

Imperial Gazetteer

The Principality of
Morgau and Doresh,
and Realms Subterranean



by Wolfgang Baur and Scott Gable

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and Realms Subterranean



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society information -- is product identity.

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Memento Mori

I've always been a morbid type; New England graveyards with their memento mori and winged skulls seem to me to be a perfectly glorious style of art. The various forms of plague paintings, skeletal Catholic saints, and photos of the Kostnice Ossuary always felt like great starting points for adventuring to me.

Maybe I should blame Conan and the necromancers, or C.A. Smith and the cult of Zoul-Bha-Sair. But the thing is, if you are going to have villains living their lives in a city or community, it's hard to do better than the undead.

In particular, one of the touchstones of all this ghoulishness is the famous literary love-child of Vlad Tepes and Bram Stoker: Dracula. It seems to me that vampires have never gotten much credit as nobles and rulers; they're always skulking around various pits and dungeons. That began to change with the Ravenloft adventure, and this change continued in the Ravenloft campaign setting—and for the World of Zobeck, I wanted a chance to continue restoring the vampire back to its rightful place in the dark fantastic. Enter the Principality of Morgau and Doresh, a relatively small but quite powerful realm where the undead rule.

Call it “emo” if you like, but the lurid colors, the drama, the black capes, and the obsession with mortality all work for me. I may be a fashion coward who doesn't wear the proper Goth waistcoats, but—lucky you!—I overcompensate for that on the page. Baba Yaga, vampire princes, and a blood cult make up the land of Morgau, and Scott Gable and I have delighted in the dark side.

Welcome to the land of haunts and fetches, shroud eaters and ghoul mercenaries, a place where blood is literally the coin of the realm.

Wolfgang Baur
Kirkland, WA
October 2009

Princes of Morgau and Doresh

The undead princes of Morgau and Doresh were not always the fearful terrors they are now. At one time, they were as unremarkable as the nobles of House Stross or the Despot of the Rubyat: iron rulers, but human nonetheless.

That has changed, and now the Princes of Morgau and Doresh are exclusively ghouls, vampires, and other intelligent undead. Their cold hands control a nightmare realm where peasants suffer without hope or sanctuary.

History of the Imperial Principality

With its black hills, dark forests, and steep gorges and gullies, the lands known as Morgau and Doresh have always been a bandits' paradise. They look over one of the better trade routes north and east from the Mahroti Empire to the Electoral Kingdom of Krakova and the Grand Duchy of Dornig, and the lords of Morgau and Doresh have never been shy about charging travelers a toll for passage through their fog-shrouded heights. Though the Principality was a backwater for many years, it was a backwater that boasted peasants who scratched a living from poor soil, woodsmen who made good money from timber—from cabinetry to joinery—and herdsmen had steady work keeping up the sheep and cattle that occupied the slopes too steep to farm. Its two princes lived in peace more often than not.

Then came Lucan. The First Prince. The Shroud-eater.

Within a year of Lucan's arrival, Morgau and Doresh were his: utterly and completely. Minstrels say he was born in the Rubyat and arrived at the Prince's court from the East seeking blood and thralls. The Prince of the time was much taken with this new companion and his Eastern ways; soon the two were inseparable, and rumors began to circulate throughout the court that the two men were lovers. The gossip was short-lived; within weeks, the court was in disarray. The priests of Lada the Golden Goddess sickened and died. The priests of the Green Gods fled into the forests, where they were hunted down. And many of the nobles of the court became nocturnal servants of their new Eastern prince.

The old prince disappeared, and the story was put about that he had decided to "visit Baba Yaga to consult the bones and oracles." He never returned, and those who

asked Prince Lucan about it found themselves exiled to the least desirable fiefdoms and given the most grueling or expensive tasks—and though none of the gentry could deny the wisdom of showing their civic duty and fully underwriting the building of new roads and hunting lodges or overseeing the construction of a new temple to



the Blood Goddess Marena, they did not have to be well-pleased with the cost of asking questions best left unasked. Indeed, the worship of Marena became a part of daily life within the Principality: all the nobles took up her worship, though some retained their fondness for St. Charon or the goddess's husband Mavros, the War God.

In time, the new goddess caught the fancy of the common people, who feared her aspect as the goddess of death, and respected or leered over her aspect as a goddess of lust and fertility. Her cult grew and grew, and in time Volund and Pelun's followers dwindled and left the realm. The nights became a time of terror, when Prince Lucan's new vampire nobles hunted in their demesne.

Within a few years, the Order of the Knights Incorporeal had been founded, and soon after, the realm of Morgau conquered neighboring Doresh. The only remnant of the old days was one wrinkled crone, the Grandmother whom the peasants loved and the undead feared, for she was the only creature more powerful than they. But Grandmother visited only rarely, preferring to spend much of her time on the Rothenian plains or in the Cloudwall mountains on errands of her own.

The Principality at War

Which brings us to the present day. The Imperial Principality fights against all its neighbors from time to time, Krakova in the north, Rothenia and even Rubyat to the east, the Ironcrag cantons to the southwest, and Zobeck to the south.

The rulers of Morgau and Doresh believe themselves surrounded by a sea of enemies. Each of these foes alone could be dispatched in short order, but they are all allied against the undead nobles of the Imperial Houses: war is perforce a matter of holding the passes when they must, and raiding the lowlands with fire and sword whenever they can. Morgau and Doresh are especially hated for their tendency to fight winter wars (which don't bother their skeletal rank and file much) and to fight by night (which doesn't bother undead soldiers whose necrotic gazes need no light). In both cases, these sorts of attacks play to the Principality's strengths.

For the most part, the wars are small ones, pushing into a village and holding it for a season, despoiling a graveyard for new troops, and sometimes simply laying waste to crops or turning a recalcitrant nobleman's daughter into a ghoul or vampiric spawn. The Principality does not wish to make friends, only to terrify its neighbors and dissuade them from denying undead sovereignty.

Just as important, raids and warfare keep its neighbors from spreading the seeds of rebellion against the living who suffer beneath the yoke of the Principality's undying gentry. The peasants of Morgau are often restless and always fearful, yet they nonetheless long to be rid of their masters. Their strength of arms is undeniable, certainly, but the one war that the undead princes will never win is that waged for the hearts of their people.

There's no denying that every ruling class is bloodsucking to a degree; all right-thinking men

acknowledge that extracting taxes and press-ganging soldiers is but the price of civilization. But even the revolutionaries of Zobeck admit that the rulers of Morgau's demands for their subjects' warm blood and cold corpses are beyond the pale. Some citizens think their undead masters' command of death and darkness is a glorious beginning, but most of the smarter living folk realize that Morgau is a place of suffering. They fight for their masters because doing anything else merely invites reprisals against their families or forced enlistment in the "bone company". Few fight because they love their country.

As a result, the army is very much led by its officers and its success is due to undead troops and ghoulish darakhul mercenaries. The darakhul are the true ghouls who dwell in their own lands below the earth, and they are both entirely evil and among the best troops the Principality can field, when they are available. The vampire princes are smart, and fight together whenever a real threat appears. Everything else—be it the raids, the constant drumbeat of war, or slave-taking—is merely a way to keep the border in flux.

The real wars, of course, are entirely within the Imperial Principality's borders. The Great Houses are at war, and always have been.

People and Masters

The princes of Morgau and Doresh are all undead, but are divided into feuding groups that occupy their time in raiding, courtly rivalries, and status-seeking attempts to secure strategic advantage through a shifting set of alliances. Four main players and one strange ally dance their game of thrones and power: the vampiric Shroud-eaters, the Order of the Knights Incorporeal (better known as the Ghost Knights), the Red Priestesses of Marena, the Lords Subterranean, and the ancient crone called grandmother Baba Yaga and her fey and demonic servants.

The Shroud-eaters

The undead of the Imperial Principality are legion and ever hungry—from the vilest beggar ghoul to the most powerful necrophagus and vampiric marshal-at-arms. In general, the nobles are vampires of a particular subtype called "shroud eaters", for they devour death itself and live.

Shroud eaters are distinguished from the ordinary run of vampires in that they can walk about in daylight (albeit only in the deepest shade), and that they are not required to sleep in coffins or graves when they heal and grow strong in their evil. In other respects, though, they are exactly like vampires elsewhere. They need blood, and they have an entire realm to drink dry. The Shroud-eaters rule with an eye toward maximizing the blood taxes they can collect, and in return they protect their realm from most foes. Few mages or adventurers care to tangle with a single vampire, much less dozens of the things.

The exact number of Shroud-eaters is unknown, but small. They rarely reproduce, other than to create vampiric spawn who live only until they cross one of the Elders. Most observers believe there are only a few dozen, and

only a handful are known by name. Most are called the Spawn or the Younger.

Thurso Dragonson, Prince of Moresh, Master of the Black Hills, Protector of the Fane of the Blood Goddess

While his titles ever increase, Prince Dragonson's power within the Principality is precarious. He relies on the support of his barons, and lives in alternating fear and arrogance, depending on his degree of confidence in their support.

Princess Hristina, Lady of Bratislor, Grand Marshall of the Ghost Knights

The Prince's sister is by far the more powerful of the pair; she is a grey-eyed blond who seems to live in her silver and gold plate armor, for fear of assassins. She rules the order of the ghost knights with a light touch, but there is no doubt that they obey her every whim. Her teeth are said to sink into the necks of her ablest commanders; these consorts are often promoted into the vampiric nobility.

Lady Chesmaya, Mistress of the Verdant Tower

As a sorceress and perhaps a lich (her magical illusions are difficult to see through, even for the most adept of wizards and sorcerers), Lady Chesmaya is the most mercenary of the land's noble rulers. She changes allegiances as quickly as noble ladies change their clothes, and her skills are said to be second only to those of Baba Yaga. It is whispered within the realm that Chesmaya is a daughter of Baba Yaga's, her apprentice, or both.

Baron Urslav, the Crawling Lord of Vallanoria, Keeper of the Red Sisters

At one time, it is said that Baba Yaga removed all the bones from Baron Urslav by magic, and as a result he spent some time crawling on the floor of the Sanguine Palace of Solash (for Grandmother Yaga forbade anyone from helping the baron, and he was too canny to attempt to flee her anger). The nickname stuck, though Urslav despises it. More to the point, he despises Baba Yaga, and plots against her constantly.

To that end, he has become a champion of the Red Goddess Marena, giving generous endowments to the abbeys and paying for the construction of new temples. Each year at her festivals and sacrifices, he brings both animals and serfs to her altars.

Lord Mayor Rodyan, the Glutton of Hengksburg

The Lord Mayor of the large trade town of Hengksburg is known mostly for his corpulence and his greed: he claims a toll in blood from every merchant who visits, tolls in blood from each serf on his land, and tolls in blood even from the lesser nobles who serve him. As a result, his skin resembles a permanently bruised splotch; even his hair seems reddish-black.

When not feeding his appetite for blood, the Lord Mayor breeds necrotic ticks, the better to create zombies for the gladiatorial arena near the city's central

Hangman's Square.

Lady Darvulia, Mistress of Cloudwall, Keeper of the Gate Subterranean

Silent and unshakeable, Lady Darvulia keeps closer ties to the Lords Subterranean than any other among the Shroudeaters. With her castle's control of the main entrance to the Empire of the Ghouls and their near-surface trade town of Fretlock, she keeps a court with ghouls and often employs them as mercenaries against her rivals.

Lord Fandorin, Fey Lord of the Grisal March and Walker's Wood

The only non-human among the Shroud-eaters is Lord Fandorin, a shadow fey so withered that none remember his face as it once was, so shrunken has he become. Despite this, he has ruled the western marches and the Margreve border with Zobeck for three centuries.

Lord Fandorin is believed to be a great follower of the Goddess of Night and Magic, and a master of shadows. The necrophagi often visit his library and laboratories in the Walkers Wood, and most of the living in the Principality fear his domain more than any other.

Countess-in-Exile, Urzana Dolingen of Morgau

Rarely mentioned is the Countess in exile, Urzana Dolingen of Morgau. She is believed to have fled to the Ironcrag after an abortive coup attempt against Prince Thurso. The price on her head is said to be 200,000 gp, though some claim it is even higher; the Prince has promised his hand or that of his sister in marriage to whosoever kills the exile. Chasing her down will not be easy; she is a notorious necromancer. Claiming the reward from the Prince is likely also fraught with dangers.

Lords Subterranean

In addition to the lords of the surface world, there are the Lords Subterranean, all darakhul ghouls and servants to the Ghoul Empire. The relationship between surface and Empire is complex but amounts to a pact of mutual aid. Neither wishes the other to dominate, but neither wishes their own lands to be threatened by paladins, priests, or other scourges of the undead.

The Lords Subterranean are bound by custom to remain below the earth unless invited to the surface, and the Shroudeaters and Elders of Morgau and Doresh are likewise constrained not to visit the Realms Below unless invited. This keeps both sides from too much foolishness.

The Lords Subterranean are described in Chapter 2.

Countess Urzana Dolingen of Morgau

Bookishly alluring and dressed in subdued finery, this beauty exudes a nearly palpable aura of power and malice. Her fanged smile seems more appropriate for a shark than a lady of the courts.

Countess Urzana Dolingen of Morgau CR 11

XP 12,800

Female human vampire necromancer 9 (*Pathfinder Roleplaying Game, Pathfinder Roleplaying Game Bestiary*)
LE Medium undead (augmented humanoid)

Init +7; **Senses** blindsight 10 ft., darkvision 60 ft., life sight (9 rounds/day); Perception +12

DEFENSE

AC 20, touch 14, flat-footed 16 (+3 Dex, +1 dodge, +6 natural)
hp 76 (9d6+45); fast healing 5



Fort +7, **Ref** +8, **Will** +8

Defensive Abilities channel resistance +4; **DR** 10/magic and silver; **Immune** undead traits; **Resist** cold 10, electricity 10

Weaknesses vampire weaknesses

OFFENSE

Speed 30 ft.

Melee slam +7 (1d4+3 plus energy drain)

Special Attacks blood drain, children of the night, command undead (DC 18, 8/day), create spawn, dominate (DC 18), energy drain (2 levels, DC 18)

School Spell-Like Ability (CL 9th, +7 touch) 8/day—grave touch

Spells Known (CL 9th, +7 ranged touch, Concentration +14)

5th—*symbol of pain* (DC 21), *teleport*, *wall of force*

4th—*dimension door*, *enervation* (DC 20), *fire shield* (chill), *ice storm* (DC 19)

3rd—*deep slumber* (DC 18), *halt undead* (DC 19), *lightning bolt* (DC 18), *ray of exhaustion* (DC 19), *vampiric touch*

2nd—*blindness/deafness* (DC 18), *command undead* (DC 18), *ghoul touch*, *scorching ray*, *spectral hand*, *web*

1st—*burning hands*, *cause fear* (DC 16), *chill touch*, *magic missile*, *ray of enfeeblement*, *shield*, *true strike*

0 (at will)—*detect magic*, *mage hand*, *prestidigitation*, *touch of fatigue*

Prohibited Schools illusion, transmutation

STATISTICS

Str 16, **Dex** 16, **Con** —, **Int** 20, **Wis** 14, **Cha** 18

Base Atk +4; **CMB** +7; **CMD** 20

Feats Alertness^B, Brew Potion, Combat Reflexes^B, Command Undead^B, Craft Rod, Deceitful, Dodge^B, Improved Initiative^B, Lightning Reflexes^B, Persuasive, Scribe Scroll^B, Skill Focus (Bluff), Spell Focus (necromancy), Spell Mastery^B, Toughness^B

Skills Bluff +22, Craft (alchemy) +10, Diplomacy +10, Fly +15, Intimidate +10, Knowledge (arcana) +17, Knowledge (nobility and royalty) +17, Linguistics +10, Profession (ruler) +11, Perception +12, Sense Motive +10, Spellcraft +17 (+19 to identify necromancy spells), Stealth +11; **Racial Modifiers** +8 Bluff, +8 Perception, +8 Sense Motive, +8 Stealth checks

Languages Abyssal, Common, Draconic, Elven, Infernal, Undercommon

SQ change shape (dire bat or wolf, *beast shape II*), gaseous form, shadowless, spider climb

ECOLOGY

Environment any

Organization solitary or family (vampire plus 2-8 spawn)

Treasure NPC gear (holy symbol of the Red Goddess, *lesser metamagic rod of maximize*, 2 *potions of cause moderate wounds*, *ring of sustenance*, *robe of bones*)

TACTICS

Urzana dominates the PCs during conversation if she thinks she can get away with it (DC 18). She prefers to stall any combat by using *fear*, *deep slumber*, or *dominate* on whoever's starting trouble. If battle seems inevitable, she begins with *fire shield* (chill version), followed by *symbol of pain* and *ice storm*.

If the fight goes against her, Urzana retreats, using a *wall of force*, if necessary, to block her escape. She then casts *teleport* or *dimension door*, or she assumes gaseous form and completely departs.

The Ghost Knights of Morgau



Servants or masters? The Ghost Knights of Morgau are an especially interesting group: many of them are living creatures who choose to join the ranks of the undead as a method of advancement. The knights begin as living men and women, bound to the service of a vampire, necrophagus, or priestess of Marena. If they provide good service for 5 or 10 years, they may be “raised up” into the ranks of the undead as a footsoldier in the Ghost Knights, roughly equivalent to a squire elsewhere.

If they provide additional good service and make the transition through ghoul fever or vampiric bite without undue madness or blood frenzy, they are slowly advanced through the grades of the Order of the Red Shield. These ranks are Initiate Brother/Sister, Honest Brother/Sister, Master of Arms, Captain of Arms, General at Arms, Commander, and Grand Marshall.

Equipment for Ghost Knights is generally excellent, and typically includes a dappled grey or white warhorse, two lances, a red banner, a mace or longsword, and a tabard displaying the insignia of the order (a skull on a red background). Knights are expected to provide their own armor: this is leather or chain for an initiate, and a full suit of plate or better for a full knight or Master.

Grand Marshall Princess Hristina

While her brother is a weak ruler of the Principality, Princess Hristina is anything but. She seems to enjoy raiding for sport and taking prisoners to work on the fields of the Order’s commanderies. The Ghost Knights swear that her kiss is the one that transforms the living into her minions, and that this is the source of her power with the knights. However, some among the necrophagi believe there is an upper limit to how many can be so transformed, and believe this limits the Order’s numbers.

Commander Baleneus

Some believe that the most physically powerful knight in the order’s ranks is a vampire lover of Hristina’s; others claim his pallor is due to inbreeding or black magic. His size and reach approach those of an ogre, and he rides a pure white steed named Angel.

Baleneus is thought to be unswervingly loyal to the Grand Marshall, and he commands the vital commanderies along the Great North Road where tolls are collected. These include the Commanderies of Valach, Bruvik, and Engerstal. He is also responsible for the Home Abbey of the Red Sisters in Cantri, near the Trollheim border.

Commander Orkov

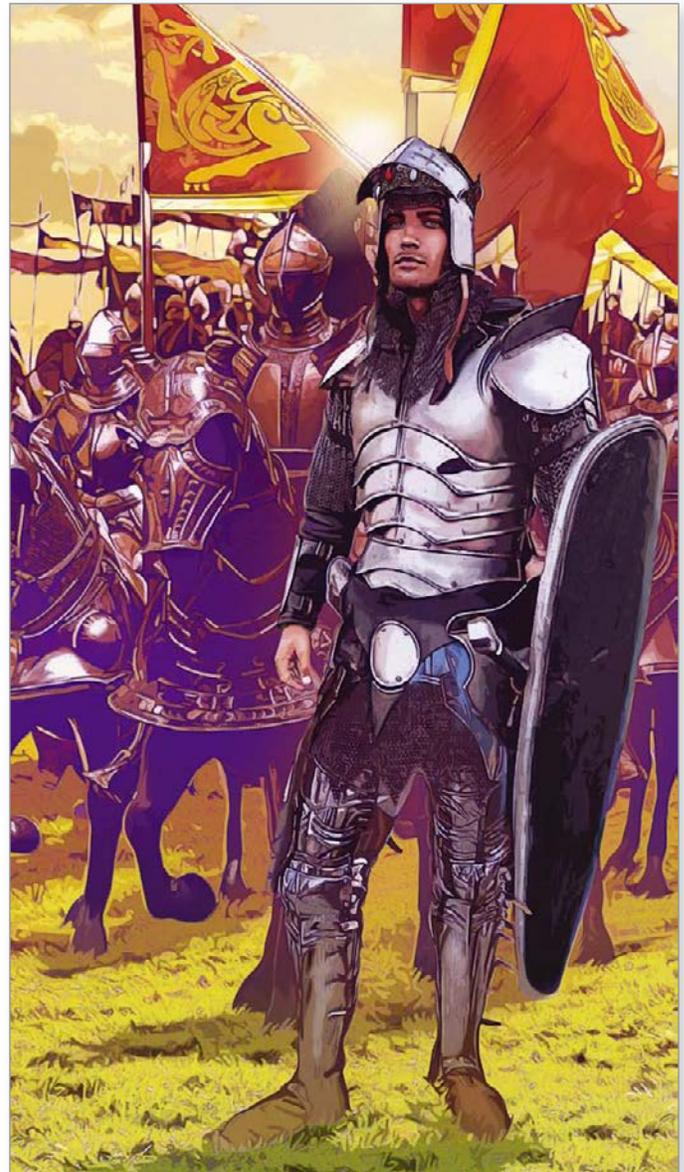
This lithe and speedy knight is the youngest commander of the Ghost Knights, and watches over the southwest borders near Zobeck and the Ironcrags. Her small size is deceptive; she is a master of the lance and deadly with an enchanted mace.

Princess Hristina is thought to have some doubts about Orkov; cantonal informants report that the Ghost

Knights plot with Lord Fandorin to have Doresh break away under the Shroud-eater’s rule. Orkov’s companies of knights have gotten few reinforcements and new recruits in recent years. She is responsible for the Commanderies of Walkers Wood, the Temple of Aprostala, and Lengrove. Of those, the most important is defending the Temple of the Aprostala, a major pilgrimage site for the Red Goddess in the Grisal March

Clergy and Worship of Marena

The priestesses of the Red Goddess are everywhere in the Principality; unlike the Realms Subterranean, where the Hunger God and the Goddess of Night and Magic have a good deal of influence, the cities and the small villages of the Principality are devoted to the Red Goddess and all other deities are second to her in importance. Worship is frequent and public; offerings are loud and messy. Every village of any size at all has at least a small blood-stained altar stone, and her name is invoked at every birth, funeral, and battle. The religion is one of the few ways for living men and women to rise in status in the Principality.



The priestesses of Marena, while not officially servants of the state, nevertheless eagerly obey the dictates of the Elders in most things. Their robes and blood-stained hands are a common sight on the streets of villages and towns, and they guide pilgrimages to the holy sites as well. These sites include the manors of the Elders, as well as the Temple of Aprostala and the Cliffs of Ulleraab.

In most places, the clergy of Marena is limited to women, though a few villages have priests who are exclusively men. According to church teachings, a place can have only men or women among the priesthood, for fear that the goddess's inspiring lust might distract a mixed priesthood from their duties. And indeed, the priests and priestess have wide discretion in how and when they organize certain rites. While the stories are perhaps exaggerated, it is not unknown for her followers to practice ritual orgies or to ravish willing supplicants.

High Priestess Lileshka of the Chalice, Mother of Lust

The high priestess of the cult of Marena varies between a variety of unpleasant women. The less-unpleasant ones are those like Lileshka, who are not likely to execute followers and visitors, but are likely to attempt to seduce visitors of all kinds when the goddess demands it. Those who permit this are granted an audience to petition for whatever they wish. Those who refuse are given to the harsher priests for chastisement.

Despite (or because of) her proclivities, the High Priestess seems to have the respect and good opinion of many of the Elders of the realm. Her offerings are generous and yet she always demands favors in return. Most who underestimate her soon learn that her public congress with men and women does not mean she is weak or easily led; quite the contrary, she seems to choose her conquests carefully.

Blood Priestess Sonye of the Spear, Wife to Slaughter

Sonye serves the death aspect of the goddess fervently, and considers herself the likely heir to the High Priestess's title. Her home territory is the Temple of the Scourging Goddess, a place of iron doors and iron women. Sonye of

the Spear serves as a war leader at the right hand of the priests of Mavros—her temple is a dual one, associated with the cult of Mavros as well as the worship of Marena.

Her temple in Vallanovia displays Marena's cult as an engine of mass slaughter; the lusts of soldiers are lusts for death and mayhem. Whetstones grind edges sharp in the outer portico; spears and swords are blessed by the priests of Mavros who serve beside those of Marena, and practice bouts in the courtyard often spill over to involve spectators and pilgrims.

Sonye seems to approve of this practice. She and her temple are best avoided.

Mother Abbess Calle of the Cradle, Daughter of Marena's Brood

The matronly ruler of the Home Abbey of the Red Sisters in the north watches over pregnant women and priestesses; mothers-to-be often make a pilgrimage here if the augurs predict a difficult birth. The Home Abbey is off limits to men, and the Mother Abbess has been known to execute male trespassers.

The greatest zealots of the Flagellants of the Red Goddess are officially called the Order of Rosy Salvation, though no one uses that name. They scourge themselves daily until they bleed, and collect this blood in vials and ceramic pots as sacrificial offerings. Their loud and public devotion is sometimes accompanied with loud and public offerings in the goddess's temples; most of these are sacrifices of pure white calves or goats, but human sacrifices are not unknown.

The major sites of the cult are the Temple of Aprostala in the Grisal March, near the Ironcrags, the Home Abbey of the Red Sisters near Trollheim, and the urban Temple of the Scourging Goddess in Vallanoria, under the protection of Baron Urslav. All three are home to dozens of priestesses and hundreds of pilgrims at any time. The cult provides shelter and food are to pilgrims who display marks of devotion: typically shallow wounds or scars in the hands, cheeks, or shoulders.

Grandmother Baba Yaga

There are many tales of the fey witch Baba Yaga; most contradict each other. It's hard to get a sense of Old Boney Legs, and one suspects that's exactly what she wants. In fact, very little ever happens anywhere that isn't exactly as she wants. As convoluted and dark a mystery as Baba Yaga is, however, there are bits of story that rise to the surface that provide a shade more truth than the rest.

Baba Yaga is a trader of secrets. It's said there's nothing she does not know. The brave, the desperate, and the stupid often make pilgrimages to seek her wisdom, but rarely is she found when she doesn't want to be. Those who manage to find her typically regret it when she inevitably attempts to force them into her service—often as a beast of burden or common tool—or simply eat them. She really has developed a taste for mortal flesh. Rarely, though, she has been known to seek out those in most need of her assistance, assuming it is in her best interests to do so.



For those capable of tricking her out of her impossible secrets and escaping her vile whims, anything in the multiverse is within reach. The Feywitch of the Woods makes it her business to know everything: such as the last thoughts of the dead star of Tovaya while it was destroying a thousand worlds in its death throes; the directions to Buyan, the mythical island of the dead; the life and times of the Forgotten Queen and why she was erased from history; the Words of Unfounding that can never be unspoken and that would set in motion the unseating of the gods; the true names of every creature that was never born; the secret network of byways that cross reality; and the circumstances that bring an end to the multiverse. For a price, often dangerously high, she will part with her knowledge: perhaps for a first kiss, a final breath, or a forgotten artifact or perhaps against an impossible wager, forcing the seeker to attempt a task with no real possibility of success. It is those rare individuals that have tricked their way past these trials and gained her secrets who have survived in tales. Those fewer still with knowledge that she wants have a rare sway over her, for she will offer much to own it—though it's still best not to push her too far since she's not one to ever forget a slight against her. The Feywitch will not stoop to haggling.

All the mortal lands, the lords of heaven and hell, and the very gods themselves leave the Fell Crone to herself out of fear. The knowledge she possesses could easily bring about the destruction of the most powerful of entities—even setting the events in motion that would unravel reality. She is content with simply knowing, but will gladly demolish those foolish enough to test her: many have been erased from history for their wasted efforts to best her. She is the consummate schemer, always a hundred steps ahead of the opposition with contingencies in place for even the most outlandish of possibilities. The wise let her be.

The Many Faces of Baba Yaga

Many of Baba Yaga's dealings are frankly odd. The clearest example is her appearing in so many places at once; she is seemingly everywhere when one knows how to look, as if there were more than one crone of the same name. Indeed, she often mentions her sisters; apparently, they all just happen to be identical twins and respond to the same name.

These creatures could very well be the sisters of Baba Yaga; there is little evidence to either support or contradict the claim. However, some interesting—if not outright crazy—theories have developed over the years. Because of their identical appearance and the fact that they are never seen together, it has long been suspected that they may all be the same creature—that Baba Yaga truly is unique, but thrives in multiplicity. For this to be true, the “sisters” could be clones of the original, set in place as elaborate vessels for a contingency against her own death, either to receive her dying memories or to relieve the burden of so much terrible knowledge in a single crone's head.

Yet another, more disturbing possibility, the “sisters” are echoes of Baba Yaga in time. The normal barriers of time

are nothing to one such as her, and herein lies the secret of how she can collect so much impossible knowledge. The sisters could very well be versions of her in the past or in the future. This would go far in explaining how she will sometimes know visitors without previously meeting them or not remember those that have visited her frequently.

The Daughters of Baba Yaga

Occasionally, Baba Yaga is found with her “daughters.” Always, these are beautiful fey known as *veela*. Since there is no apparent record of the crone's life, it is unknown whether she descends from *veela* stock. Typically, they do not age, staying beautiful forever, and do not have children, so it seems unlikely that they should truly be her daughters, but she treats them with a tenderness that she shows no one else. Perhaps they are simply victims of the crone's wicked whims or perhaps they are being prepared as her replacements.

They are not of a single mind. Some of these *veela* have assisted Baba Yaga in devouring guests and some have taken pity on travelers and helped them escape.

The Victims of Baba Yaga

Those guests that don't escape or aren't eaten are typically transformed into animals or utensils, often maintaining their intelligence and memories. They serve her to the best of their abilities, but they are often still quite angry with the crone and will assist guests as much as they can to spite her.

The Hut of Baba Yaga

Baba Yaga lives in a wooden hut that moves about on two giant chicken legs. Her hut is incredibly difficult to find for those that don't know how to look and it constantly shifts its location. It permits entry only to those who address it politely.

Koschei the Deathless

Through trickery or persuasion, Baba Yaga has many powerful allies—be they unwilling or unwitting, it makes no difference to the Feywitch. Most important among them is Koschei the Deathless. This dreaded figure's origin is lost to time. His defenders claim his descent from the living to his current state was one of tragedy and betrayal, painting him as a sad victim; others less generous believe his wickedness as a living creature was his demise and the fuel for his vile transformation. Whatever the cause, Koschei is eternal. It is rumored his soul is embedded within an egg hidden in a duck that is nestled within a hare that rests within a goat. Only the destruction of that egg will allow the destruction of Koschei.

While the goat was supposedly tied to a great oak on the fabled island of Buyan, it is believed that Baba Yaga currently controls the goat and therefore the egg, and whosoever controls the egg also controls Koschei. He has no love for the crone and would prefer his freedom, but he obeys her commands unquestioningly. He does not know where the goat is, and it is unclear whether he could do

anything about it even if he could find it.

He is a gaunt and pallid version of the man he was in life, riding an equally gaunt black mare. His wretched appearance and calm demeanor belie his incredible power. He is an incarnation of death, and few can withstand his onslaught when he wades into battle on his steed, betraying a glimmer of satisfaction and enjoyment in the slaughter. Despite its appearance, his intelligent steed is among the fastest in the multiverse and appears to be bonded to Koschei, apparently sharing his fate.

Darakhul Characters

By definition, ghouls and darakhul arise from those infected fallen of other races, but darakhul PCs should start play directly as darakhul. Any bonuses, penalties, and abilities of the previous race gone; only cosmetic features remain. Some darakhul are defined by their class levels—they do not possess racial HD. All darakhul characters have the following racial traits.

+2 Charisma, No Constitution: You have no Constitution.

You use your Charisma score in place of your Constitution score when calculating hp, Fortitude saves, and any special ability that relies on Constitution. These racial adjustments supersede and replace any previous racial adjustments. (When generating a darakhul character using a point-buy system, you must still spend sufficient points for a Constitution score of 10.)

Small or Medium: Reflecting their disparate origins from other races, Darakhul can be Small or Medium creatures. If Medium, you have no bonuses or penalties due to your size. If Small, you gain a +1 size bonus to your AC, a +1 size bonus on attack rolls, a -1 penalty to your CMB and CMD, and a +4 size bonus on Stealth checks.

No matter your size, you retain some resemblance to your stock race, but your nature as darakhul is immediately apparent.

Normal Speed: You have a base speed of 30 ft. if Medium, 20 ft. if Small. You gain a burrow speed of 10 ft.

Darkvision: You can see in the dark up to 60 ft.

Undead: You have the undead subtype and its associated traits. (Being undead provides a complex new experience with many immunities and weaknesses. You gain immunity to ability damage and drain, death effects, disease, energy drain, exhaustion/fatigue, mind-affecting effects, nonlethal damage, paralysis, poison, sleep effects, and stunning; your connection to negative and positive energy is reversed, that is you are healed by negative energy and damaged by positive energy; you are immune to effects requiring a Fortitude save, but are susceptible to effects that target undead; you are not at risk of death from massive damage, but are immediately destroyed at 0 hp; you cannot be returned to life/undead by raise dead or reincarnate, and resurrection and true resurrection return you to life as your original stock race; you do not breathe, eat, or sleep.)

Channel Resistance: You are susceptible to the effects of channel energy but gain channel resistance +2.

Natural Weapons: Your heavy jaw is powerful enough to crush bones to powder, and you a bite attack (1d8). This bite does not transmit darakhul fever; in fact, those killed by your bite do not rise as undead.

