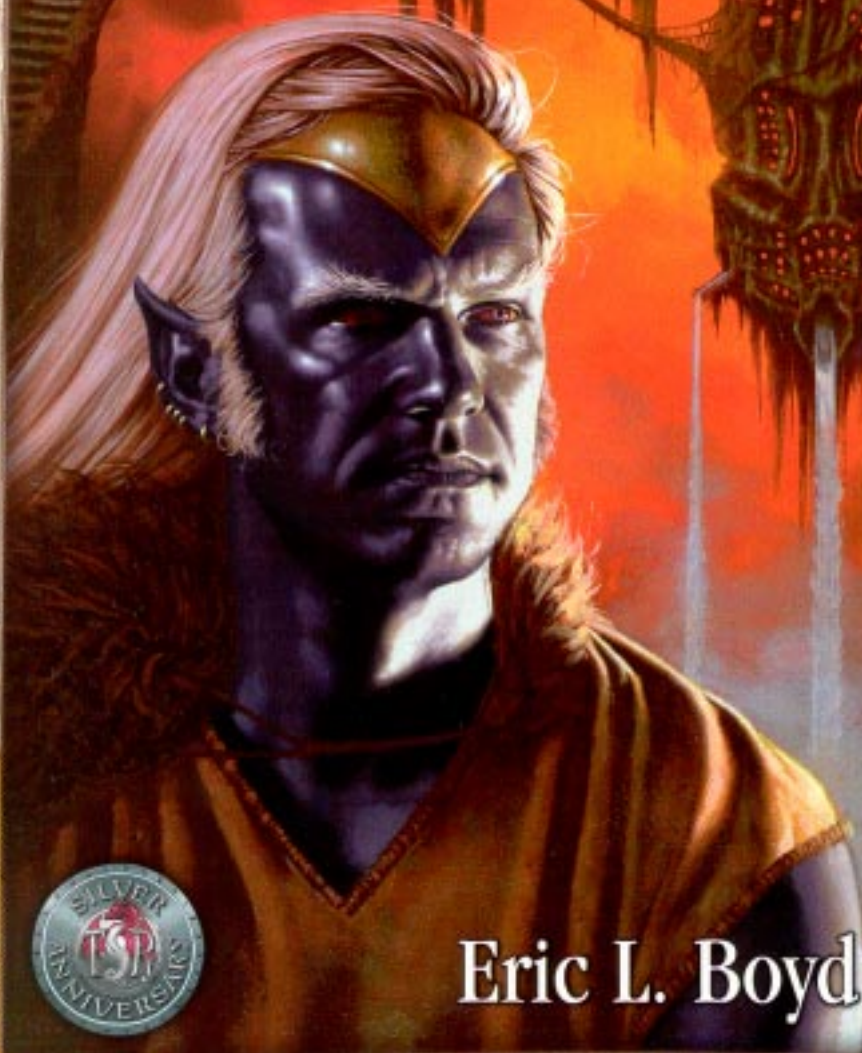


FORGOTTEN REALMS

ACCESSORY

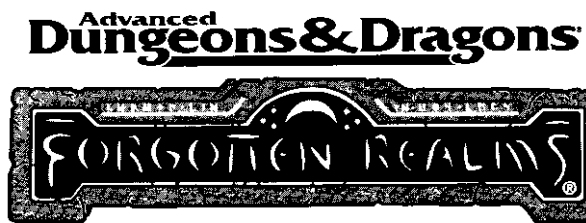
DRIZZT  
DO'URDEN'S  
GUIDE TO THE UNDERDARK



Eric L. Boyd

利  
世





# Drizzt Do'Urden's Guide To The Underdark

by Eric L. Boyd

*Whether or not you choose to admit it, there is a whole world beneath your feet! You may believe that building a great moat or a ring of fortifications around your surface borders will ensure your safety, but I assure you that such two-dimensional thinking will not avail you when an army of the Underdark sallies forth from your own cellars. I say that the admission of Blingdenstone to the alliance of Luruar is simply an acknowledgment of that three-dimensional truth and not a dangerous overextension of our borders. When you hide your heads in the sand, you may not like the face you find staring back at you!*

*-Bruenor Battlehammer, King of Mithral Hall, Year of the Tankard (1370 DR)  
addressing the Council of Twelve Peers of Luruar*

## Dedication

To Letitia, my princess bride.

## Credits

**Design:** Eric L. Boyd

**Original Design:** Ed Greenwood (Menzoberranzan, Realm of Stone and Shadow), Michael Leger (Menzoberranzan), Douglas Niles (Menzoberranzan), R. A. Salvatore (Menzoberranzan), Steven E. Schend (Karsoluthiyl)

**Research/Design Aid:** Dale Donovan, Ed Greenwood, George Krashos, Julia Martin, Steven E. Schend, and David Wise

**Referenced Authors:** Aaron Allston, Belinda G. Ashley, Jim Bambra, Wolfgang Baur, Tim Beach, Scott Bennie, Don Bingle, Grant Boucher, Jim Butler, Monte Cook, Bruce R. Cordell, Elaine Cunningham, Troy Christensen, Arthur Collins, Dale Donovan, Jan Duursema, Nigel Findley, Ed Greenwood, Jeff Grubb, E. Gary Gygax, Eric Haddock, Dale "Slade" Henson, Paul Jaquays, James Lowder, Julia Martm, Colin McComb, Kevin Melka, Roger E. Moore, Bruce Nesmith, Douglas Niles, Chris Perry, R. A. Salvatore, Carl Sargent, Steven E. Schend, Christopher M. Schwartz, Dave Simons, John Terra, Mike Whelan, Skip Williams, Ray Winninger.

**Editing:** Jeff "Zippy" Quick

**Cover Art:** Fred Fields

**Interior Art:** Michael Collins

**Cartography:** Dennis Kauth

**Typography:** Eric Haddock

**Graphic Design and Production:** Dee Barnett

**Creative Direction:** Kij Johnson and Stan!

**Art Direction:** Paul Hanchette

**Special Thanks to:** Elaine Cunningham, Ed Greenwood, George Krashos, Jeff Quick, R. A. Salvatore, and Steven Schend for their inspiration, assistance, and advice.

Campaign setting based on the original game world by Ed Greenwood.

Based on the original DUNGEONS & DRAGONS® rules created by E. Gary Gygax and Dave Ameson.

U.S., CANADA,  
ASIA, PACIFIC, & LATIN AMERICA  
Wizards of the Coast, Inc.  
P.O. Box 797  
Kenton WA 98057-0707  
+1-800-324-6496



EUROPEAN HEADQUARTERS  
Wizards of the Coast, Belgium  
P.B. 2031  
2600 Berchem  
Belgium  
+32-7C-23-32-77

ADVANCED DUNGEONS & DRAGONS, AD&D, DUNGEONS & DRAGONS, FORGOTTEN REALMS, and the TSR logo are registered trademarks owned by TSR, Inc. MONSTROUS MANUAL is a trademark owned by TSR, Inc. All TSR characters, character names, and the distinctive likenesses thereof are trademarks owned by TSR, Inc. Distributed to the toy, hobby, and comic trade in the United States and Canada by regional distributors. Distributed worldwide by Wizards of the Coast, Inc. and regional distributors. This material is protected under the copyright laws of the United States of America. Any reproduction or unauthorized use of the material or artwork contained herein is prohibited without the express written permission of TSR, Inc.

This product is a work of fiction. Any similarities to actual people, organizations, places, or events are purely coincidental.

©1999 TSR, Inc. All rights reserved. Made in the U.S.A.

TSR, Inc. is a subsidiary of Wizards of the Coast, Inc.

