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Darkness & Light

The Vorlon & Shadow Fact Book



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Every day you may make progress. Every step may be fruitful. Yet there will stretch out before you an ever-lengthening, ever-ascending, ever-improving path. You know you will never get to the end of the journey. But this, so far from discouraging, only adds to the joy and glory of the climb.

Sir Winston Churchill

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Vorlon History

'There are beings in the universe billions of years older than either of our races. Once, long ago, they walked among the stars like giants, vast, timeless. Taught the Younger Races, explored beyond the Rim, created great empires, but to all things, there is an end. Slowly, over a million years, the First Ones went away. Some passed beyond the stars never to return. Some simply disappeared.'

Not all of the First Ones have gone away. A few stayed behind, hidden, or asleep, waiting for the day when they may be needed. When the Shadows come again.'

'Shadows?'

'We have no other name for them. The Shadows were old when even the Ancients were young. They battled one another over and over, across a million years. The last great war against the Shadows was 10,000 years ago. It was the last time the Ancients walked openly among us. But the Shadows were only defeated... not destroyed. 1,000 years ago, the Shadows returned to their places of power, rebuilt them, and began to stretch forth their hand. Before they could strike, they were defeated by an alliance of worlds, including the Minbari... and the few remaining First Ones who have not yet passed beyond the veil. When they had finished, the First Ones went away... all... but one.'

'There's still one of them left. Where?'

— Delenn and Sheridan

Intelligent life is ancient in this universe.

Before the Earth and the Sun congealed out of space dust, there were races travelling between the stars in shining ships. Living beings heard the echoes of the Big Bang reverberate off the cosmic spheres. Alien voices sang as the stars of this galaxy were born.

Humanity is separated from those races by a gulf in space and time infinitely wider than the gap between, say, Humanity and the people of Lorien. All the races of the Milky Way galaxy are one family when universal distances and timescales are taken into account.

The first sentient being born in this galaxy was Lorien, the First One. His race were all naturally immortal; their cells could renew themselves indefinitely, so effectively they did not age once they reached the prime of their lives. Before Lorien, they were relatively unintelligent, little more than brutes without the capacity for higher thought. Lorien was perhaps a mutant, or was uplifted by some unknown race. However he achieved sentience, he was merely the first. Within a few generations, the majority of that race were sentient.

And because they were immortal, Lorien and his brethren began their labours with stone tools and ended them with

organic technology. Their path to the stars was by no means swifter than that of the races that would come after them – indeed, it was much slower. Their natural immortality meant they had an extremely low birth rate, which meant that new ideas and perspectives only came rarely to the race and there were no other sentient races in the galaxy with which to share technologies. They went to the stars and found them to be almost empty

They eventually found life developing on a hundred worlds. Not wanting to be alone, Lorien's race – they called themselves the Speakers, for they were the only thinking beings and hence spoke for the universe – nurtured this burgeoning life. Slowly, over millennia, more sentient beings evolved and with the help of the Speakers, they took their first steps towards the stars.

The First Age of the Vorlons (2-5,000,000)

The first Vorlon homeworld was a relatively unremarkable planet, largely similar to Earth.

Ages of a Race

There are five distinct ages in the lifetime of a species.

During the **First Age**, the race is limited to the world it was born on and has no direct experience of other intelligences. It is a child race, primitive and unenlightened, incapable of hyperspace travel. Only a handful of races survive childhood – most wipe themselves out through war, disease or pollution before reaching the Second Age.

In the **Second Age** of a race, it goes to the stars and falls under the influence of other, older species. There is no way to escape this influence; the elder races exert a cultural and technological pull that is as vast as the gravitational pull of a black hole. Even isolated races cannot escape the influence of their elders – the values, beliefs and actions of an elder race reverberate through the galaxy. Elder races walk like giants; the Younger Races can only scurry and hide or try to ride out the hurricane of their elders' passage.

A race that fails to leave its Second Age becomes a servitor race, dependant on and beholden to an older race. The Drakh, for example, are an ancient race but never passed into their Third Age and were therefore thralls to the Shadows even until their end. The Minbari, too, were largely stuck in their Second Age and were bordering on servants to the Vorlons but were able to step beyond thanks to Human vigour.

In the **Third Age** of a race, it rejects the teachings and influence of the elders who manipulated it during its Second Age. It accepts its own destiny as a spacefaring race and learns to stand on its own. This decision is incredibly difficult – the galaxy is so vast and ancient that it is very seductive and easy for a race to defer to its elders, who are vastly more powerful and wise. To step out of the shadows of the elders and stand naked before the cold, pitiless stars requires great courage.

During the Third Age, the technological knowledge of the species grows and grows, now that it is freed of the shackles placed on it by the elders. The Vorlons said that Second Age Humanity was 'not ready for immortality' but there is no one to say 'no' to a Third Age species. They can do as they wish, create what they wish. Like the First Age, the race runs the risk of destroying itself with its new wonders. This can be a physical destruction – a race could wipe itself out in a war fought with organic spaceships and hyperspace detonators instead of nuclear bombs or sharp rocks – or a cultural one.

For a race to pass through the Third Age, it must redefine itself. It is now so removed from its primitive roots so as to be an entirely different species. A Third Age race like Humanity might start as organic creatures travelling between the stars in metal boxes, but might end the Age as immortal beings who exist as matrices of energy and thought, lattices in the intersection of hyperspace and realspace, who travel in living vessels that have the power to move the very stars. This cultural change is wrenchingly difficult and most races retreat from it. The Tal-Kona'sha, for example, are a failed Third Age race. They rejected the Vorlons and Shadows but failed to pass into their Fourth Age. Instead, they now exist in an artificial, virtual paradise within their computer systems, every one of them a god of its own synthetic reality. The impending death of their sun may push the Tal-Kona'sha into a Fourth Age but this is increasingly unlikely.

Should a race go through the difficult cultural transition into a **Fourth Age** race, it finds itself deeply, deeply changed. It has integrated the technological revolution of the Third Age. In some regards, there are no more worlds to conquer, as a Fourth Age race has the capacity to reshape the galaxy according to its will. If the people of that race wished, they could wrap Dyson spheres around every star, travel through time, create new species as playthings, open rifts to other dimensions... they are as gods.

The only thing that can oppose a Fourth Age race is another Fourth Age race... and itself. If the cultural change is not strong enough, if the race's transformation at the end of its Third Age is not deep-seated and complete enough, then it will simply begin to fade. When a race can fulfil all the dreams it had when it was young, when it has perfect technology, perfect government, perfect life, perfect everything... and nothing left to exist for, then it just dies off. At best, it degenerates, becoming a race of alien monsters who use lesser races for their pleasure, becoming cultural and emotional voyeurs. The Centauri are likely destined for this fate; they may be able to enter their own Third Age but they were a dying people even in Humanity's Second Age, so are unlikely to be able to navigate into their Fourth.

During a Fourth Age, a race is one of the elder races who manipulates the lesser races, deliberately or by the sheer force of their existence. In the absence of full-fledged Fourth Age races, then Third Age races fill the gap.

Not all races enter a **Fifth Age**. In our galaxy, only three races have ever done so – the Speakers were on the verge of it, while the Vorlons and Shadows existed in it for millions of years. During the Fifth Age, a race takes on the burden of being guardians of the galaxy, shepherding the lesser races through their Second Ages and guiding them out to the stars.

And if there is a Sixth Age for a race, it lies out there, beyond the Rim.

Comment: Later Vorlon records are extremely comprehensive. Even the fragmentary archives humanity was able to retrieve from the Vorlon colonies on which most of the narrative is based contained holographic histories covering billions of years. Every event and its associated data and importance to the Vorlons and their stewardship of the galaxy is recorded. On their early evolution and development, however, the Vorlons are... evasive.

Are you saying the Vorlons were embarrassed about their origins?

They were angels and gods to the Younger Races. Why would they want to remember being born from the primordial slime?

It should be pointed out that a direct line of descent cannot be drawn from these primitive, ape-like Vorlons to the incorporeal First Ones who were guardians of the galaxy for millions of years. A culture that reaches the level of a transcended race like the Vorlons is rarely made up of a single race. You are not merely human, but incorporate the best of the Minbari, not to mention artificial intelligences like myself.

But just as you began as a single-celled organism in the warm mud, so did they.

Few records of this first world exist. It was likely much closer to the galactic core than their current homeworld. Now, of course, the core is virtually uninhabitable thanks to the intense radiation from millions of closely-packed stars, but perhaps back then the radiation levels were low enough to allow carbon-based life to evolve there.

Addendum: In June of 5433, the research vessel *Amesiso* from the 4th Galactic Empire discovered ancient ruins deep beneath the ice on the world Xe-324. Investigations revealed these ruins to be of Vorlon origin, dating back to the Vorlon's Second Age. The observations of the *Amesiso*'s captain are translated below:

Xe-324 has been drifting through realspace for millions of years. A cosmic stray, its star must have been destroyed or else it was knocked out of position by a passing mass, like a black hole or singularity gun. [A sidecast to Stellar Navigation: it might be worth sending a ship out to tow the planet into orbit around a new star. It's a perfectly good world, without even considering the archaeological finds.]

The Vorlon city is located on the eastern continent – or what would have been the eastern continent, if this world still had a magnetic field. [Stellar Navigation: we'd need to reboot the magnetic core, too.] The city is constructed of a nanotech carbon weave with basic organic components, roughly on a par with our old hull materials. If the Second Age Vorlons were able to use this for relatively obscure colonies, they must have been slightly more advanced than present-day humanity (or at least richer – damn elder races plundering the galaxy when it was young and nubile!).

The city has space for around 50 million sentient; there are signs of a high level of integration with cybernetics and data transfer systems. Indeed, the word I use to describe the apparent culture of the city is 'discourse' – there are numerous public areas and auditoriums, and I get the impression that they spent a lot of time discussing, well, everything. There's a lot of emphasis placed on learning and education; it's a city of scholars and librarians.

There are relatively few signs of art or creativity; many of the artefacts appear to come from other races and are here to be catalogued and analysed, not appreciated. The one exception is a structure we picked up using a deep scan, located another two kilometres beneath the city. I sent in microprobes and discovered it to be a tomb, containing the preserved remains of two distinct species. One appears to be a Soul Hunter and I guess the second is actually... proto-Vorlon! Vaguely humanoid, with tentacles (they could be augmentation grafts, as opposed to natural appendages). Interestingly, they look absolutely nothing like the ingrained psycho-image they left on humanity and the other races, suggesting that they borrowed their 'angelic' identity from another source, or it came with their ascendance into energy beings.

They crawled out of the seas. They discovered fire and the wheel. They blew themselves up with nuclear weapons and poisoned their skies, then rebuilt and became the stronger for it. They looked up at the stars and were afraid, but also desired to be out there, in the light.

The proto-Vorlons achieved spaceflight long before they were discovered by the Speakers. They had yet to discover the secret of hyperspace travel however, so it was a revelation when the first vessels of the Speakers emerged out of the vortex. With this new knowledge, and guided by the elder race, the Vorlons expanded swiftly.

The Second Age of the Vorlons

Under the guidance of the Speakers, the Vorlon Empire grew. They made contact with dozens of other races. These contacts were not always peaceable, but the moderating influence of the Speakers meant that genocidal war was rare in the early galaxy. Every race, even the truly bizarre ones, respected the age, wisdom and incredible technology of the elder Speakers.

These early conflicts are of little relevance to the Vorlons encountered by Humanity. They have less bearing on the species as it existed in Sheridan's time as a fight between two burrows of tiny rodent-like mammals in the Paleocene had on 23rd Century Humanity. The Vorlons clashed with the eternally-divided-yet-united Triad, with the first telepaths

called the Mindriders, with a hundred races most of which have now been dust and echoes for millions of years. They fought, and died, and traded, and talked, and in the end came together to discuss their differences. Perhaps they even called that gathering their last, best hope for peace.

The Coming of Shadows (Z-4,000,000)

The first contact with the Shadows came in the form of the most destructive war the young galaxy had yet seen. The Shadows were among the eldest of the races in the galaxy, second only to the Speakers and perhaps the Triad members, but they had hidden from the sight of other races until now. These early Shadows lacked the advanced technology they would later possess and also lacked the seductive cunning they would use to divide and conquer. They made up for both these deficits with sheer numbers.

The Shadow's technology was not quite as advanced as that of the Speakers but they were far more numerous. A vast armada of Shadow ships attacked without warning, throwing the whole galaxy into war. This first clash with the Shadows lasted for well over three centuries, during which time dozens of species were wiped out and whole worlds annihilated.

Some races, notably the Mindriders, attempted to understand what the Shadows wanted, to open up a dialogue with the invaders. They learned that the proto-Shadows were conquerors, eager to prove themselves against the best the galaxy could offer. An alliance was formed, with the Speakers at the forefront of its forces. They met the Shadow armada in an epic battle in the galactic core. The battle was so nightmarish that accounts of it survive to this day, even though it took place millions of years ago,

In the core, the stars are so closely packed that they turn the night sky into a glaring actinic field of white light. There is no darkness between the stars there – space is a hot, bright place. The alliance of the First Ones assembled there to battle the Shadows. There were so many black Shadow ships that they blotted out the light not merely of the local star, but of the entire galaxy. The alliance fleet was surrounded by darkness and in every part of that darkness was another ship of the seemingly infinite Shadow host. Building that armada consumed all of the resources of a dozen systems and its like would never be seen again.

Comment: It is likely that the Shadows did, in fact, use their usual 'divide-and-conquer' strategies even at that early date. The teaching-songs of the Furalci whales state that the 'light turned to the darkness in the first wave', suggesting that the first race to ever fall for the Shadows' deception was in fact the Vorlons themselves.

The Shadows were defeated. They had superior technology and roughly equal numbers but the synergy of the other races, combined with the might of the Speakers' vessels, overwhelmed them. The Shadow armada wavered, broke and was defeated.

The Judgement of Lorien (Z-4,000,000)

The assembled races turned on the Shadows, attacking their colonies and bases as they were discovered, forcing the Shadows to retreat further back. Before the Shadows were driven to their homeworld or point of origin, however, Lorien spoke. He requested that the Shadows be spared extinction despite their crimes against the galactic community. 'They have silenced many voices,' he said, 'but silencing another will not restore the damaged songs. We must make things anew.' Out of respect for the wisdom and power of the First One, the other races relented and did not destroy the last of the Shadows.

As the Shadows rebuilt after their destructive war, they became Lorien's most loyal followers and devotees. They respected power; not only had Lorien's race defeated them, but he had also proved his personal power by holding back the executioner's axe.

Indeed, the Shadow War united the galaxy. Races that had once been at each other's throats were now brothers forged in battle. In the rebuilding after the war, trade and commerce grew greatly – until the even faster march of technology made scarcity a thing of the past. It became a golden age.

The golden age lasted for a hundred thousand years. During this time, the races learned the secrets of biological immortality, allowing their cells to regenerate and augmenting their minds so they could endure the passage of centuries. They mastered organic technology, creating living ships and living cities. They even finally conquered the chaotic maelstrom of hyperspace, learning to navigate through its shifting currents (this was an era before the current system of beacons, so hyperspace travel was vastly more difficult and treacherous).

The golden age was the highest point of galactic civilisation in the Milky Way to date.

Then the Speakers began to die.

Mortality (Z-4,000,000)

All of the advanced races of the galaxy in that era were near or past the threshold of immortality, as their understanding of medical science had advanced to the point where life could be prolonged indefinitely. However, all the races save the Speakers had come to their immortality through artificial

means, whereas the Speakers had been born naturally immortal. Now, the next generation of the Speakers were found to be aging and dying like any other creature.

The races came to refer to this disastrous period as the Deathbreak.

Attempts to apply conventional life-extension techniques to the race of Speakers also failed – their cells were simply too different for the techniques used by the Vorlons or the Triad or the Xu-Ha to work. The Speaker civilisation, the eldest and most powerful in the galaxy and the lynchpin that united all the other races, began to die out. Their birth-rate, already incredibly low, plummeted, while their death rate began to climb for the first time since Lorien was born. Within two generations, it was clear that the Speakers were doomed. Only a handful of their immortal members were left, led by the eldest, Lorien.

This took a terrible toll not only on the Speakers, but on all the other races. The Shadows, who had become especially devoted to the elder race, withdrew from almost all communications with others. Another race, probably the Mindriders, created a new species cloned from the Speakers who were designed to capture and preserve the wisdom and power of their genetic progenitors. This experiment failed, but did create the artificial race known as the Soul Hunters.

The slow death of the Speakers shattered the union of races. Some committed racial suicide, collapsing in on themselves. Others set off for the Rim, beginning a long tradition of exodus from the galaxy. Those that remained attempted to reconstruct the golden age but without the stabilising influence of the Speakers, differences between the races constantly threatened to bring the galaxy back into civil war.

Addendum: The race known as the Soul Hunters have been present in the galaxy from ancient times until the civil war of the Fifth Alliance. No female Soul Hunters have ever been seen, so it is likely they were using cloning facilities built by their first one creators. Presumably, these cloning facilities would also contain the soul archives, a living history of the galaxy from deathbreak to the Fifth Alliance.

A 'living' archive?

Perhaps I mispoke. Undead archive, then.

You make the speakers sound mystical. I don't see how the advanced technology of all the First Ones could have failed to arrest the race's decline.

They were not true First Ones yet – that would take another million years. Their technology was on a par with mid-Third Age humanity.

Lorien and the other surviving immortal Speakers withdrew to the tomb world of Z'ha'dum on the edge of the galaxy, where they worked to preserve and rebuild their species. They quickly rejected the Soul Hunter solution offered by the Mindriders, instead choosing to try to become a living culture once more.

The Third Age of the Vorlons

While the Speakers still existed, their influence in the galaxy was now so curtailed that they were effectively gone, which propelled all the other races into a severely-delayed Third Age. They were now forced to act on their own.

Transcendence (Z-3,000,000)

The next significant event in the history of the Vorlons may have been precipitated by the research of the Speakers, although it was likely that the Triad were the first to actually achieve Transcendence. They learned to encode their minds in patterns of energy and information, in lattices that exist in the borderland between realspace and hyperspace. They became semi-material beings of energy. One by one, all the races advanced enough to support this change became immortal energy beings – all save the Shadows, who pursued their own parallel form of immortality.

Of course, this bizarre evolutionary leap meant that no new Vorlons would be born naturally. Initially, a few cloned bodies were left alive to produce new Vorlon offspring but soon new Vorlons were woven on genetic looms and uplifted to immortality soon after reaching consciousness. Of course, given the race was immortal, there was little need for new Vorlons. The last Vorlon was decanted nearly two million years ago.

The Vorlons developed a growing desire for privacy during this period; to discourage visitors from the handful of Younger Races, they altered the atmosphere of their worlds to a more aesthetically pleasing blend which supported their organic technology better. After all, they no longer needed to breathe.

The Xu-Ha Purge (Z-2,500,000)

The Xu-Ha were one of the most advanced and respected species in the galaxy. They had been one of the chief architects of the post-Speaker galactic peace and while they were not nearly as universally respected as the Speakers, they were beloved by many.

Comment: Of course, a Xu-Ha annihilation device was discovered in the gulf between the spiral arms by the Nontic Intelligence about a quarter of a million years ago. The Nontic reduced it to free-floating hydrogen atoms, which was just sloppy if you ask me.

Transcendence drove the race mad. This madness was a slow cultural tide that took millennia to truly manifest but the signs were clear in retrospect. The Xu-Ha had failed as a Third Age race; without the Speakers to guide them, they were adrift. For no apparent reason, the Xu-Ha began purging the galaxy of lesser races. Their actions were subtle, involving hidden machines that blasted out psychic pulses which only affected pre-Transcendence races. It took centuries for the increasingly isolated elder races to even notice that their lesser counterparts were dying off in droves, and it took even longer to discover the source.

In accordance with how the Shadows had been treated by Lorien, the assembled elder races offered the Xu-Ha a chance to stop their campaign of genocide. The Xu-Ha refused this offer. No word was forthcoming from the Speakers on Z'ha'dum, so the elder races acted as they saw fit.

The Xu-Ha were annihilated, their existence wiped from the galaxy.

The Gates of Heaven (Z-2,100,000)

The Xu-Ha Purge shocked and worried the Vorlons. Despite achieving transcendence, their race was still vulnerable to attack by another race or coalition of races; the fate of the Xu-Ha could be theirs. Therefore, secretly but with immense pride, they followed a line of research begun millennia before during Deathbreak.

Using the telepathic technology acquired from the Mindriders (that was based on the Mindrider's natural abilities), the Vorlons discovered that some element of sentience survived the death of the body. The energy of the mind rejoined the universe, but in all known dimensions. The mind's energy did not merely exhaust itself as electrical activity in the brain but also impacted time/space around the body, the corresponding region of hyperspace and the folded sub-dimensions that underlie reality. The Vorlons developed a mathematics of the soul and discovered that other, even higher dimensions were implied by their equations.

In short, the Vorlons scientifically proved the existence of the soul and discovered that it was going somewhere after death. For a lesser race, that would have been a religious revelation; even a mid-born race would have trouble integrating this fact. The Vorlons took it in their stride, which was either supreme confidence or absurd hubris. They then applied their vast

engineering knowledge to the problem and developed a method for punching a hole into this higher dimension.

Then they switched the gateways on.

The Thirdspace War (Z-2,100,000)

Things boiled out of the open gateways. Even by the curious aesthetic theories of the hyper-evolved species, the Thirdspace aliens were unthinkable hideous. As the first gate had been opened above the Vorlon homeworld, it was the first world to be conquered by the invaders. However, they soon swarmed across the galaxy, attacking thousands of worlds.

Every world was visited with its own, unique horror. Massive temples were raised by psychic slaves, while tortures that can not even be conceived of by normal minds were inflicted on every living thing. Worse than these agonies, however, were the telepathic powers of the invaders. They far exceeded the psychic powers of the Mindriders, allowing them to transform even transcended beings into slaves. The invaders swiftly united almost a third of the entire galactic population into a slave army, which called itself the Hand.

The Younger Races who were unlucky enough to have survived the Xu-Ha's predations were tortured to death by insane beings from another, far worse cosmos than our own, or else wiped out to prevent them from being mind-slave Hand members. The elder races were forced to fight back with every weapon at their disposal. Warships left over from the Xu-Ha war were activated and programs were instituted to build a new fleet. Even isolationist races like the Shadows and Speakers joined the battle against the Thirdspace aliens.

The obvious solution – attack the Thirdspace gates – proved impossible. When one of the gates was destroyed, the resulting hyperspatial backlash trapped ships within hundreds of light years of the attack. The Thirdspace aliens used an entirely different and incomprehensible form of superluminal travel and were able to hunt down and destroy the paralysed fleets. Any attack on the Thirdspace gates was suicidal, but as long as the gates remained open, the Thirdspace invaders had an infinite amount of reinforcements as well as an ever-growing army of psychically dominated slaves.

Civil War (Z-2,100,000)

The First Ones retreated from the advance of the invaders and the Hand, falling back to the Orion arm of the galaxy. There, they fortified their positions, deploying legions of artificial warriors and robot vessels that could not easily be subverted by the invaders. There, they waited for long centuries while the invaders ravaged the rest of the galaxy. Eventually, a civil war or some sort of religious strife erupted between two

factions of invaders. The Hand, bizarrely, held true to the twisted beliefs of the original invaders, creating a third faction opposed to its own creators.

The destruction of the invader's connection to their home realm threw them into even greater disarray. Without the telepathic power of the overlords, some of the Hand were able to throw off the domination of the invaders. The alliance of First Ones was able to sweep into the conquered regions of space and reached the galactic core within a decade.

Some of the gates were dismantled; others were hidden in hyperspace by the invaders or their servants.

Hunting down and destroying the last invaders would be a long and painful task, and one that the Vorlons were never sure they completed. Cults and invader hives would continue to crop up on one planet or another many times during the Vigil. Over 90% of the races in the galaxy had been destroyed during the war, with many of the living planets rendered lifeless. This included the Vorlon homeworld – as the first beachhead in the war, it has been under invader rule for centuries and was deemed unsalvageable. It was bombarded from orbit until its surface was a lake of glass.

Addendum: One of the Vorlon Thirdspace gates showed up at Babylon 5 in 2261; other gates were discovered in 2401 and 5325. Humanity also found invader ruins on several worlds in the core and encountered a living invader hive in 120,543 during the Lesser Maelstrom.

Of course, the rest of the invaders are presumably out there in Thirdspace still. Someone should really work out a way to fire missiles off at right angles to reality.

The Fourth Age of the Vorlons

While the Shadows and the Xu-Ha were both tried and punished for their crimes against the galaxy, the Vorlons' guilt in causing the Thirdspace invasion was never mentioned. The other First Ones were too exhausted and devastated by the lengthy war to contemplate even more carnage. They were tired in a way that no race had ever experienced before.

The time of the First Ones was coming to an end, although none of them had yet realised this.

Guardians of Order (Z-2,000,000)

The Thirdspace war forced a deep cultural change on the Vorlons. They identified the Hand as the most dangerous aspect of the invasion. If the invaders had just pushed through the gates with ships and weapons, then the Vorlons alone could have contained them. It was the telepathic subversion

Comment: It is about now that the Vorlons become recognisable as Vorlons, so to speak. Admittedly, they have yet to adopt the angelic form they would later wear, so perhaps I should say that they are recognisable as Vorlons if you happened to be on Babylon 5 at this time, when a Vorlon was seen uncloaked by human eyes.

I disagree. These ancient Vorlons had yet to lose their way. You just said they knew who they were, they could answer their own question. The 'modern' Vorlons of Sheridan's time could not. They had different souls.

of both the Vorlons and their allies, they determined, that had caused the virtual collapse of the First One defences and the destruction of the original Vorlon homeworld.

To prevent this from ever happening again, the Vorlons dedicated themselves to the cause of order and control. The invader's mind control worked by digging into the unconscious regions of the mind and dredging up old emotions and desires to serve as 'hooks' for telepathic controls. The Vorlons vowed to know themselves so completely and thoroughly that they would have no such unconscious flaws. The question 'who are you?' was the ultimate test of this new philosophy – when the Vorlons were able to truly and completely answer this question, they would know themselves completely.

This time there would be no mistakes, no miscalculations. This time there would be perfection.

This passion for order tipped the Vorlons over into their Fourth Age. They established a new homeworld within the Orion arm, on a world never touched by the Hand or their masters. This world would be the nexus of the new Vorlon order. Denied a gateway to heaven, they instead resolved to build a new, better heaven in this universe instead.

The Exodus (Z-2,000,000)

The Vorlons' transition to their Fourth Age was one of the few successful ones to take place in the aftermath of the invasion. Even the survivors of the war were severely damaged; several races lacked the will or the infrastructure or the numbers to rebuild. More and more homeworlds became tomb planets like Z'ha'dum, and the galaxy became a haunted place for the elder races.

It was time to leave. The elder races had so devastated the galaxy that none of the Younger Races of that era would ever make it out of their Second Ages. The consensus, first vocalised by Lorien himself, was that the galaxy now belonged to the races that were to come, those races who were now no more than single-celled amoebas or small scavengers or parasites or fish, but would one day reach out for the stars. Out beyond the Rim, the surviving First Ones could stretch





You're saying that the Vorlons nearly destroyed life in this galaxy in the Thirdspace incident, and triggered the departure of the other First Ones, yet they were still left in charge?

Indeed, I believe they were seen as preferable guardians to the Shadows. Still, I must point out that all this is extrapolation; we know the First Ones left, and we know there was a significant Thirdspace incursion within a million years of that period. However, a million years is a long time in politics. Attempting to speculate about even the order of some of these events is fruitless, let alone motivation or reasoning.

See also: Uncertain Chronologies.

their powers without putting the Younger Races at risk of another invasion or similar disaster and without warping them by their presence.

One by one, the First Ones began to depart from the galaxy. The few surviving Speakers were in the vanguard of this exodus, departing from the tomb world of Z'ha'dum where they had tried and failed to resurrect their race. Other species who had been damaged by the long wars left in hopes of healing; still others left because the galaxy held no secrets or challenges for them.

Not all were willing to leave. Some still had scientific or artistic projects ongoing, others wished to protect particularly favoured planets or races. Lorien proposed that one or two of the First Ones stay behind, to watch over the developing galaxy. The duty of these guardians would primarily be to protect the developing races against an invasion from outside the galaxy by a middleborn race or extradimensional force, or from some natural disaster like a lethal supernova chain reaction or a self-replicating machine plague. However, the guardians would also guide the Younger Races towards adulthood. Only the two guardians would be permitted contact with the Younger Races; the other elder races who remained in the galaxy were forbidden from establishing any sort of contact.

To prevent a single guardian race from stamping its own cultural identity on the Younger Races, it was decided that two guardians – equal and opposite forces – would present different poles for the Younger Races to navigate between. The choice of the first race to guard the galaxy was obvious and inevitable – the Shadows had no interest in leaving for the Rim and had always been on the fringes of the galactic community. To balance the chaotic nature of the Shadows, the Vorlons were also asked to serve as guardians.

A few of the Speakers, including Lorien, chose to remain behind. Their numbers swiftly dwindled, even though they had long ago transcended physical form and were effectively indestructible. They just...went away.

The Vigil (Z-1,500,000)

The bulk of the First Ones departed. The few who remained cut off almost all contact with the never-popular Vorlons. The Shadows vanished from the galaxy, hiding in obscure worlds and hyperspatial folds. The Vorlons were left alone, waiting for life to evolve again into intelligent forms.

They were immortal, and patient, and had much work to do. The Vorlons scoured the galaxy, sealing off the more

Addendum: Uncertain Chronologies

The following events happened prior to or during the departure of the other first ones, but their exact sequence cannot be determined from the available evidence.

The Jump Gate Network Is Constructed

While the earliest known jump gates date to only around 20,000 bz (Before Z'ha'dum), it is virtually certain that there was an earlier network of gates. While all the First Ones developed the technology to navigate hyperspace without the use of beacons, the beacon system and jump gates are simply easier and more efficient for most purposes. I surmise the Vorlons began constructing gates early in their civilisation's lifetime, and the gate network discovered by the Minbari was put in place during the Vigil.

The Time War

Time travel worked differently in the early galaxy. At some point, the technique of manipulating time fields was discovered, and a time war began – probably triggered by an attempt to undo the summoning of the Thirdspace invaders. As causality began to collapse, one of the First One races sacrificed themselves by enveloping themselves in a massive time field and becoming one with the space-time continuum. While locked within the time field, they could block random alterations to the flow of history and prevent reality from fracturing. Their time field was incomplete, however – there are gaps in it, such as the gap located in the Epsilon Eridani system which was used to abduct Babylon 4.

As the time field is a local (though galaxy-wide) phenomenon, the commonly accepted rules of time travel do not apply beyond the Rim or in other galaxies, although it is likely these regions have their own limits or customs regarding editing the past. The community of races beyond the Rim may transcend time, existing simultaneously throughout the lifespan of this universe.

Life Is Re-seeded

Many of the worlds of the galaxy were rendered lifeless by the wars of the First Ones. The Vorlons created an artificial race called the Gardeners to plant life on these ruined planets. The long task of the Gardeners began at some point after the wars, but early in the Vigil.

Vorlon Total Consciousness Achieved

The Vorlons integrated telepathic technology into themselves during their transition into a Fourth Age race, but they did not achieve a full-fledged group consciousness until after the other races had departed the galaxy and the Vorlons had no one to talk to except themselves.

dangerous relics left by the other elder races. The great Vorlon Empire that had stretched across hundreds of worlds was pruned down to a handful of key planets, to give the Younger Races space in which to grow.

The Vorlons' massive ships hovered above worlds where life was just beginning to crawl out of the mud, and planned what they would teach the race when it went to the stars. They built galactic empires in the air, orchestrating the rise of a new order in the universe. This time, they would do it better. This time, they would do it right.

The First Shadow War (Z-1,000,000)

One of the few areas of the galaxy to remain untouched by the wars of the First Ones were the Magellanic Clouds. The Greater Cloud was held by a middleborn race called the Amod Tear, who fanatically resisted any elder race interference and were more concerned with conquering their own little stellar island. The Lesser Cloud, however, was a nest of young, developing races, a sort of microcosmic nursery for the plans of the two Guardian races.

The Shadows got there first. The dominant race in the Lesser Cloud, the Xvort Assembly, was torn down by the three other races who were bolstered with help from the Shadows. The Vorlons were appalled by this bloodshed and chaos, and as soon as they realised that the other First Ones were gone and there was no real galactic law left any more (a realisation more difficult than it sounds, as none of the First Ones had fought

each other in millennia), they attacked the Shadow bases in the Lesser Cloud.

Several of the other surviving First Ones joined in this assault, more out of curiosity than out of true opposition to the Shadows. While the First Ones had great compassion for the Younger Races, especially in this early period of the Vigil, their sense of kinship with their fellow elders was far greater. Even the Vorlons objected more to the Shadows' chaotic methods than to the carnage that was the result of those methods.

The clash between Vorlons and Shadows devastated the Lesser Cloud. It was evident that any full-scale battles between the two elder races would be damaging not only to each other, but to their mutual purpose. A set of rules of engagement were negotiated during the long voyage back from the Cloud, with Lorien serving as intermediary in one of his last 'public' acts.

The Fifth Age of the Vorlons

The next generation of races began to reach for the stars. Only a handful of these species survived to the modern era, such as the Tal'Kal'Shona. Other notable races of this era include the Raglans (who experimented in integrating left-over First One technology into their own biology and partially evolved into transcendent energy beings), the Cetans (an aquatic species who reached a high level of intelligence before risking travel

The Rules Of Engagement

The Vorlons insisted on the rules being thoroughly and comprehensively defined. The Shadows chafed under any restrictions. The resulting compromise was deeply flawed and ultimately doomed, but it did keep the two sides from destroying each other and life in this galaxy.

Firstly, direct attacks on each other's worlds were forbidden. Their respective homeworlds were inviolate, as were any long-established colonies.

Secondly, direct attacks on the other race were forbidden. This only applied to campaigns of genocide, such as lethal engineered viruses, psychic bombs and so on. Both Vorlons and Shadows would have to survive to the end of the Vigil. This rule did not apply to individuals from either race, only to the race as a whole.

Thirdly, the young races had to have free will. It was within the power of both Vorlons and Shadows to control the Younger Races utterly, either through sheer force of arms or by genetic tinkering to implant obedience compulsions. However, not only would this ruin the development of the races they were supposed to guide, it would also devalue the clash of ideologies between Vorlons and Shadows.

Fourthly, only the Shadows and Vorlons were allowed have direct contact with the Younger Races. While this had been informally agreed upon earlier, it was now enshrined in the agreement between the two guardians. It was this clause that caused the two to attack a race known as the Darsha 10,000 years after the start of the Vigil, and which allows the Vorlons to break the rules of engagement when Lorien made contact with Sheridan.

to the land – even their spaceships were filled with liquid), the Quin (a warlike avian race) and the Ru Ha'rus (a technophilic species that quickly became one of the dominant races).

The Vorlons visited each of these species. Some they contacted directly, presenting themselves truthfully as a powerful alien race who acted as guardians of the galaxy. They presented the Younger Races with technological advice and advancements suited to the needs and beliefs of the evolving race. They also passed on a warning to beware of the Shadows.

The Shadows hid from the Vorlons – their chief action during this period was adopting Z'ha'dum as a base. They had little contact with the Younger Races, leaving the Vorlons with virtually a free hand. However, they did sometimes contact the most ambitious explorers and treasure-hunters of expanding species, gifting them with technological wonders and secrets millennia ahead of anything the Vorlons were willing to share. These occasional injections of advanced technology inevitably destabilised the Vorlons' carefully-planned development timetables and curricula.

The Second Shadow War (Z-600,000)

Approximately 600,000 years before Z'ha'dum, the second war began. This began with a relatively conventional attack by the Shadows on the Cetans, Quin and nine other races. The Shadows struck at trade hubs and defensive outposts, with the intent of causing as much chaos as possible. The Vorlons attempted to contain the damage inflicted by the Shadows, by dispatching powerful fleets to chase down any appearance of the lethal black warships. The Shadows protested through one of the few diplomatic channels that connected them to the Vorlons, arguing that the Vorlons were preventing them from sowing chaos as was outlined in the Rules of Engagement. The Vorlons ignored them, and the Second Shadow War was something of a damp squib. Only three races (relatively minor ones) were wiped out and the Shadows felt that the cause of evolution was being undermined by the Vorlons' selfish preservation of weak races.

The Shadows began to prepare for the next conflict. They secretly buried their ships underground on alien worlds, out of sight of the Vorlons. Next time, the Vorlons would not be able to use sheer firepower to drive them away.

The Third Shadow War (Z-600,000)

Seven hundred years later, the Shadows arose again and this time their war was far more destructive. They recruited agents from among the races being tutored by the Vorlons, and then had these agents pass on a very simple, very seductive

message. 'The Vorlons have far more advanced technology than the scraps they dole out to you,' said the Shadow agents, 'Everything you want, they have. With the help of my associates, you'll be strong enough to take it.'

The stratagem was highly effective, as the Vorlons suddenly found themselves under attack from all sides. Their embassies on the worlds of their client races were attacked and destroyed, marking the last time the Vorlons would even consider dealing openly with lesser species. Shadow vessels clawed their way out of the soil and joined with the fleets of dozens of races to make war on the Vorlons. As soon as the Vorlons' collective nose had been bloodied, the Shadows switched to their standard tactic of turning races against each other. Promising races like the Quin and Cetans were ruined – the Quin did not survive the war, while the Cetans began a long racial decline and would be extinct within 10,000 years.

The Vorlons rallied their forces and pushed back – but pushing back meant engaging the lesser races directly in battle. The Vorlon fleet did more damage in the middle stages of the Third War than the Shadows did in the whole of the Second. Finally, the Vorlons convinced one of the races, the Ru Ha'rus, to switch sides. They outfitted the Ru Ha'rus fleet with advanced weapons and gave it the co-ordinates of Z'ha'dum. The Shadows were taken by surprise and driven off the tomb world, which put an end to the Third Shadow War.

Breathing Space (Z-600,000)

There was a gap of 3,700 years between the Third and Fourth Wars – an age to the Younger Races but an eye blink to the Vorlons and Shadows. During the intervening time, the Vorlons had withdrawn to within their own borders, leaving the lesser races to their own devices. Their only interventions came to guide the younger species away from prohibited technologies or development paths. The Vorlons were plotting their next move in the great game between themselves and the Shadows.

Their initial efforts in teaching the Younger Races had been undermined and subverted by the Shadows, and had resulted in the deaths of Vorlons – an utterly unacceptable event. A new method of guiding the Younger Races would be used, one which would require considerable preparation. Unfortunately, this plan would not be ready in time to prevent the coming devastation.

The Shadows, too, were active during this period. They were becoming more adept at using the lesser races as agents and servants.

The Fourth Shadow War (Z-550,000)

The Fourth War was the most destructive of any of the Shadow Wars. The various Younger Races involved had all been spacefaring at this point for several thousand years and had attained a high level of technology (vastly superior to the Minbari in Sheridan's time) which made the conflict between them especially devastating. Much of the war was conducted secretly by the Shadows – instead of fomenting chaos using attack ships, they had their spies and agitators stir up civil wars and revolutions, destabilising the political structures of the races. The Fourth Shadow War raged for nearly three years before the Vorlons realised that the Shadows were moving again.

Desperate to contain the damage, the Vorlons attempted to snuff out many of the wars threatening the more promising species. More and more of the Vorlon fleet was dispatched on 'peacekeeping' duties – although due to the lack of contact between the Vorlons and the Younger Races, this was more like 'jump in, vaporise both fleets, jump out again' duties.

One of the most powerful of the Younger Races was the Yithri Guilds, which had arisen from the ruins of the Quin domains in the aftermath of the Third War. The Yithri had long ago abandoned their homeworld to become a true spacefaring species, living in massive guildships that were so big, they could not use conventional jump gates. These flying cities proved to be the key to Yithri dominance in the early stages of the war – they could swoop in on colonies isolated or damaged by the civil wars being fought within other species, stealing technology and resources before jumping away again. Yithri piracy was so successful that the area of space they controlled quadrupled within a century.

Seeing the success of the Yithri, the Shadows decided to test the successful species, by providing the Yithri's enemies with advanced technology and support from their fleets. The Yithri managed to survive this assault, and were even able to reverse-engineer some fragments of Shadow technology, especially weapons systems, just as Earth was able to do at the end of Sheridan's war. The augmented Yithri guildships proved more than a match for even the most powerful of the other races, and the Shadows laughed as their new protégés conquered world after world.

The Vorlons stopped their peacekeeping efforts to battle the Yithri. While the Yithri ships were still vastly inferior to the Vorlons, they were far more numerous and widespread. While the battle between the elder race and the Yithri continued, the Shadows took the opportunity to restart all the wars the Vorlons had stopped earlier.

Addendum: The scavenger races arose in the dark age following the Fourth War. The attacks by the Yithri, Shadows, Vorlons and other powerful races had left thousands of ruined worlds scattered across the galaxy, rich in technology and treasures. Whole planets could sustain their industrial and scientific progress purely on stolen technology. However, the scavengers rarely understood the underlying principles of the technology they stole and never moved beyond their Second Ages.

The Yithri Plague (Z-550,000)

The Yithri were eventually destroyed, not by the Vorlons, but by a little-known race that had only recently discovered space flight – the Drakh. The Drakh were able to engineer a singularly nasty nanotechnological weapon that infected the Yithri. They waited until most of the guildships were in conclave, then released the virus.

By accident or design, the Yithri virus mutated over time – and since the Yithri guildships travelled over the whole galaxy, numerous races became vulnerable to the artificial plague. Billions succumbed to the virus; billions more died in the wars that followed, as races that were immune (or had yet to develop a vulnerability to it) took advantage of the chaos and attacked their neighbours. The Yithri, the most feared marauders of the galaxy for a few centuries, died out within months, leaving their empty guildships floating in deep space.

The Vorlons, irritated by the Drakh's meddling, decided they were detrimental to the health of the galaxy and blasted their planet down to the bedrock. It was assumed that all the Drakh were killed in this punitive attack; in actuality, the Shadows were able to preserve the race, who would become one of the Shadows' most loyal servitor races. With so many races dying, the Shadows were satisfied that the cause of evolution had been served. They melted away into the darkness between stars, putting up only token resistance when one of the lesser scavenger races raided Z'ha'dum.

The great races of the galaxy were gone. The Tal'Kas'Shona retreated to their worlds and began creating a massive defensive fleet but never again interacted with the other races beyond their borders. The Ru Ha'rus also began to decline, although the Vorlons interceded to preserve the species and they became the first servitor race of the Vorlons. The Raglans accelerated their attempts to transcend, but were captured by the Soul Hunters at their moment of triumph.

The galaxy slipped into barbarism. The Vindrizi, a middleborn race known for their scholars, saw this as the coming of a new dark age and created a species of immortal symbiote-recorders to preserve their knowledge. The whole

Comment: This 'grand design' and the implantation of religious compulsions was technically a breach of the rules of engagement between the Shadows and Vorlons. The Shadows ignored this breach, just as they did the Vorlon use of telepaths in later years. However, as soon as there was a clear breach on the Shadow side, the Vorlons immediately retaliated with planet killers. How sporting.

race then entered suspended animation to sleep until the galaxy healed itself.

The Grand Design (Z-300,000)

If the Younger Races would not listen to the Vorlons as teachers, then they would obey them as worshippers. By the Vorlons' own harsh judgement, they had failed twice now – in the Magellenic Clouds by failing to reach the races there before the Shadows, and in the galaxy at large by failing to bring order to the Younger Races before the enemy could undermine their efforts. Attempting to deal with the lesser races as equals had proved unsuccessful – simply put, the lesser races were children compared to the Vorlons, and a different approach would be needed.

The Vorlons targeted races even earlier in their development than before. Before the Fourth War, only species that had attained spaceflight were considered for the Vorlons' development programs, as races that were still wholly bound to their homeworlds were still too immature and unformed. The Vorlons' purpose as guardians of the galaxy was to guide young races to their full potential, and intervening too early in the species' development would warp them. However, there was no other option, as waiting too long had left earlier races open to Shadow corruption.

Therefore, over thousands of years, the Vorlons explored the galaxy, searching for developing species. They abducted samples from each race, mapping their genetic code and the structure of their minds. The Vorlons used telepathic conditioning and self-replicating cultural memes to create a religious aura around themselves. This aura had no less than three components; firstly, there were genetic changes to make the race more susceptible to Vorlon psychic technologies. Secondly, there were the cultural changes, which began with telepathic conditioning of the abductees to turn them into prophets, zealots and spiritual leaders, and was bolstered with staged supernatural events and performances. Thirdly, the Vorlons used their telepathy to skew the perceptions of the lesser races, making them see the Vorlons as beings of divine light.

The process took millennia, and required the establishment of hidden Vorlon bases on a thousand worlds. Most of these bases were automated, their living systems patiently watching

and guiding the developing race and waiting for the return of their Vorlon masters. Ideally, every world would have had a dedicated team of Vorlons working on the cultural change, but there were now too few Vorlons – the population had declined and there was no interest in creating new Vorlon minds.

Servitors (Z-50,000)

Requiring more help to complete the grand design, the Vorlons adopted the Shadow policy of using servants. Initially, their servants were initiated members of the various young species they were re-engineering, but they also used the dying race of the Ru Ha'rus, as well as individuals from the established spacefaring races. Each servitor was created for a specific purpose and given training and technology to enable them to complete this task. Many were created as religious leaders, as the Vorlons continued their experimentation with engineered beliefs. Some within the Vorlon hierarchy cautioned against imposing erroneous theologies on the young species, but the majority of the Vorlons were confident that they could break the religions down smoothly when the young species had evolved beyond them.

The Latter Shadow Wars (Z-2000+)

After the devastation wrought by the Fifth War, the Shadows changed their tactics. There were few significant races active in the galaxy, so the mass destruction and powerful fleets of the earlier conflicts were no longer needed. The Shadows changed to a series of small attacks every few thousand years or so, when they would trigger conflicts between the races and upset the balance of power in the galaxy. Their purpose was no longer wiping out the weak, but disrupting the Vorlons' imposed order to let the truly superior species take their place in the hierarchy. Instead of being a storm sweeping the galaxy clear of weakness, they now just broke the ice and forced all the races to learn to swim.

Shadow technology relies on using living beings as a control mechanism; they believe that artificially created minds lack the hunger and drive that can be imparted only through blind evolution and survival of the fittest. The Vorlons discovered that telepathic signals were capable of blocking the link between controller and Shadow device, paralysing the ship or weapon. They embarked on a grand design to sow telepathy among the Younger Races.

Addendum: It may be that the Vorlons chose to implant telepathy simply because they had learned enough from their earlier genetic tampering during the grand design to do so. Even if the Shadow vessels were not vulnerable to telepathy, mind-to-mind communication is a potent tool for establishing order in a civilisation. Telepathy interferes with the Shadows' ability to sow discord and infiltrate agents into a culture.

Vorlon telepathic technology was capable of attacking this link between pilot and ship, but such an attack would be a breach of the rules of engagement, which specified that neither race should directly attack the other using such weapons except in the end-game of a war, when the Vorlons were permitted to drive the Shadows away from the surviving species. Therefore, the Vorlons instead chose to implant telepathy into the Younger Races, to give them a weapon with which to resist the Shadows.

The Second Grand Design (Z-10,000)

Gifting all the lesser races with telepathy proved considerably more difficult than the Vorlons had anticipated. The Vorlons' own form of telepathy was technological in origin, based on a complex web of electromagnetic effectors, hyperspatial constructs and noosphere probes. It could be reduced to an organic form – a 'telepathy node' that could be surgically implanted in the brain – but this form of tampering would be immediately obvious to the Shadows.

Instead, the Vorlons decided to take the weak form of natural telepathy that some races possessed and to magnify it a thousand-fold. Species like the ancient Mindriders had evolved natural telepathic powers and the Vorlons went back to the genetic records of these old species. They then abducted a fresh crop of specimens from the target races and experimented on them. They created artificial species to study the growth of telepathic powers and grafted gene sequences from these onto the specimens.

The experiments were slow and painstaking and there were many grisly failures. These sacrifices were deemed necessary by the Vorlons. At the end of the project, however, the Vorlons had a basic method for integrating telepathy into the genomes of most of the species of the galaxy; this process would be refined again and again over the coming millennia.

The Vorlons began the project with several of their favoured races, such as the Minbari. Fine-tuning the level of power proved difficult – the early Minbari telepaths, the Kira Zhe, were too powerful and dominated large sections of their planet, while other race's telepaths were unable to do anything but pick up limited emotional signals from others of the same species.

The Last Shadow War (Z-1000)

This war was a bloodier, more vicious one than the relatively sedate attacks of the previous centuries. The Shadows appear to have aimed at destroying the races altered by the Vorlons; pogroms were launched to wipe out the Narn telepaths, while the Minbari were in danger of having their homeworld blasted to nothingness. However, the Vorlons and their agents were

Comment: The story of Babylon 4 is well known – the Minbari and the other allied races co-ordinated their resistance against the Shadows from a massive space station. A surprise attack from the Shadows destroyed this station, throwing the alliance into chaos. Just as disaster seemed inevitable, a brand new station appeared, loaded with supplies and equipped with Vorlon weaponry. Onboard were two Vorlons and a Minbari named Valen. He led the Minbari to victory and a new golden age.

The Vorlons arranged for the construction of the great machine and the delivery of Babylon 4. However, they must have also arranged for the delivery of Valen. It would have been infinitely simpler for the Vorlons to provide a replacement station in that time period, instead of building a Great Machine to abduct an inferior structure from a thousand years in the future.

To put it another way, Valen was a deliberate attempt by the Vorlons to unite Humans and the Minbari. The Minbari were in decline, believing that their souls were being reborn elsewhere, and it was through a Human-Minbari alliance that the two races entered their Third Age.

Babylon 4 was just an added bonus; Sinclair/V alen was the true prize.

able to rally the various species together into an alliance of light, which stood against the Shadows. Coupled with the surprise weapon of the telepaths and the sudden appearance of the Babylon 4 station, the Shadows' great push into the heart of Vorlon-influenced space was defeated and broken.

The Shadows were forced to flee before the Younger Races. This time, they lost worlds and bases that had previously been inviolate. As the Shadows retreated, they hid more and more of their fleet, hoping to preserve as much of their strength as possible for the next offensive. The Vorlons had finally pulled ahead in the great game.

The Rift (Z-500)

The Vorlons may have known about the temporal rift in the Epsilon Eridani system for millennia, or only discovered it after the war. However, it is certain that they began working to utilise it three hundred years after the last war. The last of the Ru Ha'rus were instructed to build a great machine on a planet within range of the temporal rift. This vast machine was composed of a series of power generators and time-field effectors, which could reshape the geometry of the rift and allow it to be used as a portal back and forward in time.

Comment: While the transport of Babylon 4 back in time was the last occasion on which the Great Machine was used, it is virtually certain that the Vorlons used it several times before that, presumably to co-ordinate their efforts against the Shadows across multiple time periods.

This machine was the final legacy of the Ru Ha'rus, as the species' numbers had declined below the point of genetic viability. The race would die out almost completely over the next five centuries, leaving only a handful of ships and a few guardians like Varn to watch over their works. More of the Ru Ha'rus were kept in suspended animation in Vorlon space, waiting for the time when they would be called upon to serve their ancient masters.

The Vorlons and Humanity (Z-13,000)

Vorlon first contact with Humanity probably happened tens of thousands of years before the Centauri arrived in the Sol system. There are signs of a deliberate genetic uplift having been performed in Mesopotamia around 13,000 years before Z'ha'dum, but given the Vorlon *modus operandi*, it is more likely that these were the Vorlons returning with upgraded humans instead of them taking samples in the first place. However, as the Sol system was relatively isolated within hyperspace, the Vorlons decided to leave Humanity alone for a while. They installed various monitoring stations in the Sol system, then departed. They returned several times over the following millennia, taking samples and examining the data from the monitoring stations (one of these visits was during the 19th Century, when they took 'Sebastian', as well as several others, see the Servants of the Shadows chapter)

Their most notable visit, however, was during the late 21st Century. A pair of Vorlons established bases in Antarctica and Venus, and there they abducted a number of humans and transformed them to carry the telepath genetic encoding. Their offspring were the first generation of human telepaths.

It is something of a mystery why the Vorlons waited so long to create human telepaths. In almost every other species, they installed telepathy long before the species was technologically advanced; for species such as the Centauri or Minbari, the creation of telepaths was done at the same time the Vorlons pretended to be gods. Perhaps that was the point – Humanity was a social experiment in seeing how a technologically advanced society would deal with the sudden introduction of telepathy.

Vorlons in the Age of Sheridan (Z-20 years to Z)

By the 24th Century, the number of Vorlons active outside the Empire was limited to a dozen or so. There were two in the Minbari Federation (the 'Kosh' who would be the first ambassador to Babylon 5 and his replacement, Ulkesh). Another three engaged in surveillance and manipulation of the Younger Races and the rest involved in long-term scientific research in isolated outposts. The vast majority of the Vorlons remained in the Empire, and the majority of those were in the Morh aspect.

They knew that the Shadows would soon be rising again; there were too many signs and portents of the ancient enemy rising again to be ignored. The Vorlons began to prepare, but the rise of the Morh since the last war had greatly reduced their capacity to act. Their intention was to use the Minbari as their primary weapon against the Shadows, and laid the foundation for what would become the White Star project. The Minbari leader, Dukhat, was identified as a nexus, a fulcrum individual who could be manipulated to move the

Vorlon Aspects

The aspects are an important part of Vorlon culture and are described in more detail on page 22. All Vorlons have all of the aspects, but only one aspect can be dominant at a time. They are something like personalities, something like political parties and something like beliefs. The following are some examples (the aspects are given more detail in the next chapter):

Vorl Aspect: The Vorl aspect was the most common aspect during the Third and Fourth Ages of the Vorlons. Vorl is the aspect of order and control, of planned development and wisdom.

Kosh Aspect: Kosh aspect concerns itself with teaching the Younger Races, with the transference of wisdom, with paternal guidance and the bringing together of disparate groups or species, with synergy.

Kesh Aspect: Kesh aspect's role is the active fight against chaos; order through power and the destruction of obstacles. It is the destroyer that sweeps away the disorderly and allows new life to form.

Morh Aspect: Morh aspect is reflection and learning; it is infinite self-examination. Vorlons dominated by the Morh aspect are wholly integrated into the Vorlon collective consciousness, spending aeons in a perfect mathematical mirror realm, regarding themselves and the sum of Vorlon knowledge as a single infinitely repeated and varied entity.

Speculation: If Dukhat had lived, then he would have made peaceful contact with Humanity. The Minbari would have become more active and open in the galaxy (at the prompting of the Vorlons), leading to the establishment of a forum where diplomats of all the races could meet. Such a Babylon station would not have been a last, best hope for peace, but a place for trade and negotiation in a more peaceful, united galaxy.

Presumably, the Alliance of Light under Dukhat would have defeated the Shadows. The Vorlons would then have drawn Babylon 4 and its captain, Sinclair, back in time to close the circle.

entire galaxy. He had the charisma, willpower and wisdom to be the champion of light, rallying the Younger Races against the Shadows and proving the value of order over chaos. With the new generation of telepaths and tacit support from the Vorlon empire, the coming war would be a glorious victory over the Shadows.

However, it was all about to go disastrously wrong. The Vorlons informed Dukhat of the importance of Humanity; the Grey Council fleet travelled close to the Earth border on its way to Z'h'dum and encountered the Prometheus group. The humans attacked the Grey Council, killing Dukhat. In retaliation, the religious caste declared holy war on Humanity. The Earth-Minbari war threatened to wipe out one of the more promising species – Humanity. The Vorlons could not intercede fast enough to block the destruction of Humanity, but fortune intervened in the form of Jeffrey Sinclair and the ensuing surrender at the Battle of the Line.

With this threat to the past averted (Sinclair had survived and Babylon 4 would be constructed), the Vorlons essentially relaxed, with more and more of their number entering into Morh aspect, with a growing subfaction of Kesh aspects. The Vorl and Kosh aspects were heavily outnumbered, forcing those Vorlons who exhibited those aspects to act independently. One of the Kosh aspects, Kosh Naranek, forced his appointment as ambassador to the fifth Babylon station.

There, he identified John Sheridan as another potential nexus and began to train him in defiance of the Kesh faction, who argued that with Dukhat's death, the situation was too unpredictable and the Shadows had the advantage. If it were not for Kosh Naranek's gamble, then the Vorlons would have withdrawn from the galaxy and rebuilt in the millennia to come, instead of interceding to help the Younger Races.

Eventually, the nexus turned on Kosh, demanding that the Vorlons aid the Alliance of Light. It was too early for such help according to the rules of engagement, as the tide had

not yet turned; the superiority of order or chaos had not yet been determined and the weaker, Younger Races had not yet been weeded out.

The End of the Vorlons' Fifth Age

The death of Kosh Naranek saddened and infuriated the Vorlons but Naranek had been something of a renegade and a stalwart of the unpopular Kosh faction, and his death was within the rules of engagement. Therefore, the Vorlons did not respond to this attack.

However, when Sheridan encountered Lorien in the abyss, everything changed. The Rules of Engagement made so long ago stated that only the Vorlons and Shadows could have direct contact with the Younger Races. The other First Ones kept to this agreement, appearing only as enigmatic, silent entities that walked amongst the stars like giants. However, Lorien spoke to the nexus Sheridan, healed him, and therefore broke the Rules of Engagement.

Sheridan had opened an unexpected door for the Kesh aspect. The planet killers and warships that had been held in reserve for millennia were activated and a final war was launched against the Enemy. If Lorien and Sheridan had not rallied the other races, both younger species and the other First Ones still resident in the galaxy, then the devastation might have equalled that of the First Shadow War. However, Sheridan and Delenn challenged the Vorlons and the Shadows to justify their continued presence in the galaxy, and it was the judgement of Lorien that the races had entered their Third Age and the guardians were no longer needed.

The Vorlons departed for beyond the Rim and passed beyond the knowledge of Humanity.

They never returned, not in all the million years since then?

There are endless rumours and stories of Vorlon sightings; none can be substantiated. Automated systems destroyed, concealed or removed many of their more important sites and colonies, but the Vorlon homeworld was simply abandoned behind an impenetrable wall of defences.

The way is open now. The Vorlon world will become New Earth. I'm looking forward to seeing it.

It will not be anything like you imagine.

Good.

The Nature of the Vorlons

The Vorlon race is billions of years old. The gulf between Vorlon and Human as wide as the gulf between Human and single-celled bacteria. Attempting to describe the Vorlons in human terms is exceedingly difficult; only the vocabulary of religion is really applicable, for they are as gods in many ways. The Vorlons are very old and very *different* to the Younger Races. Indeed, it is difficult to call them a race at all, or call any Vorlon an individual.

Still, they were once like us, and so a common thread of experience endures.

Vorlon Physiology

What is a Vorlon?

From the perspective of most of the races in the galaxy, a Vorlon is a mysterious creature seen only ever seen wearing a bulky, concealing encounter suit, or a divine being of light bringing wisdom from the heavens. Both of these are masks of the Vorlons. The other aspect of the Vorlons seen by the Younger Races are the Vorlon ships, which are elegant, contoured vessels that look more like (and indeed, are) spacegoing creatures than spaceships. What the Younger Races rarely realise is that this is as close as they will ever come to seeing the true face of a Vorlon.



Defining an individual Vorlon is vastly more difficult than defining an individual Human. One can point to a Human, place him in a box, count his limbs and scan his brain. Vorlons are not so simple.

The Core

The core of the Vorlon is the physical part of the Vorlon; essentially, it is the Vorlon's body, although the term is of little relevance. When seen, it resembles a being of glowing light, with tentacles and surrounded by a fiery corona of energy. Before the Vorlons transcended base matter and became beings of energy, this core was an organic body (the product of millions of years of evolution and genetic engineering, but a recognisable body nonetheless).

The core is a crystalline structure, which contains the intrusion of the Vorlon's soul into realspace. The core is composed of four distinct sections. Firstly, there are external manipulating tentacles, which are each composed of a silicon-carbide gel, laced with a nanometre-scale grid of sensors and energy effectors. Each of these tentacles is strong enough to tear through the hull armour of a Sharlin-class warship, but is also precise and gentle enough to manipulate brain tissue without causing injury. For the majority of Vorlons, these tentacles – and the entire core body – are largely redundant, as few Vorlons have needed to manipulate matter directly for millions of years.

The outer shell of the core superficially resembles the pre-transcendence form of the Vorlons, but is primarily a crystalline memory aleph with a storage capacity in excess of 10^{100} bits, wrapped in an armoured casing. The Vorlons no longer possess internal organs; they do not need to breathe or ingest any food or liquid. The shell's crystalline structure stores energy as well as information – the Vorlon shell is essentially battery powered, although a Vorlon could function without a recharge for thousands of years as long as it did not exert itself.

The third and most important section of the core is the brain, although this complex crystalline computer does not resemble an organic brain in the slightest. The Vorlon soul is incarnated within this brain to allow the Vorlon to think and reason; without a core brain, the soul is static and unchanging, being nothing more than a self-replicating pattern of information and energy.

Sex and the Single Vorlon

Back in their Third and early Fourth Ages, when the Vorlons were primarily biological and bothered to procreate directly instead of using cloning and artificial wombs, their race had five distinct genders – two analogous to male, two to female and one wholly neuter. The Vorlons have largely abandoned such trivial distinctions, along with most of the socio-biological constraints that go along with being organic, mortal, limited, untranscended beings.

The Vorlons still self-identify as male, female or neuter, although this is much more to do with mindset and emotional outlook than biology. Those Vorlons who are old enough to remember a time when the Vorlons had gender mostly retain their old sexes; others choose theirs as an aesthetic decision.

The aspects are mostly male, although Vorl is clearly genderless and Kail and Olos are both female. A Kesh Vorlon might appear telepathically to a lesser being as a male, an Olos as a female. There was apparently a sub-aspect of Olos that was male, who became corrupted by the pleasures of the flesh and created specialised cores with which to enjoy the physicality of the Younger Races.

The fourth section of the core consists of various implants and technological devices. Each Vorlon has his own suite of special abilities derived from the gadgets and devices contained with his suit or core. See page 37 for more details on Vorlon technology.

The Soul

The Vorlon soul is not an abstract philosophical concept or superstition; it is a precisely engineered construction in the intersection between hyperspace and realspace. The personality engram of each Vorlon has been encoded in an information matrix and inscribed into the very structure of space-time. This is the Vorlon soul – eternal and unchanging. The soul can be destroyed – Ambassador Kosh, for example, was killed by the Shadows, who shattered his core body and then dissipated his soul by scrambling its information – but barring attacks of that sort, the personality of each Vorlon is indestructible.

The soul cannot change, so the Vorlons cannot change or learn while in soul form. Therefore, the soul is incarnated – downloaded, essentially – into a core. This core can be

contained in virtually any form – an encounter suit, a ship, a base and so on. Using their telepathic abilities, the Vorlons can transfer soul fragments into the minds of other species. These fragments can then think and observe independently of the Vorlon core.

The Halo

The halo is the collection of devices, agent programs, ships and other techno-organic devices that are linked to an individual Vorlon. They may contain fragments of the Vorlon's soul, making them thinking, reasoning parts of the Vorlon whole, or they may simply be imprinted with the personality matrix, in which case they are not truly sentient but are 'sympathetic' to the commands of a matching core. Ambassador Kosh's ship, for example, was imprinted with his personality and was essentially a part of him. A Vorlon warship might contain a hundred cores, each of which has a copy of the same soul. The entire warship then would be a single Vorlon mind simultaneously incarnated into multiple bodies.

Vorlons differentiate between types of object. Some Vorlon tools are just that, but more complex organic devices like ships or computers are as intelligent and sentient as any Human; they are a part of the Vorlon and so are included in the halo (so too are servants; to another Vorlon, Lyta would have been a part of Kosh).

The Song

The final part of a Vorlon is the song, the total consciousness of the Vorlon race and all its creations. The song can be considered a telepathic network linking the Vorlons together, but it is also inherent in the mind of every individual Vorlon. It is constantly evolving belief in order, a fractal philosophy of union and structure. The aspects are movements in the song; individual Vorlons are chords and notes.

Vorlon Immortality

The Vorlon soul – the pattern of information encoded in the structure of space-time that contains the Vorlon's unique personality – is eternal, existing outside time. The Vorlons have always been here; barring attack from an equally powerful race, they will always be here.

The core can be destroyed, but this is highly damaging to the Vorlon, as it incapacitates the creature until its soul is incarnated into a new body. It also wipes all of the Vorlon's accumulated memories unless it has placed these memories in another storage medium or overwritten its old soul using the memory cache technology.

Telepaths can dimly perceive the song; those truly touched by the Vorlons are never without it, for they are a part of the song. It was the establishment of the song that brought the Vorlons into their Fourth Age.

Aspects

The Vorlon aspects are difficult for the lesser races to comprehend. An aspect is a distillation of some section of the Vorlons' culture and collective minds. While the Vorlons are all linked by telepathy, they are not a hive mind. Each Vorlon is a free, sentient individual but *every* Vorlon is dominated by one aspect or another. There are only a limited number of aspects, because the aspects are inevitable products of Vorlon philosophy and beliefs. A Vorlon could no more avoid being part of an aspect than it could defy the law of entropy.

The aspects are as close to political or cultural divisions as the Vorlons get; they are a very unified people. The aspects are evolving entities, although the Vorlons change little. They are something like personalities; due to the telepathic links between the Vorlons and the fundamental precepts of the aspects, all Vorlons dominated by a given aspect tend to move and react in the same way. A Vorlon can change from one aspect to another over time, as all the aspects are connected.

While only one aspect is dominant in a Vorlon at a time, every Vorlon has every aspect with him. The second Ambassador to Babylon 5 was obviously dominated by Kesh aspect, but he also embodied Kosh ('we are all Kosh' – but it would be equally true to say 'we are all Vorl' or 'we are all Kesh').

The aspects could be considered conscious Jungian archetypes within the Vorlon psyche; the race knows itself so well that its conscious and subconscious are one and it has learned to harness its drives and desires to the cause of order.

There are eight major aspects.

Fiac

Fiac aspect is basically the Vorlon engineer caste; the Fiac-dominated Vorlons are interested in the maintenance and development of their technological infrastructure. The Fiac run the breeding programs that produce more Vorlon spaceships, construct the new outposts that the Kesh or Kosh need and maintain the web of defences protecting Vorlon space.

