glivid-Autel, now led by Credas the Necrotic King, established itself within the Hornsaw and remains a never-ending threat to Hollowfaust's welfare. Supported by gorgon allies, the outcast necromancers patiently plot their revenge, readying themselves to crush Hollowfaust and reclaim the power and glory that rightfully belongs to them. But Hollowfaust's defenders remain vigilant, so the necrotic lords bide their time and refine their plans.

Ironically, the asaathi "wild card" may affect the conflict between Hollowfaust and the Glivid-Autel. Obsessed with raising the titan Mormo, the serpent folk have established a cabal of wizards deep within the Hornsaw to study its bizarre life forms. The asaathi might interact with the Glivid-Autel in one of two ways. First, the human presence in their now-sacred forest may offend the asaathi, compelling them to annihilate the Glivid-Autel. Lacking sufficient power to vanquish the humans, the asaathi can nonetheless ruin the necromancers' chances of reclaiming their homeland. Second, like the gorgons, the asaathi might benefit from an alliance with the humans, at least in the short term. If Hollowfaust's libraries contain secrets that might restore life to a titan, partnering with the outcast sorcerers to shatter the city's defenses would prove a sound tactical decision.

Festering Fields

The region that most disturbs Hollowfaust's citizens lies some distance to the south and is called the Festering Fields. Populated by undead abominations, the Festering Fields are the very antithesis of Hollowfaust: First, Hollowfaust's skeletons serve and protect the populace, while those of the Festering Fields rampage mindlessly through their domain. The necromancers destroy those ghouls and wights that too closely approach the city-state, but the free-willed undead continually expand their numbers as they feed off those unfortunate travelers who wander too close to their territory. Second, ghosts, wraiths and spectres within Hollowfaust's walls are either laid to rest or banished, while those of the Festering Fields blanket the landscape with their dark energies, creating an endless, gloomy twilight that permeates the soil itself.

The Festering Fields do not quite reach Hollowfaust's southern border, but the necromancers are nonetheless concerned. As refugees from eastern

nations and trade caravans from the Heteronomy of Virduk and New Venir traverse Dunzad's Corridor bound for the gates of Hollowfaust, they become vulnerable to groups of undead crossing into the corridor. The Sovereign Council recognizes that something must be done about the Festering Fields but is uncertain how best to proceed. An army of Unfailing could easily clear the area, but assigning troops to such a campaign would leave Hollowfaust dangerously underdefended. The expense of equipping and dispatching Risen or ash golems to perform the task is prohibitive. And the necromancers, who can easily survive the rigors of those blighted lands, are too valuable to risk losing. So, for the moment, the threat of the Festering Fields remains unchecked, and its undead torment the unwary.

Dunzad's Corridor

Dunzad's Corridor stretches south then east from Hollowfaust, a narrow strip of land that winds among the Hornsaw Forest to the north and east, the Ukrudan Desert to the west and the Festering Fields to the south. Named after the leader of the first great group of refugees that settled in Hollowfaust, Dunzad's Corridor remains the only safe route between the eastern and western nations of southern Ghelspad. As such, it sees quite a bit of traffic, in the form of trade and other, more clandestine activities. Both the Festering Fields and the Hornsaw Forest present hazards to travelers moving through the corridor, but those threats pale in significance when compared to the dangers of alternate routes.

Trade

Commerce between Hollowfaust and the eastern nations, particularly the Heteronomy of Virduk and New Venir, grows stronger. The Virdukian halflings produce a wide variety of goods, and Hollowfaust rewards their efforts by offering a number of obscure or hard-to-find materials produced by the necromancers themselves or obtained through exchanges with other trade partners. Though the various morbid items have little real value, the halflings prize those trinkets made by Hollowfausters. For their part, New Venir's decadent lords, enraptured by the books, songs and curiosities produced within the necropolis, pay good money and exchange items of great value to obtain them.

Further greasing the wheels of trade is the inescapable fact that merchant bands bound for Darakeene must stop in Hollowfaust to prepare for the perilous journey north. Such merchants, always on the lookout for new and novel products that enliven their reputations and inventories, do a brisk business in the city's artisans' district. And after their days spent haggling,

and provisioning, these travelers comprise the chief audience for state-sponsored shade-touched and mourner performances – all of which generates a vast income for Hollowfaust's citizenry and further cements the bond between the necromancers and their constituency.

Lokil

To Hollowfaust's southwest, partially within the Ukrudan Desert's borders, lies the great Library of Lokil. Since Hollowfaust's wizards primarily engage in theoretical work and research-oriented experimentation with the goal of expanding knowledge, not personal power, Lokil and Hollowfaust have forged strong ties of mutual respect. Apprentice necromancers often brave the Ukrudan wastes to study at Lokil, and Lokil's sages similarly spend time in Hollowfaust, collecting those tidbits of lore the necromancers unearth. Both cities benefit enormously from the exchange of information and expertise. And Lokil's residents gain the added boon of securing goods through trade with Darakeene, New Venir or the Heteronomy of Virduk.

Natural & Economic Resources

Hollowfaust prides itself on its self-reliance. The remote location that initially proved so advantageous for the necromancers' work has forced Hollowfaust's citizen residents to provide for their own sustenance and survival. This self-sufficiency served the city-state well during the Great Sieges and quietly generates prosperity in times of peace.

Water

In the days of Sumara, water flowed in abundance. The snows of the Gascar Mountains fed many streams that in turn nourished the land. Wells provided water to the Sumarans during the dry season, when the streams became muddy trickles. Still, to fill its bathhouses, ornamental pool and fountains, Sumara required even more water. So the Sumarans built several aqueducts that reached further into the Gascars, diverting water from streams that would have run a more remote course.

During the Titanswar, the conflict changed the course of many streams and rivers and transformed the verdant plains that surrounded Sumara into the lifeless Ukrudan Desert. The destruction later wrought on Sumara clogged some aqueducts with ash and toppled others. When the Seven Pilgrims arrived, they inherited barren streambeds and dry wells and initiated a project to repair an aqueduct to serve the fledgling settlement. As Hollowfaust grew from camp to city, the necromancers charged their undead laborers with repairing the remaining, intact aqueduct before enlarging them both to meet the city's growing need for water.



The two intact and reinforced aqueducts almost completely satisfy Hollowfaust's need for water. Because the Sovereign Council and the city guard know that this is one of the city's key weak points, trackers patrol each aqueduct to detect threats to the city's water supply. During sieges, a significant portion of Hollowfaust's army guards the aqueducts and destroys anyone trying to poison or block the flow of water.

A magical fountain that stands in the Plaza of Owls serves as Hollowfaust's only other source of water. The Council restored this wondrous piece of Sumaran architecture to working order in 53 AV, and it has occupied a special place in the hearts of Hollowfaust's citizens ever since.

The Sumaran obsession with hygiene was not lost on the necromancers, who made the city's sewer system an equally high priority during their restorations. The spacious sewers under Hollowfaust can accommodate the needs of a city several times Hollowfaust's current size. Most sewer system entrances in the Civilian Quarter are kept barred and locked as a precaution against ghouls, slitheren or worse creatures that might use the system as a means to enter the city. However, some brave (or reckless) souls use the sewers to avoid patrols or prying eyes particularly when stealing into or out of the Ghosts' Quarter.

Food

Despite its proximity to the Ukrudan Desert and the Sweltering Plains, Hollowfaust produces generous amounts of food. The soil on the now-dormant

volcano's slopes is rich in volcanic ash, which infused the soil with precious nutrients. The necromancers augment the soil's fertility as necessary with a noxious stew called "the dredge" – concentrated waste dredged from the sewer systems blended with leftover flesh from the Underfaust's laboratories and a variety of chemicals. The treatment process renders the fertilizer safe for use by humans, dwarves and other humanoids, who can handle it without risk of disease.

Vine-grown fruits and vegetables, like melons, gourds and squashes, comprise the bulk of Hollowfaust's produce. Farmers coax these plants into growing along the walls and floors of otherwise inhabited buildings, turning uninhabitable three-story edifices into massive trellised gardens. Mushrooms form another staple of the Hollowfaust diet; they are easily grown in the cleared-out cellars of the city, particularly when dredge is applied. Though it occasionally includes game (as there are few resources to support livestock), the Hollowfaust diet is primarily a vegetarian one.

Irrigating the ash-layered soil has reclaimed some land outside the city walls, so Hollowfaust also grows grain, particularly barley. Regrettably, during sieges, the grain is one of the first casualties, so grain supplements Hollowfaust's cuisine, as it cannot be relied upon as a staple. The slopes of the surrounding hills support extensive vineyards and small orchards in times of peace; thus, Hollowfaust can meet its citizens' demand for wine with vintages that might be slightly musty but palatable nonetheless.

"Precious Metals"

Two forms of coinage exchange hands in Hollowfaust's markets. The first type, the coinage of Sumara, was the standard currency for years. Recently, Hollowfaust began minting its own coins, thus cementing its place among Ghelspad's nations and city-states. The two currencies essentially have the same value. Hollowfaust also manufactures slim platinum trade bars, stamped with runic symbols, that are redeemable at the city foundries for a set number of gold pieces. With the average trade bar denomination set at 100 gp, merchants can more easily transport the wealth necessary to make large purchases. Regrettably, the trade bars' value drops as merchants get farther away from Hollowfaust; Ghelspad is decades away from having an organized, international currency exchange system.

Coldweave

A coldweave outfit protects its wearer from the adverse effects of extreme heat (up to 180 degrees or so). A full outfit also adds a +1 resistance bonus to any saving throws made against heat or fire attacks. It does not count as warm clothing for purposes of resisting cold, however. Coldweave is not fireproof, but resists burning about as well as wet wool.

The city meets its armor and weapon needs by recycling Sumara's old steel. The layers of ash insulated Sumara's metal, protecting it from excessive rust, thus allowing Hollowfausters to reclaim a generous amount of iron and steel. (Sutak besiegers transported vast quantities of high-quality steel during their campaigns, and the city carefully reclaimed as much confiscated metal as possible after each Great Siege.) Whatever the metal's origin, city foundries melt it down and rework it so the city's smiths (many of which are Firetusk clan dwarves) can forge it into arms and armor. Hollowfaust therefore equips its soldiers with good armor, providing even plate armor to its elite (making coldweave a necessity).

Mount Chalesh and the mountains surrounding it contain rich veins of black onyx, which contributes to necromantic magic's efficacy in the region. Many Hollowfaust residents earn a good living mining this onyx for the necromancers, who have already exhausted vast quantities of the gemstone animating

their great skeletal armies. Unfortunately, the Gascars' native dangers constantly imperil the mining camps, and the city dispatches undead troops or employs hired mercenaries to protect a particularly rich find.

Other Goods

Hollowfaust expends most of its resources maintaining its safety and comparatively healthy standard of living. But, like all cities, Hollowfaust produces a surplus of certain goods for trading purposes.

The lands outside the city's walls yield fine sands that benefits a small but thriving trade in glass goods. Hollowfaust's smoked-glass items have proven to be valuable commodities among traders from distant nations.

Some city-state residents weave cloth from which they fashion Hollowfaust's wardrobes. A plant called "maidenshair ivy" supports this industry. A remarkably fast-growing vine, maidenshair ivy can be harvested and beaten into long, soft fibers that can be woven into a versatile textile. It takes only four months for maidenshair ivy, cut off just above ground level, to regrow and once again cover a three-story "trellis."

One valuable export, produced exclusively in Hollowfaust, is a textile called "coldweave." Manufacturers produce this heavy, dark cloth by interweaving goat's wool and maidenshair fibers and treating the blend with chemicals distilled by the Guilds' apprentices. Through this process, the cloth gains a unique property: it remains slightly cooler than its surroundings, although never uncomfortably so. Further, coldweave and any garment crafted from it dampen heat above a certain temperature. A person wearing a heavy coldweave coat could walk comfortably across a desert, provided he had adequate provisions. Obviously, coldweave garments do nothing to keep people warm in chilly environments.

Hollowfaust's necromancers require coldweave vestments as insulation and protection when conducting their experiments. As their work exposes them to the desert sun, takes place in volcanic chambers or results in heat backlash from arcane spellcasting, necromancers constantly run the risk of heatstroke. (Some rumors even suggest that certain less "well-preserved" necromancers require heavy clothes for "concealment" purposes.) Although coldweave is too expensive for the peasants, many warriors working in warm climates find it a

Local Coinage

Denomination	Old Sumaran	Hollowfaust coin
Platinum piece (10 gp)	dekaterce	obulus
Gold piece (1 gp)	terce	pentacle
Silver piece (1/10 gp)	drach	guilder
Copper piece (1/100 gp)	minim	groat

The Undead Patrols

The following examples of "light" undead patrols are the sort typically encountered in a trouble-free district after curfew. In times of strife or when informants suggest the presence of particularly troublesome criminals or visitors, these patrols might well be at double – or greater – strength.

Marrow Knight Patrol

Marrow Knights (4): CR 5; SZ Large Undead; HD 12d12; hp 76, 78 (2), 80; Init +6 (+2 Dex, +4 Improved Initiative); Spd 60 ft.; AC 19 (-1 size, +8 armor, +2 natural); Atk +16 melee (heavy lance, ld8+4), +15 melee (greatsword, 2d6+4) or +13 ranged (longbow, 1d8); SA Spurs, trample; SQ Undead; AL N; SV Fort +4, Ref +6, Will +8; Str 18, Dex 14, Con –, Int 10, Wis 10, Cha 14.

Skills: Jump +5, Listen +4, Spot +6. *Feats:* Improved Initiative.

SQ – Undead: Immune to disease, mind-influencing effects, paralysis, poison, sleep and stunning; not subject to ability damage, critical hits, death from massive damage, energy drain or subdual damage.

Possessions: Plate armor, heavy lance, greatsword, longbow, 10 arrows.

Skeleton Patrol

Superior Skeletons (4): CR 1; SZ Medium Undead; HD 2d12; hp 11,13 (2), 15; Init +5 (+1 Dex, +4 Improved Initiative); Spd 20 ft.; AC 22 (+8 armor, +1 Dex, +3 natural); Atk +2 melee (claws, ld4+2) or +2 melee (longsword, ld8+2); SQ Skeletal immunities, undead; AL N; SV Fort +0, Ref +1, Will +2; Str 14, Dex 12, Con – Int – Wis 10, Cha 11.

Feats: Improved Initiative.

SQ – Skeletal immunities: Immune to cold; take only half damage from piercing or slashing weapons.

SQ – Undead: Immune to disease, mind-influencing effects, paralysis, poison, sleep and stunning; not subject to ability damage, critical hits, death from massive damage, energy drain or subdual damage.

Possessions: plate armor, longsword.

Masterwork Skeleton: CR 1; SZ Medium Undead; HD 4d12; hp 26; Init +5 (+1 Dex, +4 Improved Initiative); Spd 20 ft.; AC 23 (+8 armor, +1 Dex, +4 natural); Atk +2 melee (claws, ld4+4) or +2 melee (longsword, ld8+4); SQ skeletal immunities, undead; AL N; SV Fort +1, Ref +1, Will +2; Str 18, Dex 12, Con –, Int –, Wis 10, Cha 11.

Feats: Improved Initiative.

SQ – Skeletal immunities: Immune to cold; take only half damage from piercing or slashing weapons.

SQ – Undead: Immune to disease, mind-influencing effects, paralysis, poison, sleep and stunning; not subject to ability damage, critical hits, death from massive damage, energy drain or subdual damage.

Possessions: Plate armor, longsword.

worthwhile investment, as do arcane spellcasters who prefer to dress more modestly without suffering the above mentioned occupational hazards.

A full, well-tailored coldweave outfit generally costs 50 gp for a Hollowfaust citizen, 80 gp for a person with "visitor" status who purchases the clothing within the city, and 100 to 120 gp if purchased anywhere else. Necromancers trained in Hollowfaust often receive a coldweave "uniform" (tunic, breeches and greatcoat) when completing their apprenticeships as a parting gift from their masters. The city-state's weavers make good money selling coldweave clothing to those roving bands of adventurers that (bravely or foolishly?) venture into the Sweltering Plains searching for rumored ruins hidden there.

Imports

For all its self-reliance, Hollowfaust must import certain goods. The Gascar Peaks, although rich in other minerals, are notably short on silver. The unearthed troves of Sumaran silver have not lasted very long, and the necromancers constantly demand more, considering its value for magical workings.

Horses are also scarce. The land surrounding Hollowfaust presents too many dangers to wild herds and is not conducive to ranching, so good horses are few and far between. (In fact, for most of Hollowfaust's history, the undead horses reanimated from Sumara's stables outnumbered living horses brought to the city!)

Like the populations of other Scarred Land cities, Hollowfaust's citizens have little time to produce



luxury items like silk, spices, elaborate liquors or works of fine art. The more well-to-do citizens and Guildsmen comprise the small niche market for such items brought to the city.

Itinerant adventurers should note that Guildsmen form a reliable market for the bones, body parts and corpses of Ghelspad's rarer or more dangerous beasts. The more unique the beast, the higher the price its slayer can command. For example, the Guildsmen don't have a pressing need for a sutak corpse, but the intact skeleton of a moon hag or a vial of blood collected from Vangal's Herald can fetch a substantial sum (although the fearsome task of collecting blood from the herald of a god may not be worth the risk).

Curfew Tokens

The most important mark of Hollowfaust citizenship is the curfew token. Hollowfaust's streets are among the safest in all of Ghelspad, due to the city's roving undead patrols. While these creatures terrify visitors, they provide comfort and security to the city's inhabitants.

Each citizen of Hollowfaust is issued a numbered copper token. Per their instructions, undead patrols cannot harm anyone bearing such a token, and all citizens are required to wear their tokens in plain sight when walking the streets after dark. The patrols capture anyone caught without such a token and take him to the Blackshields. Those pedestrians who resist arrest may encounter a deadly response.

The Guilds manufacture the curfew tokens, so the undead patrols, while mindless, are usually capable of recognizing counterfeit tokens. Fake tokens capable of fooling the patrols can only be manufactured by using magic, and anyone convicted of creating or carrying such a token may face final forfeiture.

People of Hollowfaust

At a 100:1 ratio, Hollowfaust's citizens outnumber its necromancers; any discussion of the city proper must begin with its citizenry. Originally a pack of starving refugees desperately seeking sanctuary with the Seven Pilgrims and their disciples, who begrudgingly granted the request, the civilian population has become an integral part of the city. The people provide goods and services to the necromancers, lend them security and apprentices and maintain the fragile community established by the Seven Pilgrims. Had just a few dozen necromancers been extracting secrets from southwestern Ghelspad's wastelands, Hollowfaust would have long ago torn itself to pieces,

been annihilated by desert menaces or blown away. But a thriving population created stability around the necromancers' agenda, allowing it to persevere through war and hardship.

By 150 AV, Hollowfaust has grown to an enviable size. At present, just over 22,000 people call Hollowfaust their home – only a quarter of Sumara's population, but an impressive number by current standards.

Most residents of Hollowfaust are human. The "average" citizen has tanned or dusky skin and dark hair, but as Hollowfausters descend from different bloodlines and ethnicities from across Ghelspad, there are both subtle and startling variations in hair and skin color. In contrast to their citizen neighbors, necromancers tend to be pale, spending most of their lives (from early childhood) in the Underfaust's shadowy passages.

Dwarves comprise the largest minority population. About half of Hollowfaust's native dwarves originate from the Firetusk Clan; these Gaspar dwarves made their way to the city in 24 AV, following rumors that a newly established city-state might offer a haven from the strife that bedeviled their mountain homes. Dark-brown skin and vividly red hair and beards clearly denote their Firetusk lineage; most such dwarves take jobs with the city's forges and construction projects, throwing themselves into their work to tune out the undead influence surrounding them. The remainder of Hollowfaust's dwarven population constitutes a mix of Gaspar Peaks and Calastian refugees and a few charduni or half-charduni.

Although they have hardened themselves against the rigors of life in the necromancers' city, most

A Hollowfaust Funeral

Naturally, owing to the city's legal code and powerful latent necromantic energy, funerals are a particularly important ritual in Hollowfaust. The citizens take the process very seriously, knowing that it's all too easy for the deceased to linger on as a ghost or shade. When a family suffers a death, neighbors typically lend a hand however they can, whether it's offering a few coppers to help cover expenses or sending news to the Guildsmen (by law, all deaths must be reported within 24 hours).

The law allows a family three days to lay the body in state, receive visitors and hold a funeral service. Most families don't take that long, particularly during the hot summer months. The actual funeral rite varies, depending on the dominant god or gods to which the deceased or family prayed, but commonly involves wrapping the deceased in an undyed maidenshair linen shroud, moistening the corpse's lips with wine and singing a farewell requiem to ease the soul on its journey. Many families make it a point of pride to compose their own requiems for the deceased, as a sign of their devotion. Some of the most poignant of these intimate farewells have made their way to foreign nations, where itinerant bards perform them as tragic ballads guaranteed to bring tears to their audiences' eyes. Families frequently hire members of the Chorus of the Banshee to perform the requiem.

Once the funeral rite has been completed, the Guildsmen appear to collect their due. At this point, the deceased's family or friends have the option of paying a gratuity to retain rights to the deceased's body. The Guildsmen name a sum, and the mourners may choose to pay (in which case the Guildsmen depart without rancor) or to defer, letting the Guildsmen remove the remains. The gratuity is a fixed rate depending on the corpse's "fair market value." An ordinary person's body merits a 5 gp gratuity, presuming the body was in good shape. An elderly person with weak bones might command a mere 1 gp gratuity, while a powerful laborer in his prime might be worth 10 gp to the Guildsmen. The bodies of heroes, spellcasters and other remarkable individuals are much more expensive, owing to the remains' necromantic potency. [As a general rule for PCs, Guildsmen will likely ask a gratuity of 100 gp per character level of the deceased – more if he was especially noteworthy (e.g., royalty, the seventh son of a seventh son, born during an eclipse).]

If the gratuity is paid, those who purchased rights to the body may dispose of it as they please (which usually entails cremation). If the gratuity isn't paid, the Guildsmen place the linen-wrapped body on a bier and solemnly bear the remains into the Underfaust. The corpse's final disposition is never revealed to the bereaved. Some corpses are used to teach anatomy to apprentices or to supply spare parts for some service or experiment. Others corpses are reanimated as workers or soldiers. The bodies of heroes, wizards and the like become the centerpieces of powerful rituals, but the Guildsmen carefully conceal such secrets.

In either case, once the body's disposition has been settled, the mourners repair to a wine shop or tavern to hold the wake. During the wake, the deceased's family and friends sing songs of mourning and remembrance, toast their loved one and generally celebrate their time spent with the deceased as thoroughly as they can. Acting too morose during the wake is considered disrespectful and unlucky. Local superstition holds that shedding too many tears will prevent a loved one from passing on to his reward – and that may well be true.

dwarven citizens were raised outside Hollowfaust and still remember their immigration. The clans now face a dilemma: will they raise their children to be true citizens of Hollowfaust, or will they remain separate to maintain their distinctive dwarven identity and risk being disenfranchised or marginalized? Not any easy choice.

Hollowfaust also counts a surprising number of half-ores in its population. As much as 4% of the citizenry may have orcish blood. Given Hollowfaust's reputation as a haven for refugees with nowhere else to go, perhaps this is unsurprising. Many half-ores take positions in the city guard, where their strength can be put to use in ways that skeletal laborers cannot duplicate.

The Scarred Lands' ubiquitous halflings have settled in Hollowfaust as well, but not in great numbers – a scant 2% of the city-state's population. Most halflings were refugees from places far beyond Calastia. Hollowfaust's highly superstitious halflings have developed a host of small rituals, gestures and sayings that they hope will keep the city's spirits (and those in the lands beyond the walls) at bay. "Earth keep what it can" is the most popular "blessing," evoking the halflings' vain wish that the necromancers create no more undead – a futile philosophy in a place like Hollowfaust.

Of all the human-friendly races, the elves and their kin are the scarcest within Hollowfaust's walls, numbering only 1%, perhaps less. Half-elves are found in similarly low numbers. This condition can be attributed in part to Hollowfaust's remote location, which is far from elven homelands. However, the Guildsmen theorize that elves, even forsaken elves, have an intrinsic antipathy for necromancy and that places of powerful necromantic energies – like Hollowfaust – cause those of elven blood severe discomfort. If that theory is true, those elves and half-elves living in Hollowfaust must either possess extreme willpower and fortitude or represent those rare individuals with an anomalous attraction to the necromantic.

Members of other humanoid races visit Hollowfaust and may enter freely. The city guards carefully issue stern warnings to and clarify the penalties lawbreakers suffer for those visitors whose race or nationality carries a reputation for cruelty and/or violence. However, titanspawn are patently unwelcome; their antipathy toward humans and other divine races is well known. The sutak are particular unwelcome in or even near the city; Hollowfaust has had no peaceful dealings with the warlike desert dwellers, and that status doesn't seem likely to change.

Social Divisions

Although Hollowfaust's citizens tend to separate into the kinds of social strata found elsewhere, the *most* overriding social distinctions hinge on an

individual's function within the city. People within the city are legally classified into one of four groups: Guildsmen, retainers, citizens and visitors. This classification is important for several reasons, as Hollowfaust's laws strictly codify the rights of the four groups.

Guildsmen, of course, belong to one of the seven High Guilds – representing, in effect, the necromancers themselves. Guildsmen enjoy the most privileges, from free access to the Underfaust to exemptions from certain laws (such as the ban on giving orders to the undead troops). In effect, Guildsmen are Hollowfaust's aristocracy, although certain responsibilities accompany their privileged status, and they remain subject to the Sovereign Council's decrees.

Great Laborers: CR 7; SZ Huge (Tall) Undead; HD 16d12; hp 104 each (on average); Init +6 (+4 Improved Initiative, +2 Dex); Spd 40 ft.; AC 14 (-2 size, +2 Dex, +4 natural); Atk 4 fists +15 melee or 2 giant tools +15 melee (2d4 + 12, fist or 2d8 +12, mattock/shovel); SQ Skeletal immunities, undead; AL N; SV Fort +5, Ref +7, Will +10; Str 34, Dex 15, Con –, Int –, Wis 10, Cha 1.

SQ – *Skeletal immunities:* Immune to cold; take only half damage from piercing or slashing weapons.

SQ – *Undead:* Immune to disease, mind-influencing effects, paralysis, poison, sleep and stunning; not subject to ability damage, critical hits, death from massive damage, energy drain or subdual damage.

Retainers, enjoying the next highest level of status, are the Guildsmen's trusted companions, consorts and allies but do not belong to a High Guild themselves. The law allows retainers many freedoms, including the right to visit the Underfaust without obtaining advance permission, but retainers do not have as much political clout as do Guildsmen. Highly placed city officials, such as the commander of the guard, tend to merit retainer status. The Unfailing bodyguards represent the most obvious example of retainers.

Citizenship is self-explanatory. Those born in Hollowfaust are automatically "citizens," which is a status extended to those who serve in the militia or who take up arms to defend against Hollowfaust's enemies. Others may apply for citizenship. Virtually all of Hollowfaust's current, full-time residents are citizens. Citizens don't have nearly as many rights as Guildsmen or retainers, although the laws extend greater protection to them than to visitors.

"Visitor" status is likewise self-explanatory. While visitors have few rights, they remain subject to Hollowfaust's laws (particularly that law which remands the bodies of those who die within the city to the Guilds). In disputes between citizens and visitors, courts tend to favor the former, visitors who actively harm citizens earn very severe punishments.

General Customs and Mindset

Outsiders consider Hollowfaust's citizens (or "Hollowfausters," as they call themselves) a morbid lot. Living in the City of the Necromancers constantly reminds its citizens of death's inevitability and the gruesome possibilities that await them beyond the grave. Since ignoring such an influence is impossible, Hollowfausters make the best of their lot in life. The "work hard, play hard" ethic is in full force; most citizens enjoy their lives as much as possible, right up until the end.

Indeed, many (or even most) citizens and Guilds-men cultivate a certain wry, slipping-into-black humor. They sing dirges when other people might sing drinking songs, they tell ghost stories from other lands and they wear skull-masks while dancing around bonfires during the holidays. Foreigners often interpret this apparent morbidity as a lack of sensitivity; the truth is, the pervasive dark humor is a survival mechanism – a way of preserving a healthy mind in an environment that could drive a serious person insane.

Most Hollowfausters do not wear black every day. Obviously, the city is not located in the coolest of climes, and black clothing absorbs too much heat, unless it's made from coldweave, which is prohibitively expensive for most people. Guildsman, who spend most of their time in the Underfaust and can afford coldweave, generally favor darker colors such as blacks, dark grays and deep blues, indigos and purples, as do the city-state's elite warriors. Status-conscious, affluent citizens can afford those darker fashions made from coldweave, but most average citizens dress in light maidenshair linen.

Silver and onyx jewelry are popular among those interested in proclaiming loyalty to their Guild, while other citizens prefer bronze and jade decorations. A popular accouterment is a brooch engraved with the image of a lantern, which is believed to deflect the attention of evil spirits. Hollowfausters generally wear their hair long, usually gathered in braids or ponytails. Many popular local ballads feature tragic stories of ghosts possessing great beauty and draw special attention to the ghosts' long, flowing hair. Thus, particularly long and well-groomed hair is considered attractive and highly desirable.

Many outsiders do not understand why so many people have chosen to live in Hollowfaust at all. The simple answer (though seemingly self-contradictory)

is "security." The great sieges that Hollowfaust has endured were, when all is said and done, few and far between: only four instances of local war in 150 years. Even counting the renegade's predations, the city has witnessed far less strife and danger than just about any other city of Ghelspad. While the Ghosts' Quarter remains dangerous, the Guilds have clearly marked and heavily guard its boundaries. Those people who willingly trust the Guildsmen to keep their promises find it safer to live in Hollowfaust than almost anywhere else.

Hollowfaust is a lawful city, reflecting those who shaped its growth. Necromancers tend to be orderly because their craft demands discipline, and subsequent civilian generations grew up listening to tales of murderous chaos bred by anarchy. Local ballads praise stalwart warriors and resolute wizards, not lovable rogues. Citizens treat wandering swords-for-hire with faint disdain; to the average Hollowfauster, "adventurer" is an outsider's euphemism for "vagabond." The citizenry frowns upon drunken brawls and rowdy behavior. Outsiders with a dignified bearing and who conduct themselves honorably and purposefully, on the other hand, fit in easier.

Defining a common morality is a difficult task. Parents instruct their children to be good and to respect the rights of others, but their motivation remains unclear. Do they teach tolerance because they feel it's the right thing to do or because they fear the harsh reprisals that an ill-raised child who turned to violence would suffer? The shrines of the gods of Good are well attended, but so are the shrines of the gods of Neutrality. That the community tolerates the city-state's undead defenders implies that Hollowfausters are not particularly idealistic, at least where the sacred repose of the dead is concerned.

Of course, the undead aren't *loved* in Hollowfaust – only tolerated. The average Hollowfauster is only human and does not really understand the state of undeath (and does not want to). Most locals treat the undead with healthy respect tinged with dread, but they don't fear the undead *quite* as much as they might.

Hollowfausters often refer to the necromancers' undead servitors as "the tireless"; this euphemism goes a fair way toward reaffirming the undead workers and soldiers as a proper (if unnerving) aspect of city life. Local priests and Guildsmen repeatedly stress that the mindless undead do not possess the deceased's soul; they teach that the soul has gone on to meet its gods and receive its reward. In addition, the Guilds-men ensure that only skeletal undead watch over the Civilian Quarter; not only is this more sanitary, but it also boosts morale if the citizen do not recognize the undead as their reanimated loved ones. At times when it's necessary to deploy zombies near the citizenry (such as during a siege), the Guildsmen outfit



the zombies with full-head masks and winding sheets that conceal their former identities and ensure their anonymity.

Most of Hollowfaust's undead workers are simple skeletons (and, much more rarely, zombies), but the necromancers have animated larger skeletons – those of ogres, trolls and the like – when the opportunities have presented themselves. However, the most impressive skeletons are known as the "great laborers." These immense, horn-skulled skeletons stand roughly 18 feet tall and have four arms that appear to be natural skeletal anatomy rather than a necromantic "refit"; their bones have a glossy-black hue. The necromancers assign the most dramatic projects to the great laborers – projects typically located farthest from the Civilian Quarter, such as repairing or rebuilding city walls or aqueducts. A few learned observers have noted similarities between the great laborers and the legendary steel giants of the underworld, leading to theories that suggest the possible existence of an offshoot race of giants dwelling somewhere within the Gascars. For their part, the Guildsmen aren't telling. In fact, they might not be able to; no new great laborers have been seen since Barastrondo's death, hinting that the secret of their creation may have died with him.

Those Who Labor

The majority of Hollowfausters works in some capacity. Growers and craftsmen support this city as they do every other city throughout the world, providing a stable economic infrastructure. As with

everything else Hollowfaustian, however, these needs are met in unique ways.

Growers

Called "farmers" in most places, the people who cultivate food-crops in Hollowfaust are called "growers" because the city has so few "farms." For reasons of security, most agricultural activities are performed within the city's walls. Maize is grown on streets whose cobblestones have been removed, vegetables on the roofs of buildings and Hollowfaust's famous squashes and gourds on trellises that run up and down the walls that support those roof gardens. Many farmers live inside their "growing-house," which is considered a very wholesome, simple lifestyle.

Goats and pigs are the primary livestock animals raised in Hollowfaust. Pigs, raised primarily for their meat, are housed in converted multistory structures. These "squealhouses" disturb outsiders and are frequently combined with a growing-house to concentrate the maximum agricultural output into the minimum amount of space. The stench notwithstanding, few outsiders expect livestock cultivation to take place four stories aboveground. Goats are usually maintained by an individual or family, rather than herded, for their milk. However, there is some goat herding where space permits. Goat meat is an occasional part of the Hollowfaust diet, but goat cheese is nearly a staple.

Hollowfaust also produces an abundance of fruit. Growing-house trellises bear not just gourds, but also a variety of melons and berries – especially fine grapes for wine and vinegar and more succulent

varieties for the table. Fruit trees planted atop old buildings or in squares and courtyards provide the city's inhabitants with olives, pears, apples and figs. The necromancers and their magical dabbings have expanded their people's knowledge of the various herb and spice plants transplanted and cultivated by the earliest refugee settlers from their distant homelands, so Hollowfaust's herb-gardens are unparalleled in Ghelspad. Hollowfaust's cuisine is often quite spicy, and visitors unused to such savory fare should ask cooks to tone down the spices until their palates adjust.

Fish-farming is uncommon, but quite a few citizens supplement the Hollowfaust diet by raising carp and panfish in artificial pools and ponds. Even artificial lakes have been constructed for raising fish: In some places where unused, unpopulated streets rest on solid stone, all building windows facing and entryways leading into a square have been bricked off and reinforced on the outside with hard-packed earthen ramparts. Workers then divert water into the enclosure, filling it to create their artificial lake.

Because he owns his own land (Hollowfaust is a freehold) and isn't subject to oppressive taxes by the Sovereign Council, the average Hollowfaust grower is actually quite comfortable financially. A typical grower family owns several squeal- and growing-houses and can afford a good education for its children, enjoys a fair amount of prosperity and pays its hired hands a reasonable wage.

Crafters

Hollowfaust employs a large number of diverse artisans and craftspeople. Stonecutters and jewelers work the onyx for which the city is famous and carve obsidian, olivine and other volcanic materiel into sculptures and jewelry-quality stones. Masons shape the volcano's tufa and granite into blocks for building. Woodworkers transform the area's scarce wood into chairs, tables, cabinets, doors, supports and other necessities.

Due to wood's scarcity in Hollowfaust's immediate semi-desert surroundings (and as lumber cannot be safely extracted from the nearby Hornsaw Forest), the city-state thoroughly explored wood alternatives, ultimately settling on rattanlike vines cultivated in the city to support an extensive wicker-weaving industry. Other equally advanced forms of weaving, which produce fine-quality linens and coldweave, generate valuable exports. Many well-to-do individuals throughout Ghelspad wear clothing fashioned from Hollowfaust linen, particularly coldweave garments in warmer climes.

Tanning, at least for clothing purposes, is relatively uncommon in Hollowfaust. Most pigskin is converted to vellum or binding-leather for books. Likewise, the same linen used to produce the city's

fabulous clothing, when specially processed, also makes many signatures of high-quality paper. While much of this paper vanishes into the Underfaust, never to be seen again, more than enough is available for export. And Hollowfaust doesn't just sell raw materials. Bookbinding is a vital industry in Hollowfaust, and many magicians throughout Ghelspad use Hollowfaust linen books when creating their grimoires. Hollowfaust's publishing houses not only produce blank books, but also important and popular works painstakingly copied by scribes.

Bone Traders

One of Hollowfaust's less endearing indulgences is the bone market. The Council will buy any and all bones brought to it — those of the smallest bird or of humans and even the femurs of woolly mammoths. The necromancers spend about 1 cp/pound for bulk, unmatched bone; 5 gp for complete human or humanoid skeletons and small fortunes for the complete skeleton of a giant or some other exotic creature. The necromancers usually do not ask where the bones come from, which has resulted in any number of nefarious practices in neighboring kingdoms. If someone presents sufficient proof of a bone-seller's crimes to the Council, guards will arrest the merchant and remanded him to the custody of his victims' relatives or other avengers. However, the undead form the heart of Hollowfaust's defenses, and the city will not allow its army to wither to protect their neighbors from unscrupulous "resurrection men."

Hollowfaust's growing metalworking industry is largely controlled by the Firetusk dwarves. These dwarves thus comprise an influential minority in the city, and their clannish nature and advanced metalsmithing skills have enabled them to achieve a special status in the city of the necromancers. Indeed, the Association of Firetusks (see *Prominent Practices*, below) is one of the largest legal and lending concerns in the city.

Hollowfaust's handicrafts, while by no means the most lucrative export, are absolutely the best of their kind. Hollowfausters have morbid imaginations that complement their gallows humor. They carve skeleton and reaper figures for their children, they drink from skull-shaped cups at their taverns, they play flutes made from human thighbones when courting their lovers and they decorate their dwellings with bone scrimshaws and macabre cross-stitched samplers — to Hollowfausters, this is all perfectly normal. Yet Hollowfausters also know that these things have great novelty value elsewhere in the

world, and accordingly sell such items to traders for sums that would be embarrassing if not for the fact that the trader charged his buyer 10 times as much. Most Hollowfausters find it amusing that when outsiders think of Hollowfaust's chief exports, they think of children's toys and clay drinking cups, not its books and onyx jewelry.

Service Industries

Finally, Hollowfaust offers all the service industries necessary to support a trade settlement: inns, brothels, taverns, breweries, tailors, horse-merchants, cobblers and so forth. In addition, the city offers services normally seen only in school-towns and is crawling with amanuenses, scribes, translators and booksellers.

Life among the Working Class

Civilian life in Hollowfaust is much like urban life anywhere else, except perhaps a little easier. The Guilds maintain firm control over the city's economy and have so far successfully kept the rich from getting too rich and the poor from getting too poor. Taxes are not burdensome; though their indulgences sometimes extend to rare ingredients and strange formulae, the necromancers otherwise live like mice compared to other aristocrats, which keeps city expenditures relatively low. Sieges happen infrequently, and conscription for public works projects is unknown. Disease is well controlled owing to the necromancers' understanding of sickness and contagion, and the city's cisterns and siege wells are deep enough that droughts are rarely an issue.

There are no official public institutions in Hollowfaust, but the necromancers provide many services to the populace as charities or as part of their own educations. For example, the Anatomist's Guild and the Animator's Society both offer frequent public clinics to meet the health needs of the poor. Similarly, older apprentices teach public classes in basic reading and math skills to both children and adults to get an idea of the people they will be ruling. Working families can generally afford to send at least one child to one of the city's private schools. Most of Hollowfaust's poor can read (if slowly), write their own names and do basic math.

The only thing that makes Hollowfaust a less-than-ideal home (besides necromancy) is its very restrictive government. Even by the Scarred Lands' standards, the government is harsh. The secret police are everywhere, and all citizens must prominently wear their curfew token at all times. Under any other circumstances, this would be an unbearably oppressive and hopelessly corrupt police state. But the head of Hollowfaust's secret police is the lich Baryoi, who is competent, ethical and likely to remain in control of the organization for the foreseeable future. If he were not who and what he is, the city of the necro-

mancers' government would be a blueprint for tyranny and poverty. Instead, the city's inhabitants enjoy one of Ghelspad's highest standards of living. If anything, the fact that so much of Hollowfaust's day-to-day operations are so normal underscores how truly strange the city is. Contrary to its naysayers, Hollowfaust is not a nest of hollow-eyed, slack-jawed servants of dark masters, shrinking from the sun and muttering imprecations against the gods of light. It is a perfectly normal city, full of people who love, fight, hate, worry and *live* just like everyone everywhere else does – it's just that they do it knowing that one foot is in the grave and *refusing* to succumb to sorrow over it.

Stygian Guard, Human Ftr2: CR 2; HD

2d10+4; hp 22; Ink +1; Spd 20 ft.; AC 17 (+2 Dex [+0 due to armor], +7 half-plate); Atk +5 melee (1d10 +2, halberd); AL LN; SV Fort +5, Ref+ 1, Will +1; Str 14, Dex 13, Con 14, Int 12, Wis 13, Cha 10.

Skills: Climb +4, Craft +3, Jump +3, Listen +4, Spot +3.

Feats: Power Attack, Toughness, Weapon Focus (halberd).

Stygian Guard Officer, Human Ftr4: CR 4; HD 4d10+8; hp 37; Ink +2; Spd 20 ft.; AC 17 (+2 Dex [+0 due to armor], +7 half-plate); Atk +7 melee (1d10+2, halberd); AL LN; SV Fort +6, Ref+3, Will +2; Str 14, Dex 14, Con 14, Int 12, Wis 13, Cha 10.

Skills: Climb +5, Craft +3, Jump +4, Listen +5, Spot +4.

Feats: Combat Reflexes, Power Attack, Toughness, Weapon Focus (halberd).

Those Who Trade

Hollowfaust includes more than common laborers in its population. Like all successful societies, a middle class of productive professionals have attained security and wealth to enjoy their leisure time, driven as they are by their desire to better themselves. As was mentioned above, there are few truly impoverished individuals in Hollowfaust; many individuals who could barely get by in other parts of Ghelspad actually wind up at the low end of Hollowfaust's middle class.

Business Owners

Hollowfaust's most common middle-class individual is the small-business owner. The same cobblers, farmers, tailors and tavern owners who make up the wealthiest portion of the laboring class overlap into the low end of the trading and middle class. Most earn enough money to own their shops and even turn a

Seruac Malhavan: The Stygian Guard commander is now in his 50s, although he has more scars than wrinkles. A towering presence, Malhavan's physique has been compared to the statue of a mighty athlete made of knotted rope. He has long red hair and a deeply tanned complexion, and his faded green eyes burn with conviction. He wears his signature full plate (a resplendent suit of black armor worked with gold filigree in serpentine patterns) continually while on duty; not once has he ever shown any sign of discomfort.

Seruac Malhavan, Commander of the Stygian Guard, Male Human, Ftr15/Unf3: SZ Medium Humanoid (6 ft., 5 in. tall); HD 15d10+3d12+72; hp 198; Init +2 (Dex); Spd 20 ft.; AC 23 (+8 armor, +4 enhancement, +2 Dex [+1 due to armor]); Atk +26/+21/+16/+11 melee (2d6+10+1d6 energy, *maleficent blade*); AL LN; SV Fort +19, Ref +8, Will +11; Str 22/18, Dex 14, Con 19, Int 15, Wis 16, Cha 18.

Skills: Balance +6, Bluff +7, Climb +5, Craft (weaponsmithing) +5, Diplomacy +10, Heal +6, Intimidate +12, Jump +7, Listen +7, Ride +8, Search +4, Sense Motive +9, Spot +8.

Feats: Cleave, Combat Reflexes, Endurance, Expertise, Finishing Strike, Great Cleave, Great Fortitude, Improved Critical, Iron Will, Leadership, Power Attack, Skill Focus (greatsword), Sunder, Toughness, Weapon Specialization, (greatsword).

Possessions: Formal uniform, *full plate* +4, *maleficent blade* (greatsword), solar brooch, *belt of giant strength* +4.

Special: Critical hit immunity (piercing), damage reduction 3, drain resistance +1.

small profit. The Sovereign Council encourages this entrepreneurial spirit by providing loans with affordable terms through the High Magistrate's office; these loans help businesses start up or enable people to buy their own store space. In Hollowfaust as in few other places in Ghelspad, the blurry line between lower and middle classes is easily crossed. There are no hereditary peasants or disenfranchised workers in the City of the Necromancers, because there is no need for them; the state provides totally unskilled manual labor. If the very poor were left to rot, they would quickly become a problem for the city, and so the Sovereign Council encourages the growth of individual wealth.

Magistrates and Advocates

Those professionals who see to the city's governance comprise another component of Hollowfaust's middle class. The magistrates, clerks, advocates and fixers who help the citizenry negotiate the city's labyrinthine regulations derive a healthy profit from their labors. These wealthy and influential individuals form the bedrock of Hollowfaust's middle class.

The Guilds encourage citizen participation in government. By deriving success and status from government work, those individuals develop a commitment to the system that empowers them. The Guilds pay well and allow their underlings to engage in a range of small abuses of power that make such positions appealing.

This permissiveness is not at odds with the High Guilds' desire to maintain tight control over Hollowfaust, though it superficially seems to be. Officials would find ways to abuse their station regardless of the Guilds' best efforts. By allowing

small-scale corruption, the Guilds ensure that sophisticated and difficult-to-track corruption doesn't have a reason to take root. Besides, minor abuses of station are politically convenient. Because the secret police collects evidence of all wrongdoing, should an official become truly bothersome or genuinely corrupt, a half-dozen, ironclad High Court cases can be leveled against him, leading to execution or exile.

The Council encourages the entry of poor individuals into the middle class through government service. The Council deliberately recruits promising youngsters to serve as High Magistrate's Court clerks and offers various official and unofficial incentives to advocacy firms that take similar promising youngsters under their wings. The Council feels this strengthens the city in two ways. First, it prevents the formation of a class of hereditary civil servants; constantly injecting new blood into the system prevents *quid pro quo* promotion of associates' offspring. Second, the process focuses the government's attention on the lower classes' conditions. In a typical authoritarian government, all attention would normally be riveted on the ruling council. By cultivating children from poor backgrounds, Hollowfaust directs the government's attention to the people of the city as well as on its rulers.

Merchants

Merchants add to Hollowfaust's middle class. These persons are not shopkeepers, but the various powerful individuals who operate caravan routes to the city. These merchant princes, organizing several caravans a year, are critical to the city's survival. Without the caravans, the necromancers' research would be curtailed and the people of the

city starved for the cash that exports inject into their domestic industries.

Yet, at the same time, these individuals are a great menace to the Guilds. They can deeply affect the city's well-being and are wealthy enough to "purchase" the loyalties of many of the necromancers' most faithful servants. Yet, stripped of their wealth, the merchants would be of no use to the state. The most powerful merchants form a select group; if threatened, they can easily retaliate by banding together and acting in concert to damage the city's trade and prosperity.

The Council has carefully divided trade equally among all the merchants dealing with the city, keeping the merchants hungry and playing them off against each another. The secret police's Internal Affairs section focuses closely on the awarding of government import and export contracts by the city clerks; it thoroughly scrutinizes all deals for signs of unethical behavior.

