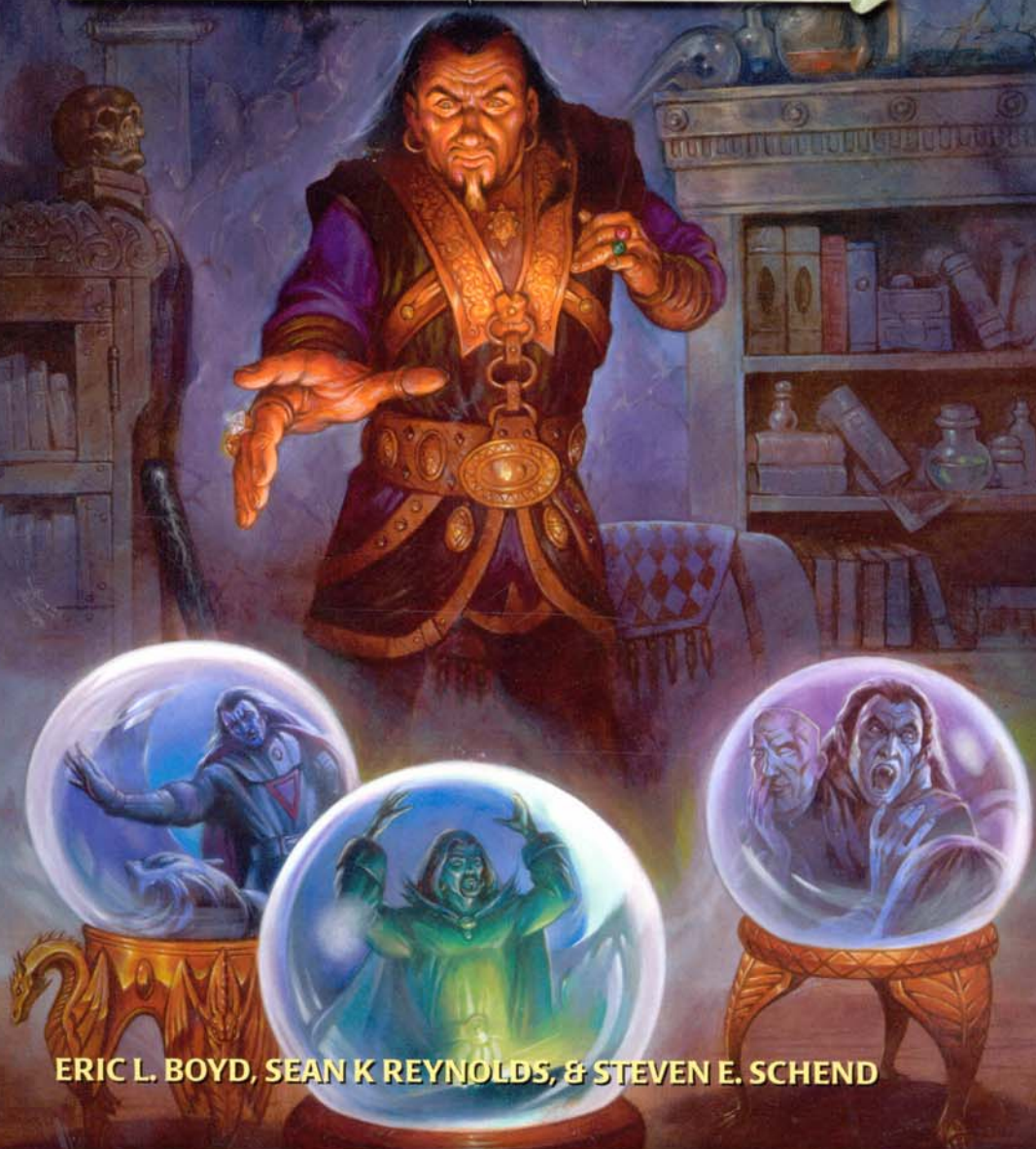


FORGOTTEN REALMS

CAMPAIGN EXPANSION

CLOAK  
& DAGGER



ERIC L. BOYD, SEAN K REYNOLDS, & STEVEN E. SCHEND



# Advanced Dungeons & Dragons



## Cloak & Dagger

By **Eric L. Boyd,**  
**Sean K Reynolds,**  
and **Steven E. Schend**

### Credits

Editing: Dale Donovan

Cover Art: Jeff Easley

Interior Art: Ned Dameron and David A. Roach

Cartography: Todd Gamble

Typography: Victoria L. Ausland

Graphic Design & Production: Dee Barnett

Creative Direction: Rich Baker and Stan!

Art Direction: Paul Hanchette

Project Management: Larry Weiner and Josh Fischer

Production Manager: Chas Delong

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U.S., CANADA,  
ASIA, PACIFIC, & LATIN AMERICA  
Wizards of the Coast, Inc.  
P.O. Box 707  
Renton WA 98057-0707  
(Questions?) 1-800-324-6496



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### EUROPEAN HEADQUARTERS

Wizards of the Coast, Belgium

P.B. 2031

2600 Berchem

Belgium

+ 32-70-23-32-77

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# Introduction

*“There are those rogue groups among us who use secrets as their stock in trade. Dealing from shadows best moved swiftly past, they barter knowledge hidden from others for benefits only guessed at. They guard such secrets as a wyrm guards its coins, for without them, they are but scoundrels skulking in the dark for naught.”*

—Khollas Tandrymson of Myratma,  
excerpts from *Secrets Learnt at Dagger Point*  
(written in the Year of the Shadowtop (1314 DR))

**W**elcome behind the shadows and into the secretive world of secret societies of the Realms. In the past dozen years or so of published Realms material, we have examined secretive groups before, such as the Harpers, the Cult of the Dragon, and the Zhentarim. However, in the interests of adventure and excitement, the quiet perils of secrets and intrigues often were overlooked in favor of major actions and open conflicts. Well, no more, as we turn our attentions to the many events and conspiracies skulking just beyond the shadows and the ken of tavernkeepers and common soldiers. Here, we examine many of the groups of thieves, assassins, spies, slavers, rich merchants, and others who rely on secrecy and stealth to accomplish their goals. We delve into groups we have mentioned before as well as detail several groups that may be new to you.

The first section of this book is the Timeline and Current Clack. After all, it is best to examine the events and occurrences across Faerûn and piece together what's truly going on behind the scenes, just as player characters have to do within your games. The timeline notes the origins and brief details of major events about the groups detailed in this book, but focuses primarily on the past three years of Realms continuity. Much of what is coming to light in the present-day Realms began a few years back, which allows DMs the chance to fold these events into their campaigns as slowly or as quickly as desired. However, much of what is happening on the timeline is clearly noted for DMs only. Many details (indeed, some entire events themselves) are hidden from the Realms at large (and the player characters) until uncovered by diligence and investigation. After all, we are discussing secrets and those who deal in them.

Group breakdowns occupy the rest of this book, and the groups—while all effectively secret societies—are segregated into chapters rather than lumping them all into one alphabetized section. Each chapter has at least one major group that provides DMs with a template; DMs can create their own groups or detail secret societies not covered here. Within a chapter, other groups' reports note how each differs in organization or style from the larger, more detailed group. Once you learn how one group of thieves operates, you can use that as a model for other thieves groups unless their own write-up says differently. Therefore, each chapter has a group detailed to act as a template for other groups of its ilk.

First among the group breakdowns are the Secret Societies Revisited, the groups we have discussed in the past but not really revealed many of their secrets—the Zhentarim, the Harpers, and their splinter groups. These two groups experience the most change from the status quo. Curiously, few outside their upper echelons are even aware of the changes—but that's the nature of these groups, operating in secret and keeping secrets, even from their own members! As a major NPC group in the Realms, the Zhentarim undergoes numerous well-hidden changes in this product. The Harpers spawn a new splinter group, which embraces the secretive aspects of the Harpers' mission far more than Those Who Harp have in decades. The remaining chapters provide major entries for the Shadow Thieves (in the Thieves chapter), the Night Masks (in the Assassins chapter), the Knights of the Shield (for the Spies), the Iron Throne (for Mercantile Powers), and the Xanathar's Thieves' Guild (for the Slavers).

The Monsters chapter discusses the wildly variant actions of evil elves (House Dlardrageth and the Eldreth Veluuthra) and shape-shifting menaces (the Night Parade and the Unseen), each of which have write-ups worthy of their up-and-coming stature among the menaces to the civilized Realms.







While not actually separate parts of the book, various sidebars add information both to the group breakdowns and to timeline alike. These sidebars' topics (such as a brief look at the Cult of Xvim or magic items used by various power players) may not always adhere to the theme of secret societies. However, they are often simply extensions of information kept brief in a group breakdown (such as full NPC details on Fzoul Chembryl, the Grand Tyrant of the Baneson). Adventure hooks also appear in sidebars, allowing DMs easy means to insert these groups, their members, and their activities into their campaigns.

## Format of Group Entries

Before we look at the events and activities of the groups among the shadows, let us explore what each group may (or may not) reveal in this book. This standard format is used throughout *Cloak and Dagger*, but the entries vary in length and detail. Thus, while some finer points and categories may vanish from one entry to another, each group still gets developed in accordance with the size and importance of the group in the Realms at large. More details are given only for those groups of primary importance to the Realms campaign at large, while other groups get the same information briefly noted (if noted at all) under the standard categories. The complete format displayed below provides notes on how information on all groups can be organized. Depending on the prominence of a group, entries can range from one page to eight or more pages in length.

### Group Name

A.K.A.

Any active aliases or subtitles for the group are noted here. Former aliases, historical titles, or inactive names for the group are noted after a semicolon. If an alias is noted in quotes, it comes from a reference in a bard's tale or song rather than being a commonly used alias.

Group Mark:

This is the symbol, badge, or "calling card" of the group in question. The description generally provides the minimal representative depiction, though notes on the more elaborate marks are sometimes provided (such as the colors of a noble house seal), as are the forms on which the mark can be found (such as a ring or a badge).

Group Colors/Livery:

These are any identifying colors and clothing styles commonly worn by members of the group. Common clothing colors most often see use only in uniforms, though conventions such as the red robes of a Thayan wizard are also noted.

The opening paragraph of the entry defines always the broadest, most common characteristics of the group. This is always public information—what one might overhear in tavern talk about the group. In other words, when people spread rumors about this group, this paragraph provides the most commonly held beliefs and rumors heard. This paragraph also notes additional titles, names, and details commonly known in the areas where the group operates.

### Goals

The most important details of any group are their goals. This paragraph sketches out the wishes, ideals, and dreams of the group as a whole. In other words, this provides the primary focus toward which the group acts and moves.

**Leaders' Goals:** The second paragraph details the wishes and ideals of the group's individual NPC leader or leaders. While often congruent with the group goals, leaders can have goals for themselves and for the group, which may or may not be synonymous.

**Individual Goals:** Just like the leaders' goals above, these are the individual goals of lieutenants and other notable NPCs, which can shed light on how the group's power structure approaches its goals and its work. Again, like the leaders, individual NPC goals do not always have to match the group's broad goals or those of their superiors.

**Objectives and Objections:** The fourth paragraph looks at the network of goals within the group, and records where some may disrupt others. If individual goals interfere with the group's goals or another NPC's goals, they are noted here as potential Achilles' heels or adventure ideas.

### History and Motivation

This section provides a chronological overview of the group, its origins, changes, demise, and/or rebirth (where applicable). In all, it gives a broad sweep of activities both publicly known and secretly executed. This paragraph also provides knowledge on what motivates the group to act as it does and what drove its members and the group to the status quo.

If a group is given additional space and priority, this section adds paragraphs on seminal events within the group's history either in sidebars or in the full timeline. Additional paragraphs may catalog events tying major NPCs with the organization's history, whether they are members and leaders or allies or enemies.

More information that may be placed here includes any maxims or codes of conduct established by the group.





Minimally, readers learn how the group handles local laws (and if it ignores the law, which ones it breaks and how it bypasses them). Unspoken rules of the group can be drawn out to add to roleplaying. (For example, if the Golden Lions of Nathlekh capture the PCs, will they simply rob them, hold them for ransom, or kill them outright?) Lastly, a final touch of roleplaying motivations could include a few intergroup legends and parables, which could have been adopted historically to ensure group unity or merely to establish a behavioral pattern by which the group could become famous or notorious. While not given a high priority, these sorts of roleplaying notes help define the roleplaying mystique of each group, rather than having every group's members simply twirl their mustaches menacingly while robbing and killing from the shadows.

### **Organization**

This section analyzes and lays out the group's structure, overall organization, and how its members control and communicate with each other. This paragraph also provides titles for the leaders and members at various levels of power from either the bottom up or the top down. In one case, an organizational chart shows the direct lines of influence among a group's membership. Most groups have a simple power structure that does not require such a graph.

The next three categories appear with various levels of detail, though they are all tied to the organization of the group. As a minor entry, a list of the primary leaders appears as a secondary paragraph with only their statistics given for the DM's use. As the importance of the group increases, these separate sections and each NPC described receive more detail. At the highest level of detail, some of the NPCs gain sidebars or other entries of their own to provide the most use for a DM in her game.

### **Chain of Command**

These are the leaders of the group and any affiliated NPCs of major status (levels/Hit Dice greater than 10). If part of an egalitarian group of leaders, they are listed alphabetically. Often they are listed from the highest-ranking leader to the lowest. At least, a character's name, titles, and statistics appear as normally abbreviated in FORGOTTEN REALMS® products: (AL gender race C#) providing alignment, gender, race, character class, and level, with exceptional statistics and abilities noted after a semicolon. Successive layers of information add fully fleshed-out statistics, personal weapons and equipment, spell lists, and even personality details, personal histories, and allies and enemies both within and outside the group.

### **Rank and File**

With details similar to the Chain of Command NPCs above, this section provides midlevel leaders, lieutenants and personal aides, and moderate-level NPCs from the group

(levels/Hit Dice between 5 and 10). As above, equals are listed alphabetically while stratified NPCs are listed from highest influence to lowest.

### **Raw Recruits**

These representative NPCs are the bulk of a group's membership. Their descriptions can expand and contract in levels of detail just as in the two preceding sections. Often, when using detail just as in a campaign, these are the first NPCs the player characters encounter and either vanquish or meet repeatedly. (The DM may allow these NPCs to advance in levels just as the PCs do.)

When fully detailed with all three categories, this section provides a lengthy list of campaign personalities for the DM to pit against the heroes, regardless of level or advancement.

### **Methods and Activities**

This section delineates what the group does to meet its goals and those of its leaders. The activities described begin with the smallest of group activities up through those of the highest-ranking underlings. The activities and methodology of the leadership may be given briefly to reinforce the methods of their underlings, though some traits and actions can be exclusive to the upper echelons of the group's power structure. Indeed, leaders rarely hold themselves to the same strictures as their troops.

### **[Member Title] Abilities**

Often, groups either hire people of specific abilities (such as thieves' and assassins' guilds) or train them to have a minimal expectation of abilities. These abilities can be anything from nonweapon proficiencies and character skills to spells or special powers granted to the characters.

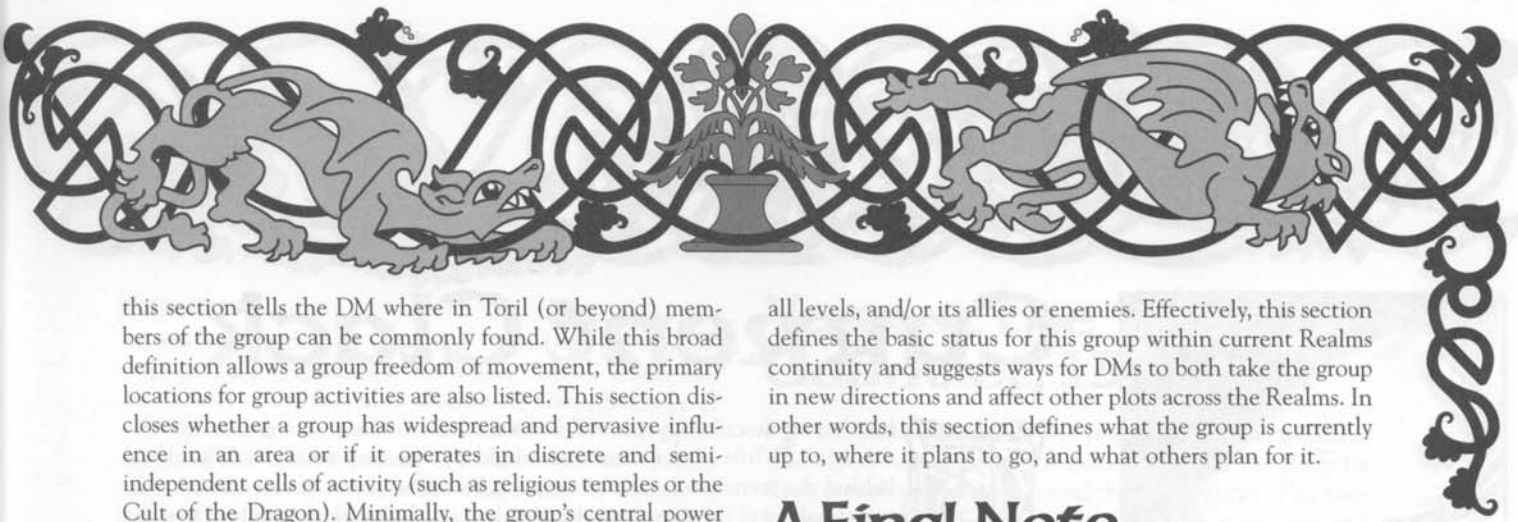
This section denotes skills assumed to be widespread among its members, either as prerequisites for joining or what a DM can assume is known by every member of the group. If necessary for the group, separate paragraphs can delineate any abilities limited only to the NPCs in the rank and file, or NPCs in the chain of command.

### **Resources and Power**

General group resources fall under this section, and DMs always know at least the standard equipment and resources available to all members of this group. Additional details provide notes on expected treasure or riches (pay standards, if any, for example) for ranking members and lists of sources through which the group funds itself or gains their standard resources. If different or independent from the standard sources, the leaders' resources can also be reported here, as well as any special equipment or magic items held by group members.

### **Areas of Operation**

Starting from the broadest reaches of the group's influence,



this section tells the DM where in Toril (or beyond) members of the group can be commonly found. While this broad definition allows a group freedom of movement, the primary locations for group activities are also listed. This section discloses whether a group has widespread and pervasive influence in an area or if it operates in discrete and semi-independent cells of activity (such as religious temples or the Cult of the Dragon). Minimally, the group's central power base should be identified, so DMs have a location around which to center group activities.

### Allies/Enemies

Similar to the Organization section, this section describes any groups or independent NPCs allied with the group or specifically arrayed against them. If space allows, exactly how these groups or NPCs interact with the group is provided.

### Status Quo

Last but not least, this section provides DMs with a brief sketch of the group's status as of the current date of this product. This paragraph provides a thumbnail sketch of group resources, locations, and plots underway. It also hints at plans and objectives by the membership, the leadership at

all levels, and/or its allies or enemies. Effectively, this section defines the basic status for this group within current Realms continuity and suggests ways for DMs to both take the group in new directions and affect other plots across the Realms. In other words, this section defines what the group is currently up to, where it plans to go, and what others plan for it.

## A Final Note

Due to limitations of space, not every secret society ever mentioned in an FR product receives extensive detail within these pages. One such example is the Cult of the Dragon. Having been covered in its own product (TSR #9547) in 1998, this group is not discussed at length in *Cloak & Dagger*.

The information presented in this book provides the templates (detailed above) and plenty of examples for DMs to define other groups.

Finally, several of the groups (such as the multifaceted Zhentarim) mentioned in this book certainly qualify for entries in more than a single chapter. Space again limits the ability to present multiple entries for a single group in this product.







# Current Clack

**T**his chapter describes events and actions related to the power groups listed in this book. While player characters would not discover what's truly going on behind the scenes without experiencing numerous layers of clues and events, you should read the events on this timeline and learn all of what has occurred in secret and in shadow over the past three years of continuity. Even if you are a well-versed Realms fan, a number of surprises wait, hidden among the folds of time here.

Unlike our usual timelines, there are many secrets within this chapter that are only known to those directly involved; the focus in this product on secret societies involves the control and manipulation of secret facts (or what are perceived to be the facts). Bear in mind that many details on the timeline, while not as secret as others, are not always common knowledge. While shared among many, the inner workings of the Master Harpers are not privy to public dissemination, no matter how well known that group is among the Harpers at large. All readers are encouraged to remember the nature of much of the information divulged in this product. Separating player knowledge of the game world from character knowledge of the same is especially vital for the information presented herein, if it is to remain useful in AD&D® and FORGOTTEN REALMS® campaigns.

Additional information that focuses on some major plotlines is given in sidebars, allowing DMs to discern what the major players of the Realms are up to, and how to work their actions into their campaigns. These sidebars differ from the main timeline in revealing the intent behind the actions and "shadow events" that are not revealed or obvious to the Realms at large. They also look at the plans and the intents of the NPCs involved, not just the actual activities, so DMs know what these villains and heroes hope to accomplish and build such plans into their campaigns.

Some of the material and events within this timeline comes from various FR sources (both game products and some novels) from 1994 through the present. However, in keeping with disclosing numerous secrets about long-established groups, more occurred among the Zhents and the Harpers in particular than has been previously mentioned. In general, heretofore unknown events within 1369 DR all are tied to Khelben, Fzoul, and their activities leading up to the numerous changes in the current year.

DMs should note that if they choose not to make the events herein part of their campaign, so be it. Those campaigns continue with nary a ripple. In fact, even if every event described in this book were incorporated into campaigns immediately, the fact that many occur among only very select groups of NPCs allows for change in the Realms while the PCs continue their existing story lines without notice. Granted, in the end, the changes and events presented in this book will have great impact on the Realms. With the progressive plots laid out here and within the sidebars, DMs can prepare easily for upcoming plot twists within their campaigns, adjusting the stories to fit them best into their own games.

Finally, readers should note that only some of the events below list specific dates. Story lines critical to the future development of the Realms as a whole dictate this approach. For other, more regional story lines, no dates are provided, allowing DMs to fit said events freely into their game campaigns.

## Year of the Banner, 1368 DR

**T**his year is important, as it marks the Cyrinishad Debacle with the ensuing destruction at Zhentil Keep. This year catalyzes many changes among the secret societies with the mass emigrations and desertions among the Zhentilar at year's end. Through the end of this year and all of the following year, the existence of many wandering bands of highly trained mercenaries and rogues will lead to trouble for some areas of the Realms.



### Hammer

Second Banedearth: The Church of Cyric launches inquisitions in Yúlash, Darkhold, Teshwave, Zhentil Keep, and the Citadel of the Raven to cleanse all Zhent holdings of non-Cyricist priests; only in Darkhold does this prove wholly effective, since pockets of Xvimlar survive throughout other Zhentish strongholds. The events of the novel *Prince of Lies* begin this month and continue through year's end.

**Hammer 4:** Cyric's inquisitors kill Kurth Dracomore of Bane and his followers in Darkhold, sending his head back to Fzoul Chembryl as a warning to those who do not fully embrace the Dark Sun.

### Nightal

In the last three days of the year, Fzoul Chembryl reads aloud from the *True Life of Cyric*, revealing the dark god's betrayal of his faithful at Zhentil Keep. Fzoul subsequently slays the Cyricist priest, Xeno Mirrormane, and flees the falling city to Teshwave as Cyric-summoned giants, dragons, and other monsters sack much of Zhentil Keep.

### Mirtal

The alchemist Rhetsim of Skullport locks her door and refuses all customers for two weeks. When she opens for business again, the place is filled with an overpowering smell of lilacs, leaving customers dizzy and suggestible (as the *suggestion* spell, but with a +4 bonus on the saving throw) for 1d4 hours afterward. She does not speak of what occurred during that time, and the smell fades after a few weeks. Master Randaluith calls upon the alchemist more frequently during the time her shop was closed.

Alias of Westgate and the saurial paladin, Dragonbait, unmask the Faceless, guildmaster of the Night Masks, and reveal him to be Victor Dhostar, Interim Croamarkh of Westgate. Several hundred Night Mask members are slain or imprisoned as a result, and the guild falls into disarray.

### Eleasias

Fang, Cloakmaster of Esmeltaran for the Shadow Thieves, is seen repeatedly in the company of a mysterious human woman with long black hair and dusky skin. She gives the impression that she is a powerful wizard, but she has not been seen casting spells. After a month, the woman is seen no more and Fang is in foul spirits for the rest of the season.

### Marpenoth

A small band of adventurers enters Skullport and attacks a group of slavers working for the Iron Ring. The slavers hold their own long enough for the Skulls to intervene and kill or *charm* the adventurers, leading the survivors away for unknown purposes.

## Year of the Gauntlet, 1369 DR

The first four months of this year still see remnants of the *Cyrinishad* Debacle; the armies set upon the Keep by Cyric remain entrenched around the besieged city. This year holds many surprises as old allies upset the status quo and groups thought long dead rise from slumber to again manipulate the Realms from the shadows.

### Hammer

Zhentil Keep requests aid from the Citadel of the Raven, only to find its decimated relief forces of little aid to the besieged Keep. Lord Orgauth rallies the troops that remain and assumes control of the Keep with no opposition.

### Alturiak

The Citadel of the Raven informs Zhentil Keep that it is on its own, with no aid forthcoming from any quarter. The Keep's people begin starving. The Night of Crystal and Iron occurs in this month.

### Ches

Iyachtu Xvim, the demipower and son of Bane, frees himself from his prison beneath Zhentil Keep, his acolytes raising his status to a lesser god. The giants' attempts to cross the frozen Tesh end as fire from the heavens melts the ice beneath them, drowning many instantly. Dragons abandon the siege of the Keep and fly away north and east.

Xvim first possesses Fzoul in Teshwave a few days later and sets him on the path to rule Xvim's church. Xvim gives Fzoul numerous spells. Xvim also orders him to begin a mission to take control and become the Tyrant of the Moonsea.

A fire starts in the festhall run by the Shade of Baldr's Gate, Kerindra Lynnrenno of the Shadow Thieves, killing two people and injuring several. Arson is suspected but ruled out after a priest divines the source to be an old stove. Within one tenday, the place is operational again, although the faint smell of smoke lingers for months.

**Ches 30:** Waterdeep, the City of Splendors, beats back an attack by a host of sea creatures under the leadership of Iakhovas. For almost a year, trade between Waterdeep and Maztica halts.

### Tarsakh

Frost giants abandon the siege of Zhentil Keep as spring arrives in northern Moonsea. Piracy at record levels and Mulmaster's ships prevent travel to and from the Keep.

Fzoul, allied temporarily with Manxam the beholder, infiltrates Mulmaster to root out the High Imperceptor of Bane. They uncover his alliance with Orox the beholder and assault each other's forces without resolution. Fzoul and Manxam retreat to Teshwave.





### Mirtal

The remaining humanoid armies abandon the siege of the Keep, finding the resistance too great without the giants and dragons to aid them. Zhentilar offensives very effectively speed their retreat north. The thawing ground releases many undead to plague the ravaged city at night.

### Kythorn

The thirteenth day of Kythorn is Victory Day: the new Zhent holiday to celebrate the end of the siege.

The resident beholders of Skullport are surprised by the arrival of Fith, an illithid trader with three *charmed* young beholder slaves, which have had their central eyes burned out. The Xanathar directs Ahmaergo to send some assassins and slavers to eliminate the mind flayer and take the beholders (which the Xanathar would turn into death tyrants), but the attackers are slain and the illithid and its slaves escape to an unknown destination.

**Kythorn 4:** The armies of Iakhovas attack Baldur's Gate, sinking many ships, destroying several piers and warehouses, and causing the deaths of a few hundred people. For the rest of the year, ship traffic between the Sword Coast and Maztica comes to a virtual standstill, and it does not return to former levels until the middle of the following year.

### Flamerule

Lord Orgauth refuses to admit envoys from the Citadel due to their indifference during the siege. Many refugees return to the Keep, but only after swearing oaths of loyalty to Orgauth. A Red Wizard visits the Tower of Art.

**Flamerule 6-17:** Fzoul Chembryl infiltrates Mulmaster and sets up an alliance with the High Blade Selfaril in exchange for the whereabouts of the two Imperceptors of Bane in his city. Fzoul also takes the first steps in bringing Selfaril and Mulmaster into the Zhentarim.

### Eleasias

Plague engulfs Zhentil Keep during this month of hot weather, thanks to the many unburied dead in the northern ruins. The Force Bridge river gate reopens.

The Iron Throne issues a public warning about the use of iron taken from the area around Baldur's Gate, stating that a sudden increase in the number of weapons being made and transported without its approval would have dire consequences.

### Eleint

The arrival of Xvim is announced by his priests in Zhentil Keep (and presumably elsewhere across the Realms). They claim he produced the fire in Ches to save the intact southern city. The Higharvestide Delegation arrives from the Citadel of the Raven.

The identity of a group of young Harpers is discovered by the Runden in Myratma, and the Harpers are kidnapped

shortly thereafter (and likely slain). The Harpers were carrying information northward about the Janissar in order to arrange more support for these emancipating rebels.

### Higharvestide

Fzoul Chembryl returns in secret to Zhentil Keep and begins his bid to take over the church of Xvim.

Sememmon, Ashemmi, and all of his forces are kept busy for three days as a *gate* forms between the vaults under Darkhold and Undermountain, depositing monsters beneath the castle while Halaster loses control over the dungeon's *gates* for the day.

### Marpenoth

**Marpenoth 3:** Manshoon and the Citadel of the Raven offer formal apologies for abandoning the Keep during the war, sending two thousand troops from the Citadel to bolster defenses at the Keep.

**Marpenoth 10:** Fzoul seizes control of the cult of Xvim with six associates. Xana the Once Martyred remains the high priestess of Xvim in the Keep, with Casildar of Xvim at her side as secondary priest.

**Marpenoth 21:** The Xvimlars' first strike in their god's name is the eradication of High Inquisitor Ginali and many of his worshipers from the Keep, preventing their attempts to restore the Black Altar of Cyric.

**Marpenoth 24:** Khelben and Fzoul meet in secret in Voonlar, where Khelben provides Fzoul with information about Lord Orgauth, and Fzoul vows to limit the Xvimlar's expansion to the east of the Thunder Peaks for 10,000 days. (Only the two of them know of this arrangement until it is uncovered by the Harpers next year.)

**Marpenoth 29:** Fzoul and Nimbaud bind Orgauth as a pit fiend. While the wizard intends to inform Manshoon of their catch, Fzoul breaks the binding circle and helps Orgauth slay Nimbaud and his apprentices, cementing a tenuous alliance against Manshoon. Through Fzoul, Orgauth is firmly and officially established as Lord of the Keep by the Zhentarim. Nimbaud is replaced by a baatezu impersonator of unknown type to maintain the illusion of normalcy within the Keep.

### Uktar

Over the past few months, the Zhentilar and Zhent tradesmen have been working furiously to restore the Keep's navy. Their revenge on Mulmaster occurs this month: They reveal their secretly developed armored ships that sink all foes. Of the Mulmastran ships sunk, most belonged to rivals of High Blade Selfaril.

**Uktar 18:** A culling among some of the Blades of Mulmaster occurs with Xvimlar aid, leaving the High Blade in full control of the city, with most of the Ruling Blades either cowed or controlled by him.

**Uktar 18:** A concurrent attack on Mulmaster itself by Fzoul, Desmonda, Manxam, and a few other beholders sees



the death of Orox the beholder, and more than half of Cyric's Mulmastran worshipers. The High Imperceptor of Cyric dies by Fzoul's hand. The long-hidden High Imperceptor of Bane, the former head of Bane's orthodox church, is also captured and taken back to the Keep in chains. His captors break his jaw and hands to prevent any entreaties to Cyric or any other gods. Fzoul orders months of torture for the prisoner beneath the Keep at the Heart of the Hand.

## Rise of the Tyrant

**In Brief:** Fzoul Chembryl, in pursuing his own interests and those of the god he follows, performs a coup d'état within the upper echelons of the Zhentarim. He removes Manshoon from power and undermines Sememmon's power by splitting control of Zhent factions. He gains his revenge against the High Imperceptors and the churches of Bane and Cyric alike, in the process becoming the Hand of the Baneson and the Chosen Tyrant of Iyachtu Xvim. Fzoul now rules a Zhentarim of his making in the east, while Sememmon leads the western faction. The Realms have yet to realize there are in effect two Black Networks.

### Hidden Activities

Fzoul undertakes many secretive activities, forging new alliances and shattering old ones, all at the bequest of his god and his own desires to become Xvim's Tyrant. That he helps achieve the goals of the Zhentarim while doing so makes Fzoul Chembryl's actions either extremely serendipitous or far more calculated than many ever gave him credit.

His choice to ally with Manxam and its beholders came easily since Manshoon hardly fulfilled his promises to them in the past. Fzoul establishes places of power for beholders within the hierarchies of his temples; a beholder now works secretly alongside each high priest of a temple of Xvim, its title of Watching Eye placing it on par with the second priests of any temple. At some undetermined point in the future, the collective forces of the Tyrant will aid the Anaurian Hive in reclaiming some of its Underdark territory.

On a holy quest to forge a new relic for the church, Fzoul allies with the zealot Teldorn Darkhope in Mintar. While this is not a secret within Mintar, it is not widely known by enemies arrayed against Mintar and embattled Kzelter through the current year. By embracing Teldorn's zealous sect, Fzoul makes Mintar a key point for the rising church of Xvim, takes the first step toward a unified Xvimlar religion, and expands the reach of the Zhentarim. The two priests forge the relic *Scepter of the Tyrant's Eye*, and their alliance gives the Church of Xvim another zealous knightly order, the Knights of the Black Gauntlet.

Strangest of all is the hidden agreement Fzoul strikes

**Uktar 20:** Fzoul receives another vision from Xvim after a brief possession (which is aptly timed to convert many of the Cyricists of Mulmaster to Xvim's church). By the day's end, Fzoul Chembryl heads for Mintar, leaving the Imperceptor's ministrations to Xana.

Several young thieves from the Shadowmasters of Telflamm use their *shadow walk* ability to break into the church of Tempus and steal several minor holy items and a

with Khelben the Blackstaff. In exchange for noninterference with each other's plans, the Xvimlar expansions are limited to south of the River Chionthar and east of the Thunder Peaks/Desertsmouth Mountains.

### Motivations

Fzoul's motivations for his activity over the past two years stem from visions sent to him by Xvim. His rise to prominence is not surprising to those who know him. The only thing that held him back before was the belief that supporting Manshoon was the best method by which his god could see tyranny and strife flourish across the Realms. Under Xvim's watchful hand, Fzoul now epitomizes the tyrant his god would see reign on Toril. He now believes himself capable of leading Xvim's religion to prominence and unifying Faerûn under the religion of tyranny.

### Things to Come

What does Fzoul see ahead of him? If left to his own devices, Fzoul has plans for himself, his church, and his Zhentarim. His checks against any who might vie for his position and power are many, ranging from using the Zhentarim or beholders against upstart priests to pitting both of them against any Zhentarim stepping out of Fzoul's carefully conceived plans. With Manshoon hardly a threat to anyone but himself, Fzoul feels secure, and he now conceives of far grander dreams than ever before.

Fzoul wants to see temples to Xvim rising in every major city on the Inner Sea—if not across the entirety of the Faerûnian continent. He plans on conquering Reth and Arrabar (either by force or alliance) within five years to ensure that the slave trade from the Lake of Steam region remains open for the church (and its need of sacrifices) and the Zhentarim. Once those cities fall under his sway, the whole of Chondath and Sespech are on a short list of future conquests integral to Fzoul's theocratic expansion.

The Grand Tyrant will seek alliances with those visionaries able to see the larger picture. Having already dealt with Khelben, Fzoul would love to support the Simbul in her near-tyrannical opposition to Thay (and Altumbel is ripe for a temple to influence her). As well, future contacts could be the young Horustep III of Mulhorand (to support as a tyrant until their religious differences clash) and the ruler of Calimshan, Syl-Pasha Ralan el Pesarkhal (to prevent any strife with Teldorn Darkhope).





small quantity of gold. Guildmaster Keshna is shocked by this violation of guild orders to avoid the Tempurans and has the young thieves flogged to death. She then sends four Veteran Thieves to return the stolen items that night (also via *shadow walk*) and make sure nothing appears to have been disturbed.

### Nightal

Manshoon prepares to retake the Keep from Orgauth and restore it fully to the Zhentarim. He knows Fzoul is up to something, but his spies cannot determine what.

**Nightal 4:** Orgauth announces plans to begin the rebuilding of the northern keep the following spring.

**Nightal 7:** By *stone walking* to various preset Banite and Xvimlar holy sites over seventeen days, Fzoul quickly spans the distance to the Lake of Steam. He arrives in Mintar amid great fanfare from the Banites, who welcome the onetime avatar of their Dark Lord Bane. Almost immediately upon his arrival, he meets privately with Teldorn Darkhope, the ruler of Mintar and the city's leading religious figure. Fzoul scars Teldorn's face with the *mark of Xvim*, leaving him permanently branded. The spell Fzoul uses also allows him to show Xvim's visions to Teldorn, fully and instantly converting Teldorn to the proper worship of the Baneson. Xvim has been secretly granting Darkhope his spells and powers since Bane's death.

**Nightal 8:** At dawn, Teldorn addresses his forces and the masses of Mintar, allying the city with Fzoul Chembryl. He is in turn recognized by Fzoul as Lord Knight Imperceptor of the Baneson and the head of this sect of Xvim's church.

**Nightal 10-26, 1369:** As Fzoul was sent there on a holy quest, he and Teldorn quickly fulfill Xvim's demands. They secretly uncover the hidden armory beneath Kzelter and the Plains of Pehrifaal, leading Teldorn to plan the conquest of the town to keep control of the long-lost magical armory. Fzoul takes eleven *tyrant blades*. While possessed by Xvim, he forges his relic of power and the first regalia of Xvim's religion—the *Scepter of the Tyrant's Eye*. After its completion, Fzoul *stone walks* to Zhentil Keep, building the first of many durable links between the Moonsea and Lake of Steam.

Zstulkk Ssamm of the Iron Ring threatens Ahmaergo the "Horned Dwarf" in public. Hours later, yuan-ti agents stage an attack on the dwarf's home, activating many traps and engaging the death tyrants for a few minutes before quickly withdrawing. What this feint was to accomplish is unknown. Ahmaergo's response is to reorganize his defenses and have two yuan-ti slain in the street.

## Year of the Tankard, 1370 DR

This, the current year of continuity for the FORGOTTEN REALMS campaign, finally moves us forward to the events surrounding the Zhentarim, the formation of the Tel'Teukiira, and others.



## Hammer

**Hammer 8:** Fzoul's agents deliver the *Scepter of the Sorcerer Kings* to him, uncovered among some ruins within the Gulthmere Forest. While he is unable to wield it, Fzoul's possession of it guarantees that Manshooon or another wizard cannot use the item against him. He hides it inside a crypt within Zhentil Keep's subterranean temple of Xvim.

**Hammer 9:** Lord Carn Manthar's lover, Lady Syleda Krimmevol of Tethyr, gives birth to fraternal twins. The son, named Ithnil for his grandfather, is the spitting image of his father. The daughter, a spitfire named Dylea, resembles her gorgeous mother. Nuptials are planned for Greengrass.

Unbeknownst to all, Lady Syleda was replaced by a greater doppelganger of the Unseen shortly before she arrived in Waterdeep. Both babies are mirrorkin as well, accounting for their stunning resemblance to their parents. With their births, the Unseen achieve a long-standing ambition to place one of their own in line to inherit the lordship of one of Waterdeep's noble families.

**Hammer 11-20:** Manshooon hears about the events in Mulmaster, and hears that the beholders there are working with Fzoul. Rather than risk confronting him (and potentially a god) directly, Manshooon sends spies against Fzoul and Selfaril. He also discreetly sets up a meeting with a banelich to use against the priest of Xvim.

**Hammer 21-30:** Sememmon, for his part in efforts against Fzoul, roots out and kills many of Fzoul's agents (as revealed by his own spies and news from Manshooon) within Darkhold and the surrounding Zhent holdings.

## Midwinter

Manshooon establishes ties with Faram Khaldan, former High Inquisitor of Bane and a banelich among the Storm Horns. He provides a way for Faram/"Bane" to enter the Keep secretly and provides him with information on the temple of Xvim therein.

As ice forms on the eastern shore of the Sea of Falling Stars, numerous ghosts of pirates and sea zombies are able to walk ashore and attack Telflamm. They are driven back by a concerted effort by the church of Tempus (alerted early by the actions of the Shadowmasters).

## Alturiak

**Alturiak 3:** Fzoul comes under attack in the temple of Xvim by the banelich Faram, who desires to destroy Fzoul and the temple for their blasphemy against him. After a long fray that demolishes much of the temple, Fzoul manages to slay the banelich by stabbing him through the heart with the *Scepter of the Sorcerer Kings*. The ensuing explosion shatters the temple. Fzoul exits the smoke and explosion charged with the power from both the lich and the *Scepter*, which has broken into five pieces and has scattered across the planes. Fzoul begins work on a ritual to prevent the power from destroying him.

**Alturiak 29:** Manshooon calls a meeting of the Zhentarim lords at the Citadel in one tenday's time. He plans to trap Fzoul, find out his plans, and then make a change to the Zhentarim's Inner Circle. Triest is forgetting his place, he tells the Zhentarim lords.

## Ches

Riatavin and Trailstone defect from Amn and petition to join Tethyr.

**Ches 3:** Fzoul receives a vision from Xvim, demanding the "death of the failed tyrant more interested in money and secrets than might."

**Ches 4-5:** In preparation for wizardly attacks from Manshooon, Orgauth and Fzoul establish a *ward* about all of Zhentil Keep, preventing anyone from *teleporting* in or out save by their *gates*.

**Ches 6:** A Manshooon clone awakens in Westgate's catacombs, only to discover that he was transformed into a servitor vampire of the reigning Night King while in *stasis*.

**Ches 6: The Manshooon Wars Begin.** Sememmon and Fzoul travel separately and openly to the Citadel. They make sure they are seen to deny Manshooon any political maneuvering room. The meeting happens as ordered, but while Sememmon enters alone, Fzoul arrives with Orgauth, creating some tumult in this breach of protocol. Manshooon reveals Orgauth's lower-planar origins and Fzoul's power play in Mulmaster. Fzoul and Orgauth lash out in a surprise attack against Manshooon and his retinue, slaying the archmage despite Sememmon's aid of his former master. Nearly killed himself by the power of Orgauth, Sememmon flees back to Darkhold and destroys the *gates* connecting it to the Keep and the Citadel, preventing any pursuit. At midnight, four Manshooon *clones* teleport into his central tower and destroy each other in a flurry of deadly magic.


Due to the unleashed forces within it, Manshooon's Annex in the Keep is destroyed, and much of his magical arsenal is buried within its rubble.

**Ches 7:** Fzoul and Orgauth prevent the destruction of the Citadel at the hands of rampaging Manshooon *clones*, heading off a fifth and sixth clone that approach the now-destroyed Annex and choose to vent their frustration on "their" troops. Orgauth rallies the Ravenar forces to his side of the conflict, and they help him destroy their former master. Since the *clones* are garbed differently and hooded, the troops do not know who they attack other than battle-enraged wizards.

After the battle subsides around dawn, Fzoul quiets the troops, who now question what happened to Lord Manshooon. Fzoul announces that Manshooon suffered serious injuries in this long night of attacks and magically traveled to Zhentil Keep to convalesce. From there, he plans new strikes to capture or destroy those who strike so openly against the Zhentarim.

Fzoul openly appoints the Lady Alicia, who arrives here just before the siege of the Keep, as Mage-Protector of the Citadel, "in case more marauding wizards dare challenge the Raven's





might." He openly teams her with Hatemaster Cvaal Daoran, leader of the Xvimlar crusaders of the Brothers of the Black Fist, who has marched here with his troops at Fzoul's orders to keep covert control of the Citadel. After turning over power to them, Fzoul and Orgauth announce their plan to "return to the Keep and aid Manshoon in planning retaliatory strikes against the enemies of us all."

Orgauth and Fzoul secretly "reveal" to Alicia, Cvaal, and Kandar Milinal (and later to principals within Zhentil Keep) that Manshoon has been driven mad by unknown forces, and that none of them are to trust or obey him until Fzoul gets the chance to cure him.

**Ches 7:** Bran Skorlsun reports to Twilight Hall with disturbing news: The *Scepter of the Sorcerer Kings*, which had remained hidden by the Harpers for the past century, has been stolen and given over to Fzoul Chembryl!

**Ches 8:** The Westgate Manshoon clone kills the Night King, claims the *Argraal of Orlak* and the *Flying Fangs of the Night King*, and then adopts the name Orlak II and his late master's title.

**Ches 8–15:** All Manshoon loyalists throughout the Citadel and the Keep are systematically but quietly captured and converted or imprisoned by Fzoul and the Xvimlar.

**Ches 7–Mirtul 30:** There is much activity in the first eight tendays of what will soon be called the Manshoon Wars. Witnesses all across Faerûn report more than two dozen sightings of identical mages blasting each other with spells and other magic, usually leaving some destruction in their wake, but never ending the battle except by death.

## Tarsakh

The Cyricists of the Twin Towers of the Eternal Eclipse ally with two ogre magi, Sythillis and Cyrvisnea. In exchange for aid against a rival sect of the church of Cyric that controls the Mountain of Skulls and the Dark Redoubt, the first group of Cyricists agree to support the ogre magi and their army of Cyricists in their planned attack on Murann.

**Tarsakh 11:** Mysterious fires erupt from the middle of Shilmista Forest in Amn. Any who investigate find only the grave of Bowgentle upturned and desecrated. Two Manshoons skirmish here at midmonth, both seeking the secreted cache of magic items within Bowgentle's grave—a place that few would dare plunder.

**Tarsakh 15:** Harpers investigate the *Scepter's* disappearance and find that Khelben the Blackstaff was the one who removed the artifact from the hidden vaults in which the Harpers had placed it. Cylyria sends communiqués to all Master Harpers as well as Khelben, requesting a convocation of Harper leaders as soon as possible.

**Tarsakh 18:** Storm and Dove respond swiftly to the summons, and while Dove waits to hear an explanation from Khelben, Storm becomes furious and joins Bran and Belhual in outrage and prematurely demands punishment for the Blackstaff.

**Tarsakh 21:** Elminster arrives in Twilight Hall along with Obslin Minstrelwish, and both are impatient for the proceedings to be over with. Despite previously cordial relations among them, the eldest Master Harper avoids Bran Skorlsun and Belhual. Sources in Twilight Hall confirm that Storm, formerly screaming in outrage over Khelben's actions, seems calmer after a brief chat with Elminster.

**Tarsakh 22:** Alustriel does not arrive, sending instead a disk upon which she places an illusory miniature of herself. Since her position as Lady Hope of Luruar causes conflicts of interest with the Harpers, she sends the message as a resignation. "As my people have asked for my leadership, I must demote myself to Luruar, and be only a Harper friend at best for the Realms entire. Fare you well."

Khelben and Laeral arrive for the tribunal, which lasts for six hours as Belhual reads out the charges and presents Bran and his accusations (and a few other Harpers with axes to grind) to the convened Master Harpers. Khelben's response, after being specifically accused of conspiring with the Zhen-tarim, stealing artifacts and delivering them into evil hands, is a simple "Guilty as charged. Things are as they should be and no less. We Harp no more." He and Laeral place their Harper pins on the table and simply fade from sight in a *teleport* spell.

Curiously, when people look around, naught remains of Elminster but some green sparkles and smoke. In his place is the shade of Syluné, glaring angrily at Bran Skorlsun. She gestures, and his Harper pin cracks and falls into three pieces, and she disappears before the pieces hit the floor.

**Tarsakh 24:** Manshoon Prime is the eldest of the Manshoon clones and is a 19th-level mage, unlike some of the lesser clones. After spending the past month on the run and collecting nearly a third of Manshoon's magic items, Manshoon Prime uses the ancient and powerful magic embedded in his half of *Pharauldo's Tome* to *teleport* to the other half of the tome in Candlekeep. He establishes an alliance of secrecy with First Reader Ulaunt and provides him and the library with seven major books, including the *Tome*, in exchange for asylum.

A clerk in Aurora's Emporium shop in Westgate is asked if her employer would be willing to make arrangements to *teleport* people from one of Aurora's shops to another. After relaying the message, the warehouse replies negatively. The customer, a fair-skinned, red-haired fellow with a mean look about him, thanks the clerk and pays for her time with a bejeweled froglike idol, which was later appraised at 3,000 gp value and of non-Faerûnian origin.

**Tarsakh 30:** Lady Syleda Krimmevol of Tethyr vanishes the night before her wedding, leaving her two infants and their father behind. Foul play is suspected. The Unseen decided not to have their agent go ahead with the planned wedding, fearing that the Lords of Waterdeep might detect the mother's true nature.



## The Manshooon Wars

**I**n Brief: Manshooon, Lord of the Zhentil Keep and head of the Zhentarim, has become one of the most dangerous men alive on Faerûn for one reason—all of Manshooon's stasis clones across Faerûn and Realmspace are awake and active! There are at least forty Manshooons running about the Realms, all equally determined to destroy the others, with little regard for anything or anyone in their paths. Due to the dangers involved in associating with Manshooon, no ally stands with him, and for the first time in over a century, Manshooon fights alone, with just his wits and magic.

### Hidden Activities

The timeline notes the beginning of this hidden war as the sixth of Ches in 1370 DR, when Manshooon dies at the hands of Lord Orgauth and Fzoul Chembryl. Expecting the usual one *stasis clone* to become active, the coconspirators found themselves facing two, then three, then four Manshooons at once as they *teleported* to the Annex to claim their master spellbook (as well as revenge themselves upon the ones who slew their preceding body). The initial quarter's immediate spell battle destroyed Manshooon's Annex, though one *clone* managed to escape with the master spellbook.

What this initial battle showed Fzoul, Orgauth, and the Manshooons was that each Manshooon *clone* is only vaguely aware of the existence of its "others" until within five miles of another living duplicate. Once within that range, compulsions force the *clones* to seek the destruction of their duplicates (as with the standard *clone* spell) within the space of a week. These clashes, as the *clones* all zero in on caches of magic hidden over time by Manshooon, are quite frequent for the first few months of the war. By year's end, the Manshooons realize their situations and, aside from those places already claimed, avoid most places and things formerly associated with Manshooon. They do this to avoid each other and not force themselves into conflicts from which none of them can back down. None truly wish to have duplicates out there, but their survival instincts at least allow them to coexist until one gets the upper hand and draws out others in his quest to become the sole Manshooon.

Some Manshooons spend their time seeking ways to circumvent the compulsions and limitations of the *stasis clone* effect that forces them into haphazard conflict with their others. Some have fled Realmspace altogether, becoming the sole Manshooon menace on other worlds. Another Manshooon found an inadvertent benefit from a vampire's bite (see details in the Night Masks entry in Chapter Four). Other ways to change a *clone* enough to cancel the

ingrained compulsions could be a *girdle of femininity*, the conversion to other forms of undeath, or a permanent *polymorphing* into another identity. Any who are no longer a "living Manshooon *clone*" can destroy other Manshooon *clones* when they encounter them (each still believing itself to be the true Manshooon), but they are no longer compelled to abandon all other plans or actions in order to eradicate each other.

In the early months of panic (or later months of crafty subterfuge), any Manshooon could seek aid from any and all sources, including the PCs. DMs wishing to pit the PCs against a Manshooon could have that cloaked stranger use them as a stalking horse, only to find that they were hired by one Manshooon to kill another. The *clones* are all aware of Fzoul's and Orgauth's having killed their predecessor, and they could mount plans against the *clones* as well.


Before the end of 1370 DR, Manshooon will seek any aid possible and make deals so desperate as to seem mad (and thus help reinforce Fzoul's claim whispered among the Zhentarim that the mage has gone insane). In trade for numerous secret spells privy only to him and his Zhentarim, Manshooon (nine of him, to be precise) buys himself sanctuary in the company of many wizards such as Larloch the Lich-King, Vimal Craumerdaun of Eshpurta, Vynmarious of Athkatla, Vizar Mohad el Fisar of Manshaka, Tenaral of Amruthar, Vyrth of Darmshall, Halaster of Undermountain, Master of Mages Guldor Zauviir of Sshamath, and the Simbul (a fact she keeps secret from even the most trusted of her apprentices!).

### Conundrums

The great mystery surrounding this major plot is simply "What or who managed to disrupt Manshooon's *stasis clones* and force them all into activity at once?" There are no simple or known answers, only theories.

- The former Zhentarim allies of Manshooon, bristling under the thumb of Fzoul and others (or exiled from the power structure completely) suspect that Fzoul may have had something to do with it. They point at all the other powers he wielded in Xvim's name and assume Xvim gave him the power to move Manshooon out of his way.
- Priests of Mystra and Azuth suggest that Manshooon blasphemed against Art and its servants with some new spells (or perhaps long-hidden ones). The punishment, as meted out by the Weave, was the activation of Manshooon's *clones*, his greatest spell used to bring about his fall.
- Some Harpers (given the ongoing Harpers Schism) believe Khelben, Laeral, or both of them had the ability and the knowledge by which to do this. Many point to either the mysterious Chosen of Mystra or the (new) Magister herself as candidates for Manshooon's magical comeuppance;





Manshoon himself suspects all of the above; having held the reins of power for so long only to have them snatched away has pushed some of him to the edge of sanity.

### Repercussions

What the Manshoon Wars does for game campaigns is the province of DMs, but within Realms continuity, here's what happens because of Manshoon's fall from prominence:

- Every Manshoon is equally desperate to survive, and with more than forty duplicates tapping resources that he has held in check for decades, Manshoon's hidden influences and connections to other sources of power quickly come to light over the next few years.
- Before the wars, Manshoon's personal caches of magic items rivaled those of the Blackstaff and Lady Hope Alustriel. Within the space of nine months, the many Manshoons have plundered nearly all these caches. However, with only three traveling sets of spellbooks and two primary books split equally among six Manshoons, there are a number of powerful wizards traveling Faerûn looking to gain themselves spellbooks at nearly any cost (not to mention learning new spells by which they can defeat their "others").
- Without Manshoon at the center, the Zhentarim could split between Fzoul's eastern branch and Sememmon and Darkhold to the west. This weakens the group, making it easier for the Harpers and others to resist, if not expunge.
- Lastly, the largest impact on the Realms is the sudden and rapid increase in deaths and destruction among those wielders of Art. With the stakes so high (in the mind of each Manshoon *clone*) and more than forty beings of high level with everything to lose, the niceties of tact, diplomacy, and subtlety are lost.

As for Manshoon's plans, those are incredibly varied due to an unknown number of highly intelligent brains being forced into new ways of thinking. For now, Manshoon ignores the Zhentarim's changes and activities, since he knows if he stays in his old haunts and habits, he will encounter another of himself, and the compulsion to kill the other overrides all self-control or sense of survival. All Manshoons have certain priorities, and while individual plans are obfuscated, DMs can be sure that all of them have two things on their minds—restore their individuality (by removing other *clones*, restoring their *stasis*, or changing oneself to no longer be a Manshoon *clone*) and revenge on Fzoul Chembryl and Lord Orgauth.

### Greengrass

Waterdeep is a major battle site as an unidentified wizard infiltrates Piergeiron's Palace close to the Open Lord's bedchambers late at night. While he surrenders to the Guard, another mage blasts the walls of the palace wide open in an attempt to capture or kill the now-captive mage. As spells fly

wildly about the towers of the Palace and each mage tries his best to annihilate the other, many Watch-Wizards and heroes rush to the scene. The final gambit set by Kyriani, Agrivar, and Laeral ends the threat with the destruction of one tower of the Palace and both mages, at least one of whom Laeral identified as Manshoon.

A minor uprising among disgruntled elements of the Zhentilar is put down quickly and ruthlessly by a young, mysterious female officer named Scyllua.

### Mirtul

The first ships from Faerûn in almost a year reach the struggling Maztican colony of Fort Flame, the colony of Baldur's Gate, by way of Helmsport in New Amn. A representative of the Knights of the Shield bluntly informs Bellan, the fort's charismatic leader, that Amnian ships will steer clear of Fort Flame if the colonists of Balduran do not ally with New Amn against New Waterdeep and Trythosford. Bellan resists the man's threats.

**Mirtul 3–11:** In a nine-day-long ritual, Fzoul Chembryl consecrates a lone altar within Zhentil Keep's northern ruins, the former Black Altar of Bane. All captive allies of Manshoon and numerous "heretical" Cyricists become blood sacrifices to Xvim in this ritual. A dark gray fog settles over the Moonsea and parts of the northern Inner Sea as far south as Starmantle, north to the Sunrise Mountains, and east to Tsurlagol by the last three days of the ritual. Any Cyricists within the fog suffer grievous illnesses, while Xvimlar take strength from the same.

**Mirtul 8–10:** A dark gray fog (similar to that noted above) erupts around Mintar, spreading as far west and north as Saradush, which persists until the 11th day of the month. This allows Teldorn Darkhope and his minions to take control of the Tethyrian town of Kzelter.

**Mirtul 11:** The "Tyrantfog" burns away as green fire flashes heavenward out of the outer edges of the fog, then moves inward, toward the center. All remnants of Bane's power extant within the fog erupt explosively upward as green flame to Xvim. While many folk within the "Tyrantfire" panic, the flames only destroy pockets of power attributed to Bane and scorch all clerics, priests, and temples consecrated to Cyric. Hidden baneliches in Hillsfar, Phlan, Tantras, Yhaunn, Tulbeg, and Marsember explode as their power is ripped from them.

The most spectacular effect centers on ruined Myth Dranor, as greenish flames erupt from numerous lost Banite relics. The *mythal* there mysteriously shapes them into the flaming form of a great dragon before it melds with the contracting firestorm. The Tyrantfire closes in to flash across the northern ruins of Zhentil Keep, blasting to ash any hidden Cyricists beneath and among the ruins or hiding out in the southern city. The flames, now nearly solid with their concentrated power, engulf Fzoul Chembryl, who stands unharmed at the center of the flames. He howls triumphantly and raises his arms in a twisted divine ecstasy.



**Mirtul 12–13:** Fzoul allows the banelich's former power to flow from him to the Tyrantfire, though his body is destroyed by this. In gratitude for the power Fzoul brought him, Xvim remakes Fzoul better than ever and names him the Right Hand of the Baneson, the Grand Tyrant of Iyachtu Xvim.

**Mirtul 14:** After three days of burning without change, the Tyrantfire pillar of green and black flames solidifies into a massive basalt tower that appears carved as a pillar of flame. At the tower's peak stands Fzoul Chembryl, his body healed and restored to the peak of health, now the Chosen of Iyachtu Xvim. Tor Blackflame now stands overlooking northern Zhen-til Keep and serves as the surface site of Xvim's worship (while the true center of power remains the subterranean Heart of the Hand, which is connected to the Tor by subterranean tunnels blasted clear during the battle against the banelich).

## Kythorn

Folk carrying Harpers' pins discover during this month that they cannot approach within 200 yards of Blackstaff Tower in Waterdeep due to some magical barrier tied to their pins that acts as a solid stone wall to them—much to the chagrin of horse riders.

The *howlite manticore* owned by Maready of the Iron Throne goes momentarily berserk when the wizard passes out from a strange headache while riding it over Illefarn. The *figurine* immediately lands in town and tries to kill anyone who approaches its fallen master. Eventually the wizard wakes, apologizes, and *teleports* away with the deactivated *figurine* to avoid further embarrassment.

The *Tome of Twelve Seals*, a twelve-page book bound in scaly red leather with each page consisting of a rune-carved metal (seven pages gold, five lead) seal, is stolen from the residence of Aborana Startoucher in the village of Calling Horns. Agents of the Kraken Society are suspected in the theft, since they are known to have been skulking about her property for months. Although the Krakenar intended to steal the *Tome of Twelve Seals*, someone else beat them to it. Neither the Kraken Society nor Aborana knows who has the book now.

**Kythorn 27:** Panic ensues in the crowded market of Silverymoon as some young foolish apprentice yells out "It's Mad Manshoon!" and points at a visiting mage in midnight-blue robes. An intense spell flurry follows; many choose to blast first and ask questions later. The Spellguard later found the impugned wizard to be an innocent diviner from Triboar named Fien. Unfortunately, Fien and more than four others (including the accusing apprentice) died in a furious calamity of clashing spells. Some witnesses claim they heard a low chuckle coming from another wizard who walked away from the scene. Later reports of missing tomes and items from various sources and libraries across the city lead some to assume Manshoon truly was there and guilty of these thefts (and, by reputation, the deaths).

In secret meetings starting in this month and spread across the next four months, Fzoul Chembryl pulls together new allies among the Zhentarim, having cut Sememmon and the western Zhentarim out of the new power structure. He and the Zhentarim effectively conquer most of the Moonsea without anyone noticing beyond Lord Orgauth and Selfaril of Mulmaster. While skirmishes between local forces and Zhentilar continue for show, the Moonsea now lies firmly (if secretly) under the flag of the Zhentarim.

The only exception to this is Maalthiir's Hillsfar. Fzoul's pressure during this time exposes a secret alliance between Maalthiir and the Sembian government. The Sembians, aware that something was brewing in the Zhents from spies and the trade connections that all such competitors share, have taken steps to support Hillsfar and assure its independence (from the Zhents, if not from the Sembians themselves) and keep a vital Moonsea trade route open for Sembia's merchants.

## Flamerule

Work begins on major temples to Xvim in Mulmaster, the Citadel of the Raven, Yúlash, and Teshwave. The former three are Cyricist temples reconsecrated to the Baneson while the fourth and fifth temples rise anew among the ruins of Teshwave and Yúlash.

Some caravans due at Waterdeep are over a month late, and no sign of them or any wrongdoing can be found along the Trade Way between Dragonspear Castle and the City of Splendors. One of the Manshoon *clones* occupies a partly ruined keep just within the northeastern tree line of the Trollbark Forest. He waylays some caravans wholesale (by using *gateway* spells) for supplies, information, materials by which he improves his defenses, and easily *charmed* allies that become his new guard retinue.

A contingent of Harpers magically seals the Harpers' Hold in Mount Waterdeep against intrusions of any kind by Khelben or Laeral.

The *White Star*, a pirate ship in the employ of the Run-deen, vanishes during an attack on a merchant ship, while the targeted ship made the best of the strange event and fled. The *White Star* reappears one month later, sixty miles to the south. Its crew has no idea of what had happened.

Perfectone Mercantile, a merchant company based in Longsaddle with facilities in Arabel, Caer Corwell, Calimport, Luskan, Neverwinter, Ordulin, Silverymoon, and Westgate that specializes in *teleporting* objects from city to city, collapses following the disappearance of its founders, Gengoral Whelshire and Samuel Longspeak. Both men vanish while visiting Westgate, supposedly in town to resolve recent delivery problems to that city.

Although the two adventurers-turned-merchants were assassinated by the Night Masks, the collapse of Perfectone Mercantile was engineered by the Wagonwheel Cloak Society. The latter group's lucrative sale of information





regarding caravan trade routes through the region (much of which is sold to bandits) was threatened by Perfectone Mercantile's magical transport.

### Midsummer

At an impromptu MageFair just across the River Chionthar from Qheldin's Mask, chaos erupts among the wizards enjoying Midsummer and celebrating the Azuth's Ascension holiday. Three robed and hooded figures, each identified later by those survivors in the know as Manshoon, arrive amid hordes of summoned monsters. They sling incredible spells at each other, often catching many in the crossfire of reflected spells. In the time of a cat's stretch, at least nineteen wizards, including one of the Manshoons, lie dead. The other two wizards collect a few items from the dead and launch more devastating attacks at each other (which only causes more damage and four more bystander deaths) before both *teleport* away.

### Eleasias

Lord General Ulgrym (CN male human F13), Commander of the Zhentilar, promotes the young warrior-officer Scyllua, who single-handedly put down an insurrection among the troops earlier in the year, to be his aide-de-camp. This angers other, more senior officers who feel snubbed by the move.

Much of Amn is sacked by the armies of the Sythillisian Empire, and the port city of Murann is besieged by an alliance of monsters and pirates.

**Eleasias 3:** Orlak II destroys the last of the servitor vampires who made up the court of the former Night King.

**Eleasias 9:** Hunters within the Hullack Forest of Cormyr discover a strange sight: In a clearing between Knightswood and Dhedluk, the turf has been blasted away down to the bedrock, and around the edges of the crater are two twisted and broken skeletons, their skulls mysteriously missing. The crater is lopsided due to a dead magic zone on its eastern quadrant, and therein lies the torso of a young, handsome, dark-haired man, his skeletal legs and hips lying within the blast zone. By month's end, the Royal Mage, Vangerdahast, identifies the young man as a *clone* of Manshoon, but notes he is far younger than he has ever seen the black-robed mage himself.

**Eleasias 21:** Orlak II encounters Darklady Dahlia Vhammos in the catacombs of Westgate and creates the first of his servitor vampires.

### Eleint

By the beginning of this month, Orlak II is firmly ensconced as the ruler of Westgate's catacombs and as the head of the Night Masks. At this time, his court of vampires has grown to four in number. The Night Masks begin a quiet campaign to drive Those Who Harp from the city of Westgate.

Something goes wrong with one of the *teleport* pads in the Aurora's Emporium's central warehouse, causing merchandise

sent by it to arrive corrupted, spoiled, or otherwise flawed. Profuse apologies are made by the Emporium staff, and replacements are sent two days later and sold for half price. No signs of sabotage are found on the *teleport* pad, and the error does not occur again.

**Eleint 16:** Fzoul Chembryl moves from Zhentil Keep into the Citadel of the Raven, effectively taking control of it and its forces. Most Ravenar assume Manshoon is still in charge but absent, researching revenge against the enemies that struck in Ches. Mulmaster respectfully offers to send troops to occupy Hulburg and Melvaunt, "to protect them from the encroaching Zhent threat." These offers are rebuffed, though with less venom than usual.

**Eleint 17:** While visiting Westgate on business, Waevor Talaphin, a half-elven minstrel and cartographer who owns Talaphin's Maps & Music on Wandering Lane in Elversult, is found murdered in a warehouse owned by House Vhammos. As Waevor is rumored to have been a Harper, most suspect that the Night Masks had a hand in his death.

The murder was indeed committed by one of the Night Masks, but only under the pretense of following the Night Masters' directive to drive Those Who Harp from the city. Waevor's killer, Eldaerth Spellstalker, slew the half-elf because he suspected that the Harper might have learned of his dual identity.

**Eleint 20:** A desperate Manshoon arrives in Sememmon's study in Darkhold, more bedraggled and worn than his student has ever seen him. As Manshoon verbally fences with his former ally and underling, he attempts to steal Sememmon's spellbook and staff. In a brief, furious spell battle, Sememmon's magic rips the *clone's* still-beating heart from its chest.

While disappointed he could not work with the desperate and nearly mad Manshoon in attempts to work against Fzoul's coup, he gladly collects the few items this Manshoon had and begins magical experiments on the *clone's* body in hopes of creating some new form of undead. Sememmon expects nothing less than full war between his faction and what he sees as Fzoul's faction, which either will destroy the Zhentarim or put the reins of power into one of their hands.

**Eleint to year's end:** Word spreads among friends of Bran Skorsun and Belhuar Thantarth that Harpers are not to trust or associate in any way with either Khelben Arunsun or his consort, Laeral Silverhand-Arunsun.

### Higharvestide

In an incident blamed on what many now call the Manshoon Wars, every garment infused with even the most minor magic within the walls of Selgaunt dissolves into molasses. Having many guests awash in syrup ruins more than nine holiday galas, though this provides ample fodder for gossipmongers for months.

The first Xvimlar clerics and priests arrive in Reth, scouting



## The Possible Reconstitution of Amn

The defection of Riatavin and Trailstone from Amn and the anarchy that ensued following the emergence of the Sythillisian Empire has convinced most of the senior Knights of the Shield, including the entire Shield Council, that the Council of Six is no longer fit to rule Amn. Moreover, most Knights believe that their trade interests in the region would be better served if Athkatla's dominance over the rest of Amn were reduced. Various Knights plot to establish a "new" kingdom of Amn (including territories north and west of Lake Esmel and north of the Small Teeth), an autonomous halfling margravate of Meiritin (including territories along the southern and eastern shores of Lake Esmel as well as the western foothills of the Tejam Hills), and an autonomous Cortryn (with Riatavin as its capital and encompassing the eastern third of Old Amn). The Knights intend to establish one of their own on the throne of each realm.

### Hidden Activities

A small coterie of Knights led by Lord Pehllus Tanislove plans to restore Amn's monarchy. The plot was actually initiated by Rhinnom Dannihyr, the Grandmaster of the Shadow Thieves. He approached Lord Tanislove on the third day of Eleint in the Year of the Tankard (1370 DR). At first reluctant, Pehllus gradually came around to the idea after a series of secret meetings, in part due to the persuasive efforts of Tyrda Q'Helvor, whom Rhinnom also recruited. Finally convinced of the rightness of his task, by the end of Eleint, Pehllus had begun reaching out to his fellow Knights, currying their support.

Once underway, efforts to advance the plot unfolded quickly. By the end of Marpenoth, the ambitions of House Tanislove were supported by House Gheldieg, House Hydcont, House Roznar, House Yhliivast, and House Zoar, as well as by numerous lesser families, many prominent Cowled Wizards, and the leadership of the Shadow Thieves. With the aid of Lord Bly Ruldegost, a Waterdhavian Knight with business ties in Riatavin, a deal was struck in the month of Uktar with House Krimmevol that also received support from Houses Crytrapper and Coprith. In exchange for backing the establishment of a Tanislove monarchy, the would-be king of Amn recognized Krimmevol aspirations to an autonomous dukedom in the eastern third of Amn.

As efforts to gain the backing of Amn's most prominent families proceeded, Lord Tanislove secretly approached leaders among the halfling communities of Amn and

Tethyr. His proposal to reestablish Meiritin as an autonomous margravate received enthusiastic support, leading to the nomination of Count Krimmon Amethystall of Vintor and Buck Flagonsrich of Purskul to the Knights of the Shield by the Feast of the Moon, with the latter actively seeking the position of Margrave.

The month of Nightal saw the first signs of opposition to the monarchists' ambitions. At least two other families—Houses Lurraxol and Ophal—caught wind of the plot and made their objections known privately. The former family seems amenable to some sort of reasonable deal, thanks in part to the efforts of Senior Fury Barasta Cleeth of Goldspires, but the latter house has made an escalating series of demands in exchange for their backing, and even for their continued silence.

### Conundrums

Despite a string of successes in advancing the ambitions of House Tanislove, the monarchists are a long way from overthrowing the Council of Six. Moreover, many of the stated reasons for rebuilding Amn's monarchy are threatened by the very deal-making required to re-create the kingdom. If Lord Tanislove does indeed attain the throne, he will be deeply indebted to the most powerful merchant families of Amn. A weak kingship may lead to the same style of trade wars that precipitated the demise of the last dynasty.


Similarly, the reestablishment of Meiritin and Cortryn, with their ill-defined historical border and traditional enmity, may well precipitate new conflicts between the halflings and the humans of eastern Amn. Defeating the Sythillisian Empire will undoubtedly force House Tanislove into a troubling alliance with one of Amn's Cyricist sects and the concession of Murann. Finally, Amn will pay a heavy cost for the king's ascension, with the loss of over half its territory to a trio of lesser states, all of whom become potential foes as the rest of the century unfolds.

### Repercussions

In the month of Ches of the Year of the Unstrung Harp (1371 DR), the monarchists of Amn plan to overthrow the Council of Six, install Pehllus Tanislove as king, and launch a crusade to reclaim western Amn. They expect to reconquer Esmeltaran by the end of Tarsakh, and then proclaim it as Amn's royal capital. Once northwestern Amn is reclaimed, the monarchists hope to have their forces in place for a siege of Murann by the beginning of Flamerule.

Meanwhile, in eastern Amn, the Krimmevols expect their plots to come to fruition by Tarsakh of the Year of the Unstrung Harp (1371) at the latest. If all goes according to plan, Mundal Krimmevol will be installed as the leader of Cortryn, with Riatavin serving as the seat, with the newly established realm remaining autonomous with loose ties to both what remains of Amn and the crown of Tethyr.





the city for likely converts and allies as well as a site for a temple. Ruinlord Gloganna (LE female human P9 of Xvim) leads them, and plans on establishing a power base for herself within the Reach or Chessenta for the glory of Xvim.

### Marpenoth

Xvimlar forces arrive at Bezantur in Thay to spread the Xvimlar faith and ally that temple securely to Fzoul's vision. The priests and devout are also to aid the Thayans in recovering from last summer's devastation. Secretly, they are to secure ports in order to maintain Zhentarim controls on their sea trade routes and their slave trade running from the Lake of Steam to the Moonsea.

### Uktar

In the Lord's Court in Waterdeep, a number of known Harpers and Harper friends ask the Lords to demand that Khelben Arunsun be forced to appear before them to explain his recent actions. In an astonishing show of solidarity, all the five assembled Lords of Waterdeep and the two Magisters (judges) simultaneously say "No." Piergeiron states pointedly that "While I question his actions, I trust the Blackstaff has our best interests at heart. I wish I could unequivocally say the same of Those Who Harp. As long as you disturb none, you are welcome here, but choose your battles and foes carefully."

Fzoul prepares a *stone walk* site at the Citadel, linking Teldorn Darkhope's city of Mintar with his place of power. He returns to Mintar to congratulate the Knight Imperceptor on his taking of Kzelter. Fzoul remains in Mintar for a tenday to enjoy the warmth—a welcome change from the early winter at the Citadel.

**Uktar 10:** A decade's worth of effort comes to naught for Lord Hhune after his attempt to acquire one of the *Ruling Scepters of Shanatar* (and through it, the *Wyrmskull Throne*) goes awry at the Blue Badger tavern in the Tethyrian village of Toralth. Three dwarves of Clan Ghalmrin and a mixed company of adventurers intercept the Knightstar Caravan Company, which is secretly transporting the scepter to Lord Hhune in Darromar. A tavern brawl ensues, and both the adventurers and the dwarves end up *teleporting* to the Sea of Fallen Stars along with the *Sondarr Scepter*. (See *The Wyrmskull Throne* (TSR #11405) for more details on these events.) Lord Hhune, who still hopes to recover the *Wyrmskull Throne*, had hoped to curry favor with the dwarven clans of the Starspire, trading the long-lost seat of rulership for political favors and trade concessions from their mines.

**Uktar 17:** Orlak II creates his sixth servitor vampire, bringing his court to its current composition.

**Uktar 18:** Assimilating a large shrine of Gargauth in Reth, Gloganna and her Xvimlar begin converting this site into the Temple of the Dark Eyes. While many in Reth are bothered by the Xvimlar presence, its leaders are quite content with the influx of Zhentish trade it brings.

**Uktar 29:** Murann falls to the armies of the Sythillisian Empire when a 50-foot section of the southern wall collapses. Although initial reports suggest the fall of the wall was caused by a small band of dwarves attempting to tunnel their way out of the city, later rumors suggest that the city was sold out by a high-ranking commander who was secretly a member of the Cyricist sect based in the Small Teeth and allied with the besieging forces. Tessarch Phaen Colwyvv, who was trapped in the city, vanishes as the city is overrun and does not immediately resurface.

### Feast of the Moon

The temple to Xvim in the Citadel of the Raven is completed and consecrated as the Temple of the Watching Hand. Most Xvimlar call it the Grand Tyrant's Temple, since it is Fzoul's seat of power as well as the head of the Xvimlar faith.

Some hunters coming out of the Spine of the World and headed toward Luskan on this night spot a huge bonfire in the midst of some old, fallen stone menhirs, the flames dwarfing the 20-foot-high stones. While they did not get close enough to identify any among them, they confirm that a group of more than ten human or humanoid figures all stood or danced within the stone circle.

Thorn Tree, the half-elven Herald of Riatavin, vanishes just hours before the annual Bloodsong ceremony, amid rumors that the High Heralds were planning to expel him for corruption. On the day when the dead are traditionally honored, Heralds are expected, among other duties, to publicly recite the genealogies of each local noble family. By so doing, the Heralds reaffirm the traditional authority and respect accorded to the families so enumerated, and they reinforce the status of those claiming noble blood. The leaders of the rebel government in Riatavin had attached particular importance to this year's Bloodsong ceremony, counting on it to bolster their authority over the newly independent city.

Although many persons whisper that Thorn Tree was working on behalf of Amn, Tethyr, the Knights of the Shield, or one of the many political factions in Riatavin, in truth his disappearance is entirely coincidental. The Herald was murdered by a member of the Eldreth Veluuthra, and the body is so well hidden that it is unlikely to turn up for decades. Nevertheless, the various factions of Riatavin are sure to make political hay of Thorn Tree's apparent disappearance, further disrupting the smooth secession of the Gateway to the East from Amn.

### Nightal

**Nightal 2:** Travelers in southern Tethyr along the River Agis report a day-long spell battle erupting high above the Ruler's Mount in ruined Shoonach. All that could be confirmed was the presence of two or three humanoid figures in flight, two of which died in bright flames that drove them off the mount and into the river.



**Nightal 25:** A lone traveler attracts some small notice in Tethyr's capital of Darromar due to his exquisitely crafted green mantle and cloak, which are cut in the style preferred during the late Shoon Empire. After some indulgence of the curious, the stranger rents rooms within the Black Quarter from which he does not emerge in over a tenday. Unknown to the curious, the blond-haired and bearded wizard was a disguised Manshoon clone wearing the long-forgotten but powerful *Spellmantle of the Nazir Benin el Njuvis*.

## Future Expectations

In Mirtul of the Year of the Unstrung Harp (1371 DR), work on the Xvimlar temple in Mulmaster ends with its hallowing as the House of the Black Lord. The Year of Wild Magic (1372 DR) will see the Xvimlar Temple of Dark Eyes in Reth subsume the city's rulership and hold this town as another linchpin of faith like Mintar and Zhentil Keep.

Led by Watchful Skull Tynnos Argrim, the Cyricist sect based in the Mountain of Skulls and the Dark Redoubt has its own plans for the region that include an alliance of convenience with the monarchists of Amn. By Alturiak of the Year of the Unstrung Harp (1371 DR), the Flames of the Dark Sun intend to assassinate one or both of the ogre magi that lead the Sythillisian Empire and thus establish themselves as a power to be reckoned with in western and central Amn. By the beginning of Kythorn of that same year, Cyricist crusaders based in the Dark Redoubt intend to sally forth


against the monsters of the western Tejarn Hills, providing crucial support for halfling aspirations to reestablish Meiritin as an autonomous margravate of the kingdom of Amn and create a buffer state between the Dark Redoubt and the much-shrunken kingdom of Amn.

Tynnos Argrim does not believe that Amn's armies are strong enough to retake Murann from the Sythillisians, but he suspects that a sudden flurry of well-placed assassinations might undermine the Sythillisian Empire from within. He plans to ensure that Amn's armies are sufficiently weakened by the time the siege of Murann is launched that his sect can hold Murann as the See of the Dark Sun, an autonomous theocratic city-state, and force the king to appoint him to the position of Crown Prelate of Amn.

In Westgate, plots are afoot to assassinate Interim Croamarkh Durgar the Just on the festival of Greengrass, on the day of Thistle Thalavar's as-yet-unannounced wedding to Tystarn Dauntinghorn, a Cormyrean expatriate. By that time, Orlak II intends to have gained support from at least four of Westgate's noble families—Bleth, Cormaeril, Thalavar, and Vhammos—to install the relatively unknown Cormyrean as Durgar's successor.

Such a move is sure to split the ruling council, spark anti-Cormyrean uprisings among the general populace, and lead to skirmishes between the private armies of the various noble families. Once Westgate is in chaos, a proposal to restore the monarchy and a measure of order undoubtedly would be welcomed by the citizens of the city. As Thistle Thalavar is heir to Westgate's royal bloodline, "Tystarn" (in reality, Orlak II) expects to be crowned king of Westgate by Midsummer.





## The Harper Schism

**I**n Brief: In a year already rocked by Alustriel's stepping down from the Harpers, senior Harpers uncover alleged deals made by one of their own Master Harpers, Khelben "Blackstaff" Arunsun, with the Zhentarim! Khelben admits his guilt to a Harpers Council and suddenly quits the Harpers. Many Harpers begin looking at each other suspiciously and wondering who else among them could be traitors. Firestorms of recrimination tear at the unity in their group as camps of differing opinions and loyalties form among the Harpers.

### Hidden Activities

The only major activities within this particular plot occur around Bran Skorlsun (NG human male R17), Obslin Minstrelwish, Seneschal of Twilight Hall (NG male halfling B9), and Belhuar Thantarth, Master of Twilight Hall (CG male human B10). These three are the principals who convened the Harpers Council to confront Khelben, a Master Harper himself, about these charges of conspiracy and corruption. Cylyria Dragonbreast (LN female half-elf B26), the true leader of the Harpers of Twilight Hall, lies ill and abed, and her two lieutenants at Twilight Hall in Berdusk handle Khelben's alleged betrayal with the other Master Harpers. When Khelben admits his guilt without regret or remorse and resigns (his wife Laeral quits with him), the trio begins to wonder what other secrets and dangers other Harpers might be hiding.

Bran and Belhuar spread the news to all Harpers that Khelben is a traitor to the Harper cause, and within the scope of two months, all Harper safeholds are magically warded to prevent the entry of Khelben and Laeral. Obslin keeps all these activities from Cylyria Dragonbreast "so despair does not further weaken her ability to fight her illness." While she rests and trusts in them, the trio begins looking closely at all Harper activities and finds many activities they "cannot condone as acceptable behavior among Those Who Harp." Even after Cylyria finds out about their activities, the movement to investigate the Harpers themselves has inflamed many among them and she cannot put a stop to the investigations in 1370 DR.

### Motivations

Bran Skorlsun has a long history of enmity toward Khelben Arunsun, so some take it as a petty vendetta of his when he speaks of Khelben's betrayals (both during and after the Council meeting). Bran is guilty only of finding exactly what he was looking for and looking no further. While his evidence supports his assertion ("Khelben is a traitor!"), he

sometimes chooses to ignore any evidence to the contrary. Many now mutter suspicions about Bran, since he was chosen to replace Khelben among the Master Harpers.

Obslin and Belhuar only have the best of intentions in pursuing any Harpers with links to Khelben or with any apparent incidents of wrongdoing. What they do not realize is their single-mindedness (which Bran has fanned to a high pitch) drives them close to witch-hunting tactics among their brethren.

### Conundrums

In the confusion, there are many questions left hanging that no one is taking the time to ask, much less answer.

What are Khelben's and Laeral's motivations for seeming to betray Those Who Harp? (Readers can find out what the Harpers do not know in Chapter 3; Khelben's plans are at least partially clear in his forming of Tel'Teukiira.)

Why is Cylyria Dragonbreast not moderating the passions of her lieutenants? Why is not she getting any healthier?

Given their long-standing relations with Khelben and Laeral, can the Harpers trust Elminster, Storm, Dove, and others among them? If they are loyal, why are they close-mouthed about his activities?

### Repercussions

The Harpers Schism is an event in the making, since everything in this year builds toward events in the Year of the Unstrung Harp (1371 DR). Things that can occur in that ill-omened year are many and varied, but certain constants can be expected:

- Divergent opinions split the Harpers. By casting doubt on Khelben and broadcasting it among the Harpers' membership, the Twilight Trio has created three distinct camps of thought. There are those who support Bran's assertions that Khelben is a traitor and begin looking elsewhere for more traitors. There are traditionalists who simply wish to Harp as they always have and ignore the dustup among the senior Harpers. The last group trusts Khelben by reputation or personal knowledge and accepts that he is up to something long-term that will be made clear in time.

Bran, Obslin, and Belhuar continue their press to force many Harpers to conform to their standards of conduct. In the light of this apparent witch-hunt from Twilight Hall, many Harpers may resign from the group, join forces with Khelben, or simply disappear. The dissension could see splits between the Harpers of the North who support Khelben, the traditional Harpers of the Dalelands and the east, and the more militant Harpers of the Sword Coast at Twilight Hall.