Visit our website at [www.tsr.com](http://www.tsr.com)

# Table of Contents

Introduction .....	4
Drizzt's Survival Guide .....	7
Underdark Civilizations.....	12
Aboleth .....	12
Beholders .....	14
Cloakers .....	16
Drow .....	17
Dwarves .....	19
Illithids .....	21
Ixzan .....	23
Kuo-toa .....	25
Svirfneblin .....	27
Other Races .....	28
<b>Northern Cities .....</b>	<b>33</b>
Blingdenstone (Major; Svirfneblin) .....	33
Environs of Blingdenstone .....	41
Ch'Chitl (Minor; Illithids) .....	43
Environs of Ch'Chitl .....	47
Ched Nasad (Minor; Drow) .....	49
Environs of Ched Nasad .....	53
Gracklstugh (Minor; Derro/Duergar) .....	56
Environs of Gracklstugh .....	60
Menzoberranzan (Minor; Drow) .....	61
Environs of Menzoberranzan .....	66
<b>Central Cities .....</b>	<b>69</b>
Ooltul (Minor; Phaerimm/Beholders) .....	69
Environs of Ooltul .....	72
Oryndoll (Major; Illithids) .....	74
Environs of Oryndoll .....	85
Sshamath (Major; Drow) .....	86
Environs of Sshamath .....	95
<b>Southern Cities .....</b>	<b>97</b>
Iltkazar (Major; Shield Dwarf) .....	97
Environs of Iltkazar .....	105
Malydren (Minor; Ixzan) .....	107
Rringlor Noroth (Minor; Cloakers) .....	110
Environs of Malydren and Rringlor Noroth .....	111
Sloopdilmopolop (Minor; Kuo-toa) .....	116
Environs of Sloopdilmopolop .....	120
Zokir (Minor; Beholders) .....	122
Environs of Zokir .....	126

## Alphabetical city listing:

Blingdenstone (Major; Svirfneblin) .....	33
Environs of Blingdenstone .....	41
Ch'Chitl (Minor; Illithids) .....	43
Environs of Ch'Chitl .....	47
Ched Nasad (Minor; Drow) .....	49
Environs of Ched Nasad .....	53
Gracklstugh (Minor; Derro/Duergar) .....	56
Environs of Gracklstugh .....	60
Iltkazar (Major; Shield Dwarf) .....	97
Environs of Iltkazar .....	105
Malydren (Minor; Ixzan) .....	107
Environs of Malydren .....	111
Menzoberranzan (Minor; Drow) .....	61
Environs of Menzoberranzan .....	66
Ooltul (Minor; Phaerimm/Beholders) .....	69
Environs of Ooltul .....	72
Oryndoll (Major; Illithids) .....	74
Environs of Oryndoll .....	85
Rringlor Noroth (Minor; Cloakers) .....	110
Environs of Rringlor Noroth .....	111
Sloopdilmopolop (Minor; Kuo-toa) .....	116
Environs of Sloopdilmopolop .....	120
Sshamath (Major; Drow) .....	86
Environs of Sshamath .....	95
Zokir (Minor; Beholders) .....	122
Environs of Zokir .....	126



# Introduction

30th day of Nightal, Year of the Tankard

o Queen Alustriel of Silverymoon, Lady Hope of Luruar, does Drizt Do' Urden send greetings.



My dear friend and liege, it is with mixed emotions that I deliver the report you requested less than a year ago. I understand that efforts to forge a strong union of the once independent city-states and kingdoms of the Moonlands and Delzoun that now make up the nation of Luruar are proceeding as well as one might reasonably hope. I admire both your patient resolve and your ability to lead a fractious council that numbers King Bruenor Battlehammer of Mithral Hall, King Harbromm of Citadel Adbar, and King Emerus Warcrown of Citadel Felbarr among its dwarven contingent alone!

Over the past year, I have collected a great number of reports from my contacts in the Underdark, a few of whom I know personally, but most of whom I know only through their missives. While all have been vouched for by one means or another, each may still speak with his or her own agenda and through the Lens of persona! experience, so I caution you to tread carefully when evaluating the truthfulness of the reports which follow. As we discussed, I have concentrated primarily on the cities of the Night Below which might one day pose a threat to the surface world as opposed to the oft-malevolent beings which roam the wilds of the Underdark. Some discussion on the environs of each city as well as ways in and out are included in my report as well.

After being the recipient of several angry tirades by the eighth and tenth king of Mithral Hall regarding the actions (or inaction, as he sometimes grumbles) of the Council of Twelve Peers, I have gathered that there is more to your request than the need for an evaluation of the political, economic, and military tradeoffs that bringing the *svirfneblin* city of Blingdenstone into the Alliance of Silverymoon would entail. Whispered tales hint of the dangers posed by Kaanyr Vhok and his army of *tanurukka*, the struggles of the *phaerimm* to escape their prison beneath Anauroch, and even darker secrets. It is a dangerous course you chart, and I pray for Luckmaiden's favor in the tests you will face in the years to come.

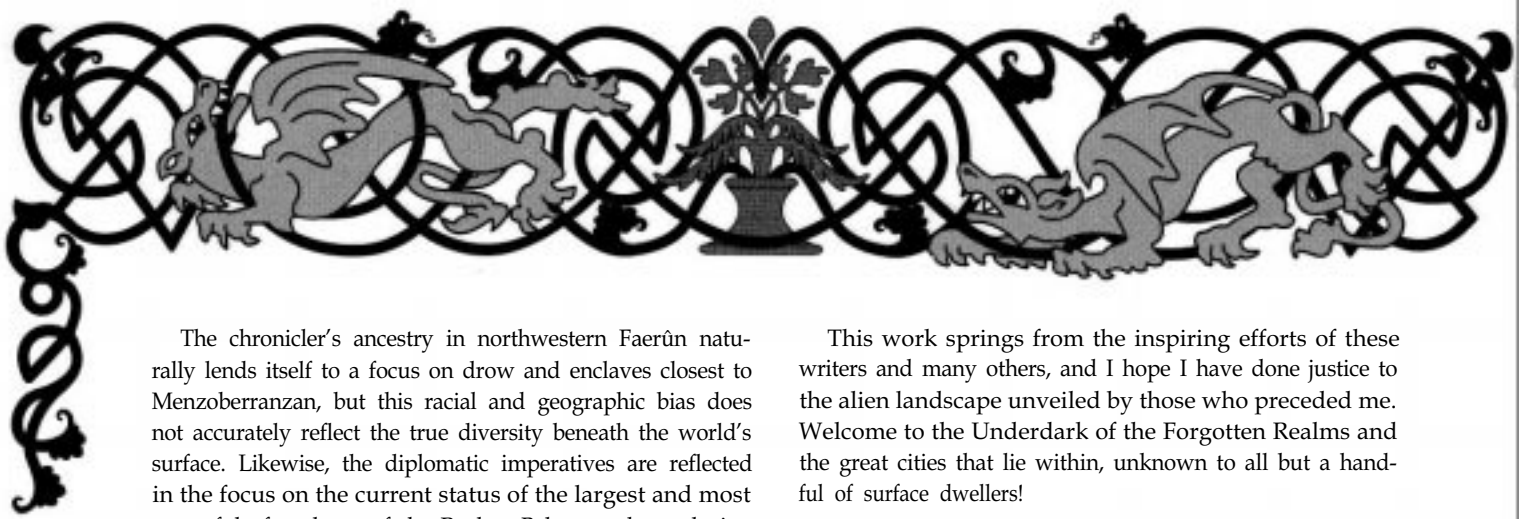
Like buried gems, cities lie scattered throughout the Underdark of the Forgotten Realms. The Realms Below includes city-states and kingdoms both large and small. The difficulty of defending a large area, coupled with the dangers in traveling between settlements, discourages city sprawl. However, subterranean city-states are relatively common and stable due to the natural longevity of most sentient Underdark races and the static nature of their closed societies. Many such communities have existed for millennia.