Daylight Weakness: You suffer a -4 penalty to attacks, skill and ability checks, and saving throws when in full daylight. A daylight spell inflicts a similar -2 penalty to you as long as you remain in the affected area.

Hunger for Flesh: You must consume a meal of raw meat each day or suffer the effects of starvation. You use your Charisma when making checks regarding starvation and always suffer lethal damage from its effects. If you suffer damage from starvation, you become “fatigued” until the damage is healed. (Undead are not typically susceptible to fatigue; hunger, however, will make any darakhul feel effects identical to fatigue.) Damage from starvation cannot be healed until you spend 1 hour consuming an amount of raw meat equal to a Small creature—not even magic that restores hp heals this damage.

Darakhul spellcasters may only recover their spells after enjoying a leisurely, 1-hour long meal of raw meat. While you will gladly devour any meat anytime you can, you can gain this benefit only once every 24 hours.

Languages: Darakhul begin play speaking Common and Undercommon. Darakhul with high Intelligence can choose bonus languages from the following: Abyssal, Aklo, Common, Draconic, Drow Sign Language, Gnome, Goblin, or Undercommon.

Level Adjustment: Darakhul have a +0 level adjustment.

Geography and Provinces of the Brom Plateau

The Brom Plateau is a forested highland between the Ironcrag to the west and the Cloudwall to the east. The Margreve Forest and related woodlands such as the Walker's Wood stand to the south, while the Rothenian plain spreads out to the south and east. The lands of Morgau are fertile but difficult; the woods are thick with deer and boar, the fields are small but yield good crops—and the nights are always filled with the howling of wolves and the soft cries of hunting owls.

The Margreve Forest, Walker's Wood, and the Grisal Marches

The northern reaches of the Margreve Forest are claimed by the Principality of Morgau and Doresh. The northwestern section of the Margreve Forest is called the Walker's Wood, and is where the Manor of Lord Fandorin stands: zombies and skeletons wander in daylight both on its grounds and in the nearby woods. The Principality's claims to the rest of the forest are hotly disputed by the Black Prince of the Scathesidhe and other members of the Shadow Fey court that rules the deeper reaches of the forest.

The forest's western edges rise up into hills and the easternmost sections of the Ironcrag. These are held by the dwarves of the Canton of Grisal, the Black Canton, who seem to specialize in both the destruction of the undead and the harrying of shadow fey. Cross-border raids are frequent and bloody; the troops of Morgau are too few to hold the mountains, and the dwarves remain too cautious to hold the forest lands. The resulting stalemate

has continued for generations, and the Duke of the Grisal Marches is always at war or preparing for war. The worship of Mavros, God of War, is well-established and common in the Marches, and pilgrims to his shrine at Aprostala are numerous.

Central Morgau



The central and eastern reaches of Morgau plateau are well-tended, with fields, pastures, and vineyards that are both fertile and productive despite the plateau's abundance of hills. The main feature of the region is a lone mountain called the Heartspire, where lies the capital city of Bratislor. The mountain commands the territory, and controls passage at the junction of main roads and a tributary of the River Runnel.

The Barony of Vallanoria

North and below the passes, the Barony of Vallanoria was once a holding of the Electoral Kingdom of Krakova—and may yet be so again if the hussars of Krakova get their way. The Krakovans make frequent sallies against the Barony, and only the Ghost Knights of Marena seem able to secure the Principality's grip.

The citizens speak both Common and the Northern tongue, and many are less than content with their rulers. Several revolts have been brutally suppressed, and as a result, no one speaks of rebellion in Vallanoria except among trusted friends. To do otherwise is to invite betrayal by the baron's many spies and informers—some claim the crows are all his servants, others believe that his standing offer of 1,000 gp for the arrest of any rebel does his work for him.

The Patrimony of Banot, including Hengksburg

Hengksburg is the most vibrant city of the Principality, both because it is far from the capital's vices and because it is not near the border. Indeed, it thrives on trade in flesh and blood, taking captives from north and south and selling them to the landlords, dukes, and barons who desire them. The region is also the main channel for imports from the Grand Duchy of Dornig, the three dwarven cities of Stannasgard, Tannershall, and Wolfheim, and the Electoral Kingdom of Krakova.

Though the merchants in Hengksburg grow ever more rich, they strive to do so as quietly and as privately as they can: a smart Hengksburgian merchant always disguises her wealth and wears no ostentatious clothes. To do otherwise is to invite reprisals from the tax collectors or more directly from Rodyan, the Lord Mayor of Hengksburg.

The land around the city itself is called the Patrimony of Banot, and its lands largely belong to the Order of the Ghost Knights. Their best horses are bred here, made strong with the powerful stock brought to the Banot pastures from Krakova and the Rothenian Plain. Kariv gypsies frequently help in this trade, though they also take

horses down from the Principalities to people who live elsewhere. Oddly enough, they never mention a horse as coming from Morgau or Doreshian stock, so the excellent breeds of quality horseflesh in the Principality are not widely known outside its borders.

The Runnel River and the Border

Fast and icy, the Runnel is a river that harbors fish and divides the Duchy of Morgau and from the Barony of Doresh, but it is too small for river traffic and too cold for swimming. The river serves perfectly for irrigation of the fields near Bratislor, and its chill waters are used as a punishment in the city of Hengksburg. Dunking in its waters is a more common punishment than whipping. Blood is currency in the Principality; dunking preserves a criminal's blood for less wasteful purposes, and ensures that the native ghouls, vampires, or other undead avoid going into a frenzy every time a loaf of bread goes missing.

The Ironcrag Mountains and the County of Whitewind

South and west of Doresh, the Ironcrag mountains are a natural barrier to expansion. Worse, the dwarven canton of Grisal is absolutely devoted to keeping the zombies and other creatures of Walker's Wood from expanding Doresh's territory to the west.

As a result, the Principality has little or no incentive to expand southwest, but it certainly does intend to encircle the dwarves if it can. The County of Whitewind is an element of this long-term plan, a small but growing region that may yet expand to the west and around the Ironcrag. Progress has been slow but measurable since Prince Thurso instituted the effort 30 years ago.

The Cloudwall Mountains, Fretlock, and the Realm Subterranean



The Cloudwall Mountains are sharp and very tall, and their peaks remain snow-covered throughout the year. At their base is the Cantri Abbey, and their water gives impetus to the River Runnel.

The Cloudwall Mountains are the private hunting grounds of the Princes of Morgau and Doresh. Every living creature found there—including humans and dwarves—is subject to death by a variety of blood sports, from hunting with two-headed rocs to the simpler night hunts of ghost knights and their vampiric masters. Criminals are sometimes sentenced to exile in the Cloudwalls. Those who survive their trip over to the Rothenian Plain are said to be granted their lives and freedom, but few ever make it that far.

The Province of Doresh



The province of Doresh seems to be a welter of private hunting lodges, small gorges, and plunging rivers; it is hilly and forested, teeming with herds of fine deer and excellent stags, boar, wolves, and bears all worthy of the hunt. The nobles of Morgau envy the quality of Doreshian game—werewolves, peasants, and even foreigners are often hunted through the woods on a full moon night.

The land is quiet during the day, and most of its human inhabitants are hard-working smallholders who answer to the various knights, earls, and barons who hold titles to their villages. The province is certainly well-fortified with castles as well as hunting lodges and villages. The profusion of titles seems to compel the nobles to build more and better keeps and towers; both ruins and well-maintained sites dot the landscape on every outcropping and near every ford or bridge.

The Rothenian Plain and the Neimheim Pass

Beyond the Cloudwall Mountains lies land that spreads north to the Free City of Morgensang and northeast to the black princes of Neimheim, who strive to outdo their undead neighbors in evil. The Rothenian Plain itself is an endless grassland, uninhabited by civilized settlements but home to the Rothenian centaurs and elves, who are jealous of their rights as wardens of the territory. Few from Morgau travel here, though caravans from Triolo and Zobeck do come this way.

Cities of the Principality

For the most part, the Imperial Principalities of Morgau and Doresh are not at all urban; its cities are quite small compared to centers of trade and culture like Zobeck, Harkesh, Sikkim. However, their defenses are excellent, their streets are largely free of crime, and few beggars accost visitors. Most of the inhabitants of the principalities live in its villages, hamlets, and thorps, of which there are hundreds.

Bratislor (Capital, pop. 8,900)



Built in the center of the most fertile fields of Morgau, Bratislor is a city of grey walls dominated by the Bratis Castle on its crag in the center of the city. The castle is entirely the domain of the undead; no living knights or servants are permitted within, though many skeletons serve the keep and a company of darakhul imperial ghouls guards its walls.

Boasting good access to the passes and roads and a commanding position for anyone on the Great North Road, Bratislor manages to attract most of the Elders and their spawn each year at the winter solstice, when the Prince is expected to hold court. These festivals are a time of fear for the living of Bratislor; each year, one hundred of them are invited to attend the Prince's Feast. Each year,

only one of them returns to the city, his eyes and tongue gouged out, and his or her mind shattered by having heard the courtly words of the Elders and their plans for the realm.

Hengksburg (Pop. 11,800)



The main trade center of the realm is always bustling and quite free of major disruptions; trade must flow, tolls must be paid, and most of them wind up here. The cult of Mammon appears here in public, though without a temple to call their own.

But even the priests of Mammon are wise enough to make their obeisance to Rodyan, Lord Mayor of the city. The Glutton's appetite for gold and blood is exceeded only by his need for sexual release. To date, Rodyan has been married more than three hundred times—some of his wives have lacked the constitution to survive even a single night of Rodyan's amorous advances—and little is more feared among the teenaged peasantry than to be selected for candidacy within the gentry.

The peasantry have been spared Rodyan's attention for the past six months, however; the Mayor's newest wife, Aliessa, has outlasted the past seventy-five women given the honor of pleasing Rodyan. The Lady Aliessa has become just as feared as her husband: she uses what power is given to her by her lord to... disappear... any washerwoman foolish enough to mutter about Death's Whore.

Vallanoria (Pop. 4,700)



The main military city of the realm is small but well-organized. The Order of Grey Knights has a great commandery here, and the Temple of the Scouring Goddess is a center of the more warlike and flagellant priestesses of the Red Goddess. The city retains close ties to the Electoral Kingdom of Krakova to the north, and its citizens are not as subdued and pliant as most of the living serfs of Morgau. Indeed, rumors of revolt are all too common—but many of these are rumors spread by informers seeking to ensnare the unwary.

The palace of Vallanow is a very beautiful one, and serves as the venue for the Princes of Morgau and Doresh to celebrate the Winter Solstice each year. The invitations to this debauch are highly sought after, at least by the undead. The stench of slaughter and decay brought to the palace by its guests is said to make the living nauseous for days. Baba Yaga is said to be invited each year, but each year sends her apologies. On some occasions, Koschei the Deathless attends, always with a different young woman on his arm. Their look of shocked terror is said to amuse the Princes of Doresh to no end.

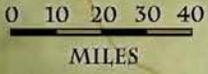
The Winter Ball is usually followed by a brutal round of executions, as the servants and others attempt to rise against their masters. Each year, they pray for a Krakovan army to arrive with the spring; each year they are disappointed.



MORGAU & DORESH



- ACTIVE CASTLE
- ◻ RUINED CASTLE
- △ TEMPLE/ABBEY
- CITY



R

Daily Life in the Principality

Peasants and even tradesman and artisans in the Principality do survive, though moments of terror are more common than those of joy. Truth be told they are terrorized rarely by the standards of the serfs or the nobles; the middle class's lot is to provide goods to the masters, to make themselves always useful, helpful, and too valuable to be executed. While human nobles foibles and flights of madness are often hard to predict and disastrous, the peasantry always know where they stand with the undead. Daily life is never easy, but those who know their way around can avoid great dangers simply by going out only by daylight, avoiding the notice of the priests and ghost knights, and provoking no quarrels.

Cults and Religion

Serfs and nobles alike have much to pray for: survival is not guaranteed to the unliving any more than to those who still breathe, and any divine help—no matter how small—is welcome. The gods themselves are quite different; the prayers of serfs are perhaps more desperate, those of the nobles are more refined, but War, Death, and Hunger are common enough to all the Principality's citizens.

Marena, the Red Goddess

The Red Goddess is complicated. Death and lust intertwine in her worship, maidens, mothers, and whores all do her obeisance, and while some men follow her out of genuine faith, more seem to fear her. And rightfully so.

Her worshippers are divided into those who stress her role in sex and childbirth, those who lay emphasis on

her control over death and suffering, and those who see her primarily as a patron goddess of the realm, the Red Sister whose blood feeds the undead and keeps the realm both safe and pure. Her theology seems mostly concerned with deeds: lust and murder are seen as expressions of her power, and yet free reign of those divine gifts is permitted only to some of her clergy.

In practical terms, Marena's priests are the courts or justice system of Morgau and Doresh. While they are free to dispense a great deal of vigilante justice and to impose horrific fates on those who cross them, for the most part her priestesses refrain from arbitrary justice. They reserve horrid fates for only the worst offenders, but do so in dramatic fashion. Typically, a criminal will be judged by the Red Sisters in absentia, and sentence passed without his knowledge. The sisters then ride forth on roan horses in their dozens, surround the malefactor, and carry out the sentence immediately. In many cases, the victim is enchanted to offer little or no resistance, and even assists in his own scarification, bloodletting, flaying, or execution, depending on the severity of the crime.

St. Charon

The protector of the dead is widely revered in the Principality, for different reasons among the living and the dead. The dead see him as a patron who will someday take their souls to the underworld, a figure who determines their fate in some distant hour. The living see St. Charon as a protector of their remains from ghouls and ghosts, as well as a guardian of spirits and a channel to the dead. The creation of requiem is widely believed to have been divinely inspired by St. Charon, and many seers, fortunetellers, and dealers in the drug praise him for it. His shrines are small and his priests few, but stories say that they do provide some shelter for the gentle repose of the dead.

Mavros, the God of War

Spears, blood, and iron define Mavros, the god of war and chaos. He is seen as a great patron of Morgau and Doresh and his red banners are held high by its armies, be they living or dead. The priests of Mavros do enough necromancy to keep up with the priests of the Hunger God.

For the most part, Mavros is revered in the army and among the officers in particular. His offerings are captives, iron, and shattered shields, which his priests burn on his altars. Though he has temples, the bonfire in an army camp is where his priests are most often found.

In addition to his role as a lord of slaughter and strength, Mavros is a god of rebirth, of strength in adversity, of enduring the unendurable. In this sense, he is the god of every peasant of Morgau and Doresh.

In Zobeck and the Eastern lands, Mavros is more often called Perun, but the two faiths are largely similar.

Mordiggian, the Hunger God

While the Hunger God is the most beloved and feared god of the Realms Below, his following on the surface

What becomes of Rodyan's wives?

Well, that depends. What do you as a DM want to happen to Rodyan's wives?

Perhaps their bloodless bodies have been discarded in the sewers beneath the city. Some could certainly have risen as undead, infecting the aqueducts gifted to Hengksburg by whatever ancient empire called the area home.

On the other hand, maybe Rodyan's wives still live in the Mayor's mansion—at least, for a given value of live. Some are more likely than not drooling piles of flesh capable of animal functions and nothing more. Some would have succumbed to Rodyan's bite and lovely ticks, infesting the mansion with banshees, shadows, wraiths, and whatever else is left of their hatred and loss. Others might be his vampiric thralls.

Or maybe it's all a giant ruse—that Rodyan is a patron of the arts, and prizes beauty above all else. Those bodies his guards dump into the sewers? No, they're not beautiful women; they're failed simulacra he made of his wives. All of Rodyan's wives are expected to perform their filial duties until they are ready to become courtesans in Zobeck. After all, Rodyan's generosity is well-known—and a man of his station could secure an annulment whenever he felt like it.

is modest. Most of his worshippers are either starving peasants desperate for food of any kind, or Elders whose bloodlust requires careful control. In both cases, the worship is practical rather than zealous. The Hunger God has no temples in the Principality, though there are several shrines without an attendant priest. These are visited by ghouls from time to time; meat offerings are left on the altars for them.

Trade and Wealth

Though a land as hostile to its neighbors as Morgau might be considered a poor choice for trade and mercantile houses, commerce does in fact flow through the realm. For the most part, this is mule-train or wagon commerce protected by a pledge of safe passage given by one of the Dukes of the realm in exchange for a fee or toll.

And that, of course, is where things get interesting, for not all the Dukes accept gold for their coffers.

Coinage and Exchange

The basic unit of exchange in the Principality is indeed the silver piece, as in most places, and gold and copper coins circulate as well. The principle unit of coinage among the nobles of the principality is the blood mark, more commonly called the drop. This is said to date to the minting of a particular form of red gold, which has been debased over time with silver and other metals.

The blood mark resembles a gold ring with single hole in the center that is a pledge of one pint of blood. They are rarely collected but rather are exchanged among the nobles of the realm as a way of measuring and maintaining the supply of available human, dwarven, and other sources of blood.

When redeemed, the blood magically disappears from the person who first pledged the token (1 permanent Constitution drain). Any person foolish enough to pledge more than a single blood coin may find them all redeemed at once, as such redemptions happen at great blood feasts on special occasions. Living creatures with sufficient Constitution loss grow weak and die, and some desperate peasants always discover this to their sorrow at the great feasts each year.

Necromantic Goods

Undead chattel such as zombies and skeletons are often used as servants in manors or even in the larger cities as doormen or porters. They are rarely entrusted with any serious work.

Lumber

Pine, oak, maple, beech, yew; the forests of Doresh provide good timber everywhere. Only the rowan tree and the ash are absent, by the decree of the Princes of Morgau and Doresh, any such tree found within the borders of the kingdom must be cut down and burnt.

Requiem and Drugs

The drug Requiem in both bliss and clay forms is imported from the East and used with some frequency in Morgau and Doresh as a way to consult with the dead. It seems to affect the undead much as it affects others.

Gathering Information

Few outsiders know all that much about the cults, rulers, and customs of the Principality, and so it seems a more mysterious and exotic land.

Why Visit the Principality?

The clever DM may wish his players to visit the dangerous lands of the Principality, but the players may seem oddly ... reluctant to commit their PCs to the venture once they hear of the land's character and history. Reeling them in requires merely the proper lure. For instance:

The War Priests of Mavros: The War God's shrine is vital to many of the greatest enchantments for weapons, and many magical properties are only granted on his altar.

Bards of Bratislor: Many famed poets live in Morgau. Prince Thurso loves the arts so much that he has been known to gift the greatest artists he meets with eternal life—or at least, he showers the silver-tongued with silver and the golden-tongued with gold. Bards often visit during the Poet's Festival each spring, hoping to gain the Prince's patronage and prize.

Captives: Many of the raids of the Principality deliver noble or knightly captives to the prisons in Hengksburg. Ransoms need to be delivered and the captives restored to the neighboring kingdoms.

The Ghoul Imperium

As he spoke, he smiled. The lamplight fell on a hard looking mouth, with very red lips and sharp-looking teeth, as white as ivory. One of my companions whispered to another the line from Burger's "Lenore."

"Denn die Todten reiten Schnell." ("For the dead travel fast.") The strange driver evidently heard the words, for he looked up with a gleaming smile.

—Bram Stoker, *Dracula*



Deep under the tiny duchy of Morgau and Doresh lies the heart of a dark empire: the Empire of the Ghouls, flesh-eating and blasphemous worshippers of the Gods of Death, Hunger, and Darkness who come to the surface only to feed. Their empire rose more than 100 years ago with the first darakhul to answer a diabolist's summons.

The darakhul were born of strange magic: ghouls with intelligence, with necromantic power, and with the ambition to rule everything below the earth. Some say the first of them became undead through sheer will and boundless depravity.

Others say that the darakhul are the children of a mythical ghoul-dragon named Darrakh, who roams the grey wastelands between life and death.

The truth is lost; the first centuries of darakhul existence before the empire are furtive, hidden from history. The darakhul may have been smarter, stronger, and more ruthless than ghosts or common ghouls, but they were also fewer in number. Each darakhul sought power over his fellows, creating an endless line of petty kings, hunger cults led by charismatic death priests, and necromantic kingdoms founded on the back of a single eldritch master. Nothing came of them but more effective looting of the tombs and cemeteries. The early kingdoms are largely forgotten. When they are remembered at all among the darakhul, it is as the Time of Warring Kings.

The true birth of darakhul power begins with their emperors. The Dread and Endless Imperium of the Darakhul is an undead civilization buried deep beneath the earth, feeding on flesh and always extending its power, fighting an eternal war against all that lives and breathes. Well-hidden, it has bided its time for a century, growing in strength, in knowledge, and in numbers.

Speed and ferocity, an underworld blitzkrieg, carried the darakhul to their first conquests. Cunning magic and ruthless rage have kept their empire together. Their emperor's plan and his followers' unwavering loyalty will propel the empire ever forward.

The Ghoul Emperors and Lords Subterranean

Four great emperors ruled the ghouls, each giving homage to the Death God Anu-Akma and to Mordiggian, the Demon Lord of Ghouls, also called Vardesain. To honor

these gods, each emperor expanded the empire below the earth through conquest. Ghouls have few friends, and their violent empire is constantly at war. For the most part, their wars have been successful ones.

The first emperor, Tonderil the Bonebreaker, worked for 23 years to unite the scattered darakhul lords and petty kings under his command. He believed that he had destroyed them all or forced them to swear allegiance to him once his ultimate victory became clear. The ghouls measure time from the year when his greatest foes bowed to him. With their fealty, his former foes were granted titles and offices; they became the founders of the Temple of the Hunger God, the Fane of the Necrophagi, and the general of the Royal Bastards Legion. The best title went to the victor, of course, as Tonderil crowned himself emperor.

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

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

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

Vermesail the Gravedancer, the general who staged the coup, was paranoid and suspicious because of how he seized power. He turned many darakhul generals, priests, and necromancers against one another rather than turning outward to seize new territory. The empire shrank during his reign.

His terror tactics and spy network kept him in power for 58 long years, as did his development of the bone collectives, the rise of the Emperor Cults, and the writing of the first ghoul work of theology, *The Annals of Divine Strength and Sustenance*. Vermesail died in magical combat against drow assassins, who were devoured by masses of guards shortly after cutting Vermesail down.

The drow assassins left the empire without a ruler, for Vermesail's chosen successor died at his side. In the interregnum, almost all the Dukes declared themselves emperor, as did a charismatic leader of the beggar ghouls

who called himself Voxpopulus, or "Voice of the People." His followers had the numbers on their side, but when Duke Nicoforus' legions marched into the White City, the Beggar King was put to flight.

Since that day, the fourth emperor, Nicoforus the Pale, has ruled for 20 years with cunning and relentless cruelty. He recently took revenge on the drow for his predecessor's death, first sending a bone collective to assassinate the high priestess of the city of E___ C____, and then destroying it utterly, taking all dark elves prisoner, eating the weak and transforming the strongest. Under Nicoforus' rule, the necrophagi prosper, for he trusts the arcane powers more than the divine ones of the various high priests.

Not everyone was destroyed by the onrushing tide of the ghouls through the underdark. The mushroom folk resisted, as did the aboleth, cloaklers, and fishfolk, all of them cold-blooded and rarely chosen for conversion into darakhul. The dark stalkers and deep gnomes survived by hiding from the darakhul as well as anyone can. Demons claim that Vardesain, the Demon Lord of Ghouls, has grown in stature in the Abyss with the empire's successes.

Table 2-1
Knowledge of the Empire (history or dungeoneering)

25	Ghouls are quite common in the Principality of Morgau and underneath the Ironcrags.
30	Dark legend tells of a land ruled by ghouls beneath the surface.
35	Nicoforus I is the Emperor of the Ghouls, both lesser and greater. All those who approach him hunger.

Cities of the Imperium

The White City of Darakhan is the first and greatest ghoul city. Many of the old capitols of the Hundred Kings survive in some form. The greatest current cities are large by underworld standards (meaning up to a thousand or so inhabitants, and twice that many slaves), but certainly not huge by surface standards. The total population of the empire stands around 50,000 total; one-fifth of that total is in the legions, one-fifth in the priesthood, one-tenth serve the necrophagi, and two-fifths work as scavengers, merchants, and servants to the nobles. The remaining tenth are beggar ghouls.

In times of famine, the empire's population can drop by 40 percent or more, as ghouls feed on their own kind and slaves are wiped out.

Gonderif

Once a derro city, Gonderif's stone gates and pillared halls reflect the excellent craftsmanship of its creators. The city is now primarily an armaments center, where iron, mithral, and steel are worked into weapons, equipment, and supplies for the ghoul legions. Most slaves are derro and dwarves, their beards shaven and their foreheads branded as "smith," "miner," or "food." The two types of dwarves do despise each other but protect each other against their common overlords. Gonderif is currently held by the Duke Radu Kopecs.

Gnawbone

Once a drow city, Gnawbone has long since been converted into a center of the priesthood of the Death God. The ghouls adapted a Spider Goddess shrine to their own uses. The city's products include the best beetles, finest spider silks, and excellent undead servants, but its true fame is as the site of pilgrimages to the emperor cult, the Anu-Akma shrine, and the tomb of the first emperor. Gnawbone is the current residence of the Hunger Duchess, Orsolla Stritt.

Fretlock

Settled by the strongest of the Hundred Kings, the ancient settlement of Fretlock lies just below the largest cemeteries of Morgau and Doresh. It is the staging ground for many hunters and profits from the gold, cloth, and meat they bring from crypts, as well as information and contact with the surface world. Currently the city is held by Duke Drago Blackfly, whose Fuligin Manor is visited occasionally by his half-brother, the living necromancer Konrad von Eberfeld.

Fleshbrook

The settlement of Fleshbrook also dates to the days of the Hundred Kings. Its single bridge over the Yellow River still makes it a valuable strategic site. The small city is currently ruled by the weakest of the Dukes, Wilmer Corpsefinger, though he has a good garrison.

It is sometimes called "Beetlebrook" for its greatest product, lamp beetles.

Vandekhul

Vandekhul is well staffed with slaves and servants because it is the "summer palace" of the emperor when he wants to escape the crush of the White City. Set on the shores of the Sulfur Sea, it is always a popular locale for darakhul nobles, who outdo each other building elaborate palaces and bathhouses along the shore while slaves dig and die in the sulfur mines a few miles inland. Duke Morreto Lichmark, the emperor's current favorite, rules it.

Daily Life

Ghoul life is simple: fight, scheme, and feed. Sex and reproduction are not an issue for ghouls, though intrigue, status, and violent reinforcement of the social hierarchy are critical. Dominant ghouls tend to kill lesser ghouls and beggar ghouls out of hand in the street if they are not treated with enough deference. But how does the empire really work?

Foraging

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

However, ghouls still feel hunger every day without food. That drives them to work, fight, and steal if they must. Most ghouls eat no more than one or two ounces of flesh per day or even per week. Beggar ghouls eat much less than that. To support the empire of 50,000 ghouls, a minimum of 1,500 lb. of flesh are required each day, roughly 12 elves or 10 humans. Most days, the imperial hunters bring much more than that into the slave markets.

The greater food needs are actually those of carrion beetles, who can eat fungus and rotting flesh most of their lives but require large carcasses when they reproduce. Their nesting grounds in the west of the empire are also the territory where purple worms and other large prey are most common. Living slaves are fed just enough to keep them alive. Bat meat, fungus, cave fish, and moth larva are all typical slave food. Most are very thin indeed.

The Feeding Laws

The foundational legal codes of the empire deal with food—or rather, its lack. The code states that the darakhul eat first at any kill, then the imperial ghouls and ghosts, and lastly the lesser ghouls. In addition, eating flesh that does not belong to you is treated as a special case of theft with harsher punishments up to and including exile for repeat offenders.

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

The emperor, through his legions, administers the Feeding Laws. In cases where a ghoul's guilt must be established, the priests act as the judiciary.

Work

Since many ghouls never hunt at all, they must do other useful work. Scribes and priests fill the temples and the Fane of the Necrophagi, writing for libraries and copying both arcane and divine scrolls. Smiths, miners, and armorers fill the artisan quarters, and leatherworkers and tailors make clothes for the wealthy ghouls to show their status.

Politics

The Empire has both the emperor and the Council of the Darakhul, which includes five high priests, the heads of the noble houses, the dukes, and the elder marquises—a total of almost 60 nobles who can and do write the laws and administer justice in the empire. The council members declare wars, grant or revoke an imperial hunter's charter, grant or withhold plunder from the legions, and so on. Their power over the emperor is very limited, though: he controls two of the three legions in the White City of Darakhan, and he collects the flesh-tax on all food brought into the city. If he decides not to obey the council's

laws, he risks revolt at the borders of the empire, but he is untouchable at home.

The politics of the various houses are affected by two older, underlying patterns: one is the loyalty to the noble houses that were once led by the Hundred Kings—these are the dukes and some marquis darakhul—and the other is loyalty by original race. Many drow, humans, dwarves, and others are comfortable with ghouls of their own kind and discriminate against other kinds of ghouls, believing their own form of darakhul to be superior. The legions and the emperor discourage these rivalries when it suits them, and stoke them with racial battles in the arena when they wish to keep popular rage diverting the beggars and common ghouls from other problems.

Slaves

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

Slaves are divided into many categories, the most important being fleshlings (or food slaves) and house (or skilled) slaves. Food slaves are sold as meat and promptly eaten. Halfling is a delicacy, and the flavor of svirfneblin is highly prized. Skilled slaves are kept as trophies, and sometimes as sources of amusement in the arena or the bedchamber.

Cults & Religion

[A] colossal shadow [appeared] that was not wrought by anything in the room. It filled the portals from side to side, it towered above the lintel—and then, swiftly, it became more than a shadow: it was a bulk of darkness, black and opaque, that somehow blinded the eyes with a strange dazzlement. It seemed to suck the flame from the red urns and fill the chamber with a chill of utter death and voidness. Its form was that of a worm-shapen column, huge as a dragon, its further coils still issuing from the gloom of the corridor; but it changed from moment to moment, swirling and spinning as if alive with the vortical energies of dark aeons. Briefly it took the semblance of some demoniac giant with eyeless head and limbless body; and then, leaping and spreading like smoky fire, it swept into the chamber.

—Clark Ashton Smith, “The Charnel God”

The darakhul are organized and powerful as a military force, but they are also more zealous in their worship of

dark gods than most undead. The faiths they practice vary from place to place and over time with cults replacing one another with regularity. The Imperium's current priesthood includes the followers of three great gods and one new goddess, plus lesser cults devoted to demons and the sainted emperors.

The Death god Anu-Akma, the red-speared Mavros, the God of War, and Vardesain the God of Hunger comprise the trinity of ghoulish worship. The first two are gods known to the surface world as well; the third is unique to the ghouls, though a few vampires claim him as a patron god as well. A few heretics claim that Marena, the Red Goddess of Lust and Death is the true keeper of the dead; certainly she is widely worshipped as such on the surface in Morgau and Doresh. In the Realms Subterranean, though, her name is associated with soft flesh, and not the hard leathery power of Anu-Akma.

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

Anu-Akma, the Death God

The Lord of the Underworld takes various forms and names but is always among the foremost gods of the darakhul. They believe that they are his favored children, and all other species were created to feed them. Priests of the Anu-Akma are always advisors to the emperor. Priests are everywhere. Nobles and commoners alike closely watch his oracles and scripture.

In the White City, the god's followers extend beyond ghouls to include jackal lords and a powerful guild master of the Travertine Order, a group of assassins for hire. On the surface, his worship is furtive and often treated with fear; in the Imperium, he is the greatest of the gods, ruling not just death but also aspects of the deep earth, law, and even travel.

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

Vardesain, the Hunger God

Loved by the least of ghouls, Vardesain is controversial. The nature of the Hunger God is much debated among the darakhul with frequent purges and charges of heresy among the priesthood. Some believe that the Bloated Path is the correct one, while others believe in the Sated Hunger path, the Endless Gullet, and the cult of Hungry Dust. Others argue over the god's name: Humans call him Mordiggian, ghouls prefer Vardesain and consider Modiggian a faulty reference to one of Vardesain's avatars. Among the beggar ghouls, those fine points don't matter so much as the ability of prayer to the Hunger God to ease the suffering of the starving.

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

The purple worm is an especially favored animal for Vardesain, though bats and serpents are also among his sacred animals. His aspects include trickery, luck, and chaos as well as food and hunger. His priests often use claws as their weapons—those who lack them carry iron claws or daggers. Many carry butcher's axes as well.

Mavros, the Imperial War God

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

His favored animals are the bull and the eagle, like they are on the surface, though here they are usually seen only in paintings and statues. His priests regularly sacrifice white bats and small underdark goats to him as the nearest approximations. His aspects include strength, destruction, and glory as well as war generally. His priests carry many weapons, but most commonly short swords.

Lesser Gods

While powerful, these gods are not the primary movers in ghoulish religious life. Istrixian holds a special place as lord of the underworld and the undead, but his role among the demons makes him unpalatable to many of the more lawful darakhul. The emperor cults are small, and most ghouls abandoned the Goddess of Night and Magic many years ago.

The Demon Lords

The various demons of carrion and cannibalism are popular, though their popularity is closely related to their power over other undead. The ghouls see themselves as the natural rulers of all undead creatures, and as long as the demonic priests agree, they are welcome. Other demon lords who acknowledge the undead and whose portfolios include necromancy, death, darkness, and the underworld are sometimes popular among the ghouls, but the empire is rarely swayed by any single demon lord for long.

Emperor Cults

The first three rulers of the Imperium—Emperor Tonderil, Empress Haresha, and Emperor Vermesail—have small but politically powerful cults devoted to their memories.

Large sacrifices of blood and treasure are common, though their temples are rarely full. Most worshippers are officers or rulers of various outposts, cities, shrines, and other bastions of the empire. The emperors themselves are portrayed as the greatest saints and servants of the Death God. Their servants are said to be granted divine powers of law, protection, and secret knowledge.