# Secret Societies Revisited

*"The more I examine such groups as Those Who Harp, the more conundrums I find. While it is understood that the Harpers have risen from destruction at least twice, I cannot easily ascertain what brings about each resurrection, nor are the names of those responsible any more easily found. While I am counted as Harper-friend to many, the preponderance of bards among their number helps hide their lore in living memories rather than dusty tomes such as this shall become. Would that I could persuade more secrets onto these pages without endangering their good works, just as recording actions of Manshoon and his ilk helps hamper the Zhentarim's dastardly plans. . . ."*

—Kholas Tandrymson of Myratma,  
excerpts from *Secrets Learnt at Dagger Point*  
(written in the Year of the Shadowtop (1314 DR))



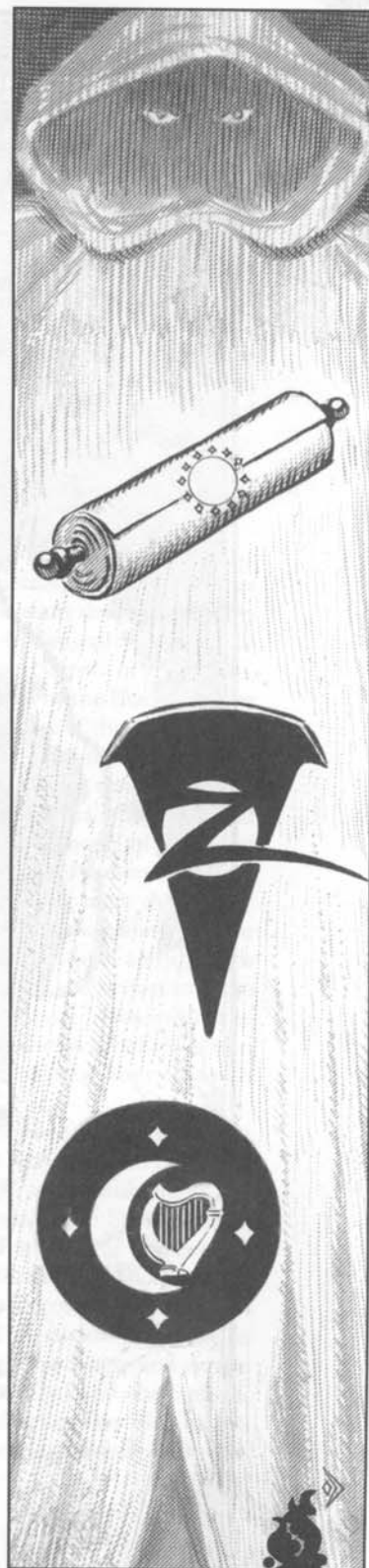
For years, this chronicler and his coconspirators pestered our contacts in the Realms for information about the secrets-peddlers and shadow players, but such news was often sparse, given only within the context of this location or that artifact. Only now have we been allowed to learn of the inner workings of so many secret groups, and for good reason. While we have all heard of the Zhent threat or the Harpers and their quest for justice, things are afoot in the Realms that require updated news of the Harpers, Zhents, and all their secretive ilk. The lady Laeral Silverhand-Arunsun herself relayed all of this news to us personally, for the material in this chapter (and much in the following chapters) remains unknown to the Realms at large.

To quote Laeral, "Chronicler, while we often indulge your and others' requests for lore of the Realms, we have held back from divulging much about those who deal in secrets for good or ill. It was more a precaution than lack of knowledge, since if these groups found their secrets divulged to whole manner of folk on another world, 'twould only be a matter of time before they spread their darkness among you.

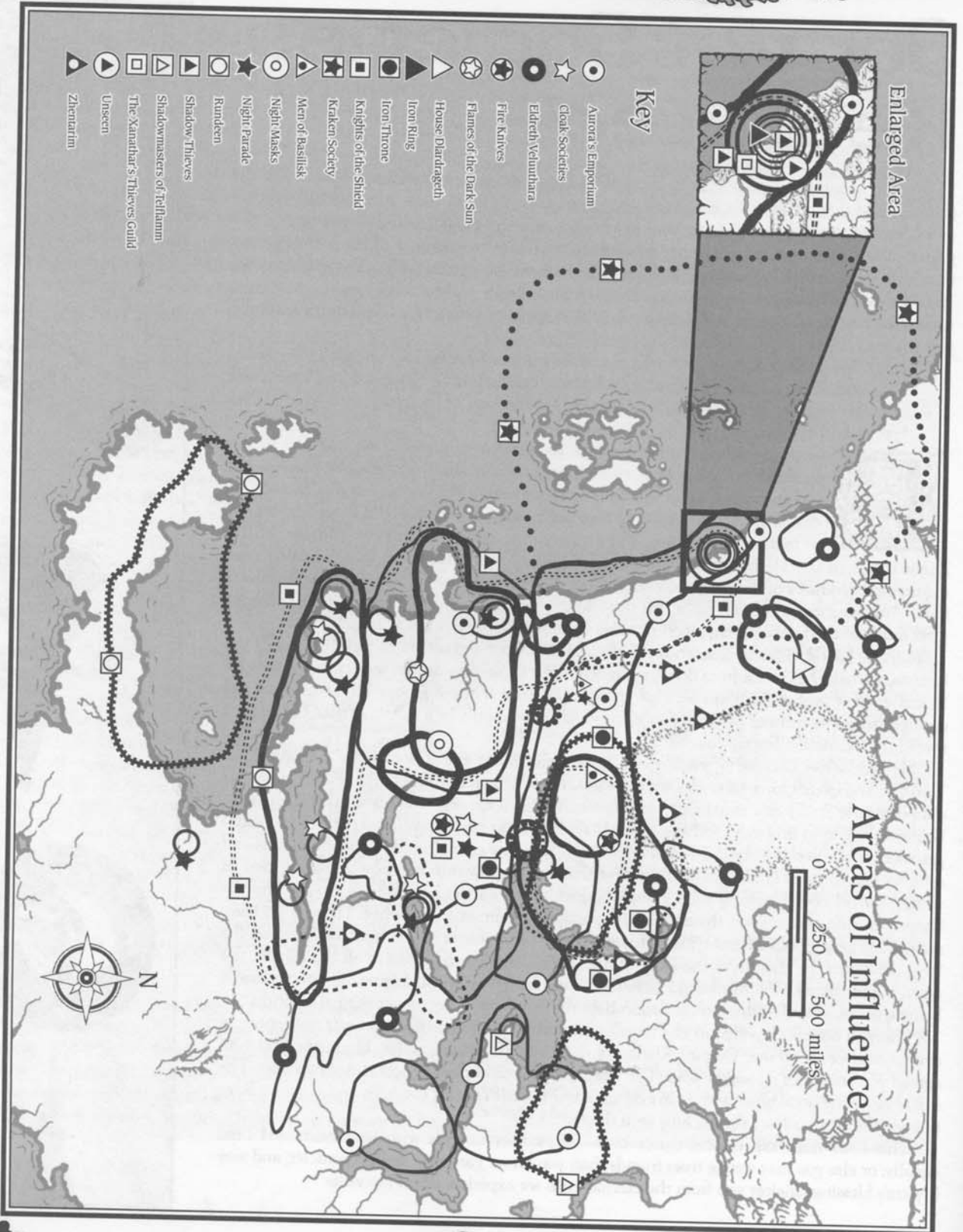
"My world has become a shade more tense throughout the Years of the Gauntlet and Tankard, and events force us to change our ways. The calculated strikes of the sea peoples upon our ports have struck fear into many, driving much more trade onto the trade roads than usual. Naturally, a rise in brigandry follows, as it always has when trade travels overland. The partial destruction of Zhentil Keep did not end its threat but only exacerbated it, since deserters and refugees fled to other lands and used their ruthlessness to grow into new power groups, some of which we had hoped were in their graves. Suspicion and all-too-human frailties now grip the Harpers, turning them upon themselves and paralyzing them at a time when Those Who Harp are needed most. Fzoul Chembryl is up to much, and Xvim's name now echoes loudly across the lands, much to the chagrin of the Dark Sun and his clergy. In the midst of all the tumult, the emerging alliance of the Moonland city-states (which they now call Luruar, despite its hardly being a country) and Tethyr's reclamation held the only rays of hope over the past months.

"Many ill omens converge in the recent past and present, and their portents only speak of darker days yet to come. Despite Khelben's notoriety for reticence, he, Elminster, and I all agreed you and yours should be told. The Realms has need of heroes, now more than ever. The shadows writhe once more with many dangers and it shall take all the light and hope we have to keep the Realms from sliding fully into shadow.

"This I say from experiences thrice over—Remember to trust with your heart and head equally, or else you may wrong truer friends than you know. Fare thee well, chronicler, and may Mystra's blessings shelter you from the eternal rains we experienced on my visits."









## Chronicler's Note

Early every fan of the Realms is familiar with the Harpers and the would-be controllers of the Moonsea called the Zhentarim. While much lore about them exists, this book examines such major power groups and the new or splinter groups that only now are coming to light. The Harpers, despite some methodology changes linked to certain leaders among them, remain the same for now, as do their former comrades, the Heralds. While the Church of Xvim has made great strides in the past year, only its links to the Zhentarim and the changes it forced therein are detailed. After all, the Cult of the Baneson is hardly a group dedicated to the preservation or controlled dissemination of lore and secrets, and that is what this book is all about.

## Tel'Teukiira

**A.K.A.** The Moonstars, the Silverstars, the Twelvestars, "Those Hidden among Omens," "Those Who Seek Unity."

**Group Mark:** A rolled-up scroll sealed by a round moon rimmed with a circle of twelve blue-white stars. Moonstars wear this mark as raw mithral badges, the moon set in white enamel with blue stars. (See "Resources" for more on these badges.)

**Group Colors/Livery:** As yet no identifying colors are worn uniformly by all members of the group, and this would be frowned upon by the leader as a breach of secrecy in any case.

Unlike most if not all the other groups in the Realms, only its own members currently know of this group's existence and its activities. DMs choosing to use this group within their campaigns can make its existence a mystery for the PCs to solve (as these enigmatic people continue to cross their paths for various reasons).

Alternatively, openings for the PCs exist within the group, though their likelihood of being recruited depends on any previous renown of the PCs and any relations they may have had with Khelben. In any case, DMs (and any players who read this material) should realize that many secrets within this section (and, in a larger sense, this book) should remain secrets to the Realms at large for a number of years. These secrets shall also remain hidden from the renowned information-gathering networks of the Harpers and the Zhentarim, since they have their own problems at the moment.

The Tel'Teukiira is a group of individuals formed so well in secret by Khelben Arunsun that the whole of the Realms

has no clue to its existence as yet. Even the Harpers, from whom many of the Teukiir have split, know only that some of its brethren chose to side with the Blackstaff over some undisclosed disagreements among the Master Harpers. When the exploits of the Moonstars become more prominent (at least in terms of local mysteries), folk will talk in varied tones about them. Only those who see the different mark or know the beings acting for or against them are not Harpers will know they belong to a new group. Due to their similarities, most assume the group's works to be those of Those Who Harp. This confusion serves the group well, and most of its members care little for public attention and accolades anyway. The group stands out only when it chooses, and often it only announces its presence on the bodies of their slain foes, their seal marked over the heart by some illusory means.

### Goals

Though hidden, the group's purpose is true: Bring the humans and the other races, most notably the elves, together to present a unified front against the many dangers lurking in the shadows of Faerûn. From a day-to-day aspect, most members see little difference from being Harpers or Moonstars, other than the amount of control kept by the Blackstaff over his agents. In truth, Harpers share most of the ideals of the group, but the Moonstars hold to some of the more archaic codes of the Harpers in Twilight. Moonstar members do not work to preserve political nations or bodies, but people and life. They stringently look to the elven model of balancing nature and civilization. They also work to preserve lore and history (and they also study and use it far more than either the Heralds or Harpers). They embrace the tenets of three churches to help them build their moral base, and the gods they chose have been Khelben's patrons and saviors over the centuries—Mystra, Oghma, and Sehanine Moonbow of the Seldarine. Their major goal, to unite the races of Faerûn into a family against which no threat is too great, they approach slowly but surely.

Tel'Teukiira is an elven word few have yet heard, at least in its newest context. Among those recruited to its cause, the name conjures up numerous images and translations. The name can translate as the Moonstars or the Silverstars. At least one sagely member identified an ancient prophecy in Amagal's Tome, an ancient elven text of early Cormanthor, as noting that the Tel'Teukiira "will come hidden and in many guises and faces. They dwell in shadow and speak in omens, yet they shall bring about waking dreams and save us from the Three Threats Who Wait in Darkness, the Prefects, and ourselves." None of the Tel'Teukiira can say what all this means, though many suspect Khelben knows and simply does not say.





**Khelben's Goals:** While Khelben, as the group's founder, holds to all the goals of his new secret society, he does have his own hidden motives. The group's similarities to the Harpers both help it hide in plain sight and provide good and true day-to-day goals. Khelben still believes that the Harpers' goals are right and true. However, he always felt the need for more control over his agents, and he felt personally slighted by the Twilight Trio after all he'd sacrificed for the Harpers. The Blackstaff needs to be certain that every action taken to counter a threat is the right one—in other words, the one he would choose. The only way to achieve that was to build his own trusted cadre of agents willing to work with and for him. Only time will tell if this approach benefits the Realms.

### History and Motivations

While the group only became active in the current Year of the Tankard (1370), the Tel'Teukiira has its true origins far in the past. Only Khelben, Laeral, Elminster, and apparently Alaundo were privy to this prehistory, but it serves to show that Khelben undertakes nothing easily, lightly, or haphazardly. Khelben has talked for decades with some close associates (all of whom now work within this group) about ominous things afoot and what he and others of like mind should do. He made clear that his goals ranged far beyond the scope of Harper activities.

Few realized that he's been obsessed with some great threats since the Year of the Laughing Swan (816 DR). While under an assumed name and in his seventh year as a cloistered monk at Candlekeep, Khelben discovered some dire threat within Alaundo's Prophecies and began planning contingencies to thwart it. (Laeral sometimes wonders if he did not have some prophetic flashes himself, for she has read the Prophecies as well, and does not see what Khelben says he saw.) Among the contingencies are his and Elminster's constant shepherding of the Harpers as a group to combat the threat, but over time, this group slipped out of Khelben's control, and he had yet to build the group he felt he needed.

By the Year of the Spawning (1070 DR), Khelben (again under an assumed name) worked with new allies on another piece of his plan. He helped the Storm Heralds of Cormyr build extradimensional hideaways. During this time, he built what is now called the Silver Safehold, and he and some unknown dwarven craftsmen and priests forged the badges tied to that site. The Year of the False Bargain (1118 DR) saw the newly built Arunsun Tower in Waterdeep magically linked to the Silver Safehold via a doorway in the cellars. Khelben kept his eyes on his ultimate goals but contented himself with his work among the Harpers to stem what evils he saw. Meanwhile, he placed the stepping stones he could later build upon to activate his grand plans.

Khelben created a vellum notebook bound in yak hide in the Year of the Wandering Waves (1292 DR) allegedly written by Paalar of Semphar. Over time, this handscrawled

(and fictional though believable) treatise on ancient magic gained some notoriety among sagely and wizardly circles. Khelben discreetly spread rumors about Paalar's Artbook over the years among curious apprentices and colleagues, hinting that it contained secrets about how the ancient Art could be tapped by wizards and priests alike. Despite no one ever having laid eyes on it, Paalar's Artbook became a famous and much-sought treasure.

On Midwinter in the Year of the Prince (1357 DR), Khelben removed the *Scepter of the Sorcerer Kings* from its hidden Harper vault deep beneath the Catacombs of Ordulin. He left behind an illusory duplicate of it to deter pursuit. While leaving Sembia with it, Khelben came under attack by Red Wizard raiders against whom he wielded the *Scepter* but did not unleash all of its terrible powers. After the skirmish, Khelben hid the *Scepter* high in the mountains north of Whitehorn. He drew a map showing its location, and hid this within the back cover of Paalar's Artbook.

Khelben finally saw the need to step up his plans in the Year of the Banner (1368 DR). Disguised as the blind and heavily pox-scarred Aldhan, Khelben traveled to Beregost, where he owned property under that alias. There, on the 14th day of Kythorn, he put Paalar's Artbook into the hands of Ryssik Fharval, a wandering sage with interests in things Semphari. Unknown to some but not Khelben or the Harpers, Ryssik was also a known agent for Fzoul Chembryl. As he traveled across Faerûn toward the Moonsea, Ryssik found the map hidden in the book. With hopes of using the item to gain enough power to join the Zhentarim's Inner Circle, Ryssik and company feverishly sought out the *Scepter of the Sorcerer Kings*.

The *Scepter's* discovery, Khelben's actions during this time, and the repercussions of those events fill the "Current Clack" chapter, though this too leaves many details on the Tel'Teukiira vague or unknown. More details on this group may come to light soon, but all that is left to share are names of its members and their connections to Khelben, if not their personal motivations for joining the Tel'Teukiira.

### Organization

While the Silverstars share many similarities to the Harpers, it is not a loosely organized group with much personal autonomy. All who take up the scrolled badge of the group know that ultimately, all decisions come from or are approved by Khelben Arunsun. He has built this cabal into a tightly stratified unit that should maintain very thorough and secure lines of communication. It also, through magic shared by all members in their badges, allows the members a greater degree of reliability on their fellows. Still, Khelben's group has very a specific structure, and there is no doubt among the Tel'Teukiira's members that everything begins and ends with this enigmatic wizard. Beneath Khelben are three layers of agents: senior agents, regional agents, and active agents.

Twelve senior agents exist, among them three representatives



each of warriors, wizards, rogues, and priests (one devoted to each of the patron gods of the group). The senior agents meet every eighty days or when summoned to the Silver Safehold by a peer or the Blackstaff. They have the authority to call in active or regional agents and assign them duties as they see fit (though they rarely do anything without Khelben's approval). While Khelben provides them with direction within this group's scope of activity, he also says, "I feel these people are capable enough that they rarely need me to check up on them." Thus, the senior agents often shepherd the regional and active agents.

Regional agents, while not given as much autonomy and decision-making power as the seniors, are often left alone simply to collect information within their respective regions and filter it back to the closest senior agent and the Silver Safehold. They also support any active agent within their regions, when necessary. Thirty postings currently exist for regional agents, and not all of those posts have been filled. While Khelben does make some exceptions, these posts generally go to high-level NPCs or people with whom he shares some level of trust (and a ready way to gain broad spectrums of information). DMs can fill this level with campaign NPCs and higher-level PCs, if desired.

As of the start of this year (1370 DR), Khelben only recruits twelve active agents, those Silverstars out in the field acting and influencing and putting the group's manipulations and philosophy in place. These agents are very close to the Harpers in execution and duties, though they often receive explicit instructions on their missions and what they should and should not do. Too often, Khelben saw incidents with Those Who Harp blow out of control due to a hot-headed decision, and he's determined to make sure that his agents understand the consequences of their actions (though he rarely fully explains why he's asking them to do certain things).

This level of the group is the one expressly meant for PCs. There are six slots left among the initial active agents. The campaign, while leaving much influence with the DM as Khelben or a senior agent, could easily become the PCs indirectly influencing world events and also trying to figure out the mysteries and motivations behind the Blackstaff.

Characters seeking to join the Tel'Teukiira have a difficult time, since only Khelben Arunsun can extend the offer of membership (though his senior agents can certainly propose folk for his approval or rejection). Generally, unless Khelben or another senior member has very close ties to another character (the prospective member in this case), this secret society protects itself and its secrets by not opening its doors except to those implicitly trusted upon pain of death and honor.


### Chain of Command

Atop this organization sits one man, Khelben "the Blackstaff" Arunsun, Lord Archmage of Waterdeep. Along with him at

this top rank are his wife Laeral and the twelve senior agents of the Tel'Teukiira.

- Khelben "Blackstaff" Arunsun (LN male human M27; Dex 16, Con 25, Int 18, Wis 16): Once the group is formed officially in late Tarsakh, Khelben is not seen outside Blackstaff Tower at all. He can easily reach many places across the Realms via *gates* within the Tower, including the Silver Safehold. To Waterdeep, it seems their Lord Archmage has gone to ground, with many rumors circling from the Harpers about sinister deeds.
- Laeral Silverhand Arunsun (CG female human M25; Dex 17, Con 25, Int 18, Wis 18, Cha 17): Laeral exists as Khelben's "second," wearing the Teukiir badge even though she has no official standing within the group itself as a senior, regional, or active agent. Despite that, all members know that her voice speaks with as much authority as her husband's does.
- Fourth Reader Shaynara Tullastar (N female human P11 of Oghma): One of Candlekeep's most valuable researchers and monks has long been in contact with Khelben as they share correspondence and rare tomes, which Shaynara copies and returns to Khelben. He amazes her constantly, since he asks her for copies of far lesser books of knowledge in exchange for her reading and copying tomes that only a handful of folk have read in the past six hundred years. She keeps her affiliation with the Silverstars and Khelben secret from Ulraunt, though the Second Reader knows and approves of her sharing Candlekeep's lore with the Blackstaff, regardless of what any glib-tongued Harper says.
- Phaerl Hawksong (CG female elf P15 of Sehanine): A senior priestess at the Tower of the Moon's Magic in Evereska, this moon elf has shared Khelben's dream of uniting the elves and humans for more than five hundred years, ever since he saved her life in Anauroch. She joined at his request, glad that she could finally repay him for saving her life nearly at the cost of his own.
- Lord of Mystery Telornym (NG male human P14 of Mystra): This priest at the Tower of Mysteries in Saerloon is the assistant to Mage Arcane Tanthala. He and his wife, Shaal (LN female human P9 of Azuth) share a home in Saerloon owned by Khelben but rented to the Telornymys for thirty years.
- Mintiper Moonsilver (CN male human B19): This famed bard of the North broke from the Harpers in disgust the moment he heard that Bran Skorlsun had slandered Khelben's name. He was the second to volunteer his services to Khelben rather than be recruited. While their styles clash and they do not fully grasp each other's thinking, Mintiper and Khelben each respect the other and the ideals for which they both strive.
- Kiirma Blackmane (LE female half-elf M12/T13): This half-elf is among the more controversial choices by Khelben among the senior agents. This former apprentice





is now the shadowmaster of Riatavin's well-hidden underworld, ruling all criminal activities within that city in Tethyr. While she divulges what is necessary of Shadow Thief activities to the group, she does not leak news of the Tel'Teukiira to the Shade Council.

- Jhuvik of the Seven Gems (N male elf T12/P10 of Mystra): This pious thief of Milvarune in Thesk gained his name by stealing seven great gems from a zulkir's head-dress while the Thayan still wore it. Jhuvik seems to worship the Blackstaff and his wife due to their connections to his goddess, but he rarely gives voice to this. He reconciles his odd choice of skills and professions by stealing magic (in item, spell, or mere knowledge) from those who abuse Mystra's Art to return it to Mystra's faithful.
- Myrmeen Lhal (CG female human R13): Another self-starter and former Harper, the Lord of Arabel volunteered her services to Khelben through her friend Laeral, provided they did not conflict with her loyalties to King Azoun IV of Cormyr.
- Janxar "Sharpaxe" Dhoarn (LN male half-elf F14): Alaghôn's richest mercenary captain is famous for his rare honesty and integrity, both of which are in short supply in Turmish. This ever-smiling, broad-shouldered hulk easily collects a large amount of troops, if Khelben gives the word. One of his primary responsibilities for the Silverstars is to train any that wish it in fighting techniques.
- Zandess Danthiir (LG female human paladin 10): Born of noble blood in Tethyr, this dusky-skinned beauty grew up among paladins of Tyr in the mountains of Amn. For years, she traveled the Dragon Reach lands in Tyr's name, though she has recently joined some movements in Impiltur that seek to expunge the hidden evils of Narfell in the future. While she abhors Khelben's view of rules and laws as flexible, she trusts his concern for law, order, and justice most of all.
- Malchor Harpell (NG male human M18): From his Tower of Twilight in Neverwinter Wood, Khelben's greatest student (before his wife, that is) grudgingly works with the Tel'Teukiira due to some unspoken favors owed between teacher and pupil. Of all the senior agents, Malchor most openly questions Khelben's decisions, seeking to discover his secrets and be assured of the rightness of the decisions before agreeing to carry them out.
- The Mistmaster (CG male human Ill26/P19 of Leira): Some speculate if one of the first actions of the Moonstars was the destruction of Hellgate Keep by the *Gatekeeper's Crystal*, given the cryptic Mistmaster's presence among the senior Tel'Teukiira. He spends most of this time in his Citadel of the Mists within the High Forest, keeping an eye on the treants' slow expansion of the forest.
- Calhyar of the Winds (LN female human M16): The first to join the Blackstaff's cause and form the Silverstars, she had a premonition and made herself known over to him

four years ago. Of all of his senior agents, the third-senior witch of Mulsantir intrigues Khelben the most since he knows little of the witches of Rashemen and their ways, and Khelben hates secrets, or at least those kept from him.

Bear in mind that other than Khelben, Laeral, and the three priests, all of these characters easily could be replaced by some high-level NPCs that fit their relative character classes and levels in DMs' campaigns. Also note that each of the NPCs must have some relationship with Khelben such that he trusts them with some independence to act.

### Rank and File

At the middle levels of this group are the regional agents, those members who travel rarely from their homes or centers of operation, and are thus capable eyes and ears for Khelben's information gathering in those locales. They are not limited to a particular number of character classes, though wizards tend to dominate this midlevel rank. All of the regional agents monitor events and news within the broad area noted first below. The location in brackets is the home or standard location of the regional agent, followed by the agent there, if known, and any other details about the agent or the area.

- Spine of the World/Mirabar/Ten Towns [Luskan].
- Dessarin Vale/Sword Cities [Triboar] While the specific agent is unknown, there is some suspected affiliation between this agent and Lord Tolgar Anuvien of Goldenfields.
- Luruar/Giantmoors [Silvermoon] Boesild Aerasume (NG male half-elf F12/M11): Alustriel's eighth son, he is among the more pragmatic of his brethren. He alone of Alustriel's brood likes Khelben despite his dark moods, while the others barely tolerate the Blackstaff for their mother's sake.
- High Forest [Loudwater].
- Greypeaks/Fallen Lands [Seshrentor (a tower high in peaks forty miles north-northeast of Llorch)] Simov the Pious (N male human P14 of Oghma): He prefers to be left alone in his isolated tower scriptorium. The tower, once the lair of a mighty lich he helped vanquish, now lies filled with the many tomes Simov has collected or copied from those brought to him by Khelben. Oghma gifted Simov to have knowledge of all those around him in response to a *wish* and his loyal service. His isolation helps him stay sane as he immediately knows everything that occurs within a one-mile radius of his tower, including any encroaching PCs or NPCs and their thoughts.
- The Elflands of Evermeet and Evereska [Evereska].
- Central Sword Coast (Delimbiyr Vale and High Moor to Winding Water and Greypeaks) [Parnast, a village on the Dawn Pass Trail by Weathercote and Greypeaks].
- Caravan Cities (Winding Water to Cloud Peaks to Sunset Mts.) [Scornubel].
- Island Realms (Moonshaes, Lantan, Ruathym) [Callidyr]



or ship] Khamtar Raofal (LN male human F5): Captain of the *Raven's Eye*, he spends much of the year sailing the Sword Coast from Lantan to Luskan.


- Cormyr [Arabel] Joser Minstrelwish (CG male halfling T9): A former Harper who operates Minstrelwish Chains, Belts, and Scabbards, he manages to keep a keen ear to the ground on all happenings in and around Arabel and the rest of the kingdom.
- Tunlands [Eagle Peak].
- Sembia [Selgaunt] Deior Rasthavin (LN male human M8): A quiet, soft-spoken wizard and sage of Inner Sea humanity's history, genealogy, and politics, he is also wealthy enough to be invited to all social events, wherein he gains much of his information on the goings-on about Sembia.
- Cormanthyr [Elven Court] Luvon Greencloak (CG male elf M14): This former emissary of the Elven Court is an old associate of Khelben's and believes in the Tel'Teukiira's dream of unity with the elves despite his gold-elf heritage.
- Dalelands [Ashabenford] Nethmurta (CG female half-elf 0-level): The tavernkeeper of the Blinking Owl is owner and proprietor of more than four warehouses in Ashabenford. Her caravan masters provide her with any news her regulars do not provide her in tavern talk.
- Moonsea/the Vast [Mulmaster].
- Anauroch/Tortured Lands/ Frozen Forest [Whitehorn].
- Bloodstone Lands/Great Glacier [Heliogabalus].
- The Demonlands (Impiltur, Narfell, Great Dale, Thesk) [Telflamm] Wyrekka Kusell (NG female half-elf B9): A famed bard in the eastern Inner Sea lands, she calls Telflamm home, she wanders the environs of Thesk, the Great Dale, and Impiltur all equally.
- Serôs (The Sea of Fallen Stars aquatic realms) [Myth Nantar] The former Harper Alyn Telarson (NG male half-elf F6): Alyn has lived in Myth Nantar since the Iakhovan Invasion in late 1369 DR. (The *Sea of Fallen Stars* supplement (TSR #11393) dutifully records his report on those events.) The former native of Essembrā has acclimated well here, though most of his friends are former surface-dwellers like himself who adapted to undersea life via the *mythal* at Myth Nantar.
- Thay/Aglarond/Rashemen [Eltabbar].
- Old Empires of Mulhorand, Unther, Chessenta, and Threskel [Skuld].
- The Dragon Coast [Teziir] Azala "Fire-eyes" (NG female human M16): Azala remains a steadfast presence in Teziir, aiding its government and guards when necessary against wizardly problems.
- Vilhon Reach/Shining Plains [Rucien Xan, in the Chondalwood] Nuvian Eyes-Ashen (NG male elf P9 (Crusader) of Sehanine).
- Tethyr [Shildamere in County Spellshire, Tethyr] Lord Gamalon Idogyr (CG male human M20): The Count of Spellshire and Royal Court Sage of Tethyr is a long-



standing acquaintance of both Khelben and Laeral. With his political connections and constant contact with the royals at court, there is little that happens in Tethyr that escapes the notice of the Tel'Teukiira. However, the Lord Spymaster Hhune took notice of Gamalon's absences of late and started investigating his activities.

- Amn/"Monsterlands of Murann" [Wealdath (Forest of Tethir)] Arellaxerrontoal the Widowed is a bronze dragon whose thirst for revenge against Iryklagathra "Sharpfangs" is tempered by her work with the Silverstars. One of her prime motivations is to unite the elves and humans so they can work toward hunting down the evil dragons such as the scourge that killed her mate.
- Calimshan [Calimport] While little or nothing is known about the regional agent in Calimport, Khelben has warned a few agents who have traveled the Southlands that he is a vampire and thusly to be careful when hunting undead in the City of Glory.
- Lake of Steam/Border Kingdoms [Ankhapus].
- The Shaar/Great Rift [Sebben].
- The Shining South [Halagard, Halruaa].
- Non-Faerûn Locations (Kara-Tur, Zakhara, Maztica, other continents) [Waterdeep] Winter Zulth (LN male half-elf M16): From the offices of The Horizon's Sails with their many magical logbooks and maps, Winter aids Khelben's cause. Raised in Waterdeep, he helped create





ships gaining fame toward year's end. Winter provides maps that are not available anywhere else, as Horizon's Sails ships have sailed around Maztica and the Anchorome Archipelago to the waters beyond, and those magical charts are worth their weight in mithral. He has also set aside a ship for the group's exclusive use when needed.

### Raw Recruits

Unlike most groups, the NPCs listed here are the capable, independent agents, not the least experienced members of the group. These are the "agents in the field" upon whom Khelben relies heavily to be on the forefront of the group's activities. Only six are noted, but twelve active agents exist, with the remaining six left to DMs to develop—and these agents easily could be the player characters themselves!

- The North: Elsurā Dauniir (NG female human M20) has the unique ability to *shape change* into a black cat's form at will. At least among some in Luskan, being "clawed by Elsurā" suggests an unexpected surprise of a deadly sort.
- The Vilhon Reach: Asraf yn Malik el Kahaman yi Manshaka (LE male human F9 vampire) is a former deep-cover Harper and Blood Warrior of Manshaka, he died from the bite of a vampire and now wanders the Vilhon Reach, still committed to Khelben and his cause for reasons unknown.
- Cormanthyr: Esalor Harumaar "The Blood Owl" (NG male half-elf R12) is a half-sylvan elf of Semberholme.
- The Demonlands: Khala of Peltarch (LN tiefling female F8/M7; alu-fiend).
- Waterdeep (and Dessarin Cities): Kyriani (Agrivar) (N female half-elf M11; half drow): The proprietress of Selūne's Smile in Dock Ward has worked with Khelben for years, but she appreciates the group's goal of unifying elves and humans, given her struggles with the two sides of her heritage over the years.
- Western Heartlands: Chvar Eldenbow "the Loreseeker" (CG male half-elf R10/P11 of Oghma; moon elf parent): wanders the many Western Heartlands woods finding much hidden lore among the wilder sites of the Sword Coast that he alone has recorded in Oghma's name.

### Methods and Activities

There is very little difference between how Harpers and Moonstars perform their missions, save that there is a variety of skills among the latter group. While members are urged to limit any local lawbreaking, their primary responsibility is not to be caught while performing whatever activity Khelben demands of them. Most people had other positions before they joined the Silverstars, and they retain those and their inherent loyalties. Khelben chose good people in good positions to help the group achieve its goals, and he only demands that members not compromise the Moonstars' secrecy.

More than half of what the Moonstars do is simple reconnaissance of chosen targets, doing so without being noticed (or at least, not noticed as someone keeping a close eye on things). Some agents can and do abduct or slay targeted individuals, though the majority of targets destroyed by the Silverstars are greater dopplegangers or disguised tanar'ri and baatezu hiding out in Faerûn. Unfortunately, some of them impersonated powerful political figures, making things difficult for the Tel'Teukiira. Other questionable missions involve stealing (or planting) relics, artifacts, and items to reappportion them to whom Khelben deems appropriate (sometimes the agent herself). Items hunted and recovered (or released) by the Moonstars include two of the *Seven Swords of the Shoon*, the *Tapestry of Saint Alaric*, the *Grand Staff of Hilather*, and the *Black Gauntlet of Bane's Vengeance*.

The senior and regional agents of the group spend much of their time keeping themselves, Khelben, and the active agents apprised of what's going on. They are also ultimately responsible for recording much of what goes on among the group's members and activities, storing them in the library at the Silver Safehold.

### Tel'Teukiira Abilities

While no standard abilities and expectations can be found among the membership, it can be assumed that the Moonstars are privy to certain spells (wizard and priest alike) and training far beyond many other secret societies. After all, they do the work of Mystra and Oghma, and that may provide them with lore best kept to themselves. The only true unifying abilities or traits among all the members of the group are shared trust between each member and Khelben the Blackstaff and a desire for justice, unity, or equality among the races of Faerûn and beyond.

Rumors begin to spread late in 1370 that Khelben and Laeral perform arcane rituals on the members of this group to grant them special magical abilities. While these rumors make some elves sit up and take notice of the hints of elven High Magic in these tales, most attribute these as more slander against the Blackstaff and company.

### Resources

While this group has existed for only approximately eight months, Khelben placed resources in reserve decades, if not centuries, ago. There are quite likely many more resources available through each of the senior members, but these are the most broadly available to all Moonstars (pending approval by Khelben).

**Magic Items:** One of the prime reasons Khelben gathered the greatest conglomeration of magic items across the planes was to arm his Silverstars when the time came to use that firepower. Thus, nearly any magic item within the *Player's Handbook* or various FR sources could be found in the hands of a Moonstar agent. In fact, items common among the Moonstars that are not widely available to others



in the Realms (due to lost knowledge) are *gauntlets of weaponry arcane* (which add magical +1 bonuses to attack rolls to any weapon in hand).

**The Teukiir Badge:** Like the *Harper's pin*, there are equally many mysteries and falsehoods woven about these symbols of Those Who Seek Unity. These marks are found only as the heavy, raw mithral badges described under the Group Mark. However, they seem to be able to be disguised with a touch to an image within the mind of the wearer—the only person who can disguise it thus. In this way, the badges are worn as brooches, cloak clasps, and belt buckles without revealing the group's existence. They also signal with a minor tremble when another Teukiir badge comes within 100 feet. Finally, the badges act as keys to allow access to the greatest resource of the Moonstars.

**The Silver Safehold:** Little is known about this place other than it does not exist on Faerûn, since the Storm Heralds and Khelben built it in an extradimensional pocket. Any Moonstar can grip his badge and say a hidden command word to step directly into the Safehold from anywhere on Toril. The Safehold acts as a central meeting hall for all members, a private meeting chamber for the senior agents, a small dormitory for agents hiding out from other forces, and a library for the lore to be collected and shared by the members.

### Areas of Operation

There is hardly a major region or city across Faerûn that does not have someone working for the Moonstars in it. Look to the lists of NPCs and their locations above for specific areas of operation, though the center of Moonstar activity is considered either Waterdeep or the Silver Safehold.

### Allies and Enemies

For now, the Tel'Teukiira stands relatively alone in regard to allies and enemies, for it has connections to many on both sides of Faerûn's moralistic fence. Of course, that stance alone and the fact that he does not explain himself to the Harpers have set Khelben and his new group at odds with the Harpers for the time being.

While the group has few members or active agents, there are a few old notables of the Realms who have contact with members of the Silverstars and who quietly count themselves as allies. Among major political leaders are Lady Hope Alustriel of Luruar, the Simbul of Aglarond, King Haedrak III of Tethyr, and Jorunhast, Paragon of the Dukar Order of Kupav in Myth Nantar. (While the goals of the group are admirable, Amlauril of Evermeet has neither heard of its existence, nor could she support it openly if she had.) Numerous adventurers such as the Knights of Myth Drannor and the Company of Crazy Venturers, especially those once linked with Khelben, are allies as well. The group also has the full support of many, including Alathae Moonstar (a ghost of the Blushing Mermaid) in Waterdeep. It was she who gave her permission

to call the group the Moonstars "in hopes that its members might be more worthy of the name than some relations of mine."

### Status Quo

As noted above, few know what to make of this group at present. Harpers do not trust them, as their leader has dealings with Zhents. If the more ruthless members (such as the vampires and Shadow Thieves) are linked to the group, more folk will believe Khelben and Laeral may be turning evil (a possible aftereffect of the Crown of Horns incident). Neither Khelben nor most of his agents care what their public reputation is, provided they are all clear on the rightness of their goals. For the near future, the Moonstars can be a wild card in your campaigns, a group that does the unexpected in all things. Khelben's long-term plans, which he has only hinted at to Laeral, involve the Harpers, the Rings of Samular, and Myth Drannor at some point in the coming decades, but what they are is yet unclear.

## The Zhentarim

**A.K.A.**

The Black Network.

**Group Mark:**

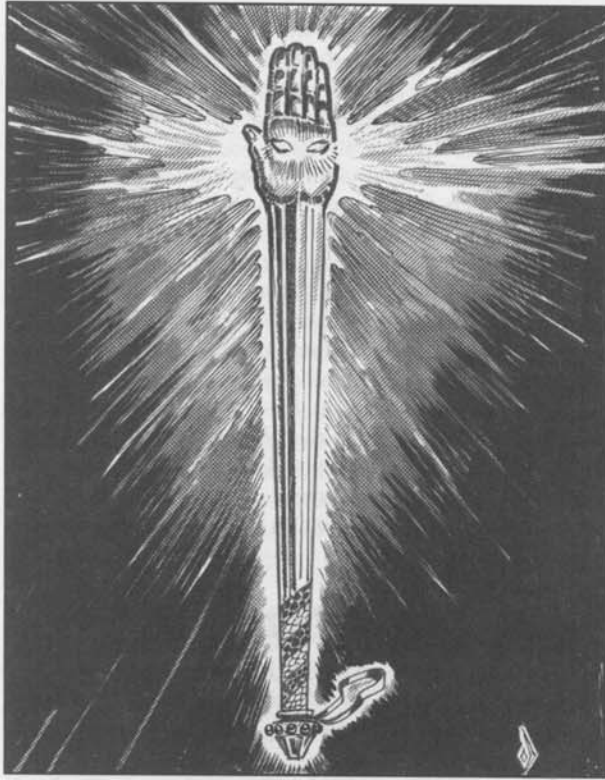
A stylized spear-head, pointed down, with an encircled "Z" scrawled across its center.

**Group Colors/Livery:** No identifying colors are worn by all members of the group.

Long believed to be a cabal of evil wizards, priests, merchants, and rogues out to dominate all they survey, the Zhentarim either controls something outright or cripples it into submission or extinction. This monolithic group influences trade and activities from the Sword Coast to areas of the southern Inner Sea, and it is all firmly controlled by the Inner Circle through its elaborate networks of agents. The Inner Circle, as far as the bulk of the Zhentarim and all the forces at Zhentil Keep, the Citadel of the Raven, and Darkhold are concerned, consists of Manshoo, Fzoul Chembryl, and Sememmon. The truth, however, is in flux and after more than a century, the Zhentarim may finally see changes that bring it closer to some of its goals, though at the expense of its founders.

*Note:* Like the changes to the Harpers and the formation of Tel'Teukiira, only the principal characters involved in these internal changes are aware they have occurred. While the truth eventually will be found out, only the Inner Circle knows that the changes noted below have happened at all. The secrets and fears that drive the Zhentarim also insulate its activity, and Zhentarim activity continues with very few disruptions through the end of the Year of the Tankard (1370 DR). Thus, this entry provides both the public and internal assumptions about the group's workings as well as the actual changes incurred by both the Rise of the Tyrant and the Manshoo Wars.





## Goals

Since its creation by the will of its creator Manshoon, the Black Network sought to achieve highly specific goals. It wanted control of major political centers on the Moonsea, such as Hillsfar, Yúlash, and cities other than Zhentil Keep. It also looked to dominance in trade on the Moonsea, Inner Sea, and the Sword Coast—especially by providing goods and services that are illegal in most communities. To cement the control of political and economic power, the Zhentarim looked to control the churches of the dark gods Bane (before the Time of Troubles) and Cyric (after that time), using its influence to aid the churches in their other goals. Finally, while it stands as more of a mission statement than a goal, Manshoon and his Zhentarim always vowed to destroy anyone who stood in the way of those objectives. Thus, they spent much of the past century fighting such unified enemies as Shadowdale and its heroes, the Purple Dragons of Cormyr, and the Cult of the Dragon.

Within the scope of the current year, many of the goals of the Zhentarim may have been met without any beyond the Inner Circle of the group becoming aware of it at all. Through secret deals made with Lord Orgauth and Selfaril of Mulmaster, Fzoul Chembryl gave them seats on the Inner Circle of the Zhentarim in exchange for a free hand to build temple complexes and abbeys to Iyachtu Xvim in the three cities. Despite giving up much, Fzoul now effectively controls two of these cities, and they secretly rule the Moonsea, though they appear

to be fighting on the surface. With Manshoon out of the picture, only Sememmon remains of the old power structure.

**Leaders' Goals:** The goals of Fzoul Chembryl alone have driven much of the change in the Black Network. He planned on surprising Manshoon and usurping control of the Zhentarim for himself. Rather than allow the mortals the stage of tyranny, Fzoul (and Xvim) deemed it more fitting that the Zhentarim be a secular puppet and a source of funds for the church. His other goals tie in more with the Church of Xvim, though he plans on tying the church and Zhentarim mercantile and social controls tightly together, eventually creating a theocratic state and ruling the Inner Sea by the grace of the Baneson and the money of the Zhentarim.

The three "Lords Zhentarim of the Moonsea," as Fzoul calls them, all seem relatively content with their gains in power for now. However, each has his own goals. For now, they are not aimed at each other. They have only now seen what the Zhentarim can do for them, and they plan to enjoy it for a while. Orgauth of Zhentil Keep, however, intends to slowly and methodically bring to Toril fiendish servitors and replace many of the Zhent underachievers with fiendish doubles who can serve him better. Maalthiir simply plans to scavenge Yúlash with help from both Fzoul and the Sembians, while Selfaril looks to expand his holdings and influence in the Inner Sea by Thesk (now that he no longer has to reserve his entire navy to fend off the Zhents). They all also look to the west and the Black Network's holdings there longingly, but for now they do not plan to usurp Sememmon's control until their own power structures are fully in order.

Sememmon's goals are equally straightforward: Defend himself against a coup from Fzoul and his Xvimlar by fully embracing Cyric's church to defend the western Zhentarim's holdings. Given the decades-long enmity between Fzoul and himself, Sememmon cannot contemplate a truce (even though that is what is currently in effect, given Fzoul's vow to remain out of the Savage Frontier and Cormyr). Thus, many plans at Darkhold involve new alliances to gain the power with which to fight the Tyrant Chembryl. Sememmon opens discussions with the drow of Sshammath and with the Cyricists of the Mountain of Skulls. In the long term, Sememmon looks at the potentials of helping one sect of Cyricists against another and the monstrous threat in Amn. If the Zhentarim provides aid and weapons to defeat the Sythillisians and their Cyricist allies, Darkhold may see major trade concessions come to the Zhentarim from both Amn and distant Maztica. Still, that is a minor concern compared to the threat he perceives in the east.

## History and Motivation

The Zhentarim grew from the blackest thoughts of Manshoon, a tyrant and wizard who dominated all he met, lest they do the same to him. Working his way to power through patricide and fratricide, Manshoon became a lord of Zhentil Keep, and swiftly moved to gain full control over his fellow lords. He



formed his secret society, the Zhentarim, to act as a separate power group and allow him more than mere rulership of Zhentil Keep. Over time, he shared power with apprentices and colleagues, and they added to the Black Network's strength, though the past dozen years have been disappointing for them.

Much more history and background on the Zhentarim is available elsewhere and is far too lengthy to discuss here. The group has existed for over a century and has spent that entire time fighting nearly everyone else on Faerûn in the pursuit of its goals. The group now retains only three bastions of control on the Moonsea and the Tunlands.

In the space of a year and a half since Fzoul embraced the divinity of the Baneson Iyachtu Xvim, nearly every goal of the Zhentarim has come together, at least in secret. Fzoul has reshaped the Zhentarim power structure from the top, and his planned coup d'état against Manshoon proved infinitely more effective than he could have imagined. While Fzoul and Orgauth secretly admit surprise at the Manshoon Wars, both profited handsomely from Manshoon's personal loss of control, and Fzoul has had time to cement himself in as head of the Eastern Zhentarim.

The current events and present history of the Zhentarim can be found throughout the "Current Clack" chapter. However, like many organizations after a drastic change in leadership, there may be unsuspected repercussions that the new leaders have to weather before claiming total control. The fact that Sememmon still exists as a force in the Zhents is enough of a challenge to make the next few years quite interesting for many parties.

## Organization

Currently, the organization of the Zhentarim is in disarray at the top, though this has yet to become apparent to the group's lower echelons. In an organization ruled by fear and secrets, few ask questions. They merely continue to do their jobs as they have always done, and that is exactly how the Zhentarim function through the end of the Year of the Tankard (1370 DR).

As for the standard structure of the secret society and its forces, refer to the organizational diagrams elsewhere in this chapter. When looking at the diagrams, keep in mind that this organization is a temporary one. Given the rifts between west and east due to the rise of Fzoul Chembryl, the Zhentarim may yet see a new organization born from the ashes of the old.

If a character wishes to join the Zhentarim, doing this is more difficult during 1370 than any year since its founding. The eastern Zhentarim lords have their forces in place and hardly need more lieutenants and associates to work into their structures. Fzoul Chembryl occupies himself more with his church and its temple building to be bothered by more prospective allies beyond those he seeks himself. In the west at Darkhold, Sememmon sits upon the dilemma of being unable to trust anyone within the organization due to Fzoul's coup and needing new and powerful allies on whom he can

rely to help overthrow the Grand Tyrant and restore the Zhentarim to its previous state. If anyone can defeat some lesser Zhent lords and their minions, they may force their way into the Black Network as so many have before them. They may even reach up toward Sememmon's (or Fzoul's) level until the next new recruits come along, making room for themselves through treachery and death.

## Chain of Command

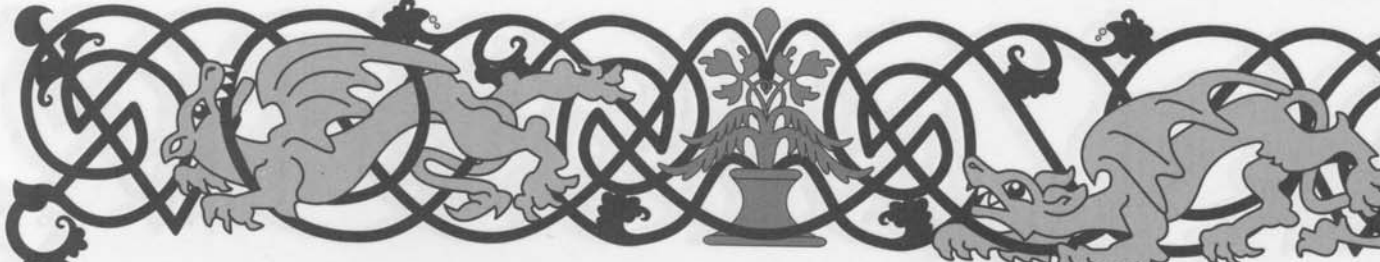
These are the primary leaders and major NPCs of the Zhentarim, whether or not the public or even the power structure at large recognizes them as such. Many of these villains have been detailed in *Villains' Lorebook* and are thus abbreviated here. The only pertinent details on these NPCs are any changes based on the recent events; these characters are current as of the end of 1370 DR.

- Fzoul Chembryl (LE male human P17 of Iyachtu Xvim): See the "Tyrant of Xvim" sidebar for more information.
- Lord Orgauth (NE male human F10/LE greater baatezu, pit fiend): Lord Orgauth is truly Abarax the baatezu pit fiend, though less than a handful of folk in the Realms know this secret. It enjoys the freedoms of its role as Orgauth but may slowly become irritated by playing underling to a mere human, even one god-touched such as Fzoul Chembryl.
- High Blade Selfaril of Mulmaster (NE male human F20): Selfaril, while operating just as ruthlessly as he always has, is not himself. His twin brother, Rassendyll, replaced him over a year ago before his marriage to the First Princess of Thay, the Tharchioness of Eltabbar, who promptly returned home after cementing their tentative alliance. Rassendyll/Selfaril accepted Fzoul's offer to join the Zhentarim for simple reasons: It gave him more political clout to control the Blades and nobles of Mulmaster, and the alliance would end the fighting and senseless battles between the two powers.

Now there is peace on the Moonsea with only token battles to keep up appearances. Rassendyll/Selfaril also recently received several magical communiqués from an unknown source offering wealth and power beyond even what Fzoul promises, if only the leader of Mulmaster dares to betray the Xvimlar priest in some unspecified way in the future.

- Sememmon (LE male human M16; Int 18, Wis 16): Sememmon's great fear right now, other than the threat of Fzoul, is the fact that he may be a clone created by Manshoon. With his necessary retaliation against a Manshoon clone late this year, he wonders if another Manshoon may just create a clone of him and set it against him. In all things, Sememmon is almost as desperate to hold onto his power as Manshoon is to get his back, and he currently talks with representatives from the nearby drow city of Sshammath to form alliances that can defend him and his allies against the eastern Zhentarim.





## Fzoul Chembryl, Tyrant of Xvim

While Fzoul Chembryl has been detailed in AD&D statistics numerous times, his abilities have changed drastically twice in the Year of the Tankard. Thus, for the sake of campaigns across the timeline, here are statistics for the High Tyrannar of Xvim in all of his incarnations (noting only changes between incarnations, not unchanging information such as his alignment). What is still open for speculation is the ultimate extent of Fzoul's new powers, as what little we know of them hinges on what little the Tel'Teukiira and the Harpers uncover.

### Fzoul Chembryl, High Tyrannar

Fzoul fits the following "mere mortal" statistics and details before Alturiak of 1370. These statistics match those noted in the *Villains' Lorebook* (TSR #9552).

Lawful evil 16th-level specialty priest (Tyrannar) of Iyachtu Xvim.

STR 12, DEX 15, CON 16, INT 14, WIS 17, CHA 13.

Fzoul's powers are in his spells and equipment, such as his *bracers of defense* AC 2, a *mace +4*, and a *silver morning star +1*. Fzoul has begun collecting the numerous components for the creation of a relic at Xvim's bidding.

### Fzoul Chembryl, Tyrant Rising

Between Alturiak 3 and Mirtul 11 of 1370, Fzoul uses the following statistics as his body courses with magic from the *Scepter of the Sorcerer Kings* and remnants of Bane's power from the banelich Faram Khaldan.

STR 16, DEX 17, CON 18, INT 16, WIS 17, CHA 11.

Due to Bane's power in him, Fzoul has the temporary powers of a 20% magic resistance, a *fear* aura as that of a lich, and the effects of a *vampiric touch* spell active at all times in his hands (4d6 hp drained per touch). Fzoul has also begun the creation process for the *Scepter of the Tyrant's Eye*, but it remains in the temple at Mintar, the eleven component *tyrant blades* melting within a corona of black and green flames.

### Fzoul Chembryl, Grand Tyrant of the Church

The following are Fzoul's current statistics as of Mirtul 11 1370 and his status of Grand Tyrant, Chosen of Xvim, and the Right Hand of the Baneson. Fzoul may have more powers, but they are currently unknown at this time.

Lawful evil 17th-level specialty priest (High Tyrannar) of Iyachtu Xvim.

STR 14, DEX 15, CON 16, INT 14, WIS 19, CHA 18\* (ranges to 25).

Fzoul's powers are not widely known, as those to whom he has shown his full power vanish from both the realms of

the living and the dead. What few powers have been corroborated are described below.

- Immunity to normal and silver weapons.
- Magical resistance that reduces damage or effects by -1 per die of effect.
- Fzoul himself is now utterly immune to any powers or spells that affect his mind or control of his body (including psionics and *charm* spells) with the exception of Xvim's possessions and visions.
- *Tyrant's Charm*: Fzoul no longer ages physically, and his Charisma is greatly heightened, many now finding him among the most attractive beings on the Realms (permanent *friends* effect on him at all times). He also casts *command* and *enthrall* at will, *cause/remove fear* and *hypnotism* five times per day, *charm person/monster* and *suggestion* three times per day, and *domination* and *geas* once per day each.
- Fzoul's most insidious power lies in his shadow. Anyone touched by Fzoul's shadow suffers *chill touch* effects. His shadow provides him with constant *protection from undead*. His shadow also acts independently as an actual shadow (5HD), giving Fzoul Strength robbed from others. If victims are fully drained, they are absorbed into Fzoul's shadow to heal it and him. Fzoul can *speak with dead* to interrogate absorbed victims' spirits for up to an hour after their dissolution.

## The Scepter of the Tyrant's Eye

As the first relic of Xvim's modern church, this *scepter* is looked upon as both relic and regalia for the church's favored son, Fzoul Chembryl. As the stories of the relic also called *Kvol* grow in the telling among the temples, it has gained the variant names of the *Scepter of Souls*, the *Wrathful Scepter*, and the *Watchful Scepter*. Fzoul himself often laughs as he calls it his "Imperceptor," a mirthless pun about the *scepter's* origins and purpose within Xvim's plans.

The *Scepter of the Tyrant's Eye* is a heavy silver and steel scepter as long as a grown man's arm. *Kvol* is beveled with twelve slim but noticeable facets along its length, although the grip and the top of the scepter are smooth.

The top of the *scepter* is a life-size and incredibly lifelike silver hand set as the holy symbol of Xvim, with tiny eyes of flickering green fire easily spotted against the highly reflective palm. *Kvol* is five inches in diameter at the top and it tapers down to the two-inch-wide grip, which is smooth and wrapped in alternating strips of black and green dragon leather. Dangling from the grip is a loop of black leather, which allows it to hang on a belt (though it has other purposes as seen in Powers below). The final detail is



a cluster of eleven rubies surrounding a large diamond on the butt of the grip.

Fzoul Chembryl and Teldorn Darkhope forged the *Scepter of the Tyrant's Eye* from numerous items, as they were bid by Xvim to do in their dreams. Eleven *tyrant blades* (which rendered their wielders proof against beholder-eye powers) went into an arcane fire, as did the severed right hand of the heretic High Imperceptor of Bane (so his soul might reflect over his less than steadfast beliefs during his future service for the Baneson). Other precious metals, gems, the blood and aqueous humor of a living beholder and a death tyrant, and fervent prayer forged the *scepter* over a three-month period. Just as Xvim appeared in his dreams to begin the quest, the *scepter* appeared in Fzoul's dreams. The Grand Tyrant rarely appears far from the *scepter*, which he uses as a weapon (though he still carries his *mace+4* out of habit) as much as regalia.

### Powers

The *Scepter of the Tyrant's Eye* is among the more powerful relics currently active on Faerûn today, and the Great Tyrant of Xvim jealously guards what folk know of his signature item's abilities. "After all," Fzoul has been quoted, "a tyrant's greatest weapon is fear, and fear born of sudden realizations and panic has a unique taste. Besides, a weapon of terror is less fearsome when you know its secrets."

#### Constant Powers

Kvol has a number of abilities constantly in effect around it; some details are noted below.

- Kvol has a level of sentience equivalent to a wizard's familiar (Int 4), though its cunning and drive are equal to that of the being whose soul occupies the *scepter*—the High Imperceptor of Bane, or his former name of Kvol, from which the *scepter* gets its name. It is unfathomably loyal to Fzoul specifically, though it can act on others' requests if allowed leave by the Grand Tyrant.
- Kvol flies as its normal mode of movement (MV fly 24 (A)); it also can hover in place. It can carry up to 400 pounds by wrapping its pommel loop around something, though its speed drops by 2 per every 100 pounds of weight carried. On at least one occasion, Fzoul was seen flying to and from a battle hanging onto the *scepter's* loop.
- Kvol and anyone in contact with it is immune to all beholder powers save the *anti-magic* ray of the central eye and can ignore these powers as if they were simple beams of light. With a successful attack roll, Kvol or its wielder can reflect these beams at any target in range of the power.
- Kvol duplicates the powers of a *cloak of displacement* on both itself and its wielder.

#### Invoked Powers

All of the effects below are emitted from Kvol through the eyes on its hand, looking akin to beholder eye powers.

These commanded powers are known, though more may exist; only Xvim and Fzoul know.

- Act as a *rod of rulership* or a *scarab of enraging enemies* once each day.
- Summon green energy around the *scepter* to improve a melee attack (+6 bonus on attack and damage roll) at will.
- Blast a single target with a bolt of green crackling energy (THAC0 10, range 30 yards; Dmg 2d8 + save vs. paralyzation or be paralyzed for 1d6 rounds) at either the wielder's or Kvol's will four times a day.
- Project the crackling green energy as a broad globe radiating from the eyes to a 10'-radius around the wielder (dmg 2d8 points + saving throw vs. paralyzation for one round).

### Curses

While greater curses may yet be found within this item (as expected of a tyrant god's relic), its primary curse serves to limit its use. Only Fzoul Chembryl (or perhaps a child born of his blood) can touch it safely. Any other living or unliving being that touches Kvol becomes subject to its greatest attack—automatically draining 1d20 hit points and 1d3 points of Strength per round of contact. If the usurper holds onto the *scepter* and is drained of all hit points or Strength, Kvol can *trap the soul* of the offending being and deposit its spirit in one of its gems.

## The Mark of Xvim

The Mark of Xvim, which is so openly shown by the face of Knight Imperceptor Teldorn Darkhope of Mintar, has begun rising in prominence throughout the current year. If the church has anything to say about it, "every grinning skull on a black sun (the symbol of Cyric) will soon be burned away under the blazing gaze of the Watchful Hand of Xvim." In accordance with this credo, Fzoul Chembryl presented this spell to the clergy of his temples in Zhentil Keep late in 1368. It is unknown if this spell was created by the Grand Tyrant or sent to him by Iyachtu Xvim, but it is coming to the forefront of common spells utilized by all Xvimlar.

### The Watchful Hand

(Alteration, Evocation)

Sphere: Creation

Level: Priest 3

Range: Touch

Duration: Permanent

Area of Effect: Special

Components: V, S,

Casting Time: 6

Saving Throw: Special

This spell surrounds the caster's hand with a field of flickering green energy. Two concentrated dots of energy on the palm mimic Xvim's mark for up to 1 turn before the spell is used or it dissipates.



While often used by pressing the hand flat onto any surface, leaving the holy mark of Xvim with its glowing eyes in the black hand, aauthlim (Xvimlar priests) can inscribe crude messages onto a surface using their fingers as pens (limit of seven letters). The most impressive use of this variation left permanent black letters on the altar of Cyric in Calaunt, identifying all as "HERETIC."

### Rank and File

While many of these NPCs hold great amounts of personal power or otherwise, their status among the Zhentarim is not as high as those noted above. Most are seconds and lieutenants to the five power-players above.

- Lady Desmonda (N female human F2/lesser baatezu, erinyes): Consort to Lord Orgauth, Lady Desmonda helps him keep the lesser lords of the Keep in line with their (and Fzoul's) ways of thinking.
- Lord Kandar Milinal (LE male human F10): The strict commander of the Ravenar at the Citadel of the Raven, his loyalty to the Zhentarim has increased with the ouster of Cyricist forces from the Citadel (thanks to Fzoul).
- Lady Alicia (LE female human M11): She escaped the destruction of Zhentil Keep by Manshoo's hand, spirited away to the Citadel and kept safe as a pawn, despite her status as the first Lady to sit on the Council of Lords of



Zhentil Keep. After the coup of this year, Fzoul placed Alicia at the head of the Citadel's wizardly forces on equal status with its military commander, Kandar Milinal.

Alicia has no desire to return to the Keep. She sees a new game in worming her way into becoming consort to the charismatic Grand Tyrant Chembryl, who now makes his home at the Citadel. She is also one of the few who wishes to maintain business relations, and deals with Lord Aumraven to keep the Anauroch trade routes open and the money flowing, despite both sides' priests' complaints of working with heretics.

- Lord Marsh Belwintle (LE male human F9): The Slave Lord of Zhentil Keep is one of its most powerful merchants due to his control of this lucrative trade.
- Lord General Ulgrym (CN male human F13): Commander of the Zhentilar, the military forces of Zhentil Keep.
- Lord Halaster (LE male human F14): A former Zhentilar soldier of note, Halaster owns much of the property in the undestroyed Foreign Quarter, leading to his elevated position in the new Keep. He plans to add to his influence by helping to rebuild the northern city and becoming its largest property owner.
- Lord Payr'Adar (NE male human T8): This dumpy and unctuous Chessentan wormed his way onto the Lords' Council of Zhentil Keep and remains there as the city's prime purveyor of festhalls.
- Lord Taradril Aumraven (LN male human M14): Saved from the destruction of the Keep by Sememmon, this former merchant mage of ancient years abandoned his destroyed holdings to help build the mercantile arm of Darkhold, which it now desperately needs while cut off from Zhentil Keep and the Citadel.

Aumraven cannily and quickly established the western trade through Darkhold and has forged clandestine ties with Lady Alicia in the Citadel of the Raven to maintain the cross-Anauroch trade (from which they pocket more than half the money through creative accounting). Haughty and full of "old money" attitudes about the Zhentarim, Aumraven considers Sememmon a far more suitable leader than Manshoo, who cared more for his secrets than for his people's welfare and wealth.

- Manxam (LE beholder): This oldest and most powerful of the Heartlands beholders still accepts its place among the Zhentarim, even though its and its people's loyalty have switched to the Church of Xvim from the Black Network. Among the Zhentarim, Manxam acts as ruler of ruined Teshwave.
- Xulla (LE beholder): Xulla is Fzoul's longest and most-loyal beholder ally. It operates from the Temple in the Sky near Shadowdale.
- Xavlal (LE beholder, elder orb): This assumed name is the role of the beholder subordinate ally of Knight Imperceptor Teldorn Darkhope of Mintar and occupied Kzelter. In truth, this is Vaxall of the Dying Gaze, one of the oldest



beholders in Faerûn and a lesser agent of the Twisted Rune.

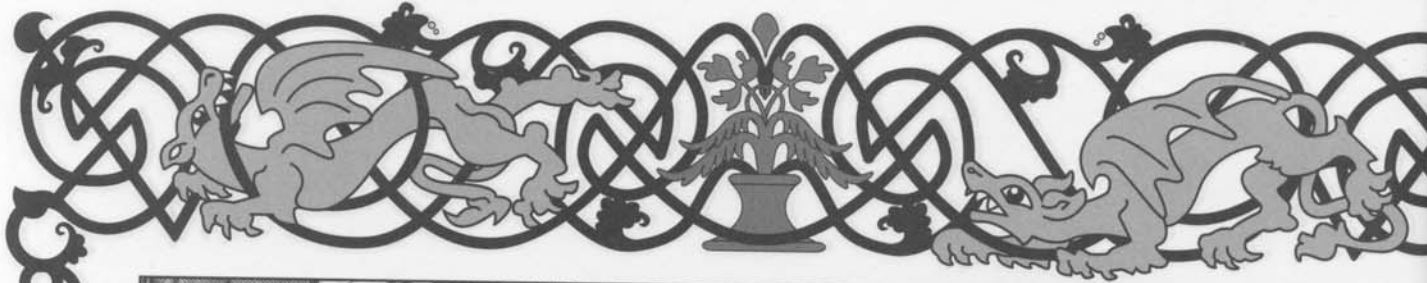
- **Ruinlord Casildar of Xvim** (LE male half-elf P9 of Xvim): Second-in-command of the Heart of the Hand and Tor Blackflame in Zhentil Keep, Casildar has long worked for Fzoul and has slightly more political power now due to his Zhentarim status than as the second of Xana the Once-Martyred. He also gains some mercantile power by helping coordinate and control the caravan trade with associates.
- **Ruinlord Asdag** (LE male human P12 of Xvim): Fzoul's fat chief of internal security and head torturer in the Keep helps keep him informed of any interesting developments among either the clergy of Xvim, Lord Orgauth, and the other power-players fighting among the slowly restoring rubble of Zhentil Keep.
- **Thagdal** (LE male human M12): Sememmon's former apprentice and troubleshooter for Manshoon, Thagdal has carved a place among the powerful at Zhentil Keep. With a high-level power vacuum among wizards at the Keep, he hopes to become a Lord of the city as the leader of the Tower of Art, the city wizards' guild.
- **Ashemmi** (LE female elf M11): Sememmon's consort and former second-in-command, Ashemmi has lost some political ground to Dhamir Ercaln, the Cyricist leader, and Lord Aumraven. The beautiful gold elf has begun trying to convince Dag Zoreth to overthrow his superior so she can regain her position without weakening Sememmon's by striking at the Cyricist forces of Darkhold. As for Aumraven, she learns as much as she can from him while she merely needs to wait for him to die of old age, his *potions of longevity* now failing him.
- **The Pereghost** (LE male human F12; Str 18(05), Con 17): The fallen paladin and commander of the military forces at Darkhold, the Pereghost retains a high (though notably third-in-command) status which he shares with the Cyricist high priest. While he still hates Ashemmi as a rival for control of Darkhold, he prefers her to the cold, uncaring, conniving priest.
- **Watchful Skull Dhamir Ercaln** (CE male human P16 of Cyric): This high priest of Cyric led the second Banedearth to Darkhold's parapets and cleansed the site of all heretical priests who did not worship the Dark Sun. Of late, Dhamir's star has risen at Darkhold, since Sememmon offers him greater powers than previously allowed to him among the Zhentarim. Whether he becomes only second-in-command or equal in power to Sememmon, Dhamir plans on expanding his influence within the Amnian sects of Cyric and using them to expand his power base at Darkhold and in the Network. While it is still a low priority for him, this priest has begun planning for a holy war between the rising powers to the east (Xvim, Mulhorandi) and Cyric's church, and he wants to head that evil crusade.
- **Strifeleader Dag Zoreth** (NE male human P10 of Cyric): Assistant to Malchior (the aide to Watchful Skull Ercaln) and commander of the battle-trained strifeleaders of Cyric, Dag Zoreth has many powerful connections both within the Church of Cyric and the Zhentarim. He has a personal relationship with Ashemmi, former second of Darkhold, though this works against him as much as it does for him. He piously worships Cyric, and wants to help lead the crusade against both the Xvimlar in the east and all other faiths.
- **Asbarode/"Nith"** (N female half-elf T13): The head of one of the Zhentarim's largest spy and thief networks, her loyalty to Ashemmi is unquestionable. She and her band of rogues wander as a traveling circus, during which time she goes by the name Nith the Entertainer.

### Raw Recruits

These might not be the lowest-level Zhent characters that PCs could meet, but they are the lower echelons of power among those discussed above.

- **Verblen** (LE male human F9): The chief "acquisitions agent" (slaver) for Lord Marsh Belwintle is active nearly anywhere the Zhentarim are, though he's more apt to be found in the south collecting slaves.
- **"The Three"** (all LE male human T7): These are Mairhe, Sahbonn, and Itlur, Sememmon's chief assassins.
- **Yarkul** (CN female human M9): Ashemmi's best pupil, though the raven-haired beauty claims to have been an apprentice of Khelben Arunsun. She yet hopes to become Sememmon's mistress and his second over Darkhold, though more than a few recognize her ambition and guard against her.
- **Sashen** (LE male human M8): The close-mouthed "bookworm" mage sees the Zhentarim as a source of rare tomes and research on ancient times. He is the juniormost of Ashemmi's apprentices, with few ambitions. He prefers being out among the dungeons of Faerûn with his bodyguards seeking ancient knowledge.
- **Kadorr** (N male half-elf M9): Ashemmi's star pupil both due to his ability and his ruthlessness, he loves Ashemmi and is insanely jealous of the attentions of both Dag Zoreth and Sememmon. Many ignore this tall, reedy mage as a teacher's pet, to their future regret—Kadorr forgives no slight.
- **Riviar Darkwind** (LE female human F7): Second-in-command of Darkhold's military and the direct leader of the elite Storm Watch forces, she finds herself attracted to Dag Zoreth, the commander of the Cyricist battle priests recently added to her Storm Watch, and wants to see him gain ascendancy over the hated wizards (including Sememmon, if truth be told).
- **Angus Materi** (LE male human F8): Captain of the Outriders cavalry, Angus is among the most easily met of the lower-level Zhentarim lords; he constantly rides the







lands around Darkhold. He also is easily goaded by an intense hatred of King Azoun IV of Cormyr. He attacks all Purple Dragons he finds.

- Nimos Palantor (NE male human F7): Captain of the Grey Feather archers at Darkhold.
- Otto Otturka (LE male human F5): Darkhold's obese quartermaster and captain of its militia.
- Imir Castdie (CE hill giant): The "giant king" commands the hill giants and humanoid forces allied with Darkhold, but quartered in the hills around them. He answers to and respects the Pereghost but would like to command Darkhold as his own.
- Miraun (NE male human Enc13; Int 16, Cha 16): The charming "diplomat at large" for Zhentil Keep is responsible for communicating the official Zhentarim view to various heads of state. He now sees his position falling due to the rise of Fzoul, who dislikes him thoroughly, though his capabilities keep him safe. He wonders why Manshoun puts up with Fzoul and thinks about working more with Darkhold.
- Eregul the Freestave (NE male human M14): An independent ally of Manshoun, he joined the Zhentarim to gain power and bided his time looking for a way into the Inner Circle. He plans to replace Thagdal in his position at the Tower of Art and gain his seat on the Council of Lords at the Keep, though he dislikes the always-smiling Orgauth immensely. However, given some apparent strife between the Keep and Darkhold, Eregul's eyes look west and find the wizards of Darkhold in need of stronger leadership.
- Hatemaster and Captain Cvaal Daoran (NE male human Cru8): This Crusader of Xvim is the commander of the Brothers of the Black Fist, an elite new force within the Citadel of the Raven that answers directly to Lady Alicia. Cvaal would love to make the alliance more personal but has been rejected emphatically.

## Methods and Activities

How does the Zhentarim do what it does? What does it do? Many folk speak of the Black Network but they have no understanding of how the group operates or what the members truly do. They simply believe the Harper and Dalelands propaganda and assume the Zhents are all blackhearted villains skulking about in the night. While a fair share of folk like that exist within the power structure, the Zhentarim operates in far different methods than many expect or assume.

The bulk of the Zhentarim's wealth comes from the group's control of trade caravans and shipping companies. Most of the low-end Zhentarim members that folk meet are ruthless businesspeople who use the Network to make greater profits both by strong-arming competitors or providing illegal goods (slaves, certain drugs, weapons, poisons, and contraband such as smoke powder). All trade under the Zhentarim's auspices

has magical protection via standard wizard or priest guards in all caravan guard contingents. Such troops allow the Zhent goods to arrive on time (or at least ahead of all others) to undercut competition by availability and lowered prices (if necessary). Zhentarim caravan guards can, under orders from a ranking wizard or priest, attack and ransack other caravans for their goods (or at least prevent them from reaching their customers). In addition, murder, arson, and other acts of destruction are not uncommon tactics to use on someone who has interfered with a Zhent business.

Other avenues used by the Zhentarim to gain and keep power are similar terror tactics on helpless villages and remote homesteads. Many heroes begin their careers by standing up to the Zhentarim merchants and thugs who come along to steal a local farmer's crops or burn down his barn so he cannot ship his own goods to market. Like so many bullies, the Zhentarim often abuses its power simply because it can. The group holds small villages hostage, refusing to deliver needed goods unless provided for to excess. Examples include free room and board and other sundries at the local tavern before the Zhents allow the shipment of flour needed to keep the town from starving. This used to be more frequent among the Dalelands until such heroes as the Knights of Myth Drannor deterred such practices, though there are many areas of the western Heartlands not so well defended.


A third and more insidious method of placing Zhentarim forces in control of an area is to have a Zhent wizard conjure up or agitate the local monster populations, forcing a crisis situation on unfortified homes and villages. After a few days of monstrous attacks, the unidentified Zhentarim mage and his faithful retinue of soldiers arrive to help defend the innocents from the monsters. Once they have established a camp, Zhentarim forces are notoriously hard to uproot, especially once they have allied with at least one local merchant or leader to whom money talks, giving them the veneer of being invited to stay to aid the village.

Wizards and priests alike have joined the group in hopes of increasing their personal power. The primary way they gain is in access to a library of spells open to all Zhentarim members who prove their loyalty. They also acquire some immediate political power, if they are the enforcers of a caravan or the commander of a garrison. It also helps them gain access to an information network that they might otherwise have to spend their own resources and time to build and maintain. Finally, it provides them some small bits of mercantile control, those profits make their spellcraft research or temple-building that much easier.

The Zhentarim use other tactics and methods, but these are the most common. Their trade runs equal those of most other trading costers, and folk tend to buy from the Zhents when in dire need of goods, despite any misgivings.

Amn now finds itself in a desperate situation, since it can request mercenaries and weapons to aid the war effort from





Darkhold, even though it wants to remain friendly with the Lords' Alliance and should not deal with the Zhents. However, some mounting rumors that the Cyricists of Darkhold may throw in with the monsters could be the straw that breaks the back of Amn altogether. These win-win ethical tangles wherein the Zhentarim plays both sides of the fence have placed it among the most powerful groups in the Realms today.

### **Zhentarim Abilities**

Unlike priesthoods or the Harpers with their divine patrons, Zhentarim members have never gained additional magical powers or abilities due to their status among their fellows. The only abilities and powers that folk gain within the Black Network are political power, if sent to a Zhent-controlled area, or social power, for the mark of the Zhentarim does influence folks greatly (though rarely in positive ways).

### **Resources**

The Zhentarim has access to a nearly unlimited supply of resources of all kinds. The group has numerous smithies for their own weapons and also buys weapons from others. Money is easily attainable for those at particular levels of the Network. Political influence and power rest a blackmail threat away. The weapons and resources used by a Zhentarim agent depend on where in the structure the agent is.

Mercenary soldiers are rarely Zhentarim, though the Zhents can outfit them, and they tend to wear chainmail and wield longswords and shields.

Zhentarim wizards rarely appear without at least one offensive and one defensive magic item. They usually carry a wand of some kind and *bracers of defense* or *rings* or *cloaks of protection*. While their arsenals increase as they rise in levels, they also tend to travel with students or assistants. Any additional items are spread among them. Only at 9th level and above do Zhent wizards begin carrying powerful staves and artifacts.

Zhentarim priests of either Cyric or Xvim can be easily told apart from the typical priests of either ethos—they are those most expensively dressed, their armor and weapons always high quality (if not specially made).

### **Areas of Operation**

The Zhentarim's influence spans the areas known as the Heartlands, though its shadow falls on nearly every area of Faerûn. As it has been for more than a decade, the Zhentarim's

influence spreads in tentacles across Anauroch and the Moonsea, parts of the Dales and Sembia, and the southern Savage Frontier from Llorch to Iriaebor. It also controls seagoing trade routes that skirt the western coasts and lead into the Vilhon Reach, to portages that link them with the Lake of Steam at Innarliith. However, in that span of territory, it is hard to find a Zhentarim agent when looking for one without some direction on their practices.

Most Zhentarim agents prefer urban centers and fortified sites over the wilderness (unless of course there's money and treasure to be had, and that's a job for the lesser minions of a Zhentarim agent).

Hundreds of cities and towns and villages across Faerûn contain (or are controlled by) Zhentarim agents or sympathizers. Like the Cult of the Dragon and the Harpers, many individual cells operate with some autonomy on a local level, though most report to another higher-level agent who takes credit for their successes and makes them scapegoats for problems.

With the rise of influence of the churches of Cyric and Xvim among the Zhents, many Zhent encampments and centers of influence within a city focus on the temples to these dark gods. Thus, folk confuse the separate forces of those churches with the Zhentarim. (Of course, if Fzoul's plans for them remain unaltered, the Zhentarim will soon be nothing more than a secular extension of Xvim's clergy.) By using the power of the churches, the Zhentarim easily could expand into places where it has never held power. By uniting with one or the other faction of Cyricists in Amn, the Zhents of Darkhold could potentially save Amn from an army of monsters or join the invading creatures and help said monsters resist attempts to uproot them. With either option, opportunities for expansion of the Zhentarim in Amn exist—all Sememmon needs to do is abandon his preoccupation with Fzoul and his Zhents.

**Central Power Base:** Currently, the Zhents operate from four power bases: Darkhold, the Citadel of the Raven, Zhentil Keep, and Mulmaster. Which one counts as the central power base depends on whom you ask. Darkhold remains Sememmon's power base and the hub of the western, non-Fzoul Zhentarim activity. The Citadel of the Raven still dominates the power structure in the east, from which Fzoul manipulates both the Church of Xvim and the Zhentarim lords he secretly established. In most folks' eyes (save those who follow Darkhold), the Citadel remains the center of power for the Black Network.



### Zhentarim Presence/Control

- **Controlled/Ruled Sites:** Citadel of the Raven, Zhentil Keep, Mulmaster, Darkhold, Llorkh, Hardbuckler, Lundeth, Snowmantle, Teshwave, Yulash, Voonlar, Archenbridge, Blackfeather Bridge.

Sites ruled by the Zhentarim have a garrison of at least forty mercenary troops (Zhentilar or others; can be as high as one thousand troops), one officer per garrison (Zhentilar or Ravenar of 1d4+2 levels), and at least one wizard (1d8 levels) of the Black Network per twenty troops. Depending on the site's location, one or two priests of Cyric or Iyachtu Xvim (1d6 levels) can contribute to the Zhent cause, especially if their control is centered on a temple site within the city. Zhent control also means there are fortified areas within the site or town from which they can command and control positions on the site.

- **Zhentarim Presence/Influence:** Waterdeep, Leilon, Luskan, Neverwinter, Mirabar, Longsaddle, Triboar, Yartar, Westbridge, Dekanter, Loudwater, Secomber, Dragonspear Castle, Yarthrain, Triel, Soubar, Boareskyl Bridge, Berdusk, Iriaebor, Asbravn, Hluthvar, Corm Orp, Hill's Edge, Easting, Priapurl, Proskur, Ilipur, Pros, Skull Crag, Marsember, Tilverton, Highmoon, Shadowdale, Urmlaspyr, Saerloon, Selgaunt, Tulbegh, Yhaunn, Ordulin, various Zhent-owned estates in Sembia, Reth.

Sites with a Zhentarim presence or influence (whether political or economic) have about 1d8 mercenaries on hand as bodyguards and enforcers for the primary Zhent presence. That person often is either a merchant of some means, a wizard (1d6+3 levels) or a priest of Cyric or Iyachtu Xvim (1d6+2 levels), but always a member of the Network. Many times, the wizard or priest is a merchant as well. These presences mean the Zhents are covertly in the town or city, their holdings only some rented rooms or temporary shelters in the wilderness.

### Allies and Enemies

Nearly all power groups and notable individuals count themselves enemies of the Zhentarim. However, with the secret shifts in power inevitably revealed, the Blades, Hawks, and Cloaks of Mulmaster all line up as allies of the Black Network through their leaders. Curiously enough, many rumors speak of the Blackstaff of Waterdeep in secret alliances with the Zhentarim, but most dismiss as yet more idle slander against a famed wizard.

Oddly enough, the current situation suggests that Darkhold and its holdings stand as enemies of the eastern Zhentarim. The forces arrayed there are building in size, and they plan

for a battle to control the Zhentarim trade routes and power. Fzoul summarily dismisses the western holdings and the saber rattling of Sememmon as beneath his notice. Still, the conscripts and new converts to Cyric continue to rise at Darkhold in anticipation of a conflict with someone. Hillsfar (thanks to the self-interested Sembians) resisted Fzoul's recent overtures and are now counted among the priest's, and therefore the Zhentarim's, foes.

### Status Quo

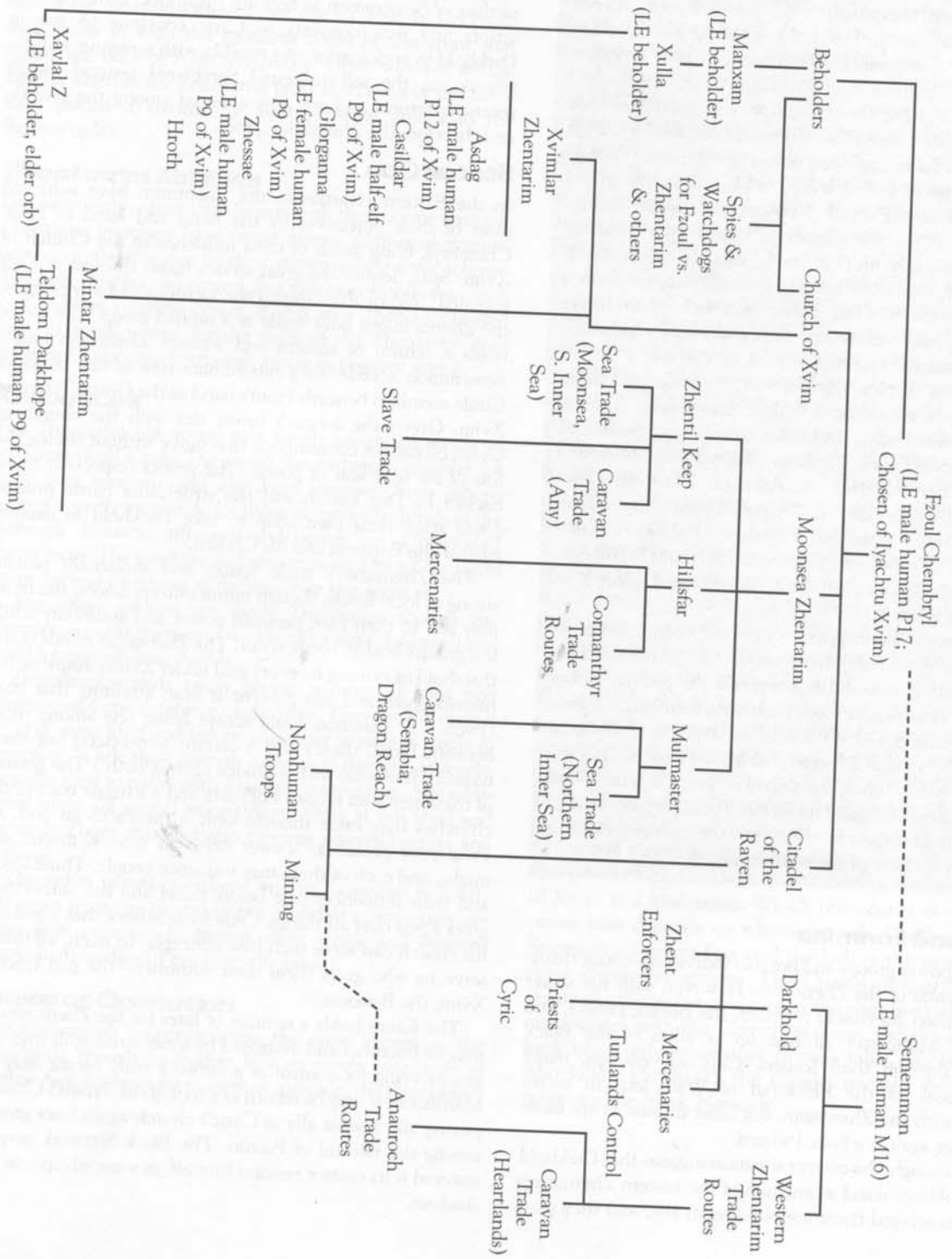
In the Eastern Heartlands, the Zhentarim have achieved most of their objectives by the hand and mind of Fzoul Chembryl, tying much of their influence to the Church of Xvim. Still, despite the great strides taken (though not yet revealed), old rivalries soured the victories and any progress the Zhents might have made as a unified group. The future holds a schism of eastern and western Zhentarim unless Sememmon accedes to a subordinate role as one of Inner Circle members beneath Fzoul's hand as the Grand Tyrant of Xvim. Given the former's heavy ties with the church of Cyric, he cannot contemplate that move without risking the loss of his own seat of power. The priests (especially those backed by Dag Zoreth and the strifeleader battle priests) could stage their own coup to take Darkhold in defense against the Baneson and his Chosen.

The Zhentarim's trade routes and influences remain strong at local levels, though minor officers among the ranks may add to their own personal power and autonomy while the group's leaders battle it out. The Zhentarim stands at the threshold of gaining its every goal under Xvim's auspices, but human greed and ego prevent it from attaining that goal. (Even if Sememmon could accept being one among those beneath Fzoul, there's still a certain someone(s) out there named Manshooon with a grudge against both.) The present of the Zhentarim is one of détente and a struggle born of the churches they once thought only a means to an end. As Fzoul now preaches, "Power exists in money, magic, and might, and each of them may influence people. Those forces and their influences pale before belief and the authority it gives a god over all things. Only fools believe that a god and his church can serve such base concepts. In truth, all things serve he who gives them their authority—the god Iyachtu Xvim, the Baneson!"

