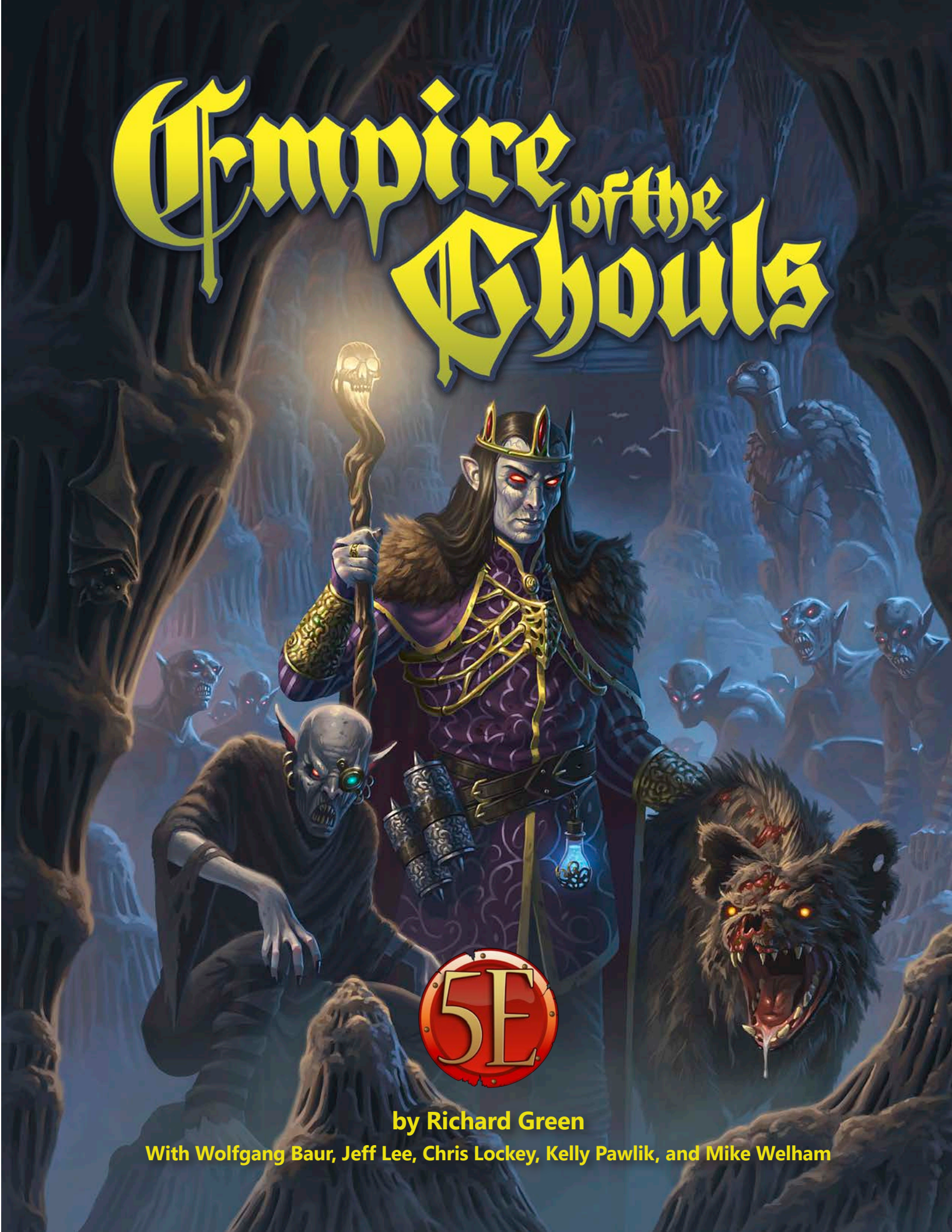

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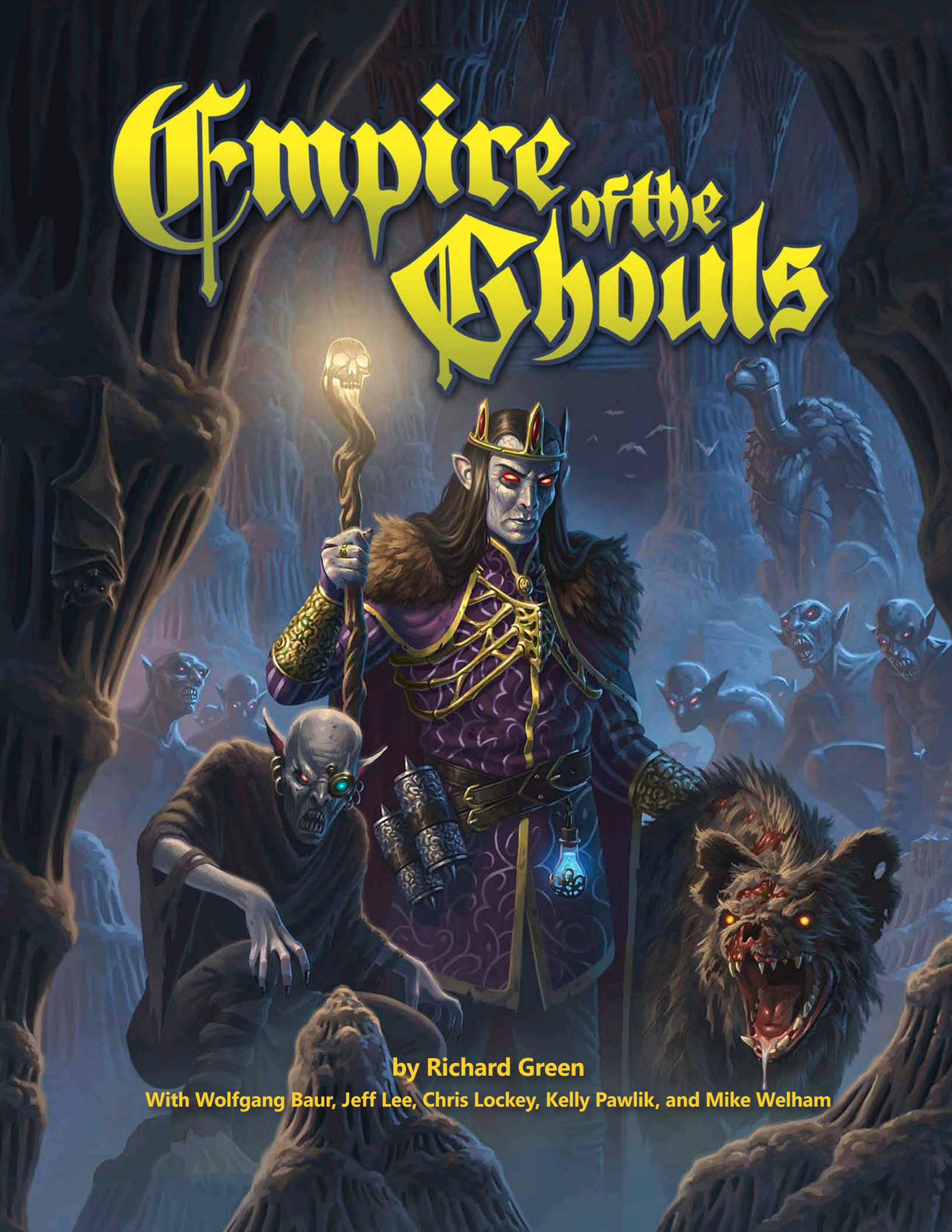

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Empire of the Ghouls

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The Hideous Strength of the Underworld

Ghouls have a long and nasty history as the cannibal dogs of the undead family tree. In RPGs and in Lovecraft's imaginings, they run in packs, dig up bones in graveyards, and are stand-ins for cannibalism and depravity. My reaction has always been: wow, they are perfect villains, if only they were a little more organized. A little… nastier, even.

With the support of more than 2,000 backers, here they are, whipped into shape by an emperor cult, a patron dark god, and a stratified society built around the need to feed on flesh. Hunger is the animating principle of the Empire of the Ghouls, the primal need to consume in the worst possible way, and everyone in charge of the Empire, from the god Vardesain and the Emperor on down, is using that survival instinct to control thousands of undead soldiers, citizens, and priests. Imagine an empire of killers, totally dependent on an abomination of a food chain. Right. That's what we have here. And some within the empire are eager to expand their power with alliances and new lands, while others are content to maintain the current status: with them on top, with an unsleeping army always willing to create new recruits, and with unbridled violence against all enemies.

It's not a pretty picture. And heroes going up against it will see horrific sights, sacrifices to gods of pure depravity, entirely alien strongholds and cities of bone. They'll see entire clans, legions, and cities enslaved to dark powers. This volume contains a full description of the Empire's customs, people, places, and quirks, as well as a complete adventure series from levels 1 to 13. Additional side quests and adventures are available in *Underworld Lairs*, and additional player options, including new races and subclasses, are available in the *Underworld Player's Guide*. But this is the heart of it, the setting that makes it all tick.

As the GM, your job is to make sure the villains are smart, cunning, dangerous, and truly deserving of annihilation at the hands of the righteous clerics, paladins, and heroes who dare venture against the undead, the blood cults, and their allies. With the ghouls and their plots, I believe we've made this job a little easier than usual. Welcome to the Underworld, a place of horrors, a place that heroes may visit and wish to forget, a place that will leave scars in the soul as well as scars on the body.

Enjoy the hideous strength of the undead, and be certain that your players will feel great triumph at driving these creatures into a second, final oblivion.

Wolfgang Baur
Kirkland, WA

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Underworld Gazetteer

Deep under the earth, stretching from below the Ironcrags, under the Margreve Forest, and as far north as southern Krakova, lies a dark empire. It is home to flesh-eating and blasphemous worshippers of the gods of death, hunger, and darkness, who come to the surface only to feed. They call themselves the People, but, to the inhabitants of the surface world, they are the Lords Subterranean, the Ghoul Imperium, or simply the Empire of the Ghouls. To them, if you are not a member of the People, you are food.

Their empire rose more than 100 years ago with the first darakhul to answer a diabolist's summons. Today, Emperor Nicoforus the Pale rules the lightless tunnels and vast chambers of the Ghoul Imperium from his palace in Darakhan, the White City.

Well hidden, the empire has bided its time, growing in strength, knowledge, and numbers. Speed and ferocity carried the darakhul to their first conquests. Cunning magic and ruthless rage have kept their empire together. Their Emperor's plan and his followers' unwavering resolve propel the empire ever forward.

The Rise of the Darakhul

The darakhul were born of strange magic. They are ghouls with intelligence, necromantic power, and the ambition to rule everything below the earth. Some say the first of them became undead through sheer will and boundless depravity. Others say the darakhul are the children of a mythical ghoul-dragon named Darrakh, who still roams the grey wastelands between life and death.

The truth is lost; the first centuries before the ghoul empire rose are largely hidden from history. The darakhul may have been smarter, stronger, and more ruthless than ghasts or common ghouls, but they were also fewer in number. Each darakhul sought power over his fellows, creating an endless line of petty kings, hunger cults led by charismatic death priests, and necromantic kingdoms founded on the back of a single eldritch master.

The Hundred Kings and the Ancient Dust

The Hundred Kings were the minor lords who ruled by pure strength in the early days before the empire. Dozens of small kingdoms grew strong under their ruthless, clever, or powerful rule. The Rift Kingdom, the Iron Duchy, the Domain of the Old Pretender, the White Kingdom, the Lich-Lord's Kingdom, the Drowning Barony, the Deepmark, the Hissing King, and the Dwarf-eater's Realm are just a few of the many that arose, their names mostly now forgotten. When ghoul fought ghoul, only the darakhul's enemies prospered. Many kingdoms sprang from companies of ghoul mercenaries hired by dark elves, derro, or aboleth to destroy their foes.

Oddly, this period of ghoulish strife ended when ghoulish cruelty ran amok. The ancient kings decided they would grind their rivals to dust at the Millstone, an enormous block of stone in the depths of the old Rift Kingdom. They thought they were condemning their foes to a slow and agonizing death, but in fact their demise led to the inadvertent creation of the first **bonepowder ghouls** (*Tome of Beasts*, p. 214). These ghouls were still animated by hate and determined to end the rule of the petty kings once and for all.

Over the years, eight bonepowder ghouls gathered together. Calling themselves the Ancient Dust, they decided to support one of the kings, Tonderil, over all others. They attacked trade caravans of dwarves and dark elves, infected every human they could find, and doubled Tonderil's army in a single decade. The time was right for an emperor to rise up and lead the darakhul, wiping away all those who would not swear allegiance.

The Emperors

The true birth of darakhul power begins with the emperors. Four great emperors have ruled the ghouls, each paying homage to the Death God Anu-Akma and the Hunger God Vardesain. To honor these gods, the emperors expanded the empire below the earth through conquest. Ghouls have few friends, and their violent empire is constantly at war. For the most part, their wars have been successful ones.

The first emperor, Tonderil the Bonebreaker, worked for 23 years to unite the scattered darakhul lords and petty kings under his command, and indeed he destroyed them all or forced them to swear allegiance to him. The ghouls measure time from the year when his greatest foes bowed to him, called the first Imperial Year. With their fealty, his former foes were granted titles and offices. They became the first dukes, the founders of the Shrine of Vardesain, the Fane of the Necrophagi, and the general of the Royal Bastards Legion. The best title went to the victor, of course, as Tonderil crowned himself emperor.

A few kings fled but were hunted down and eaten by the new emperor's legions. Only one survived in exile, the Last King Narosain, who some call the Prince of Vermin. Forgotten by an empire that has grown much larger and stronger than any king ever dreamed, Narosain still lives (see page 202).

But Tonderil's rule did not last. He was destroyed in battle, leading the charge that broke the defending lines at the lost derro city of Gonderif. Tonderil had ruled just nine years as emperor of all the ghouls, but he laid the foundation for everything that was to come: their magic, their legions, and their aristocracy of rival dukes, priests, and marquises.

CREATURE NAMES IN *EMPIRE OF THE GHOULS*

Creatures whose names appear in **bold** without a page or book reference can be found in the text near where they are named or in the *System Reference Document 5.1*. Similarly, spell and magic item names which appear in italics without a page or book reference can be found in the *System Reference Document 5.1*.

If a creature's name or type isn't in **bold** and its parenthetical lists a creature type with multiple options for its statistics, such as "Yigosain (CE male derro darakhul)," you can use any statistics of that creature type that are appropriate for your game. For this example, Yigosain can be a **darakhul, darakhul captain, darakhul shadowmancer** (see the Monster Appendix for these statistics), etc., whichever fit best for the game you are running. Likewise, "Trehild Shardspike (NG female dwarf)" can be an **acolyte, mage, archmage**, or whatever statistics are appropriate for your game.

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

Second to sit the throne was one of Tonderil's spawn. Empress Haresha Winterblood's power derived from her fortune in battle: she was the only surviving general at Gonderif, and she returned home in triumph to claim the throne. Though a powerful priest of Anu-Akma and an able strategist, she failed to keep an eye on her closest followers, dying twelve years later in a coup staged by the Second Imperial Legion. Her heart was eaten by her successor, who buried her in the Necropolis of Darakhan with little ceremony. A persistent legend claims that Haresha's "heir" danced atop her crypt.

Vermesail the Gravedancer, the general who staged the coup, was paranoid and suspicious, due in no small part to how he seized power. He turned many darakhul generals, priests, and necromancers against one another rather than looking outward to seize new territory, and the empire shrank during his reign. Vermasail's terror tactics and spy network kept him in power for 58 long years, as did his development of the **bone collectives** (*Tome of Beasts*, p. 39), the rise of the Emperor Cults, and the writing of the first ghoul work of theology, the *Annals of Divine Strength and Sustenance*. Vermesail died in magical combat against drow assassins, who were devoured by masses of guards shortly after they cut down the emperor.

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

Since that day, the fourth emperor, Nicoforus the Pale (NE male **emperor ghoul** [*Tome of Beasts*, p. 218]), has ruled for over 22 years with cunning and relentless cruelty. He took revenge on the drow for his predecessor's death. First, he sent a bone collective to assassinate the drow high priestess. Then he destroyed their city and took all the dark elves prisoner, eating the weakest and transforming the strongest. The darakhul legions marched through the Realms Subterranean, regaining territory lost under Vermesail and expanding the borders of the empire further than ever before.

But not everyone was destroyed by the onrushing tide of the ghouls. The myconids, aboleths, and cloakers

Timeline

The ghouls count Imperial Years (IY) from the coronation of Tonderil as Emperor of the Ghouls. Earlier dates are Before the Imperium (BI).

197 BI Prince Lucan arrives in Morgau and seizes the throne. Combined forces of Krakova, Doresh, and the Magdar Kingdom nearly drive him from his dominion. Lucan allies with several influential ghoul kings.

148 BI Prince Lucan of Morgau takes Doresh, but the dwarves seize Grisal.

99 BI The Time of Warring Kings begins.

77 BI Calisto Corpsecraw seizes control of the Rift Kingdom from Ungred Seepeye and declares herself First of a Hundred Kings.

73 BI The armies of Torzana Tunnelhound, Lord of the Deepmark, destroy the Rift Kingdom.

47 BI The derro of Gonderif and their duergar allies slay the Dwarf-Eater and raze his Bone Palace to the ground.

22 BI The Hissing King is crushed to death by his rivals at the Millstone and becomes the first bonepowder ghoul.

14 BI Tonderil the Bonebreaker rises up to rule the darakhul, declaring himself emperor. Aided by the Ancient Dust, he spends the next 14 years crushing his opponents to unite the ghouls.

1 IY Tonderil defeats his last foes and is officially crowned Emperor of the Ghouls in the White City.

9 IY Tonderil is slain in the battle to take the derro city of Gonderif. Haresha Winterblood is crowned Empress.

successfully resisted, as they were either inedible or unable to be chosen for conversion into darakhul. The **dark folk** (*Creature Codex*, p. 72) and **deep gnomes** survived by hiding from the darakhul as well as any creature can.

Eleven years ago, having crushed almost all opposition below ground, the darakhul turned their eyes once more to the surface. The only thing that had prevented the ghouls from swarming the world above in the past was an aversion to sunlight. Nicoforus sent his legions abroad to search the Underworld for the *Crown of Air and Darkness,* a legendary artifact with the power to protect them from the horrible glare of the sun.

When they eventually returned to the White City empty-handed, the Emperor was forced to adopt a new strategy. Nicoforus picked up and re-forged an old alliance with Prince Lucan of Morgau. In return for ancient tomes of forbidden lore, the vampires would receive military aid from elite darakhul troops. After lengthy negotiations, the deal was done. The legions of the Ghoul Imperium set aside their fear of the sun and marched into Krakova as part of the undead armies that laid waste to the Electoral Kingdom.

THE TWILIGHT EMPIRE

Located in the Shadow Realm in an area that corresponds with the Ironcrag Cantons in Midgard, the Twilight Empire is home to an exiled arm of the Ghoul Imperium. Ruled by Emperor Vilmos Marquering (NE male human darakhul), the Black Fang, these darkness-touched ghouls escaped via a shadow road when Vilmos' attempted coup against Emperor Nicoforus failed. Safe from reprisals against their treason, the renegade ghouls have built a new empire in the Shadow Realm and make regular raids on the fey and the Moonlit Glades. The Black Fang vows that one day he will return to the White City to claim the throne. More information on this renegade branch of the Ghoul Imperium can be found in the *Midgard Worldbook* on page 336.

Darakhul Culture & Customs

Darakhul culture is a complex and ever-evolving set of traditions and practices, perhaps the most complex such social order among the undead. While customs vary somewhat from settlement to settlement and within legions and elsewhere, there are three common pillars that are part of the shared undeath of the Imperium: joining the

21 IY Haresha Winterblood dies in a coup led by the Second Imperial Legion. Vermesail the Gravedancer is crowned emperor.

38 IY Sandor Greyskin, Master of the Necrophagi, creates the first bone collective.

54 IY Necrophage Antovian Surmidus uses illusion and necromancy to forge the tradition of disguise known as "the Cloak," allowing the darakhul to infiltrate mortal society.

66 IY The renegade duke Sergival of the Shackles builds an extensive slave trade network under the guise of the cave dragon Dreadwing. He feasts on mortal tributes from across the world until Vermesail's assassins bring his activities to an abrupt end.

71 IY Krakovans elect King Eynryk to rule their country.

79 IY Drow assassins slay Vermesail. Nicoforus the Pale rises to rule the Ghoul Imperium.

83 IY The Black Fang launches an unsuccessful coup against the emperor and escapes to the Shadow Realm where he becomes the Twilight Emperor.

90 IY Nicoforus sends the darakhul legions forth to search the Underworld for the *Crown of Air and Darkness*.

91 IY The darakhul and the vampires of Morgau march into Krakova and conquer the kingdom entirely, declaring the birth of the Greater Duchy of Morgau. Queen Urzula and her court escape into exile.

92 IY Dwarven reavers establish the Wolfmark and seize the city of Jozht from the Blood Kingdom.

101 IY Nicoforus the Pale remains the undisputed ruler of the Dread and Endless Imperium of the Darakhul, the Empire of Ghouls. The events of the *Empire of the Ghouls* adventure begin.

citizenry, following the rituals of hunger and the feeding laws, and the daily work to expand and glorify the empire.

GHOUL BIRTH

Not all ghouls are powerful masters of the Underworld. Many are condemned from the date of their creation to scrabble after scraps. What makes the difference is the highly variable course of the disease that creates ghouls, best known as darakhul fever to the surface world. Among ghouls, it is called "the curtain" or "the strengthening," as in "after I passed through the curtain" or "after my strengthening." Only greater ghouls, such as darakhul and imperial and iron ghouls, can afflict a humanoid with darakhul fever and create new ghouls.

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

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

THE CROSSING AND FEALTY

All darakhul were once living creatures. Their arrival as undead is sometimes a matter of deliberate choice, but just as often an accident of defeat at the claws and weaponry of the ghoul legions. In most cases, new-made darakhul are confused, repulsed by their new unlife, and horrified by the need to devour flesh—a horror that slowly turns into starvation and death, or that turns to a self-loathing then a bitter pride in their newfound strength. The darakhul call the change from life to unlife the Crossing, often combining this term with the "curtain" term for darakhul fever in phrases such as "she's crossing the curtain" or "the slave failed to cross the curtain." Most such transitions fall into three categories, depending on how a particular darakhul is created: by the temples, by the legions, or by happenstance.

CREATION BY THE TEMPLES

The rarest origins are those darakhul created by priests of the cults of Anu-Akma or Vardesain, or, more rarely, by another dark god such as the Red Goddess, Charun, or Mot. These are cases where living members of the faith, such as priests, paladins, or especially devout and often wealthy followers, are chosen to be infected with darakhul fever. Those who survive are welcomed into a new life in the temples or in the Underworld, carrying on their dark faith in a second life. They are introduced to other members of their congregations and welcomed into the fold as powerful, respected, and even titled darakhul, serving a dark god and the Imperium itself. These are those born to rule.

CREATION BY THE LEGIONS

More commonly, darakhul are created by the ghoulish legions when their ranks are thin. After a successful battle where prisoners are taken, the strongest and healthiest among the prisoners are deliberately infected with darakhul fever, in hopes of creating new soldiers to serve in the Legion. This is often referred to as "recruiting from the field."

The survivors are kept starving and shackled until such time as they swear an oath to the Emperor, their legion, and their officers. Those who swear this oath are released as free darakhul soldiers, given their first flesh, then added to a company of fellow soldiers, mostly veterans, who can be counted on to help the recruit adjust to a new life as an undead, as a citizen of the empire, and as part of a powerful military machine.

Those who refuse to swear the oath grow weaker and weaker. Most die of starvation and become fodder for the troops. A few gnaw through their limbs to escape the shackles or are released in a weakened state by a generous officer. These unfortunates either become **beggar ghouls** (in the Imperium) or lone **ghouls**, **ghasts**, or darakhul on the surface, making their way as hunger-driven monsters or mercenaries, bandits, and graverobbers.

CREATION BY HAPPENSTANCE

While some darakhul arise from those who survive darakhul fever after being infected by raiders from the Imperium, this rarely results in a long-lived citizen of the Imperium. Instead, these lone darakhul, if unable to join the ranks of the People, generally starve and fall into the ranks of the beggar ghouls (if they are created in the Underworld), or they may thrive as relatively powerful undead on the surface, leading bands of ordinary ghouls or serving a necromancer, vampire, or cult of the dark gods.

DARAKHUL LINEAGE NAMES

First names among the ghouls tend to remain the same as the names held while that particular person was among the living; surnames, however, tend to be the names granted or chosen by the newly arrived darakhul after the Crossing. These are sometimes the name of a patron, lord, or lady, or a name used within the legions or within a particular faith. Some common lineage names are provided below. Some names are most common in the priesthoods, while others are from the legions. Outside of those areas, surnames often celebrate particular affiliations in the trades or founders of particular note. Because of this naming custom, different darakhul can end up with the same surname due to being chosen by the same patron, being part of the same temple, being the spawn of another darakhul, or some other similar circumstance.

Ghouls created without a patron or lineage name may go to the Naming Shrine (see page 32), where a name may be granted to them.

Darakhul Surnames of the Priesthood. Al-Mot, Al-Qaan, Akma-aldan, Bloodtide, Vardeson

Darakhul Surnames of the Legions. Bonecracker, Ivory, Maggot, Mortus, Reaver, Secondus

Traditional Darakhul Surnames. Blackwater, Bloodborn, Calva, Canis, Carver, Corvan, Dawnbinder, Demonfinder, Edlest, Fuligin, Ghost, Gnollfeeder, Hunter, Jaeger, Miner, Orcandus, Osseor, Ravenfeeder, Shadowsmith, Strigator, Styxdrinker, Tanner, Umbro, Unsated, Verskull, Vespertan, Whispersen, Wormsong, Wraithcaller

Life in the Imperium

The current population of the empire stands around 50,000. One-fifth of that total is in the legions, one-fifth in the priesthood, one-tenth serve the necrophagi, and two-fifths work as scavengers, merchants, and servants to the nobles. The remaining tenth are **beggar ghouls** (*Tome of Beasts*, p. 213). In times of famine, the empire's population can drop by 40% or more, as ghouls feed on their own kind and slaves are wiped out.

The goal of citizens in the Imperium is the growth and glory of Vardesain, the Emperor, and the empire itself, in roughly that order. Citizens do not sleep, though they do take time away from labor for religious devotion, social gatherings, and contests of skill and status (contests of memory and strength are both quite common). Festivals to celebrate the glory of the Empire and the Emperor are held throughout the year.

Enormous bells or gongs mark the time, from first bell to eighth bell. This practice seems to come from nautical usage, though in the Imperium the necrophagi or the priesthood of Vardesain are the usual keepers of the bells. Each bell is about 3 hours long.

Most darakhul spend about four bells a day working at a trade or profession, one bell feeding or seeking food according to the laws and rituals, one bell in prayer, devotions, or learning, and two bells on entertainment, household duties, and social obligations such as correspondence, visits, and displays of loyalty. In times of travel or war, their schedules can be wildly different.

WORK

Since many ghouls never hunt at all, they must do other useful work. Scribes and priests fill the temples and the Fane of the Necrophagi, writing for libraries and copying both arcane and divine scrolls. Smiths, miners, and armorers fill the artisan quarters, and leatherworkers and tailors make clothes for the wealthier ghouls. The ghouls who serve the legions spend their days in practice yards, patrolling, or caring for their equipment and war beasts.

FORAGING

The basic unit of currency in the empire is flesh—meaning the flesh of sentient creatures—as fresh as possible, ideally still alive, though unburied will do in a pinch. The ones who bring dwarves, deep gnomes, dark folk, drow, and others to the flesh pits are usually imperial hunters or raiding parties. Fortunately, ghouls can go for weeks or months without eating much, their connection to the realm of the dead granting them power even without feeding.

However, ghouls still feel hunger every day without food. That drives them to work, fight, and steal if they must. Most common ghouls eat no more than one or two ounces of flesh per day or even per week. Beggar ghouls eat much less. To support the empire of 50,000 ghouls, a minimum of 1,500 pounds of flesh are required each day, roughly 12 elves or 10 humans. Most days, the imperial hunters bring much more than that into the slave markets. Living slaves are fed just enough to keep them alive. Bat meat, fungus, cave fish, and moth larva are all typical slave food. Most are very thin.

The greater food needs are actually those of carrion beetles. They can eat fungus and rotting flesh most of their lives, but they require large carcasses when they reproduce. Their nesting grounds on the fringes of the empire are also the territory where purple worms and other large prey are most common.

THE FEEDING LAWS

The foundational legal codes of the empire deal with food – or, rather, its lack. While ghouls can and do devour the living and carrion alike, there are strict rules about who they can eat: without such laws, no other humanoids would dare to visit, trade, or ally with the ghouls. And thus come the feeding laws, which prescribe both the times and places when darakhul may feed, how meat is to be shared, and which living creatures may not be devoured. The code states the darakhul eat first at any kill, then the ghasts, and lastly the common ghouls. In addition, a citizen eating flesh that does not belong to it is treated as a special case of theft, with harsher punishments up to and including exile for repeat offenders.

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

The Emperor, through his officials, administers the Feeding Laws which are written on scrolls of skin and safeguarded by priests of Vardesain. In cases where a citizen's guilt must be established, the priests act as the judiciary.

In casual discussion, the Emperor's forbearance is generally called "the gift," meaning the generous gift of the Emperor that grants any person, race, or group of visitors immunity from the general ghoul tendency toward eating anything available. The Emperor's Gift can be revoked at any time, however, as several ambassadors and messengers have learned to their dismay.

CONTEMPT FOR THE LIVING

While it is woven into ghoul life and thought to the degree that is rarely taught or remarked on, it is worth calling attention to the deep revulsion and contempt ghouls hold for the living. They refer to most living creatures simply as "meat" or "fodder," and they consider all living creatures social inferiors. While they might speak with kobold merchants and trade for goods with myconids and cloakers, they believe only the undead are truly their equals. This combines neatly into the unique vision the ghouls hold of being superior creatures and the natural rulers of all the world.

A simple badge or marker from one of the marquis, generals, or high priests is usually taken to stand in for the Emperor's generous tolerance in these matters. In other cases, it is a written document meant to last for years or to allow passage into particular sites usually barred to the living, such as temples and palaces. These markers can be bought as indulgences for a standard rate of about 25 gp per person per day, they can be granted in exchange for other valuables (such as trade goods or information), or they can be forged or faked. Without this marker or the Emperor's Gift, a living creature faces the possibility of being arrested and fined or, at worst, thrown into the slave pits as food or labor.

HUNGER RITUALS

The hunger rituals are codified, sometimes elaborate displays of loyalty in the empire, in which higher-status or wealthier darakhul grant the right to feed to their loyal servitors. These servitors in turn take some portion of their own gathered flesh and distribute it to their own followers. Many ghouls are only allowed to participate in the hunger rituals for a single bell each week; others may attend a feeding 3 or 4 times a week. Beggar ghouls are outside the system most of the time, and only earn food if they can find someone willing to part with their own portion. This leaves the beggar ghouls starving and marginal at all times, willing to take on seemingly impossible or pointless tasks for scraps.

The entire system is codified closely based on service to the empire, but few outsiders care to learn the fine points of ritualized cannibalism.

POLITICS

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

The politics of the various houses are affected by two older, underlying patterns: one is the loyalty to the noble houses that were once led by the Hundred Kings—these

are the darakhul Dukes and some marquises—and the other is loyalty by original race. Many drow, humans, dwarves, and others are comfortable with ghouls of their own kind and discriminate against other kinds of ghouls, believing their own form of ghoul to be superior. This rivalry is found to be strongest in darakhul who often keep more physical traits and more memories of their previous lives when transitioning to undeath. The legions and the Emperor discourage these rivalries when it suits them and stoke the rivalries with racial battles in the Pit of All Flesh or the Fighting Pits of Darakhan when they wish to keep the beggars and common ghouls distracted from other problems.

SLAVES

As well as being useful, slaves are another way to denote a ghoul's status. Two main issues arise with living slaves: rebellions and infections of darakhul fever from stray scratches. The ghouls' solution to both problems is *deadmind powder*, a poison put into the food of most slaves. This powder numbs the mind, making slaves more pliable, and, through some quirk of alchemy, inhibits the development of darakhul fever in those already infected with the disease, slowing its progress a hundredfold rather than preventing it entirely. In this way, infected mortals slowly become ghouls or darakhul over time. Any darakhul who infected them must pay the slave's owner for the "damage" to the goods. Overseers keep a close eye out for signs that slaves are not taking the *deadmind powder*. Those who resist the toxin are fed to the beggar ghouls or sold for meat immediately.

The ghouls of the Imperium divide slaves into a bewildering variety of types and categories, from race, skills, and even taste. The most important are skilled (house slaves) and fleshlings (food slaves).

The skilled can read and write, or are savants, arcanists, or metalworkers of some kind. Sighted slaves with darkvision are favored because they can work in the darkness the ghouls prefer. Skilled slaves are kept on to work in ghoul mines, forges, scriptoria, or other enterprises until they are near death, then infected with darakhul fever. Others are kept as trophies and sometimes as sources of amusement in the arena or the bedchamber.

Food slaves are sold as meat and promptly eaten. Halfling is a delicacy, and the flavor of deep gnomes is highly prized.

Gods and Cults

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

The Death God Anu-Akma, red-speared War God Mavros, and Hunger God Vardesain comprise the trinity of ghoulish worship. Anu-Akma and Mavros are known to the surface world. Vardesain is unique to the ghouls, but a few vampires claim him as a patron god as well.

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

ANU-AKMA, THE GOD OF DEATH

The Lord of the Underworld takes various forms and names, but he is always among the foremost gods of the darakhul. Ghouls believe they are his favored children, and all other species were created to feed them. In the Imperium, Anu-Akma's priests are everywhere, and nobles and commoners alike closely follow his oracles and scripture. He is venerated as the greatest of the gods,

GHOULISH POISON

The ghouls of the Ghoul Imperium use a poison called deadmind powder to keep their slaves complacent. Made from a mixture of saltpeter and fungal liquor obtained from deathcap myconids, the powder is often sprinkled in the food and drinks of the ghouls' slaves.

Deadmind Powder (Ingested). A creature subjected to this poison must succeed on a DC 15 Constitution saving throw or become poisoned for 48 hours. While poisoned in this way, the creature has disadvantage on Wisdom and Charisma saving throws against spells of the enchantment school.

ruling not just death but also justice and travel through the realms of the deep earth.

Priests of Anu-Akma have always advised the emperor, and the Death God's current high priestess in the White City, Lucretia Tideblood (LE female **darakhul high priestess** [*Creature Codex*, p. 172]), is no exception. She presides over the god's great temple, a towering structure in the center of the Necropolis. Worshippers extend beyond ghouls to include jackal-headed demons and Waldrop Mallecar, the powerful, living guildmaster of the Travertine Order, a group of deadly assassins for hire.

Anu-Akma is widely worshipped among the golden sands of the southern deserts where he guards the tombs of royalty and stands against the scourges of age, madness, and the evil undead. Above ground, ghoul worship of Anu-Akma is furtive and treated with fear. The Death God's undead followers await each burial as a new source of flesh for feasting, while the god preserves the souls of those unfortunate corpses.

Rats are favored animals of Anu-Akma, as are jackals and vultures. Many of his priests and most arcanists who follow him have rats as pets or familiars.

VARDESAIN, THE GOD OF HUNGER

Loved by even the least of ghouls, Vardesain is a controversial deity. Sometimes known as the Unsated God or by the much older name of Mordiggian, Vardesain's nature and status is much debated among the darakhul. There are frequent purges and charges of heresy among the priesthood.

Worship of Vardesain is splintered into several sects with conflicting creeds. These include the Bloated Path, which preaches giving into gluttony, allowing hunger to grow unchecked; the Sated Hunger path, whose adherents transcend the need to feed through meditation and spiritual discipline; the Creed of All Flesh, a tripartite organization that honors an aspect of Vardesain called the Father of the High Feast; the Endless Gullet; and the cult of Hungry Dust. Among the beggar ghouls, these distinctions don't matter so much as the ability of prayer to Vardesain to ease the suffering of the starving.

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

The red and white Shrine of Vardesain in Darakhan is the best-known temple in the Imperium. The current high priest is Cimbrai Grimscribe (NE male human darakhul), a master of the Sated Hunger path, whose appetites have been consumed by Vardesain as a blessing. He currently works to topple the prominence of Anu-Akma's church. Cimbrai's biggest rival is Radomir Marrowblight, the ambitious high priest of the Bone Cathedral in Vandekhul (see page 241)

The purple worm is Vardesain's most favored holy beast, though bats, serpents, and oozes are also among his sacred animals. The demon lord Hriggala, the Jaws of Vardesain, acts as the Unsated God's herald.

MAVROS, THE GOD OF WAR

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

Mavros' favored animals are the bull and the eagle, as they are on the surface, though here they are usually seen only in paintings and statues. His priests regularly sacrifice white bats and small **cave goats** (see *Underworld Player's Guide*) to him as the nearest approximations.

LESSER GODS

While powerful, these gods are not the primary movers in ghoul religious life. The Emperor Cults are small, and the worship of demon lords is unpalatable to more lawful ghouls. The Goddess of Night and Magic was abandoned by most ghouls for many years, and the Red Goddess' adherents are widely regarded as heretics.

EMPEROR CULTS

The first three rulers of the Imperium— Emperor Tonderil, Empress Haresha, and Emperor Vermesail—have small but politically powerful cults devoted to their memories. Large sacrifices of blood and treasure are common, though their temples are rarely full. Most worshippers are officers

or rulers of various outposts, cities, shrines, and other bastions of the empire. The emperors themselves are portrayed as the greatest saints and servants of Anu-Akma.

In the White City, the Temple of the Emperors on the Imperial Acropolis is presided over by Doina Doresh (LN female **darakhul high priestess**), an ancient ghoul who was a priestess of Charun the Boatman in life. Doina has a sharp political mind and has been a trusted adviser to Emperor Nicoforus for some years.

DEMON LORDS

From time to time, demon lords whose portfolios include necromancy, death, darkness, or the underworld become popular among the ghouls, but the Imperium is rarely swayed by any single demon lord for long. Alquam, Demon Lord of Night (*Tome of Beasts*, p. 84) has followers among the darakhul shadowmancers (*Creature Codex*, p. 173), while Camazotz, Demon Lord of Bats and Fire (*Tome of Beasts*, p. 85), is sometime worshipped by ghouls living on the empire's fringes. Members of the Hunger Cults pay homage to Hriggala, the Jaws of Vardesain (see page 279), as the Unsated God's malign and terrifying herald.

SARASTRA, THE GODDESS OF NIGHT AND MAGIC

Not originally a goddess of the undead, Sarastra has found favor again as the shadow fey have come to an understanding with the ghouls. Her worship is confined to the Necrophagi, loremasters, and other arcanists, though a few other ghouls are curious about this returning figure in their pantheon.

A recent, growing group of ghoul followers of Sarastra is the Order of the Ebon Star. Formed by ghouls who participated in the conquering of Krakova and who saw little reward for their efforts, the order turned to Sarastra's embrace and vowed to cleanse the Imperium of its vampire infestation, which some whisper might also involve toppling the reign of the "vampire-loving" Emperor Nicoforus. The goddess grants these ghouls reprieve from the pain of sunlight, but she otherwise hasn't openly opposed the Imperium—on the contrary, she keeps the Black Prince in Darakhan as an ambassador for the shadow fey (see the Shadow Fey Embassy entry in Darakhan for more information on the Black Prince). Ever unknowable, the goddess' support of this secret sect is a mystery to her followers both above and below the surface. For more information about the Order of the Ebon Star, see the *Underworld Player's Guide*.

The goddess's animals are the raven and the mouse, and her primary symbol is an eight-pointed star.

MARENA, THE RED GODDESS

A few heretics claim that Marena, the Red Goddess of Lust and Death, is the true keeper of the dead. Certainly, she is widely worshipped as such on the surface in the Blood Kingdom where darakhul mercenaries serve as bodyguards to her vampire priestesses. In the realms below, Marena has enough ghoul adherents to maintain the Temple of Agonizing Bliss (see page 238) in Vandekhul, which is presided over by her high priestess, Mother Ludmilla Janova (LE female **vampire priestess** [*Creature Codex*, p. 367]).

Trade and Wealth

Ghoul commerce centers on livestock, both beetle and humanoid, as well as on drugs, poisons, necromantic supplies, clothes, weapons, and armor. Ghouls are eager merchants and well-versed in the various coinages of the Underworld and the surface cities alike. Their caravans visit Darakhan, Lillefor, Fretlock, Morgau, Gnawbone, and Spiderfall.

LIVING MERCHANTS

Not all merchants in the realms below are undead. Many are kobolds, derro, and mushroomfolk, who trade with the ghouls from elsewhere in the Underworld. Some are humans, dwarves, and other humanoids from the surface, who trade with the ghouls from places with connections to the Underworld, such as Morgau and the Ironcrags. Though it holds easy access to the Underworld, Zobeck's trade with the Imperium is monitored and regulated by the kobolds of Lillefor, who determine what stays in Lillefor and what continues on a kobold merchant's caravan deeper into the Underworld. On occasion, shadow fey merchants bring goods from the Shadow Realm through Miaca, though the Black Prince always gets first pick of the goods, if he is in Darakhan, before they find their way into ghoulish markets.

Though living merchants, especially those from the surface, are necessary to keep the Imperium running smoothly, they aren't treated as citizens of the empire. Living merchants are strongly encouraged to stick to sections of each city set aside specifically for living creatures or for commerce with living creatures. Any living merchant caught outside those designated districts without invitation

or protection from a ghoul is considered fair game by the beggar ghouls and lesser ghouls lurking in alleys.

Living merchants in good standing with the Imperium are often issued writs of free passage (see Handouts Appendix) that allow the merchants and their caravans to travel in relative safety throughout the empire. Such merchants are often afforded the privilege of requesting ghoul guards for their trade goods or for themselves if they must leave the living districts. The wisest living merchants know to bring flesh as well as coin to ensure the guards' loyalty.

COINAGE

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

COST OF GOODS IN THE IMPERIUM

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

Ghoul Legions

The ghoul reign of conquest against the dark elves, dwarves, deep gnomes, dark folk, and other races of the Underworld has not been an accident. The darakhul paralyze their foes, turning enemies into food or into replacements for their losses. Their armies include crawling bone colossi, demonic rams, bat-winged devices trailing fire and smoke, burning skeletons, liquid zombies, and tunneling undead purple worms.

Ghouls are inventive soldiers, and they strike quickly: the lightly armored ghoul legions march 72 miles per day in small tunnels (and don't rest by night), while the heavily armored legions still manage 48 miles per day through difficult tunnels. They either carry their provisions or march alongside them when the provisions take the form of zombies. In frenzies, ghouls can strip a battlefield clean in hours, down to cracking the bones of the fallen.

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

Over time, the legions have learned how to use their strengths and exploit their enemies' need to eat, sleep, and breathe. The ghoul's modest needs for food allow them to field a much larger army than living creatures. Their lack of any need for air allows them to use fire and smoke with impunity in the confined spaces of the Underworld,

LEGIONS OF THE IMPERIUM

Legion	Leader*	Type	Location	Strength**
First Imperial (Iron)	Field Marshall Iago Estorban	Heavy	Darakhan	100%
Third Imperial (Ivories)	Branko Charonson	Heavy	Darakhan	90%
Blacktongue	Lazar Crowsroad, Necrophagus	Light	Hammerheim	70%
Corpse Tearers	Dusan Rattlebone	Heavy	Gonderif	80%
Deathcap Legion	Amanita Skullcap, druid	Auxiliaries	Mushroom forests	90%
Feverlings	Talmurez Widdergut	Light	Spiderfall	90%
Fuligin	Remigia Rottooth, Spymaster-General	Light	Krakova City	80%
Harvester	Smiling Magerette, Wizard-General	Light	Vandekhul	85%
Marrowrich	Darenko Gallowsborn, shadowmancer	Heavy	Tannenbirg, Krakovar	75%
Plaguejoy	Eril Gravewalker, war cleric	Light	Gnawbone	80%
Reapers	Vasilis Thanatar	Heavy	Great Necropolis of Morgau	75%
Wyrmblooded	Jana Zoric, roguish duelist	Light	Fretlock	85%

*Leaders are captain-generals – powerful darakhul fighters – unless otherwise stated.

**The legion's current capacity compared to a "full" legion of 1,000 ghoul soldiers.

literally asphyxiating entire settlements and cities that resist them. The greatest constraints on the use of fire bat and fire skeleton tactics are not ghoul morality – an oxymoron – but the lack of sufficient fuel to burn in the damp and stony caverns. Ghouls use smoke and fire only for major engagements.

ORGANIZATION

The Dread and Endless Imperium currently has about 10,000 ghouls in its active army, divided into twelve legions. That number could easily double overnight if the Pale Emperor commanded it; at some level, all ghouls are raiders and warriors. The masses of the legions are mostly fodder, with common ghouls and ghasts making up more than ninety percent of their numerical strength. The other ten percent are darakhul officers.

Each legion numbers 1,000 soldiers strong when at full complement, comprising of around 800 **ghoul** and 100 **ghast** legionnaires, 60 **imperial ghoul** (*Tome of Beasts*, p. 220) sergeants, 20 **iron ghoul** (*Tome of Beasts*, p. 221) lieutenants, 10 **darakhul captains** (see page 288), 1d6 Necrophagi and 1d6 war clerics under the overall command of a general.

Legions are divided into 10 centiles of 100 ghouls each. Nine are ordinary centiles, under the command of a darakhul captain. These officers are known as Field Captains when operating outside the borders, such as in Krakovar, and Patrol Captains when within the empire. Centiles are further divided into deciles, patrol units of 1d6 + 4 common ghouls or ghasts under the command of an imperial ghoul sergeant or iron ghoul lieutenant. The tenth centile is known as the Imperial Centile. This centile acts as a staff headquarters, personal guard, and reserve unit to the general commanding the legion.

Of these legions, the Third Imperial (the "Ivories") has the most powerful and experienced veterans, consisting of half darakhul and imperial ghouls. Each member of the Third is resistant to radiant damage, making them tough enough to discourage any coup attempts against the Emperor.

The First Imperial is just as deadly and are equipped with banded armor, polearms, and battle axes. The legion was once led by the Pale Emperor himself, who personally took over following the aborted coup by its captain-general, the Black Fang. It now falls under the command of Field Marshall Iago Estorban (LE male darakhul), one of the Dukes, and is kept in the White City largely as a counterbalance to the Third. Ten years ago, when the darakhul moved against the surface world alongside their vampire allies, these two legions led the charge. The First Imperial wiped out the defenders of

Tannenbirg Castle, while the Third joined the Ghost Knights' attack on Yarosbirg.

The Harvester Legion is entrusted with the task of protecting the Pure City of Vandekhul and the Emperor's summer residence, but its ambitious commander, the Wizard-General Smiling Magerette (NE female drow darakhul) has other ideas. For more details on Smiling Magerette and her plans, see page 244.

The Fuligin, Marrowrich, and Reapers Legions are currently stationed above ground in the Blood Kingdom where they stand ready to hold the conquered Province of Krakovar alongside their vampire and Ghost Knight allies.

The Blacktongues, Corpse Tearers, Feverlings, Plaguejoys, and the Wyrmblooded spend much of their time patrolling the Imperium's subterranean borders, battling derro, dwarves, and drow. The constant marching and war seems to suit them better than sitting in the barracks drilling and parading, and they consider their active duty a plum assignment with plenty of opportunities to both feed and expand the empire. The legions' generals and wizards are less pleased; they are far from the courtly maneuvering and discussions that might land them a post with a better legion or as a high-status necrophagus attached to the Imperial Court.

The Deathcap Legion has 400 **deathcap myconids** (*Tome of Beasts*, p. 300) in its ranks, replacing 400 of the common ghouls. They fight as auxiliaries and move as a light legion. They guard and tend the Glowing Forest and the Forest of Forgetting when not training.

Dozens of other legions have been completely destroyed—or retired. These "ghost legions" include the Royal Bastards (dating back to the time of Tonderil, the first emperor), the Green and Gold, the Maggots, First Darakhan, Black Hammers, Fortunate Fifth, Death's Favored, Pale Light, and the Fire and Fury. The Second Imperial Legion was disbanded for its uprising against Empress Haresha and hasn't been reformed as a reminder to any who might try such a coup again.

Ghoul hierarchy

Ghouls have a strange life cycle, starting with death and fever, and dominated by the peculiar customs of the People. Like the living, they are bound by their status and their wealth, though this takes dark forms in the empire. The Ghoul Hierarchy chart (see page 19) shows the complex hierarchy of ranks and roles in ghoul society.

DARAKHUL NOBLES

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

THE EMPEROR

Emperor Nicoforus and his courtesans, favorites, and courtiers are a group that no one opposes – at least not openly. His command of the two Imperial legions, the priesthood, and the Necrophagi means that he can play all the factions against each other. In practice, the high priests and the Master of the Necrophagi act independently and even oppose the Emperor at times – but usually only if two or more of the dukes support them. The Emperor listens to the wise counsel of his trusted advisor, the scholarly Loremaster Eressar Candlewright (NE male human darakhul **archmage**), above all others.

THE DUKES

There are eight dukes and two duchesses in the Imperium. Seven of the dukes rule a small city or major outpost outside the White City, paying to support the legion stationed there. The dukes do not formally command their respective legions, except for Duke Iago Estorban, Field Marshall of the Iron Legion. The two duchesses fund the temples and the Necrophagi with their taxes, and they are known as the Hunger Duchess and the Sorcerer's Duchess.

The various dukes' personal followers include ten of the marquises, a few hundred soldiers of various types, a personal high priest of their favored god, and two or three of the Necrophagi. The following are the current Dukes:

Wilmer Corpsefinger of Fleshbrook. Weakest of the Dukes, Wilmer Corpsefinger (LE male halfling darakhul) is responsible for the tiny city of Fleshbrook and its strategically important bridge over the Yellow River. He breeds lantern beetles and mines the saltpeter used in *deadmind powder*. He is content to entrust the city's defense to his capable Captain of the Gate, while he fills his vaults with gold skulls from the lucrative river trade.

Drago Blackfly of Fretlock. The ambitious Duke Drago (LE male human darakhul) has a long history of plotting with his allies on the surface. He is a regular visitor to Castle Lengrove (*Midgard Worldbook*, p. 98), seat of the shroud-eater Lady Darvulia, the Keeper of the Gate Subterranean. More intriguingly, his half-brother is the living necromancer Konrad von Eberfeld of Zobeck's Arcane Collegium, an occasional guest at the duke's Fuligin Manor in Fretlock. Persistent rumors claim Duke Drago and Konrad have embedded a network of darakhul spies in towns and cities throughout the Crossroads region, though this claim has never been verified.

Imre Stritt of the Glowing Forest. Duke Imre (LE male human darakhul) fell out of favor with the Emperor after an unwise dalliance with Nicoforus' favorite courtesan, the Lich-Magister Olja Chornovoi. Banished to the southwestern marches of the Imperium, Duke Imre spends little time in the dangerous fungus forest named in his title. Instead, he bases himself at a fortified outpost to the south. From here, he oversees his dukedom, which stretches as far as the shores of the Sunless Sea, encompassing the Hunger Oracle, Bat Mountain, and the Forest of Forgetting.

Radu Kopecs of Gonderif. In life, Radu Kopecs (LE male dwarf darakhul) was a member of the Mavrite Forge Works, a consortium of cantonal dwarves and Zobecker merchants. In undeath, he presides over the Imperium's biggest armaments center at Gonderif where dwarf and derro slaves work iron, mithral, and steel into weapons for the legions. Loyal to the Emperor, Duke Radu is determined

HIERARCHY OF THE GHOUL IMPERIUM

GHOUL EMPEROR

DARAKHU NOBILITY

- DUKE WILMER CORPSEFINGER
- DUKE DRAGO BLACKFLY
- DUKE IMRE STRITT
- DUKE RADU KOPECS
- DUKE JAROSLAV KRAKENAU
- DUKE MORRETO LICHMARK
- LEANDER STROSS
- IAGO ESTABAN
- ORSOLLA STRITT
- ERZSEBET TAR JOZSA
- BONEPOWDER GHOULS
- MARQUISES (LOCAL GOVERNORS AND COMMANDERS)
- GENERALS
- HIGH PRIESTS
- NECROPHAGI
- BARONS (WEALTHY OR NOBLE DARAKHUL)
- DARAKHUL CAPTAINS
- UNDERPRIESTS
- DARAKHUL SHADOWMANCERS
- LORDS (NEW OR INDEPENDANT DARAKHUL)
- IMPERIAL HUNTERS
- DARAKHUL SPIES
- IMPERIAL GHOUL SERGEANTS

MIDDLE CLASS

- GHASTS (ARTISANS, MERCHANTS, AND SERVANTS)
- GHAST RUNNERS
- SHOCK TROOPS
- GHAST ACOLYTES
- NECROPHAGE GHASTS
- BLOATED GHOULS

LOWER CLASS

- GHOULS (ARTISANS, MERCHANTS, AND SERVANTS)
- GHOUL RUNNERS
- LEGIONNAIRES
- GHOUL ACOLYTES
- TAR GHOULS

UNDER CLASS

- BEGGAR GHOULS
- SLAVES

ESPIONAGE | MILITARY | PRIESTHOOD | ARCANISTS | OUTSIDERS

that production and quality will never slip on his watch. Though he doesn't oversee production personally, the duke regularly inspects the arms and armaments that come out of his forges before they are sent to the empire's legions. The rare living slaves who see him either return to the forges as honored darakhul smiths rewarded for their expert craftsmanship or don't return at all.

Jaroslav Krakenau of Spiderfall. The wily Jaroslav Krakenau (LE male drow darakhul) rules one of the Imperium's furthest flung but important outposts: the ruined drow city now known as Spiderfall. Duke Jaroslav governs the city with a deft hand, maintaining valuable trade links with the few dark elves that remain in the Underworld, while rooting out their spies and dealing with their plots.

Morreto Lichmark of Vandekhul. Ambitious and ruthless, Duke Morreto (LE male human darakhul) is the Emperor's current favorite. His latest plots are the focus of the *Empire of the Ghouls* adventure.

Leander Stross, Ambassador to Morgau and Doresh. In life, Leander Stross (LE male human darakhul) was a lord of the infamous Stross family who ruled the Free City of Zobeck for 600 years. Now a darakhul, he acts as the Imperium's ambassador to its close allies in the Blood Kingdom. He was ever-present at Lucan's courts during the negotiations that led to the ghoul-vampire alliance. He is frequently abroad as a guest of Lady Darvulia, the Keeper of the Gate Subterranean, at Castle Lengrove and of King Lucan in Bratislor.

Iago Estorban, Field Marshall of the Iron Legion. One of the Emperor's staunchest allies, Duke Iago (LE male human darakhul) is commander of the First Imperial, also known as the Iron Legion, and led the darakhul armies on the battlefields of Krakova. Fearless and cruel, he spearheaded the ghoul assault from the tunnels beneath Tannenbirg Castle and instigated the bloody slaughter that followed. He was first over the battlements at Wallenbirg where the darakhul army feasted on the flesh of every last person in the city.

Orsolla Stritt of Gnawbone, Hunger Duchess. Orsolla Stritt (NE female human darakhul) was a kitchen maid in Zobeck in life. When she snuck out to meet her lover late one night, she was seized by a darakhul patrol. Orsolla crossed through the Curtain and became a darakhul. Now a duchess, she enjoys humiliating any snooty noble, wealthy priest, or proud paladin she comes across. Orsolla has introduced a guillotine-style device called the Executioner Axe to Gnawbone. She is enamored with her new machine and only needs the slightest excuse to put it to use.

Erzsebet Tar Jozsa of the Black Tower, Sorcerer's Duchess. Wealthy enough to sponsor the Necrophagi, Lady Erzsebet (LE female elf darakhul) holds the title of Sorcerer's Duchess. Those nobles who distrust the Necrophagi call her the Sorcerer's Harpy and spread rumors she has bedded most of the senior necromancers. A powerful arcanist, Duchess Erzsebet has the ear of the Emperor, especially after finding new clues to the whereabouts of the legendary *Crown of Air and Darkness* in the tomes the vampires gave to the Necrophagi.

THE MARQUISES

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

THE BARONS

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

THE LORDS

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

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

The darakhul nobles ruthlessly assert their privileges over their lessers, but this cuts both ways. When a "new-made"

darakhul arrives, an older darakhul often attempts to bind the new darakhul to service in exchange for protection, servants, and an "introduction to society." In fact, though, any darakhul who arrives often finds that ghouls, ghasts, and even beggar ghouls vie with one another to serve the newcomer, hoping to be an early and trusted servant who rises to the top with a new meal-ticket.

THE NECROPHAGI

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

The ghoulish necromancers of the Imperium organized into a society of their own, called the Necrophagi, that practices necromancy using the materials available, primarily the bones and bodies of non-humanoid creatures. Their mark is a triple skull and bone wand.

Under Emperor Nicoforus' rule, the Necrophagi prosper, for he trusts their arcane power more than the divine powers of the various high priests. Low-ranking members of the order are often **necrophage ghasts** (*Creature Codex*, p. 175), who work on small useful undead servants such as skeletons and zombies, while the senior necromancers create **bone collectives** or develop powerful war machines, such as zombie rams and ether towers.

The Fane of the Necrophagi acts as the headquarters of the order in the White City. Standing atop the Imperial Acropolis, the ominous black tower is surrounded by six floating skulls and guarded by skeletons. Surprisingly, the head of the society, the Master of the Necrophagi, is not a darakhul. Magenthus Quickborn is a **bone collective** with the spellcasting abilities of an 18th-level wizard. The Master and his fellow necromancers have connections to Lord Fandorin and the other barons of the Blood Kingdom, to the surviving Old Lords of the Stross, and even to necromancers at the Arcane Collegium in Zobeck. The Necrophagi have spent the last decade poring over the ancient tomes of forbidden lore traded to them by the vampires of Morgau in exchange for ghoulish military aid. Who knows what dark secrets these books hold?

IMPERIAL HUNTERS

While the darakhul capture large quantities of slaves and fodder through raiding other Underworld races, plundering cemeteries, and stealing away lone humans by night, the empire also values the prime flesh brought in by its imperial hunters.

Imperial hunters are darakhul that have not adapted well to ghoul society. Instead, they devote themselves to tracking, hunting, and capturing or killing humanoids of all kinds. Almost all imperial hunters are iron ghouls or darakhul. A few vampires, ghasts, and even wights have been known as hunters, but rarely.

As scouts, foragers, slavers, and lone assassins, the imperial hunters are deadly foes, able to move with stealth, strike with power, and murder with impunity. They are among the most aggressive ghouls, always looking for new killing grounds or unexplored caverns. The treasure they seek is not gold, but flesh and bone.

MIDDLE AND LOWER CLASSES

The Ghoul Imperium is built on the backs of lesser creatures. Not every creature is fortunate enough to become a darakhul and rule. Many of Imperium's victims become food; many more become ghasts, common ghouls, and other lesser ghouls. These middle and lower classes all have a role to play in ghoul society.

GHASTS

Ghasts form a large imperial middle class and serve as its shock troops in battle. They travel into a fight on beetle-back, then lay about with powerful weapons such as halberds or greataxes. They understand status and strategy, and, though they resent the higher class of the darakhul, they work hard to improve themselves.

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

IMPERIAL RUNNERS

While the ghoul legions can cover 100 miles or even cross the empire in a single long day's march, the need for quick communication led to the creation of the runners, messengers who hold the empire together with blinding speed. These undead creatures can run without pause or hesitation to wherever commanded. Most serve the priests, Necrophagi, and generals, though a few belong

to the Emperor himself – who is widely rumored to have developed undead messenger bats for this purpose as well.

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

Though key to the empire, few runners survive the pace for long. Stories claim some run themselves so fast and hard they turn into bonepowder and dust.

COMMON GHOULS

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

UNDERCLASS

At the very bottom of the ghoul hierarchy is an underclass of beggar ghouls and slaves.

BEGGAR GHOULS

The very weakest ghouls are the beggar ghouls, too pathetic to even be granted a place in the legions. These poor devils must scrounge for food near the surface, beg for scraps among the cities of the empire, or raid the livestock pens, hoping to avoid capture and execution. Beggar ghouls are always thin, usually weakened, and sometimes damaged in some way. Some were once strong ghouls exiled and cast out from the empire's largess.

SLAVES

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

All other races – including dark folk, derro, halflings, goblins, deep gnomes, and even other undead – are usually eaten after a short period of work or fattening. The only exception is when the ghouls require a structure to be built or a region to be mined quickly. In these cases, food slaves are drafted to do as much work as possible before being stripped for any remaining meat. Darakhul dislike this practice, however, as they feel overworking food slaves leads to tough or stringy fare.

OUTSIDERS

Several types of ghoul sit outside the Imperium's main power structure.

BONEPOWDER GHOULS

Sometimes a ghoul stops eating, either voluntarily, or more likely as a result of cruel torture. After decades of starvation, the ghoul takes on a new powdery form. This pile of dust and bone fragments animated by hunger, hatred, and bitter wisdom is a bonepowder ghoul. Not all ghouls who starve become bonepowder ghouls as many lesser ghouls who starve instead waste away into nothing—only the more powerful ghouls or those driven by a strong hatred become bonepowder ghouls.

Bonepowder ghouls seek to devour, corrupt, and destroy all living things. The only creatures they treat with some

affinity are ghouls. Even then, their attitude is often mocking, hateful, or condescending to all but the most powerful darakhul nobles.

BLOATED GHOULS

Some ghouls step out of the normal path of politics, war, and imperial expansion, seeking a path of corruption or transcendence using the power of necrotic energy. Those whose hunger grows ever greater, unchecked, and who become filled with masses of undigested meat and bone are the **bloated ghouls** (see page 286). Considered abominations anywhere else, to the empire they are a sign of wealth, status, and prosperity. Nobles in particular often keep a bloated ghoul around as a form of jester and a sign of their own power and abundance.

TAR GHOULS

Created by an efreeti prince bound into a necromancer's service, these feral, flammable ghouls roam the Underworld in packs, hunting for fresh meat. They have no allegiance to the empire.

GHOUL SERVANTS

Running a large underground empire is no easy task, and the ghouls employ a variety of creatures, both living and undead, to act as mounts, guards, and menial labor.

BEETLES AND BATS

Carrion beetles (*Tome of Beasts*, p. 52) are bred for war and used as mounts in battle, and as beasts of burden, capable of carrying heavy loads without tiring. Older beetles are used as excavators, scouring out tunnels and enlarging caverns with their acid.

Caged **lantern beetles** (see page 273) are used to provide dim illumination in the ghoul cities with their greenish-yellow light. **Sniffer beetles** (see page 273) are used by ghoul patrols and in ghoul outposts to sniff out contraband on merchants and travelers.

Giant bats are used as aerial mounts by airborne patrols and darakhul spies. Their smaller cousins are often used to send messages from one noble to another in the ghoul cities.

UNDEAD MOUNTS AND BEASTS

The ghouls create horrific, intelligent undead creatures called **ghoulsteeds** (*Creature Codex*, p. 177) to serve as mounts for their high-ranking military officers and priests. Although they are large and run on all fours, ghoulsteeds are the undead remains of humanoids, created when a humanoid is killed by massive amounts of negative energy.

Lich hounds (*Tome of Beasts*, p. 274) are undead creatures created from murdered celestials with perverse ritual magic. They are often used by the darakhul to guard fortresses and temples.

SKELETONS AND ZOMBIES

The Imperium has many forms of mindless undead. The simplest are the skeleton and zombie servants, who are ordered around by slaves and darakhul alike. They harvest fungal forests and perform rote work like carrying water, turning alchemical cauldrons, and copying account books, but that is not their only purpose. Skeletons are often reduced in size and turned into **bone collectives** by the incantations of the Necrophagi. Zombies serve as mobile food reserves that march without pause or rest.

Allies and Enemies of the Ghoul Imperium

The Imperium has a wide range of relations with others of the Underworld, from the implacably hostile to indifferent and even friendly species. These are broken out by their degree of hostility below, but not every clan or tribe fits the larger pattern.

HOSTILE

The aboleths and their **deep one** (*Tome of Beasts*, p. 73) servants, cave dragons (*Tome of Beasts*, p. 125), surviving drow, dwarves, derro, and deep gnomes count themselves among the enemies of the Ghoul Imperium. They work to survive the sleepless marches and the constant raids of the ghoulish war parties. They have mastered techniques that allow them to hold the line: items like *ghoulbane oil*, weapons that destroy undead, and even the simple tools like the use of *gentle repose* spells on the battlefield to keep their own losses from being turned into darakhul soldiers.

UNCERTAIN

A few kobolds trade with the ghouls, though always at arm's length and always on terms that allow for a rapid escape if things go wrong. The darakhul seem to find kobolds amusing or less palatable that other races, which works in the kobolds' favor. They are rarely the first eaten when the ghoul larders are searched for food. At other times, kobolds seem to operate as suppliers of *ghoulbane oil* to the ghouls' enemies. When discovered by the Imperium, these kobolds are summarily executed.

INDIFFERENT

Other races are less clear whether they are allies. Some demons commit to the Spider Goddess and her servants; others are loyal to the ghoul lords of Evermaw. Cloakers are too alien to pin down clearly as either allies or enemies. They have both hurt and helped the ghoul cause at different times.

The Black Prince of the shadow fey has visited the Pale Emperor regularly in recent years. It would be going too far to call the pair friendly, but they have mutual interests. It's unclear who leads the relationship, but there have been exchanges of arcane knowledge, servants, and gifts—the fey prince has warmed to the Emperor over time.

FRIENDLY

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

The closest allies the darakhul have are the vampires of the Blood Kingdom. In the Underworld, the darakhul ally themselves with the deathcap myconids, who bring them bodies in exchange for caverns where they can grow their young in safety. The ghouls are also on good terms with wraiths, vampires, and some ghosts.

Locations of the Underworld

Though many of the Underworld's current cities are large by Underworld standards (meaning up to a thousand or so inhabitants and twice that many slaves), they are certainly not huge when compared to cities on the surface. Several of the old capitals of the Hundred Kings survive in some form, and many more locations were territories once held by those kings and are now overrun with fungi, bats, aboleths, and other denizens of the Underworld.

BAT MOUNTAIN

An enormous mound of pungent bat guano, 400 feet tall, fills this vast cavern, created by the colony of over 10 million bats that live on the ceiling. Each night at dusk, they fly up through a narrow 800-foot vertical chimney, emerging into the skies of Morgau in a black cloud so vast it is visible from the towers of Bratis Castle 25 miles away.

When the bats are at home, their high-pitched squeaks create a huge cacophony that echoes down the tunnels leading to the cavern. There are usually 2d6 **ghouls** here, filling sacks with bat droppings to trade to the myconids in the mushroom forests. The guano also attracts hungry insects of all shapes and sizes, including **carrion beetles** (*Tome of Beasts*, p. 52), **giant centipedes**, **giant fire beetles**, and **swarms of beetles** and **centipedes**.

The shaft offers a potential escape route from the Underworld. A creature wishing to reach the surface will need to *fly*, *levitate*, or *spider climb* 500 feet upwards to reach the base of the chimney, risking attacks from **swarms of bats.** The chimney itself can be climbed with a successful DC 20 Strength (Athletics) check but it narrows sharply after 100 feet. A creature that is Small or smaller can squeeze up through the last 700 feet to the surface, but a larger creature must use alternative methods such as magic or potions to climb the rest of the way through the chimney.

Adventure Hook. Falgraf Gunnacksen (N male dwarf), an escaped slave, filthy and with a matted beard, came here hoping to escape via the shaft with a *potion of flying* he found. Unfortunately, he lost the vial somewhere in the guano while fighting a ghoul. If the characters are willing to get their hands dirty, they can retrieve the potion with a successful DC 20 Intelligence (Investigation) check. Falgraf is grateful if they find it, but soon needs their help again when he gets stuck in the narrow chimney.

BLINDERSTAL

Tucked away in a cave complex between the Forest of Forgetting and the Marshlight Caverns is Blinderstal, last bastion of the dark folk in the Ghoul Imperium. Nearly 300 **dark folk** (*Creature Codex*, p. 72, though each is proficient in Stealth) make their homes here.

The Council of Whispers, a cabal of six **dark voices** rules over 268 **dark servants** and 24 **dark eyes**. It is unusual for dark voices to work together, but the darakhul's destruction of Tendyocan, the nearest friendly stronghold, compelled them to join forces. Blinderstal's inhabitants have endured by adopting a siege mentality. Cruel and murderous, they sneak through the Underworld, raiding caravans to steal what they need to survive.

The unobtrusive entrances to the stronghold from the mushroom forest and the southern tunnel are each guarded by a **dark eye** and 2d4 **dark servants**. An unguarded secret door leads into the complex from the Marshlight Caverns – finding it requires a successful DC 25 Wisdom (Perception) or Intelligence (Investigation) check. Mistrustful of others to the point of paranoia, the dark folk do not welcome visitors. A creature seeking shelter or supplies must succeed on a DC 25 Charisma (Deception or Persuasion) check to gain admittance. These dark folk speak only their own tongue, a dialect of Umbral, making negotiations difficult.

Once inside, light is banned in the twisting, narrow passageways and chambers of the stronghold, and at least 10 **dark servants** watch outsiders at all times with

crossbows leveled. Supplies can be purchased for 10 times the standard rates; sometimes the dark folk even have one or two magic items for sale at extortionate prices.

Adventure Hooks. While the characters are staying in Blinderstal, a valued possession goes missing. Can the group track down the thief without riling up the entire dark folk population?

The Council of Whispers know many terrifying secrets of the Underworld. If the characters have a secret to trade, perhaps the cabal will make a deal?

CARRION BEETLE NESTING GROUNDS

This series of dank, interconnected caverns is carpeted in pale green fungi which the ghouls keep well fertilized with buckets of blood and guts. Female **carrion beetles** (*Tome of Beasts*, p. 52) come to these caves after mating to lay their eggs in nests scattered throughout the chambers. Each beetle lays a hundred or so sickly, yellowish-white eggs at a time which soon hatch into grub-like larvae (use **swarm of insects** statistics). The larvae consume the fungi voraciously, shedding their exoskeletons several times over the next two weeks as they increase rapidly in size (use **giant fire beetle** or **giant bombardier beetle** [*Margreve Player's Guide*, p. 57 but the spray does acid damage] statistics). Then, each larva forms a cocoon, lying dormant for two to three weeks as it undergoes metamorphosis. When it finally emerges from the cocoon, it is a fully-grown carrion beetle.

Carrion beetles are domesticated by the ghouls for use as mounts, beasts of burden, and tunnel excavators. Their nesting grounds are invaluable to the Ghoul Imperium and overseen by a darakhul druid known as the Shepherd (NE male elfmarked darakhul). In life, the Shepherd was always fonder of insects and arachnids than birds and mammals, making him well-suited to his tasks. He supervises the ghouls charged with feeding the fungi, capturing the newly transformed carrion beetles, and herding them north towards Marrowheart. The druid's role is complicated by hungry **purple worms** who love the taste of carrion beetles and come here to feed. The Shepherd does his best to protect his flock, but he is regularly hampered by edicts issued by the Hunger God's priesthood proclaiming purple worms as sacred beasts that are not to be harmed.

Adventure Hook. The characters meet a desperate drow named Gelanisyr (LE male drow **mage**) who offers to tell them where they can find an enchanted blade named *Spiderfang* in exchange for their protection. The drow claims the rest of his group were swallowed by a purple worm with strange, mottled skin when they passed through the carrion beetle nesting grounds. If the characters slay the worm, they should be able to recover the sword from its gullet. *Spiderfang* is a *+2 silvered rapier* that deals an extra 1d8 piercing damage against undead creatures.

CHANDELIER ISLAND

Until recently, Chandelier Island was home to an elder air elemental named Sulfanorum. The elemental was bound into the service of Mushir Faruq Mutakabbir, a powerful efreeti pasha and a favorite of the Grand Sultan Ixingaltrix of the City of Brass. Mushir charged Sulfanorum with guarding a great treasure and the elemental performed the duty flawlessly for 101 years. But when Mushir allowed himself to be tricked into a genie prison by a smooth-talking mortal—a most embarrassing incident that will surely be whispered in the coffee shops and souks of the City of Brass for many years to come—the spell that enslaved Sulfanorum was broken. The elemental fled, taking his former master's treasure with him, and was never seen again. The island has since been repurposed as a shrine to Vardesain's herald, the Demon Lord Hriggala, and is inhabited by many priests of Vardesain. For more information about Chandelier Island and its shrine, see page 218.

CINNABAR MINES

Reddish dust fills the air and coats the floors and walls of these caverns. Here, the ghouls mine cinnabar ore which they crush and roast in cylindrical kilns to extract mercury. Both unprocessed ore and flasks of quicksilver are sold in Marrowheart, Darakhan, and other ghoul cities.

The mines are run by Borjana Shadewalker (LE female **iron ghoul**), a ghoul with a mouth full of jagged teeth, broken in a violent disagreement with her predecessor. Assisted by her four **imperial ghoul** overseers, she ensures the 27 **ghast** miners meet their production targets.

The miners are too busy doing their jobs to pay much attention to visitors unless they try to steal the valuable ore or mercury. The ghouls have 400 pounds of ore loaded into leather sacks, worth 2,400 gp at any ghoul settlement. The ten flasks of mercury, each worth 200 gp, are far lighter and kept in an iron chest near the kilns. A non-undead or construct creature approaching the kilns risks becoming exposed to toxic fumes from the smelting process. The creature must succeed on a DC 17 Constitution saving throw or become poisoned for 1 hour.

Adventure Hook. The mines are an ideal location for the characters to run into an NPC they met earlier in the campaign, perhaps in Zobeck or Krakovar, who fell victim to the ghouls and is now a ghast with only vague memories of its previous life.

CLOAKER ABYSS

A vast, gaping chasm runs through the middle of this enormous cavern at the western edge of the Imperium. Averaging 200 feet deep, the abyss goes down to 500 feet at its deepest point in the center of the cave. The most famous residents of the cavern are the alien **cloakers**. Their disconcerting moans are carried by the winds blowing through the chamber as they glide to and from their stalactite home of Jalla. This hideous wailing gives the cave its other name: The Land of Fears.

Two colossal bridges cross the abyss. In the southeast, a 50-foot wide, 20-foot-thick seemingly natural stone bridge, over seven miles long, links the Hunger Oracle on the shore of the Sunless Sea with a ghoul outpost and the Glowing Forest to the north. Supported along its length by huge rock pillars, the bridge was shaped centuries ago by the **pech** (*Creature Codex*, p. 294), who now live at the bottom of the abyss. These small creatures used to range widely across the Underworld, searching for valuable minerals, but these days they confine themselves to excavating gemstones from the walls of the chasm.

The second bridge was originally built by the derro and connects the city of Gonderif with its iron mines. The old mining cart tracks still function, and carrion beetles pull strings of carts back and forth across the bridge each day to the darakhul armament factories.

Adventure Hook. Characters crossing the abyss encounter a **ghost**. This ghostly creature was a pech in life named Dobriz. The ghost is lucid enough to explain that a **lambent witchfyre** (see page 300) is preying on the pech community. If the characters can get rid of the creature, the grateful pech rewards them with a *gem of seeing* and shares the secret of the Stone God.

CULT OF THE WITHERED HAND

The Cult of the Withered Hand is a gathering of derro who are loosely allied with the Ghoul Imperium. Their insanity makes them difficult allies, and the ghouls leave them mostly to themselves. They openly worship and follow the "memory" of the Last King Narosain. Unbeknownst to all but the most senior members of the cult, Narosain yet lives, and the cult's leadership serves him loyally, if a bit unpredictably. The cult is led by their queen Orda (see page 198) who is very protective of Narosain and suspicious of outsiders. In spite of this, she allows visitors to seek her counsel—if they pass her tests. Only the most desperate of ghouls seek her counsel, however, as few ever return from such a journey. For more information about the cult, see page 196.

DARAKHAN

The empire of the darakhul has no beating heart. Instead, it boasts a metropolis that is its endlessly hungering maw. The White City is besieged by its masses of poor and starving beggar ghouls, kept in line by two powerful legions answerable only to the Emperor, and filled with the displays of the rich and powerful. Everyone in the Imperium comes to Darakhan to make a play for power and influence. Most find it a stony place with little room for error.

Rising 100 feet above the main cavern in the center of the city is the Imperial Acropolis, home to the Fane of the Necrophagi, the Temple of the Emperors, and the red and white Shrine of Vardesain. Three well-guarded entrances lead beneath the hill to the halls and tunnels of the Buried Palace of the Emperor. Darakhan is detailed further on page 36.

DEPTHS OF THE EARTH

Here, at the deepest point of the Underworld on the edges of the Ghoul Imperium, the air is thick, hot, and reeks of brimstone. A long tunnel slopes downwards, its walls and floor covered in a powdery crystal that looks like frost but is actually bone dust. The passage opens out into a vast, superheated chamber.

A scattered group of bone-white stones surround a shadowy portal standing on the far side of a steaming, sulfurous river. This is the entrance from Midgard's Underworld to the true underworld – the kingdom of the Death God. Creatures reckless enough to step through the portal find themselves in the barren wastes of the Dry Lands of Evermaw, home to Anu-Akma, Vardesain, and Mot. For more details on the Dry Lands, see *Warlock 8: Undead*.

Between the river and the portal is an area of magical darkness, concealing a huge pit where the portal's guardian Spelos, an **adult cave dragon** (*Tome of Beasts*, p. 125), lies in wait atop his enormous hoard of bones, teeth, and ivories. Spelos is always ravenous, happy to devour anything that crosses his path, whether living or undead. He currently has a rotting purple worm corpse to finish off; its stink enriches the already foul aromas pervading the cavern.

Adventure Hook. The jaws of Spelos are strong enough to destroy an artifact if the dragon can be persuaded to devour one.

DOME OF VARDESAIN

This unnatural-looking chamber is perfectly round, with black walls and jumbled piles of debris from fallen stalactites. A poisonous gas seeps through cracks in the floor from the depths of the earth, the hissing of which

can be heard in the nearby tunnels with a successful DC 15 Wisdom (Perception) check. A creature entering the chamber must succeed on a DC 15 Constitution saving throw or become poisoned for 8 hours. A creature poisoned by this gas falls unconscious until it takes damage or is shaken awake.

The ghouls honor Vardesain here and have built a cairn inside the dome from the bones of victims who were eaten after succumbing to the gas. To stop potential meals escaping, they have encouraged two powerful **ropers** (both immune to poison damage and to the poisoned condition) to guard each end of the tunnel leading into the chamber. One clings to the ceiling, while the other lurks in a narrow side cavern.

Treasure. The ghouls have placed a grotesque-looking bone statuette of Vardesain on top of the cairn (worth 75 gp). If the characters cut open the ropers' gizzards, they can find 93 pp, a fiery topaz (worth 500 gp) and a *gem of brightness* (12 charges remaining).

FALLEN GATES OF HAMMERHEIM

Hammerheim was once a prosperous dwarven city, made wealthy by the rich seams of mithral in its mines. Today, the city is no more, half-buried under many tons of rubble from its destruction at the hands of the darakhul armies. The Blacktongue Legion is stationed here now, under the command of the Necrophage Lazar Crowsroad (LE male dwarf darakhul **archmage**). The deepest mines remain open for business – wretched slaves, both dwarven and human, dig out what remains of the mithral and smelt it for the Imperium.

Dwarven Ghosts. The bones of the city's dwarven citizens lie everywhere, unburied, broken, and gnawed by their ghoulish conquerors. Touching these bones summons the ghosts of the dwarven dead. If a set of bones is disturbed, roll a d6.

1-4: 2d4 **ghosts** appear and demand the characters avenge their deaths. If the characters agree, the ghosts nod solemnly and fade away. If they refuse, the ghosts react angrily, attempting to possess the characters so they can attack the nearest decile of ghoul legionnaires.

5-6: 1d4 **ghost dwarves** (*Creature Codex*, p. 171) manifest. These ghostly warriors have been corrupted by the necrophagi and are evil to the core, whispering foul curses as they swing their axes at the characters.

FLESHBROOK

This settlement from the days of the Hundred Kings is a valuable crossing site for the Yellow River. It is home to several hundred ghouls who engage in trade up and down the river and run caravans through the tunnels to Fretlock and beyond to the surface. A three-arched stone bridge crosses the Yellow River here, leading to the gates of the tiny city.

Fleshbrook is ruled by the weakest of the Dukes, Wilmer Corpsefinger, though he has a good garrison under the command of Vonder Gallowglass (LE male elfmarked **darakhul captain**), Captain of the Gate. Fleshbrook is sometimes called "Beetlebrook" for its greatest product – lantern beetles.

FOREST OF FORGETTING

This mushroom forest is a major source of food for living inhabitants of the Imperium. It acts as a grazing area for carrion beetles, and a large colony of giant bats roosts here. The forest's white mushrooms stand between 8 and 30 feet tall, resembling fungoid trees with branches, mushroom caps like leaves, and fleshy roots. The fungi are tended by **deathcap myconids** (*Tome of Beasts*, p. 300) who gather in large circular groups they call "villages," despite the lack of houses or other structures. Two centiles of the Deathcap Legion are stationed here. These myconid auxiliaries are under the command of the spore druid Amanita Skullcap (LE female human darakhul). Several villages of mushroomfolk (see the *Underworld Player's Guide*) live in relative peace in the forest, separate from their more aggressive deathcap myconid cousins.

Creatures wandering through the forest risk exposure to the spores emitted by the mushrooms. A successful DC 20 Intelligence (Nature) or Wisdom (Survival) check identifies that the mushroom trees contain a sleep-inducing poison. This knowledge grants the creature and its companions advantage on saving throws to avoid the mushrooms' effects.

A creature that spends more than 10 minutes within 10 feet of a mushroom tree must succeed on a DC 15 Constitution saving throw or fall unconscious for 1 hour or until it takes damage or a creature uses an action to shake it awake. A creature that fails the saving throw suffers from partial amnesia for 1d4 hours after being awoken from the poison. While suffering from the partial amnesia, it doesn't recognize other creatures it once knew

and doesn't remember the events of the week prior to succumbing to the poison. If a creature fails the saving throw by 5 or more, it remains asleep for 24 hours and can't be awoken, except with a *greater restoration* spell or similar magic. Such a creature is likely to be discovered by wandering deathcap myconid "foresters" and sold to the ghouls as a slave. Whether successful or not, the creature must repeat the saving throw every 4 hours if it is within 10 feet of a mushroom tree.

Adventure Hook. The characters encounter a slumbering Brendika Agateshaper (NG female **deep gnome**) trussed up and left here by the deathcaps. If rescued before the deathcaps return for her, the deep gnome asks the characters to escort her safely back to her village, promising a valuable diamond as a reward. Unfortunately, she can't remember where her village is.

FRETLOCK

Once settled by the strongest of the Hundred Kings, this ancient city lies beneath the Cloudwall Mountains. Fretlock is connected to the crypts and tombs of the Great Necropolis of Morgau by a well-traveled tunnel, providing the Imperium with a trade route and regular contact with its allies in the Blood Kingdom. Business is brisk: blood, slaves, and fine cloth from the surface are traded for necromantic supplies and rare goods from the realms below. Information and gossip flow in both directions.

Fretlock is defended by the Wyrmblooded Legion, while the Reapers guard the Great Necropolis above. Duke Drago Blackfly holds the city. He maintains good relations with the shroud-eater Lady Darvulia, the Keeper of the Gate Subterranean, based at Castle Lengrove.

GLOWING FOREST

This vast cavern is filled with a forest of mushrooms, many growing 12 feet tall or higher. Small paths lead through the fungi, and yellow and green lights twinkle like stars overhead. These "stars" are actually the glowing cocoons of death butterfly larvae, attached to the cavern ceiling.

In the years before the rise of the darakhul, a ravenous, colossal worm-like demon emerged from the Depths of the Earth and ate its way through the Underworld until it reached this great cavern. The demon was slain by a band of drow, derro, and duergar champions who formed a temporary alliance that dissolved into violence moments after the fiend's death. The demon's huge corpse was left to rot, attracting swarms of carrion-eating moths and spores of fungi that sprouted from its grisly remains, giving birth to the Glowing Forest.

Today, creatures venturing into the fungal forest risk drawing the attention of 1d6 **death butterfly swarms** or 1d3 **greater death butterfly swarms** (*Tome of Beasts*, p. 71). Since ghouls are not immune to their poison, the darakhul have stationed three centiles of the Deathcap Legion in the Glowing Forest. These myconid legionnaires' primary task is to escort ghoul merchants, slavers, and other travelers safely through the fungi.

Adventure Hook. The glowing cocoons of the death butterfly can be used in the manufacture of *gems of brightness*. Characters brave enough to harvest the larvae stuck to the cavern ceiling can turn a hefty profit.

GNAWBONE

A former drow city, Gnawbone has long since been converted into a center of the priesthood of Anu-Akma. The ghouls adapted a shrine of Silistryn, the Spider Goddess, to their own uses. The best beetles, finest spider silks, and most devoted undead servants are among Gnawbone's exports, but its true fame is as a pilgrimage site. The somber city boasts the largest temple of Anu-Akma in the empire and holds the tomb of the first emperor.

Gnawbone is the current residence of the Hunger Duchess, Orsolla Stritt, and has a population of around 2,500, including 99 darakhul priests. The Plaguejoy Legion defends the city.

GONDERIF

Once a derro city, Gonderif's stone gates and pillared halls reflect the craftsmanship of its creators, though it has fallen into disrepair. The city is now primarily an armaments factory, where iron, mithral, and steel are worked into weapons, equipment, and supplies for the ghoul legions. Most slaves are derro and dwarves, their chins shaven and their foreheads branded as "smith," "miner," or "food." The two types of dwarves despise each other, but they do protect one another from their common overlords.

Gonderif is held by the Duke Radu Kopecs and is where the Corpse Tearers Legion is based—though the miners here are tough enough to need little in the way

of protection. Duke Radu is rarely seen by the dwarven slaves. Production is overseen by his chamberlain, Coreade Whisper (CE female duergar darakhul), a darakhul with a powerful reputation for cruelty.

HUNGER ORACLE

On the southwestern fringes of the empire, a shrine and a series of tombs have been dug out of the rock. The dusty tombs hold the remains of a dozen of the Hundred Kings and are rarely visited, but the shrine has been a regular place of pilgrimage for centuries. Dedicated to Vardesain, it has served many faiths throughout its existence and is decorated with carvings of obscure elder elemental gods and Silistryn, Queen and Goddess of Spiders. Today, darakhul and others come here seeking answers from the mysterious Hunger Oracle.

Visitors must first pay their respects at one of six lesser chapels, each one named for a ghoul city and sponsored by its duke. These chapels are tended by **servants of the Unsated God** (see page 306), who offer visitors a scrap of unidentified meat to sate their hunger and a bed for the night in the pilgrims' common room.

Those who are prepared to pay the steep price demanded by the Hunger Oracle may seek its wisdom in the inner sanctum on the shore of the Sunless Sea. The fee to answer a single question is 2,500 gp in gems, a rare magic item, or a portion of the petitioner's life energy (treat as a **wraith's** Life Drain with no saving throw).

The Hunger Oracle appears to be an undead drow priestess, seated and swathed in a heavy grey cloak. In fact, the "priestess" is a drow **zombie**, and the Oracle is the "cloak" - a **cloaker**. Cast out of Jalla for heresy, the cloaker has an Intelligence score of 20 and 102 hit points and it knows the Darakhul language. It knows a lot of useful information about the Underworld, including the allegiances and plots of the darakhul, but its answers, while usually accurate, are often hard to decipher.

IDDORET

On the northern shore of the Sunless Sea lies the unsettling merchant city of Iddoret. Controlled by the **aboleth**, Iddoret is home to 19 of the tentacled aliens who live in half-submerged, dome-shaped structures along the waterfront. Their ruler, the **aboleth** Flurvon, is well-versed in void magic (treat as an 11th-level wizard).

The aboleth are served by fishlike **deep ones** (*Tome of Beasts*, p. 73) who thrive in the damp atmosphere of the city. Other residents are mostly refugees from the Ghoul Imperium, including humans, derro, dwarves, and drow, who huddle together in small stone huts, hoping to avoid being enslaved by the aboleth.

Creatures visiting Iddoret must pay a "trade toll" of 100 gp per head and 20 gp per mount or beast to pass through the *walls of force* surrounding the city. Once inside, they can trade for blind cave fish, mushroom wine, and other supplies with the inhabitants who charge 20 times standard prices.

Adventure Hooks. Valmar and Stettin Gunnacksen (NG male dwarves) are on the run from the darakhul slave pits. They are desperate to return home to the Ironcrags, but first they need to find their cousin Falgraf (see Bat Mountain). They promise a rich reward if the characters help the trio make it safely back to their canton.

Wizards wanting to learn void magic may seek an audience with Flurvon, Master of Iddoret. First, they must persuade Alberon (LE male dwarf **noble**), his slime-covered chamberlain, to admit them to the palace with a successful DC 20 Charisma check. Next, the characters must convince Flurvon's daughter Glidriss they are true enemies of the ghouls by recounting their exploits against the ghouls, which requires a successful DC 25 Charisma check, though characters with imaginative roleplaying have advantage on the check. Finally granted an audience, the characters must impress Flurvon by fetching him a live darakhul for study and dissection. If they complete this quest, Flurvon agrees to teach them a void magic spell of 6th level or lower (see the *Midgard Worldbook* for a list of void magic spells).

IRON MINES

Iron ore is mined here, then loaded into carts to be transported to Gonderif where it will be turned into weapons. Around fifty wretched derro and dwarf slaves are hard at work digging. Their heads and beards have been shaved, and their foreheads are branded with the darakhul word for "miner."

The mines are run by an eccentric, foppish ghoul named Martius Ralgruz (LE male **iron ghoul**), who wears a long velvet coat and an ostentatious wig of flowing black curls. He uses a riding crop to thrash recalcitrant miners. Martius is supported by six **imperial ghoul** overseers who ensure the slaves stay in line.

Adventure Hook. A deranged derro named Grizstalja (CE female **derro witch queen** [*Creature Codex*, p. 97]) escaped from her bonds and slipped away to the disused southern section of the mines. Here, she somehow managed to reopen a portal to Ginnungagap, the Yawning Void, that one of her equally crazed compatriots had created many years ago. The first thing to come through the portal was

the **lambent witchfyre** that is preying on the pech of the Cloaker Abyss, and now three **hounds of Tindalos** (*Creature Codex*, p. 221) are loose in the mines, stalking the slaves and picking them off one by one. Can the characters close the portal before any more alien entities emerge?

JALLA, AERIE OF THE CLOAKERS

An enormous stalactite hangs from the ceiling of this vast cavern, several hundred feet above a deep black abyss. Buffeted by powerful winds, this is Jalla, Aerie of the Cloakers. Scores of the alien creatures can be seen flying in and out of passages carved into the rock. The haunting sound of their moans carried on the wind disconcerts all those who hear it.

Reaching the aerie is not easy. The strong winds carry a flying creature 1d6 x 10 feet in a random direction each round unless it succeeds on a DC 15 Strength (Athletics) check. Cloakers are used to the winds and are not affected.

Around 100 **cloakers** live in the city, although the number can reach as high as 300 during mating season. Most roost on the outside of the stalactite, but their leaders live inside the rock in chambers decorated with bizarre inked patterns. Creatures visiting Jalla are likely to pass through Harmonic Hall, a large central cavern that echoes and thrums with doom-laden cloaker singing. A creature hearing this cacophony must succeed on a DC 17 Wisdom saving throw or become frightened for 1 minute and take the Dash action and leave the cavern by the safest available route, unless there is no where to move. A frightened creature can repeat its saving throw at the end of each of its turns, ending the effect on itself on a success. If a creature's saving throw is successful or the effect ends for it, the creature is immune to the hall's frightening effects for 24 hours.

The city's ruler, the Cloaker Queen, dwells in a nesting chamber deep inside the city, guarded by her nine **cloaker** consorts. The Cloaker Queen is a Huge **cloaker** with spellcasting (treat as a 10th-level wizard) and has a challenge rating of 12.

Adventure Hook. The Cloaker Queen's treasure hoard is rumored to include at least one artifact of shadow magic of great interest to the darakhul and the shadow fey. Stealing it will not be easy.

LILLEFOR

The kobold city of Lillefor lies deep below the surface near Morgau and Doresh. It has two simple defenses protecting it from the Ghoul Imperium's ambitions. First, kobold merchants bring valuable goods to the empire. Second, the city's tunnels are very small, and their stone is too hard to burrow through easily. Lillefor is a haven for the small races: dark folk bandits sell their ill-gotten gains, derro sell ore or ingots, and goblins hire themselves out as bat riders or scouts. The kobolds discourage Big Folk (and deep gnomes) from visiting.

From a central square inside all those trapriddled tunnels rules the kobold King Kekarrac. Appropriately sized and diplomatic creatures can wrangle a short pass to visit the city for eight, 12, or 24 hours (often depending on the size of their bribe). Larger travelers can enter Lillefor but must constantly squeeze through the passages and doorways and can never escape observation or suspicion.

Although fully 140 miles apart, a brisk trade flows between Lillefor and the Kobold Ghetto of Zobeck, with mostly foodstuffs, wines, and wooden goods descending and metalwork, ore, and enchanted works—such as carrion beetle armor and everlit lanterns—ascending.

MARROWHEART

This bustling ghoul settlement in the northwestern corner of the Imperium is a center for the training and trading of carrion beetles. A foul stench greets visitors, the source of which is the disgusting mixture of rotting flesh and pungent fungi poured into great feeding troughs in the caverns where the livestock are kept.

Young beetles arrive from the nesting grounds each day and are herded into different pens according to their size and potential roles – some will serve the darakhul as beasts of burden, while others will be trained as war mounts. A brisk trade in the beetles takes place in the Coleopteran Exchange, a large stone building in the main cavern, where bewigged merchants from Darakhan, Vandekhul and other ghoul cities haggle over prices. The average price for a trained carrion beetle here is 600 gp for a beast of burden and 1,800 gp for a war mount. Shops around the central courtyard of the Exchange sell bridles, riding and pack saddles, howdahs, and armor plating.

Carrion beetles to be sold as war mounts are trained in the Arena, a cave with a sunken floor and stone seating for up to 200 spectators around its circumference. Ghoul traders and merchants from other Underworld races come here to assess which beetles would make a worthwhile purchase and to place bets on the fighting.

Visitors who want to experience mounted combat on carrion beetles can take part in a bout in the arena by paying 1 gp per rider. Up to three characters can ride in a howdah atop a trainee beetle, and they are pitted against the current champion, Atilla Nethergrip (LE male **darakhul captain**) and two **imperial ghouls**, riding on Filthclaw, a **carrion beetle** with plate barding.

A creature attempting to control the carrion beetle must succeed on a DC 12 Wisdom (Animal Handling) check each round as a reaction on the beetle's turn. Atilla has been working with Filthclaw for years and automatically succeeds on this check each round. Alternatively, the creatures riding the beetle can let it charge into battle, deciding its own actions. If the riders do so, each rider must succeed on a DC 10 Dexterity saving throw at the start of each of its turns to stay mounted on the carrion beetle. The battle lasts six rounds, until one rider is knocked unconscious (the battles are not to the death), or until one rider falls off their beetle. The team that dealt the most damage is declared the winner. The beetles are extremely valuable, and the darakhul view excessive damage to a beetle as a crime. The darakhul charge the riders a 100 gp fine if either beetle is badly wounded (reduced to half its hit points or lower), and they charge the riders a 600 gp fine (the cost of a beast of burden carrion beetle) if a beetle is killed, as even an injured beetle could have been used for labor.

MARSHLIGHT CAVERNS

The air is thick and stifling throughout this humid, misty cavern. The Marshlight Caverns are a huge underground swamp, peppered with geysers that erupt from pockets of natural geothermal heat. The mucky and boggy ground is difficult terrain. Narrow, raised paths crisscross the chamber, staying out of the mud but often passing close to the geysers.

The swamp is home to six **will-o-wisps** who seek to lure creatures toward the geysers or off the path into the mud pits. These will-o-the-wisps can use their Shock actions up to 20 feet away and have learned to use this ability to trigger the geysers, flying out of the area just before the geyser erupts.

Geysers. Every 3d6 minutes (or when triggered), a geyser erupts in a superheated cloud of steam. Each creature within 30 feet of the geyser must make a DC 15 Dexterity saving throw, taking 11 (2d10) fire damage on a failed save, or half as much damage on a successful one. The geyser continues to erupt for 3d6 rounds, forcing each creature in the area to make the saving throw again on initiative count 20 of each round.

Mud Pits. These pits of hot mud are 10-foot cubes of quicksand. Each creature that enters the cube for the first time on a turn or starts its turn there takes 3 (1d6) fire damage.

MIACA

Here at the southeastern fringes of the Imperium, the border between Midgard and the Shadow Realm has grown thin, creating an area of hungry gloom (*Midgard Worldbook*, p. 325). As creatures enter this cavern, their light sources are swallowed by the dark, reducing bright light to dim light and dim light down to within 5 feet of the source of illumination. The breath of breathing creatures turns to fog in the chill air. Worse, dripping stalactites tainted by shadow have created a pool of dark water (*Midgard Worldbook*, p. 324), several hundred feet across in the northwestern corner of the cavern. Creatures who enter the frigid water risk being pulled beneath its surface and drowned by the hungry spirits who haunt its depths.

A hidden entrance to a shadow road lies on the eastern side of the cavern. This shadow road leads to the city of Wormwood (*Midgard Worldbook*, p. 330) in the Shadow Realm, often used by the Black Prince and his entourage on visits to the Ghoul Imperium. In this dark corner of

the Underworld, the shadow fey built a watch tower of shiny, black marble streaked with white, which stands four storeys tall and is topped with a conical roof. Both the elegant tower and the road are presided over by Lady Cesellis the Perspicacious, Custodian of the Pathways Subterranean (LE female **shadow fey ambassador** [*Creature Codex*, p. 145]). Those wishing to use the shadow road to get to Wormwood and the Shadow Realm must be granted Lady Cesellis' permission; otherwise the road simply fails to appear. The watch tower is staffed by a dozen **shadow goblins** (*Creature Codex*, p. 191), several **shadow fey duelists** (*Tome of Beasts*, p. 171), and a pair of **monolith champions** (*Tome of Beasts*, p. 294).

Adventure Hook. Several ruined buildings—a "splinter" of the City Fallen into Shadow (*Midgard Worldbook*, p. 332)—have crossed over from the Shadow Realm, appearing in a cavern close to Miaca. Half a dozen **umbral vampires** (*Tome of Beasts*, p. 397) have arrived along with the ruins, and the shadow fey want them gone. If the characters dispose of the fiends, they win the favor of Lady Cesellis. However, the characters might also be tempted by the umbral vampires' counter offer to reveal the location of their legendary city in exchange for the deaths of the shadow fey in Miaca.

NAMING SHRINE

For a newly-created darakhul to rise above their status as one of the "little lords" and move up the ghoul hierarchy, they must take an appropriate name. New darakhul who pledge their loyalty to a higher-ranking noble usually have a suitably ghoulish name bestowed upon them, but those without a patron are expected to travel to the Naming Shrine and take part in a Ritual of Rebirth conducted by the shrine's high priest.

A passageway lined with carved bones and skulls leads from the south into a round antechamber dominated by a statue of Anu-Akma, depicted as a hooded figure bearing a golden scythe. Side chambers to the east and west hold deep pits, filled to the brim with the bones of sacrificial victims. These bone pits are tended by a crazed derro darakhul named Yigosain (CE male derro darakhul) who spends his time constantly rearranging their contents to his satisfaction.

The main shrine lies north beyond the statue. More statues of Anu-Akma, Mavros, Vardesain, and the First Emperor stand in alcoves in the western wall, while a great arch built from hundreds of bones frames the eastern entrance. Coltus Witchpock (NE male **darakhul high priest** [*Creature Codex*, p. 172]) is in charge of the shrine, assisted by four **darakhul** attendants. Every other day, Coltus conducts the foul naming ritual involving an hour of blasphemous prayers to the ghoul gods followed by cannibalistic feasting. A hideous **flutterflesh** (*Tome of Beasts*, p. 203) lairs in an adjoining tomb. It gleefully attends each feast to gather more severed limbs to fuse to its body.

Adventure Hook. A darakhul NPC (or maybe a former comrade!) asks the characters to escort them to the Naming Shrine so they can receive their new ghoulish name. Alternatively, the characters need to rescue an important NPC from the temple before they are served up as part of the ritual feast.

PILLARS OF THE UNDERWORLD

Water falls from high above in this large, water-carved cavern. The water falls down through more than a thousand feet of caverns, tight tunnels, and rapids to land in a violently churning reddish pool. The pool swirls and sweeps between six massive, white stalactites that connect the floor to the ceiling of this chamber, exiting the cavern

as the fast-moving Falling River. A small ledge leads around the rim of the reddish pool, providing access to tunnels that lead deeper into the Ghoul Imperium.

PIT OF ALL FLESH

The Pit is a ghoul outpost that has grown to be something more. Once its cavern was filled with natural columns and crystal formations, but little of that remains as the cavern was carved into a macabre arena and worship site. It has blossomed into an attraction for the People and the faithful of Vardesain. Many visitors come to see the Lord of Old Flesh devour hapless victims, reveling in the great beast's manifestation of Vardesain's hunger. The nobles of the Ghoul Imperium use the events of the Pit to quell potential riots when facing food shortages, settle disputes amongst themselves via their champions, and as a general distraction for the local populace from their scheming. For more information on the Pit of All Flesh and the Lord of Old Flesh, see page 193.

ROTTOOTH FORD

This stretch of shallow water offers a way for travelers to ford the Yellow River, though the crossing is more treacherous than it first appears. Four **greater scrags** with sickly white rubbery hides and huge black eyes (*Creature Codex*, p. 322, except their regeneration is not prevented by acid damage) lurk in the water here, preying on anyone using the ford. The scrags serve the Black Prince and hold the crossing on his orders, part of his unfathomable plotting. Most darakhul know to avoid this route.

The crossing is about 70 feet across from one bank to the other. The river is only 3 to 4 feet deep, but it is fast-moving and large, slippery stones litter the riverbed. The low roof is studded with dozens of bright white, yellow, and orange stalactites that drip constantly into the river. The water smells faintly of rotten eggs.

Fording the River. The cold, rushing water is difficult terrain. A creature crossing the ford must succeed on a DC 15 Dexterity (Acrobatics) check each round to avoid slipping and falling in. The current drags creatures who failed their check 15 feet downstream across the rocks, which deal 10 (3d6) bludgeoning damage to the creature. Worse, the creature falls into the claws of the scrags as soon as it falls into the water. Creatures who use ropes to cross the river have advantage on the check, but they risk drawing extra attention from the scrags, who might cut the rope and pull a victim underwater.

Flying Across. The low ceiling means flying creatures are exposed to sulfuric acid dripping from the stalactites. A creature flying over the crossing must make a DC 18 Constitution saving throw. On a failure, it takes 5 (2d4) acid damage and is poisoned for 1 minute. On a success, a creature takes half the damage and isn't poisoned. If a creature fails the saving throw by 5 or more, it is knocked unconscious by the powerful fumes and falls, taking falling damage. A falling creature has a 50 percent chance of falling into the water instead of falling to the cavern floor. A creature that falls into the water might attract the scrags, as described in Fording the River.

SHRINE OF EIGHT EYES

Most of this former drow steading lies in ruins, which consist of burned-out homes, fallen pillars, and piles of well-gnawed bones and debris. One structure remains intact: a domed shrine carved in the shape of a spider. This spider shrine stands in the center of the cavern, surrounded by floating globes glowing with purple and blue light.

Dozens of **giant spiders** guard the ruins, but the real threat lurks 60 feet up amid a mass of webs on the cavern ceiling. The inhabitant of the webs, Indella (LE female drider ghoul), was created by the darakhul to watch over the shrine. A capable spellcaster armed with a longbow, she descends from the ceiling only if she can cut off an invader's retreat. Indella is a **drider** who has spellcasting (treat as a 7th-level wizard) and the following changes:

- Indella is undead and has the Turning Defiance trait of a **ghast**.
- She is resistant to necrotic damage, and she is immune to poison damage and the charm, exhaustion, and poisoned conditions.
- Her bite inflicts darakhul fever if the target is a creature and fails a DC 15 Constitution saving throw.

Adventure Hook. A successful DC 20 Wisdom (Perception) check inside the shrine finds an adamantine brooch bearing the tentacle rod and mace symbol of House Jhanraen, identifiable with a DC 15 Intelligence (History) check. The brooch requires attunement and allows the wearer to cast the *blur* spell once per short or long rest. If the characters take the brooch to Spiderfall, they can return it to a grateful drow merchant of House Jhanraen, who rewards them with a rare magic item of dark elf manufacture.

SLAVE PITS

This expansive cavern holds several large pits, each around 15 feet deep. Manacled humans, dwarves, and drow, dressed only in tattered rags, sit at the bottom of the pits, staring listlessly. Above, **ghast** and **imperial ghoul** overseers armed with whips and glaives patrol the cavern to make sure no one escapes.

The chief overseer is a notorious bearfolk darakhul named Hjortyr Gorehide (LE male bearfolk **darakhul captain**). Standing over 7 feet tall with molting, gray fur and huge, rippling muscles, Hjortyr rules the pits with an iron fist from atop his **carrion beetle**. Captured in Krakovar several years ago, Hjortyr was given as a gift by Princess Hristina herself to Captain-General Branko Charonson of the Third Imperial. Following transformation to a darakhul, Hjortyr served in the legion, rising through its ranks to his current position.

The guards watch the slaves to see who are the strongest and most worthy of being offered conversion into ghouldom. Those selected are infected with darakhul fever by one of the imperial ghouls and moved to a separate pit to be killed cleanly with poison once the infection sets in. The rest of the slaves are destined to be eaten or sold in the markets of Gnawbone, Darakhan, or Vandekhul.

Wooden ladders are lowered by the ghouls when they need to go down into the pits. Anyone else must succeed on a DC 20 Strength (Athletics) check to climb the wet, slick walls.

Adventure Hook. This is a great place for a captured character or important NPC to end up, or as a means of introducing a new or replacement character. Perhaps the hapless soul has been selected for transformation into a darakhul or has caused too much trouble and is about to be fed to Hjortyr's carrion beetle as the characters arrive on the scene?

SPIDERFALL

The military outpost of Spiderfall stands at the southwestern edge of the Imperium, marking the frontier between darakhul "civilization" and the uncultured lands beyond where the last surviving dark elves live in a handful of small enclaves between Spiderfall and the Ironcrag Mountains.

Once the thriving drow city of Imrath Shyrn, Spiderfall was conquered by the darakhul legions in the time of the First Emperor; today it is mostly in ruins. The huge ledge holding the great temple of Silistryn collapsed in the ghoul onslaught, sending part of the spider-shaped building tumbling to the cavern floor – a powerful metaphor that gave the darakhul outpost its current name. The carved blocks that formed the body and legs of the giant stone arachnid lie in the northern part of the city, their spidery features still clearly recognizable.

Entry to Spiderfall is through a well-fortified gatehouse garrisoned by the Feverlings Legion, who also patrol the surrounding tunnels and the Blackjet River. The Feverlings

are under the command of Captain-General Talmurez Widdergut (LE male drow darakhul) The wily Duke Jaroslav Krakenau rules the outpost, keeping trade with the remaining drow flowing smoothly while making sure the security of the empire is not compromised. Duke Jaroslav maintains a number of spies among the merchants trading with the dark elves to snuff out any nefarious plots early and often. Drow are a common sight in Spiderfall, which is a good place to purchase drow-forged rapiers and hand crossbows, poisons, and *boots* and *cloaks of elvenkind*.

Adventure Hook. Cirxul Yazaryn (LE female drow **mage**) is a "merchant" old enough to have survived the city's fall and who hates the darakhul. She is looking for someone to deliver a sealed box of spell components concealing a secret message to her ally Flurvon in Iddoret, no questions asked.

STERT CAVERNS

This network of a dozen or so small, dank caverns is overrun by phosphorescent fungi of all colors, shapes and sizes, and the air is thick with their glowing spores. Entering the Stert Caverns from the tunnels to the west or south, or moving between the various chambers, involves passing beneath archways formed from different colored mushrooms. These arches spray luminescent spores onto creatures approaching within 5 feet and have the same variable effects (dependent on color) as the spore cloud of a **wirbeln fungus** (*Creature Codex*, p. 166) to any creature that fails a DC 13 Constitution saving throw.

A large colony of wirbeln lives in the caverns, making their homes on high ledges around the cave walls and paying homage to their mushroom demigod, Phyllozellis. The wirbeln believe Phyllozellis inhabits the stone pillar in the complex's central chamber and spend countless hours in a circle around the column, communing with their deity. The fungi defend themselves if attacked but communicate with visitors if they approach peacefully. A successful DC 20 Charisma (Persuasion) check convinces the wirbeln to allow the visitor to commune with Phyllozellis.

Stretching 60 feet from floor to ceiling and over 15 feet in diameter, the rock pillar holding the demigod is covered from top to bottom in shelf-like fungi in a wide spectrum of lurid colors. Creatures who approach within 15 feet enter a cloud of Phyllozellis' hallucinogenic spores. A creature that fails a DC 20 Constitution saving throw experiences a weird vision that provides useful insight into a specific goal or activity to be undertaken by the creature in the next 7 days, as the *divination* spell.

Though not as devoted to Phyllozellis as the wirbeln, several small tribes of mushroomfolk exist in peaceful co-existence with the wirbeln, tending their own small gardens. The mushroomfolk's opinions of visitors varies by tribe, but most are peaceful and open to communication if visitors are respectful of the cavern's fungi.

STONE GOD

The huge face of a male stone giant has been carved into the western side of an enormous rock pillar stretching from the bottom of the Sunless Sea to the cavern ceiling. The ancient visage has been become distorted by mineral deposits from water running down the sides of the pillar from above, and what was once a serene and noble expression now appears craggy and deranged.

Nicknamed the "Stone God", the great stone face is centuries old, dating back to a lost stone giant civilization that inhabited this part of the Underworld long before the rise of the ghouls. The sad remnants of several buildings belonging to this culture—little more than a few stone blocks and piles of rubble—can be found lying in the muck on the lake floor. Anything valuable was removed long ago by the aboleth of Iddoret.

Adventure Hook. The pech dwelling in the Cloaker Abyss were once allies of the stone giants and may share a legend of the Stone God with the characters. If the Stone God's facial expression can be restored, the stone face confers its blessing on those who performed the restoration.

Characters wishing to test the truth of the pech's story can scale the 100-foot-tall stone face, and chip away at the mineral deposits coating its surface. It takes 1 hour for a character using a pickaxe or mason's tools to remove the minerals from a 10-foot square area and reveal the smooth stone beneath. Forty such areas must be cleaned to restore the whole face, but the characters can use *shatter* and other spells to speed up the process. Once the Stone God's face is returned to its former glory, it bestows its blessing on the characters. The Stone God's blessing increases a character's Intelligence, Wisdom, or Charisma score (the character's choice) by 1, increasing the character's maximum by the same amount.

SULPHUR SEA

Yellow and odorous from its namesake, the Sulphur Sea is a large sulphur and saltwater sea that lies on the eastern end of the Ghoul Imperium. In spite of the presence of the sulphur, many creatures thrive in the depths of the sea. Some of the Sulphur Sea's larger predators have even developed a taste for ghoul flesh and know how to recognize the ghoul merchant ships that travel between Fretlock, its nearby docks, and Vandekhul. Geothermal activity in the area keeps the sea warm, even boiling in some spots, and occasionally creates plumes of sulphurous vapors. Stalactites

on the ceiling high above the Sulphur Sea regularly drip water, creating near-constant "rain" on the sea. For more information about sailing on the Sulphur Sea, see page 215.

SUNLESS SEA

Nearly 60 miles across from west to east, the so-called Sunless Sea of the Ghoul Imperium is actually a large underground freshwater lake. Located in a single, huge vault-like cavern, its black waters are dotted with small rock islands and tall stalagmites. Forests of stalactites hang down from the ceiling 200 feet or more above the sea's surface.

Although the water is bitterly cold, it is nonetheless home to fish, crustaceans, eels and larger predators, including a few schools of freshwater sharks (use **hunter shark** statistics). The sea also supports plant life including subterranean kelp beds and orb-like glowing, aquatic fungi. Intelligent inhabitants of the Sunless Sea include **deep ones** (*Tome of Beasts*, p. 73), white-skinned **scrags** and, of course, **aboleths**.

The deep ones live in small villages on the rocky islands and sometimes ferry passengers across the sea to sites such as the Hunger Oracle and the Stone God as long as the passengers are prepared to meet the exorbitant asking price: a magical item plus an additional 1 gp per creature per mile. Even then, there is a good chance the deep ones turn on their customers. The deep ones provide passage safely and free of charge if a creature has a token from an aboleth, showing the creature is acting on behalf of that aboleth.

While most of the aboleth population choose to live in Iddoret, at least three of the powerful aberrations have shunned the merchant city, choosing instead to live on the bottom of the lake in their own dome-like homes, adorned with twisted towers and arabesque spires. Occasionally, one of these unearthly palaces appears on the surface of the lake for a day or two, before sinking back into the depths.

Aboleth Spawning Grounds. Every five years, an aboleth swims to the spawning grounds on the southern shore of the Sunless Sea to lay its eggs. Aboleth lay between one and three eggs, which they coat in mucus and fertilize before cementing them to the cavern wall just beneath the surface of the water. A community of deep ones, led by a **deep one archimandrite** (*Tome of Beasts,* p.74) is charged with ensuring no harm comes to the eggs until they hatch around twelve days later.

VANDEKHUL

Set on the shores of the Sulphur Sea, the small darakhul city of Vandekhul is the favorite summer retreat of Emperor Nicoforus. Named the Pure City for its invigorating sulfurous vapors, Vandekhul is a popular locale for darakhul nobles, who outdo each other building elaborate palaces and boathouses along the shore while slaves dig and die in the sulfur mines a few miles inland.

Duke Morreto Lichmark rules the city when the Emperor is not in town, and the Harvester Legion takes care of its defense. This city is featured at the end of the *Empire of the Ghouls* adventure, and more information on the city can be found on page 226.

Darakhan, the White City of Bone

The tunnel echoes with the shrieking of fungus and the scraping of beetle carapaces against stone. Greenish-yellow light shines ahead, revealing a heavily fortified gate. A caravan clusters there, and the familiar tone of guards asking questions floats from beneath the gate.

The city approaches are all planted with five to ten **shriekers** and watched by three or four **sniffer beetles** (see page 273), in addition to being protected by two double gates. Fifteen **ghouls**, three **imperial ghoul** sergeants, and an **iron ghoul** lieutenant always watch the first gate.

The first double gate requires a search of all belongings, though this can be skipped at some city gates by using a 40-foot section of flooded tunnel instead. Undead can swim through any time they like. All others must succeed on a DC 20 Strength (Athletics) check if they choose that direction. Undead who choose not to swim are allowed through the main gates, but they are watched with much greater care (the guards have advantage on Wisdom (Perception) checks against such undead due to the unusual behavior).

SECOND GATE AND CONTRABAND

A second double gate sits at the far end of the water gate and beyond the first gate. This entrance is watched by thirty **ghouls**, four **imperial ghoul** sergeants, two **iron ghoul** lieutenants, and one **darakhul captain** (see page 288). A single **Necrophage ghast** (*Creature Codex*, p. 175) stands guard duty about 30 percent of the time and makes magical inspection of all non-ghouls. They search everything brought into the city, seizing unwelcome holy symbols, holy water, *ghoulbane oil* (see page 263), and other items as contraband.

These gate guards are called the iron and ivory ghouls, as it's risky to call either legion by name and be mistaken. They watch and act as protectors, inspectors, toll collectors, and spies. The guards and inspectors are vigilant and fairly resistant to bribery. A successful DC 18 Charisma (Persuasion) check bribes the guard or inspector.

Once the characters are past the city's double gates, read or paraphrase the following:

Inside the enormous cavern, the smell of death and decay is strong. The space is well lit by greenish-yellow lanterns and glowing bluish-white stone. The air is stuffy and hard to breathe, but the streets are clear. The whole cavern appears to be hundreds of yards in diameter. A small hill at the center is topped by a tall purple-black tower and white buildings with columns. Dozens, maybe hundreds, of humanoids move around the streets, some in armor with a three-skull symbol, others thin and covered in rags. Barely perceptible movement flickers in the black veil of ceiling above the city.

The city defenses are comprehensive and well-structured. Each gate is always watched by both legions in two sets. Among the four main gates, the watch is two hundred **ghouls**, thirty-two **ghast** sergeants, sixteen **darakhul** lieutenants, and four **darakhul captains**. One **Necrophage ghast** is assigned to be present at each city gate. Soldiers always patrol the city streets in groups of ten with a single officer during their 4-bells of duty.

Beyond that, many priests, Necrophagi, and darakhul nobles can always be found on their own business. Any fight is taken as feeding time in Darakhan; losers feed the winners, and the bones go to the Necropolis. Beggar ghouls clean up any scraps remaining.

CITY QUARTERS AND PROMINENT LOCATIONS

The White City is wide open for exploration, though many sections are quite dangerous for a fleshling visitor. Living creatures can walk around most areas of the city if they wish, though they are likely to encounter at least one pack of hungry **beggar ghouls**, covetous flesh-mongers, or slavers who need additional merchandise.

Combat in the city is common, and it draws attention quickly. Fighting always brings the guard within 5 minutes. Guards always take a ghoul's word over that of a living creature. The exceptions are beggar ghouls. Guards may turn against these least of ghouls if the living creature succeeds on a DC 18 Charisma (Persuasion) check and includes bribes of flesh or gold.

ARTISAN QUARTER

This district has many small shops: weavers, tanners, dyers, smiths, scribes, and jewelers. Payment is often in old or unfamiliar coins, but the ebb and flow of money is a familiar constant. The food stalls include fingers or other recognizably humanoid bits of flesh.

The ghouls in this quarter have a trade and some modest income. They are not interested in trouble, questions, or politics. If a creature, living or undead, acts suspicious, they call the watch, bringing nine **ghasts** and a **darakhul** sergeant in 1d6 + 2 rounds.

BATKEEPERS' HALL

The messenger services provided throughout the empire are provided by the Loyal Order of Batkeepers, a surprisingly diverse group of darakhul, kobolds, derro, and even myconid batkeepers and trainers. Their leader is the First Imperial Batspeaker named Stemli Stonli Underhill (NE male dwarf darakhul). He is an accomplished druid, looks a bit like a derro, and somehow knows almost everything there is to know about darakhul communications, society, hierarchy, politics, and scandal. Occasionally, he shares hints or carefully rationed information, sold to the highest bidder. If he were not so indispensable to the empire, he'd be dead already, and he knows it.

The hall itself is infested with bats and their droppings, though most of the bats live high on tiered ceilings above the hall. The batkeepers see to their feeding on various beetles and their training in carrying messages swiftly and without error to other branches of the Loyal Order.

Anyone can visit the Batkeeper's Hall and pay a small fee to have a message sent. Sending a brief message of 10 words or less within the city costs 1 gp, while sending a message of 10-20 words within the city costs 3 gp. For longer messages (up to 50 words) or longer distances (up to

the edge of the empire), it costs 10 gp plus 10 gp for each additional 50 words or mile beyond Darakhan. Messages within Darakhan arrive within an hour and messages outside Darakhan typically arrive within a day or two anywhere in the Imperium. Interfering with bat messengers is a crime punishable by the removal of an eye and a claw.

The batkeepers themselves are considered mildly chaotic, strange, and apart from most of ghoul society. They tend to be the citizens and sworn fleshlings of the empire most interested in news, espionage, and natural philosophy. While most of their time is devoted to bats, some of them might be friendly to druids, dwarves, or fellow darakhul who take any interest in the care, feeding, and training of thousands of bats.

BEGGARS' HOVELS

This entire district is made of tiny passages between filthy shanties made of piled stones, scraps of leather, and rope. Starving ghouls, their ribs sticking out and their claws twitching, lurk around every corner of the district. Their eyes hungrily follow each living creature that passes through the district. Wailing, a steady, low noise abandoned to despair, echoes from the alleys.

Thousands of lesser ghouls and ghasts live here, always hungry and on the edge of a riot. A living creature foolish enough to enter the region triggers a ghoul frenzy unless it succeeds on a DC 15 Charisma (Persuasion) check each minute it remains in the district. A ghoul frenzy is a mob of **beggar ghouls**, **ghouls**, and **ghasts** that swarm a single creature. The creature must succeed on a DC 18 Dexterity saving throw or be knocked prone and stunned until the end of its next turn. If the creature is knocked prone, each ghoul in the mob can make one melee attack against the creature as a reaction. Few creatures survive a ghoul frenzy long enough for guards to arrive and end it.

MISSING HENCHMAN RETURNS

A formerly living person the characters knew might reappear here in the city. The moment the person appears could depend on their former role. If the person was a city guard, town sheriff, local thief, or other martial figure, they might have been recruited as a member of the legions—and the characters could see the person at the gates.

If the person the characters knew was an acolyte, priest, scholar, magician, or other magically inclined figure, the person might have turned to the ranks of the scribes and Necrophagi or might be a fallen beggar ghoul.

Use whatever you think will provide the maximum contrast with the person's former life.

BURIED PALACE

The Emperor's palace is a mass of twisting tunnels, richly-decorated halls, and strange bone chambers buried beneath the acropolis. Originally built on a cavern hilltop with stone walls, in later years the Emperor Vermesail covered the hill with a mound of stone and mortar in a fit of paranoia. Over time, it has been hardened and calcified with bat droppings and additional layers of dust and stone.

The palace has three entrances: the Cliff Gate to the north requires a climbing or flying approach; the Promenade approach goes right beneath a **gypsosphinx** plinth; and the rarely used Temple Gate goes directly to the catacombs of the Emperor's Shrine.

Given the ghoul love of burrowing and underground spaces, the passages and side halls expanded over time under the rest of the city. The Emperor's mild agoraphobia makes the underground palace quite a welcome, embracing environment. Living visitors claim it is dark, cold, and oppressive. Perhaps the overuse of skulls as decorations has something to do with it.

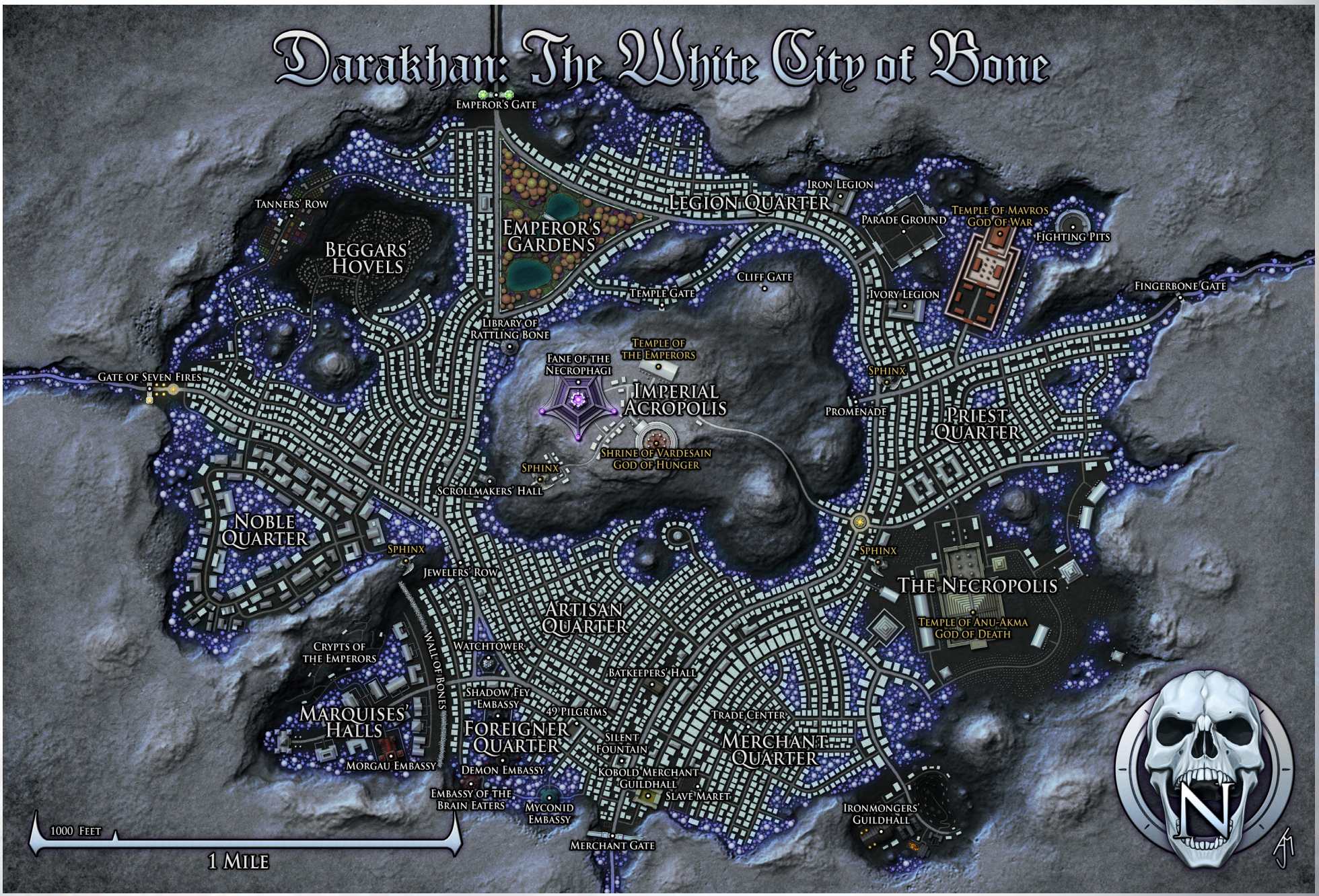
Reasons to Visit

Characters in Darakhan may visit the Buried Palace of their own free will. Likely reasons include:

- A visit to Eressar the Loremaster, a darakhul wizard, rogue, and scholar who many consider the Emperor's wise right hand. Deeply informed on events in the empire, Eressar almost certainly has information that might help the characters, but he has his own ideas as well.
- If the characters arrive in disguise as merchants or in the train of a powerful noble, they might well be invited to dinner. This could be a trap, but it is an easy way to get into the palace.
- If the characters enter by stealth, they might try to sneak in to kill the Emperor or to loot the riches of the palace.

Entering the Palace

If visitors approach the Temple gate, the vulture sphinx challenges them (see the Necropolis for an example of how the gypsosphinx might react to them). If visitors approach at the Promenade, three members of the Ivory Legion and the vulture sphinx watch them. At both the Promenade and the Temple, visitors are searched for weapons, wands,


Darakhan: The White City of Bone
Emperor's Gate
Tanners' Row
Beggars' Hovels
Emperor's Gardens
Legion Quarter
Iron Legion
Parade Ground
Temple of Mavros
God of War
Fighting Pits
Cliff Gate
Temple Gate
Ivory Legion
Fingerbone Gate
Library of Rattling Bone
Temple of the Emperors
Fane of the Necrophagi
Imperial Acropolis
Gate of Seven Fires
Sphinx
Promenade
Priest Quarter
Shrine of Vardesain
God of Hunger
Sphinx
Scrollmakers' Hall
Noble Quarter
Sphinx
Sphinx
Jewelers' Row
The Necropolis
Temple of Anu-Akma
God of Death
Artisan Quarter
Crypts of the Emperors
Watchtower
Wall of Bones
Batkeepers' Hall
Shadow Fey Embassy
49 Pilgrims
Trade Center
Marquises' Halls
Foreigner Quarter
Silent Fountain
Merchant Quarter
Morgau Embassy
Demon Embassy
Kobold Merchant Guildhall
Slave Maret
Embassy of the Brain Eaters
Myconid Embassy
Ironmongers' Guildhall
Merchant Gate
1000 Feet
1 Mile
N

ghoulbane oil, and so on in the proofing chambers before they are allowed into the palace.

Escaping the Palace

The palace guards and guests can quickly overwhelm an unprepared group, especially if they entered by stealth and things turn sour. In this case, it may be worth providing help for a fast exit, such as:

- Vermin in service to the Last King tell the characters about a secret tunnel in exchange for the characters' help against the Emperor.
- A friendly NPC sends the guards in the wrong direction in exchange for a magical or meaty bribe.
- A drow spy offers a magical exit if the group kills one or more darakhul.
- A treacherous noble gives the group a magical disguise and vouches for them as his servants—in exchange for future favors when the characters return to the surface. If they fail to cooperate, he tries extortion.
- An ambitious noble or Cimbrai the Sated takes the disruption as an opportunity to launch a coup. The characters might escape in the ensuing slaughter.

If those don't work out, the characters might wind up in the dungeons and torture chambers. From there, escape requires magic, thieves' tools, and a lot of luck. Alternatively, the characters might end up weaponless in the Fighting Pits and forced to fight hungry ghouls for the Emperor's amusement.

Demon Embassy

The building seems grown from the stone around it like a cancer: black, foul, and pulsing with evil. The walls are carved with hands and claws trying to pull themselves free of the stone; in a few places, horns, eyeballs, and open mouths poke through the hands and claws. The windows and doors, by contrast, are painted a simple, solid red, with rusty iron hinges and door handles. The building has a single main wing, a domed section, and some small towers.

The demons of the Underworld are good friends of the darakhul. At the same time, they are friends of any priests or followers of Alquam or Vardesain and Hriggala, and are happy to help in betrayals, plotting, and mayhem. Two guards watch the main door, though they aren't human, drow, or undead. They are slovenly **dretches** that are easily fooled or bypassed, and they serve as the embassy staff of twenty-three servant-demons, with little intelligence and no manners.

This demonic embassy pushes the ghouls toward chaos and reminds them Lord Mot favors them. The demon in charge is Sinderec, a **glabrezu**. He's always willing to hold an audience with fresh meat and possible souls. He's also willing to betray secrets, attack his enemies among the ghouls (especially followers of the Emperor Cults or the War God Mavros), and to encourage vice in all forms. He isn't subtle about this. If visitors want to fight, the demon is eager to oblige. He keeps a single **vrock** bodyguard overhead in the rafters to make sure he wins these sorts of "assassination attempts," as he thinks of them.

If the characters have an audience with Sinderec, read: *A dog-headed, four-armed creature sits on the far side of a large table made of stained grey wood. It seems to be finishing a meal while two servants lick its fur clean. It throws the bones to the floor, wipes its hands on its belly fur, and licks its lips. It then greets its visitors, its doggish snout slobbering with strings of drool.*

Before Sinderec offers any visitor assistance, he requests a goblet of blood from the visitor to "show sincerity" in the request. A visitor filling the large goblet loses 7 (2d6) hit points from blood loss. If a visitor refuses to give Sinderec blood, the visitor has disadvantage on all Charisma checks against Sinderec.

Blacktooth. Sinderec's prized wand, *Blacktooth* (see page 257), was stolen from him and sits in the lair of a cave dragon somewhere on the edges of the Imperium. If the characters don't have it but agree to retrieve it for the demon, you can use The Last Dwarven Redoubt in *Underworld Lairs* for the cave dragon's lair or create your own cavernous location for the cave dragon that holds *Blacktooth*. Sinderec is eager to have the wand returned. If the characters have it, he offers them anything short of a *wish* to get it back. If word gets back to Lord Alquam that Sinderec has lost his badge of office, Sinderec's fate won't be worth dretch spit.

Treasure. The ambassador is a very wealthy demon, frequently selling his office and promising access to demonic blessings and magic in exchange for gold, blood, and souls. He has 13 chests in his treasury:

- two contain 4,000 sp each, two contain 4,000 gp each
- one contains notes on magic and arcana, including four *spell scrolls* (of the GM's choice)
- three contain 13 skulls or shrunken heads of prominent ghouls and diabolists
- two contain jewelry, seals, and rings (worth 3,000 gp per chest)
- one contains three demonic, black steel *+2 daggers*
- one contains 200 gems of all kinds (worth 10,000 gp total)

The last chest contains raw souls, which appear as luminous gems. A successful DC 15 Intelligence (Arcana) check makes clear that these are not earthly gems. A successful DC 18 Intelligence (Arcana or Religion) check reveals that they are souls of evil creatures, trapped in physical form and likely to be used in demonic rituals to create more demons.

EMBASSY OF THE BRAIN EATERS

This globular structure pulsates with the movement of wormlike creatures just under the building's reddish skin. Its door slits open and close with muscular action. The guard outside the doors wears a heavy cloak with a deep hood, and its features aren't visible.

The embassy is a conduit between the brain eaters and the noble ghouls, who value the brain eaters' mental power and forbidden knowledge. The beggar ghouls despise the brain eaters. The Emperor has made it clear the brain eaters are not to be disturbed, while the beggar ghouls think these creatures should be just another source of meat.

If living creatures visit the embassy, odds are good they won't get far. The brain eaters find the brains of ghouls inedible, but they see living humanoids as incubators. While within their embassy, the brain eaters are free of most ghoulish laws protecting living creatures and merchants, and they are quick to capture living creatures foolish enough to enter the embassy.

EMPEROR'S GARDEN

Filled with odd mushrooms and even a few ferns and shade-tolerant plants from the surface, this walled garden requires a vast amount of care, magic, and attention. Its beauty is reserved for the Emperor, his gardeners, and a few favored nobles and priests, as well as the various ambassadors who are currently in good standing.

Some of the mushrooms in the garden produce especially deadly spores, and others produce hallucinogenic spores highly prized by myconids and kobolds for their euphoric and vision-inducing powers. The Emperor occasionally makes gifts of one or the other to living allies, though he sometimes omits exactly which variety the gift contains.

EMPEROR'S GATE

Close to the Emperor's Garden and the Legions, this gate is closely watched as the site where the Emperor most frequently leaves the city for points north.

FANE OF THE NECROPHAGI

Six floating skulls surround this black tower, and its windows glow greenish-yellow with a steady light. Two skeletal creatures stand on the tower battlements, and two more stand at the iron door.

The black tower is meant to attract the attention of those who visit the city, and to show the Emperor's power. However, it is not his palace. It is deliberately big and visible. **Clacking skeletons** (*Creature Codex*, p. 340) led by a **skeleton monarch** (*Creature Codex,* p. 341) and darakhul necromancers defend the Fane. The loud clacking of the skeletons in motion serves as a warning to those inside of external danger.

The necromancers in the Fane have connections to the Barons of Morgau and Doresh (close allies), to the Old Lords of the Stross (now mostly gone, though some undead remain), and to the Arcane Collegium in Zobeck (weak links through the several necromancers and diviners who know of the empire).

The Master of the Necrophagi is Magenthus Quickborn, an ancient **bone collective**. He is not currently at the Black Tower, but he is in frequent consultation with the Emperor, the Loremaster Eressar, and the courtesan Olja Chornovoi (NE female elfmarked darakhul) at the palace. Master Quickborn has four **stuhac** (*Tome of Beasts,* p. 370) guards who follow him everywhere.

FIGHTING PITS

Ghouls love violent death, especially when there's blood and food after a match. Fights are held here every other day, some of them to settle feuds among noble houses of the darakhul, or a matter of honor between legions. Other fights simply involve powerful ghouls terrorizing and devouring a few foolish adventurers or creatures captured by border guards for traveling with contraband who might amuse the crowds of legionnaires and beggar ghouls. A few professional fighters exist, but most who survive (like Bracus Hellspear or Matoni Razic) fight only against those they know they can slaughter.

The main bookmaker these days is a new fellow recently arrived from Zobeck, a former member of the city guard, Arno Landsteiner, now called Arno Underland (NE male human darakhul).

FINGERBONE GATE

Dark, small, and sealed with a water gate to keep the living at bay, this gate is popular with the undead but not with kobolds, cloakers, or other races that avoid swimming when they can. The bottom of the water passage is rumored to be covered with small bones.

FOREIGNER QUARTER

This district is full of life, literally. Kobolds, bugbears, drow, deathcap myconids, troglodytes, and even derro walk these streets with barely a ghoul in sight. They all seem busy with matters of their own. The district's buildings are small but well built, and most have no windows.

This is where the visitors and merchants stay, by law and by custom, to avoid the risks of a fight, bloodshed, and rioting. At any given time, this foreign population amounts to about 11 (2d10) merchants and hundreds of their guards, livestock, and slaves.

Most foreigners come here to sell their own people or their rivals into slavery. Others come with ore, weapons, magical components, livestock, cloth and jewelry to sell to the wealthy of Darakhan. The district contains many small warehouses, all of them tightly warded with *magic mouth*, magical locks, and sentries. Petty theft is punishable by loss of an arm. Execution is for large thefts.

Living creatures looking for a safe place are advised to stick to this ghetto. The two caravanserais catering to visitors are the 49 Pilgrims and the Silent Fountain, and they are accustomed to booking large groups. They charge 25 gp a night for smaller groups, food and forage included. Most visitors travel with giant lizards or carrion beetles and pay twice that amount.

GATE OF SEVEN FIRES

Known for the magical *daylight* spells embedded in its defenses, this gate is in frequent use. Spirits and magical wards see through magical disguises and shout a warning to the guards—or so rumor says.

IMPERIAL ACROPOLIS

The hill overlooking the city rises a hundred feet above the main cavern. Three large buildings stand on it alongside smaller statues, pedestals, and towers. The buildings are an enormous purple and black tower, a grey and white building of many pillars with a large carved entryway, and a large white and red stone temple.

These three are the Temple of the Emperors, the Fane of the Necromancers, and the Shrine of Vardesain the God of Hunger. The Acropolis is strictly off-limits to foreigners unless they have explicit documents granting them permission (such as a scroll requesting an audience) or unless they are guests of a general of one of the legions, or guests or servants of a major noble of the ghoulish court.

LEGION QUARTER

The barracks for the Iron and Ivory Legions and the War God's temple dominate the eastern end of this military quarter. The homes of lesser ghouls, allies, and servants of the legions dominate the western end. This quarter is home to most of the weaponsmiths, armorers, and suppliers of the imperial legions.

LIBRARY OF RATTLING BONE

A heavy building of pale stone, this library's bronze doors are carved with hundreds of messenger bats and interwoven figures of gods, scholars, and ghouls in a lineage that seems to go back to Thoth and Vardesain. The two-tiered chamber within holds thousands of bone scroll tubes, each wrapped in rope or leather covers to indicate its contents. Many are sealed with wax. Several bronze automatons wander the space, organizing the scrolls or assisting visitors.

The most famous library of necromancy in the Imperium is the Library of Rattling Bone. A small scriptorium sits on the library's southern side, attached by a short walkway. The library's Chief Librarian is Renato the Binder (LE female human darakhul **archmage**) who has a perfect memory for text and deep stores of arcane knowledge. Her servants are a dozen **library automatons** (*Tome of Beasts,* p. 273), all of which assist in keeping the library clean, organized, and free of infestations of the many creatures that would happily devour paper, parchment, and knowledge. Renato herself studies codices and arranges for the necrophages, priests, and others to train apprentices, write down their discoveries, and share the deeds, failures, and lineages of the empire.

Thousands of leg bones constitute the scroll cases found here, sealed with clay and often marked with the sigil of the scribe who wrote a particular item. Moving the collection or gathering a pile of bone scroll cases often makes a distinctive noise, giving the library its name. The documents stored here include arcane spell formulas, notes on noble titles, fiefdoms, occasional accounts of battles or matters of justice, and various documents brought here from the surface, including maps and descriptions of most cities accessible from the Underworld tunnels.

Though open to all citizens of the Imperium, in practice this library is visited almost exclusively by darakhul spellcasters, scholars, nobles, and priests, along with a smattering of satarre necromancers, gnome diabolists, and vampire wizards. Famous spellcasters such as Magenthus Quickborn (leader of the necrophagi), Denahrek ai-Vardoss (a legend among the satarre void speakers), and Sablehorns (gnomish high priest of Chernobog in Königsheim) are frequent sights, and rumor has it that

the archmage of Bemmea visited once to inquire about a particularly thorny point of dispute with a colleague.

The scrolls are warded against theft; any scroll taken out of the library immediately shines a bright, golden light that draws a great deal of attention. Theft from the library is punishable by death and dismemberment (and not in that order). Renato has absolutely no patience for thieves or vandals of any kind. The first hint of misbehavior is generally met with a *dominate person* or *time stop* spell and a quick trip to a marquis for a hearing and execution.

Rumors that the Rattling Library is haunted, alive, or sentient in some form have never been proven. Likewise, a narrow, claustrophobic storage closet in one section of the library is said to have once connected it to the Stross Library, but again this may be nothing more than a fanciful legend.

MARQUISES' HALLS

A small rise south of the noble's district is the site of several larger compounds, all of them walled off from the rest of Darakhan. Guards and lich hounds patrol the wall.

The Marquis Crumbcoat (NE male human darakhul) has a large palace, like many of the other marquises. Any of them are willing to have an audience with a living creature that comes recommended as trustworthy by another noble, government official, or trusted agent of the noble. Getting into an estate without credentials requires a successful DC 20 Charisma (Persuasion) check or a massive bribe. Nobles are not willing to be seen "trafficking with fleshlings" as though they were equals.

A successful audience with one of the marquises can provide a person from the surface with information about the court, its officers, and its protocol. During the audience, a successful DC 18 Charisma (Persuasion) check earns the visitor and its colleagues an invitation to visit the Buried Palace as the Marquis' guests.

Wall of Bones. While bone in the Imperium is often used for building material, in this case it is a defensive structure strengthened with magic to divide city quarters and to provide a bit of high ground to this part of the city.

Crypts of the Emperors. These memorials are often adorned with bright mushroom bouquets or candles. Young initiate-priests of the Emperor Cult maintain a vigil here to prevent any vandalism or theft. Some stories claim the emperors and their dukes were buried with sapphire rings, magical wands, or similar treasures, but only the most foolish and reckless consider robbing these tombs.

Morgau Embassy. This is a relatively new structure of black and red stone set with dozens of small niches for lanterns and candles and several crannies for bats to enter and leave. It reflects the stronger recent alliance between ghouls and the surface vampires. It is built in a place of honor to show the tighter bonds between the two nations. Countess Urzana Dolingen (*Midgard Worldbook*, p. 90, 94), one of the main forces behind the recent alliance between ghouls and vampires, is a frequent visitor to the Embassy. An older embassy in the Foreigner Quarter is now a location for Morgau merchants and visitors to rest away from the ghoul masses.

MERCHANT GATE

The most active gate for the living, this gate holds the most direct route between Darakhan and Lillefor and comes out near the Merchant's Quarter. Bribery and smuggling are not unknown here, for the captain of the gate, one Rutil Ebernacht (LE male human **darakhul captain**), is always trying to keep commerce moving and his own pockets filled with flesh and coin. Most visitors refer to him as "Major" or "Boss," and make sure that his soldiers are always well-supplied.

MERCHANT QUARTER

This quarter is devoted to commerce. Everywhere, ghouls, kobolds, slaves, and zombies carry goods, force slaves to march in shackles, and haggle over prices. In addition to the constant flow of slaves, there's an abundance of metal goods: black iron hammered into shields, weapons, and armor, as well as mining tools, manacles, and coal. Stranger items include otherworldly metals, alchemical drinks, foul liquids, and even wigs and songbirds.

All mundane goods and many magical and alchemical goods are available here, including slaves and livestock, carrion beetles, and necromantic items. Surface dwellers pay a premium, but it's amazing what has found its way down into the Underworld. Snakes, birds, bats, tapestries, grave goods of all kinds, gold and silver ornaments, fine leather boots and even incense are all available, for a price. The goods kept under the closest guard are the slave pens, which are protected by *alarm* spells and serious darakhul guards.

NECROPOLIS

Hundreds of gravestones and dozens of memorial statues and markers dot this quiet necropolis, but its most striking feature is the large temple standing at its center.

The crypts and mausoleums of the necropolis are dedicated to fallen soldiers and notable citizens of the Imperium. The temple at the center of the necropolis is dedicated to the god of death, Anu-Akma, and prayers to the god echo throughout the necropolis from the temple.

Guardian of the Necropolis. A **gypsosphinx** (*Tome of Beasts*, p. 359) guards the necropolis, speaking riddles and demanding tribute from any who wander the crypts. If the characters approach the sphinx, read the following:

> The creature is as large as a small dragon, with long feathered wings, a lion's body, and a vulture's head. Its eyes seem like an eagle's: sharp and missing nothing. The thing speaks, "Feed me flesh and answer my riddle, and I will give you the information you seek. Fail in your answer, and I will eat one of your hands." It preens its feathers, barely interested in the reply.

The first riddle it asks is:

I am a wingless bird, flying to the clouds;
I give birth to tears of mourning,
Though there is no cause for grief;
And at once on my birth, I am dissolved into air.
The answer is "smoke".

The second riddle is:

This we love more than life,
Fear more than death,
The rich want it,
The poor have it,
The miser wants it,
And the spendthrift saves it.
The answer is "nothing."

If a visitor answers incorrectly, the gypsosphinx may demand its tasty hand as payment. If a visitor answers correctly, the gypsosphinx offers information about

the empire, the Emperor or his Loremaster, or other information that furthers the game at the GM's discretion.

Treasure. The vulture sphinx is remarkably wealthy, as the ghouls often consult it for advice and prophecy. Most of this wealth is in the form of carrion flesh in its nest, which living creatures may not find valuable outside of using it for trade with the ghouls in Darakhan.

The rest of the sphinx's treasure is kept buried in a hollow below the plinth where it perches and includes 784 pp, 3 water opals (worth 400 gp each), four jacinth (worth 50 gp each), a blue star sapphire pendant on a silver chain (worth 1,000 gp), a gold-plated ornamental steel longsword with fiery yellow corundum jeweled hilt (worth 2,000 gp), a diamond ring (worth 5,000 gp), and two mithral combs (worth 500 gp each). The cache also contains a suit of *+1 plate armor* and a *stone of good luck*.

NOBLE QUARTER

This section of town is filled with guards, high walled compounds, and buildings set back from the street—some of them with towers that look like small fortresses. The only people on the street are servants scurrying somewhere on an errand or nobles being carried in a litter. None seem inclined to talk.

Patrols and guards are everywhere, passing through each street roughly every 20 or 30 minutes to sweep up and question beggar ghouls and other vagrants. While dozens of nobles live here, the most influential and powerful among them are the eleven nobles and general listed below:

1. Baroness Jasna Braintree (NE female human darakhul)
2. Beetle Baron Milorad Mudmouth (LE male gnome darakhul)
3. Silver Baron Vukas Crowsroad (CE male human darakhul)
4. Lord of Tears Marius Cipic (NE male human darakhul)
5. Mad Lady of Tears, Sable Niklos (CE female derro darakhul)
6. Master of the Necrophagi Sevtozar Zoric (LE male darakhul **archmage**)
7. Captain-General of the Ivory Legion Branko Charonson (LE male human darakhul)
8. Lich-Magister Olja Chornovoi, the Emperor's former courtesan (NE female elfmarked darakhul)
9. Mistress of Monuments, Anica Rivermute (NE female human darakhul)
10. Lord Hunter Illeno Crypthand (NE male trollkin darakhul)
11. Field Marshall Iago Estarban of the Iron Legion (NE male human darakhul)

Occasionally an assassination or coup is staged against one of the ghoul lords. These typically happen quickly and the perpetrators flee to avoid recognition. Patrols don't immediately arrest visiting foreigners for any assault in this quarter. However, if living creatures are seen near the site of any violence, word spreads quickly, and the lords themselves may decide to eliminate these 'visiting assassins.'

PARADE GROUND

This flat square surrounded by beetle stables and barracks is constantly active. It is the site of military drills, formation training for **carrion beetles** (*Tome of Beasts,* p. 52) and their riders, and inspections of the various deciles and legions. Most of the military ghouls ignore anyone who is not a member of the legions (in particular, an officer), but the beetles are less fussy. They might attack any creature other than a darakhul or ghoul who ventures too close to the cavalry training, where they work with archery, ballistae, and acid spitting on command.

SHADOW FEY EMBASSY

One white building in this quarter stands out, not so much for its color, which is common enough, but for its glowing light and shimmering surface. Its towers ripple under the weight of tens of thousands of white moths. The building's roof is covered with whirring flying things, and its doorways are lit with glowworms. Small, hooded creatures, about the size of kobolds, guard the door, holding huge axes.

If a living creature approaches the door, read:

Dozens of moths land on you when you approach, fluttering their glowing wings. The guards don't move.

The white moths aren't just pretty; they are also an alarm, covering any non-fey in hundreds of otherwise harmless but glowing creatures. This effect works like a non-magical version of the *faerie fire* spell. The two guards are **quicksteps** (*Creature Codex*, p. 308). They can't be bribed (they fear their master too much), but they can be convinced to open the door by a plausible excuse and a successful DC 20 Charisma (Persuasion) check.

Sometimes called the Black Prince's Embassy, the interior of the building is decorated with black banners depicting his heraldry of a blue boar on a white shield.

If a character enters the embassy, read:

A wooden gallery runs above the audience chamber. A fey lord sits in a small chair draped in purple velvet. He wears black chain armor and an open-faced helm topped by a glowing, white feather. He has a rapier at his side and two enormous, black dogs at his feet. The fey toys with a green, leafy wand.

The Black Prince (NE male shadow fey) is superficially friendly. He is bored with the company of the undead, and he hopes visitors can amuse him. For more information about the prince and his plots, see *Courts of the Shadow Fey*. While speaking to the Black Prince, a successful DC 20 Wisdom (Perception) check notices elvish voices and the rattle of a quiver in the gallery above the audience chamber.

The Black Prince wants to strengthen his alliance with the ghouls so his goddess will grant him dominion over his fellow princes in the Shadow Realm. He will pay anything and do anything to prevent the ghouls from gaining too much power in the Shadow Realm. At the same time, he pretends to be the ghouls' faithful ally and pumps them for information every chance he gets.

His two **hounds of the night** (*Tome of Beasts*, p. 251) keep melee fighters away from the prince, and the six **shadow fey hunters** (*Tome of Beasts*, p. 173) above shoot at spellcasters first, then anyone threatening the prince.

Treasure. The Black Prince has many odd things—the horns of shadow elk as a hunting trophy, the bottled sighs of virgins, and the collected shadows of the Family Stross—but these are only valuable in the Shadow Realm, or at least only valuable among the shadow fey. His real treasure is a dozen silver apples made of distilled moonlight. These apples shine like mithral and are worth 1,000 gp each. A creature holding an apple gains a +2 bonus to its AC and ignores any natural weaknesses to sunlight it has, such as from Sunlight Sensitivity. They are always carried by two young shadow fey pages who intend to present themselves as apprentices to the Emperor at an upcoming audience. These treasures are meant to bribe the Emperor, and the pages are meant to be spies, communicating with the prince via messenger bats.

SHRINE OF VARDESAIN, GOD OF HUNGER

The red and white temple has many pillars, each carved to resemble a ghoul holding up the temple's roof. The floor is glossy black marble with inlaid mosaics under the pews. A large pit occupies the space where an altar would be in most temples, and it is guarded by one attendant, a bald undead dressed in a simple black robe. It seems to be deep in thought or meditation and is entirely motionless in front of an enormous stack of neatly arranged thighbones and leg bones.

The bald undead is Cimbrai Grimscribe (NE male human darakhul), the master of this shrine to the Hunger God Vardesain and one of the rare Sated, ghouls who no longer hunger or need to feed. He stares at bones and meditates on the nature of necrotic planes such as Evermaw and the Hells. When it amuses him, he incites the beggar ghouls to riot or to a frenzied attack on whatever poor group of foreign merchants they can get their claws on.

If a visitor brings an offering of food, Cimbrai listens politely to the visitor's concerns but does nothing. Unless visitors seek help overthrowing the priesthood of Anu-Akma or Mavros, they get no help from Cimbrai. He wants complete and absolute change and the death of all living things as soon as practical. There is nothing a visitor can offer him that interests him, other than death and slaughter. And for that, he has an army of thousands of beggar ghouls.

If a visitor fails to bring an offering of food, he politely but firmly insists the visitor leave the temple. If the visitor refuses, he says, "*If you do not bring food, you become food,*" then speaks a few words of a hunger prayer, which brings the elder black pudding up from the pit.

The pit is 20-feet deep and the home to an **elder black pudding** (double the creature's normal hit points and damage) that serves as a focus of worship and meditation for the followers of the Hunger Cult. They call it simply "the Devouring Spirit." It appears one round after combat begins and attacks all non-undead it finds. It never pursues a foe outside the temple.

TEMPLE OF ANU-AKMA, GOD OF DEATH

A series of carved figures looms over the enormous temple doorway, which shows a masked figure in long robes welcoming visitors with open arms. Contrary to its benevolent appearance, the figure's mask is actually a blank face, and creatures entering the temple walk beneath the full length of the figure's scythe. A second, larger figure on the column just inside the door is a thin figure with the head of a ram and black robes. Steady, bluish flames from many small brass tubes light the interior. The altar is white stone heavily marked with reddish stains. The priests at the altar wear red robes and swing incense burners that reek of acid or lye. A priestess chants above the body of a man lying on a platform in the center of the temple. The priestess holds a candle in one hand and a heavy black staff in the other.

A successful DC 15 Intelligence (Religion) check recognizes the two figures flanking the doorway as representations of the god of death and his heralds. A successful DC 12 Intelligence (Religion) check notes the priestess in the center of the temple is performing last rites for the body on the platform before her.

All the death and darkness gods of the darakhul have a temple in the White City, but the temple of Anu-Akma is one of the easiest to see, as it stands among all the crypts and mausoleums of the Necropolis. Worship of Anu-Akma is loud and sincere; the blankfaced statue of the god is said to be a great wellspring of ghoulish power. Jackal-headed **anubians** (*Tome of Beasts*, p. 24) and well-armored **gnoll** servitors often walk the halls of the temple.

The temple sometimes hosts a powerful diabolist named Waldrop Mallecar, who leads the Travertine Order of assassins and killers for hire. He is more often found at the Demon Embassy than at the temple.

The high priestess of the temple of Anu-Akma is Lucretia Tideblood (LE female **darakhul high priestess** [*Creature Codex*, p. 172]). She is a human darakhul who served as a priestess in life as well. Her two assistants are **darakhul** underpriests, and four **lich hounds** (*Tome of Beasts*, p. 274) protect her at all times.

Treasure. The sacristy of Anu-Akma's temple is overflowing with gold plate, gold and silver coins, and offerings of carved bone, mithral statuettes, and miniature scythes made of bronze. The total value of the offerings is 25,000 gp, but the goods are protected by a curse that affects anyone taking so much as a single coin. This curse makes it impossible for living creatures to magically regain hit points, though the creature can still regain hit points naturally. If a construct or undead takes an item from the sacristy, any priest of Anu-Akma within 100 feet of it can sense it is cursed by the god of death for theft from the god's temple. The curse can be lifted only by a *remove curse* spell cast on each item taken from the sacristy or by returning the stolen item to the temple.

TEMPLE OF THE EMPERORS

This small grey and white temple seems devoted not to a single god but to many. The building is dominated by four tall statues: three male and one female.

The memories of the previous emperors Tonderil, Haresha, and Vermesail are all kept fresh here, with statues of them in proud poses, sacrifices to their memories, and a small priesthood of warriors and lawyers. The fourth statue is of Nicoforus the Pale, the current Emperor. The Temple of the Emperors is popular among the palace folk and the noble darakhul, but it is largely off-limits to beggar ghouls and commoners.

High priestess Doina Doresh (LN female **darakhul high priestess** [*Creature Codex*, p. 172]), a former human priestess of Charun the Boatman, is a very ancient ghoul entrusted with the care and running of this temple, a position of great honor and few duties. She claims to be the spawn of the Empress Haresha herself. True or not, she has a sharp political mind and has advised the Emperor for some years. Anything said within her hearing goes directly to the Emperor's ear, though she feigns treachery if she thinks it will gain her valuable information.

Doina is completely loyal to the Imperium and remains a major figure in the cult of Charun in the Underworld. Doina Doresh does not stand and fight. If attacked, she activates a magical ring she wears that casts the *sanctuary* and *greater invisibility* spells on her. She escapes and returns with fifty soldiers of the Iron Legion (various ghouls, darakhul, and iron ghouls) to deal with the attackers.

Adventure Summary

Ten years ago, King Lucan, vampire ruler of the Principalities of Morgau and Doresh, formed a military alliance with Emperor Nicoforus the Pale of the Ghoul Imperium, and their combined armies annexed the Electoral Kingdom of Krakova, which became part of the Blood Kingdom.

Following their success in Krakova, and with the realms below firmly under their control, the thoughts of the darakhul are turning again to the surface. Emperor Nicoforus remains wary of further expansion while undead control over Krakovar is at risk from the Court-in-Exile in Dornig and the dwarves of the Wolfmark.

Others are not so cautious. Duke Morreto Lichmark, ruler of the ghoul city of Vandekhul, and Radomir Marrowblight, a high priest of Vardesain the Hunger God, are working together to solidify ghoul power.