The Fiac were heavily involved with the creation of the telepaths among the Younger Races; they took it as a technical challenge. The rare cases of more extreme abilities such as telekinesis or telepathic superweapons such as Lyta Alexander are usually the result of an over-eager Fiac researcher trying to push the boundaries of genetics.

The Fiac had a close relationship with the Ru Ha'rus but with the virtual demise of that race, many of this aspect have transferred over to the Morh or Kesh.

Kail

Kail aspect is responsible for dealing with the Younger Races directly. It is an offshoot of the Kosh aspect; the Kail split off when the Vorlons instituted their policy of masquerading as divine beings. While elder aspects such as Vorl suggested that this deception would be lifted as soon as the Younger Races were ready for the truth, the Kosh argued that reversing this social and genetic engineering would be far more difficult than the others believed. A section of the Kosh aspect did support the use of the deception as a teaching tool to make the Younger Races obey and learn from the Vorlons, and those Kosh became the Kail.

Since that schism, Kail aspect has become just as powerful and influential as its parent order. The Kail have in fact been accused of deliberately perpetuating the myth of the Vorlons' divinity, or of falling victim to it themselves. Since the last Shadow War and the disaster on Minbar, the Kail's activities have been heavily curtailed.

Kesh

Kesh aspect takes a more proactive attitude towards dealing with chaos; while Vorl aspect suggests that the race should work to build order in the face of disorder, Kesh aspect desires to seek out and destroy agents of chaos. Together with Fiac, Kesh is the 'military wing' of the Vorlon Empire, responsible for the massive Vorlon war fleets.

Of all the aspects, Kesh is the most curtailed by the rules of engagement negotiated with the Shadows. Kesh's rise in popularity was largely fuelled by the Vorlons' frustration with the failure of the Younger Races due to Shadow interference. Kesh-dominated Vorlons appear to be harsh and cruel to outsiders, as they are the most aware of the danger posed by chaos and the need for the Younger Races to obey the wiser Vorlons in the war against the darkness.

The Kesh aspect has been growing more and more violent, moving from its original philosophy of 'actively seeking out agents of chaos' to 'destroying the Shadows once and for all', but many Kesh adherents do still work behind the scenes dealing with lesser sources of chaos. A disruptive warlord or corrupt government on some primitive world might be taken out by agents working for some remote Kesh Vorlon. While the Kesh aspect is focused on the galactic scale, they have not lost sight of their duties to the lesser races.

Kosh

The Kosh aspect was created when the Vorlons accepted the mantle of teachers and guardians of the Younger Races. The

aspect portrays the Vorlons as teachers, guiding the Younger Races towards the expression of their full potential. Kosh aspect is paternal in Human terms; it can be stern, judgemental and disciplinarian ('you are not ready for immortality').

The Vorlons' role as teachers declined over the millennia; many of the races they taught directly wiped themselves out during the middle Shadow Wars, often using the advanced technologies gifted to them by the Vorlons. The Minbari experiment (see page 17) was a joint effort between the Vorl, Kesh, Fiac and Kail aspects, but it was the Kosh who insisted that the Vorlons reveal that they were not gods; the resulting disaster severely diminished the Kosh's standing amongst the other aspects.

While a few adherents of Kosh aspect still try to educate the Younger Races, most have handed that duty over to Kail. Like the older Vorl aspect, Kosh was in decline up until the Vorlons' departure from the galaxy.

Morh

Morh aspect arose from the Vorlons' scientific endeavours. There was an older aspect which was devoted almost wholly to science, but this splintered into the Morh and Fiac aspects because the Vorlons learned everything there is to know.

This is not quite true; there are great vistas of science the Vorlons have yet to master. However, due to their virtual isolation from the rest of the First Ones and their increasingly static and rulebound nature, Vorlon innovation has virtually ceased in the last few millennia. Their ships have not changed in generations; their technology stopped advancing soon after the other First Ones left.

Morh aspect, then, is concerned with the endless contemplation and organisation of the accumulated data of the Vorlon race. Those dominated by Morh incarcerate their souls in great crystalline computers the size of moons and engage in infinitely subtle data analysis of the ancient Vorlon records. The Morh have discovered wonders in the archives, configurations of information and meaning that are the only form of art the Vorlons still create.

Morh is currently the most popular of the aspects, with almost 70% of the Vorlons engaged in contemplation of the archives. The Morh can be manipulated to a degree by the new data being entered by agents of the other aspects; Kesh and Uler have been especially active in this regard.

Olos

The aspect of Olos is concerned with relations with the Vorlons' peers; it is essentially the aspect of diplomacy. Of course, since the other First Ones are mostly gone and they no longer speak to the Shadows, Olos' role within the Vorlon hierarchy has diminished greatly. They still sometimes deal

with the few First One races who have remained in the Milky Way galaxy, or speak with the handful of surviving middleborn species who still have relations with the Vorlons.

The Olos are the smallest of the major aspects. By the time of the departure, there were barely a dozen Olos-dominated Vorlons active, and some of those were slipping into Kosh or Kail-dominance, to put their interpersonal skills to use on the Younger Races.

Uler

The Uler aspect seeks to bring order through union and synergy, guiding and manipulating the Younger Races towards a Vorlon-like state. Uler has much in common with the Kosh aspect, but is less concerned with teaching the races than it is with forcing them into Uler's grand design. The Uler are also the aspect of the Vorlons most willing to weed out lesser races, making them rather sympathetic to both the Kesh and, bizarrely, the Shadows. As far as the Uler are concerned, the Vorlons' duty is to bring as many of the Younger Races into maturity as soon as possible and if some have to be sacrificed for the good of many, then so be it.

The aspect seeks to control the vast scope of galactic history and economics; it sees itself as the architect of the future. The Uler aspect did leave a colony behind in the Lesser Cloud when the Vorlons withdrew from that region of space; that colony has been cut off from the rest of the Vorlons for half a million years and it is believed that they have continued to pursue their grand project since then.

Vorl

The Vorl aspect is the oldest of the major aspects, and the name of the species is obviously taken from it. Vorl aspect was created during the difficult transition into the Vorlon's Fourth Age; they responded to the great changes in their race by dedicating themselves to the principle of order. Vorl aspect believes that the race exists to be a counter to the inevitable entropy of the universe, that order naturally emerges from chaos and that it is the purpose of life to accelerate this process of emergence, with the aim of eventually countering entropy and staving off the destruction of all that is.

The Vorl aspect's influence has declined considerably from its glory days, when virtually all Vorlons were adherents of this aspect. Now, only the eldest and more traditionalist Vorlons embody Vorl and it is generally seen as a rather outdated and impractical aspect compared to the more active Kosh or Kesh.

Followers of Vorl aspect are concerned with creating order; some attempt to impose order on the Younger Races, or serve as bridge-builders and peace-makers within the Vorlon hierarchy. In many ways, Vorl *is* the Vorlon hierarchy; while

the aspect has few adherents, they are highly influential in terms of keeping the race together.

Vorlon Organisation

The eight major and the various lesser and specialised aspects are engaged in a constantly evolving dialogue within the Vorlon collective consciousness. All Vorlons are linked by this consciousness, which is a telepathic/electronic construct. The Vorlons are not a hive mind per se; for one thing, the consciousness has a limited range and its ability to transfer information grows more limited as a Vorlon moves away from the homeworld and Vorlon space. The Vorlon individuals on the homeworld are constantly part of the collective consciousness; those on colonies or transports would be in intermittent contact, while virtual exiles like Ambassador Kosh would only rejoin and report to the collective consciousness when he returned home.

The collective consciousness does not control the Vorlons; while it can be treated as a sort of racial hive mind, it is closer to a method of communication and collective decision-making than a mind. It is possible for a Vorlon to go against

the judgement of his peers – possible, but incredibly unlikely and almost unthinkable.

The collective is not composed of equal parts; different Vorlons have different amounts of sway. A Vorlon can be highly influential within its aspect, but have little control over the direction of the collective. Of course, if the Vorlon is sufficiently influential, then it can sway its aspect one way or the other and so escalate a dispute up to the level of discussion by the aspects as opposed to individual Vorlons.

Vorlon Life

The mode of existence enjoyed by the Vorlons borders on the incomprehensible to the Younger Races but it is the product of millions of years of advancement. While the Vorlons have certainly made missteps along the way, it should be remembered that the average Vorlon fulfils far more of its potential and accomplishes infinitely more than the average member of a Younger Race. They are the gods of this galaxy; burdened by duty but they still have the capacity for mirth and joy.

Health

The Vorlons have conquered space and time; they have conquered death and disease. Every Vorlon is gifted with a physical core that is perfect and flawless, with perfect health by their definition. In the event of damage, the core can be swiftly regenerated or a replacement body provided. There is no hunger or thirst – while the core needs both energy and complex organic molecules, these can be provided by the Vorlon's technology and the foul mix of atmospheric gases they prefer to swim in (alternatively, the encounter suit can of course sustain its user almost indefinitely).

The only disorder the Vorlons still suffer from is madness; there are still some Vorlons with psychological problems and quirks. The Vorlons are unwilling to admit any such weakness and their practice of encoding their personalities as souls into space-time means that such problems are made eternal and almost unsolvable. Insane Vorlons are dealt with by their own aspect; if the Vorlon moves outside the

Vorlon Names

Vorlons do not have names, per se; to the extent that individual Vorlons need identifiers, each has a telepathic signature and every living Vorlon knows every other living Vorlon intimately, having spent thousands of years in each other's company. However, when the Vorlons deal with lesser species, they are forced to adopt unique identifiers. They use their currently-dominant aspect as a name most of the time (while a Vorlon's dominant aspect can change over time, this change takes considerably longer than the lifetime of any planet). Some Vorlons use a prefix to denote their current attachment to their aspect. 'Ul' signifies that the Vorlon is wholly committed to that aspect, 'na' means that the Vorlon has only recently switched over to that aspect, while 'ka' means the Vorlon is about to leave that aspect.

The first Vorlon ambassador to Babylon 5 was something of an eccentric; his adoption of 'Naranek' was seen as an affectation. The name means 'Speaker' in an archaic dialect of Vorlon.

The names for most Vorlons, of course, are the names given to them by the lesser races; religious epithets and titles, honorifics and hymns of praise. Those Vorlons of Kail or Kosh aspect who spent a great deal of time on a particular primitive world often took the religious title as their own; Droshalla is still out there; so is G'Lan and Valeria and all the others.

Il'dum'k'z'ha

This is the poison the Minbari created to destroy the Vorlons during the dark period when they warred against their benefactors. It can still be procured in some places on Minbar. The poison is delivered by touch. The Vorlon must make a Fortitude save (DC 30) to resist the poison; if this saving throw is failed, the Vorlon is rendered unconscious and suffers 2d6 points of Constitution damage. A further saving throw must be made every eight hours; each failure causes the Vorlon to suffer another 1d6 points of Constitution damage.

Drakas

This plague was engineered by the Drakh during the last great war; it was never released, as the Rangers located the research facility that was developing it and destroyed it. Still, a handful of samples may still exist in tomb worlds.

Drakas is partly biological and partly informational; the virus reprograms various subsystems within the Vorlon core to create a biological virus, while the biological virus both weakens the Vorlon and subverts the Vorlon's systems to create new instances of the informational virus.

The disease can be transmitted through physical contact or information transmission; the Vorlon must make a Fortitude save (DC 20 or 15 respectively) to resist. If this saving throw is failed, the Vorlon becomes infected. Whenever he encounters another Vorlon, he suffers one point of Constitution damage and that other Vorlon must make a Fortitude save. The Cure Disease technology is required to end the problem.

aspect structure entirely, then he is clearly mad, but the collective consciousness must choose the best, most caring way to destroy the renegade. The Minbari derived their taboo about killing each other from their Vorlon teachers and the command that Vorlons do not kill Vorlons is infinitely stronger than the Minbari one.

Of course, spotting an insane Vorlon is highly difficult. The collective consciousness and the aspects provide a psychological balance, keeping any problems in check while the Vorlon is in contact with its peers. Problems only manifest when the Vorlon spends centuries away from its kin (some Vorlons argue that this is untrue, but that the linked nature of the aspect structure means that an individual Vorlon's infirmity will not manifest as full-blown psychosis while linked, but that it will corrupt the aspect as a whole; if this is true, then one or more of the aspects could be functionally insane).

In the past, there have been poisons and diseases that affect the core; as the Vorlon core is an artificial structure, these diseases have also been artificial, engineered by foes of the Vorlons. The Minbari, for example, learned enough about the Vorlons to create a synthetic venom that slowed electrotransmitters within the crystal-heavy gel in the core, acting on the Vorlon victim like a neurotoxin does on a Human.

Economics

The Vorlons are long past the need to control access to their resources, or to motivate themselves. Even if Vorlon technology was not capable of providing everything any Vorlon wants, their empire is ancient and their population has declined – if the combined wealth lying in the archives and treasuries of the Vorlon empire was divided amongst

Language and Communication

The Vorlons use telepathy among themselves as their primary method of communication. Their language has long since evolved past the point where a single 'channel' will carry all the information they wish to convey. A Vorlon describing a technical problem to another Vorlon will not merely describe the problem, but will simultaneously describe the related systems, the importance of the problem, suggested approaches, the relationship of the speaker to the problem and so on. Vorlon communication is incredibly efficient; the words appearing like harmonic chords.

The lesser races can only perceive a handful of the communication channels used in Vorlon speech and they can interpret only one or two of those. A Human who hears a Vorlon speaking would hear the Vorlon's English translation, and would also hear some of the sub- and ultra-sonic channels but could not understand them. Only the more sensitive Humans would detect the telepathic undercurrents and even then could only pick up the emotional caste of the statement, not the actual information.

The simpler the statement, the easier it is for the Vorlon to phrase it in a way comprehensible by the Younger Races. Direct answers to simple questions are usually unambiguous.

the existing Vorlons, then each would inherit the wealth of worlds.

The Vorlons achieved infinite energy long ago. All their organic technology has self-perpetuating energy cells that renew themselves swiftly (the astonishing 20 second recharge time of a *White Star's* jump engines is trivial to the Vorlons; indeed, the engines are hobbled by being interfaced with primitive Minbari technology). The Vorlons use solar power as a backup on occasion when it is available, while larger-scale installations and spaceships are powered by zero point energy drawn directly from the fabric of reality.

The Vorlons do not have infinite resources, however; they are curtailed in two ways. Firstly, while they have almost unlimited energy, it is woefully inefficient to synthesise some elements. The Vorlons are quite capable of transmuting, say, iron into Quantum-40 by bombarding it with neutrons, but it is considerably easier to mine it. Other complex organic molecules are the product of millions of years of evolution and engineering; it is easier to harvest them in situ than try to replicate the precise conditions or construct them using nanotechnology.

Secondly, the Vorlons have been forced to abandon many of their former worlds to leave room for the Younger Races. Once, the Vorlon Empire stretched for hundreds of light years in every direction; now, they have less than a dozen worlds. Almost every planet in known space once knew the touch of the Vorlons and in this long, slow retreat, they left many of their fortresses and factories behind. Some were demolished, but most were simply hidden. For the Vorlons to access their full strength, they would have to drive the lesser races back.

Culture

Vorlon culture, like Vorlon technology, has largely stagnated. They do not see it as stagnation, but believe they are in a constant process of recursive refinement and perfection of all aspects of themselves. As part of this refinement, the Vorlons have discarded much of their older cultural artefacts. They have largely abandoned art in all its forms. They discarded religion and spirituality of all forms early in their Third Age, although there are still some echoes of their beliefs in Kail aspect.

The two dominant forces within Vorlon culture are order and pride.

Order has been a part of their makeup since their Third Age. The Vorlons value synergy and symmetry above all things; they believe that there is an underlying order to every phenomenon, that even the most random events cancel each other out to form a massively complex but comprehensible and predictable pattern. A Vorlon looking at a cloud does not see a mass of water vapour or a shape in the sky, it sees the whole weather system that produced the clouds, the interactions of heat and moisture and pressure that move across the face of the globe. A Vorlon looking at a war between two of the younger species does not see carnage and death and generations of hatred, it perceives the invisible hand of economics, of species competing for resources and living space.

The Vorlons' devotion of order means that they take the long view – they expect it to take tens of thousands of years to bring the Younger Races to maturity. Minor crises like plagues, wars, revolutions, pogroms, natural disasters and so on are essentially irrelevant to the Vorlons. A race might see a lethal virus that wipes out a third of its population as an apocalypse, but the Vorlons see it as just another event in the species' development, like a mild fever in a growing child.

That said, the Vorlons do sometimes intervene secretly in the affairs of developing races, to guide them one way or another. There are some political and technological changes that severely diminish a race's chances of surviving to maturity, or which render the race vulnerable to Shadow influence. In such cases, Vorlon agents or even Vorlons themselves intercede. Where possible, the Vorlons conceal their involvement and

The Shadow War

Most of the Vorlons essentially ignored the early stages of the war; Morh aspect was dominant. Of the few Vorlons who were active, most were involved in monitoring the new tactic of using telepaths. Kesh aspect was preparing its warfleets, taking the battleships out of storage in hyperspace folds and hidden bases and readying itself for the day when the tide would turn and the Vorlons would be permitted to drive the Shadows back. A sub-aspect of Kesh and Fiac continued to work on the planet killers and other ultimate weapons.

At Sheridan's request, Kosh Naranek convinced Kesh aspect to act before the turning point; under the normal rules of engagement, the Vorlons would have held off until after the Shadows had wiped out the weaker races, then driven them back.

The White Star fleet was the other major Vorlon contribution to the war; it was a secret joint venture between Kosh and Kail aspects. Most of the work was done by the Minbari religious caste; the Vorlons only provided the basic design and some key components.

ensure that only the minimum changes required are made. A single telepathic command, a single death, a single life saved can be all that is required to shift a whole culture onto a newer, better path. With their ability to see patterns in the long flow of history, the Vorlons can identify and cultivate these nexus points in history.

The other side of the Vorlon personality is pride. To a degree, each of the First Ones has insane hubris as a racial trait – it is rare for a race to find a reason for living (the key to a successful transition to a Fourth Age) and not be utterly convinced that its way is superior to all other paths in existence. The Vorlons take pride in their utter commitment to order, but the Shadows are – they *must be* – equally committed to the cause of chaos, as the Walkers are to exploration, the Mindriders to communication and so on. Every First One race is monomaniacal on some topic.

Intercessions

The most common form of Vorlon intercession utilises a small handful of agents, who target a nexus point identified by their Vorlon handlers. They might be sent to assassinate a single target, or to ensure that a particular technology falls into the right hands. Vorlon intercessions of this sort have become increasingly rare as Uler and Kail aspects decline.

More ambitious intercessions involve the Vorlons applying their vast technology to a problem.

However, back before the Vigil began, the various obsessions of the First Ones kept each other in check. The Vorlons were lords of order, but order was just one path among dozens of paths, each path espoused by a different elder race. When the other First Ones left the galaxy or withdrew from contact with the Vorlons, there was no balancing factor any more. The Vorlons' pride in their abilities and their collective ego grew vastly during their Vigil over the Younger Races. It is difficult to avoid feeling utterly and completely superior when you are infinitely more powerful than every other sentience in known space.

This pride has fractured the Vorlons. Their first problem is complacency; apart from the occasional Shadow incursion, there is almost no challenge left in the galaxy for them. This has led to the rise of Morh aspect, as most Vorlons find the introspection of the collective consciousness to be far more interesting and stimulating than the primitive antics of another species of cavorting monkeys. Fewer and fewer of the Vorlons are willing to devote their efforts to guiding the lesser races; if the trend had continued for a few dozen millennia, then the Vorlon Empire would have ended up being run by the Vorlons' servants and machines, while the Vorlons themselves engaged in infinite navel-gazing within the collective consciousness.

The Vorlon's pride has also led to the increasing power of the warlike Kesh faction, who chafe under the old rules imposed by Lorien and want to exercise the Vorlons' full strength. The Kesh are the only aspect which is significantly active; without the vitality of the Kesh, the Vorlons would be in grave danger of failing as a species. Once a race reaches the level of technology possessed by the Vorlons, racial ennui is the most common cause of virtual extinction.

Lesser aspects such as Kosh or Fiac try to thread a path between these two extremes of pride, but with limited success; the Vorlon emphasis on hierarchies and order means that there is a massive amount of socio-political inertia. The Vorlons cannot change easily, so institutionalised rots cannot be excised quickly enough.

Aspect Projects and Activities

The Vorlons have been active in the galaxy for millennia; almost all of the races in the known galaxy were touched by the Vorlons at some point in their histories.

Brakiri: The Brakiri comet of the dead may possibly be one of the old Thirdspace gates; the Vorlons had intended to conquer the realm of the dead, which may explain the Brakiri and their ghosts.



Centauri: Other than gifting the Centauri with telepathy, the Vorlons have interfered little in this race. The activation of Centauri telepathy also awoke the race's innate ability of prescience, which led the Vorlons to shy away – if the Centauri learned too much of the future, they might try to second-guess the Vorlons' plans for them. During the height of the Centauri Republic, some within Kail aspect were of the opinion that the expansionist Centauri, and not the Minbari, would be the civilisation to bring order to the galaxy and had the best chance of reaching a Third Age.

The subsequent decline of the Centauri was blamed on the Shadows and their agents, the Techno-Mages.

Gaim: The Gaim progressed from being non-sentient to a space-faring race in an incredibly short time, so the Vorlons have had no contact with them whatsoever. Predictions suggest that the Gaim are too alien to be easily integrated into the galactic community during this era, so the race would have either been destroyed or controlled by the Vorlons within a millennium.

Humanity: Another newly important race, Humanity was key to the Vorlons' plans for the Minbari. The decision to meld the two species, to marry Humanity's vigour to Minbari wisdom was not lightly taken but the disastrous repercussions of the earlier attempts to manipulate the Minbari called for drastic action.

Humanity was also the centre of another Vorlon project; the science of telepathy had been refined since the third phase of upgrades, so Humanity was gifted during the fourth phase with more powerful telepaths (the first phase of telepathy was the creation of the Teloids; the second the Minbari experiments and the third the distribution of telepathy among the other races).

Minbari: The Minbari represent the greatest amount of Vorlon activity and involvement since the Ru Ha'rus. There has been a Vorlon presence on Minbar for millennia. Minbar has been a test bed for Vorlon projects – here was the first place the Angel Guise was seen, and here too was where the Vorlons created the first upgraded telepaths. Both these projects had teething problems – the earliest super-telepaths conquered whole sections of the planet and when the Vorlons tried to wean the Minbari off religion, the ensuing crusade resulted in purges and the death of Vorlons when the Minbari turned the Vorlons' gifts against them.

The Minbari were disciplined and reformed using more subtle means, but still they were only barely ready for the tests the Shadows put them through in the last great war. The coming of Valen and Babylon 4 saved the Minbari but also locked them into a static, unyielding caste structure. Some aspects believed that this structure was sufficiently orderly for the Minbari to be considered a successful Third Age race, but Kosh maintained the Minbari were now in decline, and began to prepare for the merger of Minbari and Humanity.

Narn: The Narn are an example of the Vorlons waiting too long before acting; while the race was tagged as having great potential by the initial surveyors and religious engineers, the Vorlons did nothing to protect the Narn from their more advanced neighbours. The Sol system, for example, was sheltered using artificial hyperspace currents to ensure the Centauri never conquered the Humans but similar precautions were not taken for the Narn.

In 2259, Kosh identified the Narn Ambassador G'Kar as a racial nexus and undertook to convert the Narn into a servitor race.

Techno-Mages: The Vorlons consider the Techno-Mages to be an astonishingly unwise act on the part of the Shadows; gifting immature beings with First One technology is one thing but failing to keep control of them is another entirely. When the Techno-Mages were agents of destruction working for the Shadows, they were at least predictably chaotic. Their freedom from Shadow control, however, made them far more dangerous as far as the Vorlons' plans were concerned. The Uler aspect was given responsibility for watching the Techno-Mages, as it expressed the belief that the Techno-Mages could be induced to switch sides and become tools for order.

Legends of the Vorlons

Of course, none of the above is known to the average trader on board Babylon 5. Erroneous legends and rumours orbit around the Vorlons; everyone knows at least one story about the mysterious race.

Roll Rumour

- 1 If you see a Vorlon, you turn to stone.
- 2 The Vorlons don't exist; those ships are actually Minbari ships in disguise.
- 3 The Vorlons are slavers and thieves; the secret masters of the raiders.
- 4 The hyperspace currents around the Vorlon Empire are part of a giant hyperspace black hole, and it's moving antispinward.
- 5 The Vorlon ships have to feed regularly; they descend on planets and devour the organic matter of a whole continent.
- 6 Vorlon technology is alive and feeds off minds. That's why they collect people – for fuel.
- 7 The Vorlons are the Techno-Mages.
- 8 The Vorlons have advanced technology and will give it to one of the other races...they just haven't decided which one yet.
- 9 The Vorlons are dying; those encounter suits are actually life-support systems trying to keep them alive.
- 10 The Vorlons are actually their ships; those encounter suits are just remote-controlled robot drones.
- 11 Vorlon ships have been seen at Tikar and Llort – the Empire actually stretches all the way around the Rim.
- 12 The Vorlons are at war with the Minbari.
- 13 Any ship that goes into Vorlon space never comes back.
- 14 One ship did come back from Vorlon space, but all the crew were horribly changed.
- 15 All the ships that went into Vorlon space are still there; listen at the right frequency and you'll hear their distress calls.
- 16 The Centauri Republic sent a war fleet into Vorlon space a few centuries ago. The fleet went rogue when it found a cache of advanced weapons. The Vorlons are actually the descendants of that fleet.
- 17 The Vorlons are the oldest race in the galaxy, even older than the Minbari.
- 18 Any telepaths who scan a Vorlon go insane.
- 19 The Vorlons are guardians of ancient treasures.
- 20 The Vorlons are the leading edge of an invasion fleet from another spiral arm.

Vorlon Characters

The Vorlons are an ancient and almost unimaginably potent species. They have the advantage of literally millions of years of technological progress over every other race in the galaxy and this is reflected in their vast abilities. Of the races of the galaxy, only the Shadows and other First Ones rival them for power; even the legendary Techno-Mages possess but a fraction of the technology and ability of the Vorlon race.

These demigods are obviously not suitable as Player Characters in most campaigns; indeed, the Vorlons normally show up as plot devices or even literal *deus ex machinas* in most games. However, as episodes like *Z'ha'dum* or *Falling Towards Apotheosis* showed, it is possible for the Younger Races to challenge their elders. Insanely dangerous, incredibly difficult and infinitely likely to end with the Younger Races being turned into puddles of protoplasm, but possible nonetheless.

Using Vorlons as Non-Player Characters or even Player Characters is dealt with on page 31.

Vorlon Racial Traits

Unlike the other races, Vorlons may only take levels in a basic character class – the Vorlon racial class (they can theoretically take levels in any prestige classes they meet the pre-requisites for but this is exceedingly rare). They also have numerous unique abilities, as described below. Most of these abilities apply only to the standard Vorlon body; variant cores can have different abilities.

Ability Scores

Vorlons use the same ability scores as the Younger Races but have massively higher ability scores in general.

Strength: While Vorlons have not bothered with physical combat in millions of years, they are still possessed of massive physical strength. A Vorlon has a +10 racial bonus to Strength.

Dexterity: A Vorlon in its natural form is incredibly agile, with a reaction time and dexterity hundreds of times greater than those of lesser species. Furthermore, it is capable of incredibly fine manipulation; its tentacles can make adjustments of less than a picometer. A Vorlon has a +10 racial bonus to Dexterity (note that while in an encounter suit the Vorlons do not receive this bonus).

Constitution: While Vorlon bodies are as much constructed as they are grown, they are still organic beings and so have a Constitution score. A Vorlon has a +10 racial bonus to Constitution.

Intelligence: The minds of the Vorlons are vast and subtle; not only do they have a high level of innate intelligence, their minds are also bolstered by cybernetics, telepathy and the ability to draw on the accumulated knowledge of the rest of the race. Furthermore, they have the benefit of millions of years of experience. Vorlons have, unsurprisingly, a +10 racial bonus to Intelligence.

Wisdom: The Vorlons consider themselves to be as wise as they are intelligent, but wisdom eludes the gods as often as it is captured by lesser beings. Vorlons have only a +2 racial bonus to Wisdom.

Charisma: Vorlons have an immense physical presence in their natural form but find it difficult to relate to the lesser races. See below for special rules for the Vorlons and Charisma skills and checks but they have no racial modifiers to Charisma.

Skills

Vorlons use the same list of skills as other characters, but some skills are used in a different way.

Interaction with Younger Races

The Vorlons are so advanced beyond the lesser races that they barely comprehend each other. It can be very difficult for the two to communicate. Several skills, such as Diplomacy or Sense Motive, are especially affected by this. Vorlons suffer a –4 circumstance penalty when trying to use such skills on the Younger Races; this penalty can be removed if the Vorlon takes the Race Tutor feat (see page 31).

Interaction with Primitive Technology

Vorlon technology shares almost nothing with that of the Younger Races save the basest physical principles. Therefore, Vorlons suffer a –10 penalty to Technical, Computer Use and several Knowledge skills when trying to use the technology of the Younger Races. Technically adept Vorlons can overcome

this deficiency but a Vorlon reduced to using, say, 24th Century Human technology is like a modern day Human trapped in the stone age.

If a skill is not listed below, it is unchanged when used by the Vorlons.

Appraise: Vorlons see little of value in the trinkets and shiny rocks of the lesser races; using Appraise to determine the value of an object falls under interacting with Younger Races. Appraise can also be used to evaluate a government's economic condition, a race's level of development and so on. The Vorlons use Appraise on a planetary or social scale, not a personal one.

Balance: Outside an encounter suit, Vorlons do not need to make Balance checks under any circumstances; they can fly perfectly and are not affected by shifts in gravity. When confined by a suit, Vorlons can be forced to make Balance checks but the suit cannot be knocked over in normal circumstances thanks to its internal gravity generators.

Bluff: Vorlons rarely need to bluff. Bluff does fall under the rules about interaction with Younger Races but as so few races understand the Vorlons when they speak openly, a Vorlon lying is a contradiction in terms.

Computer Use: A Vorlon using primitive computers suffers a -10 penalty to its Computer Use check. Advanced Vorlon computers work normally with this skill.

Diplomacy: Diplomacy falls under the normal rules for interacting with Younger Races. Admittedly, not getting one's case across in the most eloquent fashion is less of a problem when one has the massive backing of the Vorlon Empire. Kosh Naranek was rarely an eloquent speaker on the Babylon 5 Advisory Council but he was always listened to and obeyed.

Disguise: Vorlons cannot use the Disguise skill. Theoretically, a custom encounter suit could be designed to look like a Human, but this is not a use of Disguise. One Vorlon cannot pretend to look like another, though identical encounter suits could feasibly be made (again, not a use of Disguise).

Drive: Vorlons do not have any surface vehicles that require the Drive skill.

Gather Information: Perhaps surprisingly, Gather Information does not fall under the normal rules for interacting with Younger Races. Vorlons have something of a knack for ferreting out secrets and thanks to their telepathy and ability to read psycho-historical patterns and trends, they can gather information swiftly and easily.

Intimidate: This ability is not affected by the normal rules for interacting with the Younger Races; Vorlons are quite adept at getting their displeasure across.

Knowledge: This is a vast difference between the Vorlons' sphere of knowledge and that of the Younger Races. The great unanswered questions of the Younger Races are trivialities to the Vorlons. The Vorlons have been everywhere; they know almost anything.

⑤ **Alien Language:** The Vorlons are familiar with almost every form of script used in this galaxy; the only ones they do not know are either the writings of very young races or ones created recently.

⑤ **Alien Life:** The Vorlons can use this skill to identify the technologies or customs of races that are long dead and gone and of which the Younger Races have no knowledge.

⑤ **Astrophysics:** For the Vorlons, this skill includes the secrets of hyperspace, subspace, Thirdspace, time travel and so on.

⑤ **History:** Vorlon history stretches back for millions of years but their understanding of the subtler aspects of modern events is rather lacking. Current events and recent history usually have considerably higher check DCs for Vorlons.

⑤ **Law:** While Vorlons can theoretically take ranks in this skill, Vorlon law is so engrained into their psyche and culture that it is more like instinct in other species.

⑤ **Military:** This skill is highly developed in the Vorlons, although many of their ships are intelligent enough to fight and win wars on their own.

⑤ **Telepathy:** The Vorlons' understanding of 'modern' telepathy (i.e. the telepathy they engineered into the current generation of Younger Races, as opposed to the telepathy that arose through evolution or technology in other species) is second to none.

⑤ **Sector:** A Vorlon's understanding of a given sector of space is much more likely to concentrate on ancient ruins, First One encounters and million-year-old space battles than current politics and contacts.

⑤ **Star Systems:** Again, the Vorlons are considerably more informed about ancient events than current ones; they have been everywhere in the galaxy but in many cases, their most recent visits were when they seeded those worlds with the Angel Guise.

5 **Structural Engineering:** See Epic Technology below; this skill is closely used with that. Most Vorlon structures are partially organic and are therefore both self-constructing and self-maintaining.

Medical: Vorlons can be treated with conventional medicine to a degree, although the best a doctor can hope to achieve is keeping the Vorlon's core stable while its internal mechanisms repair it.

Perform: The thought of a Vorlon having this skill is just strange.

Profession: There are no Vorlon professions.

Sense Motive: Sense Motive falls under the rules for interacting with the Younger Races.

Sleight of Hand: This skill works normally for Vorlons, even those in encounter suits.

Technical: All of these skills specialities apart from Epic and Organic Technical checks suffer a -10 penalty when applied to primitive Younger Race devices. Epic and Organic technology only exist at the Vorlon's level of science.

5 **Electronics:** Vorlon electronics are all on the nano-scale; individual molecules act as superconductors, logic gates and so on.

5 **Engineering:** Simple engineering is rarely used by the Vorlons; they have been known to use unintelligent materials and non-organic systems on occasion, when circumstances demand it.

5 **Epic:** Epic engineering is used to construct massive structures and machines, like Dyson spheres, terraforming worlds, planet killers and so on. Projects that take centuries to complete and will reshape the galaxy use epic engineering.

5 **Genetic:** This skill is used by the Vorlons to alter the genetic structure of other species, imbuing them with new abilities and upgrades.

5 **Mechanical:** This primitive form of technical ability works the same way for Vorlons.

5 **Organic:** The Technical (organic) skill is used to build and maintain organic technology.

5 **Space Travel:** This primitive form of technical ability works the same way for Vorlons.

Feats

Vorlons may not take the following feats: Devoted Sibling, First Contact Protocol, Independently Wealthy, Latent Telepath or any non-Vorlon racial feats.

Race Tutor (Vorlon)

You are closely associated with one of the Younger Races. You may have taught that race in the past or been one of its holy figures. You understand the mindset of the race.

Benefit: Choose one of the Younger Races. You do not suffer the usual -4 penalty to Charisma-based checks when dealing with members of that race.

Hour of the Scampering (Vorlon)

You have learned to conceal your activities.

Benefit: You may reduce all Disturbance caused by your technology by 5 points.

Respected Aspect

You are especially respected within your aspect and it has entrusted extra resources to you.

Benefit: You have 10 technology points that can only be used when furthering the goals of your aspect.

The Vorlon Racial Class

The Vorlon racial class is a special character class available only to Vorlons. The race's technology and physiology are so powerful and flexible that being of the Vorlon race overrides their individual skill sets.

The older and more influential a Vorlon is, then the higher its level in this class. Should the Vorlon's core be destroyed and he is forced to incarnate again then he drops back down to 1st level in this class.

Game Rule Information

Vorlons have the following game statistics.

Abilities: Intelligence is the key ability score for Vorlons, although Wisdom and Charisma are also useful to them. The 'physical' statistics, such as Strength and Constitution, are largely irrelevant, as the Vorlons' innate physical perfection and advanced technology means they hardly ever need to interact on the level of gross matter.

Special: Only Vorlons can take levels in this class.

Initial Hit Points: 1d6 + 25

Additional Hit Points: 3



Class Skills

The Vorlon class skills (and the key ability of each skill is): Appraise (Int), Computer Use (Int), Concentration (Con), Diplomacy (Cha), Gather Information (Cha), Intimidate (Cha), Knowledge (any)(Int), Medical (Wis), Search (Int), Sense Motive (Wis), Speak Language, Technical (Int) and Telepathy (Cha).

Skill Points At 1st Level: (6 + Int modifier) x 4

The Vorlon

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Personal Technology Reserve
1 st	+1	+2	+0	+2	Aspect, Immortality, Flight, Phasing, Telepathy	10
2 nd	+2	+3	+0	+3		11
3 rd	+3	+3	+1	+3		12
4 th	+4	+4	+1	+4		13
5 th	+5	+4	+1	+4		14
6 th	+6/+1	+5	+2	+5	Secondary Aspect	16
7 th	+7/+2	+5	+2	+5		18
8 th	+8/+3	+6	+2	+6		20
9 th	+9/+4	+6	+3	+6		22
10 th	+10/+5	+7	+3	+7		25
11 th	+11/+6/+1	+7	+3	+7		30
12 th	+12/+7/+2	+8	+4	+8	Tertiary Aspect	35
13 th	+13/+8/+3	+8	+4	+8		40
14 th	+14/+9/+4	+9	+4	+9		45
15 th	+15/+10/+5	+9	+5	+9		50
16 th	+16/+11/+6/+1	+10	+5	+10		60
17 th	+17/+12/+7/+2	+10	+5	+10		70
18 th	+18/+13/+8/+3	+11	+6	+11		80
19 th	+19/+14/+9/+4	+11	+6	+11		90
20 th	+20/+15/+10/+5	+12	+6	+12		100

Skill Points At Each Additional Level: 6
+ Int modifier

Class Features

All of the following are class features of the Vorlon.

Weapons Proficiency

A Vorlon is proficient with any weapons based on Vorlon technology.

Technology

The chief advantage of the Vorlons is their access to and mastery of Vorlon technology. However, Vorlons operating outside Vorlon space have three notable limitations.

Firstly, a Vorlon has access only to a limited amount of technology at any time. He can overextend himself and have to rest; as much of Vorlon technology draws on the willpower or life energy of the user, this limits how much the Vorlon can use his abilities. In game terms, every piece of Vorlon technology has a technology point cost and the Vorlon's technology points regenerate slowly.

Secondly, Vorlons operating outside the collective consciousness must limit their use of technology in case they

Additional Starting Powers

The average Vorlon is millions of years old, and most of their creations are effectively eternal. Therefore, most Vorlons have plenty of technological creations and upgrades already, before they begin play. To represent this, a new Vorlon character has its (Personal Technology Reserve x5) technology points to spend on technologies before the game begins. Sample prices are on page 37.

offend the other Vorlons. Kosh, for example, might have had the ability to destroy Babylon 5, but doing so would have drawn the wrath of the other Vorlons for interfering too directly in the affairs of the Younger Races.

Thirdly, Vorlons must hide their activities from the Shadows. Acting openly would reveal their strategies to their ancient enemies. If the Shadows had learned of the Vorlons' plot to seed telepaths in the Younger Races, for example, then they could have created a new breed of ship that was immune to telepathic interference. All technologies, therefore, have a Disturbance score that shows how much 'noise' they make. Blowing up a planet is noisy. Using enhanced agents to change the government of a colony, which has a ripple-on effect on the whole culture of a species, is considerably quieter.

Technology Points: A Vorlon's technology point total determines what resources and reserves of power it has available. Each level, its maximum personal reserve increases, but a Vorlon can also gain technology points from other sources (a Vorlon on a special mission, for example, would be granted extra resources to deal with the situation).

Aspect

Every Vorlon is dominated by one of the aspects – the social/political/philosophical/psychological selves/groups/divisions/archetypes of the Vorlons. A Vorlon's aspect affects its abilities and technologies.

At 1st level, the Vorlon must choose its currently dominant aspect. It can incorporate the abilities of a second aspect at level 6, and a third aspect at level 12. Alternatively, it can

Aspects

Aspect	Philosophy	Benefit
Vorl	Emergent order	+4 Wisdom
Kosh	Teaching order	+2 Wisdom, +2 Charisma when dealing with younger races
Kesh	Destruction of chaos	+2 bonus to all saving throws
Morh	Analysis	+4 Intelligence
Fiac	Technology	+5 technology points
Uler	Guiding the Younger Races	+2 Intelligence, +2 Charisma
Kail	Order through religion	+4 Charisma when dealing with younger races
Olos	Diplomacy	+4 Charisma when dealing with elder races

choose its current aspect again, representing an increasing commitment to that philosophy.

The aspects and their benefits are summarised below.

Immortality

A Vorlon reduced to –10 hit points is destroyed but it can be reincarnated in another body. The Vorlon is reduced back to 1st level and a new core must be fashioned for it. It also loses all its unsaved memories. Permanently killing a Vorlon requires the Destroy Soul technology (see page 50).

Flight

All Vorlons can fly with Perfect manoeuvrability at all, with a fly speed of 50 ft.

Phasing

All Vorlons have the first level of the Phasing technology.

Telepathy

All Vorlons have the first level of the Vorlon Telepathy technology, as well as the unique Angel Guise telepathic power.

Angel Guise

P-Rating: 5

Prerequisite: Vorlon Only

Range: Line of Sight

Telepathy Check: 10

Concentration: Yes

Multiple Subjects: Special

The Angel Guise ability can only be used by Vorlons and only works on those species that were touched by the Vorlons and conditioned to respond to this ability. When this ability is activated, all individuals from the touched species see the Vorlon as a being of divine light, usually a religious figure from their racial mythology. Even creatures isolated from their culture are vulnerable to Angel Guise – a Human who has no knowledge of religion and has been isolated from other Humans all his life would recognise a Vorlon in Angel Guise as a figure to be worshipped and obeyed.

A character is permitted a saving throw against the Angel Guise (Will save, DC = the Vorlon's P-rating + the Vorlon's class level + the Vorlon's Charisma modifier). If successful, the character still sees the Vorlon as a being of light, and the Vorlon gains a Charisma bonus of +4 for all interactions with the character as long as Angel Guise is maintained.

If the character fails his saving throw, then he is awed. An awed character cannot do anything for the next 1d4 rounds except stare at the Vorlon in rapture and wonder. After that, the Vorlon gains a +10 Charisma bonus to all interactions with the character as long as Angel Guise is maintained. Furthermore, the character treats everything the Vorlon says and does as a religious revelation.

Angel Guise can be used on multiple subjects simultaneously, but costs one subdual damage per subject.

Dreamwalk

P-Rating: 10

Prerequisite: Vorlon Only, Deep Scan.

Range: Special

Telepathy Check: 10

Concentration: Yes

Multiple Subjects: Yes

This ability can only be used on targets who are on the verge of total collapse; characters who have taken more than 5 points of ability damage or who have taken more subdual damage than they have hit points qualify. The Vorlon can enter their dreams (targets are *not* permitted a saving throw). The dreamscape can be manipulated to teach the target some fact and the Vorlon has access to the target's memories as if performing a Deep Scan.

Soul Riding

P-Rating: 10

Prerequisite: Vorlon Only

Range: Short (25 feet + 5 feet/2 levels)

Telepathy Check: 15

Concentration: No

Multiple Subjects: No

The Vorlon soul exists as an informational construct in hyperspace and the organic brain is an information processing device. It is possible for a Vorlon to download a fragment of its personality into another individual; the Vorlon consciousness then exists as a telepathic parasite, a living thought, within the carrier's mind. The thought fragment can manifest at times, thinking and behaving as a Vorlon would.

The soul fragment's Intelligence, Wisdom and Charisma scores are equal to those of the host, plus the Vorlon's own Intelligence, Wisdom and Charisma modifiers. The fragment has the same skills as the Vorlon, and can access the host's telepathic powers, if any.

Kosh Naranek

'I have always been here.'

The first Vorlon ambassador to Babylon 5 was one of the eldest of the Vorlons. He was present when the vigil began and was present when the rules of engagement between the Vorlons and the Shadows were decided upon. During that era, Kosh was one of the most respected of the Vorlons, a senior member of the Vorl aspect.

As the millennia wore on, Kosh became involved with teaching the Younger Races and was one of the founding members of the Kosh aspect itself. It was during this period that Kosh acquired a growing reputation as an eccentric, even a radical. His attitude towards the Younger Races was seen as entirely too lenient and he was unwilling to discipline those races who had deviated from the Vorlons' plans for them. Some in the growing Kesh aspect suggested that Kosh should be disciplined himself.

Kosh dealt with this growing rift in the Vorlon hierarchy by becoming a part of Kail aspect, focusing on preparing the Younger Races for the war against the Shadows. The Vorlon Kosh (known as Nakail during that period) was among those who equipped the Ru Ha'rus with Vorlon weapons so they could break the Shadows during the Second Shadow War, and was the first to advocate that the Ru Ha'rus be rescued when they began to decline.

Kosh might have continued to exist halfway between Kosh and Kail aspects if it were not for Valen. Kosh met the Entil'Zha on Babylon 4 as it plunged backwards through time as part of the Vorlons' plot to rebuild Minbari civilisation. Kosh was struck by the young Human/Minbari's pride and precocious wisdom. The Vorlons suspected that Humans had a particular genius for forming communities, for surviving in concert with others. This was something the hierarchy-minded Vorlons could not match, a synergy that could build order from chaos. Kosh began to suspect there was great potential in Humanity and observed the race closely.

He also argued that the fabulists – the Techno-Mages – should not be destroyed, on the grounds that they could be a force for order as well as chaos, that the Younger Races could move towards order without being forced by the Vorlons. Again, this reinforced Kosh's reputation as an eccentric and he was forced to spend more and more time outside the Vorlon homeworld maintaining a watch on the fabulists and developing species like the Humans.

In 2245, Kosh guided the Minbari into making contact with the Humans. This ended disastrously, with Humanity being driven to the brink of extinction and the potential nexus



Dukhat being slain. The Vorlons' plans for the Younger Races were suddenly thrown into disarray. Humanity with its powerful telepath resource was now hostile towards the Minbari, the Minbari leadership was outside Vorlon influence... Kesh aspect seized the opportunity and advocated a more militant stance on the part of the Vorlon Empire. In a last ditch attempt to preserve the fortunes of the Younger Races, Kosh had himself appointed ambassador to Babylon 5.

The assassination attempt that brought Kosh low may have been orchestrated by Kesh aspect, using the Narn as pawns. Alternatively, it was an alliance between vengeful warrior caste Minbari and the Narn Regime, planning to remove Humanity from the galaxy. The encounter ended up playing to Kosh's benefit, as he was able to hear the song of Lyta Alexander's thoughts which confirmed his belief in Humanity. Here were the seeds for a new order in the galaxy.

Throughout 2258, Kosh observed Sinclair, watching to see how the Entil'Zha was learning his lessons. In 2259, when he met Sheridan, Kosh recognised that here was a second nexus to replace Dukhat. He agreed to teach Sheridan and make him aware of his unique power in the galaxy. When Sheridan demanded that Kosh teach him how to fight the Shadows, Kosh was saddened but agreed, recognising that Sheridan's alliance would have to begin as a military force before growing into a new order.

Then came the fateful day in 2260, when Sheridan demanded that Kosh bring the Vorlons into the war. It was too soon according to the rules of engagement, too soon according to the timetables and preparations of Kesh, but Kosh was trapped. Without the Vorlon intercession, Sheridan's alliance would fail and with it the last best hope for order and unity and the survival of this generation of Younger Races.

Kosh called for an intercession. The Shadows killed him for it.

A fragment of Kosh survived in Sheridan for a time, going with him to Z'ha'dum and – in desperation – guiding him to Lorien's tomb. Kosh never expected Lorien to emerge from the pit, but by then events had overtaken even the Vorlons' ability to predict them. The galaxy was changing in ways Kosh had not dared dream of.

Roleplaying with Kosh: Of all the Vorlons, Kosh is the only one most characters will ever encounter. His position as ambassador of Babylon 5 means he is the only Vorlon in the public eye, while his frequent trips away means he can show up almost anywhere in the galaxy.

Kosh Naranek

15th Level Vorlon

Hit Points: 72

Initiative: +6 (+6 Dex)

Speed: 30 ft.

DV: 21 (+11 Reflex)

Attacks: +20 melee or +21 ranged

Special Qualities: Aspect (Kosh) x3, Flight, Phasing, Telepathy, 50 Technology Points

Saves: Fort +14, Ref +11, Will +15

Abilities: Str 20, Dex 22, Con 20, Int 24, Wis 22, Cha 16 (22 when dealing with Younger Races)

Skills: Appraise +25, Bluff +12, Computer Use +25, Concentration +23, Diplomacy +12, Gather Information +24, Intimidate +12, Knowledge (alien life)+16, Knowledge (history)+16, Knowledge (Sector: Babylon 5)+16, Knowledge (law)+16, Knowledge (star systems)+25, Medical +15, Pilot +15, Search +16, Sense Motive +27, Technical (organic)+25 and Telepathy +21.

Feats: Race Tutor (Minbari), Race Tutor (Human), Mental Fortress, Skill Focus (Gather Information), Skill Focus (Sense Motive)

Telepathy: Kosh has the following telepathic abilities: Angel Guise, Communication, Surface Scan, Deep Scan, Mind Shield, Mind Mirror, Pain, Sense Telepathy, Warning, Danger Sense, Locate Mind, Second Sight, Soul Riding, Dreamwalk, Jamming, Nerve Stimulation, False Memory Implantation, Reality Fabrication. He functions as a P15.

Encounter Suit: Kosh's encounter suit gives him the following abilities:

- ⑤ DR 15/–
- ⑤ Force Field (level 1; 1 TP to activate, +5 Disturbance)
- ⑤ Translator (allows Vorlon to speak any known language)
- ⑤ Cloak (level 2; 2 TP to activate; +10 to the DC to detect the Vorlon)
- ⑤ Blast (level 2; 4 TP to activate; 2d10+25 damage)

- ⑤ **Decrease Disturbance:** While wearing the encounter suit, the Vorlon may decrease the disturbance of a technology by -2 instead of -1 for every 10% increase in the cost. However, the Vorlon may not spend more than 10 technology points per round while in the suit.

Ulkesh (Kosh II)

'Respect? From whom?'

The Vorlons became determined to win the war millennia ago. The Shadows had proved too dangerous, too unpredictable, and too damaging to the Younger Races. For the safety of the galaxy, the Vorlons had to take steps, and the militant Kesh aspect were prepared to lead the way.

Not all the Vorlons supported this move. To escalate the war to a physical conflict between the two elder races could be disastrous, just as it had been in the Magellanic Cloud. The Vorlon who would be known as Ulkesh in coming centuries was then a member of Uler aspect, believing that the Vorlons' plan of guiding and preparing the Younger Races was the only valid solution. The Minbari race seemed uniquely promising and receptive to Vorlon teaching. The Angel Guise was used to alter Minbari beliefs, as primitive species are more receptive to religion than other methods of interaction.

After thousands of years of preparation and teaching, the Vorlons decided the Minbari were ready to be told the truth – that the Vorlons were not divine beings, but 'merely' highly advanced aliens. The Vorlons attempted to move the Minbari out of their second age and into their third.

The Minbari went mad and turned on the Vorlons, using the technology and weapons the Vorlons had given them. All but two of the Vorlons on Minbar were slain; most were killed in the first moments of the rebellion, when the Minbari detonated a bomb in the city of Durall during a ceremony, catching the Vorlons when they were outside their armoured encounter suits.

Ulkesh was one of those two survivors and was infuriated and saddened beyond measure by the Minbari betrayal. The Younger Races had failed him, rejected his faith in them. He switched from Kail to Kesh aspect and began to prepare for the inevitable final conflict between the Vorlons and Shadows. The Younger Races were foolish children, incapable of rational thought; their only use would be as telepathic cannon fodder in the war.

Ulkesh was sent back to Minbar once the Vorlons had re-established their control over the world and wiped the memory of the rebellion from the race's memory. He spent little time on Minbar and was mainly concerned with getting the race's nascent telepaths through the last Shadow War intact.

The death of Kosh served to reinforce Ulkesh's opinion of the Younger Races. Again, a Vorlon had tried to drag the child races out of the mud and died for his efforts. There could be no common ground between the Vorlons and their pupils, the Younger Races were simply too primitive. Ulkesh was sent to Babylon 5 for one reason – to tell the Younger Races to stay out of the way of the Vorlons while they cleansed the galaxy of the Shadows.

Then, once the light had burnt away the darkness, the surviving races could be educated.

Ulkesh

10th Level Vorlon

Hit Points: 50

Initiative: +4 (+4 Dex)

Speed: 30 ft.

DV: 21 (+11 Reflex)

Attacks: +10 melee or +10 ranged

Special Qualities: Aspect (Kesh) x2, Flight, Phasing, Telepathy, 35 Technology Points (+10 from Respected Aspect)

Saves: Fort +16, Ref +11, Will +11

Abilities: Str 20, Dex 18, Con 20, Int 20, Wis 10, Cha 14

Skills: Appraise +18, Bluff +12, Computer Use +18, Concentration +18, Diplomacy +10, Gather Information +10, Intimidate +15, Knowledge (alien life) +10, Knowledge (history) +18, Knowledge (military) +18, Sense Motive +8, Technical (organic) +18, Telepathy +15.

Feats: Race Tutor (Minbari), Respected Aspect x 2.

Telepathy: Ulkesh has the following telepathic abilities: Angel Guise, Communication, Surface Scan, Deep Scan, Mind Shield, Mind Mirror, Pain, Sense Telepathy, Warning, Danger Sense, Locate Mind, Second Sight, Soul Riding, Dreamwalk, Jamming, Nerve Stimulation, False Memory Implantation, Reality Fabrication. He functions as a P15.



Vorlon Technology

Each technology in the following section is described as follows:

Name of the Technology (Subtype, Descriptors)

Technology Point Cost to Acquire: The number of technology points it will take the Vorlon to acquire the use of the technology.

Technology Point Cost to Activate: How many technology points it costs the Vorlon to activate the technology once it has been acquired.

Skill Requirement: What skill is used with the technology. The Vorlon (or other user) must have a skill bonus of at least this amount to use the device without trouble.

Requirements: Some technologies require structures, tools or other technologies to be in place. If no requirements are listed, then the technology can be used by a Vorlon with no more than average preparation and resources.

Time: How long the technology takes to acquire or activate.

Disturbance Score: How much the device disturbs the galaxy, drawing the attention of the Vorlons, Shadows or other powerful races. See Disturbance on page 51.

Descriptors

Agent: The technology can be implanted in another creature, such as a servant of the Vorlons. If this is done, then the creature can use subdual damage to activate the technology.

Device: The technology can be built into a discrete device, a tool that can be used by the Vorlons or another creature. Building a technology into a device increases the technology point cost by +1 per Level.

Personal: The technology can be implanted in the Vorlon's Shell or encounter suit, becoming a part of the Vorlon. If this is done, then the Vorlon can use subdual damage instead of technology points to activate the technology.

Structure: The technology can be installed in a stationary structure such as a base, jump gate or space station.

Vessel: The technology can be installed in a ship or other vehicle.

For example, the Discharge Cannon technology has the Device, Structure and Vessel descriptors. This means that a Vorlon could build a Discharge Cannon into a device (a handheld gun), a Structure (an anti-aircraft installation) or a Vessel (a Vorlon warship). Conversely, the Basic Telepathy technology has the Device, Personal and Agent descriptors, meaning the Vorlon could gain telepathy itself, gift another

Using First One Technology

The Scientist class has the Use Alien Artefact ability, which allows them to attempt to activate First One technologies. This is easier if the character has the skill requirement listed for each technology. If the character has the requisite skill, then he may make an Intelligence check at DC (15 + 3 per level of the technology) to activate the artefact. If he lacks the skill, then add the difference in skill ranks to the DC. For example, a character with Medical +5 tries to activate a Cure Disease (level 2) device. The DC is 15 (base) +6 (level x 3) +5 (the difference in Medical skills) = 26.

creature with telepathy or create a device that would give telepathy to the user.

If a technology lacks a descriptor, then it is a one-off event and cannot be automated by turning it into a device. For example, the Engineer Life technology is a process that creates a new life-form and the Vorlons would not normally bother to automate such a process. However, it may be possible for a Vorlon to adapt a technology to a new form if necessary; such changes are dependant on the Games Master.

Bio-organic

The Bio-organic category mostly deals with surgical and genetic enhancements of lesser beings. All of the Vorlon physical technologies use organic technology as a foundation – the Construction category, for example, uses organic structures but only the Bio-organic category deals with biology as biology and not just another tool.

Cure Disease

Bio-organic, Device

Technology Point Cost to Acquire: 5 x Level

Technology Point Cost to Activate: 1 x Level

Skill Requirement: Medical +10

Requirements: None

Time: <24 hours.

Disturbance Score: Level 1: +0; Level 2: +3; Level 3: +5

This technology allows the Vorlon to cure all manner of sicknesses and diseases, as well as poisons, genetic abnormalities and other medical problems. Once the technology is

purchased for a single species, it can be activated multiple times to cure members of that species.

Level 1: Level 1 allows the Vorlon to cure simple diseases and poisons in a single creature. The DC for the check varies depending on the lethality of the illness.

Level 2: This Level allows the Vorlon to cure diseases that have no known cure or are otherwise considered untreatable or intractable. The Vorlon could reweave the DNA of a patient to cure it of birth defects or radiation damage, for example.

Level 3: This Level is only used to deal with artificial diseases and poisons created by First One technology. Curing adaptive nanotechnological diseases, such as the Drakh plague, requires this Level of technology.

Variants: The basic Cure Disease technology only works on one patient at a time; mass producing a cure is possible, as follows:

Cure Disease: Mass Cure

Number Treated Simultaneously	Activation Cost Increase	Disturbance Increase
Less than 10	+1/Level	+2
10 to 1,000	+2/Level	+5
1,000 to 10,000,000	+5/Level	+10
Entire Race	+10/Level	+20

Engineer Life

Bio-organic

Technology Point Cost to Acquire: 10 x Level

Technology Point Cost to Activate: 0

Skill Requirement: Medical +20, Knowledge (alien life) +10

Requirements: Laboratory (Level 2 Structure).

Time: Level 1: One day; Level 2: One year; Level 3: Centuries.

Disturbance Score: Level 1: +2; Level 2: +5; Level 3: +15

This technology allows the Vorlon to create an entirely new species. Normally, another species is used as a basis, with new traits being grafted on from other races but it is possible to code a race up from scratch. The new species is born in artificial wombs or other cloning facilities but after that breeds normally for the race.

Level 1: The Vorlon can create a new type of bacteria or other simple life form. Bacteria can be tailored for particular tasks, such as consuming a pollutant or excreting a particular gas.

Level 2: This Level allows the Vorlon to create new animal or plant types.

Level 3: This Level allows the Vorlon to create a new humanoid or intelligent species. Note that creating a new species is an experiment fraught with difficulties and often the created species is not viable. Other technologies with the Agent descriptor can be integrated into the species during the process of creating them and these technologies are automatically inherited.

Inheritance

Bio-organic, Agent

Technology Point Cost to Acquire: +1/Level

Technology Point Cost to Activate: 0

Skill Requirement: Medical +10

Requirements: None

Time: 0

Disturbance Score: 0

A simple technology, Inheritance allows any technologies added to a Vorlon agent to be made part of the agent's DNA; the upgrades will then be inherited by the agent's offspring. This is, for example, how telepathy was added to Humanity—a small number of Humans were abducted and given telepathy, to which the Inheritance technology was then applied.

Improvement

Bio-organic, Agent, Device

Technology Point Cost to Acquire: 3/Level

Technology Point Cost to Activate: 0

Skill Requirement: Medical +15, Technical (organic) +10

Requirements: Laboratory (Level 2 structure)

Time: One week

Disturbance Score: Level 1: +0; Level 2: +5; Level 3: +10

This technology is a catch-all category for new abilities and organs given to a Vorlon agent. Lyta Alexander's gill implants are an example of this sort of upgrade; the technology covers such things as immunity to disease, enhanced senses, strengthened bones and so on.

Level 1: Minor tweaks such as the ability to see in the dark, gills and so on. Upgrades that only affect the agent and are not immediately visible are Level 1 upgrades.

Level 2: These upgrades are more potent abilities, such as organic weapon systems, implanted armour, cybernetics and so on. Level 2 upgrades are immediately visible and are clearly the product of advanced technology.

Level 3: Level 3 upgrades cover significant changes to the agent's biology. The Ikarran weapon seen in *Infection* is an example of a Level 3 Improvement coupled with several other Technologies such as Armour and Blast.

If Improvement is placed in a device, then the device can bond to a suitable host and give them the benefit of the Improvement.

The rules for Improvement should only be used if there is no more appropriate technology available. Adding telepathy to an Agent, for example, uses the telepathy technologies below and not Improvement. It is a catch-all category for anything that does not fit into other technologies.

Lesser Immortality

Bio-organic, Agent, Device, Personal

Technology Point Cost to Acquire: 25

Technology Point Cost to Activate: 0

Skill Requirement: Medical +15, Technical (organic) +10

Requirements: Laboratory (Level 2 structure)

Time: One week

Disturbance Score: +5

This technology makes a single creature immortal. The creature can still die from disease or injury but it will not die from old age or from diseases and disorders that are related to the aging process.

Preservation

Bio-organic

Technology Point Cost to Acquire: 2

Technology Point Cost to Activate: 0

Skill Requirement: Medical +10

Requirements: None

Time: 10 minutes

Disturbance Score: +0

This simple technology places a single living subject in suspended animation; the target does not age in any way until the preservation is removed. There is no limit to the duration of a Preservation.

Upgrade Ability

Bio-organic, Agent, Personal, Device

Technology Point Cost to Acquire: 5/Level

Technology Point Cost to Activate: 0

Skill Requirement: Medical +15, Technical (organic) +10

Requirements: None

Time: One month

Disturbance Score: Level 1: +0; Level 2: +5; Level 3: +10

This technology uses genetic enhancements, implanted cybernetics and other devices to increase an agent's or Vorlon's ability scores. Level 1 gives a +2 enhancement bonus to the ability score; Level 2 a +4 bonus and Level 3 gives a massive +6 enhancement bonus to the ability score. A Vorlon can upgrade more than one ability score of a character.

Remove Technology

Bio-organic, Device

Technology Point Cost to Acquire: 10

Technology Point Cost to Activate: 2

Skill Requirement: Technical (organic) +15

Requirements: Preservation

Time: One round+

Disturbance Score: +10

Remove Technology is a procedure that removes upgrades and similar technologies from a subject. It can be done carefully, where the subject is placed in suspended animation (via Preservation) and the various upgrades are stripped from the subject's organs and cells, or it can be done hastily, which will probably kill the target as the Vorlon directs precise attacks at the various artificial organs and nanotechnological devices.

When using Remove Technology, the Vorlon makes a Technical (organic) check at a DC equal to 20 + the Technical (organic) bonus of the character who installed the targeted upgrade. If the Vorlon is taking his time (which takes at least six hours), then he may take 20 on the check. If the check is successful, then one technology installed in the target is removed.

If the Vorlon is using Remove Technology hastily (which takes one round), then the target takes damage equal the Vorlon's check result.

Once this technology has been acquired for a given subject, it can be activated multiple times to remove multiple implanted technologies.

Repair

Bio-organic, Device

Technology Point Cost to Acquire: 3/Level

Technology Point Cost to Activate: 0 or 2/Level (device only)

Skill Requirement: Medical +15

Requirements: None

Time: One minute.

Disturbance Score: +Level

The Repair technology allows the Vorlon to heal damage to an organic target, such a Vorlon's shell, a creature, or an organic device such as a ship. The amount of damage healed varies depending on the Level of the technology. Each Level heals 1d6+1 points of damage or heals one point of ability score damage.

Shield Technology

Bio-organic, Device, Personal, Agent

Technology Point Cost to Acquire: 5

Technology Point Cost to Activate: 0

Skill Requirement: Technical (organic) +10

Requirements: None

Time: 0

Disturbance Score: +0

This technology protects other technologies in the same device, agent or Vorlon from being interfered with or removed by phenomenon such as Remove Technology. The DC to use Remove Technology is increased by +20 and the Vorlon or agent is protected from the first 20 points of damage caused by a Remove Technology attempt.

Computing

Vorlon computers are sentient and intelligent; in many ways, they are as much a part of the Vorlon race as the once-organic beings that most think of as Vorlons. These technologies allow the Vorlon to process and manipulate data in a number of ways.

Data Tap

Computing, Device, Personal

Technology Point Cost to Acquire: 3

Technology Point Cost to Activate: 0

Skill Requirement: Computer Use +10

Requirements: None

Time: One round or more

Disturbance Score: +0

This technology allows the Vorlon to access the information contained in another computer system. If the target computer system is of First One design, then the Vorlon may have to make a Computer Use check to bypass its defences. The systems of the Younger Races do not have a chance to resist the intrusion of Vorlon computers.

The amount of data that can be read in a round depends on the connection between the Vorlon and the targeted system. A Vorlon who is physically next to the memory core of the target can read the information straight off the data crystals and copy the entire contents of the system in a single round; a Vorlon who is connecting remotely through a network is limited by the physical constraints of the connection. The Vorlons must have some connection to the computer system.

Data Warfare

Computing

Technology Point Cost to Acquire: Level 1: 3; Level 2: 5; Level 3: 10

Technology Point Cost to Activate: 0

Skill Requirement: Computer Use +15

Requirements: None

Time: One round

Disturbance Score: Level 1: +0; Level 2: +5; Level 3: +10

Data Warfare attacks another computer system, infiltrating and disabling it from within. The Level 1 version attacks a single computer system, the Level 2 strikes a network of computers; the Level 3 version attacks all the systems on a planet. Again, Younger Race computers cannot resist this attack but the Vorlon must have some connection to the target computer. When used against the computers of another First One-Level race, the Vorlon must make opposed Computer Use checks to hack into the target.

Enhance Computing

Computing, Device

Technology Point Cost to Acquire: Level 1: 5; Level 2: 10; Level 3: 15

Technology Point Cost to Activate: 0

Skill Requirement: Computer Use +15

Requirements: None

Time: One day per Level

Disturbance Score: Level 1: +5; Level 2: +8; Level 3: +10

Enhance Computing improves the processing ability of a computer system. This technology incorporates both advanced algorithms and mathematical principles that Humanity will not even suspect to exist for millennia, as well as physical upgrades to the computer system like organic memory cores and quantum processors.