The Goddess of Night and Magic

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

The goddess's animals are the raven and the mouse. Her priests carry quarterstaves and often use spears. Her worship is widespread among the necrophagi and loremasters of the empire.

Necrophagi

The lore cult of the necrophagi, though it seems superficially similar to a faith, is based on the use of arcane and necromantic knowledge rather than faith.

Trade and Wealth

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

Livestock

The ghouls are happy to breed many varieties of beetles and to oversee slaves in large numbers. To them, anything but another ghoulish animal is a domesticated animal.

Carrion Beetles

Carrion beetles come in different sizes and demeanors, like breeds of horses. War beetles are often young, strong, and armor-plated; the most expensive are grown to massive proportions. The merchant variety are bred and trained for docility and their ability to carry heavy loads tirelessly. The tunneling beetles are too old and too frail to march off to war or taken on a heavy burden. Their acid is their sole remaining asset, used to sculpt the underworld to the ghouls' liking by making tunnels and enlarging caverns.

Fire Beetles

Fire beetles provide illumination for writing, reading, and for use near human and other "sightless" slaves.

Lamp Beetles

These beetles range in size from a hand span to over 1 ft. long. Their organs resemble those of fire beetles, but they are bred for a variety of colors, from the greenish-yellow shades that ghouls prefer to orange, pale bluish, and the

Table 2-2
Unique Ghoul Items

Livestock	Cost	
Carrion Beetle, Merchant's	1,500 gp	
Carrion Beetle, Tunneling	1,000 gp	
Carrion Beetle, War	5,000 gp	
Lamp Beetle	50 gp	
Skeleton, humanoid	25 gp	
Slave, Food	40 gp	
Slave, Ghoul	120 gp	
Slave, Skilled & Sighted	250 gp	
Slave, Skilled & Sightless	180 gp	
Sniffer Beetle	150 gp	
Zombie, humanoid	35 gp	
Alchemicals, Drugs, and Poisons	Cost	
Alchemical Sulfur	350 gp	
Beetle Acid	70 gp	
Black Bandage	160 gp	
Carrion Elixir	200 gp	
Deadmind	250 gp	
Fire salts	25 gp	
Mortuary Mercury	6,250 gp	
Quicksilver Strength	160 gp	
Requiem Bliss	2,500 gp	
Requiem Clay	500 gp	
Saltpeter	15 gp	
Wyrmblood Venom	6,250 gp	

traditional red. Unlike fire beetles, lamp beetles glow while they are kept alive.

Slaves

The ghouls of the Imperium divide slaves into a bewildering variety of types and categories, separating them by race, skillset, and even taste. The most important categories are sight and fleshling status.

Sighted slaves with darkvision are preferred for skilled slaves, because they can work in the darkness that ghouls prefer. Sightless slaves are humans and any other humanoid that cannot see in the lightless dark below the earth.

The other dividing line is between skilled slaves and the fleshling food slaves. The skilled can read and write or are savants, arcanists, or metalworkers of some kind. These are kept on to work in ghoulish mines, forges, scriptoria, or other enterprises until they are near death, and then infected with ghoulish fever. All other slaves are fleshlings; they are kept a few days, then eaten or sold.

Sniffer Beetles

About the size of a small dog, these beetles can smell creatures of all kinds. They buzz and twitch their wings when creatures draw near and are difficult to either fool or

Table 2-3
Unique Ghoul Items

Necromantic Goods	Cost	Weight
Breather's Mask	15 gp	2 lb.
Face Powder	4 gp	½ lb.
Meatstock Corpse	5 gp	180 lb.
Wigs	60 gp	2 lb.

poison: Knowledge (dungeoneering or nature) checks are required to keep one from buzzing (DC 20; DC 30 if its handler is nearby). They are used as watch animals, though they are poor fighters.

Undead

Lesser ghouls, zombies, and skeletons are sometimes bought and sold: the zombies and skeletons as simple goods, the lesser ghouls as livestock or slaves. Few ghouls fall so low as to become slaves, but some beggar ghouls become so desperately starved that they must sell themselves into slavery to eat. Ghoul slavery can always be revoked; especially loyal ghouls are often manumitted on their owner's death.

Alchemicals, Drugs, & Poisons

Ghoulish alchemy is inventive and advanced, from stimulants to deadlier forms of alchemical fire. Most of its products really benefit only the undead.

Alchemical Sulfur

Ghouls eat this fine-grained, pungent, yellow powder as a stimulant when hustling on long marches, granting them a Strength bonus of 1d4+1, which lasts 1d4+4 hours.

However, it is a poison to living creatures:

Type poison, ingested; **Save** Fortitude DC 16

Onset 1 day; **Frequency** 1/day for 6 days

Initial Effect 1d3 Con damage; **Secondary Effect** 2d3 Con damage; **Cure** 2 consecutive saves

Beetle Acid

Sold in ceramic flasks, these serve admirably as a splash weapons (treat as alchemist's acid.)

Carrion Elixir

Aura minor necromancy; **CL** 3rd

Slot —; **Price** 300 gp; **Weight** 1 lb.

Description

This fermented, dark-brown slurry of liquid and fleshy chunks reeks of sewage and decay. Ghouls find it entirely intoxicating and crave more as soon as they've tasted it. For undead, a mere taste of carrion elixir triggers an intoxicating cascade in which they continue to drink compulsively. Once tasted, a ghoulish (or other flesh eating undead) must make a DC 13 Will save each round or continue drinking.

For each failed saving throw, the ghoulish takes a cumulative -1 penalty on attacks, saves (including the save for drinking the carrion elixir), and skill checks, and it lasts for a number of hours equal to the penalty. Further, if the

ghoul fails 3 or more saving throws, it must make a DC 16 Fortitude save. Failure indicates that the undead falls unconscious for 1 hour or until it is subject to an attack or violent motion.

For the living, this drink is just nauseating. On a failed DC 16 Fortitude save, living creatures are nauseated for 4 hours.

Construction

Requirements Brew Potion, Command Undead or Undead Bloodline, *enthrall* or *daze monster*; **Cost** 150 gp

Deadmind

This grey powder is a mixture of saltpeter and fungal liquor that mycolids sell to the Imperium. The result is a slow-acting, mind-deadening poison that makes its victims very pliable.

Type poison, ingested; **Save** Fortitude DC 18

Onset 10 minutes; **Frequency** 1/minute for 6 minutes

Effect 1d4 Wis damage; **Cure** 2 consecutive saves

Fire Salts (flask)

Fire salts are an advanced formulation of alchemist's fire. They have increased sensitivity and air stability and can be thrown or scattered on the floor as a trap.

You can throw a flask of fire salts as a splash weapon as a ranged touch attack with a range increment of 15 ft. and a maximum of 75 ft. A direct hit deals 2d8 fire damage. Every creature within 5 ft. of the target takes 1d4 fire splash damage. On the round following a direct hit, the target only takes an additional 1d8 fire damage. The target can use a full-round action to attempt to extinguish the flames before taking this additional damage (Reflex DC 18). Rolling on the ground provides a +2 bonus on the save. Submersion in water (such as leaping into a lake) or magically extinguishing the flames automatically smothers them.

Alternately, you can set the salts as a trap triggered by contact (Reflex DC 18 for half). They have the same effect as when thrown.

Fire salts are especially effective against creatures under the effects of *wind walk* or *gaseous form*, causing 6d8 damage against gaseous targets, plus 3d8 in the following round. A gaseous creature cannot take a full-round action to attempt to dampen the alchemical reaction consuming it.

Mortuary Mercury

Aura minor necromancy or transmutation; **CL** 3rd

Slot —; **Price** 300 gp; **Weight** 1 lb.

Description

Mortuary mercury (or elemental mercury, commonly called quicksilver) is a preservative for organic materials. Since its toxicity prevents any form of rot from taking hold in a corpse, ghouls frequently drink it to keep their undead forms well preserved or apply it to their skin to fight off any fungus or other decay. This potion provides a corporeal undead fast healing 3 for 3 rounds.

Mortuary mercury is incredibly dangerous to living creatures. Consuming the draught inflicts 2d8+3 damage

to any non-undead.

Construction

Requirements Brew Potion, Craft (alchemy), Command Undead or Undead Bloodline, *gentle repose* or *make whole*;

Cost 150 gp

Quicksilver Strength

Aura moderate necromancy; **CL** 5th

Slot —; **Price** 750 gp; **Weight** 1 lb.

Description

By drinking this magically-infused mercury (an advanced formulation of mortuary mercury), ghouls and other corporeal undead gain regeneration for a short time.

Otherwise, quicksilver strength has the same effects as mortuary mercury.

Construction

Requirements Brew Potion, Craft (alchemy), Command Undead or Undead Bloodline, *animate dead* or *vampiric touch*; **Cost** 375 gp

Requiem

Made from the death's head mushrooms, requiem is a potent drug when smoked. It gives users visions of the dead but is highly addictive. It comes in two varieties: clay and bliss.

Requiem Clay

Type poison (drug), inhaled; **Save** Fortitude DC 13

Onset 1 minute; **Frequency** —

Addiction Fortitude DC 13 + 1/question asked;

Withdrawal cumulative -2 penalty to all saving throws, attacks, ability checks, and skill checks

Effect *speak with dead*, nonlethal damage, see text; **Cure** 2 consecutive saves

Price 750 gp

Description

Made from death's head mushrooms and various other unsavory components, this potent and highly addictive euphoric drug gives users visions of the dead. (Unwilling users can make a DC 13 save to avoid effects.)

Upon smoking requiem clay, you summon the spirit of a single deceased person that you personally knew in life; you are granted the benefits of a *speak with dead* spell and may ask 10 questions. The spirit's image is visible, and its voice can be heard in whispers, but it cannot touch you. The spirit cannot refuse to answer your questions, but it may attempt to deceive using Bluff. The spirit receives a +3 bonus to any Bluff checks.

Afterwards, you suffer 2 hp of nonlethal damage per question asked and must make a Fortitude save (DC 13 + 1/question asked) or become addicted to the drug. For each week that requiem clay is not smoked, you suffer a cumulative -2 penalty to all saving throws, attacks rolls, ability checks, and skill checks. Smoking either requiem bliss or requiem clay eliminates all accumulated penalties from abstaining. Breaking the addiction requires casting a *remove disease* or *heal* spell or abstaining at least 2 weeks with a DC 20 Will save at the end of each week. Two

consecutive successful saving throws are necessary to break the addiction through abstinence.

Construction

Requirements Craft (alchemy), cremated ashes of a sentient being, *Speak with Dead*; **Cost** 375 gp

Requiem Bliss

Type poison (drug), inhaled; **Save** Fortitude DC 15

Onset 1 minute; **Frequency** —

Addiction Fortitude DC 15 + 1/question asked;

Withdrawal cumulative -3 penalty to all saving throws, attack rolls, ability checks, and skill checks

Effect *Speak with Dead*, *Contact Other Plane*, nonlethal damage, see text; **Cure** 3 consecutive saves

Price 4,500 gp

Description

Made from death's head mushrooms and various other unsavory components, this potent and highly addictive euphoric drug gives users visions of the dead. (Unwilling users can make a DC 15 save to avoid effects.)

By smoking requiem bliss, you summon the spirit of a single deceased person whose name you know. The spirit takes on the physical characteristics it had in life and may actually touch you, though it may not harm you. You are granted the benefits of a *Speak with Dead* spell (CL 10th), and the spirit may not lie. Additionally, you are simultaneously granted the benefit of the *Contact Other Plane* spell (Outer Plane, greater deity option), as the summoned spirit consults with others and relates information about a single question that would otherwise be unknown to it.

Afterwards, you suffer 3 hp of nonlethal damage per question asked and must make a Fortitude save (DC 15 + 1/question asked) or become addicted to the drug. For each week that requiem bliss is not smoked, you suffer a cumulative -3 penalty to all saving throws, attack rolls, ability checks, and skill checks. Smoking either requiem bliss or requiem clay eliminates all accumulated penalties from abstaining. Breaking the addiction requires casting a *Remove Disease* or *Heal* spell or abstaining for at least 3 weeks with a DC 20 Will save at the end of each week. Three consecutive successful saving throws are necessary to break the addiction through abstinence.

Construction

Requirements Craft (alchemy), cremated ashes of a sentient being, crushed pearl, *Speak with Dead*, *Contact Other Plane*; **Cost** 2,250 gp

Salt peter

This nitrate salt is popular among ghouls to encourage the growth of certain fungi. It is believed to have mind-dampening effects as well, slowing cognition and action in slaves. For this reason, it is a component of deadmind. It has no other effect.

Wyrmblood Venom

A mineral toxin mixed with cave dragon bile and dhole ichor, this substance's bright red color gives it its name. It is especially popular because it has full effect on most

undead, unlike other poisons.

Type poison, contact; **Save** Fortitude DC 22

Frequency 1/round for 6 rounds

Initial Effect 2d12 hp damage; **Secondary Effect** 1d4 Wisdom damage; **Cure** 2 consecutive saves

Necromantic Goods

Ghouls are masters of grave magic, necromancy, and black alchemy. Their fondness for these arcane crafts has led to the creation of many basic items that are common throughout the empire.

The following goods are found in all ghoul settlements.

Breather's Mask

Used by living slaves working in stagnant or smoky air, these simple masks draw good air out of deadly gas. They last for 6 hours, and then they must be replaced by fresh ones.

Face Powder

Ghoulish vanity leads many to wear face powder to hide decayed or grayish skin.

Meatstock Corpse

A normal corpse sells for about 5 gp as food. Ghouls value corpses with large amounts of fat or muscle and may pay 10 or even 20 gp for such flesh in good condition.

Wigs

Many ghouls lose their hair over decades and wear wigs. Living slaves with especially fine hair are often sheared once a year.

Coinage and Exchange

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

Cost of Goods in the Imperium

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

Gathering Information

Visitors may try to gather information from the many peoples in this underground world—such as in the kobold or aboleth cities, from the ghouls, or even from the cloaklers. Generally speaking, it's easy to get information from kobolds and ghouls and difficult to get it from the cloaklers and aboleth.

Table 2-4
City Gossip from Ghoul Settlements

Diplomacy DC	Information gained (cumulative)
14 or lower	"You look tasty." (Requires DC 15 Diplomacy to avoid a fight.)
15-19	"Our beetles are unstoppable war machines. Their acid will melt you in your armor." (Largely false, which is only obvious if a PC makes a DC 19 Sense Motive check.)
20-24	"Ghoul armies are invincible. We are thousands strong. We march day and night." (True. If the PC asks, tell them that a ghoulish army can march nearly 100 miles per day.)
25 or higher	"You should join us. I know a hunter who would convert you to the winning side." (True; tell PC what hunters are).

Table 2-5
Historic Knowledge

Knowledge (history) DC	Information gained (cumulative)
14 or lower	No information
15-19	Groups of intelligent ghouls have long raided cemeteries and tombs of the surface world, searching for a messiah child of death and darkness, offspring of gods, Emperor of All Ghouls! The ghoulish scriptures of Vardesain claim this messiah will lead his vile followers on a crusade against all living things. Various oracles claim that when the time comes for the ghouls to walk the earth, the dark elves will be exterminated first, then the dwarves, then humankind.
20-24	The ghoulish empire has existed for more than 100 years. Stories told by the dark elves, the dwarves, and others claim that great necromancers lead them. The drow legends make it clear that the ghouls are warlike and worship their pantheon of Anu-Akma, Mavros, and Vardesain as well as demon lords. The ghouls themselves harbor a deep hatred of the living, who remind them of what they once were.
25 or higher	Dwarven clan sagas describing the ghoulish empire claim there are a half-dozen major ghoulish types: lesser ghouls, nobles, priests, even ghouls whose hunger has worn them away into nothing but teeth and dust. Even those shreds still try to prey on any corpse or living soul they find.

Military Conquests

The ghoulish reign of conquest against dark elves, dwarves, svirfneblin, dark creepers, and other races of the underworld has not been an accident. The ghouls paralyze their foes, turning enemies into food or into replacements for their losses. Their armies include crawling bone colossi, demonic rams, bat-winged devices trailing fire and smoke, burning skeletons, liquid zombies, and tunneling undead purple worms. Ghouls are inventive soldiers.

And they strike quickly: the lightly-armored ghoulish legions march 72 miles per day in small tunnels (and don't rest by night) while the heavily-armored legions still manage 48 miles through difficult tunnels. They either carry their provisions or march alongside them, when the provisions take the form of zombies. In frenzies, ghouls can strip a battlefield clean, down to cracking the bones of the fallen. The only thing preventing the darakhul from swarming the surface world is an aversion to sunlight.

The tactics that have won them city after city and thousands of slaves are actually quite simple. They have excellent spies and mindbenders to wrest information from their enemies, undead purple worms, and relentless diggers to claw through the earth, mobs of frenzied ghouls, deathcap spores to induce sleep in ranks of breathing foes, and heavy centiles of iron ghouls to destroy foes.

Over time, the legions have learned how to both use their own strengths and exploit their enemies' need to eat, sleep, and breathe.

The ghoulish's modest needs for food allow them to field a much larger army than living creatures. Their lack of any need for air allows them to use fire and smoke with impunity in the confined spaces of the underworld, literally asphyxiating entire settlements and cities that resist them. The greatest constraints on the use of fire-bat and fire-skeleton tactics are not ghoulish morality—an oxymoron—but the lack of sufficient fuel to burn in the damp and stony caverns. Ghouls use smoke and fire only for major engagements.



The Dread and Endless Imperium currently has about 10,000 ghouls in its active army, divided into 12 legions. That number could easily double overnight if the Pale Emperor commanded it; at some level, all ghouls are raiders and warriors. The masses of the legions are mostly fodder, with lesser ghouls and ghosts making up more than 90 percent of their numerical strength. An officer corps of roughly 250 darakhul, described below, leads each legion. Strength indicates the legion's percentage of capacity compared to a "full" legion.

Of those legions, the Third Imperial—the "Ivories"—has the most powerful and experienced veterans, consisting of almost half darakhul and the remainder imperial ghouls and ghosts. Every single member of the Third has resist 10 to all damage, making them tough enough to discourage any coup attempts against the emperor.

The First Imperial is just as deadly, provided with banded armor and masterwork axes and polearms. It is commanded by the Pale Emperor himself, but it is kept in the White City largely as a counterbalance to the Third. If and when the darakhul move against the surface world, these two will lead the charge.

The Blacktongues, Corpse Tearers, Fuligins, Marrowrich, Plaguejoys, and Wyrmblooded all spend most of their time patrolling the subterranean borders, fighting dwarves or the drow of the north. The constant marching and war seems to suit them better than sitting near the barracks or the palace drilling and parading, and they consider their active duty a plum assignment with plenty of opportunities to both feed and expand the empire. Their generals and wizards are less pleased; they are far from the courtly maneuvering and discussions that might land them a post with a better legion or as a high-status necromagus attached to the imperial court.

The Deathcap Legion is worth mentioning. It has 400 deathcap mycolids replacing 400 of the lesser ghouls. They fight as archers and auxiliaries and move as a light legion. They guard the Glowing Forest and the Forest of Forgetting and tend those groves when not training with weapons.

Dozens of other legions have been completely destroyed or retired for other reasons (the Second Imperial disbanded for its uprising against Empress Haresha). These "ghost legions" include the Royal Bastards (from the time of kings), Second Imperial, the Green and Gold, the Vordesain, the Maggots, First Darakhan, Black Hammers, Fortunate Fifth, Death's Favored, Pale Light, and the Fire & Fury.

Table 2-6
Knowledge of the Empire (history or dungeoneering)

25	Ghouls are quite common in the Principality of Morgau and underneath the Ironcrags.
30	Dark legend tells of a land ruled by ghouls beneath the surface.
35	Nicoforus I is the Emperor of the Ghouls, both lesser and greater. All those who approach him hunger.

Table 2-7
Legions of the Imperium

Legion	Leader	Type	Location	Strength
1st Imperial (Iron)	Fighter 15	Heavy	White City	100%
3rd Imperial (Ivories)	Fighter 11	Heavy	White City	90%
Blacktongue	Sorcerer 9	Light	Hammerheim	60%
Corpse Tearers	Fighter 8	Heavy	Gonderif	80%
Deathcap Legion	Druid 9	Aux.	Glowing Forest	90%
Feverlings	Expert 11	Light	Shrine Outpost	70%
Fuligin	Rogue 7	Light	Searching	60%
Harvester	Wizard	Light	Vandekhul	80%
Marrowrich	Wizard 9	Heavy	Searching	30%
Plaguejoy	Cleric 9	Light	Gnawbone	70%
The Reapers	Ex-Paladin 11	Heavy	Great Necropolis of Morgau	75%
Wyrmblooded	Rogue 10	Light	Fretlock	50%

Underdark Movement

On good roads and in open tunnels, a ghoul light army hustles at 6 mph, or 144 miles/day through clear terrain. The heavy legion traveling at 4 mph covers 96 miles/day on clear roads. The slowest units are the beetle-supported artillery, which are restricted to 8 hours of movement at 2 mph, or just 16 miles/day, 18 miles/day if they hustle for an hour.

How do the darakhul get 6 miles/hour from a 30 ft. base movement rate? Ghouls always hustle when they march since they are immune to nonlethal damage and the effects of exhaustion and fatigue. They never eat, sleep, or set up camps and watches while marching to war or retreating. Since the entire empire is just 150 miles across (and purple worms and beetle digging crews have created good tunnels connecting most of it), a legion can literally cover the empire in one long hustling march of 2-3 days, and they will be fully ready to fight at the end of it.

By comparison, standard characters with 30 ft. movement rates cover just 24 miles in an 8-hour day of travel, the same speed as giant carrion beetle troops. Characters moving in armor, or otherwise having a 20 ft. base movement cover 16 miles. Forced marches or hustling for an hour improves this a little, but inflicts the usual nonlethal damage and fatigue.

Keep in mind, however, most tunnel movement will likely count as difficult terrain (a x2 additional movement cost), which has not been factored in to these movements.

Organization

Each ghoulish legion numbers 1,000 soldiers strong when at full complement. Typical legions include 800 lesser ghouls, 120 imperial ghouls, 60 imperial ghouls, 20 darakhul serving as officers, 4 necrophagi arcanists or underpriests, and one captain-general. Each legion is divided into deciles and centiles, plus an imperial centile.

The junior officers are called sergeants (typically ghouls who command only lesser ghouls) and lieutenants (who command a single decile). Lieutenants are usually imperial ghouls or ghouls rather than darakhul.

Field captains and patrol captains command two or more deciles; the distinction is that field captains operate outside the borders, the patrol captains within the empire. This is typically the lowest rank a darakhul will hold.

Table 2-6
Legion Units

Decile	The decile is the basic patrol unit of the empire, 6 lesser ghouls led by a ghoulish.
Centile	The centile is the basic raiding unit, with 9 ordinary centiles in a legion. Each centile includes roughly 65 lesser ghouls, 10 ghouls, 5 dread ghouls or dread ghouls, and 2 darakhul.
General's Centile	The tenth centile in a legion is the General's Centile, which acts as a staff headquarters, personal guard, and reserve unit. It has 150 lesser ghouls, 20 ghouls, 10 dread ghouls, 4 clerics, darakhul praetorians, or Necrophagi, and the general himself.

Ghouls

Ghouls have a strange life cycle, starting with fever and then dominated by a variety of peculiar customs of the empire. Like the living, they are bound by their status and their wealth, though this takes dark forms in the empire.

Ghoul Fever

Darakhul are created from ghoulish fever, a disease that transforms a living creature into one of the undead.

Table 2-7 Ghoul Fever

Endurance Check	Result
9 or lower	Target dies
10-12	Target becomes a ghoulish
13-17	Target becomes a beggar ghoulish
18-20	Target becomes an imperial ghoulish
21-24	Target becomes a darakhul warrior
25 or higher	Target becomes a darakhul noble

Creatures that do not make at least a DC 10 Endurance check do not become ghouls. The disease kills them. This provides the ultimate penalty for trying and failing to enter the ghoulish kingdom as one of them, and it makes it possible for evil characters to deliberately infect themselves, and join the ranks of the empire.

Ghoul Birth & Status

Not all ghouls are powerful masters of the underworld. Many are condemned from the date of their creation to scabble after scraps. What makes the difference is the highly variable course of the disease that creates ghouls, best known as ghoulish fever to the surface world. Among ghouls, it is called “the curtain” or “the strengthening” (as in “after I passed through the curtain” or “after my strengthening”).

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

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

The Necrophagi

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

The ghoulish necromancers of the Imperium organized into a society of their own, called the necrophagi, which practices necromancy using the materials available, primarily the bones and bodies of non-humanoid creatures. Some work on small useful undead servants (skeletons and zombies), others work on powerful war machines. They are the technologists of the Imperium, and they respected for that reason. Their mark is a triple skull.

Beggar Ghouls

The majority of the empire is not darakhul but lesser strains of ghoulish and ghoulish. The weakest of these are always the majority in any offensive of the legions, and the very weakest are not even granted a place in the legions. These poor devils must scrounge for food near the surface, beg for scraps among the cities of the ghouls, or raid the livestock pens within the empire, hoping to avoid capture and execution. Beggar ghouls are always thin, usually weakened, and sometimes damaged or retarded in some

way. Some are strong ghouls exiled and cast out from the empire's largess.

Darakhul Nobles

The darakhul may be lords of the imperial city and masters of tens of thousands of undead, but that does not mean that they are all equal among themselves. As they grow stronger over time, many older darakhul divide the nobility of the empire into five ranks. The categories are arbitrary and fluid, and priests and blooded necrophagi may often vault onto the higher rungs quite quickly. Nevertheless, there is a pecking order.

The Emperor

The emperor and his courtesans, favorites, and courtiers are a group that no one opposes, at least not openly. His command of the two imperial legions, the priesthood, and the necrophagi means that he can play all the factions against each other. In practice, the high priests and the lord commander of the necrophagi act independently and even oppose the emperor at times but usually only if two or more of the dukes support them.

The Dukes

There are nine dukes and two duchesses in the Imperium; each rules a small city or major outpost outside the White



City. Each duke pays to support a legion, but does not formally command it. The duchesses pay to support the temples and the necrophagi with their taxes, and they are generally known as the Hunger Duchess and the Sorcerer's Duchess (sometimes called the "Sorcerer's Bitch"). Rumor has it that she has bedded most of the senior necrophagi.

The various dukes' personal followers include ten of the marquises, a few hundred soldiers of various types, a personal high priest of their favored god, and two or three of the necrophagi.

The current dukes are:

- ☞ Wilmer Corpsefinger of Fleshbrook
- ☞ Drago Blackfly of Fretlock
- ☞ Imre Stritt of the Glowing Forest
- ☞ Radu Kopecs of Gonderif
- ☞ Iago Estorban, Field Marshall of the Iron Legion
- ☞ Leander Stross, Ambassador to Morgau & Doresh
- ☞ Jaroslav Krakenau of the Spiderfall
- ☞ Morreto Lichmark of Vandekhul

The current Hunger Duchess is Orsolla Stritt of Gnawbone, and the Sorcerer's Bitch is Erzsebet Tar Jozsa, of the Black Tower.

The Marquises

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

The Barons

There are more than 600 barons. Most are officers. Some are necrophagi, underpriests, or hunters. Mostly, the number and quality of their followers and their skill at arms or magic distinguish each baron. Barons are granted the right to visit the imperial palace, to consult with the necrophagi, and to keep a small retinue of followers, no more than a dozen.

The Lords

Sometimes sneered at as "little lords" by the other

Design Notes: PCs and Ghoul Fever

There was some discussion among the authors: Which category does a PC fall into when infected by ghoulish fever? The easiest solution is that lesser ghouls generate spawn that are just like themselves, with ghouls spawning only other ghouls and so on. A more interesting alternative, though, is for creatures that die after contracting ghoulish fever to use a special disease.

Those new undead that make a better Fortitude save survive ghoulish fever with a better result. In this case, a lesser ghoulish might spawn a ghast or even a darakhul. In the end we agreed that the lesser ghoulish varieties can never command their spawn when it outranks them.

darakhul, these are new-made darakhul, without servitors, a commission in the army, a post in the priesthood, or an apprenticeship among the necrophagi. A few darakhul prefer to remain among the lords forever, safe from the slaughter that sometimes clears away dozens or even hundreds of “treacherous” nobles at the emperor’s command. The lords are personally powerful as fighters or otherwise, but they have no allies and no great influence among the nobility.

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

The darakhul nobles ruthlessly assert their privileges over their lessers, but this cuts both ways. When a “new-made” darakhul arrives, an older darakhul often attempts to bind him to service in exchange for protection, servants, and an “introduction to society.” In fact, though, any darakhul—or even imperial ghastr—who arrives often finds that imperial ghouls, ghastrs, and even beggar ghouls will vie with one another to serve him, hoping to be an early and trusted servant who rises to the top with a new meal ticket.

Bloated Ghouls, Hunger Priests, and the Sated

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

The hunger priests are likewise outside the political world. They teach the darakhul the secrets of modulating and controlling their hunger, their frenzies, and their powers. While the hunger priests do not rule directly, they have a great deal of influence with the darakhul generals, dukes, marquises, and the emperor himself. Their cult was suppressed several times when they threatened to turn the empire into a theocracy, called the Kingdom of Hunger. The delicate balance between the priesthood and the empire continues. At the moment, the priests are in favor.

The Hundred Kings and the Bonepowder Ghouls

The Hundred Kings were the petty lords who ruled by pure strength in the early days before the empire, when ghouls fought ghouls and each darakhul was the enemy of every other darakhul. In those days, there were many small kingdoms that grew strong under the ruthless, clever, or powerful rule of their king: the Rift Kingdom, the Iron Duchy, the domain of the Old Pretender, the White

Kingdom, the Lich-Lord’s Kingdom, the Drowning Barony, the Deepmark, the Hissing King, and the Dwarf-eater’s Realm are just a few of the many that arose, most now forgotten. When ghoul fought ghoul, only the ghoul’s enemies prospered. Many kingdoms arose from small companies of ghoul mercenaries hired by dark elves, derro, or aboleth to destroy their enemies.

Oddly, this time of ghoulish strife ended when ghoulish cruelty ran amok. The ancient kings decided that they would grind their kingly enemies to dust at the Millstone, an enormous block of stone in the old Rift Kingdom. They thought that they were creating a slow death for their foes, but in fact, the death of these kings created the first bonepowder ghouls, still animated by hate, and seeking to end the rule of petty kings.

Over years, eight bonepowder ghouls gathered, and called themselves the Ancient Dust. Collectively, they decided to support one of the kings, Tonderil, over all others. They attacked trade caravans of dwarves and elves, they infected every human they could find, and they doubled Tonderil’s army in a single decade. It was all the tilt required for an emperor to rise among the ghouls, wiping away all those kings who would not swear allegiance.

Most swore to obey Emperor Tonderil (as he soon styled himself). Those who gave their fealty early became his dukes and favored generals. A few fled, and were hunted down and eaten by the emperor’s legions. Only one survived in exile, Last King Narosain, also called the mad Prince of Vermin. He is forgotten by an empire that has grown larger and stronger than any king ever dreamed.

Ghoul Servants, Allies, and Enemies

The Darakhul Imperium is built on the backs of lesser creatures. Not every creature is fortunate enough to become one of the greater ghouls, able to rule. Many of their victims become food; many more become lesser ghouls, ghastrs, imperial ghouls, or other types. These all have a role to play.

Lesser Ghouls

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

Imperial Ghouls and Ghastrs

Imperial ghouls and ghastrs are a large middle class, and serve as its shock troops in battle. They travel into a fight on beetle-back, laying about with coldfire-wreathed halberds or greataxes. They understand status and strategy, and they work to enhance themselves (though they resent

the higher class of the darakhul).

Many believe that the hunger cults or the necrophagi know some secret of transforming imperial ghouls and ghouls into darakhul. This rumor gives them hope of advancement. Their power over the lesser ghouls and slaves gives them a taste of tyranny. They are hungry for more power, always striving and ambitious. Many are eager to prove themselves as hunters, as warriors, or as spies.

Imperial Runners

While the ghoul legions can cover 100 miles or even cross the empire in a single long day's march, the need for quick communication led to the creation of the runners, messengers who hold the empire together with blinding speed. These undead creatures can run without pause or hesitation to wherever commanded. Most serve the priests, necrophagi, and generals, though a few belong to the emperor himself—who is widely rumored to have developed undead messenger bats for this purpose as well.

The runners travel at a full run at all times (12 miles per hour), covering 72 miles in just 6 hours or 288 miles in a day. Their speed means they can carry no armor and nothing more than a light weapon, usually a dagger. Interference with an imperial runner—even just slowing one down—is a crime punishable by slow cooking and devouring.

Few runners survive the pace for long; stories claim that some run themselves so fast and so hard that they turn into bonepowder and dust.

Slave Races

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

All other races—including dark creepers, derro, halflings, goblins, kobolds, svirfneblin, troglodytes, and even other undead—are usually eaten after a short period of work or of fattening. The only exception is when the ghouls require a structure to be built or a region to be mined quickly. In these cases, food races are drafted to do as much work as possible before being stripped for any remaining meat. Though it's hard to credit any ghoul's complaint about what they eat, darakhul complain that overworking food slaves does lead to tough or stringy fare.

Necrotech: Skeletons, Zombies, and Undead Machines

The Imperium has many forms of mindless undead. The simplest are the skeleton and zombie servants, who are ordered around by slaves and darakhul alike. They harvest fungal forests and perform meaningless rote

work like carrying water, turning alchemical cauldrons, and copying account books—but that is not their only purpose. Skeletons are often reduced and turned into bone collectives by an incantation of the necrophagi. The zombies are mobile food reserves that march without pause or rest.

The undead machines of the empire include ghostly ethereal towers and zombie-legged rams. The ghouls are well prepared for sieges and mass warfare.