An uneasy respect has formed between the merchants and the Guilds. The Guilds remain openly suspicious of the merchants, but the caravan leaders can hardly deny that rich merchants left to their own devices are likely to trail corruption in their wake. Merchant-princes are not formal citizens of Hollowfaust, and they are discouraged from staying longer than necessary on business. Illicit agents for merchant-princes have been tried as spies by the High Council and sentenced to final forfeiture.

Life among the Professionals

The professional class defines comfort. Most professionals own their own homes, and many of them also own rental property. Working couples are common, which creates a harried lifestyle; without a large, destitute underclass, only the rich can afford to keep servants. Many couples dine out or buy partially prepared food to save time. Most couples who have domestic help employ what is called a "fireman" rather than a full-time maid. Firemen go from house to house during the day replacing candles, filling lamps, cleaning out ashes and laying fires in the grates and stoves of their customers. This affordable service (usually 3 silver pieces per day, plus a tip) eliminates a major time-consuming task for the average professional family unable to afford servants.

Originally, firemen would arrive at a certain hour and actually light the fire, so that it would be ready for banking and cooking when the homeowners returned. This practice was made illegal after a series of blazes resulted from untended fires, though unscrupulous firemen will light fires for an extra fee. Asking someone to "light a fire for you" is a Hollowfaust idiom for offering a bribe or performing an ethically questionable task.

Life among the Warriors

Life for Hollowfaust's soldiers compares favorably to that of other nations' armed forces. The average soldier's life, normally spent going through drills, maintaining equipment and patrolling, can become dangerous at a moment's notice. Yet, serving in Hollowfaust's tiny army offers an attractive alternative to Ghelspad's norm: the city-state fights few wars, and units of undead, that bear the brunt of any heavy fighting, and their young necromancer caretakers reinforce its patrols.

At the same time, a Hollowfaust post has its unique drawbacks. In many nations, successful generals gain tremendous influence, popularity and respect, while soldiers can advance to extremely high positions in both government and society. In Hollowfaust, the best that soldiers can hope for is an advisory role, as the bodyguard or retainer of a prominent necromancer. Also, while the salary and pension paid by Hollowfaust are quite generous, the only way to obtain true wealth is by joining a successful army of conquest and gaining a share of its spoils, which isn't likely to happen in Hollowfaust. Thus, the city tends to attract older soldiers who have had their fill of chasing glory and seek a more practical life, drawing a steady wage.

While promotion within the Stygians is theoretically based on merit, there are precious few ranking positions, and the unit's commander is always a retainer and almost always of the Unfailing. Still, Stygians receive an increase in pay and pension adjustment every year, so troops have a reason to stay with the unit beyond hopes of promotion.

Most professional-class children receive "group tutoring" – essentially small schools operated by private individuals. Some specialize, caring for very small children; others teach young children basic writing and figures; and still others teach older students history, languages and fine writing. Full-time education at one of these latter schools is considered a sign of idle wealth; by the age of 12, the children of clerks, magistrates or advocates will probably be apprenticed, and children destined for a vocational trade certainly will be. However, even trade-apprenticed children are educated as much as their parents can afford, so Hollowfaust's average inhabitant has enough education to understand the flow of recent history and express an articulate opinion on key events. Though they may not be well-educated from

The Truth of the Laws

Hollowfaust's laws exist for no other reason than to ease the Guilds' existence. The magicians who rule the city are the ultimate beneficiaries of the social contract and make few bones about it.

However, the necromancers are not simple dictators. The necromancers expelled those Guildsmen who debased themselves with petty tyranny. Today, those applicants who enter the Guilds with similar ambitions are either expelled or relegated to the lower ranks. The necromancers learned from bitter experience that any magician who seeks dominion over the city's mortal populace is just as likely to seek dominion over her brother and sister magicians.

Any necromancer who flagrantly violates the law is punished or censured. While an offender may escape with a verdict of innocence or a light sentence, Guild members *have* been executed for serious crimes. If Hollowfaust's mundane inhabitants do not see justice equitably applied, there would be widespread discontent and distrust of the magicians. By policing themselves of public embarrassments, the Guilds ensure that the necromancers as a group maintain uninterrupted and unopposed dominion over the city.

That said, a law that suddenly opposed the necromancer's interests would be changed immediately and without any pretext of fairness. No one in Hollowfaust clings to the illusion that the system serves anyone except the necromancers, but the city's inhabitants trust the Guilds to rule as fairly and unobtrusively as possible

a scholar's perspective, Hollowfaust's citizens are considerably better off than the average, ignorant peasant who knows nothing of history or writing.

Those Who Fight

The final cohort of Hollowfaust's civilian population includes its security forces. While the guard and secret police are discussed extensively below (see "Laws of Hollowfaust"), other organizations within the city fall under the "security force" aegis. These groups, while not very important to city-state politics, are very important to Hollowfaust's defense and security and figure as prominently as merchant-princes and magistrates in the Council's plans.

The Stygian Guard

The Stygian Guard (always called "the Stygians," never "the Guard") functions as the Sovereign Council's praetorian guard. Numbering 300 of Ghelspad's toughest and most skillful mercenaries,



the Stygians are clad in suits of blackened half-plate, the product of Hollowfaust's forges. The Stygians serve two purposes: First, as an elite military unit, it must stand and hold the gates of the Underfaust until the necromancers can unleash their power if some terrible threat rises suddenly and overwhelms the city. Second, the Stygians serve as a shock unit in the Hollowfaust army. In times of peace, however, the Stygian Guard instructs the city's militia, which consists of hundreds of volunteer guard members. If the population is ever called to military service (e.g., in the event of a siege), the Stygians train them as well.

The Stygians are divided into three companies of 100 men; each company is further divided into 10 decades of 10 men. The Stygians are normally deployed in companies, since 10-men units are hardly meaningful on a battlefield. But decades are not merely dressage formations; they do see action in urban skirmishing and undertake patrols. Generally, one Stygian company is deployed to reinforce undead units patrolling the trade roads near Hollowfaust, one

company holds the gate to Underfaust and one company is off-duty, its members training and relaxing.

Stygian membership is considered a plum assignment by certain Ghelspad mercenaries, who view it as something of a working retirement. In peacetime, the average Stygian spends a third of his time on patrol, supporting undead troops who do the heavy fighting; a third of his time on regular patrol; and a third of his time sitting in a guardhouse, waiting for the next Great Siege or comparable threat. Quite a few mercenaries hang about the city, waiting for vacancies to open up in the Stygians. While the Council frowns on having too many out-of-work warriors in the city at any one time, most mercenaries take part-time employment as caravan guards while waiting. However, many would-be Stygians have found themselves stymied by the current commander's exacting demands; Seruac Malhavan, determine to cull idlers from his units, isn't interested in soldiers who lack sufficient discipline.

Many retired Stygians remain in the city. The Sovereign Council pensions its soldiers well and

Hollowfaust Guard Patrol

Hollowfaust Guard, Human Ftr 1 (2): CR 1; SZ Medium Humanoid; HD 1d10+1; hp 7; Init +1 (Dex); Spd 30 ft.; AC 14 (+1 Dex, +2 leather armor, +1 shield); Atk +4 melee (club, 1d6+2) or +2 ranged (light crossbow, 1d8); SQ None; AL N; SV Fort +3, Ref +1, Will +0; Str 14, Dex 13, Con 12, Int 10, Wis 10, Cha 8.

Skills: Climb +3, Jump +3, Listen +3, Ride +3, Spot +3.

Feats: Alertness, Dodge, Weapon Focus (club).

Possessions: Leather armor, light crossbow, club, 10 bolts, small wooden shield.

Hollowfaust Guard Officer, Human Ftr3: CR 3; SZ Medium Humanoid; HD 3d10+3; hp 20; Init +1 (Dex); Spd 30 ft.; AC 14 (+1 Dex, +2 leather armor, +1 shield); Atk +6 melee (heavy mace, 1d8+2); AL LN; SV Fort +4, Ref +2, Will +4; Str 14, Dex 13, Con 13, Int 12, Wis 13, Cha 10.

Skills: Climb +3, Jump +4, Listen +4, Ride +4, Spot +4.

Feats: Alertness, Dodge, Iron Will, Weapon Focus (club).

Possessions: Leather armor, masterwork heavy mace, small wooden shield.

Liarnek Hlast, Commander of the City Guard

The Blackshields' commander is neither tall nor broad; in fact, when out of uniform, he is difficult to pick out of a crowd. In his early 40s, Hlast's dark hair shows no signs of graying, and he sports a well-trimmed beard; years in the sun have deeply tanned his skin. A stalwart leader, he remains calm and composed in even the most trying situations. Hlast operates undercover from time to time when a particularly interesting case presents itself, but for the most part works openly with his captains.

Commander Liarnek Hlast, Male Human, Ftr8/Rog2: SZ Medium Humanoid (5 ft., 11 in. tall); HD 8d10+2d6+10; hp 69; Init +2 (Dex); Spd 20 ft.; AC 15/19 (+4 chain shirt armor, +2 Dex, +4 shield +2); Atk +11/+6 melee (1d8 +2, heavy mace or longsword); AL LN; SV Fort +7, Ref +7, Will +4; Str 14, Dex 14, Con 13, Int 17, Wis 15, Cha 15.

Skills: Appraise +11, Bluff +11, Diplomacy +10, Disguise +6, Gather Information +14, Intimidate +13, Knowledge (Hollowfaust) +9, Listen +14, Search +15, Sense Motive +15, Spot +14.

Feats: Alertness, Blind-Fight, Combat Reflexes, Dodge, Expertise, Improved Disarm, Improved Unarmed Strike, Leadership, Mobility, Quick Draw.

Special: Evasion, Sneak Attack +1d6.

Possessions: Heavy mace, longsword, glaive, heavy crossbow, dress uniform, chain mail shirt, badge of bone sovereignty, hat of disguise, 3 potions of cure critical wounds, +2 large steel shield.

The Secret Police's Ethical Mandate

Hollowfaust is an authoritarian state, not a totalitarian one. Thus, the government is serious about suppressing dissent, violent crime and other threats to the public order; it cares little (if at all) about its citizens' private lives. Though the necromancers' agents spy on the citizenry, the Guilds charge the secret police with tracking agents of foreign powers and neutralizing threats to the regime – nothing more. As such, Hollowfaust is one of the most tolerant cities in Ghelspad. The racial and religious conflicts that commonly plague other communities bypass Hollowfaust or are suppressed by any means necessary, however draconian. As riots and social disorder weaken the city in the face of its enemies and threaten the Guildsmen's studies, they are not permitted.

offers incentives to stay in Hollowfaust. The former Stygians can be called up in case of emergency and often train volunteers for extra cash, above whatever business interest they develop after leaving the Council's service. A certain number become involved in illicit activities or prove unable to adapt to civilian life; these unfortunates are exiled from the city or, if their offenses are grievous enough, subjected to final forfeiture.

If the qualified recruits and the able-bodied retired Stygians were both called up, they would number about a thousand. During the Fourth Siege, called up Stygians formed an ad hoc legion, with three companies each of green, regular and retired troops.

Seruac Malhavan, the Stygian Guard's current commander, assumed his rank when the Fourth Siege claimed the previous leader. Malhavan has earned the absolute loyalty of his troops, who would follow him into the Ukrudan's blasted heart – or against the Guildsmen – should he ask it of them. That Malhavan is loyal to the city – and that Baryoi is convinced of that fact – is a great blessing.

While Malhavan has been initiated into the Unfailing, he claims that his innate magical talent is not strong enough to permit further progress along that path. His personal fighting skills are simply remarkable; Malhavan studied under Calenus in the School of the Headsman's Blade and was reputedly Calenus' greatest pupil after Abarces.

The Unfailing

Though not a military organization per se, the Unfailing is a real and palpable force in Hollowfaust. Though they come from diverse backgrounds, these elite warriors have all sworn to protect one of the necromancers with their life – and beyond it if need be. The Unfailing is one of the Guildsmen's most valuable assets and not only because of their extreme loyalty. Entering the Unfailing is difficult; candidates must be experienced warriors before joining. Those Unfailing who are qualified typically hold other positions of responsibility for the necromancers, serve as officers in the Stygian Guard, form the core of the senior secret police force or join the small force that Baryoi himself uses to hunt down supernatural threats to the city's safety.

Carthylla's lover and bodyguard Sarrant founded the Unfailing. A master fighter before his involvement with Carthylla, he devised special tactics for dealing with threats to his mistress. When others, who had devoted themselves to the Council or its individual members, approached him to learn these techniques, he refused to teach them until they swore a great oath to always protect their ward and never abandon or betray him. Though the Unfailing members do not speak of this oath, it is said that aspiring Unfailing beseech Nemorga to close the underworld's gates to them if they fail or betray their masters. Thus, an Unfailing who betrayed her oath would be cursed to forever walk the land of the living, bemoaning her sins. It is unknown whether Nemorga knows or cares of this oath, but the Unfailing treat it with grim seriousness.

All members of the Unfailing have at least one level of the Unfailing prestige class. For more information on this prestige class, see the Appendix.

Adventurers

Though the Guildsmen dislike them for the disorder that follows them, wandering adventurers are an inevitable fact of life in the Scarred Lands. Itinerant warriors are treated according to their reputations, but the secret police watch closely those individuals of heroic repute visiting the city of the necromancers.

The least favorite adventurers are, obviously, those known for killing magicians or stealing their valuables. Unless they have a good and obvious reason for visiting Hollowfaust, such individuals are escorted out of the city-state and subjected to a *geas* or *quest* never to return.

Hollowfaust dislikes magicians as well. The Sovereign Council has no desire to share its power with other magicians. "Two staves will clash," as the saying goes, and other arcane spellcasters are generally seen as rivals and potential social disruptions first and possible assets to the city second. Most noteworthy magicians who visit the city find the necromancers affable and interested in making their fellow mage's stay as short and pleasant as possible. Those magicians who apply for citizenship are typically asked

politely to leave, and those who refuse are exiled or destroyed. Those very few magicians who are permitted to stay must swear never to oppose the Council or work against the city-state's interests. Those magicians willing to accept these conditions are typically subjected to multiple *geasa* to ensure their good behavior.

Clerics of outside faiths are tolerated, since the ruins of Sumara provide stark evidence of how wrathful the gods can be. Yet even these clerics are expected to abide by Hollowfaust's laws, so speaking poorly of the government is sedition, even from a religious figure. Hollowfausters are truly pantheistic, and attempts to undermine this system of diverse worship are generally treated as threats to the state, if not outright sedition. Finally, clerics who are citizens of Hollowfaust are not permitted to raise the dead without first informing the Council; the body belongs to Hollowfaust once death has come, and individuals who wish to raise someone must pay the body's fair market value to purchase it back. Of course, this caveat presumes that the city is not in desperate need of corpses of the deceased's type, in which case, it would be unwilling to part with the cadaver at any cost.

Other sorts of adventurers – bards, rangers, fighters and the like – are welcome but subject to the city-state's laws. Those adventurers who are agents of foreign powers must register this fact or face exile or final forfeiture as a spy, and those who commit seditious acts or break the law face the same punishments as any other city resident.

All that being said, there *are* a number of heroic individuals living in Hollowfaust who are not retainers of the Council. In addition to many distinguished fighters serving in the Stygian Guard, the barbarian Davaka Warchief Sharu Ironchest has lived in Hollowfaust for several years with his retinue, acting as a caravan guard and raiding the Hornsaw Forest – pursuing his private vendetta against Mormo's various children. Similarly, the incarnate Eagle Talon has lived quietly within the city for almost two decades. Until recently the bard Shar-azazel lived in the City of the Necromancers, but she was tried before the High Court as a spy and sentenced to final forfeiture. It is not known for certain, but rumors say that her tongue, cut out but perfectly preserved and animated, was sent in a box to Antreas, Calastia's chief wizard, with a note asking what songs of Hollowfaust she would now sing for her masters.

Law in Hollowfaust

Hollowfaust's necromancers are, above all, lawful and orderly. Besieged repeatedly during its history, Hollowfaust holds its own amidst territories populated by potential foes. The city's continued existence thus depends on maintaining order, and the necro-

mancers preserve that order at any cost. Establishing the city-state's strict and well-codified legal system was costly and time-consuming, but the necromancers reap great rewards from the investment. Domestic crises and scandals rarely distract Guild members from their work.

[GM Note: The following treatment of Hollowfaust's legal system is an extensive one for two reasons. First, Hollowfaust is a city of law – an orderly society where individuals live by a very strict but fair set of rules that allows the city to prosper even in isolation amid a challenging environment. Second, even in a less-orderly city, the average group of PCs would inevitably run into some kind of local law-enforcement officials, which in Hollowfaust's case could be a perilous experience!]

In a tightly run city like Hollowfaust, adventurers will have an immediate and intimate relationship with the law, which doesn't necessarily mean they'll be treated as "criminals." Adventurers in the city may

Bailiffs

Hollowfaust magistrates are not expected to implicitly trust city guards. Blackshield officers have a vested interest in seeing the people they arrest convicted on the charges; thus, their evidence and testimony are sometimes suspicious. So each magistrate has a number of servants, called bailiffs, who further investigate crimes on the magistrate's behalf, maintain order in the chambers and otherwise satisfy the court's needs.

A challenging occupation, the Low Court bailiff, assigned a caseload by his magistrate, must investigate those cases before the magistrate hears them that week. Bailiffs are often reformed criminals who impressed the High Court enough to receive full-time employment rather than exile, a burdensome fine or even final forfeiture – though commutation of a capital sentence to anything but exile is a rare event.

Lot drawing for the next week's cases occurs after the close of business on Charday. Because magistrates may schedule their caseload to suit themselves, bailiffs have two extra days to investigate Corday's cases and need only conclude their other investigations by the time the magistrate hears the case. While it is possible to "slip" a case onto the next week's docket, doing so reflects a magistrate's inefficiency and invites secret police scrutiny to determine whether the justice system is being abused. As a result, bailiffs are under considerable pressure to conclude their investigations in a timely fashion, making it a hectic job.

find themselves working for the Guilds or living in benign symbiosis. Nevertheless, Hollowfaust's government is an extension or reflection of the Guilds. Living in the city means living in the domain of powerful magicians who carved this niche out for themselves over a 150-year period, facing down bitter opposition and hardship. Hollowfaust's necromancers feel secure in their city – safe from persecution and free to pursue their studies undisturbed. Anyone who upsets or destroys that tranquility is going to draw the Guild's attention.

Adventurers, particularly those with reputations for civil disturbances or ties with foreign powers, will be watched closely. The powers-that-be will deal harshly with threats to their city; those adventurers who respect the Guilds' harmony will find themselves tolerated. However, adventurers must realize that the Guilds are not a distant and impersonal force; they are a real and vital presence, keenly aware of the city they rule, with a vested interest in its continued prosperity. Hollowfaust has not survived wars and carved a freehold from a mound of volcanic ash by reacting slowly. The city will integrate characters who are assets and efficaciously neutralize whoever presents a danger.

Law Enforcement Officials

The city guard and secret police comprise and implement Hollowfaust's system of law and order. In theory, the guard deals with threats to civil order, and the secret police deals with corruption and threats to "national" interests. In reality, the two rival organizations compete against one another to investigate and prosecute criminals – which satisfies the Sovereign Council. By diverting their energies to the rivalry, neither organization has the resources to seize control of the state.

The City Guard

The Council charged the city guard, informally called "the Blackshields" after their signature gear, with keeping civil order in Hollowfaust. This mandate includes daylight street patrols, criminal and civil disturbance investigations and city wall patrols. The guard also patrols the streets at night, but evening-hour security is the responsibility of the Animator's Society and their night patrols. However, the guard maintains a street presence to deter theft or other crimes that the city's mindless undead guardians cannot comprehend.

Torture and Magical Interrogation

Torture is strictly and explicitly illegal in Hollowfaust, upon pain of exile or final forfeiture; not even the secret police may make use of it. The necromancers agree that torture violates Hollowfaust's social contract; inflicting pain and injury on an individual violates her right to self-possession while alive. The state will own her body when she dies, *and no sooner*. However, events that transpire *after* an individual's final forfeiture are not considered "torture," as the person has relinquished ownership of his physical body. Likewise, a sentence of corporal punishment is considered a fine assessed against the guilty party's property – a fine paid by the body rather than from a purse. So torture used in the course of an investigation is seen as inherently unjust, like assessing a fine or seizing property before the individual is found guilty.

Additionally, the reluctance to indulge in torture is deeply rooted in the city-state's early history. Hollowfaust cannot forget that Taason used torture in the service of state security, which ultimately precipitated the expulsion of Ahrmuzda Airat and Taason and the founding of nearby Glivid-Autel. These events, later exposed as a pretext for eliminating rivals or those suspicious of the two, soon-thereafter-exiled founders, underscored the unreliable nature of judicial torture, and the Council's attitude toward it understandably soured.

Hollowfaust instead uses magical interrogation in limited circumstances. Such circumstances are few; the Council justifiably worries about relying on a form of investigation that allows for blackmail, fishing expeditions and the outright prefabrication of "unimpeachable" evidence. The Council discovered some "interrogation" spells that produced the answers the caster wanted; while none *seems* to have been used in Hollowfaust, how can anyone be certain? Likewise, in a city of magicians, can there be any assurance that a subject's memories of an event have not been magically altered, either by the actual guilty party or by someone interested in framing the accused?

As such, only a High Court may authorize magical interrogations, and the Council must approve the list of questions. The secret police may not use magical interrogation, even if the interrogation's results are not submitted as evidence. All interrogation spells must evoke verbal responses, and at least three master-ranked Guildsmen from three different Guilds must attend the interrogation to verify the results. The Council may request (and has in the past) that the interrogation be performed before it, especially in high-profile cases or cases bearing on state security.

Liarnek Hlast, an exile of questionable history, leads the Blackshields. Nine years ago, Sharduk, the previous watch captain, died fighting a firewrack dragon. Though he had not worked with the guard before, Hlast assumed the organization's leadership. Creeping corruption at the watch's upper levels permitted the outsider's succession to a command position. Hlast cashiered several senior Blackshields – some of whom stood before the High Court for malfeasance, while others were exiled. However, setting aside his self-indulgent tendencies, Hlast seems otherwise incorruptible, and polices the guard closely. After purging the ranks, he filled the empty slots with competent underlings.

The guard's full-time staff numbers 500 individuals; another 250 volunteer members take shifts on the walls several times a week. Regulations require that guard members wear leather armor and carry a spear and shield while on the city walls, but many guards go unarmored and carry only a club while on patrol; after all, Hollowfaust is not a violent city. Three Blackshields comprise a patrol unit: a senior officer and two guardsmen. Five patrols circuit the city during the day, three at night. All guard members walk a beat; Blackshields are expected to investigate whatever crimes or suspicious activity they encounter to the best of their ability.

When confronting serious violence (a rare occurrence), a patrol member runs for the First Gate to secure assistance while the other two contain the situation (or buy the runner time in the case of a serious threat). The runner can return within 15 minutes leading anything from a half-dozen armored volunteers carrying spears and shields to a company of undead troops. Senior Council members may even make an appearance, depending on the situation's seriousness.

The First Gate features a massive bell, which is used to signal emergencies. Single-ring alerts announce a situation that poses no real danger but demands immediate attention, such as a tavern brawl, small fire or drunk-and-rampaging barbarian. Three-ring alerts signal a serious situation that does not require a necromancer's attention, such as a hostage situation, armed assailant or grisly murder. Any situation that might involve magics, the undead or titanspawn triggers a multiple-ring alert, which effects the maximum response: Council members, powerful Guildsmen and other necromancers arrive expecting the worst. A number of enchanted bells in the Underfaust ring in sympathy with the walls' bells, but mimic only three- and multiple-ring alerts.

The Secret Police

The secret police, popularly known as the Shadows, protect Hollowfaust from both internal and external threats. While there are about 40 full-time members, an unknown number of individuals spy on *their* fellow citizens on a part-time basis.

Suits within the Guilds

Lawsuits between Guildsmen occur frequently. Hollowfaust forbids magical duels and wizards' wars, under penalty of exile or even final forfeiture. Instead, disputes involving prestige, academic ethics, rights to exploit some resource or a spell or theory's ownership are argued before other Guildsmen. Hollowfaust takes Guildsmen's disputes seriously; a falling-out among the city's magicians could weaken or destroy the delicate balance of power and respect that holds the city together.

For simple disputes, like fistfights or grievances over property or petty intellectual matters, a Guildmaster who does not oversee the disputants moderates the issue. This Guildmaster can construct remedies that involve up to four weeks city service or fines up to 1,000 gp. Higher fines, exile or longer service periods are the Council's option; if a Guildmaster wishes to assess such a penalty, she must request that the Council review the issues.

For serious offenses, the entire Sovereign Council deliberates the issue, hearing evidence and rendering a verdict. When bailiffs are needed, the Council uses senior Guild members with no interest in the case, and the secret police provide logistical support for the investigation. Because the Council itself hears the issues, matters like magical interrogations can be settled and ordered immediately, and every resource in Hollowfaust that could help settle the case is at the Council's disposal.

Any party may appeal a Guildmaster's decision to the Council if she feels justice has been miscarried. However, the Council does not frequently overturn an individual Guildmaster's findings.

Necromancers of journeyman rank or higher are not subject to corporal punishment, and no necromancer may be placed in another's service, under the (quite correct) assumption that the resultant hard feelings would only exacerbate the dispute. Similarly, the Council does not typically increase fines or sentences, knowing that a magician's wounded pride may drive them to the ultimate appeal, however groundless the case. Likewise, the Council sometimes offers exile as an alternative to service so that necromancers, who would rather die than bend their necks, can avoid bloodshed.



The Shadows divide themselves into three roughly equal groups: the Internal Affairs section, the State Affairs section and the Foreign Affairs section. The Internal Affairs section polices Hollowfaust's bureaucracy, monitoring its clerks, magistrates, Blackshields and even the Underfaust for signs of corruption, though their powers of investigation into Guild affairs are strictly limited.

The State Affairs section serves dual roles. First, it protects Hollowfaust against magical threats. Hollowfaust's necromantic energies draw undead to the city like a magnet, and the more intelligent undead frequently attempt to live within the city and feed off its inhabitants. The State Affairs section sees that they do not succeed. State Affairs employs numerous magicians and warriors to supplement its efforts and keeps more on retainer, just in case. Second, State Affairs polices the city to root out seditious activities. This task absorbs very little of the section's resources because sedition is easily detected and because the Guild is not interested in prosecuting every person who has negative feelings about the government; they just cannot allow anyone to foment revolution with impunity.

The Foreign Affairs section, Hollowfaust's spymasters, is intentionally the least well known, and it employs many agents in foreign kingdoms to inform the Sovereign Council of noteworthy events. Many such agents are spies, who attempt to ferret out the secret plans of foreign powers, but others remain in the open. These "ambassadors" maintain good relations abroad and ensure that important goods and services flow along the caravan routes to Hollowfaust. These ambassadors also act as Guild liaisons, so individuals wanting to retain the necromancers' services can do so without traveling to Hollowfaust. The Foreign Affairs section typically equips its agents with magical means of reporting home.

The lich Baryoi runs the secret police, and his incorruptible nature sufficiently checks the organization's power. Beyond that buffer, the Sovereign Council's vast power could blot out the entirety of the secret police in just a few hours. Baryoi's immortal direction keeps the Shadows on track and focused, and in appreciation, the Shadows are fanatically loyal to their undead patron.

The Shadows' three sections remain distinct. Most agents spend their entire careers in the same section and may never know anyone from another. The three section heads meet Baryoi once a week in the Underfaust, plan overall strategy and share information. This weekly meeting serves as the only contact the three sections have with one another; Baryoi is adamant about this, insisting that the three sections remain separate and distinct to prevent subversion and loss of security.

Arrestment

Hollowfaust has no system of "secret courts," so trials are held in secret only when absolutely necessary and only with the entire Council's permission. Thus, the legal process is the same, regardless of whether the city guard or the secret police made the arrest.

Only civil crimes interest the city guard, such as disturbing the peace, theft and assault. Those offenses considered "victimless" are perfectly legal in Hollowfaust, so long as they *stay* victimless. The

guard or secret police will stop any individual committing a crime and issue a citation. The citizen's curfew token number is recorded, and he will be summoned before a magistrate within two weeks. Visitors who commit crimes are considered flight risks and are detained (see below).

Citizens who fail to appear for a hearing usually lose the case and have "evading justice" added to their list of convictions. The fugitive's curfew token number is placed on the guard list at the First Gate. Captured fugitives face a heavy fine assessment. Those

Prominent Practices

Hollowfaust's most prominent advocate partnerships not only provide legal support, but also offer an array of employment opportunities. They might hire skilled adventurers as contract laborers or salaried employees who collect evidence, protect clients, provide entertainment at business functions and otherwise advance and promote the firms' interests. Ambitious characters will find a legal firm contact invaluable.

Bandaro & Bandaro – A husband-and-wife team founded Hollowfaust's most prominent legal firm. When the founders died during the Fourth Siege, Bandaro & Bandaro passed to their son and daughter. There were some initial difficulties; the firm wasn't prepared for the succession, and neither teenager was fully trained. After a problematic decade, however, Bandaro & Bandaro regained its prominence. Bandaro & Bandaro primarily prepares contracts for important merchants who frequent Hollowfaust, but the firm also operates a lending house to finance those same ventures and, as a silent partner, has invested in a number of major mercantile concerns. Rival merchants have leveled serious allegations about the practice's ethics, charging that the firm is less than aggressive pursuing the interests of clients who compete with the firm's business partners. The secret police are looking into the matter.

The Brotherhood of Firetusks – The Brotherhood, like Bandaro & Bandaro, combines a lending house and advocacy partnership under one roof. The Brotherhood, however, is unabashedly and openly biased: its primary concern is the betterment and advancement of Firetusk dwarves. This prominent firm provides legal services to Firetusks at a discounted rate or on a *pro bono* basis, depending on the individual's means. In addition, a concern wishing to secure a Brotherhood loan must accept a dwarven clan member into its organization so the Firetusks can protect their investment. These concerns must also patronize Firetusk businesses and hire Firetusk employees whenever possible. Some merchants allege that Firetusks have deliberately crowded out human interests in those concerns in which the dwarves have become involved, but so far secret police investigations have not produced conclusive evidence.

Aiyar, Wiss and Chander – The Aiyar, Wiss & Chander partnership handles two related, specialized and extremely sensitive issues. First, the firm brokers most of the Guilds' legal dealings. The Guilds and their Guildsmen conclude many legal deals: buying vast quantities of exotic and mundane goods from merchants, offering their services as consultants and contractors and retaining various specialists' services. Hollowfaust's legal system overwhelmingly favors the necromancer in any dispute (since all disputes are mediated by or appealed to other Guildsmen), and resolving contractual difficulties without ruining business relationships requires delicacy. Aiyar, Wiss & Chander provide that service.

The firm's second area of expertise involves representing those accused of serious criminal offenses – rape, murder, kidnapping, sedition and the like. Successfully trying these cases requires an intimate knowledge of the necromancers comprising the tribunal; any effective case plays to the necromancers' feelings and views. Since the tribunals are selected by lot, a defense advocate must know every necromancer. Aiyar, Wiss & Chander, having worked with the necromancers' through their legal dealings, are thus well-suited to the task. The firm's criminal defense services don't come cheaply, though; it typically charges 4,000 gp up front and expects a 6,000 gp success bonus, and the fees can increase considerably if the case looks long and difficult or threatens the firm's reputation.

Aiyar, Wiss & Chander's founders – a successful halfling merchant (Aiyar), a successful Calastian antiques merchant (Chander) and a Sowers of Fear journeyman who wanted to leave the Guild but not Hollowfaust (Wiss) – established the firm 70 years ago. The original partners are now dead, but their successors continue the firm's operation under its original name.

fugitives who manage to flee the city cease to be Hollowfaust's problem; should they return, they must pay their dues and any assessed penalties.

An actual arrest is made under only two circumstances: a violent criminal/suspect poses a continued threat to public safety or is a flight risk *or* the suspect poses a threat to the city-state's security (e.g., a spy). In both cases, the guard or secret police must plead for detention before a magistrate and justify the action. All detainees are held in a gaol adjoining the High Magistrate's Court. The detainee's wrists and ankles are shackled with manacles peened shut [GMs: treat them as masterwork manacles]. The manacles' chains are short and heavy enough to hamper arcane spellcasting and increase spell failure rates to 65%.

Because only violent individuals or those who threaten state security are detained, arrested individuals are held indefinitely, until their hearing, with the exception of Guildsman. Only the Council can file charges against a Guildsman, and only the Council can order his arrest. Sometimes, detained Guildsmen who offer a solemn promise to remain in Hollowfaust are released, but a magical constraint to prevent his fleeing the city usually reinforces this promise.

Because "victimless crimes" are not considered crimes at all, there is little need for courtesies like "probable cause." The guard only intervenes when someone is obviously performing some criminal act or fleeing from one. The guard requires a writ from a magistrate to search private residences; while evidence of other crimes discovered during a search may be grounds for prosecution, "fishing expeditions" and writs issued under false pretenses are strictly forbidden. The secret police's Internal Affairs section closely monitors this sort of activity. While the secret police has the freedom to go anywhere or search anyone, Baryoi is very sensitive to public goodwill and uses this power sparingly, in special circumstances.

While the necromancers normally adhere to legal rules and regulations, they are not fools. They confront serious problems with overwhelming force. Anything that resembles an undead, magical or titanspawn threat is immediately addressed; necromancers arrive in force, accompanied by retainers, Blackshields and other reinforcements. They do not arrest "monsters" in Hollowfaust; they slay them and cut up the bodies, using the pieces as spell components. The necromancers can interrogate a dead invader as easily as a live one.

The Legal Process

The city of the necromancers is one devoted to law and order, so anyone who visits for any length of time will become somewhat familiar with the city's legal code and judicial system, described in the following overview.

The Low Court

The Low Court addresses most of Hollowfaust's legal disputes, which generally entail ordinary civil suits and misdemeanor charges. Such cases are argued before salaried magistrates – professional jurists who, after passing a qualifying examination on Hollowfaust's laws, successfully apply for an appointment to the magistracy. A number of senior Guildsmen also interview these magistrates as part of the selection process.

Each week, lawsuits and criminal charges are placed on a docket and each assigned a lot. Each magistrate draws one lot, starting with the most junior magistrate. When all magistrates have drawn one lot, they repeat the process until the week's caseload has been assigned. A magistrate must hear and rule upon every assigned case by week's end or face fines or, if serious dereliction of duty is suspected, expulsion from the magistracy.

However, the law does not hamstring magistrates, who can craft whatever appropriate remedies they feel will resolve the issues before them. However, every case may be appealed to the Guilds, and the possible repercussions (see Appeals, below) encourage magistrates to rule as fairly as possible. Similarly, Hollowfaust's magistrates must excuse themselves from cases in which they have an interest; after all, the secret police consider judicial corruption a threat to public order and monitor it accordingly.

The result is a legal system that strongly encourages private solutions to disputes and good behavior among civil authorities. Because city guardsmen found to have acted unjustly can be reprimanded, fined, lashed or even remanded to the High Court for trial, they are reluctant to abuse their power or place anything but the most serious cases before the bench. Similarly, a civil suit claimant may be penalized, including fines and lashes, if the magistrate determines that his claim is frivolous.

The Low Court cannot assess more than 500 gp in damages or sentence a criminal to suffer more than 10 lashes. Half of all monetary damages in a civil or criminal case involving injury or property destruction is awarded to the victim, and half to city charities; the state reaps no profit from justice in Hollowfaust. Because the claimant receives only half the award, she customarily seeks double the value of the damage done. Citizens rate the system highly, as it penalizes offenders without making the award system a lucrative endeavor for either the state or the wronged party.

The High Court

The Low Court generally deals with petty crime and civil issues. Capital crimes, crimes punishable by exile, serious offenses punishable by more than 10 lashes and civil suits seeking damages over 500 gp are handled through a different mechanism – the High Court.

Standard Fines

Crime Type	Punishment	Crime
Assault	50gp, twice the victim's medical expenses, 3 lashes	Low
Assaulting/Impersonating a guard, clerk or Stygian	100gp, 10 lashes	Low
- a Guildsman	1000gp, exile	High
- a retainer or magistrate	500gp, 10 lashes	High
Disturbing the Peace	10gp	Low
Drunk and Disorderly	5gp, 20gp between 10PM and 8AM	Low
Murder	Final forfeiture	High
Rape	20 lashes, final forfeiture	High
Sedition	Exile	High
Theft, Petty (under 100gp)	Twice the value of the stolen object 1 lash if a repeat offender	Low
Theft, Serious (over 100gp)	Twice the value of the stolen object, 5 lashes	Low
Torture	20 lashes, final forfeiture	High
Vandalism	Twice the value of the stolen object, 10 lashes	Low

Notes

„Disturbing the Peace“ is the standard nuisance charge. „Assault“ implies serious physical injuries, so slapping someone is not illegal in Hollowfaust. Vandalism is harshly punished because, as a crime without a profit motive, it represents an attack on the social order.

There are no standing High Court tribunals. They are convened as needed and stand only for a single case. Each High Court is composed of three Guildsmen, of journeyman rank or higher. All Guildsmen upon reaching the rank of journeyman are ceremonially entered into the judicial lottery; whenever a High Court case arises, three drawn lots determine which three Guildsmen form the tribunal. Traditionally, a Guildsman who has served on a tribunal is exempt from repeat service for a full year, but during periods of discord, Guildsmen have been called up early, and some sat on several tribunals concurrently. The highest-ranked Guildsman directs the proceedings, which are relatively informal. The Guildsmen forming the tribunal call on their companions and associates and on the most senior and well-respected Low Court bailiffs for assistance.

The High Court proceeds at a more leisurely pace than the Low Court. No time limit is set on the High Court's deliberations, and each tribunal has only one case on its docket. While matters are resolved as quickly as possible — after all, the necromancers must attend to other duties — all the investigative resources at the tribunal's disposal, both magical and mundane, are deployed. This investigative power is quite extensive, and if a High Court pursuing an investigation needs a specialist's skills or magic, it can conscript anyone necessary into its service. Members of the Animator's and Anatomist's Guilds and of the Chorus of the Ban-shiee particularly enjoy this work. Tribunals call on these amateur detectives to interview murder victims' ghosts or reconstruct crime scenes.

Appeals

All court judgments in Hollowfaust may be appealed. In keeping with the legal code's stringent character, the appeals process exists to prevent any miscarriage of justice through judicial abuse. Either party may appeal a judgment.

In the case of a Low Court verdict, a Guildsman, selected by lot, hears an appeal request. If the Guildsman feels the magistrate's ruling was incorrect, she may convene a High Court tribunal, on which she will not sit, that essentially tries the magistrate for his miscarriage of justice. The tribunal can issue its own remedy to the appealed case and fine, censure or strike the offending magistrate from the salary rolls. The Guilds take this matter seriously, viewing the process as a check on corruption and abuse of power. So magistrates very carefully impose reasonable settlements. However, the Guilds also recognize that appeals impose on Guildsmen's time, and a meritless appeal invites a doubling of the judgment (if the defendant appealed) or a fine (if the plaintiff appealed).

High Court judgments cannot be appealed. At times, the Council has intervened in sensitive matters, commuting or altering sentences, but the Council's acts at its own discretion — not the discretion of the High Court or the individuals involved in the suit.

Punishment

Hollowfaust does not operate a prison system. Criminals pay fines or are publicly flogged, exiled or executed. Imprisonment is a costly alternative that neither benefits the victim nor reforms the criminal. Prisoners' most common use, as enforced state labor, is the last thing the city-state needs, at least from non-magicians.

Guild members convicted of crimes, however, receive community service sentences, rather than monetary fines, because the Guild prizes their service more than their money. In actuality, most Guildsmen lack money, as the Guilds provide the necessities: food, lodging, laboratories and so on. Generally, 250 gp equal one week's service – a pittance compared to the sums a magician commands for his services on the open market, which is precisely the point.

Lower Court-assessed floggings never exceed 10 lashes; the High Court, 20. The 20-lash limit essentially prevents the sentence from becoming one of final forfeiture. The Guildsman who receives a body for final forfeiture has the right to dispose of it as he wishes.

Exiles must leave Hollowfaust and its possessions immediately, though they typically receive one day, under heavy escort, to settle personal business and gather important possessions. Exiles may never return to Hollowfaust without the Guilds' explicit permission; doing so subjects an exile to an immediate death sentence. For civilians, the execution takes the form of final forfeiture; Guild members are slain on the spot.

Final Forfeiture

"Final forfeiture" is Hollowfaust's euphemism for a death sentence, deriving from the fact that the individual forfeits his ultimate right: living possession of his physical body.

In final forfeiture, the guilty party is awarded by lot to a necromancer of journeyman rank or above; it is the same pool of necromancers from which tribunals are drawn. To keep the process honest, the same pool of lots is used, so a necromancer who removes his name from the pool cannot receive any experimental subjects. Likewise, the necromancers sitting on the tribunal may not receive the subject. Finally, individuals sentenced to final forfeiture may not be given or traded away to other necromancers.

The person loses her right to her physicality upon pronouncement of the sentence. Her body becomes the property of the necromancer who draws the winning lot – to experiment on, living or dead, as he sees fit. Those necromancers who do not need a living subject or any subject at all typically expose their charge to toxic fumes bottled from the volcanic vents. These fumes cause a quick, painless death. Other victims are not so lucky. Less compassionate Anatomist's Guild members vivisect their victims, to study the process of dying at various stages in grim detail, while the Sowers of Fear frighten their victims to death or drive them mad using terrifying magic.

Note that only the individual's *body* becomes the necromancer's property; the individual's ghost passes to whatever afterlife awaits it. That the ghost departs is gravely important to necromancers; malevolent hauntings serve no useful purpose, waste precious

Nemorga

(neh-MORE-gah), the Gatekeeper, the Executioner, the Gray King (N; Death, Endings, Forgotten Knowledge, Time, the Underworld)

Favored Weapon: Longsword

Domains: Death, Knowledge

Holy Symbol: A closed tome bookmarked by a scabbarded sword

research time and, at worst, might negatively affect Hollowfaust's populace. The Followers of Nemorga's elder members help their fellow necromancers exorcise those spirits who will not willingly depart.

Necromancers rarely receive final forfeiture sentences, for a number of reasons. The political murders that plagued Hollowfaust's inception have forever prejudiced the necromancers against killing their own. Those miscreants who disregard Hollowfaust's laws and the Guilds' authority are exiled and warned never to return. The Guilds understand that while Hollowfaust is small, the world beyond its secure walls is quite large and dangerous; casting out their troublemakers risks less political upheaval than executions. Likewise, a full-scale magical battle between necromancers could either ignite a civil war that forever divides the city-state or simply and irreparably destroy Hollowfaust. Only a necromancer who has murdered a Guildsman may face final forfeiture, depending on the crime's circumstances.

Advocates

Hollowfaust's court proceedings can be complex: filing the claim, requesting an appeal, registering one's defense – all of these tasks require the presentation of formal writs. Additionally, formal documents like business contracts and property deeds share this complexity. While some citizens, conversant with the legal system, manage their own affairs, few among the educated willingly master the skills. In addition to the system's complicated requirements, staging professional arguments before a magistrate requires more composure than most people can muster. In Hollowfaust, as everywhere else, "He, who represents himself, has a fool for a client."

Instead, most citizens hire specialists called "advocates." Advocates, skilled in the Hollowfaust legal system's intricacies and its encompassing bureaucracy, charge fees to help people negotiate various, legal hurdles or plead their cases before magistrates. Hollowfaust does not issue licenses to practice advocacy, so advocates come in every stripe and hue. While some advocates are skilled professionals, helping merchants draw up complicated contracts and pleading High Court cases, others less reputable or untalented lurk in barbershops or taverns. These

barroom advocates might piece their way through marriage contracts or landlord complaints for a few guilders or plead a drunk-and-disorderly case before a Low Court magistrate for a pentacle that hasn't been too badly clipped.

Because there is no minimum competence certification, most advocates build reputations through word-of-mouth. Most advocates learned their craft as advocate apprentices. Partnerships do form, and some advocates remain with the same firm their entire lives: from apprenticeship to retirement. Successful advocates can become quite wealthy, and many retire to finance mercantile ventures, become city contractors or otherwise exploit their connections and understanding of how Hollowfaust works.

Travelers, especially those with mercantile or adventuring interests, should secure legal representation when entering Hollowfaust. Pleading ignorance of the law is unacceptable in Hollowfaust. During most days, but especially when caravans are due, criers for the major law partnerships crowd the street within the main gate. These youths, usually the firms' apprentices, hawk the firm's services to arriving travelers, attempting to lure them back to the firms' officers or pressing them to accept the firm's card.

When a large caravan arrives, the main gate's thoroughfare becomes a spectacle. The law firms dress their criers in the gaudiest, most expensive clothing their partners can afford to demonstrate the firms' wealth and suggest the prominence of their typical clientele. Adding to this cacophony are food vendors chanting and calling, mules braying, draft oxen lowing, drivers cursing, tax agents and assayers shouting and prostitutes luridly drumming up business. The scene inside the gate can become positively un-Hollowfaustian –

– Until visitors notice the morbid turn the invitations take. Prostitutes remind new arrivals that the road is dangerous and the dead have no use for pleasure. Beggars implore donors to consider their afterlives and the spiritually cleansing benefits of generosity toward the needy. Advocates' apprentices remind travelers that a poorly chosen lawyer can lead to ruination and a life of misery. New arrivals quickly realize what a strange place the City of the Necromancers really is.

Clerks

The advocate's counterpart is the clerk. Magistrates hear only Low Court cases, but Hollowfaust's bureaucracy requires more than mediators and bailiffs. Someone must evaluate and file the forms, prepare the lots for drawing, administer the account books and handle those countless other administrative tasks that make the Sovereign Council's city function.

Clerks are trained much like advocates. Young clerks enter the bureaucratic ranks at age of 12 or so, working as pages or runners. As they grow older, clerks graduate into more important duties and receive promotions according to performance and intelligence. Clerks and advocates have an incestuous relationship: many clerks leave Hollowfaust's service between age 35 and 50 and become advocates or advisors to partnerships. This career move often proves profitable, as clerks have incredibly detailed, specialized knowledge and extensive contact networks among senior clerks in the Sovereign Council's service. Likewise, advocates occasionally "cross the line" and accept salaries from the Sovereign Council, working as magistrates or senior administrators.

The Council views this symbiosis as a mixed blessing. On the one hand, the administration functions smoothly and efficiently because the parties involved have similar backgrounds. Staff cross-pollination from private interests to the state and vice versa ensures that the city's moneyed interests have an investment in the system's longevity. Thus, the Council need not worry about attempts to abolish or radically alter the government.

On the other hand, policies wherein "one hand washes the other" promote corruption and cronyism – two conditions that threaten the city's stability, according to the Council (particularly Baryoi). The secret police pay particular attention to Hollowfaust's bureaucracy.

The Laws of Hollowfaust

The following Hollowfaust laws are well known, kept to a minimum and freely accessible by the public at the High Magistrate's Court. Either a magistrate or Guildsmen tribunal presides over a legal case, depending on its severity. A law's implications and a general interpretation are discussed in the italicized text.