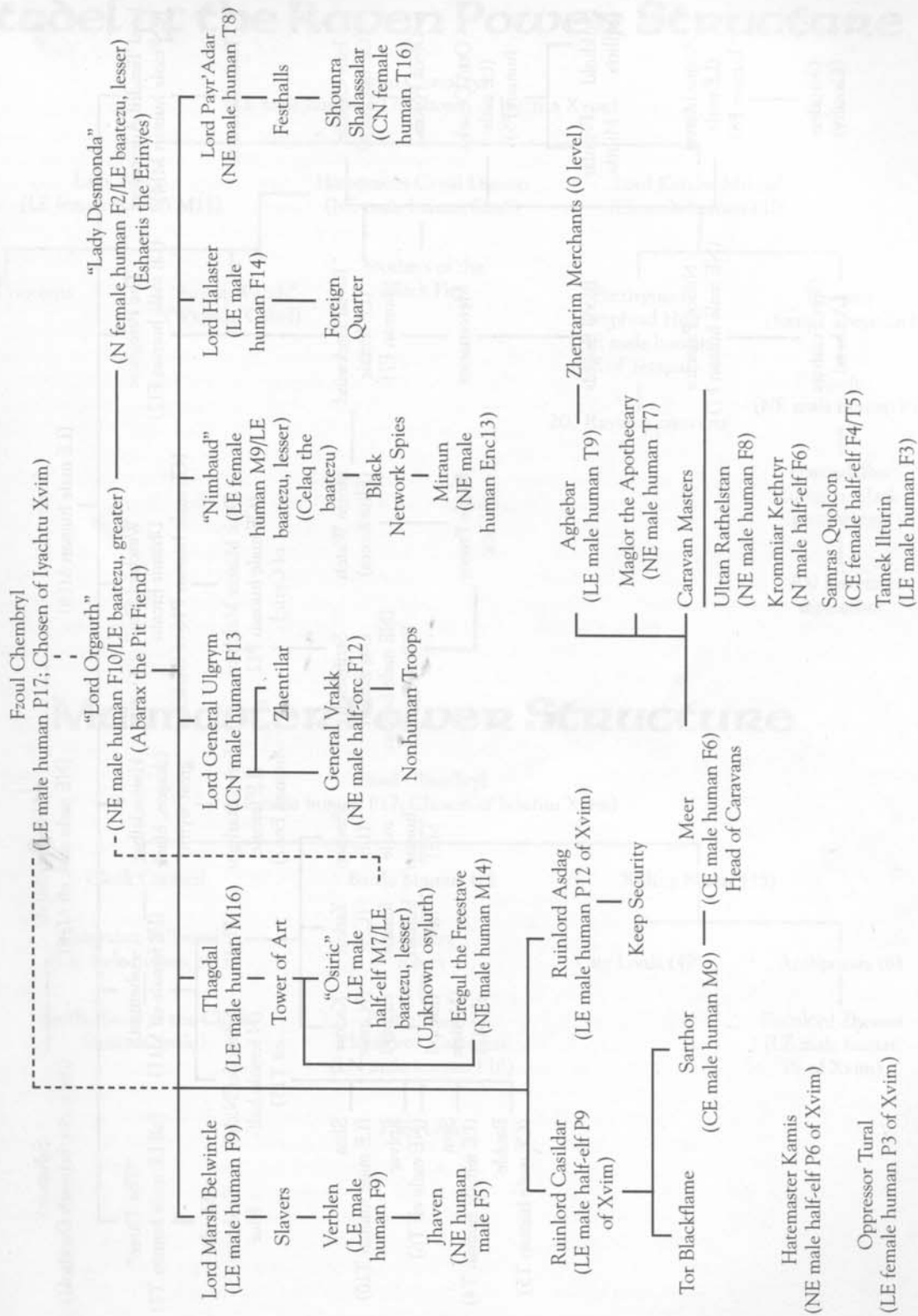
The future holds a number of fates for the Zhentarim. It may be fractured and destroyed by inner strife, split into two groups vying for control of a network truly meant only for Manshooon. It may be reborn as a tool of the Tyrant's Church, pitting ally against ally as Cyric's church again loses ground among the faithful of Faerûn. The Black Network may be restored if its creator restores himself, as some whisper in the shadows.



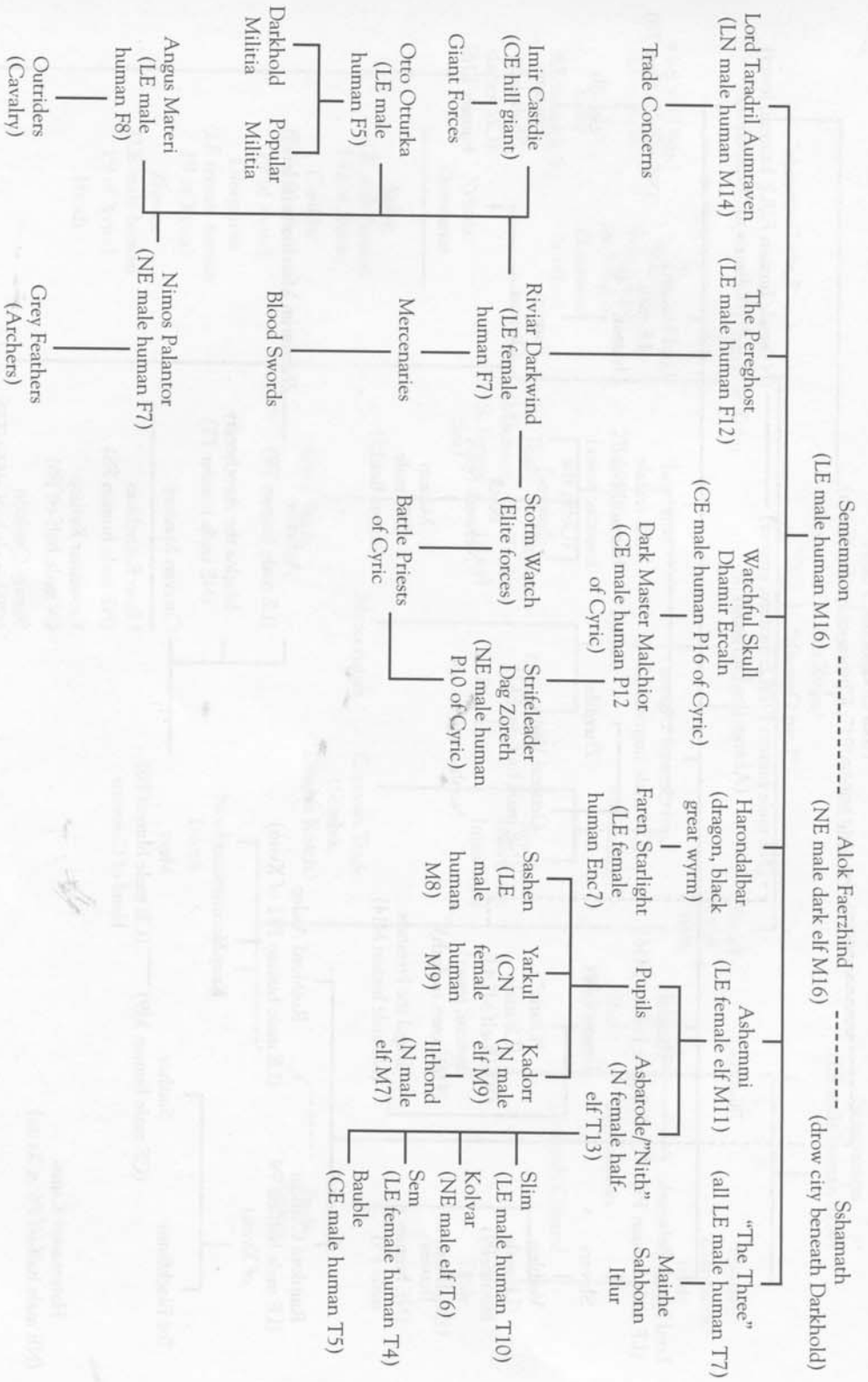
# Zhentarim Controls & Services



# Zhentil Keep Power Structure

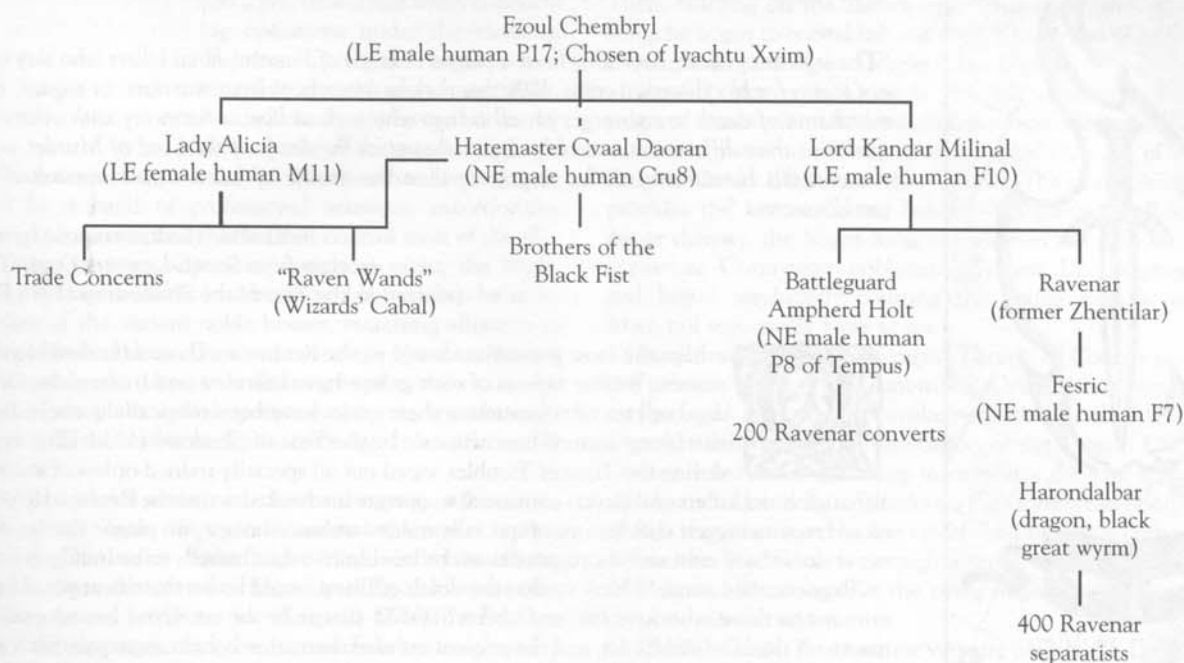


# Darkhold Power Structure

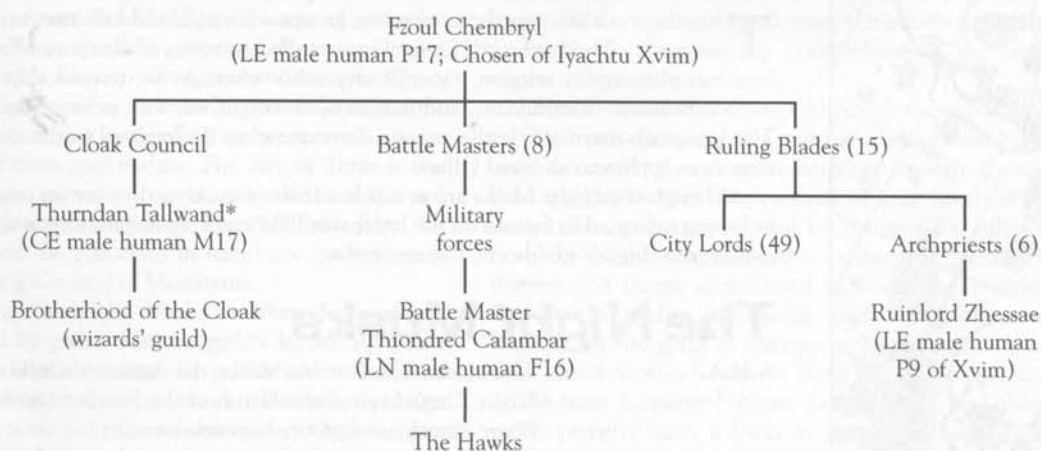




## Citadel of the Raven Power Structure



## Mulmaster Power Structure





# The Assassins

*"The legions of Bhaal have long been a plague in lands of Faerûn, hired killers who slay without mercy for blood-soaked coins. Whether they be wizards, priests, warriors, or rogues, these merchants of death are scourges on all beings who seek to live in harmony with others and work out their differences amicably. I fear that even the death of the Lord of Murder would not end this bloodthirsty trade, any more than the demise of Leira would unmask all the world's secrets."*

—Khollas Tandrymson of Myratma,  
excerpts from *Secrets Learnt at Dagger Point*  
(written in the Year of the Shadowtop (1314 DR))

**P**erhaps the most pervasive scourge in the Realms are those who shed blood for money. To date reports of such groups have been few and incomplete, for the dead tell no tales (assuming their spirits have been magically quenched) and the living cannot bear witness. In the Year of Shadows (1358 DR), events during the Time of Troubles wiped out all specially trained orders of assassins, although hired killers and slayers continued to operate unchecked across the Realms. However, recent reports suggest that legions of specially trained assassins once again plague Faerûn, since never does there exist any shortage of rivals to be eliminated or hatreds to be indulged.

To quote the Laeral, "Think ye that the death of Bhaal would lessen the threat posed by his minions to those who love life and liberty? Would that it be so, but Cyric has adopted the mantle of the Lord of Murder, and the ancient art of assassination continues to pour forth a sea of blood. As the murder of King Zoar of Evermeet and the recent attempt on the life of King Azoun IV of Cormyr so sadly illustrated, those who kill or pay others to do so can sway the fates of many, and such power both tantalizes and corrupts."

## Chronicler's Note

**T**his chapter examines those secretive groups who stalk and kill innocents to serve their own ends. Those who kill for money are called assassins, while those who slay for reasons based in philosophy, religion, race, or any other ideology are termed slayers. Both groups include humans, demihumans, and monsters, as well as warriors, priests, wizards, and rogues. The last group may include the assassin character class if permitted in the campaign, but the term here applies to all hired killers.

Although the Night Masks are as much a thieves' guild as they are an assassins' guild, the following information focuses on the latter role. DM's seeking inspiration on the former should consult the thieves' guilds in Chapter Seven.

## The Night Masks

A.K.A.

The Masks, The Domino Masks, the Assassins' Guild of Westgate, the Night King's Legion, the Hands of the Faceless (no longer used), the Shore Patrol (rival group, later subsumed).

Group Mark:

Domino mask (a black cloth mask shaped to cover the eyes and nose, cut with two eyeholes). The Night Masks make no secret of their existence, and their symbol is marked on shops to indicate protection, left in homes or businesses as a warning to those they would coerce into courses of action, or dropped as a token at the scene of crimes. Those who betray the Night Masks and do not immediately flee beyond the group's reach are inevitably discovered dead, with a domino mask shoved in their mouth.





**Group Colors/Livery:** The Night Masks regard the color black as both a symbol of the group and a practical shade when conducting operations under the cloak of darkness. The guild eschews any formal livery, although long, black, hooded cloaks are favored attire by the majority of the membership.

For seventeen years, the city of Westgate has been secretly ruled by a band of professional assassins, extortionists, coercers, enforcers, and thieves that control most of the illegal doings in town. Operating largely at night, the Night Masks' members are for hire by all and believed to be independent of the various noble houses, switching alliances as their purses lead them. On many mornings, blood and bodies are found in the streets, or floating in the harbor, as the Night Masks clash with desperate merchants, armed travelers, or with the well-armed private bodyguards of the noble families.

Despite several attempts to destroy the group, it has never been absent from Westgate's underworld since it was founded. The leader of the Night Masks calls himself the Faceless, since that was the title adopted by at least the first two anonymous beings to rule the guild. (The first Faceless was a doppelganger, and the second Faceless employed a mask stolen from the temple of Leira that cloaked his visage.)

## Goals

Since its inception, the Night Masks has sought to bring Westgate and all of the Dragon Coast under its thumb, with varying degrees of success and despite a series of setbacks. The guild intends to expand its grasp into the other Dragon Coast cities: Sembia, Cormyr, the Caravan Cities, the Shining Plains, and Erlkazar. For now the Night Masks must content itself with basing a handful of agents in each of the aforementioned cities and realms. The city of Teziir is the Night Masks' most immediate target, since the local thieves' guild, the Astorians, has already been infiltrated by the Night Masks, and the Astorians in turn have made inroads into Teziir's ruling Council of Merchants.

The rank-and-file Night Masks members have always been motivated by greed, but the guild's leadership traditionally couples a strong hunger for profits with a desire for political power beyond the amount needed merely to ensure that their illicit activities proceed unimpeded. Over the past two years, the newly reconstituted Night Masks has undergone a subtle realignment in priorities, with a far-ranging campaign of political assassinations taking precedence over the traditional emphasis on theft.

**Orlak II's Goals:** Also known as the Night King, this vampire seeks to transform the Night Masks into a political instrument of terror through which he can extend his rule over the Dragon Coast and the surrounding region. Like his

vampiric "ancestor" whose name he adopted, Orlak II seeks to restore the monarchy of Westgate with himself as king. Then, building on the ambitions of Myntharan the Magus King, he hopes to reestablish the short-lived realm of Mynth encompassing the entire Dragon Coast region.

Toward these ends, Orlak II patiently conducts a campaign of assassination and intimidation to undermine rival centers of power in Westgate and the other cities of the Dragon Coast. Cognizant that Thistle Thalavar's lineage provides the last remaining link to Westgate's Eorn/Lorndessar dynasty, the Night King has adopted the guise of an expatriate Cormyrean nobleman, Tystarn Dauntinghorn, and begun assiduously courting the young noblewoman when not supposedly away at sea.

Finally, aware that the Dragon Throne of Cormyr poses the greatest threat to his ambitions, Orlak II has begun a two-pronged campaign to weaken the danger that House Obarskyr will oppose the unification of the Dragon Coast. On one hand the Night King manipulates the Fire Knives into launching a series of attacks on the Cormyrean nobility, and on the other hand he has established tentative contacts within the War Wizards through a series of intermediaries, offering an alliance against the rising might of the Xvimist theocracy in the region.

**Dahlia's Goals:** As a servitor vampire of Orlak II, Dahlia's goals largely match those of her master. Nevertheless, she harbors her own secret ambitions that Orlak II has yet to unravel wholly. The nobles of House Vhammos have long sought the throne of Westgate for its patriarch, and Dahlia is no exception. In her case, however, she works toward the coronation of Orlak II as king with herself as queen. As a result, Dahlia attempts to sabotage the efforts of Orlak II to make Thistle Thalavar his bride whenever she feels her efforts will go undetected.

**Objectives and Objections:** Although the potential exists for different cells within the guild to work at cross-purposes, communication functions sufficiently smooth throughout the organization that the potential for such conflicts is minimized. The greatest potential for intraguild conflict stems from the Night King's efforts to reshape the guild. Many thieves and thugs, accustomed to occupying positions of importance within the guild, resent the restructuring imposed on the guild to redirect its focus toward assassination. Members who hold such views do not see assassination as the most lucrative business for the guild, and they correctly perceive such a focus as unsustainable in the long term, given the size of the guild and the impact the recent spate of assassinations had on trade in the western Inner Sea region. Such grievances have also given rise to a great deal of discontent among the middle levels of leadership in the guild. Many commanders aspired to the rank of Night Master before the fall of Victor Dhostar, and some grumbling is directed now at the new crop of Night Masters, all of whom were brought in from outside the guild by the "new Faceless."





## History and Motivations

In its present incarnation, the group traces its existence back to two threads in the tapestry of Westgate's history, one involving the role of the Night King and the other involving the guild itself.

The first thread begins almost 1,700 years ago, in the Year of Foul Awakenings (-286 DR). During the course of a single night, a powerful warrior named Orlak and a small army of elite mercenaries emerged from the catacombs of Westgate and overwhelmed the fledgling city's defenders. By morning's light, King Thorndaer of the Golden Helm and his entire family were dead, and Orlak the Night King ruled over the oldest port in the western Inner Sea region. Until the end of his reign, the Night King held court only after the sun had set, was never seen during daylight hours, and always kept his entire face (except his eyes) shrouded with a black-and-white-hatched porcelain mask, leading many to suspect (correctly) that the long-lived monarch of Westgate was a vampire.

In the Year of the Blooded Sunsets (-137 DR), King Orlak was finally overthrown by a company of paladins from the Vilhon Reach in service to the Morninglord, and Dawnknight Gen Soleilon was crowned king of Westgate. Unbeknownst to the general populace, Westgate's deepest catacombs remained home to at least a dozen vampires created by their former monarch prior to his destruction. The undead "children" of Orlak warred among themselves for nearly a year before a new Night King was chosen to rule Westgate's underworld, establishing a precedent for succession that continues today. Any vampire that slays the Night King may claim the bloody chalice known as the *Argraal of Orlak*, the twin-bladed dagger known as the *Flying Fangs of the Night King*, and the title.

On those rare occasions when the Night King does not die from a duel with a rival vampire (such as succumbing to heroic adventurers or being destroyed by sunlight), all of the original Orlak's remaining children work in concert until the regalia of the Night King are recovered. Then they war among themselves for the title (a feat most commonly achieved by killing all potential rivals and then creating a new group of servitor vampires).

The second-to-last Night King of the modern era reigned until the Year of the Tankard (1370 DR), but the seeds of his destruction were sown in the Year of the Bloodbird (1346 DR), when he chanced upon a *stasis clone* of Manshoon of the Zhentarim hidden in the catacombs of Westgate. Wholly unaware of its true identity, the vampire lord drained the clone, transforming it into a servitor vampire but not ending the magical stasis. Hoping to keep his new minion in reserve, the Night King hid the *stasis clone* in his secret lair, where it lay for over two decades. Although Manshoon searched for his lost clone, the Lord of the Zhentarim never discovered its fate, concluding that it was one of many *stasis clones* destroyed by his enemies.

The second chain of events began in the Year of the Arch (1353 DR). A guild of assassins, enforcers, and thieves began operations in Westgate, led by a doppelganger mage known as the Faceless and a handful of merchants who took to calling themselves the Night Masters. The guild quickly came to control most of the illegal doings in town, although the Shore Patrol, a loose confederation of street gangs, thieves, thugs, and outcasts of all sorts, resisted assimilation.

In the Year of the Prince (1357 DR), during the months of Flamerule, Eleasias, and Eleint, the Night Masks battled the Shore Patrol for control of Westgate's criminal underworld. Adventurers, hired by the city's merchant nobility as bounty hunters, thwarted a plot by the ruling Night Masters to transform Westgate into a theocracy of Mask, the Shadowlord.

In the Year of Maidens (1361 DR), Victor Dhostar, son of Croamarkh (the leader of the city's merchants and a mayor-like figure) Luer Dhostar, and one of the Night Masters, became "the Faceless" after secretly killing his predecessor and seizing a *helm of disguise* that had been looted from the temple of Leira after the Time of Troubles. As the new Faceless, Victor rebuilt the Night Masks, eventually subsuming the Shore Patrol into his organization.

In the Year of the Banner (1368 DR), Alias of the Magic Arm and the saurial paladin known as Dragonbait returned to Westgate in the month of Mirtul on a visit to Mintassan the Sage, and they were subsequently hired by the croamarkh to curtail the activities of the Night Masks. As their investigation progressed, Victor Dhostar secretly murdered his father, framed the dead man as "the Faceless," and unleashed a group of iron golems on the merchant nobility at the annual Regatta Masquerade ball.

After the ensuing massacre, the Dhostar scion was elected Interim Croamarkh to complete his father's term of office by the newly elevated (surviving) heads of the merchant houses, who were unaware of Victor's treachery. The two adventurers and a handful of Harper allies eventually unmasked the Faceless and severely disrupted the operations of the Night Masks. Victor was slain shortly after proclaiming himself king of Westgate, and the late King Verovan's treasure was briefly found before being lost again for good. Durgar the Just of Tyr, a priest, judge, and head of the city watch of Westgate, was elected Interim Croamarkh, and the Night Masks began to fragment into rival bands of rogues.

The Night Masks might well have continued its slow dissolution, if not for the start of the Manshoon Wars in the month of Ches in the Year of the Tankard (1370 DR). Freed from his stasis, Manshoon's vampire clone found himself unfettered by the compulsions and limitations of the *stasis clone* effect that forces the Manshoon clones into haphazard conflict with each other. Drawing on his facility with spellcraft, the Westgate clone ambushed his unsuspecting master and prevailed in the ensuing confrontation. His ambitions subtly shaped by the items of magic he seized, the newly



crowned Night King, who took the name Orlak II, then set about consolidating Westgate's underworld.

By the month of Eleint, Orlak II was firmly ensconced as the ruler of Westgate's underworld, and the court of vampires created by the previous Night King was no more. Orlak II then created his own court of servitor vampires and extended his influence into the city itself. The leadership vacuum at the head of the Night Masks provided the perfect vehicle for the new Night King's ambitions, and the court of vampires had little difficulty in establishing Orlak II as the leader of the guild.

### Organization

Since its founding, the Night Masks has been organized along strict hierarchical lines, with an anonymous guildmaster presiding over an inner council of Night Masters and each Night Master administering a subset of guild activities. Most Night Masks are thieves, but the membership also includes fighters, priests, wizards, and even specially trained assassins. Levels typically range from 1st to 10th, with higher-level beings available only for the most dangerous jobs. The strength of the temples of Loviatar, Mask, and Talona reflects the guild's current numbers and influence; the Night Masks are currently thought to number almost two thousand strong.

Under the original Faceless, responsibilities for different guild concerns were assigned to individual Night Masters who composed a ruling council, with all responsibilities divided into internal security, smuggling, accounting, recruiting, and external security. Victor Dhostar, the second Faceless, instituted a structure with three general managers—Enforcement, Finance, and Noble Relations—and seven regional managers—External Revenue, Harborside, Thunnside, Gateside, Parkside, Central, and Outside.


Under Orlak II, each of the four senior Night Masters (the dukes of the Night King's court) is served by five commanders. For now, both junior Night Masters (the counts of the Night King's court) serve as adjutants to the senior Night Masters. However, as the guild's membership rolls grow and as the Night King fills out his court, Orlak II expects to formally insert the junior Night Masters in the chain of command between the commanders and the senior Night Masters. Each commander oversees five lieutenants, and each lieutenant commands four cells of five men each, one of whom serves as squad leader for the cell. As all communication between cells must go through the chain of command, either directly or through encrypted messages carried by runners, the bulk of the membership knows only what four of their fellow Night Masks are up to. In this fashion, if one Night Mask is caught, only the cell that he knows risks exposure.

## Orlak II, The Night King of Westgate

While Manshooon has been detailed numerous times, Orlak II is actually an early—hence slightly less powerful—stasis clone hidden many years ago in the catacombs of Westgate. While in stasis, this particular Manshooon clone was discovered by chance and then drained by a vampire. Although the living Manshooon was aware of the loss of this particular clone, he was not aware that the clone was not destroyed but survived, still in stasis, as a vampire. The start of the Manshooon Wars released the vampire clone from the magical torpor, much like the other Manshooon clones, but his undead status had the inadvertent effect of circumventing the compulsions and limitations of the stasis clone effect that forces the Manshooon clones into haphazard conflict with each other. Upon emerging from stasis, this particular Manshooon clone quickly destroyed his decadent and ill-prepared master, the reigning Night King. After claiming the former master's regalia and assuming the title Orlak II the Night King, he set about eliminating his fellow servitor vampires, who were also freed by the death of the previous Night King, and creating a new court of vampires, answerable only to him.

The following statistics reflect the powers of Orlak II after engineering the death of his predecessor and claiming the regalia and title of the Night King. The prototypical Manshooon personality remains largely unchanged, but Orlak II is somewhat more prone to emotional outbursts, self-indulgence, whimsy, and gratuitous cruelty than the original Manshooon. The changes in favored spell selection and the varied roster of available magic items reflect the partial loss of the standard cache of items and spellbooks normally available to a Manshooon clone upon emerging from stasis and the addition of new resources plundered from Westgate's catacombs. Additional details on Manshooon, absent the changes undergone by this clone, may be found in the *Villains' Lorebook* (TSR #9552).

**Orlak II, male human vampire M18:** AC -3 (base AC 1, Dex 16, *cloak* +2); MV 12, fly 18 (C); hp 73; THAC0 11 or 7 (Str bonus, *Flying Fangs* +4) or 8 (Str bonus, *Maguscepter*); #AT 1; Dmg 1d6+4 (touch) or 2d4+4 (*Flying Fangs*) or 1d6+3 (*Maguscepter*); SA energy drain, summon lesser creatures; SD regenerates 3 hp/round, assume *gaseous form* at will, immune to *sleep*, *charm*, and *hold* spells, poisons, and paralysis, half damage from cold or electricity, *shape change* to form of large bat at will, *spider climb* at will, +1 or better weapon to hit, displacement (from the *cloak* he wears), +2 bonus to saving throws for attacks directed against him (*cloak*);



SW repelled by garlic, recoil from LG holy symbol or mirror, takes 1d6+1 points of damage from holy water, susceptible to direct sunlight, running water, or a wooden stake through the heart, cannot enter a home without invitation; SZ M (5' 11" tall); ML 14; Str 18/76, Dex 16, Con 15, Int 18, Wis 16, Cha 18AL CE.

**Special Equipment:** *Argraal of Orlak*, cloak of displacement, *Flying Fangs of the Night King*, the *Maguscepter*, ring of lore (in pocket), ring of spell turning, ring of wizardry (doubles 1st through 3rd-level spells).

**Spells Memorized** (10\*/10\*/10\*/5/5/3/3/2/1): 1st—*burning hands*, *cantrip*, *chill touch*, *color spray*, *detect magic*, *detect undead*, *enlarge*, *magic missile*, *protection from good*, *unseen servant*; 2nd—*alter self*, *blindness*, *darkness 15' radius*, *deafness*, *detect invisibility*, *fog cloud*, *knock*, *spectral hand*, *whispering wind*, *wizard lock*; 3rd—*dispel magic* (x2), *fireball*, *haste*, *hold person*, *hold undead*, *lightning bolt*, *nondetection*, *slow*, *tongues*; 4th—*dig*, *fire shield*, *magic mirror*, *stoneskin*, *wall of ice*; 5th—*advanced illusion*, *cloudkill*, *cone of cold*, *feeblemind*, *nightmare* (reverse of *dream*); 6th—*disintegrate*, *project image*, *true seeing*; 7th—*finger of death*, *phase door*, *teleport without error*; 8th—*polymorph any object*, *symbol*; 9th—*imprisonment*.

\*Includes doubling for ring of wizardry.

Orlak II has access to many rare and unique spells beyond those listed above, many of which were stolen from secret vaults beneath Westgate's old royal palace (now Castle Vhammos). His newly acquired collection of incantations includes a traveling spellbook of the original Manshoon as well as spells attributed to Saldrinar of the Seven Spells, Myntharan the Magus, Alzurth the Dozenking, Nessmara the Snake Queen, the Handweaver's apprentice Farnath Ilistar, and many others. Only rarely does the vampire mage memorize more than a single instance of a specific spell, since the *Maguscepter* permits him to cast spells multiple times.

In addition to his formidable powers as an archmage, the Night King has the inherent powers of a vampire as defined in the *MONSTROUS MANUAL*<sup>TM</sup> tome, albeit with some modifications that stem from his transformation while under the effects of a *stasis clone* spell and from the unique nature of the original Night King. All servitor vampires created by Orlak II also exhibit these unique traits, as do their own "descendants."

- Orlak II and his descendants can place servitor vampires (including all further descendant vampires) into a *temporal stasis*, as the 9th-level wizard spell, at will by physically touching them. While in *temporal stasis*, the vampire can be released only by the physical touch of the vampire who placed the servitor vampire into *stasis* or by spells such as *Phezult's reawakening* (reverse of *Phezult's sleep of ages*) or *temporal freedom* (reverse of *temporal stasis*).

- Orlak II and his descendants require both blood and life energy as sustenance. They must consume both blood from one victim (12 hit points worth) and one life energy level per 24 hours. For the Night King, such needs can be filled without ever leaving his crypt, thanks to the *Argraal* and the *Flying Fangs*. His servitor vampires, however, must actively hunt to fill their needs.

### **Argraal of Orlak**

The *Argraal of Orlak* is a great drinking goblet fashioned from polished dragon bone inlaid with dozens of tiny bloodstones. This bloodstained chalice makes up one piece of the regalia of the Night King, a title accorded only to a vampire descended—via the process of vampiric creation—from King Orlak I of Westgate, who fashioned both this cup and the *Flying Fangs of the Night King* early in his reign. The first Night King hewed the *Argraal* from a large chunk of bone recovered from the skeletal form of Kisonraathisar, the topaz dragon who ruled the region before the coming of Saldrinar of the Seven Spells. Orlak I then enspelled it with unholy necromantic incantations.

Similar to a *bowl of blood*, the *Argraal* magically fills with human blood once every 24 hours, upon by the mental command of whoever holds it, or of its own volition once every 4 rounds after being activated. While in the chalice, blood will not congeal, and it can be used as a material component, writing ink, stirge lure, or hurled at opponents to blind them temporarily in a fight. Unlike a *bowl of blood*, the *Argraal* does not vanish, no matter how often employed.

In the hands of a vampire, the blood created by this magical chalice mirrors the taste of any past victim desired, allowing the vampire to recapture and savor anew the lifeblood of previous prey. However, such consumption does not provide the life energy nourishment needed to sustain a vampire. That can only come if the vampire physically attacks a victim or feeds on the life energy provided by the *Flying Fangs of the Night King* (see below).

If fresh human blood (12 hit points worth) is poured into the *Argraal*, the magical chalice can transform the liquid into the necromantic equivalent of a *potion of healing*, albeit one effective only on corporeal undead. This transformative power can never affect blood from the same human being twice, even if that person has been *resurrected* or *wished* back to life, and it has no effect on blood magically created by the *Argraal* or some other magical device, such as a *bowl of blood*, or on blood drawn into the cup by the *Flying Fangs* (see below).

In addition, whoever holds the *Argraal* also indirectly controls the *Flying Fangs of the Night King*, as described below. The two items in combination provide additional benefits to the bearer. First, if the blood transformed into a necromantic healing draught is immediately stirred with





the *Flying Fangs*, it increases in effectiveness to that of a *potion of extra-healing*, albeit again only effective on corporeal undead. Second, when the *Flying Fangs* energy drain a victim, the lost life energy appears in the form of blood in the *Argraal*. Consuming blood drawn in this fashion is of no benefit to most creatures, but it does provide sufficient life energy nourishment for the vampire to survive indefinitely.

In addition, when the *Flying Fangs* first drain an energy level from a victim, a permanent magical link is established between the drinker of the *Argraal* and the victim of the animate dagger's attack. (There is no magical effect if a nonvampire consumes the blood.) The link enables the vampire to spy on the victim's thoughts whenever the vampire is in physical contact with the *Argraal*. The link does not terminate if the vampire is not in contact with the *Argraal*, but without the chalice the link is inactive. The vampire can glean only the thoughts of one linked victim at a time and only by conscious mental effort, precluding the concurrent exercise of magic items, spells, spell-like or innate abilities, or psionics. The victim must be within three miles of the vampire's location for this to work, but a larger separation does not sever the link, only making activation of the link impossible at that distance.

The link is not detectable or capable of being dispelled by magic or psionics except when the vampire is actively spying on the victim's thoughts. The link is a form of necromantic magic and not a charm, and hence is not detectable by spells such as *detect charm*. The link is considered to be created by a spellcaster with the same number of levels as the Hit Dice or level of the vampire with whom the victim is linked for purposes of determining the effectiveness of a *dispel magic* spell. A *limited wish* or *wish* also terminates the link.

Finally, when held by a vampire who assumes gaseous form or bat form, the *Argraal* simply vanishes, only to reappear when the vampire rematerializes. However, the vampire does not gain any benefits from the *Argraal* while in gaseous or bat form.

### **Flying Fangs of the Night King**

Also known as the *Biting Blade*, this dagger hilt with twin poniard blades makes up the second piece of the regalia of the Night King, as discussed in the write-up of the *Argraal of Orlak*. The two magic items are tightly linked in powers.

The *Biting Blade* is a *dagger +4*, but the double blade inflicts a base 2d4 points of damage versus creatures of size M or smaller and 2d3 points of damage against creatures of size L or larger. While the *Argraal* is held by a living being or corporeal undead, the weapon can fly about within a three-mile radius of the *Argraal* (MV fly 24 (A)). Unless employed as a melee weapon, the twin-bladed dagger attacks in the fashion of a *sword of dancing* with the THAC0 of the being holding *Argraal*. The dagger can

easily dodge attacks (AC -2). It takes up to 36 points of damage before vanishing, automatically reappearing in the hand of the bearer of the *Argraal*, no matter where he is located (even on another plane). The animation ceases immediately if the *Argraal* is not held.

On an attack roll of a natural 20, whether flying about or wielded in hand-to-hand combat, the *Flying Fangs* lodge themselves deep in the body of their target. Thereafter, the weapon does no additional damage, but drains one life energy level per round, as described by the 9th-level wizard spell *energy drain*. The *Flying Fangs* can be dislodged only by the mental command of whoever holds the *Argraal* or by inflicting a total of 36 points of damage to the weapon, which causes it to immediately vanish and reappear in the hand of the bearer of the *Argraal*. Drained life levels appear in the *Argraal* in the form of blood. If drunk by a vampire within 3 rounds of the weapon's attack, the blood provides life energy nourishment to the vampire and creates a magical link between the vampire and the victim, as discussed above.


If the *Argraal* is held by a vampire with fewer than twelve servitors, anyone wholly drained of life energy by the *Biting Blade* rises as a servitor vampire, foreverafter enslaved in the service of the master vampire, even if the *Argraal* is no longer held or if the *Argraal* is held by a different being. Otherwise, the victim rises as a juju zombie, as detailed under the effects of the 9th-level wizard spell *energy drain*.

The *Biting Blade* has a sort of intelligence and the cunning of a weasel. Whoever holds the *Argraal* can issue a limited number of mental commands to which the *Biting Blade* responds if within three miles of the *Argraal*-holder and on the same plane of existence. The bearer of the chalice can order the weapon to cease an attack, to dislodge itself from a victim it is *energy draining*, or to reappear instantly in the hand of the *Argraal* bearer. It is not possible to direct the weapon to seek out specific targets or to order it to transform specific victims into servitor vampires.

A small measure of the personality of the original Night King remains in the *Flying Fangs*. The weapon seeks to recreate the Court of the Night King, a body that consists of four dukes who answer directly to the Night King and eight counts who serve the four dukes in pairs of two. Although subtle, this drive manifests in three ways whenever the *Argraal* is held by a vampire who reigns as Night King.

First, the *Biting Blade* seeks out victims of suitable stature to be members of the Night King's court. It seems able to sense the nature and development of the skills of candidate vampire servitors, seeking out a mix of warriors, priests, wizards, and rogues of suitable stature and influence.

Second, until the Court of the Night King is fully constituted, the *Biting Blade* wholly drains all suitable victims unless restrained by the vampire holding the *Argraal*. The



weapon considers servitors created directly by the *Argraal* bearer to be members of the Court as well, so it is possible for the Night King to choose the members of the Court, albeit at greater personal risk.

Finally, the *Flying Fangs* subtly imbue any vampire who holds the *Argraal* with a deep-seated need to be served by beings of a like nature. This inclination weakens the natural caution exhibited by most vampires fearful of creating too many potential rivals.

### The Maguscepter

Topped with the gold-plated skull of King Thorndaer of the Golden Helm, the *Maguscepter* is a scepter fashioned of shadow wood and engraved with deep red silkstone, a faintly sparkling, fibrous variety of tiger eye, to create all manner of necromantic runes.

Crafted by Myntharan the Magus, a courtier of the Shoon Empire who seized the throne of Westgate in the Year of Rolling Heads (452 DR), the *Maguscepter* owes much of its design to processes developed by the Netherese and refined by the Shoon. As king, Myntharan employed his *scepter* to great effect, using it to establish Mynth, a realm centered on Westgate that, at its height, encompassed most of the Dragon Coast region. The *Maguscepter* was first lost in the Year of the Winter Sphinx (480 DR) when King Myntharan's ambitions came to a sudden end along the eastern shore of the Lake of the Long Arm in the Battle of the Winter Sphinx. The Magus King was slain and his army was defeated by a disparate array of forces assembled under the command of Lyonarth, a white-furred androsphinx from Nathlekh, City of Cats. The *Maguscepter* was shattered and lost in the course of the battle.

In the Year of the Shattered Scepter (614 DR), Nessmara, a lamia noble skilled in the Art who dwelt amid the ruined city of Ilimar in the Gulthmere Woods, recovered the broken fragments of the *Maguscepter* and made it whole. Within a year, in the guise of a gynosphinx, Nessmara was ensconced as Westgate's queen and the Sphinx King's mate. However, the lamia noble's duplicity was revealed in the Year of the Ensorcelled Kings (616 DR). The Sphinx Queen (thereafter known as the Snake Queen) was unmasked by a visiting wizard from the north who identified himself only as the Handweaver. He was one of many individuals granted a public audience with the monarchs of Westgate on Midsummer's Day at the annual Commoner's Court. Despite numerous wards protecting the monarchs, the Handweaver's spells shattered Queen Nessmara's charms, revealing her true nature to all. The ensuing combat pitted the aged androsphinx king of Westgate against the lamia noble, resulting in their deaths.

The *Maguscepter* reappeared in the annals of the Realms

in the Year of the Quiet Earth (1161 DR), when agents of Alzurth the Dozenking recovered it. The lich monarch ruled Westgate through his command of sorcery and his absolute mastery of the Knights of the Silent Skull, a company of twelve skeletal warriors who stalked Westgate's streets at night in search of opponents of the king's rule. King Alzurth's efforts to discover the *scepter's* properties came to an abrupt end less than a year later in the Year of the Prancing Centaur (1162 DR), when he was overthrown in turn. His successor, King Blaervaer Lorndessar, consigned the *Maguscepter* to a secret vault in the depths of the royal palace, where it lay alongside other treasures best forgotten until recovered by Orlak II in the Year of the Gauntlet (1369 DR).

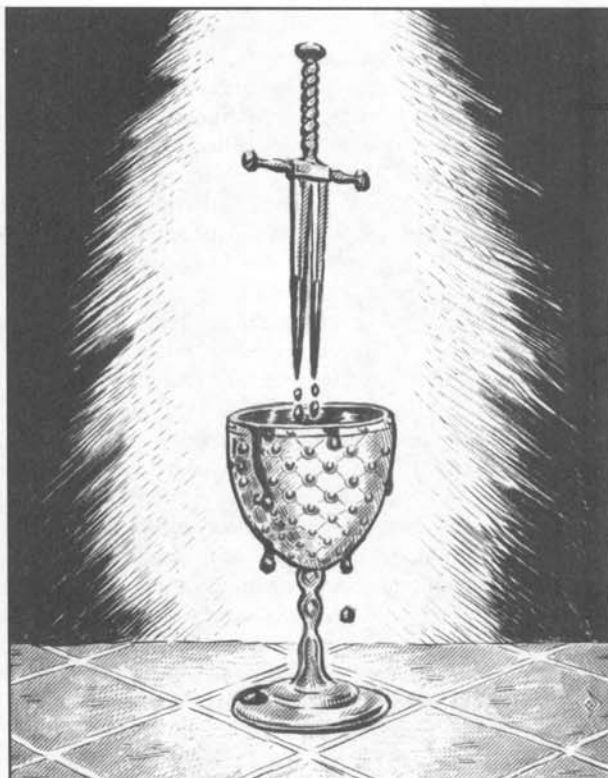
In melee combat, the *Maguscepter* serves as a *quarterstaff* +3. When held by a spellcaster employing an *energy drain* spell (whether it be memorized or on a scroll), by a corporeal undead being with life-draining powers, or by a creature employing a magic item with the power to drain energy levels, the *scepter* siphons off the life energy into its own reservoirs. (As a result, vampires wielding the *Maguscepter* do not gain sustenance from such attacks.) The *Maguscepter* can hold a maximum of 60 levels of life energy, and any additional energy levels drained by the bearer are not channeled into the *scepter*. If the bearer of the *Maguscepter* is capable of casting spells as a wizard (mages, specialist wizards, bards, or certain dragons) and is in direct physical contact with the *scepter*, all spells cast (with the exception of *energy drain*) draw on the *Maguscepter's* reservoirs and are not lost from memory. One life energy level is consumed for every level of a spell cast in this fashion. Spells that normally appear to emanate from the caster's hands are instead funneled through the *scepter's* tip. If insufficient levels of life energy remain within the *Maguscepter*, the spell is cast from memory in the normal fashion. The *Maguscepter* may have additional powers, including some manner of self-preservation, but their nature is unknown.

Although some tales suggest that the *Maguscepter* is sentient, in truth only an echo of King Myntharan's ambitions resides within the symbol of his rule. The Magus King believed that all beings should bow down before him and tremble at his commands. Anyone who comes into extended contact with the *scepter* slowly comes to harbor such beliefs as well. (In game terms, the bearer slowly abandons any good inclinations he may harbor, resulting in a shift first to a neutral, and then an evil, morality.) Given that the *Maguscepter* apparently exhibits a form of magical sympathy for the city of its creation, a hypothesis that accounts for the *scepter's* repeatedly resurfacing in Westgate, it is not surprising that its bearers continue to harbor ambitions to rule Westgate and the lands of the Dragon Coast.

## Chain of Command

Like those who were known as the Faceless before him, Orlak II wields absolute authority within the guild. Although his court of vampires is not yet fully constituted, Orlak II has instituted a two-tiered hierarchy in which the dukes of his court form an inner circle of senior Night Masters and the counts of his court form an outer circle of junior Night Masters. Each duke oversees a specific area of guild activity, such as assassinations, information and resource gathering, security and extortion, and theft and smuggling. Each count administers a subset of his superior's portfolio. The counts play the role of adjutants, often overseeing one aspect of their immediate master's responsibilities.


- Orlak II, "The Night King" (CE male human vampire M18): See "The Night King of Westgate" sidebar for more details on the head of the Night Masks.
- Darklady Dahlia Vhammos (CE female human vampire P15 of Shar; Str 18/76, Wis 18, Cha 16): A member of House Vhammos, Shar's highest-ranking priest in Westgate haunts the city's catacombs. From her base in a hidden shrine deep beneath Castle Vhammos (#35 on the map in the Westgate appendix of this book), Dahlia seeks to reconstitute the Lawless, a Sharran sect that rose to prominence in 1312 DR, following the murders of several priests of rival faiths who sought to acquire the priestly "tome" known as the *Helm of Helm*. Despite the secret backing of several leading nobles of House Vhammos, the Lawless suffered grievous losses at the hands of two adventuring bands hired by rival faiths, and the sect largely collapsed. As the Duchess of Death of the Night King's court, Dahlia directs all assassinations undertaken by the guild, a responsibility that makes her the most powerful of the Night King's councilors. However, her deep-seated hatred of rival faiths biases her selection of victims, and her ambitions threaten to undermine the Night King's careful courtship of Thistle Thalavar.
- Phultan Hammerwand (CE male human vampire M14; Str 18/76, Int 18, Cha 16): For many years, Phultan traveled between Suzail and various cities along the Dragon, Sword, and Shining Coasts in the guise of a caravan merchant. He made his fortune by discreetly trafficking in documents, hereditary family jewels, and other small valuable items, as well as magic items of his own invention, such as *wands of hammerblows*. The wizard, who has assumed the roles of quartermaster and chief spy for the Night Masks, was inducted into the Night King's court as the Duke of Orbs during one of his many visits to Westgate. As quartermaster for the guild, he oversees the acquisition of documents, tools, armor, weapons, and safehouses needed to support Night Mask operations. As the guild's spymaster, Phultan's constant traveling enables him to oversee an ever-expanding web of informants throughout western Faerûn. In addition, his long-standing trade contacts within such groups as the Astorians of



Teziir, the Plague-mother's Children of Chondath, the Shadow Thieves of Amn, and the Xanathar Thieves' Guild of Waterdeep allow him to keep abreast of operations undertaken by rivals of the Night Masks.

- Tebryn "Shadowstalker" Dalael (CE male half-elf vampire M11/T13): A renegade half-elf of drow ancestry, Tebryn fled a life of indentured servitude in the drow city of Sschindylryn for the surface world. During a battle in which the duerger armies of Underspires overran an outlying Sschindylrynyr mining encampment deep beneath the Dragonmere, Tebryn took advantage of the chaos to murder his tormentors and escape. By chance, he emerged from the Underdark amid the catacombs of Westgate, only to fall to the Night King's *Flying Fangs*.  
As the Duke of Shadow, Tebryn oversees all theft and smuggling operations conducted by the Night Masks. A figure of darkness always cloaked in shadow, Tebryn uses his mastery of the Art and his abilities as vampire to move about Westgate unnoticed. Among the common thugs who make up the bulk of the guild's membership rolls, most believe Tebryn to be the Faceless, guildmaster of the Night Masks.
- The Twilight Knight (LE male human vampire F16; Str 18/76, Con 16, Cha 18): The Twilight Knight, a paladin of Lathander who fell from grace during the Time of Troubles, earned his living as a mercenary based in Westgate before joining the Night King's court as the





Duke of Twilight. This fallen paladin keeps his face cloaked behind an ever-present *skull mask*, and only Orlak II knows his true identity. In addition to overseeing both internal and external security for the Night Masks, the Twilight Knight oversees the collection of extortion, coercion, and enforcement revenues in Westgate and throughout the Dragon Coast. With the Night King's backing, the Twilight Knight has begun to organize a company of elite mercenaries that he hopes will someday rival the Flaming Fist of Baldur's Gate.

- Sorenth "Happy" Gorender (CE male human vampire F7; Str 18/76, Cha 17): The charismatic barkeep (and secret owner) of the Purple Lady tavern and festhall (#22 on the Westgate map) was carefully chosen by Orlak II to serve as his chief spy in the city above. Sorenth's position grants him ready access to his business's upscale clientele of merchants and jaded nobles, yet it also enables him to remain indoors during the day without arousing suspicions. In addition, many of the Purple Ladies secretly feed their employer useful tidbits of information garnered from their overly trusting clients. As the Count of Whispers of the Night King's court, Sorenth oversees logistical support for all Night Mask activities within Westgate, and coordinates all thieving activities directed against the city's noble families. He communicates with his underlings via runners who pass through the festhall in the guises of patrons and deliverymen. The affable barkeep's long-buried bitterness against those born to positions of privilege motivates his plots to humiliate those he finds least deserving of their wealth.
- Vyqinak (CE vampiric ixitxachtli P6 of Demogorgon): By far the most unusual Night Master is a renegade vampiric demon ray who venerates the Prince of Demons. Formerly a vitan (a priest of medium rank) of Ilxendren, Vyqinak abandoned the Great Ray and his race when he fled the Xedran Reefs in disgrace in the Year of the Gauntlet (1369 DR), shortly after the outbreak of the Twelfth Serôs War in the Inner Sea.

The rogue ixitxachtli turned to the worship of Demogorgon, one of the Abyssal lords venerated by his race prior to the coming of the Word of Ilxendren in the Year of the Stricken Star (875 DR). The Prince of Demons led him to Westgate's harbor a year later. An apparently chance encounter with Orlak II led to Vyqinak's transformation into a vampire, a prized status denied to the would-be vitanar guard back at the temple at Ilsaadya.

As the Count of the Depths of the Night King's court, Vyqinak oversees all smuggling operations within Westgate's harbor, as well as gathering information on ship traffic along the Dragon Coast. The renegade ixitxachtli is served by a small pack of lesser seawolves, all of whom are employed as dockworkers and sailors on ships frequenting the port. Vyqinak seeks to discover and plunder the lost wreck of the *Sapphire of Enki*, an Untheric sailing ship thought to lie in the

Haunted Plains (the sea floor between Westgate and Sembia) beneath a thick layer of silt. The Night King believes the lost vessel might hold the legendary *Songs of Sea Serpents*, a tome reputedly penned by Nezram "Worldwalker" that describes how the wizards of Unther transformed individual quelzarn into a greater form capable of wielding powerful magic.

### Rank and File

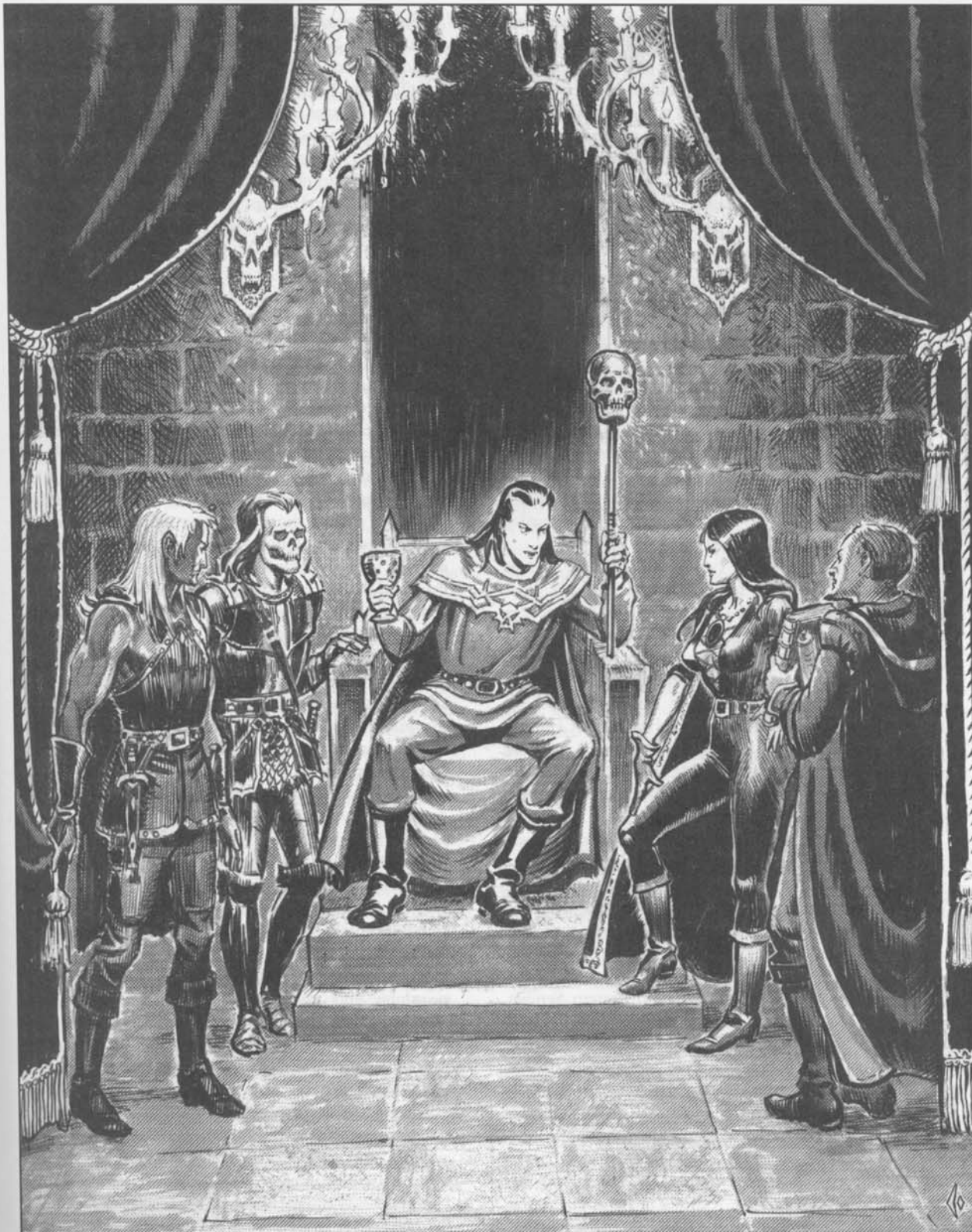
The day-to-day leaders of the Night Masks are not members of the Night King's court, but humans and demihumans who have risen through the guild's ranks to positions of influence. Some are independent agents, while others directly or indirectly command one or more cells. Although most midlevel members of the Night Masks are aware of the existence of the Night Masters, few suspect the nature of the latest Faceless and his senior agents.

- Reaver Lord Dynarth Bloodcowl (CE male human P7 of Garagos; Str 18, Con 16): Almost completely lacking in stealth and discretion, Dynarth nevertheless stalks the streets as one of the most feared assassins of Westgate. The Bloodcowl is hired by those individuals or groups wishing to send a brutal message to their rivals, murders that Dynarth gladly commits in the name of Garagos the Reaver. Hunted at every turn by the authorities, the Garagathan priest has so far escaped capture by means of his *cloak of etherealness* and his *ring of lycanthropy* (wolf).
- Eldaerth Spellstalker (CE male gold elf M7/T8; Int 17, Dex 18): One of the few full-blooded elven members of the Night Masks, the powerful commander Eldaerth reports directly to Darklady Dahlia Vhammos, although he is unaware of her true nature. Despite his successes, the arrogant, amoral gold elf engenders little loyalty and has a reputation for wasting the lives of his subordinates.


Unbeknownst to his fellow Night Masks, Eldaerth is actually a member of the Eldreth Veluuthra (see below) who uses the guild as a cover and as a tool for carrying out his racist agenda. Although he despises the humans and half-elves with whom he works, Eldaerth puts up with their company in order to waste their lives and not those of the Fair Folk. (Eldaerth's willingness to mix with nonelves like this puts him at odds with other members of this secretive, racist group.) The gold elf particularly despises those human and half-elven merchants who traffic in timber harvested from elven homelands.

- Kysaer Whitemantle (LN male human T9; Dex 18, Int 16): Many of the smaller realms surrounding the Inner Sea have at one time or another hired "The Rider in White" to remove certain undesirables, often (but by no means always) beings of evil of alignment. A well-educated individual with an excellent reputation, Kysaer works artfully rather than cruelly.

He appears as an independent agent, keeping his affiliation with the Night Masks a closely guarded secret. Nevertheless, the far-roaming assassin has built up a network of contacts over the years, who provide him both logistical







support and information. The Rider in White is perhaps best known as the latest wielder of *Elquillar*, the legendary *Sword of Many Faces*. In addition to being able to become any type of sword, scimitar, or dagger, *Elquillar* mimics the powers of a +1 *magic weapon*, a *hat of disguise*, and a *ring of mindshielding*. If the blade touches a creature not in its natural form, the target immediately transforms to its natural shape.

- Mackester “the Wolf” Claypipe (CE female halfling F4): The stiffly reserved houndsmaster of House Thalavar long ago earned the trust of her employers and the halfling community of Westgate, and her skill with canines remains unmatched in the city of Westgate. Unbeknownst to her employers or her friends, Mackester leads a double life as a lieutenant in the Night Masks, overseeing a score of assassins who ply their trade along the roads leading into Westgate. Mackester’s involvement in the guild stems from her membership in a dissident sect of the Church of Urogalan that holds that the Lord in Earth demands sacrifices to be appeased. As such, the Wolf always inters the bodies of her victims as a twisted offering to her god. Mackester’s most notable possessions are a pair of *onyx dogs*, a *ring of mindshielding*, and a *ring of internment*. (The last, usable three times per day, buries a size M or smaller corpse in a shallow grave in just one turn.)
- Tyaa “The Scarlet Mistress” Tymmyr (CN female human T5/P7 of Cyric (“Leira”); Dex 18, Int 16, Wis 17): Tyaa was born to wealth and privilege in Sembia; her uncle is High Bergun of Daerlun. Following a night of bloodshed planned by a friend and business partner of her father that wiped out her immediate family, she fled the Merchant Kingdom. She eventually ended up in Westgate, where she joined the Church of Leira as acolyte. By the Time of Troubles, she had reached a position of some importance within the clerical hierarchy of the Hidden House, but the destruction of Leira’s temple later that same year forced her to go into hiding once again.

Tyaa joined the Night Masks, taking perverse satisfaction in being a member of the selfsame guild that was hunting for her. Abandoning her former calling as a priest, she slowly advanced in rank as an assassin, and the death of Victor Dhostar almost a decade later laid to rest any concern that the guild still sought the “missing priestess of Leira.” The Scarlet Mistress now commands an elite team of assassins active in both Westgate and western Sembia who specialize in slaying well-guarded merchants. Tyaa takes a secret delight in hunting down old rivals of her father, although her past remains cloaked in so many lies that none suspect her true identity.

- Tormstar the Scarred (N male human F6): A fallen ranger who retains only some of his former skills, Tormstar fled the Dalelands following the death of his wife at his own hands. Badly mauled by a werewolf that had been stalking Battledale for several months, Tormstar managed to destroy the beast, only to watch it revert to the form of his beloved.

Seeking absolution through death, he volunteered to infiltrate the Night Masks for the Harpers, a near-certain suicide mission. To the surprise of his Harper allies and himself, Tormstar has not only succeeded in staying alive but has found his true calling as an assassin. Since joining the guild, Tormstar has risen to the level of lieutenant, and his superiors are now grooming him for the role of commander. The fallen ranger continues to feed information to his contacts within the Harpers, but such reports have grown increasingly infrequent of late, leading some among Those Who Harp to wonder if Tormstar’s loyalties have wavered.

### Raw Recruits

The lowest echelons of power within the Night Masks are common cutpurses, killers, and thugs. Those thieves and brutes who exhibit a talent for killing are organized into cells focusing on assassinations. The lives of such individuals are typically bloody and short, with promotions going to those with the wherewithal to survive more than a few months in this deadly trade.

- Blackthorn (N male half-elf D5 of Silvanus; Wis 16, Cha 16): A druid of the Gulthmere forest consumed with bitterness against those who dare despoil the woods he holds sacred, Blackthorn voluntarily dwells among the teeming hive of humanity who are, in his mind, responsible for the destruction of huge swaths of natural habitat. A skilled poisoner whose services are much in demand among his fellow Night Masks, the half-green elf uses his position in the guild to undermine the seemingly inexorable expansion of human-settled lands.

Although he bears little loyalty to his fellow cutthroats, the druid recognizes that his lonely war is made much more effective by using the Night Masks as a tool to serve his own ends. Blackthorn takes bitter delight in employing the natural poisons of his preferred habitat against those who would dare profane them, and he particularly relishes killing merchants whose profits stem in part from the sale of timber.

- Degasus Tarensun (NE male human F4; Str 17, Dex 17, Cha 18): Degasus hails from the Caravan Cities, but he grew up on the streets of Westgate after being abandoned alongside the harbor at the age of six. The members of a Night Masks cell, who employed him as a runner and a lookout, raised him, and from them he learned the art of swordplay and stalking one’s prey. The boy’s natural charisma charmed even the coldhearted Tersonm (see the Appendix: Westgate), and the wizard took the time to instruct him in reading and writing as well as recognizing spells based on how they were cast. After successfully executing a series of assassinations against well-protected targets over the past year, Degasus has seen his stock as an assassin soar among the nobility of Westgate, and his services are now in great demand.
- Hrnok Sharkchum (NE male human lesser seawolf F3; Str 18/55, Con 16): Hrnok sailed the Sea of Fallen Stars





for many years as a bosun aboard the *Harbor Moon*, a Sembian merchant vessel based in Selgaunt, before it sank several years ago in a fierce storm while making its way along the Dragon Coast. Hrnok made it to shore, but not before losing half of his left leg to an apparent shark attack. Unable to make a living as a sailor, Hrnok settled in Westgate, where he made a meager living as a watchman, supplemented by the occasional bribe. Four months ago, Vyqinak discovered Hrnok's secret: Following the attack in which he lost his leg, the peg-legged sailor had become a lycanthrope, stalking Westgate's harbor whenever the moon was full. The *ixitxachtl* recruited the crippled sailor as an assassin, one who specializes in sneaking aboard ships docked in Westgate's harbor and killing targets who think themselves safely ensconced. The seawolf retain full use of both his legs/flippers when in hybrid or monstrous form, providing him a perfect alibi when the city watch hunts for a killer who leaves two footprints.

- Katheera "The Succubus" Urdo (CE female human Inv3; Int 16, Cha 17): A decadent, but darkly beautiful, young noblewoman of House Urdo, Katheera joined the Night Masks to indulge her depraved whims. Known only as "The Succubus" to her fellow assassins, Katheera's preferred method of attack employs contact poison on her lips. She is immune to the poison, and can kill her intended target with a single kiss. She conceals her identity by use of a *veil of altered guise*. (When worn, this magical garment affects the wearer as an *alter self* spell for up to 2 hours per t24-hour period.)
- Tystarn Dauntinghorn (CG male human F3; Dex 16, Cha 17): A dashing, expatriate Cormyrean noble with an uncanny resemblance to Manshoon, he represents his family's shipping interests in Westgate. Tystarn fell prey to the Night King's *charm* ability almost two years ago. When in port, Tystarn hides himself in a Night Masks safehouse, allowing Orlak II to adopt his guise and court Thistle Thalavar.

When attending to his family's interests in Cormyr or in ports along the western Inner Sea, Tystarn serves as the eyes and ears of the Night Masks. He passes on reports of prominent individuals the Night Masks have been contracted to assassinate and cargo manifests of vessels destined for ports along the Dragon Coast. The young nobleman remains unaware that he serves the Night Masks, believing his efforts will eventually earn him admission to the secretive Men of the Basilisk (see Chapter Eight).

Tystarn's most cherished possession is a *shoonring* of swimming given to him by a purported member of that secret society, although he does not recognize the ring's historical significance. Dating back to the Shoon Imperium, this magical fingerband cannot be removed unless a *remove curse* spell has first been cast. A secret property of this *shoonring* is that it prevents the magical detection or termination of all magical *charms* in effect

upon the bearer when first slipped on one's finger, and it was for this reason that Orlak II made it a gift (indirectly) to his overly trusting double.

- Whitey "The Kid" (NE male human T2; Dex 16): Just over twenty years of age, the Kid still resembles a pale-skinned, malnourished twelve-year old boy. The son of an unknown sailor and a festhall girl who died in childbirth, Whitey grew up among the hovels of the Shore, scraping by on handouts and petty thefts. After killing a much larger boy in a knife fight, Whitey was recruited by the Scarlet Mistress and trained as an assassin. The Kid relies on his innocent appearance to masquerade as a child, and his guise enables him to engender the goodwill of overly trusting adults. More than a dozen skilled warriors, wizards, and priests have been slain by this apparent child beggar, whose talent as an assassin has caught the eye of Darklady Dahlia Vhammos.


### Methods and Activities

Despite the shake-up in the upper ranks of the Night Masks, low-ranking members of the guild continue their activities much as they have for almost two decades. Most cells focus primarily on one or two of the many aspects of Night Mask activity: assassination, information gathering, resource gathering, security, extortion, theft, and smuggling.

Assassin cells focus primarily on the elimination of targets and, to a lesser extent, on the recruitment of new clients. A typical cell includes only one or perhaps two trained assassins, with the other members of the cell providing logistical support. Few clients even realize that they have hired more than one agent; most assassins cultivate the impression that they work alone. Each member of an assassin cell typically has one major responsibility. The work is apportioned as follows: gathering information on the target and casing the site of the killing, acquiring weapons and tools, establishing escape routes and safehouses, performing the actual deed, and supervising the entire operation. Typically, the cell leader is also responsible for anticipating and planning for all manner of complications, whether they are caused by the activities of rival groups, other Night Masks cells, betrayals, or setups.

Information-gathering cells operate under deeper cover than most other groups within the guild. Often, every member of the cell works undercover to gather information, with all contacts within the cell passing through the cell leader. Most such cells focus on a specific area of information gathering, enabling the cell leader to assemble individual reports into a multifaceted account on a specific area of interest to the guild. Other cells concentrate on the recruitment of a single source, working in tandem to ensure the source's safety and trustworthiness as well as to facilitate information drops so as to reduce the chance of discovery of the leak.

Resource-gathering cells provide logistical support for other cells, overseeing the creation and maintenance of safehouses, distributing weapons, armor, tools, and magic



items to other cells, and otherwise ensuring that Night Masks activities proceed unhindered by resource constraints.

Some security cells focus on defending the guild against rival groups that might seek to infiltrate the Night Masks. Such cells are often placed outside the normal chain of command, since their responsibilities include spying on other cells. Security cells sometimes infiltrate other Night Mask cells to ensure that no such group betrays the larger organization. Other security cells, composed primarily of brutish thugs, are employed by more specialized cells to provide extra muscle during an operation. Such groups are highly trained in fighting in confined spaces such as a warehouse, and most conflict with the law on a regular basis.

Extortion cells focus their activities on providing protection services to merchants within the city. Such groups typically work in teams of two or three, going from business to business collecting money. If the target resists, members of such cells assemble into larger groups to teach the offender a lesson, a punishment typically out of all proportion to the actual offense, in order also to intimidate the general community.

Theft and smuggling cells operate much like assassin cells, though the targets are typically objects (except in the case of kidnappings), and most or all members of the cell participate in the actual operation. Most theft and smuggling cells are closely affiliated with one or more security cells, the latter providing muscle for operations. Smuggling cells are simply specialized groups of thieves with contacts within the city guard and the port authorities.

The upper ranks of the Night Masks, particularly the Night Masters, spend the bulk of their time in strategic planning, coordinating activities between the various cells. Most have experienced at least one cell under their command being compromised, and all work very hard to keep their identities concealed, even from their most trusted underlings. As such, the leaders of the guild usually establish a wide range of indirect contact methods with their subordinates, ranging from message drops and codes to magical devices to communicate over moderate distances or to disguise their identities. The Night Masters in particular practice such tactics, since the first priority of members of the Night King's court remains concealing the fact that a council of vampires who seek to install Orlak II on Westgate's dusty throne runs the guild.

### Night Masks Abilities

As befits a guild of thieves and assassins over two thousand strong, the Night Masks train new recruits in the arts of concealment, information gathering, theft, and combat. Common nonweapon proficiencies among thugs include Blind-fighting and Disguise. Thieves are trained in Appraising, Reading Lips, and Setting Snares. Assassins receive training in Blind-fighting, Herbalism (particularly poisons), and Tracking, as well as specialized training in the art of assassination with weapons such as darts, garrotes, hand crossbows, and knives. Most wizards of the guild learn spells such as *alter self*, *audible glamer*,

*cantrip*, *change self*, *deppockets*, *erase*, *feather fall*, *forget*, *hold portal*, *invisibility*, *spider climb*, *knock*, *levitate*, *locate object*, *rope trick*, *spider climb*, *spiritquench* (see sidebar), *Tenser's floating disc*, *unseen servant*, and *wizard lock*.

### Spiritquench

(Necromancy)

Level: Wizard 1

Range: Touch

Duration: Permanent

Area of Effect: One corpse

Components: V, S, M

Casting Time: 1 round

Saving Throw: None

This spell has no effect on the living, and must be cast upon a corpse within three rounds of its death to have any effect. If cast within this window, *spiritquench* severs the tether between the body and the spirit, a disjoining that cannot be undone by a spell or magical effect of less than 6th level. As such, this spell renders spells such as *speak with dead* and *raise dead* ineffective on the affected corpse. The material component of this spell is a pinch of dust from the body of a wight or juju zombie.

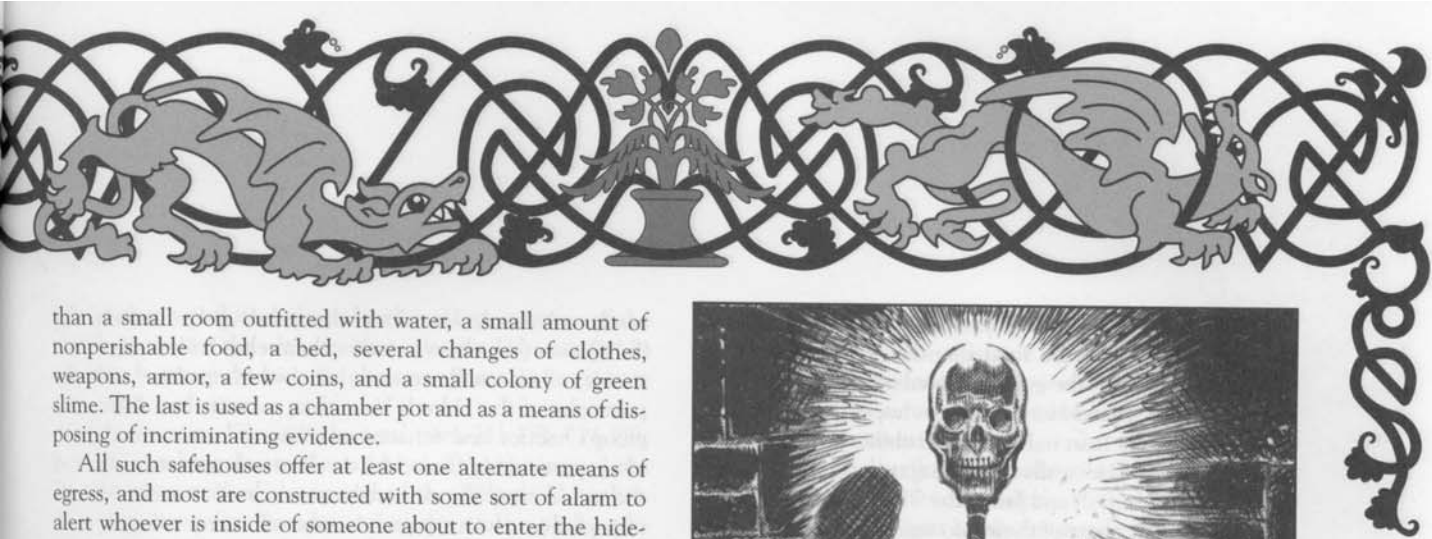
Most priests, who make up but a small fraction of the overall membership, are drawn primarily from the clergy of Mask, although clerical followers of Garagos, Loviatar, Shar, and Talona are not unknown. A typical member of the Night Masks has a high Dexterity, and reasonably high Strength, Intelligence, and/or Charisma scores, although, in a group this size, members exhibit a wide range of talents.

### Resources

The Night Masks is one of the most powerful organizations based in Westgate, and they have almost unlimited resources within and just beyond the city walls. Outside their home base, many resources must be shipped to cells operating abroad, thus curtailing some activities. Within the city, however, Night Masks protection rackets enable members of the guild to extort nearly any item possessed by the city's merchants. Many thefts conducted by the guild are specifically targeted to restock low supplies in armor, coins, thieving equipment, and weapons.

The guild also employs its vast resources to acquire magic items of use to its operations. Commonly employed magic items include *boots of striding and springing*, *chimes of opening*, *periapts of proof against poison*, *rings of feather fall*, *rings of free action*, *rings of invisibility*, *rings of mindshielding*, *slippers of spider climbing*, *wands of metal and mineral detection*, and *wands of secret door and trap location*.

In addition to equipment, the Night Masks operate numerous safehouses in the city and the catacombs and sewers beneath the streets. Those within the city are often hidden rooms inside shops and residences whose proprietors or owners are affiliated with or in debt to the guild. Those that lie beneath the streets are often secret rooms guarded by all manner of traps. Such safehouses are often little more



than a small room outfitted with water, a small amount of nonperishable food, a bed, several changes of clothes, weapons, armor, a few coins, and a small colony of green slime. The last is used as a chamber pot and as a means of disposing of incriminating evidence.

All such safehouses offer at least one alternate means of egress, and most are constructed with some sort of alarm to alert whoever is inside of someone about to enter the hide-away.

### Areas of Operation

The Night Masks is active throughout the western Inner Sea region, from Sembia down to Erlkazar and from the Caravan Cities to the Pirate Isles, although the guild's efforts are focused on the cities of the Dragon Coast. The Night Masks avoid Cormyr for the most part, although not out of any fear of the crown's agents. Rather, the guild cedes operations in the Forest Kingdom to the Fire Knives (see below), a reconstituted guild of assassins also based in the city of Westgate who bear a historical enmity for House Obarskyr. The Night Masks are the silent rulers of Westgate, and this ancient port serves as the seat of their power and influence. However, unlike groups such as the Shadow Thieves of Amn, the Night Masks do not have a central guildhouse within the city walls. Instead, their activities are spread across a wide range of ever-changing locations throughout Westgate, forestalling an attempt by the City Watch to mount a full-scale assault against the guild. Outside of Westgate, the Night Masks are few in number in any given region, and such cells still report to their superiors in Westgate. They are not permitted any great degree of autonomy.

### Allies and Enemies

As one of the most powerful thieves' and assassins' guilds active in the western Inner Sea region, the Night Masks has earned the enmity of a great number of rival groups. Political leaders of surrounding realms oft-targeted by assassins of the guild are long-standing foes, as are merchants preyed on by Night Masks who do not employ the Night Masks against their rivals in turn. Secret merchant societies such as the Men of the Basilisk, the Knights of the Shield, and the Runden oppose the Night Masks at every turn, for they are some of the few groups with the resources and the motivation to actually oppose the guild's hegemony.

The Harpers are long-standing foes of the Night Masks as well, and recent successes by Those Who Harp in unseating Victor Dhostar have only inflamed the enmity between these two groups. The Dark Dagger, a wide-ranging guild led by drow followers of Vhaeraun, earned the ire of the Night Masks when they tried and failed to become the secret leaders of the guild after the death of Victor Dhostar.

Despite such feuds and rivalries, the Night Masks has also forged alliances with a number of like-minded groups. Chief among them are the Fire Knives, a guild banished from




Cormyr and now based in Westgate; various pirate groups that prey on ships sailing the Sea of Fallen Stars, including those who fly the banner of Vurgrom "the Mighty"; a handful of dark cults, including those who venerate Garagos, Mask, Moander, Shar, and Talona; and information societies that willingly traffic with rogues, such as the Wagonwheel Cloak Society.

### Status Quo

In the aftermath of the devastating losses inflicted on the guild in the Year of the Banner (1368 DR), the Night Masks were in grave disarray and in danger of fragmenting into a host of smaller guilds. In less than a year, however, Westgate's latest Night King has installed himself and his court of vampires as the masters of the Night Masks, and the guild has once again regained its prominence in Westgate and along the Dragon Coast. Orlak II has slowly reshaped the guild into a guild with a focus on assassination, with other operations providing information, support, and revenue toward such operations. Over the longer term, the Night King sees the guild as an agent of political change in ports along the western Inner Sea, capable of unseating rulers, weakening governments, and destabilizing rival realms. The vampire lord views the Night Masks as a shadowy army more effective than a large host of mercenaries. It is a force that will eventually win him the throne of Westgate and the entire Dragon Coast.





The guild has numerous plots afoot centered on the Night King's ambitions. In the final months of the Year of the Tankard (1370 DR), the guild initiated a series of attacks on suspected Harpers and Harper allies in hopes of driving them from the city or at least reducing their ability to gather information within the walls of Westgate. So far, Audara "Starshoulder" Imryth and Jamal the Thespian have escaped such attacks, but many of their informants as well as Harpers passing through the city have been slain by Night Masks assassins.

In neighboring Teziir, the Night Masks is making a concerted effort to bring to heel the Astorians, a rival thieves' guild based in that city. Orlak II looks to initiate one or more of the ruling councilors of that city into his vampiric court, and his agents are unknowingly gathering information on potential candidates as they gather information for the eventual Night Masks takeover of the Astorians.

Recent events above and below the waves of the Sea of Fallen Stars have alerted the Night Masters to the dangers and opportunities posed by this region. Emissaries of Orlak II have contacted the koalinth tribes that live off the Dragon Coast, arranging alliances and eliminating tribal leaders who oppose such coalitions. Long-term aspirations of the guild's leadership include organizing the aquatic humanoids into a hidden army that can defend Westgate and the Dragon Coast from seaborne invasion, plundering the detritus of sunken ships buried beneath the silt of the Haunted Plains, and training several cells of aquatic assassins capable of mounting attacks on ships at sea.

Finally, the Night Masks has assembled several adventuring companies from within its ranks and sent them into the Gulthmere Forest. Exactly what such groups are looking for remains a mystery, but whispers suggest that the Night Masters seek the legendary lost city of Ilimar.

## The Eldreth Veluuthra

**A.K.A.** Uluuth Phlarenn ("Cleansing Blade" in an ancient elven tongue).

**Group Mark:** A slim elven blade driven through the top of a human skull and emerging out the mouth, with cracks through the center of the skull suggesting it is about to split into a left and right half.

The Eldreth Veluuthra, a term that means "Victorious Blade of the People" in the elven tongue, is an old and very secretive fellowship of elves who are fanatical in their view of humans as unclean beasts. No habitual human contact is tolerated; the Eldreth sees humans as sickening degenerates. Half-elves are walking abominations, living embodiments of the sin of human and elven contact.

Among the Fair Folk, the very existence of this group is

rarely admitted, let alone discussed, even among the Tel'Quessir (the elven name for themselves). Nevertheless, a sizable, albeit small, minority of elves sympathize with the principles of the Eldreth Veluuthra, even if they dislike the group's tactics and fanaticism. Among humans and half-elves, particularly those who dwell in isolated settlements in the wilderness, the rumored existence of a secret sect of xenophobic elven slayers is one of many alleged evil-doings—the majority of which are untrue—blamed on the oft-misunderstood Fair Folk. Those humans and half-elves who are aware that the Eldreth Veluuthra exists, such as the Harpers and like-minded groups, find themselves in the difficult situation of having to cover up evidence of this group's atrocities so as not to further inflame hatred against those peaceful elves who remain in Faerûn.

### Goals

The Eldreth slays humans where it can (especially prospectors, explorers, trailblazers, and hardy but isolated adventurers), seeking to slow or block human expansion into all wooded areas. Its members slaughter half-elves wherever and whenever reprisals are unlikely. They target influential humans and half-elves in particular, choosing their victims so as to destabilize realms, particularly those bordering elven woodlands, in the hopes of minimizing the economic impetus to clear more forests and to settle more land. On occasion, the Eldreth attempts to unleash other forces against the ever-spreading mass of humanity, whether it be an orc horde or a deadly plague, in the hopes of wiping out entire realms. However, such large-scale assaults rarely affect only the hated humans, and they often draw unwanted attention to the society. As a result, members of the Eldreth Veluuthra have largely foregone such tactics until they can be further refined so as not to impact communities of elves and allied sylvan beings.

### History and Motivations

The establishment of the Eldreth Veluuthra as a secret society can be traced to the creation of Myth Drannor in the Year of Soaring Stars (261 DR). However, the group's ideology is rooted in a basic antipathy toward humanity that the arrogant Netherese engendered in the more conservative elven houses of Cormanthyr, Evereska, Eaerlann, Illefarn, Rystall Wood, Sharrven, and Siluvanede.

By the end of the Year of Pages Perilous (262 DR), five major elven Houses—Bharaclaiev, Hyshaanth, Rhaevaem, Starym, and Tellynna—as well as a dozen or so other minor families had quit Myth Drannor, unwilling to accept the Coronar's decision to open the city to the N'Tel'Quess (nonelves). For nearly five centuries, leading members of these five Houses and like-minded elves from other realms of the Fair Folk met in secret, debating how best to reverse the seemingly inexorable tide of humanity that threatened to overwhelm elven holdings across Faerûn. It was during this



period that a philosophy was developed among a few of the participants in the debate that classified humanity as unclean beasts and advocated their extermination to restore the balance of nature.

The Weeping War, which raged from 711 DR–714 DR, and the resulting destruction of Myth Drannor proved the catalyst that sparked the spread of the Eldreth Veluuthra. Over the next few decades, adherents of the philosophy established and trained a secret society of slayers actively committed to the extermination of humanity and all half-elven crossbreeds. The Victorious Blade of the People recorded its first kills in the Year of Lost Wayfarers (757 DR), initiating a series of deadly attacks that have continued through the modern day.

### Organization

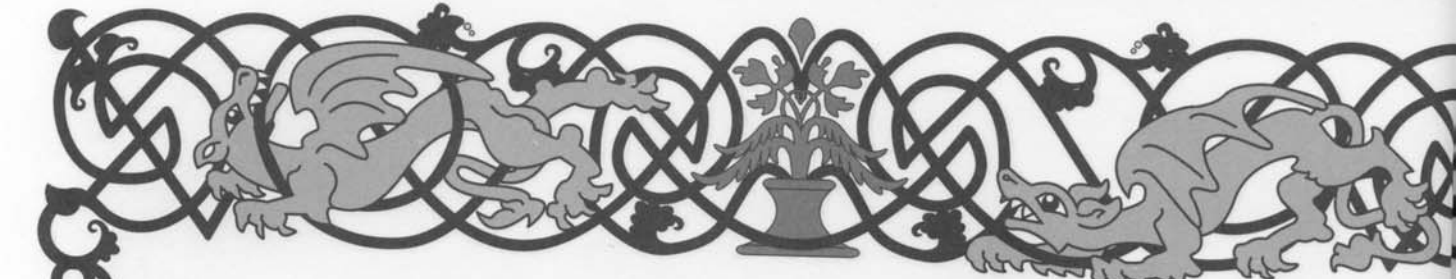
The Eldreth is small, rarely exceeding more than a hundred members total, and these members keep their activities as well hidden as possible. Many of them are elven mages who have experimented with slaying spells, trap magic, and various alternatives to lichdom, seeking to prolong their own lives beyond even the lengthy elven life span. Others are warriors or rogues skilled in the art of stalking humans and half-elves. Gold elves make up the majority of the Eldreth's membership, although green elves, moon elves, and the rare lythari are found within the ranks of this secretive society as well. No drow has ever joined the Victorious Blade of the People, although nascent ties with the church of Vhaeraun suggest that such a relationship is possible. Winged elves and sea elves, whose domains remain relatively undisturbed by human incursions, generally do not harbor sufficient hatred to join this group, although the recent reopening of Myth Nantar in the depths of the Sea of Fallen Stars has prompted the admission of the first representative of the Alu'Tel'Ques-sir (sea elves).