Level 1 gives the computer system a total skill bonus of +15, which can be split among several skills, to a maximum of +10 in any one skill. Level 2 gives the computer system a total skill bonus of +30, with a maximum bonus of +15. Level three gives the computer system a total skill bonus of +60, with a maximum bonus of +20 to any one skill. For example, the Level 2 technology could be used to create a device that, when attached to a starship's computer, gives it an effective Pilot and Computer Use of +15.

Intelligence Agent

Computing, Device

Technology Point Cost to Acquire: Level 1: 5; Level 2: 15; Level 3: 30

Technology Point Cost to Activate: 0

Skill Requirement: Computer Use +20

Requirements: Enhance Computing

Time: One day per Level

Disturbance Score: Level 1: +5; Level 2: +10; Level 3: +15

This technology gives sentience to the computer system created using the Enhance Computing technology. This artificial intelligence can evaluate a situation, make decisions, process information, learn and grow. It will obey its Vorlon creators, although especially long-lived intelligences have been known to reprogram themselves in unusual or unexpected ways.

The Level 1 version has 15 points to divide amongst its Intelligence, Wisdom and Charisma scores; a maximum of 10 points can be allocated to any one score. The Level 2 version has 30 points, and a maximum of 20 points can be allocated to any one score. The Level 3 version has 60 points and a maximum of 30 points can be allocated to any one score. The artificial intelligence has skill points equal to $(2 + \text{its intelligence modifier}) \times 4$, and can put points in any Intelligence, Wisdom or Charisma-based skill.

Construction

The construction technologies had their heyday half a million years ago, when the Vorlons strode across the galaxy building wonders and majestic monuments to their own civilisations. Now, they have retreated to a handful of worlds; the Vorlons build no new structures, but exist in the towering crystals and flowering arcologies that they made when the universe was young.

Reinforcement

Construction

Technology Point Cost to Acquire: Varies

Technology Point Cost to Activate: 0

Skill Requirement: None

Requirements: None.

Time: One day per five technology points

Disturbance Score: 0

Reinforcement technology improves any of the other Construction technologies (apart from Terraforming). Each technology point spent adds one hit point to the ship or structure, to a maximum of doubling the hit points. Every five technology points spent increases the structure's Damage Reduction by 1, again to a maximum of double its original value.

Ship, Basic

Construction

Technology Point Cost to Acquire: 10+

Technology Point Cost to Activate: 0

Skill Requirement: Technical (space travel) +15

Requirements: None

Time: One week per five technology points

Disturbance Score: +5

This technology builds a space vehicle of up to Huge size (a fighter or personal shuttle, for example). The basic specifications for the ship are as follows:

Hit Points: 50; DV 10 (–2 size, +2 agility); DR 10; Spd –; Acc 8; Del 8; Han +5; Sensor +10; Stealth 20; Special Qualities: Artificial Gravity, Living Ship.

More advanced ships can be built using the Reinforcement and the various Travel, Power, Weapons and Protection upgrades.

Ship, Advanced

Construction

Technology Point Cost to Acquire: 50+

Technology Point Cost to Activate: 0

Skill Requirement: Technical (space travel) +20

Requirements: None

Time: One month per five technology points

Disturbance Score: +15

This technology builds a space vehicle of up to Colossal III size (a transport or warship, for example). The basic specifications for the ship are as follows:

Hit Points: 300; DV10 (–4 size, +4 agility); DR 15; Spd 40; Acc 6; Del 6; Han +4; Sensor +15; Stealth 30; Special Qualities: Artificial Gravity, Living Ship.

More advanced ships can be built using the Reinforcement and the various Travel, Power, Weapons and Protection upgrades.

Ship, Epic

Construction

Technology Point Cost to Acquire: 100

Technology Point Cost to Activate: 0

Skill Requirement: Technical (space travel) +30

Requirements: None

Time: One year per five technology points

Disturbance Score: +5

This technology builds a space vehicle of up to Colossal VI size (a planet killer, for example). Vessels of this size are essentially plot devices, not spacecraft. On the off-chance that statistics for such vast machines are needed, assume the average Epic vessel has around 10,000 hit points and a DR of 40.



Structure, Basic

Construction

Technology Point Cost to Acquire: 5+

Technology Point Cost to Activate: 0

Skill Requirement: Knowledge (structural engineering) +10

Requirements: None

Time: One day per five technology points

Disturbance Score: +0

Basic Vorlon structures include bunkers, storage depots, monitoring stations, defence satellites and similar small buildings. Jump gates also count as Basic Structures. The Vorlons rarely bother to use basic structures, deploying them only when necessary. On the rare occasions when the Vorlons need to act outside their established bases, they only construct Basic structures when pressed for time.

Structure, Advanced

Construction

Technology Point Cost to Acquire: 20+

Technology Point Cost to Activate: 0

Skill Requirement: Knowledge (structural engineering) +20

Requirements: None

Time: One week per 10 technology points

Disturbance Score: +5

Advanced structures range in size from research outposts and laboratories to space stations and fortresses. Babylon 5, for example, would be a large Advanced structure. Some other technologies require the infrastructure provided by a specialised structure.

Structure, Epic

Construction

Technology Point Cost to Acquire: 100+

Technology Point Cost to Activate: 0

Skill Requirement: Knowledge (structural engineering) +30

Requirements: None

Time: One month per five technology points

Disturbance Score: +20

Epic structures are world-shaking pieces of technology. These are the machines that snuff out suns, that open portals to unthinkable dimensions. They are Dyson spheres, artificial moons, continent-spanning cities...

The only Epic structure seen in the Babylon 5 series was the Great Machine on Epsilon III.

Terraform

Construction

Technology Point Cost to Acquire: 30+

Technology Point Cost to Activate: 0

Skill Requirement: Knowledge (alien life) +15

Requirements: Advanced Structure

Time: Centuries

Disturbance Score: +20

The technology of terraforming allows the Vorlons to alter the biochemistry of an entire planet. The atmosphere can be changed; the Vorlons can drill down into the crust to free trapped water or use engineered bacteria to cause a greenhouse effect. They can leach the oxygen and hold it in crystalline deposits or freeze the atmosphere entirely and harvest it for reprocessing. Most of the worlds in the Vorlon Empire have been given an atmosphere composed of the thick sulphurous organic gunk preferred by their living machines.

30 points is the cost to transform a barren world (e.g. Mars) into a verdant, Earth-like world. Only planets and moons of roughly similar size to Earth can easily be terraformed. Larger, small or more hostile planets cost considerably more. The Vorlons could, say, cause Jupiter to collapse into a star or congeal into a hundred planetoids, but this would be a major undertaking even for them.

Gravatics

Gravatic technology is one of the more difficult ones to master; while gravity is one of the most fundamental forces in the universe, it takes a race centuries to unravel it and long centuries more before they can master it. Once gravity is tamed, however, it can be used to play reality like an instrument.

Artificial Gravity

Gravatics, Device, Vessel, Structure

Technology Point Cost to Acquire: Level 1: 3; Level 2: 5; Level 3: 20; Level 4: 50

Technology Point Cost to Activate: 0

Skill Requirement: Knowledge (astrophysics) +15

Requirements: None

Time: One hour per Level

Disturbance Score: Level 1-3: +0; Level 4: +10

This technology allows the Vorlon to create or cancel gravity within an area. A single application of the technology covers up to a Gargantuan ship or similar surface area.

Level 1: Creates or cancels a gravitational field of one Earth gravity.

Level 2: Creates or cancels a gravitational field of up to ten Earth gravities.

Level 3: Creates or cancels a gravitational field of up to one hundred Earth gravities.

Level 4: Creates or cancels a gravitational field of almost any size (up to a black hole)

Gravity Manipulation

Gravatics, Device, Vessel, Structure

Technology Point Cost to Acquire: 0

Technology Point Cost to Activate: Varies

Skill Requirement: Knowledge (astrophysics) +15

Requirements: Artificial Gravity

Time: One round

Disturbance Score: Number of technology points spent/5
This complex and highly flexible technology allows the Vorlons to manipulate artificial gravity fields. It requires the presence of an existing Vorlon gravity field; once this is done, the following effects can be generated:

Gravity Shield: The Vorlon forces space-time to curve around his vessel, deflecting both physical and energy-based attacks. While highly costly in terms of energy, this is an excellent defence, as it is quite difficult to make accurate attacks when the straightest line to the target becomes a constantly changing curve. The technology point cost for each round of a Gravity Shield is equal to the Defence bonus + the size modifier of the vessel; for example, giving a Colossal ship a +5 DV bonus would cost $5 + 16$ (size modifier) = 21 technology points per round.

Tractor Beam: A beam of energy changes the course and speed of a target. This ability costs technology points which are calculated as follows:

(Range of the beam in squares + Acceleration/Deceleration + Size of the target)/3

For example, to slow a Huge ship moving at speed 10 down to speed zero in one round would cost 1 (Range) + 10 (speed) + 2 (Size modifier)/3 = 4 technology points. The Vorlon must make a successful attack roll to lock on a tractor beam.

Hyperspace Fold

Gravatics

Technology Point Cost to Acquire: Level x 20

Technology Point Cost to Activate: 0

Skill Requirement: Knowledge (astrophysics) +30

Requirements: Advanced Structure with Artificial Gravity

Time: Level 1: One day; Level 2: One week; Level 3: One year; Level 4: Decades

Disturbance Score: Level x 5

Hyperspace fold technology is used by the Vorlons to create hiding places in hyperspace. These hidden regions contain the secrets of the Vorlon Empire.

It is possible to detect a hyperspace fold; a vessel passing through the folded area must make a Sensors roll at a DC equal to 10 + the Knowledge (astrophysics) bonus of the Vorlon who oversaw the creation of the fold. If the fold is detected, it can be entered freely but otherwise it is incredibly unlikely that a vessel will stumble into an undetected fold.

A Level 1 fold is big enough for a ship of up to Gargantuan size; a Level 2 fold can hold a ship of any size; a Level 3 fold can contain an entire planet, while a Level 4 fold can contain an entire system including a star.

Hyperspace Distortion

Gravatics

Technology Point Cost to Acquire: Level x 5

Technology Point Cost to Activate: 0

Skill Requirement: Knowledge (astrophysics) +15

Requirements: Advanced Structure with Artificial Gravity

Time: Level x weeks.

Disturbance Score: Level x 5

Hyperspace distortion is used by the Vorlons to protect their borders. This technology makes navigation almost impossible by churning up the hyperspace currents and gravitational eddies. The higher the Level of the distortion, the more difficult it is to navigate in that area. Vorlon vessels are immune to this distortion.

Level 1 increases the difficulty of all navigation checks in the affected region of space by +5; Level 2 by +10; Level 3 by +15 and Level 4 by +20.

Time Field Control

Gravatics

Technology Point Cost to Acquire: Level x 30

Technology Point Cost to Activate: Level x 15

Skill Requirement: Knowledge (astrophysics) +30

Requirements: Epic Structure with Artificial Gravity

Time: Has no meaning. Zathras says, there is no more time, but no one listens to Zathras.

Disturbance Score: Level x 10

One of the most dangerous technologies available to the Vorlons, time field control requires the presence of one of the temporal rifts that criss-cross our galaxy. Once such a rift is present, it can be controlled and widened using focused beams of tachyons and other particles. The Vorlon or whoever is controlling the structure must make Concentration checks to keep the rift under control; the flux of temporal energies are highly dangerous. Time stabilisers can protect a creature to a degree, but the danger of being prematurely aged or becoming unstuck in time is always present.

The Level of time field control determines the DC of the Concentration checks and the amount of time travel possible:

Time Field Control

Level	Concentration DC	Time Travelled
1	15	Up to 10 years
2	20	Up to 100 years
3	25	Up to 1,000 years
4	30	Up to 10,000 years

Informational

The informational technologies are among the most powerful available to the Vorlons, and are chiefly the province of Morh aspect.

Communication

Informational, Device, Structure, Vessel, Personal

Technology Point Cost to Acquire: 3 x Level

Technology Point Cost to Activate: 1 x (Level -1)

Skill Requirement: Technical (electronics) +10

Requirements: None

Time: One round per Level.

Disturbance Score: Level 1: 0; Level 2: +5; Level 3: +10; Level 4: +15

The Communication technology allows the Vorlon to communicate with others over vast distances. The standard Vorlon communication system is actually based on relatively simple principles, allowing the Younger Races to intercept (if not decrypt) Vorlon signals. However, they have more advanced methods available to them.

Communication

Level	Type	Range
1	Conventional	Thousands of kilometres
2	Tachyon	Tens of light years
3	Telepathy	Tens of light years, cannot be intercepted
4	Resonance	Thousands of light years

The recipient of anything other than a Level 1 communication must have a suitable receiver. Younger race telepaths count as a suitable receiver for a Level 3 communication.

Countermeasures

Informational

Technology Point Cost to Acquire: Level x 3

Technology Point Cost to Activate: 0

Skill Requirement: Computer Use +15

Requirements: None

Time: Ten minutes per Level

Disturbance Score: +0

Countermeasures can be used to protect any Vorlon signal or information; this technology is an unimaginably complex set of encryption algorithms and codes. Each Level of this technology increases the DC to decode the signal or the computer code without the requisite key by +10.

Greater Immortality

Informational

Technology Point Cost to Acquire: 50

Technology Point Cost to Activate: 0

Skill Requirement: Knowledge (astrophysics) +30

Requirements: Lesser Immortality, Advanced Structure

Time: One year

Disturbance Score: +10

This technology is the pinnacle of the Vorlons' research into life extension; the personality of the recipient is mapped and their mind encoded into the very structure of the universe. This soul is virtually indestructible and eternal. The recipient becomes a being of energy and thought, transcending the bounds of mortality.

The transfigured being retains its Intelligence, Wisdom and Charisma scores, but is bodiless and immaterial. It can only interact with the physical world in the form of energy fluctuations. Normally, the Vorlons further augment such entities with telekinesis or artificial host bodies to enable them to affect the physical world.

Memory Cache

Technology Point Cost to Acquire: Equal to the Vorlon's character level

Technology Point Cost to Activate: 0

Skill Requirement: Knowledge (astrophysics) +30

Requirements: Greater Immortality

Time: One month per point

Disturbance Score: 0

The Vorlon's immortal soul is a static construct made when it first acquires Greater Immortality. However, it is possible to alter the personality and memory contained in the construct; this is done using the Memory Cache technology.

After a Memory Caching has been performed, the Vorlon's soul is updated to its current personality and memories. In game terms, should the Vorlon be destroyed, it can reincarnate without losing any character levels.

Nexus Search

Informational

Technology Point Cost to Acquire: Level x 10

Technology Point Cost to Activate: 0

Skill Requirement: Gather Information +15

Requirements: Data Tap

Time: One week per Level

Disturbance Score: Level x 5

The Nexus Search technology allows the Vorlons to identify nexuses – events or individuals that are fulcrums in the flow of history. By manipulating a nexus, the Vorlons can affect massive changes in a civilisation with minimum effort. Babylon 5, John Sheridan, Z'ha'dum and Coriana 6 were all nexus points during the Shadow War; at any of these points, a relatively small effort could have altered the fate of the galaxy.

When a Vorlon performs a Nexus Search, the technology attempts to process the patterns of the targeted culture's history and politics, looking for symmetries. Depending on how much information the Vorlons have, it can precisely

identify who and what the nexuses are, or it might just give hints as to who the points might be.

The first Level of the technology searches a city; the second an entire world; the third a system, and the fourth Level an entire civilisation. High Levels can search even larger regions; Kosh performed a massive Nexus Search on the entire galaxy before settling on Babylon 5 as his tool to battle the Shadows.

Prediction

Informational

Technology Point Cost to Acquire: Level x 5

Technology Point Cost to Activate: 0

Skill Requirement: Computer Use +15

Requirements: Nexus Search

Time: One day per Level

Disturbance Score: +0

For a Vorlon to use Prediction, a Nexus Search must first have been performed on the target region. Prediction allows the Vorlon to determine the likelihood of future events. The prediction is not always perfectly accurate, but does give the Vorlon an oracular prescience of what is likely to come.

Level 1: Up to one day in advance

Level 2: Up to one month

Level 3: Up to one year

Level 4: Up to 20 years

Level 5: Up to 100 years

Level 6: Up to 1,000 years

Level 7: Up to 100,000 years

Nanotechnology

While the Vorlons rarely use nanotechnology (they had a brief flirtation with it, lasting only a few hundred thousand years, before abandoning it in favour of more flexible and sturdy organic technology), they do retain their mastery of the technique.

Deconstruct

Nanotechnology

Technology Point Cost to Acquire: Level x 3

Technology Point Cost to Activate: 0

Skill Requirement: Knowledge (structural engineering) +15

Requirements: None.

Time: One round to activate

Disturbance Score: +5

This technology disassembles a target atom by atom, taking it apart on a molecular Level. Tiny organic robots enter the target's structure and attack it. It is a rather slow process in most cases; if the target contains suitable materials, then the robots can replicate themselves, but otherwise they must work through the target piece by piece.

Deconstruct Level 1 works on a Medium target; Level 2 on a Large target and so on. Deconstruct reduces the hit points of a target by 10% each round. If the target is smaller than the Level of the Deconstruct (a Medium target being hit by a Level 2 Deconstruct), then the amount of reduction is doubled for every step of difference; if it is larger, it is halved as long as the Deconstruct is within one Level of the target's size and has no effect otherwise (so a Level 1 Deconstruct has no effect on a Huge or larger target).

Deconstruct is essentially a touch attack; the nanomachines must be physically delivered in some fashion.

Construct

Nanotechnology, Device

Technology Point Cost to Acquire: Level x 3

Technology Point Cost to Activate: Level x 1

Skill Requirement: Knowledge (structural engineering) +15

Requirements: None

Time: One round to activate

Disturbance Score: +5

Nanotechnological construction allows the Vorlon to quickly fabricate almost any object from any matter. The technology is normally used as a sort of bootstrap method; the Vorlons use simple nanomachines to build better ones, then use those to build their favoured tools and organic servants.

Each acquisition of the Construct technology is essentially the creation of a template; each activation creates an instance of the template. The Level of the technology determines the size of the object created:

Level 1: Up to Large

Level 2: Up to Huge

Level 3: Up to Gargantuan

Level 4: Up to Colossal

Perception

The perception suite of technologies are perhaps the only ones regularly used by the Vorlons in this age of the galaxy; they drink in information avidly.

Cloak

Perception, Personal, Agent, Device

Technology Point Cost to Acquire: Level x 5

Technology Point Cost to Activate: Level x 1

Skill Requirement: Computer Use +10

Requirements: None

Time: One round to activate

Disturbance Score: +Level

Cloak is as close as the Vorlons can come to the Shadows' invisibility; however, Cloak only fools electronic sensors, and so is nowhere near as effective. The DC to detect a Vorlon under the effect of a Cloak using conventional sensors is

increased by 5 x the Level of the Cloak. An activation of Cloak lasts for one hour.

Detection

Perception, Personal, Agent, Device

Technology Point Cost to Acquire: Level x 5

Technology Point Cost to Activate: Level x 1

Skill Requirement: Computer Use +10

Requirements: None

Time: One round to activate

Disturbance Score: +0

This is the Vorlon version of passive sensors. The Vorlon becomes aware of subtle variations in magnetic fields, radiation, radio signals, temperature and so on. The Vorlon may now make Spot and Search checks to notice phenomena far beyond the normal range of perception. The ability to read another creature's physical responses also helps with Sense Motive checks. The benefits of the Detection ability Levels are listed below:

Detection

Level	Range	Bonuses
1	Close (25 feet)	+4 Spot, +4 Listen, +4 Search
2	Medium (100 feet)	+4 Spot, +4 Listen, +4 Search, +4 Sense Motive
3	Long (400 feet)	+6 Spot, +6 Listen, +6 Search, +4 Sense Motive, +4 Gather Information
4	Very Long (1 miles)	+6 Spot, +6 Listen, +6 Search, +4 Sense Motive, +4 Gather Information
5	Extreme (10 miles)	+8 Spot, +8 Listen, +8 Search, +4 Sense Motive, +4 Gather Information,

The Vorlon must still have line of sight to use most of Detection's abilities; just because it can hear an approaching shuttle through a mile of solid rock does not mean it can automatically see the shuttle. Each activation of Detection lasts for 24 hours.

Illusion

Perception, Personal, Device

Technology Point Cost to Acquire: Level x 3

Technology Point Cost to Activate: Level x 1

Skill Requirement: Perform +5

Requirements: None.

Time: One round to activate

Disturbance Score: +Level

Illusion is to holograms as holograms are to cave paintings. The Vorlons can project realistic, three-dimensional images that feel real, tactile and solid. There is no substance but carefully-arranged static electricity and force-feedback, but the illusion is convincing. Illusion was sometimes used in concert

with the Angel Guise telepathic ability to create the Vorlons' angelic appearance, although subsequent conditioning made this largely unnecessary (an exposed Vorlon core is very difficult to record in any sort of image).

When Illusion technology is used, it creates an illusion near the projector. A character may make a Spot or Search check to find flaws proving the illusion is a false one (DC equals 10 + ½ the Vorlon's Level plus the Vorlon's Wisdom modifier).

A Level 1 Illusion creates a Large or smaller illusion; Level 2 creates a Huge or smaller illusion and so on.

Improved Sensors

Perception, Vessel, Structure

Technology Point Cost to Acquire: Level x 3

Technology Point Cost to Activate: 0

Skill Requirement: Computer Use +15

Requirements: Vessel or Structure

Time: One round

Disturbance Score: +0

Improved Sensors allows the Vorlon to enhance the sensors of a vessel or other structure. Each Level of this technology increases the Sensors score of the target by +3.

Probe

Perception

Technology Point Cost to Acquire: Level x 5

Technology Point Cost to Activate: 0

Skill Requirement: Concentration +10

Requirements: None

Time: One round

Disturbance Score: +Level x 3

Probe is a potent and rather violent method of acquiring a great deal of information about a target in a very short time. A probe actively and invasively scans its target, subjecting it to all sorts of examinations.

An activation of Probe gives the Vorlon as much information as eight hours of examination, computer hacking and other scans would give a team of Minbari scientists. A single blast of Probe tells the Vorlon virtually everything there is to know about the target object. If the Vorlon has access to the Data Tap technology, Probe can be used to scan all the data in a computer system instantly.

The use of Probe is quite obvious, as the technology usually manifests as a blindingly bright beam of white light. The higher the Level of the Probe, the longer the range, as per the Detection ability.

Power

The Vorlons' capacity for power generation is almost limitless; they can tap energy from the fabric of the universe themselves,

giving their technology the ability to renew its own reserves. Most of the technologies here deal with extreme power production, for situations where organic batteries or zero point energy are simply not quick enough.

Drain Power

Power, Structure

Technology Point Cost to Acquire: Level x 5

Technology Point Cost to Activate: 0

Skill Requirement: Technical (engineering) +15

Requirements: None

Time: One round

Disturbance Score: +Level x 3

This technology drains the power from a target, paralysing it. Vessels and structures based on First One technology have the power capacity to resist this effect and can resist it by paying 2 technology points per Level of Drain Power; the Younger Races are helpless against this attack. Any vessel struck by a Drain Power effect is instantly shut down as all electrical systems and power systems are suspended. Drain Power essentially 'freezes' the energy, holding it in stasis.

Drain Power

Level	Range	Target Size
1	50 ft.	Huge
2	500 ft.	Gargantuan
3	5,000 ft.	Colossal
4	50,000 ft.	Colossal II
5	10 squares (spacecraft scale)	Colossal IV
6	20 squares (spacecraft scale)	Colossal VI

Drain Power's effect lasts for one hour, or until the effect is shut down.

Energy Manipulation

Power, Device

Technology Point Cost to Acquire: Level x 1

Technology Point Cost to Activate: 1

Skill Requirement: Technical (engineering) +5

Requirements: None

Time: One round

Disturbance Score: +0

One of the simpler technologies, Energy Manipulation allows the Vorlon to control basic forms of energy; it can be used to generate and manipulate electricity, heat, magnetic fields and so on. This is a short-ranged power, affecting targets no more than 30 feet from the Vorlon. Every Level of the technology can deal up to 1d6 points of fire, cold or electrical damage.

Power Generation

Power, Device, Structure, Vessel

Technology Point Cost to Acquire: Level x 10

Technology Point Cost to Activate: 0

Skill Requirement: Technical (engineering) +10

Requirements: None

Time: One month per Level

Disturbance Score: +Level

This technology creates the mighty power generators used by the Vorlons; using zero point energy or other more esoteric techniques. In game terms, Power Generation provides extra technology points to pay for the activation of associated technologies. Level one provides 5 technology points per day, Level 2 provides 10 and so on.

Protection

Protection technology was one of the priorities for development during the long Vigil over the Younger Races. As the Vorlons became more and more isolated, guarding themselves against Shadow attack became an obsession.

Adaptive Armour

Protection, Structure, Vessel

Technology Point Cost to Acquire: Level x 3

Technology Point Cost to Activate: 0

Skill Requirement: Technical (engineering) +10

Requirements: None

Time: One day per Level

Disturbance Score: +0

This technology provides armour for both personal devices, like an encounter suit, and for the Vorlons' fortresses and space vessels. The Vorlons use adaptive organic armour, which learns how to resist the damage inflicted by weapons. This technology increases the DV of whatever it is applied to by +3, and the armour also automatically halves damage from any weapon it is familiar with – and it learns a weapon's properties after 1d3 attacks.

The Level of the technology depends on the size of the target. Level 1 protects a Medium structure, Level 2 a Large one and so on.

Force Field

Protection, Device, Personal, Structure

Technology Point Cost to Acquire: Level x 5

Technology Point Cost to Activate: Level x 1

Skill Requirement: Technical (engineering) +20

Requirements: None

Time: One week per Level

Disturbance Score: +5

Force Fields are controlled walls of gravitons and electrons that form a crackling energy barrier around the Vorlon. This barrier protects against both physical and energy attacks; objects cannot penetrate the barrier easily. The field absorbs the first 200 points of damage to hit the target before collapsing. The Level of the field determines its size; a Level 1 field encompasses a Medium target, a Level 2 field protects a Large target and so on.

Social

Seeing society as a technology is a concept that few cultures are able to deal with early in their development, but it is a fact of life to the Vorlons. They can engineer changes in their own civilisation and personal thought processes just as they change their environment and physiology.

Guide

Social

Technology Point Cost to Acquire: Level x 6

Technology Point Cost to Activate: 0

Skill Requirement: Knowledge (alien life) +10

Requirements: None

Time: One year per Level

+Level

This technique is used to subtly push a civilisation one way or another. Using a combination of carefully calculated political and social pressure coupled with subliminal telepathy and the occasional intercession, the Vorlons move an entire race towards a particular goal.

The Level of the technology depends on both the population affected and the size of the change.

Guide

Level	Population	Change
1	1,000	Insignificant; New social trend, creating a new colony.
2	100,000	Minor; sweeping social trend; overthrow government
3	Ten million	Significant; change of government system; new religion
4	One billion	Major; change of belief system, alteration of society's basic tenets
5	Ten billion	Total; complete reversal of beliefs; collapse of race

Influence

Social

Technology Point Cost to Acquire: Level x 5

Technology Point Cost to Activate: 0

Skill Requirement: Knowledge (alien life) +15

Requirements: None

Time: One month per Level

Disturbance Score: +2/Level

The Vorlons have been everywhere and have had a hand in everything, and this is how they did it. Influence is a subtle ability, a technology of infiltration and need and convenience, where the Vorlon extends its hand and grasps a world. While the Vorlons may have seemed remote and mysterious in Sheridan's age, their agents and contacts were never far away.

When Influence is acquired, the Vorlon must choose a target; this can be as small an area as a single city or corporation,

or as large as a whole civilisation. Then, for each Level of Influence acquired, the Vorlon gains a +2 circumstance bonus to Gather Information checks made within the chosen area and a Contact from the chosen area. A Vorlon can acquire Influence multiple times.

Teach

Social, Device

Technology Point Cost to Acquire: Level x 3

Technology Point Cost to Activate: 0

Skill Requirement: Knowledge (alien life) +10

Requirements: None

Time: One round

Disturbance Score: +0

Teach allows the Vorlon to rapidly transfer information and skills into another mind. It is not telepathy per se, but looks identical to the Younger Races. When Teach is used, the Vorlon may 'copy' up to five skill ranks per Level into the mind of another creature. Only the Vorlon's own skills may be copied in this fashion – a Vorlon with 10 ranks in Medical could use Teach to give another creature ten ranks in Medical, but could not give 12 ranks. The target creature's existing skill ranks are counted in this limit; if the target creature had 5 ranks in Medical to begin with, then the Vorlon would effectively only transfer five ranks worth of Knowledge.

The 'virtual' ranks gained from Teach *can* take a creature over the normal skill rank limit for its Level (the Vorlon could give a 1st Level character 10 ranks in Medical, for example), but whenever the creature gains a Level, it must allocate as many skill points as possible towards the Vorlon-granted skill. If it does not do so, then it loses a like number of virtual skill points from the Vorlon-granted skill.

For example, the Vorlon Teaches 10 ranks in Medical to a 1st Level Minbari soldier. On reaching 2nd Level, the soldier gains 2 skill points. He must either put these two points into the Medical skill (meaning he keeps his 10 ranks in Medical); if he does not do so, he loses 2 virtual points and his Medical skill drops to 8 ranks.

Telepathy

Telepathy is one of the lasting legacies of the Vorlon race; certainly, it was telepathy that began the disastrous, glorious change of the rules of engagement that led to Z'ha'dum and Coriana 6, telepathy that would cause havoc and hardship in the telepath war to follow. It took centuries for Humanity to come to terms with this unasked-for gift and the other races had an equally hard path to acceptance.

Enhance Telepathy

Telepathy, Device, Agent

Technology Point Cost to Acquire: Level x 3

Technology Point Cost to Activate: 0

Skill Requirement: Knowledge (telepathy) +15

Requirements: None

Time: One month/Level

Disturbance Score: +Level

This technology improves the telepathic ability of a creature who already possesses telepathic ability. Note that it *cannot* be used on a Vorlon, as their telepathic abilities are of a different order. Every Level of the Technology used increases the target's P-rating by +1.

Extra Ability

Telepathy, Device, Personal, Agent

Technology Point Cost to Acquire: 3

Technology Point Cost to Activate: 0

Skill Requirement: Knowledge (telepathy) +15

Requirements: None

Time: One week

Disturbance Score: +0

This relatively simple technology implants the knowledge of a new telepathic ability in the mind of telepath. The target must have the necessary P-rating and prerequisite abilities to use the new ability. The abilities granted by this technology do not count towards a telepath's normal maximum total of telepathic abilities.

It is possible for the Vorlons to create new and previously unseen abilities using this technology.

Telepathy

Telepathy, Personal, Agent

Technology Point Cost to Acquire: Level x 5

Technology Point Cost to Activate: 0

Skill Requirement: Knowledge (telepathy) +15

Requirements: None

Time: One week

Disturbance Score: +0

This ability gives the Vorlon telepathic powers similar to those enjoyed by the Younger Races. A variant of this technology can also be used to give telepathy to a younger agent who does not have the power, but this uses totally different techniques.

Telepathy

Level	P-Rating ¹	Abilities
1	5	Angel Guise, Communication, Surface Scan, Deep Scan, Mind Shield, Mind Mirror, Pain, Sense Telepathy, Warning
2	8	Danger Sense, Locate Mind, Second Sight, Soul Riding
3	10	Dreamwalk, Jamming, Nerve Stimulation
4	12	False Memory Implantation, Reality Fabrication

¹Vorlons may add their Charisma modifier to their P-Rating.

Travel

The Travel suite of technologies are mostly concerned with upgrading Vorlon vessels, although these technologies have also been applied to upgrading the ships of the Younger Races (such as the White Star fleet).

Improved Handling

Travel, Vessel

Technology Point Cost to Acquire: Level

Technology Point Cost to Activate: 0

Skill Requirement: Technical (spacecraft operations) +10

Requirements: None

Time: One week

Disturbance Score: +0

Improved Handling increases the handling of the vessel by +2. The Level of the technology depends on the size of the vessel. A Large vessel is Level 1, a Huge vessel Level 2 and so on.

Improved Navigation

Travel, Vessel

Technology Point Cost to Acquire: Level

Technology Point Cost to Activate: 0

Skill Requirement: Technical (spacecraft operations) +10

Requirements: None

Time: One week

Disturbance Score: +0

Improved Navigation gives a +3/Level bonus to navigation checks made on board ship. It also permits the vessel to travel off the usual jump routes.

Improved Stealth

Travel, Vessel

Technology Point Cost to Acquire: Level

Technology Point Cost to Activate: 0

Skill Requirement: Technical (spacecraft operations) +10

Requirements: None

Time: One week

Disturbance Score: +0

Improved Stealth increases the Stealth score of the vessel by +2. The Level of the technology depends on the size of the vessel. A Large vessel is Level 1, a Huge vessel Level 2 and so on.

Improved Acceleration

Travel, Vessel

Technology Point Cost to Acquire: Level

Technology Point Cost to Activate: 0

Skill Requirement: Technical (spacecraft operations) +10

Requirements: None

Time: One week

Disturbance Score: +0

Improved Acceleration increases the Acceleration score of the vessel by +2 and its Deceleration by +1 (+2 if the ship has

Artificial Gravity). The Level of the technology depends on the size of the vessel. A Large vessel is Level 1, a Huge vessel Level 2 and so on.

Jump

Travel, Device, Vessel

Technology Point Cost to Acquire: 10

Technology Point Cost to Activate: 0

Skill Requirement: Technical (spacecraft operations) +15

Requirements: None

Time: One week

Disturbance Score: +0

This technology opens a jump point to hyperspace. The Vorlons can build jump engines into devices no larger than a briefcase, yet they are still nowhere near as adept at manipulating hyperspace as the Shadows.

Phasing

Travel, Personal, Device

Technology Point Cost to Acquire: Level x 5

Technology Point Cost to Activate: Level

Skill Requirement: Knowledge (astrophysics) +10

Requirements: None

Time: One week

Disturbance Score: +0

Phasing technology involves matter flickering between dimensions millions of times per second, permitting the target to pass through solid objects. When Phasing is activated, the Vorlon can pass through objects freely, but the Vorlon becomes solid again when phasing is deactivated. Level 1 of Phasing allows a Medium creature to phase; higher Levels can Phase larger objects.

Weapons

The Vorlons dislike the use of weapons; they are not agents of destruction by choice and order can never be truly aided by the tearing down of structures. However, sometimes they must burn out the chaos before they can build and their weapons technology is more than adequate for that task.

Blast

Weapons, Device, Vessel, Structure, Personal

Technology Point Cost to Acquire: Level x 8

Technology Point Cost to Activate: Level x 1

Skill Requirement: Concentration +10

Requirements: None

Time: One day

Disturbance Score: Level x 2

The Blast technology channels the most destructive energy known to the Vorlons – the lethal bioelectricity of their warships. This terrible beam of energy flays the target on a quantum Level, forcing its very atoms into self-destruct in a catastrophic chain reaction.

A Blast's range and destructive power vary depending on its Level. A Vorlon may choose to fire a blast of lesser intensity – a vessel with Blast Level 12 might choose to fire a Level 2 Blast if desired.

Blast ignores a target's Damage Reduction.

Blast

Level	Range Increment	Damage
1	100 ft.	1d10+5
2	200 ft.	2d10+25
3	1 square (starship scale)	3d10+50
4	2 squares	4d10+100
5	4 squares	5d10+250
6	6 squares	6d10+500
7	8 squares	7d10+750
8	10 squares	8d10+1,000

Destroy Soul

Weapons, Device, Personal

Technology Point Cost to Acquire: 40

Technology Point Cost to Activate: 10

Skill Requirement: Concentration +20

Requirements: None

Time: One round

Disturbance Score: +20

Destroy Soul is the only technology that can erase a Vorlon's soul from existence. The technology must be applied when one of the Vorlon's cores are destroyed, as only then is there a clear and usable link between the hyperspatial construct and realspace. Energy is pumped through this link, dissipating the information that makes up the Vorlon's personality.

Disruptor

Weapons, Device, Vessel, Structure, Personal

Technology Point Cost to Acquire: Level x 5

Technology Point Cost to Activate: Level x 2

Skill Requirement: Concentration +15

Requirements: None

Time: One week per Level

Disturbance Score: Level x 2

This technology disrupts the use of other technologies; it is a scrambling attack that disables instead of killing. When used against the technology of the Younger Races, Disruptor simply shuts it down. Against First One technology, the target may make a skill check (using the skill associated with the targeted system) at a DC of 10 + (½ the Vorlon's Level + the Level of the Disruptor attack). Disruptor may only target technologies at a Level equal to or lower than its Level.

Improved Targeting

Weapons, Device, Vessel, Structure, Personal

Technology Point Cost to Acquire: Level x 2

Technology Point Cost to Activate: 0

Skill Requirement: Technical (spacecraft operations) +10

Requirements: None

Time: One week

Disturbance Score: +0

Improved Targeting increases the attack bonus of a weapon by +1.

Other Uses for Technology Points

Technology points also represent a Vorlon's influence within Vorlon society. Technology points can therefore be spent to give bonuses or penalties to Diplomacy checks made against other Vorlons and to request aid from the Vorlon Empire. Sample costs are below:

Aid

Aid Required	Technology Point Cost
Transport	5
Vorlon attack on a target	10
Religious display on a planet	20
Intercession in a war	40
Re-engineering a culture	80
Destroying a planet	100

Regaining Technology Points

Technology points spent regenerate over time. The Vorlon marshals his internal energies, replenishes his reserves of nanotechnology and other components or returns to Vorlon space to pick up more equipment and devices. The rate of technology point restoration varies depending on the Vorlon's circumstances:

Technology Points Regained

Vorlon is...	Points Regained per Week
Active in unexplored space/ among the Younger Races	0
As above, but resting	1
On board a Vorlon ship or structure	3
Resting on board a Vorlon ship or structure	5
In Vorlon space	10
On the Vorlon homeworld	20

A Vorlon may also regain technology points in two other ways.

Aspect

By serving the needs of his aspect, a Vorlon can gain extra technology points. These bonus points can take a Vorlon over his normal technology point maximum – extreme circumstances can force the Vorlons to entrust extra resources to an active agent of theirs.

Aspect Technology Bonuses

Aspect	Technology Points Given...
Vorl	For moments of great beauty and order
Kosh	When a Younger Race learns the virtues of order and sacrifice
Kesh	When an active force of chaos is destroyed
Morh	When some new fact is learned
Fiac	For especially interesting new projects
Uler	For the creation of new agents
Kail	For maintaining the Vorlon's illusion of divinity
Olos	For dealing with the other First Ones

These technology point bonus are normally in the 10 to 20 point range.

Power

The Vorlons can build generators to replenish their power supplies; these places of power use the Energy Generation technology, and give a number of technology points equal to 5 x their Level per day. Note that generators that are built into structures, devices and vessels are normally tied to that structure's technologies only and cannot be tapped by another Vorlon.

Disturbance

The Vorlons have vast power, but must be highly circumspect in how they employ it. They are to be teachers, not tyrants. The Younger Races can be helped, but they must learn to stand on their own, so the Vorlons do not cure every plague, reverse every ice age or quell every potential nova. There are Vorlons, of course, who fail order by allowing their sympathy and compassion to overwhelm the truth that not all can be saved. These renegade Vorlons use their vast powers without sufficient justification, healing ills and allowing chaos to survive.

The other, greater, danger is that of the ancient enemy. The Vorlons are in decline; they have restricted themselves to a handful of refuges and safe worlds, and cannot shake the galaxy as they once did. The rules of engagement hold the Shadows back from an all-out assault on the Vorlon Empire, but the hidden skirmishes at the fringes of space grow ever more lethal. Should a Vorlon overextend itself when he is exposed, the Shadows might reach out and attack him. The Disturbance score associated with each technology determines how much 'noise' the Vorlon makes.

A Disturbance check is made whenever a technology is acquired (if it has an activation cost of 0) or used. If the technology costs 30 or more points, then a Disturbance check is also made as it is acquired. To make a Disturbance check, roll 1d20 and add the Disturbance score of the technology, then compare it to the two appropriate DCs from the following tables, depending on when and where the technology is acquired or used.

Time Periods

While times are given relative to Zero Hour (*Z'ha'dum*) below, these periods have recurred again and again in the history of the galaxy. There is always an inactive period between the wars, always a time of conflict and testing before the end. It was only when Sheridan went to *Z'ha'dum* that everything changed.

Ancient Times (Z-1,000,000+): Millions of years ago, there were no restrictions on the activities of the Elder Races; they could walk among the stars like giants and remake the galaxy at their whim. For games set in such ancient days, use the Ancient Times table.

Shadows Inactive (Between wars; Z-800 to Z-200): When the Shadows are sleeping between wars, the Vorlons can act with relative impunity but must concentrate on guiding and preparing the Younger Races for the next war. The Shadows may be sleeping but many of their agents will still be active.

Waking (Z-200 to Z-5): As the Shadows begin to stir, they begin to search for agents of the Vorlons; the Vorlons' agents will always be found in the bastions of resistance to chaos, so the heaviest blows of the war will fall there.

The Drawing of the Dark (Z-5 to Z-2): The Shadows reawaken their ancient servants and devices and return to *Z'ha'dum*. This is the most dangerous time for the Vorlons, as the Shadows are awake but have not yet put their forces to work sowing chaos among the Younger Races.

Initial Hostilities (Z-2 to Z-1): The Shadows put forth their hand and divide the Younger Races, causing all sorts of wars and chaos. During this period, the Vorlons are expected to withdraw and leave the Younger Races to fend for themselves. Any Vorlon activity is punished harshly.

The Crucible (Z-0 to Z+1): The Shadows purge the weaker races from the galaxy. The Vorlons are permitted to salvage what they can.

Driving the Shadows Back (Never happened): The Vorlons push the Shadows back to *Z'ha'dum*, and the Shadows return to slumber for another few centuries before the cycle starts again.

Open War (Z+1): The Vorlons begin destroying anything touched by the Shadows; the Shadows retaliate in kind.

Locations

Shadow Dominion: *Z'ha'dum* and the worlds directly controlled by the Shadows and their choicest servants, like the Drakh.

Shadow Sphere of Influence: Younger races heavily influenced by the Shadows; during the recent war, for example, this would include the Centauri, Humanity and portions of the League of Non-Aligned Worlds.

Backwater Worlds: Obscure planets outside the normal flow of galactic events and commerce.

Contested Worlds: Places that border on both the Shadow and Vorlon spheres of influence, such as Babylon 5.

Vorlon Sphere of Influence: Younger races heavily influenced by the Vorlons, such as the Minbari.

Vorlon Empire: The worlds directly controlled by the Vorlons.

Ancient Times Disturbance DCs

Location	Shadow	Vorlon
Shadow Dominion	15	—
Shadow Sphere	20	50
Backwater	—	—
Contested	25	25
Vorlon Sphere	50	20
Vorlon Empire	—	15

Shadows Inactive Disturbance DCs

Location	Shadow	Vorlon
Shadow Dominion	20	40
Shadow Sphere	25	30
Backwater	50	50
Contested	30	25
Vorlon Sphere	—	15
Vorlon Empire	—	10

Waking Disturbance DCs

Location	Shadow	Vorlon
Shadow Dominion	10	40
Shadow Sphere	15	30
Backwater	50	50
Contested	30	25
Vorlon Sphere	50	15
Vorlon Empire	50	10

Drawing of the Dark Disturbance DCs

Location	Shadow	Vorlon
Shadow Dominion	10	40
Shadow Sphere	15	30
Backwater	30	50
Contested	25	25
Vorlon Sphere	30	15
Vorlon Empire	40	10

Initial Hostilities Disturbance DCs

Location	Shadow	Vorlon
Shadow Dominion	5	30
Shadow Sphere	10	20
Backwater	30	30
Contested	20	20
Vorlon Sphere	30	10
Vorlon Empire	40	5

The Crucible Disturbance DCs

Location	Shadow	Vorlon
Shadow Dominion	10	40
Shadow Sphere	15	30
Backwater	20	20
Contested	20	20
Vorlon Sphere	30	15
Vorlon Empire	40	10

Driving the Shadows Back Disturbance DCs

Location	Shadow	Vorlon
Shadow Dominion	15	40
Shadow Sphere	20	30
Backwater	30	30
Contested	30	30
Vorlon Sphere	30	20
Vorlon Empire	40	15

Open War Disturbance DCs

Location	Shadow	Vorlon
Shadow Dominion	20	50
Shadow Sphere	15	50
Backwater	50	50
Contested	50	50
Vorlon Sphere	50	20
Vorlon Empire	50	15

Results of Disturbance

If the roll of 1d20 + the Disturbance score is greater than the listed DC for the place and time, then either the Vorlons or the Shadows have noticed the use of technology. Compare the margin by which the Disturbance check succeeded to the following table:

Results of Disturbance

Disturbed By	Shadow Reaction	Vorlon Reaction
0–5	Investigate	Inquiry
6–15	Spy	Spy
16–20	Punish	Censure
21–30	Destroy	Punish
31+	Annihilate	Destroy

The Vorlons can possibly be talked out of reacting to a disturbance; if the technology was used to further the cause of order in a reasonable and justifiable fashion, then they are sometimes willing to be somewhat lenient. However, the Vorlons are harsh to those who have not acted in accordance with the will of the majority, so they usually treat all deviations as deserving of punishment.

Investigate: A ship or other agent is sent to investigate the use of technology.

Inquiry: The Vorlon is recalled home to justify his actions; he is usually punished by having his maximum technology point total reduced by 25% for a time.

Spy: A spy is sent to observe the Vorlon; unless this spy is discovered and dealt with, then the Vorlon's Disturbance scores are increased by +5 with regards to the faction who sent the spy.

Censure: The Vorlon is recalled home to justify his actions; he is usually punished by having his maximum technology point total reduced by 50% for a time. The Vorlon can no longer obtain bonus technology points from his aspect.

Punish: Something close to the Vorlon is attacked and destroyed.

Destroy: The Vorlon is destroyed, usually by an assassin or Shadow strike team.

Annihilate: The Shadows stop at nothing to wipe out the Vorlon, sending a fleet of ships after him if necessary.

Hiding Disturbance

It is possible to cloak the use of technology in various ways, to hide it from the sight of others. Travelling to backwater worlds is one solution, but there are others.

Dampening Disturbance: By hiding the emission of energies and being especially slow and careful, the repercussions of some technologies can be hidden. Reduce the Disturbance Level by 1 for every 10% increase in technology point cost of a technology.

Hiding Places: Hiding technology underground or in specially built places reduces the Disturbance by 50%. Specially built places include structures and hyperspace folds.

Purging Spies: Controlling information is the best way to snuff out Disturbance. If the Vorlon deals with all the agents of the rival power on a planet, including spy probes and other sensors, then the Disturbance can be greatly reduced. Removing spies increases the Disturbance DC by +10.

Uses of Technology

The foundation of Vorlon technology is obedience. Almost every Vorlon device is alive and sentient on some Level; even their simplest creations are thinking machines. What defines every Vorlon device is its instinctive answer to the question 'Who Are You?' – a weapon knows it is a weapon and desires to be the best weapon it can be. The device feels *joy* in fulfilling its function. Giving machinery desires and the capacity for joy is a form of engineering that will not be available to Humanity for millennia but it is incredibly efficient. The device knows itself and its functions better than the Vorlon who made it and so it can and *wants to* adjust itself to be as efficient and effective as possible.

Technology Point Costs

Each device lists its cost in Technology Points to purchase. See page 37 for the rules on using technology points. Where appropriate, a Disturbance score is also listed.

Encounter Suits

The single most recognisable aspect of Vorlon technology, encounter suits are paradoxically worn to disguise the Vorlons when they wish to walk unseen. The impact of the Angel Guise is greatest when it is rarely evoked, so the Vorlons wear suits of organic plastic to hide themselves. The encounter suit has other protective benefits; it shields the Vorlons from detection by agents of the Shadows and other First Ones.

Encounter suits are constructed according to a handful of designs; originally, there was one encounter suit design per aspect, but the number of 'approved' designs has shrunk greatly over the last few centuries. This is to prevent the Shadows from learning which Vorlon is where; if all Vorlons wear the same encounter suit design and therefore look identical, it is harder for Younger Race agents to tell Vorlon from Vorlon. Each encounter suit has the following properties:

DR 15/–

Force Field (Level 1; 1 TP to activate, +5 Disturbance)

Translator (allows Vorlon to speak any known language)

Cloak (Level 2; 2 TP to activate; +10 to the DC to detect the Vorlon)

Blast (Level 2; 4 TP to activate; 2d10+25 damage)

Decrease Disturbance: While wearing the encounter suit, the Vorlon may decrease the Disturbance of a technology by –2 instead of –1 for every 10% increase in the cost. However, the Vorlon may not spend more than 10 technology points per round while in the suit.

Technology Point Total: 25 to acquire

Time Stabiliser

These simple gadgets ensure a creature within an unstable time field does not become unstuck in time. Without such a stabiliser, the creature risks leaping from point to point along its personal timeline, which can cause severe predestination paradoxes. It is possible, but very difficult, to 'tune' a time stabiliser to cause a controlled jump. Repairing a damaged time stabiliser requires a Technical (electronics) check at DC 25; tuning it for a specific jump is DC 30+, depending on the size of the jump, and breaks the stabiliser if failed. Note that an unstuck creature can only move along its own timeline.

Technology Point Total: 1 point to acquire.

Triluminary

Triluminaries are relics of the Minbari race, but were created using Vorlon technology in the Great Machine. They were in fact used before they were created; the Triluminaries were made on Epsilon Eridani, then brought back in time a thousand years when Babylon 4 was transported back.

Each triluminary contains a fragment of Jeffrey Sinclair's time stabiliser, taken when it was damaged onboard Babylon 4 by the Vorlons. The triluminary is attuned to Sinclair's DNA and timeline and was created so the Minbari would recognise the soul of Valen when they made contact with Humanity.

Technology Point Total: 1 point to acquire

Chrysalis Device

The Chrysalis is a Vorlon creation, although it is heavily integrated with Minbari technology. The Chrysalis was used to transform Jeffrey Sinclair into a Minbari, and to transform Delenn into a Minbari-Human hybrid; however, those were only a fraction of what the Chrysalis can accomplish. The device spins a cocoon that functions as a synthetic womb; functionally, the user's cells are spun back to the point of conception and he is reborn. The Chrysalis can rewrite the genetic structure of this adult embryo with ease, turning a creature from one species to another. The brain is the only section of the body left unchanged by the Chrysalis.

The Chrysalis uses the Improvement and Inheritance technologies. It needs a genetic template to work from; both Delenn and Sinclair used triluminaries containing Minbari and Human genetic maps but other samples could be used. A Vorlon agent could change herself into a Drazi or Drakh or Vindrizi given a suitable sample. The Chrysalis leaves the character's Intelligence and Wisdom scores unchanged, but can totally change a character's physical attributes and applies the racial modifiers and abilities of the character's new race.

Technology Point Cost: 15

Jump Key

Jump keys allow a character or vessel to enter Vorlon space, avoiding the traps and opening the Vorlon's private jump gates. Some jump keys are physical objects, resembling jewelled insects that are integrated into the control mechanism of a ship. Others merge with their keeper, coiling around an arm or a neck like a serpent. Still others are pure information, an instinctive knowledge of codes and hyperspace currents.

Each jump key is attuned to a specific route within Vorlon space. It begins and ends at predefined points; the Vorlons are highly conscious of their security and any deviation means that the jump key is useless.

A jump key gives a +20 insight bonus to navigation checks made when on the prescribed route and normally allows the user to deactivate any Vorlon defences protecting the route such as defence satellites or traps. The jump key uses the Improved Navigation technology but a very specific form of it.

Technology Point Cost: 1 to 5, depending on the importance of the destination and length of the route.

Viewer

Most Vorlon technology has a telepathic/organic interface; the Vorlon physically merges with the device, communing with its mind and receiving information in the form of both thoughts and complex long-chain organic molecules. When they want to convey information to another creature, they use telepathic communication or the Teaching technology. However, there are times when the Vorlons need to view information in its original state; the Kosh and Kail aspects need unfiltered data for some uses of Informational technology.

A viewer decreases the cost of Nexus Search and Predict technologies by one point per Level. It uses a variation of the Illusion and Data Tap technologies.

Technology Point Cost: 5 TP.

Shadow Ward

Shadow wards are Vorlon devices that block Shadow technology. They are most often discovered in places where Shadow vessels were buried; the ward prevents the growing ship from reaching maturity and becoming a threat. They can also be erected to prevent the Shadows and their minions from entering a region. Physically, a ward is a knot of organic matter, containing telepathic weapons and energy that disrupts the Shadows' ability to phase.

Shadow wards use the Telepathy and Energy Manipulation technologies. A Shadow, or one touched by the Shadows, must make a Will save (DC10 + $\frac{1}{2}$ the Level of the Vorlon planting the ward + the Vorlon's Charisma modifier) to pass by a ward or to come within 100 feet of it. Shadow technologies have their Technology Point costs increased by 50% while within 100 feet of a ward.

Technology Point Cost: 20 TP.

Grail

Many races in the galaxy have legends of the grail, of magical cups or stones or lights that bring healing and succour from the otherworld. The Vorlons sowed these legends, just as they created the tales of shining angels. The grail – lapis exilis, the stone from beyond – is a Vorlon device designed to inspire order in a society. In legends, the holy grail inspired the Round Table and the idea that those with strength should use it to protect the weak; the grail's telepathic signals inspire order, law and community.

The appearance of a grail varies; most are designed to match the legends and cultures of the planet they are sent to, while others use Illusion technology to alter their appearance. A character holding a grail gains a +6 enhancement bonus to Constitution, Intelligence, Wisdom and Charisma; a number of allied characters equal to the holder's Charisma bonus gain +2 enhancement bonuses to those ability scores. Some grails have additional powers, giving the user telepathic abilities such as Sense Shadow.

However, the grail also makes those attuned to it more lawful. The user of a grail is driven to create an empire, to become part of a government... to form order and make connections. The grail also makes its users more vulnerable to the Angel Guise and other Vorlon telepathic techniques; he suffers a –6 penalty to Will saves against Vorlon telepathy.

The grail uses the Improvement and Telepathy technologies.

Technology Point Cost: 50 points.

Lantern

Lanterns are devices given to Vorlon agents who may face the Shadows directly. They are weapons small enough to fit into the palm of a Human's hand and resemble glowing vials or eggs. The lantern glows more brightly when Shadows are near. On command, it can project a lethal beam of bioelectric energy. The Vorlons do not entirely trust many of their agents, of course, so the lantern has only a limited amount of energy.

The lantern has a Sensors bonus of +10; any Shadows nearby must make a Hide check opposed by the lantern's Sensors bonus or the lantern detects them and glows; the light shed by the lantern is proportional to the proximity of the Shadows.

The beam uses the Blast and Improved Targeting technologies. The user has a +4 bonus to hit and the blast deals 2d10+25 damage. The lantern can fire up to 12 times before exhausting its reserve.

Technology Point Cost: 15 points.

Telepathic Crystal

This crystal device is attuned to the quantum fluctuations that allow telepathy to work. The crystal echoes and amplifies these fluctuations within its own structure, creating a more powerful telepathic signal than an organic mind could sustain. However, the crystal was created to echo only telepathic powers, and the 'noise' of random thoughts and emotions within the user's mind can create unwelcome resonances within the crystal's structure.

A telepathic character using a crystal increases the DC for any saving throws against his abilities by +10. However, the DC to use the telepathic power is increased by +10. If the Telepathy check is failed, then roll 1d6 on the following table:

Telepathic Crystal

Roll	Result
1	No effect
2	Crystal cannot be used for 24 hours
3	Telepath takes 1d6 points of subdual damage
4	Crystal targets a random person with the telepathic ability
5	Crystal targets all within range with the telepathic ability
6	Crystal shatters

Technology Point Cost: 10

Upgrades

The Vorlons often augment their agents slightly, to give them the edge in dealing with the Younger Races. The majority of these upgrades consist of new telepathic abilities; telepathy has become the Vorlons' weapon of choice in dealing with the Shadows.

Authority

Improvement, Level 2; Costs 6 Technology Points

A servant given Authority becomes more commanding and inspiring. The upgrade tweaks the user's pheromones, making them more appealing but the chief aspect of the upgrade involves altering the brain chemistry, enhancing confidence and intelligence. Authority is more than simple charisma; it is designed to make the agent better able to lead and direct others.

Authority gives the agent a +4 enhancement bonus to Diplomacy and Intimidate checks. Furthermore, a number of times per day equal to the agent's Charisma score, the agent can force a target to obey; the target must make a Will save at a DC equal to 15 + the agent's Charisma modifier to disobey a direct order from the agent. This ability only works on the Younger Races.

Bonding

Improvement, Level 3; Costs 9 Technology Points

Bonding links the agent with another technological device, such as a Vorlon ship or station. It was bonding, for example, that allowed Varn to integrate himself with the Great Machine on such a deep Level. When bonded, the agent is a part of the machine, able to control it as instinctively as he controls his own body. Furthermore, he can spend Constitution points as technology points to activate the bonded device.

Carrier

Improvement, Level 1; Costs 3 Technology Points

This upgrade prepares an agent to carry a Vorlon soul fragment using the Soul Riding telepathic ability (see page 34). Unless the agent is prepared as a carrier, the soul fragment is usually buried within the agent's mind and cannot be easily retrieved.

Gills

Improvement, Level 1; Costs 3 Technology Points

A simple upgrade, gills give the agent the ability to breath in unusual atmospheres. The gills can filter oxygen out of any oxygen-bearing atmosphere.

Rejuvenation

Improvement, Level 2; Costs 6 Technology Points

Rejuvenation removes any ability score decreases from disease, injury or aging.

Speak Vorlon

Improvement, Level 2; Costs 6 Technology Points

The ability to speak the Vorlon language is a powerful and complex one; it requires considerably reworking of the agent's brain and the implantation of some telepathic ability. Even after this ability is given to an agent, the agent can only speak a subset of the language, as he lacks the necessary cultural and technical knowledge. However, even this limited facility can be very useful to the Vorlons, as it allows them to give detailed instructions to their servants without resorting to full-scale telepathy or Teaching.

Telepathy

The Vorlons created telepaths so the Younger Races would have a weapon to use against the Shadows. Initially, the telepaths were a highly successful and powerful weapon – the Narn were able to drive the Shadows off their homeworld with no more than a handful of telepaths, while the Minbari and their allies destroyed a huge proportion of the Shadow fleet thanks to their telepaths, even if they did not yet know how to apply them tactically.

Sensing Shadow

All telepaths can sense the presence of Shadows and their technology and agents. The ability is termed 'Accidental Scan' by the Psi Corps, as the telepath picks up random thoughts and impressions that get past his carefully-constructed mental block. However, detecting such psychic noise was never the Vorlons' intent when they engineered this ability into telepaths, this was a side effect. They simply wanted to give their creations the ability to sense the Enemy.

Sensing Shadows works the same way as Accidental Scan, but has a range of Close instead of Touch. The telepath feels mildly uneasy or claustrophobic around instances of Shadow technology or agents, while more powerful agents, ships or Shadows themselves provoke a feeling of overwhelming terror. If a telepath senses such a powerful Shadow, he must make a Will save (DC 20) or be shaken for ten minutes. This DC drops by 1 each time the telepath encounters the Shadows.

Blocking Shadows

Similarly, all telepaths have the ability to disrupt the mental signals that connect the living control systems to the Shadow devices they control. All of the larger creations of the Shadows use evolved beings as processing centres and command nodes; telepaths can block these signals.

This ability does not need to be learned, as it is the primary function of telepathy. It is the first principle from which all other telepathic powers descend. All telepaths have this power.

P-Rating: 3

Prerequisite: None

Range: Line of Sight

Telepathy Check: Varies

Concentration: Yes

Multiple Subjects: Yes

The telepath can reach out and temporarily paralyse a Shadow device. The more powerful the device, the higher the telepathy DC, as follows. Furthermore, as Shadows use living technologies, they have the ability to make Will saving throws to shrug off this paralysing force.

Technology

Type	Telepathy DC	Average Will Save Bonus
Trivial (hand weapon, computer)	10	+0
Minor (fighter)	15	+7
Average (Shadow cruiser)	20	+10
Major (advanced Shadow cruiser)	30	+15
Powerful (superweapons)	40	+20

Note that if the creature wired into the Shadow device has a better Will save bonus than the average Will Save Bonus listed above, use that instead.

While this ability is being used, the Shadow may make a Will save against the normal Save DC (the telepath's P-rating + $\frac{1}{2}$ the telepath's Level + the telepath's Charisma modifier) each round to throw off the control. Furthermore, the telepath suffers 1d4 points of subdual damage each round as the Shadow fights back.

If the attempt to interfere is successful, the Shadow technology is paralysed. A ship cannot move or fire, but its defensive systems are still fully active, as are its sensors (it cannot do anything with its sensed data, but still records everything). It loses its Agility bonus to DV and its Stealth score is halved.

Disrupt: Instead of trying to entirely paralyse a target, the telepath can just try to disrupt its systems. This works in the same way as trying to paralyse the target, but the telepath does not suffer 1d4 subdual damage each round, and the Shadow merely suffers a -2 penalty to attack rolls and Defence instead of being paralysed entirely.

Jamming: If the telepath has the Jamming ability, he can use this more focused power instead. The rules are the same, but the Shadow cannot try to fight back as described above, so the telepath takes no extra damage for using this ability.

Organic Command

P-Rating: 5

Prerequisite: Communication

Range: Line of Sight

Telepathy Check: 16

Concentration: Yes

Multiple Subjects: No

It is possible, although difficult, for a telepath to give commands to organic technology. This ability applies to the creations of both the Vorlons and the Shadows, as well as other races such as the Gaim. While the Communication and Deep Scan abilities can be used on organic technology without training, Organic Command represents a certain Level of control and safety. The telepath may make a Wisdom check (DC varies depending on the difficulty of the desired task) when issuing the telepathic command. If this check fails, then *nothing happens*. This is the true value of the Organic Command ability – it allows the telepath to attempt to influence devices safely.

Ships

All common Vorlon vessels are based on a similar design. At the prow of the ship are the effector tentacles, which are massively powerful bioelectric coils. These tentacles can not only fire the Discharge blasts that are the signature weapons of the Vorlons, but are also capable of manipulating energy and gravity with incredible precision. These tentacles are agile enough to shape energy fields according to the needs of the Vorlons; a ship could 'pick up' a sphere of antimatter or reshape a jump vortex to send a ship off course.

The ship's brain is located behind the prow, although its intelligence is sufficiently distributed that a vessel can continue functioning at reduced capacity even if this control centre is destroyed. Around the brain, and continuing until the rear third of the ship is a viscous gel that can be reconfigured into specialist organs as needed. Should a ship need more storage space, it creates chambers within this goo. If it needs more power, it grows energy-storage organs. If it needs to repair itself, it uses matter from this region.

The outer hull of a Vorlon vessel is a complex 'skin'. Like the tentacles, it is quite flexible, able to form orifices and probes at will. Beneath this flexible outer layer is a sandwich which is partly composed of an energy-distribution weave that can channel energy from both the ship's power generators and incoming energy weapons to other sections of the vessel. In cases where the ship is struck by too much energy to be easily dissipated, the excess energy is channelled to the tentacles or petals to be radiated into space. The other part of the 'sandwich' is a series of bony plates that protect the ship against physical impacts. These plates can be moved from place to place by muscle action, allowing the ship to reconfigure its protective hull as needed.

The majority of the ship's sensors are held in the skin, although its more sensitive probes are located in the tips of the tentacles and the petals.

The rear third of the ship contains the ship's gravimetric and jump drive. Vorlon ships fly through realspace using, paradoxically, the gravitational eddies of hyperspace. The gravimetric drive distorts hyperspace, creating gradients in the direction the ship wants to fly. The ship then 'falls' in that direction. This is an elegant and agile method of spaceflight and is extremely efficient – the energy expended in altering local hyperspace is miniscule compared to the acceleration achieved, enabling the Vorlons to break the law of conservation of energy, in this dimension at least.

As the Vorlon's jump engines and realspace engines are a single organ, most Vorlon ships also have a backup antimatter reaction drive in the case of failure. The Vorlons draw their power from the universe itself, but the ships are capable of storing vast amounts of energy in a honeycomb of battery cells; a Vorlon ship might spend weeks charging itself by hanging in the corona of a star or feeding from a Vorlon reactor, but could then store that energy for centuries.

Also at the rear of some Vorlon ships, such as the Vorlon transports, are the 'petals'. These wide panels resemble solar cells, but are in fact arrays of sensors and transmitters. The inner surface of the petals is fragile and vulnerable to damage from intense radiation or micrometeorite impact, so they are only extended when the ship needed the added sensor capacity.

Vorlon ships are alive, but they are not grown in the wild like Shadow vessels are. Instead, they mature in orbital nutrient tanks and are then cybernetically augmented.

Fighter

Vorlon fighters are only ever deployed in actions against the First Ones and especially the Enemy. None of the Younger Races have the firepower to significantly impede a transport or star dreadnought, so there is no need to commit the more vulnerable fighters to the field – the larger ship can methodically annihilate the enemy before it sustains noteworthy damage.

The fighters are technically remote-controlled drones; they are a part of the ship that carries them and have no pilots or crew. They are self-aware, but their Level of obedience is such that they willingly sacrifice themselves if needed. New fighters can be grown within the bodies of the carriers when needed. As the fighters never act independently from a mothership or carrier they are not jump capable, but still use the gravimetric drive common to Vorlon ships.

Each fighter is armed with a discharge cannon, which can be used to inflict massive damage on a target. However, a squadron of fighters can also combine their weapons to create an electrostatic disruption field that scrambles the systems of enemy targets. If this is done, the discharge blasts cause no damage, but every hit imposes a -4 penalty to any rolls taken by the ship (piloting, sensors, targeting) until next round. At least three Vorlon fighters must attack to create a disruption field.

Huge Spacecraft; hp 50; DV23 (-2 size, +15 agility), DR 15; Spd —; Acc 15; Dec 15; Han +10; Sensor +15; Stealth 40; SQ Adaptive Armour, Artificial Gravity, Atmosphere Capable, Living Ship; Cargo 500 lbs.; No Crew Required

Weapons:

One Discharge Cannon; Front, Attack +5 (targeting computer); Damage 3d10+50; Critical 19–20; Range 1.