•Hollowfaust honors no laws save those of the Sovereign Council.

Hollowfaust does not acknowledge any other state's authority within its sovereign boundaries. Though Hollowfaust has repatriated or exiled serious foreign criminals hiding in the city, it takes this action only when the charges are known to be true and the crimes' continuation would endanger the city's security (e.g., titan worship). However, these criminals are more likely be tried before the High Court or killed on sight.

•A citizen's body shall remain inviolate during his life. Actions that deprive a citizen of the free use of his or her most important and inalienable asset (e.g., murder, rape, torture, kidnapping) warrant final forfeiture.

The necromancers, with the utmost of gravity, pursue vigorous and meticulous investigations of these offenses and resolve them promptly.

• Upon his death, a citizen's corpse becomes the Sovereign Council's property. His kin and people will have no further claim on the body, for as Hollowfaust gave to and protected him in life, so shall he give to and protect Hollowfaust in death. This rule applies to all that die in the city or its territories, regardless of the length of his abidance – be it a lifetime or a heartbeat. This debt will be the contract of our land, and none will live outside it.

The necromancers tolerate no contests of this law. The body of anyone who dies in Hollowfaust is relinquished to the Sovereign Council to use as it pleases. The necromancers keep many corpses "on ice" in the Underfaust catacombs, later using them as undead warriors. Some necromancers use corpses as experimental subjects. Finally, a corpse stripped of its flesh may secure Hollowfaust as a skeletal patrol.

• Citizens will surrender all corpses to the Sovereign Council upon demand.

The Council typically allows three days for a decedent's survivors to grieve the death before claiming the body; most people surrender it sooner, as artificially preserving a corpse is prohibited.

• The Council acknowledges that some citizens may wish to cheat Nemorga for a time, may have burial needs that require an actual corpse or may have an ineradicable attachment to the decedent's remains. Recognizing these extenuating circumstances, the Council may, at its sole discretion, offer to sell its property (i.e., the corpse) to the decedent's survivors for a gratuity equal to the corpse's fair market value – such value determined on a case-by-case basis by the Council or its appointee(s). This provision is void during times of strife or crisis as declared by the Sovereign Council at its discretion; the security of the state supersedes the sentimentality of its citizenry.

In this context, "cheating Nemorga" refers to resurrection or being raised from the dead. (Nemorga, a god of death and thresholds, is widely worshiped in Hollowfaust.) However, while returning from the dead is a privilege, reclaiming one's body is not a right in Hollowfaust. A dead person immediately returned to life by a companion must still pay the corpse-value gratuity, plus any penalties assessed for raising the individual before reporting her death to the Council.

The council's willingness to surrender a body is determined by the same criteria by which the gratuity is set: How important or useful are the individual's remains, and are the city's corpse reserves sufficient to field a defensive force? Noteworthy adventurers have considerably higher values than do normal citizens. When the army has been depleted, the price to reclaim a corpse can skyrocket to over 100 times its normal value.

• All agents of foreign powers must register with the city guard captain at the First Gate immediately upon arrival.

The council loathes spies. Unannounced or unregistered agents may be exiled or suffer final forfeiture. The secret police closely observes the city's visitors – and not just because of political paranoia. The city's aura of death attracts many evil undead, so the city guard remains alert for such beings that might infiltrate the city posing as travelers and merchants.

• Persons convicted of sedition suffer exile. The Sovereign Council protects and provides for all those subject to the contract of Hollowfaust, and such subjects shall not assault the Council by word or deed.

This law serves as a stark reminder that Hollowfaust is not a democracy. Defaming or acting in defiance of the Sovereign Council, the Guilds or their servants is illegal. A citizen's only legal recourse is reporting his issues with the government to the secret police, which will investigate the matter and obtain redress if necessary.

• Impersonating a Guildsman is forbidden.

The Guildsmen form Hollowfaust's ruling class and have many special privileges, so impersonating one is a capital offense, typically punished by 20 lashes and exile. Impersonating a retainer or magistrate is a high crime, punished by 20 lashes and either a fine or exile, depending on how seriously the impersonation compromised the city's security. Impersonating a city guardsman, a Stygian or a magistrate's clerk is a low crime, punished by 10 lashes and a fine.

• Citizens must wear their curfew tokens in plain sight, especially when on the streets after nightfall. The patrols will leave persons wearing said curfew tokens unmolested. Persons forgoing tokens or wearing counterfeit tokens will be captured and remanded to the city guard's custody. Patrols may use lethal force in those situations that require it.

Patrols consist largely of semi-sentient or nonsentient undead. While they capably recognize curfew tokens, these undead are notoriously unreliable at detecting surrender. Individuals without curfew tokens should wait indoors until morning. Hollowfaust issues curfew tokens to Guildsmen, retainers and citizens only; visitors may move about the city only during daylight hours. Hollowfaust numbers its curfew token and records the name of the citizen to whom it was issued. Thus, a token serves as a form of identification, and if lost or stolen can be traced back to its rightful owner.

Religion

Only an idiot ignores the gods' presence in the Scarred Lands, given that the gods can and will become involved in mortal affairs when it suits them. Hollowfaust, like any other major city, hosts shrines to the major gods, making certain its citizens have ample opportunities to praise or appease the gods as necessary.

Most religious circles agree, however, that the gods probably overlook Hollowfaust. That must be the case, some argue; otherwise, the gods would have

Other Taverns

Other establishments catering to visitors searching for food, drink or other comforts include the following: the Solitary Weran (catering to those who prefer to drink in peace and quiet), the Long Winter Night (an inn/tavern that runs a low-key but high-class prostitution business on the side), the Devil's Lantern (run by a former Sowers of Fear apprentice; the site of raucous entertainment during festivals), the Half Moon (famous for its house singer, the beautiful and talented daughter of a necromancer) and the Mountain's Own (run by and popular with dwarves).

destroyed the city a second time. Militant Madrielites who claim that the undead are an abomination cannot explain why the Redeemer has not commanded her clergy to destroy or convert Hollowfaust. Hollowfaust isn't necessarily beloved by the dark powers either; Belsameth enjoys no more popularity in Hollowfaust than do her siblings.

For their part, Hollowfaust's citizens tend to be pantheists; they venerate the gods of good, pray to the gods of neutrality and appease the gods of evil, each as determined by circumstance. Few people claim to have a "patron deity," and most houses feature a tiny shrine that serves as the focus for family prayers. The Guildsmen, on the other hand, are generally less devout, paying their respects to their patron Nemorga and giving only token reverence to the Nine Victors.

Nemorga

The apocryphal Visions of *Nurada Kul-Kulan* claims that, before the gods were born and before the titans stirred to wakefulness, Nemorga sat upon his gray throne in the Underworld, waiting for the world to begin. Though almost every priest of the gods claims that Nemorga is merely a demigod born of the Nine Victors, none agrees on his lineage. The most popular theory suggests that Hedrada and Belsameth conceived Nemorga, but neither the Lawgiver or Assassin's churches support the notion.

Whatever his origins, Nemorga now serves as the Underworld's gatekeeper. Artists commonly depicted him as an ageless man in heavy hooded robes wearing a mask to conceal his features; he holds a weighty book before him and wears a scabbarded sword at his side. Nemorga's priests describe him as temperate and patient, impossibly slow to anger – but utterly without mercy when finally enraged.

Scriptures insist that Nemorga sits at the Underworld's gates, addressing each soul in its turn. He consults his tome – each page detailing the life of one person. Once he has reviewed the mortal life



New Feat: Icy Calm

Having grown up on a diet of unnerving situations and the Sowers of Fear's terror-plays, you are particularly difficult to frighten. You might not enjoy your own fear, but you have certainly grown used to it.

Prerequisites: Wisdom 13+

Benefit: You receive a +4 cultural bonus on all saving throws against effects that induce or cause fear. In addition, when you are *shaken*, you suffer only a -1 morale penalty to your attack rolls, saves or checks, rather than the usual -2.

New Feat: Dire Threats

You spent your life listening to the gruesome tavern-tales of what *really* goes on under the mountain and the war stories of city guards, watching the Sowers of Fear's macabre puppet shows and reading Herathull's bloody poetry. Maybe you watched one of the bloodier executions of a condemned criminal or dissected corpses under a Guildsman's watchful eye? As a result, only extraordinarily creative threats of violence disturb you — and you know *precisely* the sort of horrible things you can threaten people with to get their attention.

Prerequisites: Wisdom 13+

Benefit: You receive a +2 bonus on all Intimidate checks and to any Bluff checks that involve the threat of violence (such as using Bluff in combat). The DC to affect you with any Intimidate or violence-related Bluff checks is in turn raised by 4.

of the soul before him, he consigns that soul to the afterlife it earned through its mortal conduct.

Necromancers of neutral or good alignment venerate Nemorga, seeking to appease him and gain his permission to tamper with death's energies (or, some say, to assuage his wrath). He also serves as a gatekeepers, historians, astrologers, gravediggers and executioners' patron deity.

Holidays

Like most independent city-states in Ghelspad, Hollowfaust observes the holidays in its own fashion. Local tradition and values collide with the older observances, creating a singular collection of festivals.

The autumnal equinox numbers among the most important local festivals. Hollowfaust's residents call it the Feast of the Fallen and mingle traditional feasts with minor rites that appease the dead. Each family, no matter how poor, sets out an extra plate at the evening meal, offering food to

whatever hungry spirits might pass through. Most shrines hold special ceremonies on this day, recognizing lost heroes of the faith.

The winter solstice is a more positive festival for Hollowfausters than for other peoples. Called Longnight, citizens celebrate it by remaining awake all night, drinking hot brews and exchanging stories. Some wealthy households invite the city's best storytellers to their Longnight celebrations and award fine prizes to the person who tells the longest and most fascinating story. The city doubles undead patrols on Longnight, encouraging people to stay indoors and offering extra protection against supernatural threats that might be abroad on the year's longest night.

The vernal equinox, or Carnival of Flowers, is renamed Festival of the Vines in Hollowfaust. Unsurprisingly, this celebration is Hollowfaust's most low-key festival, particularly by other region's standards, as forces of spring and renewal clash with the city's pervasive state of undeath. Even stoic citizens feel slightly uncomfortable performing high spring's rituals under the Sovereign Council's unseen gaze. During the Festival of Vines, citizens plant and tend the various trellises and growing-houses that produce much of the city's food. After working hard in their gardens by day, citizens release their tensions through more private celebrations at night. The city's young people wear garlands of maidenshair ivy, in full blossom by this time, as a concession to the Carnival of Flowers' traditions of other nations — a comfort to foreign visitors.

The summer solstice, or Festival of the Sun, becomes Longday in Hollowfaust. The festival traditionally begins at dawn, when a Nemorgan high priest publicly lays an undead worker or soldier to rest forever. This ritual emphasizes that, for at least this day, the cycle of life and death must run its course, so Hollowfausters honor it by celebrating openly in the streets until sunset, at which time they retire to their households to sleep or tryst. Nemorgan doctrine forbids creating undead on this day, and many Animator's Society Guildsmen use this opportunity to mingle incognito with the citizenry.

Hollowfausters also hold a minor festival every 101 days, called a Gray Night, when the Nameless Orb is full. This practice has proven unpopular among most priests, who condemn the festivals, as they have no connection to the divine. Which is true: a Gray Night does not honor the gods or even the moon that signals it. Gray Nights instead honor the cycles of the world, in particular the ebb and flow of magical energies. To civilians, a Gray Night celebration takes the form of other festivals: dancing, drinking, storytelling and singing. But necromancers celebrate the Gray Night around a bonfire built on Mount Chalesh's rim. All Guild members are expected to attend a Gray Night festival, where various spellcasters

display their showmanship and braggadocio in one of the Guilds' rare social functions. The Sowers of Fear are particularly fond of Gray Night festivals and the chance to show off, while members of other Guilds also enjoy the opportunity to exhibit their latest creations or discoveries. The evening closes with solemn rituals that mark the passing of another Gray Night, and with prayers or songs that honor those people whose lives – or deaths – the necromancers have touched.

However, Hollowfaust's most unique and spir-ited holiday is its infamous Carnival of Masks. Originally instituted to honor Nemorga, who is commonly depicted as a masked figure, it evolved into a significant ritual that reaffirms the ties between Hollowfausters and their city. By assuming the roles of ghosts, evil spirits and monsters for a night, the citizens symbolically personify the land's worst aspects, asserting that they are not just victims waiting for a predator. They become "one with the dead," validating their right to live in the destroyed city.

The Carnival begins at sunset on the last day of Corer and ends when the eastern skies grow lighter, just before dawn, on the first day of Taner. During this single night, Hollowfausters wear masks of frightening aspect, set carved gourd lanterns decorated with demonic faces (called "devil's lanterns") in their windows and dance around great bonfires set in the plazas and fields. The undead troops that normally patrol the streets are sent to guard the city gates, and many reserve troops are dispatched to ring any celebrations outside the city walls. Many citizens take advantage of their anonymity to indulge in romantic pairings that they'd otherwise turn down, all in the spirit of the festival. Some thieves and criminals take advantage of the lax security during the Carnival of Masks, but local superstition warns that those who do true evil during the festival draw too much attention from the forces of darkness and will surely suffer for it.

Apparently, Carnival of Masks descriptions have spread to Shelzar, where the pleasure city's denizens have expunged its spiritual aspects and adopted the holiday as an excuse to hold erotic masquerades. This perversion of Hollowfaust's most binding and intimate social ritual disgusts most Hollowfausters, who maintain that Shelzarites invite misfortune by treating Hollowfaust's traditions with such blatant disrespect.

The Civilian Quarter

Three large sections comprise the city, but the Civilian Quarter is what most visitors tend to think of as "Hollowfaust." Nestled between the Inner and Outer Walls, patrolled by living guards during the day and undead troops at night, the Civilian Quarter houses the vast majority of Hollowfaust's population. The Civilian Quarter contains all the shops, shrines,

taverns and inns that an adventuring party might require – not to mention important residents who aren't Guildsmen or permanent retainers.

Domiciles

The average Hollowfaust home, built of stone and two stories high, houses one or two families. Most middle-income families can afford glass window-panes (if not finely crafted ones). The Sumarans often kept small gardens inside their houses (open to the sun and rain by means of a skylight), and the average Hollowfaust family continues this practice, growing food on its own trellises. Pet dogs are a luxury owing to the ongoing expense of their meat diet; those families that own dogs prefer massive watchdogs (potentially with some weran blood; see the Appendix) that can earn their keep by guarding the house.

Taverns, Inns and Leisure Houses (T)

"Enter and be welcome, masters. We don't get quite so many visitors from out of town as we might like, so make yourselves at home. Can I bring you some wine? Some morsels? Please, set down your swords and rest your bones. The sun'll be setting soon, so you might as well settle in. No point venturing outside after dark, eh? No, that'd be more trouble than it's worth. Come in, come in."

– Iontassa, proprietress of the Weary Pilgrim

In a city where a "seize the day" mentality predominates, Hollowfaust offers its citizens many places to celebrate just a little bit harder. The city has considerably more taverns than inns, though; the routes to Darakeene and Calastia are not reliable or safe enough that Hollowfaust sees an abundance of visitors. Those travelers in search of a room can usually find one; those in search of a stiff drink are never disappointed.

T1 – The Weary Pilgrim

When first-time visitors ask for the name of a place to stay, the locals recommend the Weary Pilgrim. Its owner has deliberately decorated this inn/tavern to reflect as little of the "local color" as possible; the tavern musician plays ballads from Ghelspad's other regions, the tapestries have vibrant colors and so on. The prices are generally fair, and the lodgings are comfortable.

The proprietress, Iontassa (*human female com4, LG*), is a well-built woman in her 40s, with thick black hair and a somewhat sly, smirking grin. She prides herself on catering to outsiders, hoping that her hospitality will encourage return visits to the city.

Owing to its reputation as an outsiders' gathering place, the Weary Pilgrim has become an unintentional center for petty intrigues. Many city residents visit the Pilgrim to hire travelers as couriers, to hear news, to spread gossip beyond the city's wall or even to find unwitting catspaws. Given Hollowfaust's ten-

gency toward harsh punishments, those citizens (or retainers or even Guildsmen) plotting a murder or some other serious crime need a hapless visitor to frame for the deed. Naturally, such conspirators troll for possible scapegoats at the Weary Pilgrim. Visitors intentionally or unintentionally exhibiting an air of bravado, incompetence, naivete or ignorance may find themselves targeted by locals with less-than-sterling motives.

T2 – The Charnel Blade

This tavern has a serious reputation among the folk of Hollowfaust; it doesn't fuss over the average drinker's comfort. The Charnel Blade instead caters to local swordsmen and swordswomen, city guards and any other Hollowfauster who carries a weapon and knows how to use it. Unfailing have been known to stop in for a drink from time to time; but they make somber drinking companions.

The Charnel Blade's interior, decorated in dark woods imported from the Hornsaw Forest, has a smoky-scented atmosphere. A number of gruesome-looking weapons hang from the columns and walls – fastened there to prevent their use during brawls. Above the bar hangs a mighty two-handed blade, a carved replica of a Zathiskan executioner's sword. The serving girls are good-looking and chatty, conversing freely with clientele about battles and campaigns; the locals are quite fond of them, to the point of being overprotective. (In this case, "overprotective" means "will beat too-familiar outsiders to a pulp.") The Charnel Blade doesn't offer musical entertainment, apart from the marching songs and occasional morbid ballads about doomed war heroes that the locals sing as midnight approaches.

The tavern's proprietor, Ru'uthor (*human male* *fr9*, LN), is a tall black man with a warrior's build, a shaven head and a beard worn in tight braids. He

The Headsman's Sword

The Headsman's Sword fighting style involves powerful, accurate strikes meant to finish an opponent as quickly as possible.

Abarces accepts only those students who demonstrate sufficient discipline to focus on such accuracy during the heat of combat. He prefers that students use two-handed weapons, in particular the greataxe, falchion and greatsword.

Abarces' instruction provides an excellent means for characters to purchase Improved Critical, Power Attack, Sunder, Cleave or Great Cleave feats. He also instructs students in the Finishing Strike feat: a less-than-sporting but eminently practical technique for quickly and skillfully finishing opponents.

bears many battle scars, but claims his fighting days are over. The quiet rumors at the Blade suggest Ru'uthor actually deserted from the Legion of Ash, although nobody can suggest how he might have survived such a "career choice."

More reliable sources say that Ru'uthor came to Hollowfaust chasing rumors about allegedly unkillable warriors, the Unfailing. He enlisted in the Stygian Guard, determined to prove himself worthy of learning the Unfailing's ways. Although he served with distinction, he was ultimately denied; Ru'uthor was not touched with a latent talent for magic – a prerequisite for learning the warrior order's arts. Abandoning his quest, he opened the Charnel Blade and designed the place to cater to men-at-arms, like himself. Although officially retired, Ru'uthor still enjoys retainer status and has several Guildsmen contacts.

T3 – The Captain's Skull

Although this tavern's name gives visitors pause, the establishment owes its name to a sutak officer's skull, claimed after the Third Siege; it occupies a niche of "honor" in the wall. The Captain's Skull caters to Hollowfaust's "middle class" – artisans, merchants and those military or guard officers who prefer a more relaxed atmosphere than that of the Charnel Blade.

The high quality of its food put the Skull on the map, and few people visit just to drink. The proprietor, Lurgo Herralt (*human male* *exp4*, N), an accomplished cook, now delegates meal preparation to his well-trained assistants. Herralt has a faintly haunted look about him, his skin hanging a little more loosely than it should. The Skull's regulars say Herralt was morbidly obese before he relocated to Hollowfaust. The exact cause of his dramatic weight loss, however, remains a mystery: some say he crossed paths with a ghost during a Gray Night festival, while others maintain that Herralt offended a Guildsman and has sweated the pounds off, worrying about the long-overdue reprisal. Adding to the mystery, Herralt's voice, when nervous, takes on a faint Shelzar accent, which makes some wonder whether the old tavernkeeper was once a libertine from the pleasure city who fled for some reason. Herralt certainly doesn't go out of his way to greet visitors from Shelzar...

T4 – Flesh & Bone

A hanging sign, showing a woman's long glove, and a pair of red-glass lanterns lit at night decorate this otherwise unassuming building. As these badges suggest, the building houses a brothel of good reputation. The Flesh & Bone, open for a few decades now, has become a local favorite among those unlucky persons lacking lovers of their own.

The building's function as a pleasure house has historical roots. When excavators first cleared the structure, the old mosaics they found within revealed that this building once housed a Sumaran brothel; illustrations in the foyer depicted the services available and their respective costs. When the local sex-for-hire market began picking up, an enterprising panderer quickly claimed the building and resumed "business as usual."

The Flesh & Bone caters to visitors of both genders and all sexual orientations, although it is not *quite* as open to more "exotic" fetishes. Despite its fanciful title, the Flesh & Bone does not keep reanimated prostitutes on hand to satisfy more jaded thrillseekers, contrary to rumor. The brothel rejects all sadistic (or masochistic) requests from its clients, as some urges are not worth satisfying. Hollowfaust's laws very clearly list torture and the like as offenses

Risen Defender

Risen: CR 10; SZ Large Construct; HD 12d10; hp 66; Init +4 (Improved Initiative); Spd 30 ft.; AC 19 (-1 Size, +10 natural); Atk +14 melee (fists, 1d6+6) or +14 melee (giant greataxe, 2d6+6); SQ Berserk, construct, damage reduction 15/+1, magic immunity; AL N; SV Fort +3, Ref +4, Will +3; Str 23, Dex 11, Con -, Int -, Wis 11, Cha 1.

See the Appendix for more information on the Risen.

Skills and Feats: Cleave, Improved Initiative, Power Attack.

Possessions: Giant greataxe.

punishable by final forfeiture, and the house is unwilling to test the leeway of that particular law. The proprietress has very clearly posted warnings that suggest the ramifications of misusing the hired help. She recruits bouncers from among the largest, most hardened youths in the city.

Like most of Hollowfaust's buildings, however, many people claim the Flesh & Bone is haunted. Stories abound about the ghosts of young "house girls" who upset the clientele; steal small, unattended valuables; or even slide into bed with customers. (A pleasant sensation only in romantic daydreamers' imaginations, a ghostly tryst was described by one "eyewitness" as follows: "It felt like an icy corpse pressed up against my naked skin in a decidedly non-erotic fashion.")

Dame Hezeltel (*human female rog6, N*), the proprietress of the Flesh & Bone, is a middle-aged former "house girl" who sold out the previous owner to the Blackshields for abusing the girls. She affects

Underfaust fashion, wearing the deepest blacks she can, dyeing her hair a similarly dark hue and ingesting small amounts of poison to affect an appealing pallor. The overall effect is compelling – in an almost vampiric fashion – which is exactly the reaction she hopes to elicit. By appearing exactly as customers expect, she actually sets them at ease. Hezeltel is unfailingly courteous, though very businesslike. However, she is unaware that Caleina, her consort for the last two years, is actually of House Asuras, the cut-throat merchant family whose business interests sprawl across Ghelspad. Caleina plans to wrest control of the Flesh & Bone from her lover soon, giving House Asuras a solid inroad into Hollowfaust as a potential market for imports – and exports.

T5 – The Baths

The Sumarans built a prodigious quantity of bathhouses; that one has been restored to working order to serve as a public baths once more seems appropriate. Thanks to its incredible size (it was formerly one of Sumara's largest bathhouses) and the lack of any real competition, it is simply called "the Baths." The bathhouse is divided into three sections: a large males-only wing, a large females-only wing and a smaller section intended for mixed groups (usually revelers or visitors). The staff is attentive and helpful, although not as much as some might like; visitors accustomed to bathhouses doubling as brothels must readjust their expectations.

The current owner/proprietress of the Baths is Ladeirna "the Lily" (*half-elf female rog8, N*), the progeny of a forced union between a forsaken elf and a human. Ladeirna possesses great knowledge of the outside world, having frequently been forced to move from city to city before settling in Hollowfaust. Although she affects an aloof, pleasant demeanor, she is staunchly loyal to the city-state and the acceptance she's found here. A fine gossip, she functions as a source of information about Hollowfaust's current events and about the surrounding nations. An informer for the secret police, she reports anything suspicious that she or her staff overhears in the Baths. Baryoi has extended her retainer status, which is has been kept scrupulously secret.

F6 – The Theatre Sepulchral

Hollowfaust is notorious for its many unusual entertainments, from macabre puppet-plays to its festival "fear-houses." The most prominent venue featuring these divertissements is the Theatre Sepulchral, a grim stone building that looms over its neighbors. A host of gargoyles, grotesque plaques and other decorations have been added to the building, giving it a somewhat baroque look.

Every year, the Sowers of Fear's most prominent students stage terror-plays here, using their skills of shadow-shaping, conjuration and illusion to utmost

effect. The festival lasts for the week preceding the Festival of Masks, staging a performance each night – each student or ensemble raising the stakes, without deteriorating into crass shock dramas. The highest-ranking Sowers of Fear judge the performances, and the student(s) judged to have created the finest show receive a prize of some sort – an interesting object of art, a scroll containing a rare spell and so on. Technically, anyone willing to stage a show may enter; however, most outsiders have a hard time winning over the judges, who are naturally biased toward their own Guildsmen.

For the rest of the year, the Theatre Sepulchral rents its stages to anyone (usually bards or minstrels) willing to do what it takes to draw an audience. The Theatre charges 40 to 50 pentacles rent, depending on the stage. Those performers who arrange for a show at the Theatre had better be at the top of their form. Theatre patrons' experiences with well-to-do dilettantes with more money than talent have created skeptical, hard-to-please crowds, and a bland performance will be booed off the stage. Nonetheless, there's no denying that a performer who can pack the Theatre Sepulchral night after night is among the elite.

Equipment & Services (E)

E1 – Hellforge Arms

The city guards obtain their weapons from the city foundries, and most citizens purchase knives or other simple weapons from Hollowfaust's various swordsmiths. However, those adventurous souls who want a weapon designed for utmost killing power frequent Hellforge Arms. The signboard above the door depicts a crossed sword and scythe wreathed in flames, and the building's chimney's belch black smoke at all hours of the day and night.

Maraz Ulurek (*human male fr7, NE*), a smith with an undeniable talent for crafting lethal tools, oversees Hellforge Arms. His weapons are renowned for their exceptional sharpness and slight flexibility without brittleness; a Hellforge ax has just enough spring in its haft and enough edge to its blade to cleave almost any armor.

While the huge, bald Ulurek seems grossly obese, layers of rock-hard muscle coil and twist beneath his flabby surface. A regular customer at the Charnel Blade, he listens raptly to the tales of the Titanswar's heroes (and villains). He is usually the first to call for a ballad of bloodshed and strife, and whenever such a tale ends, he rumbles, "And praise Corean!" in his growling, slightly garbled voice.

Ulurek, however, does not worship Corean; instead, he prays at a hidden shrine to Golthagga – as did his forebears. He is part of a small forge-cult that venerates the titans as the creators of all things,

including the concepts that make life worth living, and that decries the gods as usurpers who take credit for truths they did not fashion. In particular, Ulurek longs for a return to the days of the Titanswar, when the world's greatest weapons were fashioned, and hopes that the titans will return and instigate another great war. When such a time arrives, he hopes his unswerving faith will please his patron, allowing him to forge a weapon such as the world has never seen. To that end, he forges some of his finest work for his cult allies to use as gifts; noted rabble-rousers or violent dissidents sometimes receive a Hellforge masterwork weapon as an incentive to "keep up the good work."

E2 – Broken Axe Armorers

As Hellforge Arms is the preeminent weapons supplier for the discriminating sellsword, Broken Axe Armorers is *the* place for aspiring or successful mercenaries to find just the right suit of armor. An axe set into the door distinguishes the low-slung building; the axe is near split in two, the crack running from mid-blade nearly to the haft – a flaw the proprietor claims resulted when it struck one of his unconquerable helms.

The Broken Axe has three full-time armorers and their apprentices on duty – all sons (and one daughter) of the Firetusk clan. Andhuin the Red (*dwarf male exp9, LN*), the senior armorer and business proprietor, is a gruff cylinder of muscle with an unusually close-cropped beard. The shop enjoys a good reputation not just because of the armorers' good work, but also because it sells armor pieces rarely seen in the Scarred Lands. While most cities lack the resources and time to reinvent the art of forging heavy armors, Andhuin is a dwarven smith who never forgot the art. He has taught his partners how to forge every metal armor type up to banded mail; Andhuin fills orders for half-plate and full plate himself.

Andhuin enjoys honorary retainerstatus, thanks to his service to Hollowfaust. A veteran of both the Third and Fourth Sieges, Andhuin was one of the only dwarves to teach the city's smiths the art of forging heavy armor. The Stygian Guard and Unfailing's signature armor would not have been possible without Andhuin and his peers' generosity, and the Sovereign Council looks poorly on those who show the dwarven armorsmith disrespect. Even so, Andhuin's specialized knowledge makes him a prime target for foreign governments, such as Calastia, which would love to add his techniques to their libraries. Kidnapping the dwarf would be a difficult undertaking, but exploiting his skills might make such an undertaking well worth the trouble.

E3 – Cremin & Creyoi, Outfitters

This mysterious pair of men has been a Hollowfaust fixture for as long as any human can



remember. Seemingly ageless, tall, lean men, Cremin and Creyol have no family that anyone can name; few people can ever remember seeing them leave their store after closing. Most citizens assume they are brothers, as they share a common resemblance. While they close their shop during festivals, they seem to avoid merrymaking.

Nonetheless, the pair's professional behavior makes them consummate businessmen. They operate the most extensive general store in Hollowfaust, where citizens can purchase rope, light sources, preserved foods, tools, traveling clothes and more. The store even has an arrangement with a local wainwright to supply and repair wagons as needed. The two men possess a remarkable gift for identifying a customer's potential needs; they have frequently discerned a customer's destination, reasons for traveling, available resources and needed equipment

with no more information than "I'm traveling south for a while."

Cremin & Creyol hire no guards to protect their stock or earnings; despite their frail appearance, the men are remarkable unarmed combatants, with strength and speed far beyond that suggested by their emaciated frames. They have subdued burly warriors twice their weight without exertion and never deviate from their usual calm, polite demeanor.

[GMs have numerous options when defining Cremin & Creyol's mysterious nature. Perhaps they are reincarnated exemplars who have chosen a different life path for some obscure reason? Or are they necromantic constructs of remarkable intellect carefully observed by the Guilds? Could they be cunning undead, posing as entrepreneurs to gather intelligence for an invading force? Or are they simply an eccentric duo in good health?]

The Sewer System

Hollowfaust inherited large and extensive sewers from the Sumarans, preoccupied as they were with sanitation. Unfortunately, the sewers also provide a means for people to sneak unnoticed from place to place within the city and even enter or leave the city.

The grates that block the sewers' access tunnels are kept locked – their keys placed in the custody of either the city guards' officers or the small sanitation workers guild, which draws up buckets of the "dredge" for processing. While the locks are of average quality (*DC 25* to pick), the grates themselves are quite sturdy (hardness 10, 25 hp, *DC 25* to break). Some Guildsmen habitually cast *arcane lock* on some grates to reduce miscreant's chances of stealing into the Underfaust.

The sewers are spacious, with major passageways easily 10 feet wide and 8 feet high. The sewers do not, however, empty into the lands surrounding the city; they instead drain into an underground river half a

Helava Tarn

Eltana Tarn died peacefully in bed after many years' hard work. Today Helava Tarn, the daughter of Eltana and Perosh Kadar, a city guard captain, oversees the shrine. Helava, in her late 30s, is fully empowered; she is the only known child of Hollowfaust to whom Madriel gave spells. Helava does not like the city's undead defenders, but will not speak openly against them. Helava frequently visits the Council, usually to champion measures that increase the city's food yield or raise the citizens' standard of living. She wears her mother's *vestments of faith* and carries her mother's +2 *spear of thundering*, which is named "Clarion."

Helava Tarn, Priestess of Madriel, Female Human Clr7: CR 7; Size Medium Humanoid (5 ft., 10 in. tall); HD 7d8; hp39; Init +2 (+2 Dex); Spd 30 ft.; AC 12 (+2 Dex); Attack +8 melee (1d6+5, *spear of thundering*+2); SA Turn undead; SD Damage reduction 5/+5 (*vestments of faith*); AL NG; SV Fort +4, Ref +4, Will +9; Str 16, Dex 15, Con 10, Int 13, Wis 19, Cha 10.

Skills: Appraise +2, Bluff +5, Gather Information +4, Hide +2, Intuit Direction +6, Listen +4, Move Silently +3.5, Open Lock +5.5, Profession +12, Spot +4, Swim +3.5.

Feats: Alertness, Dodge, Endurance, Extra Turning, Still Spell.

Possessions: *Vestments of faith*, +2 *spear of thundering*.

Cleric Domains: Air, Good.

Cleric Spells per Day: 6/5+1/4+1/3+1/2+1.

E4 – 0. Scravenhall, Purveyor of Books, Maps, Quills, Paper, et Cetera

Hollowfaust custom encourages literacy, as it enables one to gain more knowledge, which underpins the city's foundation. To serve the public's desire for stationery and reading material, Olmad Scravenhall (*human male exp3, LN*) started a business selling books, ink and paper. He set up shop in a building notable for its several stone shelves built into its inner walls. However, those few shelves were far from sufficient in Scravenhall's eyes, and he soon commissioned more and more bookshelves to support his expanding inventory.

The shop is crammed almost top to bottom with great heaps of books, scrolls and sheaves of paper – piles that seem ready to topple at any moment. A stray spark could easily transform the building into a roaring inferno. As a result, Scravenhall, terrified of fire, responds to even a lit pipe with comically disproport-

tionate alarm and immediately calls for the guard if an open flame is waved around heedlessly.

Most of Scravenhall's goods are blank scrolls, papers and books, manufactured in the shop's back rooms by his apprentices. However, the Guildsmen have allowed Scravenhall to reproduce certain or their less-esoteric texts, in the interest of promoting literacy (and of identifying citizens with potential talent). The shop's most popular item is the Hollowfaust's code of laws (which many visitors find important reading), but Scravenhall also profits by binding books on the healing arts, anatomy and cartography. He pays well for accurate maps of Ghelspad, which are in demand since the Titanswar redesigned the continent's geography.

E5 – The School of the Headsman's Sword

Many of Sumara's gymnasiums fared well during the city's destruction, remaining mostly intact. One such building now houses the sword school of Abarces (*human male ftr13, LN*), a powerful warrior of grim and solemn aspect. In his hall, he trains select students in his family's traditional fighting style, an outstanding system of lethal melee techniques.

Most citizens know that Abarces emigrated to Hollowfaust when he was a boy; his mother had died, and circumstances in Calastia forced his father Calenus to flee, Abarces in tow. Calenus, a remarkable swordsman, died during the Fourth Siege after beheading dozens of sutak with his massive scimitar. Abarces, himself a veteran of the Fourth Siege, came away with several scars and the grim resolve to pass his father's skills on to whomever he found worthy. He named his school "The Headsman's Sword" in honor of his father's remarkable fighting style... or so he claimed.

Abarces' fighting style was not truly his father's invention. Abarces is in reality the last scion of a noble lineage – a line of executioners to Zathiske's royal house. According to tradition, Zathiske's Royal Executioner had to be not only tall and strong, but also the finest (or at least one of the finest) bladesmen in the land. As time passed, the executioners gradually fused their blade arts with their professional skills, crafting an art of notorious lethality. When old Zathiske fell and the Calastian Hegemony subsequently absorbed it, the royal executioners found themselves unemployed and began selling their talents as master swordsmen. Calenus emigrated to Hollowfaust with exactly those intentions.

Abarces

Abarces himself knows all the feats taught at his school and specializes in using Zathiske's traditional executioner's sword (a massive, two-handed, curved blade much like the falchion listed in the core *rulebook*

Mather Derraine

Mather Derraine, Tanil's high priest, is an outgoing, friendly man whose personality has done much to promote the locals' faith in the Huntress. Derraine is a rarity among the Scarred Lands' priests: he has devoted himself to the druidic faith of Denev *and* to the divine path of Tanil, reconciling his worship of the titan with his faith in her goddess daughter.

Derraine has been instrumental in creating a somewhat tenuous diplomatic link between Hollowfaust and the Denev druids of the Lunar Mound in the nearby Hornsaw Forest. However, the strain of his post has taken its toll, and Derraine teeters on the brink. The blistering desert, hostile peaks and deformed forest that surround Hollowfaust plague his nerves; he wishes he possessed the power to transform the lands, making them fit for his goddess, but undoing the effects of the Titanswar is beyond his reach. He beseeches the Sovereign Council to approach the Lunar Mound druids concerning the true ritual *restore the land*. He argues that restoring health to the lands surrounding the city could only benefit Hollowfaust. So far, the Council's response, worried that the druids' will press for a curtailment of the Guildsmen's necromantic practices, has been coolly ambivalent. Derraine, losing patience, has become imprudent, making his entreaties public in a city that harshly punishes sedition.

Derraine possesses a prized *emerald quiver*, which he plans to someday use to hunt lycanthropes in the Hornsaw.

Mather Derraine, Cleric of Tanil, Male Human Clr4/Drd4/Brd2: CR 10; SZ Medium humanoid (6 ft., 1 in. tall); HD 4d8+4d8+2d6; hp 47; Init +3 (+3 Dex); Spd 30 ft.; AC 16 (+3 Dex, +3 studded leather armor); Attack +10/+3 melee (1d8+2, masterwork longsword) or +11/+6 ranged (1d8, master-work composite longbow); AL CG; SV Fort +9, Ref +6, Will +14; Str 15, Dex 16, Con 11, Int 14, Wis 17, Cha 15.

Skills: Animal Empathy +9, Balance +8, Concentration +6, Craft +8, Diplomacy +11, Escape Artist +8, Handle Animal +9, Heal +10, Hide +6, Innuendo +4, Jump +8, Knowledge +6, Knowledge (nature) +8, Knowledge (religion) +9, Listen +5, Move Silently +3, Perform +6, Profession +10, Spellcraft +10, Spot +5, Swim +9, Use Rope +3, Wilderness lore +5.

Feats: Alertness, Brew Potion, Dodge, Endurance, Extra Turning, Great Fortitude, Heighten Spell, Power Attack.

Possessions: Emerald quiver, masterwork longsword, masterwork composite longbow.

Cleric Domains: Animals, Luck.

Cleric Spells per Day: 5/4+1/3+1.

Druid Spells per Day: 5/4/3.

Bard Spells Known (3/1):

0 — Daze, detect magic, mending, prestidigitation, resistance.

1st — Alarm, charm person.

Dairama Highsun

Dairama Highsun, a noble woman with an empress' mien, administers Corean's shrine. To her private shame, she is not a militant priest, suffering from a defect in her right leg that prevents her from running; she can, however, stand at and work a forge without difficulty. She contents herself crafting swords for Corean's faithful and has personally forged a +3 *longsword* that she keeps in reserve, should a champion of Corean arise from the city and need a strong blade. She herself does not carry this weapon, but instead lends it out to Coreanist priests and representatives as needed.

Dairama Highsun, Priestess of Corean, Human Female, Clr10: CR 10; SZ Medium Humanoid (6 ft., 1 in. tall); HD 10d8-10; hp 45; Init +0; Spd 20 ft.; AC 15 (+5 chainmail); Attack +11/+6 melee (1d6+3, mace); SA Turn undead; AL LG; SV Fort +7, Ref +3, Will +12; Str 18, Dex 10, Con 9, Int 11, Wis 16, Cha 16.

Skills: Heal +11, Listen +3, Profession +14, Scry +12, Spellcraft +11, Spot +3.

Feats: Alertness, Craft Magical Arms and Armor, Iron Will, Leadership, Weapon Focus (mace, light).

Possessions: Chainmail, light mace, holy symbol of Corean.

Cleric Domains: Good, Law.

Cleric Spells Per Day: 6/5+1/5+1/4+1/3+1/2+1.

I). He still possesses his family's four ceremonial executioner's swords, all of which are forged of adamantite (+2 nonmagical enhancement bonus). A tall, dusky-skinned, burly man with massive shoulders and surprising grace, Abarces is in his 40s and a widower (a visiting mercenary murdered his wife 20 years ago, for which he suffered final forfeiture). Abarces' daughter, a frail young woman, currently studies with the Anatomist's Guild. Although Abarces dearly misses his wife, he hopes to marry again, just as soon as he finds a woman he can live with; the need to pass the family skills on to a son (or even daughter) haunts him. He might consider adopting a particularly promising pupil as heir to his school, but none has yet sufficiently impressed him.

Abarces, Master of the Headsman's Sword School, Male Human Ftr 12; CR 12; SZ Medium Humanoid (6ft. tall); HD 12d10+36; hp 109; Init +8 (+4 Dex, +4 Improved initiative); Spd 20 ft.; AC 19 (+4 Dex, +5 masterwork breastplate); Attack +19/+13/+9 melee (2d4+7, executioner's sword); AL LN; SV Fort +13, Ref +4, Will+2; Str20, Dex18, Con17, Int 17, Wis 11, Cha 10.

Skills: Climb +15, Craft +10, Diplomacy +12, Escape Artist +3, Gather Information +12, Handle Animal +12, Hide +4, Intimidate +2, Listen +4, Move Silently +1, Spot +4, Swim +12, Wilderness lore +6.

Feats: Cleave, Combat Reflexes, Dodge, Expertise, Finishing Strike, Great Cleave, Great Fortitude, Improved Critical (longsword), Improved Initiative, Mobility, Power Attack, Spring Attack, Sunder, Weapon Focus (falchion), Whirlwind Attack.

Possessions: Adamantine executioner's sword (falchion), masterwork breastplate, *vampiric scabbard* (see Chapter 5).

New skillfully apply the art of finishing off beleaguered foes. This feat, a signature maneuver of the Headsman's Sword fighting style, can also be learned from warriors of more brutal societies, like the charduni.

Prerequisites: Base attack bonus +3, Cleave.

Benefit: You can perform a coup de grace attack against a helpless defender as a standard action.

Normal: Performing a coup de grace is a full action.

Special: Fighters may take this feat as one of their bonus feats.

Landmarks (P) & Civic Buildings (C) PI-The First Gate

The southern gate, called the First Gate, opens onto the sole trade road. The First Gate is the only entrance into Hollowfaust proper (save scaling the walls or burrowing into the city's underbuildings). The gate's guards wear chain-and-plate wreathed in heavy coldweave capes to stave off keep the desert's heat. Visible above the entryway is the gate's only decoration: a carved representation of the city-state's heraldry – seven gates on a purple field, the lantern of knowledge above and the scroll of learning below. The guards store two Risen in magical stasis, reanimating them should the gate come under assault. The First Gate is features a great bell, which is rung to signal emergencies.

Torquantan Ulat

Torquantan Ulat, Master Templar of the Temple of the Lawgiver, though in his mid-50s retains a fringe of white hair and a good portion of his original muscle tone. Like many Hedradans, his aspect is stern and forbidding. Raised in Hollowfaust, Ulat spent a portion of his youth crusading in other lands, trying to bring law to the lawless. Frustrated by the outsiders' vexingly unreceptive natures, he returned home to champion Hollowfaust's laws. Ulat can be patronizing and judgmental toward outsiders; his experiences have soured him toward other cultures' abilities to accept law and civil order as not only necessary, but desirable. He dreams of making a pilgrimage to Hedrad before his death, and he would likely bestow official "defenders of the faith" status on anyone helping him achieve this goal — a title that would facilitate dealings with Hedradan priests. Ulat proudly bears a *divine token of Hedrada*, earned during his youthful adventures.

Torquantan Ulat, Priest of Hedrada, Male Human Clr9: CR 9; Size Medium Humanoid (5 ft., 7 in. tall); HD 9d8+18; hp 68; Init +2 (+2 Dex); Spd 20 ft.; AC 21 (+2 Dex [+1 due to armor], +10 *plate armor* +2); Attack +8/+3 melee (1d8+5, *defending warhammer* +3); SA Turn undead; AL LN; SV Fort +5, Ref +7, Will +8; Str 15, Dex 14, Con 15, Int 11, Wis 16, Cha 13.

Skills: Concentration +10, Handle Animal +4, Hide +2, Knowledge (arcana) +9, Knowledge (religion) +2, Listen +4, Move Silently +2, Search +0.5, Spellcraft +8, Spot +4.

Feats: Alertness, Enlarge Spell, Extra Turning, Lightning Reflexes, Silent Spell.

Possessions: *Divine token of Hedrada*, +2 *plate armor*, +3 *defending warhammer*.

Cleric Domains: Knowledge, Law.

Cleric Spells per Day: 6/5+1/5+1/3+1/2+1/1 + 1.

Gell Ahunam

Ahunam, a bright-eyed, blonde-haired man, has a roguish disposition and ready laugh. Like most priests of Enkili, he runs several side-businesses, including a gambling den within Enkili's shrine for Hollowfaust's visitors. Ahunam sometimes chafes at the city's often dour and severe nature, but strives to stay out of trouble, urging his followers to observe the city's laws and draw as little attention to Enkili's worship as possible. He possesses a number of minor potions of unusual effects and especially prizes one of Enkili's cloaks.

Gell Ahunam, Priest of Enkili, Male Human Clr7/Rog6: CR 13; SZ Medium Humanoid (5 ft., 11 in. tall); HD 7d8 + 6d6; hp 57; Init +7 (+3 Dex, +4 Improved initiative); Spd 30 ft.; AC 16 (+3 Dex, +3 studded leather armor); Attack +12/+7 melee (1d6+3, shortsword); SA Turn undead; AL CN; SV Fort +7, Ref +12, Will +10; Str 16, Dex 16, Con 10, Int 12, Wis 17, Cha 13.

Skills: Alchemy +3, Balance +12, Craft +11, Diplomacy +13, Escape Artist +12, Gather Information +10, Heal +13, Hide +11, Innuendo +10, Intimidate +10, Intuit Direction +9, Jump +11, Knowledge (arcana) +6, Knowledge (nature) +3, Listen +3, Move Silently +9, Spot +3, Swim +10, Tumble +8.

Feats: Extra Turning, Improved Initiative, Leadership, Lightning Reflexes, Point Blank Shot, Scribe Scroll, Still Spell, Weapon Focus (shortsword).

Possessions: Enkili's cloak, shortsword, potions of cure light wounds, charisma, aid, truth, remove disease, fly and haste.

Cleric Domains: Luck, Trickery.

Uruhvathu Krunnahudra

Currently heading the shrine is Uruhvathu Krunnahudra, a half-charduni dwarf with a secret (almost heretical) desire to convert the sutak to the worship of Chardun. He carries a personally forged +2 warhammer, and his prized possession is an *asaatthi battle ring*, which he pried from an *asaatthi's* dead finger during a foray into the Ukruadan.

Krunnahudra, Priest of Chardun, Male Dwarf Clr7: CR 7; Size Medium Humanoid (4 ft., 2in.tall);HD7d8+21; hp67; Init+0; Spd30 ft.; AC 20 (+7 scale mail +3, +1 *asaatthi battle ring*, +2 large steel shield); Attack +11 melee (1d8+5, warhammer +2); SA Rebuke undead; AL LE; SV Fort +5, Ref+2, Will +7; Str 15, Dex 10, Con 16, Int 12, Wis 15, Cha 17-

Skills: Concentration +9, Hide +1, Knowledge (arcana) +1, Knowledge (religion) +6, Listen +2, Move silently +2, Spellcraft +3, Spot +2.