The Eldreth is guided by the Vel'Nikeryma (Blade Lords), a council composed of the five most senior members of the society. The five councilors collectively suggest missions to individual members and identify high-priority targets, but otherwise exercise little in the way of formal authority over the group as a whole. Members of the Eldreth Veluuthra are expected to exercise a great deal of autonomy in their actions, working individually or in small teams, and they may not communicate directly with the Vel'Nikeryma for years or even decades at a time. Such communications that do occur are often performed by means of *sending* spells and similar magical effects. Its members take care to minimize any chance of their affiliation with the group being revealed.

- Bhyrindaar "Silverhart" Tellynnan (LE male moon elf werestag F15; Str 18/33, Dex 17): One of the more recent additions to the Vel'Nikeryma, Bhyrindaar haunts the southern reaches of the High Forest, hunting any human or half-elf who dares enter his domain. Born in Evereska over two centuries ago, Bhyrindaar contracted his lycanthropic

status from a human werestag and chose exile rather than risk spreading his affliction among the Fair Folk. Bhyrindaar's mastery of archery is unmatched, and the bitterness that consumes him is untrammelled, making him a dangerous opponent to cross.

- Eldaeranth Spellstalker (CE male gold elf M7/T8; Int 17, Dex 18): See the discussion of the Rank-and-File members of the Night Masks for details.
- Fhaertala Hyshaanth (CE female gold elf "lich" M19; Int 19, Cha 18): Consisting of little more than a pair of bony claws attached to the ghostly form of an elven maid, Fhaertala is the last member of a branch of House Hyshaanth that settled in Siluvanede, a vassal realm of Eaelrann located in the northwestern reaches of the High Forest and, before its fall, populated predominantly by elitist gold elves. Fhaertala's unique form is the result of her attempt to prolong her life without resorting to lichdom. The resultant transformation has given her powers akin to a banshee, but effective only against humans and half-elves. Fhaertala lairs amid the ruins of Lothen of the Silver Spires, southernmost city of Siluvanede, and she has recently detected interlopers in her demesne other than the antlered orcs that live in the region. This undead elven sorceress has begun spying on the interlopers' expeditions to the city, uncertain what to make of these "fey'ri," but she suspects that an ancient foe of those elves who consider racial purity to be sacred may be stirring again.
- Sythaeryn Selakiir (NE aquatic male elf F9/M11; Str 17, Int 18): One of the highest-ranking military advisors of the coronal of Selu'Maraar (an undersea kingdom of aquatic elves located beneath the waves of the Dragon Reach), Sythaeryn is the first representative of the Alu'Tel'Ques-sir to join the Eldreth Veluuthra. Sythaeryn regards the reopening of Myth Nantar as the first step in an inevitable expansion of humanity into the depths of Serôs (the Inner Sea), and he considers halting any such influx as an absolute precondition to the reestablishment of Aryselmalyr (the great subsea empire of the sea elves). Sythaeryn was secretly recruited into the Eldreth Veluuthra during an extended sojourn across the surface lands of Faerûn undertaken as an emissary of the coronal. The prideful sea elven battle mage now strives to enlist Morgan Ildacer (LN male aquatic elf F11), captain of the guard for the High Mages of Sylkiir and member of the Nantarn Council, into the Eldreth as well.
- Tordynnar Rhaevaern (LN male gold elf baelnorn M20; Int 20, Wis 18): One of the most powerful members of the Vel'Nikeryma, Tordynnar is the only member to have been present at the raising of the *mythal* over Myth Drannor. This ancient elven lich was instrumental in establishing the group in the aftermath of the Weeping War, and his hunger to see humanity's encroachments into elven lands rolled back has kept him active more than a millennium after his birth. Tordynnar lairs in an



ancient crypt deep in the heart of the Wood of Sharp Teeth, guarded by all manner of traps and magical defenses as well as Claugxinaurak, the venerable green dragon who serves as his steed.

The *Starym Moonblade* (CE long sword +3, +5 vs. humans and half-elves; Int 17, Ego 22): A weapon borne by the founding member of the Eldreth Veluuthra known as the Scourge, the *Starym Moonblade* is currently lost, but may yet attempt to return to the Eldreth as the embodiment of the Victorious Blade of the People. If so, it will dominate a member of the Vel'Nikeryma who is both a moon elf and a member of House Starym. Corrupted by the power of Moander, the *Starym Moonblade* can teleport without error itself and its current wielder, detect the direction and distance of gems and precious metals within 100 yards, expand its sentience and powers every time it is inherited by a full-blooded elven scion of House Starym, and create a *mythal ghost* that can utter a *wail of the banshee* once per day. Full details on this artifact may be found in *Volo's Guide to All Things Magical* (TSR #9535).

### Methods and Activities

By their very nature, the Eldreth's members are patient compared to the short-lived humans they so despise. As such, their strategies often take years or even generations to come to fruition. At the most basic level, individual members of the society often spend years scouting out a small human settlement infringing on territory that the elves regard as theirs. After identifying important leaders in the community and common patterns, one of the Eldreth might begin to kill solitary humans who wander away from the safety of their community. Such attacks are staged so as to appear as accidents or, if absolutely necessary, the work of a wild animal. Whenever possible, the Eldreth target prominent individuals whose loss might very well lead to the community's abandonment. The Eldreth do not, as a rule, target every human or half-elf they have the opportunity to slay. Being overly aggressive inevitably alerts the humans to the threat in their midst, prompting them to hire adventurers to eliminate the scourge.

In addition to direct assaults on their hated foes, the Eldreth's members are not above employing nature's defenses against a settlement. A targeted village may well be inundated by all manner of wasps, ants, poisonous plants, or blights that wipe out their crops—subtle attacks that make day-to-day living almost unbearable. Even unnatural scourges may be directed against a settlement that the Eldreth want expunged. For example, more than one pack of werewolves has been driven from the depths of the forest along a path that leads the beasts through a human settlement. Similarly, the number of owlbeats in a border region may sharply increase within days of the arrival of a few foresters. In this regard, the Eldreth are not unlike the more ruthless druidic circles that seek to reverse incursions into the wilderness.

Among the more senior members of the society, the effort to resist the intrusions of small human settlements into traditional elven domains is seen as a series of battles that must be fought, but not enough to win the war. As a result, the upper ranks of the Eldreth Veluuthra are concerned with developing new strategies for undermining the inexorable spread of humanity. Some powerful wizards research new spells and create vast armories of magical weapons for use against the hated humans. Others study human cultures to a degree unmatched by the most knowledgeable sages, seeking to identify weaknesses in their foes that can be exploited to great effect. A few mages seek to discover lethal plagues that can be unleashed on humanity, but such efforts inevitably incur unacceptable collateral damage, much to their inevitable frustration.

### Eldreth Veluuthra Abilities

New recruits receive extensive training in the art of hunting humans and half-elves, skills not unlike those of rangers or rogues. Weapons training typically focuses on attaining mastery in archery and setting traps, since melee combat is generally discouraged given the risk involved and the small size of the overall group. The Eldreth need to be able to survive undetected in the wilderness for years on end, and those who work in small groups need to be able to communicate discreetly and work with one another. Common nonweapon proficiencies include Animal Training, Blind-fighting, Boating, Bowyer/Fletcher, Disguise, Endurance, Healing, Herbalism, Hunting, Rope Use, Set Snares, Spellcraft, Survival (Woodlands), and Tracking.

### Resources

As befits a secret society of Fair Folk drawn primarily from the elite of elven society, the Eldreth has access to all manner of elven armor and weapons. A typical warrior or rogue of the Eldreth Veluuthra possesses a *cloak of elvenkind*, *boots of elvenkind*, an enchanted bow and arrows, *elven chainmail*, and some type of magical sword. In addition to elven-crafted bracers, mantles, rings, scrolls, staves, and wands, wizards typically have access to rare elven incantations such as *Symkal's friendly fireball*, an 8th-level wizard spell detailed in *The Fall of Myth Drannor* (TSR #9558). The reverse form of this particular spell affects only a specific race of beings named during the casting (such as humans), leaving items, other races, and all plant matter unscathed. The Eldreth is said to have developed similar incantations that are well suited to exterminating humans and half-elves without endangering the Fair Folk or the forests in which they dwell.

Perhaps the most important resource the Eldreth can call upon is the quiet support of like-minded elves who are not actual members of the society. Such individuals typically supply money, magic items, and shelter to their kin, a lifeline without which the Eldreth could not wage their lonely war against humanity.





## Areas of Operation

The Eldreth is active in traditional elven territories across Faerûn, particularly in regions where the Fair Folk have answered the call of the Retreat and humans now cast an avaricious eye on the thick forests apparently left unguarded. As the Eldreth is opposed to the withdrawal of elves from Faerûn, they have no influence in Evermeet. Members of this group are most commonly found along the edges of the Border Forest, the Chondalwood, the Elven Woods of Cormanthor, the High Forest, the Moonwood, the Neverwinter Woods, the Winterwood, and the Wood of Sharp Teeth. The society has no central power base or fixed meeting location, but individual members often establish secret holds open to other members of the society.

By operating along the fringes of traditional elven homelands, the Eldreth is drawn into conflict with traditional elven foes such as orcs, goblinoids, foresters, and hunters. Members of this society are no friends of drow, but they cooperate with the Ssri'Tel'Quessir against humans. Increasing activity by the followers of Vhaeraun in territories guarded by the Eldreth suggests that such alliances will become increasingly common.

The antipathy held by the Eldreth for humans and half-elves alienates them from many traditional elven allies. The Vel'Nikeryma views Harpers as the most perceptive and practical—and hence, most dangerous—of human agents, and moves against Those Who Harp when possible. Many druidic circles active in the Realms today are composed primarily of humans and half-elves; thus, the Eldreth is often pitted against those who might be seen as its natural allies. Likewise, human and half-elven rangers and explorers are seen as the harbingers of human expansion, pitting the Eldreth against the followers of Gwaeron Windstrom, Mielikki, and Shaundakul. Even the clergy of Chauntea and Malar are singled out for attack by the slayers of the Eldreth Veluuthra, since agriculture and hunting are the twin pillars on which humans can build settlements in wilderness regions. And finally, although both the Eldreth Veluuthra and House Dlardrageth (see Chapter Six) are made up of elven supremacists, the former undoubtedly view the latter as abominations, once the true nature of the fey'ri is divined by Phaertala Hyshaanth.

## The Fire Knives

Also known as the Redeemer's Guild of Westgate, the Fire Knives is a band of assassins exiled from Cormyr that nurses an ancient enmity for House Obarskyr and the inhabitants of the Forest Kingdom.

After more than a decade of inactivity, the Fire Knives is once again stirring in Westgate, and reports from across the Dragonmere suggest that Cormyr's nobility is once again under attack by a legion of assassins from across the western arm of the Inner Sea. The guild's primary objective remains

assassinating all acknowledged, living members of House Obarskyr. Secondary objectives include wreaking havoc among the nobility of the Forest Kingdom, reversing the guild's banishment from Cormyr, and repealing the royal decree that drove many members of House Bleth and House Cormaeril into exile. The leadership of the guild is well versed in the intrigues of the Cormyrean nobility, and well aware of its weaknesses. As such, the Fire Knives has begun the slow, delicate process of introducing skilled assassins onto the household staffs of the various noble families, and the guild is fully prepared to be patient as its agents work their ways into positions of authority and trust.

Founded in the Year of the Fireslaughter (932 DR), initially the Fire Knives was little more than a loose consortium of rogues and brigands active in the southern reaches of Cormyr. In the Year of the Wall (1227 DR), the guild was blamed for the deaths of King Dhalmass and Queen Jhalass, who apparently died when their caravan was ambushed shortly after Cormyr's reconquest of the city of Marsember. Banished from the Forest Kingdom, the Fire Knives went underground. They reestablished themselves in cities near the borders of Cormyr, such as Daerlun, Elversult, Tilverton, and Westgate, with varying degrees of success. Nevertheless, the group never abandoned its quest for vengeance against the crown of Cormyr, and the leaders of the guild established an internal cadre of assassins.

After a century of unexplained killings among members of the noble and royal houses of Cormyr, the Fire Knives' activities were finally unmasked in the Year of the Gate (1341 DR). The death of the well-regarded Lord Belgard Huntsilver, a childhood friend of the young King Azoun IV, prompted a kingdomwide manhunt for the nobleman's killers, and not even the elusive Fire Knives could evade detection once the full resources of Cormyr's War Wizards were directed against them. Cormyr's monarch banished the guild from the Forest Kingdom once again, and agents of the crown assisted the authorities in Daerlun and Elversult in expelling the Fire Knives from their cities as well.

The Fire Knives finally collapsed in the Year of the Prince (1357 DR), when the guild lost its remaining strongholds in Tilverton and Westgate. In the former city, the guild lost out in its long-running battle with the Rogues of Tilverton for control of that city's underworld. In the latter city, an alliance with several other conspirators to create Alias of the Magic Arm, a sentient, magical construct the Fire Knives intended to use to kill King Azoun IV, backfired. "The Weapon," as Alias was known to the guild, broke a *staff of power* on the Hill of Fangs outside Westgate, killing most of the assembled guild members in the ensuing conflagration.

The Fire Knives was refounded in the Year of the Gauntlet (1369 DR), shortly after the arrival of exiled branches of House Bleth and House Cormaeril in Westgate. Leading members of both families sought to avenge their disgrace by reviving one of Cormyr's traditional enemies and turning it



loose against those who had injured them. As currently constituted, the guild has few ties to the original guild aside from its name and symbol. However, a few members of the Tilverton and Westgate guilds from a decade before who survived their defeats have rejoined the guild, providing some measure of continuity with its past and traditions.

The group's calling card, a dagger oriented point down and surrounded by flame, is derived from the suit of daggers of a Talis deck. It represents money and theft of the same. Although rarely worn, the guild's livery consists of a dark tabard emblazoned with the Flaming Dagger that serves as the group's sign. The Fire Knives is organized on strict hierarchical lines, not unlike the Night Masks, under the leadership of the Grandfather of Assassins. That office is currently held by Lord Tagreth Cormaeril (LE male human F9/T14; Str 17, Dex 18, Int 16, Cha 18), whose nephew serves as the nominal head of the Cormaeril clan in Westgate. Although based in Westgate in the catacombs of Castle Cormaeril, the Fire Knives is constrained by agreement with the far more powerful Night Masks to confine its operations to the Forest Kingdom. Agents of the guild may be found in Cormyr's three largest cities—Suzail, Marsember, and Arabel—as well as many of the smaller towns and villages of the realm.

As the rebirth of the guild has gone undetected by the Fire Knives' traditional foes, it currently operates without opposition. The leadership of the guild is consumed with placing as many agents in Cormyr as possible, and only a few assassinations of opportunity have been undertaken to date. Once the extent of the Fire Knives' plans for Cormyr become more widely known, traditional foes such as the War Wizards of Cormyr and Those Who Harp are sure to oppose the Fire Knives' plots.

The guild is closely allied with the Night Masks, to the extent that many of the younger scions of House Bleth and House Cormaeril have begun to wonder if the Night Masters truly lead that organization. However, if the whispers regarding the Night Masks' ultimate intentions for the Fire Knives prove true, the discovery of such might well split the guild and pit the majority of Fire Knives members against their erstwhile allies' leadership.

## The Flames Of the Dark Sun

The Flames of the Dark Sun is a devout order of slayers affiliated with the church of Cyric. Based in the Mountain of Skulls deep in the heart of the Cloud Peaks of Amn, this group of murderous fanatics was founded in the Year of the Wyvern (1363 DR) by Watchful Skull Tynnos Argrim (CE male human P12 of Cyric), and trained in utmost secrecy over the next seven years. The order is dedicated to the destruction of heretical sects of the Dark

Sun (particularly those worshipers of Cyric based in the Twin Towers of the Eternal Eclipse and allied with the monsters besieging southwestern Amn), as well as followers of Iyachtu Xvim, Kelemvor, Mask, and Mystra. Strife between the order and the assassins of the Cat's Claw (an assassins' guild within the Shadow Thieves) is increasing, since the two groups war over control of Amn's cities and roads.

Little is publicly known about the mysterious Darkflames, save that the group is apparently allied with the armies of Amn against the Sythillisian Empire. Most people know that it is engaged in an ongoing holy war with rival sects of Cyric-worshipers. In the past few months, legends have begun to spread concerning slayers who kill in the name of the Prince of Madness, only to burst into flame the color of amethyst if they fail in their appointed task. However, most inhabitants of Amn and surrounding realms discount such tales as exaggerations. Nevertheless, corpses marked with the brand of a purple skull with twin black sunbursts in lieu of eye sockets are being discovered with increasing frequency in settlements stretching from Myratma to Darkhold and from Westgate to Baldur's Gate.

The Flames of the Dark Sun is led by Blazing Skull Nidhyrk Argrim (CE male human T7/P8 of Cyric), younger brother of the high priest of the Mountain of Skulls. Members of this group are sworn to uphold the true faith of the Prince of Lies. They are rigorously trained in the art of assassination to a level of mastery unseen in the Realms since the death of Bhaal's worshipers during the Time of Troubles.

The order is divided into twenty-four subgroups, known as Radials, each of which is led by a Dark Radiant, the most skilled slayer of the group. Each Radial includes between twelve and twenty-four highly skilled slayers. Challenges to the leadership of a Radial are permitted. Such contests are always resolved by hand-to-hand duels in which only plain knives are used, and no magic is permitted. Rivalries between the Radials are intense, with higher status accorded to those groups with the greatest number of slayings in Cyric's name of the aforementioned foes. The four highest-ranked Radials are known as Dark Radials, while those Radials ranked fifth, sixth, seventh, and eighth are known as Purple Radials. All lower-ranked Radials are known as Black Radials.

Members of this group have demonstrated a unique ability, although it is not known if it is granted by Cyric or is the result of some magic item or process. Known as *flamestalking*, this requires practitioners to stand wholly enveloped in flame, only to reappear unharmed from another fire elsewhere in the Realms, regardless of size. Slayers of the order have used this ability to emerge from the flame of a single candle, slay an unsuspecting target, stoke a large bonfire, and then return by means of the same technique. This ability remains nebulous for DMs to define or discard as they see fit.





# The Information Brokers & Spies

*"While some may say that swords and spells hold the key to power, our world is littered with far more castles and realms that fell because of a secret sold or a well-placed word than those that were crushed by the weight of superior Art or arms. Whether they be a simple tavern wench, a hired guard, or a lowly dockworker, those who watch and listen acquire a currency no cutpurse can steal and no dragon can hoard. Like a rainbow, a rumor has no beginning or end, yet a tale that holds a kernel of truth marches faster than an army and often to far greater effect."*

—Khollass Tandrymson of Myratma,  
excerpts from *Secrets Learnt at Dagger Point*  
(written in the Year of the Shadowtop (1314 DR))

**D**espite the wisdom quoted above, it still comes as a surprise to learn how much events in the Realms are shaped by those who wield secrets as weapons. While Waterdeep is justly accorded the title of City of Splendors, it gives one pause to wonder why indeed this great city-state is not the capital of a burgeoning empire encompassing much of the North or why it has not fallen like so many realms before. Might Netheril stand proud today, if only the full extent of Karsus's hubris had been known to his fellow archmages?

To quote Laerl, "Chronicler, if you wonder why we are reluctant to tell the full truth of many tales, imagine if such secrets fell into the tentacles of the kraken, were sold for the coins of Silvam's shadowy soldiers, or were on the lips of bards across the Realms who danced to the jig of the Harper King. I hope that by revealing some of the plots afoot today by those who seek to reshape our world to their own ends, you will hold those secrets that we dare reveal about our world all the closer to thine chest."

## Chronicler's Note

This chapter explores the workings of groups whose weapon is observation and whose currency is information. While the Knights of the Shield are rightly accounted as a consortium of merchants and nobles interested in manipulating political and mercantile activity for their own economic benefit, their influence stems from their ability to acquire, manipulate, and wield information and not from their professions as merchants. Likewise, groups such as the Kraken Society, the Harpers, the Heralds, and the various Cloak Societies hold in common the shared recognition that information is power. Further, they exhibit a willingness to acquire, manipulate, and disseminate information to advance their own causes.

## The Knights of the Shield

**A.K.A.** The Golden Orbs (a reference to the coins they pass), the Hidden Host, the Unseen Bulwark, the Eyes of Silvam (archaic, a reference to their role as spies and information gatherers during the Eye Tyrant Wars).

**Group Mark:** The seal of the Knights is a circular shield with a central eye, surrounded by a circle of diamonds. The Knights of the Shield mint their own special coin, as do some guilds in the South. It is a thick, heavy coin cut the same diameter as a standard coin but with three times the normal weight.

Every coin bears a stamp on one side only: the Knights' mark noted above. While the Knights have a basic coin minting facility in Athkatla







(disguised as Q'alel Goldsmith's Shop), members traditionally add markings to the coins to identify which member provided the coins. Such markings are often cryptic: secret guild symbols, stylized signatures or seals, or the rare wizard's sigil. These marks usually are stamped along one edge of the coin, but large guild or personal marks are sometimes placed on the coin's blank face. These coins are used only when someone wants it known that a deal was paid for and sanctioned by the Knights of the Shield.

**Group Colors/Livery:** The traditional colors of the Knights of the Shield are silver and gold, now seen to represent wealth. Diamonds and other gems or crystals are commonly worn on clothing and in jewelry as well, although the roots of this tradition—dating back to the crystal “eye” in the *Shield of Silvam*—are lost in the mists of history. Upon induction into the order, every Knight receives a round silver shield studded with jewels in the pattern of his individual device. Such shields are rarely, if ever, publicly displayed.

The Knights of the Shield is a secret society of nobles and merchants who works to influence the politics and economies of the Sword Coast to their advantage. The order is based primarily in Amn, Tethyr, and Baldur's Gate. Its influence extends from Calimshan and the Lake of Steam, along the Shining Coast, all the way up the Sword Coast to Waterdeep, City of Splendors, in the North. Historically, the Knights served as spies for the crown of Tethyr, but over the centuries they have evolved into an independent secretive group whose members trade mercantile and political information for personal advantage and act collectively for the greater benefit of all members.

The group holds some notoriety in the North. Rumors regarding their leadership and their activities have spread among the general populace. In particular, rumors among the elves, which have been passed on to various Sword Coast sages and adventurers, place a disguised evil being from the lower planes at the head of this group. Although the name and type of being change with each telling, the most common stories mention a leader known as Charsultketh, said to be a six-armed demoness, or a powerful archlord of the baatezu. (Both tales hold a kernel of truth since Gargauth, once of the Lords of the Nine, pulls many of the order's strings, and his marilith consort is a powerful member

of the Knights.) Other rumors tie the order farther south, hinting at connections with Calimshan and a powerful cadre of genies ruling the Knights through human agents. In the South, however, the Knights are seen as one of many secretive mercantile and information-brokering groups, little different from the Rundeen or the various Cloak Societies.

## Goals

Despite the notoriety the group holds among Northerners, the Knights of the Shield is, in general, just a brotherhood of merchants with a keen awareness of political considerations. The group's members use their status as Knights to gain information about trade situations and economic conditions near and far, to find ways to bypass or eliminate competition from nonmember traders, and to make more money. As a Knight of the Shield, a merchant has access to a wide range of economic and social intelligence that helps his business. As a custom rather than a rule, fellow Knights are more apt to do business with each other than with nonmembers, leading to long-standing trade alliances within the order.

Many Knights are upstanding, lawful citizens of their respective realms, and their connections to this age-old fraternity are minimal at best. They are, of course, proud to be among the Knights, but they do not limit themselves to the interests and intrigues of the Knights; their personal fortunes and plans take precedence over any interests the group might put forth. However, all members are obligated by tradition and honor to observe the protocols the Knights set forth, such as secrecy about their own and their fellows' memberships, allying with fellow Knights in trade over their competitors, and providing aid to Knights ailing financially or physically.

Unbeknownst to the majority of the membership, an inner circle of Knights exists. Known as the Shield Council, it wields and manipulates the Knights' vast resources for more direct effects on the laws and trade of Faerûn. Even those Knights who hear of the Shield Council believe it may be just one of the small social circles within the larger membership, and the wrongdoing attributed to those Knights results from a framing by the Shadow Thieves. Although the Shield Council's tactics might be frowned on by a large fraction of the Knights if these actions were ever revealed, members of this inner group work toward the same goals as the general membership: the manipulation of trade and politics for the collective benefit of the entire order. More overtly political than most Knights, the Shield Council seeks to infiltrate all levels of society along the Sword Coast, since money flows in every hall of power. Acting only through the Shield Council, agents and spies of the Knights are in place in nearly seventy percent of all governments across Faerûn, on some level or another. The major exception to this is the City of Splendors, and this is the primary reason the Knights' Shield Council has spent the last fifty years attempting to place one of its own members among the Lords of





Waterdeep. Once the Shield Council can manipulate Waterdeep's economic winds as well, the Knights will partially control the fortunes of the entire Sword Coast!

**Lord Inselm Hhune's Goals:** As the First Lord of the Shield Council, Lord Hhune is responsible for advancing the collective mercantile and political interests of the Knights of the Shield and the Shield Council, as noted above. In truth, Lord Hhune has always been more concerned with increasing his own personal wealth and power. However, by working for the benefit of the Shield Council and the Knights, he finds that he can more effectively advance his own interests in the process. In his public roles as the Duke of Kamlann and the Lord Watch Chancellor, Hhune ostensibly serves the crown of Tethyr. In truth, however, the grasping nobleman would like nothing better than to overthrow King Hae-drak, whom he loathes, and then install either himself or a pliable proxy on the throne. Ironically, in his dual roles as Tethyr's spymaster and as First Lord of the Shield Council, the Lord Watch Chancellor has brought the Knights full circle back to their original role in service to the Tethyrian crown.

**Ghantuz's Goals:** The Second Lord of the Shield Council gives his allegiance to Gargauth, the Hidden Lord of the Shield, quietly ensuring that the Outcast's plots are served by the Shield Council and the entire order. After auguries and dream messages from Gargauth, Ghantuz currently searches among the Knights and beyond for someone charismatic and smart enough to lead the order, yet easily manipulated by Ghantuz and Gargauth. Both the priest and the Hidden Lord are displeased over recent mishaps such as the loss of their agent in Waterdeep, and they have plotted to replace Hhune ever since he achieved the position of First Lord. However, with shifts in Hhune's influence in Tethyr, their plans have slowed for now. Hhune may accomplish much. Flush with his new status and the intrigues of Tethyr's court, Hhune senses nothing amiss in the Shield Council.

## History and Motivations

The Knights of the Shield were founded as a semireligious order in the Year of Many Eyes (-170 DR), during the Eye Tyrant Wars that pitted Tethyr, Calimshan, and Iltkazar against the beholders of the Lake of Steam. Their symbol was the Shield of *Silvam*, crafted by Court Vizera Zahyra Bardson-Ithal and her mentor along with the *Eye of Zahyra*. The Knights were scouts and intelligence agents for Tethyr in the Eye Tyrant Wars; they later became the bankers and guardians of many veterans settling in the wilderness east of Ithmong (now Darromar).

During the Shoon Imperium, King Leodom IV of Tethyr falsely accused the Knights of heresy and spying against the crown. A vassal of the Shoon Emperor, the king disbanded the Knights in the Year of the Sinking Islands (181 DR), confiscating their lands and money. When the king was murdered a few years later in the Year of the Twisted Tree (187

DR), erstwhile Knights were blamed for regicide and hanged after hasty trials. A few quiet voices laid the downfall of both the Knights and the king at the feet of Queen Tasiiva Cormal, the Widow Regent who succeeded her late husband on Tethyr's throne, but no proof of her complicity in either event was ever found.

In the aftermath of their group's formal disbanding, the Knights relied on one another to rebuild their power and wealth, establishing many of the traditions and practices of the group that still exist today. Forced into hiding, the order became a secret society, keeping their practices and symbol alive for centuries. In the years that followed, the hegemony of the Shoon Emperors enabled the Tethyr-based Knights to spread northward into the Calishar Emirates and south into Calimshan and ports along the Lake of Steam. Increasingly corrupt Knights in high-ranking positions of Imperial bureaucracy worked to extend the Shoon Empire's influence along the eastern and southern shores of the Shining Sea, for the benefit of the order's coffers. When the Shoon finally reached Tashtan, on the northern shore of the Chult peninsula, several Knights quickly established themselves at the highest levels of a secretive mercantile society known as the Rundeen. (See Chapter Eight for more details on this alliance.)

The collapse of the Shoon Empire in the Year of the Corrie Fist (450 DR) forced the Knights of the Shield to abandon many of their southern holdings. In the process, the Knights lost influence among the Rundeen and much of their hold over trade on the Shining Sea. The Knights reached their nadir during the Strohm dynasty, during which time the *Shield of Silvam*, the symbol of the order, was lost.

The revival of the Knights of the Shield can be traced to the actions of Lord Tithklar Illehhune, second son of the reigning Duke of Dusk, in the Year of the Shining Shield (889 DR). Lord Illehhune was a noted adventurer of that era, given to plundering ancient tombs and long-forgotten barrows in search of items of powerful magic and historical interest. In response to a series of mysterious dreams, the nobleborn warrior sought out a hitherto unknown barrow in the Fields of the Dead and discovered a bejeweled shield of incalculable worth within the ancient tomb. Inlaid with hundreds of tiny diamonds, emeralds, rubies, and sapphires in the shape of a snarling face, the shield spoke to the young lord in a bestial voice that haunted his dreams.

Upon his return to Tethyr, Lord Illehhune learned that his father had died during his absence, and that all the late duke's holdings, with the exception of his worthless title as a member of the Knights of the Shield, had passed to his elder brother. Undaunted by his loss of status, the young Lord Illehhune set about rebuilding the ancient order to its former position of power and wealth.

Noting that the decline of the Knights had coincided with the loss of the *Shield of Silvam*, the young lord recruited



a group of fellow Knights of ambition and talent and convinced them that his discovery, which he took to calling the *Shield of the Hidden Lord*, was a gift from the gods to serve as the symbol of a reborn knighthood and the true shield that the order was meant to follow. Lord Illehhune and his allies formed a secretive group within the Knights known as the Shield Council. The Shield Council, taking its cue from the infrequent utterances of the *Shield of the Hidden Lord*, set about revitalizing the order and restoring its former prominence.

In the centuries since Lord Illehhune's discovery, the Knights of the Shield—under the subtle guidance of the Shield Council—has grown in both wealth and power, slowly extending its influence along the Sword Coast. The group is believed to have had a hand in the founding of Riatavin (1000 DR), in the arranging of the Imnel Concession (1090 DR), and in the creation of trade roads linking Amn and Tethyr to Baldu's Gate and Waterdeep (circa 1182 DR). More recently, the group has contributed to the overthrow of the Shade King (1227 DR), the defeat of the Black Horde (1235 DR), the resettlement of Keczulla (1242 DR), the settling of the Great Amnian Trade War (1333 DR), the rapid rise and fall of Pasha Balik of Zazesspur (1352-1364 DR), the reestablishment of the Tethyrian monarchy during the Reclamation Wars (1366-1369 DR), and many other historical events in the realms along the Sword Coast.

Since being driven underground by King Leodom IV, the group has evolved certain traditions and practices, which all members are expected to observe. First is the need for secrecy. No more than three confidantes outside the group are permitted to know that a member is a Knight at all, no matter how famous or obscure that person is. As the members are physically dispersed over a wide geographical area, most only know a few of their fellows, reducing the risk that one outsider (or even one wayward Knight) can compromise the entire order. Second, Knights are expected to advance the interests of the entire order, particularly in the realm of increasing the group's collective influence and wealth. Failing that, individual Knights are expected not to work in direct opposition to the general goals of the membership. In practice, individual Knights are expected to share information within the group, and, when possible, give preferential trade treatment to fellow Knights. The Knights of the Shield generally works within the law, but, as a group that long ago ignored its royal commander's order to disband, the group does not mind skirting the law or, more commonly, changing the laws to suit its ends. Finally, while the group generally eschews violence unless absolutely necessary, it can be quite ruthless, both in the political and mercantile arenas, and it is not above ruining or even assassinating a foe or an unlucky fool if doing so works to the order's advantage. Since the Shield Council is much more ruthless than the general membership, the real acts of villainy attributed to the Knights stem from its dictates.

## Organization

Despite its effectiveness in influencing events along the Sword Coast, the Knights is a loosely organized group of individuals with few formal leadership roles within the order. In theory, no Knight is above any other member of the order, and all Knights, regardless of gender, bear the hereditary title of "Sir." In practice, certain powerful Knights wield a great deal of authority within the group. The influence of such leading Knights may stem from their role in society at large, their skill at forming alliances within the order, or the amount of wealth they possess. Oftentimes, small social circles form around such senior Knights, with the members of such groups working in close concert toward commonly held aims. Although sometimes regionally based, most such informal groups have members scattered along the length of the Sword Coast, working closely to ensure that all benefit from a steady flow of lucrative trade.

At any given time, the Knights of the Shield has between sixty and one hundred members, most of whom are merchants, family heads, and nobles of Amn, Baldu's Gate, Calimshan, Tethyr, Waterdeep, and beyond. Three or four times that number of agents serve the order throughout Faerûn. Membership in the Knights of the Shield is handled on a case-by-case basis. All it takes usually is the nomination of a person by two Knights in good standing, with no objections from the membership, to grant that person a Knighthood. An aging Knight may give an heir his Knighthood, and hereditary memberships are numerous among the noble members of the group. However, if three or more other Knights contest the inheritance, the applicant must prove himself worthy. Often, this entails revelations of his business dealings and intrigues (and manipulation of the same to the nominee's gain) or donations of money and equipment, either of which must prove beneficial to the Knights. In over two hundred years, only one challenge was made to an inheritance, but it was defeated and the inheritance granted. The heir in question was not the noble's legal heir due to his illegitimate birth, but his father left him his Knighthood as the only title the father could give.

The real power behind the Knights lies in the Shield Council, although most Knights who are not part of this inner circle are not aware of its role. The Shield Council exercises its authority through its members' control of the bulk of the order's resources, informal ties to leading Knights who are not members of the council, careful accumulation of debts and favors, and campaigns within the order to prevent the rise of any rivals to its authority. The general membership therefore serves as the Council's tendrils, extending into most centers of economic and political power along the Sword Coast.

## Chain of Command

The seven members of the Shield Council (eight counting the Hidden Lord) meet at prearranged times at varying



Knight safeholds, to prevent its discovery by outsiders or other Knights of the Shield. Two members of the Council are left open for DMs to fill with their own NPCs. In order of seniority on the Council (but not necessarily seniority as Knights) are:

- The Hidden Lord of the Shield (a manifestation of Gargauth): The Shield Council has varied its members and organization over time, but it has always had one constant through its entire history: The Hidden Lord of the Shield.

The *Shield of the Hidden Lord* rarely speaks, as only Lord Hhune and Ghantuz the Cloaked have ever heard its malevolent voice and then but once over four years ago when it directed them to admit Helanna Darkstorm into the Knights and onto the Shield Council. Nevertheless, the artifact recovered centuries ago by Lord Tithklar Illehhune remains an ominous and discomfoting presence in all meetings of the Shield Council.

As both the First and Second Lord defer to the Hidden Lord of the Shield (even one of Hhune's ambition retains wisdom enough to defer to a being of such power that it speaks through an artifact), the Council considers the *Shield* to be the ceremonial head of the Council and places it at the head of the council table at its meetings. For now, Gargauth allows Hhune control over the Knights, but warns him (through Ghantuz) not to overstep his bounds. The Lord Who Watches has directed the Second Lord of the Shield Council to search for a possible successor, if needed. In addition to Ghantuz, Helanna Darkstorm is Gargauth's hidden insurance that Hhune remains under control. Gargauth has his own plans for the Shield Council's agents and the Knights at large, and not even the Speaker for the Hidden Lord is privy to them.

- Lord Inselm Hhune (NE male human F8): See "The First Lord of the Shield Council" sidebar for more information on the Duke of Kamlann.
- Ghantuz the Cloaked (LE male human P15 of Gargauth; Int 18, Wis 16): All that the other Councilors know of the Second Lord is that he is an elderly, scarred priest of an undetermined god, and the Hidden Lord is either a proxy or an avatar of that god. The Speaker for the Hidden Lord, a title used only among followers of Gargauth, is the oldest member of the Council, but he eschews the leader's seat, preferring Hhune as a more charismatic guide for the Knights of the Shield. Despite his influential position among the Council, Ghantuz is thought by most of them to be an old Keczullan moneychanger who luckily invested in the early stages of the Maztican trade.
- Lord Nadlok Bormul of Athkatla (NE male human F13; Str 16, Con 17, Cha 16): After selling his family's holdings in Crimmor to the Crytrappers, Lord Bormul moved his family's interests to Athkatla in the Year of the Staff (1366 DR). One of the richer tavern and festhall owners





(with hidden investments in four trading companies), Lord Bormul became bored with simply making money. Now, as a member of the Shield Council, he happily uses his money to influence trade channels and political agendas across the Realms. Lord Bormul wears a *ring of protection* +2 at all times, and is always accompanied by two Tashlutan bodyguards, Tithan (LE male human F6) and Miir (LN male human F7). When trouble threatens, he dons *platemail* +1, a *large shield* +1, and wields a *spear* +3 or a *longsword* +2.

- Tuth of Baldur's Gate (NE male human T3/F14; Str 17, Dex 18): This rich, arrogant adventurer wandered the Sword Coast for years, secretly sacking temples at the bidding of opposing churches which paid him well. He struck it rich by slaying a green dragon and claiming its hoard (despite the tales he tells, he killed it with poison while it slept). He moved the treasure into lucrative real estate purchases and investments in trading companies. Tuth's fortunes have suffered greatly of late, however; he invested heavily in the struggling colony of Fort Flame on the coast of northern Maztica, and he now depends heavily on the assistance of his fellow Knights simply to recoup his losses.

Unbeknownst to him, Tuth's main role on the Shield Council (for which Hhune and Ghantuz secretly nominated him) is to become the focus of any major overt actions commanded by the Hidden Lord. Tuth's past deeds are known to Hhune and Ghantuz, who stand ready to reveal them whenever the order needs a scapegoat.

- Helanna Darkstorm (CE "female human" marilith tanar'ri M12; Dex 18, Int, 18, Wis 16, Cha 18): The newest member of the Shield Council is a mysterious timber and ore merchant/wizard from Chondath. Both Lord Hhune and Ghantuz (at the command of the Hidden Lord) sponsored her for membership four years ago, and she was the first person ever to join both the order and the secret Shield Council at the same time. While others respect her acumen for intrigue and her vast network of magical spies, none save Ghantuz know Helanna's true role: She is Charsultketh, a marilith tanar'ri who has long been Gargauth's consort. She will be Gargauth's enforcer among the Knights when the time comes for him to take direct control of the group and its ever-expanding resources. Until that time, Helanna enjoys playing a teasing vixen, using minor spells to spook, anger, or embarrass Amnian Knights.

### Rank and File

Outside of the Shield Council, approximately twenty Knights are considered to be senior members of the order, although they hold no formal leadership positions. The exact roster of senior Knights varies according to the biases of the speaker and the vagaries of time and trade, as the influence of various individual Knights waxes and wanes. The following Knights are generally accounted as leading members of the order, as of the end of the Year of the Tankard (1370 DR).

- Lord Alaric Hembreon (LN male human F10; Str 18/21, Cha 16): As the Duke of the Golden Marches and Lord High Chancellor of Tethyr, Lord Hembreon is one of the most prominent Knights in Tethyr. A grim, serious, loyal man who has lived his life by laws and literal interpretations, Hembreon was Prince Rythan's fourteen-year-old standard bearer at the tragic Battle of Nightflames. After bringing the corpse of his hero home, Hembreon spent thirty-six years worshiping Helm and searching for what he saw in Prince Rythan: a noble spirit worth serving loyally and well for the good of the people. Hembreon was exiled from Tethyr on trumped-up charges only fifteen days before the Black Days erupted. He returned to Zazesspur in the Year of the Bridle (1349 DR) to help Tethyr back to stability.

While a member of Zazesspur's council, Hembreon was the first of Tethyr's nobles to back Zaranda Star. He had finally found someone as worthy of his support as Prince Rythan in Tethyr's new king and queen. Though his title of duke came from his uncle's lands in the former Duchy of Draknor, Hembreon requested a duchy from his mother's Highland homelands, in the hopes that he might cure the blight left by the former Duchy of Dusk.

In the past, Hembreon viewed his position in the Knights as noblesse oblige, but the recent recovery of the *Shield of Silvam* has rekindled Hembreon's involvement in the order and interest in its history, particularly in the Knights' ancient role as spies for the crown of Tethyr. To the consternation of many of his fellow Knights, Hembreon seems to be contemplating the restoration of the order's long-sundered ties to the throne of Tethyr.

- Senior Fury Barasta Cleith of Goldspires (N female human P13 of Waukeen; Wis 18, Int 16): An Amnian landowner of vast resources, Barasta is the oldest, most trusted confidante of Holycoin Tharundar Olehm (high priest of the entire Faerûnian Waukeenar faith) at Goldspires (an abbey of Waukeen just outside of Athkatla). Barasta is the daughter of Lord Lurraxol and wife to Lord Cleith of Athkatla. As part owner of at least seven estates in the Realms, including one in New Amn in Maztica, she has proven her faith to anyone who doubted her. Barasta currently directs her energies toward expanding trade ties with Maztica in the aftermath of the recent sahuagin troubles. She spends her remaining time undermining the recently announced nomination of Daerea Ethgil, the secondmost senior Fury of Goldspires, to the Knights. Lady Cleith's efforts to undermine the popular candidacy are based on her long-standing rivalry with Lady Ethgil, but the Senior Fury of Goldspires must be discreet to avoid undermining her own position in the Knights or in the church hierarchy.
- Lord Bly Ruldegost (LN male human F7; Str 16, Cha 16): Since Lady Lucia Thione (see below as Lucia Thione-Hhune) was banished from Waterdeep, Lord



## Inselm Hhune, First Lord of the Shield Council

Lord Inselm Hhune, recently elevated to the rank of duke by King Haedrak and Queen Zaranda, is one of the most powerful men in Tethyr. A fat, black-haired man with small, unreadable black eyes, thick black brows, an abundant mustache, and just a touch of gray in his neatly groomed hair, Hhune cultivates the air of a distinguished lord with his dark, costly garments carefully tailored to disguise his bulk. Although he comes across as a pleasant person, Hhune is coldly ambitious, cruel when it is expedient, and well skilled at the games of diplomacy and economic intrigue. He has the well-honed abilities to never be caught in a direct lie, to always have something up his sleeve, and to somehow come out smelling like a rose, no matter what.

Although distantly related to House Illehhune, Hhune was born a commoner in the Year of the Fallen Throne (1319 DR). After earning his fortune in shipping and rising to the position of the guildmaster of the Shippers' Guild of Zazesspur and a member of the city council, Hhune's nomination to the Knights of the Shield in the Year of the Morningstar (1350 DR) was assured. Later that same year during the chaos of the Alemandrian Interregnum, he attained the title of lord by purchasing lands along the Sulduskoon River from Duke Alaric Hembreon, a Knight seeking allies in his efforts to restore Zazesspur's trading routes.

Hhune was instrumental in engineering Pasha Balik's rise to power in Zazesspur in the Year of the Dragon (1352 DR), efforts that first brought him to the attention of the senior Knights. Later that year, he hired the Company of Eight to hunt down Vaerosuraka, son of Hulrundrar, an adult red dragon that had recently established a lair in the Starspires and had been menacing travelers along the Trade Way. Hhune insisted on accompanying the Company on the hunt for the marauding wyrm, along with a legion of his retainers, and, under circumstances never fully explained, he somehow managed to inflict the killing blow on the beast himself.

In the Year of the Worm (1356 DR), Lord Hhune championed the hiring of a mercenary army by the Knights when legions of devils first emerged from the ruins of Dragonspear Castle, and his successes in that endeavor earned him a position on the Shield Council, as well as the favor of Ann's Council of Six.

In the Year of the Wave (1364 DR), Lord Hhune engineered a complicated plot by which large tracts of the eastern Forest of Tethir were secretly logged by an ex-Zhentarim mercenary named Bunlap and his men, and the lumber,

disguised as wood from southern timberlands, was shipped across Tethyr and sold at a hefty profit to the Berringer Shipyards in Port Kir. A fleet of fast, maneuverable, and well-armed ships were constructed with the lumber for the city of Zazesspur to defend against piracy (and thus to protect Hhune's shipping interests). Although efforts by a Harper, Arilyn Moonblade, on behalf of the green elves of the Forest of Tethir eventually ended the logging operation and began the forest's restoration, Lord Hhune's role in the plot was never uncovered, and most of his objectives were achieved. (A notable exception was a failed assassination attempt on Arilyn's fellow Harper, Danilo Thann.)

In the same year, Hhune was part of a failed plot by the Knights to overthrow the Lords of Waterdeep. Lady Lucia Thione, a fellow Knight and long time resident of the City of Splendors, allied herself with a venerable half-elven bard named Garnet, whose efforts plagued Waterdeep and much of the Sword Coast with droughts, increased monstrous activity, and political unrest. Lord Hhune, who learned of the plot from Lucia during a routine visit to the city, was directed by the Shield Council to give Garnet his full support. Thanks to Danilo Thann, the plot collapsed and Garnet was last seen in the claws of Grimnoshtadrano, a green dragon with a fondness for riddles.

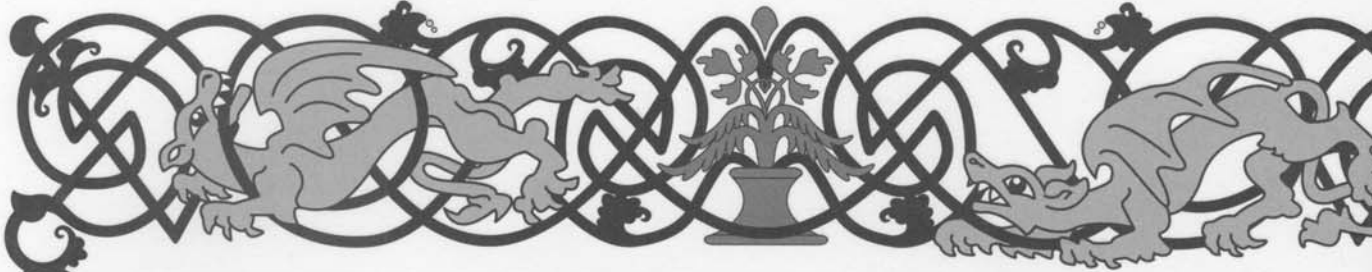
Hhune's attempt to establish a guild of thieves and assassins in Waterdeep failed as well, but his efforts did contribute to the chaos in Waterdeep and serve to distract the Lords of Waterdeep from the true threat posed by Garnet. Of the three conspirators, only Hhune emerged from the debacle relatively unscathed, although he is no longer welcome in Waterdeep thanks to his role in a brutal attack on Larissa Neathal, a courtesan and secret Lord of Waterdeep, which was not uncovered by the Lords until he had left the city with Lucia Thione in his clutches.

The next two years saw Hhune's rapid ascent through the ranks of the Shield Council, since many of its more senior members fell victim to a series of unexplained, fatal mishaps. Hhune resigned from the Zazesspur council during this period, although he remained an important player behind the scenes.

By the end of the Year of the Staff (1366 DR), Hhune climbed to the rank of First Lord of the Shield Council, after Ghantuz the Cloaked declined to serve. At the direction of the Hidden Lord, Ghantuz began secretly searching for a more suitable candidate for the position of First Lord, but the events of the next three years raised Hhune's stock sufficiently to forestall efforts to replace him.

In the Year of the Shield (1367 DR), following the downfall of Baron Faneuil Hardisty, the people of Zazesspur proclaimed Zaranda Star, Countess of Morninggold, as queen of Tethyr. Lord Hhune, staying abreast of the shifting political winds, threw his support behind Zaranda, as did Duke Hembreon and one other former councilor, Lord





Faunce. Together, Hhune, who hoped to eventually marry Zaranda and gain a kingdom for the Knights controlled by himself, and Hembreon, whose support stemmed from a strong faith in the rule of law, enlisted the resources of the order behind her cause.

Hhune's calculated loyalty endured through the betrayal of the Zaranda's Loyalist Army by Zazesspur's Council, but ultimately his greatest aspirations were forestalled by the arrival of Prince Haedrak and the Reclamation Army. Nevertheless, Hhune's backing of Zaranda left the Knights well positioned for life under the newly established Rhindaun Dynasty, and his marriage to Lady Lucia Thione followed shortly after the royal wedding in the Year of the Gauntlet (1369 DR).

At present, Lord Hhune is a secret landowner (through proxies and agents) in Athkatla, Murann, Myratma, and Baldur's Gate. Only in Zazesspur are many of his holdings known, as would be expected of a former guildmaster of the Shippers' Guild, a member of the city's Council of Lords, and the current duke over the city. Although Hhune's major estate south of Zazesspur remains his primary residence and he conducts most business there, his official ducal castle granted him by the crown is the rustic Tresper Hall. Located among the Starspires twenty miles east of Uluran Keep, this mountain castle of the former duke of Alemere is almost fully restored, and staff has been hired simply to maintain this as a place for Hhune to stay during long court visits. He also has allowed its use by other nobles of Tethyr as a hunting lodge, a move to ingratiate some of the more naöve lordlings.

Although he has been well rewarded by the crown of Tethyr for his efforts to restore the monarchy, Hhune's royal appointments are something of a double-edged sword. As Duke of Kamlann, Lord Hhune exercises limited control over the busiest section of the Trade Way south of Amn. Yet the duchy requires little administration that takes him away from Zazesspur and his intrigues therein.

However, as his title puts in him the position of a political pawn of the monarch, he must police the borders of the Wealdath and prevent anyone from exploiting that forest and ruining the newest alliance with the elves of Tethir. It's a rather ironic responsibility, given his past activities.

As Lord Watch Chancellor, the crown's royal spymaster, Hhune is responsible for gathering information on plots of interest (or danger) to the court of Tethyr. He is trapped by having to provide intelligence to King Haedrak and Queen Zaranda, without knowing how little he needs to deliver (nor how much to withhold to keep them off his trail). Moreover, Hhune has not been able to uncover any agents of the crown who may dig up information on him.

**Inselm Hhune, male human F8:** AC 10/2 (base AC 10, chainmail +3); MV 12; hp 47; THAC0 13 (base) or 10

(longsword +2, specialization) or 12 (dagger +1); #AT 2/1 (longsword, specialization) or 3/2 (dagger); Dmg 1d8+4 (longsword +2, specialization) or 1d4+1 (dagger +1); SD battle cloak binds melee weapons for 1d3 rounds on a missed attack roll if a saving throw vs. spell is failed, dagger of doomwarding allows a second chance to succeed at any failed die roll when held for one charge; SZ M (5' 10" tall); ML 14; Str 15, Dex 8, Con 10, Int 15, Wis 13, Cha 16; AL NE.

**Special Equipment:** battle cloak, chainmail +3, dagger of doomwarding (dagger +1, six charges remaining), ring of warmth, spellblade (longsword +2, wards against charm person).

Hhune's great wealth allows him to purchase any item he might require. The magic items listed above are those Hhune most commonly carries or wears on his person.

## The Shield of the Hidden Lord

The *Shield of the Hidden Lord*, an artifact recovered from the Fields of the Dead by Lord Tithklar Illehhune in the Year of the Shining Shield (889 DR), is sacred to Gargauth the Outcast, a cruel demipower who was once one of the Lords of the Nine. A round mithral shield inlaid with hundreds of tiny diamonds, emeralds, rubies, and sapphires in the shape of a snarling face, the *Shield of the Hidden Lord* serves as the symbol of the Knights of the Shield, having replaced the *Shield of Silvam* in that role.

The origin of the *Shield of the Hidden Lord* is unknown, although Gargauth's faithful believe that the relic is a direct manifestation of the Outcast's power. On rare occasions, Gargauth, in the guise of the Hidden Lord of the Shield, speaks directly through the *Shield*, causing the inlaid face to animate. Although Gargauth can employ any voice he wishes, the Hidden Lord of the Shield has always spoken with the voice of an angry beast. The Outcast can also employ the *Shield* as a conduit for his manifestations, and has done so on at least two occasions. Further details on Gargauth's power may be found in *Powers and Pantheons* (TSR #9563).

The existence of the *Shield of the Hidden Lord* is a closely guarded secret among both the Shield Council and the senior priests of the cult of Gargauth. For over three centuries, at least one member of the Shield Council has secretly been a priest of Gargauth, serving as the Speaker for the Hidden Lord in the Outcast's cult. Ghantuz the Cloaked, the current Speaker for the Hidden Lord and Second Lord of the Shield Council, stores the *Shield* in a secret vault in an upper sea cave (an infrequent meeting place) in the coastal cliffs north of Athkatla, bringing it forth only for meetings of the Shield Council.



## Powers

In addition to serving as a conduit for the Gargauth's manifestations, the *Shield of the Hidden Lord* exhibits a range of powers known only to the current Speaker for the Hidden Lord. Past Speakers have determined some of the Shield's powers; the Outcast's faithful believe that the Shield may contain additional powers not yet discovered.

### Constant Powers

The *Shield of the Hidden Lord* has the following powers constantly in effect:

- Any words spoken within normal hearing range of the *Shield* are heard directly by Gargauth the Outcast. Whether Gargauth responds in any fashion is the choice of the Lord Who Watches.
- The *Shield* serves as a *medium shield* +4 if borne in combat.
- The *Shield* makes its bearer invulnerable to nonmagical missile attacks, as the 3rd-level wizard spell *protection from normal missiles*.
- The *Shield* enables its bearer to comprehend all languages, as the 4th-level wizard spell *tongues*.

### Invoked Powers

The bearer of the *Shield of the Hidden Lord* can invoke the following powers:

- The bearer of the *Shield* can *alter self* (as the 2nd-level wizard spell) at will. This power also can alter the appearance of the *Shield* itself, although it always appears as some sort of shield.
- The bearer of the *Shield* can transform any nonmagical metal (except silver) in contact with the artifact into pure gold. Metal weapons and armor thus transformed lose their effectiveness (gold armor: AC 7 maximum, wearer is fully encumbered). Up to 600 gp worth of metal can be created per tenday in this fashion.
- The bearer of the *Shield* can cast *charm monster* (as the 4th-level wizard spell) or *suggestion* (as the 3rd-level wizard spell) on any creature looking at the snarling visage of the Hidden Lord.

## Curses

As befits a demipower of betrayal and corruption, the *Shield of the Hidden Lord* cannot be employed without grave risk to the bearer, unless he is a devout follower of Gargauth. Although the *Shield* may harbor additional malevolent effects, only two curses are known currently.

- While in direct physical contact with the *Shield*, the bearer is subject to the whisperings of Gargauth. Relentless litanies of chanting in the language of Baator, these whisperings have the potential to drive the subject mad. For every round in contact with the *Shield*, the bearer must make a Wisdom check. Failure indicates that the subject acts immediately on his or her cruelest and most base instinct, as adjudicated by the DM.
- The use of any invoked power cloaks the bearer of the *Shield* in an amber radiance for 1 round and subjects him to the effects of a *spiritual corruption* spell (as the 6th-level priest spell detailed in *Powers and Pantheons*). Additional invocations of the *Shield's* powers cause the amber radiance to manifest again. There is no additional effect unless the *Shield*-bearer has already escaped the effects of the *spiritual corruption* spell, in which case the process begins anew.

## Suggested Means of Destruction

- The *Shield* must be subject to a *disintegration* spell cast by the long-dead Count Vizera Zahyra Bardson-Ithal, creator of the *Shield of Silvam*.
- The *Shield* must be buried within the Dark Pit of Maleficence beneath the Landrise and the ruins of the capital city of Peleveran.
- The *Shield* must be bathed in the blood of an Abyssal Lord of the tanar'ri and the shattered pieces dropped into the River Styx.


Ruldegost has been the senior Knight in the City of Splendors. A proud and honorable man, the regent of House Ruldegost has little interest in placing one of the order among the Lords of Waterdeep, and he has successfully blocked all such plots for the past six years, much to the frustration of his fellow Knights. Instead, Lord Ruldegost advocates recruiting leading members of Waterdeep's noble houses into the order. In the past two years, Lord Ruldegost has immersed himself in the business of the Thousandheads Trading Coster, spending many months in Riatavin.

A slowly blossoming romantic relationship with Lady Ninvara Krimmevol of Darromar, a Tethyrian noblewoman recently banished from her homeland by royal edict, and the Knights' efforts to secure the order's control

of the city have combined to entangle Ruldegost in the city's chaotic politics.

The Krimmevol family, descended from the ducal family of Cortryn, seeks Bly's support in their efforts to establish a new Tethyrian duchy centered on Riatavin with Lord Mundal Krimmevol as its duke. Lord Ruldegost seeks to barter the overt support of his family and the covert support of the order in exchange for Mundal's induction into the Knights and the restoration of trade links between western Amn and Riatavin to their former levels. Other nobles such as the Copriths and lesser members of the Krimmevol family oppose the creation of a new duchy.

- Kestor (NE male half-elf T8; Dex 16): A prominent, albeit self-serving, member of the Merchants' League of Baldur's Gate, Kestor owns a fleet of sailing ships that



brings back silks, textiles, and spices from distant lands such as Balduran, Chult, Dambrath, Halruaa, Nimbral, and the Tashalar. The Baldurian merchant is one of the leading non-Calishite Knights exploring the possibility of working more closely with the Rundeen.

Kestor has a long-standing, bitter rivalry with Aldeth Sashenstar, and the wily half-elf directs most of the Knights' resources in the city toward undermining the fortunes of House Sashenstar. Kestor, a major backer of the Fort Flame colony, was nearly wiped out by sahuagin and other sea-creatures' raids there in the latter half of the Year of the Gauntlet (1369 DR).

- Lady Lucia Thione-Hhune (CE female human 0-level; Int 16, Cha 17): A distant cousin of the royal line of Tethyr born in the Year of the Blue Flame (1327 DR), Lucia is a slight, chestnut-haired beauty with dark eyes and delicate aquiline features. She favors purple garments suggestive of her heritage. She is just entering middle age.

Lady Thione resided in Waterdeep for many years, keeping secret her position as the highest-ranking Knight in the City of Splendors and a member of the Shield Council. In the Year of the Wave (1364 DR), Lucia was drawn into the plots of Garnet, a half-elven bard and ex-Harper who schemed to overthrow the Lords of Waterdeep. Danilo Thann and Elaith Craulnobur eventually foiled the plot, and Lucia was exiled from the City of Splendors for her crimes and for falsely claiming to be a Lord of Waterdeep. Conveyed into the hands of Lord Hhune, Lucia was dismissed from the Shield Council for her failure and for deceiving her fellow Knights into thinking that she was a Lord of Waterdeep.

Despite these setbacks, Lucia reestablished herself among her fellow Knights in Tethyr, and she plots to regain her seat on the Shield Council. Lucia married Lord Hhune in the Year of the Gauntlet (1369 DR), a marriage whose passion lies only in intrigue. The duchess-consort now acts as the duke's second and proxy guildmaster of the Shippers' Guild of Zazesspur, which keeps her in the thick of Zazesspuran politics from her manor in the Garden District.

Lucia has one daughter, Isabeau "Sophie" Thione (CN female human T9; Dex 18, Cha 17), whose presence somewhere in Tethyr has come to her estranged mother's attention. However, at least for now, Isabeau seems to be avoiding her mother.

- Lady Miilal Hydcont (CE female human 0-level): "The Witch Widow," eldest sister of the Lord Tobem Rosznar and widow of the late Lord Hydcont, controls the fortunes of House Hydcont, the Amnian branch of House Rosznar. She also dominates much of the town of Innescar through her bullying, icy temper, and cruel thirst for vengeance. The Hydcont family traffics in wines, furs, and caravans, while House Rosznar trades in wines. The dowager discreetly funnels risky ventures in

poisons and slaves through her brother's books. The Knights spared her manor, Hydcont Hall, from the Sythillisian Empire's destruction of Innescar in the Year of the Tankard (1370 DR) due in part to bribes she paid. Although rebuilding Innescar now occupies much of her energies, Lady Hydcont has not abandoned her long-standing hatred of Lady Estrip Rosznar of Waterdeep, or her aspirations to reclaim that noble title for her branch of the family.

- Pehllus Tanislove (CN male human P7 of Lliira; Int 17, Wis 16, Cha 17): The lord of House Tanislove and the lord-consort of House Gheldieg is a rapidly rising star in Athkatlan society, as well as much of the rest of Amn. A handsome, reasonably honest merchant who was a hedonistic partygoer in his youth, Pehllus has a knack for streamlining his assets and doubling his profits.

Pehllus inherited his family's fortune and his membership in the Knights in the Year of Maidens (1361 DR) from his legendary father, Lord Pulth Tanislove, who joined the order after making his fortune in gem mining. The young Lord Tanislove moved to Athkatla and married Lady Vyma Gheldieg immediately following the death of her father in the Year of the Helm (1362 DR). He was invited to join Amn's Council of Six as Dahaunarch shortly thereafter, replacing the late Lord Curkon Gheldieg, who would have been his father-in-law.

Unbeknownst to most Amnians, House Tanislove is directly descended from the Torlath dynasty, the royal family that founded Amn as a kingdom. The success of the Sythillisian Empire has convinced Pehllus that the Council of Six is a corrupt institution, and the young priest plots with Tyrda Q'Helvor and Rhinnom Dannihyr (see the Shadow Thieves entry in Chapter Seven for more on Dannihyr) to restore the monarchy with himself as king. Pehllus has the discreet support of the Knights in his efforts. He has also been lining up support among prominent halflings of the region in exchange for his support for the reestablishment of Meiritin, as an autonomous halfling margravate of the kingdom of Amn.

Toward that end, Pehllus and his allies have recently nominated two halflings, Count Krimmon Amethystall of Vintor and Buck Flagonsrich of Purskul, to be Knights. Unbeknownst to Pehllus, Lord Hhune has secretly recovered *Namarra*, the legendary "Sword That Never Sleeps" borne by Amn's earliest kings. Hhune intends to present the sword to the aspiring royal if Pehllus's plans continue to progress, knowing that such a gesture would win him a great deal of influence in a newly reestablished kingdom of Amn.

- Piy Rathur (CN male human F9/T3; Str 16, Dex 17): One of the few Knights based in the Caravan Cities, Piy Rathur is a caravanmaster with many investments in Sembia and Westgate who directs most of the Knights' activities in the Inner Sea region. Despite his lack of magical talent, Piy Rathur is a devout worshiper of Mystra; he venerates the





Lady of Magic through the acquisition of a wide assortment of magic items. Piyrahur either gives such items to worthy members of Mystra's clergy or sells them to fellow Knights in exchange for generous donations to the church of the Lady of Mysteries. This Iriaeben Knight actively recruits new members to expand the order's influence eastward, while working to undermine the plots of the Men of the Basilisk (see Chapter Eight), a rival secret society of merchants active in the western Inner Sea region.

- Syan yn Asraf al Derak yi Volothamp (NE male human T5; Dex 18): The seventh Knight of his family since his great-great-grandfather joined the order over a century ago, Syan's artistic talents are matched only by his skill in negotiating Calimshan's brutally competitive mercantile and political arenas. The pasha of both the Whitesmiths' and Jewelers' Guild and the Gemcutters' Guild of Volothamp has lived in Teshburl in self-imposed exile from his native city for almost a decade. Syan fled Volothamp during the Darkstalker Wars after seven of his relatives were assassinated in a single night. Despite the rise of the "Gem Caleph" Adnan el Huzal, who seized control of the city and many of its guilds in the aftermath of that war, Syan retains a large degree of control over his far-flung mercantile empire through an extensive network of agents and his regular use of the *aba of siteshifting* (enchanted by Qysar Shoon VI in 301 DR).

This *aba* is a silver robe fashioned of light fabric interwoven with threads of silver. It allows its wearer to *project image* three times per day to any well-known destination on the same plane of existence, subject to the same restrictions as a *teleport* spell, albeit without the severe penalty for failure. Despite his remote location, the pasha is an important member of the Knights (and also the Rundeen).

Knights such as Jabal al Gaunrahl and Pehllus Tanislove and members of the Rundeen such as Jafar el Uabar smuggle gems and jewelry to remote Teshburl, where a small cadre of craftsmen transform them into new works of art, untraceable to their original owners. While Syan extends his guilds' services to Nallojal (navy) officers who skim priceless items from the loot recovered from pirate ships, customs officials of Teshburl ignore this thriving gray market. In addition, Syan opens his villa to fellow Knights needing to lie low for a while; Teshburl is so far off the beaten path that little risk of discovery exists.

### Raw Recruits

The lowest echelons of the Knights of the Shield consist of the junior members of the order who have yet to earn the respect of the majority of their peers and, below them, agents of individual Knights who know whom they serve. The latter group should not be confused with agents of individual Knights who are not aware of their master's affiliation or that their actions are ordered with the goals of the knighthood taken into account.

- Chachim (LE male human T9; Dex 18): A thin, furtive Amnian and one of Lord Hhune's best agents, Chachim often anticipates his employer's commands. This skilled assassin, who trained at Zazesspur's School of Stealth, carries out many of the most nefarious deeds ordered by the Shield Council.
- Fual yn Senaor al Barasth (CN male human 0-level, Sage; military history, arms, and armor; Int 16): A low-ranking *druzir* of the Defenders' Drudach in Memnon, Fual's position affords him little authority over the soldiers who dwell in the military barracks that make up his district. Leaving his nominal administrative duties to the local *qayadin* (general), Fual's energies are consumed by his fascination with rare armor and weapons, particularly those dating back to the Shoon era. The *druzir* has built his fortune (and his impressive collection) by doing a brisk trade in such items, often procuring lost heirlooms for his fellow Knights or identifying rare items acquired by members of the order.


Fual's most recent acquisition is the golden *Lion Blade*, one of the two *Royal Masque Blades* of King Strohm IV of Tethyr, said to deflect both lightning and fire from the wielder. Although he has told no one except Lord Hembreon of the lion-hilted blade, Fual's villa has been subject to no less than seventeen attempted break-ins since he acquired the sword, almost twice the typical number. Fual hopes to trade the weapon for several priceless Shoonite artifacts in the royal vaults of Darromar, and he has enlisted the Duke of the Golden Marches as a go-between to King Haedrak, much to the annoyance of Lord Hhune.

- Lord Hasheth Balik (CN male human T5; Int 18, Dex 17): A minor son born of the harem of the late Pasha Balik of Zazesspur, Hasheth is proud and arrogant in the extreme, but nearly as good as he considers himself. He does have a sense of honor, but it is more bound up in his sense of self than in any moral code of behavior.

Despite his youth—Hasheth was born in the Year of the Bridle (1349 DR)—he devises and carries out complex plots and intrigues. He delights in gathering information and using it to solve puzzles. In the Year of the Helm (1362 DR), Hasheth entered Zazesspur's School of Stealth to train as an assassin. Although he did not remain long, he learned several valuable skills and came into contact with two Harpers, Arilyn Moonblade and Danilo Thann.

After leaving the School of Stealth, Hasheth sampled several careers, including that of a minor lord of the Venazir Lands. His father gave him a sparse sliver of land lying two miles south and east of Zazesspur in the hopes of keeping his restless son busy away from the royal court. Encompassing several hundred acres of grazing land that now lie within County Uluran, the estate consists of a small manor house and land for raising cattle and horses.

In the Year of the Wave (1364 DR), Hasheth



impressed both Lord Hhune and Lord Hembreon with his talents in settling strife along the Trade Way with the elves of Tethir. Since being sponsored to the order by the senior Knights later that year, Hasheth has served Hhune as his agent and apprentice in the Zazesspur area. Although Hasheth continues his role as a Harper informer, there is little he would not do to further his personal wealth and power, and he exhibits little loyalty to Those Who Harp. The young Lord Venazir employs a *sand-hue sash* (+1 bonus to his Dexterity score) from the School of Stealth and a *ring of jumping*. His dual fortunes—one inherited from his royal family and one that he is rapidly stockpiling through his own efforts—enable him to purchase whatever he wants. He loves horses and has a fine stable of mounts on his estate.

- Jabal "Twotears" al Gaunrahl (CE male half-elf T9; Dex 18): Born to an elven slave who died in childbirth and a struggling gemcutter of a once-wealthy family in the Mjôm Sabban of Calimport's Jewel Ward, Jabal was thrown out on the streets at a young age when his father was mistakenly killed during the Darkstalker Wars.

After surviving as a pickpocket for many years, Jabal found employment as a guard at the Four Bezels, Guildhall of the Society of Diligent Gemcutters. When his fierce temper earned the ire of an arrogant pasha a year later, he was falsely accused of theft and sold into slavery. After the Knights bought Jamal's freedom and permitted him to inherit his father's membership, he became a nigh-untraceable jewel thief whose priceless acquisitions are sent to exclusive clientele of high-ranked Knights. Jamal's most spectacular exploit involved the theft of a priceless double-star sapphire intended for the syl-pasha, a feat that earned him the moniker of "Twotears" and an offer to join the Shadow Thieves.

- Lord Jhannas Errlyk (NE male human F5): The head of a family mercantile business based in Myratma that deals in herbs, spices, wines, and (secretly) poisons, and a member of the Shadow Thieves, Jhannas smuggles small valuables along with his shipments north.

In the Year of the Staff (1366 DR), Lord Errlyk's former agents in Waterdeep, a company of halflings known as the Bucklewashers, accused him of smuggling, and he fled the city, abandoning a number of lucrative deals for the Shadow Thieves and himself. His humiliation and the loss of money and status cost him a chance to become a member of the Knights, but Jhannas has worked hard to regain their favor (all the while plotting his revenge against Bungobar Talltankard, the leader of the halflings). For over two years, the second-in-command under the Guildmaster of Fences, Pirates, and Smugglers in Myratma has been secretly feeding information to Lord Hhune, compromising the Shadow Thieves' activities in southwestern Tethyr, in the misguided hope that Hhune will soon sponsor his entry into the Knights.

- Morntel of Amn (CE male human 0-level): A constantly traveling caravan organizer and weapons merchant whose fortunes are based in Crimmor, Morntel is named for his father, from whom he inherited his fortune and his membership in the Knights of the Shield in the Year of the Worm (1356 DR). Morntel's travels allow him to gather a great deal of information regarding caravan traffic up and down the Sword Coast, a talent that has not gone unnoticed or unappreciated by senior Knights such as Barasta Cleeth and Pehllus Tanislove. Despite his employment by House Zoar, Morntel serves as the eyes and ears of Lady Zharnn Ophal in Crimmor. However, the up-and-coming merchant subtly shades the information he passes to the matriarch of House Ophal in hopes of manipulating events in Crimmor for the betterment of the Knights. In the past year, Morntel has repeatedly visited Westgate, always staying at the Blais House—curious behavior that has drawn the discreet attention of Piyrahur of Iriaebor.

- Morntel the Elder (CN male human F5): The elder Morntel was a wealthy trader working for House Redolo of Athkatla, but that family's fortunes declined precipitously in the past dozen years, so his son now works for House Zoar. Although believed long dead (and thus no longer considered a member of the Knights), the truth of the matter is that the elder Morntel still lives. Rumors of his murder by magic or by a magical or demonic creature hid the fact that he fled through a *gate* to the city of Sigil to escape the wrath of his fellow Knights. His enemies were angered by the elder Morntel's threat to expose certain Knightly activities if they did not stop a series of kidnappings (the targets were sold as slaves in Calimshan), which were too cruel for his tastes. The younger Morntel has been meeting with his father at Blais House in Westgate, where the two plot their revenge against the order.

- Natak Hornswallow (LE male human 0-level): A rug merchant of low status and few contacts outside of Athkatla, Natak's recent induction into the Knights is a mystery to him as well as many of his fellow Knights. However, taking advantage of the opportunity his new status has afforded him and his own knack for business, Natak has already grown his business threefold, and his dreams of "House Hornswallow" eventually becoming one of Athkatla's leading families no longer seem so farfetched.

Known only to the members of the Shield Council, Natak is actually an inheritor-member of the Knights and the only surviving offspring, albeit illegitimate, of the late Lord Piirlon of Zazesspur, who died during the Ten Black Days of Eleint. House Piirlon was the family of Queen Rhinda, and thus Natak is actually a first cousin of King Haedrak, albeit not of the royal bloodline and hence not in line for the throne.



- Rahimat yn Fahd el Taisar yi Almraiven (LE male human 0-level): A tailor and merchant of silks and rare textiles, Rahimat is a slight man with a reedy voice and a rodentlike countenance. He rarely employs anything but his given name, since his family has long been suspected of bearing a lycanthropic curse. Despite the tenuous position his reputed heritage accords him among his fellow Knights, Rahimat takes full advantage of the edge his membership provides him over his rivals. Rahimat aspires to the position of pasha of Almraiven's Textiles Guild, despite the fact that the current pasha is firmly in the grip of Fatima yr Catahra yr Pesarkhal el Calsah, the eldest daughter of the syl-pasha. Rahimat recently discovered Fatima's illicit relationship with Pasha Jafar el Limiz, the controller of Almraiven's underworld, and the scheming tailor hopes to use this bit of information to advance his position. Unfortunately for the Knights, Rahimat is not nearly as clever as he thinks, and if his plot is exposed, he risks drawing the ire of Calimshan's most powerful family against the entire knighthood.
- Thallos yn Sarsor el Bhirax yi Almraiven (LN male human F7; Str 18/36, Dex 17): A former adventurer and weaponsmaster, Thallos inherited his membership in the Knights of the Shield from his grandfather, Tahir el Bhirax, who forbore to pass it on to Thallos's father, Sarsor yn Tahir el Bhirax. (A fanatic worshiper of Umberlee, Sarsor transformed the family estate in Almraiven into a temple of the Bitch Queen known as the Trident Towers.)

Anxious to escape his father's influence, Thallos settled in dusty Keltar as weaponsmaster for the Laamil clan. A series of investments with his employer and close friend, Amhir Rabi el Lammil, that paid off handsomely have left Thallos with a taste for greater profits. Now, Thallos considers for the first time how to use his contacts among the Knights to go into business for himself.

### Methods and Activities

The Knights of the Shield accomplish their goals through the acquisition and dissemination of information that is traded through an informal bartering system of favors. Although a small minority of Knights contributes to the order's collective well-being out of a sense of duty, most Knights assist their fellows because of enlightened self-interest. The usefulness of information and assistance provided by fellow Knights far outweighs the cost of not participating, providing a sizable advantage over rivals who are not affiliated with the order.

Individual Knights simply go about advancing their careers, whether they are merchants, nobles, or both, with senior Knights helping guide them into positions of influence early in their careers. In the course of increasing their personal wealth and political influence, most Knights culti-



vate a network of informants composed of friends, family members, business partners, and acquaintances. Any information acquired through such networks that might be of interest to another Knight is shared with those other members known to the individual Knight, even if it does not personally benefit the Knight who acquired the information. Any Knight receiving information from a fellow Knight then passes it on in turn, so that eventually most members of the order benefit from the information.

Although somewhat haphazard, this system works efficiently, and information usually reaches the entire knighthood in a timely fashion. Of course, those Knights who cultivate a large number of relationships with fellow Knights and who earn a reputation for sharing valuable information in a timely manner are most likely to be contacted quickly, thus enhancing the value of the information they receive. Queries also can be sent through the Knights' network, and they are passed on in a similar fashion. Whenever a Knight stumbles across a bit of information that might address a query from a fellow Knight, it passes back through the contacts it was sent.

In addition to cultivating networks of informants, most Knights cultivate a roster of personal agents and contacts who are capable of accomplishing a variety of tasks in a discreet and effective fashion. If a Knight sends out a request for assistance among his contacts in the knighthood, oftentimes a fellow Knight has an agent or contact that would be perfect





for the task at hand. It is rarely necessary for such agents to be informed whom a task benefits, so by this means an individual Knight can accomplish a great deal without having such activities traced back to their source.

The majority of such tasks are simple rumormongering or slandering, and those undertakings that are not outside the bounds of the law, yet the overall effect often exceeds what an individual Knight could ever hope to accomplish. For example, at times it suits the Knights to spread rumors and gossip if it serves to guide public opinion in a manner conducive to the Knights' business. One of their greatest coups of slander continues today, since their whispers and hearsay soon after the deaths of the Seven Princesses of Tethyr in Waterdeep resulted in the calumny against the Harpers that many Tethyrians still believe today. Since that time, the Knights have been free of Harper interference in their business, including the majority of its members who entertain business in the Waterdeep area.

Inevitably, some Knights experience setbacks in their affairs. Much like new members of the order, such individuals are helped by their fellow Knights through favors and preferential treatment over nonmembers. Such assistance is provided by Knights who recognize that they personally and the order as a whole benefit from every Knight being in a position to contribute to the order.

In the past year or so, many merchants along the Sword Coast have suffered great setbacks, what with the sahuagin attacks on merchant shipping, the war that rages across southwestern Amn, and defection of Riatavin. Despite these events, individual Knights managed to come through unscathed because of favorable loans and deals arranged by their fellows and the timely dissemination of information that allowed them to react more quickly than their rivals.

The collective political and financial strength of the Knights allows the order to manipulate events far beyond the power of any individual. In the past, the members of the order have used their formidable financial might to hire mercenary armies under the auspices of one or two public benefactors. While this is rare, as only large governments tend to mount armies of this scale, the Knights did so early in the Year of the Worm (1356 DR) against the forces of Dragonspear Castle, which disrupted the early trade of the season. Once Amn's Council of Six mobilized that country's army, the Knights withdrew their mercenaries or turned them over to Amn's commanders. The members also protect their primary interests in Myratma and Zazesspur; in fact, mercenaries hired by the Knights were among the many factors that brought Pasha Balik to power in Zazesspur in the early 1350s. The money and intelligence of the Knights goes toward these major forays only when a government breaks down, and the Knights wish to maintain the flow of trade and money.

The Shield Council follows similar practices, albeit in a far more ruthless fashion. Members of this body analyze all the information delivered either by personal agents or by fellow

Knights. With this information, the Council plots assassinations, bribes, conspiracies, and any number of carefully arranged slander campaigns, all in the wider interests of the Knights and its profits. Whenever the members work themselves into a position of political power, the Shield Council helps set official policies in favor of the Knights.

Recent plots involve recruiting members from Waukeen's and other clergies (influencing those religions to favor Knightly ideals and alliances); calming outraged Amnian members over the defection of Riatavin to Tethyr, and moving much of the Knights' eastern trade connections out of Amn and through Tethyr (as this trade naturally flows, resulting in little true loss of income for Knights); and preventing assassination plots of the Shadow Thieves against both Lords Thann in Tethyr (as both men can be manipulated by Hhune, and the interest of trade and Tethyr's new stability are far more important than a vendetta).

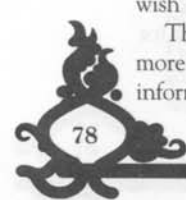
### The Knights' Abilities

In ages past, when the Knights of the Shield were the spies of Tethyr, members received training in the arts of infiltration, observation, and deception. In their current incarnation, however, members of the knighthood are more likely to sit behind a desk counting coins than they are to put themselves in a position of physical danger. Although the order provides no formal training for individual Knights except to indoctrinate them in the ancient rituals of the order, most Knights have certain abilities in common. Most Knights are well versed in the laws and customs of the realms in which they operate, and many members of the order have a good understanding of the art of making money through trade. A typical Knight has high Intelligence, Wisdom, and/or Charisma scores. Common nonweapon proficiencies include Ancient History (Tethyr, the Knights of the Shield), Appraising, Disguise, Etiquette, Information Gathering (from *The Complete Thief's Handbook* (TSR #2111)), Local History, Observation (also from the *The Complete Thief's Handbook*), Reading Lips, Reading/Writing (Common), and Reading/Writing (Thorass).

### Resources

Thanks to their extensive contacts and high degree of personal wealth, members of the order have nearly unlimited access to resources of all kinds. Money and credit is easily attainable for all members, as is nearly any type of information that is not a closely held secret. As the knighthood wields a large amount of political influence, individual Knights can call on their brethren to open nearly any door. Most Knights rarely put themselves in physical danger, so powerful weapons and suits of armor are seldom necessary.

Nevertheless, the order's vast coffers allow even the humblest Knight to acquire magical defenses for his personal safety. Most Knights favor discreet forms of protection such as magical rings or cloaks over suits of armor, and they rarely





carry weapons more threatening than daggers or short swords. Particularly useful spells and magic items often find their way into the order's clutches as well.

### Areas of Operation

The order has agents and informants across Faerûn, with its tendrils extending into nearly every trading center and large settlement. The group is strongest in Amn, Baldur's Gate, and Tethyr, but its primary area of operation extends the length of the Sword Coast, from Waterdeep to Calimshan, and as far inland as Westgate and the Lake of Steam.

Unlike most groups, the Knights do not have one or more power bases in which they wield absolute authority. However, there are three cities in which the order controls many levers of power: Athkatla, Baldur's Gate, and Zazesspur. The Knights would like to add Waterdeep to this list, and, down the road, cities such as Calimport, Iriaebor, and Westgate as well, but for now members must content themselves to having a handful of prominent members in those cities.

As individual Knights own a great deal of property all along the Sword Coast, the order never lacks for places to assemble. Secret rooms in manors, keeps, and homes are common sites, as are back rooms in businesses owned or indirectly controlled by members of the knighthood. One location in Athkatla has been a major meeting place for the entire membership in recent years, and is typical of such sites. The top floor of the Rainbow Pearl festhall contains a ballroom with adjoining small meeting rooms, perfect for staging a secret meeting disguised as a merchants' ball or nobles' gala. Not even the managers of the Rainbow Pearl are aware that the Knights use this place for meetings, since the person who secretly owns the festhall (Lord Nadlok Bormul) habitually rents the top two floors for every party he throws.

Much like the general membership, the Shield Council meets in a wide variety of locations, and sometimes the Councilors even meet while attending an assembly of the entire knighthood, such as those held at the Rainbow Pearl. Of particular import to the Shield Council, Ghantuz stores the *Shield of the Hidden Lord* in an upper sea cave (an infrequent meeting place) in the coastal cliffs north of Athkatla.

### Allies and Enemies

The Knights of the Shield counts few groups as overt allies or enemies, walking a careful line of self-interest without drawing a great deal of attention from rival power groups. Although the order's existence is known to many in the South, few view it as more than a group of powerful merchants who work together closely, and thus no group seeks to expose the order or undermine its activities.

Rivals that draw particular attention from the group include the Church of Cyric, the various Cloak societies (see below), the Harpers, the Men of the Basilisk, the Runden,

and the Shadow Thieves. Cyric's followers are behind much of the chaos in Amn that disrupts the trade there, and their increasing influence in Darkhold suggests they may one day dominate much of the trade in the western Heartlands.

The Cloak societies are seen as threats to the Knights' primary advantage: access to critical information. However, the Cloaks also can be used as outlets to channel misinformation to the advantage of the knighthood.

The Harpers are seen as a threat to the Knights' efforts to maintain and expand its influence along the Sword Coast, and thus the Knights stoke the long-standing distrust for Those Who Harp in the South to protect its turf.

The Men of the Basilisk, whose primary area of influence includes the Caravan Cities and the western Inner Sea region, are seen as a near twin to be absorbed or crushed as the order expands eastward and northward.

The Runden offer more of an opportunity than a threat, since the Knights believe that in time it can regain the positions of influence it once held within this group.

Although the Knights and the Shadow Thieves have different concerns, overlapping geographic interests ensure that their paths often intersect. For now the order is content to leave the thieves' guild alone. The group has been quite successful in ensuring that the Shadow Thieves target its rivals more often than not. However, the Shield Council has begun considerations on what it would take to fracture the Shadow Thieves into smaller guilds, each based in a single city.

In the North, the group has a somewhat sinister reputation that draws it a hostile reception from both the Lord's Alliance and those members of the Fair Folk who remain on Faerûn. Blunders by Lady Thione and Lord Hhune have earned the knighthood the enmity of the Lords of Waterdeep, but the rulers of the City of Splendors can not afford to pursue a vendetta against the Knights without severely affecting the city's lifeblood: trade along the Sword Coast.

The Knights is largely unknown in the Inner Sea lands, yet it is there that the true, long-term threats to the order lie: the Church of Xvim and the Scions of Astaroth. Members of the Baneson's faith are instructed by their deity to oppose the Knights' plots, although their god does not reveal the reason for his enmity: a desire to stem the rise of Gargauth's cult. (In time, Tiamat is likely to pursue a similar course; thus the Knights may eventually find themselves pitted against both churches.)

The Scions of Astaroth is a new threat based in the lands once held by Narfell that takes its name from the Abyssal Lord slain by Gargauth in ages past. The Astarothans, as they are also known, are a cadre of demon-spawned tieflings who see the Realms as another front in the Blood War. They seek to stem baatezu plots to gain power in the Prime. As they have only recently detected Gargauth's taint behind the actions of the Knights of the Shield, the Scions of Astaroth have just begun preparations for war with the Outcast's minions, a conflict they expect to last for centuries.