Only a handful of Underdark cities and societies are detailed in the pages that follow, but the intrepid explorer can be assured that many more exist. Even the maps included in this volume do not begin to reveal all the wonders of the subterranean world of Faerûn, for a nigh endless web of tunnels link all such settlements. (Note that estimating travel distances between cities is difficult at best, for the settlements shown on the maps are located at widely varying depths and the passages between them turn and double back repeatedly.)

For purposes of discussion, the upper Underdark is considered to extend some three miles beneath the surface, the middle Underdark encompasses the area between three and seven miles down, and the lower Underdark extends from there to unknown depths. With the exception of regularly patrolled territory, the area surrounding an outpost of civilization typically becomes untamed wilderness only a few miles away from its walls. Each city description is followed by a brief discussion of the settlement's environs, although such listings are by no means exhaustive.







The chronicler's ancestry in northwestern Faerûn naturally lends itself to a focus on drow and enclaves closest to Menzoberranzan, but this racial and geographic bias does not accurately reflect the true diversity beneath the world's surface. Likewise, the diplomatic imperatives are reflected in the focus on the current status of the largest and most powerful of enclaves of the Realms Below to the exclusion of other topics such as the ecology of the Underdark, wilderness regions, the flow of trade-particularly slaves-between settlements, and the many ruins that lie buried.

## Author's Notes

The idea of a vast network of tunnels and caverns deep beneath the surface inhabited by dangerous beasts and alien cultures is a subject of fascination among science fiction and fantasy devotees, a community of which I have long been a member. Two of the better known examples in literature that explore a fantastic world below our feet include Jules Verne's *Journey to the Center of the Earth* and Edgar Rice Burroughs's *Pellucidar* series.

Since the release of E. Gary Gygax's classic trio of modules – *Descent Into the Depths of the Earth*, *Shrine of the Kuo-Toa*, and *Vault of the Drow* – the alien cultures and landscape of the Underdark have fascinated AD&D® game fans, and the siren call of the echoing tunnels far below the surface has been the doom of more than one band of brave, but foolhardy, adventurers. Many works preceded this one in describing the cultures and environment of the Underdark, including the *Dungeoneer's Survival Guide* by Douglas Niles, which described a campaign set in Deepearth; *Drow of the Underdark* by Ed Greenwood, which unveiled much of what has been learned of the legendary dark elves of the Forgotten Realms; *Menzoberranzan* by Ed Greenwood, Douglas Niles, and R. A. Salvatore, which detailed the most famous city of the drow beneath the surface of Abeir-Toril; and *The Night Below* by Carl Sargent, which reprised Gary Gygax's classic campaign with a new series of adventures set in the Underdark. Likewise, tales told by R. A. Salvatore (*Homeland*, *Sojourn*, *The Legacy*, *Starless Night*, and *Siege of Darkness*), Elaine Cunningham (*Daughter of the Drow* and *Tangled Webs*), and the authors of various short stories and novellas (*Realms of the Underdark* and other anthologies) have breathed life into the dark and brooding caverns of the Underdark. The most famous character to emerge from the subterranean Realms is undoubtedly Drizzt Do'Urden, the twin-scimitar-wielding drow ranger first portrayed in *The Crystal Shard* by R. A. Salvatore. Who better to lead us back anew to the Lands of Eternal Night than the archetypal exile from Menzoberranzan?

This work springs from the inspiring efforts of these writers and many others, and I hope I have done justice to the alien landscape unveiled by those who preceded me. Welcome to the Underdark of the Forgotten Realms and the great cities that lie within, unknown to all but a handful of surface dwellers!

## Recommended Sources

Although this supplement builds on the work of many game products, all that is necessary to employ this supplement is the *Player's Handbook*, the *MONSTROUS MANUAL*™ tome, and the *FORGOTTEN REALMS*® campaign setting boxed set. For more information on Drizzt Do'Urden, consult the many Dark Elf novels by R. A. Salvatore. For more information on the drow and the city of Menzoberranzan, see *Drow of the Underdark* and *Mengoberranzan* (both out of print, but still available if you search). For more information on the ancient dwarven kingdom of Shanatar, see *Lands of Intrigue*, *Empires of the Shining Sea*, *Calimport*, and *Dwarves Deep*. *Volo's Guide to All Things Magical* contains details of many of the magical items and artifacts mentioned herein.

## NPC Abbreviations

Various NPCs in this book have a shorthand description to give the DM quick, basic information on a character. For example, when an NPC entry reads "(NE male human I114)," he is a 4th-level human illusionist of neutral evil alignment. See the sidebar on the facing page for standard abbreviations used.

## City Subheadings

In the last three sections of this book (Northern Cities, Central Cities, Southern Cities), two different formats describe individual cities. A long format focuses on major cities most likely to be visited by travelers from above. A short format focuses on minor cities that are less welcoming yet still of critical import to travelers.

Both formats begin with the city's name, nickname, and its depth in the Underdark (upper, middle, or lower). Both formats end with a section on **Environs of [city]**, concerning noteworthy sites outside the city limits. At the end of each city entry, **Current Clack** gives rumors and current events around the city for DMs to use as springboards for adventure ideas.

Another note: In the text of some city descriptions, certain businesses or city areas are followed by a number in brackets. This number refers to the area's location on the city's map (usually located at the beginning of the city description).

## Classes

F	Fighter
R	Ranger
Pal	Paladin
T	Thief
B	Bard
M	Mage
Abj	Abjurer
Con	Conjurer
Div	Diviner
Enc	Enchanter
Ill	Illusionist
Inv	Invoker
Net	Necromancer
Tra	Transmuter
C [of deity]	Cleric
P [of deity]	Specialty Priest
D [of deity]	Druid
Mon	Monk
Psi	Psionicist
EleA	Elementalist (Air)
EleE	Elementalist (Earth)
EleF	Elementalist (Fire)
EleW	Elementalist (Water)
Ele	Elementalist
WM	Wild Mage
ShM	Shadow Mage

## Alignments

LG	Lawful Good
LN	Lawful Neutral
LE	Lawful Evil
NG	Neutral Good
N	Neutral
NE	Neutral Evil
CG	Chaotic Good
CN	Chaotic Neutral
CE	Chaotic Evil

## Major Cities

Each major city description begins with a few paragraphs of general knowledge about the city, telling what might be known to a knowledgeable surface dweller who had never visited the city. Headings follow, identifying text passages that describe aspects of the city.

**History** gives a short history of the city, generally including its founding, any wars the city has fought, and recent events.

**Ways In and Out** describes the city's link by tunnel, gate, or other methods to locations on the surface and in the Underdark.

**Architecture and Layout** describes the city's look and feel in a broad overview, including outstanding features and major sections of the city.

**Population** notes all sentient beings residing in the city, both number and race. Beneath the population heading are three subheads: **Rulers**, describing the ruling houses, families, or councils; **Defenders**, detailing the city's military efforts and major NPCs; and **Noncitizens**, describing the malcontents, slaves, or simply long-term visitors connected with the city.

**Defenses** covers specific defensive tactics and fortifications. Underdark cities are far more war-torn than any city on the surface has ever been.

**Production and Trade** tells whom the city formally trades with, and what they offer to trade when they do.

**Guild Halls, Temples, Shops and Bazaars, Inns and Taverns**, and **Festhalls** describe these particular features within the city. Many businesses are classified by a quality/price index in parenthesis.