Enemies & Allies

The Imperium has a wide range of enemies, from the implacably hostile through neutral and even friendly species. These are broken out by their degree of hostility, but not every clan or tribe fits the larger pattern.

Hostile

Aboleths, cave dragons, surviving drow (beneath the hellish fire of their lost city and in domains along the sunless sea), dwarves, derro, and svirfneblin count themselves among the enemies of the ghoul empire. They work to survive the sleepless marches and the constant raids of the ghoulish war parties. They mastered techniques that allow them to hold the line: items like ghoulbane oil, weapons that destroy undead, even the simple tools like the battlefield use of gentle repose spells to keep their own losses from being turned into darakhul soldiers.

Unfriendly

A few kobolds trade with the ghouls, though always at arm's length and always on terms that allow for a rapid escape if things go wrong. The imperial ghouls seem to find kobolds amusing or less palatable than other races; they are rarely the first eaten when the ghoul larders are searched for food.

At other times, kobolds seem to operate as suppliers of ghoulbane oil to the ghouls' enemies. If discovered by the Imperium, these kobolds are summarily executed.

Neutral

Other races are less clear whether they are allies. Some demons commit to the Queen of Spiders and her servants; some are loyal to the Ghoul Lords of the Abyss. Cloakers are too alien to pin down clearly as either allies or enemies; they have both hurt and helped the ghoul cause at different times.

The Black Prince of the Scãthsidhe, a power among the shadow fey, visited the Pale Emperor often in recent years. The two seem to share some plot or plan. It would be going too far to call them friendly, but they have mutual interests. It's unclear who leads the relationship, but there have been exchanges of arcane knowledge, servants, and gifts' the fey prince has warmed to the emperor over time.

Friendly

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

Helpful

The closest allies that the ghouls have are the mycolids, who bring bodies in exchange for caverns where they can grow their young in safety. In addition, they are allied with the vampires and humans of the Principality of Morgau and Doresh, which they call the “Surface Realm.”

The ghouls are also on good terms with wraiths and some ghosts.

Imperial Hunters

While the darakhul capture large quantities of slaves and fodder through raiding other underworld races, plundering cemeteries, and stealing away lone humans by night, the empire values prime flesh brought in by its hunters. Darakhul hunters devote themselves to tracking, hunting, and capturing or killing humanoid of all kinds.

Imperial Hunters

As scouts, foragers, slavers, and assassins, the imperial hunters are deadly foes, able to move with stealth, strike with power, and kill with impunity. Though they are often lone killers, they are quite deadly, preferring to wait until after a fight between two sides to move in to pick up the pieces.

Imperial hunters are darakhul that have not adapted well to ghoulish society. They hunt, stalk, and kill as a way of making themselves useful while not living within the empire. Almost all imperial hunters are either darakhul or imperial ghouls. A few vampires, dread ghouls, and even wights have been known as hunters, but rarely.

Imperial hunters trap, kill, and enslave humanoids using many different methods. Some seek out humanoids in cities or steal them away from other slave-holding races. Others track them down on the surface, and capture humans for the glory of the empire. Sometimes, groups of them work with the darakhul armies to capture entire merchant caravans or to overwhelm small outposts. They are among the most aggressive ghouls, always looking for new killing grounds or a new set of caverns, but the treasure they seek is not gold, but flesh and bone.

Many hunters discover a taste for murder and slaver work, and they are powerful forces when they choose to support one or another duke. Though they lack the full sense of ghoulish depravity, they exude a barbaric strength and power that most undead respect. They use speed, stealth, and power in equal measure; as intelligent foes, they usually wait for a moment of weakness and then wade into the fight.

Magic Items

Advanced Breather's Mask

Aura faint conjuration or evocation; **CL** 3rd

Slot face; **Price** 300 gp; **Weight** 3 lb.

DESCRIPTION

Used by living slaves working in stagnant or smoky air, these simple masks draw good air out of deadly gas. Lasting for 1 week before requiring replacement, a breather's mask allows the wearer to ignore the effects of heavy smoke or slow suffocation. They provide no bonus against inhaled poisons.

CONSTRUCTION

Requirements Craft Wondrous Item, *delay poison* or *gust of wind*; **Cost** 150 gp

Carrion Elixir

Aura minor necromancy; **CL** 3rd

Slot —; **Price** 300 gp; **Weight** 1 lb.

DESCRIPTION

This fermented, dark-brown slurry of liquid and fleshy chunks reeks of sewage and decay. Ghouls find it entirely intoxicating and crave more as soon as they've tasted it. For undead, a mere taste of carrion elixir triggers an intoxicating cascade in which they continue to drink compulsively. Once tasted, a ghoulish (or other flesh eating undead) must make a DC 13 Will save each round or continue drinking.

For each failed saving throw, the ghoulish takes a cumulative -1 penalty on attacks, saves (including the save for drinking the carrion elixir), and skill checks, and it lasts for a number of hours equal to the penalty. Further, if the ghoulish fails 3 or more saving throws, it must make a DC 16 Fortitude save. Failure indicates that the undead falls unconscious for 1 hour or until it is subject to an attack or violent motion.

For the living, this drink is just nauseating. On a failed DC 16 Fortitude save, living creatures are nauseated for 4 hours.

CONSTRUCTION

Requirements Brew Potion, Command Undead or Undead Bloodline, *enthrall* or *daze monster*; **Cost** 150 gp

Fuligin Cloaks

Aura faint illusion; **CL** 3rd

Slot neck; **Price** 900 gp; **Weight** 1 lb.

DESCRIPTION

Blacker than black, these cloaks of shadowwoven fabric are entirely a creation of the darakhul. They grant the wearer a +3 competence bonus to Stealth checks, but unlike dark elven cloth, they are not affected by sunlight.

CONSTRUCTION

Requirements Craft Wondrous Item, *darkness*, creator must have 3 ranks of Stealth and be a darakhul or shadow fey; **Cost** 450 gp

Ghoul Touch Weapons [weapon quality]

Ghoul touch weapons are used by the armies of the Imperium. They channel a creature's paralyzing touch through a melee attack or even a ranged attack.

Moderate necromancy; CL 7th; Craft Magic Arms and Armor, *hold monster*, creator must be a darakhul; Price +1 bonus

Ghoulbane Oil**Aura** faint transmutation; **CL** 5th**Slot** —; **Price** 250 gp; **Weight** 1 lb.**DESCRIPTION**

This oil grants the Supernatural Strike feat for 5 rounds, permitting the user to critically hit creatures otherwise immune to critical hits.

CONSTRUCTION

Requirements Brew Potion, Supernatural Strike, *shatter*; **Cost** 125 gp

Leeching Lanthorn**Aura** moderate necromancy; **CL** 7th**Slot** —; **Price** 20,160 gp; **Weight** 3 lb.**DESCRIPTION**

You unhood the lantern and a cone of yellowish light washes across the room, bathing it in a sickly glow. The room's reflections all seem hardened into place, and the space around you hums with power.

Upon uttering the command word, this bullseye lantern creates a 30-ft. cone of viscous amber light. Those who enter or begin their turn within the cone suffer the effects of the *leeching lanthorn* spell (Fort DC 16 negates). The lantern does 1d4 ability damage to a single ability score (Constitution, Dexterity, or Strength); each lantern has a target ability score set at creation, and this cannot be changed. The lantern's possessor gains temporary ability score points equal to 1 per creature damaged per round and retains these points for up to 5 rounds after the spell ends.

The lantern may be activated for 7 rounds a day, though this time need not be consecutive. If the lantern is destroyed, the spell ends immediately and you lose all leeching ability score points.

CONSTRUCTION

Requirements Craft Wondrous Item, *leeching lanthorn*; **Cost** 10,080 gp

Mortuary Mercury**Aura** minor necromancy or transmutation; **CL** 3rd**Slot** —; **Price** 300 gp; **Weight** 1 lb.**DESCRIPTION**

Mortuary mercury (or elemental mercury, commonly called quicksilver) is a preservative for organic materials. Since its toxicity prevents any form of rot from taking hold in a corpse, ghouls frequently drink it to keep their undead forms well preserved or apply it to their skin to fight off any fungus or other decay. This potion provides a corporeal undead fast healing 3 for 3 rounds.

Mortuary mercury is incredibly dangerous to living creatures. Consuming the draught inflicts 2d8+3 damage to any non-undead.

CONSTRUCTION

Requirements Brew Potion, Craft (alchemy), Command Undead or Undead Bloodline, *gentle repose* or *make whole*; **Cost** 150 gp

Spells

Black Well**School** conjuration (creation) [shadow]; **Level** sorcerer/wizard 6**Casting Time** 1 full action**Components** V, S**Range** long (400 ft. + 40 ft./level)**Effect** 5-ft.-diameter black pit; see text**Duration** 1 round/level

Saving Throw Fortitude half, see text; **Spell Resistance** no
You summon a black mass of seething energies that attracts creatures nearby and devours the life force of those it touches.

When the spell takes effect, creatures within 90 ft. of the black well are pulled toward it a total number of squares equal to your level. Creatures pulled into the black well suffer 1d8 negative energy damage per caster level (Fortitude save halves) and are affected as per *hold person* (no save if they take damage from the well). Creatures only take damage upon entering the well; they would not take additional damage by remaining within it, but they would take additional damage by leaving and being pulled back in. Only one creature may be pulled into the well each round, but a total number of creatures equal to your CL can be squeezed into the single square. Other creatures pulled toward it are simply held next to it; any excess "pull" is deducted from their movement on their turn.

You are never drawn toward the black well, and you may stand near it and use it as a form of defensive terrain.

For example, a 13th level sorcerer casts *black well*. It appears among a party of adventurers; it is 40 ft. from the dwarf who is furthest away, 30 ft. from two humans, and adjacent to a half-elf. With 13 5-ft. squares to spend moving foes, the caster moves the half-elf 1 square, immediately into the well to take 13d8 negative energy damage. The two humans are both moved 6 squares adjacent to the well. The dwarf is unaffected.

Creatures killed by a black well may be raised normally, but they shift in alignment one step toward neutrality unless first receiving a *major restoration* spell.

Blood Armor**School** necromancy; **Level** sorcerer/wizard 2**Casting Time** 1 standard action**Components:** V, S, M (an umbilical cord and a fine set of silver needles worth at least 15 gp)**Area** 15-ft.-radius burst centered on you**Targets** up to four creatures of your choice**Duration** 1 round/level

Saving Throw Fortitude half; **Spell Resistance** yes
You create a magical link between yourself and your enemies, making them suffer a portion of the damage you suffer during melee combat. Whenever you are struck by a melee attack, the attacker must make a Fortitude saving throw or suffer 1/2 the damage it inflicted of the same type of wound. If the saving throw fails, the attacker suffers only 1/4 the damage inflicted (minimum of 1 point). Creatures using natural weapons are more susceptible to the spell; they suffer a -2 penalty to their save. Critical hits against the caster add 4 to the DC of the saving throw.

Corpse Shifting**School** transmutation [evil]; **Level** ranger 3, sorcerer/wizard 3**Casting Time** 1 standard action**Components** S, M (1 lb. of flesh from a humanoid body, which must be consumed during casting)**Range** personal**Effect** you assume another shape**Duration** 1 hour/level**Saving Throw** none; **Spell Resistance** no

By eating the flesh from a creature of your same size and type, you assume the form of the body eaten. This is essentially a perfect disguise, as your voice, features, gait, shape, race, and gender all match the devoured creature. You gain any natural armor of the chosen form, as well as the vision, movement, and, oddly enough, languages of the creature. You do not gain the skills, feats, hp, class or special abilities, or other attributes of the creature whose form you adopt.

Leeching Lantern**School** necromancy (shadow); **Level** sorcerer/wizard 4**Casting Time** 1 standard action**Components** V, S, F (an inscribed and carefully prepared silver lantern fueled with pure oil and shadowstuff; such a lantern always has hardness 4 and 30 hp, and it costs 400 gp)**Effect** one 30-ft.-radius circle**Duration** 1 round/level or until lantern destroyed**Saving Throw** Fortitude negates; **Spell Resistance** no

You light the lantern, and suddenly, all shadows freeze and turn to face you. The room's reflections all seem hardened into place, and the space around you hums with power.

By lighting a ritually prepared lantern, you generate an area within which one ability score is drawn out of all creatures around you and channeled through the lantern into you. At the time of the spell's casting, you choose Strength, Dexterity, or Constitution: that choice cannot be altered. All creatures within the lantern's light must make a Fortitude save each round that they remain in the area. If the save succeeds, they are unaffected that round. If the save fails, they suffer 1d4 points of ability damage in the relevant ability score, and you gain points in the same ability equal to 1 per creature damaged in this way. You retain these points for up to 10 rounds after the spell ends.

If the lantern is destroyed, the spell ends immediately, and you lose all leached ability score points.

Lich Hound Summoning**School** conjuration (summoning) [evil]; **Level** cleric 5, sorcerer/wizard 5**Components** V, S, F/DF (a tiny bell and a juicy bone)**Casting Time** 1 round**Range** close (25 ft. + 5 ft./2 levels)**Effect** one summoned creature/3 levels**Duration** 1 round/level (D)**Saving Throw** none; **Spell Resistance** no

This spell summons 1 lich hound (see page 65) per 3 levels of the caster. The hounds appear where you designate and act immediately on your turn, attacking your opponents to the best of their ability. If you can communicate with the

lich hounds, you can direct them to heel, to attack particular enemies, to track your enemies, or to perform other actions. If the lich hounds are directed to track, the spell duration increases to 10 minutes/level, but the lich hounds vanish as soon as a combat begins.

The lich hounds operate as a pack and cannot be sent in multiple directions or to attack multiple foes.

Ravenous Hunger**School** enchantment (charm) [mind-affecting]; **Level** cleric 2, sorcerer/wizard 2**Casting Time** 1 standard action**Components** V, S**Effect** creature touched**Duration** 1 round/2 levels**Saving Throw** Will negates; **Spell Resistance** yes

The creature you target is overcome with a mad hunger that overrides all reason. It is entitled to a Will save. Failure means that the touched creature immediately drops any held items that are not edible in order to grab rations, leaves, shoes, or even corpses to eat immediately. If nothing is available within arm's reach, the affected creature uses a move action to reach consumable material. The affected creature retains its AC, but it cannot take actions except as otherwise specified.

In subsequent rounds, the items consumed can include potions. Creatures that devour carrion, mud, sewage, or other disgusting material must make an immediate Fortitude save when the spell ends. If this save fails, the creature is nauseated for 1 further round, vomiting up the materials eaten.



Underdark Locations and Encounters

The lands under the earth extend for hundreds of miles beneath the deepest dwarven delvings and kobold mines. These lands connect to one another, to underground rivers, and to the surface in friendly regions, such as graveyards and the deep crypts of the Principality of Morgau and Doresh.

The sites given here are all shown on the empire map.

The Fallen Gates of Hammerheim

A demolished dwarven city lies buried under cave-in. It is guarded by a host of dwarven ghosts seeking vengeance. With their pitiful wails, they direct any who'll listen to the deepest mines of the city where imperial slave mines supply mithral to the ghouls.

Any captured slaves are so terrified that they refuse to cooperate except under extreme duress, such as with an DC 29 Intimidate check or an enchantment of some kind. If there is any interference at the slave mines, a runner will be sent for reinforcements, and a standard patrol will return in 6 days (2 days running to reach the White City, 4 days marching tirelessly to return), though the distance is about 270 miles.

The Dwarven Ghost Army

Of the fall of Hammerheim, there are many bones but no complete skeletons. A large group clearly outfought the dwarves and then ate most of the fallen—the bones are savagely scarred with bite marks. Touching the remains may summon the ghosts of the dead.

Pillars of the Underworld

A reddish-brown river sweeps through six stalactites connecting floor and ceiling, like pillars in a shrine—or like enormous white teeth. A narrow, dangerous path leads down along the riverside, the stone constantly sprayed with water from the churning, falling river.

The dwarven mines cover a lot of ground. Almost all the rivulets and streams of the mining areas wind up here, where the iron-rich river descends from the surface to the deep underdark. The waters gather together to create a churning, dark reddish river that falls down through more than a thousand feet of caverns: some of them resemble rapids, others waterfalls.

There is a narrow path of tunnels and ledges that the

dwarves dug out of the stone. This route requires a full day's scrambling and climbing in soaking cold conditions. Long stretches of the path are eroded away, and the tunnels are really too small for more than single file.

Climbing back up in safety requires three DC 20 Climb checks for the most difficult sections. A failed check means that a character slips and falls, suffering 4d6 falling damage.

Dragon's Graveyard

Crunching underfoot, bits of enormous eggshells and fragments of bone and scales fill the tunnel. All of them





seem to have been gnawed at and stripped of flesh.

This was a nesting site and frequently the gravesite for the cave dragons of this region. Most were killed by the darakhul as dangerous competition for meat, their bodies stripped of all flesh. One survivor, a young cave dragon named Gondicap, still defends these grounds.

With at least a month's rations, Gondicap can be bargained with. He's happy to provide information about Iddoret and the aboleth, the collapse of the drow cities, the recent march against Hammerheim, and the hated ghouls. For such a large creature, he's remarkably good at sensing and avoiding danger, always picking off ghoul runners and small patrols.

Dragon's Hoard: Gondicap's parents and siblings' masses of treasure were hauled away by the ghoul legions. What are left are the spoils of caravan raids and overrunning a ghoul outpost a few years back, plus a few well hidden treasures. The treasure is high up the column of the graveyard, in a series of small side caves, nooks, and under boulders. The treasure itself is hidden under a layer of scales, bone and dirt. Finding it requires flight or climbing (two DC 20 Climb checks) and a dedicated search.

The Last King

Of the many petty lords and pretenders that defined the darakhul society before the empire, only one survived into the present day as an independent, free ghoul with his own following: Narosain, the Last King. His state is pitiful, and he considers himself an exile; he calls the roaches, vermin, derro, and lesser ghouls his "subjects." He has a terrible—and justified—fear of assassination if any of the imperial hunters or nobles should ever find him and consider him a threat.

Fortunately, his existence is a secret or a joke, depending on whom you ask. When Emperor Tonderil solidified power in the White City, he killed Narosain, the Last King, or thought he did. In fact, his guards killed someone who only looked a good deal like the Last King—Narosain himself had assumed vermin form and escaped. Ever since, he's been living outside the empire, plotting various forms of revenge.

Derro Cult of the Withered Hand

Throughout the cavern, the stench of habitation—of urine, sewage, and rot—is overpowering.

This is the home of a derro cult, worshiping the "King of the Underworld," as they refer to the Last King. They extort tolls from merchants and travelers seeking to pass through their hub caverns.

The cult is led by the elderly derro savant Orda. Her hair is extremely long and falls almost down to her knees. Her wrinkled face appears from under that hair only in glimpses, and her features are slightly collapsed in on themselves, like a dried apple carving. Her robes are decorated with bat fur and silver bells, though the bells are all silent: none of them have pebbles or clappers inside.

Vinterslass, the cult's captain and current strongman,

leads the entire clan in battle. He is held in high regard because of his personal strength and his good relationship with the Last King. He fights well with either greatclub or poisoned crossbow.

The Centipede Tunnels

A slow trickle of water and food falls through the ceiling of this cavern from somewhere above, just enough to support the roaches, centipedes, and various small vermin that populate the area. Lots and lots of vermin. The whole cavern hums.

Anyone passing through is a target for the many and varied insect swarms within the tunnels. It is a favorite hiding place of the Last King.

Anyone attempting to stay and search the area takes a large number of swarm attacks, for the centipedes and other vermin defend their territory and attack anything edible.

The Ruins of the Shrine of Eight Eyes

Elven globes of blue and purple light fill the cavern, serving as the only obvious signs of habitation. There is a tall domed structure at the center of the ruins carved in the shape of a spider. Surrounding it are curved buildings with pillars along the edges.

This small ruined drow steading holds well-gnawed bones, cold and empty temples, burnt-out homes, and a few spiders. The only sign that the ghouls claim the territory is the drider-ghoul Indrella they created to watch over it. Anyone succeeding a DC 25 Perception check finds items left from the ghoul pillaging of the city. Indrella lives in webbing near the cavern ceiling, and only descends if she can cut off an intruder's retreat.

Iddoret, the Aboleth Merchant City

The area reeks with the skunky air of a body of water full of algae and decomposition. This is a vast and sunless sea of black water, supporting a small settlement. Four large piers jut into the water, and the buildings cling to the cavern walls, some of them a strange round shape like a gargantuan puffball half-tumbling into the water. Slimy guards and a shimmering force effect ward entry to the area.

The shore of a sunless sea, the city is overrun by refugees from a recent imperial expansion into dwarven territory. An elder mage aboleth, Flurvon, controls the city with a network of skum and troglodytes, cold-blooded creatures less susceptible to infection with ghoul or darakhul fever.

Aboleth houses are big bubbles made of spit and concrete. They have secured all the good real estate along the shoreline. Their skum servants live with them in these homes. Humans, derro, drow, troglodytes, and the rest are forced to huddle in little huts of stone for warmth: the winds over the Sunless Sea provide evaporative cooling and it's very damp.

Without goods to trade, travelers will need a DC 27 Bluff check to convince the guards to allow entry to this guarded community. Of course, merchants must pay the

“trade toll” to the Lord of Iddoret, a sum of 100 gp per head and 20 gp per mount, livestock, or familiar.

The city boasts but a few shops and merchants. Meals and private quarters to sleep in are available but cost 20 times normal rates.

Attempts to gather information in Iddoret are expensive and difficult. No one knows much, and no one trusts those from the surface. A Diplomacy check costs 50 gp to perform (drinks are expensive in this little town). Consult the following table for the information obtained.

**Table 3-1:
NPCs of Interest**

NPC	Type	Interests
Slopsi, Lamagu	Derro drunkards	Money for booze
Patches, Franzi	Slimed human city guards	Bribes
Undorg, Morheg	Troglodyte hunters/fishers	Selling their catch
Valmar, Falgraf, Stettin	Dwarven survivors	Getting back to the surface

**Table 3-2:
Information in Iddoret**

Diplomacy Check	Result (Truth)
9 or lower	No information
10-14	Drinks are expensive, and the town is packed with 10 refugees. A drow shrine was overrun not long ago, off to the west.
15-19	The kobold city is probably safer, if only the tunnels weren't so tiny.
20-24	The local chieftain is an aboleth, one of a dozen that run the city with their servants. The main one is a powerful mage, Flurvon, who dotes on his slimy daughter and abuses everyone else.
25-29	Nineteen aboleth live in Iddoret. Stories claim that they seized the town from the fish folk long ago by listening to the Hunger Oracle at the shrine on the south shore. Boats go there once a week (not bad advice, but the teller happens to captain those boats. The fare is 200 gp, and everyone rows).
30 or higher	Knowledge of the surface is precious here, at least surface magic and anything that works against the undead. Holy water is a valuable trade good. Priests of the Sun God are valuable slaves.

Meeting the Mage-Aboleth

Meeting Flurvon is not easy. Travelers must have a plausible excuse, such as an offer of scrolls or lorebooks from the surface or a deal to spy on the darakhul. Gaining admittance past Flurvon's chamberlain, a hunched, slime-covered dwarf named Alberon, requires a DC 35 Bluff or Diplomacy check. He hates everyone and it's his job to say no.

Once within the house, Alberon leads guests to

meet Glidriess, Flurvon's daughter and apprentice in the forbidden lore of the Sunless Sea. Refusing to meet with her is an insult, and gets visitors thrown out of the settlement.

The quarters are deep within one of the bubble buildings. Most of the chambers are half-solid floor and black water. These rooms are where guests are met by the resident aboleths.

Flurvon's daughter is a standard aboleth. She addresses visitors in Deep Speech, summoning Licross, a refugee derro priest, to translate if needed and listen to the conversation (to discern any lies).

Always, Glidriess wants to know three things about guests. Are they enemies to the darakhul or spies for them? Are they potential allies for the aboleth? What will they pay for the aboleths' help?

Visitors affirming that they are darakhul enemies, willing to work with the aboleth against the darakhul, and willing to pay a substantial fee for “mercenary help,” will be escorted into her father's presence, Flurvon the Aboleth-Mage and Master of Iddoret.

The Kobold City of Lillefor

The kobold city has two simple defenses protecting it from the Empire's ambitions: 1) kobold merchants bring valuable goods to the Darakhul Empire, and 2) the city's stone tunnels are very small and their stone is too hard to burrow through easily. Lillefor is really a haven for the small races: dark creeper bandits sell their ill-gotten gains, derro sell ore or ingots, and goblins hire themselves out as bat riders or scouts. The kobolds discourage “big folk” (and svirfneblin) from visiting.

There is a central square inside all those trap-riddled tunnels where the kobold King Kekarrac rules. If a small traveler makes a DC 20 Diplomacy check, they are granted a short pass to visit for 8, 12, or 24 hours (depending on whether they bribe the border guard with 1 gp, 10 gp, or 100 gp or more).

Medium-sized travelers can enter Lillefor but must constantly squeeze through the passages and doorways. Large creatures cannot enter at all without magic.

The Pit of All Flesh

This cavern was once filled with natural stone columns and crystal formations, but they have long been smashed into powder. The most striking feature now is a massive pit.

Going down into the pit is a terrible idea, as it is filled with liquefied zombie flesh, the result of many years of sacrifices to various gods and demon lords and the more recent slaughter of an entire city of dwarves. Dwarven bones still rise up out of the mists and muck.

Creatures entering the pit must make a DC Fortitude save or be nauseated until they leave or are restored.

Living creatures actually entering the liquified flesh risk infection with darakhul fever just by the contagious nature of the mess. If infected, the creature walks back up out of the slime turning into a ghoul... or they may

disturb the hideously mutated otyugh that lives in the pit, the Lord of Old Flesh.

The Marshlight Caverns

The air is thick, heavy with moisture, and the walls of the tunnel are slick with water. The ground is mucky and the mud is warmer than you'd expect, but there are some raised paths out of the muck.

This underground swamp is warmed by superheated water from a central heated core that feeds geysers throughout the cavern. Frequently, will-o'-wisps will attempt to lure parties toward the erupting geysers and into deep muddy pits by posing as "elven lights."

Any will-o'-wisps present typically wait until travelers have gone out as far as possible on the paths, and then they try to lure their prey into the swamp itself—where the geysers are—with their lights.

Blinderstal, the Dark Creeper Stronghold

Blinderstal is the only surviving dark creeper stronghold in this part of the underdark. The dark creepers are not exactly hostile to travelers, but they aren't friendly either. The dark creepers are the sneak thieves and bandits of the underdark, always living on the work of others. They must resort to eating bats and crickets when caravan pickings are slim.

The first thing noted at the city is the smell: like old socks and unwashed bodies, stuffy and nasty. The next thing noted, after meeting the dark creepers, is that they are completely paranoid. Travelers must make DC 20 Diplomacy checks to avoid being attacked. To get the dark creepers even to agree to allow travelers to purchase food, shelter, and supplies from their settlement, travelers must win them over with a DC 35 Diplomacy check. The dark creepers are much too jumpy to make any kind of negotiations easy. Combat is always very likely.

Even for those that can make a suitable impression, the dark creepers don't get chummy. While they'll tolerate visitors as "foolish surface dwellers who were unprepared," their pity is not an open hand. All supplies cost 10 times surface prices, and many items aren't available. The entire time travelers are at the settlement, a dozen crossbows will be kept leveled at them.

There are 242 dark creepers and 21 dark stalkers in the Blinderstal settlement. The nearest friendly stronghold, Tendyocan, was wiped out by the darakhul, so there's a siege mentality at work.

The Forest of Forgetting

This cavern is filled with white fungoid trees, mushrooms with branches and fleshy roots. Their leaves are mushroom caps, and the whole cavern smells like fresh mushrooms. Well-worn paths lead this way and that through the forest.

This forest is a major food source for the region and a grazing area for carrion beetles. The white mushrooms stand 8-30 feet tall. The mycolids live here among their crops to watch over them. They have gathering areas near water that are usually called villages, but there are no

houses. Groups of mycolids gather, speak, trade, and mate in large circular gatherings. A close examination of the mushroom trees, DC 24 Knowledge (nature) check, reveals that they are related to varieties that are used in sleeping potions on the surface. Breathing characters walking in among the fungal trees may suffer forgetfulness and sleep effects within a few minutes.

Captured Travelers

Those captured will be tied, manacled, and then sold off to the nearest ghoulish flesh-merchant, likely ending up in the food market or the slave pens in the White City.

Slave Pits

This cavern has many pits, containing manacled humans, dwarves, and drow; they wear tattered clothes and sit and stare listlessly.

The ghouls and beetles that guard the pits are excellent climbers and can scramble up and down the pit walls with relatively little trouble. Others must make a DC 25 Climb check to climb the wet, slick walls.

The guards continually watch to see which prisoners are the strongest and most worthy of being offered conversion into ghouldom. This involves infection by the strongest guard, and then a clean kill by poison once the infection sets in. The rest will be eaten, turned into slaves, or fed to the beetles.

The Bat Mountain

An enormous mound of bat guano fills this cavern. A colony of more than 10 million bats nests on the ceiling and walls, flying out every night through a narrow vertical chimney more than 800 feet up.

The smell of bat droppings and their high-pitched squeaks are quite obvious from some distance. The noise is almost a continuous roar, and the tunnels are filled with vermin: roaches, centipedes, and cave crickets are everywhere the eye can see (or, barring that, where the torch can illuminate).

This is one of the few areas where the surface world comes close. It is an incredibly valuable piece of property. Lesser ghouls mine the 400-foot-high pile of guano and carry it many miles to the Glowing Forest or the Forest of Forgetting, to trade to the mycolids. The work is difficult and verminous, as small cockroaches, centipedes, and beetles feed on the guano.

Travelers wishing to exit this way must be able to levitate, fly, or climb up the 500-foot negative slope covered with bats and moisture (DC 40 Climb check) to the exit tunnel. This exit tunnel (or chimney) is much easier climbing (DC 30 Climb check), but it goes another 100 feet up before the tunnel narrows sharply. Tiny creatures pass through easily. Small creatures can get through with a successful DC 30 Acrobatics check. Other creatures just won't fit without magical aid.

Any interference with the mycolid's fertilizer supply brings a group of guards and then an entire legion within 24 hours.

Cinnabar Mines

Red dust fills these passages, obscuring the vision of all humanoids who enter. The nearly constant sound of iron tools hitting stone rings through the area. This section of caverns is home to a cinnabar mine: the ghouls gather the cinnabar and treat it to release mercury for alchemical purposes and for use in the cities. The ghoul and ghost miners don't want any trouble; they just want to keep digging out ore to sell in the White City or Vandekhul. If travelers make any threatening moves or are seen by the darakhul overseers, however, the miners will attack. Any survivors return with an imperial hunter or a praetorian patrol within 24 to 36 hours (and as little as 8 hours if they can flee toward the city of Fretlock).

Cinnabar: The miners have almost 400 lb. of cinnabar ore loaded into leather sacks at any given time. This is worth 2,400 gp at any ghoul settlement but only one-fifth that amount on the surface.

Simple Ghoul Outpost

This tunnel is sealed with a metal gate 10 feet wide and 15 feet tall. A voice behind and above announces to all visitors, "No entry without paying the toll. Leave 200 gp for your caravan before the gate and walk until I can no longer hear you. If you do not obey, you cannot pass."

This outpost can be any of the small border outposts that defend the empire. The usual staff is a single darakhul captain, two lieutenants (one a priest or necromancer), and some imperial ghouls and lesser ghouls.

The Fleshbrook Crossing

A three-arched bridge spans a rushing river here, and eight metal lanterns hang on posts all along the bridge, shining with an unwavering yellow-green light. The bridge leads up to an enormous stone door flanked by two small towers. The gate is always shut.

This settlement from the days of the Hundred Kings is a valuable river-crossing site, settled by several hundred ghouls who engage in trade up and down the river, as well as running caravans along the tunnels to Fretlock and the surface. The weakest of the Dukes, Wilmer Corpsefinger, rules the tiny city. He breeds lamp beetles and mines the saltpeter used in deadmind poison. Fleshbook's single bridge over the Yellow River makes it a valuable strategic site.

Travelers can buy goods and services if they pass themselves off as merchants, or they can fight as many ghouls as they care to. The gate is defended at all times by darakhul Vonder Gallowglass, the Captain of the Gate, and his men.

The city's population is 648: 14 darakhul, 40 dread ghouls, 490 lesser ghouls and ghouls, 92 slaves, and 12 carrion beetles.

The citizens work to breed and sell lamp beetles. This abundance of common fire beetles projects a slightly brighter, yellow-green light, in a 20 foot radius. Their luminescent organs last longer than a week or more. Scribes and accountants prize the light as less fatiguing

than reddish fire beetles or harsh magical lights. A single organ costs 25 gp.

Approximately 3d6 visiting kobolds, troglodytes, derro, dark creepers, or others are present at any time. These visitors are busy purchasing lamp beetles, selling food slaves, or engaged in travel further into or out of the empire.

The Abandoned Crossing

This stretch of shallow water offers a way to ford the Yellow River, though the crossing can be treacherous, strewn with stones and slippery footing at the best of times. The water here is 3 feet deep and moves at a good speed. Worse, movement through the water tends to attract the attention of the watery denizens that scavenge near this crossing.

The crossing is about 70 feet across from bank to bank, but the roof is rather low. The ceiling is littered with bright white, yellow, and orange stalactites, each with a drop of shining liquid at its tip. The distinct smell of rotten eggs pervades the area. The stalactites collect drops of sulfuric acid, leaching from surrounding mineral deposits.

Fording the River: The cold, rushing water is hazardous terrain requiring a DC 19 Acrobatics check each round to wade through. Failure means slipping into the water, being dragged 3 squares, and taking 3d6 damage. Each square is difficult terrain.