Feats: Combat Casting, Craft Magical Arms and Armor, Endurance, Maximize Spell.

Possessions: *Asaatthi battle ring*, +2 warhammer, +3 scale mail, large steel shield.

Cleric Domains: Evil, War.

Clerk Spells per Day: 6/5+1/4+1/2+1/1 +1.

of old Sumara's gathering places, restored to its former glory.

The Plaza of Owls encompasses a wide-open area surrounded by shops and the homes of well-to-do citizens. Located near its center is a fountain that gives the plaza its name: an impressive marble edifice featuring owl carvings from Sumara's heraldry, preserved by sorcery and jetting clear water into the air. At night, the water takes on an almost eldritch glimmer in the evening lanterns' light; during the day, the fountain could enhance even Ghelspad's wealthiest city.

Somehow the necromantic energies that suffused the city could not settle in the Plaza of Owls. Perhaps some latent energy resisted the death-energy that blanketed the rest of the city? The fountain still spouts crystal-clear, ever-refreshing water. Considering the fate of Sumara's other magical fountains, the Fountain of Owls is rightly valued as a blessing to the city. It is more than the city's third convenient water source: it physically symbolizes that life *does* belong in Hollowfaust and can even flourish. Visitors who treat the fountain with disrespect (e.g., spitting into it) will receive a drubbing from the locals, who attend the waters with near-religious devotion.

P2 – The Second Gate

The Second Gate leads into the Ghosts' Quarter, is normally kept closed and is guarded by a single Risen. Passage through the gate requires a special pass issued by one of the Guilds; some Guilds, such as the Chorus of the Banshee, are more liberal in granting them. Few Hollowfausters have good reason to enter the quarter's empty, haunted streets; those who do are usually adventurers, treasure hunters or Guild representatives on official business.

P3 – The Plaza of Owls

Hollowfaust has so many distinctive structures, it would be impossible to single any one out as "the most memorable." However, the landmark most precious to the populace is the Plaza of Owls – one

Maliyet the Long-Fingered

Routine veneration of the Slayer is not enough for the Door of Night's current priestess; Maliyet the Long-Fingered craves more. A woman of ambition and zeal, Maliyet finds it insulting that the Guildsmen place their faith in an obscure demigod rather than properly venerate the right-and-true queen of death and darkness. Though she preaches fervently at nightfall and moonrise, her flock has not grown to the levels she believes Belsameth deserves.

Maliyet has maliciously concluded that if rhetoric cannot convert the Guildsmen or their civilians, perhaps bloodshed will. To this end, she has begun smuggling coal goblins into the city, amassing a small conclave in the sewers beneath the shrine. Once the goblins fully entrench themselves, Maliyet plans to send them on covert missions to stir up a new fear of and dread reverence for Belsameth.

Maliyet looks every bit the priestess of Belsameth: dark-haired, deep brooding eyes, flawless pale skin and an expression of limitless cruelty and cunning tugging at her features. She wears black armor when performing ceremonial duties and dons a form-fitting black gown at other times.

Maliyet, Priestess of Belsameth, Female Human Clr7/Rog3: CR 10; Size Medium Humanoid (6 ft., 5 in. tall); HD 7d8+21+3d6+9; hp 73; Init +6 (+2 Dex, +4 Improved Initiative); Spd 20 ft.; AC 18 (+2 Dex, +6 *chainmail* +1); Attack +9/+4 melee (1d8+2, *heavy mace* +2); SA Rebuke undead; AL NE; SV Fort +9, Ref +9, Will +8; Str 12, Dex 14, Con 17, Int 16, Wis 15, Cha 15.

Skills: Alchemy +5, Appraise +9, Balance +5, Concentration +8, Diplomacy +8, Disguise +3, Forgery +9, Gather Information +4, Handle Animal +1, Heal +4, Hide +2, Intuit Direction +3, Knowledge (nature) +4, Knowledge (religion) +5, Listen +7, Move Silently +2, Open Lock +8, Ride +5, Scry +9, Sense Motive +9, Speak Language +2, Spellcraft +5, Spot +8, Use Magic Device +3, Wilderness Lore +5.

Feats: Combat Reflexes, Craft Magic Arms and Armor, Extra Turning, Improved Initiative, Leadership, Lightning Reflexes, Weapon Focus (mace).

Possessions: +1 *chainmail*, +2 *heavy mace*.

Cleric Domains: Death, Evil.

Cleric Spells per Day: 6/5+1/4+1/2+1/1 +1.

P4 – Drovers' Plaza

Constant traffic cycles through this large plaza, located roughly between the First and Third Gates. Stables, set up for visitors' use, surround this plaza; most growers also sell their harvest surplus (if they don't sell it to their immediate neighbors) from stacks of crates and boxes. When trade caravans pass through Hollowfaust, Drovers' Plaza is loud, hectic and malodorous, but a fine place for lost visitors to get directions. Criers advertise taverns, sword-brokers negotiate jobs for mercenaries, and advocates' apprentices hawk their superiors' services.

At night, however, Drovers' Plaza transforms into a danse macabre: the marrow knight patrols cross paths in a bizarre changing of the guard. This display of Hollowfaust's unusual guardians right under visitors' noses is quite deliberate; city officials don't want outsiders to forget where they are and what awaits them if they cause trouble.

P5 - The Fountain of Bloody Maidens

When Sumara's death energy saturated the landscape, the city saw more than a few changes – the most dramatic and unforgettable of which is the Fountain of Bloody Maidens. In Sumara, this gleaming white fountain took the shape of several beautiful

temple maidens, each armed with a weapon complementing her form and pose. The spell on the fountain, sustained by the region's natural magic, ensured that cool, crystal-clear water would flow, even on the driest summer day.

But with Sumara's fall, the death-energy release corrupted the fountain's ambient magic. When the necromancers cleared the ash away from the fountain and unclogged its jets, the sculptures poured forth not water, but warm blood. To this day, the fountain continues to spurt ichor, and the once-beautiful temple maidens now resemble crimson-spattered concubines of Vangal. A charnelhouse stench clings to the plaza.

None of the buildings facing the Fountain of Bloody Maidens is presently occupied by shopkeepers or growers. The plaza, not a commerce center, has instead become a place where justice is restored. At this site, condemned criminals are publicly punished or remanded to a necromancer's custody for final forfeiture – both events symbolizing the transition from chaos to order. Occurring in this desolate place, the grim business of law does not impinge upon the citizenry's everyday affairs, and much to the Sowers of Fear's delight, the place adds to a sentence's sense of finality.

C1 –The High Magistrate's Court

Most visitors find it somewhat unusual that the seat of city government resides in a massive, restored cathedral. The edifice towers over the surrounding buildings, and the surrounding wall features massive gates that stand open at all times, except during a Great Siege. Although workers meticulously scrubbed the stained-glass windows free of ash years ago, the colors never quite returned to the vivid purity they possessed before Sumara's fall; during summer's late afternoon hours, the light streaming through the stained glass takes on a lurid red-violet cast.

The cathedral's original worship area (previously dedicated to Scarn's demigod pantheon) was remodeled as Hollowfaust's foremost courtroom. In this chamber, the high magistrate presides over cases too serious to entrust to local magistrates, makes proclamations, decides civil suits and so on. (The high magistrate does not possess any lawmaking powers; the Sovereign Council sets Hollowfaust's laws, although it values the high magistrate's opinions and

The Criminal Element

The organized criminal guilds that plague other cities generally ignore Hollowfaust. Isolated from the major trade routes (where the greatest amount of money changes hands), the city tends to be a poor prize. Dishonest money can be made in Hollowfaust, but the Underfaust contains the most valuable prizes, and no thief

- no matter how professional or well prepared
- should ever venture there.

Still, where there's a vacancy, there's opportunity – or so some of Ghelspad's more daring organized criminals reason. The city's prosperity in spite of its isolation does tempt certain groups, although Hollowfaust's near-draconian code of laws deters all but the most determined (or most foolish). The advance agents of several criminal organizations, including House Asuras, are quietly insinuating themselves into the city. They must move slowly, however; any suspicious behavior – including the elimination of potential rivals – will bring the secret police down on them with devastating consequence (at least for the criminals involved).

seeks her advice.) Criminals brought before or supplicants approaching the high magistrate must kneel (and will be forced to do so) on the hard stone floor while their cases are heard; as time passes this becomes agonizingly painful, which tends to deter Hollowfausters from leveling frivolous civil suits against one another.



Hollowfaust's current high magistrate is Nalvama Diquanqan (*human female wiz4/speaker7, LN*), formerly of the Readers of Cracked Bones. An older woman, she is shorter than average with white, shoulder-length hair, which conveys an almost fey appearance. However, when angered, she seems to swell up and loom over those she's addressing. She intimidates her assistant magistrates and bailiffs, but they value her greatly and would be aghast at the thought of her retirement.

A small cluster of cells attached to the High Magistrate's Court is the closest thing the city has to a proper prison. The gaol essentially houses those persons awaiting trial – no one else. Sentences are enacted immediately upon judgment, so there's little need to hold guilty prisoners awaiting a punishment. As a result, the gaol stands empty most days of the year. Only during the trade season, when visiting outsiders cause trouble and end up behind bars, does the prison become busy.

Despite its size and infrequent occupation, the gaol is no place to wind up. The Sovereign Council demands that all guilty criminals pay their dues, so the cells are reinforced against escape. The interior locks are of very high quality (DC 35), and the building's stonework is as solid as that of the Outer Wall. The gaoler, a massive brute named Bahalibaz (*human male ftr6, LN*), formerly worked as an enforcer for New Venir's criminal guilds. He takes his new job very seriously, and inmates who cause trouble between their arrest and trial will find him... unkind.

C2 – Blackshield Hall

The Hollowfaust city guard operates out of a refitted barracks, a near-fortress of a building that could easily accommodate three times its current population. The city guard usually numbers between 500 and 800 – a number woefully inadequate for other nations and city-states. But undead patrols reinforce them, and the Blackshield receive training that most other cities do not or cannot provide. Though a comparatively small constabulary, the city guards rise to the challenge. A cadet receives his formal uniform *only* when he's proven himself a worthy combatant. He cannot just hold his own; he must *excel*. As a result, the city guard's fighting men and women more than match less disciplined soldiers. Patrols wear black-dyed, studded leather or no armor at all; those guarding the walls don darkened chain mail, very-dark-gray coldweave tabards and coldweave-lined "lobstertail" helmets. Most guards carry glaives with a shortsword backup weapon or, when on city patrol, longswords or clubs and light crossbows.

Men dominate the Blackshields' ranks, though a small female contingent also patrols the streets. These women, called Blackmaids by some, number about 50

and reside in their own section of Blackshield Hall, although they readily fraternize with their male counterparts when off-duty. Long ago, the Blackmaids formed their own patrols, separate from the male guards. However, Tayeka Stormcutter (*half-ore female ftr9, LN*), the Blackmaids' current captain, is experimenting with mixed patrols (three men and one woman) hoping to encourage female citizens to cooperate with city guard investigations. Of course, many Blackshields, both male and female, resent tampering with their units, and some patrols aren't working together nearly as well as they could.

Liamek Hlast, the city guard's current commander, is more "bloodhound" than "mastiff." Although his fighting skills are adequate, they are not his greatest assets. He rose to his current position using his intellect, deductive abilities and expert diplomatic skills, not by the strength of his blade. Hlast possesses a remarkable array of deductive skills and often takes a personal interest in his jurisdiction's criminal investigations. As Hlast is on good terms with the Sovereign Council, it lends him a Guildsman's divinatory abilities whenever he requests it (which isn't frequently). Hlast has numerous contacts throughout the city and even at a few of the local shrines. He does not, however, have any contacts among the Unfailing, which worries him. Even so, Commander Hlast makes a dangerous enemy; he will do whatever it takes, fair means or foul, to get his man.

C3 – The Foundries

A vital component of Hollowfaust's production effort, the foundries produce most of the city-state's weapons, armor and tools. Walls surround the foundries and forges, several low buildings perpetually belching smoke, protecting their valuable contents. Although the walls do not compare to the Inner or Outer Wall in height or thickness, the walls more than adequately defend the buildings against most assaults.

Most of the foundries' employees are either dwarves or half-ores. Dwarven refugees proved invaluable in restoring the foundries to working order and instructing citizens in their use, but it was the slowly growing half-ore population that truly took to foundry life. Only after the half-ores demonstrated their aptitude for the trade and overcame some initial racial resistance did the dwarves accept their assistance. Though a half-ore smith does not produce very delicate work, his strength is invaluable when working the harder metals.

When the city reclaimed the building housing Sumara's mint, the foundries gained a new task. Rather than restoring the original mint to working order (located, as it is, in the Ghosts' Quarter), city officials relocated as much of the equipment as possible into the foundries. Restoring the mint to full-time operation has been slow going, but the

Sovereign Council and the high magistrate's office agree that the city-state urgently needs an official currency.

C4 – Advocates' Square

As noted before, city visitors often find themselves needing an advocate. Most of Hollowfaust's professional advocates have settled into a mutually beneficial common area, now known as Advocates' Square. The three major advocate coalitions maintain offices in the square, as do a number of both up-and-coming firms and barroom hacks. The smallish plaza is distressingly close to the foundries; young apprentices scrubbing soot off the exterior walls is a common sight on slow business days.

For more information on the major advocate groups, see the boxed article, "Prominent Practices," above.

The Shrines (S)

Due in part to the residents' egalitarian pantheism, modest buildings house the city's shrines — a far cry from the grand temples found elsewhere. At the same time, no god is considered more important than any other in Hollowfaust: the shrines are equivalent in physical size, and their typical congregations tend to be more or less numerically equal (with a few exceptions). This lackluster attendance may have resulted from the preaching of Nemorga's priests, who teach that a person's soul will be judged by their worldly actions and dispatched to whatever afterworld they've earned. As a result, many Hollowfausters spend less time and money "bribing" priests to get in their gods' good graces and simply go about their lives. This attitude irritates several priests, but the phlegmatic people of Hollowfaust have yet to be moved to exhibit excessive zeal.

Apart from Nemorga worship, the city has not dedicated shrines to Seam's various demigods, though a few people (particularly the shade-touched) hold private, informal services honoring Drendari. This attitude may change, if the Hollowfaust population continues to grow.

S1 – Corean

The Anvil of Truth, shrine to Corean, is a place of solemn industry. Hollowfausters worship the Champion in his role as protector and god of craftwork, downplaying his crusading aspect. At the request of Saipur Silverglove, the first priest of Corean to visit Hollowfaust, the Avenger's shrine was established near the city's forges, where his priests could minister to the city's smiths and lend their skills as needed.

The Anvil of Truth doesn't resemble other shrines to Corean, at least externally; the priests surrendered to the area's clinging soot and ash a long time ago, so the building's exterior is exceptionally dirty. However, a Coreanist proverb states, "The strength of a sword isn't in the polish." The shrine's interior re-

flects the priests' reverence; the inner rooms, polished white, veritably shine, and shimmering steel, rich red and blue velvet and shining marble comprise its furnishings and decorations.

S2 – Madriel

A short walk from Drover's Plaza lies Madrid's shrine, the Undying Sun. Carved of the palest gray stone, it stands out, contrasted by the darker structures surrounding it. The building was dedicated to the Redeemer during the days of Sumara and has been carefully restored, almost to its former glory. Although the shrine's restoration occurred nearly a century ago, it remained unconsecrated for another 50 years, awaiting a Madritelite priest brave enough to enter the necromancer's forbidding city. Finally, the mendicant Eltana Tarn of the Order of the Morning Sky assumed the challenge, consecrated the shrine and became Hollowfaust's first resident priest of Madriel. In her words: "If lives are not endangered, far better to redeem than to slay."

Gurtur Belhauk

Dreams lead the current Doomseer, a haggard veteran of many battles, named Gurtur Belhauk, to his current post in Hollowfaust. Belhauk has been Doomseer for two years and has yet to show signs of mental fatigue, which is good news for those Guildsmen who have bet on him lasting several more years. Belhauk carries no permanent magical items of his own, although he has access to the shrine's sacred +3 *battleaxe of wounding* and uses it on all official business.

Gurtur Belhauk, Priest of Vangal, Male Human Clr9: CR 9; Size Medium Humanoid (5 ft., 8 in. tall); HD 9d8+9; hp 53; Init +5 (+1 Dex, +4 Improved Initiative); Spd 20ft.; AC 19 (+1 Dex [+0 due to armor], +7 masterwork half plate, +2 large steel shield); Attack +8/+3 melee (1d8+5, *battle axe of wounding*+3); SA Rebuke undead; AL CE; SV Fort +7, Ref +4, Will +10; Str 15, Dex 12, Con 13, Int 11, Wis 19, Cha 13.

Skills: Hide +1, Jump +6, Knowledge (religion) + 10, Listen +6, Move Silently +3, Profession +10, Spellcraft +11, Spot +4.

Feats: Brew Potion, Combat Casting, Enlarge Spell, Improved Initiative, Toughness.

Possessions: +3 *battle axe of wounding*, masterwork half plate, large steel shield.

Cleric Domains: Chaos, Strength.

Clerk Spells per Day: 6/5+1/5+1/4+1/3+1/1+1.

S3 – Tanil

The blasted wastelands surrounding Hollowfaust and the city's barren appearance have not deterred Tanil's priests from making their goddess' shrine a verdant thing of beauty. The shrine, known as the Stone Glade, is as much arboretum as shrine. Vines cover every wall, and the altar itself rests at the base of a yew tree that was somehow coaxed to grow to an immense size. Hollow wooden chimes sound in the breeze, their distinctly nonmetallic sound circumventing Hollowfaust's ban on chimes that might disturb or drive away Sumara's ghosts. No roof covers the shrine; Tanil's priests encourage their followers to enjoy the open air and cherish the all-too-infrequent rains when they come.

S4 – Hedrada

The locals favor the Hedradan faith more than most other religious doctrines. Hollowfausters, fond of the Hedradan emphasis on order and civil behavior, are well disposed to sermons on a strong city-state's virtues. The Temple of the Lawgiver, a prominent building flanked by statues of great judges, their hands resting on the hilts of their two-handed hammers, headquarters the faith. Coincidentally, the site has been dedicated to Hedrada since Sumara's time, though the temple seems too small to service a city of Sumara's size. In reality, Hedrada was not very popular among the rather independent-minded Sumarans — a fact that the Judge's priests prefer not to acknowledge.

Several priests reside at the Temple of the Lawgiver, fully half of whom are Templars—priest-militants who lend their services to the city as needed. Because Hedradan Templars are frequently charged with quests that benefit the city and its population, few Templars populate the shrine at any given time. The shrine also supports a large number of acolytes, many of whom are advocate apprentices. The temple often offers free legal advice to Hedrada's visiting faithful, but only after testing the supplicant's knowledge of the faith. (The priests would gladly provide free legal counsel to all who asked, but such unrestrained benevolence would jeopardize the livelihoods of advocates who are some of the temple's most devoted parishioners.)

Denev

Of the Nine Victors, only Denev is denied a shrine in Hollowfaust. The civilian population feels that the titan ignores humanity's welfare and subsequently rejects her as a patron. The Guildsmen also know that the Earth Mother doesn't welcome the prayers of those who violate nature's cycles. Even those necromancers more concerned with death than undeath do not risk her anger.

Druids have never tried to establish a shrine in Hollowfaust. A stone circle, called the Lunar Mound, located on the Hornsaw Forest's western fringe is the closest site sacred to the Earth Mother. The Mound's

druids do trade with Hollowfaust merchants, however infrequently. Mather Derraine, Hollowfaust's high priest of Tanil, is the city's most reliable contact with Denev's druids, as he occasionally travels to the Lunar Mound to satisfy his druidic obligations. Despite the druids' open and continued distaste for the morbid city-state, the Sovereign Council has decreed that Hollowfaust will help defend the Lunar Mound should it prove necessary. This goodwill gesture may never amount to much; the Mound's druids are far too proud to ever seek Hollowfaust's assistance.

S5 – Enkili

Visitors might suppose from the look of the Trickster's Manse, Enkili's local shrine, that Hollowfaust discourages faith in the trickster god. The building is little more than a large, stone warehouse; its extensive loft now serves as the priest's quarters, and a renovated corral that once held Sumara's horses makes an adequate gathering area. This setup pleases the shrine's priest, Gell Ahunam; displays of good fortune tend to attract the god's attention, which is seen as unlucky in Enkili's faith.

The shrine also houses Hollowfaust's only permanent gambling hall. Gambling never really caught on among Hollowfausters, possibly due to citizens' patriotic distaste for all things Shelzarian. Many visitors, however, like to unwind by casting dice a few times, so Ahunam added gambling to the temple's list of services. Ahunam, though a jovial bloke, seems afraid of Guildsmen, a fear that borders on paranoia. This is understandable, given the necromancers' authoritarian governance of the city: if Ahunam worries that a slight misstep will incur the Sovereign Council's wrath, it's not as though the assumption is baseless. Ahunam cannot rely on his god to intercede and protect the shrine; law far outmatches chaos in Hollowfaust, and even if that were not true, there's no predicting what Enkili will consider "the right thing" to do.

S6 – Chardun

The Palace of the Iron Heel, Hollowfaust's shrine to Chardun, stands against the Inner Wall, and for all the traffic it gets on the average day, it might as well be declared "abandoned." The Tyrant is not a popular deity in Hollowfaust; most citizens were raised on tales of Chardun's cruelty to their ancestors and have no desire to venerate a god associated with such oppression. As such, the average citizen visits the shrine once a year (on no particular day) to offer a prayer of appeasement to the Great General, forsaking the place for the rest of the year.

The Palace of the Iron Heel (abbreviated "the Heel") used to be a wealthy Sumaran moneylender's manse. The shrine only springs to life when a charduni delegation arrives, so between those infrequent visits, the tyrant-priests amuse themselves by indulging in outside intrigues.

S7 – Belsameth

The Door of Night, a roofless, black-walled edifice that opens to the sky, sees a surprising amount of traffic. Hollowfaust's citizens make small offerings to the Assassin every new moon, appeasing the goddess to avoid her wrath.

S8 – Vangal

Thanks to its proximity to a volcano that destroyed an entire city, the House of the Throne is truly sacred to Vangal's faithful. The shrine sits well within the Ghosts' Quarter, near the Silent River. (The shrine's priests charge their acolytes with keeping the pathway to the shrine clear during nights of worship.) Vangal's priesthood, honoring church legends, refuses to call Hollowfaust's volcano anything other than "Vangal's Throne," and the city, "Vangal's Footstool."

Hewn from basalt and other volcanic rock, the shrine's exterior is unimpressive. The heart of the shrine is situated beneath the actual building in a wide, excavated cavern. Another long stairway descends almost 100 feet to a smaller cavern dominated by an active lava flow, but the upper cavern usually serves as the place of worship ... and prophecy.

Traditionally, the House of the Throne's head priest is called a Doomseer. As one of his duties, a Doomseer meditates on the dais at the cavern's far end, inhaling volcanic fumes that arise from a nearby vent and slipping into a prophetic trance. The visions that beset such a Reaver-priest always focus on destruction, death and misfortune – and are often surprisingly accurate. Hollowfaust's Doomseers have successfully predicted no less than four assassinations, two major wars and eight natural disasters since the shrine was established, and many more predictions have not yet come to pass. As Vangal's priesthood does not have a reputation for prophecy or wisdom, the House of the Throne has become a minor legend among the apocalypse god's faithful.

However, such wisdom comes at a terrible price. Long-term exposure to the vapors taxes a person's sanity, and some say that Vangal's priests are unstable to begin with. To date, each priest who has taken up the Doomseer mantle has gradually destabilized. In each case, a particularly potent vision signaled the Doomseer's end. While still deeply in a trance, each Doomseer left his seat by the vent, descended the long stairs to the lava chamber below and hurled himself into the molten rock. As yet, none can say what the priests saw that compelled their self-destruction. Perhaps it is simply Vangal's will? In spite of (or perhaps *because of*) this "curse," the House of the Throne remains a pilgrimage site for Vangal's faithful. (Hollowfaust's Guildsmen also secretly bet on how long the latest Doomseer will last before immolating himself.)

S9 – Nemorga

Although Nemorga worship is the closest thing to a "state religion," the Civilian Quarter's shrine to the Gray King is no more elaborate, popular or well-staffed than those of the others. The populace pays its respects to Nemorga during festivals and when grieving the deceased, but the Executioner is not a god of everyday life; he is the god of endings, not beginnings.

The Book of the Hours, Nemorga's shrine, shares a wall with the Third Gate. People view the shrine as more a funeral home than a house of devotion, which doesn't bother Nemorga's priests; a funeral rite is as valuable as hymns of praise to the Gatekeeper, or so the saying goes. The shrine, of simple construction, has few interior adornments. Its most elaborate feature is its massive gates, which are covered with bas-reliefs of Nemorga escorting souls to the afterlives they have earned.

Only one permanent acolyte assists Thynestra val Theirann (*human female chr9, N*), the shrine's caretaker and head priestess; members of the Followers of Nemorga help maintain the shrine as part of their training. Val Theirann is not Hollowfaust's high priestess of Nemorga; she merely serves the civilian population and answers to Yaeol (and through him, Sapheral). She is rather open about this fact, which makes her more popular with citizens than she otherwise might be.

The Ghosts' Quarter (G)

This unused section actually encompasses much more than a "quarter" of the city; in fact the Inner Wall separates just over two-thirds of ruined Sumara from Hollowfaust's Civilian Quarter. The Ghosts' Quarter is a disconcerting place, even by Hollowfaust standards; streets, buildings, plazas and towers stand empty — not a living thing among them. Persons venturing into this abandoned and disused place hear only their own footsteps' echoes, magnified by the acoustics that the hollow buildings create.

Many buildings lie in ruins, but most remain somewhat intact. The ash that covered the city is mostly gone; the Seven Pilgrims collected it long ago to construct their ash golem defenders. A massive, cooled lava flow, called (somewhat whimsically) the Silent River, occupies a wide swath of the area. This great black mass stretches a fair distance up the flank of the mountain and engulfs many buildings. The Guildsmen have left the Silent River virtually untouched since the beginning, believing that the lava would have melted to near-uselessness anything of value and that any intact corpse owes its good fortune to magics that shouldn't be disturbed ... yet.

Heavy fighting disturbed the Ghosts' Quarter during the First Siege; the sutak used it as cover when approaching the then-unfinished Inner Wall. Fight-

ers skirmished through the abandoned streets during successive Great Sieges, as spies and stalkers tried to catch Hollowfaust unawares. Visitors can still find evidence of the battles fought within the Ghosts' Quarter (though the city reclaimed most bodies and weapons as part of its ongoing recycling program). At the end of the First Siege, the Council set its remaining undead workers – including its first Great Laborers – the task of blocking the northern gate with as much stone as possible. The undead heaped the rubble high, the necromancers used *stone shape* spells to reinforce the blockade and the city considered the issue resolved.

Even with the northern gate blocked, the Council knows that the Ghosts' Quarter remains vulnerable, so several undead companies patrol the ruined streets. These patrols operate night and day; persons-they challenge must display the proper pass or suffer the consequences.

Other dangers, besides the undead patrols, lurk in the Ghosts' Quarter. Criminals evading Hollowfaust's often-severe justice system sometimes scale the Inner Wall or sneak through sewers to hide in the Ghosts' Quarter. Rumors even suggest that a slitheren cabal has established operations in one of the quarter's extensive cellars or catacombs.

Worse yet, the city's potent necromantic energy acts like a beacon to free-willed undead, who can seemingly sense the city from hundreds of miles away. Compelled by some sort of intuition or communal knowledge accessible only to the deceased, these undead often find themselves drawn to Hollowfaust as though on a forced pilgrimage, never really knowing why. Ghouls and ghosts, shadow-wraiths and barrow-wights, even the slarecian undead — all of them travel to Hollowfaust, searching for something undefinable. Making matters even worse, they often *do* sneak into the ruined Ghosts' Quarter, hiding from patrols and prowling the streets in search of fresh meat or victims. Hollowfaust's lure seems most compelling to ghouls, who perhaps sense Sumara's echoing death-taint and follow it, hoping it leads them to a meal of fresh corpses. Though the Guilds root out and destroy the corpse-eaters, more arrive every year.

But all of these potential dangers don't dissuade certain people, citizens and visitors alike, from braving the Ghosts' Quarter to search for forgotten caches of Sumara's riches. People who actually find a hidden pot of coins or recover some jewelry only inflame the rumors, encouraging others to risk their lives on a frequently futile – and sometimes fatal – treasure hunt.

G1 – The Firefont

When the necromancers and their retainers first settled in Sumara, they spent a good deal of time trying to restore the city's magical fountains to ensure plenty of easily reclaimable fresh water. However, the

shifts in Sumara's latent magical field consistently stymied the necromancers' efforts; the Pilgrims found that the field soured most of the enchanted fountains in some way. The most spectacular such adulteration emanated from the edifice now known as the Firefont; instead of water, it produces an unquenchable jet of red-orange flame.

The Firefont stands within a once-affluent Sumaran district, in a plaza surrounded by mansions. The fountain's design reflects an elven influence, depicting a group of elves intertwined with great serpents. Now, under the hellish light of the fountain's blaze, the stone elves and serpents take on a decidedly infernal cast. Some Guildsmen have theorized that if properly harnessed, the Firefont's energies might reinforce flame magic in much the same way that Hollowfaust's ambient death energies reinforce nec-

Zankaras

The blackguard dwells within the Arena of Sacrifice; he is a tall, burly man, and his hair and beard are the color of dried blood (which may, in fact, be the substance responsible for that hue). He wears a suit of demon *armor* as though it was the regalia of his faith; he carries no weapons, preferring to use the armor's talons.

Zankaras the Howling Blade, Male Human Bbn3/Ftr4/Bgd8: SZ Medium Humanoid (6 ft., 3 in. tall); HD 12d10+3d12+45; hp 145; Init +5 (+1 Dex, +4 Improved Initiative); Spd 20 ft.; AC 11/23 (+8 armor, +4 enhancement, +1 Dex); Atk +20/+15/+10 melee (1d10+5+contagion, armor's claws); AL CE; SV Fort +15, Ref +6, Will +6; Str 19, Dex 13, Con 17, Int 13, Wis 15, Cha 14.

Skills: Climb +6, Concentration +9, Heal +4, Hide +6, Intimidate +10, Intuit Direction +4, Jump +8, Knowledge (religion) +5, Listen +7, Spellcraft +6, Spot +7, Wilderness Lore +5

Feats: Alertness, Cleave, Great Cleave, Improved Bull Rush, Improved Initiative, Iron Will, Lightning Reflexes, Power Attack, Sunder, Two-Weapon Fighting.

Possessions: Unholy symbol, +4 *demon armor*, numerous types of poison, iron *bands of Bilarro*, 6 *potions of cure moderate wounds*.

Spelk per Day: 2/1/1/1 (usually *cause fear*, *cure serious wounds*, *death knell*, *doom* and *summon monster IV*).

Special: Aura of Despair, Barbarian Rage, Command Undead, Dark Blessing, Detect Good, Fiendish Servant (raven), Poison Use, Smite Good, Sneak Attack +2d6, Uncanny Dodge.

romantic spells and effects. As fire magic is not a popular field of study in the Underfaust, this theory has yet to be tested.

As one might expect, Fire Spitter slitheren have a particular interest in the Firefount and have insinuated themselves into the Ghosts' Quarter, curtailing open worship to evade discovery by the patrols. They would certainly consider anyone sacrilegiously tampering with the Firefount an enemy of their faith and mark them for later assassination.

G2 – The Arena of Sacrifice

The Silent River buried Sumara's coliseum. However, unbeknownst to the city's residents (or even the Guilds), the structure somehow survived. The arena now stands empty, a wide swath of cooled lava its makeshift ceiling. The walls and structural supports remain entirely intact, showing only minor damage to account for the arena's location in the midst of the lava flow.

Although the Guilds have not sponsored excavations of the Silent River, the coliseum has nonetheless been discovered. Some years ago, an unholy knight of Vangal, the blackguard Zankaras, visited Hollowfaust on pilgrimage. Zankaras beseeched Vangal's guidance upon the slopes of Vangal's Throne then asked the House of the Throne's Doomseer to predict his future. Vangal's mad priest inhaled deeply of the vapors, slipped into a feverish trance and spoke words that resounded in Zankaras' soul:

"Go ye to the river of My cooled blood, Zankaras, and search ye for the site sacred to My sport. Anoint My field with the wine sacred to Me, offer up the food that is pleasing to Me and I shall make reply."

Zankaras subsequently investigated the Silent River as closely as possible without attracting the Hollowfaust guards' attention. After a month of careful planning and research, he entered the sewers and found his way into the preserved arena. He was immediately certain that *this* place held the secrets of his destiny and began preparations to sanctify the coliseum in Vangal's name.

Zankaras now spends most of his time within the arena, either locked in a meditative trance ... or offering up the "wine" and "food" that Vangal requires. Zankaras has interpreted the Doomseer's words (which he completely believes are the words of Vangal himself) as a command to once again soak the arena's floor with blood and to orchestrate combatants' deaths as a sacrifice to the Ravager. When enough blood has been spilled and lives have been taken, Zankaras believes that Vangal's "reply" will be another eruption of the Throne, eradicating the city at its foot for a second time. To this end, the unholy knight, spreading the word among the followers of Vangal, demands that the faithful bring him captive warriors and monsters to sacrifice in bloodsport. He commonly has at least one monster of remarkable aspect caged in the arena, awaiting its proper combatant; blight wolves, low gorgons, Hornsaw unicorns and iron tuskers are his favorite acquisitions. Every so often, a group of visitors to Hollowfaust smuggles a few more victims into Zankaras' arena, and Vangal receives a few more offerings. So far, the volcano exhibits no sign of stirring into wakefulness, but Zankaras fervently believes that it is only a matter of time — and of sacrifice.

Chapter Three:

The

Necromancers

The Underfaust

A volcano trailing a thin plume of smoke from its calderas, with a soot-gray city behind towering walls: this is how most outsiders envision Hollowfaust, the City of the Necromancers. Yet to those living there, this doesn't at all describe the true "City of the Necromancers." Certainly, the citizenry lives in restored sections of old Sumara as the necromancers' guests and servants, but the true City of the Necromancers – the Underfaust – lies hidden beneath the slopes of Vangal's Throne. Legions of undead laborers over the last century and a half have carved out the necromancers' city where, in the magically lit darkness beneath the earth, over 200 Guildsmen live and work.

General Conditions

The Underfaust is not a "dungeon," with flagstone floors, dripping water and moisture-swollen and moldy doors. Instead, as a well-maintained scholarly community, it is set up for research and investigation, its original designers taking advantage of a natural network of lava tubes beneath Vangal's Throne in which to construct their laboratories.

After the First Siege, the Pilgrims realized that they needed a redoubt, an easily defensible position to fall back to in case the city's defensive works were overrun. The Underfaust was the answer. Using legions of the dead, the necromancers plugged the still-active gas vents and reworked the lava tubes into a habitable fortress. As the work progressed and the "Upperfaust" (later renamed the Citizens' Quarter) became more densely populated, the necromancers gradually withdrew underground, closer to the stores of magical knowledge they had secreted beneath the earth for safekeeping. In the Underfaust, the necromancers could enjoy private and more luxurious living quarters far removed from their civilian charges.

The Underfaust's average passage is either a reshaped lava tube or a passageway hacked directly through igneous rock by the tireless arms of the city's skeletal laborers. Reshaped lava tubes, which form the core of the Underfaust's older sections, are reworked as little as possible. The undead laborers flattened the floor and smoothed any irregularities in the tubes, but they otherwise retain their glassy, sinuous character. The light of the perpetual flames that illuminate the Underfaust sometimes makes the tubes look as though they are the intestines of a great beast. The newer sections, hacked from rock, lack that organic feel.

Though constructed near a dormant volcano, the Underfaust, being underground, is cold. A combination of magic and common sense solved this problem. Tapestries adorn most walls, and carpets cover the floors, where possible; both adornments prevent heat dissipation into the surrounding rock and minimize condensation. Because multiple fires are infeasible underground, the necromancers instead use enchanted heaters: Square steel boxes hold igneous rocks that, through sympathetic magic, glow red-hot and warm the metal housing, which warms the surrounding air through convection.

Most major Underfaust areas are permanently heated in this fashion, as are the necromancers' living quarters. Utility spaces and storage areas remain unheated, typically running about 40-50°F. Warm breezes from well-occupied areas exacerbate condensation problems, so fogs and dripping ceilings are both common, which is why the necromancers dress as they do, wearing wide-brimmed hats. An area used for long periods is warmed using portable heating units. Typically, though, people on errands running deep into the Underfaust find it easier to dress warmly.

Much of Underfaust is plumbed, and clay pipes run along the base of most corridors. Tunnels cut into the rock by undead rodents are slowly replacing this piping arrangement. The necromancers replaced the rodents' incisors with enchanted steel and command the vermin by tugging on attached strings. Because there are no springs running through the volcanic rock, the necromancers built tremendous cisterns high

in the volcano that contain tens of thousands of gallons of trapped rainwater. Many cisterns are untapped, reserved for droughts or sieges, but others are in constant use, their outflow funneled into the city's plumbing. Thus, the necromancers' laboratories and living quarters have access to running water. Waste is dealt with similarly, and the Underfaust's sewage runs through pipes to a variety of outlets deep in the calderas of the volcano, where magma reduces it to ash.

Necromantic constructs keep the Underfaust ventilated. Pushing arms, made from animated bones, turn great fans high on the volcano's slopes that blow air down through tunnels into the Underfaust. Outlets located deep in the volcano dissipate overpressurized air. A perceptible breeze continually blows through most of the Underfaust, and the air circulation creates a dull moaning sound that is audible whenever there is silence. The fans are carefully guarded and can be turned off and covered with stone shutters in the event of an attack. Other fans in the depths of the citadel gather foul-smelling air from the volcano's throat, so these fans are used only during sieges or other attacks. The upper intakes' defenses include a *cloudkill* counterspell that dissipates the spell harmlessly before it reaches the populated regions, though some more persistent toxin might reach the necromancers. Both the upper and lower vent shaft openings can accommodate even Large creatures, but the shafts narrow rapidly as they approach the Underfaust's inhabited regions. As a further deterrent against unwanted visitors, each ventilation shaft has a minimum ten-foot-long duct, between the shaft's terminus and the fortress' inhabited areas, that is only one foot in diameter. A second, smaller ventilation system blows noxious fumes from the necromancer's labs out of the Underfaust. This secondary system's ducts never widen beyond a one-foot diameter, and the system exhausts gas high in the throat of Vangal's Throne – high enough so that the fumes dissipate well before they might be sucked back down into the Underfaust to endanger its population.

The Underfaust's construction was skillfully done; its corners are square, the floors genuinely flat and level and the shoring firm and well executed. The same mechanisms that inhibit the volcano from erupting also dampen volcano-related earth tremors, securing the Underfaust against cave-ins. The Underfaust is a redoubt, the necromancer's final fallback position, and it is designed accordingly. The halls feature numerous chokepoints, where sections of the fortress can be sealed off from the rest of the facility, should the gatehouse fall. Likewise, well-hidden secret doors on the slopes of Vangal's Throne allow the necromancers and their undead troops to sally anyone besieging them. These hidden doors are *arcane locked* (as by a 15th level spellcaster), physically barred, nearly a foot thick and fashioned from solid stone (hardness 8, 90 hp, break DC 32).

Necromancer's Quarters

While some Guildsmen do choose to live in the city above, necromancers in Hollowfaust have quarters reserved for their use in the Underfaust. The quarter's quality depends on the necromancer's rank. Journeymen's apartments have two small rooms (a sitting room and a bedroom) adjoining their laboratory. The average journeyman's quarters exist in an uneasy equilibrium between chaos and order, as lack of space and a lifetime of training in orderliness vie for dominance; a room might be unnavigable one day and meticulously arranged the next. Journeymen do benefit from one advantage: each week a pair of apprentices is assigned to thoroughly clean a journeyman's quarters. If a journeyman wishes to maintain a retainer in the Underfaust, he must either make arrangements for that servant's lodgings or wedge an additional bed or couch into his already cramped quarters.

Masters' more extensive quarters include a kitchen, bedroom, sitting room and small library/study; a room for the wizard's retainer; and a lab several times larger than that of a journeyman. Although the masters do have a kitchen, Underfaust policy prohibits cooking over an open flame to reduce soot buildup in the ventilation system. Instead, the Guilds provide a self-heating griddle on which master can cook. Masters' quarters are generally neater than a journeyman's quarters, but not because masters have less clutter. By the time a magician becomes a master, he has probably accumulated more clutter for any given amount of space than has a journeyman. Instead, it is the master's full-time, live-in servant who constantly struggles to maintain order.

Each grandmaster's abode uniquely reflects its resident. Successive grandmasters have expanded and remodeled their respective chambers so often that each is now a small underground mansion, decorated according to the necromancer's tastes. All quarters are lavishly furnished, and all have banquet areas, extensive libraries, exquisitely decorated studies and vast laboratories that the grandmasters hardly ever have time to use.

Finally, the apprentice's quarters are spare. Young apprentices sleep in one large bunk area, but as they grow older, each in turn receives a single small room to call her own. Their tutors and teachers have rooms in this area and are near the apprentices at all times, in case one becomes sick or is injured. Hollowfaust's necromancers take the safety of their young pupils very seriously, hiding the apprentices' accommodations deep in the fortress' heart behind many thick stone doors, secured by various enchantments that prevent entry by teleportation. The arrangement places the students near the masters' quarters, so that Hollowfaust's elder magicians can rush forward to

block the way, should something breach the main gate and move toward the apprentices. Most apprentices, however, see these security measures as checkpoints and perpetual surveillance that prevent them from sneaking out. It's only later when they become journeymen that they learn just how much value Hollowfaust places on their safety. After all, with the Underfaust's books and Guild apprentices, a handful of journeymen could rebuild Hollowfaust; without apprentices, though, the Guilds' masters and grandmasters would eventually be dead and forgotten or else driven to undeath to keep their lore and discoveries alive.

Notable Areas

The Underfaust is too expansive and too multi-dimensional to map effectively, much of it a drab maze of storage facilities, living quarters and access tunnels. Some interesting areas, however, merit special attention.

The Third Gate

To enter the Underfaust, one must pass through the "Third Gate" – the massive, blocky keep that rests against the volcano's slope and fortifies the entrance to the labyrinth within. Gaining entry is not easy; only Guildsmen and retainers may pass as they please. A Guildsman must accompany all other visitors, who must otherwise contend with a garrison of powerful undead soldiers and the elite Stygian Guard, which calls this keep its home. Those people seeking an audience with one of the Guildsmen are often instructed to wait here.

Several generations of necromancers have layered protective enchantments over the huge, iron-faced constructions that comprise the gates, the gatehouse and the stone into which the keep has been secured. This powerful layer of spells renders the edifice and its supporting foundation of volcanic rock nearly impregnable to magic; a *wish* might mar them, but even someone equipped multiple *dispel magics* will require a great deal of luck. The gatehouse flanks and overhangs the gates, extending back, into the mountain, as well. Anyone insane enough to attack the Third Gate head-on would trigger a wide variety of fear-inducing, life-draining and elemental effects, the result of the necromancers' magical reinforcements over the years. *If* an attacking force managed to breach the gates, it would have to advance across a 50-yard atrium riddled with murder holes, both above and on each side – and contend with numerous traps secreted in the floor – only to encounter another, almost equally secure set of interior gates. Supplementing this lethal construct are 100 members of the Stygian Guard and several hundred undead that garrison the guardhouse. While it is entirely possible that someone will one day enter the necro-



mancers' citadel and raze it, it is highly unlikely that he will do so by going through their front door.

Two small courtyards flank the central passage, one on each side, and are accessible through cramped hallways. The Underfaust's visitors never enter these courtyards or see anything of the Third Gate except the central passage ... or the Bone Market.

The Bone Market

Located *off* one of the Third Gate's heavily guarded side passages, a large hall serves as the Bone Market, where Guild representatives arrange to buy useful body parts for their studies. A detachment of Stygians and a matched pair of Risen guard the area; the necromancers understand that the gold kept here to pay enterprising corpse merchants might tempt opportunistic adventurers into behaving ... foolishly. While its clerks ascertain the parts' authenticity and arrange for a buyer within the Guild, the Bone Market offers refreshments to comfort sellers as they wait. Most visitors to the Bone Market cross paths with the senior clerk, Nudyarek (*human male exp6, LN*), a rail-thin, vulturelike man who unfortunately looks exactly like what outsiders think a Guildsman looks like. Nonetheless, he knows his job and has a remarkable eye for forgeries and fakes. He's fond of telling the story of would-be hucksters who tried passing off doctored alligator, human and bison bones as a trogodon skeleton and the nasty surprise they received for their efforts. At the tale's climax Nudyarek

is usually the only one laughing, but it *does* dissuade other visitors from trying a similar con.

Council Space

Most outsiders imagine that the Sovereign Council meets in a vast black cathedral decorated in bone-and-skull motifs and surrounded by the enslaved ghosts of ministers and generals who advise them. Most young apprentices imagine that the chamber is resplendent, decorated with gold and jewels. The reality is disappointing: the Council's meeting room is small with a low ceiling, decorated with plain, white tapestries. The Council sits around a plain black table that can accommodate extra people for emergency consultations. This room is proof against teleportation and scrying of all types.

Outsiders, even visiting dignitaries, are not permitted into the Underfaust. If the Sovereign Council must receive visitors with pomp, the Council meets them in the open air outside the fortress' gates (or under a pavilion in the unlikely event of rain). The Council has a very well-rehearsed entrance ceremony for these occasions, involving skeletons of all sizes and species and displays of magical power. Illusion magic frequently embellishes the entrance procession, courtesy of the Sowers of Fear, which accounts for the stories of ministerial and martial ghosts who attend the necromancers; the illusions can also include demons and enslaved titanspawn if that sort of display seems likely to impress the visitors.

Common Areas

The Underfaust isn't entirely residences, libraries and armories. A large percentage of the city's necromancer population spends most of its time within the fortress' confines, so the Guilds pay quite a bit of attention to developing the fortress' creature comforts.

Because only masters and above have in-house cooking facilities, the rest of the community must eat in the Upperfaust or attend communal cafeterias, called commissaries. Contrary to what one might normally expect, the food in Hollowfaust's commissaries is famous. Each Guild maintains one commissary, which is open to retainers and necromancers. As a point of pride, the Guilds vie to attract the most customers. The competition has become so fierce that most of the retainers without Underfaust sponsors are cooks whose sponsors "donated" them to the Council. Rumors that reanimated undead actually cook the food originate outside Hollowfaust and are untrue.

The food is so good that many masters forgo their own cooking facilities and instead dine in the commissary. Though several formal meals are served during the day, the commissaries cook most of their food to order. Magicians generally keep odd hours, and because they live in the Underfaust without sunrises or sunsets to convey the passage of time, the necromancers usually eat when they feel like it or when growling stomachs disturb their neighbor's meditations. The commissaries aren't just a good place to eat, however; they're also the Guilds' communal gathering places – part tavern, part mess hall, part lounge. The food-covered commissary tables form the centerpiece of the Underfaust's social life.