Morreto has designs on the imperial throne. If he can grow ghoulish influence on the surface and build up his own power base enough, he believes he can challenge the Emperor's rule. Radomir wants Vardesain recognized as the one true religion of the darakhul, and he ultimately wants the establishment of a "Kingdom of Hunger," a theocracy controlled by the Hunger God's priesthood.

With these goals in mind, Radomir and Morreto search for ways to grow their power. Fortunately for Radomir, he recently received a vision from Vardesain himself: Archduke Avgost of the Krakovan royal family survived one of the battles of the invasion of Krakova against all odds. The god demands the archduke's slow and painful death, followed by his transformation into a darakhul. Once paid in noble blood, the Hunger God promises to reveal the secret of creating new darakhul faster and more reliably to Radomir.

Morreto and Radomir are acting without the blessing of the Emperor. Moreover, the priest's plans for a Kingdom of Hunger with Vardesain as the dominant god are sure to lead to friction with the ghouls' vampire allies and their Red Goddess. If the characters can frustrate their plans, the Hunger Cult will be suppressed, further ghoul expansion plans will be checked, and the ghouls' alliance with the vampires will be weakened.

Dread Chambers of the Undercity. Radomir's agent, Borys Kreul, has been dispatched to work with members of Marena's cult in Zobeck's Cartways to draw Zobeck's

WHAT DO I NEED TO RUN THIS ADVENTURE?

At minimum, you need this book and access to the internet to run all of the story-based events and encounters in this adventure. If you do not have the *Creature Codex* or *Tome of Beasts*, the creatures from those books are available online at:

https://open5e.com/monsters/monster-list.

The ghouls and ghoulish creatures from the *Creature Codex* and *Tome of Beasts* that appear in either the main story or the preceding gazetteer have been re-printed in the Monster Appendix on page 273 for ease of reference.

Though not required to run this adventure, a passing familiarity with the Ghoul Imperium (see the Underworld Gazetteer on page 6) and the recent political history of the Ghoul Imperium and the Blood Kingdom Morgau (most of which is briefly explained in the Adventure Summary) is recommended. Alternatively, this adventure can be set in any world that contains an underground nation of ghouls, an above-ground territory belonging to vampires, a mountainous area ruled by dwarves, a cold temperate wetland, and a desert.

A digital map of Midgard can be found at:

https://midgardmap.koboldpress.com/

The story of *Empire of the Ghouls* spans many nations of Midgard, and the map, along with its distance-calculating tools, should prove valuable when determining travel routes for the player characters.

To run this adventure optimally, we recommend using the *Midgard Worldbook*, *Midgard Heroes Handbook*, *Zobeck Gazetteer*, and *Underworld Player's Guide*. These books provide additional world background (if you are using the Midgard setting) and a variety of player options (including spells that are optional spells for some of the NPCs and monsters in this book).

political attention away from Morgau. Once Zobeck's attention is focused elsewhere, Radomir plans to dispatch more agents into the Ironcrags and the Magdar Kingdom in search of the Court-in-Exile. Kobolds falsely-accused of disappearances in the city hire the characters to find the true culprit. In the process, the characters uncover pieces of the ghoulish plot.

The characters should start this adventure at 1st level, reach 2nd level after protecting Brik but before entering the Zobeck Catacombs, and end the adventure at 3rd level after defeating the Cult of Forbidden Ecstasies.

Holy Robes of Sister Adelind. Noticing the machinations of the ghouls within her city, the clockwork goddess Rava awakens her oracle in Zobeck and tasks the characters with finding an ancient relic to use against the uprising ghouls. While seeking this relic, the characters stumble across some of Radomir's spies and discover the ghouls are after a Krakovan nobleman.

The characters should start this chapter at 3rd level, reach 4th level by the time they arrive at the Black Fortress of Grisal, be 5th level after clearing the Ruins of Yarosbirg, and end the adventure at 6th level after returning to Jozht with the *Holy Robes of Sister Adelind*.

Blood Marriage. With the relic in hand, the characters follow the oracle's warning of an unholy union and signs in the Free City of Jozht of dark tidings in the Northlands. They venture into the Northlands where they stumble upon an invitation to a wedding between the priesthoods of Vardesain and Marena, a marriage that would exponentially increase the political and magical power of the priests and priestesses of both deities. After stopping the marriage, the characters return to Jozht to discover the ghouls have successfully kidnapped the Krakovan nobleman, Archduke Avgost.

The characters should start this chapter at 6th level, reach 7th level after defeating the Cultists of Ragnarok, and end the adventure at 8th level after stopping the dark wedding in the Midnight Temple.

Catacombs of the Ghul King. The characters learn a group of priests known as "gravebinders" know how to pass among the undead undetected. The characters travel to the Southlands to uncover this power that will allow them to sneak into the Underworld and rescue the archduke from the ghouls. On their travels, they have a run-in with allies of Duke Morreto, who has tasked his underlings with capturing or destroying any suspicious travelers in an effort to protect his plans. When the characters finally arrive in the Southlands, the gravebinders are facing their own problems with uprising undead and promise to share their power after the characters help them quell this new uprising.

CREATURE NAMES IN *EMPIRE OF THE GHOULS*

Creatures whose names appear in bold without a page or book reference can be found in the text near where they are named or in the *System Reference Document 5.1*. Similarly, spell and magic item names which appear in italics without a page or book reference can be found in the *System Reference Document 5.1*.

If a creature's name or type isn't in **bold** and its parenthetical lists a creature type with multiple options for its statistics, such as "Yigosain (CE male derro darakhul)," you can use any statistics of that creature type that are appropriate for your game. For this example, Yigosain can be a standard **darakhul, darakhul captain, darakhul shadowmancer** (see the Monster Appendix for these statistics), etc., whichever fits best for the game you are running. Likewise, "Trehild Shardspike (NG female dwarf)" can be an **acolyte, mage, archmage**, or use whatever statistics are appropriate for your game.

The characters should start this chapter at 8th level, reach 9th level shortly after they arrive in Siwal in the Southlands, and end the chapter at 10th level after putting the Ghul King to a more permanent rest.

Into the Fuligin Realm. With the power to pass undetected among the undead in their hands, the characters travel into the Underworld on the outskirts of the Ghoul Imperium. They seek allies and information about the archduke's whereabouts, eventually ending up in an audience with a former king of the Ghoul Imperium. He aids the characters, knowing their disruption of Morreto and Radomir's plot helps further his goal of overthrowing Emperor Nicoforus without showing his hand in the process.

The characters should start this chapter at 10th level and reach 11th level just before entering the Dragon Graveyard.

Pure City of Vandekhul. The characters arrive in the Pure City of Vandekhul where Archduke Avgost is being prepared for sacrifice. They sneak through the city, gaining allies along the way who shelter them from Morreto and Radomir's agents, and face Morreto and Radomir in a final showdown in the city's temple to Vardesain.

The characters should start this chapter at 11th level, reach 12th level after cleansing the dark temple on Chandelier Island, and end the chapter at 13th level after stopping the machinations of Morreto and Radomir in the Bone Cathedral.

Dread Chambers of the Undercity

"No matter what horrible tales you've heard of the spell-ravaged magocracies of the Wasted West, or the bloodthirsty fiends of the shifting southern sands, or even the fey-tainted roads of the Shadow Realm… nothing compares to the horror of those lightless regions of the earth under the dominion of Nicoforus the Pale, Emperor of Ghouls. And his dark realms run right beneath our feet, my friends. That's right! The cartways and catacombs of our fair city are home to a festering legion of unspeakable dread! They thirst for your blood! They hunger for your flesh! And while the ivory towers full of Zobeck's nobles ignore the rats beneath their feet, this plague will continue to spread until our city itself is wracked with the disease of undeath! Beware the black chambers, my friends. Beware the Empire of the Ghouls."

—Halford the Found, Zobeck Doomsayer

"Ghouls are a lot like junkyard dogs. They only love you when they're hungry…"

—Professor Gibbik, Kobold Engineer

Chapter Background

Strange things are afoot beneath the cobbled streets of Zobeck, and the alleys of the Free City are rampant with rumors most foul. For several weeks, various Zobeck citizens in the neighborhoods south of Crown Square have gone missing, and all signs ruefully point to the inconspicuous kobolds of the nearby Ghetto. By all accounts, the roster of missing persons seems erratic at best; but as the weeks have ambled along, the mounting suspicions of Zobeck's guildmasters have been galvanized by the disappearance of a few residents of notable (and often ill) repute. The air around Lower Zobeck has since grown thick with speculation, and a dangerous civil unrest festers among the hearts of otherwise law-abiding people.

A local blacksmith's daughter has joined the growing list of missing citizens, and the old ironworker has taken it upon himself to rouse a suitable group of rabble to dispense some mob justice. However, the kobold patrons Heston Straic and his vengeful crowd seek to punish are far from the cause of Zobeck's troubles. In actuality, a covert shroud of ghoul operatives from nearby Morgau and Doresh has been working in secret from the city's Cartways to undermine Zobeck's civility to its own sinister ends. In alliance with a cabal of Red Sisters of Marena (see page 254), the ghouls have not only worked tirelessly to frame the kobolds for their heinous crimes, they've been converting clueless Zobeck nobles to their wicked cause. The ghouls are encouraging the nobles to promote anti-kobold sentiment and increase military support against the Dragon Empire, lessening Zobeck's military presence on the Morgau border and allowing the Ghoul Imperium's and Blood Kingdom's agents to move more freely in the Ironcrags. With this freedom, Radomir Marrowblight, darakhul high priest of Vardesain, plans to send agents in search of a special quarry.

Certain influential thrill-seeking citizens, including consul Melancha Vendemic, have unscrupulously promoted these racially-charged aims in exchange for membership to the debaucherous Cult of Forbidden Ecstasies—haplessly unaware of their roles as pawns in the greater ghoulish scheme. From the lightless depths of Zobeck's cartways and catacombs, the Red Sister Felixia Bael-Sheth and the ghoul assassin Borys Kreul command the spearhead of this mysterious Imperial agenda. Can someone brave Zobeck's treacherous subterranean sprawl and halt this sanguinary mayhem before it's too late?

Beginning the Chapter: The Desperate Kobold

The characters are in Zobeck for one reason or another: they are Zobeck natives, they are in town seeking a new life, they've just finished a job protecting a merchant caravan, or similar. Whatever their reasons for being in Zobeck, their capabilities have drawn the attention of the desperate Skirtal, proprietor of the Rampant Roach restaurant. He invites the characters to the Rampant Roach for a meal and to discuss their temporary employment as guards for his nephew.

THE RAMPANT ROACH

Tucked away in an alley south of Crown Square, the tiny establishment known as the Rampant Roach is an unassuming kobold eatery. The dimly lit tavern is filled with the aroma of spiced, savory meats. When the characters arrive, they're greeted by Skirtal, an older, orange-scaled kobold, (NG male **kobold**), who seats them and brings them food and drinks. Skirtal is a kobold who dreams of spreading his joy of traditional kobold cuisine to other humanoids. His concern for others and his love of kobold cuisine often overshadows his business sense. Far too often, he serves meals on credit and forgets to collect later. Meals at the Rampant Roach come served with generous helpings, extra sides, and boisterous explanations of his latest recipe.

After the characters are settled at a table with food and drinks, Skirtal gets down to business. He explains his nephew, Brik, has been implicated in the disappearance of a local blacksmith's daughter named Rozalyn Turnyr. Brik sits in a corner, flanked by two female kobolds. A successful DC 10 Wisdom (Insight) check reveals that the young kobold watches the group with hopeful eyes and notices that the female kobolds stand around him protectively. Skirtal knows his nephew was in the restaurant the night of the girl's disappearance, but Brik's tenuous implication has led the young kobold to become a target of suspicion. Skirtal fears for his nephew's safety and wants to hire the characters to protect Brik until the city's officials have finished their investigation and absolve Brik.

The Rampant Roach serves a modest clientele, and Skirtal can afford to pay the characters only the paltry sum of 15 gp per week to protect his nephew. If the characters appear hesitant, Skirtal promises them free meals for life in a desperate attempt to sway them. If pressed further, he also promises them a wealth in favors from his kobold king, Koto Crag-Claw.

After the negotiations are over, Skirtal happily encourages them to eat their fill from the day's menu (rat and raven pie, mashed radish, and tadpole soup), free of charge. Brik (CG male **kobold**) joins the group at their table as they eat and eagerly shares his own account of the events surrounding Rozalyn's disappearance and the information he's gathered so far from various sources in the neighborhood. Brik tells the characters he lost his heirloom silver dagger while hunting rats in the Cartways five nights ago, and Rozalyn Turnyr went missing the following night. His lost dagger was conveniently found in Rozalyn's bedchamber along with a broken window and signs of a struggle. As bad luck would have it, Rozalyn's father, Heston Straic, was the last blacksmith to service the antique blade and identified its owner as Brik. A successful DC 12 Wisdom (Insight) check reveals Brik is telling the truth to the best of his knowledge and notices the fear in his voice.

Brik's two companions, Skik (CG female **kobold** with a sisterly attitude toward Brik) and Skak (CN female **kobold** with a gruff demeanor but genuine, hidden affection for Brik), are also scouts in Skirtal's loose organization of vermin hunters—known collectively as The Roaches—and corroborate his story to the best of their abilities. If the characters aren't satisfied with this evidence and decide to do some investigating of their own, see Investigating the Crime on page 59 for details.

When the characters have finished their meal and conversation with Brik, Skik, and Skak, Skirtal asks the group to return to the Rampant Roach the next morning for their first day of protecting Brik.

BRIK'S TASKS

As the youngest employee of the Rampant Roach, Brik must attend to daily tasks given to him by Skirtal while the older kobold rests during the brighter parts of the day. Each task finds Brik leaving the safety of the Rampant Roach during daylight hours, and Skirtal requests the characters protect Brik during these seemingly simple tasks. Skik and Skak fulfill other duties for Skirtal during the day and don't accompany Brik and the characters on the tasks. Choose an option or roll a d4 to determine which of the following tasks Brik is assigned each day.

THE FREE CITY OF ZOBECK

This adventure takes place in the Free City of Zobeck in the Midgard campaign setting. It is a city where adventurers, merchants, and scoundrels from all walks of life and all nations intermingle. In Zobeck, wondrous inventions are dreamt and great tales of glory begin—for it is the boiling cauldron in which Midgard's most potent minds, largest personalities, and most inflated egos are mixed together. If your campaign doesn't take place in the Midgard campaign setting, this adventure can be easily adapted to fit into any cosmopolitan city in a fantasy setting.

The following is an excerpt from the *Zobeck Gazetteer* to help set the scene for you and your players. Though not required to run this adventure, the *Zobeck Gazetteer* holds information on the city itself if you or your players want to explore it more in-depth. The map for Zobeck can be found for free online at:

https://midgardmap.koboldpress.com/zobeck/

A Visitor's Guide to Zobeck. It's said a merchant of the Free City would sell his own mother to slavers for two coppers. That's false, of course; he'd need at least two gold. Two coppers would only get a kobold a dance with mum. Though Rava the Gear Goddess remains the ticking heart of the Temple District, industry and trade are the city's soul. Caravans and mule trains clatter and tromp through the city gates day and night. Barges and river-runners keep the dockhands constantly busy. Free City fortunes arise from commerce, whether built on cantonal steel and iron, the spices from distant Khandiria, or stallions of questionable pedigree. But while steel, spices, and steeds have their charms, nothing draws the eye so much as the monthly arrival of the glass merchants. Though many caravans brave the Shadow Road, none of the imitators have a patch on this Zobeck original.

Tension in Zobeck. The activities of the Temple of Forbidden Ecstasies and their ghoulish allies have been causing tension between the people of Zobeck and the kobolds. While making his deliveries or pickups, Brik experiences this tension in subtle ways (such as being ignored when speaking to Big Folk) and in not-so-subtle ways (like flagrant anger, cursing, and spitting at the ground as he walks past).

Be sure to play up this tension, but no citizen openly attacks Brik unless the characters reciprocate the provocation. Keep in mind, the city of Zobeck doesn't take kindly to assault (fining the characters) or murder (imprisoning the characters for 2d4 years). A successful DC 13 Charisma (Intimidation or Persuasion) check from a non-kobold character should halt any open violence against Brik without harming the citizen. Brik expresses confusion at the tension as merchants who were once friendly are now contemptuous, and he occasionally leans on the characters for assistance when interacting with particularly hostile Big Folk. For characters native to Zobeck, this change in behavior is something that has been happening over the past month and isn't normal for most Zobeckers. For characters not native to Zobeck, a successful DC 12 Intelligence (History) check recalls Zobeck is a cosmopolitan place with some minor racial tensions but nothing of this caliber.

End of the Tasks. Each evening, Skirtal insists the characters stay for dinner and on one such evening, after the characters have protected Brik for at least four days, a stone comes crashing through the window. See the Mob Rules on page 60 for further details.

RAT-CATCHING

Brik must catch rats for tonight's dinner menu. This task takes him into the Cartways, ancient and expanded mining tunnels beneath Zobeck that are now most often used for illicit dealings, to hunt giant rats. Skirtal's recipes require two to four good specimens. Brik leads the characters into the Cartways where they encounter goblins and rats. Use Areas 1 and 2 on the Cartways map on page 54 for these encounters.

Goblin Ratcatchers. This encounter uses Area 1 of the Cartways maps, which is a chamber cluttered with debris and outfitted with simple traps. The floor is difficult terrain. Three **goblins** work together to pull two aggressive **giant rats** out of rat traps. The goblins attack anyone who attempts to pilfer their delicious rats.

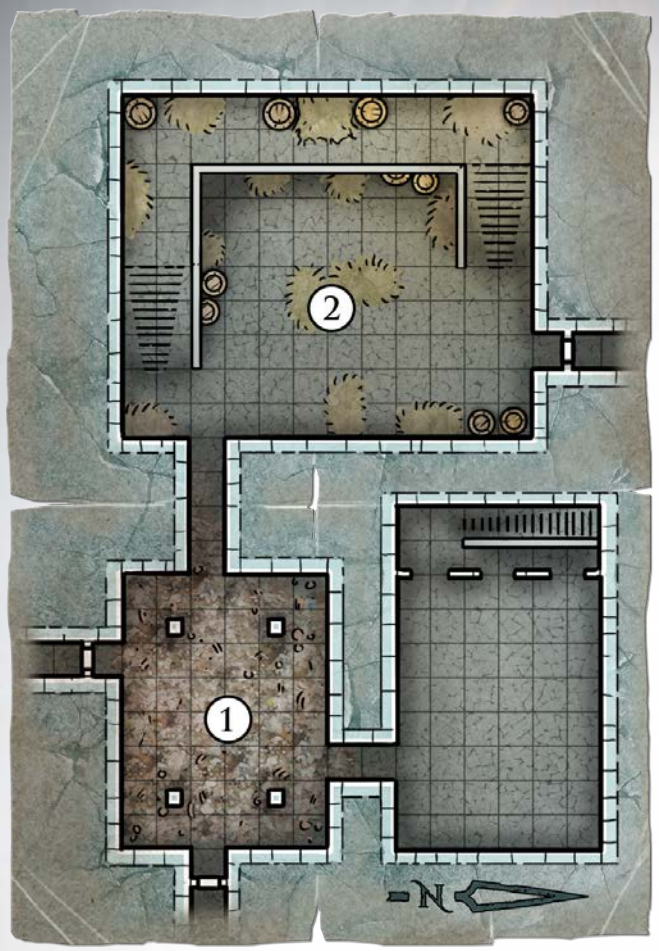
THE REALITY OF RACISM: ROLEPLAYING REAL-WORLD TENSIONS

The plot of *Dread Chambers of the Undercity* (along with some elements of the subsequent campaign) explores issues that are quite serious in the real world, such as racism, classism, the ethics that fuel these trends in society, and how all sorts of people react to them. These are harrowing, and often violent, systems of behavior in our society that many people face throughout the course of their daily lives. The discussion and narrative exploration of these issues should be handled with utmost respect and care for your players' safety and health (mentally and otherwise).

Before playing this chapter of the campaign, it's a good idea to discuss the individual and shared comfort levels of your players with each other. Find out how much discussion of these topics is appreciated at your table (if at all), whether or not these elements contribute to your goals as a gaming group, and modify the narrative to suit your sessions according to the consent of your players. Most groups strive to have fun, no matter what kind of story they're playing. Keep that in mind, and together you'll be able to prepare each other for the emotional labor necessary to tell a story involving prejudice with the responsibility it deserves.

Rat Traps. These crude goblinoid versions of bear traps litter the chamber's floor, hidden among the struts and slats of assorted junk and debris. If a character walks across the floor of the room, there is a 50 percent chance it steps on one of the traps. A successful DC 12 Wisdom (Perception) check notices the traps, and a successful DC 10 Dexterity check using thieves' tools disables one. Once the traps are detected, a successful DC 15 Dexterity (Acrobatics) check allows a character to move about the room and avoid triggering the traps. The traps can also be triggered from a distance by successfully making a ranged attack against the trap (AC 10) or from 5 feet away using a melee weapon with the reach property.

When the trap is triggered, it makes a melee attack with a +4 bonus against a random target in the trap's space (vision is irrelevant to this attack roll). If there are no targets in the



area, the trap doesn't hit anything. A target that is hit takes 2 (1d4) piercing damage and its speed is halved while the trap remains clamped onto the creature. A creature can use its action to make a DC 11 Strength check, freeing itself or another creature within its reach on a success. Each failed check deals 1 piercing damage to the trapped creature.

Goblin Lord. The lord of the goblins in this section of the Cartways sits in Area 2, ruling from atop his throne of barrels and furs. The lord of the goblins is a corpulent goblin named **Lord Grot**, and he has one **giant rat** pet beside him.

LORD GROT

Small humanoid (goblinoid), neutral evil

ARMOR CLASS 16 (chain shirt, shield)

HIT POINTS 27 (5d6 + 10)

SPEED 30 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	12 (+1)	14 (+2)	10 (+0)	8 (–1)	12 (+1)

SKILLS Stealth +5

SENSES darkvision 60 ft., passive Perception 9

LANGUAGES Common, Goblin

CHALLENGE 1 (200 XP)

Brave. Lord Grot has advantage on saving throws against being frightened.

Nimble Escape. Lord Grot can take the Disengage or Hide action as a bonus action on each of his turns.

ACTIONS

Multiattack. Lord Grot makes two attacks with his hand axe.

Hand Axe. *Melee Weapon Attack*: +4 to hit, reach 5 ft. or range 20/60 ft., one target. *Hit:* 5 (1d6 + 2) slashing damage.

Shortbow. *Ranged Weapon Attack*: +3 to hit, range 80/320 ft., one target. *Hit:* 4 (1d6 + 1) piercing damage.

Leadership (Recharges after a Short or Long Rest). For 1 minute, Lord Grot can utter a special command or warning whenever a nonhostile creature that he can see within 30 feet of him makes an attack roll or a saving throw. The creature can add a d4 to its roll provided it can hear and understand him. A creature can benefit from only one Leadership die at a time. This effect ends if Lord Grot is incapacitated.

Treasure. The mismatched containers that comprise Lord Grot's makeshift throne include an assortment of three 35-gallon barrels and two 18-gallon casks, most of which are empty. One of the casks is full with enough common wine to fill 18 pitchers, and one of the barrels contains Lord Grot's secret food supply: a dozen chunks of dried meat. Any character who searches this area discovers a mildewed backpack stuffed with an assortment of valuables, including a cracked crystal ball (worth 2 gp), three signet rings (worth 5 gp each), and a purse containing 32 bloodstained gold pieces.

DELIVERIES

Brik must deliver wrapped lunches to various locals throughout Zobeck. Choose up to two or roll a d4 twice to determine which of the following locals expect deliveries from Brik today.

Grease Dwarf. One of Skirtal's longtime friends is a dwarf mechanic who lives and works in the Gear District. The dwarf fell in love with Skirtal's rat stew years ago and

Rumors in Zobeck	
d6	Rumor
1	I hear kobolds are catching more than rats these days. I hear they're catching babes right out of their bloody cribs! The blacksmith's daughter makes, what, a dozen now?
2	Aye, that Turnyr girl went missing; but it wasn't a kobold who took her. It'd take a lot more than one kobold with a knife to kidnap the blacksmith's daughter without so much as a squeal.
3	I've heard there's a secret brothel below the city that caters to an elite clientele with unhealthy appetites. It's probably just a story, but you never know…
4	I don't care what they sell down there. There's not enough gold in Midgard to get me into those Cartways and catacombs. If the kobolds don't cut your neck, the graverobbers certainly will.
5	I hear the Mharoti have their eye on Magdar, and the kobolds are their spies. I hope the consuls know to rid us of those kobolds before Zobeck becomes the next Illyria!
6	I had a bloke in the shop the other day who smelled like he hadn't seen soap in decades! He was looking for his uncle or cousin or something, but I didn't recognize the fella.

has a standing weekly order of the dish. Skirtal always includes a small note with the meal about recent goings-on at the Rampant Roach.

Hungry Student. A student at the Arcane Collegium in Zobeck's Collegium District is a kobold a few years Brik's senior. Missing home, the student has ordered some rat kabobs from the Rampant Roach as a snack before exams.

Kingly Tribute. Skirtal pays minor, weekly tribute to a relatively new but powerful kobold king named Koto Crag-Claw. Skirtal sends the king buttered beetle and worm sandwiches weekly in his honor (and in remembrance of some curious history the two share from Crag-Claw's days as an adventurer). Instead of delivering the meal directly to the king himself, Brik meets with a blue-scaled kobold named Kwarrel in a cramped alley in Lower Zobeck.

Retired Roacher. A halfling in Lower Zobeck was a rat catcher for Skirtal when the kobold first opened the Rampant Roach. The halfling was injured a few years ago while hunting rats for Skirtal in the Cartways and has since retired from the rat-catching life. As thanks for the halfling's years of service, Skirtal sends the retired Roacher a bowl of spider bisque each day.

Back Alley Thieves. While completing deliveries throughout Zobeck, there is a 50 percent chance the group is ambushed by two **thugs** armed with maces and daggers instead of heavy crossbows who work for a local crime boss. The thugs demand payment of at least 5 gp in "taxes" to let the group pass by unharmed. A successful DC 12 Charisma (Persuasion) check convinces the thugs to accept 3 gp instead of the full amount, and a successful DC 15 Charisma (Intimidation) check convinces the thugs to back down altogether. The thugs are especially nasty to Brik, who they'll attempt to hold hostage during the altercation.

PICKUPS (MUNDANE)

Brik must go to the Market District and pick up some ingredients for Skirtal before tonight's dinner rush. These ingredients include a bushel of various herbs, a basket of peppers, a basket of root vegetables, and four pounds of rabbit meat. While in the market, the characters can hear rumors from those shopping at the stalls or from the merchants themselves. A successful DC 12 Wisdom (Perception) or Charisma (Persuasion) check hears a rumor. Choose an appropriate rumor or roll on the Rumors in Zobeck table. Alternatively, a character can hear one of the rumors for every 10 minutes spent listening and talking to locals.

Pickpockets of Zobeck. While completing pickups in the Market District, there is a 50 percent chance one of the characters is targeted by a **commoner** pickpocket with Sleight of Hand +4 and Cunning Action (on each of its turns, the **commoner** can use a bonus action to take the Dash, Disengage, or Hide action). The pickpocket attempts to steal the most valuable item from the targeted character and attempts to flee instead of fighting, if caught in the act.

PICKUPS (EXOTIC)

Skirtal's normal supplier of exotic ingredients is out of town, visiting family in Lillefor. The old kobold sends Brik to the Cartways to collect exotic ingredients from a new supplier. The exotic ingredients include a pouch of powdered roach, a bundle of bat tongues, and a jar of carrion beetle saliva. Use Area 3 on the Cartways maps for the alchemist's underground laboratory.

Alchemist's Laboratory. The rotting corpse of a human lies among the detritus that clutters this room. The human, Grantham, was on his way to deliver a letter when he was slain by his latest experiment, a rotten goreling. His body

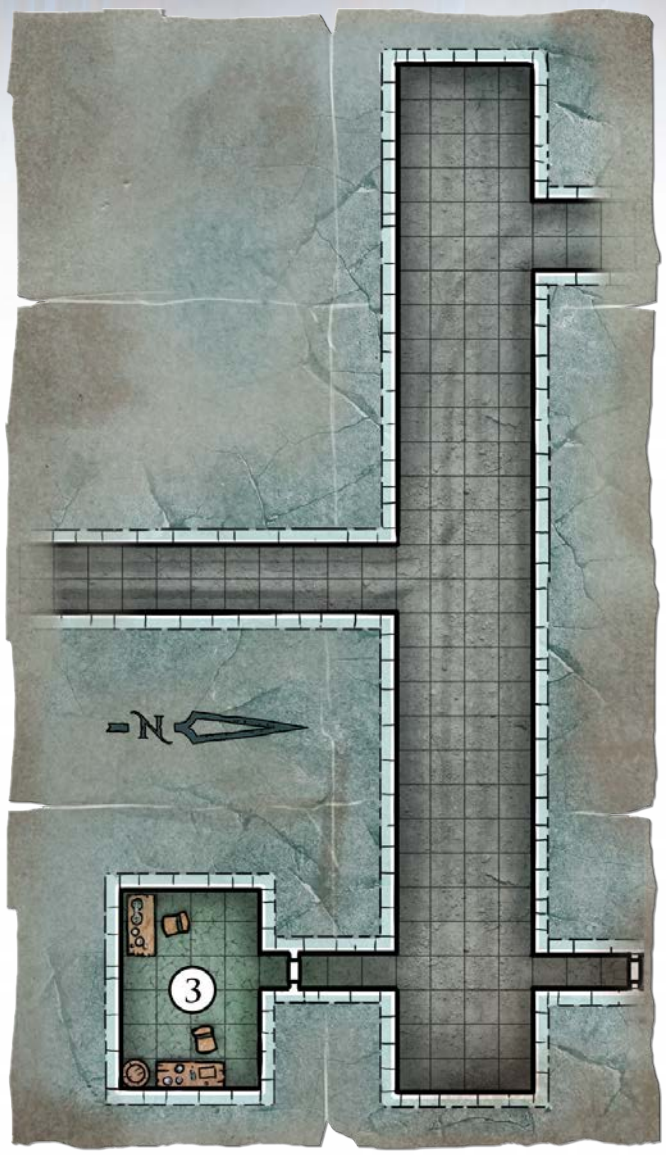
lies face-first on the ground with his arm extended toward the door. A key, a silvered dagger, and a note addressed to someone named Bartleby are the only objects of value on the body. The key operates the lock on the door to Area 3.

Bartleby,

This place was well worth the gold it cost to renovate... The lycanthropes north of here are resourceful lads and have already brought me subterranean reagents—components it would take months to find on the surface. I have a good feeling about this grimy little workshop, despite the foul odors of the neighboring boroughs and the ranting of those madcap goblins.

I have noticed unsavory activity in the warrens east of here—hooded fellows who steal about in odd hours of the night. And I fear other monstrosities have taken up residence in the tunnels nearby. Send your best man at once to dispatch some old hometown justice. My coin is good.

-Grantham



This abandoned alchemist's workshop contains an assortment of dangerous curiosities. An ooze and some undead number among the oddities here. If the characters are careful, they might not disturb all of these horrors as they explore the cluttered laboratory.

Horrid Test Subjects. The alchemist was also an aspiring necromancer, and his chamber contains the results of his more recent experiments. Three **gorelings** and a **rotten goreling** (*Creature Codex*, p. 207) lie in wait for living flesh. The three gorelings—a goblin hand, a four-fingered human hand, and a tooth-studded tongue—are each contained in individual glass jars located on the cluttered workbench to the east. If a creature moves within 5 feet of the workbench, the gorelings spring to horrible life inside their glass containers, clawing, thumping, or otherwise attempting to reach the creature through the glass. If any of the glass jars containing the gorelings are opened, the gorelings immediately attack the closest creature.

Having consumed most of the flesh of its creator, the rotten goreling, a sewn-together collection of eyes and entrails, is voracious and leaps from the shadows to attack the first creature that steps into the room.

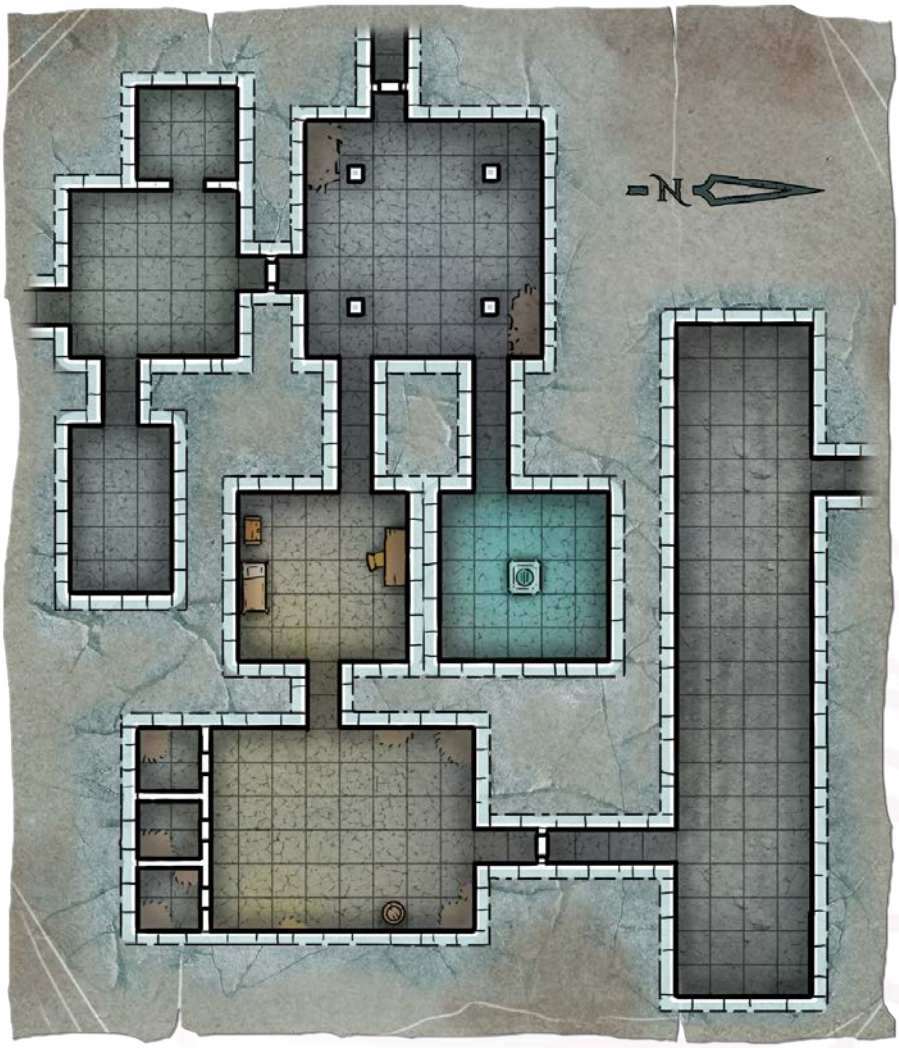
Secret of the Ooze. The southern table holds an assortment of exotic ingredients—just the kind of ingredients Skirtal needs. A large, clear glass container sits under the table. If a creature gets within 10 feet of the container, the gray liquid inside the container slams against the glass in the direction of the creature. This liquid is a **gray ooze**, which is trapped in the glass container. A creature outside the container can use an action to remove the large, glass lid. As long as at least one creature stands within 10 feet of the closed container, the gray ooze continues to attack the wall of its prison. It successfully breaks out of the container after 5 rounds. If no creature is within 10 feet of the container, the gray ooze stops attacking the container.

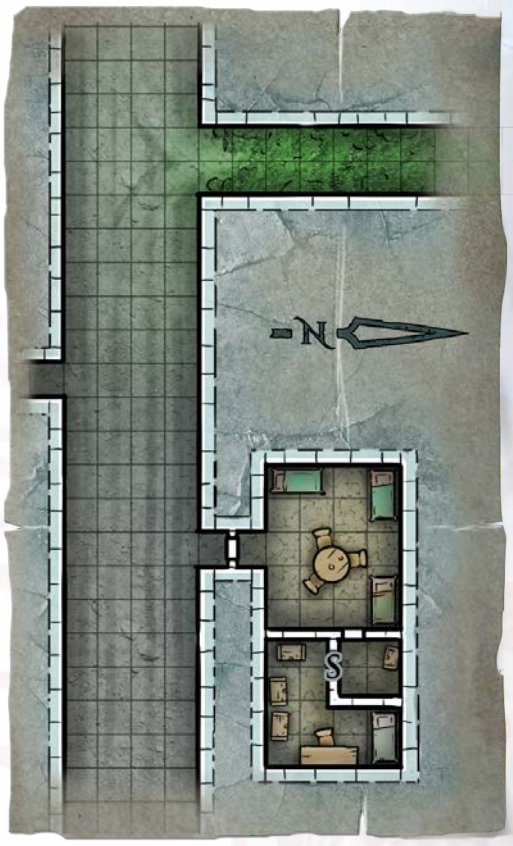
Treasure. The cluttered surface of the desk holds a set of alchemist's supplies, a jar of alchemist's fire, two vials of acid, and a *potion of healing*. A successful DC 13 Wisdom (Perception) check while searching the desk's clutter finds a leather-bound grimoire hidden beneath some blank parchment. This spellbook contains the following spells: *animate dead, blindness/deafness, chill touch, detect magic, false life, gentle repose, identify, prestidigitation, protection from evil and good, mage hand, ray of frost, scorching ray*, and *vampiric touch*. If you are using the *Midgard Heroes Handbook*, replace *ray of frost* and *scorching ray* with the *claws of darkness* and *darkbolt spells*. Any character who examines the book finds a note folded and tucked away within the grimoire's yellowed pages).

These organisms, so perfect in their design, transcend these material realms. And with my perfect supplication I have so delicately pierced the veils between worlds to render the everliving whole and new. Even now, it hungers in its primordial youth.

Long live the new flesh.

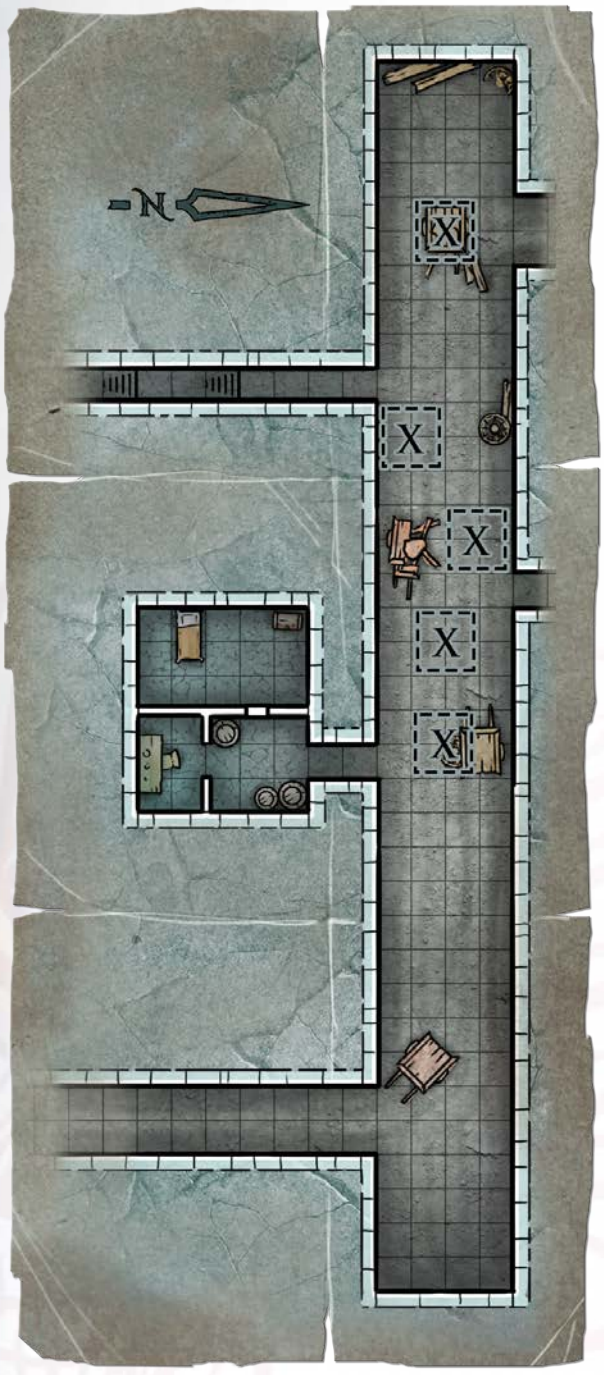
In addition, any character who searches the room has a one-time 25 percent chance of discovering an object of personal or curious importance. Choose an appropriate mundane item or roll on the Underworld Trinkets table in the *Underworld Player's Guide*.





DEEPER INTO THE CARTWAYS

If the characters decide to investigate the uncharted tunnels near the edges of the Cartways maps or any of the other hallways and rooms in the Cartways while down here with Brik, there is a 25 percent chance each hour that the characters encounter a wandering monster or other feature of the dangerous Cartways. Use the Random Encounters in the Cartways table and the unlabeled maps or devise your own encounters to challenge the curious characters.



Random Encounters in the Cartways

d12	Encounter
1	2 hungry **crocodiles** approach from a watery chamber nearby.
2	The characters happen upon a hazardous cloud of noxious undercity vapors. A creature that moves through the vapor must succeed on a DC 13 Constitution saving throw or become poisoned until it finishes a short or long rest.
3	The characters discover a small chamber filled with hanging bodies of humanoids kept cold by an **ice mephit** trapped in a rune-etched cage. It was trapped here by ghouls as a means of keeping meat fresh for longer. A successful DC 15 Intelligence (Arcana) check suppresses the magic of the cage long enough to free the mephit.
4	2d4 + 1 **giant rats**
5	1 **beggar ghoul** (*Tome of Beasts*, p. 213)
6	1d4 **swarms of bats**. At the end of the encounter, any character damaged by a swarm must succeed on a DC 10 Constitution saving throw or become afflicted with a disease as if bitten by a **diseased giant rat**.
7	The characters discover a skeletal corpse that has been picked clean by undercity vermin and years of decay. An object of personal or curious importance lingers on the corpse. Choose an appropriate mundane item or roll on the Underworld Trinkets table in the *Underworld Player's Guide*.
8	The characters stumble into a patch of blinding mold. A creature that moves through the mold must succeed on a DC 13 Constitution saving throw or take 5 (1d10) poison damage and be blinded for 1 hour.
9	A Forbidden Ecstasy **cultist** leads a group of 1d3 + 1 masked **commoners** through the undercity.
10	A **ghoul** drags an unconscious **commoner** down a tunnel for a snack.
11	A character must succeed on a DC 12 Dexterity saving throw or it stumbles into a 10-foot-deep **simple pit trap**, a natural sinkhole in an old mining tunnel.
12	4 **bandits** who work for a wererat. If reduced to half their hit points or fewer, they try to barter for their safety by mentioning their boss. Their **wererat** boss might come looking for anyone who kills them.

INVESTIGATING THE CRIME

The characters might want to investigate the scene of the crime or speak with those closest to the missing girl. However, because the disappearance happened several days ago, the crime scene itself doesn't hold many clues. Rozalyn's bedroom window has been boarded up, and characters can find a few shards of glass littering the grass beneath it outside. The earth surrounding this area has been churned up by the boots of several people since the disappearance as nearby residents and the City Watch came to investigate, inadvertently trampling any tracks the real kidnapper would have left.

What the City Watch Believes. The City Watch spent several days investigating the scene, speaking with nearby residents, and interviewing patrons of the Rampant Roach after Heston said Brik was recently in his shop. During the investigation, they discovered several kobold patrons who saw Brik at the restaurant the night of Rozalyn's disappearance. The Watch believes the case is linked to the other mysterious disappearances that have been happening around the city the past several weeks. They don't suspect Brik for a variety of reasons, the most obvious of which is that his size and stature don't lend themselves well to pulling a struggling human woman through a window and down a city street without being seen or heard. Other, similar disappearances in previous weeks have exhibited clearer evidence pointing to the undercity of Zobeck with some loose ties to kobolds. The Watch has added Rozalyn's case to the ongoing list of missing persons and are investigating the disappearances as a whole, sending their detectives into the Cartways and its black market for further investigation of all seemingly related cases. Their leading theory, which they share only if a character succeeds on a DC 15 Charisma (Persuasion) check, is that the disappearances are related to an underground slave trading ring fostered by the black market beneath Zobeck. Although logically sound, their theory is (unfortunately) incorrect — the kidnappings are actually the fault of the Cult of Forbidden Ecstasies and their ghoul allies, as detailed in the Chapter Background.

What Heston Straic Believes. Rozalyn's father, Heston Straic, isn't happy about the City Watch's "dismissal" of his daughter's disappearance, and he isn't interested in speaking with anyone about it. Like many of the Zobeck citizens watching or affected by these disappearances, he "*just knows*" the kobolds are to blame — especially since kobold tools and weapons have been found at each crime scene. He seethes with the barely-contained rage of a grieving parent who is caught up in the recent growth of anti-kobold sentiment. His rage and bias roil within him each night as he broods and glares at Brik's dagger, which he kept from the City Watch, sitting upon his hearth. Not long after the Watch's official investigation ends, his rage starts to boil over, and he decides to take matters into his own hands. See The Mob Rules on page 60 for details on Heston's actions.

The Kobold Investigator. Unknown to everyone but himself and a kobold king, the other investigator of Rozalyn's disappearance is a blue-scaled kobold named Kwarrel. The kobold king sent Kwarrel to investigate the crime scene the morning after the girl's disappearance. Kwarrel was fortunate enough to get a good look at the scene before the City Watch and a few too many local residents arrived and obscured the tracks in the area with their bootprints. He followed the tracks he found to various seedy establishments and spoke to the patrons within. The next day, Kwarrel noticed a cloaked figure whose tracks matched the tracks he found outside Rozalyn's window, and he followed this mysterious figure into the Cartways. The cloaked figure eluded Kwarrel, however, by entering an obscure section of the Cartways which housed an old catacomb. Kwarrel reported his findings to his kobold king, who has since been gathering more information and searching for someone he can trust to follow the lead his loyal investigator found. Kwarrel's kobold king is Koto Crag-Claw, the same king Skirtal loosely follows. After Heston and his vigilantes attack the Rampant Roach in The Mob Rules, Skirtal sends the characters to Koto for further assistance, hoping the kobold king can provide sanctuary for his nephew until the tension in Zobeck lessens. See The Court of the Kobold King on page 60 for details on the characters' interaction with Koto Crag-Claw.

The Mob Rules

As the evening wanes on the fifth day after Skirtal hires the characters, an angry mob led by Rozalyn's father and her husband marches upon the threshold of the dimly lit establishment, torches in hand and eager for justice. Brik and his uncle look to the characters for security.

Heston Straic (CN male human **thug**), Rozalyn's father, and Viktus Turnyr (CG male human **thug**), Rozalyn's husband, have a small gang of six would-be vigilantes (N male and female **commoners**) with them as they march on the Rampant Roach. Each of the vigilantes is armed with a sling.

Shortly after the characters' dinner is completed or as the characters get up to leave, read or paraphrase the following:

Suddenly, the sound of shattered glass cascades through the Rampant Roach, and a dusty beam of light pierces the dim room from a large hole in the front window. The fist-sized rock that was hurled in from the street outside splashes into a raven pie on a table by the window. The woeful din of a small mob echoes from outside and a dry, old voice shouts: *"Come out, you scaly mutt! We know you're in there!"*

Heston Straic carries Brik's silver dagger but uses it only to threaten the kobolds. Straic's vigilantes view the characters as Brik's allies and kobold sympathizers whether or not they actually are.

The vigilantes proceed to destroy the front windows of the Rampant Roach with sling attacks and thrown rocks for another 1d4 rounds before one of them moves inside to grapple Brik and drag him into the street. After a thorough beating, they plan to haul the hapless kobold youth into a public square for a prolonged demonstration of homegrown justice as they interrogate him about the disappearance of Rozalyn Turnyr.

Development. Brik's companions Skik and Skak immediately move to aid in his defense, while a cautious Skirtal urges everyone to fall back toward the kitchen area. Though defensive of Brik, Skik and Skak don't kill any of the vigilantes. Knowing the laws of the city and not wanting to exacerbate the current tension toward kobolds, they focus their efforts on incapacitating the angry mob before calling for the local guard. If the vigilantes go unchallenged, they reduce Brik to 1 hit point before dragging him off to Crown Square for a public flogging. The vigilantes retreat, however, if at least four of them are incapacitated or unconscious or as soon as one of them is killed. A successful DC 15 Charisma (Intimidation or Persuasion) check convinces the vigilantes to stand down without a fight.

Next steps. If the characters protect Brik from the assault and successfully rout the vigilantes, Skirtal produces a pouch of 15 gp and insists they take an audience with the kobold king Koto Crag-Claw in a nearby section of the Ghetto. It is clear to the old kobold that a small protection detail on his nephew won't be enough if another mob comes knocking on the Roach's door. Skirtal insists that the characters will have their pick of wondrous items from Crag-Claw's treasury once he hears of their honorable triumph.

The Court of the Kobold King

After facing Heston Straic's would-be vigilantes, the characters are led by Brik, Skik, and Skak to the nearby Kobold Ghetto for an audience with a lesser kobold king, Koto Crag-Claw. Koto is a retired kobold adventurer who wants to increase his reputation and power in the Ghetto. He has set his sights on absolving his people of the false accusations against them in regards to the recent disappearances, hoping to gain quick notoriety as a proponent for kobold rights in the city. Skirtal knows of Koto's ambitions and sends his nephew to introduce the characters to the lesser king, hoping the characters can help Koto and thereby help Skirtal and Brik. It is always best to remain on the good side of a powerful kobold king, and being known as the establishment where heroes stood up for kobolds against the racism of the Big Folk wouldn't hurt Skirtal's business either.

Brik leads the characters through the dark, cramped streets of the Kobold Ghetto. He carries a torch ahead of them, signaling to those kobolds nearby that the characters are with him. The characters must step sideways to pass through many of the alleys and side streets and duck to avoid bumping into hanging laundry and shop signs as they follow Brik. Skik and Skak walk behind the characters, keeping local beggars and pickpockets away from the group, while Brik points out traps in the streets meant to ensnare Big Folk. A successful DC 15 Wisdom (Perception) check notices that each kobold on the streets of the Ghetto stops what it is doing and watches the group pass. Brik eventually brings them to a large building at the end of a cramped alley.

Inside, Koto Crag-Claw (CG male **kobold king** [*Creature Codex*, p. 239]) sits upon a scrap metal throne flanked by a retinue of well-armed **kobold** guards. The sharp-eyed, contemplative king listens intently to one of his subjects as his hooked left hand errantly scratches his crowned pate. A lithe, blue-scaled kobold before the throne gesticulates to

the king with great fervor, but stops mid-sentence when the characters enter. Koto waves the characters forward as the blue kobold steps to the side. The king addresses the characters:

"Here they are, Kwarrel! The sellswords old Skirtal mentioned. And they look like proper slayers! Welcome to my court, friends of kobolds."

After pleasantries are exchanged, Koto introduces his trusted aide Kwarrel (CG male kobold **scout** with darkvision out to a range of 60 feet), who is roguishly clad with the harnesses and tools of a seasoned trapspringer. Here are some likely questions and Koto's answers:

Why are we here? / What do you want from us?

Brik's situation is a sign of a larger threat to Zobeck's kobold community. This isn't the first kidnapping, and I fear it won't be the last. Friends of kobolds, I need your help freeing my people of these false accusations.

What do you know of the situation?

Several Big Folk have gone missing over the past few weeks, and kobold equipment and weapons have been found at the site of each disappearance.

How do you know kobolds aren't to blame?

I sent scouts to check the other kobold kings and gangs in the Ghetto. None of them were involved in the disappearances, though they blame each other. We kobolds prefer to keep to ourselves and not make trouble with Big Folk. Kidnapping Big Folk is heaps of trouble for all kobolds.

Have your scouts found any leads to the culprit?

After speaking with several witnesses, Kwarrel here tracked an unidentified, cloaked Big Folk from the scene of the crime at the Turnyr girl's home to an odd section of catacombs beneath the Cartways.

How long do we have?

Kwarrel will escort you to where he saw the figure in the catacombs, and I've instructed him to wait until you return. The other kidnapped Big Folk were taken once every two to three weeks. I'd say you have less than a week before another is kidnapped. For Brik's sake, I hope you find the blacksmith's daughter.

Koto Crag-Claw offers the characters a sum of 200 gp and magic items as payment for the party's assistance with Brik's exoneration—which includes locating Rozalyn Turnyr and any evidence that can positively identify her assailants and the larger threat. If the characters ask about Brik, Koto assures them his kobolds will keep Brik safe while the characters are away.

Crag-Claw's Cache. As an adventurer, Koto acquired a wide range of common and uncommon magic items. If the characters agree to help him, he rewards them with two common magic items or one uncommon magic item (your choice). A successful DC 16 Charisma (Persuasion) check convinces Koto to hand over one magic item early. The item should be one that helps the characters on their journey through the Cartways, such as a *candle of summoning* (see page 258), *a lantern of revealing*, or *pipes of the sewers*.

If the characters agree to help the kobolds, Kwarrel is ready and eager to lead the characters through the Kobold Ghetto to the catacomb entrance, but he is very straightforward about not being able to accompany them any further. That is, after all, what they're being paid to do. He patiently waits up to 24 hours for the characters to prepare for the journey into the Cartways. If the characters take longer, he seeks them at their residences or lodgings in the city and reminds them of their agreement with king Koto Crag-Claw. If the characters request it, Kwarrel, Skik, or Skak escort the characters safely into and out of the Kobold Ghetto, preventing the characters from being accosted by beggars, pickpockets, or mining gangs (2d6 **kobolds** fresh off the mines and looking for trouble). The Cartways are ancient mining tunnels beneath Zobeck that have been expanded in the past century to be used

for much more than mining. The unskilled could easily become lost, kidnapped, or eaten by what lurks in the Cartways. Kwarrel leads the characters on the safest route he knows to the catacombs where he last saw the cloaked figure who fled the scene of Rozalyn Turnyr's kidnapping.

Into the Zobeck Catacombs

The catacombs beneath Zobeck are dark and full of terrors. Kwarrel leaves the characters once they reach this dusty, grave-strewn realm, promising to wait nearby to escort them back once they've solved the mystery. Unless otherwise stated, the arched ceilings in this lightless area are 12 feet tall, and the doors are made of stone (AC 17, 27 hp, and a damage threshold of 5).

1. FIRST HALL

Several staggered sets of stairs journey deep into the structured subterranean realms below Zobeck. After descending roughly two hundred feet into the undercity, the 5-foot entrance corridor terminates at a dusty crypt hall lined with caskets.

The rank subterranean air smells of ancient rot. Sixteen wooden caskets are laid within massive alcove shelves lining the long walls of the hall to the east and west, stacked two high in rows of four. A narrow corridor on the opposite end of the hall continues toward a small antechamber before receding into darkness.

The first hall is home to two **beggar ghouls** (*Tome of Beasts*, p. 213), who hide and wait for interlopers to move into Area 2 before attacking from behind. Utilizing the caskets and their moldy shrouds as cover, these beggar ghouls have advantage on Dexterity (Stealth) checks made to hide here.

Development. If the beggar ghouls haven't been spotted, they sneak out from their hiding places to attack the characters from behind after the characters move into Area 2. A successful DC 13 Wisdom (Survival) check locates several sets of tracks, including a half dozen different ghouls and two humanoids (the ghoul assassin, Borys Kreul, and the human Red Sister Felixia Bael-Sheth). The latter two sets of tracks distinctly move toward Area 2 and beyond, while the pattern of the ghoul tracks is erratic at best.

Concealed Passage. A successful DC 18 Wisdom (Perception) check notices the narrow tunnel concealed behind the bottom-shelf casket in the southeastern alcoves.

Treasure. A successful DC 13 Intelligence (Investigation) check finds a small amount of treasure in a few of the caskets, including a purse containing 19 sp, a vintage playing card set worth 5 gp, and a garnet brooch worth 20 gp. In addition, any character who searches this area has a one-time 25 percent chance of discovering an object of personal or curious importance. Choose an appropriate mundane item or roll on the Underworld Trinkets table in the *Underworld Player's Guide*.

2. FIRST ANTECHAMBER

This square antechamber has four exits, including the path back towards the first hall, a 5-foot corridor that heads east into Area 3, and doors to the south and the west. The western door is unlocked and leads to a collapsed tunnel.

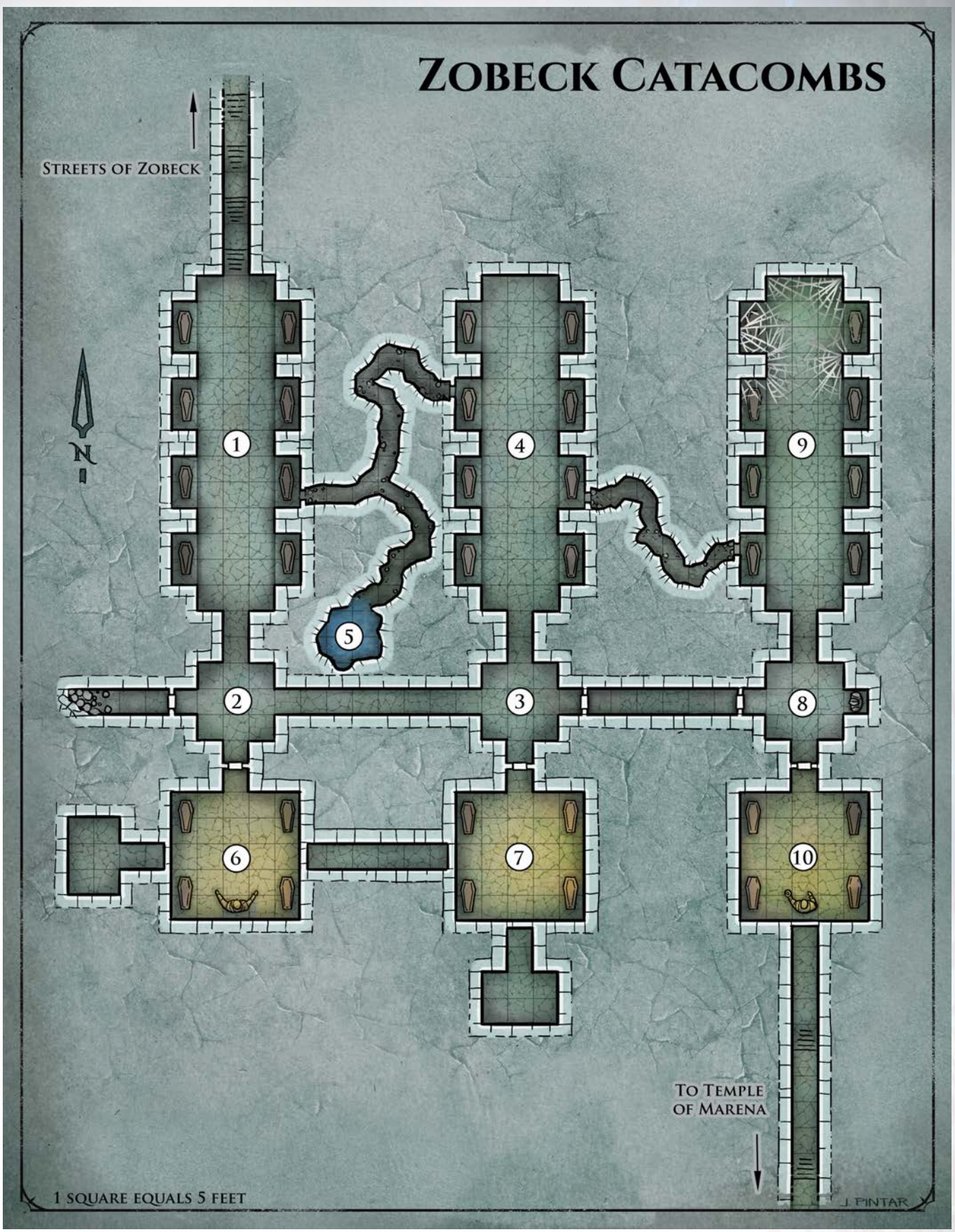
Trapped Door. The southern door leading to Area 6 is locked and trapped. A successful DC 13 Dexterity check using thieves' tools picks the lock or a successful DC 15 Strength check forces open the door. When a creature fails to pick the door's lock or attempts to force open the door, iron spears extend horizontally from holes in each of the walls flanking the door. Each creature within 5 feet of the door when the trap is triggered must make a DC 13 Dexterity saving throw, taking 5 (1d10) piercing damage on a failed save, or half as much damage on a successful one.

Prevention. The holes in the walls are obscured by dust and cobwebs and cleverly hidden amid the mortared joints of the ancient masonry. The DC to spot them is 15. A successful DC 15 Intelligence (Investigation) check deduces the presence of a trigger chain connected at the foot of the stone door. A successful DC 13 Dexterity check using thieves' tools breaks the chain. A character without thieves' tools can attempt this check with disadvantage using any edged weapon or edged tool. On a failed check, the trap triggers.

3. SECOND ANTECHAMBER

This square antechamber has four exits, including the path back towards the first antechamber, a short corridor that heads north toward Area 4, and doors to the south and the east. The eastern door is locked and leads to a sound-proof corridor. A successful DC 13 Dexterity check using thieves' tools picks the lock. Alternatively, a successful DC 15 Strength check forces open the door.

Trapped Door. The southern door leading to Area 7 is locked and trapped. A successful DC 13 Dexterity check using thieves' tools picks the lock or a successful DC 15 Strength check forces open the door. When a creature fails to pick the door's lock or attempts to force open the door, iron spears extend horizontally from holes in the walls


Zobeck Catacombs
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To Temple of Marena
1 square equals 5 feet
J. Pintar

flanking the door. Each creature within 5 feet of the door when the trap is triggered must make a DC 13 Dexterity saving throw, taking 5 (1d10) piercing damage on a failed save, or half as much damage on a successful one.

Prevention. The holes in the walls are obscured by dust and cobwebs and cleverly hidden amid the mortared joints of the ancient masonry. The DC to spot them is 15. A successful DC 15 Intelligence (Investigation) check deduces the presence of a trigger chain connected at the top of the stone door. A successful DC 13 Dexterity check using thieves' tools breaks the chain. A character without thieves' tools can attempt this check with disadvantage using any edged weapon or edged tool. On a failed check, the trap triggers.

4. SECOND HALL

This long chamber resembles Area 1 and is also bedecked with wooden caskets laid upon sullen and stony shelves.

One **beggar ghoul** and one **ghoul** occupy this second hall, which serves as a resting place for Borys Kreul's minions. Utilizing the caskets and their moldy shrouds as cover, the ghouls in this area have advantage on any checks made to hide.

Concealed Passage. A successful DC 12 Wisdom (Perception) check notices the narrow tunnels partially-concealed behind the bottom-shelf casket in the northwestern alcoves and the top shelf casket in one of the southeastern alcoves. Both caskets have crumbled from infestations of rot and vermin.

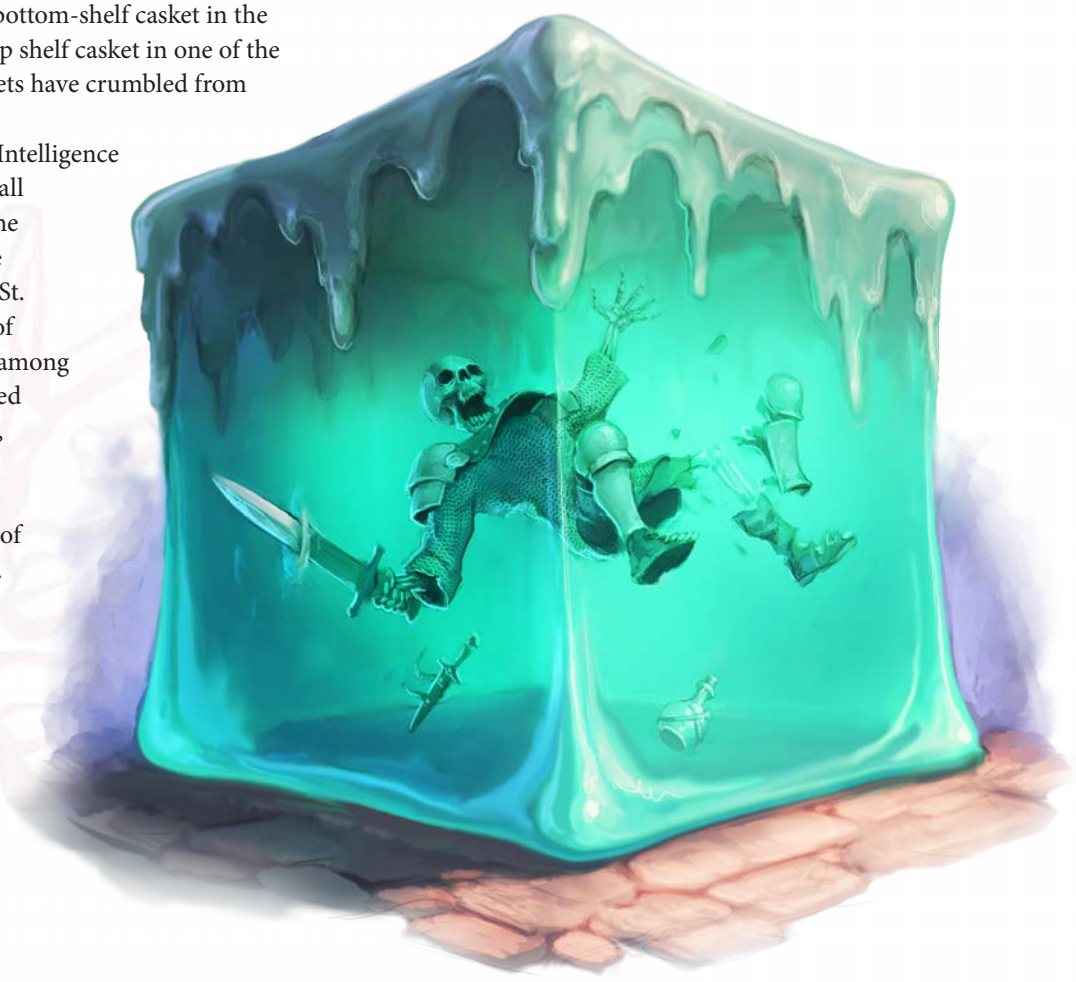
Treasure. A successful DC 13 Intelligence (Investigation) check finds a small amount of treasure in a few of the caskets, including 10 gp of loose coin, a copper amulet featuring St. Whiteskull of Bratislor (a saint of Mavros revered in Morgau and among the ghouls), and an agate-handled dagger worth 20 gp. In addition, any character who searches this area has a one-time 25 percent chance of discovering an object of personal or curious importance. Choose an appropriate mundane item or roll on the Underworld Trinkets table in the *Underworld Player's Guide*.

5. TINY POND

A narrow tunnel winds southward to meet this small cave-like chamber nestled between the catacomb walls. A large pool of stagnant water stretches from wall to wall of the earthen room.

This misshapen chamber is roughly hewn from the undercity bedrock. Located between the first and second halls, it contains an irregular pit that is the clandestine lair of a **gelatinous cube**. It became stuck in this 10-foot deep pit after chasing some tomb robbers through the catacombs a year ago. The ghouls found it a few months ago, and, when Borys Kreul or his minions have flesh to dispose of that can't or won't be eaten, they feed it to the ooze. Its meals from the ghouls are irregular and partial at best, leaving the cube hungry.

Development. Within its unique habitat, the transparent gelatinous cube resembles a pool of stagnant water. Wisdom (Perception) checks made to spot the gelatinous cube have disadvantage due to the uncharacteristically odd space it occupies. A creature who falls or steps into the "water" is engulfed by the gelatinous cube. The cube can't escape its pit, leaving it unable to chase prey. The cube is restrained by the pit, and its pseudopod has a reach of



10 feet as it has spent the last year reaching for whatever scraps or vermin come down this tunnel.

Treasure. A few pieces of metal equipment are suspended within the gelatinous cube's transparent form, including a shortsword, a morningstar, and a chain shirt. The cube also holds 6 gp and 13 sp of loose coin.

6. FIRST TOMB

A bronze effigy on the southern wall depicts a cloaked humanoid figure with hands raised in arcane gesticulation. The lifeless statue gestures toward four stone sarcophagi that decorate the four corners of the room. Two iron sconces bearing dusty torches hang upon each wall at regular intervals.

This square chamber is the tomb of a long-deceased and long-forgotten Zobeck noble.

A successful DC 13 Intelligence (History or Religion) check recognizes the statue of the cloaked figure to be an artist's interpretation of Charun, the God of Death and Guardian of Souls.

Trapped Statue. This trap is activated when a character opens one of the sarcophagi, causing the statue to release a 15-foot cone of necrotic energy from its hands. Each creature in the cone must make a DC 13 Dexterity saving throw, taking 11 (2d10) necrotic damage on a failed save, or half as much damage on a successful one.

Prevention. Levers sit under the lip of the sarcophagi lids. A successful DC 15 Wisdom (Perception) check spots the levers beneath the lids of the sarcophagi. A spell or other effect that can sense the presence of magic, such as *detect magic*, reveals an aura of evocation magic around the statue. Wedging an iron spike or other heavy object above the release levers prevents the trap from activating. A successful *dispel magic* (DC 13) cast on the statue destroys the trap.

Secret Doors. A successful DC 17 Wisdom (Perception) check notices the secret doors on the eastern and western walls of the chamber, which can be opened by rotating the respective iron sconces near the doors in a counter-clockwise direction.

Treasure. Other than the bones of the long-forgotten dead and their rotting shrouds, the four sarcophagi here are empty. The small chamber behind the secret door on the western wall, however, contains a small trove of three unlocked wooden treasure chests—each containing 100 silver ingots minted with the relief of a boar's head on both faces. A successful DC 10 Intelligence (History) check recognizes this as the symbol of the Barony of Doresh. Each ingot is worth 5 sp.

7. SECOND TOMB

Four stone sarcophagi decorate the four corners of the room. Two iron sconces bearing dusty torches hang upon each wall at regular intervals.

This square chamber resembles Area 6. Although it closely resembles the first tomb, no statue awaits the characters in this threadbare crypt. Instead, a subterranean species of scorpion nests within the lightless chamber. Any character who investigates the sarcophagi has a 50 percent chance of encountering 4 **scorpions**. These semi-translucent scorpions have advantage on Dexterity (Stealth) checks.

Secret Doors. A successful DC 15 Wisdom (Perception) check notices the secret doors on the southern and western walls of the chamber, which can be opened by rotating the respective iron sconces near the doors in a counter-clockwise direction.

Treasure. Other than the bones of the long-forgotten dead and their rotting shrouds, the four sarcophagi here contain little of value. The skeleton in the southeastern sarcophagus wears a rose quartz ring worth 15 gp. In addition, the small chamber behind the secret door on the southern wall contains a modest collection of worm-eaten books and scrolls stacked high on a rotted, wooden desk. A successful DC 13 Intelligence (Investigation) check locates a *spell scroll of false life* and a *bookmark of eldritch insight* (see page 258) among the moldering pile.

8. THIRD ANTECHAMBER

A suit of armor sits in the eastern alcove of this small square antechamber. Every surface of the plate mail is covered in sharp iron spikes, and it stands with a posture of grim authority.

This antechamber has three exits, including a short corridor that heads north towards Area 9 and doors to the west and south. The western door to Area 3 is unlocked. The southern door to Area 10 is locked. A successful DC 13 Dexterity check using thieves' tools picks the lock. Alternatively, a successful DC 15 Strength check forces open the door.

A successful DC 15 Wisdom (Perception) check notices the phrase "*From the Cradle*" chiseled into the arched stonework above the northern and western entrances to this area. This is a clue regarding the command phrase for the animated armor.

Animated Armor. A suit of spiked animated armor lies dormant in the alcove on the eastern wall. The spiked armor is a suit of **animated armor**, except its slam attack

deals piercing damage, and, at the start of each of its turns, it deals 1d6 piercing damage to any creature grappling it or grappled by it.

If a creature enters Area 8 without first speaking the command phrase "*to the grave*," the spiked animated armor lurches to life and attacks the offending trespasser. A creature that speaks the command phrase can move freely through Area 8 for up to 1 hour before the animated armor resets.

9. THIRD HALL

The smell of decay hangs heavy in the air of this long hall lined with casket-stuffed alcoves. The north end of the room is covered in overlapping strands of thick, knotted spider webs.

This long chamber resembles Areas 1 and 2, but the wooden caskets and stone alcoves here have been supplanted by the huge nest of an arachnid horror. This room is one of many nests of a **crypt spider** (*Creature Codex*, p. 348) which inhabits the Cartways. Spider webs cover the northern half of the chamber, and any creature that moves through them treats the webs as difficult terrain. A creature that ends its movement in the webbing must succeed on a DC 11 Strength saving throw or become restrained per the crypt spider's web attack. The webbing has AC 8, 3 hp, vulnerability to fire damage, and immunity to bludgeoning, poison, and psychic damage. The crypt spider's zombies can't be hindered or restrained by the webbing.

Creatures. The crypt spider has struck a frail alliance with Borys Kreul and the ghouls of the surrounding catacombs, who view the intelligent beast as something of a pet. The spider doesn't trust the ghouls and interacts with them as little as possible, spending the majority of its time lately building and occupying other nests in the Cartways. It left two **zombies** to guard this nest and feed its young, trusting that the ghouls would find their infected flesh unappetizing. When one of the zombies dies, the corpse bursts open, releasing hundreds of crypt spider young (use **swarm of spiders** statistics). The crypt spider returns after a few days to check on its young, making this room a risky place for the characters to rest.

Treasure. A few items of interest are scattered among the desiccated remains of the crypt spider's previous meals, including a silvered short sword, a glass rod arcane focus, and 16 gp of loose coin. In addition, any character who searches this area has a one-time 25 percent chance of discovering an object of personal or curious importance. Choose an appropriate mundane item or roll on the Underworld Trinkets table in the *Underworld Player's Guide*.

10. THIRD TOMB

Four stone sarcophagi decorate the corners of this decrepit tomb. Two iron sconces bearing dusty torches hang upon each wall at regular intervals, while a bronze statue against the southern wall holds aloft a bronze torch of its own. The arresting human female depicted by this metallic effigy appears stoic and resolute, with a torch held high in her left hand and a key held low in her right.

This chamber resembles the tombs of Areas 6 and 7, and it serves as an erstwhile meeting place for the Red Sister when visiting her ghoulish minions. A successful DC 12 Wisdom (Perception) check hears voices as the characters approach the door.

A successful DC 13 Intelligence (History or Religion) check recognizes the statue of the torch bearer to be an artist's interpretation of Hecate, the Goddess of Darkness, Knowledge and Magic and the Opener of Doors.

If the characters enter the room undetected or listen just outside the door, they happen upon a conversation between Borys Kreul (NE male **ghoul**) and Felixia Bael-Sheth (CE female human **Red Sister** [see page 324]). Read or paraphrase the following:

A gray-skinned assassin clad in black studded leather, a silver face mask, and a heavy black cloak stands before a scantily-clad albino woman with a bewitching countenance. The long-haired beauty drapes her arms around the menacing fellow in an intimate gesture of fealty, coercing information from the scowling brute like a lover elicits hesitant affections.

After exchanging pleasantries, the two discuss the forthcoming rituals in the hidden Temple of Marena, the ongoing subversion of Melancha Vendemic through the bogus Cult of Forbidden Ecstasies, and their illicit plans for other Zobeck nobles of questionable repute. The conversation is filled with brief phrases and key words of two people "in the know," which might be mostly nonsense to the characters. The key notes for the characters are the name Melancha Vendemic and that the pair plan to coerce other Zobeck nobles and politicians into their schemes. Borys mentions the consuls of Zobeck will hold a vote on military assistance in the coming weeks, shortly after the Magdar ambassador is scheduled to arrive, and he urges Felixia to increase her pace in seducing other consuls. A successful DC 13 Intelligence (History) check recognizes Melancha Vendemic as a consul of Zobeck and the consuls as Zobeck's ruling body of government.

Borys Kreul is a **ghoul**, except he has an Intelligence of 14 and carries a shortsword and a hand crossbow. A letter to him from Felixia rests in a pocket in his cloak along with a key to the northern door in Area 10. Felixia Bael-Sheth is detailed in Area 2 of the Temple of Marena.

Development. Felixia and Borys discuss their plans for 30 minutes or until alerted to the characters' presence, at which point Felixia flees through the tunnel to the south towards the Cartways, triggering a **collapsing roof trap** in the hallway behind her to slow pursuers. Her escape is assisted by Kreul, who stands in defiance of the characters. When combat starts, he calls out to two **skeletons** hiding inside of the sarcophagi. Loyal to the Ghoul Imperium, he fights to the death to protect the goals of his superiors. If Felixia is somehow prevented from escaping and dies here, the Forelden Twins continue the work of their mistress, and Luna Forelden becomes a **Red Sister** by the blessing of Marena.

My dear Mr. Kreul,

I yearn for your counsel once more. Ms. Vandemic's appetites for our offerings have grown predictably fierce, and I do hope we can appease our precious consul for as long as our Imperial lords wish to retain her services. Marena's grace has kept the foolish babe pliant enough, but we must remain vigilant, my love, lest she stray from the Mother's path.

I appeal to you for fresh lambs, my hungry wolf. The stone thirsts, and the mouths of our fair children run dry. Meet me beneath the Lady of Tears three nights from now.

The Red Sisters are forever in your debt, my lord. And remember: our forbidden ecstasies taste much sweeter when your blade does the letting.

By the Red Mother's Mercy,

F.

Secret Door. A successful DC 14 Wisdom (Perception) check notices the secret door behind the statue on the southern wall of the chamber, which can be opened by rotating the iron sconce next to the door in a counter-clockwise direction. The stepped corridor beyond this secret door gently slopes up and further south into the undercity for two hundred feet before arriving at a lower section of the Cartways. If the characters arrived while Felixia and Borys were speaking, she leaves the door slightly ajar in her escape, revealing its presence.

The Temple of Marena

After they endure the feral denizens of the Catacombs, the characters must follow the trail of the Red Sister and her cultists deeper into the lightless realms of the Cartways. The stepped corridor beyond the secret door in Area 10 gently slopes up and further south into the undercity before arriving at a lower section of the Cartways. A successful DC 10 Wisdom (Survival) check locates the recent footsteps of the Red Sister, Felixia Bael-Sheth. If the check succeeds by 5 or more, the character notices several other distinct sets of days-old tracks, including a half-dozen footprints of Medium humanoids. The tracks lead to a crossroads of tunnels that all terminate in a chamber dominated by massive, metal doors. What was once an enormous cistern for Lower Zobeck has now become a bastion of sub rosa extravagance and unsavory appetites. Unless otherwise stated, the ceilings in this area are 15 feet tall, and the doors are made of wood (AC 15, 17 hp, and a damage threshold of 2).

1. TEMPLE ENTRANCE

The intense smell of decay permeates the air of this chamber. A hulking figure at the northern end of the hallway slowly rises to its feet from a pile of bones and offal. Its taught, gray skin and beady, red eyes betray its distinctly ghoulish nature. It licks a mouth full of needle-like fangs with its hideously long tongue as it lumbers forward.

This wide crossroads of tunnels is the makeshift lair of a ghoulish ogre that serves as a gruesome sentry for the Temple of Marena to the north. The ogre ghoul is a Large **ghoul**, except it has a Strength score of 18 and 44 hit points. The ogre ghoul has a challenge rating of 2 (450 XP). The ogre ghoul squeezes through the tunnels to leave this area only if instructed to do so by Borys Kreul or Felixia. Otherwise, it fights to the death to defend the entry into the Temple of Marena.

The ogre ghoul is tended by a **cultist** who ensures the ogre ghoul doesn't eat new recruits or captives of the cult. The cultist carries a key to the door and wields a light crossbow. In combat, it hides by the door, using its crossbow to assist the ogre ghoul from a distance. If the ogre ghoul is slain, the cultist uses its action the following round to open the door, warning those inside of the intruders.

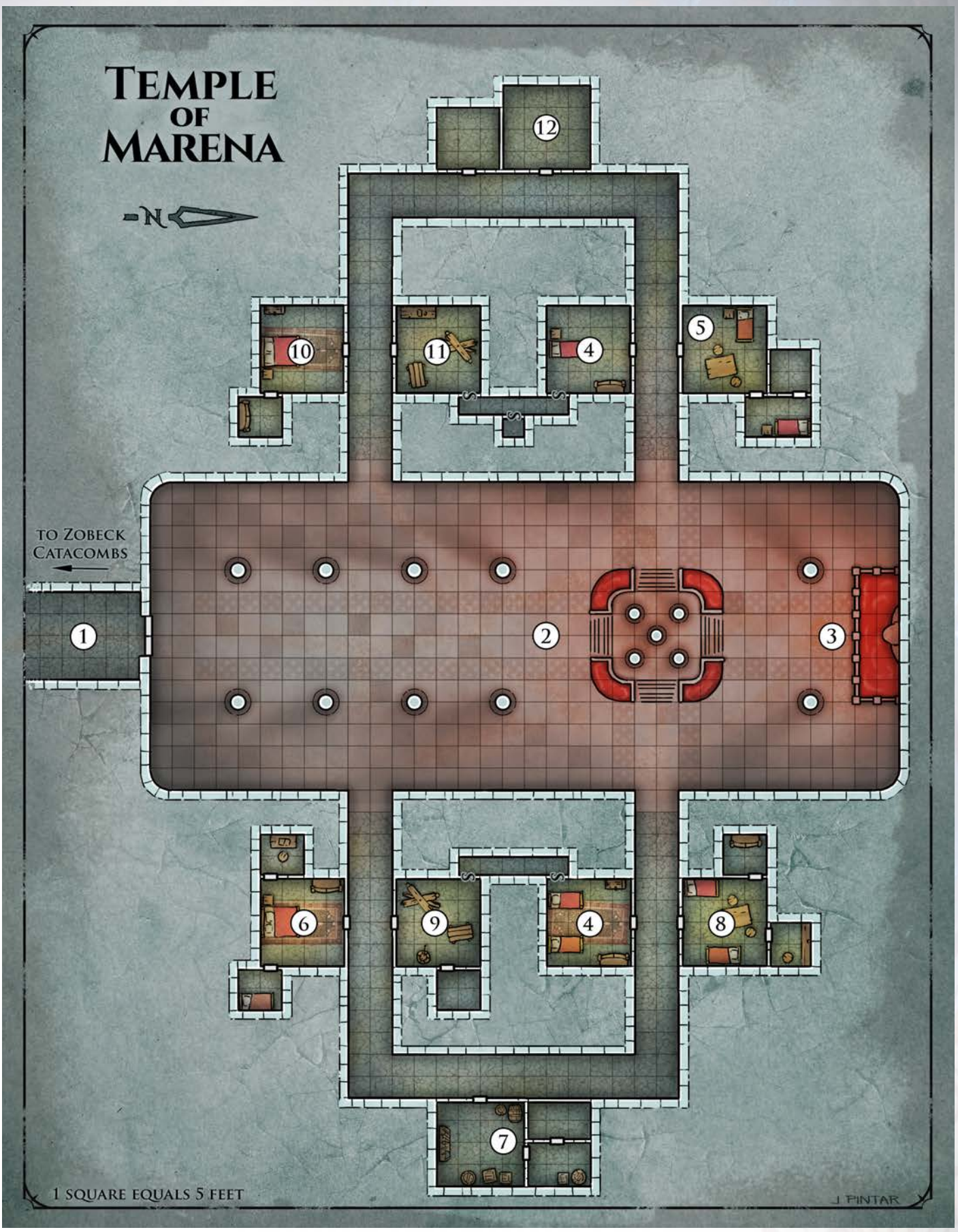
Chamber doors. The primary entrance to the Temple of Marena consists of a 10-foot wide set of metal doors that once served as a waterproof floodgate for the cistern beyond. The doors that conceal the temple from the outside world are massive, sturdy, and locked. Without a key, a successful DC 15 Dexterity check using thieves' tools picks the lock, or a successful DC 20 Strength check forces open the door.

Treasure. The ogre ghoul nests east of the door upon a pile of carrion and bone, which includes the castoff equipment of its previous meals: a longsword, a scimitar, a shield, a war pick, a suit of ring mail, a ruined suit of leather armor, and one breastplate. The ogre ghoul's carrion pile reeks of death. A creature that searches the ogre ghoul's carrion pile must succeed on a DC 11 Constitution saving throw or be poisoned for 1 hour.

2. MAIN HALL

The sweet smell of incense fills this expansive chamber. Two rows of columns line a well-traveled walkway towards a dais on the far end of the hall. A young woman is bound and pinioned to a stone pillar. Large braziers surround her, casting a pale light while billowing strange violet plumes of smoke into the dank, undercity air. Over a dozen people in white and red robes look on as a voluptuous, crimson-clad woman gesticulates above the chained maiden with a ceremonial spear.

This enormous cistern has been converted to the Temple of Marena's main hall. The tall ceiling of this immense


TEMPLE OF MARENA
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TO ZOBECK CATACOMBS
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1 SQUARE EQUALS 5 FEET
J PINTAR

chamber is 25 feet high, and the cold floors are made of tiled slate. If the characters manage to thwart the guards in Area 1 without alerting anyone, a grand scene atop a central dais awaits the characters when they arrive at this expansive, subterranean chamber. Rozalyn Turnyr (CG female human) is manacled and chained to a stone pillar flanked by two **cultists**. Melancha Vendemic (LN female human) dances around Rozalyn, wielding a ceremonial silvered spear. Linus Forelden (NE male elfmarked **acolyte**), his twin sister Luna Forelden (NE female elfmarked **scout**), and Red Sister Felixia Bael-Sheth look upon the scene with a perverse and sadistic glee. They are joined by an additional eight **commoners** of various races and genders (humans, elfmarked, dwarves, and dhampir among them) and four human and elfmarked **cultists**. Each of the cultists carries a key to Rozalyn Turnyr's manacles and the slave chamber in Area 12. Half of the cultists and commoners wear gothic carnival masks and half-masks to casually hide their appearance.

Burning Braziers. A set of four large braziers surround the central pillar, tainting the nearby air with strange incense. Each of these burning braziers sheds dim light in a 10-foot radius. Each creature that isn't an undead or construct that ends its turn within 20 feet of a burning brazier must succeed on a DC 14 Constitution saving throw or experience mild hallucinations and have disadvantage on ability checks for 1 minute. If a creature's saving throw is successful or the effect ends for it, the creature is immune to the hallucinogenic effects of the burning braziers for the next 24 hours.

The Commoners. The commoners present for the ceremony are people of Zobeck who have been seduced by the cult's sensual pleasures. None of them are interested in dying for the cult and flee or fall prone in surrender if the characters attack.

The Consul. Although her increasingly perverse tastes have led her this far, Zobeck consul Melancha Vendemic is an unwitting accomplice in Felixia Bael-Sheth's sinister schemes with the ghouls. Melancha's blossoming interest in the overtly sensual nature of the Cult of Forbidden Ecstasies has clouded her mind to the realities of the cult's more gruesome activities and its association with ghouls. The distraction of the cult's sensual entertainments also enabled the Red Sister's charming magic to take firmer hold of Melancha's faltering wits. When the characters arrive, Melancha is under the effects of the *suggestion* spell Felixia cast using the cult's magical chalice. In the full throes of the cult's influence, Melancha prepares to make small lacerations to Rozalyn Turnyr's skin during a debauched ritual. A successful DC 12 Wisdom (Insight) check notices Melancha is under magical influence and

isn't in full control of her actions. The consul can be roused from her stupor with direct intervention, such as interrupting Felixia's concentration or using an action to shake Melancha. The consul, realizing what she has done and where she is, attempts to escape the Temple of Marena, dropping the ceremonial silvered spear behind her.

The Imperium's Spy. If the characters didn't kill him in the Catacombs, the **ghoul** Borys Kreul (*Tome of Beasts*, p. 216) is also present here in the Main Hall to witness and participate in the ritual performed by the Red Sister and her minions. Kreul is armed with a shortsword and a hand crossbow.

The Red Sister. Felixia Bael-Sheth (CE female human) is an albino woman with a scar-shaped crimson birthmark marring the porcelain features of her face as it cuts through the orbit of her right eye. She wears sheer white robes loosely wrapped and wound with long, red ribbons. Her holy symbol, a tiny skull amulet carved from a blood-red ruby, hangs just below her throat. Felixia is a **Red Sister** (see page 324), except she wields a dagger instead of a spear. In addition, she carries a *chalice of forbidden ecstasies* (see page 258), a key to the temple entrance doors in Area 1, a key to her chamber in Area 6, and a key to Rozalyn Turnyr's manacles.

The Forelden Twins. Felixia Bael-Sheth reserves her full trust for the elfmarked Forelden twins. These fair-haired charismatic courtiers are clad in the revealing crimson robes of the cult. Both wield whips in addition to their normal weapons. If one Forelden twin dies, the other attempts to escape via the concealed *teleportation circle* located between Areas 4 and 11.

Development. Felixia Bael-Sheth has been using her coercive magic and the sensual delights of the cult to corrupt the consul, encouraging Melancha's illicit participation in the ritual. Felixia and her superiors seek the consul's favor for arbitration of wartime trade agreements between Zobeck and the Blood Kingdom. Felixia's ghoulish allies believe they are aiding in this process to strengthen ties between the Ghoul Imperium and the Blood Kingdom. In reality, Radomir sent the ghouls to aid Felixia in hopes that their aid would help her pull Zobeck's attention away from the Ironcrag Mountains and toward the Mharoti Empire, allowing his spies an easier time searching the dwarven mountains for his quarry. Dedicated to her cause and terrified of the cost of failure, Felixia fights to the death.

The cultists ignore Rozalyn Turnyr, preferring to leave her chained and shackled to the pillar. If a character attempts to free Rozalyn Turnyr from her manacled bonds, the Forelden twins move to intervene. Without the key, a successful DC 15 Dexterity check using thieves' tools picks the lock.

Treasure. The ceremonial silvered spear that the cult uses during their illicit rites is nonmagical but is exceptionally crafted and worth 150 gp. Felixia's ruby holy symbol of Marena is worth 50 gp.

3. BLOOD FOUNTAIN

The relief of a large gargoyle's mouth on the northern wall spouts a stream of crimson-tinted fluid into a wide basin. The water in this time-worn fountain appears to have been polluted by the blood of several creatures, and it swirls with exotic red plumes beneath its rippling surface.

This corrupted fountain runs red with blood-tainted water. This blood fountain is another kind of altar in service to Marena, the Red Goddess. After a creature is lacerated upon the stone pillar in Area 2, they are left here unconscious to bathe in the fountain as they exsanguinate into its tepid waters.

Blood in the Water. Along with the sacrifices left to bathe here, the dark rites performed by the Cult of Forbidden Ecstasies in this hidden temple fuel the blood fountain's strange magic. Each creature that drinks the water of the blood fountain has advantage on Charisma ability checks and saving throws until it finishes a short or long rest. In addition, the creature must succeed on a DC 15 Constitution saving throw or be incapacitated for 1 minute as it is overcome with euphoria.

4. BED CHAMBER

The four beds that line this chamber are plush with silken sheets and down pillows. The comfort displayed by the beds is out-of-place next to the cold stone walls and the dull, perpetual hum of the subterranean cistern. A red crystal statue stands in the center of the room, depicting a sultry maiden in a suggestive pose.

A crimson-colored **glass golem** (*Creature Codex*, p. 200) crafted in the likeness of a seductive maiden guards this chamber. If a creature enters without speaking the phrase "*Red Mother's mercy*" or without wearing the cult's red robes, the **glass golem** animates and attacks.

Treasure. Any character who searches this area has a one-time 25 percent chance of discovering an object of personal or curious importance. Choose an appropriate mundane item or roll on the Underworld Trinkets table in the *Underworld Player's Guide*.

Secret Door. A successful DC 15 Wisdom (Perception) check notices the secret door in the corner of the chamber, which can be opened by depressing a nearby button concealed as a small stone brick.

5. FORELDEN BED CHAMBER

This chamber is lavishly decorated with silken crimson tapestries, and unlit candles cover nearly every surface. A large, circular bed covered in down pillows and silk sheets occupies the room's central area. A red crystal statue stands on the eastern wall, depicting two lovers—a seductive courtesan and a handsome courtier—entwined in a dance.

A crimson-colored **glass golem** crafted in the embracing, entwined likenesses of a courtesan and a courtier guards this bedroom. If a creature enters without speaking the phrase "*Red Mother's mercy*" or without wearing the cult's red robes, the **glass golem** animates and attacks.

Locked Door. The door to the chamber is locked; Linus and Luna Forelden each have a key. Without the key, a successful DC 15 Dexterity check using thieves' tools picks the lock, or a successful DC 15 Strength check forces open the door.

Treasure. A successful DC 12 Wisdom (Perception) check notices that one of the candles on the table near the glass golem is distinctly different from the others in color and texture. This black candle smells of strange and heady herbs. A successful DC 18 Intelligence (Arcana) check

recognizes this as a *candle of visions* (see page 258). In addition, a successful DC 14 Intelligence (Investigation) check finds a finely-crafted leather whip with a bloodstone handle worth 100 gp under one of the pillows.

6. FELIXIA BAEL-SHETH'S BED CHAMBER

Faint floral perfumes drift in the air of this chamber, which is lined with unlit candles and red silken tapestries. A crimson-upholstered divan sits on the western wall and a red-patterned rug lies in the center of the chamber. A red glass statue adorns a table near the divan. The sculpture depicts a seductive feminine form crowned with the chilling visage of a smirking skull.

A plush red satin divan rests against the western wall of this bedchamber, which serves as the personal sanctuary of the Red Sister Felixia Bael-Sheth. A **rug of smothering** guards this bedroom. The rug of smothering remains motionless until trod upon or until a creature other than Felixia tries to enter the eastern side chamber.

Locked Door. The door to the chamber is locked; Felixia Bael-Sheth has the only key. Without the key, a successful DC 15 Dexterity check picks the lock, or a successful DC 15 Strength check forces open the door.

Closet Chamber. The smaller room to the west of Felixia's bedroom contains one crimson robe of the Cult of Forbidden Ecstasies, which hangs on an iron peg driven into the far wall. An unlocked wooden chest on the southern wall contains two gothic carnival masks: one mask is fashioned in the likeness of a madcap harlequin, and the other mask is crafted to resemble a menacing, red skull.

Treasure. The red glass sculpture in this room is carved in the likeness of the Blood Goddess Marena and is worth 100 gp. The small room to the east of this chamber contains several shelves lined with books, oddities, and jars of various dried flowers. An open letter from a Blood Kingdom Baron sits on top of one of the books. Most of the books are tawdry novels and erotic fiction. A book bound in blood-stained leather, titled *Prophets of the Red Goddess*, stands out from the rest. The tome covers a wide range of information on Marena, her influence, and her priestesses, the Red Sisters. One particular passage of the tome contains information about the implementation of red glass golems, like the ones found throughout the temple, and lists an array of command phrases for such creations, including those assigned to the golems in this temple. The book is worth 200 gp to a collector of obscure religious writings and rare eldritch antiquities. A character that examines the book discovers a note folded within its pages from someone named Shroudson.

30 Harvest Tide, 483 A.R.

In the name of Baron Urslav,
Crawling Lord of Vallanoria,
Keeper of the Red Sisters,
and by the unholy hand of King Lucan,
Lord of the Shroud-Eaters,

Let it be known to all agents of the Blood Kingdom: change is coming to Zobeck, by the hand of our fair Sisters and the Brothers of Nicoforus the Pale, first of his name. Our allies seek to divert Zobeck's attention from the Ironcrags toward the Mharoti. To this end, the honorable Felixia Bael-Sheth has been appointed Red Sister of the First Order and ordained to serve the Red Mother's mercy from our bastion within Zobeck itself.

All agents of the Blood Kingdom are hereby summoned to identify any personages of significant import for conversion within Sister Bael-Sheth's enclave. These covenants will form the bedrock of new trade and ensure a pact of non-aggression with the Crossroads City.

By the glory of Morgau and the unhallowed legions of Doresh,

In Marena's name we conquer.

Ms. Bael-Sheth,

Congratulations on your new post. Your predecessor was quite reluctant to communicate, and I trust you are a better correspondent.

The bearer of this letter is my agent, Borys Kreul, whom I have tasked with assisting you in whatever way you desire. He is particularly adept at acquiring prey and might serve well in procuring lambs for your goddess' altar. He brings with him one of our latest acquisitions. An oafish lout, indeed, but this acquisition should prove effective in defending your new position. Though do be sure to keep him well fed.

-Shroudson

7. STOREROOMS

These chambers serve as the armory and storerooms for the cultists that dwell within the temple. Four crimson-colored robes of the Cult of Forbidden Ecstasies hang on iron pegs driven into the southern wall.

Weapon Rack. An eight-foot-wide rack containing a haphazard array of weapons hugs the eastern wall of the chamber. The weapons hanging upon the rack include: two flails, a flanged mace, a morningstar, a spear, three curved torture instruments that function the same as sickles, two scimitars and a whip.

Pantry. The northeastern chamber here is empty, but the northwestern chamber is stocked with foodstuffs. The pantry contains enough rations to feed 20 creatures for 60 days, one 30-gallon barrel of clean water, and one 30-gallon barrel of red wine. Three sacks of rice lean against the wall.

8. BED CHAMBER

This chamber is bedecked with pillowed divans and plush ottomans, which surround a central, circular bed. Beneath the satin sheets, a flaxen-haired elfmarked woman lies beside the body of a human.

The elfmarked **cult fanatic** who resides here slit the throat of her lover moments before the characters arrive. Still dripping with blood, she produces a dagger from beneath her pillow and attacks the characters when they enter. Her crimson cult robes lie next to the bed along with a disparate set of traveler's clothes.

Treasure. Any character who searches this area has a one-time 25 percent chance of discovering an object of personal or curious importance. Choose an appropriate mundane item or roll on the Underworld Trinkets table in the *Underworld Player's Guide*.

Closet Chambers. The two smaller rooms to the north and west of the bedroom contain two sets of crimson robes of the Cult of Forbidden Ecstasies, which hang on iron pegs driven into the far walls.

9. PLEASURE DEN

A collection of torture devices decorates this lantern-lit chamber. Two leather-padded pillories, a rack, and a spiked iron chair accompany a table topped with two whips and a set of metal surgical tools.

This chamber is outfitted with an array of torture devices and exotic implements. A hooded lantern hangs from the ceiling on a chain in the center of the room, and sheds dim light in a 5-foot radius. When the characters arrive, the hooded lantern here has already been burning for 1 hour. It burns for an additional 5 hours on the flask of oil that fuels it. A successful DC 13 Wisdom (Perception) check notices traces of fresh blood on the floor beneath the rack and on some of the surgical tools.

Secret Door. A successful DC 15 Wisdom (Perception) check notices the secret door in the northwestern corner of the chamber, which can be opened by depressing a nearby button concealed as a small stone brick.

Closet Chamber. The smaller room to the northeast of the bedroom chamber contains an array of a dozen well-made risqué outfits (treat as fine clothes), which hang on iron pegs driven into the far wall. An unlocked wooden chest on the southern wall contains an assortment of gothic carnival masks and half masks worth 15 gp and two leather whips.

10. BED CHAMBER

This chamber is lined with pillowed divans and plush ottomans. A round bed adorns the center of the room, covered in satin sheets and feathered pillows.

Treasure. Any character who searches this area has a one-time 25 percent chance of discovering an object of personal or curious importance. Choose an appropriate mundane item or roll on the Underworld Trinkets table in the *Underworld Player's Guide*.

Closet Chambers. The smaller room to the southeast of the chamber contains one crimson robe of the Cult of Forbidden Ecstasies, which hangs on an iron peg driven into the far wall. An unlocked wooden chest on the southern wall contains an assortment of gothic carnival masks worth 5 gp.

11. PLEASURE DEN

A collection of torture devices decorates this lantern-lit chamber. Two leather-padded pillories and an iron maiden accompany a table topped with two whips and a set of metal surgical tools. A human female wearing a mouse-like carnival mask leans against one of the pillories, giggling, while an elfmarked man in a panther mask stands beside her, cradling a black leather whip.

This chamber is outfitted with an array of torture devices and exotic implements. A hooded lantern hangs from the ceiling on a chain in the center of the room, and sheds dim light in a 5-foot radius. When the characters arrive, two **commoners** are engaged in a flirtatious game

of cat-and-mouse, blissfully removed from the ritual in the main hall. If the characters don't outnumber the commoners, the male commoner threatens the characters with violence if they refuse to leave. If the characters outnumber the commoners, the two beg for pardon and sanctuary from whatever retribution the characters might bring. The commoners are a middle-aged couple who recently joined the cult in an effort to bring more excitement into their private lives. They know nothing of Felixia's plots or of the events in Area 2.

Secret Door. A successful DC 15 Wisdom (Perception) check notice the secret door in the northeastern corner of the chamber, which can be opened by depressing a nearby button concealed as a small stone brick.

Secret Secret Door. A successful DC 20 Wisdom (Perception) check while in the hidden hallway notices the secret door halfway down the corridor, which can be opened by depressing a nearby button concealed as a flagstone on the tunnel floor. A faintly-glowing circle of runes fills the floor of the small chamber beyond the door. A successful DC 12 Intelligence (Arcana) check determines the circle is a permanent one-way *teleportation circle*. A successful DC 17 Intelligence (Arcana) check determines the circle leads to the Temple District in Zobeck. When a creature steps into the *teleportation circle*, it appears in an abandoned shrine in Zobeck's Temple District.

12. SLAVE CHAMBER

Prisoners and slaves are detained within this lightless chamber until they are desired for pleasure or deemed ready for sacrifice. The doors to the room are locked, and the chamber to the south acts as an impromptu guard room when necessary. Several sets of chains and shackles are affixed to the northern and western walls. The room is currently empty, but it bears signs of struggle. Dried droplets of blood are haphazardly drizzled across the stone floor. A successful DC 14 Intelligence (Investigation) or Wisdom (Perception) check discovers fresh blood stains and a few strands of auburn hair on one set of manacles. The hair belongs to Rozalyn Turnyr.

Locked Door. The door to the chamber is locked; the cultists in the main hall each have a key. Without the key, a successful DC 15 Dexterity check picks the lock, or a successful DC 15 Strength check forces open the door.

Concluding the Adventure

If the characters successfully rescue Rozalyn Turnyr from captivity before the Cult of Forbidden Ecstasies ritual is complete, she gladly testifies against the Red Sister and the cult once she recovers from her drug-induced stupor. Rozalyn is happy to assist in the exoneration of Brik and his kobold kin, and king Koto Crag-Claw is similarly eager to reward the characters with the bounty they were promised. If Rozalyn testifies against the cult and Felixia, Consul Melancha Vendemic also comes forward, supporting the young woman and publicly condemning the actions of the cult.

If Melancha escapes the Temple of Marena after completing the ritual by almost killing Rozalyn Turnyr, she begins to question her infatuation with the cult and its suspicious practices—eventually coming to understand and abhor the cult's clandestine fealty to the Red Sisters. If the characters fail in their attempts to absolve Brik of the alleged crimes or perish during their dangerous journey through the undercity, the Cult of Forbidden Ecstasies continues to influence the politicians of Zobeck, eventually solidifying military support for the Magdar on their eastern borders and a minor alliance between the Blood Kingdom and Zobeck. The distraction of this alliance allows the ghouls to send more agents into the Ironcrags and abduct their quarry.

MEET THE DESIGNER

Dread Chambers of the Undercity was written by Christopher Lockey. Lockey is a professional warrior-poet and occultist who hails from the black woods of the North Carolina badlands. A career fantasist, Lockey brings decades of broadcast media experience to his role as a tabletop storyteller. Lockey's RPG work—inspired by the writing of Harlan Ellison, R.E. Howard, and Poe along with the cinema of John Carpenter, Terry Gilliam, and Sir Ridley Scott—seeks to humanely explore worlds both alien and existential. He currently lives in Los Angeles in lasting servitude to the Old Ones.

The Holy Robes of Sister Adelind

Chapter Background

Ten years ago, the undead armies of Morgau and Doresh conquered the Electoral Kingdom of Krakova with help from the elite darakhul troops of the Ghoul Imperium. King Eynryk was assassinated, and Queen Urzula and a handful of other surviving members of the royal family fled into exile as their homeland fell under vampire rule. One royal survivor, the king's brother Archduke Avgost Walerska, miraculously escaped death at the hands of the ghoul armies in the kingdom's final days.

Radomir Marrowblight, darakhul high priest of Vardesain and close ally of the scheming Duke Morreto Lichmark of the Pure City of Vandekhul, has received a vision from the Hunger God, demanding the capture and sacrifice of Archduke Avgost. In return for the offering of royal blood, the god has promised to reveal the secret of creating darakhul faster and more reliably to Radomir. Determined to carry out his deity's wishes in spite of setbacks caused by the disruption of his machinations in Zobeck, Radomir assigns the task of finding and abducting the archduke to one of his most capable lieutenants, the darakhul spymaster Vukas Shroudson. Based in the Province of Krakovar as an ambassador to its vampire conquerors, Vukas dispatches agents to search for the

archduke in the Ironcrags, the Grand Duchy of Dornig, and in Krakovar itself.

Meanwhile, the increased activities of the ghouls and their allies in Zobeck has not gone unnoticed by the city's patron goddess Rava. The enigmatic Clockwork Oracle awakens and identifies the characters as the optimum group to undertake the quest to recover an obscure relic, the *Holy Robes of Sister Adelind*. Adelind was a paladin of Sif who died a martyr fighting the undead who invaded Krakova, and her Holy Robes will prove a vital weapon in the battle to stop the evil plots of the ghouls later in the adventure. The quest to find the relic inevitably brings the characters and Archduke Avgost together.

Chapter Summary

The adventure begins in Zobeck with a summons to the Temple of Rava from the Clockwork Oracle. The characters visit the oracle and are given the quest to track down the *Holy Robes of Sister Adelind* in Krakovar to frustrate the depraved plans of the ghouls.

The characters travel north on the Mountain Road through the Ironcrags to the Black Canton of Grisal where they hope to learn valuable information from the undead-hating dwarves. A run-in with a group of ghouls and cannibal cultists en route provides a new mystery—why is one of them carrying a drawing of Archduke Avgost of Krakova?

In Grisal, the characters find out that an order of knights who wage a secret war against the undead in Krakovar might have the *Holy Robes* in their possession. The characters are told to seek out the temple of Sif in the Free City of Jozht in the Wolfmark to track down the order.

While gathering information in Grisal, the characters discover they aren't the first to find a patrol of ghouls looking for Archduke Avgost, and they draw the unwanted attention of a darakhul spy, who sends agents to tail them. They meet with the Court-in-Exile in Kariessen to warn the archduke of the ghoul patrols. Here, if the characters make a good impression on the Court, they are offered the chance to escort Archduke Avgost to Jozht where he is due to meet with the dwarves of the Wolfmark to discuss an alliance against the vampires.

The characters and Avgost use a fey road to travel north, emerging at the Stone Galleries, an ancient elven ruin, where Vukas Shroudson's ghoul minions lie in wait to abduct the archduke. After frustrating the kidnapping attempt, the characters sneak through enemy territory in Krakovar and get the noble safely over the border into Jozht. Bidding farewell to the archduke, the characters visit Sif's temple where they learn that an order of knights, known as the Spear Maidens of Hope, revere the site of Adelind's martyrdom at Yarosbirg, and members of the order can likely be found there on the anniversary of the saint's death.

At Yarosbirg, the characters help the Spear Maidens defeat a band of Ghost Knights. Afterwards, they learn that several Spear Maidens, along with the *Holy Robes*, have been seized and taken to the fortress of Orzelbirg. The characters must get inside the castle, save the captured Spear Maidens from being transformed into ghouls, and retrieve the *Holy Robes*.

Beginning the Chapter: The Clockwork Oracle

The characters have a few days of downtime to rest and recuperate after their exploits in the Cartways, but it isn't long before adventure comes calling again.

Lena Ravovik, high priestess of Rava, dispatches one of her trusted acolytes, a gearforged priest named Pious (LN male gearforged **acolyte**), to track down the characters at their lodgings or in their favorite tavern. Pious is a tall, gangly gearforged of brass and wood. He wears the red and gold robes of Rava's clergy and has a bronze spider hanging around his neck—one of the holy symbols of the Gear Goddess.

In a tinny, mechanical voice, Pious excitedly asks the characters to accompany him to the Temple of Rava to meet with the high priestess on a matter of the utmost importance. He does not elaborate initially, but, if pressed, reveals that the Clockwork Oracle spat out a piece of paper with the characters' names on it. "*This*," he says, "*is most unprecedented*."

A successful DC 15 Intelligence (Religion) check knows the Clockwork Oracle is a mysterious mechanical device with a face of gears and wheels, located in the inner sanctum of the Temple of Rava. From time to time, the Oracle issues cryptic pronouncements to petitioners in the name of the Gear Goddess. Characters native to Zobeck automatically succeed on this check.

CONSULTING THE ORACLE

Pious escorts the characters through the city to the Temple District and the Gear Goddess' temple: a distinctive metallic building with brass-bound iron doors and a green copper roof. Two hulking iron automatons, **steam golems** (*Tome of Beasts*, p. 237) with axe blades welded to their metal arms and steam emitting from chimneys connected to their boiler-like torsos, guard the entrance.

The gearforged acolyte leads the characters up the steps, past the golems, and into the open Hall of the

Patroness. Examples of the city's ingenious craftsmanship and paintings of Zobeck, its founding, and its history adorn the walls. The hall is busy with anxious supplicants hoping to consult the Clockwork Oracle on matters of personal importance. Pious ushers the characters through the throng to the front, ignoring the protests of wealthy merchants and arrogant nobles alike.

Lena Ravovik (LN female human), High Priestess of Rava Among the Humans, stands at the foot of the astonishing rotating mechanical pulpit in the Shrine of Fate and Foresight, home to the Clockwork Oracle. Wise and composed, Lena is dressed in gold, red, and blue robes with a splendid golden geared headdress, and she holds a slender iron staff topped with Rava's red and gold gear holy symbol. She politely thanks the characters for coming and pulls them away from the crowd. She then explains why they have been summoned:

"Today is one of the high holy days when the Gear Goddess herself inhabits the Clockwork Oracle and makes pronouncements to a select few. Word soon gets around that the Oracle is ready to speak, and, as you can see, we are inundated with supplicants. As priests of Rava, our role is to determine who is worthy of an audience. Shortly after midnight last night, the Clockwork Oracle awoke and whirred into activity and produced this..."

Lena hands the characters a long, narrow strip of paper with their names neatly printed on it.

"This scroll appeared in the Oracle's mouth; we found it coiled up, resting on its wooden tongue. We asked around and learned that the names belonged to the valiant adventurers who recently put an end to the evil plots of the Blood Sisters and their ghoul allies beneath the city. Now, Pious has brought you here to speak with the Clockwork Oracle as it seems it has something it needs to tell you. Come, follow me, and hear what it has to say."

Lena leads the party down a short flight of steps beneath the pulpit to the inner sanctum that holds the Clockwork Oracle, Pious bringing up the rear.

The sharp tang of metal and oil fills the air of the cramped, low-ceilinged chamber. The back wall is covered in silver dials and actuators, golden balance wheels, and bronze pistons and gears. Together, these components form a giant face. The Oracle's mouth opens and it speaks in a rasping, mechanical voice: "They are here. Good..." The Clockwork Oracle falls silent, apparently waiting.

Lena whispers to the characters that they should ask the Clockwork Oracle one or more questions they want answered. She warns that it normally only answers one question from each supplicant and cautions them to consider their words carefully before speaking. "*Then again,*" she says, "*this whole business is rather odd, so perhaps the usual rules do not apply.*"

Here are some likely questions and the Clockwork Oracle's answers; the oracle doesn't elaborate further on these rather brief (and uncharacteristically direct) responses. If a character asks something completely different, perhaps related to the character's personal life or past, feel free to have the oracle give a suitably cryptic answer or not answer at all. If one of the characters is gearforged and asks a question in Machine Speech, the Clockwork Oracle responds in the whistling, clicking language.

Why have you summoned us here?
"The ghouls are stirring in their tunnels beneath the earth and will soon rise. They must be stopped or Zobeck will merely be the first of many to fall."

Why are the ghouls rising?
"They hunger for flesh, and their hunger cannot be sated."

How can we stop the ghouls?
"Recover the Holy Robes of Sister Adelind. Use it to stop the dark wedding then defeat the leader of the ghoul uprising."

Where can we find these robes?
"Seek the robes in the fallen kingdom of the mermaid."

Why us?
"Fate has decreed it."

Once the Clockwork Oracle has imparted the information above, its gears, wheels, and dials spin round rapidly, whirring, clanking, and rattling, for about thirty seconds. Then it gives out a high-pitched double whistle and goes dormant.

Development With the audience over, Lena leads the characters back upstairs to the temple. She tells them that since the Gear Goddess has charged them with a quest in service to the city, she will aid them in any way she can. She offers the following important information. Alternatively, the characters can succeed on DC 15 Intelligence (History or Religion) checks to recall this knowledge.

- Sister Adelind was a shield maiden of Sif who fought against the undead of Morgau at Yarosbirg in Krakova, slaying the notorious vampire lord Otmar the Sallow before dying heroically in battle ten years ago. She has since become a symbol of hope and defiance to those who stand against the vampires and has been declared a martyr by Queen-in-Exile Urzula of Krakova.
- The "fallen kingdom of the mermaid" is a reference to the Electoral Kingdom of Krakova, conquered by the vampires of Morgau ten years ago and now one third of the Greater Duchy of Morgau, Doresh, and Krakovar, the so-called Blood Kingdom.

The dwarves of the Black Canton of Grisal in the Ironcrag Mountains have been battling the undead of Morgau and Doresh for centuries and possess a wealth of knowledge on ghouls and vampires. Lena recommends the characters travel to Grisal and ask the dwarves about the *Holy Robes* and where they might be found.

Zobeck-born characters should realize the importance of a quest assigned by the Oracle and the consequences of refusing to carry it out—exile is a certainty, being accosted by zealous gearforged for sacrilege is a likelihood. Other characters may not appreciate the significance of what they are being asked. To ensure Rava's will isn't ignored, Lena offers the characters 2,000 gp as an incentive to undertake the quest.

The Mountain Road

The journey from Zobeck to Grisal takes the characters northward on the Mountain Road for over 400 miles, a trip of around 18 days. The route passes through the Freehold of Obertal and into the Ironcrags. As the road climbs up past the ruined dwarfhold of Silbertal, abandoned mines dot the hills and side valleys, and the countryside grows wilder and more dangerous, with goblins, bandits, and worse a threat to travelers and mule trains. Small dwarfholds, shepherd's huts, and other places along the route offer shelter at night from the rain and the cold.

Beyond the Gunnacks Pass, the road divides at the fork, heading west to Kubourg and Salzbach, northwest to Nordmansch and Hirschberg, and north to Grisal and beyond into Krakovar. As the characters enter the lands of the Black Canton of Grisal, encounters with the undead grow more likely.

The characters experience two planned encounters on the trip north, on or around day 4 (see Griffon Mountain Shakedown) and day 15 (see A Grisly Feast). You can use a travel montage to fast forward through the rest of the trip or you can spice up the journey with a few random encounters using the Random Encounters in the Ironcrags table.

GRIFFON MOUNTAIN SHAKEDOWN

Shortly after the characters pass by Obersteinau Mine, two winged shapes appear from a small fort situated on a hill up ahead. This is the Freehold of Obertal, which is under the command of a married pair of Griffon Knights of Zobeck, Sir Gismondo and Lady Edeltraud.

A successful DC 15 Wisdom (Perception) check identifies the two shapes as Griffon Knights from some distance away. The two griffons swoop down at high speed, one landing just in front of the characters, the other immediately behind.

Sir Gismondo (CG male elfmarked **knight**) and Lady Edeltraud (CN female human **knight**) are devout followers of the war gods. Bored by their posting, they enjoy shaking down innocent travelers for money, demanding tolls, and sometimes inventing ridiculous taxes for things such as possession of a longbow or wearing a hat on a Moonday, in the hope the travelers either pay up or pick a fight.

The mischievous knights demand 100 gp to pass through their lands but can be persuaded to let the party off the toll with a successful DC 20 Charisma check. Approaches such as revealing that the characters are on a mission to save Zobeck from the ghouls (Persuasion), threatening to report the pair to their superiors (Intimidation), or downright lies (Deception) could all prove effective. The characters have advantage on the check if they mention the Clockwork Oracle or for creative roleplaying, at your discretion.

Random Encounters in the Ironcrags	
d20	Encounter
1	1 **bereginyas** (*Tome of Beasts*, p. 36)
2	1 **kot bayun** (*Tome of Beasts*, p. 268)
3	1d4 **giant vultures**
4	1d4 + 1 **ghouls**
5	1d2 **ogres**
6	1d4 **giant eagles**
7	1d6 **giant goats**
8	Rowdy canton mercenaries: 1 dwarf **veteran** and 5 **guards**
9	2d6 **kobold** miners
10	Dwarven mule train: 2d6 dwarf **guards** and 2d4 **mules**
11	Bandits: 1 **bandit captain** and 2d4 **bandits**
12	2d6 **goats** or sheep (use goat statistics)
13	2d6 **wolves**
14	1d4 **dogmoles** (*Tome of Beasts* p. 120)
15	1 **bugbear** and 1d4 + 4 **goblins**
16	Griffon Knight: a **knight** mounted on a **griffon**
17	A short trail leads off the road to the boarded-up entrance of an abandoned mine where a **megapede** (*Creature Codex*, p. 266) has taken up residence.
18	1d2 **griffons**
19	1 **manticore** or **wyvern**
20	1 **fellforged** (*Tome of Beasts* p. 182)

If the characters don't pay up, the griffon knights try to take the coin by force. Sir Gismondo and Lady Edeltraud are **knights** mounted on **griffons**. Replace the knight's Parry reaction with the following:

Knight's Riposte. When a creature the knight can see hits the knight or its griffon with a melee attack, the knight can use its reaction to make a melee weapon attack against the creature.

The knights enjoy a scrap, but they try not to let things get out of hand. If one of the knights or griffons takes more than 20 damage, Sir Gismondo and Lady Edeltraud withdraw from combat—*"We were just joshing with you. No harm, no foul!"*—and allow the characters to be on their way. Alternatively, if a character is reduced to half its hit points or lower, the knights stop fighting and offer the party a second chance to pay the toll—*"You're clearly outmatched. Better cough up!"*—resuming battle if the characters refuse. The knights seek to incapacitate the characters rather than kill them, knocking a character unconscious if they reduce a character to 0 hit points.

Award full experience points if the characters defeat the Griffon Knights in battle or persuade them to let the characters pass without handing over a toll. If the characters fight the knights and lose, award half the experience points.

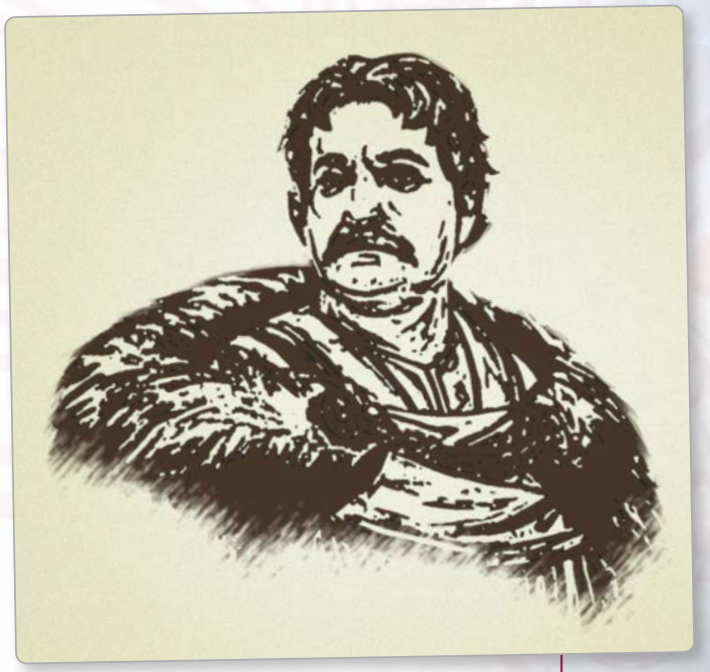
A GRISLY FEAST

This encounter occurs halfway between Gunnacks and Grisal, at a point where the road runs closely alongside the River Argent as it passes through a steep gorge.

It is late in the day and the characters are looking for a suitable spot to camp when they spot a group of humanoids about 200 feet ahead. The humanoids seem to be crouching over a couple of bodies on the ground by the side of the road. A successful DC 15 Wisdom (Perception) check determines that at least two of the figures are ghouls and that the group is feasting on the flesh of the prone victims.

The distant humanoids are a **darakhul** (*Tome of Beasts*, p. 216), a **ghoul**, and three human **procurers** (see page 322)—cannibal cultists of the Creed of All Flesh. The humans and ghoul are distracted with the feast, lowering their passive Perception scores to 8; however, the darakhul is alert for trouble and has a passive Perception of 11.

Silas Gristlemaw (NE male human **darakhul**) leads the group. His orders from his master, Vukas Shroudson, are to patrol the area around Grisal in disguise. Silas carries a rolled parchment with a charcoal sketch of Archduke Avgost of Krakova in his satchel and has been instructed by Vukas to find the man in the sketch. Silas is dressed in traveler's clothes, using his Master of Disguise trait and a wig to appear human. His ghoul henchman wears a hooded monk's robe to conceal its undead features. The



group has remained undetected until now, but, when they ran into a pair of dwarven goat herders, they couldn't resist feeding on the dwarves.

If captured and interrogated, Silas can be persuaded to reveal his orders with a successful DC 20 Charisma (Intimidation) check. As the characters question him, his eyes roam over their bodies lasciviously, as if imagining how they taste. Silas is crafty and evasive, but doesn't know who the man in the drawing is or why the man is important—only that the man is a person of considerable interest to his master, Vukas Shroudson.

Treasure Silas has 75 sp, 125 gp, and 10 pale blue moonstones (worth 50 gp each) in a leather pouch. Most of the coins are square silver dwarfmarks and golden ruppen minted in the Ironcrags, but a handful are gold skulls and silver ducats from the Ghoul Imperium, which bear the head of Emperor Nicoforus on the obverse.

Development One of the dead shepherds, a dwarf named Dorrim, wears a small gold nugget on a chain around his neck (a gift from his father worth 10 gp). If the characters bury the remains of the two dwarves and return the heirloom to Dorrim's family, they earn the thanks of his wife Beldrid (NG female dwarf). Beldrid lives in the small village of Stromberg along the Mountain Road toward Grisal, half a day's travel from where the characters encountered Silas. Through her tears, she tells them that this is the third such attack this month. *"But we thought the threat had passed,"* she says. *"Havard Glimmerstone and his men took care of the ghouls responsible a week ago."* Beldrid tells them Havard is a graveslayer based at the Halls of Grisal, in case the characters want to talk to him.

The Black Canton

Probably the most infamous of the thirteen Free Cantons of the Ironcrags, the so-called "Black Canton" of Grisal is claimed by both the Grand Duchy of Dornig and the Greater Duchy of Morgau, Doresh, and Krakovar, but it remains fiercely independent. Grisal recently joined the Argentine Alliance with Zobeck and the Magdar Kingdom, vowing to stand shoulder to shoulder with its allies against the threat posed by the vampire King Lucan across the border to the east.

Grisal is very much a dwarven land, although a significant number of humans and goblins also make their homes in the canton. The inhabitants are renowned for their piety. Volund and his son, the solar god Khors, are held in high esteem along with Grajava the Shield Maiden (a mask of Sif), Wotan, and Thor-Perun. One tenth of the canton's dwarves are clerics, paladins, or servants of the temples in some fashion.

Under the bold leadership of Enzali Hackel (LG male dwarf), Dwarflord of the Halls of Grisal and Defender of the North, the canton stands firm against undead invaders coming over the mountains from the Blood Kingdom. The Graveslayers, an elite group of undead-slaying warriors and pious servants of Khors, conduct frequent daylight raids into the Grisal Marches to battle the skeletons and zombies of the Blood Kingdom, both in the mountains and beyond in the infamous Zombie Wood of Zwargau. Those who fail to return to the canton by nightfall are sometimes seen again as black-armored foot soldiers in the armies of Morgau.

When the characters near the Halls of Grisal, they are met by a patrol whose surcoats bear the emblem of the canton: a round, silver shield on a black field. The patrol consists of Veldrin Harmek (LG male dwarf **graveslayer** [*Creature Codex*, p. 400]) and 10 dwarf **guards**. Veldrin is stony-faced and distrustful of strangers, particularly non-dwarves, and questions the characters robustly before letting them pass. If the characters mention their run-in with the darakhul and succeed on a DC 15 Charisma (Persuasion) check, Veldrin's frosty attitude thaws a little. He tells them Captain Brogan Bonebasher is the best person to ask for information on ghouls when they reach the dwarfhold.

THE HALLS OF GRISAL

Like other dwarfholds in the Ironcrags, the Halls of Grisal is an impressive above-ground fortress built into the side of a mountain. It has a dozen or so subterranean levels, which hold armories, vaults, storerooms, and mines accessible by a great, central staircase. Visitors to the Halls of Grisal are allowed to visit the upper levels; the floors below ground are restricted to canton citizens. A village of around twenty wooden houses lies in the Halls' shadow, home to those dwarves who make a living from herding goats and sheep and making the canton's famous nutty cheese.

Two giant stone statues of legendary dwarven heroes flank the entrance to the Halls. Jalrik Coppersmelt, a stern-faced male warrior clad in plate armor, stands on the left with a mighty warhammer resting between his feet. Delenya Hurzak, a female paladin wearing an ornate helmet and bearing a shield emblazoned with the symbol of the sun god Khors, stands to the right, holding a battle axe aloft. A successful DC 17 Intelligence (History) check recognizes the statues and recalls that each of them led successful campaigns against the living dead. Dwarf characters have advantage on this check.

Between these imposing statues, the huge, open doors of the stronghold lead into the Great Hall, a vast public space with a high, vaulted ceiling supported by sturdy pillars inscribed with the laws of the canton in Dwarven. The walls

are inscribed with hundreds of names—a lengthy list of those dwarves who have died in battle with Grisal's undead enemies. The hall is busy with the comings and goings of merchants, traders, heavily-armed soldiers, paladins, and priests. Though many of Midgard's races are present in the Great Hall, the majority of its inhabitants are dwarves.

Archways lead off the hall to various shops and other establishments, including the Dented Tankard, a tavern popular with military patrols returning from duty, and an inn, the Cunning Shield-Maiden, patronized by merchants and other travelers. Both offer no-nonsense dwarven hospitality and excellent beer at reasonable prices.

Once the characters have had a chance to get their bearings, they can talk to the locals to follow up on any leads they have gathered. Most dwarves in the Halls of Grisal are polite but indifferent to the characters, but declaring themselves to be enemies of the undead and buying a few beers gets the characters the names of three people who can help them: the graveslayers Havard Glimmerstone and Brogan Bonebasher and the Septime priest Arjalo Maccioni.

While the characters are making their enquiries, the character with the highest Wisdom (Insight) check has an uncomfortable feeling that he or she is being watched. The character is unable to discern the source as the area is filled with people.

Havard Glimmerstone

Havard Glimmerstone (LG male dwarf **graveslayer**) is a grizzled dwarf who leads regular patrols between Grisal and Gunnacks. Prone to gallows humor, he keeps himself mildly inebriated at all times to cope with the horrible things he has seen. If the characters ask for him, they are directed to the Graveslayer's barracks off the Great Hall. Havard retires to the barracks each evening after his patrol for a quiet dinner and a few drinks in the common room. If the characters tell him what they saw on the road into Grisal, he tells the characters that his men dealt with a similar group of deranged humans led by a disguised darakhul a week ago after the group killed and ate a farmer's daughter. *"They were trying to act like regular travelers, but she was such a tasty morsel that their foul appetites must have got the better of them."* The darakhul was carrying a charcoal sketch of a man. He takes a piece of parchment out of his pocket, unfolds it, and shows it to the characters. The sketch is identical to the one they found in Silas Gristlemaw's satchel. *"I don't know who this is, but that mustache looks Krakovan. He's definitely a noble of some sort,"* he says. *"Lots of Krakovans coming over the border and seeking sanctuary at the Black Fortress. Old Jaro Whitebeard's got his hands full, but he might know who this is."*

Brogan Bonebasher

If the characters ask around after Captain Brogan Bonebasher (NG male dwarf **graveslayer**) by name or if they ask for an expert on ghouls in general, they are directed to the Dented Tankard, where a grim-faced dwarf with a jet black beard is sitting at a table in animated discussion with two other dwarven soldiers, Joric and Delgur (both NG male dwarf **guards**).

If the characters approach, the captain is initially irritated by their interruption and speaks tersely, demanding they be quick. If the characters explain they want to talk to him about ghouls or *Holy Robes*, Brogan nods to them to sit down. He explains he and his companions are the only survivors from a hard-fought skirmish with the undead warriors of Doresh three days ago, and they are discussing returning to the site of the conflict to retrieve the bodies of their slain comrades. Brogan tells them the following:

"I've been fighting zombies, skeletons, ghouls and worse in the Grisal Marches for years. I can tell you a fair bit about how to defeat the living dead, but I don't know much about Krakovan saints and their relics. I can tell you who

does, though—Trehild Shardspike. She's dedicated her life to studying our enemies across the border in the Blood Kingdom. Her study is six levels down from here, and she won't talk to strangers, particularly non-dwarves, without an introduction. You look like you can handle yourselves in a fight. If you help me bring back my men's bodies, I'll take you to see her. How does that sound?"

If the characters agree to go with Brogan to recover the bodies, he cheers heartily and advises them to get a good night's sleep, as the group leaves early the next morning for the Grisal Marches. See Raid Into Doresh for details on Brogan's mission.

Ajarlo Maccioni

Although the paladins, graveslayers, and priests of the Halls have heard the story of Sister Adelind's bravery and martyrdom, no one knows about her *Holy Robes*. Such enquiries lead the characters to Ajarlo Maccioni (CN male human **priest**), a smooth-talking Septime priest of Thor-Perun and peddler of fake relics to gullible mercenaries (Deception +5). The charlatan offers Sister Adelind's finger bone to the characters, starting at the outrageous price of 500 gp that the characters can haggle down to 50 gp with a successful DC 15 Charisma (Persuasion) check. He claims the "relic" is all that survived of Adelind and that the ghouls ate everything else. The enameled wooden box holding the finger bone is worth 10 gp; the bone itself is worthless.

RAID INTO DORESH

Captain Brogan Bonebasher, together with Joric and Delgur, meet the characters in the Great Hall at dawn. Delgur leads a string of six **mules**. The journey passes in near silence, barring the odd word of encouragement from Delgur to the animals and Joric's tuneless humming. Brogan, in particular, seems lost in thought and responds brusquely to attempts by the characters to engage in conversation.

The dwarves guide the characters on narrow trails east through wooded mountainous terrain toward the Grisal Marches and over the Doreshi border. On the trip, they cross fast-flowing mountain streams and scramble up and down treacherous slopes as they trudge toward their destination. At the campfire that evening, Brogan leads the others in a prayer to Khors for their recently-fallen comrades and those lost in battles earlier this year. The list of names is so long that it takes him ten minutes to recite all of them.

Late on the second day, the group reaches a large, grassy area strewn with giant boulders. Several dwarf bodies are lying on the ground. Brogan notes that half of the dwarves are missing, which isn't a good sign. He encourages the characters and his team to move quickly before whatever took the bodies returns.

There are four, armored dwarf bodies remaining, which have been lying outside for a few days and have started to decompose. Wrapping them in shrouds and strapping them to the backs of the mules is unpleasant work. Each character that moves a body must succeed on a DC 12 Constitution saving throw or become poisoned for 1 minute from nausea. Brogan and his men have advantage on their saving throws as this is gruesome work they undertake often. To make matters worse, the mules become skittish at the stench of death. Each mule must be held still while a body is loaded on, which requires a successful DC 12 Wisdom (Animal Handling) check.

Shortly after the dwarves and characters enter the area and begin their work, they come under attack from a band of undead, consisting of two **corrupted dwarf graveslayers** (*Creature Codex*, p. 401) and six **zombies**. Brogan cries out in anguish as he recognizes several of his fallen comrades among them. One corrupted graveslayer and two zombies attack the dwarves, leaving the characters to deal with the rest. The battle panics the already nervous mules and they flee. Brogan and his men dispatch the undead that came for them at the same time the characters defeat their own enemies. If the characters have difficulty defeating their enemies, Brogan instructs Delgur and Joric to aid the characters, facing his former comrades himself.

Development Once the battle is over, the characters and dwarves can round up the mules, load up the bodies, and return to Grisal without further excitement. A grateful Brogan promises to take the characters to see Trehild Shardspike as soon as they are ready, and he gives them a *black shield of Grisal* (see page 256) as further thanks for their help, hoping it will aid them in their own quest against the undead.

THE SAGE

Once the characters are ready to meet with Trehild, Brogan takes them to the huge, ironbound doors leading from the Great Hall to the Grand Staircase. He vouches for them with the guards, who open the doors, then leads them down the stairs past several floors to a small, unmarked door on a landing. Brogan knocks three times, then once more before pushing the door. Read or paraphrase the following:

The smell of old, dusty books hangs thick in the air in this large study. Its walls are covered from floor to ceiling with bulging bookshelves. Tomes, scrolls, and loose papers are piled on top of more books on the shelves, on the floor, and on every available surface. In the few places where

there are no books, there are bizarre and grotesque items instead—a ghoul's misshapen skull, a withered human hand, a pair of shriveled eyes floating in liquid in a glass vessel. A female dwarf of advanced years, her beard grey and wispy, peers over the top of her horn-rimmed spectacles. She is munching on a pickled egg she has plucked from a jar that sits alarmingly close to the jar of eyes. *"Yes, what is it? You'll have to speak up dear; I'm rather deaf!"*

This is Trehild Shardspike (NG female dwarf), an expert in undead lore and, in particular, the undead of the Greater Duchy of Morgau, Doresh, and Krakovar. She answers the characters' questions, as long as they speak their questions loudly into her ear trumpet.

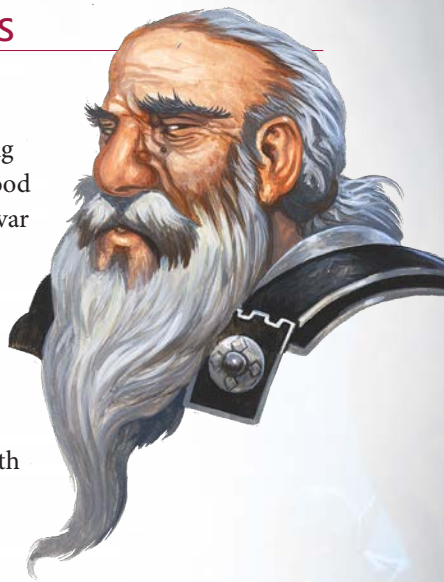
Trehild confirms the existence of the *Holy Robes of Sister Adelind*: *"After she slew the vampire lord Otmar the Sallow at Yarosbirg, the brave shield maiden was surrounded by a pack of slavering ghouls. Adelind impaled two of them with a single thrust of her radiant spear, then drew her longsword to take care of the rest. As the feral ghouls grabbed and clawed at her, one of them tore off part of the hem of the bright blue robe she wore beneath her chainmail. Sister Adelind fought valiantly on, but there were just too many foes. The ghouls pulled her to the ground and feasted on her body."*

"After the battle, one of Adelind's fellow shield maidens who survived the fight found the scrap from Adelind's robe in the mud. She retrieved the piece of cloth and fled into hiding. Later, the faithful followers of Sif placed the Holy Robes *inside a reliquary to keep them safe. When the paladin bearing the relic came under attack from a pack of ghouls, she was able to unleash the newly awakened divine powers of the* Holy Robes *to destroy them."*

Trehild does not know where the *Holy Robes* are located now but thinks they might remain in the possession of an order of knights of Sif who wage guerilla warfare against the undead in Krakovar. The knights operate in secret, but the sage believes the priests at the Temple of the Shield Maiden in the Free City of Jozht in the Wolfmark might know how to contact them. Trehild speculates that the Electoral Kingdom's Court-in-Exile might also know the knights' whereabouts as Queen Urzula has been seeking allies wherever she can find them. The Court moves from place to place and is currently hiding somewhere in the Grand Duchy of Dornig. Jaro Whitebeard at the Black Fortress may be privy to the Court's location. Since the Black Fortress is just two days' travel north of Grisal, she suggests the characters try asking Jaro and the Court-in-Exile about the knights before making the long, dangerous trek into the Wolfmark.

If the characters have general questions about the undead, Trehild does her best to answer them. She has heard of Vukas Shroudson. She knows he is a darakhul shadowmancer and spymaster in Radomir Marrowblight's service, and she knows Radomir Marrowblight is a high priest of Vardesain, the Hunger God. Beyond this, Trehild is unable to shed any light on the recent rise in ghoul activity and does not recognize the man in the charcoal sketch if the characters show it to her. When they have exhausted their questions, the sage wishes the heroes the best of luck on their quest and bids them farewell.

THE BLACK FORTRESS



Two days travel from Grisal, the Black Fortress keeps the canton safe from both Dornig to the north and the new Blood Kingdom province of Krakovar to the northeast. Its veteran commander, General Jaro Whitebeard (LN male dwarf), keeps his troops battle-ready by mounting occasional raids towards Gybick, but lately dealing with the large influx of Krakovan refugees has consumed his every waking hour.

Although Jaro is busy and very tired, he finds time to meet with the characters, especially if they were sent by Brogan Bonebasher or Trehild Shardspike who vouch for them. The commander is a grey-haired, white-bearded, softly-spoken dwarf with a face lined from worry. Jaro has heard of an order of knights of Sif who operate covertly in Krakovar, but he doesn't know how to contact them. Though he agrees that Queen Urzula might have information on the knights, he is hesitant to share any information about the Court-in-Exile's whereabouts with strangers. If shown the charcoal sketch, he instantly identifies its subject as Archduke Avgost Walerska of Krakova, brother of the late King Eynryk. He says that a similar scroll was found on a darakhul agent his troops apprehended a few days ago. A successful DC 15 Intelligence (History) check recalls that Archduke Avgost was in the city of Wallenbirg during the invasion of Krakova and was presumed dead until news emerged that he had joined Queen Urzula in exile in the Grand Duchy of Dornig.

The sketches from the characters, Havard Glimmerstone's patrol, and Jaro's troops prove to Jaro that the Ghoul Imperium seems to be taking an active interest in Avgost. He isn't sure why the Imperium might want the archduke,

but he believes Avgost should be warned. His dilemma is that he needs every dwarf he has to deal with the undead threats to the northeast and the refugees flooding into Grisal. The characters appear to be a good solution to Jaro's dilemma, but he tells them where they can find the archduke and the Court-in-Exile only if he trusts them. Jaro trusts the characters if Brogan Bonebasher (who he has battled alongside) or Trehild Shardspike (whose knowledge he often seeks) vouched for them. Otherwise, the characters must agree to a test. After all, what proof does Jaro have that the characters are who they say they are and aren't in league with the ghouls who are seeking the archduke?

If the characters agree to Jaro's test, he goes over to an iron anvil standing in the corner of his office. He taps it three times with the butt of his axe, and the horse-head symbol of Volund on the anvil glows softly. Each creature in the room must make a DC 20 Charisma saving throw as the anvil activates a *zone of truth* in the room. Jaro is attuned to the anvil and can choose whether or not to be affected by it. For the next 10 minutes, Jaro asks the characters about their quest in an attempt to establish their integrity. To convince Jaro of their integrity, at least one character must succeed on a DC 15 Charisma (Persuasion) check. If the character failed the saving throw for the *zone of truth*, the character has advantage on the check. If the characters mention their fight against the machinations of ghouls in Zobeck, their visit with the Clockwork Oracle, or their quest for Adelind's *Holy Robes*, the DC to convince Jaro is reduced to 10. If he's convinced, he reveals that the Court-in-Exile are currently hiding in the castle of House Karanto in Kariessen. He provides a letter of introduction to the archduke, who he knows from "the good old days" when his troops had minor skirmishes with the Krakovans instead of giving them shelter.

The Archduke

The small Dornitian city of Kariessen lies 100 miles or so to the north of the Black Fortress as the crow flies. It takes the characters around eight days to get to Kariessen, with the foothills of the Ironcrags greatly slowing their travel before they reach the open plains around the city. Use the Random Encounters on the Dornig-Krakovar Border table to enliven the characters' travel to Kariessen.

GHOULISH STALKER

Unfortunately for the characters, their enquiries among the dwarves of Grisal have drawn the unwanted attention of informants working for the Ghoul Imperium. A spy is on their tail as they travel to Kariessen.

This spy, Dejana Fleshhound (NE female human **darakhul spy** [see page 291]), aims to shadow the characters as long as she can without being detected and to report their activities and conversations to the darakhul spymaster, Vukas Shroudson. Dejana keeps her distance in order to remain undetected, but every so often she gets too close and the characters have a chance to become aware of her presence.

Each day after the characters leave Grisal, roll a Dexterity (Stealth) check for Dejana against a DC equal to the group's highest passive Perception score. If Dejana fails, one or more characters believe there is someone following them, as they glimpse movement or get an uncomfortable sense that they are being watched. If Dejana fails by 5 or more, the characters clearly see someone following them. If she realizes she's been spotted, Dejana ducks out of sight into dense foliage or behind an obstacle such as a large tree or rock, and she keeps still to avoid detection, hoping to slip quietly away when the characters have moved on.

If there is nowhere suitable to hide or the characters see her, she attempts to pass herself off as a starving Krakovan refugee in dire need of food but too frightened to approach

Random Encounters on the Dornig-Krakovar Border

d12	Encounter
1-2	Krakovan refugees: 2d4 **commoners** fleeing to Kariessen or the Black Fortress
3-4	Dornitian patrol: 1 elfmarked **mage** and 8 **guards** demand to know the characters' reasons for traveling into Dornig.
5	1d2 **ogres**
6	1d4 + 2 **harpies**
7	1d3 **ettercaps** or 1d2 **wind weasels** (*Creature Codex*, p. 375)
8	2d4 antelopes (use **deer** statistics)
9	1d2 **green hags** or 1 **azeban** (*Creature Codex*, p. 44)
10-11	Krakovan patrol: 1d4 + 1 **ghouls** (night) or 1 **Red Sister** (see page 324) with 6 **cultists** (day)
12	1 **chimera**

the group to ask for help. Dejana wears a wig and has advantage on Charisma (Deception) checks to appear as a living creature. If the characters see through the ruse, she attempts to flee, only engaging in combat as a last resort. Loyal to her master and the Hunger Cult, she tells the characters nothing if captured.

If Dejana is able to follow the characters all the way to Kariessen without being detected, she sends word of the group's movements to Vukas Shroudson. If the characters go on to travel north with Archduke Avgost using the fey road, she loses the trail, but she can reappear later in the adventure to dog the characters' heels again as they travel through Krakovar.

THE COURT-IN-EXILE

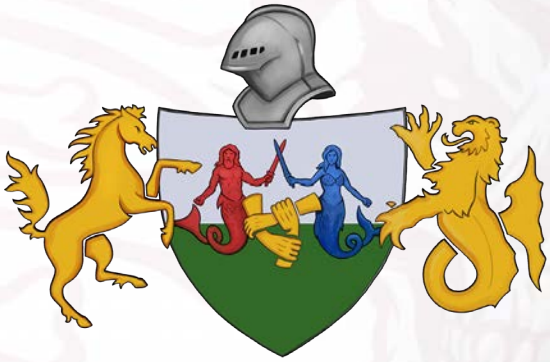
The population of the border town of Kariessen has swelled sixfold due to the influx of refugees, and a huge camp of displaced people surrounds the city. Dornitian soldiers patrol the small city and its large encampment, ever watchful for signs of the undead, who intermittently raid Kariessen and those seeking refuge in it.

The castle of House Kavanto stands on a hill in the center of the small city. Its large, round tower topped with a conical roof is easily visible from the gates. If the characters show the letter to Archduke Avgost from Jaro Whitebeard to the guards outside the castle's gates, they are allowed inside after a brief interval. Otherwise, they must succeed on a DC 18 Charisma (Deception or Persuasion) check to convince the guards to allow them entry into the castle.

After being kept waiting for an hour or so in an antechamber, the characters are shown into the castle's great hall, where Alzano Kavanto (LN male human), ruler of Kariessen, sits alongside Queen Urzula (LG female human) of Krakova, her brother-in-law Archduke Avgost (LN male human; see page 315 for his statistics), and her daughter Zosia (LN female human) at a long table of polished oak. Just before the characters arrived at the castle, the Court-in-Exile was discussing a covert expedition to the Free City of Jozht in the Wolfmark, the northern part of the former Electoral Kingdom of Krakova which is now under the control of the reaver dwarves. Archduke Avgost plans to meet with the dwarven leaders and solicit their support in the war to come against the vampires ruling Krakovar. Clearly recognizable from the charcoal sketch the characters found, the archduke has Jaro Whitebeard's letter open on the table in front of him.

The characters are introduced to those present by Lord Kavanto and are invited to relate their story. If the characters are able to make a favorable enough impression, they are invited to accompany the archduke on his trip to Jozht. Once there, they can visit the Temple of the Shield Maiden with the Court's blessing and learn where to find the knights of Sif and the *Holy Robes of Sister Adelind*.

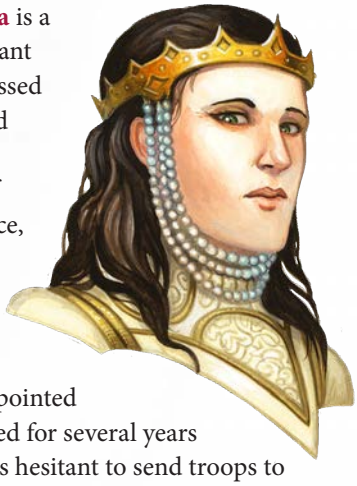
Play out the conversation between the characters and the Court. If you are using the optional Status rules (*Midgard Worldbook*, p. 25), the character with the highest Status is seen as the de facto party leader by the members of the



KRAKOVA COAT OF ARMS

Court, and they address the majority of their questions directly to that character.

The NPCs are described below. Each begins the interaction with a starting attitude of indifferent but the characters can change this to friendly by winning the NPC's favor and showing due deference to the noble. During the interaction, the characters can attempt to determine an NPC's motivations by succeeding on a DC 12 Wisdom (Insight) check. They can use the information gained to attempt to steer the conversation in the right direction and gain the NPC's favor. A character with the Krakovan Rebel background (*Midgard Heroes Handbook*, p. 111) has advantage on this check and on checks to interact with the Court.



Queen Urzula of Krakova is a calm, composed, and elegant middle-aged woman. Dressed in robes of cream and gold and wearing a gold crown hung with three strings of pearls which frame her face, she looks every inch a monarch. Having fled to Dornig to seek the support of the Beloved Imperatrix, she was disappointed at being repeatedly rebuffed for several years by the Imperatrix who was hesitant to send troops to Urzula's aid. When the Imperatrix slipped into a comatose state, Urzula saw the prospect of securing military aid from Dornig fade.

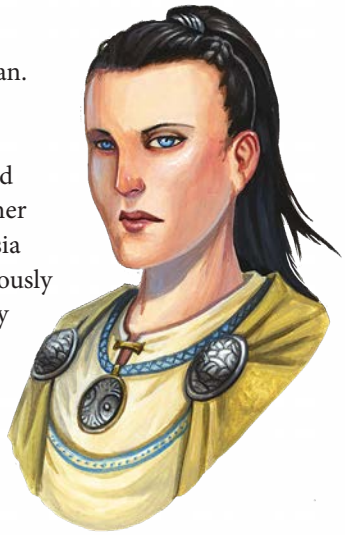
Motivation. Urzula hasn't given up hopes of returning to her kingdom at the head of an army and liberating it from vampire rule. Responsible for declaring Sister Adelind a martyr, Urzula regards her as an inspirational symbol of the battle for freedom and is interested in any information regarding the warrior.

Winning Favor. Once Urzula hears of the *Holy Robes of Adelind*, she is eager to find out if they can be used against the undead. After hearing of the charcoal sketches found on the darakhul, she becomes worried for Avgost's safety. Always on the lookout for allies against the undead that have invaded her home, Urzula is the first to believe and side with the characters, provided they speak openly of their quest for the *Holy Robes* and the sketch they found.

Archduke Avgost Walerska (see page 315), brother of the late Krakovan King Eynryk, has an impressive, curved mustache and short, curly, brown hair, and he wears a breastplate beneath his furred cape. Before the fall of Krakova, the archduke had a reputation for being both devious and ruthless among the Slahta, the nobles responsible for electing the king; however, coming close to death at Wallenbirg changed Avgost for the better. Convinced Perun was behind his lucky escape, he swore an oath to the war god that he would rid his homeland of the vampires. He is determined to win the support of the reaver dwarves who he believes are the army Krakova needs to defeat the undead.

Motivation. The archduke is just as arrogant as he was before Krakova fell, and, while he is grateful to the characters for warning him of the interest shown in him by the ghouls, he doesn't believe that a few ghoul patrols pose a real threat to him.

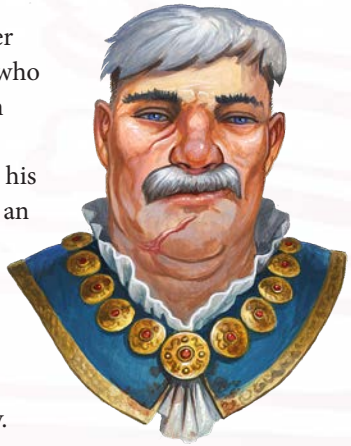
Winning Favor. A character must succeed on a DC 15 Intelligence (Investigation), Wisdom (Survival), or Charisma (Persuasion) check to convince the archduke of the dangers of the ghouls by describing the ghouls' combat prowess, their inexhaustible supply of allies, that the terrain in the area is filled with plenty of prime ambush locations, or some other major danger to the archduke's safety, at your discretion. A character who has won Alzano Kavanto's favor has advantage on this check as Alzano aids the character in encouraging the archduke to take caution in dealing with the ghouls.



Zosia Walerska, the queen's daughter, is a priestess of Wotan. She wears her long, black hair in a warrior's pony tail, and a silver holy symbol of the World Tree Yggdrasil hangs around her neck. Wise and insightful, Zosia questions the characters vigorously and is likely to see through any half-truths or gaps in their story (Insight +8).

Motivation. Zosia hates the undead with a passion and is well-disposed to those who share her fervor.

Winning Favor. A character can win her favor by succeeding on a DC 12 Intelligence (Religion) check and relating the story of Wotan's constant, but always successful, battles with giantkind, which mirror the character's own struggles and victories to defeat the undead. Alternatively, a character can win her favor by succeeding on a DC 15 Charisma (Intimidation or Persuasion) check while speaking passionately against the undead or of previous exploits hunting or slaying the undead.



Lord Alzano Kavanto is a grey-haired former adventurer and warrior of great renown who became the ruler of Kariessen several years ago. The city's status and wealth grew under his stewardship. He had lined up an advantageous marriage for his grown daughter when Krakova was invaded by Morgau and refugees flooded into Kariessen, throwing his well-ordered life into disarray.

Motivation. A loyal vassal of the powerful Hirsh-Dammung family, Alzano's main concern is what will happen to Kariessen if the vampires learn that the Court-in-Exile is hiding in the city. The fact that the ghouls are actively seeking the archduke alarms him—he wants Avgost out of Kariessen as soon as possible and is ready to allow the archduke to use the city's gate to the fey roads to expedite this.

Winning Favor. Nostalgic for his past, Alzano can be won over by tales of bravery and adventure, such as the gathering of the bodies of the fallen graveslayers with Brogan Bonebasher or the defeat of the ghouls in Zobeck.

Development If the characters win the favor of any of the three members of the Court-in-Exile (Urzula, Avgost, or Zosia), that member insists the characters accompany Archduke Avgost on his trip to Jozht to ensure his safety. The Queen offers them 500 gp as a reward, if they agree to do so. Alzano offers the archduke and the characters the use of the city's gate to the fey roads for the journey north. If the characters also manage to win Alzano's favor, he gives them a *cloak of elvenkind*, hoping it hides at least one of them from unliving eyes.

If the characters win the favor of two members of the Court, Zosia gives the characters a token to present at the Temple of the Shield Maiden in Jozht. The token is a leather-bound book entitled *The Tree of Knowledge* and has a snowdrop pressed between its pages. The characters can use it to gain an introduction to Sif's high priestess. If the characters win the favor of all three members of the Court, the Queen gives them a *vial of sunlight* (see page 272) to help protect them against undead assailants.

If the characters fail to win the favor of any member of the Court, the characters are thanked for their time, but the Court-in-Exile claims to be too busy to help them. The Court advises the characters to make their own way to Jozht (without using the fey road) and ask at the Temple of the Shield Maiden for information on the knights and *Holy Robes*. The characters' and the archduke's paths cross again at the Stone Galleries (see page 89). The characters also run into the archduke at the Stone Galleries if they did not visit Kariessen or failed to gain an audience with the Court-in-Exile.

It is also possible that the characters refuse to escort the archduke north for some reason. If this happens, the Queen sits in icy silence while Avgost responds angrily. An embarrassed Alzano ushers the characters out of the room. Each character loses 2 Status, and they must continue on to Jozht on their own, without Alzano's or the Court's aid.

NORTH TO JOZHT

Archduke Avgost needs a few days before he is ready to leave for Jozht, giving the characters some time in the city to themselves. Use this time to showcase the devastation wrought by the undead of the Blood Kingdom of Morgau. Families have been torn apart by the onslaught of undead and work to rebuild themselves in the makeshift village outside the city. Kariessen's orphanage is full of Krakovan children who were rescued from ruined villages or found, half-starved, by Dornitian patrols on the roads out of Krakovar. Queen Urzula often visits the populace outside the city when she is in Kariessen to bring food and hope to her devastated people. She is careful to remain disguised during these trips, aware of the ever-present danger of the undead. Though saddened at their losses, the hardy Krakovans stand tall and proud, certain their queen will find a way to raise an army to take back their homeland.

When the archduke is ready to leave, his scout, Ivo (NG male elfmarked **scout**), gathers the characters. Along with Ivo and the characters, the archduke is accompanied by four personal **guards**—Albin, Hieron, Izaak, and Boydar (all NG male humans). It is nearly 500 miles from Kariessen to the Free City of Jozht, normally a journey of four weeks for a group attempting to move unnoticed.

Using the fey road is dangerous but will allow the party to cover the first 290 miles, from Kariessen to the Stone Galleries near the edge of the Tomierran Forest, in just 2d4 days. Archduke Avgost is keen to get to Jozht as soon as possible and prefers to risk the fey road, but he defers to the characters (see The Fey Road).

If the characters insist on traveling north without using the fey road or are journeying to Jozht alone, then following the edge of the Tomierran Forest and staying west of the border with the Blood Kingdom is the quickest and safest route. Use the Random Encounters on the Dornig-Krakovar Border table on page 84, devise your own encounters, or use a travel montage for the 16-day trip.

Spending more than a few days with the arrogant archduke is likely to try the characters' patience. He treats them like his personal servants, assigning them all manner of menial tasks and taking umbrage if they fail to show enthusiasm, much to Ivo's amusement. The characters can make a good impression on Avgost, and gain better treatment from him, by asking him about Krakova. He clearly loves his homeland and hates the undead. He is also an excellent storyteller, vividly recounting stories of the Electoral Kingdom of Krakova and its fall (*Midgard Worldbook*, p. 91) with fiery passion.

THE FEY ROAD

The gate to Kariessen's fey road lies in the grounds of House Kavanto's castle, appearing as a nondescript green, wooden door in the wall of the outer bailey. Alzano explains that a person wanting to travel the road must turn around three times before pulling the door open. Although it is a sunny morning when the characters and the archduke set off on their journey, the door opens onto the gloom of twilight. Buzzing fireflies provide enough light to make out the ancient dirt road that lies ahead, wending its way through a dark forest.

While fast, traveling along a fey road is unsettling and dangerous. As the characters follow the mysterious path, they occasionally hear strange sounds emitting from the dense trees to either side of the road. Although Avgost dismisses these noises as nothing to worry about, his guards are rattled, and the experienced Ivo is wary, insisting that no one leave the road, whatever happens.