Flying Across: The sulfuric acid fumes and droplets among the stalactites can knock flying creatures senseless. Any creature flying over the crossing must make a DC 18 Fortitude save each round or be nauseated. A nauseated creature must make a DC 18 Fortitude save each round or fall unconscious from the fumes.

The Hunger Oracle

On the distant southwestern edge of the empire, where many ghoul kings once ruled, are the royal tombs and a shrine to the Hunger God. The tombs are all dusty and rarely visited, but the shrine has survived as a place of pilgrimage. Darakhul come here to ask questions of the former royalty, speaking with the dead about ancient days, reconstructing lore of the warring times.

The shrine was once neutral ground among the warring kings and served many faiths over the centuries. Its carvings include elder elemental gods, the spider goddess, and other deities. With a DC 20 Knowledge (religion), travelers can see that the shrine has always been a site of pilgrimage in the underdark because of its oracles and because it has been neutral ground for many years.

The priesthood welcomes all those who hunger, offering a scrap of unidentified meat and safe lodging to travelers. Information is also available, though expensive. The cloaker oracle lives here, a heretic cast out of the city of Jalla. For a large enough offering, the oracle will tell travelers whatever it can about the future.

The oracle appears to be an undead drow priestess. She is always sitting in a niche along the wall, swathed in a heavy grey cloak and wearing sandals made of worn, dusty fibres. A filthy derro junior priest demands tribute to the

Vardesain before approaching the oracle: only gems, magic, or flesh.

The fees are steep. If travelers pay, it quickly becomes clear that the oracle is actually the cloak around the figure in the niche, not the drow (which is food for the cloaker). The fee for a single question is 2,500 gp in gems, the equivalent in magic items, or half of all witnesses' available hit points.

How can we defeat the Darakhul?	Destroy the Crown, and let a hundred kings contend.
What is the Emperor's weakness?	He is always hungry, and in his pride, invites strangers to his great feasts and ceremonials. If you are ambassadors of Morgau, you are certain of a warm reception. If you are friends of the priesthood and the sated, twice so. Friendship is expensive.
How can we get back to the surface?	Climb up.
Cryptic Answers	<ul style="list-style-type: none"> ☞ The black lotus is a thing of wyrmsblood, the deadmind strips all thought from those such as you. ☞ Death and beyond death. ☞ Hunger eternal, hunger to live, and hunger for death; all the wheel of flesh that turns.

Jalla, the Aerie of the Cloakers

This is the cloakers' primary roosting place, a single enormous stalactite hanging above a deep black abyss. Many cloakers fly in and out of local passages carved into the rock itself. Scores of cloakers soar about, vibrations from their moaning and screeching pervading the air.

The cloakers call their city Jalla, with an echoing harmonic tone that humanoid throats cannot reproduce. The number of cloakers living here varies, from a low of about 35 at the height of the hunting season to more than 300 during mating season.

The cloaker hive mother is a massive creature, possessing nine consorts who act as the gatekeepers to her nesting chamber.

The cloakers largely ignore travelers unless attacked. Their goals and those of surface dwellers are not closely related; unless food or bloodshed is involved, the cloakers simply pretend others do not exist.

Winds of the Black Abyss: Flying in the powerful blasts of wind is difficult. Creatures are carried 1d6 x 10 feet in a random direction each round, making it entirely possible for them to drift away from their goal. This is especially irksome when using a magical fly spell. Cloakers are used to the winds here and consider them a normal part of their movement; they can take a free move action each round they fly in the abyssal winds and are not moved randomly by the wind.

Outer Hive—The outer stalactite sections are perches for resting and sleep, where the cloakers feed and sing: 2d12 cloakers are always attached to the outside at the roosts

indicated.

Access Shafts—The stalactite has both an upper and a lower access shaft that leads into the interior halls. These vary from 20 feet wide to just over 5 feet in diameter. Traffic is steady.

Harmonic Hall—This hall constantly echoes and thrums with cloaker song. Any creature entering the hall must make a saving throw each round or be deafened; deafened creatures must make a saving throw each round or be stunned.

Queen's Nesting Chamber—This off-limits chamber contains cloaker young. Any attempt to enter brings violent opposition, followed by swarming attacks from the full hive. Teleporting or something similar will likely be required to escape the cloakers' wrath.

Consort Roosting Chambers—The interior roosting chambers are where the leaders sleep away from the exterior winds. They are decorated with inked patterns that resemble text, but which are merely cloaker art.

Feeding Chambers—Young and elderly cloakers feed in these vile-smelling interior rooms. They are filled with bits of fur and bone from cloaker prey, as well as minor treasure.

Gonderif, the Derro-Ghoul Mines

Once a derro city, Gonderif's stone gates and pillared halls still reflect the excellent craftsmanship of its creators, though it has fallen into disrepair. Unlike other ghoulish cities, it is undefended by a legion. The miners and others are considered tough enough that formal protection is not required.

The city is primarily an armaments factory where iron, mithral, and steel are worked into weapons, equipment, and supplies for the ghoulish legions. Most of the 625 slaves here are derro and dwarves, their beards shaven, and their foreheads branded as "smith," "miner," or "food." The two types of dwarves do despise each other, but they protect each other against Duke Radu and the chamberlain, Coreade.

Gonderif is currently held by the darakhul Duke Radu Kopecs. However, Duke Radu is rarely visible to the dwarven slaves; instead, the darakhul they see and despise every day is Coreade Whisper, a female former-derro who enjoys lording it over the men at every opportunity. Rumors claim that she drains many male derro of their blood, and she expects to become an immortal vampire in this way. Whether the stories are true or not are beside the point: she has a powerful reputation for cruelty. Anyone not working hard enough to please her is fed to the others.

Coreade uses a gang of five darakhul derro rogues as spies, informers, and bullyboys. These primary overseers are named Flocka, Merro, Sindrovade, Carstaff, and Meksa. Another 16 imperial ghouls and 33 lesser ghouls serve her. All others fear her.

Coreade expects visitors to know her reputation and to cringe and fawn over her. Being contradicted makes her visibly angry, but she does not attack travelers on sight. Instead, she will wait until they leave, and then, she will

summon her magical mount and set off in pursuit, perhaps with three of her bullyboy rogues. They will try to rush the party and drag them back to the mines as slaves.

Gnawbone, Home of Anu-Akma Priests

This settlement is quiet and drab—not a lot of soldiers, lots of idle hands in the streets. A sense of somber, shovel-faced piety rules the place. It seems as if every 20 steps there’s a half-skeletal beggar asking, “Spare coins for the starving? Spare a coin?” The smell of strange incense and the echoes of chanting seem to haunt the streets. There are many undead dressed in the black robes of the priesthood.

Once a drow city, Gnawbone was converted into a center of the Anu-Akman priesthood. They have adapted a shrine of Silistryn the Spider Goddess shrine to their own uses. The best carrion beetles, finest spider silks, and most devoted undead servants are among Gnawbone’s exports, but its true fame is as a pilgrimage site. It boasts the largest shrine to the Anu-Akma in the empire, and the tomb of the first emperor.

Gnawbone is the current residence of the Hunger Duchess, Orsolla Stritt. A former-human woman who relishes her role as a ghoulish noble, in life she was a simple kitchen maid who went out to meet her lover near the Zobeck cemetery. There she was assaulted and captured

by a ghoulish patrol that found her amusing. As a ghoulish priest, she enjoys humiliating any snooty noble, wealthy priest, or proud paladin who crosses her threshold. Her city has 220 slaves, 1,890 ghouls, 310 ghouls, 51 imperial ghouls, and 99 darakhul, all of them members of the priesthood to some degree. The Plaguejoy Legion defends the city.

Duchess Orsolla’s closest advisor is a priest of the God-Empress Haresha, a long, tall, and rail-thin half-elf slave named Silent Pirone. He is alive, though his looks make it hard to tell him apart from the undead. Orsolla enjoys taunting him that she will convert him to one of the darakhul, but of course, that is all talk. Mostly, she listens when he warns her of a threat.

Duchess Orsolla will speak to travelers if a worthy request is made. This requires a DC 30 Diplomacy check and a small bribe (i.e. flesh, minor magic, good gems).

The duchess’s thick black hair is all held up and pointed forward, almost horizontal, making her face very hard to see; she also wears a red necklace of braided ribbons. Her odd hair is a popular new style because she introduced a guillotine-like device called the Emperor’s Axe to the city. The hairstyle is meant to mimic the way a victim’s hair falls around their face just before the blade falls; the ribbon’s meaning is fairly obvious. Orsolla is enchanted with her new execution device and looks for excuses to discuss it and put it to use.

That small madness aside, she does listen to whatever travelers propose, especially if it benefits herself or Anu-Akma. Actually winning her support for any concrete action requires a DC 30 Diplomacy check; failing that, she gives a listless wave, saying “shadows, capture them.”

Her shadows attack with surprise unless someone makes a DC 20 Perception check, noticing that the room is inhabited by 30 shadows. When a party falls, she chooses the strongest or most attractive victim to infect with darakhul fever and executes the rest.

Fretlock

Something about Fretlock is different; the air smells a little fresher, there are more tanned humans who have obviously been in the sun, and other signs point to a location near the surface. However, there are heavily armored soldiers everywhere, as well as four or five large caravans loaded with goods; the whole city seems to be packing up to move.

Settled by the strongest of the Hundred Kings, this ancient settlement lies just below the huge cemeteries of Walker’s Wood. Fretlock provides the empire with surface contact and the relatively friendly embrace of the prince of Morgau and Doresh. The empire provides him with imperial hunters to patrol his border. In return, they may take some gold, cloth, and meat from crypts, as well as information from the surface world.

Fretlock is home to 1880 slaves, 1420 lesser ghouls, 350 imperial ghouls, 146 imperial ghouls, 49 darakhul nobles and generals, 3 members of the necrophagi, and 17 commissioned and experienced imperial hunters. With a total population around 3,800, Fretlock is a small town by surface standards.

Five City Hooks for Gnawbone

- ◆ **A Sacrifice at the Temple:** There is a rush of ghouls along the street, a scream, and then the sounds of tearing flesh and cracking bone, all overseen by a priest of Anu-Akma, of course.
- ◆ **A Lich’s Procession:** A lich glides along on a floating disk, surrounded by four spectral bodyguards and a small mass of drooling followers. Anyone holding a conversation with the lich learns much about ghouls; each answer she provides is also a hypnotic attack. Those who fail are hypnotized and join the procession.
- ◆ **New Priest’s Festival:** The investiture of a priest into the ranks of the darakhul. This calls for feeding a lesser ghoulish or imperial ghoulish a lot of fresh meat infected with ghoulish fever, and then performing the appropriate Ritual of Investiture. The priests leading the investiture congregation of lesser ghouls tries to waylay bystanders to be a tribute; if travelers get away from the congregation, no one holds it against them.
- ◆ **The Other White Meat:** A market is set up selling fresh meat, live fleshing slaves, and lamp beetles. The merchants cry their wares and offer samples.
- ◆ **A Poor Plea:** Beggar ghouls, grievously wounded by a patrol of imperial ghouls, ask random travelers for healing to restore strength. If it is granted, one beggar provides a bit of information about the city. If snubbed, the beggars may report travelers to the city guard as spies, who send a patrol to arrest them.

The Wyrmblooded Legion guards Fretlock. Given the city's position near the allied nation of Morgau and Doresh, the possibility of an invasion is considered remote. Duke Drago Blackfly currently holds the city. The living necromancer Konrad von Eberfeld occasionally visits his Fuligin Manor. Persistent rumors claim that the necromancer is in league with others on the surface, agents of the Imperium who lurk and wait until the iron claws of the imperial legions seize hold of the surface world.

The whole city of Fretlock is a military staging area where the ghouls prepare their raids on the surface, and a major trade center for surface expeditions to the night markets of Morgau and Doresh. The tunnels of Fretlock reach the surface within the Great Necropolis of Morgau.

The Pure City of Vandekhul

Built on the shore of the Sulphur Sea, the small city of Vandekhul is considered a “pure” location by the darakhul because the acidic and sulfurous vapors of the sea drive away most breathing creatures. The sulfur itself is good for darakhul bodies, invigorating their connection to death and infusing their anima with necrotic energy to a high degree of potency.

More importantly, the city is a favorite retreat for the Emperor Nicoforus, who keeps a small pleasure palace on the shore. Many nobles do the same in imitation of the Emperor, complete with pleasure barges, small boats for assignations and plotting away from sharp eyes and ears, and even a pair of war galleys, just in case the aboleth show themselves.

Whenever the emperor is not in residence, Duke Morreto Lichmark—the emperor's current favorite among the dukes—rules the city. The city contains approximately 1,000 lesser ghouls, 120 imperial ghouls and ghosts, 14 darakhul priests of the Vardesain, and 39 darakhul scholars and nobles. No living slaves are allowed here; the lesser ghouls fulfill their duties and bring prepared flesh as food.

Vandekhul is defended by the Harvester Legion, which is currently in town along with their Wizard-General, Smiling Magerette, a female darakhul former-drow with lips permanently pulled back from her bright white teeth. She and her 750-strong legion guard the landward approach, the sulfur mines, and the shore. They have charge of the Phantom, a ghostly ship that the ghouls hope to use to seize Iddoret and other aboleth strongholds.

Just south of Vandekhul are the sulphur mines, where veins of the yellow mineral are clawed from the earth for use in making darakhul powders, tonics, and alchemical concoctions. The brutal work is often a death sentence within weeks for any humanoid sent there. Imperial ghouls do most of the serious sulphur mining.

The Sulphur Sea and Chandelier Island

By flying or by boat, travelers can cross the Sulphur Sea. The waters are a very pale yellow and smell like rotten eggs, but they are not actually dangerous to those drinking or swimming in it. In fact, some species of cave fish and salamanders thrive in this sea. And yet, no ghoul will go

anywhere near Chandelier Island, for it is clearly haunted by a terrible, evil spirit.

The winds on the rotten water are strong, creating ripples and small waves. There is a constant background sound of shrieking and wailing—like a soul in agony—that gets louder the closer one gets to Chandelier Island.

In the water about 12 miles from Vandekhul, with the town light still a distant glow to the west, sits a large island of stone—Chandelier Island, rising from the Sulfur Sea. It is actually a stalagmite island, and above it hangs an enormous stalactite, a white mass of gypsum crystal that gives the island its name.

The island slopes up to the top of a hill. Just above the hilltop hangs a mass of gigantic, sword-like crystals, each of them surely weighing tons. These stone swords point in all directions, like a chandelier, but the largest of them points straight down at the hilltop. The howling, agonized noise seems to originate from those crystals swords.

Stealing a Boat in Vandekhul

The theft of vessels from the shore has long been a problem thanks to many slaves and lesser ghouls, so most boats are either kept in a guarded boathouse or watched by two or more imperial ghouls. Available boat types fall into three categories, and there are two unique boats.

Five City Hooks for Fretlock

- ◆ **A Visit to Morgau:** A ghoul merchant named Silas Folly seeks mercenaries to reach the surface. He does not mention that the surface market is just as overrun with undead as the Imperium; merely that it is a round-trip job.
- ◆ **Recruiters:** Imperial hunters recruit candidates for the army, offering gold and, possibly, magic items to anyone willing to undertake the transformation “and live forever!” The recruiters are heavy-jawed, powerful, and reek of the grave, with a powerful rotting stench. If travelers are hesitant about the offer, they attempt to “recruit” the strongest-looking bystander by force.
- ◆ **Gifts to the Magi:** A necrophagi asks travelers to provide 8 pints of blood to him, immediately. Any who fail to obey make him an immediate enemy; he sends a bone collective to spy on these “disloyal foreigners” as illegal intruders, seeking to have them killed, converted, or exiled.
- ◆ **His Lordship Requires a Brief Loan:** A visiting vampire baronet is gambling and politely asks a wealthy looking traveler for “additional funds.” If given less than 1,000 gp, he attempts to dominate the individual and take everything of value.
- ◆ **War Bells:** The bells toll for the service of Mavros when the legion returns to the city in triumph. Failure to appear, worship, and applaud is grounds for punishment: either a 4,000 gp fine, 160 pounds of edible flesh, or fighting three opponents in the Hunter's Pit.

White Sailing Boats: A breeze does blow through the sulfur sea, not strong but steady. These small ghoulish vessels are single-masted boats that move up to 2 miles per hour, and require a crew of three. However, their sails are white, making them easy to spot.

Two sizes exist: a small 3-person variety (20 feet long and 4 feet wide) and a large 12-person yacht favored by the nobility (40 feet long and 8 feet wide). There are about six of the latter present at any given time; they are much better guarded.

Paddle Boats: These boats are small, 10-foot pleasure craft with a crankshaft connected to pedals and a paddle wheel. They hold 2 or 3 Medium-size creatures and move 1 ½ miles per hour.

Working Boats: These fishing vessels, mining vessels, and merchant vessels are quite small by surface standards but useful enough. They carry up to 8 Medium-size people and make 1 ½ miles per hour under sail and oar. A few are so balky that they require magical winds to maneuver or a DC 20 Knowledge (dungeoneering) check.

The Emperor's Barge: Magic powers this enormous floating platform rather than oars—the necrophagi have contrived a necromantic system of waving limbs that respond to arcane commands. It can hold up to 100 people (50 comfortably), and is fully 20 feet wide and 80 feet long. It moves about 1 mile per hour.

The Phantom: This fuligin black warship is the emperor's current delight: a ship that's almost impossible to see coming, due to its blacker than black paint and sails, and the magical silence cast on its oars to muffle the ship's approach. The ship is crewed by 50 ghoul oarsmen, 4 imperial ghastr overseers, and 2 darakhul warriors. Its black figurehead is an animated carving of a babau demon that continually seeps blood from its skin; this figurehead is the only visible element when the ship is underway.

The ship has a ram (damage 2d12) and a single ballista. There are rumors that it can phase to travel from one body of water to another.

The Phantom travels 3 miles per hour under magical sail, or 4 miles per hour when the crew uses the oars. The ship is heavily guarded at all times with half its crew aboard and a necrophagi just a few rounds away in case the emperor wants to take his new toy out for a sail.

group of stones; between them, the ground is filled with magical darkness.

The Depths of the Earth

The air here grows increasingly hot, uncomfortably so. Strangely enough, the tunnel walls are coated with powdery dust, appearing like frost.

This is the deepest point of the empire, and the air here is very thick and hot. Temperatures make wearing heavy or even medium armor for very long uncomfortable (DC 20 Fortitude save or become exhausted).

In this inferno lies the lair of Spelos, an elder cave dragon who guards a tunnel that ghouls consider the entrance to the underworld and the physical domain of the Anu-Akma. Approaching Spelos's lair, the cavern opens up, taller than it is wide. A portal stands at the far end, just beyond a steaming river. In front of the portal is a scattered

Darakhan, the City of White

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

Approaching the White City

The approaches to the city are littered with sentries: shriekers, sniffer beetles, and random undead, in addition to being protected by double “airlock” style gates, which are manned by undead at all times.

Bypassing the second gate is a 40-foot section of flooded tunnel. Undead swim through here constantly. Those entering by the main gates are watched with much greater care.

Second Gate and Contraband

At the far end of the water gate and beyond the first gate is a second gate. This entrance is watched by 30 lesser ghouls, 4 sergeants, 2 lieutenants, and 1 darakhul captain. A single necrophagi wizard stands guard duty about 30% of the time. They search absolutely everything brought into the city, seizing holy symbols, holy water, ghoulbane oil, wyrmsblood venom, and other items as contraband.

These gate guards are called the iron and ivory ghouls, as it’s risky to call either legion by name and be mistaken. They watch and act as protectors, inspectors, toll collectors, and spies.

Beyond the Second Gate

Past the second gate is the city. Within this enormous cavern, the smell of death and decay is strong. The space is well lit by greenish-yellow lanterns. The air is stuffy and hard to breathe. The streets branch right and left. A small hill looms toward the center of the city topped by a tall black tower, white buildings with columns, and so on. Hundreds of humanoids mill about the streets, some in armor with the three-skull sign of the empire, others looking thin and covered in rags. This is clearly a major city. There are both small huts and large buildings made of white stone, and still other buildings clearly guarded

behind a battlement at least 100 yards away.

The whole cavern must be hundreds of yards in diameter. The ceiling is just a black veil above.

The city defenses are comprehensive. Each gate is always watched by both legions in two sets. Among the four main gates, the watch is 200 lesser ghouls, 32 imperial ghouls sergeants, 16 imperial ghouls lieutenants, and four darakhul captains. One necrophagi sorcerer is always present at each city gate. Hundreds of legionnaires always patrol the city streets in groups of 10 during their 12-hour duty.

Beyond that, many priests, necrophagi, and darakhul nobles can always be found on their own business.



City Quarters and Prominent Locations

The White City is wide open for exploration, but many sections are quite dangerous for fleshling visitors. Travelers can simply walk around the city if they wish, but every day they are likely to encounter at least one pack of hungry beggar ghouls, covetous flesh-sellers, or slavers who need additional merchandise.

Combat in the city is common, but it draws attention quickly. Fighting always brings the guard within 5 minutes.

Guards always take a ghoul's word over that of a living creature. The exceptions are beggar ghouls. Guards may turn against them if travelers have strong social skill checks or offer bribes of flesh.

Merchants and Livestock Pens

This quarter is devoted to commerce: ghouls, kobolds, slaves, and zombies are everywhere carrying goods, forcing slaves to march in shackles, and haggling over prices. In addition to the constant flow of slaves, there's a lot of metal goods: black iron hammered into shields, weapons, and armor, as well as mining tools, manacles, and coal. Stranger items include exotic metals, alchemical drinks, foul liquids, beautifully carved bones, and even wigs and songbirds.

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

Foreigner's Quarter

This district is full of life, literally. There aren't more than a few ghouls here: instead there are kobolds, bugbears, drow, mycolids, troglodytes, and even derro. They all seem busy with matters of their own. The district's buildings are small but well built, and most have no windows.

This is where the visitors and merchants stay, by law and by custom, to avoid the risks of a fight, bloodshed, and rioting. At any given time, the foreign population usually amounts to a few dozen merchants and hundreds of their guards, livestock, and slaves.

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

PCs looking for a safe place to stay should stick to this ghetto. The two caravanserai catering to visitors are the 49 Pilgrims and the Silent Fountain, and they are used to

booking large groups. They charge 25 gp a night for small groups with food and forage included. Most visitors travel with giant lizards or carrion beetles and pay twice that amount.

Beggars' Hovels

This entire district is made of tiny passages between filthy shanties made of piled stones, scraps of leather, and rope. Everywhere, there are starving ghouls: ribs sticking out, claws twitching, eyes following travelers from one narrow alley to another. Periodically, there is the sound of something wailing, a steady, low noise abandoned to despair.

Thousands of ghouls and ghosts live here, always hungry and on the edge of a riot. Any traveler foolish enough to enter the region will trigger a ghoul frenzy unless they make a successful DC 30 Bluff or DC 25 Intimidate check every minute they remain.

Artisans' Quarter

This district has many small shops: weavers, tanners, dyers, smiths, scribes, and jewelers. Payment is in the unfamiliar coin of the realm, but the ebb and flow of money is familiar. The food stalls are disturbing, though, as they often include fingers or other recognizably humanoid bits of flesh.

The ghouls in this quarter have a trade and some modest income; they are not interested in trouble, questions, or politics. If travelers act suspicious, the residents are quick to call the watch, bringing nine imperial ghouls in no time.

Nobles' Quarter

This section of town is filled with guards, high-walled compounds, and buildings set back from the street—some of them with towers that look like small fortresses. Some things never change; it could only be the noble's or merchant's quarter. These people are rich and have things to guard. The only people on the street are servants scurrying somewhere on an errand or nobles being carried in a litter. No one seems inclined to talk.

Patrols and guards are everywhere, passing through each street roughly every 30 to 60 minutes to sweep up and question beggar ghouls and other vagrants. Some specific nobles who live here are:

- ☞ Baroness Jasna Braintree
- ☞ Beetle Baron Milorad Mudmouth
- ☞ Silver Baron Vukas Crowsroad
- ☞ Lord of Tears Marius Cipic
- ☞ Master of the Necrophagi Sevtozar Zoric
- ☞ Captain-General of the Ivory Legion Branko Charonson
- ☞ Lich-Magister Olja Chornovoi, the Emperor's former courtesan
- ☞ Mistress of Monuments, Anica Rivermute
- ☞ Lord Hunter Illeno Crypthand

Occasionally an assassination or coup is staged against one of the ghoul lords. For the most part, these happen quickly and the perpetrators flee to avoid recognition.

Patrols will not immediately arrest visiting foreigners for any assault in this quarter.

However, if travelers are seen near the site of any violence, word will spread quickly, and the lords themselves may decide to eliminate these “visiting assassins from the surface.”

Marquises Halls

A small rise in the center of the noble’s district is the site of five larger compounds, all of them walled off. Guards and lich hounds patrol the walls and towers.

Marquis Crumbcoat has a large palace here, as do the other major nobles. Any of them are willing to have an audience with a party that comes recommended as trustworthy. Getting into an estate without such credentials requires a DC 40 Bluff or a massive bribe. Nobles are not willing to be seen “trafficking with fleshlings” as though they were equals.

A successful audience with one of the barons or the marquises can provide a party with information about the court, its officers, and its protocol. With a DC 35 Diplomacy check, the party gains an invitation to visit the Buried Palace as the marquis’ guests.

Black Prince’s Embassy

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

The white moths aren’t just pretty; they are also an alarm against intruders, covering any non-fey in hundreds of otherwise harmless but glowing creatures. The two guards at the door are drow. They cannot be bribed (they fear their master too much), but they can be talked round with a DC 35 Diplomacy or a DC 35 Bluff check.

To all guests, the Black Prince is superficially friendly. In fact, he is bored with the company of the undead and is constantly looking for more meaningful distraction and, possibly, assistance in sensitive and surreptitious matters of state.

This fey lord greets all in his audience chamber, where he sits in a small chair draped in purple velvet. He wears black chain armor and an open-faced helm topped by a glowing white feather. He carries a rapier at his side and is almost always accompanied by two enormous black dogs.

With a DC 30 Perception check, travelers notice the wooden gallery above the audience chamber along with elvish voices and the rattle of quivers.

His dogs are shadow mastiffs, and there are six shadow fey archers above.

The Black Prince will watch carefully to see where interesting travelers go.

The Demonic Embassy

The demons of the underdark are good friends with the darakuhl. They support the efforts of the emperor to extend his power to the surface. At the same time, they are friends of any priests or followers of the various demon lords and are happy to aid most betrayals, some plots, and all general acts of mayhem.

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

Two guards watch the main door; they aren’t human, drow, or ghoul but slovenly dretches that are easily fooled or bypassed. The interior of the embassy is full of these things; they provide the staff of 23 servant-demons.

The demonic embassy is here to make sure that the ghouls tend toward chaos. The demon in charge is Sinderec, a glabrezu. He’s always willing to hold an audience with fresh meat and possible souls. He’s also willing to betray secrets, attack his enemies among the ghouls—especially followers of the Emperor Cult or Mavros—and to encourage vice in all forms. He’s not subtle about this.

With a DC 20 Knowledge (arcana) check, guests know that the demon hopes that a party member will open a vein and offer up a small goblet of blood (a 2 Constitution point loss should do it). If guests don’t provide this, they suffer a -4 circumstance penalty to all Bluff, Intimidate, and Diplomacy checks with Ambassador Sinderec.

If visitors want to fight, the demon is eager to oblige. He keeps a single vrock bodyguard overhead in the rafters to make sure he wins these sorts of “assassination attempts,” as he thinks of them.

Necropolis

The necropolis is guarded by a gypsosphinx.

Temple of Anu-Akma

Carved figures stand over the enormous doorway, which shows a masked figure in long robes welcoming visitors with open arms. This seems fairly benevolent, but the mask is actually a blank face. Living creatures are walking from the left of that blank figure’s scythe and then crossing over it to the right side.

Steady bluish flames from many small brass tubes light the interior. The altar is white stone heavily marked with reddish stains, and the priests attending the altar wear red robes and swing incense burners that reek of something sharply alchemical, possibly acid or lye. There is always a priestess chanting over the altar in the center of the temple—sometimes above the body of a victim, sometimes not.

All the gods of the darakuhl have a temple in the White City, but the temple of Anu-Akma is one of the easiest

to see, as it stands among all the crypts and mausoleums of the commoners and soldiers remembered in the Necropolis. Worship of Anu-Akma is loud and sincere; the blank-faced god is said to be the wellspring of ghoulish power. Each temple is always attended by at least two imperial ghoul underpriests; the high priests visit only to conduct services and offer sacrifices.

The high priestess of Anu-Akma is Lucretia Tideblood; she is a former-human darakhul who served as a priestess in life as well. Her two assistants are imperial ghouls.

Lucretia Tideblood

Female darakhul human cleric 10 evil high priestess

Treasure: The sacristy of the Death God's temple is filled with gold plate, gold and silver coins, and carved offerings of bone, mithral statuettes, and miniature scythes made of bronze. The total value of the offerings is 44,000 gp, but the goods do detect as moderately magical with an enchantment school aura. Anyone taking so much as a single gold piece suffers a curse. This curse makes it impossible to heal wounds by magical means (natural healing still happens normally). The curse can be lifted only by a remove curse spell whose caster defeats SR 24. Failure to defeat that SR means the curse is not affected, though the caster can make multiple attempts.

Lich Hounds (4)

Dread Horde Ghouls (20)



Legionnaires' Quarter

The barracks and Mavros' temple dominate the eastern end of the military quarter, but the homes of ghoul spawn, allies, and servants dominate the western end. This quarter is home to most of the weaponsmiths, armorers, and suppliers of the imperial legions.

The Fighting Pits

Darakhan is famous for its gladiatorial arenas; ghouls love violent death, especially when there's blood and food after a match. Fights are held here every other day, some of them to settle feuds among noble houses of the darakhul and some as a matter of honor between legions. Other fights simply involve powerful ghouls terrorizing and devouring a few foolish adventurers who might amuse the crowds of legionnaires and beggar ghouls. A few professional fighters exist, but most who survive—Bracus Hellspear and Matoni Razic are two such professionals—fight only against those they know they can slaughter.

The main bookmaker these days is a new fellow recently arrived from Zobeck: former member of the city guard, Arno Landsteiner, now called Arno Underland.

Legion Parade Grounds and Beetle Stables

This flat square surrounded by beetle stables and barracks is constantly active, the site of military drills, formation training for carrion beetles, and inspections of the various deciles and legions. Most of the military ghouls ignore anyone who is not a member of the legions—or, to be more precise, anyone who is not an officer—but the beetles are less fussy. To them, living creatures are food. They may attack travelers who venture too close to the cavalry training, where the legions work with archery, ballistae, and acid spitting on command.

The Imperial Acropolis

The hill overlooking the city rises 100 feet above the main cavern. Three main buildings stand on it, plus smaller statues, pedestals, and towers. The main buildings are an enormous black tower, a grey and white building of many pillars with a large carved entryway, and a large white and red stone temple.

These three are the Necrophagi Tower, the Temple of the Emperors, and the Shrine of Vardesain.

Temple of the Emperors

The small grey and white temple seems devoted not to a single god but to many. The building is dominated by four 12 foot statues: three male and one female warrior.

The memories of Tonderil, Haresha, and Vermesail are all kept fresh here, with statues of them in proud poses, sacrifices to their memories, and a small priesthood of warriors and lawyers. The fourth statue is of Nicoforus the Pale, the current Emperor. The Temple of the Emperors is popular among the palace folk and the darakhul but hardly ever visited by the beggar ghouls and commoners.

High priestess Doina Doresh, a former human priestess of Anu-Akma, God of the Underworld and Charon the

Boatman, is a very ancient ghoul. She claims to be the spawn of the Empress Haresha herself. True or not, she has a sharp political mind and has advised the emperor for some years. Anything she is told goes directly to the Emperor's ear, though she will feign treachery if she thinks it will gain her valuable information. She is completely loyal to the Imperium. If Doina Doresh is attacked, a contingency effect on a ring she wears triggers and teleports her to safety, only to return with 50 members of the Iron Legion.

Fane of the Necrophagi

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

The black tower is meant to attract the attention of those who visit the city and to show the Emperor's power, but it is not his palace. It is deliberately big and visible. Morgh and darakhul necromancers defend the Fane.

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

The Master of the necrophagi is Magenthus Quickborn, a bone collective. He is most likely either at the Black Tower or in consultation with the emperor, Loremaster Eressar, or the courtesan Olja Chornovoi. Master Quickborn has four mohrg guards that accompany him everywhere.

Shrine of Vardesain

The red and white temple has many pillars, each carved to resemble a ghoul holding up the temple's roof. The floor is glossy black marble with inlaid mosaics under the pews. There is a 10-foot diameter pit in place of the typical altar, guarded by one attendant, a bald undead dressed in a simple black robe. The attendant always appears to be deep in thought or meditation, sitting entirely motionless in front of an enormous stack of very neatly arranged thighbones and leg bones.

This is Cimbrai, the master of this shrine to Vardesain and one of the rare Sated Ghouls who no longer feeds or hungers. He stares at bones and meditates on the nature of undeath. When it amuses him, he incites the beggar ghouls to riot or to a frenzied attack on whatever poor group of foreign (meaning non-ghoul) merchants they can get their claws on.

If visitors fail to bring an offering of food for beggars, he politely but firmly insists that they leave the temple. If they refuse, he says, "If you do not bring food, you become food," and he then speaks a few words of a hunger prayer that brings the elder black pudding up from the pit.

The elder black pudding, living in the pit 20 feet down, serves as a focus of worship and meditation for the followers of Vardesain's Cult. They call it simply the

"Devouring Spirit." It appears one round after any combat begins in the temple, and attacks all non-undead it finds. It never pursues a foe outside the temple.