The Underfaust also contains a number of parks. Beneath countless perpetual lights, necromancy, artifice and reality join seamlessly into a dark fairyland. In these park, trees of metal shimmer and chime, their copper leaves carefully brazed onto bronze twigs, and they stand beside playground installations of animated bone frequented by the city's apprentices. Illusory and quite improbable birds sing while perched on genuine fruit trees coaxed into underground life through magic and careful gardening. The Guilds designed many private nooks into the parks, for friendly meetings, children's secret gatherings or lovers' embraces. The parks also offer large, open areas where magic can be freely demonstrated and where young necromancers can engage in friendly contests of skill, matching one another spell-for-spell.

Library

Hollowfaust has not one library, but many. Though the Underfaust does maintain a central library, that facility contains texts unrelated to magic and only basic arcane references. To minimize the loss from a potential fire and discourage theft, individual magicians hold their specialist texts or secure them in the library that each Guild individually maintains. The Guilds' librarians communicate regularly and do their best to keep tabs on important texts in the possession of their respective Guild members. If a necromancer needs a particular volume or a book on a specific subject, his Guild librarian can quickly discover who has a copy. Masters can borrow books from anyone in their Guild so long as it serves the Guild's interest and from anyone in Hollowfaust so long as it serves the city-state's needs. Masters must return any commandeered books in a timely fashion; if the necromancer is just collecting references, he typically has it copied by a fast scribe and returns it immediately.

Sample Prices

Amalthean Ewe Milk	225 gp/vial	Ghoul Corpse	50 gp
Asaatthi Poison	125 gp	Ice Haunt Corpse	375 gp
Basilisk Eye	300 gp	Iron Golem Fragment	25 gp/lb.
Basilisk Eyelash	25 gp	Memory Eater Corpse	375 gp
Blood Kraken Ink	175 gp	Mock Dragon Venom Glands	175 gp
Blood Kraken Tentacle	275 gp	Narleth Corpse	225 gp
Bone Lord Corpse	375 gp	Ogre Mage Eyelash	10 gp
Blood from a Vangal's Herald Name	Own Price	Serpent Root	125 gp
Displacer Beast Hide (intact)	1,000 gp	Skin Devil Flesh	50 gp/lb.
Displacer Beast Hide (square foot)	25 gp	Slarecian Ghoul (Corpse)	750 gp
Dream Snake	225 gp	Steel Giant (Information)	Varies
Giant Bones	10 gp/lb.	Trogonod Flesh	10 gp/lb.
Giant Hair	50 gp/lb.	Troll's Blood	200 gp/vial
Giant Octopus/Squid Tentacle	300 gp	Umber Hulk Blood	300 gp/vial
		Undead Ooze	500 gp/specimen

Corpse Storage

Far below Hollowfaust, among the mountain's roots, are vast, frigid chambers where the bodies of Hollowfaust's dead and the remains of those who opposed the Council are kept. In the darkness beneath the earth, they await the city's hour of need, ready to defend it as its undead army. Vast ossuaries overflow in these catacombs, as the necromancers have purchased every bone brought to the city for over a century. Members of the Animator's Society work ceaselessly in the bone chambers, assembling not just human skeletons, but also those of many other, more exotic creatures. The Bonewrack Dragon was but one example of the city's long history of bone gathering. Only the Animator's Society's grandmaster and masters know what lies in the darkness beneath the city, waiting to be used.

The lower reaches also contain rooms with heated pits full of flesh-eating beetles, which are used to clean bones; many dissection chambers; and workshops where apprentices learn how the body works and how to assemble the Animator's Society's various "special projects." The latter area is quite cold, almost able to freeze water. Those Guildsmen who frequent the area dress warmly, while the necromancers working in the ossuaries use portable heaters, braziers and the like. The heaters' interaction with the cold air often creates a fog, so a thin mist often fills the lower reaches.

Ghouls plague the lower corridors. These creatures, drawn by the city's necromantic aura from all over Ghelspad, worm their way into the Underfaust's lower reaches through volcanic fissures through which no living human could ever fit. They crave carrion, stored in vast quantities by the necromancers. Anyone venturing into the lower corridors for any reason bears arms, and most people travel with an undead escort, as they are immune to the ghouls' paralytic touch.

The Magma Tunnels

The four basalt obelisks atop the volcano's rim keep the faust dormant, but magma continues to flow through a few passages located mostly on the Underfaust's northwest side, while a few extend below the Ghosts' Quarter. The Guildsmen have little use for these tunnels and have erected various wards that keep apprentices from wandering down disused tunnels into dangerous areas.

The magma tunnels' only resident is Unhar Krunnahudra (*dwarf male fir4/clr6, LE*), an ancient charduni who has set up a forge deep in the faust's fiery bowels. Krunnahudra's skin, black as obsidian, testifies to his great age. He works his forge constantly, turning out greataxes he calls Chardun's *razors*. Local gossip suggests that Uruhvathu Krunnahudra, Chardun's high priest at the Palace of

the Iron Heel, is Krunnahudra's grandson, but if so there appears to be no love between the two. Krunnahudra worships at his forge and hasn't left the Underfaust for over 90 years.

The Necromancers

Although the city's civilians are critical to Hollowfaust's existence, the necromancers are its heart and soul — the ultimate arbiters of the city's affairs, the reason for its existence and the power that guards its walls against monsters and hostile kingdoms. Across dozens of kingdoms, people whisper stories about the necromancers and spread rumors that paint them as anything from altruistic benefactors to baby-eating demons.

In truth, the necromancers fall somewhere in between. Few of the 200 magicians who comprise the Guilds are actively evil, though many are harsh and insensitive creatures, more interested in scholarship than the lives of those around them. They protect Hollowfaust's inhabitants for as many reasons as there are necromancers: because the citizens serve as lovers, lab assistants and experimental subjects; because killing or expelling them all would require too much effort; or because they genuinely care for the people who live outside the Underfaust's gate. However, there is one subject on which all the Guildsmen agree: this kingdom belongs to the necromancers of Hollowfaust, and within the city their word is law.

Though they have confidence in their abilities, the necromancers also know that many peoples dislike their art. A foreign king or religious leader could easily manipulate his public's opinion into supporting a war against Hollowfaust. While the city-state can withstand titanspawn onslaughts that crash against its walls, a prolonged war with a great kingdom could cost the city dearly. As a result, the necromancers tread carefully, using their influence and power only to safeguard their independence and protect the Guilds from attack. In all other international affairs, Hollowfaust remains neutral; after all, the dead do not care for the wars of kings and wizards, and neither should those who study the dead.

Becoming a Necromancer

The majority of Hollowfaust's current necromancers were born in the city. Every year, during the Festival of Vines, all 200 or so necromancers ceremoniously parade the city's streets, searching for new apprentices using wishbone dowsing rods and skull plum-bobs. Hollowfaust's innate necromantic energies breed magicians, and every year several children are apprenticed. Many youngsters with the aptitude for magic have red hair, and most have telltale birthmarks shaped like bat wings, spiders, hourglasses or skulls.

The necromancers take their apprentices early, when the child is between two and five. Parents often hide their children from the necromancers; those children taken as apprentices are never seen by the family again. Though some apprentices visit their parents later, the family connection cannot be restored; the children now think of their Guilds as both

Outsiders

Although most Hollowfaust necromancers come from within the city, not all do. Some receive training elsewhere, either from independent masters or the Society of Immortals' magicians. Every year, a few necromancers journey to Hollowfaust to seek entry into its Guilds.

The Guilds are reluctant to grant such requests, particularly those of necromancers trained in Glivid-Autel. Though such necromancers could be legitimate refugees, they might also be agents of the city's enemies. Each applicant is screened by the Council, which votes on the matter. At least four Councilors must vote "yea" to accept the magician's application; once he enters the Guilds, he is a Hollowfaust Guilds-man for life. There is no probationary period; applicants who later prove unacceptable are exiled. One of the Councilors who votes "yea" must accept the applicant into his or her Guild. The more criteria the applicant meets, the greater the chance her application will be approved:

- The applicant has more combined class-levels in wizard and/or necromancy-related prestige classes than in any other class. Sorcerers are of little use to Hollowfaust's community of magical scholarship.
- The applicant has at least 8 class levels of wizard or a necromancy-related prestige class.
- The applicant is a specialist necromancer.
- The Council recognizes the applicant without introduction.
- The applicant has invented a necromantic spell of 4th or higher level or constructed a magic item of note that demonstrates mastery of the necromantic arts.
- The applicant demonstrates intelligence, talent and the ability to get along with others. The Guilds have had terrible luck with what they call "tower-brooders." They favor necromancers who have successfully lived in urban/civilized areas while still practicing their craft.
- The applicant has never been a member of or associated with members of Glivid-Autel.
- The applicant is not undead or seeking longevity through undeath.

father and mother. However, such attempts to conceal offspring are doomed to failure. The parade is largely a formality; the apprentices had been identified weeks before, and their necromancer teachers already selected. In addition, the locating spells that the necromancers use are amazingly powerful, and the Guilds are aided by the thorough scrutiny of the secret police — it takes more than a trapdoor and a hidden room to hide a child from the necromancers' eyes. Not all parents are eager to hide their children; although the Sovereign Council will have the apprentices it chooses despite any objections, it compensates the children's families: a flat payment of 500 gp and a 10 gp pension each month for each child taken.

Growing Up a Necromancer

Most necromancers are removed from their birth families at very young ages. By the time they finish their apprenticeships, they have only vague memories of their origins. Despite the rumors, undead servants employed by the necromancers do not raise the children. The Council delegates all child-rearing responsibilities to the numerous retainers and necromancers who operate Hollowfaust's school of magic.

The experience of being separated from their parents traumatizes children, especially older apprentices who have fully bonded with their birth parents. The magic school's retainers, experts at dealing with this crisis (after all, they do it every year), use emotion-numbing and weak charm magics to supplement their personal parental attentions, thus ameliorating the apprentices' shock.

Apprentice schooling is an intense but not unpleasant process. Children receive short, easily mastered lessons and are then tested on their mastery. The average "school day" runs about nine hours: five hours of formal instruction and various leisure-time periods. The curriculum has been standardized, as certain critical milestones must be reached for a child to master arcane magic; the necromancers have refined their well-tested, superlative syllabus over the last 120 years.

No child advances until he has mastered all the prerequisites for the next level. Distinct educational tracks comprise the curriculum, so a student deficient in magic theory may still advance through the mathematics or reading programs. The very small class sizes permit one-on-one instruction and personalized attention, and most students develop rewarding educational relationships with their tutors lasting three to four years.

The children receive more than a basic education. Important magical values, like diligence, neatness, thoroughness and self-control, are stressed and repeatedly reinforced through demonstration. Most students work their first cantrip between the

ages of 8 and 10, at which point they choose their Guild. Guild selection is a very flexible process; students must independently research the Guilds and refine their own interests, so most apprentices go through well-known phases wishing to be this or that sort of necromancer. It is with good reason that the virtues of self-control and personal responsibility are stressed.

Most apprentices achieve their first class level as they enter puberty (for boys) or while in the throes of physical adolescence (for girls). The Council can ill afford children, equipped with necromantic magic, using their powers to ensorcel or maim hated or rival classmates. Apprentices are accordingly taught just how destructive force magic can be; they learn to respect that destructive force and assume responsibility for their actions' consequences. More practically, as young apprentices become journeymen and grow in power, disciplining them becomes increasingly difficult, and strife among Hollowfaust's magicians spells certain death for the city. Necromancers must control their tempers and settle their differences *without* resorting to thaumaturgic combat. Outsiders cannot impose that sort of control on a necromancer; it must be cultivated and rewarded in his youth that it might flourish as his nature matures.

Journeyman

By age 12 (15 at the latest), the apprentice will have gained her first class level. Hollowfaust-trained magicians are almost always necromancy-specialized wizards. Individuals gravitating to the Chorus of the Banshee typically gain a bard level or to the Followers of Nemorga, a cleric level. However, members of both Guilds can and do start as specialist necromancers and later multiclass into their Guild's preferred class; the bias toward becoming a wizard is very strong.

A character gaining her first class level is considered a journeyman, a rank she will hold until gaining at least 8 class levels in any combination of arcane spellcasting classes (wizard, bard, sorcerer and any prestige classes designed for arcane spellcasters). In Hollowfaust, a journeyman has left the world of the apprentice and started on her path to responsible adulthood.

Note: not all journeyman necromancers are equal. While a 15-year-old 1st level journeyman may sit on a tribunal with two fellow necromancers, presiding over a High Court criminal case, he is expected to pay attention to, respect and learn from his elders, even if he does not concur with their opinions. In contrast, a 6th or 7th level journeyman, nearly a master herself, may assert herself without fearing rebuke.

While apprentices live in communal dormitories, journeymen receive their own quarters and laboratories, a Guild stipend, responsibilities com-

Unexpected Skills

Though a necromancer's education is rooted in the arcane, it encompasses other disciplines as well, owing to Hollowfaust's nature. Apprentices are not loosed into the world upon achieving their first class level, but are expected to spend their entire magical careers in the city. A necromancer's "basic education" within Hollowfaust continues well into 3rd level [so a 1st level PC from Hollowfaust is probably a 14-year-old runaway].

Hollowfaust's apprentices cultivate not only on their arcane skills, but also the following:

- **Political and Governance Skills** – The necromancers are not just wizardly researchers; they rule a city and must act the part to retain the citizenry's respect. From the youngest age, necromancers learn the principles of effective leadership: how to manage tasks and effectively delegate authority.

- **Basic Military Tactics** – The necromancers command undead troops and cast magical spells that support Hollowfaust's armies, and they train their apprentices to meet those responsibilities. The Stygian Guard's senior officers lecture apprentices and take them on patrols when old enough to withstand the rigors of the field (typically about age 12, about the time the apprentices become journeymen). All necromancers receive physical self-defense training and learn those tactics – striking first, striking to kill, showing no mercy to a defeated foe and using evasion as a defense – necessary to win magical duels.

- **Basic Accounting and Auditing** – While retainers typically do the necromancers' book-keeping, the Guildsmen must be able to evaluate their underlings' work. Besides, rulers cannot act effectively and responsibly without understanding their government's fundamental economic principles.

- **Basic Wilderness Survival** – Inevitably, each Hollowfaust necromancer will one day venture into the wilderness, searching for some magical component or object, and she must be self-reliant – not wholly dependent on her guide's charity. Also, realistically, because necromancy is an unpopular profession, a necromancer may someday flee into the wilderness for her own safety. Special instruction focuses on the survival applications of various necromancy spells and the dilemmas facing wizards without their spellbooks: When to use magic if the spell will be irreplaceably gone when cast? Where is the line between squandering one's magic and dying with spells uncast?



mensurate with their age and status and more control over their free time. Also, for the first time since their arrival, they may leave the Underfaust unescorted. While sneaking out of the Underfaust alone has become an apprentice's rite of passage, such excursions are brief. A journeyman may go anywhere in the city he chooses, and although a necromancer's training stresses personal responsibility, the city has seen its fair share of drunken, rowdy journeymen being escorted back to the Underfaust by the secret police or hauled back by their masters.

Despite their freedoms, journeymen are still students. The journeymen's reduced course load allows them to pursue their independent studies, but the young journeyman must still attend his classes and meet with his Guild mentors to finalize his education. This program continues for the journeyman's first three class levels, typically until she is about 20 years old. Upon reaching the fourth class level, the journeyman's advancement slows, as most of necromancy's easy lessons have been absorbed. Beyond that, the wizard is on her own. Though she can still call on her Guild's elder members for advice and tutelage — that's the Underfaust's *raison d'être*, after all — she no longer has an assigned tutor. Older journeymen or masters may, however, find such inquiries an imposition and may demand some favor in return for their counsel.

The Hollowfaust Look

Hollowfaust's necromancers do not have a common uniform; each dresses to suit her individual tastes. That said, certain articles of clothing *have* proved practical over the years and become standards. Outsiders recognize the necromancers by their black greatcoats (with padded shoulders on which familiars roost and multiple pockets), their wide-brimmed hats and their gray scarves. A Guildsman may own two greatcoats of similar cut: one of coldweave worn for obvious reasons and one of dyed maidenshair ivy worn for its warmth. The Underfaust's lower reaches are very cold, particularly those used for the food and corpse preservation. Heavy condensation forms in the corridors surrounding these colder rooms, and the necromancers' wide-brimmed hats protect them from dripping water. The gray (originally white) scarves were first worn during Sumara's excavation as filters to prevent ash from clogging workers' throats. Necromancers typically wear their scarves over the nose and mouth when traveling in passages subject to volcanic vapors, dissecting ripe corpses, building ash golems or needing extra warmth. Today, the scarves are dyed gray as a reminder of Sumara's mortality.

Washing Out

Very few apprentices wash out of Hollowfaust's training program. Apprentice selection is an exacting process. Necromancers among the Council and the school's tutors typically scry on candidates for quite some time, evaluating their potential, intelligence and aptitude. The educational process is very thorough and efficient; the tutors, many of whom are magicians themselves, intimately understand the subject matter and how best to teach it. While there are slow learners (some students don't cast their first spell until age 20), most apprentices eventually become wizards. The few that do not, owing to some critical flaw in their magical talent, are never ostracized. Indeed, because they know so much magic but are not themselves magicians, they make retainers of the most valuable sort. The Council lavishes them with benefits and makes them librarians or special research assistants. As they understand the life and hardships of being a magician and do not pose the threat of rivalry, they are especially popular among necromancers looking for potential spouses or friends. Though these individuals often spend their life trying to cast spells, they are far from unpopular.

Necromantic Mastery

Upon gaining his 8th total spellcasting class level, the necromancer may qualify for master status. To attain this status, the necromancer must pass a comprehensive examination of his magical knowledge and present a spell or magical device of his own creation that demonstrates his mastery of the necromantic arts. He must donate this spell or item to the city as payment for his training and board as an apprentice and young journeyman, which is a strong incentive to make the best possible gift. Though some wizards have coasted by, slightly modifying an existing spell or a meaningless trinket, their careers soured after that point, and many eventually left the city.

[GMs shouldn't require a roll for the examination; simply achieving the appropriate level satisfies

this requirement. However, players must invent a spell or create a magic item to satisfy the latter requirement. GMs should work with those players whose characters are ready to achieve master status to determine what spell or item the city needs and set the details of its creation.]

Becoming a master necromancer yields new rewards and bestows new responsibilities. The advancement increases a master's access to the city's resources. He gains larger quarters and a more lavish laboratory, access to research assistants, the right to commandeer any library texts he needs and the ability to launch expeditions. Most of these are self-explanatory, but for details about launching expeditions, see Expeditions below.

However, master necromancers must now repay the Sovereign Council for the resources it lavishes on them. In times of war, the Council expects master necromancers to lead the city's defense. Traditionally, the masters suffer heavy casualties, but their impact on the battlefield is tremendous. Likewise, when Hollowfaust discovers a new problem, masters must find the solution – magical or otherwise.

For example, master necromancers Daemo Koulon and Tajahmel created the ensorcelled obelisks that inhibit the eruption of Vangal's Throne almost 120 years ago, in response to signs of renewed vulcanism. This remedy took several years of brutal labor and placed the pair at great personal risk. Though the magicians gained vast praise for their work, they were never directly compensated; protecting the city was their duty.

Finally, masters form the heart of their Guilds. Masters assume leadership positions in both Guild and Hollowfaust politics. They search for apprentices within the city, mentor young journeymen, write textbooks and perform the theoretical research that advances Hollowfaust as a city. For all the access to resources and prestige that master status allows, the rank can be a heavy burden, and quite a few necromancers never take the test, instead pursuing their studies without the interference of seemingly endless

Lichdom

Contrary to the popular image of the necromancer – an individual destined to himself become undead! – Hollowfaust's necromancers do not generally practice lichdom. Due to the city's negative experience with Ahrmuzda Airat, the necromancers view lichdom as entry into a static and immutable state that can only hamper a magician's growth and development. Yet, there are several liches in Hollowfaust, most notably Baryoi, leader of the Disciples of the Abyss. While the Council does not formally forbid lichdom or exile those necromancers who become undead, the city's necromancer-liches have come to regret their undeath to varying degrees. They strongly pressure others not to walk the same route, but to instead pursue roads of longevity that do not involve undeath. Their exhortations have been largely successful, and most of Hollowfaust's necromancers die of old age. The city's bias against the free-willed undead is well known among foreign necromancers, so those seeking eternal life typically join the Society of Immortals.

duties and responsibilities. Although their magical abilities are respected, they have no voice in the city's administration. Of course, most such "opt-outs" wouldn't have it any other way.

Guild Politics

For a convocation of magicians, Hollowfaust's political atmosphere is quite low-key. The necromancers forswear deadly sorcerous duels, rivalries do not end with slain familiars and retainers, and power-mad wizards scheming with infernal forces have long since been culled from their ranks. Hollowfaust's necromancers devote themselves to their studies and work. Although there are rivalries and feelings of hostility, they are kept under control by cultivating a scholarly attitude, exercising professional restraint and understanding that serious conflicts will tear the city apart.

Grandmastership

Political maneuvering most commonly occurs when a grandmaster (also called a Guildmaster) dies and multiple necromancers wish to fill that void. A Guild's grandmaster can order any Guild member to do almost anything, so long as it is in the interests of the Guild or of Hollowfaust. While a grandmaster can be overruled by a majority vote of the Sovereign Council, that body has yet to overrule a grandmaster. The provision exists only to prevent an obviously insane grandmaster from ordering his Guildsmen to renounce magic, commit suicide or do something similarly extreme.

Grandmasters serve until death or resignation, and each Guild has its own mechanism for settling the question of succession. Generally, a grandmaster simply names his heir; if he dies before naming his heir, the Guild's magicians simply ask his ghost for the name. Two Guilds have different mechanisms: The Chorus of the Banshee elects its grandmaster through a voting process, and the Sowers of Fear have had the same grandmaster for the entire life of the city — Malhadra Demos has never named an heir.

Together, the grandmasters form the Sovereign Council. By majority vote, they can make any law or order any action. Despite the fact that the Council governs by majority rule, it places great value on consensus; as always, the grandmasters know that one serious, unresolved dispute between the powerful magicians who comprise Hollowfaust's elite could tear the city apart. Any sort of irreparable rift among the Guilds would certainly shred the city's social fabric, so the magicians carefully ensure that everyone agrees on a given course of action.

Grandmastership is obviously more burdensome than simple mastership. Many Guildsmen call upon the grandmasters to attend to a bewildering array of issues, such as trade negotiations, disputes over using the city's magical resources and secret police reports.

Every grandmaster generally devotes several hours a day to Council business, so before naming her heir, a grandmaster must consult said individual, since the position effectively ends her career as a magician.

Freelancing

One of Hollowfaust's most serious conundrums is the extent to which an individual magician can act as a private individual to perform magic for hire. In the city's early history, necromancers who became involved in other kingdoms' politics sometimes wound up dragging Hollowfaust into some awkward situations.

Currently, necromancers who advance in rank actually lose their freedom. Journeymen may freely leave the city and do as they wish, so long as they understand that they do not officially represent the city. The journeyman cannot act in the city's name; she must make it clear to potential employers that she is a private individual; and if something untoward happens to her, Hollowfaust will not intercede.

But far from discouraging its journeymen from interacting with the outside world, Hollowfaust encourages them to do so. Many individuals approach the Council, seeking to hire magicians; after the grandmasters examine the individual's needs, the Council will direct him to a journeyman it feels is suited to the task. Sometimes this is to the client's benefit, as the Council chooses the best specialist for the job; other times, the journeyman benefits, as the Council often approaches a journeyman it feels will benefit from the experience.

The Council's application of this policy has varied over the years. At times, establishing "independent contracts" with journeymen who were actually the Council's agents created a plausibly deniable means to influence Ghelspad events. At other times, freelancing has been strictly business. Currently in a "strictly business" phase, the Council is nonetheless prepared to intervene should Calastia's campaign of regional conquest expand to menace Hollowfaust. Aiding other nations fight their wars is easier for the Council than waging its own; while Hollowfaust has historically shied away from foreign conflicts, it will not allow hostile powers to surround it. Journeymen on freelance contracts must remit one-third of their fees to Hollowfaust, injecting additional capital into the economy, and all journeymen honor this obligation — even those away from the city for years, effectively operating as independent magicians.

Masters' activities, unlike those of journeymen, are much more tightly controlled. The reputations and deeds of these powerful magicians cannot be separated from the reputation and deeds of the city they help govern. Only the Sovereign Council may assign a contract to a master, which it never does lightly. The Council sends masters on either totally

apolitical or strictly political missions. In a situation where Hollowfaust's political involvement might not be clear, the Council will send a nonrepresentative journeyman or no one at all.

Grandmasters cannot and will not take contracts as independent magicians, as they in effect *are* Hollowfaust.

Expeditions

Hollowfaust's necromancers take a scholarly interest in many places. Rare or arcane materials, lore lost during the Titanswar and powerful creatures' bone all attract the necromancers' curiosity. When news or rumors suggest the whereabouts of such things, Hollowfaust traditionally mounts an expedition to uncover them.

These expeditions, vast and lavish affairs, usually involve several masters and dozens of journeymen, accompanied by hundreds of marching skeletons, equal numbers of servants and long trains of (sometimes skeletal) pack animals pulling carts filled with supplies and pavilions. Usually, several necromancers have no interest in the destination; they are only along for the ride. Members of the Sowers of Fear or the Chorus of the Banshee enjoy going "on tour" and exposing their peculiar art forms to new audiences.

The peoples whose lands these "moving towns" pass through don't welcome these caravans with open arms so much as gaping jaws. At the same time, they are sometimes a welcome sight. The skeletal guards are very obedient and never steal stock or trample crops. In addition, as these tireless laborers ease the expedition's passage, journeyman learning to manage undead troops can practice their skills. Where a Hollowfaust expedition travels, the bridges are repaired and the roads are cleared of debris — tasks beyond what local civil authorities can manage.

Retainers

Retainers are critical to Hollowfaust, but there is little that can be said about them as a whole because of their diversity. Loosely, a retainer is any person who, as the trusted companion of a necromancer, has permission to travel into and move about the Underfaust without special papers or passes. Retainers' curfew tokens are made of silver rather than copper, allowing them free passage at the Underfaust gate. Because a necromancer claims responsibility for her retainer's actions, her name is stamped on the back of the silver curfew token.

Retainers can be anything — lovers, bodyguards, research assistants, cooks or personal fashion advisors. All that matters is that a necromancer, ranked journeyman or higher, trusts the individual enough to assume responsibility for his actions. Necromancers accord special respect to those retainers who distinguish themselves or serve powerful and well-



known Guildsmen. When delegating authority to nonmagicians, necromancers' first choose retainers, who have constant contact with the Underfaust. Retainers often play key roles during trade negotiations and expeditions, sometimes acting as the city's emissaries in foreign countries.

The issuing necromancer, the grandmaster of that necromancer's Guild or a Sovereign Council majority vote can instantly revoke a retainer's silver curfew token. The Council issues unstamped silver curfew tokens to those retainers who prove their usefulness to the city as a whole, and only the Council may revoke it. Token revocation happens only if the retainer's necromantic patron dies or by prior arrangement with the retainer's patron, so that it doesn't appear the Council favors the retainer over the necromancer in some dispute.

The Guilds of Hollowfaust

Despite its reputation among the ignorant as a magic system of very simple focus, necromancy actually offers quite diverse fields of study. Necromancy includes both the physical and spiritual implications of death, the revivification of dead tissue, fear, shadows and negative energy. Accordingly, Hollowfaust's

necromancers divide themselves into seven Guilds, each group studying different aspects of the art. These Guilds also form the foundation for Hollowfaust's political structure.

Originally, the Seven Pilgrims oversaw their respective Guilds. Today, with most of the original Pilgrims dead, their successors rule Hollowfaust. As in the past, the Guilds today are as much political alliances and magical lineages as they are actual research disciplines. Most necromancers dabble outside their chosen specialty and have friends in other Guilds, but given the Guilds' sizes – most have 30 or so members – it would be hard not to. Young apprentices typically join a Guild just after they master their first cantrip, though the younger and more uncertain necromancers commonly change Guilds. However, as the necromancers mature, they generally settle into a field of study. Those necromancers who jump Guilds later in life often lose a great deal of respect, especially if the change seems politically motivated.

One grandmaster heads each Guild, overseeing several masters (necromancers of 8th level or higher) and a number of journeymen (which refers to both male and female necromancers).

Duties of a Guildsman

Being a necromancer in Hollowfaust conveys significant privileges. In addition to commanding powerful magic, necromancers are effectively above the law. Offenses typically go unrecorded; if some outrage requires scrutiny, the necromancer's peers hear her case and are invariably lenient. Anything needed for her research is provided free of charge; if necessary, the Guilds will help her raise the money required to launch an expedition, purchase the rare supplies and so on.

Yet the title "necromancer" also conveys enormous responsibility, and Hollowfaust's magicians are taught from a young age how much the Guilds value the city's inhabitants and how they, as necromancers, must always behave as if someone is watching them because someone is. People judge Hollowfaust by what the necromancers do, and every Guild member is keenly aware of that fact. Necromancers' civic responsibilities include a number of tasks performed for the state. Although the Council has arranged matters so that the city's inhabitants take responsibility for their own conduct, the necromancers, as the city's ultimate authority, must arbitrate or handle certain matters, such as the following:

- **Tribunals and Appeals** – Upon reaching journeyman status, every necromancer gains the responsibility of sitting in judgment on High Court tribunals and evaluating appeals.

- **Commanding Undead** – Every necromancer of journeyman status or above must help command Hollowfaust's undead forces in the field. Typically, three necromancers work outside the city on two-week tours. The necromancers serve with 100 skeletons and 30 Stygians, hunting bandits and keeping the trade roads clear of other threats. As with tribunals, the necromancer's rank isn't relevant; everyone must do his or her duty. The average necromancer serves once every two years or so, though many warlike necromancers accompany their friends or allies, hoping to see some action; thus, a Hollowfaust patrol may contain as many as six necromancers.

- **Guild Duties** – Almost every Guild has idiosyncratic duties that its individual Guildsmen must perform, most of which ultimately benefit Hollowfaust. The Animator's Society and the Anatomist's Guild both sponsor medical clinics for the city's disadvantaged. The Sowers of Fear stage new theatrical performances for the satisfaction of Hollowfaust's inhabitants. The Followers of Nemorga collect corpses, console the grief-stricken and so on. Each Guild helps Hollowfaust prosper in its own way and expects its necromancers to aid it in accomplishing its goals.

The Guilds

Hollowfaust's Guilds formed almost before Hollowfaust itself. The Seven Pilgrims were formidable magicians, and most of them had apprentices, former students, disciples and traveling companions. Because no Pilgrim wished to be seen dictating to another Pilgrim's followers, the Pilgrims agreed that each necromancer would assume responsibility for his or her own followers and that the Seven would meet in councils to determine the colony's overall course. Before the Pilgrims died, they appointed heirs, formally splintering the colony into seven distinct groups.

A Note on Statistics

Regarding the Guildmasters: The spells they have memorized are intentionally unlisted, and the magic items listed for each is perhaps a little sparse. Guild grandmasters have access to *whatever they want* in terms of necromantic materials and resources. If a grandmaster wants to lend characters a magic item, presume that anything necromantic in origin, short of actual artifacts, is available. If drawn into a fight, a grandmaster may access any necromantic spell he chooses, plus the lion's share of most other schools' spells. Listing "spells known" by a Guildmaster is equivalent to listing the reference charts in *Relics & Rituals* in toto.

The Anatomist's Guild

The Anatomist's Guild studies the processes of life and death. While the Animator's Society is remarkably learned about the body as a physical structure, the Anatomist's Guild studies what truly makes bodies live and die. Anatomists study disease and sickness, organs and their failure, cancers and other wasting illnesses.

The Anatomist's founder, Carhylla, was a necromancer only by magical specialty, not by attitude. A student of illness and disease, she sought to cure sickness and make the infirm well again. As an arcane magician, necromancy proved the most direct means to fulfill her desire. Carhylla, by far the most compassionate Pilgrim, argued most vocally that the colony accept the refugees at its doorstep — not for their potential value as servants or experimental subjects, but because they were beings in need.

Today, the Anatomist's Guild honors Carhylla's legacy. Rather than challenging arcane magic's lack of healing power, they instead embrace it. Rather than relying on magic to accomplish their goals, these magicians instead use spells to supplement their mundane medical practices. By using magic to diagnose and stabilize illnesses, perform surgery and

track a disease's progression to combat it most efficiently, the Anatomists have become the best mortal physicians in all the Scarred Lands. Ailing dignitaries both within Hollowfaust and across Ghelspad call Anatomists to their bedsides. The Anatomists make a tidy profit administering to wealthy Hollowfausters who wish to preserve as many seconds of their lives as possible, but also provide cheap or free medical attention to the city's poor in clinics operated with the Animator's Society.

Guildmaster: Asaru, an unhappy, overweight man given to cynicism and pessimism, currently leads the Anatomist's Guild. Probably the only grandmaster of this Guild ever to be an accomplished necromancer in the traditional sense of the word, Asaru nonetheless continues Carhylla's work, caring for Hollowfaust's populace. However, the compassionate Carhylla genuinely cared for the city's inhabitants, while Asaru treats them as though he were a diligent child tending to small but unintelligent pets. The magician minds his duty and even likes the populace in his own abstract way, but he doesn't believe they share a common genetic heritage. Myopic, Asaru has grown increasingly nearsighted with age. That he frequently appears at important functions with a bloody dot on the tip of his nose, having leaned too close into an autopsy or experimental subject, has become a running joke in the Underfaust. Asaru enjoys Baryoi and Danar's company, because (although he would never admit it) they are as imperfect or physically challenged as he is. Conversely, he reserves his displeasure for the ageless Malhadra Demos and the beautiful Numadaya.



Asaru, Male Human, Wiz(Nec)16: SZ Medium Humanoid (5 ft., 5 in. tall); HD 16d4; hp 48; Init +0; Spd 30 ft.; AC 20 (+4 deflection, +6 armor); Atk +10/+5 melee (1d6+2, staff); AL LN; SV Fort +6, Ref+6, Will +13; Str 13, Dex 11, Con 10, Int 18, Wis 14, Cha 13.

Skills: Alchemy +11, Concentration +10, Heal +17, Knowledge (anatomy) +18, Knowledge (arcana) +11, Profession (embalmer) +7, Scry +9, Spellcraft+14

Feats: Brew Potion, Combat Casting, Craft Wand, Craft Wondrous Item, Empower Spell, Quicken Spell, Scribe Scroll, Skill Focus (heal), Spell Focus (necromancy), Spell Penetration, Toughness.

Possessions: *Staff of healing, ring of regeneration, wand of stonewall* (38 charges), +4 *ring of protection*, +6 *bracers of armor, ebon staff, stone of good luck, wand of flame bolt* (24 charges).

Spells per Day. 4/5/5/5/4/3/3/2 (+ 1 necromancy spell per level).

The Animator's Society

This Society studies the magical revivification of dead tissue. This focus, with its marching skeleton and zombie minion trappings, is generally seen as the most terrifying necromantic discipline. Yet in Hollowfaust, this society's members are typically considered very dry, down-to-earth individuals – a combination of engineer and technician. The art, the most technical of the necromantic disciplines, encompasses bones, muscles, decay and preservation.

Hollowfausters see the Animator's Society as its most civic-minded Guild. The Animator's Society supplies the guards and armies that keep Hollowfaust safe, and it provides free medical services to the community. While the Animators have mastered diseases and illnesses, none can compare to their skills in sewing flesh and setting bones. Indeed, Society spells that right and mend bones can be usefully applied to the living, and Hollowfaust's children suffer no twisted limbs or permanent disfigurements.

All Animators know precisely how many diseases that rotting flesh can incubate and spread. Rot and decay are the Animator's enemies, and the Society's research focuses on ways to defeat and prevent decay. These necromancers know that, if they carelessly compromise their sanitary measures, they and their apprentices will suffer most, as they are in constant contact with the dead. The Animator's Society's members, paranoid about cleanliness and hygiene, wear leather gloves, aprons and masks at all times when working the dead. The masks actually protect the corpses, not the Guildsmen. The human mouth is a veritable paradise for diseases, and spittle or even exhaled vapor settling on an unpreserved corpse can accelerate its decay, ruining the body's usefulness as a zombie and leaving only bones to animate.

Although the Followers of Nemorga typically retrieve decedents, the Animator's Society takes care of the bodies. If corpses are not immediately needed to defend the city, they are either relinquished to its necromancer owner or placed in so-called "dry stor-

A Serpent in the Walls

What none of the Underfaust's necromancers know is that Ner Akem, one of the Anatomist's Guild's senior members, is a high gorgon infiltrator, working for the Homsaw Forest colony. Akem has been a Hollowfaust necromancer his entire life; his mother infiltrated the city years ago, before one of its festivals, and made certain the necromancers recognized her son's qualifications for apprenticeship. Even as a boy, though, Akem devoted himself to the Lady of Serpents – a loyalty that has never wavered. Akem quietly advanced through the Guild's hierarchy, drifting into the Anatomist's Guild because, perversely, it was least the likely to detect him. Today, Akem watches and waits, knowing that the intelligence he has amassed, when presented to his true people in the Homsaw, can ensure that the Fifth Siege will finally see Hollowfaust fall.

Ner Akem, Male high gorgon: SZ Medium Humanoid (5 ft., 11 in. tall); HD 12d8+36; hp 92; Init +2 (Dex); Spd 30 ft.; AC 23 (+2 Dex, +7 natural, +4 *bracers*); Atk +16 melee (1d4+3+poison, dagger) or +13 melee x8 (1d4+2+poison, bite); SA Poison, snakes; SD Damage resistance 10/+1, half damage from cold-based attacks, immune to poison and sleep, SR15; AL LE;SV Fort+7,Ref+10,Will + 11;Str17,Dex 15, Con 17, Int 17, Wis 16, Cha 13.

Skills: Alchemy +6, Bluff +9, Concentration +8, Decipher Script +4, Disguise +12, Hide +5, Intimidate +7, Knowledge (anatomy) +6, Knowledge (arcana) +6, Listen +4, Scry +2, Search +7, Spellcraft +6, Spot +5

Feats: Ambidexterity, Alertness, Extend Spell, Multiattack, Quicken Spell, Weapon Focus (dagger).

Possessions: Long-bladed dagger (poisoned), *canopic urn of the undead, mage's hand, +4 bracers of armor, wand of stinking cloud* (19 charges).

Sorcerer Spells Known (6/6/6/6/5/3):

0 — arcane mark, chill, detect magic, disrupt undead, light, mage hand, open/close, ray of frost, read magic

1st — acid spittle, cause fear, chill touch, detect undead, obscuring mist, ray of enfeeblement, spider climb

2nd — blindness/deafness, cold snap, ghoul touch, protection from arrows, summon swarm

3rd — dispel magic, shadow touch, vampiric touch

4th — contagion, polymorph other, polymorph self

5th — animate dead, cloudkill

6th — circle of death

age." The bodies, placed on beds of desiccants in hot chambers, are exposed to volcanic gas to stave off rot. The resulting mummies are thoroughly soaked in a preserving oil that keeps their flesh pliant, animated, wrapped in linen and laid away among thousands of other such zombies. During crises, the Animators release the denizens of these storage chambers to reinforce the city's army.

The Animator's Society and the other Guilds often disagree over the number of dead that needs to be warehoused. The Animators argue that the majority should be cached, benefiting both the city's defenses and its citizens' morale. The members of other Guilds dismiss the argument as self-serving; since most Animators conduct their experiments in the name of "military preparedness," they already have preferential access to fresh cadavers in addition to the privilege of removing specimens from dry storage.

Guildmaster: The aged Danar, the current Guildmistress of the Animator's Society, has abandoned the physical application of her craft due to severe arthritis. While her magic numbs the pain caused by her affliction, it offers no cure. Danar quite stubbornly refuses to retire. She still makes advances in the theoretical work underpinning actual revivification, and the juju zombies that work for her record her words and perform those tasks that require manual dexterity. For those tasks that require a more delicate touch combined with her own knowledge (like chemical experimentation), she commands a variety of spectral and unseen hands that do her bidding. Danar navigates the Underfaust using a spiderlike chair made of animated bone. Strengthened and modified hands, rather than legs, power this chair and can gently place Danar in a chair or bed, dress and undress her and help her attend to her bodily functions. The chair moves incredible fast, including up vertical surfaces and upside-down over horizontal ones. The chair clings firmly to Danar during these acrobatic maneuvers so that she isn't injured.

Danar, Female Human, Wiz(Nec)10/Animator10: SZ Medium Humanoid (5 ft. tall); HD 20d4; hp 54; Init -2/+3 (Dex, chair); Spd 5 ft. (45 ft. in chair); AC 18/23 (-2/+3 Dex, +6 armor, +4 deflection); Atk 2 +12 melee (1d10, chair appendages); SA Turn undead; SQ Animate dead, control undead, destruction, extra turning, golem creation; AL LN; SV Fort +6, Ref +4/9, Will +16; Str 10, Dex 6/16, Con 10, Int 20, Wis 18, Cha 14.

Skills: Alchemy +20, Concentration +14, Craft (bonecrafting) +20, Diplomacy +4, Heal +21, Knowledge (anatomy) +20, Knowledge (arcana) +20, Listen +8, Scry +12, Spellcraft +20.

Feats: Brew Potion, Combat Casting, Craft Wand, Craft Wondrous Item, Empower Spell, Extend Spell, Forge Ring, Leadership, Quicken Spell,

Scribe Scroll, Spell Focus (necromancy), Spell Penetration, Still Spell.

Possessions: Bone chair, +6 bracers of armor, +4 ring of protection, animator's band, hand of the mage.

Spells per Day: 4/6/5/5/5/5/4/4/4/4 (plus one necromancy spell per level).



The Chorus of the Banshee

The Chorus of the Banshee studies ghosts, attempting to understand what compels a spirit to return from the grave and haunt the living. The Chorus seeks to understand why some ghosts, like wraiths and spectres, are infected with negative energy and inherently hostile to life, while others seek only to resolve the passions that bound them while they lived. The Chorus, curious about ghosts' actual material components, has been successful in determining what holds ghosts together and how they channel negative energy to power their life-draining and chilling attacks. Many members of the Chorus are bards or performers, and as a group is fascinated by the song of the banshee, with its terrifying yet beautiful melody. Most members of this Guild eventually become Mourners – a subdiscipline that has evolved within the Chorus that seeks to emulate the mournful, beautiful songs of the dead.

Like the Sowers of Fear, the Chorus of the Banshee performs for the edification and delight of Hollowfaust's citizens. Their performances are disorganized, following a minstrel tradition rather than a theatrical one. Performing alone or in small groups Chorus members perform in public places, on street corners or in taverns, accepting donations from listeners who enjoy the music. The Chorus also gathers together and performs at major festivals, particularly Gray Night celebrations. The mournful beauty of these ensemble performances is so moving that some enraptured listeners have deafened themselves that

they never hear anything ever again, though this is not a standard reaction; the performances mostly elicit open weeping, stemming from listeners' grief and joy.

The Chorus offers a home to magicians who join the Guilds but do not fit into the other necromantic discipline, because the Chorus already differs from the norm, composed of bards rather than wizards. Necromancers who come from outside the city, frequently and actively shunned by more orthodox practitioners, are encouraged – sometimes heavily-handedly – to apply to the Chorus.

The Chorus' reaction to its treatment as a dumping-ground for unwanted eccentrics varies. Some members are quite perturbed; that other Guilds can practically force outcast sorcerers and free spirits into their ranks demonstrates just how little they regard the Chorus. This negativity is sometimes vented on those misfits who join the Guild. At the same time, many Chorus members, once minstrels themselves, remember what rejection and resentment feel like. Aside from those members who treat the newcomers with open contempt, the Chorus overall tries to encourage its "little cousins"—a nickname meant to elicit compassion from the Guild, not belittle the applicants. Though most misfits don't become bards or Mourners, they eventually find a way to contribute to the Guild.

Guildmaster: The Chorus of the Banshee's current grandmaster, Uthmar Widowson, is a Hollowfaust musician who has spent his entire life in the Chorus. The Chorus elects its leader, considering artistic skill and political acumen, rather than raw magical power. Which explains why Widowson, at the relatively young age of 42, won the election. Politically adept, Widowson frequently manages to unify his own often-fractious Guild and exploit the advantages offered by having every weird, misfit magician in Hollowfaust in his Guild. The Chorus, formerly a nonentity in Guild politics despite its relatively large size (only the Animator's Society is larger), has increased its voice to reflect its census and developed clout on the Sovereign Council. The Chorus has no real political agenda yet, but has made its displeasure clear: it *will* be consulted on important issues, not just told about Council decisions after the fact. Widowson is thin and cheerful, graying at the temples and aging into beguiling handsomeness.

Uthmar Widowson, Male Human, Brd5/Mourner8: SZ Medium Humanoid (6 ft. tall); HD 13d6+13;hp62;Init+2(Dex);Spd30ft.;AC20(+1 dodge, +2 Dex, +3 armor, +4 deflection); Atk + 13/+8 melee (1d6+2, shortsword); SA Dirge of woe, phantom howl, wrath of the righteous; SD Resolute aura; SQ Bardic knowledge, bardic music, find the truth, hymn of life, song of vengeance, speak with

souls; AL NG; SV Fort+5, Ref+10, Will+10; Str 11. Dex 15, Con 13, Int 14, Wis 14, Cha 18.

Skills: Appraise +6, Bluff+10, Diplomacy +15, Gather Information +12, Knowledge (undead) +8, Listen +10, Perform +22, Read Lips +5, Sense Motive +10, Spellcraft +6, Tumble +6



Feats: Craft Wondrous Item, Dodge, Mobility, Scribe Scroll, Skill Focus (perform), Weapon Finesse (shortsword).

Possessions: Masterwork flute, masterwork studded leather, +2 shortsword, circlet of the iron mind, +4 ring of protection.

Spells per Day: 6/5/5/5/5.

The Disciples of the Abyss

This Guild has never recovered its numbers since the Council exiled its founder, Taason, who cofounded Glivid-Autel with Airat. Taason and his followers studied negative energy and death's magical aspects – work that the Guild continues to this day, though without Taason's guidance.

Necromancers frequently leveled allegations of improper practice against Taason, and the Council censured him several times for unwarranted intrusions on Hollowfaust's living inhabitants. However, his battlefield prowess and their unwillingness to countenance the full extent of his misdeeds protected him from the Council's full wrath. For almost a decade, tensions mounted between the Exiles (as they would later be known) and the remaining Pilgrims, until 27 AV, when the Pilgrims' investigation revealed the scope of Taason and Airat's crimes. While the Disciples of the Abyss originally consisted of Taason's apprentices, cronies and emulators, over - the first decade, its ranks swelled with the additions of other death-oriented magicians.

Baryoi was one such addition: a young and idealistic scholar whose intelligence and insightful methods earned him the respect of most necromancers and many Pilgrims as well. Taason, however, had killed a number of perceived rivals by 26 AV, under the auspices of his role as the Council's war magician. Many killings were justifiable, as many of Taason's targets were legitimate threats to the lives of everyone in Hollowfaust. However, Taason began to perceive Baryoi's growing reputation as a threat. Hastily manufacturing evidence, Taason killed Baryoi and claimed the young magician had consorted with dark powers. He delivered the body to Airat and declared the matter closed. Everything seemed neatly resolved from Taason's perspective, given that he was verifiably insane and had successfully used the same method several times before.