Quality of an establishment is a reflection of the privacy and furnishing of the rooms, the worthiness of the kitchen, the cleanliness of the help, and the amount of water in the ale. Excellent implies first-class accommodations. Private rooms have baths; bars and taverns serve excellent food and drink. Good means above-average quarters and food. Rooms may be private, with a communal bath. Meals are tasty and nourishing. Fair indicates average to below-average quarters, passable meals, and cheap drinks. Meals and lodging are common. Poor means low quality-thin walls, watered drinks, and surly help.

Price for quarters represents a modifier to the base price (as given in the *Player's Handbook*) determined by quality, and may range from expensive to cheap. *Expensive* means at least double listed price. Moderate generally equates with the listed price, although DMs can raise prices considering the atmosphere. Cheap means to halve the listed price. DMs may set the prices according to situation as well, doubling the price for rush periods, emergencies, and depth in the Underdark.

**Other Places of Interest** is a catch-all category for places an adventurer might stumble into.

Finally, **Places of Danger** describes other places an adventurer might stumble into, but later might wish she hadn't.





### Minor Cities

Each minor city description begins with a few paragraphs about the city's location and general layout. Then, as with major cities, text passages describe facets of the city.

**Who Rules** identifies the group or individual who holds official power in the city.

**Who Really Rules** is sometimes the local lord, but often a council of advisors or secret rulers operating in the shadows. They are the ones who tend to make sure things get done.

**Population** figures are based on the last census, head count, or tax rolls, with additional figures for particular situations such as trading seasons.

**Major Products** gives the items the particular region is known for, which a traveler can usually find in town under normal circumstances.

**Armed Forces** details both the official and unofficial military organizations, including militia, guard, and slave armies. Numbers reflect normal operating sizes; armies swell considerably in times of war.

**Notable Mages and Sages** gives a brief description of the prominent spellcasters or knowledgeable people who can usually be found in the city.

**Notable Clergy and Churches** are listed in order of importance in the community. Usually the high priest of the temple (regardless of title) is given a description. Supporting priests are listed too, but they are not fully described. As a rule of thumb, lower-level priests include at least one priest one to three levels lower than the high priest. Most priests in these positions are 1st to 3rd level. When "followers" are noted, this refers to devout lay worshipers who have donated their incomes to the temple and now serve the priests. "Priestess" is used when a temple has only female clergy; "priest" refers to both sexes. A temple has, in addition, an unlisted number of general worshipers and supporters.

**Notable Guilds** concerns itself with the prominent and long-standing guilds or the general equivalent.

**Equipment Shops** are listed as full, partial, or poor in quality. A full listing means that items selling for 500 gp or less are available in the city, and more expensive items can be acquired by those willing to wait or pay a lot. A *partial* listing indicates that most equipment selling for 100 gp or less is available, with a 10% chance for items costing up to 499 gp. More expensive items may be available. A poor listing means that only items worth 10 gp or less can commonly be found, in limited quantities. Anything worth up to 99 gp can be found 10% of the time. Nothing worth 100 gp or more will be available. All these figures are provided as a rule of thumb. If it becomes necessary to locate some type of boat, for instance, one may be found (though the price will certainly be outrageous and favors will be demanded).

**Adventurers' Quarters** refers to the inns, boarding houses, bars, and taverns that cater to outsiders. The descriptions may not be exhaustive for a particular town, but deal with the most prominent places. Quarters have a listing for both quality and price (see "Major Cities," above, for definitions).

**Important Characters** describes significant individuals in the city who have not been mentioned in earlier sections. These individuals are usable as potential allies or enemies, or as adventure triggers.

**Surface Connections** tells of the known (and some unknown) ways to reach the city from the surface. Despite the short entries, getting to and from an Underdark city is a trial in its own right.

**Local Lore** provides some history as well as current problems, conflicts, and potential adventure ideas. The DM is free to take any of these facts and spin them into adventures.





# Drizzt's Survival Guide



here are no shadows in the Underdark.

Only after years on the surface have I come to understand the significance of that seemingly minute fact, the significance of the contrast between light and darkness. There are no shadows in the Underdark, no areas of mystery where only the imagination can go.

What a marvelous thing is a shadow! I have seen my own silhouette walk under me as the sun rode high; I have seen a gopher grow to the size of a large bear, the light low behind him, spreading his ominous silhouette far across the ground. I have walked through the woods at twilight, my gaze alternating between lighter areas catching the last rays of day, leafy green slipping to gray, and darkening patches where only my mind's eye could go. Might a monster be there? An orc or a goblin! Or might a hidden treasure, as magnificent as a lost, enchanted sword or as simple as a fox's den, lay within the sheltering gloom?

When I walk the woods at twilight, my imagination walks beside me, heightens my senses, opens my mind to any possibilities. But there are no shadows in the Underdark, and no room for fanciful imagining. All, everywhere, is gripped in a brooding, continual, predatory hush and a real, ever-present danger.

To imagine a crouched enemy or a hidden treasure is an exercise in enjoyment, a conjured state of aliveness. But when that enemy is too often real and not imagined, when every jag in the stone, every potential hiding place, becomes a source of tension, then the game is not so much fun.

One cannot walk the corridors of the Underdark with his imagination beside him. To imagine an enemy behind one stone might well blind a person to the very real enemy behind another. To slip into a daydream is to lose that edge of readiness, and in the Underdark, to be unwary is to die.

This proved the most difficult transition for me when I went back into those lightless corridors. I had to again become the primal hunter, surviving, every moment on that instinctual edge, a state of nervous energy that kept my muscles taut, always ready to spring. Every step of the way, the present was all that mattered, the search for potential hiding places of potential enemies. I could not afford to imagine those enemies. I had to wait for them and watch for them, react to any movements.

There are no shadows in the Underdark. There is no room for imagination in the Underdark. It is a place for alertness, but not aliveness, a place with no room for hopes and dreams.

—Drizzt Do'Urden, *Year of the Prince* (1357 DR)  
from *Starless Night*

The Underdark. Deepearth. The Realms Below. The Night Below. The Lightless Lands. Surface dwellers refer to the maze of tunnels and caverns beneath their feet by these names and many more. I have heard that other worlds are not nearly as honeycombed with tunnels as the one in which I was born, but I can only speculate as to the reasons why. For eons, earthquakes, volcanoes, and great rivers of water have cleaved caverns and chasms in the bedrock. Creatures such as purple worms, umber hulks, and xorn burrow tunnels through earth and stone in search of minerals and prey. Beholders disintegrate columns of stone. Dwarves, gnomes, and other races mine for gold, jewels, and other precious treasures. They reroute subterranean rivers and transform the realm of Dumathoin and Callarduran through feats of engineering. The Weave has undoubtedly played a crucial role in the Deepearth, for vast cavern networks suddenly appear from time to time, leaving pockets of Underdark radiation, known to the drow as faerzress, in their wake. And races flourish.







The Underdark is a world unto itself, a nightmarish labyrinth filled with horrors unimaginable to those who bathe in the daily light above. While nature has certainly taken root in the tunnels that crisscross Abeir-Toril, Deepearth is dominated by malevolent beings whose ancestors—including my own—fled the purifying light of day for the cloaking darkness of eternal night. Despite their differences, however, the worlds above and below Chauntea's gossamer robe are inextricably linked. Some who dwell in the Realms Above seek to explore the landscape beneath, trade with its inhabitants, and plunder the riches of its strange terrain. For the very same reasons, some who dwell in the Realms Below venture to the World Above. The events of the past dozen years—especially the war between Menzoberranzan and the allied forces of Mithral Hall, and the emerging alliance between Luruar and Blingdenstone—have forged new ties between the Bright Realms of the North and the Night Below. The South, whence the ancestors of Clan Battlehammer emigrated, has long been intertwined with the remnants of Deep Shanatar. To the east and west lie unknown realms above and below the surface, but I suspect that they too are more tightly linked than the inhabitants of either world realize. For those who would delve into the wonders and terrors of the Underdark, I offer this guide to the world I escaped but never left behind.