FEY ROAD ENCOUNTERS

The characters experience at least one encounter as they travel on the fey road. Such an encounter might include the following:

- A **night hag** gallops past, riding a creature that resembles an undead unicorn, a **shadhavar** (*Tome of Beasts*, p. 344). That night, everyone in the group has disturbing dreams.
- A band of six **shadow fey** (*Tome of Beasts*, p. 171) led by a **knight of the road** (*Creature Codex*, p. 146) steps out of the trees and challenges the group in the name of the Queen of Night and Magic, asking them by whose right they travel the fey road. Ivo, if present, answers that the agreement between the Beloved Imperatrix and the shadow fey still stands and the group must be allowed to pass unmolested. After a tense silence, the shadow fey step aside and let the group pass. A successful DC 15 Intelligence (History) check recognizes that the Queen of Night and Magic is the leader of the shadow fey in the Shadow Realm and that the Beloved Imperatrix is the elven leader of Dornig. An elf, elfmarked, or shadow fey character has advantage on this check. If the characters interfere with violence, they risk damaging relations between the Queen of Night and Magic and the Beloved Imperatrix. Alternatively, a successful DC 15 Charisma (Performance or Persuasion) check breaks the tension or wins over the shadow fey, either convincing them to leave the group in peace or entertains them enough to share knowledge of

the road ahead. This knowledge reduces the length of their journey by half a day. If the characters resolve the issue without violence, award them XP as if they had defeated the shadow fey in combat.

- A pair of **hounds of the night** (*Tome of Beasts*, p. 251) attack the group while they are camped. One hound attacks openly from one direction, while his mate uses *dimension door* to appear on the opposite side of the camp to drag off one of the archduke's guards.
- An **elder shadow drake** (*Tome of Beasts*, p. 153) turned bandit has arranged a bunch of animal bones on the road to spell out *"Yr money or yr lif"* and uses its Shadow Blend trait to surprise the group. The drake lets the group pass if they hand over at least 250 gp and a magic item; otherwise it attacks. It flees if reduced to half its hit points or fewer. Its lair is in a deep cave a few hundred yards from the road and holds a small hoard plundered from other travelers: 2,000 sp, 600 gp, a gold ring set with an amethyst (worth 125 gp), a silver comb (worth 50 gp), a *potion of greater healing*, a *potion of water breathing*, and a *handy haversack*.
- The road narrows as it enters a tunnel. Five **shadows** appear through cracks in the walls of the tunnel and attack the group.

THE STONE GALLERIES

The Stone Galleries sit at the eastern edge of the Tomierran Forest. A thriving elven city centuries ago, its ruins are now a breeding ground for basilisks and cockatrices. Beneath the roofless shells of the ancient buildings and towers lies a network of underground passages controlled by medusa sorcerers. These tunnels connect to the Underworld and the Ghoul Imperium. Spies among the Krakovan exiles in Kariessen have passed on information of Archduke Avgost's movements to Vukas Shroudson, and the spymaster has dispatched a squad of ghouls north. Florica Zoric, the squad's leader, and her troops lurk at the end of the fey road in ambush.

The archduke and his entourage reach the Stone Galleries when they emerge from the fey road. If they traveled north along the edge of the forest instead, they arrive at the ruins after 16 or so days of travel.

Characters heading for Jozht by foot without the archduke can still arrive at the ruins in time to save the Krakovan noble from abduction by the ghouls. In this case, Avgost was unwilling to travel the fey road without a proper escort and set off along the fey road long after the characters left Kariessen, putting his arrival into the Stone Galleries around the same time as the characters'.

Alternatively, if the characters traveled by a different route entirely, you can stage the abduction attempt on the archduke by the Ghoul Imperium in a suitable location of your own devising.

As the characters approach the Stone Galleries, read the following:

Ahead, the road passes beneath an archway formed by the intertwined branches of two great oak trees. The moss-covered flagstones of an open plaza are illuminated by moonlight and dotted with stone statues. Although most are humanoid, the statues also include deer, a roaring owlbear, and, in the distance, a larger sculpture depicting a great winged beast. The remains of once-elegant elven buildings line the western and northern edges of the square, while thick vegetation grows to the east. A fountain, overgrown with ivy, stands in the middle of the space. Something on the ground by the fountain glints in the moonlight.

1. THE ROAD

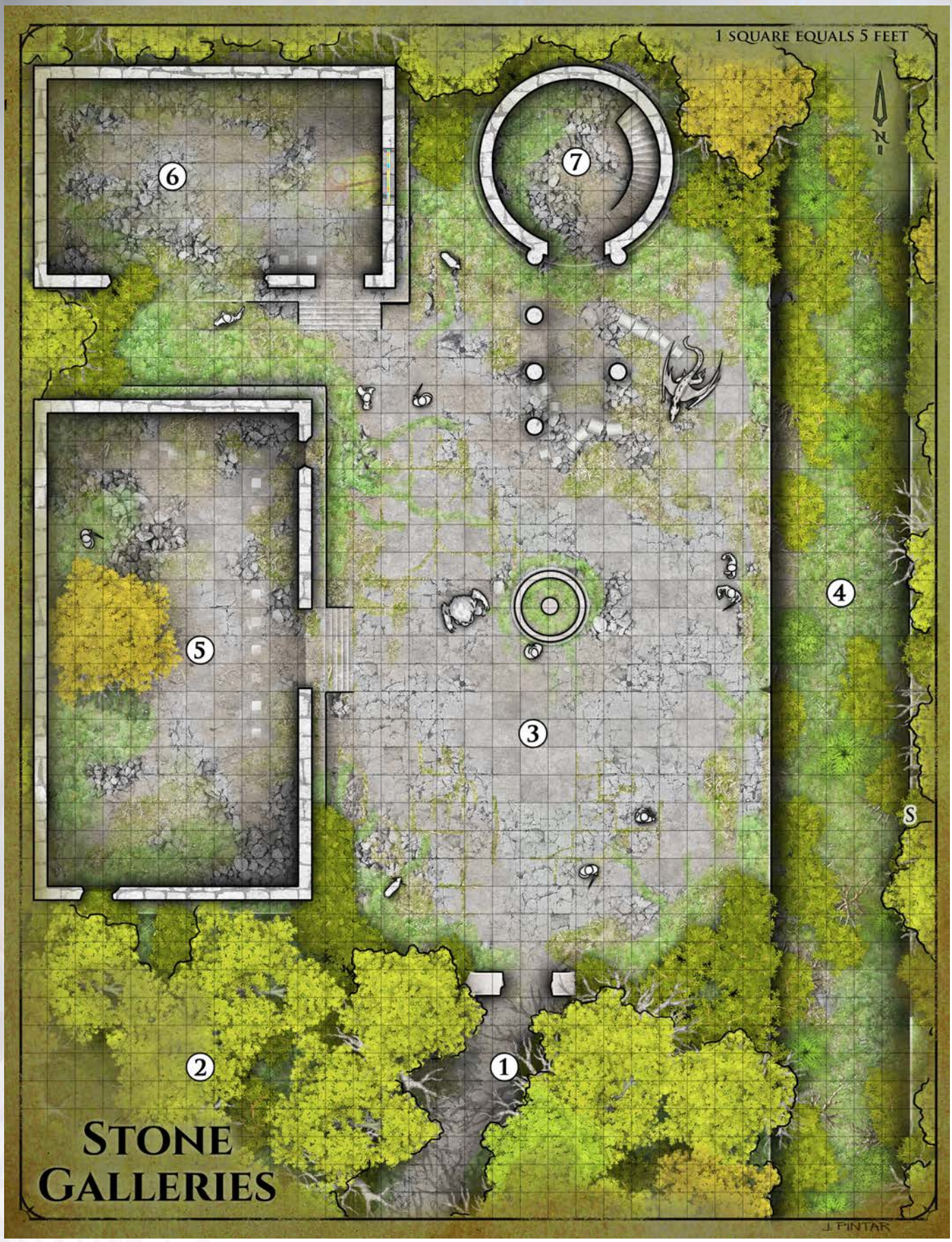
If the characters are traveling on the fey road, they leave it and return to Midgard when they pass under the intertwined branches of the two oaks. If they walk back under the trees in the other direction, they do not return to the fey road—magic is needed to reopen the pathway. Ahead, the remains of an elegant stone archway lead into the plaza. A statue of a deer with a startled expression stands close to the western half of the broken arch.

2. FOREST

Trees and undergrowth line both sides of the road and the southern border of the plaza. Treat this area as lightly-obscured difficult terrain. A **basilisk** skulks in the foliage, emerging and attacking when the characters enter the plaza.

3. PLAZA

Moss and weeds grow in the cracks between the flagstones. Over a dozen lifelike statues in poses of horror—victims of the petrifying monsters that live in the Stone Galleries—stand around the square. Most are human and elfmarked men and women, but two petrified ghouls stand near the overgrown canal (Area 4). Turned to stone by the basilisk, they were part of the group that is preparing to ambush the archduke's group. A successful DC 10 Wisdom (Perception) check notices that, while most of the statues are weathered to some degree, the two ghouls look brand new.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STONE GALLERIES
J. PINTAR

A petrified owlbear stands next to the overgrown fountain, while a moss-covered stone wyvern rears up near the remains of a colonnade leading to the tower entrance. A small, silver hand mirror (worth 50 gp) lies on the ground near the fountain in easy view of any creature within 20 feet of the fountain.

4. CANAL BED

The elves who lived in the ancient city built canals to get around and to connect with nearby rivers. The canals have long since dried up, and the canal on the plaza's eastern border is filled with vegetation. The canal bed is 4 feet below the plaza, but the bushes and small trees growing in it are tall enough to provide cover for the four **ghouls**, led by Florica Zoric (LE female **imperial ghoul** [*Tome of Beasts*, p. 220]), who are lying in wait here. They strike at an opportune moment, likely when the characters are busy dealing with the basilisk, and attempt to drag the archduke into the undergrowth. They try not to meet the basilisk's gaze but one or two ghouls may end up petrified while struggling with the archduke, at your discretion.

If the abduction attempt is foiled, Florica attempts to flee through a hidden entrance in the canal, which leads to a network of tunnels below the ruined city. If captured, the imperial ghoul can be forced to talk with a successful DC 20 Charisma (Intimidation) check. She reveals the name of her master, Vukas Shroudson, and that her instructions are to capture the archduke, but little else. *"A good soldier does not question their commander's orders,"* she says.

A successful DC 12 Wisdom (Survival) check can track the ghouls' route through the tunnels to a passage that slopes steeply down to the Underworld. If the characters spend more than 1 hour wandering below ground, they run into a hooded medusa. She pulls back her hood and turns her gaze on the group. If the ghouls successfully abducted Avgost, they are assaulted by the medusa in the tunnels, giving the characters a chance to rescue the archduke.

5. TEMPLE

Cracked stone steps lead up to the doors of this temple to Holda, elven goddess of the hearth and seasons. Her symbol, a tree bare on one side and in full leaf and flower on the other, is carved into the great wooden double doors which stand ajar. Inside, the once-beautiful dome has collapsed, and an elm tree grows where the altar once stood. A trio of stone statues of humans, one man and two women, kneel behind the tree, their faces expressing pure terror. A small flock of four territorial **cockatrices** lives here now and aggressively attacks intruders.

A successful DC 13 Intelligence (Investigation) check while searching the rubble of the temple finds a carved wooden scroll tube (worth 25 gp) holding two *spell scrolls of greater restoration*.

6. BANQUETING HALL

This stone building has partly collapsed, but one stunning, stained-glass window depicting elves dancing and singing is miraculously still intact in the eastern wall. When a creature enters the building, it must make a DC 15 Wisdom saving throw. On a failure, the creature is frightened for 1 minute as it is overwhelmed by the voices and images of centuries of feasts, weddings, funerals, balls, and other events hosted in this hall. On a success, the creature enjoys the echoes of past merriment that seem to pervade the hall and has advantage on its next ability check, attack roll, or saving throw made within the next 24 hours.

7. SWORDMAGE'S TOWER

The top half of this tall, slender tower is missing, but it still stands over 80 feet tall. Its exterior is decorated with carvings of crescent moons and stars. The doorway is sealed with an *arcane lock* spell. If the characters can't bypass the lock, they can climb up the tower to a small balcony 40 feet up with a successful DC 13 Strength (Athletics) check. An arched window in the wall by the balcony leads inside. The lower floor of the tower is choked with rubble, but the second story, accessible by a curving stone staircase, is more or less intact. An open chest holds a *bag of holding*, a *+1 moonsteel rapier* (see page 265), and three *potions of healing*.

Development There are hundreds more statues and dozens of ruined buildings, wide plazas, and dried-up canals beyond the area shown on the map. The characters are free to explore the rest of the ruins of the ancient city, but Archduke Avgost tells them there is no time for delays. He insists that they need to be on their way to Jozht. If the characters saved him from being dragged off by the ghouls, he begins to treat them with a newfound respect and tolerates an hour or so of exploring the ruins—if the characters want to explore—before insisting they head to Jozht. If the characters didn't journey with him originally, he insists they travel together to Jozht from these ruins.

If the characters failed to stop the abduction, the archduke emerges from the canal bed an hour after being abducted, having escaped his captors when the medusa caught them by surprise, and berates the characters for their ineptitude. Clearly, Perun is still smiling on Archduke Avgost…for now.

IN ENEMY TERRITORY

The last leg of the journey from the Stone Galleries to the Free City of Jozht is over 190 miles. The trip takes the characters and the archduke through the northwestern part of vampire-controlled Krakovar before heading over the border into the reaver dwarf-held Wolfmark.

The Province of Krakovar has been part of the Blood Kingdom of Morgau since it fell to the undead armies ten years ago. Under the iron rule of the vampire Princess Hristina, Protector and Duchess of Krakovar and Grand Marshal of the Ghost Knights, the former Electoral Kingdom has become a joyless place where fear holds the people in its grip. In the towns and villages, new shrines and temples have been established to the Red Goddess Marena, and blood flows freely on her altars.

The trip through enemy territory is dangerous. Each day the characters are traveling through Krakovar, they must make a DC 12 Dexterity (Stealth), Wisdom (Survival), or Charisma (Deception) check (their choice). At least half the group (including Avgost and Ivo whose checks apply for the archduke's whole entourage) must succeed on the check for the group to succeed. If the group uses the same check for multiple days, the DC increases by 1 for each day after the first that the group uses the same check, making a varied approach the easiest way to cross through enemy territory. A character with the Krakovan Rebel background (*Midgard Heroes Handbook*, p. 111) or the Red Winter Adherent background (*Underworld Player's Guide*) has advantage on this check once every 1d4 days. If over half the group fails, roll a d12 and consult the Random Encounters in Krakovar table.

Random Encounters in Krakovar

d12	Day Encounter	Night Encounter
1	2d4 Krakovan **commoners** who are suspicious of the group alert the local authorities (a **Red Sister** and 3 **guards**) to the group's presence unless dissuaded with a successful DC 15 Charisma (Deception, Intimidation, or Persuasion) check.	2d6 **zombies**
2	The going is tough and the group only covers half the distance it should have that day.	The archduke is recognized by a **darakhul** and 1d4 **ghouls** working for Vukas Shroudson. They attack, attempting to subdue Avgost and kill those with him.
3	Krakovan patrol consisting of 1 **veteran** and 8 **guards** question the group's reason for being in Krakovar. A successful DC 15 Charisma (Deception) check convinces the patrol to let the group pass unharmed.	1 **necrophage ghast** (*Creature Codex*, p. 175) and 1d4 zombies
4	The group encounters an obstacle, such as a fast-moving stream or steep cliff. At least half the group must succeed on a DC 15 Strength (Athletics) check or lose a day circumventing the obstacle.	1d4 **vampire thralls** (*Creature Codex*, p. 368) with 1d6 **wolves**
5	1 **Red Sister** and 6 **cultists**	1d6 Krakovan **spies** loyal to Princess Hristina
6	2d4 antelope (use **deer** stats)	1d4 + 1 **ghouls**
7	2d6 **wolves** or 1d6 **dire wolves**	2d6 **wolves** or 1d6 **dire wolves**
8	1d2 **ankhegs**	1d2 **lich hounds** (*Tome of Beasts*, p. 274)
9	1d4 + 2 **harpies**	1 **wolf spirit swarm** (*Tome of Beasts*, p. 377)
10	1 **bulette** or 1 **wyvern**	1 **vampire spawn** or 1 **ghost knight** (*Tome of Beasts*, p. 423)
11	Ominous event – a corpse rotting in a gibbet; creepy corn dollies hanging in the branches of a tree; a freshly dug grave by the side of the road.	Ominous event – an owl shrieks; a wolf howls; a skeletal rider thunders past; *something* stirs.
12	Sympathetic locals spot the characters and offer assistance, sheltering the group for the night and suggesting a safe route onward. The group can travel the next day without having to make an ability check.	A group of Krakovan rebels recognize the archduke and offer assistance, sheltering the group for the night and escorting them out of town the following day. The group can travel safely that day without having to make an ability check.

Stealth. A group using Stealth to move through Krakovar attempts to sneak past the towns, villages, and fields without being spotted by the locals or the nightly undead patrols. The group travels at a slow pace.

Survival. A group using Survival to move through Krakovar attempts to stick to the wilderness and back country, steering clear of civilization as much as possible. Roll a die. On an even result, the group travels at a slow pace through dense scrubland and steep hills that day. On an odd result, the group travels at a normal pace that day.

Deception. A group using Deception to move through Krakovar attempts to hide in plain sight by traveling openly through the towns and villages posing as merchants or craftspeople. The group travels at a normal pace. If every member of the group succeeded on the Charisma (Deception) check, the group instead travels at a fast pace that day. A group using deception within 30 miles of the Wolfmark border has disadvantage on the check.

The Free City of Jozht

Jozht, City of Fish, lies on the northwest coast, approximately 20 miles north of the border with the Province of Krakovar. Once a rather humdrum fishing town accustomed to defending itself from raiding reaver dwarves, Jozht sought the aid of its former enemies when the undead invaded. It is now part of the Wolfmark and is Jarl Skuti the Whelp's (LN male reaver dwarf) fledgling kingdom on the southern side of the Nieder Strait.

Jozht straddles the River Proslowka estuary, and its people take pride in its well-maintained harbor. Small boats constantly ferry people, livestock, and goods between the two halves of the city. A series of brick towers and newly reinforced walls keep the city safe. Constructed on Skuti's orders, impressive star-shaped, stepped structures now ring the earthen wall that surrounded the city before Skuti's arrival.

The smaller, western section of the city is dominated by shipyards, residences, and craftsfolk. It is home to one of the city's "dwarf-towns"—rowdy districts where Jozht's 3,000 reaver dwarves drink, brawl, and sleep it off—and the large new temple to Thor that serves the reavers and sailors.

The larger, eastern section of the city houses the well-fortified Town Hall, which stands on a wide central square. To the south lies the busy Godsmarket, a large open-air market surrounded by temples to Wotan, Perun, and Yarila and Porevit. The Temple of the Shield Maiden, the temple to Sif the characters are seeking, lies to the north and is in the process of being fortified. Two more boisterous dwarf-towns are located on this side of the estuary, one in the southwest corner and one in the northeast.

Two city gates lead into Jozht. The Temple Gate stands in the southern wall at the end of the Morgau Road, and the Forest Gate sits in the western wall at the end of Thorn's Road. The characters are most likely to enter via the Forest Gate from the west. If so, they must secure a ferry to cross the estuary to the eastern half of the city. The standard ferry charges 1 cp per person and allows up to 12 Small or Medium creatures at a time. The larger ferry, which handles horses, wagons, and carts of trade goods, charges 1 sp per vehicle, which includes up to two horses.

Once inside the eastern half of the city, the archduke insists on staying at one of his old haunts, a grandiose inn called the Uncommon Porpoise, which has seen better days. As soon as he has settled into the inn's biggest guest room, Avgost sends a message to inform Jarl Skuti and the mayor of Jozht of his arrival. If any of the characters made a good impression on Avgost, such as by conversing with him about the history of Krakova or by making a particularly impressive effort to save or rescue him from the ghouls, the archduke invites the character (or characters) to dinner that evening at a nearby tavern as a thank you for the good company on the trip or for the rescue.

The following day, the characters are expected to escort the archduke to the Town Hall for the first of many long, tedious meetings, then their duties to him are complete. Over the following days, the archduke's meetings concern a potential alliance between the reaver dwarves and the Court-in-Exile, where the dwarves discuss giving their aid in exchange for formal recognition of the Barony of Wolfmark once Krakova is reinstated. Unfortunately, if the group did not travel by the fey road, the archduke's tardy arrival has meant Jarl Skuti has gone back to Skogarholm, and the negotiations cannot begin until he returns, much to Avgost's annoyance.

With their responsibilities to the archduke discharged and their promised reward paid in full, the characters are free to head to the temple of Sif to seek information on where to find the *Holy Robes of Sister Adelind*.

THE TEMPLE OF THE SHIELD MAIDEN

The characters find Sif's temple in the process of being turned into a fortress. A stone wall complete with crenellated battlements and four stone towers is under construction around the great, wooden temple.

Two female acolytes in bronze breastplates, armed with bows and axes, and bearing round shields on their backs stand guard at the open wooden gates. Dwarves and female characters are admitted with a respectful nod, but non-dwarf male characters are politely but firmly asked to state their business before being allowed in.

JOZHT
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DWARF-TOWN
TEMPLE TO SIF
GODSMARKET
MORGAU ROAD
FISH GATE
TOWN HALL
DWARF-TOWN
RIVER PROSLOWKA
SHIPYARD
DWARF-TOWN
TEMPLE TO THOR
FOREST GATE
THORN'S ROAD
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Inside the courtyard, the sounds of battle ring out as Sif's (largely female) priests hone their fighting skills with axes and swords and pepper straw targets with arrows. Any characters openly carrying weapons are challenged to single combat by a member of the clergy. These warlike shield maidens use the statistics of a **berserker**. Bouts are to first blood or to first down, and it doesn't matter if the characters win or lose, as long as they fight. If any characters refuse, they are ignored by the priests for the remainder of their visit to the temple. Those who prove their worth by participating in single combat are permitted to enter the temple proper and speak with Jagoda Mazurek (NG female human), the high priestess.

The ceiling of the main temple building resembles the upturned hull of a great wooden longship. Jagoda Mazurek greets the characters at the altar, a simple, stone slab that stands beneath a bound sheaf of giant-sized arrows, which hang from the ceiling by glittering, bronze chains. Jagoda is middle-aged and muscular. Her dark hair is streaked with grey and hangs in braids tied with yellow ribbons. She wears a gleaming, silver breastplate and a cloak of winter wolf fur.

Depending on how impressively the characters demonstrated their fighting skills in the courtyard, Jagoda either commends them for their martial prowess or recommends further practice. She soon cuts to the chase, though, and asks them why they have come to the temple. If they explain their quest for the *Holy Robes of Sister Adelind* and can present the *Tree of Knowledge*, the leather-bound book given to them by Zosia Walerska, Jagoda readily tells them what she knows. If they don't have the book, the characters must convince the high priestess they are trustworthy with a successful DC 18 Charisma (Persuasion) check. If the characters share stories of saving the archduke from abduction by the ghouls, of helping Brogan Bonebasher recover the bodies of his fallen comrades, or of other battles with the undead such as the fight against the ghouls in Zobeck, the characters have advantage on the check or might not need to make a check at all, at your discretion.

If Jagoda feels she can trust the characters, she tells them the order of knights they are seeking are known as the Spear Maidens of Hope, who use the snowdrop as their symbol. Inspired by Sister Adelind's bravery, these knights wander Krakovar and battle the undead whenever they can. If anyone knows the fate of the *Holy Robes*, it would be them. She suggests the characters travel to Yarosbirg, the site of Sister Adelind's martyrdom, without delay—the anniversary of Sister Adelind's death is just a few weeks away and such an auspicious day is sure to draw at least a few Spear Maidens. She believes this day is the best chance the characters have of finding members of the wandering order.

A powerful priestess of Sif, Jagoda provides healing to any characters that need it, though she strongly encourages donations if the characters require spells with expensive components, such as *greater restoration* or *raise dead*.

Ruins of Yarosbirg

Whatever route they choose, the characters face a trip of several hundred miles through vampire-controlled Krakovar to reach Yarosbirg. Although the journey is still dangerous, without the archduke to protect and hide there is less need for the group to avoid major roads and the larger towns and cities. In spite of being in the grip of vampires, innkeepers and merchants still appreciate a traveler's coin and won't turn away the characters. However, innkeepers and merchants may report the characters to the Red Sisters or local guards if the characters are particularly rowdy.

One possible route from Jozht to Yarosbirg begins by traveling south down the Morgau Road to Wallenbirg, City of Pines, which is ruled by Count Warin, a sadistic vampire lord who enjoys hunting peasants in the nearby Tomierran Forest for sport. They can then head east to the much larger city of Varshava, once famed for its fine horses. Here, a huge Blood Cathedral to Marena is under construction on the site of the World Tree Temple to Wotan, which was razed to the ground by the darakhul when Krakova fell. Fanatical priestesses of the Red Goddess are everywhere in Varshava, and those found guilty of even the most petty of crimes end up with their blood soaking the stones that are being used to build the cathedral.

Alternatively, the characters can travel southeast cross-country from Jozht until they reach one of the trading villages along the banks of the River Yoshtula. From here, they can travel downriver on a barge as far as Varshava, before making the last leg of the journey on foot.

If the characters ask Jagoda for guidance on getting to Yarosbirg, she suggests sticking to the smaller towns. If they have the book from Zosia, Jagoda says it might help them get shelter in some of the smaller villages in Krakovar. The Spear Maidens of Hope are well-known in Krakovar and are a beacon to many people. The book with its snowdrop

is a hidden symbol among Sif's faithful in Krakovar, and Jagoda believes it might earn the characters safe shelter for a night or two if they are respectful to the locals. She warns the characters to be careful when using the book as a symbol, though, as those loyal to the vampires might betray the characters or report their activities to the Red Sisters.

Whichever way they go, the characters pass through wretched communities suffering under the oppressive rule of the vampires, the Red Sisters, and what remains of the cowardly collaborators of the Slahta, who run the government on behalf of their undead masters in a desperate attempt to cling to hereditary power. At almost every crossroads, some poor soul hangs in an iron gibbet with its eyes pecked out by ravens and a wooden plaque reading "traitor" or "heretic" around its neck.

Use the Random Encounters in Krakovar table on page 92 to enliven the journey to Yarosbirg. If Dejana Fleshhound (see Ghoulish Stalker on page 84) survived, she could make a reappearance during the trip.

EXPLORING THE RUINS

An overgrown roadway leads steeply up to the craggy peak from which the mighty fortress of Yarosbirg once surveyed the surrounding territory. In the days of the Electoral Kingdom, Yarosbirg was third among Krakova's great castles. Today it is a brooding ruin, its silhouette broken and pitiful.

Unless the characters tarry excessively while traveling through Krakovar, they reach Yarosbirg with a few days to spare, giving them time to explore the ruined castle before the Spear Maidens of Hope are due to arrive. The key areas of the ruins are described below.

1. THE ROAD

A steep, paved road climbs up the hill from the main road between Vallanoria and Krakova to the castle's gatehouse. Worn and uneven, it is overgrown with weeds, tall grass, and moss.

2. GATEHOUSE

Little remains of the once-formidable gatehouse to Yarosbirg Castle. The great, ironbound doors lie rusting in the tall grass, and only the eastern part of the walls remains standing.

In the ruins of the gatehouse, four young girls dressed in filthy rags hold hands and skip in a circle, reciting nonsensical children's rhymes.

Unless the characters approach quietly, the girls notice them and run away through a gap in the collapsed wall to the west. The girls are four **mylings** (*Tome of Beasts*, p. 301) who died in the castle when it fell to the Ghost Knights and darakhul. Denied a proper burial, they became undead. The mylings want the characters to grant them their long-awaited final rest and try to lure the characters outside to their chosen burial plots in the Outer Bailey (Area 6). Unfortunately, being buried alive along with the mylings is the reward that awaits the characters if they try to help the girls. A successful DC 15 Wisdom (Perception) check within 30 feet of the girls notices their unnatural blue-tinged skin and dead eyes.

3. CASTLE INTERIOR

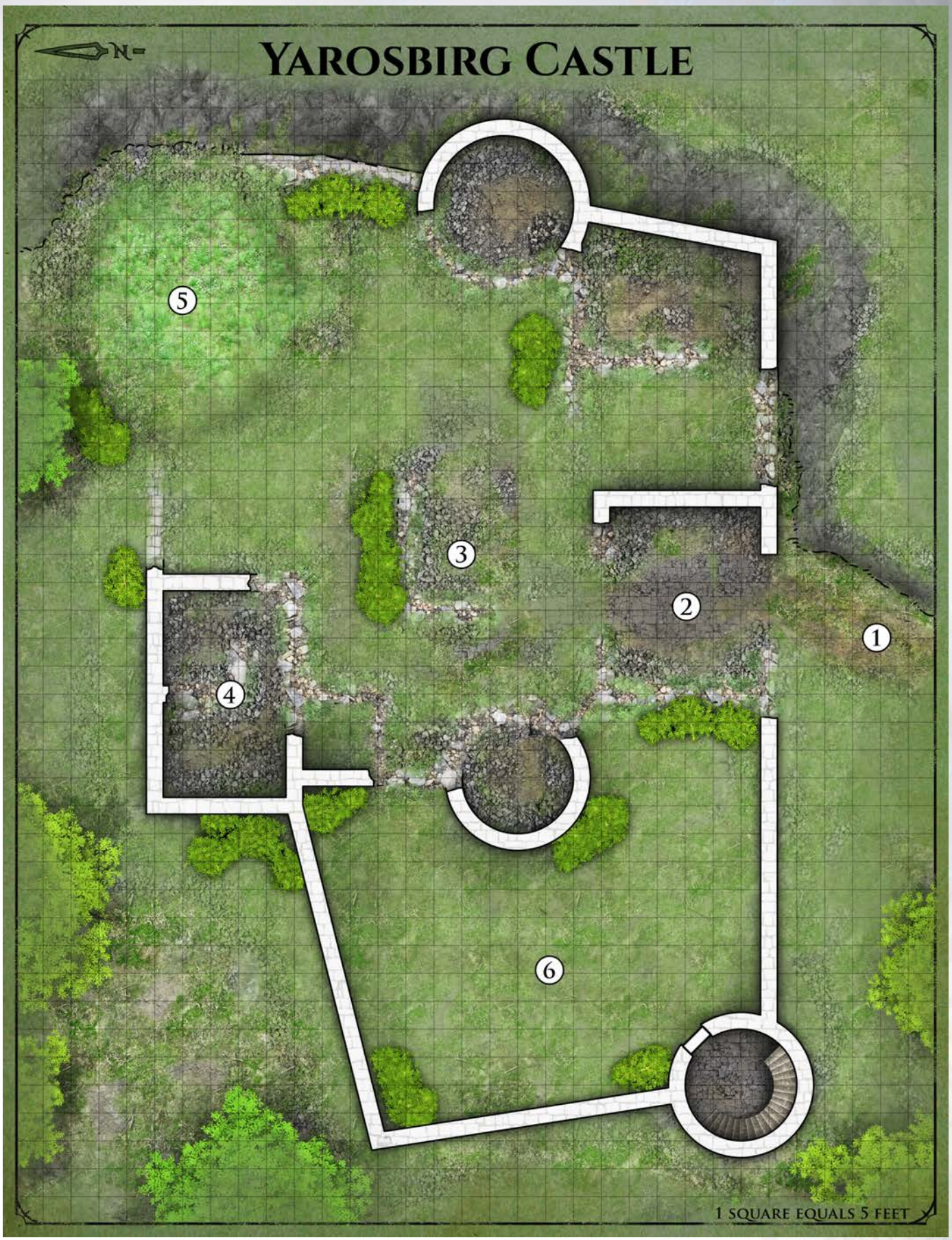
Beyond the gatehouse to the north, a large open area is strewn with broken chunks of masonry and other debris, and long grasses and tall weeds grow amid the rubble. The remnants of two towers stand in the southwestern and southeastern corners, and a huge mound of rubble covered in grass rises to the northeast. If the characters study the area, they can work out where the interior walls of the keep once stood, but spending much time here is likely to draw the attention of the hungry manticore in the southeastern tower.

Southwest Tower. Only the bottom 15 feet of this tower remains, its interior choked with debris. The rubble at the base of the tower is filled with plenty of bones, rusty sword blades, and bits of dented armor dating back to the castle's fall. A successful DC 20 Intelligence (Investigation) check unearths a brass circlet set with a single fire opal (a *circlet of blasting*).

Southeast Tower. An aggressive manticore lives in the surviving shell of this tower. It craves human flesh and attacks creatures that venture into the castle interior as soon as it becomes aware of their presence. It is afraid of the unnatural mylings and avoids them, if possible. Among the debris and bones in its lair is the treasure it has accumulated: 178 gp, a bright red garnet (worth 100 gp), a heavy black cloak lined with red silk (worth 75 gp), two *potions of healing*, and a *spell scroll of lesser restoration*.

4. BARRACKS

Still partly intact, this section of the castle was once the barracks of the Order of the Spear, the holy warriors of Sif of which Sister Adelind was a member. A successful DC 15 Wisdom (Survival) check determines that a small group of individuals camped here several weeks ago. Someone has also painted Sif's symbol, a bundle of arrows, on one of the walls. Worshippers of Midgard's Northern Gods (*Midgard Worldbook*, p. 349) regain an extra 1d6 hit points when spending Hit Dice here during a short rest. Those spending the night here regain 1 extra spent Hit Dice after finishing a long rest.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Yarosbirg Castle
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1 square equals 5 feet

5. MONASTERY RUINS

When Yarosbirg fell to the Ghost Knights, their commander, Grand Marshal Hristina, ordered the castle razed in tribute to her cousin Otmar who was slain by Sister Adelind. What was once a monastery is now a massive mound of rubble, over 40 feet high, carpeted with grass and dotted with hundreds of bright white flowers, living symbols of the martyred Adelind.

If the characters climb to the top of the mound, they find several scattered pieces of a stone tablet, each bearing part of an inscription. The pieces can be reassembled to reveal the original epitaph, written in Darakhul, beneath the crest of the Province of Krakovar: *"Here lies Otmar the Sallow, Shroud-Eater and Lord of Bruvik. May he sleep the peaceful sleep of the damned for all eternity."* A successful DC 15 Intelligence (Investigation) check finds tiny, wooden spears hidden in the grass near the broken tombstone slabs—tributes to Sister Adelind from the Spear Maidens of Hope over the years since her death.

6. OUTER BAILEY

Still ringed by the original 20-foot tall castle walls, the outer bailey is a large open space, overgrown with gorse bushes, tall grass, and wild flowers. This is where the mylings in Area 2 hope to be buried. If not encountered in the gatehouse, they can be found here. The 40-foot tower in the southwest corner is still more or less intact and currently unoccupied. A spiral staircase inside it leads to a flat roof, which offers an excellent view over the road leading up to the gatehouse.

THE SPEAR MAIDENS OF HOPE

When the day marking the anniversary of Sister Adelind's death arrives, characters keeping watch from the top of the mound or the tower in Area 6 spots two figures heading cross-country toward the hill late in the afternoon. As the figures approach, a successful DC 15 Wisdom (Perception) check determines they are lightly built, armored humanoids, carrying spears. Rather than heading up the road, the figures instead skirt around the eastern side of the hill and climb up toward the eastern tower. Scrambling over the rocks, they clamber over the broken wall and emerge close to the foot of the mound, if not challenged by the characters.

Sister Olga and Sister Dorotka are **Spear Maidens of Hope** (use the statistics of a war chaplain [*Creature Codex*, p. 410], except the Spear Maidens are immune to disease and use a spear in place of a longsword). The two have come to Yarosbirg to pay their respects to Sister Adelind and have brought bunches of white flowers and hand-carved wooden spears as offerings. Sister Olga (LN female human) is tall, blond, and full of grim determination. Sister Dorotka (LG female human) is red-haired, short, and has a very dry sense of humor.

The two Sisters are surprised to find the ruins occupied and assume the characters are hostile until convinced otherwise. A successful DC 15 Charisma (Persuasion) check convinces the Spear Maidens that the characters are not allied with the undead of Krakovar. A character with the Krakovan Rebel or Red Winter Adherent background or a character that shows the Sisters proof of his or her opposition to the undead (such as the story of aiding Brogan Bonebasher, the story of stopping the undead in Zobeck, presenting a holy symbol of a Northern God, or some other proof at your discretion) has advantage on the check. Once convinced, the Spear Maidens lower their spears, but they insist on making their offerings to Sister Adelind before engaging in conversation. The two climb the mound (Area 5), lay down their offerings, and begin praying as night falls.

UNWELCOME GUESTS

The Sisters' prayers are soon interrupted, however. If the characters still have someone keeping watch, a successful DC 12 Wisdom (Perception) check notices armed warriors leading their horses quietly up the road to the castle gatehouse. If not, there is a chance the group is surprised when the Ghost Knights of Marena charge through the gatehouse and attack those inside Yarosbirg Castle.

The warriors are led by Captain-of-Arms Romek Mazur (LE male **ghost knight** [*Tome of Beasts*, p. 423]) clad in black half plate armor and mounted on an undead warhorse (use the statistics of a **warhorse skeleton**). He commands a group of five Ghost Knight **conscripts** (use the statistics of a **guard**) dressed in red tabards bearing a white skull. The conscripts are armed with lances and longswords, and they are mounted on pale, emaciated **riding horses**. Romek Mazur and his men belong to the Order of the Knights Incorporeal and are based at Orzelbirg Castle, a small fort northeast of Yarosbirg. Romek's commander, General-at-Arms Fraszko Grimslade, has been closely watching the activity of the Spear Maidens of Hope, and his spies picked up on the order's tendency to visit Yarosbirg on the anniversary of their saint's death. After capturing several members of their order, he suspected the escaping Spear Maidens might flee to the ruin to uphold this tradition and sent Romek to Yarosbirg to capture or kill them.

Mazur fights fanatically, impaling his foes on his lance before trampling them under his mount's hooves. His conscripted troops are much less committed and flee if their leader falls. One of the men, a skinny fellow named Kasper (CG male human **guard**), has been hoping to escape the Ghost Knights for some time and switches sides as soon as he feels the tide is turning, shouting *"for Queen Urzula!"* as he plunges his sword into his captain's back.

Development Once the battle is over, the characters have the opportunity to talk to the Sisters without further interruption. The Spear Maidens explain that they came to this holy spot on this auspicious day to pray for guidance from Sister Adelind and from Sif. Some of their comrades in the order have been captured by the Ghost Knights of Morgau and are being held at the fortress of Orzelbirg about 30 miles away. Worse still, the precious holy relic they were safeguarding has fallen into the hands of the enemy. The captured relic is the *Holy Robes of Sister Adelind*. The Spear Maidens ask the characters to help them recover the *Holy Robes* and rescue their Sisters from the clutches of the undead.

If the rebellious conscript Kasper survived, he volunteers a piece of very useful information in an attempt to curry favor with the characters. The late, lamented Lord Dobrogost of Orzelbirg, whom Kasper served before being forced to join the Ghost Knights, was rumored to have had a secret escape route built from the castle to a cave some distance from the outer walls. The lord disappeared when Orzelbirg fell to the undead, and Kasper believes Dobrogost made use of it. Perhaps the escape route could provide a way into the fortress? Kasper can also provide some general information about the castle's layout and its inhabitants, at your discretion, which should prove helpful to the group as they prepare to rescue the captured Spear Maidens.

The Dread Fortress

Following the conquest of the Electoral Kingdom, Princess Hristina set about consolidating vampire rule over Krakovar. In addition to building temples to the Red Goddess Marena, the princess ordered the creation of new commanderies of the Ghost Knights throughout the province. The impressive castles at Heiderbirg and Tannenbirg were repaired and both now serve as bases for the Order of the Knights Incorporeal (Ghost Knights), while smaller fortresses belonging to recalcitrant members of the Slahta were seized and repurposed as commanderies. One such fortress is Orzelbirg Castle, located northeast of Yarosbirg at the point where the road between Vallanoria and Krakova crosses the River Runnel. Home to the Dobrogost noble family for more than a century, the fortress was taken by the undead armies and is now a commandery of the Order of the Knights Incorporeal under the control of Fraszko Grimslade, General-at-Arms.

General Grimslade was a personal favorite of Grand Marshal Hristina and rose rapidly through the ranks of the Ghost Knights. Unfortunately for him, when the conquest was over and Hristina became Duchess of Krakovar, she appointed his arch-rival Ciobanu as Commander of the Ghost Knights stationed in the newly formed province. Grimslade was assigned the small and unprestigious fortress of Orzelbirg, close to the ruins of Yarosbirg, as his commandery. Resentful of his current lowly status, Grimslade is determined to win back the Grand Marshal's favor by wiping out the Spear Maidens of Hope, who have been a thorn in Hristina's side for the past ten years.

But Grimslade doesn't want to create more martyrs like Sister Adelind. Instead, he plans to corrupt the knights of Sif by capturing them and transforming them into Ghost Knights. To this end, he has purchased a powerful elixir from a gnomish merchant of Niemheim, named Chapman Bogun. This foul brew, said to contain water from the River Styx among its rare ingredients, removes the divine blessing

that protects the Spear Maidens of Hope from darakhul fever. Once removed, he plans to infect the captured knights with the disease then ritually kill them in the castle's Blood Chapel to complete their passage to undeath.

General Grimslade's experiments have drawn the attention of Radomir Marrowblight's spymaster, Vukas Shroudson. The ghoul agent is staying at Orzelbirg as Grimslade's guest to witness the transformation ritual firsthand, reporting its results back to his master in Vandekhul.

The characters and their allies must get into the undead-filled castle, recover the *Holy Robes of Sister Adelind*, and rescue the Spear Maidens of Hope before they are transformed into darakhul.

TRAVELING TO ORZELBIRG

Orzelbirg Castle lies approximately 30 miles northeast of Yarosbirg on the road to Krakova City. General Grimslade regularly sends his men out to reconnoiter the area surrounding the fortress. Unless the characters make an effort to travel stealthily to Orzelbirg, they run into a patrol of six Ghost Knight **conscripts** (use the statistics of a **guard**) along the way.

The castle is situated at the top of a hill overlooking the road and the River Runnel. A small village, also named Orzelbirg, has grown up around the sturdy stone bridge over the river. Consisting of two dozen simple houses, it is home to just over 130 inhabitants, nearly all human. A track leads up the hill to the castle from the road, allowing the characters to avoid the village unless they want to enter it.

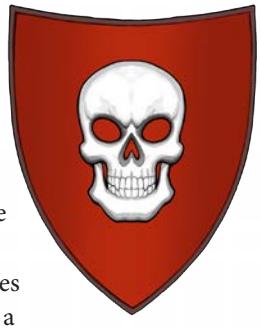
If the characters approach the village, they see a wooden gibbet by the side of the road just before the bridge. Three eyeless bodies in various stages of decomposition hang in rusty iron cages from its arm. A stone altar to Marena, stained red with the blood of sacrifices to the Red Goddess, stands in the market square in the center of Orzelbirg.

The villagers hate their new rulers and the castle's occupants, but they are wary of strangers, hurrying home and slamming their front doors as the characters walk through the village. Likewise, if the characters step inside Orzelbirg's only inn, the Hungry Wolf, its half dozen patrons clam up immediately. Several rounds of drinks and a successful DC 15 Charisma (Persuasion) check convinces a few patrons to speak to them. A character with the Krakovan Rebel or Red Winter Adherent background has advantage on this check. If Kasper is with the characters, they have advantage on this check.

If the characters are able to win the trust of one or more of the locals, they can learn about the castle's history and the old lord's successful escape via the secret tunnel if they don't know this information already. If the conversation goes well, some friendly villagers give the characters directions to the cave in the woods where they think the former lord was spotted escaping from the hidden tunnel. The characters can also learn that supplies are delivered to the castle from the village each day. A villager named Rustem (N male human **commoner**) is due to drive his wagon up there tomorrow morning.

ORZELBIRG CASTLE

The imposing stone fortress looms above the village from the top of a 200-foot tall hill, reached by a winding track that leads up to the gatehouse. Battlements run along the top of the outer walls, which hold square towers in the northwest, northeast, and southeast corners. A second inner ring of stone walls protects the keep and adjacent buildings. The castle itself has two main towers: a freestanding round tower, four stories high with a crenellated flat roof and a three-story square tower with a pyramidal roof which is attached to the main building. Flags bearing the emblem of the Ghost Knights—a white skull on a red field—fly from every tower.



GENERAL FEATURES

Illumination. The interior of the castle is dimly lit during the day. The arrow slits in the castle walls do not let in much light, which suits the castle's undead inhabitants. At night, the courtyards and ground floor are lit with torches. The upper floors are unlit unless otherwise indicated.

Walls. The outer walls are 25 feet high on the outside, 15 feet high on the inside, and 10 feet thick. They are topped with battlements that provide half cover to the castle's defenders. The inner walls are 20 feet high and 5 feet thick. Arrow slits in the inner walls provide three-quarters cover to its defenders.

Ceilings. Ceiling height inside the castle is generally 12 feet unless otherwise indicated.

Sound. The thick, high walls and narrow arrow slits dampen sounds. A creature inside a room in the castle has disadvantage on Wisdom (Perception) checks to hear sounds outside the room. Particularly loud spells or actions, such as the *fireball* or *shatter* spells, the *horn of blasting* item, or a character playing bagpipes, cause more noise than standard combat and can be heard more than one room away.

GETTING INSIDE THE CASTLE

Making a direct assault on Orzelbirg Castle's front gates is a bold strategy and almost certainly suicidal. Though brave and eager to rescue their sisters, the Spear Maidens suggest the group find an alternate way inside the castle. They defer to the characters for how to get into Orzelbirg, aiding the characters to the best of their abilities, but they refuse to be left behind. Here are a few options for getting into the castle, though clever characters are likely to come up with others.

THE SECRET TUNNEL

The characters may have heard the story of Lord Dobrogost's escape from the castle via a secret tunnel from Kasper, the Ghost Knight conscript, or one of the villagers. The tunnel still exists and can be accessed through a cave in the woods that lie to the north of the castle. To find the cave, the characters must spend 1d4 hours searching and succeed on a DC 15 Wisdom (Survival) check. If the characters have been given directions to the cave by a villager, they have advantage on the check after 30 minutes of searching.

The cave is part of a large rock formation covered with trees and bushes. Unfortunately for the characters, it is also inhabited by a mated pair of **owlbears** who fight fiercely to defend their nest. The cave entrance gives off a powerful stench of wild animals and rotten meat. An unlit passage continues inside before opening out into a large area littered with the bones of deer and other forest animals.

The female owlbear protects a large, newly built nest of tree branches and other foliage inside the cave. The male owlbear drinks from a water-filled depression in the ground near the entrance and attacks as soon as he hears any creatures approach (passive Perception 13). The owlbears have little in the way of treasure, but the bones and other debris contain 10 cp and 2 sp.

The tunnel to the castle is partly concealed by the nest but can be found with a successful DC 12 Wisdom (Perception) check. The dark, dank passage is narrow with a low ceiling. Creatures over 6 feet tall must hunch while they walk, halving their speed, and Medium creatures must squeeze in order to move past each other. The ceiling is propped up with wooden supports every 15 feet or so, but tree roots have worked their way through into the corridor, making progress even slower in some areas. The claustrophobic tunnel runs for around 1,500 feet, then begins rising steeply as it climbs inside the hill beneath the castle. A thick rope affixed to the wall with iron rings makes the steep climb easier. Eventually, the tunnel emerges in a cramped room inside the castle wall behind a secret door leading to Area 17.

DUPLICITY

The characters may decide to bluff or trick their way past the guards at the gatehouse (Area 1). One tactic might be to use Ghost Knight uniforms taken from the conscripts they encountered at Yarosbirg. They might try to use the uniforms to pose as a patrol or even as soldiers sent here from another commandery with an important message for the general.

The disguised characters are challenged as they approach the gatehouse with a shout of *"Halt! Who goes there?"* from an armored ghoul standing on the battlements. The armored ghoul is Carrionmaw (LE male **imperial ghoul** [*Tome of Beasts*, p. 220]), the Master-at-Arms in charge of the gatehouse. A successful Charisma (Deception) check opposed by Carrionmaw's +4 Wisdom (Insight) check convinces the ghoul to open the gates. At your discretion, a character with a well-thought-out cover story has advantage on the check. If the characters claim to be stationed at Orzelbirg Castle, Carrionmaw is suspicious and has advantage on his Insight check. Although new recruits come and go, he recognizes nearly everyone in the garrison.

If the characters succeed in fooling Carrionmaw, they are admitted and are free to wander the Outer Bailey and the castle proper. If they fail, the ghoul orders his men to attack them. See Area 1 for more information.

STOWAWAYS

If the characters learned about the supplies the villagers bring to the castle, they might decide to stow away aboard a wagon. Rustem is too frightened to play any part in smuggling the characters inside his cart, but he can be persuaded to let them drive it up there themselves with a successful DC 15 Charisma (Persuasion) check and a bribe of 20 gp or more. One character needs to drive the wagon, and up to four Medium characters can conceal themselves among the crates of supplies and bales of hay. Anyone else must accompany the wagon on foot as an "unloader."

At the gatehouse, one of the Ghost Knight guards challenges the characters from the parapet, asking them what they've got inside the wagon. A successful DC 11 Charisma (Deception) check convinces the guard to open the gates and allow the vehicle into the Outer Bailey, where a pair of Ghost Knight conscripts inspect the wagon. Each character hiding inside the wagon must succeed on a DC 11 Dexterity (Stealth) check to remain undetected. The DC increases by 1 for each hidden creature. The driver and any other unhidden characters can attempt to distract the guards by talking to them, feigning help, or some other tactic, at your discretion. Each hidden character has advantage on its Stealth check if the guards are distracted by the unhidden characters.

If the characters remain undetected, one of the guards tucks a red, ripped cloth on the front of the wagon. The wagon is then directed to drive around to the side entrance of the Inner Bailey and is admitted through the gates so that the goods can be unloaded into the kitchen (Area 12). The driver and any "unloaders" are expected to unload the wagon's contents into the kitchen themselves.

If one or more hidden characters are spotted, the guards attack. See Area 1 for more information.

SNEAKING OVER THE WALLS

The characters might decide to sneak up to the walls and climb, levitate, or fly over them to gain access to the castle. If they take this approach, the first challenge they must overcome is reaching the base of the walls without being spotted. Unless they use *invisibility* or other magic to hide their approach, it is difficult to climb the hill unseen during the day. There is little in the way of cover up the hillside, and sentries are posted on top of the gatehouse (Area 1), the three outer towers (Areas 5, 6, and 7), and the battlements.

The characters must succeed on two Dexterity (Stealth) checks to sneak up the hill to the castle and to go over the walls. The first check is a DC 12, and a success allows the characters to make it to the bottom of the walls without being caught. The second check is a DC 15, and a success allows the characters to get over the walls without drawing attention to themselves. For characters using nonmagical means of getting over the wall, the masonry walls require a successful DC 15 Strength (Athletics) check to ascend.

A stealthy approach over the walls at night is easier. The characters can climb the hill with little chance of being spotted, but they still must succeed on the DC 15 Dexterity (Stealth) check to get over the walls without the sentries noticing. Ghouls and skeletons replace the Ghost Knight conscripts on the towers and parapets at dusk and keep watch all night. Also, the gargoyle on top of the round tower (Area 29) has darkvision and might spot the characters.

If the characters are spotted approaching or climbing the walls, the castle defenders open fire with ranged weapons and raise the alarm (see Raising the Alarm sidebar).

1. GATEHOUSE

The track up from the village ends at a well-constructed stone gatehouse with a crenellated flat roof. The huge, ironbound doors leading into the castle stand closed, and armed guards peer down from the battlements.

The gatehouse is under the command of Master-at-Arms Carrionmaw (LE male **imperial ghoul** [*Tome of Beasts*, p. 220]) who is clad in gleaming armor and a surcoat bearing the white skull on red background symbol of the Ghost Knights. The ghoul takes his position very seriously and does not suffer fools among the recruits, biting off the pinky fingers of those who fail to meet his expectations.

Guards. There are six Ghost Knight **conscripts** (use the statistics of a **guard** except each is armed with a longsword and light crossbow) quartered here. Several are missing one or both little fingers. During the daytime, three are stationed on the roof while the other three patrol the battlements on the outer walls between the gatehouse and the southeast tower (Area 5). At dusk, the conscripts switch places with the skeletons stationed here.

Doors. The ironbound doors to the castle are barred from the inside and require a successful DC 25 Strength (Athletics) check to force open. Each door has a letterbox-sized spy hole, covered by a hatch. Beyond is an iron portcullis which is kept raised during the day and lowered at night. The winch that operates the portcullis is in the gatehouse's southeastern room, but the portcullis can be lifted manually with a successful DC 20 Strength (Athletics) check.

Lower Rooms. The ground floor of the gatehouse is divided into two rooms, a northwestern room and a southeastern room. Stairs in each room lead to the upper floor. During the day, there are three **skeletons** standing motionless in each room. They are "off-duty" until dusk and ignore any comings and goings unless given orders by Carrionmaw.

Upper Room. The combined upper floor is used as living quarters by Carrionmaw and the Ghost Knight conscripts, who sleep on simple bunks in the main part of the room. Carrionmaw resides in a curtained-off area next to the stairs that lead down to the northwestern room. He keeps a small wooden box under his bed that is filled with his "treasures"—dozens of bones from the fingers he has bitten off disobedient and lazy conscripts. There are two holes in the floor in the center of the room that were once used to pour boiling pitch on enemies in the area between the gates and the portcullis.

Roof. Spiral stairs lead up from the upper floor to a flat roof protected by battlements. A ballista and rack of ammunition stand at the southeast end, which can be brought to bear on intruders who are more than 50 feet from the gatehouse. A bell sits on a wooden stand in the northwest corner of the roof. Carrionmaw uses this bell to wake the castle's conscripts at sunrise and alert them to dinner at sunset. When the castle is under attack, the Ghost Knights use this bell to call the alarm to the guards on the walls. Carrionmaw patrols between the roof, the upper floor, and the lower floors and comes to the aid of

any conscripts or skeletons that engage in combat with intruders.

2. OUTER BAILEY

This courtyard is mostly hard-packed earth, but a well-worn path goes from the gatehouse to the stables (Area 3) and the side gate into the Inner Bailey (Area 15). Several straw archery and jousting targets have been set up below the northern wall. A few 30-foot tall pine trees grow in the eastern part of the bailey.

Ghoulish Mount. A large, grotesque creature is tied to the tree nearest the smithy (Area 4) with a 15-foot rope attached to a collar around its neck. Its ghoulish head sits atop a sinuous neck, and its rubbery grey body has four, long legs ending in sharp talons. Like most ghouls, it stinks of death. The creature is a **ghoulsteed** (*Creature Codex*, p. 177) that belongs to Vukas Shroudson. If a creature that is not an undead or a construct comes within 30 feet of the ghoulsteed, it attempts to break free of its bonds with a Strength check at +4 against DC 15. If it breaks free, it attacks the creature. The ghoulsteed has been trained to recognize the tabard that the Ghost Knight conscripts wear and won't attack a creature wearing the tabard.

To the Inner Bailey. Two Ghost Knight **conscripts** stand on guard in front of the thick, wooden doors between Areas 2 and 15. If the characters arrive with a wagonload of supplies, they are admitted into the bailey so they can unload and carry foodstuffs into the kitchen. The guards shut the doors behind the characters. Otherwise, disguised characters must come up with a good reason to be allowed into the Inner Bailey and must succeed on a DC 13 Charisma (Deception) check.

Into the Keep. The ironbound doors leading into Area 8 are unlocked unless the alarm has been raised, in which case they are barred from the inside. Two Ghost Knight **conscripts** stand guard at the bottom of the steps into Area 8 at all times. If the characters have been admitted to the castle through the front gate by disguising themselves as conscripts or messengers, they must come up with a good excuse to be allowed inside the keep before dinner

RAISING THE ALARM

If the guards on the battlements spot the characters sneaking over the walls or into areas they aren't allowed, the alarm is raised. Things could get very difficult—and potentially very deadly—for the characters if this happens.

Outer Bailey Alarm. A bell on the top of the gatehouse serves as the main alarm for the Outer Bailey. If the characters fail to sneak past the gatehouse or engage with Carrionmaw as described in Area 1, a conscript (or skeleton if at night) runs up through the gatehouse to the bell. The characters have 1d4 + 2 rounds to catch the conscript before it rings the bell. If the bell in the gatehouse is rung, the guards patrolling the battlements and in Area 7 are alerted and join the fray in 1d4 rounds. The guards in Areas 5 and 6 must succeed on a DC 15 Wisdom (Perception) check to hear the bell. If successful, they join the combat in 2d4 rounds. If the characters are spotted climbing over the walls between the Gatehouse (Area 1) and Areas 5 or 7, a guard rushes to ring the gatehouse bell, arriving at the bell in 2d4 rounds. If the characters are spotted climbing over the walls between Areas 5 and 6, a guard rushes to the nearest guard tower to alert those inside, gathering the other guards in 1d4 rounds. If the Outer Bailey alarm is raised, the guards in Area 2 stay by their posts in defensive positions and have advantage on Wisdom (Perception) checks for 1 hour after the alarm is raised.

Inner Bailey Alarm. If the characters attack or are attacked by the undead dogs in Area 15, the gargoyle joins the combat if it lasts more than 3 rounds. If the gargoyle joins the fight and the characters don't defeat it within 3 rounds, Captain Bloodsworn in Area 26 recognizes the sounds are more than just the undead dogs playing or fighting over a scrap of food and goes down the tower to investigate, arriving 1d4 rounds later.

Gargoyle. If the alarm is raised in the Outer Bailey, the gargoyle joins combat in 2d4 rounds. If the characters sneak over the walls between Areas 5 and 6 and are spotted by the guards there, the gargoyle swoops down and joins combat in 1d4 rounds. The gargoyle watches the roof of the main keep and attacks immediately if it sees the characters walking or climbing across the roof.

Blood Chapel. General Grimslade, Sister Vesna, and the castellan Scratchpox are busy with the transformation ritual in the Blood Chapel and don't respond to any alarms.

time—for example, they have an important message for the castellan or general—and must succeed on a DC 13 Charisma (Deception) check.

3. STABLES

The stables are home to the Ghost Knights' horses, both living and undead. Six of the stalls are currently empty, but there are pale and emaciated **riding horses** in the first two stalls and two undead mounts (use the statistics of a **warhorse skeleton**) in the eighth and tenth stalls. The mounts are looked after by a **zombie** stablehand named Corpsecandle who feeds the living horses hay, gives them water, and sweeps out their excrement. Corpsecandle defends itself with a broom (treat as a club) if attacked but otherwise ignores any who enter the stables.

4. SMITHY

During the day, the castle smithy stands silent. At night, it emits a bright glow and loud clanging sounds, as its occupant, a burly smith named Ungred Milkeye (LE female human **darakhul** [*Tome of Beasts*, p. 216], except Ungred isn't wearing armor), stokes the forge and makes blades and horseshoes for the garrison. Ungred finds her work thoroughly absorbing and pays little attention to what is going on outside in the courtyard.

Treasure. Ungred has just finished putting a new skull-shaped pommel on a *+1 longsword* taken from a Spear Maiden, which she intends to present to General Grimslade. The highly polished sword is lying on her workbench.

5. SOUTHEAST GUARD TOWER

This 350-foot tall square tower has two stories and a flat roof with crenellations. Four Ghost Knight **conscripts** are stationed here. Two conscripts keep watch from the rooftop, while the other two patrol the battlements between this tower and the northeast tower (Area 6). At dusk, they are relieved by four **skeletons** who spend the daylight hours motionless on the lower floor, awaiting their orders or for night to fall. A small, spiral staircase in the center of the tower leads from the lower floor to the second floor and continues up to a trap door to the roof. The guards sleep on simple cot beds on the second floor, which has two doors leading out onto the battlements.

6. NORTHEAST GUARD TOWER

This square tower has a catapult and ammunition on the rooftop but is otherwise identical to Area 5. Two **conscripts** stand guard on the roof, while two more patrol the battlements between this tower and the northwest tower (Area 7) until they are relieved at night by the four **skeletons** on the lower floor.

7. NORTHWEST GUARD TOWER

This square tower is identical to Areas 5 and 6 and is likewise guarded by four conscripts during the day and four skeletons at night. Two guards remain on the roof, while the other two patrol the battlements between here and the gatehouse.

8. ENTRANCE HALL

The entrance hall beyond the doors was once decorated with hanging tapestries and a fine carpet, bits of which are still stuck in the cracks of the flagstones, but these were removed when General Grimslade took control of Orzelbirg. Only a pair of dusty suits of plate armor remains, flanking the door to the Great Hall (Area 13).

9. SERVANTS' QUARTERS

This small room is used as a bedchamber by the castle's two remaining servants, Alicja and Roza (both N female human **commoners**). They help in the kitchens, serve food and wine in the Great Hall, and clean up the castle. The two young villagers are terrified they will meet the same fate as their predecessors—being served up for dinner rather than serving it. They can be found here only for the few hours each day they are allowed off duty.

10. GUARD ROOM

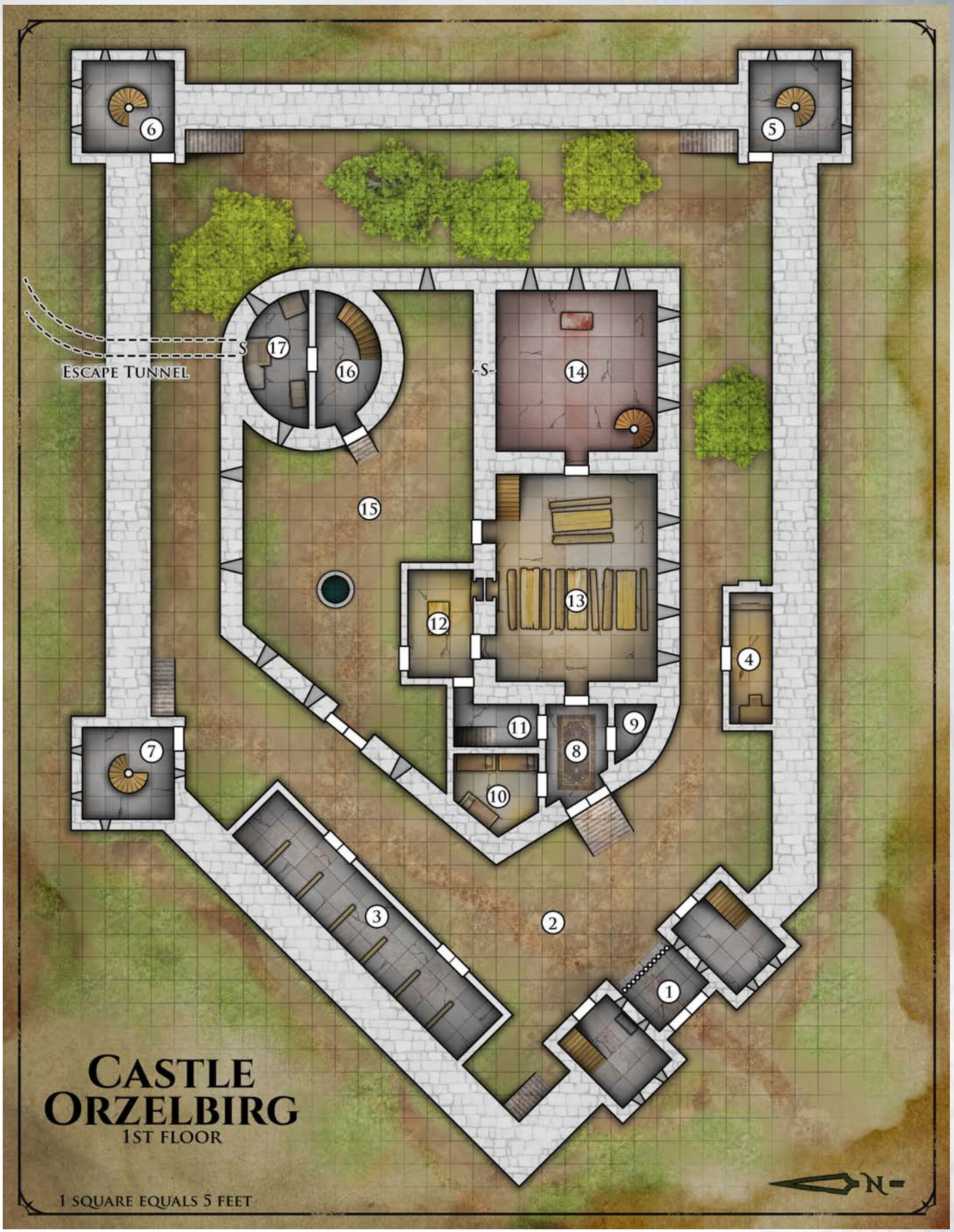
This chamber is used as a mess and sleeping quarters by the Ghost Knight conscripts who are stationed inside the keep. There are six bunk beds in the room, and two are usually occupied by sleeping, off-duty conscripts.

11. PANTRY

This room is lined with wooden shelves for storing foodstuffs and other provisions for the living inhabitants of the castle. Stone steps lead down to the cellar (Area 30). A foul smell of rotten meat wafts up from the cellar.

12. KITCHENS

The castle kitchens are the domain of Crackbone (CE male human **darakhul**, except Crackbone isn't wearing armor), a manic cook with anger management issues and a mouth like an open sewer. Crackbone wears a blood-stained apron and a filthy chef's hat, and he wields a meat cleaver in each hand (treat as handaxes). In the evening, he prepares revolting platefuls of ghoul food alongside cooked meals for the living conscripts. He sometimes makes a mistake and mixes up the two. When this happens, he throws cleavers and saucepans at anyone foolish enough to mention it.


6
5
17
16
14
Escape Tunnel
15
13
12
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11
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7
10
3
2
1
Castle Orzelbirg
1st floor
1 square equals 5 feet
N

13. GREAT HALL

Long wooden tables and benches occupy much of the castle's Great Hall. Spiked maces, greatswords, and other weapons decorate the walls, and blood red banners bearing the skull emblem of the Order of the Knights Incorporeal hang from the second-floor balcony overlooking the hall.

The Great Hall stands empty most of the day, but all the living Ghost Knights assemble here for an evening meal together shortly after dusk, cooked by Crackbone and served by Alicja and Roza (Area 9). If the characters are posing as conscripts and are in the castle at dusk, they are expected to answer the bell for dinner. General Grimslade, his Captains-at-Arms, and the castellan usually attend, but they wait until the conscripts have left before feeding themselves, since their eating habits tend to unsettle the living. A staircase here leads up to the second-floor balcony.

14. THE BLOOD CHAPEL

Once consecrated to Sif, the castle chapel is now devoted to the Red Goddess Marena. A set of spiral stairs leads up to the second floor of the tower. A wooden door leads into the Blood Chapel from the Great Hall (Area 13), and a secret door leads out from the chapel into the Inner Bailey (Area 15). A character in the Great Hall who listens at the door to the chapel and succeeds on a DC 11 Wisdom (Perception) check can hear sounds of chanting coming from the other side of the door.

Secret Door. This door was once an opening from the chapel into the practice yard for the warriors of Sif. The opening was bricked up and a secret door was installed. A successful DC 18 Intelligence (Investigation) or Wisdom (Perception) check notices the difference in the mortar, revealing the door's presence. Pulling the unlit sconce in the chapel on the wall nearby opens the secret door. The door is hidden on both sides and can't be opened from the Area 15 side.

When the characters enter the chapel, read the following:

The door leads into a large chapel, hung with drapes of red velvet. A blood-stained stone altar stands on a dais at the eastern end of the chamber. A deathly-pale human woman dressed in rags is tied to the altar. A raven-haired priestess in a crimson dress stands over the woman on the altar, a barbed spear held high above her head. She chants blasphemous prayers as she sways beside the altar, and the ochre skull hanging from her neck glows with dark magic. Three sinister figures watch attentively: a tall warrior dressed in black plate armor and wearing a silver mask in the shape of a grinning skull, a darakhul dressed in hooded black robes, and a ghoul dressed in a black velvet doublet and hose. Black candles burn in candelabras hanging from the ceiling, filling the room with flickering shadows and a spicy scent.

As the door opens, the priestess plunges her spear into the sacrificial victim's heart, killing the woman instantly.

The encounter in this room is intended as the climactic encounter of the characters' expedition to Orzelbirg Castle. The characters and their Spear Maiden allies arrive just as the evil ritual killing of one of the Spear Maidens, designed to trigger her transformation into a darakhul, is taking place. Unfortunately, they are too late to save the Spear Maiden, but they do get the opportunity to take down several powerful members of the Blood Kingdom and recover the *Holy Robes of Sister Adelind*.

The creatures in the chapel are Sister Vesna of the Sanguinary Carnage (LE female human **red sister**, see page 324), General Grimslade (LE male **ghost knight** [*Tome of Beasts*, p. 423]), Vukas Shroudson (NE male **darakhul shadowmancer** [*Creature Codex*, p. 173]), and the castellan Scratchpox (LE male **ghoul**). This encounter is difficult, even for 5th-level characters with a pair of Spear Maiden allies. However, if you feel your characters are more than a match for this group or if they manage to restore the infected Spear Maidens in Area 32 to fighting health, you can add a few Ghost Knight **conscripts** or **skeletons** to the encounter as extra guards to ensure the ritual continues undisturbed. Such conscripts might also switch sides, as Kasper did in Yarosbirg, if the characters appear to be gaining the upper hand.

General Grimslade is furious at the interruption to his long-awaited moment of triumph. He draws his rune-covered, black-bladed longsword and attacks the intruders, Scratchpox just behind him. Sister Vesna and Vukas Shroudson hang back and use their spells to support the general and hinder the intruders.

Slain Maiden. On initiative count 1 of the second round of combat, Sister Ylva, the dead Spear Maiden, rises as a feral **ghoul** and attacks the nearest creature. The general's hopes that she would be transformed into a more sophisticated darakhul have been dashed, and he is furious, attacking recklessly until the end of his next turn. While attacking recklessly, he has advantage on all melee weapon attack rolls, but attack rolls against him have advantage. As Sister Ylva lunges at her opponent, a successful DC 12 Wisdom (Perception) check glimpses a round, gold locket hanging around her neck under her ragged clothes – the *Holy Robes of Sister Adelind*. Sister Ylva's transformation into a ghoul means she is no longer attuned to the item.

Realizing the general's transformation ritual has failed, Vukas Shroudson sees no reason to stick around and flees to save his own grey skin. The darakhul spymaster has a packet of *dust of disappearance*, which he uses to facilitate his escape if he has half of his hit points or fewer or when General Grimslade is slain. He makes a dash for his ghoulsteed in the Outer Bailey and leaves the castle as quickly as he can.

Development. Depending on the characters' route through the castle, they may have already freed the Spear Maidens in the cells in Area 32. If they haven't and Sisters Olga and Dorotka are still with the characters, the Sisters insist the characters find the other Spear Maidens before leaving the fortress. Otherwise, they urge the characters to leave Orzelbirg immediately to get their comrades and the relic to safety.

15. INNER BAILEY

Two large, undead dogs (use the statistics of a **dire wolf**, except they are undead, have darkvision out to a range of 60 feet, and are immune to poison damage and the poisoned condition) patrol this area. The dogs attack any creature in the Inner Bailey that isn't undead or isn't carrying a special cloth.

Safe Passage. The dogs are trained to recognize the smell of the red, ripped cloth the Ghost Knight conscripts carry. If the characters successfully stowed away past the Gatehouse, the dogs sniff the cloth tucked in the front of the wagon and leave the characters undisturbed while the characters unload the wagon into the kitchen. If at least one character visibly carries this cloth, the dogs don't attack the characters unless instructed to do so by Captain Bloodsworn or another higher-ranking Ghost Knight such as Carrionmaw, Scratchpox, or General Grimslade.

16. LOWER HALL

Stone steps lead up to the wooden door at the base of the round tower. The door is unlocked to allow the guests staying in the tower to come and go as they please. Inside is a hallway with a dusty, flagstone floor. A pair of shabby, moth-eaten trophies hang on the north wall to either side of the door: a wyvern's head and the three heads of a rather small chimera.

17. STOREROOM

General Grimslade abhors frivolity and considers nearly all art to be frivolous. When he moved into Orzelbirg, he had the tapestries, paintings, sculptures, and other art objects that the Dobrogosts had collected moved into this room, once the Lord's personal office. There are scores of rolled-up tapestries, statues, and other items piled up in here under dusty sheets, making the whole room difficult terrain.

Creatures. The storeroom is also home to four skin bats (*Tome of Beasts*, p. 87), undead bat-like creatures made from skin flayed from sacrificial victims. They hang from the ceiling, swooping down to attack any creatures that aren't undead or constructs who enter the room. Due to their relative isolation, the skin bats can't call out to other bats for assistance and don't have the Summon Bat Swarm trait. Once the skin bats have been destroyed, this room is a safe location for the characters to rest.

Secret Door. A secret door in this room leads to an escape tunnel that emerges in a cave in the woods 2,000 feet or so from the castle (see The Secret Tunnel on page 101). The secret door is difficult to find since several large paintings covered by sheets have been stacked up in front of it. If

these are moved, it can be found with a successful DC 15 Wisdom (Perception) or Intelligence (Investigation) check. Otherwise, a successful DC 20 Wisdom (Perception) or Intelligence (Investigation) check finds the secret door. If the characters open the secret door from the tunnel side, they must move the paintings out of the way to extricate themselves, disturbing the skin bats in the process.

Treasure. The contents of the storeroom are worth 5,000 gp total, but it would require several wagons to ship everything from the castle. If the characters spend ten minutes searching the room, they can find up to five portable items worth 100 gp each, including a gold statuette of Sif and a small woven rug from Siwal, with successful DC 15 Intelligence (Investigation) checks.

18. MUSICIANS' GALLERY

The stairs from Area 13 lead up to this balcony that overlooks the Great Hall. The balcony is surrounded by a waist-high wooden railing. In the days of Lord Dobrogost, musicians would entertain the noble and his family from a small stage at the western end of the balcony.

Treasure. A lute made from mahogany and inlaid with mother-of-pearl (worth 250 gp) lies forgotten in the northwest corner.

19. CASTELLAN'S OFFICE

This chamber is the office of Orzelbirg's ghoul castellan, Scratchpox, and is kept locked. A successful DC 13 Dexterity check with thieves' tools opens the door. On the desk is a large ledger in which Scratchpox has neatly recorded the comings and goings at the castle since his master General Grimslade took control ten years ago. Scratchpox is in the Blood Chapel for the transformation ritual. See Area 14 for details.

The Castellan's Ledger. The ledger is written in Darakhul. An entry about ten days ago records the capture of five knights belonging to the so-called Spear Maidens of Hope, noting that they are being held in the cells below ground. A few days after they were imprisoned, the first subject was given the "gnome's elixir" before being bitten by someone called Stitchface to see if she could be infected with darakhul fever. The test appeared to work and now all five knights have been successfully infected and await the "transformation ritual." Two current guests at the castle are also recorded in the ledger: a gnomish merchant from Überlauten named Chapman Bogun and an ambassador from the Ghoul Imperium named Vukas Shroudson.

20. DARAKHUL QUARTERS

This room serves as the living quarters for the smith, the cook, and the gaoler. Ungred and Crackbone can usually be found resting here during daylight hours, but Stitchface, the gaoler, prefers to stay in the dungeons to listen to the screams of the Spear Maidens as they suffer the effects of darakhul fever. Each ghoul has their own bed, chair, wardrobe, and chest for their personal belongings.

Treasure. There is little of value in here but Crackbone keeps a severed human head under a silver cloche on top of his chest. The cloche and the silver salver it rests on are worth 100 gp.

21. GUEST ROOM

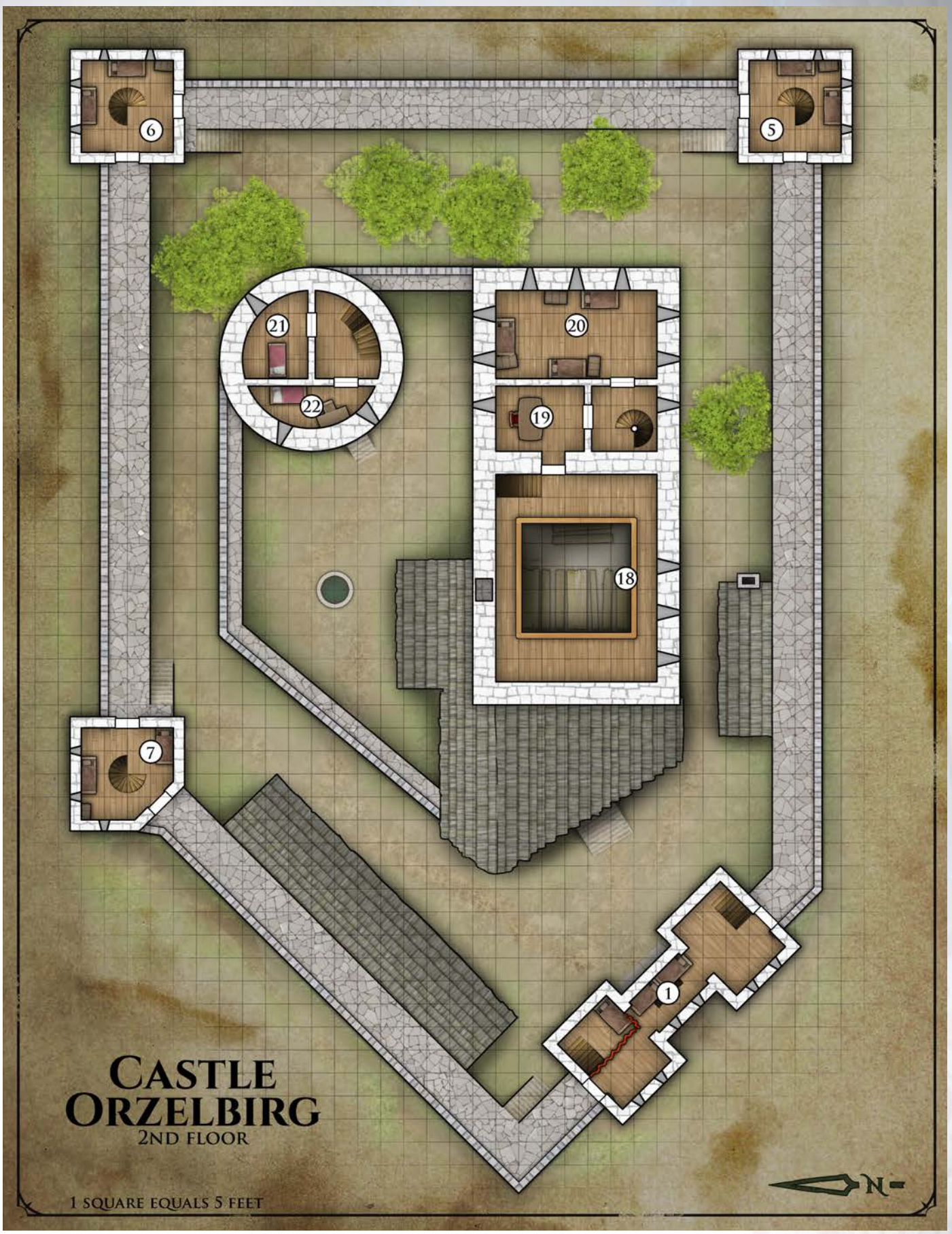
The gnomish merchant Chapman Bogun (NE male Niemheim gnome **spy**) is staying in this room. At night, it is lit with a lantern. Hailing from Überlauten, one of the Nine Cities of Niemheim, the silver-tongued Chapman has been sent to Krakovar to form trade links with the vampires of the Blood Kingdom, with a view to an alliance against Baba Yaga in the future. The gnome sold General Grimslade five *elixirs of corruption* (see page 261), an elixir concocted from a number of diabolic ingredients, and plans to return to Niemheim shortly. To keep himself hidden from Baba Yaga, he wears a redcap, a calfskin cap with small plants, moss, and mushrooms from the Wormwood Forest growing on it.

The Cowardly Merchant. Chapman Bogun is a consummate smooth-talker and a coward. He tries to persuade the characters he is no danger to them if confronted here and flees at the first opportunity. The gnome has a pouch hidden beneath his shirt that contain 10 polished jet gemstones, worth 100 gp each—his payment for the elixirs—and a knapsack holding 1 each of *potion of diminution, healing, greater healing*, and *invisibility*, which he is willing to barter for safe passage.

22. CAPTAIN MAZUR'S QUARTERS

This room belonged to Captain-at-Arms Romek Mazur whom the characters encountered at Yarosbirg. A painting on the wall shows a young knight on a fine, white horse riding alongside a smiling, young noblewoman. A successful DC 12 Wisdom (Perception) check recognizes the knight as the Ghost Knight the characters fought in Yarosbirg.

Treasure. A fine, black, silk cloak with a collar decorated with raven's feathers (worth 150 gp) hangs in the wardrobe.


6
5
21
20
22
19
18
7
1
CASTLE
ORZELBIRG
2ND FLOOR
1 SQUARE EQUALS 5 FEET
N

23. CASTELLAN'S QUARTERS

Used as living quarters by the castellan Scratchpox, every inch of wall and floor in this chamber is covered in tapestries, carpets, and rugs that the ghoul has relocated here from elsewhere in the castle. As a ghoul who appreciates the finer things in undeath, Scratchpox enjoys relaxing on a four-poster bed covered in silk sheets and soft pillows. He keeps the door to this room locked so General Grimslade doesn't discover his treasure trove of soft furnishings. A successful DC 13 Dexterity check using thieves' tools unlocks the door.

Treasure. The tapestries, carpets, and rugs in the room are worth 750 gp total if cleaned, though it would take some time to roll up and transport the heavy textiles.

24. RED PRIESTESS' CHAMBERS

This large room serves as the living quarters of Sister Vesna of the Sanguinary Carnage, a priestess of Marena and a veteran of the conquest of Krakova, where she served at the right hand of her mistress, Blood Priestess Sonye of the Spear. Sister Vesna lusts after death and mayhem and finds the prospect of creating new Ghost Knights from holier-than-thou knights of Sif delicious. Sister Vesna is the priestess performing the transformation ritual in Area 14 and isn't in her quarters. See Area 14 for details.

Treasure. Vesna's wardrobe is filled with scarlet outfits. Whips and scourges hang from hooks on the wall. A human skull stained with ochre rests on top of a leather-bound copy of the *Book of Holy Lust* on her nightstand. A bronze cauldron (worth 50 gp) stands in a corner of the room, its insides coated in a reddish brown residue.

25. GUEST ROOM

This simply furnished chamber is where Radomir Marrowblight's darakhul spymaster, Vukas Shroudson, is staying as an honored guest of General Grimslade. Vukas sends meticulous reports to his master in the realms below, written in Darakhul in a devious cipher of his own devising. His latest neatly written report sits on the desk alongside an ink well and quill pen made from the feather of a huge raven. Vukas is observing the transformation ritual in the Blood Chapel for his master and isn't in his quarters. See Area 14 for details. He intends to update the document with a report on the transformation ritual before sending a tireless ghoul messenger to deliver it to Radomir in Vandekhul.

The Spy's Code. Cracking Vukas' code requires a successful DC 18 Intelligence check and 1d6 hours of study. A character who knows the Darakhul language has advantage on the check. Addressed to His Ravenous Eminence, Radomir Marrowblight, the deciphered report details General Grimslade's progress in transforming the Spear Maidens of Hope into Ghost Knights. It also makes note of the failed attempt to abduct Archduke Avgost at the Stone Galleries: *"my agent's efforts were frustrated by the same irksome meddlers who were asking questions of the Grisal dwarves."* Vukas expresses confidence that the archduke will be apprehended when he leaves the protection of the Wolfmark.

26. CAPTAIN BLOODSWORN'S QUARTERS

General Grimslade's trusted right-hand man and Captain-at-Arms, Dhahak Bloodsworn (LE male **ghost knight** [*Tome of Beasts*, p. 423]), resides in this chamber. Captain Bloodsworn is usually at his desk devising a new duty roster for his men, but he responds swiftly to sounds of combat on the floor below or in the Inner Bailey, as detailed in the Raising the Alarm sidebar. The captain wears a suit of jet black, *+1 half plate armor* engraved with a leering ghoul's face. His great helm is adorned with two iron, bat-like wings.

Treasure. A femur covered in tooth marks sits on top of his desk. Captain Bloodsworn likes to gnaw on the bone while working out where best to deploy his troops. A black velvet bag containing 238 gp and a silver owl pendant on a delicate chain (worth 125 gp) is hidden under his mattress.

27. STUDY

Once the private study of Lord Dobrogost, this small room is lined with bookshelves, now empty and coated in cobwebs and dust. A painting of Orzelbirg Castle hangs on the wall, and a comfortable leather chair sits beneath it. General Grimslade had nearly all the books here burned; only a dull family history of the Dobrogosts remains on a bottom shelf. Tucked inside the book are a set of floor plans of the castle, painstakingly drawn by Lord Dobrogost's father. The secret door to the escape tunnel is not shown on the floor plans.

28. GENERAL GRIMSLADE'S QUARTERS

The current lord of Orzelbirg, General-at-Arms Fraszko Grimslade, uses this room as his private quarters. A huge painting hangs on the wall, depicting General Grimslade at the right hand of Grand Marshal Hristina as she leads the Ghost Knights of Morgau to bloody victory at Yarosbirg. A wooden shelf runs around the circumference of the room, holding dozens of human skulls belonging to the general's many victims. General Grimslade is attending the transformation ritual in the Blood Chapel and isn't in his quarters. See Area 14 for details.

Treasure. The General keeps his war plunder in a large chest of black wood with a skull-shaped lock of black iron,

which requires a successful DC 15 Dexterity check with thieves' tools to pick. If the chest is opened without using the general's key, it triggers a trap. The chest contains 2,300 gp, 60 pp, nine black and white onyx gemstones (50 gp each), a *corpse's peace ring* (see page 259), and a document granting him jurisdiction over Orzelbirg Castle (see the Handout Appendix).

Trapped Chest. A rose-colored mist billows out from the chest when a creature opens it without the general's key. Each creature that is not an undead or construct in the room when the trap is triggered must make a DC 15 Constitution saving throw, taking 11 (2d10) necrotic damage on a failed save, or half as much damage on a successful one.

Prevention. A successful DC 15 Intelligence (Investigation) check detects the trap before it triggers. A successful DC 15 Intelligence (Arcana) check suppresses the magic of the trap for 1 hour, while a successful *dispel magic* (DC 13) cast on the chest destroys the trap.

29. TOWER ROOFTOP

The stairs in the round tower eventually lead up onto the rooftop. Here, a grotesque, ghoulish gargoyle sits motionless on the western side of the battlements. If it spots intruders or fighting in the courtyards below, it swoops down to attack.

30. CELLAR

Dusty wine racks line the walls of this dank cellar, which is filled with the stench of rotting flesh. Half a dozen headless bodies, both male and female, hang here to ripen as ghoul fodder. The smell is revolting and any creature entering the room must succeed on a DC 11 Constitution saving throw or be poisoned for 1 minute.

31. TORTURE CHAMBER

This room was used infrequently as a torture chamber in the days of Lord Dobrogost but is in active use now. A rack stands in the middle of the room—the rack that held each Spear Maiden as Stitchface the gaoler force-fed her the *elixir of corruption* (see page 261). After the elixir had taken effect, the iron ghoul bit each Spear Maiden to infect her with darakhul fever. An iron maiden occupies the northeast corner, and an unlit brazier, complete with tongs, stands against the west wall. A successful DC 12 Wisdom (Perception) check hears the wails of the suffering Spear Maidens coming from beyond the door in the south wall.

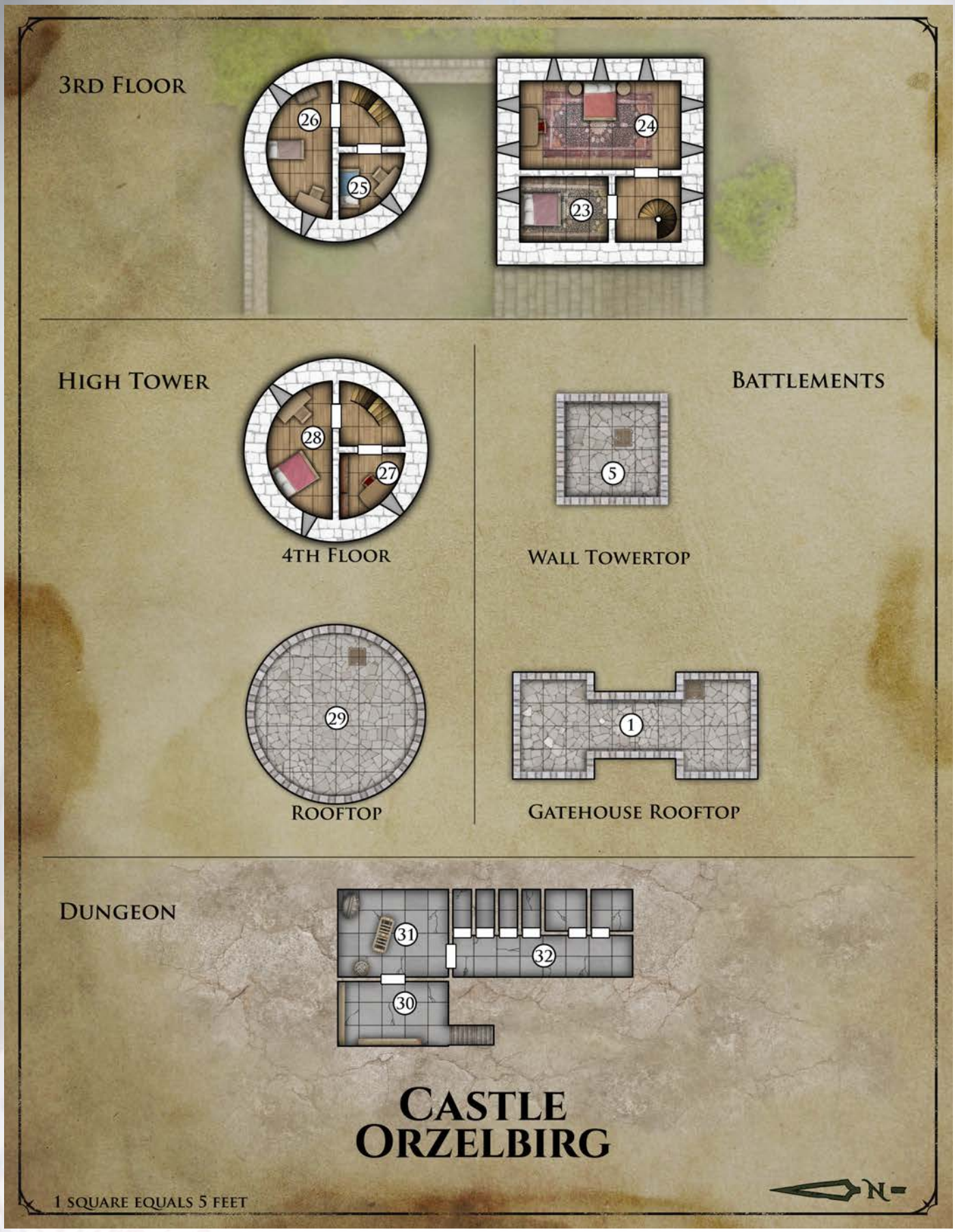
32. CELLS

Stitchface (LE male **iron ghoul** [*Tome of Beasts*, p. 221]), the gaoler and torturer, resides here, enjoying the torment of the Spear Maidens locked in the cells. He wears a black iron breastplate and an open-faced helm with a blood-red crest made of carrion beetle bristles, and he wields a vicious-looking glaive. Jagged wounds across his face have been crudely stitched with thick, black thread.

Exhausted Allies. Though the Spear Maidens in the cells aren't in great condition, they're still priestesses of Sif with fire in their hearts and a strong desire to be out of this prison. If Stitchface is proving particularly difficult for the characters, the Spear Maidens suddenly shout and slam against the wooden doors of their cells, distracting Stitchface and giving him disadvantage on his attacks until the end of his next turn. This distraction works on Stitchface only once, but it might buy the characters the time they need to gain the upper hand on the ghoul. Alternatively, a Spear Maiden might shout an encouraging *healing word* at an injured character she can see through the small window on her door.

Freeing the Spear Maidens. After the characters have dealt with Stitchface, they can free the four **Spear Maidens of Hope** locked in the cells. Stitchface holds the key. If the characters don't have the key or snuck into this room while Stitchface was gone, a successful DC 12 Dexterity check using thieves' tools unlocks a cell. Sisters Janina, Ewa, Hilde, and Miya (all LG female humans) each have darakhul fever (*Tome of Beasts*, p. 215), two levels of exhaustion, and only 15 hit points. Each Spear Maiden's hit point maximum has also been reduced to this amount. While imprisoned, the Spear Maidens have been casting *lesser restoration* on themselves when no one was watching to stave off the effects of the disease. Each Spear Maiden succeeded on the previous day's saving throw and needs to succeed on one more to recover from the disease's daily necrotic damage. However, *greater restoration* or similar magic is required to restore the Spear Maidens' hit point maximum to normal, which likely has to wait. The Spear Maidens are overjoyed at being rescued. They had faith in Sif and their companions that they would be saved. One of their number is missing, though. Sister Ylva was taken upstairs a while ago and was still wearing the *Holy Robes of Sister Adelind* beneath her shirt.

If the characters haven't yet encountered the events in Area 14, the infected Spear Maidens decide to stay in the pantry (Area 11) until the characters have rescued Sister Ylva and it is safe for them to exit the castle.


3rd Floor
26
25
24
23
High Tower
28
27
4th Floor
Battlements
5
Wall Towertop
29
Rooftop
1
Gatehouse Rooftop
Dungeon
31
32
30
Castle Orzelbirg
1 square equals 5 feet
N

Development. If the characters leave the castle to take a long rest before rescuing the Spear Maidens, they find one less survivor here for each long rest they take after their first arrival at the castle. Sister Ylva was the first taken to the chapel, and the Holy Robes rolled beneath the altar in the ensuing fight after her failed transformation. A successful DC 15 Wisdom (Perception) check finds the robes in Area 14, if this is the case. A character within 10 feet of the altar has advantage on the check.

Concluding the Chapter

Now that the characters have recovered the *Holy Robes of Sister Adelind*, they need to make sure the relic doesn't fall into enemy hands. The surviving Spear Maidens of Hope are in no state to protect the relic, leaving it up to the characters to get the *Holy Robes* safely out of Krakovar to the Temple of the Shield Maiden in Jozht. One of the characters may want to attune to the relic to understand its powers. As long as the character is of good alignment, it is accepted by the item and a bond is formed. The Spear Maidens accompany the characters to the Wolfmark. The *lesser restoration* spells of the healthy Spear Maidens help their infected Sisters overcome the darakhul fever. However, the disease took its toll, and the Spear Maidens need a *greater restoration* spell to restore their hit points to their normal maximum and to cure the effects of the *elixir of corruption*. The Spear Maidens know they can find such aid at Sif's temple in Jozht.

As the group journeys north through Krakovar back to Jozht, you can use the Random Encounters in Krakovar table on page 92 to remind the characters they're still in enemy territory. The surviving Spear Maidens aid the characters in combat to the best of their abilities, though the Spear Maidens afflicted with darakhul fever might prove more hindrance than help. Whether or not you use the random encounters table, the characters experience one final encounter before reaching Jozht, which offers a character attuned to the *Holy Robes* an opportunity to use the relic's powers in the heat of battle. Provided he escaped from the fight in the Blood Chapel, Vukas Shroudson leads an attack on the characters in the hills north of Yarosbirg a few days after they leave Orzelbirg. The darakhul spymaster is keen to capture the characters to find out what they know. The encounter consists of Vukas Shroudson (NE male **darakhul shadowmancer** [*Creature Codex*, p. 173]), his **ghoulsteed** (*Creature Codex*, p. 177), and four **ghouls**. If Vukas was killed in the Blood Chapel, replace him with another darakhul shadowmancer in Radomir Marrowblight's service. If his ghoulsteed was killed in Orzelbirg, he instead rides an **undead warhorse** (use the statistics of a **warhorse skeleton**).

The characters receive a warm welcome at the Temple of the Shield Maiden in Jozht. Jagoda Mazurek thanks them for rescuing the Spear Maidens of Hope from the clutches of the undead and insists they keep hold of the *Holy Robes of Sister Adelind*. While they were gone, she received a vision from Sif of the characters facing a terrible threat and using the power of the *Holy Robes* to defeat it. She feels darkness rising in the lands to the north across the Nieder Strait, and she believes the characters will need all the help they can get to face it…

MEET THE DESIGNER

Holy Robes of Sister Adelind was written by Richard Green. Richard has been in love with tabletop roleplaying games since 1980. An early contributor to Open Design, he's been writing for Kobold Press for over ten years: design credits include the *Midgard Worldbook*, *Midgard Heroes Handbook*, and *Midgard Bestiary*. Five years ago, he wrote and published *Parsantium: City at the Crossroads*, a fantasy city sourcebook based on his long-running campaign. He has also designed for Raging Swan Press.

Richard lives in London with his wife Kate and two cats.

The Blood Marriage

Chapter Background

The Creed of All Flesh takes steps to partner with the Red Sisters of Marena, bringing ghoul and vampire together to extend their influence and power over the mortals that provide them sustenance. In turn, they make overtures to the Night Cauldron of Chernobog, offering assistance in the Cauldron's schemes to block out the sun and bring about a world of eternal night. This is a goal that both ghoul and vampire can appreciate. As a first step, a member of the Night Cauldron plans to officiate a wedding ceremony. The Blood Wedding will unite a vampire priestess of Marena and a darakhul priest of Vardesain in an unholy bond, vampire and ghoul acting as proxies for the dark deities they serve. The cult hopes this ritual will bind together the Hunger God and the Blood Goddess. As the two powers combine in marriage, their representatives in Midgard will find their own powers increased.

These dark machinations have not gone unnoticed, as the gathering of power ripples and attracts attention. Oracles have foreseen a great darkness approaching. Sensitives have bloody dreams. The eyes of the prophetic and the attentive turn North as dwarves arrive from across the Nieder Strait with haunted eyes and murmurings of Ragnarok on their lips. The forces of light and order once again call upon the heroes whose destiny has been interwoven with these shadowy threads of foreboding, sending them north to face the coming darkness. Will the characters succeed once again, or will the Blood Wedding produce an alliance of evil too great to stop?

Chapter Summary

Having returned to the Temple of the Shield Maiden in Jozht as heroes, the characters are given needed time to rest and recuperate from their trials. Yet before they can truly relax, or get the itch to leave and find other adventures, they are summoned by Jagoda Mazurek once again. The high priestess of Sif informs the characters that dark prophecies have been spoken by the oracles, who point North when asked for the source of these evils. All accounts from these oracles point to a single place: Reaver's Cave. Jagoda believes this is the darkness she saw in her vision, the darkness the characters are supposed to defeat using the power of the *Holy Robes of Sister Adelind*. She has secured passage aboard a sound ship for them to cross the Nieder Strait, and she asks that they seek out and put an end to this rising evil.

The characters must survive the passage across the dangerous northern waters—filled with reavers, sea monsters, and worse—to reach Reaver's Cave. The cave, used by many a northern marauder, currently hosts a particularly nasty band of cannibal dwarves—members of the Creed of All Flesh—and their flesh-eating boar mounts. In defeating these deadly berserkers, the characters not only save further travelers from the dwarves' depredations, but they find the remains of one of the Huldra, the fearsome warriors of Huldramose, and a plea to return her armaments to her sisters. They also discover an unsettling invitation to something called the Blood Wedding. Once again, the ghouls seem to be scheming, this time uniting themselves with the followers of Marena by the dark blessing of Chernobog. Their next step is to locate the Midnight Temple, the mysterious locale where the dark ceremony is taking place. Without further leads or any information of where to find the Midnight Temple, the characters head to Huldramose for answers.

Taking the warrior's remains to Huldramose earns them gratitude but not trust. Should the characters wish to enlist the Huldra's aid in finding the Midnight Temple, they have to prove their worth to the warriors. The characters must prove their prowess by competing with the Huldra in the things the Huldra hold most dear: boasting, tests of skill, and battle. Whether they win or lose in these contests is irrelevant; they only need to show their courage and willingness, even in the face of defeat. Once they have proven themselves worthy, the characters must blood themselves in battle with the Huldra. They accompany the Huldra to a nearby encampment discovered by scouts, where a band of Ragnarok cultists plot to sneak into Huldramose to destroy the city's hidden World Tree while it is still young. Aiding in this endeavor leaves the trollkin indebted to the characters. They assist in locating the Midnight Temple, which sits among the ruins of Nordheim, first of the fallen dwarven holds. The Huldra also send one or more of their most stalwart shield maidens to lead the characters to the Midnight Temple, providing aid to the characters in the same way they provided aid to the Huldra. Depending on how well the characters aid and impress the Huldra, the warriors may even call upon the valkyries to wing the characters speedily on their way across the cold wilds of the Northlands to their destination.

At Nordheim, the characters must find a way through the walking dwarven corpses that block the entrance into the subterranean city. These former citizens of Nordheim, cursed with undeath, have been released from the underground tunnels of their former home. They wander the woods, trapped by the remnants of whatever terrible curse destroyed the dwarf hold and doomed its people.

Then it is on to the Midnight Temple, once a temple to Sif but now restored as a place sacred to Chernobog. Here the characters and their allies must defeat the bloody guardians at its gates. With the defenses defeated, the characters can interrupt the ceremony, facing down a darakhul priest, his vampire bride, the priest of Chernobog officiating the ceremony, and a host of undead and cultists who stand witness to the union. Killing at least one of these three performers and driving away the rest is enough to cause a rift in their tentative alliance and stop these particular machinations from proceeding, giving victory to the forces of light once again.

The characters return to the Shield Maiden's temple victorious, but they are met with the ill news that, during their absence, the darakhul finally succeeded in capturing Archduke Avgost. Now they must mount a rescue on behalf of the deposed Queen of Krakova before the archduke meets whatever grim fate the ghouls have in store for him.

Beginning the Chapter: The Spear Maidens' Plea

It is assumed that this adventure begins shortly after the events of *The Holy Robes of Sister Adelind*, and that the characters are still recovering from their recent trip into Krakovar. The Temple of the Shield Maiden provides them with a modest lifestyle for the week or so they spend recovering in Jozht. Once the characters have had the opportunity to recuperate and receive any healing or other assistance they may need, they are summoned to the temple sanctuary at the request of Jagoda Mazurek (NG female human), the high priestess.

Sister Hilde, one of the Spear Maidens rescued by the characters in the last adventure, is sent to deliver the message and escort them to see Jagoda. Having been tended by the temple priestesses, she has recovered her strength after a vicious bout of darakhul fever. She greets the characters warmly and thanks them again for her rescue. However, there is an obvious tension in her stance, and she stresses that the high priestess would like to speak with them immediately.

The characters find Jagoda standing before the altar beneath the bound sheaf of giant-sized arrows in the main sanctuary, seemingly lost in thought. When addressed, she turns and greets them. Read or paraphrase the following:

"Thank you for coming so promptly, and let me say again that you have my gratitude for the return and rescue of my sisters. Your bravery will always be known here. I am loathe to call upon you to place yourselves in danger again so soon after such a harrowing task. Yet the portents show that darkness encroaches again. Dire portents. And we must determine their cause and take action.

With the activities of the ghouls and vampires on the rise, we have been vigilant in searching for where they may strike next. Divinations have brought warnings of great evil stirring. The future is murky, but all signs point North, beyond the Nieder Strait. Our auguries are reaffirmed by talk among the dwarves that have begun arriving here in greater numbers from the North. Most avoid speaking of their homeland, but those that do mutter about dark doings and bloodshed. The word 'Ragnarok' has been uttered often. These are a hard people, but something has them shaken.

Whether events unfolding in the North are related to your past battles is still unclear. Whatever is happening, it must have the blessing of the dark gods. Even our most skilled diviners have uncovered little about the nature of this evil or its source. We have only one lead. One of our priestesses fell into a fit while meditating on the problem. While thrashing about, she shrieked out a name before collapsing into a deep slumber. 'Reaver's Cave!' was what she proclaimed."

Jagoda leads them to a table bearing a map of the lands surrounding the Nieder Strait. She places her finger on the spot where Jozht is marked on the map, then traces it north to a deep jag in the southernmost tip of a peninsula of land that juts into the strait.

"The name she uttered is a known place. Here there is a sea cave, often used by northern reavers as a launching point for their raids. A dangerous lair for bloody folk, but it doesn't normally cause such dark ripples of evil to spread across the sea to touch the minds of our most sensitive initiates. But I know it is connected to my vision of you defeating a darkness with the Holy Robes. We need to find out how and why.

You have been instrumental in striking blows against rising evil in two major battles now. Things of import oft come in threes, and I believe the warning coming to us while you are still here is no coincidence. I would urge you to investigate this on my behalf. Your aid in this matter will not be taken lightly, and I will be greatly in your debt. I have taken the liberty of speaking to Sigurd, the captain of a ship named the Osprey, about securing passage for you across the Straits. He is a faithful worshiper of Sif, and he is brave. He has placed the Osprey at my disposal and is willing to transport you to Reaver's Cave. See what you can find there, and if it leads you to whatever sinister designs are unfolding. Ghouls, vampires, or worse; whatever is rising there is a danger whose shadow could reach us even here. That much is clear.

I am sending you into danger, I know. Should you need any additional assistance while in the North, present yourselves at Huldramose. Tell them I sent you, and show them the Holy Robes of Sister Adelind. It should be enough for an audience and petition for aid. May the Holy Robes shield you and Sif's arrows guide you in your task. May you return victorious."

Should more mercenary characters require monetary incentive to undertake this journey, Jagoda authorizes up to 4,000 gp to be taken from the temple treasury as a reward for them upon their return. This doesn't endear them to the high priestess, but she doesn't protest. They are responsible for the rescue of the captured spear maidens, and she feels indebted to them.

If the characters have any questions about the mission, now is the time to ask. Here are some likely questions and Jagoda's answers.

What do we do at Reaver's Cave?
"Whatever you must. Reavers live and die by the blade. If you should kill them, they will likely thank you for sending them to Valhalla. Reaver's Cave holds an answer to the rising darkness. You must do your best to find it."

What then?
"It is my hope that whatever secret lies within Reaver's Cave will enlighten you as to what is stirring in the North and how to stop it."

Where is Huldramose and what can they do for us?
"Huldramose lies northeast of Reaver's Cave. Sigurd can get you close, but the settlement itself lies inland. It is the home of the Huldra, fierce shield maidens devoted to Sif. They know the land and may know more of what is going on. They also have their own soothsayers and oracles, whose visions of this evil may be clearer as they are nearer to its source."

What happens after we've found and dealt with this evil? *"I ask that you return safely here to tell me what happened. Speak with Sigurd about it, and I'm sure arrangements could be made to return you to Jozht."*

If the characters wish to take their own time to seek rumors or consult others on the happenings in the Northlands, allow them to do so. Successful DC 15 Wisdom (Perception), Intelligence (Investigation), or Charisma (Persuasion) checks reveal the following additional information and rumors.

- Something is stirring in the North. Savage beasts are on the prowl. The followers of Loki make mischief in the towns and fields. They say a great shudder in the earth buried a town in the mountains, as if the World Serpent shifted in its sleep. Ragnarok is coming.
- The reavers from the North are joining the Creed of All Flesh, a cult that encourages cannibalism! Bad enough to be robbed and killed, now we have to worry about them eating us so our families have nothing to bury when we die.
- One of the merchant vessels that docked here a month ago found a ghost ship adrift in the strait. Heard it from one of the sailors that they found the crew below deck, all dead! Drained dry and not a drop of blood between them.

Jagoda has instructed the captain, Sigurd (N male human **veteran**), to set sail as soon as the characters are ready. Sigurd is of late middle-years with receding dark blonde hair and a thick gray beard. He has a fatalistic outlook on life and meets danger with a grim stare and gallows humor. He has sailed the seas of the North for decades, and little surprises him. Sigurd has a crew of fourteen, plus his first mate, Svenja (N female human **veteran**). His crew are seasoned sailors who won't quail at danger, though they appreciate having experienced adventurers aboard to ward off danger. Sigurd and his crew (use the statistics of a **scout**) fight for their lives and their ship if they must. However, the crew appreciates it if the characters earn their keep while on board by staving off any major threats, especially since they're riding for free.

Sigurd's ship, the *Osprey*, is an old but well-maintained knarr and stocked for the journey. He and his crew plan to get the characters to their destination as swiftly as possible, trusting that such brave heroes will help to protect the crew from any dangers the ship may encounter on the way. Sigurd doesn't intend to send his ship directly into Reaver's Cave for fear of the reavers within it. He has secured a small boat to the *Osprey* for the characters to row into the cave upon their arrival.

The Journey to Reaver's Cave

The *Osprey* sets sail at the next incoming tide, the rowers taking shifts to add a bit of speed to their progress as needed. Most of the journey is uneventful and routine, with overcast gray skies and rough, choppy, gray seas. Sigurd does not expect the characters to do any work while aboard, short of helping to repel any attacks by raiders or sea monsters. However, he never turns down an extra hand on deck if they're competent. Landlubbers would do best to sit quietly somewhere out of the way while his crew do their jobs. The exception to this would be someone good with a story or song. Those sorts of diversions go a long way towards making a dull voyage more appealing and make the crew more friendly toward the characters.

NIEDER STRAIT ENCOUNTERS

The *Osprey* can reach Reaver's Cave from Jozht in 5 days, barring storms or other delays. You can add such events as you see fit, but remember the purpose is to make the journey

Random Encounters in the Nieder Straits

d8	Encounter
1	**Deep one** raiders in a keelboat: 6 **deep ones** led by a **deep one hybrid priest** (*Tome of Beasts*, p. 73)
2	2 **sea dragon wyrmlings** (*Tome of Beasts*, p. 136)
3	1 **giant shark**
4	1 **water elemental**
5	1d2 + 1 **mahoru** (*Tome of Beasts*, p. 281)
6	Pod of whales: 2 adult **killer whales** with 6 young (use the statistics of a **reef shark**)
7	4 **merrow**
8	Reaver warband in a longship: 1 **trollkin reaver** (*Tome of Beasts*, p. 390), 1 **trollkin shaman** (*Creature Codex*, p. 357), 2 **berserkers**, and 5 **hobgoblins**

memorable, not a trial that will deplete the characters before they reach the first stage of their adventure. Roll a d8 and consult the Encounters in the Nieder Straits table to determine the random event the characters encounter. If any of the encounters prove particularly dangerous to the characters, Sigurd and his crew step in to aid them. Otherwise, the crew stays out of the way during combat encounters to let the characters earn their keep.

Reaver's Cave

Once the shore is sighted, Sigurd maneuvers the *Osprey* closer until the smoke from a fire on the shore (or the light of the fire, if approaching by night) can be seen clearly.

"*Seems someone's home, and they left a light for you*," he says in a serious tone as he commands the crew to drop anchor and prepare the rowboat for the characters. He wishes them luck and Sif's eye upon them. He tells them he will wait up to two days for their return. Afterwards, they can seek him in the city of Wolfheim at an establishment known as Skorri's Longhouse. If the characters take more than two weeks to find Sigurd once he is in Wolfheim, he departs before their arrival, calling upon a favor from another captain. He passes along their description, and the other captain offers them passage back to Jozht in his place, thus fulfilling Sigurd's obligation to the high priestess.

Unless the characters use magic to hide their approach, they are spotted by the occupants of Area 1 by the time they are within 200 feet of shore during daylight. At night, the light of the bonfire reveals the characters at a distance of 60 feet. If the characters succeed on a DC 15 Dexterity (Stealth) check as they approach at night, they can beach the boat without being detected.

If the characters bypass the beach and attempt to enter the cave (Area 2), at least half of them must succeed on a DC 20 Dexterity (Stealth) check to avoid being seen by the reavers in Area 1. The reavers hurl threats and handaxes at the passing boat if the characters are in range. The reavers then move through the secret door and into the caves to sound the alarm.

The dwarven reavers camped in Reaver's Cave are cannibals, devout worshipers of Vardesain, the Hunger God, and members in good standing of the Creed of All Flesh (see page 252). Their leader hopes that one day he and his crew will be made into darakhul. Then they can sail the seas until Ragnarok, living dozens or even hundreds of lifetimes of plunder and feasting. Secretly, he also wishes to sate his hunger with raw flesh. Fierce reaver and cannibal though he is, their war chief cannot stomach raw humanoid flesh. He views this as his secret shame, which can finally be wiped away if he is chosen to become darakhul.

The reavers' last raid was successful, providing both loot and a fresh source of food. In addition, they have received an invitation to the Blood Wedding, which they consider a great honor. To celebrate their good fortune, they are preparing a feast. Four captives were roasted alive for the dinner. Their boar mounts were fed on the entrails of the dead victims, while the choice meat has been jerked and stored in their ship for their journey to the temple. The characters arrive just in time to spoil the festivities or become the entertainment prior to the meal.

The waves roll in to thunder against towering, rocky cliffs, which converge to form a precarious inlet. At the end of the inlet is a tall, tapered cave, a darker blot against the deep gray stone of the cliffs. A bonfire burns on a rocky beach along the cliffside to the west. A trio of cages are suspended above the flames. The drippings of their contents add a sizzle to the fire's crackle and fill the air with a scent akin to roasting pork.

1. THE BEACH

Three cages are suspended from posts leaning out over the fire. The cages contain the roasting corpses of three unfortunate victims of the Creed of All Flesh cultists that currently occupy Reaver's Cave. Three **cannibal dwarven reavers** (use the statistics of a **berserker**, except it has darkvision out to a range of 60 feet and resistance to poison damage) tend the fire and the meat. One of the reaver's mounts, a **giant boar**, sits patiently nearby, waiting for scraps, as one of the reavers carves up a fourth victim whose cage has already been taken down.

The reaver doing the butchery has a greasy, gold ring (worth 50 gp) in a belt pouch, discovered while carving up the fourth victim. Before capture, the poor soul had swallowed the ring with the hopes of recovering it later.

2. HIDDEN DOCK

At high tide, the water in this cave reaches to the natural stone steps that rise to Area 3. A floating pier is secured to the south wall of the cave, and the reavers' karve is docked here. The ship is provisioned for a crew of ten, with enough water for three days and enough rations for a week. Those who do not share the reavers' passion for humanoid flesh only find enough palatable food for three days once the questionable jerky is discarded. Six heavy crossbows and 60 bolts rest in the ship's armory.

No foes await the characters here, unless they attempt to steal the karve. If they attempt to cut the ropes or cast off in the vessel, magic runes carved into the side of the

ship below the waterline summon a **water elemental**. The elemental attacks the would-be thieves until they flee the room, are killed, or destroy the elemental. A successful DC 20 Wisdom (Perception) check notices some of the runes peeking up above the waterline as the ship bobs in the water. A successful DC 15 Intelligence (Arcana) check recognizes the magical nature of the runes and that they summon a being of water to protect the vessel. Defeating the elemental or successfully casting *dispel magic* (DC 13) destroys the magic of the runes.

3. REAVER BARRACKS AND FEAST HALL

A fire burns in a niche against the northeastern wall of this cave beneath a natural chimney. Bedrolls and furs sit in piles along the wall between the entrance and the fire. To the southeast are a pair of trestle tables—their tops covered with drinking horns and kegs—flanked by long, split-log benches. A pair of long troughs, their edges stained red, sit against the southeast wall. Spots of crimson puddle beneath the troughs and fleck the wall behind. The wall west of the troughs holds the entrance to another tunnel.

Two more **cannibal dwarven reavers** lounge here, waiting for their fellows on the beach to finish preparing the feast. The reavers' two **giant boar** mounts feed at the troughs, muzzles red and coated in gore. They move to attack any intruders, mounting up if they have time. If not, they fight side-by-side with their mounts. The reavers are flush with excitement over their recent victory and the invitation to the Blood Wedding and salivate with anticipation for the coming feast. They fight to the death against any who dare to interrupt them. The noise of battle here draws the attention their war chief and his mount from Area 4 who join the fray in 1d3 rounds.

4. WAR CHIEF'S CAVE

To one side of the cave, furs lie in a heap between an iron-bound chest and a small fire. A large pile of dried kelp covered in coarse hairs sits against the opposite wall. Tunnels sit in the northeast and southwest walls.

Skjorr Skullsplitter (CE male reaver dwarf), the reaver war chief, resides here with his **ghost boar** (*Creature Codex*, p. 169) mount. The boar's hide has been painted with runes drawn in blood, marking the beast as Vardesain's avatar for the celebration. As the chosen avatar, it was fed choice pieces of flesh from the living captives before they were cooked. Some small amount of dark magic was conjured through this ritual, imbuing the animal with power. It has advantage on its next ability check, attack roll, or saving throw. This dark blessing is expended once used. A successful DC 10 Intelligence (Religion) check identifies the markings on the boar as relating to the worship of Vardesain, the Hunger God.

Should the characters enter the chamber via the secret door on the beach, Skjorr lets out a wolf-like howl to alert his crew of intruders, who arrive in 1d3 rounds on their own mounts. He then leaps astride his mount and attacks the intruders. Skjorr fights with abandon. Oddly, if he takes a bite out of an opponent, he spits it out, rather than swallowing it. If combat goes against him, Skjorr withdraws to Area 3. If the passage is blocked, he commands his mount to use its Incorporeal Jaunt trait to move through the intervening rock instead.

SKJORR SKULLSPLITTER, REAVER WAR CHIEF

Medium humanoid (dwarf), chaotic evil

ARMOR CLASS 16 (chainmail)

HIT POINTS 97 (13d8 + 39)

SPEED 25 ft.

STR	DEX	CON	INT	WIS	CHA
20 (+5)	13 (+1)	16 (+3)	8 (–1)	10 (+0)	12 (+1)

SAVING THROWS Str +8, Con +6

SKILLS Animal Handling +6, Intimidation +7, Survival +3

DAMAGE RESISTANCES poison; bludgeoning, piercing, and slashing from nonmagical attacks

SENSES darkvision 60 ft., passive Perception 10

LANGUAGES Common, Dwarvish

CHALLENGE 6 (2,300 XP)

Blood Frenzy. Skjorr has advantage on melee attack rolls against any creature that doesn't have all its hit points.

Dwarven Resilience. Skjorr has advantage on saving throws against poison.

ACTIONS

Multiattack. Skjorr makes three melee attacks, only one of which can be a bite attack. If Skjorr hits a creature with two greataxe attacks while mounted, the target takes an extra 7 (2d6) slashing damage.

Bite. *Melee Weapon Attack*: +8 to hit, reach 5 ft., one target. *Hit:* 7 (1d4 + 5) piercing damage, and Skjorr regains hit points equal to half the damage dealt.

Greataxe. *Melee Weapon Attack*: +8 to hit, reach 5 ft., one target. *Hit:* 11 (1d12 + 5) slashing damage.

Treasure. Skjorr's bed contains a number of valuable furs, worth a total of 750 gp. Humanoid bones, a knife, and other carving tools litter the floor around the furs. Some of the bones have been decorated with scrimshaw, providing eerily beautiful decoration to the cave. One shinbone has been worked into a scroll case with elaborate scrollwork carved into its exterior, worth 50 gp to someone uncaring of the macabre material from which it is crafted. Wrapped in a bear skin and shoved between the chest and the wall are a *+1 longsword* and a *+1 shield*. There are distinctive runic patterns on the shield's border and the sword's scabbard that mark them as a matching set. A message is carved crudely into the wood on the inside of the shield as if the writer carved it hurriedly with whatever sharp tool was at-hand: *If you find this, I beseech you to return my shield and blade to my shield sisters in Huldramose. Tell them Randgrid Ironeyes died well.*

If the characters turn over these items in Huldramose, the trollkin shield maidens look favorably upon them (see Audience in Huldramose on page 124 for details).

Iron-Bound Chest. The locked chest requires a successful DC 15 Dexterity check using thieves' tools to unlock. Skjorr carries the only key. The chest contains the booty from the reavers' recent raid. A pile of 85 cp, 602 sp, 153 gp, and 6 pp covers the bottom of the chest. The following items sit atop the coins: a vellum scroll containing the written saga of the Northern hero Hjalmar and his battle with the great ice serpent of Grokeheim held in a tooled, black leather case chased in gold (worth 50 gp); 12 pounds of silver trade bars (worth 60 gp); a bloodstone circlet (worth 250 gp); a mahogany harp with brass strings (worth 100 gp); and two *potions of healing*.

A scroll of tanned humanoid skin sits atop the iron-bound chest. The three wax seals that once held it closed have been broken. The first seal is a skull pressed into red wax. The second is a mouth of fangs pressed into white wax. The final seal is a bear's paw, stamped into black wax. A successful DC 15 Intelligence (Religion) check identifies them as the symbols of Marena, Vardesain, and Chernobog, respectively. A message is penned in blood on the scroll:

> You have been judged worthy to attend and stand witness to the Blood Wedding. By this ritual, we bind the Devouring Worm and the Red Goddess in dark matrimony, under the auspice of the Lord of Night. Thus we multiply their glory in the realms beyond and increase the power of their followers here on Midgard. Make your way to the Midnight Temple. The ceremony takes place the night of the next new moon. When the pact is complete, we shall celebrate with a glorious and bloody feast worthy of sating all the faithful who attend.

With the discovery of the invitation to the Blood Wedding, the characters now have a lead on the "dark wedding" that the Clockwork Oracle in Zobeck mentioned and on Jagoda Mazurek's premonitions of a rising evil in the North. However, the location of the Blood Wedding, and the Midnight Temple, is still unknown to them. The shield in the room provides the next clue to where the characters can find answers: Huldramose.

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1 SQUARE EQUALS 5 FEET
REAVER'S CAVE

TIMELINE OF THE BLOOD MARRIAGE

This adventure is written so that the characters arrive at the Midnight Temple on the night of the Blood Wedding. Different events the characters confront can shorten or extend the time between the events of the Reaver's Cave and the confrontation at the Midnight Temple, depending on how the characters handle the events. These events are meant to challenge the characters and provide them extra bonuses if successful. No event is intended to delay the characters so greatly that they can't get to the Midnight Temple in time.

Similarly, characters who handle the events quickly and with great success aren't intended to reach the Midnight Temple early. Such success can be handled by delaying the valkyries' arrival in Huldramose a few days, thus rewarding the characters' timely success with a chance for a few days of downtime or to prepare for the assault on the temple—a reward less successful characters wouldn't receive.

As a general guideline, the events of the Reaver's Cave can take place on a new moon with the following new moon 28 days later. This should give the characters ample time to resolve the events of the Reaver's Cave, travel to Huldramose, resolve the events there, and arrive to the Midnight Temple in time for the Blood Wedding.

Should Sigurd still have the *Osprey* anchored offshore, he can sail them along the coast and let them off at a town further north within 50 miles of Huldramose. If the characters mention the reavers' ship, Sigurd says he can provide a skeleton crew of his own people to sail it, though some of the characters may need to take their place and row. He assures them he can easily find a buyer in Wolfheim for the ship, if the characters agree to give him 50 percent of the profits. They can haggle him down to 25 percent with a successful DC 15 Charisma (Persuasion) check, but he stands firm on that number. If the characters haven't already dealt with the ship's **water elemental**, they must resolve that before sailing the ship.

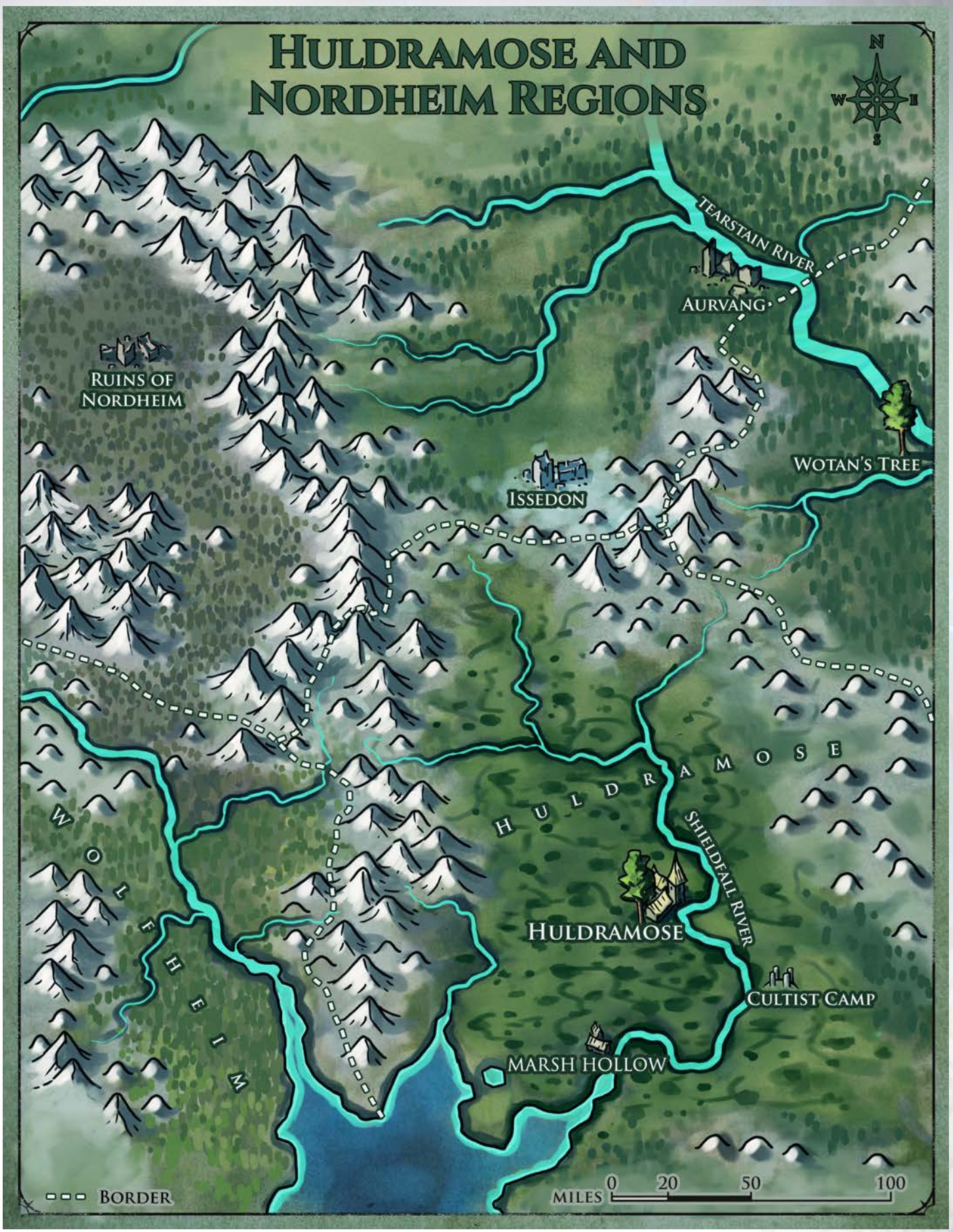
The Journey to Huldramose

By ship, it takes the characters four days to reach Marsh Hollow, a small farming and fishing village at the mouth of the Shieldfall River that runs through Huldramose. If they sail the reavers' karve, or if they have the ship with them as they ride on the *Osprey*, the trip takes 6 days. Add at least one extra day to the trip if the characters stop in Wolfheim to sell the karve, a surprisingly quick and easy process due to the reaver dwarves' high demand for ships to take them across the Nieder Straits. Use the Random Encounters in the Nieder Straits table to determine encounters along this leg of the trip.

Though it is less than 50 miles away from Huldramose's capital city, Marsh Hollow sees very little predation from reavers, partly due to the Huldra who patrol the marshes of Huldramose and partly due to the shallow, marshy mouth of the Shieldfall River. When the characters disembark in Marsh Hollow, Sigurd bids them fair travels, as he considers his duty to Jagoda now discharged unless the characters previously negotiated return passage with Sigurd. If the characters negotiated return passage with Sigurd, if they made a good impression on him, or if they gave Sigurd more than 25 percent of the profits from selling the reavers' ship, he offers to wait in Wolfheim for up to two months for their return. The *Osprey* returns to Marsh Hollow once a week during that time to check for the characters. Otherwise, Sigurd puts in a good word for them in Wolfheim in the hopes that some other captain provides them with a trip home without overcharging them on passage.

Though the people of Marsh Hollow are friendly to non-reavers, they aren't familiar with much of the goings-on outside of the village. If the characters show any of the locals the shield and its message, they are pointed northeast to Huldramose City, where the shield maidens known as the Huldra live and train. Unless the characters have the means to travel through wetlands, they must beseech the owner of a skiff or raft to give them a ride. Alternatively, they can buy a skiff large enough to hold up to six Medium creatures for 25 gp from a local fisherman. It takes the characters about two days to travel the less than 50 miles through wetland to Huldramose. Roll a d8 and consult the Encounters in Huldramose table to determine random encounters the characters might have while traversing the marshes of Huldramose.

However they make their way through the wetlands, the characters are eventually stopped by a patrol of **Huldra shield maidens** (see page 318). This squad of four, poling through the wetlands in a skiff, take quick notice of armed strangers. The Huldra call out for the


HULDRAMOSE AND NORDHEIM REGIONS
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AURVANG
RUINS OF NORDHEIM
WOTAN'S TREE
ISSEDON
HULDRAMOSE
SHIELDFALL RIVER
WOLFHEIM
HULDRAMOSE
CULTIST CAMP
MARSH HOLLOW
BORDER
MILES 0 20 50 100

Random Encounters in Huldramose	
d8	Encounter
1	An **asanbosam** (*Tome of Beasts*, p. 27) hunter looking for dinner
2	1d3 + 1 female **bearfolk** (*Tome of Beasts*, p. 33) hopefuls looking to train under the Huldra
3	A hungry **hill giant**
4	4 **ogres**
5	A pair of mated **manticores**
6	8 **ratfolk rogues** (*Tome of Beasts*, p. 320) intent on ambushing and robbing travelers
7	3 **thursir giant** raiders (*Tome of Beasts*, p. 227)
8	3 **wereboar** brigands

group to halt and identify themselves. If the characters do not speak openly or freely, the Huldra demand they leave the area, escorting them back to Marsh Hollow if necessary. Resistance is met with deadly force, though the characters can stop a battle at any time by throwing down their weapons and surrendering. If they do, they are taken into Huldramose, though as prisoners awaiting the Queen's judgment rather than as invited guests.

If the characters are polite and either speak of Jagoda Mazurek and their mission or reveal their recovery of the arms of Randgrid Ironeyes, or both, the Huldra escort them into Huldramose to meet with Thorgerd, the current ruling queen.

Audience in Huldramose

As prisoners or guests, the characters are given entrance to Huldramose, a rambling town built on platforms rising on stilts above the wetlands like a great collection of giant, wooden storks. They are escorted to the Queens' Hall, a longhouse centered near the southern edge of Huldramose. Within the longhouse, many of the Huldra take their ease and eye the newcomers curiously from the long tables that flank a central aisle. At the end of the aisle, upon a raised platform, sit two carved, wooden thrones. The one on the right, carved of dark bog oak and adorned with ravens, is empty. The left-hand throne is carved of white ash and adorned with swans. A statuesque elfmarked woman sits in the white throne, wearing a gown of moss green trimmed with silver thread. Her long hair, so blond as to be nearly white, is pulled into a braid that spills over one shoulder. A thin, white scar divides the right side of her face; the angle of the strike that left it spared her eye, though the scar pulls down the corner somewhat, making her look sleepy. A spear of ashwood with a bright, polished head of silver-steel leans against the side of the throne.

The seated elfmarked is Thorgerd (NG female elfmarked), one of the two Queens of Huldramose. Her fellow queen, Dark Irpa, is currently off on an adventure, making this Thorgerd's turn to rule in Irpa's absence. Things have been quiet of late, and Thorgerd is secretly pleased for the distraction visitors bring. Careful to hide

her excitement, Thorgerd examines the characters with a bored gaze and addresses them.

"Who are you, strangers, and why have you come?"

Should the characters return the fallen shield maiden's arms first, they win favor with the Queen for putting her people's needs before their own. Afterwards, the characters have advantage on Charisma-based checks against the Huldra or the Queen while in Huldramose as the Huldra's opinions of the characters becomes more favorable. However, if the characters do anything in the future to sour this relationship, like refusing to participate in the games and trials of the feast, they lose this favor. Thorgerd thanks the characters for returning their sister's armaments and orders the Huldra to prepare for the ceremony to honor their fallen sister. She tells the servants to prepare for a feast on the morrow, while she completes her audience with their guests.

If the characters lead with their own troubles, the Queen still hears them out, especially if they mention the high priestess of Sif in Jozht and their possession of a holy relic. The idea of such a dark ritual being held in the region, and the evil creatures it will attract, does not sit well with the Queen. She agrees to provide them aid, but how much is dependent upon them. For now, the Queen agrees to consult one of the local witches to see if they can divine the location of this Midnight Temple where the Blood Wedding will take place. If they are still in possession of the invitation found in Reaver's Cave, she asks to borrow it, as providing a physical object to focus their divinations may prove useful. She promises to return it once the diviners have completed their task.

In the meantime, the characters are her guests during the ceremony to honor Randgrid Ironeyes. They are expected to participate in the various rituals, trials, and contests of the ceremony, as good and honorable guests should. Failure in these trials doesn't remove the Queen's favor or her offer to help. Their willingness to participate proves to the Huldra present that the characters are worthy of the Queen's aid. The Huldra aren't surprised if they best the characters in areas at which the Huldra excel. Should the characters supersede the expectations of the Huldra, they are placed in higher esteem and even increase the quality of the aid they receive from the Huldra. For now, the Queen offers her hospitality, insisting they stay while her diviner works to find the next destination in their quest.

With that, she remands them into the keeping of a pair of Huldra shield maidens, who escort them to prepared rooms within the Queens' Hall. They are free to walk about, but their honor guard accompanies them wherever they go. The Huldra are happy to point out sites of interest, skilled artisans, and good places for food and drink. In addition, the guards take particular care to steer the characters clear of the large, fenced-off section of marsh near the Queen's Hall (this area is detailed under A Regal Request later in this chapter). If the characters insist on staying out late or attempt to avoid their guards, the Huldra encourage the characters to go back to their rooms, saying the guards are tired and wish to go to bed themselves. If the characters resist or get violent, the Huldra threaten to drag them back and tie them to their beds until dawn, if necessary. If the characters resist without violence or if threats of force don't work, one of the guards reminds the characters they are guests of the Queen and would do well to respect her wishes while within Huldramose. If the characters ask why they need guarding, the women respond with: "*You are important guests. It would look badly on the Queen if something happened to you during your stay.*"

DUPLICITOUS CHARACTERS

If the characters refuse or fail to tell the Queen and the Huldra of the death of Randgrid Ironeyes, the Huldra don't have a memorial feast and the characters lose out on the opportunity to gain extra aid from the Huldra. The Queen remands them into the keeping of her shield maidens, as normal, but they have to wait two days before she has news from her diviners on the Midnight Temple. In this time, the Huldra are even more adamant and violent about insisting the characters not go into the fenced-off marsh next to the Queens' Hall. Many of the Huldra treat the characters with mistrust and keep their interactions with the characters terse. After two days' time, the Queen calls them back to the Queens' Hall and requests their aid in exchange for her aid in finding the Midnight Temple, as described in A Regal Request. Characters that go this route can't convince the Queen to reveal the World Tree sapling to them, no matter how persuasive they are.

GRACE POINTS

By aiding and allying with the Huldra, the characters gain benefits in the form of Grace Points that help them in the battles ahead. The characters can earn Grace Points by participating in the events detailed in the Memorial Feast for Randgrid Ironeyes and by agreeing to the Queen's request for aid in A Regal Request later in this chapter. Grace Points allow a way for the characters to use their allies to affect a more positive outcome in battle without you having to handle several allied NPCs. These points are a measure of the friendship and fidelity the characters have earned among the Huldra and measure the extent that this bond helps them in their encounters on the way to, and at, the Midnight Temple.

Grace Points are collected by the characters as a whole, not as individuals, though each character can earn Grace Points for the group. The characters can earn no more than 1 Grace Point for any one activity, though multiple characters taking part in each activity increases the chances of the group earning that activity's Grace Point. The characters earn Grace Points for the following activities:

- If at least one character participates in the various events held during the memorial feast day, the characters earn 1 Grace Point.
- If a character wins one contest or trial in a category (Feats of Precision, Feats of Strength, Melee Trials, Boasting Contest), the characters earn 1 Grace Point. The characters can earn only 1 Grace Point from each category, no matter how many characters participate in each category.
- If a character participates in the snake handling ceremony and has a vision, the characters earn 1 Grace Point. The characters can earn only 1 Grace Point for receiving a vision while handling the snakes, no matter how many characters receive a vision.
- If the characters agree to join the Huldra in their raid on the Ragnarok cultists' camp, they earn 1 Grace Point.

The amount of Grace Points the characters earn determines the extent of aid they receive from the Queen and the Huldra. With 0 Grace Points, the characters eventually earn the knowledge of the location to the Midnight Temple (see the Journey to Nordheim), and they secure the aid of Hafridh Ironeyes, sister of Randgrid Ironeyes. If the characters have at least 1 Grace Point, the Huldra summon their valkyrie allies to transport the characters to the Midnight Temple once the Queen's diviners learn its location. Each Grace Point represents one Huldra shield maiden accompanying the characters, up to a maximum of five Huldra (including Hafridh). The characters can have more than 5 Grace Points, but they gain no additional benefits for more than 5. For more details on how the characters can use these points, see Grace Point Actions in Journey to Nordheim later in this chapter.

If the characters don't earn any Grace Points, treat Hafridh in combat as a normal allied NPC and ignore the Grace Point Actions section.

The Memorial Feast of Randgrid Ironeyes

The following day, a bustle of activity takes place in and around the Queens' Hall. Two freshly slaughtered cattle are set roasting over fire pits, and hunters are sent out to bring down wild birds and game to supplement the beef. Barrels of mead are rolled out. More strangely, cauldrons of foul-smelling brews are prepared by trollkin crones and set to simmer, while cages containing venomous snakes are stacked against a wall outside the hall. The Huldra carry themselves with an air of excitement. Any questions concerning the preparations are politely but humorously rebuffed. Each time they are asked, the Huldra respond with another joke. *"The stuff that smells like a dwarf's rear? That's the stew we make special for visitors,"* one says. *"The snakes? We eat them alive during the feast,"* says another. Those that demand serious answers are simply told that all will be revealed later when the festivities start.

Once the ceremony begins, Queen Thorgerd takes her place upon her throne and recites a litany of the service of Randgrid. She cites deeds of exceptional valor or skill, such as winning a javelin throwing contest against the other Huldra, rescuing a lost hunter from a pack of hungry wolves and returning him safely to Huldramose, standing with her sisters to repel an attack by dwarf reavers, and leading the pursuit when the enemy routed, despite being injured. The assembled Huldra cheer her name and toss back flagons of ale in her honor. Thorgerd then calls forth a Huldra captain, Hafridh, who accepts Randgrid's sword and shield from the Queen to be placed in the armory until the Queens decide to gift them to a worthy shield maiden. The gray-eyed captain accepts the armaments with tears in her eyes but does her duty stoically. The Huldra then vacate the hall into the yard outside, pulling the characters along with excitement.

COMBAT TRIALS AND TESTS OF SKILL

Prior to the feast, the Huldra entertain themselves and work up an appetite. They engage one another in single combat and participate in contests of strength and skill. Javelin and axe throwing, archery, and other contests take place in between the melees. The characters are invited to join in these contests as well. Near the end of the feast, a final contest takes place. These activities allow the characters to delve into the world of the Huldra and glean insights into their culture. It also provides a way for the characters to build trust and friendship with the Huldra, increasing the aid they receive from the Huldra beyond what Queen Thorgerd feels they are due because of their association with the Temple of the Spear Maidens. Building a bond with the Huldra makes it more likely that the shield maidens find them worthy to fight beside, and their aid in the monumental task ahead will be no small thing.

Up to six **Huldra shield maidens** participate in each contest, though more might join if the characters perform particularly well as overconfident new recruits seek to prove themselves against the outsiders. New recruits use the statistics of **guards**.

FEATS OF PRECISION

These two contests are easily resolved. For the archery contest, each contestant takes three shots at the target. The attack roll and corresponding hit on the target earns the archer points. Use the Archery Contest Scoring table to determine the points. The archer with the highest points wins the contest. Should there be a tie, the target is moved further back (giving the archers disadvantage on their attack rolls) and the two archers each take one additional shot at the target; the archer with the best shot wins. If there continues to be a tie, each archer gets another shot until one scores a better hit than the other.

Archery Contest Scoring

AC	Shot Location	Points
9>	Misses target completely	0
10	Hits target, misses rings	1/2
11	First ring	**1**
12	Second ring	2
13	Third ring	3
14	Fourth ring	4
15	Fifth ring	5
16	Sixth ring	6
17	Seventh ring	7
18	Eight ring	8
19	Ninth ring	9
20	Bullseye	10

Axe Throwing Contest Scoring

AC	Location	Points
10>	Miss	0
11	First ring	1
12	Second ring	**2**
13	Third ring	3
14	Fourth ring	4
15	Bullseye	5

Axe throwing is judged in a similar manner to archery. A large, water-soaked section of log, with five concentric circles carved into it on each flat end, is set up as a target. One log is set up for each pair of contestants. A coin is tossed to see which contestant throws first. Each contestant throws five handaxes at the target and tallies the points. Use the Axe Throwing Contest Scoring table to determine the points. Then the target is flipped around to the fresh side, and the contestants throw five more handaxes. The contestant who lost the coin toss throws first during the second round. A final tally is taken and the contestant with the highest score wins. Any ties are resolved with a sudden death round, where each contestant gets to throw a single handaxe. The one that scores highest on this toss wins. Due to the wear and tear on the target log after the previous ten throws, each contestant has disadvantage on the sudden death toss, as axes often fail to bite hard enough into the chewed-up wood to stick. Winners move on to toss again against the winner from another pairing, until the final two compete for first place.

FEATS OF STRENGTH

The Huldra have two favorite games to test the physical might of contestants. The first is the hammer throw. Off the edge of one of the town's platforms, poles topped with scraps of cloth have been set into the murky water to mark distance. A chalk line on the platform marks the contestants' boundary. Each contestant takes up a "hammer," a rock attached to a short piece of rope, in two hands, spins, and hurls it off the platform without setting foot over the line. The contestant who hurls their hammer the furthest is declared the winner. To throw the hammer without stepping over the line, each contestant must succeed on a DC 10 Dexterity saving throw. To resolve the winner, each contestant that succeeded on the Dexterity saving throw must make a Strength (Athletics) check. The

contestant with the highest roll throws their hammer the farthest and wins the game.

The other game of strength is known as Crown the Kings. A row of nine barrels is set up, each with a crude and unflattering caricature of a dwarf drawn on its side. A rounded stone sits in front of each barrel. The stones are progressively larger and heavier as a contestant goes down the line. A contestant must lift each stone and place it atop the barrel, crowning the king (a reference to dwarven kings of old who warred with the trollkin and who are deserving of large stones being dropped on their heads). The contestant then moves on to the next one in line, quickly crowning as many kings as possible in the shortest amount of time. A Huldra stands nearby, keeping time on a drum. The contestant able to lift the most stones in the least amount of time is declared the winner. The first stone, or ungbarnsteinn ("baby stone"), is the smallest, weighing 100 pounds. The weight of each stone increases by 50 pounds to the final stone, the vinmaga ("boar belly"), which weighs 500 pounds.

To compete in Crown the Kings, the contestant must first have a Strength score capable of lifting the stones (minimum Strength score of 4 to lift the first stone and a minimum score of 17 to lift the last stone). Second, the contestant must make a Strength (Athletics) check. The higher the result, the more quickly the contestant lifts and places the stone. The starting DC is 11 and goes up by 1 for every 100 pounds of weight on the stones, with a maximum of DC 15 for the vinmaga stone. Meeting this DC means the contestant lifts and places the stone in the average amount of time—3 beats of the drum. If the check fails by 5 or more, the time is increased by 1 beat. If the check fails by 10 or more, the time is increased by 2 beats. If the check succeeds by 5 or more, the time is decreased by 1 beat. If the check succeeds by 10 or more, the time is decreased by 2 beats, with the fastest a person can place a stone being 1 beat. The contestant that lifts the most stones in the least amount of time is the winner. In addition to the adulation of spectators, the winner has the honor of tapping the mead-filled barrels after the trials have finished, which comes with the honor of serving the first drinking horn of the feast to Queen Thorgerd. The winner is then the first to be served a drinking horn after the Queen. The current champion of Crown the Kings is Hafridh Ironeyes with 2 beats of time on the *vinmaga*. If a character meets or bests her record on the heaviest stone, the Huldra praise the character and whisper amongst themselves, wondering how Hafridh will react.

MELEE TRIALS

In addition to the other trials and games, the Huldra are always eager to test their mettle and practice their martial skills. Friendly bouts are common during such festivities, though not-so-friendly grudges and perceived wrongs are also settled in such bouts. Should the characters participate, run these as one-on-one melee combats between a character and a **Huldra shield maiden**. Combats run until one combatant yields or drops. For the bouts, the weapons are real but have dulled blades and are padded to protect the combatants—the characters aren't allowed to use their own weapons. Feel free to add additional combats as you wish, such as bare-knuckle brawls or wrestling. Hit point damage inflicted by these combats isn't deadly and results in unconsciousness should a combatant be reduced to 0 hit points. Hit points lost during a melee trial are fully healed by a short rest or a *cure wounds* spell cast at any level.

SNAKE HANDLING

This event involves drinking a hallucinogenic concoction and holding a poisonous snake. Unlike the other ceremonial events of the day, the characters suffer no loss of face should they choose to refrain from participating in this one. For the Huldra, this is a quasi-religious event, and they understand if the outsiders do not share their faith. This event tests more than the Huldra's courage and fortitude—it tests their faith in Sif and their worthiness in her eyes. It is a part of their culture, and they are proud of the fact that it frightens outsiders, making them feel braver by comparison.

However, the steady and confident don't have much to fear. The snake cages are deliberately kept outside and away from the warmth of the hall to lull the snakes into a torpor prior to the ritual. The true danger comes from the strange concoctions brewed by the witches of Huldramose. Secret, eldritch recipes using snake venom, rare herbs, and other ingredients produce a hallucinogenic elixir

that twists and pulls at the mind of the drinker. A snake handler who can't endure the effects of the potion may act erratically, causing the snakes to bite.

Those who are willing to participate are lined up outside of an area that has been roped off. Sif's holy symbol, a bound sheaf of arrows, is painted on the platform within the roped area. One of the crones ladles a portion of a foul-smelling concoction from a simmering cauldron into a shallow bowl for each contestant to drink. After they do so, the druid overseeing the ritual intones an invocation.

"Lady Sif, our patron and protector, bear witness to the bravery and dedication of those gathered here and bless them for their courage and commitment. May their acts find favor with you, that you shield their bodies from the venom without, and open their minds to the weird and wondrous properties of the elixir within. Fix your gaze on them now. Smile upon the worthy, we pray."

As the invocation and opening ritual takes place, the potion begins to have its effect. Participants are then admitted to the roped area, where handlers remove serpents from the cages and drape them over the participants. Druids stand ready to tend any snake bites.

A participant must first make a DC 15 Constitution saving throw against the effects of the strange concoction. On a failed save, the participant is poisoned for 1 hour. On a successful save, the participant suffers minor hallucinatory effects. Next, the participant must hold the snake. The druids drape one of the serpents over a participant's arm or shoulders. The participant then parades around the circle, showing no fear and holding the snake without harm, at least in theory. The cold, sluggish snakes are fairly easy to handle, requiring a successful DC 12 Wisdom (Animal Handling) check to keep the snake calm. If the participant fails the check, the participant must roll again, this time against a DC 14. Success on either check means the participant returns the snake to its cage without harm. Otherwise, the **poisonous snake** bites the participant. If the participant failed the check by 5 or more, the snake has advantage on its bite attack. The potion ingested at the beginning of the ceremony interacts with the fresh snake venom, causing the participant to have disadvantage on the saving throw against the snake's poison damage. If the participant fails the saving throw against the snake's poison damage, the participant doesn't take damage, but instead falls unconscious. The snake is wrangled back into its cage by the druids, and the participant is carried out of the circle to be revived after the event is over.

An unconscious participant suffers a fit that grants a vision of the future. Physically, the participant's limbs tremble, eyelids flutter, and spittle or foam dribbles from the participant's mouth for 1 minute. The specifics of the vision itself are unclear once the participant recovers, but the vision comes back with crystal clarity when most needed. The participant has advantage on one attack roll, saving throw, or ability check that occurs within the next month and involves aiding the Huldra or stopping the blood wedding. At your discretion, the character might not even know of this boon until you give the character advantage on one of the qualifying rolls.

Some snake handlers strive to be more impressive, taking on more than one snake at a time. This follows the normal rules, but the DC for the Wisdom check to keep the snakes calm increases by 2 for each additional snake the participant holds. No one in recent memory has ever attempted to handle more than four snakes at a time. Handling four earns great respect from the Huldra, while holding more than four has the observers cheering and the participant becoming the talk of the feast. The Huldra might even saddle the participant with an appropriate nickname, like Snake Charmer or Asp Tongue.

After the snake handling, the feast begins in earnest inside the Queens' Hall. The mead flows freely, and servants arrive with food from the kitchens. They bring in platters loaded with great piles of cooked meat, roasted game birds stuffed with grains and nuts, smoked fish, wheels of cheese, roasted vegetables, and sugared fruits. The Queen is served first, then the characters, then the rest of the assembly. During the feast, a call comes up from one of the Huldra for some stirring tales to entertain them. Thus begins the boasting contest.

BOASTING CONTEST

Individuals stand and regale the hall with personal tales of cleverness, bravery, mighty deeds, fearsome battles, and other heroic feats. Whether these tales are true, exaggerations of actual events, or completely fabricated lies is up to the individual teller. What counts most is that the story provides entertainment for the assembly. The audience is free to comment as the story is being told, asking questions and even heckling the storyteller. How the teller of the tale responds to the audience is just as important as the tale itself. Clever rebukes of hecklers, witty responses to questions, and quick responses boost the esteem of the storyteller in the eyes of the audience. The only real taboo is to make the outright claim that a story is false. In doing so, that person is calling the storyteller a liar. Should this happen, it may forestall the contest long enough for the offended individual and the offender to

have a quick melee bout (as described in the Melee Trials section), with more riding on the battle than a mere test of skill. Accusing a storyteller of lying is a serious social misstep and a direct insult to the storyteller's honor. No Huldra lets such an insult go unanswered. Accusing the storyteller of padding the truth or extreme exaggeration is permitted and within the bounds of the contest's rules, however. If the accuser doesn't immediately retract their claim and issue an apology, then there is a fight. A space is cleared in the hall for the duel, with the Queen presiding as final arbiter. In this case, the weapons and results are real, though a combatant may yield at any time. Thorgerd doesn't wish anyone killed during a memorial feast and halts a fight before any loss of life or terrible injury.

The Huldra are eager to hear from the characters. As outsiders from foreign lands, they come with stories that the Huldra likely have not heard before. At least one character should stand before the assembly and regale those present with a tale. You can resolve this contest entirely by roleplaying, if you wish. Alternatively, the character telling the story can make a Charisma (Performance) check. The higher the number, the more cheers the storyteller receives from the audience. The storyteller with the highest check at the end of the boasting contest wins. If the player decides to roleplay the storytelling, the player has advantage on the Charisma (Performance) check. The Huldra enjoy all sorts of tales, especially tales of bravery and valor, but they don't enjoy stories in which a dwarf is anything other than a villain or comic relief. Should a character tell a tale that features a dwarf as a hero, that character has disadvantage on the Charisma (Performance) check. An exception to this is if the characters tell the tale of Brogan Bonebasher who retrieved the bodies of his fallen comrades to save them from the ravages of the undead. Though conflicted about seeing a dwarf in a positive light, the Huldra place great value in preserving a fallen comrade's memory and arms, as evidenced by the memorial ceremony for Randgrid Ironeyes. The character who tells this tale has advantage on the Charisma (Performance) check.

To encourage the characters to tell their stories or as a challenge to a character who told a good story, a Huldra shield maiden might stand up to tell a tale of the North. Here are some examples to use or draw upon for inspiration for the Huldras' tales:

- Bragga Ninefingers, one of the first Huldra (and great-great grandmother of the storyteller), once faced and defeated a dozen dwarven reavers naked after the reavers surprised her bathing in a river. She was armed with nothing but a rock and her own braided hair that she wielded like a whip.
- Hagen the Red was a sellsword who once wrestled a griffon into submission then tamed it. Later, he flew his griffon mount to a mountaintop to steal a roc egg, which he cooked for a king to win himself a barony.
- Cilli the Clever once outsmarted a coven of hags in a riddle contest to win from them a magic staff. He then used the staff to steal the magic out of a necromancer's head and returned his dead twin, Hilli, to life.
- Sorcha the Windsinger could hear the music of the fey on the breeze and the songs the flowers sang to the sun. After a hundred heroes had challenged a dragon—in might, skill, and wit—and all had been killed and eaten, she sang a song that made the dragon weep tears that turned to diamonds. The dragon was so overwhelmed by the beauty of her song that it wept itself into an endless slumber. She then walked away with the diamonds as the dragon slept. It is said the first tear that anointed her head made her live four hundred years—just long enough to spend the last of the wealth she earned from the dragon's tears.

A Regal Request

The following day, after the last of the revelers has finally dragged themselves from the floor of the hall, the Queen meets with her diviners to find the answers the characters seek. She also hears reports from others, including scouts that have discovered a group of cultists intent on invading Huldramose and destroying their sapling World Tree. Thorgerd considers it no coincidence that the characters, who carry a relic of their patron goddess, are in Huldramose just as she receives reports of cultists intent on destroying their sacred ward. She believes Lady Sif has brought them together for mutual benefit. She petitions them to join the Huldra in a raid upon the cultist's camp. In exchange, she offers to provide resources and warriors to assist them in their search for the Midnight Temple. For the Huldra, the truest test of a person's mettle is in combat. If the characters and the shield maidens blood their blades together in battle, they build a bond of trust stronger than any words or promises could make.

"My shield maidens, we are grateful for the arrival of these people. They have returned the arms of our fallen sister and joined us in honoring her memory. They have also sought us out for aid, and we can bring ourselves honor by giving them what they seek. They have proven themselves friends. Now let us see if they are allies worthy of the honor of fighting alongside the Huldra.

My good guests, you have asked me for my aid, and I have tasked my diviners with fulfilling it. Now I ask you for yours. My scouts have located enemies nearby. Ragnarok cultists, crazed creatures without honor that look to bring the End Times upon us, have set their eyes on Huldramose. They seek to do great mischief here. We will take the battle to them first so that our people and their livelihoods remain untouched. Will you go into battle with us? It will put me in your debt, and I shall repay that debt immediately upon your return. I will see that you have the resources and the warriors for your journey and your raid upon the Midnight Temple."

Queen Thorgerd explains that the cultists are part of the Cult of Ragnarok, an organization bent on bringing about the end of the world. If the characters press her for more information, such as why doomsday cultists are targeting Huldramose, she hesitates. While Thorgerd wishes the characters' aid, and genuinely wants to help them in return, she does not fully trust them, or any outsiders, in regards to the secret they hide in Huldramose. If a character succeeds on a DC 20 Charisma (Persuasion) check, she reluctantly concedes. This DC is reduced by 1 for each Grace Point the characters have earned. Without further explanation, she bids the characters follow her, an honor guard of Huldra in tow. She takes them to the fenced-off section of marsh near the Queens' Hall, where they see that the Queen's Hall and the nearby Huldra barracks and training areas have been built into a half-circle that shields the stretch of marshland from the marsh outside Huldramose. The Queen leads them a hundred feet inside the marsh and raises her right hand, which bears a silver ring with a single opal. The opal shines for a moment and the empty marshland before the characters shimmers and fades into a massive tree.

A giant tree appears where a small hill once stood in the center of the marsh. It stands at least 200 feet tall and sports a great gnarl of exposed branches at its base. No birds come or go from its inviting branches, and no beast stirs in the marsh by its roots. A wind stirs the leaves of the tree, a few falling and twirling in the breeze. Yet the leaves do not reach the long grass beneath. In the midst of their slow, spiral dance through the air, they simply fade from existence.

"Behold, the Two Queens' Tree. A World Tree sapling. Until recently, no one aside from my sister Queen and our household knew of its existence. It quickly outgrew the garden beside the Hall, forcing us to rebuild the Hall and expand who knew of its existence. The Huldra now protect not only Huldramose but this great secret as well. Irpa and I uphold an illusion over the tree to hide it from prying eyes, but soon it will be too large and powerful to be hidden by even our magic. And hide it we must, to protect it. As a sapling, it is still vulnerable to too many evils in this world. And now these crazed wildfolk, those who lust for Ragnarok, have somehow learned of our tree and think that, by killing or corrupting it, they can hasten the End Times. So long as my sister and I sit upon our thrones, all they will hasten is the time of their own deaths. This is why I need your aid. Protecting the continued life of this tree is just as important as finding and stopping your Blood Wedding. I beseech you: go forth with the Huldra and deal with the invaders, and we will lend you aid in your own quest to the Midnight Temple. I ask only that you say nothing of the World Tree to anyone once you leave this place, until such time as you hear tell of its existence from someone else on your travels. I would have your word on this."