If travelers do bring an offering, Cimbrai listens politely to their concerns but does nothing. Unless they seek help overthrowing the priesthood of the Anu-Akma or Mavros, they will get no help from Cimbrai. He wants complete and absolute change through the death of all living things, as soon as practical. There is literally nothing the party can offer him that will interest him, other than death and slaughter. And for that, he has an army of thousands of beggar ghouls. At best, a DC 35 Diplomacy check will convince him to explain to the party who the various high priests are—paying especial attention to their numerous and egregious flaws—and where the entrances to the Buried Palace are.

Monsters

Bone Collective

The cloak swept away with a single motion. The tiny figures beneath were revealed with their interlocked bones. Thirty skulls turned to look, and chitter, and leap from their zombie mount with one high-pitched shriek.

Bone collectives are a creation of the Necrophagi, the undead mages of the Imperium. Each collective itself is a creature built of small bones—often those of gnomes, bats, and lizards—combined into a swarm of small, quick, 10-inch-tall skeletons. These spies and assassins of the Imperium are remarkably effective at finding

weak points in enemies' defenses and exploiting them ruthlessly. Their hive minds view and remember more than a single organism. If discovered, they break and scatter to ensure at least one of their component parts survives.

The swarm elements rarely travel alone; instead, they ride atop a ghoul, zombie, or skeleton framework under heavy robes disguised as a humanoid. They work as a collective, some specialized in vocalization, others in sleight of hand or balance while running, still others working only to hear and see everything. The typical mount is a Small or Medium-size humanoid, but there seems to be no theoretical limit to the size of such collectives. In times of war, they join together into enormous swarms or titans made of bones. This bone colossus is often a ghoul army rallying point.

Sages believe that the elements of the collective (called "posthumes," or sometimes "darmecc figures") are some necrotic form of construct.



Bone Collective

CR 11
9,600 XP

CE Small undead (swarm)

Init +9; Senses darkvision 60 ft., hivemind, lifesense; **Senses Perception** +27

DEFENSE
AC 25, touch 17, flat-footed 19 (+5 Dex, +1 dodge, +8 natural, +1 size)

hp 153 (18d8+72)

Fort +9, **Ref** +11, **Will** +11

Defensive Abilities swarm traits, undead traits; **DR** 10/magic

Weaknesses swarm traits

OFFENSE
Speed 30 ft.

Melee claw +19 (1d6 plus poison) or swarm (4d6 plus poison and distraction)

Space 5 ft. (10 ft. as swarm); **Reach** 5 ft. (0 ft. as swarm)

Special Attacks distraction (DC 22), sneak attack (+9d6), superior disarm

STATISTICS
Str 10, **Dex** 20, **Con** —, **Int** 14, **Wis** 10, **Cha** 16

Base Atk +13; **CMB** +12 (+18 disarm); **CMD** 27 (29 vs. disarm)

Feats Combat Expertise, Command Undead[®], Dodge, Greater Disarm, Improved Disarm, Improved Initiative, Skill Focus (Perception), Skill Focus (Stealth), Toughness, Weapon Finesse

Skills Climb +7, Disguise +24, Intimidate +24, Knowledge (arcane) +10, Knowledge (religion) +10, Perception +27, Sleight of Hand +15, Stealth +36, Use Magic Device +13

SQ alternate form, hive mind

TACTICS

Bone collectives are not primarily fighters although they swarm well enough. They use their disguise and stealth to spy and skulk. When cornered, they fight without fear or hesitation, seeking to strip the flesh from their foes. As soon as bone collectives fall below 18 hp, their hive mind disappears and the remaining posthumes fall apart, scattering in all directions to find another collective or a new host.

ECOLOGY

Environment underground

Organization collective (swarm)

Treasure standard

SPECIAL ABILITIES

Alternate Form (Ex) A bone collective can act as a swarm of dozens of posthumes or can grant a single member (called an exarch) control to act as a humanoid. Changing between forms is a swift action. In humanoid form, the collective can no longer use swarm attacks, but it can use sneak attacks, disarms, and cast spells, if it has caster levels. It can use its skills normally in either form.

Command Undead (Su) Bone collectives gain Command Undead as a bonus feat. For this purpose alone, they are considered to be clerics (cleric level equals HD) with the channel negative energy class feature.

Hive Mind (Ex) All posthumes of a bone collective within 50 miles of their main body constantly communicate. If one is aware of a particular danger, they all are. If one in a group is not fl at-footed, none of them are. No posthume in a group is considered flanked unless all of them are.

Any bone collective with at least 1 hp/HD (or 18 hp for a standard collective) forms a hive mind, giving it an Intelligence of 14. (This is an exception to the usual swarm rules.) When a collective goes below this hp threshold, it becomes mindless.

Poison (Ex) Wyrmblood venom—*injury*; save Fort DC 22; onset 1 round; frequency 1/round for 6 rounds; initial effect 1d6 Cha; secondary effect 2d6 Cha; cure 1 save

Bone collectives distill minerals and cave dragon blood with elements of deadmind poison to create a reddish toxin that they smear on their fangs. The resulting freakish red mouths on tiny skeletons are somewhat disturbing, and the effect of the toxin is deadly.

Superior Disarm (Ex) With their dozens of tiny fingers, bone collectives are exceptionally adept at grabbing or turning aside a weapon and disarming a foe. They gain a +2 bonus to any disarm attempt and always wind up with a foe's weapon in their hands if they succeed.

Typical Physical Characteristics

Bone collectives' tiny bones rustle when they move, as quiet as moving sand. Their long finger bones and hooked claws help them climb on their zombie mounts and control them. Bone collectives almost always wear robes or cloaks, the better to pretend to be humanoid. They understand

that most creatures find their undead hive mind disturbing.

Society

Bone collectives exist in numbers too small to have a proper society. They tend to latch onto the societies around them, whether those are human, goblin, or ghoul.

They prey on the living and the dead, using and discarding them when no longer useful and replenishing lost component bones. They follow goals of their own, unrelated to other creatures alive or dead. The only exceptions are their interactions with necromancers, darakhul, some vampires, and lichs, all of whom they may serve and obey.

Bone collectives live in most environments, but they dislike extreme heat, as it makes their bones brittle.

Typical Treasure

Bone collectives value treasures as tools. Any weapons, items, or armor they have will likely be used in combat. They do not understand or value art.

Designer's Note: An Exceptional Swarm

The bone collective makes a number of exceptions to the swarm rule, including being intelligent, acting as both a swarm and a humanoid, and being composed of individual Tiny undead (posthumes).

It's sometimes necessary to favor the cool factor over mechanics. The result is often a more terrifying foe for players who have seen it all, precisely because it doesn't behave like a "standard" swarm.

Table 5-1: Bone Collective Lore

Knowledge (Religion) DC	Result
20	Bone collectives are hive mind undead made of a mismatch of discarded bones.
24	Bone collectives commonly use a powerful poison and often ride on an undead "mount" of some kind. They seem able to split and reform at will.
29	Bones collectives disarm their foes through trickery, and they have a powerful sneak attack.

Carrion Beetle

The beetles wore golden bridles and carried huge leather sacks of stone and guano. The line of them marched without stopping; dozens, even hundreds, bringing fresh earth to the massive, white fungus of the great forests. Their claws skittered with a sound like horseshoes slipping on stone, but their six legs ensured they never fell. The air around them singed the nostrils with the taint of acid.

Carrion Beetle**CR 5****XP 1,600**

N Large vermin

Init +1; **Senses** darkvision 60 ft.; Perception +4**DEFENSE****AC** 17, touch 10, flat-footed 16 (+1 Dex, +7 natural, -1 size)**hp** 60 (8d8+24)**Fort** +9, **Ref** +3, **Will** +3**Immune** paralysis, vermin traits**OFFENSE****Speed** 30 ft., burrow 20 ft., climb 10 ft.**Melee** bite +8 (1d8+4), 2 claws +8 (1d6+4)**Space** 10 ft.; **Reach** 10 ft.**Special Attacks** breath weapon (30-ft. line, once every 1d6 rounds, Reflex DC 17 half, 3d6 acid damage)**STATISTICS****Str** 19, **Dex** 12, **Con** 17, **Int** —, **Wis** 13, **Cha** 10**Base Atk** +5; **CMB** +10; **CMD** 21 (29 vs. trip)**Skills** Climb +12, Perception +4; **Racial Modifiers** +8 Climb, +3 Perception**ECOLOGY****Environment** underground**Organization** solitary, cluster (2-6), colony (7-12), or herd (13-40)**Treasure** none**SPECIAL ABILITIES****Acid Breath (Ex)** Acid spit—30-ft. line; *save* Reflex DC 17 half; *frequency* 1d6 rounds; *effect* 3d6 acid damage. The *save* DC is Constitution-based.**Society**

Carrion beetles are powerful beasts of burden, with strong jaws and the ability to both climb and burrow. With a wide back, serrated spiky forelegs, and a narrow head, the carrion beetle is too large to ride on comfortably though it makes an excellent platform for ballistae or howdahs. Its thick exoskeleton varies in color from drab brown, tan, and black to shimmering blue green, purple-green, and a highly prized yellow-orange.

The largest carrion beetles make a distinctive wheezing sound when their spiracles are taxed, creating a hum when multiple beetles run or charge on the field of battle. War-beetles are often armored with protective strips of metal or chitinous armor fused to their exoskeletons, increasing their natural armor by +2 while reducing their speed to 20 ft.

Carrion beetles have little society of their own. They rarely gather in groups larger than a breeding pair and a small nest of offspring in the wild. The domesticated varieties travel in large herds of up to 20 or 40 individuals to feed on fungal forests, to scavenge battlefields, or to devour cave lichen and scour sewage pits. The larger caravan beetles and giant lizard mounts are always antagonistic toward each other.

When breeding season hits, the beetles feast on the bodies of large animals. They are often found in symbiotic relationships with mycolids, darakhul, and related species. Many species in the deep underworld consider carrion

beetles food and their exoskeletons as useful material for shields and armor, though too brittle for weaponry.

Purple worms are their major predators. Worms are said to swallow entire caravans when encountered.

In conjunction with the darakhul, the carrion beetles live a more complex life. They begin as simple pack animals, the strongest being trained as war beetles. War beetles often carry ballistae and harpoons fitted with lines for use against cloakers and other flying foes.

In late life, their acid digs tunnels. After death, their exoskeletons are used both as animated scouting vehicles—ghouls hide within the shell to approach hostile territory—and as armored undead platforms for howdahs packed with archers or spellcasters.

Cultist of Marena

Wide-eyed and grinning, these worshippers of Marena wear low-cut and open robes, bloodstained in random sprays and splotches. A dull orange-brown stains their lips and chins and they stink of sweat and arousal.

Cultists of Marena**CR 3****XP 800**

Female human cleric of Marena 3

LE Medium humanoid

Init +1; **Senses** Perception +6**DEFENSE****AC** 13, touch 11, flat-footed 12 (+2 armor, +1 Dex)**hp** 19 (3d8+6)**Fort** +5, **Ref** +2, **Will** +6**OFFENSE****Speed** 30 ft.**Melee** dagger +1 (1d4-1 plus poison)**Special Attacks** channel negative energy 5/day (2d6, Will DC 15)**Domain Spell-like Abilities** (CL 3rd)6/day—*bleeding touch*, *dazing touch***Cleric Spells Known** (CL 3rd, +3 ranged touch,

Concentration +5)

2nd—*death knell* (DC 14), *enthrall* (DC 14), *hold person* (DC 14)1st—*charm person* (DC 13), *command* (DC 13), *cure light wounds*, *doom* (DC 13)0 (at will)—*bleed*, *detect magic*, *light*, *read magic***Domains** charm, death**STATISTICS****Str** 8, **Dex** 12, **Con** 14, **Int** 10, **Wis** 15, **Cha** 14**Base Atk** +2; **CMB** +1; **CMD** 12**Feats** Channel Smite, Improved Channeling, Selective Channeling**Skills** Diplomacy +8, Perception +6, Religion +7, Spellcraft +5**ECOLOGY****Environment** any**Organization** solitary or cult (3-12)**Treasure** NPC gear (dagger, holy symbol of Marena, padded armor)

Society

Vicious and crazed devotees of Marena, these cultists judge supposed transgressors in absentia then gather in a mob to surround and deliver judgment on the unsuspecting sots. Usually employing enchantments and charm magic, they force the poor souls to join their own mutilation and death.

Slaughter Priestess of Marena

The priestess's gowns were ragged and stiff with dried blood. Indeed, her hair stood out in spikes from the gore that coated it, and her hand ran red with blood as she tightened her grip on the dwarf's heart.

The dwarf twitched once, then twitched no more.

Slaughter Priestess of Marena	CR 10
XP 9,600	
Human cleric of Marena 10	
NE Medium humanoid	
Init +1; Senses Perception +9	
DEFENSE	
AC 17, touch 11, flat-footed 16 (+6 armor, +1 Dex)	
hp 65 (10d8+20)	
Fort +9, Ref +4, Will +11	
Defensive Abilities death's embrace (death domain)	
OFFENSE	
Speed 30 ft.	
Melee mwk dagger +7/+2 (1d4-1 plus poison)	
Special Attacks channel negative energy (5d6/DC 19, 7/day), spells	
Domain Spell-like Abilities (CL 10th)	
7/day—bleeding touch 7/day, dazing touch 7/day, death's embrace	
1/day—charming smile (DC 19)	
Cleric Spells Known (CL 10th, +8 ranged touch, Concentration +17)	
5th— <i>charm monster</i> (DC 18), <i>slay living</i> (DC 18), <i>true seeing</i>	
4th— <i>cure critical wounds</i> , <i>death ward</i> , <i>freedom of movement</i> , <i>summon monster IV</i> , <i>unholy blight</i> (DC 17)	
3rd— <i>bestow curse</i> (DC 16), <i>cure serious wounds</i> , <i>dispel magic</i> , <i>searing light</i> , <i>suggestion</i> (DC 16)	
2nd— <i>death knell</i> (DC 15), <i>cure moderate wounds</i> , <i>enthral</i> (DC 15), <i>hold person</i> (DC 15), <i>silence</i> , <i>spiritual weapon</i>	
1st— <i>bles</i> , <i>cause fear</i> (DC 14), <i>command</i> (DC 14), <i>cure light wounds</i> , <i>deathwatch</i> , <i>doom</i> (DC 14)	
0 (at will)— <i>bleed</i> , <i>detect magic</i> , <i>light</i> , <i>read magic</i>	
Domains charm, death	
STATISTICS	
Str 8, Dex 12, Con 14, Int 10, Wis 16, Cha 14	
Base Atk +7; CMB +6; CMD 17	
Feats Channel Smite, Combat Casting, Command Undead, Extra Channel, Improved Channel, Selective Channeling	
Skills Diplomacy +12, Perception +9, Religion +13, Spellcraft +13	
Language Common	
ECOLOGY	
Environment any	
Organization solitary or coven (3–7)	
Treasure NPC gear (breastplate, holy symbol of Marena, mwk dagger)	

Society

The Red Goddess Marena lusts for flesh and death, and her taste for death and sacrifice is unquenchable. Her followers snatch citizens from the streets; children are warned that the Red Bride will take them away if they do not obey their parents.

Her more devout followers use strangling sashes, and her kobold followers are said to be quite inventive in their sacrifices. Kobolds are quite insanely fond of the Red Goddess, though she seems to offer them little in return. Rumor has it, though, that she is seen as a kobold equivalent to Yarila and Porevit, the dual fertility god, and that Marena blesses all kobold eggs to hatch and grow stealthy.

Marena's shrines are small ones, little more than an altar stone smeared with blood, but she is exceedingly popular with both the very wealthy (who enjoy her debaucheries) and the very poor (who lust for revenge or at least protection against her plagues). Her sign, a small red-stained skull, is a common bit of beadwork or brooch.

Darakhul

The creature looked up from its meal as if we were intruding. “Yes?” it said. “Why do you disturb me?” The ribcage of an elf was mostly picked over, the bones cracked.

“It speaks,” said Sir Berthold. “You must die, unholy filth!”

“As must we all.” It seemed unimpressed with his flaming sword. “Have you met my friends?” With that, the thing gestured. Six more stepped out of the darkness, crossbows leveled, full plate gleaming.

Ogre Darakhul

CR 5

XP 1,600

LE Large undead

Init +0; **Senses** darkvision 120 ft.; Perception +4

DEFENSE

AC 23, touch 10, flat-footed 22 (+4 armor, +1 Dex, +9 natural, -1 size)**hp** 34 (4d12+8)**Fort** +2, **Ref** +4, **Will** +8**Defensive Abilities** channel resistance +4; **DR** 5/magic and daylight; **Immune** undead traits**Weaknesses** daylight weakness

OFFENSE

Speed 30 ft., burrow 15 ft.**Melee** bite +10 (2d6+8 plus disease and paralysis), 2 claws +10 (1d6+8 plus paralysis) or greatclub +10 (2d8+12), bite +5 (2d6+4 plus paralysis and disease)**Ranged** javelin +3 (1d8+8)**Space** 10 ft.; **Reach** 10 ft.**Special Attacks** paralysis (1d4+1 rounds, DC 13, elves are immune to this effect)

STATISTICS

Str 27, **Dex** 12, **Con** —, **Int** 10, **Wis** 14, **Cha** 13**Base Atk** +3; **CMB** +12; **CMD** 23**Feats** Iron Will, Toughness, Improved Iron Will^b, Improved Natural Attack (bite)^b, Lightning Reflexes^b**Skills** Climb +18, Intimidate +12, Perception +4; **Racial modifiers** +8 Climb, +8 Intimidate, +8 Knowledge (dungeoneering)**Languages** Giant, Undercommon

ECOLOGY

Environment underground, urban**Organization** solitary, pair, gang (3-4), or family (5-16)**Treasure** standard (greatclub, hide armor, 4 javelins, other treasure)

SPECIAL ABILITIES

Daylight Weakness (Ex) A darakhul suffers a -4 penalty to attacks and saving throws when in full daylight. A *daylight* spell, instead, causes a -2 penalty.**Disease (Su)** *Darakhul Fever*: bite—injury; *save* Fortitude DC 13; *onset* 1 day; *frequency* 1 day; *effect* 1d6 Con and 1d3 Dex damage; *cure* 2 consecutive saves. The save DC is Charisma-based.

A creature that dies while infected with darakhul fever must make a check on Table 2-7: Darakhul Fever (see page 24). If the check is high enough, they rise as a darakhul rather than a standard ghoul within 1 hour. A darakhul is a free-willed

undead. A creature that rises as a standard ghoul or ghost is controlled by the darakhul whose fever infected it.

Darakhul Society

The darakhul are a race of intelligent ghouls that speak their own language and that feed with an eternal hunger for the flesh of sentient creatures. They visit the surface only when raiding. They call themselves “The People,” and they consider all other races to be either food or slaves.

The darakhul retain their memories and skill after death but become ghoulish in appearance, losing their mostly human appearance over time. Darakhul fur or hair falls out over decades. A few are vain enough to use wigs or magic to maintain a mostly-living appearance.

Darakhul are born when a creature is infected with darakhul fever and survives the experience largely intact. Some necromancers have claimed that deliberately infecting oneself and then eating only living flesh improves the chances of survival. The only person who claims to have succeeded with this method was a necromancer named Uldar Ingreval, long since exiled from the Arcane Collegium.

Creating a Darakhul

“Darakhul” is an acquired template that can be added to any corporeal dragon, fey, giant, humanoid, magical beast, or monstrous humanoid creature (referred to hereafter as the base creature). A darakhul uses all the base creature’s statistics and special abilities except as noted here.

Creatures that die while infected with darakhul fever



must make a check on Table 2-7: Darakhul Fever (see page 24) to survive the transition. They retain their Constitution bonus for this check, as the template has not yet been applied. (For complete discussion of darakhul fever and its consequences, see page 24.) Those that fail are simply dead and do not gain the template.

CR Same as the base creature +2.

AL Any evil alignment, most often neutral evil. A darakhul that requires a good alignment as a class prerequisite becomes an ex-member of that class.

Type The base creature's type changes to undead with the appropriate augmented subtype. Do not recalculate BAB or saves. Size is unchanged. It retains any subtypes except alignment subtypes and retains all the base creature's statistics and special abilities except as noted here.

Senses A darakhul gains darkvision 60 ft.

Armor Class The darakhul's natural armor bonus improves by +4 over that of the base creature.

Hit Dice Change all racial HD to d8s. Class HD are unaffected. Darakhul use their Charisma modifiers to determine bonus hp (instead of Constitution).

Defenses/Qualities A darakhul retains all special qualities of the original creature and gains the following: channel resistance +4; darkvision 120 ft.; DR 5/magic and daylight, and all of the immunities granted by its undead traits.

Weaknesses The darakhul gains daylight weakness.

Daylight Weakness (Ex) A darakhul suffers a -4 penalty to attack and saving throws when in full daylight. A *daylight* spell, instead, causes a -2 penalty.

Speed If the base creature has both a burrow speed and a land speed, the lower of the two increases to match the higher. If it lacks one of those speeds, the darakhul gains the missing mode of movement at a speed equal to half the other. If the base creature can fly, its maneuverability rating drops 1 category.

Melee A darakhul grows a heavy jaw, powerful enough to crush bones to powder, as well as claws able to burrow through the earth or shred flesh. It retains all the natural weapons, manufactured weapon attacks, and weapon proficiencies of the base creature. A darakhul gains a bite attack and 2 claw attacks, if it does not already have them. Any other natural weapons the creature possesses remain.

Damage If the base creature already has a claw or bite with damage equal to or greater than that listed below, increase its damage by one category as per the chart as if it were 1 size larger.

Special Attacks A darakhul retains all of the base creature's special attacks and gains the following special attacks:

Disease (Su) Darakhul Fever: bite—injury; *save* Fortitude DC 10 + 1/2 HD + Charisma ability modifier; *onset* 1 day; *frequency* 1 day; *effect* 1d6 Con and 1d3 Dex damage; *cure* 2 consecutive saves.

A creature that dies while infected with darakhul fever must make a check on Table 2-7: Darakhul Fever (see page 24). If the check is high enough, they rise as a darakhul

rather than a standard ghoul within 1 hour. A darakhul is a free-willed undead. A creature that rises as a standard ghoul or ghost is controlled by the darakhul whose fever infected it.

Paralysis (Ex) Those hit by a darakhul's natural weapons must succeed on a Fortitude save (DC 10 + 1/2 HD + Charisma ability modifier) or be paralyzed for 1d4+1 rounds. Elves are immune to this paralysis.

Abilities Increase from the base creature as follows: Str +6, Dex +4, Int +4, Wis +4, Cha +6. As an undead creature, a darakhul has no Constitution score.

Skills Darakhul characters gains skill points by class level. Racial class skills are unchanged from the base creature. Darakhul have a +8 racial bonus on Climb, Intimidate, and Knowledge (dungeoneering) checks.

Feats A darakhul retains the feats it had in life. It gains Improved Natural Attack (bite), Iron Will, and Lightning Reflexes as bonus feats, as long as the base character meets the prerequisites and doesn't already have these feats. If it already has Iron Will or Lightning Reflexes, the darakhul gains, instead, Improved Iron Will or Improved Lightning Reflexes.

Table 5-2: Darakhul Damage

Size	Bite	Claw
Fine	1	0
Diminutive	1d2	1
Tiny	1d3	1d2
Small	1d4	1d3
Medium	1d6	1d4
Large	1d8	1d6
Huge	2d6	1d8
Gargantuan	2d8	2d6
Colossal	4d6	2d8

Beggar Ghoul

Emaciated and pale grey, this husk of a creature wears rags and picks hungrily at a sliver of bone, eyes burning like two fading coals. Creeping about near the ground, this miserable creature exudes a desperate ferocity with each shallow, raspy breath foul with rot.

Beggar Ghoul

CR 1/2

XP 200

CE Medium undead

Init +2; **Senses** darkvision 60 ft.; Perception +5

DEFENSE

AC 14, touch 12, flat-footed 12 (+2 Dex, +2 natural)

hp 6 (1d8+2)

Fort +2, **Ref** +2, **Will** +2

Immune undead traits

OFFENSE

Speed 30 ft.

Melee bite +2 (1d6 plus paralysis) or 2 claws +2 (1d4)

Special Attacks hungry, paralysis (1d4 rounds, DC 12, elves are immune to this effect), savage frenzy

STATISTICS

Str 10, **Dex** 15, **Con** —, **Int** 12, **Wis** 11, **Cha** 14**Base Atk** +0; **CMB** +0; **CMD** 12**Feats** Weapon Finesse**Skills** Bluff +6, Climb +4, Perception +5, Stealth +6**Languages** Undercommon

ECOLOGY

Environment underground, urban**Organization** solitary, pair, or gang (3–12)**Treasure** none

SPECIAL ABILITIES

Hungry (Su) A successful melee attack made by the beggar ghoul against a flat-footed foe threatens a critical hit.

The majority of the empire is not darakhul but lesser strains of ghoul and ghastr. The weakest of these are always the majority in any offensive of the legions, and the very weakest are not even granted a place in the legions. These poor devils must scrounge for food near the surface, beg for scraps among the cities of the ghouls, or raid the livestock pens within the empire, hoping to avoid capture and execution. Beggar ghouls are always thin, usually weakened, and sometimes damaged or retarded in some way. A rare few are strong ghouls exiled and cast out from the empire's largess.

Savage Frenzy (Ex) If a group of three or more beggar ghouls share initiative and each can move adjacent to a target in a single move action, the target is mobbed (CMB vs. CMD, +2 bonus for each ghoul in mob) as a standard action. Success indicates the target is knocked prone and flat-footed until the end of its next turn. As long as the target remains prone and flat-footed, each ghoul in the mob makes one bite attack against the target as a swift action.

Outcast Ghoul (CR 3)

These beggar ghouls were once far more powerful members of the empire, but through misfortune and bad luck, they have found themselves destitute and unwelcome within the Imperium. An outcast ghoul has 4 HD and a paralysis DC of 14. Outcast ghouls also have the disease (ghoul fever) special ability; see Pathfinder Bestiary

Imperial Ghoul

This ghoul stands tall and proud, its grey flesh robust and muscled, its sharp talons stained black, and its clothing strangely well kept. Its flickering red eyes have an intelligent, malicious gleam. The ghoul looks over your group in a calculating appraisal while licking each gore-coated talon on one hand with the tip of its long tongue.

Imperial Ghoul**CR 4****XP** 1,200

LE Medium undead

Init +7; **Senses** darkvision 60 ft.; Perception +10

DEFENSE

AC 18, touch 13, flat-footed 15 (+3 armor, +3 Dex, +2 natural)**hp** 37 (5d8+15)**Fort** +3, **Ref** +4, **Will** +6**Defensive Abilities** channel resistance +2; **Immune** undead traits

OFFENSE

Speed 30 ft., burrow 15 ft.**Melee** bite +6 (1d6+1 plus ghoul fever and paralysis), 2 claws +6 (1d4+1 plus paralysis)**Special Attacks** paralysis (1d4 rounds, DC 15, elves are immune to this effect)

STATISTICS

Str 13, **Dex** 16, **Con** —, **Int** 13, **Wis** 14, **Cha** 14**Base Atk** +3; **CMB** +4; **CMD** 17**Feats** Improved Initiative, Toughness, Weapon Finesse**Skills** Acrobatics +7, Climb +9, Diplomacy +6, Disguise +6, Intimidate +6, Knowledge (dungeoneering) +5, Perception +10, Sense Motive +7, Stealth +11**Languages** Common

ECOLOGY

Environment underground, urban**Organization** solitary, pair, or gang (3–12)**Treasure** NPC gear (studded leather armor)

SPECIAL ABILITIES

Disease (Su) *Ghoul Fever*: bite—injury; save Fortitude DC 15; onset 1 day; frequency 1 day; effect 1d3 Con and 1d3 Dex damage; cure 2 consecutive saves. The save DC is Charisma-based.



A humanoid who dies of ghoulish fever rises as a ghoul or darakhul at the next midnight. (See page 24). A humanoid who becomes a ghoul in this way retains none of the abilities it possessed in life. It is not under the control of any other ghouls, but it hungers for the flesh of the living and behaves like a normal ghoul in all respects.

Society

Imperial ghouls are a large middle class, and serve as its shock troops in battle. Treated like auxiliaries, they get the most difficult tasks: to engage and hold foes while the darakhul, legionnaires, and others outflank them.

Many believe that the hunger cults or the necrophagi know some secret of transforming imperial ghouls and ghouls into darakhul. This rumor gives them hope of advancement. Their power over the lesser ghouls and slaves gives them a taste of tyranny. They are hungry for more power, always striving and ambitious. Many are eager to prove themselves as hunters, as warriors, or as spies.

Imperial Ghast (CR 5) All imperial ghouls are imperial ghouls with the advanced monster template. An imperial ghast's paralysis affects elves. The overwhelming stink of rot and gore surrounding these creatures grants them the stench extraordinary ability (10-ft. radius, Fort DC 17 negates, sickened for 1d6+4 minutes).

Legionnaire Ghoul

Armed with readied longswords and armored in dull, tested breastplates, the formation of these muscular and disciplined creatures stood ready to advance. Framed by open-faced helms, their dimly glowing crimson eyes betrayed the hunger lying just beneath the veneer of their military training.

Legionnaire Ghoul

CR 6

XP 2,400

LE Medium undead

Init +3; **Senses** darkvision 60 ft.; Perception +14

DEFENSE

AC 21, touch 13, flat-footed 18 (+6 armor, +3 Dex, +2 natural)**hp** 67 (9d8+27)**Fort** +5, **Ref** +6, **Will** +8**Defensive Abilities** channel resistance +2; **Immune** undead traits

OFFENSE

Speed 30 ft., burrow 15 ft.**Melee** bite +9 (1d8+2 plus ghoulish fever and paralysis), 2 claws +9 (1d4+2 plus paralysis) or longsword +9/+4 (1d8+2/19-20), bite +7 (1d8+1 plus ghoulish fever and paralysis), claw +7 (1d4+1 plus paralysis)**Special Attacks** paralysis (1d4 rounds, DC 16, elves are immune to this effect)

STATISTICS

Str 14, **Dex** 16, **Con** —, **Int** 13, **Wis** 14, **Cha** 14**Base Atk** +6; **CMB** +8; **CMD** 21**Feats** Improved Natural Attack (bite), Multiattack, Toughness, Weapon Finesse, Weapon Focus (longsword)**Skills** Acrobatics +3*, Climb +10*, Disguise +9, Intimidate +9, Knowledge (dungeoneering) +6, Perception +14, Sense

Motive +9, Stealth +11*; *Armor penalty calculated.

Languages Common

ECOLOGY

Environment underground, urban**Organization** solitary, squad (3–12), or vexillation (10–20)**Treasure** NPC gear (breastplate, heavy steel shield, longsword)

SPECIAL ABILITIES

Disease (Su) *Ghoulish Fever*: bite—injury; *save* Fortitude DC 16; *onset* 1 day; *frequency* 1 day; *effect* 1d3 Con and 1d3 Dex damage; *cure* 2 consecutive saves. The save DC is Charisma-based.

A humanoid who dies of ghoulish fever rises as a ghoul or darakhul at the next midnight. (See page 24). A humanoid who becomes a ghoul in this way retains none of the abilities it possessed in life. It is not under the control of any other ghouls, but it hungers for the flesh of the living and behaves like a normal ghoul in all respects.

Society

Legionnaire ghouls are the standing military of the Ghoul Imperium, forming the core of the empire's fighting force. They travel into a fight on beetle-back, laying about with coldfire-wreathed halberds or longswords. They understand status and strategy, and they work to enhance themselves (though they resent the higher class of the darakhul).

Legionnaire Ghast (CR 7)

All legionnaire ghouls are legionnaire ghouls with the advanced monster template. A legionnaire ghast's paralysis affects elves. The overwhelming stink of rot and gore surrounding these creatures grants them the stench extraordinary ability (10-ft. radius, Fort DC 18 negates, sickened for 1d6+4 minutes).

Iron Ghoul

This brutal looking ghoul carries a cruel bastard sword. Dark, dried blood permanently stains its forearms to the elbows. Its breastplate and open-faced helm are black iron with brass trim, and the helm's crest is a ruby-dyed horsehair mohawk. Glowing, rust-colored eyes appraise you with a calculating stare of barely restrained hunger.

Iron Ghoul

CR 8

XP 4,800

LE Medium undead

Init +3; **Senses** darkvision 60 ft.; Perception +17

DEFENSE

AC 21, touch 13, flat-footed 18 (+6 armor, +3 Dex, +2 natural)**hp** 90 (12d8+36)**Fort** +6, **Ref** +7, **Will** +10**Defensive Abilities** channel resistance +2; **Immune** undead traits

OFFENSE

Speed 30 ft., burrow 20 ft.**Melee** bite +12 (1d8+2 plus ghoulish fever and paralysis), 2 claws +12 (1d4+2 plus paralysis) or mwk bastard sword +13/+8 (1d10+3/19-20), bite +10 (1d8+1

plus ghoulish fever and paralysis)

Special Attacks paralysis (1d4 rounds, DC 18, elves are immune to this effect)

STATISTICS

Str 14, **Dex** 16, **Con** —, **Int** 14, **Wis** 14, **Cha** 14

Base Atk +9; **CMB** +11 (+13 bull rush); **CMD** 24

Feats Improved Bull Rush, Improved Natural Attack (bite), Multiattack, Power Attack, Toughness, Weapon Finesse

Skills Acrobatics +3*, Climb +13*, Disguise +11, Intimidate +9, Knowledge (dungeoneering) +7, Perception +17, Sense Motive +14, Stealth +14*; *Armor penalty calculated.