## Getting In and Getting Out

Before embarking on an expedition into the Underdark, one must discover a way down, and, more important, back up. Finding routes usually requires deep research; not every cave connects with the Underdark, just as not every upward sloping tunnel breaches the surface.

Ruins, dungeons, and tombs are good starts. Many subterranean complexes were originally constructed by dwarves, and the Stout Folk often linked their holds through a network of preexisting tunnels. Even dungeons built by those ignorant of the Underdark sometimes link to it, for denizens of the Deeps are as likely to tunnel up in search of treasure as surface dwellers are to delve down.

Magical transport is another way to reach the Underdark, although less effective or reliable than one might wish. For reasons not well understood, *faerzress* inhibits and distorts movement spells such as *dimension door*, *teleport*, and *teleport without error*. (Spells from the school of divination and magical scrying devices are also affected, although these effects are far less well understood.) Furthermore, the effects of *faerzress* on magical transport go beyond the immediate environs of such sources; casters employ such spells only at great personal

risk, even if the destination is well known. Generally, *teleport* magic does not reliably operate beyond a half mile.

To confuse the issue, some Underdark regions allow spells to function more or less as expected. Explorers who seek safer magical transport into the Underdark are advised to find permanent gates that seem to function even near *faerzress*. Be warned, however, that *gates* are few and far between. Known gates are usually well defended on both sides.

Escaping the Underdark is often more challenging than one might think. Even experienced explorers are easily lost. Maps and trail markers are generally less effective than above ground, as the very walls can move or disappear, and one cannot look to the stars for course correction. Magical navigation aids are highly recommended, including arrows of direction, know direction spells, and *scrolls of mapping*. Small, almost unnoticed tremors can wreak unexpected havoc on a planned return route, as can the deliberate or indifferent actions of burrowing creatures. Explorers are well advised to equip themselves with magical means of tunneling, such as *dig* spells or *spades of colossal excavation*.

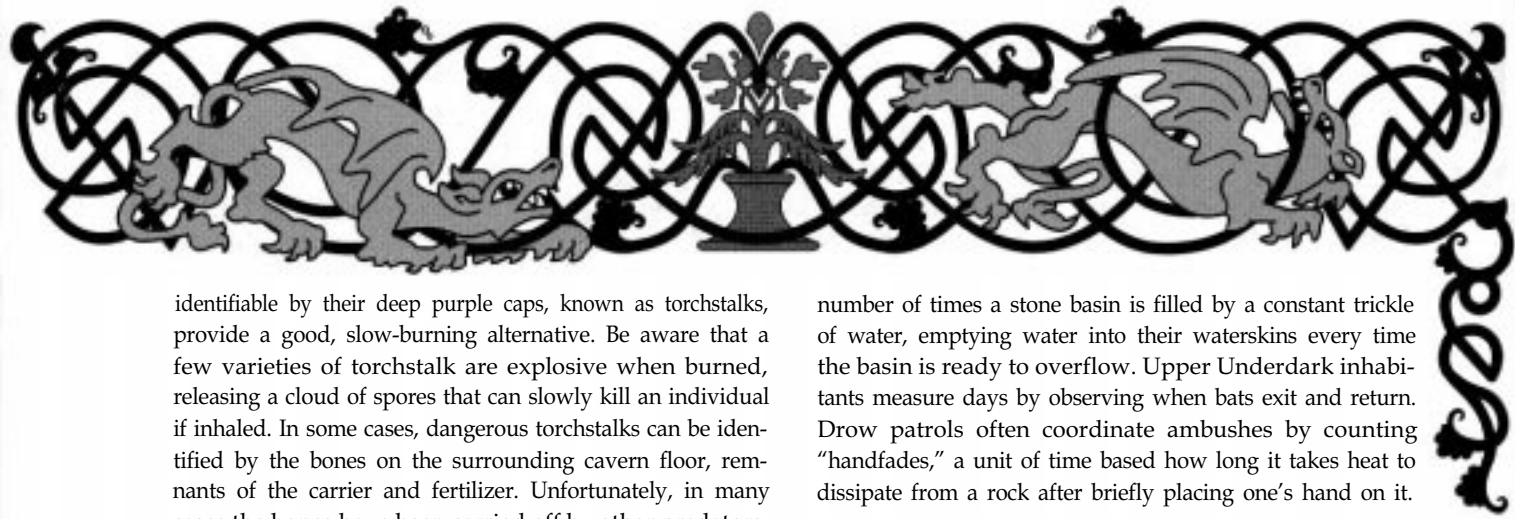
## The Enveloping Darkness

The first challenge of the Underdark is the lack of light. For races adapted to life below ground, the ability to sense heat amply compensates for poor illumination. However, many surface dwellers, including humans and some halflings, are essentially blind in the Underdark.

Alustriel was kind enough to provide Catti-brie with an enchanted cat's eye agate for her trip to Menzoberranzan. It enabled her to see as well as a drow or a dwarf. Some wizards have access to spell formulae, such as *infravision*, that create similarly helpful enchantments. Enchanted *hotstones*, crafted by the svirfneblin, enhance the range of vision by radiating heat that is then reflected off the surrounding stone, providing the infravision equivalent of a torch. Magical solutions such as these have the obvious benefit of not spoiling an ally's *infravision*.

Although light sources in the Underdark draw attention, most inhabitants cannot tolerate strong light and keep their distance. Also, mobility and awareness are critical in the subterranean environment; beings primarily reliant on sight to navigate have no chance of survival when blind. However, should your torch or lamp die, be prepared for a sudden attack from the fading shadows.

Torches fashioned on the surface for the night hours are commonly made from dried wood soaked in pitch, but any flammable substance will suffice. If torch supplies run low in an Underdark environment, certain varieties of toadstools



identifiable by their deep purple caps, known as torchstalks, provide a good, slow-burning alternative. Be aware that a few varieties of torchstalk are explosive when burned, releasing a cloud of spores that can slowly kill an individual if inhaled. In some cases, dangerous torchstalks can be identified by the bones on the surrounding cavern floor, remnants of the carrier and fertilizer. Unfortunately, in many cases the bones have been carried off by other predators, leaving no hint of the danger. Other sources of fuel are dried rothé dung and bat guano, which bum well but smell awful.

Carrying a large supply of torches or oil is impractical for extended expeditions into the Underdark, so many explorers rely on magical illumination. Be forewarned, however, that such dweomers can easily be dispelled or countered. An apocryphal tale, oft repeated in the Waterdhavian tavern known as the Yawning Portal, speaks of an arrogant human wizard who relied solely on his spells for light during an extended Underdark expedition. He had to expend his entire roster of spells and got separated from his companions during a melee with a drow patrol. The wizard found himself alone in the darkness, still carrying a spell book, but unable to read it to memorize a *continual light* spell.

Not all the Underdark lives in blackness, of course. The rocks containing *faerzress* emit eerie blue and green light. Luminescent lichen, fungi, and mosses light many subterranean grottoes, although most varieties quickly fade if disturbed or removed. One species commonly cultivated by the derro is blue glowfan fungi, which glows for several hours after being disturbed. (The derro also consume blue glowfan fungi. It is poisonous to other races.) Ormu is a fluorescent green moss that grows in damp tunnels and steamy caverns, usually near geothermal steam vents. Drow females often employ this moss in powdered form as eye shadow. When mixed with glowworm juice, it forms a luminescent paint used for heraldic symbols and for scribing magical scrolls and tomes. Baruchies, also known as crimson spitters, are fungi that glow cherry red. If disturbed, they release a cloud of deadly spores that kill almost any creature except for the wormlike grubbers that feed on them.