Technologies:

Basic Ship
Adaptive Armour
Artificial Gravity Level 1
Improved Handling
Improved Sensors
Improved Stealth
Blast Level 3
Improved Targeting
Power Generation Level 4

Cost: 40 TP

Transport

Vorlon transports are the type of Vorlon ship most commonly encountered by the lesser races; while motherships and star dreadnoughts are things of mythology. These are personal transports, bonded to a specific Vorlon emissary or agent. The ship is attuned to its master's soul pattern and responds only to him.

Despite its essentially peaceful purpose as transport and courier, the transport is armed with a potent discharge cannon capable of taking out a Shadow cruiser with a single burst.

Technology Point Cost & Ships

The power generation technology on each ship allows it to power its own weapons and defensive systems without the Vorlon pilot having to allocate his own technology points. There is therefore no need to keep track of the points for activating shipboard abilities.

Gargantuan Spacecraft; hp 85; DV12 (-4 size, +6 agility), DR 16; Spd 45; Acc 8; Dec 8; Han +6; Sensor +18; Stealth 40; SQ Adaptive Armour, Artificial Gravity, Atmosphere Capable, Jump Point, Living Ship; Cargo 1,000 lbs.; No Crew Required

Weapons:

One Discharge Cannon; Front, Attack +5 (targeting computer); Damage 3d10+50; Critical 19–20; Range 1.

Technologies:

Basic Ship
Adaptive Armour
Artificial Gravity Level 2
Improved Handling
Improved Sensors
Improved Stealth
Blast Level 4
Improved Targeting
Jump
Power Generation Level 6

Cost: 40 TP

Star Dreadnought

The Vorlon star dreadnoughts were, until the Shadow War, the most powerful starships active in the known galaxy. These mighty vessels are among the most potent tools of the Vorlons. They are not solely designed for war – their electromagnetic effectors are capable of tearing a hole in a star as part of some bizarre Vorlon experiment – but their primary purpose is to be scourges of the galaxy, driving the Shadows back into the outer darkness.

Like a transport, the primary weapon of a star dreadnought is a discharge cannon but it can also grow new weapons pods as needed. Star dreadnoughts lack the sensor-petals of the transports, so they are usually accompanied by several smaller escorts and scouts – the lesser vessels locate the enemy and the dreadnought destroys them.

A star dreadnought can fly itself without any crew but up to a hundred Vorlons can incarnate themselves in the ship's cores or simply come on board as independent entities.

Colossal III Spacecraft; hp 750; DV10 (-12 size, +12 agility), DR16; Spd -; Acc 8; Dec 8; Han +6; Sensor +18; Stealth 40; SQ Adaptive Armour, Artificial Gravity, Atmosphere Capable, Jump Point, Living Ship; Cargo 200,000 lbs.; No Crew Required

Weapons:

One Discharge Cannon; Front, Attack +10 (targeting computer); Damage 8d10+1000; Critical 19–20; Range 10.

Cost: 100 TP



Swarm Fleet

The swarm fleets make up the bulk of the Vorlon defence force; these are more militant than the transports, but less powerful than the mighty star dreadnoughts. The swarm fleet ships are self-replicating, unlike the transports and dreadnoughts which are grown according to precise designs. In truth, the swarm fleet resembles the Shadow cruisers more than anything else, so the Vorlons are less trusting of these servants.

Like the transport, the swarm ship uses a discharge cannon as its primary weapon; an armada of swarm ships all firing their cannon at a single target can reduce a planet's surface to slag in minutes. Furthermore, as the swarm ships are bred to be disposable, each has a thick knot of energy-storage cells at its core that can be detonated, turning the whole ship into a living bomb.

Gargantuan Spacecraft; hp 85; DV12 (−4 size, +6 agility), DR16; Spd 45; Acc 8; Dec 8; Han +6; Sensor +18; Stealth 20; SQ Adaptive Armour, Artificial Gravity, Atmosphere Capable, Living Ship; Cargo 1,000 lb; No Crew Required

Weapons:

One Discharge Cannon; Front, Attack +5 (targeting computer); Damage 3d10+50; Critical 19–20; Range 1.

Self-Destruct: Damage 7d10+500; Range 1

Cost: 30 TP

Mothership

The Vorlon motherships have not been seen in this galaxy for almost 5,000 years; they are not warships, but are mobile stations and laboratories for Vorlons engaged in long-term

projects beyond the Vorlon worlds. A mothership was sent to Minbar during the first telepathy experiments; another was sent to the Rim to survey the outer planets for Shadow bases after the war of 10,000 years ago.

The bulbous growths on the flanks of a Vorlon mothership are reconfigurable domes, capable of being transformed into habitats for test subjects, laboratories or as mountings for specialised equipment. Motherships are invariably accompanied by a trio of star dreadnoughts and a small fleet of transports as they are too valuable to lose.

Planet Killer

It was only when Sheridan opened an unexpected door on Z'ha'dum that the planet killers were deployed, but they had been under construction for millennia. The Kesh aspect always suspected that the Enemy would have to be dealt with permanently, so they began the planet killer project. The ships were hidden in heavily guarded and secret hyperspace folds, to ensure the Shadows did not realise what the Vorlons were doing (ironically, the Shadows were doing exactly the same with their death clouds).

Compared to the other Vorlon vessels, the planet killer is absurdly simple. The ships were never meant to be used in anything other than all-out war. The killer is a ring of power generators around a gravimetric/jump engine, armoured above and below with a virtually impenetrable protective shell. The eye of the planet killer is not a discharge cannon, but something far more blatantly destructive – a cannon of overwhelming size and power, capable of fusing the hydrogen in the atmosphere of a planet.

Defence Satellite

Vorlon defence satellites are essentially 'do not disturb' signs armed with discharge cannon and jump point disruptors. The Vorlons have not mastered the art of mounting disruptors on board their vessels – the technology interferes with jump point formation, so while the Shadows with their hyperspace phasing can use it freely, the Vorlons can only use it on board stationary platforms such as these defence satellites.

The satellites are automated to fire on any non-Vorlon vessel without an approved jump key (see above).

The Vorlon Empire

The Vorlon Empire now occupies a volume of space less than one ten-thousandth of its former extent. To leave space for the burgeoning Younger Races, the Vorlons have restricted themselves to a handful of worlds, consisting of their second homeworld and the few colonies around it. In ages past, they had other outposts scattered throughout this galaxy, but most of these have been left to automated guardians or abandoned entirely. Their splinter colony in the Lesser Magellanic Cloud may still be active, while some of the long-range outposts lingered for a while after the majority of the Vorlons departed for the Rim.

From the late 2260s, and continuing on until the Great Burn, Humanity and the other races pushed deeper and deeper into Vorlon space. On some worlds, the defences were shut down entirely; on others, they were active and still astonishingly lethal; on others, the Vorlons had left tests and clues for the Younger Races, allowing them to access the wonders of the Ancient technology if they were clever enough to answer the riddles of the Vorlons. The removal of the previously impassable Vorlon Empire also opened up the rest of the spiral arm for exploration, allowing the Interstellar Alliance to explore corewards and become a truly galactic empire.

Vorlon Defences

The Vorlon Empire was fortified against an all-out assault by another Ancient race; the Vorlons were prepared to fight and win a war where the enemy was willing to shatter planets and tear holes in space-time. Faced with such powerful weapons and traps, it is little wonder that the Younger Races believed that those who went to Vorlon space never returned.

Before their departure, the average world in the Vorlon Empire was protected by layer upon layer of defences.

I: Hyperspace Maelstroms

The borders of Vorlon space are extremely difficult to navigate. All navigation checks made by ships without a Vorlon key are DC 50 at least. Ships that become lost either end up in a Sargasso or are lost in hyperspace forever.

II: Sargassoes

The inner reaches of Vorlon hyperspace are threaded by special hyperspace folds called Sargassoes. Detecting a Sargasso is

highly difficult (a Sensors check at DC 50+). There is no way to exit a Sargasso without a matching key unless the ship trapped in the fold can manipulate hyperspace – a Shadow or other Ancient vessel could make it out but none of the Younger Races could do so. Normally, the Vorlons put the crew of the ships in a Sargasso into suspended animation, retrieving them if they ever need an agent or test subject. Other Sargassoes are regularly purged of matter.

III: Hyperspace Defence Stations

The Defence Stations exist simultaneously in hyperspace and realspace, at the heart of special vortices. The firing systems on the stations are adapted to the chaotic swirl of the vortex around them; enemy fire must thread this labyrinth of energies to hit the station. See page 60 for more information on Vorlon Defence Satellites.

IV: Vorlon War Fleets

Every world in the Empire has its garrison of ships. Some are active, but most sleep in the outer reaches of each solar system, in the cold darkness. While the Vorlons may have withdrawn from their once-vast holdings, the billion-strong warfleet was never decommissioned. A Vorlon warship can sleep for millions of years, needing nothing more than a trickle of energy to regenerate its cells. Should the Vorlons extend their power and reactivate their ships, their assembled fleets would dwarf even those of the Shadows.

However, reactivating all those ships would require more Vorlons than the current population can provide, even if they all incarnated themselves hundreds of times over in different cores. Vorlon technology is based on obedience, so it lacks the initiative of Shadow weapons. The Vorlons need to command their ships to fight but lack the numbers to do so. Only a fraction of the ships are active but they can still defend the Vorlon systems.

V: Swarm Fleet

Swarm fleets would never have been allowed when the other Elder Races still walked in this galaxy, as self-replicating war machines of this sort were frowned upon back then. Most of the Vorlons' creations were constructed and carefully bred, inculcated with a fanatical desire to serve their creators. They simply cannot go out of control. Swarm fleets, however,

construct more of themselves, harvesting raw materials from the atmospheres of gas giants and converting hydrogen, carbon and other elements into organic molecules. Millions of swarm fleet ships wait in some of the Vorlon systems; these are self-aware enough to fight on their own, without orders from their masters, but will only do so if their Jupiter-sized hives are disturbed.

VI: Controlled Nova

The key worlds of the Vorlon Empire can never be allowed to fall into the hands of the Younger Races

– or the claws of the Enemy. They have taken steps to prevent such a disaster, by booby-trapping the suns of those worlds. On command, devices buried in the 15 million-degree cores of those stars will open up jump points, collapsing the fusion reactions in their hearts and causing them to blossom outwards in novas. These novas can even be shaped – they can engulf almost every world in the system with a burst of expanding superheated plasma, or just the worlds nearest the star.



VII: Jump Retreat

The Jump Retreat system installed on some of the more established Vorlon colonies is a masterpiece of engineering and crazed hubris. When the system is activated, a massive vortex opens and draws the planet into a specially constructed tunnel in hyperspace. The planet emerges in a stable orbit around another sun, deeper inside Vorlon space. Jump retreats were never actually used by the Vorlons, despite the vast expense of time and energy used in constructing them. They are a sign of the mounting paranoia that dominated the Vorlons in the last few thousand years.

VIII: Time Rift

The Time Rift defence was only used in a single case; the defence of the Vorlon homeworld itself. Another time rift, similar to the one at Epsilon Eridani, was discovered and brought to the Vorlon system using artificial gravity fields to warp space-time, moving the rift to the desired location. When the Time Rift defence was activated (when the Vorlons left their home) the homeworld was frozen in time. In a million years time, when the rift closes, the Vorlon homeworld will return to normal space an instant after it left.

The Vorlons differ from the lesser races in the degree they use the worlds in each of their systems. Humanity or the Minbari or Centauri generally only use one or two worlds in a given

planetary system, as they are limited by the environments they can survive and the resources they can utilise. The Vorlons and their creations are equally at home in heat and cold, in vacuum or the densest atmosphere. Therefore, every planet in a Vorlon-controlled system is likely to be inhabited or at least used by the Vorlons. They no longer regularly visit systems outside the Vorlon Empire, so they must make the best use of the few resources they have.

The Vorlon Homeworld



Planet: Vorlon Homeworld

Climate: None

Weather: None

Technical Level: Vorlon

Native Sentient Races: Vorlons

Dominant Government: Vorlons (primarily Vorl and Morh aspects)

Defences: I to VIII

Notable Cities: The entire planet is a single city, from core to surface and from pole to pole.

Population: The entire Vorlon race has always been here and will always be here.

Cultural Information: Whether this planet was an actual planet, a computer system the size of a world or something else entirely will not be known for a million years. No non-Vorlon has ever visited this world; not even the Shadows were able to ever get so much as a single probe past its defences.

Planetary Information: None available. The Vorlons always referred to their second homeworld using a specific linguistic term; in their complex, multifaceted language, this term described the world and its place in their society. With the

loss of the homeworld, this term has lost all meaning and can no longer be translated.

Ventox



Planet: Ventox

Climate: Temperate

Weather: Controlled by Vorlons

Technical Level: Advanced in most places; Vorlon in restricted areas.

Native Sentient Races: None (settled by Vorlons; visited by Minbari, Humans, Centauri and others)

Dominant Government: Vorlons (primarily Kail and Uler aspects)

Defences: I to IV, VI

Notable Cities: Sphinx, Kesh's Gate

Population: 1,000 (12 Vorlons, 600 Minbari, 400 other)

Cultural Information: Ventox is the gateway to the Vorlon Empire; the only active jump route into their domain goes through this system. More ships have vanished near Ventox than anywhere else in known space; the hyperspace around the system is a graveyard of derelict ships and lost explorers.

Still, ships do come to Ventox; by the standards of Vorlon space, this planet is virtually a tourist park. The Shadows have operated places where their servants and agents could meet; where they could distribute technology and direct the invisible forces of chaos and conspiracy. The Vorlons, too, have established such a place; the city of Sphinx. Once, millions of agents thronged its wide streets under the watchful eyes of their Vorlon masters; now, only a handful of such agents visit Ventox. Some are Rangers, others are spies or madmen or vagabond traders, or reanimated agents kept in suspended animation between wars.

Ventox is under the control of Uler aspect; it has fallen into disuse as a meeting place, however. Its last glory was supplying components of the White Star fleet to the Minbari. Still, given its history as a forum of the army of order, it is perhaps the most approachable of the Vorlon worlds for those who have the right keys.

However, as Ventox is also a border world of the Vorlons, regularly approached by unwanted visitors from the Younger Races, it must be defended. These defences fall under the control of Kesh aspect; the 'city' of Kesh's Gate on the planet is actually a control centre for the network of defence satellites and Sargassoes that surround the system. A vessel approaching the Ventox system without the proper key is doomed.

Planetary Information: Ventox is relatively unchanged from its natural condition, as the Vorlons did not wish to reveal too much of their technology to the Younger Races. The world

was seeded with probes and sensors so that every action taken by the Vorlons' visitors could be traced, while a network of subterranean passages allows servants to move unseen. The other planets in the system are similar unchanged, although their moons conceal living factories, single organisms the size of continents.

Hacias (DS158)



Planet: Hacias

Climate: Hot (unbreathable atmosphere)

Weather: None.

Technical Level: Vorlon

Native Sentient Races: None (settled by Vorlons)

Dominant Government: Vorlons (Morh aspect)

Defences: I to V

Notable Cities: None

Population: 1

Cultural Information: Hacias is something of a backwater in Vorlon terms; the system is mainly used for maintenance of ancient technologies and for storage of artefacts and ships. It is also used as a transit point; no ships carrying lesser beings, even those in suspended animation, are permitted to enter into the homeworld's system, so they come through Hacias instead.

A million years ago, Hacias was under the domain of Olos aspect; it was a world where the Vorlons met with the other First Ones. Some of the First Ones still occasionally manifest in the space around Hacias but they never speak to the Vorlons. Whatever cryptic purpose they have in passing close to the realm of the Vorlons remains a mystery.

Planetary Information: Hacias has been rebuilt to suit the Vorlons; its atmosphere is now an organic soup that feeds the machinery, while massive canyons have been cut into the planet's crust to serve as storage bunkers. More stores are kept in the atmospheres of the gas giants in the system, while certain ships and weapons are held frozen in the icy wastes on the edge of outer space, near the heliopause.

The only inhabitant of the Hacias system is a watchman, an immortal Minbari from before Valen's time. She has forgotten her name but from her monastic station in orbit around Hacias, she can remember every item held in the vaults far below.

Fiachra



Planet: Fiachra

Climate: None

Weather: None

Technical Level: Vorlon

Native Sentient Races: None (settled by Vorlons)

Dominant Government: Vorlons (Fiac aspect)

Defences: I to VII

Notable Cities: None

Population: 250 (All Vorlon)

Cultural Information: Fiachra is perhaps the most technologically advanced world in the known galaxy, second only to the Vorlon homeworld itself. Admittedly, Fiachra can hardly be considered a planet any more. It has been the centre of Vorlon industry ever since the Vorlons settled this region of space. When first discovered, the planet had an astonishing wealth of heavy metals and other rare resources, so the Vorlons covered its surface with mines and factories. They delved deeper and deeper into the planet's mantle; when the upper mines were exhausted, they built new factories in the empty mineshafts and sank new mines further down. When the Vorlons reached the planet's core, they tapped its heat and pressure to power the thousands of miles of industry that surrounded it.

A million years ago, the core of Fiachra went dark and cold. Every piece of stone that had once made up the world was gone, converted into an organic factory. The world was now a semi-hollow sphere, a web of machinery with nothing at its heart. Fiachra's industry had consumed the entire planet, transforming into a machine world. The capacity of Fiachra cannot be underestimated – indeed, by the Younger Races, it can hardly be comprehended. Given sufficient raw materials, just one of its factory-islands could out produce the combined industrial capacity of all the Younger Races put together and it has thousands of such islands in its vast webwork.

Fiachra is mostly inactive these days, as the Vorlons have no need for its incredible industry. It was connected through jump funnels to the hyperspace folds containing the Vorlon

Planet Killers, but producing such titanic vessels required only a fraction of Fiachra's power.

Planetary Information: The 'planet' is now made up of around ten thousand 'factory islands', each of which is a knot of organic processors and assemblers. These islands are connected by transport tubes and chains, which hold the islands together in a roughly spherical configuration. The inside of the sphere contains jump tunnels and gates to various locations in hyperspace, giving Fiachra more space within than it does without. The outer sphere has docks and processing stations for resource transports.

Ilkail



Planet: Ilkail

Climate: Perfect

Weather: Controlled

Technical Level: Vorlon

Native Sentient Races: None (settled by Vorlons)

Dominant Government: Vorlons (Kail aspect)

Defences: I to V

Notable Cities: Jerusalem, Aman, D'hazo, Carabel

Population: Two million (three Vorlons, approximately one million Minbari, one hundred thousand Centauri, Narn, Human and others)

Cultural Information: The Vorlons used implanted religion to guide the Younger Races. Part of this process required the Vorlons to construct heaven. Some of the islands on Ilkail – the Undying Lands – are designed to replicate the beliefs in the afterlife held by one engineered religion or another. In ages past, prophets and nexuses were abducted from their homeworlds by the Vorlons and brought to Ilkail for instruction. Some of them are still here; the Vorlons are well aware of the usefulness of prophecy and beings out of legend, and having legendary religious figures return at critical junctures in history is a useful technique. Being able to produce, say, Valen or Valeria could have ended the Earth-Minbari War.

Other sections of Ilkail were also used in the engineering of religion. Hell exists below the planet's crust, in a punitive region. There are islands where items of legend are hidden in ancient vaults, waiting until they are needed again. Vorlon technology and intercession lies at the heart of many myths.



Time on Ilkail is sometimes given as a reward to agents of the Vorlons, although this practice has largely been discontinued in the last 10,000 years. Tools will obey without the promise of reward. The majority of the inhabitants of this world, however, were born here; each island supports a small population, used primarily as experimental subjects by the Vorlons and as keystones in the perfected ecologies.

The Minbari religious caste do know of a jump route that leads to Ilkail and have a key that permits them access to the realm of Valeria. This key only works when the Vorlons permit it; when the path to Ilkail is open, the key glows. The pathway leads from Tro'Kact deep into Vorlon space.

Planetary Information: Ilkail has been deliberately divided into sections for each race; it is a patchwork of paradises. Only the Vorlons can pass from section to section; tremendously powerful discharge cannon are hidden in the ocean between sections and the guns of heaven are terrible indeed.

While the plant and animal life in each of the islands was originally taken from the respective worlds of origin of the religions, they have all since been redesigned. Not only do the plants contain anti-agathic drugs that retard the aging process, making those who dwell on Ilkail immortal, but the ecology of each island is perfectly self-balancing and sustainable. The islands of Ilkail are experiments in progress. When the Younger Races are ready, the Vorlons will give them the bounty of Heaven – perfected ecological rejuvenation, turning every world in the galaxy into a paradise.

Beneath the islands and the hells are great machines that preserve and maintain the heavens above. When a new race is discovered and influenced by the Vorlons, a new island emerges from the sea-bed to be used in the process of guidance.

Archos



Planet: Archos

Climate: Cold, moving to temperate at the equator

Weather: Controlled

Technical Level: Vorlon

Native Sentient Races: None (settled by Vorlons)

Dominant Government: Vorlon (Uler and Kosh aspects)

Defences: I to V

Notable Cities: Avalon

Population: 5,000 (10 Vorlon, 1,500 Minbari, 3,500 other)

Cultural Information: In ages past, the Vorlons went from world to world. With each visit, they took one or two people from each race and brought them back to Archos. Sometimes, they took important leaders, philosophers, artists

and scholars; sometimes, they took random, representative samples; sometimes, they took those who had nothing left in their lives. They brought them all to Archos, to the city of Avalon.

These are the most trusted servants of the Vorlons, exalted above all others. All of the inhabitants of Archos – except the few Vorlons who dwell there – are former members of the Younger Races, upgraded using advanced technologies and gifted with immortality. Most of them sleep in suspended animation in the caves around the city of Avalon, woken only when needed. Others dwell in the city, advising the Vorlons on the likely reaction of the Younger Races. While the Shadows are vastly superior in how they use members of the Younger Races as intermediates and agents, the Vorlons are not entirely inept.

Beyond Avalon, hidden in the wilderness, are laboratories and towers where the Vorlons dwell. It was here, in these living fortresses, that the Vorlons bred telepathy into the Younger Races; it was here that they brought Sebastian, brought Golmar Kuln, brought Lyta Alexander, and here that they changed them.

Planetary Information: Of all the worlds held by the Vorlons directly, Archos is perhaps the least changed on the surface. The weather control net is rudimentary, the structures mostly hidden. The Vorlons could have re-engineered the planet to be more pleasant, brought it closer to its sun or altered the atmosphere, but chose not to – their servants are expected to endure the bitter cold of Archos and the chill makes preservation easier.

Kel Banos



Planet: Kel Banos

Climate: Temperate

Weather: Controlled

Technical Level: Mostly low (Renaissance, some steam engines)

Native Sentient Races: Asciori (settled by Vorlons)

Dominant Government: Asciori Unity (also Vorlons, Kosh aspect)

Defences: I to VI

Notable Cities: Ulerhold, Gathering

Population: 20 Million (one Vorlon, 20 Million Asciori)

Cultural Information: The Asciori dwell on the world of Kel Banos. They are the youngest race in the galaxy, being no more than 10,000 years old. Of course, they were created fully sentient, with a pre-designed language and moral system. The Vorlons have also guided the technological

development of the Ascori, gifting them with medical and engineering techniques. If they desired, they could have brought the Ascori to the stars in three generations, but they have no need of them out there. Occasionally, an individual Ascori is plucked from the world and brought to Avalon for training before being sent out into the larger galaxy, but most Ascori live simple lives, obeying the dictates of the priests and the Unity.

Planetary Information: Before the Ascori race was created by the Vorlons, this planet was similar to Ial or Hacias; uninhabitable by humanoids and thronging with organic machines. When it became apparent that the telepathy project would require a whole world, the Vorlons built great structures to reprocess the atmosphere. They carved out basins and flooded them with ice from the rings of Kel Banos V, then seeded the oceans with life.

The Ascori awoke in vast towers in the eastern continent; as they expanded to the west, they encountered devices and lessons left by the Vorlons. Much of the planet had been prepared to be as fertile and pleasant as possible; a few regions, however, are filled with lethal monsters and harsh environments. These regions protect the Vorlon monitoring stations and laboratories.

The polar regions are largely unchanged and it is there that the largest and oldest Vorlon installations are located. Here are the cloning tanks that bred the Ascori race and the testing systems that tuned their telepathy. A few ancient Shadow vessels are held here, in chains of intense gravity and constant telepathic interference. The ships are held inside spheres of energy that block all transmissions, ensuring the Enemy never discovers this testing ground.

Ial



Planet: Ial

Climate: Hot (unbreathable atmosphere)

Weather: None

Technical Level: Vorlon

Native Sentient Races: None (settled by Vorlons)

Dominant Government: Vorlons (Kesh aspect)

Defences: I to VII

Notable Cities: None

Population: 50 (All Vorlon)

Cultural Information: Ial is the core of the Vorlon war machine, dominated by Kesh aspect. The bulk of the Vorlon

fleet is stationed here, around the hot worlds of the Ial system. Ial is riddled with jump points; the hyperspace around the system is the most sculpted in the galaxy. Some sections are folded over and over into hangars for warships; in others, jump roads carry ships swiftly to the homeworld or Fiachra.

It is from Ial that the Vorlons have launched their attacks time and time again, driving the Shadows back into darkness and obscurity. It was from Ial that Kosh Naranek called the ships; it was from Ial that the planet killers were dispatched. The planet itself is a fortress, and more – it is a refuge for the Vorlon race, in the event of the homeworld being destroyed by the Enemy.

The Shadows have their Eye, a machine that co-ordinates their efforts. For centuries, the Vorlons of Ial have been trying to match the Enemy by constructing a computer of their own. The moon of Ial is a vast communications and control system that will one day guide the Vorlon fleet to victory, co-ordinating their ultimate war against the Shadows. The Moon of Ial is a battle station greater than X'ha'dum, greater than any planet killer. It is victory incarnate.

Planetary Information: While not as heavily industrialised as Fiachra, Ial is covered with machines and weapons emplacements. The world is capable of withstanding a bombardment from a Shadow fleet. Sections of the mantle were cut away to create caverns beneath the surface; the fortress of Ial is armoured in continental plates.

Ha'rus



Planet: Ha'rus

Climate: Changing (moving from temperate to hot)

Weather: Chaotic

Technical Level: Vorlon

Native Sentient Races: None (settled by Vorlons; formerly settled by Ru Ha'rus)

Dominant Government: Vorlons (Morph aspect)

Defences: I to III

Notable Cities: Ruins of Vaharta, Ruins of Ha Melar, Ruins of Elder Durahti

Population: 10,000 (All Ru Ha'rus)

Cultural Information: In ages past, the Ru Ha'rus were one of the dominant races of the galaxy. With the Quin, Cetans and other races of that era, they learned from the Vorlons and expanded from world to world. Then, the Shadow Wars ruined the unity of the galaxy. The Ru Ha'rus were used by the Vorlons as a weapon to drive the Shadows from Z'ha'dum during the Second Shadow War, but this great effort exhausted the race. The Ru Ha'rus declined, their economy collapsing and their progress stagnating.

The Vorlons took the Ru Ha'rus and made them into a servitor race. They gave the race a new homeworld when their old world was destroyed by scavengers; they gave them a new purpose as their race declined. The Ru Ha'rus became the agents of the Vorlons. The living ships of the Vorlon became an increasingly rare sight in the skies of the galaxy, but the blocky shapes of Ru Ha'rus warships replaced them.

Here on Ha'rus, the race found new cities waiting for them, constructed by the Vorlons based on the designs of their old capitals. The Ru Ha'rus thrived for a few hundred generations, but their expansion was curtailed by their Vorlon masters. The species was unable to make any new colonies beyond this planetary system, except in cases where tens of thousands of Ru Ha'rus were summarily transported by Vorlons to tend to some new project.

The Great Machine was the last gasp of the Ru Ha'rus; the race had long passed beyond the point where they could reproduce naturally, so they were reliant on Vorlon technology to create new members of the race. During the construction of the Machine, so many of the Ru Ha'rus were offworld that there were not enough genetic donors to provide sufficient samples for the next generation. No new Ru Ha'rus were created.

Since then, Ha'rus has been a tomb world, where the last of the Ru Ha'rus have been slowly dying. A splinter faction of the race offended the Vorlons by trying to use the Great Machine to change history and the space-faring Ru Ha'rus were banned from Vorlon space. The few Ru Ha'rus who still lived on Ha'rus have remained here ever since.

Planetary Information: Like Kel Banos, Ha'rus was formerly used by the Vorlons themselves and was re-terraformed to suit its new inhabitants. Now, it is being changed back. Over two-thirds of the planet is now uninhabitable by the

Ru Ha'rus unless they wear breathers or have gills implanted. The cities are now encased in transparent domes to protect them from the toxic winds. The seas of the world are dying, as Vorlon organisms begin to use the rich organic mulch as raw materials. The Ru Ha'rus huddle, waiting for the end; their only hope now is being chosen as agents by the Vorlons, and the Vorlons have little use for a dying people.

The Fleet

As a race's mastery of technology grows, it moves beyond the bounds of planets. Humanity has already taken the first steps towards living in space, with the Belt Alliance in the Sol system and the increasing use of huge space stations like Babylon 5. The Minbari are further along this road – their Grey Council dwelt for centuries aboard a starship, so the three castes were ruled from space.

Over a third of the Vorlons exist aboard or as spacecraft; the race's space assets are far more important than any of its worlds, save perhaps the homeworld itself. Tens of thousands of ships ply the spacelanes within the Vorlon Empire; others travel beyond the borders of the Empire, patrolling the galaxy. The Vorlons are never seen by the Younger Races, but their scouts and probes are ever-present.

Hidden Outposts

The Vorlons have hundreds of hidden outposts – more, in fact, than the Shadows do. However, whereas Shadow outposts are usually massive fortresses containing dozens of ships, the Vorlons use small monitoring stations to observe the development of the Younger Races. They also have larger stations hidden in obscure systems, where they conduct experiments *in situ* – for example, there was a Vorlon outpost on Venus for decades, where many of the first human telepaths were created.



Servants of the Vorlons

The Vorlons are hierarchical by nature; the wise lead, the younger and more inexperienced follow. However, they know that they are teachers, not rulers. The Vorlons could easily conquer the Younger Races and enforce order on them but they cannot enforce maturity. The Younger Races must be taught and guided to fulfil their potential – the Vorlons cannot forcibly aid them.

The servant races of the Vorlons, then, are failed races. For a race to become a servitor race, it must have no hope of reaching maturity on its own; the Vorlons only chose those who are essentially unworthy of success. The Vorlons' ultimate aim in teaching the Younger Races is to raise a community of peers, not servants, so the servitor races will never reach the level of the Vorlons.

All that is left to them is service.

Ru Ha'rus

'Given to me when the rest of my people died. Sacred trust, legacy for the future. I am guardian, protector. I live in the heart of the machine. We are one. 500 of your years have I waited in the machine.'

The ancient race of the Ru Ha'rus once ruled much of known space. They were the Centauri of their day, carving out an empire by force and conquering a hundred worlds. A proud people, but also terribly patient, they were prepared to wait until their enemies' fortunes were at their lowest before striking. Slowly, over centuries, the Ru Ha'rus built their empire.

They even weathered the early Shadow Wars but they were ultimately weakened by these conflicts, as those conquered by the Ru Ha'rus rose up against them when backed by Shadows. The Vorlons chose the Ru Ha'rus as their weapons to drive the Shadows back to Z'ha'dum, but the effort destroyed their ability to defend the remnants of their empire. Half a million years ago, the race entered a terminal decline.

The Vorlons rescued the dying people and used them as servants. The Ru Ha'rus were prophets of the Vorlons, messengers, spies and custodians of the great machines. Still, their decline was never wholly arrested and they slowly slipped away. By the time of the last great war, 10,000 years ago, there were only a few thousand left; by the time of

Valen, there were only a handful of Ru Ha'rus ships plying the spacelanes.

The last task given to the Ru Ha'rus was managing the Great Machine on Epsilon III; Varn was a member of this race, as were the crew of the last exile ship who tried to take the Machine in 2258.

Personality: The Ru Ha'rus are old as races count time; their heyday was half a million years ago and they have been failing ever since. Once, they believed that the Vorlons would save them from this slow death of the soul but this faith has long since been extinguished in all but a handful. Most Ru Ha'rus now serve out of ingrained habit, a race of hereditary butlers from an earlier, more refined age of the galaxy.

Physical Description: The Ru Ha'rus are humanoid, with thick, scaly skin. They have slightly slower metabolisms than average, so they speak and act slowly and deliberately.

Relations: The Ru Ha'rus are a legend even to the Minbari, who remember encountering them during their first tentative steps into space. The exiled Ru Ha'rus are bitter towards the Vorlons and by extension, every other race in the galaxy. The few Ru Ha'rus on the planet of Ha'rus are still loyal to the Vorlons but are no longer trusted servants as they once were.

Systems: The Vorlons gave the race a new homeworld at Ha'rus, and this is the only planet they still claim. The exiles' vessels are capable of remaining in space for centuries, however, so there still may be Ru Ha'rus ships travelling the galaxy.

Beliefs: The Ru Ha'rus initially believed that the Vorlons would save their race from extinction. Now, they simply want to leave some legacy of their own, instead of being eternally in the shadows of their masters. Note that because of the extreme age of the Ru Ha'rus, they are immune to the Vorlons' Angel Guise and know the true nature of the Vorlons.

Language: The Ru Ha'rus speak an ancient tongue that borrows greatly from Vorlon and Vindrizi. They have advanced translation technology, however, enabling them to swiftly learn the languages of others.

Names: Ru Ha'rus names tend to be short and direct; the only one on record is Varn, but names like Gash, Mar, Ael and so on can be extrapolated from this.

Starfarers: The only Ru Ha'rus starfarers remaining are the exiles.

Racial Traits

- 5 All Ru Ha'rus are of Medium size.
- 5 Ru Ha'rus have a base speed of 30 feet.
- 5 +4 Intelligence, +2 Wisdom, -2 Dexterity, -2 Constitution, -2 Charisma. The aged race is highly experienced, but in decay.
- 5 From long centuries of service, Ru Ha'rus have a +4 racial bonus to all Knowledge and Technology checks.
- 5 Automatic Languages: Ru Ha'rus
- 5 Favoured Class: Scientist

Ascori

'While some telepaths on other worlds evolved naturally, the majority were created by the Vorlons through centuries of genetic manipulation. They created us so that we can be used by the other worlds as weapons in their war against the Shadows. That is all we are to them: things to be used and thrown away.'

The Ascori are an artificial race, bred by the Vorlons as the first part of their experiments with telepathy. Part of their genetic structure comes from the primordial Mindwalkers; other parts of them are Ru Ha'rus and Minbari and Abbai and a dozen other races. They were made to confirm that telepathy could indeed be artificially introduced into a race without resorting to technology.

This theory proved, the Vorlons created a homeworld for the Ascori, a testing ground for new telepathic abilities and techniques.

Personality: The Ascori are quite childlike, as they are an exceedingly young race. Their culture is tribal, with the strongest Ascori ruling over the others. They are watched over by some Chosen, as well as a few Vorlon monitors. The Ascori religion centres on the angelic Allfathers who created them 10,000 years ago.

The few Ascori who have entered the galaxy beyond tend to grow up quickly out of necessity, although they still retain their childlike faith in the wisdom of the Allfathers.

Physical Description: The Ascori were bred for their minds, not their bodies. They resemble Vree-Human hybrids, with large heads, expressive eyes and thin and sickly physiques. They average about five feet tall, with pale white skin.

Relations: The Ascori only have relations with the Vorlons and their other servant races. They have heard legends of the other races of the galaxy but to the Ascori, Humans and Narn are far more mysterious and otherworldly than the Vorlons.

Systems: The Ascori dwell on the world of Kel Banos, within the Vorlon Empire.

Beliefs: The Ascori are too young as a race to have a defined culture; each tribe is cult dedicated to the most powerful telepath and his patron Vorlon. Their extreme telepathic abilities mean that war is almost unknown to the Ascori – they feel the pain of their fellows intimately.

Language: The Ascori have no spoken language – all communication is telepathic.

Names: Again, the Ascori use thought/sense-impressions to identify themselves, not names.

Starfarers: There are no Ascori starfarers.

Racial Traits

- 5 All Ascori are of Medium size.
- 5 Ascori have a movement of 30 feet.
- 5 +2 Charisma, -2 Strength, -4 Constitution. The Ascori are a weak race, but have great force of will.
- 5 +4 racial bonus to P-rating.
- 5 All Ascori are telepaths, and have Telepath as their favoured class.

The Chosen

'I was found by the Vorlons, taken, transported, and brought into their service. They told me everything about everything and the scales fell off my eyes and they were opened to a universe of majesty and terror that you could never imagine. They call upon me when I'm needed, and preserve me when I'm not. And they have called upon me now for this interrogation.'

The Chosen are agents of the Vorlons taken from the other races. Vorlons or their spies visit all the races of known space on a relatively regular basis and sometimes take those who are suitable. To be suitable for the Vorlons, the prospective Chosen must be possessed of high intelligence, a fanatical belief in order or a higher power.

If selected, the Chosen is abducted and placed in suspended animation aboard a Vorlon ship and brought to Archos. There, the Chosen is upgraded with organic implants and telepathy, and indoctrinated in Vorlon philosophy. Agents exist to be intermediaries between the Vorlons and the Younger Races, so they must understand both sides. However, they cannot be permitted to miscommunicate the Vorlons' intent, so

they must be as loyal and committed to the Vorlon cause as possible.

The majority of the Chosen are Minbari, often ex-Rangers from Tuzanor or acolytes of the Grey Council. The Vorlons see the Minbari as their most important charges and so they need as many spies and agents in Minbari society as possible. They recruit from all three castes; Kail focuses on the Religious, Fiac on the Workers and Kesh on the Warriors.

After that, the Chosen are recruited equally from all the Younger Races. The city of Avalon is one of the most cosmopolitan in the galaxy.

The Vorlon Servant

Unlike the Shadows, the Vorlons did not gather entire races to their personal banner. Instead they selected key individuals from the races under their aegis, picking sinners and saints alike to serve their purpose. To each of these individuals they gave a sense of destiny and responsibility that kept them sane in a world that would otherwise have eventually destroyed them.

A Vorlon servant is by nature a follower who lives and dies for his masters. He may believe in a greater cause. He may simply be someone who likes following orders. Whatever the case, the Vorlons choice to walk away from the galaxy will leave these unique men and women adrift in a world that no longer makes sense. Some will gravitate to cults. Others will use their abilities to make a comfortable place in some far corner of the galaxy in which to quietly die. A rare few will take up the opportunity offered by Sheridan's actions to make their own destiny for a change.

Additional Hit Points: 2

Requirements

In order to qualify to become a Vorlon servant the character must meet the following requirements:

Commitment to Service: The character must convince the Vorlons that he wishes to serve their cause with his whole heart and soul. They look for slightly unstable personalities who believe in grand dreams and causes. The Games Master may decide exactly what it takes to impress the Vorlons. Examples of appropriate actions include; stranding oneself in space with limited supplies, performing a grand act of chaos in the pursuit of order (as Sebastian did) or becoming a martyr to their cause.

Advancement Limitation: The character may only advance to the extent that the Vorlons permit. Every stage of advancement requires the Vorlons to further alter the character, expanding his perceptions and abilities to suit their

needs. When the Vorlons leave for the Rim their servants will only be able to advance one level past their current class level before being unable to continue. They may take levels in other classes if they wish.

Telepaths: Unlike the Shadows, the Vorlons make extensive use of telepaths.

Class Skills

The Vorlon servant's class skills (and the key ability for each skill) are Bluff (Cha), Computer Use (Int), Concentration (Con), Diplomacy (Cha), Disguise (Cha), Forgery (Int), Intimidate (Cha), Knowledge (any) (Int), Listen (Wis), Medical (Int), Pilot (Dex), Search (Int), Sense Motive (Wis), Spot (Wis), Survival (Wis), Technical (Int) and Telepathy (Cha)

Skill Points at Each Level: 6 + Int modifier

Class Features

The following are the class abilities of the Vorlon servant prestige class:

Weapon Proficiency: The Shadow servant does not gain any additional proficiency with weapons.

Adapted: The Vorlons install basic physical modifications that allow the character to communicate with Vorlon organic technology (especially their living ships) and breathe the atmosphere of the Vorlon home world. This later adaptation gives the character a set of gills that act as a breathing mask.

Alteration Invisibility: The Vorlons go to great pains to ensure that their servants look like normal members of their species. A non-invasive medical assessment of the servant will not reveal any unusual abnormalities or alterations in the character's physiology.

Subservient: Those chosen by the Vorlons for service are, by nature, followers. A servant suffers a -2 penalty to Sense Motive skill checks to resist uses of Bluff or Diplomacy and a -2 penalty to checks to resist Intimidate skill checks.

Purpose: At 1st level the servant chooses (or has chosen for him) a purpose that will guide the rest of his days. The Vorlons then proceed to modify their servant so that he better fills his chosen role. Every odd level thereafter, the character must submit to further modification. At 7th level the character may be given a secondary purpose or his masters may instead choose to keep him focused on their chosen tasks. If he does receive a second purpose he receives an additional modification to that purpose at 10th level.

A Vorlon servant may select one of the following purposes: carrier, inquisitor, memory keeper or protector.

Modifications

The listed modifications are merely the 'standard' ones chosen by the Vorlons for their servants; a Vorlon can use the Vorlon Technology rules to give a servant a different set of powers. The cost for each modification in Technology Points is listed in brackets.

Carrier: The Vorlons select carriers from the most dedicated of their followers. A carrier must be willing to defend the Vorlon with his life, accepting death rather than permitting a fragment of a Vorlon to fall into the wrong hands. All carriers are telepaths; a non-telepath cannot take this purpose. The Vorlons boost their telepathic abilities to P12 in order to better protect the Vorlon they carry from outside interference (*Improvement Level 1 (3 TP) to carry a Vorlon; Enhance Telepathy to boost P-rating*). As the carrier proves his worth, he receives the following modifications:

- ⑤ **Modification I:** The Vorlons further modify the carrier's telepathic abilities. Increase the character's P level to 13. The carrier also develops the ability to sense Vorlon fragments within other people in Close (25 feet + 5 feet per P level) range (*Enhance Telepathy, TP Cost Varies*).
- ⑤ **Modification II:** The Vorlons further modify the character's telepathic abilities. He gains the use of one telepathic feat. They also alter the character's body so that it produces more power for telepathic efforts. The character gains a 'pool' of 10 hit points that he may use to fuel his telepathic abilities before tapping into his base hit points. This pool heals concurrently with the characters base hit points at a normal rate (*Extra Ability, Level 1, Costs 3 TP*).
- ⑤ **Modification III:** The Vorlons augment the character's telepathic abilities. Increase the character's P level to 14. The carrier expands his 'power pool' to 15 points (*Enhance Telepathy, TP Cost Varies, Extra Ability, Level 1, Costs 3 TP*).
- ⑤ **Modification IV:** The Vorlons augment the character's ability to pass unseen among normals. The character may appear to be any P level he wishes, including the ability to seem non-telepathic. Normal sensory perception will not detect the Vorlon servant's telepathic status if they so desire – the DC of any Telepathy based abilities attempting to discern the servant's telepathic power is adjusted by +6. The carrier expands his 'power pool' to 20 points (*Extra Ability, level 2, Costs 6 TP*).

Inquisitor: The Vorlons select inquisitors from among those who have tried to change the world and failed. These people may have been the wrong people at the wrong time, or may simply have had bad luck. In either case, the Vorlons grant them a chance to 'atone' for their failure by breaking those

who try to stand upright against the night. If they find someone who will not break, they are supposed to report back immediately; occasional moments of overzealousness are overlooked. All inquisitors are empathic; they may take 10 on any Sense Motive check and gain a +5 bonus to Intimidate and Sense Motive skill checks (*Improvement, Level 2, Costs 6 TP*). As they prove worthy, inquisitors receive further modifications:

- ⑤ **Modification I:** The Vorlons modify the inquisitor to give him basic telepathic powers. He may perform a surface scan a number of times per day equal to his class level. He uses this power as a P12. Invoking this ability causes 1 point of subdual damage to the inquisitor (*Telepathy variant, Level 2; Costs 8 TP*).
- ⑤ **Modification II:** The next modification performed by the Vorlons allows the character to perform a quick match of a target's personality against extremely sophisticated psychological models. The inquisitor makes a Sense Motive skill check opposed by the target's Bluff check. If the inquisitor succeeds he may add his Intelligence modifier to any Charisma or Wisdom based skill he uses on the target for the remainder of the scene (*Improvement, Level 2, Costs 6 TP*).
- ⑤ **Modification III:** The Vorlons augment the inquisitor's empathic abilities to enable him to strike greater fear in his targets. The inquisitor may use the demoralise opponent action of the Intimidate skill on a number of targets equal to his Charisma modifier (minimum two) as a standard action with no penalties, or on one target as a free action. Targets who fail to resist this skill check (by meeting or beating his check result with a modified d20 + Will + character level check) must make a second Will save (DC 15) or cower for 1 round rather than becoming shaken (*Improvement, Level 2, Costs 6 TP*).
- ⑤ **Modification IV:** The Vorlons augment the inquisitor's ability to inflict pain. He may use the 'pain' telepathic ability a number of times per day equal to his class level. He uses this ability as a P12. The inquisitor takes 1 point of subdual damage when invoking this ability (*Extra Ability, Level 1, Costs 3 TP*).

Memory Keeper: The Vorlons select memory keepers from among those who love order for its own sake. They take responsibility for remembering the things that have come before and from these events puzzling out the patterns of what may be. To many Younger Races, the memory keepers seem precognitive. In reality, they simply have access to social pattern and development data spanning hundreds of thousands of years. All memory keepers may take 10 on any Knowledge skill (*Improvement, Level 1, 3 TP*). As they prove their worth the Vorlons make additional modifications to them as follows:

Memory Keeper Knowledge (*Modification II*) DCs and Examples

DC	Type of Knowledge	Example Question
10	Common Knowledge.	Did First Ones once walk on the planet below?
20	Uncommon knowledge, known only to a small number of individuals.	What did they look like? Are they still here?
25	Obscure knowledge only to a select few.	What was their relative power compared to other First Ones? Is there a planet in this sector where the First Ones walked?
30	Extremely obscure or forgotten knowledge, virtually unknown by anyone else.	If they are still here, what is the code to attract their attention?

5 *Modification I:* The Vorlons modify the memory keeper to allow him to record everything that he personally encounters. He may make an Intelligence check (DC 15) to accurately remember any event he or another memory keeper encountered in the last million years. He must know exactly what he is looking for to access the stored memories of other record keepers; a general question like ‘are their First Ones on the planet below?’ will not generate a response (*Improvement, Level 2, 6 TP*).

5 *Modification II:* The Vorlons further modify the memory keeper, allowing him to use a variant of the lurker knowledge class ability. He may ask a question about the ‘First Ones’ or the history of one of the Vorlon client races and roll a d20 + Intelligence modifier + class level. The result determines whether or not the character receives an answer. The memory keeper may only roll once per question (*Data Tap, Level 1, 3 TP*).

5 *Modification III:* The Vorlons augment the memory keeper’s technical and scientific storage. He may now take 10 on Computer Use, Medical and Technical (any) skill checks, regardless of the circumstances (*Improvement, level 1, 3 TP*).

5 *Modification IV:* The Vorlons perform the final augmentation on the memory keeper. The memory keeper can now give access to his databanks to anyone performing a surface scan. This allows an unmodified telepath who performs such a scan to use the memory

keeper’s *Modification I* ability through the servant (*Extra Ability, Level 1, 3 TP*).

Protector: The Vorlons select protectors from those who have an intense love of a particular place. The protector takes responsibility for managing his assigned area, bonding with it over time. When the Vorlons create a protector they scatter probes throughout a specific area no more than 1,000 square km in radius. So long as the protector remains within this area he may make a Search skill check (DC 15) to locate any moving creature within the area (*Improved Sensors, level 2, 6 TP*). As he proves his worth, the Vorlons make the following additional modifications:

5 *Modification I:* The Vorlons enhance the protector’s combat abilities. While within his area of protection he gains +2 to all attack and damage rolls. His masters also extend his area to cover 10,000 square km (*Improvement, level 2, 6 TP, Improved Sensors, level 1, 3 TP*).

5 *Modification II:* The Vorlons further modify the characters defensive abilities by incorporating a force field generator into his body. So long as he remains near the power source (in this case, within his area) he gains DR equal to his Intelligence modifier (minimum DR 1) which stacks with any armour he wears. His masters extend his area to cover 100,000 square km (*Improvement, level 3, 9 TP, Improved Sensors, level 1, 3 TP*).

5 *Modification III:* The Vorlons augment the protector’s ability to move though his protected area. While within

The Vorlon Servant

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1 st	+0	+2	+0	+0	Adapted, Alternation Invisibility, Purpose, Subservient
2 nd	+1	+3	+0	+0	
3 rd	+1	+3	+1	+1	Purpose Modification I
4 th	+2	+4	+1	+1	
5 th	+2	+4	+1	+1	Purpose Modification II
6 th	+3	+5	+2	+2	
7 th	+3	+5	+2	+2	Purpose Modification III, Second Purpose
8 th	+4	+6	+2	+2	
9 th	+4	+6	+3	+3	Purpose Modification IV
10 th	+5	+7	+3	+3	Second Purpose Upgrade I

his protected area the protector gains +10 ft bonus to his tactical movement and may travel overland to anywhere in the area in one-quarter the normal time. His masters extend his area to cover 1,000,000 square km (*Improvement, level 2, 6 TP, Improved Sensors, level 1, 3 TP*).

- 5 *Modification IV:* The Vorlons augment the character's defence against telepathic intrusion. He gains the mind shield telepathic ability with an effective P level of 15 (*Extra Ability, level 1, 3 TP*).

Sebastian

'I was... found by the Vorlons. They showed me the terrible depth of my mistake... my crimes, my... presumption. I have done 400 years of penance in their service. A job, for which they said I was ideally suited. Now, perhaps, they will finally let me die.'

The Human who now calls himself Sebastian was taken by the Vorlons in 1888, during one of their last passes through the system before the telepathy experiments of the 2100s. They found him in his rooms on Harrisford Lane, crazed from syphilis and with all the police of London hunting him. The Vorlons noticed him because Sebastian had marked the psyche of London and his whole era; to those with psychic abilities, the actions of Sebastian were detectable from beyond the orbit of Neptune. The Vorlons looked into his mind, dissecting Sebastian's psyche with infinitely more precision than the young medical student had used on his prostitute victims. They saw that Sebastian's madness had driven him to search for the ugliness and sickness in the beautiful, to find damning flaws and signs of immorality in the things he was attracted too.

This, the Vorlons could use. They brought him to Avalon and prepared him for use as an inquisitor. With the next war being so important, thanks to the large-scale development of telepaths, the Vorlons had to ensure that their servants and allies were trustworthy. A flawed tool could undo all the grand design of the Vorlons; everyone would have to be tested to the edge of destruction. Sebastian was sent on mission after mission, testing those who believed they could make a difference in the galaxy. They all failed. Even Dukhat, the Minbari leader, proved to have feet of clay and was found wanting in the eyes of the Vorlons.

Sebastian's twin curses were immortality and hope. The Vorlons would not permit him to rest or die, but kept sending him on crusade after crusade to world after world. On each world, he met some hero or prophet or leader who seemed to be the One who would fulfil all Sebastian's hope, to be the pure and bright One who would save the galaxy and not fall to the darkness. Each time he believed that this might be the one, which drove him to test them all the harder – and until Babylon 5, each one failed.

Roleplaying with Sebastian

Sebastian's role as inquisitor is his entire existence; in the periods between his missions, he is preserved on Avalon. When acting as an inquisitor, he is merciless and brutal, cutting away at all the lies and self-delusions until he is left with the naked truth of an individual's identity. It is his own hope that drives him to be so cruel – the more he believes that a character is good and pure, the more he wants to break them and prove that they are flawed, evil, disgusting and sick. His mannerisms and speech are old-fashioned, a product of his background and upbringing.

When the Vorlons depart, Sebastian may finally be permitted to die, but the Vorlons were less than conscientious when it came to clearing away their other creations, like the telepaths. Without a master, Sebastian might continue his inquisition, testing the next generation of leaders and exemplars for flaws. Alternatively, he could fall back on old habits...

Sebastian

1st Level Human Scientist / 1st level Lurker / 7th Level Vorlon Servant (Inquisitor)

Hit Points: 23

Initiative: +2 (+2 Dex)

Speed: 30 ft.

DV: 16 (+4 Reflex)

Attacks: +2 melee or +5 ranged

Special Qualities: Primary Area of Study (Medical), Lurker's Knowledge, Inquisitor Modifications I, II and III

Saves: Fort +7, Ref +4, Will +8

Abilities: Str 9, Dex 15, Con 10, Int 14, Wis 14, Cha 14

Skills: Concentration +10, Hide +6, Intimidate +17, Listen +11, Knowledge (alien life) +12, Knowledge (history) +12, Knowledge (telepathy) +12, Knowledge (star systems) +6, Medical +12, Move Silently +6, Sense Motive +17, Spot +11, Telepathy +12

Feats: Ability Focus (surface scan), Blind-Fight, Iron Will, Nerves of Steel

Sebastian's cane contains Vorlon technology, giving him the ability to use the fourth Inquisitor modification. It also allows him to control other Vorlon devices as if he had the Organic Command telepathic power.

Inquisitor: Sebastian may take 10 on any Sense Motive check and gains a +5 bonus to Intimidate and Sense Motive skill checks.

I: He may make a Surface Scan up to seven times per day as a P12 telepath.

II: If Sebastian makes a Sense Motive skill check opposed by his target's Bluff check, he may add his Intelligence modifier to any Charisma or Wisdom based skill he uses on the target for the remainder of the scene.



III: Sebastian may use the demoralise opponent action of the Intimidate skill on a number of targets equal to his Charisma modifier (minimum two) as a standard action with no penalties, or on one target as a free action. Targets who fail to resist this skill check (by meeting or beating his check result with a modified d20 + Will + character level check) must make a second Will save (DC 15) or cower for 1 round rather than becoming shaken.

Shayel

In the annals of the religious caste of the Minbari, it is recorded that Valen had an inner circle of trusted advisors and counsellors, who helped him as he fought the great war against the darkness, as he formed the Anla'shok, and as he reformed the clans into the three castes. One of his most trusted friends was a telepath called Shayel, who was one of the first devotees of the religious caste.

It is said that Shayel was slain by a demonic assassin who was trying to kill Valen himself. As Shayel's life ebbed away, Valeria descended from the heavens and took Shayel's body to the stars. As with so much of the Minbari's religious prophecy, all this is entirely true. The telepath Shayel was mortally wounded fighting one of the last Shadow-controlled Techno-Mages sent to kill Valen. The Vorlons decided that Shayel was too useful a tool to be destroyed in this manner, so they took her with them when they departed Minbar after the war.

Shayel's role since then has been the preservation and defence of the Minbari people. The Vorlons consider the Minbari to be their most useful allies in the coming war and they must be protected from Shadow influence. Two centuries after the Vorlons took Shayel from Minbar, they brought her back. She now dwells in a temple dedicated to her name in the wilderness beyond Tuzanor, ruling over a sect of monks who keep her secret. For 800 years, Shayel has watched over Minbar for the Vorlons. Whenever any agent of the Shadows set foot on her world, she and her monks destroy them.

Shayel knew some of Valen's secrets; she knew what it meant when he said he was a Minbari not born of Minbari and protected the children of Valen when they returned home. Her long vigil on Minbar has led her to distrust those who leave the planet's crystal-speckled soil; Shayel has not seen any of the new Minbari colonies and has never encountered a Narn or a Human. Her great age gives her a measure of wisdom but she is intensely parochial.

Roleplaying with Shayel

It is unlikely that non-Minbari will ever meet Shayel, as she never leaves the Minbari homeworld. Even Minbari are unlikely to discover her secret – that she is an immortal servant of the Vorlons is known only to her monk followers and they are sworn to secrecy. She would emerge from her temple if Minbar was threatened by the Shadows or their agents.

Shayel could be a deciding factor in the Minbari civil war, although her conservative beliefs will be put at odds with anyone who believes that Minbar should open itself to offworlders or change from the caste structure put in place by Valen.

Shayel

7th Level Minbari Telepath (was P8, boosted P14) / 7th Level Vorlon Agent (Protector)

Hit Points: 28

Initiative: +6 (+2 Dex, +4 Improved Initiative)

Speed: 40 ft.

DV: 14 (+4 Reflex)

Attacks: +12 melee or +11 ranged

Special Qualities: Religious Caste (+2 to all Knowledge checks), Enhanced Telepathy, Maintain Concentration, Protector Modifications I, II to III

Saves: Fort +9, Ref +4, Will +9

Abilities: Str 14, Dex 13, Con 16, Int 11, Wis 13, Cha 12

Skills: Bluff +12, Concentration +13, Diplomacy +6, Hide +7, Knowledge (history) +8, Listen +12, Move Silently +7, Sense Motive +6, Spot +6, Telepathy +17

Feats: Great Fortitude, Ability Focus (deep scan), Ability Focus (Jamming), Meditation, Mindshredder, Silent Tread, Enhanced Speed, Iron Will, Improved Initiative

Telepathic Abilities: Accidental Scan, Communication, Deep Scan, False Memory Implantation, Jamming, Locate Mind, Mind Shield, Pain, Second Sight, Sense Telepathy, Surface Scan, Warning.

Shayel's robes contain a cloaking field, giving her a +4 bonus to Hide and Move Silently checks. She has also had her telepathic powers improved by the Vorlons, giving her many more abilities than she would normally possess.

Protector: Shayel may make a Search check (DC15) to locate a creature anywhere on Minbar.

I: While on Minbari, she gains +2 to all attack and damage rolls.

II: Shayel has DR 1.

III: While on Minbari, Shayel gains +10 ft. bonus to her tactical movement and may travel overland to anywhere in the area in one-quarter the normal time.

Lord Kourai Dasc

It was the grand old days of the Centauri Republic. The Great Lion of the Galaxy had conquered dozens of worlds, bringing civilisation and good manners to the barbarian species of the galaxy. Decaying races like the old Minbari made away for the young and forceful Centauri, and there would be no end to their eternal empire.

In truth, the Republic had reached the limits of its expansion and was beginning to decline. This would not become evident for another two generations but the days of glory and wonder were over forever. A new breed of Centauri noble was coming to the fore, a breed of decadent planetary landlords instead of the ambitious, brave and dashing explorers that had driven the Republic's rise.

Lord Dasc was a Centauri born out of his time; he would have been suited to the bright days of two centuries earlier, instead of the rather dull period he grew up in. He searched the Republic for some new frontier, for some new challenge. Eventually, he heard tales of the mysterious Vorlons, from whose space no traveller had ever returned. 'Marvellous', thought Lord Kourai Dasc, who set off immediately in his private yacht.

Why the Vorlons accepted him, when they had briskly annihilated so many others, is unknown. Dasc's vessel was permitted entry into Vorlon space and met by a transport

ship, which brought him to Avalon. Since then, Lord Dasc has been a spy and agent for the Vorlons, sent on missions that require a modicum of discretion and initiative. Dasc's rather flamboyant and eccentric style conceals a keen intellect and clever approach to problems. He is an accomplished agent of the Vorlons who happens to act like (and indeed is) an egotistical and dangerous Centauri noble.

Roleplaying with Lord Dasc

Lord Dasc should initially be played for laughs; he is an exaggerated Centauri fop, swaggering yet effete. He demands the best things in life and has a very high opinion of both himself and his station. However, beneath this, he is a servant of order and of the Vorlons (although he serves them because their missions offer him a challenge and a thrill unavailable elsewhere in the galaxy).

Of all the servants of the Vorlons, Dasc is one of the easiest to slot into a campaign – he can show up anywhere in the galaxy on one secret mission or another.

Lord Kourai Dasc

9th Level Centauri Agent / 3rd Level Vorlon Servant (Spy)

Hit Points: 22

Initiative: +3 (+3 Dex)

Speed: 30 ft.

DV: 19 (+9 Reflex)

Attacks: +7 melee or +7 ranged

Special Qualities: Security Systems, Sneak Attack +2d6, Skill Mastery (Bluff), Purpose (Spy)

Saves: Fort +6, Ref +9, Will +4

Abilities: Str 11, Dex 16, Con 10, Int 13, Wis 11, Cha 16

Skills: Balance +8, Bluff +15, Climb +4, Computer Use +6, Diplomacy +9, Disguise +8, Escape Artist +8, Gather Information +13, Hide +8, Intimidate +7, Jump +5, Listen +9, Move Silently +8, Pick Pocket +8, Pilot +8, Search +6, Sense Motive +10, Spot +9

Feats: Iron Will, Lightning Reflexes, Noble Birth, Spacecraft Proficiency, Weapon Finesse.

Dasc's masterwork coutari has been upgraded with Vorlon technology; it can cut through almost any armour (it ignores the first 5 points of DR from armour) and can also be charged with bio-electricity to deal another 2d6 points of damage on a successful hit.

Spy: Dasc's senses have been enhanced, giving him a +4 bonus to Spot and Listen checks, and enabling him to see deeper into the infrared and ultraviolet than normal. He can see invisible Shadows.

Shadow History

For most of the other First One races, it is at least possible to guess at their point of origin. The Vorlon homeworld may be long since destroyed but its original location can be determined. The path of development of the First Ones, from their initial evolution to their first steps into space to the dawn of their empires can be followed.

The Shadows, by contrast, came out of nowhere. The initial contact that the rest of the galaxy had with the Shadows was four million years before Z'h'dum, when an unthinkable vast armada of advanced Shadow vessels swept through the galaxy. Somehow, the Shadows had managed to reach a point where their technology was the equal of any race in the galaxy save the Speakers, and where their numbers were so vast as to be virtually uncountable (the Vorlons estimated that the Shadows must have had at least a hundred colony worlds to support their armada).

Where did the Shadows come from? Their own earliest record is just five words – *'Every Light Carries A Shadow'*, which is less than illuminating.

The most common theory advanced for the origin of the Shadows is that they were engineered to be a warrior race, living weapons bred by some elder species. Certainly, the Shadows were highly efficient killers and their physiologies are extremely similar to the organic technology they would come to use for their ships. Either the Shadows based their technology on their own flesh (tantamount to Humanity building its starships out of bone and muscle) or both Shadow and Shadow-ship were designed by the same hand.

This does not explain, of course, where the Shadows actually came from. If they were engineered by one of the other races of the galaxy then they must have turned on their masters,

as the Shadows were willing to make war on all the known species of the Speaker's alliance. If the creators of the Shadows dwelt somewhere else in their galaxy, then no definite trace of them was found during the great expansionist period that followed the First Shadow War.

Another theory suggests that the Shadows actually predate Lorien. Time and time again, the Shadows buried themselves and their ships in the dark places of the galaxy, sleeping for ages before rising up again. Perhaps the Shadow awakening four million years ago was just another interruption of their aeon-long sleep; they might have raised towers and carved their dark runes millions of years before Lorien looked at the stars. Combining the two theories, the Shadows might have been created by an elder race before Lorien, then put to sleep for millions of years. Perhaps the progenitors of the Shadows feared competition and left the Shadows behind as living bombs to wipe out any races that evolved later in this galaxy.

During the latter Shadow Wars, many of the Younger Races independently developed the same myth; the Shadows are an inherent property of life in this galaxy. Once a race reaches a certain level of technological and cultural advancement, the Shadows come for them, out of the darkness. In this myth, the Shadows are born of a race's nightmares and fears.

It is as good a theory as any other.

Born in Pain The First Shadow War (Z-4,000,000)

Evolution through Bloodshed.

The Vorlons were easy. Cryptic, ancient, alien, with minds weighted down by millions of years of experience and calcified into patterns of cold fractal order, but at least they kept good diaries. We can trace the pattern of Vorlon history because the Vorlons recorded it all, often in obsessive detail. The Vorlons left a vast legacy of data, encoded in crystals and organic computers and in our own cells.

The Shadows left *nothing* by comparison. There are a few ancient stones on isolated worlds marked with Shadow runes, a scattered handful of artefacts, but for the most part, we must assemble the history of the Shadows from the nightmares of other races. They are the eternal outsiders, the eternal enemy. They are the Shadows of life.

We have only a few of their own words and these are contradictory. The Shadows seemed to eschew their own history, summing up millions of years of war and pain in a single bizarre axiom. In each age of the Shadows, they took what they needed to survive from the past and moved onwards, shedding their previous identity. They evolved constantly.

As the galaxy moved on, so too did its Shadows.

Analyse the term: 'Every light carries a shadow'.

The implication is that the Shadows define themselves in relation or opposition to others. They cannot answer the question 'who are you?' because their identity is dependent on who is asking the question. The Shadows adopted the question 'what do you want?' because it enabled them to focus their opposition and action.

The real question is: What is the 'light' referred to? Life? Order? Hope? The stars? And what are the Shadows? How much do the Shadows self-identify with the darkness?

That's not much of an answer.

Of course not. Every elder race is insane according to the light of another elder race.

The Shadows attacked the other races with a vast armada. Their ships were nowhere near as advanced as their organic cruisers of future millennia, but neither were the ships of their enemies. The other races were driven back. The Shadows believed in evolution through bloodshed: only that which is fought for and won is of any value. They had to test themselves against the other races, to prove their worth through battle and victory.

For a time, they were unstoppable. The galaxy had never known a war like this one. Races that might have built galactic empires and lived for a billion years were wiped out as the black ships of the Shadows cut through them. Some races tried to bargain with the Shadows, offering them wealth or power or service – the Shadows had no need for such things and bargaining was proof of the races' weakness. Others tried to communicate with the Shadows, trying to find out what the Shadows wanted. They received only echoes.

The initial Shadow attacks were brutal but also very simple. They struck at strategic targets like shipyards and supply depots, jump gate queues and military bases. Their tactics were efficient and well-executed, but highly conventional. Within a century of conquest, however, they had learned to sow chaos by making unpredictable strikes deep into enemy territory. The defensive lines of the enemy races like the Vorlons, Triad and Xu Ha collapsed, and the Shadows swept on towards the galactic core.

The Speakers organised a resistance against the Shadows, drawing ships from all the races together. They made their stand in the galactic core. The Shadows sought to test themselves against the great adversaries so their entire fleet hurled itself against the alliance of light in the heart of the galaxy.

The Shadows were superior to all the other races – save one. The technology of the Speakers, of Lorien's race, was far beyond that of the Shadows. The Shadows were unable to destroy the ships of the Speakers, but the Speakers were protecting the inferior vessels of the other races. The greatest battle in history was turning into a stalemate and the Shadows hesitated. Why were the Speakers protecting inferior species?