Queen Thorgerd expects a promise from the characters to keep the Two Queens' Tree a secret. Whether or not the characters are told of the existence of the tree, they must reach an agreement with Thorgerd on if they will aid the Huldra against the cultists or not. If they refuse, they lose 2 Grace Points, and the Huldra keep four guards with the characters while the others seek out the cultists' camp.

If the characters agree to the Queen's request, the Huldra organize a force to take against the cultists. A small squad, traveling light, and bolstered by the presence of the characters, is deemed enough to bring the Ragnarok cultists to rout or ruin, preferably the latter. One imposing Huldra insists on taking command of her sister shield maidens. She is Hafridh Ironeyes (LN female trollkin **Huldra shield maiden**, except her Strength is 18 and she carries a magical longsword), blood sister of Randgrid. As one of the appointed guardians of the Two Queens' Tree, she feels it is her duty to personally deal with the threat. She would also like to fight alongside the heroes that fulfilled her sister's final request. If one of the characters matched or beat her record in Crown the Kings during the memorial ceremony tests of skill, she treats the character as an equal and eagerly awaits the chance to battle alongside the character.

Raid on the Ragnarok Cultists

The cultists are indeed here for the World Tree. A few weeks ago, a snow hag coven that belongs to the Cult of Ragnarok snuck into Huldramose after hearing a drunkard's rumor of a magical tree in the city. As masters of illusion, the coven didn't take long to discover that an illusion hid something that reeked of planar magic in the marsh by the Queens' Hall. The hags reasoned that only a World Tree could give off such powerful planar magic and that the rumor they heard must be true. They have

spent the intervening time gathering allies for a larger infiltration of the city. They plan to infiltrate Huldramose to confirm the tree's existence and discern whether there is a way to corrupt it. If they can't corrupt it, they plan to destroy the tree, felling it with axes and then burning it. The coven hopes to see visions of Ragnarok in the flames, as reports say spectators witnessed during the burning of the World Tree in Varshava. They anticipate seeing portents and signs in the flames, things that the hags can interpret for the cult. If successful, they believe this knowledge will allow them to manipulate key events and bring Ragnarok about more quickly. With this mad hope in mind, the group is in high spirits.

The Huldramose scouts provide a map of the local area that shows the cultists' camp on a hill about 35 miles southeast of the city. They report that the hill is easily recognizable by an ancient circle of standing stones atop it. The exact composition of the band is unknown, but the scouts saw at least a dozen fraugashar and a dwarven reaver. The scouts also overheard the cultists speaking of an old woman. They believe if an old woman is with the Ragnarok cultists, she could be a witch or, worse, a hag.

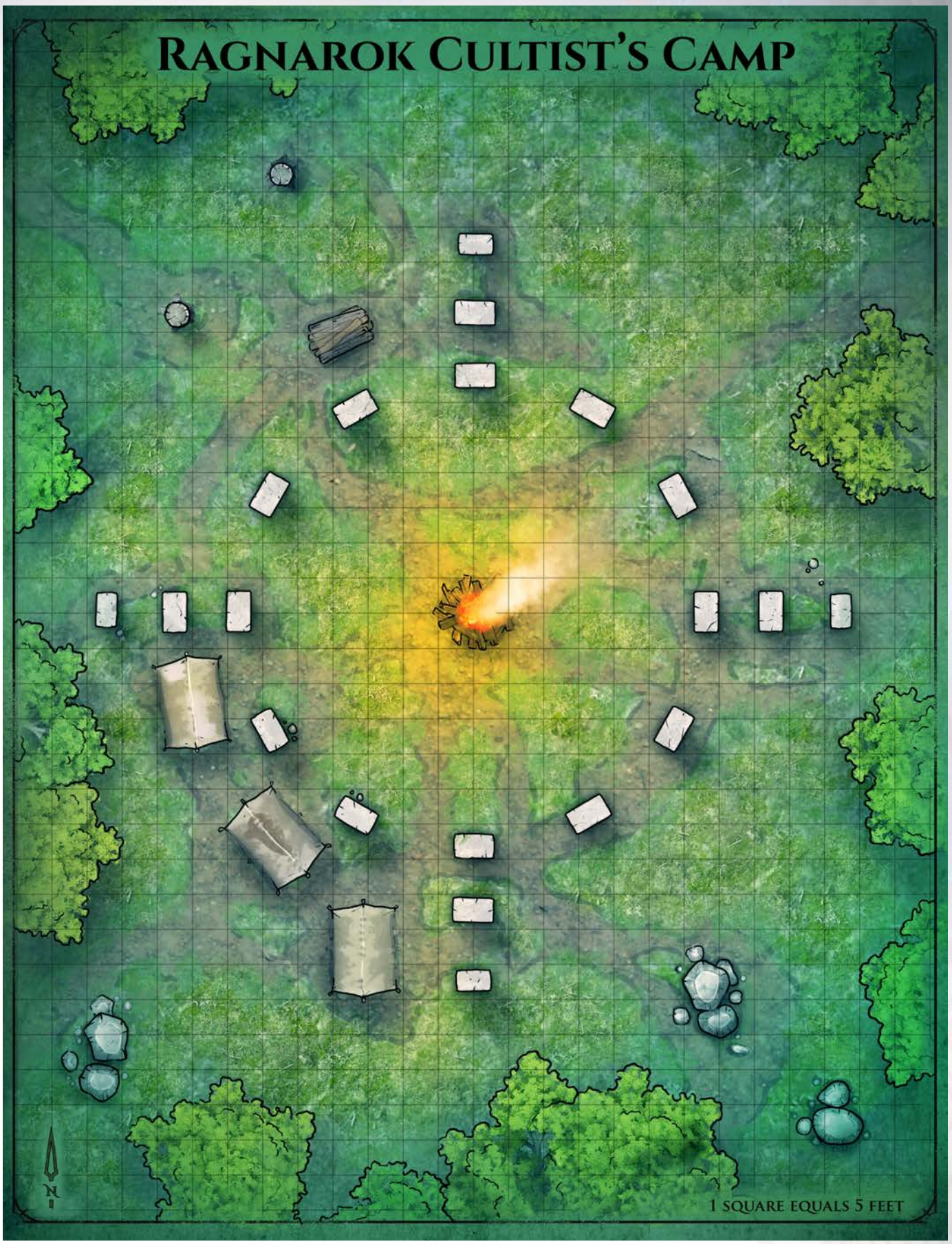
The cultists' camp sits around ancient, weathered stones that stand in a circular pattern in the center of a small hill dotted with ash and maple trees. Smoke rises from a fire in the center of the ring of stones, and the sound of axes chopping wood echoes from the nearby trees.

Hafridh suggests splitting into two groups, with her leading the Huldra around to the north side of the hill. She intends to charge the camp from the north while the characters approach quietly from the south, taking the enemy by surprise or blocking their escape should they try to flee. If the characters have a different approach, Hafridh hears them out, but she must be convinced with a successful DC 20 Charisma (Persuasion) check to go with a plan other than hers.

There are actually twenty **fraugashar** (*Tome of Beasts*, p. 206) on the hill, mostly scattered about and gleefully cutting down trees with their axes or chopping already-felled trees into firewood for the bonfire they hope to build around the World Tree. The campfire in the center of the stones is maintained by a **wolf reaver dwarf** (*Tome of Beasts*, p. 426) who is the only member of the group in need of its warmth. Outside the stone circle and away from the cursed heat of the fire, the leaders of the group, a coven of three **snow hags** (*Creature Codex*, p. 214), plot their strategy for infiltrating Huldramose and gaining access to the guarded marsh by the Queens' Hall.

If the characters follow the plan that Hafridh suggests, the Huldra charge the camp from the north and are engaged by the **fraugashar**. The snow hags, knowing the secret of a new World Tree dies with them, decide to leave rather than risk their plans over a wandering war band. They head south away from the combat with the **wolf reaver dwarf** providing protection. Unaware the characters are in that direction, the snow hags don't disguise themselves. When engaged in combat, the **snow hags** remain together, casting their best offensive spells and employing their Icy Embrace action if enemies get too close. Meanwhile, the wolf reaver dwarf fends off anyone that attempts to engage the hags in melee. Should the battle go too smoothly for the characters, send 2d4 of the **fraugashar** as reinforcements. If the battle is going poorly for the characters, **Hafridh Ironeyes** or one or more of the **Huldra shield maidens** come to their aid. Assume any remaining cultists that the characters do not engage are defeated by the Huldra, who fight zealously to protect the secret of the Two Queens' Tree.

Once the cultists are defeated, the Huldra take the heads of the hags as trophies. They set the heads on stakes outside of Huldramose as a warning to other enemies that might test the might of the Huldra. In and among the


Ragnarok Cultist's Camp
N
1 square equals 5 feet

tents are various supplies, including 100 feet of rope in two 50-foot coils, 10 days of rations, and five flasks of oil. Collectively, the cultists have 14 cp, 242 sp, 40 gp, 3 pp, 2 blue jasper (worth 50 gp each), a scrimshaw sperm whale tooth (worth 250 gp), a *potion of healing*, and a *potion of animal friendship*.

Now that the characters have aided the Huldra and their Queen, they are aided in turn, and earn one final Grace Point for assisting in the defeat of the Ragnarok cultists. Depending on the total Grace Points earned during the feast day, the characters not only have the location of the Midnight Temple, but one or more of the Huldra might come along to assist them. The characters might also earn a special form of transportation, as described in The Journey to Nordheim. Even if the characters earn no Grace Points during the feast and refused this request from the queen, Hafridh Ironeyes grudgingly accompanies them to the Midnight Temple. She feels indebted to them for the return of her sister's armaments, and she wishes to repay that debt as quickly as possible.

The Journey to Nordheim

Queen Thorgerd tells the characters that her diviners have found the location of the Midnight Temple. It is a structure in Nordheim, a ruined city approximately 300 miles northwest of Huldramose. The terrain is rough. Thick forests, rugged hills, and cold, snowy mountains lie between the characters and their destination. However, should the characters earn at least 1 Grace Point during their time among the Huldra, they receive one final gift before their departure. The Huldra are legendary warriors. In fact, when Odin chose the first of his valkyries, they were raised from the ranks of the Huldra. Still sisters-in-arms, the Huldra are some of the few mortals the valkyries will have dealings with, save those whose souls they collect from the battlefield. The priests of Huldramose hold a ceremony to summon the valkyries for a parley, hoping to win their assistance with this mission. The characters must attend as they are part of the bargain. When all is prepared, the ceremony begins.

The priests stand amid a circle of burning braziers. They throw handfuls of pungent herbs onto the braziers, and curling spires of scented smoke whirl skyward to become lost in the gray overcast. The priests pace the circle, chanting as they do. Each bears a wooden bowl of blood, freely given by the Huldra. They dip bundles of rushes into the blood and shake the rushes so that crimson droplets scatter on the grass to either side, before, and behind, as they continue to trod the circle. A low rumble of thunder punctuates their chant, and dark shapes wing their way from the clouds above. A quartet of great, winged, white wolves plummet, silent as hunting owls. Their wings outstretch suddenly to break their dives, and they alight gracefully, surrounding the circle, nostrils flaring at the smell of the fresh blood. Fierce warrior women dismount from the great, winged lupines and gaze solemnly at the assembly.

The priests and the Huldra beseech the valkyries for aid, explaining the dark portents and the sinister intent behind the Blood Wedding. The valkyries appear unmoved. They frown, and one among them asks, *"What is it you wish of us? Our place is not to meddle in the quarrels of the living, only to pick the chosen from the aftermath."*

"Ferry these worthy warriors to their next battle, noble valkyrie," replies one of the priests, a weathered, trollkin woman. *"They must arrive by the new moon, for a chance to grasp victory. Lend them your swiftness, nothing more."*

"And where would we take them, should we say yes?"

"The Midnight Temple in Nordheim," answers the priest.

At this answer, there is silence as the valkyries exchange glances. Eventually, their leader responds.

"We cannot do this," she says. *"It is forbidden."*

At this point, the priests are at a loss and turn to the characters. The characters can enter the negotiations if they wish, asking questions to learn more about the valkyries' hesitation. The valkyries refuse to go into Nordheim or its immediate vicinity, but the valkyries are willing to drop the characters and their allies nearby.

Here are answers to likely questions.

Why will you not take us to Nordheim?
"As I said, it is forbidden."

Who has forbidden this?
"Odin himself, and I am not so foolish as to disobey the All-Father."

Why?
"Odin shuns the dead of Nordheim. Nay, do not ask 'why' again, for I do not know. I can only say that the dead of Nordheim have been judged unworthy. Thus no valkyrie may set foot there."

How close could you take us?
"No further than the river that borders the forest, marking the north end of Wolfheim lands. Beyond those woods lie the entrances to Nordheim."

Will you do this for us?
"*We will do it for the Huldra, shield maidens and shield sisters. We will do it because they vouch for your valor. Do not ask for more.*"

Once the matter is settled, the valkyries depart, agreeing to return at dawn with enough of their sisters to assist in transport of all the characters and the accompanying Huldra, one passenger per winged wolf. The valkyries fly them during the day, landing and leaving them to camp for the night before returning again at dawn for another day's travel. With the valkyries' assistance, it takes the characters just 5 days to reach the edge of the forest surrounding Nordheim. From there, the characters must travel 4 days on foot through the forest to reach the Midnight Temple on the southern edge of the ruined city.

The characters can learn more about the fall of Nordheim (*Midgard Worldbook*, p. 320) by persuading a valkyrie to talk during the flight with a successful DC 15 Charisma (Persuasion) check. Alternatively, one of the characters might recall something with a successful DC 15 Intelligence (History) check. A character from the Northlands has advantage on either check.

- Nordheim was the greatest of the dwarven reaver kingdoms. It was also the first to fall. The cause of the hold's destruction is a mystery. It was not taken by force, nor did it fall to any enemy siege. Some say a darkness came up out of the earth and swallowed them all. Its loss is still a source of shame for many a living dwarf.
- One theory is that the hold was destroyed by Thor's decree. The bloody fervor with which the dwarves of Nordheim pursued slaughter reached a degree that even the warlike thunder god was repulsed, and he took vengeance upon them.
- Several years ago, it was discovered that the nearby forest is teeming with walking dwarven corpses, as if the entire hold's population has become a creeping horde of restless undead. The range of the undead coincides with the underground borders of Nordheim, which stop at the river. This is also the boundary which the valkyries are forbidden to cross. It is said that those who discovered the undead dwarves also found a dwarven temple. Someone had dug down far enough to find and uncover it, for whatever reason.

Should the characters not put themselves in the good graces of the Huldra for whatever reason, they are left to journey to their destination under their own power and over difficult terrain. It takes 15 days on foot to reach the river border of Nordheim as they travel through wetlands, thick forests, rugged hills, and cold, snowy mountains. If the characters travel by foot, the Huldra advise they travel west along the Wolfheim border then north into Nordheim. They advise against traveling directly north as the lands around the ruins of Issedon are ruled by liches, ghosts, and servants of Boreas, and the mountains between Nordheim and Issedon are home to ice giants.

How the characters travel should not interfere with their ability to reach the temple in time to stop the Blood Wedding. As described in the Timeline of the Blood Marriage sidebar on page 122, the characters arrive at the Midnight Temple on the night the Blood Wedding is taking place, whether they have to travel overland to reach it or are carried there by the valkyries. The difference between the two methods of traveling is that, without the valkyries, the characters risk more random encounters and may expend more resources reaching their destination.

GRACE POINT ACTIONS

Trained to fight as one unit, the Huldra don't act as individuals in combat, instead waiting for the characters to tactically direct their fighting force. The Grace Points the characters earned in the previous sections can be used to represent the aid their Huldra allies bring them in combat from now until they cleanse the Midnight Temple. The characters, as a group, can spend Grace Points, up to a maximum of 5, on initiative count 20 (losing initiative ties, except to lair actions), choosing from the options below. The characters use the Grace Points as a group, not as individuals. They can use as many options as they have the points to use, but each option can be chosen only once each turn. The characters regain spent Grace Points on initiative count 20 of the following round. In essence, the Grace Points act like a group-based Lair Action for the characters.

Damage (1 point). The Huldra hurl javelins at a point at least one of the characters can see within 60 feet. Each creature within 5 feet of that point must make a DC 15 Dexterity saving throw, taking 7 (2d6) piercing damage on a failed save, or half as much damage on a successful one. The damage increases by 3 (1d6) for each Grace Point spent beyond the first.

Harry (1 point). The Huldra harry and threaten two enemy creatures at least one of the characters can see. Each creature must succeed on a DC 15 Charisma saving throw or have disadvantage on its first attack roll this turn. The Huldra can harry two additional enemy creatures for each Grace Point spent beyond the first.

Rescue (1 point; Recharge 5–6). The Huldra leap into the action and rescue a character that has been reduced to 0 hit points. They pull the character up to 30 feet away from danger, avoiding opportunity attacks from enemies. The character regains 1 hit point for each Grace Point spent.

Support (2 points; Recharge 5–6). The Huldra yell a battle cry, emboldening the characters. Each character has advantage on its first attack roll this turn.

ENCOUNTERS EN ROUTE TO NORDHEIM

The lands the characters must cross to reach the Midnight Temple are harsh and have been soaked in blood by the savage traditions of the dwarven reavers. Battlefields both old and new are scattered in the path of their travel, and these areas attract and are home to many creatures of the Northlands. There is a cumulative 5 percent chance each day the characters are traveling by land to Nordheim that they come across some of these deadly creatures. Use the Random Encounters on the Huldramose-Wolfheim Border table to determine the dangers the characters face. Note that the assistance of the shield maidens should not affect combat experience rewards for the characters. The presence of Hafridh and any other shield maidens is a reward and a resource, which should not penalize the characters.

Random Encounters on the Huldramose-Wolfheim Border

d10	Encounter
1	1 **frostveil** (*Tome of Beasts*, p. 207)
2	1 **ice maiden** (*Tome of Beasts*, p. 254)
3	Pack of 8 **worgs** led by 1 **fang of the great wolf** (*Creature Codex*, p. 384)
4	1 adult **rime worm** (*Tome of Beasts*, p. 327)
5	2 **spawn of Chernobog** (*Creature Codex*, p. 347)
6	1 **tveirherjar** (*Creature Codex*, p. 359)
7	1 **ursa polaris** (*Creature Codex*, p. 364)
8	1 **vines of Nemthyr** (*Creature Codex*, p. 371)
9	5 **wolf reaver dwarves** (*Tome of Beasts*, p. 426)
10	1 **wolf spirit swarm** (*Tome of Beasts*, p. 377)

GHOUL PATROL

During the last night of rest before the characters arrive at the river on the southern border of Nordheim's forest, they encounter a patrol of ghouls. The long-range patrol discovers the camp just as the characters are settling in for the night. The two **imperial ghouls** (*Tome of Beasts*, p. 220) are mounted on **ghoulsteeds** (*Creature Codex*, p. 177) and carry lances in addition to their crossbows. Recent additions to Goran Malik's (see The Midnight Temple) entourage, they are eager to earn prestige with the high priest. To this end, they have volunteered to patrol the nearby lands, keeping watch for potential enemies or escorting arriving guests as needed. The idea of finding extra carrion for the wedding feast is also an appealing possibility, and they are eager to discover those that aren't on the Blood Wedding's guest list. With their noisy mounts and creaking armor, a stealthy approach is not an option for the patrol. Any character on watch is certain to note the patrol's approach.

The **imperial ghouls** stop their approach on the edge of the characters' camp and let the characters make the first move. They do not wish to lose the good graces of their new master by attacking guests destined for his wedding. Should the characters make an offensive move, the ghouls gleefully charge into the fray, using lances first, then dropping those in favor of fighting tooth and claw as the fight progresses. If the characters greet the ghouls or act in an otherwise non-hostile manner, the disappointed ghouls respond in kind. The leader, Adra Rotclaw (LE female **imperial ghoul**), addresses them, saying:

"Good evening, travelers. What brings you out into this forsaken wilderness so far from the comforts of civilization?"

If the characters mention the Blood Wedding, Adra asks to see their invitation. If presented, she takes a moment to peruse it. Its authenticity is proven more by its macabre parchment than the writing upon it, but she takes pleasure

in her authority and prolongs the acceptance. Returning the invitation, she dismounts and bows before the party.

"Welcome, then, good guests. My master will be pleased by your arrival. If you wish, my patrol can provide you escort to the temple."

The ghouls are simply attempting to curry favor with their betters (Goran and his allies) and see the characters as a means to that end. Should the characters demur, Adra attempts to counter their protests. For example, if they say they had just set up camp to rest for the night, she offers to have her ghouls stand guard until morning and escort them when they awake. If they say they are capable of making their way to the temple without taking the ghouls away from their duties, she says that escorting guests is one of their duties and no distraction at all. She is insistent, to the point of rudeness, that her group escort the characters. A successful DC 12 Wisdom (Insight) check recognizes that Adra's stubborn insistence is due to her trying to fulfill what she sees as an important duty. A character with a background in the militia, military, or other ranked armed forces has advantage on this check. A successful DC 15 Charisma (Persuasion) check convinces Adra that the characters will give a positive report of her aid to her superiors if she leaves them be, while a successful DC 15 Charisma (Intimidation) check threatens to give a negative report of her patrol to her superiors if she doesn't leave them be. If successful, Adra either thanks the characters or apologizes for her behavior and leaves them to their own devices. On a failed check, she becomes suspicious and demands they follow her and her ghouls to the temple immediately. If the characters refuse, the ghouls attack.

If the characters take the ghouls up on the offer and let the patrol keep watch until morning, their circumstances determine the outcome. If the valkyries are providing them transport, combat ensues as soon as the valkyries arrive to fetch the characters for the last half-day of travel and discover the ghouls. The valkyries quickly dispatch the undead, believing the characters and Huldra were being held captive. If the characters are traveling overland without the valkyries, Hafridh quietly suggests following the ghouls until they reach the river, then taking the patrol by surprise, as it will mean less opponents to fight at the temple.

However they travel, the characters eventually reach the river that marks the boundary between Nordheim and neighboring Wolfheim. The slow-moving river is easily forded not far from where the characters first find it, allowing them to continue across the boundary and into the cursed realm of Nordheim.

Traversing the Cursed Multitude

During his quest to seek out the perfect cult sanctuary for the Night Cauldron, Kenas Sipkiln unknowingly released a terrible plague upon the land. Beneath the earth in the old dwarven hold of Nordheim, Kenas discovered the fate of its people. They died, true, but not a one crossed over to Valhalla. Indeed, not a single soul left this plane for any heaven, the Eleven Hells, or anywhere in between. Every dwarf of Nordheim is trapped within the withered shell of its mortal body. The dark powers invested in Kenas by Chernobog protected him from the undead dwarves and actually allowed him to command those nearest him. He used them as a tireless work force to excavate the area and uncover the ruined temple of Sif. Heedless of their tormented moaning, Kenas worked them until the entire structure was exposed to the air, allowing him to rebuild it into a worthy temple of the Lord of the Night. As those he commanded worked, the others wandered out and away. Kenas ignored them—undead roaming the woods would be an excellent defense against accidental discovery of his prize. After his work was complete, Kenas commanded the undead dwarves to seal the entrances to Nordheim in the pit around the excavated temple, then he released the ones in his thrall to wander off with the rest.

Now nearly all the slain citizens of Nordheim infest the woods above their old home, hemmed in by the running water of the river that forms the border between Wolfheim and the lands once claimed by Nordheim. The woods are a nightmare vista, full of wandering dead dwarves. Their remains are withered, their eyes hollow, yet they somehow manage to stare. Thousands of walking corpses walk the land between the river and the ruins of Nordheim which house the Midnight Temple.

When the dead were released, some remnant of evil lurking in Nordheim was released as well. Most likely related to what killed the dwarven hold, a dark curse follows the dwarven corpses as they wander the woods, and it preys upon the minds and souls of those who dare traverse the area.

The Midnight Temple sits along the southern edge of the ruined city of Nordheim. From the river, the trip is just under 100 miles through the undead-filled forest. Each day the characters are in the forest, they encounter the lost citizens of Nordheim, represented by three stages of contact. How the four days of travel between the river and the temple play out depends on how the characters interact with the dead citizens.

STAGE 1: INITIAL CONTACT

Even before the characters come in contact with the wandering dead dwarves, the woods are disturbing. No birds sing. No small animals are seen or heard among the boughs or in the sparse undergrowth beneath the trees. The animals fled as soon as the corpses invaded their home, and they never returned. The sigh of wind in the branches, the whisper of rustling leaves, and the creaking of branches are the only sounds in the forest not made by the dead.

Not long after the characters' first day in the forest, they encounter the dead dwarves. There are too many to avoid, and the dwarves gravitate to living souls, somehow drawn to them. The dwarves approach slowly and from all sides. Pale, wasted shapes, still garbed in the ragged remnants of the clothes in which they died, the dwarves shuffle about the woods. Their hair and beards are knotted, littered with leaves and brambles. Some still carry things clutched in their withered, claw-like hands—tools, mugs, weapons, even toys—as if they have simply forgotten to let them go. The wandering dead do not speak, though occasionally one might let out a thin, sorrowful moan. These sounds increase when they are in sight of the living, as if the mere presence of mortals discomforts them. When they become aware of the characters, their heads swivel to orient their empty sockets upon the intruders. Then they begin to move in the direction of the characters. If the characters move away, the dead dwarves increase their speed to keep pace. Fleeing only works for so long, as they run into other groups of the dead. Eventually there is nowhere else to flee as the immediate area is overrun with the unquiet dead.

If the characters decide to take no action at all against the dwarven corpses, the dwarves approach within arm's reach of the characters and stop, only moving if the characters do. The dwarves stand with their limbs stiff and taut, heads thrust forward, and they release more frequent, sorrowful moans. Yet they do not attack.

If Adra Rotclaw is with the characters, she advises them not to attack the dwarves as that will only stir up the otherwise calm undead. Adra isn't able to provide any information on the dwarves other than to avoid hostility toward them. She is clearly uncomfortable with the presence of the dwarves who are uniquely cursed in their undeath. Her patrol hasn't had to deal with them much due to the dwarves not taking interest in other undead, but she has heard that the dwarves can easily become a danger if riled. If the characters ignore her advice and attack the dwarves, her patrol flees, leaving the characters to their fate.

If the characters choose to meet the first group in combat, the dead dwarves respond to violence with violence. Their moans rise to eager, hungry growls, howls, and hoots as they clamber over each other to close in on the characters. The dwarven corpses come together to form a **cursed multitude** (see page 279).

The characters can soothe a cursed multitude by succeeding on a DC 15 Charisma (Performance) check while singing or playing an instrument. A creature singing a song in Dwarven has advantage on the check. Though undead, the cursed multitude is also susceptible to magical spells and effects that calm agitated creatures, such as *calm*

emotions, and can be soothed with such magic. If soothed, a cursed multitude separates back into dozens of moaning and shuffling undead dwarves.

Destroying the cursed multitude clears the immediate vicinity of walking corpses, but there are many more to be encountered in the woods. The characters may soon realize that brute force won't get them out of this.

A successful DC 15 Wisdom (Perception) check when the undead dwarves are nearby notices a faint glow coming from the *Holy Robes of Sister Adelind*. If the locket is held in front of the dwarves, their moaning takes on an almost sing-song tone, and they begin to meld into a disturbing harmony. Mesmerized by the relic, the dwarves follow the wearer, crowding each other but staying just outside of arms-length of the wearer. At night while the dwarves are nearby, the relic sheds bright light in a 10-foot radius and dim light for an additional 10 feet. Clever characters can use the dwarves' fascination with the relic as a distraction while they gather supplies, set up or break camp, scout the surrounding area, or sleep in rotating shifts. If Adra Rotclaw is with the characters, she immediately becomes suspicious of the characters when she sees the relic. She doesn't recognize it, but she knows that the item is holy and that a creature bearing such a thing would never have been invited to the Blood Wedding. She attacks the character holding the relic as soon as she feels she has the upper hand.

STAGE 2: THE UNENDING MULTITUDE

As the characters make their way to the Midnight Temple, their journey attracts hundreds, perhaps even thousands, of the walking dwarven corpses, which follow in their wake. By the third day, the dwarves fill almost all avenues, often forcing the characters to rub shoulders with the implacable dead as they try to progress towards their goal. The crush of undead bodies and the cacophony of their moans wears at the will. At the start of the third day, the characters must succeed on a DC 15 Charisma saving throw or suffer from 1 short-term madness. If the *Holy Robes of Sister Adelind* is exposed and glowing, the characters have advantage on this saving throw as the presence of the *Holy Robes* keeps the dwarves moaning in a bit of a harmony. If at least half the characters succeed on the saving throw, the Huldra succeed as well. If not, the characters have 1 less Grace Point in any combat before their next long rest as the Huldra recover from the madness. This saving throw can be disrupted by engaging in violence against the dwarven corpses, which causes another **cursed multitude** to form and attack. However, after the violence has passed, the corpses eventually reside into this maddening moan, requiring the characters to make the saving throw at the end of the third day. If the characters decide the dwarven corpses are less dangerous violent than passive, they can choose to fight three **cursed multitudes** during this stage of the journey and avoid the saving throw entirely. If a character fails the saving throw by 5 or more, the character recovers 1 less spent Hit Die after resting that day.

Less concerning, but still disturbing, is that some of the dwarven corpses begin to act differently by the third day. While most still just close in to watch the characters pass and follow along at a steady pace, others begin to reach out to the characters, fingers brushing or lightly plucking at their clothing as they pass.

STAGE 3: LOST SOULS DEMANDING REMEMBRANCE

The seemingly interminable march continues, as the walking corpses accompany the characters towards the edge of the forest around the ruins of Nordheim. As the group travels, the corpses seem to become more animate, as if being close to the characters is reminding them of what it is to be alive.

On the fourth and final day, the actions of the corpses become even more disturbing. They attempt to engage in contact. One might reach out to take a character's hand as they pass. Perhaps even holding the hand as it walks with the character. Another might reach out and place a hand on a character's shoulder, almost a gesture of camaraderie if not for the fact that it is coming from the dead. Pulling away or withdrawing from this contact does not disturb the corpses, but neither does it deter them from continuing such disturbing behavior. Not long after this change, they begin to speak.

It starts slowly. The constant moaning shifts in pitch. Something sounds like a word, perhaps a name. A moan turns into a mumble, a snatch of something in Dwarfish croaking out of a long-dry throat. Then, around midday, the corpse of a broad-shouldered dwarf, withered, worn, and still clutching a rusted, crumbling axe plants itself in the path of the characters as they approach. A dusty, subdued voice comes from its cracked dry lips.

"I was Kraki, a proud warrior of the Firefist Clan. A dozen trolls have fallen under my axe. Six rings bestowed for my service..."

Then another hurries close behind and starts in.

"Helga was my name. A silversmith. My wares were sold as far away as the Mharoti Empire. Seven children I bore, sons three, and daughters four... ."

Soon the voices come from all around, a constant recital of names, professions, deeds both amazing and mundane. Never stopping, speaking slow and steady, each word hitting the mind like a hammer to iron on an anvil.

"Sigmar, a cook. My venison stew was the favorite of the captain of the watch..."

"Mother named me Ingmar. My uncle made me a fine pair of boots for my last birthday, when I turned twelve..."

"Eitrin and I labored for days on a breastplate for the king. I wanted to chase it in gold, but he said 'Hreidmar, my love, it should be set with rubies.' We argued over this for..."

"After I stole the jewels, I hid them behind a loose stone in the wall. I wanted to pull them out and look at them, admire them, but I was too afraid someone would see. See, and say 'Floki, he is a thief!'"

The mundane. The magical. The ordinary. The extraordinary. It becomes a torrent of tales, a flood of lives, and the voices are insistent. They want to be remembered. They must be remembered. If the characters initiate combat in an attempt to silence the voices, the unquiet dead continue their litany, even as they form another cursed multitude and attack. As night falls with the character surrounded by the constant litany, each character must succeed on a DC 15 Charisma saving throw or suffer 1 long-term madness. If the *Holy Robes of Sister Adelind* is exposed and glowing, the characters have advantage on this saving throw as the presence of the *Holy Robes* keeps the litany at quiet, almost prayer-like levels. If at least half the characters succeed on the saving throw, the Huldra succeed as well. If not, the characters have 1 less Grace Point when facing the enemies in the Midnight Temple as the Huldra recover from the madness. If a character fails the saving throw by 5 or more, the character instead suffers 1 indefinite madness.

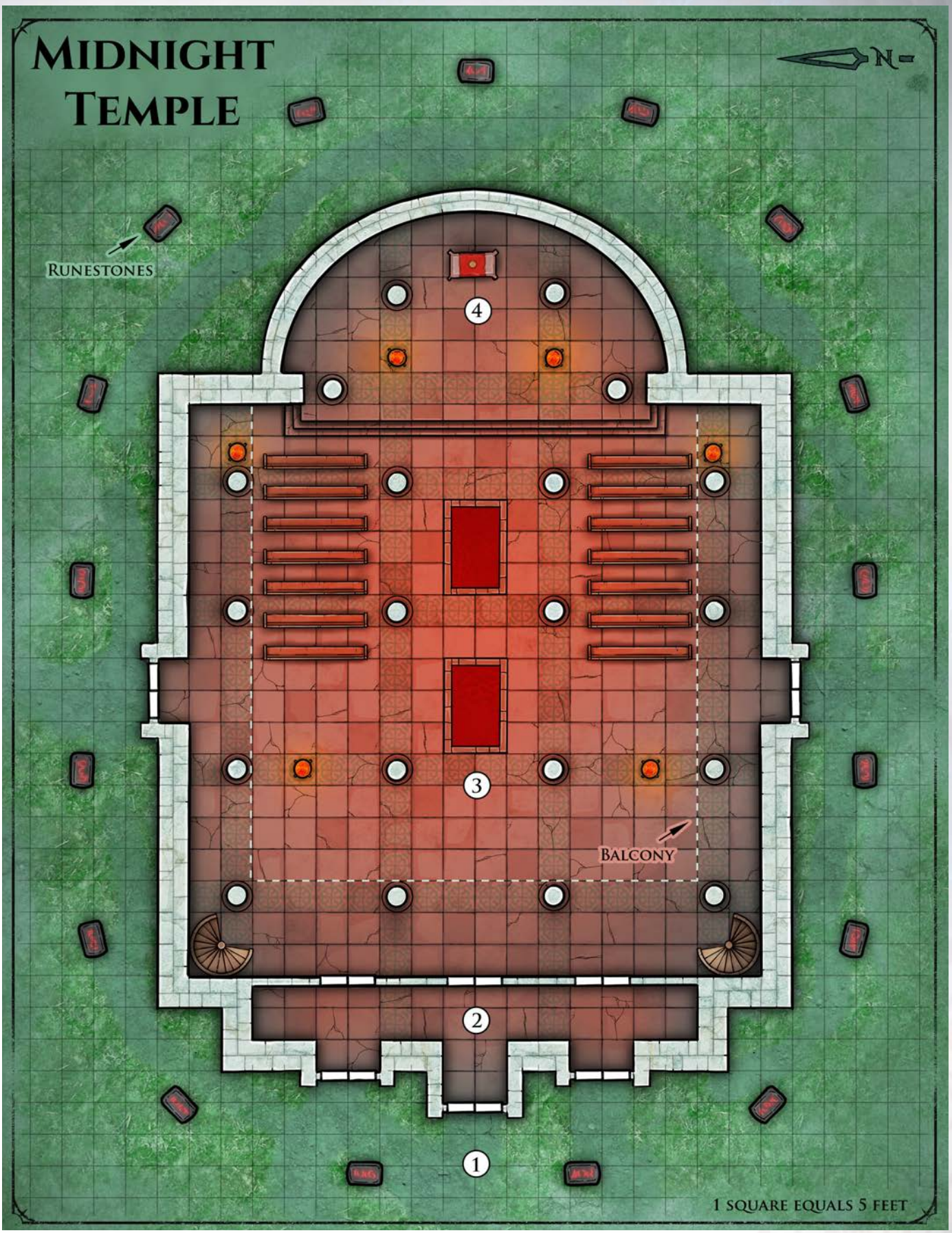
At the edge of the forest around the ruins of Nordheim, the characters finally leave their undead retinue behind. The dwarven corpses don't venture within 2 miles of the ruins and never out of the trees into the open sky. They stand massed at the edge of their range, thousands of dead, empty eyes staring with a sense of yearning at the departing characters. Allow the characters an undisturbed short rest, if necessary, before continuing on to the ruins. As the characters leave the last of the fading tree line, they see a great hole has been gouged into the earth, and a cunningly-crafted temple of dark wood sits at the bottom of the crater, its lines and peaks barely visible in the starlight on this moonless night.

The Midnight Temple

Beyond the woods where the dead dwarves of Nordheim roam, a great pit has been dug into the ground, unearthing an old, dwarven temple. The temple has been painstakingly restored: the holes in its shingled roofs and peaks were covered, rotted wood was replaced with dark beams hewed from ancient trees, and the doors were rehung with well-oiled, black iron hinges. Yet the spire that once bore the arrows of Sif now sports an ebony bear's paw, its long, black claws polished and gleaming. This dwarven edifice is now the Midnight Temple, a dark sanctuary to Chernobog. The sorrow, shame, and despair associated with this place was like a beacon, calling to the chosen of the Lord of the Night.

The High Priest. Kenas Sipkiln was the one that answered the call. A recent recruit to the Night Cauldron, he has risen far and fast in a short time, becoming one of the most ardent and effective members of the cult. He is proud to have confronted the cursed dead dwarves that shambled aimlessly through the darkened tunnels of their forsaken home. Rather than tearing him asunder, they followed him and followed his commands. He made them dig until the temple was exposed to the night sky, then released them to wander the land while he ardently repaired the building and consecrated it to the Lord of the Night. Kenas dreams of the Midnight Temple being a gathering place for the Night Cauldron, the most faithful of Chernobog's followers, and a safe, secret sanctuary where the cult can perform its work. It is his greatest service to Chernobog, and he has been rewarded for his efforts, receiving the dark god's blessing. Kenas Sipkiln is a rising, dark star. This ascension may eventually halt and his power decline, but for now his ambition burns bright enough that he has Chernobog's favor. This makes him powerful, and, in his dark sanctum, he is even more dangerous, especially to those who dare to challenge him and disrupt his ambitions.

The Blood Wedding. Kenas and his Midnight Temple have been chosen to serve as the place where a formal alliance between the Night Cauldron, the Red Sisters of Marena, and the Creed of All Flesh will be finalized. Kenas intends to perform a wedding ceremony, binding, by proxy, Marena and Vardesain in an unholy matrimony that will increase their power in this world and the world beyond. He hopes that, in gratitude, they lend a portion of that power to the Night Cauldron for the purpose of its greatest goal, the one which serves all three gods and their servants: casting the land into eternal night. Once one of many gnomes who lived in perpetual fear of Baba Yaga, Kenas is now beyond fear. Now he truly knows what power means. He can feel the eye and hand of Chernobog upon


Midnight Temple
N
Runestones
4
3
Balcony
2
1
1 square equals 5 feet

him. He can see the respect in the eyes of those he is about to marry and in the many guests and witnesses that have come to fill the ebony pews of his church. Soon, under the darkness of a moonless night, he will ascend further in power, a trusted servant to his god and stern master of those that will inevitably be placed under his command.

The Bride and Groom. Goran Malik, darakhul proxy for the groom, Vardesain, and Chessa Iancu, vampire proxy for the bride, Marena, are also within the temple. Both are clergy of their respected gods, ardent faithful willing to bind themselves to strangers for the greater glory of their deities. Both are political animals and know full well that the success of the Blood Wedding will accrue them prestige within their respective cults.

The Midnight Hour. Once the characters arrive at the Midnight Temple, they have 2 hours to stop the wedding. If they are unable to stop the wedding, Goran and Chessa head south in a black carriage, intending to hire a ship back to Krakovar. It takes 24 hours for the divine blessing of the gods to manifest in their proxies and spread across Midgard. If the characters catch and slay Goran and Chessa before these 24 hours complete, they can stop the divine blessing from spreading. If the characters fail to catch and slay the newlyweds before the 24 hours are up, all ghouls and vampires across Midgard feel a sudden surge of power as they are blessed by the divine union. Before long, the undead invade and overrun the living nations on the surface of Midgard.

In either event, if the wedding completes and the bride and groom escape the Midnight Temple, the Night Cauldron's power in the Northlands increases, and Chernobog's presence manifests itself more often in his followers and his spawn, whether or not Kenas is slain or the bride and groom are later slain.

AREA 1. THE EXTERIOR

The Midnight Temple is a structure of oak and ash wood, built upon a stone foundation in the stave style. Its peaked roofs and pointed spires are layered in thick shingles, like a dragon's scales. Two pairs of thick, double doors of age-blackened oak allow entry into the antechamber from the west side of the building. Both the north and south walls have another pair of double doors that allow entry into the knave from those directions. A path of packed earth winds its way down into the broad, shallow bowl of earth that has been dug up to expose the once subterranean building. All entrances from there into the still-underground areas of Nordheim have been buried.

THE RUNESTONES

Kenas and his cohorts have erected a number of standing stones in the ground, ringing the temple. Each of these stones has rough, spiky runes carved into its surface. These runes create a web of power that runs both around and through the ground, surrounding and suffusing the building with magic. While these seventeen stones stand, the building and its occupants are immune to any divination magic of 3rd level or lower and have advantage on any saving throws against divination magic of 4th level or higher.

The runestones also bolster Chernobog's dark blessing on the temple. While the stones are in place, celestials can't enter the temple. They also can't charm, frighten, or possess creatures within it. In addition, all undead in Areas 3 and 4 have resistance to radiant damage. A successful DC 15 Intelligence (Arcana or Religion) check after studying the runestones for 1 minute determines the properties of the stones.

If at least three of the stones are broken or unearthed or their magic is disrupted or dispelled, the undead in Areas 3 and 4 are no longer resistant to radiant damage. If at least nine of the runestones are broken or unearthed or their magic is disrupted or dispelled, Chernobog's blessing is broken and all benefits granted by the runestones, except for the protection from divination magic, end. If the runestones are not broken but simply displaced, then replacing them restores their effects. A successful DC 18 Strength (Athletics) check pushes over a stone, disrupting its magic. A *dispel magic* (DC 16) ends the magic of a single stone. The stones have AC 17, 18 hp, vulnerability to thunder damage, and immunity to lightning, poison, and psychic damage.

Kenas Sipkiln is magically linked to the runestones, but he doesn't notice a change in their power unless nine or more of them have been disrupted. If this happens, Kenas instructs two **ghouls**, two **cult fanatics**, and two **dwarven berserkers** to exit Area 3 and investigate the disturbance.

ENTRY POINTS

All the doors into the Midnight Temple are locked. The main entrances to the Midnight Temple are three double doors on the west side of building, which lead into Area 2. A single set of double doors sits on the temple's north side, while another set sits on the south, both enter into Area 3. A character can pick any of the locks in the temple with a successful DC 15 Dexterity check using thieves' tools. The doors themselves are heavy, reinforced oak and have AC 16, 27 hp, and immunity to poison and psychic damage.

There are small windows on the upper reaches of the walls that can be reached only by flying or by climbing,

requiring a successful DC 20 Strength (Athletics) check. The windows don't open and are fitted with heavy, leaded glass. They can be broken (AC 13; 3 hp; vulnerability to thunder damage; immunity to poison and psychic damage). Small or smaller creatures can easily enter through the broken windows, while Medium or larger creatures have to squeeze. The windows provide access to the balcony in Area 3.

DOOR GUARDIANS

Though the principal parties of the Blood Wedding are powerful entities in their own right, the guests themselves fearsome, and the temple remote and protected against divination magic, precautions against intrusion are still being taken. Kenas, Chessa, and Goran brook no interference in the ceremony. There are twelve derro **dark clergy** (use the statistics of a **cultist**, except the dark clergy has darkvision with a radius of 60 feet, and, while in sunlight, it has disadvantage on attack rolls and on Wisdom [Perception] checks that rely on sight) spread around the south, east, and north sides of the of the building, patrolling the area in groups of four. Deemed too unstable or disruptive to participate in the ceremony, Kenas tasked them with guarding the entryways. If Adra Rotclaw and her patrol escaped, their **ghoulsteeds** are tied to trees on the southern side of the temple. The derro are overseen by a **blood mage** (*Creature Codex*, p. 397), a human trying to curry favor with Chessa and her superiors, and a **darakhul shadowmancer** (*Creature Codex*, p. 173), who upset Goran on the trip to the temple and whose punishment is to wait outside with the derro. Most are bored and welcome a fight with gate-crashers, readily attacking anyone that attempts entry into the Midnight Temple without an invitation. The fanatical derro fight to the death. The blood mage and the shadowmancer protect the doors on the western side of the temple and attempt to flee the battle if one or both are reduced to half their hit points or fewer. The blood mage has been charged with a key to the front doors and uses it to admit himself and the shadowmancer into the safety of Area 2, attempting to relock the door behind them before the characters get in.

If the characters attempt to bluff their way in using the invitation found in Reaver's Cave, they must make a Charisma (Deception) check opposed by Wisdom (Insight) checks from the blood mage and the shadowmancer. The characters have advantage on the check if they manage to look the part and provide a good cover story. The blood mage and the shadowmancer have advantage on their rolls if the characters leave glaring clues as to their true nature. If the characters allow even a glimpse of the *Holy Robes of Sister Adelind* to either of the guards, their cover is blown and the gate guards attack. Likewise, if any of the imperial ghouls from Adra Rotclaw's patrol escaped, they have warned the guards about the characters and provided the guards with a description. Unless the characters make an effort to disguise themselves in some fashion, they have no chance to fool the guards under such circumstances.

If the characters are invited into the temple or they sneak past the exterior guards into the temple, the guards outside the temple can't hear the sounds of combat inside it and don't come to the aid of those within the temple.

AREA 2. THE ANTECHAMBER

This wide hall has a high, vaulted ceiling. Three double doors of blackened oak block entry further into the temple. The walls between the doors are carved with bas reliefs of grim warriors. The hands that clutch their battleaxes resemble bear claws, and twisted antlers crown their helmets. Alcoves to either side of the hall are stacked with dead humanoid bodies, stripped of any clothing or gear. The sharp, coppery scent of blood hangs in the air.

The corpses stacked at the ends of the hall are slated as food for the coming wedding feast. The interior doors are locked and lead to Area 3. Both the blood mage outside

and Kenas Sipkiln carry keys for them. This chamber is soundproof to prevent disturbances to the ceremony in Area 3. If the blood mage and shadowmancer fled the characters, they make their final stands against the characters here. If Adra Rotclaw or any of her patrol escaped the characters, they are here, ready to die defending the ceremony.

AREA 3. THE NAVE

This room is lit with dim, red light from the glowing coals that fill iron braziers and from two fire pits in the center of the floor. The air is thick with the scent of smoke and fresh blood. This large, open area has a high, vaulted ceiling supported by beams and arches carved of darkened wood. Thick, wooden pillars rise to support the arched ceiling. The walls and pillars bear elaborate carvings of fiends, horned bears, chains, and flames. To either side of the entryway, spiral staircases of carved wood lead to a balcony that encircles the chamber. Several rows of high-backed pews face the raised sanctuary at the back of the temple.

This area and the sanctuary (Area 4) are blessed by Chernobog (see The Runestones in Area 1).

The assembled guests and witnesses to the Blood Wedding are gathered here, seated on the pews and watching the ongoing ceremony. Across the room in the sanctuary, a darakhul and a vampire stand together before a stern-faced gnome in front of a massive altar carved of black basalt. The assembled guests all turn to observe any creature making its way through any of the doors unless it enters stealthily. The three principals of the wedding ceremony command those assembled to kill any intruders and add the bodies to those waiting to be consumed at the wedding feast.

Assembled in the nave are a total of four **ghouls**, four **dwarven berserkers**, six **cult fanatics**, and two **vampire thralls** (*Creature Codex*, p. 368). The guests fight fanatically against the characters and the Huldra, laying their lives down for their respective cults and leaders. While their followers hold off the intruders, Kenas and the undead couple continue with the ceremony. They hope to complete it while the guests engage the intruders, then join in the slaughter once the Blood Marriage is concluded.

The Holy Robes of Sister Adelind. In Areas 3 and 4, the *Holy Robes of Sister Adelind* sheds bright light in a 10-foot radius and dim light for an additional 10 feet. The non-undead wedding attendants in the temple have been marked by their association with the ceremony and by the coalescing power of three dark gods. Treat such attendants as undead when determining if they are affected by the *Holy Robes'* Radiant Burst feature.

AREA 4. THE SANCTUARY

Three long, shallow steps lead up to this half-domed section at the rear of the church. Four pillars support the ceiling above, and two large, black iron braziers piled with coals give off a hellish, red glow. The woodwork in the back of the sanctuary resembles a twisted mass of thorny branches, in the center of which is a flat plaque carved with the image of a bear's claw. An altar carved of black basalt looms below the plaque. The top of the altar is reddened with the lifeblood of an unfortunate victim, sacrificed and dismembered as part of the ritual taking place.

Here, at the black heart of it all, is the Blood Wedding, the cursed event the characters have traveled so far to stop.

Standing before the altar, in the midst of a handfasting, are Goran Malik, (NE male human **darakhul shadowmancer** [*Creature Codex*, p. 173]) a priest of Vardesain, and Chessa Iancu (NE female **vampire spawn**), a Red Sister of Marena. Officiating the ceremony is **Kenas Sipkiln** (NE male gnome), high priest of the Midnight Temple and Favored of Chernobog.

Once the characters engage in combat with the wedding attendants, Kenas halts the ceremony long enough to cast

blade barrier, creating a ring of whirling blades around himself and the betrothed undead. If the characters get past the spell or the bride and groom attempt to exit the ring, he stops concentrating on the spell and joins forces with the vampire and the darakhul to eliminate this threat. Alternatively, if the characters dispatch over half of the enemies in Area 3 without much effort, Kenas stops concentrating on the *blade barrier*, and the three join the fray to help the remaining wedding attendants defeat the intruders. He is angered at the intrusion, and he takes the time to snarl at the characters:

"How dare you! This is the house of the Lord of the Night, and I am its keeper! You will suffer for your affront! I shall offer you up as the main course for the wedding feast and see you eaten alive!"

Goran and Chessa to give toothy smiles of agreement.

Should either Chessa or Goran fall, the other attempts to flee, safe in the thought that they can blame the failure of the Blood Wedding squarely on the other faction. This is a marriage of circumstance, after all, and not of love. Kenas meanwhile fights to the death, preferring to meet his god's judgment than to live with failure and lose the power and protection he so craves and needs.

KENAS SIPKILN, HIGH PRIEST OF CHERNOBOG

Small humanoid (gnome), neutral evil

ARMOR CLASS 14 (studded leather)

HIT POINTS 76 (17d6 + 17)

SPEED 25 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	15 (+2)	12 (+1)	14 (+2)	17 (+3)	14 (+2)

SAVING THROWS Int +5, Wis +6

SKILLS Intimidate +5, Perception +6, Religion +5

DAMAGE VULNERABILITIES fire

DAMAGE IMMUNITIES cold

SENSES darkvision 60 ft., passive Perception 16

LANGUAGES Common, Gnomish, Infernal

CHALLENGE 7 (2,900 XP)

Favored of Chernobog. Kenas is immune to cold damage and vulnerable to fire damage.

Legendary Resistance (3/Day). If Kenas fails a saving throw, he can choose to succeed instead.

Spellcasting. Kenas is an 11th-level spellcaster. His spellcasting ability is Wisdom (spell save DC 14, +6 to hit with spell attacks). Kenas has the following cleric spells prepared:

Cantrips (at will): guidance, mending, resistance, spare the dying, thaumaturgy

1st level (4 slots): *bane, command, inflict wounds, shield of faith*

2nd level (3 slots): *augury, hold person, spiritual weapon*

3rd level (3 slots): *bestow curse, clairvoyance, dispel magic*

4th level (3 slots): *death ward, freedom of movement*

5th level (2 slots): *contagion*

6th level (1 slot): *blade barrier*

ACTIONS

Dagger. *Melee or Ranged Weapon Attack:* +5 to hit, reach 5 ft. or range 20/60 ft., one target. *Hit:* 4 (1d4 + 2) piercing damage.

Bringer of Darkness (Recharges after a Short or Long Rest). Kenas calls upon the Lord of Night to extinguish light and life within 20 feet of him. Nonmagical sources of light in that area are extinguished. Each creature in that area that is not undead or a construct must make a DC 14 Constitution saving throw. On a failure, a creature takes 28 (8d6) cold damage and is blinded for 1 minute. On a success, a creature takes half the damage and isn't blinded. A blinded creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

LEGENDARY ACTIONS

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

Dagger. Kenas makes one attack with his dagger.

Shadow Walk (Costs 2 Actions). While in dim light or darkness, Kenas magically teleports, along with any equipment he is wearing or carrying, up to 30 feet to an unoccupied space he can see. The destination must also be in dim light or darkness.

Cast a Spell (Costs 3 Actions). Kenas casts a spell from his list of prepared spells, using a spell slot as normal.

LAIR ACTIONS

The Midnight Temple is Kenas' greatest achievement. His pride permeates the place, and, with the favor of Chernobog, he can invoke ambient magic in the temple. On initiative count 20 (losing initiative ties), Kenas takes a lair action to cause one of the following effects; he can't use the same effect two rounds in a row.

- Menacing, shifting shadows fill a 10-foot-radius sphere centered on a point Kenas can see within 60 feet of him. The area is lightly obscured, and it is difficult terrain as the shadows grasp as those in the area. The shadows last until initiative count 20 on the next round.
- One of the many carvings of warriors, beasts, or thorn-bearing branches on the walls and pillars of the temple animates and strikes at one creature Kenas can see within 20 feet of a wall or pillar. Kenas makes one ranged attack roll (+5 to hit) against the target. On a hit, the target takes 10 (3d6) piercing damage.
- A small tremor jars the floor beneath the feet of a creature Kenas can see within 60 feet of him. The creature must succeed on a DC 15 Dexterity saving throw or be knocked prone.

When Kenas dies, a great tremor runs through the building. A thunderous crack echoes through the temple as a fissure runs up from the foundation, splitting in two the plaque with the carved bear claw that stands behind the altar. The pieces of the plaque fall to the floor, revealing the old wood beneath that still bears the symbol of Sif, covered over but never removed. Both the ghoul and vampire recognize an ill omen when they see one. Chessa and Goran prefer to live to fight another day, and both beat a fighting retreat toward the nearest exit. If they get away, they don't attack the characters, preferring instead to find their way home to report to their superiors. They each put the blame for failure squarely on the shoulders of Kenas and the Night Cauldron for allowing the temple to be discovered and raided. Either or both might show up in the future, looking for payback for their humiliation.

Development. A trapdoor behind the altar holds stairs that lead down into a small, hidden room under the sanctuary—the temple's reliquary. Stashed here in a locked chest (Kenas carries the key, as well as a key that unlocks all the temple doors) are 256 cp, 1,454 sp, 422 gp, and 13 pp. The padded interior of a carved wooden box on a wall shelf holds 7 green spinels worth 100 gp each. An ebony idol of Chernobog worth 500 gp sits next to the box. A silk tapestry worth 250 gp hangs on one wall woven with an image of a great bear with eyes of green fire standing on a snowy hill that is stained red with blood. A fine, black, mink robe worth 750 gp hangs on a rack in the corner. In a sack under the stand is a folded *cloak of protection* and a *gem of brightness*. The latter item Kenas had planned to destroy on the altar as a sacrifice upon Chernobog's next high holy day.

In addition to the temple's goods, the couple's wedding gifts were also stored here. A pair of matching daggers with obsidian blades and small rubies set in the hilts are worth 750 gp as a matched set. A tall birdcage cunningly crafted of carved bone with silver fittings is worth 300 gp. A small, carved, jade box worth 250 gp holds a matching pair of onyx and gold rings worth 250 gp each. A crimson silk robe with black and silver thread is worth 750 gp. Finally, there are two sets of armor: a suit of *mithral chainmail* and an *adamantine breastplate*. A scroll attached to the breastplate bears a note to Goran.

Though the name Morreto Lichmark is new to the characters, they might recognize the name Radomir from their conversation with Trehild Shardspike in Grisal. Radomir Marrowblight is the high priest of Vardesain

who hired Vukas Shroudson, a darakhul spy, to find and capture Archduke Avgost. The scroll's seal is impressed with Duke Morreto's coat of arms (a key and sword on a divided shield), which serves as a useful clue in the next step of the characters' journey, pointing them to the other darakhul lord responsible for the troubles they have encountered thus far.

Finally, an ornate coffin sits on the floor of the reliquary. This is Chessa Iancu's traveling coffin. The lid of the coffin is locked, but it can be picked with a successful DC 20 Dexterity check using thieves' tools. The coffin contains Chessa's *rod of underworld navigation* (see page 269). The coffin is also protected by a mechanical trap.

Spiked Coffin. When the coffin is opened, sharp, poisoned, metal spikes thrust outward from the coffin's sides. Each creature within 5 feet of the coffin must succeed on a DC 12 Dexterity saving throw or take 11 (2d10) poison damage. Creatures who take the poison damage must succeed on a DC 12 Constitution saving throw or be poisoned for 1 hour.

Prevention. A successful DC 15 Wisdom (Perception) check notices the small holes in the coffin's sides, cleverly hidden in carved decorations of thorns and roses. A successful DC 17 Intelligence (Investigation) check locates the switch just under the lid's lip. Pressing the switch while opening the coffin prevents the trap from triggering.

My dearest Goran,

I must thank you again for volunteering to partake in this ceremony. You do great honor to the Ghoul Imperium and bring glory to the Creed. I have no doubt you will gain great prestige among the Creed's hierarchy, and, when the time comes, I shall see to it that you are personally commended by the Emperor himself. I hope this meager gift finds you well. When all is complete and your discussions with the Night Cauldron are concluded, return home and seek me out. Bring your lovely new bride. I would like to see how the mail fits her. There will be much for us to speak on. I shall pass your regards to Radomir when next I see him as well as my compliments for your excellent service. You are a true patriot and zealous adherent of the faith, an example to all ghoulkind.

Regards,

Morreto Lichmark

Concluding the Chapter

If the characters rode to the forest of Nordheim with the valkyries, the Huldra that are with them can call upon the valkyries again by praying at dawn. The valkyries can then return the characters to Huldramose. Otherwise, the characters must make the journey back to Huldramose on foot. Upon their return to Huldramose, they owe a report to the Queen about the events at the Midnight Temple. Thorgerd holds a victory feast in honor of the characters and the returning shield maidens. The living must be honored for their victory, as the dead are for their sacrifices.

If the characters catch up to Sigurd in Marsh Hollow, he is glad to see them alive and makes mention of it. If they don't find the old sea dog, they can easily book passage on any number of ships headed south out of Wolfheim. The characters' trip back across the Nieder Strait can be as peaceful or eventful as you choose. However, a relaxing trip might be in order, as the characters have no time to rest on their laurels when they return to Jozht.

The characters once again receive a warm welcome as they arrive back at the Temple of the Shield Maiden. However, the sisters keep the greetings brief, informing the characters that Jagoda gave standing orders for the characters to be escorted to her offices immediately upon their arrival. When the characters meet with her again, she is smiling and happy for their safe return. If they try to return the *Holy Robes of Sister Adelind*, she urges the them to keep the relic, as they will have further need of it. With a grim face, she hands over a scroll, sealed with the mark of the royal house of Krakova. "*Archduke Avgost has been abducted by the darakhul,*" she informs them. "*This letter bears the mark of Queen Urzula and is addressed to you. No doubt she wishes to speak to you about the loss of the archduke.*"

MEET THE DESIGNER

The Blood Marriage was written by Jeff Lee. Jeff has been a gamer for 39 years, and a freelance game designer for the last seven years. He has produced material for Gun Metal Games, Legendary Games, Louis Porter Jr. Design, Rogue Genius Games, among many others. Jeff is the author of *Demon Cults & Secret Societies* and *12 Peculiar Towers* from Kobold Press.

Catacombs of the Ghul king

Chapter Background

While the characters were away in the Northlands, Radomir Marrowblight's spies successfully infiltrated Jozht and kidnapped Archduke Avgost. Now, Archduke Avgost Walerska, brother of Krakova's fallen king, is in the hands of this rogue element of the Ghoul Imperium. The Archduke's sacrifice to Vardesain will gain Duke Morreto and High Priest Marrowblight the secret of efficiently creating darakhul which the pair will use to strengthen their army. If they succeed, the Crossroads, if not all of Midgard, will be awash in blood as hordes of organized undead threaten stability in the name of god and empire.

Chapter Summary

The adventure begins at the Temple of the Shield Maiden in Jozht. The characters receive a letter from Queen Urzula, deposed monarch of Krakova, informing them her brother-in-law, Archduke Avgost Walerska, has been captured by the darakhul. Fresh from their recent successes, the characters travel to the town of Kariessen in the Grand Duchy of Dornig where the queen requests they rescue the Archduke.

At the advice of Queen Urzula, they return to the Black Canton of Grisal and learn Duke Morreto is the powerful ruler of the Pure City of Vandekhul and a favorite ally of

the Emperor. The dwarves suggest the characters travel to Siwal via a nearby shadow road as the gravebinders of Siwal know the secrets of walking undetected among the undead. The dwarves advise the services of a guide be procured before braving the Shadow Realm.

Entering the Shadow Realm from outside the Black Fortress, the characters quickly gain the attention of agents of the Moonlit King who act to fulfil a decades-old compact with Duke Morreto. Harried by these agents, the characters are ambushed by the Moonlit King's forces near the shadow road's exit to Siwal.

As strangers in Siwal, the characters must find the home of gravebinders while contending with pickpockets, merchants hawking wares, and the general bustle of a trade city on the edge of a desert. After speaking to the gravebinders of Siwal, the characters are sent on a mission to discover a self-styled Ghul King has awoken in the city's catacombs, and he is growing his power base by influencing the restless dead to attack mourners and funeral-goers during the day, breaking the law of the Necropolis. The gravebinders suggest they may be able to assist the characters in safely traveling amongst the ghouls of the Imperium, but that the Ghul King must be destroyed first.

The characters enter the Ghul King's catacomb from the surface, and they move through the trap and undead-filled complex until they find access to his lair, an ancient magical room designed to keep him from escaping. The characters reach the Ghul King and either trap him or destroy him utterly. Returning to the gravebinders of Siwal, the characters are given *Anu-Akma's Book of the Hungering Dead* which can allow them to move more easily amongst the darakhul of the Pure City.

Beginning the Chapter: Travel to the Court-in-Exile

The adventure begins immediately following the events of *The Blood Marriage*. Jagoda Mazurek (NG female human), High Priestess of Sif at the Temple of the Shield Maiden, hands the characters a scroll from Queen Urzula of Krakova. When the characters unroll the scroll, a platinum signet ring, depicting the royal seal of Krakova, falls out of it. The terse letter reads:

> Friends of Krakova,
>
> Archduke Argost Walerska has been taken captive by our enemies. Make haste to my side to discuss his rescue. The enclosed signet should purchase your swift transit at the Hall of Masons.
>
> Sincerely,
> Urzula, Queen of Krakova

Jagoda tells the characters, *"At the Queen's request, I have arranged an appointment with Beatta Stelen, the guildmistress of Jozht's stonemasons. She awaits your presence at the Hall of Masons. The guild is rumored to have a way to visit their quarry sites at a moment's notice."*

The Hall of Masons

The Hall of Masons in Jozht is a squat, square stone building just north of the Godsmarket. The roof of the Hall is held aloft by square pillars at regular intervals. A fussy-looking bald male dwarf with an oiled, black beard and thick spectacles greets the characters upon their entry.

"Right this way," he says. *"The Guildmistress is ready for you, best to not make her wait."* The dwarf's name is Berner Quartztaff (LN male dwarf **commoner**), and he responds to all questions with an impatient, *"I really can't say. I'm certain the Guildmistress will be able to answer any questions you have more to your satisfaction."*

Berner leads the characters from the entrance through the back corridors of the Hall, ending at the office of Beatta Stelen (LN female dwarf **noble**). She wears a wine-colored dress paired with sturdy leather boots, and her light brown hair is coiled into a high bun. A long cream-colored stole embroidered with grey runes is draped over her shoulders. She is examining a schematic or blueprint of some kind when the characters enter. Beatta's office is tidy. She sits at a stone table which holds a neatly organized arrangement of cubes of different types of minerals.

As the characters are ushered into her office, she bids them to sit. Her lips curl into a smile that doesn't reach her eyes as she says, *"You have important friends. What can the Stonemason's Guild do for you?"*

After the characters explain their needs and the events that drove them into Beatta's office, they must make a DC 15 Charisma (Persuasion) check to convince Beatta to allow them to use the Guild's *teleportation circle*. If the characters offer the Krakovan signet ring to her, they have advantage on the check. On a success, Beatta accepts the payment of the signet ring and directs Berner to allow the characters immediate access to the *teleportation circle*, which leads to a Guild-owned granite mine an hour southeast of Kariessen. If the check succeeds by 5 or more, Beatta, whose partner was killed by ghouls when the dwarves first claimed Jozht as part of the Wolfmark, uncharacteristically refuses the offer of payment, *"Your task is important; the platinum could be used to purchase aid at an urgent juncture,"* and allows the characters to use the *teleportation circle*.

If the characters fail to convince her, Beatta says, *"I understand your plight, but the magic we use to transport from the Hall to our holdings is expensive to maintain. There will be a fee in addition to this ring."*

Beatta accepts a single rare magic item or coins and goods totalling 5,000 gp in addition to the Krakovan signet to allow access to the teleportation circle. If the characters attempt to intimidate Beatta, she calls for her 6 dwarf **guards** to escort them from the Hall. In this instance, a successful DC 13 Charisma (Deception or Persuasion) check is required to gain access to the Guildmistress again, and she insists on the additional payment in order for the characters to use the *teleportation circle*.

If the characters fail to earn the use of the Guild's *teleportation circle*, the voyage south from the Temple of the Shield Maiden in Jozht to the Krakovan Court-in-Exile in Kariessen is approximately 400 miles and takes about 16 days. Use the Random Encounters on the Dornig-Krakovar Border table on page 84 or devise your own encounters to spice up the trip.

If the characters use the *teleportation circle*, they arrive in the office at a Guild-owned granite mine. It takes one uneventful hour to travel from the mine to Kariessen.

An Audience with the Queen

Upon arriving in Kariessen, the characters are granted a short time to make themselves presentable.

When they are ready, the characters are shown into the great hall where the Court-in-Exile is seated at the same long table of polished oak where the characters spoke with them not to long ago. Sitting around the table with tired and grim faces are Alzano Kavanto (LN male human), Zosia Walerska (LN female human), and Queen Urzula (LG female human). Parchment and sheets of paper are spread across the table between them.

If the characters made haste and arrive in Kariessen within three days of receiving the Queen's missive, the members of the Court maintain the same attitude toward the characters they did when last they met. If it has taken the characters more than three days to arrive, the Court seems frustrated, and addresses the characters a bit tersely. Queen Urzula speaks:

"Thank you for arriving with such haste. Time is short, so I will be brief. Archduke Avgost has been taken by the enemy. Our reports indicate that he is being taken directly to Vandekhul where a grisly fate no doubt awaits him after a lengthy period of interrogation.

I beseech you to rescue him. The Archduke is privy to all the Court's efforts to return Krakova to the living; our enemies will be able to counter our every move if Avgost is allowed to languish in their care. Travel in the Ghoul Imperium is nearly impossible for the living, but I feel the dwarves of the Black Fortress may be able to assist you in making your preparations."

Lord Alzano Kavanto informs the characters that the fey road they used to travel north toward Jozht last time they were in Kariessen can also take them south to Grisal.

Queen Urzula answers questions the characters might have. If the characters ask questions the queen deems irrelevant to the rescue of Archduke Avgost, she says, *"Unfortunately there is no time to discuss such matters. Once the Archduke is returned, we can turn our attention to other things."* Here are some likely questions and the Queen's answers.

How do you know the Archduke is being taken to Vandekhul?

"My mice—my spies—have indicated as such. Eyewitnesses place the Archduke in a troop of at least one hundred darakhul who are moving toward the so-called Pure City."

Why shouldn't we attack the Archduke's captors before they reach Vandekhul?

"The darakhul who have taken the Archduke are expecting rescue attempts, and their numbers include several powerful figures. Our hope is that a rescue will be easier once the ghouls reach Vandekhul and their guard is lower."

Why do you think the dwarves of Grisal can help?

"The dwarves of the Black Fortress have years of experience fighting the darakhul and their vampire allies above and below ground. If they can't help you directly, I feel they are best suited to direct you to those who can."

Can your "mice" offer us any tactical assistance?

"My agents are the best method I have to learn of happenings both here and abroad. They are excellent at remaining unobtrusive and unseen. They have less value to the cause if their true nature is known."

Development Archduke Avgost is invaluable to the Queen. Though her court is displaced and smaller than it once was, she still wields significant power in the region. She promises the characters lands, titles, or some other benefit to their status or wealth if they rescue the archduke. If the Court-in-Exile`s attitude toward the characters is positive, the characters can petition them for additional assistance. A successful DC 15 Charisma (Persuasion) check gains a *feather token* (bird) from Queen Urzula. A successful DC 20 Charisma (Persuasion) check earns a wood chest holding 6 *potions of greater healing* from Zosia Walerska. Finally, if one of the characters impresses Lord Alzano with tales of the group's recent exploits and succeeds on a DC 12 Charisma check, he awards them a

large manor house in the city. The costs of maintaining and staffing the house are left to the characters. If the characters took more than three days to arrive, they have no success in petitioning for additional assistance.

Travel to the Black Fortress

After the meeting with the Court, Lord Alzano has the characters shown to rooms they can use while they prepare for the trip. He informs them they can use the fey road gate to begin their travel to the Black Canton of Grisal when they are ready. While time is of the essence, the characters should be granted enough time to stock up on provisions and any gear they feel they need. If they have not used this access to the Shadow Realm before, he shows them to the nondescript green, wooden door in the wall of Kariessen Castle's outer bailey and explains each person who wishes to gain access to the fey road must turn around three times before pulling the green door open. Once opened, the door reveals a gloomy dirt track winding through a twilit forest.

Using the fey road, the characters can travel the 100 miles between Kariessen and the Black Fortress in a single day. Midway through the trip, the characters are harried by a group of shadow fey.

PIG IN THE MIDDLE

A shadow fey patrol, consisting of one **shadow fey forest hunter** (*Tome of Beasts*, p. 173), one **shadow fey knight of the road** (*Creature Codex*, p. 146), and five **shadow fey** (*Tome of Beasts*, p. 171), south of the path has spotted a group of five **forest marauders** (*Tome of Beasts*, p. 205). The forest marauders are resting about 70 feet south of the characters, just off the path they are traveling. The shadow

SAFE JOURNEYS ON THE SHADOW ROADS

Using the fey or shadow roads to hasten travel in the Mortal Realm is dangerous. Mortals unused to the Shadow Realm run the risk of encounters with capricious fey, unpredictable shadow fey, a wide variety of undead, and other less than honorable travelers upon the roads. This is all in addition to the dangers of simply getting lost in the Shadow Realm.

Wise travelers of the Shadow Realm hire knowledgeable guides to safely ferry them toward their destination. If the characters look for a guide to the shadow roads, their inquiries point them in the direction of the shadow fey, **Selvyn** (LN female shadow fey darakhul, see page 324). She is considered an oddity, but the locals know she has an excellent knowledge of the Shadow Realm. She charges them 20 gp to be their guide. If the characters inform Selvyn of their mission against the darakhul, she offers to guide them at no cost simply so she can have the opportunity to thwart the plans of her misguided brethren.

While in lands ruled by the living, Selvyn remains disguised as a living shadow fey, using her Master of Disguise trait to maintain the ruse. If the characters discover her undead nature and confront her, she explains she is a member of a splinter order of Sarastra-worshipping ghouls who seek to abolish the Emperor's rule and the Imperium's alliance with the vampires of Morgau and Doresh. If the characters attack her, she attempts to flee rather than harm them. She fights the characters only if there is absolutely no other survival option available to her.

More information on Selvyn's splinter order, the Order of the Ebon Star, can be found in the *Underworld Player's Guide*.

fey, hiding northeast of the characters, have decided to draw the forest marauders toward the characters, hoping the giants will be softened up by the travelers before the shadow fey swoop in to finish off the giants. If the characters don't detect the shadow fey or don't react to them, the shadow fey use their bows to attack the forest marauders down the path, which causes the giants to mistake the characters as their attackers and retaliate.

During the fight, the shadow fey stay at range and use their bows to attack the forest marauders. Once the forest marauders are defeated, one of the shadow fey loudly thanks the characters for their assistance in dealing with the menaces.

If the characters are hostile toward the shadow fey, the capricious creatures smirk and offer to let them use the fey road without paying a toll. There is no toll upon this road, but, if the characters push the matter, the patrol assesses a fee of one hair from the head of each character.

If the characters attack the shadow fey, they retaliate but flee once reduced to half of their hit points or fewer. All of the remaining shadow fey flee if the forest hunter and knight of the road are defeated. If the shadow fey defeat the characters, they leave the characters unconscious and alive, but they steal a piece of mundane equipment from each character.

THE BLACK FORTRESS

The characters exit the fey road in foothills an hour northwest of the Black Fortress. If they are traveling with Selvyn, she chooses to stay in the foothills until the characters return for her rather than attempting to pass as living amongst the undead-hating dwarves. When the characters arrive at the fortress and make their presence known to its commander, General Jaro Whitebeard, they are escorted to a mid-sized chamber where they can wash and eat. The general visits the characters that evening.

When he is told Archduke Avgost has been taken by the darakhul, Jaro's tired, lined face falls and he asks what assistance he can offer. When the characters tell him why they have come to him, he squeezes his eyes shut for a few moments. When he opens them, he says:

"As luck would have it, I have recently invited an expert on undead matters to the Fortress. I believe you have met her? Her name is Trehild Shardspike. She can likely assist you in this more effectively than I can."

Jaro then sends for a page to lead the characters to his guest who is resting in a suite of rooms nearby. When the page arrives at the sage's door, he bangs on the door loudly several times, then gives up and opens the door.

The smell of parchment and dust permeates this chamber. In a low but well-padded chair sits the familiar form of Trehild Shardspike, her short legs resting on an ottoman as she eats what appears to be pickled eggs and fish from a nearby plate. She looks up and grins. *"Ah, we meet again! You have more questions for me?"* She places her ear trumpet against her left ear.

If the characters mention the name Morreto, she interrupts them and loudly explains: *"Duke Morreto Lichmark is the ruler of the Pure City of Vandekhul, so named due to its proximity to the Sulphur Sea. To the best of my knowledge, the duke is one of the Emperor's favorite dukes, and he is granted a great deal of latitude because of it."*

If the characters explain that they wish to travel to the Underworld, she tells them:

"There are none alive now who know as much about the cursed undead as the gravebinders of Siwal. It is rumored they are skilled at moving unharmed amongst the ghouls and mummies of their lands because they are only half alive themselves. I'm not certain this is true. I met one once when he visited the cantons in my youth, and he said the blessing of Anu-Akma protected him from harm at undead hands. His name was Hidyati, if I remember correctly. As far as I know, a gravebinder has not visited the cantons since. I think a trip to the Southlands lies in your immediate future."

Trehild is an expert on the subject of the Blood Kingdoms, vampires, and darakhul and is happy to answer any other questions the characters have about them. A passionate scholar, Trehild speaks on the subject in great detail and at length unless stopped.

When the characters are finished speaking to Trehild, they are led back to Jaro Whitebeard who is concerned about the length of time it will take the characters to travel the 2,600 miles to Siwal. He suggests they seek out a guide and use the shadow roads to travel through the Shadow Realm. If the characters succeed on a DC 14 Charisma (Persuasion) check they can convince him to supply one horse per character as well as a supply cart loaded with enough fodder and water to keep the animals fed in the Shadow Realm or desert for two weeks. The cart is drawn by two mules, and Marl Gouldberg (LG female dwarf **commoner**) is assigned the task of driving it.

SHADOW ROADS TO THE SOUTHLANDS

If the characters haven't already sought out the services of a Shadow Realm guide, this is an excellent opportunity to introduce Selvyn (see the Safe Journeys on the Shadow Roads on page 151). The characters can enter the Shadow Realm at the same point they exited it on the way to the Black Fortress. The doorway sits between two trees with intertwined branches, and it opens onto the shadow road daily at dawn and dusk.

Traveling the shadow road is extremely dangerous, but it allows the characters to reach Siwal in 2d12 + 3 days. Five encounters await the characters as they travel the shadow road to Siwal, but you can use the Random Encounters on the Shadow Road table or choose an appropriate encounter to add challenges between these encounters.

FOR THE KING

This event occurs about halfway through the characters' first day of travel on the shadow road.

The gnarled trees seem to loom thickly around a bend where a group of six shadow fey rest. They leap to their feet and a short female with long, black horns and clad in a breastplate and layered leather skirts calls out, *"Halt, in the name of the Moonlit King!"*

The speaker is Malia Bitmere (LE female **shadow fey enchantress** [*Tome of Beasts*, p. 172]), who leads a small troupe comprised of her bodyguard, Holtz (NE male **shadow fey guardian** [*Tome of Beasts*, p. 174]), and four

Random Encounters on the Shadow Road

d20	Encounter
1	A band of devils (1 **chain devil**, 2 **bearded devils**, and 10 **lemures**) driving 4d6 **commoner** slaves before them
2	2 **hounds of the night** (*Tome of Beasts*, p. 251)
3	1 **shadow beast** (Tome of Beasts, p. 345) and 1d4 shadows assault the characters as they rest.
4	1d4 **gibbering mouthers**
5	1d6 **shadows** and 1d6 **shadow skeletons** (*Creature Codex*, p. 342)
6	1d6 **gloom flowers** (*Creature Codex*, p. 188)
7	1d2 **deathwisps** (*Tome of Beasts*, p. 72)
8	3 **derro shadow antipaladins** (*Tome of Beasts*, p. 93)
9	2d4 **doppelrats** (*Tome of Beasts*, p. 123)
10	1d3 **karakura** (*Creature Codex*, p. 235)
11	3 **shadow fey duelists** (*Tome of Beasts*, p. 172). The duelists challenge characters to friendly one on one duels "to the blood" and break off once they or their opponents have been reduced to half hp or lower. If defeated in single combat, they gift one opponent with a +1 dagger.
12	1d4 **eonic drifters** (*Tome of Beasts*, p. 177) appear amidst the characters and immediately demand to know what the current year is. When told, they frown and use their crystal belts to time travel away.
13	1d6 **darakhul** (*Tome of Beasts*, p. 216)
14	1d4 **imperial ghouls** (*Tome of Beasts*, p. 220)
15	2 **black knight commanders** (*Tome of Beasts*, p. 418) mounted on **shadhavar** (*Tome of Beasts*, p. 344)
16-17	A mated pair of **elder shadow drakes** (*Tome of Beasts*, p. 153)
18-19	1 **ankou soul seeker** (*Creature Codex*, p. 38)
20	1 **nightgaunt** (*Creature Codex*, p. 277)

shadow fey (*Tome of Beasts*, p. 171). They are agents of the Moonlit King, posted on this road to gather information about travelers and report it to Elthas Morellien, a favored servant of the Moonlit King, using one of her five *spell scrolls of sending*. Malia asks the group their names, the name of their patron, from where they come, their purpose in traveling this road and in the Shadow Realm in general.

If the characters decline to answer any of the questions, she doesn't force the matter but appears to mentally note it. When she has finished questioning the characters, she requests a kiss from each of them. Any characters who accept receive a quick, chaste kiss on the lips. She ceases to acknowledge any characters who refuse her request. If asked why she wishes a kiss from them, she gives a half smile and says: *"Because you're warm."*

The shadow fey have no wish to engage the characters in combat and flee on the second round if attacked. Malia saves *greater invisibility* for escape rather than using it in combat. She uses *sending* to contact her superior at her earliest convenience to report what she knows of the characters.

THE MOONLIT KING'S AGENTS

The Moonlit King has been banished from the Courts of the Shadow Fey, but he still has power and influence in the Shadow Realm. His agents seek out opportunities to free their patron from his prison, making pacts with demons and devils and treating with mortal powers.

Some time ago, a group of the Moonlit King's agents led by Elthas Morellien, a shadow-tainted elven ranger, made a deal with the darakhul of the Ghoul Imperium to allow them unmolested use of some shadow roads. In exchange, Elthas can occasionally request aid from the Imperium, usually in the form of darakhul soldiers. Duke Lichmark knows of this deal and has asked Elthas to inform him of particularly suspicious or powerful travelers from the Mortal Realm that the elf's agents encounter on the shadow roads.

Elthas' agents roam the shadow roads, questioning travelers and using *spell scrolls of sending* to report back to their leader. Elthas then sends his raven familiar, Salk, to follow figures of interest to him.

While they are both in the Shadow Realm, Elthas can communicate telepathically with Salk, no matter the distance. In addition, he can use an action to see through Salk's eyes and hear what the raven hears.

If Selvyn is with the characters, Malia's eyes linger on Selvyn's eight-pointed star pendant, but she otherwise doesn't acknowledge the darakhul. If the characters attack the shadow fey, Selvyn and the shadow fey don't attack each other. If asked, Selvyn explains that she deals lightly with the Moonlit King's agents as the relationship between her patron and theirs is a delicate one.

After this encounter, Elthas Morellien's familiar, a **raven** named Salk, watches them from a distance as they travel the shadow road. Tainted by life in the Shadow Realm, Salk is invisible while motionless in dim light or darkness and has a +6 bonus on Dexterity (Stealth) checks while moving in dim light or darkness.

NO REST FOR THE RIGHTEOUS

At the mid-point of the characters' long rest on their second day of travel in the shadow realm, they are attacked by a pair of **overshadows** (see page 303) and five **shadows.** Any characters on watch see the following:

The darkness seems to press in, making it impossible to see anything beyond a few feet. Suddenly the darkness pushes even closer and coalesces into several vaguely humanoid figures with long, ragged claws.

After the shadows have been defeated and the characters return to their rest, they are plagued with bad dreams. When they awake, each character must succeed on a DC 12 Constitution saving throw or gain 1 level of exhaustion.

THE DANCE TROUPE

The sound of merry flutes, pipes, and drums echoes in the distance. The sound seems to be coming from a collection of colorful, covered wagons and carts arranged in a large ring just off the road. The smoke of cook fires rises between the mobile structures. A large number of grey and black goats have been temporarily penned nearby.

Set this event to occur when the characters are getting ready to take a long rest on their fourth day of travel in the Shadow Realm.

Twelve **shadow fey pattern dancers** (*Creature Codex*, p. 147) and their twenty **shadow goblin** (*Creature Codex*, p. 191) servants are resting here. There are six male and six female dancers, all provocatively attired in colorful clothes that flow and shift almost hypnotically as they move about the encampment. Elthas Morellien has paid this group to find out more information about the characters.

The pattern dancers are excited to see the characters and invite them to rest in the encampment, offering them food,

drink, and the opportunity to see the dancers perform. If accepted, the characters are feasted with mouth-watering food from the mortal realm: succulent roast pheasant, fat savory sausages, candied sweet potatoes and beets, mushrooms sautéed in wine, and roasted potatoes. They are also liberally plied with strong brandy and dwarven spirits mixed with *truth serum*. Each drink the characters take increases the DC to avoid the effect of the *truth serum* by 1.

The true goal of the pattern dancers is to determine from where the characters came, where they are going, who their patrons are, and what their task is. They don't engage the characters in combat and use their magic and other features to escape, leaving their shadow goblin servitors behind to harry the characters and protect their retreat.

If Selvyn is with the characters, she firmly—but politely—refuses the pattern dancers' hospitality. After the shadow fey see her pendant, they eye her with a mixture of pity and distrust and refuse to acknowledge her for the remainder of the encounter.

When the characters awake after this event, the pattern dancers, the shadow goblins, their carts, and their equipment are gone as if they were never there, leaving only hazy memories of the night before and a single unopened bottle of fine brandy worth 150 gp.

CROSSING THE LETHE

The forest surrounding the shadow road disappears as an inky black river sluggishly flows across the path. The road leads directly to this strange body of water and shows signs of a ford at the river`s edge. Across the river lies a seemingly endless expanse of stunted grassland.

This event occurs on the fifth day of travel in the Shadow Realm. As the characters move to cross the water, a group of seven **orphans of the black** (see page 302) surge out from the forest behind them. At the same time, 1d6 **specters** and a **wraith** materialize out of the water 10 feet away from the riverbank.

The characters can choose to avoid this encounter by crossing the river at the ford which is 10 feet wide and 75 feet across to the opposite bank. The orphans of the black don't cross the River Lethe, and the undead don't move more than 30 feet from either riverbank. Crossing the River Lethe is not without dangers of its own, however. The water at the ford is deep enough that it is difficult terrain for Large or smaller creatures. Each time a creature ends its turn in the River Lethe, it must succeed on a DC 16 Constitution saving throw or suffer one of the effects in the Fording the River Lethe table. A character who succeeds on the saving throw is poisoned for 1 hour and suffers no other effect. A character who succeeds on the saving throw or who has been affected by the black waters is immune to the effects of the river's water for the next 24 hours.

If Selvyn is with the characters, she warns them of the river's dangers and encourages them to cross the ford quickly. She also strongly advises against swimming in the dark waters.

A character who attempts to swim across the River Lethe must succeed on a DC 20 Strength (Athletics) check each round to swim 10 feet. A character who fails the check gains 1 level of exhaustion and has disadvantage on the Constitution saving throw to avoid the effects of being in contact with the River Lethe's water, as shown in the Fording the River Lethe table. A creature who dies while in the waters of the River Lethe rises as a specter 1 hour later.

If the characters flee the orphans of the black and undead by crossing the River Lethe, award them full XP as though they defeated the creatures in combat.

Fording the River Lethe

d8	Effect
1	The character loses 1d6 spell slots as though the character had cast spells with them. Roll again or choose a different effect if the character is not a spellcaster.
2	The character suffers from the effects of the *confusion* spell for 1 minute.
3	The character is blinded (50% chance) or deafened (50% chance) for 1 hour.
4	The character gains 1 level of shadow corruption (*Midgard Worldbook*, p. 414). This effect wears off within 1 day of the character returning to the Mortal Realm.
5	The character is poisoned for 2d12 hours.
6	The character is restored to maximum hit points.
7	The character gains 1 level of exhaustion.
8	The character takes 21 (6d6) psychic damage as the character's mind is assaulted with the mental agony of those who have died in these waters.

THE STANDING STONES

Defying the laws of nature, seven massive, roughly hewn, tapered columns of rock stand upon their narrowest end in a rough circle. Inside the circle of stones sits an even larger menhir carved with arcane sigils. The air about the stones vibrates with magical potential. A group of six humanoids led by a grim-looking elf stand between some of the stones. A raven flutters to a gentle landing on the elf's shoulder.

The stone circle is a shadow road gateway that exits to an area in the Free City of Siwal in the Southlands. **Elthas Morellien** (LE male elf), three **shadow fey** (*Tome of Beasts*, p. 171), and two **imperial ghouls** (*Tome of Beasts*, p. 220), bearing crests of a red and purple key and sword on their breastplates, wait for the characters. A successful DC 18 Intelligence (History) check recognizes the key and sword symbol as the heraldry of Duke Morreto Lichmark, ruler of the darakhul city Vandekhul. Characters who read the note to Goran Malik in the basement of the Midnight Temple immediately recognize the symbol as the same coat of arms on the seal of that note. The grasslands about the standing stones have been strewn with *hunting traps* to prevent the Moonlit King's agents from being taken unawares.

Hunting Traps. The hunting traps surrounding the standing stones are hidden in the tall grass and covered with leaves. A successful DC 15 Wisdom (Perception) check while within 10 feet of a trap sees it. A creature that sees the trap can avoid stepping on it. If a creature fails the check and then steps into the space with the trap, it triggers the trap.

Elthas and his allies attack the characters on sight. If Elthas is reduced to 25 hit points or less, he attempts to flee. The shadow fey and imperial ghouls fight to the death. If Elthas is defeated, the characters find several charcoal sketches of themselves in his pockets and satchel, similar to the charcoal drawing of Archduke Avgost they discovered while traversing Grisal.

ELTHAS MORELLIEN, SHADOW-TAINTED ELF

This male elf is dressed in leathers that have been dyed a dark, almost black, green. His cloak is dark grey and lined in a muddy brown material. His eyes are almond-shaped with nearly black irises, his chin is cruelly sharp, and his thin lips are twisted into either a scowl or a sneer. His long, black hair hangs limply. He has a bow in his hand and a sheathed dagger strapped to each thigh. A quiver of white fletched arrows rests on his left hip.

ELTHAS MORELLIEN

Medium humanoid (elf), lawful evil

ARMOR CLASS 16 (studded leather)

HIT POINTS 117 (18d8 + 36)

SPEED 35 ft.

STR	DEX	CON	INT	WIS	CHA
13 (+1)	18 (+4)	15 (+2)	10 (+0)	16 (+3)	11 (+0)

SAVING THROWS Str +4, Dex +7

SKILLS Athletics +4, Perception +6, Survival +6

DAMAGE RESISTANCES cold

SENSES darkvision 60 ft., passive Perception 16

LANGUAGES Common, Elvish

CHALLENGE 6 (2,300 XP)

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

Moonlit King's Blessing. Elthas' weapon attacks are magical. When he hits with any weapon, the weapon deals an extra 2d6 cold damage (included in the attack).

Shadow Stealth. When in dim light or darkness, Elthas can take the Hide action as a bonus action.

Unimpeded Movement. Nonmagical difficult terrain doesn't cost Elthas extra movement. In addition, he can move through nonmagical plants without being slowed by them and without taking damage from them.

Innate Spellcasting (1/Day). Elthas Morellien can innately cast *find familiar*, requiring no material components. His innate spellcasting ability is Charisma.

Spellcasting. Elthas is a 9th-level spellcaster. His spellcasting ability is Wisdom (spell save DC 14, +6 to hit with spell attacks). Elthas has the following ranger spells prepared:

1st level (4 slots): *cure wounds, hunter's mark, longstrider**

2nd level (3 slots): *barkskin**, *silence*, *spike growth**

3rd level (2 slots): *wind wall**

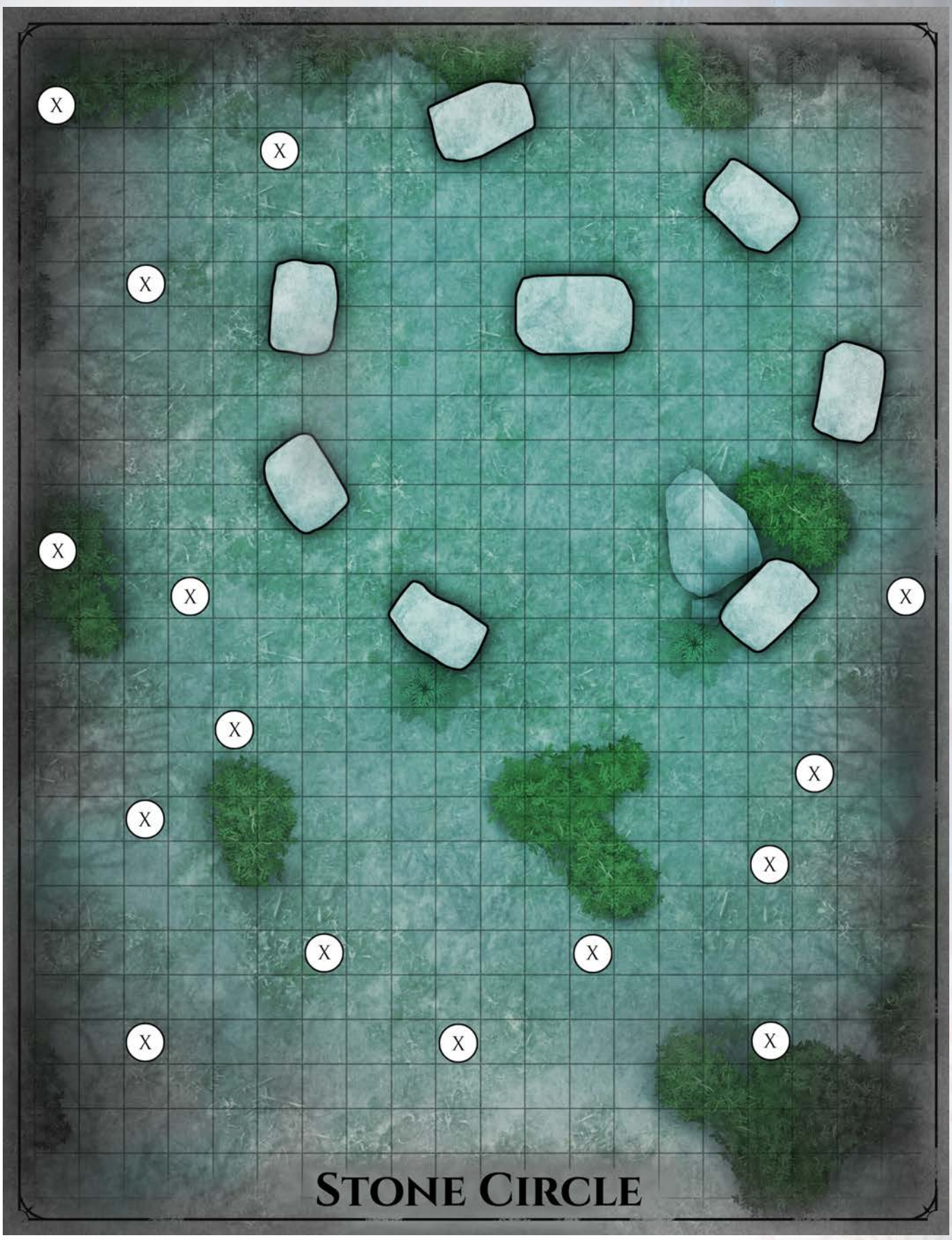
*if using the *Midgard Heroes Handbook*, replace the indicated spells with *thunderous charge*, *poisoned volley*, *wresting wind*, and *potency of the pack*, respectively

ACTIONS

Multiattack. Elthas makes three attacks with his dagger or two attacks with his longbow.

Dagger. *Melee* ***or*** *Ranged Weapon Attack:* +7 to hit, reach 5 ft. or range 20/60 ft., one target. *Hit:* 6 (1d4 + 4) piercing damage plus 7 (2d6) cold damage.

Longbow. *Ranged Weapon Attack:* +7 to hit, range 150/600 ft., one target. *Hit:* 6 (1d8 + 2) piercing damage plus 7 (2d6) cold damage.


STONE CIRCLE

Once Elthas Morellien and his companions have been defeated, the characters can use the gate to travel to the Southlands. If the characters are traveling with Selvyn, she explains each character must touch a drop of fresh water to the seven surrounding columns before taking a swallow of water and touching the central column. If asked, she explains she isn't familiar enough with Siwal to magically transport them, and the characters must use the gate to reach their destination. If Elthas is still alive and has been captured, he can tell the characters how to open the gate in exchange for his life. If he lives, he reports all he has learned of the characters to Duke Morreto Lichmark and returns to strike against them again later in this adventure. If the characters are traveling alone, they must succeed on a DC 15 Intelligence (Arcana) check to read the central pillar and determine the method required to open the gate. A character that knows Elvish has advantage on this check.

When the characters exit to the Mortal Realm from the Shadow Realm, a nearby **hound of Tindalos** (*Creature Codex*, p. 221) takes note and begins stalking them. The hound catches up to the characters later in the Ghul King`s catacomb.

Siwal

Built around a natural oasis and aided by elemental magic, Siwal is a garden city southeast of Per-Bastet where the Mhalmet Road meets a dusty trade trail through the Sarklan Desert. Most of the buildings and main avenues, and all of the high walls surrounding the city, are lined with gardens and fruit trees. Minaret-topped buildings soar above granite fountains pluming fresh or perfumed water into their basins. Marble statues of heroes and gods litter the city's intersections and parks.

Commerce is the chief industry in Siwal. Sandships glide silently through the massive Sandship Gate bringing goods from across the Sarklan Desert, and traditional camel caravans carry wares from Nuria Natal, Saph-Saph, and other locales into the city by the Camel Gate.

The city is bustling. Camel and mule-drawn carts choke the streets, with urchins running between, picking the pockets of the merchants and other travelers or, having picked several pockets, eluding the Sultan's Watch. Storytellers walk amongst the visitors to the city, loudly intoning tales of ten thousand different heroes in lyrical, poetic language.

Sellers of all manner of goods are everywhere. The Grand Souk alone contains hundreds of colorful stalls, carts, stands, and rugs heaped with goods. Vendors can also be found tending small carts or stalls along the roadsides and in some of the parks. The clashing scents of luscious fruits, cooking meats, perfume, incense, middens, and body odors makes the air both intoxicating and repulsive by turns.

WELCOME TO THE CITY OF GARDENS

The characters arrive in Siwal next to a large date palm in the center of a circle of seven slightly smaller palm trees. The trees sit in a small park located along the interior southwestern wall of Siwal.

A warm gust of air filled with the scent of exotic spices, hot sand, and incense passes through the trees. The change in temperature from the cool darkness of the Shadow Realm to the heat of the Southlands desert is immediately apparent.

No matter what time of day the characters thought it was in the Shadow Realm when they exited, it is approaching evening in Siwal when they arrive. If Selvyn is with them, she takes her leave of them and returns to the Shadow Realm, wishing them luck on their journey as she leaves. If Elthas is their captive when she leaves them, she takes him with her. She promises to bring him to her order for questioning and appropriate repercussions for his association with the Ghoul Imperium.

The characters exit the park onto a narrow street lined with low buildings that are topped with red clay tiles. A group of three **ravenfolk warriors** (*Tome of Beasts*, p. 232), four **ravenfolk scouts** (*Tome of Beasts*, p. 322) and their six trained monkeys (use the statistics of a **baboon**, except it has proficiency in Sleight of Hand and Stealth) takes note of the obvious foreigners from a nearby rooftop and quickly decides to rob them under the guise of offering assistance. One of the ravenfolk warriors descends and approaches out of an alley.

"Hail and well met travelers, I see you have journeyed far and just arrived in Siwal this fine evening. May I offer you my services as a guide for a mere silver each hour?"

If his offer is accepted, the ravenfolk leads the characters into a confusing warren of narrow streets and alleys. When they arrive in a particularly narrow and secluded alley, the other two ravenfolk warriors leap down to attack the characters, the monkeys descend to steal items from the characters' backpacks and belt pouches, and the ravenfolk scouts attack with their longbows from the rooftops. If the offer is not accepted, the thugs attack immediately and risk a response from the Sultan's Guard who arrive in 1d6 minutes.

When two of the ravenfolk warriors are defeated, the last one attempts to surrender, offering a *gem of brightness* in exchange for his life and freedom. If the ravenfolk warriors are defeated or surrender, the ravenfolk scouts attempt to escape to their hideout. Once a monkey has stolen an item, it attempts to retreat back to the rogues' hideout. The characters can track a ravenfolk scout back to its hideout with a successful DC 16 Wisdom (Survival), Intelligence (Investigation), or Charisma (Persuasion) check. The characters can track a monkey back to its hideout with a successful DC 14 Wisdom (Survival) check.

FINDING THE GRAVEBINDERS

With an hour of talking to the locals, the characters can determine the gravebinders of Siwal spend their days working out of the Hall of the Gravebinders by the western gate of the Grand Necropolis and their evenings in their small manors that sit along the trail between Siwal and the necropolis. The Grand Necropolis lies a short walk north of the city on the other side of Siwal's Anubis Gate. The characters can spend time talking to the locals and uncover the following information:

- A successful DC 12 Intelligence (Investigation) or Charisma (Persuasion) check uncovers the gravebinders have requested assistance in dealing with the undead in the Grand Necropolis, an unusual fact to be sure.
- A successful DC 14 Intelligence (Investigation) or Charisma (Persuasion) check uncovers the above noted problem with the undead is occurring during the day, a fact which violates the law of the necropolis.

A successful DC 15 Intelligence (History or Investigation) check discovers the law of the Grand Necropolis: under the sun, the living reign and may make what arrangements they will, but, after nightfall, the undead hold their own court in the necropolis. A character from the Southlands has advantage on this check.

- A successful DC 16 Intelligence (Investigation) or Charisma (Persuasion) check uncovers the above and rumors of a connection between the undead problem and the Elia family, a prominent merchant family in Siwal. If the characters ask where to find this family, they are pointed in the direction of Gamal Elia, a frequent patron at the Six Humped Camel tavern.

Gamal Elia (CG male human **noble**) is a despondent, middle-aged man with handsome features hidden behind unkempt fine clothes and a scruffy beard. His eyes are bleary and bloodshot. Gamal spends much of his time drinking, especially since he suspects his recent actions have caused further problems for his family.

Gamal is tight-lipped at the mention of the Elia family or the activity at the Grand Necropolis of Siwal. A successful DC 16 Charisma (Intimidation or Persuasion) check convinces Gamal to reveal he told the location of his family's tomb to a pair of men some months back, shortly before the problems at the Grand Necropolis of Siwal began.

If the characters explain their intention to aid the gravebinders and offer assurances they will not pillage his family's tomb, Gamal reveals the location and supplies them with his family signet in the hopes it may somehow aid them.

Meeting the Gravebinders

The gravebinders themselves are comprised of four families, with the humble Panshal al-Marhji (LN male human) and his daughter Aiysha (LN female human) leading them all. If the characters seek the gravebinders during the day, the gravebinders are in the Hall of the Gravebinders in the Grand Necropolis, and a journey to the hall through the necropolis comes with risks as detailed in The Grand Necropolis of Siwal. If the characters seek the gravebinders after the sun sets, the gravebinders are at home in the complex of small, two-story buildings that sit along the trail between Siwal and the necropolis. In either approach, they are spotted and greeted by Farra Hidyati (LN female human **priest**), the matriarch of the Hidyati gravebinder family. Farra is the granddaughter of the gravebinder Trehild Shardspike spoke of at the Black Fortress.

Farra is a stately female nearing middle age, and her long, black hair is streaked with grey. She is wearing loose-fitting sand colored robes, a wide white sash with slashes of lavender tied around her waist, and an identically designed pashmina over her shoulders.

The Hidyati family is well versed in matters of the dead, but, despite her best efforts, Farra has been unable to locate the source of what is causing the dead to be restless and walk in the light of day inside the Grand Necropolis. She does, however, possess *Anu-Akma's Book of the Hungering Dead*, which is a family treasure she gifts the characters if they help the gravebinders resolve the problem.

When the characters explain why they have come, Farra looks intrigued.

"Much of what you speak of is rumors. We gravebinders move about the Grand Necropolis not with magic or trinkets, but because it is the law of this place. Alas, something has changed in recent months and these rules are not being adhered to. We are meant to be able to prepare those who have passed for the afterlife during the day, before leaving the area to the undead to roam at night. However, something has been causing the dead to be more restless than usual, and, despite our efforts, we have been unable to perform our duties."

She pauses, surveying the characters. A successful DC 15 Wisdom (Insight) check recognizes that Farra is weighing her options and judging the characters' intentions.

THE ELIA CONNECTION

One of the notable families in the City of Siwal is the Elia family, and many a rumor abounds about them. A successful DC 15 Intelligence (Investigation) or Charisma (Persuasion) check learns one of the oldest rumors is the tale of how they were betrayed inside the walls of their own catacomb.

The tale speaks of Masudi and Makani Elia, a pair of capable brothers, eager for adventure. While their exploits were legendary, it is the end of their story that carries on hundreds of years later. It was said the pair, along with some companions, defeated a powerful being, but they were unable to destroy it. One of their companions was killed in the process, and another retired, eager for a simpler, quieter life. It was the brothers' intention to seal the creature away where it could do no more harm. Enlisting the help of some capable magic users, the brothers entered their family's catacomb and attempted to seal the creature inside. Things went to plan until some of the people the Elia brothers enlisted betrayed them. Masudi and Makani were murdered, their bodies left inside the complex. Their father, Khnurn, happened upon one of the traitors the day after the murders and inquired of his sons. Seeing the man in possession of some Elia family heirlooms, he knew something was wrong and summoned the guards, who quickly took the man and his companions into custody.

For many generations, some members of the Elia family argued someone should go into the complex to lay Masudi and Makani to rest, but others disagreed, stating the pair should not have entered the sacred space with ones so evil and disrespectful. Thus far the brothers have been left in the care of those who passed before them.

"While it is true, we gravebinders do not pass as easily amongst the dead as you hoped, I am aware of where information such as you are looking for may be found. My family has long possessed a book containing many secrets of the undead. My predecessors and I have found it to be of limited help here in the Necropolis, and it has gone unused for generations. If you are able to restore order here in the Necropolis by discovering and destroying the root of the problem so that we may once again lay our dead to rest, I would part with this book."

Why can't we have the book now?
"This book is a great treasure and has been entrusted to my family. I cannot bring myself to give it to just anyone, and my duty to the Necropolis and the people of Siwal comes before any other. If you wish the book, you will need to prove yourself by righting matters here."

What information does this book contain?
"It contains much lore on the foul darakhul and their ghoul kin. I have never bound myself to the tome to delve its full secrets for fear the hunger will consume me."

Why can't we speak with the leaders of the gravebinders?
"Panshal and Aiysha are consumed with their search for a ritual that may push back the undead and allow us to continue our sacred work."

A successful DC 16 Wisdom (Insight) check reveals Farra believes Panshal al-Marhji's research is a waste of time. If asked, Farra diplomatically states that she believes digging up the root of the problem would be a better solution than what Panshal and his daughter have proposed, but she isn't one to question or hinder the leader of the gravebinders. If the characters insist on speaking with Panshal and Aiysha, Farra relents, but the group is met by a frustrated pair consumed with their research.

Who else might know more of what goes on inside the walls of the Necropolis?
"Golemesh, our resident grave digger, knows much of what happens there, but I'm afraid recent events have him being rather reclusive. You could pay him a visit. If Shafiqa Siham were here, she might be of assistance, but I'm afraid it seems she has abandoned us, at least for now. Her brood might be able to provide some information, but I advise bringing an offering of fresh meat before approaching them."

Farra tells the characters that Golemesh's home sits against the Sun Gate on the eastern wall of the Grand Necropolis. She says Shafiqa Siham, the Matriarch of the Sphinxes, and her brood reside in a tower just north of the western gate, should they wish to speak with the sphinx. Unbeknownst to Farra, Shafiqa has not abandoned the necropolis at all. She is in search of assistance and has left a trusted ally in her place.

Do you have any idea what the problem may be?
"Perhaps it is restless spirits. Perhaps some greater fiend has gained control of the unquiet dead. I'm afraid if I knew the cause, I would have taken greater steps to correct it. Any assistance you can provide will be most helpful."

The Grand Necropolis of Siwal

The Grand Necropolis is located approximately 2,500 feet north of Siwal's Anubis Gate. Small, colorful houses and manors, homes of the gravebinders, stand on either side of the well-worn path leading from the city of the living to the city of the dead.

The Grand Necropolis is known for its size and for the famous heroes buried there, but it is also known for the many strange and elegant structures and "quarters" that divide the people into classes by their birth, even in death.

The streets and avenues are lined with white marble and brown bricks of clay jammed together over thousands of tombs and dozens of small shrines, mourning houses, and towering memorials. Both decrepit ruins and new-mortared stones are common sights.

Each statue, marker and obelisk is a work of art in and of itself, but the combination of each of these makes the Grand Necropolis a massive work of art that holds the stories of centuries of people.

In times past, the Grand Necropolis has been full of life during the day. Gravebinders and their families all work together to inter and care for the dead through mourning ceremonies, consecrations of graves, and various magical and mundane wards. They are a well-respected—and often feared—group of individuals, but even they abide by the law of the necropolis: under the sun, the living reign and may make what arrangements they will. After nightfall, though, the spirits, ghouls, and vampires hold their own court, and the living who dare enter are fair prey for those who stalk the shadows.

With the recent events, the dead within the Grand Necropolis have grown restless and wander at all hours of the day and night, heedless of the law of the necropolis. As the characters travel through the necropolis, you can roll a d20 and consult the Random Encounters in the Grand Necropolis table or choose an appropriate encounter to show the kinds of creatures, living and dead, that inhabit the necropolis.

Random Encounters in the Grand Necropolis	
d20	Encounter
1	1 group of mourners (1 **acolyte** with 3d12 **commoners**)
2	2 **sand silhouettes** (*Tome of Beasts*, p. 332)
3	1 **rotting wind** (*Tome of Beasts*, p. 330)
4	1d4 + 2 **ghouls** led by 1 **ghast**
5	A gang of gnoll slavers: 1 **gnoll slaver** (*Creature Codex*, p. 189), 1 **gnoll havoc runner** (*Tome of Beasts*, p. 230), 1d4 + 4 **gnolls**
6	1d3 **elementals**: **air** (1-34% chance), **earth** (35-66% chance), or **fire** (67-100% chance)
7	1d3 **ghuls** (see page 297)
8	2d6 **skeletons**, 2d6 **zombies**, and 1d6 **flesh reavers** (*Creature Codex*, p. 160)
9	1d2 **crimson mists** (*Creature Codex*, p. 67)
10	1 **vampire spawn** with 1d3 **wights**
11	A sinkhole filled with 2d4 swarms of **poisonous snakes**. Treat the sinkhole as a 10-foot-deep natural pit trap with a DC 12 Wisdom (Perception) check required to spot it.
12	2d4 **skull lanterns** (*Creature Codex*, p. 343)
13	1 junior gravebinder (use statistics of a **acolyte**) leading 2 **nobles** from Siwal in burial practices
14	1d6 **anubians** (*Tome of Beasts*, p. 24)
15	1d4 **edimmu** (*Tome of Beasts*, p. 165)
16	1d3 **owl harpies** (*Tome of Beasts*, p. 246)
17	2 **manabane scarab swarms** (*Tome of Beasts*, p. 374)
18	1 **nachzerer** (*Creature Codex*, p. 272)
19	2d4 **clacking skeletons** (*Creature Codex*, p. 340)
20	1 **spirit lamp** (*Creature Codex*, p. 349) with 2 **mummies**

SPEAKING WITH GOLEMESH

Golemesh Abu Karim (N male **desert troll** [*Creature Codex*, p. 356]), a notable assistant to the gravebinders, is a troll tasked with digging the graves and watching over the Grand Necropolis by night. Golemesh is, for the most part, content with his task. Though he is a living inhabitant of the Necropolis, the restless undead inside the walls leave Golemesh out of their nightly hunts, due in no small part to his association with the gravebinders and his indifferent attitude toward grave robbers—such thieves never live

THE SANDSTORM

If the characters spend at least an hour exploring the Grand Necropolis, they have a 10 percent chance of coming into contact with a magical sandstorm stirred up by the Ghul King's recent release. This chance increases by 10 percent for each hour they spend in the necropolis. A creature caught in the sandstorm must succeed on a DC 16 Constitution saving throw or take 21 (6d6) force damage and be blinded until 1 minute after it leaves the sandstorm. On a success, the creature takes half the damage and isn't blinded. In addition, a creature caught in the sandstorm must succeed on a DC 14 Wisdom (Survival) check or become disoriented and wander into a random section of the Necropolis. If half or more of the characters succeed on this check, they prevent their less fortunate companions from wandering away.

The sandstorm rages for 2 minutes.

long in the Grand Necropolis, and an eaten grave robber is one less grave Golemesh has to dig.

The undead have started attacking Golemesh during the day, and he can hear them scratching at his door at night. He finds the task of fending off creatures that formerly left him to his tasks frightening and disconcerting. As such, he has refused to patrol the grounds for the last several weeks and remains inside his dwelling. If the characters speak with him, they must do so through his door as he refuses to open it for anyone other than a gravebinder.

If the characters ask him about the recent stirrings of the undead, he recommends they speak with Shafiqa Siham, the Matriarch of the Sphinxes, as she prides herself on her knowledge of the Grand Necropolis both in current gossip and ancient secrets. He knows she is one of the other living inhabitants of the Necropolis who ordinarily enjoys freedom from the predation of the undead, and he warns she might also be holed up in her roost if the undead are ignoring the laws of the Necropolis. If the characters didn't get directions to the sphinx's residence from Farra, Golemesh tells them she can be found in a tower next to the sphinx statue by the western gate.

A successful DC 16 Charisma (Persuasion) check while asking Golemesh for information about the recent disturbances convinces the troll to admit he saw a ghast roaming the area near the Citizen's Graves a few weeks back. He was attacked not long after that and hasn't had a chance to report his findings to the gravebinders. He has since begun to doubt if he saw it there at all.

THE SPHINX ROOST

A red clay spire towers above the sphinx statue next to it. White and black marble stairs wind around it, terminating in a wide iron-railed platform. The tower is topped with a white minaret which holds an iron gate.

Shafiqa Siham and her small brood of gypsosphinxes usually reside at the top of this tower, though she

recently left the Grand Necropolis to find assistance for the problems within it. Concerned for her brood in her absence, Shafiqa sent word to **Sajeel** (N male undead gypsosphinx), who has been placed in charge in her absence. Shafiqa trusts Sajeel implicitly, the two having birthed several broods together while Sajeel was alive.

Sajeel knows the Grand Necropolis well. From his roost, he has seen undead coming and going from a mausoleum near the Citizen's Graves, and he has begun to feel the pull of the Ghul King from that area. For now, he has resisted exploring it further due to his promise to Shafiqa. He is hoping to discuss the matter with her upon her return. The members of Shafiqa's flock are neutral-aligned and desire the reestablishment of the law of the necropolis with the living holding the day and the dead the night. If the characters prove they are after the same goal, the gypsosphinxes are helpful.

The characters can learn what Sajeel knows with a successful DC 16 Charisma (Persuasion) check. A character that mentions the group is there on behalf of Farra Hidyati, a gravebinder, has advantage on the check. Alternatively, a character that offers Sajeel or the flock a slaughtered animal such as a goat or donkey has advantage on the check. In addition to information, Sajeel grants each character his Death-Defying Gift if they successfully answer one of his riddles (example riddles can be found in the *Tome of Beasts* on page 360). He doesn't venture into any crypts with the characters as he promised Shafiqa he would care for her flock in her absence.

If the characters attack Sajeel or any of the four **gypsosphinxes** (*Tome of Beasts*, p. 359) in the tower, the others come to its assistance and fight to the death to protect each other.

SAJEEL

Most of the feathers and fur of this undead gypsosphinx have decayed, leaving its leonine torso a desiccated husk of tattered skin stretched tight over bone. Similarly, his wings are comprised of a tattered membrane stretched over thin bones, and his vulture-like head is almost completely skeletal, with a fading red light remaining in his eyes.

Former consort to Shafiqa Siham, Matriarch of the Sphinxes in the Grand Necropolis of Siwal, Sajeel spends his years after death assisting her and her brood when he can. Sajeel often acts as Shafiqa's informant of the goings-on of the necropolis after the sun sets as the living gypsosphinx can't roam beyond her tower at night by the law of the necropolis.

Undead Nature. Sajeel doesn't require air, food, drink, or sleep.

SAJEEL

Large undead, neutral

ARMOR CLASS 16 (natural armor)

HIT POINTS 127 (15d10 + 45)

SPEED 30 ft., fly 40 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	14 (+2)	16 (+3)	18 (+4)	14 (+2)	18 (+4)

SKILLS Arcana +7, History +7, Religion +7

DAMAGE RESISTANCES bludgeoning, piercing, and slashing from nonmagical attacks

DAMAGE IMMUNITIES necrotic, poison

CONDITION IMMUNITIES poisoned

SENSES truesight 60 ft., passive Perception 12

LANGUAGES Abyssal, Common, Darakhul, Sphinx

CHALLENGE 8 (3,900 XP)

Inscrutable. Sajeel is immune to any effect that would sense his emotions or read his thoughts, as well as any divination spell that he refuses. Wisdom (Insight) checks made to ascertain Sajeel's intentions or sincerity have disadvantage.

Magic Weapons. Sajeel's weapon attacks are magical.

Spellcasting. Sajeel is a 5th-level spellcaster. His spellcasting ability is Intelligence (spell save DC 15, +7 to hit with spell attacks). He requires no material components to cast his spells. Sajeel has the following wizard spells prepared:

Cantrips (at will): *mage hand, mending, minor illusion, poison spray*

1st level (4 slots): *comprehend languages, detect magic, identify*

2nd level (3 slots): *blur, darkness, locate object*

3rd level (2 slots): *dispel magic, glyph of warding, major image*

ACTIONS

Multiattack. Sajeel makes one bite attach and two claw attacks. If both claw attacks hit a Medium or smaller creature, the creature must succeed on a DC 14 Strength saving throw or take 12 (2d8 + 3) slashing damage and be knocked prone.

Bite. *Melee Weapon Attack:* +6 to hit, reach 10 ft., one target. *Hit:* 14 (2d10 + 3) piercing damage.

Claws. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 12 (2d8 + 3) slashing damage.

Death-Defying Gift. Sajeel gives a creature advantage on one saving throw of its choice for the next 24 hours. If the creature doesn't use this boon in that time, the creature regains 10 (3d6) hit points at the end of the 24 hours. A creature must finish a long rest before it can benefit from Sajeel's Death-Defying Gift again.

TROUBLE IN THE TOMBS

When the characters begin to investigate the Citizen's Graves in the southeastern section of the Grand Necropolis, they encounter some the Ghul King's followers.

A single obelisk is all that indicates the region of the necropolis known as the Citizen's Graves. Neat rows of simple headstones and plaques marked with names and dates line the avenue, leading toward some small but well-kept mausoleums.

Three **ghuls** (see page 297), undead versions of minor genies who display attributes of each of the major types of genie-kind, attack the characters, leaping from behind a nearby mausoleum. The ghuls have come from the Ghul King's catacomb via the vent to the second level to find more victims for their liege's growing army. When defeated, the characters find a chunk of a broken marker with "Q ELIA 4" engraved on it. This is what remains of Tariq Elia's grave marker and is a hint that there is something afoot in the old Elia crypt.

Farra Hidyati or another gravebinder can inform the characters of the location of Area 1 if they ask her about the Elia family or the family's crypt.

The vent to Area 19 in the second level of the catacomb can be found in this area of the Grand Necropolis with a successful DC 20 Wisdom (Perception) check. Alternatively, if the characters allow a ghul to escape, they can follow it to the vent with a successful DC 15 Wisdom (Survival) check.

DEATH FROM ABOVE

The first time the characters move about the Grand Necropolis when it is dark, they encounter owl harpies on the hunt.

Three **owl harpies** (*Tome of Beasts*, p. 246) descend on the characters, and, if they surprised the characters, they attempt to knock the characters unconscious with their Hovering Darkness action. Once a character is unconscious, two owl harpies carry one unconscious character back to their lair at the top of a crumbling, 40-foot-tall tower 100 feet away from where the owl harpies attack the characters. If more than one character is unconscious, the harpies take the character that appears the most well-fed. The remaining owl harpy follows them, hoot-screeching in delight. The characters can follow the fleeing owl harpies with a successful DC 12 Wisdom (Perception or Survival) check. Once back at their tower, the owl harpies prod and toy with their food before beginning their feast, unknowingly giving their victim's allies time to save the victim.

The tower housing the owl harpies' lair has crumbling stairs leading from the ground to a trap door on the roof. Climbing the treacherous stairs requires a successful DC 15 Dexterity (Acrobatics) check. Climbing the outside of the tower requires a successful DC 16 Strength (Athletics) check. A creature using a rope to climb out of the top of the tower has advantage on the check.

The owl harpy lair is strewn with offal-covered debris. A non-owl harpy creature in the lair must succeed on a DC 13 Constitution saving throw or be poisoned while it remains in the owl harpy lair. A successful DC 15 Wisdom (Perception) check and an hour of searching turns up a

crude map to Area 1 in the Citizen's Graves, 210 gp, 1,165 sp, 9,688 cp, and a platinum ankh worth 1,000 gp.

Searching the owl harpies after they have been defeated uncovers the following note:

> O my gentle allies, if it pleases you, bring what remains of your meals and playthings to my demesne beneath the house of Elia. I will reward you kindly in this life and in any lives that are gifted upon you hence.
>
> -Gahib Temuuri

The Ghul King's Catacomb

A few mausoleums sit amidst the headstones and obelisks of the Citizen's Graves, the oldest of which belongs to the Elia family. The well-worn Elia family crest, a sand lark in flight with a package in its talons, stands in bas-relief above the doorway to this large structure.

A great many generations ago, the Elia family, a prominent merchant family in the Free City of Siwal, had a catacomb built to inter their family line. Much of the structure was built below ground, but a chamber was built on the surface, serving both as an entry point and a future place of mourning. For generations, servitors of Anu-Akma, under the guidance of a gravebinder family, performed burial rights for the family, until the time came when the head of the Elia family declared the resting place full and ordered it sealed. The priests removed their tools, and the doors were closed, their inhabitants left to rest for all of eternity—or so it was thought.

Some generations later, two members of the Elia family, the brothers Masudi and Makani, were desperate to trap a powerful being they had encountered and were unable to defeat. They led a group of allies into the underground complex, hoping their ancestors could keep the evil at bay. While the being was successfully trapped, the pair was never seen again. The tale has since become one of consternation for the Elia family.

More recently, a group of human tomb robbers, eager for a daring tale to tell and some coin in their pockets, attempted a foray into the catacombs beneath the Grand Necropolis of Siwal. The quartet successfully made it some distance into the underground complex, but they inadvertently awoke the powerful entity trapped there. While the brothers Eqbal and Toufic attempted to request wishes from the creature before them, their companion Bita hung back, curious of this strange development. The fourth member of the group, a man named Sesh, had a bad feeling and attempted to slip away in his fright. The Ghul King, angry with his decades of imprisonment, quickly began to take his wrath out on the beings before him, rewarding them with eternal life as his servants. None of the tomb robbers left the complex alive.

Free of his imprisonment inside an urn, the Ghul King is amassing an army of undead, bringing any who are buried in the Necropolis back as his undead servants, attempting to enlist those who have already returned, and otherwise violating the laws of the Necropolis. Much to his own frustration, the Ghul King has been unable to control the spirits of the Elia family members inside his lair. If the characters wish to learn the secrets of *Anu-Akma's Book of the Hungering Dead*, they must defeat the Ghul King and restore order to the Grand Necropolis.

FEATURES OF THE GHUL KING'S CATACOMB

Unknown to most, the Elia family commissioned the catacomb to contain a large shrine to Anu-Akma, the patron of the family founder. For generations, the Elia family members, as well as their close friends and servants, were interred in the catacomb before it was closed. Not long after the catacomb was closed, the gravebinder family who oversaw the original construction and care of the Elia catacomb was exiled from the order for illicit dealings with the undead of the Grand Necropolis. Their holdings were subsequently burned to erase the stain of their betrayal, and the original records of the Elia family catacomb burned with them. The current gravebinder families are unaware of the expansiveness of the Elia family catacomb and of the Ghul King's recent activities.

Ceilings. The chambers of the catacomb are 20 feet high unless otherwise noted. The corridors have a ceiling height of 10 feet.

Doors. The few doors in the complex are solid stone slabs with AC 17, 27 hp, and a damage threshold of 15.

Lighting. In the past, priests of Anu-Akma used the *continual flame* spell to illuminate the catacomb. In the ages since the catacomb was abandoned, these magical lights have become less reliable but haven't gone out completely. Unless otherwise noted, the catacomb is considered to be dimly lit.

Sound. On the upper level of the catacomb, sound is strangely muted, making it difficult to hear what is happening from one area to another. A creature on the upper level has disadvantage on Wisdom (Perception)

checks to hear what is occurring outside of the room or corridor where it is located. Sound on the second level of the catacomb is normal.

Hazards. A **wraith** roams the complex. The characters have a 15 percent chance of encountering it each time they move from one area to the next, in addition to any other hazards in the area they are visiting. The wraith is what remains of the spirit of Masudi (N male **wraith**), a member of the Elia family who is eager to protect the complex from tomb robbers. He can't be controlled by the Ghul King and is outraged at the recent activity, attacking any creatures on sight. If a character is wearing the Elia family signet and possesses no Elia family treasure from inside the tomb, Masudi instead hesitates and asks in a painful rasp, *"Who are you, and what business do have here?"*

If the characters succeed on a DC 12 Charisma (Persuasion) check, Masudi details the complex for them, though he has no recent knowledge of the state of the lower bowl (Area 21), as he has been unable to enter it since the tomb robbers woke the creature within it. Masudi also advises the characters on other creatures inside the complex, but he doesn't mention the spirit of his brother in the treasure room (Area 7). If the characters have already encountered this creature and inquire about it to Masudi, he explains that is all that remains of his brother Makani.

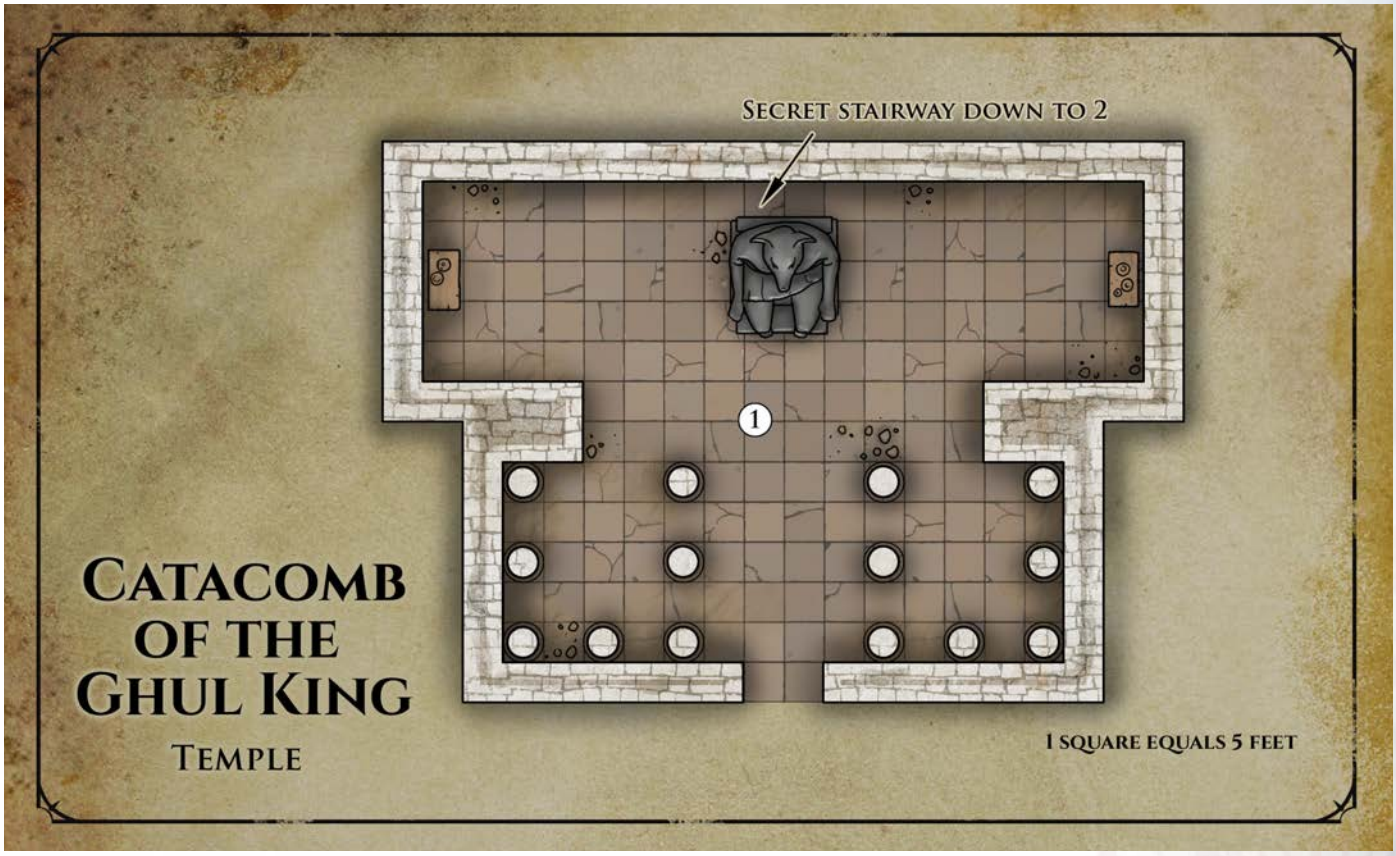
1. THE WAY DOWN

The floor of this mid-sized structure is covered in a thick layer of dust and sand. The front section of the chamber features fourteen support columns, which show signs of wear from the elements and time. The chamber itself is large enough to hold people paying their respects to the dead, though it shows little sign of any offerings or usage. A statue of a sitting jackal sits on a pedestal at the north end of the room.

A successful DC 12 Intelligence (Investigation) check reveals a small, hidden lever at the jackal's foot which causes the statue and pedestal to swivel to the left, revealing a spiral stair.

The stone gives way to reveal a set of sandstone stairs spiralling down into the depths of the necropolis. The stairs have seen little use in recent years and have begun to crumble. The cold walls of the stairwell are smooth, except for the etchings of jackals appearing every twenty feet. Any light from the world above quickly fades and dust and sand hang in the stale air.

Detailed carvings of jackals have been etched into the descending stairwell. In some carvings, the creatures



appear poised to attack, while in others they are lying next to a pile of treasure.

The sand-covered stairs have begun to crumble. A creature that moves faster than half its walking speed must succeed on a DC 13 Dexterity saving throw or slip down the stairs, taking 10 (3d6) bludgeoning damage before catching itself. The damage can be halved if another creature succeeds on a DC 10 Strength (Athletics) check to catch the falling creature. A creature that uses the Dash action while descending the stairs has disadvantage on the saving throw.

2. ENTRY CHAMBER

The stairwell opens into a modest chamber. Smooth, interlocking sandstone bricks form the walls of this room while the floor is covered in a fine, golden sand. The face of a stone jackal protrudes from the north wall, while the west wall has been intricately carved with images of jackals surrounding a humanoid figure with a jackal head.

When a creature steps within 10 feet of the jackal figurehead on the wall, it says *"Be gone from this place"* in ancient dialects. A successful DC 10 Intelligence (History) check reveals the languages to be early dialects of Common and Nurian.

Secret Doors. A successful DC 12 Wisdom (Perception) check notices secret doors on the north and east walls. The west wall is carved with depictions of Anu-Akma along with a dozen jackals. The jackals are pressure sensitive and correspond to the jackals etched into the walls of the spiral stair used to enter this chamber. In order to open the secret door on the east wall, the pressure-sensitive jackals must be pressed in the same order they are encountered in the stairwell, starting from the top. A successful DC 15 Intelligence (Investigation) check discerns the order the jackals must be pressed. If the jackals are pressed in any other order, the secret door to the north opens, unleashing two swarms of **fire dancers** (*Tome of Beasts*, p. 373), which fight to the death.

Treasure. A successful DC 15 Wisdom (Perception) check while searching the sand-covered floor discovers a *decanter of endless water*.

Scything Blades Trap. Two jackal-headed humanoid statues sit in alcoves at the end of the hallways between Areas 2 and 3. The southern corridor contains a trap. When a creature steps on a hidden pressure plate at the western end of the corridor, scythe-like blades slice back and forth out of the cracks between the stone blocks that comprise the corridor. The trap activates when more than 20 pounds of weight is placed on the pressure plate, causing the blades to spring out once per round for 10 rounds. The blades make a melee attack with a +8 bonus against all targets in the corridor (vision is irrelevant to this attack roll). If there are no targets in the area, the blades don't hit anything. A target that is hit takes 22 (4d10) slashing damage. The trap has disadvantage on its attack roll against a creature that spends at least two rounds examining the trap in action before entering the corridor. Once the trap has run for 1 minute, it resets with an audible click.

Prevention. A successful DC 15 Intelligence (Investigation) or Wisdom (Perception) check spots the pressure plate and the wider-than-normal cracks between the stones. Wedging an iron spike or other object under the pressure plate prevents the trap from activating. A successful DC 17 Intelligence (Investigation) check finds an access panel to the trap mechanism in the base of the eastern statue at the opposite end of the corridor. Dismantling this mechanism permanently disables the trap.

3. FORBIDDING ANTECHAMBER

The remains of a creature are scattered about this antechamber. Pieces of ripped and tattered clothing are mixed among the mess of bones and bloodstains.

This chamber holds the remains of a member of an adventuring group eager to explore the wonders of the hidden depths of the necropolis. After his companions attempted to bargain with the powerful entity they released, this member of the group, once named Sesh, attempted to flee the depths of the catacomb while his companions fell prey to the creatures within it, but he wasn't quite fast enough to escape the **wraith** that haunts the halls.

Treasure. Characters who take the time to search the chamber discover four usable arrows, a dagger, a *ring of protection*, and 5 gp.

4. HYPOSTYLE COURTYARD

The far sandstone wall of this large chamber has been carved with countless images and inscriptions, many of which have been defiled. Pillars line the other walls of the chamber. Bones are scattered about the northwest corner of the chamber.

This courtyard's floor and walls are made of cracked and crumbling sandstone slabs. The north wall of this chamber is engraved with depictions of the temple's original purpose. The images depict the dead being carefully embalmed and wound in traditional wrappings with a larger image of Anu-Akma holding a scythe curved to resemble an ankh, watching over the funerary processes.

DOWN TO 12
11
9
10
11
10
8
10
10
ILLUSORY WALL
6
7
5
4
3
2
UP TO 1
CATACOMB OF THE GHUL KING
LEVEL 1
N
1 SQUARE EQUALS 5 FEET

Alterations to some of the engravings appear to show some of the dead rising again as ghouls and spirits. A successful DC 10 Intelligence (History or Religion) check recognizes Anu-Akma as the judge of the dead and the guardian of tombs.

The other three sandstone walls of the chamber are plain. The tall, wide pillars around the room are spaced five feet apart, almost touching the walls. A successful DC 12 Wisdom (Perception) check reveals the two northern pillars are not quite the same as the others in chamber, having been added some decades after the structure was constructed. Squeezing past the pillars allows access to the outer edges of the upper catacomb where some of the Elia family's bodies were interred long ago.

As the characters explore this chamber, the sand and dust on the floor whirls into the forms of four **anubians** (*Tome of Beasts*, p. 24) which attack any interlopers but don't move beyond the confines of the courtyard.

Humanoid bones, which bear obvious teeth marks, are scattered about the northwest corner of the room. The floor shows signs of discoloration, but it is clear whatever happened here happened long ago. These are the remains of Masudi Elia, one of the people who attempted to trap the Ghul King in this complex. When his companions turned on him, eager to loot the resting place for its treasure, he bravely fought to the death and now haunts the complex as a **wraith** (see Features of the Ghul King's Catacomb). The Ghul King is unable to control Masudi as a servitor, but what remained of his body was happily devoured by the king's minions. Destroying the Ghul King and interring Masudi's bones with the rest of the Elia family puts the spirit to rest.

5. CULT PLACE

The floor of this chamber is comprised of cracked and crumbling sandstone slabs. Carvings of mourners bent over bodies lying on the ground are engraved in the walls. Behind and above each depiction, a carving of a figure like that of the one lying on the ground watches over the grieving families.

This room has seen little use in years. Originally created as a place for mourners, friends, and family to congregate, it is now empty. The north wall has a short corridor leading to the next chamber.

6. ROOM OF TRUTH

The floor of this chamber is also comprised of cracked and crumbling sandstone slabs. The walls have detailed carvings depicting a body being judged by a jackal-headed figure.

The east wall of this chamber is illusory. A successful DC 16 Intelligence (Investigation) check determines the false nature of the wall and allows the character to see through the wall to the temple's treasure room (Area 7).

7. TREASURE ROOM

Six stone pillars, each holding a golden idol, stand along the far wall of this dusty side chamber. Each idol depicts the top half of a humanoid, holding an ostrich egg-sized gem. Piles of coin are heaped at the foot of each podium.

The floor of this rectangular chamber is dustier than many of the other rooms. Six pillars line the back wall, holding golden idols. The idols each appear to hold a different, perfectly egg-shaped gem: diamond, black opal, turquoise, amethyst, ruby, and sapphire. These stones are approximately six inches in height. The golden idols and the gems they hold are illusions; in reality, they are made of stone. A character that succeeds on a DC 16 Wisdom saving throw discovers this fact. If one of the gems is removed from the idol it is placed on, it disappears and the dust and sand on the floor of the treasure room coalesce and rise as a **bonepowder ghoul** (*Tome of Beasts*, p. 214). Time and inactivity have weakened this bonepowder ghoul. It has half the listed hit points (97 hp), it has lost its Turning Defiance, and it can cast only its at will spells. In addition, it can't use its Whirlwind action, and its Challenge Rating is reduced to 7.

The bonepowder ghoul is the remains of Makani Elia, one of the brothers who attempted to trap the Ghul King in the complex. Murdered by his companions and abandoned by his family, Makani's body lay dormant for decades until the Ghul King was released. Unbeknownst to much of the family, including Makani, his mother was unfaithful to her husband, and Makani is not a blood descendant of the Elia family. As such, the Ghul King was able to raise his body, but his dedication to his family has prevented the Ghul King from being able to control him. A mere shadow of his former self driven by the need to protect the catacomb, Makani cannot be reasoned with and fights to the death.

Treasure. Three brackish-tasting, but still potent, *potions of greater healing* are buried amidst the piles of ancient coin. They aren't considered part of the Elia family treasure and can be safely removed from the catacombs.

Elia Family Treasure. The ancient coins at the base of the pillars (totaling 1,900 gp, 7,000 sp, and 900 cp) were offerings to the family left by mourning friends, servants, and extended family. Though they don't bear the Elia family crest, the coins belong to the spirits of the family, securing their places in the afterlife. If the characters remove these coins from the catacombs, they are considered thieves and tomb robbers. For more details, see Development in Area 21.

8. INNER MOURNING CHAMBER

Fragments of dirty and tattered rugs lie scattered across the dusty sandstone.

This chamber is slightly smaller than the one before it. Once decorated with well-made rugs and pillows for those members of the Elia family wishing to await the delivery of their loved ones, the materials inside this chamber have long deteriorated, though the cool, dry climate inside the structure allows some evidence of their existence to remain. One of the filthy, tattered rugs in this chamber is actually a **rug of smothering**, placed by the Elia family as the crypt was sealed. It attacks any creature who stays in the room for more than 6 rounds unless that creature carries the Elia family signet ring.

9. CHAPEL

Dirt and sand are loosely heaped around the edges of this large, ornate chapel. The chapel itself is in ruins, and the splintered remains of its altar and furniture are scattered in the sand. A lone zombie stands next to a spiral stair case leading downward in the northeast corner of the expansive chamber.

The chapel of the Elia family was a beautiful work of art upon its creation, but the Ghul King's reign, and Kaya's ransacking of the room for her roost, has not done it any favors.

A lone **zombie** guards this chamber. While its clothing is tattered, the zombie appears to be less than a year old. This zombie was once Bita, a member of the adventuring group who woke Gahib Temuuri, the Ghul King. She watched eagerly as brothers Toufic and Eqbal propositioned the previously imprisoned creature and barely noticed Sesh flee. Her reward for freeing the Ghul King was less than that of the brothers. Now a mindless servitor of the Ghul King, Bita attacks any creatures within the chamber and makes every effort to prevent intruders from moving to the spiral staircase in the northeast corner.

Sand Storm Trap. This trap is activated when a creature steps on a hidden pressure plate in the center of the chamber, causing a magical sandstorm in the room. The trap activates when more than 20 pounds of weight is placed on the pressure plate, whipping the sand from the corners of the room into a sandstorm for 1 minute. The sandstorm fills the room. The sandstorm's area is heavily obscured, and exposed flames in the area are doused. The ground in the sandstorm is covered in moving sand and buffets of wind, making it difficult terrain. Each creature that starts its turn in the sandstorm's area must succeed on a DC 16 Dexterity saving throw or be knocked prone. A creature in the sandstorm that is concentrating on a spell at the start of its turn must succeed on a DC 16 Constitution saving throw or lose concentration. A flying creature in the sandstorm must land at the end of its turn or fall.

Once the trap has run for 1 minute, it resets, and the sand settles back in the corners of the room. The undead denizens of the catacomb are immune to the sandstorm and its effects.

Prevention. A successful DC 17 Intelligence (Investigation) or Wisdom (Perception) check spots the pressure plate as a slightly-raised floor tile in the center of the room. Wedging an iron spike or other object under the pressure plate prevents the trap from activating. A successful *dispel magic* (DC 13) cast on the pressure plate or on one of the piles of sand destroys the trap.

10. RESTING PLACE

Cracked and sandy sandstone tiles line the floor of this outer chamber. Broken bits of ceramic lay next to oily discolorations near the three western alcoves, each of which houses a stone sarcophagus. One sarcophagus has been broken open and mummified remains are scattered nearby. The eastern alcoves hold simple and unpainted sarcophagi.

Western Alcoves. Each of these alcoves, created to house the members of the Elia family, contain a carefully-painted stone sarcophagus that looks much like its inhabitant did in life. Unfortunately for the deceased, an adventuring group came across the sarcophagi, liberated what valuables they could find, and spread some of the remains across the chamber.

Eastern Alcoves. Each of these alcoves house a plain, stone sarcophagus. The detail work is not as intricate as those in the western alcoves. A successful DC 10 Intelligence (History) check discerns this area was for extended family members or well-regarded servants. The Ghul King has animated three of the bodies laid to rest, which are now **mummies**. A successful DC 13 Wisdom (Perception) check notices the doors on three of the sarcophagi are not sealed. A mummy bursts from its sarcophagus and attacks

if a character comes within 10 feet of the sarcophagus. If the characters haven't noticed the open sarcophagi, the mummy has surprise. After one mummy attacks, the remaining two leave their sarcophagi and attack on the next round. For an additional challenge or if the characters dispatch the first mummy quickly, the hound of Tindalos in Area 11 instead appears from a corner of one of the alcoves, ambushing the characters while they are distracted with the mummies.

11. CHAMBERS OF NEEDS

Paintings on the walls of these chambers depict the deceased celebrating and dining in the afterlife, surrounded by their worldly belongings.

Once filled with personal effects, gold, and even food for those interred in the necropolis, these two small chambers are empty, cleared of valuables by the Ghul King's minions. The **hound of Tindalos** (*Creature Codex*, p. 221) that has been stalking the characters since their exit from the Shadow Realm to the Mortal Realm makes its appearance here, stepping from the corners of one of these chambers and attacking. The hound fights to the death.

12. FLOATING CHAMBER

Chunks of rumble of various sizes are scattered about this round chamber, and the floor shows signs of abuse. The stone floor is cracked and broken in countless spots.

This large, round room is filled with different-sized rubble and rock. A successful DC 16 Wisdom (Perception) check reveals the ceiling, which is 30 feet high, has suffered from the same abuse as the floor with large pieces of stone work cracked or crumbling. The entire floor of this chamber is considered difficult terrain.

Gravity Well Trap. This trap is activated when a creature steps within 20 feet of a fist-sized rock in the center of the room. A creature within 5 feet of the stairwell or the doorway to Area 13 doesn't activate the trap and isn't affected when it triggers.

When the trap activates, the gravity in Area 12 is reversed. Each creature in the area that isn't anchored to the ground when the trap activates falls upward and must succeed on a DC 16 Dexterity saving throw or take 10 (3d6) bludgeoning damage from the flying debris. Each creature in the area that isn't anchored to the ground also takes falling damage from falling into the ceiling. The gravity remains reversed for 5 rounds. Each creature that starts its turn on the ceiling while the gravity is reversed must make a DC 16 Strength saving throw, taking 5 (2d4) force damage on a failed save, or half as much damage on a successful one. A creature on the ceiling treats the cracked and broken surface as difficult terrain when walking across it. After the trap has run for 5 rounds, affected objects and creatures fall back down to the floor, and each creature must succeed on a DC 16 Dexterity saving throw or take 10 (3d6) bludgeoning damage from the flying debris. Each creature that falls from the ceiling to the floor takes falling damage as normal. After 1 minute, the trap resets and can trigger again if there is a creature within 20 feet of the fist-sized rock in the center of the room.

Prevention. A successful DC 20 Intelligence (Investigation) or Wisdom (Perception) check notices a peculiar, fist-sized rock in the center of the room that is adhered to the floor with a milky-white substance. The DC is reduced to 15 when the trap activates, and the observer notes the rock is the only rock on the floor of the room that doesn't move when the gravity is reversed. A successful *dispel magic* (DC 15) cast on the rock destroys the trap. Alternatively, dissolving the *sovereign glue* holding the rock to the floor, such as with *universal solvent*, destroys the trap.

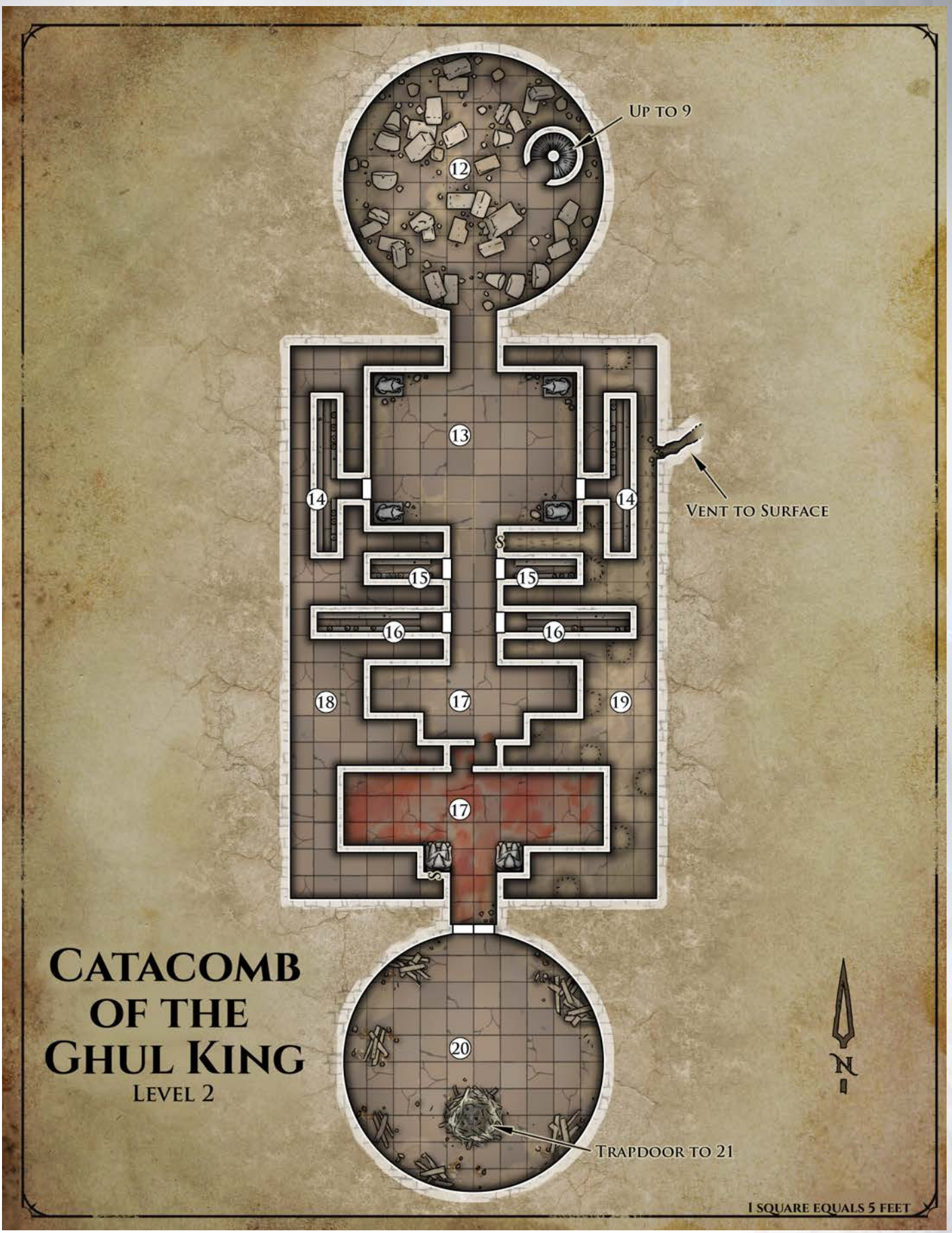
13. CHAMBER OF FOOLS

The floor of this large chamber is heavily worn, and a large, defaced jackal statue stands in each corner. In addition to a wide corridor opening on the south wall, two doors exit this chamber on the east and west walls.

Toufic and Eqbal were part of an adventuring group that made their way into the catacomb some months ago. The band had been traveling together for some time, performing all manner of misdeeds and adventures, when they visited a tavern in Siwal. It was here the brothers overheard a drunken Gamal Elia speaking of his family's tomb and the curse upon it. The pair plied the man with more liquor and discovered the location of the catacomb, licking their lips greedily at the mention of all the supposed treasure locked inside. With one final drink, Toufic and Eqbal left their drinking companion and began to plot their own foray into the Elia crypt.

The brothers (both CE male **ghasts**) have since been slain and turned into undead under the control of the Ghul King. Though they occasionally leave the catacomb via the secret door and the vent in the outer chamber, they spend the majority of their time here. They attack any intruders and fight to the death for their master. If any of the ghuls from the upper Necropolis escaped their encounter with the characters, they can be found in this area as well.

Secret Door. The cleverly hidden secret door in the hallway exiting this chamber can be located with a successful DC



Catacomb of the Ghul King

Level 2

16 Wisdom (Perception) check. The door is carved out of the interlocking stones of the wall and disguised to blend seamlessly into the stonework. A successful DC 14 Intelligence (Investigation) check locates the small catch at the bottom of the secret door, which allows it to open. The door swings out, into the outer chamber (Area 19), and faint sand tracks lead from the doorway to the vent to the surface.

14, 15, 16. INTERMENT ALCOVES

A wide ledge extends along one wall in this long, narrow room, and shelves holding empty canopic jars and some scraps of linen sit along the opposite wall.

Work-height ledges wide enough to hold a body run along the walls of each of these rooms. The rooms were used to prepare bodies for the afterlife. It was here the priests of the catacombs removed the internal organs of the deceased, sealing them in canopic jars, then removed all moisture from the body before carefully wrapping the remains with long strips of linen. Many a burial right was performed in these chambers, but the only evidence that remains of the rooms' original purpose are some empty canopic jars and a few scraps of linen.

If the characters didn't enter Areas 10 or 11, the hound of Tindalos makes its appearance in one of these chambers.

17. GHASTLY FEASTHALL

The midpoint of this room narrows and twists, separating the two halves of the chamber. The stone walls of this two-part chamber are engraved with hieroglyphics. The stone floor and walls are smeared with blood and a few skeletal figures lie abandoned against the walls of the chamber.

The ghasts in Area 13 managed to capture several victims from those visiting the necropolis above and brought them into these chambers via the secret passage. The victims have been picked over, leaving nothing but gnawed bones.

When the characters enter this chamber, the skeletal figures stand and attack. There are ten skeletons among the piles of gnawed bones in the two halves of the chamber. The skeletons in the half-chamber where the characters aren't fighting arise at the sound of fighting and arrive on the second round of combat.

Secret Door. Two jackal-headed humanoid statues sit on pedestals on the south wall of this chamber on either side of a wide corridor. They have been smeared with blood and defaced with claw marks. A secret door sits behind the western statue, which can be located with a successful DC 16 Wisdom (Perception) check. Like the secret door in Area 13, this door has been carved out of the interlocking stones of the wall to blend seamlessly into the stonework. A successful DC 14 Intelligence (Investigation) check locates the small catch just behind the statue, which allows the door to open. The door swings out, into the outer chamber (Area 18).

18. WEST OUTER CHAMBER

This chamber is much darker than the others and is strangely devoid of dirt or sand. The floor is made of small lapis tiles.

Unlike other areas of this complex, this chamber is devoid of any light. This outer chamber has remained undiscovered by the denizens of the complex. The Ghul King believes the chamber might exist due to watching his minions through his *crystal ball* as they explored the catacombs, but he has been unconcerned with how to access it. If sealed, this chamber is secure should the characters decide to rest in it. If the characters disappear from the Ghul King's *scrying* in Areas 13 and 17, he sends his remaining servitors to watch the areas and ambush them once they exit the hidden area.

19. EAST OUTER CHAMBER

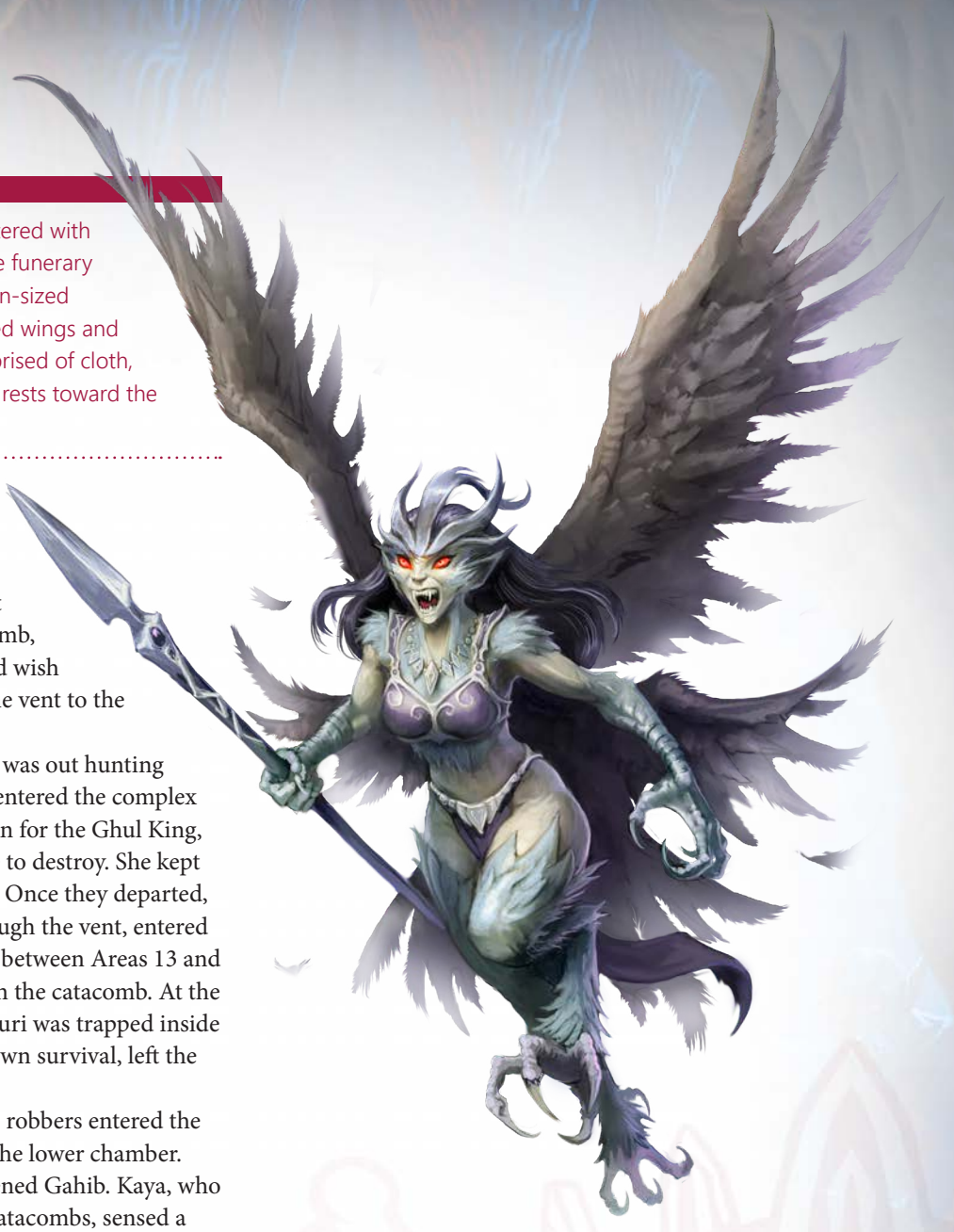
This chamber is much darker than the others. Sand dusts the lapis-patterned tile floor of this outer chamber. A small pile of sand rests at the opening of a vent on the northeast wall.

Kaya once used a section of this chamber as her nest, but most signs of her presence here are long gone, her belongings and nesting material since moved to Area 20. A successful DC 18 Wisdom (Perception) check locates a *feather token (whip), brooch of shielding*, and a total of 72 pp in a small pile of feathers and straw in the corner near the vent—what remains of Kaya's nest.

Vent. A small opening on the east wall of this outer chamber is a narrow vent leading to the surface. The vent is wide enough for a Medium or smaller creature to traverse. It is built of sandstone, and some loose sand lines its walls and rests at the foot of the opening. The vent steeply climbs approximately 70 feet to the surface of the necropolis. A creature that climbs into the vent to get in or out of the catacombs must succeed on a DC 10 Strength (Athletics) check or slide down the shaft, taking 21 (6d6) bludgeoning damage. If another creature is below the falling creature in the shaft, that creature can succeed on a DC 12 Strength (Athletics) or Dexterity (Acrobatics) check to stop the falling creature's descent. If successful, both creatures take half the damage.