## Status Quo

After decades of stability, long-standing bastions of power for the Knights of the Shield are in tumult, and trade across the Realms has been greatly disrupted. Such chaos presents both challenges and opportunities to the knighthood. Though many members have suffered grievous financial losses in the past two years, the group is well positioned to increase their political influence all along the Sword Coast.

In the North, efforts by the order to place one of its own among the Lords of Waterdeep have come to naught. However, despite the loss of their senior agent in Waterdeep, members of the Shield Council now know the names of at least six current or former lords—Caladorn Cassalantar, Durnan, Khelben Arunsun, Larissa Neathal, Mirt the Moneylender, and Texter the Paladin—while retaining their own anonymity.

More recently, the disruptions and chaos that erupted on Higharvestide in the Year of the Gauntlet (1369 DR) were traced back to Undermountain and Halaster's disrupted control over his many *gates*. The Shield Council's agents spread rumors in Amn and Calimshan that the Harpers were responsible for kidnapping Halaster and causing the madness across the Realms. In Tethyr, however, the Lords of Waterdeep were praised for controlling the anarchy that day. With Hembreon and Hhune among Tethyr's nobles, ties that strengthen Tethyr's link with the Lords' Alliance give the Knights the access to Waterdeep it has sought for ages. Instead of attempting to infiltrate the Lords of Waterdeep, Lord Bly Ruldegost champions the idea of recruiting prominent members of the Waterdhavian nobility into the knighthood.

Given the number of Knights based in Amn and Baldur's Gate, it is no surprise that the knighthood has a large stake in ventures seeking to profit from trade with Maztica. A rise in sahuagin attacks on merchant ships in the latter half of the Year of the Gauntlet (1369 DR), not to mention the direct assaults on the port districts of Waterdeep and Baldur's Gate, severely impacted the burgeoning trade across the Trackless Sea.

While New Amn and the Borderlands weathered the disruption in shipping, albeit with significant losses, the already struggling colony of Fort Flame in Balduran is in danger of collapsing. Its backers in Baldur's Gate, who include several prominent Knights, have suffered huge losses. Despite the risks involved, several powerful Amnian Knights have agreed to redirect a fraction of their trading ships to Fort Flame so that the Baldurian Knights can at least recoup their investments. In exchange, the Baldurian Knights are expected to apply pressure on the inhabitants of Fort Flame to work with New Amn in undermining New Waterdeep and Trythosford.

However, the inhabitants of Fort Flame have a great deal of goodwill for their closest neighbors, and they are resisting any such course of action. It is unclear how this situation will play out, but the Shield Council has already decided that it

needs to create a network of agents in that far-off land and recruit several Knights from among the leadership of the colonies.

By far the greatest challenge for the Knights is the chaos that has ensued in Amn following the defection of Riatavin and Trailstone and the emergence of the Sythillisian Empire. Within the knighthood, the secession of Amn's southeasternmost city is seen as more of an opportunity than a defeat, but the loss of Murann and the rise of a monster-led empire straddling the Trade Way is considered unacceptable. One important conclusion reached by the senior members of the knighthood is that Amn's Council of Six must go, as its members have grown too inattentive to trade concerns in central and eastern Amn.

Within the lands of Amn, various factions of the Knights are working in concert to divide the realm into smaller territories that reflect the natural division of trading interests, each under the direct rule of the knighthood. In the western heart of the country, Pehllus Tanislove seeks to restore the monarchy with himself on the throne as heir to the Torlath Dynasty. As currently envisioned, a reconstituted Kingdom of Amn would control those lands west and north of Lake Esmel, with Meiritin reborn as an autonomous halfling margrave south and east of the lake on the northern flank of the Tejarn Hills. The recent nominations of several halflings to the order reflect the Knights' desire to place one of their own in the role of a halfling margrave. In eastern Amn, the Knighthood envisions the birth of Cortryn as a new Tethyrian county, with Riatavin as its capital and a member of the knighthood on the throne. Such a coup would give the Knights significant influence, and it would position the order to take effective control of the entire kingdom should Hae-drak and Zaranda suffer an untimely demise.

In Calimshan, the rise of Syl-Pasha Pesarkhal is seen as both a lost opportunity for the order and evidence of the knighthood's continuing weakness in the lands south of Tethyr. To reverse the centuries-old decline of the order's influence in the region, the Shield Council is quietly backing efforts to reforge ancient ties with the Runden. For the Knights, such an alliance would render trade with the southern lands simpler and more profitable, without the fear of piracy. It would also enable the order to rebuild its strength along the northern coast of the Shining Sea in a matter of years rather than decades, laying the groundwork for continued expansion into more southerly realms along the Shining Coast. As the Runden see more benefits than dangers in working closely with the Knights, an alliance may be forthcoming.

The group also has plots afoot in the subterranean realms beneath their traditional sphere of influence. Lord Hhune and Hasheth Balik are involved in ongoing efforts to acquire the legendary Wymskull Throne. The acquisition of this legendary artifact would provide the Knights a great deal of leverage with the Stout Folk of the South, leverage that could be initially parlayed into favorable mining contracts





with the dwarves of the Starspires and later played upon to access the lucrative caravan routes that run through the tunnels deep below the surface.

## The Kraken Society

**A.K.A.** Heralds of the Sea, Tentacles of the Deep Lord, the Krakenar.

**Group Mark:** A purple squid with an incredible number of tentacles. The Krakenar incorporate their device into their clothing, although such garb is only worn publicly within centers of power such as the Purple Rocks and the ruins of Ascarle. The symbol is also incorporated into objects, such as the squidlike images of gods found within the temples of the Trisk and Utheraal and the squidlike figureheads that adorn the ships of Rocklanders.

Feared throughout the Savage Frontier and the islands of the Trackless Sea, the Kraken Society is a shadowy group that traffics in information, earning it the moniker of the "Heralds of the Sea." In the past decade, the Krakenar have earned a well-deserved reputation in the North for kidnapping, assassination, torture, and thuggery in pursuit of their mysterious goals. Tales have grown regarding the legendary kraken for whom the group is named. The Northmen and other sailors of the Trackless Sea whisper the name Slarkrethel and speak of a monstrous male squid they call the King of the Trackless Depths and the Consort of the Bitch Queen. No one is known to have ever seen the creature and survived, leading many to dismiss his existence as mere fable and the group as a network of rogues' guilds with an overblown reputation.

### Goals

The guiding tenet of the Kraken Society is that information is power, and agents of the Kraken Society seek to infiltrate places of power both above and below the waves, collecting all manner of information to feed back to their superiors. Such information is then sold to enrich the group's coffers and wielded to advance their collective and individual interests. Most Krakenar join the organization in order to advance their own personal power and wealth, for the Kraken Society's information network gives its members a significant advantage over their rivals outside of the group. Few Krakenar suspect the true motivations of the group's mysterious leader, and those that do wisely keep silent, untroubled by the implications of what they do.

**Slarkrethel's Goals:** The King of the Trackless Depths is an elder representative of an ancient race that once ruled the seas before being driven into the depths of the abyss in ages past by the forces of good. Slarkrethel's plots begin with the restoration of his proper place in the hierarchy of the seas,

for the kraken does indeed seek to rule a kingdom that encompasses the ocean depths and the coasts that border the chill waters of the Trackless Sea.


Toward this end, Slarkrethel employs his vast information network to understand and manipulate events both within and beyond the borders of his putative realm, allowing him to strengthen his hold over the seas and undermine potential rivals to his hegemony. Beyond such mortal concerns, the kraken eventually seeks to assume the mantle of divinity, since divine ascension is almost within the grasp of a being of such great power. Legends speak of the greatest krakens assuming their proper place among the gods of the sea in ages long forgotten. Again, Slarkrethel's web of informants serves him well, for through such the kraken learns of powerful artifacts, relics, and rituals he needs to complete his ascension, and the vast sum of his knowledge swells toward a level required by one seeking to become a god.

### History and Motivations

Slarkrethel began building his undersea empire over a thousand years ago following his birth in the Year of the Kraken (151 DR). For decades, the monstrous sentient squid swam in the depths of the Trackless Sea, plundering shipwrecks and ancient ruins in search of knowledge. In the Year of the Elfsands (244 DR), Slarkrethel chanced upon the ruins of Ascarle, an ancient elven city destroyed by an army of dark elves and buried beneath the ocean waters by the great glaciers that once cloaked the North in an icy mantle. The trove of lore buried within the fabled city revealed many powerful secrets to the kraken, including legends of his race's past glories and subsequent decline. Slarkrethel's studies kindled within him the desire to reclaim his heritage and the power due to one of his kind, and he set about building an undersea empire and raising himself up to godhood.

In the centuries that followed, Slarkrethel slowly extended his tentacles through the depths of the Trackless Sea, creating a web of agents and informants that fed his insatiable hunger for knowledge. Those who did not join the kraken's empire, such as the sea elves, were driven forth from their ancient settlements beneath the waves into more southerly waters. Those who did, including koalinths, kapoacinths, merrow, sahuagin, and scrag, prospered as foot soldiers of the cephalopod tyrant.

In time, the eastern reaches of the kraken's influence extended into the shallows along the Sword Coast, and Slarkrethel, well aware of the value of lore plundered from the sunken ships of surface dwellers, set about extending his information network onto the land. The first surface-dwelling agents of the Kraken Society began to appear on shore in the Year of the Angry Sea (1148 DR). Previously thought lost at sea, these sailors were washed ashore after being rescued from sinking ships by the kraken's agents and induced to join the Kraken Society. Those who declined or promised false fealty



were enslaved deep beneath the waves, while those who accepted prospered as information brokers and rumormongers who counted themselves lucky to be alive.

At first, the land dwellers in the Kraken Society were content to simply observe, profiting from the information obtained by their fellow agents and passing it on to their master beneath the waves. Over time, as Slarkrethel and his most trusted minions became more familiar with the world above the waves, the Kraken Society began to employ the information it acquired, manipulating it and selling it to specific customers in order to shape the flow of events on land and on sea. Choice artifacts were guided onto ships that could then be sunk and looted by sea-dwelling members of the group. Coastal kingdoms were plundered and undermined from within, and the great ports of the northern Sword Coast were shaped as isolated city-states so that no great Northern empire would emerge to threaten Slarkrethel's aspirations.

The Kraken Society earned an unwanted adversary in the Year of Many Bones (1278 DR), when agents of Slarkrethel first discovered the location of legendary Gauntlgrym. An expedition was organized by the Kraken Society to plunder this lost subterranean city, and in so doing, they chanced upon the mind flayers that dwelt in Gauntlgrym's depths. In an attempt to plunder the storehouse of lore contained within the illithid community's elder brain, the Krakenar only managed to injure the central consciousness, but they did make off with at least one illithid captive. Although the raid was initially deemed a partial success, it precipitated a series of counterattacks between the Krakenar and the illithids of Gauntlgrym that continues to this day. The most prominent victim of the strife was Baron Alalahar Khaumfros of Yartar, the Kraken Society's leading agent in the Dessarin river valley. A quartet of illithids murdered him in the Year of the Staff (1366 DR) for purportedly cheating them in the Kraken Society's monetary dealings.

Although Umberlee's avatar is known to have manifested amid the Pirate Isles of the Inner Sea during the Time of Troubles, she also appeared in the Trackless Sea, off the coast of Trisk. Although details of the Bitch Queen's subsequent encounter with Slarkrethel are unknown, it was later revealed to Umberlee's most favored priests that their goddess adopted the great kraken as her seraph in the autumn of the Year of Shadows (1358 DR). For the Bitch Queen's faithful, the alliance has meant that the information network of the Kraken Society now supplies them with information regarding ships and cargoes that traverse the endless waves of the Trackless Sea. For Slarkrethel, it has meant a vast increase in his already formidable powers and a divine sponsor for his aspirations to godhood.

In the Year of Maidens (1361 DR), the Kraken Society's plots pitted the humans of Ruathym against the sea elves of the surrounding region, making each believe that the other was responsible for atrocities against their race. The Krakenar hoped to precipitate a disastrous conflict between

the two, so as to allow Luskan to conquer Ruathym and the Kraken Society to dominate both, giving Slarkrethel's agents two bases of operation and putting many more resources at their disposal. The plot failed. An ancient *gate* between Ascarle and the ruins of Inthar was sundered through the actions of Liriel Baenre, a Menzoberranyr drow priestess and mage, and Fyodor of Rasheman, a human *rashemaar* berserker. Although Ascarle was briefly invaded by a legion of sea elves and tritons during the ensuing battle, Ruathym's aquatic allies inflicted little damage before fleeing with many slaves they managed to release.

Although Umberlee's clergy only divined the truth of the matter in recent years, the freeing of Iakhovas in the Year of the Bow (1354 DR) after millennia of imprisonment prompted the Bitch Queen's adoption of Slarkrethel as her seraph. Umberlee's long-forsaken consort sought to rule the seas after escaping the Bitch Queen's prison, so she schemed against him, using her seraph and his network of agents to undermine Iakhovas's undersea holdings. In the Year of the Tankard (1370 DR), in the aftermath of the ancient wereshark's defeat, Umberlee directed Slarkrethel to gather up many of the ancient artifacts recovered by Iakhovas and bury them once again in the abyssal depths. Although the threat from Iakhovas has subsided, Umberlee keeps Slarkrethel as her seraph. She supports him in his efforts to become a demipower of seaborne monsters in her service as a means toward increasing her own power.

## Organization

Although few Krakenar have ever met Slarkrethel, the Kraken Society functions according to the dictates of the King of the Trackless Depths. The kraken lays out the group's broad goals and accepted practices, but he delegates the day-to-day administration of the Kraken Society to a small coterie of trusted lieutenants who make up an informal leadership council of the group.

Geographically distributed, the kraken's senior followers communicate with Slarkrethel, each other, and their minions via *sending* spells and *enspelled* rings that facilitate communication over great distances. Outside of the leadership council, the Kraken Society is divided into autonomous regional cells, each of which is under the control of one of the kraken's lieutenants or led by a regional leader who reports to one of the kraken's lieutenants. All regional leaders exercise a great deal of autonomy, and, as long as they do not betray the group, impede the flow of information within the group, or work at cross-purposes to the dictates of the kraken, they may operate their cells as they please. Most cells of the Kraken Society are organized along lines similar to that of the group as a whole: The regional leader is served by a small band of trusted agents and lieutenants, each of whom oversees one or more aspects of the local cell's activities. Many land-based cells are essentially thieves' or assassins' guilds that focus on the acquisition and dissemination of information.



- Slarkrethel (NE kraken male M20; Str 24, Con 18, Int 20, Wis 18, Cha 19; Seraph of Umberlee): The King of the Trackless Depths is one of the most powerful inhabitants of the seas of Abeir-Toril, capable of tearing apart or sinking a large galley (as he demonstrated most recently in the Year of the Banner (1368 DR) when he sank the Harper-charted *Maiden's Defiance* near the ruins of Ascarle). Slarkrethel rules over an undersea kingdom that encompasses an area larger than the entire Savage Frontier, and he is making steady progress toward his goal of divine ascension. The kraken's network of informants has infiltrated centers of power beneath the waves of the Trackless Sea and along the length of the Sword Coast as far south as Beregost. Slarkrethel is never encountered alone, and his normal retinue of bodyguards includes a small school of weresharks, an eye of the deep, several nereids, and a quartet of *charmed* killer whales. The kraken employs a variety of *charmed* servants, and he does not hesitate to send his minions to their doom. Slarkrethel possesses a variety of magic items specially crafted for his use, many of which duplicate the powers of items commonly found on land. The Bitch Queen's favor grants him numerous innate abilities, most of which have yet to be discerned. However, it is known that the Seraph of Umberlee cannot be scryed or otherwise detected with psionics or magic, and that he is protected by a 9th-level spell similar to *Elminster's evasion*.

- Vestress (LE illithid; Int 18): The Regent of Ascarle, commonly perceived as female, is a renegade mind flayer brought back from the depths of Gauntlgrym as a captive and brainwashed by the kraken. Since being brought into the tentacles of the Krakenar, Vestress has believed itself to be a rogue cast out from the community of its birth. Although Slarkrethel has long maintained a personal lair in the lower reaches of Ascarle, it was Vestress who led an army of Krakenar into the upper reaches of Ascarle, drove out the fell creatures and evil spirits that haunted the ruined city, and rebuilt Ascarle into an undersea stronghold of the Kraken Society.

Now a trusted lieutenant of the kraken, the Regent of Ascarle is responsible for overseeing the ruined city and working to make certain that nearby colonies of aquatic elves are kept in check, that the slaves are kept working, and that the kraken's minions are kept busy. With the exception of its horrific failure in the Year of Maidens (1361 DR), when the illithid's merrow army was defeated in its bid to conquer Ruathym, Vestress has kept itself in the good graces of Slarkrethel. Nevertheless, the illithid still seeks to rediscover the community in which it was spawned, unaware of the real reason behind its estrangement.

- The Skum Lord (LE savant aboleth P13 of Piscaethces the Blood Queen/M11): A powerful aboleth that lairs within the sewers beneath the Lower Heart of Skullport, the Skum Lord is attended by a host of skum servitors that


it has bred over the centuries from escaped slaves who stumbled into its clutches. An ever-changing roster of Skulkers (denizens of Skullport) serve the Skum Lord as informants, telepathically communicating with their master whenever it approaches their residences via the sewers that lie beneath Skullport's streets and cellars. In addition to serving as one of the kraken's most favored minions and as the primary agent of the Kraken Society in the Port of Shadow, the Skum Lord is rumored to own as many as forty percent of Skullport's residences and shops. Its pale, translucent-skinned servitors are spotted every month collecting payments from tenants and shopkeepers throughout Skullport. Such folk have always later refused or been unable to speak of such transactions. The servitors extract a terrible price from those unwilling or unable to pay the rent, dragging off persistent deadbeats to the monster's lair, for purposes only the Skum Lord knows.

- Rethnor (LE male human F16/T7; Str 16, Dex 18): One of five High Captains of Luskan, Rethnor leads the Kraken Society's operations along the coast north of the Mere of Dead Men. A bear of a man with uncommon breadth of shoulder and thickness of arm, he has a proud black beard, thick brows that slash across his forehead in a single dark line, and blue eyes as deep and icy as the winter sea. Rethnor is a skilled swordsman and mariner, far more devious and cunning than most straightforward-thinking Northmen.

As a High Captain of Luskan, Rethnor is one of the most powerful members of the Kraken Society in the North, capable of mustering a fleet of ships against almost any ship or port if he can convince his fellow High Captains to accede to his plans. Rethnor worked closely with Vestress, the illithid Regent of Ascarle, in the Kraken Society's plot to conquer Ruathym in the Year of Maidens (1361 DR), and the failure of his plans cost him a great deal of influence among his fellow High Captains for years thereafter. As a painful reminder of that debacle, Rethnor still employs a hand grafted onto the stump of his sword arm by Shakti Hunzrin, a drow priestess of Lolth from Menzoberranzan who briefly allied herself with the Kraken Society. Shakti demonstrated on at least two occasions her ability to control his new hand, and, despite the passage of over nine years, the Krakenar High Captain still fears the day she turns it against him again.

- Semmonemily (N doppelganger T10): Semmonemily was once a member of a *druuth* (a group of doppelgangers who serve an illithid master) based in the depths of Gauntlgrym. Some thirty years ago, the druuth's controller, Nalynaul the Shriveled, abandoned its community to become an illithilich. Semmonemily and the other members of Nalynaul's druuth were left to their own devices, as long as they continued to feed information to the illithilich. Wiser than many of its fellows (of whom only Gondyl





Ilitheum, proprietor of Triboar's Everwyvern House, survives), Semmonemily joined the Kraken Society for protection from the vengeful illithids of Gauntlgrym. It became a trusted agent of Alalahar Khaumfros, the late Waterbaron of Yartar and regional leader of the Kraken Society.

The death of Khaumfros enabled Semmonemily to become the senior Krakenar of the Dessarin river valley. The doppelganger's primary guise is that of Emily Iramalac, the aging human guildmistress of the fractious, largely young and female guild of thieves known as the Hand of Yartar, based in the Three Rivers Feshall. Although the efforts of Bellethe Kheldorna, the current Waterbaron and a paladin of Tyr, to eradicate the Kraken Society cell in Yartar have left the local branch of the group reeling, Semmonemily has kept the core of Khaumfros's organization intact and quietly brought in new members. As a result, the current Waterbaron's successes have come primarily at the expense of the doppelganger's rivals, and the unmasking of the former Waterbaron's plots has allowed Semmonemily to quickly reshape the Yartar cell in its own image.

A recent agreement with Vriild Denvenar, a derro savant of Gracklstugh who seeks to thwart the emergence of Luruar, has given Semmonemily a new market for information gathered by its agents and access to forms of magical aid unknown to the surface world. Likewise, old ties with Naly-naul the Shriveled, who lairs in the catacombs of Yartar, have dampened the rivalry between the Hand of Yartar and the wererats who serve the illithilich, to the advantage of both groups. Both alliances have served Semmonemily well. A lich named Pox served by a white dragon named Saurglyce has been thwarted on several occasions in its efforts to seize control of the Hand of Yartar and transform it into a Dragon Cult cell.

- King Selger of the Purple Rocks (NE male human F14; Str 17, Con 18): Under the nominal rulership of King Selger, Trisk, the western isle of the Purple Rocks, has long been a bastion of power for the Kraken Society. Long a thrall of Vestress, in the past several years King Selger has gradually thrown off the role of the puppet with the backing of Rethnor, High Captain of Luskan. The kraken recognized Selger's loyalty and initiative late in the Year of the Banner (1368 DR) when, despite paying tribute for years, the eastern isle of Utheraal was conquered by raiders from Trisk led by the Northman king.

Selger is now responsible for the activities of the Kraken Society throughout the Jewels of the Kraken's Crown, as the islands that emerge from the chill waters of the North are known to the Krakenar. He has forged strong links with the High Captains of Luskan and placed Krakenar agents in positions of influence on the islands of Tuern, Gundarlun, the Icepeak, the Whalebones, and the Korinn Archipelago. Selger's relations with Vestress are laced with mutual hostility, but Slarkrethel insists that the Northman king report to

the Regent of Ascarle, so the illithid and the human continue to work together, albeit reluctantly.

- Dread High Trident Meritid Archneie (CE male human P3 of Umberlee; Con 16, Wis 18): An ambitious, up-and-coming young priest, Meritid is a descendant of the legendary Umberlant priest, Jorist Archneie of Tharsult. Born in Waterdeep to a ship's captain and fostered by Thaeryld Normagul, High Trident of Stormhaven House on Orumbor, Meritid has served as the High Trident's emissary in Waterdeep since the death of his predecessor during the Time of Troubles. Early in his tenure, Meritid chanced upon one of the Skum Lord's minions while swimming in the ocean waters off the coast of Mount Waterdeep. Driven by a divinely inspired vision, the young priest sought out the Skum Lord in Skullport and offered his services to the Kraken Society in exchange for regular reports on maritime traffic entering and leaving the City of Splendors. For over a decade, Meritid has served both the Umberlant church and the kraken faithfully, all the while seeking to advance his own personal power and influence. In the Year of the Gauntlet (1369 DR), while an army of sea creatures attacked Waterdeep's port district, Meritid discovered a magical abalone shell floating in harbor, a shell he believes to be the legendary *Orglara*.

Interpreting his good fortune as a sign from the Bitch Queen, Meritid then petitioned the Lords of Waterdeep to allow construction of a temple to Umberlee. He proposed to use exactly half of the funds that were intended for Umberlee's Cache before the annual ceremony was disrupted by the attack and additional funds in years to come. Construction has already begun on a large outcropping of rock near the end of the large sandbar that extends due south of the city's South Gate, but it will be many years before the azure-hued Queenspire matches the glory of Waterdeep's largest houses of worship. When it does, Meritid intends to unleash another Scouring Storm on the ranks of Umberlee's clergy and secure himself the position of preeminent priest of the Bitch Queen. In the meantime, with the full backing of the Skum Lord, Meritid has petitioned the kraken to establish a Kraken Society cell within Waterdeep under his leadership.

## Methods and Activities

Much like the Knights of the Shield, the Kraken Society functions through the rapid exchange of information through its network of agents. However, the hierarchical structure of the Krakenar ensures that all information transmitted between cells must be delivered to the more senior members of the group. Although this practice somewhat impedes the rapid transmission of information, it ensures that the most tidbits of interesting lore are brought to the attention of the kraken or its immediate lieutenants. It also guarantees that if one cell is compromised, the entire net-



work is not put at risk. For example, if Semmonemily wishes to pass on a piece of lore to the chief agent of the Kraken Society in Waterdeep, its only contact is via its immediate superior. That lieutenant must then communicate with the Skum Lord, who in turn passes the information on to Dread High Trident Meritid Archneie.

In recent years, the “Heralds of the Sea” acquired a well-deserved reputation in the North for kidnappings, assassinations, torture, and thuggery. Such practices are employed with cold-blooded ruthlessness to advance the group’s goals and to line the pockets of the Krakenar. For example, the work of the bargewrights of Yartar is the chief source of income for the Kraken Society cell based in that town, but the bargewrights need constant employment to survive in their trade. The late Baron Khaumfros rose to power in Yartar by recognizing the bargewrights’ dependence on a steady stream of orders and the role the Kraken Society’s network of agents could play in ensuring it. Through his contacts in the Kraken Society, Alalahar Khaumfros was able to determine which merchants plying the Dessarin River could afford to purchase a new barge. He then dispatched thugs to destroy select barges in a manner suggesting the ruffians were little more than common thieves. Khaumfros’s methods earned him the favor of his fellow bargewrights, with the exception of a few upright men who vanished shortly thereafter. Within a year Yartar had a new Waterbaron to replace the previous one, who had died mysteriously in his sleep. Yet, despite conducting a campaign that resulted in the assassination of Yartar’s elected leader, the kidnappings of several prominent merchants, and a series of attacks on merchants, Khaumfros earns a high degree of regard from the citizenry.

### Krakenar Abilities

Whether they be skilled diviners or spies trained in the arts of infiltration, observation, and deception, the Krakenar are adept at acquiring and disseminating bits of information of interest to the group as a whole and to individuals within the group. Commonly known skills include such nonweapon proficiencies as Disguise, Information Gathering, Observation (from the *The Complete Thief’s Handbook*), Reading Lips, Swimming, and the ability to speak one or more undersea languages. Land-based cells of the Kraken Society often conduct assassinations, kidnappings, torture, and thuggery, so many land-dwelling Krakenar are skilled in techniques common to thieves’ and assassins’ guilds across the Realms. Underwater cells of the Kraken Society are more prone to attempts at outright conquest, and the ranks of such cells are filled with warriors and monsters skilled in undersea combat and tactics.

### Resources


The Kraken Society’s greatest resource is information, and the Krakenar wield knowledge like a sword. A word whispered in the right ear or a missive slightly altered in content

can be more effective than a legion of mercenaries. Moreover, the sale of information to interested parties nets the Kraken Society a steady stream of revenue by which additional activities may be funded. In addition, the variety of races found within the ranks of the Kraken Society are themselves a great resource. Beings of such diverse talents as aboleth, humans, kelpies, kapoacincths, koalinths, malenti (elflike sahuagin), merrow, morkoths, nereids, sahuagin, sirens, scraggs, and water weirds all contribute their unique abilities to the group’s activities. Finally, countless ships lie in the cold depths of the Trackless Sea, their cargo perfectly preserved until recovered by Slarkrethel’s minions. All manner of enchanted items, coins, and cargo lies undisturbed on the bed of the kraken’s domain, and many such artifacts make their way into the hands and tentacles of the Krakenar, above and below the waves. Some of these items are detailed below.

*Rings of Farscrying:* Two of these potent magic items were plundered from the detritus of a Netherese flying city that crashed into the Trackless Sea amid the islands of the Korinn Archipelago in the Year of Sundered Webs (–339 DR). Slarkrethel has replicated the process of creating pairs of such items to facilitate communication with and between his minions. A *ring of farscrying* is adorned with a large onyx stone that transforms into a small magical portal upon command. The bearer of such a *ring* can signal the wearer of the matching *ring* by means of a slight tingle. If the bearers activate their respective *rings*, then it is possible to see and speak with the bearer on the other end through the miniature portal for as long as 1 minute per 24-hour period.

*Rings of Mindcloaking:* Similar to a *ring of mindshielding*, a *ring of mindcloaking* renders the wearer immune to magical and psionic effects such as *detect evil*, *detect lie*, *ESP*, and *know alignment*. In addition, a *ring of mindcloaking* enables a practiced bearer to replace masked thoughts with others tailored to an assumed alignment and alliances. Baron Khaumfros wore one such *ring* ere his death, and powerful members of the Krakenar employ others.

*The Krakengates:* Built an untold number of years ago, these immense sea *gates* were constructed to allow magical transport for Slarkrethel and his minions, allowing the kraken to marshal his forces at specific locations. Four continuously functioning *krakengates* are known to exist, and a fifth *gate* is currently under construction. Each *gate* appears as an immense arch of stone hundreds of feet in diameter, engraved with arcane carvings upon its surface. The *krakengates* cannot be detected by magical means, and they are reputedly unaffected by magic or psionics. One *gate* is located amid the ruins of Ascarle. Another lies within a hidden undersea cave beneath the Whalebones. The third is on the sea floor sixty miles south of the Ice Peak. The fourth *gate* rests in a deep trench 150 miles west of Leilon. Under construction, the fifth *gate* lies within the Trench of Lopok in the depths of the Sea of Fallen Stars. Slarkrethel’s motivations in this endeavor are unknown,



but it is unlikely that even he could accomplish such a feat without the support of Umberlee.

### Areas of Operation

The Kraken Society's tentacles extend as far inland as the Dessarin river valley, as far west as the island of Tuern, and as far south as the Gull Rocks. The islands that comprise the Jewels of the Kraken's Crown, every port along the Sword Coast from Baldur's Gate to Fireshear, and all shipborne traffic across the waves fall within the purview of the Krakenar.

The heart of the Kraken Society's territory is the Slarkrethel's undersea realm, which stretches from the Purple Rocks to Luskan and from the Ice Peak to the Whalebones. Although small, independent colonies of other sentient races dwell within this vast undersea territory, the King of the Trackless Depths holds sway over all who do not bend to his whim. Undersea centers of power include the ruins of Ascarle, the Seafire Vents (a chain of underwater volcanoes that curve south and west from the Ice Peak), and the Writhing Trench (a deep channel 150 miles west of Leilon over 40 miles in length running along a north-south axis). Above the waves, Kraken Society cells are well entrenched in Luskan (Ten Oaks), Mintarn, Triboar, Waterdeep, and Yartar (Three Rivers Festhall), but only the Purple Rocks are wholly subjugated by the kraken's agents.

## The Cloak Societies

The Cloaks are information brokers of exceptional caliber. The name originated nearly a century ago with the Graycloak Society in Calimport. Those early spies for hire were wiped out by the reigning syl-pasha, who was angered that his secrets were becoming common knowledge. Since that time, the name has caught on as a descriptive term, and numerous groups now call themselves Cloaks. There is no formal link between one group of Cloaks and another, just their mutual interest in trading, buying, and selling information. The Cloaks are as thorough and nearly as knowledgeable as sages in their areas of expertise, but only in terms of present-day conditions. They are investigators rather than researchers. They work for anyone who meets their price, and they do not respect the privacy of anyone except themselves and their employers (perhaps only as long as they remain employers).

Most Cloaks trace their origin back to another organization, whether it be a cult, guild, brotherhood, or adventuring company from which they broke or evolved when they began selling their services for profit. For example, members of the Golden Fangs Cloak based in Calimport now specialize in information about the undead, but the group began as a group of vampire hunters and a group of zoologists studying monsters. Similarly, the Three Tears Cloak, based in Manshaka, consists of former members of the cult of Talona who buy and sell poisons and information regarding such.

Other Cloaks are formed by a small group of individuals whose positions give them ready access to and a near monopoly on otherwise secret information. For example, the Cloak of the Waves, based in Teshburl, specializes in tracking ships on the Shining Sea and the Sea of Swords. Its members are harbor masters, moneychangers, and barkeeps in Calishite ports who observe the doings of mariners and their ships. Each Cloak varies in structure and size, but most Cloaks have only one or two dozen members, all of whom reside in the same city.

The Cloaks are active in Westgate and many parts south, concentrating much of their activity within Calimshan and Ankhapur. Different Cloaks have earned the ire of various groups since the Graycloak Society crossed the syl-pasha of its day, but most are regarded as information mercenaries, unworthy of any great enmity. The Harpers, particularly Dove Falconhand, keep a sharp eye on the doings of the Cloaks. Their webs of influence seem to be spreading throughout the city-states around the Lake of Steam and lands to the north and east. Beyond those noted above, four Cloaks in particular are of concern, for they remain largely unknown yet wield a great deal of influence.

**The Fallen Keep Cloak:** Consisting of nine merchants based in Derlusk, the Fallen Keepers monitor goings-on in the ever-changing Border Kingdoms. This Cloak caters to newcomers to the region who seek to establish their own realm and those who simply hope to survive the patchwork of laws, customs, and power groups that govern the Border Kingdoms. The Fallen Keepers reportedly advance their own mercantile interests by agreeing not to reveal the weaknesses of various petty tyrants and their defenses in exchange for preferential trade agreements, but such claims have never been proven.

**The Occluded Orb Cloak:** This highly secretive group, numbering fewer than twenty members, is based in Ankhapur, although the Occluded Orbs reportedly have members in most cities and towns along the northern and western coasts of the Lake of Steam. Composed exclusively of lapsed members (or escaped slaves) of the various beholder cults that still operate in secret throughout the Arnaden region, this Cloak traffics in the secrets of those cults and the eye tyrants they venerate. Employed by would-be beholder hunters from as far afield as the Moonsea, this Cloak is suspected by some of actually being a front for one or more beholder cults and their eye tyrant masters. Skeptics whisper that the Occluded Orbs offer their services to reveal potential threats to the beholders and their followers and that they dispense flawed information to sabotage efforts to unveil their activities. Others expand on this by speculating that the Orbs may work for one cult, but sell reliable information regarding rival eye tyrants' groups.

**The Shattered Manacles Cloak:** The most prominent Cloak in the Vilhon Reach region, this group has over a dozen members, all of whom live in Nimpeth. Founded by a





small band of disaffected Ilmatari who tend to the slaves' misery, the Shattered Manacles keep a close eye on slave trading in the region, particularly in the slave markets of Nimpeth. Catering primarily to those individuals seeking friends and loved ones who were captured and sold into slavery, this Cloak sells information on active slavers, recent sales, prices, identities, and destinations. Despite the goodwill this Cloak garners from those who avail themselves of its services, some suspect that the Cloak secretly funds the abduction of prominent and wealthy individuals, and then sells information to their families and friends for fees that eventually lead to profitable rescues.

**The Wagonwheel Cloak:** This relatively large group consists of forty to forty-five members. Although based in Westgate, the Wagonwheel Cloak also includes members in Berdusk, Elturel, Elversult, Iriaebor, and Scornubel. Composed primarily of disillusioned followers of the church of Waukeen (and to a lesser extent, the church of Shaundakul), the Wagonwheels sell information regarding caravan trade through Westgate and the Caravan Cities, including routes, defenses, cargoes, and schedules. Members of this Cloak include drovers, farriers, leatherworkers, mercenaries, and stevedores (those who make their living loading and unloading wagons or other cargo vessels), all of whom are in a position to observe the ebb and flow of overland commerce. Although most merchants claim that the Wagonwheels are in collusion with bandit groups throughout the Heartlands, in truth many traders avail themselves of this Cloak's services in order to gain an advantage over their competitors.

Further details regarding the Cloak Societies are revealed in *Seven Sisters* (TSR #9475) and *Empires of the Shining Sea* (TSR #9561).

## The Harpers

Those Who Harp are one of the better known semisecret groups active primarily in the Heartlands and the North. Justly known as meddlers, the group is seen by most Northerners as the foe of tyrants and the scourge of those who seek to destroy, exploit, and steal. In the South, particularly in Tethyr, the group is regarded with a great deal of suspicion. Tales spread by the Knights of the Shield and other groups have painted Those Who Harp as seeking to overthrow the rulers of southern lands and rule in their stead. In truth, the Harpers is primarily a good-aligned group that aims to keep the dangers to civilization at bay, including goblin raids, orc hordes, dragon flights, and the insidious control of various evil groups. The group believes in the power of individual, the balance between the wild and the civilized, and the good of humankind and its allied sentient races. Its members also believe in preserving the tales of the past, so that one may learn from those tales in the future. Those Who Harp serve these causes by spreading rumors, aiding merchants and common folk in many small ways, and

thwarting the schemes—and sometimes ending the lives—of creatures who work toward evil ends. Members try to manipulate the affairs of civilized races, both great and small, to keep kingdoms balanced and to preserve a general peace across Faerûn.

Founded as the Harpers in Twilight in the early days of Myth Drannor, those who bear the crescent moon and harp device have seen numerous incarnations throughout the years, with rising and falling levels of political power. At present, the Harpers is an amorphous organization guided by a select group of Master Harpers, including Belhuar Thantarh (CG male human B10), Cylyria Dragonbreast (LN female half-elf B26), Dove Falconhand (CG female human R14), Elminster (CG male human M29; Sage), Obslin Minstrelwish (NG male halfling B10), and Storm Silverhand (CG female human B22).

The group's numbers are small, never growing to more than a few hundred. However, the number of Harper friends who serve as allies and informants is easily ten times that number. Harper locales in Berdusk (Twilight Hall) and Shadowdale (Storm Silverhand's house) serve as important centers of organization, and Harper haunts such as Silverymoon (Harper Hall), Everlund (Moongleam Tower), Elventree (The House of the Harp), Waterdeep (Harper's Hold), and various Harper refuges scattered across the Realms serve as important sources of support for individual Harpers engaged in ongoing missions. However, Those Who Harp have no true centers of power outside of the hearts and songs of those who proudly bear their Harper pins.

While Those Who Harp have acquired many enemies in centuries past, their most prominent foes include the Cult of the Dragon, the Dark Dagger, the Eldreth Veluuthra, the Knights of the Shield, the Malaugrym, the Red Wizards of Thay, the Twisted Rune, the Runeen, the Zhentarim, and various evil churches (such as Cyric, Gargauth, Iyachtu Xvim, and Talos). Allies include a number of beneficent churches (including Deneir, Eldath, Lliira, Mielikki, Milil, Oghma, Selûne, Shiallia, Silvanus, Tymora, and the Seldarine), the Heralds, the Tel'Teukiira (despite current tensions between the two groups), and the Fair Folk (particularly moon elves). The Harpers also receive support from powerful neutral individuals such as the Simbul and many druidic circles. At present, the group is once again in disarray. The recent schism among Those Who Harp preoccupies the affairs of Berdusk Hall, to the detriment of Harper causes throughout the western Heartlands and the North.

Further details regarding the current activities of Those Who Harp can be found in Chapter Two.

## The Heralds

The Heralds is a group of historians and arbitrators nominally established to organize the heraldry of the Realms and record the coats-of-arms of its noble families.



While the older, more established lines of Calimshan, Cormyr, Impiltur, Sembia, and Tethyr treat heraldry with respect, the nouveau riche of Amn and Waterdeep see it as a status symbol, and as such there has been an explosion of various arms, sigils, symbols, and banners in the past few centuries. While the Heralds are recognized as being the official arbitrators of precedence and correct armature, respect for the Heralds in matters of arms has extended into other areas of courtly life. The Heralds are often called upon as nonpartisan judges for contests and legal disputes.

In some countries, such as Cormyr and Impiltur, Heralds are incorporated into the government itself as assistants and aides to local rulers. While the loyalty of these aides is considered to be first to their locality, they are responsible for passing information throughout the Herald organization. Heralds strive for neutrality to the point of stasis, attempting to maintain the current order as opposed to extending it further in new conquests. They may advise their lords freely though, and Heralds may be on opposing sides of a conflict and still keep their positions as Heralds as long as they maintain their impartiality. Heralds have in the past served as regents for underage kings and queens, but they are forbidden from holding onto that power once a suitable heir is found. They are also barred from leading attacks directly on other Heralds. There have been violations of these restrictions in the past, and the High Heralds have proved powerful enough to punish the guilty. The group is frustrating to others in that its members are hidden in plain sight as the scribes, clerks, and advisors of half a hundred petty rulers. They are masters of information, which they pass along to their superiors, although they rarely act on their own.

Founded in the Year of the Watching Helm (992 DR) as part of the Harpers, the Heralds of Faerûn broke from Those Who Harp in the Year of the Empty Scabbard (1116 DR) when the latter group's tendency toward good became unbalancing to the Heralds' own even-handed interest in justice. So as not to suggest divided loyalties, Heralds have no symbol, although individual offices are associated with a title and a symbol possessed by the current officeholder.

The High Heralds, currently five in number, lead the Heralds, bearing the titles Unicorn, Black Vizer, Crescentcoat, Old Night, and Red Dragon. Certain personality characteristics are generally attributed to each office, with the office of Unicorn held to be the highest rank of all. Only the High Heralds can appoint new Heralds, although the regional rulers and high priests may propose candidates.

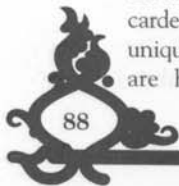
Below the High Heralds are the Heralds Pursuivant, who act as the apprentices of the High Heralds and conduct many of the most secretive and sensitive errands that the Heralds undertake. As part of their training, Heralds Pursuivant take on names and devices of their own invention, which are discarded should they rise to the rank of High Herald. Two unique, ever-changing offices—Green Shield and Gauntlet—are held from Shieldmeet to Shieldmeet, the former

responsible for presiding over the quadrennial festival and the latter responsible for tracking the location, strength, performance, and current allegiance and contacts of adventuring companies. At the bottom of the heraldic hierarchy are the many local Heralds found in settlements across the Realms. They serve as clerks for census, tax, and genealogical purposes; designers and regulators of the use of armorial bearings; and criers at tournaments and festivals.

The group is active throughout the western and northern reaches of Faerûn, including Luruar, the Sword Coast, the Caravan Cities, Amn, Tethyr, Erlkazar, Calimshan, the Lake of Steam, the Vilhon Reach, the Dragon Coast, Cormyr, Sembia, the Dalelands, the Moonsea, the Vast, Impiltur, and Damara. Herald strongholds include Heralds' Hall at Swordsmere (beneath Mount Sklagarra, westernmost of the Troll Mountains), Herald's Holdfast (west of Silvermoon in a dell north of the River Rauvin), and the individual abodes of the various High Heralds.

The Heralds remain closely allied with Those Who Harp (and the Tel'Teukiira), offering them shelter and sustenance in exchange for the Harpers occasionally carrying out tasks for the Heralds. The Heralds' carefully tended neutrality and impartiality largely frees them of any rivalries or feuds with other groups, although occasionally their actions have raised the ire of individual rulers who resented their actions.

In recent decades, the most pressing concern of the Heralds has been growing incidents of corruption among the group's leaders. Two High Herald offices—Huntsman and Manyshields—vanished in recent memory when their holders became so corrupt that they had to be slain while in office. In addition, no less than five Heralds Pursuivant and a dozen local Heralds have been cast out of the group in the last dozen years. Some whisper that the cult of Gargauth has gained a foothold among the group. If true, the blemish could destroy the honor and respect on which the authority of the Heralds rests.





# The Monsters

"There are monsters among us, walking unseen through our towns and homes while cloaked in familiar guises. Like wolves in sheep's garb, they carefully inspect their flock, culling suitable candidates for breeding, food, and enslavement. What defense have we against monsters that can assume any guise, be it a lamplighter, a city guard, or even a lover?"

—Khollass Tandrymson of Myratma,  
excerpts from *Secrets Learnt at Dagger Point*  
(written in the Year of the Shadowtop (1314 DR))

**W**hat makes the secret societies of the Realms so dangerous is the possibility that almost any individual might be a member of some shadowy group, no matter how flawless his reputation or how common he might appear. This threat is multiplied when the members of such groups are in fact monsters cloaked in familiar guises, with abilities far beyond the ken of those persons among whom they dwell. By their very nature, such monsters are most dangerous in the settlements in which the good-aligned races gather for common defense. Because of the threat such creatures pose, Laeral again provides us with enough information to recognize the handiwork of the better-known monstrous secret societies.

To quote the Lady Arunsun-Silverhand, "The Night Parade and the Unseen: These are simply two of the groups we know exist. If not for a curious report from a brave band of adventurers exploring the ruins of Hellgate Keep, the actions of House Dlardrageth might well have escaped our notice entirely. There may very well be organized bands of monsters prowling the streets and catacombs of the City of Splendors today that have entirely escaped the attention of the Lords of Waterdeep. Think on that the next time you find yourself alone in your room in a quiet inn with the chambermaid knocking on the door."

## Chronicler's Note

**T**his chapter examines those horrific beings accorded the status of monsters that form organizations of their own. Although monstrous societies are less well known than their human and demihuman counterparts, they are by no means less dangerous. Indeed, the successful ones often are more insidious. What qualifies these groups as secret societies is their ability to blend into human and demihuman cultures unnoticed, since their primary means of attack and defense is their ability to live among those not of their race.

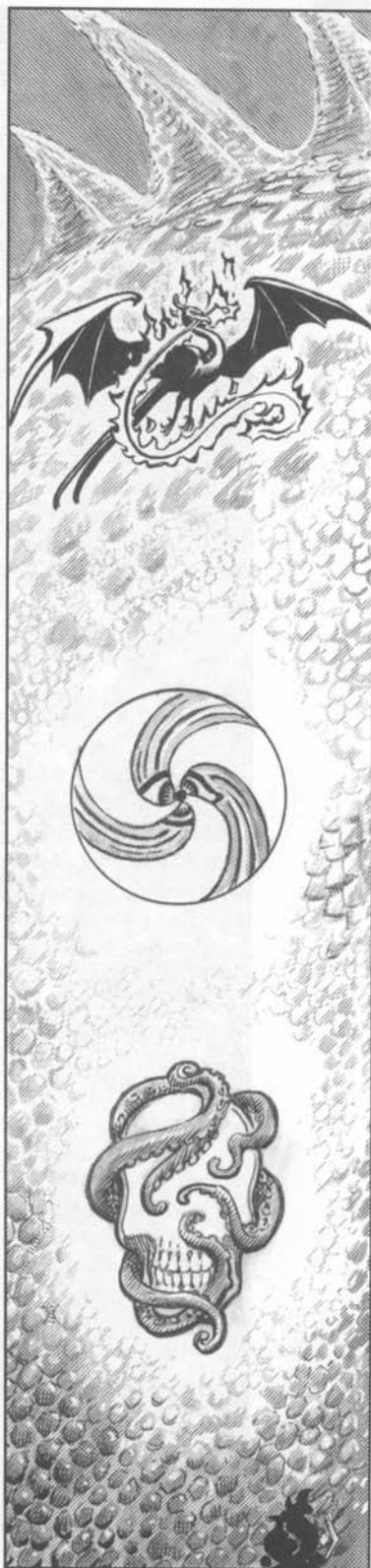
## House Dlardrageth

**A.K.A.** The Daemonfey, the Fey'ri, the Siluanedenn Phoenix, the Silver Griffons (a reference to the device of Siluanede).


**Group Mark:** A scarlet phoenix with the sable, batlike wings of a balor, and a burning whip clutched in its beak (a stylized depiction of the original heraldic device of House Dlardrageth which depicts a red-bodied, black-winged, feathered phoenix clutching a leafy branch in its beak).

**Group Colors/Livery:** House Dlardrageth's traditional colors are scarlet and sable, and the daemonfey and the fey'ri usually incorporate both colors into their garb if not wearing a representation of the house device. In addition, individual fey'ri sometimes incorporate aspects of their Siluanedenn house colors into their garb as well, but such displays are formally forbidden by Countess Sarya.

(The colors of House Aelorothi are red and blue, and their device is a red swan on a blue field. The colors of House Ealoeth are sky blue,







violet, and rose, and their device is two addorsed pegasi volant on a sky blue field. The colors of House Flosin are white and gold, and their device is a gold two-headed griffon rampant on a white field.)

Recently unleashed from their ancient prison beneath Hellgate Keep, the Ar'Tel'Quessir (gold elf) cambions of House Dlardrageth represent an ancient threat reborn. They are a distant echo of the boundless pride and reckless arrogance that precipitated the Crown Wars. Long forgotten even among the Fair Folk, House Dlardrageth is a looming threat to the peoples of the High Forest and the population centers that lie along its periphery. The induction of tieflings descended from Siluvanedenn renegades into the clan has greatly expanded the immediacy of the danger posed by House Dlardrageth. To date, only whispered hints of sinister elven activity in the western and northwestern High Forest have reached the cities of Lord's Alliance and the druids of Tall Trees. Beneath the endless boughs, even the elven inhabitants of Caerilcarn, Nordahaeril, and Reitheillaethor can only wonder if the buried evils of Siluvanede—itsself a faint echo of the worst aspects of the Vyshaantar Empire—are stirring anew.

*Note:* The following information employs the terms “cambion,” “alu-fiend,” and “tiefling” somewhat differently than the *PLANESCAPE® MONSTROUS COMPENDIUM®* in order to reflect a richer set of relationships. Cambions are descended from either human (or demihuman) and tanar'ri ancestors, with at least half of their bloodline of demonic origin. Alu-fiends are a subgroup of cambion with one succubus or incubus parent. Tanar'ric tieflings are descended from human (or demihuman) ancestors and tanar'ri ancestors with less than half of their bloodline being of demonic origin.

Cambions of human ancestry are always of the same gender as their most immediate tanar'ric ancestor, but cambions of elven ancestry are not similarly restricted, given their androgynous nature. Cambions of human ancestry exhibit fairly regular and predictable abilities, regardless of their demonic parentage, whereas cambions of elven ancestry exhibit more unique characteristics, due in part to their more magical nature. Finally, cambions of elven ancestry are known either as half-elf cambions or as daemonfey, while tieflings of elven descent are known either as half-elf tieflings or as fey'ri.

## Goals

The daemonfey and fey'ri of House Dlardrageth seek to restore the glory of the Ar'Tel'Quessir, unable to recognize that by their very nature they have betrayed that which they cherish most. The house first desires to re-create the realm of Siluvanede and then restore all Aryvandaar to their former exalted positions among the elves and other races. Toward this end, House Dlardrageth seeks to undermine the ascendancy of humanity in the North, and the clan allies

with any group whose actions contribute to its greater goals. Fledgling Luruar, a realm with the potential to thwart the clan's ambitions if allowed to mature, is a prime target of House Dlardrageth's machinations. Waterdeep is another target, the great port city that serves as the bedrock on which human civilization in the North is built.

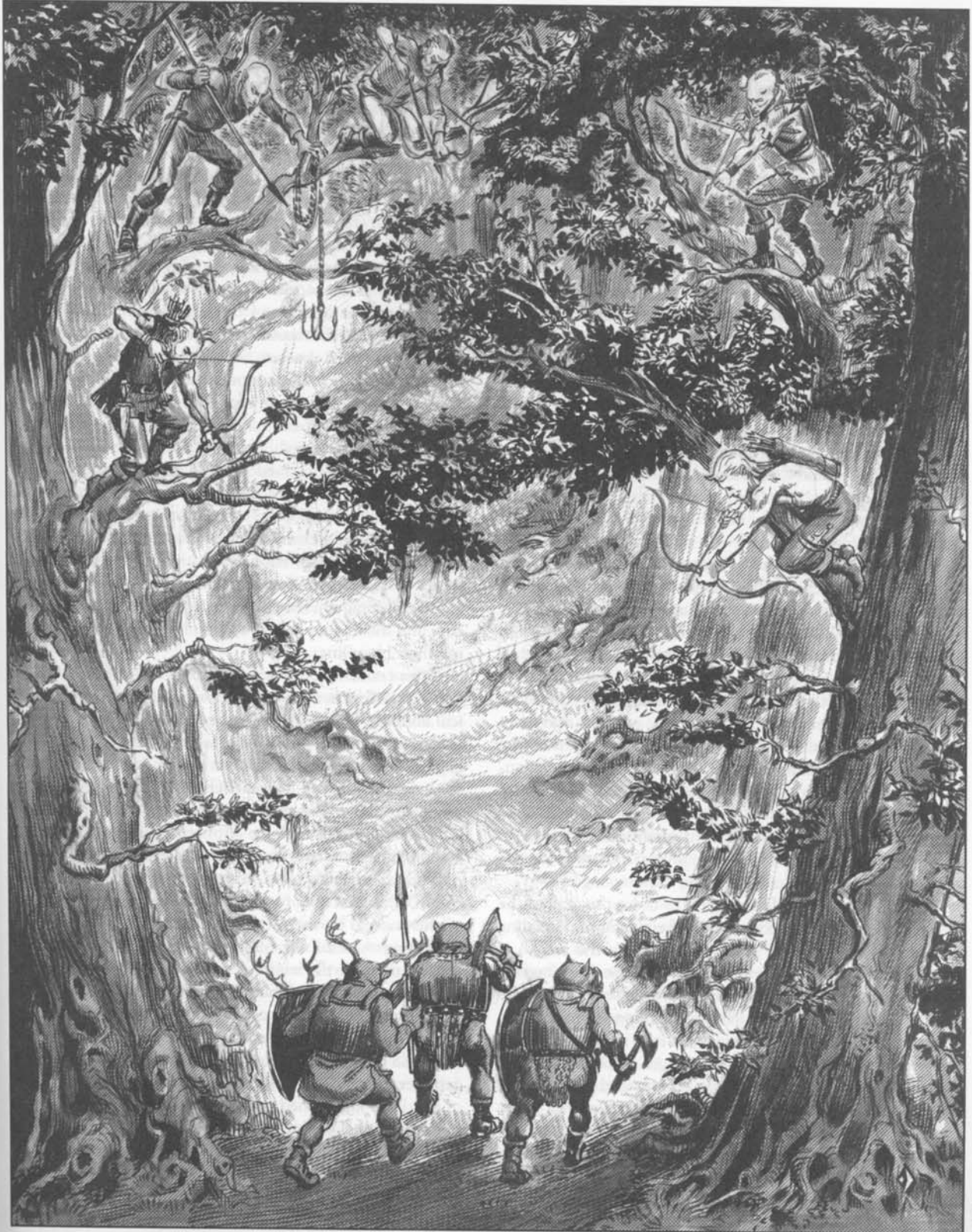
In addition, the members of House Dlardrageth seek vengeance against the scions of Eaelrann, Sharrven, and Evereska. They direct their long-simmering hatred against all Teu'Tel'Quessir (moon elves) in the northern realms, as well as their Sy'Tel'Quessir (sylvan or green elf) and N'Tel'Quess (nonelf) allies. By attacking sylvan-elf settlements such as Caerilcarn, Nordahaeril, and Reitheillaethor within the High Forest and elf-friendly settlements such as Silverymoon and Loudwater on the great forest's periphery, House Dlardrageth hopes to draw forth moon elves from Evereska, Evermeet, and other lands, and destroy them in turn.

**Countess Sarya's Goals:** As the unchallenged matriarch of House Dlardrageth, Countess Sarya's ambitions are reflected in the primary goals of the clan. Sarya plots to abduct more gold elves as breeding stock, and the fortuitous discovery of the fey'ri has advanced her plans for vengeance against the hated moon elves who imprisoned her and her surviving kin. In addition to learning more of the new world around her, Sarya has a keen personal interest in furthering the breeding experiments of her mother. Toward that end, she has directed her son and nephew to breed with the entire stock of fey'ri females in short order, and she has taken a male gold elf as her mate.


## History and Motivations

Since the founding of their realm in the northwestern and western reaches of the High Forest, circa -8,400 DR, the Ar'Tel'Quessir of Siluvanede had long emulated the elitism and arrogance of their Vyshaan forebears. Such traits did not endear Siluvanede's gold elves to the realm's moon-elf minority. The sentiment contributed the establishment of Sharrven, a moon-elf realm with a minority gold-elf population, in the southern High Forest, circa -7,600 DR. Fearful that the gold elves of Siluvanede would repeat the mistakes of the Vyshaantar Empire, the elders of Sharrven backed efforts by young nobles to establish the realm of Eaelrann among the ruins of the Aryvandaar, circa -4,700 DR.

Meanwhile, in the woodlands to the east that would eventually become known as Cormanthyr, the gold elves of House Dlardrageth sought to strengthen their family and race in the aftermath of the Crown Wars. Around the time of the founding of Eaelrann, the archmage matriarch of House Dlardrageth convinced her family that secret breeding with tanar'ri and other fell creatures would strengthen their bloodline. Many of the children born of such unions were physically weaker than the average elf, but they later proved to have more inherent magical powers as their demonic legacy. House Dlardrageth was cast down by their fellow elves when their horrid dealings







were discovered a few decades later, but seven escapees—the Lady Dlardrageth's youngest daughter Sarya, Sarya's four sons and one daughter, and Sarya's nephew (her twin brother's son)—secretly fled west toward the Upvale, hoping to escape and create a home in the mountains.

Centuries later, divinations revealed that not all members of the house had been destroyed or imprisoned, but that a few had escaped during the initial assault. A dozen High Mages and the heirs of those who had originally imprisoned the Dlardrageths *gated* to Eaerlann. They tracked the last members of the errant clan to their new home beneath a low volcanic crag at the western confluence of rivers just east of Eaerlann's borders.

The corrupt daemonfey now lived in a series of caves within the crag, and, when confronted by these new adversaries, they fought to save themselves. The initial skirmishing between the Dlardrageths, the High Mages, and the forces the High Mages drew from Eaerlann slew four of the seven Dlardrageths, and the High Mages sealed the survivors within their "villa" (the caverns beneath the crag). The magic that held them there stopped all time and movement but placed the survivors in states of reverie so they might have some consciousness of the evil they had done and the ability to think on it during their imprisonment.

Prior to their imprisonment, the daemonfey Dlardrageths had been making deals with some of the lesser houses of Siluvanede to the west, fomenting war against their betters and Eaerlann. The offensive action by Eaerlann and the High Mages against a once-mighty gold-elf house—even though it was but the corrupt remnants of the house—was among the sparks that set off the Seven Citadels' War, circa -4,500 DR. Arcorar's people became caught up in the conflict, and there they died. While they had only planned to imprison the Dlardrageths in their peculiar magical reverie for a few centuries, none survived the war who knew the method to release the daemonfey. Thus the Dlardrageths remained trapped in time, never aging but with their minds always just to one side of dreaming. They spent several millennia staving off insanity by meticulously planning their revenge.

The efforts of House Dlardrageth to induce several of the lesser houses of Siluvanede to join their demonic breeding programs barely had time to bear fruit before the arrival of Arcorar's forces. Yet the tainted seed that the Dlardrageths had sown flourished in the war that followed. Before the establishment of Eaerlann, House Dlardrageth had established five hidden strongholds in the land once claimed by mighty Aryvandaar, storehouses of magic artifacts recovered from the ruins of the Vyshaantar Empire and defended by bound tanar'ri guardians. Hints of the existence of these armories were communicated to the lesser houses of Siluvanede shortly before the fall of House Dlardrageth, in an effort to draw the Siluvanedenn further into the schemes of the daemonfey. After the forces of Siluvanede suffered grievous losses in the initial skirmishes with the Eaerlanni,

those same lesser houses sought out the terrible legacies of the Vyshaan in hopes of turning the tide of battle. Four of the five citadels of House Dlardrageth eventually were discovered by agents of Siluvanede, and many weapons thus discovered made their way out of the lands claimed by Eaerlann into the hands of the Siluvanedenn forces.

With the full backing of the forces of Sharrven brought to bear against the often-victorious Siluvanedenn, the Seven Citadels War was finally won by the forces of Eaerlann, circa -4,500 DR. The gold-elf realm was humbled by superior magic and elven dragonriders. The final battle unfolded as the Siluvanedenn forces emerged from the fifth armory, in a desperate and unsuccessful gambit to reverse their fortunes in the war. The legacies of the Vyshaan that could not be destroyed by the Eaerlanni were once again hidden away in the fifth armory, known to the moon elves as Nar'Kerymhoarth. Once the armory was sealed, the moon elves refused to speak the name of this place again. This practice that led to other races calling it "the place that is not named," which later evolved into "the Nameless Dungeon."

Not all of the Siluvanedenn Ar'Tel'Quessir accepted their defeat, however. Three of the houses that had secretly sponsored the plundering of the Dlardrageth armories fled. Members of these gold-elf clans stole away to the depths of the pillaged Dlardrageth strongholds, where they plotted in secret to rebuild their strength. Following the example of House Dlardrageth, the Siluvanedenn exiles summoned succubi and incubi and bred with them in hopes of strengthening their bloodlines.

After centuries of effort, they created a clan of half-elven tieflings skilled in the Art and possessing varied innate magical abilities. The fey'ri unleashed the first manifestation of their vengeance in -2,770 DR when their spells caused an explosion in the monstrous populations within the southern High Forest, an act of treachery later attributed, without proof, to power-hungry Netherese wizards. The ensuing slaughter led to the collapse of Sharrven, leaving naught but a few elven settlements and outposts in the southern forest.

The fey'ri struck again in the Year of Unfettered Secrets (880 DR), when they took advantage of the rising influence of the baatezu in the city of Ascalhorn to induce the few remaining Ascalhi wizards beyond the grasp of the devils into summoning the baatezu's ancient enemies—the tanar'ri. This act proved the undoing of the fey'ri. Eaerlanni agents in Ascalhorn discovered the existence of their Siluvanedenn foes and the leaders of Eaerlann struck back.

In the last months before their fall to the demons of Hellgate Keep in the Year of the Curse (882 DR), the moon elves of Eaerlann imprisoned the Siluvanedenn renegades within their ancient Dlardrageth armories and then abandoned their ancient realm. In the ensuing chaos, the complicity of the fey'ri in the fall of Ascalhorn, let alone their very existence, was forgotten, as all of their Eaerlanni captors died in the ensuing exodus.





The remnants of both House Dlardrageth and the Siluvanedett fey'ri may well have slumbered for all eternity if not for a chain of events precipitated in the Year of the Gauntlet (1369 DR). Two Harpers and the Mistmaster employed an artifact known as the *Gatekeeper's Crystal* to destroy Hellgate Keep, inadvertently releasing the trio of half-elf cambions of House Dlardrageth imprisoned beneath Ascal's Horn in the process.

Once they had emerged from their prison and acclimated themselves to their new surroundings, the surviving members of House Dlardrageth sought out their ancient armories. However, instead of finding the ancient Vyshaan treasures they had hoped to recover, one stronghold was found to be overrun with monsters but devoid of any treasures of interest, while another was judged too strongly defended by the Mistmaster and his allies to be explored. Two armories were still defended by wardings laid by the Eaelranni, and the Dlardrageths only broke through those defenses with a great deal of effort. Although they were dismayed to find those armories plundered as well, the Dlardrageths did discover the long-imprisoned descendants of their long-dead Siluvanedett allies. The fey'ri and daemonfey quickly forged an alliance that brought the half-elf tieflings into the ancient gold-elf noble house. As a result, House Dlardrageth regained much of its lost numbers far quicker than Countess Sarya had dared to hope, unleashing an echo of Vyshaan's evils on the High Forest much sooner than might have otherwise been the case.

## Organization

The hierarchy of House Dlardrageth reflects three important elements of its history: its origin as an elven noble house that can trace its ancestry back to the height of Aryvandaar, the recent absorption of three lesser houses of Siluvanede, and its bias in favor of gold elves of mixed elven and tanar'ric ancestry. The leader of the Dlardrageths is the clan patriarch or matriarch, a position currently held by Countess Sarya. Her son and nephew, the only other surviving members of the Dlardrageth bloodline, now hold the rank of baron and serve her. The heads of the three Siluvanedett clans make up the next rank, retaining their authority over their houses and the rank of lord or lady. They are served by the remainder of the fey'ri, who hold no titles. Other members of the organization are considered servants or slaves of the house, although gold elves are obviously held in much higher esteem than members of other races. Outsiders are not welcome to join House Dlardrageth, although it is possible that a daemonfey or fey'ri might be adopted into the clan if of noble gold-elf heritage.

## Chain of Command

Atop House Dlardrageth sits Countess Sarya Dlardrageth, having inherited the position from her late mother before her millennia-long imprisonment. Sarya's only surviving kindred serve her. Her son Ryvvik oversees intelligence-gathering

operations, and her nephew Xhalh leads the house's troops.


*Note:* The emergence of House Dlardrageth as a brewing threat to the northern Realms is a very recent event, tightly coupled to the destruction of Hellgate Keep, as detailed in the adventure of the same name (TSR #9562). Full details of the three principals are given therein as well. Although officially, it is assumed that all three cambions of House Dlardrageth still live, such an outcome is not necessary to employ the following information. If the events in that module take place offstage, then all three cambions of House Dlardrageth escape their ancient prison beneath Ascal's Horn, perhaps with additional magic artifacts found amid the city's ruins, and make their way to their ancient holdings amid the ruins of Eaelrann. If the PCs have managed to slay one or two of the principals, assume that the surviving cambion or cambions follow a similar course and recruit one or two fey'ri in their place. If all three members of House Dlardrageth are irrevocably slain during the course of the *Hellgate Keep* module, assume that a fourth cambion child of Countess Sarya, who was imprisoned along with its demonic kin for millennia beneath Ascal's Horn, escapes undetected to rebuild House Dlardrageth with the assistance of the fey'ri.

*Note:* The members of House Dlardrageth not only have the individual powers described below, they also possess abilities based on their respective lineages. See "Dlardragethan Abilities" for details on these abilities.

- Countess Sarya Dlardrageth (CE female half-elf cambion M17; Str 16, Con 16, Int 20, Wis 16, Cha 20): The matriarch of House Dlardrageth, who superficially resembles a gold elf of average height, has russet-red skin, gold eyes that glow like hot coals, large, batlike wings, and pointed ears that have a slight scalloped edge to them. Sarya's long red hair shimmers in the aura of intense heat that constantly surrounds her, equal in effect to a warm *fire shield*, although she can mute it at will.

Sarya is the youngest child and sole daughter of Lady Xiiltharra Dlardrageth and her balor consort. Sarya's awesome temper flares quickly to a burning heat if she is disobeyed or ignored, and she can boost her heat to light flames with a 5-foot radius with a single round of concentration, igniting all flammable objects in that range that fails a saving throw vs. magical flame. Sarya is immune to both fire and poison. Sarya wields *Aduce's whip*, a weapon threaded with gold that burns on contact if it enwraps a target (an extra 1d4 points of damage per round). Other items include the *Emerald Earring of Vhoadan* (*clairaudience* 2 times/day), the *Gilded Gown of Selussa* (+2 AC, reflects magic missiles), and *Miilaethorn's Staff* (*staff of striking* with a *portable hole* of spellbooks hidden inside).

- Baron Ryvvik Dlardrageth (NE male half-elf cambion Psi12; Con 16, Int 20, Wis 19): The only surviving child and youngest son of Countess Sarya, Ryvvik appears as a gaunt, angular gold elf with a skullcap of gray and black feathers in lieu of hair. He has an ash-gray complexion.



Ryvvik's father was a vrock, a heritage reflected in his pinched face and hooked nose, which resembles a vulture's beak. While not ashamed of his looks, Ryvvik often wears wide-sleeved robes with deep-cowled hoods so that he can revel in the shock and horror of those to whom he reveals his true visage.

While not as vengeful as his mother, Ryvvik has an insatiable and totally amoral curiosity about what others think and feel. He takes sadistic glee in the use of his psionic abilities to inflict mental, emotional, and physical pain. Ryvvik prefers to use his telepathy and never speaks out loud, although he knows many languages from listening in on the thoughts of passersby from his prison, including Common, Orc, Elvish, and Dwarvish.

His vestigial underarm wings provide Ryvvik with *feather fall* abilities, and he can employ line-of-sight *telepathic speech* at will without draining PSPs or first making psionic contact. Three times per day Ryvvik can emit a *mind surge* in a 20-foot radius or a 10-foot-wide and 40-foot-long ray that paralyzes those who fail a saving throw vs. breath weapon for 1d6 rounds. He wears a *kiira* on his forehead that allows him to store permanently all knowledge read from the minds of others. He also possesses a *ring of protection* +2 and a *cloak of protection* +2.

- Baron Xhalh Dlardrageth (CE male half-elf cambion F11; Str 18/20, Dex 18, Con 16, Wis 17): The son of Sarya's twin brother Khuumal and a marilith, Xhalh appears as a gold elf over seven feet tall with six powerfully muscled arms and heavily scaled, olive-green skin. Always bare-chested, Xhalh has little patience for anything besides battle. He harbors thoughts of replacing his aunt as head of the clan, as her penchant for the shadows frustrates him to no end. Immune to all poisons and gasses, Xhalh can exhale a *cloudkill* once a day. Xhalh wields as many as six weapons at a time, including the *Blade Dlardrageth* (*broadsword* +2, *giant slayer*). He wears *Khuumal's baldric*, a studded leather baldric that acts as both a *ring of regeneration* and a *ring of warmth*.

## Rank and File

Although the fey'ri retained their three noble houses of Siluvanede until their release by the Dlardrageth cambions, generations of inbreeding have made the distinction largely academic. Each family is now considered a subclan of House Dlardrageth, with the leading elder of each bloodline retaining the title of lord or lady.

- Lord Pharnth Aelorothei (CE male half-elf tiefling Div8; Int 18, Wis 18): The patriarch of House Aelorothei, a wiry, hawk-nosed gold elf with a shaved head sporting many mystical tattoos, is a cautious and increasingly marginalized voice of restraint in the councils of House Dlardrageth. As part of his formal duties, Pharnth spies on the enemies of the house from afar through magical divination, generating reports he then feeds to Baron Ryvvik's

intelligence-gathering operations. Pharnth can cast *clairaudience* and *ESP* once per day each, takes only half damage from magical or nonmagical fire, and receives a +2 bonus to saving throws vs. electricity.

- Lady-Consort Saesaan Aelorothei (NE female half-elf tiefling M7/T8; Int 17, Dex 19): Wrapped in an ever-present, writhing mantle of shadow, Saesaan is despised by many of her fellow fey'ri for her penchant for intrigue and betrayal, excessive even among the duplicitous culture of the Siluvanedenn renegades. Saesaan earned Lord Pharnth's respect and her position as consort after successfully bypassing a web of magical wards laid by the diviner and pilloining his most prized libram of spells. As part of her formal duties, Saesaan acquires arcane lore and items imbued with powerful enchantments for the greater glory of House Dlardrageth. She reports directly to Countess Sarya. Saesaan can cast *dimension door*, *ESP*, and *darkness 15' radius* once per day each, and receives a +2 bonus to saving throws vs. poison.
- Lord-Consort Myrllaer Ealoeth (CE male half-elf tiefling F8/M7; "bladesinger" kit, Str 16, Int 17): Lady Nydyaa's consort has the physical form of a tall, lean gold elf wrapped in an incredibly fine mesh of chainmail. Up close, his tanar'ric heritage is readily apparent; his "armor" is actually tiny steel-gray scales that cover his body from the neck down. Myrllaer is a master of the bladesong fighting style, the equal of Evermeet's greatest bladesingers, and he has trained an elite company of fey'ri bladesingers who move and fight as one. As part of his formal duties, Myrllaer leads small bands of fey'ri warriors into the High Forest to capture slaves and to plunder ancient elven ruins. He reports to Baron Xhalh, having come to respect him after losing more than one bloody duel to the six-armed cambion. Myrllaer has a base AC 0 from his scales. He can cast *dimension door* once a day, receives a +2 bonus to saving throws vs. electricity and poison, and is affected only by cold-wrought iron or magic weapons.
- Lady Nydyaa Ealoeth (CE female half-elf tiefling M10, Int 20, Dex 16): The matriarch of House Ealoeth, Nydyaa has a physical form notable for the oversized bat wings that enfold her entire body, and the pale, almost translucent, hue of her skin. Short, spiky, white hair and colorless irises round out an appearance that leads many to label her incorrectly as undead. As part of her formal duties, Nydyaa is responsible for internal security, relishing the opportunity to root out suspected traitors and torture infiltrators. Like her consort, Nydyaa reports to Baron Xhalh, although she despises the cambion's headstrong nature and relative stupidity. She can cast *enervation* (with a kiss) once a day, takes only half damage from magical or nonmagical fire, and receives a +2 bonus to saving throws vs. electricity and poison.
- Lord Faersynd Flosin (CE male half-elf tiefling P9 of Ghaunadaur; Wis 18, Int 16): The patriarch of House



Floshin, appearing as an obese gold elf magically cloaked in a mantle of roiling purple mist, adopted the faith of Ghaunadaur nearly a century ago in the Year of the Purple Toad (1274 DR) following a manifestation of the Elder Eye's power that pierced the Eaelranni wards.

Faersynd is wholly consumed with serving That Which Lurks, leaving most of his leadership responsibilities to his consort, Lady Talya. Most fey'ri have learned to at least pretend to venerate Ghaunadaur, if only to avoid Faersynd's relentless efforts to convert them, but the fanatical priest has succeeded in establishing a small cult of worshipers among his fellow tieflings. Although he nominally reports to Countess Sarya, Faersynd has few formal duties outside of securing the services of tanar'ric servitors from Ghaunadaur's realm. The priest has begun exploring the writings of Lady Xiiltharra Dlardrageth, seeing in them the workings of That Which Lurks. The topic that greatly interests the reigning matriarch of House Dlardrageth. Faersynd can cast *ESP* and *suggestion* once per day each, receives a +2 bonus to saving throws vs. electricity, and is affected only by cold-wrought iron or magical weapons.

- Lady-Consort Talya Floshin (CE female half-elf tiefling Inv9; Int 19, Cha 18): Lord Faersynd's consort is a stunningly beautiful fey'ri who bears an astonishing resemblance to most depictions of Hanali Celanil, the elven goddess of beauty. Only her fiery red irises betray her tanar'ric ancestry. By far the most manipulative of the fey'ri nobles, since her release Talya has plotted to engineer the death of her current consort, Faersynd, and replace him with Baron Xhalh, the more-easily manipulated of the two Dlardrageth cambion males. Currently pregnant with triplets, rumors have begun to spread among the fey'ri that Xhalh fathered them. As part of her formal duties, Talya oversees the suborning of potential informants and reports to Baron Ryvvik. She can cast *charm person* and *suggestion* once a day each, takes only half damage from magical or nonmagical fire, and is affected only by cold-wrought iron or magical weapons.

## Raw Recruits

The bulk of House Dlardrageth's forces are made up of Siluvaneden-renegade fey'ri released from their ancient prison by the Dlardrageth cambions, but a handful of individuals of other races have also come to serve this ancient, corrupt elven house. Of particular note is the Company of the Jaded Heart, an adventuring company led by wizards of the Arcane Brotherhood to explore the ruins of Hellgate Keep. All but one of the wizards leading the band were slain by the cambions, but the surviving mage and several mercenaries in the Brotherhood's employ now serve House Dlardrageth with a modicum of expedient loyalty.

- Gharri "the Ogre" Delark (LE male human F5; Str 18/92, Con 17): Gharri, a hulking Uthgardt barbarian with a battered face and permanently smashed nose, commands

the surviving members of the Company of the Jaded Heart. Possessing a keen sense of battle tactics and the ability to call on a berserker's rage three times a day (+2 bonuses to attack and damage rolls and a -4 AC penalty), Gharri won the grudging respect of Baron Xhalh and serves the six-armed cambion loyally.

- Jhaartael Ealoeth (CE male half-elf tiefling F2/M2; "bladesinger" kit): Schooled in the art of bladesinging, Jhaartael roams the North in the guise of a moon-elf bladesinger from Evermeet. Varying his name, appearance, and purported objective, Jhaartael recruits small adventuring companies to accompany him on expeditions into the High Forest. Such bands never return, since Jhaartael leads them into ambushes by the fey'ri. He can cast *charm person*, *darkness 15' radius*, and *dimension door* once per day each, and is affected only by cold-wrought iron or magical weapons.
- Laelran Aelorothi (CE male half-elf tiefling Con3; Con 16, Int 20): Laelran, in the guise of a male human named Sorndyrn Scarletsash, resides in the city of Luskan. Posing as an aspiring wizard, "Sorndyrn" recently joined the ranks of the Arcane Brotherhood. Noxix, his quasit familiar who is capable of assuming the form of a bat or giant centipede, aids Laelran's deception. Laelran can cast *dimension door* and *suggestion* once a day each, takes only half damage from magical or nonmagical fire, and receives a +2 bonus to saving throws vs. electricity.
- Nylaersyn "the Changeling" Floshin (CE female half-elf tiefling M4): An agent of Baron Ryvvik's intelligence-gathering organization newly arrived in Waterdeep, the Changeling stands out among the fey'ri for her ability to impersonate other individuals. Nylaersyn's unique abilities enable her to masquerade as a doppelganger named Synyl, a double charade which has allowed her to infiltrate the Unseen (see the following section) in addition to assuming the identities of several Waterdhavian. Nylaersyn's commonly assumed roster of identities include Biafyndar Loceath, a gold-male elf initiate of Corellon Larethian at the House of the Seldarine; Hragnor Splitstone, a human-male fletcher at Riautar's Weaponry; and Tymaara Moonsmile, a half-moon-elf waitress at the Elfstone Tavern. The Changeling can cast *ESP* once a day, takes only half damage from magical or nonmagical fire, and receives a +2 bonus to saving throws vs. electricity and poison.
- Wyrran Alastrarra (NE gold-male elf M9): Countess Sarya's latest mate, a rogue gold-elf noble exiled from Evermeet over a century ago for trafficking with fiends, is a member of the Arcane Brotherhood who was captured by the fey'ri along with several other members of the Company of the Jaded Heart. Intrigued by Countess Sarya's breeding experiments, Wyrran schemes to be formally adopted into House Dlardrageth and to serve as the matriarch's consort.





### Methods and Activities

Although impatient to exact their revenge and achieve their objectives, the members of House Dlardrageth are well aware that the world has greatly changed since they were imprisoned and that they therefore must move very cautiously. In all endeavors, members of this group are careful to keep their identities concealed and erase all evidence of their activities. The daemonfey do not venture forth from their lair unless absolutely necessary, and the fey'ri never do so without adopting some other guise.

Those agents dispatched into the outside world as spies move unhindered among elves and nonelves. Most adopt permanent identities with positions that bring them into contact with a great number of people, content simply to observe and absorb knowledge without drawing attention to themselves.

Within the northern and western reaches of the High Forest, bands of fey'ri in the guise of other races skulk about the woodlands, observing all who pass beneath the ancient boughs. Wayfarers rarely know of such observation, although the casual display of powerful magic or rampant destruction of the forest usually prompts an overwhelming response from the fey'ri. Captives are usually slain on the spot, but a few are taken as prisoners, ending up in willing or unwilling service to House Dlardrageth.

For now, the fey'ri avoid the drow bands that sometimes wander the northwestern High Forest, choosing to be patient

as they build up their strength. On the two occasions when a Dlardrageth patrol did encounter a small group of Vhaeraun's followers, the drow were utterly destroyed.

### Dlardragethan Abilities

As suggested by the descriptions of the Dlardrageth trio, half-elf cambions exhibit more unique traits than cambions of human ancestry. However, as lesser tanar'ri, the daemonfey exhibit innate abilities and immunities common to all demons. In particular, Sarya, Ryvvik, and Xhalh have 60-foot infravision, 30% magic resistance, and a base AC 2. They can cast *darkness 15' radius* once per day. They can bypass language barriers by using a line-of-sight-based telepathy. They suffer no damage from electricity, lightning, nonmagical fire, or poisons. They suffer only half damage from cold, magical fire, or gas (poisonous or otherwise). Daemonfey have open to them any character class or multiclass option open to gold elves or half-elves, although most exhibit some degree of sorcerous talent.

As tieflings of gold-elf ancestry, the fey'ri of House Dlardrageth gain a +2 bonus to Intelligence and a +1 bonus to Dexterity, and suffer a -2 penalty to Constitution and a -1 penalty to Strength. They also receive a -3 reaction-roll penalty with all humans and demihumans, even elves. All fey'ri have infravision to 120 feet and 90% magic resistance to *sleep* and *charm*. They can move silently and find hidden and secret doors with the same success as normal elves. In



addition, the fey'ri may *shape change* (to a humanoid form of approximately their own height and weight) at will.

Finally, tieflings of elven ancestry often exhibit a handful of innate abilities or immunities, reflective of their tanar'ric lineage. For example, a typical set of abilities includes half damage from magical or nonmagical fire, a +2 bonus to saving throws vs. electricity and poison attacks, and the ability to cast *charm person* once a day. Like the daemonfey, fey'ri have open to them any character class or multiclass option open to gold elves or half-elves, although most exhibit some degree of sorcerous talent.

### Resources

House Dlardrageth has assembled a good assortment of resources in a short amount of time, thanks in large part to both the remnants of their own ancient armories and the resources the fey'ri retained while imprisoned by the Eaelanni wards. Acquiring additional resources from ruins throughout the High Forest is an ongoing endeavor, since the daemonfey know their plots will fail if they cannot defend themselves from the legions of anticipated enemies. One thing that House Dlardrageth sorely lacks are coins, as currency was rarely employed the elven realms of the High Forest, and what coins they have are reserved for agents operating outside of the ancient woodlands of Aryvandaar.

**Magic Items:** Although the members of House Dlardrageth were only recently released from centuries of imprisonment, most members of this group possess one or more enchanted artifacts, the bulk of which serve as armor or weapons. Most such magic items are of Siluvaneden or Vyshaan construction and were imprisoned along with their owners, plundered from the ruins of Hellgate Keep, or retrieved from the remnants of the Dlardrageth armories. Items owned individually by the trio of daemonfey are noted in their descriptions. A typical fey'ri possesses *boots of elvenkind*, a *cloak of elvenkind*, an enchanted longsword or longbow, and some form of magic armor. Most such items have unique names and histories, although only a few elven sages in Evereska or Evermeet might recognize them.

**Siluvaneden Kiiira:** In addition to the *kiiira*—gems that serve as repositories of elven lore—employed by Baron Ryvvik, the fey'ri possess a trio of *kiiira*, one per family of Siluvaneden renegades. Worn by the respective leader of each fey'ri house, the Siluvaneden *kiiira* retain a great deal of knowledge stretching from the founding of Siluvanede up to the imprisonment of the Siluvaneden renegades by the Eaelanni wizards. Something about their tanar'ric heritage interferes with the ability of the fey'ri to employ the *kiiira* as effectively as they might wish, although this limitation eventually may yet be overcome, since Baron Ryvvik suffers no such restriction.

**Dlardrageth Armories:** At present, House Dlardrageth is based in the ruins of two of their five original armories. In the centuries prior to their imprisonment, the fey'ri

transformed both subterranean complexes into extensive living quarters beneath the forest floor. Aware of their likely fate if the forces of Eaelann ever discovered them, the Siluvaneden renegades constructed a labyrinth of deadly traps and defensive fortifications in the upper reaches of each complex, which now protect them and their leaders, the House Dlardrageth.

### Areas of Operation

At present, House Dlardrageth's area of operations is restricted primarily to the northern and western reaches of the High Forest and settlements along the periphery. Several fey'ri maintain surveillance of the Nameless Dungeon, while others explore the western High Forest searching for the remnants of Siluvanede. Agents have been dispatched to Loudwater, Luskan, Silverymoon, and Waterdeep, with instructions to learn all they can about potential allies and foes. In time, the house's influence will likely grow to encompass all of the High Forest and much of the North.

The leaders of House Dlardrageth are currently ensconced in a long-forgotten subterranean armory located about 100 miles east of the Grandfather Tree, on the western edge of the region known as the Tall Trees. Another fey'ri base is located in another subterranean armory to the north and west, some 30 miles southwest of Stone Stand on the northern edge of the High Forest.


The daemonfey and the majority of the fey'ri are likely to relocate in the near future; Countess Sarya has already dispatched small bands of half-elf tieflings to scout the lost Eaelanni city of Mhiilamniir. Located three days' travel east from the Lost Peaks and two days' travel from the end of the Old Road, the temple city is currently houses a green dragon female named Chloracidara and her two hatchlings, who will resist any challenge to their continued tenancy.

Another possible location for House Dlardrageth's new base of operations is the ruins of Lothen of the Silver Spires. This Siluvaneden settlement was located at the southwesternmost point of the gold-elf realm, near the dwarven ruin now known as the Hall of Four Ghosts. Once home to Aeltagarr, the kindly seer and sorceress whose magic was said to rival that of the Magister, the site now overflows with antlered orcs who venerate Herne, an aspect of Malar.

### Allies and Enemies

Much of House Dlardrageth's information about the modern Realms was gleaned from a handful of adventurers captured in the ruins of Hellgate Keep. Most of the captives were agents of the Arcane Brotherhood, a group that might well serve the clan's ambitions. Sarya dispatched an emissary to Luskan in hopes of forming an alliance with the wizards of the Host Tower, intending in time to bend the Arcane Brotherhood to her will.

Kaanyr Vhok and the Scoured Legions of Hellgate Keep might as easily be enemies as allies, although for the time



being both the countess and the marquis are exploring the possibility of working together to further their common aims. The most likely flashpoint between the two groups is the disposition of the Vyshaan magical legacies still housed within the deepest catacombs of the Nameless Dungeon, although the point is moot until that storehouse of diabolical weapons is actually plundered. In addition, the orcish heritage of the tanarukka inspires nothing but disgust within House Dlardrageth—sentiment the tanarukka return.