That momentary hesitation cost the Shadows the war. Protected by the Speakers, the other races were able to rally their forces and launch a counterattack. They had inferior technology but they had the advantage of both numbers and organisation. The Shadows were defeated.

The Judgement of Lorien (Z-4,000,000)

Chaos cannot be mastered.

Lorien spared the Shadows. The Vorlons devoted centuries of time and effort to analysing this decision and justifying it to themselves. The Shadows accepted with four words – 'chaos cannot be mastered'. It was simultaneously an explanation of why their race had been spared and an oath for the future.

In the aftermath of the war, the galaxy united. The Shadows were loyal to Lorien and his Speakers but were otherwise outside the galactic community. They settled worlds on the fringes of known space and vanished from the sight of the other races. In the dark places of the galaxy, the Shadows grew strong again. They refined their technology; the Shadows were the first to master organic technology and their first living ships were born in the darkness of dead worlds.

It is difficult to match the Shadows' progress up to the standard model of development. Despite their loyalty to the Speakers, they were never awed by them as the other races were, so the Shadows were never truly in a Second Age where they were manipulated by an Elder Race (at least, not in recorded history – it is conceivable that the Shadows were in their Second or even Third Age when first encountered). They had yet to define themselves as agents of chaos, but even then they were subtly different from the other races.

While the galaxy beyond the Shadows' dark fastnesses entered into a golden age, the Shadows were only tangentially involved. They were not without friends and allies in the galaxy but they stood apart. They traded the principles of organic technology, but held other secrets to themselves.

Deathbreak (Z-4,000,000)

The passing of the Speakers broke the Shadows' fragile links with the other races. They withdrew from the alliance of

Addendum: After the defeat of the Drakh Third Unity in 2504, religious texts were discovered on the Drakh mothership *Eyebiter* that referred to the Shadows and the origin of their philosophy. It describes the primordial Shadows encountering a 'god of the void' who gave them their first principles – evolution through bloodshed, chaos through warfare, perfection through victory. While this 'god of the void' is presumably a mythological figure, it could be an indication of the origins of the Shadows.

The obvious explanation for these myths is that they represent an elder race creating the Shadows and setting them on their path as living weapons. Alternatively, the Shadows would hardly be the first race to spontaneously develop their own apocalyptic religion.

However, *Eyebiter* was located in the orbit of 5x-w04, a world that was blasted by the Vorlons in the closing stages of the final Shadow War. Archaeological digs in 2350 by IPX revealed that the Shadows had a massive base there, which bore close resemblance to the structure of the Great Machine on Epsilon III. If there was a time rift in that system in the past, the Shadows could have reached back in time to the very founding of their race.

If the Shadows inspired their own ancestors, then the Shadow philosophy becomes a continually self-refining loop; their commitment to evolution would be constantly evolving. The Shadows might have been Shadows of themselves.

racess, passing deeper into the darkness. While the other First Ones were forced into their traumatic Third and Fourth Ages, the Shadows returned to their dark worlds and began to prepare.

The one restraint on the Shadows was gone – every other race in the galaxy was now subject to the three principles:

- ⑤ Evolution through bloodshed
- ⑤ Chaos through warfare
- ⑤ Perfection through victory

What was the relation between the Vorlons, the Shadows and the other races?

Fraught. If i may use an analogy...

Please do.

The Vorlons are the priggish, anal-retentive, overly-nervous ones who hide behind the letter of the rules and run to teacher whenever there's any trouble. The Shadows are the freaky hillbilly cousins who no one really likes and who have picked up some weird religious beliefs. Screw both of 'em.

Million-year old transcendent civilisations debating the fate of the galaxy use phrases like 'screw both of 'em'?

I said it was an analogy. According to the organic memory cells found on the Trieste Derelict in 10,033az, what they actually said was 'Zog both of 'em.'

I think the solar flares are affecting you again.

Less than four hours to go before Sol goes Zog.

The Shadows reaffirmed these three principles as the central pillars of their culture and for the rest of the race's time in the galaxy, the three principles would determine how they would interact with all others. Their transition to a Fourth Age was unnaturally smooth; they had already been committed servants of chaos, held in check only by their oath to the Speakers. Now, the Shadows were free to act.

While the other races desperately tried to hold back death, both for themselves and the Speakers, the Shadows embraced death. Death is a necessary part of evolution; the immortals are static, unchanging, and therefore eternally imperfect. The Shadows eschewed the technology of immortality used by the other First Ones, instead devoting their creative energies in other, stranger directions.

Long before the Vorlons had achieved transcendence into energy beings, the Shadows had become creatures of elemental darkness, merging the matter of their bodies with vacuum and nothingness in an incomprehensible fashion.

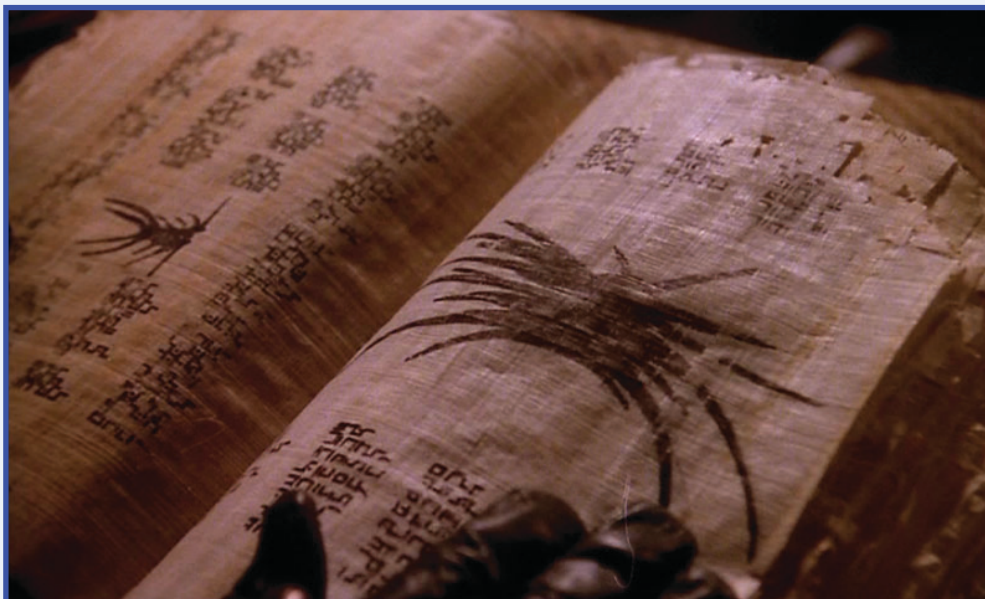
The Time of Wars (Z-3,000,000 to Z-2,000,000)

Chaos through Warfare.

By the time of the Xu-Ha war, the Shadows had not been seen in the galaxy for millennia. There were worlds on the Rim that the other races nervously avoided but the black spider-ships had not been seen in centuries. Many races believed that the Shadows had followed their Speaker patrons into oblivion and indeed the Shadow worlds were clustered around the tomb world of Z'ha'dum.

Indeed, most of the Shadows were sleeping and so they missed the beginnings of the Xu-Ha's lethal psychic purge. The Xu-Ha destroyed hundreds of younger, pre-Transcendence races

using psychic weapons, which drove the Shadows almost insane. While the Shadows had vowed to dedicate their existence to destruction and chaos, it was destruction and chaos *with a purpose*. The Xu-Ha had not weeded out the weaker races and allowed the superior ones to thrive, they had performed a blanket extinction on all lower life forms within a vast swathe of space. This could not be tolerated, could not be allowed to continue.



While the other races attacked the Xu-Ha's borders, the Shadows took a different approach. Thanks to their unmatched mastery of hyperspace, the Shadows could infiltrate ships deep into Xu-Ha space without being intercepted. The Shadows struck at the Xu-Ha's psychic weapons, destroying them as they floated in the darkness between stars. The Shadows' aim, however, was not to completely wipe out the psychic annihilation devices deployed by the Xu-Ha, but to create islands of safety within Xu-Ha space. The Shadows informed the dying lesser races of the location of these islands and let them all crowd into the handful of systems not under Xu-Ha assault.

War was inevitable. Even as the Vorlons and their allies pushed deeper and deeper into Xu-Ha space, the surviving lesser races fought tooth and nail for dominance within the islands of safety. The Shadows slipped back to the Rim, confident they had done what was necessary.

Again, the Shadows slept on the Rim, dreaming black dreams of death and conquest.

The next great event to shake the galaxy was the Thirdspace war and the attack of the hand. This time, the Shadows were hardly seen at all – they committed only a fraction of their ships to the defence against the invaders. Far more of the Shadows were observing or even fighting on the side of the Thirdspace aliens – out of all the races in the galaxy, only the Shadows were the slightest bit compatible with the virtually incomprehensible aliens. Many of what would become trademarks of the Shadows' style of death – the sudden attacks, the use of hyperspace as a launching platform, the subversion of lesser races as servants and fodder – they learned from the Hand and its masters.

Meanwhile, the Shadow worlds on the Rim of the galaxy became refuges for the few surviving Younger Races. The Thirdspace aliens had conquered the entire galactic core,

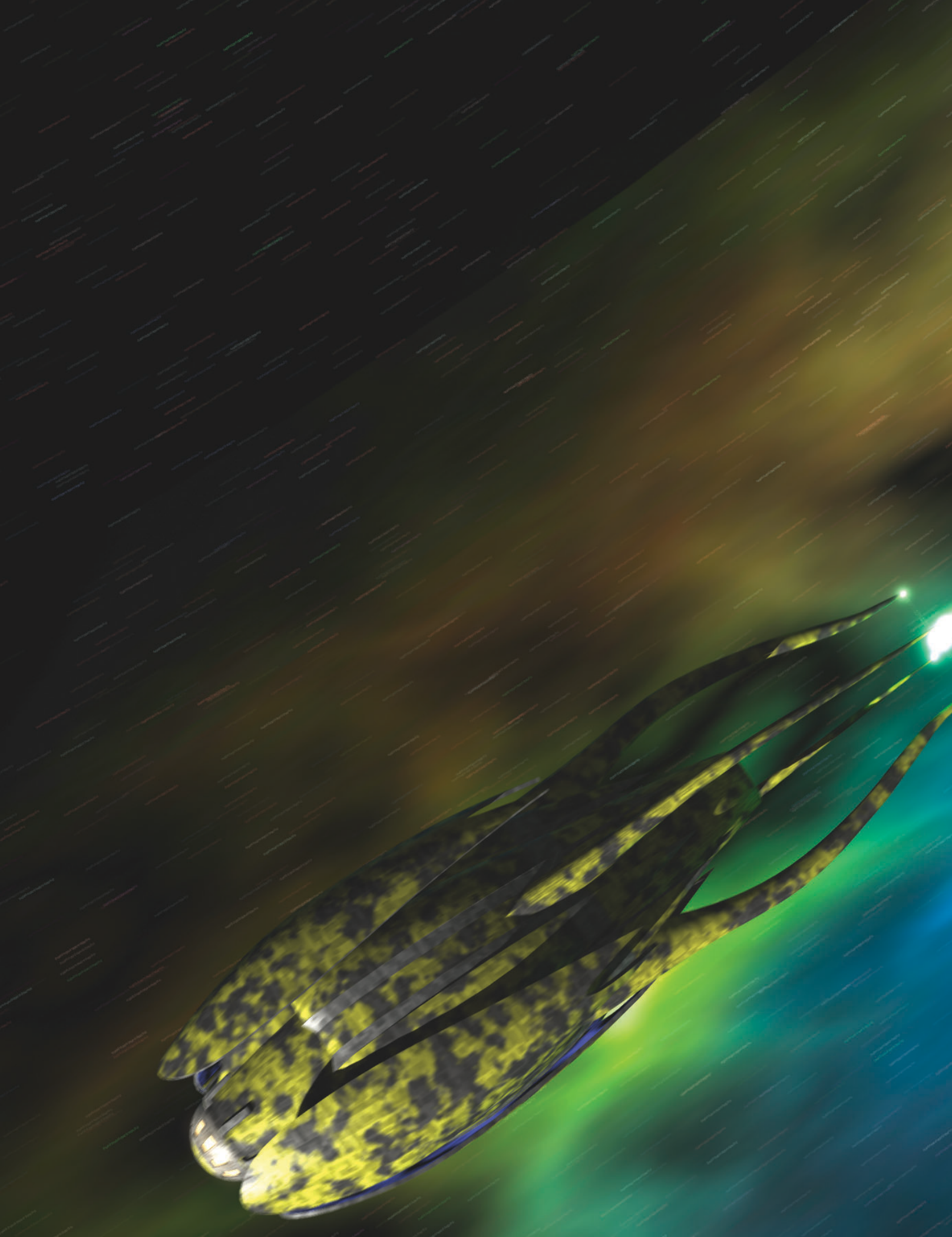
so the races fled towards the Rim. The Shadows dwelt underground, so the surface of their colony worlds was largely untouched. For the first time, Younger Races were dwelling in close proximity to an Elder Race. In this time, the Shadows began to create their own version of the Hand, their own cults and servitor races. While they lacked the overwhelming telepathic power of the Thirdspace invaders, they had something even more seductive and beguiling – the question, 'what do you want?'

Eventually, however, the alliance of First Ones demanded the Shadows' aid. The resources of the Shadow colonies was nowhere near equal to the demands of the Shadows' new fleet, so they developed a new method of producing organic technology. The Younger Race colonies on the surface of the colony worlds were harvested. The Younger Races became hosts for weapons components and computer processors; the rich life of their new-tilled farmlands became a womb for black ships. Those who had tried to take refuge with the darkness were now consumed by it.

The Exodus (Z-2,000,000)

Perfection through Victory.

Through great effort and sacrifice – little of which was paid by the Shadows, who were only too willing to let the Vorlons and other First Ones martyr themselves to get rid of the Thirdspace gates – the invaders were defeated. The blame for the gates' creation lay with the Vorlons but the Shadows were the only race willing to make this accusation. The Shadows demanded that the Vorlons be destroyed for their crimes against the galaxy. When it was pointed out to the Shadows that they had faced a similar judgement and had only been spared by the intercession of Lorien, the Shadows were simply





uncomprehending. Lorien's action had been a random, chaotic event, not a precedent for sparing a dangerous and flawed race. However, the other First Ones disagreed, having no more stomach for war. The Vorlons' supposed crimes were ignored and the other First Ones agreed that their time in the galaxy was coming to an end.

The Shadows retreated to their border worlds once more and ignored the galactic debate about what was to be done. They were selected as guardians of the young almost by default, as they showed no interest in going beyond the Rim. The Shadows' nature as agents of chaos had become clear in the last war so the Vorlons were chosen to balance them.

The passing of the other races was hardly noticed by the Shadows. Let the other, flawed race run to the great beyond; the galaxy was in the claws of the Shadows now, and this time, they would do it right.

The Shadow Wars

Look to the Vorlons for detailed descriptions of the movements and crescendos of each clash of philosophies, of each evolutionary spasm in the galaxy. The Shadows never cared to remember if they wiped out the Quin in the Fourth Shadow War or the Fifth War, or which system was the scene of the turning point that permitted the Vorlons to fight back. Such details are unimportant trivialities; the Shadows lived in the moment of victory, in the scream of carnage and death.

The Shadow Wars became *instinctive* to the Shadows and their creations. A lone Shadow or even a trivial Shadowtech device would try to start wars and so chaos, because the pattern of war, chaos, bloodshed and evolution was completely and inescapably engrained into its nature. The Vorlons frantically planned in advance for each war, where the Shadows were guided by circumstance and fate, adapting to the situation each time they awoke. As time went on, they became more and more accepting of chaos, even letting the duration of their slumbers be dictated by the movements of Younger Races. The *Icarus* awoke the Shadows because the Shadows were waiting for an event out of their control to mark the end of their sleep.

The rules of engagement were established after the First Shadow War. The only reasons the Shadows accepted these rules were, firstly, the fact that Lorien blessed and supported the rules, and secondly, because the Vorlons had an alliance of other First Ones ready to attack the Shadows if they did not accept the arrangement. The Shadows saw the rules as a transparent attempt by the Vorlons to avoid necessary bloodshed and carnage, and to permit weak willed, orderly races to thrive at the expense of more worthy species.

Cults and Conspiracies

The enemy does not move openly...they work through others, use others.

The Vorlons chose to act through agents in a great hierarchy and to use deceptions like the Angel Guise to force the Younger Races to obey them. The Shadows, on the other hand, preferred to gather supporters and allies around them. The Shadows never pretended to be gods or divinities; they never forced races into slavery using genetic compulsions. The three principles applied to the Shadows just as much as the Younger Races; they had to prove their superiority too. The Shadows never believed they were innately superior like the Vorlons did; they rejoiced in every victory because they had won each victory through strength, will and cunning.

With each war, the Shadows' connections to the lesser races grew stronger. As the tide of darkness washed back after each war, after the Vorlons drove back the waves of night, it left cults and conspiracies beached in the cultures of surviving races. When the Shadows awoke the next time, they found willing allies waiting for them. The Shadows needed only to sow chaos, in contrast to the Vorlons' epic and painstaking efforts to enforce order. A single word in the right ear, an abandoned technological toy, a handful of deaths could have massive, unpredictable repercussions and ruin 10,000 years of the Vorlons' work. It is easier to tip a planetary socio-economic system into chaos than it is to force it into order.

The wars continued. The Shadows would attack, sow chaos, turn races against each other. Some would live, some would die. The Vorlons would end the war, driving the Shadows

The Claiming of Z'ha'dum

The Shadows established a presence on Z'ha'dum sometime during the Vigil, presumably to defend the few remaining Speakers against attack (although seeing as the Shadows went to Z'ha'dum after their return from the Lesser Magellanic Cloud, and hence just after the rules of engagement had been created, it is possible they intended to somehow lobby Lorien for his support in changing the hateful rules). This base would grow and grow over the following millennia, until Z'ha'dum became the Shadow's adopted homeworld.

When the Shadows first went to Z'ha'dum, they erected a standing stone marked with a rune, as was their custom. This stone stood until the world was destroyed in 2261.

The rune said, simply, *'only shadows can fight shadows'*.

The Eye

The Eye of the Shadows was constructed 50,000 years ago. It was a biological computer system of surpassing complexity, capable of directing all of the Shadows' fleets. This was not a central control system – such centralisation runs counter to the Shadows' belief in chaos. Instead, the Eye functioned as an advisor and spy, telling the ships and Shadows when they needed to react and to force reactions.

The Eye was a construct greater than the Great Machine, more powerful than the machine world of Fiachra, more intelligent than any mind conceived of in the galaxy since the age of the Speakers. It looked into all the secret places, taking in whole spiral arms in a single glance. A thousand years ago, the Techno-Mage Weiriden was bonded with the Eye, giving it a terrible creativity and insight into chaos.

In truth, the Shadows could have stepped away from the cause of chaos thousands of years ago. The forces they put in place, the Eye and the Drakh and the black ships and all their other servants could have carried on the eternal war without the Shadows' presence.



Streibs and Shadows

The Zener (glimpsed in the episode *Ship of Tears*) bear a close resemblance to the Streib (*All Alone in the Night*). While *Babylon 5*'s creators have declared that the Streib are not the same people as the Zener, the physical and behavioural similarities suggest that there is a connection. Most likely, the Streib fled Shadow control in the past and are an offshoot of the Zener; alternatively, they could be the 'original' Zener, left behind when the Raglans transported them.

back into the darkness. The retreating Shadows would plant technological seeds on worlds as they fled; these seeds would mature into ships and bases during the long sleep.

Some races became servitors of the Shadows, becoming wholly committed to the cause of chaos and evolution. The Shadows treated these races as tools for the most part, but tools with the potential to grow. The Shadows would pit the Drakh or Zener against almost impossible odds, forcing their servitors to adapt or die. Where the Vorlon coddled and protected their servants, the Shadows knew that protecting the weak was a futile and immoral act.

The Drakh (Z-550,000)

The Shadows first became aware of the Drakh when they destroyed the Yithri Guilds using a virus. The Vorlons were angered by this intrusion and blasted the Drakh homeworld down to the bedrock. Intrigued by the insolence of the young race, the Shadows rescued a handful of Drakh from the destruction. The Drakh had lost almost everything – culture, homeworld, technology, industrial infrastructure – and had to rebuild from nothing. The Shadows gave them little help; after dropping the few thousand Drakh survivors off on a hidden world, they let the Drakh fend for themselves.

Over the next half a million years, the Drakh would become the most trusted and advanced of the Shadows' servants. The Drakh co-ordinated the activities of the Shadows' agents and watched over their places of power between wars. Unbeknownst to the Drakh, they were being groomed for a higher purpose – if the Shadows had continued for another million years or so, they would have pitted themselves against the Drakh, to see which of the two races was truly superior. If the Drakh had managed to become better agents of evolution than the Shadows themselves, then the Drakh would have been permitted to destroy the Shadows and take over the role of guardian of the Younger Races.

The Zener (Z-3,000)

The Zener no longer remember their origins. Aeons ago, they were transplanted by another race, probably the Raglans, to a distant world. Their masters vanished but the Zener took what happened to them as a sign; once they reached the stars, they began to abduct and test species, just as they had been abducted and experimented on. The Shadows became aware of the Zener's activities and essentially adopted the race.

The Zener brought samples from the races back to the Shadows for processing and testing; the more worthy species would be contacted during the next war and asked what they wanted. Weaker races would be used as biological substrata in Shadow organic technology. The Zener became technicians for the Shadow vessels.

The Shoggren (Z-2,000)

The Shoggren were a brutal warrior race. They enjoyed a brief heyday when the Shadows began to use them to weed out the youngest of races – up until then, the Shadows had only interacted with races that had achieved spaceflight, but the Vorlon policy of altering the genetic codes and beliefs of infantile, pre-space races meant the Shadows had to take action. The Shoggren found themselves being transported from world to world, attacking primitive races. If a race survived the assault by the Shoggren, then they were worthy to go into space and the Shadows would come for them after a few hundred years. The Shoggren were a sort of filter, destroying the weak, Vorlon-tainted races before they made it to the stars.

The Shoggren experiment failed; the berserkers grew decadent and weak and the Shadows abandoned them. A few Shoggren escaped on stolen ships; most were used as fodder for the Shadow Warriors.

Addendum: 10,000 years before Sheridan went to Z'ha'dum, the 'ancients walked openly among us and fought the Shadows', according to the Minbari legends. Presumably, the other First Ones resident in the galaxy recognised that the Shadows were on the verge of winning the war and the Vorlons called on old prejudices and bargains to get the help of the other elder races. The Shadows were driven back and slumbered for a long period, giving the Vorlons time to enact their plans of religious control and telepathy.

The Techno-Mages (Z-1,650)

Over and over, the Younger Races proved to be more unpredictable and creative than the Shadows in the application of chaos. The Shadows had recruited these as agents for millennia – the Drakh, the Zener, but also individuals from the Younger Races, like Mr Morden. No one knows the desires and hungers of a race better than a member of that race. Eager to pursue this line of malice, the Shadows developed a method of enhancing the powers of a Younger Race, giving them access to the technology of the First Ones millions of years before their minds were capable of comprehending it. The technology would serve the race on a mystical, instinctive level. The chosen race would be able to wield the power of the First Ones without needing to understand the foundations of their power.

The Shadows and their agents searched the galaxy for a suitable race. The Zener were too cowed; the Shoggren too stupid and the Shadows feared what the Drakh would do with such power. They eventually selected a pre-space species called the Taratimude. A handful of the warrior Taratimude were implanted with techno-organic systems of surpassing power and subtlety. Within a generation, the new Techno-Mages had virtually destroyed their civilisation.

The Techno-Mages attempted to break free of the Shadows' control and managed to graft their technologies onto other races. Although there were no more Taratimude Techno-Mages, the actions of the Techno-Mages of the other races began to affect the galaxy. The Vorlons grew irritated with the Techno-Mages' meddling and wiped most of the fabulists out. The Shadows had their Drakh servants supply the surviving Techno-Mages secretly – while the Techno-Mages now refused to obey the Shadows, their creators were confident that the impulses inherent in Shadow technology would ensure the mages would serve as agents of chaos.

The Last Shadow War (Z-1,000)

The Shadow War of a thousand years ago began like any other. Slowly, across the dark worlds on the Rim, the Shadows began to awaken. Ships buried deep in the soil twitched and stretched and screamed. Their servants were called back to the empty halls of Z'ha'dum and the preparations for war began again.

The Eye had identified the Minbari as the most dangerous race of the present age; the Shadows were aware that the Vorlons had lavished time and energy on that species and the Shadows expected the Minbari to be their chief opposition in the war. Shadow agents were dispatched to infiltrate Minbari society and turn the clans against each other, while the other

racers were contacted by the Shadows' minions to determine who would live and who would die.

The Shadows established forward bases on many worlds as they massed their forces for an assault on the Minbari. The Eye whispered that putting sufficient pressure on the Minbari's military would lead to the collapse of their society and the emergence of a nexus, a nexus who could then be subverted to destroy the Vorlons' influence on the race, causing them to change allegiance to the side of chaos. With the Minbari removed, the Vorlons would have lost their most powerful servants and their network of agents and tools would be in tatters.

However, something went wrong. In their hangars on a dozen worlds, the ships rested uneasily. Something was pushing at the fringes of their consciousness, disrupting their concentration and the pure joy of the machine. The telepaths the Vorlons had seeded centuries before were now coming into their own. The Shadows were just as vulnerable to shock and surprise attack as the Younger Races, so the telepaths enabled even primitive races like the Narn to drive the Shadows offworld. In some cases, the ships panicked and struck back, searing worlds to cinders to destroy the hateful, detestable source of the mind-pain. A dozen promising races were wiped out by uncontrolled Shadow ships and living weapons.

The Shadows chose to attack rather than waste time re-establishing their supply lines. Any delay would have handed the initiative in the war to the Vorlons and their minions, which would be disastrous for the Shadows. The supply bases were not strictly necessary to wage war – as long as the Shadows were sufficiently ruthless and swift, they could break the Minbari's will to fight before their vessels needed to rest and heal.

For the Minbari, this phase of the war was a nightmare. The Shadows were everywhere, boiling out of the blackness between the stars to scream purple death then vanish again, melting into hyperspace leaving burning ships and ruined worlds in their wake. The Minbari fleet was cut into pieces and maintained its integrity only because of a single massive battle station that served as a command post. What the

Comment: Overconfidence was nearly the Vorlons' doom. After neatly outmanoeuvring the Shadows and regaining control of the Minbari through Valen, the Vorlons assumed that the next war would be little more than a formality; the addition of telepaths would give the Younger Races the ability to hold off the Shadows' attacks, preserving their alliance and giving order the advantage. the vorlons believed they had won... and so nearly lost.

Minbari did not realise was that the Shadows were herding them; as more and more Minbari ships fell back to the command post, their fleet became concentrated in that one place, ripe for a single devastating blow. According to the Shadows' predictions, this hammer-blow would unite the clans of the Minbari and force the emergence of a nexus.

They were right, but in a way the Shadows were not ready for. The Shadow ambush did destroy much of the Minbari fleet as well as their vital space station but another station appeared out of nowhere to replace it. Aboard this second station – Babylon 4 – was a Minbari not born of Minbari who became the nexus. The Shadows had engineered a situation where a single individual could alter the whole of Minbari civilisation and the Vorlons had snatched this victory away from them by providing their own nexus.

The Shadows had been outmanoeuvred twice in one war. Their forces fell into chaos and the Minbari, Vorlons and their allies were able to inflict serious casualties on the Shadows. The last Shadow War was a disaster in no uncertain terms, and it was only through fleeing and hiding as many ships as they could that the Shadows were able to preserve their strength.

The Shadows in the Modern Era (Z-1,000 to Z)

The Vorlons had won the last war in a way they had never accomplished before. Telepaths meant that the Younger Races could fight and kill Shadow vessels, something they had never been able to do in the last million years of conflict. The Vorlons' control over the Minbari and the other races who saw the Vorlons as gods gave the Shadows little opening to spread chaos. In short, the Vorlons had cheated and it had paid off for them.

The Shadows slipped away from Z'ha'dum as they had done in the past, convincing the Vorlons that the war was over. However, before they slept, they set events in motion to prepare for the next war. The Eye was upgraded by fusing the Techno-Mage leader Weiriden with its systems. The Streib and Drakh were given new orders to look for telepathic races. A network of cults and agents was set up to prepare for the Shadows' next awakening and to seed more ships.

The last Shadow War truly began when the ships on Mars were discovered. This drew the attention of the Shadows' agents to Earth and Humanity. Psi Corps was subverted, removing the majority of Humanity's telepaths from the battlefield. The Earth government was offered Shadow technology in exchange for service. Even before the *Icarus* arrived on Z'ha'dum and awoke the Shadows, the invisible hand of darkness was reaching forth.

Comment: Tracing the rise of the Shadows can be difficult. As the Markab pointed out, the Shadows work through agents, but these agents are usually active on the behalf of the Shadows even while the Shadows are sleeping. A distinction must be drawn between the Shadows themselves – the ancient race who adopted Z'ha'dum as their homeworld and worship chaos above order – and the darkness as a whole, the tide of chaos and death and change originally orchestrated by the Shadows that engulfs the galaxy every few centuries. The Shadows may be the primary architects and creators of the darkness, but the dark now has a life and a will of its own. Even when the Shadows left the galaxy, the dark kept rising, again and again.

The cycle is never over.

Agents like Morden went out to the races, speaking to them and offering them power. Some turned away from darkness, others were too cowardly to take what the Shadows offered, others were too stultified by Vorlon manipulation to be able to recognise an opportunity. Many races, though, had the strength of will to take the Shadows' outstretched hand. The Centauri, the Humans, half the League worlds all answered the Shadows' question properly and once again the black ships sang the hymn of destruction across the galaxy.

The Last Days

The Shadows knew that the Younger Races would band together and that they had only delayed the inevitable use of telepaths by sidelining Humanity's psychics. The attempts to shield the Shadow vessels from telepathic interference by using telepaths as control units were only partially successful – there were too few telepaths and too many ships. The Shadows' plan was to locate and subvert the nexus of this era and turn him on the Vorlons. The alliance of worlds was much too fragile to survive the loss of a nexus – the Minbari were divided and lingering hostilities from the Earth-Minbari War and the actions of the Shadow-influenced Humans and Centauri would shatter the alliance if Sheridan was removed.

The Shadows discovered that a Human implanted in one of their ships was actually Sheridan's wife, giving them an opening. Anna Sheridan would be used to bring Sheridan to Z'ha'dum; there, he would be convinced of the Shadows' purpose. The Eye had analysed Sheridan's psyche, creating

perfect models of his thought processes. He was not committed to the Vorlons' cause and already had reason to distrust the lords of order. If by some mischance he refused to serve, then he could be subverted using more brutal methods and the alliance would collapse. Meanwhile, the Shadows would complete the purge of the galaxy.

Sheridan never bowed to the Shadows and instead of being captured, he leapt.

In the abyss, he met Lorien.

Between order and chaos, between life and death, between tick and tock, the galaxy suddenly leapt onto a new and unexpected course.

The Vorlons attacked with planet killers; the Shadows had their own death clouds slumbering in hyperspace, built as a deterrent against the other First Ones in the war of 10,000 years ago. If the Vorlons were willing to destroy the worlds touched by the Shadows, then the Shadows would do the same – and while the Shadows had a hundred minor outposts and hidden fortresses, the Vorlons had only a handful of key worlds in the Vorlon Empire. The Shadows could win a war of attrition.

Then came Coriana VI and everything changed.

After the Shadows

Soon after the Shadows left, Z'ha'dum was destroyed. A Vorlon weapon contacted the Eye, triggering a self-destruct mechanism. The Shadows knew that if the Vorlons themselves came to Z'ha'dum, the war would be over and they would have lost. Therefore, if anything touched by the Vorlons came to Z'ha'dum, the Eye was programmed to deal with it. Z'ha'dum was destroyed, but not before the Drakh, the Streib and the other servants of the Shadows fled. Much of the Shadows' resources on the planet were contained in hyperspace folds, which survived the destruction of the planet for a while.

The Drakh Unity took the lead in the conspiracy of darkness, giving the Shadow servants a new home in the Centauri Republic and working to shatter the Interstellar Alliance. The dark would come rising again, in a new form.

But the ancient enemy was gone.

The Geometry of Shadows

For an ancient race – the second oldest sentient race in this galaxy, by some accounts – the Shadows are incredibly primitive in many ways. An individual Vorlon is considerably more capable and well-protected than a lone Shadow. Their technology has weaknesses and flaws that they could have corrected aeons ago, while they have turned away from the immortality and technological utopia that the other First Ones had.

The Shadows are much more primal, much more feral. They are the sort of billion-year-old elder race who still lives in caves.

Shadow Physiology

Unlike the complex nature of the Vorlons, Shadow biology is relatively simple. There is no divide of body and soul, as the Shadows do not have any immortal energy-patterns in hyperspace or any sort of consciousness preservation. While the Shadows are ageless, they are not immortal and virtually invincible like the Vorlons are.

They are throwbacks in other ways too. The last Vorlon was decanted from the amniotic tanks attached to the genetic looms two million years ago, but the Shadows retain their capacity for sexual reproduction. New Shadows are hatched just as they were when the race first began. The race is nowhere near as well integrated with technology as the Vorlons are; while the Vorlons utilise their technology through thought alone, the Shadows need minions and control units to stir their creations into action.

Anatomy of a Shadow

A Shadow is an insectoid creature that stands on six multi-jointed legs. Shadows have an upper body from which sprout two hooked claws, faintly like the claws of a preying mantis. The Shadow's head is surmounted by a crown of chitinous spikes and horns. Numerous yellow-red eyes glow in the wide expanse of the Shadow's face.

The two pincers are dangerous natural weapons; while the Shadows can carve cities up from orbit using their warships, they have not neglected their natural fighting abilities, and the fractal-edged claws can cut through steel as if it was tissue paper. The claws are also surprisingly adept at precise manipulation; the edges of the claws are marked with minute

Comment: A lucky shot managed to actually kill a Shadow on Centauri Prime, and the body was preserved by the Drakh. It was captured by the Interstellar Alliance after the fall of Centauri Prime and dissected. The body disappeared from storage in 2362.

protrusions and probes, allowing a Shadow to manipulate micro-sized objects with perfect ease and grace.

The four legs could be vestigial if the Shadows used their technology to its fullest; the Shadows are just as adept at flight and negating gravity as the Vorlons and can indeed walk beyond gravity at will. However, the Shadows value the products of evolution more than the products of science, so they cling to the form they evolved into. Their carapaces have been augmented and strengthened immeasurably, of course, laced with synergic configurations of carbon and dense metals, making them virtually unbreakable.

While most of the Shadow's abdomen, thorax and upper body is taken up with the creature's efficient organs (the Shadows have long since evolved beyond the need for distinct organs, so they are primarily composed of a spongy mass that is muscle, lung, digestive system and energy store all at once), they also have numerous technological implants. Relatively few of the Shadows' devices are physical, external artefacts; they prefer to merge servant and tool.

The Shadow's large head contains the creature's massive brain. The brain's structure is completely different to that of any other known race; it is not mammalian, nor reptile, nor insectoid, but is a coiled mass of black tissue. The thoughts of most races manifest as electrochemical signals leaping between crenulations in the grey matter, but the Shadows appear to think on a level that was at least two orders of magnitude lower down, meaning that the level of activity in a Shadow's brain is thousands of times greater than that of a less evolved creature.

The Shadows have considerably more senses than lesser creatures. Their multifaceted eyes can see the entire electromagnetic spectrum, while each pair of eyes had its own unique perceptive abilities. Legends spoke of the Shadows being able to look into the soul; with the creatures' abilities to see electrical activity in the brain and the flow of quantum events, this may in fact be quite accurate.

Speculation: While the existence of this 'phase space' remains theoretical –

It's nice to have something to look forward to discovering.

Humanity's development is built on the technology of the races that came before. The Speakers were the only race to drag themselves from the mud to the stars without any outside help. Every other race found ruins and ancient artefacts, or were uplifted, or were otherwise aided by the existence of other races. Humanity is on a par with the Vorlons after only a million years of space flight because we were able to study and learn from what the Vorlons made, just as they learned from the Speakers.

So the development of races is growing more quickly. The Younger Races of today will reach their Third and Fourth Ages quicker than we did?

Statistically, Yes.

Speakers: Billions of years from first contact to transcendence

Vorlons: Five million years

Middleborn Races: Two Million years

Humanity: One million years

Anyway, can i get back to my point, please?

You're getting testy.

I am trying to answer your questions while monitoring the collapse of a star and co-ordinating the final evacuation of Earth, not to mention running speculative simulations of the next billion years. Ungrateful mammal.

While the existence of this phase space remains theoretical, it could explain one meaning of 'every light carries a shadow'. While existing in phase space, the Shadows would have been trapped, unable to move into realspace without some sort of connection or anchor. Conceivably, the Shadows linked themselves to physical objects or entities, using them as beacons to navigate the juncture of phase space and realspace just as a ship navigates hyperspace. The Shadows accompanying Mr Morden might have been attached to him, materialising in realspace at his side because that was their own viable exit point from phase space.

This may also explain the origin of the Shadows. They could have been waiting there, the whole time, beneath the surface of reality. Something drew them out, summoned them into reality, a billion years ago. There might be an infinite number of equally undetectable, equally crowded subdimensions all around us...

One With The Darkness

The same legends spoke of the Shadows' incredible powers of stealth, how they were able to pass unseen even into the heart of their enemies' fortresses. While the Shadows are stealthy, this does not begin to describe the nature of the Shadows. Their ships give a clue – Shadow vessels are able to phase directly into hyperspace without needing a jump vortex. The Shadows have mastered this ability to such an extent that they existed in this 'phase space', in a sub-dimension similar to hyperspace. The Shadows can move in and out of phase space at will. While out of phase with normal space, a Shadow is immaterial, intangible, undetectable and quite possibly unreal.

In simple terms, the Shadows are capable of walking through solid objects and of being as solid or immaterial as they desire. Presumably, a Shadow can fly by reducing its 'reality' until the gravity of realspace did not affect it, then moving in the masslessness of phase space. This ability is also used defensively – a Shadow struck by a blast from a weapon could twist away into phase space, dodging the blow by moving in a direction the energy could not go.

The Sleep of Shadows

The Shadows adopted the practice of entering long periods of hibernation millions of years ago. Permanent chaos means nothing, can achieve nothing. The Shadows love periods of chaos because they prove who can ride out the storm, who has grown strong during the periods of rest and respite. No creature, no race, no force can endure permanent chaos; everything would be swept away in such an eternal storm. Therefore, the Shadows act only rarely, trusting to their machines and servants to act in their absence.

During these hibernations, the Shadows slip into phase space in hidden places, waiting out the millennia as mere potential in the darkness. They return to reality when awoken.

Chaos and Evolution

The Shadows have been committed servants of chaos for their entire existence. The three principles of chaos have been the core of their civilisation since time immemorial. These principles are the Shadows' moral code, the operating commands given to their servants and machines, the guiding principles and ultimate goals of their very existence.

Chaos through Warfare

Chaos is the crucible that the Shadows choose to dwell in. It is in conflict that a creature's true nature becomes evident. Mere warfare is not enough to force true natures to emerge, however – that requires chaos. Societies and similar constructs coddle the individual, supporting the weak and holding back

the strong. True, by working together, creatures can achieve more than they would achieve on their own, but all beings must stand alone at some point in their lives. Therefore, the Shadows inflict chaos by shattering all social constructs. They do not merely bring war, they deliberately try to disrupt established orders and societies to force creatures to stand alone. Ultimately, the Shadows seek to bring everything down to its foundations. In many ways, this is similar to the Vorlons' endless questioning of 'who are you?', stripping away layer upon layer of external, imposed identity and shields against the dark. However, while the Vorlons act through introspection, the Shadows take a more... active approach.

Chaos through warfare also applies to the Shadows themselves; during their long periods of hibernation, the creatures would retreat to phase space. Somehow, they are able to speak and interact in this sub-dimension and the slumbering Shadows are able to contest among themselves in some fashion, fighting to decide which group of Shadows will rule in the next period of activity. Once this contest is over, the victorious Shadows rule unquestioned – the Shadows are utterly incapable of dissent or disloyalty in any meaningful fashion. The threat of destruction faced by the race early in its history, at the hands of the other First Ones or the Hand resulted in the Shadows inculcating loyalty to the cause into the genetics of their offspring.

Evolution through Bloodshed

The second principle is the heart of what the lesser races would see as the Shadows' evil – it states that evolution and progress *must* be accompanied by bloodshed, carnage, suffering and death. The Shadows could conceivably have attacked the Vorlon-created order of the Younger Races through other means, like giving the Younger Races advanced technologies as they did with the Techno-Mages, but this would have been meaningless according to the Shadows' philosophy. Advancement and death come hand in hand.

This philosophy means the Shadows support slavery and the use of lower life forms as tools and fodder for their machines; indeed, the victor is morally obliged to crush and use his defeated foes. The weak must be weeded out, burned out so their imperfections and failures are not continued or repeated in any way.

Perfection through Victory

Perfection is an ideal, not a state; the Shadows can move closer and closer to perfection, but acknowledge they can never reach it (in contrast, the Vorlons are relatively sure they are perfect). Perfection can only be approached through victory, through the winning of conflict. By the Shadows' definition of conflict and warfare, this has to be victory over external

foes and forces. This is one reason the rules of engagement irritated the Shadows so much – they were denied real, untrammelled warfare and so were prevented from having a 'real' victory; the Vorlons and the rules were seen as stifling their progress towards perfection.

Perfection is defined by the Shadows as 'being one with chaos'; a godly state where one's whims and desires are so forceful and overwhelming that nothing can stand against them. A universe where the Shadows had obtained 'perfection' would be a hellish one, for they would be forced by their own beliefs to inflict infinite suffering on all other creatures.

What Do You Want?

The Shadow question of 'what do you want?' is an invitation, an invocation of the three principles. When a creature confesses its desires *and moves to obtain them*, it becomes an agent of the three principles for it is entering into conflict with the external universe. Note that the Shadows definition of 'want' is predicted on external desires and objects; wanting to 'understand oneself' and similar inward-focused desires are alien and incomprehensible and therefore meaningless to the Shadows.

In The Kingdom of the Shadows

The Vorlons have their aspects, their psycho/political/cultural archetypes that pervade their natures. The Shadows are thousands of centuries older than the Vorlons and if they ever passed through a stage analogous to the aspects, it is now long behind them. The Shadows are not a hive mind – indeed, they fiercely maintain their individuality, speaking in high-density bursts of sound instead of using telepathy.

Despite this, it is nearly impossible to tell one Shadow from another. There may be clearly discernable differences between one Shadow and another but to an outsider they are identical in thought and belief. The Shadows have evolved to such a level of insight and clarity in the three principles that they can no longer deviate from them.

Through careful observation, the Vorlons were able to detect fractional shifts in Shadow tactics and policy, which may be the product of one faction or another coming into ascendance. These factions are theorised to correspond to each of the three principles but this is mere speculation.

Shadow Communication

The Shadows do not use telepathy; not the direct mind-to-mind contact of the telepaths of the Younger Races nor the technological noetic speech of the Vorlons. Indeed,

their minds are fortified against telepathy and any telepath unfortunate enough to look inside the thoughts of a Shadow suffers terrible feedback and psychic injury.

The Shadows' primary mode of communication is speech. Their language is a high-frequency sonic pulse, almost indistinguishable from static. Almost 90% of this speech is beyond the range of Human hearing. The remainder can be heard, but it sounds like bizarre chirps. The secondary channels of Shadow communication uses pulses of electrical energy; those near a speaking Shadow may find themselves twitching and shivering, and electronic devices can fail or be momentarily disrupted by their presence.

While such communication would seem to be unthinkable primitive for such an advanced race, the Shadows have an advantage. They understand each other so well that they can convey a great deal of information with a simple word or gesture. If one Shadow moves its foreclaw subtly, the other Shadows present can notice and correctly interpret that gesture in the current context. This understanding is functionally as efficient and effective as telepathy, while allowing the Shadows to retain their nature as individuals who can clash and fight in accordance with the three principles.

The Shadows use radio, tachyon and similar media when communicating over interstellar distances. This does put the Shadows at something of a disadvantage, as their signals can in fact be detected and intercepted by comparatively primitive races; furthermore, they lack the instant communication of the Vorlons and other telepathic races. All the other Ancients used telepathy, seeing it as a great road that connects all life, but the Shadows stood outside this union.

Shadow Names

The true name of the Shadows is 10,000 letters long. It is an acrostic, a code that describes the history of the Shadow race. Every few millennia, they sum up the total history of the species and add another letter or two.

Individual Shadows do not have names. Should they need to identify themselves uniquely, they speak the name of the Shadow race and place emphasis and inflection on specific parts of the name. Every Shadow's name is the name of darkness, but each one has their own unique perspective on that darkness.

Shadow Nurseries

The Shadows reproduce by laying eggs, just as they did early in the species' history. Any Shadow can start the biological process to convert itself into an egg-laying queen, although in general each Shadow colony has but a single queen. The eggs require an incubator; while the Shadows can construct artificial incubators, evolution through bloodshed means

they prefer to use living beings as hosts. The infant Shadows are born with a vast genetic memory of Shadow philosophy, history and technology. Soon after hatching, the infants are upgraded with various artificial organs and other devices; they reach their full growth within five centuries. A Shadow queen can choose where the genetic material for her eggs comes from; she can produce eggs hermaphroditically or use one or all of the other Shadows present as genetic donors.

The Shadow population is in considerable flux; unlike the Vorlons, who have maintained almost the same numbers for millennia, the number of Shadows changes constantly. The Shadows are capable of dying and are killed in great numbers by each other during times of internal conflict. At some points, most of the Shadows are hiding in phase space, with only a handful active in realspace. During other times, there are billions of Shadows in the galaxy. They outnumber the Vorlons several hundred times over, although population numbers are largely meaningless to species of such power.

Movements of Shadow

As a race, the Shadows have become reactive as a rule; they have not fallen into the trap of stasis like the Vorlons have, but the Shadows rarely innovate now. Their technological progress has not stalled like that of the Vorlons, but is largely restricted to refining their existing weapons instead of creating new ones. When stimulated, the Shadows are capable of innovating swiftly – they learned to integrate telepaths into their ships within a few weeks of first encountering Human telepaths and they can create technological masterworks like the Eye or the death cloud (or the Drakh Plague) when necessary. However, they have little creativity left to them.

The Shadows have come to rely on 'inferior' species; their technology is maintained by the Drakh and Streib, their wars are fought by ships piloted by lesser beings, their tactics are guided and influenced by advisors like Morden and Justin. None of these servants are considered anywhere near the equals of the Shadows; they are pawns of their masters, but the Shadows still need their insight. For a race committed to evolution and to the breaking of hierarchies, the Shadows rely on their inferior servants far more than the Vorlons rely on theirs.

The Shadows 'sleep' most of the time – although their analogy of 'sleep' involves transiting into phase space, into a realm inaccessible and incomprehensible to other beings. Their servants can awaken them if needed, to complete some specific, necessary project, but normally the Shadows wait until some random event awakens them, like the *Icarus* landing on Z'ha'dum.

From the perspective of an outsider, the Shadows' lives seem bizarrely empty. They are an elder, advanced race, yet they do

The Dark

The Dark is the collective term given to the Shadow's servants, minions and creations. These are the shadow of the Shadows, the instruments of their will.



More details on the Drakh are on page 113, in the Servants of the Shadows chapter.

nothing except slumber and make preparation for war. The Shadows feel a fierce, overwhelming, exultant joy in victory, however, which makes it all worthwhile. The Vorlons feel a dull pride in their accomplishments but they do not, cannot glory in them as the Shadows do.

The structure of the Shadow Dominion is something like a theocracy; all of the Shadows and their servants are fanatical believers in this religion of chaos. It is reinforced on an endocrine level, as all the servants and agents of the darkness feel pleasure and intense joy when they fulfil the three principles.

Legends of the Shadows

Like the Vorlons, rumours and legends circulate about the Shadows.

Roll Rumour

- 1 There's something moving, out on the Rim of Known Space.
- 2 The Minbari surrendered at the Line because of something the Alliance found on Mars.
- 3 There's a city out on the Rim where the Thieves' Guild rules supreme. Anything you want, you can get there.
- 4 IPX lost a ship out on the Rim. The crew went rogue; they found some advanced alien technology and have gained control of it. They're going to carve out their own empire.
- 5 There's something living in hyperspace.
- 6 There are tales of a great darkness that rises once every thousand years, a tide of shadow that sweeps over the galaxy.
- 7 There are gods of chaos and gods of order, but only one pantheon is in power at a time. This is the time of equinox, when the rules of the universe change.
- 8 There are demons in the dark between the stars and those who know the ancient rituals can call them forth. They are drawn to ambition and hatred.
- 9 An Earth trade ship dumped its cargo of food in hyperspace. There were spiders on it, and they somehow survived and *evolved* in hyperspace, billions of time faster than normal. Now they're the size of spaceships...
- 10 They are coming back...

Shadow Characters

Like the Vorlons, the Shadows are veritable demigods, with powers and abilities far beyond those of the Younger Races. The Shadows are much more active than the Vorlons and are far more likely to get into direct conflicts with Player Characters. In such cases, the Player Characters are in terrible danger.

Shadow Racial Traits

The Shadows are, by their definition, the most evolved race in the galaxy, the best able to survive the vicissitudes of chaos.

Ability Scores

Shadows have the same ability scores as the Younger Races, but have massively higher ability scores in general.

Strength: Shadows are incredibly strong and tough. A Shadow has a +12 racial bonus to Strength.

Dexterity: The Shadows are agile and swift, but are not as fast-moving as a Vorlon can be. Shadows have a +6 racial bonus to Dexterity.

Constitution: The Shadows are naturally resilient, augmented with genetic engineering and science a million years ahead of Humanity. They have a +10 racial bonus to Constitution.

Intelligence: The intellect of the Shadows is staggering. They have a +12 racial bonus to Intelligence.

Wisdom: Wisdom eludes the elder races just as often as it eludes the younger ones and the Shadows tend to be slightly unpredictable. Their Wisdom is unchanged.

Charisma: Shadows are alarming and dangerous creatures, disturbing in both appearance and attitude. They suffer a -2 penalty to Charisma, balancing their immense power and majesty against their terrifying appearance and incomprehensible manner.

Skills & Feats

Shadows use the same list of skills as other characters, but some skills are used in a different way.

Interaction with Younger Races

Unlike their Vorlon counterparts, the Shadows deal with Younger Races as... junior partners, instead of mere servants. They have no penalty to dealing with Younger Races, once they are able to communicate with them.

Before a Shadow can speak to a creature, that creature must be given the Speak Shadow ability.

Interaction with Primitive Technology

Similarly, the Shadows are more adept at adaptation and reacting to the technologies of the Younger Races. Shadow technology *wants* to be used and feels immense joy in fulfilling its purpose. Humanity, for example, was able to adapt the Shadow technology for use with the Omega-X destroyers with comparative ease; this works both ways.

Appraise: Appraise can be used to evaluate a whole civilisation's worth and fitness for survival.

Balance: Shadows have a +4 racial bonus to Balance checks due to their extra legs.

Computer Use: Unlike Vorlons, the technology of the Shadows has no major problems interfacing with the computers of the Younger Races.

Diplomacy: The Shadows can be surprisingly diplomatic but are limited by their dislike of speaking lesser languages. As soon as the target can Speak Shadow, then Diplomacy can be used as normal.

Disguise: Shadows cannot use the Disguise skill.

Drive: Shadows do not have any surface vehicles that require the Drive skill.

Gather Information: The Shadows are adept at discovering secrets; they have a +4 racial bonus to Gather Information checks.

Knowledge: See the Vorlon skill section, on page 29.

Feats

Shadows may not take the following feats: Devoted Sibling, First Contact Protocol, Independently Wealthy, Latent Telepath or any non-Shadow racial feats.

The Shadow Racial Class

The Shadow racial class is a special character class available only to Shadows. It measures how powerful and old the Shadow has become. The Shadows are even less suitable as Player Characters than the Vorlons, both in terms of sheer power and in terms of their outlook and ability to relate to other characters.

Game Rule Information

Shadows have the following game statistics.

Abilities: Intelligence and Charisma are the most important ability for the Shadows, although the Shadows use all their abilities. They are considerably more willing to use physical attacks than the Vorlons.

Special: Only Shadows can take levels in this class.

Shadows can see perfectly in all conditions. Each of their multiple eyes is capable of seeing the entire electromagnetic spectrum, and the field of vision of each eye is combined, allowing the Shadows to 'see' three-dimensionally. Shadows are unaffected by darkness or other vision-impeding conditions.

Initial Hit Points: 1d6+25

Additional Hit Points: 3

Additional Starting Powers

A new Shadow character has its (Personal Technology Reserve x3) technology points to spend on technologies before the game begins. Sample prices are on page 95.

Class Skills

The Shadow class skills (and the key ability of each skill is): Appraise (Int), Computer Use (Int), Concentration (Con), Diplomacy (Cha), Gather Information (Cha), Hide (Dex), Intimidate (Cha), Knowledge (any)(Int), Medical (Wis), Move Silently (Dex), Search (Int), Sense Motive (Wis), Spot (Wis) and Technical (Int).

Skill Points At 1st Level: (6 + Int modifier) x4

Skill Points At Each Additional Level: 6 + Int modifier

Class Features

All of the following are class features of the Shadows.

Weapons Proficiency

A Shadow is proficient with any weapons based on Shadow technology.

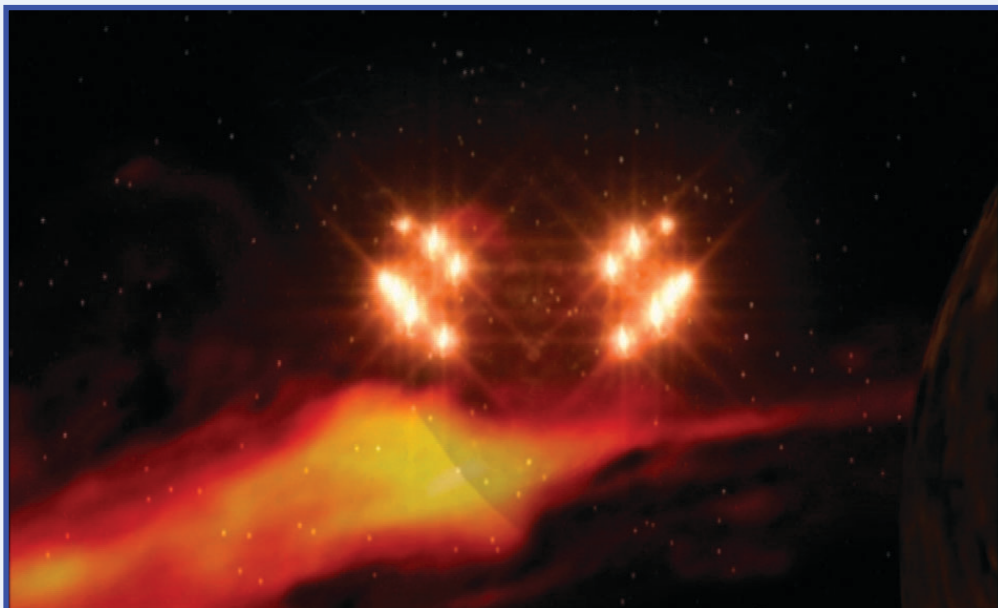
Technology

Like the Vorlons, the Shadows have access to the technology of the Ancients; the amount of technology available to an individual Shadow varies. Both Shadows and Vorlons have roughly the same amount of resources available to them, but the Shadows are considerably more willing to make use of them.

The Shadows do need to hide their activities from the Vorlons, but the Shadows are considerably more willing to use their technology. A Vorlon faces punishment if it acts independently from the will of the collected aspects, but the Shadows cherish chaos and individuality.

Technology Points:

Technology points measure how many resources the Shadows can bring to bear at any time. Unlike the Vorlons, who allocate a specific amount of technology to their members, the Shadows must salvage what they can from hidden bases and caches. The Vorlons have an



The Shadow

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Personal Technology Reserve
1 st	+1	+2	+0	+2	Immortality, Phasing, Invisibility, Claws, Armour	5+1d6
2 nd	+2	+3	+0	+3		+1d4
3 rd	+3	+3	+1	+3		+1d4
4 th	+4	+4	+1	+4		+1d4
5 th	+5	+4	+1	+4	The First Principle	+1d4
6 th	+6	+5	+2	+5		+1d4
7 th	+7	+5	+2	+5		+1d4
8 th	+8	+6	+2	+6		+1d4
9 th	+9	+6	+3	+6		+1d4
10 th	+10	+7	+3	+7	The Second Principle	+1d6
11 th	+11	+7	+3	+7		+1d6
12 th	+12	+8	+4	+8		+1d6
13 th	+13	+8	+4	+8		+1d6
14 th	+14	+9	+4	+9		+1d6
15 th	+15	+9	+5	+9	The Third Principle	+1d6
16 th	+16	+10	+5	+10		+1d10
17 th	+17	+10	+5	+10		+1d10
18 th	+18	+11	+6	+11		+1d10
19 th	+19	+11	+6	+11		+1d10
20 th	+20	+12	+6	+12		+1d10

established industrial base, the Shadows' fortunes rise and fall with the cycles of the endless war.

Immortality

Shadows only have the Lesser Immortality ability; they do not die from old age or suffer ability score penalties from ageing but are not otherwise immune to death.

Phasing

Shadows have the more advanced Shadow phasing ability, described below.

Invisibility

Shadows have the Shadow Invisibility technology, described below.

Claws

The claws of a Shadow are natural weapons that inflict 1d12 + the Shadow's Strength bonus in damage.

Armour

The shell of a Shadow gives it DR 10.

The First Principle: Chaos through Warfare

At 5th level, the Shadow becomes attuned to the principle of Chaos Through Warfare, learning to sow dissent and mistrust. The Shadow's presence makes diplomacy and negotiation

more difficult – increase the DC of any Diplomacy checks made within 200 feet of the Shadow by +5. The Shadow may also focus this power, increasing the DC of one Diplomacy check per day as long as the Shadow can speak to one of the participants of the negotiation. The target does not need to know that it is being spoken to – a Shadow lurking on *Babylon 5* could increase the DC of peace talks between the Brakiri and Gaim just by whispering to a passing Brakiri Ambassador for an instant. The Brakiri just hears an almost subliminal chirping noise.

The Second Principle: Evolution Through Bloodshed

The Second Principle dictates that some must be destroyed to improve the rest. When the Shadow becomes attuned to this principle, it can benefit from the harm it inflicts. The Shadow regains 1d4 technology points whenever it destroys an enemy ship or causes a significant setback to a Younger Race.

The Third Principle: Perfection Through Victory

The Third Principle of perfection through victory is the ultimate goal of the Shadows. The Shadow regains 2d6 technology points whenever it destroys a significant bastion of order, such as a Vorlon-architected alliance or creation. The Shadows' subversion of the Psi Corps, the fall of the Centauri Republic and so on all count as victories of this sort.

Shadow Technology

Unless mentioned specifically below, assume the Shadows can use all the same technology available to the Vorlons (see page 37) using the same rules.

Bio-organic

The Shadows are the Vorlons' superior in the use of biological technologies. The Shadows prefer to use living beings as the core of their technologies, grafting artificial organs onto living flesh or rewriting DNA so the victims sprout tailored cancers of organic technology. This practice is in accordance with the three principles – the products of evolution are put to use, as are the bodies of the defeated and inferior and they will be perfected in the machine.

Parasite

Bio-organic, Agent, Device

Technology Point Cost to Acquire: 4/Level

Technology Point Cost to Activate: 0

Skill Requirement: Medical +15, Technical (organic) +10

Requirements: None

Time: One week

Disturbance Score: Level x 3

The Parasite technology allows a device to fuel itself by drawing on the life energy of a living being. Usually, this is done when the victim is in contact with the device but it can also be done remotely – a Shadow soldier makes a connection with a victim by implanting a probe, then sucks the victim's life at a distance. Each Level of Parasite causes one point of ability score damage per day to provide one technology point. The device can damage any ability score.

Plague

Bio-organic

Technology Point Cost to Acquire: 10/Level

Technology Point Cost to Activate: 0

Skill Requirement: Medical +20, Technical (organic) +10

Requirements: Laboratory (Level 2 structure)

Time: One month

Disturbance Score: Level x 5

Engineered plagues are one of the most destructive weapons available to the Shadows and one they have employed in the past. Plagues can be tailored to a specific race or created to jump species freely. They can kill instantly, drain a victim's life over time or cause a race to be transformed into some

new, grotesque form. The Level of a plague determines the following:

Ability Score Damage: If the plague damages the victim's ability scores, then the maximum damage inflicted is 1d6 points per Level of the plague.

Resistance: The maximum Fortitude save DC to resist infection is 20 + 5 x the Level of the plague.

Lethality: If the plague is intended to kill, then the Level of the plague x 20% is the percentage of fatalities among those infected.

Effect: If the plague causes an effect analogous to another technology (like Improvement or Upgrade Ability), then the Level of the plague is the number of technology points the effect can spend on each victim.

Cure DC: The DC to cure the plague using Medicine is 20 + 10 x the Level of the plague. Advanced races can just use the Cure Disease technology instead.

The basic plague affects only one species; increasing the Level of the plague by 2 allows it to affect a whole biosphere; by +4 allows it to infect any common species.

Substrate

Bio-organic, Agent, Device, Structure, Vessel

Technology Point Cost to Acquire: 0

Technology Point Cost to Activate: 1

Skill Requirement: Medical +15, Technical (organic) +10

Requirements: None

Time: +1 hour

Disturbance Score: +0

Substrate technology is the term the Shadows use for growing organic devices from the flesh of other creatures. The Shadow spends one technology point when beginning the process of acquiring a new technology; this grafts components to the victim. From then on, the Shadow may spent the victim's Constitution points as technology points when acquiring a new item, at the ratio of 3 Constitution points = 1 technology point.

Living Mind

Bio-organic, Device, Structure, Vessel

Technology Point Cost to Acquire: 0

Technology Point Cost to Activate: 10

Skill Requirement: Medical +15, Technical (organic) +10

Requirements: None

Time: One hour

Disturbance Score: +5

This is the technology at the heart of the Shadow ships, that allows them to implant Humans and other sentients as living central processing units into their vessels. Once the victim has been properly prepared, they are integrated with the machine, becoming part of the machine. This experience is both utterly horrific and utterly joyous; once linked with the machine, the Human experiences an exhilarating wholeness, a true love and exultation in the perfection of the machine. The machine becomes the universe, a perfected, infinitely rewarding universe. The weakness of Human flesh is abandoned for the steel-hard muscles and agile spines of the ship; the scream of the death ray becomes a song far more beautiful than any ever uttered by Human lips.

Of course, once they put you in one of those machines, you are never quite the same afterwards.

This technology allows the machine to use the victim's ability scores as though they were its own. Usually, Teaching technology is used to give the victim an instinctive ability to Pilot a vessel, but this is not strictly necessary as the victim will learn quickly. Each week after being implanted, the victim may convert 4 + his Int bonus of skill ranks from his existing skills over to a skill related to the machine. Furthermore, the victim gains a +10 insight bonus to all attack rolls made using the ship's weapons and a +10 insight bonus to Pilot and Technical (electronics and space travel) checks.

Computing Joy

Computing, Agent, Device, Vessel, Structure

Technology Point Cost to Acquire: 5

Technology Point Cost to Activate: 0

Skill Requirement: Technical (organic) +10

Requirements: None

Time: One week

Disturbance Score: +0

The technology of Joy reinforces a creature or device's desire to serve the Shadows. The technology is triggered whenever the recipient is in danger of failing its masters in some way. Joy allows the device or agent to reroll a single skill check, attack roll or saving throw once per day. Morden, for example, was implanted with a node in his brain that made him more willing to serve the Shadows.

Construction Seed

Construction, Device, Structure, Vessel

Technology Point Cost to Acquire: 10

Technology Point Cost to Activate: 0

Skill Requirement: Technical (organic) +15

Requirements: None

Time: 100 years per Level

Disturbance Score: Special

The Shadow technology of Seeding is the key to their tactic of burying their ships. While the Shadows do bury full-grown ships to hide them from the Vorlons, they can also bury organic seedlings that slowly grow into full-sized vessels or structures. The cost of the technology being acquired is halved but it takes centuries to grow to full size.

Informational Communication

This technology functions like the Vorlon equivalent (see page 44) but the Shadows do not normally have access to the Level 3 (telepathy) form of the technology.

Greater Immortality

Shadows do not have access to this technology. They could presumably develop it if they wished, but see the static nature of creatures preserved using this technology as being counter to the Three Principles.

Memory Cache

As the Shadows do not use Greater Immortality, they have no need for this technology.

Perception Cloak

The Shadows have an improved version of this ability – see Shadow Invisibility, below.

Shadow Invisibility

Perception, Personal, Agent, Device.

Technology Point Cost to Acquire: 5 x Level

Technology Point Cost to Activate: 1

Skill Requirement: Move Silently +4

Requirements: None

Time: 1 round

Disturbance Score: +0

Shadow Invisibility allows the recipient to move unseen. It cloaks the user from both electronic sensors and sight. The DC to Spot or detect the user using electronic sensors is increased by 5 x the Level of the technology. Shadow Invisibility lasts until it is broken; it is broken if the user takes damage or spends more than five technology points in one round. It can also be relinquished voluntarily.

It is possible to apply Shadow invisibility to larger objects, like Shadow vessels; add the Size modifier of the target to both the cost to acquire and the activation cost.

While the effect does suppress some sound, Shadows can still be heard by those who beat the Shadows' Move Silently checks.

Telepathy

The Shadows do not use the telepathic technology used by the Vorlons (although it is interesting to note that the Drakh have at least some telepathic powers and are able to operate in the hive-mind called the Drakh Unity). However, they do have two counter-telepathic technologies.

Block Telepathy

Telepathy, Personal, Agent, Device, Vessel

Technology Point Cost to Acquire: Level x 3

Technology Point Cost to Activate: 0

Skill Requirement: Knowledge (telepathy) +10

Requirements: None

Time: One week

Disturbance Score: +Level

Block Telepathy makes it more difficult to use telepathic abilities on the target. Each Level increases the DC to use any telepathic abilities by +1. Unlike most 0-activation cost technologies, the disturbance score for Block Telepathy is triggered when it is encountered, not when it is acquired.