However, his previous victims had been either mortal residents of Hollowfaust or his genuinely unpleasant rivals. Baryoi, however, was a young and respectable theoretical magician with genuine political pull. After several days of intense deliberation, the Council barged into Airat's laboratory as he was preparing to destroy Baryoi, who had been raised from the dead as a pseudo-lich through one of Airat's immortality experiments. Airat and Taason were later exiled, and all of Airat's followers joined him, as did many of Taason's followers. To atone for its laxity, the Council made the now-undead Baryoi grandmaster of the much-reduced Disciples and gave him a seat on the Council.

Today, theoreticians and monster-hunters constitute the Disciples' ranks. Those magicians studying the metaphysics of death purely for power either join the Glivid-Autel or pursue independent necromantic studies. Baryoi remains the Guild's grandmaster and serves as Hollowfaust's monitor of undead and necromantic threats. Just as Sumara's death-echo attracts ghouls and necromancers, Hollowfaust's aura and its libraries draws vampires, liches and magicians who cannot abide even the Society of Immortals' company. Baryoi guards Hollowfaust against these threat, and witnesses claim that he personally slew two vampires, owing to his immunities to their life-draining power. The Guild claims less than dozen members, divided almost equally between two groups: The first group includes strictly theoretical death-magicians who see Hollowfaust as a bastion of safety in world that wants to either lynch them as criminals or murder them for their secrets. The second group includes those magicians who study negative plane energy to undo "outsiders" and combat beings of negative energy, like vampires.

Guildmaster: Baryoi is driven. He sees himself as Hollowfaust's ever-vigilant guardian, and he is not alone in this assessment. All the senior necromancers rely on him to some extent, and he revels in his work. As Hollowfaust's watchdog, his undead state, which

would normally be a liability, becomes a critical asset. Baryoi knows a staggering number of spells that help him hunt down and destroy the undead and other malevolent necromancers, and he has built, gathered or commission construction of many powerful, magical devices that likewise aid him. Baryoi also heads Hollowfaust's secret police and finds hunting for mortal spies and agents as engrossing as the hunt for dark powers.



Baryoi, Male Human (Lich), Wiz(Nec)11:
SZ Medium Humanoid (5 ft., 8 in. tall); HD 11d12; hp 76; Init +2 (Dex); Spd 30 ft.; AC 23 (+5 natural armor, +3 armor, +3 deflection, +2 Dex); Atk +6 melee (1d8+5+paralysis, touch); SA Fear aura, paralyzing touch; SD +4 turn resistance, immune to cold, electricity, polymorph and mind-altering attacks; SQ Undead; DR 15/+1; AL LG; SV Fort +3, Ref +5, Will +13; Str 13, Dex 14, Con -, Int 19, Wis 18, Cha 18.

Skills: Alchemy +9, Bluff +6, Concentration +14, Gather Information +9, Hide +11, Knowledge (arcana) +9, Listen +17, Scry +14, Sense Motive +16, Search +15, Spellcraft +10, Spot +18

Feats: Alertness, Combat Casting, Craft Wand, Craft Wondrous Item, Iron Will, Scribe Scroll, Spell Focus (necromancy), Spell Penetration.

Possessions: Rod of withering, sphere of annihilation, crystal ball, hat of disguise, +3 bracers of armor, +3 ring of protection, wand of hold person (43 charges), scroll of spectral hydra, wand of wraith touch (29 charges).

Spells per Day: 4/5/5/5/3/2/1 (+1 necromancy spell per level).

The Followers of Nemorga

Of the guilds, the Followers of Nemorga is unique because its members are clerics. Nemorga, a demigod, is responsible for the soul's passage into death. Nemorga, neither jealous nor evil, merely provides a

necessary service. He observes the gate between life and death and ensures that those who belong in the land of the living do not enter into death before their appointed time and that those who belong in death's realm never leave that place unbidden or without cause.

Nemorga has few priests; not many people willingly devote themselves to the passage between life and death. He accepts the prayers of those sufferers dying lingering deaths, granting them a swift and painless demise, and also acknowledges the exhortations of the dead, allowing them to walk among the living should they need to. Those priests who serve Nemorga either tend to the dying or bury the decedent's bodies; physicians and gravediggers also venerate Nemorga. The Followers of Nemorga consider Hollowfaust a holy place: a perfectly preserved site of an entire city's passage into death. The Followers did the most work, excavating the old city of Sumara, and they revere the entire city like a shrine. Yet they are glad that the city is slowly being repopulated, because Nemorga's clerics know that life follows death as spring follows winter.

The Followers of Nemorga attend to the city's welfare, as opposed to that of the inhabitants, and the Guild's members are always busy, managing recovery operations and cataloging their restoration efforts to provide a detailed record of a city returning to life. The Followers also console grieving inhabitants and allow mourners to pay their respects and to perform funeral rites before conveying the body to the Animator's Society for its final disbursement.



Guildmaster: The Followers of Nemorga's Guildmaster is Yaeol, a middle-aged man, native to Hollowfaust, who worked his way up through the priesthood's ranks. Yaeol, as a restorationist, as opposed to a counselor, is Danar's close ally; he admires

the Animator's ability to persevere despite her arthritis. Yaeol, somewhat blunt and two-dimensional in his thinking, benefits immensely from Sapheral the Weary's shade. Nemorga highly favors his former priest, Sapheral, and allows the Pilgrim much freedom. Sapheral often visits the city he helped found, advising his successors on policy issues and offering advice and spiritual guidance to Nemorga's acolytes. Indeed, some suggest that Sapheral never stopped running the Guild: the grave merely excuses him from the daily responsibilities of administering the organization. Certainly, his shade exerts tremendous influence, but whether he actually runs the Guild is debatable.

Yaeol, Male Human, Clr15: SZ Medium Humanoid (5 ft., 6 in. tall); HD 15d8+15; hp 86; Init +1 (Dex); Spd30ft.; AC 18 (+8 armor); Atk+14/+9/+4 melee (1d8+3, longsword); SA Death touch 1/day, turn undead; AL N; SV Fort +12, Ref +5, Will +11; Str 12, Dex 11, Con 13, Int 12, Wis 15, Cha 15.

Skills: Bluff +4, Concentration +4, Craft +2, Diplomacy +6, Heal +10, Listen +3, Knowledge (arcana) +8, Knowledge (religion) +9, Scry+6, Sense Motive +4, Spellcraft +8, Spot +4-

Feats: Craft Wand, Craft Wondrous Item, Extra Turning, Great Fortitude, Leadership, Martial Weapon Proficiency (longsword), Scribe Scroll.

Possessions: Holy symbol, vestments, +3 chainmail, +2 ghost touch longsword ("Finality"), wand of cure moderate wounds (27 charges), amulet of undead turning, cloak of etherealness, scarab of protection, several potions and scrolls.

Cleric Domains: Death, Knowledge.

Spells per Day: 6/6+1/6+1/5+1/4+1/4+1/3+1/2+1/1+1.

The Readers of Cracked Bones

The Readers of Cracked Bones concern themselves with necromantic divination. This activity divides the Guild into two camps: those who speak with the spirits of the dead (the majority) and those who use the trappings of the dead to foresee the future. The Readers' current Guildmaster comes from the former group. These necromancers, masters of contacting decedents' spirits, often work closely with the Followers of Nemorga, since contacting the dead must have Nemorga's approval and assistance. For particularly difficult or important attempts, the two groups join forces in powerful rituals that combine prayers to Nemorga with the Readers' arcane invocations. Some claim these rituals can even summon those persons slain with a destruction spell or whose bodies are otherwise completely lost.

The guild's original grandmistress, Paeridates, spoke extensively with spirits and was herself a Cult of Nemorga initiate. Paeridates died during the Second Siege, when a ghost she was interrogating aged her to death. At her posthumous request, her Guild covered

her bones with gold and jewels and preserved the skeleton in the Guild's inner chambers. Like Sapheral, Paeridates advises the guild from beyond the grave, but doesn't exert such a pervasive or constant influence. The Readers manage the guild themselves, seeking Paeridates' advice only on urgent matters.

The Readers' smaller faction includes the actual diviners. Most of these magicians use divinatory magic based on death, such as scapulomancy, divining the future by reading heat-cracked bones. Deep in the volcano's bowels, the scapulomancers bake the bones then try to read the future etched in the dried remains. However, the Guilds practices other divinatory methods, including casting bones, examining the ashes of burned burial cerements or diffusing blood in pure water or human tears. However, not every member of this faction is a diviner *per se*. Several, led by the young archmage Xeres, do not divine with death energy, but instead detect its *presence*. These magicians use many different techniques to predict an individual's illness or death.

Hollowfaust favors the Readers of Cracked Bones, though its members are sometimes seen as abstract and a bit odd – like any other individual gifted with foresight. Those Guildsmen who speak with spirits do critical work, keeping Hollowfaust's thousands of ghosts calm and appeased. Working with the Followers of Nemorga's restorationists, these Readers circuit areas scheduled for renovation or rehabilitation, laying ghosts to rest or negotiating with those fixated on their habitations. With other Nemorga cult members, Readers deal with and placate outraged ghosts, either those of recent provenance or those of Sumara that have, for whatever reason, become restive.

The diviners protect the city in their own fashion as well. They constantly look into the future, searching for threats to the city. They don't look only for specific future events; they observe the city's overall health. It is sometimes easier to foresee death walking among the city's inhabitants than it is to pinpoint a causal event. However, the diviners remain alert for more than wars and plagues; they are keen to detect magical threats from Hollowfaust's many foreign enemies. In this regard, the Readers work closely with Baryoi and the Disciples of the Abyss to counter necromantic threats.

Guildmaster: Numadaya, the Readers of Cracked Bones' current Guildmistress, arrived at Hollowfaust just after her first birthday; her father died soon after their immigration. The necromancers took her in; her magical potential was obvious even during her infancy. She grew up surrounded by necromancy's trappings and the dead. Numadaya, though nearly 40 years old, preserves her beauty through infrequent exposure to the sun and – it is whispered – longevity potions extracted or otherwise manufactured from the dead. A speaker to spirits, Numadaya is also a

powerful magician in her own right and has mastered various polymorphing and self-alteration spells.

Numadaya, Female Human, Wiz(Nec)8/ Speaker8: SZ Medium Humanoid (5 ft., 6 in. tall); HD16d4; hp48; Init + 1 (Dex); Spd30ft.; AC20 (+1 Dex, +4 deflection, +5 armor); Atk +10/+5 melee (1d6+1, staff); SA Rebuke undead; SQ Extra turning, guidance +4, speak with dead, spiritual possession; AL LN; SV Fort +5, Ref+6, Will + 15; Str 10, Dex 13, Con 11, Int 15, Wis 16, Cha 19.



Skills: Alchemy +5, Diplomacy +8, Heal +5, Knowledge (arcana) +12, Knowledge (genealogy) + 10, Knowledge (historical/local personalities) +12, Knowledge (undead) +10, Profession (scribe) +6, Scry +8, Search +7, Sense Motive +5, Spellcraft +8

Feats: Brew Potion, Craft Wand, Icy Calm, Iron Will, Scribe Scroll, Silent Spell, Skill Focus (knowledge: historical/local personalities), Spell Focus (necromancy, divination, transmutation), Still Spell.

Possessions: Ring of *counterspells*, wand of hold person (30 charges), +4 ring of protection, +5 bracers of armor, major circlet of blasting, ebon staff.

Spells per Day: 4/5/5/4/4/4/4/3/3/2 (+1 necromancy spell per level).

The Sowers of Fear

Necromancy as an overall discipline covers not only death, but also certain related negative powers. Terror branches off the same root of negative energy as undeath and the animation of dead tissue. Fear ultimately springs from mortality and life's transience – and is an experience with which the average Hollowfauster is intimately familiar. Fear is Hollowfaust's entertainment and its greatest pleasure, and nowhere in the Scarred Lands can the Sowers of Fear's blasphemous puppet shows, terrify-

ing tales, grand guignols and haunted houses find their equals.

Founded by Malhadra Demos, one of the most enigmatic Pilgrims and definitely Airat's rival for personal fame, this Guild's necromancers are first and foremost performers, and as performers, they know that a performance's the most crucial aspect is its audience. A good audience must be ready and willing to know fear, so the Sowers of Fear drip with shadows and exude atmosphere. Some dress in bones and spiderweb-fine burial shrouds; others wear tattoos and jewelry; still others sport vast and severe versions of the great black cloak and broad-brimmed hat that constitute the Underfaust "uniform." The Sowers laboratories and workshops are dark carnivals of masks and terror wherein Guildsmen perfect and hone the craft of horror to razor-sharp perfection.

In peaceful times, the Sowers are primarily showmen, crafting fear into an art form to impress and frighten thrillseekers. They perform for the sake of performing or to terrify and delight the audiences who throng to the Guild's three theatres. The theatres reflect the Sower's divisions, as each theatre has its own emphasis and the style.

The Festival of Shadows features cerebral works that concentrate on the weird and unseen and on pure, distilled fear – combining performance art, stage magic and storytelling. Even Hollowfaust natives flee from certain performances, and several times a year an elderly devotee or unwary visitor to Hollowfaust dies of fright watching a performance. The Carnival of Bones is vibrant and often quite crassly funny and features puppet shows and haunted houses. Though to the uninitiated, the shows seem a terrifying whirlwind of bones and caricatures – swiping mercilessly at the vanity of the living and the transient nature of life, when it is not simply terrifying the viewer – the Festival of Bones is the Hollowfaust equivalent of humorous skits and bawdy plays.

The House of Blood, the roughest of the theatres, concentrates on physical fear and terrifying tales of supernatural vengeance from beyond the grave. Its offerings mix equal parts irony and simple violence, and it caters to Hollowfaust's lower classes. This theatres' necromancers are Guild members most likely to surround themselves with the expected necromantic trappings, often enhancing their image with blood, bones and undead pets, servants and consorts.

When Hollowfaust goes to war, however, these theoreticians of fear demonstrate their actual power and freely exercise the ghastly tricks and mind-wrenching magics to which they could never subject an audience without jeopardizing its sanity. The only other time these magicians exert their full powers is when a criminal, sentenced to final forfeiture, is

given to a Sower; such a victim is taken to the Guildsman's theatre, which closes for the day. There, the Sowers subject the condemned to the troupe's true masterworks in a no-holds-barred extravaganza, performed solely for their benefit. The Sowers quickly dispatch those condemned who *somehow* survive the performance, which is comparatively merciful, considering that the subject almost certainly lacks a rational mind.

Guildmaster: Malhadra Demos, the same magician who founded the guild almost 135 years ago, remains its Guildmaster. He appears to be a man in his early 40s, and he still retains powerful muscles and a youthful vigor, courtesy of whatever anti-aging formula he consumes.

When seen in public, which is rare, Demos dresses in a huge black necromancer's cloak and hat, both made from the finest silk, linen and wool. Beneath it, he wears black leather breeches laced tightly to his legs and matching leather sleeves that

The Banished Guild

The Guilds of Hollowfaust today are not the same as those that found and reclaimed ancient Sumara. About 125 years ago – 10 years after the Pilgrim's arrival and 5 years after founding Hollowfaust proper – the Sovereign Council exiled two Pilgrims for murdering and raising as undead one of their fellow necromancers. Ahrmuzda Airat's "guild" had never amounted to more than his students and disciples, and it followed its dark prophet into exile. Taason's guild, the Disciples of the Abyss, however, was not so slavishly devoted to its leader, who lacked Airat's mesmerizing charisma. Still, most Disciples left with Taason; he had shielded them from Council scrutiny for a decade, and they knew they could never endure the Council's further scrutiny. The Exiles traveled into the Hornsaw Forest's depths, where they founded Glivid-Autel – the Society of Immortals – as a separate order, a concession to Airat's ego that Taason made happily.

cover his arms from hand to shoulder. His bare torso is covered with a multitude of abstract black tattoos that slowly shift and crawl across his skin, forming different patterns. He wears his moustache and goatee neatly trimmed, and his head is shaved bare except for a single long jet black braid in the back, covered in tiny silver bells, that hangs almost to his belt. Demos' actual personality is almost irrelevant—subsumed by his full-time master of darkness stage persona. Unlike most of the Guilds, the Sowers of Fear have a fairly rigid structure and organization, without which they could

neither practice nor perform their plays. Each theatres has a master who meets with Demos weekly and otherwise keeps the theatres operating smoothly.

Malhadra Demos, Male Human, Rog3/Wiz(Nec)17: SZ Medium Humanoid (5 ft., 11 in. tall);HD3d6+17d4+40;hp99;Init+2(Dex);Spd30 ft.; AC 21 (+4 armor, +2 Dex, +2 deflection, +2 luck, +1 dodge); Atk + 14/+9 melee (1d6+4, staff); SA Sneak attack +2d6; SD Evasion, uncanny dodge; AL N; SV Fort +10, Ref +12, Will +17; Str 14, Dex 15, Con 15, Int 18, Wis 14, Cha 15.

Skills: Alchemy +14, Bluff +17, Concentration +12, Decipher Script +14, Diplomacy +12, Disguise +14, Gather Information +12, Innuendo +7, Intimidate +20, Knowledge (arcana) +14, Listen +9, Perform +17, Read Lips +9, Scry +9, Search+14, Sense Motive +12, Spellcraft +14, Spot +9, Use Magic Device +7

Feats: Alertness, Combat Casting, Craft Wand, Craft Wondrous Item, Dodge, Dire Threats, Icy Calm, Iron Will, Scribe Scroll, Silent Spell, Spell Focus (necromancy, enchantment), Spell Penetration.

Possessions: *Staff of power*, +4 *bracers of armor*, *wand of fear* (50 charges), *cloak of the bat*, *medallion of thoughts*, *demonskin mask*, *Hollowfaust breathing scarf*.

Spells per Day: 4/5/5/5/5/4/4/3/2/1 (+1 necromancy spell per level).



Chapter Four:

Hollowfaust

Adventures

"So, it's glory you want? Win a battle and get a Guildsman's attention? Wrest the treasures of tumbled civilizations from the clutches of accursed titanspawn? You don't need my guidance, young one. Pick a direction—north, south, east, west—and start walking. The things you're looking for ... they'll almost certainly find you first!"

– Ru'uthor, proprietor of the Charnel Blade

The City of the Necromancers suggests obvious adventure possibilities. Intrigues abound, in both the Civilian Quarter and the Underfaust. Worthy causes and wicked plots exist side-by-side in the city. The greater part of ruined Sumara awaits exploration, its ghosts and even more dangerous denizens as yet unfronted. The Calastian Hegemony's scheming nations lie to the southeast, hateful sutak clans and asaatthi lie to the southwest, the treacherous Gaspar Peaks lie to the north and the dread Hornsaw Forest lies to the northeast. An adventurer without imagination enough to find something to do in an environment like this isn't likely to have a long career.

Hollowfaust itself serves perfectly as an adventure setting involving undead. Tomb robbing in the Ghosts' Quarter can

prove just as harrowing as fighting a renegade necromancer's minions, and a charitable quest that helps a ghost resolve its pain is as worthy as a monster hunt that exterminates the ghouls and haunts inexorably drawn to the city.

Not all adventures set in and around Hollowfaust need necessarily involve undead, though; not only does that scenario give dedicated undead-hunter PCs, such as Madrielite priests, an unfair advantage, but it also makes the undead too common. Hollowfaust's ambiance, a subtle air of dread and dark threats, may be pervasive, but the threats should become reality only when least expected.

Adventure Hooks

Ghoul-Hunting

Hollowfaust attracts free-willed undead from across Ghelspad, particularly ghouls. The Guilds take no pride in this condition; most Guildsmen consider the free-willed undead's presence, particularly the kind that exist only to injure the living, too trouble-

some. However, they do not deny that said creatures' physical remains are useful in many necromantic spells and craftings. Thus, hiring outsiders to protect the townsfolk *and* provide some extra raw materials is a prudent course of action.

Setup: This scenario underpins the most straightforward Hollowfaust adventure: A city official or Guild representative approaches the characters and offers them a bounty for ghouls eliminated. The party reconnoiters the Ghosts' Quarter, has a fight or two and (hopefully) returns for its reward. Unfolding events provide a good introduction to the city's nuances, as well. For example, necromancers hiring mercenaries to destroy undead before those creatures endanger the living should shake up most players' assumptions about necromancers.

Complications: The undead in question may have their lair in a particularly well-defended building or be led by a creature that was a cunning military tactician in life. The party may have to overcome crude deadfalls, ambushes and other clever tricks before even facing the unliving. The party may also

Sample Undead Encounters

Ghouls (2 or 5-8): CR 1; Medium Undead; HD 2d12; HP 13, 15 or 13 each; Init +2 (Dex); Spd 30 ft.; AC 14 (+2 Dex, +2 natural); Atk +3 melee (bite, 1d6+1) plus +2 melee x2 (claws, 1d3); SA Create spawn, paralysis; SQ +2 turn resistance, undead; AL CE; SV Fort +0, Ref +2, Will +5; Str 13, Dex 15, Con -, Int 13,

Wis 14, Cha 16.

SA – Paralysis: Claw or bite. Fortitude save (DC 14) or paralyzed for 1d6+2 minutes. Elves immune.

SQ – *Undead*: Immune to mind-influencing effects, poison, sleep, paralysis, stunning and disease; not subject to critical hits, subdual damage, ability damage, energy drain and death from massive damage.

Skills and Feats: Climb +6, Escape Artist +7, Hide +7, Intuit Direction +3, Jump +6, Listen +7, Move Silently +7, Search +6, Spot +7, Multiattack, Weapon Finesse (bite).

Possessions: None.

Slarecian Ghoul: CR 4; Medium Undead; HD 6d12; HP 39; Init +2 (Dex); Speed 30 ft.; AC 20 (+2 Dex, +8 natural); Atk +7 melee (bite, 1d12+1) plus +4 melee x2 (claws, 1d6+1); SA Fetid touch; SQ Damage reduction 10/+1, undead, unturnable; AL CE; SV Fort +2, Ref +4, Will +7; Str 13, Dex 15, Con -, Int 15,

Wis 15, Cha 16

SA – *Fetid touch*: Claw or bite. Fortitude save (DC 12) or stunned for 2d4 rounds plus rotting. See *Creature Collection*, p. 177.

SQ – *Undead*: Immune to mind-influencing effects, poison, sleep, paralysis, stunning and disease; not subject to critical hits, subdual damage, ability damage, energy drain or death from massive damage.

Skills and Feats: Climb +6, Escape Artist +9; Hide +9, Intuit Direction +3, Jump +6, Listen +8, Move Silently +7, Search +6, Spot +9, Multiattack.

Possessions: None.

Wight: CR 3; Medium Undead; HD 4d12; HP 28; Init +1 (Dex); Spd 30 ft.; AC 15 (+1 Dex, +4 natural); Atk +3 melee (slam, 1d4+1); SA Energy drain; SQ Undead; AL LE; SV Fort +1, Ref+2, Will +5; Str 12, Dex 12, Con-, Int 11, Wis 13, Cha 15.

SA – *Energy drain*: Slam attack also deals one negative level. Fortitude save to remove (DC 14)-

SQ – *Undead*: Immune to mind-influencing effects, poison, sleep, paralysis, stunning and disease; not subject to critical hits, subdual damage, ability damage, energy drain or death from massive damage.

Skills and Feats: Climb +5, Hide +8, Listen +8, Move Silently +16, Search +7, Spot +8, Blind-Fight.

Possessions: None.

be hired by an unscrupulous Guildsman who doesn't just want body parts: he wants the prey returned "alive." Smuggling an intact, free-willed undead through the Civilian Quarter and into the Underfaust may require some tricky maneuvering; the necromancer cannot simply tell the Stygian Guard, "It's all right; they're with me" – especially if they have a wight or something worse in tow.

Against an Immortal

Glivid-Autel has no friendly relations among neighboring states and for good reason. The renegade necromancers — murderers, sadists and megalomaniacs — crave immortality so that they might act with impunity. Of course, weakening the former

Society of Immortals is easier said than done; infiltrating the Hornsaw Forest to confront a cohort of powerful necromancers is certain suicide. Of course, some Glivid-Autel necromancers leave the forest on various errands and therein lies an opportunity.

Setup: A potent Glivid-Autel necromancer has been preying on villages in northern Calastia in hit-and-run forays, carrying away bodies or – more disturbingly – casting spells that allow the bodies to shamble away of their own accord. A party native to Hollowfaust might respond out of patriotism; otherwise, the Guilds might hire outsiders to waylay the deadly wizard. However, followers of Corean, Madriel, Tanil, Denev or Hedrada have philosophical incentives for opposing Glivid-Autel and its unnatural practices. Characters may have lost a friend or rela-

Sainple Glivid-Autel Renegade

The renegade Glivid-Autel necromancer works in concert with her Unfailing guard/lover and trained weran, which they use as watchdogs and trackers, as detailed below.

Hessa, Female Human Wiz(Nec) 12: CR 12; SZ Medium Humanoid; HD 12d4; hp 68; Init +2 (Dex); Spd 30 ft.; AC 18 (+2 Dex, +6 *bracers of armor*); Atk +7/+2 melee (dagger, 1d4+1), +7/+2 melee (staff, 1d6+1); SA Spells; AL LE; SV Fort +7, Ref +6, Will +9; Str 12, Dex 14, Con 17, Int 20, Wis 15, Cha 11.

Skills: Alchemy +12, Concentration +18, Craft +12, Diplomacy +7, Knowledge (Hollowfaust) +12, Knowledge (undead) +20, Scry +10, Spellcraft +20.

Feats: Combat Casting, Craft Staff, Heighten Spell, Maximize Spell, Quicken Spell, Spell Focus (necromancy), Spell Mastery (*chill touch, ray of enfeeblement, spectral hand, vampiric touch and enervation*), Spell Penetration.

Possessions: Ebon staff, wraithbane dagger, robes, spell components.

Spells (4/7/6/6/5/5/3):

0 - *Detect magic, disrupt undead, mage hand, read magic.*

1st - *Cause fear, chill touch, detect undead, mage armor, ray of enfeeblement, shield, unseen servant.*

2nd - *Bull's strength, cat's grace, darkness, endurance, Enkili's prank, phantom's howl.*

3rd - *Haste, keen edge, dispel magic, shadow touch, suggestion, vampiric touch.*

4th - *Dimension door, enervation, minor globe of invulnerability, sacrifice spell, shadow form of Lyrand.*

5th - *Animate dead, dismissal, ethereal bolt (heightened), nethergaze, wall of force.*

6th - *Disintegrate, manaspear (maximized), spectral hand (quickened).*

Dal, Human Male Ftr5/Unf5: CR 10; SZ Medium Humanoid; HD 5d10+5d12; hp 113; Init +6 (+2 Dex, +4 Improved Initiative); Spd 20 ft.; AC 21/23 vs. undead (+1 Dex, +10/+12 armor); Atk +12/+7 melee (*ebon blade, 1d8+1d6*); SQ Damage resistance +6, drain resistance +2, harm's way, immune to piercing criticals; AL LN; SV Fort +13, Ref +3, Will +7; Str 14, Dex 12, Con 20, Int 10, Wis 14, Cha 15.

Skills: Climb +6, Handle Animal +8, Intimidate +2, Jump +6, Listen +5, Spot +5.

Feats: Endurance, Great Fortitude, Improved Initiative, Iron Will, Toughness, Weapon Focus (longsword), Weapon Specialization (longsword).

Possessions: Ebon blade, +2 warded plate armor.

Weran (3): CR 2; SZ Medium Animal; HD 5d8+15; hp 35, 38, 40; Init +6 (+2 Dex, +4 Improved Initiative); Spd 50 ft.; AC 15 (+2 Dex, +3 natural); Atk +7 melee (bite, 1d6+7); SA Trip; SQ Scent; AL N; SV Fort +7, Ref+6, Will +2; Str 21, Dex 15, Con 17, Int 2, Wis 12, Cha 6.

SA – Trip: A weran that hits with a bite attack can attempt to trip the opponent as a free action (see *core rulebook I*, p. 139) without making a touch attack or provoking an attack of opportunity. If the attempt fails, the opponent cannot react to trip the weran.

Skills and Feats: Alertness, Hide +5, Improved Initiative, Listen +7, Move Silently +6, Spot +5, Wilderness Lore +1 (+4 when tracking).



tive in one of the rogue wizard's attacks. Also worth noting: eyewitnesses suggest that the necromancer wields a rare and potent *ebon staff* – a prize sure to motivate even the most heartless characters into taking action.

Complications: The party tracks the rogue necromancer(s) into the Hornsaw Forest, which under even ordinary circumstances is a hazardous undertaking. Surviving the Hornsaw alone might consume all the characters' available resources before they catch up with their quarry. Complicating matters, the Guilds may send a journeyman with the party to be certain the renegade's threat is eliminated. Any necromancer thusly deputized might be not be overly friendly with the party (unless prior connections exist), creating tensions that mount until the final encounter.

Fed to the Fires

Few people realize that magma flows through deep passages under Hollowfaust. Vangal's Throne has not even gently rumbled since Sumara's destruction, which was more an effect of the Titanswar than "natural" disaster. But some interested parties, well aware that molten rock still flows beneath the City of the Necromancers, would like to coax it to the surface.

Setup: A cabal of Fire Spitter ratmen, using the *stone shape* spell, strives to redirect a few magma flows below Hollowfaust, hoping to precipitate another

eruption – or at least topple one or two buildings into the molten rock as a grand sacrifice. Gouts of steam, erupting from sewer grates (which is *not* typical of Hollowfaust) might alert characters to the ratmen's efforts.

Complications: The slitheren have set numerous traps and snares near their work area. Other sewer residents (ghouls, cave moths and the like), panicked by the ratmen's activities, might break cover and rush headlong into characters, attacking wildly in a desperate attempt to escape. Even worse: during their excavations, the ratmen may have uncovered or unwittingly unleashed a slarecian creation or two – a threat worse than the ratmen.

Heads Will Roll

The routes between Hollowfaust and its common trade partners are routinely dangerous. Already beset by titanspawn, bandits, environmental hazards and monsters, merchants and caravans do *not* need additional worries – like a near-unkillable rogue golem collecting heads. ... Which is, of course, the exact problem they now contend with.

Setup: The necromancers do their best to ensure that their soldiers follow orders without any difficulty, but a few minor problems sometimes arise. In this case, the problem is a significant: a Risen. Not long ago, the fire spirit animating this Risen went berserk, seizing control of the construct and disappearing into the Ukruadan Desert. Not terribly bright, the spirit has had

Sample Slitheren

Ratmen, Fire Spitter (6): CR 1/2; SZ Medium Monstrous Humanoid; HD 1d8+3; HP 5, 6, 7 (2), 9, 10; Init+2 (Dex); Spd 30 ft., climb 15 ft.; AC 15 (+2 Dex, +1 natural, +2 leather armor); Atk +1 melee (bite, 1d3), -4 melee x2 (claws, 1d4), or +1 melee (scimitar 1d6); SA Alchemist's fire; SQ Darkvision 60 ft.; AL LE; SV Fort +5, Ref+2, Will +0; Str 10, Dex 15, Con 16, Int 10, Wis 10, Cha 8.

Skills and Feats: Dodge, Escape Artist +3, Hide +2, Jump +1.

Possessions: Scimitar, leather armor, alchemist's fire, 5 gp each in partly melted coinage.

Ratman, Fire Spitter Sorcerer: CR 6; SZ Medium Monstrous Humanoid; HD 1d8+5d4+18; HP 37; Init +2 (Dex); Spd 30 ft., climb 15 ft.; AC 14 (+3 Dex, +1 natural); Atk +1 melee (bite, 1d3), -4 melee x2 (claws, 1d4), or +1 melee (mace 1d8); SA Alchemist's fire; SQ Darkvision 60 ft.; AL LE; SV Fort +6, Ref +4, Will +4; Str 10, Dex 16, Con 16, Int 13, Wis 10, Cha 13.

Possessions: Wand of stone *shape* (16 charges), 500 gp fire emerald, 50 gp in partly melted coinage.

Sorcerer Spells Known (6/7/4):

0—Dancing lights, detect magic, ghost sound, *mage hand*, *resistance*.

1st—Burning hands, color *spray*, *flame bolt*, *flash*.

2nd—Blazing shield, *flaming sphere*.

a difficult time adjusting to its material existence and does not, in fact, know what it currently is. However, it does enjoy rending the soft things around it to pieces and gleefully beheads its victims with its axe. Targeting mostly sutak, the construct has also attacked human and charduni caravans. This otherwise trivial matter would be easily resolved but for one complication: before Kulutues escaped Hollowfaust, it stole one of the rare Chardun's razors, making the Risen extremely dangerous and requiring its immediate apprehension and/or destruction.

The Animator's Society, quite concerned about this matter, is amassing information on the creature's activities to better predict its future movements. The Guild might hire the party to gather this information or, if powerful enough, to destroy or capture the rogue Risen and return its shell to the Animators.

Complications: While the characters might think this adventure a straight-up critter hunt, certain potential wrinkles can stymie the party: A small band of Chardun-slain might rally behind the Risen, mistaking it for their "commander" and joining in its raids. The necromancers might demand that the

Risen be taken intact – a tall order, considering the golem's immunity to most magic. Worst of all, an asaathi wizard might have taken control of Kulutues and *allow* the party to "recapture" it. Once the Risen has been returned to the Underfaust, the asaathi can activate its agent at any moment (preferably before the necromancers discover the tampering) and inflict severe damage on Hollowfaust from within.

The Tyrant Prince

Prince Dzurrad Hurathi-Chardun, the latest charduni dignitary to visit Hollowfaust from distant Dunahnae, has paid an outrageous tuition to study under necromancy's finest specialists. However, his relatives suspect that the Guildmasters are holding out, keeping the choicest spells for Hollowfaust's own use (and they are right). The only way to pry these secrets loose, they believe, is by shaming the necromancers into offering them as an appeasement or as retribution to forestall a war. Unfortunately for the young prince, his death provides just the opportunity the charduni are looking for.

Setup: Certain members of Prince Dzurrad's entourage are planning the young prince's assassination, which entails framing a Hollowfauster or some outsiders. The charduni can thus extract magical secrets as a blood payment for their loss—to avert the threat of a retaliatory war! Using charm spells, third-party-mediated bribes or whatever means works best, the conspirators will manipulate the party into attacking (and hopefully murdering) the prince while en route to services at the Iron Heel.

Complications: Whether convinced or coerced into murdering Prince Dzurrad, the party will face Hollowfaust-style justice. A courtroom drama might unfold as the characters try to reveal the truth and expose their "employers." Or the party might flee, hacking its way through undead legions to reach the gates. If the party turns the job down, it must weather charduni assassination attempts, as the conspirators hate loose ends. Ultimately, the party may even secure the charduni prince's grudging gratitude, which opens the door to unusual adventure possibilities.

Kulutues, Renegade Risen: CR 10; SZ

Large Construct; HD 12d10; HP 66; Init +4 (Improved Initiative); Spd 30 ft.; AC 19 (-1 Size, +10 natural); Atk +14 melee (slam, 2d10+6) or +17 melee (Chardun's razor, 2d6+9); SA Chardun's *razor*; SQ Construct, damage reduction 15/+1, magic immunity; AL CN; SV Fort+3, Ref+4, Will+3; Str 23, Dex 11, Con—, Int 7, Wis 11, Cha 6.

Skills and Feats: Cleave, Improved Initiative, Power Attack.

Possessions: Chardun's razor.

The Bone-Seller's Wares

That a market for human and demihuman bones actually exists in Hollowfaust appalls many people. Yet others see such a market as an opportunity, not an abomination. The more remarkable an individual while living, the higher the price his bones can fetch. Regrettably, some unscrupulous individuals devote themselves to exploiting this very fact.

Setup: This scenario gets a group of outside characters into Hollowfaust. For example, a character's friend goes missing, perhaps someone of noble birth, spellcasting ability or notable heroism. The party investigates the disappearance and learns that the friend was murdered and the murderer fled with the body. The trail leads to Hollowfaust, where the party must prove that corpse is ill-gotten gains if it wants to retrieve her bones.

Complications: The trip to Hollowfaust proves very dangerous, even if the party departs from nearby Lokil. The party encounters numerous menacing creatures along the trail, creating unwelcome delays. Upon reaching Hollowfaust, the characters must hire an advocate to determine who has their friend's remains and arbitrate a meeting between interested parties. If the character's friend was sufficiently impressive in life, the necromancer who purchased her bones might not be willing to sell them back to the characters, at least not for money, unless confronted with undeniable evidence that the deceased and her family did not consent to this transaction. Further confounding the party, the bone-seller might not be human; doppelgangers, forsaken elves or even Unhallowed might readily pursue just such a "trade."

A Slight Indiscretion

The curfew tokens that protect Hollowfaust's citizens, beyond their function as a security measure, proudly prove the citizenship of those who thrive in Ghelspad's most inhospitable region. These badges of honor have taken on a prestigious air, fully befitting their importance. But no one should ever forget that the token is sometimes the only thing that distinguishes a "citizen" from a "hostile invader" in the patrols' eyes (or eye sockets). If a person were to lose his curfew token... well, best not to dwell on his fate.

Setup: During daylight hours, a well-dressed but desperate youth approaches the party. He ascertains their availability and offers to pay extra if they accept his task within the day. If the party is interested, he introduces himself as a wealthy wine merchant's son who finds himself in a bit of a sticky situation after a recent tryst. In the spirit of Hollowfaust's youth, he tried stirring his lovely young companion's emotions with a touch of fear. He led her through a disused sewer into the Ghosts' Quarter, where, amidst imminent danger's palpable chill, they consummated their affections. Unfortunately, returning to the Civilian Quarter, he discovered that he had lost his curfew token. If he reveals his indiscretion, he

faces a serious problem: his paramour is a Blackshield officer's daughter. He obviously cannot retrieve the token himself; a passing undead patrol would cut him down, as he obviously could not defend himself. If the character agree to his terms, he gives the party a modest advance, directions to his rendezvous site and his best wishes.

Complications: The party's employer doesn't know the overland route to his rendezvous spot; he only knows the sewer route, so the party likely encounters slitheren or ghouls during the trek. What's more, when at the trysting place, the party may find the token gone. A tracker or diviner, tracing the path of whoever took it, discovers that a high gorgon spy now possesses the token and uses it to walk Hollowfaust's streets. For everyone's safety, the gorgon must be taken down!

Ave Vangal! Morituri te Salutamus!

The demented blackguard Zankaras desperately needs fresh meat to sanctify his sacrificial arena. Is there a better source of victims than adventuring characters? Zankaras' contacts work to capture the player characters, that they might fight and die in the arena – their blood nourishing the God of Apocalypse and accelerating the city's destruction. Heroes' blood, after all, is the draught prized most of all.

Setup: Zankaras or his associates have numerous opportunities to waylay player characters. A contact (possibly a city guard or a corrupt Guildsman) might employ the heroes to root out "a particularly nasty undead infestation," giving them directions to the coliseum's sewer entrance where Zankaras springs his trap.

Complications: Zankaras initially tests his offerings' mettle, sending them easy combatants (e.g., a sutak band) and gradually raising the challenges until he plays his biggest hand, which depends on the party's level. Possible final battles might pit the party against a Vangal-worshipping ogre magi quartet, a pack of feral, or even a stolen Risen that Zankaras somehow controls.

Climax: If strong enough, the party may challenge Zankaras himself. Like most devotees of Vangal, he does not possess a code of honor, but the players may sufficiently injure his pride and goad him into combat. Parties unprepared to take on a 15th level battlemaster encased in *demon armor* – after surviving arena combat that has exhaust their spells and resources – would fare better escaping in a dramatic chase scene through the sewers.

The Fifth Siege?

The Readers of Cracked Bones have lately received powerful omens suggesting another potential sutak uprising. The premonitions are clear: if the Bonewrack Dragon is loosed against the sutak, disaster will result. However, such a fate may yet be averted.



Setup: The Guilds enlist the party to enter the Ukrudan Desert and find out if a single leader is marshalling the sutak clans. If so, the party must assassinate or slay the would-be general before he can lead his army against the city. Obviously no mean feat, the assignment's rewards should catch the party's keen interest. After all, if the omens are true and it defuses the invasion before it begins, the party will have done Hollowfaust a tremendous favor.

Complications: Surviving the Ukrudan Desert's perils will tax the party, even those that can magically conjure food and water, as it faces heat exhaustion and overexposure, biting cold nights, the occasional sandstorm and whatever horrid creatures survive in the blasted wastes. When the party ultimately finds the gathering sutak clans, it must identify the would-be commander and eliminate him attracting the attention of 10,000 angry sutak. The sutak may have heretofore unseen allies, such as asaathi or sandmaskers. Truly Machiavellian GMs may add a plot element suggesting Dunahnae backers who supply weapons and war-constructs, thus helping the sutak eliminate a potential rival and deliver to them Hollowfaust's necromantic secrets. If the characters successfully uncover this conspiracy, further intrigues develop, as the Sovereign Council decides how best to repay Dunahnae's "kind attentions."

Other Plot Hooks

Of course, a strong party running the Sovereign Council's errands could conceivably find itself traveling to Seam's remotest corners. The following adventure ideas allow for a change of setting while retaining (and strengthening) ties to the City of the Necromancers:

- The necromancers contract the characters to sail to the Blood Bayou and retrieve the secret of the Carnival of Shadows' necromantic golems. Characters might travel to Rahoch, Shelzar or Hedrad; allow a heron priest to recruit them; and sail a bone ship to the Blood Bayou. Or a Sovereign Council colleague, perhaps a ghost ship's necromancer-captain, might transport the party to the Bay of Tears, where it must capture a Krewe of Bones' engineer who knows the secret.

- The Bone Market has announced that it will pay a small fortune to anyone supplying a living sleet devil from the north. Capturing the sleet devil might not be as difficult as keeping it intact during the dangerous return journey into hotter climates.

That Dunahnae and Calastia contemplate an alliance concerns all of Ghelspad, particularly Hollowfaust and Lokil. The subtle, diplomatic group that drives a wedge between the two militant nations might find itself well rewarded – certainly earning the Council's gratitude. This story could take many forms, from assassinating a key figure and framing the other nation to impersonating a diplomat and sabotaging negotiations from within.

Chapter Five:

Spoils & Denizens

Hollowfaust being what it is, it should come as no surprise that there are objects, spells, monsters and other wonders peculiar to it. No discussion of the magocracy would be complete without touching on a few of the ruling mages' signature spells, the specialist paths they take or the creatures they've bound to their service. Furthermore, the city's ambient necromantic energy has infused a remarkable number of children, and they exhibit their latent magical talents in unusual ways, giving rise to several prestige classes unique to Hollowfaust. All in all, Hollowfaust offers a number of enticements that encourage an adventuring party to dally for a time in the City of the Necromancers.

New Magic Items

Armor

Warded Armor

Description: *Warded armor's* enchanted enhancements render it particularly effective against undead attacks. Characters who find themselves in Hollowfaust's uninhabited districts will find this armor useful, as all sorts of undead infest those areas. The Unfailing favor *warded armor*, as they can more easily defend their charges from wayward spirits.

Powers: Against attacks by undead, *warded armor* provides a deflection bonus to armor class equal to the enhancement bonus of the magical armor. For example, a suit of +3 *warded chainmail* would give a +11 AC bonus to a character defending a skeleton's attack (+5 from chainmail armor, +3 enhancement bonus, +3 matching *ward* bonus). The cost to create this item varies according to the type of armor being *warded*.

Caster Level: 5th

Prerequisites: Craft Magic Arms and Armor, *halt undead*

Market Price: Cost of base magical armor + 30,000 gp

Cost to Create: Market price/2 gp, market price/25 xp

Weight: As per armor type

Weapons

Chardun's Razor

Description: *Chardun's razors*, extremely rare weapons, are created especially for the mighty flesh golems that serve as Hollowfaust's heavy assault force. The renegade charduni dwarf, Unhar Krunnahudra, creates them, deep within the catacombs beneath Vangal's Throne. He stokes his forge with his enemies' bodies, imbuing the steel he works with their ashes - and perhaps their souls, as well. *Chardun's razors* sport massive blades and hafts the size of tree limbs; these greataxes are so intimidating that the mere sight of a golem gripping one causes even experienced opponents to break ranks and run. Thankfully, these weapons' great size and even greater expense ensure that they can never be produced in large numbers.

Powers: These mighty weapons are +3 *vorpal greataxes of mighty* cleaving. An individual must have a Strength score of at least 18 to effectively wield a *Chardun's razor*; further, warriors of less than Large size attempting to wield the weapon do so at a -2 penalty. The weapon's unusual heft requires an exotic-weapon proficiency to wield it properly, even though it functions as a greataxe.

Caster Level: 18th

Prerequisites: Craft Magic Arms and Armor, *death spell*, *divine power*

Market Price: 162,340 gp

Cost to Create: 81, 170 gp, 6,494 xp

Weight: 40 lbs.

Disruption Bolts

Description: The elite forces that hunt down and destroy wandering undead in and around Hollowfaust consider these heavy crossbow bolts standard equipment. They are constructed simply, jet black and efficiently annihilate any undead that foolishly preys upon Hollowfaust's citizens. The Followers of Nemorga typically fashion them, as do those few priests counted as Disciples of the Abyss members. The Disciples' armories contain as many as 200 bolts at any given time.

Powers: *Disruption bolts* function as +1 *disrupting heavy crossbow bolts*. Undead creatures hit by a bolt must make a Fortitude save (DC 14) or be destroyed.

Caster Level: 14th

Prerequisites: Craft Magic Arms and Armor, *Heal*

Market Price: 18,355 gp/50

Cost to Create: 9,178 gp, 734 xp/50

Weight: 1 lb.

Ebon Blade

Description: More-experienced Unfailing warriors favor these black longswords, as do the commanders of Hollowfaust's standing army. This longsword's blade and hilt are both midnight-black, and opponents fear the blade's ability to greedily drain the life force of those struck. Though rarer, more powerful weapons exist, the fact that these blades are commonplace (as far as magic items go) lends them a mystique that more powerful items lack.

Powers: Upon command, crackling negative energy sheathes an *ebon blade*. The energy does not harm the hands that hold the weapon. *Ebon blades* deal + 1d6 points of bonus negative energy damage on a successful hit. Creatures immune to energy drain attacks *are* immune to the blade's negative energy damage. *Ebon blades* function as +1 longswords.

Caster Level: 10th

Prerequisites: Craft Magic Arms and Armor, *chill touch*

Market Price: 8,330 gp

Cost to Create: 4,165 gp, 333 xp

Weight: 4 lbs.

Maleficent Blade

Description: *Maleficent blades* are rare, more powerful versions of *ebon blades*. The typical maleficent *blade* is a bastard sword, but other versions exist. These weapons have shaped-bone hilts and jet-black blades grooved to reduce weight and often decorated with bone.

Powers: Upon command, crackling negative energy sheathes a *maleficent blade*. The energy does not harm the hands that hold the weapon. *Maleficent blades* deal +1d6 points of bonus negative energy damage on a successful hit. In addition, the weapon drains 1d6 Strength points on a successful critical hit. Creatures immune to energy drain attacks *are* immune to the blade's negative energy damage and Strength drain. *Maleficent blades* function as +2 longswords.