Languages Common

ECOLOGY

Environment underground, urban

Organization solitary, pair, or vexillation (3–12)

Treasure NPC gear (breastplate, heavy steel shield, mwk bastard sword)

SPECIAL ABILITIES

Disease (Su) *Ghoul Fever*: bite—injury; *save* Fortitude DC 18; *onset* 1 day; *frequency* 1 day; *effect* 1d3 Con and 1d3 Dex damage; *cure* 2 consecutive saves. The save DC is Charisma-based.

A humanoid who dies of ghoulish fever rises as a ghoulish or darakhul at the next midnight (See page 24). A humanoid who becomes a ghoulish in this way retains none of the abilities it possessed in life. It is not under the control of any other ghoulish, but it hungers for the flesh of the living and behaves like a normal ghoulish in all respects.

Society

Iron ghoulish and ghoulish are the elite members of the Imperial legions, acting as non-commissioned officers, officers, and standard-bearers. They feed from the slave pits and march on the orders of the darakhul nobility. Three legions of iron ghoulish and ghoulish directly serve Emperor Nicoforus.

Iron Ghast (CR 9)

Iron ghoulish are iron ghoulish with the advanced monster template. An iron ghast's paralysis affects elves. The overwhelming stink of rot and gore surrounding these creatures grants them the stench extraordinary ability (10-ft. radius, Fort DC 20 negates, sickened for 1d6+4 minutes).

Iron Ghoul Captain

Armed and armored like other members of the iron ghoulish, this officer's helm bears a silver crest, and it carries a short black baton as a symbol of office.

Iron Ghoul Captain

CR 9

XP 6,400

LE Medium undead

Init +3; **Senses** darkvision 60 ft.; Perception +19

DEFENSE

AC 22, touch 13, flat-footed 19 (+7 armor, +3 Dex, +2 natural)

hp 105 (14d8+42)

Fort +6, **Ref** +7, **Will** +11

Defensive Abilities channel resistance +2; **Immune** undead traits

OFFENSE

Speed 30 ft., burrow 15 ft.

Melee bite +13 (1d8+2 plus ghoulish fever and paralysis), 2 claws +13 (1d4+2 plus paralysis) or mwk bastard sword +14/+9 (1d10+3 plus paralysis/19-20), bite +11 (1d8+1 plus ghoulish fever and paralysis)

Special Attacks paralysis (1d4 rounds, DC 19, elves are immune to this effect)

STATISTICS

Str 14, **Dex** 16, **Con** —, **Int** 14, **Wis** 14, **Cha** 14

Base Atk +10; **CMB** +12 (+14 bull rush); **CMD** 25

Feats Envenom Weapon, Improved Bull Rush, Improved Natural Attack (bite), Multiattack, Power Attack, Toughness, Weapon Finesse

Skills Acrobatics +3*, Climb +15*, Disguise +13, Intimidate +9, Knowledge (dungeoneering) +7, Perception +19, Sense Motive +18, Stealth +16*; *Armor penalty calculated.

Languages Common

ECOLOGY

Environment underground, urban

Organization solitary, squad (3-6), or council (3-12)

Treasure NPC gear (+1 breastplate, heavy steel shield, mwk bastard sword)

SPECIAL ABILITIES

Disease (Su) *Ghoul Fever*: bite—injury; *save* Fortitude DC 19; *onset* 1 day; *frequency* 1 day; *effect* 1d3 Con and 1d3 Dex damage; *cure* 2 consecutive saves. The save DC is Charisma-based.

A humanoid who dies of ghoulish fever rises as a ghoulish or darakhul at the next midnight (See page 24). A humanoid who becomes a ghoulish in this way retains none of the abilities it possessed in life. It is not under the control of any other ghoulish, but it hungers for the flesh of the living and behaves like a normal ghoulish in all respects.

Society

The elite of the elite, these leaders of the iron ghoulish are rapacious, brutal, and cunning. They lead special missions to the surface and behind enemy lines, bringing back specific prisoners or items at the request of their darakhul lords.

Iron Ghast Captain (CR 10)

The equal of some patricians, an iron ghast captain is an iron ghast captain with the advanced monster template. An iron ghast captain's paralysis affects elves. The overwhelming stink of rot and gore surrounding these creatures grants them the stench extraordinary ability (10-ft. radius, Fort DC 21 negates, sickened for 1d6+4 minutes).

Darakhul Patrician

I remember it so clearly, those pits. Crammed in there, naked, covered in mud and filth. The only time we saw any light was when the patricians came to select a meal. Wrapped in silks, followed by legionnaires who would beat us later for making it necessary for them to carry a torch, they casually strolled the catwalks and gazed down. We would wait in fear.

Every so often, they would pause and order us to pull away from some doomed soul. The darakhul would haul him up to be inspected, perhaps nibbled if the noble had no restraint, and then you were either thrown back to the pool of flesh or hauled away screaming as it took a tender piece of you right there.

It wasn't hard to cheer when the drow attacked us and then to weep when those adventurers ambushed the dark elves. Not hard at all.

No. No, I won't go back into those tunnels. Hell, I never even sleep without a lamp burning anymore. Whatever treasure or glory you seek down there, I won't be a party to it.

Darakhul Patrician

CR 10

XP 9,600

Male human darakhul adept 9/aristocrat 1
LE Medium undead (augmented humanoid)

Init +8; **Senses** darkvision 120 ft.; Perception +10

DEFENSE

AC 23, touch 13, flat-footed 20 (+6 armor, +3 Dex, +4 natural)

hp 96 (9d6+1d8+60)

Fort +9, **Ref** +7, **Will** +12

Defensive Abilities channel resistance +4; **DR** 5/magic and daylight; **Immune** undead traits

Weaknesses daylight weakness

OFFENSE

Speed 30 ft., burrow 15 ft.

Melee bite +9 (1d8+3 plus paralysis and disease), 2 claws +9 (1d4+3 plus paralysis)

Special Attacks paralysis (1d4+1 rounds, DC 23, elves are immune to this effect)

Adept Spells Known (CL 9th, +9 touch, Concentration +17)

3rd—*bestow curse* (DC 18), *lightning bolt* (DC 17)

2nd—*invisibility*, *mirror image*, *web*

1st—*cause fear* (DC 16), *command* (DC 15), *sleep* (DC 15)

0 (at will)—*ghost sound*, *mending*, *touch of fatigue* (DC 15)

STATISTICS

Str 16, **Dex** 18, **Con** —, **Int** 16, **Wis** 18, **Cha** 22

Base Atk +5; **CMB** +8; **CMD** 22

Feats Ability Focus (paralysis), Combat Casting, Improved Initiative, Improved Natural Armor, Improved Natural Attack (bite)B, Iron WillB, Lightning ReflexesB, Spell Focus (necromancy), Weapon Finesse

Skills Climb +16, Craft (alchemy) +14, Diplomacy +10, Intimidate +19, Knowledge (arcana) +16, Knowledge (dungeoneering) +24, Knowledge (history) +13, Perception +10, Profession (ruler) +17, Spellcraft +13; **Racial Modifiers** +8 Climb, +8 Intimidate, +8 Knowledge (dungeoneering)

Languages Common, Undercommon

ECOLOGY

Environment underground, urban

Organization solitary, group (3-6), or council (6-12)

Treasure NPC gear (mithral breastplate)

SPECIAL ABILITIES

Daylight Weakness (Ex) A darakhul suffers a -4 penalty to attacks and saving throws when in full daylight. A *daylight* spell, instead, causes a -2 penalty.

Disease (Su) *Darakhul Fever*: bite—injury; *save* Fortitude DC 21; *onset* 1 day; *frequency* 1 day; *effect* 1d6 Con and 1d3 Dex

damage; *cure* 2 consecutive saves. The save DC is Charisma-based.

A creature that dies while infected with darakhul fever must make a check on Table 2-7: Darakhul Fever (see page 24). If the check is high enough, they rise as a darakhul rather than a standard ghoul within 1 hour. A darakhul is a free-willed undead. A creature that rises as a standard ghoul or ghaist is controlled by the darakhul whose fever infected it.

Society

The darakhul may be lords of the imperial city and masters of tens of thousands of undead, but that does not mean that they are all equal among themselves. As they grow stronger over time, many older darakhul divide the nobility of the empire into five ranks. The categories are arbitrary and fluid, and priests and blooded necrophagi may often vault onto the higher rungs quite quickly. Nevertheless, there is a pecking order from emperor to dukes, marquises, barons, and lords. Bloated ghouls, hunger priests, and the sated, while darakhul, exist outside this hierarchy.

Ghoul Hunter

Wearing dark leather armor and spinning a bola, the creature quietly padded up to us. "Please," it hissed, "Run. You've bored me to this point." Its long, serpentine tongue ran across sharpened teeth and it flexed its blackened talons absentmindedly. "No one will care if I bring back one less. The last one to run fills my belly."

Darakhul Hunter

CR 13

XP 25,600

Male human darakhul ranger 11

LE Medium undead (augmented humanoid)

Init +9; **Senses** darkvision 120 ft.; Perception +17

DEFENSE

AC 25, touch 16, flat-footed 20 (+5 armor, +1 deflection, +5 Dex, +4 natural)

hp 115 (11d10+55)

Fort +12, **Ref** +14, **Will** +9

Defensive Abilities channel resistance +4, evasion; **DR** 5/magic and daylight; **Immune** undead traits

Weaknesses daylight weakness

OFFENSE

Speed 30 ft., burrow 15 ft.

Melee bite +16 (1d8+5 plus disease and paralysis), 2 claws +16 (1d4+5 plus paralysis)

Ranged +1 *returning bola* +17 (1d4+5 nonlethal plus trip) or hooked net +16 (1d4+5 plus entangled, 1d4 damage per round of entanglement)

Special Attacks favored enemy (humanoid [human] +2, humanoid [elf] +3, humanoid [dwarf] +4), favored terrain (forested +2, underground +4), paralysis (1d4+1 rounds, DC 21, elves are immune to this effect)

Ranger Spells Known (CL 8th, +16 ranged touch, Concentration +11)

3rd—*command plants*, *corpse shifting*

2nd—*barkskin*, *snare*

1st—*alarm*, *entangle* (DC 14), *longstrider*, *resist energy*

STATISTICS

Str 20, **Dex** 20, **Con** —, **Int** 14, **Wis** 16, **Cha** 21**Base Atk** +11; **CMB** +16; **CMD** 31**Feats** Combat Expertise, Consumed Scent, EnduranceB, Exotic Weapon Proficiency (bola), Exotic Weapon Proficiency (net), Far ShotB, Improved Initiative, Improved Iron Will, Improved Natural Attack (bite)B, Improved Trip, Iron WillB, Lightning ReflexesB, Point Blank ShotB, Precise ShotB**Skills** Bluff +11, Climb +22, Disguise +20, Intimidate +22, Knowledge (dungeoneering) +20, Knowledge (nature) +11, Knowledge (geography) +11, Perception +17, Spellcraft +16, Stealth +19, Survival +17 (+20 to track bitten targets);**Racial Modifiers** +8 Climb, +8 Intimidate, +8 Knowledge (dungeoneering)**Languages** Common, Undercommon**SQ** hunter's bond (allies), quarry, track, wild empathy, woodland stride

ECOLOGY

Environment underground, urban**Organization** solitary, pair, or hunting party (3–6)**Treasure** NPC gear (*cloak of resistance* +2, *hat of disguise*, 2 *potions of inflict moderate wounds*, +1 *returning bola*, +1 *ring of protection*, +2 *studded leather armor*)

SPECIAL ABILITIES

Daylight Weakness (Ex) A darakhul suffers a -4 penalty to attacks and saving throws when in full daylight. A *daylight* spell, instead, causes a -2 penalty.**Disease (Su)** *Darakhul Fever*: bite—injury; *save* Fortitude DC 21; *onset* 1 day; *frequency* 1 day; *effect* 1d6 Con and 1d3 Dex damage; *cure* 2 consecutive saves. The save DC is Charisma-based.

A creature that dies while infected with darakhul fever must make a check on Table 2-7: Darakhul Fever (see page 24). If the check is high enough, they rise as a darakhul rather than a standard ghoul within 1 hour. A darakhul is a free-willed undead. A creature that rises as a standard ghoul or ghost is controlled by the darakhul whose fever infected it.

Evasion (Ex) See “Ranger” section in Chapter 3 of the *Pathfinder Roleplaying Game*.**Favored Enemy** See “Ranger” section in Chapter 3 of the *Pathfinder Roleplaying Game*.**Favored Terrain (Ex)** See “Ranger” section in Chapter 3 of the *Pathfinder Roleplaying Game*.**Hunter's Bond (Ex)** See “Ranger” section in Chapter 3 of the *Pathfinder Roleplaying Game*.**Quarry (Ex)** See “Ranger” section in Chapter 3 of the *Pathfinder Roleplaying Game*.**Swift Tracker (Ex)** See “Ranger” section in Chapter 3 of the *Pathfinder Roleplaying Game*.**Track (Ex)** See “Ranger” section in Chapter 3 of the *Pathfinder Roleplaying Game*.**Wild Empathy (Ex)** See “Ranger” section in Chapter 3 of the *Pathfinder Roleplaying Game*.**Woodland Stride (Ex)** See “Ranger” section in Chapter 3 of the *Pathfinder Roleplaying Game*.**Society**

While the darakhul capture large quantities of slaves and

fodder through raiding other underworld races, plundering cemeteries, and stealing away lone humans by night, the empire values prime flesh brought in by its hunters. Darakhul hunters devote themselves to tracking, hunting, and capturing or killing humanoids of all kinds. They are darakhul that have not adapted well to ghoul society. They hunt, stalk, and kill as a way of making themselves useful while not living within the empire.

Some seek out humanoids in cities or steal them away from other slave-holding races. Others track humanoids down on the surface, capturing them for the glory of the empire. Sometimes, groups of hunters work with the darakhul armies to capture entire merchant caravans or to overwhelm small outposts. They are among the most aggressive ghouls, always looking for new killing grounds or a new set of caverns; however, the treasure they seek is not gold but flesh and bone.

Many hunters discover a taste for murder and slaver work, and they are powerful forces when they choose to support one or another duke. Though they lack the full sense of ghoul depravity, they exude a barbaric strength and power that most undead respect. They use speed, stealth, and power in equal measure; as intelligent foes, they usually wait for a moment of weakness and then wade into the fight.

Necrophagus Savant*The man looked up from the text and smiled at us, and my heart fell into my gut with that cold, predatory look. This was no mere scholar. This was not even a man.**“Hello,” it drawled. “So pleasant of you arrive. I trust you had no difficulty procuring the text for me?” It brushed the side of its ashen-grey nose with a bony talon. “I assume our arrangement stands? Or have you suddenly decided you prefer the option of filling my belly than waiting out eternity as a mindless pile of bones? Either choice suits me fine.”***Necrophagus Savant**

CR 12

XP 19,200

Male human darakhul sorcerer 10

NE Medium undead (augmented humanoid)

Init +8; **Senses** darkvision 120 ft.; Perception +10

DEFENSE

AC 20, touch 14, flat-footed 16 (+2 armor, +4 Dex, +4 natural)**hp** 103 (10d6+70)**Fort** +10, **Ref** +9, **Will** +12**Defensive Abilities** channel resistance +4, evasion; **DR** 5/magic and daylight; **Immune** undead traits; **Resist** 10 cold**Weaknesses** daylight weakness

OFFENSE

Speed 30 ft., burrow 15 ft.**Melee** bite +8 (1d8+3 plus disease and paralysis), 2 claws +8 (1d4+3 plus paralysis)**Special Attacks** paralysis (1d4+1 rounds, DC 21, elves are immune to this effect)**Bloodline Spell-Like Ability** (CL 10th, +8 touch)9/day—*grave touch*1/day—*grasp of the dead* (10d6, DC22)

Sorcerer Spells Known (CL 10th, +8 ranged touch, Concentration +17)
 5th (4/day)—*summon lich hound*
 4th (6/day)—*charm monster, enervation*
 3rd (8/day)—*dispel magic, haste, hold person* (DC 20)
 2nd (8/day)—*blood armor** (DC 20), *false life, ravenous hunger** (DC 20), *scorching ray, spectral hand*
 1st (8/day)—*chill touch, magic missile, protection from evil, shield, shocking grasp, ray of enfeeblement*
 0 (at will)—*bleed* (DC 18), *daze* (DC 17), *disrupt undead, ghost sound* (DC 16), *light, message, prestidigitation, read magic, touch of fatigue*

Bloodline undead

STATISTICS

Str 16, **Dex** 18, **Con** —, **Int** 18, **Wis** 16, **Cha** 24**Base Atk** +4; **CMB** +7; **CMD** 21**Feats** Brew Potion, Craft Wand, Craft Wondrous Item, Empower Spell, Eschew MaterialsB, Improved Initiative, Improved Natural Attack (bite)B, Iron WillB, Lightning ReflexesB, Spell Focus (necromancy)B, Weapon Finesse**Skills** Bluff +18, Climb +11, Craft (alchemy) +10, Fly +10, Intimidate +20, Knowledge (arcana) +16, Knowledge (dungeoneering) +18, Knowledge (religion) +16, Perception +10, Spellcraft +16; **Racial Modifiers** +8 Climb, +8 Intimidate, +8 Knowledge (dungeoneering)**Languages** Common, Undercommon

ECOLOGY

Environment underground, urban**Organization** solitary, pair, or coven (3–6)**Treasure** NPC gear (*bracers of armor* +2, *brooch of shielding, headband of alluring charisma* +2, *2 potions of inflict moderate wounds, wand of comprehend languages, wand of invisibility*)

SPECIAL ABILITIES

Daylight Weakness (Ex) A darakhul suffers a -4 penalty to attacks and saving throws when in full daylight. A *daylight* spell, instead, causes a -2 penalty.**Disease (Su)** *Darakhul Fever*: bite—injury; *save* Fortitude DC 21; *onset* 1 day; *frequency* 1 day; *effect* 1d6 Con and 1d3 Dex damage; *cure* 2 consecutive saves. The save DC is Charisma-based.

A creature that dies while infected with darakhul fever must make a check on Table 2-7: Darakhul Fever (see page 24). If the check is high enough, they rise as a darakhul rather than a standard ghoul within 1 hour. A darakhul is a free-willed undead. A creature that rises as a standard ghoul or ghost is controlled by the darakhul whose fever infected it.

Society

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

The ghoulish necromancers of the Imperium organized

into a society of their own, called the necrophagi, which practices necromancy using the materials available, primarily the bones and bodies of non-humanoid creatures. Some work on small useful undead servants (skeletons and zombies), others work on powerful war machines. They are the technologists of the Imperium, and they are respected for that reason. Their mark is a triple skull.

Priest of Vardesain

Dressed in ivory linen robes and a shining breastplate, I knew at once that this was a different sort of ghoul. Its chin and hands were unstained, even immaculately clean. It saw my stare, and I immediately averted my gaze. It approached and I cursed my observant eyes. The guards hauled me up from the slave pit and then roughly shoved me to my knees.

“You’re curious, are you, meat?” It crouched down and cocked its head, considering me. “I serve the glorious Lord of Hunger, the path of discipline and the very soul of the People. And we still eat. Oh yes, we just force ourselves to wait, learn to temper the ache in our belly.”

It dragged a clawed finger down my cheek, peeling away a sliver of skin that it proceeded to wetly, noisily consume. I could feel my muscles begin to stiffen. “But my fast is not yet over, and I must atone for what I have just transgressed. Pray you are taken before my vigil ends, meat. Pray very hard.”

Priest of Vardesain

CR 11

XP 12,800

Male human darakhul cleric of Vardesain 9

LE Medium undead (augmented humanoid)

Init +7; **Senses** darkvision 120 ft.; Perception +12

DEFENSE

AC 23, touch 13, flat-footed 20 (+6 armor, +3 Dex, +4 natural)**hp** 85 (9d8+45)**Fort** +11, **Ref** +8, **Will** +13**Defensive Abilities** channel resistance +4, evasion; **DR** 5/magic and daylight; **Immune** undead traits**Weaknesses** daylight weakness

OFFENSE

Speed 30 ft., burrow 15 ft.**Melee** bite +9 (1d8+3 plus devour and disease and paralysis), 2 claws +9 (1d4+3 plus paralysis)**Special Attacks** channel negative energy (5d6/DC 21, 8/day), devour, paralysis (1d4+1 rounds, DC 19, elves are immune to this effect), spells**Domain Powers** (CL 9th)8/day—*copycat, touch of evil*8 rounds/day—*master's illusion*1/day—*scythe of evil***Cleric Spells Known** (CL 9th, +9 ranged touch, Concentration +14)5th—*false vision, slay living* (DC 20), *true seeing*4th—*confusion* (DC 19), *freedom of movement, summon monster IV, unholy blight* (DC 19)3rd—*animate dead, bestow curse* (DC 18), *dispel magic, nondetection, searing light*2nd—*death knell* (DC 17), *enthrall* (DC 17), *hold person* (DC 17), *ravenous hunger* (DC 17), *silence, spiritual weapon*

1st—*bless, cause fear* (DC 16), *command* (DC 16), *deathwatch, doom* (DC 14), *inflict light wounds* x2

0 (at will)—*bleed* (DC 15), *detect magic, light, read magic*

Domains evil, trickery

STATISTICS

Str 16, **Dex** 16, **Con** —, **Int** 18, **Wis** 20, **Cha** 20

Base Atk +6; **CMB** +9; **CMD** 22

Feats Channel Smite, Command Undead, Extra Channel, Improved Initiative, Improved Iron Will, Improved Natural Attack (bite)⁸, Iron Will⁸, Lightning Reflexes⁸, Selective Channeling

Skills Bluff +15, Climb +7*, Diplomacy +15, Disguise +15, Knowledge (arcana) +13, Knowledge (dungeoneering) +17, Knowledge (religion) +15, Sense Motive +15, Intimidate +16, Perception +12, Spellcraft +16; *Armor check penalties applied; **Racial Modifiers** +8 Climb, +8 Intimidate, +8 Knowledge (dungeoneering)

Languages Common, Undercommon

ECOLOGY

Environment underground, urban

Organization solitary, pair, or cloister (3–6)

Treasure NPC gear (breastplate)

SPECIAL ABILITIES

Daylight Weakness (Ex) A darakhul suffers a -4 penalty to attacks and saving throws when in full daylight. A *daylight* spell, instead, causes a -2 penalty.

Devour (Ex) Any creature that is damaged by a bite attack from a priest of Vardesain must make a Fortitude save (DC 17) or suffer an additional 1d4 Constitution damage. Each time a target loses Constitution is this way, the priest regains 1d8+5 lost hp.

Disease (Su) *Darakhul Fever*: bite—injury; *save* Fortitude DC 19; *onset* 1 day; *frequency* 1 day; *effect* 1d6 Con and 1d3 Dex damage; *cure* 2 consecutive saves. The save DC is Charisma-based.

A creature that dies while infected with darakhul fever must make a check on Table 2-7: Darakhul Fever (see page 24). If the check is high enough, they rise as a darakhul rather than a standard ghoul within 1 hour. A darakhul is a free-willed undead. A creature that rises as a standard ghoul or ghost is controlled by the darakhul whose fever infected it.

Society

Outside the political order, the Hunger Priests of Vardesain teach the darakhul the secrets of controlling their hunger, their frenzies, and their powers. While the priests do not rule directly, they have a great deal of influence with the darakhul generals, dukes, marquises, and the emperor himself.

Their cult was suppressed several times when they threatened to turn the empire into a theocracy, called the Kingdom of Hunger. The delicate balance between the priesthood and the empire continues. At the moment, the priests are in favor. At other times, the cult has been reduced to fugitives and skulkers at the margins.

Emperor Nicoforus the Pale

You see a room with white walls and a brown floor. The ceiling is lost in shadows, and the light is entirely a yellow-greenish glow from small lampions set along the walls. There is only one item of furniture here: a throne made of bones and adamantine. The bone portions seem to be primarily jawbones and eye sockets. Sitting on the throne is the emperor, surrounded by four servants in spotless white tunics. One servant holds a dish, another a scroll.

The emperor himself appears as a man of middle years, his hair black and his flesh as white as ivory. He wears black and purple clothes and a silvery crown set with emeralds. His feet are sheathed in black boots, his arms and fingers covered in rich gold and silver jewelry. A black scabbard rests at his side.

The smell of blood hangs heavy in the air.

Emperor Nicoforus the Pale CR

15

XP 51,200

Male human darakhul sorcerer 13

NE Medium undead (augmented humanoid)

Init +6; **Senses** darkvision 120 ft.; Perception +11

DEFENSE

AC 26, touch 14, flat-footed 24 (+4 armor, +2 deflection, +2 Dex, +4 natural, +4 shield)

hp 149 plus 15 temp hp (13d6+104)

Fort +12, **Ref** +8, **Will** +13 (+2 vs. good aligned foes)

Defensive Abilities channel resistance +4; **DR** 10/magic and daylight; **Immune** undead traits; **Resist** 10 cold

Weaknesses daylight weakness

OFFENSE

Speed 40 ft., burrow 15 ft.

Melee bite +10 (1d8+4 plus paralysis and disease), 2 claws +10 (1d4+4/19–20 x3 plus paralysis) or *nine lives stealer* +2 *keen ghoul touch longsword* +12/+7 (1d8+6 plus paralysis/17–20 plus level drain), bite +8 (1d8+2 plus paralysis and disease), claw +8 (1d4+2/19–20 x3 plus paralysis)

Bloodline Spell-Like Ability (CL 13th, +8 touch)

11/day—*grave touch*

1/day—*grasp of the dead* (13d6, DC 24)

Sorcerer Spells Known (CL 13th, +8 ranged touch, Concentration +25)

6th (5/day)—*disintegrate* (DC 25), *greater dispel magic, undeath to death* (DC 24)

5th (7/day)—*baleful polymorph* (DC 24), *dominate person* (DC 23), *summon lich hound, waves of fatigue* (DC 23)

4th (8/day)—*animate dead, dimension door, leeching lantern** (DC 22), *ice storm, wall of ice* (DC 22)

3rd (8/day)—*corpse shifting**, *dispel magic, haste, tongues, vampiric touch*

2nd (8/day)—*blood armor**, *false life*C, *gust of wind* (DC 20), *ravenous hunger** (DC 20), *scorching ray, web* (DC 20)

1st (8/day)—*chill touch, detect undead, magic missile, protection from evil*C, *shield*C, *ray of enfeeblement*

0 (at will)—*bleed* (DC 18) *daze* (DC 18), *ghost sound* (DC 18), *light, mage hand, message, read magic, resistance, touch of fatigue*

C = currently cast

Bloodline undead

STATISTICS

Str 18, **Dex** 14, **Con** —, **Int** 20, **Wis** 17, **Cha** 26

Base Atk +6; **CMB** +10; **CMD** 22

Feats Combat Casting^B, Eschew Materials^B, Improved Initiative, Improved Iron Will, Improved Lightning Reflexes, Improved Natural Attack (bite)^B, Iron Will^B, Lightning Reflexes^B, Martial Weapon Proficiency (longsword), Maximize Spell, Multiattack, Spell Focus (transmutation)^B, Arcane Strike, Widen Spell

Skills Bluff +24, Climb +12, Diplomacy +17, Fly +6, Intimidate +20, Knowledge (arcana) +21, Knowledge (dungeoneering) +17, Knowledge (local) +12, Linguistics +12, Perception +11, Sense Motive +12, Spellcraft +21; **Racial Modifiers** +8 Climb, +8 Intimidate, +8 Knowledge (dungeoneering)

Languages Common, Draconic, Gnoll, Undercommon

ECOLOGY

Environment underground

Organization special, see below

Treasure NPC gear (*boots of striding and springing*, +4 bracers of armor, +4 headband of alluring charisma, key to the Imperial vault, *nine lives stealer* +2 keen ghoul touch longsword, *potion of greater magic fang*, *ring of feather falling*)

SPECIAL ABILITIES

Daylight Weakness (Ex) A darakhul suffers a -4 penalty to attacks and saving throws when in full daylight. A *daylight* spell, instead, causes a -2 penalty.

Disease (Su) *Darakhul Fever*: bite—injury; *save* Fortitude DC 24; *onset* 1 day; *frequency* 1 day; *effect* 1d6 Con and 1d3 Dex damage; *cure* 2 consecutive saves. The save DC is Charisma-based.

A creature that dies while infected with darakhul fever must make a check on Table 2-7: Darakhul Fever (see page 24). If the check is high enough, they rise as a darakhul rather than a standard ghoul within 1 hour. A darakhul is a free-willed undead. A creature that rises as a standard ghoul or ghost is controlled by the darakhul whose fever infected it.

Paralysis (Ex) Those hit by a darakhul's natural weapons must succeed on a Fortitude save (DC 24) or be paralyzed for 1d4+1 rounds. Elves are immune to this paralysis.

Society

Nicoforus never walks anywhere without his two bodyguards and is usually accompanied by many other darakhul, including junior scribes and priests, powerful merchants and council members, and an honor guard of 20 Iron Ghouls (usually reserved for visits outside the palace). He's not allowed to go many places alone within the palace—the two places he does visit without guards are his courtesan's room and his advisor's library.

The emperor's completely fanatical four personal servants will hurl themselves against any foe. The party may be surprised to find the lesser ghouls striving to protect the emperor, but all ghouls revere him as almost godlike. No living hand should ever be allowed to touch his Imperial Majesty.

The emperor stands behind his two guards at all times, beginning battle by casting a Constitution-oriented *leeching lantern*. He will try to *disintegrate* the holy symbol of any

cleric he sees and then *disintegrate* any apparent arcane casters. He follows up using *magic missiles*, and *scorching ray*. He counts on his *blood armor* to protect him.

By the time those spells are cast, 2 to 4 guards, his servants, and his courtesan should be fighting for him. If necessary, he casts a *baleful polymorph*, or a *maximized ray of enfeeblement* to weaken the strongest adventurer. Drinking his *potion of greater magic fang* helps him in melee though he leaves hand-to-hand combat as soon as possible.

If either guard is slain or the emperor is reduced below 50 hp, he casts a *wall of ice* or *dimension door* and attempts to escape down the secret passageway or through a door his guards can defend. He uses his *boots of striding and springing* to reach the captain-general of the nearest legion in 12 rounds and returns 4 minutes later with an army.

Cave Dragon

Its eyeless head swung from side to side in the narrow corridor, apparently unable to sense our magical light. With a quick whuffle of breath, darkness crept from its strange eel-like hide, spreading like ink in water and snuffing out even our strongest magical lights. Then we heard its motion, quiet for so large a creature, as it charged down the tunnel.

There was nowhere to hide.

Cave Dragon

NE dragon (earth)

BASE STATISTICS

CR 3; **Size** Tiny; **Hit Dice** 4d12

Speed 40 ft., burrow 20 ft.

Natural Armor +6; **Breath Weapon** cone, poison (1d8 initial, 1d4 secondary Strength damage); cone, 2d6 sonic

Str 16, **Dex** 12, **Con** 18, **Int** 10, **Wis** 12, **Cha** 13

ECOLOGY

Environment underground

Organization solitary

Treasure triple

SPECIAL ABILITIES

Blindsight (Ex) Cave dragons can pinpoint creatures within a distance of 180 ft. Opponents the cave dragon can't actually see still have total concealment against the dragon.

Breath Weapon (Su) A cave dragon breathes one of two different types: a cone of pure black poison, and a cone of invisible sonic energy that stuns foes. Creatures within the poison cone suffer the damage shown and must succeed on a (DC 10+1/2 hit dice + Constitution modifier) Fortitude save or take 1d8+1/age category initial and 1d4+1/age category secondary Strength damage. The sonic blast causes damage and stuns those it strikes for 1 round if the victim fails a Fortitude save. The dragon only breathes once per round.

Darkness and Deeper Darkness (Sp) Wyrmling and Juvenile dragons gain the ability to cast *darkness* and then *deeper darkness* 3 times per day.

Darkness Aura (Ex) An Adult or older cave dragon can generate an aura of darkness with a diameter equal to its age category x 10 ft. This is always centered on the dragon itself and prevents normal vision, darkvision, and even lifesense from working. Blindsight functions normally. *Light*

spells cast into the area must overcome the dragon's SR +4 or fail.

Earth Glide (Su) A Young or older cave dragon glides through stone, dirt, or any sort of earth except metal as easily as a fish swims through water. Its burrowing leaves behind no tunnel or hole, nor does it create any ripple or other signs of its presence. A *move earth* spell cast on an area containing a burrowing cave dragon flings the dragon back 30 ft., stunning the creature for 1 round unless it succeeds on a DC 15 Fortitude save.

Immunities (Ex) Cave dragons are immune to sonic and acid attacks, as well as immune to sleep effects.

Ruff Spikes (Ex) As a free action, a cave dragon can block movement within 5 ft. of its body using its many feelers and spikes. This stops attempts to withdraw, flank, or spring attack.

Shadow Armor (Su) At the Old age category, cave dragons gain a layer of flaky black scale that grants a +6 armor bonus and absorbs all force attacks. Since cave dragons of this age category are little more than a rumor, it's unclear whether this is simply a story, or whether some such dragon was confronted by a group of survivors. The ability is always attributed to "a friend of a bard" or the like.

Spells A Young cave dragon casts spells as a divine caster of 1st level. This improves to 11th level by the time they reach the Old category. They may choose two domains from Darkness, Destruction, Earth, Evil, or Knowledge.

Table 5-3: Cave Dragon Abilities by Age

Age	Special	Caster Level	SR
Wyrmling	<i>Darkness</i>		
Very young	Ruff spikes		
Young	Earth Glide	1st	15
Juvenile	<i>Deeper darkness</i>	3rd	16
Young adult	DR 5/good	5th	17
Adult	Darkness aura	7th	18
Mature adult	DR 10/good	9th	20
Old	Shadow armor	11th	22

vTable 5-4: Cave Dragon Lore

Knowledge (arcana) DC	Result
18	Cave dragons are sightless creatures that can turn the air around them into darkness.
22	Cave dragons have a powerful sonic breath weapon that stuns foes. They also spew powerful poison. They are immune to sonic and acid attacks.
26	While cave dragons grow quickly to great size, none seem to become old or great wyrms. They can glide through earth effortlessly. Their spines can hamper movement in melee.