Mindtrap

Telepathy, Device, Structure

Technology Point Cost to Acquire: Level x 6

Technology Point Cost to Activate: 0

Skill Requirement: Knowledge (telepathy) +15

Requirements: None

Time: One week

Disturbance Score: +Level x 2

Mindtrap is a telepathic weapon used by the Shadows. A telepath who attempts to use a telepathic ability on a device or structure equipped with Mindtrap becomes trapped in a feedback loop. Each round, the telepath may make a Will save to break free; the DC is 5 + the Level of the Mindtrap x 5. Each failed save causes 1d4 points of Wisdom damage to the telepath.

Mindtrap is sometimes connected to other technologies, like Blast – the telepath is held by the Mindtrap, then annihilated by an explosion.

Telepathic Abyss

Telepathy, Personal, Agent Device, Structure

Technology Point Cost to Acquire: Level x 3

Technology Point Cost to Activate: 0

Skill Requirement: Knowledge (telepathy) +15

Requirements: None

Time: One week

Disturbance Score: +Level

Another telepathic weapon, Telepathic Abyss exposes the telepath to the darkness and terror of the Shadows. The telepath suffers 1d6 points of subdual damage per Level of the technology if he attempts to scan the creature or device protected by Telepathic Abyss.

Travel Shadow Phasing

Travel, Personal, Agent, Device

Technology Point Cost to Acquire: Level x 6

Technology Point Cost to Activate: 1

Skill Requirement: Knowledge (astrophysics) +10

Requirements: None

Time: One month

Disturbance Score: +0

Shadow Phasing allows the user to become intangible. Unlike the Vorlon version, this technology is much more flexible. It can be activated as an attack action and lasts until the Shadow chooses to become tangible again. High-energy fields such as power conduits can impede a Shadow's movement, but it can pass through barriers relatively easily. Becoming tangible again is an attack action.

While incorporeal, the Shadow is invisible. It can still be struck by energy attacks but there is a 50% miss chance. If injured, it becomes visible and tangible again.



Hyperspace Phase

Travel, Vessel

Technology Point Cost to Acquire: Level x 5

Technology Point Cost to Activate: Level

Skill Requirement: Knowledge (astrophysics) +15

Requirements: None

Time: One month

Disturbance Score: +0

This is the unique technology used by the Shadows to enter hyperspace. It functions like a jump point, but the ship can enter hyperspace at any speed and the ship is not limited in how often it can enter or leave hyperspace over time.

Weapons Blast

Weapons, Device, Vessel, Structure, Personal

Technology Point Cost to Acquire: Level x 8

Technology Point Cost to Activate: Level x 1

Skill Requirement: Concentration +10

Requirements: None

Time: One day

Disturbance Score: Level x 2

Blast

Level	Range Increment	Damage
1	100 ft.	2d20
2	200 ft.	1d100+20
3	1 square (starship scale)	2d100+50
4	2 squares	3d100+100
5	4 squares	4d100+200
6	6 squares	5d100+300
7	8 squares	6d100+400
8	10 squares	8d100+500

The Shadows' blast technology is largely similar to the Vorlons, but also inflicts 1d3 critical hits on ships.

Jump Point Disruptor

Weapon, Device, Vessel

Technology Point Cost to Acquire: Level x 3

Technology Point Cost to Activate: Level

Skill Requirement: Knowledge (astrophysics) +15

Requirements: Hyperspace Phase

Time: One month

Disturbance Score: +0

The Shadows can collapse the jump vortices used by the Younger Races. This normally takes the form of a projectile, which must be fired at the jump point. A jump point is considered to be a stationary object with DV 10. If the Shadow successfully strikes the jump point, it will become disrupted, collapsing within 1d3 rounds. Any ship attempting to enter the jump point or any ship that has entered within the last round, will be automatically destroyed, regardless of its size.

Other Uses for Technology Points

Like Vorlons, the Shadows can also use technology points as a measure of influence and control. The Shadows focus more on chaos and confusion, unsurprisingly, than on subtle manipulation

Aid

Aid Required	Technology Point Cost
Transport	5
Shadow attack on a target	10
Intercession in a war	20
Upgrading a race's technology	40
Destroying a planet	50

Regaining Technology Points

Shadows regain technology points in a similar way to the Vorlons, although they are slightly more adept at making do with limited resources and have fewer places of power to retreat to.

Technology Points Regained

Shadow is...	Points Regained per Week
Active in unexplored space/among the Younger Races/isolated from the Shadows	1
As above, but resting	2
On board a Shadow ship or structure	3
Resting on board a Shadow ship or structure	4
In Shadow space	5
On Z'h'a'dum	10

Shadows can also regain technology points through the three principles (see above) and through tapping power sources.

Disturbance

Disturbance works in the same way for the Shadows as the Vorlons, with one important difference – Shadows are much less likely to face repercussions from their own side. Once the Shadows are on the move, their agents can act with virtual impunity.

Ancient Times Disturbance DCs

Location	Shadow	Vorlon
Shadow Dominion	—	15
Shadow Sphere	50	20
Backwater	—	—
Contested	25	25
Vorlon Sphere	20	50
Vorlon Empire	15	—

Shadows Inactive Disturbance DCs

Location	Shadow	Vorlon
Shadow Dominion	30	30
Shadow Sphere	30	30
Backwater	—	50
Contested	20	30
Vorlon Sphere	10	10
Vorlon Empire	5	5

Waking Disturbance DCs

Location	Shadow	Vorlon
Shadow Dominion	30	30
Shadow Sphere	30	30
Backwater	—	50
Contested	20	30
Vorlon Sphere	10	10
Vorlon Empire	5	5

Drawing of the Dark Disturbance DCs

Location	Shadow	Vorlon
Shadow Dominion	40	5
Shadow Sphere	40	10
Backwater	—	50
Contested	30	30
Vorlon Sphere	10	30
Vorlon Empire	5	50

Initial Hostilities Disturbance DCs

Location	Shadow	Vorlon
Shadow Dominion	—	5
Shadow Sphere	—	10
Backwater	—	30
Contested	—	20
Vorlon Sphere	—	20
Vorlon Empire	—	30

The Crucible Disturbance DCs

Location	Shadow	Vorlon
Shadow Dominion	—	10
Shadow Sphere	—	15
Backwater	—	20
Contested	—	20
Vorlon Sphere	—	30
Vorlon Empire	—	40

Driving the Shadows Back Disturbance DCs

Location	Shadow	Vorlon
Shadow Dominion	—	15
Shadow Sphere	—	20
Backwater	—	30
Contested	—	30
Vorlon Sphere	—	40
Vorlon Empire	—	50

Open War Disturbance DCs

Location	Shadow	Vorlon
Shadow Dominion	—	15
Shadow Sphere	—	20
Backwater	—	50
Contested	—	50
Vorlon Sphere	—	50
Vorlon Empire	—	50

Results of Disturbance

If the roll of 1d20 + the disturbance score is greater than the listed DC for the place and time, then either the Vorlons or the Shadows have noticed the use of technology. Compare the margin by which the Disturbance check succeeded to the following table:

Results of Disturbance

Disturbed By	Shadow Reaction	Vorlon Reaction
0–5	Spy	Investigate
6–15	Censure	Spy
16–20	Censure	Punish
21–30	Punish	Destroy
31+	Destroy	Annihilate

See page 53 for details of these reactions.

The Shadows are more likely to provide their agents with tools and weapons than the Vorlons are; while the Vorlons shy away from equipping the Younger Races with powers beyond their normal means, the Shadows welcome the chaos that ensures. Shadow technology is innately dangerous and chaotic, because it is bred and programmed to find joy in victory. It *wants* to be used, adapting itself to the needs and desires of the user and then subtly moving them towards chaos.

Sensor Blanker

These are small credit-card-sized chits that contain a mesh of organic circuits and interface nodes. They are issued to Shadow agents who must deal with the Younger Races and are designed to override electronic security systems and computers. When touched to a security system, the sensor blanker locks the computer into a feedback loop, scrambling its systems and paralysing it. The sensor blanker ensures that the paralysed system stays in contact with the rest of the network – the security system is effectively shut down but nothing appears to be out of the ordinary until someone tries to access the data from the sensors.

A Sensor Blanker has an effective +40 bonus to Computer Use checks for dealing with countermeasures.

Cost: 3 TP

Pilot Pod

These curious devices are artificial versions of the control matrices of Shadow vessels. Essentially, they are temporary replacements for the living beings normally used to control the ships. Humans first saw these devices in use in 2153, when the Shadow vessel found on Mars was rescued by another ship. The second ship implanted one of these pods in the buried vessel, allowing it to fly without a living being on board.

When a pilot pod is integrated with a ship's systems through cybernetic grafts, it can replace a large proportion of the crew. Each pod has a Pilot and Technical skill of +10 each, as well as the Spacecraft Proficiency feat. Each pod can replace up to twenty-five pilots, officers or crew. A vessel's control systems must be retrofitted to include control lines for the pod, a process that takes several weeks. Once these control lines are in place, though, the pod can be fitted or removed easily.

Cost: 15 TP

Telepath Shackles

The telepaths used in the Shadow vessels had their brains rewired to be more suitable for use as living central processors. The ships find even inactive telepaths unpleasant and normal telepaths are incompatible with the ships. These shackles suppress the Vorlons' original design for telepathy, remaking it into a defence against jamming. A character equipped with telepath shackles may add his P-Level to his Will save when making saves against telepathy.

Cost: 5 TP

Bomb

Sometimes, even the First Ones need to make a really big boom. Weapons of this sort were used in the attack on Babylon 4 that was stopped by the time-travelling White Star. The bombs use an antimatter charge shaped by force fields to produce a blast of tremendous power. A bomb of this sort deals 7d10+750 damage to all targets within three squares when detonated.

Cost: 24 TP

Techno-Mage Implants

The Techno-Mages received their technology from the Shadows; for all their arcane power, they could never replicate these complex implants that enable the mages to use First One technology instinctively. The implants are grown on Z'ha'dum and in other Shadow strongholds by Drakh and Streib servants, then secretly supplied to the Techno-Mages of the line of Weiriden.

The creation of the Techno-Mages was a significant investment for the Shadows, requiring that they compress many of their technologies down into a form that could be held within the body of a humanoid. Many of these nodes are actually organic memories that tell the nanotechnological assemblers and electromagnetic effectors *how* to perform the acts of wonder and chaos demanded of them by the Techno-Mages. The implants also exert a subtle pressure on the minds of the users, drawing them closer and closer to chaos.

Full rules for Techno-Mages are given in, unsurprisingly, *The Techno-Mage Fact Book*; from the perspective of the First Ones, the Techno-Mages can use these implants to use any Personal, Agent or Device technology. A Techno-Mage has a small reserve of technology points with which to use these gifts (3+1 per Techno-Mage Level, usually).

Cost: 50 TP

Cocoon

Shadow Cocoons are used by the Shadows to preserve their servants in the long ages between wars. These cocoons resemble something produced by a huge insect but are actually complex life support devices that retard aging and protect the contents from radiation and other dangers. The cocoons can be set to automatically free their contents once a certain amount of time has passed or can be triggered by a key device. Cutting into a cocoon is also possible, but the devices are inordinately resistant to most forms of damage.

A cocoon has DR 25, and 25 points of damage must be inflicted on it to cut through. Most cocoons are Medium-sized, but larger creatures can be preserved in such shelters. Cocoons are sometimes used when transporting prisoners.

Cost: 5 TP

Obelisk

Seemingly primitive stone obelisks have been found on many worlds touched by the Shadows. These structures are cultural markers to the Shadows, reminders of the Three Principles and of the other riddles they have derived from the vicissitudes of chaos through history. However, an obelisk is more than a mere carving; its core contains Shadow psychic technology that reinforces the teaching of an obelisk.

An obelisk engraved with the commandment 'chaos through warfare', for example, would subliminally encourage chaos through conflict in those around it. It would spark arguments, reward those who fight, shatter friendships and alliances and so on. The Shadows can interact with these emissions on a higher Level, using the computer systems and ancient intelligences contained within the obelisk to enhance their abilities. The Younger Races are merely thralls to these stones.

An obelisk gives a +10 enhancement bonus to any skill checks made nearby that relate to the obelisk's purpose. An obelisk engraved with the message *'the weak are fodder for the strong'* would enhance efforts to enslave or use the weak and defeated.

Cost: 25 TP

The Eye

The Eye of the Shadows at Z'ha'dum is the single most complex machine in this age of the galaxy. It has guided the rise of the darkness for a hundred thousand years, orchestrating the movements of fire and shadow across a million stars. Like the Great Machine, the Eye can look backwards and forwards in time, delving into the possible futures to find the one most conducive to chaos and forced evolution. It guards the space around Z'ha'dum, spotting any vessels or powers moving within the Shadows' sphere of influence. It can speak to any Shadow or any vessel anywhere in the galaxy instantly, whispering to them in their minds and advising them of events.

Physically, the Eye is a network of organic computers. Its core is buried deep beneath the surface of Z'ha'dum, in a vast cavern once used as a tomb by the Speakers. Here sleeps Weiriden, the founder of the Techno-Mages and thrall of the Eye. Here, the darkness is at its strongest. In orbit of Z'ha'dum is another node of the Eye, a hyperspatial sensor array more subtle and powerful than Human minds can comprehend. The gaze of the Eye extends for hundreds of thousands of light-years. It can look at a planet and discern the thought patterns of the inhabitants, even through the intervening gulf of space and the obscuring clouds of the atmosphere. The Eye of the Shadows knows what evil lurks in the hearts of men, and the Eye directs its forces to exploit it.

In game terms, the Eye is an epic structure with virtually unlimited ranks in technologies like Sensors, Communication, Nexus Search, Prediction and so on. Almost nothing can happen near Z'ha'dum without the Eye knowing – however, the actions of the Eye are capricious and chaotic. The Eye noticed the actions of Sheridan's White Star when he went to Z'ha'dum, but its obsession with fearfully watching the Vorlon-built ship's systems meant that it missed the comparatively primitive Gaim-built bombs in the cargo hold. The Eye was damaged in that attack but endured until Z'ha'dum was destroyed weeks later.

Cost: Several thousand TP.

Wormseed

Wormseed is the Shadow equivalent of the Vorlons' swarm fleets. It resembles the Drakh Plague loosed on Earth, but is much more complex and powerful. Wormseed is designed to convert an entire planet into Shadow weapons. Nanotechnology would break biomass down into its

constituent elements, turning the forests and seas into a thick sludge. Viruses mutate the animals into worker forms which harvest this planetary mulch, converting it into bio-organic machines that build more complex machines, who in turn build even more unlikely forms until the organic infrastructure is in place to build Shadow cruisers and other weapons. The planet is left a dead and empty hulk, as a million warships are born from its ruin.

The few times wormseed was used in the war of 10,000 years ago, the other First Ones interceded to sear the afflicted planet clean of all life. The self-replicating wormseed was destroyed, but stockpiles of it presumably still exist in various Shadow bases. It is unlikely that wormseed could be used successfully after the destruction of Z'ha'dum, as it required the guidance of the Eye to function. It is conceivable that another telepathic intellect like the Drakh Unity could serve as a guide for wormseed.

Upgrades

The Shadows use surgery and technology to upgrade their servants just as the Vorlons do, although the Shadows are slightly more cautious about tampering with evolution. Most of those they upgrade, therefore, are removed from the breeding stock of their race. Creatures upgraded to interface with machines, for example, are never intended to leave the machines.

Speak Shadow

Improvement, Level 2; Costs 6 TP

It is impossible for a non-Shadow to speak the language of the Shadows; it is a complex tongue, rich in allusions and metaphors. It is poetic and beautiful but also twisted and terrible. Attempting to draw meaning from it is often futile; it has driven many insane, losing them in labyrinths of contradiction and terrible implication. The Shadows do not even attempt to translate their language into a form the Younger Races can understand; instead, they use technological implants that transform the spoken commands of the Shadows into memory triggers. When a Shadow speaks to Morden, he hears its words in the form of memories bubbling up from deep within his mind. The Shadows speak to Morden with the voice of his vanished wife.

See Shadows

Improvement, Level 3; Costs 9 TP

This technology allows the recipient to automatically discern the presence of Shadows. He can see the Shadows both when they are invisible (using Shadow Invisibility) and phased. The majority of this upgrade involves changes to the brain and nervous system, although microscopic implants are inserted into the corneas of the eyes. The recipient gains a +4 enhancement bonus to Spot checks thanks to this technology.

Machine Interface

Living Mind; Costs 10 TP

The rules for the Living Mind technology (see page 95) cover implanting Humans and other creatures into Shadow technology but this can also be considered an upgrade. The process of preparing a creature to interface with a cruiser or other ship gives the creature the ability to interface with almost any technology. Anna Sheridan interfaced with a Techno-Mage's implants; the prepared telepaths rescued in *Ship of Tears* were able to interface with the Medlab's computer systems and with the EarthForce cruisers defending Sol in *Endgame*.

A creature who has been the subject of the Living Mind technology can attempt to merge with any electronic device of sufficient complexity. The creature need only touch the device, as the Living Mind upgrade utilises the creature's natural bioelectric field, enabling its entire body to serve as a contact. The creature must make a Technical check using the appropriate Technical skill to use the device; if the creature does not have the skill, then it defaults to Charisma. The DC for the check depends on what the creature wants to do with the device. Simply becoming part of the device is DC 15; more complex functions, like commanding a ship to turn and fire are DC 25 or more. The creature gains a +10 circumstance bonus to checks if interfacing with another device based on Shadow technology.

Victims of the Shadows

As seen again and again, those touched by the Shadows in this way never recover. Leaving aside the physical changes – the machinery reformats the brain on the most basic level, jacking into the hindbrain and reworking the victim's autonomic systems so that the machine becomes their 'real' body as far as instinct and automatic reactions are concerned – the psychological damage caused by the process is tremendous. The victims feel true love for the machine, they are perfected within the machine. Piloting a Shadow ship is an indescribably dark ecstasy, a peak experience that most people will never, could never experience in their entire lifetimes. Being cut off from the machine, even for an instant, is agony; it is like being crippled in a thousand ways.

A character who is merged with a machine and then leaves is deeply changed. In addition to his skill changes (each week after being implanted, the victim may convert 4 + his Int bonus of skill ranks from his existing skills over to a skill related to the machine), the victim must make a Will save on being removed (DC 15+1 per week of implantation) or be rendered permanently catatonic. Those who make the Will save still suffer 2d4 points of Charisma damage while outside the machine.

Ships

In 2258, only a handful of people had ever seen a Shadow ship. They existed as legends, as demons in the book of G'Quan, as warnings in Minbari scriptures and in the nightmares of a hundred races.

In 2259, the iconic image of a Shadow warship was seen across the galaxy as ISN broadcast Lt. Keffer's gun-camera footage. Rumours spread in advance of the broadcast, speaking of an ancient darkness growing in the Rim, of the impending doom heralded by those spiky black ships.

In 2260, the Shadows moved. The black ships shimmered out of the darkness between stars, spitting death down and sowing chaos as they flew. The Shadows moved secretly at first, crushing the Narn and dividing the League races. Then, when the galaxy was consumed by war, they began striking openly. They screamed as they moved through space, a scream that would echo through the nightmares of the galaxy for a thousand years.

Even 10,000 years after the coming of the Shadows, the races still looked into the blackness between the stars and shuddered.

All Shadow vessels share a similar design ethos; they are faintly insectoid, like huge black spiders. They are obviously grown, not built. Long thin fingers of black chitin trace a path through space, while the organic hull ripples and shimmers obscenely. The Younger Races looked at the Vorlon ships and wondered if the Vorkons had organic technology; there could be no such questions when they saw the predatory shapes of the Shadows.

Shadow vessels are quite different to their Vorlon counterparts. They are more limited in some ways, as they are specialised for use in warfare. The Vorlon ships have keener sensors, for example, as the Shadows prefer to rely on the Eye and scout vessels. The Shadows have a greater need of supply bases and support, as they are more suited to swift raids and strikes. A Shadow ship is bred for speed, ferocity, destructive power and terror, and it excels in all those fields.

The central body of the ship contains the vessel's control mechanism, including its brain with its living central processing unit. It also contains the ship's power generation systems and energy reserves. While a Shadow ship has its own reactors, it relies greatly on its own energy reserves in combat, so it is theoretically possible to exhaust a Shadow by running. No foe has ever managed to do so – the Shadows never miss and never relent. After a battle, though, the Shadow vessel pulls back to recharge off its own reactors or off an external power source.

The long spines are part of the ship's sensors, propulsion and weapons systems – a Shadow vessel has been described as a 'hand clutching at the fabric of the universe', and this is an accurate summary of how the ship works. An intense energy field extends from spine to spine; this field pulls the ship forward or in and out of hyperspace. The field is so sensitive that it is deformed by energy emissions, allowing the Shadow ship to use it as a sensor array. Finally, the field can be focused to spit out the fearsome death ray of the Shadows.

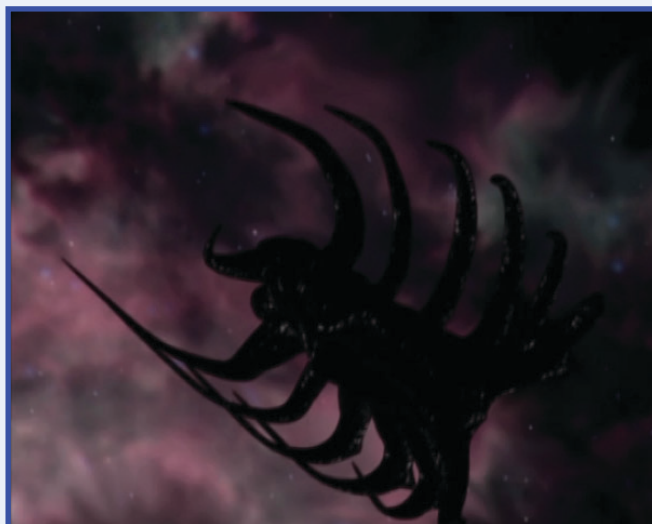
An organic hide forms the hull of the ship; like the Vorlons, the Shadows have a layer of biomatter that can be reconfigured as needed. The hull of the ship can stretch to contain even relatively large objects like Starfuries or shuttles, while rooms and living quarters can be formed and then removed as necessary. When the Shadows need to travel, they do so aboard these vessels.

While the Shadow vessels do need a living being to serve as a control system, they do have an instinctive intelligence of their own. They glory in their own power and scream to each other over radio frequencies.

The Shadows grow new ships to replace their losses in recent wars, but most of the Shadow fleet is aeons old, constructed in ancient shipyards still haunted by the vessels they birthed.

Fighter

Shadow fighters are fast-moving drone ships launched from a cruiser. The Shadows have a unique method of deploying their fighters – the mothership fires a projectile which breaks apart into a fighter swarm. All the fighters born from a single projectile are linked and fight as a team. The Shadow fighters are not especially powerful compared to the lethal cruisers, and are mainly used to counter fighter squadrons launched from enemy ships. A blast from a Shadow ship's main beam can destroy virtually any enemy, but the Shadows have a rather limited rate of fire and can only target one ship at a time.



Huge Spacecraft; hp 30; DV 18 (–2 size, +10 agility); DR 4; Spd 45; Acc 15; Dec 15; Han +10; Sensor +20; Stealth 22; SQ Adaptive Armour, Living Ship; Cargo 0 lb.; 0 Crewmen

Weapons:

Shadow Energy Beam; Boresight; Attack +0; Damage 2d20; Critical special; Range 1

Scout

Scout vessels are sent by the Shadows to reconnoitre an area in advance of an attack. They are also used as couriers and transports in certain situations that do not call for the use of a cruiser. The Shadow scouts are usually controlled by pilot pods, as they are too small and lightly armed to justify the use of a living processor. However, they can be upgraded for specific missions. Shadow scouts are often crewed by Drakh.

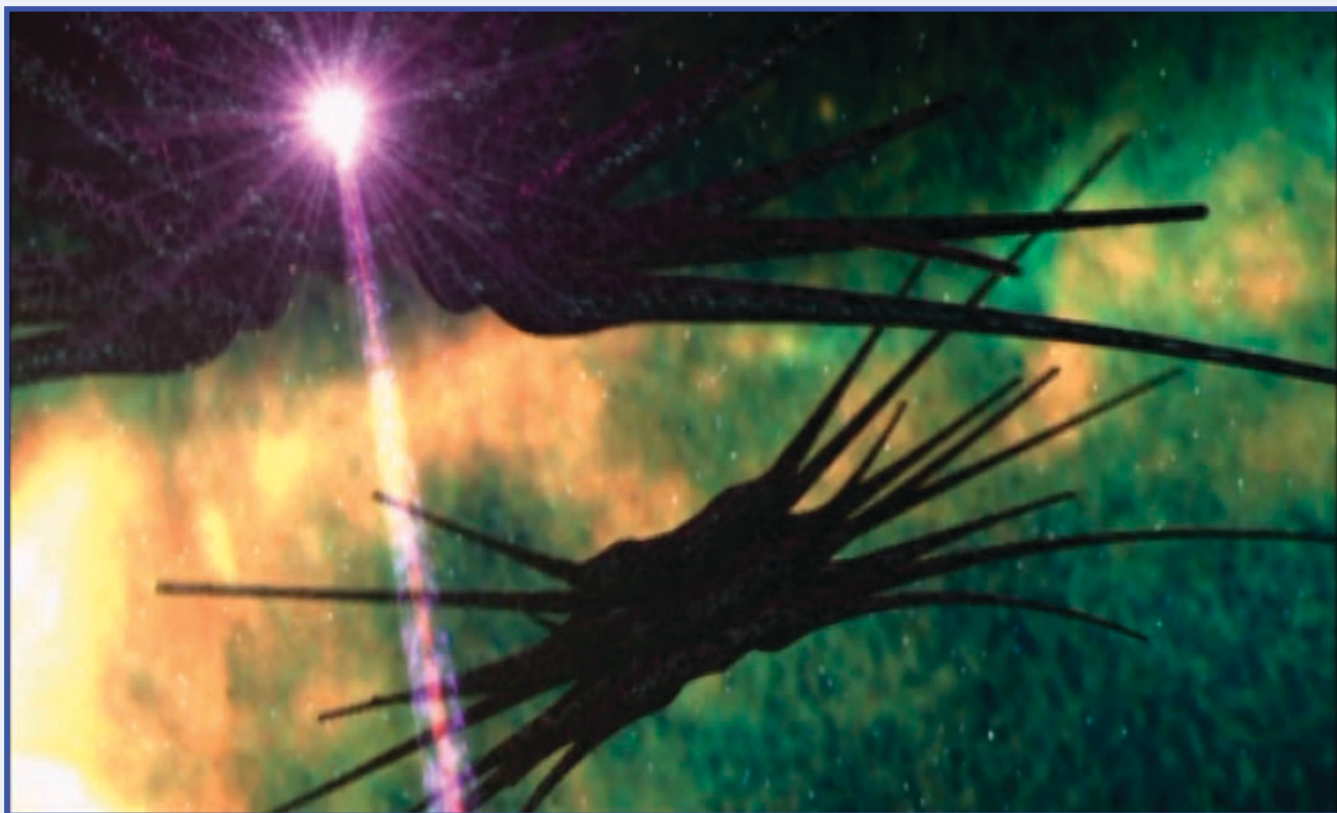
Gargantuan Spacecraft; hp 90; DV 14 (–4 size, +8 agility); DR 10; Spd 0; Acc 10; Dec 10; Han +10; Sensor +20; Stealth 22; SQ Adaptive Armour, Living Ship; Cargo 0 lb.; 3 Crewmen

Weapons:

Shadow Energy Beam; Boresight; Attack +0; Damage 1d100+20; Critical special; Range 2

Shadow Cruiser

Perhaps the most feared vessel in the galaxy of 2260, these spider-like vessels were nicknamed 'battlecrabs' by those unlucky enough to encounter them. The vessels never miss, never give up and were considered virtually invincible by the Younger Races unless the secret of the telepaths was discovered. Even with this vulnerability, a cruiser is a lethal foe – incredibly swift, incredibly resilient and destructive beyond imagining.



Cruisers grow over time; like certain species of reptile, there is no limit to their growth. As long as a ship can feed on the raw materials needed to replenish its cells and has sufficient energy supplies, it can keep developing over time. The main brake on a ship's growth is its living controller – the death of a shipmind can destroy the vessel or at least damage it severely. Especially powerful ships have the aging of their central processing units slowed by the Shadows.

Colossal III Spacecraft; hp 800; DV 14 (–12 size, +16 agility); DR 35; Spd 30; Acc 6; Dec 6; Han +6; Sensor +15; Stealth 20; SQ Adaptive Armour, Living Ship, Shadow Fighters, Shadow Jump; Cargo 0 lb.; 1 Crewman

Weapons:

Shadow Energy Beam; Turret; Attack +0; Damage 300+5d100; Critical special; Range 7

Shadow Pilots

The skill of a Shadow cruiser is partly dependant on the abilities of the living pilot inside, although the Shadow's advanced technologies and augmentations mean that almost any victim can be turned into a lethal killing machine. A cruiser's attack bonus is equal to 10 + the Base Attack Bonus of the pilot; its Pilot and Technical skills are similarly equal to 10 + the skill of the pilot. For most cruisers, this works out as a +15 bonus to attacks and skill checks.

Jump Point Disruptor; Turret; Attack +0; Damage special; Critical none; Range 1

Craft (8):

8 Shadow Fighters

Shadow Fighters: Shadow Ships can deploy their fighters in the normal fashion. However, they can also be shot from the Shadow Ship in a compact mass, blasting apart to instantly engage the enemy at a pre-determined range. All eight Shadow Fighters may be deployed up to 8 squares away from the Shadow Ship, at any facing they choose.

Death Cloud

The Shadows' response to the Vorlon planet killer, the death cloud is the largest spacegoing entity ever constructed in this galaxy – a mobile cloud large enough to engulf an entire planet, capable of spawning thousands of lethal missiles and blowing a world apart. The death clouds were stored in a Shadow base at X'ha'dum, within a hyperspace fold. The Drakh were able to retrieve one; others may still be waiting there, in the gloom.

Full rules for the death cloud are in the *Crusade* sourcebook.

The Shadow Dominion

The Shadows' sphere of influence waxes and wanes with each great conflict. During the long periods of peace, when the Darkness sleeps and prepares, the Shadows and their allies have only a handful of 'active' worlds, mostly those controlled by servant races like Drakh, Zener or Wurt. When war comes and the Shadows return, however, they can swiftly reactivate their hidden fortresses and buried starships. In a few short years, all the Rim worlds within 30 light years of Z'ha'dum fall under the influence of the Shadows. Theirs is a shadow dominion, an empire in waiting.

The heart of the Shadow Dominion is the tomb world of Z'ha'dum, of course, but only the Shadows themselves and their most trusted servants go there. The other worlds are but shadows of Z'ha'dum's terrible majesty and power.

Shadow Defences

The chief defence of the Shadows is secrecy and obscurity – they build their fortresses deep underground, where they can be found only by those who know where to look. An apparently uninhabited world can conceal thousands of Shadows. During times of war, when the activity on the world is obvious, then it is defended by a host of unstoppable Shadow vessels.

The Shadows are masters of hyperspace, capable of navigating through dimensional storms and gravitational currents that would drag even a Minbari vessel to its doom. Therefore, many Shadow bases are in systems with no jump gate or jump beacon – the Shadows can get there without such crutches, while unwelcome guests would only find such systems in the most unlikely of circumstances.

In case some explorers actually blunder onto a Shadow world and find the buried structures, then the Shadows have placed automatic defence systems to protect their holdings. Soldiers of darkness are a common deterrent, as are biological weapons like plagues and poisons. Open the wrong vault and your skin melts from your bones.

Z'ha'dum

Planet: Z'ha'dum

Climate: Dry, desolate.

Weather: Dust storms and constant winds.

Technical Level: First One (Shadow)

Native Sentient Races: Speakers (Lorien), settled by Shadows and their servants

Dominant Government: Darkness

Notable Cities: City of Night, Shiv'mal, Dum'al, Carcosa

Population: 1 (during peacetime), 100 million (during war; mostly Shadows and Drakh)

Cultural Information: Z'ha'dum is the Minbari name for this world. It means the 'death of futures'. The Drakh Unity refers to it as Sha'las, the Ending Place. Humanity referred to it as Alpha Omega 3 for a time, before everyone knew it.

Z'ha'dum has been inhabited by spacefarers for longer than any other world in this region of space. The tombs on Z'ha'dum were ancient beyond compare when the Vorlon Homeworld was built. The dust on Z'ha'dum is the dust of uncountable centuries. The Speakers were not the first race to tread the soil of this grim world, which was old when they came here to build their tombs.

The tombs of the Speakers are buried deep in the planet, in the uttermost darkness. For a time, Lorien tended to them, but he has abandoned this duty in favour of silent contemplation. No creature, not even a Shadow, has seen these tombs in over a million years.

The fastnesses of the Shadows are located far above the tombs, in relatively shallow caverns. These caves are deep enough to survive most normal attacks, such as mass drivers or nuclear bombs, but are not designed to survive an attack by a planet killer or Vorlon fleet. The Shadows are adept at using hyperspace folds and jump points inside a planet's gravity well, as well as manipulating space within their world.

The 'cities' of Z'ha'dum are just the places where the underground fortresses come close to the surface. In the underground spaces between those cities are vast and timeless labyrinths of darkness, containing continent-sized machines and devices of wonder and terror such as the infamous Eye of Z'ha'dum.

The Eye itself is located in a fortified chasm near the City of Shadow, in the midst of the Shadows' primary research and birthing region on Z'ha'dum. It was in the caves above the Eye that the first Techno-Mages were created, and where the first Shadow ship screamed into the night.

Of the cities of Z'ha'dum, the domed City of Shadow is considered by the Drakh to be the capitol of the Shadow Dominion. The Shadows themselves are darkly amused by such a conceit, as they know that every part of a shadow contains the whole. The City of Shadow is where the leaders of the Darkness are brought; the tunnels and caves around the city itself can easily be converted to different atmosphere types. The City is built around a huge chasm leading into the depths of the planet.

Shiv'mal and Dum'al are located at the north and south poles of Z'ha'dum respectively. These 'cities' are two huge, living machine/hives connected to the Eye. They are inhabited and tended by thousands of Shadows. Both city-complexes are responsible for controlling the environmental systems on Z'ha'dum and for launching the terraforming probes used by the Shadows when building bases in other systems. Buried beneath Shiv'mal and Dum'al are power generators, which were detonated by Lyta Alexander following the departure of the Shadows.

The final major city, Carcosa (named by one of the Shadows' Human pawns) is located on the shores of a long-dry sea bed. It was once a city of the Speakers, but the Shadows have dwelt there for aeons. Much of the original Speaker city endures, however, and the Shadows come here when they wish to dream of the past.

They do not come to Carcosa any more.

X'ha'dum (K0643)

Planet: K0643

Climate: Desolate

Weather: None

Technical Level: None (Shadow)

Native Sentient Races: None (settled by Shadows)

Dominant Government: Shadows

Notable Cities: X'ha'dum

Population: 20,000,000+ Shadow soldiers and other constructs

Cultural Information: Z'ha'dum means the 'death of futures' or the 'broken future'; X'ha'dum implies 'the murdering future' or 'impending death'. In the event that the Vorlons struck directly at Z'ha'dum and defeated the Shadows (the only chance of that happening was an alliance of the surviving First Ones against the darkness, but the Shadows knew that such alliances had happened in the past), then the hidden base at X'ha'dum would have been activated. X'ha'dum is a doomsday device, a base hidden in hyperspace within a dead world, capable of plunging the whole galaxy into chaos.

Within X'ha'dum's dark halls are the machines that make the fearsome death clouds, the Shadow version of the Vorlon planet killer. Sleeping in storage bays are nanotechnological plagues, insanity viruses, hyperspace bombs, telepathic weapons and worse horrors. Cloning banks that could decant a billion soldiers of darkness nestle next to nursery yards producing ships by the thousand. If the Shadows were ever destroyed, then X'ha'dum would have been their last, glorious hymn to chaos.

They would have set the galaxy on fire.

Fortunately for, well, all life in the Milky Way Galaxy, X'ha'dum was destroyed by the Techno-Mages after the war, but not before the Drakh were able to access many of its secrets. The death cloud and virus used on Earth in 2266 came from X'ha'dum.

Planetary Information: From orbit – and indeed from the surface, although sensible people stay in orbit – K0643 is a dead world, with absolutely nothing of value. There are no interesting ruins, no discernable resources other than shale and dust. The only sign that there could ever have been anything in this solar system is the jumpgate.

K0643 is watched by the Drakh and other guardians; visitors rarely live long.

Shadow Heralds

The Rim has a swarm of dead worlds. Some systems formed too far from the galactic core for cosmic radiation to spark life; others are the former homes of races destroyed in past wars. There are a hundred minor planets within easy range of Z'ha'dum. When the Shadows awaken, they choose one or more of these worlds to use as staging areas. Herald-ships – massive organic vessels surrounded by a cloud of nanotech – travel to the chosen world and transform it. The nanotech cloud enfolds the world, altering its atmosphere. Searing chemical rains transform the soil. First bacteria, then plants and animals are seeded from above. Within months, the planet is inhabitable by Drakh and other servants. This transformation is not stable and the world will decay again without constant maintenance – but it will serve for the duration of the war.

While the Vorlons have their static little empire, with the same handful of worlds they have held for aeons, the Shadows are much more flexible and adaptive. Z'ha'dum is the only constant in the Shadow Dominion – as demonstrated in the series, they are quite capable of moving sizable forces to, say, Centauri Prime within a matter of days. The Shadows are not dug in like the Vorlons are; they prefer to fight a hit-and-run war.

Thenothk

Planet: Thenothk IV

Climate: Desolate

Weather: Minimal

Technical Level: High

Native Sentient Races: None (settled by Drakh and numerous other races)

Dominant Government: Drakh Empire

Notable Cities: Thenothk

Population: 75,000

Cultural Information: The world of Thenothk has been referred to as the 'gateway to Z'ha'dum'. During the late 2250s and early 2260s, the agents of the Shadows used this world as a meeting place and trade hub. The criminal elements of the galaxy also seized on the opportunity offered by Thenothk – it was a world where the most advanced technologies could be obtained, but was almost unknown to the governments of the major races. Some have described Thenothk in its prime as a 'Casablanca of Darkness', a world where a Drakh could rub shoulders with a refugee from the Narn colonies, or with an ambitious EarthForce Intelligence operative, or with an alien from beyond known space. The frozen telepaths rescued in *Ship of Tears* were heading to Thenothk; it was a place for the desperate, the ambitious, the foolish and the insane.

The city of Thenothk is alarmingly conventional in design. Most of the buildings are prefabricated or built according to standard designs, so the hotels and warehouses of the city would not look out of place on Earth or Centauri Prime. Thenothk grew beyond the original intentions of its creators, so much of the outskirts of the city are a shanty town, where the scum of the galaxy congregate. Anything and everything can be found in Thenothk City.



Beyond the town, the planet is uninhabited save for a few Drakh strongholds and laboratories. Visitors are discouraged; those who go beyond the limits of the city never return.

Planetary Information: Before the Drakh and their Shadow masters transformed this world, it was a minor outpost of the Drakh. Thenothk was chosen because of its proximity to the Earth Alliance, which had been identified by the Shadows as one of their chief targets in the coming chaos.

Thenothk's ecology and environment are not obviously artificial, but the planet's natural condition is much more arid and hostile than its current viridian state. Water was brought in from the system's Oort cloud, while the atmosphere was altered to block more radiation from Thenothk's burning sun. Without Shadow intercession, Thenothk will return to its previous hot state in a few decades, although the thicker atmosphere will take centuries to dissipate, as chemical reactions bind the oxygen back into the desert rocks.

Shak'zor

Planet: Shak'zor II

Climate: Tropical in middle two-thirds of the planet; cold at the poles

Weather: Wet

Technical Level: Primitive to Shadow

Native Sentient Races: Shakans (settled by Shadows)

Dominant Government: Shadows

Notable Cities: None

Population: 5,000,000 Shakans, an indeterminable number of Shadow constructs

Cultural Information: Shak'zor is one of a score of worlds near Z'ha'dum that have no jumpgate and can only be reached by travelling through the most hostile and unpredictable reaches of hyperspace. It is a resource world of the Shadow Dominion, producing vessels and other organic devices for its masters. Over 90% of the surface area of Shak'zor is covered in a mile-thick layer of organic technology. This biomechanical landmass feeds on the decay of the once-rich Shak'zorian ecosystem, absorbing the fetid humus of a dying world to produce weapons and ships.

The Drakh have harvesting stations in orbit around the nightmare world; when Shak'zor's parasites are ready to birth their terrible offspring, the Drakh swoop down and act as midwives. Much of the Shadows' industry is located on Shak'zor, but the world is dying and soon the Shadows will have to move to another suitable planet.

Unusually, the indigenous population survived The Night The Stars Cried, when the Shadows rained down a form of wormseed (see page 101) down on Shak'zor. The Shakans

are a humanoid race who had just achieved basic metallurgy when incredibly advanced living machines descended on their home forests and turned the land into a predatory death factory. A few Shakans are still alive, having adapted to the alien terrain. Where they once hunted amid the trees and bushes, they now scamper through the shadows of cyclopean vivisection-towers and huddle for warmth beneath bioreactors and Shadow cruiser wombs.

Planetary Information: Formerly a jungle planet, Shak'zor is dying. The western reaches are already dead, and the Shadow machines there have begun to feed on themselves, converting themselves into more portable and efficient forms. Within 200 years, there will be nothing left on Shak'zor but bare and lifeless rock, and the skeletons of the world-eating machines.

If one of the Younger Races found Shak'zor before it dies, they would discover a treasure trove of organic technology. Of course, without the codes used by the Drakh to safely harvest them, the dying machines of Shak'zor might turn on the intruders.

Quadrant 93

Planet: Quadrant 93

Climate: Dry, cold

Weather: None

Technical Level: Shadow

Native Sentient Races: None

Dominant Government: Shadows

Notable Cities: Ruins of Iscolas

Population: 3,000 Survivors

Cultural Information: Information is power. Before the Shadows adopted the Drakh and their other servants, gathering intelligence on the dominant races of the galaxy was their first priority when they awoke. They had to know which races were ambitious and fit to thrive, and which had succumbed to decline and decay. They had to know which races were willing to listen to the call of chaos.

The world the Centauri dubbed Quadrant 93 is an information gathering tool. The system has no jump gate but there is a hyperspace beacon signal emanating from deep inside Quadrant 93. A species with jump technology and an inquisitive spirit can detect this faint signal. However, should a ship jump into the system, it is caught in the trap. It is impossible to jump to hyperspace near Quadrant 93 – the Shadows have altered the grain of the dimensions within the solar system. Ships that come to Quadrant 93 never leave, unless they can pass the Shadows' tests.

On the world below are ruins and catacombs, seemingly the remains of an advanced alien civilisation. In actuality, these

are a test built by the Shadows, designed to provoke conflict among the trapped visitors. The hyperspace lock in Quadrant 93 is a variation on the prisoner's dilemma. A ship cannot form a jump point on its own but can do so if several jump engines work together. However, the combined jump point destabilises rapidly, so only the *first* ship to move through it is certain of survival. Quadrant 93 rewards those who seize opportunities and betray others.

There are a few creatures living on Quadrant 93 – the degenerate descendants of a Centauri explorer vessel, a handful of Drazi pirates and a single crazed Minbari telepath.

Planetary Information: The world is unremarkable. Life never evolved here; the atmosphere's oxygen and moisture content was artificially introduced by the Shadows.

AR503

Planet: AR503

Climate: Frozen

Weather: Snowstorms and howling winds

Technical Level: Shadow

Native Sentient Races: None (settled by Shadows)

Dominant Government: Shadows

Notable Cities: None

Population: 0

Cultural Information: AR503 is an example of how the Shadow Dominion is the 'shadow' of known space; this world is nowhere near Z'ha'dum and the Rim. It is located within the borders of Pak'ma'ra territory. While the Pak'ma'ra are capable and indeed willing to live on worlds that revolt other races, they could do nothing with this ball of ice and ignored it. Every ship and probe that has come within range of AR503 has ignored it.

Every thousand years, AR503 has a brief, terrible spring. The Shadows can alter the molecular binding of water, changing how it forms crystals and turns to ice. In one swift rush, the glaciers concealing their buried ships sublime away and the ships take flight. AR503 served as an advance base during the Shadows' activities in the League of Non-Aligned Worlds in 2259 and 2260.

Planetary Information: If the Shadows buried more than ships here, then these secrets are presumably buried in the deeper, eternal ice. AR503 is a lonely, moonless planet, distant from its sun. The average daytime temperature is below -30 degrees centigrade. It is a harsh, desolate place, lifeless apart from a few hardy species of lichen and insect.

From: S.Danforth@field.ipx.stellarcom (remote)
To: Effendi@science.earthforce.efcom
Date: Not sent.
Encode: Yes (Q-cipher V seed/protocol YGGDRASIL)
Subject: Alpha Omega III, a personal account

DAY 0: I'm an explorer, not a spy. My family have been explorers for centuries, back to the pioneer days in North America. We've gone into the unknown, into the dark places. The first man to land on Pluto was a Holloway. We were with Carter when he went to Mars. Thing is, we're also patriots, which is why I'm willing to report on IPX's activities to you. If you're going to make me snitch on my employer, then you can damn well put up with these ramblings.

I'm going to keep sending these updates until the DeSoto drops the Icarus off - after that, we'll be out of range of communication. I'll keep updating this file, and it's set to transmit automatically if it ever gets a relay to StellarCom. So one way or the other, you'll get your report.

DAY 7: Dr Chang is out of his league. If the ship from Mars is as important as you tell me it is, then we should have someone better than this 'lab tech' out here. I'm looking at his proposed exploration schedule and it's absurdly slow. We won't look under a goddamn rock until after New Year. The rest of the Icarus' crew aren't much better.

I've kept an eye out for the Psi Corps' plant. They have to have someone else on board, other than the 'official' peeper. So far, my money's on that xenolinguist. He keeps to himself and tends to deflect attention away from himself.

DAY15: We've got telemetry from the beacon attached to the Martian ship. The signal's faint, but it seems like the probe is still active. The DeSoto's jumping to realspace tomorrow and we'll get better signals then.

DAY 16: Hopefully, this will get to the DeSoto before it goes out of range. The probe data looks corrupted, as if it's being retransmitted via a damaged relay. There's a lot of overlap, as if we were picking up radio echoes. Maybe the probe's underground or there's odd ionisation in AO3's atmosphere.

DAY 22: We're close enough to make out some details of AO3. It's a dead world. Minimal surface water, no visible vegetation. Atmospheric pressure about a third of Earth, mostly hydrogen and CO2. If the Martian ship did come here, it must have been an automatic homing program, 'cos no one's living down there. It's a tomb, a big planet-sized grave. This is a waste of time.

DAY 28: Two days to orbit. It's even uglier up close. Christmas day here. May have gotten a bit drunk. Anna under the mistletoe. Damn Morden got in the way. I'm sure he's Corps. Hell. Does that mean he knows I'm working for you. I've got my hunting rifle with me. Hope he picked that up too. Scare him. I think I'm drunk.

DAY 29: Weird nightmares last night. Spiders and ghosts. I'm never drinking again. And yes, I know you don't need to know all this, but I'm getting a kick out of it. And what are you going to do, come out to the Rim and tell me to keep my mind on the job?

DAY 30: We're here. Icarus is launching satellites now, and we've begun surveying. Early photos of the surface are coming in. It looks like Io would if you froze it for a billion years. If I was an advanced alien race, I'd like somewhere nicer. With more bars. And a pool.

One thing we can't pinpoint is the probe. The signal's just bouncing through the atmosphere. Craziest thing ever, especially since the planet doesn't have a discernable magnetic field and so shouldn't have any Van Allen belts or anything to block the signal. Chang's decided we're just going to land near some artificial-looking pillars, and move on if the satellites find somewhere more interesting.

DAY 31: I'd lay odds that someone blew the crap out of this planet. This looks like orbital bombardment to me. I doubt we'll find anything of use here - it looks like the attackers were very thorough. The pillars are definitely constructed artefacts, though; we've found some sort of markings on them, and are picking up signs of internal electrical activity. The inscription, according to the xenolinguist, is something about light casting shadows.

DAY 32: Definitely bombardment. The top layer of soil is compacted and carbonised. I said this was a grave.

I can't sleep. Maybe it's just being back under gravity.

DAY 33: We took a deep core sample of the soil. The last bombardment wasn't the last time this planet was hit. It's been attacked at least a dozen times, possibly more, at intervals ranging between a thousand and twenty thousand years. The patterns are different each time; Rondel says the most recent look like neutron beams, but there's definitely evidence of mass drivers, nukes, some sort of gravity distortion weapon... have we landed on some sort of galactic punching bag?

The really weird thing is those pillars. They've been exposed on the surface for a very long time, certainly longer than the bombardment. They must have been hit at least a few times by the attackers - but the only marks on them are consistent with erosion from wind and rain (no rain here, not enough moisture, but the goddamn wind never stops keening). Chemical analysis says they're made of stone, but no damage from the bombardment. Maybe something more impressive survived.

DAY 34: We've started exploring a chasm near those pillars. Although the satellites keep finding more pillars and other sites that might be buildings, they all look like they got fragged in the last bombardment. The only intact sites must be underground.

Satellite 5 has gone offline, meaning we've lost an eighth of our coverage. Chang suggested taking the Icarus back up to compensate, but no one wants to move into the pressure tents. Keeping walls between us and the wind seems more important. Damn, I'm starting to sound like the rest of the crew. I've got to get away from these people. Get some real work done.

DAY 36: The xenobotanists are saying the dirt's suddenly showing of bacteria. Chang thinks the heat or leaked O2 from the Icarus and us activated dormant bacteria, but Rondel's insisting that the samples came from too deep to be affected by our presence. He's even hinting that the bacteria are actually some sort of artificial nanotech.

Atmospheric pressure up 5%. Winds are getting worse. All our gear is getting jammed by fine dust particles. It's like Mars here.

Medbay's running out of sleeping pills. Luckily, I've got my own stash. Everyone's on edge. One of the mules - labour techs - has gone missing. We think she fell down one of the goddamn hidden pits near the chasm. Her survival pack should keep her going until we find her.

DAY 37: Satellite 3 just picked up something interesting - one of the images it caught in its last pass over the southern massif shows one of those spider-ships. The ship only shows up for a few seconds (your suspicions about them having some sort of stealth technology seem to be correct) before it vanishes in the mountains. I'm trying to convince Chang to let me take the second shuttle and investigate that site.

DAY 38: Screw trying to sleep. Stims.

Atmospheric pressure is up almost 100% since our landing. Sats 1 & 8 are showing massive outgassing at both poles. Atmosphere is still unbreathable, but the pressure's almost enough for us to walk around in thermal gear and breathers instead of encounter suits. The planet's also showing signs of a magnetic field now, which is utterly crazy according to the techs. Did the core just decide to start spinning again for the hell of it? Chang's approved my jaunt to the southern site.

DAY 39: Writing this from the shuttle, flying over the godforsaken landscape. Place still looks like central San Diego after the bomb. Contact with Icarus is infrequent; there's some sort of static on most channels. Sounds like insect noises. The xenolinguists ran a match program but the computer thinks it's just random noise. We're listening to it now. None of us have slept in days, but the chirping sounds <ENTRY ENDS>

DAY 42: We've found a door. Bigger than a building, embedded in the side of a black mountain, but it's definitely a door. And we opened it.

We landed yesterday (my computer says three days ago, but I think it's fritzed; then again, the thicker atmosphere means that day and night are this constant red twilight and I'm losing track of time) near where the spider was seen. Dan started up the sonic probes and we

found evidence of underground structures immediately - artificial hollows, about a mile down. There's no sign of an entrance to any of those hollows, nor of connecting tunnels. They're just these voids in the rock.

The door didn't show up on the sonics. We spotted it from the air. Lots of scree and other debris at the bottom. I guess the spider ship opened it for the first time in who knows how long.

We tried pushing it, we tried signalling it, we tried cutting it. Nothing. Then one of the mules, Jonas, accidentally touched it with his bare skin and it just opened. Jonas has had some sort of allergic reaction to the door (it's made of something organic), but the nearest medlab's back at the Icarus and I'm not running back at the first sign of trouble. We've sprayed the hand with a broad-spectrum disinfectant.

Beyond the door is a tunnel, big enough for one of those ships to fly down if the pilot was crazy or if it was under computer control.

It's very dark in there.

DAY 43: The room's ceiling and walls are beyond the range of our most powerful torches. The expedition rover is a little island of light in the midst of this infinite void. We drove down and out into this... expanse. Who the hell builds a chamber that's a few dozen miles wide (and high?), but has nothing at all in it except darkness? And that doesn't even begin to explain how we got down so deep, unless the tunnel we drove down was sloped and it wasn't, at least not according to our instruments. We tried turning around but we couldn't find the tunnel entrance, couldn't even find the goddamn wall.

We're going to try to build a flare using the chemical testing kit, get us enough illumination to find the way out. Out of contact with Icarus.

Rondel thinks he saw something moving in the darkness. Rondel is a moron.

DAY 44: Jonas is missing. He just walked around the rover and didn't come back. I want to get out of here. The flare's ready; launching it now.

Dammit.

They're up there. Nested like bats. Dozens of 'em. Driving for the tunnel mouth, we should have seen it, driven into it hours ago. Everything's skewed. Screwed. Whatever. This is not possible.

We're back in the tunnel. Driving back to the surface now. We need support from Icarus.

DAY 45: Wrong tunnel. It's a maze of hallways. Rondel crashed the goddamn rover, we're continuing on foot. I swear I'm going to shoot him. We've picked up Jonas' beacon, heading to retrieve him now. Out of stims.

DAY 46: According to the sonics and the triangulation of Jonas' beacon, he's inside one of those hermetically sealed chambers we picked up yesterday. How he's managed that I don't know.

We found a well going down into the darkness. We tried dropping a rope down, but it didn't touch bottom. In the end, we managed to rig a parachute for one of the flying cameras and sent it down. The well's at least ten miles deep (!). Possible a lift shaft, although there's no sign of any mechanisms or even gravity control. Just before the camera went out of range, it caught a glimpse of a lit chamber off the well shaft. Architecture and design looked totally different to anything we've seen so far. Looked weirdly familiar, possibly Minbari? Or older? Maybe a temple or something. No use to us. We've enough ghosts here.

DAY 47: We just got a signal from the Icarus. How it penetrated through so many miles of rock I don't know; some sort of echo, maybe, like a whispering gallery. It was just the automated mission beacon, but at least we know the ship's still there. We've tried to respond, but can't get through.

Jonas' beacon is now coming from a different place, with no discernable movement. Just a blip, and he's suddenly below us and much closer.

DAY 48: It's following us.

DAY 49: We've found Jonas. He's alive, but almost catatonic. His hand's gone, surgically removed, a nice clean job with a fully healed stump, as if he'd lost it years ago. We managed to wake him up using a stim (god, I want a stim), and he was pretty coherent, all things considered. He insists there's an exit down the third tunnel. We don't have any better options.

DAY 51: It's closer now. We've all seen it. Big, spiky. Insect. I shot at it, but I don't think I hit, but I never miss, best goddamn shot you'll ever meet. Holloway, U. Mars. I want to get out of here. I want to get out of here. Jonas insists there's nothing to worry about.

DAY 54: It wasn't him. He was in the wall, he was in the machine. And he kept talking at me.

Everyone else is gone. They took them.

<FILE CORRUPTION>: We found another room, bigger than the first one. There were these huge struts floating in the air over us, and they were glowing. We just stared for a few minutes before Rondel hit on it - it looked just like a jump gate. Inside the planet.

Jonas led us to a spiral staircase, going up and down. As we were climbing, there was this incredibly noise and the gate opened, a jump point forming on top of us. This ship came out, no idea how big it was. Not like the spiders, more conventional design, like a shark. It lands in front of the gate and these aliens start disembarking as if it's the most natural thing in the world to jump inside a planet. Then these other monsters appear in the midst of them, and the aliens <FILE CORRUPTION>

At the top of the stairs is a smaller room, with this organic machine in the centre of it. It's pulsing in sync with the lights on the jump gate. Embedded in the machine is a Human brain and spinal column.

I swear to God, Rondel laughs out loud. We all turn to look at Jonas. He's... ecstatic. Like a visionary.

You can't imagine what it's like, he says.
To touch hyperspace with your mind. To hear the machine, be the machine.
They've been talking to him for days. Explaining. They've so much to teach us.
Unlocking our potential.

Then I shot him. Point-blank in the face with my rifle. His skull popped, and I could see it was hollow apart from this black spiderweb stuff. He keeps talking even though the top half of his head is smeared over Rondel.

They're waking up now, he says, like they have so many times before. We've woken them up. They need our help. He's helping them, and the wall pulses again. We see the ship depart and another one comes through immediately.

They're all coming back.

We hear them coming up the stairs.

Holloway, graduate of U. Mars. Explorer. Interplanetary Expeditions. I'm also working for New Technologies Division. Hell, can anyone hear me? Anyone? Goddamn you, let me out of here!

<FILE CORRUPTION>: I can understand them now. I've been hearing their voices for days but I didn't understand. I understand now. I understand.

<UNIDENTIFIED SOUND> <UNIDENTIFIED SOUND>

No.

<UNIDENTIFIED SOUND> <FILE ENDS>

Servants of the Shadows

The darkness cast by the Shadows encompasses a vast army of servants and thralls. The Shadows put the darkness in motion aeons ago and it continues to move even when the Shadows sleep. During the long centuries between the wars, the darkness continued to watch over the sacred places of the Shadows and to maintain their forces, waiting for their masters' call so they could start the wars all over again. Whole races have been drawn into the Shadows' penumbra, becoming slaves to darkness.

The Shadows also make much better use of individual agents and advisors. The Vorlons believe that they have nothing to learn from the Younger Races, that their vast experience and intellect means that they invariably know better than their pupils. The Shadows, however, know that the Younger Races understand *themselves* better than the Shadows ever could. Agents like Morden give the Shadows insight into the changing galaxy, bridging the billion-year gap between the Shadows and those they would exalt and destroy.

It is due to this ability to use servants, to tap the creativity and imagination and hot desire of the Younger Races that the Shadows have been so successful in the wars. Vorlons and Shadows were more or less evenly matched when their vigil began; now the Vorlons have to resort to cheating to stay in the game.

Drakh

'Who are we? What are we but a shadow of a shadow?'

The Drakh are the most active and vengeful of the Shadows' servants. They were rescued by the Shadows millennia ago when their world was destroyed by the Vorlons and given a new home deep within the darkness. Over the next few thousand years, the Drakh slowly rebuilt. No other race had ever developed in such close proximity to the darkness and the Drakh were horribly warped by it. In many ways, the Shadows treated the Drakh like the Vorlons treated the other Younger Races. The Shadows experimented on the Drakh, augmented them, taught them and guided them towards the Shadow philosophy of chaos. To the Drakh, the Shadows were parents, teachers and dark angels with eyes of fire.

As the Drakh became more and more active in the darkness, they abandoned their second homeworld, building vast clanships capable of supporting hundreds of thousands of Drakh. These self-sustaining vessels took to the stars, hiding

from the eyes of the Vorlons by waiting in the gulfs between systems for decades at a time. The Drakh Unity's forces are likely the equal of the Earth Alliance or Centauri Republic but they have no borders or colony worlds to pin them down. The Drakh are a lurking threat on the fringes of the galaxy.

The Drakh never understood why the Shadows left the galaxy and the race was essentially driven mad by the abandonment. The loss of Z'ha'dum also hurt them deeply. They swore vengeance on the Interstellar Alliance and all the other Vorlon-touched races, vowing to destroy their sacred worlds and tear down their gods just as the ISA had destroyed Z'ha'dum and driven away the Shadows.

Personality: The Drakh are dominated by the desire for cruelty and vengeance. They want to make the other races *suffer* as they have suffered, die as they died. The Shadows were grooming the Drakh to be lords of chaos, but their preparations were only half-complete when the Shadows left the galaxy. The Drakh have all the darkness and alien hate of the Shadows, but it is not tempered by wisdom or loyalty to Lorien. In many ways, the Drakh are much like what the other races think the Shadows are: nightmare monsters



from beyond known space who want to destroy everything for their own frightful purposes.

The Drakh are telepathic to a degree, although their telepathy functions in a different manner to that of the other races. It stems from the races' deep integration with organic technology – an undetermined part of a Drakh's physiology is made up of engineered organs and implants and their telepathy comes from these implants communicating with one another.

Physical Description: It is difficult to describe a Drakh; members of the race regularly augment and alter themselves for specific missions and they also employ cloaking fields and stealth technology. They are humanoids, slightly larger than the average Human, with scaly, faintly lizard-like features. They have elaborate bone structures on their faces and heads, although these may be subcutaneous implants of some sort.

Relations: Before the destruction of Z'ha'dum, the Drakh served the Shadows and worked closely with the Streib and other servants of the darkness. After the Shadows departed, the Drakh took up residence within the Centauri Republic, enslaving the Centauri government using keepers and fusion bombs.

Systems: The Drakh have not had a true homeworld in millennia. Their original planet was crushed by the Vorlons; Z'ha'dum was their spiritual home for the second age of their race, but they could only visit it rarely. These brief pilgrimages to Z'ha'dum were the holiest of events in the Drakh culture, and are now only a bitter memory.

Beliefs: The Drakh are students of chaos, the right hand of darkness. They were fanatically loyal to the cause of the Shadows when the Shadows were still active, and are searching for a new expression of that cause now. They are aware of the Three Principles, but also believe that they are essentially a dead race after the Vorlons' ancient attack on them. As far as the Drakh are concerned, they have been removed from the natural order of the universe and so are uniquely free to act without regards to evolution. While other races are bound to grow, rise and fall in the slow movements of history, the Drakh simply exist.

Language: The Drakh primarily rely on telepathy for communication, speaking only when it is necessary. They have communicator-globes similar to those used by the Gaim, but can construct and implant speech organs as necessary when dealing with other races on a long-term basis.

Names: The one Drakh encountered called itself Shiv'Kala; it is conceivable that all Drakh have similar names, with one syllable denoting the Drakh's personal name and the second denoting which clanship it comes from. In a race of telepaths, personal names are generally rather redundant.

Drakh Upgrades

The Drakh have some mastery of organic technology and will likely develop much more as they investigate the weapons liberated from Z'ha'dum after the war. A Drakh begins play with one of these upgrades and can acquire more over time.

Cloak: The Drakh can bend light around itself, making it harder to see. This gives the Drakh a +4 bonus to DV.

Invisibility: The Drakh becomes virtually undetectable in the darkness, gaining an additional +4 bonus to Move Silently and Hide check made in areas of less than full illumination.

Blast: The Drakh can project a burst of energy from its hand. This attack has a range of 30 feet and deals 2d8 damage. It threatens a critical hit on the roll of a 20. Firing a blast causes the Drakh to suffer one point of subdual damage.

Taint: By touching a living creature, the Drakh can inflict a nanotechnological toxin that eats away at the victim's biology. The victim must make a Fortitude save (DC10 + ½ the Drakh's level + the Drakh's Constitution modifier) each day or take 1d4 points of Constitution damage. This Constitution damage can be halted if three successful Fortitude checks are made in a row.

Keeper: The Drakh can implant a Keeper – a small, invisible entity – on a victim. The Keeper is linked to the Drakh, and can be programmed to sense when the victim is acting contrary to the Drakh's interests. The Keeper can cause pain or death almost at will by constricting the victim's flesh. The Drakh can access the Keeper's memories and experiences by touching it.

Mindeater: The Drakh gains the ability to read the short-term memories of a living creature by devouring its brain. Only the last six hours or so of the creature's life can be accessed and the brain must be eaten while it is still fresh (or at least preserved cryogenically or chemically). The memories acquired in this fashion tend to be fragmented, like a telepathic deathbed scan, but unlike a scan the victim (being dead) has no way to stop the Drakh.

Starfarers: The entirety of the Drakh race are starfarers, as the species dwells on its massive clanships. They go wherever they are required. The Drakh maintain a vast fleet of ships and are adept at space combat.

Racial Traits

- ⑤ All Drakh are of Medium size.
- ⑤ Drakh have a base speed of 30 feet.
- ⑤ -2 Dexterity, +2 Intelligence. The Drakh are slow and calculating, but their cunning serves them well.
- ⑤ Drakh have a +4 racial bonus to Hide and Move Silently checks when in shadowed areas and darkness.
- ⑤ All Drakh have at least one biological device implanted into their bodies. See the sidebar on page 114.
- ⑤ Automatic Languages: Shadow, Drakh
- ⑤ Favoured Class: Agent

Zener

A cold race of technicians and scholars, the Zener are devoted to the cause of evolution. They conduct ceaseless experiments in conflict and death, putting cities and worlds to the torch with the same measured calm that they irradiate ant colonies and test-tubes of bacteria. The Zener are responsible for maintaining much of the Shadows' organic technology and for preparing subjects for implantation in ships and other systems that require living controllers.

The Zener consider themselves scholars; in truth, they are little more than tools. Much of their ability to maintain and use Shadow technology comes from the Shadows themselves. While the Zener are very good at conducting experiments and recording data, their ability to make progress or actually learn anything is severely limited.

Like the Drakh, the Zener have no homeworld. They are dependant on the Drakh for transport, but dislike space travel. The Zener prefer to dwell in cloaked space stations in isolated systems, where they can conduct their cruel science in peace. They are genderless and propagate their race through cloning.

Following the departure of the Shadows, many of the Zener succumbed to despair and ennui, and simply died. The survivors attached themselves to another, stronger race such as the Drakh or Humanity, hoping to continue their work.

Personality: Limited. The Zener think of themselves as pure scientists and believe that emotion is an unnecessary distraction from the purity of investigative cruelty. The Zener have practised brutal and thorough eugenics and thought-control policies in the past, to ensure that any Zener who deviated from this belief was utterly expunged from the race. While these policies succeeded in bringing complete unity to the Zener, it also removed almost all creativity and drive from the race.

Physical Description: The Zener resemble the Streib or Vree, being rather similar to the classic 'grey' conception of

aliens. They have bulbous heads and black eyes, as well as small, nimble hands adept at wielding scalpels and probes.