Caster Level: 14th

Prerequisites: Craft Magic Arms and Armor, *enervation*

Market Price: 50,370 gp

Cost to Create: 25,185 gp, 2015 xp

Weight: 10 lbs.

Marrow Dagger

Description: The shade-touched favor *marrow daggers*, and the weapon suits them well. A finely crafted bone shard, typically from an undead creature, constitutes the blade; its hilt is leather-wrapped, pitch-black steel. Few of these magical blades exist, which is fortunate given their terrifying abilities.

Powers: A *marrow dagger* functions as a +1 *keen* wounding *dagger*. In addition, any creature struck suffers 1d6 temporary Constitution drain on a successful critical hit.

Caster Level: 14th

Prerequisites: Craft Magic Arms and Armor, *keen edge*, *Mord's sword*, *soulstrike*

Market Price: 50,304 gp

Cost to Create: 25,152 gp, 2012 xp

Weight: 1 lb.

Wraithbane Dagger

Description: A *wraithbane dagger* has a simple hilt and a wickedly sharp, jet-black blade. Necromancers and soldier both favored these daggers, as they easily harm undead creatures that are normally quite terrifying.

Powers: *Wraithbane daggers* function as +1 *daggers* with the *ghost touch* and *bane (undead)* special abilities. The *bane* ability only works against incorporeal undead.

Caster Level: 10th

Prerequisites: Craft Magic Arms and Armor, *keen edge*, *plane shift*, *summon monster I*

Market Price: 18,304 gp

Cost to Create: 9,152 gp, 732 xp

Weight: 1 lb.

Rings

Animator's Band

Description: These rings look like simple steel bands but are highly prized by Animator's Society members. Masters pass these rings to apprentices

through subdued ceremonies that vary with the wizards involved.

Powers: An animator's band effectively increases a wizard's casting level by 3 when casting the *animate dead* spell only. Thus, a 10th level wizard wearing this ring could animate 13 HD of undead and could control a maximum of 26 HD of undead creatures at a time.

Caster Level: 10th

Prerequisites: Forge Ring, *animate dead*

Market Price: 54,000 gp

Cost to Create: 27,000 gp, 2160 xp

Weight: —.

Staves

Ebon Staff

Description: An *ebon staff*, as its name implies, is crafted from fine ebony and shod in black iron. Typically, necromantic Guildmasters carry these staves, which offer many useful abilities.

Powers: The *ebon staff* functions as a +1 *quarterstaff* and allows the use of the following spells:

- Disrupt *undead* (1 charge)
- Chill touch (1 charge, DC 14)
- Halt *undead* (1 charge, DC 16)
- Enervation (2 charges)
- *Nethergaze* (2 charges, DC 18)

In addition to the above, the wielder may use the staff to *smite undead*. If one charge is expended (as a free action), the staff causes double damage to undead (x3 on a critical hit) for one round.

Caster Level: 8th

Prerequisites: Craft Staff, *disrupt undead*, *chill touch*, *halt undead*, *enervation*, *nethergaze*

Market Price: 20,750 gp

Cost to Create: 10,375 gp, 830 xp

Weight: 5 lbs.

Wondrous Items

Amulet of Undeath

Description: The Unfailing have a reputation for commanding terrible magical powers. While they are indeed fearsome opponents, tales of the Unfailing's magical ability are untrue. Rather, they cleverly rely on magic items that make them seem more intimidating — sowing fear among those who would lay siege to Hollowfaust.

Amulets of undeath vary in appearance; some are simple pendants, while others feature more ornate designs. Variations do not indicate the amulet's magical abilities, but they do say a great deal about the relationship between the necromancer who creates the item and the person who receives it. Typically, an Unfailing receives an amulet when he is assigned to



guard a particular necromancer, and the ceremony surrounding the presentation is a very symbolic affair. The amulet represents the bond that exists between guardian and charge, in the same way as the animator's *band* symbolizes the relationship between master and apprentice. Thus, finding an *amulet of undeath* outside the walls of Hollowfaust is a rarity.

Powers: An *amulet of undeath* allows the wearer to use the *armor of undeath* spell once per day. As with the spell, amulet's wearer must touch a humanoid corpse for the magic to work. The standard version of the amulet produces armor that lasts for five hours, but many stronger, more valuable amulets create armor that persists much longer.

Caster Level: 5th

Prerequisites: Craft Wondrous Item, armor of *undeath*

Market Price: 6,000 gp

Cost to Create: 3,000 gp, 240 xp

Weight: –

Badge of Bone Sovereignty

Description: In Hollowfaust's early days, its army suffered a shortage of competent commanders and trustworthy officers. The necromancers solved this problem by creating these items: tokens given to army commanders that allowed them to command undead regiments as needed. A *badge of bone sovereignty* is a palm-sized talisman fashioned of black onyx and silver in the shape of a skull blindfolded and gagged by lengths of chain. Those speaking the secret command phrases can invoke the badge's power over the undead, although the badge functions best against mindless undead, such as skeletons and zombies.

Powers: The *badge of bone sovereignty* allows the wearer to rebuke undead as though he were a neutral priest of the wearer's level. The wearer uses his own Charisma statistic to determine results and the number of times per day he can call on the talisman's power. Treat Hollowfaust's mindless undead as being half their Hit Dice for purposes of resisting this badge's power. The *badge* counts as a necklace when determining the number of magic items worn.

Caster Level: 13th

Prerequisites: Craft Wondrous Item, control *undead*

Market Price: 36,000 gp

Cost to Create: 18,000 gp + 1,440 xp

Weight: –

Bottle of Penance

Description: This seemingly innocuous item appears to be a small, stoppered vial. When opened, noxious fumes spew forth, killing anyone who inhales them. While the bottles can be used as a defensive measure, the Disciples of the Abyss devised these exceptionally rare items to execute criminals without damaging the body.

Powers: When the vial is opened, a cloud of poisonous gas jets forth and behaves in all respects like a *cloudkill* spell. The bottle may be opened up to three times per day, and the poor soul holding it is not immune to its effects. Undead are not affected by the noxious fumes, however, so this item may be given to a skeleton or similar being and used against remote opponents.

Caster Level: 10th

Prerequisites: Craft Wondrous Item, *cloudkill*

Market Price: 60,000 gp

Cost to Create: 30,000 gp, 2,400 xp

Weight: –

Demonskin Mask

Description: Only three of these dread items are known to exist; the secret of creating these masks is closely guarded by the Sowers of Fear, so no price or cost to create is listed. The *demonskin mask* is, as the name implies, crafted from a demon's flayed face. The process of removing the skin from a creature of pure evil contorts the demon's face into such a horrid expression that, even before its enchantment, the resulting mask is horribly demoralizing to behold. Once fully enchanted, the *demonskin mask* is the stuff of nightmares.

Powers: The *demonskin mask's* wearer gains a gaze attack that acts much like the *eyebite* spell, limited to only the *fear* or *sicken* effects. The gaze power lasts as long as the wearer dons the mask; it cannot be otherwise negated. If the wearer does not focus on a specific effect, those who meet his gaze have an even chance of experiencing either the *fear* or *sicken* effects.

Caster Level: 11th

Prerequisites: Craft Wondrous Item, *eyebite*

Weight: 1/2 lb.

Hollowfaust Breathing Scarf

Description: The gray scarves that are part of the necromancers' "uniform" are practical as well as symbolic. However, an ordinary scarf can protect its wearer only so much; a simple scarf cannot protect lungs against the poisonous fumes that leak into some of the lower chambers or the noxious odors released by putrescent corpses. Many necromancers have enchanted their own scarves as an added precaution against these and other breathing hazards.

Powers: If worn over the nose and mouth, a *breathing scarf* adds a +8 resistance bonus to all saving throws against inhaled poisons or other deleterious atmospheric effects (such as stinking *cloud*). Against airborne threats that are absorbed through the skin (such as the *cloudkill* spell), the bonus drops to +4-

Caster Level: 3rd

Prerequisites: Craft Wondrous Item, *resist elements*

Market Price: 4,000 gp

Cost to Create: 2,000 gp + 160 xp

Weight: –

Sorcerer's Hand

Description: Necromancers craft this mildly gruesome item from the complete skeletal hand of a spellcaster, threading it with silver wire and etching runes of necromancy upon it. Hollowfaust's necromancers commonly wear such items hanging from a belt or as a cloak clasp.

Powers: By speaking the command word, the bearer may invoke a *spectral hand* effect five times per day (one per finger; if a finger is broken off, the hand loses a daily charge).

Caster Level: 3rd

Prerequisites: Craft Wondrous Item, *spectral hand*

Market Price: 4,500 gp

Cost to Create: 2,250 gp + 180 xp

Weight: 1/2 lb.

Vampiric Scabbard

Description: Research into vampiric forces is one of Hollowfaust's less widely publicized achievements. This research produced the red-tinted *vampiric scabbard*. The necromancers use exotic leather, often troll-hide, fastening it with iron and adorning it with bloodstones. The *scabbard* feeds on the blood-covered swords that are sheathed in it.

Powers: Whenever a scabbard sheathes a freshly bloodied sword, the scabbard "drinks" the blood and passes a fragment of the remaining life energy to its wielder, restoring 1 hit point. The sword when withdrawn is clean and shiny.

However, the scabbard's blood-thirst needs to be controlled. If not "fed" a bloodied sword at least once a week, it drains 1 hit point from its owner. This damage is easily healed, but if the scabbard doesn't receive its weekly ration, it grows even thirstier. If separated from its owner and left "unfed," it will feed on the next person who picks it up – draining 1 hit point for every week it was left alone. If it completely drains its new owner's blood (i.e., it drains him to 10 hp), it is sated and will not require a "feeding" for another two weeks.

Caster Level: 5th

Prerequisites: Craft Wondrous Item, *vampiric touch*

Market Price: 30,000 gp

Cost to Create: 15,000 gp + 1,200 xp

Weight: 1 lb.

Major Artifact

Nemorga's Wrath

Description: This heavy mace represents the will of Nemorga made manifest. Held by the Followers of Nemorga, it is bequeathed only rarely to a soldier and only if a dangerous, undead creature troubles Hollowfaust. Once the creature has been dispatched, Nemorga's wrath must be returned to its guardians immediately. The other Guilds view the weapon as a sort of ace in the hole; should any of their undead creations get the better of them, Nemorga's *wrath* promises to set things right.

Powers: Nemorga's *wrath* is a +5 (disrupting, ghost touch, *heavy mace of mighty cleaving*). It bestows a +4 morale bonus to all saving throws made against the special abilities of undead, so long as the wielder of the weapon acts in Nemorga's service. In addition, the weapon may be used to stun a target struck once per day (Fortitude negates, DC 18). The wielder may cast *daylight*, *detect undead* and *halt undead* at will and may cast *dead man's eyes* and *nethergaze* once per day. Once per week the mace may be used to cast banishment.

New Spells

All spells herein are presented in alphabetical order

Arcane Healing

Converts *arcane spells* into healing energy.

Necromancy

Level: Sor/Wiz2

Components: V, S

Casting Time: 1 minute

Range: Touch

Target, Effect or Area: Caster or individual touched

Duration: Permanent

Saving Throw: None

Spell Resistance: No

Description

This spell, developed by Pilgrim Carhylla, allows the caster to sacrifice his personal magical energy to heal others' wounds. Unlike cleric healing, however, this spell converts raw magical energy, as opposed to a deity's power, so it is much less efficient than more readily available divine magics and used only in dire situations.

Spell Effect

On casting this spell, the caster may convert up to one spell level per level of experience she has attained into healing energies. Every two spell levels drained in this manner may be used to heal 1d8+1 points of damage. For example, a necromancer casting *arcane healing* might choose to sacrifice a memorized magic missile and a memorized *shield* in order to

heal 1d8+1 points of damage. Conversely, a sorcerer using this spell might "use up" one of his daily 5th level spells and heal 2d8+2 points of damage.

Animate Vermin

Temporarily animates small animal skeletons or zombies.

Necromancy

Level: Clr0, Sor/Wiz1

Components: V, S, M

Casting Time: 1 action

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

Target: 1 animal corpse

Duration: 1 day/level

Saving Throw: None

Spell Resistance: No

Description

Properly animating human, humanoid or monstrous remains is a demanding process, which only masters should attempt. However, Hollowfaust's necromancers found this to be an unsatisfactory limitation. Hence, they developed this spell with which they might tutor their apprentices. Neophyte Animators use this spell to practice their necromantic arts, and while common among the Animator's Society, it remains unknown outside the city walls.

Spell Effect

This spell allows the caster to animate one animal of no more than one hit die as per the spell *animate dead*. The corpse will follow simple commands, but is typically useful only for menial tasks and utterly useless in combat. After 1 day per level of the

caster, the corpse disintegrates, consumed by the necromantic energies flowing through it.

Material components: The corpse to be animated and an onyx gem worth at least 5 gp.

Bone Construct

Shapes bones into various constructions or objects.

Necromancy

Level: Sor/Wiz 4

Components: V, S, M

Casting Time: See text

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

Target: Up to 10 cubic ft. of bone/level

Duration: Instantaneous

Saving Throw: None

Spell Resistance: No

Description

Although Hollowfaust's necromancers prefer the comfortable trappings popular elsewhere, such as well-padded chairs and desks of beautiful hardwood, some enjoy surrounding themselves with the trappings of their trade. This spell is of unknown origin and predates the Seven Pilgrims, though it remains popular among the Sowers of Fear and Animators' Society.

Spell Effect

Using this spell, a necromancer may convert up to 10 cubic feet of bones per caster level into some sort of construct. Typical items include walls, chairs and tables — virtually any simple-physical object the caster imagines. However, creatures or magic items cannot be created or transformed by use of this spell, and the

item's quality is equivalent to that of its constituent bones: fresh bones create strong items, while old and brittle bones produce shoddier, less durable ones.

The caster must make an appropriate Craft check to construct especially complex or detailed items (jewelry, usable weapons, fashionable utensils or dinnerware, etc.).

Casting requires 1 full round per 10 cubic feet of material to be affected by the spell. Note that this spell, used in conjunction with *animate dead*, can create truly bizarre items: a chair that walks, for instance, or a moving wall of bones. So long as the amount of material remains within the caster's limit, she can create virtually anything. GMs should determine combinations and effects.

Material Components: The bones that serve as source material for the spell.

Bone Weapon

Transforms a nonmagical bone into a magical weapon.

Necromancy

Level: Sor/Wiz 1

Components: V, S, M

Casting Time: 1 action

Range: Touch

Target: One nonmagical bone

Duration: 1 minute/level

Saving Throw: Will negates (object)

Spell Resistance: Yes (object)

Description

This spell, a favorite of the Animator's Society, has been a mainstay of necromantic self-defense since Hollowfaust's founding. The spell's actual creator is unknown; some believe that the spell was old when Barastrondo himself was an apprentice. The spell transforms a simple bone, at least the size of a halfling's rib, into a magical weapon. The bone used for the spell determines the weapon's final form. For example, a long bone, like as a femur or ulna, transforms into a light or heavy

mace (depending on the bone's size and weight). A rib or broken long bone becomes a shortsword, and a scapula becomes a handaxe or battleaxe (depending on the bone's size). A particularly long bone, such as a warhorse's shinbone, becomes a shortspear. Optionally, if the necromancer has at least a cat-size skull and several vertebrae, he can transform the bone collection into a flail. Magically hardened bone constitutes the weapon, so it is not subject to attacks that affect metal (such as *heat metal*).

Spell Effect

For the spell's duration, the *bone weapon* acts like a weapon of the appropriate sort with a +1 enhancement bonus to attack and a +3 enhancement bonus to damage. The necromancer who cast the spell is automatically considered proficient with the weapon. The weapon crumbles into powder when the spell expires.

Material Component(s): The bone(s) to be transmuted.

Cadaver Dance

Animates skeletons or zombies for 1 day/level.

Necromancy

Level: Clr 1, Death 1, Sor/Wiz 3

Components: V, S, M

Casting Time: 1 action

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

Target: A corpse

Duration: 1 day/level

Saving Throw: None

Spell Resistance: No

Description

Although it takes a great amount of necromantic magic to permanently animate even the basest undead servitor, lesser spells can create a similar though more limited effect, such as this famous example. A basic spell taught to aspiring necromancers – a spell they must master before advancing to more powerful spells – *cadaver dance* lets a caster imbue a corpse with unlife for a short duration.

Spell Effect

This spell imitates *animate dead*, except its effects are temporary, it affects only one cadaver per casting and is somewhat easier to learn. Further, a caster can never control more than 1 HD/level of undead through a *cadaver dance* spell, and any undead created with *cadaver dance* counts toward the same caster's 2 HD/level limit for *animate dead*. In all other respects, it functions as an *animate dead* spell.

Material Components: The corpse to be animated and an onyx gem worth at least 10 gp.

Essence Flare

Drives the target berserk, enhancing his power but killing him slowly.

Necromancy

Level: Sor/Wiz 2

Components: V, S, M

Casting Time: 1 action

Range: Touch

Target: Individual touched

Duration: 1 round/level

Saving Throw: Fortitude negates (harmless)

Spell Resistance: Yes

Description

Created by the dreaded Taason himself, this fearsome spell imbues the recipient with unholy power at the cost of the target's physical well-being. While Taason lived in Hollowfaust, he used this spell on criminals and slaves, offering them the opportunity to die in battle and keep their soul rather than enduring Airat and his tender mercies. While the necromancers currently overseeing Hollowfaust view the spell with some distaste, none can deny its effectiveness.

Spell Effect

While in effect, *essence flare* grants its recipient a +4 enhancement bonus to his Strength and Constitution, renders him immune to critical hits and bestows a +2 enhancement bonus to Will saves. The target also gains im-

munity to mind-influencing effects (charms, compulsions, phantasms, patterns and morale effects) and to poison, sleep, paralysis, stunning and disease effects. However, the spell's burning fires render him uncontrollable, so he suffers a -2 penalty to his AC and cannot execute any but the most direct (and typically violent) tasks. The target may not use skills or feats that require concentration or patience (similar to a barbarian in a berserker rage). The spell's all-consuming nature ensures that the character cannot be healed by any means until the spell duration expires; healing magic simply fails to function, and the necromantic energy wracking the target's body renders any potions drunk inert. Further, the recipient suffers 1 point of Constitution damage per round. Constitution returns at a rate of one point per hour once the spell expires.

Material Components: A mixture of bone dust and sulfur, which is sprinkled over the victim as the spell is cast.

Essence Shift

Drains life from a target to heal another's' wounds.

Necromancy

Level: Sor/Wiz 7

Components: V, S

Casting Time: 1 action

Range: Touch

Targets: Individuals touched

Duration: Permanent

Saving Throw: Will negates (harmless)

Spell Resistance: Yes

Description

This frightening spell allows the caster to steal life energy from one individual and give it to another. Developed as a way to simulate healing using arcane magic, the spell allows the Anatomists to more effectively carry out their duties, while at the same time punishing persons convicted of serious crimes. Not surprisingly, the Followers of Nemorga view the spell with disdain, though

Spell Effect

The victim immediately takes 1d6 damage per caster level (maximum 10d6) or half damage if a successful Fortitude save is made. Also, if the save fails, the victim loses 1d3 points bleeding damage per round until the wound is magically healed or successfully stanchd (Heal check, DC 15). The bleeding damage is cumulative with successive castings.

The spell cannot affect undead, constructs or any creature not made of flesh and blood (such as plants and many outsiders).

Material Component: A pinch of salt.

Soul Exchange

Transfers life essence from one body to another.

Necromancy

Level: Sor/Wiz 9

Components: V,S,M,XP

Casting Time: 10 minutes

Range: Medium (100 ft. + 10 ft. per level)

Targets: Two individuals

Duration: Permanent

Saving Throw: Will negates

Spell Resistance: Yes

Description

The Society of Immortals created this spell as a possible avenue to the immortality they sought. The Guilds now consider it a forbidden spell, although copies of the spell's formula certainly exist in a few Guildmasters' personal libraries. Using this spell, the caster may permanently and irrevocably transfer the life essence from one body to another.

Spell Effect

A successful Will save by either party interrupts the exchange, causing the spell to fail. The individuals in question gain all the physical attributes of the new body, including any natural defenses or special attack forms, and retain all of their own skills and feats (provided they can be used in the current body). Note: some

when the need arises, they enthusiastically welcome its benefits.

Spell Effect

Essence shift requires two individuals to work, neither of whom may be the necromancer herself. If the life-energy donor willingly participates, the spell drains him of 1d6 hit points per spellcasting level of the caster. The caster may then bestow those hit points on the designated life-energy recipient. The caster need not drain the full number of hit points rolled, but may only transfer enough life energy to fully heal the recipient; once this occurs, the spell automatically terminates. If the life-force donor does not willingly participate, a Will save negate* the spell's effects. Regardless, the spell recipient must willingly receive the donor's life force or the spell automatically fails.

Phantom Wounds

Violently reopens old wounds and causes bleeding.

Necromancy

Level: Sor/Wiz 3

Components: V, S, M

Casting Time: 1 action

Range: Medium (100 ft. +10 ft./level)

Target: One creature

Duration: Special

Saving Throw: Fortitude half

Spell Resistance: Yes

Description

Karhassa Kuran, a member of the Anatomist's Guild who had no qualms about using his talents to harm his enemies and heal his friends, pioneered this particularly vicious spell. Using this spell in the Civilian Quarter is a minor infraction of Hollowfaust law, as its horrifying effects test the tolerance of even Hollowfaust's natives.

This spell reopens old wounds, no matter how long ago they were inflicted. Even a minor cut received in childhood can be opened into an ugly, seeping gash by means of this magic.

abilities might be adversely affected by this spell's casting. For example, a bard might find his new body lacks a "singing voice," while a leopard transferred into a human body would retain its Weapon Focus (claws and bite) feats, but would not have the means to employ them.

This spell's effects may only be reversed by means of a *wish* or another application of this spell. In the event one of the bodies is destroyed, it must be restored using a *wish* before attempting a spell reversal.

For all its power, this spell claims a heavy toll from the wizard. For each successful use of the spell, there is a 1% chance per character level or Hit Die involved in the transfer that the wizard will go insane per the effects of the spell *feblemind*. One cannot traffic in souls without assuming *some* risk.

Material Component: A perfect diamond worth at least 100,000 gp. The spell does not consume the diamond when cast, so it may be reused.

XP Cost: 1.000XP.

Spectral Hydra

Conjures ghostly hydra heads to guard a location.

Conjuration (Creation)

Level: Sor/Wiz 6

Components: V, S, M

Casting Time: 1 action

Range: Medium (100 ft. + 10 ft./level)

Effect: One hydra head/3 levels, all within 30 ft. of a central point

Duration: 1 hour/level or until discharged, then 1 round/level

Saving Throw: None

Spell Resistance: No

Description

Not content relying on a restless body's frailties or the vagaries of free-willed undead, the Disciples of the Abyss created this spell to serve the dual roles of guardian and protector. The spell's flexibility makes it quite popular, even though it takes quite a bit of training to master. *Spectral hydra*

conjures a number of disembodied draconic heads within the area of effect. The heads coalesce out of thin air and may materialize behind or even beneath opponents.

Spell Effect

Each head-and-neck appendage is 10 feet long and has hit points equal to the caster's level. A head saves as the caster does and attacks as a fighter equal to the caster's level. It has AC 16 and a Strength score of 20. The caster may conjure one such head for every three caster levels, to a maximum of seven heads.

Each head may be directed to attack or defend, as the caster desires. A head will bite for 2-12 points of damage or it may slam for 1-4 points of damage and attempt to grab its victim (as the ability *Improved Grab*). Each head may constrict for 2-8 points of damage on a successful grapple check against Medium or smaller opponents.

A necromancer may command the heads to guard an area of particular interest. In this case the heads remain invisible until the spell is activated, whereupon they attack in the most effective manner (constriction/bite routine) and become visible. Used in this manner, the spell lasts for one hour per experience level of the caster. Once activated, either by casting or trigger effect, the heads last one round per level of the caster. Each head, when slain, dissipates in a cloud of inky blackness.

Material Components: This spell requires a scale from a hydra alive at the time of casting.

Troll's Blood

Grants a troll's ability to regenerate for a limited duration.

Transmutation

Level: Sor/Wiz 5

Components: V, S, M

Casting Time: 1 action

Range: Touch

Target: 1 living creature

Duration: 10 minutes/level

Saving Throw: Fortitude negates (harmless)

Spell Resistance: Yes (harmless)

Description

Hollowfaust's necromancers have spent years studying the workings of the mortal frame, that of humans and monsters alike. In many cases, the necromancers isolated the remarkable biological abilities of certain Scarred Lands species and experimentally duplicated those abilities. Troll's *blood* represents one of their more dramatic successes.

Developed to draw on the potent power of trolls' blood, this spell lends a portion of a troll's remarkable endurance and healing ability to the spell's subject. The recipient of the spell ingests a dose of troll's blood, which temporarily infuses his own circulatory system, suffusing his body with remarkable regenerative powers.

Spell Effect

For the spell's duration, the target gains the extraordinary ability of regeneration. Treat all damage dealt during the spell's duration as subdual damage, and the subject heals 3 points of subdual damage each round. Fire and acid deal damage as normal and are not regenerated. The target does not regenerate wounds suffered before the spell takes effect, although he can reattach limbs or body parts severed during the spell's duration. Attacks that ordinarily cause instant death (such as a coup de grace) do not threaten the target with death unless delivered by fire or acid; death spells affect the subject as usual.

Unfortunately, the spell causes heavy stress to the recipient's system. When the spell expires (or if the spell is prematurely negated, such as by a *dispel magic*), the recipient must make a Fortitude saving throw, DC 18, or suffer 1d4 points of temporary Constitution damage.

Material Component: A vial of troll's blood, which the recipient must ingest.

Undead Familiar

Reanimates a fallen familiar.

Necromancy

Level: Sor/Wis 3

Components: V, S, M

Casting Time: 1 day

Range: Touch

Target: One familiar

Duration: Permanent

Saving Throw: Fortitude negates

Spell Resistance: No

Description

Inevitably, a wizard's familiar will die. While this unfortunate circumstance is unavoidable, it need not spell the end of the relationship. Indeed, for some it may really be the beginning. *Undead familiar* raises the caster's companion from the dead, enabling it to continue its service to its master for as long as the wizard desires. Animators particularly favor this spell, but it is used throughout the Guilds.

This spell is typically reserved for familiars that have died natural deaths or been slain in combat. Even among Hollowfaust's Guilds, it is considered bad form to kill one's familiar to cast this spell. Frankly, killing a familiar under these circumstances will likely upset it; it will not want to come back from the dead.

Spell Effect

When cast, *undead familiar* imbues the deceased familiar's inert form with necromantic energy, in the process creating a special form of undead. In addition to its "living" qualities, the familiar gains the quality "undead," with all its associated benefits and vulnerabilities (see *core rulebook III*, p. 6). Its Hit Die type is raised to d12, it can be turned normally and it is effectively immortal. It does not gain any additional special attacks or vulnerabilities, however. If the caster suffered an experience point

loss with the familiar's death, half of that lost amount returns when the familiar becomes undead. *Undead familiar's* ability to recall a lost familiar supersedes the normal rule, which prevents a caster from obtaining a "new" familiar for a year and a day after his familiar's death.

If the caster killed his familiar to use this spell, the animal receives a Fortitude save; if successful, the spell fails. Regardless, the caster does not regain any experience points lost with the familiar's death.

This spell does not effect fantastic familiars or greater familiars whose creature type is outsider or elemental (see *greater familiar* in *Relics & Rituals* p. 78).

A variation of *undead familiar* allows the caster to animate the familiar's corpse, as per *animate dead* (as described in *core rulebook I*). A much simpler affair (taking but a single action), it does not return the creature's soul to its body (or return any lost experience points), thus dramatically decreasing its utility as a familiar. Though capable of obeying simple commands, it cannot think independently or speak, make use of an empathic link or share spells.

Material Components: The spell requires the familiar's corpse and a collection of necromantic and alchemical elements totaling 100 gp in value.

Wraithtouch

A necromancer's touch damages his foe's Constitution.

Necromancy

Level: Sor/Wiz 3

Components: V, S

Casting Time: 1 round

Range: Touch

Target, Effect or Area: One living creature

Duration: Instantaneous

Saving Throw: Fortitude half

Spell Resistance: Yes

Description

Baryoi created this useful spell because he wanted to quickly disable opponents but cause a minimum of collateral damage. This spell met his needs perfectly, requiring a simple touch to take effect, and stopped foes quickly and harmlessly. Though journeymen necromancers throughout the Guilds favor the spell, controversy surrounds the temporary nature of its effects. Some wizards consider this a design defect; others call it a point in the spell's favor. The debate over its effectiveness continues.

Spell Effect

When this spell is cast, crackling necromantic energy wreathes the caster's hand. A successful touch attack deals 1d6+1 (maximum 1d6 + 6) points of Constitution damage for every two levels of the necromancer's experience. A target's successful Fortitude save halves the normal damage. A target whose Constitution score is reduced to 0 by this spell is so overwhelmed by necromantic energies, he falls unconscious (instead of dying, as normal) until he regains at least one point of Constitution. *Wraithtouch* has no effect on undead, constructs and other, similar beings.

Appendix

This appendix contains new prestige classes and monsters native to Hollowfaust, including the city's secret weapon: the Bonerack Dragon!

Animator

Necromancers with a special aptitude for raising and controlling corporeal forms of undead become animators. Hollowfaust's Animators create and maintain the undead minions that guard and otherwise serve the city-state; as such, they enjoy a role of central importance to the city's authorities.

Characters without a spellcasting ability will gain little benefit becoming an animator. Clerics may become animators, but they will have to balance their faith's requirements with the needs of Hollowfaust's necromancers, which prove trying even at even the best of times.

NPC animators are typically arcane spellcasters, and the average person fears them, due to their unusual abilities' nature. Even Hollowfausters view their Animators with some trepidation, as every living soul knows their bodies might one day fall victim to the wizard's tender mercies.

Hit Die: d4.

Requirements

To qualify to become an animator, a character must fulfill all of the following criteria.

Spellcasting: Ability to cast seven necromantic spells, including *animate vermin*, *cadaver dance* and *gentle repose*.

Alchemy: 8 ranks.

Knowledge (anatomy): 8 ranks.

Knowledge (arcana): 8 ranks.

Knowledge (undead): 8 ranks

Feats: Skill Focus (knowledge [anatomy]), Spell Focus (necromancy), Spell Mastery.



Table A - 1: The Animator

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Spells per Day
1st	+0	+0	+0	+2	Turn/Rebuke Undead	+1 level of existing class
2nd	+1	+0	+0	+3		+1 level of existing class
3rd	+1	+1	+1	+3	Animate Dead	+1 level of existing class
4th	+2	+1	+1	+4	Extra Turning	+1 level of existing class
5th	+2	+1	+1	+4		+1 level of existing class
6th	+3	+2	+2	+5	Create Undead	+1 level of existing class
7th	+3	+2	+2	+5	Control Undead	+1 level of existing class
8th	+4	+2	+2	+6		+1 level of existing class
9th	+4	+3	+3	+6	Golem Creation	+1 level of existing class
10th	+5	+3	+3	+7	Destruction	+1 level of existing class

Class Skills

The animator's class skills (and the key ability for each skill) are Alchemy (Int), Concentration (Con), Craft (Int), Heal (Wis), Knowledge (all; Int), Profession (Int) and Spellcraft (Int). See "Chapter 4: Skills" in *core rulebook 1* for skill descriptions.

Skill Points at Each Level: 2 + Int modifier.

Class Features

All of the following are class features of the animator prestige class.

Weapon and Armor Proficiency: Animators gain no proficiency in any weapon or armor.

Spells per Day: Animators continue to advance in spellcasting ability as if they were a level equal to the total of their animator level plus their previous class level. Animators do not gain any other benefit a character of that class would gain (i.e., improved chance of controlling or rebuking undead, metamagic or item creation feats, etc.).

Spells learned as an animator must focus on necromancy, specifically the manipulation and control of the dead. Spells from schools other than necromancy may be learned, but animators focus on necromantic spells whenever possible and will typically (though not always) eschew spells lying outside their realm of expertise.

Turn/Rebuke Undead (Su): Beginning at 1st level, an animator may turn or rebuke undead as a cleric of the same level. Unlike the cleric, however, the animator may both turn *and* rebuke undead. While lacking the raw power of the cleric, the animator's greater understanding of life energy grants her increased flexibility over that of a cleric.

Animate Dead (Sp): At 3rd level, the animator may cause skeletons to rise and do her bidding, exactly like the spell of the same name. Note: the animator needs no material component to fuel this ability; her knowledge of the dead fuels it, not magical incantations.

Extra Turning (Su): At 4th level, the animator may take the feat Extra Turning. This feat allows the animator to turn undead four more times per day than normal. An animator may take this feat multiple times, gaining four extra daily turning attempts each time.

Create Undead (Sp): At 6th level, the animator may create undead, as per the spell. This ability creates only corporeal undead. Note: this ability is rarely used in Hollowfaust; the Guilds generally disapprove of creating free-willed undead. The ability proves quite useful as a deterrent, given that the thought of being transformed into a ghoul, wight or something even more unpleasant horrifies would-be criminals. As with Animate Dead above, the necromancer needs no material components to fuel this ability.

Control Undead (Sp): At 7th level, the animator gains the ability to control corporeal undead of all types, as per the spell *control undead*.

Golem Creation (Sp): At 9th level, the animator may create and control undead golems of all types, including flesh golems and those unique to the Scarred Lands (such as Ash and Bone golems), ignoring normal level requirements. The actual process involved varies from golem to golem; see individual entries for exact procedures.

Destruction (Su): The animator gains her most potent ability at 10th level: she may destroy undead beings with a single touch – even lichs and other forms of greater undead. The animator must successfully touch her victim (a simple touch attack), whereupon the creature crumbles to dust – its body destroyed. Its life force irrevocably snuffed. Life essences tied to phylacteries or similar items must succeed in a Will save (DC 10 + Int bonus + animator's level) or be permanently destroyed. Use of this ability may only be attempted once per month and reduces the animator's Strength to 3, and she recovers one point per week.

Mourner

Mourners are the Chorus of the Banshee's minstrels, and they are an unusual lot — even by Hollowfaust's standards. They perform the ceremonies that help the citizenry cope with sorrow and loss, and they organize most of the major festivals and feasts during the city's holiday seasons. When circumstances demand it, though, they become deadly combatants, ready and willing to slaughter those who would threaten those they hold dear.

Mourners almost always begin their lives as bards; in fact, the Guild has few mechanisms for inducting individuals with different backgrounds into its ranks. Yet a necromancer or priest might eventually become a mourner; normal rogues might work their way in as well. Such characters must, however, have lives shaped by truly unusual circumstances.

NPC mourners typically serve as counselors, defenders and civil servants. They are not called to lives as adventurers, as serving Hollowfaust's people is their life's work.

Hit Die: d6.

Requirements

To qualify as a mourner, a character must fulfill all of the following criteria.

Spellcasting: Ability to cast bard spells of 2nd level or higher.

Knowledge (undead): 7 ranks.

Perform: 7 ranks.

Feats: Skill Focus (perform).

Class Skills

The mourner's class skills (and the key ability for each skill) are Balance (Dex), Bluff (Cha), Concentration (Con), Craft (Int), Diplomacy (Cha), Disguise (Cha), Escape Artist (Dex), Gather Information (Cha), Hide (Dex), Intuit Direction (Wis), Jump (Str), Knowledge (all; Int), Listen (Wis), Move Si-

lently (Dex), Perform (Cha), Profession (Wis), Scry (Int, exclusive skill), Sense Motive (Wis), Speak Language (Int), Spellcraft (Int), Tumble (Dex) and Use Magic Device (Cha, exclusive skill). See "Chapter 4: Skills" in *core rulebook 1* for skill descriptions. Skill Points at Each Level: 4+ Int modifier.

Class Features

All of the following are class features of the mourner prestige class.

Weapon and Armor Proficiency: The mourner's weapon and armor proficiencies are identical to those of bards.

Spells per Day: A mourner continues training in magic while advancing her status as a mourner. When a new mourner level is gained, the character gains new spells per day as if she had also gained a level in a spellcasting class to which she belonged before adding the prestige class. She does not, however, gain any other benefit a character of that class would gain (i.e., improved chance of controlling or rebuking undead, metamagic or item creation feats, etc.).

Phantom Howl (Sp): At 1st level, the mourner gains the ability to cast *phantom howl* once per day. *Phantom howl* is a spell-like ability for mourners.

Speak with Souls (Su): At 2nd level, the mourner may speak with willing souls, even if they are incorporeal, but only once per day for every two levels of experience he has attained.

Dirge of Woe (Sp): At 3rd level, the mourner gains the ability to cast *dirge of woe* once per day. *Dirge of woe* is a spell-like ability for mourners.

Resolute Aura (Ex): Whether fearful or respectful, humanoids around the mourner typically pause and obey her when confronted. At 4th level, mourners add their number of mourner levels to all Intimidate checks.

Song of Vengeance (Su): At 5th level, amourner with 9 or more ranks of Perform may bolster the

Table A - 2: The Mourner

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Spells per Day
1st	+0	+0	+2	+2	Phantom How	+1 level of existing class
2nd	+1	+0	+3	+3	Speak with Souls	+1 level of existing class
3rd	+2	+1	+3	+3	Dirge of Woe	+1 level of existing class
4th	+3	+1	+4	+4	Resolute Aura	+1 level of existing class
5th	+3	+1	+4	+4	Song of Vengeance	+1 level of existing class
6th	+4	+2	+5	+5	Find the Truth	+1 level of existing class
7th	+5	+2	+5	+5	Hymn of Life	+1 level of existing class
8th	+6	+2	+6	+6	Wrath of the Righteous	+1 level of existing class
9th	+6	+3	+6	+6	Doomwail	+1 level of existing class
10th	+7	+3	+7	+7	Lay the Dead to Rest	+1 level of existing class

morale of those fighting a foe who has killed someone dear to them. Characters so inspired gain +2 hit dice (d10s that grant temporary hit points), a +4 competence bonus to all attacks and a +2 competence bonus to all Fortitude saves. The mourner may inspire one creature for every three levels of experience he has attained. The character's levels of bard stack with those of mourner for the purpose of this ability.

Find the Truth (Su): At 6th level, the mourner gains the supernatural ability to learn any one fact relating to a tormented spirit, typically the source of the torment and how to resolve the conflicts to the spirit's satisfaction. This ability may be used once per day.

Hymn of Life (Su): At 7th level, the mourner gains the ability to protect those around him from the effects of death magic. This effect behaves like a *death ward*, except that the number of creatures affected is 1 for every 3 levels of experience the mourner has attained. The character's levels of bard stack with those of mourner for the purpose of this ability.

Wrath of the Righteous (Su): At 8th level, the mourner may turn a villain's evil deeds back upon him, tormenting the individual with visions of his past crimes. This ability functions like *phantasmal killer*, except that the individual is incapacitated instead of killed if he fails his save. If his save is successful he takes 3d6 subdual damage from the phantasm. This ability may be used once per day.

Doomwail (Sp): At 9th level, the mourner gains the ability to cast *doomwail* once per day. *Doomwail* is a spell-like ability for mourners.

Lay the Dead to Rest (Su): At 10th level, the mourner may use *Speak with Souls* and *Find the Truth* in combination to determine what torments a free-willed undead and then use that knowledge to permanently calm the creature's soul. This easement-forces the creature to make a Will save (DC 10+1/2 bard and mourner levels) or be permanently destroyed. This ability may be used only once per week.



Shade Touched

The shade-touched occupy a special place in Hollowfaustian society. These individuals, typically rogues, discover their necromantic gifts but avoid the intellectual demands of spellcasting and the rigors of becoming Unfailing in favor of a far-less-shackled path. The shade-touched might serve as the Sovereign Council's spies or agents or be rogues in the truest sense; different people embrace their gifts individually. No matter what they choose, though, they evoke a sense of eerie wonder from those around them; precious few of those who encounter the shade-touched can forget their bone-chilling presence.

Nearly any character class might benefit from entering the ranks of the shade-touched, but in practice, primarily rogues follow this path. As with the Unfailing, the shade-touched represent individuals who have turned their necromantic gifts inward; hence the class is incompatible with true spellcasters.

Shade-touched NPCs tend to be hoodlums, information merchants, agents provocateur or even actors or street musicians. No matter their trade, shade-touched are treated with a mixture of fear and respect wherever they go.

Hit Die: d8.

Requirements

To qualify to become one of the shade-touched, a character must fulfill all of the following criteria.

Hide: 8 ranks.

Listen: 7 ranks.

Move Silently: 8 ranks.

Perform: 5 ranks.

Spot: 7 ranks.

Feats: Combat Reflexes, Dodge, Mobility.

Class Skills

The shade-touched's class skills (and the key

ability for each skill) are Appraise (Int), Balance (Dex), Bluff (Cha), Climb (Str), Craft (Int), Decipher Script (Int, exclusive skill), Diplomacy (Cha), Disguise (Cha), Escape Artist (Dex), Gather Information (Cha), Hide (Dex), Innuendo (Cha), Intimidate (Cha), Jump (Str), Listen (Wis), Move Silently (Dex), Perform (Cha), Pick Pocket (Dex), Profession (Wis), Read Lips (Int, exclusive skill), Search (Int), Sense Motive (Wis), Spot (Wis), Tumble (Dex), and Use Rope (Dex). See "Chapter 4: Skills" in *core rulebook I* for skill descriptions.

Skill Points at Each Level: 6 + Int modifier.

Class Features

All of the following are class features of the shade-touched prestige class.

Weapon and Armor Proficiency: Shade-touched are proficient with the club, crossbow (hand, light or heavy), dagger (any type), dart, mace, morningstar, quarterstaff, rapier, sap, shortbow (normal and composite) and shortsword. Shade-touched are proficient with light armor but not with shields. Note that armor check penalties for armor heavier than leather apply to the skills Balance, Climb, Escape Artist, Hide, Jump, Move Silently, Pick Pocket and Tumble.

Shade's Kiss (Su): Beginning at 1st level the shade-touched may make a touch attack to inflict temporary Strength damage on a target. This is considered an unarmed attack and does provoke an attack of opportunity. However, a Fortitude save halves the damage dealt to the target. Victims brought to 0 Strength through this ability's use fall unconscious until such time as they recover at least one point of Strength. The shade-touched may use this ability once per day for every two levels she has attained (minimum 1).

Drain Resistance (Ex): At 2nd level, the shade-touched gains some measure of resistance to life-draining attacks. Whenever such an attack calls for a saving throw, the shade-touched may add the appropriate modifier to the roll.

Table A - 3: The Shade Touched

Class Level	Base				Special
	Attack Bonus	Fort Save	Ref Save	Will Save	
1st	+0	+0	+2	+0	Shade's Kiss (1d6, DC 14)
2nd	+1	+0	+3	+0	Drain Resistance +1, Shadow Cloak (+5)
3rd	+2	+1	+3	+1	Chill Aura, Mantle of Twillight
4th	+3	+1	+4	+1	Drain Resistance +2, Shade's Kiss (2d6, DC 18)
5th	+3	+1	+4	+1	Shadow Cloak (+10)
6th	+4	+2	+5	+2	Drain Resistance +3, Mantle of Twillight
7th	+5	+2	+5	+2	Chill Aura, Shade Kiss (3d6, DC 22)
8th	+6	+2	+6	+2	Drain Resistance +4, Shadow Cloak (+15)
9th	+6	+3	+6	+3	Mantle of Twillight
10th	+7	+3	+7	+3	Drain Resistance +5, Shade's Kiss (4d6, DC 26)

Shadow Cloak (Ex): Beginning at 2nd level, the shade-touched can use the shadows around her to heighten her stealthiness. She may add her Shadow Cloak bonus to all Move Silently and Hide checks.

Chill Aura (Su): At 3rd level, the shade-touched can extend her necromantic touch outward, producing an aura similar to that of a nightshade (see core rulebook III, p. 141). While this aura does not damage living things, it spoils any food and drink it touches. In addition, it ruins holy water and magic potions, oils and ointments unless the items succeed at a Fortitude save (DC 22). Items that successfully save cannot be affected by the same shade-touched's aura for one full day. Unlike nightshades, the shade-touched's aura is an activated ability thus, she need not produce the above effects should they prove inconvenient.

This bone-numbing cold is so distinctive that anyone exposed to it once instantly recognizes it in the future. This very distinctiveness makes the shade-touched frightening to others and lets her add a +1 bonus to all Intimidate rolls for every two levels of experience she has attained when this power is active.

Mantle of Twilight (Su): Beginning at 3rd level, the shade-touched may cloak herself in necromantic shadows, thus providing her with some small measure of protection from spells and spell effects. The mantle may be activated once per day as a free action (with additional activations at 6th and 9th levels) and provides spell resistance equal to three times the shade-touched's level. The mantle persists for a number of rounds equal to the shade-touched's level.



Speaker of the Dead

A necromancer with a special affinity for raising and controlling noncorporeal forms of undead may become a speaker of the dead. These necromancers commune with the departed's souls, calm the restless spirits residing in and around Hollowfaust and do battle with those who seek vengeance upon the living.

Non-spellcasting characters gain little benefit from this prestige class. Clerics may become speakers; in fact, outside of Hollowfaust, clerics more typically qualify for the class than do necromancers. Barbarians may not benefit from becoming speakers, but multiclass barbarian/cleric characters may excel, eventually becoming their tribes' shaman. Druids and rangers do not typically commune with the dead in any meaningful sense and so are unlikely to be speakers of the dead. A paladin might become a speaker, but would have to alter his approach to fighting evil to do so.

NPC speakers are typically arcane spellcasters; people treat them with trepidation and respect due to their unusual abilities' nature. In Hollowfaust, speakers join the Chorus of the Banshee and serve as the links between the world of living and the realm of the dead and for this reason are highly honored.

Hit Die: d4.

Requirements

To qualify to become a speaker of the dead, a character must fulfill all of the following criteria.

Spellcasting: Ability to cast seven necromantic spells, including *speak with dead*.

Knowledge (arcana): 8 ranks.

Knowledge (genealogy): 8 ranks.

Knowledge (historical or local): 8 ranks.

Knowledge (undead): 8 ranks.

Feats: Skill Focus (knowledge [historical or local personalities]), Spell Focus (necromancy).

Class Skills

The speaker's class skills (and the key ability for each skill) are Alchemy (Int), Concentration (Con), Craft (Int), Knowledge (all; Int), Profession (Int), Scry (Int) and Spellcraft (Int). See "Chapter 4: Skills" in *core rulebook I* for skill descriptions.

Skill Points at Each Level: 2 + Int modifier.

Class Features

All of the following are class features of the speaker of the dead prestige class.

Weapon and Armor Proficiency: Speakers gain no proficiency in any weapon or armor.

Spells per Day: A speaker continues training in magic while advancing his status as a speaker. When a new level in speaker of the dead is gained, the character gains new spells as if she had also gained a level in a spellcasting class to which she belonged before adding the prestige class. She does not, however, gain any other benefit a character of that class would gain (i.e., improved chance of controlling or rebuking undead, metamagic or item creation feats, etc.).