20. KAYA'S ROOST

The floor of this circular chamber is littered with smashed ceramic, broken wood, brittle funerary wrappings, and grey feathers. A human-sized female figure with pure white-feathered wings and light brown skin stands in a nest comprised of cloth, wooden beams, and other debris that rests toward the rear of the chamber.



Kaya (NE female vampiric owl harpy) has been using this chamber as her home since Gahib Temuuri awoke. Prior to his release, Kaya kept to the outer areas of the lower catacomb, seeking refuge from those who would wish her harm and surfacing to feed via the vent to the surface in Area 19.

Approximately 100 years ago, Kaya was out hunting when a group of powerful explorers entered the complex and created the lower bowl as a prison for the Ghul King, a powerful creature they were unable to destroy. She kept her distance and evaded their notice. Once they departed, Kaya returned to the catacombs through the vent, entered the complex through the secret door between Areas 13 and 19, and explored the chambers within the catacomb. At the time of her exploration, Gahib Temuuri was trapped inside his urn, and Kaya, interested in her own survival, left the chambers alone until recently.

A few months ago, a group of tomb robbers entered the catacombs and made their way into the lower chamber. During their exploration, they awakened Gahib. Kaya, who had long resided in the walls of the catacombs, sensed a change and tried to enter the main areas of the catacombs through the secret door only to find herself unable to do so. With his awakening, Gahib Temuuri now resided inside the inner catacombs, and without his permission, Kaya was unable to move about freely. Intrigued, but concerned, Kaya contemplated fleeing the complex.

It was then the Ghul King appeared before her and the open secret door. He attempted to enter the outer chamber, only to discover he was unable to leave the main area of the complex. The two studied each other curiously. In the end, Gahib invited Kaya to enter his new dwelling and enlisted her assistance, promising her an unending feast once he assumes control of the entire necropolis.

Eager to improve her circumstances, Kaya moved into the more comfortable chamber and has been doing the Ghul King's errands outside of the walls of the lower chambers ever since.

If she becomes aware of the characters as they explore the second level of the catacomb, Kaya uses her Children of the Tombs action and lies in wait with the swarms to ambush the characters as they enter Area 20. Kaya defends the entrance to Area 21 hidden beneath her roost, but her loyalty to the Ghul King is not absolute. She attempts to flee through the vent in Area 19 or bargain if she is reduced to half of her hit points or fewer.

In exchange for her freedom if captured, Kaya tells the characters the Ghul King is confined to the complex and has servitors to do his bidding outside the walls. She warns that he is capable of animating any corpses left in the complex. A successful DC 15 Charisma (Intimidation or Persuasion) check convinces her to tell them the Ghul King was brought to the complex by a group of capable individuals while trapped in a container of some sort. She isn't sure what the container looks like as she did not witness his release from it.

KAYA, VAMPIRIC OWL HARPY

Medium undead, neutral evil

ARMOR CLASS 16 (natural armor)

HIT POINTS 97 (13d8 + 39)

SPEED 20 ft., fly 80 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
12 (+1)	20 (+5)	16 (+3)	11 (+1)	14 (+2)	14 (+2)

SAVING THROWS Dex +8, Wis +5

SKILLS Performance +8, Stealth +8 (+11 while flying)

DAMAGE VULNERABILITIES thunder

DAMAGE RESISTANCES necrotic; bludgeoning, piercing, and slashing from nonmagical attacks

CONDITION IMMUNITIES charmed

SENSES blindsight 60 ft., passive Perception 12

LANGUAGES Abyssal, Common, Giant

CHALLENGE 8 (3,900 XP)

Dissonance. Kaya can't use her blindsight while deafened

Regeneration. Kaya regains 10 hit points at the start of her turn if she has at least 1 hit point and isn't in sunlight or running water. If Kaya takes radiant damage or damage from holy water, this trait doesn't function at the start of her next turn.

Innate Spellcasting (3/Day). Kaya can innately cast darkness, requiring no material components. Her innate spellcasting ability is Charisma (spell save DC 13).

Vampire Weaknesses. Kaya has the following flaws:

Forbiddance. Kaya can't enter a residence without an invitation from one of the occupants.

Harmed by Running Water. Kaya takes 20 acid damage if she ends her turn in running water.

Stake to the Heart. If a piercing weapon made of wood is driven into Kaya's heart while she is incapacitated in her nest, she is paralyzed until the stake is removed.

Sunlight Hypersensitivity. Kaya takes 20 radiant damage when she starts her turn in sunlight. While in sunlight, she has disadvantage on attack rolls and ability checks.

ACTIONS

Multiattack. Kaya makes four attacks: two with her claws and two with her talons.

Claws. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. *Hit:* 10 (2d4 + 5) slashing damage plus 3 (1d6) necrotic damage.

Talons. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. *Hit:* 12 (2d6 + 5) slashing damage.

Bite. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one willing creature, or a creature that is grappled by Kaya, incapacitated, or restrained. *Hit:* 8 (1d6 + 5) piercing damage plus 10 (3d6) necrotic damage. The target's hp maximum is reduced by an amount equal to the necrotic damage taken, and Kaya regains hp equal to that amount. The reduction lasts until the target finishes a long rest. The target dies if this effect reduces its hp maximum to 0. A humanoid slain in this way and then buried in the ground rises the following night as a vampire spawn under Kaya's control.

Luring Song. Kaya sings a magical melody. Every humanoid and giant within 300 feet of her that can hear the song must succeed on a DC 14 Wisdom saving throw or be charmed until the song ends. Kaya must use a bonus action on her subsequent turns to continue singing. She can stop singing at any time. The song ends if Kaya is incapacitated.

While charmed by Kaya, a target is incapacitated and ignores the songs of other harpies. If the charmed target is more than 5 feet away from Kaya, the target must move on its turn toward Kaya by the most direct route, trying to get within 5 feet of Kaya. It doesn't avoid opportunity attacks, but before moving into damaging terrain, such as lava or a pit, and whenever it takes damage from a source other than Kaya, the target can repeat the saving throw. A charmed target can also repeat the saving throw at the end of each of its turns. If the saving throw is successful, the effect ends on it. A target that successfully saves is immune to Kaya's Luring Song for the next 24 hours.

Children of the Tombs (1/Day). Kaya magically calls 1d4 swarms of insects or 1 swarm of poisonous snakes, provided she is in a crypt or tomb. While outdoors in the necropolis, Kaya can call 4d6 hyenas or jackals instead. The called creatures arrive in 1d4 rounds, acting as Kaya's allies and obeying her spoken commands. The creatures remain for 1 hour, until Kaya dies, or until Kaya dismisses them as a bonus action.

Once the characters have defeated Kaya, they can move the pieces of her roost to discover a large trapdoor in the floor of this chamber. An old ladder leads 30 feet down to a dimly lit chamber.

21. THE GHUL KING'S LAIR

This bowl-shaped chamber appears to have been magically hewn from rock. The floor is covered with broken relics and wonders, including a broken funerary barge. A tall pedestal on a platform in the northwest corner holds a glowing, unbroken crystal ball. Next to it, a tall, thin figure with green skin and red eyes smiles maliciously. He wears a cream and black turban, and his black cloak flares at the hemline and moves as though being ruffled by a constant breeze.

This circular chamber stretches 70 feet in diameter, is dimly lit by the glow from the crystal ball, and is littered with broken treasures. Gahib Temuuri's prison is a mockery of the treasure vault he loved in life. A ruined barge sits broken atop a pile of debris. The wreckage of countless other ruined wonders lies scattered across the floor and piled up against the walls, creating a hazardous expanse for those seeking to move swiftly across it. The floor of the chamber is difficult terrain except for the raised dais, which holds the stone pedestal and the crystal ball. The dais extends 10 feet in all directions from the stone pedestal. Gahib Temuuri has been commanding his

minions to collect what treasures they can find from inside the walls of the catacomb. The King's rage with being unable to leave the complex has resulted in him destroying much of what has been brought to him.

A stone pedestal stands in the northwestern section of the room holding a glowing sphere of unbroken crystal. This sphere functions as a *crystal ball* except it can be used only to scry on the Ghul King's minions and on the parts of the catacombs the minions have explored. Standing at the crystal is the painfully thin form of **Gahib Temuuri, the Ghul King** (NE male undead). He has been using the *crystal ball* to watch the characters' journey through the catacombs and isn't surprised to see them.

LAIR ACTIONS

On initiative count 20 (losing initiative ties), the Ghul King takes a lair action to cause one of the following magical effects; the Ghul King can't use the same effect two rounds in a row:

- The Ghul King raises a corpse using animate dead in any chamber he can see in his crystal ball, expending a daily use of the spell as normal. If he has no uses of animate dead remaining, roll a die. On an odd result, he casts the spell successfully and must finish a short rest before he can use this lair action again. On an even result, he fails. The animated ally joins the fight in 1d2 rounds.
- Bolts of blue-white lightning arc from a point on the ground the Ghul King can see within 120 feet of him. Each creature within 10 feet of that point must make a DC 15 Dexterity saving throw, taking 14 (4d6) lightning damage on a failed save, or half as much damage on a successful one. If a creature fails the saving throw, the Ghul King regains 10 (3d6) hit points.
- A whirlwind of sand surrounds the Ghul King, and ranged attack rolls against him have disadvantage while the whirlwind persists. Each creature within 10 feet of the Ghul King when the whirlwind appears must make a DC 15 Strength saving throw. On a failure, a creature takes 10 (3d6) bludgeoning damage and its speed is halved while the whirlwind persists. On a success, a creature takes half the damage and its speed isn't reduced. The whirlwind persists until initiative count 20 on the next round.

GAHIB TEMUURI, THE GHUL KING

Large undead (shapechanger), neutral evil

ARMOR CLASS 17 (natural armor)

HIT POINTS 126 (12d10 + 60)

SPEED 30 ft., fly 90 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	15 (+2)	20 (+5)	15 (+2)	10 (+0)	19 (+4)

SAVING THROWS Con +9, Wis +4

SKILLS Arcana +6, History +6, Perception +4

DAMAGE RESISTANCES cold, lightning, thunder; bludgeoning, piercing, and slashing from nonmagical attacks

DAMAGE IMMUNITIES necrotic, poison

CONDITION IMMUNITIES charmed, exhaustion, frightened, paralyzed, poisoned

SENSES darkvision 120 ft., passive Perception 14

LANGUAGES Auran, Common, Nurian

CHALLENGE 10 (5,900 XP)

Imprisonment. If his urn is intact when he is destroyed, the Ghul King gains a new body in 1d10 days, regaining all his hp. The Ghul King does not become active again until the lid is removed from his urn. After the lid is removed, the Ghul King's new body appears within 5 feet of the urn.

Legendary Resistance (3/Day). If the Ghul King fails a saving throw, he can choose to succeed instead.

Sandy Form (Sandstorm Form Only). The Ghul King can enter a hostile creature's space and stop there. He can move through a space as narrow as 1 inch wide without squeezing. A creature that starts its turn in the Ghul King's space must succeed on a DC 16 Constitution saving throw or be blinded until the start of its next turn.

Shapechanger. The Ghul King can use his action to polymorph into a Large swirl of sand and wind or back into his true form, which is undead. His statistics are the same in each form, except he has immunity to bludgeoning, piercing, and slashing damage from nonmagical attacks and can't cast spells while in sandstorm form. Any equipment he is wearing or carrying transforms with him. He reverts to a pile of sand that trickles into his urn if he dies. If the urn isn't intact when he dies, he crumbles to dust instead.

Turn Resistance. The Ghul King has advantage on saving throws against any effect that turns undead.

Innate Spellcasting. The Ghul King's innate spellcasting ability is Charisma (spell save DC 16, +8 to hit with spell attacks). He can innately cast the following spells, requiring no material components.

At will: *chill touch, detect evil and good, detect magic, ray of frost*, silent image, thunderwave*

3/day each: *animate dead, fear, gust of wind*, shatter*, tongues, wind walk*

1/day each: *creation, insect plague, invisibility, major image, telekinesis*

*if using the *Midgard Heroes Handbook*, replace the indicated spells with *wind lash, rolling thunder*, and *wind tunnel*, respectively

ACTIONS

Multiattack. The Ghul King makes two shocking touch attacks

Shocking Touch. *Melee Spell Attack*: +8 to hit, reach 5 ft., one target. *Hit:* 10 (3d6) lightning damage. The target must succeed on a DC 16 Constitution saving throw or be incapacitated until the end of its next turn.

Sandstorm (Sandstorm Form Only; Recharge 4–6). Each creature in the Ghul King's space must make a DC 16 Strength saving throw. On a failure, a creature takes 35 (10d6) bludgeoning damage and is restrained while the Ghul King is in sandstorm form and the creature is in the Ghul King's space. On a success, a creature takes half the damage and isn't restrained. A creature within 5 feet of the Ghul King can take its action to pull a creature out of the Ghul King's sandstorm. Doing so requires a successful DC 16 Strength check, and the creature making the attempt takes 10 (3d6) bludgeoning damage.

LEGENDARY ACTIONS

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

At-Will Spell. The Ghul King casts one at-will spell from his list.

Shocking Touch (Costs 2 Actions). The Ghul King uses his shocking touch.

Conjure Air Elemental (Costs 2 Actions, 1/Day). The Ghul King conjures an air elemental into an unoccupied space he can see within 30 feet of him. This action works like the conjure elemental spell, except the elemental appears immediately and lasts for up to 1 hour without requiring the Ghul King to concentrate on the spell.

Trapping the Ghul King. A faint wisp of smoky vapor trails from the Ghul King. A successful DC 16 Intelligence (Investigation) or Wisdom (Survival) check can determine the vapor is always drifting in the same direction, regardless how the Ghul King is oriented. If the characters are in combat with the Ghul King, this DC is reduced by 1 each round as his movements in combat draw more attention to the trail. The trail leads to an unsealed blue urn ringed with jagged gold bands half-buried under a pile of gold coins; the Ghul King's prison. A character can take an action to pull the urn free of the coins. The urn's lid lies on a pile of rubble 10 feet away.

With the urn and lid in hand, a character can use an action to clamp the two pieces together, requiring a successful DC 17 Strength check. When the urn is closed, the Ghul King takes 2d6 radiant damage and is trapped inside, powerless to affect the outside world.

If the Ghul King is trapped in his urn, the character who succeeded on the Strength check must succeed on a DC 16 Wisdom saving throw or be cursed to hunger for raw meat. If the cursed character doesn't eat at least 1 pound of raw meat every 24 hours, the character gains 1 level of exhaustion. The cursed character can repeat the Wisdom saving throw when it finishes a long rest, ending the curse on itself on a success.

Smashing the Ghul King's Prison. The Ghul King's urn has AC 17, 27 hp, and a damage threshold of 10. If the urn is broken, the Ghul King is blasted with magical energies, shrinks, and appears drained of color and vigor. If he is trapped in the urn at the time the vessel is broken, he is released. In either event, use his "weakened" statistics. If he cast an innate spell in his non-weakened form, he doesn't regain a use of that spell when he changes to his weakened form. If he conjured an air elemental in his non-weakened form and it is still alive when he is weakened, the elemental continues to obey him. The weakened Ghul King can't use lair actions. If he and the urn are destroyed or if he dies while in this weakened state, only a *wish* spell can return the Ghul King to power and un-life.

GAHIB TEMUURI , THE GHUL KING (WEAKENED)

Medium undead, neutral evil

ARMOR CLASS 16 (natural armor)

HIT POINTS 93 (11d8 + 44)

SPEED 30 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	15 (+2)	18 (+4)	15 (+2)	10 (+0)	19 (+4)

SKILLS Arcana +5, History +5, Perception +3

DAMAGE RESISTANCES cold, lightning, necrotic, thunder; bludgeoning, piercing, and slashing from nonmagical attacks

DAMAGE IMMUNITIES poison

CONDITION IMMUNITIES charmed, exhaustion, frightened, paralyzed, poisoned

SENSES darkvision 90 ft., passive Perception 13

LANGUAGES Auran, Common, Nurian

CHALLENGE 8 (3,900 XP)

Sandblast. When Gahib Temuuri dies, he explodes in a forceful blast of wind and sand. Each creature within 5 feet of Gahib Temuuri must succeed on a DC 16 Dexterity saving throw or take 14 (4d6) force damage. If this damage reduces the target to 0 hp, its body, but not its clothing or belongings, is disintegrated. A disintegrated creature can be restored to life only by means of a *true resurrection* or a *wish* spell.

Turn Resistance. Gahib Temuuri has advantage on saving throws against any effect that turns undead.

Innate Spellcasting. Gahib Temuuri's innate spellcasting ability is Charisma (spell save DC 15, +7 to hit with spell attacks). He can innately cast the following spells, requiring no material components:

At will: *chill touch, detect evil and good, detect magic, ray of frost*, silent image, thunderwave*

3/day each: *animate dead, fear, tongues*

1/day each: *creation, insect plague, invisibility, major image, telekinesis*

*if using the *Midgard Heroes Handbook*, replace the indicated spell with *wind lash*

ACTIONS

Multiattack. Gahib Temuuri makes two touch of the grave attacks.

Touch of the Grave. *Melee Spell Attack*: +7 to hit, reach 5 ft., one target. *Hit:* 14 (4d6) necrotic damage. The target must succeed on a DC 16 Wisdom saving throw or be frightened for 1 minute. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

Treasure. While the room is littered with broken relics and treasures, characters who take the time to search the room can find 258 gp, 517 sp, 58 cp, 3 small stone holy symbols of Anu-Akma, a *circlet of blasting*, a *decanter of endless water*, a *potion of gaseous form*, and a *potion of greater healing*.

Elia Family Treasure. Some of the treasure the Ghul King's minions brought to him was from the surface, but much of it was from the catacomb itself. Each of the following items possesses the Elia family crest, a sand lark in flight with a package in its talons, either carved decoratively into it or built into the item's original design: several golden bracelets and armbands (worth 500 gp total), an ornately decorated golden plaque depicting the jackal-headed Anu-Akma (worth 2,500 gp), and a pair of well-crafted drinking cups made of fired mud (worth 50 gp each). In addition, ancient coins, worth a total of 3,000 gp, fill the hull of the broken funerary barge, which bears the Elia family crest on its prow.

Development If the characters leave the catacombs with the Elia family treasure and wish to mislead the Elia family about the removal of such items, the characters must succeed on a DC 18 Charisma (Persuasion) check. A character who sells a piece of Elia family treasure in Siwal or who makes a purchase with Elia family coin has disadvantage on this check. On a failure or if the characters sell over 50 percent of the Elia family treasure in Siwal, Gamal Elia tells all who will listen that the characters are thieves and tomb robbers. If you are using the optional Status rules (see *Midgard Worldbook*, p. 25), this reduces the characters' Status by 2 while within the Southlands. If you aren't using the optional Status rules, Gamal's actions convince local merchants to pay 25 percent less for any item the characters try to sell and charge 25 percent more for any item the characters try to buy.

If the characters leave the Elia family treasure in the catacombs and inform Gamal Elia of their deeds in cleansing his family's catacombs of the undead, Gamal rewards them with 5,000 gp and praises them to all who will listen, increasing the characters' Status by 1 while within the Southlands and by 2 while within Siwal.

A FAMILIAR FACE

If Elthas Morellien escaped the characters when they fought him in the Shadow Realm, he makes his final attempt to slay the characters as they exit the Elia family catacombs. If Elthas was killed in the Shadow Realm or Selvyn took him to her people, this encounter doesn't occur and the characters can travel to the Gravebinder's Hall to claim their reward.

A black raven perched on the edge of a nearby headstone caws as three figures move out from behind nearby buildings and tombs. "And so we meet again, this time for the last," says the elven man in the lead.

Elthas Morellien has been given one final chance to prove himself by Duke Morreto's informant. He has two **darakhul** with him and all three fight to the death.

Concluding the Chapter

In return for the characters' help, Farra Hidyati gifts them with *Anu-Akma's Book of the Hungering Dead* (see page 255), as promised. She assures them the secrets of the book will allow them safe passage among the ghouls. Farra also informs the characters of a visitor in her study who wishes to speak to them. This visitor is Ahmose Harkhebi (LN male elfmarked), a devoted worshipper of Thoth and a member of the Honorable Society of Portal Wizards. When Farra leads the characters to her study, they find him sitting in a comfortable armchair, reading. The swarthy elfmarked man closes his book and greets them:

"You have some powerful friends, travelers. Fortunately for your Queen Urzula, I still maintain a residence in Zobeck. It seems you seek to infiltrate the Underworld to rescue someone. I may be of some assistance in that matter."

Here are some likely questions and Ahmose's answers. He is a no-nonsense and direct individual, but his fondness for Queen Urzula is evident when he speaks of

her. A scholar to the bone, the stoic Ahmose becomes animated when he speaks of his research, particularly on topics that aren't well documented.

Who are you?
I am Ahmose Harkhebi, a scholar of Thoth and a member of the Honorable Society of Portal Wizards.

How can you help us?
As a member of the Honorable Society, I can utilize the nearby shadow roads to open a portal into the Underworld for you.

Why are you helping us? / How do you know Queen Urzula?
In my youth, I ran afoul of the law while researching the ley lines in Krakova. Queen Urzula recognized my magical talents and that the minor destruction wrought by my research was unintentional. She convinced the king to send me home to Nuria Natal rather than to the afterlife. I owe her my life and vowed to repay the debt one day. The person you are seeking must be very important to the Queen for her to call in that debt after so long.

What do you know of the Underworld?
Just over a hundred years ago, the ghoul Tonderil the Bonebreaker consolidated power by wiping out all of the independent ghoul lords and unifying the ghouls below the surface. He became the first emperor of the Ghoul Imperium. One of the ghoul lords Emperor Tonderil was said to have slain was Narosain, the Last King. My research suggests Narosain wasn't slain and is in hiding, waiting for an opportunity to destabilize the Imperium. There are many in the empire who remain loyal to him and who would like to see him returned to power. Though not the most desirable of associates, he might be a useful ally if you plan to infiltrate the Imperium.

How do we find the Last King?
He was said to be closely associated with insects. If he survived his assassination, then large concentrations of the creatures might be a lead to his location. Beyond that, I am uncertain.

When the characters have finished asking their questions, Ahmose tells them he can open the portal whenever they are ready. He waits patiently for up to three days for them to recover from their encounter with the Ghul King and equip themselves appropriately for travel in the dark, cramped Underworld. If the characters take more than three days, he begins to grow impatient. He holds true to his word and opens the portal for them, as asked by Queen Urzula, no matter how long the characters take to prepare themselves. However, if the characters take more than one week to prepare without good reason, he reports the delay back to Queen Urzula, who may take action of her own by sending another group or reducing the reward the characters receive after rescuing Archduke Avgost.

When the characters are ready, Ahmose leads them to the same garden in Siwal where they stepped out of the Shadow Realm. He hands them a small, red stone engraved with a magical rune.

"The Ghoul Imperium has powerful arcanists. The closest I can get you to the empire without their notice is a place known as the Pillars of the Underworld. Southwest of the Pillars is the kobold city of Lillefor. You might be able to find some information there. Take this stone. When you break it, it will open a portal into my home in Zobeck. The portal will remain open for one minute or until my housekeeper closes it. Be sure to get yourself and the person you seek through it as fast as possible."

After a moment of chanting while holding a silvery ankh, Ahmose opens a Red Portal in the garden. He motions for the characters to step through it. Beyond the portal, the characters can see a reddish-brown river sweeping through massive, white stalactites that touch the floor of the cavern. A path snakes along the river's edge. As the characters step through and the portal starts to close, Ahmose speaks:

"When you return, please be sure to not bring along any ghouls."

MEET THE DESIGNER

Catacombs of the Ghul King was written by Kelly Pawlik. Kelly started gaming with her husband Ken in 2012 when their second child was born. She enjoys the role-playing aspect of gaming more than combat and delights in world creation. Her love of RPGs quickly grew, and she began to combine her new hobby with a childhood passion: writing. Kelly and Ken started Dire Rugrat Publishing in 2015, releasing an assortment of RPG supplements focused on NPCs and drop-in locations. Since then, Kelly has worked with several other companies, including Kobold Press, Flaming Crab Games, and Zombie Sky Press.

Into the Fuligin Realm

Chapter Background

When Emperor Tonderil consolidated his power in the White City decades ago, he wiped out all independent ghoul lords who refused to give him fealty. One such ghoul lord was Narosain, the Last King, who was a minor thorn in Tonderil's side. The Emperor sent assassins to deal with this pretender and ostensibly killed him. Narosain had anticipated the assassination attempt and escaped in vermin form while leaving a lookalike behind. However, in the process, he lost his Staff of the Underworld, which was retrieved by the cave dragon Gondecap after the dragon ran off the surviving ghoul assassins.

The Last King is looking to gain his revenge on the Emperor, and his interests align with those of the characters looking to stop the machinations of the Emperor's favorite, Duke Morreto. Using pawns to destabilize the Imperium by removing some of its leadership and depriving the Emperor of his favorite suits the Last King, who hopes to deal the ultimate death blow to Tonderil's successor personally. The Last King is unaware Morreto intends to betray the Emperor if the duke's plans succeed.

Fortunately, darakhul in the Ghoul Imperium regard rumors of Narosain's survival a hoax, or they believe, if the so-called Last King survived, his power is diminished to the point of posing no real threat to the current emperor, Nicoforus the Pale. Narosain uses this attitude to his advantage and quietly rebuilds his power base while he schemes to retrieve his staff. Narosain still has allies in the Imperium and happily supplies their names to those capable of returning his symbol of power.

News of the characters' arrival in the Underworld pleases him, but his paranoia about further assassination attempts keeps him from seeking them out himself. He uses the subservient derro Cult of the Withered Hand to test these new champions and determine their motives, trusting in the derro's insanity to suss out a measure of the truth and destroy those who are not useful to him.

Chapter Summary

After the characters have won the gratitude of the gravebinders by defeating the Ghul King, they learn Narosain, the darakhul Last King and strongest enemy to the Ghoul Imperium, might still be alive and a possible ally. Rumors of his death are exaggerated, but he has effectively disappeared to thwart further assassination attempts. When they arrive in the Underworld, they meet a relatively friendly face in Jiro, a kobold merchant who helps orient them to the Ghoul Imperium and points them to the Pit of All Flesh to find derro who might tell the characters how to find the Last King.

The Pit of All Flesh is where the ghouls go to revere a variety of deities, demon lords, and other fell beings, to which they offer living sacrifices. As a popular destination, it provides fertile ground for disagreements between adherents to various beings, necessitating the building of a permanently-staffed outpost. The characters must sneak or battle through the outpost to reach the Pit of All Flesh. Once within the pit, the characters must fight the powerful otyugh Lord of Old Flesh to save a derro, who gives them directions to the Cult of the Withered Hand.

Orda, the leader of the cult, has set up a gauntlet for the characters to prove their earnestness and their ability to help Narosain. After they complete the deranged test, they receive the Last King's signet ring and directions to his hiding place.

Upon seeing the signet ring, Narosain is assured of the characters' intentions and requests they perform the "simple" task of returning his Staff of the Underworld to him. To accomplish this, they must travel to the Dragon's Graveyard and fight or maneuver past kobold trapsmith guardians, undead dragons, and Gondecap, the cave dragon lord of the Dragon's Graveyard.

After retrieving Narosain's staff, the Last King grants them a stone cockroach token, provides them with the names of some allies in Vandekhul, and directs them to cross the Sulphur Sea to reach the city. To reach Vandekhul, the characters must commandeer a ship. However, since the characters have made their presence known through their misdeeds (in the Imperium's eyes), the crew of the Emperor's best warship, the *Phantom*, is alert for seagoing activity and moves to intercept the characters' stolen ship as they enter the Sulphur Sea.

Pillars of the Underworld

The characters step through the Red Portal and arrive near a reddish-brown river sweeping through six massive, white stalactites connecting the floor to the ceiling. The river moves rapidly and splashes water onto the ledge around the pool of violently churning water.

Navigating out of the Pillars of the Underworld is a dangerous proposition and requires successful DC 15 Strength (Athletics) or Dexterity (Acrobatics) checks to safely navigate the slippery and partially eroded walkway. It takes the characters approximately 2 hours to go from one side of the pillars to the opposite side, and the checks are spaced roughly an hour's travel apart. On a failed check, a character takes 2 (1d4) bludgeoning damage from slipping and falling on the rocky pathway. If a check fails by 5 or more, the character instead falls into the churning waters, taking 7 (2d6) bludgeoning damage and 7 (2d6) cold damage. The character must make a DC 15 Dexterity saving throw each round spent in the churning waters. On a success, the character climbs onto the ledge within 30 feet of where it fell into the water. On a failure, the character takes 7 (2d6) bludgeoning and 7 (2d6) cold damage and remains in the water.

The characters most likely arrive disoriented by the unfamiliar surroundings and have little idea about how they can go about locating the Last King. Fortunately, moments after the characters arrive, a friendly kobold and his companion run into them. The older kobold has rusty brown scales which have turned dark gray in spots, and his bright, red eyes seem to catch every detail in spite of his age. The kobold's companion is dressed in simple robes, which don't fully hide her toned physique or darakhul nature. If the characters aren't outright hostile, the kobold, Jiro (CG male kobold), introduces himself and his companion, Sated Fang (LN female darakhul).

If the characters are hostile, Jiro and Sated Fang retreat while Jiro tries to calm the characters, promising he means them no harm. If they continue to be hostile, Jiro and Sated Fang dive into the churning water and ride the river's current all the way back to Lillefor. Jiro has survived worse and keeps all manner of potions, gadgets, and items handy for such unexpected escapes. He is respected in the kobold city and in Zobeck and news of the characters' attack travels quickly. For the next 7 days, characters who attacked Jiro and drove him and Sated Fang into the churning waters have disadvantage on Charisma checks when interacting with kobolds in the Underworld and in Zobeck.

If the characters aren't hostile or if they stop hostilities, Jiro happily answers any questions they might have, while Sated Fang stands quietly beside him. Here are some likely questions and Jiro's answers. Though the kobold is friendly and helpful, he does his best to remain neutral in the politics and happenings of the Underworld, a stance that has allowed him to enjoy relative safety in the realms below. If the characters mention the ghoul uprising or their quest to rescue the archduke, Jiro expresses his sympathy but admits he can't directly interfere—his ability to help is limited to answering their questions. A successful DC 18 Charisma (Persuasion) check convinces Jiro to trade two *potions of greater healing* for 100 gp, an amount which will help cover his expenses while traveling on the surface.

Here are some likely questions and Jiro's answers.

Where are we?
You're in Midgard's Underworld. More specifically, you're in the Ghoul Imperium. Even more precisely, you're in the Pillars of the Underworld, a place on the edge of the Imperium.

Where is the Last King?
Slain decades ago by Emperor Tonderil when he consolidated his empire, as far as I know. Though, I suppose it's possible the old king is still around. I know I've survived a death or two, myself! If you want to know more about Narosain, you could speak to derro belonging to a cult that was allied with him. I'd be very careful with them, though. They're all insane and as sure to try to kill you as talk to you."

How do we find the derro?
That's hard to say. I know many derro enclaves are concentrated in the eastern part of the Imperium. Because of that and their temperament when interacting with the Imperium's patrols, they often end up as food for the Lord of Old Flesh in the Pit of All Flesh. There's bound to be at least one or two derro in the pit or on the way to it any given day.

Are there any safe locations in the Ghoul Imperium?
"I'd suggest the Kobold City of Lillefor, but it's a bit crowded for you Big Folk. Most of the kobolds won't try anything terrible, seeing how you're strangers there. Mentioning my name will go some way toward keeping you safe."

Would you like to join us?
"I wish we could, but we have a prior engagement in Bemmea. Maybe if we survive whatever is going on there, we can look you up," Jiro says with a wink.

If the characters ask Jiro for directions to the Pit of All Flesh, he points them toward the northeastern tunnel out of the Pillars of the Underworld, telling them to "stick to the right side" of the tunnel to avoid taking the wrong tunnel to Blinderstal, stronghold of the dark folk. If asked, Jiro provides a quick sketch of the Underworld (refer to the Ghoul Imperium map, except he doesn't know the location of the Cult of the Withered Hand or the Last King). He points out that larger concentrations of ghouls are found to the west and north, but he warns they have patrols throughout the Imperium.

Travel Through the Underworld

The Underworld isn't well-lit and doesn't have easily traversable roads.

Lighting. Nearly all Underworld denizens have darkvision or blindsight, enabling them to maneuver in the scant light provided by phosphorescent fungi. Groups that travel with light are assumed to contain surface dwellers, such as merchant caravans, slavers returning with goods, or lost travelers, the latter of which is often prey for the Underworld's denizens. The exceptions are the ghoul patrols near the Imperium's cities. These patrols often include lantern and sniffer beetles (see page 273), which help them search for contraband and check paperwork.

Tunnels. Most of the byways in the Underworld consist of tunnels carved out with tools or repurposed from purple worm tunnels. While the heart of the Ghoul Imperium has been working to create better roads, the outer

regions where the characters travel are fraught with difficult passages. Most travel between locations is through difficult terrain.

Underworld Encounters

Even the closest settlements are two to three days of travel away from the Pillars of the Underworld. Use the Random Encounters in the Underworld table (see page 330) or choose from one of the following encounters to showcase the dangers of the Underworld. The characters experience at least one encounter before arriving at the Pit of All Flesh and at least one encounter on the way to see the Last King.

GHAST MERCHANT

Gerta Stoneeye (N female **ghast**), a traveling merchant, sells her wares, carried by her **ghoulsteed** (*Creature Codex*, p. 177), to those she meets in the tunnels of the Underworld. She is a decent resource for information about the Ghoul Imperium. If asked, she is aware of the story of the Last King's death, but she suspects he might still be alive, stating "*The derro are mad, but not so mad as to follow a dead ghoul king—they reserve that kind of mad devotion for their bat god.*"

Gerta has general knowledge of the Ghoul Imperium and the surrounding area, but she parts with the knowledge only if a character buys one of her wares. She sells various mundane equipment necessary for traversing the dangerous Underworld, such as rope, climber's kits, torches, pitons, and similar equipment. She also sells various potions, poisons, and alchemical goods, some of which she purports will keep the imbiber from becoming paralyzed. She sells her wares to the characters at outrageously high prices (three times normal), but she accepts barter in the form of fingers or other body parts from them. While she talks to them, she leers and smacks her lips at living members of the group. If the characters fight the merchant, the ghoulsteed defends her as they flee.

If the characters purchase at least 10 gp worth of items from her, Gerta shares her knowledge of the Underworld. She mentions that most ghoul outposts require tolls, and they fine any living creature traveling the Imperium's tunnels without proper documentation. She admits the outposts on the edges of the Imperium rarely inspect anything being transported and often can be bribed to ignore certain goods or to allow the living to pass unharmed.

GHOUL SLAVERS

A **darakhul** (*Tome of Beasts*, p. 216) and two **ghouls** guide a group of eight shackled human **commoners** and a pair of derro (use the statistics of a **cult fanatic**, except the derro has darkvision with a radius of 60 feet,

and, while in sunlight, it has disadvantage on attack rolls and on Wisdom [Perception] checks that rely on sight) through the passageway. Since the ghouls are set to deliver their captives to one of the ghoul cities, they ignore the characters. If attacked, the darakhul fights to the death, and the rank-and-file ghouls fight to the death only as long as the darakhul lives. If the characters defeat the ghouls, the humans let out a ragged cheer and look to their rescuers to lead them out of the Underworld. The characters can escort them to Lillefor, where they can find passage on a kobold merchant caravan to Zobeck. If the characters provide the merchant caravan with at least 10 gp, the merchant ensures the humans are comfortable for the trip, otherwise the humans are put to work to earn their keep on the trip.

Assuming the characters know about the connection between derro and the Last King, they might ask the derro captives about Narosain. The derro say they have nothing to do with him and express their doubts that he's even still alive. They indicate the Cult of the Withered Hand is

a group of derro who worship Narosain. One of them helpfully points out that he saw one of the Withered Hand hauled off toward the Pit of All Flesh to be consumed by the "lord of the pit." If the derro have the opportunity, they then use their chains to try to choke the life out of one of the humans who "snores too loudly."

KOBOLD BAT KEEPER

Varja Fliedermauser (N female kobold **druid**), a strange kobold surrounded by dozens of bats and covered in guano, approaches the characters with a gesture of friendship. She exposits on the qualities of bats and talks gently to the bats accompanying her, occasionally feeding them bits of meat as she speaks. She invites the characters to pet the bats, remarking that the bats seem fond of any nature-based characters.

As she is getting ready to ask them for a favor, a **derro speaker to the darkness** (*Creature Codex*, p. 96) appears 60 feet away from the group and uses his Drawn from Beyond action to summon three **ghasts** to attack the kobold. He screams about her not being worthy to treat with the minions of Camazotz. If the characters intervene, the derro switches his attention to them while screeching about how Camazotz will feed on their souls.

If the characters defeat the derro and Varja survives, she offers trained bats to them. Unless the characters are capable of handling and feeding the bats, the bats return to their mistress soon after she gifts them to the characters.

Assured about the characters' abilities after the derro's attack, Varja asks them to bring her the pup of a shriekbat (see page 308) or tell her if they find a nest. Varja gives them a little forewarning about the bat's capabilities and promises to pay the characters 100 gp for a young shriekbat, if they come across one.

Varja is moderately knowledgeable about the Underworld's environs and can provide the characters with basic information about the Ghoul Imperium. If they save her from the derro, she invites them to Lillefor and promises them a place to stay if they ever need one, provided they don't mind sharing it with bats.

TERROR CENTIPEDE

This encounter is most likely to occur as the characters travel from the Cult of the Withered Hand to the Last King's location within the Vermin-Infested Tunnels, but it can happen anywhere in the Underworld. A massive **megapede** (*Creature Codex*, p. 266), empathically linked to—but not directly commanded by—the Last King, attacks the characters in a large cavern. When the characters destroy the megapede, it dissolves into four **centipede swarms**, which immediately flee. If the characters destroy any swarm, the Last King is aware of this and has a less than favorable attitude toward the characters when they encounter him.

Ghoul Patrols

Ghoul patrols occur more frequently than other random encounters, and the characters have a 25 percent chance of encountering a patrol each day. These patrols consist of two **imperial ghouls** (*Tome of Beasts*, p. 220) and one **ghast**. Their primary purpose is to eliminate or note threats to the Imperium, but they spend most days checking merchants' documents, protecting slavers and their "cargo" from Underworld denizens that crave living flesh, and fining living travelers who traverse the Imperium's tunnels without the appropriate paperwork.

Unless the characters are outright hostile, the patrol reprimands the characters for traveling without the appropriate paperwork, fines them 20 gp each, and instructs

them to get to an outpost's administrative office as quickly as possible for travel papers. If the characters are using *Anu-Akma's Book of the Hungering Dead* (see page 255) to appear as darakhul, the fine is reduced to 5 gp each, the patrol welcomes the "little lords" to the Underworld, and the ghouls suggest the characters go to the Naming Shrine for the Ritual of Rebirth after they acquire travel papers if they intend to be accepted as full citizens of the Imperium. For more information on the Naming Shrine and how "newborn" darakhul are viewed within the Imperium, see the Underworld Gazetteer at the beginning of this book.

If the characters cause trouble or bring extra attention from the ghoul authorities on themselves, such as by killing a ghoul patrol, word of the characters' notoriety becomes more widespread within the Ghoul Imperium. The ghouls decide to increase patrols and task them specifically with hunting down the characters. Twice per day while traveling, the characters have a 25 percent chance of running into one of these special patrols. The patrols consist of one **iron ghoul** (*Tome of Beasts*, p. 221), two **imperial ghouls**, and two **ghouls**. If the characters continue to kill the ghouls in the patrols, future patrols increase in number and strength, eventually doubling or even tripling the patrol's size. The patrols make no effort to hide their movements, giving the characters the opportunity to hide from the ghouls.

Kobold City of Lillefor

Travel to and from the Kobold City of Lillefor takes the characters past a small ghoul outpost. This outpost consists of a tunnel, sealed with a metal gate 10 feet wide and 15 feet tall. An **iron ghoul** sentry atop the gate announces that the visitors must pay a 20 gp toll per person (or 5 gp per person if the characters are disguised as darakhul) to pass through the gate. The outpost is staffed with an **imperial ghoul**, two **darakhul**, and two **ghouls**. Typically, the toll must be paid coming and going to Lillefor, but a successful DC 14 Charisma (Persuasion) check gives the characters a grace period of two days where they don't have to pay the toll on the round trip. This outpost doesn't have an administration office and can't create travel papers for the characters. If the characters ask, the ghouls here point them to the Pit of All Flesh as the nearest outpost with an administration office.

If the characters have achieved enough infamy in the Imperium to draw larger patrols, the outpost is aware of the threat posed by the characters. Fortunately, there is no precise description for the character, and a successful DC 12 Charisma (Deception) check allows the characters to pass through the gate after paying the toll. Otherwise, all the ghouls in the outpost, except for one of the darakhul, attack. The darakhul escapes to report the characters' arrival at the outpost, which draws another patrol to the outpost within 12 hours.

Once past the ghoul outpost, characters heading to Lillefor also come across a kobold outpost. The outpost is run by a **kobold chieftain** (*Tome of Beasts*, p. 262) who sees himself and his outpost as the first line of defense between the ghouls and Lillefor. The outpost also contains two **swolbolds** (*Creature Codex*, p. 240), a trio of **kobold elites** (*Creature Codex*, p. 237), and a **kobold junk shaman** (*Creature Codex*, p. 238) who inspects all of the goods brought through the outpost. For the most part, the kobolds don't care about the Imperium's paperwork, but they do care about the characters' intentions in Lillefor. A successful DC 14 Charisma (Persuasion) check convinces the kobolds the characters mean no harm to Lillefor. If the characters are disguised as darakhul, they have disadvantage on the check. If the characters mention that Jiro sent them, they automatically succeed on the check, provided they didn't attack Jiro earlier.

The city is generally welcoming to the characters, except the kobolds won't prevent a ghoul patrol from searching the city for the characters. The kobolds understand the balance of power in this area of the Underworld and don't risk the truce with the Imperium for a group of unknown travelers. In fact, many kobolds who see the patrols searching for the characters look forward to a confrontation between the patrol and the characters in the cramped streets and tunnels and make bets among themselves about the ultimate winner. Varja Fliedermauser is the sole exception to this, if the characters helped her (see Kobold Bat Keeper). She shelters the characters in her crowded abode and makes Charisma (Deception) checks on their behalf to throw off pursuers.

The markets in Lillefor offer a variety of mundane goods, starting at twice the normal cost. A successful DC 12 Charisma (Persuasion) check reduces the price to 50 percent more than the normal cost. If the characters mention Jiro sent them, the merchants sell the goods at only 25 percent more than the normal cost. If Varja accompanies the characters, she convinces merchants to sell at normal price. Beyond the mundane goods, **kobold trapsmiths** (*Tome of Beats*, p. 263) proudly sell traps they have crafted. A kobold trapsmith sells one of the traps listed in the trapsmith's statistics (except for the poisoned sliver) with a brief set of instructions on setting up the trap for 1,000 gp each. A successful DC 15 Charisma (Persuasion) check reduces the price to 800 gp.

Pit of All Flesh Outpost

Most ghoul outposts are chokepoints with a couple of buildings and a small complement of ghouls supporting them. This particular outpost served a similar function in the past but has grown considerably because of the Pit of All Flesh. The Pit, once a natural hole in the cavern filled with offerings to Vardesain, has blossomed into an attraction for the faithful of many dark religions and for visitors who wish to take in the spectacle of the Lord of Old Flesh devouring hapless victims.

The characters have learned they might find a derro in the Pit of All Flesh who knows the whereabouts of the Last King. They have several options for getting through the outpost to the Pit of All Flesh, including a dangerous full-out assault. Living humanoids other than derro and kobolds are much less common in the Pit, though the Pit sees all kinds of visitors. The characters' arrival draws inquiries, but they have a reasonable chance to enter the outpost without violence. The greatest concern among the guards and other ghouls manning the outpost is keeping things from devolving into chaos in the Pit of All Flesh. This allows characters who have a decent cover story and behave themselves to visit the outpost's public areas (Areas 2, 3, 5, and 7). If they have mounts or beasts of burden, they are welcome to visit the stables at Area 11.

If chaos breaks out in the Pit of All Flesh, the outpost's staff watches for any troublemakers and might become suspicious of the characters. Taking a relatively peaceful approach at the beginning allows the characters to get an idea of the foes they may face when they leave the Pit, as well as potential escape routes.

1. GUARD STATION

Two **imperial ghouls** stand guard outside areas 2, 4, 9, and 11, where they watch all approaches to the outpost. The guards stationed at Areas 4 and 11 also keep watch over the entrance to the Pit of All Flesh (Area 12) to monitor the traffic in and out of the Pit and capture any prisoners or slaves who manage to escape their fate.

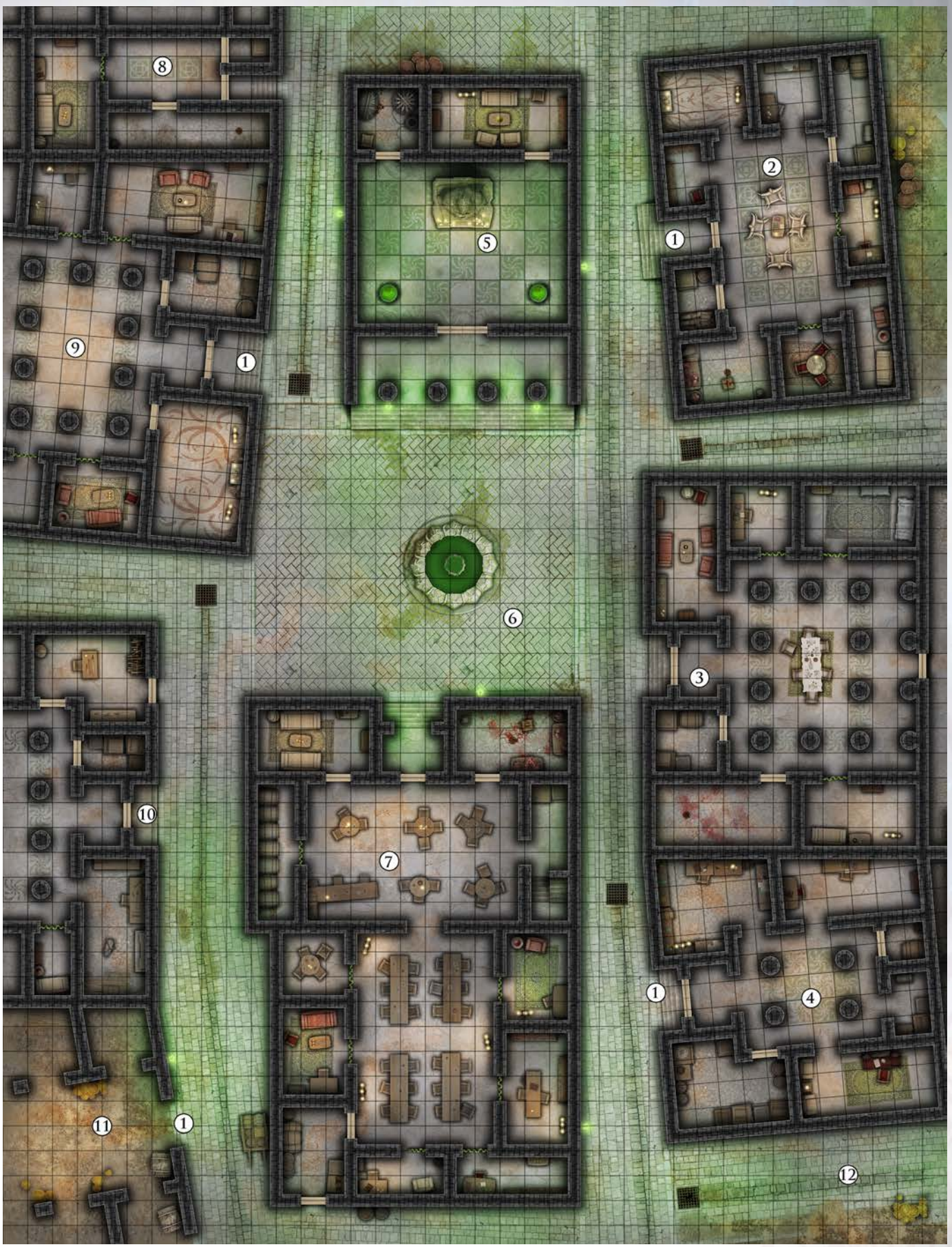
The guards direct visitors to the Administration Building (Area 2) where they can declare their reason for visiting the Pit of All Flesh and buy travel papers. The guards typically expect undead creatures, occasional kobolds and derro, and other Underworld creatures as visitors. The characters raise questions unless they are disguised as darakhul. If questioned, a successful DC 16 Charisma (Deception or Persuasion) check—accompanied by a 20 gp bribe per person—convinces the guards to let the characters into the outpost. As with all visitors, the characters are directed to declare their business at the Administration Building.

2. ADMINISTRATION BUILDING

Visitors are required to register in the administration building. Two **imperial ghouls** staff this building during all hours, usually as punishment for a minor transgression. While ghouls never feel fatigue, the tedium of processing visitors and multiple consecutive days of doing the same thing over and over has numbed them to the job. Long-time staffers go through a perfunctory checklist regarding the reasons for visits to the outpost. Unless the characters state anything alarming (like planning to kill all the ghouls in the outpost or rescuing the slaves in the Pit of All Flesh), the ghouls process them without really paying attention to the character's answers. Even if the characters say something shocking, a successful DC 12 Charisma (Deception) check passes it off as a joke in poor taste.

Recent Arrivals. A successful DC 18 Wisdom (Perception) check notices paperwork for recent arrivals. The distracted administrators notice obvious attempts to rifle through the papers, but a successful DC 12 Charisma (Deception) check distracts them for 1 minute. Once the administrators are distracted, a successful DC 14 Intelligence (Investigation) check confirms a derro belonging to the Cult of the Withered Hand was brought to the Pit of All Flesh two days ago and is scheduled to fight (and eventually feed) the Lord of Old Flesh later today. Alternatively, a successful DC 10 Dexterity (Sleight of Hand) check grabs some of the paperwork without being noticed. The character has a 75 percent chance (+1 percent per point the result exceeds the DC) to snag the paperwork that mentions the derro. If a character failed to find the information on the first attempt, the character can make the check again at DC 15, but this guarantees the character finds the information.

Permission to Travel. After an hour's wait, the characters receive paperwork indicating approval to enter the Pit of All Flesh and paperwork noting them as travelers, which the administrators distractedly remind the characters they must always carry with them. The travel papers include trips to the Pit of All Flesh and are good for 1 week. The travel papers don't prevent the characters from being tolled at the outposts, but they allow the characters to avoid being excessively searched or questioned by ghoul patrols, as the papers prove the characters have already been questioned by an administration office and approved for travel in the Imperium. If the characters have brought extra attention on themselves and prompted extra ghoul patrols, the paperwork allows them to avoid a patrol's searching and questions only with a successful DC 15 Charisma (Deception or Persuasion) check.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3. PLEASURE DEN

A somewhat open secret is the Pit of All Flesh's pleasure den, which caters to many different perversions among the undead in the Imperium. This location sees dalliances between different types of undead and between undead and living lovers. In some rooms, groups of ghouls who grow tired of the veneer of civility required in the Imperium bring victims to the pleasure den to savagely feast. Finally, the main hall contains a variety of torture devices for those who wish to experience pain or inflict pain on others. The pair of **darakhul** who manage the place don't care what their patrons do, as long as the patrons pay the 20 gp entry fee and don't leave an extraordinary mess. They don't keep track of who comes and goes, mostly as a courtesy to higher-ranking nobles in the Imperium who may not wish for their activities to be made public.

The characters are allowed in if they pay the entry fee. A successful DC 13 Charisma (Persuasion) check reduces the fee to 20 gp for the whole group. They are allowed to roam freely in the main hall and any of the open rooms.

Vampire Victim. A wooden stake driven through an ochre skull pendant was hastily swept under the bed with some ash in one of the rooms, which the darakhul attendants have yet to find. A successful DC 13 Wisdom (Perception) check discovers the staked skull, while a successful DC 12 Intelligence (Religion) check identifies the skull as a symbol of the Red Goddess Marena. A successful DC 14 Intelligence (Investigation) check then finds a toothy maw symbol carved into the skull around the stake's entry point. A successful DC 14 Intelligence (Religion) check recognizes the toothy maw as a symbol of Vardesain. The staked skull with its toothy maw carving sitting in a pile of ash is evidence members of Vardesain's clergy killed a vampire priestess of Marena. This violent act is one of several similar acts of aggression between Vardesain's clergy and Marena's clergy both on and below the surface of Midgard following the failed Blood Marriage in Nordheim. Though the two churches officially remain aligned, dissent is growing in their faithful.

4. BARRACKS

Ghoul guards are not prone to fatigue and can stay at their posts for indefinite amounts of time, requiring only occasional food to keep them going. However, as intelligent creatures, they can grow bored doing the same thing for extended periods. The outpost has four stations to cover all the possible entrances with two imperial ghouls at each station, making the outpost's minimum requirement eight ghouls. To stave off boredom and accompanying lack of security, however, each ghoul is given a sixteen-hour shift with eight hours off. Likewise, a pair of more powerful **iron ghouls** stand guard at the entrance to the Pit of All Flesh with similar schedules. This necessitates four additional imperial ghouls and an additional iron ghoul, who spend their time in this barracks, in the tavern (Area 7), or at the Shrine to Vardesain (Area 5). The guards are prohibited from enjoying themselves at the Pleasure Den (Area 3), to keep them from becoming overly familiar with visitors.

Creatures. Typically, two **imperial ghouls** and one **iron ghoul** can be found here, playing cards or other games, while the other off-duty ghouls are at the tavern or the shrine. Occasionally, the guards stationed outside the barracks play pranks on the ghouls relaxing here, and the ghouls inside respond slowly to a real emergency. It takes 1 minute for the ghouls inside the barracks to emerge and investigate any sounds of combat outside the building.

5. SHRINE TO VARDESAIN

Dorain Nalka (LE female **darakhul high priestess** [*Creature Codex*, p. 172]) maintains this shrine to the Hunger God. The tireless darakhul is present most of the time, but she sometimes retreats to her office to scribe letters on parchment made from humanoid skin meant for other clergy devoted to Vardesain. One such letter, a pilgrimage notice (see the Handout Appendix), sits on her desk, its seal and ink still drying.

Dorain welcomes all visitors to her shrine, and, for interested visitors who are not followers of the Hunger God, she passionately discusses the deity's tenets and declares a life of eternal hunger is a great gift from the deity. She is aware of the Creed of All Flesh (see page 252) and its sects, but she is not a member. She believes people should come to the Hunger God through their own struggles, rather than being coerced to accept the deity.

If the outpost is attacked or the guards require her in combat, she gladly joins the fray. She starts with harmful spells she can cast from a distance, but she relishes personal combat, liberally using her Frenzy trait. As an adherent of the Hunger God, she devours her prey, trying not to leave any survivors afflicted with darakhul fever.

Treasure. The shrine's storeroom contains two barrels of unholy water, which weigh 40 pounds and are worth 500 gp each.

6. PUTRID FOUNTAIN

Once flowing freely with the blood of sacrifices, poor maintenance of this fountain and the opening of the Pit's main arena have turned it into a putrid mess of rotting flesh and congealed blood. Each day, the guards of the outpost toss buckets of rotten flesh from the pit into the

fountain, which mostly sees **ghoulsteeds** (*Creature Codex*, p. 177) and the occasional **beggar ghoul** (*Tome of Beasts*, p. 213) feeding from it. A creature that enters or starts its turn within 15 feet of the fountain must succeed on a DC 15 Constitution saving throw or be poisoned for 1 minute. A poisoned creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

7. NOSHINGS

This tavern caters to its primarily undead clientele, offering haunches of flesh from living creatures and fresh blood. Since undead can't feel the effects of alcohol, the tavern only stores a small selection of such drinks, and they are five times the normal price. Wine is the most popular alcoholic beverage, usually enjoyed by vampires who mix it with a bit of blood. The tavern stocks food that would be appetizing to living patrons, but the staff also prepares meat guests bring to the tavern, provided the guests aren't put off by the food being prepared alongside pieces of humanoids.

The tavern's patrons include several ghouls and darakhul, and a **vampire** woman sitting in a corner, enjoying a glass of chilled wine paired with a goblet of fresh blood. When the characters arrive, she gives them a combination of warm and predatory smile.

Living Inhabitants. Johan Hagen (N male human **commoner**) and Camille Bergen (N female human **commoner**) serve visitors to the tavern, and Kalo Duskscale (LN male **kobold alchemist** [*Tome of Beasts*, p. 261]) works in the kitchen. The necromancer in Area 9 provides preserved limbs, organs, and other body parts for the kobold to prepare. The necromancer sometimes sends a living humanoid kept in the "food storage" to the kobold to hack up out of a perverse sense of torturing the tavern's living staff. The trio have grown accustomed to their grisly work, which they view as a moderately better alternative to working as a slave or existing as future food for ghouls. Kalo Duskscale also has wild notions of eliminating the ghouls and leading a revolution against the Imperium. The kobold is aware ghouls can't be poisoned, and he has been working on a compound to acidify corpse flesh, hoping to dissolve ghouls from the inside out. If the characters talk to Kalo, a successful DC 19 Charisma (Persuasion) check gains his trust, and he shares a vial of the substance with the characters. If the characters attack or openly insult the ghouls while in the tavern, they have advantage on the check. If the characters are disguised as darakhul when they speak with Kalo, they have disadvantage on the check. The vial of Kalo's experimental poison works like the ingested poison, *midnight tears*, except it deals acid damage instead of poison damage and it works only against undead.

Gossiping Ghouls. If the characters spend time in the common area, they hear a pair of **ghouls** talking about the imminent arrival of a ship known as the *Skin Trader*. The ghouls express hope that they can hire on with the ship, and they ruminate on the wealth the *Skin Trader's* crew has acquired due to their procurement of "rare dark elf hides." The ghouls immediately stop talking about the *Skin Trader* if they notice the characters.

Ghoulish Patrons. A successful DC 17 Charisma (Persuasion) check, along with the promise to buy its meal, gets one of the tavern's ghoul patrons to mention seeing one of the "ranting dwarves" escorted into the pit. The ghoul further muses that the dwarf might put up a good fight against the Lord of Old Flesh, which, if asked, he describes as a "pustulent mass of flesh and tentacles surrounding a toothy maw." A successful DC 16 Intelligence (Nature) check identifies the description as similar to an otyugh. The conversation then devolves into a discussion between the ghoul and its companion about how unfit derro are as food ("you don't know where they've been, and you might catch their madness"), as slaves, or as converted ghouls ("some ghouls are insane enough already").

Vampire Patron. If the characters approach her for information, the vampire, who goes by the name "Countess," asks "merely" for a taste of blood from one of the characters. To give the vampire a "taste," the character must take 1 piercing or slashing damage and let the blood drip into a glass. She has better information than the ghouls. She shares that a derro was indeed brought to the Pit specifically to fight the Lord of Old Flesh, which she describes as an ancient, disease-ravaged otyugh. She gives in to her curiosity and inquires about the characters' interest in the derro, resorting to using her Charm action if the characters prove overly reluctant to talk. If the characters mention the Cult of the Withered Hand or the Last King, she laughs and chides them for taking on a fool's errand.

A successful DC 15 Wisdom (Perception) check notices the small holy symbol of Marena dangling from the choker the vampire wears. If asked, she admits she is neither a priestess of Marena nor a devout follower of the goddess. She wore it to identify herself to the priestess of Marena with whom she planned to enjoy a few hours, though the priestess is late. If the characters found the body in the Pleasure Den (Area 3) and mention it to her, she seems nonplussed by the news and asks the character with the highest Charisma score if the character would be willing to provide her with entertainment in the fallen priestess' place.

8. HOLDING CELLS AND INTERROGATION CHAMBER

Fights and other situations often develop in the Pit of All Flesh, and sometimes in the outpost itself, as adherents to various deities become at odds with each other. Those who instigate, or perpetuate, fights are held here to cool off. If a death occurs, the nature of the visit here changes considerably, as the guards interrogate the killer or, if they can't find the killer, known associates of the killer. Beyond discovering the killer's accomplices or identifying the killer, an interrogation serves to determine whether individual religious sects are warring with each other. This enables the administrators to deny access to the Pit of All Flesh to members of those sects, at least until they receive word that the animosity between opposing sects has died down.

This location is not normally staffed, as the guards outside Area 9 keep an eye on any attempts of prisoners to escape. The building is locked, requiring a successful DC 18 Dexterity check using thieves' tools to pick the lock. If a character starts trouble and is arrested, the character is placed in this holding cell for up to 1 hour for a minor transgression or for up to 24 hours for a major transgression, such as murder.

9. CHIEF NECROMANCER'S QUARTERS AND LABORATORY

Ingvald Horun (CE male darakhul necromancer; use the statistics of a **necromancer** [*Creature Codex*, p. 404), except Ingvald has a **darakhul's** resistances and immunities, Sunlight Sensitivity and Turning Defiance traits, and Bite and Claw actions) enjoys his work here, creating and tinkering with undead. He cultivates the guardian in Area 10 and claims the skeletons from the humanoids in the food storage to supplement the eight **skeletons** he uses for menial tasks. The skeletons move to his defense if he is attacked. Ingvald uses his spells while he can attack from a distance. Unwilling to create more ghouls, he uses his quarterstaff in melee. When reduced to 10 or fewer hit points, however, he resorts to using his claws to paralyze foes and escape.

10. FOOD STORAGE

Twenty **commoners**, a mixture of surface races such as humans, halflings, and elfmarked, are kept in this roomy building. Compared to many other situations where living creatures are held as food stock for ghouls, this building presents a comfortable life for those awaiting their eventual doom. The building is clean, and each of the humanoids has an individual straw mattress for sleeping. Each humanoid appears well-fed and satisfied with his or her lot.

Ingvald uses *deadmind powder* (see page 13) to keep the stock docile. The drugged humanoids refuse to fight until the drugs flush out of their system, which takes up to 48 hours. The characters can guide the docile humanoids out of the outpost with a successful DC 14 Charisma (Persuasion) check.

Guardian. A **bone collective** (*Tome of Beasts*, p. 39) guards the humanoids kept here. It attacks intruders other than Dorain, Ingvald, or the imperial and iron ghoul guards. If creatures are accompanied by any of the above, the bone collective stands down. In cases where permitted personnel come here under duress, they know a command word to prompt the bone collective to attack. The creature fights until it is destroyed, but it doesn't chase targets that leave the building.

11. STABLES

On many occasions, high-profile figures from the Imperium come to the Pit of All Flesh for entertainment. They refuse to travel on foot, since doing so would make them seem like common ghouls. Even though it is impractical to ride a steed in many of the Imperium's tunnels, this does not stop them from using lizards, nightmares, and eponymous ghoulsteeds as mounts. In

a display of one-upmanship, some nobles arrive upon even more exotic, and often cantankerous, mounts. Two **ghouls** act as stablehands and try to keep the beasts from attacking each other or breaking free and running rampant throughout the outpost.

When the characters arrive, a **nightmare**, a **ghoulsteed**, and three **giant lizards** are currently stabled here. They defend themselves if attacked but otherwise don't attack intruders.

12. ENTRANCE TO THE PIT OF ALL FLESH

The entrance to the Pit of All Flesh is a giant archway with two, sturdy wooden doors. Due to the arena's regular traffic, the doors are rarely closed. Two **iron ghouls** guard the entrance to the Pit of All Flesh. They verify the paperwork for all visitors to the Pit. If the characters have not yet received their paperwork from the Administration Building (Area 2), the ghouls brusquely direct the characters there. The guards are prone to backhand, snarl, or otherwise act aggressively toward living creatures who behave belligerently. If the characters have the correct paperwork, the guards allow them into the Pit with a stern warning not to cause trouble.

Pit of All Flesh

This is one of the foulest areas of the Ghoul Imperium, at least for those who can't stand the omnipresent stench of rotting flesh. Once a cavern filled with natural columns and crystal formations, the Pit of All Flesh has only remnants of the stone and crystal destroyed to carve out the worship site, which also functions as a macabre arena. The arena is a massive, 80-foot-wide, 20-foot-deep pit. This pit is filled with jellified flesh, resulting from years of sacrifices to deities and demon lords. Bones from recent sacrifices thrust up through the flesh.

Ghouls and other undead still make pilgrimages here to venerate their deities and demon lords, but the majority of visitors to the Pit of All Flesh travel to watch the spectacle of gigantic monsters tearing apart living creatures. Rivalries between faiths have slowly given way to rivalries between gladiatorial teams, where ghouls condition their fitter slaves to last as long as possible against the otyugh that inhabits the arena. Large-scale gambling occurs in this place once considered sacred to the various powerful beings worshipped by the undead, but it doesn't seem as if these beings care. Nobles often pit their gladiators in competition with other teams, with the winner determined by the length of time the teams survive. Winners come away with large groups of slaves, major holdings, and powerful favors.

The stands and makeshift buildings surrounding the pit carry the powerful stench from the flesh-filled pit. A non-undead creature that steps through the Pit's archway entrance must succeed on a DC 12 Constitution saving throw or become poisoned until it leaves the Pit. On a success, the creature is immune to the stench while in the main area of the Pit, but it must make another saving throw after at least 1 minute away and when it drops into the lower pit that houses the Lord of Old Flesh.

FINDING A DERRO

Once in the arena, the characters are assaulted by the sounds and smells of the crowd and the flesh-coated arena floor itself. The stands are filled with dozens of ghouls, kobolds, duergar, deathcap myconids, and dark folk. Lesser ghouls and some shackled humanoids walk through the stands, carrying baskets of ears, toes, fingers, and other minor body parts for sale as snacks to the arena's patrons.

The arena floor is coated in jellied flesh with the largest concentration of the flesh in a 30-foot-wide pit in the center of the arena floor. Occasionally, a tentacle wiggles up from the pit. A mass of humanoid slaves in various states between healthy and emaciated do battle in the arena with a darakhul riding a giant beetle. A successful DC 15 Wisdom (Perception) check catches a glimpse of an armored derro in the tentacles of the barely visible creature in the pit.

If the characters want to join the fighting on the arena floor or explore the pit where a derro fights the Lord of Old Flesh, they must pay the entrance fee of 50 gp per person, sneak past the two **imperial ghouls** guarding the entryway onto the arena floor, or succeed on a DC 15 Strength (Athletics) check to climb down 20 feet onto the arena floor from the stands, risking a fall or the attention of the guards. If the characters pay the entrance fee, they are instructed to not kill the darakhul or the carrion beetle as these are arena staff members tasked with "challenging" the slaves.

BULLIES ON A BEETLE

On the gore-stained arena floor, a group of three **darakhul** fight alongside a **carrion beetle** (*Tome of Beasts*, p. 52), which is being ridden by a fourth **darakhul**. The darakhul on the ground attack humanoid slaves, while the beetle's driver directs the beetle to gore and trample injured and fallen victims. While they do this, the patrons in the stands bet on the length of time individual targets will survive, and cheer or jeer, as appropriate, for each living creature killed by the beetle.

When the characters enter the arena floor, the darakhul's attention shifts to them and the ghouls maneuver the beetle toward the newcomers. Unless the characters attack the slaves, the darakhul attack the characters, assuming the armed and armored characters are "more challenging" slaves. Alternatively, a successful DC 15 Charisma (Deception) check convinces the darakhul that the characters aren't worth fighting.

As the darakhul and beetle advance on the characters, the crowd of slaves pushes, shoves, and moves to avoid them, often preventing the characters from easily escaping the beetle and darakhul. A successful DC 18 Strength (Athletics) check pushes through the crowd, giving the character respite from attackers until the beginning of the character's next turn. If the beetle falls while a darakhul is riding it, the darakhul must succeed on a DC 12 Dexterity saving throw or fall prone. The darakhul switch targets often and regularly stab into the crowd of slaves while facing the characters, seeking to give the arena's patrons a spectacle.

Killing, evading, deceiving, or distracting the darakhul and the beetle in some other way allows the characters to move past the crowd toward the central pit where the Lord of Old Flesh dwells. See Development on page 196 for what happens if the characters kill the darakhul and the beetle.

THE LORD OF OLD FLESH

After getting past the beetle and its darakhul handlers, the characters have a clear enough path through the chaos to drop into the pit containing the **Lord of Old Flesh**, which is currently engaged in combat with a **derro shadow antipaladin** (*Tome of Beasts*, p. 93). The derro is poisoned and has been reduced to 44 hit points, but it hasn't contracted darakhul fever or the otyugh's disease. The pit's spongy, flesh-coated surface softens the blow of making the 20-foot drop, but a creature jumping into the pit must succeed on a DC 12 Dexterity (Acrobatics) check or fall prone. The surface is difficult terrain for creatures other than the otyugh. Flesh, bones, and viscera coat the pit's walls and provide plenty of holds for those climbing in or out. A successful DC 8 Strength (Athletics) check is required to scale the pit's wall.

When a creature first enters the Lord of Old Flesh's pit, it must succeed on a DC 14 Constitution saving throw or become poisoned until 1 minute after it leaves the pit. If a creature fails the saving throw by 5 or more, it contracts darakhul fever.

Twelve **commoners** of varying races, future challenges and meals for the Lord of Old Flesh, are kept in three cages along the north wall as they await their turn to die at the otyugh's tentacles. A third of the commoners contracted darakhul fever after entering the pit. A successful DC 15 Dexterity check using thieves' tools picks a padlock holding a cage shut, while a successful DC 13 Strength check breaks the lock. Unlocking a cage allows four humanoids to escape and flee up the walls of the pit. None of the humanoids feel confident enough to take on the otyugh.

The Lord of Old Flesh turns its attention from the derro to the characters if they deal significant damage to it (at least 20 damage in one round). The creature has spent years fighting humanoids and has no fear of them. Accustomed to its home in the pit of the arena floor, it often reaches its tentacles around the edges of the pit to snag nearby, unsuspecting prey in the arena. Seasoned gladiators know to avoid the pit or to steer opponents close to it. If the characters try to face the Lord of Old Flesh by standing on the edges of the pit, the otyugh uses its tentacles to pull them into the pit. If the characters continue to attack the otyugh from outside the pit, it climbs the walls of the pit and attacks them on the arena floor.

LORD OF OLD FLESH

Huge aberration, neutral

ARMOR CLASS 14 (natural armor)
HIT POINTS 172 (15d12 + 75)
SPEED 40 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	9 (–1)	21 (+5)	6 (–2)	15 (+2)	14 (+2)

SAVING THROWS Con +9
DAMAGE IMMUNITIES poison
CONDITION IMMUNITIES frightened, poisoned
SENSES darkvision 120 ft., passive Perception 12
LANGUAGES Darakhul, Otyugh
CHALLENGE 9 (5,000 XP)

Blessed Hunger. Once per turn, the Lord of Old Flesh has advantage on its bite attack against a creature that doesn't have all its hit points. In addition, if the otyugh rolls a 20 on an attack roll with its bite, it regains hit points equal to half the damage dealt.

Erupting Pustules. A creature that hits the Lord of Old Flesh with a melee attack while within 5 feet of it takes 3 (1d6) poison damage, and it must succeed on a DC 14 Constitution saving throw against disease or become poisoned until the disease is cured. Every 24 hours that elapse, the target must repeat the saving throw, reducing its hp maximum by 11 (2d10) on a failure. The disease is cured on a success. The target dies if the disease reduces its hp maximum to 0. This reduction to the target's hit point maximum lasts until the disease is cured.

ACTIONS

Multiattack. The Lord of Old Flesh can use its Frightful Presence. It then makes two attacks: one with its bite and one with its tentacles.

Bite. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one creature. *Hit:* 17 (3d8 + 4) piercing damage. If the target is a creature, it must succeed on a DC 16 Constitution saving throw against disease or become poisoned and contract the disease described in the Erupting Pustules trait.

Tentacle. *Melee Weapon Attack:* +8 to hit, reach 10 ft., one creature. *Hit:* 13 (2d8 + 4) bludgeoning damage plus 9 (2d8) piercing damage. If the target is Large or smaller, it is grappled (escape DC 14) and restrained until the grapple ends. The Lord of Old Flesh has two tentacles, each of which can grapple one target.

Frightful Presence. Each creature of the Lord of Old Flesh's choice that is within 60 feet of the Lord of Old Flesh and aware of it must succeed on a DC 14 Wisdom saving throw or become frightened for 1 minute. A creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success. If a creature's saving throw is successful or the effect ends for it, the creature is immune to the Lord of Old Flesh's Frightful Presence for the next 24 hours.

Tentacle Slam. The Lord of Old Flesh slams creatures grappled by it into each other or a solid surface. Each creature must succeed on a DC 16 Constitution saving throw or take 14 (3d6 + 4) bludgeoning damage and be stunned until the Lord of Old Flesh's next turn. On a successful save, the target takes half the bludgeoning damage and isn't stunned.

The Derro Captive. If the derro survives the encounter with the Lord of Old Flesh, and the characters ask him about the Cult of the Withered Hand, he gives the cult's location and tells them to mention, *"Gorlu sent you."* If they mention the Last King, he indicates where they can find Orda, leader of the Cult of the Withered Hand and keeper of the location of the "King of the Underworld." If the characters turn their backs on the derro or ask him if he will

accompany them, his eyes glint with malice, and he screams, *"Give Orda my regards!"* He then fights the characters until they kill or incapacitate him. If the characters haven't met derro up to this point in the adventure, it should give them a prelude to the derros' insanity.

If circumstances dictate that the Lord of Old Flesh killed the derro, substitute another derro who is searching for his clanmate and arrives at the pit a moment too late. The end result is the same.

Treasure. Some of the nobles "gifted" their champions with magic items to improve their survivability, though not to the point the combatants could actually defeat the Lord of Old Flesh. While the nobles have retrieved the majority of the items they bequeathed to these champions over the years, a few were lost in the fleshy ground. A successful DC 18 Wisdom (Perception) check notices a *periapt of health* and a *ring of the ram*.

Development If the characters take down the carrion beetle, they draw the ire of the spectators. However, the beetle's death also spurs the slaves to action, and they start attacking the ghouls and other undead in the arena, overrunning the pair of **imperial ghouls** guarding the only way on and off the arena floor. Some of the **darakhul** spectators stay behind to quell the crush of slaves, but most of the spectators flee into the outpost beside the arena.

If the Lord of Old Flesh climbs out of its pit because of the characters' actions, the arena erupts in similar chaos. The beetle, startled by the appearance of the Lord of Old Flesh and by the sudden surge of the crowd, tosses its rider and flees up the arena wall into the stands, forcing the spectators to also flee. The darakhul are then trampled by the press of the terrified crowd.

The chaos intensifies after the characters kill the Lord of Old Flesh. The characters must defeat at least one **darakhul** before they can make their escape off the arena floor. The pandemonium continues within the outpost, with the imperial and iron ghoul guards repelling the humanoids spilling out of the arena. Two **iron ghouls** spot the characters as they emerge and attack. The characters have many avenues of escape once they are in the outpost. However, if the characters enter the stables (Area 11), the ghoulsteeds and nightmare attack them out of aggravation.

If the characters have an easy time battling the Lord of Old Flesh and various ghouls, feel free to have Dorain Nalka (from Area 5) or Ingvald Horun (from Area 9) join the fray in the outpost.

If the characters manage to avoid causing chaos in the Pit of All Flesh by not killing the darakhul and their beetle and by defeating the Lord of Old Flesh in its pit, the spectators spout a mixture of praise and indignation as bets are paid out. When the characters exit the arena floor, they are approached by several minor nobles. If the characters aren't disguised as darakhul, the nobles offer the characters a place in their homes as gladiators, promising their homes are safer than wandering the Imperium as tasty fleshlings. Some of the nobles subtly hint at further rewarding the characters by turning them into ghouls, if they have a successful gladiatorial career for the noble. If the characters are disguised as darakhul, the nobles are off-duty officers in the Imperium's legions and offer to be patrons to the newly arrived "little lords." For more information on darakhul naming and patrons see The Crossing and Fealty on page 10 and the Naming Shrine on page 32. The nobles express disappointment if turned down, but they don't press the characters, having already seen what the characters are capable of when pressed. Everything isn't perfect for the champions, however. The church of Vardesain isn't happy that a minor embodiment of its god was slain by the newcomers. Dorain Nalka sends three **darakhul spies** (see page 291) to trail the characters and ambush them in the tunnels outside the Pit. If the characters defeat these spies, they find a letter from Dorain on one of the spies instructing the spies to kill the characters as punishment for slaying a representation of the Hunger God.

Derro Cult of the Withered Hand

The characters must deal with the Cult of the Withered Hand to learn the location of the Last King and, unknown to them, obtain a signet ring that soothes Narosain's paranoia about them as would-be assassins. By now, Orda, the elderly witch-queen leader of the cult, is aware of the characters' progress toward her cult's lair and their intent to find the "King of the Underworld" (as the derro refer to Narosain). She has set up what she views as an appropriate welcome for the characters, requiring them to complete insane tasks to gain an audience with her.

Until the characters learn the exact location for the Cult of the Withered Hand, finding their caves proves nearly impossible. A successful DC 20 Intelligence (Investigation) check while in the tunnels north of the Pit of All Flesh finds a hidden entrance to the caves. Attempts to follow derro to the caves prove futile—the mad dwarves attack those who follow them or enter a random set of caves, where they pretend they are among other, unseen derro.

Whether the characters are given directions or they stumble upon the entrance, they find themselves outside a small cavern on the edges of the Cult of the Withered Hand's territory.

1. WELCOME PARTY

A sign, painted in blood and feces in Common at the cave's entrance reads, "*Welcome, worthy foes. Find the hidden prizes and bring them to Orda to gain her favor. Try not to die.*" Well-cultivated plots of fungi of various colors grow in the cave beyond the sign. Purple phosphorescent fungi provide dim light throughout the cavern.

A pair of **derro shadowseekers** (see page 281) hide among tall toadstools and wait for the characters to move past them before attacking. The derro fight to the death while exclaiming, "*You intruders are not deserving of being in the presence of our witch-queen! Your transgression is punishable by many slices to the death!*"

2. GUARDIANS OF THE SHIELD

Two **derro shadow antipaladins** (*Tome of Beasts*, p. 93) stand guard in front of the fishing pond to the south (Area 3). They order the characters to stop when the characters get within 30 feet of the pond. If the characters acquiesce, the derro then tell the characters to leave the cave before they regret their decision. If the characters argue or move closer than 30 feet, the derro use their Infectious Insanity actions on the characters that appear the most physically powerful. While fighting the characters, the antipaladins choose individual targets and brag about blows they land against their targets, keeping a verbal, running tally that continues from previous fights (41 vs. 39 at the beginning of combat). The pair fight to the death. If one of the derro perishes before the other, the surviving derro mocks its fallen comrade.

3. FISHING POND

Several fishing poles line the wall near this pond. The derro cultivate hundreds of quippers that constitute a staple of their diets. The derro feed the fish with fallen foes (whether or not they are still alive) and with derro corpses, reasoning that eating the fish that eat their compatriots helps them keep their compatriots alive in spirit. Orda believed this was a suitable place to drop the shield she expects the characters to retrieve. The 20-foot-deep pond contains six **quipper swarms**. Orda commanded one of her minions to pour a *potion of flying* into the pond when her scouts reported the characters' approach. The diluted potion gives the quippers a flying speed of 40 feet for 1 minute. They don't attempt to fly until after they have attacked creatures within the pond.

Treasure. The shield is a *+1 shield* emblazoned with the symbol of a paw print.

4. SOMEONE TO RESCUE

The derro paid a **doppelganger** to pretend to be an unconscious human prisoner (choosing its apparent gender based on the characters' leader during their fight in Area 2). It explains the derro captured him/her to give the heroes a chance to rescue a helpless victim as part of their quest within the cavern. It puts on a good show of being afraid and out of place, using Charisma (Deception) checks as necessary to maintain its ruse. It feigns fear of what the derro might do if the characters leave it alone and begs to accompany them. During the next combat within the cavern, the doppelganger attacks once (as per its agreement with the derro) before attempting to make its escape.

5. FOUL POOL

Unlike the other large bodies of water in this cave, this pool is devoid of monsters, but it is still dangerous. The clear, 10-foot-deep pool is filled with a liquid toxin. Each round a creature spends in contact with the liquid, it must make a DC 17 Constitution saving throw, taking 22 (4d10) poison damage on a failed save, or half as much damage on a successful one. If a creature fails the saving throw by 5 or more, it is also poisoned for 1 hour.

Treasure. A *sword of life stealing* rests in the pool's center and is visible from outside the pool. A successful DC 18 Wisdom (Perception) check notices a pair of rubies worth 500 gp each barely visible at the bottom of the pool. A creature has advantage on this check if it is in the pool.

6. GUARDIANS OF THE STAFF

Two **derro witch queens** (*Creature Codex*, p. 97), who serve as apprentices to Orda, protect the staff in Area 7. If they are aware of the characters' presence, they cast *invisibility* before combat. One of the witch queens uses a *spell scroll of web* when the characters reach the narrow passageway leading into this part of the cavern. The two then cast spells at those caught in the web, evading the characters by using *spider climb* to crawl along the walls and ceiling, if necessary. They refer to Orda as "Auntie" and, during combat, taunt the characters with threats of punishment, such as "*Auntie will take you over her knee for being so rude.*" The witch queens fight until at least one of them dies. If one of them dies before the other, the surviving derro briefly shakes her head and says, "*Auntie will be unhappy with your stupidity, sister.*" She then throws herself on the characters' mercy, exclaiming, "*Auntie will be ever so miffed if she loses both of her nieces!*" She promises not to bother the characters and seems all-too-eager toward the notion of being bound if the characters suggest binding her.

7. DARK MURK

This pool is 20 feet deep in the center and is pitch black at its bottom. A successful DC 12 Wisdom (Perception) check notices piles of bones and a stone staff jutting through the darkness. This pool serves as both a garbage disposal and a place to throw living creatures (including derro who have displeased Orda). Two aquatic **black puddings** attack when a creature grabs the staff or disturbs the bones. An aquatic black pudding has a swimming speed of 20 feet, and, if it hits a Medium or smaller target with a pseudopod, the target is grappled (escape DC 13). Until the grapple ends, the target is restrained and takes 9 (2d8) acid damage at the start of each of its turns. The aquatic black pudding has two pseudopods, each of which can grapple only one target.

Treasure. The stone staff, a *staff of striking* without charges, is the only item of note that survived the black pudding's corrosiveness. The staff does not start to recover charges until its attuned wielder finishes a long rest.

8. GUARDIANS OF THE SWORD

A **derro shadow antipaladin** and a **derro shadowseeker** patrol between Area 5 and the pond to the east of it and attack any intruders. The pair bicker during combat, complaining about being stuck with each other. While fighting the characters, the antipaladin works to avoid providing an opening for the shadowseeker, effectively preventing the shadowseeker from making a sneak attack. The shadowseeker chases the antipaladin around the battlefield, trying to sneak attack targets and makes condescending remarks to the antipaladin when it lands a sneak attack. If one derro dies, the survivor becomes angry and makes a show of avenging its fallen ally.

9. FINAL RESISTANCE

Orda saved her best for last, as she felt appropriate for the situation she set up. A **derro shadow antipaladin** holds a hooked staff in place of her shield. The hooked staff is connected to a cage which holds a **derro fetal savant** (*Tome of Beasts*, p. 92). If the fetal savant successfully uses its Soul Exchange action, the antipaladin uses a reaction to gently set the cage and staff on the ground, freeing her hand to use her shield on her next turn and inadvertently placing the savant's body in danger. All derro fight to the death. If the fetal savant dies before the antipaladin does, the antipaladin wails about the horrible murderer who would strike down a child, then focuses her attacks on the character who landed the fatal blow.

10. ENTRANCE TO ORDA'S AUDIENCE CHAMBER

A sign posted at the base of the steps has blood-scrawled Undercommon reading, "*Do not enter. The door is trapped, and you will be burned alive if you don't heed this warning.*" Orda waits in the chamber beyond the door for the characters to bring her "prizes" to her.

Boiling Acid Trap. When a creature opens the door at the top of the stairs, boiling acid sprays out of holes in the door in a 15-foot cone. Each creature in the acid spray must make a DC 16 Dexterity saving throw, taking 22 (4d10) acid damage and 22 (4d10) fire damage on a failed save, or half as much damage on a successful one.

Prevention. A successful DC 18 Intelligence (Investigation) check notices several holes in the door. A successful DC 15 Dexterity check using thieves' tools disarms the trap, closing off the tubes and preventing them from spraying the acid. Alternatively, using cloth to block the holes reduces the damage by half and ruins the cloth.

AUDIENCE WITH ORDA

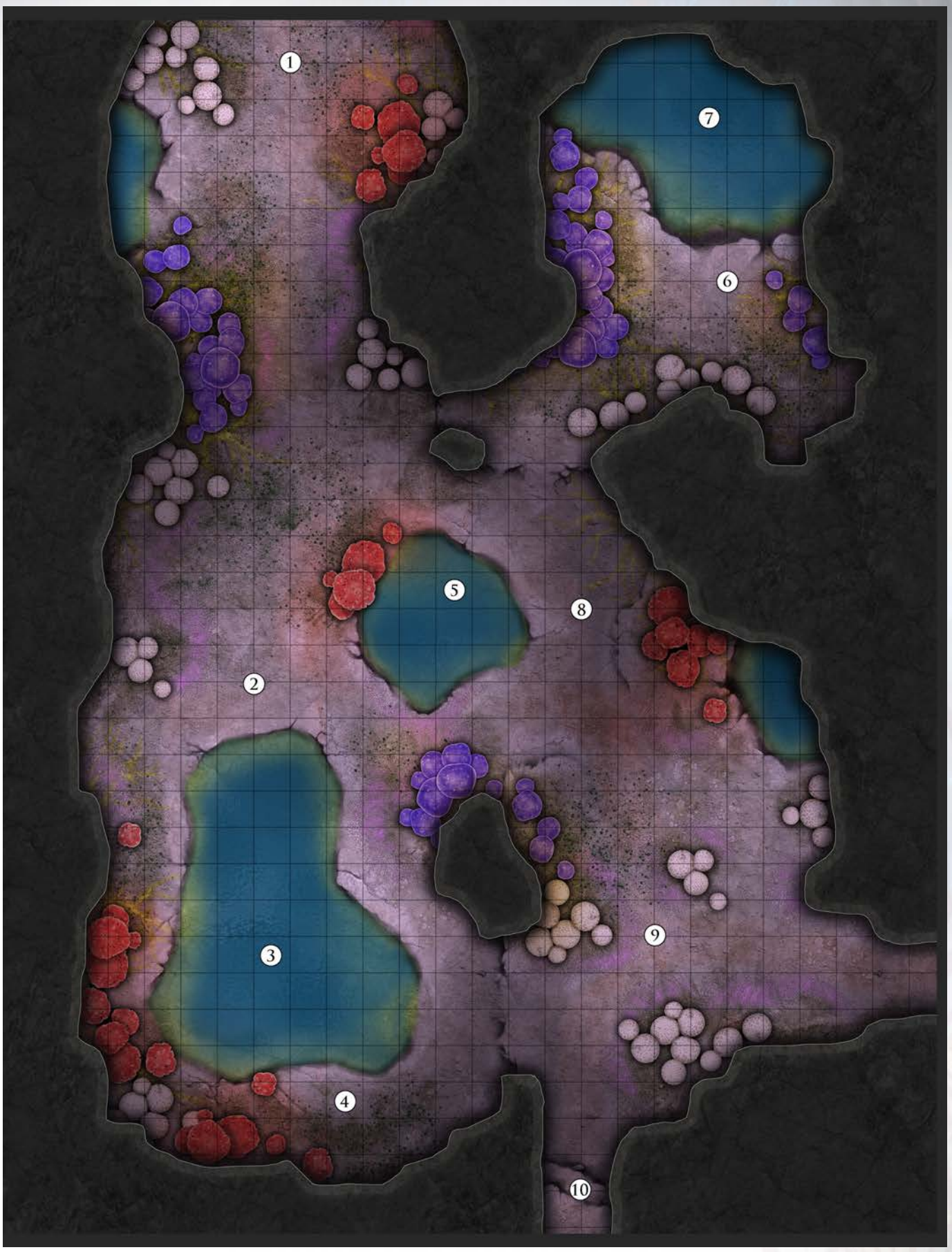
Orda is an elderly female derro with long hair cascading almost to her knees. She wears rune-inscribed robes covered with tufts of bat fur, and she sits atop a throne carved from a giant white toadstool. Two **derro shadow antipaladins** stand guard in front of her. If the characters have the shield, the staff, and the sword from the preceding cave, she claps in glee at the their arrival.

If they are missing at least one of the items, she bellows, "*You are not permitted to have an audience with us, unless you bring our prizes!*"

If the characters move to attack Orda, she gives them a demonstration of her power (most likely by casting *disintegrate* on one of the shadow antipaladins), before she giggles and says, "*We expected that, but you only get one of those before we become very cross.*" In addition, the cult's captain, **Vinterslass**, who hides behind the throne, steps out from behind the toadstool to add to the threat posed by the cult leader.

Orda entertains questions from the characters for a while before she gets bored with their presence. If the characters give the rubies from Area 5 to Orda, she happily accepts them. If the characters ask about Narosain, the Last King, she answers questions only if they refer to him as the King of the Underworld. Otherwise, she pretends to not recognize the name.

Why did you put us through all this just to speak to you?
You're adventurers, aren't you? Isn't your job to retrieve things for other people? If you didn't want to prove your worth, then you didn't really want the King of the Underworld's signet ring.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Why sacrifice your own people for this?
They knew I would reward them if they repelled you. If they weren't able to do it, they're of no use to me. If they ran away, it would be so much worse for them. Heh heh heh.

What is stopping us from killing you and taking what we need?
We're more powerful than you reckon! We're also not alone. Fourthly, we're friends with the King of the Underworld. If you hurt us, he will be annoyed—enough so he might kill you or just not give you what you need. Then, poof goes your quest. Oh, and don't think he won't know what you did. The creepy crawlies are everywhere, and they tattle.

Do you want the shield, staff, and sword?
No, you fools! The sword is cursed, the staff makes us break out in a rash, and the shield is much too large for us. If you want to be rid of them, you can put them back where you got them.

Where is the King of the Underworld?
Not far from here. Now that we know you're not going to assassinate him, we can give you directions.

Can we have the signet ring? / How do we get an audience with the King of the Underworld?
"*Where are our manners,*" Orda says, as she removes a ring from a gnarled finger and hurls it at the nearest character, cackling gleefully. As she cackles, some clapper-less bells on her garb shake without a sound.

After Orda gives the characters the ring, she allows one more question. Once she answers it, she then says, "*You'd better run. You're not safe here anymore.*" At this point, Vinterslass emerges from behind the throne, clapping a sturdy greatclub to one of his hands.

ORDA

Small humanoid (derro), chaotic evil

ARMOR CLASS 14 (17 with mage armor)
HIT POINTS 157 (21d6 + 84)
SPEED 30 ft.

STR	DEX	CON	INT	WIS	CHA
9 (–1)	18 (+4)	18 (+4)	11 (+0)	9 (–1)	20 (+5)

SAVING THROWS Dex +8, Cha +9
SKILLS Arcana +4, Intimidation +9, Stealth +8
CONDITION IMMUNITIES frightened
SENSES darkvision 120 ft., passive Perception 9
LANGUAGES Common, Darakhul, Dwarvish, Undercommon
CHALLENGE 11 (7,200 XP)

Heightened Spell (3/Day). As a bonus action, a target of Orda's choice within 60 feet of her has disadvantage on its saving throw against her next spell.

Magic Resistance. Orda has advantage on saving throws against spells and other magical effects.

Sunlight Sensitivity. While in sunlight, Orda has disadvantage on attack rolls, as well as on Wisdom (Perception) checks that rely on sight.

Spellcasting. Orda is a 13th-level spellcaster. Her spellcasting ability is Charisma (spell save DC 17, +9 to hit with spell attacks). She has the following wizard spells prepared:

Cantrips (at will): *acid splash, mage hand, message, minor illusion, ray of frost*

1st level (4 slots): *burning hands, mage armor, magic missile, sleep*

2nd level (3 slots): *hold person, spider climb, suggestion*

3rd level (3 slots): *blink, fear, haste, lightning bolt*

4th level (3 slots): *black tentacles, blight, confusion*

5th level (2 slots): *dominate person, telekinesis*

6th level (1 slots): *disintegrate*

7th level (1 slot): *teleport*

ACTIONS

Multiattack. Orda makes two maddening scimitar attacks.

Maddening Scimitar. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. *Hit:* 7 (1d6 + 4) slashing damage. If the target is a creature, it must succeed on a DC 17 Charisma saving throw or use its reaction to move up to its speed and make a melee attack against Orda's nearest enemy.

Withered Hand. A creature Orda can see within 60 feet of her must make a DC 17 Constitution saving throw. On a failure, the target takes 42 (12d6) necrotic damage and a spectral, withered derro hand grasps its throat, mouth, or other apparatus by which the creature breathes. A creature in the grasp of the withered hand takes 14 (4d6) necrotic damage at the start of each of its turns and is incapacitated and suffocating for 1 minute or until the creature is reduced to 0 hit points. Orda can end the suffocation early as a bonus action. On a success, the target takes half the damage and doesn't suffocate. A suffocating creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

Orda can have only one target suffocating from the Withered Hand at a time. If she uses her Withered Hand on another target, the effect on the previous target ends.

VINTERSLASS

Small humanoid (derro), chaotic evil

ARMOR CLASS 18 (breastplate, shield)

HIT POINTS 178 (21d6 + 105)

SPEED 30 ft.

STR	DEX	CON	INT	WIS	CHA
19 (+4)	16 (+3)	20 (+5)	11 (+0)	7 (–2)	18 (+4)

SAVING THROWS Dex +7, Wis +2, Cha +8

SKILLS Intimidation +8, Perception +2, Stealth +7

SENSES darkvision 120 ft., passive Perception 12

LANGUAGES Dwarvish, Undercommon

CHALLENGE 9 (5,000 XP)

Brute. A melee weapon deals one extra die of its damage when Vinterslass hits with it (included in the attack).

Evasion. If Vinterslass is subjected to an effect that allows him to make a Dexterity saving throw to take only half damage, Vinterslass instead takes no damage if he succeeds on the saving throw, and only half damage if he fails.

Insanity. Vinterslass has advantage on saving throws against being charmed or frightened.

Magic Resistance. Vinterslass has advantage on saving throws against spells and other magical effects.

Paladin of the Withered Hand. When Vinterslass casts a spell that would deal radiant damage, he can choose to have it deal necrotic damage instead.

Shadow Stealth. While in dim light or darkness, Vinterslass can take the Hide action as a bonus action.

Sunlight Sensitivity. While in sunlight, Vinterslass has disadvantage on attack rolls, as well as on Wisdom (Perception) checks that rely on sight.

Spellcasting. Vinterslass is a 9th-level spellcaster. His spellcasting ability is Charisma (spell save DC 16, +8 to hit with spell attacks). He has the following paladin spells prepared:

1st level (4 slots): *command, cure wounds, protection from evil and good*

2nd level (3 slots): *aid, branding smite, magic weapon*

3rd level (2 slots): *dispel magic, magic circle*

ACTIONS

Multiattack. Vinterslass makes three greatclub attacks.

Greatclub. *Melee Weapon Attack*: +8 to hit, reach 5 ft., one target. *Hit:* 13 (2d8 + 4) bludgeoning damage.

Heavy Crossbow. *Ranged Weapon Attack*: +7 to hit, range 100 ft./400 ft., one target. *Hit:* 8 (1d10+3) piercing damage plus 18 (4d8) necrotic damage.

Infectious Insanity (Recharge 4-6). Vinterslass chooses a creature he can see within 30 feet and magically assaults its mind. The creature must succeed on a DC 16 Wisdom saving throw or be affected as if by a confusion spell for 1 minute. An affected creature repeats the saving throw at the end of its turns, ending the effect on itself on a success.

REACTIONS

Queensguard. When a creature makes an attack against Orda, Vinterslass grants a +2 bonus to Orda's AC if he is within 5 feet of her.

Meeting the Last King

Despite the derro's madness, their information about the Last King's location proves accurate. The Last King resides at the heart of a network of tunnels known as the "Vermin-Infested Tunnels." As the characters draw closer to Narosain's location, the number of insects and spiders increases drastically. Characters who spend a moment studying the vermin get the feeling some kind of intelligence is directing the creatures. Indeed, the insects and spiders in the Vermin-Infested Tunnels do Narosain's bidding, and he can focus on any of the vermin to perceive what they perceive.

The Last King's lair consists of a series of tunnels that switch back on themselves, end in cul-de-sacs, and generally give the impression of walking in circles. After the attempt on his life, he had his derro followers remake his cavernous home and left them to their own devices. The result was predictably confounding, but Narosain and his derro servants can maneuver through the cavern without difficulty. He reasons even if the Ghoul Imperium

were to discover he was alive and stormed the place, he'd have ample opportunity to escape them.

The derro's directions lead the characters through the labyrinthine lair straight to the Last King. Since the Last King can't exert his control over every insect and spider in his lair, a **centipede swarm** crosses paths with the characters as they travel through the tunnels. If they attack the swarm, the Last King's empathic link to the vermin in the tunnels warns him of the attack. During the swarm's turn, he orders the swarm to disperse and speaks through several of the departing centipedes in a multifaceted voice that echoes oddly, telling the characters to leave his "children" alone.

Narosain (LE male human darakhul), despite his circumstances, still carries himself as a ghoul noble, retaining his haughty attitude toward the living. In the characters' case, rather than food or slaves, he sees them as useful pawns. He manages to rein in his arrogance enough to negotiate smoothly with them. After all, they currently represent the best way for him to overthrow Emperor Nicoforus and restore his power and influence. To start the process, he requires the Staff of the Underworld, a symbolic and actual manifestation of his power.

When the characters arrive at his modest inner sanctum, the Last King, dressed in deep purple robes and softening his undead appearance, greets them formally. If they killed the terror centipede (see Underworld Encounters on page 186), he refers to them as the killer of his children and pauses for a moment, awaiting an apology or other acknowledgement from the characters. If the characters are using *Anu-Akma's Book of Hungering Dead* to appear as darakhul, Narosain sees through the ruse, but he complements them on the clever disguises.

If the characters decide to attack Narosain rather than speak with him, he disperses into hundreds of insects and spiders. His voice then echoes from all around the chamber: "*Do remember* you *sought* my *help. I'll be here when you are ready to put away this foolishness and converse like proper guests.*"

Once introductions are complete and it is established that the characters won't be hostile toward him, Narosain apologizes for leading them on a merry chase to get to him and for not having anything appropriate to offer them by way of food or drink. Before he asks them for his favor, he indulges his curiosity by asking the characters the reason they have sought him out. Narosain, falsely, believes Duke Morreto is overseeing some ritual in Vandekhul on behalf of Emperor Nicoforus, though even he hasn't been able to determine the nature of the ritual. Morreto and Radomir are doing a good job of keeping their actions hidden. Narosain wants to see the duke's schemes interrupted as a blow to the Emperor, and he, correctly, believes the characters are here to stop Morreto and the ritual. He doesn't know anything about Archduke Avgost, but, if the characters mention the archduke, Narosain muses aloud that Avgost might be required for the ritual Morreto is performing.

Provided the characters aren't overly deceptive in telling Narosain why they sought him and aren't hostile toward him, Narosain verbally acknowledges that their interests are aligned and proposes a trade—he is careful not to couch it as a demand or one-sided request. He asks the characters to retrieve his staff, and, in exchange, promises to give them access to allies he still has within the Imperium.

The Last King entertains questions about the mission to retrieve the Staff of the Underworld. Here are some likely questions and Narosain's responses.

What is the Staff of the Underworld?
It is an item of my design that allows me better control of my children. A trifling thing ordinarily, but the staff is also the symbol by which my subjects recognize me. Without it, I am not a king—in their eyes.

A successful DC 19 Wisdom (Insight) check realizes Narosain is downplaying the power and importance of the staff. If the characters press him, he assures them the staff won't harm them and warns that the staff falling into the Emperor's clutches would be disastrous for all denizens of the Underworld.

Why not create a new staff?
Though I created the staff, I didn't do so alone. Those who helped me create it are now long gone, leaving me unable to duplicate it.

Where is the staff?
I lost my staff to Imperial soldiers when I went into hiding years ago. They, in turn, made the mistake of entering the Dragon Graveyard, where Gondecap, its current lord, killed them and kept the staff as a prize.

Who is Gondecap?
He is a cave dragon born and raised in the Dragon Graveyard. When a ghoul strike team invaded the graveyard and killed his parents, Gondecap managed to escape. Shortly after the ghouls cleared out the dragons' lair, he returned to reclaim the Graveyard. He has spent the decades since rebuilding the hoard that was depleted by the Imperium, and, unfortunately, the staff is its centerpiece.

How powerful is Gondecap?
The young cave dragon is beginning to come into his own, now that he has claimed the Dragon Graveyard as his lair. He is on the cusp of adulthood and has learned how to manipulate his cavernous home to thwart invaders.

Do we have to fight Gondecap or can we retrieve the staff another way?
It might be possible for you to sneak in and avoid all the graveyard's guardians or deal with them without alerting the dragon. I am aware that Gondecap has an intense hatred of ghouls, and you might be able to parlay that hatred into an alliance of convenience. Asking for something from his hoard, especially something emblematic to creatures he hates will prove tricky, though.

Are there any other threats in the Dragon Graveyard?
Gondecap has drawn a coterie of kobolds to himself who worship and protect him. They are fanatical and willingly sacrifice their lives to protect him. They have remade the caverns of the Graveyard into a maze of passages which have deterred further action by the ghouls. In addition to the kobolds, the traumatic deaths of the dragons at the hands of the Imperium's soldiers years ago unleashed necromantic energy in the Dragon Graveyard. My sources tell me the skeletons of those dragons have their own unlife and offer further protection for Gondecap's lair. Unfortunately, the kobolds are quite adept at eradicating my children. If there have been any other developments, I am not aware of them.

Do you have anything that can help against Gondecap?
Regrettably, no. Much of my magic is invested in the Staff of the Underworld and in the manipulation of my children. I have nothing that would be helpful against a dragon.

Why can't you have your insects grab your staff for you?
My reach doesn't extend far outside these tunnels and leaving these tunnels without my staff is akin to suicide. I can see through my children and empathize with their pain, but I can directly control only those near me. Even if I could control them at that distance, they wouldn't be fast enough to carry out a staff without Gondecap or his kobold thralls noticing.

What do we get in exchange for the staff?
I still have allies in Vandekhul who will be emboldened to act on my behalf if they know I am alive and am restoring my power. While they are also committed to undermining the current rule, they won't do anything on their own. However, on my say so, they will help you.

When the characters are done with their questions and assuming they've agreed to retrieve the Staff of the Underworld, Narosain thanks them for their help. He provides them directions to the Dragon Graveyard and wishes them luck. He is only aware of the main entrance to the cavern system, since he and his minions never witnessed Gondecap passing through the illusory wall in Area 9 of the Dragon Graveyard. He warns them the route to the graveyard will take them past the tunnel to Fretlock. It is a major center of trade with the Blood Kingdoms and slaves are one of the main forms of trade. Narosain advises the characters use caution when passing the tunnel so as not to draw the attention of patrols and end up in the slave pens themselves. He also tells them the Yellow River breaches the tunnel a day's walk past the tunnel to Fretlock. This breach has a small, stone bridge across it, which is patrolled once a day. He says the patrol checks the bridge at a random time each day, and he can't provide them with a particular time to avoid the bridge. He mentions the bridge simply as another area where the characters should take extra care.

The Dragon Graveyard

The Dragon Graveyard was home to several cave dragons before the Ghoul Imperium carried out a pogrom to remove the competition posed by the dragons. In addition to destroying all but one of the cave dragons, the ghouls cleared this area of all treasure they could find. Most of the Dragon Graveyard remains empty, haunted by the spirits and bones of the long-dead dragons. The single surviving cave dragon, Gondecap, watches over the portion of the graveyard where his parents were killed and defends it from further looting by the ghouls. His lair sits in the southwestern corner of the graveyard, away from the tunnel to Krakova. Though some ghouls and other merchants traverse the Dragon Graveyard to get to the city of Krakova, most of those in the Underworld looking to head to the Blood Kingdom go through Fretlock. Even those individuals looking to avoid the eye of the law prefer bribing the officials in Fretlock to braving permanent death in the jaws of the graveyard's undead dragons.

The overall light traffic through the graveyard has kept the Imperium's attention elsewhere, leaving ghoul patrols in the area infrequent. This fact doesn't ease Gondecap's wariness about the ghouls' return, especially as he works to rebuild the grand hoard his parents and siblings had before their destruction. Gondecap has lured several kobolds to his side, and they serve as further protection and an early warning system should other creatures invade the Dragon Graveyard. Twelve **kobold trapsmiths** (*Tome of Beasts*, p. 263) inhabit the lair. Each trapsmith carries four vials of acid or alchemist's fire to throw onto the characters from afar. The trapsmiths are proficient in throwing the alchemical vials.

The kobolds have set up numerous traps, which they and Gondecap know how to bypass. They fiercely protect the lair and tend to the bones and remains of the cave dragons that died here. When possible, they coax the unliving skeletons of dragons slain in the graveyard to take up residence in Gondecap's lair, providing the lair with further protection. Occasionally, the kobolds make excursions aboveground to retrieve the remains of other dragons that have died on the surface world. Their greatest find was a fully intact blue dragon skeleton they took apart and reassembled to present to Gondecap. The cave dragon wears the skeleton as makeshift armor.

The massacre that occurred here combined with the negative energy suffusing the ghoul invaders imbued some of the remains with a semblance of unlife. In addition to the kobolds and their traps, mismatched dragon skeletons come to life to protect the Dragon Graveyard.

Features. Unless indicated otherwise, the Dragon Graveyard is dark, has 20-foot-tall ceilings, and is difficult terrain for every creature in it except for Gondecap, the kobolds, the graveyard dragons, and the cave drakes who are all accustomed to living in stalagmite and stalactite-filled cavern.

1. ENTRANCE

Gondecap's kobolds used a blend of alchemy and magic to "grow" stalactites and stalagmites, turning the southern part of the cave dragon's lair into a maze of passages. Since the dragon uses its hidden door in Area 9 to leave the cavern, he isn't concerned about the tight spaces. Such spaces better suit the kobolds in their protection of the lair and prevent armies of ghouls from easily storming it.

Welcoming Bells Trap. Seven brass bells hang hidden among the stalactites, awaiting the unwary. Each bell is nearly as large as a kobold and is attached to a trip wire. When a creature breaks a trip wire by stepping from Area 1 into Areas 2 or 3, a bell crashes down on everything below. Each creature within 5 feet of the trip wire must make a DC 15 Dexterity saving throw. On a failed save, a creature takes 22 (4d10) bludgeoning damage and is knocked prone. On a success, a creature takes half the damage and isn't knocked prone. The falling bell clatters and rings loud enough to alert the creatures in Areas 2 through 7.

Prevention. A successful DC 18 Intelligence (Investigation) check finds the trip wire. A successful DC 15 Dexterity check using thieves' tools disables the trip wire harmlessly. A character without thieves' tools can attempt this check with disadvantage using any edged weapon or edged tool. On a failed check, the trap triggers.

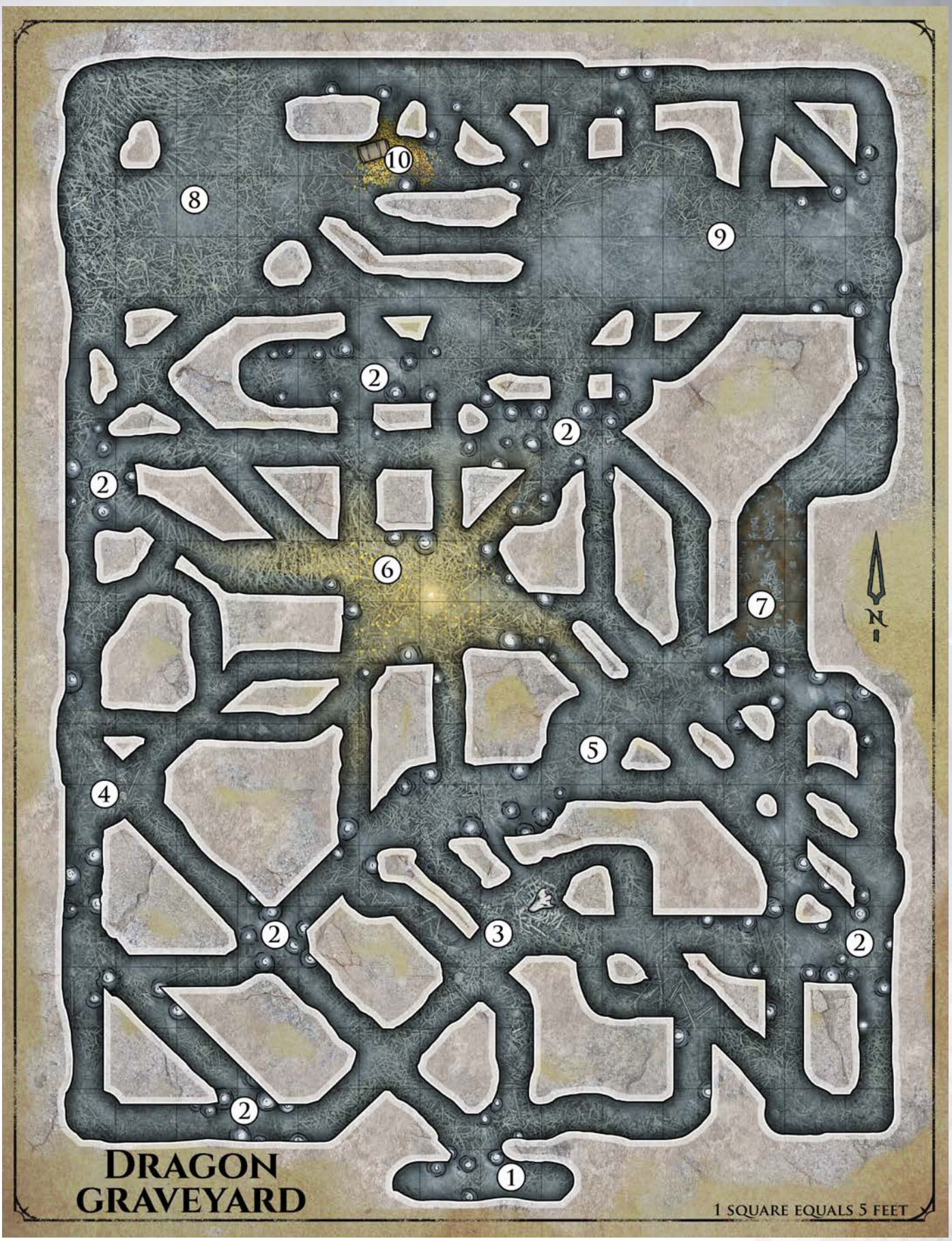
Development. If the alarm sounds, the **kobold trapsmiths** resting in Area 7 spread out to trapped areas of the cavern, adding one trapsmith to two of the areas labeled "2" on the map and two trapsmiths to Area 6.

2. KOBOLD GREETING

Kobold trapsmiths subservient to Gondecap have placed traps throughout the smaller passages to prevent the "unworthy" from gaining access to the cave dragon. They know how to bypass the traps and have taught all the other lair's denizens how to avoid the traps. One **kobold trapsmith** hides nearby to witness the trap's effectiveness. It attacks characters who have been hampered or injured by the traps. Otherwise, if the characters thwarted the trap, the kobold runs away.

Each area labeled "2" on the map has a trap. For each Area 2, choose one of the following traps or roll a d6 to randomly determine which trap is in that area.

1. ***Earbuster Trap.*** When a creature steps on a hidden pressure plate, eight glass orbs fly into the air and fall back to the ground. When they land, they explode in a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DRAGON
GRAVEYARD
1 SQUARE EQUALS 5 FEET

deafening cacophony. Each creature within 10 feet of the pressure plate must make a DC 15 Constitution saving throw. On a failure, a creature takes 44 (8d10) thunder damage, is deafened for 1 hour, and is stunned for 1 minute. On a success, a creature takes half the damage, is deafened for 1 minute, and isn't stunned. A stunned creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

Prevention. A successful DC 16 Intelligence (Investigation) check finds the pressure plate. Wedging an iron spike or other object under the pressure plate prevents the trap from activating. Alternatively, a creature can jump over the pressure plate with a successful DC 12 Dexterity (Acrobatics) check. On a failed check, the trap triggers.

If a creature is aware of the trap, it can catch an orb as a reaction with a successful DC 15 Dexterity (Acrobatics) check. Each successful check reduces the trap's thunder damage by 1d10, but it does not affect the deafened or stunned durations unless all orbs are successfully caught. A creature holding an orb can use an action to throw the orb up to 20 feet as an improvised ranged weapon attack, shattering the orb on impact. On a hit, the target takes 1d10 thunder damage. On a hit or a miss, the target must succeed on a DC 15 Constitution saving throw or be deafened for 1 minute and stunned until the end of its next turn.

2. ***Flash Bomb Trap***. Gondecap's kobold trapsmiths prefer complex mechanical traps, but one of them decided to mix things up with a little magic. If a creature steps on a space covered by nigh-invisible runes without saying, *"All hail King Gondecap,"* a golden sphere manifests and explodes. Each creature within 20 feet of the sphere must make a DC 15 Dexterity saving throw. On a failure, a creature takes 27 (5d10) radiant damage and is blinded for 1 minute. On a success, a creature takes half the damage and isn't blinded.

   Prevention. A successful DC 17 Intelligence (Arcana or Investigation) check notices the runes. A successful *dispel magic* (DC 14) cast on the runes destroys the trap.

3. ***Holy Deluge Trap***. Kobold trapsmiths wedged an upside-down barrel filled with a mixture of holy water and acid in the stalactites along the ceiling. When a creature breaks the trip wire, it unhinges the barrel's lid, spilling the contents where the creature stands and splashing those nearby. The creature that broke the trip wire must make a DC 16 Dexterity saving throw, taking 11 (2d10) acid damage on a failed save, or half as much damage on a successful one. If the target is a fiend or undead, it also takes 11 (2d10) radiant damage on a failed save, or half as much damage on a successful one. Each creature within 5 feet of the target when the trap is triggered must succeed on a DC 15 Dexterity saving throw or take 5 (1d10) acid damage.

   Prevention. A successful DC 16 Intelligence (Investigation) check finds the trip wire, while a successful DC 18 Wisdom (Perception) check sees the hidden barrel. A successful DC 15 Dexterity check using thieves' tools cuts the trip wire harmlessly. A creature without thieves' tools can attempt this check with disadvantage using any edged weapon or edged tool. On a failed check, the trap triggers.

4. ***Spinning Stalagmite of Doom Trap***. When a creature steps on a hidden pressure plate, a false stalagmite covered in blades corkscrews up from the floor. The creature that stepped on the pressure plate must make a DC 16 Dexterity saving throw. On a failed save, it takes 22 (4d10) piercing damage and is restrained between the stalagmite and a stalactite that hangs above it. On a success, it takes half the damage and isn't restrained. Each creature within 10 feet of the stalagmite when it rises must succeed on a DC 14 Dexterity saving throw or take 11 (2d10) slashing damage from the blades sticking out of the stalagmite. A restrained creature or any creature within 5 feet of it can take an action to make a DC 12 Strength check, ending the restrained condition on a success.

   Prevention. A successful DC 15 Intelligence (Investigation) check finds the pressure plate. Wedging an iron spike or other object under the pressure plate prevents the trap from activating. Alternatively, a creature can jump over the pressure plate with a successful DC 12 Dexterity (Acrobatics) check. On a failed check, the trap triggers.

5. ***Springy Spike Pit Trap***. When a creature steps on a hidden tarp, the ground gives way into a 10-foot-deep pit, and the tarp wraps up the creature stepping on it. The creature takes falling damage and is restrained by the tarp. The target can escape the tarp, ending the restrained condition, with a successful DC 10 Strength check. On initiative count 10 the following round and every round thereafter, spikes poke out of the pit's walls then retract. The spikes make a melee attack with a +8 bonus against each target in the pit (vision is irrelevant to this attack roll). (If there are no targets in the area, the spikes don't hit anything.) A target that is hit takes 11 (2d10) piercing damage. A successful DC 15 Strength (Athletics) check is required to climb out of the pit. Alternatively, a creature within 5 feet of the pit can use an action to lift the creature out of the pit. Doing so requires a successful

DC 15 Strength check, and the creature making the attempt takes 5 (1d10) piercing damage.

Prevention. A successful DC 15 Wisdom (Perception) check notices the hidden tarp. A successful DC 12 Dexterity (Acrobatics) check jumps over the tarp and avoids the pit. On a failed check, the creature falls into the pit. While within the pit, a creature can make a successful DC 17 Strength check or DC 15 Dexterity check using thieves' tools to break or disable the mechanism controlling the spikes, preventing the spikes from poking out from the walls.

6. Flammable Grease Trap. A bladder filled nearly to bursting with highly flammable oil lies hidden beneath a layer of dirt and stony debris. When a creature steps on the bladder, it bursts and covers the creature that triggered the trap and each creature within 5 feet of it in oil. This burst creates an effect similar to the *grease* spell, but only for the space the bladder occupied. A creature coated in the oil has advantage on ability checks and saving throws made to escape a grapple, but it has vulnerability to fire damage. In addition, a coated creature that takes fire damage ignites, taking 5 (1d10) fire damage at the start of each of its turns until a creature takes an action to douse the fire. If the fire is ignited and doused, the creature is no longer coated in oil. Otherwise, the oil remains until the coated creature finishes a long rest or uses soap or alcohol to remove it.

Prevention. A successful DC 17 Wisdom (Perception) check notices the bump in the ground, indicating the bladder's presence. If the trap is triggered, a successful DC 15 Intelligence check using alchemist's supplies recognizes the oil's properties.

3. CAVE DRAKE LAIR

A cave dragon skull sits atop a mass of bones in this area. Two **cave drakes** (see page 282) have staked their claim on this area, along with the chambers immediately to the east and west. Normally solitary creatures, the cave drakes remain here out of loyalty to Gondecap, who rescued them from ghouls seeking to skin the drakes alive. When the pair wish to be apart, they retreat to the individual chambers. When they are together, one rests among the bones on the ground, while the other clings to the ceiling. Despite their unsociable natures, they work together to repel intruders and split their victims' belongings equally.

Treasure. Gondecap allows the cave drakes to keep somewhat meager hoards. The drakes keep two separate piles, each containing 100 sp, 50 gp, 10 pp, and 5 gems worth a total of 150 gp.

4. FALSE STALACTITES

The kobolds lured a pair of **ropers** into the graveyard to act as guardians. The kobolds "feed" the ropers occasionally, but the rare intruders help supplement the creatures' meals. The ropers cling to this chamber's 30-foot-tall ceiling and remain still until targets move within range of their tendrils. They prefer to reel in and drop their captives from a height to "tenderize" their meals before eating. They recognize the trapsmiths as allies and don't attack kobolds unless attacked by one first.

5. DRAGON'S REVENGE

A dragon skull marks the presence of a **red graveyard dragon** (see page 299) that attacks the characters as soon as they get within reach of its breath weapon. The dragon pursues fleeing characters, using its Reassemble Bones trait when necessary to navigate cramped quarters. It fights to the death. A **kobold wizard** (*Creature Codex*, p. 241), using Draconic Visage (red dragon), supports the graveyard dragon. If combat lasts for more than 3 rounds and no effort is made to magically silence the sounds of combat, the two **kobold trapsmiths** in Area 7 (if they are still there) make their way to this section of the cavern and join combat.

6. CENTRAL MEETING POINT

The kobold trapsmiths did not reshape this area, leaving it intact to showcase their best trap. The chamber's center is filled with copper coins painted gold and placed among prominent dragon bones. One of the coins is enchanted with *continual flame* to draw attention to the treasure. If intruders don't take the bait, one of the two **kobold trapsmiths** stationed here maneuvers around the lair to harry the intruders into this area. The other trapsmith hides and keeps an eye on the trap, just in case it needs to trigger the trap itself.

Crumbling Ceiling Trap. When a creature picks up or otherwise moves the coins in the center of the chamber, a series of taut wires beneath the coins snap. These wires are connected to four natural columns supporting the ceiling. When the trap triggers, the columns topple over. Each column makes one melee attack with a +8 bonus against a random target within 10 feet of it (vision is irrelevant to this attack roll). (If there are no targets in the area, the columns don't hit anything.) A target that is hit takes 16 (3d10) bludgeoning damage and is restrained. A creature can take an action to make a DC 10 Strength check, freeing a restrained target on a success. On initiative count 10 of the following round, the ceiling above the pile of coins gives way. Each creature in Area 6 must make a DC 18 Dexterity saving throw, taking 33 (6d10) bludgeoning damage on a

failed save, or half as much damage on a successful one. A creature that fails the saving throw by 5 or more is restrained by falling stone. A creature can take an action to make a DC 10 Strength check, freeing a restrained creature on a success.

Prevention. A successful DC 18 Wisdom (Perception) check notices one of the wires leading from the coins to the columns. A successful DC 18 Dexterity (Sleight of Hand) check gathers 2d10 coins without disturbing the wires. Three successful DC 18 Dexterity checks using thieves' tools safely disconnects the wires. On a failed check, the trap triggers.

If the characters manage to avoid the trap and either kobold trapsmith is alive, the trapsmith throws a rock at the coins, hitting them with a successful DC 8 ranged weapon attack, to trigger the trap.

Treasure. All 500 copper pieces contained within this "hoard" are painted gold. Any amount of scrutiny reveals the ruse.

7. KOBOLD QUARTERS

When the kobold trapsmiths aren't repairing or tweaking the lair's traps, they gather here to play games and sleep. If the alarm in Area 1 didn't sound, there are four **kobold trapsmiths** resting here in recesses carved into the eastern wall. If attacked, the kobolds whistle loudly, drawing the attention of any surviving trapsmiths in the lair, who arrive in 1d4 rounds. If approached peacefully, the trapsmiths can be convinced to take the characters to Gondecap with a successful DC 15 Charisma (Persuasion) check.

8. GRAVE DRAGONS

A **black graveyard dragon** and a **green graveyard dragon** serve as undead guardians for the northern approach to Gondecap's sanctum and his hoard. The graveyard dragons recognize the kobolds as allies and don't attack them. They also avoid attacking the characters if the characters are accompanied by Gondecap's kobolds. Combat with the graveyard dragons alerts Gondecap to the characters' presence, assuming he is not already aware of them. The cave dragon remains in his sanctum and prepares for combat, unless he hears the intruders disturb his treasure in Area 10.

9. GONDECAP'S SANCTUM

Gondecap is a **young cave dragon** (*Tome of Beasts*, p. 127), who has attuned to his lair and is on the cusp of fully maturing into an adult cave dragon. He can use the legendary actions and lair actions possessed by an adult cave dragon. However, he must wait one round between lair actions.

Gondecap wears the intact blue dragon's skeleton retrieved by his kobold servants. This increases his Armor Class to 18 and allows him to use an action to breathe lightning as if he was a **young blue dragon**. Unlike a young blue dragon, Gondecap's lightning breath recharges only on a 6.

Gondecap views any creature other than kobolds as intruders, and he begins the encounter ready to attack. If the characters aren't disguised as darakhul and don't have any undead among them, a successful DC 17 Charisma (Persuasion) check convinces the dragon to listen to them, provided they take no hostile actions. Talking the dragon out of the Staff of the Underworld is another matter, though. Gondecap considers the staff the heart of the hoard he is building and expects a commensurate item to replace it. If the characters offer him a legendary magic item as a replacement, a successful DC 13 Charisma (Persuasion) check convinces him to take the trade. A very rare item increases the DC to 16, while a rare item increases the DC to 19. If the characters add 5,000 gp worth of coins, gems, or other small valuable items, they have advantage on the check. Alternatively, they have advantage on the check if they offer the dragon 15 pounds or more of food.

Hidden Exit. A powerful illusion of a cavern wall covers a tunnel leading out of the eastern part of this area. Gondecap uses this tunnel to make secret forays into the Underworld, where he can attack ghoul outposts and raid them of their treasure. Gondecap has been careful to limit his marauding to avoid attracting attention from the Imperium. A successful DC 19 Intelligence (Arcana) check recognizes the wall as illusory.

10. GONDECAP'S TREASURE

Gondecap has spent some of his time restoring the wealth lost to the ghoul legions that slaughtered his parents and other cave dragons years ago. However, his hoard is still modest compared to many other dragons of his age given his self-restraint in how often he raids the ghouls. His prized item is the Staff of the Underworld, which he took from ghouls who dared to enter his lair just after they took it from Narosain. Gondecap isn't aware the staff belongs to Narosain, the Last King, but he is aware it is a symbol of power among the ghouls. He enjoys the notion that he is keeping a beloved symbol out of ghoul claws. In addition to the staff, Gondecap's treasure includes a *+1 war pick* he took from a darakhul, 1,500 gp, 100 pp, and eight gems of various types worth a total of 2,000 gp.

Staff of the Underworld. This simple staff is topped with a humanoid skull and engraved with images of insects and spiders. In the hands of any creature other than Narosain, it is a *+1 quarterstaff*.

Returning the Staff

Narosain reacts to the return of the Staff of the Underworld like someone greeting a long-lost love. When he holds the staff, it glows with a dim, purple light which forms, disperses, and reforms web-like patterns across its surface. As payment for their efforts in securing the staff, he proffers a stone cockroach as his token. If the characters take it, he tells them to seek out Marquis Lazlo Dimas and Marquess Dorva Graysuture in Vandekhul and show it to them. He admits he hasn't spoken with them in some time, but both expressed eternal fealty to him the last time he saw them. He has instructed his children to aid their actions in this part of the Imperium when they have business here, and he has received, through his children, small gifts from them in return for the aid. He is confident they will help if the characters present the stone token to them. In addition to its use as a token of association with the Last King, the stone cockroach ensures that insects and spiders in the eastern section of the Ghoul Imperium don't attack the bearer and those within 15 feet of the bearer, though the creatures defend themselves if attacked.

Narosain also hands the characters a lead box containing a *necklace of prayer beads* (with two beads of blessing, one bead of curing, one bead of favor, and one bead of smiting) as he laughingly recalls a cleric of Khors who tried to take him on all by herself after becoming lost in the tunnels. He has no need for the item and suggests it may prove more useful to "those who understand the importance of diplomacy." Narosain doesn't offer the characters this item if they attacked him in their first meeting.

If the characters ask him about his plans now that he has the staff, he mentions that he intends to effect regime change in the Imperium, though it is a process that will take some time. He allays any alarm expressed by the characters by stating that the current Emperor's weakness is leading the Imperium to failure and destruction by those on the surface. He shares his belief that, while ghouls need to eat, expansionism only exposes the Ghoul Imperium to united armies from the surface seeking to destroy it. After all, the Emperor's foolishness has led the characters themselves down into the Imperium, has it not?

If the characters ask Narosain for details about Vandekhul, he offers all he knows (see page 36 for basic information about Vandekhul). Narosain prefaces his information with the caution that he has not been in Vandekhul for years. He suspects little has changed since he was "killed" by Emperor Tonderil, other than some names. He informs the characters about the Pure City as a haven for nobles who wish to get away from the press of bodies in the White City. He tells them about the enclaves and pleasure barges used by the ghoul nobles to scheme and plot for position within the empire. He mentions Duke Morreto Lichmark rules Vandekhul when Emperor Nicoforus isn't in the city and mentions the duke is the Emperor's current "favorite."

Narosain reminds the characters that they must act as guests while in Vandekhul. As living creatures, they are at an obvious disadvantage, but a show of strength (without resorting to direct threats) will go a long way to keeping their skins intact and staying out of the slave pits.

When the characters are ready to depart, the Last King suggests they explore Chandelier Island. He knows a special substance called *ghoulbane oil* drips from the chandelier-like rocks above the island. He once harvested the oil for use against his rivals, and the substance might prove useful to them. Narosain is unaware a shrine to Vardesain was consecrated on the island by Vardesain's high priest, Radomir Marrowblight, a few months ago.

Since the Last King has no clout in the Ghoul Imperium, he can't offer a boat to Vandekhul to the characters. Instead, he directs them to a lightly defended dock nearby where they can "acquire" a ship. He gives them a *spell scroll of gust of wind* in case they need to leave the docks quickly.

Using Narosain's Token

If the characters travel through the cramped, vermin-filled tunnels near Narosain's home, they find he is true to his word, and none of the insects or spiders bother them while one of the characters presents the stone cockroach. However, the trip is fraught with brushes against oversized centipedes, beetles, spiders, and various other insects who occasionally get close in the tight tunnels. If the characters use the cockroach token to back insects or spiders into a corner, the token's grace effect fades for the cornered creatures, which are free to attack. In addition, the token sprouts a multitude of legs which dig into the flesh of the character carrying it—a sign of Narosain's displeasure with the character's actions toward his children. If they continue to use the token to harm or take advantage of insects or spiders, the token's magic fails utterly, leaving them to the mercy of swarms of insects and spiders in their path.

The Main Thoroughfare

The characters may decide to not take Narosain's advice of approaching Vandekhul by ship. If that's the case, they must travel through the heart of the Imperium, braving the dangers of Gnawbone, Fleshbrook, and Darakhan (see Locations of the Underworld on page 24 for more details). Such travel is outside the scope of this adventure, which assumes the characters cross the Sulphur Sea by boat to Vandekhul, and it is up to you on how travel along the main thoroughfare plays out. Ghoul patrols are more frequent along the routes to these cities, and living creatures have a difficult time entering the capital without appropriate paperwork. If the characters caused chaos in the Pit of All Flesh, the patrols are on alert for any troublemaking living creatures, especially such creatures without the appropriate traveling or trade paperwork. Characters going this route to Vandekhul are likely to end up being taken prisoner, being forced to fight in the arena in Darakhan for the ghouls' pleasure, or being thrown in the slave pits. Whatever the case, the characters are likely delayed enough to miss their chance to save the archduke, allowing Duke Morreto and Radomir to succeed in their schemes.

Stealing the Skin Trader

If the characters make it to the docks suggested by the Last King without any ghouls in pursuit, they have a chance to explore the buildings around the docks. Otherwise, they need to locate a ship as soon as possible and set sail across the Sulphur Sea. The road leading to the docks takes the characters between the buildings at Areas 1 and 3.

1. HEARTY SPIRITS TAVERN

This tavern caters to sailors who cross the Sulphur Sea. Most such sailors are undead merchants moving goods between Fretlock and Vandekhul, but the occasional derro or shadow fey make the trip. In rare cases, experienced sailors from the surface retain their status as living creatures, becoming minor citizens of the Ghoul Imperium, in exchange for their expertise. When the characters arrive, a pair of **ghoul** sailors from the *Crimson Bloater* are here, awaiting repairs to their ship. They refuse to talk to "living scallywags" like the characters, but an offer of a meal or drink along with a successful DC 15 Charisma (Persuasion) check gets them to open up. If the characters are disguised as darakhul, the characters can talk to them with a successful DC 12 Charisma (Persuasion) check without buying the sailors a meal or drink. If asked about their travels or their work, the ghouls motion toward their ship docked at Area 2 and explain the ship is in for repairs thanks to eels.

Special Guests. The tavern attracts **ghosts** of formerly living creatures that drowned in the Sulphur Sea. Except for recent arrivals, these ghosts have learned that undead patrons won't listen to their pleas to retrieve their waterlogged bodies and give them a proper burial. The ghosts mill about the characters and wail, but otherwise take no steps to harm them. If the characters speak with one of the ghosts, it makes its case and offers to show them where to find its body. If the characters agree to its terms, it travels with them and becomes angry if the ship does not travel the path it indicates, eventually attacking the characters if the ship's course is not corrected. If the characters refuse to help the ghost after speaking with it, it attacks immediately.

If the characters follow the ghost's directions, they come upon a stalagmite jutting out of the water with a body lying atop it. The body has been picked over but is mostly intact. If the characters investigate, they are attacked by **nightgaunts** (*Creature Codex*, p. 277), as detailed in Nightgaunt Roost on page 217. After dealing with the nightgaunts, the characters can retrieve the body from the stalagmite. The ghost asks for its remains to be burned, and it achieves its rest if the characters do so.

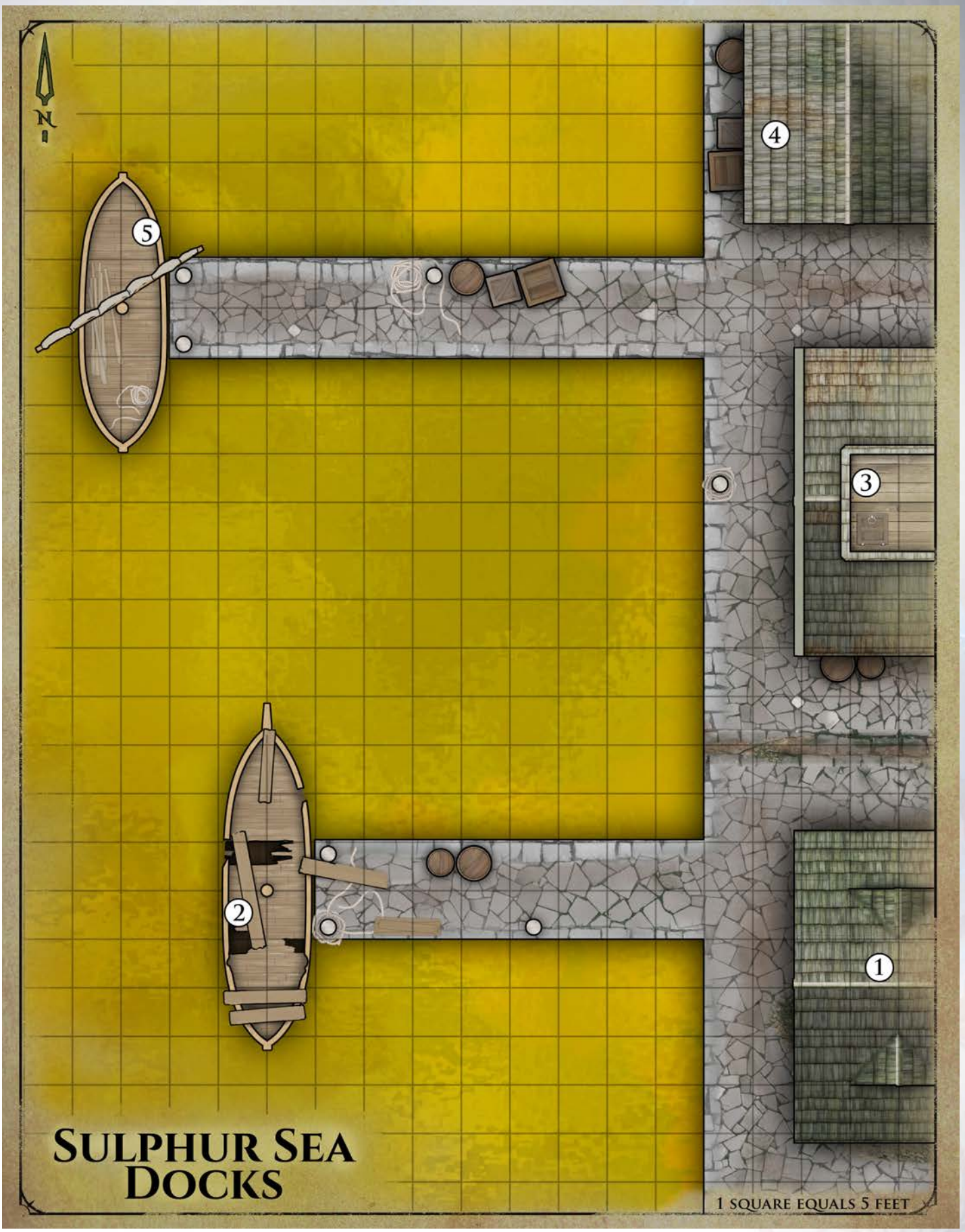
2. THE *CRIMSON BLOATER*

This ship, which trawls for living and undead sea creatures, is currently at the docks for repairs after a group of massive undead eels attacked the ship. Most of the crew has left to take in the sights at the Pit of All Flesh, leaving the pair of ghouls at the tavern to oversee the work crew, which is off-duty by the time the characters arrive at the docks.

The *Crimson Bloater* looks seaworthy at a glance and might make a tempting target compared to the *Skin Trader* docked at Area 5, which shows signs of activity. However, the ship is in enough of a state of disrepair, it takes on water and eventually founders two miles out. A successful DC 14 Intelligence (Investigation) or Wisdom (Perception) check discovers the ship's damaged state and potential for capsizing. A character with a background in sailing or proficiency in navigator's tools or water vehicles has advantage on the check.

3. ADMINISTRATION BUILDING

The two **imperial ghouls** who work in this building review crew manifests, inspect cargo, and schedule launches and landings. If the characters caused chaos at the Pit of All Flesh, a third **imperial ghoul**, a runner sent to inform the administrators about the "enemies of the Imperium," arrived just before the characters. If the characters enter this building after the runner has been here, the administrators attack without provocation, while the runner attempts to escape to alert a patrol, which arrives in 1d4 hours.


N
1
2
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Sulphur Sea Docks
1 square equals 5 feet

If the characters didn't cause chaos in the Pit of All Flesh, the administrators glance over the character's travel paperwork and give them directions to the Pit—the travel destination listed on their paperwork. If the characters ask about passage on a ship, the administrators recommend the characters ask at Hearty Spirits, as crews are often willing to trade passage for hard-working people who can work a ship or defend it against the dangers of the Sulphur Sea.

4. WAREHOUSE

Goods taken to and from Vandekhul or, in rare cases, Chandelier Island, are stored here. Most goods stored at this dock are meant for the Pit of All Flesh and its outpost as most of the goods going to Fretlock leave the docks immediately.

A small room in the warehouse is devoted to storing the docks' equipment. It contains rope, hooks, anchors, and other simple nautical equipment.

5. THE *SKIN TRADER*

The *Skin Trader* is a single-mast, fast sailing ship, measuring 10 feet wide and 30 feet long. It has a main deck and one below, which contains the ship's cargo, quarters for the small crew complement, and oars used to supplement the sails. The ship's prow is a well-preserved, mummified basilisk. The vessel is large enough to hold ten creatures and its cargo—tanned hides from exotic underworld lizards, humanoids, and strange rubbery creatures—comfortably.

The Crew and Passenger. When the characters arrive, a **vampire spawn** captain, and her crew of two **darakhul**, two **ghasts**, and three **ghouls** are finishing up with docking the ship, newly arrived from Vandekhul. A **shadow fey ambassador** (*Creature Codex*, p. 145), returning from a meeting with Duke Moretto Lichmark, is a passenger and anxious to leave the ship, which she boarded instead of using the Shadow Roads as a show of good faith to the Duke.

Ghoul Patrol. Whether or not the characters caused chaos in the Pit of All Flesh, a ghoul patrol is on its way to the docks either as part of normal routine or as part of heightened security due to the character's actions. If the characters caused chaos at the Pit, the patrol arrives in 1d6 hours. If they didn't cause chaos at the Pit, the patrol arrives in 2d6 hours.

Waiting for the Crew. The *Skin Trader's* crew leaves the ship at different times to take their shore leave. The shadow fey leaves for the tavern after 1 hour, the darakhul depart after 2 hours, the ghasts leave the ship after 3 hours, and the ghouls and the vampire spawn round out the departures after 4 hours.

Attacking the Crew. If the characters attack before the shadow fey leaves, she fights the characters until reduced to 40 hit points or fewer, after which she attempts to escape the ship, diving over the side if necessary. If she has the chance to leave, she watches the combat from the comfort of the tavern. The crew fights to the death to defend their ship and their captain.

Boarding the Skin Trader. Even if the characters wait for the entire crew to depart, at least one of the crew keeps an eye on the ship from the tavern, requiring the characters to make Dexterity (Stealth) checks to remain unseen. If the characters are spotted or engage in combat before the crew has left, it takes two rounds for the crewmembers in the tavern to reach the boat. Two successful DC 12 Intelligence checks work the knots holding the boat to the dock and free the ship, allowing the characters to push the ship away from the dock. A character with a background in sailing or proficiency in navigator's tools or water vehicles has advantage on the check.

The Phantom Gives Chase

The Emperor's warship, the *Phantom*, patrols the Sulphur Sea and happens to be passing near the docks as the characters push off. Knowing the *Skin Trader* just arrived into the docks after having seen its crew and captain the day before, the *Phantom's* captain suspects foul play when it sees the *Skin Trader* sailing away from the docks. A successful DC 15 Wisdom (Perception) check spots the *Phantom* as it closes in on the *Skin Trader*. On a success, the *Phantom* begins combat 300 feet from the *Skin Trader*. On a failure, the warship begins combat 150 feet from the characters' ship. Under sail and oar (requiring at least two creatures to operate the oars), the *Skin Trader* can move 60 feet per round (40 feet when just using sails), while the *Phantom* can travel 90 feet per round. A *gust of wind* spell increases the *Skin Trader's* speed by 15 feet for 1 minute. The *Skin Trader* has 300 hit points and has a damage threshold of 15.

On initiative counts 20, the *Phantom* fires clusters of bones at the *Skin Trader*, which deal 33 (6d10) bludgeoning damage to the ship if the *Phantom* is within 200 feet of the *Skin Trader*. When the shards hit, each creature on the ship must make a DC 15 Dexterity saving throw, taking 21 (6d6) slashing damage from bone shards on a failed save, or half as much on a successful one. A creature belowdecks takes 10 (3d6) slashing damage on a failed save, or no damage on a successful one.

Each round the *Phantom* is within 10 feet of the *Skin Trader*, two **iron ghouls** swing over to the characters' ship and attack them.

Two rounds after the *Phantom* begins its chase, a character on deck can search for shoals through which the light, small *Skin Trader* can travel but the large, heavy *Phantom* can't. A successful DC 20 Wisdom (Perception) check locates appropriately shallow water. The DC decreases by 1 at the beginning of each round after the second. The shallow water is 100 feet from the *Skin Trader*. Once the *Skin Trader* reaches shallow water, the *Phantom* gives up the chase, allowing the characters to finish their trek across the Sulphur Sea.

Concluding the Adventure

Assuming the characters throw off the *Phantom*, they ply their way across the Sulphur Sea toward the Pure City of Vandekhul. Narosain has pointed them in the direction of potential allies they can leverage in Vandekhul. These allies should recognize Narosain's stone cockroach token, and, aware of the Last King's paranoia, acknowledge the characters obtained it directly from him. Their mission won't be any simpler for these advantages, though. Their activities in the Imperium have drawn the attention of the ghouls and Emperor Nicoforus is aware of their presence. This puts the characters on a bit of a countdown to cement alliances, learn the whereabouts and timing of the ritual, and rescue Archduke Avgost before the Imperium's soldiers recognize them and attempt to capture or kill them. Fortunately, their temporary alliance with the Last King helps stall the overall hunt for them as many traces of their passage mysteriously disappear, trod under thousands of tiny insect feet.

Narosain works behind the scenes to give the characters more time. He expands his network of spying vermin to get a feel for the current state of the Imperium. In particular, he awaits word from the characters' exploits in Vandekhul. He is not ready to reveal himself to the Ghoul Imperium, but he is hopeful the seeds he planted in the characters will bear fruit soon, giving him an opening to gain his revenge.

If the characters caused chaos in the Pit of All Flesh, the chaos ignited pockets of resistance that spread from the Pit, diverting the ghouls' attention as they put down revolts and apprehend escapees.

If the characters fail to escape the *Phantom*, the ghouls capture the surviving characters and toss them into the Sulphur Mines outside Vandekhul. It is possible for the remaining characters to stage a daring escape and resume their quest to stop Duke Morreto and Radomir, perhaps with help from Marius Mourncloak (see The Emperor's Spy on page 240) or another group of adventurers.

If the characters successfully traversed this section of the Ghoul Imperium with minimal bloodshed and chaos, award them XP as if they had defeated the enemies they avoided engaging in combat. Such enemies might include the ghoul guards in the Pit of All Flesh, the ghouls in the Docks, and some of the kobolds and Gondecap in the Dragon Graveyard.

MEET THE DESIGNER

Into the Fuligin Realm was written by Mike Welham. Mike has been gaming since the dim murk of the 1980's, though he never had an encounter with "the Demogorgon." Freelancing since 2011, he has had many run-ins with the kobolds. Having survived those encounters, he was delighted to create a chapter for *Empire of the Ghouls*. When not coming up with madcap derro schemes, he spends time with his wife, Cheryl, and the many animals they've welcomed into their home.

The Pure City of Vandekhul

Chapter Background

The Kingdom of Hunger is at hand! Duke Morreto Lichmark, ruler of the ghoul city of Vandekhul, and Radomir Marrowblight, high priest of the Hunger God Vardesain, have been plotting behind Emperor Nicoforus' back to grow their power base in ghoul society, both on the surface and in the realms below the earth. Ultimately, Morreto intends to challenge Nicoforus for the imperial throne, while Radomir wants Vardesain recognized as the one true god of the darakhul, establishing a "Kingdom of Hunger," a theocracy controlled by the Hunger God's priesthood.

The pair's schemes in Zobeck and the Northlands have been frustrated thanks to the efforts of the characters, but their most nefarious plot is entering its final phase. Archduke Avgost Walerska, the Krakovan noble who cheated death itself, is in their clutches, and preparations for his ritual sacrifice at the Bone Cathedral in the Pure City are nearing completion. Avgost is destined to suffer a slow and painful death in the Hunger God's name, followed by agonizing transformation into a darakhul. Once his

royal blood has been spilled, Vardesain has promised to reveal the dark lore Radomir and Duke Morreto both crave—the true secret of creating more darakhul. With this coveted knowledge, the two plotters will be able to rapidly swell the ranks of their followers, conquer new territory both below ground and on the surface, and even launch a coup d'état against the Emperor himself.

But there are some in Vandekhul who remain loyal to Emperor Nicoforus the Pale or see an opportunity to ascend the bone steps to power themselves by hindering Morreto and Radomir's schemes. Furthermore, neither the ghouls' vampire allies and their Red Goddess, nor the priests of the Death God want to see Vardesain dominant. As the characters arrive in the Pure City bearing the *Holy Robes of Sister Adelind*, they have an opportunity to gain some unlikely allies as they seek to frustrate their enemies' plans and rescue Archduke Avgost.

Chapter Summary

The adventure begins with the characters on board a stolen ghoul ship, sailing across the Sulphur Sea to the Pure City of Vandekhul. While crossing the pale yellow and malodorous waters, the adventurers run into unnatural monsters and strange hazards of the underground sea.

As the characters' ship approaches Vandekhul, it passes close to Chandelier Island, a huge stalagmite island situated beneath an enormous stalactite. Here, the characters come under attack from a pack of chained angels based at a shrine to the demonic Herald of Vardesain. If they brave the temple, they may find some useful items.

Arriving at Vandekhul's docks, the characters gain admittance to the ghoul city, and then must navigate its streets—and its politics—without drawing too much attention to themselves. As the characters seek out the influential darakhul nobles suggested by the Last King and other potential allies, they risk being identified as trouble-makers and hunted down by the Duke's forces. Luckily, if they do become captured, a loyal agent of the Emperor has an attractive proposition for them.

The characters learn that Archduke Avgost is being held in the Bone Cathedral and that his ritual sacrifice is imminent. Ghoulish allies may also offer useful information and other aid, but not every enemy of their enemies is a friend.

The characters infiltrate the Bone Cathedral and find their way to the inner sanctum where the sacrifice is due to take place. Here, they must battle Duke Morreto, Radomir Marrowblight, and the pair's ghoulish minions, using the power of the *Holy Robes of Sister Adelind* to save the Archduke before he dies a hideous death and is transformed into a darakhul.

Just as the characters defeat the darakhul villains, Emperor Nicoforus himself arrives with his entourage to condemn the treacherous minions, apologize to the surface dwellers, and tell the characters to get out of the Underworld before he kills them all.

Sailing the Sulphur Sea

The characters are on board the ghoul merchant vessel, the *Skin Trader*, and have successfully shaken off pursuit from the *Phantom*, the Emperor's warship. To reach the Pure City of Vandekhul where Archduke Avgost is being held, they must travel across the Sulphur Sea.

Sailing across the sea is an eerie and unpleasant experience. The waters are a very pale yellow and smell like rotten eggs, but they're not overly dangerous to those swimming in them. Salamanders and other creatures thrive in the sea, feeding on blind cave fish and crustaceans, while larger predators that enjoy the taste of ghoul or human flesh sometimes attack small ships.

As well as monsters, there are hazards and obstacles to avoid, including clouds of sulphurous vapors, zones of boiling water caused by geothermal activity below the surface, and submerged reefs of volcanic rock. In several locations, tall clusters of stalagmites protrude 20 feet or more above the surface of the water. Elsewhere, huge stalactites drip constantly on those sailing beneath, leaving areas of the Sulphur Sea covered in a constant, light "rain."

NAVIGATION

Navigating the treacherous waters of the Sulphur Sea is not easily done in the pitch dark without the stars or moon as guidance. Ghouls have darkvision but this only extends for 60 feet, making it a challenge to avoid hidden reefs and other hazards. The ghouls have installed a series of warning lights to keep their ships away from the most dangerous submerged rock formations as no darakhul noble wants their lavish pleasure barge to crash into a stalagmite and sink. These greenish-yellow lights can be seen in the distance, serving as landmarks to aid navigation and as hazard markers.

In the crew area below decks, the characters can find the captain's navigator's tools and her almanac. Bound in the iridescent purple-black skin of a subterranean lizard, the well-worn folio holds several dozen loose sheets of vellum made from human skin. These contain annotated nautical charts of the Sulphur Sea and meticulously neat tables detailing its magical currents and tides.

A character can make sense of the almanac and plot a course to Vandekhul with a successful DC 20 Intelligence check using navigator's tools. A character who can read Darakhul has advantage on this check. A character who doesn't have proficiency with navigator's tools has disadvantage on the check. According to the charts, the *Skin Trader*'s usual route involves heading north to Chandelier Island, before sailing west to the Pure City.

If the characters succeed on the check by 5 or more, the navigator is also able to interpret the complex weather charts and tide tables correctly. This allows the *Skin Trader* to take advantage of the breezes that blow across the sea and travel at an increased speed, arriving at Vandekhul in 15 hours instead of 20. If the characters stop by Chandelier Island, they reach it in 12 hours instead of 17.

However, a failed check means the characters have made a mistake in their route planning, and the *Skin Trader* is heading for trouble (see Nightgaunt Roost).

Once the characters have plotted their course, they can use the charts and the ghoul lights to guide them. Every four hours, the character navigating the ship must make a DC 15 Wisdom (Survival) check. Alternatively, the character can make a DC 15 Wisdom check using navigator's tools. The navigator has advantage on this check if at least one of the characters succeeded on the earlier check to understand the almanac.

On a success, the *Skin Trader* stays on the correct heading. On a failed check, the ship veers off course, and the characters become lost. After 1d6 hours, the navigator can repeat the check to attempt to get the ship back on course once again. Getting lost leads the characters into a nest of monsters and increases the chance the ship runs into a hazard.

SULPHUR SEA ENCOUNTERS

The voyage to Vandekhul is likely to take the characters at least 20 hours, excluding any time spent exploring Chandelier Island. While sailing the Sulphur Sea, the characters might encounter other sailing vessels, native monsters, or natural hazards.

If the characters don't all have darkvision, they may decide to use one or more light sources on the *Skin Trader* to allow everyone to see. Light on the surface of the sea attracts attention from sea-dwelling monsters (see Tentacles from the Deep) or from the ghouls responsible for replacing the lantern beetles that help the Imperium's ghouls navigate (see The Lightbringer). The first time the characters fail to interpret the almanac correctly, their badly-plotted course means they sail too close to the Nightgaunt Roost. Alternatively, the characters might have agreed to help a ghost at the docks and sail into the roost in pursuit of the ghost's remains. If the characters fail to navigate the strange waters of the Sulphur Sea again, they run into a hazard (see Hazards of the Sulphur Sea on page 218).

THE LIGHTBRINGER

The ghouls use caged **lantern beetles** (see page 273) for their network of lights to aid navigation and warn sailors away from dangerous reefs and other hazards. The foot-long beetles are locked in an iron cage with enough food to last them a week or so, and the Ghoul Imperium tasks ghoulish crews with feeding or replacing the beetles each week.

As the characters sail the Sulphur Sea, they might come across such a crew. If they do, read the following:

> The vessel ahead is easy to spot. Powered by oars, it sits low in the water. Its deck is piled high with stacks of metal cages that shine with yellow-green light. The boat steers slowly toward a rocky outcrop where a hunched figure standing on deck uses a long pole to unhook an unlit cage hanging from the rocks and replaces it with a glowing one.

This 20-foot long boat is called the *Lightbringer*. Captained by Milos Guttersnipe (LE male **beggar ghoul** [*Tome of Beasts*, p. 213]) and rowed by six **zombies**, this vessel carries several dozen lantern beetles in iron cages to replenish those whose light has gone out. Below decks, the *Lightbringer* holds tiered slabs of fungus to feed the glowing lantern beetles on the Sulphur Sea.

Milos is skeletally thin with lank black hair, a stooped posture, and foul-smelling breath. A coward at heart, he has no interest in hostile confrontation and orders his oarsmen to row away as fast as they can if it appears the characters are spoiling for a fight. However, if the characters aren't aggressive, Milos is willing to talk to them in exchange for food or one or two hides from their cargo. A successful DC 20 Charisma (Persuasion) check also convinces the captain to part with a caged lantern beetle. The character has advantage on this check if the character is disguised as a darakhul using *Anu-Akma's Book of the Hungering Dead* (see page 255) or similar magic.

The ghoul knows the Sulphur Sea like the back of his shriveled hand and can give the characters directions in a rasping whisper if they have become lost. If asked about Chandelier Island, he warns them of the chained angels guarding the surrounding waters. If Milos takes a shine to the characters, he may even tell them about the *ghoulbane oil* dripping from the huge stalactite above the island.

TENTACLES FROM THE DEEP

Light or noise from the Skin Trader attracts the attention of a sulphur krake and its offspring, which attack the ship. These intelligent and unnatural squid-like monstrosities were summoned many years ago by aboleth sorcerers and patrol the Sulphur Sea on behalf of the darakhul with whom they are now allied. They do not attack ghoul vessels, but ships manned by living creatures are fair game. For this reason, many living merchants prefer the longer tunnel-based route to Darakhan through Gnawbone and Fleshbrook. Having spent years working with darakhul, the sulphur krake has advantage on Intelligence (Investigation) checks to see through a disguise created by *Anu-Akma's Book of the Hungering Dead*.

The sulphur krake uses its spells and tentacles to attack characters on deck, seeking to grapple and pull its targets into the water. A sulphur krake has the statistics of a **krake spawn** (*Tome of Beasts*, p. 269) with the following changes:

Damage Immunities fire, poison, psychic

Innate Spellcasting. The sulfur krake's innate spellcasting ability is Charisma (spell save DC 16). It can innately cast the following spells, requiring no material components:

At will: *fire bolt, protection from energy*

1/day each: *fire shield*, wall of fire*

*If using the *Midgard Heroes' Handbook*, replace this spell with *steam blast*

The sulphur krake's offspring uses the statistics of a **gargoctopus** (*Creature Codex*, p. 167) and has the same damage immunities as the sulphur krake.

To make matters worse, blood spilled in the water attracts 1d3 **undead sharks** who appear on the following round, hoping to feast on any floundering swimmers. These hideous sharks are 15 feet long, with gaping wounds in their rotting skin that partly exposes their ribcages. The undead sharks use the statistics of **hunter sharks**, except they are undead and have immunity to poison damage and the poisoned condition.

NIGHTGAUNT ROOST

A clutch of nightgaunts makes its home in a "forest" of stalagmites a few miles north from the docks where the characters stole the *Skin Trader*. The ship's usual route to Vandekhul avoids this dangerous area, but the characters might find themselves here if they make a mistake plotting their course when studying the almanac, if they get lost in the first four hours of their journey, or if they help a ghost from the docks recover its remains.

Dozens of stalagmites are spread over an area several hundred feet across. Although they are clustered quite close together, there is just enough room for the small *Skin Trader* to sail between them.

Whether the characters decide to press on or turn back, they are too late: they have drawn the attention of a **nightgaunt** (*Creature Codex*, p. 277) and its lesser kin. The faceless, thin bat-winged creatures swoop down silently from atop the columns where they have been roosting and attempt to surprise the group. The nightgaunt uses its Baneful Presence on approach, before trying to grab one character and carry them off. A nightgaunt's flying speed is halved if it carries a Medium creature. Its flying speed isn't reduced if it carries a Small creature. Two lesser nightgaunts (use the statistics of a **giant vampire bat** [*Creature Codex*, p. 50]) and two **swarms of bats** attack those on the deck of the ship.