The efforts of Turlang, the other treants, and the druids of the Tall Trees to expand the High Forest into the Upvale make them unwitting allies of House Dlardrageth in that their efforts increase the security of House Dlardrageth's base. Baron Ryvvik studies these wood lords with some interest, wondering if the treants might not be "improved" through a little crossbreeding with viper trees and other Abyssal flora.

The Mistmaster, along with his allies among the Harpers and the people of Luruar, attracted the attentions of the cambions of House Dlardrageth. He inadvertently freed the daemonfey from their ancient prison. In fact, the Mistmaster's isolated castle, the Citadel of the Mists, lies astride one of the five original Dlardragethan armories, making it a prime target for fey'ri raiders.

### Status Quo

Having only recently emerged from centuries of imprisonment, House Dlardrageth is just beginning to establish itself in the modern Realms. With fewer than three-score members and servitors, this group's first priority is to rapidly increase its numbers through extensive breeding programs and selective recruitment of disaffected gold elves. Evincing the centuries-long perspective of the Fair Folk, the Dlardrageth cambions, who have had millennia to plot their revenge, do not intend to reveal their existence, let alone their plans, to the world at large prematurely. For now, House Dlardrageth seeks to rebuild its holding in the northern and western reaches of the High Forest, establish alliances with groups such as the Arcane Brotherhood, create an extended network of informants throughout the North, and destabilize long-term rivals to their ambitions such as Luruar.

The group consciously remains on the sidelines of ongoing power struggles in the Realms, a sinister, lurking threat content to bide its time for now. However, it is possible that a band of adventurers might stumble across some evidence of House Dlardrageth's rebirth, igniting a feud between the secretive elves and their unwitting discoverers. In such a situation, the Dlardrageths relentlessly attempts to silence any such group that might reveal their existence, while those that do attempt to disclose the rebirth of Aryvandaar's legacies are likely to be met with skepticism.

## The Night Parade

Frightening in monstrous variety and ambition, the self-named Night Parade consists of a race of bizarre, otherworldly creatures that have established small colonies in cities across the Realms. Generally of chaotic evil alignment, these beings have no set racial form or standard powers, but all are clearly not mere humans or demihumans. A majority of Night Paraders can *shape change* at will in a fashion similar to doppelgangers, and those that cannot do not commonly emerge from hiding except when the chance of discovery is negligible. (In one case, a Night Parader with the ability to *hypnotize* an entire city with its music enabled its kin to operate openly without fear of discovery.)

Members of the Night Parade seek to colonize the Realms to escape their own world, and, having done so, wish to live in safety and security while ruling the humans and demihumans among whom they most commonly dwell. As Night Paraders cannot reproduce while in the Realms, they must abduct human and demihuman children and magically alter them. The process involves creating magical apparatus of great power, charged by bolts of lightning, and establishing a *gate* to the world from which they hail. Such ceremonies also enable more of their kin to escape to this world.

The Night Parade has adopted the mark of a purple eye of swirling energy with a black pupil, symbolic of the entropic creatures of nightmare by which they were born. Although many tales suggest wildly varying origins for this group, in truth the Night Paraders descended from a small enclave of Netherese wizards who emigrated from the Realms centuries ago to study the Demiplane of Nightmares. Their descendants, having lost much of the magic and knowledge that protected them from the surrounding environment, have been transformed by the magic energies of that nightmarish realm into an assortment of horribly twisted and misshapen yet unique creatures.

In the Year of the Serpent (1359 DR), Myrmeen Lhal (CG female human R13), the King's Lord of Arabel, and her Harper comrades unmasked the largest population of Night Paraders in the Realms. Of the six thousand or so members of the Night Parade that dwelt in Calimport at the time, less than one hundred survived the bloody "Nightcleansing" that ensued. A year later, in the Year of the Turret (1360 DR), a squad of Night Paraders infiltrated Arabel and attempted to open a *gate* through which hundreds of their kind could enter and overthrow the city's appointed lord. Although unsuccessful, their efforts demonstrated that the Night Parade was a threat to cities across the Realms, confirming the warnings of the King's Lord of Arabel.

Within the Realms, the Night Parade is divided into cells, each of which inhabits a single city. Night Paraders lair in nests and are led by one (or in rare cases two or more) individuals addressed as Lord or Lady. The size of an individual cell varies widely, from a few dozen to literally thousands of





members. Within Calimport, over a decade after the Night-cleansing no less than seventy-five Night Parade members survive, including The Naga and Master Khanar, who collectively share leadership responsibilities, as well as Lady Seryx yr Tarub and Nadim the Hound.

Although efforts to establish a base in Cormyr were foiled, the Night Parade is known to infest many other cities including Athkatla (162 members), Iriaebor (249 members), Keltar (37 members), Myratma (96 members), Nimpeth (29 members), Sheirtalar (1,462 members), Teshburl (22 members), Westgate (6 members), and Urmlaspyr (9 members). The Night Parade has little in the way of allies, although it might find favor with other groups with ties to the glories of Netheril, such as the legendary skulls of Skullport. For over a decade, Those Who Harp have actively sought to expose Night Paraders across the Realms, continuing the ongoing war between the two groups. Faced with mounting losses, the Night Parade has been forced to seek out Netherese ruins across Faerûn in the hopes of recovering powerful artifacts to use in their own defense.

Further details regarding the Night Parade are revealed in the novel entitled *The Night Parade*, as well as in the *Villains' Lorebook* (TSR #9552) and *Empires of the Shining Sea* (TSR #9561).

## The Unseen

The Unseen is a consortium of shapechangers, thieves, illusionists, and assassins that has been growing in strength and number in Waterdeep for over twenty years. Spoken of only in whispers when among trusted allies, the vast majority of the Waterdhavian populace remains blissfully unaware of the existence of this group within their city. Although the Lords of Waterdeep know of the threat posed by the Unseen, they are unaware that this group has ties to the Ulithautarch of Ch'Chitl, the illithid-ruled Kingdom Below.

The Unseen aims to supplant various powerful people within Waterdeep (by replacing them with doppelgangers and other shapechangers) and use their positions and influence to help themselves to power, money, and prestige. Targeted groups within the city include the guilds, the nobility, and even illicit groups such as the Xanathar Thieves' Guild. The Unseen steers clear of potential interference from adventurers and uses human pawns to accomplish its goals, so as to avoid being linked with any sort of crime. Shapechangers within the group never imitate anyone whose presence cannot be explained or corroborated. No agent of the Unseen maintains one identity for much longer than a tenday, since if folk are not always readily available, they are less likely to be missed when the Unseen are elsewhere.

The Unseen began as a *druuth*, as a band of doppelgangers led by illithids is known, and the group's mark, a faceless

human skull entwined in a swarm of tentacles, reflects its ties to Ch'Chitl. Such marks are typically engraved onto pendants, permitting members of the group to identify one another.

In the Year of the Bridle (1349 DR), Thalynsar, an ulitharid (noble illithid), tasked members of this group, who originally included both common doppelgangers and mirrorkin (greater doppelgangers), with infiltrating the City of Splendors and the surrounding region. The Ulithautarch employed the members of its *druuth* to gather information on behalf of the inhabitants of Ch'Chitl, working toward the day when the citizens of Waterdeep were enslaved as thralls of the Kingdom Below.

As is commonly the case with groups that operate in the shadows such as the Unseen, most of what is known about the group stems from their failures, not their successes. A foiled plot in the Year of Shadows (1358 DR) resulted in the death of Flaern Cragmere, a foolish young noble who fled to Undermountain with his low-born beloved. The death of the illithid city's elder brain in the Year of the Helm (1362 DR) forced Thalynsar to focus its efforts on preventing the dissolution of the Kingdom Below. The effort eventually led to the ulitharid's transformation into an ulitharilich (noble illithilich). The ulitharid's more pressing concerns effectively granted its doppelganger servitors a great deal of autonomy, and, within a few months, a greater doppelganger by the name of Hlaavin emerged as the leader of the errant *druuth*.

Under Hlaavin's stewardship, the Unseen purchased and began to operate the Hanging Lantern festhall in Waterdeep's Dock Ward, but, despite buying off the Watchful Order, the publication of Volo's Guide to Waterdeep exposed the group's activities therein. (Curiously, the crowds visiting the festhall have only increased in the intervening years.)

The Rat Hills Conflagration in the Year of the Shield (1367 DR) forced the Unseen to move its base wholly within the City of Splendors, whereupon its members killed and replaced thirty-seven people of varying degrees of influence within the course of a single year, including Lady Cera Phaulkon. (Before that fire, the doppelgangers habitually allowed themselves to be seen prowling the hills of garbage outside the city, a practice that convinced the Lords that the doppelgangers were carefully contained outside of Waterdeep instead of living amid the city's populace.)

An attempt to cripple Waterdeep's maritime commerce also failed, with the destruction of the pirate fleet of the "Black Admiral." An attempt to infiltrate the ranks the Arcane Brotherhood's newest crop of apprentices in the Year of the Banner (1368 DR) ended in failure, but Mask's Conscripts, a band of Luskan-based adventurers hired to root out the doppelgangers' base in Undermountain, were destroyed, giving the Unseen guises by which they can visit the City of Sails.

As presently constituted, the Unseen includes both greater and lesser doppelgangers, greater leucrotta, and



human agents. Within Waterdeep, the Unseen is believed to include nearly two dozen doppelgangers, of which a third or more are mirrorkin, a half-dozen greater leucrotta, and more than ten human agents who are aware of for whom they work.

The group is led by Hlaavin (NE greater doppelganger), whose identities include "The Black Admiral" (LE male human T9), the since-vanished mysterious leader of a rogue pirate fleet active in the Year of the Shield (1367 DR); Chievel (LN male human 0-level), the major-domo of the Kothont villa and right-hand-man of Lord Kothont; Lady Cyrtue (CE female human 0-level), owner of the Hanging Lantern festhall; Gaundos (CN male human III 8), a paranoid man with a penchant for changing faces; Vahje (NE male human M16), a former member of the Watchful Order still hunted by the City Watch; and Thad Ruchel (NE male human T7), leader of Mask's Conscripts.

Hlaavin's senior agents are the other mirrorkin.

Khnarek (NE greater doppelganger), whose identities comprise Terl Fadesmar (LN female human M6), a watch-wizard in Dock Ward; Ulik Frescem (LG male human F3), a guard member whose primary post is the City of the Dead; Captain Kullerras (CN male human F6), one of the missing captains who served the Black Admiral; Respen (NG male human P2 of Selûne); and Enris the Gray (NE male halfling T5), a member of Mask's Conscripts. Khnarek is a reluctant ally of Hlaavin that often acts on its own, as it did when forging an alliance with Priamon "Frostrune" Rakesk of the Twisted Rune.

Ptola (NE greater doppelganger), whose identities include Kamlann (N male human 0-level), a member of the Dungsweepers' Guild; Murklar (LG male human 0-level), a penitent hunchback and janitor at the Wyvern's Rest inn; Thurn Blackskull (LE male duergar F7/Psi7), a fence in the Broken Pipe tavern of Skullport; and Wendyll Thintoworth (CE male half-elf F4/T5), one of two half-elves in Mask's Conscripts (the other being Volmir Thintoworth (CN male half-elf M4/T5)). Ptola is primarily concerned with goings-on in Undermountain and the Port of Shadow.

The rank-and-file of the Unseen include Fhang (CE doppelganger); Gonehl (CE doppelganger, see below); Synyl (see write-up of Nylaersyn "the Changeling" Floshin of House Dlardrageth); Uhkra (NE greater leucrotta); Kkruq (NE greater leucrotta); Pharem Ellstric (CE male human III9); Kerrigan Ellstric (NE male human T11), chief assassin of the Unseen and brother of Pharem; Necrom Regescar (LE male halfling T8); and Tomas Siohcen (NE male human P3 of Cyric).

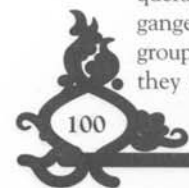
Outside of Waterdeep, the group's information network and mercenary arm is a shadowy group known as the Masquerade. Led by "Aquila Gerallin" (actually the doppelganger Gonehl), the one hundred or more members of this group specialize in infiltration, spying, and poisoning. As they are reasonably honorable and seem to have no dark,

hidden motives, few suspect that the Masquerade is actually an arm of the Unseen. Members have infiltrated many governments, recruiting high-level officials of Amn, Westgate, and Sembia, and several mercenary companies, such as Cullen Salgoud (CN male human F13) of the Order of the Blue Boar, in preparation for future jobs.

At present, the Unseen is active primarily in Waterdeep and the tunnels that lie beneath the City of Splendors, including Skullport and the rest of the great dungeon of Undermountain. The Unseen meets in secret rooms within the sewers, as well as other quiet settings in the city and the Dungeon of the Crypt (beneath the City of the Dead).

In time, Hlaavin plans to expand the group's power base until the Unseen controls key powers in Luskan, Mirabar, and Silvermoon. For now, the group's activities outside Waterdeep are primarily information gathering. The Unseen remains allied with the illithids of the Kingdom Below.

The Unseen has foes in the Lords of Waterdeep, the Red Sashes (a vigilante group based in the City of Splendors), the Arcane Brotherhood, a society of wizards based in Luskan, and the Kraken Society.





# The Thieves

*"Mankind has always been obsessed with property, going to war over gold, land, magic, or even the heart of a woman. These wars have cost thousands of lives and laid waste to miles of land. Smarter are those that acquire property without the use of open force—from the lowly street cutpurse to the master thief, these men and women succumb to its greedy call without resorting to bloodshed. While its practice is not murder, it remains an honorless profession, and they must hide themselves in the corners of the cities and the shadows of night."*

—Khollas Tandrymson of Myratma,  
excerpts from *Secrets Learnt at Dagger Point*  
(written in the Year of the Shadowtop (1314 DR))

**W**hile a city's guards may keep out enemy soldiers and trusted battle-wizards may protect against enemy sorcery, crime is a poison that eats at a civilization from within. Thieves associate with like-minded individuals, seeking shelter from the city watch with safety in numbers. Most thieves' guilds have only petty interests, claiming a few streets as their turf and fighting off rival guilds. It is the clever few, however, that seek to grow beyond their petty burglaries and control all sorts of crime in many locations. It is these groups that are the true threat, since while the forces of law can eradicate a minor guild, these criminal monstrosities can lose an entire chapter of their organization and survive to take control of that territory again, like lizards regrowing their tails, while the watch unknowingly looks elsewhere for another target.

To quote Laerel, "Chronicler, those who prey upon the innocent under the noses of the vigilante are as much a scourge as the men who would take what they want by force or traffic in secrets for personal gain. They force us to fight a war on several fronts, weakening our efforts and causing us to fear corruption even within our own ranks. Would that we could eliminate one foe at a time, our task would be accomplished much more quickly."

## Chronicler's Note

This chapter examines two organizations that have grown beyond the confines of their original city wards and have created empires of crime. The Shadowmasters of Telflamm show the dangers inherent in evil cults that support criminal activity, as its church-supported guild expands beyond the bounds of its home city to influence the traffic upon a major trade route to the East. The Shadow Thieves have taken that one step farther and are responsible for all organized crime in an entire nation, with one guild leader sitting on one of the seats in the ruling council.

## Shadow Thieves

A.K.A.

Group Mark:

"The Kiss of Steel in Darkness" (from a song by Fandar Alabon)

A black silk mask impaled upon a stiletto (usually left on an assassination victim); these objects are normally worked into the insignia of the smaller groups associated with the Shadow Thieves, but higher-level members of the organization avoid carrying the symbol unless they have a need to prove their identity (otherwise they risk revealing ties to the Shadow Thieves if they are searched); additionally, a severed foot left at the scene of a failed assassination means the Shadow Thieves were responsible for the attack—and the assassin has paid the price of failure.

Group Colors/Livery: There are no identifying colors used by the group.

The Shadow Thieves is a series of linked guilds that control many criminal operations along the Sword Coast, focusing on thieving, but







also practicing assassination and slaving. Originally the thieves' guild of Waterdeep, it was driven out by Lhestyn, the "Masked Lady" of that city (and mother of Khelben Arunsun), and has sworn vengeance on her family and the Lords of Waterdeep. It has since moved its main base of operations to Amn, from where it extends influence and agents to many parts of Faerûn.

### Goals

The primary goals of the Shadow Thieves are profit and power. These goals intertwine so tightly that they feed each other. By controlling and guiding the criminal elements in its cities, the Shadow Thieves maintains a phenomenal amount of political and financial power over the legal and illegal happenings in its territory. This control funnels money into its organization, allowing the group not only to pay off or kill rival criminals, but also to establish legitimate businesses to cover its illicit deeds, bribe the authorities, and leverage more control over its chosen guilds. In the cities the group controls, no organized crime goes on without its knowledge or tacit approval. The group has its hands in every illegal group (if it does not control them outright) and can influence legitimate businesses as well.

Beyond those twin pursuits, the Shadow Thieves still feels the sting of being expelled from Waterdeep and nearly ruined in the process. In the Year of the Pointed Bone (1298 DR), the surviving leader of the Shadow Thieves swore two oaths. The first was that they would never again be brought so low and disgraced in such a fashion; to this end they have been careful and meticulous in making sure that all parts of its organization are viable and that the loss of one part will not greatly affect the whole. The second oath was that they would avenge themselves on the city of Waterdeep and the Arunsun clan; to this end they have infiltrated the City of Splendor and have been training assassins to kill wizards.

**Leaders' Goals:** Rhinnom Dannihyr's eventual goal is to become the highest-ranked member of the ruling council of Amn, the Council of Six. He has life-extending magic at his disposal and is content to wait for the three senior members of the council to retire or die. However, if more than thirty years pass without any advancement, he may "push" them from his seat.

He plans to keep the business of the council separate from that of the Shadow Thieves until that time, and by then he will have decided about having the Shadow Thieves take over the council entirely. If so, his criminal group will be in charge of an entire nation and it may abandon much of secrecy about itself.

**Individual Goals:** Rheax Bormul has his eye on Rhinnom's position but is not yet confident that he could assassi-



nate his talented and clever leader; he will wait a few years to find a weakness to exploit. Orniiv Fandarfall wishes to expand his information network and has been working hard to get more contacts in Waterdeep. He also has become extremely suspicious recently (bordering on paranoid), sending more than one agent to investigate or communicate with a contact on the off chance that one of them may be concealing information from him.

**Objectives and Objections:** As the structure of the Shadow Thieves prevents a member from knowing the identities of anyone in the organization other than his own superior and immediate underlings, it is quite possible for different levels of the organization to work at cross-purposes, as the plans of each level are unknown to others. However, the power available to the various agents is proportional to their ranks, and so minor members have little chance of greatly interfering with the plans of a more influential agent, even if directly in conflict. Should an agent discover the identity and plans of a superior (whether or not they are contradictory to his own goals), that agent is often promoted to a position where he can interact with that superior, as a reward for his investigative skills. (In the cases where the discovery was made due to a grievous error by the superior, normal procedure is to leave the agent in place and punish the careless superior.)

### History and Motivation

Five charismatic thieves and assassins founded the Shadow Thieves in the Year of the Raging Flame (1255 DR). It existed as little more than a standard guild of thieves and assassins for almost forty years, with power divided along the family lines of the founders and their allies. In the Year of the Pointed Bone (1298 DR), the "Masked Lady" of Waterdeep, Lhestyn Arunsun, and her allies infiltrated the guild and succeeded in killing four of the five founders.

The surviving founder (an assassin named Carzakh "Deepshadow" Halandir) and the remaining Shadow Thieves escaped the city and went into hiding. Carzakh swore the now-famous two oaths and set about rebuilding his organization in the lands to the south of Waterdeep. To better protect its members, he reorganized the guild into a hierarchical structure much like that of his enemies, the Lords of Waterdeep, so that it would be more difficult to discover and eliminate those in power.

Carzakh believed that the Shadow Thieves as it had been was too reliant on thieves and assassins and were therefore vulnerable to magical manipulation and infiltration. He promoted an assassin whom he trusted and another with some wizard training to the highest level within the guild; these leaders (known as the Three) began recruiting wizards, priests, and others with counterintelligence skills into the guild. The magical abilities of these recruits allowed the Shadow Thieves to acquire information and manipulate contacts, accelerating its domination of the criminal scene.

By the Year of the Trumpet (1301 DR), the Shadow Thieves was so powerful and influential that the Amnian government was forced to acknowledge its presence and power.


In the Year of the Evening Sun (1303 DR), the Shadow Thieves began converting a building in Athkatla into a training complex that would eventually be known as the Assassins' Run. This same year also saw the establishment of the Shadow House, a building that served as the main base for the organization. While the Three remained, the ranks of the Shadow Thieves began to change as priests (mainly of Mask) and wizards advanced into positions of power, despite a growing membership of low-level thieves and assassins. One of these was Rhinnom Dannihyr, a thief (and former wizard) who had been with the Shadow Thieves from the beginning. Over that time, he had developed a reputation as a spy, and achieved the rank of Master Spy by the Year of the Fist (1311 DR).

By the Year of Chains (1321 DR), the Shadow Thieves had taken control of much of the criminal activity within Amn and had spread to some of the nearby cities. By the Year of the Gate (1341 DR), the group had its hands in half of the organized crime in the Sword Coast from the High Moor to Athkatla. When the Ten Black Days of Eleint heralded the fall of order in Tethyr, the Shadow Thieves infiltrated that realm and established bases in Ithmong (called Darromar today), Myratma, and Zazesspur. Between those cities and the Shadow House, the Shadow Thieves influenced the other cities in Amn.

However, the tradition-bound criminals of Calimshan made progress there difficult, although the advances made were not inconsequential. During this expansion, the upper echelons of the Shadow Thieves rearranged themselves, increasing the number of leaders, forming the Shade Council, overseen by the Grandmaster of Shadows. As with the Three, all of the members of the first Shade Council were assassins, and Bhaal-worshippers as well.

The Time of Troubles ended the reign of the assassins in the Shadow Thieves when Bhaal absorbed the life-forces of his assassin-worshippers to strengthen himself during the Godswar. This action killed Deepshadow and the entire Shade Council. Those who remained struggled to come to terms with the loss of the group's leaders; sweeping changes ensued as members of all sorts were promoted to fill positions and stabilize the organization. One such person was Rhinnom Dannihyr, who left his role as Guildmaster of Spies in Athkatla and seized the title of Grandmaster of Shadows; his skill at killing, blackmail, and magic allowed him to fend off any murder attempts. Rhinnom changed the structure of the guild yet again, forming the hierarchy that stands to this day.

The Time of Troubles also shattered the weak hold that the Shadow Thieves had on the Calishite underworld. With the loss of so many assassins, a power vacuum formed in Calimshan; this eventually led to the Darkstalker Wars, which eventually gave control of Calimshan's illegal activities to a



few noble houses. With the actions that Syl-Pasha Ralan el Pesarkhal took to consolidate this power in his own hands, the Shadow Thieves was nearly shut out of Calimshan. Today the guild has nowhere near the strength they once had there, the group's southern border effectively being Myratma.

Despite this setback, the Shadow Thieves has rebuilt its power in the past decade and is now more powerful than ever, largely due to the expert guidance of Rhinnom Dannihyr. Adding an extra layer of secrecy and privacy to the guild, Rhinnom quietly removed the seat of power from the Shadow House to an undisclosed location; the Shadow House is now the guildhouse for only one part of the organization. Should the Shadow House be discovered and raided, the masters shall remain safe.

The Shadow Thieves values wealth and power. Persons without either are expendable and used only as tools to garner more wealth and power for their superiors in the group. This attitude is reflected in its treatment of people outside of the guild. Should members of this group come across an upstart or renegade guild, they observe it for a while to see if it has anything useful. If this new group has value, the Shadow Thieves bring it into the fold, through persuasion, threats, or the assassination of those who would resist such a union. If the new group is weak, poor, or incompetent, the Shadow Thieves normally drive it from the area or kill it outright, rebuilding the former group's operations with its own employees.

This attitude also appears in the group's perspective on taking prisoners; to be worthy of capture, a person must have power (magical, political, or otherwise) or wealth (or the potential for wealth, such as a rich relative or friend willing to pay a ransom). Those who meet this criteria are captured if the situation warrants it (normally being hidden in the home of someone who owes the Shadow Thieves a favor). Those who do not warrant it are left unconscious or dead, depending upon which would be more helpful to the guild in the end. Thus, the Shadow Thieves would likely hold an adventuring group known to have wealthy or influential friends for ransom if captured rather than simply killing them. In addition, in circumstances of kidnapping, the victims normally are transferred to a different group of captors while unconscious. These new captors keep their identities secret and reveal only that the victim is held for ransom by the Shadow Thieves. Those held for ransom are usually first detained by the guild of racketeers, which has experience in getting people to do things with threats of harm.

### **Organization**

The Shadow Thieves is a carefully organized group that uses its structure to protect its members; a member of the guild only knows a single superior and anyone who reports to him. Each member also knows only a handful of people of the same rank (as certain people work together repeatedly). Should one of the group be captured, the damage to the

organization is minimized, since anyone known to the prisoner soon hides away or changes identities. Many members of the Shadow Thieves maintain two or more identities for just such an event.

At the head of the Shadow Thieves is the Grandmaster of Shadows. He leads the Shade Council, a group of six agents called Shades, who divide the Shadow Thieves' territory into regions. Each Shade acts as guildmaster for that region of Amn; two additional Shades handle foreign activities and intelligence, one dealing with the Heartlands and centered in Saerloon, the other dealing with the Sword Coast beyond Amn and centered in Baldur's Gate.

Each Shade has at least two Cloakmasters; one for each city with a population of 10,000 or more (with large cities having several Cloakmasters assigned to them) and one for the rural areas and towns around each of those cities. Some cities where foreigners gather to trade have another Cloakmaster who coordinates the passing of information between the foreigners and the Shadow Thieves.

Each Cloakmaster commands ten Guildmasters, each focused on a different activity: assassins; beggars; bounty hunters; burglars; con artists and tricksters; cutpurses and pickpockets; enforcers and thugs; racketeers; scouts and spies; and fences, smugglers, and pirates. This title often fools local law-enforcement authorities into thinking their work is done after catching a "guildmaster," when these individuals are actually of only moderate rank. The higher tiers of the Shadow Thieves call these guildmasters Silhouettes when alone. The Silhouettes run their groups as they see fit as long as they uphold the power structure of the Shadow Thieves. Most of the regular members of the Shadow Thieves are still thieves or assassins (seventy percent), although the number of Shadow Thieves that wield some sort of magic has increased to twenty percent.

In addition to actual members, the Silhouettes may organize or hire external groups or guilds on a contractual or permanent basis, including talented individuals, such as Morfork Waliss (see "Allies/Enemies" below) and gangs or guilds like the Bilge Rats of Murann (a gang of petty thieves and bruisers).

If a ranking member of the Shadow Thieves is killed or otherwise removed from power (including retirement), all members of the same rank choose candidates from the lower tiers and vote on a successor. While the Grandmaster or another superior can influence the voting, the decision remains that of the voters. Should the guild need a new Grandmaster, the Shades choose one of their number by a majority vote (they are not allowed to vote for themselves), and new Grandmaster chooses a replacement for the open Shade seat.

### **Chain of Command**

#### **The Shade Council**

- Rhinnom Dannihyr (CE male human M4/T20): The Grandmaster of Shadows is not only the leader of the





Shadow Thieves but also the Itarch of Amn, the fourth-ranked member of the Council of Six that rules that nation. The council fears the Shadow Thieves and Rhinnom knows it; he keeps his knowledge and identity separate, only revealing basic intelligence to the council and keeping his governmental position a secret to the rest of the Shadow Thieves.

Rhinnom is a muscular young man who appears much like a dashing hero (thanks to magic), but is actually over a century old and incredibly evil. While he bides his time for senior members of the Council of Six to leave power, he has begun manipulating some families in Eshpurta as a way of weakening the family of Namarch Qa Jysstev. Namarch's family resides there and is well ranked because of honor-debts from other families. The Grandmaster hopes to further discredit the Jysstev name and drive the Namarch from Amn in shame.

- Rheax Bormul (CE male human T13): The Shade of the Alandor Sect (controlling Athkatla, Crimmor, Purskul, Keczulla, Amnwater, and northern Amn) is a lesser son of the Bormul clan. Expecting little or no inheritance, he trained as an assassin and now has more power than he ever would have if he were head of his family. Rheax is ambitious and not afraid to use magic (from wizard or priest allies) to help him accomplish his goals. He hopes to supplant the current Grandmaster some day, but believes he can wait a few years to find a weakness (or allow the cocky master thief to make some mistake).
- Suldax Tampcoinc (CE male human T8): The Shade of the Caravan Sect (Riatavin, the Tethyrian Highlands, and Erlkazar) was once a mere thief and moneylender in the employ of the Shadow Thieves. He soon proved his talents to his superior, and he has the unique distinction of having been the guildmaster of racketeers before becoming the guildmaster of con artists and tricksters (no other person has had two different guildmaster positions). He has an uncanny sense of weight and balance, and can estimate the weight (or value, if pure) of precious metals within five percent without having to make an Appraising check. This sense also allows him to throw his specially made daggers in any direction with incredible accuracy (+4 bonus on attack rolls), even behind him or in darkness.
- Orniiv "The Eclipse" Fandarfall (CE male human P11 of Mask): The Shade of Saerloon (foreign intelligence and contacts in the Heartlands) got his nickname for the tattoo of a partial eclipse on his cheek. With an ice-cold demeanor, he has been expanding his network of agents in the Heartlands, partly to aid the cause of attacking the Lords of Waterdeep, but also because he suspects double agents at work. This fear often prompts him to covertly increase the number of agents assigned to a task in the hope of noting any conflicting information.
- Otelo "the Fat" Resson (NE male human T11): The

Shade of the Wine Sect (Myratma, Darromar, and south and central Tethyr) is an incredibly large man who wears foppish clothes and is publicly known as a trader in exotic goods. His weight problem is a curse he acquired from a strange item one of his employees brought him ten years ago. The item resembles and functions as a *ring of protection +3*, and it keeps showing up among his possessions despite all attempts to get rid of it (including *remove curse* spells). Despite the curse, he is a skilled businessman and leader who used to be an expert thief before the changes to his body made such work impossible.

- Kerindra Lynnrenno (NE female human F4/M9; Str 15, Con 16): The Shade of Baldur's Gate (foreign intelligence and contacts for the Sword Coast) is a nondescript but strong woman with a reputation as a former sellsword. She now runs a small but popular festhall in Baldur's Gate. Visitors (presumably old mercenary or adventuring companions) can be seen approaching her house at all hours of the day and night. While some of these are old friends, many more are agents of the Shadow Thieves. Between these contacts and what her employees hear, she knows most of what goes on in the surrounding territories.

The three remaining Shades—Frontier Sect (Esmeltaran, Eshpurta, Hillforts, and central and eastern Amn), Seas' Sect (Imnescar, Murann, Trademeet, Velen, the Dragon's Neck Peninsula, southwestern Amn, the Tethyr peninsula), and the Sword Sect (Zazesspur, Port Kir, Mosstone, and Wealdath) are not detailed. DMs can create them themselves or use likely NPC villains they've already introduced.

### Cloakmasters

- Avimmuck Wanderfoot (LE male halfling T11): The Cloakmaster of the Caravan Sect has a small home in Riatavin. He is very outgoing and pleasant to talk to, although he often appears distracted. Most people consider him to be a trader and scout, but he is actually a ruthless assassin. He owns a pair of magic boots that combine the powers of *boots of speed* and *boots of elvenkind*. He frequently spies on or drops in on meetings of his guildmasters just to make sure they are not double-crossing him.
- Kiirma Blackmane (LE female half-elf M12/T13): The Cloakmaster of Riatavin appears as nothing more than a rich widow who owns several boarding houses, taverns, and festhalls in Riatavin. No one suspects her of being a wizard, partly because she wears a *ring of translocation*, which causes all of her spells to originate from a point of her choice within 30 feet from her. All of her guildmasters are loyal to death save one (see Reks Tihler below). Kiirma also belongs to the Tel'Teukiira, as detailed in Chapter 3.
- Peldar Armsmith (CE male human F11; Str 17, Con 15): The Cloakmaster of Karlaggar (Zazesspur) is the "baron"



of the Low City and a prominent arms and armor merchant. His body is huge, with muscles grown from his work as a blacksmith: His build and his evil temper feed his reputation. Peldar is one of eight Cloakmasters in urban Zazesspur (one for each district), and he works tolerably well with the others as long as they respect his territory and political influence.

- Dinnom Baraizal (NE male human T8): The Cloakmaster of Athkatla's Bridge district is merely competent as an assassin, but he is an excellent planner and administrator. He has sworn a blood oath to his Shade, and should Rheax ever feel that Dinnom has betrayed him, the Shade can cause Dinnom to be wracked by nightmares (as the reverse of the *dream* spell), causing 1d10 points of damage per day until the Cloakmaster proves his loyalty. Dinnom has no plans to betray his superior, however, since it was Rheax who appointed him to this position only two years ago. Athkatla has nine other Cloakmasters, all of whom are careful to respect the Shade of the Alandor Sect. He and the Shade Council are nearby and easily able to find replacements for rebellious or incompetent underlings.
- Fansa Windblossom (CE female half-elf M11): The Cloakmaster of Eshpurta's south side is easily recognizable by her fire-scarred face (the result of a battle with a mad efreeti). She uses illusions to disguise her appearance when she wishes to conceal her wizardly activities from

the magic-hating residents of the city. Abandoned by her elven mother, she was raised by a married pair of rangers. She slew them and took their belongings when she tired of their preachings. She sold their magic items to get herself into a wizard school. She expects her employees to be as self-reliant as she is, and she rarely assigns a task to groups larger than three. She shares control of Eshpurta with three other Cloakmasters, but speaks with them only at need.

- Bichan "Fang" Rarkat (LE male half-orc F7/T7): The Cloakmaster of Esmeltaran began his career as a thug for the Shadow Thieves after his parents were killed in an accident when he was ten. Fang showed a talent for more than just busting heads and eventually became guildmaster of enforcers and thugs in the western half of Esmeltaran. When his boss was killed by a freak accident with a rope in a festhall, Fang was promoted to Cloakmaster. The half-orc never forgets his humble origins and dresses in simple clothes; one could easily mistake him as any half-orc if it were not for his bearing of authority. He gets along well with the other Cloakmaster in his city and keeps very tight control over his operations.
- Chog the Yellow (CE male human T5): The Cloakmaster of Keculla is on the way out of the group. He mismanaged his half of the city to such an extent that it is only a matter of time before the Shade Council has him eliminated and replaced. Having put himself into such a situation, the



former guildmaster of fences is desperate to prove his competence and is considering many wild schemes to either discredit Keczulla's other Cloakmaster or "rescue" the city from a disaster that he secretly initiates.

- **Tren Saykatt** (CE female human T8/P4 of Umberlee): The Cloakmaster of Murann abandoned the priesthood of Umberlee when she found she could make more money without such an indiscriminately violent boss. This rebellion caused the Bitch Queen to *curse* her; Tren must immerse herself in salt water at least once every twenty-four hours or lose one point from all six of her ability scores, (lost points are fully recovered once immersion occurs). She normally has a bathtub filled with seawater prepared for this purpose; she lives on the eastern side of town and fears that should she stay too long in the sea itself, her former patron will claim her. Tren embraces the Shadow Thieves completely, knowing that if it were not for them she might have already been killed (probably at the hands of angry sailors when her fickle mistress chose to pull a supposedly protected vessel to the bottom of the sea). She has no interest in the other three districts of Murann or the Cloakmasters who control them. Tren keeps her underlings in hiding these days, due to the siege of the city.
- **Marune** (CE male human M23): The Cloakmaster of the Dessarin region was once a chief agent of the Shadow Thieves when they were still based in Waterdeep. Now he reports to Kerindra Lynnrenno and prefers to work alone, using magic to extend his life, spy on the town, and coerce others to help him work against the Lords of the City of Splendor. He is one of the oldest members of the Shadow Thieves and accepts whatever changes occur with a shrug, as long as the organization endures in some form. He creates many magic items for the Shadow Thieves, primarily weapons against wizards and items that give resistance to magic or enhance stealth. (He has built safeguards into them that render them useless should they ever be used against him.)
- **Lord Mahmud Biinazol** (NE male human 0-level): The Cloakmaster of Myratma is a minor noble of Tethyr and is not suspected of any criminal activity. He and the other three Cloakmasters of Myratma work together to coordinate crime in the city, and they do this so well that the law only suspects one of them of illegal activity. Although he has no interest in any of the dirty work, Mahmud has a brilliant mind and a talent for acting. In his guise as "Halfan," he coordinated a small group of thugs into a profitable racketeering operation, earning himself first the role of guildmaster of racketeers and now his current position. He has an irrational fervor for the game of chess.
- **Chaks** (LE male human F9; *rope of entanglement, vorpal short sword*): The Cloakmaster of Zazesspur is a former slave who escaped from Calimshan when he was a

teenager. He gained prestige as a bounty hunter, but never hunted down escaped slaves. He would have been made guildmaster of bounty hunters by the Shade of the Sword sect if a Cloakmaster position had not been open. Chaks was rewarded for an old service to the Shade by being given the Cloakmaster job.


Publicly, he runs a small school for fighters in Karlagger (the mercenary's quarter of Zazesspur). Some of the students at the Assassins' School of Stealth (Zazesspur's equivalent of the Assassins' Run) are sent to his school (under different identities). He is not above hunting down and killing another local Cloakmaster who interferes with him (after first protesting to his Shade, of course).

- **Tenosh** (NE female tiefling T12; *ring of human influence*): The Cloakmaster of Baldur's Gate is a cruel-looking woman with tightly braided black hair that moves of its own volition when she is angered. Her *ring of human influence* allows her to be perceived as friendly by all her contacts in the city, and she always listens for the latest news. The full extent of her tiefling powers are unknown, but it is rumored (by those few who know of her ancestry) that the flesh on her belly is scaled, she can generate cold from her right hand, she can climb sheer surfaces like an insect, and she never sleeps. What is known is that she keeps odd hours and rebuffs all romantic offers. Her superior has called on her more than once to assassinate a key individual passing through the city—including one rogue agent.

### Rank and File

- **Harlesk Knowin** (NE male half-elf P11 of Talona): The Silhouette of Assassins (Caravan Sect) practices disguises and different voices. His work takes him through the eastern cities, where he is known by more than a score of identities (some of which are enemies of each other, according to the tales he spreads). None of the guises have any links to crime or to his priestly calling, and his use of poison in his work helps ensure that those who discover his true purpose cannot tell anyone. It is even possible that one of his false identities has achieved status in an entirely different part of the Shadow Thieves.
- **Rekx Tihler** (CE male human T15): The Silhouette of Bounty Hunters (Riatavin) plans to kill Lord Zelphar Thann of Tethyr as a way of increasing his standing within the organization. His Cloakmaster, Kiirma Blackmane, has warned him several times that he should not attempt this outside of a situation where the Lord's death could be explained as something other than an assassination, or that Rekx will be killed; such a high-profile assassination would attract too much attention. Rekx continues to plan despite these warnings, and Kiirma is considering having one of his feet removed to slow him down. When he is





under control again, she could arrange to have his foot *regenerated*. Rehx is a sly-looking man with an unruly mane of black hair.

- Sheffol (NE male human T5): The Silhouette of Fences, Smugglers, and Pirates (Sea's Sect) has collected favors from all sorts of people. If need be, he can call in any of these favors, usually for the purpose of having them hold or transport some contraband items. He likes using nobles and popular figures for this purpose. Their reputation is at stake should they be discovered, so they are particularly cautious. He protects his own identity by working through intermediaries when he needs to contact these people. He lives in Murann and has normal dealings with "full-time" practitioners of his guild's work. He is a very happy and very wealthy man doing what he loves, and every few years he spends or gives away most of his wealth just for the opportunity of building it up again. Such generosity has earned him the favor of the poor and many temples in Murann. He also uses his money to assist any important friends who have money troubles, establishing another debt he can call on in the course of his work.
- Renal "The Bloodscalp" (LE male human T16): The Silhouette of Burglars (Athkatla) still enjoys the opportunity to break into a building now and then, and sometimes assigns himself (disguised) to a team working on a project. In addition to his skill at breaking and entering, he is a master killer and has proven repeatedly his ability to direct lone assassins or teams. He collects knives from old empires and far-off lands. He has a strong dislike of spiders. His nickname stems from a grisly habit of scalping his assassinated targets, although he leaves the scalps at the scene.
- Oryal Forestal (LE male half-elf M8/T10): The Silhouette of Spies (Athkatla) joined the Shadow Thieves at the same time as did "Bloodscalp," and the two have been friends and partners for years. Oryal makes note of what his friends and foes say, mentally filing and sorting everything he hears to retain the smallest bit of relevant information. Other than his superiors, he and the Bloodscalp have killed everyone who discovered his powers as a wizard; coupled with his contacts, his magic makes him very effective as a spymaster. He has taken a fancy to an employee of the Silverale Hall (a festhall, inn, and tavern in Athkatla), both for her appearance and for the conversations she overhears.
- Kueh-Ku (CE female half-elf F5/T6): A vicious and evil assassin, she kills anyone for a price and requires no justification beyond her payment. Barely visible in the center of her left palm is a half-inch square facet of a black gem that is buried in her flesh. She picked up the gem from one of her victims and it burrowed its way into her hand. Ever since, the gem has absorbed any magic cast at her and prevented her from using any magic items (visible magic cast at her alters noticeably before being drawn

into the gem like smoke through a flue). For a time she sought to have it removed, but now finds it incredible handy, despite not being able to use any magical aids in her work. It is not known if the gem works like some types of *ioun stone* and eventually will burn out, or it is a permanent effect.) The guild considers her a premier agent in its plans against the Lords of Waterdeep.

- Chechu al Khish (NE male dao; *hat of disguise*): Looking like a scrawny man from Calimshan (speaking and dressing as if from that region), he is actually an exiled dao living in Westgate. Chechu's father was a dao *ataman* displaced by a rival; rather than be slain, the young genie accepted exile to the Prime Material Plane. Understanding the fearful reaction that elementals elicit in Calimshan, he moved northward in the guise of a wizard and was discovered by members of the Shadow Thieves, who talked him into taking a job as a spy.

Chechu appears to be an earth elemental wizard, using his dao powers to assist various construction and rescue efforts, although his powers are more limited than that of a fully grown member of his race. He can use any of the dao spell-like abilities (except *limited wish*), but only can use his powers up to four times per day in total, as a 9th-level spellcaster. Chechu wishes to collect magic items that can help him overthrow his father's rival. His alignment is much more neutral in outlook than others of his kind, but still generally evil.

- Doxon (NE male human T8): A very intelligent, attractive, and charismatic red-haired man, he is also a remarkably talented assassin. He is known to disappear for months at a time on strange missions and may have access to *teleportation* magic or *gates*, although why he does not share this with the rest of the Shadow Thieves is unknown. When he is in town, he visits festhalls and social gatherings where he can woo beautiful women, although he shuns all but those of fair complexion.
- Alek Lenter (NE male human M9; Int 16): A Waterdhavian fence, he was approached by the Xanathar's Thieves' Guild a few years ago to act as a liaison for its operations in Skullport. Alek agreed, and has become considerably more wealthy, not only from his fencing business but also by feeding information about the Xanathar to his friends in the Shadow Thieves, which resent the Guild's incursions into its town. Alek hopes to continue this arrangement for as long as possible, hoping to betray the Xanathar's Guild in order to gain more influence for the Shadow Thieves in Waterdeep. If he is lucky, no one in the Xanathar's Guild will find out about his duplicity; otherwise, he will very quickly end up dead or on the run. Alek has a *dagger of venom*, which he keeps concealed in his sleeve.

### Raw Recruits

- Hukdon (CN male human F2; *gauntlets of ogre power*): While he works for the guild of enforcers and thugs in



Athkatla, it is not known how he acquired his magic gauntlets. The puny-looking young man is usually underestimated as a threat until it is too late. As such, his boss normally brings him along only when a "client" is due for a lesson in pain, not when mere intimidation is needed. Hukdon is ill-mannered, with greasy hair and prominent front teeth, but considers himself funny and likeable.

- Neerg (LN male human M5): A shriveled man who appears much older than his true age, he specializes in divinations and countermagic while he works for the assassins and burglars of Esmeltaran. He is most famous among the Shadow Thieves for creating a long-lasting variant of the *knock* spell that is cast on a person and lasts 1 turn per level or until one door per level of the caster has been opened with the spell. Neerg is frustrated easily with those who are condescending to him and those who cannot understand his instructions.
- Greywolf (CN male half-elf F4; *longbow* +1): A fallen ranger, he succumbed to greed and selfishness. He was recruited by the Sword Sect to work with the bounty hunters out of Trademeet who sometimes need to follow their prey through the Wealdath forest, as well as the spies who watch the inner circles of the druids. He is bitter, distrustful of wizards, and speaks little unless he has had too much feywine.
- Rewcol (LE male human M4; *bracers* AC 4): A tall man, Rewcol tends toward misanthropy. He believes that people are pathetic sheep and deserve (and need) to be controlled for their own protection. He's the sort of person to do it. As such, he works for the Shadow Thieves in Eshpurta as an enforcer, using charms and pain-inducing magic to make his boss's displeasure known.
- Wykarr (NE male human T1): A long-haired man who wears spectacles, he has a keen eye for detail and works as a fence and appraiser in Port Kir. He is pleasant but does not tolerate rudeness. More than once he has thrown a greedy thief or adventurer (much the same, in his mind) out the door of the tinsmith shop he uses as a front for his fencing operation. The floor above the store is a gambling hangout for the Shadow Thieves, and any trouble downstairs usually brings 1d6 reinforcements (fighters and thieves of level 1d4 each) to help him.
- Meera (CE female human P3 of Cyric; Cha 15): A lovely woman with long red hair and piercing blue eyes, she worships Cyric's nonviolent aspects, using her magic and looks to gather information for the spies guild in Velen. While she easily could become an assassin, her dislike of violence makes her an unlikely candidate. But she is not above setting someone up for an ambush by her fellow Shadow Thieves.
- Bevemar "The Silencer" (LE female human P3 of Xvim): Employed by both the assassins and enforcers guilds in northern Amn, she sometimes travels as far as Baldur's

Gate. Bevemar is a burly woman with close-cropped hair. She tolerates no backtalk from those who work with or under her; she earned her nickname from her fondness for cutting out the tongues of debtors of the Shadow Thieves.

## Methods and Activities

The Shadow Thieves operates quietly and does not attract attention. Even in places like Amn where nearly everyone knows they exist, the members cover themselves in layers of secrecy so as to remain undetected. No actual member of the group proclaims his allegiance publicly (although they sometimes set up a dupe or two to make such a claim and draw attention away from the group) unless they have lost all sense. Should a member make such a mistake, he is assassinated before the local authorities can interrogate him about other members of the guild.

The largest group within this organization are the unclassed and low-level agents, most of whom have no idea that they work for the Shadow Thieves at all. They may have a boss or a small guild to which they report and pay a part of their profits, but the vast majority of the beggars, burglars, con artists, thugs, fences, and other criminals in the organization remain focused on their petty operations. These groups either exploit peoples' weaknesses or use them as targets, and their methods vary from region to region (although guidelines and advice are handed down from the upper levels to provide direction and avoid errors).

The Shadow Thieves assumes control by working its way into the daily lives of normal people, begging for money, spying on rivals, and arranging friendly games of cards. Once its members have been accepted in these roles, they begin to raise the stakes, arrange for goods to be stolen from a shop, circulate rumors supposedly from rivals, and increase the money wagered during gambling. Eventually, people come to rely on them for protection of their storefronts (without realizing that it's a scam), to plant evidence on rivals (or target them with beatings or even an assassination attempt), for loans to cover gambling debts, and in other ways to relieve them of money, establish debts, or cause corruption. Most people in a town are under the influence of the Shadow Thieves to some extent, although few ever realize that their friends are part of a concerted effort of organized crime.

The group also pays close attention to the politics of a region, in both the arenas of government and trade. The interactions and intrigues of these sorts of conflicts demand spies and burglars—both to ferret out information and to plant false evidence. Over time, tempers flare, and members of the Shadow Thieves are on hand to provide assassins to eliminate rivals or bounty hunters to track down fleeing foes.

Any civilized locale that relies heavily on trade is an opportune target for the smugglers and pirates of the Shadow Thieves. They use agents to help or hinder trade as appropriate, doing what it takes to leverage themselves the most power. They have been known to smuggle needed goods to



cities under martial law and to use piracy to interfere with legitimate trade in times of peace. Quite often, some of its smuggling groups are hailed as heroes for providing essential aid in a time of need, an irony not lost on the leaders of the guild when members later infiltrate other areas of the city.

The Shadow Thieves has been in operation for over a century and is expert at what it does. While the lowest level of the group may make stupid mistakes and may be eliminated by the law, the intermediate directors simply assign other members to take over the failed operations with advice on how not to repeat their predecessors' mistakes. The Shadow Thieves knows how to acquire and hold power, and retaining its powerful position is one of its greatest goals. Its leaders are more than willing to sacrifice individual agents or even an entire local guild if it protects the rest of the organization or allows them to leverage more power at some other time.

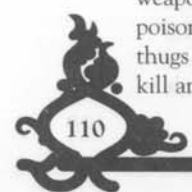
### Shadow Thief Abilities

The abilities of members depends upon their division. Most of its warriors end up in the bounty hunters, enforcers and thugs, or smuggler and pirate guilds. The bounty hunters tend to emulate rangers; nearly all of them have the Tracking non-weapon proficiency, and many learn how to use debilitating poisons to make it easier to catch its prey. The enforcers and thugs usually carry weapons that are more likely to hurt than kill and have proficiencies like Blind-fighting and Rope Use;

they favor leather armor or sometimes a chainmail shirt that can be hidden under normal clothing. The smugglers usually dress like merchants but practice with small weapons (such as daggers) on the off chance their cargo is discovered and they must attack; they usually have the Appraising, Forgery, or the Disguise skills. The pirates dress as expected and have skills appropriate to their craft.

The thieves in the organization focus on only a few skills. Members of the assassin's guild favor Open Locks, Move Silently, and Hide in Shadows, with Blind-fighting and Disguise being common proficiencies. (Note that if you use one of the assassin kits presented in AD&D game, the Shadow Thieves described as assassins should be developed with one of those kits.) The burglars specialize in Open Locks, Move Silently, and Climb Walls. The cutpurses and pickpockets rely on Pick Pockets and Hide in Shadows. The spies are the most like the bounty hunters, learning methods to track and watch their targets, usually learning valuable skills such as Lip Reading to facilitate this work.

Wizards and priests are harder to categorize, since they can exist in almost any part of the organization. Most rely on spells and items that enhance stealth (such as *alter self*, *invisibility*, *invisibility to animals*, and *sanctuary*), persuasion (*charm person*, *command*, *enthrall*, and *friends*), or reveal information (*augury*, *clairvoyance*, *ESP*, and *speak with dead*). Few spellcasters focus on flashy or destructive magic, though those that do are quite ruthless.







## Resources

Any member of the Shadow Thieves expecting to use his thief skills carries a specialized kit of thieves' tools appropriate to his job and personal taste. Many also carry smaller pieces of equipment concealed on their person, just in case they are captured or are called upon in an emergency. Few members wear armor unless they expect a confrontation, since they are more effective if unencumbered and draw less attention within the city (as a person dressed in dark clothing and leather armor is most likely a thief).

Those doing especially important work or taking action against a wizard may use a magic item or two on loan from the group that conceals or resists magic. Mid- and high-level agents also have personal magic items, although most prefer items without a large area of effect or those that do not cause structural damage.

An assassin carries a black mask and a stiletto to identify the target as a victim of the Shadow Thieves; this is in addition to any other weapons or face-obscuring clothing the assassin may use. Like thieves, they rarely wear armor unless they are sure to get in a fight (and most assassins plan their missions to avoid confrontation).

## Areas of Operation

The Shadow Thieves is the largest thieves' guild in all of Faerûn. The group has a stranglehold on all criminal activity in Amn and nearly as much influence in Tethyr. Although the heads of the organization have been driven out of Waterdeep, they have been infiltrating it with agents and contacts, and now the areas around the City of Splendor is also a haven for the Shadow Thieves.

Most of the Shadow Thieves work in urban areas, although now that they are in charge of the crime in the cities, they have begun to focus attention toward the outlying towns, villages, and farmsteads of each region. As new faces stand out in smaller population centers, Shadow Thieves agents are moving in with false identities as merchants, tradesmen, and innkeepers, or making frequent trips through town as local bards and entertainers. This latter group has encouraged a number of evil-aligned bards to join the group.

Local agents control each area; they take direction from their superiors, but the Shades generally take a hands-off approach toward their underlings except for general commands or if an emergency warrants their attention. Each region's operations tend to be independent, and any pursuit by the Shadow Thieves from one region to another usually involves local agents alerted to the heroes' presence rather than outsiders giving chase.

**Central Power Base:** The supposed nerve center of the Shadow Thieves is the Shadow House in Athkatla. However, it has not been the actual headquarters since the Time of Troubles. The Shade Council relocated to a hidden location during the Godswar and has been using the Shadow

House as the base for just three of the guilds in Athkatla. The actual site of the Shade Council's current headquarters is left for DMs to determine.

## Allies / Enemies

The greatest foe of the Shadow Thieves is the Lords of Waterdeep. If the group had an opportunity to kill one of the Lords in such a manner that it could not be traced back to them, they would do so. However, the Lords are too well protected and the Shadow Thieves still too weak in Waterdeep for such an attempt. The family of Lhestyn Arunsun is also a target of the group's animosity. The Shade Council plans to restore its power in the city to something nearer its levels at the turn of the century, at which point it will begin a campaign of sabotage to discredit the Lords, possibly even trying to put one of its own into a position of power in the city.

The Lords are not the only foes facing the Shadow Thieves in Waterdeep, however. The Xanathar's Thieves' Guild already exists in (and beneath) the City of Splendors and would resent any intrusion by the Shadow Thieves.

The Shadow Thieves consider the Rundeen an enemy; the Rundeen are the largest quasi-criminal organization in Calimshan and therefore are the greatest barrier to penetration of that region. It is interesting to note that the Rundeen actually do not have much influence in the areas of crime that the Shadow Thieves want to control, they hold no real animosity toward their northern neighbors, and they have little interest in the territories that the Shadow Thieves control. It is probable that the Rundeen would be willing to allow the Shadow Thieves to take over certain parts of organized crime in exchange for trade agreements or an alliance against the plots of Syl-Pasha Pesarkhal. Whether the Shadow Thieves would agree to such an arrangement is uncertain.

Of greater importance is the noble families who control crime in Calimshan, most of whom are under the control of the syl-pasha. These are the true obstacle to the Shadow Thieves' domination of Calimshan, and it is unlikely that they will make much progress while the syl-pasha lives. Currently, the two groups leave each other alone, but it is possible that if all the Sword Coast's organized crime is taken over by the Shadow Thieves (which would take many years), its eyes will turn south to its rich neighbors.

Finally, the Shadow Thieves is in a unique position with Amn's Council of Six. The council fears the Shadow Thieves and what it can do, while the guild knows that the Council of Six is largely powerless against it. Furthermore, some of the Shades may see the ruling body of Amn as the next step in its evolution of power. Unbeknownst to them, the Grandmaster of Shadows has already taken a position there and can work to promote or deny his underlings from either of his two roles.



## Status Quo

The Shadow Thieves is funneling manpower and resources into Waterdeep to prepare for its eventual action against the Lords of that city. Heroes centered around Waterdeep encounter increasingly frequent agents and contacts of the Shadow Thieves over time and may have to deal with the ramifications of these criminals invading their home city.

The Shadow Thieves is also increasing the number of agents in Baldur's Gate. These agents are working on establishing control of the types of crime that the guild normally controls. The Shadow Thieves see Baldur's Gate as the next step in its criminal dominance of the Sword Coast, and eventually the Grandmaster of Shadows may create a new Shade position to deal with the territory north of Amn (probably giving that position to one of the Cloakmasters and reassigning Kerindra Lynnrenno to a new region for intelligence work).

The recent attacks by sea creatures upon the cities of Waterdeep and Baldur's Gate (among others) impacted the Shadow Thieves' activities remarkably little. While both cities suffered damage to their wharves and docks and the resultant disruption in sea-going trade, both Baldur's Gate and the City of Splendors recovered quickly, with no long-term harm to the cities' economies. While the Shadow Thieves lost one safehouse in each city, this resourceful group's activities soon returned to "crime as usual."

Currently, the group is doing little about the settlements in Maztica, since these are relatively small and so distant that coordinating with them is difficult. In addition, the journey is still risky enough that many agents are unwilling to travel there. Currently, the group has a few wizard and thief spies in place monitoring activity and reporting back to the Council via magic. As the civilized population there increases and the trips become more routine, interest in Maztica will increase.

A greater problem for the group lies in the "Sythillisian Empire" in what was once southeastern Amn. A humanoid army led by ogre magi ravaged much of the countryside before entering the city of Murann. Amnian forces lay siege to the city, but it yet stands. One member of the Council of Six, Tessarch Phaan Colwyvv, is said to be trapped in the city; an attempt by the Shadow Thieves to rescue him failed. Actions that the group may take now are unknown.

Finally, the group also wants to stop the encroachment of Calishite interest in southern Amn. While most Amnians dislike wizards, the Shadow Thieves have no such feelings, and they resent the noble and the wealthy from Calimshan who hire wizards out of Amn. Whether the Shadow Thieves does this by causing an attitude change within Amn about wizards or begins taking overt action against potential Calishite employers (or the wizards they court) may depend upon the state of Amn and developments in Calimshan.

## Shadowmasters of Telflamm

A.K.A.

Mask's Grandchildren, Shadow Boys/Girls, the Gray Daggers of the Easting (Note: the Shadowmasters of Telflamm are not associated with the Malaugym, whom also are sometimes known as "the Shadowmasters").

Group Mark:

A circle bisected by a wavy horizontal line, top side red, bottom side dark gray (usually drawn or painted at crime scenes).

Group Colors/Livery:

The Shadowmasters prefer neutral and dark colors, and formfitting but unrestrictive clothing. They always wear masks when working. Members wear soft shoes (with tarred soles sewn on if they need to climb) and prefer long, thin bladed weapons such as rapiers and stiletos.

The Shadowmasters of Telflamm is a religious thieves' guild, working in tandem with the local priesthood of Mask. The group exists solely to generate profit for themselves and the church of Mask. It recruits street urchins and kidnap the children of honest families and train them to be master thieves who break into temples and homes of the rich and loot them. Its members have pacts with fiends that allow them to slip in and out of shadows like the undead and to walk on smoke as if it were dry land. The group's only saving grace is that it is loyal (after a fashion) to Telflamm and has protected it from outside threats.

## Goals

Like most thieves' guilds, the Shadowmasters of Telflamm seeks profit. However, the group is closely allied with the House of the Master's Shadow (the largest temple to Mask in Faerûn) and in fact is little more than a nonpriestly extension of the House. Through the Shadowmasters, the temple brings youngsters into the church of Mask and churns out devout followers.

The Guildmaster's goals have been reached—she runs the Shadowmasters and the group is performing exceedingly well. Now she only wishes to protect her position as guildmaster and see that the Shadowmasters continue to further its goals and the goals of Mask. Veteran Thief Roejan plans to claw his way to the top of the organization, over the dead bodies of those in his way if he has to. He will take as much credit as possible for successes within the guild, even for things he was not involved in, in order to make himself look better. He will also blame any setbacks the guild or the temple suffers on one of his superiors, hoping to be promoted to fill a vacancy.

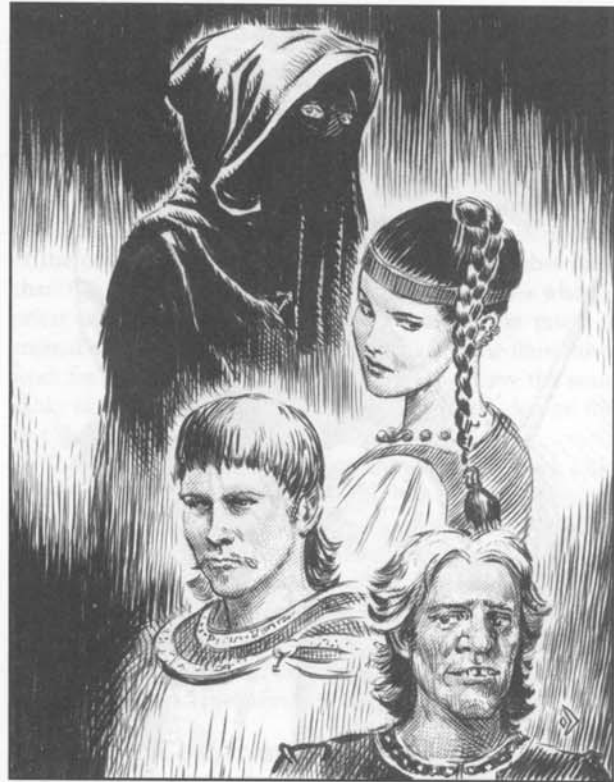
## History and Motivation

The Shadowmasters of Telflamm is the latest incarnation of a thieves' guild that has existed in Telflamm since the Year of the Red Rain (927 DR). The guild's power has waxed and waned. While in some years its power was great enough to influence autocrats in nearby cities—resulting in the “snub” against the Hierarchy of Telflamm that caused Telflamm's refusal to join the nation of Thesk, a move which benefited the guild, which thought that a smaller local power would be easier to control than a larger national government—at other times it was at risk of disappearing. The guild was going strong in the Year of the Weeping Moon (1339 DR) when a canny thief (and former priest of Mask) named Volludan became guildmaster.

Volludan saw good fortune for the guild if the members would embrace the worship of Mask. He taught them the power of the Master of All Thieves. He introduced them to his old friends from the House of the Master's Shadow, the temple to Mask in the city-state. Volludan renamed the guild the Shadowmasters of Telflamm, paying homage to his patron god, the Lord of all Shadows, and restructured the guild to resemble that of Mask's temple. Seeing an untapped resource in the orphaned youth of the city, Volludan instructed the Shadowmasters to treat them well and speak of the benefits of joining the guild—beginning with food and shelter, but leading to money, power, and respect. The city's youth flocked to the Shadowmasters, and while only some had the potential to be true thieves, the remainder were well treated and protected from the activities of the guild.

Once the guild's numbers had swelled with the ranks of novice thieves, Volludan initiated several crime sprees throughout the city-state, focusing on the homes of the wealthy. The younger thieves were used as distractions for the guards and family of the targets, while the experienced thieves did the looting. Volludan was clever enough to plant evidence in the robbed homes, incriminating powerful members of the two rival guilds in Telflamm (the Ghostrunners and the Night Eyes). She started rumors among the various wealthy families. These actions, plus the work of high-society courtesans working for the guild, fractured many alliances among the influential families of Telflamm (making them easier to control) and drove out or assimilated members of the two rival guilds by the Year of the Gate (1341 DR). The lack of competition then allowed the Shadowmasters to expand the number of festhalls, inns, and gambling halls it controlled.

The Guildmaster's next act was to target the merchants of Telflamm, using the younger guild members to commit petty thefts and disturbances while sending the older thieves to cause more serious damage. Charismatic guild members bribed some city guards not to stop the thieves, and some guild members went so far as to join the guard to make these transactions flow smoothly. Just when the merchants were approaching their absolute limit, the Guildmaster sent his



Master and Veteran Thieves to offer protection (simply an end to the thieving) in exchange for a small fee. While most were doubtful, a few business owners paid up, and theft of their property immediately decreased. This convinced most of the rest to sign on. The merchant council and trader's guilds began to include a rider on its fees to cover these fees for guild members.

With the wealthy in disarray and the merchants paying them not to steal, the guild turned its eyes to the priests and wizards. Wisely choosing to leave the rare Telflamm wizards alone, Volludan's agents began hinting to representatives at local temples that a protection fee paid to the Shadowmasters would prevent holy items and sacred artifacts from falling into the wrong hands. Most temples grudgingly agreed to pay, although a few stubbornly refused until one summer day in the Year of the Boot (1343 DR). That day, the priests of the four temples that refused to pay all woke to find that their worship halls had been decorated with each others' holy items (this event is now known in Telflamm and Thesk as the Night of the Fontshuffle). Shocked at the audacity of the Shadowmasters and fearing what else they could do, the temples quickly paid their fees.

All went well for the next nine years, during which time the guild acquired (and spent) a great deal of wealth and expanded its holdings in all of the towns in Telflamm. They even established permanent safehouses in Milvarune, Sarshel, and Tammar with an eye to the remaining cities of Thesk.





When a new High Priest of Tempus took office in Telflamm. Taeron, High Priest and Champion Rampant of Tempus, had long hated the moneys his temple paid to the Shadowmasters during his tenure as a lesser priest, and swore that if he ever became High Priest he would put an end to it. The day he took office he declared that the payments were ended. Guildmaster Volludan sent one of his Master Thieves to talk Taeron out of such folly. The High Priest threatened to remove the hands of the messenger and again stated that the payments were over. The Guildmaster sent one warning letter, explaining that he could not guarantee the safety of the temple's property beyond Midwinter unless the fees were paid; the response was the Guildmaster's own letter, which had been spit upon by Taeron.

The burglary of the temple has been told many times with different versions, but in truth the only things taken by the guild were a *rod of flailing*, a *scarab of enraging enemies*, a *helm of brilliance*, the black broadsword of sharpness called *Spinetremor*, *Galathos*, a magical broadsword once wielded by the Royal Guard of Impiltur against the hobgoblins of the Giantspire Mountains, and a great prayerbook known as the *Red Book of War*.

Volludan realized that his followers had gone too far and suggested returning some of the items. Some lieutenants argued the contrary and fought over the goods. Volludan decided to flee Telflamm in his flagship, the *Shadowwake*, with some of the items (including the *Red Book of War*) and other

loot until tempers had cooled. Unfortunately, the *Shadowwake* sailed directly into a winter storm, which broke its mast. The ship sank shortly thereafter and all but four were killed; these four confirmed to their superiors in the guild that Volludan perished in the storm. Meanwhile, a contingent of Tempuran warriors and priests attacked one of the Shadowmasters' safehouses; several members of the guild were slain before they decided to abandon the stolen items and flee. The priests of Tempus recovered all of their belongings except the *Red Book of War*, and they still blame the Shadowmasters for its loss (they have heard of the of the shipwreck but assume that story is a lie and the book was actually sold later by Volludan).

Shaken by this turn of events, the Shadowmasters chose a new Guildmaster and laid low for nearly a year, only appearing to collect protection fees or punish those who were lax in payments. Under Guildmaster Fennotep, the guild slowly resumed its normal activities, planting evidence to destabilize various nobles, influential merchants, and foreign interests, while preserving its protection racket and establishing other low-key activities. Fennotep's goal was to keep the Shadowmasters out of the limelight, and he succeeded through and beyond the Time of Troubles.

The invasion by the Tuigan Horde only indirectly affected the Shadowmasters. While its own city-state was never attacked, the army led by King Azoun marched through Telflamm on its route to the Golden Way and the Horde. The damage done to Thesk reduced the amount of trade coming into Telflamm, and the army of orcs that remained after Azoun's other troops withdrew put the locals into a superstitious panic, since humanoids of that sort had not been seen since the orcish exodus after the Orcgate Wars. Telflamm's economy declined, and the influx of refugees from Thesk increased the amount of crime and corruption, most of it unassociated with the Shadowmasters.

Following these complications of war were the Pirates of the Fallen Stars, who saw Telflamm's weakness as an opportunity to create safe havens for themselves and capture additional cargo as well. Telflamm's militia was not suited to naval battles, and the Pirates brought a certain amount of wealth into the suffering city, so the populace tolerated them. However, as time went by the pirates came in greater and greater numbers, established safehouses for themselves among the Telflammian ports, and interfered with honest trade intended for the Golden Way.

This state of affairs continued for several years, with Telflamm's military unwilling or unable to quell the refugee populace and thefts of food and supplies by the Pirates. Public opinion turned against the Prince and the merchant coalitions. It is likely that Telflamm would have collapsed as a centralized government for the region (however diffuse that centralization has been over the past hundred years) had not yet another upset to the priesthood of Mask caused a shift in the nature of the Shadowmasters. The loss of



Mask's intrigue portfolio to Cyric changed the priesthood (and therefore the Shadowmasters) from quiet manipulators to active thieves, and the addition of shadow to Mask's domain made both the church and the guild even more stealthy in their activities.

When later that year a young Guildmaster came to power, the Shadowmasters decided to eliminate the disruption that the Pirates of the Fallen Stars were causing to its business. Using its natural skills, its stockpile of magic items, and a new magical ritual of empowerment, the Shadowmasters planned a series of attacks against the Pirate ships, both those at sea and those in port. Seemingly out of nowhere, Pirates were slain by the dozens. One survivor was left from every ship to carry a whispered warning: Telflamm belongs to the Shadowmasters, and no others. The attacks on the Pirates resulted in a number of haunted ghost ships in the area, and drove the Pirates from Telflamm and its vassal cities. The Shadowmasters reclaimed control of the criminal activities there and eliminated the black markets for food and shelter.

The guild's next step was to remove the orcish army from its territory, and a few bribes to the orc leaders (backed up by threats and intimidation) saw most of the humanoids retreat beyond the Eth and Flam rivers. A few small orc settlements grew up along the rivers to enable trade, which has started to flow in a trickle as the locals realize that the orcs are normal humanoids rather than supernatural creatures of legend.

The guild then put pressure on the merchant council and the Prince to turn the useless refugees out of the civilized parts of Telflamm. A program in which people could acquire unclaimed land between the two rivers by building a home and living there for a year was subsidized by the Shadowmasters, which saw the population glut as a hindrance to its desired activities. Meanwhile, a bounty of one gold piece was placed on the head of any live orc found south of the Eth and north of the Flam. (Any so found are assumed to be raiders and not entitled to trade protection.) These incentives drained much of the surplus population from the cities while maintaining a large work force in the state. With the cities stable again, the Shadowmasters were able to resume normal activities of collecting protection moneys and recruiting young people into the organization and religion. The members' contacts in the merchant guilds have given them a taste of mercantile power, and they are unlikely to allow that slip from their grasp any time soon. In time, the Shadowmasters may take full control of the government in Telflamm, either as active participants like the Council of Six in Amn or working behind the scenes as in Calimshan.

## Organization

The Shadowmasters is organized like a normal thieves' guild, with a Guildmaster, Lieutenants or Guildseconds of various levels (Master Thief, Veteran Thief, and Proven Thief), and the common thieves filling out the bottom ranks. Unlike

normal thieves' guilds though, the Guildmaster reports to the Lord Master of the temple of Mask in Telflamm. Advancement in the guild hierarchy beyond Proven Thief occurs only if the thief is in good standing with the temple.

Brothers and Sisters in the temple nominally outrank Shadowmaster lieutenants of equal rank, although they generally do not exercise this authority unless told to do so by the Lord Master. (However, all but the most inexperienced of the common thieves are considered to be of higher rank than the novice priests.) During the frequent times when a priest is assigned to a mission with thieves, the priest is treated as a thief of the appropriate rank. A few illusionists work for the Shadowmasters, and they can achieve the same ranks as thieves, even using the thief rank titles despite the fact that they are not actual thieves.

Today the guild counts over one hundred members. One is Guildmaster, four are Master Thieves, eight are Veteran Thieves, about twenty are Proven Thieves, and the remainder are common thieves without rank. In general, a group of Shadowmasters will be twenty percent thieves of rank; five thieves will be led by a Proven Thief, ten by a Veteran Thief, and twenty or more by a Master Thief. The Guildmaster rarely takes a direct role, but if she does, one Master Thief and one Veteran Thief always accompany her.

## Chain of Command

- Lord Master Most Hidden Jalaunther Ithbreeiur (NE male human P13 of Mask; Dex 16, Wis 15, Cha 15): While not truly a member of the Shadowmasters, he is listed here because of his effective position as the leader of the guild in addition to his role as the local church leader. An ambitious man, he has agents in every major Faerûnian city collecting information and spreading rumors. Of late, he has focused his plans solely on Telflamm, allowing him to see progress at a reasonable pace rather than a slow crawl. Once Telflamm has been shaped the way he wishes, he can direct some of that power into Thesk, Aglarond, The Great Dale, and possibly Impiltur. Under his guidance, the Shadowmasters and the House of the Master's Shadow have collected an amazing hoard of magic items and spells relating to stealth and thievery. Armed with these items, his followers turned the tide against the Pirates of the Fallen Stars and other threats against the city-state.

The most remarkable advance he has discovered is a ritual in which a worshiper of Mask can exchange some of his life-force for material from the Demiplane of Shadow, similar to how the creatures known as shades come to be. This *Ritual of Shadow Walking* results in a permanent 2-point loss in Constitution for the target and a -1 penalty on all attack, save, and proficiency rolls when in bright sunlight, but allows him to *shadow walk* (self only) once per day as a wizard of equal level. Jalaunther consents to perform the ritual on any worshiper he deems worthy.

- Guildmaster Keshna Finlothleer (NE female human T11; Int 16, Dex 18): She grew up on the street as a beggar and cutpurse and was brought into the Shadowmasters at age nine by former Guildmaster Volludan. When the guild was shaken during the conflict with the temple of Tempus, she clung to one of the surviving Veteran Thieves, Praskin Finlothleer, as a protector and mentor (she later took his family name to honor him after he was killed).

Using every shred of talent, influence, and money she could acquire, she fought her way into a Master Thief position by age seventeen and became Guildmaster in the Year of the Banner (1368 DR) when her predecessor retired. She proposed to Jalaunther that the House and the Shadowmasters should eliminate the Pirates of the Fallen Stars as a threat to Telflamm. Keshna wears a *cloak of the bat*, has a *dagger +3*, and has experienced the *Ritual of Shadow Walking*. She is a small, driven woman with intense dark eyes. She is a devout follower of Mask. She watches her back carefully for any attempts by her underlings to steal power from her.

- Master Thief Rikmo Naquander (NE male human T9; Int 15, Dex 16): He joined the Shadowmasters the year before the Horde attacked. He is a blonde man of medium height and build, with cool blue eyes and a hesitant manner of speaking. He pays attention to detail and was quite an asset when the guild was creating plots among the city's influential. Now he focuses his mind on the workings of the city-state's government, and may arrange to have himself placed on the merchant council to have a direct hand in its workings. He is ambitious but friendly to those he knows, and he respects Keshna enough to realize that the guild is better served with her in charge. He has a *ring of shooting stars* and has undergone the *Ritual of Shadow Walking*.
- Veteran Thief Roejan Benster (NE male human T7; Dex 15, Cha 6): A man in his early twenties with a head of graying hair, he is extremely unattractive but agreeable in terms of personality. Roejan is a schemer with an eye on the Guildmaster position. Recently, his devotion to Mask has been flagging, and while he has participated in the *Ritual of Shadow Walking*, he rarely uses it because it "gives him the shivers" recently (possibly as a warning from Mask, who senses the thief's faith lapsing). He has a group of a dozen or so cronies whom he keeps loyal by sharing secrets with them and by buying them expensive gifts. He plans to expand the ranks of his boys so that when he is ready to challenge Keshna (or if she suffers a tragic accident) he would have enough support for his bid for Guildmaster. He has an unusually powerful *dagger of venom +3*.

### Rank and File

- Proven Thief Bilskromminet Yakanderostenfal (CN male gnome T4/III 3; Dex 16): One of the few nonhuman

members of the Shadowmasters, he likes practical jokes as do most gnomes, but he only targets people he dislikes and his pranks tend to be mean and humiliating. In the Shadowmasters his job is to teach the smaller members of the guild (usually children) the fine points of taking advantage of their size. Any thief under his tutelage who is less than four feet tall gains a +20% bonus to Pick Pockets and Hiding in Shadows (this bonus goes away when the young thief gets too tall). "Bils" carries a *longtooth dagger*, always has at least one *invisibility* spell memorized, and has had the *Ritual of Shadow Walking*.

- Proven Thief Yastera "Blackhands" Menano (NE female human T3; Dex 15): Unique among the Shadowmasters, she can carry one other person with her when she travels with her *shadow walk* ability granted by the *Ritual of Shadow Walking*. When she does this, her hands are surrounded by a weird black aura. She therefore has been chosen for several assignments where key individuals needed to be kidnapped without any trouble. To aid in this her superiors have given her a *cloak of elvenkind*. She is pleased by all the attention she gets for her unique ability, and loyally serves the guild because of the praise she receives. She is a slightly built woman with fine red hair and freckles across her nose.
- Proven Sister Shaloon Farain (NE female human P2 of Mask; Wis 15): Shaloon is an enthusiastic and sly young priest often assigned to work with groups of thieves. She is familiar with many of the Proven and common guild members and is comfortable backing up such a group with her magic. Unknown to her or anyone but the highest ranks in the temple, she is the younger half-sister of the Guildmaster Keshna (they share the same mother, a festhall employee in the city). She is short, with an upturned nose and glittering dark eyes. She has eight *bolts +1* for her hand crossbow and has experienced the *Ritual of Shadow Walking*.

### Methods and Activities

The Shadowmasters recruit new members primarily from the younger denizens of the urban areas of Telflamm. As many of the guild's common thieves are in their teenage years or younger, the guild is well known to the younger folk. Its leaders are often looked upon as heroes or role models. Guild members are always told to be on the lookout for people that may be suitable for the guild or the priesthood, and the Veteran and Master members of the guild and House take any recommendations seriously. Those judged worthy are taken in, while those considered not so are quietly discouraged, although they are sometimes apprenticed to a local merchant, guardhouse, or tradesman in order to develop long-lasting ties between the guild and these other groups. These activities over the past thirty years have resulted in the Shadowmasters gaining an extended family of friends and allies among the businesses, militia, and important families of Telflamm. It is





this practice of recruiting children that gave rise to the nicknames "Shadow Boys" and "Shadow Girls" for the group. The guild does accept older thieves, preferring those who worship Mask or are willing to convert to that faith.

The guild plans its protection rackets carefully, choosing those businesses that can afford to lose a little income and often those that might be engaged in activities the city guard would like to know about. The owners are approached during the night by several seemingly unassociated agents, with comments made about recent thefts in the area and how the owner might want to consider getting help in protecting his business and volunteering the services of the Shadowmasters. Most owners are familiar with the guild and quickly bargain a reasonable price for protection to be picked up on a monthly basis.

Should the owner refuse, he is approached and warned again. If refused again, a few guild members break in, rearrange a few things, and steal some petty items or cash. Alternatively, street urchins might be paid a few coppers to run amok during business hours, knocking over things and annoying customers. These activities are repeated until the owner capitulates or the guild has acquired enough goods that it has been duly compensated for a time. Note that the above procedure also applies to the temples in Telflamm, although the guild leaves the Tempurans alone.

Telflamm has long been known as a prime location for finding maps to old ruins, castles, and dungeons. Many of these are created by the Shadowmasters, either by copying existing maps or making clever forgeries. These maps serve to draw greedy people to the region (and thus potential recruits for the guild), and the forged maps are sometimes used as bait for ambushes. The real maps (regardless how out of date they may be) occasionally prove fruitful for adventuring groups, and the Shadowmasters are careful to note any magic items these people bring back, buying or stealing those that are applicable for stealth or battle.

The guild now has its fingers in more than half of the businesses and families in the state (including a few nobles close to the Prince). The group has been broadening its influence by sending clusters of guild members to other cities to extend its protection network or infiltrate polite society for the purpose of discovering secrets, deceptions, and avenues to power. These agents rarely pull the strings they hold too hard; they are used mainly as an early warning system for Guildmaster Keshna, who is always on the lookout for trouble might affect business in her home.

Finally, the guild acts as an arm of the House of the Master's Shadow. The House is well hidden as are all entrances, especially the one in the main guild house. (As an added security measure, Lord Master Jalaunther is considering sealing up most of the entrances to the House once a majority of the clergy and guild can use *shadow walk*.) The high priest's plans for the guild all have the continuing empowerment of Mask as a primary goal, even though it may

not appear so on the surface. Every agent loyal to Mask who influences another person through thievery or deception gives more power to the Lord of Shadows. The high priest will attempt to turn any situation in Telflamm or nearby into an advantage or gain for his deity. The acquisition of political and mercantile power in Telflamm happens to be the easiest and most comfortable way that he, his clergy, and his thieves know how to do this.

### **Shadowmaster Abilities**

Most members of the guild have the Rope Use proficiency, with a good number also having the Appraising and Blind-fighting proficiencies as well (though they prefer to run away if confronted, thus avoiding detection). Most thieves focus on Hide in Shadows, Open Locks, and Move Silently; the domed buildings of Telflamm are difficult to climb without ropes and tarred shoes. Most thieves also have respectable Pick Pockets scores from their youthful days among the crowds in the city streets. Currently, about one-half of the guild's members have the ability to *shadow walk*, granted by the *Ritual of Shadow Walking*. The agents trained to interact with nobles and the wealthy prefer the Dancing, Disguise, Etiquette, and Reading Lips proficiencies. They also focus on Hear Noise in addition to the other thief skills mentioned above.

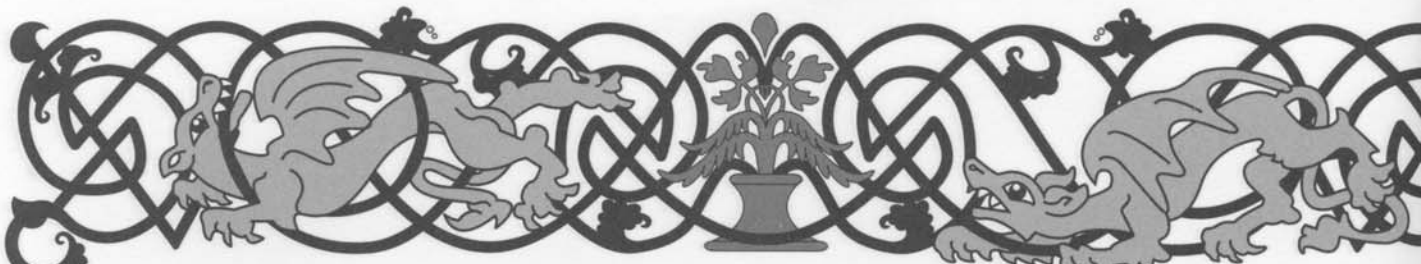
### **Resources**

The guild is able to get its hands on all normal equipment available in a medium-sized trading center. The guild's items are high quality, but usually nondescript so they cannot be easily traced back to their owners. Guild members prefer small weapons such as daggers, hand or light crossbows, and garrotes. In the times when they use poison, it is almost always paralytic or sleep-inducing; they have little interest in gaining a reputation as callous assassins. Common thieves usually have no items of interest other than money, but Proven Thieves may possess one or two potions or a minor magic item. Veteran Thieves usually have a magic weapon or item (or both) relating to stealth, and Master Thieves own several items and almost certainly have a magic weapon. Priests of the House tend to be similarly equipped, although their items usually complement their class and magical abilities.

### **Areas of Operation**

The center of the Shadowmasters' power is the city of Telflamm. Slightly behind that is the state of Telflamm and all the cities and towns within it. Outside of that region, the guild has a moderate presence in Thesk and Impiltur, with skilled agents in parts of Aglarond, Thay, the Vast, and Narfell. Beyond that, the guild has representatives in Selgaunt, Westgate, and Shevel.

Of course, with their ability to travel great distances with *shadow walk* (most Proven Thieves are able to travel at least 100 miles per day in this manner), guild members are able to



be almost anywhere given a few days' time. This ability to travel also means that distant agents remain in communication with their superiors on a regular basis, reinforcing the centrality of the guild and the temple.

### Allies and Enemies

The guild is willing to ally with almost anyone if it believes doing so furthers its purposes. Given their ability to hide easily or escape from almost any trap, members do not mind forming alliances that may involve physical danger, although they are more careful concerning relations that may expose them or disrupt their plans.

The guild currently has an alliance with some of the smaller thieves' guilds in Thesk, whom they are helping through the hard times in that country in exchange for information and occasional services. (These guilds are likely to be subsumed into the Shadowmasters when the guild expands beyond Telflamm.) The group also has established ties with the orcs that have migrated out of Telflamm. These humanoids sometimes deliver news or goods, and keeping them happy as a potential military ally may come in handy for the guild someday.

The guild is always careful to keep any followers of Tempus at an arm's length. The Tempurans have not forgotten it was the Shadowmasters who were responsible for the loss of the *Red Book of War*, and these priests attack anyone they discover to be a member of the Shadowmasters. The Guildmaster does not attempt to collect protection money from the church of Tempus, and has declared the temple itself to be off-limits until further notice. The guild also maintains a vigilance against the Pirates of the Fallen Stars, fearing that its seafaring enemies will aggressively exploit any slack in its defenses. Fortunately, the Pirates have kept away from Telflamm after repeated occurrences of a Pirate ship being found adrift with only one living crewmember aboard, babbling a message from the Shadowmasters. The sight of all other crewmembers dead and no sign of the attackers is enough to spook the most hardened sea dog.

### Status Quo

The High Priest and the Guildmaster are considering establishing a minor guildhouse in Velprintalar but are unsure if the Simbul would discover it and how she would react if she did. Until he can get more information on her battles with the Red Wizards, Jalaunther prefers to wait, not wishing to draw the ire of a powerful wizard who until now has not taken action against either the temple or the guild.

The guild is also tempted to take over the merchant council that runs most of Telflamm. The group needs only a few more merchants on its side to have a majority in the council, and as the Prince has very little power outside of the city itself. Gaining this power would grant the group a great deal of power over the rest of the nation.