A related, but more insidious, issue for surface dwellers in a subterranean environment is the lack of their accustomed means of noting the passage of time. The sun does not rise or set, nor can one note moon phases or constellation drift. Tales speak of explorers who lost their way for just a few days, yet emerge claiming to have spent weeks or years below. The lack of familiar timepieces can create problems with identifying times to eat, sleep, or pray.

Since ferrying a Neverwintan water clock into the Underdark is impractical, most explorers turn to common subterranean measures. For example, drow sentinels often measure the length of their duty tours by counting the

number of times a stone basin is filled by a constant trickle of water, emptying water into their waterskins every time the basin is ready to overflow. Upper Underdark inhabitants measure days by observing when bats exit and return. Drow patrols often coordinate ambushes by counting "handfades," a unit of time based how long it takes heat to dissipate from a rock after briefly placing one's hand on it.

## Subterranean Landscapes

Above ground, vegetation, rivers, bodies of water, and mountain peaks slow travel. The Underdark has these and more uniquely subterranean impediments. Passages twist and turn, rarely in a constant direction or on a level floor. Tunnels vary in height and width, sometimes shrinking down to a crack or widening into great grottoes. Rivers and lakes can fill entire caverns. Vast patches of deadly plants and fungi block miles of passages. Because of these impediments, sometimes a direct route between here and there simply does not exist.

In the Underdark, a traveler must prepare for all sorts of three-dimensional terrain. Climbing on slick, brittle, and sharp rock faces requires reliable aid. Underdark explorers need great skill in rock climbing or, even better, the ability to levitate or fly. Pack animals must navigate such terrain as well. While surface-dwelling dwarves sometimes use mules, most major Underdark races employ riding lizards, steeders, or subterranean lizards in lieu of horses, oxen, and wagons.

Rivers and subterranean lakes are rarer obstacles, but often serve as the most efficient means of travel. Many deep delvers ferry small boats into the tunnels below or build them from giant mushrooms. Magical treasures such as *folding boats* are highly prized. The lack of wind usually makes sailing craft useless, so most vessels are rowed or towed by aquatic draft animals. Often a cavern ceiling dips below the water's surface, requiring the explorer to creatively navigate the cold, dark waters.

## Necessities of Life

The Underdark is like a desert scattered with oases. All the basic necessities of life—food, water, air, and shelter—are in short supply, and the competition to survive is brutal.

Most surface dwellers are accustomed to a diet of meat, cheese, fruits, vegetables, and grains. Subterranean fare is similar, but with important differences. Domesticated deep rothé are common in the Underdark, as almost every part of these cattle is useful, in addition to the meat and milk







they provide. Cave pigs are also used for food and clothing, and wild deep rothé herds are occasionally found too.

Fungi, lichens, molds, and mosses replace most agricultural produce, and some are used to brew alcohol. For example, the stalk of tllimac, an edible mushroom that tastes somewhat like bread, can be eaten after cleaning it, soaking it in water for an hour, and drying it by a fire. When nimergan, a giant mushroom species, is sealed in a cask and left to die, a parasitic fungus consumes it and forms a drinkable fermented liquid (also called nimergan).

Nonetheless, surface dwellers are advised to bring their own provisions, for many fungi, lichens, molds, and mosses are poisonous or capable of defending themselves. Priests who can magically create food are a welcome alternative to foraging.

Fresh water is scarce in some regions of the surface world, but it is more precious than gold in the Underdark. Like food, magically created water is an invaluable resource to explorers. Deepearth denizens get no rain, so they rely on rivers, lakes, and seepage through the rocks for water. Every permanent Underdark community has access to a permanent water supply, and disruption of a water supply leads to quick action.

While most subterranean waterways are freshwater, salt water sometimes breaches near or beneath seas. For this reason, few Underdark communities settle beneath seabeds. However, deep-sea creatures sometimes create unique ecosystems, such as in the fabled Seadark, a subterranean sea beneath the eastern Sea of Fallen Stars and the Altumbel peninsula. Linked to the water above by three great trenches, the Seadark is home to aquatic beholder-kin and the eellike anguilians.

Another hazard is the scarcity of breathable air. Most populated Underdark caverns are sufficiently ventilated, but not always by surface connection. Denizens of my native environment are well aware of fireweed, a heat-absorbing plant that converts heat into food and foul toxins into breathable air. Fireweed makes volcanic regions survivable, and lifeless tunnels relatively fertile. Surface dwellers who deliberately or unwittingly damage stands of fireweed are quickly dispatched by the plant. A different tactic employed by the svirfneblin involves using puffball salamanders as a means of detecting bad air. These small, harmless creatures swell up like a bullfrog when air starts to go bad. By keeping a close eye on a caged puffball salamander, Underdark explorers can buy a few minutes to escape before being overcome by toxins.

Although the Underdark seemingly supplies innumerable shelters, explorers are advised to choose carefully. Shelters here are chosen for defensive reasons, not for protection from the elements. Multiple escape routes are vital, for many creatures burrow through solid stone. As Deepearth inhabitants

are more accustomed to battling in tight confines, I recommend surface dwellers seek defensible plateaus in large caverns, selecting terrain akin to their normal environment.

## The Endless Hunt

I survived a decade alone in the wilds of the Underdark only by becoming a hunter in both body and mind, a wild beast of the Lightless Lands as cunning and deadly as any who stalk those tunnels. Even then, only the aid of Guenhwyvar kept me sane. Generally, the civilized inhabitants of Deepearth stick close to their enclaves, venturing forth only in groups to patrol, mine, or trade.

In the wilds, heed any signs of recent activity. Predators tend to haunt well-traveled routes. Scavengers tend to lurk in such regions as well, much as jackals shadow the mighty lions of the Shaar. At the same time, tunnels that appear unused usually are unused for good reason; even passive creatures in the Underdark defend themselves and their territory with deadly ability. As in the world above, monsters tend to leave evidence of their presence. Spoors, heat signatures, broken cave formations, and disturbed fungi are all signs to the wary traveler.

The Underdark is disturbingly silent for someone accustomed to the murmur of life above. But echoes travel far, alerting all manner of beings. When I was in the Academy in Menzoberranzan, I learned early on to solve the riddle of an echo pattern and locate its source, although not always quickly enough. The drow walk lightly and employ boots of *elvenkind* to mask their passage. We employ a sophisticated language of hand signals to obviate the need for speech in dangerous environs. Spells that generate magical silence or sound bubbles also suffice. The well-known priest spell that generates magical silence in a 15-foot radius also has the unfortunate drawback of preventing external sounds from reaching the cloaked individuals, so beware.

Subterranean patrols, mining expeditions, and trading casters are always equipped to defend themselves. Scouts lurk in the vanguard and rearguard of any such group, on the alert for attacks from any direction, even above and below.

Patrol groups usually separate into smaller bands to prevent foes from trapping them in a narrow tunnel or dead end passageway. Ambushes and counterambushes are common, and hit-and-run tactics are the norm. A favorite drow tactic is to levitate near a cavern ceiling while cloaked in magical darkness.

Mining expeditions are particularly dangerous, for they generate a great deal of noise and must be defensible. Dwarves and svirfneblin always establish traps and blinds in the surrounding tunnels before excavating, and they keep numerous escape routes ready.