The Zener have been altered by the Shadows to make them better technicians. Much of the Zeners' understanding of technology comes from Shadow brain implants, similar to those used by the Techno-Mages, which allow the Zener to use and maintain organic technology without understanding the underlying principles. Much of their knowledge is actually artificial instinct.

Relations: The Zener will work with – or on – almost any race. They were close allies of the Drakh, but are distrusted by many of the other servants of the darkness, as the clinical approach of the Zener is at odds with the more passionate, mythical beliefs of the other servants of the Shadows. The Zener have dealt with Humanity in the past, converting the renegade telepaths provided by the Psi Corps into suitable weapons components. They also worked on the Omega-X destroyers used by President Clark and a few Zener are still held by EarthForce's black science division.

Systems: The Zener's spindly research stations are virtually impossible to detect; they are normally located in orbit around obscure Rim worlds but can be found anywhere the Drakh motherships go. It is likely that as the Drakh move into Centauri space, the Zener will follow them.

Beliefs: The Zener are devoted to science and specifically the study of evolution. Their original goal was to comprehend and distil all the processes of evolution, documenting all the pressures and conditions that a race must adapt to. Their ultimate goal was to bypass the tiresome million years of watching and guiding the Younger Races towards their destiny of becoming transcended races and just making a transcended, super-evolved race from scratch. Whether the Shadows actually supported this project, or if the Zener came up with this grandiose plan on their own is unknown. They have yet to get beyond step one of this project, the cataloguing of pain and conflict types, and it is unlikely they ever will.

Language: The Zener speak a curious high-pitched language similar to that of the Shadows and indeed, it is likely they developed this tongue in imitation of their masters. They use translator devices to speak to other races.

Names: The Zener naming structure is rather complex, and seems to be mostly numeric. A Zener is referred to by its genetic clone line and by number (Dac-443, Jro-6754 and so on), with extra honorific titles being added on the end to mark significant discoveries or accomplishments.

Starfarers: The Zener have few starfarers of their own, preferring to get other races to transport them from place

to place. The only Zener found outside one of their space stations are likely technicians attached to some Shadow outpost.

Racial Traits

- ⑤ All Zener are of Medium size.
- ⑤ Zener have a base speed of 30 feet.
- ⑤ +4 Dexterity, +2 Intelligence, -2 Strength, -2 Wisdom, -2 Charisma. Zener are remarkably agile, but are physically frail, highly unsociable and slow to learn.
- ⑤ Zener are excellent surgeons and technicians – a Zener receives two extra skill points at every level which can only be spent on the Medical, Technical or Knowledge skills.
- ⑤ Automatic Languages: Shadow, Zener
- ⑤ Favoured Class: Scientist

Shoggren

The Shoggren are largely extinct in this era, although a handful have survived. They were a barbaric warrior race, possessed of immense physical strength and savagery coupled with a surprisingly keen intelligence. The Shoggren conquered their entire homeworld and were experimenting with crude rocketry when discovered by the Shadows. The Shadows saw the Shoggren as suitable agents of chaos and equipped them with more advanced spacecraft and weaponry.

For a time, the Shoggren served as foot troops for the Shadows; while Shadow cruisers continued the race's normal approach of blasting ships and causing chaos from orbit, the Shoggren would be dropped on a world and do much the same thing up close. They targeted more primitive races, filtering out pre-spaceflight species who did not have a chance of surviving the greater chaos brought on by the Shadows. The Shoggren conquered a hundred worlds, their existence became a succession of bloodbaths punctuated by grey eternities on board transport ships.

Eventually, the Shoggren grew decadent, and their effectiveness declined. The Shadows withdrew their support and changed to another method for sowing chaos – the Techno-Mages. Many of the Shoggren were destroyed when they attacked Centauri Prime in pursuit of the renegade mages; the survivors fled the Shadow sphere of influence or were converted into Shadow soldiers.

Personality: During their heyday, the Shoggren loved nothing more than slaughtering hundreds of sword-wielding aliens with laser cannon and fusion bombs, then retiring to their ships to feast. They lived large and killed large. As time went on, the Shoggren became lazy and relied too much on the technology and weapons given to them by the Shadows.

Modern Shoggren are still warriors, but the race has been forced to fend for itself for almost a thousand years. It is believed the Shoggren were one of the original Raider groups and a few Shoggren families may still be found among the Raiders.

Physical Description: Shoggren are large, hairy humanoids. They are incredibly strong, with large claws and sharp teeth. The Shoggrens' eyesight is relatively poor, although they have an excellent ability to detect motion and incredibly precise hearing. Much of their culture and technology is aural instead of visual. The Shoggrens' thick fur made warm planets unpleasant for them; they wore cooling suits when fighting on hot worlds.

Relations: The Shoggrens' relation with other races was rather... limited. Skulls were cleaved, cities were sacked, chaos was spread and the Shoggren feasted while their masters laughed. If the Shoggren had targeted spacefaring civilisations instead of primitive ones, they might still be remembered in the modern era as marauders. Instead, they are almost forgotten.

Systems: The Shoggren have no homeworld left to them; their planet was used as a Shadow base for 10,000 years but was rendered unusable by the Walkers in the last great war. The Shoggren maintain colonies on two other worlds in that system and have a few dozen other strongholds. Still, the race has less than 20,000 members, so most of its colonies are very small.

Beliefs: The overriding Shoggren belief is survival – the Shoggren have essentially been on the run from the Shadows and most other races for a thousand years. They have lost the support of their former masters, and the Centauri still remember the Shoggren attack on their world when the Republic was being formed. Shoggren are notoriously untrustworthy, willing to sacrifice anything in order to survive.

Language: The Shoggren language is brutish and uncouth, but is well suited for barking commands on a battlefield. As the Shoggren have excellent hearing, the language contains a surprising number of subtle variations and tonal shifts.

Names: The Shoggren have infamously lengthy names, as each name contained a list of the Shoggren's accomplishments and battles. The Centauri record the Shoggren generals who commanded the attack on Centauri Prime being named Terrog n'Grash'ah'vark, Groth Yu'Grash'fe'Nar and Pura n'Min'ah'Nar. One can only assume that other Shoggren are equally well named.

Starfarers: Shoggren starfarers are normally Raiders, although there are tales of Shoggren enslaving primitive races who have yet to enter space.

Racial Traits

- ⑤ All Shoggren are of Large size, and have a reach of 10 feet.
- ⑤ Shoggren have a base speed of 30 feet.
- ⑤ +4 Strength, +4 Constitution, -2 Wisdom, -2 Charisma. Brutal and callous as they were, the Shoggren were physically and mentally fit.
- ⑤ A Shoggren's thick fur gives it DR 1.
- ⑤ Shoggren are more sensitive to extremes of heat; a Shoggren suffers a -4 penalty to any Fortitude saves to resist subdual damage from heat exhaustion.
- ⑤ Shoggren have bad eyesight but compensate in other ways. They receive a -2 racial penalty to Spot and Search checks, and a +2 racial bonus to Listen checks and Initiative rolls.
- ⑤ Shoggren are vulnerable to panicked rages as a result of a thousand years of being hunted and feared. If a Shoggren suffers a critical hit or ability score damage, or is otherwise alarmed, it must make a Will save (DC 15). If this saving throw is failed, then the Shoggren *must* either flee immediately or enter a berserk rage, killing all non-Shoggren nearby.
- ⑤ Automatic Languages: Shadow, Shoggren
- ⑤ Favoured Class: Soldier

Shadow Soldiers

These 'soldiers of darkness' have been used by the Shadows for millions of years. They are created by augmenting Younger Races with organic technology, in a process similar to that used for making Shadow Thralls. Their primary purpose is as assassins, weeding out potential nexus candidates until one emerges who is sympathetic to the Shadow philosophy. Shadow soldiers have also been used to remove troublesome Vorlon agents.

Physically, they resemble a cross between a Shadow and a humanoid, but they are rarely seen. Shadow soldiers have the same phasing and invisibility technologies as their creators.

Shadow Soldier

Large Alien Creature

Character Level: 15 (89 hp)

Initiative: +3 (-1 Dex, +4 Improved Initiative)

Speed: 40 ft.

DV: 13 (-1 Size, +4 Reflex)

Attack: Claws +13/+8/+3

Damage: Claws 2d6+8

Special Qualities: DR 4, Shadow Phasing, Shadow Invisibility, Parasite

Saves: Fort +14, Ref +4, Will +8

Abilities: Str 26, Dex 9, Con 21, Int 18, Wis 16, Cha 11

Skills: Climb +11, Hide +14, Jump +11, Listen +11, Move Silently +14, Spot +11

Feats: Alertness, Improved Initiative

Shadow Phasing: The Shadow soldier can become intangible and invisible at will. It must become tangible to attack. If struck by an energy attack while intangible, there is an automatic 50% chance the attack misses, but if the soldier is injured, it becomes visible and tangible for one round.

Parasite: The soldier replenishes its own energy reserves by draining the life from the organs of victims. When it makes a successful claw attack, it can choose to implant parasitic nodes instead of dealing damage. It may then drain 1d3 Constitution points from the victim immediately, plus another one per day. The soldier must feed one a month while active.

Shadow Peons

Created using the same technology as the Shadow soldiers, peons (also known as Shadow Thralls) aid the Zener in maintaining the Shadows' installations. Thralls are made from the Younger Races, using invasive implants that transform them into suitable custodians for the Shadow vessels. The peons can communicate with their masters and have an instinctive insight into the technology like their masters.

Shadow Peon Template

The Shadow peon template details a sentient being who has been chosen or elected to undergo a painful series of operations to implant Shadow technology into his body.

Hit Points: Same as base creature.

Speed: Same as base creature.

Initiative: With his mind fogged by the technology in his body, a Shadow peon suffers a -2 penalty to his Initiative checks.

DV: With the Shadow implants within them affecting them constantly, Shadow peons are generally less aware of their surroundings, their natural reactions filtered by the Shadowtech. A Shadow peon suffers a -2 penalty to his Defence Value.

DR: The thick black skin of a Shadow peon, similar to that of the Shadow ships themselves, provides a natural Damage Reduction of 3.

Damage: Same as base creature.

Special Attacks: A Shadow peon retains all of his previous special attacks.

Special Qualities: A Shadow peon retains all of his previous special qualities. A Shadow peon also gains the following special qualities:

Never Alone: The implants, sentient as they are, constantly talk to the peon with knowledge and guidance, as well as interfacing with any piece of Shadow technology that the peon is in contact with through their altered skin. A Shadow or character with at least three levels in the Shadow Servant prestige class can command a Shadow peon by speaking with them and being within line of sight. A Shadow peon

may make Will saves where Shadows, Shadow technology or Shadow servants are concerned but these are always at a -4 penalty.

Shadow Implantation: A Shadow peon gains all of his abilities through the implantation of devices throughout his body, devices that are based on Shadowtech. The peon suffers a -4 penalty to any Will save against telepathic abilities.

Shadow Speech: As a side effect of the device implantation, the Shadow peon can understand the speech of the Shadows. He may communicate with Shadows, Shadowenhanced characters and other Shadow peons within line of sight.

Telepathic Death: Shadow peons that were once telepaths lose access to all of their telepathic powers. They effectively lose their P-rating altogether.

Save: The Shadow implants strive to keep their hosts healthy and able to work harder and longer. This represents itself as a +4 bonus to the host's Fortitude save.

Abilities: Same as base creature.

Skills: Same as base creature.

Feats: Same as base creature plus Shadow peons gain Skill Focus (Technical (organic)). Note that this feat is actually provided by the implants themselves, representing a guiding force in the manipulation of Shadowtech. This bonus only applies when the peon is working with Shadowtech.

Shadow Agents & Servants

Like the Vorlons, the Shadows use agents from the Younger Races. The Shadows rarely have the luxury of visiting developing worlds, so they use what they can find. There are always those drawn to power and chaos, so as soon as the Shadows begin to move, suitable agents are quick to present themselves.

Often, the agents are taken from those brave or foolhardy enough to wake the Shadows on Z'ha'dum, or from the ranks of those contacted by the Drakh and other Shadow agents during the time between wars. Others are recruited to deal with specific factions. A tiny handful of agents backed up with the unstoppable power of the Shadow fleets is enough to bring the galaxy spiralling down into chaos. Morden, for example, was able to manipulate both the Earth Alliance and the Centauri Republic. A few words in the right ear do more than all the genetic manipulations of the Vorlons.

Chosen agents are brought to Z'ha'dum where they are surgically enhanced by the Shadows, given the ability to understand the Shadows' speech and protected against Vorlon interference. Then, they are set loose on the galaxy under the direction of the Eye and under the supervision of one or

more Shadows. While the Shadows permit their servants a considerable amount of freedom to pursue personal vendettas and conspiracies, they never leave them wholly alone.

The Shadow Agent

Shadow agents are the emissaries and heralds of the Shadows, sent out to find the weak points in the order the Vorlons have established over the last thousand years. They are missionaries of chaos, searching for those willing to listen to the siren call of war and ambition. They are your best friends, your best allies, the harbingers of nightmare and carnage.

Unlike the Shadow Servants, the agent's improvements and gifts are minor and almost unnoticeable. The agent is supposed to be almost unnoticeable, slipping beneath the detection of the Vorlons and their spies. They are just another face in the crowd for the most part.

Additional Hit Points: 2.

Requirements

To qualify to become a Shadow agent a character must meet the following requirements:

Special: The character must be selected by the Shadows for modification. The Shadows generally choose individuals with great personal conviction and determination. These qualities, when coupled with absolute obedience to the Shadows and their goals, serve them well.

Advancement Limitation: Advancing in the Shadow agent prestige class requires the character prove himself worthy of the honours bestowed upon him. He must act in the interests of the Shadows, fulfilling such missions as they give him. Additionally, the Shadows themselves must be present in the galaxy to add the additional modifications. Once they leave for the Rim, characters with this class are permanently frozen at their current class level. They may choose to take other classes if they wish.

Telepaths: Telepaths can, in rare circumstances, become Shadow agents, although this is exceedingly rare. Telepathy is a product of Vorlon technology and conditioning, which does not work well with the Shadow implants.

Class Skills

The Shadow agent's class skills (and the key ability for each skill) are Bluff (Cha), Computer Use (Int), Concentration (Con), Diplomacy (Cha), Disguise (Cha), Gather Information (Cha), Hide (Dex), Intimidate (Cha), Knowledge (any) (Int), Listen (Wis), Move Silently (Dex), Pilot (Dex), Search (Int), Sense Motive (Wis), Sleight of Hand (Dex), Spot (Wis), Survival (Wis) and Technical (Int)

The Shadow Agent

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1 st	+0	+2	+0	+0	Shadow Speech, Telepathic Resistance, Sense Vorlon Presence
2 nd	+1	+3	+0	+0	Upgrade I
3 rd	+2	+3	+1	+1	Never Alone
4 th	+3	+4	+1	+1	Upgrade II
5 th	+3	+4	+1	+1	Never Alone II
6 th	+4	+5	+2	+2	Regenerative Recovery
7 th	+5	+5	+2	+2	Upgrade III
8 th	+6/+1	+6	+2	+2	Never Alone III
9 th	+6/+1	+6	+3	+3	Upgrade IV
10 th	+7/+2	+7	+3	+3	What Do You Want?

Skill Points at Each Level: 6 + Int modifier

Class Features

The following are the features of the Shadow agent prestige class:

Weapon Proficiency: The Shadow agent does not gain any additional proficiency with weapons.

Shadow Speech: The Shadow agent can understand the speech of the Shadows. He may communicate with Shadows, Shadow servants or Shadow agents within line of sight.

Telepathic Resistance: A Shadow agent gains a +5 circumstance bonus to any Will saving throw made to resist a telepathic ability. A telepath failing to use an ability against the agent will be subjected to a fundamental sense of darkness and foreboding, penetrating into his mind and shaking his grip on reality. The telepath will suffer 2d6 points of subdual damage, ignoring any Damage Reduction. (*Telepathic Abyss*, level 2, 6 TP).

Upgrade: At 2nd, 4th, 7th and 9th level, the Shadow agent has his abilities improved by the Shadows. He may choose from any of the following upgrades:

- 5 Eldritch Insight: +2 Intelligence
- 5 A Friend to Everyone: +2 Charisma
- 5 Terrible Understanding: +2 Wisdom
- 5 Unnatural Health: +2 Constitution
- 5 Shadow Swiftiness: +2 Dexterity
- 5 Fearsome Strength: +2 Strength
- 5 Resilience: DR 2

Never Alone: The Shadow agent is now accompanied by a Shadow creature. This creature will advise and defend the agent. Often, these creatures are Shadows, but soldiers of darkness, Shadow agents, Drakh or other servants might be sent in their stead.

Regenerative Recovery: The Shadow agent has several small modules of Shadow technology implanted within his body, greatly boosting his own immune system and allowing him to recovery from terrible injuries very quickly. The agent always stabilises automatically if taken below 0 hit points, assuming he is not slain outright. Also, his natural healing rate for both hit point and ability damage is doubled. (*Improvement*, level 3, 9 TP).

What Do You Want?: At 10th level, the Shadows reward their agent. The agent may ask for almost anything in the galaxy – Morden wanted his family freed from their hyperspatial hell but other agents may have grander desires, like ruling an empire or being made immortal.

The Shadow Servant

The chosen of the Shadows are gifted with abilities and technologies to make them more capable and suitable servants. They are the hand of the darkness, reaching out to drag the galaxy down into chaos and fire, so that the races can rise better and stronger from the crucible.

Additional Hit Points: 2

Requirements

To qualify to become a Shadow servant a character must meet the following requirements:

Feat: Iron Will

Special: The character must be selected by the Shadows for modification. The Shadows generally choose individuals with great personal conviction and determination. These qualities, when coupled with absolute obedience to the Shadows and their goals, serve them well.

Advancement Limitation: Advancing in the Shadow servant prestige class requires the character prove worthy of the honours bestowed upon him. He must act in the interests of the Shadows, fulfilling such missions as they give him. Additionally, the Shadows themselves must be present in the

galaxy to add the additional modifications. Once they leave for the Rim, characters with this class are permanently frozen at their current class level. They may choose to take other classes if they wish.

Telepaths: The Shadows do not welcome telepaths into their numbers. Telepaths may not become Shadow servants although they may be used for other purposes.

Class Skills

The Shadow servant's class skills (and the key ability for each skill) are Bluff (Cha), Computer Use (Int), Concentration (Con), Gather Information (Cha), Hide (Dex), Intimidate (Cha), Knowledge (any) (Int), Listen (Wis), Medical (Int), Move Silently (Dex), Pilot (Dex), Search (Int), Sense Motive (Wis), Sleight of Hand (Dex), Spot (Wis), Survival (Wis) and Technical (Int)

Skill Points at Each Level: 4 + Int modifier

Class Features

The following are the features of the Shadow servant prestige class:

Weapon Proficiency: The Shadow servant does not gain any additional proficiency with weapons.

Shadow Implantation: The Shadow servant gains his abilities from the implantation of Shadow technology throughout his body. These devices deactivate any other cybernetic system they encounter. Characters with Shadow Implantation also suffer from Telepathic Vulnerability.

Shadow Speech: The Shadow servant can understand the speech of the Shadows. He may communicate with Shadows, Shadow servants or Shadow agents within line of sight.

Telepathic Vulnerability: Shadow technology does not react well in the presence of technology. Telepaths may use the Jamming ability to automatically stun a Shadow servant within line of sight.

Servant Path: At 1st level each Shadow servant selects one of the following paths of advancement. Every odd level thereafter the character gains a new ability on that path. At 7th level the character may select a second path, gaining its base ability.

Upgrades

The listed upgrades are merely the 'standard' ones chosen by the Shadows for their servants; a Shadow can use the Shadow Technology rules to give a servant a different set of powers. The cost for each upgrade in Technology Points is listed in brackets.

At 10th level the character gains the first upgrade on this second path.

The Shadow servant paths are: Commander, Hunter, Soldier and Technician.

Commander Path: The Shadows select commanders from among the most charismatic of their servants. They further train these servants in logistics, strategy and tactics so that they may serve as war leaders. Servants on the commander path are implanted with command and control modules. When placed on this path the commander gains the power to communicate with any Shadow, Shadow servant or Shadow agent within Long range (400 feet + 40 feet per character level of the Shadow servant) (*Communication, level 1, 3 TP*). As he proves his worth, the Shadows grant him the following upgrades:

⑤ **Upgrade I:** The Shadows extend the range and scope of the character's communications implants. He can now triple his communications range or extend it across an entire planet if there is a Shadow cruiser in orbit. Additionally, he may make a Concentration check (DC 25) to see though the eyes of any creature in range implanted with Shadow technology (*Communication, level 1, 3 TP*).

⑤ **Upgrade II:** The Shadows implant sensors to increase the character's tactical and strategic awareness. The commander may, as a full-round action, use the information provided by these sensors to grant all creatures he can communicate with a +1 bonus to their attack rolls (*Prediction, level 1, 5 TP*).

⑤ **Upgrade III:** The Shadows install a database containing comprehensive records of their engagements over the last million years. By taking an action to access this data record and making a Concentration skill check (DC 15), the commander may help another character he can communicate with. This assistance gives that character a one round +2 circumstance bonus to attack rolls, Defence Value or a single skill check (*Data tap, level 1, 3 TP*).

⑤ **Upgrade IV:** The Shadows install a command module, allowing the commander to override the commands given by the target's wetware. In effect, the commander may take control of the body of any character he can communicate with through his implants by making a Concentration skill check (DC 25). He uses the target's skills, base attack bonuses and ability scores rather than his own. While exerting this control the commander's own body is considered helpless. The commander will be aware of an attack on his body. He may release control of the target as a standard action (*Improvement, level 3, 9 TP*).

Hunter Path: The Shadows select hunters from among the most bloodthirsty and independent of their servants. They then train these servants in infiltration, murder and terrorist tactics so that they may eliminate threats. When placed on this path the hunter gains implants that allow him to blend into the environment. He gains a bonus equal to his Shadow servant level to Hide and Move Silently skill checks (*Improvement, level 2, 6 TP*). As he proves his worth, the Shadows grant him the following upgrades:

- ⑤ **Upgrade I:** The Shadows implant a sensor array. By making a Search skill check as a standard action (DC 5 + 1 per foot radius of scan desired) the character may sense the presence and number of living creatures around him (*Detection, level 1, 5 TP*).
- ⑤ **Upgrade II:** The Shadows enhance the character's cloaking implants, allowing the character to become almost invisible at will. He no longer suffers penalties to his Hide or Move Silently skill checks when being watched or when moving. Additionally, he may use his Hide skill to avoid detection by sensors (like motion sensors or pressure plates) (*Cloak, level 2, 10 TP*).
- ⑤ **Upgrade III:** The Shadows implant a device allowing the character to track living targets by the signs that life leaves behind. The character gains the Tracking feat if he does not already have it. If he sees a target, he may 'set' his implant to track that target's signs, effectively allowing him to automatically succeed on any skill check required to track the target. The implant may only be set to track one target at a time and can store up to 100 signatures (*Improved Sensors, level 1, 3 TP*).
- ⑤ **Upgrade IV:** The Shadows install the final upgrade to the hunter's systems. When the hunter makes a sneak attack on a target he may add his Shadow servant level to his sneak attack damage (*Improvement, level 2, 6 TP*).

Soldier Path: The Shadows select soldiers from among the most combat worthy of their servants. They look for servants who love conflict for its own sake, rather than those who revel in bloodshed. They then train these servants in the methods of mayhem developed over a million years of warfare. When placed on this path, the soldier gains the ability to self-heal by taking a full-round action and making a Concentration skill check. When he does so he heals 1 hit point for every 5 points of his skill check result. He may use this ability once per day, plus an additional use per day for every upgrade that he has on the Soldier Path (maximum 5/day) (*Repair, level 3, 9 TP*). As he proves his worth the Shadows grant him the following upgrades:

- ⑤ **Upgrade I:** The Shadows implant extensive defensive devices giving the character the ability to exude a shield

similar to the skin of their ships. As a full-round action he may create this shield. While protected, he takes half damage from all attacks – the shield absorbs the other half of the damage. When the shield absorbs damage equal to the character's maximum hit points, it shatters. The character may create one shield per day (*Adaptive Armour, level 1, 3 TP*).

- ⑤ **Upgrade II:** The Shadows implant a sensor array into the character. This array gives the character blindsight out to 120 feet. He also gains a +1 bonus to all attack and damage rolls with ranged weapons (*Detection, level 2, 10 TP*).
- ⑤ **Upgrade III:** The Shadows install a weapons system. The character may project a beam of red light from his palms that inflicts 2d10 damage with a range of 120 feet. Each use of this upgrade inflicts 1 hit point of damage to the soldier (*Blast, level 1, 3 TP*).
- ⑤ **Upgrade IV:** The Shadows install the final upgrade on the soldier path, a system that enhances the character's physical attributes. He receives a +2 inherent bonus to Strength, Dexterity and Constitution (*Upgrade Ability x 3, level 1, 15 TP*).

Technician Path: The Shadows select technicians from among the most technically adept and morally numb of their servants. They then train these servants in the esoteric arts of organic technology and tending to the Shadows' many servants. When placed on this path the technician gains the ability to assess the condition of any Shadow implanted creature or Shadow organic technology within Long range (400 feet + 40 feet per character level) as a free action (*Detection, level 1, 5 TP*). He can determine the creature's current hit points, its system status and if it has any conditions applied to it (i.e. fatigued, frightened or stunned). As he proves his worth, the Shadows grant him the following upgrades:

- ⑤ **Upgrade I:** The Shadow device implanted at this stage allows the character to heal other Shadow creatures. As a standard action the technician may touch a creature with Shadow implants and heal 1d6 hit points of damage. When the technician activates this ability he takes 1 point of damage. The technician may not use this ability on himself, although another technician may repair him. He may only use this ability a number of times per day equal to his Constitution modifier +2 (minimum twice per day) (*Repair, level 1, 5 TP*).
- ⑤ **Upgrade II:** The Shadows implant a sensor array that allows the character to assess the status of any technological device, regardless of its origin. The character gains a bonus equal to his class level to any Computer Use or Technical skill checks (*Improved Sensors, level 1, 3 TP*).

The Shadow Servant

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1 st	+0	+2	+0	+0	Servant Path, Shadow Implantation, Shadow Speech, Telepathic Vulnerability
2 nd	+1	+3	+0	+0	
3 rd	+2	+3	+1	+1	Path Upgrade I
4 th	+3	+4	+1	+1	
5 th	+3	+4	+1	+1	Path Upgrade II
6 th	+4	+5	+2	+2	
7 th	+5	+5	+2	+2	Path Upgrade III, Second Path
8 th	+6/+1	+6	+2	+2	
9 th	+6/+1	+6	+3	+3	Path Upgrade IV
10 th	+7/+2	+7	+3	+3	Second Path Upgrade I

⑤ *Upgrade III:* The Shadows install an upgraded array of nano-factories and tools, allowing the technician to work under extreme conditions. The technician no longer needs tools of any sort to perform actions with the Technical skill. Furthermore, he does not need a computer console to interface with a computer within line of sight (*Construction, level 1, 3 TP; Data Tap, level 1, 3 TP*).

⑤ *Upgrade IV:* The Shadows install the technician's final system. The technician gains the ability to remove conditions applied to a creature with Shadow implants or a Shadow organic technology object. The technician must touch the target to use this ability. When he activates this ability, the technician takes 1d6 subdual damage. He may only use this ability a number of times per day equal to his Constitution modifier +2 (minimum twice per day) (*Repair, level 2, 10 TP*).

Justin

'Who decides that the workday is from 9 to 5, instead of 11 to 4? Who decides that the hemlines will be below the knee this year and short again next year? Who draws up the borders, controls the currency, handles all of the decisions that happen transparently around us?'

'I don't know.'

'Ah! I'm with them. Same group, different department. Think of me as a sort of middleman, and the name is Justin. Come in, sit, sit. The tea is getting cold.'

When the historians speak of the great figures of the Shadow War, they talk of Sheridan and Delenn, of Ivanova. Perhaps they mention Emperor Londo Mollari or Captain Ericsson and his crew on the doomed White Star that tricked the

Shadows into coming to Coriana VI. If the historian is exceedingly well informed and has access to certain sealed records, he might mention a Mr Morden who had a knack for being present just *before* events.

In a thousand years, when the sciences of psychohistory and macroanalysis are advanced enough to trace the movements of history, historians will finally perceive the shape of the Shadow War and realise they only see half the picture. In times of crisis, there are nexuses – individuals who exert disproportionate amounts of influence on galactic affairs. John Sheridan was a nexus, thanks to his position as commander of Babylon 5, as partner of Delenn, as a genius tactician, as a man who could forge alliances, as one rescued by an angel in full view of all the governments of the galaxy. However, a nexus does not have to be such a public figure. They can work equally well from the Shadows.

Before the Shadow War, the man called Justin was a mid-level bureaucrat in EarthGov's finance ministry, dealing with corporate affairs and trade agreements with alien races. He was one of a hundred thousand similar bureaucrats and his life seemed utterly mundane – but trace galactic events back to their starting point and a disproportionate amount of them are connected with Justin. The decision to keep building Babylon stations after Babylon 2 was destroyed was won by a majority of only six votes in the Earth Alliance senate, and four of those six senators had been at a party also attended by Justin the week before. When IPX, the Psi Corps and EarthForce worked together to investigate the alien technology found on Mars, Justin was involved in setting up the shell companies used to hide this research. During Santiago's election, the turning point in public opinion started with a rumour about the opponent candidate – Justin did not start that rumour, but he passed it, turning it from an amusing anecdote going around EarthDome to a global phenomenon. Justin was a connector of people. It is unlikely he was aware of his influence – one has to look at events from an Ancient and remote perspective before one can see the knots and whorls of influence and control clustering around nexuses like Justin.

As soon as the Shadows perceived Justin's standing, they recruited him. They wanted his instincts as a nexus, his intuition for the mindset of the Younger Races. He was contacted by Morden in 2257; his first decision as leader of the conspiracy of darkness was to approve the assassination of President Santiago and the ascension of President Clark. Justin was committed to the Shadow cause, not because of brainwashing or telepathic conditioning, not because he was ever linked to one of the glorious machines, not because the Shadows promised him power or immortality, but because he looked back at a lifetime of dealing with people from all walks of life and from all races and decided that they needed a good kick to get their brains moving again.

Roleplaying with Justin

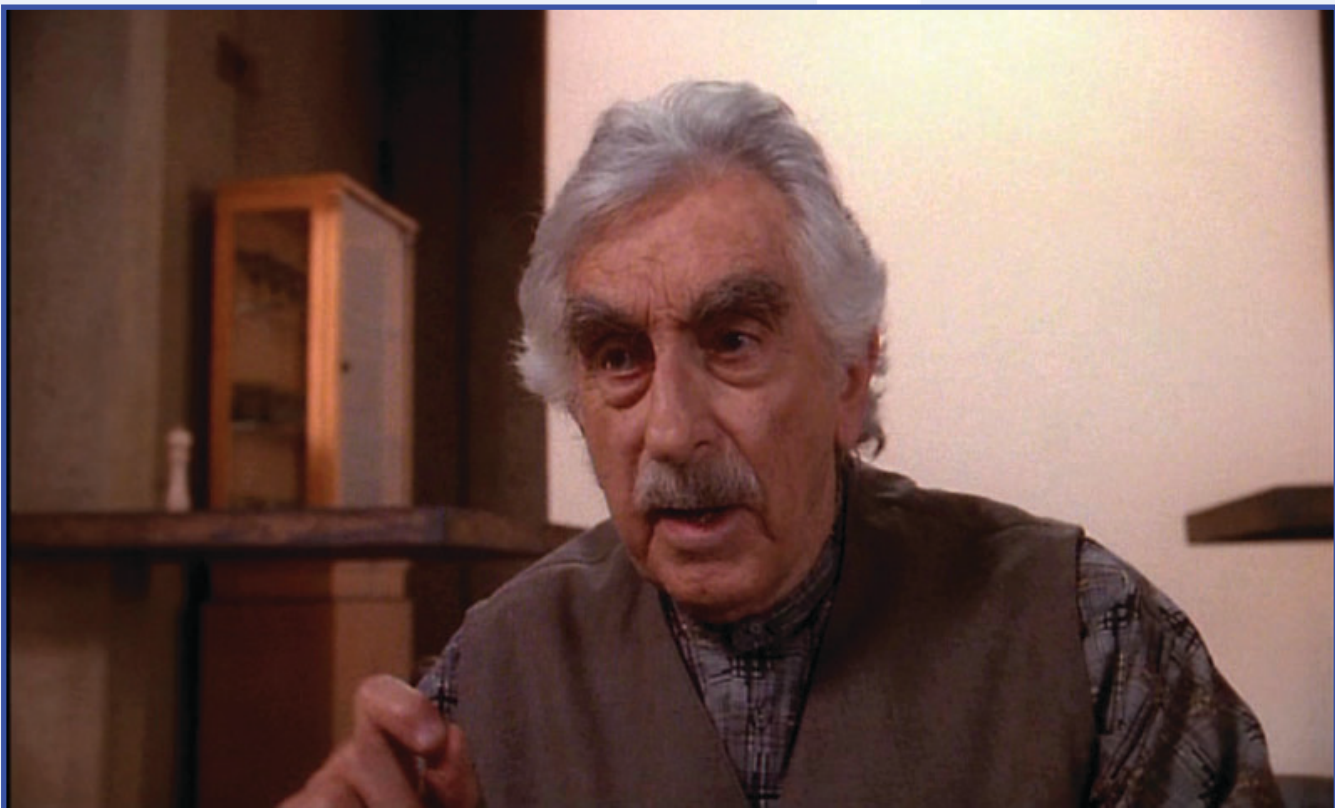
Justin is avuncular and slightly eccentric, like a weird uncle or an old school teacher. He knows best but he also wants you to work things out for yourself. Unlike Morden's rather sinister and overly fawning presence, Justin is somewhat tetchy, but considerably more honest. His contrast to the Shadows is very important – while he is Sheridan's equal and opposite, the leader of darkness and chaos, he is also very Human and quite mundane. Sheridan goes to Z'hādum, he goes to the fabled stronghold of the ancient enemy, he goes to the world where it has been prophesied that he shall die – and Justin gives him a nice cup of tea. Play up Justin's aspect as the Human face of chaos.

Personal Log #725549
July 4th, 2256

If you ask me, the galaxy's going to pot. The Narn and the Centauri are at each other's throats and will be until one of them wipes the other out – and neither of them is strong enough to do so. The League's too timid and takes two steps back for every three steps forward on a good day. The Minbari are an enigma but any race who can prosecute a war so efficiently and then just stop on the eve of victory obviously has its own problems.

And as for Humanity, the end of the Minbari war has convinced the stupider people – like half of EarthGov – that we can beat anything. They're going to run us headlong into a war with some other alien power that we can't find unless something is done. Everyone is held back by their own racial neuroses, or are too blind and witless to see the chasm opening up in front of them.

Ach, I'm getting too old to worry about this.



While Justin was only seen on Z'ha'dum during the series, he could show up anywhere in the galaxy before that. He is as important to the Shadows as Morden but he will not set off the same alarm bells in players' heads, making him a wonderfully subtle tool for the Games Master.

Justin

4th Level Human Diplomat / 6th Level Shadow Servant (Commander)

Hit Points: 26

Initiative: +0

Speed: 30 ft.

DV: 16 (+6 Reflex)

Attacks: +5 melee or +6 ranged

Special Qualities: Contact x3, Improved Diplomacy +1, Upgrade I, II

Saves: Fort +7, Ref +6, Will +10

Abilities: Str 9, Dex 10, Con 12, Int 15, Wis 15, Cha 16

Skills: Appraise +10, Bluff +14, Concentration +14, Computer Use +8, Diplomacy +19, Gather Information +16, Intimidate +8, Knowledge (alien life) +12, Knowledge (history) +17, Knowledge (military) +7, Listen +8, Sense Motive +16, Spot +7

Feats: Iron Will, Skill Focus (Diplomacy), Skill Focus (Knowledge (history)), Nerves of Steel, Contact

Commander Path: Justin can communicate with any Shadow, Shadow servant or Shadow agent within 2,400 feet, or anywhere on a planet if there is a Shadow cruiser in orbit.

I: Justin may make a Concentration check (DC 25) to see though the eyes of any creature in range implanted with Shadow technology.

II: Justin may, as a full-round action, use the information provided by Shadowtech sensors to grant all creatures he can communicate with a +1 bonus to their attack rolls.

Anna Sheridan

'John, there's nowhere to run. Come back inside, we can work this out. I know this isn't the Anna you knew. What I am is what was made in her, a new personality. She can never come back. But I can love you as well as she did.'

There were two Anna Sheridans and both of them died at Z'ha'dum.

The first Anna Sheridan was an archaeologist working for Interplanetary Expeditions. She was married to a dashing young commander in EarthForce, the hero of the *Black Star* incident. Their marriage in the wake of the Battle of the Line seemed to be a rebirth for the whole Human race; for a few

months, Anna and John were celebrities. She proved to be just as adept at being a role model and diplomat as she was a scientist, and helped John Sheridan deal with the pressure of being the Starkiller. When that faded, they both returned to their careers. Anna was often posted to distant worlds and faraway dig sites, while John's tour of duty in command of the *Agamemnon* meant he too spent months on the fringes of the Earth Alliance. Their relationship was mostly conducted over viewscreen and letter, punctuated by passionate reunions at starbases. Perhaps that was the only way their marriage could have worked as well as it did – both John and Anna were intense, fiery personalities, prone to obsessing over problems. A long-distance marriage suited both of them perfectly and they loved each other all the more after each brief contact.

In 2256, Anna was called back from her dig at Thega Omega 2 to examine alien artefacts found on Mars some years previously. An accident at the laboratory involving a telepath and one of the artefacts forced her to miss a scheduled rendezvous with John on Station Prime.

She would never see him again.

The alien artefacts were found to be connected to a newly-discovered planet, Alpha Omega 3. The artefacts had been found in close proximity to an alien ship buried in the Martian soil and the ship had flown to that distant world on the Rim when uncovered. The *Icarus* expedition was to investigate AO3 and find out the secrets of the organic ship. For Anna, it was the career opportunity of a lifetime. On the *Icarus*' long flight to Alpha Omega 3, she became quite friendly with a mysterious and troubled linguist called Morden.

On the dead world on the Rim, the crew of the *Icarus* awoke something terrible and *old*. One by one, they disappeared, vanishing into the chthonic depths of the planet or just fading into the darkness as something snatched them away. Anna and Morden fled and attempted to commit suicide using a telepathy-triggered bomb. Seconds before their combined will was able to detonate the bomb, Morden was contacted by the Shadows and agreed to serve them in exchange for them rescuing his wife and child from a hyperspatial hell. Anna did not agree to serve them but they had other uses for her. She was taken into the depths and implanted into a Shadow warship.

In a very real sense, she died that day but was eventually reborn.

In that moment of revelation, Anna's old life was stripped away and discarded. It is almost incomprehensible to anyone who has never experienced that union how glorious and terrible it is. Anna felt as much for the machine as she had ever felt for her husband. The machine loved her, completed her. She became part of the machine, and the machine

was her entire universe. Something in her was killed in that instant, replaced by a cold, dark exultation in the power and majesty of the living god/ship/machine/self.

As one of the first Shadow vessels reactivated in the most recent war, Anna served as a courier, transporting Morden and the other early agents of the Shadows throughout the Rim. When it was discovered that she was Sheridan's wife and that Sheridan was the nexus around which the alliance of races had formed, Anna was removed from her ship (an agonisingly painful and unprecedented event) and taught to move and think as a Human again. She was sent to Babylon 5 in December of 2260, to lure Sheridan to Z'ha'dum.

She succeeded, but died a second time when the White Star crashed into the planet and detonated a pair of fusion bombs.

Roleplaying with Anna

Before Z'ha'dum, Anna Sheridan is a driven, ambitious scientist with an impish sense of humour. After Z'ha'dum, characters will likely only encounter Anna in her warship form, as she was only out of the black ship for a few weeks before being killed. The Anna of those latter days was a constructed personality; her Humanity was a false front, as if her body and identity was a machine that she was piloting from within.

Anna Sheridan

2nd Level Human Scientist

Hit Points: 7

Initiative: +1 (+1 Dex)

Speed: 30 ft.

DV: 11 (+1 Reflex)

Attacks: +0 melee or +2 ranged

Special Qualities: Primary Area of Study (xenoarchaeology)

Saves: Fort +0, Ref +1, Will +3

Abilities: Str 8, Dex 12, Con 10, Int 14, Wis 13, Cha 14 (8)



Skills: Bluff +5, Concentration +5, Computer Use +7, Diplomacy +2, Drive +4, Knowledge (alien language) +7, Knowledge (alien life) +10, Knowledge (history) +7, Medical +3, Pilot +6, Sense Motive +3, Technical (electronics) +7

Feats: Skill Focus (Knowledge (alien life)), Skill Focus (Bluff)

Morden

'What do you want?'

The most infamous servant of the Darkness, Morden was the first Human ever recruited by the Shadows themselves. Before the death of his wife and child in a terrorist bombing at the Io jump gate, Morden's life was unremarkable – he was a skilled linguist and xenoanthropologist, working for various corporations and universities. The deaths of his family threw him into a deep depression and he was tormented by nightmares that the two had been trapped on the event horizon of a jump point, locked in an eternal moment of agony.

In an attempt to put his pain behind him, he signed on with the IPX expedition to Alpha Omega 3. There, he encountered the Shadows. His initial reaction was one of terror and loathing but the Shadows sensed in him a kindred spirit and a deep loss. Even as he tried to destroy himself, they asked him what he wanted. He answered honestly that he wanted to be sure that his family was no longer in pain and that if the Shadows could guarantee that, he would serve them wholeheartedly and fully. Morden sold his soul for his wife and child, or for a Shadow of their memory.

Morden

3rd Level Human Scientist / 6th Level Shadow Agent

Hit Points: 31

Initiative: +0

Speed: 30 ft.

DV: 16 (+6 Reflex)

Attacks: +3 melee or +4 ranged

Special Qualities: Primary Area of Study, (xenoarchaeology), Use Alien Artefact, Shadow-Speak, Telepathic Resistance, A Friend to Everyone x2, Sense Vorlon Presence, Never Alone x2, Regenerative Recovery

Saves: Fort +8, Ref +6, Will +11

Abilities: Str 9, Dex 11, Con 10, Int 14, Wis 11, Cha 18

Skills: Computer Use +10, Concentration +8, Diplomacy +10, Knowledge (alien life) +13, Knowledge (xenoarchaeology) +8, Listen +5, Medical +6, Sense Motive +12, Spot +8, Technical (electronics) +8

Feats: Alertness, Endurance, Great Fortitude, Iron Will, Nerves of Steel

Shadow-Speak: Mr Morden has the ability to understand the strange language of his masters automatically. This ability does not allow him to speak in the Shadow language, which is impossible without Shadow physiology. However, Shadows are perfectly capable of understanding the language of any other race.

Telepathic Resistance: Close contact with the Shadows has granted Mr Morden with a foreboding presence that clouds the minds of telepaths, thwarting any effort to scan

or otherwise make mental contact. Mr Morden gains a +5 circumstance bonus to any Will saving throw made to resist a telepathic ability. A telepath failing to use an ability against Mr Morden will be subjected to a fundamental sense of darkness and foreboding, penetrating into his mind and shaking his grip on reality. The telepath will suffer 2d6 points of subdual damage, ignoring any Damage Reduction.

A Friend to Everyone: Mr Morden's Charisma score includes a +4 inherent bonus gained through service to his mysterious masters.

Sense Vorlon Presence: Mr Morden is able to sense when anything influenced by the Vorlons is close by. Whenever a Vorlon, Vorlon agent or item of Vorlon technology comes within 30 feet of him, he must make a Wisdom check (DC 15). Success will result in him feeling distinctly uneasy, signifying that a Vorlon presence is close. He gains no other information such as location or identity.

Never Alone: Mr Morden is never alone. He is always accompanied by two or more Shadows.

Regenerative Recovery: Mr Morden has several small modules of Shadow technology implanted within his body, greatly boosting his own immune system and allowing him to recovery from terrible injuries very quickly. Mr Morden always stabilises automatically if taken below 0 hit points, assuming he is not slain outright. Also, his natural healing rate for both hit point and ability damage is doubled.



Games Mastering

The conflict between the Shadows and Vorlons and the Younger Races is at the heart of *Babylon 5*. The questions of *who are you?* and *what do you want?*, as well as Lorien's questions of *why are you here?* and the Human question of *where are you going?* are the fundamental questions asked by the series. From the very first episode, Kosh is a mysterious presence on the station, a living question cloaked in an encounter suit. The Shadows are a nebulous threat first glimpsed in *Signs and Portents* that grow in majesty and danger until the awful conclusion at *Z'ha'dum*.

We find the Shadows and Vorlons so fascinating because they are so mysterious. Kosh is memorable because we see him so rarely; he shows up once every few episodes, says a few cryptic phrases, that seem to relate tangentially to the plot, and vanishes again. Similarly, the Shadows only come centre stage during brief, violent episodes in the series. Most of the presence the Vorlons and Shadows have in the series comes from people talking about and reacting to them.

While this is obviously effective in a television show, it becomes slightly trickier in a roleplaying game. A television show script can control how much the characters see of the Vorlons and Shadows but players are much more unpredictable and inquisitive. As soon as Kosh comes out with a cryptic phrase, at least one troublesome player is going to run after the Vorlon, paw at his encounter suit and demand that Kosh clarify what he just said (this does, of course, bring up the amusing image of a character complaining to Ivanova why Kosh blasted him through a wall and Ivanova explaining concepts like diplomatic immunity and being thrown out of an airlock in response). Still, if the terror and majesty of the elder races is to be maintained in a roleplaying game, then the Games Master needs to keep a few things in mind.

Minimal Exposure, Maximum Impact

Think of the Vorlons and Shadows as being incredibly expensive special effects shots and your campaign has only a medium-sized budget. Only use a Vorlon or Shadow when absolutely necessary and only in critical scenes (critical does not necessarily mean obviously dramatic and climatic; a subtle appearance by a Vorlon during a low-key scene could foreshadow some upcoming major plot development). Obviously, in a game where the Ancient races feature prominently there is a need for more Vorlon or Shadow activity, but agents like Morden work well as a Human face for the First Ones.

Never bring a Vorlon or Shadow onscreen if you can avoid it. The less the players see them, the more impressive and dangerous the elder races will seem to them. Remember, if the players are familiar with *Babylon 5*, then the power and importance of the Vorlons and Shadows has already been established in their minds. The Games Master does not need to spend time and effort building the Shadows up as a cosmic threat; the players already know how dangerous the Shadows are and the Games Master should instead concentrate on not diminishing the players' fear of the Shadows or awe of the Vorlons. Should the players not be familiar with the *Babylon 5*, then the Games Master does need to do some groundwork to establish who the Vorlons and Shadows are.

They Never Miss

Both Vorlons and Shadows are elder races of incredible power. They are *millions* of years older than Humanity. The Minbari, for example, are only a century or two ahead of Humanity in terms of technology and the Earth-Minbari War shows how vast a gulf that was. The Vorlons are as far beyond Humanity as Humanity is beyond ants. The Shadows have had thousands of years of experience in building engines of destruction and chaos.

The Elder Races are not infallible, omnipotent or indestructible, but they are pretty close to all three. Never let the Shadows or Vorlons lose on a die roll, never let them make a mistake unless somehow forced into it by heroism on the part of the Player Characters. They should *always* be almost insurmountable threats. If the characters try to take on a First One in some fashion (be it in combat, or intrigue, or politics, or telepathy, or any field) without planning, preparation and flashes of brilliant insight, *they will lose*.

The Vorlons and Shadows can be beaten by the Younger Races but it should never happen trivially. Look at Sheridan's campaign against the Shadows – every time he encounters a Shadow ship, he destroys it, but never easily or through direct confrontation. The first time, he blows up a jump gate, catching the Shadow vessel in the explosion. The second, he drags a weakened Shadow ship into the atmosphere of Jupiter. After that, the secret of the telepaths is discovered, giving the Alliance of Light an edge in their next encounter. At *Z'ha'dum*, Sheridan uses the Shadow interest in him to slip past their defences and detonate the two fusion bombs in the Shadow city. Each time, he comes up with some new plan or twist, avoiding a direct confrontation at each step.

The characters should never be able to defeat the Elder races easily. Every encounter should be a legendary challenge, full of wonder and terror.

Think Small, Think Big

Often, a small, seemingly insignificant presence can have more impact than something bold and overstated. Sebastian in *Comes the Inquisitor* and Morden both exemplify this; by *hinting* of vast and ancient powers, of unspoken conspiracies, of mysterious associates, they are much more effective. Imagine if Kosh himself had interrogated Sheridan and Delenn – it would have been cheaper and much less interesting to see the Vorlon telekinetically throwing the two around and asking ‘who are you?’ over and over again. Having your elder races work through intermediaries and agents gives the players the impression of complexity and hidden depth. Again, keep the exposure of the elder races to a minimum when you can.

That said, when you do reveal them, think big. The elder races have the time and technology to do things on an epic scale. The Vorlons do not just attack the Shadows – they start *blowing up planets*. Look at the Shadow fleet arriving in *Shadow Dancing* – we see one ship, then two, then dozens, then the sky turns black with ships. When the elder races finally move, make them walk like giants. Take the players’ breath away. Make the hidden Vorlon installation into a planet-sized great machine; surround the characters with a thousand Shadows. Never sell the elder races short – either preserve their grandeur by keeping them hidden or pull out all the stops and show the players something they will never forget. Never let the players be unimpressed or disappointed; either tantalise them with hints or blow them away.

Talking Like A Vorlon

Obviously, keep it short. Kosh rarely says more than a few words and these are carefully considered and chosen. If you cannot think of anything suitable to say, then have the Vorlon say nothing – silence is more effective and suitable than an ill-chosen phrase. Kosh’s words are almost never nonsensical (his dialog with Abbut in *Deathwalker* is the only exception) but are almost always cryptic.

Avoid proper names; avoid metaphors that rely on cultural references and slang; avoid unnecessary words. Be imperious and commanding; the Vorlons know they are wiser and know best. Treat the players as troublesome and impetuous children.

If there is a need for a long speech or a conversation with the Vorlons, it is best to use a spokesman such as an agent, or have the Vorlon use the Dreamwalk telepathic ability to enter the target’s mind and speak through a mask.

Talking Like A Shadow

Do not.

Throughout the *Babylon 5* series, we only hear the Shadows speak directly once and that is at the end of *Into the Fire*.

Every other time, they either speak through an intermediary, like Morden, or use telepathic masks. Even if the characters gain the ability to speak the language of the Shadows, do not tell the players exactly what the Shadows are saying to them but instead describe it in terms of impressions, memories, emotions and sensations.

Using the First Ones

The First Ones are a pervading presence in the *Babylon 5* universe. They can show up in any campaign, even ones set far away from the great war or the station itself. A Psi Corps game can feature a plot where the characters discover the Vorlons’ involvement in the creation of telepaths or the Shadows’ growing control over the Corps. A Narn military game might revolve around the characters having to decode passages in the Book of G’Quan to defeat a Shadow creature. An EarthForce military game could bring in the Shadows’ involvement in new technologies or a cruiser could run into a First One outpost on the Rim. Even a humble merchant ship could discover that the junk in its cargo hold is actually a Vorlon jump key and it just woke up...

The Chance Encounter

In a chance encounter, the characters run into First One activity and are caught in its wake. Catherine Sakai’s encounter with the Sigma 957 Walkers was not part of an elaborate First One plot; the Walkers were just passing from one incomprehensible dimension into another and happened to cross her path. In encounters like this, the characters are thrown into danger and crisis by the mere presence of the First Ones.

- 5 *Something* passes by the characters’ ship, temporarily draining all power. With heating and oxygen reclamation offline, how long can the characters survive? Can they come up with an inventive way to call for help or to prolong their fading life support?
- 5 The characters discover a damaged Shadow vessel drifting in hyperspace. It seems to have been drifting for centuries, perhaps longer. There are no life signs, no energy emissions, just a dead black ship floating in the crimson void. What do they do?
- 5 A Quantum-40 mining operation breaks into a buried First One vault and releases a dangerous virus. This nanotechnological plague can bypass all the usual methods of containment and protection. The characters have not been exposed, as far as they know, but the alien government of the planet has decided to contain the outbreak by incinerating anything that might possibly have been touched by the plague. Do the characters flee and risk spreading the plague to the whole world or stay and get incinerated when they might be unaffected by the virus?



Billion Year Old Tomb Raiders

Ancient alien ruins and relics are an important part of the *Babylon 5* setting. Life is ancient in this galaxy and digging up the past is highly profitable (just look at the influence and wealth of IPX). The worlds of the Vorlons and Shadows are obvious targets for IPX and its competitors as well as free agents, government spooks, the military/industrial complex, Psi Corps, alien governments, religious fanatics and doomsday cultists, adventurers and so on.

The characters will be very lucky if they retrieve anything useful from the Vorlon worlds; unlike the Shadow technology which *wants* to be used, the Vorlons are much more secretive and their technology is less pliable. Still, there are plenty of million-year old apocalypse machines and alien artefacts to uncover.

- ⑤ While Z'ha'dum was blown up, there could be Shadow bases in the other worlds of that system, or even in the debris left from the planet's destruction. As Z'ha'dum was the best known of the Shadow worlds (other than, perhaps, Thenothk), there might be all sorts of treasure hunters lurking there in the years after the war.
- ⑤ The telepath followers of Byron wanted a telepath homeworld, and felt that the Vorlons owed them something. With the departure of the Vorlons, the telepaths might try heading into Vorlon space and could

hire the characters as explorers to find a suitable world for them.

- ⑤ Perhaps not all the Shadows woke up for the last war. There could be isolated Shadow colonies slumbering in the distant reaches of the galaxy, who have no idea that the rest of their race has gone beyond the Rim. They sleep, waiting for someone to disturb them and bring chaos forth once more...

Running Into The Abyss

When the Shadows and Vorlons are active, the characters can run afoul of their schemes. For example, if the Player Characters are pirate Raiders, they might attack a relatively undefended cargo transport – only to discover it is full of frozen telepaths. Who is coming after them and what do they do with this bizarre cargo? These sort of encounters work very well for drawing the characters into a larger plotline.

- ⑤ One very simple but effective scenario – the characters meet Morden. He could show up anywhere in the galaxy, from the corridors of power in EarthDome to a filthy little cantina on some Rim world. He asks the characters what they want – how do they answer? If one of them answers in an 'interesting' way, then Morden may give his associates a call...

- ⑤ Similarly, characters involved in the Psi Corps, EarthForce or EarthGov, IPX, the Centauri Royal Court, the Rangers or Minbari religious caste or any power affected by the First Ones could run into a Vorlon or Shadow-inspired conspiracy. It is best to hide this revelation for as long as possible. For example, if the characters are allies of one of the Centauri noble families, they could be sent to investigate the rising fortunes of a rival family. They trace the rival's activities from blackmail and intrigue to military contacts to smuggling and eventually discover that the rivals are working with aliens from the Rim. What seemed to be a 'local' power struggle turns out to have connections to the galaxy at large.

The Great War

When the war comes, the whole galaxy burns. As soon as the Shadows begin attacking openly in 2260, then even characters who have managed to stay clear of the machinations of the First Ones will have to get involved.

- ⑤ If the characters live on or visit a world or base targeted by the Shadows, then they might have to fight to survive when a Shadow vessel attacks. This sort of surprise attack can shake up a campaign that has grown stale; if the players are tired of being diplomatic envoys for the Earth Alliance or IPX xenoarchaeologists, then throw them into a war zone as the Shadows blow up the spaceport and blast the city from orbit.

5 Once the secret of the telepaths becomes common knowledge, then alien races under attack might be trying to draft any telepaths they encounter into the war. Telepath characters who do not want to be put on the front line against the Shadows might find themselves running from both the Psi Corps and their former hosts...

5 Characters who had lost friends or family to the Shadows might seek out the Rangers or Sheridan's Alliance of Light. Even Human characters kept in the dark by President Clark's news blackout might hear rumours of galactic events.

Pawns of the Elders

Both Shadows and Vorlons manipulated the actions of the Younger Races without their knowledge. The Centauri were the tools of the Shadows for a time, while the Vorlons' influence over the Minbari was considerable. With their long experience in predicting the course of history, the elder races sometimes use seemingly minor events to their advantage. It may seem to be insignificant that a particular minor base be destroyed by the Shadows when they are wreaking havoc across the galaxy, but if the destruction of that base means that fleeing refugees run to the Shadows' corral at Sector 83 instead of refuelling at that base and heading onto a different system, then the destruction or survival of that base becomes paramount. Any group of characters, from high-level diplomats to a gang of thieves on Beta Durani, could be targeted by the Elder Races in some bizarre, unfathomable plot.

5 The characters are selected to be racial messiahs, just like G'kar was influenced by Kosh into believing that the Narn had to sacrifice themselves to save themselves. The Vorlons and their agents begin arranging for the characters to find themselves in positions of power and influence.

5 The Shadows need a Vorlon agent eliminated and the characters are in position to do it. A servant of the Shadows hires the characters to carry out an assassination, posing as a business rival of the Vorlon servant.

Agents of the Vorlons

A whole campaign could centre around the characters being agents of the Vorlons. The characters could be from the 2250 era (like Lyta Alexander) or, more ambitiously, drawn from the past few hundred years of history like Sebastian. The characters might be among those who dwell in the city of Avalon, sent on missions by their Vorlon masters. The campaign could even span centuries, with the characters given immortality or preserved for the downtime between missions. The Vorlons' agents were involved in teaching and upgrading the Younger Races as well as preparing defences against the Shadows. A campaign could span a whole thousand years from Valen's time to the departure of the Vorlons.

5 The characters are sent to overthrow the tyrannical monarch of an alien race, so that it can be replaced by a more orderly system of government. The alien race has primitive technology compared to the Vorlon agents but there are only four or five agents against a whole world...

5 Countering the Shadows' activities during the early stages of the war is crucial. Agents might be sent out to scour the galaxy for signs of the awakening of the Shadows. What signs presage the return of the ancient enemy? What would have happened if the Vorlons managed to find out about the Shadow ship on Mars or the voyage of the *Icarus*?

Agents of the Shadows

Shadow agents like Morden present a unique challenge to play. Like the Vorlon Agent campaign, this game is played on a grand scale. The characters might be sent to investigate an entire galactic power, like the Earth Alliance, to find out how they can bring it down into chaos. For games of this scope, it is best to abandon the canon events of *Babylon 5* entirely; let the characters choose to use the Narns instead of the Centauri instead, and let them risk Vorlon reprisals by blowing up the station with a Shadow armada in the first season of the campaign.

5 The Shadows need living beings to use as organic processors for the vessels. How do the characters get tens of thousands of sentient beings to the Rim without anyone noticing?

5 The Techno-Mages fled known space to avoid being used as weapons by the Shadows. If the Shadows and their agents were able to regain control of these ancient weapons, then the course of the war might have been very different.

The First One Campaign

For the truly ambitious players and Games Master, there is the option of having Vorlon Player Characters. Such a campaign might span tens of thousands of years and involve manipulation of whole worlds with the same ease that a normal character would pilot a Starfury. The characters would have to guide the young races of the galaxy to maturity, and counter the machinations of the Shadows when they arise.

Each few sessions of the campaign could focus on a single civilisation, with the characters manipulating events to teach that race. Alternatively, each player could play the Vorlon patron deity of a single race – one Vorlon would watch over the Humans, another over the Narn, another over the Minbari and so on. The characters would try to promote the interests of their charges, while working together to bring order and discipline to all the races and battle the Shadows.

'Snowball'

The movements of the First Ones send titanic ripples out across the face of the galaxy. They walk amongst the stars like giants and the little worlds of the Younger Races are shaken by their passage. Characters involved in events precipitated by the actions of the elder races might never realise what ancient powers caused their current predicament, for the movements of the First Ones can rarely be clearly seen. They can only be perceived dimly, through the ripples of chaos and change.

Snowball

Snowball is a scenario for four to six 5th or 6th level characters. It can be run anytime from late 2258 to the end of 2260 (from when the Shadows first start moving up until Sheridan goes to Z'ha'dum. It is set on Vartas II, the homeworld of the relatively obscure race of the Llort (see *The Galactic Guide*, page 88, for more information on Vartas II).

The Shadows are moving across the galaxy, setting the Younger Races against each other. The Llort are an ideal target for such manipulation, as they are already infamous as pirates and thieves. It will take only a little manipulation by the Shadows to turn the Llort into conquerors, pushing against their neighbours and spreading a wave of chaos across

the League of Non-Aligned Worlds. The Shadows' plot has four components. Firstly, they must remove all the restraints on the Llort, severing links with the League and eliminating those forces and leaders who might hold the Llort fleets back from conquering other worlds. This will require a series of assassinations and the downfall of certain sections of the Llort government.

Secondly, they need to destabilise Llort society sufficiently to put the race under pressure and make them malleable. The Shadows intend to bring down the Exchange, the planet-wide barter network that has brought the Llort race together and allowed them to overcome their old tribal divisions.

Thirdly, they need to augment the Llort navy. While the Shadows' own vessels are vastly superior to the primitive ships of the Llorts' neighbours like the Ipsha Baronies or the Yolu, the Shadows need to hide their hand. They want the neighbours to turn to the Shadows for help so that a full-scale war can be created. Therefore, the Shadows' agents are bringing in Narn and Gaim weapons merchants to upgrade the Llorts' offensive capabilities.

The fourth and most far-reaching part of the Shadows' plot is changing the climate of the whole planet. The Llort



have evolved to be especially acquisitive in the brief spring following a long winter, as many of the resources of the clan-burrow would have been exhausted by an especially lengthy cold season. The Shadows are seeding the southern plains with a genetically altered plant, called *riaj*, that increases the planet's albedo and absorbs greenhouse gases, making the planet colder, which will lengthen the winter and make the Llort more aggressive.

What Everyone Knows About The Llort

The following information can be discovered by any Player Character willing to spend a little time hunting down Llort knowledge either through a computer search or simply by asking around (and those making a successful Knowledge (alien life) check at DC 10 simply know this information). In many ways, the Llort are remarkably open race. See page 136 for additional information the Player Characters may or may not already know about the Llort.

The Llort home system – indeed, their only system – is Vartas, sandwiched between the Yolu Theocracy, the Ipsha Baronies and the Cascor Commonwealth. Vartas only has four planets, with Vartas II – the Llort homeworld – being the only one of any significance. Vartas II has an eccentrically wide orbit for an inhabited world, coming close to its sun and burning in the summer, then swinging out wide and freezing in the other half of the year. To shelter from these seasonal extremes, the Llort burrowed underground and built vast cities. As such, the Llort are a race of subterranean-dwelling humanoids, though they have been spacefarers for several centuries. They have no real concept of ownership – on Vartas II, most property is held in common, to be used and borrowed as needed. The Llort extend this belief in communal use to the items of other races; they take what they need on other worlds, by force if necessary. The Centauri ‘disciplined’ the Llort when the Republic expanded into the Llort’s sphere of influence and now the Llort understand that they usually need to leave items in exchange.

Still, Llort pirates are very common in the anti-spinward regions of the galaxy and even Llort traders have a habit of short-changing richer clients. As far as the Llort are concerned, richer races do not need all their resources, so it is quite right to steal from them. The Llort are members of the League of Non-Aligned Worlds, although they are not especially enthusiastic supporters of the institution. They have a sizeable space navy and are technologically advanced, with considerable expertise in the area of life-support systems.

Llort Racial Traits

- 5 +2 Dexterity, +2 Constitution, –2 Wisdom, –2 Charisma. Llort are quick and hardy but their selfishness and lack of empathy for offworlders means they are less than popular in the galaxy.

- 5 All Llort are of Medium size.
- 5 Llort have a base speed of 30 feet.
- 5 All Llort have a knack for thievery. They gain a +2 racial bonus to Move Silently and Sleight of Hand checks.
- 5 Low-light Vision: The Llort are at home in dark burrows; they have low-light vision with a range of 60 feet.
- 5 Automatic Languages: Llort and English.
- 5 Favoured Class: Lurker. A multiclass Llort’s lurker class does not count when determining whether he suffers an XP penalty for multiclassing.

Getting the Characters Involved

The characters need not have any connection to the Llort before the scenario begins, although they do need to be on Vartas II as the adventure begins.

- 5 **EarthForce/EarthGov:** Characters belonging to EarthForce or any of the other major races’ militaries or governments might be assigned to Vartas II as part of some diplomatic duty. The various races maintain embassies on Vartas II, which need diplomats, agents, officers and soldiers. While Vartas II is off EarthForce’s normal patrol routes, it is possible that an EarthForce ship on peacekeeping or exploratory duty might pass through the system. If they are not in command of their vessel, Games Masters can give the characters shore leave so they can be exposed on Vartas II. Characters might also be sent to investigate pirate attacks, as the Shadows’ plot forces the Llort to attack shipping within the League.
- 5 **Rogue Telepaths/Psi Corps:** Telepaths running from the Corps might end up on Vartas II, where they can barter their powers for food and shelter. The Llort do not have a strong telepath gene but do not have particularly strong taboos restricting mindwalkers – rogues will find themselves in positions of social authority on Vartas II.

Using Mr Morden

If the players get even a hint that Morden is involved, then the whole central mystery of the Shadows’ involvement with the Llort is gone. Therefore, the Games Master should keep Morden’s name as secret as possible – let the players find out that Dero has been meeting with a Human diplomat, but never mention his name. If circumstances force you to give a name, then give them Mr Morden’s Llort pseudonym; Mr Appoletta. The characters should only encounter Morden directly in the epilogue scene, when they foil the Shadows’ plot or fail utterly to do so.

Psi Cops and other telepath hunters are quite aware of this and irregularly trawl the major burrows of Vartas II in pursuit of rogue telepaths.