If it successfully grapples a character, the nightgaunt flies to the top of a stalagmite 30 feet away. While grappling the character on the stalagmite, it can't use its claws to attack, as it must use one claw to hold on to the stalagmite and one claw to hold the character. If the grappled character escapes the nightgaunt's grapple, the character must succeed on a DC 12 Dexterity saving throw or fall 30 feet down to the partly submerged base of the stalagmite, taking falling damage. A character that doesn't fall must use one hand to hold on to the stalagmite, can't use weapons that require two hands, and can't use actions or items that require both or a second hand, such as using a shield or loading a crossbow. The stalagmites are slippery, requiring a successful DC 15 Strength (Athletics) check to ascend or descend.

HAZARDS OF THE SULPHUR SEA

Roll a d6 every four hours the characters spend sailing across the Sulphur Sea. On a roll of 1 (or 1-2 if the characters have become lost) the *Skin Trader* runs into a hazard. Choose an option or roll a d4 to determine which of the following hazards the characters encounter.

Sulfurous Clouds. The ship sails through a heavily obscured cloud of nauseating, yellow vapor. Each creature on board must make a DC 16 Constitution saving throw. On a failure, a creature takes 22 (4d10) poison damage and is poisoned for 1 hour. On a success, a creature takes half the damage and isn't poisoned. If the ship's helmsman has proficiency with water vehicles and succeeds on a DC 16 Intelligence or Wisdom check, the creatures on board have advantage on this saving throw.

Boiling Water. Geothermal activity beneath the surface of the water causes the sea to reach super-hot temperatures and begin to boil. Clouds of steam surround the ship, lightly obscuring the area within 100 feet of the ship. It takes the ship 6 rounds to sail clear of the steam cloud. Each round, creatures on deck take 2 (1d4) fire damage from the scalding hot vapor. A creature that falls into the boiling hot water takes 22 (4d10) fire damage each round. There is a 50 percent chance the superheated water attracts 1d4 **salamanders** who take an interest in the *Skin Trader*.

Submerged Reef. The ship sails dangerously close to a hidden reef. Unfortunately, the lantern beetle meant to warn ships away from the hazard died over a week ago and is no longer shedding light. Characters on lookout with darkvision or using a light source can spot the iron cage hanging from a 15-foot tall pole sticking out of the water with a successful DC 15 Wisdom (Perception) check. If the helmsman has proficiency with water vehicles and is alerted to the danger through a shouted warning or their own successful Wisdom (Perception) check, the helmsman can steer the ship away from the reef with a successful DC 18 Strength check. If the helmsman fails the check, the ship hits the reef. If the helmsman fails the check by 5 or more, the *Skin Trader* becomes stuck on the reef, and the characters must spend 2 hours hacking at the reef to break the ship free.

Each creature on board when the ship hits the reef must make a DC 15 Strength saving throw. If the helmsman failed the check by 5 or more, creatures on board have disadvantage on this saving throw. On a failure, the creature takes 22 (4d10) bludgeoning damage, and if it was on the deck, it falls overboard. On a success, the creature takes half the damage and isn't thrown overboard.

Acid Rain. The *Skin Trader* passes beneath a large group of glistening stalactites streaked with strange minerals. These stalactites vary between 10 feet and 30 feet in length and shower the ship with drops of acidic "rain" as it sails underneath. Each creature on deck must make a DC 15 Dexterity saving throw, taking 11 (2d10) acid damage on a failed save, or half as much damage on a successful one.

Chandelier Island

As the *Skin Trader* glides through the pale yellow waters, the distant glow of a city appears to the west. Directly ahead, looming above the mummified basilisk that serves as the ship's gruesome figurehead, a huge stalagmite island rises out of the Sulphur Sea. A vast, white stalactite of sparkling sword-like crystals hangs like a giant chandelier above it.

After sailing for about 17 hours, the *Skin Trader* nears Chandelier Island. Vandekhul lies west of the island, but the characters heard from the Last King, and maybe from the captain of the *Lightbringer*, that there are items on the island which might prove useful in their battle against the ghouls. Whether or not the characters decide to stop at the island, the *Skin Trader*'s appearance close to the island draws the attention of the island's chained angel guardians.

The Guardians. Two **chained angels** (*Tome of Beasts*, p. 20) watch over the island, the Shrine of the Herald, and the supply of *ghoulbane oil*. If the *Skin Trader* approaches the island, the pair swoop down to attack. Because these fallen angels serve Vardesain, their heads have been flayed to reveal their skulls, and they wield fiery greataxes rather than greatswords.

If a character succeeds on a DC 20 Intelligence (Arcana or Religion) check, the character recognizes the chained angels for what they are and recalls that a *knock* spell can be used to release an angel from its bondage to the dark gods. These chained angels were once **devas** in service to Lada and Khors. If freed from their shackles, their divinity is immediately restored, and they disappear in a flash of radiant light. At the end of combat, if the characters killed at least one angel or freed one from its shackles, each creature that participated in the combat, other than the angels themselves, immediately gains the bonuses of a *heroes' feast* as if the creature had eaten for 1 hour. If the characters freed both angels from their shackles without killing the angels, each creature that participated in the combat also regains 22 (4d10) hit points at the end of combat.

Ancient Island. Until a few years ago, Chandelier Island was home to an elder air elemental named Sulfanorum who was bound into the service of Mushir Faruq Mutakabbir, a powerful efreeti pasha and a favorite of the Grand Sultan Ixingaltrix himself. Mushir charged

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Sulfanorum with guarding a great treasure, and the elemental performed his duty flawlessly for 101 years. But when Mushir allowed himself to be tricked into a genie prison by a smooth-talking mortal—a most embarrassing incident that will surely be whispered about in the coffee shops and souks of the City of Brass for many years to come—the spell that enslaved Sulfanorum was broken. The elemental fled, taking his former master's treasure with him, and was never seen again.

But the island did not remain uninhabited for long. As Radomir Marrowblight's plans with Duke Morreto advanced, the high priest began to experience visions of the Hunger God's herald, the great crawling demon-worm Hriggala, the Jaws of Vardesain (see page 279). With Sulfanorum gone, Radomir ordered his servants to expand the long-forgotten caverns and tunnels within the rocky island and build a shrine in the Herald's honor. When the day of his triumph is at hand, Radomir plans to call Hriggala forth from Evermaw in this shrine to proclaim the establishment of the newly formed Kingdom of Hunger and utterly devour every living thing that stands in the herald's way.

EXPLORING THE ISLAND

At sea level, the base of the stalagmite island is 600 feet in diameter, and the island slopes steeply upwards 500 feet to a flat area roughly 100 feet across at the summit.

A. DOCK

A 40-foot long stone dock has been cut from the rock at the southern tip of the island. If the characters want to land, they can tie the *Skin Trader* to the rusty iron mooring rings bolted to the dockside. From here a series of stone steps lead up to a worn, slippery stone path which curls around the island in a spiral, all the way to the top.

B. LOWER ENTRANCE

Up the path from the dock about 100 feet above sea level, a 10-foot wide entrance leads into a cave in the side of the huge stalagmite. From here, a 5-foot wide sloping passage corkscrews up to Area 2 of the Shrine of the Herald, decorated with a carving of an enormous worm-like creature. The worm's body runs the full length of one wall of the corridor, beginning with its tail just inside the entrance and ending in a hideous maw surrounded by tendrils in Area 2. A successful DC 20 Intelligence (Religion) check after seeing the worm's maw identifies the carving as a representation of Hriggala, a herald of Vardesain.

C. MIDDLE ENTRANCE

Situated 200 feet above sea level, at the same elevation as the Shrine of the Herald, this cave entrance leads directly into a 10-foot wide, 50-foot long tunnel to Area 1 of the Shrine of the Herald where it connects with the stone bridge across the chasm.

D. UPPER ENTRANCE

This cave entrance is 100 feet from the summit, and 400 feet above sea level. A 10-foot wide tunnel spirals downwards from here to Area 4 in the shrine. Similar to the tunnel in Area B, an enormous demon-worm is carved into one wall of this passage. As with the other carving, the worm's tail starts inside this cave.

E. HILLTOP

The stone path ends at the top of the stalagmite, a flat area around 100 feet in diameter. There is a 6-foot diameter hole in the rock at the center of the summit, stained around the edges with a red substance. The hole leads to a chimney-like shaft which descends nearly 300 feet straight down to Area 5 of the shrine.

Every minute or so, a drop of oily red liquid drips from the tip of the chandelier above (Area F) then falls through the hole, down the shaft, and into the pool below. This oily red liquid is *ghoulbane oil* (see page 263), prized by enemies of the darakhul and highly illegal in the Ghoul Imperium.

The walls of the shaft are smooth stone and slick with oil. Climbing down is very difficult and requires a successful DC 25 Strength (Athletics) check to make it to the bottom safely.

F. THE CHANDELIER

A mass of gigantic, sword-like crystals, resembling a huge chandelier, hangs from the cavern ceiling above the island. These crystal formations point in all directions, but the largest formation points straight down, 200 feet above the island's top and drips a red liquid.

SHRINE OF THE HERALD

The Shrine of the Herald, an underground temple complex dedicated to the demon lord Hriggala, hides inside Chandelier Island. The island's tunnels and caves were first created by wind erosion from the elder elemental who lived on the island years ago. They were expanded and refined in recent months by the servants of Radomir Marrowblight. The shrine is now home to both the undead and demonic creatures from Evermaw, the Plane of Undeath, where the ghoulish Hunger God Vardesain rules

from his capital at Vulture's Beyond. A darakhul priestess named Vermigia Wormfood, one of Radomir's most trusted acolytes, presides over the shrine.

GENERAL FEATURES

The caverns and tunnels of the shrine are dank and reek of mold, decay, and death, a foul blend of aromas that is somehow worse than the stench of the Sulphur Sea.

Illumination. Areas 3, 7, and 8 are illuminated with a ghostly, green light. All other areas are dark.

Ceilings. Areas 1, 2, and 8 have 50-foot high ceilings. The ceilings in all other areas are 20 feet high.

Stalactites and Stalagmites. Water dripping from the ceiling above the Sulphur Sea permeates the rock from which Chandelier Island is formed, creating smaller stalactites and stalagmites within the older caverns and tunnels (Areas 1-4). Stalagmites in the shrine are typically between 4 and 8 feet tall and provide half cover to creatures hiding behind them.

1. CHASM BRIDGE

A natural stone bridge leads from a tunnel mouth to cross the dark chasm filling the southwestern half of this cavern. Stalagmites flank an opening to the east where two rocky ledges form a pair of crude steps up to the cavern beyond. A sickly green glow is visible to the north.

The tunnel from Area C enters this cavern from the southeast, leading to the 10-foot wide stone bridge. The chasm is 50-feet deep, and dozens of bones lie among the rubble and other debris at the bottom.

Two **neophron demons** (*Creature Codex*, p. 86) came through the portal to Evermaw in Area 8 and guard this area. They lurk on ledges 20 feet above the bridge, ready to attack intruders who attempt to cross. Upon sighting the characters, they swoop down in giant vulture form and attempt to knock the characters into the chasm below.

A pair of **ghasts** created by the demons hide behind the stalagmites to the east. After the demons attack, the ghasts join the fight, seeking to paralyze the characters and knock them off the bridge.

Treasure. The character can reach the ledges where the neophron demons perched, either by magic or by climbing, which requires a successful DC 15 Strength (Athletics) check. If they do, they find the demons' meager treasure: a red and brown sardonyx gem worth 50 gp and 143 gp on the southern ledge and 207 sp and 77 gp on the western ledge. Each coin bears the head of Emperor Nicoforus on the obverse and the crest of the Ghoul Imperium (three skulls separated by a chevron) on the reverse.

2. STALAGMITE CAVERN

A carving of the hideous, tentacled head of a demonic worm dominates the southeastern corner of this stalagmite-filled cavern. A reeking heap of bodies and bones lies in the center of the chamber, where two ghouls with distended bellies feast. A large, bloated worm, its body the gray-white pallor of the dead and coated with a sheen of yellow mucus, crawls across the cave floor on dozens of legs, feeding on the disgusting juices and goo oozing from the mound.

The twisting tunnel from Area B enters this cavern from the southeast corner. The two ghouls are **bloated ghouls** (see page 286) and the worm is a **corpse worm** (see page 274). The monsters attack living creatures on sight, intending to add them to the pile for feasting.

Bodies. The mound of bodies in the center of the room contains creatures in various states of decay. Most of the bodies have been dead longer than 1 week, but four Medium creatures and two Small creatures in the pile died less than 1 week ago. The bloated ghouls can use these bodies for their Hideous Feast action.

Eggs. The corpse worm laid nearly two dozen eggs amongst the stalagmites. The eggs are about the size of a human head, are sheathed in a rubbery, translucent gray membrane, and are fixed in place with a sticky, mustard-colored excretion, which exudes a powerful and unpleasant smell.

Secret Door. There is a well-hidden secret door to Area 9 in the center of the north wall. A successful DC 25 Wisdom (Perception) check discovers the door.

3. FUNGUS CAVERN

This chamber glows with baleful, green light, and the air is musty and dank. Sickly, mauve mushrooms as tall as a human and topped with large caps stand in clusters along the walls. A mushroom-shaped creature walks around the cavern, tending to the fungi.

The fungi in the cavern are tended by Truffleclub, a **deathcap myconid** (*Tome of Beasts*, p. 300). Truffleclub has a yellow body, a blue and purple cap, and a fanged mouth. Truffleclub knows enough Darakhul to hold a broken conversation in the ghoulish language. If the characters can communicate with the myconid, either by speaking Darakhul or using magic such as the *comprehend languages* spell or a *helm of telepathy*, it explains it has been charged with looking after the fungi by the "red ghoul" in the shrine. Truffleclub isn't interested in fighting the characters unless threatened or if they harm the mushrooms.

Hidden Alarm. A **boomer** (see page 274) grows among the mushrooms near the door leading into Area 8. This relative of the more common shrieker screams at a deafening volume if an intruder passes within 30 feet of it. This alerts every denizen of the shrine to the characters' presence. If alerted, the servants of the Unsated God in Area 4 arrive in 1d4 rounds. If the characters befriend Truffleclub, the myconid commands the boomer to let the characters pass without screaming. The characters can befriend Truffleclub with a successful DC 15 Charisma (Persuasion) check. Characters who can speak Darakhul or who are disguised as ghouls have advantage on the check. Characters who harm the mushrooms in the cavern have disadvantage on the check.

Floating Light. The source of illumination in the cavern is a pair of **skull lanterns** (*Creature Codex*, p. 343) floating on either side of the double doors leading to Area 8. The green light pours from their hollow eye sockets. Occasionally, these odd undead creatures babble incoherently or suddenly shout out gibberish. The lanterns defend themselves if attacked but are otherwise not hostile. A lantern can even be trained to serve as a portable light source if a character ties a rope to the floating skull and pulls it along for an hour. The wooden doors are decorated with a carved symbol of a worm coiled through the sockets of a giant skull. Unlocked, they swing inwards when pushed.

4. GHOULISH GUARDIANS

Three grinning ghouls and a gangly creature built from mismatched bones stand guard over this chamber.

Two grinning ghouls, **servants of the Unsated God** (see page 306), stand watch over the spiraling tunnel leading down from Area D, their jaws and maces shrouded in menacing shadows. To the west, a **bone golem** (*Creature Codex*, p. 195) and its master, a **necrophage ghast** (*Creature Codex*, p. 175), guard the stone steps leading up to Area 5 and the open archway into Area 8. The necrophage avoids close combat if it can, casting spells at the characters from behind its bone golem.

5. GHOULBANE POOL

A pool of oily red liquid surrounded by a low stone wall stands in the center of this chamber beneath a man-sized hole in the ceiling.

The six-foot diameter hole leads to a chimney-like shaft up to Area E, allowing the pool to be fed every minute or so with *ghoulbane oil* dripping from the tip of the chandelier 500 feet above.

The pool is surrounded by a foot-high stone wall to prevent it overflowing. Radomir Marrowblight's servants empty the pool regularly and smuggle the oil into Vandekhul where the high priest is stockpiling it for use against his enemies.

The doors to the temple are identical to those in Area 3 and are unlocked.

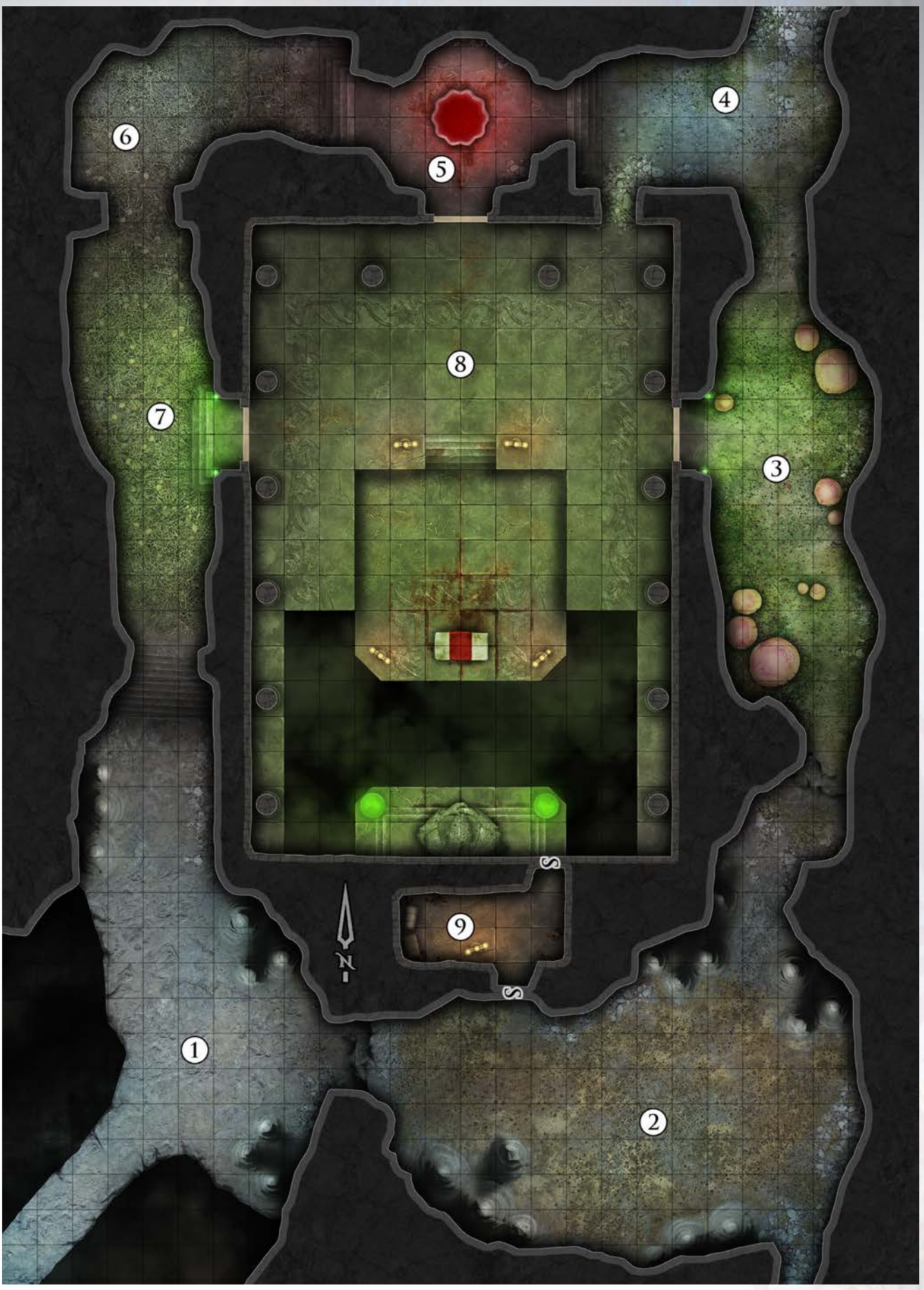
Treasure. The pool contains enough *ghoulbane oil* to fill 1d4 + 6 vials with the substance. A stone chest with a lid carved with the worm symbol of the Hunger God stands in the northern alcove. It contains a dozen empty glass vials, a funnel, and a ladle.

6. BONE CAVERN

The floor of this cavern is strewn with the skulls and bones of humanoids and other large, monstrous creatures.

The bones are difficult terrain. Some of the bones are recent, while others are decades old. Most have been gnawed on.

Two **bone collectives** (*Tome of Beasts*, p. 39) have been stationed here by Vermigia Wormfood. Each bone collective wears a hooded cloak to appear humanoid. The bone collectives respond to noise from Areas 5 and 7 or to the sound of the boomer's shriek by first spending 1 minute to cast *animate dead* to create four skeletons each, before investigating.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7. CARPET OF BONES

This area glows with sickly green light from a pair of skulls floating in the air on either side of double doors in the east wall. Hundreds of bones and skulls carpet the floor of this long chamber.

The bones are difficult terrain.

A **bone swarm** (*Tome of Beasts*, p. 41) lurks among the bones and attempts to surprise the characters. It then attempts to envelope them with Death's Embrace, fly with them to the chasm (Area 1), and drop them in.

The doors to Area 8 are flanked by a pair of **skull lanterns**. They are identical to those in Area 3 and are unlocked.

Treasure. If the characters spend time searching through the skulls and bones, they can find one of the following items for each successful DC 20 Wisdom (Perception) check: *gloves of missile snaring* (one still worn by a skeletal hand), a gold earring set with a greenstone (worth 75 gp), a bronze medallion depicting a minotaur's head (worth 25 gp), an ivory bangle carved with scarab beetles (worth 50 gp), and a silver torc shaped like a cobra (worth 100 gp).

8. TEMPLE OF HRIGGALA

This large chamber is dimly lit with burning candles and green light shed by caged beetles. Stone columns carved with coiling purple worms support the vaulted ceiling, and carvings of purple worms decorate the stone floor.

Steps lead down to a sunken area in the center of the chamber where a darakhul priestess and two ghoul acolytes chant beside an altar. The blood-stained floor around the altar juts out over a large, seemingly bottomless pit of swirling dark shadows. On the far side of the pit, a giant statue of a hooded figure stands on a stone platform, flanked by glowing beetles in cages.

This chamber at the heart of the shrine is dedicated to the Unsated God and his herald, the demon lord Hriggala, and it holds a portal to Evermaw, the Plane of Undeath. A successful DC 15 Intelligence (Religion) check recognizes the statue as a representation of Vardesain. A successful DC 15 Intelligence (Arcana) check recognizes the swirl of shadows in the pit beneath the statue as a portal to another plane. In this chamber, the characters face not only the darakhul priestess Vermigia Wormfood and her attendants, but also an avatar of the Jaws of Vardesain itself.

Creatures. Vermigia Wormfood (NE female human **darakhul high priestess** [*Creature Codex*, p. 172, except she has the *harm* spell prepared in place of the *create undead* spell]) wears red and white robes, a crudely stitched leather apron made from human skin, and a hideous leather mask fashioned from the flayed face of a human woman. Her two attendants are **ghasts** and wear similar masks and aprons. Vermigia is a loyal acolyte of Radomir Marrowblight and considers herself truly blessed to be the custodian of the Shrine of the Herald. She prefers to use her spells against intruders, favoring *harm* and *banishment*. If she casts the latter spell on a character in this area, the character is transported through the portal to Evermaw on a failed save.

Portal. The shadow-filled pit in the southern half of the temple holds a portal to Evermaw. If a creature falls or leaps into the pit, it lands prone in the middle of a desert of red dust—actually powdered blood—beneath a blood red sky. The only landmarks are distant tombstones. From this side, the portal appears as a shimmering archway 60 feet away from where the creature arrived. If a creature steps through the shimmering archway, it returns to the temple, reappearing next to the altar. A creature in Evermaw for more than 1 round is attacked by 1d3 hungry **corpse worms** that lurk beneath the red dust. The corpse worms don't follow a creature through the portal back to the temple. A creature on the Evermaw side of the portal can't see or interact with the avatar of Hriggala. The portal closes 2d4 rounds after Vermigia dies. If the avatar of Hriggala is stuck in the portal when it closes, the avatar takes 3d10 force damage and is teleported to a random location in Evermaw.

Secret Door. There is a secret door to Area 9 at the eastern end of the stone platform holding the statue of Vardesain. A successful DC 20 Wisdom (Perception) or Intelligence (Investigation) check finds the door.

Development At the end of the first round of combat, there is a low, rhythmic buzz as the portal to Evermaw opens and the **avatar of Hriggala** appears. This terrifying creature is a segmented purple worm with a mouth surrounded by wriggling tendrils and full of razor-sharp teeth. The avatar uses the statistics of a **purple worm**, except the avatar has immunity to poison damage and the poisoned condition and resistance to bludgeoning, piercing, and slashing damage from nonmagical attacks. The avatar has the following action option in place of the purple worm's Tail Stinger:

> ***Tendril***. *Melee Weapon Attack*: +14 to hit, reach 10 ft., one target. *Hit*: 23 (4d6 + 9) bludgeoning damage, and the creature must succeed on a DC 16 Constitution saving throw or its hp maximum is reduced by an amount equal to the damage taken. This reduction lasts until the creature finishes a short or long rest. The creature dies if this effect reduces its hp maximum to 0. No physical trace of the creature remains when killed in this way.

Trapped between planes by the incomplete ritual, the avatar of Hriggala can't leave the pit and attacks creatures within its reach. The pit walls and the avatar's partially manifested state give it half-cover from any creature more than 20 feet away from it. The avatar understands Vermigia is able to bring it fully into this world of easy food and protects her to the best of its ability. If a creature is swallowed by the avatar and the avatar dies or regurgitates the creature, the creature falls prone in a space within 10 feet of the worm. Swallowed creatures don't go to Evermaw. When it is reduced to 100 hit points or fewer, the avatar retreats back through the portal to Evermaw.

9. VAULT

This hidden room once served as a treasure chamber for the efreeti pasha Mushir Faruq Mutakabbir. Now it is used by Radomir Marrowblight for a cache of emergency funds and a handful of illicit magical items that might prove handy for disposing of potential rivals among the darakhul.

The room is lit by a *continual flame* spell cast on a floor-standing brass candelabra and by a glowing inscription on the west wall. Written in flowery Ignan calligraphy, this reads: *"A thousand and one terrible curses on any man or woman who dares steal the magnificent treasures of His Honorable Excellency, Mushir Faruq Mutakabbir, First Lord of the Burning Crucible, blessed be his name."* These empty words were meant to give thieves who evaded the island's elemental guardian pause.

Chests. Two chests stand against the western wall below the glowing script. Both have skull-shaped locks and require a successful DC 20 Dexterity check using thieves' tools to open. The southernmost chest is trapped with a *glyph of warding* which is triggered when the chest is opened unless the word "Hriggala" is spoken aloud prior to opening the chest. If the glyph is triggered, each creature within 20 feet of the chest must make a DC 17 Dexterity saving throw, taking 36 (8d8) thunder damage on a failed save, or half as much damage on a successful one.

Treasure. The northern chest contains 7,000 gp, 1,300 pp, a 3-inch diameter sphere of polished obsidian (worth 300 gp), a translucent amphora of greenish-white onyx (worth 750 gp), 11 blue spinels (worth 500 gp each), and a red corundum *elemental gem*.

The trapped chest contains a *hat of disguise*, two *arrows of ghoul slaying* wrapped in a piece of crimson velvet, and a gold hilt engraved with an eye beneath the rays of the rising sun. The hilt depicts the holy symbol of the dawn goddess Lada and is a *sun blade*.

The brass candelabra is worth 100 gp and weighs 50 pounds.

ONWARDS TO VANDEKHUL

Once the characters have explored Chandelier Island, they can resume their voyage to Vandekhul. With the glowing lights of the Pure City twinkling in the distance, the characters travel the last 3 hours to the city without the risk of getting lost.

The Pure City

Set on the shores of the Sulphur Sea, the small darakhul city of Vandekhul is the favorite retreat of the Emperor Nicoforus. The ghouls consider the city to be "pure" because the acrid, sulfurous vapors of the sea drive away most breathing creatures. The sulfur itself is good for darakhul bodies, invigorating their connection to death and infusing their anima with powerful necrotic energy. Even the beggar ghouls of Vandekhul seem more energized and slightly less undernourished.

The Emperor of the Ghouls keeps a palace on the shore for when he is in residence. Many nobles do the same in imitation of their ruler, seeking to outdo each other with their elaborate palaces and extravagant pleasure barges. Smaller boats are preferred for secret assignations and plotting, away from sharp eyes and ears.

Duke Morreto Lichmark, the Emperor's favorite among his nine dukes, rules Vandekhul when Nicoforus is in the White City of Darakhan. Hungry for power, Morreto conspires with his ally Radomir Marrowblight, High Priest of Vardesain, without the Emperor's knowledge.

As the characters arrive in Vandekhul, the pair are making the final preparations for the ritual sacrifice of Archduke Avgost. Once the archduke's royal blood has been spilled, the Hunger God reveals the dark knowledge Morreto and Radomir crave—the true secret of creating new darakhul. The characters need to infiltrate the ghoul city, staying out of trouble long enough to make contact with potential allies, and discover where Avgost is being held. Once they find him, they must rescue him from this dark fate to stop the ghouls from gaining the power to overwhelm and destroy all life on the surface of Midgard.

CITY OVERVIEW

As befits the Ghoul Imperium's second city, Vandekhul is protected on all four sides. The western wall of the vast cavern that holds the city, Chandelier Island, and the entire Sulphur Sea marks the city's western extent, while the city's shoreline is defended by guard towers and the warships of the Harvester Legion. Stone walls and well-guarded gates protect the landward approaches through the tunnels from the White City of Darakhan to the northwest and the sulfur mines to the south. The walls are an imposing 30 feet tall and 5 feet thick.

Most buildings in Vandekhul are built from grey or white stone. Architectural styles are influenced by the grandest mausoleums, tombs, and sepulchers found on Midgard's surface, from the cities of the Crossroads and Krakova to Nuria-Natal and Khandiria. Morbid marble statues plundered from the realms above are used throughout the city to adorn buildings or atop obelisks.

Of Vandekhul's 1,300 citizens, about 1,000 are ghouls, ghasts, and beggar ghouls. The remainder of the population is made up of darakhul priests, scholars, and nobles and some living merchants who keep small residences in the city for monitoring trade between Fretlock and Darakhan. These numbers are swelled by the presence of the 850-strong Harvester Legion currently stationed in the city and charged with its defense. When the Emperor is in residence, the population increases to over 2,000 as the Emperor never travels without a large retinue.

Commanded by Wizard-General Smiling Magerette, the Harvester Legion is composed of ghoul troops led by imperial and iron ghoul officers. The Legion guards the landward approach, the sulfur mines to the south, and the shore, patrolling the Sulphur Sea in a pair of war galleys. The Emperor's flagship, the *Phantom*, assists the Harvester Legion and keeps its own eye on the lookout for aboleth and other dangerous foes. The characters ran afoul of this ship when they first embarked on the Sulphur Sea.

Although the majority of Vandekhul's inhabitants have darkvision, the darakhul prefer to keep the city dimly illuminated. Lantern beetles hang in cages along the main streets, shedding eerie greenish-yellow light. There is no day or night here as the undead do not need to sleep. The passing of time is measured by the great gong on top of the temple of Anu-Akma, which sounds every three hours with three consecutive gongs marking the end of each 24-hour day.

ARRIVAL

The Pure City of Vandekhul rests proudly on the shores of the Sulphur Sea. It isn't large—above ground it would be considered a town—but a number of impressive buildings stand among the smaller structures, particularly along the shoreline. Pleasure barges and other large vessels with ornate and macabre decorations are moored close to rows of grandiose palaces and boathouses. Smaller boats come and go from the busy docks at the southern end of the city.

To dock in Vandekhul, the characters sail the *Skin Trader* alongside a jetty where a pair of **ghoul** dockworkers tie up the vessel. Before they can come ashore or any goods can be unloaded, Imperial customs officers must be allowed on board to inspect the cargo.

Four officious **darakhul** (*Tome of Beasts*, p. 216) march up the gangplank onto the deck of the *Skin Trader* and demand to see the contents of the hold. Three of them inspect the bundles of hides while the fourth scribbles

calculations on her wax tablet with a stylus. The hides are valued at 500 gp, and the characters must pay a customs fee for them. If the characters aren't disguised as darakhul, the customs officers charge them 50 gp—the standard 10 percent customs fee for living merchants. If the characters are disguised as darakhul, one of the officers inspects the characters closely, making an Investigation check with a +4 bonus. If the officer is unable to see through the disguise, the customs fee is 25 gp—the standard 5 percent customs fee for undead merchants. If the officer sees through a character's disguise, it chuckles, says disguises won't fool the customs team, and charges the characters the 10 percent living merchant customs fee. As such disguises are so commonplace among living merchants trying to avoid higher fees, the customs officers don't report the disguise to their superiors unless the characters are particularly rude or violent about the officers seeing through it.

If the characters have hidden any contraband, such as *ghoulbane oil*, among the cargo, at least half the characters must succeed on a DC 14 Dexterity (Sleight of Hand or Stealth) or Charisma (Deception) check or the illegal items are discovered.

Next, the characters must empty their backpacks and allow themselves to be searched. Holy symbols of common good deities (such as Ceres, Khors, Lada, and Ninkash), holy water, *ghoulbane oil*, and similar items are treated as contraband and confiscated if discovered. A character can conceal an item with a successful DC 14 Dexterity (Sleight of Hand) check. Alternatively, a forbidden item can be disguised as something else, or it can be hidden inside a magic item such as a *portable hole* or a *bag of holding* disguised as a mundane sack. Luckily for the characters, the darakhul don't recognize the *Holy Robes of Sister Adelind* or *arrows of ghoul slaying* as contraband, but the *sun blade* or any other weapon or armor featuring the holy symbol of a common good deity is seized if it is discovered.

Bribing the Customs Officers. The characters can bypass the customs checks with sufficient bribes. Each customs officer can be bribed with 100 gp, 5 pounds of food, or any combination of the two. Though the ghouls prefer humanoid flesh, they accept meat from other creatures. They refuse nightgaunt flesh if it is offered. If the characters bribe at least one customs officer, they have advantage on ability checks to hide contraband. If the characters bribe at least half the customs officers, the officers check the characters and their cargo but not their backpacks. If the characters bribe all of the customs officers, the officials do a cursory check of the ship, record the value of the cargo of furs in their ledgers as 400 gp—lowering the subsequent customs fees—and don't search the characters other than to make note in the ledger of obvious weapons, such as a sword sheathed on a hip or a bow slung across a back.

Recovering Seized Items. Seized contraband is held in a small, locked warehouse near the docks, where it stays until the harbor master instructs it to be destroyed, repurposed, or sold elsewhere. The warehouse is guarded and patrolled by two bored **imperial ghouls** (*Tome of Beasts*, p. 220) of the Harvester Legion, usually whichever ghouls have most recently upset Smiling Magerette. A successful DC 20 Dexterity check using thieves' tools picks the lock on the warehouse door.

If the characters are caught snooping around outside the warehouse, the guards tell them to leave. If the characters are caught inside the warehouse, they are stripped of any contraband they have and removed from the warehouse. If the characters are caught more than once, the guards arrest them (see Captured! on page 240). If the characters fight the guards at any point, the sounds of combat draw the attention of other guards and dockworkers in the area, and two ghasts and one **iron ghoul** (*Tome of Beasts*, p. 221) arrive in 2d4 rounds. Unless the new arrivals are killed within 1 round, one runs off to alert the Harvester Legion, putting the city on alert for the characters (see The Heat is On! on page 239).

THE HARBOR MASTER

Once the customs inspection is complete, the necessary fees are paid, and any contraband is confiscated, creatures entering Vandekhul who aren't citizens of the Ghoul Imperium are subject to interrogation by the harbor master, Cassian Blackwater (LE male **iron ghoul**, except he has a Wisdom score of 16 and proficiency in the Insight and Investigation skills).

Cassian takes his job extremely seriously. He has military bearing and takes exceptional pride in his appearance. He wears a highly polished brass breastplate engraved with Vandekhul's coat of arms (a bat-winged skull flying above a sailing ship), and a gleaming helm adorned with a bright green crest of carrion beetle bristles sits on his desk.

After the inspection, the characters are ushered into Cassian's office by the customs officers. If the characters present their travel papers from the Pit of All Flesh to Cassian, he waves the papers away, stating they'll need new paperwork to conduct business as merchants. He then asks them a series of rapid-fire questions designed to throw them off guard, including any or all of the following:

- *Name and place of first birth?*
- *What is the purpose of your visit to Vandekhul?*
- *From whence did you sail here?*

- *I thought the* Skin Trader *was Captain Dravan's ship. What happened to her?*
- *How long do you intend to stay?*
- *Who in Vandekhul will vouch for you?*
- *Do you have anything else to declare*?

Cassian is the opposite of the inattentive and bored ghouls from the administration building in the Pit of All Flesh. He watches the characters closely as they answer each question, and his tone is skeptical when he asks follow-up questions. The goal is to get your players flustered by the rapid, probing questions to enhance the tension their characters might be feeling. After the characters answer the questions, each character must make a Charisma (Deception, Intimidation, or Persuasion) check opposed by Cassian's Insight check. A character with credible answers or who roleplays well has advantage on the check. Outlandish answers or aggressive actions give Cassian advantage on his check. Fortune favors the bold here—for example, revealing that they killed Captain Dravan and seized her ship and its cargo is likely to earn the harbor master's respect. If less than half the group succeeds, Cassian's suspicions are aroused, and he files a report to his superiors, recommending the characters be closely watched. This makes it harder for the adventurers to move around the city without drawing unwanted attention later on (see Encounters in the Pure City).

Whether the characters succeed or fail on the check, the harbor master grants them admittance to the city. He writes their names in his large ledger and issues each character a bone token on a leather thong bearing Vandekhul's coat of arms. He insists the characters wear these tokens at all times until they acquire a merchant license or they become citizens of the Ghoul Imperium (if disguised as darakhul)—both of which are processes that take time and require a trip to Darakhan. If the characters aren't disguised or if the customs officers saw through their disguises, Cassian strongly advises they stick to the Fleshling Quarter (Area 2), the part of the city where all living residents and visitors dwell. He explains the bone token should afford the characters some protection on the streets of the city, but he can't guarantee their safety if they venture outside the Fleshling Quarter without a ghoul escort. If the characters are disguised and Cassian didn't see through the disguise with an Intelligence (Investigation) check, he tells the characters they can find food and lodging in the Merchant's District (Area 11).

Development. Once the customs officers and harbor master are satisfied, the characters are free to go. Ghoulish stevedores stand ready to unload the hides from the *Skin Trader* for a handful of copper coins, known locally as "bites." Another ghoul with a wagon pulled by a pair of **warhorse skeletons** waits to haul the cargo to a warehouse of the characters' choice for 5 silver "fingers."

If the officers believe the characters are living creatures, they instruct two **ghasts** to escort the characters safely to the Fleshling Quarter. Though the ghasts occasionally eye the characters hungrily, they do as instructed, even going so far as to growl or swipe at beggar ghouls in the streets who get too close to the characters.

If the characters are reckless enough to attack the customs officers or harbor master, reinforcements arrive on the scene in 1d6 minutes. The docks are well-guarded at all times. In addition to Cassian Blackwater and six **darakhul** customs officers, a detachment of the Harvester Legion is stationed here, consisting of five **imperial ghouls** and twenty-four **ghouls**, under the command of an **iron ghoul** lieutenant.

THE ENEMIES OF MY ENEMY

The characters have the names of two potential allies given to them by the Last King—Marquis Lazlo Dimas (Area 15) and Marquess Dorva Graysuture (Area 16)—and likely want to visit one or both of these ambitious marquises. In addition, as the characters explore the Pure City, they hear rumors that point them in the direction of other important NPCs whose interests might align with theirs. These include the high priests of Marena and Anu-Akma, neither of whom are happy at the growing influence of the Hunger God Vardesain, and the Beggar King of the Boneheaps, who hates the Duke, the Emperor, and indeed all ghoulish nobility. Finally, capture by the ghouls of the Harvester Legion may bring the characters into contact with the Emperor's spy in the city, Marius Mourncloak.

ENCOUNTERS IN THE PURE CITY

The characters can try to avoid drawing attention to themselves as they make their way through Vandekhul, or they can choose to brazen it out and stride confidently through the streets as though they belong here.

Every four hours, or whenever they enter a new part of the city, the characters must make a DC 13 Dexterity (Stealth) or Charisma (Intimidation) check, depending on their preferred approach. The DC increases to 15 when the characters venture into the northern part of the city, along the waterfront (Area 12), close to the noble estates to the west (between Areas 17 and 21), and near the barracks (Area 21). If the characters drew the suspicion of the harbor master when they arrived in the city, increase the DC by 1 as descriptions of the characters are circulated. The *Phantom* sails into the docks 12 hours

Random Encounters in Vandekhul	
d20	Encounter
1	**Aerial patrol**. Two **ghouls** mounted on **giant bats**
2	**Assassination**. A pack of eight **ghouls** attack and kill a **darakhul** noble in front of the characters. If the characters intervene or are spotted in the area, they are blamed for the assassination when a patrol arrives. If the characters stop the assassination and save the noble, the darakhul, a devout worshiper of Marena spends the next 24 hours in a prayer of thanks for the intervention of the characters. While the noble is in the temple praying, the characters have advantage on Charisma checks when interacting with the high priestess, Mother Ludmilla.
3-4	2d6 **beggar ghouls** crowd around the characters, clamoring for food.
5	1d3 **black puddings**
6	1d6 **deathcap myconids**
7	**Escaped Slaves**. 1d6 **commoners** (dwarves, deep gnomes, goblins, drow, or humans) have broken free of their overseers. They beg the characters to help them evade capture.
8	**Familiar Face**. The characters run into an enemy from earlier in the campaign. If they don't react quickly, the old foe alerts the authorities. Alternatively, the characters run into an old friend who fell to ghouls earlier in the campaign and is now a **beggar ghoul** in Vandekhul.
9-10	**Ghast Patrol**. 1d6 **ghasts** led by an **imperial ghoul**
11	**Ghoul Slaver Gang**. 1d6 **imperial ghouls** and 1d4 **lich hounds** (*Tome of Beasts*, p. 274) attempt to capture the characters for sale in the Meat Market.
12-13	**Harvester Legion Patrol**. 1d6 **imperial ghouls** led by an **iron ghoul**
14	**Merchants**. 1d3 grim-faced **duergar** and their 1d4 **bearded devil** bodyguards lead a dozen wretched slaves through the streets.
15	**Messenger**. A **bat** lands on a character's shoulder. It has a message tied to its leg from an important NPC of your choice, written on a tiny scroll. This message can be an invitation to a covert assignation, or it might reveal a deeper secret (see page 231), in which case it is unsigned.
16	1 **night hag**, here to corrupt the souls of the living
17	1 **nightgaunt**
18	**Scheming Nobles**. Two **darakhul** are having a clandestine meeting, and each is accompanied by 1d4 **ghoul** bodyguards. They quickly go their separate ways as soon as they spot the characters.
19	**Street Seller**. A very persistent **ghoul** hawks tickets to today's performance at Danse Macabre (Area 12) – "performance eating at its best!"
20	3d6 **zoogs** (*Creature Codex*, p. 396) try to pilfer the characters' possessions

after the characters arrive in Vandekhul, increasing the DC by another 1 as stories of the "troublemakers" start to spread through Vandekhul. After 4 hours, the stories have circulated enough to draw the attention of all the authorities in Vandekhul (see The Heat is On! on page 239).

If over half the group fails the Stealth or Intimidation check, or at your discretion, roll a d20 and consult the Random Encounters in Vandekhul table or choose an appropriate encounter for the characters as they traverse the city.

If the characters encounter a patrol, the ghouls confront the characters and start asking questions. They can be fooled or intimidated with a successful DC 15 Charisma (Deception or Intimidation) check. If the characters' answers are unconvincing, the patrol attacks. If the subsequent fight is over quickly, the characters have a chance to flee the scene before more ghouls arrive.

Combat with other foes attracts the attention of an aerial, ghast, or Harvester Legion patrol which appears on the scene in 1d4 minutes. The patrols always believe ghoul witnesses above living witnesses.

When the characters fail to flee the scene after a fight or when you feel they have drawn too much attention to themselves, see The Heat is On! on page 239.

GATHERING INFORMATION

As the characters explore Vandekhul, they can talk to its inhabitants to try and find out what is going on in the city. Unless it says otherwise in a location's description, the characters can learn general information such as where

Whispers and Rumors

d12	Result
1	Duke Morreto and Radomir Marrowblight have become close allies in recent months, so much so that the duke now favors the Hunger God over Anu-Akma. I don't think the Death God's high priest is happy about that!
2	The beggar ghouls living in the Boneheaps are ruled by a "Beggar King" who hates the Emperor and the other darakhul nobles. He champions the downtrodden and keeps tabs on everyone in the city through his network of beggar spies.
3	I heard the Beggar King of the Boneheaps is Voxpopulus, the so-called "Voice of the People," who fled the White City of Darakhan when Nicoforus seized power. If true, he has indeed fallen far, but it seems unlikely the Emperor would tolerate his presence in Vandekhul for long.
4	An important ceremony is due to take place at the Bone Cathedral tomorrow at the sound of the fifth gong. Radomir Marrowblight, high priest of Vardesain, will make a special sacrifice to the Hunger God in the presence of Duke Morreto Lichmark.
5	Mother Ludmilla Janova serves King Lucan from the Temple of Agonizing Bliss and represents the Blood Kingdom's interests in Vandekhul. She is unhappy about the growing power of the Hunger God in the city.
6	Rotheart's Remedies in the Merchants' District is a good place to buy necromantic and alchemical supplies. Alessus Rotheart is a necrophage and alchemist who knows everything—and I've heard he's quite charming!
7	Marquess Dorva Graysuture was an erstwhile companion to Narosain. She became Duke Morreto's consort after the Last King's death, until he callously discarded her in favor of the younger, well-connected Baroness Anikka Graveskin. The marquess has an ostentatious pleasure barge moored at the northern end of the waterfront.
8	There is a little-known tunnel leading out of the city. The entrance is behind a secret door inside an abandoned tomb in the western wall of the cavern.
9	Marquis Lazlo Dimas once commanded the Harvester Legion and is still held in high regard by its legionnaires to this day. The marquis swore fealty to Emperor Tonderil after the death of Narosain, the Last King. He lives in the northernmost palace on the waterfront.
10	Radomir Marrowblight has ambitions to become Vardesain's most favored high priest. He despises his rival Cimbrai, the high priest in the White City who follows the Sated Path. I've heard Cimbrai no longer feels hunger—how is that even possible?!
11	Smiling Magerette, Wizard-General of the Harvester Legion, is a rising star in the ghoul military and has her eyes on the post of commander of the First Imperial.
12	I heard a group of surface-dwellers stole a vampire captain's ship and escaped across the Sulphur Sea, outrunning the *Phantom*. The *Phantom*! Can you believe it?

Deep Secrets	
d6	Result
1	The sacrifice due to take place at tomorrow night's ceremony in the Bone Cathedral is that of a noble captured on the surface. This noble cheated death during the invasion of his homeland by the vampires and ghouls, and the Hunger God insists he must now pay the price.
2	Radomir plans to win Vardesain's favor by sacrificing an archduke. Once paid in royal blood, the Hunger God will surely reveal great secrets to the high priest.
3	Morreto has been buying up humanoid slaves by the dozens, but to what end, no one knows.
4	Radomir Marrowblight yearns to create a "Kingdom of Hunger" by transforming the Ghoul Imperium into a theocracy led by the priests of Vardesain.
5	Smiling Magerette, Wizard-General of the Harvester Legion, has allied herself with Duke Morreto and Radomir Marrowblight, placing the Duke's orders above the Emperor's. I can only guess what kinds of great rewards she will receive from the Duke should he ever become Emperor.
6	When the ghoul armies next march, Radomir has prophesized that the demon-worm Hriggala, the Herald of Vardesain, will come forth from Evermaw to proclaim the new Kingdom of Hunger, devouring all living things that stand in its way.

to find a certain establishment with a successful DC 15 Charisma (Intimidation or Persuasion) check. A successful DC 20 Charisma (Intimidation or Persuasion) check earns the characters a useful piece of gossip. Choose an appropriate piece of gossip or roll a d12 and consult the Whispers and Rumors table.

Deep Secrets. Crucial pieces of information about Morreto and Radomir's plans can be learned from the two marquises recommended by the Last King or from other well-connected darakhul like Alessus Rotheart (Area 11) and Valeric Icevein (Area 19). Choose an appropriate deep secret or roll a d6 and consult the Deep Secrets table when the characters learn one or more of these secrets.

LOCATIONS IN THE PURE CITY

Important locations in the Pure City are marked on the map and described here.

1. DOCKS

The city's docks stretch along the shoreline from the southern end of Vandekhul towards the north, where they give way to the private moorings and boathouses of the nobility. The docks are under the control of Harbor Master Cassian Blackwater and are guarded by troops from the Harvester Legion (see Arrival on page 226 for details on ships arriving to Vandekhul, the harbor master, and the Harvester Legion's presence at the docks).

Traffic at the docks consists mostly of merchant vessels like the *Skin Trader*, fishing boats, and 20-foot to 40-foot long single-masted sailing ships. A handful of paddle boats are also moored here. These 10-foot long pleasure craft are capable of holding two or three ghouls and have a crankshaft connected to pedals and a paddle wheel.

Escaped slaves and plucky beggar ghouls have been known to try and steal boats from the docks, and most vessels are watched by two or more sailors, typically **ghouls** or **ghasts**.

2. FLESHLING QUARTER

This walled enclave caters to living visitors and residents who are required to lodge in the quarter while conducting their business in the city, both by law and for their own safety. Members of a variety of subterranean humanoid races can be found here on any given day, including duergar, drow, kobolds, mushroomfolk, derro, and dark folk. The quarter's inhabitants are mostly merchants, their guards, and the slaves they intend to sell to the darakhul. The few ghouls seen in the quarter are likely to be merchants, here to meet with their foreign counterparts.

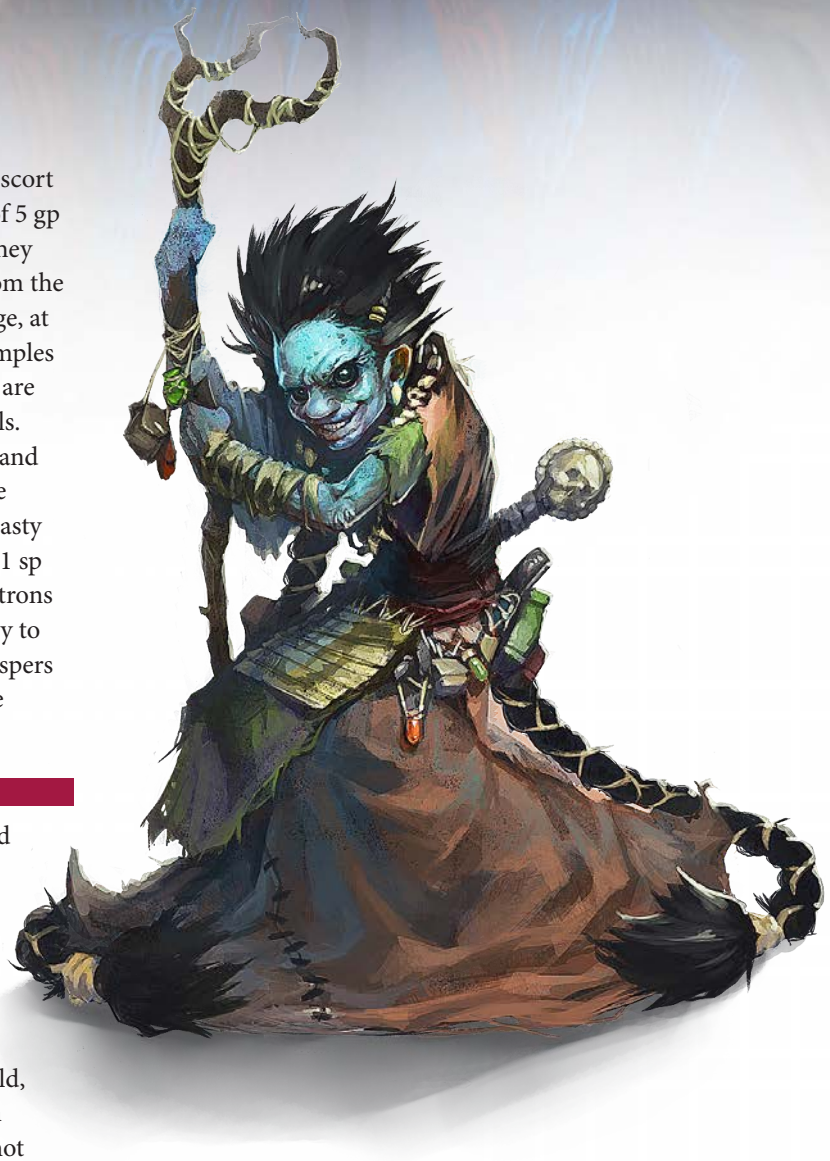
Many of the buildings in the quarter are windowless, single-story warehouses, owned or rented by the merchants. The warehouses are often magically protected with *alarm, arcane lock, glyph of warding, magic mouth*, or similar spells and guarded by sentries. The characters can rent one of these warehouses to store their hides for 5 gp per day. This fee also covers the cost of an audible alarm and the service of two **guards** for the hours the *alarm* isn't active.

Living creatures wanting to leave the Fleshling Quarter and enter the city proper must present their bone tokens to the guards on the gate to gain admittance. The gate is manned by an **iron ghoul** lieutenant and five **imperial ghouls** from the Harvester Legion. If the characters ask,

the guards at the gate can arrange for two **ghasts** to escort the characters wherever they go in the city for a fee of 5 gp per day. If the characters have an escort with them, they can't sneak through the city and some encounters from the Random Encounters in Vandekhul table might change, at your discretion. In addition, some businesses and temples in Vandekhul treat living creatures differently if they are escorted by ghasts. See each location's entry for details.

Zreg's Marvelous Mushrooms. This popular food stand close to the gate is run by the garrulous Zreg (N male kobold). Dressed in a grubby chef's hat, Zreg cooks tasty spiced mushroom steaks on a grill which he sells for 1 sp each. At busy times, there can be up to two dozen patrons waiting in line for food. When it's quiet, Zreg is happy to chat with his customers, sharing gossip (use the Whispers and Rumors table on page 230 to determine what the characters learn).

3. THE BLIND TRAVELER



Built around a courtyard, this large two-story inn and caravanserai caters to traveling merchants, their guards and beasts of burden, and other living visitors to the Pure City. Its painted sign depicts a blind-folded man with a staff walking through a graveyard full of grinning ghouls.

The inn is owned by an almost affable bald male **duergar** named Gubrock Ironhide and his equally bald, sour-faced daughter Grunhild. Grunhild suffers from terrible back pain and thinks that a long soak in the hot baths at the Sulphur Caldarium will help. However, the bathhouse has a strict "ghouls only" policy. If the characters can somehow get her access or can ease her pain with a *lesser restoration* spell or similar magic, she replaces one item of contraband seized by the customs officers, such as a holy symbol or a vial of *ghoulbane oil*, from her secret stash of illicit supplies as a thank you.

The characters are charged 1 gp a day per character to stay at the Blind Traveler, sharing one large room. The food is mostly fish from the Sulphur Sea, which has something of an aftertaste, with roasted cave crickets, bat and mushroom stew, and grilled lizard kebabs. Patrons of the Blind Traveler can wash down the food with a mildly hallucinogenic mushroom wine. A creature that drinks more than one glass of the wine must succeed on a DC 8 Constitution saving throw or suffer one short-term madness.

A few other guests and their entourages are staying at the Blind Traveler at the same time as the characters, including:

- Snedra (N male kobold), a merchant from Lillefor, is accompanied by three **swolbold** (*Creature Codex*, p. 240) bodyguards and here to trade iron ingots with the ghouls.
- Jha'amdath Elpyrrin (LE female drow), a wary slaver, is on her second trip to Vandekhul and has a trio of fawning male **drow** warriors with her.
- Bizalinka (CE female **derro witch queen** [*Creature Codex*, p. 97]) and her four **derro shadow antipaladin** bodyguards (*Tome of Beasts*, p. 93) also have prisoners to sell.
- A mysterious group of hooded **dark servants** (*Creature Codex*, p. 72) are led by a blindfolded **dark voice** (*Creature Codex*, p. 73), who hopes to trade secrets with the necrophagi.

The characters can attempt to engage in conversation with these patrons to find out more about Vandekhul and the ghouls. Snedra is the most talkative, sharing useful information if the characters succeed on a DC 15 Charisma (Persuasion) check. The DC is 20 for Jha'amdath and Bizalinka, but the derro's insane ramblings aren't easy to interpret. The dark folk have no desire to speak to the characters and retire to their room if the characters persist. Use the Whispers and Rumors table on page 230 to determine what the characters learn from the inn's patrons.

4. SOUTH GATE

This heavily fortified city gate is under the watchful eye of the Harvester Legion. The detachment stationed here is led by an **iron ghoul** lieutenant and consists of five **imperial ghouls**, a **necrophage ghast**, five **ghasts**, and twelve **ghouls**.

The gate leads to the mushroom fields outside the city and beyond to the Sulphur Mines to the south. There, veins of the yellow mineral are clawed from the earth for use in darakhul powders, tonics, and alchemical concoctions. Slaves do the bulk of the mining, but the brutal work means they aren't expected to survive more than a few weeks. As a result, the most arduous excavations are done by ghasts.

Those wishing to enter or leave the city must pass through a barbican between two sets of gates, with arrow slits in the walls on both sides and murder holes in the ceiling. Here, merchants and others seeking entry to Vandekhul are subject to the same customs assessment and contraband checks as those arriving at the docks from the Sulphur Sea.

5. MUSHROOM FIELDS

Beyond the South Gate are a series of caverns where edible mushrooms grow, tended by **deathcap myconids** and other mushroomfolk allied to the darakhul. These fungi are harvested and brought into the city where they are used as food by living creatures and to make the mildly hallucinogenic mushroom wine enjoyed by living humanoids and ghouls alike. Clusters of **shriekers** and their deadlier cousins, **boomers** (see page 274), grow throughout the caverns, acting as an early warning system for those ghouls stationed at the gate or along the city walls.

6. MEAT MARKET

Wretched lines of shackled slaves shuffle through this busy slave market under the watchful eyes of darakhul overseers. The slaves belong to many different races, including dwarves, deep gnomes, goblins, drow, and humans, and are sold at auction to ghoul merchants in powdered wigs.

By custom, living slaves can't serve in Vandekhul—unless the living slave is the servant of a powerful darakhul noble—leaving the prospects for those ending up here grim indeed. Most are sold as "fleshlings," which results in a short trip to the Butchery to be slaughtered for food. Others are dispatched to the Sulphur Mines, where death in a few weeks from exhaustion is a near-certainty, or sold to provide gruesome entertainment for spectators at the Colosseum or Danse Macabre. Only a lucky few are sold as "skilled" slaves and transported to Darakhan or elsewhere in the Imperium to serve their new masters. Those waiting to be sold on the auction block are kept under guard in squalid, 10-foot deep slave pits or crowded into stone pens.

7. BUTCHERY

The stench of blood and death greets all who draw near to this ominous, windowless building of black stone. Here, hapless fleshling slaves are slaughtered and butchered by sadistic, gleeful **ghouls** in blood-stained white aprons. Living creatures who make the mistake of wandering in here are likely to be attacked by a pack of a dozen deranged ghoul slaughter-men, led by Roald Bonesplitter (LE male human **darakhul**), the master butcher.

If the characters are disguised as darakhul or if they are being escorted by ghasts, they are treated as customers and can buy humanoid flesh for 1 gp per pound. Flesh from halflings and deep gnomes is highly prized and considered a delicacy among the ghouls, costing 5 gp per pound. Though nauseating to living characters, the flesh can be used in encounters with some ghouls: 1 pound of flesh can stop a beggar ghoul from attacking for 1d4 rounds as it consumes the meat; 5 pounds of flesh used as a bribe against a ghoul, ghast, or beggar ghoul gives the character advantage on Charisma checks against the target; 10 pounds of flesh used as a bribe against a ghoul patrol convinces the patrol to leave the characters alone unless the characters have raised suspicions (see The Heat is On! on page 239). At your discretion, the humanoid flesh can be used in other encounters with ghouls, though darakhul nobility, such as Duke Morreto and the marquises, and darakhul high priests, such as Radomir Marrowblight and Valeric Icevein (Area 19), can't be swayed by offers of flesh.

8. THE BONEHEAPS

Discarded piles of broken bones, many over 20 feet high, are being picked over by emaciated **beggar ghouls**, rejects from darakhul society. If the characters enter this area, they soon find themselves surrounded by a starving mob of twenty of the pathetic creatures. The beggar ghouls are cowards and can be kept at bay with a successful DC 17 Charisma (Intimidation) check. The beggar ghouls also back off if the characters slay five or more of their number.

Shortly after the characters arrive or after the third round of combat, the Beggar King (CE male **gaki hungry ghost** [*Creature Codex*, p. 222]) arrives, mounted on his **ghoulsteed** (*Creature Codex*, p. 177), to see who is causing trouble on his turf. *"Who dares intrude in my Kingdom of Bones?"* he rasps, eyeing the characters with a ravenous leer.

The Beggar King is an emaciated ghoul with a horribly distended belly and wearing a battered tin crown. He can't help drooling excitedly as he speaks to living humanoids. Since he hates the Emperor, the Duke, and the nobility of Vandekhul, the Beggar King is a potential ally of the characters if they can persuade him that their interests

coincide. With good roleplaying or if the characters succeed on a DC 20 Charisma (Persuasion) check, the Beggar King tells them about the secret escape route out of the city (Area 9) in case they need to leave in a hurry. He also offers them shelter in the Boneheaps if they run into trouble in the city. Though the Beggar King can't be bribed with meat, if the characters feed the beggar ghouls instead of fighting them, the characters have advantage on Charisma checks when interacting with the Beggar King for 1 hour.

If the characters succeed on the check by 5 or more, he sends a band of beggar ghouls to watch over the characters from a distance as they explore the city. If the characters run into trouble, the beggar ghouls can cause a distraction while the characters make a run for it.

9. SECRET EXIT

Just north of the Boneheaps, an unassuming tomb entrance marked with four skulls is cut into the rock face of the cavern wall. A secret door hides in the back of this tomb, opening onto a narrow tunnel that leads deeper into the Underworld. A successful DC 20 Wisdom (Perception) or Intelligence (Investigation) check locates the door.

10. ARTISANS' DISTRICT

Various ghoul craftsmen ply their trade here, manufacturing decent quality goods in modest-sized workshops and smithies. These businesses include weaponsmiths and armorers, leather-workers, bone carvers and tanners, tailors and dyers, wig-makers, jewelers, and scribes. Walking through the district is reminiscent of artisans' quarters in cities on the surface, except the food stalls sell bags of human fingers and worse as lunchtime snacks.

The characters can find a buyer here prepared to pay 500 gp for the hides from the *Skin Trader*. A successful DC 18 Charisma (Persuasion) check increases the amount to 600 gp, convincing the buyer of the superior quality of the hides. If the characters cause trouble, the artisans are quick to call the watch. If the watch is called, a patrol consisting of 2d6 **ghasts** led by an **imperial ghoul** arrives in 1d6 minutes.

11. MERCHANTS' DISTRICT

This part of town is dedicated to shops and upscale boutiques selling a wide variety of goods and services to wealthy darakhul. Weapons, crested helms, and armor and shields bearing grinning skulls and other macabre motifs are on offer in many of these establishments. Other shops are dedicated to the latest ghoulish fashions in clothing and jewelry and offer finely-crafted wigs. This is also the place to purchase a trained **carrion beetle** (*Tome of Beasts*, p. 52) for use as a beast of burden (900 gp) or as a war mount (2,700 gp) or to shop for drugs, poisons, or necromantic tomes.

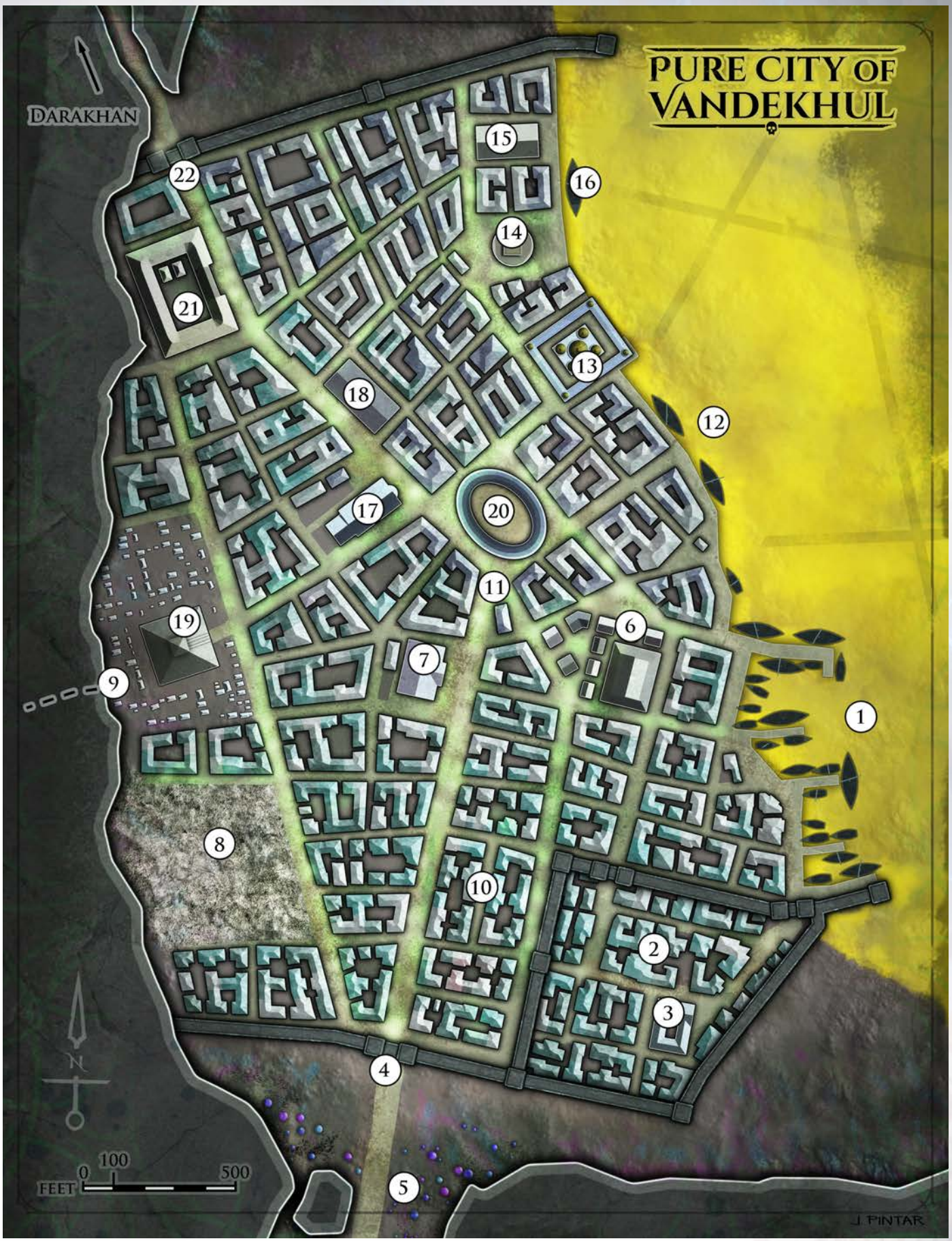
The ghouls and darakhul merchants running these businesses are happy to sell their wares to the living but summon the watch immediately if the characters do anything suspicious. If the alarm is raised, an **iron ghoul** and 2d4 **imperial ghouls** respond within 1d4 minutes.

Rotheart's Remedies. Alessus Rotheart is a **necrophage ghast** running an alchemist's shop and apothecary inside a small mausoleum-like building. Steps lead down into a dank chamber where dozens of jars and bottles fill stone shelves originally built to hold corpses. Alessus sells a wide range of alchemical goods, including *deadmind powder* (see page 13). If the characters have managed to smuggle any *ghoulbane oil* into the city, he is prepared to pay up to 500 gp for a vial of the substance or shares a secret in exchange (see Deep Secrets on page 231).

The Gutless Zombie. Similar to the Blind Traveler in the Fleshling Quarter, this inn serves merchants in Vandekhul, but its clientele is primarily undead. If the characters are disguised as darakhul, they can stay at the Gutless Zombie, sharing one large room for 5 sp a day per character. The inn is run by Vuzmyn Bloodtide (LE male drow darakhul **acolyte**), a devout worshiper of Anu-Akma, and his two **ghoul** servants. If Vuzmyn or his ghouls find out the characters are living creatures, he demands they leave his inn and go to the Fleshling Quarter where the living belong. If the characters refuse, he calls the guard, and an **iron ghoul** with 2d4 **imperial ghouls** arrive in 1d4 minutes to forcefully take the characters to the Fleshling Quarter.

The food served at this inn is humanoid flesh served raw or rare and with or without seasonings, which can be washed down with a mildly hallucinogenic mushroom wine. A creature that drinks more than one glass of the wine must succeed on a DC 8 Constitution saving throw or suffer one short-term madness. Some of the other guests staying at the Gutless Zombie at the same time as the characters include:

- Grigore (LE male **vampire spawn**), an emissary from the Blood Kingdom, is on his way to the Morgau Embassy in Darakhan to relieve one of the ambassador's aides.
- Kozma (CE female **ghast**), a magically inclined ghast from Fretlock, is on her way to the Fane of the Necrophagi in Darakhan, hoping to join their order.
- Yavor Wormsong (LE male dwarf **darakhul**), an overseer from Gonderif, is on vacation in Vandekhul, taking daily trips to Sulphur Caldarium for long soaks in the hot baths.
- Three newly created human and elfmarked darakhul are in Vandekhul attempting to earn favor from one of the nobles in the palaces along the waterfront.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The characters can attempt to engage in conversation with these patrons to find out more about Vandekhul and the ghouls. Excited at the prospect of joining the necrophagi, Kozma is the most talkative, sharing useful information if the characters succeed on a DC 15 Charisma (Persuasion) check. The DC is 18 for the newly created darakhul who are more interested in speaking with darakhul who are part of the Imperium's nobility. The DC is 20 for Grigore, who is preoccupied with preparing for his new post, and for Yavor, who is focused on enjoying his first vacation in over a year. Use the Whispers and Rumors table on page 230 to determine what the characters learn from the inn's patrons.

12. WATERFRONT

As the shoreline snakes northward, the docks give way to the luxurious homes, floating pleasure palaces, and boathouses of Vandekhul's nobility. Amongst the residences are upmarket businesses catering to the city's wealthy elite, including:

- **Danse Macabre.** This gruesome theater-restaurant offers performance eating as entertainment. This involves one or more living captives being slowly and artistically devoured as the audience watches. The theatre serves as the local headquarters of the Guild of Performance Eaters, a branch of the Creed of All Flesh (see page 252).
- **The Wanton Epicure.** This debauched brothel caters to the obscene tastes of its darakhul patrons.
- **The Sulphur Caldarium.** This bathhouse, whose hot plunge baths are filled with the invigorating waters of the Sulphur Sea, is the primary attraction of Vandekhul, drawing elite from across the Imperium. Its waters are said to restore lost necrotic energy to its ghoulish customers.

13. EMPEROR'S SUMMER PALACE

Built to resemble the mausoleum of a Khandirian rajah, this impressive building dominates the waterfront. Constructed from white marble, the Summer Palace has a magnificent, 120-foot tall, onion-shaped central dome. A white marble skull sits at the top of the dome's gold finial. Four smaller domes, replicating the shape of the main dome, stand at each corner of the building. Bas-relief carvings inlaid with jasper and porphyry designs decorate the exterior of the palace. The carvings depict feasting ghouls, skulls and bones, the darakhul conquest of the Underworld, and other grim motifs.

The palace is surrounded by 20-foot-high walls, with four 130-foot-tall, slender minarets standing at each corner. Although the Emperor is not currently in residence, the building is never left unguarded. The Summer Palace is watched over by a **gypsosphinx** (*Tome of Beasts*, p. 359) and several dozen **ghouls** and **ghasts** when the Emperor isn't in residence. When he is, a hundred soldiers from each of the First and Third Imperial Legions accompany him and patrol the grounds in shifts.

14. DUKE MORRETO'S PALACE

Smaller and less grandiose than the Emperor's Summer Palace, Duke Morreto Lichmark's palace is impressive nonetheless. Built in the Septime style, the palace is a tall, cylindrical castle-like mausoleum with a square central tower. A bronze quadriga sculpture, depicting a chariot driven by a darakhul noble and pulled by four skeletal horses, dominates the top of the tower. Beneath this, a large balcony runs all the way around the building, offering views over the entire city and the Sulphur Sea. Duke Morreto meets with important visitors in a central audience chamber, which has a floor of black marble and a white marble bat-winged throne.

If the characters scout out the palace, it soon becomes apparent that getting inside to rescue Avgost from the dungeons is a near-impossible challenge. The palace grounds are surrounded by walls topped with battlements with a round tower at each corner. Each section of wall is patrolled by six **ghasts**, while the towers each hold an **iron ghoul** officer, three **imperial ghouls**, and four **ghouls**. Six **darakhul shadowmancers** (*Creature Codex*, p. 173) hide throughout the grounds and halls of the palace, stealthily patrolling the area. Four **imperial ghouls** guard the gates and are under strict orders not to admit anyone without an appointment. Finally, two **lich hounds** (*Tome of Beasts*, p. 274) and one **bloated ghoul** (see page 286) lounge in the palace dungeon, watching over the prisoner. Suspicious visitors are immediately reported to the Duke and an all-out assault raises the alarm, bringing Harvester Legion patrols to the palace.

15. MARQUIS LAZLO DIMAS' RESIDENCE

Marquis Lazlo Dimas' palatial residence stands at the northern end of the waterfront. Built in the style of a Marean mausoleum, the bottom part of the mansion is a tomb-like platform of white marble, carved with scenes of ghoul armies conquering the drow and other subterranean races. A flight of steps flanked by stone gypsosphinxes leads up onto the platform where thirty-six elegant columns surround a large central structure. Standing between the columns are 12-foot tall statues of the ghoul gods and the emperors, past and present. A statue of a nightgaunt perches on each corner of the pyramidal roof.

To enter the palace, the characters must ascend the steps to the platform and speak with the armored ghouls guarding the main entrance. If they present the stone cockroach given to them by Narosain, they are admitted into the presence of the marquis after a brief delay.

Marquis Lazlo Dimas (LE male human darakhul) is a former general in the ghoul armies. He once commanded the Harvester Legion and is held in high regard by its legionnaires to this day. Bald with ghoulish yet patrician features, including an aquiline nose, Marquis Lazlo is dressed in a shining breastplate decorated with the three skulls of the Ghoul Imperium and a crimson cloak. A longsword with a hilt made from polished bone hangs at his hip, and several rings with overly large gemstones rest on his bony, claw-like fingers.

"That's a symbol I haven't seen for many years," he says, as he hands the stone cockroach back to the characters. *"How and where did you come by the token of my erstwhile master?"*

If the characters tell the marquis Narosain is not dead and that he gave them the token himself, Lazlo isn't particularly surprised—rumors that the Last King survived the attempt on his life by Emperor Tonderil's men have been circulating for years. Now, the characters have his attention, and he asks why they wanted to see him.

Provided the characters show the marquis proper respect and explain their real reason for coming to Vandekhul—to rescue the archduke and stop Duke Morreto and Radomir—Lazlo responds positively. The former military commander despises both Duke Morreto and Wizard-General Smiling Magerette and is willing to aid the characters against his enemies. He hopes the group will do him a favor by disposing of them. With Morreto and Magerette out of the picture, Lazlo has a great opportunity to become the Pure City's next duke, or at least to regain his position as the general of the Harvester Legion.

Marquis Lazlo knows some of the Deep Secrets on page 231 and shares these with the characters. He points them in the direction of Mother Ludmilla Janova (Area 18) as a potential ally, but he warns them Marquess Dorva Graysuture is not to be trusted. If he is sufficiently impressed with the characters, either through good roleplaying or a successful DC 20 Charisma (Persuasion) check, he offers them some additional, more practical help. As the Harvester Legion's former commander, he still has the loyalty of some of its officers and diverts their troops away from the Bone Cathedral when the characters launch their rescue attempt. He refuses to directly aid them in the fight to avoid being forced to slay his former soldiers and to protect his status should the characters fail.

16. MARQUESS DORVA GRAYSUTURE'S PLEASURE BARGE

Marquess Dorva's ostentatious pleasure barge is moored on the waterfront, not far from Marquis Lazlo's residence. This flat-bottomed floating palace is 80 feet long and 20 feet wide and constructed in the style of a ceremonial Sailendran barge with a macabre slant. While the ornate central structure is gilded and topped with a pagoda in that distant style, the figurehead and stern have been fashioned from the skull and tail bones of a giant dragon. A gangplank leads from the jetty to the deck, covered by an awning of black velvet trimmed with gold tassels. Marquess Dorva acquired the palace from Duke Morreto's previous consort after the consort went "missing."

Two **ghouls** in footmen's uniforms and powdered wigs stand guard on board the vessel. If the characters present the stone cockroach given to them by Narosain, they are invited inside to meet with the marquess in her drawing room, where she reclines on a divan and sips mushroom wine.

Marquess Dorva Graysuture (NE female human darakhul) was a companion to Narosain before the Last King's supposed death at the hands of Emperor Tonderil's soldiers. Shortly afterwards, she became Duke Morreto's consort, but she was recently discarded in favor of the younger Baroness Anikka Graveskin. Dressed in an elegant, long gown cut in the Septime fashion, the marquess is about as attractive, sophisticated, and stylish as a ghoul can be. She wears a wig of white hair that cascades over her shoulders in ringlets. Her wig is held in place with a silver tiara, and the rest of her body is adorned with delicate, beautiful jewelry.

After ringing a bell to summon more glasses of wine for her guests, Marquess Dorva asks the characters to what does she owe the pleasure of their company. She only seems mildly interested when told the Last King is alive, explaining in her cut-glass accent that she simply had to move on to better things following his apparent demise. These days, she says, she shines brightly amid the highest echelons of Imperial society and is a frequent guest of the Emperor at his Summer Palace parties.

Making a good impression on the marquess requires a successful DC 20 Charisma (Deception or Persuasion) check. If the characters turn on the charm, Marquess Dorva fills them in on the basics of Duke Morreto and Radomir Marrowblight's plot (see Deep Secrets on page 231). She warns them not to trust Marquis Lazlo Dimas, but it is she who can't be trusted. Dorva wants to be back at Morreto's side and intends to betray the characters to curry favor with the Duke.

As they disembark from the pleasure barge, characters with a passive Perception score of 15 or higher spot a **bat** flying south towards the Duke's palace. If the bat is captured or killed, the characters can stop Dorva's message before it reaches Duke Morreto. The message warns the Duke of the characters' plan to interrupt the ritual at the Bone Cathedral. If the characters don't intercept the bat, Wizard-General Smiling Magerette waits to ambush them inside the temple with extra muscle (see Area 9 of the Bone Cathedral for details).

17. THE BONE CATHEDRAL

The climax of the adventure takes place here. See The Bone Cathedral on page 241 for details.

18. TEMPLE OF AGONIZING BLISS

Although she has less worshippers among the darakhul than Vardesain, Anu-Akma, or Mavros, the Red Goddess Marena has enough ghouls among her adherents to maintain a temple in the Pure City. Built from black stone and embellished with dozens of cruel barbs and spikes, the Temple of Agonizing Bliss is presided over by Mother Ludmilla Janova (LE female **vampire priestess** [*Creature Codex*, p. 367]) and acts as the unofficial Blood Kingdom embassy in Vandekhul. Mother Ludmilla is a loyal servant of King Lucan, ruler of the Greater Duchy of Morgau, Doresh, and Krakovar, and she represents her master's interests in Vandekhul.

The steps leading up to the entrance are studded with sharp spikes and protruding blades. Treat these as caltrops—a creature walking up or down the spiked stairs at more than half speed must succeed on a DC 15 Dexterity saving throw or take 1 piercing or slashing damage. Inside the temple, bloody footprints lead across the white marble floor towards the terrifying yet eerily beautiful statue of the Red Goddess that looms over the blood-stained altar. Four iron cauldrons, filled to the brim with bubbling blood, stand at each corner of the altar. Shadowed alcoves hold more vats of blood, extracted here from living sacrifices—some willing, some not—or supplied fresh each day from the Butchery.

Mother Ludmilla greets the characters with an amused, seductive smile. Dressed in a hooded, crimson robe with a silver skull pendant hanging around her neck and a white streak in her black hair, the high priestess is both charming and menacing. She holds one of the goddess' books of holy scriptures tucked under her arm. Ever the faithful priest, she asks if the characters are here to make a blood donation to the church. If the characters are disguised as darakhul, she invites them to pray and sup from the altar's cauldrons instead. Characters who donate blood (taking 1d4 slashing damage) or take a sip from one of the blood cauldrons has advantage on Charisma checks against Mother Ludmilla for 1 hour.

An ebony spear topped with a cruelly barbed point leans against the altar, never far from Mother Ludmilla's reach. If threatened, Mother Ludmilla can call four **blood elementals** (*Creature Codex*, p. 138) to defend her. She must use an action to call the blood elementals, and they appear from the four cauldrons around the altar.

The growing power of the Hunger God in the city already troubles Mother Ludmilla, but, if she hears of Radomir Marrowblight's plans for a Kingdom of Hunger from the characters, she becomes even more concerned. Vardesain becoming the dominant ghoul god will almost certainly lead to friction between the ghouls and the vampires, putting the alliance between the Imperium and the Blood Kingdom in jeopardy. The characters can convince the high priestess of the danger presented by Duke Morreto and Radomir's plotting with a successful DC 18 Charisma (Persuasion) check.

If the characters convince Mother Ludmilla of the dangers of Morreto and Radomir's plots, she tells them a series of ancient catacombs lies beneath the streets and buildings of Vandekhul. The priestess has explored these tunnels and recently discovered a secret route leading from beneath her temple to the Bone Cathedral.

She takes the characters to one of the alcoves and effortlessly pushes a vat of blood aside to reveal a trapdoor in the floor. The trapdoor leads to a dank set of stone steps, heading down into darkness. When the characters are ready, Mother Ludmilla offers to escort them through the twisting tunnels to a secret door, which leads to a flight of stairs up to Area 6 of the Bone Cathedral. She tells them she can't directly aid them against the Duke or Radomir without compromising her position, but she promises to get them safely through the tunnels to the cathedral.

19. PYRAMID TEMPLE OF ANU-AKMA

This 100-foot-tall pyramid stands in the center of a necropolis holding dozens of small tombs, obelisks, and morbid statuary. A flight of steep steps leads to the top of the pyramid where the gong is sounded every four hours by a red-robed darakhul priest to mark time in the sunless city. If the characters wish to visit the temple, they must face the incorporeal undead that haunt the necropolis. Unless they are disguised as darakhul, they come under attack from a **spectral guardian** and an **arcane guardian** (*Tome of Beasts*, p. 358) as they approach the pyramid. If the characters are disguised as darakhul or if they have a ghast escort, the guardians manifest on either side of the entrance and bow to the characters as they pass.

The temple entrance is flanked by two 20-foot-tall statues, each depicting a different version of Anu-Akma. One is a hooded human with an obscured face, dressed in long robes and holding a golden scythe; the other is jackal-headed and holds a golden ankh.

Inside, the temple is lit with blue flames burning from dozens of brass tubes. The red-stained white marble altar is attended by four darakhul **priests** in red robes, led by High Priest Valeric Icevein (NE male human **darakhul high priest** [*Creature Codex*, p. 172]). The lugubrious high priest hates the living but also despises Duke Morreto for favoring the Hunger God over Anu-Akma. If the characters can leverage this in a conversation with him, they have advantage on Charisma checks against Valeric. He can be persuaded to reveal a secret he knows with a successful DC 20 Charisma check (see Deep Secrets on page 231), but, if the characters anger him, he insists they leave and calls the guard if they refuse. A patrol of one **iron ghoul** with 2d4 **imperial ghouls** responds within 1d4 minutes.

20. COLOSSEUM

This oval amphitheater holds nearly 1,000 spectators. It is mostly used to host one-sided gladiatorial combats between packs of ghouls and hapless fleshing slaves for the entertainment of the city's population, although feuding noble houses sometimes choose to settle their differences in the arena. Fights are held here once a week, with fights held more frequently when the Emperor and his entourage are in residence. If the characters are captured by the ghouls and refuse Marius Mourncloak overtures (see page 240), they might end up in the arena, unarmed and naked.

21. HARVESTER LEGION BARRACKS

This walled compound is crawling with **ghoul** legionnaires, **ghast** shock troops, **imperial ghoul** sergeants and **iron ghoul** lieutenants. The barracks are built around a large parade ground where the ghouls conduct military drills and inspections. The compound also holds a shrine to the War God Mavros, weaponsmiths and armorers, and stables for the legion's carrion beetles and ghoulsteeds. A large overhang in the cavern wall above the barracks serves as a roost for the giant bats that carry the legion's aerial troops.

22. NORTH GATE

Similar to the South Gate, this heavily-fortified entrance is under the control of the Harvester Legion who have stationed an **iron ghoul** lieutenant, five **imperial ghouls**, a **necrophage ghast**, five **ghasts**, and twelve **ghouls** here.

The gate leads north then west to the White City of Darakhan, the capital of the Ghoul Imperium. Those wishing to enter the city are subject to the same checks as those entering through the South Gate or the docks.

THE HEAT IS ON!

After some time or after certain events (detailed earlier in the chapter), the characters' presence in Vandekhul draws too much attention from the authorities. A darakhul captain and a detachment of Harvester Legion soldiers are sent to arrest the group and bring them in for interrogation.

You can run this encounter at any time, but give the characters the opportunity to take a long rest afterwards to ensure they go into the final encounters in the Bone Cathedral at full strength. The encounter can take place anywhere in the city, such as while the characters are relaxing in the Blind Traveler in the Fleshling Quarter, or when they are on their way to speak with one of the marquises recommended by Narosain.

This is a deadly encounter and the characters may find themselves in trouble here. Their opponents are Zsolt Styxdeep (LE male human **darakhul captain** [see page 288]) mounted on a **carrion beetle** and his legionnaires – three **imperial ghouls** and ten **ghouls**. Each legionnaire carries a set of manacles, which they use to bind paralyzed characters. One of the imperial ghouls is armed with a *consuming rod* (see page 259), which it uses to swallow and capture a character.

Captain Styxdeep has orders to bring the characters in alive for questioning and offers them the opportunity to surrender before he gives the order to attack: "*You are under arrest on the orders of the Dread and Eternal Emperor Nicoforus, Lord of All the Ghouls, Prince of*

Darakhan, Viceroy of Vandekhul, and Lord Subterranean of Morgau and Doresh. Come quietly or face dire consequences."

If the characters defeat Captain Styxdeep and his soldiers, they can flee the scene before more ghouls show up. The characters are now fugitives in Vandekhul, and they can't return to the Blind Traveler or Gutless Zombie to rest. If they befriended the beggar ghouls and the Beggar King, they can seek sanctuary in the Boneheaps (Area 8). Alternatively, they may be able to persuade Marquis Lazlo or another potential ally to offer them shelter.

CAPTURED!

If the characters surrender or are captured, they are disarmed, manacled, and led (or dragged for paralyzed or particularly stubborn characters) through the streets to the barracks (Area 21). Escaping en route is difficult, but, if the characters have a band of beggar ghouls from the Boneheaps watching over them, the ghouls might be able to cause enough of a distraction to allow the characters to make a run for it.

Inside the barracks, the characters are manacled to the walls of a 15-foot square, bare, windowless chamber and left for an hour or so to stew. During this time, they have an opportunity to escape. Escaping a pair of manacles requires a successful DC 20 Dexterity check and breaking them requires a successful DC 20 Strength check. The lock on the door can be picked with a successful DC 15 Dexterity check using thieves' tools. The characters can find their gear in the next room, where a door leads outside to the parade ground. To get to freedom, the group must get past 2d6 **ghouls** drilling in the open space and the two **ghasts** guarding the gates.

THE EMPEROR'S SPY

If the characters don't escape, all is not lost. Duke Morreto and Radomir's plotting has not gone unnoticed by the Emperor's spies in Vandekhul, and the group are about to be made an offer they can't refuse.

The door to the bare chamber opens and an impeccably dressed darakhul enters. This darakhul is Marius Mourncloak (LE male elfmarked **darakhul spy** [see page 291]), a smooth-talking spy and loyal servant of Emperor Nicoforus. He doesn't share his name or position with the characters.

Marius asks the characters why they are in Vandekhul. He listens to whatever story they come up with for a while, before interrupting them to reveal that he knows exactly why they are here: to rescue their friend, Archduke Avgost Walerska of Krakova, from the clutches of Radomir Marrowblight and his ally Duke Morreto Lichmark. The darakhul goes on to say that, while he doesn't personally care if Avgost lives or dies, the duke and the high priest are plotting together against the Emperor and the archduke's ritual sacrifice seems to be an integral part of their plan.

"As a loyal servant of His Imperial Majesty, my job is to see their treacherous schemes do not come to fruition," he says. *"Rather than openly accusing them of treason, however, it would be far neater if their plot collapsed because a daring group of fleshlings burst in at the right moment and wrecked their carefully planned ritual. If only there were some capable individuals in the Pure City now who could do such a thing…"*

If the characters agree to move against Radomir and the Duke, Marius tells them he can't personally intervene, but he suggests they make use of whatever allies they have made in the city to ensure success. He tosses them the keys to their chains and departs, leaving the door open behind him.

The characters can retrieve their gear from the adjoining room, cross the strangely empty parade ground, and slip past the preoccupied guards on the gates to freedom.

If the characters decline Marius' offer, they can make another escape attempt. If this fails, they are likely to end up in the next show at the Colosseum (Area 20).

BEFORE THE FIFTH GONG

The characters may decide to scout out the Bone Cathedral before the ritual begins and observe the Duke's arrival from a hiding place nearby. The area around the cathedral is heavily patrolled before the ritual begins. Each character sneaking around the cathedral must make a DC 18 Dexterity (Stealth) check. If over half the characters succeed, they are able to hide on the grounds before Duke Morreto arrives. If over half the characters fail, they are caught by the Harvester Legion patrols and escorted off the grounds or arrested (see Captured!). The characters have advantage on the check if they won Marquis Lazlo Dimas' support—the marquis has used his influence to divert several patrols elsewhere.

Duke Morreto Lichmark arrives shortly before the sounding of the Fifth Gong, riding in a black carriage drawn by undead horses and emblazoned with Vandekhul's crest and the Lichmark coat of arms: a gold key and a silver sword on a half red, half purple field. An honor guard of two dozen ghoul legionnaires under the command of a **darakhul captain** (Zsolt Styxdeep, if he survived his run-in with the characters) and two **imperial ghoul** sergeants lines up on either side of the entrance to the cathedral and ensures the Duke, his consort, and his bodyguards make it safely inside. There is no sign of Archduke Avgost. The characters' old friend was brought to the Cathedral earlier in the day via the catacombs beneath the city. The honor guard waits for 5 minutes after the cathedral doors close, then marches back to the Harvester Legion barracks. The carriage also departs.

The Bone Cathedral

This ominous building of gray stone is adorned with macabre carvings of grinning skulls and bones of all different shapes and sizes. A bas relief of a huge segmented worm runs around the walls of the structure, culminating in a carved mouth full of sharp teeth around the cathedral entrance. A set of stone steps lead up inside the giant maw.

This impressive temple dedicated to Vardesain is rivalled only by the Shrine of the Hunger God in the White City of Darakhan. A successful DC 15 Wisdom (Perception) check realizes many of the skulls and bones that decorate the building aren't carvings but actual bones. When the fifth gong sounds on the characters' second day in the city, Radomir Marrowblight plans to sacrifice Archduke Avgost to Vardesain in the presence of his ally Duke Morreto Lichmark. The characters must get inside the Bone Cathedral, battle their way past the ghoul servants of the Hunger God to the inner sanctum, and put a stop to the ritual before it is too late.

GENERAL FEATURES

Bones, skulls, and gruesome carvings decorate the walls. Here and there, reddish-brown stains mark the stone floors. Everything is covered in a thin layer of white bone dust.

Illumination. The cathedral is dimly lit throughout by ghostly green magical light from glowing skulls set in niches in the walls or burning in urns standing on bronze tripods.

Ceilings. Areas 2 and 18 have 50-foot high ceilings. The ceilings in all other areas are 20 feet high.

1. ENTRANCE

Stone steps lead up to an entrance carved to resemble the open maw of a purple worm, complete with rows of jagged teeth. A pair of **skull lanterns**, glowing with a greenish-yellow light, float on either side of the huge double doors. They mutter to themselves as the characters approach but do nothing to impede the intruders. One whispers *"Praise Mordiggian!"* when a character first touches the doors; his companion responds with *"The Kingdom of Hunger is at hand!"*

The doors are unlocked and swing open when pushed.

2. FANE OF HUNGER

The doors open onto a large chamber with a black marble floor and a 50-foot high, vaulted ceiling. A 25-foot tall red and white marble statue of Vardesain stands in the center of the room between two rows of pillars covered in white bones and skulls. The Hunger God is depicted chewing greedily on a human leg. Urn-like vessels rest on tripods, burning with green flames. Alcoves around the edge of the chamber hold shrouded corpses resting on biers. These corpses are the bodies of humanoid slaves who were slain recently in preparation for a feast after today's ritual.

Three **servants of the Unsated God** (see page 306) are tending to the dead bodies. They wear vestments, embroidered with a purple worm consuming its own tail, over their armor. The priests attack as soon as they become aware of the characters. The bloated ghouls in Area 5 join the fray on the following round.

Secret Door. The secret door in the southwest wall can be found with a successful DC 20 Wisdom (Perception) check. Beyond lies a dusty, narrow corridor ending in another secret door. This opens into the hallway between Areas 9 and 12.

3. CHAMBER OF FASTING

The door to this room is locked, but the key is hanging on a hook next to the doorway. Ghoul acolytes seeking to overcome their hunger by following the Sated Path are locked in here to meditate.

Inside, a single emaciated-looking **ghoul** sits cross-legged on the floor, deep in meditation. If disturbed, it attacks in a ravenous frenzy brought on by days of fasting, but it otherwise doesn't pay attention to the characters or sounds outside this room.

4. BONE WORKSHOP

This chamber is where the ghoul priests fashion the bones of humanoids and more exotic creatures into temple décor or symbols for the faithful. Work benches covered in bone saws, scrimshaw knives, and other similar tools line the walls. A stone sarcophagus in the back of the room is filled close to the brim with "sacred" maggots. Bones are immersed in this vat to clean them before the craftsmen get to work.

5. ROOM OF CONSUMPTION

The floor of this room is slick with spilled blood and guts. A creature moving through the room at faster than half speed must succeed on a DC 10 Dexterity (Acrobatics) check or fall prone.

There are two **bloated ghouls** (see page 286) in here feasting on the last remnants of a human corpse. They respond to sounds of combat in Area 2 and attack any creature entering this room that isn't a priest of the church or Duke Morreto and his entourage.

6. STAIRS

A set of worn stone steps lead from this room down into a network of musty tunnels running under the northern part of the city. If the characters gained the aid of Mother Ludmilla Janova, the vampire priestess of Marena, she guides them through the catacombs to a secret door at the bottom of the stairs. There is a strong risk of becoming lost or encountering a pack of hungry ghouls or beggar ghouls if the characters venture alone into the bewildering tunnels.

If the characters paid a visit to Marquess Dorva Graysuture, and she tipped off Duke Morreto, Smiling Magerette's undead **bat** familiar hangs from the ceiling above the stairs, watching for intruders. The familiar is in telepathic communication with its mistress and warns her of the characters' approach, allowing Magerette to see and hear what the bat does.

7. STOREROOM

This room is used to store stretchers made from leather and bones, burial shrouds, bronze urns, tripods, and other supplies. Shelves along the northwest wall contain jars of strange unguents and mysterious powders, including 5 doses of *deadmind powder* (see page 13). A successful DC 17 Intelligence check using alchemist's supplies knows the properties of the powder. A successful DC 13 Intelligence (History) check recalls that the powder is used by the darakhul to make slaves more docile. Creatures native to the Underworld have advantage on these checks.

8. ROOM OF PREPARATION

Fresh corpses are ritually washed and prepared here prior to consumption by the ghoul priests in their unholy rites. Six humanoid bodies covered by shrouds rest on stone biers. Like the bodies in Area 2, these humanoids were slaves whose bodies are in the process of being prepared for feasting after today's ritual.

Secret Door. A character can find the secret door in the southwest wall with a successful DC 20 Wisdom (Perception) check.

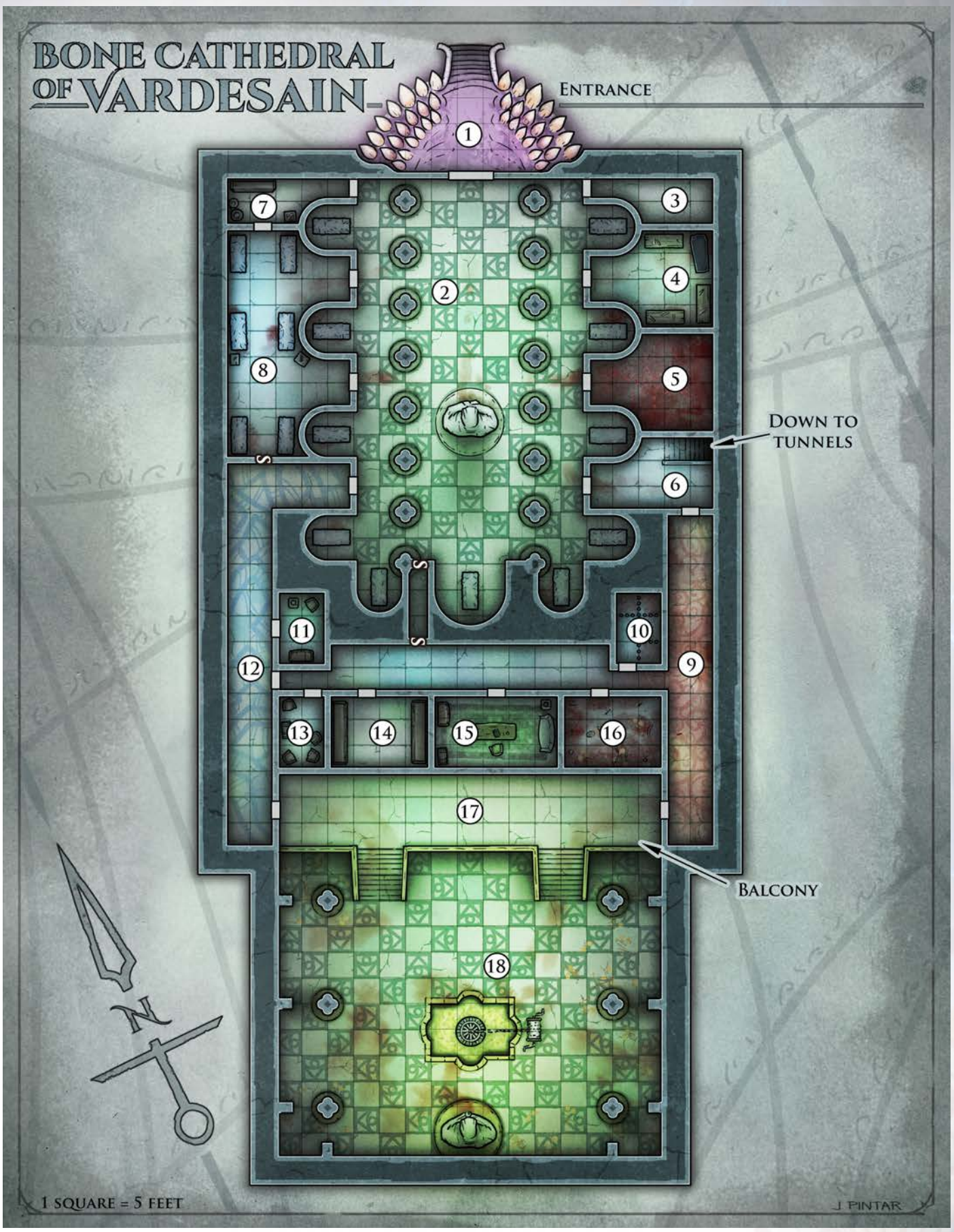
9. HALL OF GLUTTONY

Bas relief carvings line the walls of this hallway. Embellished with actual bones, they depict the teachings of the Bloated Path, which is the unchecked consumption of flesh until the undead body swells with undigested meat and bone and the practitioner becomes a bloated ghoul.

The hall is guarded but the strength of the opposition depends on the characters' previous actions. If the characters paid a visit to Marquess Dorva Graysuture, her treachery means **Smiling Magerette** (NE female drow darakhul), Wizard-General of the Harvester Legion, and three **imperial ghouls** lie in wait here to prevent them from reaching the inner sanctum. If Magerette became aware of the characters' presence thanks to her undead **bat** familiar in Area 6, she readies an area of effect spell to cast as soon as they open the door. After casting her first spell, Magerette introduces herself to the characters, gloating at their foolishness in trusting the marquess.

If the characters didn't visit the marquess or they intercepted her messenger bat, the hall is instead guarded by two **iron ghouls** dressed in the Duke's livery.

Either way, if the fight is proving too easy for the characters, you can have one or more black puddings from Area 16 squeeze under the door to join the battle.


BONE CATHEDRAL OF VARDESAIN
ENTRANCE
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DOWN TO TUNNELS
BALCONY
N
1 SQUARE = 5 FEET
J PINTAR

The Wizard-General. Smiling Magerette is a drow darakhul with lips permanently pulled back from her shining, white teeth. She trained as a necromancer in the drow city that is now Gnawbone and was inducted into the Necrophagi, the darakhul order of necromancers, following her transformation into a ghoul. Her work on necrotic war machines, including zombie-legged rams and other necrotech, led her to join the legions of the Ghoul Imperium as a war wizard where she rose rapidly through the ranks to become Wizard-General of the Harvester Legion. Her ambitions for further advancement have been checked, however, as the most prestigious legions—the First Imperial and the Third Imperial—have long-established commanders who rose even higher in the Emperor's favor following the recent conquest of Krakova. In frustration, Magerette has allied herself with Duke Morreto, who promised her command of the new darakhul legions after he ascends the Imperial throne.

SMILING MAGERETTE, WIZARD-GENERAL OF THE HARVESTER LEGION

Medium undead, neutral evil

ARMOR CLASS 13 (16 with mage armor)

HIT POINTS 136 (21d8 + 42)

SPEED 30 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	17 (+3)	14 (+2)	18 (+4)	10 (+0)	16 (+3)

SAVING THROWS Con +6, Wis +4

SKILLS Arcana +8, Deception +7, Intimidation +7, Perception +4, Stealth +7

DAMAGE RESISTANCES necrotic

DAMAGE IMMUNITIES poison

CONDITION IMMUNITIES charmed, exhaustion, poisoned

SENSES darkvision 60 ft., passive Perception 14

LANGUAGES Common, Darakhul, Elvish, Undercommon

CHALLENGE 9 (5,000 XP)

Fey Ancestry. Magic can't put Magerette to sleep.

Legendary Resistance (2/Day). If Magerette fails a saving throw, she can choose to succeed instead.

Necrophage Stench. Any creature that isn't a construct or undead or that starts its turn within 30 feet of Magerette must succeed on a DC 14 Constitution saving throw or have disadvantage on all saving throws against spells cast by Magerette or any necrophage ghast for 1 minute. If a creature's saving throw is successful or the effect ends for it, the creature is immune to the stench of all necrophage ghasts for the next 24 hours.

Sunlight Sensitivity. While in sunlight, Magerette has disadvantage on attack rolls, as well as on Wisdom (Perception) checks that rely on sight.

Turning Defiance. Magerette and any ghouls within 30 feet of her have advantage on saving throws against effects that turn undead.

Undead Familiar. Any familiar Magerette summons using *find familiar* is undead and has immunity to poison damage and the poisoned condition.

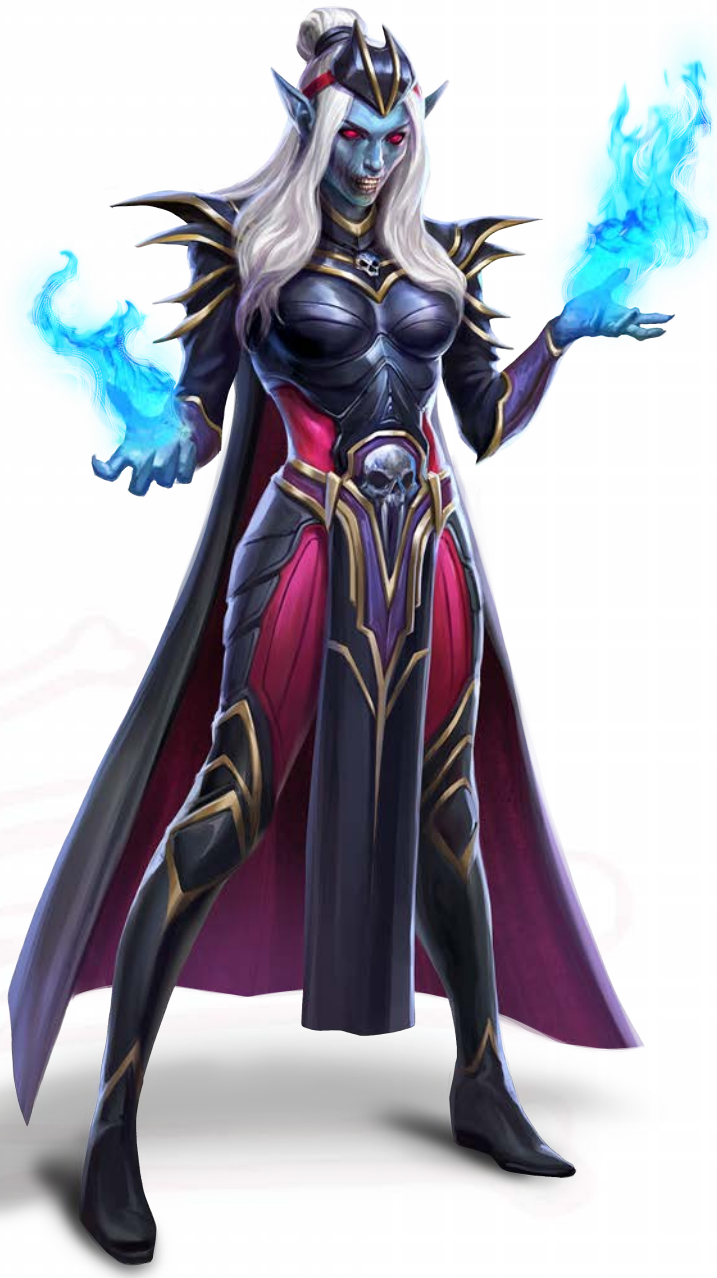
Innate Spellcasting. Magerette's innate spellcasting ability is Charisma (spell save DC 15). She can innately cast the following spells, requiring no material components:

At will: *dancing lights*

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

Spellcasting. Magerette is a 11th-level spellcaster. Her spellcasting ability is Intelligence (spell save DC 16, +8 to hit with spell attacks). Magerette has the following wizard spells prepared:

Cantrips (at will): *mage hand, message, poison spray, prestidigitation, true strike*



1st level (4 slots): *find familiar, mage armor, magic missile*

2nd level (3 slots): *misty step, ray of enfeeblement, scorching ray*

3rd level (3 slots): *counterspell, haste, vampiric touch*

4th level (3 slots): *blight, confusion, phantasmal killer*

5th level (2 slots): *arcane hand, cloudkill*

6th level (1 slot): *circle of death*

ACTIONS

Multiattack. Magerette makes one bite attack, one claw attack, and one attack with her rapier.

Bite. *Melee Weapon Attack*: +6 to hit, reach 5 ft., one target. *Hit:* 13 (2d10 + 2) piercing damage, and if the target creature is humanoid it must succeed on a DC 14 Constitution saving throw or contract darakhul fever.

Claw. *Melee Weapon Attack*: +6 to hit, reach 5 ft., one target. *Hit:* 11 (2d8 + 2) slashing damage. If the target is a creature other than an undead, it must make a successful DC 14 Constitution saving throw or be paralyzed for 1 minute. A paralyzed target repeats the saving throw at the end of each of its turns, ending the effect on itself on a success. If a humanoid creature is paralyzed for 2 or more rounds (the victim fails at least 2 saving throws), consecutive or nonconsecutive, the creature contracts darakhul fever.

Rapier. *Melee Weapon Attack*: +7 to hit, reach 5 ft., one target. *Hit:* 7 (1d8 + 3) piercing damage.

LEGENDARY ACTIONS

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

Cantrip. Magerette casts a cantrip.

Move. Magerette moves up to her speed without provoking opportunity attacks.

Rapier. Magerette makes one attack with her rapier.

10. CELLS

Manacless hang from the walls. Living prisoners awaiting sacrifice are kept here, but it is empty when the characters arrive. Archduke Avgost was transferred to the Inner Sanctum earlier in the day in preparation for the ritual.

11. BONEPOWDER PRIEST'S CHAMBER

Gorkos Winterwight was the high priest of the Bone Cathedral before Radomir Marrowblight. After centuries of deliberate starvation following the Path of Hungry Dust, he became a **bonepowder ghoul** (*Tome of Beasts*, p. 214). Hateful and condescending towards all but the most important darakhul nobles, Gorkos lurks in his former chamber, ready to attack any living creatures that venture past his door.

Treasure. An amulet of *proof against detection and location* lies in the drawer of the priest's dusty, wooden desk.

12. HALL OF SATIATION

The bas reliefs along the walls of this hallway depict the path of Sated Hunger. Members of this sect, which includes High Priest Cimbrai Grimscribe at the Shrine of Vardesain in Darakhan, strive to achieve a state of mind where they no longer feel hunger or need to feed. Most do not succeed. The hallway is little traveled by the ghouls. Bone dust and broken bits of bone and other debris cover the floor, crunching underfoot. Gorkos Winterwight, the bonepowder ghoul in Area 11, emerges from beneath the door to his chamber to attack any intruders that he detects.

13. ACOLYTES' QUARTERS

The servants of the Unsated God use this room to relax when not required to perform their duties in the temple. The darakhul priests have no need of beds but there are several comfortable chairs in here. Large chests holding spare robes and other personal items stand against one wall.

Treasure. The chests contain 845 sp (in Imperial silver ducats), 280 gp (in Imperial gold skulls), and a 12-inch tall statuette of a purple worm worth 250 gp.

14. LIBRARY OF FAMISHMENT

Horrific paintings of cannibalistic excess hang on the southwest wall. These gruesome works of art are faithful copies of "The Feast," the holy cave paintings that adorn the walls of the Shrine of Vardesain in Darakhan, and are painted on human skin.

Bookshelves built from dark wood line the northwest and southeast walls, holding copies of other sacred works of the Hunger Cults, including the unholy texts of the Bloated Path, Endless Gullet, Hungry Dust, and Sated Path sects. A scroll of the Feeding Laws lies unfurled on the reading table in the center of the library, held in place by polished skull paperweights.

15. RADOMIR'S QUARTERS

This lavishly-furnished room is the personal quarters of Radomir Marrowblight. It contains comfortable chairs and a black velvet divan for relaxation, a mahogany writing desk and chair, and a large wardrobe holding his extensive collection of splendid ceremonial robes. A gold-framed oil painting of the Pure City of Vandekhul and Chandelier Island hangs on the southwest wall, flanked by sconces holding green *continual flame* spells.

Radomir keeps a young purple worm (use the statistics of a **constrictor snake**) as a pet and a living embodiment of hunger. The worm is curled up asleep on the divan when the characters enter the room and only wakes up if prodded.

Desk. Radomir's journal, bound in purple worm hide, sits on the desk. Written in Darakhul in a tiny, cramped script, the journal details the many visions sent to the high priest by the Hunger God, his pact with Duke Morreto, and his ambitions for a Kingdom of Hunger. It would take several hours to read the whole thing, but the final entry simply reads: *"The time is at hand."*

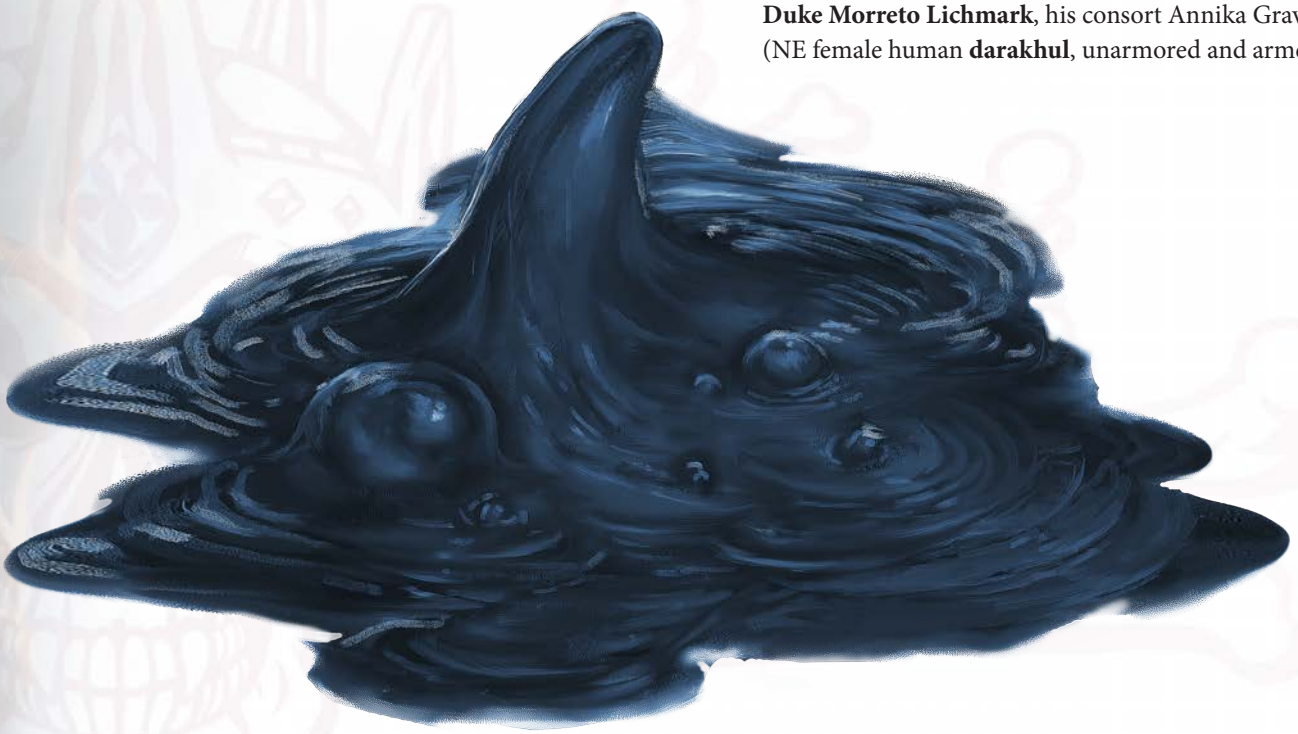
Trapped Chest. A locked chest stands in the west corner of the room. The chest is trapped with a *glyph of warding* which is triggered unless the Darakhul word for "hunger" is spoken aloud prior to opening. When the chest is opened, the glyph triggers, and each creature within 20 feet of the chest must make a DC 17 Dexterity saving throw, taking 36 (8d8) cold damage on a failed save, or half as much damage on a successful one.

Treasure. The chest contains 2,000 pp, 15,000 gp, 15 pale blue tourmaline gems (worth 500 gp each), *oil of sharpness*, and a *portable hole*. Radomir's ceremonial robes are worth 1,500 gp, and the painting of Vandekhul is worth 500 gp.

16. INCARNATIONS OF HUNGER

This chamber is home to three **black puddings**, one of which spends most of its time on the ceiling. The oozes respond to combat in the corridor or in the Hall of Satiation, at your discretion.

The darakhul feed the puddings living and unliving sacrifices, honoring them as sacred incarnations of hunger. Murals painted on the walls depict a surface world being consumed piece by piece by the ghouls.



17. GALLERY

This 15-foot wide balcony overlooks the inner sanctum below where the ritual sacrifice is about to take place. Stone steps descend 10 feet to Area 18. When the characters enter the balcony, read the following:

The balcony looks down onto the inner sanctum of the Hunger God. The walls and the high, domed ceiling are decorated with thousands of skulls and bones, covering every inch of the stone. Huge, hollowed-out skulls that once belonged to giants hang on the southwestern wall and burn with green flame, illuminating the room with a sickly glow.

A group of darakhul, which includes an outlandishly dressed priest and an imperious-looking noble, stands beneath a giant statue of Vardesain near the back of the chamber. A large pit sits in front of the group, teeming with slimy yellowish-white worms. An iron cage holding Archduke Avgost hangs over the pit on a chain attached to a winch.

Suddenly, the sound of the Fifth Gong rings out in the distance. One of the ghouls turns the winch and begins lowering Avgost into the pit of hungry worms!

18. INNER SANCTUM

The battle in the Bone Cathedral with Duke Morreto and Radomir Marrowblight marks the climax of the *Empire of the Ghouls* adventure. The characters need to stop the villains' ritual and save Avgost from a painful death and agonizing transformation into a darakhul.

The creatures in the sanctum are **Radomir Marrowblight**, **Duke Morreto Lichmark**, his consort Annika Graveskin (NE female human **darakhul**, unarmored and armed

with a dagger), his two **imperial ghoul** bodyguards, Tozar Hungerbrood (NE male **servant of the Unsated God**), and **Archduke Avgost** (see page 315).

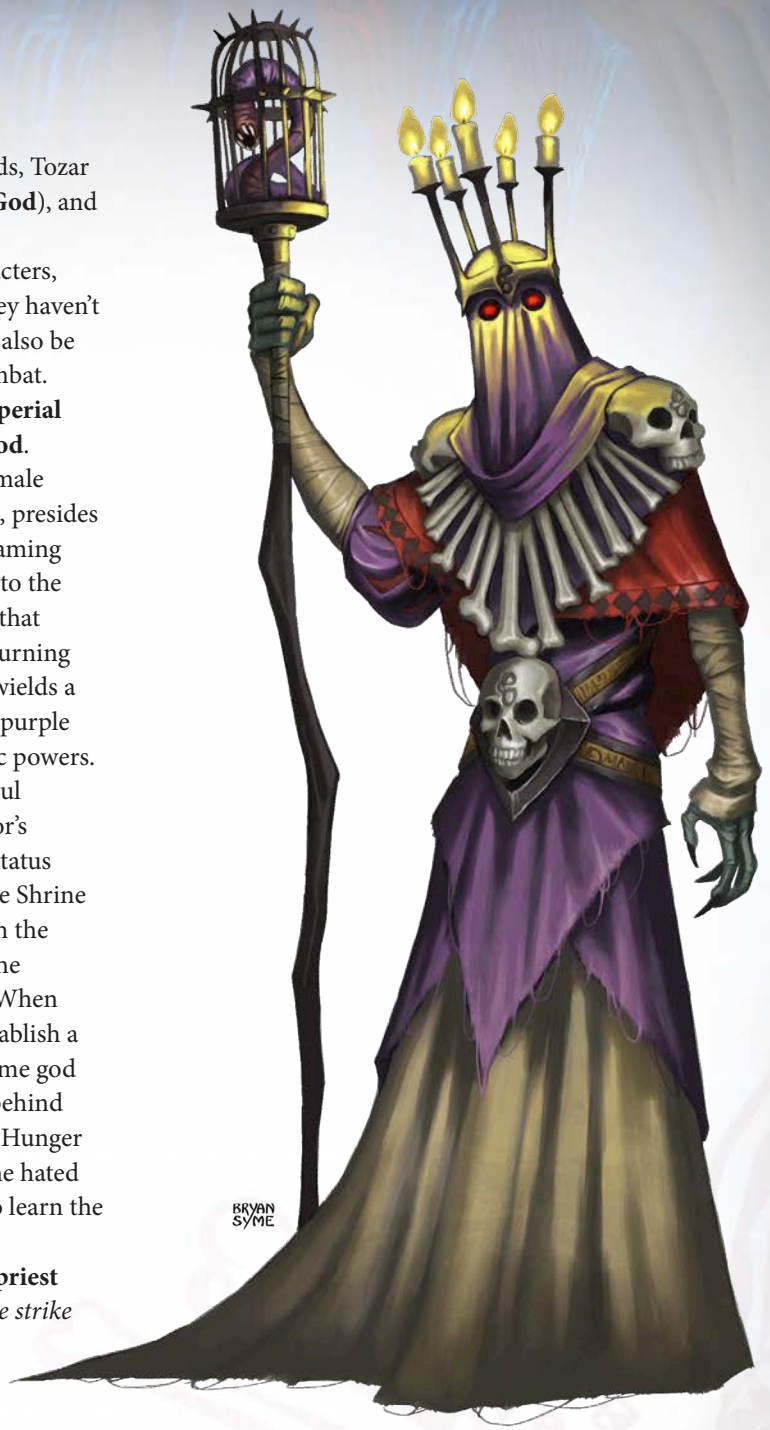
This should be a deadly encounter for the characters, but, if your group is particularly powerful and they haven't already encountered her, **Smiling Magerette** can also be present or can join the fray a few rounds into combat. Alternatively, you can increase the number of **imperial ghoul** bodyguards or **servants of the Unsated God**.

The High Priest. **Radomir Marrowblight** (NE male human darakhul), high priest of the Hunger God, presides over the ritual sacrifice of Archduke Avgost, screaming dark prayers to Vardesain as the cage descends into the pit. The bizarrely dressed darakhul wears a hood that completely covers his head, a gold headdress of burning candles, and a breastplate made from bones. He wields a staff topped with a cage holding a newly hatched purple worm, through which he can channel his necrotic powers.

Radomir is a member of the Council of Darakhul in good standing, but he resents both the Emperor's suppression of the Hunger God and the favored status enjoyed by his rival Cimbrai, the high priest at the Shrine of Vardesain in Darakhan. By allying himself with the ambitious Duke Morreto Lichmark, he believes the two of them can overthrow Emperor Nicoforus. When Morreto becomes Emperor, Radomir plans to establish a theocracy in which Vardesain becomes the supreme god of the darakhul with Radomir as the real power behind the throne. First, though, Radomir must give the Hunger God what he wants and spill the royal blood of the hated Archduke Avgost. By doing so, Radomir hopes to learn the secret of creating new darakhul from Vardesain.

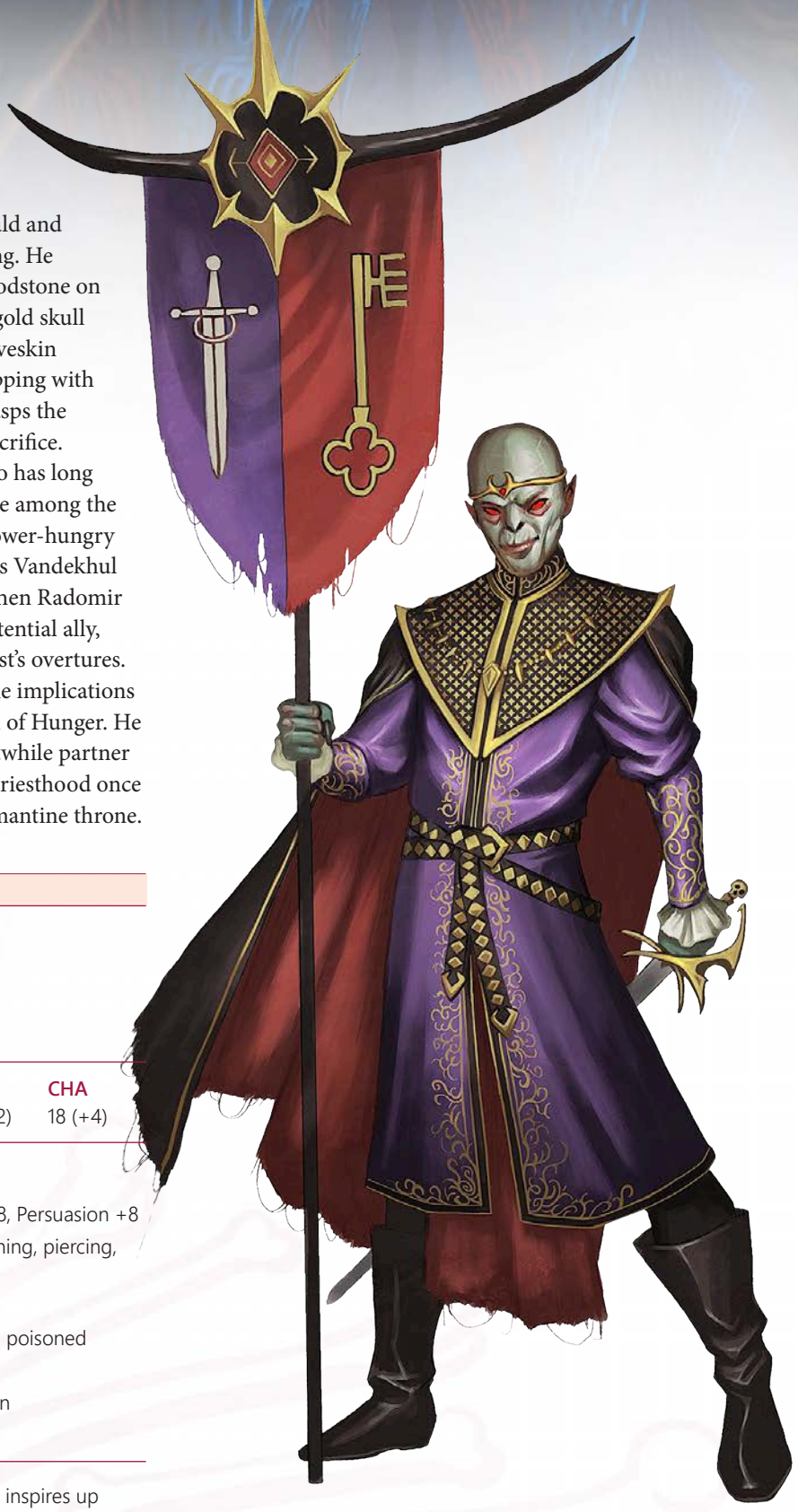
Radomir uses the statistics of a **darakhul high priest** (*Creature Codex*, p. 172), except he prepares *flame strike* instead of *insect plague* and *harm* instead of *create undead*. In addition, Radomir can use lair actions while within the Bone Cathedral. On initiative count 20 (losing initiative ties), Radomir takes a lair action to cause one of the following effects; he can't use the same lair action two rounds in a row.

- The worms in the pit splash up and bite at the creatures around the pit. Each creature within 10 feet of the pit that isn't undead or a construct must make a DC 15 Dexterity saving throw, taking 18 (4d8) piercing damage on a failed save, or half as much damage on a successful one. Any creature that starts its turn in the pit before Radomir's next lair action takes 5 piercing damage instead of 10.
- Flames leap from the giant, flaming skulls or from a nearby brazier, striking up to three creatures Radomir can see within 120 feet of him. Radomir makes one ranged spell attack roll (+8 to hit) against each target. On a hit, the target takes 7 (2d6) fire damage and 7 (2d6) necrotic damage.
- Hunger overtakes one creature within 60 feet of Radomir. The target must succeed on a DC 16 Constitution saving throw or take 14 (4d6) necrotic damage and be stunned by ravening hunger until the end of its next turn. If the target fails the saving throw by 5 or more, each ally of the target within 10 feet of the target must succeed on the saving throw or also be stunned by ravening hunger until the end of its next turn.



The Duke. **Morreto Lichmark** (LE male human darakhul), Duke of Vandekhul, is bald and dressed in the finest gold and purple clothing. He wears a simple gold circlet with a single bloodstone on his forehead, and he carries a rapier with a gold skull pommel at his hip. His consort Annika Graveskin wears a splendid curly blond wig and is dripping with ostentatious jewelry. The darakhul noble clasps the duke's arm possessively as they watch the sacrifice.

The suave and sophisticated Duke Morreto has long been regarded by the Emperor as his favorite among the Imperium's dukes and duchesses, but the power-hungry noble resents the fact that he only truly rules Vandekhul when the Emperor is away in Darakhan. When Radomir Marrowblight sounded out Morreto as a potential ally, the duke was very receptive to the high priest's overtures. But Duke Morreto is not naive; he knows the implications behind Marrowblight's plans for a Kingdom of Hunger. He is already plotting how to dispose of his erstwhile partner and rein in the power of the Hunger God's priesthood once he is sitting on the Emperor's bone and adamantine throne.



DUKE MORRETO LICHMARK

Medium undead, lawful evil

ARMOR CLASS 17 (natural armor)

HIT POINTS 161 (19d8 + 76)

SPEED 30 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	16 (+3)	18 (+4)	17 (+3)	14 (+2)	18 (+4)

SAVING THROWS Wis +6, Cha +8

SKILLS Deception +8, Insight +6, Intimidation +8, Persuasion +8

DAMAGE RESISTANCES cold, necrotic; bludgeoning, piercing, and slashing from nonmagical attacks

DAMAGE IMMUNITIES poison

CONDITION IMMUNITIES charmed, exhaustion, poisoned

SENSES darkvision 60 ft., passive Perception 12

LANGUAGES Common, Darakhul, Undercommon

CHALLENGE 11 (7,200 XP)

Ghoul Commander. As a bonus action, Morreto inspires up to two ghouls within 30 feet of him. An inspired ghoul has advantage on its next melee attack against a creature within 10 feet of Morreto.

Legendary Resistance (2/Day). If Morreto fails a saving throw, he can choose to succeed instead.

Stench. Any creature that starts its turn within 5 feet of Morreto must succeed on a DC 16 Constitution saving throw or be poisoned until the start of its next turn. If a creature's saving throw is successful or the effect ends for it, the creature is immune to Morreto's Stench for the next 24 hours.

Sunlight Sensitivity. While in sunlight, Morreto has disadvantage on attack rolls, as well as on Wisdom (Perception) checks that rely on sight.

Turning Defiance. Morreto and any ghouls within 30 feet of him have advantage on saving throws against effects that turn undead.

ACTIONS

Multiattack. Morreto can use his Frightful Presence. He then makes three attacks: one with his bite and two with his rapier.

Bite. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. *Hit:* 13 (2d8 + 4) piercing damage plus 14 (4d6) necrotic damage. If the target is a humanoid, it must succeed on a DC 16 Constitution saving throw or contract darakhul fever.

Claw. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. *Hit:* 11 (2d6 + 4) slashing damage. If the target is a creature other than an undead, it must succeed on a DC 16 Constitution saving throw or be paralyzed for 1 minute. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success. If a humanoid is paralyzed for more than 2 rounds, it contracts darakhul fever.

Rapier. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. *Hit:* 8 (1d8 + 4) piercing damage.

Frightful Presence. Each creature of Morreto's choice that is within 60 feet of him and aware of him must succeed on a DC 16 Wisdom saving throw or become frightened for 1 minute. A creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success. If a creature's saving throw is successful or the effect ends for it, the creature is immune to Morreto's Frightful Presence for the next 24 hours.

LEGENDARY ACTIONS

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

Move. Morreto moves up to his speed without provoking opportunity attacks.

Rapier. Morreto makes one attack with his rapier.

Fight for the Duke (Costs 2 Actions). Morreto issues orders to one hostile creature he can see within 10 feet of him. The target must succeed on a DC 16 Charisma saving throw or be charmed by Morreto until the end of its next turn. The charmed target must use its reaction to move up to its speed and make one melee attack against a target of Morreto's choice. The charmed target doesn't provoke opportunity attacks if it moves out of the reach of Morreto or an ally of Morreto.

RUNNING THE ENCOUNTER

When he becomes aware of the characters, Duke Morreto curses angrily, draws his rapier and advances to attack in melee, flanked by his bodyguards. The arrogant duke is not about to let a band of mere mortals upset his carefully laid plans. Annika joins her beloved in close combat, furiously attacking anyone who dares to strike the Duke. Radomir prefers to cast spells from a distance, using his Frenzy trait on anyone bold enough to engage him in melee. Tozar Hungerbrood guards the winch to stop the characters from interfering with the sacrifice.

Archduke Avgost calls out *"What took you so long?"* to the characters just before the cage disappears under the swarm of wriggling, hungry corpse worms filling the pit. A successful DC 13 Wisdom (Insight) check recognizes the mixture of fear and relief in Avgost's haughty words. Each round on initiative count 1, Avgost takes 10 piercing damage from the biting worms. He begins the encounter with 65 hp and dies when he is reduced to 0 hp.

Avgost's Death. Though Radomir needs Avgost to die to gain the Hunger God's knowledge, the death must come from the Vardesain-blessed worms in the pit for the ritual to be successful. Radomir avoids putting Avgost in the range of his spells that affect an area, and he and the other ghouls don't target Avgost with attacks or spells. Avgost has three-quarters cover while in the cage and full cover from attacks outside the pit while submerged in the worms. On the round after he dies in the pit, Avgost transforms into a darakhul, unleashing a terrible wail of agony as he becomes a ghoul. When this happens, Radomir cries out in triumph as the Hunger God fills his head with the dark knowledge he craves. For the rest of the encounter, Radomir has advantage on his attack rolls, saving throws, and ability checks.

Saint's Whispers. If the characters are still in possession of the *Holy Robes of Sister Adelind* and things start to look grim, the character who is attuned to the robes hears the saint's voice whispering in their ear that *"the time has come."* The character feels the saint's presence in the *Holy Robes* and the item gains the following property for the remainder of the combat:

Sister Adelind's Retribution. As a last-ditch effort in the face of overwhelming odds, you can use an action to cause the *Holy Robes of Sister Adelind* to catch fire and explode, unleashing sunlight in a 60-foot radius. This sunlight acts like the Radiant Burst property on the *Holy Robes of Sister Adelind*, except it doesn't require charges, each undead creature in the sunlight has disadvantage on the saving throw, and the burst deals 55 (10d10) radiant damage instead. In addition, you must make a DC 15 Constitution saving throw, taking 27 (5d10) radiant damage on a failed save, or half as much damage on a successful one. Using this property of the *Holy Robes of Sister Adelind* destroys the item and brings final peace to the spirit of the saint.

Pit of Young Corpse Worms. If a creature starts its turn in the 10-foot-deep pit, it takes 10 piercing damage. The worms and the slime-coated walls make climbing out of the pit difficult, requiring a successful DC 20 Strength (Athletics) check.

Retrieving the Cage. A creature can operate the winch holding the cage as an action with a successful DC 10 Strength (Athletics) check, raising the cage out of the pit at the start of the creature's next turn. If the creature succeeds on another check to operate the winch, the cage swings away from the pit and lowers to the temple floor. Alternatively, the cage can be lifted out of the pit by using

an action to grab the top of it and succeeding on a DC 20 Strength (Athletics) check. If the check succeeds by 5 or more, the chain connecting the winch to the cage snaps off; otherwise, the cage can't be moved further than 10 feet from the winch. A successful DC 15 Strength (Athletics) check while holding the cage moves it safely onto the floor. If this check fails by 5 or more, the cage falls and rolls back into the pit and any creature inside it must succeed on a DC 15 Dexterity saving throw or take 7 (2d6) bludgeoning damage. To lift the cage out of the pit, a creature must be flying or using some other form of magic to grab and lift the cage from above. The cage is locked. The lock can be picked with a successful DC 15 Dexterity check using thieves' tools or unlocked with the key hanging from Tozar Hungerbrood's belt.

Treasure. It's unlikely the characters get the opportunity to search the bodies before the Emperor's arrival, but, if they do, Annika's jewelry is worth 2,500 gp and Duke Morreto's bloodstone circlet is worth 1,250 gp.

THE EMPEROR ARRIVES

As the Duke and Radomir fall or as the last character is reduced to 0 hp, the battle takes one final turn. A horn rings out from the balcony and three dozen **imperial ghouls** with purple-crested helmets march into the temple and stand to attention as the Dread and Eternal Emperor Nicoforus (NE male **emperor ghoul** [*Tome of Beasts*, p. 218]), Lord of All the Ghouls, sweeps into the room, flanked by a **darakhul high priestess** and a **vampiric knight** (*Creature Codex*, p. 369). An imposing figure, the Emperor is dressed in a purple tunic and a cloak as black as the darkest night and wearing a silver crown set with diamonds, topazes, and huge green emeralds. If the characters were captured by the ghouls earlier in the adventure, they recognize the figure of Marius Mourncloak standing just behind the Emperor.

The tension should be high—the characters might even think they're about to die—but the Emperor and his soldiers don't join the fray. After a moment's pause, any surviving ghouls stop fighting the characters and kneel down before the Emperor. The characters would be wise to follow suit.

Nicoforus speaks to those assembled in a menacing whisper that carries in the large chamber. If the Duke or Radomir are still alive, he condemns them and their allies to a "second, prolonged death" for high treason against the Ghoul Imperium. The Emperor thanks the characters for their assistance in rooting out the traitors, apologizing for any losses to life and limb they may have incurred. He ends his speech with, *"Now, I would advise you to leave the Underworld as fast as you can before my soldiers grow bored and hungry."*

If the characters won the battle and Avgost survived, they can take the archduke with them. If they were defeated or Avgost is now a darakhul, the Emperor regretfully insists the archduke remain behind in the Underworld. If one of the characters is a darakhul, the Emperor offers the character a place among the Imperium's nobility as a minor baron, granting the character the lineage name "Rebelfinder," and a small holding in Darakhan. For more details on ghoul lineage and the hierarchy of the Imperium, see the Underworld Gazetteer at the beginning of this book.

Concluding the Adventure

As long as the characters don't tarry, they are allowed to leave the Underworld and return to the surface world without being harried by the undead. If the characters decide not to immediately use the stone Ahmose gave them and take a longer route back to the surface, the Emperor even goes so far as to send Marius with them to speed them through outposts and patrols—and to ensure they don't tread where they shouldn't.

Back in the lands above, the characters are hailed as heroes by Queen Urzula and Jagoda Mazurek at the Temple of the Shield Maiden in Jozht if they saved Archduke Avgost from the ghouls. The Court-in-Exile and the dwarves of the Wolfmark go on to form an alliance, offering hope to those who wish to drive the ghouls and vampires from Krakovar. In the Underworld, Emperor Nicoforus focuses his attentions on rooting out the supporters of Duke Morreto and Radomir Marrowblight and on re-balancing the power of the faiths in the Imperium, ensuring the Hunger God's priesthood doesn't have undue influence over the others. For the time being, this preoccupies the ghouls, leaving them little time to spend on dreams of conquest. Witnessing Radomir's failure, Vardesain decides the ghouls of Midgard are not yet ready for the knowledge he possesses and continues to withhold the knowledge of successfully creating more darakhul, ensuring the archduke's safety—for now.

If Avgost didn't survive, the Court's proposed alliance with the dwarves falters and things in Krakovar remain grim. Nevertheless, the characters are held in high regard for being blessed by the spirit of Sister Adelind, and they have the opportunity to go on to become heroes of the rebellion as the battle to free Krakovar continues. But things are grimmer in the Underworld. The Emperor forces Radomir to reveal the secrets of Vardesain in exchange for a swifter death, and the ghouls begin to grow their armies through the creation of more and more darakhul. Who knows where their attentions will turn now?

Continuing the Campaign

If you and your players are interested in continuing the campaign and exploring more of the Underworld, instead of telling the characters to leave immediately, the Emperor states he'll tolerate their presence in the Imperium for two weeks while they wrap up their affairs in the Underworld. The archduke, if saved, needs medical attention, but the characters can use the magical stone they received from Ahmose Harkhebi to open a Red Portal, allowing Avgost to travel safely to Zobeck where his sister-in-law's mice await his return.

Their responsibilities to the Court-in-Exile discharged, the characters are free to roam the Underworld—at least for the time being. They might choose to visit some of the wondrous and terrible locations of the Underworld or to face some of its more dangerous denizens. Here are a few suggestions.

Felling the Emperor. With the Emperor's favorite duke revealed a traitor, the Emperor's council of dukes is left weakened while the Emperor roots out further traitors and replaces Morreto's vacant seat in the Pure City. Devious characters may wish to destabilise the Ghoul Imperium further by aiding Narosain's quest for power. If the characters return to the Last King and offer their assistance, he asks them to travel to the Hunger Oracle (see page 29). Narosain believes he has learned the location of the fabled *Crown of Air and Darkness*, an item with the power to protect its wearer and those nearby from sunlight, and wants to check if his suspicions are correct. When the Oracle confirms the truth of the matter, the Last King sends the characters to Jalla, Aerie of the Cloakers (see page 30), to steal the crown from the Queen's treasure hoard. If the characters are successful, they may decide it's best to feed the artifact to Spelos in the Depths of the Earth (see page 26) after learning of its powers rather than letting it fall into darakhul hands.

Disturbances in the Fungal Forest. The characters might hear of the recent rise of a myconid prophet in the Forest of Forgetting who is infecting even darakhul in its quest to eliminate all creatures—living, dead, or undead—from the Underworld. The prophet Waktwaza and its two lieutenants, Largl-Lx and Ilxanthiard, are detailed in the NPC Appendix and an adventure in the fungal forest against Ilxanthiard can be found in *Underworld Lairs*.

Seeking People and Blessings. Other adventures in the Underworld could involve rescuing a missing friend or relative from the Slave Pits (see page 33) or even the livestock pens of Darakhan or seeking the blessing of the Stone God (see page 35).

Seeking Power. The characters might want to learn the secrets of Void magic from Flurvon, Master of Iddoret (see page 29), or they might seek the services and knowledge of the lich Augrimm, who lives in the Breaching Worm Citadel. Augrimm and his lair are detailed in *Underworld Lairs*.

Of course, having already used Ahmose's stone to send Avgost back to Zobeck, the characters now have to find their own way back home to the surface. Perhaps they decide to return to the surface via Lillefor by leaning on their relationship with Kobold King Koto Crag-Claw for safe passage to Zobeck, escape by climbing Bat Mountain (see page 24), or exit by hiring Selvyn to help them brave the shadow road from Miaca (see page 31). However they choose to do it, they would be wise to leave the Underworld before the Emperor's two week grace period expires!

MEET THE DESIGNER

Pure City of Vandekhul was written by Richard Green. Richard has been in love with tabletop roleplaying games since 1980. An early contributor to Open Design, he's been writing for Kobold Press for over ten years: design credits include the *Midgard Worldbook*, *Midgard Heroes Handbook*, and *Midgard Bestiary*. Five years ago, he wrote and published *Parsantium: City at the Crossroads*, a fantasy city sourcebook based on his long-running campaign. He has also designed for Raging Swan Press.

Richard lives in London with his wife Kate and two cats.

Appendix

Creed of All Flesh

The ingestion of the flesh of other intelligent creatures, especially one's own people, is a nearly universal taboo among civilized races. There are those, however, who secretly crave such sustenance, believing they gain vile power from eating such forbidden fare. These individuals band together under the sign of Vardesain to revel in this evil. The temptation of the power afforded by the cult's occult knowledge and rituals draws the desperate, the power-hungry, and the depraved to swell their ranks, more with every passing week. The Creed of All Flesh will not have its hunger denied.

LEADERS, ORGANIZATION, AND GOALS

Followers of the Creed of All Flesh are mainly darakhul, though other types of undead that feast upon the flesh of the living are welcome. Ghouls and ghasts form the bulk of the undead ranks, though the cult utilizes many types of lesser undead as guards and hunters. Vampires aren't often seen in the cult, as their appetites extend only to the blood rather than the meat of their prey, but they are represented.

Many members of humanoid races also adhere to the cult. Most of these are already cannibals and most aspire to become darakhul after death. Some are successful, while others only become mere ghouls and ghasts at the beck and call of their darakhul masters. Others never cross over into undeath at all, and their bodies end up feeding the more fortunate. Some among the cult venerate oozes, seeing these creatures as the ultimate expression of hunger. Feeding sacrifices to a pit full of oozes is popular among certain sects of the Creed.

The Creed of All Flesh is a tripartite organization. In theory, all three branches of the cult worship Vardesain, although followers of the Creed are considered a splinter group of the main religion. The aspect of Vardesain they venerate is euphemistically named the Father of the High Feast. They promote him as a benevolent god who favors his chosen with great bounty and blessings, invariably through sacred feasting. The official church of Vardesain cares little about these variant beliefs, as heresy is not a crime in the empire of the darakhul. They do keep careful watch over the Creed, however, being wary of any shifts in political power that might give the cult more sway. This is wise, as the leaders of the cult would not be averse to taking the reins of power in the capital. The three branches of the Creed cooperate well with each other, though each has its own unique goals and leaders.

First, there are the Ravening Adherents. This group is organized much like the standard religion of Vardesain except that the living are actively encouraged to join. These cannibalistic worshipers hope to one day achieve undeath, becoming darakhul themselves. In the meantime, they partake in the gluttonous, orgiastic rites of the cult alongside ghouls, ghasts, and darakhul. The faction's leaders see this as a means of allowing the faithful to come closer to their god. The truly devout are raised up in the eyes of Vardesain and allowed to become his true people. Those that are lacking may still serve as lesser undead or as flesh at the cult's holy feasts. The Ravening Adherents are led by Jasna Veldrik. She believes that followers of the Creed serve Vardesain more truly than adherants of the primary faith. Her wish is to convert all of the darakhul empire to the cult. She abhors the idea of internal conflict among her kind, however, and uses persuasion and political pull to slowly shift others to her point of view.

Next are the necrophagi, a cabal known as the Virtutim Carnis. These death eaters pursue the knowledge and power that comes from eating the flesh of both enemy and ally. Though nominally worshipers of Vardesain, the Virtutim Carnis have many dealings with demons, to whom they trade the souls of their victims and whom they welcome into their rituals as fellow feasters. Many have pacts with demons and other fiends, which expand their abilities. Still, they are loyal to the cult and use their knowledge and power to bolster the organization both financially and defensively. The Virtutim Carnis are led by Kazimir Ernis. He is perhaps the most power-hungry among the Creed's leadership.

Kazimir sees the Virtutim Carnis gaining eventual control over the darakhul empire. He envisions a magocracy where darakhul who recognize that their very essence is power itself ascend to positions of power.

Finally, there is the Guild of Performance Eaters. These entertainers are a macabre mix of chefs, gourmands, and torturers. They prepare and devour live meals before rapt audiences of hungry cannibals, darakhul, and other intelligent flesh-eaters who appreciate the artistic qualities of the performances. They transform worship into entertainment and so whet the appetites of the crowds. Zadina Valgyt is chief among the Guild. She is the only mortal among the leaders of the Creed and seems in no hurry to make the transition to undeath. The perfection of the guild's performances is most important to Zadina. The path to the Father of the High Feast lies through enlightenment found in experiencing the true beauty of consumption. This is something only her people can accomplish by turning mere eating into a spiritual experience. Those who do not share Zadina's proclivity for cannibalism simply call her insane.

PROMINENT MEMBERS

Jasna Veldrik. Jasna is high priestess of the Ravening Adherents and the spiritual leader and political face of the Creed of All Flesh. She spends much of her time coordinating the cult's activities within Darakhan, capital of the Ghoul Imperium. She maintains a civil working relationship with Kazimr Ernis, but feels that he and his necrophagi do not show proper devotion to Vardesain. Nevertheless, she values their contributions to the Creed and the strength they provide her sect. Zadina Valgyt is a valued treasure in Jasna's eyes, and her inspired performances are just what the cult needs to draw new members. Jasna's interest in Zadina strays into the romantic, but until the performance eater makes the transition to darakhul, the cleric is content to admire her from afar. Jasna still resembles the tall and pale elf she once was, but her features have a much more feral cast to them. She wears the red-and-white robes of a cleric of Vardesain over her armor, and an elaborate headdress of bone sits atop her waist-length, glossy black hair.

Kazimir Ernis. Kazimir Ernis leads the Virtutim Carnis, a cabal of necrophagi that serves the Creed of All Flesh. They serve as the financial arm of the cult. The necrophagi offer their spellcasting services and crafted items for coin. Their studies into the arcane power unlocked by devouring humanoid flesh are of interest to many necromancers and wizard guilds throughout the world, and the Virtutim Carnis offer nominal amounts of information and research in exchange for hefty fees. Kazimir himself is quiet and reserved, content to stay silent and observe during cult proceedings unless directly asked for his input. He does not flaunt his wealth, accessorizing with only a simple skullcap and his chain of office. His black robes are well tailored but simple and unassuming. The bald, clean-shaven darakhul gnome has a calm demeanor, but if he is provoked, he is masterful at subtle threats and not above a gory, violent act to provide an example to others of what happens if he is crossed.

Zadina Valgyt. Zadina Valgyt is head of the Guild of Performance Eaters. A relatively recent diversion in Darakhan, this particularly gruesome form of entertainment is rapidly gaining popularity among the darakhul and spreading among the jaded and corrupt in the lands of the living as well. A performance involves one or more living captives that are slowly and artistically devoured alive while an audience looks on. The trick is to keep these unfortunate victims alive as long as possible while maintaining the performance. Zadina is the prima donna of this dark entertainment. Her exhibitions are highly attended and the darakhul nobility often call upon her for private performances. Zadina's favorite performances are not for the undead, however, but the living. Many attendants are apathetic souls looking for elusive thrills, but she knows that some have a similar hunger to her own kindling inside them, and she believes that her shows are the perfect catalyst to awaken such forbidden desires and draw new adherents to the Creed of All Flesh. Zadina is most often seen in her performance gear: an alluring outfit of bleached white leather and red silks, a belt adorned with instruments to both harm and heal, and an ivory half-mask that hides her features.

Red Sisters of Marena

Marena is a destructive and vengeful goddess whose sphere of influence includes sickness, death, and decay. She promotes life in twisted forms, from the second existence as vampires that she bestows upon her favored children to her deft use of lust as a tool of manipulation and ruin.

The worshipers of Marena are a powerful force in the Blood Kingdom, where their goddess reigns supreme. In their base of power, Marena's followers are called Red Sisters. Elsewhere, they are a greatly feared but fugitive cult called the Blood Sisters, luring victims and new adherents into the fold with lustful rites. Wherever they live, Marena's devotees carry out the strict edicts of their goddess, spilling blood at her command, both their own and that of their sacrificial victims.

LEADERS, ORGANIZATION, AND GOALS

The organization of this cult differs, depending on whether one is inside or outside the Blood Kingdom.

In the Blood Kingdom. Under the rule of the vampire King Lucan, the Blood Kingdom worships Marena first among several dark gods. Temples and shrines to Marena exist in all settlements, even the smallest hamlet.The Red Sisters support and maintain the monarchy and power structure of the nation, which places intelligent undead above the living. At the same time, the Red Sisters maintain Marena's will. Even vampires must abide by the edicts of the cult. Should the vampires, even those in the nobility, fail to show the proper gratitude and respect to the Red Goddess, it falls to the Red Sisters to remind them of their obligations. These reminders rarely end in violence against the offending vampire. However, the Red Sisters do not hesitate to exact a hard price to reinforce the lesson, such as taking one of the vampire's favored servants for ritual sacrifice. If the vampire has been especially wayward, the Red Sisters might bleed one of his vampire progeny dry and destroy it as a warning. The people of the Blood Kingdom accept this harsh justice as a matter of course, as the swiftest way to fall from power is to openly oppose the followers of Marena. Even the clergy of other deities give Marena's chosen a respectful berth.

Outside the Blood Kingdom. In the lands beyond the Blood Kingdom, Marena's name and religion are anathema. The Blood Sisters cannot openly worship for fear of retaliation by inquisitors and devout warriors of the gods of light. Marena's followers work quietly in the night, plotting and carrying out their machinations and secret rites. In the end, their goals are the same as those of their sisters who are able to act openly: to slay Marena's enemies and to maintain the consistent flow of blood to their goddess—both their own and that of their sacrifices. They keep their numbers in a given place small so as to avoid attention. When their numbers grow, the most adept of the faithful travel elsewhere to set up a new shrine and spread the faith. In this way, the Blood Sisters spread their goddess's influence into as many lands as possible, while minimizing their losses when inquisitors do manage to find their secret altars. Even in lands sacred to the gods of light, Marena's cult may lurk below the surface.

Outside of Midgard. The cult of Marena is a primary religion in the Blood Kingdom, which gives it a more substantial base of power than many other cults. However, the Blood Sisters can be placed easily in any campaign world. If you would rather present them as a fringe cult without such a base of power, omit the information about the Red Sisters. The Cradle could be a secret redoubt in a remote mountain hideaway, or it could be hidden in plain sight as an actual monastery with hidden rooms behind an innocent front. It could even be relocated to a city, where Calle takes in women in need, secretly funneling some of them to her other Sisters for nefarious purposes.

Alternatively, you could transplant the established portion of the faith to an evil nation in the campaign setting of your choice. Perhaps it is located completely underground, among races that are more accepting of such cruelty and evil in their society. The setting may have an evil nation where Marena and her worshipers could find common ground with other evil deities. Another place to introduce the cult could be a cosmopolitan metropolis where many things are permissible, so long as they conform to city law. The Blood Sisters could exist in the shadows in such a place, toeing the line of propriety in public while continuing to faithfully serve Marena in more insidious ways in hidden shrines and back rooms.

PROMINENT MEMBERS

Mother Abbess Cale. Mother Abbess Calle resides in the Cantri Abbey at the base of the Cloudwall Mountains, one of the most prominent temples of Marena in the Blood Kingdom. Calle is in charge of the Cradle, a section of the Abbey devoted to the care of pregnant women. Women who suffer difficult pregnancies, or those predicted to suffer complications during childbirth, make pilgrimages to the Abbey. The Mother Abbess is attentive and dutiful, but she has no real compassion for her charges. In her eyes, they are the results of lust stirred by the Red Goddess, and ultimately destined to be cattle for their vampire lords.

No men are allowed within the walls of the Abbey. Mother Calle ensures that all trespassers are dealt with swiftly.

Some are lucky enough to be left bleeding on the ground outside the gates; others are slaughtered and hung from the gatehouse as a warning to those who would violate this sanctum. The Mother Abbess takes her position very seriously and anyone—even a vampire—that attempts to harm one of her charges faces her implacable punishment.

Calle is a stout, matronly figure, with a stern gaze. She keeps her long, brown hair tied up in a tight bun. The Mother Abbess is never seen publicly without her scarlet robes of office and cowl, worn discreetly over a suit of ring mail. A brass belt at her waist holds a human skull stained with ocher. She is terse and businesslike with the other members of her order but is known to display a dry wit and macabre humor when ministering to her charges in the Abbey's Cradle.

Cosmina Holrosu. Cosmina Holrosu appears to be a stunning beauty in her mid-twenties, with long, auburn hair and gray eyes. Her pale skin is flawless but for a wine-colored birthmark that runs down her right cheek, jawline, and chin. A manifestation of Marena appeared before Cosmina and caressed her face. Overwhelmed, Cosmina swore devotion to the goddess for eternity, and Marena's hand left its mark upon her skin as a reminder of the oath. Cosmina's new existence as a vampire affirms her promise. She has spent four decades now as Marena's chief agent abroad.

Cosmina travels in metropolitan areas, seeking out each city's dark underbelly. She uses her charm and magical abilities to rapidly rise in influence in the shadows. Once she has gained a foothold, she typically founds or takes over a brothel or similar establishment. The lustful activities in such places are pleasing to Marena, and they serve as useful fronts for secret temples. She lures some of the most debauched clientele to participate in the cult's orgiastic blood rites. Once the temple has grown in influence and worshipers, she chooses the most loyal servants to be her successors, granting them the gift of vampirism before departing for a new city. Cosmina especially likes using her powers to bend enemies of the cult to her will, forcing them to participate in the cult's dark activities. She enjoys humiliating them and keeping evidence of their complicity with the cult. This blackmail keeps her foes subservient, or at least assures their noninterference in cult activities.

Magic Items

These magic items are used by dark forces on and below the surface of Midgard or to combat those dark forces.

ANU-AKMA'S BOOK OF THE HUNGERING DEAD

Wondrous item, legendary (requires attunement)

This aged book is made of yellowed parchment bound between wooden covers stretched with black leather and is debossed with a tarnished, silver ankh. While attuned to the book, you can spend 10 minutes affecting your companions with the book's magic. When you do so, choose up to six friendly and willing creatures (which can include yourself) within 30 feet of you who can see or hear you. Each targeted creature gains the following benefits:

- You have darkvision out to a range of 60 feet. If you already have darkvision, you are unaffected by this benefit.
- You are immune to the Stench trait of ghasts and darakhul. In addition, you have advantage on saving throws against nonmagical toxic gases or other odors, such as the toxic gases from an active volcano.
- You assume a ghoulish countenance. This benefit works like the *disguise self* spell, except your appearance changes only into that of a darakhul version of yourself. To discern you are disguised, a creature can use its action to inspect your appearance and must succeed on a DC 17 Intelligence (Investigation) check.

These benefits last for 24 hours or until you speak the book's command word to end them. If you end the book's effects early, you must wait 1 hour before using the book's magic again.