Although not constrained to a single location, caravans must ply regular routes navigable by their draft animals and/or slaves. Most successful caravan masters hire two or three patrols to accompany their expeditions, leading or trailing them, and would-be raiders sometimes never even see their target before being destroyed by the accompanying patrols. Caravans are most vulnerable when navigating treacherous terrain. Smart caravan masters establish a range of defensive fortifications similar to those employed by miners before continuing their journey. All this preparation makes trade an expensive prospect in the Underdark.

## The Realms Below

Although conceivably one could pass within a few feet of a teeming Underdark enclave without knowing it, such an occurrence is rare. Like the cities above, subterranean settlements show signs of nearby population. Patrols, caravans, and mining operations are common and few Deep-earth races allow interlopers to approach without challenge.

Not every settlement welcomes members of other races, and those that do generally admit only those who arrive as slaves or merchants. As a Menzoberranzan noble, I was largely insulated

from the ebb and flow of commerce, but a few hard truths became apparent after several decades of casual observation.

Underdark merchants ensure their continued freedom and lives by taking many precautions. The most basic defense is to make it more costly to seize wares than to purchase them. A would-be buyer often “tests” a merchant’s defenses before concluding a transaction. Merchants tend to ally into casters, fellowships, and companies to make such attacks more costly. Despite the dangers, trade is the lifeblood of many isolated Underdark enclaves, and merchants increase their security by establishing regular clients. Visitors must be well versed in the mores of the local culture, for offending a matron mother, for example, is a quick, messy way to end one’s life.

In general, explorers from the surface world are wise to confine themselves to the upper Underdark, where a reasonable amount of interaction with the World Above still exists. The middle Underdark is the domain of the main Underdark races, but these mostly see beings from the surface as slaves. The lower Underdark remains largely unknown. Truly alien societies thrive there with cultures wholly incomprehensible to surface dwellers. I have spent little time there myself, and would not recommend it to anyone else. Of course, I would not recommend you travel into the Underdark at all.







# Underdark Civilizations



have walked the wilds of the Underdark for countless unseen sunrises, and in all the world never have I met a predatory species as dangerous as those who dwell in the bastions of so-called civilization that have grown up in the depths of the Night Below.

*--Impenetrable Lurker Sornsith Deepsong, Herald of the Knights Fallen,  
Year of the Remembering Stones (1153 DR)*

While a thin veneer of familiarity cloaks Underdark enclaves, most are alien, nightmarish cousins of the cities found above. Whereas on the surface, civilized races live in settlements of varying sizes, the perils of the Underdark are such that few individuals or groups survive outside a fortress city. The Underdark is more akin to an archipelago in a dead sea than a temperate habitat with bountiful resources. As such, underground beings tend to live close together, founding their cities in the scattered handful of caverns capable of supporting life. There, they fiercely defend themselves against all challengers.

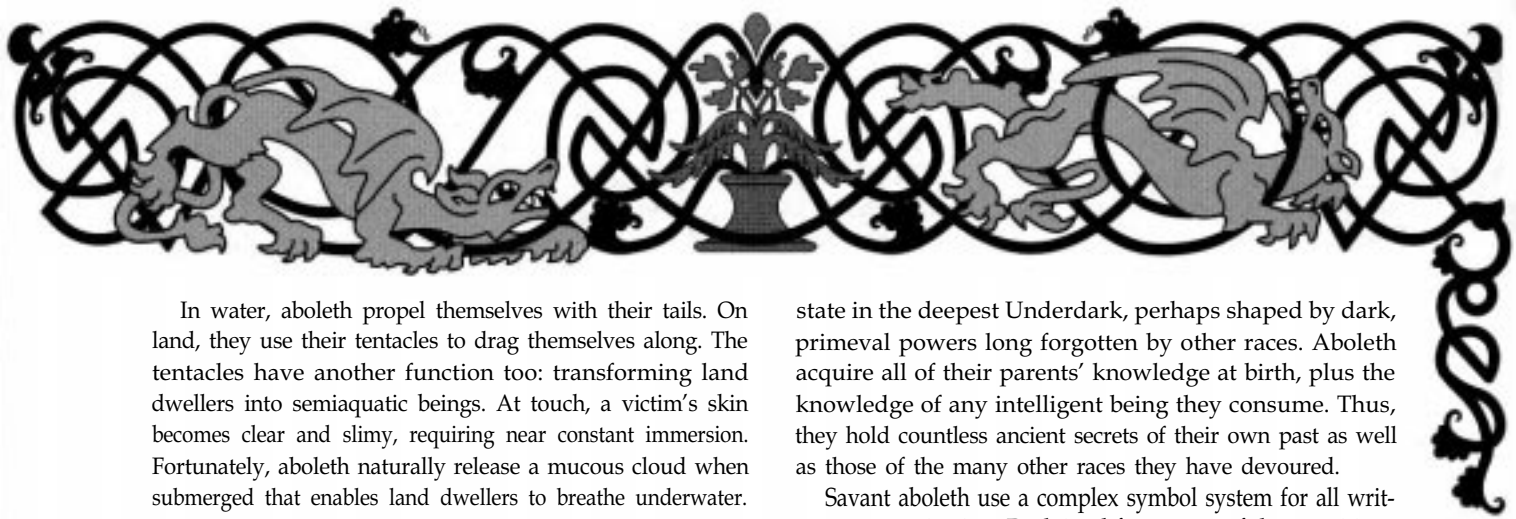
Above, cities grow as sentient beings come together for mutual defense, social interaction, or trade. Below, these familiar trappings are twisted by the psychology that the dark, labyrinthine tunnels impose, the unending struggle for scarce resources, and racial histories of exile and bitterness. By nature, most Underdark cultures turn in on themselves; veneration of evil powers flourishes, and cruelty reigns unchecked. Most Deep Realms cities are xenophobic enclaves dominated by one or two races that wage genocidal war on their neighbors, practice extensive slave trading, and rule through intolerant monotheistic theocracies. Only an elite minority of Underdark city dwellers dare to travel the tunnels between civilizations, and rare are the civilizations that grow beyond a single city-state for any significant length of time.

A wide range of sentient beings have established cities in the Underdark, although the diversity of intelligent life does not yet match that found on the surface. Many established races of the Underdark are not native. Instead, their ancestors were driven underground as punishment for hideous crimes. Others immigrated voluntarily, and a few are believed to have evolved in the endless darkness. Of these races, nine stand out due to their cultures and interaction with the surface world: aboleth, beholders, cloaklers, drow, dwarves, illithids, ixzan, kuo-toa, and svirfneblin. These are by no means the most powerful or even most prolific races in the Underdark. But these have been the most prominent and deadly in recent centuries.

## Aboleth

Aboleth are loathsome, lawful evil amphibians resembling plump fish. Twenty feet long from their bulbous heads to their flukelike tails, most have blue-green bodies with gray splotches. Their pinkish tan underbellies conceal a toothless, rubbery mouth. Three red eyes like slits, protected by bony ridges, sit in a column on the front of their heads. Four pulsating dark blue orifices line the bottom of their bodies and secrete gray slime that smells like rancid grease. Four leathery tentacles, each 10 feet in length, grow from their heads. Aboleth are as difficult to look at as they are to deal with.





In water, aboleth propel themselves with their tails. On land, they use their tentacles to drag themselves along. The tentacles have another function too: transforming land dwellers into semiaquatic beings. At touch, a victim's skin becomes clear and slimy, requiring near constant immersion. Fortunately, aboleth naturally release a mucous cloud when submerged that enables land dwellers to breathe underwater. Unfortunately, this is a land dweller's hook into slavery.