Spells learned as a speaker must focus on necromancy — specifically the communion with and control of incorporeal undead. Spells from schools other than necromancy may be learned, but speakers tend to focus on necromantic spells when possible and will typically (though not always) eschew spells lying outside their realm of expertise.

Speak with the Dead (Su): At 1st level, the speaker gains the supernatural ability to speak with the dead, as per the cleric spell of the same name. This ability may be attempted once per day per level of the speaker, but only once per personage contacted.

Guidance (Su): Beginning at 2nd level, the speaker may request guidance from his ancestors

Table A - 4: The Speaker of the Dead

Class Level	Base				Special	Spells per Day
	Attack Bonus	Fort Save	Ref Save	Will Save		
1st	+0	+0	+0	+2	Speak with the Dead	+1 level of existing class
2nd	+1	+0	+0	+3	Guidance +1	+1 level of existing class
3rd	+1	+1	+1	+3	Turn/Rebuke Undead	+1 level of existing class
4th	+2	+1	+1	+4	Guidance +2	+1 level of existing class
5th	+2	+1	+1	+4	Spiritual Possession	+1 level of existing class
6th	+3	+2	+2	+5	Guidance +3	+1 level of existing class
7th	+3	+2	+2	+5	Extra Turning	+1 level of existing class
8th	+4	+2	+2	+6	Guidance +4	+1 level of existing class
9th	+4	+3	+3	+6	Exorcism	+1 level of existing class
10th	+5	+3	+3	+7	Guidance +5	+1 level of existing class

during critical moments and may add his Guidance level to any one die roll. This ability may be attempted a number of times per day equal to the speaker's Guidance level.

Turn/Rebuke Undead (Su): At 3rd level, the speaker gains the supernatural ability to turn or rebuke undead, as per a cleric of the same level. As with the animator, the speaker need not specify whether his ability extends to turning or rebuking; he may choose either option when he uses the ability.

Spiritual Possession (Su): At 5th level, the speaker may invite unbound spirits into his body, thus gaining all their knowledge for a number of rounds per day equal to his level. During this period, the speaker should become an NPC (though GMs may allow the player continued control of the possessed speaker). For all intents and purposes, the character becomes the reincarnated form of the deceased spirit (similar to a *magic jar-type* possession, in terms of the abilities the spirit/speaker can use). Using this ability is a dangerous undertaking; while it can bring the dead back to life during a crisis, there are those spirits who will not wish to again shuffle off the mortal coil. Should the channeled spirit resist the speaker's will, the speaker must make a Will save ($DC 10 + \text{character level of channeled spirit} + \text{channeled spirit's Wisdom bonus}$) to eject the intruder. Should the save fail, treat the character as though he is under a domination spell's effect.

Extra Turning: At 7th level, the speaker receives Extra Turning as a bonus feat, allowing the character to make turning/rebuking attempts four more times per day than normal.

Exorcism (Su): At 9th level, the speaker has become so familiar with the incorporeal undead that he may permanently banish any necromantic presence from either a person or specific location. Any and all effects related to possession, domination, haunting or necromantic corruption are destroyed, and spirits bound to the place or person are released (if benign) or destroyed (if malevolent). The energies unleashed by this ability's use drain the speaker of all but 3 Strength points, which return at the rate of one per week; further, exorcism may only be used once per month.



The Unfailing

The Unfailing, an elite cadre of bodyguards, serves the necromantic Guilds of Hollowfaust. Though not spellcasters themselves, they nonetheless possess potent necromantic gifts that allow them to shrug off staggering amounts of damage — all to protect those in their charge. Hollowfaust's Unfailing thus enjoys a dubious rank: at once privileged and yet confined.

Arcane spell users have never become members of the Unfailing, because the Unfailing direct their magical potential inward and thus fuel their abilities, making them incompatible with existing arcane classes. It is possible, though unlikely, that users of divine magic might become Unfailing (e.g., the guardian of a priest of Nemorga). Most often, however, the Unfailing come from warrior classes, the overwhelming majority of which is "fighter."

Unfailing NPCs are warriors, and they are terrifying to behold. Always in the presence of their necromancer charges, they never adventure beyond the walls of Hollowfaust unless accompanying their charges.

Hit Die: d10

Requirements

To qualify to become an Unfailing, a character must fulfill all of the following criteria.

Base Attack Bonus: + 5.

Skills: Spot: 5 ranks, Listen: 5 ranks.

Feats: Endurance, Great Fortitude, Iron Will, Toughness.

Class Skills

The Unfailing's class skills (and the key ability for each skill) are Intimidate (Cha), Listen (Wis), Sense Motive (Wis) and Spot (Wis). See "Chapter 4: Skills" in core *rulebook 1* for skill descriptions.

Skill Points at Each Level: 2 + Int modifier.

Class Features

All of the following are class features of the Unfailing prestige class.

Weapon and Armor Proficiency: The Unfailing are proficient with simple and martial weapons, with all types of armor and with shields. Note: armor check penalties for armor heavier than leather apply to the skills Balance, Climb, Escape Artist, Hide, Jump, Move Silently, Pick Pocket and Tumble.

Harm's Way: At 1st level, the Unfailing may place himself in danger's path to protect his single charge. Any time the character is within 5 feet of his charge who is being attacked, the Unfailing may switch places with his charge and receive the attack in his stead. He must declare his intent before the attack roll is made. He selects his charge when initiative is rolled and does so as a free action. He may not change his charge for the duration of that combat.

Damage Reduction (Ex): At 2nd level, the Unfailing gains the extraordinary ability to shrug off some amount of injury from each blow or attack. Subtract 1 from the damage the Unfailing takes each time he is dealt damage. At 5th level, this damage reduction rises to 3. At 8th level, it rises to 5. Damage reduction can reduce damage to 0 but not below 0.

Drain Resistance (Ex): At 2nd level, the Unfailing gains some measure of resistance to life-draining attacks. Whenever such an attack calls for a saving throw, the Unfailing may add the appropriate modifier to the roll.

Critical Hit Immunity (Ex): At 3rd level, the Unfailing becomes immune to critical hits from and special abilities unique to puncturing weapons. This ability applies to the drain ability of a rapier of *puncturing* and any similar effects. At 6th level, this immunity extends to slashing weapons, including *vorpals*, *keen* and wounding weapons. At 9th level, the Unfailing becomes immune to critical hits and effects unique to bludgeoning weapons. Effects that apply to

Table A - 5: The Unfailing

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+1	+2	+0	+2	Harm's Way
2nd	+2	+3	+0	+3	Damage Reduction (1), Drain Resistance +1
3rd	+3	+3	+1	+3	Critical Immunity (Piercing Weapons)
4th	+4	+4	+1	+4	Drain Resistance +2, Improved Initiative
5th	+5	+4	+1	+4	Damage Reduction (3)
6th	+6	+5	+2	+5	Drain Resistance +3, Crit. Immunity (Slashing Weapons)
7th	+7	+5	+2	+5	Undying
8th	+8	+6	+2	+6	Damage Reduction (5), Drain Resistance +4
9th	+9	+6	+3	+6	Critical Immunity (Bludgeoning Weapons)
10th	+10	+7	+3	+7	Drain Resistance +5, Wraithsight

many types of weapons, such as *holy* or *smiting*, still affect the Unfailing normally, no matter the weapon type.

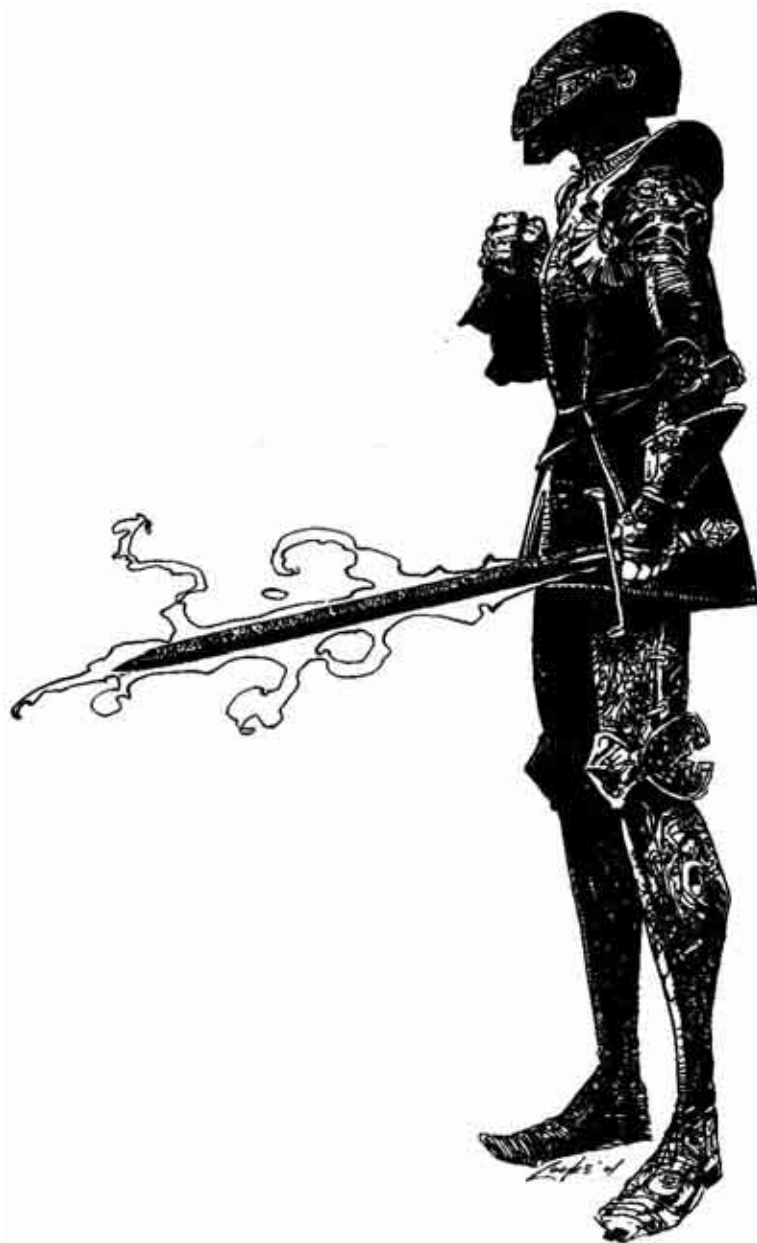
Improved Initiative: At 4th level, the Unfailing gains Improved Initiative as a bonus feat.

Undying (Su): At 7th level, the Unfailing gains the supernatural ability to remain active even when disabled, dying or dead. Whenever the Unfailing would normally be disabled or dying due to loss of hit points, he instead enters a zombielike state. Though still alive, the Unfailing's own necromantic energies empower him; as "undead," he gains all the immunities and vulnerabilities of that creature type. While in this state, the Unfailing may only take a partial action each round. The Unfailing remains fully conscious in this state and may end the undying ability at any time, immediately becoming disabled or dying, dictated by his hit point total.

An Unfailing at -10 hit points dies, but may remain in an undying, zombielike state as described above so long as the Unfailing has selected a necromancer to protect and that charge is still alive. This undying state lasts until the Unfailing sustains an amount of damage that would take him to a negative hit point total equal to his normal hit points (e.g., an Unfailing with 72 hp could go to -72 hp); at that point there's just nothing left of his body.

The undying state also ends if the Unfailing's charge is killed or when the current combat ends. The Unfailing will last an additional round after any of these occurrences and then expire (if so dictated by the hit point total). After such a use of the undying power, the Unfailing's physical remains will not be suitable for *raise dead*, though *resurrection* will still function.

Wraithsight (Su): At 10th level, the Unfailing gains the supernatural ability to see invisible and even incorporeal beings within a 10-foot radius. He may strike at them normally, provided he has a weapon capable of doing so.



Blood Wraith

Medium-Size Undead (Incorporeal)

Hit Dice	5d12(32hp)
Initiative:	+7 (+3 Dex, +4 Improved Initiative)
Speed:	30 ft, fly 60 ft. (good)
AC:	15 (+3 Dex, +2 deflection)
Attacks:	Incorporeal touch +5 melee
Damage:	Incorporeal touch 1d4 and 1d4 temporary Constitution drain and 1d4 temporary Strength drain
Face/Reach:	5 ft. x 5 ft./5 ft.
Special Attacks:	Curse, withering
Special Qualities:	Incorporeal, spell-like abilities, +2 turn resistance, undead
Saves:	Fort +1, Ref +4, Will +6
Abilities	Str –, Dex 16, Con –, Int 14, Wis 14, Cha 15
Skills:	Hide+11, Intimidate+10, Intuit Direction +6, Listen +12, Search + 10, Sense Motive +8, Spot +12
Feats:	Alertness, Blind-Fight, Combat Reflexes, Improved Initiative
Climate/Terrain:	Any land and underground
Organization:	Solitary or gang
Challenge Rating:	7
Treasure:	None
Alignment:	Always neutral evil
Advance. Range:	6-10 HD (Medium-size)

Description

Superficially similar to ordinary wraiths, blood wraiths are less wary of daylight and more opportunistic by nature. They appear as swirling, humanoid-shaped clouds of mist, with glowing-red, orblike eyes.

A blood wraith's temperament differs from that of an ordinary wraith. While a common wraith is a creature of death and decay, a blood wraith – more independent – willingly offers its unique talents to the living in exchange for those things that help it advance its agenda. Blood wraiths do not fear the sun, which makes them bolder than most of the other undead infesting Hollowfaust.

Combat

Curse (Su): The blood wraith may bestow a curse on a target with a successful touch attack, up to three times per day as per the spell *bestow curse*.

Incorporeal: Can be harmed only by other incorporeal creatures, +1 or better magic weapons or magic, with a 50% chance to ignore any damage from a corporeal source. Can pass through solid objects at will, and its attacks pass through armor. Always moves silently.

Remove Affliction (Su): Three times per day, the blood wraith may touch a target and remove one curse or disease affecting the individual. A blood wraith rarely uses this ability, as it typically gains him nothing.

Restoration (Su): The blood wraith may perform a restoration, as per the spell, at will. As with Remove Affliction, it rarely uses this ability.

Undead: Immune to mind-influencing effects, poison, sleep, paralysis, stunning and disease. Not subject to critical hits, subdual damage, ability damage, energy drain or death from massive damage.

Withering (Su): The blood wraith's touch acts as a *rod of withering*, dealing 1d4 points of temporary Strength damage and 1d4 points of temporary Constitution damage per strike. If the blood wraith scores a critical hit, the damage becomes a permanent drain. A successful Fortitude save (DC 14) negates this effect.



Dragon, Bonewrack

Colossal Undead Dragon

Hit Dice:	40d12 (234 hp)
Initiative:	+4 (Improved Initiative)
Speed:	40 ft., fly 200 ft. (clumsy)
AC:	42 (-8 size, +40 natural)
Attacks:	Bite +56 melee, 2 claws +54 melee, tail slap +54 melee
Damage:	Bite 4d+16; claw 4d6+16; tail slap 4d6+16
Face/Reach:	40 ft. x 80 ft./15 ft.
Special Attacks:	Breath weapon, frightful presence
Special Qualities:	Damage reduction 30/+4, SR30, undead
Saves	Fort+24, Ref+24, Will+24
Abilities:	Str 42, Dex 11, Con –, Int 11, Wis 11, Cha 18
Skills	Listen +40, Search +40, Spot +40
Feats:	Cleave, Flyby Attack, Great Cleave, Hover, Improved Initiative, Multiattack, Power Attack, Quicken Spell-Like Ability, Snatch, Sunder, Wingover
Climate/Terrain:	Special
Organization:	Unique
Challenge Rating:	22
Treasure:	None
Alignment:	Always neutral
Advanc. Range:	None

Description

Hollowfaust's greatest defender might not be as impressive as the Mithril Golem, but what is awe-inspiring is that high ritual sorcery of mortals launched the Bonewrack Dragon – or simply the Bonewrack – into life.

The Bonewrack Dragon is singular. The necromancers crafted it from the corpses of no less than *three* ordinary wrack dragons and many other cadavers besides. The fact that the Sovereign Council could acquire three wrack dragon corpses and surreptitiously transport them to Hollowfaust would terrify most heads of state, were they to know of it. Its entire 100-foot length (not including its 80-foot tail) is a hellish mass of bones, broken trees and cold, bloodless flesh; its tattered wings seem unable to bear it aloft. When "awake," though, the Bonewrack's deep eye sockets come alive with a malevolent light, and the monster moves with more speed than should be possible.

The necromancers constantly worry that, during battle, the animating spirit powering the Bonewrack Dragon may slip its shackles and go on an apocalyptic rampage – destroying every living thing it can find out of sheer spite. With that in mind, the Sovereign Council activates the Bonewrack only when no other option exists. So far, the Bonewrack has taken flight only once, when it tore the heart out of the greatest

sutak army seen since the Titanswar. No one, not even Hollowfaust's necromancers, looks forward to the next time it takes wing.



Combat

The Bonewrack Dragon fears nothing; as such it will readily engage any opposing force of any imaginable size. When facing multiple opponents, it uses area-effect attacks to the greatest extent possible (favoring tail sweeps and blasts with its horrid breath). It tends to use unconventional tactics, such as rolling over a force, using its massive bulk to crush them into the ground.

Unlike most dragons, the Bonewrack Dragon does not cast spells. This seems to suit the beast just fine, as it clearly prefers to dispatch its opponents using the most direct and violent methods available to it.

Breath Weapon (Su): The Bonewrack Dragon's breath weapon is a blast of black lightning – as cold as true lightning is hot and as dark as a true thunderbolt is bright. It strikes in a line 10 feet wide, 10 feet high and 120 feet long; the blast inflicts 20d10 damage (Reflex half, DC 38). The breath weapon counts as negative energy damage (energy drain); only beings immune to such energy, such as other undead, are immune to the Bonewrack's breath weapon. After using its breath weapon once, the Bonewrack cannot breathe again for 1d4 rounds.

Frightful Presence (Ex): Those facing the Bonewrack find that its already-formidable draconic presence has been heightened dramatically by its undead state. Anyone within 240 feet of the Bonewrack must succeed at a Will save (DC 33) to resist its fear aura; those of 5 or fewer HD who fail are *panicked* for 4d6 rounds and of 6 or more HD *shaken* for 4d6 rounds. Other dragons are not immune to the Bonewrack's frightful presence.

Immunities (Ex): The Bonewrack Dragon has cold immunity.

Undead (Ex): The Bonewrack Dragon is immune to poison, sleep, paralysis, disease, mind-influencing effects and stunning. It is not subject to critical hits, ability damage, energy drain, subdual damage or death from massive damage.

Flense Drake

Tiny Beast

Hit Dice:	2d10+2 (13 hp)
Initiative:	+4 (Dex)
Speed:	30 ft., fly 50 ft. (average)
AC:	18 (+2 size, +4 Dex, +2 natural armor)
Attacks:	Bite +7 melee
Damage:	Bite 1d4-1
Face/Reach:	25 ft. x 2.5 ft./O ft.
Special Attacks:	Infectious bite
Special Qualities:	Hardy
Saves	Fort+4, Ref+7, Will+1
Abilities:	Str 8, Dex 19, Con 12, Int 2, Wis 13, Cha 13
Skills:	Listen +3, Spot +3
Feats:	Weapon Finesse (bite)
Climate/Terrain:	Warm mountains and hills
Organization:	Solitary, mated pair, breeding swarm (5-20)
Challenge Rating:	1
Treasure:	None
Alignment:	Always neutral
Advanc. Range:	3-4 HD (Tiny)

Description

These peculiar little creatures are native to southern Ghelspad's more habitable regions. They are rarely seen in settled lands, where hunting them is often seen as sport (particularly in Zathiske and New Venir), but Hollowfaust law protects the small scavengers.

Flense drakes are small reptiles that resemble tiny dragons, albeit with long, slender snouts. Their scales are typically a very dark green, shading to a white underbelly. They are affirmed carrion-eaters; their long snouts help them reach choice morsels deep within a carcass, and their long, raspy tongues can strip a bone bare of meat (or dip into an eye socket for the tender bits inside a skull). Given the time and opportunity, a flense drake will devour every scrap of flesh on a corpse, leaving nothing but a well-polished skeleton.

Unsurprisingly, necromancers – particularly those of Hollowfaust – highly prize flense drakes. A necromancer with a well-trained flense drake pet – or if he's truly lucky, a familiar – finds the task of cleaning skeletons much easier, and the drakes are fairly sociable (if periodically irritable) as well. They are long-lived, surviving upwards of 40 years or so if properly cared for.

Combat

Flense drakes, like most scavengers, flee rather than fight. If cornered or particularly pressured, they can defend themselves with a painful (if not that damaging) bite. Still, most animals retreat from a flense drake's threat display. The drake's mouth is a breeding ground for bacteria, and a flense drake's bite typically causes an infection, which can cause fatalities if left untreated.

Infectious Bite (Ex): A flense drake's bite can infect its target, with results much like a disease (Fortitude save, DC 13, incubation time 1 day, damage 1d3 Str, 1d3 Dex).

Hardy (Ex): Flense drakes receive a racial +4 bonus to all saving throws against poison or disease-related effects.

Flense Drake Familiar

The flense drake can be added to the list of greater familiars available through the spell of the same name (see *Relics & Rituals*, pp. 78-9). The drake provides its master with the special power of a +4 resistance bonus to saving throws against poison and disease-related effects.



Golem, Ash

Large Construct

Hit Dice:	10d10(55hp)
Initiative:	+1 (Dex)
Speed:	30ft.
AC:	21 (-1 size, +1 Dex, +11 natural)
Attacks:	2 slams +13 melee
Damage:	Slam 2d10+6
Face/Reach:	5 ft. x 5 ft. /10 ft.
Special Attacks:	Ash cloud
Special Qualities:	Construct, damage reduction 20/+2, immune to piercing weapons, magic immunity, undead
Saves:	Fort+3, Ref+4, Will+3
Abilities:	Str 22, Dex 12, Con -, Int -, Wis 11, Cha 1
Skills:	None
Feats:	None
Climate/Terrain:	Any land or underground
Organization:	Solitary or squad (2-4)
Challenge Rating:	10
Treasure:	None
Alignment:	Always neutral
Advance. Range:	11-15 HD (Large)

Description

Constructed from the ashes of Sumara's people, Hollowfaust's ash golems are one of the city's best-known defenders. Surprisingly fast for golems, they have proven able warriors and in many ways are Animator's Society's finest creations. Ash golems are deployed only in times of dire need, since they are less capable of complex activities than the average skeleton and tend to be smelly and inconvenient even under optimal circumstances. During combat, however, they make formidable allies - and fearsome opponents. *It* was the ash golems who broke the First Siege of Hollowfaust, and they have served with unthinking loyalty ever since. Some younger necromancers argue that the Risen will eventually replace the smelly old ash golems; the old guard is not yet convinced, however, particularly in light of the Risen's unpredictability in combat.

Combat

Ash golems move surprisingly fast in combat; in addition to having better than average Dexterity scores, they can also run normally, in stark contrast to most other constructs. Like all golems, however, they are singularly mindless about the tasks at hand and are all but useless without external direction from thinking beings. Their immunities make them more than worth the trouble, however.

Ash Cloud (Ex): A cloud of ash perpetually surrounds the ash golem, to a radius of 10 feet. Living combatants within this cloud suffer a -2 circumstance penalty to all normal die rolls (including attack rolls, ability checks and saving throws) due to the ash's irritating effects. This penalty does not



affect undead, constructs and other creatures who do not suffer the physical frailties of most living beings.

Construct: Immune to poison, disease and all mind-influencing effects. Not subject to subdual damage, critical hits, energy drain, ability damage or death from massive damage.

Immune to Piercing Weapons (Ex): The ash body of an ash golem can only be disrupted by powerful strikes that displace huge amounts of ash. Piercing attacks have no effect.

Magic Immunity (Ex): Ash golems are immune to all spells, spell-like abilities and supernatural effects, except as follows: Electrical- and cold- based effects *slow* them (as the spell) for 2d6 rounds, with no saving throw. A fire effect breaks any *slow* effect on the golem and cures 1 point of damage for each 3 points of damage it would otherwise deal. The ash golem rolls no saving throw against fire effects.

Construction

The ash used to form the ash golem's body must come from the bodies of volcanic disaster victims, as their spirits empower the golems. In theory, the golems could be made from other cremated remains, but such golems would always need an animating presence tied to the land they defend.

An ash golem costs 60,000 gp to create, which includes 1,000 gp for the body's construction. Assembling the body requires a successful Craft (sculpting) check (DC 13).

The creator must be 16th level and able to cast arcane spells. Completing the ritual drains 1,000 xp from the creator and requires *bull's strength*, *geas/quest*, *incendiary cloud*, *limited wish* and *polymorph any object*.

Osseous Calabra

Large Construct

Hit Dice:	6d10 (33hp)
Initiative:	+4 (Dex)
Speed:	30 ft, climb 20 ft.
AC:	19 (-1 size, +4 Dex, +6 natural armor)
Attacks:	2 Claws +4 melee; javelin +14 ranged
Damage:	Claw 2d4+4; javelin 4d6
Face/Reach:	10 ft. x 10 ft./10 ft.
Special Attacks:	Bone javelins
Special Qualities:	Construct, damage reduction 5/+1, skeletal immunities, SR10, targeting skill
Saves	Fort+2, Ref+6, Will+2
Abilities:	Str 18, Dex 18, Con –, Int 6, Wis 10, Cha 1
Feats:	None
Climate/Terrain:	Any land or underground
Organization:	1 or 2 per tower or defense point
Challenge Rating:	4
Treasure:	None
Alignment:	Always neutral
Advance. Range:	7-10 HD (Large); 12-16 HD (Huge)

Description

The osseous calabra is a bizarre magical siege engine, invented by Barastrondo the Master and produced by Hollowfaust's Animator's Society. It resembles a gigantic ballista crafted from the bones of large beasts and strung with a rope of corpses' hair, and it walks on eight spidery, riblike legs. The calabrae fire long bone javelins that are able to correct their flight paths, thus becoming far more accurate against flying creatures than any mundane siege engine could be.

An osseous calabra has a limited intellect, largely devoted to interpreting orders or identifying targets. It obeys only those instructions from necromancers bearing an Animator's Society rod and that address it by name, so the name of each calabra is a closely guarded secret.

Hollowfaust's necromancers will not sell these remarkable constructs. However, if an enterprising band of thieves were to somehow acquire an intact osseous calabra, an Animator's rod and the calabra's name, a calabra of average size could theoretically fetch 10,000 gold or more from an interested buyer.



Combat

Bone Javelins (Su): The missiles fired by an osseous calabra are half-dead things in their own right, able to correct their flight by adjusting their vanes and programmed to strike true. If the calabra misses its attack roll, it may make a second attack roll at -1 against another enemy within 5 feet of the missile's flight path, representing the javelin's innate targeting sense. If this second attack roll misses, the calabra may attempt a third attack roll at -2 against a third enemy in its flight path; if this attack misses, the calabra cannot make any more attacks. Bone javelins are considered +2 weapons for purposes of overcoming damage reduction. An osseous calabra is capable of loading itself as a partial action.

Construct: Immune to mind-influencing effects, poison, sleep, paralysis, stunning and disease; not subject to critical hits, subdual damage, ability damage, energy drain or death from massive damage.

Skeletal Immunities: Immune to cold; takes only half damage from piercing or slashing weapons.

Targeting Skill (Ex): An osseous calabra receives an additional +10 competence bonus to ranged attacks.

Ratman, Fire Spitter

Medium-Size Monstrous Humanoid

Hit Dice:	1d8+3(7hp)
Initiative:	+2 (Dex)
Speed:	30 ft., climb 15 ft.
AC:	16 (+2 Dex, +1 natural, +2 leather armor, +1 small shield)
Attacks:	Bite +1 melee, 2 claws -4 melee, scimitar +1 melee
Damage:	Bite 1d3; claw d4; scimitar 1d6
Face/Reach:	5 ft. x 5 ft/5 ft.
Special Attacks:	None
Special Qualities:	Darkvision 60 ft.
Saves	Fort +5, Ref +2, Will +0
Abilities:	Str 10, Dex 15, Con 16, Int 10, Wis 10, Cha 8
Skills:	Alchemy +2, Escape Artist +3, Hide +2, Jump +1
Feats:	Dodge
Climate/Terrain:	Any except arctic
Organization:	War band (15-120 ratmen, plus 1 Leader of 4 th to 7 th level per 30 warriors), nest (120-200 ratmen with leaders as above, plus one 8 th to 10 th level priest per 100 warriors, one 4 th - 7 th level wizard per 100 warriors and 10-24 giant rats)
Challenge Rating:	1/2
Treasure:	Standard
Alignment:	Usually lawful evil
Advance. Range:	By character class

Description

Unique among slitheren, Fire Spitters form the sub-breed of a sub-breed. The Fire Spitters – formerly Daywalkers, the ratmen born of Thulkas – somehow deviated further from that form, possibly through their own sorcery. Fiery energy courses through their nests. Their armies' ferocity exceeds that of their ratmen kin. And they are the crudest ratmen – burning their foes with mad, sadistic joy. Fire Spitters favor hot environs, such as the Ukrudan Desert or the Sweltering Plains ... or the fires deep beneath Hollowfaust. Fire Spitters have reddish-brown fur and eschew clothing when possible.



Fire Spitters' priests share their duties with fire wizards, who keep their people armed with alchemical concoctions. The priests excel as weapon- and armorsmiths; hence, Fire Spitters tend to be better armed than most slitheren. The priests' rituals include immolation – its sacrificial victim's screams echoing for miles.

Combat

Fire Spitters favor close combat, which lets them watch their opponents writhe at the ends of their swords. However, reason often prevails, and the ratmen recognized ranged combat's advantages. Frankly, they enjoy watching people burn, which is another point in caution's favor. Fire Spitters eagerly eat those adversaries killed in battle, though they prefer charred flesh to the raw variety.

Risen

Large Construct

Hit Dice:	12d10(66hp)
Initiative:	+4 (Improved Initiative)
Speed:	30ft.
AC:	19 (-1 size, +10 natural)
Attacks:	punch +14 melee, huge greataxe +14 melee
Damage:	Punch 1d6+6, huge greataxe 2d6+6
Face/Reach:	5 ft. x 5 ft./10 ft.
Special Attacks:	None
Special Qualities:	Berserk, construct, Damage reduction 15/+1, magic immunity
Saves:	Fort+3, Ref+4, Will+3
Abilities:	Str 23, Dex 11, Con —, Int —, Wis 11, Cha 1
Skills:	None
Feats:	Cleave, Improved Initiative, Power Attack
Climate/Terrain:	Any land or underground
Organization:	Solitary or squad (2-4)
Challenge Rating:	10
Treasure:	None
Alignment:	Always Neutral
Advance. Range:	13-18 (Large); 17-28 (Huge)

Description

The Risen function as Hollowfaust's elite shock troops, striking with hammer blows and breaking up defensive formations that spare the city's valued human resources. The necromancers use human body parts to create the Risen, as they would any flesh golems, but only the strongest human limbs are used. These quality parts contribute to the Risen's prodigious strength and ensure that the constructs outlast the typical golem. The Risen typically wear only a loincloth and battle harness and are otherwise unadorned. They stand eight feet tall and weigh well over 500 lbs.

Unlike typical golem designs, willful fire spirits animate the Risen, which gives them surprisingly fast reaction times in combat. While this animating force creates ferocious fighters, it may also cause certain Risen to go rogue – with predictably disastrous results. No one likes the idea of a Risen with a mind of its own – particularly when equipped with a *Charduris razor*. Painful past experience has taught the Disciples of the Abyss to keep a *mace of smiting* or two on hand for such eventualities.

Combat

Fierce opponents, the Risen move much more quickly than any golem has a right to move. Fully capable of running, the Risen use this tactic to surprise and demoralize their opponents. Some have gaping cavities in their chests, displaying a heart only

there for effect, which even further demoralizes their adversaries. The Risen, typically deployed singly or in very small groups (2-3), carry great battleaxes into combat. When so armed the Risen command respect from even mighty foes.

Berserk (Ex): When a Risen enters combat, there is a cumulative 2% chance each round that its animating spirit breaks free of external control and goes berserk. The uncontrolled golem rampages, attacking the nearest living creature or smashing any object smaller than itself if no creature is within reach, before moving on to wreck more destruction. Once the Risen goes berserk, the spirit within must be banished and replaced. This process requires that the Risen remain immobile for at least 10 minutes – an unlikely occurrence. Free-willed Risen have Intelligence scores of 12 and can be cunning foes.

Construct: Immune to poison, disease and all mind-influencing effects. Not subject to subdual damage, critical hits, energy drain, ability damage or death from massive damage.

Magic Immunity (Ex): Risen are immune to all spells, spell-like abilities and supernatural effects, except as follows: electrical- and cold- based effects slow them (as per the spell) for 2d6 rounds, with no saving throw. A fire effect breaks any *slow* effect on the golem and cures 1 point of damage for each 3 points of damage it would otherwise deal. The Risen rolls no saving throw against fire effects.



Construction

The pieces comprising a Risen must come from normal human corpses of superior quality that have not significantly decayed. Construction requires a minimum of six different bodies: one for each limb, the torso and the head. In some cases, more bodies may be necessary.

The Risen costs 60,000 gp to create, which includes 500 gp for the body's assembly. Putting the components together requires a successful Craft (leatherworking) or Heal check (DC 13).

The creator must be 14th level and able to cast arcane spells. Completing the ritual drains 1,000 xp from the creator and requires *bull's strength*, *geas/quest*, *limited wish*, *polymorph any object* and *protection from arrows*.

Skeleton, Superior/Masterwork

Superior Skeleton Medium-Size Undead

Hit Dice:	2d12(13hp)
Initiative:	+5 (+1 Dex, Improved Initiative)
Speed:	20ft.
AC:	22 (+8 armor, +1 Dex, +3 natural)
Attacks:	2 Claws +2 or longsword +2
Damage:	Claws 1d4+2 or longsword 1d8+2
Face/Reach:	5 ft. x 5 ft./5 ft. 5 ft. x 5 ft./5 ft.
Special Qualities:	Immunities, undead
Saves:	Fort +0, Ref +1, Will +2
Abilities:	Str 14, Dex 12, Con –, Int –, Wis 10, Cha 11
Skills:	None
Feats:	Improved Initiative
Climate/Terrain:	Any land or underground
Organization:	Squad (4)
Challenge Rating:	1
Treasure:	None
Alignment:	Always neutral
Advanc. Range:	None

Masterwork Skeleton Medium-Size Undead

Hit Dice:	4d12(26hp)
Initiative:	+5 (+1 Dex, Improved Initiative)
Speed:	20ft.
AC:	23 (+8 armor, +1 Dex, +4 natural)
Attacks:	2 Claws +4 or longsword +4
Damage:	Claws 1d4+4 or longsword 1d8+4
Face/Reach:	5 ft. x 5 ft./5 ft. 5 ft. x 5 ft./5 ft.
Special Qualities:	Immunities, undead
Saves:	Fort +1, Ref +1, Will +2
Abilities:	Str 18, Dex 12, Con –, Int –, Wis 10, Cha 11
Skills:	None
Feats:	Improved Initiative
Climate/Terrain:	Any land or underground
Organization:	1
Challenge Rating:	2

Treasure:	None
Alignment:	Always neutral
Advanc. Range:	None

Description

Superior and masterwork skeletons form the bulk of Hollowfaust's nightly guard patrols and as such are a common sight within the city's walls. Preparing skeletons of such quality is an exacting process, which is the sole province of the Animator's Society. For superior skeletons, Animators choose the bones of people dead less than one week; flense drakes or beetles cleanse the bones of flesh, and the Animators preserve the bones using a variety of alchemical substances that harden and protect them. After animating these skeletons, the Animators stored them until needed for patrols or military duty.

Masterwork skeletons take the selection process one step further and contain bones from only the strongest individuals dead less than one day. Only master Animators can create skeletons of this variety, but the end product justifies the extra effort: master-work skeletons, four times stronger than normal skeletons, lead patrols and serve as shock troops during conflict.

Oddly, Hollowfaust's citizens take great comfort from the skeletons patrolling their streets. Citizens carefully safeguard their individualized curfew token, which uniquely identifies them as Hollowfaust inhabitants and protects them from harassment by the skeletal guard. At the same time, they know swift and fearsome aid is but a shout away. Like machines the skeletons will respond, and they will never yield to an enemy until they neutralize the threat he poses to the citizenry's welfare.



Combat

Superior and masterwork skeletons patrol the city in predetermined patterns, stopping only when confronting an enemy or pedestrian without a curfew token. If attacked, the skeletons fight until destroyed. The skeletons always travel in groups of five: one masterwork and four superior skeletons.

Immunities (Ex): Superior and masterwork skeletons have cold immunity. Because they lack flesh or internal organs, they take only half damage from piercing or slashing weapons.

Undead: Immune to mind-influencing effects, poison, sleep, paralysis, stunning and disease. Not subject to critical hits, subdual damage, ability damage, energy drain or death from massive damage.

Sapheral's Kite

Tiny Animal

Hit Dice:	1d8(3hp)
Initiative:	+3 (Dex)
Speed:	10 ft, fly 70 Ft. (good)
AC:	17 (+2 size, +3 Dex, +2 natural)
Attacks:	Claws +6 melee, beak +1 melee
Damage:	Claws 1d4-2, Beak 1d3-2
Face/Reach:	2.5 ft. x 2.5 ft./0 ft.
Special Attacks:	None
Special Qualities:	None
Saves:	Fort+1, Ref+6, Will+2
Abilities:	Str 6, Dex 19, Con 8, Int 2, Wis 14, Cha 6
Skills:	Listen +6, Spot +6*
Feats:	Weapon Finesse (claws, beak)
Climate/Terrain:	Any forest, hill, plains and mountains
Organization:	Solitary or pair
Challenge Rating:	1/3
Treasure:	None
Alignment:	Always neutral
Advance. Range:	None

Description

As the first of Nemorga's followers in Hollowfaust, Sapheral bore a burden heavier than his fellow necromancers realized. He had to reconcile using necromantic energies with his god's will – a task that proved quite daunting. Not entirely surprising, he took solace and found pleasure in the world around him. Though corrupted by the Titanswar, the lands surrounding Hollowfaust teemed with life, and he identified and named a number of birds, mammals and insects in the city's

immediate vicinity. His favorite, however, was a beautiful bird now known as Sapheral's kite, named in his honor.

Since Sapheral's "death," the kites have seemingly abandoned Hollowfaust. Some say they are repelled by Sapheral's current state, while others feel they stay away to respect the great priest's passing. Whatever the reason, a legend has evolved around the birds, claiming that those who possess a kite's tail feather can communicate with the dead. The Readers of Cracked Bones are skeptical; kites killed for this purpose demonstrate no necromantic power. Perhaps, they reason, the feathers must be collected naturally, without killing the bird. The kites' proclivity for nesting high in the Gascars complicates this task.

Combat

Sapheral's kites resemble hawks in most respects, though of lighter builds, which increase their speed. When attacking, they strike using both claws, though in extremis they will lash out with their beaks. Mated pairs gain a +2 bonus to attacks when defending their nest.

*Skills: Kites gain a +8 racial bonus to Spot checks in daylight.





Spectral Revenant

Medium-Size Undead (Incorporeal)

Hit Dice:	5d12(32hp)
Initiative:	+7 (+3 Dex, +4 Improved Initiative)
Speed:	30 ft, fly 60 ft. (good)
AC:	15 (+3 Dex, +2 deflection)
Attacks:	Incorporeal touch +5 melee
Damage:	Incorporeal touch 1d4
Face/Reach:	5 ft. x 5 ft./5 ft.
Special Attacks:	Paralyzing glare, vengeful strike
Special Qualities:	Find the guilty, incorporeal, turning immunity, undead
Saves:	Fort +1, Ref +4, Will+6
Abilities:	Str -, Dex 16, Con -, Int 14, Wis 14, Cha 15
Skills	Hide +11, Intimidate +10, Intuit Direction+6, Listen+12, Search+10: Sense Motive +8, Spot +12
Feats:	Alertness, Blind-Fight, Combat Reflexes, Improved Initiative
Climate/Terrain:	Any land
Organization:	Solitary
Challenge Rating:	7
Treasure:	None
Alignment:	Always neutral evil
Advance. Range:	6-10 HD (Medium size)

Description

Spectral revenants are ghostly forms of normal revenants – the undead avengers that return from the grave and exact vengeance on their murderers. They seek the death of the person who killed them, preferably associated with the destruction of that individual's soul.

Revenants look much as they did in life, though obviously intangible, trailing away below the waist and displaying the wound that caused their death. The people who knew them in life easily recognize them. They exude a cold, unnatural air and unnerve the people and animals around them.

Combat

A spectral revenant has no interest in anyone other than those persons responsible for its death. Thus, it generally ignores living things unless provoked. When pressed, however, the spectral revenant responds using its life-draining attacks and its noncorporeality to gain positional advantage over an opponent. It attacks until its assailants withdraw – unless they are the persons responsible for his death; in the latter case, the creature fights until slain.

Incorporeal: Can be harmed only by other incorporeal creatures, +1 or better magic weapons or magic, with a 50% chance to ignore any damage from a corporeal source. Can pass through solid objects at will, and its attacks pass through ' armor. Always moves silently.

Undead: Immune to mind-influencing effects, poison, sleep, paralysis, stunning and disease. Not subject to critical hits, subdual damage, ability damage, energy drain or death from massive damage.

The Undying

An undying is a special type of spectral revenant: one whose life was ended through necromancy. These revenants behave as normal spectral revenants, except they have +4 turn resistance and fanatically attack any users of necromancy until slain.

Weran

Medium-Size Animal

Hit Dice:	5d8+15(38hp)
Initiative:	+6 (+2 Dex, +4 Improved Initiative)
Speed:	50 ft.
AC:	15 (+2 Dex,+3 Natural)
Attacks:	Bite +7 Melee
Damage:	Bite 1d6+7
Face/Reach:	5 ft. x 5 ft./5 ft.
Special Attacks:	Trip
Special Qualities:	Scent
Saves	Fort +7, Ref +6, Will +2
Abilities:	Str 21, Dex 15, Con 17, Int 2, Wis 12, Cha 6
Skills:	Hide +5, Listen +7, Move Silently +6, Spot +5, Wilderness Lore +1*
Feats:	Alertness, Improved Initiative
Climate/Terrain:	Any forest, hills, plains and mountains
Organization:	Solitary, pair or pack (7-12)
Challenge Rating:	2
Treasure:	None
Alignment:	Always neutral
Advance. Range:	6-7 HD (Large)

Description

Werans are large, massively built wolves that populate the forests and hills around Hollowfaust. In contrast to normal wolves, werans have a heavier build, a thicker coat and a much nastier disposition. Like wolves, however, they avoid intelligent races whenever possible and fight only when cornered, when defending a kill or when their young or other pack members are threatened.

Those individuals brave (or foolish) enough to capture a young weran will find it makes an excellent companion if raised with care. Some sects of the Unfailing and the Disciples of the Abyss also raise and train weran as war animals and pay handsomely (500 gp) for weran cubs in good condition.

Combat

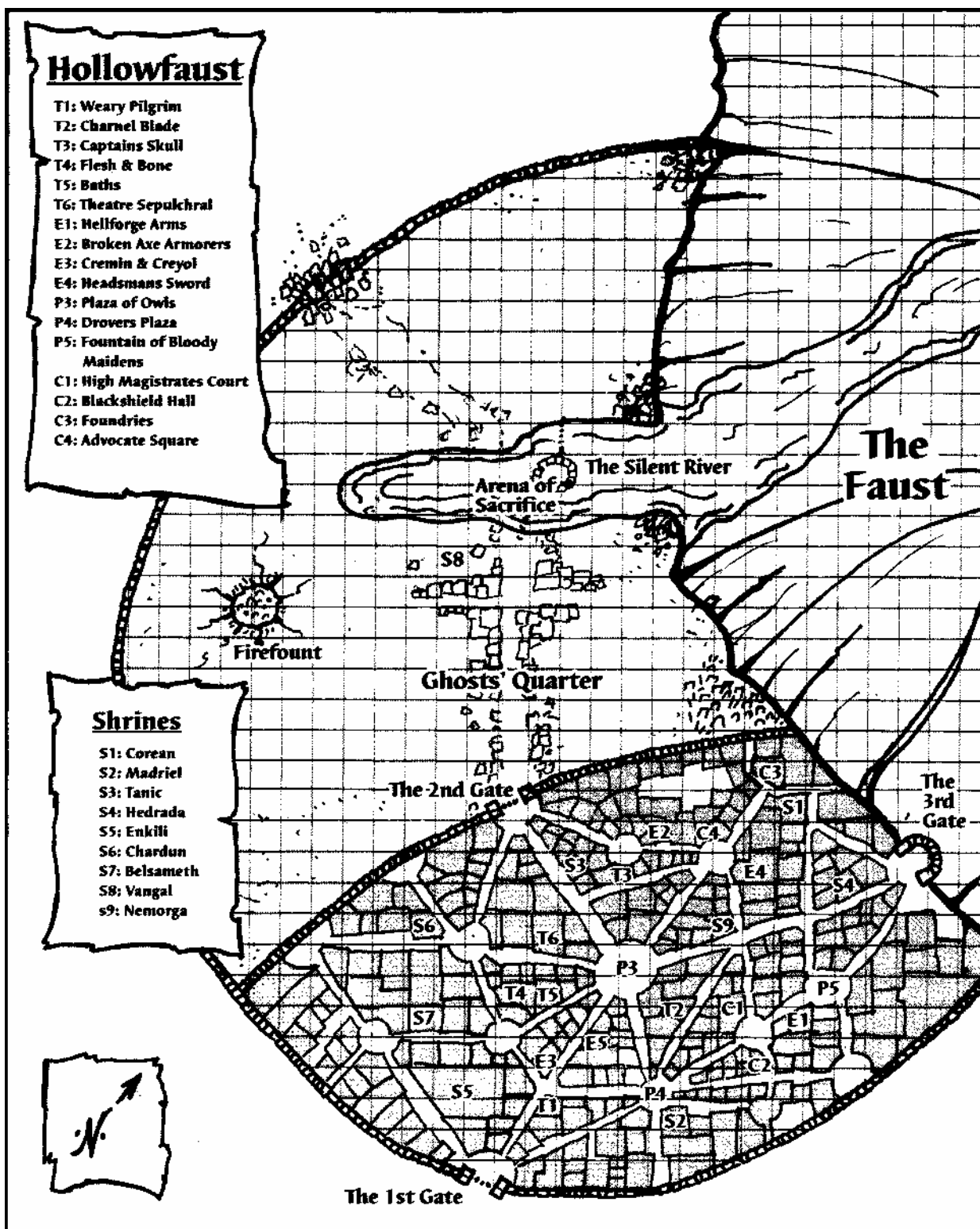
Weran make good use of pack tactics, coordinating their efforts: while some individuals distract a victim, the others nip at its flanks or rear. Cautious fighters, weran gauge an opponent's strength carefully before attacking.

Trip (Ex): A weran that hits with a bite attack can attempt to trip the opponent as a free action (see *core rulebook* I, p. 139) without making a touch attack or provoking an attack of opportunity. If the attempt fails, the opponent cannot react to trip the weran.

***Skills:** Weran receive a +4 racial bonus to Wilderness Lore checks when tracking by scent.



Map of Hollowfaust





Hollowfaust

city of necromancers

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