Combat

A cave dragon is always hungry and ready to eat absolutely everything. While they do speak Undercommon and a debased form of Draconic, they do so rarely and, generally,



only when bargaining for food. They occasionally act as mercenaries in the eternal warfare between the races of the deep earth.

A hungry cave dragon uses its long-range darkvision to spot prey long before they notice it. It uses *darkness* or *deeper darkness* to create a zone where its furious charge will do it the most good. Wing stubs and ruff spikes seal the passage around it, denying foes any chance of outflanking it. Earth glide is a common way for them to attack from an unexpected direction.

Ecology

Cave dragons are predators of the underworld and, only rarely, nocturnal predators on the surface. They operate best in darkness, seizing and killing prey quickly. They have no predators but humanoids.

Cave dragons are eyeless creatures with long feeler-like spikes that help them navigate through tunnels. Their vestigial wings serve as an additional set of legs, and their narrow snout can poke into narrow passages that their tongue scours free of bats and edible vermin. They are entirely creatures of hunger, though quite intelligent. A cave dragon can be bribed with food as easily as with gold. They claim entire cavern systems as their own.

Cave dragons are especially fond of bones and items with strong taste or smell. They devour undead, plant creatures, or anything organic. When feeding, they treat all nearby creatures as a threat. Limited food deep underground means less age categories. The eldest die of starvation. A few escape to the surface, but sunlight weakness and lack of flight means that they are at a terrible disadvantage.

Cave dragon coloration darkens with age, but always provides good camouflage against stone: white like limestone, yellow, muddy brown, then black at the adult and older category. Mature adult and old cave dragons sometimes fade to grey again. Since they hunt in darkness, there's lots of variability. Stories that claim cave dragon scales are invisible to darkvision are unfounded, but they are said to be an important element in fuligin dyes.

With an eyeless head and many long, flexible spines, the cave dragon “feels” the size of its tunnel surroundings. They have no use for vision or light—and they snuff it out to give themselves every advantage in a fight. Their powerful claws can burrow through earth and even soft stone, and their wings have withered away to little more than another set of limbs, useful to rush down tunnels. They are barely able to fly; the effort it requires makes them clumsy fliers at best.

Society

Cave dragons have no permanent society. They gather each year or each decade (no one is sure) to mate and to protect their eggs at certain spawning grounds. There the oldest cave dragons retreat to die in peace. Wild legends claim that enormous treasures are heaped up in these ledges, abysses, and other inaccessible locations. Large vertical chimneys seem popular as nesting sites—cave dragons

fly, boast, and fight for territory in these rifts and caverns. Cave dragons often befriend derro and have occasionally been trained by drow as tools against the darakhul.

Environment

Cave dragons spend their entire lives underground with only rare surface appearances if food becomes scarce or they outgrow the tunnels of their preferred hunting grounds.

Typical Treasure

Cave dragons are as greedy as their surface kin. Unlike most dragons, they do not value gemstones (one pebble is like another to a blind dragon), but they do value gold and magic.

Young Cave Dragon

CR 7

XP 3,200

NE Medium dragon (earth)

Init +0; **Senses** blindsense 180 ft., dragon senses; Perception +10

DEFENSE

AC 22, touch 10, flat-footed 22 (+12 natural)

hp 100 (8d12+48)

Fort +12, **Ref** +6, **Will** +8

Defensive Abilities darkness, ruff spikes; **Immune** acid, paralysis, sleep, sonic; **SR** 15

OFFENSE

Speed 40 ft., burrow 20 ft.; earth glide

Melee bite +15 (2d6+10), 2 claws +15 (1d6+7), 2 wings +13 (1d4+3)

Space 5 ft.; **Reach** 5 ft. (10 ft. with bite)

Special Attacks breath weapon (30-ft. cone, DC 20, *poison* 1d8+3 initial Strength damage and 1d4+3 secondary Strength damage), breath weapon (30-ft. cone, DC 20, 6d6 sonic)

Domain Spell-Like Abilities (CL 1st)

constant—lore keeper

5/day—touch of evil

Spells Known (CL 1st, +8 ranged touch, Concentration +3)

1st—*cure light wounds*, *deathwatch*, *protection from good*

0 (at will)—*bleed* (DC 12), *detect magic*, *mending*, *read magic*

Domains evil, knowledge

STATISTICS

Str 24 **Dex** 10 **Con** 22 **Int** 12 **Wis** 14 **Cha** 15

Base Atk +8; **CMB** +15; **CMD** 25 (29 vs. trip)

Feats Cleave, Improved Natural Attack (bite), Multiattack, Power Attack

Skills Bluff +10, Climb +15, Diplomacy +10, Intimidate +10, Knowledge (dungeoneering) +11, Knowledge (local) +10, Linguistics +7, Perception +10, Sense Motive +10, Stealth +15, Survival +9; **Racial Modifiers** +4 Climb, +4 Stealth

Languages Draconic, Undercommon

Adult Cave Dragon**CR 11****XP 12,800**

NE Large dragon (earth)

Init -1; **Senses** blindsense 180 ft., dragon senses; Perception +18**Aura** darkness**DEFENSE****AC** 30, touch 9, flat-footed 30 (+21 natural, -1 size)**hp** 203 (14d12+112)**Fort** +17, **Ref** +9, **Will** +13**Defensive Abilities** darkness, darkness aura, deeper darkness, ruff spikes; **DR** 5/good; **Immune** acid, paralysis, sleep, sonic; **SR** 18**OFFENSE****Speed** 40 ft., burrow 20 ft.; earth glide**Melee** bite +23 (2d8+15), 2 claws +23 (1d8+10), 2 wings +21 (1d6+5), tail slap +21 (1d8+5)**Space** 10 ft.; **Reach** 5 ft. (10 ft. with bite)**Special Attacks** breath weapon (40-ft. cone, DC 25, *poison* 1d8+6 initial Strength damage and 1d4+6 secondary Strength damage), breath weapon (40-ft. cone, DC 25, 12d6 sonic)**Domain Spell-Like Abilities** (CL 7th)constant—*lore keeper*7/day—*touch of evil*7 rounds/day—*remote viewing***Spells Known** (CL 7th, +12 ranged touch, Concentration +11)4th—*cure critical wounds, death ward, divination*3rd—*cure serious wounds, dispel magic, invisibility purge, speak with dead*2nd—*cure moderate wounds, deathwatch, detect thoughts* (DC 16), *hold person* (DC 16), *silence*1st—*comprehend languages, cure light wounds, deathwatch, doom* (DC 15), *entropic shield, protection from good*0 (at will)—*bleed* (DC 14), *detect magic, mending, read magic***Domains** evil, knowledge**STATISTICS****Str** 30 **Dex** 8 **Con** 26 **Int** 16 **Wis** 18 **Cha** 19**Base Atk** +14; **CMB** +24 (+26 bull rush); **CMD** 33 (37 vs. trip)**Feats** Awesome Blow, Cleave, Improved Bull Rush, Improved Natural Attack (bite), Lightning Reflexes, Multiattack, Power Attack**Skills** Bluff +18, Climb +18, Diplomacy +18, Intimidate +18, Knowledge (dungeoneering) +19, Knowledge (local) +18, Linguistics +15, Perception +18, Sense Motive +12, Stealth +20, Survival +17; **Racial Modifiers** +4 Climb, +4 Stealth**Languages** Draconic, Undercommon**Ghost Knight of Morgau**

They were vicious even before they embraced the ghoul's path; it was as if the disease and transformation just brought out their true nature. Clothed in metal, picking over the battlefield for choice bits in addition to loot. I never got over watching one of them hack off a corpse's hand and then bite off the finger to remove a ring...

Ghost Knight of Morgau**CR 4****XP 1,200**

Male ghoul fighter 3

LE Medium undead

Init +3; **Senses** darkvision 60 ft.; Perception +8**DEFENSE****AC** 21, touch 13, flat-footed 18 (+6 armor, +3 Dex, +2 natural)**hp** 35 (2d8+ 3d10+10)**Fort** +5, **Ref** +4, **Will** +7 (+8 vs. fear)**Defensive Abilities** channel resistance +2**OFFENSE****Speed** 20 ft.**Melee** bite +8 (1d6+3 plus disease and paralysis), 2 claws +8 (1d4+3 plus paralysis) or

battleaxe +8 (1d8+3/x3), bite +3 (1d6+1 plus disease and paralysis) or

lance +8 (1d8+3/x3), bite +3 (1d6+1 plus disease and paralysis)

Special Attacks paralysis (1d4+1 rounds, DC 14, elves are immune to this effect)**STATISTICS****Str** 17, **Dex** 17, **Con** —, **Int** 13, **Wis** 16, **Cha** 14**Base Atk** +5; **CMB** +8 (+10 bull rush); **CMD** 21**Feats** Improved Bull Rush, Mounted CombatB, Power Attack, Ride-By Attack, Spirited Charge, TrampleB**Skills** Acrobatics +2*, Climb +5*, Perception +8, Ride +6*, Stealth +5*, Swim +2*; *Armor check penalties applied.**Languages** Common**SQ** armor training, bravery**ECOLOGY****Environment** plains**Organization** solitary, pair, or army (3-12)**Treasure** NPC gear (battleaxe, breastplate, heavy steel shield, lance)**SPECIAL ABILITIES****Armor Training (Ex)** See "Fighter" section in Chapter 3 of the Pathfinder Roleplaying Game.**Bravery (Ex)** See "Fighter" section in Chapter 3 of the Pathfinder Roleplaying Game.**Disease (Su)** *Ghoul Fever*: bite—injury; *save* Fortitude DC 14; *onset* 1 day; *frequency* 1 day; *effect* 1d3 Con and 1d3 Dex damage; *cure* 2 consecutive saves. The save DC is Charisma-based.**Society**

The Ghost Knights of Morgau are an especially interesting group; many of them are living creatures who choose to join the ranks of the undead as a method of advancement. The knights begin as living men and women, bound to the service of a vampire, Necrophagus, or priestess of Marena. If they provide good service for 5 or 10 years, they may be "raised up" into the ranks of the undead as a foot soldier in the Ghost Knights, roughly equivalent to a squire elsewhere.

Equipment for Ghost Knights is generally excellent, and typically includes a Ghostly Mount warhorse, two lances, a red banner, a battleaxe, mace or longsword, and a tabard displaying the insignia of the order (a skull on a red background). Knights are expected to provide their own

armor: this is leather or chain for an initiate.

Ghostrider Templar

They laughed that cruel laugh; the sort that sounded like dogs barking while tearing apart a cat. In unison, they lowered their visors and leveled their lances, their blood-red banners fluttering idly in the breeze, the ghoulish infantry barely visible behind the haze of their ghostly mounts.

We heard just the faint thunder of phantom hooves on the grass...

Ghostrider Templar

CR 9

XP 6,400

Male human vampire fighter 7

LE Medium undead (augmented humanoid)

Init +7; **Senses** darkvision 60 ft.; Perception +10

DEFENSE

AC 27, touch 12, flat-footed 25 (+9 armor, +1 Dex, +1 dodge, +6 natural)

hp 73 (7d10+35)

Fort +9, **Ref** +7, **Will** +7 (+9 vs. fear)

Defensive Abilities channel resistance +4; **DR** 10/magic and silver; **Immune** undead traits; **Resist** cold 10, electricity 10

Weaknesses vampire weaknesses

OFFENSE

Speed 20 ft.

Melee slam +12 (1d4+5 plus energy drain) or

+1 longsword +13/+8 (1d8+6) or

+1 lance +13/+8 (1d8+6/x3)

Special Attacks blood drain, children of the night, create spawn, dominate (DC 17), energy drain (2 levels, DC 17)

STATISTICS

Str 21, **Dex** 16, **Con** —, **Int** 12, **Wis** 16, **Cha** 18

Base Atk +7; **CMB** +12 (+14 bull rush); **CMD** 18

Feats Alertness^b, Cleave, Combat Reflexes^b, Dodge^b, Improved Bull Rush, Improved Initiative^b, Iron Will, Lightning Reflexes^b, Mounted Combat^b, Power Attack, Ride-by Attack, Spirited Charge^b, Toughness^b, Trample^b, Unseat^b

Skills Handle Animal +8, Knowledge (dungeoneering) +6, Knowledge (engineering) +7, Perception +10, Profession (soldier) +8, Ride +9*; Armor check penalty applied

Languages Common

SQ armor training, bravery, change shape (dire bat or wolf, *beast shape II*), gaseous form, shadowless, spider climb, weapon training

ECOLOGY

Environment plains

Organization solitary, pair, or detail (3-12)

Treasure NPC gear (full plate mail, +1 lance, +1 longsword, military riding saddle, spare lance)

SPECIAL ABILITIES

Armor Training (Ex) See "Fighter" section in Chapter 3 of the Pathfinder Roleplaying Game.

Bravery (Ex) See "Fighter" section in Chapter 3 of the Pathfinder Roleplaying Game.

Weapon Training (Ex) See "Fighter" section in Chapter 3 of the Pathfinder Roleplaying Game.

Society

After good service, ghost riders who make the transition through ghoul fever or vampiric bite without undue madness or blood frenzy are slowly advanced through the grades of the Order of the Red Shield.

Equipment for Ghost Knights is generally excellent, and typically includes a Ghostly Mount warhorse, two lances, a red banner, a mace or longsword, a military saddle, and a tabard displaying the insignia of the order (a skull on a red background). Knights are expected to provide their own armor: this is a full suit of plate or better for a full knight or master.

vGhostly Mount

CR 3

XP 800

N Large undead (incorporeal)

Init +2; **Senses** darkvision 60 ft., scent; Perception +14

DEFENSE

AC 12, touch 12, flat-footed 10 (+1 deflection, +2 Dex, -1 size)

hp 11 (2d8+2)

Fort +0, **Ref** +2, **Will** +4

Defensive Abilities channel resistance +4, incorporeal, rejuvenation; **Immune** undead traits

OFFENSE

Speed fly 50 ft. (perfect)

Melee corrupting touch +0 (3d6, Fort DC 12)

Space 10 ft.; **Reach** 5 ft.



STATISTICS

Str —, **Dex** 14, **Con** —, **Int** 2, **Wis** 13, **Cha** 11
Base Atk +1; **CMB** +2; **CMD** 14 (18 vs. trip)
Feats Endurance, Run^b
Skills Perception +14, Stealth +10; **Racial Modifiers** +8
 Perception, +8 Stealth
SQ undying service

ECOLOGY

Environment temperate plains
Organization solitary, pair, or herd (3–30)
Treasure none

SPECIAL ABILITIES

Corrupting Touch (Su) All ghostly mounts gain this incorporeal touch attack. By passing part of its incorporeal body through a foe's body as a standard action, the ghost inflicts 3d6 damage. This damage is not negative energy—it manifests in the form of physical wounds and aches from supernatural aging. Creatures immune to magical aging are immune to this damage, but otherwise, the damage bypasses all forms of damage reduction. A Fortitude save halves the damage inflicted.

Rejuvenation (Su) In most cases, it's difficult to destroy a ghostly mount through simple combat: the "destroyed" spirit restores itself in 2d4 days. Even the most powerful spells are usually only temporary solutions. The only way to permanently destroy a ghost knight or templar's mount is to put its rider to final death.

Undying Service (Su) A ghostly mount can support its rider as if it were corporeal. It continues to do so even if it passes through another corporeal creature.

Bonepowder Ghoul

Distilled to nothing but dry, whispering sand and a full set of teeth, the bonepowder ghoul still hungers for flesh and blood. Its dusty mass is perfected corruption, entirely animated by dark energy

Bonepowder Ghoul

CR 12

XP 19,200

NE Small undead

Init +5; **Senses** darkvision 60 ft.; Perception +22

DEFENSE

AC 27, touch 16, flat-footed 22 (+1 size, +5 Dex, +11 natural)**hp** 178 (17d8+102)**Fort** +11, **Ref** +10, **Will** +12**Defensive Abilities** channel resistance +4; **Immune** undead traits

OFFENSE

Speed 30 ft.**Melee** bite +17 (1d6 plus 1d3 Str damage and paralysis)**Ranged** gravedust +17 (1d6 Str damage plus disease)**Special Attacks** gravedust (DC 25), whirlwind**Spell-Like Abilities** (CL 17th, +17 ranged touch, Concentration +23)At will—*chill touch*, *deeper darkness*, *dispel magic*, *ray of enfeeblement*4/day—*blindness* (DC 19), *enervation*, *leeching lanthorn** (DC 20)1/day—*energy drain*

STATISTICS

Str 10, **Dex** 20, **Con** —, **Int** 18, **Wis** 14, **Cha** 22**Base Atk** +12; **CMB** +11; **CMD** 26**Feats** Blind-Fight, Combat Expertise, Combat Reflexes, Empower Spell-like Ability (enervation), Improved Initiative, Improved Natural Attack (bite), Silent Spell, Still Spell, Weapon Finesse**Skills** Bluff +16, Climb +15, Diplomacy +16, Disguise +13, Fly +5, Intimidate +22, Knowledge (arcane) +20, Knowledge (dungeoneering) +15, Knowledge (history) +15, Perception +22, Sense Motive +1, Spellcraft +8, Survival +2 (+4 underground), Stealth +24**Languages** Common, Draconic, Dwarven, Undercommon**SQ** hide in plain sight, shape change

ECOLOGY

Environment underground**Organization** solitary**Treasure** none

SPECIAL ABILITIES

Disease (Su) *Darakhul Fever*: bite—injury; *save* Fortitude DC 24; *onset* 1 day; *frequency* 1 day; *effect* 1d6 Con and 1d3 Dex damage; *cure* 2 consecutive saves. The save DC is Charisma-based.

A creature that dies while infected with darakhul fever from a bonepowder ghoul or any other afflicted creature killed by a bonepowder ghoul rises as a darakhul immediately, gaining the darakhul template and the undead type.

Gravedust (Ex) A bonepowder ghoul can project a 40 ft. cone of grave dust once every 3 rounds as a standard action.

All creatures within the area must make an immediate DC 25 Fortitude check or take 1d6 Strength damage; the bonepowder ghoul adds this number to its own Strength as temporary points. Affected creatures must make an immediate DC 24 Fortitude save or be infected with darakhul fever.

Hide in Plain Sight (Ex) A bonepowder ghoul can use the Hide skill even while being observed. As long as it is within 10 ft. of some sort of shadow, it can hide itself from view in the open without anything to actually hide behind. However, it cannot hide in its own shadow.

Paralysis (Ex) Those hit by a bonepowder ghoul's natural weapons must succeed on a Fortitude save (DC 24) or be paralyzed for 1d4+1 rounds. Even elves and undead are affected by this paralysis. The save DC is Charisma-based.

Shapechange (Su) A bonepowder ghoul can temporarily assume a humanoid form by either draining 5 or more points of Strength from a victim or making a successful enervation attack. This form is size Small and semi-transparent, but roughly the shape of a normal ghoul. It can speak normally and manipulate objects. The shapechange never lasts for more than 10 minutes per 5 ability points drained.

Whirlwind (Ex) Once per day, a bonepowder ghoul can generate a whirlwind of bones and teeth. This attack affects all creatures within a 20-ft. cube, inflicting 2d12 damage and draining 1d6 Strength. (Bonepowder ghouls do not add to their own Strength with this attack.)

Society

The bonepowder ghoul is small and unassuming, a pile of dust and bone fragments that resemble a destroyed mummy or the remnants of a vampire burned by sunlight. Unlike those undead, ghouls can achieve this powdery form through long starvation. The process invariably takes decades, which is why so few bonepowder ghouls exist—few ghouls can show such self-restraint and, even among ghouls, using hunger as a form of torture is considered offensive to the ways of the Imperium.

However, this isn't to say that it never happens. A bonepowder ghoul may rise from the remnants of a starved prisoner or a ghoul trapped in a sealed-off cavern, leaving behind most of its remnant flesh and becoming animated almost purely by hunger, hatred, and the wisdom of long centuries in which to plot the destruction of its enemies.

Bonepowder ghouls hate combat and avoid it. They prefer stealthy attacks, slow consumption over a period of many nights, and other low-risk tactics. For instance, while hiding in darkness, one might cast a *silent ray of enfeeblement* repeatedly from range, until discovered or until it can envelope the victim in gravedust, potentially creating a darakhul quicker than normal. When discovered and confronted, a bonepowder ghoul typically fights with *leeching lanthorn** and *energy drain* spells. If it has weakened its intended prey enough, it may attempt a direct melee attack with gravedust or its teeth.

Bonepowder ghouls are almost always creatures of pure evil, seeking only to devour, corrupt, and destroy all living things. The only creatures they treat with some affinity are

ghouls of various kinds. Even in that case, their attitude is often mocking, hateful, or condescending. They have some measure of respect for darakhul.

Bonepowder ghouls speak Common and Undercommon, but their voices are very faint. Just to hear one speaking normally requires a DC 20 Perception check. Undeath gain a +8 competence bonus to this check.

Lich Hound

Their howls echo from another plane, the lich hounds always arrive wreathed in mist, half bone, half dark and purple fire, creatures of hunger and the hunt. Nothing makes them happier than tearing down creatures larger than themselves—or racing through the air to catch a surprised bat in mid-flight. All cruelty and fang, lich hounds are only happy when praised by the great undead lords.

Lich Hound

CR 4

XP 1,200

NE Small undead

Init +3; **Senses** low-light vision, lifesense 200 ft.; Perception +6

DEFENSE

AC 18, touch 18, flat-footed 15 (+3 Dex, +4 deflection, +1 size)**hp** 42 (5d8+20)**Fort** +5, **Ref** +4, **Will** +4

OFFENSE

Speed 30 ft., fly 50 ft.**Melee** bite +7 melee (1d12 plus trip)**Space** 5 ft.; **Reach** 5 ft.

STATISTICS

Str 10, **Dex** 17, **Con** —, **Int** 6, **Wis** 10, **Cha** 18**Base Atk** +3; **CMB** +2 (+6 trip); **CMD** 15 (19 vs. trip)**Feats** Alertness, Skill Focus (Survival), Weapon Finesse**Skills** Fly +8, Perception +6, Sense Motive +2, Survival +9,

Stealth +7

Language understands Undercommon**SQ** ethereal jaunt, lifesense 200 ft., undead traits

ECOLOGY

Environment any**Organization** solitary, pair, or pack (4–24)**Treasure** half

SPECIAL ABILITIES

Ethereal Jaunt (Sp) A lich hound can use *ethereal jaunt* as a 5th level caster 3 times per day.**Gut Rip (Ex)** A lich hound can, as a swift action that does not provoke attacks of opportunity, tear into any adjacent prone creature for 2d12 damage, ripping its intestines out from the inside. Combined with the deathwatch aspect of its lifesense ability, gut rip allows lich hounds to perform a coup de grace action as a swift action rather than as a standard action.**Howl (Ex)** The eerie howl of lich hounds in pursuit of their prey often shakes the morale of living creatures that can hear the noise. Those creatures must make a successful DC 16 Will save or be shaken for 5 rounds. Creatures who successfully save against this effect cannot be affected by an individual lich hound's howl for 24 hours. This is a sonic effect and the DC is Charisma-based.

Lifesense (Su) A lich hound notices and locates living creatures within 200 ft. just as if it possessed the blindsight ability. It also senses the strength of their life force automatically, as if it had cast *deathwatch*.

Trip (Ex) A lich hound that hits with a bite attack can attempt to trip the opponent (with a +4 bonus to the CMB check) as a free action without making a touch attack or provoking an attack of opportunity. If the attempt fails, the opponent cannot react to trip the lich hound. Lich hounds gain a +4 racial modifier to trip attempts.

Society

Bright white skulls with a powerful heavy jaw and massively thick, robust skeletal bodies define the ferocious lich hounds. Their eyes burn green or blue, and their tongues resemble black fire.

Fueled by necromantic power, these creatures are servants of ghoulish high priests and archliches. They are relentless hunters, pursuing their prey with powerful senses and a keen ability to find the living. Lich hound howls fade into and out of normal hearing, with strangely shifted pitch and echoes. They can smell the living. They can also smell ghoulish oil and attack those who carry it.

Mycolids

Mycolid skin tones range from white to pale grey to a warm yellow-orange. Their heads resemble fungal caps and are often red with white spots, red at the center with a brown edge, or a bluish purple. Their hands and feet are smooth-skinned, and their eyes are deep black wells, glinting with malevolence.

These sentient mushroom folk tend the white forests of fungi in the Ghoul Imperium, and are an allied race of the

darakhul. Mycolids are the peasants of the underworld, farming dozens of species of mushrooms anywhere with water, dung, and a bit of earth or slime. For this reason, the other races rarely attack them. The ghouls do not eat them (and they cannot be made into darakhul), but they do grow edible flesh-plants and make valuable lamp oil.

Mycolid spores can generate sleep and poison effects though they are fairly peaceful. Their combat abilities tend to punish an attacker, rather than being powerful on offense. An alternate name for them is the Amanita, from the Latin.

Mycolids are not eager fighters, but once committed, they are ruthless, neither giving nor expecting any quarter from their foes. They use their poison and slumber spores to full effect against living creatures; they typically flee from constructs and undead. Mycolids fight with their ranged spores as much as they can, hiding in their fungal forests. They count on allied creatures (such as carrion beetles, darakhul, purple worms, dark creepers, or even various devils) to fend off the most powerful foes.

Mycolids live in communal groups of related clones. They reproduce asexually, and an elder and its offspring are almost identical in appearance, but for their age. These clone groups are called mycolid “rings.” They build no huts or towns, but groups are defined by the nature of their crops and general appearance. Indeed, many underworld sages claim that the mycolids are merely the fruiting, mobile bodies of the forests they tend, and that this is why they fight so ferociously to defend their forests.

Certainly, the mycolids do live among these mushroom trees and require little other than tools, fresh earth, and fertilizer. When pressed, they often poison their enemies and compost their bodies into the forest. Mycolids enjoy good trading relationships with darakhul, goblins, shadow fey, kobolds, and dark creepers. They are on tolerant terms with drow, svirfneblin, and dwarves. They are enemies of the aboleth, derro, and troglodytes.



Deathcap Mycolid

CR 5

XP 1,600

NE Medium plant

Init +0; **Senses** darkvision 60 ft.; Perception +12

DEFENSE

AC 20, touch 12, flat-footed 18 (+2 Dex, +8 natural)

hp 52 (7d8+21)

Fort +8, **Ref** +4, **Will** +4

OFFENSE

Speed 20 ft.

Melee poison touch +7 (poison)

Ranged deep slumber ranged touch +7 (1d6 plus spores)

STATISTICS

Str 10, **Dex** 14, **Con** 17, **Int** 12, **Wis** 14, **Cha** 13

Base Atk +5; **CMB** +5; **CMD** +17

Feats Blind-Fight, Point Blank Shot, Precise Shot, Weapon Finesse

Skills Bluff +5, Heal +6, Knowledge (dungeoneering) +5, Knowledge (nature) +5, Perception +12, Survival +4, Stealth +9

ECOLOGY

Environment forest, underground**Organization** solitary, pair, or ring (4–16)**Treasure** none

SPECIAL ABILITIES

Poison (Ex) poison touch—contact; *save* DC 16; *frequency* 1/round for 3 rounds; *initial effect* 1d6 Constitution damage; *secondary effect* 1d4 Constitution damage; *cure* 2 consecutive saves. The save DC is Constitution-based.

Anyone touching a deathcap mushroom with a natural attack or unarmed attack must also make this saving throw.

Spores (Ex) deep slumber ranged touch—contact, inhaled; *save* DC 16; *frequency* 1/round for 3 rounds; *effect* 1d6 Str ability damage and fall asleep; *cure* 1 save. The save DC is Constitution-based

The large fungoid cap of a deathcap can release spore capsules, either to set a trap, to grow young deathcap mycolids, or to put foes to sleep. To cause sleep, the deathcap mycolid must throw one or several spore capsules at a foe, and make a successful ranged touch attack. The spores have a range increment of 20 ft., and a maximum range of 100 ft. If a spore hits, it breaks open with an explosive burst for 1d6 sonic damage. The target and any other creatures in the same square (such as familiars) must make a DC 16 Fortitude save versus the deep slumber spore effect. Sleeping creatures fall prone and can take no actions until they wake. Damage, loud noises, and vigorous shaking can awaken sleeping creatures, as per the sleep spell. The spores affect creatures up to 7 HD for 1d10 minutes of sleep if the save fails; if the saving throw succeeds, the creature is staggered but otherwise unaffected. Creatures of 8 HD or more sleep only 1d4 rounds if the save fails; if the save succeeds, they are entirely unaffected. The spore capsules range in size from sling bullet size to fist-sized. This is a poison effect.

Psilocybe Mycolid

CR 4

XP 1,200

NE Medium plant

Init +2; **Senses** darkvision 60 ft.; Perception +9**Aura** hallucinogenic cloud (10 ft., poison, Fort DC 17 negates)

DEFENSE

AC 18, touch 12, flat-footed 18 (+2 Dex, +6 natural)**hp** 37 (5d8+15)**Fort** +7, **Ref** +3, **Will** +2

OFFENSE

Speed 30 ft.**Melee** disorienting slam +5 (1d4 plus spores) or disorienting touch +5 (spores)

STATISTICS

Str 11, **Dex** 14, **Con** 16, **Int** 16, **Wis** 12, **Cha** 12**Base Atk** +3; **CMB** +3; **CMD** 15**Feats** Ability Focus (hallucinogenic cloud), Improved Natural Armor, Weapon Finesse**Skills** Bluff +5, Heal +5, Knowledge (dungeoneering) +7, Knowledge (nature) +7, Perception +9, Sense Motive +6, Survival +5, Stealth +10

ECOLOGY

Environment forest, underground**Organization** solitary, pair, or ring (4–16)**Treasure** standard

SPECIAL ABILITIES

Poison (Ex) hallucinogenic cloud—contact, inhaled; *save* DC 17; *frequency* 1/round for each round target remains in aura; *initial effect* 1d4+1 illusory copies of the mycolid appear within 10 ft. of the mycolid (the illusory copies are visible to all creatures). The mycolid can direct the illusory copies each to move on the mycolid's turn at its movement rate, but they can do nothing else; they use the mycolid's defenses and dissolve to nothingness if hit.As an immediate action that does not provoke an attack of opportunity, the mycolid can instantly trade places with an illusory copy by surreptitious teleportation; *secondary effect* blinded for 1d3 hours; *cure* 1 save. The save DC is Constitution-based.**Spores (Ex)** disorienting slam/touch—contact, inhaled; *save* DC 15; *frequency* 1/round for 3 rounds; *effect* 1d3 Strength damage and confused for 1 round; *cure* 2 consecutive saves. The save DC is Constitution-based.**Sphinx, Gypsosphinx**

With black wings and a body pale as alabaster, the vulture-beaked gypsosphinx is easy to identify. Its riddles and obsessions all hinge on death and carrion, and they are powerful servants of the gods of death and the desert. Their eyes can spot prey miles away, and the distance they climb into the sky hides their enormous size.

Gypsosphinx

CR 11

XP 12,800

NE Huge magical beast

Init +6; **Senses** darkvision 60 ft., low-light vision, mystic sight; Perception +16

DEFENSE

AC 25, touch 10, flat-footed 23 (-2 size, +2 Dex, +15 natural)**hp** 147 (14d10+70)**Fort** +14, **Ref** +11, **Will** +10

OFFENSE

Speed 50 ft., fly 90 ft. (average)**Melee** bite +22 (2d6+10), 2 claws +22 (1d8+10)**Space** 15 ft.; **Reach** 10 ft.**Special Attacks** pounce, rake (2 claws +17, 1d8+5)**Spell-Like Abilities** (CL 14th, DCs are Cha based, +22 touch attack, Concentration +19)At will—*augury*, *detect magic*, *see invisibility*3/day—*comprehend languages*, *greater dispel magic*, *legend lore*1/day—*slay living* (DC 22)

STATISTICS

Str 30, **Dex** 14, **Con** 20, **Int** 18, **Wis** 18, **Cha** 20**Base Atk** +14; **CMB** +26; **CMD** 38 (42 vs. trip)**Feats** Alertness, Improved Initiative, Improved Natural Armor, Iron Will, Skill Focus (Knowledge (arcane)), Skill Focus (Knowledge (history)), Skill Focus (Knowledge (religion))

Skills Bluff +15, Climb +14, Diplomacy +9, Fly +7, Knowledge (arcane) +15, Knowledge (history) +15, Knowledge (religion) +15, Perception +16, Sense Motive +12, Stealth +11

Languages Common, Draconic, Sphinx, Undercommon

ECOLOGY

Environment desert, underground

Organization solitary, pair, or colony (4–16)

Treasure double

SPECIAL ABILITIES

Mystic Sight (Su) A gypsosphinx sees death coming, and often can foretell the manner of a person's death. However, this ability does not come with a corresponding urge to share that information; gypsosphinxes are notorious for hinting, teasing, and even lying about a creature's death: "If we fight, I will kill you and eat your heart. I have seen it," is a favorite bluff.

Society

Huge lion-bodied, vulture-headed creatures, the pale alabaster fur of the gypsosphinx makes it almost shine in desert sun and is equally visible in underground tombs and caverns. They are found anywhere bodies are buried or left to rot, and they frequently clean up battlefields or sites of massacres among warring desert tribes.

Gypsosphinxes speak often with intelligent undead, priests of the Death God, and with other sphinxes, but rarely gather among their own kind. They guard their territories jealously, each holding an entire necropolis as its territory or each guarding a section of a particularly large necropolis. They are rarely aggressive, preferring to simply wait for followers of the Death God to bring them meals and ask them for information.



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WHERE THE LIVING LIVE IN FEAR

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