The Tempurans, should they find out about this coup,

would oppose it by force of arms. Careful preparations would need to be made, such as sealing the temple's armory or arranging another large-scale diversion that could be attributed to another group.

One person the guild would like to become involved with is Veldyn "Fingers" Uruin, an accomplished thief recently returned to Telflamm. Veldyn left years ago and is rumored to have absconded with several magic blades, a fortune in silk, and even a foreign princess during his travels across Faerûn. None of these treasures are in evidence now, although he lives well and does not seem to want for anything. Veldyn is a Mask-worshiper and has been approached by the Shadowmasters but he claims is now retired. The guild is trying to find something that would motivate him to join the guild.

The Shadowmasters' next action is likely to be increased activity in Phent or Milvarune. Taking control of one of these cities would allow them to leverage more power in the surrounding territories and would be extremely helpful in reestablishing the Golden Way as a major trade route (which also would require encouraging more traffic from Kara-Tur via the Spice Road).



# The Mercantile Powers

"Since the dawn of time, people have met to trade goods in times of peace. From these exchanges arose currency and specialists in the art of trading. Now these merchants engage in battles as fierce as those of the most berserk soldiers, as if Waukeen took tutelage from Tempus. Merchant empires rise and fall independent of military conflicts, and the two push and pull at each other like cruel lovers. From the simple shopkeeper to the tycoon with more wealth than a king, the merchant class is as much a part of the Realms as magic itself."

—Kholas Tandrymson of Myratma,  
excerpts from *Secrets Learnt at Dagger Point*  
(written in the Year of the Shadowtop (1314 DR))

**P**ople who live in cities would not survive without merchants; they lack the resources to feed and clothe themselves, and they can neither make their own weapons nor raise their own livestock. They rely on merchants (among others) to provide them with these necessities, in exchange for currency. This dependence gives the merchants power, and some have used that power to better themselves and their cohorts by forming lucrative guilds that prevent unwanted competition and keep profits high. Others have taken this power to acquire political or military power. The group that controls the sale of bread can stop an army just as quickly as can the group that makes its spears.

To quote Laerel, "Chronicler, we are civilized folk with civilized needs. We depend upon the breadmaker and the tanner as much as we do the armorer and weaponsmith. While the first two do not keep us alive in a battle, without them we'd be searching for roots and berries at the end of the day and nursing our sore feet for lack of shoes. Do not disparage the common tradesman, for it is the comforts gained from his work that let us do our own."

## Chronicler's Note


This chapter examines several mercantile groups that have evolved beyond the mindset of most businesses. The Iron Throne has established an agenda of controlling war-related goods, using stealth, treachery, and a false smiling face to preserve their air of honest trade. The Rundeen use extortive tactics and piracy to maintain their status as the primary traders upon the Shining Sea. Finally, Aurora's Emporium searches the Realms to find exotic goods and sell them at reasonable prices, finding satisfaction in a good sale and avoiding entanglements with weapons, magic, and contraband goods.

## The Iron Throne

- A.K.A. None.
- Group Mark: The Iron Throne uses a symbol that also can be interpreted as a wide blade (perhaps a stylized punch dagger) or possibly even a shield.
- Group Colors/Livery: The lesser members of the Iron Throne dress as appropriate to their career—merchants dress like merchants, guards dress like guards—with the highest-ranking member present bearing a small iron badge with the Iron Throne's symbol on it. The senior members of the organization remain unknown to the world at large, and refuse to wear identifiable ornamentation.







The Iron Throne has been active less than a score of years as a mercantile organization. It claims to want only a stake in the trading of weapons and of equipment used in transportation and commerce. However, its agents are usually recently recruited thugs or brigands who often revert to their old habits. The Iron Throne has been charged with acts of assassination, extortion, and smuggling of contraband substances (including poison, drugs, and smoke powder). They vociferously deny all such accusations.

### Goals

The Iron Throne wishes to control the trade of transportation and commerce-related equipment and weapons in Cormyr, Sembia, and critical nearby cities such as Hillsfar and Westgate. While the group professes to be made up of only honest merchants, in truth it is filled with ruthless manipulators who are unafraid to backstab its temporary allies for material or political gain. The group instructs its thuggish employees to raid rival caravans and disavow all knowledge of such actions once the goods have been distributed through the Iron Throne's network. They hope to gain a chokehold on this trade within the area, allowing them to dictate terms to the region's leaders, backed by the threat of negating a nation's ability to mobilize and defend itself.

Sfena, the leader of the Iron Throne, ultimately wishes to have her body restored. It is possible that she plans to use the power of her organization as a bribe to a greater baatezu in exchange for magical assistance with her plight. The organization (or perhaps just a sacrifice of its members, victims, and benefactors) would be turned over to this infernal being at the completion of the aid.

Krakosh's loyalty (and *geas*) for Sfena approaches the level of obsession. He secretly wishes that she were whole again so that they could be lovers. He has been consulting various wizards, necromancers, and priests, trying to find some way to return her to normal, or possibly clone her and transplant her mind into the new body. He is hampered by the secrecy about Sfena's nature and the fact that she is totally undetectable to any sort of divination spell. (The intervention of a deity would work, but he lacks the clout or finances to arrange such a thing.) Sfena knows none of this, of course, and would likely reject the idea of consorting with a mortal, let alone a sea giant.

While Maready swore an oath to Sfena and is compelled by a *geas*, he cannot help wondering what it would be like to lead the Iron Throne himself. He would have to eliminate Krakosh, which would not be easy, but thinks that Ritchar might switch allegiance if the circumstances (and the pay) were right.

Maready has been organizing a subset of his employees, ones that he believes are more loyal to him than the Iron Throne. He hopes to find a way to circumvent his *geas* so that he can order one of his followers to destroy Sfena and free him from the *geas*.

Ritchar has intuited Maready's ambition and has arranged to have the wizard followed by one of his imps (usually in *polymorphed* form) at all times. While he does not have any evidence yet, he knows that the wizard eventually will make a mistake and when that time comes, Ritchar intends to tell Sfena and get the chance to assassinate the traitor. The most annoying thing to Ritchar is that Maready acts so friendly toward him, as if they were close friends; fortunately, his skills as an assassin allow him to return this friendliness, keeping the wizard off guard.

Hogley has heard rumors about Red Wizards joining the Iron Throne. As a former Thayan slave, he resents this greatly, and if he ever finds any of them, he will take an axe to their heads. So far, he has kept quiet about this complaint, knowing how his employers treat those who make nuisances of themselves.

Skitt is content to serve as a Lesser Arm until Ritchar is too old to work any more. Skitt's dwarven half keeps him fit for many years longer than his assassin mentor, and he respects Ritchar too much to attempt to oust him. He is greatly annoyed by the dwarf Hogley, considering him crude and dishonorable, and would welcome the chance to find a more worthy replacement.

While its members may work against each other, none of them is actively attempting to sabotage the workings of the group as a whole. Upper-level personnel changes may temporarily upset the workings of the Iron Throne, but it is likely that this effective criminal cartel will continue to plague the Heartlands.

### History and Motivation

The creation of the Iron Throne is linked to a seemingly unrelated event in the Year of Many Bones (1278 DR)—the birth of Sfena, the daughter of the baatezu Glasya, Princess of Hell, and an unknown father. Sfena's gestation and birth were a surprise to Glasya, who thought that all female devils were infertile. However, Glasya's unique position as daughter of Asmodeus apparently made her an exception to that rule, and one of the Dark Prodigy's liaisons proved fruitful in the form of Sfena. Glasya had many mortal and supernatural lovers in her long years, and she has never disclosed the identity of Sfena's father. Rumors in Hell rage about this, claiming one mortal or another, or possibly the archdevil Viscount Mammon of Minauros, with whom she had a long-time affair.

Sfena aged rapidly for a devil and was kept firmly under the control of her mother and grandfather. As she grew, she developed her natural diabolic abilities, which were honed and altered by her family (usually through torture, both magical and mundane) to suit their needs. Sfena was trained as an assassin, used against other devils acting against Asmodeus or his daughter. Her mother and grandfather kept careful track of her through arcane means and divination magic. Sfena served methodically but without enthusiasm, resenting

being forced to comply simply because of the nature of her birth. Unlike most other devils, she was not given the opportunity to advance herself by tests of pain. (Of course, given the long life span of true devils, perhaps her family would not consider her worthy for such a trial until she was many centuries older.)

In the year of the Bright Blade (1347 DR), Sfena was sent to assassinate the daughter of a Torilian storm-giant noble named Urdalshone; the noble was planning an attack on Avernus, the first layer of Hell in conjunction with a surface-wizard ally. At the time, the pit fiend Bel (ruler of Avernus) was in especially good favor with Asmodeus and so the Dark Lord of Nessus chose to intervene by sending Sfena. However, she was caught by surprise by one of the noble's guards, who knocked her unconscious. Before she could be rescued, she was tried and beheaded by the storm giants. Strangely, she survived, in a manner of speaking. Her flesh and bone hardened into a crystallike consistency, and she soon regained consciousness. Horrified by her condition, she was amazed to find that the magical bonds that tied her to her mother were broken. Free and yet imprisoned at the same time, she convinced one of the young storm giants to pull her remains from the outgoing refuse and flee with her.

With her storm giant ally, Krakosh, she began to gather individuals she felt she could trust or control. One of these was an evil wizard experienced in the contacting and summoning of infernal beings. With his help, she was able to contact certain former allies with power and question them on the ability to restore her to normal. None of them was willing to risk the attention of Asmodeus unless they were greatly rewarded. Sfena conceived of a plan where she could gather enough mercantile and political power to fulfill the demands of her diabolic allies and be restored to her former self.

To this end, she began recruiting small bands of mercenaries and bandits to guard select merchant caravans and harass others. With her infernal contacts and strange allies, she quickly established several essential trade routes, which were largely under her control in the name of a mercantile guild called the Iron Throne.

Once the Iron Throne was a known name among the people of Faerûn, Sfena sent letters to political leaders in her territory, proclaiming the group's intent to control overland trade in weapons and certain sorts of equipment, and promising not to wage war or assume direct political power.

Sfena named her organization the Iron Throne after a speech to her agents, "We shall rule the Heartlands with an iron fist. We shall rule them from an Iron Throne, built of the weapons of our trade, the shackles of our slaves, the common nails of our wagons, and the iron in the blood of those who oppose us. Iron has power, and so shall we."

The Iron Throne is still a young organization. Its highest-ranked leader is likely to have a long life and therefore is



patient with minor setbacks or failed plans. The group's habit of using expendable and untraceable agents in the lowest end of the organization protects its leaders, and the magical protections of the leaders keep them safe from most who would wish them harm. Sfena and her allies are content to slowly build power over the years, cutting their losses in certain areas when sacrifices are necessary, sowing the seeds of plans that will not come to bear for a decade or more.

Eventually, Sfena plans to hand the Iron Throne over to one devil or another in exchange for wholeness of body, at which point she will be truly free . . . and perhaps looking to pay her mother an unexpected visit. Sfena has little interest in power for herself; she just wants to be free to choose her own course. Once her body is whole again, the Iron Throne has little value to her, and she will not care if every one of her employees is dragged screaming into Hell for eternity. Her allies and employees are unaware of this, of course.

While the representatives of the Iron Throne insist that they act within the bounds of the law, Sfena only chooses minions that are as dedicated and unscrupulous as she. They negotiate deals and then break them when it is convenient (usually through the actions of a few well-placed teams of "brigands"), but always in a manner that can be explained away as a rebellious employee and not an intentional act by the Iron Throne. Preserving a veneer of civility is important to Sfena—a throwback to the decades she spent following



the machinations of the baatezu—and any of her direct employees who violate this code are terminated.

(The *Guide to Hell* (TSR #11431) contains more information on the baatezu.)

### Organization

Below Sfena herself, three individuals each control one part of the business, and each of them has three lieutenants administrating contacts among the lower levels of the organization. Sfena's three advisors are chosen by her, and any change in the nine lieutenants has to be approved by her. Should the organization grow or need additional top-level administration, Sfena would increase the number of her lieutenants to suit.

Sfena's three adjutants are known collectively (and informally) as the advisors. Each of them has swallowed one of the crystallized bones of Sfena, which protects them from all attempts to divine their identities, auras, or thoughts. The Arm of the Iron Throne handles the top-level mercantile deals and organizes trade routes and smuggling operations. The Foot of the Iron Throne is responsible for hiring and training the guards of official Iron Throne caravans as well as hiring the various bandit groups and thugs used to thwart rival caravans. The Eye of the Iron Throne is a wizard or priest responsible for communication among the widespread members of the group as well as divining information magically.

Beneath the three advisors are the lesser advisors, whose titles include that of their superior (so there are three Lesser Arms of the Iron Throne). These lesser advisors have more hands-on involvement in the workings of their respective divisions and are usually the only high-ranked members of the Iron Throne known to merchants and military leaders. No one outside of the Iron Throne knows how many lesser advisors exist, but it is assumed that there are at least five.

Beneath the lesser advisors are the large numbers of ordinary merchants, guards, bandits, spies, assassins, and thugs. They have no titles within the organization and usually have little contact with the upper echelons of the Iron Throne except through secondary agents or semianonymous messengers. These people come from all walks of life and most of the civilized races. There is a high turnover rate in the thugs, assassins, and bandits as different groups are expelled from the Iron Throne's payroll for "acting without permission."

### Chain of Command

- Sfena (NE tiefling(?) female T10, AC 0, hp 58; Dex 19, Con 16, Int 15, Cha 14): The Head of the Iron Throne, was once a strangely beautiful short woman with dark red skin, pointed ears, and small horns high on her forehead.

Now she is only a red-black crystalline severed head and an inanimate skeleton of crystallized bones. She retains all of the intelligence and magical abilities she had as a diabolic being. Once per round, at will, she can use *charm person*, *geas*, *invisibility*, *infravision*, *suggestion*, and

*blending* (as a *robe of blending*). She takes half damage from fire or poison, has a +4 bonus on all saving throws against cold attacks, and has no need to breathe (she is much more like a golem than a living creature at this point).

When she was alive, she carried a +3 *short sword of venom*. Despite various tries, mortal magic has so far been unable to reattach her head to her body or restore flesh to her bones, and so she remains unable to move herself other than through the command of other beings. She can speak several languages. She has discovered that anyone carrying her head or one of her bones cannot be detected with any sort of divination spell, nor can divination spells reveal information about them (a power she possessed before her death which is apparently conveyed through her crystalline form). She can also track any of her bones as long as they are on the same plane, and she can send empathic urgings to anyone carrying one of them. All of her advisors and the lesser advisors have swallowed one of her smaller finger bones, which have become lodged within their respective intestinal tracts; this protects them from investigative magic and prevents these valuable items from falling into enemy hands. Sfena places a *geas* on all advisors and lesser advisors to obey her, and the advisors are required to visit her at least once a month to report.

- Krakosh (CN male storm giant): The Foot of the Iron Throne made his way into Sembia with Sfena's remains after borrowing one of his tribe's *potions of diminution* (commonly used when the storm giants want to walk among the land people). Once there, Sfena was quickly able to *charm* a townsman before the potion wore off, and that person was sent to locate a wizard. Sfena suggested that the wizard should help her. The wizard cast *polymorph other* on Krakosh as a temporary measure to deal with his size, making him an aquatic elf. Eventually the wizard created a magic *bracelet of form* that allowed Krakosh to alter his shape between a man-sized form and his true form up to four times per day. Once that was accomplished, Krakosh killed the wizard under orders from Sfena and stole all of his magical equipment—which was later used to bribe the wizard Maready into joining the organization. Krakosh is loyal to Sfena due to dissatisfaction with his previous life, reinforced by a *geas* from Sfena. He will kill anyone she tells him to, and is rarely more than a hundred feet from her unless he needs to speak to the Lesser Feet of the Iron Throne. He is an adult specimen of his race and has all of the powers of an adult storm giant.
- Maready (NE male half-elf M13; Con 16, Cha 15): The Eye of the Iron Throne was hired by Sfena and Krakosh with a payment of spellbooks and magic items, plus a promise of material wealth later. He eventually swore loyalty to Sfena (backed up by a *geas*) when she revealed her diabolic ties and he began to understand the power and





influence he could gain through her. The wizard currently oversees the transfer of information among the group's agents, using both mundane carriers and magical couriers.

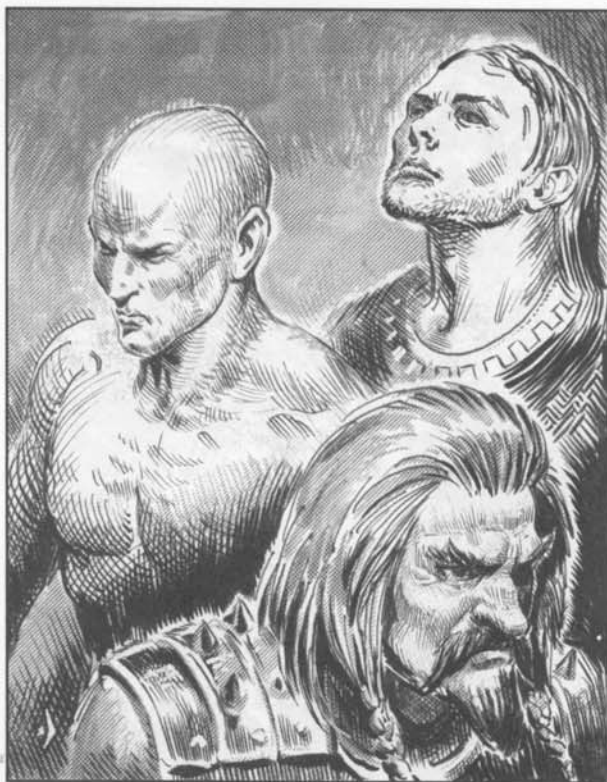
Abused by other children while he grew up, he ran away from home and was fortunate to find a wizard mentor who noticed his natural talent for wizardry. When he completed his apprenticeship, he betrayed and killed his mentor in his sleep, taking all of the older wizard's goods for himself. He thus established a pattern of scheming, agreeing, and betraying which suited him well as he developed his magical abilities and forged contacts with the lower planes.

Maready's most prized magic item is a *figurine of wondrous power*—a possibly unique figurine called a *howlite manticore*. White in color with black veins, the item works exactly like a *marble elephant* save that it turns into an adult manticore with maximum hit points.

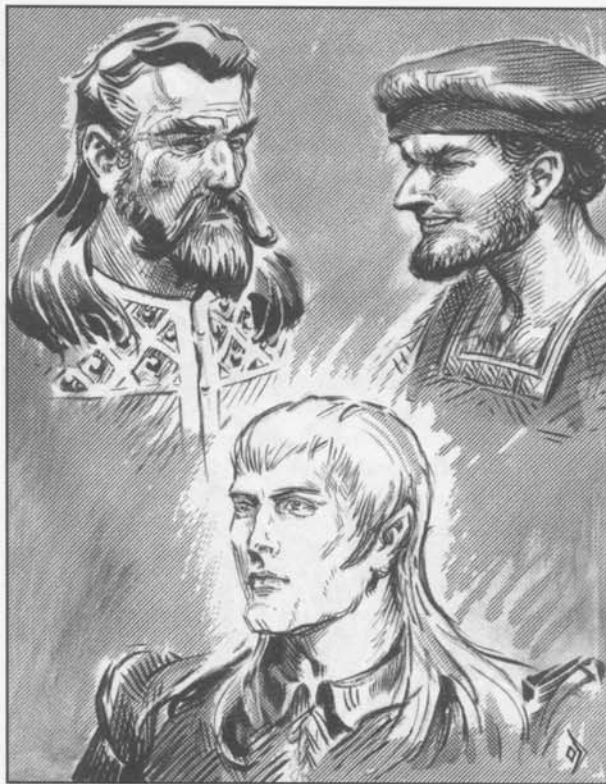
- Ritchar “the Red Man” (LE human F8; Int 17, Dex 16): The Arm of the Iron Throne is a former assassin and smuggler. Sfena hired him because of his knowledge of trade and shipping in the Heartlands as well as his strange sense of morals: He has none, other than his adherence to his word once given. He got his nickname from a unique magic item, the *red mask of Leira*, which causes any who view the wearer to save vs. spell every round or become confused about the wearer's physical description, remembering only a person of average size and build dressed in red clothing (spells, items, or abilities that protect against a *forget* spell protect against the powers of the *red mask*).

Ritchar committed a score of assassinations while wearing the *red mask*, and the few eyewitnesses could only attest to a “red man” being responsible. Today Ritchar coordinates merchant contacts, studies trade interests in remote cities, and watches competing trade companies for opportune times to attack. Ritchar is loyal to Sfena even without his *geas*; he enjoys manipulating people and revels in the intricate machinations necessary to run a large-scale mercantile operation. He has two imp servants, Riv and Winger, who spend most of their time in raven form.

- Hogley (NE dwarf F7; Str 16, Con 18): The Lesser Foot of the Iron Throne is an escaped slave from Thay. He used to run a small adventuring company for hire out of Cormyr, but his evil disposition eventually turned most of his employees against him. That same disposition made him extremely suitable for training and leading bandit groups for the Iron Throne. His wild red hair conceals the many tattoos his former master inked onto his forcibly-shaven head. His weapon is a *dwarven ax* +3. He travels extensively through the Iron Throne's territory, recruiting bandits and mercenary or adventuring groups to work for the Iron Throne as legitimate employees. He knows full well that his masters will eventually cut them loose to take a fall, and he enjoys the irony.



- Seecher (N half-elf D6; Wis 15, Cha 15): The Lesser Eye of the Iron Throne is an urbanized druid. Publicly he is known as an activist for the preservation of timberlands and wildlife, garnering support and resources for his brethren in the country and wilderness. In private, however, he works for the Iron Throne, using his animal affinity and spells to train pigeons, hawks, and other birds as carrier animals for messages to the widespread agents of his employers (avoiding the use of the more powerful message-sending spells makes the operating costs of sending messages much lower, as well as making it less likely that the messages can be tracked magically). Most of his pay from the Iron Throne is given over to other druids, or used to buy goods and supplies to aid them. He is depressed and lonely about living in the city, and often takes a week off to reacquire himself with nature again. Seecher works for the Iron Throne in part because of a *geas*. He has also come to believe that by controlling trade, the destruction of nature can be minimized.
- Skitt (LE male half-dwarf F6; Str 18/87, *vorpal broadsword*): The Lesser Arm of the Iron Throne was transported to Faerûn by a wild surge in a summoning spell cast by a itinerant wizard. He worked as a gladiator in Manshaka until he earned enough money to support himself. He quickly picked up the Common tongue and made a living as a sellsword.



He was discovered by the Iron Throne while working as a caravan guard for a rival merchant house; Skitt slew every one of the bandits sent to destroy his caravan and was hired by Hogley when the dwarf heard his tale.

Ritchar found that Skitt had an unerring sense of direction and an innate sense of a person's motives. He talked Hogley into letting Skitt take a job as one of the Lesser Arms. Skitt flourished in this new position and greatly enjoys his work. His somewhat odd appearance is distracting to some; Skitt is completely bald and beardless, but he has the broad frame and strong features of his dwarven father. He is a shrewd businessman and uses his odd looks and any other means at his disposition to close a deal in his favor.

### Rank and File

- Thond of Wyvernwater (LN male human Div5; Int 15, Cha 15): Thond acts as a spokesman for the Iron Throne. This middle-aged man is a respectable dealer in lumber and boatbuilding. While many people say he has magical powers, he never demonstrates them in front of others. He owns much of the woodlands around Wyvernwater (which sometimes put him in conflict with the allies of Lesser Advisor, Seecher). He uses his divination magic to find good sources of wood for his lumberjacks and to receive messages from the Iron Throne (he scribes a particular table in an Iron Throne

stronghold once a week and reads any papers left there for him). His goods are shipped and protected by the Iron Throne.

- Bosson Ketanya (NE human T5; Dex 15, *ring of human influence*) works for the Arms of the Iron Throne. He sneaks into the meeting places of other merchants to find out their plans, using the powers of his ring should he need them. He is a sneaky, cautious fellow who prefers gray clothing and tight-fitting caps. Bosson travels from city to city doing his work, passing whatever information he discovers through a series of local Iron Throne informants.
- Posetarik Woodlock (CN male elf F5/T5; Dex 18, Cha 18): A skilled painter, he is an occasional leader of caravans protected by the Iron Throne. With long red hair and an angular face, this handsome gold elf always seems to be looking just past the shoulder of whomever he is talking to. He is also a very graceful swordsman, and occasionally teaches the finer points of swordsmanship to the ruffians recruited by Krakosh's subordinates. He is very open and friendly, and only works for the Iron Throne because they pay him well enough to support him when he decides to spend a few months painting.

### Raw Recruits

- Joshto Wanner (NE human F3, Str 16, Dex 15): A long-faced man with many skull tattoos on his arms, he is the second-in-command of a group of caravan guards. Joshto has a strong survival instinct. If he thinks the battle is going against his group, he will cut his losses and attempt to retreat. He will hold a grudge against whoever is responsible for such a defeat, determining their identities and planning a surprise reunion. He is fond of racing horses.
- Sebendo (LE human Div2, Int 15): A pot-bellied man who has been intimidated into working for the Iron Throne, he acts as a message carrier and diviner of simple information (including appraisal and identification of items taken in raids by employees). Should he be confronted with physical threats, he is likely to confess whatever he knows (which is not much, given his inexperience and temperament). If this happens and the Iron Throne discovers it, his superiors will have him tortured and *geased* into obedience. Later encounters with the player characters will find him a greatly changed individual.
- Jikosstian (LE male gnome T1; Int 15): A crafty man with a growing business in small clockwork items, he also acts as a fence and smuggler for some of the stranger goods transported by the Iron Throne (such as *smoke powder* and some of the more exotic drugs). He keeps a small amount of gems on his person and a larger amount in a hidden place in his storefront, just in case he needs to make a quick exit and set up shop somewhere else.



- Crodan (CN male human P2 of Garagos; Str 16): A bloodthirsty maniac, he has a small home in Westgate but spends much of his time wandering the wilder parts of Cormyr and Sembia, recruiting bandits and mercenaries in the name of the Iron Throne. Crodan works for the Feet of the Iron Throne. Though has been called on by the Eyes at times, he is too unruly for their tastes.

## Methods and Activities

The three divisions of the Iron Throne operate semiautonomously. In general, employees of the Feet defer to equal-ranked employees of the Hands, who defer to equal-ranked employees of the Eyes.

For legitimate trade, the Eyes determine what goods are needed and which merchants have those goods, the Arms arrange the caravans to transport it, and the Feet guard the caravans when traveling. For illegal operations, the Eyes find where their competitors are destined, the employees of the Feet attack them, and a contingent of the Arms travels with the Feet to take over the liberated caravans.

Should any members of an enemy caravan survive (usually by fleeing the scene), the Eyes are responsible for checking nearby towns and villages for reports of the attack, and (if heard) disavowing allegiance to the bands responsible. Because of this risk, mercenary and bandit units are only used on caravans where the cargo is not especially valuable. The true employees of the Feet are well trained in hunting down every member of a caravan (and some even hire an Eye to assist the tracking). It is these latter units that may bear a token of the Iron Throne (as described in the Group Colors/Livery section at the start of this chapter).

In addition to attacking enemy caravans, units in the service of the Feet are set against small groups of Gondsmen (or their smaller temples) in search of *smoke powder*. This dangerous material is then sold on the black market in various ports in the Throne's territory. The Iron Throne has been known to hijack shipments of medium-quality weapons and sell them at relatively cheap prices to humanoids raiding out of Anauroch. Its members frequently receive shipments of contraband from the Unapproachable East, such as drugs and poisons, and they have infrequent but profitable contact with traders from Calimshan for similar goods.

Above all, the Iron Throne acts to preserve the illusion of honesty and fairness. Any agents that compromise that position are eliminated, enslaved, or exposed as liars, criminals, or cultists. Most of the Iron Throne's slaves are former employees or members of enemy caravans, all of whom are exported to places far from the Iron Throne's holdings, where their tragic tales can be dismissed as a poor slave attempting to find sympathy.

Persons who make claims against the Iron Throne are ignored, ridiculed, publicly pitied, refuted, enslaved, or assassinated—depending upon the influence, position, and believability of the spokesperson (note that assassins tend to

work for the Eyes more than any other part of the group). Quite often, any claims of illegal activity can be refuted with soothing words, a charitable donation, or distracting rumors. The Eyes of the Iron Throne are masters of misinformation.

Within the organization, the various merchants, soldiers, and information specialists usually do not know other members of the Iron Throne unless they work directly with them (such as part of a mercenary group or a hired group of priests). The leaders of groups (such as merchant families or guilds, military captains, and senior diviners) may not know other members in their own or other branches, but they can contact a lesser advisor or a person who does. The lesser advisors know all group leaders of their division within their particular geographical area, and most know a few group leaders within the other two categories in the event that a team needs to be assembled quickly.

## Employee Abilities

Employees of the Feet of the Iron Throne are trained in offensive and defensive group tactics, specifically those that are appropriate to caravans and road scenarios. Most warriors are specialized in their weapon of choice, and all are proficient in shortbow or some sort of crossbow. They are also trained in putting out fires quickly and rudimentary siege defenses (should they need to circle the wagons or find a defensive place to hole up during an attack).

Bandit and mercenary employees of the Feet receive some additional training, such that at least 10% have weapon specialization, most with bows or crossbows. Those that the group's trainers think have the potential to be full employees are worth such a long-term investment.

The employees of the Arm are generally charismatic and intelligent. The Iron Throne wants charming and friendly people organizing its caravans (most have the Diplomacy and Etiquette proficiencies) or, failing that, shrewd business owners that can squeeze a profit out of just about anything. All are literate, and most know at least two languages.

The employees of the Eyes are either mundane folk with an expansive web of contacts or spellcasters with access to divination spells. They tend to know a lot about local history, astrology, religions, languages, and other cultures. Wizards favor spells such as *charm person*, *clairaudience*, *clairvoyance*, *dream*, *ESP*, *magic mirror*, *magic mouth*, *message*, *sending*, and *whispering wind*. Priests favor spells such as *augury*, *charm person* or *mammal*, *divination*, *magic font*, *messenger*, and *reflecting pool*. Of course, both types of spellcasters relish the chance to use magic items that duplicate these effects (including *crystal balls* and *rings of human influence*).

The rare assassins used by the Iron Throne are hired for their discretion and stealth, and often anonymously. An assassin's ability not to be spotted or traced back to the Iron Throne is much more valuable than incredible fighting prowess; a poisoned blade in the dark is just as effective as a





well-placed backstab. The group's own assassins are skilled in moving quietly, hiding, and distraction, or have magic that accomplishes such necessities for them.

### Resources

Because they trade in arms and equipment, the full employees of the Iron Throne tend to have the best sort of equipment available, even in places where such materials are scarce. As the group has a number of wizards and priests in its employ, caravans have a surprising number of minor magic items, ranging from potions and protection scrolls to magical arrows and low-charge wands usable by any class. Most of these items are present to protect a shipment or eliminate a large number of enemy caravaneers without causing property damage (such as scrolls of *sleep*, or wands that cast *color spray*). Their monetary pay is slightly above standard, and part of their compensation comes in terms of equipment, training, and advancement opportunities. Potential leaders are promoted to lieutenant positions and have the possibility of becoming leaders of their own teams.

The more powerful members tend to have stronger ties to the infernal; many of the wizards in the group's employ have imp familiars or servants (through favors called in by Sfena). At least one or two have strange items such as a *lemure potion*—a crystalline flask that releases a lemur when broken, attacking the owner's enemies until slain. Most of the organization does not know of Sfena's existence or her

ties to Hell, however, and they assume that powerful wizards in the employ of the Iron Throne make these things.

The bandit groups hired by the Iron Throne use their own equipment but are paid well, and sometimes are given a few strange potions to enhance their fierceness. (These potions provide a berserker effect, giving a +2 bonus on melee attacks and a -2 penalty to Armor Class). Of course, the Iron Throne pays the bandits when they are in the city, and preferably within a tavern, festhall, or inn which the group owns. This way, some of that money circulates back into the group's coffers.

A merchant-coster member of the Iron Throne gives five percent of its net earnings to the organization every month, in exchange for protection of goods in transport. Should the merchant's shipments be captured by monsters or bandits, the Iron Throne compensates them for the losses after magical verification of the events. Employees of the Eye earn a salary commensurate with their abilities, varying by how often their services are needed and by how reliable they are.

### Areas of Operation

The influence of the Iron Throne permeates Cormyr and Sembia. The group's trail-runes mark many routes through these countries, and little of the trade the group is interested in avoids its watchful eyes. The group has a strong foothold in Hillsfar, Starmantle, and Tantras, with a respectable presence (at least four agents) in Westgate and select cities in Impiltur and Thesk. While the Iron Throne concentrates on the Heartlands, the group has been discreetly placing agents in cities such as Waterdeep, Baldur's Gate, and Calimport, mainly to learn of any new opportunities. These agents operate out of their own homes (or rooms, as the case may be), since the Iron Throne wishes to keep a low profile in these areas and will not justify the expense of setting up safehouses at this time.

Sfena and the advisors spend most of their time in Suzail, where they have an office above an expensive restaurant. They have a secondary base in Selgaunt that uses a classy festhall as a front. The advisors occasionally travel outside of the Cormyr-Sembia region, but they prefer to rely on their underlings to give reports rather than risking themselves. Their major area of influence is Cormyr and Sembia, and for now, they plan to keep it that way. They fear that should they grow too quickly, they may attract undue attention.

### Allies and Enemies

The Iron Throne's nature as a respectable-yet-covertly-illegal organization creates some interesting situations. The Zhentarim have been known to attack caravans protected by the Iron Throne, and yet the Iron Throne occasionally has cooperated with the Zhents by jointly attacking especially powerful foes and by exchanging valuable information. The group's caravans are sometimes attacked by humanoids, but they supply other humanoid tribes with weapons. (It is



possible that these attacks are a result of misunderstanding, rogue tribes, or because the Iron Throne caravans have wandered too far from their "safe" paths of travel.) The group has been banned from Cormyr at least twice, and yet its secret base of operations is in the heart of Cormyr's capital. Shadowdale, Mistle Dale, and Tilver's Gap have refused to work with the Iron Throne, yet other Daleland communities closer to humanoid lands relish the quality weapons the Iron Throne offers.

The group does have some long-term allies. Certain groups of Garagathans have allied themselves with the Iron Throne, relishing the opportunity to attack and plunder caravans. The coastal members act especially friendly to priests of Umberlee in order to ensure safe passage for ships carrying goods for the Iron Throne. Finally, Krakosh and his family have worked out their differences, and he gets along agreeably well with them, although they do not know of his association with Sfena or that the mercantile group he's working for has any criminal ties. Krakosh can call upon them should monsters in the Sea of Fallen Stars (his first home) become a threat to shipping. Even a few Red Wizards of Thay have disguised themselves as locals and joined the ranks of the Eye to promote trade across the Inner Sea. The group also has allies among the smugglers of Baytown and the Pirates of the Falling Stars.

The Iron Throne is hesitant to spread southward because of the influence of the Shadow Thieves in Amn. While their interests only overlap tangentially, the Shadow Thieves are powerful enough in that land that if that group chose to make trouble for the Iron Throne, it could easily do so. Fighting a covert war in the home territory of the Shadow Thieves is something the Iron Throne prefers to avoid.

### Status Quo

Recently, the Iron Throne's activities have begun to annoy Cormyr again, and certain members of the royal family are mumbling about banishing them once more from the borders of the land. Ritchar has suggested assassinating one of the minor nobles making such statements, but so far, Sfena has counseled caution. Instead, she plans to cut back on the number of raiding groups and instead focus more on the group's legitimate activities in that nation. She also has directed Ritchar to have his agents recruit more adventuring companies in the Heartlands, preferably those with paladins or priests of good gods, and have them protect shipments not only Iron Throne shipments, but those of competing interests as well.

This goodwill gesture is actually part of an attempt to bring these other merchants under the influence of the Iron Throne. The merchants in question were already close to joining the Iron Throne, and the presence of expensive adventurers acting as guards is not only a status symbol but evidence of the Iron Throne's power and prosperity. Sfena will then arrange to have these caravans attacked by token

forces of bandits or humanoids in order to let the adventurers show their strength and have the caravaneers see the benefits of being guarded by the Iron Throne.

Meanwhile, Maready's agents have heard that a large shipment of *smoke powder* weapons are going to be transported from the temple of the Wonderbringer in Tilverton to Aglarond, in order to outfit some of that nation's soldiery against the Red Wizards. Naturally, the Iron Throne leaked this information to its Thayan allies, who promised to pay handsomely if proof could be delivered that this material was destroyed in transit. The Iron Throne plans a calculated strike against this caravan, using specially trained warriors and hopefully some sort of weather magic to bring a hard rain, ruining any *smoke powder* used against attackers.

The druid Seecher has been under increased pressure from his rural druid allies. Warring humanoids in the Goblin Marches have been setting great fires in each others' territories and salting the earth as they retreat. The druids are calling upon Seecher to increase their funding and support to prevent this destruction, but few people in the city seem interested in saving some wild scrublands. He is tempted to ask his superiors for help but suspects that he will get a similar reaction from them. He may turn to outside groups to stop the goblins' practices or drive them away long enough to give the druids time to repair the damage.

## Rundeen

A.K.A.

The Safe Coin, The Trader's Friend, Tradesmen; Rulnadeen, Rulndiin.

Group Mark:

When the Rundeen uses a symbol, they prefer a coin with a nail driven through it (either an actual coin and nail or an image of the pair scratched or drawn on a surface). They also have a secret signal for recognizing each other: one's wrists are crossed over the chest with the hands clenched into fists.

Group Colors/Livery:

The Rundeen do not have any standard livery, although most of the members like to show off their wealth and are usually heavily bedecked in jewelry unless that draws inappropriate attention.

The Rundeen controls most of the shipping ports and caravan trades along the southern coast of the Shining Sea. In addition to its financial control, the group also uses piracy to enforce its hold on sea-going business, and has at least one group of assassins ready at all times to eliminate threats to its organization. The Rundeen also dabbles in slavery, despite the actions of antislavery groups. The group also hates the Harpers for losses the Rundeen suffered at the hands of Those Who Harp just over twenty years ago.



## Goals

The goal of the Runden is monopolistic control over trade on the southern coast of the Shining Sea, from the Dragon's Neck peninsula in Tethyr to Chult. Rather than using threats and intimidation to get its way, the Runden offers enticements to join the organization and rewards members with benefits derived from being a part of the group.

As the Runden lost control of Calimport and Almraiven due to the unification of the Calishite cities in the past ten years under Syl-Pasha Pesarkhal, it has been working to restore its monopoly along the Shining Sea as well as on the Chult peninsula. Furthermore, the group has an old feud with the Harpers, and will attack or hinder that group whenever the opportunity presents itself. The Runden is not interested in political power other than what is peripherally acquired from the control of trade; the group's interest is purely financial.

## History and Motivation

Most theories about the origin of the Runden begin with an analysis of the group's name. *Deen* was a word for coin during Calimshan's Shoon Imperium, and *ruh* was a dwarven word with an approximate meaning of "safety from fear of theft." The group that used this name (or precursors of it that appear in old records, such as *Rulnadeen* and *Rulndiin*) was a Tashalar mercantile organization that came into being late in the Shoon Empire. Its cargo ships were heavily armed and usually supported by faster military craft; these attacked all rival vessels in a preemptive effort to protect its own shipping interests. Its aggressive defense of its business allowed it to vault to a superior position among the trade merchants despite the added costs of using such security methods.

The history of the Runden is closely tied with that of the Knights of the Shield. The Knights, a group of spies and mercantile agents, formed a network of information and trade alliances in Tethyr and Calimshan. When Calimshan's influence reached as far south as Chult, the Knights extended their reach to grasp at the new markets in those locations, but were rebuffed by a local merchant consortium—the Rulnadeen. No fools, the Knights investigated how the Rulnadeen operated and found that defeating them by force of arms would be much more difficult than agreeing to the group's terms of membership and joining its southern competitors. Many Knights, some of whom had years of experience in realms the Rulnadeen had never considered, quickly rose to positions of influence. Meanwhile, the Rulnadeen used its contacts with the Knights to establish a foothold in Calimshan.

When the Shoon Empire fell, the Knights saw this as an opportunity to seize even more mercantile power for themselves. They pushed to take over the highest positions of leadership in the Rulnadeen in order to control all of the Shining Sea coast. However, the Rulnadeen had its own ideas to fill that power vacuum. It resented the attempts by

its northern allies to take over the group. The leaders of the Rulnadeen confronted the Knights and gave them an ultimatum: sever all ties to the Knights and become fully loyal to the Rulnadeen, or leave the group entirely. Most Knights chose the latter option, but Calimshan was already falling under the influence of the southern mercantile consortium.

When the Shoon Empire fell in the Year of the Corrie Fist (450 DR), imperial soldiers were no longer present to keep the peace between the mercantile factions or protect against pirates. Shortly before the fall of the Shoon Empire, the Rulnadeen leaders had realized they could earn greater profit with less work by offering affiliate memberships in exchange for dues. Seeing the political turmoil as an opportunity to increase its own power in the area, rather than continuing its assaults against all other traders, the Rulnadeen offered shipping protection to anyone that agreed to give it a portion of profits. Most competitors concluded that losing a portion of their profits was better than losing everything in attacks from the Rulnadeen, and agreed; those who refused quickly found themselves unable to conduct business in the face of the growing fleet of Rulnadeen ships and its allies. Soon the Rulnadeen was the only group able to sail with any degree of safety. It was thus able to allocate many mundane voyages to other companies while taking the riskier and more profitable ventures for itself—a practice that continues with the modern Runden. (Over time the name of the group evolved into a simpler form out of convenience and thanks to people outside of the group mispronouncing it.)

For example, most merchants and traders would have a difficult time organizing trade between Calimshan and ports on the Sea of Fallen Stars or the halfling lands of Luiren, but the Runden have extensive contacts throughout Faerûn and undertake such profitable missions with regularity. Eventually, the Runden had a monopoly on all trade entering or leaving the ports in Calimshan and the Chult peninsula.

With the increase in its power, other groups in Faerûn became aware of the Runden. Many good-aligned groups sought to break the Runden's hold on the ports, but the Tradesmen were able to repel these attacks or divert them to rivals. Finally, in the Year of the Bridle (1349 DR), the Harpers succeeded in killing three of the Runden leaders and nearly fifty lesser agents and representatives; this succeeded in breaking the Runden monopoly in Chult and disrupting its activities in Calimshan to a lesser extent. To avenge this attack, which the Runden calls the Treacherous Stab of the Harpers, the Runden has declared no quarter upon the Harpers; any who are caught are interrogated and executed.

After the Treacherous Stab, the Runden began changing the way it interacts with the politicians in its "lost cities," taking a more active and visible role in showing its influence and desire to regain control of its former havens. These actions include creating mercenary bands of adventurers to explore ruins and combat the group's enemies on the land,



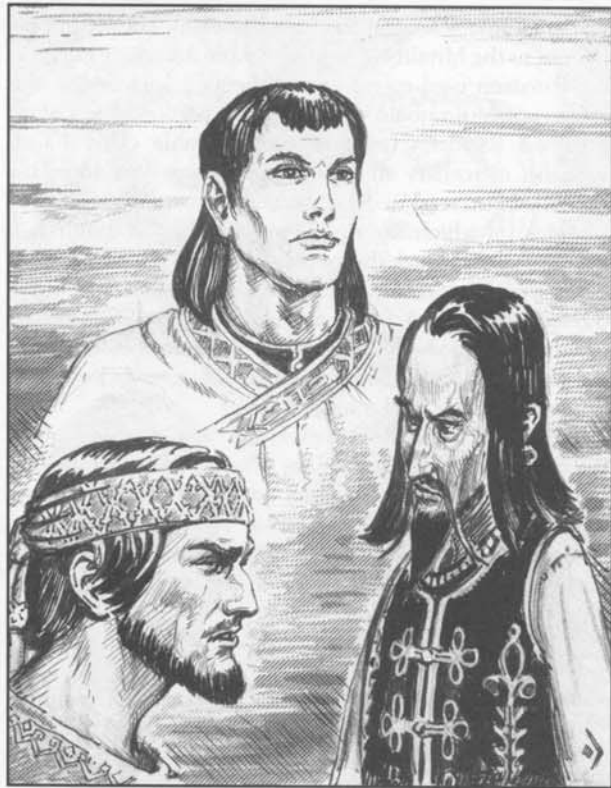
soliciting pirate attacks upon competitors, and seizing control of businesses associated with trade (including ship-builders and suppliers of raw materials) in order to lock out competitors.

### Organization

The Runden is an informal organization. Any businessman or organization with ties to shipping, caravans, or trade is likely to be approached by the Runden and offered a contract. As part of the contract, the business gives five percent of its total earnings to the Runden every sixmonth. In exchange, the Runden offers protection against pirates and raiders for ships and caravans, reduced rates for materials and goods (if purchased through an ally of the Runden—and the discounts on wagons and ships alone makes it worthwhile for most), and preferential treatment in the many ports controlled by the Runden. Of course, should the businessman be unable to pay in full the dues owed, at the next time of payment they are required to turn over twenty percent of that sixmonth's earnings. After a year of incomplete payment, the Runden becomes a full partner in the business and takes half of the gross earnings every sixmonth. If that amount cannot be paid, the Runden has the option of buying out the business for the amount owed by the original owner. However, the group's normal procedure is to keep the current owner on salary and take most of the profits (up to seventy percent). The strategy raises fewer questions than would establishing a new owner.


The hidden inner circle of the Runden is a group called the Yrshalem (coin collectors; used as both singular and plural). Each of the five Grand Yrshalem has an area of specialty: caravans, raw goods, slaves, ships, or moneychanging and loans. They split the responsibilities and profits from these five divisions and often assist each other when unusual circumstances increase the amount of work in a particular field. While Calimshan is a male-dominated society that sees little use for women outside of the home, in the history of the Runden there have been many female Grand Yrshalem. Several Grand and First Yrshalem have been left anonymous, for DMs to design and develop on their own.

Serving the Grand Yrshalem are the fifteen First Yrshalem. These are the primary organizers and managers of the many holdings and monetary fortunes of the Runden. Three First Yrshalem serve each Grand Yrshalem, and divide their responsibilities within their superior's part of the Runden. The first handles money, the second personnel, and the third physical assets and costs. There have been far fewer women as First Yrshalem, but still in greater numbers than would be expected for the region. The First Yrshalem operate mostly in secret, but are known by name to the more influential and wealthy members in the lower ranks of the Tradesmen. All are former low-level members of the organization (either paying members or employees) that advanced through the ranks and eventually gave up their independence for the



ability to work in the inner circle of the Runden, where the greatest profits are made.

Below the First Yrshalem is the Mitalibbar (wealth watchers), a Runden agency responsible for collecting membership payments. Employees of the Mitalibbar are called mitalib (watchers); every port and caravan city south of Lake Weng in Amn has at least one of middle or high rank. The ranks of the mitalib were originally named for Tashalan coins, but they adopted names of Shoon Imperium coins when the group's operations moved to Calimshan. The highest-ranked mitalib are called nirdey, the middle ranks are tardey, and the least of the mitalib are cardey—for a platinum, electrum, or copper coin respectively. As with the coins, multiple nirdey are nirdeen. The merchants and other members of the Runden give their membership fees to a nirdey, who usually is the highest-ranking Runden agent they know. These agents are also responsible for watching creditors of the Runden as well as mercantile rivals and outside meddlers such as the Harpers or even the Shadow Thieves. In terms of underground political power, a nirdey is effectively a pasha of the city, although some nirdey are senior to others. To add to the confusion, many true pashas in Calimshan are secretly working for the Mitalibbar. The nirdeen each serve one of the First Yrshalem triads (depending upon which group is strongest in that city) although they obey orders from any First or Grand Yrshalem if called to do so.



Other groups serving the First Yrshelem, but technically inferior to the Mitalibbar, are the various subsidiary groups of the Runden used to enforce its dictates. Included in this category are the noble families that have long been allied with the Runden (such as the Vyndahla clan of Calimshan), mercenary and adventurer groups (including the Clenched Fist, used to delve dungeons or as enforcers), elite assassins (of which the twelve-member Fist of Runden is greatly feared), loyal thieves (particularly the Many Long Arms, which has many members but only works in groups of three or four to steal, frame, and gather intelligence), pirates (such as the Bloody Buccaneers, the Scimitar of Fire, and the Sea Reavers), and large numbers of semi-independent thieves, enforcers, and smugglers.

Finally, there are the countless individual members of the Runden: individuals or families of merchants, shipbuilders, caravaners, moneylenders, and owners of other businesses in which the Runden is involved. These people carry no titles and little weight within the organization until they have served for many years or been responsible for generating substantial profits.

### Chain of Command

- Zuras el Ireen (LN male human T7; Int 15): The Grand Yrshelem of Ships is a quiet but hard-looking older man who was once employed as a pirate by the Runden. Over time, he grew bored with life on the sea and asked to join a shipping business. He worked his way into the upper tiers of that business over a course of five years and then used the knowledge he had gained to build a similar operation in another city with the approval of the Runden. His skill at business and ties with the pirates allowed him to take over a good portion of the shipping trade in that city. He has all but retired from his business now, leaving it to his heirs, and now controls all shipping for the Runden, having been selected for this post in the Year of the Prince (1357 DR) when the previous Yrshelem of Ships died of old age. He is always on the lookout for new ship designs and new trade routes. Most of the subsidiary pirate groups are under his control, and he coordinates their activity to produce exactly the sort of reaction he wants in Runden competitors.
- Rafi al Shuree (LN female human T6; Int 16): The Grand Yrshelem of Caravans, this middle-aged homely woman speaks quietly and rarely draws attention to herself. The daughter of a merchant, she was unable to find a husband due to her below-average looks and meager dowry. Rather than live a life of loneliness in her father's home, she arranged for one of her loyal slaves to impersonate her while she escaped and joined a group of adventurers. Her travels in barbarian lands such as the Dales, Cormyr, and Sembia educated her in the paths that caravans take and the demand for Calishite items, and when she returned to Calimshan she adopted a secret identity as Rahimat yi

Manshaka, outspoken trader and caravaner. After two years, "his" business won the notice of the Runden, who offered membership. Rafi/Rahimat accepted the offer and established many contacts between Calishite merchants and buyers in the northlands. After two years of working with the Runden, "Rahimat" successfully petitioned the house of Shuree for a marriage to "Rafi," claiming that he "wanted a wife that no man would try to steal." This allowed the true Rafi to take into her employ the slave woman who had loyally impersonated her in the years she was gone. "Rahimat" eventually became a *nirdey* of Manshaka; it was at this time that she explained the ruse about her gender to her superiors. Her skill at pulling off such an audacious act impressed them so much that she won her current spot on among the Grand Yrshelem two years later in the Year of the Bow (1354 DR). Only the other Grand Yrshelem know of her true identity; all others in the organization know her as her male persona.

Rafi would like to see the end of Grand Yrshelem Saibhon, since she considers the man and his habits to be unnecessarily ruthless and repulsive. However, she considers outright murder distasteful and has resigned herself to tolerating his presence, although if some strong of errors on his part left him weakened politically within the Runden, she would push for his removal.

- Saibhon el Bhiras (NE male human F8; Str 16, Int 15): The Grand Yrshelem of Slaves is a cruel middle-aged man with a scrutinizing eye for strong backs and comely faces. His father led a company of slavers called the Ice Chain, and Saibhon joined his father's band at age fourteen, learning the operation of a slaving ship and landbound slave-raiding parties. When his father was slain by a Shadi'ar nomad's arrow, Saibhon fought the senior slavers for control of the company; only the grief at his father's death and possession of the dead man's *frost brand* allowed him to keep them at bay. Over the next few months he won the loyalty of a majority of the younger slavers in the company, and with their support cemented his position as the head of the Ice Chain.

Saibhon was a generous employer and possessed a gift for determining which prisoners would survive the long journey back to Calimshan. When some of the older members of the group began to make noises about retiring, he used some of his own savings to establish a festhall in Calimshan for each of them. Saibhon still retains a thirty percent interest in these businesses. His talents and drive caught the attention of the retiring First Yrshelem of Slaving and he took that position in the Year of the Wyvern (1363 DR), giving control of the Ice Chain to his best friend in exchange for thirty percent of profits. The previous Grand Yrshelem of Slaves retired in the Year of the Gauntlet (1369 DR), and Saibhon has been spending the time since his promotion tinkering with the slaving operations of the Runden to



see if he can squeeze higher profits out of them. He has a fondness for the more controversial sort of festhall and has been known to leave his companion for the evening beaten and bloodied when he is finished.

- Husuf yn Harun el Halid (LE male human T4; Int 15 Cha 17): Nirdey of Calimport (Emerald Ward), he is a very handsome man known to most as the heir of a wealthy Calimport moneylender. He throws extravagant parties at his beautiful home and is rumored to be bankrupting his father's business with his spending. However, Husuf is independently wealthy because of his association with the Rundeen. He has spent most of his adult life working for them in some capacity. In the Year of the Banner (1368 DR) he became nirdey of the Emerald Ward. His wealth and looks make him a rival of Nasim yn Nasim el Pesarkhal (nephew of the syl-pasha and sultan of the Emerald Ward). Husuf enjoys the competition greatly, since he is aware of the syl-pasha's desire to remove the Rundeen from Calimshan.
- Jafar el Uabar (LE male human T2): The nirdey of Volothamp is a skinny caricature of a man with elongated features and carefully oiled black hair. Recently estranged from his uncle Tulmon (a wealthy pearl diver—see *Empires of the Shining Sea* (TSR# 9561)) over disagreements about the family business, he has embraced his friends among the Rundeen in an effort to keep himself at his current, comfortable financial level. Jafar administers contacts between merchants and dabbles in smuggling, which often puts him in contact with Syan yn Asraf al Derak yi Volothamp (see the Knights of the Shield section elsewhere in this book). Jafar greatly dislikes the "Gem Caleph" Adnan el Huzal of Volothamp and would like to see him deposed as ruler of the Pearl Diver's Guild. Jafar sees this as a way to reconcile with his proud uncle and is considering asking some of his Rundeen contacts about the use of assassins.
- Daudon yn Saibh el Yakan (LN male human, F7; Str 16, Con 16): The nirdey of Memnon is a tough man just entering middle age. He worked for many years as an enforcer, mercenary, bandit, and bodyguard for several members of the Rundeen before deciding that he was getting too old and asked for a job in which he could settle in one place. He now works as a contact for caravans going north from Memnon and mercenary groups watching that region for non-Rundeen targets. His long association with mercenaries and enforcers has given him a good reputation among those groups, and if any of them have a problem it is he that they call upon. Daudon sometimes solicits adventuring groups to complete minor missions for the Rundeen.

### Rank and File


- Kalil yi Tulmon (NE male human, F4; *ring of invisibility*): The first mate on a pirate ship that often attacks ships



leaving Almraiven, Suldophor, and Theymarsh, Kalil is outgoing, friendly, and ruthless when it comes to his work. He promises to spare people on the ships he attacks and then dismembers them in front of their fellows. His only loyalty is to the Rundeen (not necessarily the ship's captain), and he sometimes gets transferred to other ships when they feel that a merchant in a particular area needs to be taught a lesson.

- Nurih yr Catahra al Suhal (LE female human, 0-level): Nurih is the shrewish wife of Fahid yn Nur al Suhal, a prosperous but cowardly moneylender in Teshburl. Fahid inherited the business from his late brother but lacks all business sense. Fortunately, his wife has a good mind and runs it in all but name, collecting several outstanding debts left in the wake of her brother-in-law's death. As Teshburl sees much foreign coin from the many sailors stationed there, moneychanging is a profitable profession, as is lending money to sailors to cover their gambling debts. Nurih joined the Rundeen in the Year of the Wave (1364 DR) and is often called upon to convert large amounts of foreign currency brought in by trading outside of Calimshan; doing it here attracts less attention than doing so in Calimport. Nurih's younger sister Melek is married to Roffas Calindor, a Tethyrian Knight of the Shield.
- Sarsor "the Rope" yi Tashluta (CE male yuan-ti pure-blood; 7 HD, *dagger* +2): An enforcer for the Rundeen, he is not truly from Tashluta, but the Black Jungle. He got





his nickname for his bizarre ability to twist his body into painful-looking shapes, which he uses when grappling people he is hired to restrain or punish. Thought to be a contortionist from the southern peninsula, Sarsor is actually a member of the Se'Sehen tribe of yuan-ti in Tashalar, one of the many yuan-ti investigating the human lands with the help of the Runden. Other than his strange limberness, he appears completely human, although he rarely eats anything other than meat. Only the Grand Yrshelem know of his true origin (Sarsor is a human name similar to his actual one). Most members of the Runden are told that he hails from Tashluta.

- **Bollus "Copperteeth"** of Calimport (N male human T1; *bracers of defense AC 8*): Owner of a caravan company in Westgate, he specializes in trips to and from Calimport. He has lived in Westgate so long that he has adopted his nickname and dropped his family and house names for simplicity. Copperteeth works with local merchants to consolidate small shipments of items into larger caravans. He's known as a shrewd but fair bargainer. He has an odd predilection for copper; his magical *bracers* are made of the stuff, most of his other jewelry is adorned with copper, and he has had four of his top teeth replaced with a hard copper alloy. His nickname refers to his teeth, or perhaps to his ability to haggle a trader out of the very last copper they are willing to spend.

### Methods and Activities

Members of the Runden spend much of their time watching. They watch caravans for protection, roads for safety, the seas for rivals, the marketplace for popular items, the merchants for prospects, and lesser members for deception. Other than intervening to protect one of their business partners or to assault a rival caravan or ship, they are slow to act, taking into account all aspects of the target before making a decision.

Of course, the Runden does not invite just anyone into the fold. First, prospective partners have to be involved in one of the trades in which the Runden specializes. Second, they need to be shrewd, successful, and efficient at running their business. Third, they have to control a large enough operation to justify the attention of the Runden; a minor moneylender in Schamedar with accounts no farther than *Manshaka* is not worth the Runden's time. If the same moneylender conducted business in *Memnon* and *Myratma* however, it is likely that he would be ambitious and wealthy enough to interest the Runden. Should a business meet all three of these criteria, information on its owners passes up through the ranks of the *mitalib* to the appropriate Grand Yrshelem. It is that Grand Yrshelem's decision to offer membership in the Runden or ignore the request; those businesses that refuse are often considered again at a later date—or eliminated as rivals in favor of a Runden partner. After a few incidents like these, most business owners

consider refusal carefully, although especially stubborn ones may lose their lives or simply disappear.

The Runden schedules the payments owed by its partners so that several accounts come due every month, rather than having a flood of payments at the beginning and middle parts of the year. Partners are expected to approach the Runden when payments are due, as it is considered rude to force the *Tradesmen* to come collecting the money they are owed. The partner brings the payment to his *nirdey* or to a designated *nardey*, who counts it, records the amount, and distributes it. Should the payment be less than the full amount, the partner is given a *tenday* to come up with the remainder, after which time he is considered to have defaulted on their dues. This information makes its way to the Yrshelem, and the partner is notified of the new payment requirements.

Should a partner neglect to call upon the *mitalib* to make his payment, a *cardey* is sent to remind him of his responsibilities. The partner has until dusk the next day (regardless the time of the *cardey's* visit) to come to the *nirdey* and pay his dues. Should the full payment be made, no stigma is attached to that partner and business proceeds as normal. If the partner does not pay by dusk, a group of enforcers is sent to cause some minor damage to the owner's home. If a *tenday* passes and still no payment has been made, enforcers are sent to accost the owner and chop off one finger. No further against the owner are taken, and the partner and the Yrshelem are notified of the default.

Should a partner default three times and the Runden exercises the option to take over the business, the owner thereafter earns a salary commensurate with the revenue from the business, and all other profits go to the Runden. If a partner tries to flee rather than paying dues, the Runden sends trackers to find him. Given the nature of the group's businesses and its long reach, seldom are more than a few *tendays* needed to find the debtor. At that point they are rendered mute by removing the tongue, and sold into slavery.

The pirates working for the Runden operate straightforwardly. They receive messages from their superiors (via magical or mundane means) about which ships should be attacked, and where to find them. The Runden keeps track of which competitors are sending ships with valuable cargo or important passengers; those that are worth the time become targets for the pirates. Depending upon the intent of the Runden, the pirates harry, board, or sink their chosen targets, never exceeding the amount of action directed by their superiors for fear of reprisal. Even if a ship manages to escape a pirate attack (whether or not that was the intent of the Runden), these raids often convince the owners to throw in with the Runden or choose alternate shipping routes. Runden-sponsored bandits operate in the same manner as pirates, except that they do so on land.

Runden slavers focus on *Shaar* and *Tashalan*, raiding coastal villages and sending groups inland to seize native peoples. As the Runden pirates have standing orders to



attack any other slavers returning from either of those regions, slaving raids by Calimshan's navy or independent merchants are far too risky, and so the Runden maintains dominance in this despicable trade.

### Runden Abilities

Little standard training exists for Runden members, although certain skills come in handy, and clever employees learn them to be more effective at their jobs. The following typical abilities are in addition to those common to that sort of character (so a pirate will also have Sailing, Rope Use, and perhaps Navigation). Most Runden pirates have the non-weapon proficiencies of Heraldry (their knowledge is more of styles of dress and ship design or adornment than images on shields, though many nobles' vessels fly their family crest) and Appraising to better loot a sinking ship. Caravaneers often learn Tracking and Direction Sense, and they usually are familiar with the Local History of the places through which they travel. After six months, partners and members of the organization learn a form of the Etiquette nonweapon proficiency so that each recognizes other (and senior) members of the organization without giving offense.

### Resources

Members of the Runden carry no sort of standard equipment. At the lowest levels of the group, they are all nearly independent specialists in different fields, and at the highest levels, they do little physical work, relying upon their finely honed wits and knowledge of business and trade. Those who do rely on equipment (including even ships or wagons) have excellent-quality gear, supplied by Runden-owned businesses at a discount.

### Areas of Operation

The Runden's power is centered in Calimshan. The Runden controls nearly half of all shipping and trade throughout that nation, with some areas being more firmly in their grasp than others. They also have a strong presence in Chult and Tashluta, although the relatively uncivilized nature of those regions makes them less interesting now that the group has entrenched itself on the northern coast of the Shining Sea. The group has agents in every major trading port in Faerûn, although this does not mean that it has the power to enforce its monopoly there, only that it can acquire goods from these regions without too much trouble. The group's growing interest in and ties with the Knights are providing a firmer grip on cities in Amn and Tethyr.

The Yrshelem have bases in Memnon, Calimport, and Manshaka, choosing a different base each time they meet for added secrecy and protection against the inevitable spies of the syl-pasha. They direct the activities of their inferiors from these secret bases, allowing the mitalibbar to have autonomy over routine matters.



### Allies and Enemies

As the group desires little but profit and preservation of its markets, the Runden has few enemies that are large enough to warrant any sort of open hostility. The Iron Throne is a rival simply because they are both mercantile powers. The Harpers, however, earned the enmity of the Runden with the Treacherous Stab, and any known Harpers or Harper bases are always quickly eliminated; the Runden keeps several bands of mercenary adventurers active just for that purpose.

The Runden is powerful and established enough to not need any strong alliances to maintain its power, either. The group is becoming increasingly friendly with the Knights of the Shield because of the mutual benefit and great opportunities presented by such an alliance. The group's ties with the yuan-ti in Tashluta are more of a mentoring effort than an alliance, although the Runden would not be so callous as to point this out to its scaly neighbors.

### Status Quo

At this point, the Yrshelem are considering a full alliance with the Knights of the Shield. A not-insignificant number of the group's agents have become Knights, and while the Runden retains some residual suspicion about the rival group that once tried to take them over, the lure of profit is strong. The Knights may be useful in gaining the Runden entry to the lands on the north coast of the Shining Sea, and





if the Knights are willing to become partners with the Rundeen to avoid piracy in the south, that means more immediate profits for the Tradesmen. If an alliance is to be made, the Rundeen will be careful to make sure that no Knights are allowed access to the ranks of the Yrshalem. The members of the Rundeen fear another takeover attempt. Given the group's noted patience, any alliance the Rundeen accepts may not be implemented for two or more years, although the plans for it will be debated greatly by both sides for some time.

The Rundeen is carefully watching Syl-Pasha Pesarkhal. They know he is a ruthless man who wishes to consolidate all political, criminal, and mercantile power into his own grasp. The Rundeen are an obstacle to that goal. As always, the group waits patiently to see how he tests the borders of its influence. Should he become too troublesome, the group may offer him a partnership (unlikely, given his habits of slaying those who are no longer useful to him) or attempt to have him assassinated. The Yrshalem are at an advantage in that their identities are secret, while his is not, so any retaliatory attempts against the Rundeen are unlikely to affect them personally. Furthermore, threats on the life of the syl-pasha may convince him that the Rundeen is simply too big for one man to destroy, and therefore should be left alone.

The news of profits from Maztica has generated some interest from the Yrshalem of Ships. However, the risks inherent in that journey would affect Rundeen pirates as

well as ships laden with cargo, and at this time the Grand Yrshalem are unwilling to risk losing equipment and personnel until the trip has become safer. This has not stopped the group from approaching the few members of the Shadow Thieves known to them with offers of minor trading rights to the south of Amn in exchange for information and access to Maztica. These offers have so far been refused. The two groups have few interests in common, and the Shadow Thieves consider the Rundeen a barrier to its ability to work in Calimshan.

Another interesting twist is the presence of the "Sythillisian Empire" that has taken over southern portions of Amn. The Rundeen normally does not work with humanoids or such large numbers of military units, but would consider making an agreement with the ogre magi leading the army. In exchange for a portion of the riches looted from Murann or any other Amnian coastal locale, the Rundeen would blockade those same ports to prevent the treasure-laden ships of Amn from escaping. Tethyr would act as a buffer state against retaliation by the Shadow Thieves, and the presence of an allied nation north of Tethyr would also give the Rundeen a base of operations without having to become more involved with the Knights. Whether the Yrshalem consider the ogre magi trustworthy enough to keep such an agreement is another matter entirely.

In the past year, many yuan-ti have joined the ranks of the Rundeen. All hailing from the predominantly neutral





evil yuan-ti tribe of Se'Sehen in the Black Jungle of Tashalar, they are learning about how the humans organize themselves and trade for foreign and valuable goods. The Runden encountered Se'Sehen representatives during a slaving raid. The reptile-men fended off blows from the slavers until the humans listened to their questions. Pureblood ambassadors from Se'Sehen traveled back with the slavers and spoke to the mitalibbar of Calimport, who passed the message on to the Yrshelem. The Yrshelem were intrigued with the opportunities of working with the yuan-ti and agreed to a conditional alliance: the yuan-ti would provide exotic trade goods (and possibly magical lore) in exchange for slaves and the opportunity to work with and study human Runden agents. Eventually this relationship could develop into a normal trade alliance if the yuan-ti use the knowledge they gain to revitalize their culture and become producers of goods.

## Aurora's Emporium

**A.K.A.** Aurora's, Aurora's Whole Realms Catalogue, Aurora's Realms Shop

**Group Mark:** Aurora's employees and shipments made to her shops and warehouses bear a symbol of an attractive woman's face set in a circle; this face is presumed by many to be Aurora's own (although few have seen her and reports differ on her appearance). This symbol is pressed into the waxen seals of the packaged items her shops sell, and painted upon its containers. Persons usually bear the symbol on a brass and silver badge.

Aurora's Emporium provides luxury and exotic goods to its shops in cities across Faerûn; clients custom order items out of a detailed catalogue. The Emporium relies on magic to move their goods to the stores—a practice that keeps these valuable items from becoming targets for thieves. The Emporium gives refunds should the merchandise be unacceptable to the buyer.

### Goals

The Emporium's goals are threefold: 1) Acquire quality goods at reasonable prices, 2) Make these goods available to interested parties at a reasonable profit, 3) Uphold the name of Aurora's Emporium as an honorable business with satisfied customers. These three points are the foundations of Aurora's business, and she dismisses any employee who she thinks does not have all three goals in mind. Buying poor-quality goods, inflating prices, or dealing in illicit materials are all activities for which Aurora has no tolerance.

As long as the Emporium continues to be prosperous, its founder is satisfied. She established this business as a unique way to utilize her talents and keep herself busy after she retired from adventuring. If she should grow tired of the work

or find that the Emporium is continually operating at a loss, she would scale back operations, closing down the more remote stores or reducing the number and types of merchandise offered. She does this for fun and not out of capitalist interest.

### History and Motivation


Aurora was once an adventuring sorceress and part of a well-traveled group of explorers. She traveled through most of Faerûn, from Icewind Dale to the jungles of Chult, from the Sword Coast to the fringes of Kara-Tur. Everywhere she went, she marveled at the differences in food, culture, and luxuries enjoyed by the people she met, and was intrigued by the fascination her bard companion engendered in a Faerûnian audience when he spun tales of such things.

After the group parted and she settled down years later, she sought a way to keep herself busy, yet still entertain her sense of exploration. So Aurora's Emporium was founded. Once little more than a small shop in Waterdeep that was open a few days every month when she returned from her travels with strange goods, it grew into a multilegged international business with agents in more remote and strange parts of the world than even she had ever visited. Pleased with her company's success, Aurora is always looking for new and interesting items that can be brought to her warehouses for distribution across the world.

### Organization

Because of the ease of magical transport, Aurora still runs the Emporium like a small business. In addition to herself, she has an assistant to handle the routine matters and an accountant-wizard who runs the central warehouse. The remote scouts, store clerks, and service mages report to her or her assistant, who also receives any updates along with goods shipped to the stores. The clerks hire the guards who protect the stores; warehouse workers report to the master of the warehouse. All employees receive their payments monthly via the same distribution network used for the goods, except the more remote scouts who are usually well stocked in local currency and file monthly reports on their expenditures for reimbursement.

- Aurora of Waterdeep (LG female human M16; Int 16): Owner of the business, she is a friendly woman of medium build who bears a resemblance to the image on the group's seal, although she now appears to be in her early forties. She has several magic items from her adventuring days, but rarely uses them, focusing more on things that are useful in running her business (such as *eyes of minute seeing*, which allow careful scrutiny of potential catalog items, and a *mirror of mental prowess*, which lets her stay in contact with her agents without using her own spells).
- Jhegaan the Maestro (NG male half-elf B11; Cha 16): Jhegaan is a member of Aurora's old adventuring group. When Aurora chose her unique form of retirement, this



handsome half-elf decided to stay with her, and in the process found that he had surprisingly good business sense. He and Aurora were once lovers but now share a deep, platonic friendship. He occasionally makes *teleport* trips to some of the more interesting places Emporium agents are visiting and usually finds women willing to hear his stories of far lands and other things of a more intimate nature. His musical instrument is a lute, and he has a magical *staff-spear* +2 that can be used once per day in the same manner as a *javelin of piercing*.

- **Thane of Westgate (LN male human M7):** The Emporium's master of the central warehouse, he is a stuffy young fellow who pays meticulous attention to detail; this makes him extremely suited for a life of accounting and studious magecraft. He prefers Divination and Conjunction spells, as well as movement magic such as *teleport*. He has been running the Emporium's central warehouse for five years, and the only time his workers see him agitated is the yearly relocation of operations to a new city. He has become quite wealthy, and it is possible that in a few years he will leave the Emporium and use his wealth to purchase a large library and spend the rest of his days researching obscure spells.

### Methods and Activities

Aurora has a network of employees working in most parts of Faerûn and in exotic locations such as Maztica and Kara-Tur. These agents find local goods of interest to the Emporium (checking to make sure they were not acquired from the black market or other illegal means), purchase them, and arrange to have them shipped (normally by trusted agents, many of whom are also Emporium employees and used to Aurora's strict standards) to the Emporium's central warehouse. A staff of scribes, accountants, and laborers inventory the items there to produce daily lists of incoming goods. They update the total inventory once every three months.

Meanwhile, the various Aurora's Whole Realms Shops across Faerûn receive daily requests for items listed in Aurora's Whole Realms Catalogue. While certain items are kept within the regional shops themselves, most need to be ordered from the main warehouse. Customers place orders at a store (requiring a twenty-five percent deposit, although some items require payment in full when the order is made), and at the end of the day the stack of orders is sent magically (commonly by a *teleport* spell cast by the service-mage kept on staff at each outlet) to the warehouse.

The warehouse staff records the items needed by the stores, compares them to the current totals in the warehouse, and arranges shipments for each store, consisting of items labeled with the price and the name of the purchaser. Magical *teleport* platforms are used to send the ordered goods to the stores; especially bulky shipments are *reduced*, returning to their normal size a few minutes after their arrival at the destination store. Turnaround time is usually two to three

days barring unforeseen circumstances, and same-day delivery can often be accommodated for an extra fifteen percent surcharge. Certain circumstances may delay a shipment, such as major holidays, political or military strife in the region from the item's point of origin, or a need for disaster relief. (For example, an outlet in an area ravaged by fire or flood shows priority for items such as food, blankets, and clothing).

The remainder of the payment is due upon claiming the item, and Aurora's Emporium gives a full refund if the customer decides the item is unsatisfactory before leaving the store. Once the item leaves the store, all sales are final. Items are stored at the outlet for two tendays, after which they are returned to the warehouse by the service-mage (and the customer's deposit is forfeited).

In addition to the direct mercantile aspects, the Emporium occasionally has other needs, from the mundane to the extraordinary. Their caravans need guards, adventurers are hired to locate the rare lost or stolen shipments (or unusual items), investigators are procured to determine the origin of suspicious merchandise, and young mages and priests are called upon to handle routine spellcasting. The Emporium only hires trustworthy folk of good reputation, and having the favor of an Emporium employee is often a ticket to later lucrative employment involving merchants, traders, and explorers.

### Emporium Staff Abilities

The clerks (usually 0-level characters) who work in the shops across Faerûn all have the Etiquette and Appraising nonweapon proficiencies. (They need to know how to interact with customers and identify inferior goods upon arrival.) They also work in the presence of a wizard and cannot be fearful or mistrustful of magic.

The guards in the shops know how to pacify belligerent or violent people in a nonlethal manner, preferring to turn troublemakers over to local authorities. The remote buyers for the Emporium are skilled in Appraising and Local History. They usually have several local contacts who watch the markets for interesting items, as well as to overhear street conversation for interesting rumors and opinions of shipments of goods. The scouts who track down exotic goods in remote places are usually rangers or thieves skilled in ingratiating themselves into strange cultures. Universally, the employees of Aurora's Emporium know how to spot a good deal.

### Resources

Aurora's employees tend to have the best equipment for a situation—usually items available from her catalog. Those who buy or sell goods have high-quality scales and a signet ring to signify approval by a member of the Emporium. While all of them carry Emporium badges, the higher-ranked employees have badges with minor magical powers (a trick Aurora



learned from some Harpers she knows), such as *detect magic*, *message*, and *ESP* once per day. In addition, Emporium wizards are skilled in locating missing employees via their badges, so employees who get lost count on their badges as their best chance of being found. Likewise, a larger version of the symbol is used to help the wizards at the main warehouse locate the shops to receive shipments. The Emporium's service-mages are of levels sufficient to know and cast *teleport*, or possess an item that duplicates that ability.

### Areas of Operation

Aurora's Emporium has most of its outlets in the Heartlands. Every major city in Cormyr, Sembia, and westward to the Sword Coast boasts a shop. Large cities such as Waterdeep have an outlet in each major district. Most countries along the Sea of Fallen Stars have at least one Emporium shop, with the more remote regions in Faerûn having smaller outlets or often just a representative capable of placing orders from the nearest outlet.

The major trade centers in more remote regions (Calimport, Helmsport and New Waterdeep in Maztica, Doyju, Kozakura and Karatin, Shou Lung in Kara-Tur) each have one outlet which acts both as a store and a convenient stop for traders wishing to send their goods on to the Emporium warehouse. Even Evermeet has an agent (elven, of course) of the Emporium, although her main responsibility is procuring elven goods for sale on the mainland rather than bringing in outside goods. In addition to the fixed storefronts, the Emporium has a wide dispersion of mobile agents in similar proportions to its places of business.

Aurora's central warehouse moves approximately once a year to ensure its privacy and security. It usually moves between locations in Waterdeep, Marsember, Westgate, and Saerloon, although it has been in more remote and less-trafficked locations. Preparations for the move involve a slow transfer of staff to the new site to familiarize faces, followed by a mass transfer via *teleport* spells during an expected post-holiday lull. Note that while the central warehouse moves, the shops do not have to readjust their *teleport* targets. The destinations in the warehouse are identified by specific configurations of magical fields inherent in the *teleport* targets (the service-mages are trained to hone in on these fields, rather than on geographic locations).

The Emporium gets along with other merchants and caravaneers, probably because the group often hires merchant contacts or groups of caravan traders to help carry or distribute goods. That the Emporium specializes in rarities and small luxury items (things regular merchants do not carry often) also contributes to the goodwill. Outlet clerks are trained to refer customers to other merchants should they receive requests for items the Emporium does not carry or cannot get in a timely manner, such as weapons, armor, magic items, or animals. These referrals require the clerks to be familiar with the other businesses in their town and know which ones have the best deals; this honest practice pleases potential financial rivals. Often Emporium teamsters work with caravans bearing weapons, armor, or other non-Emporium goods.

## Men of the Basilisk

The Men of the Basilisk is a group of wealthy, powerful merchants and nobles with a taste for adventure. Their all-male secret society draws its name from a ritual of admission said to involve staring a basilisk straight in the eye. Preferring the dagger in the night to blades bared in the high sun, the Men of the Basilisk use murder, torture, bribery, and fear to further their fortunes in the intrigues of Cormyr, Sembia, Westgate, and Iriaebor. Thought to be based in Teziir (although few members actually reside in that port city), the Men of the Basilisk meet in large feasts at least once each winter, to discuss common business and decide on their actions in the year ahead.

Membership in Cormyr has begun to sag of late, since persistent investigations by the War Wizards have driven the remaining members into hiding. However, the group's membership rolls in Sembia continue to grow, thanks in part to the efforts of Harlyn Grimmerhand of Daerlun (LN male human F11), the recently elected leader of the Sembian chapter.

In Westgate, the actions of the Men of the Basilisk are circumscribed by their ongoing feud with the Night Masks, although the Men of the Basilisk in that city took advantage of the period following the death of the Faceless to increase their numbers among the resident merchant nobility.

In Iriaebor, the group numbers fifteen or so, after dropping as low as five, thanks to the efforts of Lord Bron and the Harpers to ferret members of the group out.





# The Slavers

*"Thieves and murderers may be a vile lot, their methods simple and direct, but those who would take more than a man's property or life are those who should be feared the most. They rob a man of his freedom and dignity. These are the slavers that treat intelligent beings as property, no more than dumb animals to be used for labor or pleasure. One who makes a person into an object has a heart as cold as Auril's own."*

—Kholas Tandrymson of Myratma, excerpts from *Secrets Learnt at Dagger Point* (written in the Year of the Shadowtop (1314 DR))

**S**lavers' motivation for profit does not stop at claiming a person's goods; they also claim a person's life, but not through the quick release of death, but through a lifetime of drudgery and toil. Most good folk fear the slaver more than the murderer. While a murderer robs his victim of life, a slaver keeps his victim alive, allowing the slave to think daily upon his loved ones and his old life. Slavers enjoy the suffering of others, and they make few friends even among their own kind. Every slaver looks upon other beings with an estimation of risk and profit only.

To quote Laerel, "Chronicler, the man who takes another as a slave makes two enemies that day. The first is everyone who knew the new slave, and the second is the slave himself. The traders in slaves must always fear that they will be slain by those who insist that every person be able to choose their own fate, or that their cargo will turn on them. It is this last turn of events that acts to keep slaving in check, although we wish we could stop it before one more person has to bear the sting of a master's lash."

## Chronicler's Note

**T**his chapter examines two slavers' groups that thrive because of secrecy, magic, and careful use of power. The Xanathar's Thieves' Guild is under the secret control of an elder orb beholder and uses the natural *gates* available to it in the magical dungeons of Undermountain to take slaves from all over Faerûn. The Iron Ring is a coalition of slavers in Skullport (also within Undermountain) that have united to protect their businesses from attacks and competition.

## The Xanathar's Thieves' Guild

**A.K.A.** The Xanathar Guild, The Xanathar's Guild, The Xanathar Thieves' Guild, Agents of the Eye (most are unaware that the leader of the Hand of the Eye is now running the Guild in the guise of its murdered former leader).

**Group Mark:** The Xanathar's Guild uses a symbol of a circle from which radiate ten lines, like a sun. The Agents of the Eye uses a manacle upon which a staring eye has been drawn or carved.

**Group Colors/Livery:** None.

Those who have heard of The Xanathar Thieves' Guild know it as a criminal organization that controls mercenaries, slavers, spies, and thieves in the vicinity of Waterdeep. It is not a true thieves' guild as it does not actively promote thieving or actively recruit new thieves through the normal channels. This confusion has resulted in several different versions of the group's name, a situation exacerbated by its members referring to the leader of the guild as "the Xanathar" instead of simply "Xanathar."

The Agents of the Eye are unknown to common folk outside of Undermountain. Those that know them consider them a very powerful and efficient group that moves across the Realms





through the use of magical *gates* that dot Skullport and Undermountain.

## Goals

The combined organization (the Xanathar Thieves' Guild and the Agents of the Eye) hopes to acquire fiscal and political power through slaving, thievery, spying, information collecting, and mercenary action. Long-term goals include taking control of Skullport and ruling Waterdeep, both of which would be accomplished through the use of human and demihuman agents of the guild.

Avaereene is planning on cutting back on her activities after her current tasks are done so that she may study more magic. With the Guild's entry into Westgate, she sees the opportunity to interact with wizards from the eastern half of Faerûn and learn more of their style of magic. She also would like to learn more about the wizards of Calimshan, and a brief encounter with Chechu al Khish, an earth elemental from that region, has piqued her interest.

Ahmaergo harbors thoughts of splitting the slaving division (which he controls in Skullport as the guild's liaison with the Iron Ring; see below) away from the rest of the guild, elevating his own status and getting out from under the Xanathar. So far, he has been able to keep himself from finding the flaws in this plan, but he needs to acquire something to protect his thoughts now that his *greenstone amulet's* powers are waning. He also seeks some anti-magic (to protect him against attacks by the Xanathar, should his plan succeed) and possibly some way to control his death-tyrant guardians (which are programmed by the Xanathar).

## History and Motivation

The necromancer Shradin Mulophar discovered an abandoned Netherese outpost deep under the City of Waterdeep near Undermountain in the Year of the Angry Sea (1148 DR). Shradin petitioned the wizard Halaster (who had claimed Undermountain as his own after driving out the drow in residence) to allow him to explore and study this ruin. Halaster agreed, and Shradin settled in. The wizard's presence drew the attention of people on the surface as well as unsavory creatures such as drow, illithids, and derro from the Underdark. A small trading settlement formed there, eventually evolving into what is now the underground city of Skullport by the third quarter of the 12th century of the Dale Reckoning.

One arrival in the Year of Seven Trinkets (1205 DR) was a beholder that was quickly nicknamed the Eye. It had already garnered a few *charmed* slaves for itself from its travels through the Underdark and saw the demand in Skullport (and elsewhere) for slaves. It found itself uniquely suited to acquiring and distributing such a valuable commodity. With the help of its *charmed* servants, it roamed the nearby tunnels in search of stragglers, humanoid raiding parties, and potential competitors to its business, then returned with its inca-


pacitated targets and sold them in Skullport to the highest bidder. Over time, it acquired more trustworthy agents and turned over portions of its slaving operation to these underlings while it looked at the bigger picture and ways to expand its business.

In the controlled environment of Skullport (in which overt disturbances attract the attention of strange flying skulls that reprimand, imprison, or kill any offenders), the Eye's business was able to grow to cover blackmail, extortion, spying, thievery, smuggling, and the employment of mercenaries. While it welcomed a certain level of competition in its primary trade, the Eye stamped out anyone and anything that threatened its majority share of slaves coming through Skullport. Its fortunes rose and fell in relation to the prosperity of the underground city, sometimes controlling over half of the slave trade there and more than once dropping to a mere fifth of the flesh cargo. Its superior firepower, ease in acquiring new employees (through its *charm* abilities), and the docility of its goods (again assisted by *charms*) allowed it to recover every time.

It chose one of these fallow periods to retreat into the background of its own organization. The Eye spread rumors of its demise, retirement, or relocation, and used its closest agents to orchestrate the highest levels semiautonomously. Eventually the fact that a beholder ran the Agents of the Eye was forgotten by most, the Eye's existence becoming a historical footnote.

By the time the Eye had reached a century in age in the Year of the Stag (1304 DR), the Agents of the Eye were feared and respected by residents of Skullport and all those who knew of its slaving practices. Although in the next fifty years the beholder lost function in two of its magical eye-stalks, it had amassed enough power to prevent anyone from challenging it, and the wisdom and experience it had acquired more than made up for any loss in magical power. The Eye began to look for other avenues to increase its area of influence, and began to investigate a group called the Xanathar's Thieves' Guild. The performance and habits of that organization's employees reminded it of its own group in subtle ways that only another beholder would recognize, and after asking the right questions to the right *charmed* people over the next ten years, the Eye determined that the mysterious Xanathar was an eye tyrant, and one from a different hive at that.