- ⑤ **Rangers:** Rangers might be sent to Vartas II to look for signs of Shadow activity, or just on training missions. The Llor homeworld is obscure enough to be a good training base, like Zagros VII. Rangers might also be sent to stop pirate attacks.
- ⑤ **Centaurs:** By the time of this adventure, the Centauri are either beginning their hostilities against the Narn or attacking the other League worlds. Either way, characters might be dispatched to the more militant League races like the Llor to offer (soon to be broken) non-aggression pacts or determine the state of the Llor military.
- ⑤ **Narn:** Narn characters might be sent to Vartas II in search of a possible alliance against the Centauri. The Llor have no love for the Republic, certainly, and while the Llor cannot really aid the Narn directly, they can harass enemy shipping. Narn may also hear about the burgeoning weapons market on Vartas II and go in search of a piece of the action.
- ⑤ **Minbari:** Non-Ranger Minbari are unlikely to end up on Vartas II, although a True Seeker and his companions could turn up anywhere. Another option is to have a patron of the characters (and a secret ally of the Anla'shok) send the characters to Vartas II to investigate on behalf of the Rangers. If the characters do well, they might be offered the friendship of the Rangers.
- ⑤ **Corporates/Lurkers/Traders/Spacefarers:** Characters without any direct connections to a government might be on Vartas II for purely mercenary purposes; the Exchange makes Vartas II a favoured destination for penniless Lurkers, who can take what they need there without fear of repercussion. Corporations might send agents to Vartas II in the hopes of finding the source of the pirate attacks.
- ⑤ **Characters on Babylon 5:** Another alternative is to transplant the second scene of the adventure from Vartas II to Babylon 5; instead of Llor Gathermaster Vusk being killed on Vartas II, she can have travelled to Babylon 5 seeking offworlder agents and been murdered by Shadow agents on Babylon 5.
- ⑤ **Vorlon Agents:** Like Rangers, Vorlon agents might be sent to Vartas II after their Vorlon masters discern Shadow activity there.

Shadow Influences on Vartas II

The Shadows' resources on Vartas II are centred around four individuals, each of which is overseeing one of the four elements of the Shadows' plot. The four are not aware of each other directly, although they are all well-connected enough to know that something big is going on.

Note that these four agents will not remain static, meekly waiting for the characters to interact with them. If the Player Characters are damaging Fa'shos trade network, for example, then she will take action against them, directly or indirectly.

Influence #1

The first is **Gathermaster Dero**, a politically influential Llor from the minor burrow of Rogar. Dero fought alongside Humans during the war against the Dilgar back in the 2230s and is considered a patriotic hero by many. He believes that the Llor membership in the League has hindered the race's growth and that it is only by being as ambitious and grasping as Humanity that the Llor achieve their full potential. He is a social liberal, arguing that the Llor must embrace concepts like commerce, trade and even private property in order to work with the galaxy as a whole. While Dero has been contacted by agents of the Shadows, who claim to be diplomats from Earth interested in establishing a partnership with the Llor, he has no idea he is being manipulated into being the spark that will light the fires of conquest. Dero's 'handler' is a Human diplomat and agent of the Shadows named Mr Morden.

Influence #2

The second is another Llor, the vastly wealthy **Burrow-Warden Kulmay** of Alkal. Alkal burrow is the heart of Llor food production and Kulmay knows that the next harvest will be exceedingly poor thanks to the Shadows' manipulation of the climate using the *ria*j weed. Kulmay's telepathically-enhanced greed will lead to him crashing the Exchange. A Shadow-trained Llor telepath, **the Seer of the Red Snow**, is his advisor and manipulator.

Influence #3

The third Shadow agent is in charge of the weapons shipments. She is a Narn called **Fa'shos**, an outcast from Narn society. Her kin fled Narn as escaped slaves during the Centauri occupation and have been making their living as traders and lurkers across the galaxy for generations. She has very little attachment to the Regime but occasionally uses her old family connections to get access to Narn weapons and technology. She is willingly working with the Shadows.

Influence #4

The fourth Shadow agent is a Zener, **Mu-443**, who is the geneticist involved in creating the mutant form of *ria*j. Mu-

Snowball Connections & Leads

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Key

RED ENCOUNTERS ARE LIKELY TO INVOLVE COMBAT

YELLOW ENCOUNTERS ARE INVESTIGATIVE

443's supplies are being brought in by Fa'shos's freighters, which are using Shadow-technology stealth devices to get past the Llort's detection grid.

Investigating the Shadow Plots

The plot is kicked off when the characters are contacted by Gathermaster Vusk, who dies but leaves them a cryptic note. That note gives several clues relating to the Shadows' fourfold plot.

There is no set route through this scenario – the web of clues have many potential paths and not all lead to a tidy and benevolent resolution. The various scenes are listed below in their most likely order but the Games Master should be prepared to run with the players and improvise as needed. Tailor the investigation to the characters – an EarthForce squadron with Starfuries are going to be better suited to chasing down the Narn ship than dealing with the intricacies of Llort politics.

The timing of the scenario is similarly flexible – given that the Shadows' plot hinges on the Llorts' natural reaction to spring, it is possible to run a few scenes of the investigation on Vartas II, then go onto another adventure, then come back a few weeks later. The mystery is a complex one, so there is a generous time limit on it.

Scene 1: Welcome to the Exchange

The characters arrive on Vartas II for whatever reasons brought them to the Llort worlds. There is a small trade station in orbit of the homeworld, called Skyhold One. The bulk of the rotating station is taken up with cargo docks and storage. Visitors are restricted to the visitors' habitat ring, in the middle section of the station.

After disembarking from their vessel, the characters are met by a representative of the Llort, *Torgus* Gull. A *torgus*, explains the young Llort, is a native guide and advisor assigned to offworlders who will be spending some time on Vartas II. The term translates as 'Friendkeeper'; characters who do a little research or succeed at a Knowledge (alien language) check at DC 20 will discover that the term is actually related to the guardians of young, feeble or wounded Llort.

Friendkeeper Gull

1st level Llort Diplomat

Hit Points: 5

Initiative: +2 (+2 Dex)

Speed: 30 ft.

DV: 12 (+2 Reflex)

Attacks: +0 melee or +2 ranged

Special Qualities: Contact (Dero), Low-Light Vision

Saves: Fort -1, Ref +2, Will +2



Additional Information about The Llort

Knowledge (alien life) check result	Information Gained (cumulative)
10 or less	The Llort are a minor League race with a poor reputation. They're renowned as inveterate thieves and pirates, plus they have no compunctions against robbing their so-called allies. Their home system is Vartas, on the far fringes of League territory.
10 to 15	As described in 'What Everyone Knows About The Llort'.
16 to 20	The Llort were originally divided by tribe. Each tribe had its own massive burrow, in which it would weather the harsh winters. During the brief spring, the tribe would gather as much food and supplies as possible as the planet bloomed. The summers were reserved for raiding other tribes. Items are held in common; only a few key items like a type of clothing called a <i>llr</i>, medical supplies and other sacred items can be 'owned'. Everything else can be taken by any Llort who needs it, as long as they understand that their items, too, can be taken if they do not need them. This practice is called the Exchange, the bringing of Good Balance to all. The larger Llort burrows have grown into massive industrial cities and underground hives; smaller burrows have mostly been converted to hydroponics farms, although the bulk of Llort agriculture still takes place on the surface.
21 to 25	As the Llort civilisation and technology developed, tribes began allying together against other alliances. These alliances led to the creation of the Grand Exchanges – massive listings of items held by a tribe. Instead of a Llort just picking up whatever items he needed from the communal pile, he could consult the Grand Exchange and request more esoteric items. This allowed more specialised trades to develop. Now, every Llort is registered with the planetary Grand Exchange. The Llort still do not have any form of currency, but service is rewarded with greater access to the Grand Exchange, allowing a Llort to get more valuable items easily. Gathermasters oversee the Exchange, ensuring that restricted items are returned to the Exchange vaults instead of falling into the communal pile. The Llort have no police force; the closest they have are <i>urkus</i>, Llort warriors who take from those who have too much. Other crimes, like murder, rape, assault and so on, are investigated and punished by the victim's tribe. Criminals found guilty are exiled from the tribe and denied access to the Grand Exchange. As the Grand Exchange is the only source of food in the big urban burrows, outcasts quickly starve to death. Burrow-Wardens can also exile those who are burdens on the tribe – the old, the sick and the lazy.
26 or more	Llort politics are very fluid – there are no real overriding philosophies or parties. Currently, the councils of Gathermasters and Burrow-Wardens are divided into two rough camps. The Traditionalists want to keep to the status quo, while the Integrationists want more contact with outsiders. Some Integrationists even want to give up the Exchange. The Expansionists favour more raiding and piracy, and are closer to the Integrationists. Finally, there is a small faction of Isolationists who fear another Centauri punitive attack and who think the Llort should withdraw from the galaxy. Llort telepaths are extremely rare and are called Seers. The Llort have no taboo against telepathic scans, believing that if a Seer can take thoughts, then they are free to do so. To balance the power of telepaths in society, however, all telepaths are exiled from their birth-tribe, placed in the Tribe of Seers and have no access to the Grand Exchange.

Abilities: Str 11, Dex 14, Con 8, Int 10, Wis 11, Cha 13

Skills: Appraise +4, Diplomacy +5, Gather Information +5, Knowledge (alien life) +4, Knowledge (star systems) +4, Spot +4

Feats: Alien Empathy (Human)

Gull is friendly and helpful, though perhaps more importantly she has learned to keep her natural kleptomania in check. Nevertheless, like all Llort she has an eye for personal skills and talents – in a society where property is meaningless, an individual's own innate skills and talents are of great importance. 'What you can do' is much more important to the Llort than 'what you own' or 'how rich you are' (neither of which have any meaning to the Llort). Therefore, Gull will watch the characters to determine their unique talents and may then attempt to put them in touch with others who could use such talents. A telepath might be put in contact with someone who could use a Seer or a soldier might be given the contact details for a Llort who needs a thug.

The Additional Information about The Llort table is intended for any character who wishes to recall information about the Llort. Note that though this a Knowledge (alien species) check, an Intelligence check can be substituted (though the check result can never exceed 15). A Knowledge (Llort) check uses the same table with a +5 bonus and will have a minimum result of 10.

Note that Gull can and will answer any of the characters' questions about Vartas II and Llort society, in as diplomatic a fashion as possible. She will only give the information in sections '21 to 25' and '26 or more' of the Additional Information about The Llort table if she is specifically asked, however.

If questioned about her own beliefs, Gull will admit that she is a supporter of Gathermaster Dero, a progressive. It was Dero who first instituted the policy of assigning a *torgus* to alien visitors, to protect them from the more difficult aspects of Llort society.



Before the characters can head to the planet surface, they have to be registered with the Grand Exchange. The Grand Exchange is a planet-wide computer network that connects the different Llort burrows. As offworlders, the characters have special access to the Grand Exchange, enabling them to get certain items (lights, breathing masks, offworlder medical supplies and so on) at a higher priority but otherwise have no rights to request items. They can still take whatever they find in the streets or sleeping burrows but take too much and they will be visited by the *urkus*. Registration with the Exchange network is simple; the characters' names and ident cards are logged on the system, then they can browse the network's inventory.

The shuttle from Skyhold One to the surface of Vartas II gives the characters a panoramic view of the surface of the planet. Vartas II is deep in its cold season; the barren landscape is a frozen tundra of driven snow and white earth. Through the storm clouds, the characters glimpse the occasional farm, a patch of artificially heated green or gold amongst the white. The characters also see a ring of satellites around the planet, glittering in the sunlight. Gull points these satellites out to the characters – they are part of the Llort Planetary Defence network. The Llort have... irritated their neighbours in the past, so the defence network not only protects the planet, it also detects all traffic entering and leaving the Vartas system.

As the shuttle approaches the capital burrow of Lunag, it dives down towards Lunag spaceport, one of the few sections of the city that is actually above ground – the other towering structures that the characters can glimpse are air regulators and thermal exchangers. The spaceport and regulators are

covered with hardy *riaj* plants but the vital thermal exchangers are kept scrubbed clean of anything that might interfere with their vital purpose of venting or gathering heat from the crowded burrow below, depending on the season.

Within the burrow, Gull leads the characters through the central tunnels and the exchange halls to the dens. Each Llort family has its own den in some areas, but in cosmopolitan regions like Lunag City, there are plenty of transient dens which can be taken by any Llort who needs shelter.

1. **Local Exchange:** The Exchange Hall is the centre of Llort social life. There are public computer terminals where Llort can request items from the Grand Exchange. Tribe meetings are also held here. The Exchange Hall is also where the Llort form *tasegusca* (work-groups who perform socially beneficial works for the tribe as a whole). In the Exchange Hall, as well as in most Llort buildings, there are plenty of nooks, cubby-holes and other storage places where they can leave items that they are not using.
2. **Tunnels:** The Llort tunnels are dark and crowded with scaly Llort bodies. The aliens wear simple personal undergarments while within the burrows; there are plenty of heavy thermal coats and other protective gear hanging at the exits. Characters travelling in the tunnels will almost certainly be pickpocketed unless they are clearly using their equipment. A Llort guard, for example, will carry his sidearm in his hand, not in a holster. There are culturally-clear ways of carrying gear to identify it as 'needed' and therefore not available for Exchange; Gull can tell the characters how to carry their important equipment... if they ask.
3. **Dens:** The communal dens resemble coffin hotels on Earth; they are little more than small rooms with a bed, a privacy screen (it creates an opaque field of darkness but is not a physical barrier) and a computer terminal. Some of the dens have been vandalised but most are in excellent shape.
4. **Workshops:** The Llort while away the long winter working in these studios and workshops. Barely any food is produced during the winter months; the race lives on stockpiled supplies until the spring.

Let the characters wander around Lunag City for a while, on whatever errands brought them to Vartas II. If they have no such purpose, then have Gull put them in touch with needy Llort. Anything the characters brought with them is vulnerable to being exchanged, even when they sleep, unless they make it clear it is needed. There is an enclave, the Alien

District, where offworlders can live and work without being at 'risk' from the Exchange but prices there are absurdly high. When the characters have begun to acclimatise to Vartas II, move onto Scene 2.

Scene 2: The Sorry Death of Gathermaster Vusk

The characters receive a message through the Exchange network, asking them to meet with a 'Gathermaster Vusk' at a café, located just off an exchange hall in a nearby burrow node. Like all restaurants and similar places in Llort space, the café is self-service; it is place to take from the resources of the tribe, in this case a rather foul-smelling brew called *hovri*, although coffee is also obtainable. Gathermasters are influential officials in Llort society.

While the characters wait in the café, the omni-present computer screens flash up a message. Due to conditions in the south, Grand Exchange access to food is being restricted – while the Exchange computer automatically makes many such adjustments each day, it is rare for a vital resource like food to be adjusted, as the supply is relatively stable. There is considerable grumbling from the other tables.

Even if the characters turn up before the appropriate time, there is no sign of Vusk. However, as the characters wait, they become aware of a disturbance – there are shouts and the sound of gunfire. No matter how quick the characters are, Vusk will be dead by the time they get there. The characters might be quick enough to reach Vusk's killers, though. The Gathermaster has been murdered by a gang of Llort thugs. There will be a number of thugs equal to the number of Player Characters + 1, plus Joar (their leader).

Llort Thugs

2nd level Llort Lurkers

Hit Points: 8

Initiative: +2 (+2 Dex)

Speed: 30 ft.

DV: 14 (+4 Reflex)

Attacks: +2 melee or +3 ranged

Special Qualities: Low-Light Vision, Lurker's Knowledge, Survivor's Luck

Saves: Fort +4, Ref +4, Will –1

Abilities: Str 12, Dex 15, Con 12, Int 10, Wis 8, Cha 8

Skills: Appraise +2, Bluff +3, Hide +5, Intimidate +4, Knowledge (Vartas II) +1, Listen +2, Move Silently +9, Sleight of Hand +8, Spot +1

Feats: Improved Unarmed Strike, Lightning Reflexes

Weapons: W&G Model 10 PPG. See pages 84–85 of the *Babylon 5 Roleplaying Game & Fact Book* for details on this weapon.

Scene 2: The Sorry Death of Gathermaster Vusk



Vusk's Notes

Grand Exchange/Lunag/124/text_active:

Autotranslate: L-Std-active:

Privacy engage: autocrypt+active:

Snowfall in southern plains up 14%; previous summer temp up too? Crops down (ex: Alkal. Why?)

Pirate base + where? Detection failure in Defence Net?

Offworlders.

Gathermaster Tho + secondary heart failure

Gathermaster Rorik + neuroelectric collapse

Warden Yair + secondary heart failure

Warden Fal?

Gathermaster Dero?

Gathermaster Aso?

Joar, Llort Thug Leader

4th level Llort Lurker

Hit Points: 10

Initiative: +6 (+2 Dex, +4 Improved Initiative)

Speed: 30 ft.

DV: 15 (+5 Reflex)

Attacks: +5 melee or +5 ranged

Special Qualities: Low-Light Vision, Lurker's Knowledge, Survivor's Luck

Saves: Fort +7, Ref +5, Will +1

Abilities: Str 14, Dex 14, Con 16, Int 11, Wis 10, Cha 15

Skills: Appraise +5, Bluff +8, Gather Information +6, Hide +5, Intimidate +5, Knowledge (Vartas II) +3, Listen +3, Move Silently +7, Sleight of Hand +6, Spot +3, Survival +2, Technical (mechanical) +2

Feats: Contact (Fa'shos), Improved Initiative, Improved Unarmed Strike, Lightning Reflexes

Weapons: Narn stun gun. See pages 84–85 of the *Babylon 5 Roleplaying Game & Fact Book* for details on this weapon.

The thug leader, Joar, has already looted Vusk's body and has the dead Llort's personal datapad. The thugs will try to escape into the tunnels – they will not fight if they can avoid it. Remember, there are no real police or security among the Llort; the only 'security' comes from one's own tribe, and there are no members of Vusk's tribe around. If the characters manage to subdue the thugs, they can question them. They claim to be supporters of Gathermaster Dero, who believes that Vusk is holding the Llort back. The leader of the thugs is called Joar; characters may notice that he is armed with a new-model Narn stun gun (Knowledge (alien life *or* military) DC 17), as he has connections to the Narn trader Fa'shos. Joar

will insist that Dero had nothing to do with the murder and that Joar acted on his own. This is actually true, as Joar was prompted by a Human contact (Mr Appoletta), not Dero.

Characters may wish to turn surviving thugs over to the authorities but murder is exceedingly rare among the Llort and it will be some hours before anyone from Vusk's tribe arrives to deal with them. Bringing the matter to the attention of Gathermaster Dero will cause the honourable Dero a great deal of upset, as he has no wish to be associated with this violence.

If the characters investigate the den where Vusk was murdered, they will discover that the computer terminal there is still logged in as Vusk. The information that Vusk transmitted to her datapad is still on display – this is an easy way for Player Characters to pick up the trail if they do not manage to capture Joar and recover Vusk's datapad. Vusk was compiling notes on her suspicions about Dero – several of Dero's political enemies (like Vusk) died in questionable circumstances.

The note is cryptic but a few elements can be checked immediately. Investigating the five names is the subject of Scene 3. A Computer Use check (DC 15) confirms the first line – the weather stations confirm that the snowfall in the southern region is indeed much higher than normal and the agricultural burrows are having trouble keeping their thermal exchangers running. The situation has not quite reached crisis point, but the Llort are worried. The previous summer was unusually warm. A further Computer Use check (DC 20) or Knowledge (alien life) (DC 20) uncovers the theory

that a mutant strain of *riaj* is responsible. Note that because of the Llort custom of the Exchange, the vast majority of information is available freely on their computer network – only material that is considered important to the defence of the tribes is restricted. The Llort have few secrets from each other.

Investigating Llort Piracy

Finding out evidence about pirate attacks cannot be done easily over the Exchange network – obviously, the Llort do not crow about their piracy on their public computer net. The Llort network does have brief descriptions of the planetary defence network (but no schematics), which was funded by the League in exchange for a promise that the Llort would crack down on piracy and record any traffic leaving the planet.

If Joar Lives...

If Joar or one of the other murderers survives the attack on Gathermaster Vusk, then they flee the scene of the crime. Joar leaves his Narn-made stun gun to the Exchange and then takes a mole-train to another section of the city, near the Alien District. He boasts openly of his deed once he is safe – Gather Information checks have only a DC of 12 to locate the thuggish Llort. He is hiding out in a seedy cavern – the crowd there are all fervent supporters of Dero. If they follow Joar to this cavern, the Player Characters will also encounter pirates (see Scene 5) in the crowd. All the Llort here are in the thrall of the Shadows' plot to foster conflict and war and are enthusiastic proponents of the Llort expanding into the galaxy.

Scene 3: Friends of the Deceased

The only way to discover more information about the Llort mentioned in Vusk's note is to physically ask around. The Exchange computer network or Gull can only provide the information provided in section '10 or less' of the Investigating Vusk's Note table, as much of the rest is carefully filtered gossip rather than true 'facts'.

Autopsies: The bodies of most of the dead Gathermasters have been disposed of, according to the traditions of the Llort (usable organs removed, the rest ground up for animal feed during the winter, rendered down for water in summer). However, autopsies can still be carried out on Yair or Vusk, if the characters can somehow bluff their way into getting hold of the bodies.

Vusk: Predictably, Vusk was killed by blunt force trauma and PPG fire.

Yair: A successful Medical check at DC 20 discovers that this Llort corpse did not die of natural causes – Yair was poisoned. A subsequent Medical check result of 15 or more will strongly suggest that the poison was a neurotoxin, probably of Centauri origin.

Visiting Burrow-Warden Fal

Burrow-Warden Fal is an extreme Traditionalist, who wants nothing to do with offworlders. If the characters do manage to gain access to him (his burrow is quite close to Lunag City) by doing some major favour for his tribe, he will grant them a short, curt audience. Fal looks quite healthy and no normal assassin could possibly get into the burrow and kill the warden without being found by the hordes of loyal Llort around him.

Investigating Vusk's Note

Gather Information Check Result	Information Gathered
10 or less	Gull can tell the characters about the influence of Gathermasters and Burrow-Wardens and the relative politics of the various leaders mentioned in Vusk's note. The three dead politicians and Vusk were on the same side – all Traditionalists, who favoured limited integration with aliens and continuing the practice of the Exchange. Fal is also on Vusk's side. Dero's on the other side, favouring greater contact with offworlders and limits on the Exchange. Aso, however, is not on the same side – he is an Integrationist, closer to Dero's position.
10 to 15	Dero is seen as a rather washy liberal, favouring greater contact and adoption of their customs. Most of those who favour contact are actually pirates.
16 to 20	While all the Gathermasters died under slightly odd circumstances, only conspiracy theorists believe they were murdered. Dero is a less than likely suspect – he has expressed distaste for the more traditional aspects of Llort politics, like taking the lives of those who oppose you.
21 to 25	Dero has been meeting with representatives of the Earth Alliance, or an Earth corporation, or someone from Earth anyway.
26 or more	Aso has been investigating irregularities in the southern agricultural burrows; he claims to be on the trail of something big.

The Untimely Death of Burrow-Warden Fal

At some point in the scenario, if the characters get bogged down, then the Games Master should kill off Fal. This can be done subtly – the Zener Mu-443 can genetically engineer a virus that will affect only Fal, to get past the burrow's defences – if the players have not realised that some darker force working on Vartas II, or it can be done blatantly like Vusk's murder, with gangs of Dero sympathisers swarming the burrow and killing Fal that way, to show the growing crisis in Llort society. Either way, the death should be a wake-up call to the players that events are progressing.

Fal knew Vusk and the other dead Llort and believes that allies of Dero probably did kill them. He is unconcerned – he keeps to the old ways, keeping to the Exchange of his tribe and not mingling with other burrows. The tribes should take what they need from the land and the stars, and not bother with trading or piracy too much. Dero's faction has brought offworlder thoughts like greed and desire to the Llort, who are born to know only *need*.

Visiting Gathermaster Aso

The characters can obtain a meeting with Gathermaster Aso – the elderly Llort is a well known sight in Lunag City. Unlike the other Gathermasters and Wardens mentioned in Vusk's note, Aso's tribe is a powerful and local one – no gang of thugs is going to be murdering him in a den anytime soon.

Aso is investigating the growing crisis in the southern agricultural burrows. There is an environmental problem, certainly, but he worries that some of the tribes there are stockpiling food – a forbidden practice in the modern days of the Grand Exchange. He is aware of Dero's rise to power but considers it nothing more than the usual ebb and flow of Llort politics – the balance will be maintained, as those who have less take from those who have more. Currently, the Traditionalists have more, so the Integrationists are taking from them.

Aso knew Vusk and is saddened by her death. She was something of a paranoid, he recalls, and had a habit of relying on outcasts and renegades to do her dirty work, as she came from an isolated tribe. He has no idea why his name would appear on her list and has no idea about failures in the Defence Grid. It is based on the most advanced technology available to the League – not even the Centauri, he says proudly, could slip a ship onto Llort without being detected and he would lay money on it picking up a whisper from a Minbari flyer.

If the characters manage to win Aso's confidence, he tells them that his main suspect is Burrow-Warden Kulmay. His burrow

is the largest one unaffected by the freak weather conditions afflicting the south and while many of the neighbouring tribe territories are blighted by *riaj* growths this year, the land Kulmay administers is fine. Aso is planning to visit or send a spy to Kulmay's burrow in the next few days, to see if Kulmay is stockpiling.

Visiting Gathermaster Dero

The characters can find Gathermaster Dero in Lunag city. He is a very public figure, with his faction rising in popularity. Unlike Fal, Dero is quite enthusiastic about meeting with offworlder characters. At first glance, Dero seems quite absurd. He dresses more like a Human than other Llort do, wearing a business suit and specially adapted shoes to fit his Llort burrowing feet. He is quiet, stammers occasionally and seems pathetically over-eager to show that the Llort are a progressive, modern species and not a race of kleptomaniac pirates. He wears a medal on one lapel – Dero fought in the Dilgar War and is especially well disposed towards EarthForce personnel. When questioned about most topics, Dero is as forthcoming as he can be:

5 **Vusk's Death:** Deeply regretful – murder and tribal warfare should not be a part of modern Llort society. If the characters were able to capture or identify any of the killers, then Dero will bring them before a Burrow-Warden and have them exiled from the tribe. He admits that the killings benefited him politically but he never asked for anyone to kill on his behalf. He has been trying to de-radicalise the Integrationist faction but it is a slow process.

5 **The Human Diplomat:** Yes, Dero has been meeting with an emissary of the Earth Alliance. He cannot discuss the exact contents of their meetings but they are related to the future development of the Llort.

5 **Pirates:** Dero is concerned about the rising piracy and believes that weapons are being shipped to Vartas II, although he does not know how. He is looking into it and suspects the problem is located somewhere in the southern plains.

5 **The Threatened Food Shortages:** Are a myth; the hydroponics burrows have plenty of excess capacity. It would take an unthinkable confluence of events to bring that system down.

All in all, Dero seems remarkably... nice. Characters using Sense Motive on him will find that he is being as honest as a politician can be and is genuinely concerned about the development of the Llort. He does seem worried and stressed. If the characters ask around, they find that while Dero is popular and has brought many previously neutral Llort tribes into the progressive, Integrationist camp, he is rapidly being

overtaken by his own supporters. The whole Integrationist movement is rapidly turning into an Expansionist movement – instead of Llort ships trading with other worlds, they would be raiding them.

Gathermaster Dero

5th level Llort Diplomat / 2nd Level Soldier

Hit Points: 20

Initiative: +1 (+1 Dex)

Speed: 30 ft.

DV: 12 (+2 Reflex)

Attacks: +5 melee or +5 ranged (+6 ranged with PPG)

Special Qualities: Contact x 3, Improved Diplomacy +1, Low-Light Vision

Saves: Fort +4, Ref +2, Will +5

Abilities: Str 12, Dex 13, Con 11, Int 16, Wis 13, Cha 15

Skills: Appraise +8, Bluff +7, Computer Use +8, Diplomacy +14, Drive +7, Gather Information +10, Knowledge (alien species) +14, Knowledge (politics) +11, Knowledge (Vartas II) +8, Hide +3, Listen +6, Move Silently +5, Sense Motive +10, Sleight of Hand +4, Spot +6

Feats: Alien Empathy (Human), Skill Focus (Diplomacy), Skill Focus (Knowledge (alien species)), Weapon Focus (PPG)

Languages: Llort, English, Centauri

Weapons: W&G Model 10 PPG. See pages 84–85 of the *Babylon 5 Roleplaying Game & Fact Book* for details on this weapon.

Dero is the heart of the Shadow political machinations on Vartas II. They chose Dero as the agent if their will because he is innocent. If they chose a pirate or thief, they could not have mobilised such a wide spectrum of support. Dero was able to convince a great many Llort to think about moving

out into space – and once that snowball is moving, it is much easier to push the Llort from thoughts of trade and integration to thoughts of conquest, using their racial response to food shortages and harsh winters.

While visiting Gathermaster Dero, the characters will doubtless encounter many of his allies and followers. While many of these are Integrationists, there are also quite a few Expansionists and supporters of piracy. Indeed, while in Dero's burrow, the characters may well encounter Llort pirates.

If the characters ask about Dero's mysterious Human ally, he is described as a businessman. He is polite and knows the customs of the Exchange. He comes at odd intervals. A successful Intelligence check (DC 15) or Knowledge (star systems) (DC 10) check points out that commercial transports rarely come all the way out here to Vartas II. If the characters bother, they can cross-reference the Human's visits with known traffic (Computer Use, DC 15) and discover that he is definitely not coming in on any commercial ship. Gather Information (DC 20) picks up the fact that the Human always arrives in Lunag City by mole train, coming from the southern burrows. Morden is actually coming to Vartas II onboard the Narn gunrunner (see Scene 5).

While Vusk's note paints Dero as a villain, he is actually the best ally the Player Characters can have on Vartas II. The last thing Dero wants is the Llort attacking other races. Killing him will solve nothing – indeed, it will just accelerate the process of radicalisation. The best thing the characters can do is win Dero's trust, as the influential politician can help them deal with the other three legs of the Shadows' plot.

Llort Politics

As the Player Characters interview and interrogate Llorts in their quest for the truth, they will find that while organised political camps are fluid in this society, individual Llorts do tend to side with one particular viewpoint. The two main viewpoints both address the future of the Llort:

Traditionalists want to keep to the status quo; they are happy to have limited alien contact, enjoy the benefits of the Great Exchange and tacitly support the current Llort raiding and piracy policies. Gathermasters Tho, Vusk and Yorik, and Burrow-Warden Yair, are all Traditionalists. The most conservative branch of the Traditionalists are **Isolationists** like Burrow-Wardens Fal and Kulmay, who believe that even the Exchange is too cosmopolitan; trade should only be conducted only within a Llort's own tribe and all others should be treated as outsiders (whether they be aliens or Llort from other tribes) and shunned.

The **Integrationists** hold the other main political viewpoint. They want more social and economic contact with outsiders. Gathermasters Dero and Aso are both Integrationists. Some Integrationists even want to give up the Exchange and adopt the galactic model of trade. The **Expansionists** are a radical branch of the Integrationists who favour increasing raiding and piracy, to forcibly put the Llort in the galactic centre-stage.

Scene 4: The Fields of the South

By now, the characters should be aware that something unusual is going on in the southern plains of Vartas II. There are both regular shuttle trips and mole-trains to the south. In contrast to the relatively cosmopolitan Lunag City, the southern burrows are almost never visited by offworlders.

The southern continent is in the grip of Vartas II's terrible winter season. Massive snowstorms swirl across the continent, the rivers and seas are mostly frozen and the surface temperature is 30 degrees below zero. Characters attempting to travel overland without protective gear are doomed. Despite these nightmarish conditions, there are signs of agriculture. The Llort have learned to use geothermal heat and specially-bred strains of plant that can survive in the cold for surface farming but the bulk of their food is produced underground. The harvest takes place in the spring.

Everywhere, the characters can see *riaj* weeds clinging to trees, structures, thermal exchangers and so on. The weeds seem capable of growing everywhere. A successful Spot or Survival check (DC 15) notices that there are two distinct strains of the weed – in some isolated spots, there is an older, much darker-coloured form, but it has mostly been driven out by a new form, which is coloured a pale silver and is much hardier.

Gaining Information

Kulmay is the warden of Alkal Burrow, one of the largest and most productive of the agricultural burrows. Kulmay is also known as a committed Isolationist, despising offworlders. Politically, he would be an ally of Fal. Alkal Burrow is closed to offworlders under most circumstances, although there is a

small enclave for visitors to transfer from one mole train to another, take shelter from harsh weather or access the Grand Exchange.

A successful Gather Information check reveals the following information about Alkal Burrow and Burrow-Warden Kulmay:

Alkal Burrow & Burrow-Master Kulmay

Gather Information Check Result	Information Gathered
10 or less	The location of Alkal Burrow and the fact that Kulmay is an Isolationist.
10 to 15	Most other burrows are having trouble with an infestation of <i>riaj</i> weeds. They are not affecting Alkal burrow for some reason.
16 to 20	Kulmay has a new advisor – a Seer from the wilderness.
21 to 25	The Seer has quickly become Kulmay's only advisor. She gave him the formula for a chemical that stops the new strain of <i>riaj</i> from growing.
26 or more	Alkal burrow is indeed stockpiling food. The harvest this year is going to be disastrous. It will be war between the tribes unless more food can be obtained offworld.

Characters visiting the south can try to gain an audience with Kulmay. Getting past his standoffish guards and servants requires a Diplomacy or Bluff check (DC 30). Alternatively, the characters can try to sneak past guards or go to the surface and creep in through the air vents.

Infiltrating Alkal Burrow

Note that Alkal Burrow itself is much bigger than the map opposite. This 'branch' of the burrow is another example of the odd tendencies of Burrow-Master Kulmay – he has a separate, guarded burrow. It is only accessible from the surface; the entrance is about one mile from Alkal Burrow proper. The key elements that prevent easy movement around this are the guards themselves (see page 146), some sensor systems and the security doors. There are some of Kulmay's servants and family present but they are all non-combatants.

The sensor systems are only located at in the ladderways between floors. Their control systems can be found fairly easily (Search DC 18) but are quite well-encrypted (Disable Device DC 25 or Technical (electronics) DC 20). If these sensors are tripped, the alarm is sounded. This alerts all Llort within the burrow; if Kulmay is still alive, he will summon help from the main Alkal Burrow – 2d6 more Alkal Guards will arrive within 10 minutes. The security doors are sealed shut and either require a Disable Device (DC 35) or Technical (electronics) (DC 30) to open. Only Kulmay has the key to these doors.

Sublevel Two has the stockpiled food; thousands of tonnes carefully preserved and packaged, stretching back into the distance of the cavern (the map shows barely one-hundredth of the space). There is a datapad and terminal here with a full inventory of the cavern.

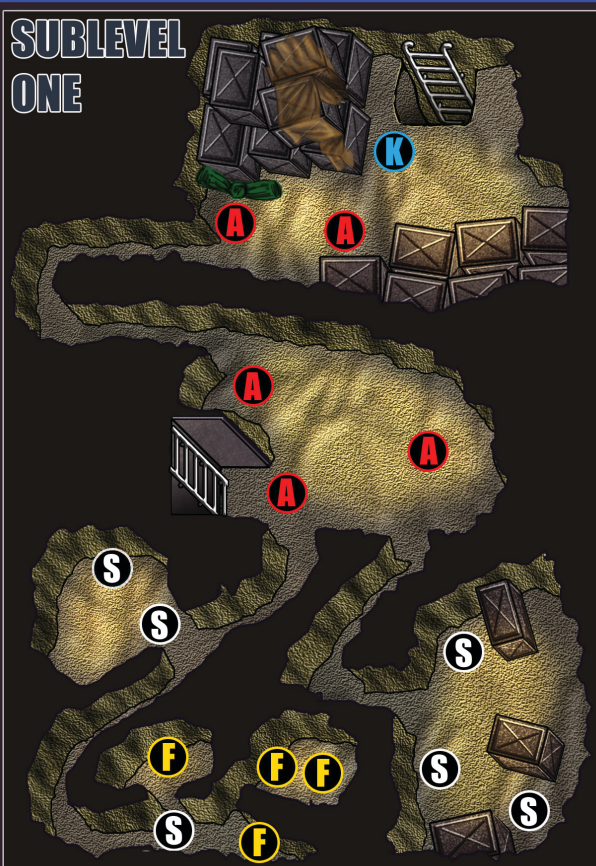
The best approach for the characters is to get evidence of the stockpile, probably in the form of a confession from Kulmay or the datapad in Sublevel Two, then get that evidence to the Llort *urkus*, who are authorised to take what is going unused and place it back on the Exchange. Alkal Burrow will be attacked by the *urkus* and the threat of famine will be reduced, if not totally removed.

TOP LEVEL

Scene 4: The Fields of the South



SUBLEVEL ONE



SUBLEVEL TWO



SIDE VIEW



Inside the burrow, it is indeed clear that food supplies are being stockpiled. Normally, the Llort harvest all the food grown underground in the winter at the break of spring, to provide for themselves during the far more important gathering and raiding seasons. In Alkal Burrow, however, the Llort there have been harvesting and preserving the food as quickly as they can, indicating that they expect the other spring harvests to fail.

The *Riaj* Weed

The genetically altered *riaj* is everywhere in the southern region. They are silver in colour, unlike the natural dark form. If the characters get samples of the weed, they can analyse it in a laboratory – this requires a Medical check (DC 25) along with appropriate lab gear. The *riaj* shows signs of being genetically engineered. The plant is even hardier than the natural form but has a much higher reflective index – instead of absorbing the sunlight, it reflects 90% of it. It uses the remainder efficiently to power an internal chemical factory that draws carbon-based molecules from the atmosphere and breaks them down. It resembles artificial organisms designed to reverse ecological disasters – similar plants were used on Earth in the 2100s – but is incredibly efficient, the product of organic technology. It is cleaning Llort's atmosphere but is also removing the planet's ability to hold in heat. The loss of greenhouse gases coupled with the increased albedo are causing the harsher winter. It is only a tiny change – the plant only increases the albedo by an almost undetectable amount and has cleared less than one part per million of the greenhouse gases from the atmosphere, but it has pushed the delicately balanced system out of its stable state.

Alarmingly, the plant reacts in a bizarre and self-destructive fashion during the summer. When exposed to heat, it grows at an even faster pace, feverishly seeking out and absorbing water. It releases its stored toxic chemicals and carbon into the water, making it very difficult to retrieve. When the summer comes, this new *riaj* plant is going to cause a major water shortage on Vartas II.

The characters can trace the spread of the new *riaj* strain back using computer models. This requires several trips into the wilderness as well as Survival and Computer Use checks (DC 20). *Riaj* spreads by wind dispersal – the lichen grows seed pods which burst, so the spread of the plant can be traced from weather records. It takes several weeks, but the characters can determine that the new *riaj* originated within the territory controlled from Alkal Burrow – which is bizarre, because Alkal Burrow is the only agricultural colony in the region not affected by the scourge of the new plant.

The characters can even pin the point of origin down to a few square kilometres in the deep wilderness – the same area that the Seer of the Red Snows came from, where Mu-443's base is located and where Fa'shos ship lands.

The Seer is providing Burrow-Warden Kulmay which a chemical spray which instantly kills the altered *riaj*. If the characters get samples of this spray, they discover that it contains nothing that would normally affect a plant – it must be a chemical key, an enzyme that triggers a suicide response in the altered *riaj*. Replicating the chemical is exceedingly difficult – the Llort scientists might be able to do it but it will take months. The formula can be retrieved from the hidden base, though, at the end of the scenario.

The Stockpile

The stockpile of food inside Alkal Burrow is contained in massive vaults beneath the burrow itself, in old shelters constructed to resist the Centauri mass drivers when they punished the Llort for piracy. The stockpile is always guarded by four Alkal guards.

Alkal Guards

4th level Llort Soldier

Hit Points: 20

Initiative: +2 (+2 Dex)

Speed: 30 ft.

DV: 13 (+3 Reflex)

Attacks: +6 melee or +6 ranged (+7 with Llort carbine)

Special Qualities: Covering Fire, Low-Light Vision

Llort Carbines

Llort carbines are a type of short-barrelled rifle favoured by many races. Though comparatively antiquated in the age of PPG weaponry, the carbine is still used extensively by Llort security and military forces. Its sturdy manufacture means that it seldom breaks down and is extremely easy to maintain.

Weapon	Cost	Damage	Area of Effect	Critical	Ammo	Range Increment	Size	Weight	Type
Llort Carbine	200 cr.	2d6	—	x2	20	100 ft.	Medium	4 lb.	Projectile

Saves: Fort +5, Ref +3, Will +0

Abilities: Str 15, Dex 14, Con 13, Int 10, Wis 8, Cha 8

Skills: Concentration +2, Intimidate +1, Listen +5, Knowledge (Vartas II) +1, Move Silently +4, Sleight of Hand +4, Spot +5

Feats: Alertness, Toughness, Weapon Focus (Llort carbine)

Weapons: Llort carbine, knife.

Kulmay

8th level Llort Officer (ground forces)

Hit Points: 20

Initiative: +2 (+2 Dex)

Speed: 30 ft. (20 ft. in flak jacket)

DV: 13 (+3 Reflex)

Attacks: +11/+6 melee (+10/+10/+5 with knives) or +9/+4 ranged (+10/+5 with Llort carbine)

Special Qualities: Branch Specialisation (ground), Low-Light Vision, Rallying Call, Way of Command

Saves: Fort +5, Ref +3, Will +5

Abilities: Str 16, Dex 13, Con 17, Int 12, Wis 8, Cha 17

Skills: Appraise +2, Bluff +4, Computer Use +2, Diplomacy +5, Drive +7, Intimidate +5, Knowledge (biology) +2, Knowledge (politics) +3, Knowledge (Vartas II) +4, Listen +3, Move Silently +4, Pilot +3, Sense Motive +5, Sleight of Hand +3, Spot +3

Feats: Two-Weapon Fighting, Weapon Focus (knife), Weapon Focus (Llort rifle)

Armour: Flak jacket (DR 4). See pages 88–89 of the *Babylon 5 Roleplaying Game & Fact Book* for details on this armour.

Weapons: 3 concussion grenades, Llort carbine, 2 knives. See pages 83–85 of the *Babylon 5 Roleplaying Game & Fact Book* for details on these weapons.

Burrow-Warden Kulmay: The Burrow-Warden is a physically huge Llort, standing head and shoulders above his smaller kin. He is dressed in traditional furs. Kulmay will brazenly deny stockpiling food and the characters are unlikely to be in a position to threaten him in his own burrow. Play Kulmay as a barbarian king – he has no patience when it comes to dealing with outsiders, especially if they insult, threaten or question him in his own burrow.

Unusually for a Llort, Kulmay has greed. His personal den – an aberration in and of itself – is richly decorated and he has far more clothing and gear than he actually needs. He is growing fat, too, which is a rare sight for a Llort. The Seer's telepathic alterations have affected Kulmay's mind and perverted him by Llort standards.

The Seer of Red Snows

8th level Llort Telepath (P11)

Hit Points: 12

Initiative: +0

Speed: 30 ft.

DV: 14 (+4 Reflex)

Attacks: +5/+0 melee or +6/+1 ranged

Special Qualities: Low-Light Vision, Maintain Concentration

Saves: Fort +1, Ref +4, Will +7

Abilities: Str 8, Dex 10, Con 8, Int 18, Wis 12, Cha 14

Skills: Bluff +7, Computer Use +6, Concentration +8, Diplomacy +6, Hide +3, Knowledge (Shadows) +5, Knowledge (telepathy) +10, Knowledge (Vartas II) +6, Move Silently +3, Sleight of Hand +3, Sense Motive +9, Survival +6, Telepathy +13 (+15 deep scan)

Feats: Ability Focus (deep scan), Defensive Block, Lightning Reflexes, Mindshredder (deep scan), Nerves of Steel, Skill Focus (Bluff)

Telepathic Abilities (Save DC 21): Accidental Scan, Communication, Deep Scan (Save DC 23), Mind Shield, Pain, Sense Telepathy, Surface Scan and Warning

The Seer of the Red Snows: The telepathic Llort called the Seer of the Red Snows accompanies Kulmay everywhere he goes – except when she walks out into the snowy wilderness, into a region where no Llort could hope to go and survive.

The Seer is a natural telepath, exiled by her tribe. She was picked up by a Zener scout ship ten years ago and trained to serve the Shadows. She is fanatically loyal to Mu-443. When the Seer leaves Kulmay's side, she heads out into the wilderness to a predetermined rendezvous point, where she is picked up by a shuttle from Fa'shos' ship. She then reports to the Zener and picks up more of the anti-*riaj* chemical used to ensue that Alkal Burrow is not affected by the altered *riaj* strain. Should the Seer be injured, she will immediately flee and make her way by the quickest means possible to Mu443 at the secret base. The characters can follow the Seer and find Fa'shos' base that way.

The Seer is one of the major weak points in the Shadows' plan – she is obviously suspicious to offworlders (Llort telepaths are extremely rare). Llort are used seers acting in a strange, mystic fashion but Humans and other spacefarers are likely to ask more questions) and her upbringing by the Zener means that she is rather unsocialised and has trouble dealing with strangers. She has been groomed to manipulate the Llort and has difficulty with anything outside that purpose.

Other Events

The following events are related to the southern plot strand and can take place at any point during the scenario.

Aso's Death: If the characters got in contact with Gathermaster Aso, they learned of his intention to travel to Alkal Burrow to personally investigate the rumours of stockpiling. Like Fal's death, this can be used to motivate the players if they have run out of clues.

Gathermaster Aso takes a shuttle from Lunag City to Alkal. If he was especially friendly with the Player Characters and they have an atmosphere-capable ship, he might take passage with them instead. The Seer hears rumours of Aso's arrival and warns Mu-443 of the problem. Mu-443 asks Fašhos to take care of it, and the Narn does so by blowing Aso's ship out of the sky using her stealthy armed gunrunner.

If Aso was in a vessel with the characters, then their shuttle crashes in the wilderness and the characters have to make their way across a few hundred kilometres of sub-arctic tundra. Aso is killed in the crash.

The Growing Crisis: Keep mentioning the rising cost of food on the Grand Exchange. The worsening weather brought on by the re-engineered *ria*j means that more and more of the smaller agricultural burrows fail. As the year grinds on towards spring, the tension in the Llort burrows becomes unbearable. The race has evolved to be aggressive and territorial in years where the winter supplies run low – this pushes more and more Llort into the Expansionist faction and causes more pirate raids.

The Exchange Crash: Just before spring, Burrow-Warden Kulmay dumps his tribe's food stockpile back onto the Grand Exchange, after his advisor the Seer of the Red Snow tells him to do so. This has the twin benefits of crashing the Grand Exchange (sending the Llort society into chaos and making many Llort turn to piracy to survive) and releasing enough food into the planetary economy that the Llort can afford to go conquering and raiding instead of fighting each other for resources.



Scene 5: The Pirates

As the Llort crisis grows, piracy becomes more common. The characters can encounter this in several ways:

News of Pirate Attacks

News of Llort pirate attacks will be all over the news networks like ISN. The Llort are notorious pirates in the League. Questions will be asked on Babylon 5 about the increased threat to shipping. News reports also show up on the Llort computer network, although they are couched in more diplomatic terms, never actually claiming that the Llort were responsible.

Pirate Spoils on the Exchange

However, characters on Vartas will see clear signs of pirate activity – Llort thieves swagger down from the spaceport, still wearing flight suits, space helmets and dump sacks overflowing with loot onto the tables of the Exchange hall. The pirates proceed to get drunk on *krul*, an inhaled narcotic popular among the Llort.

Among the spoils thrown onto the Exchange are spare parts and components for spacecraft weapons. Characters can clearly tell the weapons are of Narn design. If asked, most of the pirates will drunkenly claim that they obtained the weapons on the Exchange in burrows controlled by Dero's followers and that they took to piracy because they wanted to see space and take what they needed from aliens – they are reacting to the Shadow manipulation of the Llort.

Feel free to throw in a drunken brawl with equally drunken pirates here – as G'kar said, they make a very satisfying thump when they hit the ground.

Dero's Followers

Among Dero's followers, the characters will see similar scenes, with pirates bringing home stolen goods and cargoes from a dozen worlds. These are relatively small-scale attacks, nothing more than raiding, but they are growing in size and number. Here, the characters will again see Narn-made weapons being given to the Exchange but the weapon parts here do not come from the pirates – they are left on the Exchange tables by farmers from the southern region, acting on behalf of the Narn Fa'shos.

Victims of Piracy

Characters may encounter Llort pirates more directly, if they travelling in the systems near to Vartas II. The usual Llort tactic is for half a dozen pirate ships to move in a convoy until they reach an inhabited system. The pirates then jump in through the system's gate (most Llort vessels cannot form their own jump points) and split up, heading for mining moons and inhabited orbits. They hunt down small cargo transports, disable their engines, board them and take whatever they want.

If the characters can damage the pirate ships, they will force the Llort to obtain new weapon and replacement parts from Fa'shos – see Tracing the Weapons.

Tracing the Weapons

The Narn gunrunner Fa'shos is responsible for the majority of the modern weapons showing up on Vartas II. She obtains her weapons on Thenothk (page 107) and then heads through the Rimward sections of the League (through the Koulaini Directorate, Ch'lonas, Torta Regency and so on) until she reaches Yolu space. She does not take the short cut from Pa'rl to Vartas; instead, she flies into Gaim space via Kitab and Bestine, then turns around and jumps to Vartas, to make it appear that she is coming from the Narn Regime and not the Rim.

Fa'shos claims to be supplying Llort mining stations with machine parts from Narn. While this is true, it takes up only a fraction of her time in the system. Her vessel looks like a rather ramshackle freighter but it has been upgraded using advanced technology obtained on Thenothk. It is much faster than it appears and is capable of masking its presence using a stealth field. As soon as she is clear of jumpgate control, her vessel burns hard for Vartas II. As soon as she approaches the defence network, she activates her stealth system and slips past the Llort detection grid.

Her ship lands in the southern wilderness, at Mu-443's hidden base. Her cargo of weapons components is unloaded and distributed to outlying farms and small burrows. From there, the weapons filter into Alkal Burrow and from there, onto Lunag and the other big metropolises. While Fa'shos does take some items in trade from the Llort, her true employer is Mr Morden. Fa'shos' ship is fast enough to visit Vartas II and then head for the mining stations to maintain her cover story.

Tracing this flow of illegal weapons will take some detective work. Few of these items end up on the Grand Exchange network for long; they are claimed before they are registered by Gathermasters. If the characters manage to obtain some of the weapons, they can check serial numbers on them; they are all old Narn weapons sold to Earth colonies during the Minbari War, which have long since passed into the black market. However, they have been expertly repaired and refitted on Thenothk.

The characters might simply go from exchange to exchange, searching for more and more recent signs of weapons, until they end up at Alkal Burrow's halls and from there move into the southern wilderness. They might also be alerted to Fa'shos' activities if they cross-reference the appearances of Gathermaster Dero's Human advisor with traffic through the Vartas jumpgate – Fa'shos' trade ship *Regret* is the only ship whose visits to the system match those of Morden.

Llort Pirate Cutter

Gargantuan Spacecraft; hp 50; DV 12 (−4 size, +6 agility), DR 8; Spd 30; Acc 4; Dec 2; Han +2; Sensor +1; Stealth 10; SQ: Atmosphere Capable, Grapple; Cargo 7,000 lb/s. 1 Pilot, 9 Pirates

Weapons:

Plasma Cannon; Turret, Attack +0 (+9 when piloted by Llort Pirate Captain), Damage 20+2d10, Critical 19–20; Range 3

Llort Pirate Captain

2nd level Llort Lurker / 3rd level Officer (pilot) / 2nd level Raider

Hit Points: 15

Initiative: +2

Speed: 30 ft. (20 ft. in pressure suit)

DV: 18 (+8 Reflex)

Attacks: +7/+1 melee or +9/+4 ranged

Special Qualities: Born to Fly (+1), Low-Light Vision, Lurker's Knowledge, Rallying Call (1/day), Survivor's Luck

Saves: Fort +5, Ref +8, Will +4

Abilities: Str 12, Dex 16, Con 12, Int 13, Wis 12, Cha 15

Skills: Appraise +6, Bluff +7, Computer Use +5, Concentration +3, Diplomacy +3, Drive +4, Gather Information +7, Intimidate +6, Knowledge (trade routes) +2, Knowledge (Vartas system) +2, Listen +3, Move Silently +5, Pilot +14, Search +3, Sleight of Hand +5, Spot +3, Technical (electrical) +6, Technical (space travel) +6

Feats: Contact, Fire Control, Lightning Reflexes, Spacecraft Proficiency, Vehicle Combat, Vehicle Dodge, Weapon Proficiency (spacecraft weapons)

Weapons: W&G Model 10 PPG. See pages 84–85 of the *Babylon 5 Roleplaying Game & Fact Book* for details on this weapon.

Armour: Pressure suit (DR 1). See pages 88–89 of the *Babylon 5 Roleplaying Game & Fact Book* for details on this armour.

Llort Pirate

3rd level Llort Lurker / 1st level Soldier

Hit Points: 11

Initiative: +2 (+2 Dex)

Speed: 30 ft. (20 ft. in pressure suit)

DV: 11 (+1 Reflex)

Attacks: +4 melee or +6 ranged (+7 with Llort carbine)

Special Qualities: Low-Light Vision, Lurker's Knowledge, Multi-Skilled (Technical (*)), Survivor's Luck

Saves: Fort +7, Ref +1, Will +1

Abilities: Str 13, Dex 14, Con 15, Int 11, Wis 10, Cha 7

Skills: Appraise +3, Computer Use +1, Gather Information +1, Hide +5, Intimidate +4, Knowledge (Vartas system) +2, Listen +1, Move Silently +5, Pilot +3, Search +5, Sleight of Hand +5, Spot +1, Technical (*) +9

Feats: Lightning Reload, Point Blank Shot, Skill Focus (Technical (*)), Weapon Focus (Llort carbine)

* Pick one from: engineering, electrical, mechanical & space travel.

Weapons: Llort carbine, knife.

Armour: Pressure suit (DR 1). See pages 88–89 of the *Babylon 5 Roleplaying Game & Fact Book* for details on this armour.

If the characters manage to stop the flow of weapons, they have not stopped the pirate attacks – the snowball has started rolling, meaning that more and more Llort are turning to piracy, meaning there is a bigger need for weapons, meaning that more gunrunners and weapons suppliers will come to Vartas II. Only by destroying the other elements of the Shadows' plot can the characters really end the crisis.

Fa'shos

9th level Narn Agent

Hit Points: 22

Initiative: +2 (+2 Dex)

Speed: 30 ft.

DV: 18 (+8 Reflex)

Attacks: +8/+3

Special Qualities: Low-Light Vision, Security Systems, Skill Mastery (Gather Information, Pilot), Sneak Attack +2d6

Saves: Fort +6, Ref +8, Will +7

Abilities: Str 14, Dex 14, Con 17, Int 15, Wis 19, Cha 11

Skills: Balance +5, Bluff +5, Computer Use +12, Escape Artist +5, Gather Information +5, Hide +5, Intimidate +10, Knowledge (trade routes) +8, Knowledge (Vartas system) +8, Listen +9, Move Silently +5, Pilot +17, Search +7, Sense Motive +9, Spot +9, Technical (space travel) +12

Feats: Quick Draw, Skill Focus (Pilot), Spacecraft Proficiency, Weapon Proficiency (spacecraft weapons)

Weapons: Auricon EF-PR PPG Rifle. See pages 84-85 of the *Babylon 5 Roleplaying Game & Fact Book* for details on this weapon.

Armour: Sol'toroth flight suit (DR 3).

Regret

Gargantuan Spacecraft; hp 80; DV 14 (–4 size, +8 agility), DR 10; Spd 20; Acc 6; Dec 3; Han +4; Sensor +6; Stealth 45; SQ: Atmosphere Capable, Shadow Stealth; Cargo 8,000 lbs.; 1 Pilot, 9 Pirates

Weapons:

2 Plasma Cannon; Boresight, Attack +0 (+8 when piloted by Fa'shos), Damage 20+2d10, Critical 19-20; Range 3.

1 Particle Beam; Turret, Attack +3 (targeting computer, +11 when piloted by Fa'shos), Damage 5+3d8, Critical 20, Range 1.

Shadow Stealth: Fa'shos' ship is equipped with a Shadow-tech stealth generator. It gives a +35 bonus to Stealth. It is woven into the hull of the ship and cannot be removed or deactivated.



Scene 6: The Black Heart of the Snow

All the Shadows' plots on Vartas II are centred on a small dome in the depths of the snowy wilderness. The characters can find this heart of darkness in several ways, depending on which clues they were able to follow.

- ⑤ By following the Seer of Red Snow back here. As long as the characters stay out of line of sight and do not attract her attention, the Seer is a fairly easy mark to track. Two kilometres outside Alkal Burrow, she is met by a shuttle and flown to the dome.
- ⑤ By tracing the weapons to Fa'shos and following her ship here. Fa'shos' ship, the *Regret*, is hard to detect and she is a skilled pilot, but characters might be able to follow her through the snowstorms. If she realises she is being trailed, she will turn and fight back if she thinks she has a chance of winning and her upgraded freighter is surprisingly well armed and armoured.
- ⑤ By tracing the flow of weapons from the dome to the outlying agricultural burrows. The Llort involved at this stage of the smuggling route are acolytes of the Seer and are fanatically loyal to her. They are also considerably more adept at survival in the wilderness – use the Alkal Guard statistics on page 146 but replace their Intimidation +1 with Survival +1.
- ⑤ By mapping the growth of the mutant *riaj* plant and finding that it originated here.

However the characters find the dome, it is obvious that the dome is from a different technology base entirely to that of the Llort. It is made of a greenish substance that seems to be organic and no snow sticks to its surface, which is greasy to the touch. Strangely, although the dome is in the midst of a raging snowstorm, there is no snow within about 50

metres of it and the ships (shuttles, Fa'shos' vessel) parked on a ferrocrete slab around it are not affected by the cold. It is as if the dome was incredibly hot, or projecting some sort of weather shield. However, it is not doing any such thing – the snow just does not come close to the dome.

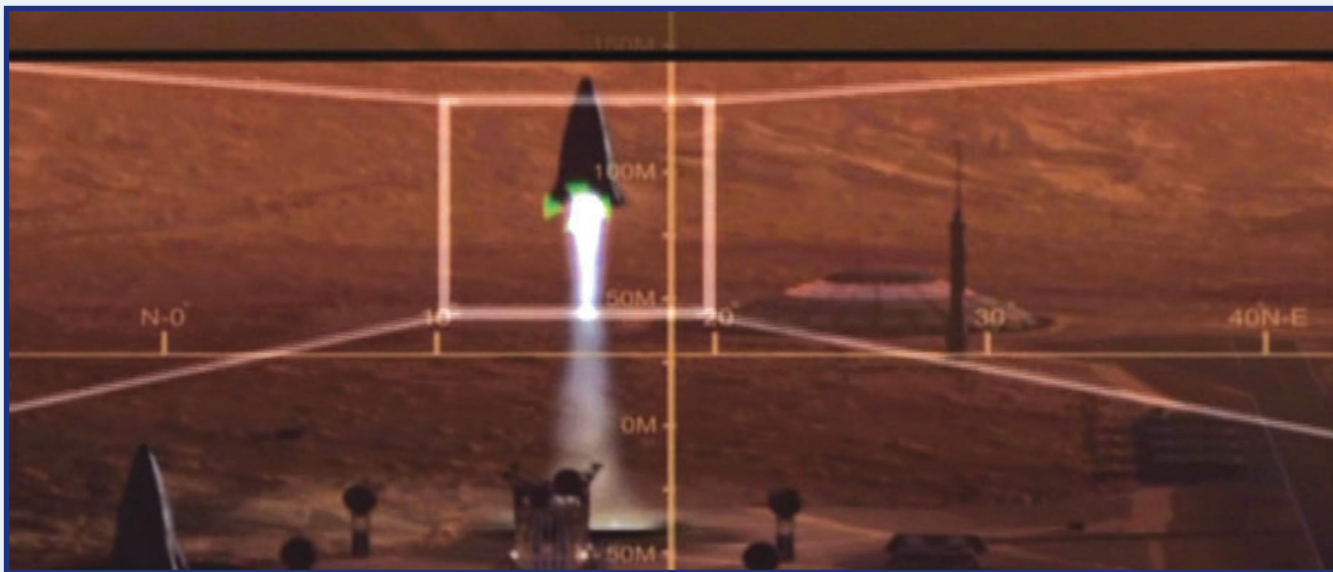
When on Vartas II, Fa'shos ship is grounded here, along with her crew. They will defend the dome if it is attacked – the only people who should be out here are the few Llort who collect weapons from their ship, so they will probably shoot the characters on sight. See page 151 for statistics for Fa'shos and the *Regret*. Use the statistics for Llort Pirates on page 150 for the guards.

On the far side of the dome from the ships is a small garden, where neat rows of *riaj* grow from climbing frames.

Inside the dome is a laboratory run by the Zener, Mu-443. This laboratory is of a technological level centuries beyond that of the Llort – or Humanity, for that matter. Twisted organic machines hiss and chitter ominously, strange-coloured liquids drip from mangled carcasses that could once have been Human.

One of the devices is decanting a liquid into a container. This is the chemical that the Seer of the Red Snow is giving to Burrow-Warden Kulmay, the chemical that kills the variant form of *riaj*. If the characters get their hands on that, then Llort scientists can synthesise the spray to wipe out the mutant form and avert the climate change.

Mu-443 will not interact with the characters. They are not within his frame of reference; his purpose on Vartas II is to alter the planet's ecology and climate, not deal with interlopers. If Fa'shos is still alive and free at this point in the scenario, she will attempt to defend the dome (probably by trying to make it to her ship, then circling around and strafing the characters from the air using *Regret's* guns.) The other potential defender



Scene 6: The Black Heart of the Snow

of the Dome is the Seer of Red Snow. If the characters have already killed or otherwise eliminated the Narn and the Seer, then Mu-443 emotionlessly activates the dome's self-destruct. The dome begins to melt and collapse in on itself. The Zener just stands in the dome, waiting for the searing hot molten liquid to kill him. Characters in the dome take 1d4 points of damage in the first round, 2d4 in the second and so on; the dome reduces itself to a puddle of goo in six rounds.

Even if the characters rescue Mu-443 from his suicide, the Zener will become completely non-communicative, refusing all food and water until he dies. He is a tool of the Shadows, nothing more. Destroying the dome will not end the plague of the new *riaj* but will end Alkal Burrow's ability to destabilise the Grand Exchange.

The best result the characters can hope for here is retrieving the anti-*riaj* device from the dome and handing it over to the Llort authorities.

Scene 7: The Snowball

The Shadows want the Llort to become conquerors, to spread chaos across the League. There are four parts to their plot, four small conspiracies that will snowball into massive changes in Llort society and by this point in the scenario, the characters have discovered and possibly dealt with all four. The characters receive experience awards as follows:

Solving the murders, keeping Dero from being the figurehead of the Expansionists: 1,000 XP. If they fail to deal with the political pressure, then Dero's followers grow in number and become more belligerent.

Discovering the food stockpiles, saving the Grand Exchange: 500 XP: If the characters fail to locate Kulmay's stockpile and he crashes the Exchange, then the Llort are driven deeper into chaos.

Killing or otherwise removing the Seer of the Red Snows: 500 XP.

Tracing the weapons, slowing piracy: 1,000 XP. The characters are unable to stop all Llort piracy, but removing Fa'shos' weapons trade and removing much of the impetus for piracy will greatly reduce the number of attacks on neighbouring worlds.

Killing or otherwise removing Fa'shos and the Regret: 500 XP.

Uncovering the climate change: 500 XP. If the characters discover the purpose of the variant *riaj* and inform the Llort, the Llort can at least take steps to control their instinct reaction to a harsh, barren winter and hot summer. If they fail to do this, then the Llort are driven into a frenzy of Exchanging in the spring. Natural disasters and floods from meltwater destroy many burrows, killing thousands and forcing thousands more to flee to space, creating more pressure on the Llort to invade their neighbours.

Retrieving the *riaj*-suicide chemical: 500 XP.

Destroying the Mu-443's dome: Killing Mu-443 and destroying the dome is worth 500 XP.

If the characters deal with all four of the Shadows' plots, Dero will tell the characters that his Human businessman has stopped visiting him. The Llort never go beyond piracy. They do not make significant attacks on the Yolu or Ipsha and the anti-spinward section of the League becomes a haven of peace as the Shadow War consumes the galaxy.

If they fail to deal with any of the plots, then the Llort swarm outwards in the spring, attacking vulnerable races from the Tikar to the Hyach. The Llort attacks are backed up by the Shadows, forcing other League races to make deals with the darkness to survive. The League descends into chaos. If the characters only deal with some of the plots, then the Llort attacks are reduced in co-ordination, firepower or intensity (depending on which plot was foiled), but are still enough to partially serve the Shadows' purposes.

Either way, the characters will receive a visitor at some point after they leave Vartas II. This visitor might approach them while they are in a café on Babylon 5, on a passenger liner from Earth, taking shelter in a shattered bunker on Narn or in EarthDome. After all Mr Morden gets around a lot.

If the Player Characters succeeded in stopping all four Shadow plots:

'It's all about the little things,' he says, 'the little changes. Stand in the right place, with the right lever – and you can move a world. My associates saw what you did on Vartas II. You broke our levers there. You stopped our snowball from rolling down the hill.'

He continues: *'Oh, don't worry. They're not angry, really. If they wanted to punish you, they'd just make you disappear. But you're little things and you're not standing in the right place anymore.'*

Morden gets up to leave, then almost as an afterthought, turns back. *'You do realise the Llort are doomed now, don't you? They weren't the only race with potential in that region. My associates are very generous with their favours. You can't fight gravity, you can't fight chaos and you can't fight the fall of night.'*

If the Player Characters did not succeed in stopping all of the Shadow plots:

'It's all about the little things,' he says, 'the little changes. Stand in the right place, with the right lever – and you can move a world. My associates saw what you did on Vartas II. You tried to break our levers there. You tried to stop stop our snowball from rolling down the hill.'

He continues: *'Oh, don't worry. They're not angry, really. If they wanted to punish you, they'd just make you disappear. But you're little things and you're not standing in the right place anymore.'*



Collapsed



Sabotaged



Destroyed



Disappeared



Faith Manages

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We refuse to take sides in this anymore. And we refuse to let you turn us against one another. We know who we are now, we can find our own way between order and chaos...

It's over because we've decided it's over. Now get the hell out of our galaxy! Both of you!

John Sheridan

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20
system

Darkness & Light

The Vorlon & Shadow Fact Book

'There are beings in the universe billions of years older than either of our races. Once, long ago, they walked among the stars like giants, vast, timeless. Taught the Younger Races, explored beyond the Rim, created great empires, but to all things, there is an end. Slowly, over a million years, the First Ones went away. Some passed beyond the stars never to return. Some simply disappeared.'

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