ASP'S KISS

Weapon (shortsword), legendary (requires attunement by a bard, fighter, ranger, or rogue)

This haladie features two short, slightly curved blades attached to a single hilt with a short, blue-sheened spike on the hand guard.

You gain a +2 bonus to attack and damage rolls made with this magic weapon. While attuned to this sword, you

have immunity to poison damage, and, when you take the Dash action, the extra movement you gain is double your speed instead of equal to your speed. When you use the Attack action with this sword, you can make one attack with its hand guard spike (treat as a dagger) as a bonus action.

You can use an action to cause indigo poison to coat the blades of this sword. The poison remains for 1 minute or until two attacks using the blade of this weapon hit one or more creatures. The target must succeed on a DC 17 Constitution saving throw or take 2d10 poison damage and its hit point maximum is reduced by an amount equal to the poison damage taken. This reduction lasts until the target finishes a long rest. The target dies if this effect reduces its hit point maximum to 0. The sword can't be used this way again until the next dawn.

When you kill a creature with this weapon, the creature sheds a single, blue tear as it takes its last breath.

THE *ASP'S KISS* IN MIDGARD

This legendary weapon is currently in the possession of an unnamed assassin who has been killing the members of the Antar family one by one. The Antar family rules a small city-state, and the populace has largely been happy with their rule. Should the entire line perish, the city-state could fall to disarray.

The deaths have been grisly, but quiet, and Tahani Antar, the sister of current ruler Neerlop Antar, is terrified her children will be next. She gladly pays a group of adventurers to stop the attacks on her family and bring her the offending weapon.

Unbeknownst to what remains of the family, the *asp's kiss* was commissioned by a bastard child to the Antar line. Byahi Mupanna approached Neerlop's father years ago, in an attempt to join the family and find his place in the legacy. The rejection he faced was excruciating, as was the sound of his father's laugh when he begged one last time to be seen as an Antar. Left outside the castle gates, Byahi vowed to wipe out those who denied him to the last.

BEAD OF EXSANGUINATION

Wondrous item, rare

This small, black bead measures 3/4 of an inch in diameter and weights an ounce. Typically, 1d4 + 1 *beads of exsanguination* are found together. When thrown, the bead absorbs hit points from creatures near its impact site, damaging them. A bead can store up to 50 hit points at a time. When found, a bead contains 2d10 stored hit points.

You can use an action to throw the bead up to 60 feet. Each creature within a 20-foot radius of where the bead landed must make a DC 15 Constitution saving throw, taking 3d6 necrotic damage on a failed save, or half as much damage on a successful one. The bead stores hit points equal to the necrotic damage dealt. The bead turns from black to crimson the more hit points are stored in it.

If the bead absorbs 50 hit points or more, it explodes and is destroyed. Each creature within a 20-foot radius of the bead when it explodes must make a DC 15 Dexterity saving throw, taking 6d6 necrotic damage on a failed save, or half as much damage on a successful one.

If you are holding the bead, you can use a bonus action to determine if the bead is below or above half its maximum stored hit points. If you hold and study the bead over the course of 1 hour, which can be done during a short rest, you know exactly how many hit points are stored in the bead.

BED OF SPIKES

Wondrous item, rare

This wide, wooden plank holds hundreds of two-inch long needle-like spikes.

When you finish a long rest on the bed, you have resistance to piercing damage and advantage on Constitution saving throws to maintain your concentration on spells you cast for 8 hours or until you finish a short or long rest.

Once used, the bed can't be used again until the next dusk.

BLACK SHIELD OF GRISAL

Shield, rare

This black shield bears the silver shield symbol of the Black Canton of Grisal. While holding this shield, you gain a +1 bonus to AC, and you have advantage on saving throws against effects that reduce your hit point maximum, such as a specter's Life Drain or the *harm* spell.

BLACKTOOTH

Wand, legendary

This black ivory, rune-carved wand has 7 charges. While holding it, you can use an action to expend 1 or more of its charges to cast the *guiding bolt* spell from it. For 1 charge, you can cast the 1st-level version of the spell. You can increase the spell slot level by one for each additional charge you expend. The wand regains 1d6 + 1 expended charges daily at dawn.

Beguiler of Darkness (Requires Attunement). You must be a fiend or undead spellcaster or a spellcaster with fiendish or undead heritage to attune to this wand. While you are attuned to this wand, it can hold up to 10 charges. In addition, while you are attuned to this wand and holding it, you can use an action to expend 1 or more of its charges to cast one of the following spells from it, using your spell save DC: *calm emotions* (2 charges), *command* (1 charge), *dominate monster* (8 charges), *hold monster* (5 charges), or *suggestion* (2 charges). These spells can target and affect only fiends and undead creatures, but they otherwise work like the indicated spells. A target that is immune to the charmed condition can be affected by a spell cast from this wand, however that target has advantage on its saving throw against the spell.

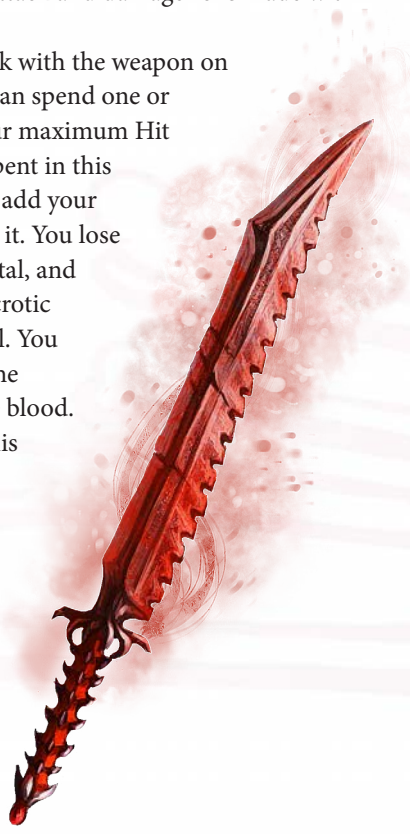
BLOODFUEL WEAPON

Weapon (any weapon that deals slashing or piercing damage), rare (requires attunement)

You gain a +1 bonus to attack and damage rolls made with this magic weapon.

The first time you attack with the weapon on each of your turns, you can spend one or more Hit Dice, up to your maximum Hit Dice. For each Hit Die spent in this way, you roll the die and add your Constitution modifier to it. You lose hit points equal to the total, and the target takes extra necrotic damage equal to the total. You can't use this feature of the weapon if you don't have blood.

Hit Dice spent using this weapon's feature can't be used to regain hit points during a short rest. You regain spent Hit Dice as normal.



BLOODLINK POTION

Potion, common

When you and another willing creature each drink at least half this potion, your life energies are linked for 1 hour.

When you or the creature who drank the potion with you take damage while your life energies are linked, the total damage is divided equally between you. If the damage is an odd number, roll randomly to assign the extra point of damage. The effect is halted while you and the other creature are separated by more than 60 feet. The effect ends if either of you drop to 0 hit points. This potion's red liquid is viscous and has a metallic taste.

BLOODPEARL BRACELET

Wondrous item, uncommon (silver) or very rare (gold)

This silver or gold bracelet features three red pearls. You can use an action to remove a pearl and throw it up to 20 feet. When the pearl lands, it transforms into an ooze you determine by rolling a d6 and consulting the table that corresponds to the bracelet's color. The ooze vanishes at the next dawn or when it is reduced to 0 hit points.

When you throw a pearl, your hit point maximum is reduced by the amount listed in the Blood Price column. This reduction can't be removed with the *greater restoration* spell or similar magic and lasts until the ooze vanishes or is reduced to 0 hit points.

Table: Silver Bloodpearl Bracelet

d6	Ooze	CR	Blood Price
1	Dipsa*	1/4	5 hp
2	Treacle*	1/4	5 hp
3	Gray Ooze	1/2	5 hp
4	Alchemical Apprentice+	1	7 (2d6)
5	Suppurating Ooze+	1	7 (2d6)
6	Gelatinous Cube	2	10 (3d6)

Table: Gold Bloodpearl Bracelet

d6	Ooze	CR	Blood Price
1	Philosopher's Ghost+	4	17 (5d6)
2	Ink Guardian+	4	17 (5d6)
3	Black Pudding	4	17 (5d6)
4	Corrupting Ooze*	5	21 (6d6)
5	Blood Ooze+	6	24 (7d6)
6	Ruby Ooze+	6	24 (7d6)

** indicates the ooze is from the Tome of Beasts*
+ indicates the ooze is from the Creature Codex

The ooze is friendly to you and your companions and acts on your turn. You can use a bonus action to command how the creature moves and what action it takes on its turn, or to give it general orders, such as to attack your enemies. In the absence of such orders, the ooze acts in a fashion appropriate to its nature.

Once all three pearls have been used, the bracelet can't be used again until the next dawn when the pearls regrow.

BLOODPRICE ARMOR

Armor (any), legendary (requires attunement)

When a melee attack would hit you while you are wearing this armor, you can use your reaction to increase your Armor Class by up to 10 against that attack. If you do so, you lose hit points equal to 5 times the bonus you want to add to your AC. For example, if you want to increase your AC by 2 against that attack, you lose 10 hit points.

BOOKMARK OF ELDRITCH INSIGHT

Wondrous item, common

This cloth bookmark is inscribed with blurred runes that are hard to decipher. If you use this bookmark while researching ancient evils (such as arch-devils or demon lords) or otherworldly mysteries (such as the Void or the Great Old Ones) during a long rest, the bookmark crumbles to dust and grants you its knowledge. You double your proficiency bonus on Arcana, History, and Religion checks to recall lore about the subject of your research for the next 24 hours. If you don't have proficiency in these skills, you instead gain proficiency in them for the next 24 hours, but you are only proficient when recalling information about the subject of your research.

CANDLE OF COMMUNION

Wondrous item, uncommon

This black candle burns with an eerie, violet flame. The candle's magic is activated when the candle is lit, which requires an action. When lit, the candle sheds bright light in a 5-foot radius and dim light for an additional 5 feet. Each creature in the candle's light has advantage on Constitution saving throws to maintain concentration on necromancy spells. After burning for 1 hour, or if the candle's flame is magically or nonmagically snuffed out, it is destroyed.

Alternatively, when you light the candle for the first time, you can cast the *speak with dead* spell with it. Doing so destroys the candle.

CANDLE OF SUMMONING

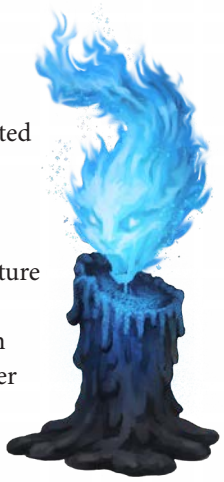
Wondrous item, uncommon

This black candle burns with an eerie, green flame. The candle's magic is activated when the candle is lit, which requires an action. When lit, the candle sheds bright light in a 5-foot radius and dim light for an additional 5 feet. Each creature in the candle's light has advantage on Constitution saving throws to maintain concentration on conjuration spells. After burning for 1 hour, or if the flame is magically or nonmagically snuffed out, it is destroyed.

Alternatively, when you light the candle for the first time, you can cast the *spirit guardians* spell with it (save DC 15). Doing so destroys the candle.

CANDLE OF VISIONS

Wondrous item, common



This black candle burns with an eerie, blue flame. The candle's magic is activated when the candle is lit, which requires an action. When lit, the candle sheds bright light in a 5-foot radius and dim light for an additional 5 feet. Each creature in the candle's light has advantage on Constitution saving throws to maintain concentration on divination spells. After burning for 1 hour, or if the flame is magically or nonmagically snuffed out, it is destroyed.

Alternatively, when you light the candle for the first time, you can cast the *augury* spell with it, which reveals its otherworldly omen in the candle's smoke. Doing so destroys the candle.

CHALICE OF FORBIDDEN ECSTASIES

Wondrous item, uncommon (requires attunement by a spellcaster with a Charisma of 14 or higher)

The cup of this garnet chalice is carved in the likeness of a human skull. When the chalice is filled with blood, the dark red gemstone pulses with a scintillating crimson light that sheds dim light in a 5-foot radius. Each creature that drinks blood from this chalice has disadvantage on enchantment spells you cast for the next 24 hours. In addition, you can use an action to cast the *suggestion* spell, using your spell save DC, on a creature that has drunk blood from the chalice within the past 24 hours. You need to concentrate

on this *suggestion* to maintain it during its duration. Once used, the *suggestion* power of the chalice can't be used again until the next dusk.

CHARRED STAR

Wondrous item, rare

These fist-sized blackened rosewood stars are worn by many officers of the Order of the Ebon Star. While held in the hand, you can use a *charred star* to detect the approximate distance and direction of any shadow roads within 1 mile. As an action, you can use a *charred star* to transport yourself and up to ten other creatures of medium size or smaller onto a shadow road within 10 feet of you. Once you have returned to the mortal world from the Shadow Realm, you must finish a long rest before using a *charred star* in this fashion again.

CONSUMING ROD

Weapon (mace), very rare (requires attunement)

This bone rod is crafted from a humanoid femur. One end is carved to resemble a ghoulish face, its mouth open wide and full of sharp fangs. The rod has 8 charges, and it recovers 1d6 + 2 charges daily at dawn.

This rod functions as a magic mace that grants a +1 bonus to attack and damage rolls made with it. When it hits a creature, the mace's mouth stretches gruesomely wide and bites the target, adding 3 (1d6) piercing damage to the attack. As a reaction, you can expend 1 charge to regain hit points equal to the piercing damage dealt.

Alternatively, you can use your reaction to expend 5 charges when you hit a Medium or smaller creature and force the rod to swallow the target. The target must succeed on a DC 14 Dexterity saving throw or be swallowed into an extra-dimensional space within the rod. While swallowed, the target is blinded and restrained, and it has total cover against attacks and other effects outside the rod. As an action, you can force the rod to regurgitate the creature, which falls prone in a space within 5 feet of the rod. The rod automatically regurgitates a trapped creature at dawn when it regains charges.

CORPSE'S PEACE

Ring, uncommon

This delicate marble ring was created by the Ironcrag dwarves who battle the ghouls and vampires of the duchies in the Grisal Marches. When you slip the band onto the finger of a corpse, it protects the body from decay, and the corpse can't become undead as long as the ring remains on its finger. Days the corpse spends wearing the ring don't count as days spent dead, effectively extending the time limit on spells such as *raise dead*.

CRIMSON STARFALL ARROW

Weapon (arrow), uncommon

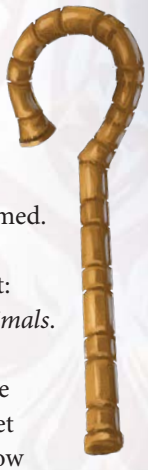
A crimson starfall arrow is a magic weapon powered by the sacrifice of your own life energy, which explodes upon impact.

If you hit a creature with this arrow, you can spend one or more Hit Dice, up to your maximum Hit Dice. For each Hit Die spent in this way, you roll the die and add your Constitution modifier to it. You lose hit points equal to the total, and each creature within 10 feet of the target, including the target, must make a DC 15 Dexterity saving throw, taking necrotic damage equal to the hit points you lost on a failed save, or half as much damage on a successful one. You can't use this feature of the arrow if you don't have blood.

Hit Dice spent on this arrow's feature can't be used to regain hit points during a short rest. You regain spent Hit Dice as normal.

CROOK OF THE FLOCK

Rod, very rare (requires attunement)



This plain crook is made of smooth, worn lotus wood and is warm to the touch.

Resolute. While holding the rod, you have advantage on saving throws against being charmed.

Spells. While holding the rod, you can use an action to cast one of the following spells from it: *animal messenger, beast sense*, or *speak with animals*.

Leader. You can use an action to present the rod and command obedience from one creature that you can see within 60 feet of you. The target must succeed on a DC 17 Charisma saving throw or be charmed by you for 8 hours. While charmed in this way, the creature regards you as its trusted leader. If harmed by your companions, or commanded to do something contrary to its nature, the target ceases to be

charmed in this way. If harmed by you, the target ceases to be charmed, and you must roll a d20. On a 1, the staff disappears in a burst of golden light and reappears in a random location on the Material Plane. Once used, this feature of the rod can't be used again until the next dawn.

DIARY OF A NECROPHAGE

Wondrous item, very rare (requires attunement by a cleric, sorcerer, warlock, or wizard)

Thirteen copies of this macabre autobiography are known to exist, each bound in the tattered cloth remnants of a single death shroud of disputable origin. This peculiar tome contains the ramblings of the mad darakhul Viridian Lethe, including his abyssal learnings, ghoulish teachings, and a litany of necromantic spells.

The book has 20 charges, and it regains 2d8 + 4 expended charges daily at midnight. If you expend the last charge, roll a d20. On a 1, the book retains its Curse and Lore of the Undead properties but loses its Spells property.

Lore of the Undead. If you spend 10 minutes referencing this book while researching the undead or planes of undeath or shadow, you double your proficiency bonus on Arcana, History, and Religion checks to recall lore about such subjects for the next 24 hours. If you don't have proficiency in these skills, you instead gain proficiency in them for the next 24 hours, but you are only proficient when recalling information about the subjects of your research. This research can be done during a short rest.

Spells. While holding the book, you can use an action to expend some of its charges to cast one of the following spells from it, using your spell save DC and spellcasting ability: *animate dead* (5 charges), *bestow curse* (5th-level version, 5 charges), *cloak of shadow** (1 charge), *create undead* (8 charges), *eyebite* (6 charges), *false life* (2nd-level version, 2 charges), *night terrors** (4 charges), *shadow monsters** (4 charges), and *speak with dead* (3 charges).

Curse. This book is cursed, and becoming attuned to it extends the curse to you. As long as you remain cursed, you are unwilling to part with the book, keeping it within reach at all times. While cursed, your internal organs become similar to a darakhul's, and you must consume at least 1 pound of raw meat each day or begin starving. If you go 24 hours without such a meal, you gain one level of exhaustion. While you have at least one level of exhaustion from this curse, you can't regain hit points or remove levels of exhaustion until you consume 10 pounds of raw meat.

*indicates a spell in the *Midgard Heroes Handbook*

DREAD SCARAB

Wondrous item, very rare (requires attunement)

The abdomen of this beetle-shaped brooch is decorated with the grim semblance of a human skull. If you hold it in your hand for 1 round, an Abyssal inscription appears on its surface, revealing its magical nature. While wearing this brooch, you gain the following benefits:

- You have advantage on saving throws against spells.
- The scarab has 9 charges. If you fail a saving throw against a conjuration spell or a harmful effect originating from a celestial creature, you can use your reaction to expend 1 charge and turn the failed save into a successful one. The scarab crumbles into dust and is destroyed when its last charge is expended.

Curse. This scarab is cursed, and becoming attuned to it extends the curse to you. As long as you remain cursed, you are unwilling to part with the scarab, keeping it within reach at all times. While cursed by this brooch, you are sensitive to sunlight and celestial creatures within 1 mile of you are aware of the scarab and seek to destroy it. While in sunlight, you have disadvantage on attack rolls, as well as on Wisdom (Perception) checks that rely on sight.

DUST OF THE DEAD

Wondrous item, uncommon

This stoppered vial is filled with dust and ash. There is enough of it for one use.

When you use an action to sprinkle the dust on a willing humanoid, the target falls into a death-like slumber for 8 hours. While asleep, the target appears dead to all mundane and magical means, but spells that target the dead, such as the *speak with dead* spell, fail when used on the target. The cause of death is not evident, though any wounds the target has taken remain visible. If the target takes damage while asleep, it has resistance to the damage. If the target is reduced to below half its hit points while asleep, it must succeed on a DC 15 Constitution saving throw to wake up. If the target is reduced to 5 hit points or fewer while asleep, it wakes up. If the target is unwilling, it must succeed on a DC 11 Constitution saving throw to avoid the effect of the dust. A sleeping creature is considered an unwilling target.

ELIXIR OF CORRUPTION

Potion, rare

This elixir looks, smells, and tastes like a *potion of heroism*, however, it is actually a poisonous elixir masked by illusion magic. An *identify* spell reveals its true nature.

If you drink it, you must succeed on a DC 15 Constitution saving throw or be corrupted by the diabolical power within the elixir for 1 week. While corrupted, you lose immunity to diseases, poison damage, and the poisoned condition. If you aren't normally immune to poison damage, you instead have vulnerability to poison damage while corrupted. The corruption can be removed with *greater restoration* or similar magic.

EXSANGUINATING BLADE

Weapon (dagger), rare (requires attunement)

You gain a +1 bonus to attack and damage rolls made with this magic weapon.

This double-bladed dagger has an ivory hilt, and its gold pommel is shaped into a woman's head with ruby eyes and a fanged mouth opened in a scream.

When you roll a 20 on an attack roll made with this weapon against a creature that has blood, the dagger gains 1 charge. The dagger can hold 1 charge at a time. You can use a bonus action to expend 1 charge from the dagger to cause one of the following effects:

- You or a creature you touch with the blade regains 2d8 hit points.
- The next time you hit a creature that has blood with this weapon, it deals an extra 2d8 necrotic damage.

EYE OF THE GOLDEN GOD

Wondrous item, legendary (requires attunement)

A shining multifaceted violet gem sits at the center of this fist-sized amulet. A beautifully forged band of platinum encircles the gem and affixes it to a well-made series of interlocking platinum chain links. The violet gem is warm to the touch.

While wearing this amulet, you can't be frightened and you don't suffer from exhaustion. In addition, you always know which item within 20 feet of you is the most valuable, though you don't know its actual value or if it is magical. Each time you finish a long rest while attuned to this amulet, roll a d10. On a 1-3, you awaken from your rest with that many valuable objects in your hand. The objects are minor, such as copper coins, at first and progressively get more valuable, such as gold coins, ivory statuettes, or gemstones, each time they appear. Each object is always small enough to fit in a single hand and is never worth more than 1,000 gp. The GM determines the type and value of each object.

Curse. This amulet is cursed and becoming attuned to it extends the curse to you. As long as you remain cursed, you are unwilling to part with the amulet, wearing it at all times. You are cursed until targeted by the *remove curse* spell or similar magic. While cursed, you attract the attention of cultists and devils tied to the golden god. Each time you finish a long rest, roll a d20. On

THE *EYE OF THE GOLDEN GOD* IN MIDGARD

Once the left eye of an ornate and magical statue of a pit fiend revered by a small cult of Mammon, this exquisite purple gem was pried from the idol by an adventurer named Slick Finnigan. Slick and his companions had taken it upon themselves to eradicate the cult, eager for the accolades they would receive for defeating an evil in the community. The loot they stood to gain didn't hurt either.

After the assault, while his companions were busy chasing the fleeing members of the cult, Slick pocketed the gem, disfiguring the statue and weakening its power in the process. He was then attacked by a cultist who had managed to evade notice by the adventurers. Slick escaped with his life, and the gem, but was unable to acquire the second eye. Within days, the thief was finding himself assaulted by devils and cultists. He quickly offloaded his loot with a collection of merchants in town, including a jeweller who was looking for an exquisite stone to use in a piece commissioned by a local noble. Slick then set off with his pockets full of coin, happily leaving the devilish drama behind.

This magical amulet attracts the attention of worshippers of Mammon, who can almost sense its presence and are eager to claim its power for themselves, though a few extremely devout members of the weakened cult wish to return the gem to its original place in the idol. Due to this, and a bit of bad luck, this amulet has changed hands many times over the decades.

an 18-20, followers of the golden god find you before your next long rest and try to kill you to take the amulet from you. The followers are minor cultists and devils at first and progressively get more powerful each time they appear. The golden god never appears as a result of this amulet's curse. The GM determines what kind of followers attack you and in what quantities.

FIGURINE OF WONDROUS POWER: LAPIS CAMEL

Wondrous item, rare

The lapis camel can become a camel. It has 24 charges, and each hour or portion thereof it spends in beast form costs 1 charge. While it has charges, you can use it as often as you wish. When it runs out of charges, it reverts to a figurine and can't be used again until 7 days have passed, when it regains all its charges.

While in beast form, the *lapis camel* has a blue tint to its fur, and it can spit globs of acid at a creature that attacks it or its rider. This spit works like the *acid splash* spell (save DC 9).

FIGURINE OF WONDROUS POWER: VIOLET OCTOPOID

Wondrous item, rare

A disturbing statuette carved in purple sugilite, the tentacled, *violet octopoid* can become an ambulatory, amphibious giant octopus for up to 6 hours. Use the statistics of a giant octopus, except it has 100 hp and can make two tentacle attacks each turn. Once it has been used, it can't be used again until 3 days have passed.

If you speak the command word in Void Speech, the octopus has an Intelligence score of 9 and can make three tentacle attacks each turn.

FRUNGILATOR

Wand, uncommon

This strangely-shaped item resembles a melted wand or a strange growth chipped from the arcane trees of elder planes. The wand has 5 charges. While holding it, you can use an action to expend 1 of its charges and point it at a target within 60 feet of you. The target

d10	Frungilator Effect
1	Glittering sparkles fly all around. You are surrounded in sparkling light until the end of your next turn as if you were targeted by the *faerie fire* spell.
2	The target is encased in void crystal and immediately begins suffocating. A creature, including the target, can take its action to shatter the void crystal by succeeding on a DC 10 Strength check. Alternatively, the void crystal can be attacked and destroyed (AC 12; hp 4; immunity to poison and psychic damage).
3	Crimson void fire engulfs the target. It must make a DC 13 Constitution saving throw, taking 4d6 fire damage on a failed save, or half as much damage on a successful one.
4	The target's blood turns to ice. It must make a DC 13 Constitution saving throw, taking 6d6 cold damage on a failed save, or half as much damage on a successful one.
5	The target rises vertically to a height of your choice, up to a maximum height of 60 feet. The target remains suspended there until the start of its next turn. When this effect ends, the target floats gently to the ground.
6	The target begins speaking in backwards Fey speech for 10 minutes. While speaking this way, the target can't verbally communicate with creatures that aren't fey, and the target can't cast spells with verbal components.
7	Golden flowers bloom across the target's body. It is blinded it until the end of its next turn.
8	The target must succeed on a DC 13 Constitution saving throw or it and all its equipment assumes a gaseous form until the end of its next turn. This effect otherwise works like the *gaseous form* spell.
9	The target must succeed on a DC 15 Wisdom saving throw or become enthralled with its own feet or limbs until the end of its next turn. While enthralled, the target is incapacitated.
10	A giant ray of force springs out of the *frungilator* and toward the target. Each creature in a line that is 5 feet wide between you and the target must make a DC 16 Dexterity saving throw, taking 4d12 force damage on a failed save, or half as much damage on a successful one.

must be a creature. When activated, the wand frunges creatures into a chaos matrix, which does…something. Roll a d10 and consult the following table to determine these unpredictable effects (none of them especially good). Most effects can be removed by *dispel magic, greater restoration*, or more powerful magic.

The wand regains 1d4 + 1 charges daily at dusk.

GAZEBO OF SHADE AND SHELTER

Wondrous item, rare

You can use an action to place this 3-inch sandstone gazebo statuette on the ground and speak its command word. Over the next 5 minutes, the sandstone gazebo grows into a full-sized gazebo that remains for 8 hours or until you speak the command word that returns it to a sandstone statuette.

The gazebo's posts are made of palm tree trunks, and its roof is made of palm tree fronds. The floor is level, clean, dry and made of palm fronds. The atmosphere inside the gazebo is comfortable and dry, regardless of the weather outside. You can command the interior to become dimly lit or dark. The gazebo's walls are opaque from the outside, appearing wooden, but they are transparent from the inside, appearing much like sheer fabric. When activated, the gazebo has an opening on the side facing you. The opening is 5 feet wide and 10 feet tall and opens and closes at your command, which you can speak as a bonus action while within 10 feet of the opening. Once closed, the opening is immune to the *knock* spell and similar magic, such as that of a *chime of opening*.

The gazebo is 20 feet in diameter and is 10 feet tall. It is made of sandstone, despite its wooden appearance, and its magic prevents it from being tipped over. It has 100 hit points, immunity to nonmagical attacks excluding siege weapons, and resistance to all other damage. The gazebo contains crude furnishings: eight simple bunks and a long, low table surrounded by eight mats. Three of the wall posts bear fruit: one coconut, one date, and one fig. A small pool of clean, cool water rests at the base of a fourth wall post. The trees and the pool of water provide enough food and water for up to 10 people. Furnishings and other objects within the gazebo dissipate into smoke if removed from the gazebo. When the gazebo returns to its statuette form, any creatures inside it are expelled into unoccupied spaces nearest to the gazebo's entrance.

Once used, the gazebo can't be used again until the next dusk. If reduced to 0 hit points, the gazebo can't be used again until 7 days have passed.

GHOULBANE OIL

Potion, very rare

This rusty-red gelatinous liquid glistens with tiny sparkling crystal flecks. The oil can coat one weapon or 5 pieces of ammunition. Applying the oil takes 1 minute. For 1 hour, if a ghoul, ghast, or darakhul takes damage from the coated item, it takes an extra 2d6 damage of the weapon's type.

GRIM VERSES

Wondrous item, artifact (requires attunement)

This loathsome tome predates the worship of the world's dark gods and is rumored to originate from undeath-corrupted areas of the Shadow Realm. The massive book is bound in black leather made from the tenebrous skin of a dragon who was slain in the Shadow Realm. A strange sigil resembling a three-pronged claw adorns its cover, smoldering with an ultraviolet gleam as if it was burned directly onto the surface of the dark, rubbery hide. The gray sheets of its durable pages are crafted from a mineral composite of unknown origin, and the script written upon them pulses with an eerie, opalescent glow.

The creature attuned to this book must spend 66 hours reading and studying it to digest its contents and reap its benefits. Afterwards, the creature can modify the book's contents, as long as those modifications advance evil and expand the lore already contained within.

Whenever a non-evil creature attunes to the *Grim Verses*, that creature must make a DC 17 Charisma saving throw. On a failed save, the creature's alignment changes to chaotic evil.

The *Grim Verses* remains with you only as long as you strive to spread the curse of undeath. If you fail to animate or create new undead creatures within the span of 19 days, or if you willingly perform a good act, an undead entity attempts to claim the book for its own intentions. If you die while attuned to the book, an aberrant or undead entity of great evil devours your soul.

Random Properties. The Grim Verses has the following random properties:

- 2 minor beneficial properties
- 1 major beneficial property
- 2 minor detrimental properties
- 1 major detrimental property

Adjusted Ability Scores. After you spend the requisite amount of time reading and studying the book, your Intelligence score increases by 1, to a maximum of 24, and your Charisma score decreases by 1, to a minimum of 3. This adjustment occurs only once.

Sepulchral Formulae. The *Grim Verses* contains a host of blasphemous spells and unholy rites, including all spells with the "shadow" qualifier next to their schools of magic in the *Midgard Heroes Handbook* or *Deep Magic for 5th Edition*. In addition, the book contains the *animate dead* and *create undead* spells. If your campaign isn't set in Midgard or using the spells from Midgard, the book is filled with spells of the GM's choice that relate to darkness, evil, and undeath.

Mark of the Grave. After you spend the requisite amount of time reading and studying the book, you acquire a physical disfigurement as a horrid sign of your devotion to undeath. Your eyes might turn milky white, your skin might become abnormally pale or semi-translucent, your blood might flow black, or you might gain some other horrible feature of the GM's choice. While bearing this mark, you have advantage on Charisma (Persuasion) checks when interacting with undead creatures and Charisma (Intimidation) checks when interacting with creatures that aren't undead or constructs.

Create Undead. While you are attuned to the book and holding it, you can use an action to cast the *create undead* spell. Once used, this property of the book can't be used again until the next dusk.

Ghastly Lore. If you spend 10 minutes referencing this book while researching the undead, the Realm Beyond, or planes of undeath or shadow, you double your proficiency bonus on Arcana, History, and Religion checks to recall lore about such subjects for the next 24 hours. If you don't have proficiency in these skills, you instead gain proficiency in them for the next 24 hours, but you are proficient only when recalling information about the subjects of your research. This research can be done during a short rest.

Destroying the Book. The *Grim Verses* allows pages to be torn from it, requiring a successful DC 10 Strength check, but any undead lore contained on those pages finds its way back into the book eventually, usually when a new author adds pages to the tome. As long as the Shadow Realm exists, the *Grim Verses* can never be completely destroyed. However, soaking the book in the virulent ichor of a dead god of evil, death, or shadow bleaches all writing and imagery from its pages and renders the book powerless for 666 years. If the Shadow Realm is destroyed or its connection to Midgard is permanently severed, the book is engulfed in opalescent flames and is forever destroyed.

GRITLESS GREASE

Wondrous item, uncommon

This small, metal jar, 3 inches in diameter, holds 1d4 + 1 doses of a pungent waxy oil. As an action, one dose can be applied to or swallowed by a clockwork creature or device. The clockwork creature or device ignores difficult terrain, and magical effects can't reduce its speed for 8 hours. As an action, the clockwork creature, or a creature holding a clockwork device, can gain the effect of the *haste* spell until the end of its next turn (no concentration required). The effects of the *haste* spell melt the grease, ending all its effects at the end of the duration.

HEADSCARF OF THE OASIS

Wondrous item, uncommon

This dun-colored, well-worn silk wrap is long enough to cover the face and head of a Medium or smaller humanoid, barely revealing the eyes.

While wearing this headscarf over your mouth and nose, you have advantage on ability checks and saving throws against being blinded and against extended exposure to hot weather and hot environments. Pulling the headscarf on or off your mouth and nose requires an action.

HOLY ROBES OF SISTER ADELIND

Wondrous item, legendary (requires attunement by a creature of good alignment)

This priceless relic is a round, golden locket about two inches in diameter, engraved with the holy symbol of the goddess Sif, a brace of arrows. The locket hangs on a gold chain fashioned from delicate, hexagonal links and acts as a reliquary. A grubby scrap of blue cloth sits inside the locket. This scrap of cloth is from the robes of the martyr Sister Adelind, who killed the vampire lord Otmar the Sallow at Yarosbirg before dying at the hands of a large pack of ghouls.

While wearing the *Holy Robes of Sister Adelind*, you can't be charmed or frightened by undead creatures. It has the following additional properties:

Holy Protection. You have advantage on saving throws against spells cast by undead creatures. Once you have succeeded on five such saving throws, this property goes dormant and doesn't provide you with its benefit again until the next dawn.

Sacred Flame. You can use an action to cast the *sacred flame* cantrip from it at will, using your character level and your spell save DC or DC 15, whichever is higher.

Radiant Burst. The relic also has 5 charges. You can expend 1 charge and use your action to unleash a burst

USING THE *HOLY ROBES* IN EMPIRE OF THE GHOULS

This item is a major relic of Sif's faith in Midgard and becomes available to the characters early in *Empire of the Ghouls*. It is intended to be with the characters as they journey through the adventure, providing them aid in many encounters. As a legendary item, it is more powerful than the average item characters of that level should possess. The item's Radiant Burst feature alone gives the characters some firepower that could prove powerful in certain parts of the adventure.

To balance the power of the item with the level of the characters, we recommend changing the *Holy Robes*' maximum charges to 2 when the characters first receive it and increasing that maximum by 1 at the conclusion of chapters 3, 4, and 5, putting the item at its full strength as the characters head into Chapter 6.

of sunlight. Any magical darkness within 30 feet of you is dispelled, and each undead creature within 15 feet of you must make a DC 15 Constitution saving throw, taking 21 (6d6) radiant damage on a failed save, or half as much damage on a successful one. The relic regains 1d4 + 1 expended charges daily at dawn.

HOLY VERDANT BAT DROPPINGS

Wondrous item, rare

This ceramic jar, 3 inches in diameter, contains 1d4 + 1 doses of a thick mixture with a pungent, muddy reek. The jar and its contents weigh 1/2 pound. Derro matriarchs and children gather a particular green bat guano to cure various afflictions, and the resulting glowing green paste can be spread on the skin to heal various conditions. As an action, one dose of the droppings can be swallowed or applied to the skin. The creature that receives it gains one of the following benefits:

- Cured of paralysis or petrification
- Reduces exhaustion level by one
- Regains 50 hit points

MOONSTEEL WEAPON

Weapon (rapier or dagger), rare

The blade of this magic weapon seems to shine from within with a pale white light. The weapon deals an extra 1d6 radiant damage to any creature it hits. If the creature is a shapechanger or any other creature not in its true form, it becomes frightened until the start of your next turn. At the start of its turn, a creature frightened in this way must succeed on a DC 13 Charisma saving throw or immediately return to its true form. For the purpose of this weapon, "shapechanger" refers to any creature with the Shapechanger trait.

PARASOL OF TEMPERATE WEATHER

Wondrous item, uncommon

This fine, cloth-wrapped 2-foot long pole unfolds into a parasol with a diameter of 3 feet, which is large enough to cover one Medium or smaller creature. While traveling under the parasol, you ignore the drawbacks of traveling in hot weather or a hot environment. Though it protects you from the sun's heat in the desert or geothermal heat in deep caverns, the parasol doesn't protect you from damage caused by super-heated environments or creatures, such as lava or an azer's Heated Body trait, or magic that deals fire damage, such as the *fire bolt* spell.

POTION OF DIRE CLEANSING

Potion, uncommon

For 1 hour after drinking this potion, you have resistance to poison damage, and you have advantage on saving throws against being blinded, deafened, paralyzed, and poisoned. In addition, if you are poisoned, this potion neutralizes the poison. Known for its powerful, somewhat burning smell, this potion is difficult to drink, requiring a successful DC 13 Constitution saving throw to drink it. On a failure, you are poisoned for 10 minutes and don't gain the benefits of the potion.

POTION OF EBBING STRENGTH

Potion, uncommon

When you drink this potion, your Strength score changes to 25 for 1 hour. The potion has no effect on you if your Strength is equal to or greater than that score. The recipe for this potion is flawed and infused with dangerous Void energies. When you drink this potion, you are also poisoned. While poisoned, you take 2d4 poison damage at the end of each minute. If you are reduced to 0 hp while poisoned, you have disadvantage on death saving throws.

This bubbling, pale blue potion is commonly used by the derro and is almost always paired with a *potion of dire cleansing* or *holy verdant bat droppings*. Derro who use this potion without a method of removing the poison don't intend to return home from battle.

POTION OF EFFULGENCE

Potion, common

When you drink this potion, your skin glows with radiance, and you are filled with joy and bliss for 1 hour. You shed bright light in a 30-foot radius and dim light for an additional 30 feet. This light is sunlight. While glowing, you are blinded and have disadvantage on Dexterity (Stealth) checks to hide. If a creature with the Sunlight Sensitivity trait starts its turn in the bright light you shed, it takes 2d4 radiant damage. This potion's golden liquid sparkles with motes of sunlight.

POTION OF SAND FORM

Potion, very rare

When you drink this potion, you gain the effect of the *gaseous form* spell for 1 hour (no concentration required) or until you end the effect as a bonus action. While in this gaseous form, your appearance is that of a vortex of spiralling sand instead of a misty cloud. In addition, you have advantage on Dexterity (Stealth) checks while in a sandy environment, and, while motionless in a sandy environment, you are indistinguishable from an ordinary swirl of sand.

This potion's container holds a gritty liquid that moves and pours like water filled with fine particles of sand.

RADIANT BRACERS

Wondrous item, rare (requires attunement)

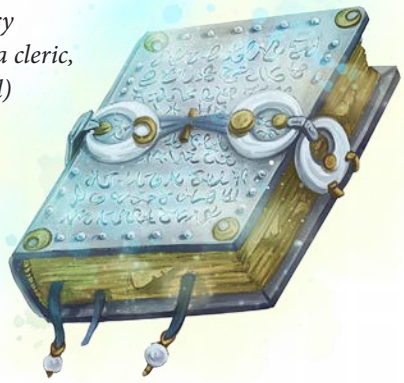
These bronze bracers are engraved with the image of an ankh with outstretched wings.

While wearing these bracers, you have resistance to necrotic damage, and you can use an action to speak the command word while crossing the bracers over your chest. If you do so, each undead that can see you within 30 feet of you must make a Wisdom saving throw. The DC is equal to 8 + your proficiency bonus + your Wisdom modifier. On a failure, an undead creature is turned for 1 minute or until it takes any damage. This feature works like the cleric's Turn Undead class feature, except it can't be used to destroy undead.

Once used, the bracers can't be used to turn undead again until the next dawn.

RADIANT LIBRAM

Wondrous item, legendary (requires attunement by a cleric, druid, paladin, or wizard)



The gilded pages of this holy tome are bound between thin plates of moonstone crystal that emit a gentle incandescence. Aureate celestial runes adorn nearly every inch of its blessed surface. The radiant libram sheds dim light in a 5-foot radius. The book has the following properties:

Brave. While holding this book, you have advantage on saving throws against being frightened.

Brilliant. The book sheds dim light in a 5-foot radius. As an action, you can make the book shed bright light in a 20-foot radius and dim light for an additional 20 feet for 1 minute. This light is sunlight. Once used, this property of the book can't be used again until the next dawn.

Radiant Spellbook. In addition to the sacred rites of holy communion it contains, the radiant libram is a repository of powerful anti-undead magics and potent divinations. If you attune to this item, you can use it as a spellbook and as an arcane or divine spellcasting focus. In addition, while you are attuned to the book, the spells written in it count as prepared spells and don't count against the number of spells you can prepare each day. You don't gain additional spell slots from this feature. The following spells are written in the book: *beacon of hope, bless, calm emotions, commune, cure wounds, daylight, detect evil and good, divine favor, flame strike, gentle repose, guidance, guiding bolt, heroism, lesser restoration, light, produce flame, protection from evil and good, sacred flame, sanctuary,* and *spare the dying.*

Turn Undead. You can use an action to present this book and speak its command word. Each undead that can see or hear you within 30 feet of you must succeed on a Wisdom saving throw, using your spell save DC. If the creature fails its saving throw, it is turned for 1 minute or until it takes any damage. The creature is instantly destroyed if its challenge rating is 3 or lower.

A turned creature must spend its turns trying to move as far away from you as it can, and it can't willingly move to a space within 30 feet of you. It also can't take reactions. For its action, it can use only the Dash action or try to escape from an effect that prevents it from moving. If there's nowhere to move, the creature can use the Dodge action. Once used, this property of the book can't be used again until the next dawn.

RING OF HOARDED LIFE

Ring, uncommon (requires attunement)

This ring stores hit points sacrificed to it, holding them until the attuned wearer uses them. The ring can store up to 30 hit points at a time. When found, it contains 2d10 stored hit points.

While wearing this ring, you can use an action to spend one or more Hit Dice, up to your maximum Hit Dice. For each Hit Die spent in this way, you roll the die and add your Constitution modifier to it. Your hit point maximum is reduced by the total, and the ring stores the total, up to 30 hit points. This hit point maximum reduction can't be removed with the *greater restoration* spell or similar magic and lasts as long as hit points remain stored in the ring. You can't store hit points in the ring if you don't have blood. When hit points are stored in the ring, you can cause one of the following effects:

- You can use a bonus action to remove stored hit points from the ring and regain that number of hit points.
- You can use an action to remove stored hit points from the ring while touching the ring to a creature. If you do so, the creature regains hit points equal to the amount of hit points you removed from the ring.
- When you are reduced to 0 hit points and are not killed outright, you can use a reaction to empty the ring of stored hit points and regain hit points equal to that amount.

Hit Dice spent on this ring's features can't be used to regain hit points during a short rest. You regain spent Hit Dice as normal.

RING OF SPELL NEGATION

Ring, rarity varies (requires attunement)

This ring has 3 charges, and it regains 1d3 expended charges daily at dawn. While wearing the ring, you can use your reaction to expend 1 of its charges to cast *counterspell*, and you lose hit points related to the spell's level. You can't use this feature of the ring if you don't have blood. The types of spells you can counter and the amount of hit points you lose depend on the type of ring you are wearing.

Blue (Uncommon). If you use your reaction to expend 1 charge from the ring, you can use *counterspell* on a spell of 3rd level or lower that is from a specific school of magic. If you do so, you lose hit points equal to 3 times the spell's level. The GM chooses the ring's school or determines it randomly from the options below.

d8	Encounter
1	Abjuration
2	Conjuration
3	Divination
4	Enchantment
5	Evocation
6	Illusion
7	Necromancy
8	Transmutation

Red (Rare). If you use your reaction to expend 1 charge from the ring, you can use *counterspell* on any spell of 3rd level or lower. If you do so, you lose hit points equal to 4 times the spell's level.

Black (Very Rare). If you use your reaction to expend 1 charge from the ring, you can use counterspell on any spell of any level. If the spell is 4th level or higher, you make the ability check with a +7 bonus. If you do so, you lose hit points equal to 5 times the spell's level. You lose these hit points whether or not your *counterspell* is effective.

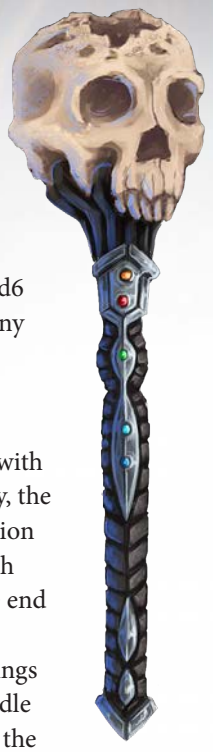
ROD OF GHASTLY MIGHT

Rod, legendary (requires attunement)

The knobbed head of this tarnished silver rod resembles the top half of a jawless, syphilitic skull, and it functions as a magic mace that grants a +2 bonus to attack and damage rolls made with it. The rod has properties associated with five different buttons that are set erratically along the haft. It has three other properties as well, detailed below.

Five Buttons. You can press one of the rod's five buttons as a bonus action. A button's effect lasts until you push a

different button or until you push the same button again, which causes the rod to revert to its normal form.



If you press **button 1**, the rod's head erupts in a fiery nimbus of abyssal energy that sheds dim light in a 5-foot radius. While the rod is ablaze, it deals an extra 1d6 fire damage and 1d6 necrotic damage to any target it hits.

If you press **button 2**, the rod's head becomes enveloped in a black aura of enervating energy. When you hit a target with the rod while it is enveloped in this energy, the target must succeed on a DC 17 Constitution saving throw or deal only half damage with weapon attacks that use Strength until the end of its next turn.

If you press **button 3**, a 2-foot blade springs from the tip of the rod's handle as the handle lengthens into a 5-foot haft, transforming the rod into a magic glaive that grants a +2 bonus to attack and damage rolls made with it.

If you press **button 4**, a 3-pronged, bladed grappling hook affixed to a long chain springs from the tip of the rod's handle. The bladed grappling hook counts as a magic sickle with reach that grants a +2 bonus to attack and damage rolls made with it. When you hit a target with the bladed grappling hook, the target must succeed on an opposed Strength check or fall prone.

If you press **button 5**, the rod assumes or remains in its normal form and you can extinguish all nonmagical flames within 30 feet of you.

Turning Defiance. While holding the rod, you and any undead allies within 30 feet of you have advantage on saving throws against effects that turn undead.

Contagion. When you hit a creature with a melee attack using the rod, you can force the target to make a DC 17 Constitution saving throw. On a failure, the target is afflicted with a disease. This feature works like the *contagion* spell. Once used, this property can't be used again until the next dusk.

Create Specter. As an action, you can target a humanoid within 10 feet of you that was killed by the rod or one of its effects and has been dead for no longer than 1 minute. The target's spirit rises as a specter under your control in the space of its corpse or in the nearest unoccupied space. You can have no more than one specter under your control at one time. Once used, this property can't be used again until the next dusk.

ROD OF SACRIFICIAL BLESSING

Rod, rare (requires attunement)

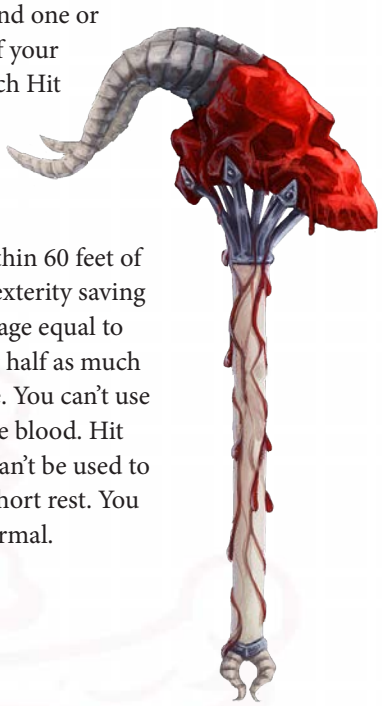
This silvery rod is set with rubies on each end. One end holds rubies shaped to resemble an open, fanged maw, and the other end's rubies are shaped to resemble a heart.

While holding this rod, you can use an action to spend one or more Hit Dice, up to half your maximum Hit Dice, while pointing the heart-shaped ruby end of the rod at a target within 60 feet of you. For each Hit Die spent in this way, you roll the die and add your Constitution modifier to it. You lose hit points equal to the total, and the target regains hit points equal to the total hit points you lost. You can't use this feature if you don't have blood. Hit Dice spent on this feature can't be used to regain hit points during a short rest. You regain spent Hit Dice as normal.

ROD OF SANGUINE MASTERY

Rod, very rare (requires attunement)

This rod is topped with a red skull and has the following properties.



As an action, you can spend one or more Hit Dice, up to half of your maximum Hit Dice. For each Hit Die spent in this way, you roll the die and add your Constitution modifier to it. You lose hit points equal to the total, and a target within 60 feet of you must make a DC 17 Dexterity saving throw, taking necrotic damage equal to the total on a failed save, or half as much damage on a successful one. You can't use this feature if you don't have blood. Hit Dice spent on this feature can't be used to regain hit points during a short rest. You regain spent Hit Dice as normal.

ROD OF UNDERWORLD NAVIGATION

Rod, rare

This finely carved rod is decorated with gold and small dragon scales. While underground and holding this rod, you know how deep below the surface you are. You also know the direction to the nearest exit leading upward.

As an action while underground and holding this rod, you can use the *find the path* spell to find the shortest, most direct physical route to a location you are familiar with on the surface. Once used, the *find the path* property can't be used again until 3 days have passed.

SANDALS OF SAND SKATING

Wondrous item, uncommon (requires attunement)

These leather sandals repel sand, leaving your feet free of particles and grit. While you wear these sandals in a desert, on a beach, or in an otherwise sandy environment, your walking speed becomes 30 feet, unless your walking speed is higher, and your speed isn't reduced while in nonmagical difficult terrain made of sand. In addition, when you take the Dash action across sand, the extra movement you gain is double your speed instead of equal to your speed. With a speed of 30 feet, for example, you can move up to 90 feet on your turn if you dash across sand.

SCOURGE OF DEVOTION

Weapon (flail), rare (requires attunement)

You gain a +1 bonus to attack and damage rolls made with this magic weapon, and the weapon deals slashing damage instead of bludgeoning damage.

This cat o' nine tails is used primarily for self-flagellation, and its tails have barbs of silver woven into them.

You can spend 10 minutes using the scourge in a self-flagellating ritual, which can be done during a short rest. If you do so, your hit point maximum is reduced by 2d8. In addition, you have advantage on Constitution saving throws that you make to maintain your concentration on a spell when you take damage while your hit point maximum is reduced. This hit point maximum reduction can't be removed with the *greater restoration* spell or similar magic and lasts until you finish a long rest.

SERPENTINE BRACERS

Wondrous item, uncommon (requires attunement)

These bracers are a pair of golden snakes with ruby eyes, which coil around your wrist and forearm. While wearing both bracers, you gain a +1 bonus to AC if you are wearing no armor and using no shield.

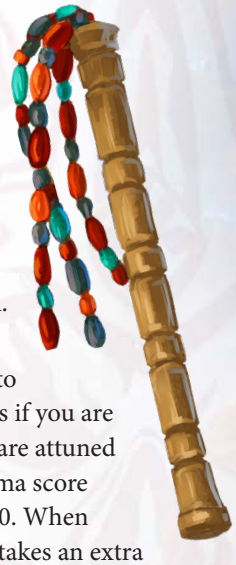
You can use an action to speak the bracers' command word and drop them on the ground in two unoccupied spaces within 10 feet of you. The bracers become two constrictor snakes under your control and act on their own initiative counts. By using a bonus action to speak the command word again, you return a bracer to its normal form in a space formerly occupied by the snake.

On your turn, you can mentally command each snake if it is within 60 feet of you and you aren't incapacitated. You decide what action the snakes take and where they move during their next turns, or you can issue them a general command, such as attack your enemies or guard a location.

If a snake is reduced to 0 hit points, it dies, reverts to its bracer form, and can't be commanded to become a snake again until 2 days have passed. If a snake reverts to bracer form before losing all its hit points, it regains all of them and can't be commanded to become a snake again until the next dawn.

SHEPHERD'S FLAIL

Weapon (flail), legendary



The handle of this simple flail is made of smooth lotus wood. The three threshers are made of carved and painted wooden beads.

You gain a + 1 bonus to attack and damage rolls made with this magic weapon.

True Authority (Requires Attunement). You must be attuned to a *crook of the flock* to attune to this weapon. The attunement ends if you are no longer attuned to the crook. While you are attuned to this weapon and holding it, your Charisma score increases by 4 and can exceed 20, but not 30. When you hit a beast with this weapon, the beast takes an extra 3d6 bludgeoning damage. For the purpose of this weapon, "beast" refers to any creature with the beast type.

The flail also has 5 charges. When you reduce a humanoid to 0 hit points with an attack from this weapon, you can

THE CROOK AND FLAIL IN MIDGARD

This crook and flail were created for the beloved god-king Hekhmet, who was known for his way with people and beasts. The set of magical tools enhanced his natural talents and was interred with him when he passed, some years into a prosperous and happy reign.

Generations later, his descendent, Ibris Hekhmet's leadership abilities are being called into question due to his underwhelming presence. A recent increase in predatory beasts hunting the local livestock and a hopeful new leader eager to enact his own plans upon the kingdom have left Ibris fearful of losing the right to rulership. Ibris is seeking a group of adventurers who can lend legitimacy to his claim to rule by retrieving the crook and flail from his ancestor's tomb, and in doing so, help him restore prosperity and peace to his people.

expend 1 charge. If you do so, the humanoid stabilizes, regains 1 hit point, and is charmed by you for 24 hours. While charmed in this way, the humanoid regards you as its trusted leader, but it otherwise retains its statistics and regains hit points as normal. If harmed by you or your companions, or commanded to do something contrary to its nature, the target ceases to be charmed in this way. The flail regains 1d4 + 1 expended charges daily at dawn.

SKULLCAP OF DEEP WISDOM

Wondrous item, uncommon (requires attunement)

This scholar's cap is covered in bright stitched runes, and the interior is rough, like bark or sharkskin. This cap has 9 charges. It regains 1d8 + 1 expended charges daily at midnight. While wearing it, you can use an action and expend 1 or more of its charges to cast one of the following spells, using your spell save DC or save DC 15, whichever is higher: *destructive resonance* (2 charges), *nether weapon* (4 charges), *protection from the void* (1 charge), or *void strike* (3 charges). These spells are Void magic spells, which can be found in the *Midgard Worldbook* or *Deep Magic for 5th Edition*.

Dangers of the Void. The first time you cast a spell from the cap each day, your eyes shine with a sickly green light until you finish a long rest. If you spend at least 3 charges from the cap, a trickle of blood also seeps from beneath the cap until you finish a long rest. In addition, each time you cast a spell from the cap, you must succeed on a DC 12 Intelligence saving throw or your Intelligence is reduced by 2 until you finish a long rest. This DC increases by 1 for each charge you spent to cast the spell.

Void Calls to Void. When you cast a spell from the cap while within 1 mile of a creature that understands Void Speech, the creature immediately knows your name, location, and general appearance.

SLING STONE OF SCREECHING

Weapon, uncommon

A *sling stone of screeching* is a sling stone carved with an open mouth that screams in hellish torment when hurled with a sling. Typically, 1d4 + 1 *sling stones of screeching* are found together. When you fire the stone from a sling, it changes into a screaming bolt, forming a line 5 feet wide that extends out from you to a target within 30 feet. Each creature in the line excluding you and the target must make a DC 13 Constitution saving throw. On a failure, a creature takes 2d8 thunder damage and is knocked prone. On a success, a creature takes half the damage and isn't knocked prone. Make a ranged weapon attack against the target. On a hit, the target takes damage from the sling stone plus 3d8 thunder damage and is knocked prone.

Once a *sling stone of screeching* has dealt its damage to a creature, it becomes a nonmagical sling stone.

SNAKE BASKET

Wondrous item, rare

The bowl of this simple, woven basket has high-sloped sides, making it almost spherical. A matching woven lid sits on top of it, and leather straps secure the lid through loops on the base. The basket can hold up to 10 pounds.

As an action, you can speak the command word and remove the lid to summon a swarm of poisonous snakes. You can't summon the snakes if items are in the basket. The snakes return to the basket, vanishing, after 1 minute

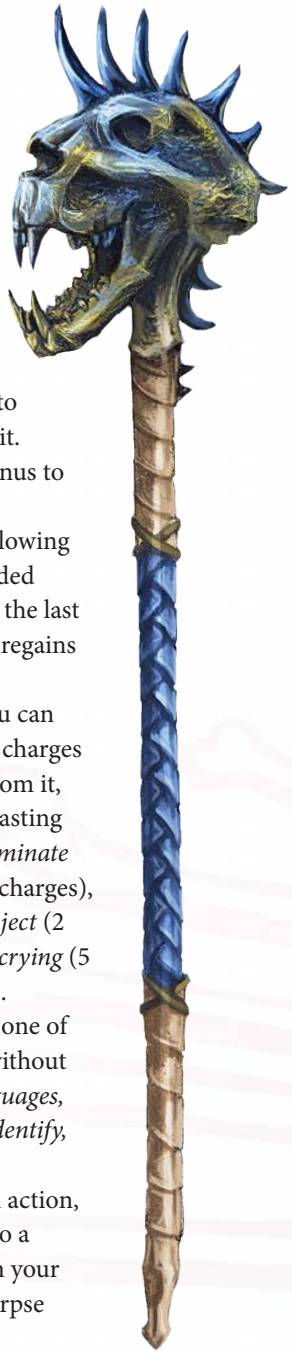
or when the swarm is reduced to 0 hit points. If the basket is unavailable or otherwise destroyed, the snakes instead dissipate into a fine sand.

The swarm is friendly to you and your companions, and it acts on your turn. You can use a bonus action to command how the swarm moves and what action it takes on its next turn, or give it general orders, such as to attack your enemies. In the absence of such orders, the swarm acts in a fashion appropriate to its nature.

Once the basket has been used to summon a swarm of poisonous snakes, it can't be used in this way again until the next dawn.

STAFF OF PARZELON

Staff, legendary
(requires attunement by a sorcerer, warlock, or wizard)



This tarnished silver staff is tipped with the unholy visage of a fiendish lion skull carved from labradorite—a likeness of the Arch-Devil Parzelon. The staff can be wielded as a magic quarterstaff that grants a +2 bonus to attack and damage rolls made with it. While you hold it, you gain a +2 bonus to spell attack rolls.

The staff has 20 charges for the following properties. It regains 2d8 + 4 expended charges daily at dusk. If you expend the last charge, roll a d20. On a 20, the staff regains 1d8 + 2 charges.

Spells. While holding the staff, you can use an action to expend some of its charges to cast one of the following spells from it, using your spell save DC and spellcasting ability: *charm person* (1 charge), *dominate person* (5 charges), *lightning bolt* (3 charges), *locate creature* (4 charges), *locate object* (2 charges), *magic missile* (1 charge), *scrying* (5 charges), and *suggestion* (2 charges).

You can also use an action to cast one of the following spells from the staff without using any charges: *comprehend languages, detect evil and good, detect magic, identify,* and *message*.

Extract Ageless Knowledge. As an action, you can touch the head of the staff to a corpse. You must form a question in your mind as part of this action. If the corpse has an answer to your question, it reveals the information to you. The answer is always brief—no more than one sentence—and very specific to the framed question. The corpse doesn't need a mouth to answer; you receive the information telepathically. The corpse knows only what it knew in life, and it is under no compulsion to offer a truthful answer if you are hostile to it or it recognizes you as an enemy. This property doesn't return the creature's soul to its body, only its animating spirit. Thus, the corpse can't learn new information, doesn't comprehend anything that has happened since it died, and can't speculate about future events. Once the staff has been used to ask a corpse 5 questions, it can't be used to extract knowledge from that same corpse again until 3 days have passed.

THREE-SECTION BOOTS

Wondrous item, uncommon
(requires attunement)

These boots are often decorated with eyes, flames, or other bold patterns such as lightning bolts or wheels. When you step onto water, air, or stone, you can use a reaction to speak the boots' command word. For 1 hour, you gain the effects of the *meld into stone*, *water walk*, or *wind walk* spell, depending on the type of surface where you stepped. The boots can't be used this way again until the next dawn.

UMBER BEANS

Wondrous item, common

These magical beans have a modest ochre or umber hue, and they are about the size and weight of walnuts. Typically, 1d4 + 4 *umber beans* are found together.

You can use an action to throw one or more beans up to 10 feet. When the bean lands, it grows into a creature you determine by rolling a d10 and consulting the following table. The creature vanishes at the next dawn or when it takes bludgeoning, piercing, or slashing damage. The bean is destroyed when the creature vanishes.

The creature is illusory, and you are aware of this. You can use a bonus action to command how the illusory creature moves and what action it takes on its next turn, or to give it general orders, such as to attack your enemies. In the absence of such orders, the creature acts in a fashion appropriate to its nature. The creature's attacks deal psychic damage, though the target perceives the

damage as the type appropriate to the illusion, such as slashing for a vrock's talons.

A creature with truesight or that uses its action to examine the illusion can determine that it is an illusion with a successful DC 15 Intelligence (Investigation) check. If a creature discerns the illusion for what it is, the creature sees the illusion as faint and the illusion can't attack that creature.

d10	Creature
1	Dretch
2-3	2 Shadows
4-6	Chuul
7-8	Vrock
9	Hezrou or Psoglav Demon (*Tome of Beasts*, p. 79)
10	Remorhaz or Voidling (*Tome of Beasts*, p. 404)

VERMINOUS SNIPSNAPS

Wondrous item, uncommon

This stoppered jar holds small animated knives and scissors. The jar weighs 1 pound, and its command word is often written on the jar's label.

You can use an action to remove the stopper, which releases the spinning blades into a space you can see within 30 feet of you. The knives and scissors fill a cube 10 feet on each side and whirl in place, flaying creatures and objects that enter the cube. When a creature enters the cube for the first time on a turn or starts its turn there, it takes 2d12 piercing damage.

You can use a bonus action to speak the command word, returning the blades to the jar. Otherwise, the knives and scissors remain in that space indefinitely.

VIAL OF SUNLIGHT

Wondrous item, rare (requires attunement)

This crystal vial is filled with water from a spring high in the Cloudwall Mountains and has been blessed by priestesses of Lada. You can use an action to cause the vial to emit bright light in a 30-foot radius and dim light for an additional 30 feet for 1 minute. This light is pure sunlight, causing harm or discomfort to vampires and other undead creatures that are sensitive to it. Once used, the vial can't be activated again until the next dawn.

WHISPERING CLOAK

Wondrous item, rare (requires attunement)

This cloak is made of black, brown, and white bat pelts sewn together. While wearing it, you have blindsight out to a range of 60 feet. While wearing this cloak with its hood up, you transform into a creature of pure shadow. While in shadow form, your Armor Class increases by 2, you have advantage on Dexterity (Stealth) checks, and you can move through a space as narrow as 1 inch wide without squeezing. You can cast spells normally while in shadow form, but you can't make ranged or melee attacks with nonmagical weapons. In addition, you can't pick up objects, and you can't give objects you are wearing or carrying to others.

This effect lasts up to 1 hour. Deduct time spent in shadow form in increments of 1 minute from the total time. After it has been used for 1 hour, the cloak can't be used in this way again until the next dusk, when its time limit resets. Pulling the hood up or down requires an action.

Monsters

This section contains a variety of new monsters native to the Underworld. Some of these creatures are allies or tools of the Ghoul Imperium, while others simply prey on those who haplessly wander into the depths of the world

BEETLES

Many types of beetles inhabit the Underworld, and they are often used as food or beasts of burden by its denizens.

Fungus Eaters. The beetles of the Underworld feast primarily on the fungus that grows in the darkest caverns. The glow of the lantern beetle's abdomen is from the digestion of bioluminescent fungus, which reacts with the beetle's gut to make the glow. Most often found in the fungal forests of the Underworld, the lantern beetle can inhabit any cavern where bioluminescent fungus is plentiful. The beetle can consume other fungi and plants, but its abdomen dims to a mild glow if the beetle consumes no bioluminescent fungi for more than a month.

Docile. Lantern beetles and sniffer beetles are docile and often trained by denizens of the Underworld. The Ghoul Imperium, in particular, uses lantern beetles to light the streets of its cities and sniffer beetles in outposts to sniff out hidden contraband on merchant caravans.

Familiars. Lantern beetles and sniffer beetles can be called to serve a spellcaster via the *find familiar* spell. The lantern beetle is a popular choice among junior wizards who value the beetle's light for sneaking into dark, forbidden corners of libraries or for studying late into the night. The sniffer beetle sees a variety of uses among wizards with its most common use as the eyes and nose of wizards with limited vision.

LANTERN BEETLE

Tiny beast, unaligned

ARMOR CLASS 13 (natural armor)

HIT POINTS 2 (1d4)

SPEED 30 ft., climb 10 ft., fly 10 ft.

STR	DEX	CON	INT	WIS	CHA
6 (–2)	12 (+1)	10 (+0)	1 (–5)	7 (–2)	3 (–4)

SENSES passive Perception 8

LANGUAGES —

CHALLENGE 0 (10 XP)

Illumination. The beetle sheds bright light in a 10-foot radius and dim light for an additional 10 feet. When it dies, its body continues to glow for another 6 hours.

ACTIONS

Horn. *Melee Weapon Attack*: +3 to hit, reach 5 ft., one target. *Hit:* 1 piercing damage.

SNIFFER BEETLE

Small beast, unaligned

ARMOR CLASS 12 (natural armor)

HIT POINTS 5 (1d6 + 2)

SPEED 30 ft., fly 10 ft.

STR	DEX	CON	INT	WIS	CHA
13 (+1)	10 (+0)	14 (+2)	3 (–4)	12 (+1)	7 (–2)

SKILLS Perception +5

SENSES darkvision 30 ft., passive Perception 15

LANGUAGES —
CHALLENGE 1/8 (25 XP)

Keen Smell. The sniffer beetle has advantage on Wisdom (Perception) checks that rely on smell.

ACTIONS

Bite. *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. *Hit:* 3 (1d4 + 1) piercing damage.

BOOMER

An ear-piercing shriek echoes in the cavern. The sound comes from a human-sized mushroom whose stalk steadily swells with air as it shrieks.

Thunderous Shriek. Boomers are a subspecies of shrieker, nearly indistinguishable from their more innocuous cousins. When shrieking, however, the stalk of the boomer noticeably expands, swelling with air until it releases the air in a thunderous burst of noise. Like its more common relative, it is often deliberately cultivated by intelligent subterranean races as a defensive measure against intruders.

BOOMER

Medium plant, unaligned
ARMOR CLASS 7 (natural armor)
HIT POINTS 22 (4d8 + 4)
SPEED 0 ft.

STR	DEX	CON	INT	WIS	CHA
1 (–5)	1 (–5)	12 (+1)	1 (–5)	3 (–4)	1 (–5)

DAMAGE IMMUNITIES thunder
CONDITION IMMUNITIES blinded, deafened, frightened
SENSES blindsight 30 ft. (blind beyond this radius), passive Perception 6
LANGUAGES —
CHALLENGE 1/2 (100 XP)

Deafening Boom. When a creature hits the boomer with a melee attack, the boomer releases a loud blast of sound. Each creature within 10 feet of the boomer that can hear it must make a DC 12 Constitution saving throw. On a failure, a creature takes 5 (2d4) thunder damage and is incapacitated until the end of its next turn. On a success, a creature takes half the damage and isn't incapacitated.

Death Burst. When it dies, the boomer explodes in a cacophonous burst. Each creature within 30 feet of the boomer that can hear it must make a DC 12 Constitution saving throw. On a failure, a creature takes 7 (2d6) thunder damage and is deafened for 1 minute. On a success, a creature takes half the damage and isn't deafened.

False Appearance. While the boomer remains motionless, it is indistinguishable from an ordinary fungus.

REACTIONS

Shriek. If bright light or a creature is within 30 feet of the boomer, it emits a shriek audible within 300 feet of it. The boomer continues to shriek until the disturbance moves out of range and for 1d4 of the boomer's turns afterward.

CORPSE WORM

A large, bloated worm, its body the gray-white pallor of death and slicked with yellow mucus, crawls across a pile of corpses. As its dozens of legs propel it over the bodies, its fang-filled maw opens to reveal a second jaw that repeatedly bursts outward, slurping up chunks of flesh with each strike.

These disgusting creatures prowl deep caverns, seeking flesh both living and dead to devour.

Eaters of the Dead. The corpse worm feeds primarily on death and decay, though it will hunt and kill living prey it encounters if hungry, especially if the prey is already wounded. Corpse worms have a keen sense of smell that they can use to locate wounded prey or sources of carrion on which to feed.

Ignore the Unliving. While both the living and the dead are food for the corpse worm, it will not feed upon the undead. Unless attacked, the corpse worm will ignore undead near it. Some intelligent undead will tame and train corpse worms, using them as pets, guardians, or shock troops. Worshipers of Vardesain value the corpse worm as a living representation of their deity, and the god's undead followers are the most frequent tamers and trainers of the worms.

Slimy Eggs. A female corpse worm lays up to two dozen eggs in crevasses, cul-de-sacs, or other remote areas. Corpse worm eggs are about the size of a human head and are sheathed in a rubbery, translucent gray membrane. The eggs are deposited with a sticky, mustard-colored excretion, allowing them to be placed on walls or even ceilings. This excretion exudes a powerful smell that many subterranean predators find unpleasant, and it allows the mother to relocate the eggs as she watches over them until they hatch.

CORPSE WORM

Large monstrosity, unaligned

ARMOR CLASS 14 (natural armor)

HIT POINTS 76 (8d10 + 32)

SPEED 30 ft., climb 30 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	12 (+1)	19 (+4)	1 (–5)	12 (+1)	5 (–3)

SKILLS Perception +3

DAMAGE IMMUNITIES poison

CONDITION IMMUNITIES poisoned

SENSES darkvision 60 ft., passive Perception 13

LANGUAGES —

CHALLENGE 3 (700 XP)

Keen Smell. The corpse worm has advantage on Wisdom (Perception) checks that rely on smell.

ACTIONS

Bite. *Melee Weapon Attack:* +5 to hit, reach 10 ft., one target. *Hit:* 10 (2d6 + 3) piercing damage and the target is grappled (escape DC 13). Until this grapple ends, the target is restrained, and the corpse worm can't bite another target or use its Regurgitate reaction. The target must succeed on a DC 12 Constitution saving against disease or become poisoned until the disease is cured. Every 24 hours that elapse, the creature must repeat the saving throw, reducing its hp maximum by 5 (1d10) on a failure. This reduction lasts until the disease is cured. The creature dies if the disease reduces its hp maximum to 0.

Swallow. The corpse worm makes a bite attack against a Medium or smaller target it is grappling. If the attack hits, the target is swallowed, and the grapple ends. While swallowed, the target is blinded and restrained, it has total cover against attacks and effects outside the corpse worm, and it takes 10 (3d6) acid damage at the start of each of the corpse worm's turns. The corpse worm can have only one creature swallowed at a time.

If the corpse worm takes 20 damage or more on a single turn from the swallowed creature, the worm must succeed on a DC 12 Constitution saving throw at the end of that turn or regurgitate the creature, which falls prone in a space within

10 feet of the worm. If the corpse worm dies, the target is no longer restrained by it and can escape from the corpse using 10 feet of movement, exiting prone.

REACTIONS

Regurgitate (Recharge 5-6). When a creature the corpse worm can see hits it with an attack while within 10 feet of it, the corpse worm regurgitates a portion of its stomach contents on the attacker. The target must succeed on a DC 14 Constitution saving throw or be poisoned for 1 minute. If the corpse worm has a swallowed creature when it uses this reaction, the worm must succeed on a DC 14 Constitution saving throw or also regurgitate the swallowed creature, which falls prone in a space within 5 feet of the target. If it regurgitates the swallowed creature, the target and the swallowed creature take 7 (2d6) acid damage.

CRIMSON SHAMBLER

The bloody corpse stands up, dripping a red slime. As each drop hits the ground, it splatters into little red spores.

The crimson shambler is an intermediary form of a hazardous slime mold found in deep caverns. It wanders the dark passageways, attacking any creatures it encounters to infect them with its spores.

Gruesome Appearance. The crimson shambler is a mobile plant, feeding off the remains of an infected creature. The overlay of red slime atop an ambulatory decomposing corpse is often mistaken as some type of undead creature. In actuality, the remains are animated by a slime mold, allowing it to hunt and infect other creatures until it finds a suitable place to spawn. Then it falls and becomes a new colony of crimson slime.

CRIMSON SHAMBLER

Medium plant, unaligned

ARMOR CLASS 12 (natural armor)

HIT POINTS 32 (5d8 + 10)

SPEED 20 ft.

STR	DEX	CON	INT	WIS	CHA
12 (+1)	10 (+0)	14 (+2)	1 (–5)	11 (+0)	5 (–3)

DAMAGE IMMUNITIES acid, poison

CONDITION IMMUNITIES blinded, deafened, poisoned

SENSES blindsight 60 ft. (blind beyond this radius), passive Perception 10

LANGUAGES —

CHALLENGE 1/2 (100 XP)

Eerie Resemblance. The crimson shambler resembles a bloody zombie. A creature that can see a crimson shambler must succeed on a DC 14 Intelligence (Nature or Religion) check to discern its true nature.

ENVIRONMENTAL HAZARD: CRIMSON SLIME

This slime mold is bright red with darker blotches scattered over its surface. Crimson slime is usually encountered in warm, heavily forested areas or deep underground in areas full of living creatures for its spores. Crimson slime typically covers a 5-foot square. When a living creature moves within 10 feet of a crimson slime, the dark splotches on its surface burst and release spores in a 10-foot-radius around itself (see the crimson shambler's Spores trait for the effects of the spores). Ingestion of or physical contact with the crimson slime will also cause exposure to the spores. Crimson slime is immune to acid. Any effect that cures disease, and any effect that deals cold or fire damage destroys a patch of crimson slime.

Spores. A creature that touches the shambler or hits it with an attack causes spores to spew out of the shambler in a 10-foot-radius. Each creature in that area must succeed on a DC 10 Constitution saving throw or become diseased. Creatures immune to the poisoned condition are immune to this disease. The diseased creature's lungs fill with the spores, which kill the creature in a number of days equal to 1d10 + the creature's Constitution score, unless the disease is removed. One hour after infection, the creature becomes poisoned for the rest of the duration. After the creature dies, it rises as a crimson shambler, roaming for 1 week and attempting to infect any other creatures it encounters. At the end of the week, it collapses, its body fertilizing a new patch of crimson slime. A creature that succeeds on the saving throw is immune to the spores of all crimson shamblers and crimson slime for the next 24 hours.

ACTIONS

Slam. *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. *Hit:* 4 (1d6 + 1) bludgeoning damage plus 3 (1d6) acid damage.

Slime Glob. *Ranged Weapon Attack:* +2 to hit, range 20/60 ft., one target. *Hit:* 3 (1d6) acid damage and the target must succeed on a DC 12 Constitution saving throw or become infected with the shambler's spores (see the Spores trait).

CRYSTALLINE MONOLITH

The cavern glitters with refracted light bouncing off thousands of crystals. A towering menhir of shimmering crystal dominates the center of the crystals.

Whether a rare evolution of silicate life or a wandering nomadic race from some alternate reality, the crystalline monolith is an enigmatic being found deep underground in caverns where giant crystals flourish and grow.

Crystal Gardens. Crystalline monoliths reside in areas of living crystal, these formations often growing to gigantic proportions, resembling the monolith itself. Some sages speculate that crystalline monoliths grow crystals to certain specifications, then use their magic to instill sentience in the crystals as a means of reproducing. Whether for reproduction or some other mysterious purpose, the crystalline monoliths are very protective of their crystal gardens. The environment of these gardens is often not comfortable for most humanoid life; the temperature may be extremely hot or cold, or the cavern may contain poisonous gasses or even be partially-submerged in water.

Magical Philosophers. Crystalline monoliths prefer to spend their days in quiet contemplation. They tend their crystal gardens and meditate. If encountered by other intelligent creatures, they are generally open to exchanges of information and intellectual discussion. They prefer to communicate telepathically but can create sounds through vibrations that mimic speech. Aggressive intruders are dealt with according to the level of threat they exhibit. If the crystalline monolith considers the intruders unlikely to cause it harm, it will often use its magic to misdirect opponents or lure them away from the garden. Should the intruders persist or show themselves to be dangerous, a crystalline monolith is not above using its magic to crush and destroy them. It is especially unforgiving to those that try to steal or damage crystals in its lair.

Crystalline Nature. A crystalline monolith doesn't require air, food, drink, or sleep.

A CRYSTALLINE MONOLITH'S LAIR

Crystalline monoliths lair in vast gardens of crystal in mountains or deep underground often near areas of extreme temperature or geothermal activity. They harness the ambient magical energy in the crystals to defend themselves and repel intruders.

Lair Actions

On initiative count 20 (losing initiative ties), the crystalline monolith takes a lair action to cause one of the following magical effects; the crystalline monolith can't use the same effect two rounds in a row:

- The crystalline monolith creates an illusory duplicate of itself in its space. The double moves or speaks according to the monolith's mental direction. Each time a creature targets the monolith with an attack, roll a d20 to determine whether the attack instead targets the duplicate. On a roll of 11 or higher, the attack hits and destroys the duplicate. A creature can use its action to make a DC 15 Intelligence (Investigation) check to determine which monolith is real. On a success, the creature identifies the illusion. The duplicate is intangible, but otherwise is identical to the monolith by sight, smell, or hearing. The duplicate lasts for 1 minute or until the monolith uses this lair action again.
- The crystalline monolith vibrates at a frequency that reverberates through the lair, causing the ground to tremble. Each creature on the ground, other than the monolith, within 60 feet of it must succeed on a DC 15 Dexterity saving throw or be knocked prone.
- Magically charged shards of crystal fire from the crystals in the lair, striking up to two targets within 60 feet of the crystalline monolith. The crystalline monolith makes one ranged attack roll (+3 to hit) against each target. On a hit, the target takes 2 (1d4) piercing damage and 2 (1d4) psychic damage.

CRYSTALLINE MONOLITH

Huge aberration, lawful neutral

ARMOR CLASS 15 (natural armor)

HIT POINTS 123 (13d12 + 39)

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

STR	DEX	CON	INT	WIS	CHA
14 (+2)	10 (+0)	16 (+3)	19 (+4)	17 (+3)	17 (+3)

SKILLS Arcana +7, History +7, Insight +6, Nature +7, Perception +6

DAMAGE RESISTANCES cold, fire

DAMAGE IMMUNITIES poison

CONDITION IMMUNITIES blinded, paralyzed, petrified, poisoned, prone

SENSES blindsight 120 ft. (blind beyond this radius), passive Perception 16

LANGUAGES Deep Speech, Undercommon, telepathy 120 ft.

CHALLENGE 7 (2,900 XP)

False Appearance. While the crystalline monolith remains motionless, it is indistinguishable from a giant crystal.

Magic Resistance. The crystalline monolith has advantage on saving throws against spells and other magical effects.

Powerful Mind. The crystalline monolith has advantage on Intelligence saving throws and ability checks.

Innate Spellcasting (Psionics). The crystalline monolith's innate spellcasting ability is Intelligence (spell save DC 15). It can innately cast the following spells, requiring no components:

At will: *detect magic, detect thoughts, mage hand, silent image*

3/day each: *clairvoyance, hypnotic pattern, stinking cloud, telekinesis*

1/day each: *confusion, dominate person, suggestion*

ACTIONS

Multiattack. The crystalline monolith makes two slam attacks or two mind spear attacks. If both slam attacks hit a Large or smaller target, the target must succeed on a DC 14 Constitution saving throw or begin to turn to crystal and is restrained. The restrained creature must repeat the saving throw at the end of its next turn, becoming petrified on a failure or ending the effect on a success.

Slam. *Melee Weapon Attack:* +5 to hit, reach 10 ft., one target. *Hit:* 11 (2d8 + 2) bludgeoning damage.

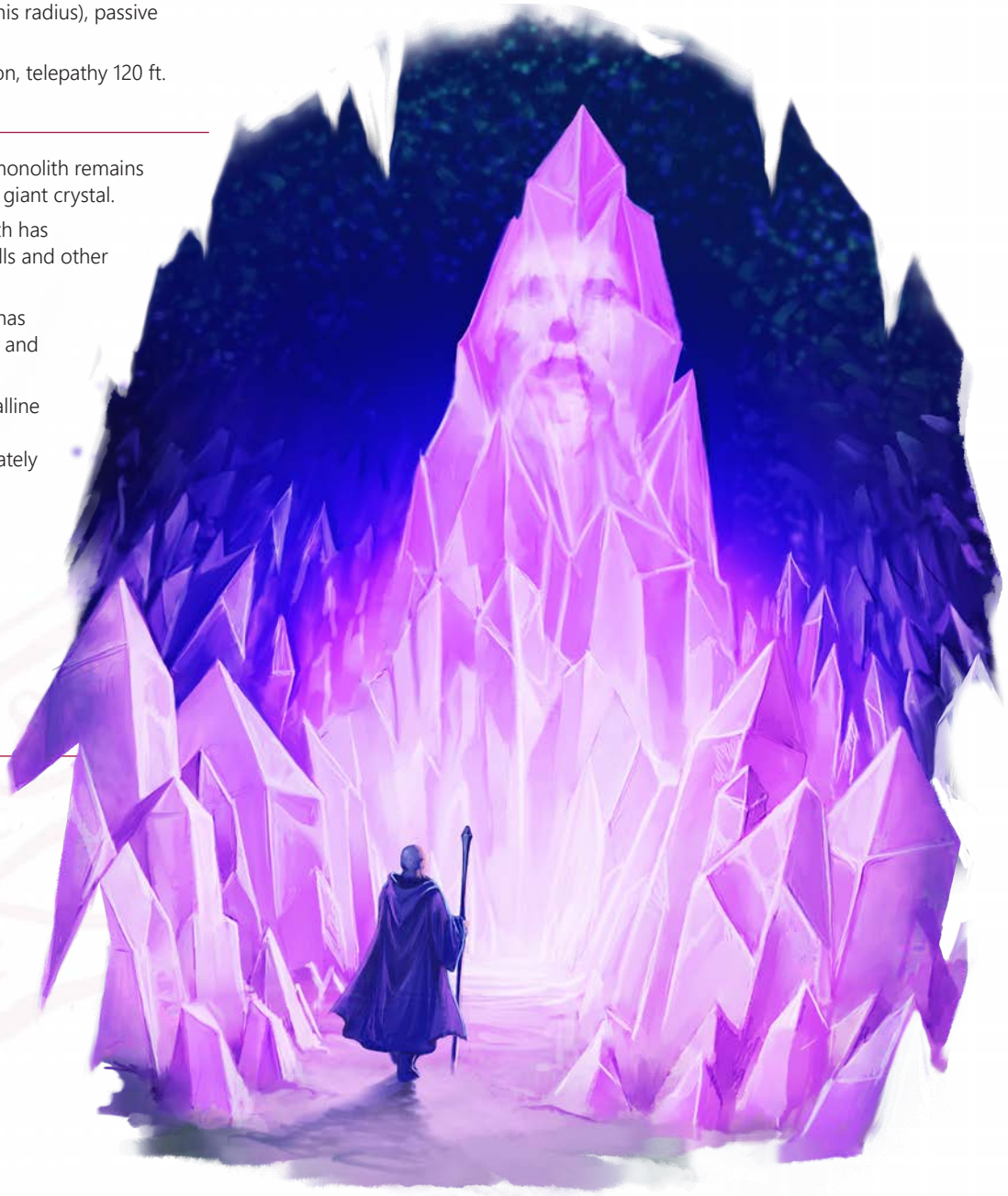
Mind Spear. *Ranged Spell Attack*: +7 to hit, ranged 30 ft., one target. *Hit:* 14 (4d6) psychic damage.

Psychic Burst (Recharge 5-6). The crystalline monolith emits a burst of psychic energy in a 30-foot cone. Each creature in that area must succeed on a DC 15 Intelligence saving throw or take 28 (8d6) psychic damage and be stunned for 1 minute. A creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

LEGENDARY ACTIONS

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

Detect. The crystalline monolith makes a Wisdom (Perception) check.



Teleport (Costs 2 Actions). The crystalline monolith magically teleports up to 120 feet to an unoccupied space it can see.

Cast a Spell (Costs 3 Actions). The crystalline monolith casts a spell from its list of innate spells, expending a daily use as normal.

CURSED MULTITUDE

The restless dwarven corpses of the cursed multitude climb over each other to reach their targets, releasing plaintive, sorrowful moans.

Cursed Dwarves. A great kingdom of reaver dwarves fell during a terrible winter. No one knows how, but it is certain the kingdom was felled from the inside. Many blame the frost giants, winter gods, wily fey, and even demons from the endless Void. Whatever the truth, its people remain in the fallen kingdom, cursed to wander between life and death in the forest and ruins of their ancient home.

Unintentional Killers. When the cursed dwarves encounter a lost traveler in the forest around their fallen city, they reach out to the traveler, seeking lost companionship. Unfortunately, the rush of dwarven citizens spouting bits of their previous lives often overwhelms the traveler, driving the traveler out of the forest or out of its mind—if the crush of undead bodies doesn't kill the traveler first.

CURSED MULTITUDE

Huge swarm of Medium undead, unaligned

ARMOR CLASS 12 (natural armor)

HIT POINTS 133 (14d12 + 42)

SPEED 25 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	10 (+0)	16 (+3)	4 (–3)	10 (+0)	8 (–1)

DAMAGE VULNERABILITIES radiant

DAMAGE RESISTANCES necrotic; bludgeoning, piercing, slashing

DAMAGE IMMUNITIES poison

CONDITION IMMUNITIES charmed, frightened, exhaustion, grappled, paralyzed, petrified, poisoned, prone, restrained, stunned

SENSES darkvision 60 ft., passive Perception 10

LANGUAGES understands Common and Dwarvish but can't speak

CHALLENGE 6 (2,300 XP)

Swarm. The cursed multitude can occupy another creature's space and vice versa, and the cursed multitude can move through any opening large enough for a Medium humanoid. The cursed multitude can't regain hp or gain temporary hp.

Terrifying Presence. Any living creature that starts its turn in the same space as the cursed multitude must succeed on a DC 15 Wisdom saving throw or become frightened. This condition lasts for as long as the creature continues to occupy the same space as the cursed multitude or for 1 minute after the creature is no longer occupying the same space. After it is no longer in the same space as the cursed multitude, the frightened creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success. If a creature's saving throw is successful or the effect ends for it, the creature is immune to the cursed multitude's Terrifying Presence for the next 24 hours.

ACTIONS

Multiattack. The cursed multitude makes three melee attacks.

Bite. *Melee Weapon Attack:* +6 to hit, range 0 ft., one target in the cursed multitude's space. *Hit:* 14 (4d6) piercing damage, or 7 (2d6) if the cursed multitude has half its hit points or fewer.

Claw. *Melee Weapon Attack:* +6 to hit, range 0 ft., one target in the cursed multitude's space. *Hit:* 14 (4d6) slashing damage, or 7 (2d6) if the cursed multitude has half its hit points or fewer.

Slam. *Melee Weapon Attack:* +6 to hit, range 0 ft., one target in the cursed multitude's space. *Hit:* 14 (4d6) bludgeoning damage, or 7 (2d6) if the cursed multitude has half its hit points or fewer.

DEMON LORD, HRIGGALA, THE JAWS OF VARDESAIN

Some demons plot, destroy, and smash their way to power. Hriggala is a simpler demon lord, devouring and destroying all who oppose it. A hundred thousand souls have been extinguished in its jaws.

Hriggala is the great crawling wyrm who serves the Unsated God Vardesain in malign and destructive forms. Those devotees who claim to have seen the herald of the Ghoul-God in visions tell of an enormous shadow which moves like a wave in the sea with an ill-defined outline, sprouting tendrils which twist and probe like whirlwinds. A low, rhythmic, roaring buzz, as though a droning hive has replaced a beating heart, announces its coming. Hriggala utterly devours any living thing it touches.

Growing Void. Hriggala embodies all-consuming, maddening, bottomless hunger. Some of those who worship the Hunger God have found transcendence within its depths; others merely madness and endless gluttony. Ghouls and ghasts, cannibals and madmen, and those who would harness the power in deprivation and gluttony pay homage to Hriggala as the prophet and factotum of the Hunger God—or as a power in its own right.

Invitation to the Feast. The demon lord itself urges its followers on with apocalyptic visions experienced at the bitter end of starvation or in acts of unrivaled gluttony, revealing the primacy of those who feast over those who serve and those who are feasted upon.

HRIGGALA, JAWS OF VARDESAIN

Huge fiend (demon), chaotic evil

ARMOR CLASS 19 (natural armor)

HIT POINTS 350 (28d12 + 168)

SPEED 40 ft.

STR	DEX	CON	INT	WIS	CHA
24 (+7)	19 (+4)	23 (+6)	14 (+2)	20 (+5)	22 (+6)

SAVING THROWS Dex +11, Con +13, Wis +12, Cha +13

SKILLS Athletics +14, Insight +12, Intimidation +13, Perception +12, Stealth +11

DAMAGE RESISTANCES cold, fire, lightning

DAMAGE IMMUNITIES poison; bludgeoning, piercing, and slashing from nonmagical attacks

CONDITION IMMUNITIES charmed, exhaustion, frightened, paralyzed, poisoned

SENSES truesight 120 ft., passive Perception 22

LANGUAGES all, telepathy 120 ft.

CHALLENGE 23 (50,000 XP)

Legendary Resistance (3/Day). If Hriggala fails a saving throw, it can choose to succeed instead.

Magic Resistance. Hriggala has advantage on saving throws against spells and other magical effects.

Magic Weapons. Hriggala's weapon attacks are magical.

Innate Spellcasting. Hriggala's spellcasting ability is Charisma (spell save DC 21, +13 to hit with spell attacks). It can innately cast the following spells, requiring no material components:

At will: *confusion, detect magic, dispel magic*

3/day each: *black tentacles, blight, contagion, create undead, telekinesis, teleport*

1/day: *greater invisibility*

ACTIONS

Multiattack. Hriggala makes three tendril attacks.

Tendril. *Melee Weapon Attack:* +14 to hit, reach 10 ft., one target. *Hit:* 31 (7d6 + 7) bludgeoning damage and the creature must succeed on a DC 18 Constitution saving throw or its hp maximum is reduced by an amount equal to the damage taken. This reduction lasts until the creature finishes a long rest. The creature dies if this effect reduces its hp maximum to 0. No physical trace of the creature remains when killed in this way.

Legendary Actions

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

Move. Hriggala moves up to its speed without provoking opportunity attacks.

Insatiable Hunger (Costs 2 Actions). Hriggala targets a creature it can see within 120 feet of it that isn't a construct. The creature must succeed on a DC 20 Wisdom saving throw or be compelled to forego all other actions in favor of attempting to eat the creature nearest to it when the effect occurs. A creature affected by Insatiable Hunger gains a bite attack that deals 2d6 + its Strength modifier piercing damage and an extra 1d6 necrotic damage to creatures who fail on a DC 14 Constitution saving throw. The affected target is proficient with the bite attack.

If no creature is near enough for the target to move to and attack, the affected target must move as close as it can to the nearest creature. This is a charm effect and lasts until Hriggala uses this action again or dies. The creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

Cast a Spell (Costs 3 Actions). Hriggala casts a spell from its list of innate spells, expending a daily use as normal.

DERRO SHADOWSEEKER

This blue-skinned creature wears leather armor smeared with blood and filth. The dagger it wields is immaculate, however. Its milky white eyes complement equally white hair, which sprouts chaotically from its head in a multitude of directions. Its movements are twitchy and unpredictable.

Erratic Combatants. Derro shadowseekers manifest their insanity in their physicality. They seem to have a continual series of muscle spasms that control their movements. Their apparent randomness is distracting, which enables them to land killing blows with their daggers. The bafflement they cause in combat also allows them to move about the battlefield without heed for their safety, as practiced blows fail to land on them.

Unreliable Allies. Shadowseekers are aware they are more effective when allying with other creatures, but their insanity sometimes makes them detest working with others. If a situation forces shadowseekers to work with allies, they often mock their ostensible partners and work to maneuver their allies into unfavorable positions. A squabbling group of shadowseekers invokes a bewildering array of threats and ridicule that often throws off their foes.

DERRO SHADOWSEEKER

Small humanoid (derro), chaotic evil

ARMOR CLASS 17 (studded leather)

HIT POINTS 112 (15d6 + 60)

SPEED 30 ft.

STR	DEX	CON	INT	WIS	CHA
9 (–1)	20 (+5)	18 (+4)	13 (+1)	7 (–2)	14 (+2)

SAVING THROWS Cha +5

SKILLS Acrobatics +8, Perception +1, Sleight of Hand +8, Stealth +8

SENSES darkvision 120 ft., passive Perception 11

LANGUAGES Common, Dwarvish, Undercommon

CHALLENGE 6 (2,300 XP)

Erratic Movement. The shadowseeker can take the Disengage or Hide action as a bonus action on each of its turns. In addition, opportunity attacks against the shadowseeker are made with disadvantage.

Evasion. If the shadowseeker is subjected to an effect that allows it to make a Dexterity saving throw to take only half damage, the shadowseeker instead takes no damage if it succeeds on the saving throw, and only half damage if it fails.

Magic Resistance. The shadowseeker has advantage on saving throws against spells and other magical effects.

Sneak Attack (1/Turn). The shadowseeker deals an extra 14 (4d6) damage when it hits a target with a weapon attack and has advantage on the attack roll, or when the target is within 5 feet of an ally of the shadowseeker that isn't incapacitated and the shadowseeker doesn't have disadvantage on the attack roll.

Sunlight Sensitivity. While in sunlight, the shadowseeker has disadvantage on attack rolls, as well as on Wisdom (Perception) checks that rely on sight.

ACTIONS

Multiattack. The derro shadowseeker makes three melee attacks.

Dagger. Melee or *Ranged Weapon Attack:* +8 to hit, reach 5 ft. or range 20/60 ft., one target. *Hit:* 7 (1d4 + 5) piercing damage.

Light Crossbow. *Ranged Weapon Attack:* +8 to hit, range 80/320 ft., one target. *Hit:* 9 (1d8 + 5) piercing damage.

Maddening Convulsions (Recharge 5–6). The derro shadowseeker's body contorts and spasms in bizarre ways, confounding creatures. Each non-derro creature within 5 feet of the shadowseeker that can see it must succeed on a DC 15 Wisdom saving throw or be affected as if by a *confusion* spell for 1 minute. A creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success. If a creature's saving throw is successful or the effect ends for it, the creature is immune to the shadowseeker's Maddening Convulsions for the next 24 hours.

DRAKE, CAVE

Widely-spaced, large eyes sit on either side of the dragon's broad, flat head, and sharp, curving teeth fill its fearsome maw. It clings to the ceiling, silently waiting for prey to appear below.

Highly adapted to hunting underground, this lesser cousin of true dragons stalks cavern passages for prey.

Patient Predator. An adult cave drake is between ten and fifteen feet long, with a thin, whip-like tail that nearly doubles its overall length. Its scales are dull and colored to match the surrounding stone. A cave drake hunts by lying in wait for prey to pass, often hanging from a wall or ceiling, before ambushing with its blinding venom. The drake then tracks the blinded creature as it flees, using a keen sense of smell and the creature's disorientation to follow it. A cave drake will follow prey patiently for miles, unless its quarry wanders into the territory of another cave drake.

Solitary Hunter. The cave drake is a lone predator. It typically lairs in high-roofed caverns, atop sheer ledges, or other areas where it can take advantage of its superior climbing ability. Each cave drake claims a wide expanse

of tunnels and caverns as its territory. A cave drake will fight to defend its territory from all other creatures, including other cave drakes, with the exception of mating season when territories fluctuate as female drakes search for mates. A female cave drake will lay two to five eggs, raising the young until they are able to hunt on their own, then driving them out.

Hoards. Like their true dragon kin, cave drakes collect treasure, favoring shiny metals and sparkling gemstones. They will often arrange such treasures near phosphorescent fungi, glowing crystals, or other sources of light. Unlike true dragons, cave drakes are not overly protective or jealous of their hoards. The more cunning of their kind often use such objects as bait to draw out greedy prey while they wait in ambush.

CAVE DRAKE

Large dragon, neutral

ARMOR CLASS 13 (natural armor)

HIT POINTS 95 (10d10 + 40)

SPEED 30 ft., climb 30 ft.

STR	DEX	CON	INT	WIS	CHA
17 (+3)	14 (+2)	18 (+4)	6 (–3)	13 (+1)	11 (+0)

SKILLS Perception +3, Stealth +4, Survival +3
DAMAGE IMMUNITIES poison
CONDITION IMMUNITIES poisoned
SENSES darkvision 90 ft., passive Perception 13
LANGUAGES Draconic
CHALLENGE 3 (700 XP)

Ambusher. In the first round of combat, the cave drake has advantage on attack rolls against any creature it has surprised.

Keen Smell. The cave drake has advantage on Wisdom (Perception) checks that rely on smell.

Spider Climb. The cave drake can climb difficult surfaces, including upside down on ceilings, without needing to make an ability check.

Stone Camouflage. The cave drake has advantage on Dexterity (Stealth) checks made to hide in rocky terrain.

ACTIONS

Multiattack. The cave drake makes three attacks: one with its bite and two with its claws.

Bite. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 10 (2d6 + 3) piercing damage.

Claw. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 7 (1d8 + 3) slashing damage.

Blinding Spit (Recharge 5-6). *Ranged Weapon Attack:* +4 to hit, range 30 ft., one target. *Hit:* The target is poisoned for 1 minute and must succeed on a DC 13 Constitution saving throw or be blinded while poisoned in this way.

DRAKE, LIGHT

The light drake is a small, bulky dragon with two legs and two wings. It has glowing, yellow eyes, and light reflects easily off its golden scales.

Light Bringers. Light drakes are obsessed with bringing light into dark places, and often inhabit the darkest parts of the world. They use their light to aid lost travelers and defeat the dark denizens of the Underworld. They are regularly hunted by such denizens who offer large rewards for their golden hides.

Social Trinket Collectors. Light drakes are social creatures that live in small, glowing colonies in the caverns of the Underworld. Like their larger cousins, they enjoy collecting trinkets, though they prefer objects made of bright metals or iridescent stones. They often adorn themselves with such trinkets and use their light magic to make the trinkets shine. Light drakes tend to sleep together in piles for warmth and light in the cold darkness of the Underworld, which has led to many a thief inadvertently stumbling into a colony of the jewelry-coated sleeping drakes after mistaking them for a pile of glittering gold and jewels.

Undead Slayers. Light drakes despise undead and creatures that use light, or the absence of light, to prey on innocents. They have a particularly strong hatred for will-o'-wisps. When a will-o'-wisp has been spotted in a light drake colony's territory, packs of the drakes tirelessly hunt for the creature until it is slain.

LIGHT DRAKE

Tiny dragon, neutral good
ARMOR CLASS 13
HIT POINTS 24 (7d4 + 7)
SPEED 20 ft., fly 60 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
7 (–2)	16 (+3)	13 (+1)	8 (–1)	12 (+1)	14 (+2)

SKILLS Acrobatics +5, Perception +3
DAMAGE RESISTANCES radiant

SENSES darkvision 60 ft., passive Perception 13
LANGUAGES Common, Draconic
CHALLENGE 1/2 (100 XP)

Reflective Scales. When a light drake is within 5 feet of a source of light, that source of light sheds bright light and dim light for an additional 10 feet. While the light drake wears or carries an object that sheds light from the *daylight* spell, the light within 10 feet of the drake is sunlight.

Innate Spellcasting. The light drake's innate spellcasting ability is Charisma (spell save DC 12, +4 to hit with spell attacks). It can innately cast the following spells, requiring no material components:

At will: *dancing lights, light, locate animals or plants*, sacred flame**

3/day each: *color spray, faerie fire*

*if using the *Midgard Heroes Handbook*, replace the indicated spells with *guiding star* and *starburst*, respectively

ACTIONS

Bite. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 6 (1d6 + 3) piercing damage.

Breath Weapon (Recharge 6). A light drake can breathe a 30-foot line of brilliant white light. Each creature in that line must make a DC 13 Dexterity saving throw. On a failure, a creature takes 5 (2d4) radiant damage and is blinded for 1 minute. On a success, a creature takes half the damage but isn't blinded. A blinded creature can make a DC 13 Constitution saving throw at the end of each of its turns, ending the effect on itself on a success.

LIGHT DRAKE FAMILIARS

Some light drakes are willing to serve good-aligned spellcasters as a familiar. Such light drakes have the following trait.

Familiar. The light drake can serve another creature as a familiar, forming a magic, telepathic bond with that willing companion. While the two are bonded, the companion can sense what the light drake senses as long as they are within 1 mile of each other. While the light drake is within 10 feet of its companion, the companion gains the sacred flame* cantrip, using the companion's spell save DC or the light drake's, whichever is higher. At any time and for any reason, the light drake can end its service as a familiar, ending the telepathic bond.

*if using the *Midgard Heroes Handbook*, the companion instead gains the *starburst* cantrip

EMPEROR'S HYENA

As their name implies, emperor's hyenas are undead hyenas that have been magically enhanced and tied to the emperor of the ghouls. With rotting, matted fur, missing teeth, and baleful yellow eyes, they are easily mistaken for simple undead beasts. Their appearance belies a relentless cunning.

Gifts from the God of Death. The method of creation of Emperor's hyenas was a gift given directly to the Ghoul Emperor by Anu-Akma and has been entrusted to only a few necrophages. Emperor's hyenas can be created only from hyenas that were anointed protectors of the god's holy places when they were alive. Their scarcity means they are primarily used as messengers and guardians for the emperor. The emperor rarely sends them to attack enemies unless the enemy has truly angered him. The emperor of the ghouls is seldom seen without a pair of emperor's hyenas by his side. When he moves publicly, every available emperor's hyena is deployed to ensure his safety.

Voice of the Emperor. Emperor's hyenas act as messengers throughout the empire when the emperor needs to send a messenger hardier than a ghoul bat. Though the hyenas are incapable of speaking on their own, the emperor can whisper a message into the ear of an emperor's hyena, and the hyena can speak the message in the emperor's own voice.

Undead Nature. Emperor's hyenas don't require air, food, drink, or sleep.

EMPEROR'S HYENA

Medium undead, neutral evil

ARMOR CLASS 14 (natural armor)
HIT POINTS 91 (14d8 + 28)
SPEED 50 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	14 (+2)	15 (+2)	6 (–2)	10 (+0)	8 (–1)

SAVING THROWS Dex +4
SKILLS Perception +2
DAMAGE RESISTANCES cold, necrotic; bludgeoning, piercing, and slashing from nonmagical attacks
DAMAGE IMMUNITIES poison
CONDITION IMMUNITIES charmed, exhaustion, poisoned
SENSES darkvision 60 ft., passive Perception 12
LANGUAGES understands Common and Darakhul but can't speak
CHALLENGE 4 (1,100 XP)

Pack Tactics. The emperor's hyena has advantage on attack rolls against a creature if at least one of the hyena's allies is within 5 feet of the creature and the ally isn't incapacitated.

Stench. Any creature that starts its turn within 5 feet of the emperor's hyena must succeed on a DC 12 Constitution saving throw or be poisoned until the start of its next turn. On a successful saving throw, the creature is immune to the emperor's hyena's Stench for 24 hours.

Turning Resistance. The emperor's hyena has advantage on saving throws against any effect that turns undead.

ACTIONS

Multiattack. The emperor's hyena makes two bite attacks.

Bite. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 6 (1d6 + 3) piercing damage and 10 (3d6) necrotic damage.

Black Breath (Recharge 5–6). The emperor's hyena breathes a 15-foot cone of noxious black vapor. Each creature in the area that isn't an undead or a construct must make a DC 12 Constitution saving throw, taking 14 (4d6) necrotic damage on a failed save, or half as much damage on a successful one. If the saving throw fails by 5 or more, the creature gains 1 level of exhaustion. This exhaustion lasts until the creature finishes a short or long rest.

GHOUL, BEGGAR

This emaciated, gray husk of a creature wears rags and picks hungrily at a sliver of bone. It moves in a crouch so low that it's almost crawling, but its eyes glow like flickering coals and it exudes a desperate ferocity with each rot-fouled breath.

Lesser Ghouls. Most citizens of the ghoul empire are not darakhul but lesser strains of ghouls and ghasts. Beggar ghouls are by far the weakest of these. Though they make up the majority of any military action involving the legions, they are employed as fodder, and the most wretched of them are barely suitable even for that. They eke out miserable livings by scrounging for food near the surface or by begging in the ghoul cities.

Withered and Deprived. Thin and emaciated even for undead, beggar ghouls are shriveled versions of their standard cousins—little more than flesh-covered skeletons. While some beggar ghouls spend their entire existence in undeath as this weak strain, at least a few were once stronger ghouls who withered when they were trapped far from sources of flesh. Others were exiled from the empire without the resources to fend for themselves.

Hungry Dead Nature. The ghoul requires no air or sleep.

BEGGAR GHOUL

Medium undead, chaotic evil

ARMOR CLASS 12

HIT POINTS 13 (3d8)

SPEED 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	15 (+2)	10 (+0)	12 (+1)	11 (+0)	14 (+2)

DAMAGE IMMUNITIES poison

CONDITION IMMUNITIES charmed, exhaustion, poisoned

SENSES darkvision 60 ft., passive Perception 10

LANGUAGES Undercommon

CHALLENGE 1/2 (100 XP)

Pack Tactics. The beggar ghoul has advantage on attack rolls against a creature if at least one of the beggar ghoul's allies is within 5 feet of the creature and the ally isn't incapacitated.

Savage Hunger. Its bite attack is a critical hit if the beggar ghoul bites a creature it has surprised.

ACTIONS

Bite. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 9 (2d6 + 2) piercing damage.

Claws. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 7 (2d4 + 2) slashing damage. If the target is a creature other than an elf or undead, it must succeed on a DC 10 Constitution saving throw or be paralyzed for 1 minute. A paralyzed target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

GHOUL, BLOATED

Bloated ghouls are ghouls who have engaged in ritual gorging on the flesh of hundreds of humanoids. Followers of the Bloated Path, the ghouls' bodies swell with undigested meat and bone. They eventually become pot-bellied undead maddened with hunger. A bloated ghoul's lair is often slick with spilled blood and guts, which it happily licks off the floor and walls.

Hungry Dead Nature. The ghoul requires no air or sleep.

BLOATED GHOUL

Medium undead, neutral evil

ARMOR CLASS 14 (natural armor)

HIT POINTS 142 (19d8 + 57)

SPEED 20 ft.

STR	DEX	CON	INT	WIS	CHA
17 (+3)	10 (+0)	16 (+3)	11 (+0)	12 (+1)	13 (+1)

DAMAGE RESISTANCES necrotic, slashing

DAMAGE IMMUNITIES poison

CONDITION IMMUNITIES charmed, exhaustion, poisoned

SENSES darkvision 60 ft., passive Perception 11

LANGUAGES Common, Darakhul, Undercommon

CHALLENGE 6 (2,300 XP)

Turning Defiance. The bloated ghoul and any ghouls within 30 feet of it have advantage on saving throws against effects that turn undead.

Unholy Stench. When the bloated ghoul takes piercing or slashing damage, noxious vapors burst from its distended stomach. Each creature within 10 feet of it must succeed on a DC 14 Constitution saving throw or take 7 (2d6) poison damage and be poisoned until the end of its next turn.

ACTIONS

Multiattack. The bloated ghoul makes one bite attack and one claw attack.

Bite. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 16 (3d8 + 3) piercing damage, and, if the target is a humanoid, it must succeed on a DC 14 Constitution saving throw or contract darakhul fever.

Claw. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 13 (3d6 + 3) slashing damage. If the target is a creature other than an undead, it must succeed on a DC 14 Constitution saving throw or have its speed halved and have disadvantage on Dexterity-based checks and saving throws for 1 minute. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

Hideous Feast. The bloated ghoul feeds on a corpse within 5 feet of it that is less than 1 week old. It regains 1d8 hit points per size category of the creature it consumes. For example, the ghoul regains 1d8 hit points when consuming a Tiny creature or 4d8 hit points when consuming a Large creature. The bloated ghoul can't use Hideous Feast on a corpse if it or another bloated ghoul has already used Hideous Feast on the corpse.

GHOUL, BONEPOWDER

Distilled to nothing but dry, whispering sand and a full set of teeth, a bonepowder ghoul still hungers for flesh and blood. Its dusty mass is perfected corruption, entirely animated by foul energy.

Starved Into Dust. The bonepowder ghoul is small and unassuming, a pile of dust and bone fragments that resemble a pile of mummy dust or the remnants of a vampire burned by sunlight. Ghouls can achieve this powdery form through long starvation. The process invariably takes decades, which is why so few bonepowder ghouls exist—few ghouls can show such self-restraint. Even

among imperial ghouls, using hunger as a form of torture is considered offensive and is quite rare. A bonepowder ghoul may rise from the remnants of a starved prisoner or a ghoul trapped in a sealed-off cavern, leaving behind its remnant flesh and becoming animated almost purely by hunger, hatred, and the bitter wisdom of long centuries.

Mocking and Hateful. Bonepowder ghouls are creatures of pure evil, seeking to devour, corrupt, and destroy all living things. The only creatures they treat with some affinity are ghouls. Even in that case, their attitude is often mocking, hateful, or condescending. They have some mild respect for darakhul nobles.

Whispering Voices. Most bonepowder ghouls speak at least 4 languages, but their voices are very faint. Just to hear one speaking normally requires a DC 15 Perception check. Undead gain a +8 bonus to this check.

Hungry Dead Nature. The ghoul requires no air or sleep.

BONEPOWDER GHOUL

Small undead, neutral evil

ARMOR CLASS 18 (natural armor)

HIT POINTS 195 (26d6 + 104)

SPEED 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	20 (+5)	18 (+4)	19 (+4)	15 (+2)	18 (+4)

SAVING THROWS Dex +9, Con +8, Wis +6, Cha +8

SKILLS Perception +6, Stealth +9

DAMAGE RESISTANCES cold, lightning; bludgeoning, piercing, and slashing from nonmagical attacks

DAMAGE IMMUNITIES necrotic, poison

CONDITION IMMUNITIES charmed, exhaustion, frightened, paralyzed, poisoned

SENSES darkvision 60 ft., passive Perception 16

LANGUAGES Common, Darakhul, Draconic, Dwarvish

CHALLENGE 12 (8,400 XP)

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

Coalesce. When a bonepowder ghoul drains life force from victims with Gravedust, it can use that energy to transform its shape into a more solid form and maintain it. The new form is Small and semi-transparent but roughly the shape of a normal ghoul. In this form, the ghoul isn't amorphous and can't form a whirlwind, but it can speak normally and manipulate objects. The altered form lasts for 1 minute for every point of necrotic damage it delivered against creatures that aren't undead or constructs.

Turning Defiance. The bonepowder ghoul and any ghouls within 30 feet of it have advantage on saving throws against effects that turn undead.

Innate Spellcasting. The bonepowder ghoul's innate spellcasting ability is Charisma (spell save DC 16, +8 to hit with spell attacks). It can innately cast the following spells, requiring no material components:

At will: *chill touch, darkness, dispel magic, ray of enfeeblement*

3/day: *blindness/deafness, circle of death (10d6)*

1/day: *finger of death*

ACTIONS

Bite. *Melee Weapon Attack:* +9 to hit, reach 5 ft., one target. *Hit:* 18 (3d8 + 5) piercing damage and the target's Strength score is reduced by 1d4. The target dies if this reduces its Strength to 0. Otherwise, the reduction lasts until the target finishes a short or long rest. The target must succeed on a DC 17 Constitution saving throw or be paralyzed for 1d4 + 1 rounds. If the target is a humanoid, it must succeed on a DC 19 Constitution saving throw or contract darakhul fever.

Gravedust. A bonepowder ghoul can project a 40-foot cone of grave dust. Each creature in the area must succeed on a DC 19 Dexterity saving throw or take 18 (4d8) necrotic damage. If the target is a humanoid, it must succeed on a DC 17 Constitution saving throw or contract darakhul fever.

Whirlwind (Recharge 5–6). A bonepowder ghoul creates a whirlwind of bones and teeth. Each creature in a 20-foot cube originating from the ghoul must make a DC 17 Dexterity saving throw. On a failure, a creature takes 66 (12d10) slashing damage and its Strength score is reduced by 1d6. The target dies if this reduces its Strength to 0. Otherwise the reduction lasts until the target finishes a short or long rest. On a success, a creature takes half the slashing damage and its Strength score isn't reduced.

GHOUL, DARAKHUL

In the lightless depths, an empire of devouring ambition grows and plots and dreams. They call themselves the People, but the people of the surface world call them the Lords Subterranean, the Ghoul Imperium, or simply the Empire of the Ghouls. To them, if you are not a member of the People, you are food.

Hungry Dead Nature. The darakhul requires no air or sleep.

DARAKHUL

Medium undead, neutral evil

ARMOR CLASS 16 (scale mail), 18 (scale mail, shield)

HIT POINTS 78 (12d8 + 24)

SPEED 30 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	17 (+3)	14 (+2)	14 (+2)	12 (+1)	12 (+1)

SKILLS Deception +3, Stealth +5

DAMAGE RESISTANCES necrotic

DAMAGE IMMUNITIES poison

DARAKHUL FEVER

Spread mainly through bite wounds, this disease makes itself known within 24 hours by swiftly debilitating the infected. An infected creature must make a DC 17 Constitution saving throw after every long rest. On a failed save, the victim takes 14 (4d6) necrotic damage, and its hp maximum is reduced by an amount equal to the damage taken. This reduction lasts until the victim finishes a long rest after the disease is cured. The victim recovers from the disease by making two consecutive successful saving throws. *Greater restoration* cures the disease, while *lesser restoration* gives the victim advantage on the next saving throw.

Primarily spread among humanoids, the disease can affect ogres, and therefore other giants may be susceptible. If a creature dies while infected with darakhul fever, roll a d20, add the character's Constitution modifier, and find the result on the Adjustment Table below to determine what undead form the victim's body rises in.

Roll	Result
1–9	None; victim is simply dead
10–16	Ghoul
17–20	Ghast
21+	Darakhul

CONDITION IMMUNITIES charmed, exhaustion, poisoned
SENSES darkvision 60 ft., passive Perception 11
LANGUAGES Common, Darakhul
CHALLENGE 3 (700 XP)

Master of Disguise. A darakhul in a prepared disguise has advantage on Charisma (Deception) checks made to pass as a living creature. While using this ability, it loses its Stench.

Stench. Any creature that starts its turn within 5 feet of the darakhul must succeed on a DC 12 Constitution saving throw or be poisoned until the start of its next turn. If a creature's saving throw is successful or the effect ends for it, the creature is immune to the darakhul's Stench for the next 24 hours. A darakhul using this ability can't also benefit from Master of Disguise.

Sunlight Sensitivity. While in sunlight, the darakhul has disadvantage on attack rolls, as well as on Wisdom (Perception) checks that rely on sight.

Turning Defiance. The darakhul and any ghouls within 30 feet of it have advantage on saving throws against effects that turn undead.

ACTIONS

Multiattack. The darakhul makes three melee attacks: one with its bite, one with its claw, and one with its war pick. If the darakhul is using a shield, it instead makes two melee attacks: one with its bite and one with its claw or war pick.

Bite. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 12 (2d8 + 3) piercing damage, and, if the target is a humanoid, it must succeed on a DC 11 Constitution saving throw or contract darakhul fever.

Claw. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 10 (2d6 + 3) slashing damage. If the target is a creature other than an undead, it must succeed on a DC 12 Constitution saving throw or be paralyzed for 1 minute. A paralyzed target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success. If a humanoid is paralyzed for more than 2 rounds, it contracts darakhul fever.

War Pick. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 7 (1d8 + 3) piercing damage.

GHOUL, DARAKHUL CAPTAIN

Leaders of law enforcement units in the cities of the Ghoul Imperium, darakhul captains are stoic and steely darakhul hand-selected by the city's leadership for the role. Captains are dedicated to the Ghoul Imperium and don't take kindly to remarks against their beloved Imperium or Emperor.

Patrol Teams. When on patrol, darakhul captains ride ghoulsteeds (*Creature Codex*, p. 177) and are rarely without a handful of darakhul and ghouls at their sides. Captains in Darakhan, the capital of the Ghoul Imperium, also patrol with one or two emperor's hyenas (see page 284), which report major happenings in the city to the Emperor himself.

Dangerous Position. The position of captain comes with some measure of prestige and power, but it also comes with no end of political danger. Many captains meet their ends not from threats outside the Imperium but from forces within it. If a captain lives long enough to avoid assassination by a rival hoping to win the position, it might meet its end at the claws of its city leader, upset about problems in the city or news the captain delivered.

Hungry Dead Nature. The darakhul requires no air or sleep.

DARAKHUL CAPTAIN

Medium undead, lawful evil

ARMOR CLASS 16 (breastplate)

HIT POINTS 165 (22d8 + 66)

SPEED 30 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	16 (+3)	17 (+3)	14 (+2)	14 (+2)	18 (+4)

SKILLS Animal Handling +6, Insight +6, Intimidation +8, Perception +6

DAMAGE RESISTANCES necrotic

DAMAGE IMMUNITIES poison

CONDITION IMMUNITIES charmed, exhaustion, poisoned

SENSES darkvision 60 ft., passive Perception 16

LANGUAGES Common, Darakhul, Undercommon

CHALLENGE 9 (5,000 XP)

Master of Disguise. A darakhul in a prepared disguise has advantage on Charisma (Deception) checks made to pass as a living creature. While using this ability, it loses its Stench.

Necrotic Weapons. The darakhul captain's weapon attacks are magical. When the captain hits with any weapon, the weapon deals an extra 2d6 necrotic damage (included in the attack).

Stench. Any creature that starts its turn within 5 feet of the darakhul must succeed on a DC 15 Constitution saving throw or be poisoned until the start of its next turn. On a successful saving throw, the creature is immune to the darakhul's Stench for 24 hours.

Sunlight Sensitivity. While in sunlight, the darakhul has disadvantage on attack rolls, as well as on Wisdom (Perception) checks that rely on sight.

Turning Defiance. The darakhul and any ghouls within 30 feet of it have advantage on saving throws against effects that turn undead.

ACTIONS

Multiattack. The darakhul captain makes three attacks: one with its bite, one with its claw, and one with its longsword. Alternatively, it can make four attacks with its longsword.

Bite. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. *Hit:* 13 (2d8 + 4) piercing damage plus 7 (2d6) necrotic damage. If the target is a humanoid, it must succeed on a DC 15 Constitution saving throw or contract darakhul fever.

Claw. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. *Hit:* 11 (2d6 + 4) slashing damage plus 7 (2d6) necrotic damage. If the target is a creature other than an undead, it must succeed on a DC 15 Constitution saving throw or be paralyzed for 1 minute. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success. If a humanoid is paralyzed for more than 2 rounds, it contracts darakhul fever.

Longsword. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. *Hit:* 8 (1d8 + 4) slashing damage, or 9 (1d10 + 4) slashing damage if used with two hands, plus 7 (2d6) necrotic damage.

Heavy Crossbow. *Ranged Weapon Attack:* +7 to hit, range 100/400 ft., one target. *Hit:* 8 (1d10 + 3) piercing damage plus 7 (2d6) necrotic damage.

Imperial Conscription (Recharge 6). The darakhul captain targets one incapacitated creature it can see within 30 feet. The target must make a DC 15 Wisdom saving throw, taking 27 (5d10) necrotic damage on a failed save, or half as much damage on a successful one. The target's hit point maximum is reduced by an amount equal to the damage taken. This reduction lasts until the target finishes a long rest. If the victim has darakhul fever, this reduction can't be removed until the victim recovers from the disease. The target dies if this effect reduces its hit point maximum to 0.

A humanoid slain by this attack rises as a ghast 1d4 hours later under the darakhul captain's control, unless the humanoid is restored to life or its body is destroyed. The captain can have no more than four ghasts under its control at one time.

Leadership (Recharges after a Short or Long Rest). For 1 minute, the darakhul captain can utter a special command or warning whenever a nonhostile creature that it can see within 30 feet of it makes an attack roll or a saving throw. The creature can add a d4 to its roll provided it can hear and understand the captain. A creature can benefit from only one Leadership die at a time. This effect ends if the captain is incapacitated.

GHOUL, DARAKHUL HIGH PRIESTESS

Though all darakhul acknowledge dark gods, the priestess holds a closer link than most—always first to the feast, dividing out the choice morsels, intoning the words of hideous praise for the feast.

An emissary of the Hunger God, the darakhul high priestess summons her ever-ravenous people to the feast. Leading rites of slaughter and gluttony or handing out punishments and oaths of deprivation, she exercises a great deal of control over her charges.

Bone Cracking. The marrow is considered a delicacy among the darakhul—difficult to reach, rich in flavor. The high priestess traditionally awards the first marrow bone to the altar or cracks it herself on a battlefield, shouting a note of praise (literally, "blessed marrow") during this ritual.

Vestments and Knives. The unholy garments of a darakhul priestess vary wildly in style, from formal robes stitched with black thread and set with garnet and rubies, to the more practical sacrificial robes of tooled leather, which resemble a butcher's apron. A priestess of the darakhul always carries a ritual flensing knife; it is never used in combat, only in the aftermath.

Hungry Dead Nature. The darakhul requires no air or sleep.

DARAKHUL HIGH PRIESTESS

Medium undead, neutral evil

ARMOR CLASS 17 (half plate)

HIT POINTS 112 (15d8 + 45)

SPEED 30 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	14 (+2)	16 (+3)	12 (+1)	18 (+4)	15 (+2)

SAVING THROWS Wis +8, Cha +6

SKILLS Deception +6, Insight +8, Religion +5

DAMAGE RESISTANCES necrotic

DAMAGE IMMUNITIES poison

CONDITION IMMUNITIES charmed, exhaustion, poisoned

SENSES darkvision 60 ft., passive Perception 14

LANGUAGES Common, Darakhul

CHALLENGE 9 (5,000 XP)

Frenzy. The darakhul high priestess can make three extra bite attacks on her turn as a bonus action. If any of these attacks miss, all attacks against her have advantage until the end of her next turn.

Master of Disguise. A darakhul in a prepared disguise has advantage on Charisma (Deception) checks made to pass as a living creature. While using this ability, it loses her Stench.

Stench. Any creature that starts its turn within 5 feet of the darakhul must succeed on a DC 15 Constitution saving throw or be poisoned until the start of its next turn. If a creature's saving throw is successful or the effect ends for it, the creature is immune to the darakhul's Stench for the next 24 hours. A darakhul high priestess using this ability can't also benefit from Master of Disguise.

Sunlight Sensitivity. While in sunlight, the darakhul has disadvantage on attack rolls, as well as on Wisdom (Perception) checks that rely on sight.

Turning Defiance. The darakhul high priestess and any ghouls within 30 feet of her have advantage on saving throws against effects that turn undead.

Spellcasting. The darakhul high priestess is a 15th-level spellcaster. Her spellcasting ability is Wisdom (spell save DC 16, +8 to hit with spell attacks). She has the following cleric spells prepared:

Cantrips (at will): *guidance, mending, resistance, sacred flame, spare the dying, thaumaturgy*

1st level (4 slots): *bane, command, inflict wounds, protection from evil and good, shield of faith*

2nd level (3 slots): *blindness/deafness, hold person, spiritual weapon*

3rd level (3 slots): *animate dead, bestow curse, protection from energy, spirit guardians*

4th level (3 slots): *banishment, stone shape*

5th level (2 slot): *contagion, insect plague*

6th level (1 slot): *create undead*

7th level (1 slot): *regenerate*

8th level (1 slot): *antimagic field*

ACTIONS

Multiattack. The darakhul high priestess makes two claw attacks and one bite attack.

Bite. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one creature. *Hit:* 6 (1d6 + 3) piercing damage plus 9 (2d8) necrotic damage and, if the target is a humanoid, it must succeed on a DC 16 Constitution saving throw or contract darakhul fever.

Claw. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 10 (2d6 + 3) slashing damage. If the target is a creature other than an undead, it must succeed on a DC 16 Constitution saving throw or be paralyzed for 1 minute. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success. If a humanoid is paralyzed for more than 2 rounds, it contracts darakhul fever.

GHOUL, DARAKHUL SHADOWMANCER

Relishing the darkness feared by others, the shadowmancer's undeath grants it nothing but time to study its art.

Servants of Alquam. While most darakhul follow the Hunger God, many shadowmancers praise the Demon Lord of Night, Alquam (*Tome of Beasts*, p. 84).

Never Alone. A shadowmancer is rarely encountered alone; it is regularly accompanied by shadow guardians, shadow skeletons (see page 342), or other horrors.

Frequent Spies. Often called upon by their emperor to serve as spies among the cities of the surface world or as emissaries to the shadow fey, darakhul shadowmancers may be encountered virtually anywhere.

Hungry Dead Nature. The darakhul requires no air or sleep.

DARAKHUL SHADOWMANCER

Medium undead, neutral evil

ARMOR CLASS 12 (15 with *mage armor*)

HIT POINTS 52 (8d8 + 16)

SPEED 30 ft.

STR	DEX	CON	INT	WIS	CHA
12 (+1)	16 (+3)	14 (+2)	18 (+4)	13 (+1)	9 (–1)

SAVING THROWS Int +6, Wis +3

SKILLS Arcana +6, Deception +1, Investigation +6, Stealth +7

DAMAGE RESISTANCES necrotic

DAMAGE IMMUNITIES poison

CONDITION IMMUNITIES charmed, exhaustion, poisoned

SENSES darkvision 60 ft., passive Perception 11

LANGUAGES Common, Darakhul, Umbral

CHALLENGE 4 (1,100 XP)

Master of Disguise. A darakhul in a prepared disguise has advantage on Charisma (Deception) checks made to pass as a living creature. While using this ability, it loses its Stench.

Shadow Stealth. While in dim light or darkness, the darakhul shadowmancer can take the Hide action as a bonus action.

Stench. Any creature that starts its turn within 5 feet of the darakhul must succeed on a DC 13 Constitution saving throw or be poisoned until the start of its next turn. If a creature's saving throw is successful or the effect ends for it, the creature is immune to the darakhul's Stench for the next 24 hours. A darakhul shadowmancer using this ability can't also benefit from Master of Disguise.

Sunlight Sensitivity. While in sunlight, the darakhul has disadvantage on attack rolls, as well as on Wisdom (Perception) checks that rely on sight.

Turning Defiance. The darakhul shadowmancer and any ghouls within 30 feet of it have advantage on saving throws against effects that turn undead.

Spellcasting. The shadowmancer is a 9th-level spellcaster. Its spellcasting ability is Intelligence (spell save DC 14, +6 to hit with spell attacks). It has the following wizard spells prepared:

Cantrips (at will): *acid splash, chill touch, mage hand, mending*

1st level (4 slots): *mage armor, ray of sickness, silent image*

2nd level (3 slots): *misty step, scorching ray, see invisibility*

3rd level (3 slots): *animate dead, dispel magic, stinking cloud*

4th level (2 slots): *arcane eye, black tentacles, confusion*

5th level (1 slot): *teleportation circle*

ACTIONS

Multiattack. The darakhul shadowmancer makes two attacks: one with its bite and one with its dagger.

Bite. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one creature. *Hit:* 11 (2d8 + 2) piercing damage, and, if the target is a humanoid, it must succeed on a DC 13 Constitution saving throw or contract darakhul fever.

Dagger. *Melee or Ranged Weapon Attack:* +5 to hit, reach 5 ft. or range 20/60 ft., one target. *Hit:* 4 (1d4 + 2) piercing damage.

GHOUL, DARAKHUL SPY

The eyes and ears of the Ghoul Imperium, darakhul spies originate from all nations and backgrounds and can be found anywhere in Midgard.

Masters of Disguise. Darakhul spies are rarely without a slew of disguises, including wigs, colored pastes, cosmetics, and clothing appropriate for various nationalities and economic levels. Some of the Imperium's best spies have spent decades hiding in plain sight in courts, taverns, and slums across Midgard. Most often their odd behavior, such as taking meals privately or preferring to conduct business after sunset, is waved off as eccentric rather than suspicious.

Complex Network. Darakhul spies might interact with each other without ever knowing they're interacting with another of the Imperium's spies. Each spy has one superior to whom it reports and each superior spy has a separate superior spy to whom it reports. Only the Emperor and his spymaster have knowledge of the intricacies of the Imperium's spy network and even they aren't fully aware of the true identities of its furthest-reaching agents.

Hungry Dead Nature. The darakhul requires no air or sleep.

DARAKHUL SPY

Medium undead, neutral evil

ARMOR CLASS 16 (studded leather)

HIT POINTS 91 (14d8 + 28)

SPEED 30 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	18 (+4)	14 (+2)	14 (+2)	12 (+1)	14 (+2)

SKILLS Deception +5, Perception +4, Stealth +7, Survival +4

DAMAGE RESISTANCES necrotic

DAMAGE IMMUNITIES poison

CONDITION IMMUNITIES charmed, exhaustion, poisoned

DARAKHUL SHADOWMANCERS IN MIDGARD

Most shadowmancers are experts in the use of shadow magic, and some claim they invented the art (the shadow fey dispute this). If using the Midgard setting, change the darakhul shadowmancer's spells to the following (see the *Midgard Heroes Handbook*):

Cantrips (at will): *acid splash, claws of darkness*, douselight*, mage hand*

1st level (4 slots): *black ribbons*, cloak of shadow*, mage armor, ray of sickness*

2nd level (3 slots): *dark path*, darkbolt*, see invisibility*

3rd level (3 slots): *dispel magic, fear, legion**

4th level (2 slots): *arcane eye, shadow monsters**

5th level (1 slot): *shadow realm gateway**

SENSES darkvision 60 ft., passive Perception 14
LANGUAGES Common, Darakhul
CHALLENGE 5 (1,800 XP)

Evasion. If the darakhul spy is subjected to an effect that allows it to make a Dexterity saving throw to take only half damage, it instead takes no damage if it succeeds on the saving throw, and only half damage if it fails.

Master of Disguise. A darakhul in a prepared disguise has advantage on Charisma (Deception) checks made to pass as a living creature. While using this ability, itloses its Stench.

Sneak Attack (1/Turn). The darakhul spy deals an extra 7 (2d6) damage when it hits a target with a weapon attack and has advantage on the attack roll, or when the target is within 5 feet of an ally of the darakhul spy that isn't incapacitated and the darakhul doesn't have disadvantage on the attack roll.

Stench. Any creature that starts its turn within 5 feet of the darakhul must make a successful DC 13 Constitution saving throw or be poisoned until the start of its next turn. If a creature's saving throw is successful or the effect ends for it, the creature is immune to the darakhul's Stench for the next 24 hours. A darakhul using this ability can't also benefit from Master of Disguise.

Sunlight Sensitivity. While in sunlight, the darakhul has disadvantage on attack rolls, as well as on Wisdom (Perception) checks that rely on sight.

Turning Defiance. The darakhul and any ghouls within 30 feet of it have advantage on saving throws against effects that turn undead.

ACTIONS

Multiattack. The darakhul makes three attacks: one with its bite, one with its claw, and one with its shortsword.

Bite. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 13 (2d8 + 4) piercing damage, and, if the target creature is humanoid, it must succeed on a DC 13 Constitution saving throw or contract darakhul fever.

Claw. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 11 (2d6 + 4) slashing damage. If the target is a creature other than an undead, it must make a successful DC 13 Constitution saving throw or be paralyzed for 1 minute. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success. If a humanoid creature is paralyzed for more than 2 rounds, it contracts darakhul fever.

Shortsword. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 7 (1d6 + 4) piercing damage.

Light Crossbow. *Ranged Weapon Attack:* +7 to hit, range 80/320 ft., one target. *Hit:* 8 (1d8 + 4) piercing damage.

GHOUL, EMPEROR

This man of middle years, with black hair and flesh as white as ivory, wears black and purple clothes and a silvery crown set with emeralds. His feet are sheathed in black boots, and his arms and fingers are covered in rich gold and silver jewelry. He holds a skull-topped scepter.

Emperor Nicoforus the Pale rules the empire of the darakhul. The civilized ghouls of the empire carved glory from flesh and stone under Nicoforus' leadership. He led the empire to victory against the dark elves, and now that race is all but extinct in any territory the ghouls control.

Unexpected Courtesy. The emperor muses about what prizes exist under the sky. Emperor Nicoforus has a soul of steel and hunger like the deepest chasms of the underworld. Despite his ambition, he is extremely civilized and urbane, treating even hated enemies with strict courtesy even up to the moment that he devours their bones.

Hungry Dead Nature. The Emperor requires no air or sleep.

THE GHOUL EMPEROR'S LAIR

Emperor Nicoforus's lair is his palace in the center of the White City, the capital of the darakhul empire. He is attended by elite ghoul warriors of the Iron Legion, and his subjects hold him in divine esteem. Anyone who raises a hand against the emperor soon finds themselves opposed by an entire empire.

Lair Actions

On initiative count 20 (losing initiative ties), the Emperor takes a lair action to cause one of the following effects; the Emperor can't use the same effect two rounds in a row:

- Until initiative count 20 on the following round, all creatures other than undead and constructs who take necrotic damage take an additional 7 (2d6) necrotic damage.
- The emperor targets a creature within 30 feet that he can see. The creature must succeed on a DC 15 Constitution saving throw or take 18 (4d8) necrotic damage. The emperor regains hp equal to the damage dealt.
- A wall of ice springs up from a surface within 100 feet of the emperor. The wall is 60 feet long, 10 feet high, and 5 feet thick. A creature in the wall's space when it appears must succeed on a DC 15 Dexterity saving throw or take 10 (3d6) cold damage; then the creature is pushed to either side of the wall (the creature's choice). Each 5-foot section of the wall has AC 10, 15 hit points, resistance to piercing and slashing damage, immunity to cold, poison, and psychic damage, and vulnerability to fire damage. The wall disappears when the Emperor uses this lair action again or when the Emperor dies.

Regional Effects

The region around the Emperor's lair is warped by his magic, which creates one or more of the following effects:

- Creatures within 1 mile of the lair who are infected with darakhul fever have disadvantage on Wisdom saving throws against spells and effects generated by ghouls or darakhul.
- Dead bodies within 1 mile of the lair have an 80 percent chance to reanimate as skeletons or zombies 24 hours after their deaths. These undead never attack ghouls or darakhul but instinctively obey their commands.
- Phantom lights appear within 10 miles of the lair, more frequently the closer they are to the lair. Each light sheds dim light in a 10-foot radius. An undead in this dim light gains 1d6 temporary hp at the start of each of its turns. Temporary hp an undead gains from this regional effect add to any temporary hp the undead gained from this regional effect but not from other effects. The undead's temporary hp can't exceed half its maximum hp.
- If the emperor dies, dead reanimated as skeletons or zombies crumble to dust after 1d10 days. The other effects end immediately.

EMPEROR OF THE GHOULS

Medium undead, neutral evil

ARMOR CLASS 20 (natural armor)

HIT POINTS 204 (24d8 + 96)

SPEED 30 ft., burrow 15 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	14 (+2)	19 (+4)	20 (+5)	17 (+3)	21 (+5)

SAVING THROWS Dex +8, Wis +9

SKILLS Deception +11, Insight +9, Perception +9, Persuasion +11

DAMAGE RESISTANCES cold, necrotic

DAMAGE IMMUNITIES poison; bludgeoning, piercing, and slashing damage from nonmagical attacks

CONDITION IMMUNITIES charmed, exhaustion, frightened, poisoned

SENSES darkvision 120 ft., passive Perception 19

LANGUAGES Common, Darakhul, Draconic, Gnoll, Undercommon

CHALLENGE 20 (25,000 XP)

Legendary Resistance (3/Day). If the Emperor fails a saving throw, he can choose to succeed instead.

Sunlight Sensitivity. While in sunlight, the Emperor has disadvantage on attack rolls, as well as on Wisdom (Perception) checks that rely on sight.

Turn Resistance. The Emperor has advantage on saving throws against effects that turn undead.

Spellcasting. The Emperor is a 17th-level spellcaster. His spellcasting ability is Charisma (spell save DC 19, +11 to hit with spell attacks). He has the following wizard spells prepared:

Cantrips (at will): *chill touch, message, prestidigitation, shocking grasp, true strike*

1st level (4 slots): *charm person, magic missile, shield, thunderwave*

2nd level (3 slots): *hold person, mirror image, misty step*

3rd level (3 slots): *counterspell, fear, fireball*

4th level (3 slots): *blight, dimension door, phantasmal killer*

5th level (2 slots): *cloudkill, dominate person, hold monster*

6th level (1 slot): *circle of death, create undead*

7th level (1 slot): *finger of death, teleport*

8th level (1 slot): *power word stun*

9th level (1 slot): *power word kill*

ACTIONS

Multiattack. The Emperor makes one bite attack and two claw attacks. He can make one attack with his scepter in place of a claw attack.

Bite. *Melee Weapon Attack:* +10 to hit, reach 5 ft., one target. *Hit:* 13 (2d8 + 4) piercing damage, and the target must succeed on a DC 18 Constitution saving throw or contract darakhul fever.

Claw. *Melee Weapon Attack:* +10 to hit, reach 5 ft., one target. *Hit:* 11 (2d6 + 4) slashing damage, and the target must succeed on a DC 18 Constitution saving throw or be paralyzed for 1 minute. A paralyzed creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

Scepter. *Melee Weapon Attack:* +10 to hit, reach 5 ft., one target. *Hit:* 9 (1d10 + 4) bludgeoning damage plus 17 (5d6) necrotic damage.

REACTIONS

Blood Armor. When the Emperor takes damage from a creature he can see within 60 feet of him, the attacker takes necrotic damage equal to half the damage it dealt to the Emperor.

Legendary Actions

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

Attack. The Emperor makes one claw or bite attack.

Cantrip. The Emperor casts a cantrip.

Font of Power (Costs 3 Actions). Roll a d8; the Emperor regains one spell slot of that level or lower.

GHOUL, IMPERIAL

An imperial ghoul stands tall and proud, its gray flesh robust and muscled, and its clothing strangely well kept. Its flickering red eyes have an intelligent, malicious gleam.

Shock Troops. Imperial ghouls are the shock troops of the ghoul empire, and eager to expand its power and influence. Treated like auxiliaries, they get the most difficult tasks: to engage and hold foes while the darakhul, iron legionnaires, and others outflank them.

Ambitious Strivers. Many believe that the hunger cults or the necrophagi know some secret of transforming imperial ghouls into iron ghouls. This rumor gives them hope of advancement. Their power over the lesser ghouls and slaves gives them a taste of tyranny. Because they are ambitious and always hungry for power, imperial ghouls are eager to prove themselves as hunters, as warriors, and as spies.

Immune to Sun. Unlike a standard darakhul, an imperial ghoul does not suffer from sunlight and feels little need to disguise its true appearance.

Hungry Dead Nature. The ghoul requires no air or sleep.

IMPERIAL GHOUL

Medium undead, lawful evil

ARMOR CLASS 16 (breastplate)

HIT POINTS 93 (17d8 + 17)

SPEED 30 ft., burrow 15 ft.

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

DAMAGE IMMUNITIES poison

CONDITION IMMUNITIES charmed, exhaustion, poisoned

SENSES darkvision 60 ft., passive Perception 12

LANGUAGES Common, Darakhul, Undercommon

CHALLENGE 4 (1,100 XP)

Turning Defiance. The iron ghoul and any ghouls within 30 feet of it have advantage on saving throws against effects that turn undead.

ACTIONS

Multiattack. The imperial ghoul makes one bite attack and one claws attack.

Bite. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 12 (2d8 + 3) piercing damage, and, if the target is a humanoid, it must succeed on a DC 11 Constitution saving throw or contract darakhul fever.

Claws. *Melee Weapon Attack:* +5 to hit, reach, one target. *Hit:* 17 (4d6 + 3) slashing damage. If the target is a creature other than an elf or undead, it must succeed on a DC 11 Constitution saving throw or be paralyzed for 1 minute. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

Light Crossbow. *Ranged Weapon Attack:* +4 to hit, range 80/320 ft., one target. *Hit:* 6 (1d8 + 2) piercing damage.

GHOUL, IRON

A vicious-looking ghoul that carries a cruel glaive, its forearms are stained with dried blood. Its glowing, rust-colored eyes penetrate with a calculating stare of restrained hunger.

Backbone of the Legions. Iron ghouls and ghasts are the elite members of the imperial legions, acting as officers, non-commissioned officers, and standard-bearers. They feed from the slave pits and march on the orders of the darakhul nobility.

Fond of Uniforms. Iron ghouls are proud of their status and uniforms. Their standard breastplates and open-faced helms are black iron with brass trim, and the helm's crest is often a ruby-dyed fan of bat wings or carrion beetle bristles to indicate their authority.

Tooth and Bone Weaponry. Many items of an iron ghoul's gear are decorated with inlaid bone or set with teeth, much as pearls might be used for weapons crafted elsewhere.

Hungry Dead Nature. The ghoul requires no air or sleep.

IRON GHOUL

Medium undead, lawful evil

ARMOR CLASS 16 (breastplate)

HIT POINTS 143 (22d8 + 44)

SPEED 30 ft., burrow 20 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	16 (+3)	14 (+2)	14 (+2)	14 (+2)	14 (+2)

DAMAGE IMMUNITIES poison

CONDITION IMMUNITIES charmed, exhaustion, poisoned

SENSES darkvision 60 ft., passive Perception 12

LANGUAGES Common, Darakhul, Undercommon

CHALLENGE 5 (1,800 XP)

Turning Defiance. The iron ghoul and any ghouls within 30 feet of it have advantage on saving throws against effects that turn undead.

ACTIONS

Multiattack. The iron ghoul makes one bite attack and one claw attack, or three glaive attacks.

Bite. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 17 (3d8 + 4) piercing damage. If the target is a humanoid, it must succeed on a DC 13 Constitution saving throw or contract darakhul fever.

Claws. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 18 (4d6 + 4) slashing damage. If the target is a creature other than an elf or undead, it must succeed on a DC 13 Constitution saving throw or be paralyzed for 1 minute. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

Glaive. *Melee Weapon Attack:* +7 to hit, reach 10 ft., one target. *Hit:* 9 (1d10 + 4) slashing damage.

Heavy Crossbow. *Ranged Weapon Attack:* +6 to hit, range 100/400, one target. *Hit:* 8 (1d10 + 3) piercing damage.

GHOUL, NECROPHAGE GHAST

This creature's stench precedes it, but, the keen look of intelligence in its eye and arcane sigils on its arm promise a more cunning and dangerous foe.

An Erudite Threat. Unlike typical ghouls and ghasts, the necrophage ghast possesses a keen intelligence that thirsts for arcane knowledge, especially the magic that can return the dead to life and force it to serve.

Learn, then Conquer. The necrophage ghast seeks out knowledge, spending days, weeks, or even months in solitary research to track down and learn a new bit of necromantic magic. Afterwards, they are eager to put their newfound knowledge into practice. All their research is for naught if they cannot gather enough corpses to perform their experiments.

Arcane Stench. Through careful experimentation, necrophage ghasts have engineered their natural stench into a magical aura that causes those with weak constitutions to be more susceptible to their arcane magic.

Hungry Dead Nature. The necrophage ghast requires no air or sleep.

NECROPHAGE GHAST

Medium undead, chaotic evil

ARMOR CLASS 13

HIT POINTS 65 (10d8 + 20)

SPEED 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	17 (+3)	14 (+2)	16 (+3)	10 (+0)	8 (−1)

SKILLS Arcana +5, Investigation +5

DAMAGE RESISTANCES necrotic

DAMAGE IMMUNITIES poison

CONDITION IMMUNITIES charmed, exhaustion, poisoned

SENSES darkvision 60 ft., passive Perception 10

LANGUAGES Common

CHALLENGE 4 (1,100 XP)

Necrophage Stench. Any living creature that starts its turn within 30 feet of the necrophage ghast must succeed on a DC 13 Constitution saving throw or have disadvantage on all saving throws against spells cast by any necrophage ghast for 1 minute. If a creature's saving throw is successful or the effect ends for it, the creature is immune to the stench of all necrophage ghasts for the next 24 hours.

Turning Defiance. The necrophage ghast and any undead within 30 feet of it have advantage on saving throws against effects that turn undead.

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

Cantrips (at will): *friends, mage hand, poison spray, prestidigitation*

1st level (4 slots): *charm person, false life, magic missile, ray of sickness*

2nd level (3 slots): *hold person, invisibility*

3rd level (2 slots): *animate dead, hypnotic pattern*

ACTIONS

Bite. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one creature. *Hit:* 12 (2d8 + 3) piercing damage.

Claws. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 10 (2d6 + 3) slashing damage. If the target is a creature other than an undead, it must succeed on a DC 10 Constitution saving throw or be paralyzed for 1 minute. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

GHOUL, TAR

Decayed bodies emerge from a pit, covered with a thick, black ooze, showing their sharp teeth and hissing with hunger in their eyes.

When attacked with fire, tar ghouls often scream with joy as they burst into flames.

Burning Wish. Bored while under the service of a necromancer, an efreeti prince toyed with his master's creations to give them an edge against fiery spellcasters.

Flaming Horde. These ghouls roam the darkness in packs, hunting for fresh meat. They relish roasting their food as it screams in pain.

Bring your Own Fire. These creatures do not fear flame. Most of these ghouls wear pieces of flint on their rags to ignite themselves if their prey does not use fire against them.

Hungry Dead Nature. The ghoul requires no air or sleep.

TAR GHOUL

Medium undead, neutral evil

ARMOR CLASS 13

HIT POINTS 66 (12d8 + 12)

SPEED 30 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	17 (+3)	13 (+1)	11 (+0)	10 (+0)	8 (–1)

SKILLS Perception +2

DAMAGE RESISTANCES necrotic

DAMAGE IMMUNITIES fire, poison

CONDITION IMMUNITIES charmed, exhaustion, poisoned

SENSES darkvision 60 ft., passive Perception 12

LANGUAGES Common, Darakhul

CHALLENGE 4 (1,100 XP)

Fire Hazard. As a bonus action or when it takes fire damage, the tar ghoul bursts into flame. The tar ghoul continues burning until it takes cold damage or is immersed in water. A creature that touches the tar ghoul or hits it with a melee attack while within 5 feet of it while it is burning takes 3 (1d6) fire damage. While burning, a tar ghoul deals an extra 3 (1d6) fire damage on each melee attack, and its vomit tar action is a 15-foot cone that ignites immediately. Each creature in that area must make a DC 13 Dexterity saving throw, taking 21 (6d6) fire damage on a failed save, or half as much damage on a successful one.

ACTIONS

Multiattack. The tar ghoul makes one bite attack and one claw attack.

Bite. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 12 (2d8 + 3) piercing damage.

Claw. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 10 (2d6 + 3) slashing damage. If the target is a creature other than an elf or undead, it must succeed on a DC 11 Constitution saving throw or be paralyzed for 1 minute. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

Vomit Tar (Recharge 5–6). The tar ghoul vomits tar, covering the ground in a 10-foot square within 5 feet of it. Each creature in the area must succeed on a DC 13 Dexterity saving throw or be covered with tar. The tar ignites if touched by a source of fire or if a creature covered with tar takes fire damage. The tar burns for 3 (1d6) rounds or until a creature takes an action to stop the blaze. A creature that starts its turn in the area or that starts its turn covered with burning tar takes 5 (1d10) fire damage.

GHOULSTEED

The ghouls create horrific, intelligent, undead mounts for their most worthy soldiers and priests.

Although they're large, run on all fours, and can be ridden as mounts, ghoulsteeds are the undead remains of humanoids. They're created when a humanoid is killed by massive amounts of necrotic energy.

Hideous Mounts. Darakhul prize these undead creatures as mounts. They're ridden during war and hunts, but they are sometimes also trained as guardians for households, businesses, or temples.

Often Mute. Ghoulsteeds aren't quite as intelligent as ghouls, but they're cannier than most creatures give them credit for being. Certainly, unlike most creatures used as mounts, they are somewhat intelligent and capable of speech, but they prefer to remain mute as much as possible to avoid drawing attention to themselves. This makes them useful as gossips, spies, and informers among the darakhul, who have a tendency to forget their mounts' intelligences.

Prone to Biting. Ghoulsteeds are notorious for nibbling, nipping, or biting their riders, creatures passing by them, or the like.

Undead Nature. The ghoulsteed doesn't require air, food, drink, or sleep.

GHOULSTEED

Large undead, neutral evil

ARMOR CLASS 13 (natural armor)

HIT POINTS 85 (10d10 + 30)

SPEED 30 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	10 (+0)	16 (+3)	6 (–2)	10 (+0)	6 (–2)

SKILLS Perception +2

DAMAGE IMMUNITIES poison

CONDITION IMMUNITIES poisoned

SENSES darkvision 60 ft., passive Perception 12

LANGUAGES Common, Darakhul

CHALLENGE 3 (700 XP)

Pounce. If the ghoulsteed moves at least 20 feet straight toward a creature and then hits it with a bite attack on the same turn, that target must succeed on a DC 14 Strength saving throw or be knocked prone. If the target is prone, the ghoulsteed can make one bite attack against it as a bonus action.

Sprint (3/Day). When the ghoulsteed uses the Dash action, it can Dash again as a bonus action.

Undead Fortitude. If damage reduces the ghoulsteed to 0 hp, it makes a Constitution saving throw with a DC of 5 + the damage taken, unless the damage is radiant or from a critical hit. On a success, the ghoulsteed drops to 1 hp instead.

ACTIONS

Multiattack. A ghoulsteed makes two bite attacks.

Bite. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 13 (2d8 + 4) piercing damage and the ghoulsteed gains 5 (1d10) temporary hp. These temporary hp stack with each other, but the ghoulsteed can only have a maximum of 10 temporary hp at one time.

GHUL

A creature wearing a black turban steps out of the sudden fog. It is roughly the size and shape of a short man with gray skin and pointed teeth. The thing sneers as it summons lightning to its hand, the air suddenly stinking of ozone. Its stony gray skin shifts to an icy blue as it raises its arm to direct its electrical attack.

Elemental Remnants. When an undead with the ability to raise more of their kind, such as a vampire, wight, or wraith, slays a geniekin or other lesser elemental, the risen creature is a ghul instead. Rather than retaining control of whatever elemental forces it may have had during its life, the ghul becomes representative of all four of the classical elements.

Unyielding Hunger. Like more common ghouls and ghasts, a ghul's existence is focused around a relentless, agonizing need to consume living flesh. Ghuls favor live targets and can be seen sampling their meal even while battle rages around them. Despite their substantial innate magical ability, some ghuls prefer to rend with their claws, reveling in the tearing of flesh and the sensation of hot blood dripping from their cold bodies.

Royal Aspirations. Ghuls evolve over the centuries, gaining power and a semblance of their original personality, now twisted by centuries of evil acts. Their slow personal growth leads most ghuls to a craven existence, striking from the shadows and using their magic to flee if their prey puts up too much of a fight. If a ghul survives long enough, it gains enough power to be grudgingly acknowledged by lesser ghuls. These greater ghuls are often called "ghul kings" by those who encounter them, as the greater ghuls often create a semblance of a "royal court" out of lesser ghuls and other undead.

Hungry Dead Nature. The ghul requires no air or sleep.

GHOULSTEEDS AND LIVING RIDERS

While ghoulsteeds serve the undead without overmuch complaint, the same cannot be said for living riders. A living creature who wishes to ride a ghoulsteed must make a DC 13 Charisma ability check before each long rest. On a failure, that ghoulsteed attempts to kill and devour its rider while the rider rests. On a success, the ghoulsteed attempts no attack that day.

GHUL

Medium undead, any evil alignment

ARMOR CLASS 15 (natural armor)

HIT POINTS 105 (14d8 + 42)

SPEED 30 ft., fly 30 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	15 (+2)	16 (+3)	10 (+0)	10 (+0)	15 (+2)

DAMAGE RESISTANCES cold, fire, lightning, necrotic

DAMAGE IMMUNITIES poison

CONDITION IMMUNITIES charmed, exhaustion, petrified, poisoned

SENSES darkvision 60 ft., passive Perception 10

LANGUAGES Common

CHALLENGE 5 (1,800 XP)

Paralyzing Throes. When the ghul dies, it explodes in a puff of noxious smoke. Each creature within 5 feet of it must succeed on a DC 13 Constitution saving throw or be paralyzed until the end of its next turn.

Turn Resistance. The ghul has advantage on saving throws against any effect that turns undead.

Variable Immunity. As a bonus action, the ghul changes one of its damage resistances to immunity to that type of damage until the start of its next turn.

Innate Spellcasting. The ghul's innate spellcasting ability is Charisma (spell save DC 13, +5 to hit with spell attacks). It can innately cast the following spells, requiring no material components:

At will: *chill touch, fire bolt, ray of frost, shocking grasp*

3/day each: *fog cloud, levitate*, misty step, shatter**

1/day each: *blur, fireball, gaseous form, sleet storm*, stinking cloud*

*if using the *Midgard Heroes Handbook*, replace the indicated spells with *rolling thunder, spire of stone*, and *frozen razors*, respectively

ACTIONS

Multiattack. The ghul makes two attacks with its claws.

Claws. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 10 (2d6 + 3) slashing damage. If the target is a creature other than an elf or undead, it must succeed on a DC 13 Constitution saving throw or be paralyzed for 1 minute. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

GIANT, PHASE

This immense humanoid is covered in dark, spiny, chitinous skin, and its sizeable fists are rough and decorated with sharp spikes.

Natural Carapace. The phase giant has naturally hard skin, similar to that of a giant insect. Its face, hands, and joints are articulated and overlapping, allowing it to move freely beneath its hardened skin. The carapace grows into spikes in numerous places throughout its body, which it uses against captured prey and to aid it in climbing.

Highly Mobile. Deep caverns can be difficult to navigate with their twists and tight squeezes. The phase giant overcomes this by sliding into the Ethereal Plane and passing through the solid stone.

Familial. Phase giants are smaller than the average hill giant, but they more than make up for it in their ferocity. They are aggressive toward others, but not actually evil, tending to view most they encounter as mere annoyances. They are usually found in small family units of up to four, but rarely band together in larger groups.

PHASE GIANT

Huge giant, neutral

ARMOR CLASS 15 (natural armor)

HIT POINTS 136 (13d12 + 52)

SPEED 40 ft., climb 20 ft.

STR	DEX	CON	INT	WIS	CHA
21 (+5)	11 (+0)	18 (+4)	8 (–1)	15 (+2)	8 (–1)

SENSES darkvision 60 ft., passive Perception 12

LANGUAGES Giant, Undercommon

CHALLENGE 5 (1,800 XP)

Ethereal Jaunt. As a bonus action, the phase giant can magically shift from the Material Plane to the Ethereal Plane, or vice versa. Any equipment it is wearing or carrying shifts with it. A creature grappled by the phase giant doesn't shift with it, and the grapple ends if the phase giant shifts while grappling a creature.

ACTIONS

Multiattack. The giant makes two attacks with its spiked fists. If both attacks hit a Large or smaller target, the target must succeed on a DC 15 Strength saving throw or take 7 (2d6) piercing damage as the giant impales the target on its body spikes.

Spiked Fist. *Melee Weapon Attack:* +8 to hit, reach 10 ft., one target. *Hit:* 14 (2d8 + 5) piercing damage. If the target is a Large or smaller creature, it is grappled (escape DC 16). The phase giant has two fists, each of which can grapple only one target.

Rock. *Ranged Weapon Attack:* +8 to hit, range 60/240 ft., one target. *Hit:* 21 (3d10 + 5) bludgeoning damage. If the target is a creature, it must succeed on a DC 15 Strength saving throw or be knocked prone.

GRAVEYARD DRAGON

This draconic skeleton is surround by a nimbus of light, colored in such a way to betray the undead creature's living origins.

Graveyard dragons form out of the remains of evil dragons killed as part of a cataclysm that claimed the lives of several dragons at the same time, or when their remains are exposed to heavy concentrations of necrotic energy. One of the most prominent homes of such dragons is the Dragon Graveyard on the edge of the Ghoul Imperium.

Vindictive Undead. Graveyard dragons are vengeful like many other intelligent undead are, but they focus their retribution on the ones responsible for their deaths rather than their own kind. In fact, these undead dragons have a strange sense of protectiveness of other dragons, particularly for the type of dragons they were when they were alive. This sometimes extends to non-evil dragons, but most good-aligned dragons view the existence of graveyard dragons with distaste.