Seeing an opportunity to gather more power for itself and eliminate a rival at the same time, the Eye plotted to have Xanathar eliminated. A few years of investigating its unknowing foe revealed the location of Xanathar's lair. The Eye carefully manipulated Uthh, another beholder of Skullport, and eventually tricked it into attacking Xanathar in the sewers beneath Waterdeep. While Xanathar was able to defeat Uthh, the Eye took advantage of its counterpart's weakened condition and slew Xanathar. The Eye then took over Xanathar's operation, instructing



its new minions to call it "the" Xanathar as if the name were a title. Most of the original Xanathar's employees agreed to stay, coerced by *charms* or the fates of those who succumbed to the Eye's *death ray* when they refused to serve. From that point forward, the Eye was a creature of tremendous power both in Skullport (especially after the elimination of Seirtych Xantaun, another beholder involved in smuggling there) and Waterdeep (in the guise of the Xanathar). Other than the ranking members of Xanathar's entourage, no one realized that there was a change in power at the top of the Guild.

The Eye continues its criminal activities in Skullport and its new playground, Waterdeep. While it doubts it could serve as one of the Lords of Waterdeep, it believes that one of its agents could ascend to such a position with the proper assistance and timing. Until that time, it continues to direct its criminal organization to eliminate major opponents and secure its position as master of the slaving trade in Skullport. (Currently one third of the slaves coming through Skullport are bought or sold by the Agents of the Eye. The majority of the remaining slave trade in the city falls under the auspices of the Iron Ring.) Today, some of the people of Skullport (the well-informed ones) know that the Agents of the Eye are all employees of a beholder, and an equal number suspect it, but most do not care, since the identity of the Agents' leader is irrelevant to their daily lives. Likewise, only the senior members of the Xanathar Thieves' Guild know that the Xanathar is a beholder, and those who get too curious tend to turn up dead. The Eye enjoys its casual anonymity and never leaves its underground lairs, secure in its paranoia and layers of deception.

### Organization

Although originally two separate organizations, the Eye has consolidated most functions and some of the senior staff of the Agents of the Eye and the Xanathar's Thieves' Guild. At the head of the group is the Xanathar, who allocates the various subsections of the guild among senior staff members, all of whom have recently been given the title Master. The Xanathar has absolute authority over the Masters and can override their decisions at any point.

There are eleven categories of business addressed by the Masters (also the number of eyes of a healthy beholder): assassination, blackmail, bookkeeping, enforcement, extortion, information gathering, magical defenses, mercenaries, slavery, smuggling, and thievery. As some categories are more expansive than others, it is quite common for a Master to have some influence over more than one category and for a single category to be under the control of more than one Master. Each of the Masters has a number of subordinate agents to handle lesser affairs and act as buffers between them and those who would shut down their operation. Very few of these lesser agents are aware of the Xanathar or members of other branches of the guild unless they tend to

work in concert. (For example, the information gatherers are usually aware of a few of the slavers, and the slavers often work with the mercenaries and the smugglers.)

Another division of the Xanathar's organization lies within the slavers category. As this is the Eye's main interest and the focus of its primary business for so long, there are three members associated with it that are called the Hands of the Eye. Either in charge of the slaving operations or assisting them on a regular basis, these people are ranked as Command, Second, and Third of the Hand. These trusted positions are given only to the most experienced slavers in the organization and the Xanathar usually lets them work without interference, unless it has special plans or a major disruption to the slaving occurs. The lesser members of the slaving division are simply called Hands, are usually fighters or thieves of level 2-4, and operate in teams of ten to twenty; team leaders are often called Hand Leaders—a term that is catching on among the teams but is not formally recognized by the Guild.

Communications below the Master level are entirely vertical; a guild member gives orders to inferiors, confers with equals within a category, and reports to superiors. The Masters coordinate interaction between divisions, usually by designating one senior member of an acting division as a temporary superior for all other category teams involved.

### Chain of Command

- Kirukeskai "The Eye" (LE elder orb beholder; hp 101, Int 21): The Xanathar of the Xanathar's Thieves' Guild is an incredibly intelligent business strategist, a megalomaniac, and a paranoid schemer. While it no longer has the use of its *disintegrate* or *flesh to stone* eyestalks and its *charm person* eyestalk has started to fail about 50% of the time, it has mastered several wizard spells and can create death tyrants (undead beholders) from beholder corpses (a power which it has put to great use in guarding its slaving operations).

This being is so incredibly amoral that while it has chosen to give birth several times during its life (it is now too old to bear offspring), each of these times it has used its *charm monster* power to control its progeny until it was a mature adult, then slew it and made it into a death tyrant. It sees all of its employees as slaves (talented slaves, deserving a modicum of respect perhaps, but slaves nonetheless). It is not above sacrificing any or all of them to preserve its guild or its life. The Eye has a large arsenal of magic items available to it (which it lends to the Masters and elite agents as needed), including a *ring of proof against detection of location* (worn on an eyestalk), a *wand of lightning*, *beads of force*, a *staff of curing*, a *cloak of arachnida*, a *rod of flailing*, a *ring of feather falling*, *oil of timelessness*, and a *bag of holding* of the largest size. It carries (via *telekinesis*) a unique weapon that looks like a longsword on one end (with *vorpal* properties) and a





three-pincer metal gauntlet (with *missile snaring* abilities) that it can use for attack, defense, or manipulating things that require hands (this item cannot be used in any round that the beholder's *telekinesis* eye is used for any other purpose).

The Xanathar knows the following spells (as a 16th-level caster), each of which may be used once per day (it can cast one spell per round if it does not use its bite attack that round): *wall of fog*, *ESP*, *fly*, *dimension door*, *wall of force*, *death fog*, *spell turning*, and *demand*. If attacked directly by opponents it considers potentially valuable, the Xanathar prefers to disable them, sparing their lives for as long as it takes to interrogate them with spells, magic items, or torture. It enslaves them afterward or slays them if they are especially dangerous. The Eye is old and is beginning to feel its age; it recently began acquiring *potions of longevity* to extend its life, although it uses them sparingly to avoid a sudden backlash that would reverse their effects. Its slowly deteriorating condition has incited it to explore certain other magical options, such as kidnapping powerful priests and having them administer *heal* and *regenerate* spells to it (either spell causes one of its nonfunctional eyestalks to resume functioning for a day) before eliminating them. It never goes to the surface, spending most of its time in its lair in Undermountain, where it reclines in a tank of scented water, or in the original Xanathar's lair under the Waterdhavian sewers.

- Avaraene (LE female human M11; hp 40, Dex 18, Int 17): The Command of the Hand, Mistress of Slavery, is beautiful and cruel. For several years, she used her looks and acting skills to entice gullible adventurers into the clutches of the Hand. Now she usually prefers to coordinate things from a background position. She leads the Hands in their slaving activities outside of Skullport, preferring snatch-and-grab attacks in major cities such as Waterdeep, where the victims can be taken through one of the *gates* that the Xanathar controls. Her employees are incredibly loyal to her and would do anything to prevent her harm or capture.

She has an impressive array of spells at her disposal, and she possesses numerous magic items, including a *greenstone amulet* (see below) a *wand of paralyzation* (three charges), a *cloak of protection* +3, several *potions of extra-healing*, and a *ring of wizardry* (2nd level spells), most of which were taken from wizards her group has enslaved over the years.

Avaraene has worked for the Eye for many years and probably has a better understanding of the beholder's moods than anyone else. She intends to supplant Khelben the Blackstaff as the most powerful mage of Waterdeep someday (by murdering him if necessary) but knows that day is at least a decade away. In the meantime, she has become acutely aware of her hair starting to go gray, and has been careful to conceal it using the *cantrip* spell. She

allows herself the minor vanity, since she believes that by the time she has surpassed Khelben she will have control of magic that allows her to stay young. She trusts nobody to be close to her and is actually feeling lonely these past few months.

- Colstan Rhuul (LE male human P10 of Cyric; hp 66, Dex 18, Int 17): The Second of the Hand, Master of Assassins, was once a priest of Bane, but turned to Cyric after the Time of Troubles. Until recently, he and Avaraene often worked together to collect valuable slaves from the streets of Waterdeep and other cities; her semiretirement as an active procurer has placed him in a position of greater power in terms of individual acquisitions. Now the Hands use different female wizards to act as bait for chivalric folk, and Colstan tests their worthiness personally. He is a haughty, cold individual that enjoys conflict and dominating those weaker than himself. He is also patient and calculating, and he prefers to operate from a safe distance, supporting his team members with defensive spells and long-range attacks.

Colstan also accepts contracts for assassinations (dedicating the kills to his god), and he is in charge of a small team of assassins, which the Xanathar uses to eliminate potential rivals and troublesome opponents. At one time he knew the identities of many of the Lords of Waterdeep, but work within the Guild and the actions of some of the Lords have left him unsure of his prior conclusions. He seeks a position of power in the city someday, possibly after the Xanathar dies. For now he is content to be a leader in the largest part of the Guild. Colstan has a *greenstone amulet*, a *ring of spell turning*, *bracers of defense* AC 2, a *mace of disruption*, and a *periapt of proof against poison* +2 (woven into his hair on a chain).

- Ahmaergo (LE male dwarf F9; Str 18/10, Con 19, Wis 16): The Third of the Hand, Master of Slavery, represents the slave-trading interests of the Xanathar's Thieves' Guild in Skullport. While Avaraene and Colstan are in charge of "cold" acquisitions, Ahmaergo is in charge of the buying and selling of slaves within Skullport and the movement of living cargo to and from those interested in it. He is known as the "Horned Dwarf" in Skullport because of the magical, spiky, black-iron platemail (possibly of duergar origin) he wears. The armor is *platemail* +3 that also acts as a *ring of spell turning* and a *ring of warmth*; it has many places to conceal weapons, and the spikes on it damage anyone that attempts to grapple, wrestle, or overbear him (1d4 spikes doing 1d3 damage each). He also has a *greenstone amulet*, a *rod of lordly might*, a *hammer of thunderbolts*, and a *heavy crossbow of speed*. Several death tyrants, traps, watchbeasts, and fighter and thief guards watch over his residence in Skullport's sewers. Ahmaergo has been running the Guild's slaving operations in Skullport for several years now. Though he performed well, the Xanathar



continues to supervise the work here very closely (usually through Avaereene). Ahmaergo resents the intrusion, seeing it as an interference in his business. Rumors say that he's getting ambitious and may try to break away from the Guild, becoming an independent partner in the Iron Ring (a consortium of slavers that control most of the remaining flesh trade in Skullport). If so, this would result in a war between Ahmaergo's group and Guild loyalists, which could disrupt all manner of life in Skullport.

- Shindia Darkeyes (CE female half-drow T9; Dex 18, Int 17): The Master of Blackmail, Extortion, and Information Gathering was the favorite servant of the former Xanathar, and while she was able to help it defeat the beholder Uthh, she was unable to keep the Eye from slaying her employer. When given the opportunity to work for the Eye, she grudgingly accepted. The information she acquires comes from her contacts and employees, most of whom are paid courtesans or festhall girls who frequent the most stylish parties of Waterdeep and its most depraved festhalls. She often uses this information to coerce political powerhouses in Waterdeep to look the other way when the Xanathar needs to take advantage of an opportunity, or just to make a personal profit.

She plots the Eye's downfall, and to that end she has made a sort of alliance with Ilserv, a mind flayer from the illithid city of Ch'Chitl, with whom she keeps in contact

via a psionically empowered diadem she wears. Unfortunately for her, the Eye knows of her plans through the use of its ESP spell (which it uses frequently on the less trustworthy Masters) and subtly moves to thwart whatever plans she makes. Shindia has a *hat of disguise*, a *ring of free action*, a *greenstone amulet*, and a *belt of entanglement* (as a *rope of entanglement*, but only affecting one-fourth as many creatures).

- Slink Monteskor (CE male human 0-level; Con 17, Int 18): The Master of Information Gathering is a potbellied fellow with an eidetic memory, allowing him to remember anything he reads. Slink is the Xanathar's bookkeeper and information storehouse; his network of spies and snitches send him reports (through a secondary level of contacts to protect his anonymity) from all over Waterdeep. Also, he sees reports from all of the other masters and whatever information the Xanathar passes to him about the dual operations. While Slink is independent-minded, the Xanathar pays him incredibly well and monitors his thoughts with ESP spells, and so far Slink intends not to leave the service of the beholder (an act which would quickly result in a manhunt for him). Likewise, if Slink were somehow captured, the Xanathar would mobilize all available employees to guarantee his safe return or elimination. He knows far too much about the beholder's criminal empire to be allowed to tell what he knows. He wears a *greenstone amulet* at all times.
- Randulaith (NE male human M9; Dex 18, Int 18, Cha 16): The Master of Magical Defenses and Information Gathering is a honey-tongued handsome man who dresses well and makes friends easily with all races and alignments. His secret goal is to become one of the Lords of Waterdeep, and the Eye knows about and encourages this dream (as the Xanathar realizes that having one of the Lords of Waterdeep under its power would be a great asset to its business). Randu has a fondness for mermaids, and used to keep a number of *potions of water breathing* in his home, although he now owns a *necklace of adaptation* that allows him extended forays into the deep. (These absences are beginning to earn the ire of the Xanathar, who will set limits for such "vacations" if Randu does not control himself.)

Randu's main job is to maintain the magical defenses of the slavers' entry cavern in Undermountain, as well as the protections around the Eye's lairs and other key locations in the guild. Because of this work, he knows the third level of Undermountain better than anyone save Halaster. In addition to setting spell-traps to be triggered by intruders, he often waits in the entry cavern to assist the slavers with long-range spells to subdue any unruly slaves-to-be. He has a pet griffon (partly subdued by magic, partly by good treatment) which has curiously adapted to dwelling in Undermountain (although it still enjoys jaunts through a *gate* into the open air).



The Eye hired a Calishite sorcerer to cast a variant *contingency* spell on Randu that activates if the wizard dies, teleporting his body to the Eye's presence so that it may be brought to life again. In addition to his *necklace of adaptation*, Randu has a *greenstone amulet*, a *cloak of displacement*, a *ring of spell storing (wall of force)*, and a *rod of absorption*.

- Ott Steeltoes (NE male dwarf F7/T8): The Master of Smuggling and Thieving is a former pirate and renegade of the Ironmaster clan. He left piracy to work for the first Xanathar because he preferred the better pay and power of the beholder's employ, plus he was not looking forward to losing any more limbs. His "Steeltoes" nickname comes from his metal pegleg, which has been enchanted to hold onto surfaces with a *spider climb* effect. The enchantment is only on the pegleg and not on his real leg or shoe, and so he cannot walk across a ceiling, although he can plant the pegleg on the side of a cliff or a stalactite and hang there indefinitely. While under the old Xanathar he did little more than follow orders, he now has the freedom to use his strategic knowledge to arrange daring thefts for the guild (after making sure that several layers of intermediaries exist so the theft cannot be traced to him). He also directs most levels of the Guild's smuggling activities. He has become good friends with Ahmaergo, and the two dwarves have been known to lock themselves up in the slaver's home to drink and tell stories for hours. He is familiar with *smoke powder* weapons and enjoys the times when his employees get their hands on the stuff, even if only temporarily. He has an *handax of hurling*, a *greenstone amulet*, and a long sash tied around his waist that can be removed and used as a *carpet of flying* of the smallest size.
- Slan Thurbel (CE male human F8; Str 18/63, Con 17): The Master of Enforcement and Mercenaries used to work for the first Xanathar but is happy it's dead, as the old one continually insulted him and did not "respect his talents." He enjoys his new employer much more, since the Eye feeds him much praise to keep his loyalty high. Slan leads the Guild's groups of mercenaries, and commands (through various contacts to independent groups) over one hundred fighting men (including a few strategically placed guards in certain noble houses). His employees include the sorts of men who commit violent crimes and who make examples of those who betray the Xanathar or his agents.

This power has gone to Slan's head somewhat, and he considers himself the most powerful of the masters. The Xanathar understands the man's ego and has instructed Avaereene to keep a close watch on him, and to kill him if he tries to move against the guild. Slan has no plans to do so currently and seems content to revel in his power whenever he meets with the other masters (which annoys them, but doesn't make it worth the effort of slapping him down or risking the anger of the Xanathar). Slan has a

*horn of blasting* (which the Xanathar has forbidden him from using in any buildings or caverns that the Guild owns), a *short sword +1/+4 vs. reptiles*, a *greenstone amulet*, and *studded leather armor +3*.

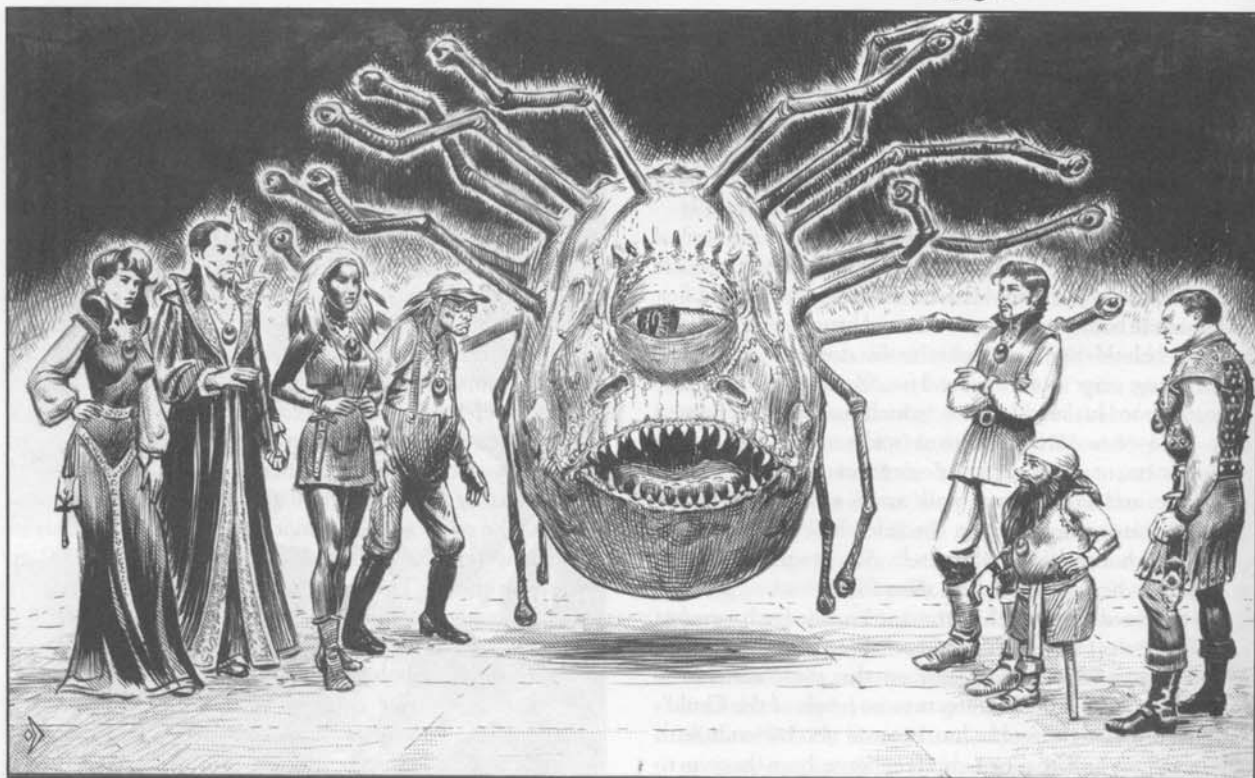
## Rank and File

- Rhetsim (LE female human M11; Int 15, Cha 6): An alchemist, he works primarily for the Slaver division of the Guild. She knows Avaereene and Ahmaergo, and she supplies both with sleep smoke and night sleep (see below). She is a hideous, mean old crone with sparse white hair and numerous chemical scars on her face and hands from experiments gone wrong. Her shop in Waterdeep is very expensive (she charges double normal prices to outsiders in order to minimize her walk-in business as the Guild pays her well) but produces very high-quality potions (+50% to the duration) for those rates. She owns a dozen minor magic items useful only in alchemy (another alchemist might pay up to 1,000 gp each for them). The only item of interest to adventurers is her *decanter of endless water* (although she usually has 2d4+4 potions of various sorts around her lab, labeled with cryptic symbols that only she understands). Her lab is guarded by her own spells and those of Master Randulaith, who treats her kindly and is one of the few people who make her smile.
- "Nool" (NE doppelganger): A Hand Leader, it is in charge of one of the ten-member bands of slavers. Nool appears to be a male human with ruddy skin and dark hair. It is actually Cheg, a doppelganger and infiltrator from the Unseen, a Skullport group of shapechangers, thieves, illusionists, and assassins (see the Monsters chapter). Nool always dresses in nondescript clothing and armor and carries plain weapons so that if it needs to assume another persona it will not be identifiable by its belongings. (Wearing clothing allows it to blend in better than if it just simulated clothing with its body.)

Cheg has been a member of the Guild for a year now and has earned his position by exploiting his natural ESP ability, which allows him to find targets that are distracted or unsuspecting. Cheg's goal is to find the location of the Xanathar so that the Unseen can track its movements and possibly assassinate it. The doppelganger keeps its prized belongings in a *portable hole*, which it keeps tied around a bicep; the *hole* contains some money, a *potion of extra-healing*, and a *ring of swimming*.

- Alek Lenter (NE male human M9; Int 16): A Waterdhavian fence, he was approached by the Xanathar's Thieves' Guild a few years ago to act as a liaison for its operations in Skullport. Alek agreed, and has gained considerable wealth, not only from his fencing business but also by feeding information to his friends in the Shadow Thieves, which resent the Guild's incursions into "its" town. Alek hopes to continue this arrangement as long as possible,





hoping to betray the Guild in order to strengthen the influence of the Shadow Thieves in Waterdeep. If he's lucky, the Guild will not discover his duplicity. Otherwise, he'll very quickly end up dead or on the run. Alek has a *dagger of venom*, which he keeps concealed in his sleeve.

### Raw Recruits

- Turg Zhuroth (LE male half-orc F2; Str 17): One of the Hands, he's equipped with chainmail, a short sword, a dagger, a club, and a light crossbow. He is brutish, efficient, and experienced in hit-and-run tactics on potential slaves. He and the other hands typically apply night sleep to their bladed weapons, ambush their foes (which have been distracted by a comely member of the Hand), and drag their unconscious victims to a secret entrance to Undermountain via Waterdeep's sewers. Loyal to the other members of his Hand (most Hands are made up of humans, half-orcs, and occasionally full-blooded orcs), he has the respect of his comrades. He may get the opportunity to become a Hand Leader in the next few years.
- Veesh Restoon (NE female human T3; Dex 16): A Hand member, she specializes in sneak attacks. She waits along potential paths of escape of targeted victims, prepared to backstab any that come by. In preparation for this, she carries a bandoleer of daggers treated with night sleep, using a different dagger to attack each round (so even if

her opponent makes a save vs. poison, they'll have to save again with the next hit because it is from a "fresh" weapon). She wears *slippers of spider climbing*, which she uses to escape should she be confronted by more opponents than she can handle. Obsessive about cleanliness, she avoids entering the sewers whenever possible.

- Kriknar (NE gargoyle): A Hand Leader for the Guild, it normally dresses in a thick hooded robe that conceals its features (it covers its face in flesh-tone paint so that it can be mistaken for an exceptionally ugly half-orc). Kriknar placed special slits in the back that allow it to use its wings if necessary. It and the other four members of its small tribe (all of which work in different teams and are not Hand Leaders) serve the Agents of the Hand not for money (although they are paid) but for the opportunity to hunt intelligent beings. Often they are given useless slaves (or they buy them with their wages, since the gargoyles do not need to eat) that they can play with. Kriknar likes its job and does not have any reason to leave. It has learned how to use a *short sword +1* that was given to it in trade for a service it rendered a few years ago, and it uses that in combat instead of one of its claw attacks.
- Hydee (LE female human P3 of Loviatar; Con 16, Wis 15): A plain-faced woman, she is one of the support members of a slaving team. Her primary job is to cast *silence*, 15' radius spells on ambushes (both to prevent attracting



attention and to neutralize spellcasters), although she usually cannot resist joining the fight after she has done so, getting great enjoyment out of beating the tar out of her opponents. She owns a *shield +1* and a *rod of cancellation*. Hydee has met Master Colstan on more than one occasion and is greatly attracted to his temperament, although he has so far rebuffed her in favor of more attractive partners. Hydee treacherously slew one of the female wizards he spurned her for recently and dumped the woman's body in the sewer.

### Methods and Activities

Most groups of slavers that bring in slaves sold by the Guild in Skullport operate through banditry, ambushes, and by following the carnage of war. The Hands of the Eye, however, are specially trained and work with incredible efficiency at their task—even capturing skilled adventurers. First, potential targets are observed by agents of the Guild to determine their level of skill and gullibility. Those chosen for enslavement are followed until they reach an arranged spot. At that spot, an attractive member of the slavers (the “lure”) approaches someone in the group and attempts to draw him or her aside in the interest of soliciting help. The lure pricks the target with a small blade envenomed with night sleep, and when that person succumbs to the poison, the lure acts distraught and calls for help. When the rest of the adventuring group approaches, the rest of the Hands (which have been hiding on rooftops and in windows nearby) launch volleys of poisoned crossbow bolts upon them. Spellcasters are targeted with *silence* spells or silence pebbles, and the lure uses magic and items (such as sleep smoke) to eliminate the most dangerous opponents. The typical attack results in the adventuring band falling unconscious due to the slaver drugs. They are carted off through a *gate* into a holding area in Undermountain, after which they are processed and sold in Skullport.

The guild targets adventurers as their unique skills bring very high prices among those who seek such slaves, such as drow and wealthy Calishites. Capturing, holding, and selling adventurers brings many risks, along with high profit potential, but the guild takes these risks in stride.

The other aspects of the Guild's business work much like any similar operation in other parts of Faerûn, except that most operations are separated from the Masters of the Guild by several layers of secrecy and anonymous contacts. Tracking the chain of command upward from a street-level agent of the Guild is thus very difficult.

### Guild Member Abilities

As the Guild employs many people who are separated by several degrees from the nerve center in Undermountain, most of these employees do not have any abilities atypical to their careers, nor do they receive any special training from their mysterious employers. The direct employees of the Masters, such as the Hands, undergo rigorous training in

weapons, tactics, stealth, and discretion. Those who fail tests in these areas are usually killed or sold into slavery in far-off lands to prevent them from revealing what they know about the Guild. The size of the Guild is kept small; potential members are carefully studied until it determined that they are ready to serve the Masters.

The Hands are familiar with crossbows, short swords, and the poisons and drugs that the Guild uses, including the knowledge of how to avoid poisoning themselves, how to hide evidence of the poison's presence, and how to move quietly. The Hand Leaders who use *gates* receive limited training in magical theory and are given the appropriate knowledge and tools to activate the *gates* that they will be using. Those Hands who work in remote lands are schooled in the languages and customs of those places so that they can communicate with locals and not stand out. Note that within Skullport and Undermountain, the Guild does rely upon orcs, kobolds, and gargoyles, but these troops are less disciplined and tend to attract more attention on the surface. They are rarely included in Hand raiding parties.

### Resources and Power

The Xanathar's Thieves' Guild likes its employees to have equipment and weapons of at least average quality. Most Hand Leaders and other superior members carry only a handful of coins unless they expect to pay someone. The Guild makes use of *gates* to reach remote parts of the world to collect slaves and goods, and certain spells or unusual items activate some of these gates, and so teams that need to make use of these *gates* have the appropriate items. For example, a ship-sized *gate* in Skullport is opened by a targeted *lightning bolt* spell, and any team that uses it either has a wizard with that spell onboard or a *wand of javelin of lightning*. The group's safehouses, access tunnels, and escape paths are heavily guarded, usually by physical traps, spells, charmed monsters, and even death tyrants. In addition to mundane equipment, four types of unusual items are common to the slaving agents of the Guild: *greenstone amulets*, night sleep, silence pebbles, and sleep smoke.

*Greenstone amulets* come in a variety of forms but all have a single green polished stone. The *amulets* used to be more powerful but after the start of 1370 DR the *amulets* in the hands of the Guild have drastically decreased in power for an unknown reason, turning a more yellowish color. The being that created them has long since disappeared, making it difficult to find replacements. Now these items give a +4 saving throw to all mind-affecting spells and absorb up to eight spell levels per day. (Note that these effects trigger in this order, so a spell against which the wearer successfully saves does not trigger the absorbing power). The stones are brittle and glow bright green for one round when their powers are triggered (such as by its wearer being attacked with a spell of the appropriate type). Each of the Masters has a *greenstone amulet*, and the Guild has six others distributed among key



agents and certain Hand Leaders.

Night sleep is a sleep poison made by Rhetsim. It takes the form of a sticky, colorless liquid that smells very faintly of acrid spices. A weapon coated with it insinuates the poison for the first three hits before the poison has been worn off. If hit by an envenomed weapon, the target must save vs. poison at a  $-2$  penalty. Success means that the target is not susceptible to poison from any later strikes by that weapon. If failed, the target has a  $-1$  penalty to attack rolls and AC, and the victim attacks last in the round. One to three rounds after failing the save, the target falls into a drugged unconscious state for  $1d4+1$  hours. All members of the Hand are immune to night sleep after slowly building up immunity from increasingly large doses.

Silence pebbles are spherical stones coated with a glasslike lacquer. When the lacquer is shattered (such as by a forceful impact against a floor or wall), a *silence*, 15' radius spell is activated, lasting 10 rounds. These items are difficult to make because of the rare ingredients necessary for the lacquer and are used only when other magical support against spellcasters (such as an actual *silence* spell) is unavailable. They are less common than the other three items listed here.

Sleep smoke is a dark gray, smoky gas that mixes quickly with normal air. Normally kept in glass flasks, it expands in one round to fill a 10-foot-diameter sphere if its container is shattered, expands further on the second round to fill a 20-foot-diameter sphere, and dissipates harmlessly thereafter.

All creatures within the sphere must save vs. poison (at a  $-3$  penalty on the first round, and a  $-1$  penalty on the second round) or fall into a drugged sleep  $1d4+1$  rounds later. This sleep lasts  $1d12+4$  rounds and cannot be negated without the use of stimulants or magic. As with night sleep, the members of the Hand are immune to sleep smoke.

### Areas of Operation

The Xanathar's Thieves' Guild operates primarily in Waterdeep, Undermountain, and Skullport. However, the numerous *gates* in Undermountain and Skullport allow the group incredible mobility; Skullport has *gates* to several major cities, and the Guild controls three smaller two-way *gates* accessible only from within its private tunnels. One leads to an alley in Waterdeep (allowing easy transport of adventurer-slaves to the pens), another to a rock outcropping a few miles outside of Calimport, and the third to a small Guild-owned warehouse in Westgate. The Guild has most of its power concentrated in its primary locations, with diffuse power in connecting it (through its many layers of agents) to the land surrounding Waterdeep and the far side of the *gates* it controls. The heart of the Guild's power lies in the Undermountain lair of the Xanathar, and in the nearby offices of the guild's Masters.

### Allies/Enemies

The best-known enemies of the Guild are the Lords of Waterdeep, which removed the last thieves' guild that existed in the City of Splendors (the Shadow Thieves) and work actively to prevent any other guild from starting up similar operations. Fortunately, the Xanathar's Guild avoids many overt activities typical of a thieves' guild, and so they continue to work under the noses of the Lords, while the Lords brag that "no thieves' guild exists in Waterdeep." Should the Lords find out more about the activities of the guild, the Xanathar may need to take steps to find out the identities of key Lords and have them eliminated (possibly giving Randulaith the opportunity to throw his hat into the ring for a Lord position).

The Guild faces a number of competitors in Skullport, from the Dark Dagger, other beholder-run businesses such as that of Misker the Pirate Tyrant, and any other group that covets its majority position in slaving. The Xanathar enjoys the competition and allows the smaller groups to snipe at its organization and kill each other off. These other groups are considered enemies only if they represent a threat to its guild as a whole. Often, the Guild secretly assists a competitor in a scheme to eliminate a common rival, only to turn against that group later.

The only true allies that the Guild has are the Iron Ring and the many minor groups that work for the guild (usually without knowing the true identity of their employers). Even the Iron Ring is a potential threat, given that the Guild's representative in that alliance (Ahmaergo) is stubborn and





may try to break away from the guild.

### Status Quo

The Xanathar has been sending representatives to meet with the semiretired Misker the Pirate Tyrant, proposing a tentative alliance to enhance each others' businesses (the guild's slaving, Misker's smuggling). Misker has so far refused to see these representatives, probably expecting some sort of trap.

Ahmaergo searches for a suitable replacement for his *greenstone amulet*. He wants a magic item that protects against the reading of thoughts. The current price for such an item is thirty thousand gold pieces worth of gems or slaves. He claims that the device would ensure no spying on his mind by his yuan-ti cohorts in the Iron Ring, but the rumor is that he's planning a break from the Xanathar's guild.

Avaereene has been sent through the *gate* to Westgate to help set up a guild-slaving operation there. She has purchased the *gate's* warehouse destination and has brought through two ten-man Hand teams to Westgate to learn the lay of the land and determine the prospects for establishing a slave trade on the western end of the Sea of Fallen Stars.

## The Iron Ring

A.K.A.

None. The Iron Ring is a recent organization, prominent only in a secret city, and has not had the time or the need to establish any aliases or nicknames.

Group Mark:

Members of the Iron Ring carry a number of iron keys and key rings from their belts; it is from this habit that the group earned its name. While many slavers in Skullport have a similar habit, those of the Iron Ring are well known and those not of the group are rarely mistaken for members.

The Iron Ring is a consortium of Skullport's most powerful and influential slavers. (The Xanathar's operations are dwarfed in Skullport by those of this alliance.) Founded by Quinan Varnaed and Zstulkk Ssarmn, it grew to accommodate the largest slaving operations in Skullport. Together, they have been able to increase the profitability of slaving to new heights. The Lords of Iron (as the leaders call themselves) loathe each other and fight constantly over control of the Iron Ring.

### Goals

The Iron Ring seeks to protect the interests of the most powerful slavers in Skullport, primarily by keeping slaves safe in Skullport and Undermountain until they're ready to be sold. To this end, its members combine their power to prevent poaching on the slave trade, guard unsold slaves in Skullport and Undermountain, negate or eliminate foreign slaver interference, and even keep the Lords of Waterdeep from

mucking about in the group's operation. The Iron Ring extends an offer of membership to all slaving groups in Skullport, but crush those that remain independent and work contrary to the Iron Ring. Although the leaders fight among themselves for status and wealth, they know that they are stronger as a coalition.

### History and Motivation

Less than ten years ago, two prominent slavers in Skullport—the yuan-ti abomination Zstulkk Ssarmn and the priest of Loviatar Quinan Varnaed—joined forces to address some of the problems hindering the slave trade. Three powerful slaving organizations quickly joined the group when the advantage of an alliance was realized. With the combined power of the five greatest slavers in Skullport, the group soon streamlined the slave trade and saw its profits grow to new heights.

The Iron Ring welcomes smaller slaving groups into its ranks under the condition that they agree to abide by the majority vote of the leaders. Most interested groups agree, while the dissidents are found hanging from hooks outside the shop of Mhaug, the necromancer-hag that provides zombie laborers for Skullport. Now the only independent groups of slavers operating in Skullport either are too small to be noticed by the Iron Ring (such as independent mercenary groups which bring in fewer than five slaves per month) or are extremely careful in how they introduce slaves to Skullport (usually by discreet methods such as soliciting individual buyers rather than selling their slaves on the block).

### Organization

The five most powerful leaders of the Iron Ring are called the Lords of Iron. Each is the head of his or her own slaving company (or at least the highest-ranking local person for a larger organization), and is a being of considerable wealth and power. Numerous lesser members of the Iron Ring exist, but they have no power to make decisions (and will not until their business rivals one of the current five Lords, which is doubtful as the Lords act to prevent just such an occurrence). They provide manpower and benefit from its strength of the Iron Ring's numbers. As the Iron Ring is an alliance of leaders from different groups, there exists little common organizational structure in their separate businesses. One group might employ two or three levels of intermediaries between the leaders and the actual slavers, while another might prefer to lead his slaving teams directly. The five Lords of Iron are:

- Ahmaergo, the "Horned Dwarf" (see the entry on the Xanathar's Thieves' Guild for full details).
- Zstulkk Ssarmn (CE male yuan-ti abomination): His true form is a human-headed snake, but he wears a magic *neckband* that makes him appear as a slope-browed human with a light layer of scales beneath his skin. Zstulkk controls a group of pureblood and half-breed "jailers" (his



term for thugs and overseers) which are a common sight in Skullport. His plan is to build a temple to Sseth, the yuan-ti god, beneath his residence and eventually breed enough yuan-ti to take control of the city. He wears a *ring of protection* +2 and a *brooch of shielding*.

- **Transtra** (CE lamia noble): With metallic bronze skin, long copper hair, cruel, golden serpent's eyes, she has the abdomen and body of a bronze-scaled snake. She uses many disguises and illusions to move about Skullport; few see her in her true form. She has a *charmed* pet behir and is learning magic from Halaster (and is in fact under a *geas* from the wizard not to reveal their relationship or plans). She owns a *wand of polymorphing* and a *ring of the ram* (both gifts from Halaster), but she values nothing but wealth and power.
- **Malakuth Tabuirr** (CE male drow F8/T10; Str 17, Dex 17, Int 16, Cha 16): Tabuirr was leading a caravan when his house was destroyed in a clan war. He despises female drow and the spider goddess, and he has many allies among the church of Vhaeraun (and has converted part of his home into a temple to that god). He leads the Dark Dagger, a group of male drow assassins, thieves, extortionists, slavers, and smugglers. He owns *drow chainmail* +3, many *darts* +2, *slippers of spider climbing*, a *ring of protection* +2, a matched set of a *rapier* +2 and a *short sword* +2, and he usually carries many poisoned weapons.
- **Quinan Varnaed** (LE male human F4/P14 of Loviatar):

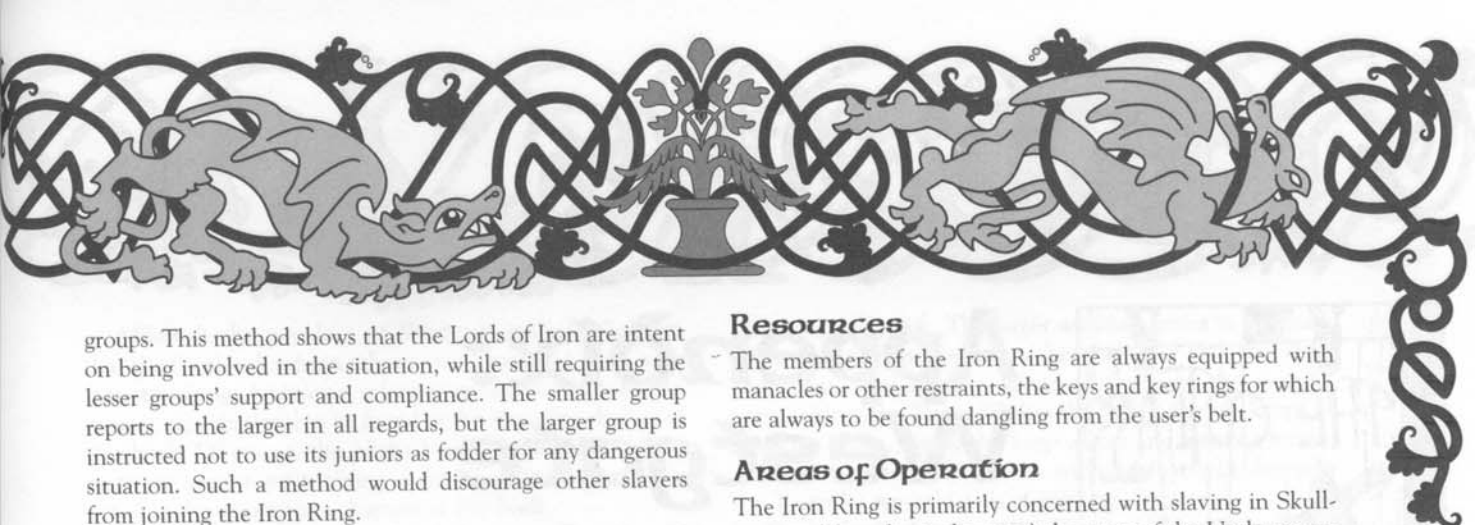
The informal leader of the Iron Ring, once a sellsword, he took up the priestly mantle of Loviatar when she healed his mortal wounds after a battle. Traveling first to Waterdeep and then to Skullport, he offered his services to the slavers and chartered the Iron Ring. A cruel man who enjoys causing harm to others, he nevertheless has the respect of most of the slavers in Skullport. He keeps the yuan-ti at arm's length, since he does not trust the snake-man. He wears ceremonial *scale mail* +4 and *gauntlets of ogre power*, and carries a *whip of entanglement* (acts as the *rope* of the same name) and a *rod of flailing* into combat. He also prizes his *ring of gargoyles* that allows him to control the seven creatures that guard the Tower of Seven Woes (his private temple to Loviatar).

### Methods and Activities

The Iron Ring forces its agenda on others because it has an incredible amount of manpower at its disposal. If one member-group is under pressure from outside competition, the entire force of the Iron Ring can be leveraged against the source of that pressure. Depending on the source, the offending group might be hunted down and killed, enslaved, or driven out of business and out of Skullport.

If the dictates of the Iron Ring need to be enforced, usually a group from one of the main slaving companies is sent, often supplemented by a smaller team from one of the lesser





groups. This method shows that the Lords of Iron are intent on being involved in the situation, while still requiring the lesser groups' support and compliance. The smaller group reports to the larger in all regards, but the larger group is instructed not to use its juniors as fodder for any dangerous situation. Such a method would discourage other slavers from joining the Iron Ring.

### Iron Ring Abilities

The groups that comprise the Iron Ring receive no unified training, although they get preferential treatment in all of Skullport's facilities that revolve around the slave trade. In addition, their reputation allows them to gain some influence over others. Treat the highest-level character in an Iron Ring group as a bard of equal level (no singing or storytelling necessary) for the purpose of altering an NPC's attitude (see "Table 59: Encounter Reactions" in the *DUNGEON MASTER Guide*).

### Resources

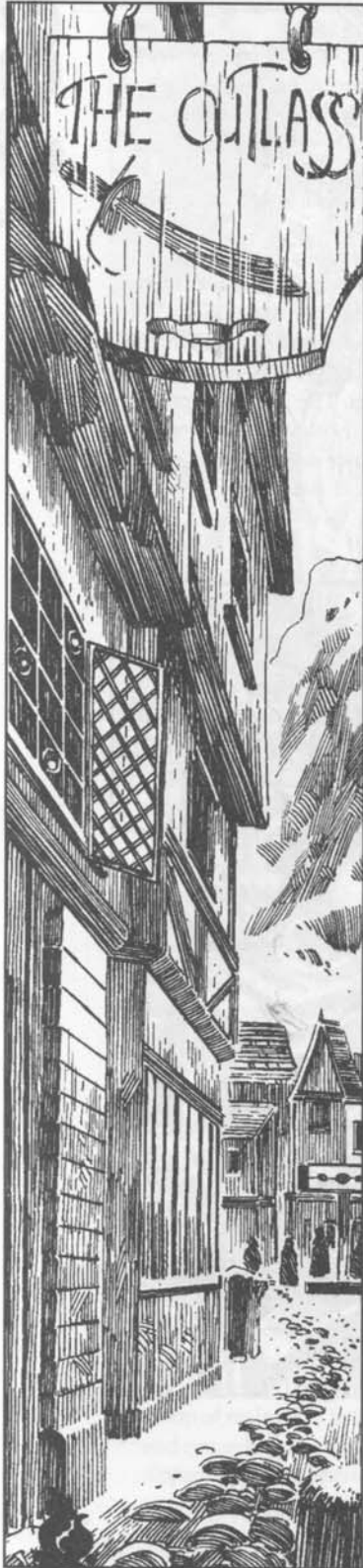
The members of the Iron Ring are always equipped with manacles or other restraints, the keys and key rings for which are always to be found dangling from the user's belt.

### Areas of Operation

The Iron Ring is primarily concerned with slaving in Skullport, and (to a limited extent) the areas of the Undermountain and the Underdark locations nearby. While many of its slavers raid farther from this territory (especially considering the number of *gates* in the area), the Iron Ring is not concerned with policing the slave trade outside of Skullport. The group's leaders realize their coalition does not have the manpower to police such a wide area. The Iron Ring protects its members wherever they venture however, so any adventurers that encounter the group once are likely to meet a larger, better-equipped group the next time.







## Appendix: Westgate

**Who Rules:** Since the death of King Verovan in the Year of the Cockatrice (1248 DR), a council of rich, noble merchant families, who elect a leader called the croamarkh every four years, has ruled Westgate. In the wake of the murder of Croamarkh Luer Dhostar and the subsequent death of his son, Interim Croamarkh Victor Dhostar, the council of merchants has agreed that all future croamarkhs will be nominated by a majority vote in the council and then confirmed by popular vote of the city's citizenry. As the next election is not scheduled until the first day of Ches in the Year of Wild Magic (1372 DR), it remains to be seen whether any such election will be held or if it will be free and fair.

The current croamarkh, finishing out the fourth term of Luer Dhostar, is Interim Croamarkh Durgar the Just (LG male human P15 of Tyr). Although dedicated to the principles of Tyr, Durgar has demonstrated a willingness to accommodate political considerations for the greater good of the city. The current council of merchants, made up of the heads of the various noble families, includes Urlyvl Athagdal (LN male human 0-level), Arphoind Bleth (LE male human F9), Kargerth Cormaeril (N male human T7), Dathguld Guldar II (N male human F2), Thamdros Malavhan (LN male human F7), Jharth Ssem (LE male human F2), Thistle Thalavar (NG female human 0-level), Maergrym Thorsar (N male human 0-level), Scirkas Urdo (NE male human 0-level), and Baerfaranth Vhammos (CN male human F3).

**Who Really Rules:** The lords of Westgate, a group composed of the heads of rich merchant families, have long wielded true power in the city. Although the heads and heirs of most of the noble families were slain at the Regatta Masquerade ball in the Year of the Banner (1368 DR), the grip these lords have on mercantile and political power in the city shows no sign of abating.

At present, the roster of noble houses of Westgate and their symbols includes the following families (and associated images): Athagdal (russet weighing scales), Bleth (seven suns), Cormaeril (red wyvern and silver horn), Guldar (black hawk), Malavhan (red sun), Ssem (ivory bird's claw), Thalavar (green feather), Thorsar (blue hand holding corn), Urdo (yellow eye), and Vhammos (steel-gray open hand). The device of the Dhostar family, now subsumed by the Cormaeril family, was a tawny wagon wheel topped by three stars.

The Bleths and Cormaerils are recent arrivals from the Forest Kingdom of Cormyr, branches of the Cormyrean noble houses forced into exile by King Azoun IV for their treachery in the Year of the Gauntlet (1369 DR). After the death of Luer Dhostar and his only son, a niece of the respected croamarkh who had married a young scion of the Cormaeril family inherited the Dhostar holdings. Thus Castle Dhostar was available for occupancy when the Cormaerils arrived in Westgate in disgrace the following year. The Bleths, lacking familial ties to Westgate's merchant nobility but accustomed to the traditional deference accorded to one of Cormyr's oldest noble families, were forced to make do with temporary quarters within the city (#31 on the map of the city in this chapter) and have begun construction of their own manor south of the city's walls. Westgate's established nobility was sufficiently weakened by the events of the previous year that both the Bleths and the Cormaerils were able to achieve prominent positions as members of the city's elite quickly.

Since the Year of the Arch (1353 DR), the authority of the city's lords has been strongly challenged by the Night Masks, a band of thieves, assassins, and enforcers who operate largely by night. Despite periodic reverses since their founding, this guild is greatly feared by the populace of Westgate. Its members exercise a great deal of control over all aspects of criminal activity in the city. Since the death of the second Faceless and most of the council of Night Masters in the Year of the Banner (1368 DR), no one has been exactly sure who now rules the infamous guild of rogues.



Although the populace of Westgate generally believes that the Faceless has been reborn once again, the truth is far more terrifying. Additional information on the Night Masks' current organization can be found in the Assassins chapter of this book. Of course, the Night Masks is but one of many secretive groups maintaining a presence in Westgate, as noted in the appropriate chapters of this book.

**Population:** 98,000 (estimated, year-round), rising to about 118,000 in summer.

**Major Products:** Westgate is a major port, catering to caravans from the west and south and ships from all across the Sea of Fallen Stars and the Moonsea. Once a simple stopover and stockyard similar to Scornubel and Iriaebor, Westgate has gained importance as trade has increased, diversifying into ship construction and repair, wagonmaking, and other sideline industries catering to merchants.

The local industries include scentmaking (excellent, highly prized fragrances), winemaking (the wines vary wildly in quality from superior to merely good, but all are widely sought), and pottery (of average quality).

**Armed Forces:** The city watch (militia) polices the town and consists of 2,200 leather-armored fighters ranging from 2nd to 4th level, armed with clubs, short swords, daggers, and capture-nets. (A successful attack roll entangles target, equaling the effect of a *slow* spell and allowing automatic hits by opponents for the next two rounds. A successful Open Doors check in a round where the victim takes no damage frees him.) Since Durgar was promoted to croamarkh, the role of leading the watch and serving as the city's judge has fallen to Just Captain Torndith Hammersong (LG male human P7 of Tyr). Most serious crimes require a jury of merchant citizens for sentencing.

Westgate has no standing military and does not patrol the roads outside its city walls. In times of need, the council hires mercenaries for the city's defense. The mercenary forces operating out of Westgate accept a small retainer to make themselves available to the city in times of need, to prevent them from hiring on with those who threaten the city, and to prevent them from attacking the city themselves or engaging in excessively bloody feuds. About 3,000 mercenaries live in the city at all times.

**Important Features:** Westgate is a walled city built around a natural harbor on the southern coast of the Sea of Fallen Stars. It lies at the mouth of the River Thunn. The city is dominated by the harbor and by the warehouses, yards, and armed citadels of the noble merchant families.

The market, also known as Market Triangle, is the common area at the center of Westgate. During the day, the market displays a rainbow of tents and stalls, erected by dawn and removed before sunset. Even merchants who own a shop in the city usually keep a stall in the market to hawk their best items. Rising up from the center of the Market Triangle is the Tower, a circular stone keep five stories high situated on a low, manmade hillock. Two later additions abut the

edifice's eastern side. The larger addition serves as a registry office for imports, exports, other licenses, and the city's courtroom. The smaller addition serves as the guarded entrance into the Tower. Within the Tower, the city keeps its counting house, the nobles keep offices and meeting rooms, and the watch keeps its armory and some barracks. Beneath the Tower lie several levels of jails and dungeons.

The harbor is the commercial heart of Westgate, welcoming ships from all ports on the Sea of Fallen Stars and the Moonsea. Except in winter, the harbor looks like a tapestry of sails. There are patched-together boats from Aglarond and Thesk, red-cedar galleys from Thay, cargo or round ships from Ravens Bluff and the Vilhon Reach, strangely carved crafts from Mulhorand and Chessenta, and caravels from nearby Cormyr and Sembia. Although the outflow of the River Thunn provides some relief, the harbor waters are little better than an open sewer, and swimmers (voluntary or otherwise) stand a good chance of contracting some sort of disease. Numerous docks extend into the harbor, most of which are controlled by the city or one of the noble houses.

In the northwest corner of Westgate, the city wall turns inward sharply, running along the top of a steep cliff until it reaches the shoreline. The Water Gate opens over this cliff onto a steep staircase and path that leads down to the Shore, a slum wedged between the cliff wall and the sea. Drovers, transients unable to afford a room inside the city, day workers, journeymen, and down-on-their-luck adventurers populate the Shore. Lawlessness abounds and the Night Masks rule, as the city watch rarely ventures beyond the Water Gate. The district contains flophouses that rent beds for a few coppers a night and food kiosks offering rejects from the market. Many inhabitants are forced to rely on the sea for additional sustenance.

The Harbor Tower (#46 on the map), also known to mariners as the Westlight, serves both as a beacon and as an important part of the harbor defenses. Lying at the end of the peninsula which shelters the western end of Westgate's Harbor, the Harbor Tower stands atop a knob-shaped quay of stonework. The lighthouse is conical tower of ancient construction built of mortared stone with an external staircase spiraling up its side. At the center of the walkway on top of the tower is a polished brass framework surrounding a floating marble sphere enchanted with a *continual light* spell. Magical wards prevent the light from being dispelled or destroyed, and the bronze frame can be used to hold up colored screens by which coded messages—such as fire, plague, or send help—can be sent to ships at sea.

The Watch Dock (#64) serves as the dockside customhouse for goods entering or leaving Westgate via the water. Officials of the harbor watch, the custom inspector's office, and the croamarkh's office process bills of lading, petitions to release seized goods, and private passengers with their baggage. Pirate ships and other seized vessels are berthed here until sold or released, and ship inspections are conducted on





vessels tied up to the wharf. The heavily guarded warehouse that occupies most of the dock is used to store goods seized by the customs office.

Most of the major roads in Westgate are named. Two of the more prominent thoroughfares include Silverpiece Way, which runs through the heart of Westgate and across the River Bridge, and Westgate Market Street, which runs from the West Gate to the gatehouse of Castle Thorsar. Other named roads include Brewhouse Lane, Eastgate Street, Harbor Loop, King's March, Rivergate Way, Southgate Market Street, Sword Lane, Wagonwheel Ride, Westlight Walk, Wizard's Cut, and Woodside Way. Not all alleys are named, but some that are include Naga Way, the Ssem Spurs, and Twoturrets Lane.

**Local Lore:** Westgate's name comes literally from its role as the Inner Sea's "Gateway to the West." The oldest, richest, and most corrupt port of the western Inner Sea offers overland caravan facilities between the Sea of Fallen Stars and the Sword Coast and—by ship from thence—lands south of it, avoiding the mountains, plains, and deserts of Calimshan and the nomad lands. Westgate always has been a vitally important, wealthy city of intrigues, high fashion, and striving ambition. Folk around the western Inner Sea view it rightly as a cesspool of decadent evil, eager to make financial deals with pirates to leave its ships alone and to attack those of other ports, or to arrange shortages and wars to drive prices up. The intrigues, secret deals, black markets, murders, skeleton-filled closets, and supposedly hidden treasures of this city are endless.

Founded in the Year of Bold Poachers (-349 DR) by Saldrinar of the Seven Spells, Westgate has endured seven royal dynasties and innumerable "kings" who seized and later lost power by blade or spell. Legendary monarchs include Orlak the Night King, first of a long line of vampires who continue to rule Westgate's catacombs; Myntharan the Magus, a Shoon courtier who fled the destruction of the Shoon Imperium and attempted to found the realm of Mynth encompassing much of the Dragon Coast; Lyonarth the Winter Sphinx, an androsphinx who ruled wisely for over a century before being slain by his mate—a lamia noble in the guise of a gynosphinx; and Iyachtu Xvim the Fiend King, a cambion claiming to be the Son of Bane.

The last king of Westgate was the hated tyrant Verovan of the Eorn/Lorndessar dynasty, who perished on the rocks of the Inner Sea during a ship race in the Year of the Cockatrice (1248 DR), thanks to the treachery of the Red Wizards of Thay and a whip secretly adorned with cockatrice feathers. Years after his death, King Verovan's legendary lost treasury was briefly recovered and then forever lost in the Year of the Banner (1368 DR) by Alias, her saurial companion Dragonbait, Mintassan the Sage, Lady Thistle Thalavar, and Lord Victor Dhostar (a.k.a. the Faceless).

Verovan's hoard had lain hidden in a pocket-realm of the Abyss, accessible only from a magical bridge reaching out

from a high battlement of the northernmost tower of Castle Vhammos (the former royal palace). The only key to the magical portal, thrown through the magical aperture just before it closed the last time, was the badge of House Thalavar, a green copper feather. Lady Thistle's involvement in the affair noted above brought to the attention of Westgate's nobility the fact that the only surviving member of House Thalavar is both of marriageable age (18 years) and the sole surviving heir of the Westgate's last royal family, the Eorn/Lorndessar dynasty. It also attracted the interest of the Cult of Xvim, as the Baneson's followers believe the portal might lead to the Abyssal realm of the Baneson's mother.

Westgate's dripping, partly flooded sewers are said to be the lair of horrible water monsters, including a huge *quelzarn* (a type of sea serpent detailed in the *Wyrmskull Throne* adventure (TSR #11405)) that has been known to snatch sailors off the decks of ships moored in the harbor. The city's catacombs, say local rumors, house numerous hidden temples and shrines, an entire crypt of lichs under one of the nobles' castles, and a bloodthirsty court of vampires descended from the original Night King.

Just beyond the last rise west of the city lies a ring of seven hillocks. Atop each hill is a ring of standing stones, a shrine to one of the Seven Lost Gods. Established during the Campion dynasty, these shrines were built outside the city limits because of the Templeban Edict issued in Year of the Red Rain (927 DR) in response to the excesses of the Prince-Templars and the Reaver King.

One such site is the Hill of Fangs, established by the Cult of Moander. The Abomination's hilltop shrine consists of a ring of eight great red-stone plinths shaped like fangs curving inwards. The other shrines are dedicated to Garagos, Ghaunadaur, Jergal, Savras, Silvanus, and one deity whose name has been forgotten. Unbeknownst to the general populace of Westgate, secret, subterranean temples lie beneath most or all of the seven hillocks, reportedly undisturbed since the Templeban Edict was reversed in the Year of the Dracorage (1018 DR). Even older tales hint that the seven hills were the site of religious observances dating back to a time before Westgate existed, when the region was a distant outpost of ancient Jhaamdath, a realm that encompassed the Vilhon Reach region.

#### **Equipment Shops:** Full.

- The Blind Eye shop (#5 on the map), ostensibly a tack, harness, and trail-goods shop, lies outside the city walls, across from the Cormaeril yards. In truth, the proprietor is a fence for stolen items, with close ties to the city's rogue population. A provision of the original land grant exempts the immediate grounds of the Blind Eye from many of Westgate's laws and prevents the city's constabulary from shutting this establishment down. However, agents of the croamarkh keep a close eye on traffic to and from the shop, greatly reducing the volume of shady transactions conducted herein.





- The House of Silks shop (#30) sells fine clothing and jewelry at very high prices. Many items sold by this shop wind up stolen in short order, leading some to wonder if the shop's owners are somehow involved in such thefts. The proprietors, of course, bemoan their ill fortune and decry an ongoing vendetta by the Night Masks to ruin their business.
- Shalush Myrkeer's Shop (#48) is the largest shop in Westgate, known for stocking everything under the sky.
- Dawn's Dress Shop (#82) is one of the best-kept secrets of Westgate's most fashionable ladies. The elven seamstress (CG female elf 0-level) whose silhouette adorns the shop's small sign makes some of the finest gowns in Westgate, and she is regularly sought out before the nobility's social events. Visitors to the city lacking suitable attire for an event at which they are to be feted are well served by Dawn's skill and speed in fashioning an appropriate dress.
- Imryth Tower (#99), one of two spires on Twoturrets Lane and home to Audara "Starshoulder" Imryth (see below), doubles as a shrine to Mystra and a potion shop. Audara does not advertise her business, and news of her wares spreads only by word of mouth.

**Adventurer's Quarters:** Westgate has two sorts of inns: those outside the walls for travelers willing to accept less protection against roving creatures or brigands in exchange for better protection against full-scale (Night Mask) thievery, and those inside where thieves abound. In addition, the city is home to all manner of taverns, festhalls, and shops, catering to a wide range of tastes and purses.

*Lying outside the West Gate:*

- Lilda's festhall (#7) (fair/cheap), a large establishment, tolerates rowdy customers. The building itself lies across an empty field from the city, in front of a thicket of woods. The rambling structure includes several wings and a large porch.
- The Leaning Man inn (#3) (fair/moderate), a quiet, unassuming inn that promises a restful, secure night's sleep, caters to travelers who cannot afford the Spitting Cockatrice. The inn's sign, painted to show an older gentleman standing upright, is tilted at a sharp angle, hence the name of the establishment.
- The Spitting Cockatrice (#17) inn (good/expensive) caters to wealthy merchants unwilling to risk a night's stay within the city walls. Although the food is of only moderate quality, the sumptuous décor, assortment of fine wines available, and pervasive security employed more than make up for this deficiency.
- The Empty Fish tavern (#18) (fair/expensive) caters to visitors from out of town, with exorbitant prices to match. Locals avoid this establishment, as do merchants who visit Westgate on a regular basis. The tavern's one advantage is that it is possible to meet here fairly anonymously, away from the prying eyes that spy on most other taverns.

*Lying outside Mulsantir's Gate:*


- The Westward Eye inn (#19) (good/moderate) is a large roadside hostel that caters to itinerant peddlers, drovers, and mercenaries. Rowdiness of any sort is not tolerated, and a troop of heavily armed guards provides security.
- Gatereach inn (#20) (good/expensive), which caters to wealthy merchants preferring to dare the dangers that lie outside Westgate's walls to those that lie within, is a well-fortified establishment ringed by a stout palisade. Lying on a small rise well outside Westgate's walls, Gatereach inn has withstood infrequent assaults by bandits and all manner of monsters. The staff is carefully vetted to exclude those with links to the city's various criminal factions, and theft is almost unheard of on the inn's grounds.

*Lying south of the city:*

- The Rising Raven inn (#41), the Rising Raven Annex (#95), and the Rising Raven Warehouse are all part of the same establishment (good/moderate). The Rising Raven's clientele consists of traders and adventurers, and it is always packed with weary travelers.

*Inside the city wall:*

- The Jolly Warrior inn (#11) (excellent/expensive) was founded by a retired mercenary who enjoyed a long and successful career in the Dragon Coast region. It lies just within the city walls near Mulsantir's Gate and caters to wealthy merchants and visiting nobles.
- The Purple Lady tavern and festhall (#22) (good/expensive) lies near the wall in the southwestern corner of the city. Catering to an upscale crowd of merchants and jaded nobles, the Purple Ladies, as the employees herein are known, are well known for their exotic looks and their translucent purple robes.
- The Blue Banner inn (#31) (excellent/expensive), which lies near the wall on the southern edge of the city, once catered to wealthy merchants and nobles visiting Westgate. It now serves as the temporary residence of House Bleth, as that family has rented the property until its new residence is completed. A few rooms do remain available to the public, although the staff does not rent them without the prior approval of the Bleth seneschal.
- The Black Boot inn (#38) (poor/cheap) is a nasty place of murders and brawls, lying just by the River Bridge.
- The Old Beard tavern (#45) (fair/cheap) stands in the northeastern quarter of the city, along the eastern bank of the River Thunn near where it drains into Westgate's harbor. A quiet tavern that caters to retired sailors and mercenaries, the slow pace of the Old Beard lends itself to lengthy tales as one wiles away the evening.
- The Gentle Moon inn (#47) (fair/moderate), which lies southeast of the market in a well-to-do neighborhood, has fallen on hard times and become something of a local eyesore due to a ghostly presence. The original proprietor, a priest of Selûne and former ship's captain, was murdered



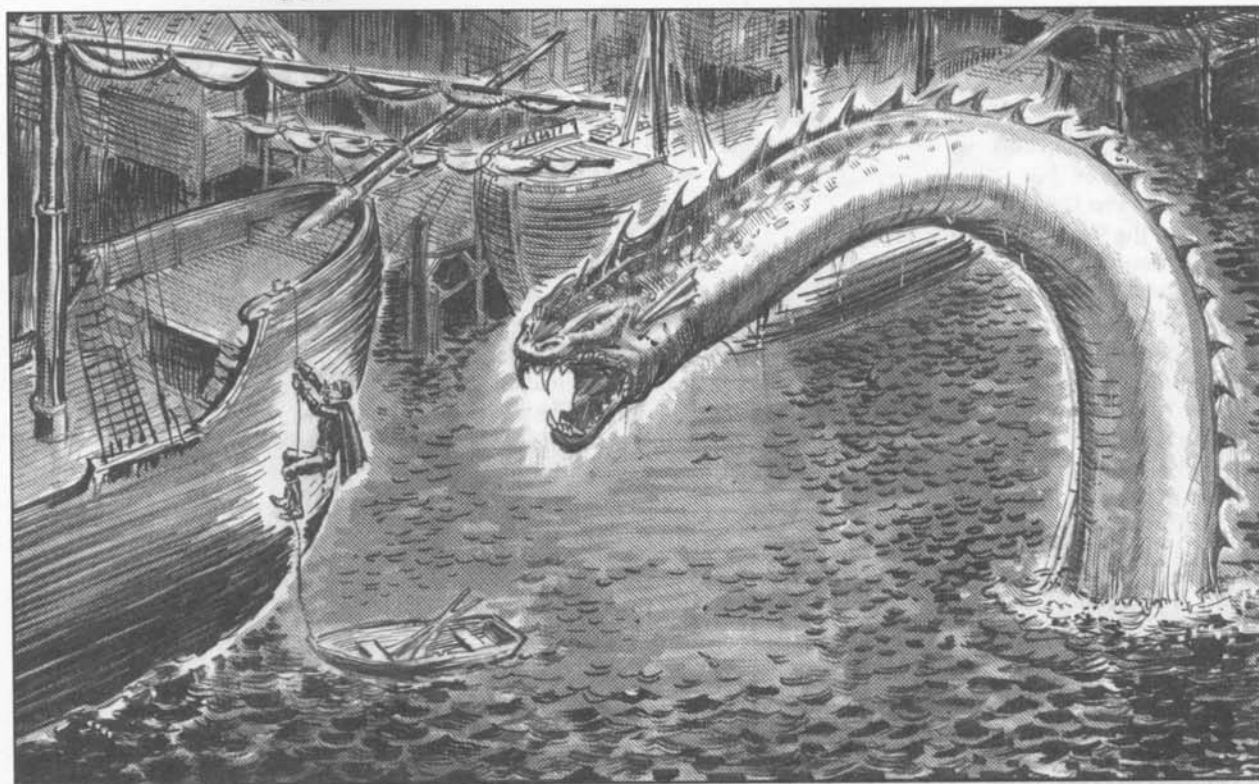
by the Lawless (a cult of Shar) in the Year of the Griffon (1312 DR). Since the Time of Troubles, his haunting of the place has become increasingly violent, driving away both customers and staff. The Gentle Ghost, a title that is now a complete misnomer, has battled all attempts to lay it to rest, suggesting there is more behind this mystery than first meets the eye.

- The Black Eye tavern and festhall (#49) (poor/cheap), a notorious dive, lies on the edge of the harbor. Since it caters primarily to sailors and dockworkers, fights are common. Oversized bouncers routinely pitch combatants who draw steel into the harbor, a practice known as “feeding the quelzarn.”
- The Rotten Root tavern (#78) (poor/cheap), marked by sign depicting a particularly malevolent-looking treant, stands within spitting distance of the Ssemn yards. The common room serves a noxious ale that resembles harbor water and caters to a rough-looking clientele made up of drovers, caravan guards, and rogues. A local crime lord usually occupies a private room in the rear.
- Big Edna’s bar (#79) (fair/cheap), a tiny hole-in-the-wall with ramshackle furniture, caters primarily to dockworkers and fishermen, offering the opportunity to drink in silence as its main attraction.
- Blais House (#81) (excellent/expensive) is a most unusual inn, secretly owned by Mintassan (see below). Blais House does not cater to adventurers in the usual sense, as it is a haven for planar travelers. In fact, the inn does not even advertise its existence, appearing to passersby on the street as a modest, unmarked building. A *gate* hidden within the premises links the inn with both Sigil and the Beastlands, at least for those who know of the *gate*’s existence and who have the keys. The staff of Blais House includes several surreptitious extraplanar guardians, including an argenach, a baku, a foo dog, a lillend, a pair of tieflings, and a water genasi. The building has the usual magical protections against astral, ethereal, and magical attacks: gorgon blood in the mortar, ivy on the walls, and magical wards on the doors and windows. Persons trying to get in without authorization are likely to end up stranded on another plane, far from home indeed.
- The Rosebud tavern (#86) (good/moderate), an outdoor ale garden within sight of the River Thunn, caters to merchants and younger members of the nobility.
- The Bent Mermaid inn (#91) (poor/cheap) is a notorious dive known for its clientele of pirates and freebooters as much as its lascivious sign of a voluptuous mermaid bent nearly double as her tail rests on her shoulders.

### Important Characters

- Ainsbrith (CN male human F2; S age: zoology): A member of the Guild of Naturalists, he is an expert on monster poisons.

- Audara “Starshoulder” Imryth (NG female human P9 of Mystra): She is a priestess of the Lady of Magic and seller of potions, living and working in her private tower (#99). Unbeknownst to all but a few of her closest allies, Audara is a member of the Harpers affiliated with the eastern branch based in Shadowdale. Audara quietly attends to the business of Those Who Harp in Westgate, leaving rabble-raising to Jamal the Thespian. Relations are strained between the two women, as Audara considers Jamal’s Harper status illegitimate. However, they do work together when absolutely necessary.
- Bremaerel (LN male human F3; S age: zoology): A member of the Guild of Naturalists, he is a stirge expert.
- Farene (CN male human T10): A well-known merchant, he also flirts and gambles outrageously. “Cosmetics, make-up, and disguises; scents most rare and fine, carefully selected for you by a lady of taste and distinction; Farene the Far-Traveled,” read her handbills, and every word is true. She’s known to be armed with poisoned needleblades concealed in her daring clothing.
- Yntar Shieldblazon (LN male human B5; S age: history of Westgate): A member of the Herald’s, he holds the local office of Flailchains. Yntar is an authority on the history of Westgate, specializing in the genealogy and deeds of its royal and noble families. Although the office of Flailchains was once subject to the authority of Westgate’s monarch, since the death of Verovan the Herald’s local agent has been considered an independent agent with strong ties to the lords of Westgate.
- Nathchim (CN male human F7): A veteran mercenary leader, he has acquired both tactical battlefield wisdom seemingly second to none, and an impressive array of personal magic items to both defend himself and launch devastating attacks.
- Jamal the Thespian (NG female human B7): A middle-aged woman who retired from adventuring over two decades ago, she rarely employs a blade or spells anymore, as she prefers to inspire others to perform heroic deeds. Like Alias, Jamal is a rogue Harper who was pinned by Finder Wyvernspur, before his ascension to godhood. Jamal is well known in Westgate, if not always well regarded by the city’s elite, as she directs and performs in a street theater company that celebrates the city’s “cheap heroes,” everyday heroes who do the right thing without thought of reward or recognition. Since assigning herself to Westgate, Jamal works tirelessly to improve the lot of the poor and downtrodden. She is an advisor and staunch ally of Lady Thistle Thalavar, strongly backing the noblewoman’s efforts to extend voting rights to much of the city’s populace.
- Shalush Myrkeer (N male human 0-level): One of the most prominent merchants in Westgate not affiliated with any of the noble houses, he is an émigré from the Amnian city of Keczulla who arrived in Westgate over



twenty years ago. Shalush has well-known aspirations to found his own noble house. To date, long-running feuds with Houses Guldar and Urdo have precluded his elevation to the council of lords. However, the recent elevation of the heads of House Bleth and House Cormaeril to the council, coupled with the deaths of the patriarchs of House Guldar and House Urdo, have revived the wealthy merchant's flagging efforts.

- **Thessar the Warrior** (LN male human F10): A hearty, garrulous bear of a man, Thessar is a retired mercenary who had a long and storied career in the Dragon Coast region. Thessar resides in a modest house outside the city walls, and he holds forth every night with tales of his youth from its porch. Mercenaries young and old gather around to drink his ale and listen to his stories, and Thessar earns a fair bit of coin on the side by bringing together those looking to hire sellswords and the warriors seeking employment.

Bored by the inactivity of retirement, Thessar has quietly taken up with the Men of the Basilisk, a secret society of adventuresome merchants and nobles based in nearby Teziir. (See the Mercantile Powers chapter for more details on this shadowy group.) Under Thessar's leadership, the group operates very quietly in Westgate, to avoid angering and being brought into open conflict with the Night Masks. They do—with poisoned blades by night and temporary alliances between noble-house

bodyguards—thwart many Night Mask plans, but take care to leave no traces behind for the Night Masks to follow. The death of the Faceless and much of the city's nobility in the Year of the Banner (1368 DR) afforded the Men of the Basilisk the opportunity to increase their influence in the city, as several younger members were elevated to positions of leadership in their families.

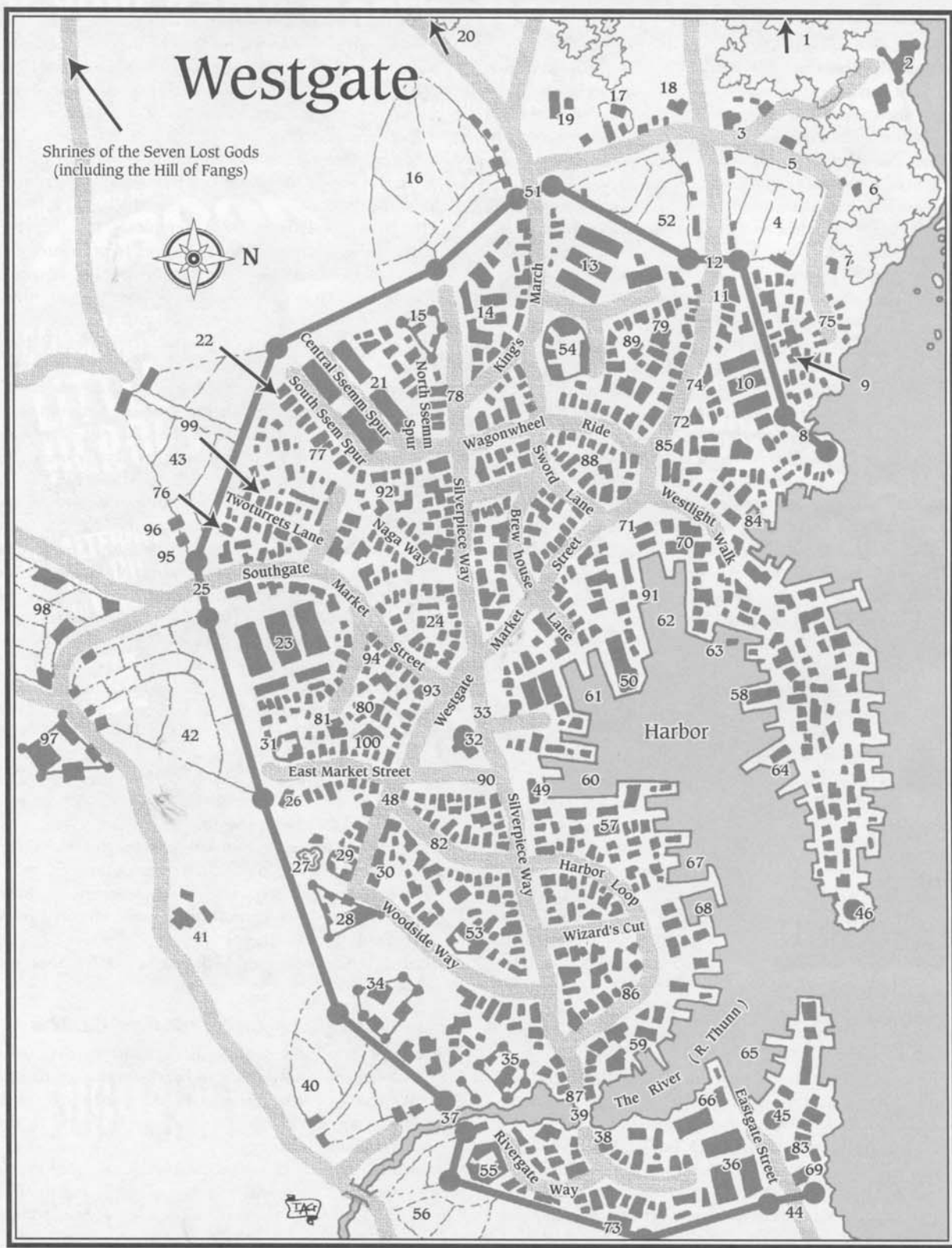
- The Mercenaries' Guild of Westgate is a proud company of ne'er-do-wells and wastrels drawn primarily from the merchant families of Westgate that recruits mercenaries to fulfill specific contracts. Notable successes have included a campaign against pirates based in hidden coves along the Dragon Coast, battles with orcish bandits in the Hullack Forest, and serving alongside the Dalesmen in their battles with the armies of Lashan of Scardale. Prominent members of the guild include the leader and founder, Palla the Light (CG female human Inv15); the chief recruiter and treasurer, Varen Malavhan (NG male human B10); the morale officer and quartermaster, Sehlmar "the Lucky" Ssem (CG female human P7 of Tymora); and the field commanders, Mannin the Stout (NG male human F8), and Losifan Urdo (LN male human F9). The Guild cherishes its independence from the various merchant families. Although they are active against caravan-raiding bandits, the guild never raises troops for caravan-guard contracts.





## Westgate Key

1. Cormaeril Vale (private park)
2. Castle Cormaeril
3. The Leaning Man (inn)
4. Cormaeril yards
5. The Blind Eye
6. Thessar, the Warrior's house
7. Lilda's (festhall)
8. The Water Gate
9. The Shore
10. Cormaeril Company sheds (warehouse)
11. The Jolly Warrior (inn)
12. The West Gate
13. Thorsar Company sheds (warehouse)
14. Thalavar Company sheds (warehouse)
15. Castle Ssem
16. Thalavar yards
17. The Spitting Cockatrice (inn)
18. The Empty Fish (tavern)
19. The Westward Eye (inn)
20. Gatereach (inn)
21. Ssem Company sheds (warehouse)
22. The Purple Lady (tavern and festhall)
23. Guldar Company sheds (warehouse)
24. The House of Spires and Shadows (Mask)
25. The South Gate
26. The city watch barracks
27. The Lords' Water (pool)
28. Castle Thorsar
29. Castle Urdo
30. The House of Silks (shop)
31. The Blue Banner (inn/Bleth residence)
32. The Tower
33. The Market
34. Castle Guldar
35. Castle Vhammos
36. Vhammos Company sheds (warehouse)
37. The River Gate
38. The Black Boot (inn)
39. The River Bridge
40. Vhammos yards
41. The Rising Raven (inn)
42. Guldar yards
43. Ssem yards
44. The East Gate
45. The Old Beard (tavern)
46. The Harbor Tower (a.k.a. Westlight)
47. The Gentle Moon (inn)
48. Shalush Myrkeer's Shop
49. The Black Eye (tavern and festhall)
50. Urdo Company sheds (warehouse)
51. Mulsantir's Gate
52. Thorsar yards
53. Castle Athagdal
54. Castle Thalavar
55. Castle Malavhan
56. Malavhan yards
57. Malavhan Company sheds (warehouse)
58. Cormaeril docks
59. Thorsar docks
60. Malavhan docks
61. Urdo docks
62. Thalavar docks
63. Guldar docks
64. The Watch Dock
65. Athagdal docks and shipyards
66. Vhammos docks
67. Ssem docks
68. Ssem docks
69. Whitecap Hall (Umberlee)
70. Fortuneboon Hall (Tymora)
71. The House of the Wheel (Gond)
72. Morningstar Haven (Lathander)
73. City watch barracks
74. City watch meeting rooms & barracks
75. The Shore
76. Cassana's House/Melman's House
77. Jamal's House
78. The Rotten Root (tavern)
79. Big Edna's (tavern)
80. Mintassan's House (ship)
81. Blais House (inn)
82. Dawn's Dress Shop
83. The House of Winds (Talos)
84. Painbliss Hall (Loviatar)
85. The House of Ilmater (Ilmater)
86. The Rosebud (tavern)
87. Sewer Entrance (leads to the abandoned lair of the Faceless)
88. The Hidden House (Leira) (subterranean)
89. The Place of Waiting Death (Talona) (subterranean)
90. The House of Steel (Garagos) (subterranean)
91. The Bent Mermaid (inn)
92. Chalaratha's Fragrances (shop and factory)
93. Gondeth's Mageries (shop)
94. Tersonm's House
95. Rising Raven Annex (inn)
96. Rising Raven Warehouse (includes rooms to rent)
97. Castle Bleth (under construction)
98. Bleth yards (under construction)
99. Imryth Tower (residence and shop)
100. Aurora's Emporium (shop and warehouse)





## Notable Mages

- Chalaratha (CG female half-elf M13): “The Dancing Maiden” is a breathtakingly beautiful lady who owns and runs a scent-making company (#92) seldom goes adventuring. A few discrete, wealthy customers are aware that Chalaratha creates magical aromatic oils, such as *aroma of dreams*, *cuddled death*, *essence of darkness*, *Murdock’s insect ward*, and *Starella’s aphrodisiac*, for hefty commissions upon request.
- Gondeth (NG male human M15): A calm, diffident caster of spells for fees and seller of scrolls, Gondeth never goes adventuring. His shop, Gondeth’s Mageries (#93), lies along the edge of the market, and the wizard resides in a small apartment on the second floor of the building, keeping company with a large flock of ravens.
- Mintassan the Magnificent (NG male human Tra20; Sage: extra-planar lore): A whimsical, impulsive traveler of planes, he delves into ruins, odd corners, and hidden places. Also known as Mintassan the Sage and Mintassan the Mad, the transmuter loves adventuring, and rumors say he owns numerous powerful magic items, including a *staff of the undead*. His sigil is the Beastlands symbol (a stylized sideview of a four-legged beast that vaguely resembles the letter “M”) topped by a waxing crescent moon and surrounded by a circle. Mintassan has been linked romantically with Alias of the Magic Arm (NG female human F8) since their defeat of the Night Masks in 1368 DR, but neither adventurer has been seen in Westgate since the overthrow of the Faceless then. Mintassan’s townhouse (#80), magically warded against intrusion, is a treasure trove of miscellany from other planes of existence. The sign outside reads “Mintassan’s Mysteries: Curios from Very Faraway Places,” and the contents within bear out the truth of that claim.
- Tersonm (LN male human M19): A coldly formal seller of potions and scrolls, he tutors mages for fees based on their level. Everything in his abode (#94) seems to be magically trapped or guarded, and he is a dangerous foe. Following a mysterious two year absence that began in the Year of the Shield (1367 DR), Tersonm has begun offering for sale a handful of rare spells believed to have been devised by the legendary wizard Mhzentul.

## Notable Clergy & Churches

- Fortuneboon Hall (#70), temple of Tymora. Lord Priest Kismet Burrowtoes (CG male human P9 of Tymora); twelve priests.
- Morningstar Haven (#72), temple of Lathander. Lady Sunrise Tylanna of the Seventh Rose (NG female human P11 of Lathander); twenty-four priests.
- Painbliss Hall (#84), temple to Loviatar. High Whipmistress Spryrtara Xalass (LE female human P17 of Loviatar); nineteen priestesses.
- The Hidden House (#88), a secret temple of Leira, was looted and burned shortly after the Time of Troubles, and

it has not been rebuilt. Before its destruction, residents of the Hidden House included High Mistmistress Halautha Immerstar (CN female human P15 of Leira), and six priests, all of whom are believed to be dead or to have fled the city. A magical mesh-chain *helm of disguise*, covered with platinum coins struck with the glyph of the Lady of Mists, was among the missing items, eventually turning up in the possession of the Faceless, leader of the Night Masks at the time.

- The House of Ilmater (#85), temple of Ilmater. High Priest Hunn Irlbast (LG male human P14 of Ilmater); six priests. The heaven-aimed spire atop this house of worship, known as the Spire of Sufferance to the faithful, is one of the tallest structures in the city.
- The House of Steel (#90), hidden temple of Garagos. Favored High Reaver Chaless the Cruel (CE female human P15 of Garagos); six priests. The sewers and underground passages of Westgate are rife with old altars and symbols of the Reaver, but the Cult of Garagos has declined precipitously in size since its heyday under the reign of Gostaraj the Reaver King (900 DR-927 DR).
- The last bastion of the Reaver’s faith in Westgate is the House of Steel, although the high priestess harbors ambitions of a citywide renaissance of the faith. Constructed in Westgate’s catacombs during the era of the Templeban Edict, this underground house of worship is defended against nonbelievers by a host of animated swords.
- The House of Spires and Shadows (“the Shadowspires”) (#24), temple of Mask. Shadowlord Demarch Hond Rhaballa (NE male human P15 of Mask); nine priests.
- The House of the Wheel (#71), temple of Gond. High Artificer Ashuntira Elhorn (N female half-elf P15 of Gond); eleven priests.
- (The Place of) Waiting Death (#89), secret temple of Talona; Most Fatal Horror Ilua Yhestin (CE female human P15 of Talona); four priests.
- The House of Winds (#83), temple of Talos. Stormlord Elort Rhomsivin (CE male human P10 of Talos); three priests.
- Whitecap Hall (#69), temple of Umberlee. Dread Wavelord Meralt Thurnsturm (CE male human P16 of Umberlee); thirteen priests.
- Shrines to Beshaba, Lliira, Malar, Mystra (#99), Shar, and others.

## Notable Rogues’ and Thieves’ Guilds

The city of Westgate has long been home to the Night Masks, a particularly infamous band of thieves, assassins, and enforcers who operate largely at night. As noted above, more information on this infamous group may be found in the Assassins chapter.

In addition, many other secretive groups described in this supplement also have agents in Westgate, including the Fire Knives, the Knights of the Shield, the Men of the Basilisk, the Night Parade, the Shadow Thieves, and the Iron Throne.



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EUROPEAN HEADQUARTERS  
Wizards of the Coast, Belgium  
P.B. 2031  
2600 Berchem  
Belgium  
+32-70-23-32-77

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