Intimidating Appearance. Graveyard dragons are particularly appealing to powerful undead as guardians for their lairs. A graveyard dragon's skeletal appearance is often enough to scare away most adventurers and tomb robbers. Unlike a more traditional animated skeleton, however, the graveyard dragon is capable of handling the few tomb robbers foolhardy enough to face it.

GRAVEYARD DRAGON

Large undead, neutral evil

ARMOR CLASS 16 (natural armor)
HIT POINTS 127 (15d10 + 45)
SPEED 40 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	10 (+0)	17 (+3)	10 (+0)	11 (+0)	13 (+1)

SAVING THROWS Con +6, Wis +3, Cha +4
SKILLS Perception +3, Stealth +3
DAMAGE RESISTANCES necrotic
DAMAGE IMMUNITIES poison
CONDITION IMMUNITIES charmed, exhaustion, poisoned
SENSES blindsight 30 ft., darkvision 120 ft., passive Perception 13
LANGUAGES Common, Draconic
CHALLENGE 7 (2,900 XP)

Elemental Aura. At the start of each of the graveyard dragon's turns, each creature within 5 feet of it takes 4 (1d8) damage of the type dealt by the dragon's breath weapon.

Elemental Resistance. The graveyard dragon has resistance to the type of damage dealt by its breath weapon.

False Appearance. While the graveyard dragon remains motionless, it is indistinguishable from a pile of dragon bones.

Reassemble Bones. As a bonus action, the graveyard dragon can rearrange its bone structure to fit into a space as narrow as 1 foot wide without squeezing. It can use a bonus action to reassemble itself into its normal form. While in this compressed form, it can't make melee weapon attacks.

ACTIONS

Multiattack. The graveyard dragon makes three attacks: one with its bite and two with its claws.

Bite. *Melee Weapon Attack:* +6 to hit, reach 10 ft., one target. *Hit:* 14 (2d10 + 3) piercing damage plus 4 (1d8) damage of the type dealt by the dragon's breath weapon.

Claw. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 10 (2d6 + 3) slashing damage.

Breath Weapon (Recharge 5–6). The dragon exhales breath in an area based on the dragon it was in life. Each creature in that area must make a DC 14 Dexterity saving throw, taking 40 (9d8) damage of a type based on the dragon on a failed save, or half as much damage on a successful one.

Black. Acid damage in a 30-foot line that is 5 feet wide.

Blue. Lightning damage in a 30-foot line that is 5 feet wide.

Green. Poison damage in a 30-foot cone.

Red. Fire damage in a 30-foot cone.

White. Cold damage in a 30-foot cone.

LAMBENT WITCHFYRE

A creature of pure, blue fire trickles across the cavern floor, burning and devouring all except the stone.

Though its behavior is similar to oozes that infest subterranean areas, the lambent witchfyre is composed of living blue flame, not protoplasm. Like liquid fire, it flows along the ground, searching for food, which, in the case of the lambent witchfyre, is any organic matter that can burn.

Arcane or Alien Origins. The lambent witchfyre's exact origins are unknown. Some sages speculate that it was an early attempt by a wizard to infuse life on the Material Plane with elemental essence. Others theorize it is the disastrous byproduct of spell experimentation on an extra planar creature. Whatever the truth, these strange beings have multiplied and spread, posing a deadly hazard to those who explore the deep caves of the world.

Reproduction. When a lambent witchfyre has consumed enough organic material, it will seek an isolated place in which to reproduce. It then divides itself into two new lambent witchfyres, each starting with half the parent's hit points. The offspring then go their separate ways, seeking more life to devour.

LAMBENT WITCHFYRE

Large aberration, unaligned

ARMOR CLASS 15 (natural armor)

HIT POINTS 110 (13d10 + 39)

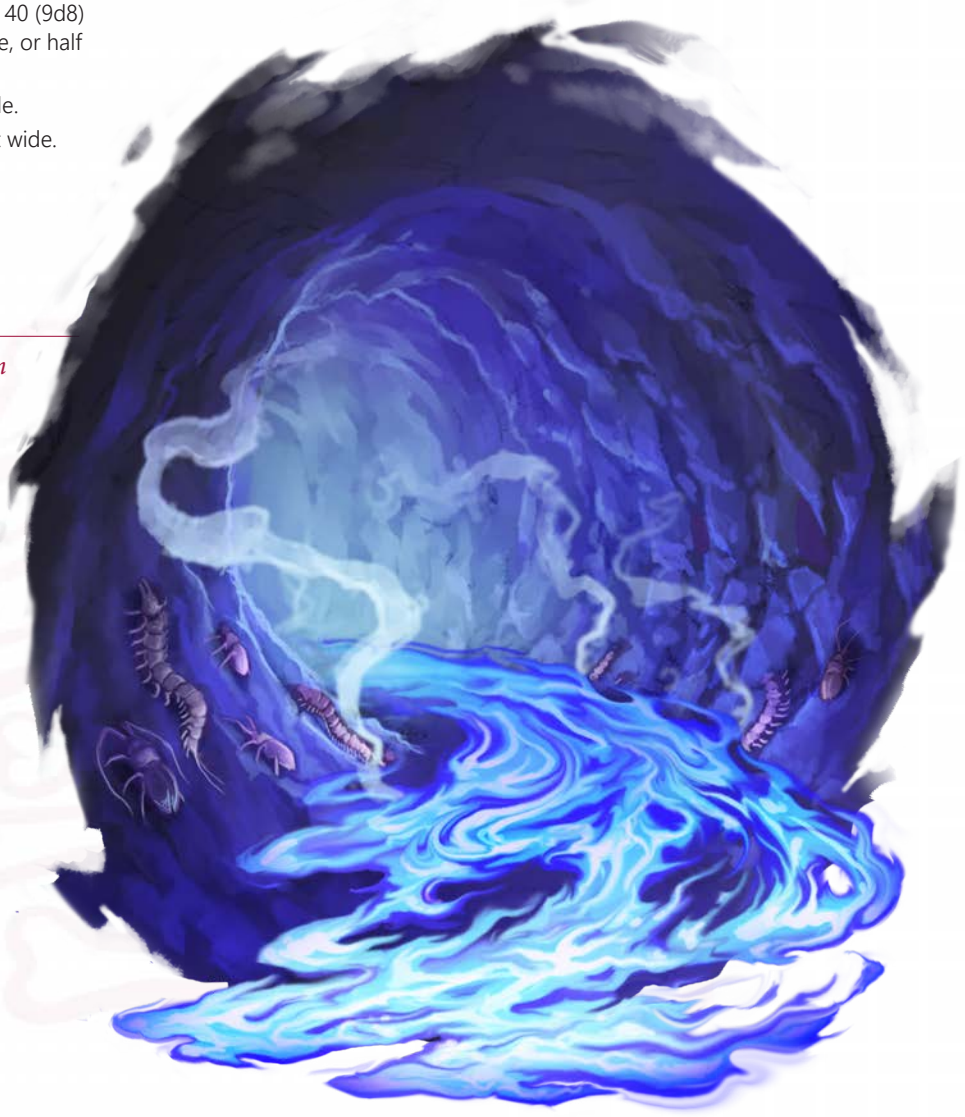
SPEED 20 ft.

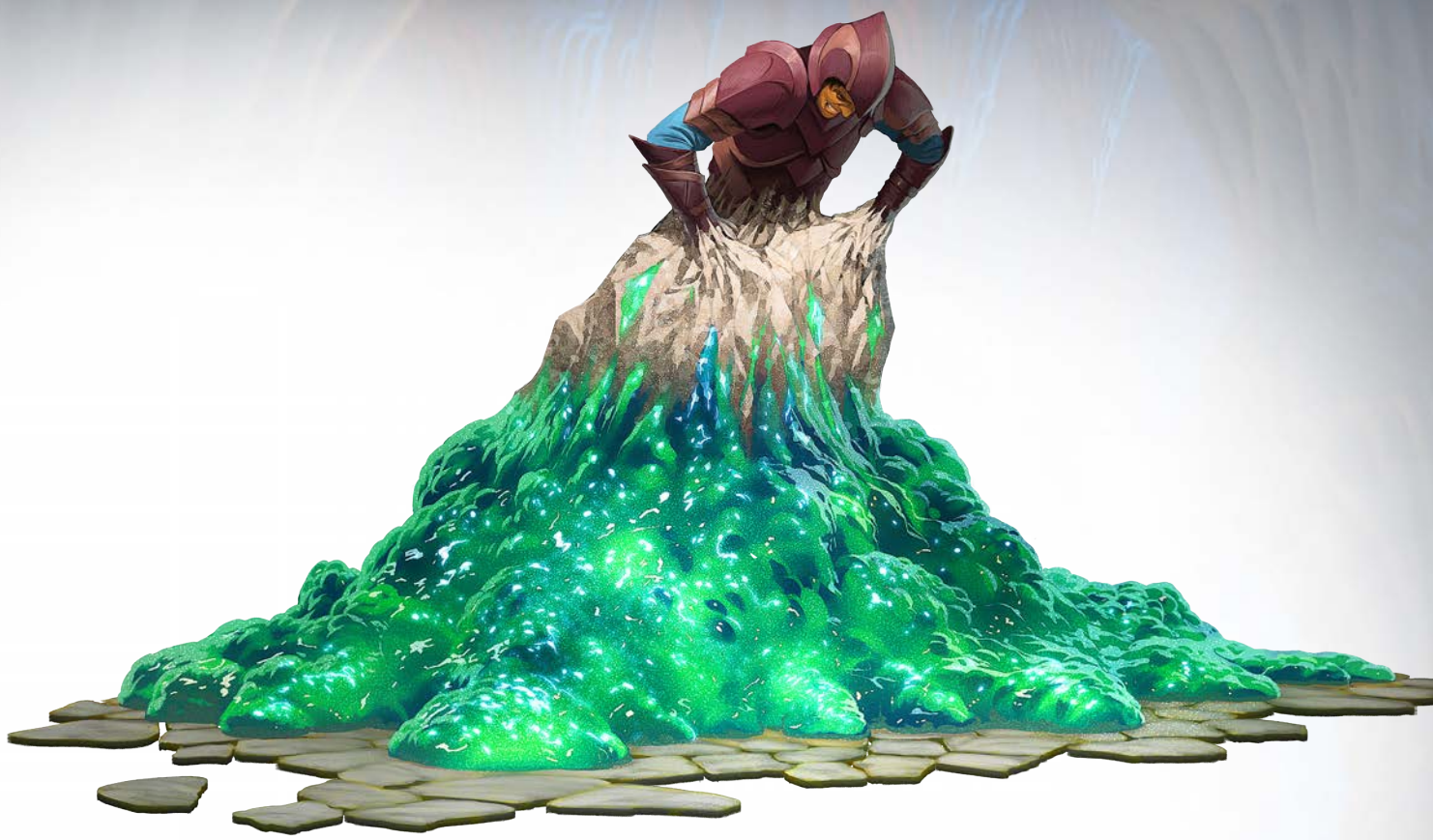
STR	DEX	CON	INT	WIS	CHA
10 (+0)	16 (+3)	17 (+3)	2 (–4)	11 (+0)	1 (–5)

DAMAGE IMMUNITIES fire, poison

CONDITION IMMUNITIES blinded, charmed, deafened, exhaustion, frightened, poisoned, prone

SENSES blindsight 60 ft. (blind beyond this radius), passive Perception 10





LANGUAGES —

CHALLENGE 7 (2,900 XP)

Fire Absorption. Whenever the lambent witchfyre is subjected to fire damage, it takes no damage and instead regains a number of hp equal to the fire damage dealt.

Fire Form. The lambent witchfyre can move through a space as narrow as 1 inch wide without squeezing. A creature that touches the lambent witchfyre or hits it with a melee attack while within 5 feet of it takes 5 (1d10) fire damage. In addition, the lambent witchfyre can enter a hostile creature's space and stop there. The first time it enters a creature's space on a turn, that creature takes 5 (1d10) fire damage and catches fire; until someone takes an action to douse the fire, the creature takes 5 (1d10) fire damage at the start of each of its turns.

Illumination. The lambent witchfyre sheds bright light in a 30-foot radius and dim light for an additional 30 feet.

ACTIONS

Multiattack. The lambent witchfyre makes three blazing touch attacks.

Blazing Touch. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 13 (3d6 + 3) fire damage. If the target is a creature or a flammable object, it ignites. Until a creature takes an action to douse the fire, the target takes 5 (1d10) fire damage at the start of each of its turns. If a creature is slain by this attack, the lambent witchfyre regains hp equal to the damage dealt. The body of a creature slain by this attack turns to ash along with any nonmagical items it was wearing or carrying. The creature can be restored to life only by means of a *resurrection* or a *wish* spell.

OOZE, MINERAL

Gray and amorphous, this creature skulks along the stone floor. Its body appears wet and oily, though an unusual crystalline pattern decorates the surface.

Subterranean Menace. A mineral ooze is a slime that hardens into solid rock after it engulfs its target, making escape much more difficult as it slowly digests the creature.

Earthy Consistency. The mineral ooze has a high concentration of silicates and crystal, which appear on the surface of the creature when it is in its gelatinous form. When it engulfs a creature, these minerals are pushed to the surface where they harden quickly, trapping the creature. The ooze reverts to its liquid form after it has finished digesting the creature or if the creature escapes.

Ooze Nature. A mineral ooze doesn't require sleep.

MINERAL OOZE

Large ooze, neutral

ARMOR CLASS 9

HIT POINTS 76 (8d10 + 32)

SPEED 20 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	8 (–1)	18 (+4)	1 (–5)	5 (–3)	3 (–4)

DAMAGE RESISTANCES acid, cold, fire

CONDITION IMMUNITIES blinded, charmed, deafened, exhaustion, frightened, prone

SENSES blindsight 60 ft. (blind beyond this radius), passive Perception 7

LANGUAGES —

CHALLENGE 3 (700 XP)

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

False Appearance. While the ooze remains motionless, it is indistinguishable from an oily pool or wet rock.

Mineralize. As a bonus action when it has encased a creature, the ooze hardens the minerals in its body, turning the surface of its body into a stone-like material. While mineralized, the ooze has a walking speed of 5 feet, and it has resistance to bludgeoning, piercing, and slashing damage. The ooze remains mineralized until the creature it has encased dies, or until the ooze takes a bonus action to end it.

ACTIONS

Multiattack. The mineral ooze makes two slam attacks. If both attacks hit a Medium or smaller target, the target is grappled (escape DC 12), and the ooze uses its Encase on the target.

Pseudopod. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 6 (1d8 + 2) bludgeoning damage plus 3 (1d6) acid damage.

Encase. The mineral ooze encases a Medium or smaller creature grappled by it. The encased target is blinded, restrained, and unable to breathe, and it must succeed on a DC 14 Constitution saving throw at the start of each of the ooze's turns or take 7 (2d6) acid damage. If the ooze moves, the encased target moves with it. The ooze can have only one creature encased at a time.

An encased creature can try to escape by taking an action to make a DC 12 Strength check. The creature has disadvantage on this check if the ooze is mineralized. On a success, the creature escapes and enters a space of its choice within 5 feet of the ooze. Alternatively, a creature within 5 feet of the ooze can take an action to pull a creature out of the ooze. Doing so requires a successful DC 12 Strength check, and the creature making the attempt takes 7 (2d6) acid damage. The creature making the attempt has disadvantage on the check if the ooze is mineralized.

ORPHAN OF THE BLACK

Appearing to be an unkempt human child between the ages of six and ten, this creature has bare feet and long, ragged, dirty nails. The matted mop of hair upon the creature's head has the odd blade of grass stuck in it. Its face is gaunt, with black, expressionless eyes, and its mouth is twisted into a sneer.

Neglectful Beginnings. Once children of the Material Plane, these poor souls were mistreated by their guardians or people in positions of authority. Through their sadness and neglect, they inadvertently opened doorways to the Shadow Realm, and, eager for an escape from their lives, they stepped through the doorways. Over time, the

atmosphere of the Shadow Realm corrupted and twisted these children into feral creatures. Orphans of the black carry no weapons or belongings, except for a single, tattered blanket or broken toy.

Problem With Authority. Orphans of the black hate those who hold command over others. Whenever possible, they target creatures prominently displaying rank or other title and those who issue orders. An orphan of the black may sympathize with a creature that feels belittled or neglected, and it might forgo attacking the creature to attempt to coerce the creature into becoming an orphan of the black as well.

ORPHAN OF THE BLACK

Small fey, neutral evil

ARMOR CLASS 13

HIT POINTS 49 (9d6 + 18)

SPEED 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	16 (+3)	14 (+2)	8 (–1)	10 (+0)	13 (+1)

DAMAGE RESISTANCES bludgeoning

CONDITION IMMUNITIES charmed, frightened

SENSES darkvision 60 ft., passive Perception 10

LANGUAGES Common

CHALLENGE 2 (450 XP)

Forbiddance. An orphan of the black can't enter a residence without an invitation from one of the occupants.

Sense Law. An orphan of the black can pinpoint the location of a lawful creature within 30 feet of it.

Transmit Pain. A creature that hits the orphan of the black with an attack must succeed on a DC 12 Wisdom saving throw or take 7 (2d6) psychic damage.

ACTIONS

Multiattack. The orphan of the black makes two melee attacks.

Slam. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 6 (1d6 + 3) bludgeoning damage.

Incite Violence (Recharge 5-6). The orphan of the black forces a creature it can see within 15 feet of it to commit an outburst of violence. The target must make a DC 12 Wisdom saving throw. On a failed save, the creature must use its action on its next turn to attack the nearest creature other than the orphan of the black. On a success, the creature takes 7 (2d6) psychic damage from the violence boiling at the edge of its consciousness. A creature immune to being charmed isn't affected by the orphan's Incite Violence.

OVERSHADOW

Several humanoid silhouettes reach out with dark claws. The light shifts, revealing they are connected to each other by a great mass of flowing darkness.

While common shadows are fearsome undead in their own right, the overshadow is a terrible darkness that threatens all life it encounters, especially life that clings to light in the deep, dark places of the world.

Spawned by Tragedy. A creation of great misery and of hope dying in the dark, an overshadow forms when travelers become lost underground. As their supplies dwindle and their lives slowly extinguish in the cold bowels of the earth, an overshadow rises from the bodies. The collective psychic trauma of mass deaths in the dark draws energy from each casualty, seeding a portion of the darkness with undead energies, a collective intelligence, and a sinister intent.

Fueled by Fear. While the desire to consume life force is just as strong in the overshadow as its weaker brethren, its greater intellect also gives greater depth to its evil. It enjoys playing with its prey, scaring potential victims with displays of its power, with whispered threats from the darkness, and with other psychological tactics. It prefers to drive its victims into a state of panic before finally devouring their essences.

Doom of the Shadowless. The shadows of those killed by the overshadow fuse with it instead of becoming separate shadows. If a creature killed by an overshadow is brought back to life by any means other than the *resurrection* spell or similar magic, it does not cast a shadow until the overshadow that slew it is destroyed. When such a creature is returned to life, the overshadow is aware of the creature's return. In addition, undead shadows are drawn to attack the shadowless creature.

Undead Nature. An overshadow doesn't require air, food, drink, or sleep.

OVERSHADOW

Large undead, chaotic evil

ARMOR CLASS 14

HIT POINTS 90 (12d10 + 24)

SPEED 40 ft.

STR	DEX	CON	INT	WIS	CHA
6 (–2)	18 (+4)	15 (+2)	13 (+1)	13 (+1)	12 (+1)

SKILLS Stealth +6 (+8 in dim light or darkness)

DAMAGE VULNERABILITIES radiant

DAMAGE RESISTANCES acid, cold, fire, lightning, thunder; bludgeoning, piercing and slashing from nonmagical weapons

DAMAGE IMMUNITIES necrotic, poison

CONDITION IMMUNITIES exhaustion, frightened, grappled, paralyzed, petrified, poisoned, prone, restrained

SENSES darkvision 120 ft., passive Perception 11

LANGUAGES the languages it knew in life

CHALLENGE 4 (1,100 XP)

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

Shadow Stealth. While in dim light or darkness, the overshadow can take the Hide action as a bonus action.

Sunlight Weakness. While in sunlight, the overshadow has disadvantage on attack rolls, ability checks, and saving throws.

ACTIONS

Multiattack. The overshadow makes two strength drain attacks.

Strength Drain. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one creature. *Hit:* 13 (2d8 + 4) necrotic damage, and the target's Strength score is reduced by 1d4. The target dies if this reduces its Strength to 0. Otherwise, the reduction lasts until the target finishes a short or long rest.

Bringer of Darkness. The overshadow dims any light sources within 60 feet of it, halving the radius of bright and dim light shed by one source of light for 1 minute. The overshadow can't use this action while in sunlight.

PIXIE'S UMBRELLA

Huge colonies of pixie's umbrellas inhabit the Underworld. When they sense danger, they fill their caps to gain height then release the air, using the flattened caps to slow their descent.

Migrating Fungus. Their ability to float allows pixie's umbrellas to make homes on hard-to-reach surfaces, frustrating those who enjoy the mushrooms' bitter flesh. The ground beneath wall and cliff dwelling pixie's umbrellas is sometimes littered with the skeletal remains of starving travelers who fell in their desperate attempts to gather food.

Dizzying Drifters. Witnessing the migration of a colony of pixie's umbrellas can be fascinating to those who enjoy watching large numbers of the mushrooms float from cavern to cavern. Intelligent Underworld hunters sometimes use the migration of pixie's umbrellas to mask their approach, counting on the display to distract their prey.

PIXIE'S UMBRELLA

Small plant, unaligned

ARMOR CLASS 7

HIT POINTS 10 (4d4)

SPEED 5 ft.

STR	DEX	CON	INT	WIS	CHA
1 (–5)	5 (–3)	10 (+0)	1 (–5)	5 (–3)	1 (–5)

CONDITION IMMUNITIES blinded, deafened, frightened

SENSES blindsight 30 ft. (blind beyond this radius), passive Perception 7

LANGUAGES —

CHALLENGE 1/8 (25 XP)

False Appearance. While the pixie's umbrella remains motionless, it is indistinguishable from an ordinary fungus.

ACTIONS

Twirl. The pixie's umbrella twirls, spinning its spores at nearby creatures. Each creature within 5 feet of the pixie's umbrella must make a DC 10 Constitution saving throw, taking 5 (2d4) poison damage on a failed save, or half as much damage on a successful one. If the saving throw fails by 5 or more, the target is also poisoned until the end of its next turn.

REACTIONS

Float. When a pixie's umbrella senses motion within 30 feet of it, it fills its cap with air and flies 20 feet away from the motion without provoking opportunity attacks.

PUTRESCENT SLIME

Putrescent slimes form in large pools of fetid water and are often mistaken for algae by neophyte Underworld explorers.

Pool Feeders. Putrescent slimes lurk in dank pools, only attacking desperate creatures that drink from their homes. As their prey decomposes in the water, the putrescent slime slowly digests the disgusting morass.

PUTRESCENT SLIME

Medium ooze, unaligned

ARMOR CLASS 8

HIT POINTS 45 (6d8 + 18)

SPEED 20 ft., swim 10 ft.

STR	DEX	CON	INT	WIS	CHA
12 (+1)	8 (–2)	16 (+3)	1 (–5)	6 (–2)	1 (–5)

DAMAGE IMMUNITIES acid, poison

CONDITION IMMUNITIES blinded, charmed, deafened, exhaustion, frightened, prone

SENSES blindsight 60 ft. (blind beyond this radius), passive Perception 8

LANGUAGES —

CHALLENGE 1 (200 XP)

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

Stench. Any creature that starts its turn within 5 feet of the putrescent slime must succeed on a DC 13 Constitution saving throw or be poisoned until the start of its next turn. On a successful saving throw, the creature is immune to the putrescent slime's Stench for 24 hours.

ACTIONS

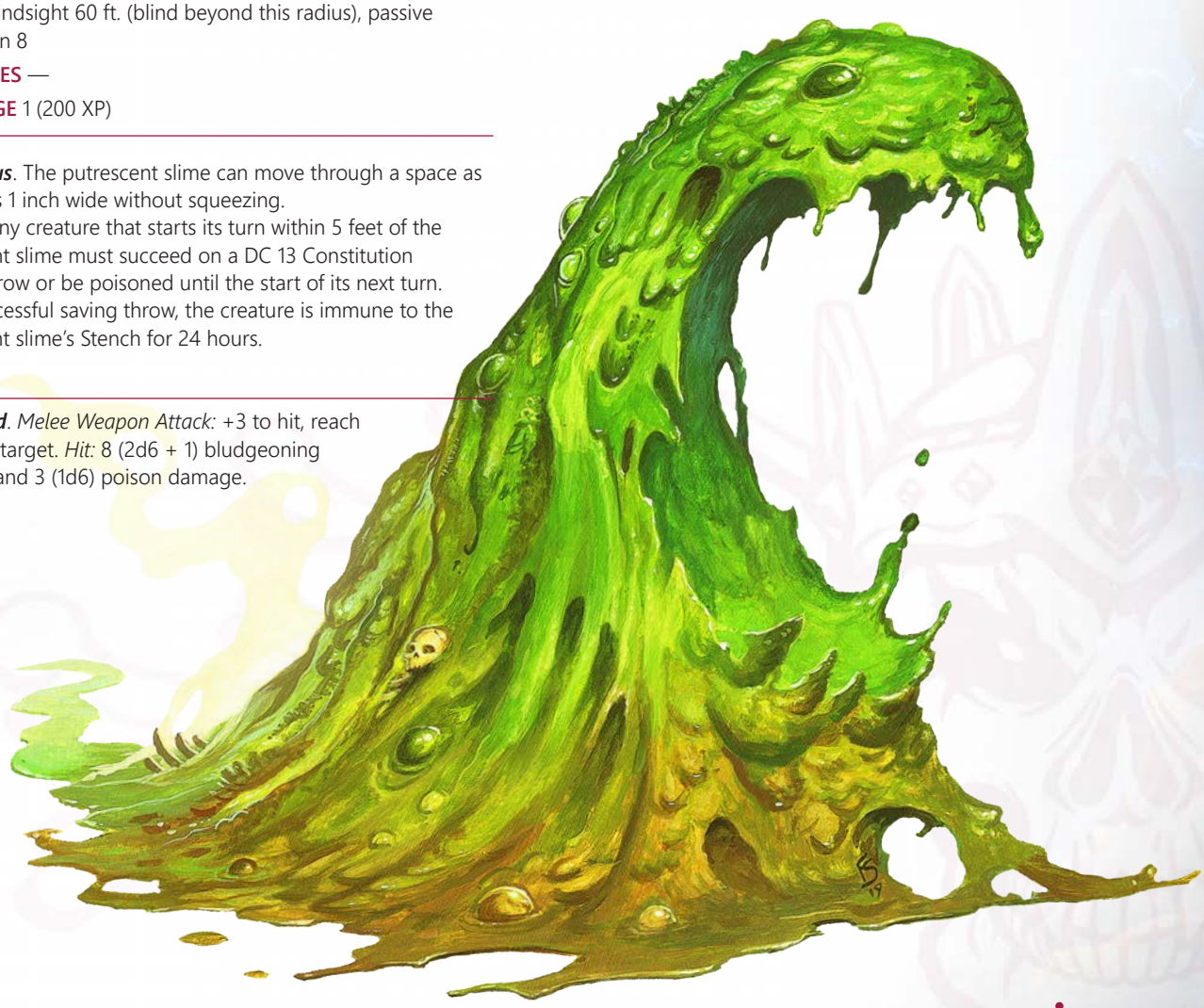
Pseudopod. *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. *Hit:* 8 (2d6 + 1) bludgeoning damage and 3 (1d6) poison damage.

ROCK ROACH

The insect clings to a large rock and drips saliva on it. A puff of steam rises from the rock, and the creature licks at the liquid remains, leaving a pockmark in the stone.

Rock Eaters. The rock roach is a giant cousin to the roach, and it feeds on rocks deep beneath the ground. It uses its proboscis to deposit acidic saliva onto the rock, breaking it down and lapping up the liquefied minerals. A rock roach's metabolism is slow to match its tedious eating process. Even still, a group of rock roaches can make quick work of a rocky wall, opening up routes between caverns. The roaches aren't concerned for structural integrity and their eating habits, if left unimpeded, often lead to cave-ins.

Naturally Hostile. Rock roaches are instinctually hostile to anything that wanders near them, including each other. The roaches mate annually, and the parents abandon the eggs shortly after laying them. Young rock roaches band together for the first few months of life, protecting each other as they devour the rock where they hatched, then disperse once they are large enough to defend themselves.



Valuable Carapace. The carapace of a rock roach is sought after by some groups of underground humanoids. Naturally resilient and hard, craftsman harvest the carapace and slowly sculpt it into a suit of armor in a month-long process that requires regular boiling of the tough carapace.

ROCK ROACH

Medium beast, unaligned

ARMOR CLASS 16 (natural armor)
HIT POINTS 67 (9d8 + 27)
SPEED 30 ft., burrow 20 ft.

STR	DEX	CON	INT	WIS	CHA
15 (+2)	14 (+2)	17 (+3)	1 (–5)	6 (–2)	1 (–5)

DAMAGE RESISTANCES bludgeoning
SENSES blindsight 60 ft., passive Perception 8
LANGUAGES —
CHALLENGE 2 (450 XP)

Dual Brain. The rock roach has two brains: one in its head and one in its abdomen. It can continue functioning normally, even if its head is removed or destroyed. While both its brains are intact, the rock roach uses its Constitution modifier instead of its Intelligence modifier when making Intelligence saving throws.

ACTIONS

Multiattack. The rock roach makes two bite attacks. Alternatively, it can use Acid Spit twice.

Acid Spit. *Ranged Weapon Attack:* +4 to hit, range 20/60 ft., *Hit:* 5 (1d6 + 2) acid damage, and the target takes 3 (1d6) acid damage at the start of its next turn unless the target immediately uses its reaction to wipe off the spit.

Bite. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one creature. *Hit:* 9 (2d6 + 2) piercing damage.

ROCK ROACH HIDE

This armor is an especially durable type of hide armor harvested from rock roaches. The armor covers the chest and shoulders in a tough, shiny carapace. Its Armor Class is 14 + the wearer's Dexterity modifier (maximum 2), it weighs 20 pounds, and it costs 200 gp in most markets.

SERVANT OF THE UNSATED GOD

The grinning ghoul's mace drips with shadow as it chants prayers to its dark god. Another shadowy grin appears on top of the ghoul's and extends out, consuming all it touches.

Worshiper of Hunger. Vardesain, known as the Unsated God, is a god of death, hunger, and the undead. The bulk of his followers, especially in the deep caverns of the world, are undead. The most common of these followers are darakhul—intelligent and civilized ghouls—who share their lord's unholy hunger. The servants of the Unsated God act as civil officials, support the imperial army, and spread the faith (often by slaying intruding surface dwellers then recruiting them as newly risen undead).

Hungry Dead Nature. The ghoul requires no air or sleep.

SERVANT OF THE UNSATED GOD

Medium undead, neutral evil

ARMOR CLASS 17 (breastplate, shield)
HIT POINTS 82 (11d8 + 33)
SPEED 30 ft.

STR	DEX	CON	INT	WIS	CHA
17 (+3)	12 (+1)	16 (+3)	11 (+0)	16 (+3)	12 (+1)

SKILLS Deception +3, History +2, Religion +2, Stealth +3
DAMAGE RESISTANCES necrotic
DAMAGE IMMUNITIES poison
CONDITION IMMUNITIES charmed, exhaustion, poisoned
SENSES darkvision 60 ft., passive Perception 13
LANGUAGES Common, Darakhul
CHALLENGE 4 (1,100 XP)

Inescapable Hunger. Necrotic damage dealt by the servant of the Unsated God ignores resistance to necrotic damage.

Master of Disguise. A darakhul in a prepared disguise has advantage on Charisma (Deception) checks made to pass as a living creature. While using this ability, it loses its stench.

Stench. Any creature that starts its turn within 5 feet of the darakhul must succeed on a DC 13 Constitution saving throw or be poisoned until the start of its next turn. If a creature's saving throw is successful or the effect ends for it, the creature

is immune to the darakhul's Stench for the next 24 hours. A darakhul using this ability can't also benefit from Master of Disguise.

Sunlight Sensitivity. While in sunlight, the darakhul has disadvantage on attack rolls, as well as on Wisdom (Perception) checks that rely on sight.

Turning Defiance. The darakhul and any ghouls within 30 feet of it have advantage on saving throws against effects that turn undead.

Spellcasting. The servant of the Unsated God is a 4th-level spellcaster. Its spellcasting ability is Wisdom (spell save DC 13, +5 to hit with spell attacks). It has the following cleric spells prepared:

Cantrips (at will): *guidance, mending, resistance, thaumaturgy*

1st level (4 slots): *bane, command, inflict wounds, protection from evil and good*

2nd level (3 slots): *blindness/deafness, hold person, spiritual weapon*

ACTIONS

Multiattack. The servant of the Unsated God makes two attacks: one with its bite and one with its mace of the devourer.

Bite. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 6 (1d6 + 3) piercing damage, and, if the target is a humanoid, it must succeed on a DC 13 Constitution saving throw or contract darakhul fever (Tome of Beasts, p. 215).

Mace of the Devourer. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 6 (1d6 + 3) bludgeoning damage plus 9 (2d8) necrotic damage. The mace is magical and infused with the Unsated God's power while in the servant's hands.

Light Crossbow. *Melee Weapon Attack:* +3 to hit, range 80/320 ft., one target. *Hit:* 5 (1d8 + 1) piercing damage.

Hungering Strike (Recharge 5-6). A shadowy jaw superimposes over the servant of the Unsated God's mouth and reaches out to a creature within 30 feet of it. The target must make a DC 13 Constitution saving throw, taking 21 (6d6) necrotic damage on a failed save, or half as much damage on a successful one.

SHIFTSHROOM

In their natural form, shiftshrooms are white mushrooms with bifurcated stalks. Their natural ability to disguise themselves as other mushrooms evolved as a defense against creatures harvesting them for food.

Sought for Food. Roasted shiftshroom has a nutty flavor and aroma and is considered a delicacy by many of the Underworld's denizens. Discerning surface world gourmands pay respectable sums for shiftshroom caps due to the difficulty in harvesting them from the Underworld and the difficulty in growing them above ground.

Hidden in View. Shiftshrooms can often be found interspersed with deadlier fungi. The Underworld hides colonies of the fungus wherein only a few of the mushrooms toward the outer edges of the group are dangerous varieties of fungus, and the remainder are disguised shiftshrooms.

SHIFTSHROOM

Medium plant (shapechanger), unaligned

ARMOR CLASS 5

HIT POINTS 18 (4d8)

SPEED 10 ft.

STR	DEX	CON	INT	WIS	CHA
12 (+1)	1 (–5)	10 (+0)	1 (–5)	5 (–3)	1 (–5)

CONDITION IMMUNITIES blinded, deafened, frightened

SENSES blindsight 30 ft. (blind beyond this radius), passive Perception 7

LANGUAGES —

CHALLENGE 1/4 (50 XP)

Shapechanger. The shiftshroom can use its action to alter its appearance into a more frightening fungus, such as a poisonous deathcap mushroom, or back into its true form. Alternatively, it can change back into its true form as a reaction when it takes damage. Its statistics are the same in each form, and it reverts to its true form if it dies. While in its frightening form, the shiftshroom can take only the Dodge, Disengage, and Hide actions. Any creature that starts its turn within 10 feet of a shiftshroom in its frightening form must succeed on a DC 10 Wisdom saving throw or be frightened of the shiftshroom until the start of its next turn. On a successful saving throw, the creature is immune to this feature for 24 hours.

ACTIONS

Slam. *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. *Hit:* 4 (1d6 + 1) bludgeoning damage.

SHRIEKBAT

This midnight blue bat has a cavern-filling wingspan. The air near its mouth, large enough to carry a horse, visibly vibrates with sound pulses.

Shriekbats thrive in the cavernous spaces of the Underworld where they face little competition from dragons, rocs, and other large flying creatures, as they would aboveground. Despite their enormousness, the bats deftly maneuver among the stalactites and stalagmites crowding underground caverns. When they attack prey, or in the very rare cases where they must escape predators, they emit a terrible shriek that overwhelms their foes and allows them to easily grab prey or escape. Shriekbat echolocation uses subsonic frequencies, allowing the bats to fly in relative silence.

Kobold Companions. Kobold bat keepers know the secret to raising young shriekbats. The bat keepers often risk their lives to procure young, using the bats for protection and as companions. A bat keeper returns its shriekbat to the wild before the bat reaches adulthood, when it would become too large for the cramped kobold tunnels. A bat keeper tracks the shriekbats it releases, and often returns to visit its former companions. Shriekbats prove surprisingly keen at remembering former kobold handlers (whether such handlers treated them well or poorly), and they often allow fondly remembered handlers to take a single pup from their litters, ensuring the pup survives to adulthood and renewing the cycle.

Long-Lived Omnivores. Shriekbats live for nearly 50 years. They are social and promiscuous creatures that live in small groups in large caverns. They are omnivorous but prefer fresh meat to other food with lizards taking up the majority of their diet. Shriekbats can survive on rotten flesh, which allows them to eat ghouls and other undead populating the Underworld, but they find it less palatable. In overcrowded situations where multiple groups of shriekbats roost in the same cavern, a group of shriekbats might break away to find another hunting location if food becomes scarce.

SHRIEKBAT

Huge monstrosity, unaligned

ARMOR CLASS 15 (natural armor)

HIT POINTS 178 (17d12 + 68)

SPEED 20 ft., fly 100 ft.

STR	DEX	CON	INT	WIS	CHA
24 (+7)	12 (+1)	18 (+4)	3 (–4)	10 (+0)	7 (–2)

SAVING THROWS Dex +5, Con +8

SKILLS Perception +4, Stealth +5

DAMAGE IMMUNITIES thunder

SENSES blindsight 60 ft., passive Perception 10

LANGUAGES —

CHALLENGE 9 (5,000 XP)

Echolocation. The shriekbat can't use its blindsight while deafened.

ACTIONS

Multiattack. The shriekbat makes two attacks: one with its bite and one with its talons.

Bite. *Melee Weapon Attack:* +11 to hit, reach 10 ft., one target. *Hit:* 20 (3d8 + 7) piercing damage.

Talons. *Melee Weapon Attack:* +11 to hit, reach 5 ft., one target. *Hit:* 17 (3d6 + 7) slashing damage, and the target is grappled (escape DC 19). Until this grapple ends, the target is restrained, and the shriekbat can't use its talons on another target.

Shriek (Recharge 5–6). The shriekbat emits a powerful burst of sound in a 30-foot cone. Each creature in that area must make a DC 16 Constitution saving throw, taking 42 (12d6) thunder damage on a failed save, or half as much damage on a successful one. If the saving throw fails by 5 or more, the target is also stunned for 1 minute. A stunned creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

SKELETON, SWORDBREAKER

"Our last soldier swung his sword again at the skeleton, shattering the weapon against the creature's stone-like bones. We had no choice but to retreat."

—Journal entry of Sergeant Dalton from the battle on Necromancer's Hill

Tougher than a typical animated skeleton, these undead are raised from skeletal remains that have fossilized. Some are long dead beasts of a forgotten age, dug from the stone which encases them and reanimated. Others are more recent, raised from remains that were buried in areas where fossilization commonly occurs, such as near areas of mineral-rich water.

Bones of Stone. The swordbreaker skeleton's bones have fossilized and become stony. Most weapons shatter against these bones, but the fossilization makes the skeletons more susceptible to magic that harms stone or that causes concussive bursts of sound.

Undead Nature. A swordbreaker skeleton doesn't require air, food, drink, or sleep.

SWORDBREAKER SKELETON TEMPLATE

Any creature that has been dead for more than 100 years and that has a skeletal structure can be animated as a swordbreaker skeleton. When a creature is animated as a swordbreaker skeleton, it retains its statistics except as described below.

Type. The skeleton's type changes to undead, and it no longer requires air, food, drink, or sleep.

Alignment. The skeleton's alignment changes to lawful evil.

Armor Class. The creature has a natural armor class of 13 + its Dexterity modifier.

Ability Scores. The skeleton's Intelligence score is reduced to 6 (–2), if it was higher, otherwise it retains its Intelligence score. Its Wisdom score changes to 8 (–1), and its Charisma score changes to 5 (–3).

Damage Vulnerabilities. The skeleton is vulnerable to thunder damage.

Damage Resistances. The skeleton has resistance to piercing and slashing damage.

Damage Immunities. The skeleton is immune to poison damage.

Condition Immunities. The skeleton is immune to exhaustion and the poisoned and petrified conditions.

Senses. The skeleton gains darkvision with a radius of 60 feet.

Languages. The skeleton understands all languages it knew in life but it can't speak.

New Trait: Fossilized Bones. Any nonmagical slashing or piercing weapon made of metal or wood that hits the swordbreaker skeleton cracks. After dealing damage, the weapon takes a permanent and cumulative –1 penalty to damage rolls. If its penalty drops to –5, the weapon is destroyed. Nonmagical ammunition made of metal or wood that hits the swordbreaker skeleton is destroyed after dealing damage.

VETERAN SWORDBREAKER SKELETON

Medium undead, lawful evil

ARMOR CLASS 14 (natural armor)

HIT POINTS 78 (12d8 + 24)

SPEED 30 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	13 (+1)	14 (+2)	6 (–2)	8 (–1)	5 (–3)

DAMAGE VULNERABILITIES thunder

DAMAGE RESISTANCES piercing, slashing

DAMAGE IMMUNITIES poison

CONDITION IMMUNITIES exhaustion, petrified, poisoned

SENSES darkvision 60 ft., passive Perception 9

LANGUAGES understands all languages it knew in life but can't speak

CHALLENGE 3 (700 XP)

Fossilized Bones. Any nonmagical slashing or piercing weapon made of metal or wood that hits the swordbreaker skeleton cracks. After dealing damage, the weapon takes a permanent and cumulative –1 penalty to damage rolls. If its penalty drops to –5, the weapon is destroyed. Nonmagical ammunition made of metal or wood that hits the swordbreaker skeleton is destroyed after dealing damage.

ACTIONS

Multiattack. The veteran swordbreaker skeleton makes two longsword attacks. If it has a shortsword drawn, it can also make a shortsword attack.

Longsword. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 7 (1d8 + 3) slashing damage, or 8 (1d10 + 3) slashing damage if used with two hands.

Shortsword. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 6 (1d6 + 3) piercing damage.

Heavy Crossbow. *Ranged Weapon Attack:* +3 to hit, range 100/400 ft., one target. *Hit:* 6 (1d10 + 1) piercing damage.

SWARM OF ESTERON

The cloud of flying amphibians is made up of individuals with heads and bodies that resemble those of a newt. Their skin is an oily black with bright blue markings along their spines, legs, and wings.

Territorial. Esteron are small, winged salamanders that live in large groups. They cluster around subterranean bodies of water and aggressively protect such places. Some underground creatures see the esteron as a delicacy, but those who hunt esteron know the beasts are quick to form swarms that can easily overwhelm an unprepared hunter.

Excellent Memory. Although esteron are not intelligent, they have extraordinary memories. Many underground peoples collect esteron in small groups and use the beasts to race through mazes in games of chance. Others who dwell underground sometimes gather esteron and teach them certain scents to help locate ores or to detect dangerous substances such as poison in food or hidden patches of mold or fungi.

Community Groups. Esteron are highly sociable creatures. They choose a mate for life, and both parents take turns caring for their young. When a young esteron finds itself orphaned, others within the larger community provide for it. Esteron communities are not lorded over

by a dominant member. Instead, they cooperate with one another peacefully. When two groups of esteron encounter one another, they behave peacefully if the nearby water and food is abundant, sometimes even exchanging members. If resources are scarce, however, the group that inhabits the source of water drives away the outsider group with as little violence as possible.

SWARM OF ESTERON

Medium swarm of Tiny beasts, unaligned

ARMOR CLASS 13

HIT POINTS 54 (12d8)

SPEED 10 ft., fly 30 ft., swim 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	16 (+3)	10 (+0)	2 (–4)	12 (+1)	4 (–3)

DAMAGE RESISTANCES bludgeoning, piercing, slashing

CONDITION IMMUNITIES charmed, frightened, grappled, paralyzed, petrified, prone, restrained, stunned

SENSES darkvision 60 ft., passive Perception 11

LANGUAGES —

CHALLENGE 2 (450 XP)

Amphibious. The swarm can breathe air and water.

Keen Smell. The swarm has advantage on Wisdom (Perception) checks that rely on smell.

Swarm. The swarm can occupy another creature's space and vice versa, and the swarm can move through any opening large enough for a Tiny esteron. The swarm can't regain hit points or gain temporary hit points.

ACTIONS

Bites. *Melee Weapon Attack:* +5 to hit, reach 0 ft., one creature in the swarm's space. *Hit:* 14 (4d6) piercing damage, or 7 (2d6) piercing damage if the swarm has half its hp or fewer.

TROLL, DEEP

This large, lanky creature has limp, slate-colored hair, a long nose, and dark green, rubbery skin. Its legs are disproportionally larger than its upper body, and its limbs are oddly curved.

Deep trolls live far underground in the lightless regions seldom tread by people. An offshoot from their cousins on the surface, they have adapted to their environment in some unusual ways. Although they have eyes that can see light normally, their primary means of navigating the darkness is through vibration sense, which they register on their rubbery, sensitive skin.

Malleable. After these trolls moved underground, their bodies adapted to surviving in the smaller, often cramped caverns. Their bones became soft and malleable,

allowing them to access areas deep beneath the surface world. Deep trolls can elongate their limbs and body or squeeze themselves ooze-like through tiny cracks and openings until they emerge into a place large enough to accommodate their natural size.

Tribal. Deep trolls live in small tribes of 7 to 15 members. They raid in groups, though they can be found alone when hunting or scavenging. They are intelligent enough to communicate, but they are voracious and can rarely be reasoned with when food is present. They prefer to attack anything potentially edible that isn't part of the tribe and deal with the repercussions later. In rare cases, when confronted with opponents who are clearly more powerful, they can be persuaded to reason and discuss terms. Deep trolls are likely to agree to mutually beneficial terms, such as helping them deal with a common enemy or providing them with something they value.

DEEP TROLL

Large giant, chaotic evil

ARMOR CLASS 15 (natural armor)
HIT POINTS 63 (6d10 + 30)
SPEED 30 ft., burrow 20 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	13 (+1)	20 (+5)	7 (–2)	9 (–1)	7 (–2)

SENSES blindsight 30 ft., darkvision 60 ft., passive Perception 9
LANGUAGES Deep Speech
CHALLENGE 4 (1,100 XP)

Malleable Internal Structure. Provided there is suitable room to accommodate its volume, a deep troll can move at half its burrowing speed through any opening large enough for a Tiny creature.

Oozing Body. When the deep troll takes at least 15 slashing damage at one time, a chunk of its oozing flesh falls off into an unoccupied space within 5 feet of it. This flesh isn't under the deep troll's control, but it views the troll as an ally. The oozing flesh acts on the deep troll's initiative and has its own action and movement. It has an AC of 10, 10 hp, and a walking speed of 15 feet. It can make one attack with a +6 to hit, and it deals 7 (2d6) acid damage on a hit. If not destroyed, the oozing flesh lives for 1 week, voraciously consuming any non-deep troll creature it encounters. After that time, it dissolves into a puddle of water and gore.

Regeneration. The deep troll regains 10 hp at the start of its turn. If the troll takes fire damage, this trait doesn't function at the start of the troll's next turn. The deep troll dies only if it starts its turn with 0 hp and doesn't regenerate.

ACTIONS

Multiattack. The deep troll makes two attacks: one with its bite and one with its claws.

Bite. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one creature. *Hit:* 7 (1d6 + 4) piercing damage.

Claw. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one creature. *Hit:* 11 (2d6 + 4) slashing damage.

ZOMBIE, CAVEFISH

This creature looks like a bloated, wet corpse. Its fingers and toes are webbed, and slick, fleshy fins run down its spine and legs, poking through stretches of dead flesh. An overpowering stench of rot surrounds it.

Aquatic Adaptations. The cavefish zombie is an unusual type of undead that occurs when dark magic permeates a lightless, watery environment, such as in an underground lake or the depths of the ocean. Rather than retain the bodily form it possessed in life, the creature's skin sloughs off from parts of its body as aquatic features burst through its flesh. Its fingers and toes become webbed, and fins form on its back and down its legs.

Decay. The cavefish zombie's dead tissue holds water, causing it to look bloated and loose and afflicting it with a persistent rot. This rot results in a horrific odor, which follows them whether they are in water or on land.

Undead Nature. A cavefish zombie doesn't require air, food, drink, or sleep.

CAVEFISH ZOMBIE

Medium undead, neutral evil

ARMOR CLASS 10

HIT POINTS 37 (5d8 + 15)

SPEED 20 ft., swim 40 ft.

STR	DEX	CON	INT	WIS	CHA
15 (+2)	10 (+0)	16 (+3)	3 (–4)	6 (–2)	3 (–4)

SAVING THROWS Wis +0

DAMAGE IMMUNITIES poison

CONDITION IMMUNITIES poisoned

SENSES darkvision 60 ft., passive Perception 8

LANGUAGES understands the languages it knew in life but can't speak

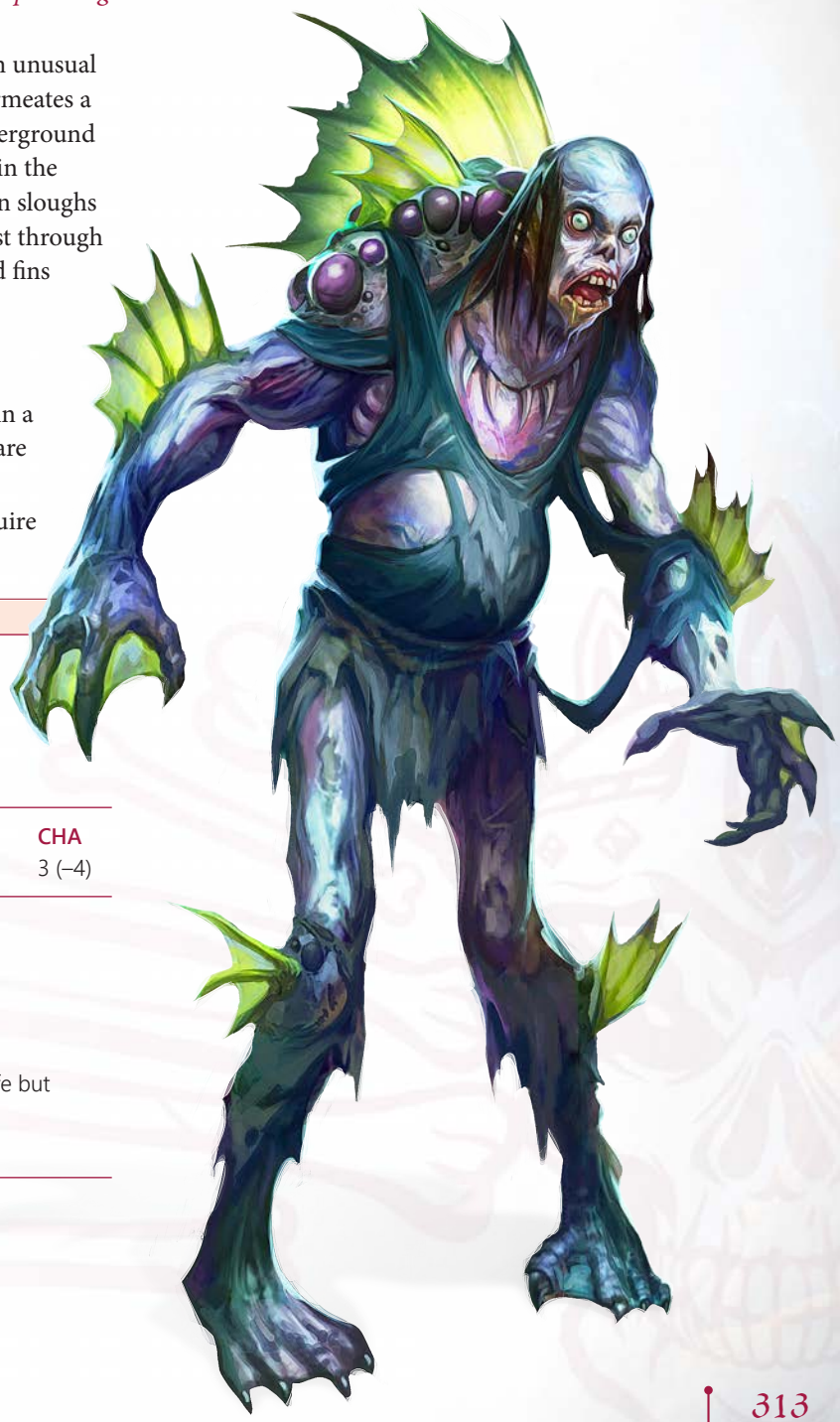
CHALLENGE 1/2 (100 XP)

Stench. Any creature that starts its turn within 5 feet of the cavefish zombie must succeed on a DC 10 Constitution saving throw or be poisoned until the start of its next turn. On a successful saving throw, the creature is immune to the zombie's Stench for 24 hours.

Undead Fortitude. If damage reduces the cavefish zombie to 0 hp, it must make a Constitution saving throw with a DC of 5 + the damage taken, unless the damage is radiant or from a critical hit. On a success, the zombie drops to 1 hp instead.

ACTIONS

Slam. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one creature. *Hit:* 5 (1d6 + 2) bludgeoning damage.



Dramatis Personae

Major NPC	Debut	Art	Stat Block	Description
Ahmose Harkhebi	180	180	—	Red Portal wizard who provides the characters with passage to and from the Underworld.
Archduke Avgost Walerska	85	86	NPC Appendix	Brother to the late King Eynryk of Krakova and brother-in-law of Queen Urzula. Part of the Court-in-Exile.
Borys Kreul	66	67	Ghoul	Ghoul spy for Vukas Shroudson and ally of Felixia Bael-Sheth.
Chessa Iancu	142	145	Vampire Spawn	Vampire spawn and Red Sister of Marena. Bride in the Blood Wedding.
Duke Morreto Lichmark	248	248	248	Duke of the Pure City of Vandekhul in the Ghoul Imperium. His latest plots are the focus of the *Empire of the Ghouls* adventure.
Farra Hidyati	160	160	Priest	Matriarch of the Hidyati gravebinder family in Siwal.
Felixia Bael-Sheth	66	70	NPC Appendix	Red Sister of Marena and head of the Cult of Forbidden Ecstasies.
Gahib Temuuri, the Ghul King	176	178	178	An ancient ghul who was trapped long ago and has recently awoken.
General Grimslade	106	107	Ghost Knight*	Ghost knight commander of Orzelbirg Castle.
General Jaro Whitebeard	83	83	—	Dwarven leader of the Black Fortress in Grisal.
Goran Malik	142	144	Monster Appendix	Darakhul shadowmancer and priest of Vardesain. Groom in the Blood Wedding.
Hafridh Ironeyes	126	124	NPC Appendix	Huldra shield maiden of Huldramose.
Jagoda Mazurek	95	95	—	High priestess of Sif in Jozht.
Jiro	183	184	—	Kobold merchant known throughout many parts of the Underworld and on the surface of Midgard.
Kaya	175	175	176	Vampire owl harpy and servant of the Ghul King.
Kenas Sipkiln	140	146	145	High priest of Chernobog and officiant of the Blood Wedding.
Koto Crag-Claw	60	61	Kobold King+	Kobold king in Zobeck to whom Skirtal pays minor tribute.
Lena Ravovik	77	77	—	High priestess of Rava in Zobeck.
Lord Alzano Kavanto	85	87	—	Retired adventurer and ruler of Kariessen.
Marius Mourncloak	240	240	Monster Appendix	Smooth-talking spy and loyal servant of Emperor Nicoforus.
Marquess Dorva Graysuture	237	237	—	Consort of Duke Morreto who was recently discarded. Long ago, she was a companion of the Last King Narosain.
Marquis Lazlo Dimas	237	237	—	Former general of the Harvester Legion. Long ago, he served the Last King Narosain.
Narosain	202	202	—	Former ghoul king believed to have been slain by the First Emperor. He is in hiding and is known as the Last King.
Orda	198	200	200	Leader of the derro Cult of the Withered Hand.
Queen Thorgerd	124	125	—	Queen of Huldramose.
Queen Urzula	85	86	—	Queen of the fallen kingdom of Krakova and leader of the Court-in-Exile. Mother of Zosia Walerska.
Radomir Marrowblight	247	247	Darakhul High Priest+	High priest of Vardesain's Bone Cathedral in Vandekhul and ally of Duke Morreto
Sajeel	164	164	164	Undead gypsosphinx and former consort of Shafiqa Siham, Matriarch of the Sphinxes in the Grand Necropolis of Siwal.
Selvyn	151	151	NPC Appendix	Shadow Realm guide and member of the Order of the Ebon Star.
Skirtal	51	51	—	Proprietor of the Rampant Roach, a kobold restaurant in Zobeck. His concern for his nephew starts the characters on the path to saving the world.
Smiling Magerette	242	244	244	Wizard-General of the Harvester Legion.
Trehild Shardspike	83	—	—	Elder dwarf scholar in Grisal and an expert on undead.
Vukas Shroudson	106	—	Monster Appendix	Darakhul shadowmancer and spy for Radomir Marrowblight.
Zosia Walerska	85	87	—	Daughter of Queen Urzula and neice of Archduke Avgost. Priestess of Wotan. Part of the Court-in-Exile

* indicates a creature in the *Tome of Beasts* + indicates a creature in the *Creature Codex*

NPCs

This section holds NPCs found in the *Empire of the Ghouls* adventure, as well as those who call the Underworld home or who are in league with the undead

ARCHDUKE AVGOST WALERSKA

Brother of the late Krakovan King Eynryk, Avgost sports an impressive, curved mustache and short, curly, brown hair, and he wears a breastplate beneath his furred cape.

Ruthless Noble. Before the fall of Krakova, the archduke had a reputation for being both devious and ruthless among the Slahta, the nobles responsible for electing the king; however, coming close to death at Wallenbirg changed Avgost for the better. Convinced Perun was behind his lucky escape, he swore an oath to the war god that he would rid his homeland of the vampires.

Court-in-Exile. Now, Avgost works with his sister-in-law, Queen Urzula, and his niece, Zosia Walerska, to raise an army to take back their homeland. He believes Perun is by his side, and his arrogance often puts him in risky situations as he conducts business on the Court-in-Exile's behalf in more dangerous locales.

ARCHDUKE AVGOST

Medium humanoid (human), lawful neutral

ARMOR CLASS 16 (breastplate)

HIT POINTS 65 (10d8 + 20)

SPEED 30 ft.

STR	DEX	CON	INT	WIS	CHA
12 (+1)	15 (+2)	14 (+2)	16 (+3)	14 (+2)	18 (+4)

SAVING THROWS Con +4, Wis +4

SKILLS Deception +6, History +5, Insight +4, Intimidation +6, Persuasion +6

SENSES passive Perception 12

LANGUAGES Common, Darakhul, Elvish

CHALLENGE 3 (700 XP)

Brave. The archduke has advantage on saving throws against being frightened.

Charmed Life (Recharges after a Short or Long Rest). When the archduke fails a saving throw, he can choose to reroll it. If he does, he has advantage on the saving throw.

ACTIONS

Multiattack. Archduke Avgost makes three rapier attacks.

Rapier. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 6 (1d8 + 2) piercing damage.

Leadership (Recharges after a Short or Long Rest). For 1 minute, the archduke can utter a special command or warning whenever a nonhostile creature that he can see within 30 feet of him makes an attack roll or a saving throw. The creature can add 1d4 to its roll provided it can hear and understand the archduke. A creature can benefit from only one Leadership die at a time. This effect ends if the archduke is incapacitated.

REACTIONS

Parry. The archduke adds 2 to his AC against one melee attack that would hit him. To do so, the archduke must see the attacker and be wielding a melee weapon.

ARDEN MONTLEMAURE

This werebat courier is a highly adroit rogue who spent her youth as a street urchin skilled in the navigation of Zobeck's cartways and catacombs.

Self-Made Saboteur. An enterprising attitude has led Arden to a life of perilous profit in the employ of the Ghoul Imperium and its various adversaries. Her speed and discretion are outmatched, making her a most valuable asset to purveyors of clandestine information. Ever-ready for a meeting with a new client or a quick getaway, she wears loose-fitting, revealing garments that cater to her monstrous transformations while simultaneously accenting her rugged beauty.

Enemy of Empires. Arden's wit as a tactician has made her many allies and a great deal of enemies. She is wanted dead or alive by many unscrupulous Midgard potentates who view her as a threat.

ARDEN MONTLEMAURE

Medium humanoid (human, shapechanger), neutral evil

ARMOR CLASS 14 in humanoid form, 16 (natural armor) in bat and hybrid form

HIT POINTS 84 (13d8 + 26)

SPEED 30 ft. (40 ft., fly 50 ft. in bat or hybrid form)

STR	DEX	CON	INT	WIS	CHA
11 (+0)	18 (+4)	14 (+2)	12 (+1)	11 (+0)	14 (+2)

SAVING THROWS Dex +7, Int +4

SKILLS Acrobatics +7, Deception +5, Perception +3, Sleight of Hand +7, Stealth +7

DAMAGE IMMUNITIES bludgeoning, piercing, and slashing from nonmagical attacks not made with silvered weapons

SENSES blindsight 60 ft., passive Perception 13

LANGUAGES Common, Darakhul, Thieves' Cant, Undercommon (can't speak in bat form)

CHALLENGE 8 (3,900 XP)

Cunning Action. On each of her turns, Arden Montlemaure can use a bonus action to take the Dash, Disengage, or Hide action.

Echolocation. Arden can't use her blindsight while deafened.

Evasion. If Arden Montlemaure is subjected to an effect that allows her to make a Dexterity saving throw to take only half damage, she instead takes no damage if she succeeds on the saving throw, and only half damage if she fails.

Keen Hearing. Arden Montlemaure has advantage on Wisdom (Perception) checks that rely on hearing.

Shapechanger. Arden Montlemaure can use her action to polymorph into a bat-humanoid hybrid or into a Medium-sized bat, or back into her true form, which is humanoid. Her statistics, other than her AC, are the same in each form with the exception that only her hybrid and bat forms retain her flying speed. Any equipment she is wearing or carrying isn't transformed. She reverts to her true form if she dies.

Sneak Attack (1/Turn). Arden Montlemaure deals an extra 14 (4d6) damage when she hits a target with a weapon attack and has advantage on the attack roll, or when the target is within 5 feet of an ally of her that isn't incapacitated and she doesn't have disadvantage on the attack roll.

Street Urchin. Arden Montlemaure has advantage on Dexterity (Acrobatics and Stealth) checks made to scale structures or to hide in urban terrain.

Sunlight Sensitivity. While in sunlight, Arden Montlemaure has disadvantage on attack rolls, as well as on Wisdom (Perception) checks that rely on sight.

ACTIONS

Multiattack (Humanoid or Hybrid Form Only). In humanoid form, Arden Montlemaure makes three attacks with her dagger or whip. In hybrid form, she makes three attacks: one with her bite and two with her claws, dagger, or whip. She can use Snare in place of one whip attack.

Bite (Bat or Hybrid Form Only). *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 9 (2d4 + 4) piercing damage. If the target is a humanoid, it must succeed on a DC 15 Constitution saving throw or be cursed with werebat lycanthropy.

Claws (Hybrid Form Only). *Melee Weapon Attack:* +7 to hit, reach 5 ft., one creature. *Hit:* 7 (1d6 + 4) slashing damage.

Whip (Humanoid or Hybrid Form Only). *Melee Weapon Attack:* +7 to hit, reach 10 ft., one target. *Hit:* 6 (1d4 + 4) slashing damage.

Dagger (Humanoid or Hybrid Form Only). *Melee or Ranged Weapon Attack:* +7 to hit, reach 5 ft. or range 20/60 ft., one target. *Hit:* 6 (1d4 + 4) piercing damage.

Hand Crossbow (Humanoid or Hybrid Form Only). *Ranged Weapon Attack:* +7 to hit, range 30/120 ft., one target. *Hit:* 7 (1d6 + 4) piercing damage.

Snare. Arden twirls her whip and strikes the legs of a creature within 10 feet. The target must make a DC 15 Strength saving throw. On a failure, the target takes 9 (2d4 + 4) slashing damage and is knocked prone and restrained by Arden's whip. On a success, the target takes half the damage and is knocked prone but isn't restrained. A creature, including the restrained target, can take its action to break or unwind the whip by succeeding on a DC 15 Strength or Dexterity check. While restraining a target with her whip, Arden can't use the whip to make attacks.

GALATHANTES, THE DEATHLESS ORACLE

This hierophant lich offers veiled portents, eldritch secrets, and unholy salvation to those who heed his grim counsel.

Disciple of the Unseen. Clad in heavy robes, Galathantes prophesies upon a dark, crystalline throne in his subterranean bastion. A black halo wreathed in purple flames crowns his cloaked and decrepit skull, and bright crimson motes of light pulse from within the shadows of his hollow eyes. His tarnished silver staff is tipped with the unholy visage of a fiendish lion skull carved from labradorite—a likeness of his infernal master, the Arch-Devil Parzelon (*Creature Codex*, p. 101). This is the *staff of Parzelon* (see page 271), and it is his sacred vessel. As long as it remains whole, Galathantes can't be truly defeated.

Lord of Specters. A modest garrison of shadows and several wraith lieutenants serve as the Deathless Oracle's indefatigable minions. These spectral henchmen dutifully oust those he deems unworthy of his consultation.

Undead Nature. Galathantes doesn't require air, food, drink, or sleep.

GALATHANTES

Medium undead, lawful evil

ARMOR CLASS 14 (natural armor)

HIT POINTS 110 (17d8 + 34)

SPEED 30 ft.

STR	DEX	CON	INT	WIS	CHA
12 (+1)	13 (+1)	15 (+2)	18 (+4)	20 (+5)	17 (+3)

SAVING THROWS Con +6, Int +8, Wis +9

SKILLS Arcana +12, History +12, Insight +9, Perception +9, Religion +8

DAMAGE RESISTANCES cold, lightning, necrotic

DAMAGE IMMUNITIES poison; bludgeoning, piercing, and slashing from nonmagical attacks

CONDITION IMMUNITIES charmed, exhaustion, frightened, paralyzed, poisoned

SENSES truesight 60 ft., passive Perception 19

LANGUAGES Abyssal, Common, Infernal, Void Speech

CHALLENGE 12 (8,400 XP)

Dark Portents (3/Day). As a bonus action, Galathantes targets a creature he can see within 30 feet. If the target is an ally, the target has advantage on weapon attack rolls until the end of its next turn, and, when it hits with any weapon, the weapon deals an extra 2d8 necrotic damage. If the target is an enemy, the target must succeed on a DC 17 Wisdom saving throw or have disadvantage on the next saving throw it makes against a spell cast by Galathantes. The lich can target himself with this trait and gain the benefits of being an allied target.

Legendary Resistance (3/Day). If Galathantes fails a saving throw, he can choose to succeed instead.

Levitate. As a bonus action, Galathantes can rise or descend vertically up to 20 feet and can remain suspended there. This trait works like the *levitate* spell, except there is no duration, and Galathantes doesn't need to concentrate to continue levitating each round.

Rejuvenation. While the *staff of Parzelon* exists, a destroyed Galathantes gains a new body in 1d10 days, regaining all his hp and becoming active again. The new body appears within 5 feet of the staff, his sacred vessel.

Staff of Parzelon. Galathantes wields the *staff of Parzelon* (see page 271), which is a magic quarterstaff that grants him a +2 bonus to attack and damage rolls made with it and a +2 bonus to spell attack rolls. The staff has 20 charges, and Galathantes can expend charges as normal to use the staff's properties.

Turn Resistance. Galathantes has advantage on saving throws against any effect that turns undead.

Spellcasting. Galathantes is an 11th-level spellcaster. His spellcasting ability is Wisdom (spell save DC 17, +11 to hit with spell attacks). Galathantes has the following cleric spells prepared:

Cantrips (at will): *guidance, mending, sacred flame, thaumaturgy*

1st level (4 slots): *command, detect magic, protection from evil and good, sanctuary**

2nd level (3 slots): *hold person, silence, spiritual weapon**

3rd level (3 slots): *animate dead, dispel magic, spirit guardians**

4th level (3 slots): *banishment, freedom of movement, guardian of faith*

5th level (2 slots): *flame strike, scrying*

6th level (1 slot): *create undead*

*if using the *Underworld Player's Guide*, replace the indicated spells with *bolster undead, conjure spectral dead*, and *touch of the unliving*, respectively

ACTIONS

Staff of Parzelon. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 6 (1d6 + 3) bludgeoning damage, or 7 (1d8 + 3) bludgeoning damage if used with two hands.

Unholy Smite. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 8 (2d6 + 1) bludgeoning plus 9 (2d8) necrotic damage. The target must succeed on a DC 17 Wisdom saving throw or be charmed for 1 minute. The charmed target must defend Galathantes. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success. An undead target that fails is charmed for 24 hours and can only repeat the saving throw once every 24 hours.

DESTROYING GALATHANTES

The *staff of Parzelon* acts as Galathantes' sacred vessel and protects his vile soul. As long as this unholy relic remains whole, the hierophant lich is never permanently slain. However, some sages speculate the soul of Galathantes can be sundered from the staff following a series of ancient and forgotten rites. The formulae of these rituals are only hinted at in obscure arcane texts like the *Black Spire Codex* (*Midgard Worldbook*, p. 413), the *Grim Verses* (see page 263), and the *radiant libram* (see page 266), but they offer hopeful promise to those who would take up the legendary *staff of Parzelon* as their own.

Summon Spawn (1/Day). Galathantes summons 1 spawn of Parzelon (*Creature Codex*, p. 102) or 1 barbed devil. A summoned devil appears in an unoccupied space within 60 feet of Galathantes, acts as an ally, and can't summon other devils. It remains for 1 minute, or until Galathantes dismisses it as an action.

LEGENDARY ACTIONS

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

Cantrip. Galathantes casts a cantrip.

Staff of Parzelon. Galathantes makes one attack with his *staff of Parzelon*.

Unholy Smite (Costs 2 Actions). Galathantes uses his Unholy Smite.

Roar of Parzelon (Costs 3 Actions). Galathantes emits a roar in a 30-foot cone, which bears some resemblance to the roar of his infernal master. Each creature in the cone must make a DC 15 Constitution saving throw. On a failure, a creature takes 18 (4d8) thunder damage and is deafened for 1 minute. On a success, a creature takes half the damage and isn't deafened. A deafened creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

HULDRA SHIELD MAIDEN

Ruled by two queens, the Huldra are fierce warrior women who protect the swampy and soggy land of Huldramose.

Ancient Valkyries. It is said the first valkyries were chosen from among the Huldra, and the Huldra maintain a good relationship with valkyries. When a particularly skilled and respected Huldra dies, it is said her soul is welcomed with open arms by the valkyries to join their number in the afterlife.

Trollkin Warriors. Huldra were originally trollkin and the majority of their order remains trollkin. Many girls and women travel from all across the world to Huldramose to be trained in the fighting arts by the Huldra, but they often return to their homelands with the knowledge they gain. On rare occasions, some non-trollkin women stay behind to permanently join the order and train future generations of warrior women.

HULDRA SHIELD MAIDEN

Medium humanoid (trollkin), lawful neutral

ARMOR CLASS 16 (studded leather, shield)

HIT POINTS 65 (10d8 + 20)

SPEED 30 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	13 (+1)	14 (+2)	10 (+0)	12 (+1)	12 (+1)

SAVING THROWS Con +4

SKILLS Intimidation +3, Survival +3

SENSES darkvision 60 ft., passive Perception 11

LANGUAGES Common, Trollkin

CHALLENGE 3 (700 XP)

Regeneration. The Huldra shield maiden regains 5 hp at the start of her turn. If the shield maiden takes acid or fire damage, this trait doesn't function at the start of her next turn. The shield maiden dies only if she starts her turn with 0 hp and doesn't regenerate.

Thick Hide. The Huldra shield maiden's skin is thick and tough, granting her a +1 bonus to Armor Class. This bonus is already factored into her AC.

ACTIONS

Multiattack. The Huldra shield maiden takes two attacks with her longsword.

Longsword. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 7 (1d8 + 3) slashing damage, or 8 (1d10 + 3) slashing damage if used with two hands.

Javelin. *Ranged Weapon Attack:* +5 to hit, range 30/120, one target. *Hit:* 6 (1d6 + 3) piercing damage.

Call to Arms (Recharge 6). Up to three creatures of the shield maiden's choice that are within 30 feet of her, can hear her, and are not already affected by Call to Arms gain advantage on attack rolls until the start of the shield maiden's next turn.

ILXANTHIARD, PARAGON OF ROT

The ghoul's facial features are barely recognizable beneath the teeming fungal growths, which drip putrescence and vomit forth vile spores.

A Tale of Vision. Ilxanthiard was a typical darakhul who lived in service to the Ghoul Imperium. He followed the

orders of his superiors, performing his assigned tasks with obedience and vigor. Then one day, as he was patrolling the subterranean area known as the Forest of Forgetting, his unlife changed forever.

Visions of Rot. As Ilxanthiard chased some escaped deep gnome slaves through the fungal forest, he was hit by spores from a strange myconid named Waktwaza. Normally, the poisonous spores of the myconids, occasional allies of the ghouls, fail to affect the undead of the subterranean realms. Waktwaza's spores, however, were different.

As the spores fell on him, Ilxanthiard immediately felt, for the first time in his existence, a sense of wonder and purpose beyond simple obedience to his undead masters. He understood the glorious power of rot, the final and beautiful state of perfect putrescence. And he wanted to attain that perfection.

Ambassador of Decay. As Ilxanthiard's hunger for the flesh that sustains those of his kind abated, it was replaced by the urge to be feasted upon by fungi, to become the living (and undying) embodiment of that which decays in order to be fed upon. The ghoul became a host for fungal growths, and he went out into the caverns comprising the Forest of Forgetting to bring others of his kind to his new religion. Most resisted his exhortations, and the ghoul was forced to kill his peers. Ilxanthiard eventually brought others into his growing congregation, through force when necessary.

Embodiment of Fungal Death. Ilxanthiard's ghoulish body now teems with fungal growths sprouting from all of his exposed skin. His gate is loping and erratic, as his physical form is wracked with awkwardly placed fungal tumors. His grotesque growths spurt a stream of putrid spores that is deadly to both living and undead creatures.

Undead Nature. Ilxanthiard doesn't require air, food, drink or sleep.

ILXANTHIARD

Medium undead, chaotic evil

ARMOR CLASS 15 (natural armor)

HIT POINTS 180 (24d8 + 72)

SPEED 25 ft.

STR	DEX	CON	INT	WIS	CHA
19 (+4)	12 (+1)	16 (+3)	12 (+1)	15 (+2)	7 (−2)

SAVING THROWS Con +7, Wis +6

SKILLS Perception +6

DAMAGE IMMUNITIES necrotic, poison

CONDITION IMMUNITIES charmed, exhaustion, poisoned

SENSES darkvision 60 ft., passive Perception 16

LANGUAGES Common, Darakhul

CHALLENGE 12 (8,400 XP)

Putrid Stench. Any creature that starts its turn within 5 feet of Ilxanthiard must make a successful DC 14 Constitution saving throw or be poisoned until the start of its next turn. If a creature is immune to the poisoned condition, it is incapacitated instead. If a creature's saving throw is successful or the effect ends for it, the creature is immune to Ilxanthiard's Putrid Stench for 24 hours.

Sunlight Sensitivity. While in sunlight, Ilxanthiard has disadvantage on attack rolls, as well as on Wisdom (Perception) checks that rely on sight.

Turning Defiance. Ilxanthiard and any undead within 30 feet of him have advantage on saving throws against effects that turn undead.

Waktwaza's Spores. The fungus that grows on Ilxanthiard is poisonous even to creatures normally immune to such dangers. Creatures that have resistance or immunity to poison damage don't have resistance or immunity to the poison damage from Ilxanthiard's bite and Spore Stream. This trait doesn't affect plant creatures.

ACTIONS

Multiattack. Ilxanthiard makes three bite attacks. Alternatively, he can use Spore Stream twice.

Bite. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. *Hit:* 13 (2d8 + 4) piercing damage, and the target must make a DC 15 Constitution saving throw, taking 11 (2d10) poison damage on a failed save, or half as much damage on a successful one. If the target fails the saving throw by 5 or more, it is poisoned until the end of its next turn.

Spore Stream. *Ranged Weapon Attack:* +8 to hit, range 60 ft., one target. *Hit:* 26 (4d10 + 4) poison damage.

LARGL-LX, DERRO APOCALYPSE BRINGER

The derro appears to have two heads, but soon the true nature of the extra appendage becomes clear: it is a large fungal growth with eyes and a mouth. The growth's mouth opens into a terrible scream.

The Derro Abide. The derro clans living on the fringes of the Ghoul Imperium have a tense relationship with the ghouls. The strange little creatures are often useful to the ghouls; however, their inscrutable natures and chaotic actions often force the Imperium's legions to drive them away. Still, the derro in the area remain and thrive, regardless of how they are treated.

A True Believer. Largl-Lx, an innocuous member of a derro clan, heard a calling that led her into the Forest of Forgetting. As she beheld for the first time the beautiful colors of the myconid prophet Waktwaza, her destiny became clear. She would bring about the end of the derro race, leading the myconid domination and destruction of everything, including her own people. Waktwaza approved of the plan.

A Sacred Gift. For her obedience and fealty, Largl-Lx received a great boon. She woke one day from a fever dream to see that a fungal second head had grown next to her original one. This gifted head spoke to her of power and pestilence, of sovereignty and slime. These words made more sense than any of the disembodied voices Largl-Lx had heard previously.

When she obeyed the commands of the fungal head, she flourished. When she disobeyed, she felt nothing but pain. She now bides her time, waiting for the moment when she will lead a faction of Waktwaza's forces against her people and turn them into food for the myconids.

LARGL-LX

Small humanoid (derro), chaotic evil

ARMOR CLASS 13 (16 with *mage armor*)
HIT POINTS 156 (24d6 + 72)
SPEED 30 ft.

STR	DEX	CON	INT	WIS	CHA
9 (–1)	16 (+3)	17 (+3)	15 (+2)	9 (–1)	19 (+4)

SAVING THROWS Dex +8, Wis +4
SKILLS Arcana +7, Deception +9
DAMAGE IMMUNITIES poison
CONDITION IMMUNITIES poisoned
SENSES darkvision 120 ft., passive Perception 9
LANGUAGES Derro, Undercommon, telepathy 120 ft.

CHALLENGE 11 (7,200 XP)

Magic Resistance. Largl-Lx has advantage on saving throws against spells and other magical effects.

Sunlight Sensitivity. While in sunlight, Largl-Lx has disadvantage on attack rolls, as well as on Wisdom (Perception) checks that rely on sight.

Two Heads. Largl-Lx has advantage on Wisdom (Perception) checks and on saving throws against being blinded, charmed, deafened, frightened, stunned, and knocked unconscious.

Waktwaza's Spores. The fungus that infuses Largl-Lx and her staff is poisonous even to creatures normally immune to such dangers. Creatures that have resistance or immunity to poison damage don't have resistance or immunity to the poison damage from Largl-Lx's Fungal Staff. This trait doesn't affect plant creatures.

Spellcasting. Largl-Lx is a 12th-level spellcaster. Her spellcasting ability is Charisma (save DC 17, +9 to hit with spell attacks). She has the following wizard spells prepared:

Cantrips (at will): *acid splash, light, mage hand, message, ray of frost*

1st level (4 slots): *burning hands, mage armor, shield, sleep*

2nd level (3 slots): *invisibility, spider climb, suggestion**

3rd level (3 slots): *blink, fear, lightning bolt*

4th level (3 slots): *blight, confusion, dimension door*

5th level (2 slots): *arcane hand, cloudkill*

6th level (1 slots): *circle of death*

*if using the *Underworld Player's Guide*, replace the indicated spell with *stench of rot*

ACTIONS

Multiattack. Largl-Lx makes three attacks with her fungal staff. Alternatively, she can use Fungal Scream twice.

Fungal Scream. *Ranged Spell Attack*: +9 to hit, range 30 ft., one target. *Hit:* 14 (4d6) thunder damage, and the target must make a DC 17 Constitution saving throw. On a failure, the target takes 18 (4d8) psychic damage and falls prone. On a success, the target takes half the damage and doesn't fall prone.

Fungal Staff. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. *Hit:* 8 (2d4 + 3) bludgeoning damage plus 14 (4d6) poison damage.

OZRIC SNEK

This skeletal kobold sage is a sardonic bibliothecary who serves as the ageless librarian of the Lost Repository.

Splenetic Sage. In life, Ozric Snek was a scholar of prolific oratory ability. Now, the cantankerous old kobold is deeply content in his current role as the primary custodian of a hallowed collection of arcane and eldritch knowledge. Snek is a slave to style and finery, and he clothes his narrow, skeletal form in oversized robes and glittering ornaments.

Attendants of the Lost Repository. The boney old librarian is assisted by a small retinue of loyal automatons and undead assistants, including the imp, Bloch, and a sarcastic clockwork servant, Error. Copies of notorious tomes like the *diary of a necrophage* (see page 260) and notes on how to separate Galathantes (see page 317) from the *staff of Parzelon* (see page 271) are rumored to lurk amongst the Lost Repository's moldy and forbidden shelves.

Undead Nature. Ozric Snek doesn't require air, food, drink, or sleep.

OZRIC SNEK

Small undead (kobold), lawful evil

ARMOR CLASS 13

HIT POINTS 110 (20d6 + 40)

SPEED 25 ft.

STR	DEX	CON	INT	WIS	CHA
7 (–2)	17 (+3)	14 (+2)	18 (+4)	10 (+0)	14 (+2)

SAVING THROWS Dex +6, Cha +5

SKILLS Arcana +7, History +10, Perception +3, Performance +5, Persuasion +8

DAMAGE VULNERABILITIES bludgeoning

DAMAGE IMMUNITIES poison

CONDITION IMMUNITIES exhaustion, poisoned

SENSES darkvision 60 ft., passive Perception 13

LANGUAGES Common, Draconic

CHALLENGE 5 (1,800 XP)

Pack Tactics. Ozric Snek has advantage on attack rolls against a creature if at least one of his allies is within 5 feet of the target and the ally isn't incapacitated.

Repository's Custodian. While in the Lost Repository, he has advantage on Wisdom (Perception) checks to detect creatures within 60 feet of him. In addition, while in a library or other structure that holds books, tablets, or scrolls, Ozric has advantage on Intelligence (Investigation) checks to find the exact piece of knowledge he seeks, as long as the structure contains that knowledge and the knowledge is in a written form, such as text in a book or on a scroll.

Sunlight Sensitivity. While in sunlight, Ozric has disadvantage on attack rolls, as well as on Wisdom (Perception) checks that rely on sight.

Spellcasting. Ozric Snek is a 6th-level spellcaster. His spellcasting ability is Intelligence (spell save DC 15, +7 to hit with spell attacks). He has the following bard spells prepared:

Cantrips (at will): *mage hand, message, vicious mockery*

1st level (4 slots): *charm person, detect magic, identify, sleep, thunderwave*

2nd level (3 slots): *invisibility, knock, silence*

3rd level (3 slots): *dispel magic, glyph of warding*

SNEK'S LOYAL ASSISTANTS

The ill-tempered Ozric Snek enjoys surrounding himself with creatures that can endure his prickly demeanor and help maintain his proud athenaeum. Two of his most trusted henchmen include an **imp** named Bloch and a modified clockwork servant named Error, who both vie for the old librarian's attention utilizing a casual assault of harmless pranks and endless arguments. Though Bloch subsists on the various insects and rodents that find their way into the repository, the imp's body looks skeletal, a shadow of its undead master. Built with a few extra pieces, Error is a **clockwork servant** (*Creature Codex*, p. 65) that can cast *shocking grasp* at will.

ACTIONS

Multiattack. Ozric Snek makes three dagger attacks. Alternatively, he can use Word of Warning twice.

Dagger. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 5 (1d4 + 3) piercing damage plus 3 (1d6) poison damage.

Word of Warning. *Ranged Spell Attack*: +7 to hit, range 60 ft., one target. *Hit:* 14 (4d6) thunder damage, and the target must succeed on a DC 15 Charisma saving throw or it has disadvantage on its next weapon attack roll.

Droning Speech (Recharge 5–6). Ozric Snek drones on ad nauseum on a mundane topic. Each creature within 20 feet of him must make a DC 15 Intelligence saving throw, taking 18 (4d8) psychic damage on a failed save, or half as much damage on a successful one. If a creature fails the saving throw by 5 or more, it falls unconscious for 10 minutes. An unconscious creature awakens if it takes damage or another creature takes an action to wake it.

PROCURER

The followers of the Creed of All Flesh draw their power from the consumption of other intelligent beings. They tear down their foes to build themselves up. Members of the cult are a terrible, feral force that both intimidates and overwhelms foes.

Gatherers. Procurers are members of the cult tasked with gathering suitable victims for the cult's rituals, magical research, and performance feasts. They are infused with power from the cannibalistic rituals of which they partake, but also possess a dire hunger that must be satiated. Procurers can be found operating alone or in groups of up to eight or more for large operations.

PROCURER

Medium humanoid (any race), chaotic evil

ARMOR CLASS 14 (chain shirt)

HIT POINTS 26 (4d8 + 8)

SPEED 30 ft.

STR	DEX	CON	INT	WIS	CHA
15 (+2)	13 (+1)	14 (+2)	11 (+0)	12 (+1)	13 (+1)

SENSES passive Perception 11

LANGUAGES Common

CHALLENGE 1/4 (50 XP)

Frenzy. Immediately after the procurer first damages an opponent, he or she goes into a blood frenzy lasting 1 minute.

While frenzied, the procurer adds 3 damage to successful weapon attacks.

ACTIONS

Sickle. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 4 (1d4 + 2) slashing damage.

Light Crossbow. *Ranged Weapon Attack:* +3 to hit, range 80/320 ft., one target. *Hit:* 5 (1d8 + 1) piercing damage.

QUIRTH BLACKREACH, THE CAVESTRIDER

This wizened derro is an accomplished cartographer of subterranean realms.

Hunter in the Dark. Armed with his wicked shortsword and crossbow, the roguish Cavestrider stalks the lightless domains beneath the surface of Midgard in search of treasures unknown. He fuels his wily expeditions by crafting maps of the strange (and often militarily strategic) places he explores. In addition to his prowess in orienteering and map-making, Quirth is a battle-hardened slayer who wears the scars of countless encounters across his perpetually suspicious face. He furtively stalks his namesake terrain clad in light-smothering black leather armor and a charcoal-colored cloak.

A Dwarf Possessed. Unbeknownst to many of his clients, Quirth Blackreach is haunted by the spirit of an ancient necromancer he encountered during one of his darker delves. From beyond the grave, this evil wizard guides some of the unwilling derro's more unsavory endeavors.

QUIRTH BLACKREACH

Small humanoid (derro), chaotic neutral

ARMOR CLASS 16 (studded leather)

HIT POINTS 105 (14d6 + 56)

SPEED 25 ft.

STR	DEX	CON	INT	WIS	CHA
15 (+2)	19 (+4)	18 (+4)	14 (+2)	16 (+3)	9 (–1)

SAVING THROWS Dex +7, Cha +2

SKILLS Investigation +5, Perception +6, Stealth +7, Survival +9

SENSES darkvision 120 ft., passive Perception 16

LANGUAGES Common, Darakhul, Dwarvish, Undercommon

CHALLENGE 6 (2,300 XP)

Haunted Derro. If Quirth fails a saving throw against being charmed, the spirit haunting Quirth interferes. The creature attempting to charm Quirth must succeed on a DC 15 Charisma saving throw or it fails to charm him.

Magic Resistance. Quirth has advantage on saving throws against spells and other magical effects.

Sunlight Sensitivity. While in sunlight, Quirth has disadvantage on attack rolls, as well as on Wisdom (Perception) checks that rely on sight.

Underworld Cartographer. Difficult terrain composed of rocks, debris, tight tunnels, or other naturally occurring deep, cavernous terrain doesn't cost Quirth extra movement. In addition, while in cavernous terrain, he has advantage on Intelligence (Investigation) and Wisdom (Survival) checks to find hidden objects or doors, follow tracks, find food and water, and deduce the safety of a tunnel.

Spellcasting. Quirth Blackreach is a 9th-level spellcaster. His spellcasting ability is Wisdom (spell save DC 14, +6 to hit with spell attacks). He has the following ranger spells prepared:

1st level (4 slots): *alarm, detect poison and disease, hunter's mark*

2nd level (3 slots): *find traps, pass without trace*

3rd level (2 slots): *protection from energy, water breathing*

ACTIONS

Multiattack. Quirth Blackreach makes three melee attacks.

Shortsword. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 8 (1d6 + 4) piercing damage, and the target must make a DC 15 Constitution saving throw, taking 7 (2d6) poison damage on a failed save, or half as much damage on a successful one.

Light Crossbow. *Ranged Weapon Attack:* +7 to hit, range 80/320 ft., one target. *Hit:* 8 (1d8 + 4) piercing damage.

RED SISTER

Red Sisters are the red-robed priestesses of the Blood Goddess.

Devotees of Blood. Within their vampire-ruled home nation, the priestesses of the Blood Goddess are called Red Sisters. Here they openly spill blood, both their own and that of their sacrifices, and dole out punishments both harsh and public in the name of their goddess. Outside of their homeland, the Red Sisters are considered a cult and named "Blood Sisters." These hidden sisters often lure victims and new adherents into the cult with lustful rites.

Priestesses of Birth. As worshippers of the goddess of lust and death, the Red Sisters understand pregnancy is often a consequence of the lust stirred by their goddess and a necessary part of the cycle of blood. Red Sisters make excellent midwives and ensure the delivery of healthy children, believing many of the children they deliver are destined for the nation's vampire lords or the goddess's altar.

RED SISTER

Medium humanoid (human), any evil alignment

ARMOR CLASS 12

HIT POINTS 38 (7d8 + 7)

SPEED 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	14 (+2)	12 (+1)	13 (+1)	16 (+3)	15 (+2)

SKILLS Deception +4, Medicine +5, Persuasion +4, Religion +3

SENSES passive Perception 13

LANGUAGES Common, Darakhul

CHALLENGE 2 (450 XP)

Touch of Death. As a bonus action, the Red Sister can expend a spell slot to cause her melee weapon attacks to magically deal an extra 10 (3d6) necrotic damage to a target on a hit. This benefit lasts until the end of the turn. If the Red Sister expends a spell slot of 2nd level or higher, the extra damage increases by 1d6 for each level above 1st.

Spellcasting. The Red Sister is a 5th-level spellcaster. Her spellcasting ability is Wisdom (spell save DC 13, +5 to hit with spell attacks). The Red Sister has the following cleric spells prepared:

Cantrips (at will): *guidance, light, resistance, sacred flame*

1st level (4 slots): *bane, command, guiding bolt, shield of faith*

2nd level (3 slots): *blindness/deafness*, hold person*

3rd level (2 slots): *animate dead, bestow curse**

*if using the *Midgard Worldbook*, replace the indicated spells with *blood lure* and *throes of ecstasy*, respectively

ACTIONS

Whip. *Melee Weapon Attack:* +4 to hit, reach 10 ft., one target. *Hit:* 4 (1d4 + 2) slashing damage. If the target is a creature other than an undead or a construct, it must succeed on a DC 13 Constitution saving throw or lose 2 (1d4) hit points at the start of each of its turns from a bleeding wound. Any creature can take an action to stanch the wound with a successful DC 10 Wisdom (Medicine) check. The wound also closes if the target receives magical healing.

Spear. *Melee or Ranged Weapon Attack:* +2 to hit, reach 5 ft. or range 20/60 ft., one target. *Hit:* 3 (1d6) piercing damage, or 4 (1d8) piercing damage if used with two hands to make a melee attack.

SELVYN

This female shadow fey darakhul is dressed in studded leather armor with a holy symbol featuring an eight-pointed black star. She wears a longsword at her side and a quiver of black-fletched arrows opposite. She carries a shield emblazoned with an eight-pointed black star and has a bow slung over her shoulder. Her body still displays much of the vigor of life, and her black eyes swirl with star-like white motes.

Shadow Guide. Disguised as a shadow fey to avoid unpleasant reactions to her true form, Selvyn often acts as a guide for groups wishing to travel along the shadow roads. She can reasonably be placed in any region where people frequently travel or seek to travel the shadow roads.

Hungry Dead Nature. Selvyn doesn't require air or sleep.

SELVYN

Medium undead, lawful neutral

ARMOR CLASS 16 (studded leather, shield)

HIT POINTS 91 (14d8 + 28)

SPEED 30 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	14 (+2)	15 (+2)	10 (+0)	14 (+2)	13 (+1)

SKILLS Arcana +2, Deception +3, Perception +4, Survival +6

DAMAGE RESISTANCES necrotic

DAMAGE IMMUNITIES poison

CONDITION IMMUNITIES charmed, exhaustion, poisoned

SENSES darkvision 60 ft., passive Perception 14

LANGUAGES Common, Darakhul

CHALLENGE 4 (1,100 XP)

Master of Disguise. While using a prepared disguise, Selvyn has advantage on Charisma (Deception) checks made to pass as a living creature. While using this ability, she loses her stench.

Shadow Traveler (3/Day). As a bonus action while in shadows, dim light, or darkness, Selvyn disappears into the darkness and reappears in an unoccupied space she can see within 30 feet. A tendril of inky smoke appears at the origin and destination when she uses this trait.

Stench. Any creature that starts its turn within 5 feet of Selvyn must make a successful DC 13 Constitution saving throw or be poisoned until the start of its next turn. If a creature's saving throw is successful or the effect ends for it, the creature is immune to Selvyn's Stench for the next 24 hours. If Selvyn spends 1 minute in quiet prayer to Sarastra, she can suppress this trait for 1 hour.

Traveler in Darkness. Selvyn has advantage on Intelligence (Arcana) checks made to know about shadow roads and shadow magic spells or items.

Turning Defiance. Selvyn and any ghouls within 30 feet of her have advantage on saving throws against effects that turn undead.

ACTIONS

Multiattack. Selvyn makes three longsword attacks or three longbow attacks.

Longsword. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 8 (1d8 + 4) slashing damage, or 9 (1d10 + 4) if used with two hands.

Longbow. *Ranged Weapon Attack:* +4 to hit, range 150/600 ft., one target. *Hit:* 6 (1d8 + 2) piercing damage.

Sarastra's Gift. Selvyn can enter or exit the Shadow Realm via a shadow road within 100 feet of her. When Selvyn exits the Shadow Realm to a destination unfamiliar to her, the destination must also be within 100 feet of a shadow road gate. Selvyn can transport up to eight other creatures with her. If she does so, she must finish a long rest before using Sarastra's Gift again.

VESPYR MIR'DETHAIN

This drow darakhul is a skilled sellsword who lives on the outskirts of the Ghoul Imperium.

Dread Delver. More than a mere guide, Vespyr offers a distinct brand of security against the ravenous legions that prowl Midgard's subterranean interior—she is a deserter of the Pale Emperor's ghoulish army. Whether posing as an Imperial slave-trader to escort her clients through unfriendly territory or wielding her shortbow

and scimitar on an impromptu field of battle, this sinewy and sultry darakhul is the kind of hired help that returns an investment in spades. Her dedication to coin and her natural-born tenacity make it so.

Wanted Dead or Alive. Vespyr's maverick attitude and indifference toward politics have made her an enemy of the Imperium's more scrupulous warlords, who view the deserter as a potential threat to their overreaching clandestine agendas. But her years as a successful mercenary have earned the inexorable sellsword an extensive network of allies who are sympathetic to a wide array of social and political causes (many of them subversive, to say the least).

Unruly Mercenary. Though she enjoys undermining the Imperium in subtle ways, Vespyr's relationship with the Order of the Ebon Star (*Underworld Player's Guide*) is tenuous at best. Vespyr has openly critiqued the order in the past for its similarity in structure to the Imperium's military and has accused the order of doing nothing more than trading an emperor for a queen. Some believe Vespyr hides an uncomfortable truth beneath this criticism: the Queen of Night and Magic rejected her supplication. None have been brave enough to speak this within hearing of Vespyr, however.

Hungry Dead Nature. Vespyr doesn't require air or sleep.

VESPYR MIR'DETHAIN

Medium undead, chaotic neutral

ARMOR CLASS 16 (studded leather)

HIT POINTS 110 (17d8 + 34)

SPEED 30 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	18 (+4)	14 (+2)	15 (+2)	12 (+1)	16 (+3)

SAVING THROWS Dex +7, Int +5

SKILLS Acrobatics +7, Deception +6, Perception +4, Stealth +7

DAMAGE RESISTANCES necrotic

DAMAGE IMMUNITIES poison

CONDITION IMMUNITIES charmed, exhaustion, poisoned

SENSES darkvision 120 ft., passive Perception 14

LANGUAGES Common, Elvish, Darakhul, Thieves' Cant, Undercommon

CHALLENGE 7 (2,900 XP)

Cunning Action. On each of her turns, Vespyr can use a bonus action to take the Dash, Disengage, or Hide action.

Fey Ancestry. Magic can't put Vespyr to sleep.

Master of Disguise. While in a prepared disguise, Vespyr has advantage on Charisma (Deception) checks made to pass as a living creature. While using this ability, she loses her stench.

Mobile Mercenary. If Vespyr moves at least 15 feet straight toward a target and then hits it with a scimitar attack on the same turn, Vespyr can make one dagger attack against the target as a bonus action. She can't make this dagger attack if she attacked with her claw this turn.

Stench. Any creature that starts its turn within 5 feet of Vespyr must succeed on a DC 14 Constitution saving throw or be poisoned until the start of its next turn. If a creature's saving throw is successful or the effect ends for it, the creature is immune to Vespyr's Stench for the next 24 hours. While using this ability, Vespyr can't also benefit from Master of Disguise.

Sunlight Sensitivity. While in sunlight, Vespyr has disadvantage on attack rolls, as well as on Wisdom (Perception) checks that rely on sight.

Turning Defiance. Vespyr and any ghouls within 30 feet of her have advantage on saving throws against effects that turn undead.

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

At will: *dancing lights*

1/day each: *darkness, faerie fire*

ACTIONS

Multiattack. Vespyr makes three attacks: two with her scimitar and one with her dagger. She can make a bite or claw attack in place of her dagger attack.

Bite. *Melee Weapon Attack*: +5 to hit, reach 5 ft., one target. *Hit:* 11 (2d8 + 2) piercing damage, and, if the target is a humanoid, it must succeed on a DC 14 Constitution saving throw or contract darakhul fever.

Claw. *Melee Weapon Attack*: +5 to hit, reach 5 ft., one target. *Hit:* 9 (2d6 + 2) slashing damage. If the target is a creature other than an undead, it must succeed on a DC 14 Constitution saving throw or be paralyzed for 1 minute. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success. If a humanoid is paralyzed for more than 2 rounds, it contracts darakhul fever.

Scimitar. *Melee Weapon Attack*: +7 to hit, reach 5 ft., one target. *Hit:* 7 (1d6 + 4) slashing damage, and the target must succeed on a DC 15 Constitution saving throw, taking 10 (3d6) poison damage on a failed save, or half as much damage on a successful one.

Dagger. *Melee or Ranged Weapon Attack*: +7 to hit, reach 5 ft. or range 20/60 ft., one target. *Hit:* 6 (1d4 + 4) piercing damage.

Shortbow. *Ranged Weapon Attack*: +7 to hit, range 80/320 ft., one target. *Hit:* 7 (1d6 + 4) piercing damage.

REACTIONS

Parry. Vespyr adds 3 to her AC against one melee attack that would hit her. To do so, she must see the attacker and be wielding a melee weapon.

WAKTWAZA, MYCONID PROPHET

The sentient mushroom leaps from the shadows, its many fleshy limbs striking its prey with terrible force. As each blow lands, clouds of intoxicating green spores spill from its colorful cap.

From Deathcap to Prophet. Waktwaza grew from a powerful deathcap myconid who tended its followers in the Forest of Forgetting. As a small toadstool, Waktwaza imagined it would become the tender of its own forest someday, but, as it grew, Waktwaza began to realize it was different. It saw the Underworld ruled not by the unnatural ghouls and their undead servants, but by the beautiful sentient plants that would feed on the succulent rotting flesh of the undead.

Building an Army. Waktwaza's beliefs found little support at first, and the deathcap was banished from its home. Somewhere in its wanderings through the subterranean passages and caverns, Waktwaza changed. It might have been blessed by a foul deity or a similar power, or it might have stumbled into an area of mutating magic. Whatever changed the myconid, Waktwaza returned to its home months later with powers that overwhelmed, both physically and psychically, the myconids of the Forest of Forgetting. Now it leads a rebellion against the Ghoul Imperium, but its cause is far from just.

The Devouring of All. Waktwaza and its followers seek nothing short of the putrefaction and devouring of all living and undead creatures. The myconid prophet envisions first the annihilation of the undead creatures who live nearby, then the rest of the cavern-dwelling people. Then it hopes to overrun the surface world.

WAKTWAZA

Large plant, chaotic evil

ARMOR CLASS 18 (natural armor)

HIT POINTS 189 (18d10 + 90)

SPEED 40 ft.

STR	DEX	CON	INT	WIS	CHA
21 (+5)	19 (+4)	20 (+5)	16 (+3)	16 (+3)	12 (+1)

SAVING THROWS Dex +9, Con +10, Wis +8

SKILLS Perception +8, Persuasion +6, Stealth +9

SENSES truesight 120 ft., passive Perception 18

LANGUAGES telepathy 120 ft.

CHALLENGE 17 (18,000 XP)

Legendary Resistance (3/Day). If Waktwaza fails a saving throw, it can choose to succeed instead.

Magic Resistance. Waktwaza has advantage on saving throws against spells and other magical effects.

Prophet's Distress. When Waktwaza takes damage, all other myconids within 240 feet of it sense its pain. If Waktwaza starts its turn with half its hp or fewer, each myconid within 20 feet of Waktwaza has advantage on its next attack roll against a creature within 20 feet of Waktwaza.

Sunlight Sensitivity. While in sunlight, Waktwaza has disadvantage on attack rolls, as well as on Wisdom (Perception) checks that rely on sight.

Waktwaza's Spores. The fungus that infuses Waktwaza is poisonous even to creatures normally immune to such dangers. Creatures that have resistance or immunity to poison damage don't have resistance or immunity to the poison damage dealt by Waktwaza. This trait doesn't affect plant creatures.

ACTIONS

Multiattack. Waktwaza makes four slam attacks.

Slam. *Melee Weapon Attack:* +10 to hit, reach 10 ft., one target. *Hit:* 12 (2d6 + 5) bludgeoning damage plus 9 (2d8) poison damage.

Charming Spores (Recharge 6). Spores extend from Waktwaza in a 30-foot radius, spreading around corners. Each creature in the spore cloud must succeed on a DC 18 Wisdom saving throw or be charmed by Waktwaza for 1 minute. While charmed, the creature obeys Waktwaza's mental commands. The creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success. If the creature is charmed for more than 3 rounds, it is charmed for 24 hours

and stops making saving throws at the end of each of its turns. If the charmed creature suffers any harm or receives a suicidal command, it can repeat the saving throw, ending the effect on a success. If a creature's saving throw is successful or the effect ends for it, the creature is immune to Waktwaza's Charming Spores for the next 24 hours. Constructs, elementals, and creatures with an Intelligence score of 2 or lower aren't affected by Waktwaza's Charming Spores.

LEGENDARY ACTIONS

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

Move. Waktwaza moves up to half its speed without provoking opportunity attacks.

Command Spore-Charmed (Costs 2 Actions). Waktwaza commands those charmed by it to attack. Each creature charmed by Waktwaza must use its reaction to move up to half its speed and make one melee attack against targets of Waktwaza's choice that are within 60 feet of it.

Slam (Costs 2 Actions). Waktwaza makes one slam attack.

Hallucinogenic Spores (Costs 3 Actions). Each creature within 15 feet of Waktwaza must make a DC 18 Constitution saving throw. On a failure, a creature takes 18 (4d8) poison damage and is incapacitated until the end of its next turn as visions of a fungal paradise fill its mind. On a success, a creature takes half the damage and isn't incapacitated. If a creature fails the saving throw by 5 or more, it is stunned until the end of its next turn instead.

WITCH OF WALLENBIRG

This infamous red hag wight is said to provide supernatural boons for those brave enough to earn her foul favor.

Loathsome Beauty. Although her comely countenance has been ravaged by her transition to the grave, the Witch of Wallenbirg somehow maintains an alluring presence in her undeath. Her crimson skin is stretched taut and thin, but her silhouette perversely retains the sensual provocativeness it celebrated in life. Shadows obscure her withered fey features, and her dark eyes glow with the madness and rage of the dead.

Harrowed Groves. The Witch of Wallenbirg resides within a blackened forest grove north of her namesake city, amidst a shadow-haunted copse of withered vines and rotted trees. Her lair sits upon the shores of a labyrinthine creek, whose tepid waters often flow red with the blood of sacrifices to the Goat of the Woods. Explorers of the Wallenbirg Wood suggest that a subterranean network of flooded chambers connect this creek with other bodies of water scattered throughout the nearby Krakovar.

Hand of the Wicked One. The Witch of Wallenbirg serves an everlasting bond with the Goat of the Woods, who gifted her with a loyal companion, the truculent will-o'-wisp Tybalt. A coterie of fey-touched zombies serves as her loyal minions and protect her corrupted forest lair from reckless outlanders and interlopers with untoward intentions.

Undead Nature. The Witch of Wallenbirg doesn't require air, food, drink, or sleep.

WITCH OF WALLENBIRG

Medium undead, neutral evil

ARMOR CLASS 15 (natural armor)

HIT POINTS 110 (13d8 + 52)

SPEED 30 ft., swim 30 ft.

STR	DEX	CON	INT	WIS	CHA
19 (+4)	16 (+3)	18 (+4)	19 (+4)	18 (+4)	15 (+2)

SAVING THROWS Dex +7, **CHA** +6

SKILLS Arcana +8, Deception +6, Insight +8, Perception +8, Stealth +7

DAMAGE RESISTANCES necrotic; bludgeoning, piercing, and slashing from nonmagical attacks not made with silvered weapons

DAMAGE IMMUNITIES poison

CONDITION IMMUNITIES charmed, exhaustion, poisoned

SENSES blood sense 90 ft., darkvision 60 ft., passive Perception 18

LANGUAGES Common, Druidic, Giant, Void Speech, telepathy 30 ft.

CHALLENGE 12 (8,400 XP)

Blood Sense. The Witch of Wallenbirg automatically senses the presence of the blood of living creatures within 90 feet and can pinpoint their locations within 30 feet.

Magic Resistance. The Witch of Wallenbirg has advantage on saving throws against spells and other magical effects.

Siphon Blood. As a bonus action, the Witch of Wallenbirg can call the blood out of a creature she can see or sense within 30 feet of her that isn't undead or a construct. The target must make a DC 16 Constitution saving throw, taking 14 (4d6) necrotic damage on a failed save, or half as much damage on a successful one. The witch then gains temporary it points equal to half the necrotic damage dealt. Temporary hit points gained from this trait do not add together. After the Witch of Wallenbirg has gained a total of 50 temporary hit points, she must finish a long rest before she can use this trait again.

Sunlight Sensitivity. While in sunlight, the Witch of Wallenbirg has disadvantage on attack rolls, as well as on Wisdom (Perception) checks that rely on sight.

Spellcasting. The Witch of Wallenbirg is a 12th-level spellcaster. Her spellcasting ability is Intelligence (spell save DC 16, +8 to hit with spell attacks). She has the following wizard spells prepared:

Cantrips (at will): *chill touch, mage hand, mending, minor illusion, ray of frost*

1st level (4 slots): *burning hands, charm person, magic missile, sleep**

2nd level (3 slots): *blur, detect thoughts, suggestion**

3rd level (3 slots): *animate dead, bestow curse, vampiric touch*

4th level (3 slots): *blight*, dimension door, greater invisibility*

5th level (2 slots): *cloudkill, dominate person*

6th level (1 slot): *circle of death*

* if using the *Underworld Player's Guide*, replace the indicated spells with *bolster undead, conjure spectral undead,* and *boiling blood*, respectively

ACTIONS

Multiattack. The Witch of Wallenbirg makes two claw attacks. She can use her Life Drain in place of one claw attack.

Claws. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. *Hit:* 17 (3d8 + 4) slashing damage.

Life Drain. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one creature. *Hit:* 7 (1d6 + 4) necrotic damage. The target must succeed on a DC 16 Constitution saving throw or its hp maximum is reduced by an amount equal to the damage taken. This reduction lasts until the target finishes a long rest. The target dies if this effect reduces its hp maximum to 0.

A humanoid slain by this attack rises 24 hours later as a Wallenbirg zombie under the Witch of Wallenbirg's control, unless the humanoid is restored to life or its body is destroyed. The Witch of Wallenbirg can have no more than twenty Wallenbirg zombies under her control at one time.

LEGENDARY ACTIONS

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

Move. The Witch of Wallenbirg moves up to half her speed without provoking opportunity attacks.

Claw (Costs 2 Actions). The Witch of Wallenbirg makes one claw attack.

Chaos Bramble (Costs 2 Actions). The ground in a 20-foot radius centered on a point the Witch of Wallenbirg can see within 60 feet of her twists and sprouts hard spikes and thorns. The area becomes difficult terrain. When a creature moves into or within the area, it takes 1d4 piercing damage for every 5 feet it travels. If a creature starts its turn in the Chaos Bramble, it must succeed on a DC 16 Wisdom saving throw or gain one short-term madness. The spikes and thorns last for 1 minute, until the witch uses this legendary action again, or until the witch dies. Wallenbirg zombies can move through the Chaos Bramble unimpeded and unharmed.

Cast a Spell (Costs 3 Actions). The Witch of Wallenbirg casts a spell from her list of prepared spells, using a spell slot as normal.

ZOMBIE, WALLENBIRG

These shambling undead servitors of the Witch of Wallenbirg have been darkly gifted by the Goat of the Woods with uncanny magical resilience. Although the majority of these creatures have been culled from humanoids who trespassed in Wallenbirg's darkest sanctums without trepidation, variants of Wallenbirg zombies derived from fey creatures and other woodland denizens are known to exist. A Wallenbirg zombie is a zombie with the following additional trait:

Magic Resistance. The Wallenbirg zombie has advantage on saving throws against spells and other magical effects.

Random Encounters in the Underworld

Random encounters can occur throughout the Underworld, though they vary based on the type of terrain that sits above a particular section of the Underworld. Such encounters add verisimilitude to the campaign, helping to create the feeling that the players are moving through a living world, not one that simply reacts to their actions. They also serve as ways to increase the amount of XP the characters have while at the same time consuming their resources. Random encounters are best used sparingly, such as when player engagement is waning during a game session. It isn't recommended to use more than one or two during a session, as they can cause players to lose track of the story and their objectives. If you dislike random encounters, or don't wish to use them, your and your players' enjoyment of the exploration of the Underworld won't be hindered in any way.

If you choose to use random encounters, roll a d20 three times per day while the characters are traveling, checking for encounters in the morning, afternoon, and evening. An encounter occurs on a roll of 16 or higher. Roll percentile dice and consult the Random Encounters in the Underworld table for the location appropriate to where the characters are. After determining what the characters encounter, you can use the matching entry in this appendix to shape the encounter and bring it to life. If an entry lists multiple options and doesn't give guidance on which option to choose, pick the most appropriate option for the terrain or randomly determine the option by rolling an appropriate die.

If your players are getting bored with random encounters, make them less common by having them occur only on an 18 or higher, or perhaps only when you roll a 20. If an encounter should be able to be overcome or bypassed easily by the characters, allow them to quickly narrate their actions and the results rather than taking the time to play through it. Alternately, if the encounter rolled seems too easy, increase the difficulty by adding additional foes or by having it occur in a location where the creatures can take advantage of the terrain in a fashion the characters can't. If the random encounter occurs near another listed encounter, consider having the first encounter trigger the second one.

Random encounters aren't tailored to characters of a particular level. If you roll an encounter beyond your characters' ability to overcome it, give them opportunities to evade, hide, or negotiate their way through it. A total party kill is rarely fun for anyone, but the players will relish retelling tales of how their level 3 characters escaped certain death by outwitting a cloaker.

Encounter	Ghoul Imperium	Badlands	Desert	Tundra	Undercity
Basilisk	1	1 - 2	1 - 3	1 - 3	1 - 2
Behir	2	3	4 - 5	4	
Blood Cultists	3 - 5	4 - 8	6 - 10	5 - 8	3 - 5
Chuul	6 - 7	9 - 10			6 - 7
Cloaker	8 - 9				8
Corpse Worm	10 - 12				9 - 12
Crimson Shambler	13				13
Crystalline Monolith	14	11	11 - 12		
Cultists of All Flesh	15 - 16	12 - 13	13 - 15	9 - 13	14 - 16
Dark Folk Scouting Party	17 - 18				17
Darkmantle	19 - 20	14 - 16			18 - 21
Demon	21 - 22	17	16 - 18	14	22
Derro	23 - 25	18			23
Drake	26	19	19 - 20	15 - 16	24 - 28
Duergar	27	20 - 21		17 - 19	29 - 30

Dwarven Patrol	28			20 - 26	
Elf, Shadow Fey Poisoner	29				31
Explorers	30 - 33	22 - 25		27 - 28	
Field of Lethargy	34 - 35	26 - 29			
Fungal Forest	36 - 38	30 - 31			
Genie, Efreeti			21 - 25		
Ghul		32 - 34	26 - 30	29 - 31	
Giant, Fire	39 - 40	35 - 36	31 - 32	32 - 33	
Giant, Phase	41 - 42	37 - 39		34 - 37	
Gibbering Mouther		40 - 44		38 - 42	32 - 36
Graveyard Dragon	43	45	33 - 34	43	
Grick	44 - 46	46 - 49		44 - 46	37 - 41
Grimlock	47 - 48	50 - 52	35 - 40	47 - 49	42 - 43
Hell Hound	49	53 - 55	41 - 44	50 - 52	
Kobold Raiding Party	50 - 53			53 - 58	44 - 50
Lambent Witchfyre	54	56 - 57			
Manticore	55		45 - 48	59 - 62	
Mephit	56 - 58	58 - 61	49 - 53	63 - 66	51 - 53
Ooze	59 - 60	62 - 64	54 - 55	67 - 68	54 - 57
Orphan of the Black		65 - 66		69 - 71	58
Otyugh	61	67	56 - 58	72 - 74	59 - 61
Overshadow	62	68 - 69	59 - 61	75	62 - 63
Poison Gas	63	70			
Purple Worm	64	71		76	64
Quake	65	72		77 - 79	
Rock Roach	66	73 - 74	62 - 64		
Roper	67				65
Rust Monster	68	75			66 - 67
Shriekbat	69				
Squad of Goblins	70 - 71	76 - 79	65 - 68	80 - 86	68 - 72
Stirge	72 - 73	80	69 - 75	87 - 91	73 - 77
Swarm	74 - 76	81	76 - 77	92	78 - 79
Troll	77 - 78	82 - 83	78 - 79	93	80
Undead, Ghoul	79 - 84	84 - 89	80 - 84	94 - 95	81 - 85
Undead, Ghoul, Darakhul	85 - 91	90 - 92	85 - 89	96	86 - 89
Undead, Skeletons and Zombies (Greater)	92 - 95	93 - 95	90 - 94	97 - 98	90 - 92
Undead, Skeletons and Zombies (Lesser)	96 - 98	96 - 99	95 - 99	99 - 100	93 - 97
Xorn	99 - 100	100	100		98 - 100

BASILISK

A character that succeeds on a DC 13 Intelligence (Investigation or Nature) check recognizes the strange stone formations they are moving through are the petrified victims of a **basilisk**. The creature guards a clutch of 1d4 unhatched eggs, mixed among the broken shells of already hatched eggs. Twelve newly hatched basilisks (use the statistics of a **lizard**) move throughout the nest and attack the characters, hopeful for a meal. The mother basilisk protects her young to the death, but she doesn't leave the nest to pursue fleeing characters. Each intact, unhatched basilisk egg is worth 100 gp to the right collector or trainer.

BEHIR

While the characters are moving through the territory claimed by a behir, the creature attacks them in an attempt to drive them away. Having recently fed, the **behir** doesn't give chase if the characters flee. If reduced to 40 hit points or fewer, the behir disgorges a handful of small diamonds and gemstones worth 2,700 gp mixed with remnants of its last meal and flees. A character with a passive Wisdom (Perception) score of 16 or higher smells the acrid scent of the behir before it strikes.

BLOOD CULTISTS

The characters cross paths with a group of Marena worshippers, consisting of two **red sisters** (see page 324) and 1d6 **cultists**. There is a 25 percent chance the group also includes two **acolytes** and a **cult fanatic**. The Red Goddess worshipers are looking for victims. They attack immediately and fight to the death.

CHUUL

Three **chuul** are roaming the region looking for treasures for their hoards. The characters run into 1d3 of the creatures which attack them without provocation. If the characters encounter fewer than three of the creatures, the remaining chuul arrive on the scene 1d6 rounds later.

CLOAKER

A **cloaker** silently tails the characters, sailing down to engulf the rear-most member of the group. A character whose passive Wisdom (Perception) score equals or exceeds the cloaker's Dexterity (Stealth) check notices the creature just before it strikes.

CORPSE WORM

The characters encounter a **corpse worm** (see page 274) guarding a clutch of eggs. The creature attacks any trespasser, but it doesn't move further than 100 feet from its eggs and doesn't pursue characters who leave that range. A character that eats corpse worm eggs must succeed on a DC 14 Constitution saving throw or be poisoned for 24 hours.

CRIMSON SHAMBLER

Crimson slime coats the ceiling and walls of this area, coursing down the walls in viscous runnels and dripping from the ceiling onto what appears to be 2d8 humanoid corpses. When the characters get within 30 feet of one of the corpses, all of them labor to their feet and move forward to attack. The **crimson shamblers** (see page 276 for information on both) fight to the death.

CRYSTALLINE MONOLITH

The characters enter the lair of a **crystalline monolith** (see page 277). The monolith, wishing to be left alone, uses nonlethal means, such as *hypnotic pattern*, to direct the characters away from it. If the characters remain in its lair for more than 1 minute, or if they attempt to take any of the crystals studding the walls and floor of the lair, the monolith speaks to them telepathically, asking them to leave. If they persist in lingering or stealing crystals, the monolith unleashes its full might upon them, flying away from its lair only after being reduced to 20 hit points or less.

CULTISTS OF ALL FLESH

The characters stumble upon a group of Vardesain worshipers in the midst of an unholy rite. A **servant of the Unsated God** (see page 306) leads 1d8 **procurers** (see page 322) in a circle around a low stone altar piled with humanoid limbs and organs. The characters have advantage on Dexterity (Stealth) checks to surprise the cultists, who are consumed in their foul endeavor.

DARK FOLK SCOUTING PARTY

A dark folk scouting party consisting of a **dark voice**, two **dark eyes**, and four **dark servants** (*Creature Codex*, p. 72–73) follows the characters mostly out of a sense of curiosity about the upworlders' activities. They also seek to gauge the relative strength of potential targets. They keep their distance and move only in dark areas while trailing the characters. Any character with a passive Wisdom (Perception) score of 12 or higher spots the dark folk. If seen, the dark folk agree to trade information for gold or other treasure. The dark folk are knowledgeable about the layout of this area of the Underworld, and, if the characters pay well or offer good items for trade, the dark folk give them accurate information about the surrounding areas. If the characters don't see or attack the scouting party, the dark folk continue to trail the characters and wait to attack and steal the characters' valuables after the characters finish a pitched battle.

DARKMANTLE

The characters unwittingly stumble into a nest of 3d6 **darkmantles**. The darkmantles fly around the characters in a haphazard mass, each one attacking the closest character as it passes. Roll a d6 at the beginning of each round. A number of darkmantles equal to the result escape through the nearest exit.

DEMON

Creatures of the Abyss find their way to the Material Plane with dismaying frequency. Demons need to be rooted out and destroyed before their corruption spreads.

Demon, Nalfeshnee. A nalfeshnee, hunting for prey to stock its larder, bursts from hiding. The nalfeshnee attacks relentlessly, hoping to quickly overpower the characters. If all the characters are reduced to 0 hit points before they can slay or drive off the demon, they awake hours later, relieved of their weapons and locked in a cell in the creature's lair. A character can open the lock with a successful DC 16 Dexterity check using thieves' tools. Alternatively, a successful DC 16 Strength check breaks open the lock.

Demon, Vrock. This foul creature arrived on the Material Plane years ago and remains trapped in its summoning circle due to the accidental death of its summoner at the moment of its arrival. The vrock promises riches and loyal service to the characters if they free it, but, true to its nature, it attacks as soon as it is free. If the characters don't step inside or disturb the visible summoning circle, the demon can't physically harm them, but it is immune to all damage while its circle is unbroken.

DERRO

Derro inexplicably wander the Underworld in pairs or small groups. Most people of the Underworld assume these derro are patrolling and give them a wide berth. Sometimes this assumption is accurate and the wandering derro actively protect an area their clans hold. Other times, however, the derro become lost in their own wanderings and squabble about the correct path until one or both derro are killed.

Derro, Shadow Antipaladins. Three **derro shadow antipaladins** (*Tome of Beasts*, p. 93) patrol the area around what they believe is the entrance to their clan holding. The cave entrance could lead to the derro clan's holding, the nest of a sleeping **deep drake** (*Tome of Beasts*, p. 152), or some other danger of the Underworld, at your discretion.

Derro, Shadowseekers. Two **derro shadowseekers** (see page 281) roughhouse loudly, alerting the characters to their presence. When they notice the characters, they jeer at each other and charge erratically to attack the closest character. There is a 50 percent chance each round that the derro flee once one of them is reduced to half its hit points or fewer.

DRAKE

These lesser dragons proliferate in the remote regions of the Underworld. If this encounter occurs under the badlands, use a **spider drake** (*Creature Codex*, p. 133) instead of either of the following.

Drake, Cave. A cache of twelve pink spinels, each worth 25 gp, lies haphazardly in a pile of rocks, twinkling in the dim light of a patch of luminescent fungus. A **cave drake** (see page 282) waits, clinging to the ceiling 30 feet above the gems. When a character stops to gather the gems, the drake uses its Blinding Spit while it scuttles toward its prey. The drake retreats when reduced to 20 hit points or fewer.

Drake, Light. A family of four playful **light drakes** (see page 283) takes an immediate interest in the characters as they approach. Three of the drakes start flying in intricate formations, enhancing the spectacle with *dancing lights*. While its kin perform, the fourth drake tries to slip a small sack holding three small emeralds worth 50 gp each into one of the characters' packs. If the drakes are attacked, they flee immediately while decrying the characters' bullying.

DUERGAR

The din of hammer and pick on stone announces the presence of 2d6 **duergar** miners before the characters see them. Most of the miners are excavating a valuable seam of silver while one or two of their number stand guard. The gruff duergar don't have much to say to the characters, but they aren't hostile except in defence of their lives and livelihood. If the characters try to steal the mined silver ore, the duergar fight to the death. The mined ore is worth 250 gp and weighs 65 pounds.

DWARVEN PATROL

The characters cross paths with a warband of cantonal (Ghoul Imperium) or reaver (tundra) dwarves, consisting of a **veteran**, four **guards**, and two **mastiffs**. The dwarves have darkvision with a range of 60 feet. If the characters' group contains no darakhul or dhampir members, the dwarves aren't hostile. A successful DC 10 Charisma (Persuasion) check convinces the dwarves to apprise the characters of local news and hazards. If the check succeeds by 5 or more, the dwarves give the characters one day's worth of food and drink apiece.

ELF, SHADOW FEY POISONER

Agents of the Moonlit King, the Black Prince, or the Queen of Night and Magic, whichever is most appropriate for your story, have sent a **shadow fey poisoner** (*Creature Codex*, p. 148) to stalk the characters. As the characters are wrapping up a battle with other opponents, the shadow fey strikes at them. Any character whose passive Wisdom (Perception) score equals or exceeds the shadow fey's Dexterity (Stealth) check isn't surprised at its attack. The shadow fey concentrates on one target at a time, starting with obvious spellcasters and trying to keep heavily armored characters at range. The shadow fey saves one use of its Shadow Traveler trait to escape once it has been reduced to half its hit points or fewer.

EXPLORERS

Roll a d6. On a 1-3, the characters come across a team of explorers comprised of a **druid**, two **scouts**, and 1d8 **guards**. The explorers are happy to trade information on the region with the characters, and they can be convinced to part with 1d4 days' worth of rations if a character succeeds on a DC 16 Charisma (Persuasion) check. On a 4-6, the characters encounter explorers as above, but they are lost, desperate, and starving. In this situation, each of the explorers has 3 levels of exhaustion and requires the characters' intervention to survive much longer.

FIELD OF LETHARGY

The characters enter a 60-foot radius area littered with numerous complete skeletons. A successful DC 15 Wisdom (Insight) check realizes there are no signs of violence and that the skeletal creatures simply laid down on the ground of their own accord. If a creature spends more than 1d4 rounds in the area, it must succeed on a DC 15 Wisdom saving throw or fall unconscious. Creatures with one or more levels of exhaustion have disadvantage on this saving throw. Every 24 hours, an unconscious character can repeat the saving throw to awaken. A target awakens if it takes damage or another creature takes an action to wake it. If a creature's saving throw is successful or the effect ends for it, the creature is immune to the Field of Lethargy's sleep effects for the next 24 hours. Every few weeks, a squadron of **drow** gather the belongings of the creatures sleeping here, though they leave the creatures to die of starvation.

FUNGAL FOREST

The tunnels open into a large cavern carpeted with a riot of mushrooms ranging in size from tiny and flower-like to towering and tree-like. Elephantine shelves of fungus line the walls of the cavern. If the characters spend a day harvesting mushrooms, they gather enough food for 3d6 days. If the characters traverse the fungal forest, roll a d6. On a 1-2, a cluster of 3d6 **violet fungus** attacks the characters. On a 3-4, the characters walk into a patch of 2d6 **boomers** (see page 274). On a 5-6, the characters walk through a cloud of **pixie`s umbrellas** (see page 304).

GENIE, EFREETI

An **efreeti** takes notice of one of the characters and begins to follow them invisibly. At the end of the duration of *invisibility*, the genie appears, introduces itself as Sayda ibn Faroukh, compliments the character it has taken notice of in flowery language, and offers the character a silver necklace with a scarab pendant made of lapis. A living creature that puts on the necklace must succeed on a DC 15 Constitution saving throw or it is restrained and its flesh begins to harden. This effect works like the *flesh to stone* spell with a duration of 1 minute. If a character transforms into a statue, the genie uses *plane shift* to return itself and its new acquisition to the Plane of Fire. If the characters attack the genie, it summons a fire elemental on its first turn and uses *plane shift* to flee when reduced to half its hit points or fewer. The necklace is worth 1,000 gp if unused or 55 gp if used.

GHUL

Roll a d6. On an even roll, the characters encounter one **ghul** (see page 297) that uses its *stinking cloud* to debilitate them before attempting to slay one character and drag their corpse off to feed. On an odd roll, a group of 1d4 ghuls, hunting for prey, assail the party. The ghuls use their most powerful magic before moving in to engage the characters in melee.

GIANT, FIRE

A squad of 1d4 + 1 **fire giants** has erected a makeshift outpost decorated with the scorched husks of several ankheg larva. The giants are hunting ankhegs and harvesting the carapaces to sell back in their home community. If any of the characters have obviously fine arms or armor, the giants assault them in an attempt to wrest it from them. If the characters don't carry obviously fine metalwork, the giants warn them off and leave them alone unless attacked.

GIANT, PHASE

A family of 1d4 + 1 **phase giants** (see page 298) enters the Material Plane 40 feet from the characters. Startled, the giants immediately take an aggressive stance and shout at the characters to leave them in peace in Giant and Undercommon. If the characters don't know either language, a successful DC 15 Wisdom (Insight) check understands the giants' stance is more protective and warning rather than outright hostile. If the characters don't attack them, the giants go on their way peaceably. If the characters attack the giants, the giants defend themselves, shifting into the Ethereal Plane if the battle turns against them.

GIBBERING MOUTHER

The characters hear a constant chittering punctuated with the occasional scream or yell as they approach this encounter. An amorphous blob moves in the near distance. When the characters get within 20 feet of the blob, it breaks apart into 1d4 **gibbering mouthers** that advance toward the closest character. The mouthers give no quarter and attack until slain.

GRAVEYARD DRAGON

The characters stumble into a **graveyard dragon's** (see page 299) lair. The dragon attacks immediately and fights until all foes are slain or have fled the lair. It doesn't pursue fleeing characters. The dragon's lair can be looted of two star rubies worth 1,100 gp each.

GRICK

A pack of 1d6 **gricks** hide among the stalagmites and stalactites of the cavern, waiting to ambush living prey. They attack any creatures that pass by them. These gricks are well fed, and each flees combat once reduced to half its hit points or fewer.

GRIMLOCK

A raiding party of 2d6 **grimlocks**, having sensed the approaching characters, lies in ambush. Any characters the grimlocks reduce to 0 hit points are knocked unconscious and taken prisoner rather than killed. Captured characters, along with 1d4 **commoners** from a surface raid, are taken to the grimlocks' home, which takes 1d4 days.

HELL HOUND

A pack of 1d4 **hell hounds** assaults the characters. Any character with a passive Wisdom (Perception) score of 12 or higher notices the scent of brimstone and low growls of the creatures as they approach. The hell hounds work together, focusing on lightly armored opponents before moving on to more heavily armed ones.

KOBOLD RAIDING PARTY

The characters run into a raiding party consisting of a **kobold alchemist** (*Tome of Beasts*, p. 261), two **swolbolds** (*Creature Codex*, p. 240), and 1d6 **kobolds**. The kobolds are not immediately hostile and can be dealt with diplomatically by succeeding on a DC 13 Charisma (Intimidation or Persuasion) check.

LAMBENT WITCHFYRE

A carpet of blue flame rolls across the floor toward the characters, attempting to engulf the closest ones. The **lambent witchfyre** (see page 300) fights until it has slain three creatures, whereupon it escapes through a narrow fissure in the cavern floor to divide itself into two new witchfyres.

MANTICORE

A calm-looking **manticore** approaches the characters and informs them in formal but archaic language that the area they are traversing is its territory and that they must pay it to pass unmolested. The manticore accepts one gemstone of any value, per character, or one pound of fresh or cured meat, per character, as tribute. If the characters refuse to pay, or if they attack the creature, it fights to the death.

MEPHIT

Mephits are more of a pest than a true hazard, but they can be dangerous to unprepared adventurers if they have gathered in numbers. The type of mephits encountered depends on the environment the characters are traversing. Select the most appropriate option from the list below. If a quarter of the mephits are slain, the remainder flee in a shrieking gaggle.

Dust Mephit. Grit hangs in the air, stinging the characters' eyes and giving anyone without eye protection disadvantage on Wisdom (Perception) and Intelligence (Investigation) checks. The source of the dust is 2d6 **dust mephits**, which begin their assault by attempting to put the characters to sleep. If all the characters are knocked unconscious, the mephits each steal 1d6 gp and flee gleefully.

Ice Mephit. The characters encounter 2d6 **ice mephits** while traversing a particularly cold section of caverns. The mephits hide as shards of ice on the ceiling and drop down on the characters.

Magma Mephit. While the characters move through an area of volcanic activity, 2d6 **magma mephits** swimming in the molten rock rise into view and assail the characters with their Fire Breath and *heat metal*. The mephits stay in the magma, taunting and harassing the characters from no closer than 10 feet away.

Steam Mephit. A haze of steam drifts in the air, making the light in the area no brighter than dim. A squadron of 2d8 **steam mephits** descends upon the characters, attempting to surround and disorient their prey.

OOZE

Oozes are one of the most commonplace hazards encountered by explorers and adventurers. If this encounter is generated, select one of the oozes below based on the environment the characters are traversing or your personal preference. Oozes fight until they are destroyed.

Black Pudding. As the characters pass through a particularly dark region, a **black pudding** drops from the ceiling onto the character in the front of the others. Any character with a passive Wisdom (Perception) score of 15 or higher notices a small drop of pudding dripping from the creature a moment before it strikes.

Gelatinous Cube. A **gelatinous cube** sits still in the middle of a tunnel or corridor waiting for hapless creatures to walk into it. Any character with a passive Wisdom (Perception) score of 15 or higher notices the cube once within 10 feet of it. If the characters are in an area of intersecting tunnels or corridors, they instead encounter a colony of 1d3 gelatinous cubes, lying in wait down adjacent paths.

Gray Ooze. In a region of difficult, uneven terrain, the characters see 2d6 small, oily pools. A successful DC 11 Intelligence (Nature) check realizes the pools are **gray oozes** and can guide their companions safely through the area. If one of the characters moves within 5 feet of a pool, the ooze attacks, which causes the remaining oozes to do the same.

Mineral Ooze. The characters come across a large pile of hard earth studded with crystals. If a character investigates the pile, it animates, disgorging a mostly digested dwarf, and reveals itself to be a **mineral ooze** (see page 301). The ooze attempts to engulf the closest area. If the characters are in the Ghoul Imperium or under a mountain, 1d4 mineral oozes appear instead.

Putrescent Slime. An underground pool seems to be ringed with stunningly green algae. A successful DC 12 Intelligence (Nature) or Wisdom (Survival) check identifies the algae as 1d6 **putrescent slimes** (see page 305) and can avoid the hazard. The slimes attack any creature that enters the pool or otherwise gathers water from it.

ORPHAN OF THE BLACK

A group of 1d6 **orphans of the black** (see page 302) assaults the characters as they rest. Any character on watch with a passive Wisdom (Perception) score of 13 or higher detects the orphans hiding outside the camp. If the orphans remain undetected, they attack the characters just before daybreak. Once half the orphans have been defeated, the remainder scatter into the surrounding environs.

OTYUGH

An odor of offal and decay assaults the characters as they approach this area. Two partially eaten giant bats lie in a rotting heap. If a character moves within 5 feet of the dead creatures, an **otyugh** bursts from the pile and attacks. The gluttonous creature fights to the death.

OVERSHADOW

The characters discover an area littered with bones and tattered cloth. A successful DC 13 Wisdom (Survival) check identifies the area as a former explorer's camp. A successful DC 15 Intelligence (Investigation) check finds a tan *bag of tricks* jammed into a crevice in the wall behind some rocks. If the characters spend more than 1 round exploring the area, the darkness coalesces into an **overshadow** (see page 303) which attacks immediately and fights until destroyed.

POISON GAS

The characters enter a mile-long region filled with noxious fumes. A creature that chooses to pass through the area rather than trying to find a way around it must succeed on a DC 16 Constitution saving throw or be poisoned while in the gas pocket. On a success, a creature is immune to the effects of this gas pocket for 24 hours.

PURPLE WORM

A massive **purple worm** bursts from one of the tunnel walls or the ground and attempts to swallow one of the characters. Any character with a passive Wisdom (Perception) score of 13 or higher can detect the purple worm before it appears. The purple worm retreats if it is reduced to 80 hit points or fewer.

QUAKE

Seismic events infrequently occur in the Underworld. Some passageways are not shored up enough to withstand an earthquake, and they collapse in on themselves, trapping those unfortunate enough to be caught within them. Any character with a passive Wisdom (Perception) score of 15 or higher notices the rumbling sound associated with an earthquake. If the characters hear the noise preceding the passageway's imminent collapse, a successful DC 15 Wisdom (Survival) check allows them to find places to avoid the bulk of the collapsing ceiling. Each creature in the passageway must make a DC 15 Strength saving throw. On a failure, a creature takes 33 (6d10) bludgeoning damage and is knocked prone and buried. On a success, a creature takes half the damage and isn't knocked prone or buried. A buried creature is restrained, unable to breathe or stand up, and takes 1d6 bludgeoning damage at the start of each of its turns. A creature, including the buried creature, can take an action to make a DC 13 Strength check, ending the buried state on a success.

A creature that heard the earthquake coming has advantage on the saving throw. If a creature succeeded on the Wisdom (Survival) check and the characters sought shelter, the characters take no damage from the quake on a successful saving throw and only half damage on a failed one.

A successful DC 14 Wisdom (Perception) or Intelligence (Investigation) check after the earthquake ends finds a cache of onyxes uncovered by the quake. The onyxes are worth a total of 1,500 gp.

ROCK ROACH

An acrid odor assaults the characters' nostrils as they enter this area. A **rock roach** (see page 305) is feeding on the stone of the tunnel or cavern. The roach attacks any creature that comes within 20 feet of it, and it fights to the death. The structural integrity of this area is degraded, which can be detected by any character whose passive Intelligence (Investigation) score is 15 or higher. Roll a d6 at the beginning of each round the characters spend in combat in this area. On a 1, rocks fall from the ceiling onto one of the characters. The character must make a DC 15 Dexterity saving throw, taking 11 (2d10) bludgeoning damage on a failed save, or half as much damage on a successful one.

ROPER

Two of the large stalagmites in this area are actually **ropers**. When one of the characters passes within 10 feet of a roper, it springs to action and attacks. The second roper joins the attack when a character moves within 5 feet of it or 1d4 rounds after the first roper attacks.

RUST MONSTER

A family of 1d6 **rust monsters**, drawn to the characters by the scent of their metal weapons and armor, attacks them. Any character with a passive Wisdom (Perception) score of 12 or higher detects the approach of the creatures. The rust monsters only attack characters bearing armor and weapons made of ferrous metal. The rust monsters don't flee as long as there is metal to be consumed.

SHRIEKBAT

Swooping out of the cavernous darkness on nearly silent wings, a **shriekbat** (see page 308) descends upon the characters and shrieks at them before attacking. Any character with a passive Wisdom (Perception) score of 16 or higher can hear the approaching monstrosity, otherwise it surprises the characters. The shriekbat retreats if it is reduced to half its hit points or fewer.

SQUAD OF GOBLINS

The characters run afoul of 2d6 **goblins** led by a **hobgoblin**. Any character with a passive Wisdom (Perception) score of 13 or higher hears the approaching goblinoids. The goblins attempt to take the characters down at range and flee if their leader is slain. If this encounter occurs below a badlands, the characters encounter 1d4 + 1 **dust goblins** (*Tome of Beasts*, p. 232) led by a **dust goblin chieftain** (*Creature Codex*, p. 136) instead.

STIRGE

Two dwarven corpses lie on the floor in this area as an audible buzz fills the air. A successful DC 12 Intelligence (Nature) or Wisdom (Survival) check identifies that stirges nest nearby. If the characters don't avoid the nest, 3d12 stirges fly out and attack them. Once over half of the stirges are killed, the rest flee.

SWARM

When encountered individually, an insect, or a rat, or even a zombie dwarf, doesn't pose much of a threat to a prepared adventurer. When they gather in numbers and form a swarm, however, it is a different matter. Whether the creatures have gathered naturally or a fell purpose directs them, these swarms pose a threat to the characters. If the characters are beneath the tundra or mountains filled with dwarves, they encounter a cursed multitude, otherwise select one of the following entries randomly or based on your personal preference.

Cursed Multitude. The haunting cries of a **cursed multitude** (see page 279) echo in the caverns around the characters. Characters who succeed on a DC 11 Dexterity (Stealth) check evade the notice of these restless dwarven corpses. On a failure, or if the characters choose not to hide, the swarm ebbs and flows, attacking any creatures in its path.

Swarm of Esteron. The characters come across a subterranean body of water. Any character with a passive Wisdom (Perception) score of 13 or higher notices a few small amphibians scuttling along the water's edge. The creatures give the characters a wide berth. If the characters attack or otherwise hunt the creatures, more of the winged salamanders appear, forming a **swarm of esteron** (see page 310) that attacks the characters until the characters retreat or the swarm is killed.

Swarm of Insects. A **swarm of insects** is resting on the ceiling of a cavern the characters enter. Any character with a passive Wisdom (Perception) score of 10 or higher notices the faint clicking and buzzing of the creatures. The swarm descends on one of the characters and attacks, but it can be distracted if a character tosses them a day's supply of rations before fleeing.

Swarm of Rats. The characters come across a shifting mound on the ground, approximately the size of a body, and covered with a tattered cloak. Any character with a passive Wisdom (Perception) score of 10 or higher notices the occasional rat tail or patch of fur protruding from the edges and holes in the cloak. If a creature moves within 10 feet of the mound, the **swarm of rats** attacks.

TROLL

Vicious, tenacious, and constantly regenerating, trolls are a threat wherever they're encountered. If the characters are under the badlands or desert, they encounter a desert troll; otherwise, select one of the following entries randomly or based on your personal preference.

Troll, Deep. A group of 1d4 **deep trolls** (see page 311) is out hunting for their tribe in the dark twisting tunnels. Any character with a passive Wisdom (Perception) score of 11 of higher notices the hunting party before the trolls notice the characters. The trolls attack immediately, eager to bring food back to their tribe. The deep trolls pursue the characters, twisting and contorting their bodies to reach the characters, until they catch a character or the characters kill one of them.

Troll, Desert. A lone **desert troll** (*Creature Codex*, p. 356) makes its home in a small cavern not far beneath the surface. A sometimes merchant, the troll offers to trade or buy valuable items from the characters if it isn't

immediately attacked. It has goods of your choice, none higher in value than 2,000 gp, and might even carry an item key to the characters' travels in the Underworld. Fickle and prone to anger, the troll attacks if the characters offer it a bad trade, try to haggle with it, or threaten it.

Troll. The characters hear a cacophony of guttural roars as a rampaging **troll** runs into their midst and attacks.

UNDEAD

Undead proliferate in the Underworld like termites in a rotting stump. Whether they are agents of the Ghoul Imperium, direct themselves with a malignant intelligence, or wander mindlessly, they need to be put down whenever they are encountered.

Ghoul. Any character with a passive Wisdom (Perception) score of 13 or higher detects undead approaching. A pack of 2d6 **ghouls** ambushes the characters from a nearby tunnel. There is a 30 percent chance the pack is led by a **necrophage ghast** (*Creature Codex*, p. 175). If the ghouls reduce all the characters to 0 hit points, they bind the characters and drag them alive back to the ghouls' lair for future feasting.

Ghoul, Darakhul. Any character with a passive Wisdom (Perception) score of 14 or higher detects undead approaching. A darakhul patrol, consisting of four **darakhul** led by a **servant of the Unsated God** (see page 306), stops the characters, questioning their purpose in the Underworld. There is a 15 percent chance the patrol is an advanced war party. An advanced war party adds an **imperial ghoul** (*Tome of Beasts*, p. 220) to the patrol and is led by a **darakhul captain** (see page 288) with a **ghoulsteed** (*Creature Codex*, p. 177) instead of the servant of the Unsated God. If the characters possess valid or forged documents and succeed on a Charisma (Deception) check contested by the darakhul leader's Wisdom (Insight) check, they can convince the patrol they have legitimate business in the area. Darakhul characters or characters disguised as darakhul have advantage on this check. If a fight breaks out, one of the darakhul immediately attempts to flee to its command post to report the characters.

Skeletons and Zombies (Greater). The characters stumble into a cavern with an underground pond. If the characters approach the pond, 2d4 **cavefish zombies** (see page 313) step out of the pond and attack. There is a 30 percent chance the zombies are led by a veteran **swordbreaker skeleton** (see page 309) or an **ogre zombie**.

Skeletons and Zombies (Lesser). Skeletal remains and rotting bodies litter the ground of the area. As the characters enter, 2d6 **skeletons** and 2d6 **zombies** stand up and attack.

XORN

The characters encounter a group of 1d3 **xorn**. The xorn, hungry and desperate to return home, plead with the characters to assist them either by returning them to their home plane or by giving them coins and gemstones to eat. If the characters can't understand them, a successful DC 14 Wisdom (Insight) check pieces together the basics of the xorns' request. The xorns become hostile if threatened or attacked, but they otherwise leave the characters if their requests are ignored. If the characters help the xorn, there is a 50 percent chance the xorn reward them with a *potion of superior healing*.

For Deeds of Valor and Conquest
in Krakovar and the Lands Above,

HER ROYAL HIGHNESS PRINCESS HRISTINA,

Protector and Duchess of Krakovar &
Grand Marshall of the Ghost Knights,

Grants this True Title and the Honor &
Dignity of the Rank of General-at-Arms
& Title to the Commandery of the Order
of the Red Shield at Orzelbirg to:

FRASZKO GRIMSLADE

and his heirs and assigns, with all the rights,
privileges, & burdens of this title and estate.

No fiefdom is enjoined to this title, but the bearer
remains an officer in good standing in the Imperial
legions & shall be recognized as worthy of a further
command in due time.

Furthermore, granted to him are these arms:
Vert, three annulets sable as shewn.

By Her Hand,
Princess Hristina
Princess Hristina,
Grand Marshall of
the Ghost Knights

Given, this 12th day of Marrow, 92 IY

THE LIVING & GOODLY KOBOLD MERCHANT
known to be honest and trustworthy

MERKRE'TEK

is hereby granted free passage, along with all her beasts, goods, and servants, to and from Lillefor to Darakhan, without undue taxes or hindrance in the tunnels.

THE ABOVE-HONORED Living merchant shall enjoy complete access to any lodgings for the living that please her to occupy.

BE IT KNOWN, speedy Protection of life and the recovery of goods are not guaranteed for any living merchant boarding outside of lodges reserved for the living.

FURTHERMORE, to cover the costs of suitable lodgings, all living merchants staying in the White City shall pay all customary tolls and market fees to and within the city.

Marquis Sebastian Aurumclaw

Marquis Sebastian Aurumclaw,
LORD OF MERCHANTS

This Official Writ of Free Passage is Signed on This Second Day of Fester, 94 IY

To: Lieutenant FARRO, 7th Company, 3rd Legion

You are Ordered to immediately gather a co. of 20 good soldiers, and with them to burn et destroy those enemies in the passages to the west taking such food et prisoners as may be deemed reasonable et necessary, witnessed by a priest in good standing. All plunder of this conquest shall be allotted as you see fit, and all flesh brought t/t City of Darakhan t/t market.

By his hand and seal,
Captain General Branko Charonsun
3rd Imperial Legion
101 IY

Three-Toothed Honuman

A

Sated pilgrim known for its piety and strength in serving the emperor and the gods is recognized as a true and honest celebrant of the faith and shall be granted entrance to the shrine Vardesain and other holy sites of the White City without toll or hinderance.

By her hand,

Dorain Nalka

Dorain Nalka,
high priestess of Vardesain

BE IT KNOWN that the bearer of this is enjoined to travel to the surface to undertake tasks given unto them by His Imperial Resplendence, the Emperor of all Ghouls, Nicoforus, first of his name.

LET NONE HINDER the bearer, though the bearer is charged to share the sense of their orders with any honest officer or great priest of the Empire who demands them. The bearer is to be given food and shelter at any outpost of the army & any shrine of the faith.

LET THE EMPEROR'S WILL BE DONE silently and with speed and daring.

The Imperial Master Scribe Cretzia, Scriptsit ❖ Sworn 10th day Marrow, 21 OHR

Empire of the Ghouls

Ghoul Imperium
& Surrounding Territory

Tannenbirg
Yarosbirg
Krakova
Depths of the Earth
Marrowheart
Cinnabar Mines
Darakhan
Sulphur Road
Vandekhul
Chandelier Island
Carrion Beetle Nesting Grounds
Fleshbrook
Sulphur Mines
Ironcrags
Rottooth Ford
Yellow River
Dome of Vardesain
Sulphur Sea
Dragon Graveyard
Gonderif
Glowing Forest
Slave Pits
Docks
Last King
Great Necropolis of Morgau
Gnawbone
Vermin-Infested Tunnels
Iron Mines
Cult of the Withered Hand
Fretlock
Jalla
Cloaker Abyss
Bat Mountain
Forest of Forgetting
Iddoret
Hunger Oracle
Marshlight Caverns
Blinderstal
Pit of All Flesh
Naming Shrine
Ironcrags
Spiderfall
Sunless Sea
Stone God
Aboleth Spawning Ground
Stert Caverns
Shrine of Eight Eyes
Pillars of the Underworld
Miaca
Blackjet River
Falling River
Lillefor
Fallen Gates of Hammerheim
Ghoul Outpost
Kobold Outpost
15 miles
Zobeck
Margreve

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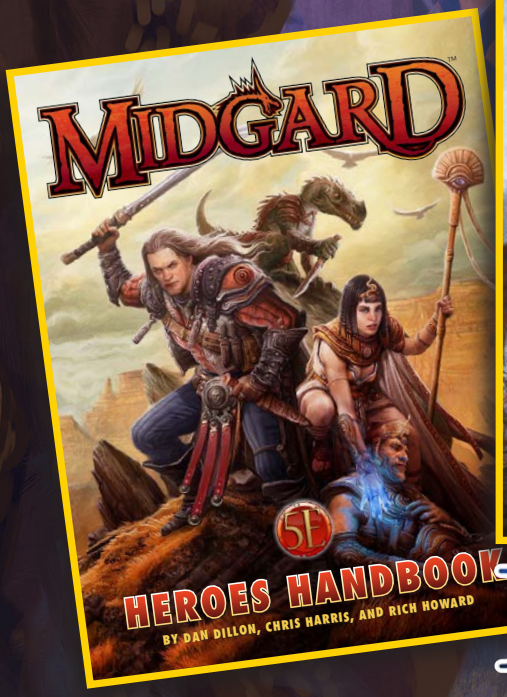

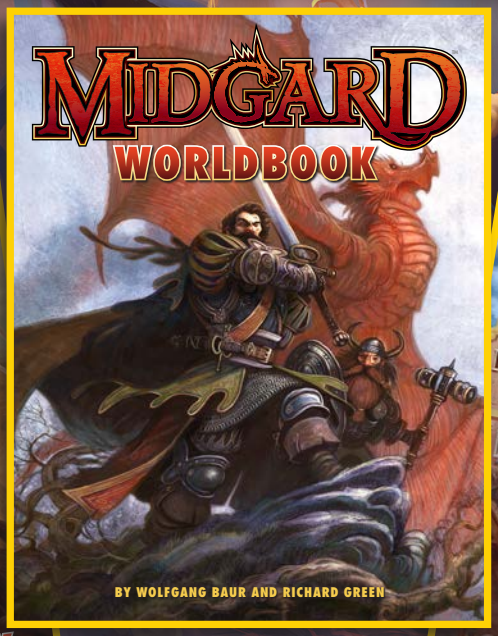

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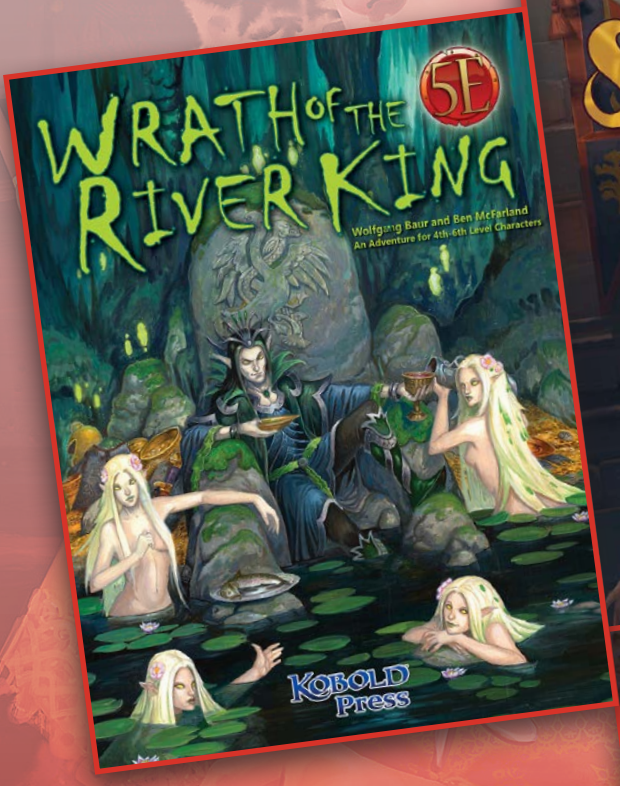

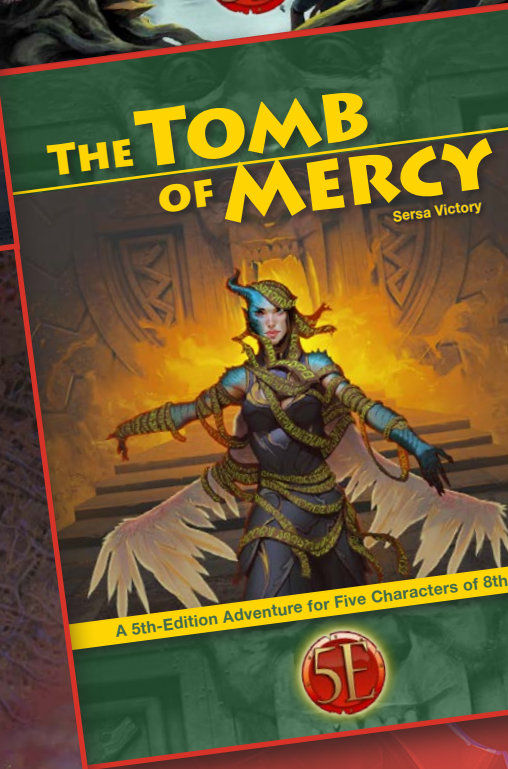

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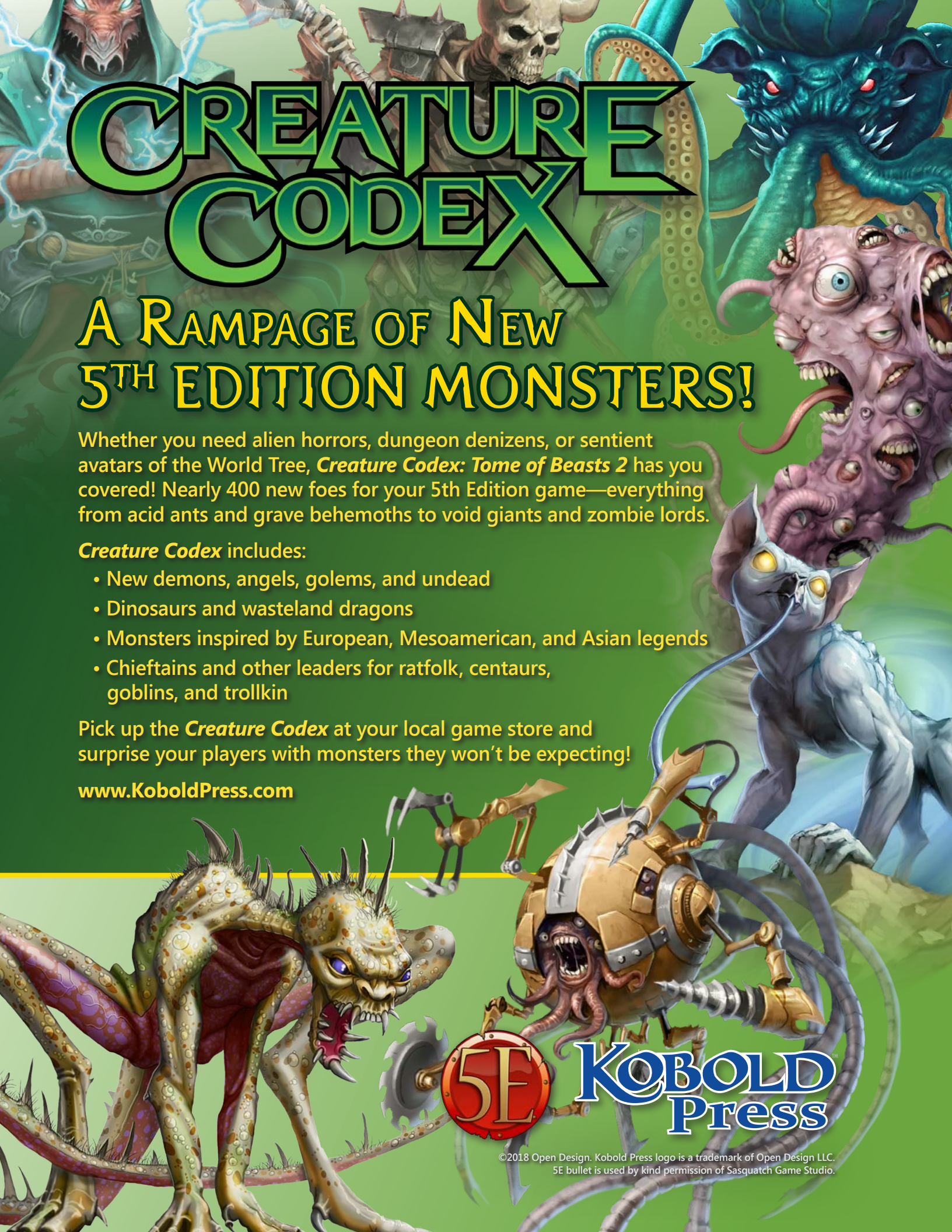
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