Using natural psionic talents, these monsters can create realistic illusions, complete with audible, olfactory, and other sensory components. In addition, they use psionics to enslave other creatures and communicate telepathically. About 2% of the population, notable for the bony ridges protecting their oversized craniums and calcified nodules along their unusually tough tentacles, possess the exceptional mental gifts to become savants. Savant aboleth are even more effective than their kin in mental domination. They are also powerful wizards and priests, capable of spell-casting and creating magical symbols through psychokinetic force. Savant aboleth typically attain up to 14th level as wizards and up to 12th level as priests.

The origins of aboleth are lost in the mists of primordial time, but they are believed to have evolved to their present

state in the deepest Underdark, perhaps shaped by dark, primeval powers long forgotten by other races. Aboleth acquire all of their parents' knowledge at birth, plus the knowledge of any intelligent being they consume. Thus, they hold countless ancient secrets of their own past as well as those of the many other races they have devoured.

Savant aboleth use a complex symbol system for all written communication. Purloined fragments of these writings provide the only lore regarding these mysterious and horrifying beings that has passed into the hands of other races. Great aboleth cities, as well as the savant aboleth who rule them, are found only in the deepest Underdark, but individual common aboleth are sometimes encountered in aquatic settings in the upper and middle Underdark. Although the aboleth are the unchallenged rulers of the lower Underdark across Faerûn, their domination is felt most in the eastern and southern reaches of the continent beneath the oldest human kingdoms. For millennia they have existed, unchallenged and unchanging, slowly bringing more and more beings under their control.

Cabals of savant aboleth organize and run aboleth society as rulers and dominators. They rarely leave their cities, sending ordinary aboleth to capture slaves and collect





food. In some communities, a single savant aboleth rises above its peers and assumes the title of grand savant. But even a grand savant's power is never absolute; savant aboleths make decisions through consensus, engaging in prolonged debates through telepathic communion. They rarely act hastily.

Savant aboleth are always hungry for magical items and lore. They share their mastery of magical skills and their knowledge of dark, arcane secrets with each other through long periods of telepathic communion. Although they need not memorize wizard spells, regaining them automatically through rest, savant aboleth are believed to be able to exchange spells, and thus slowly alter their roster of available magic. The greatest savants are capable of wizardry to rival the most powerful archmages, but their skills at producing glyphs and magical symbols are believed to be the vessel of their most powerful magical manipulations.

While some aboleth venerate Ghaunadaur, particularly in its aspect as Juiblex the Slime Lord, most common aboleth and all savant aboleth worship Pisaethces the Blood Queen. The wizard-priests who make up her clergy ruthlessly follow her creed of domination and oppression.

Aboleth cities are typically found at the bottom of great subterranean lakes, up to 300 feet below the water's surface. (Aboleth can survive far deeper, but few of their surface-dwelling slaves can join them without magical protection from the pressure and cold.) Such cities are composed of great stone towers of different heights—although most are one or two stories—with smooth, fluted, spiraling contours that appear evil and alien, yet strangely beautiful. Many walls have arabesque decorations, with what appear to be rubbery tentacle fronds covered with a thin coat of slime. Ceilings range from 10 to 25 feet in height. Typical building decor includes murals, urns, vases, and statuettes set in alcoves created by fluted internal walls. An aboleth dwells alone in its towers, aside from its slaves; the grandest towers are inhabited by savant aboleth. Slaves are typically barracked in the upper reaches of such towers. Great sloping ramps replace the curved stairs found in analogous surface structures, and most portals are intricately carved archways.

Although their cities only occupy a fraction of any given Underdark lake, aboleth literally dominate all intelligent life in the vicinity, extending their rule throughout a lake and the surrounding caverns. As a result, few other races willingly reside near an aboleth city. Those that do are small and thoroughly dominated.

Aboleth consume nearly any organic matter, deriving most of their sustenance from algae and microorganisms. They rely on their natural weaponry, magic, and psionic skills for most of their food, so they have little need for agri-

culture, animal husbandry, mining, smithing, or other "civilized" activities. However, aboleth do maintain great kelp farms and deep rothé herds to sustain their slave populations, and quarries to build their great stone towers. Explorers can easily overlook the presence of a major aboleth city. The marks are subtle: few inhabitants in the region, untended rothé herds on isolated islands, and vast kelp beds along the lake floor.

**Deep Rothé:** AC 7; MV 9; HD 2; hp 15; THAC0 19; #AT 3 (horn/horn/bite); Dmg 1d3/1d3/1d8; SA Charge; SD charm, hold, sleep spells delayed; SZ (4' high); ML average (10); Int animal (1); AL N; XP 65.

**Special Abilities:** SA—When agitated, rothé charge in herds doing 2d4+1 points of damage per rothé. A charge of eight or more rothé automatically hits unless targets get wholly out of the way; SD-charm, sleep, hold, and similar magic do not affect a rothé for 1d4+1 rounds, even if it fails its saving throw.

Aboleth have no natural enemies and are greatly feared by other Underdark races. These piscine monsters view all other intelligent races as either food or slaves. Only the ixzan, despite their chaotic nature, exhibit a natural affinity for the aboleth and serve them willingly. Many aboleth cities employ skum, a race bred from humanoid genetic stock, to serve as beasts of burden and powerful fighting machines. Skum do not resemble their humanoid ancestors, possessing a tail like an aboleth's and four extremely strong limbs. Each limb ends in a webbed paw with two fingers and an opposable thumb, and each digit ends in a retractable claw. A skum's body is covered with a clear, slimy, hairless, grayish-green membrane. Skum lack external ears, and their eyes are like an aboleth's—an eerie shade of purplish red—but more spherical.

## Beholders

Beholders, also known as "eye tyrants" or "spheres of many eyes," are a race of intelligent, typically lawful evil, hermaphroditic monsters. They appear as large orbs dominated by a central eye and a

Large, toothy maw, with ten smaller eyes on stalks sprouting from the top of the orb. Beholders on Toril grow as large as 6 feet in diameter. Most tend to have cool hues, such as purple and blue, on top graduating down to earth tones on bottom. Their skin is pebbly, and they possess visible nostrils.





Beholders levitate for support, allowing them to float about slowly. In addition to their deadly bite, beholders produce magical powers from their eyes. Their central eye emits an *antimagic ray*, which cancels all magic in a 90-degree arc in front of a beholder. Smaller eyes have other powers. Beholder offspring often exhibit wildly varying mutations. Despite the efforts of beholder parents to eradicate mutants, subraces (known as beholder-kin) often spring up. Oddly, each subrace considers itself a representative of the one proper breed.

Among true beholders, allowable variations exist. Hive mothers found and rule communities known as “hives.” Hive mothers also spawn abominations, specialty breeds created to meet community needs, including defense or extra firepower during invasions. Elder orbs are ancient eye tyrants capable of casting wizard spells who sometimes found their own hives. Beholder mages are younger orbs who have forgone the powers of their central eye to cast wizard spells.

Beholders are believed to hail from the heavens, most likely the wandering star known in some cultures as H’Catha. Their presence in Faerûn is believed to date back to spelljammer crashes a few millennia ago. Successful hives survived by making their way into the Underdark before attempting to dominate the lands above and below. Eye tyrants are typically found in the upper Underdark, although tales flourish of mutants who flee deep into the earth and establish their own hives in the middle and lower Underdark. Rogue individuals are also found in most surface regions.

One beholder hive is known to have crashed in the Alimir Mountains and now dominates much of the Underdark east of Calimshan and south of the Vilhon Reach. A second breed has long been active in eastern Anauroch and the Deep Realms of the Moonsea region. A third, lesser known hive has expanded throughout the tunnels of the Graypeak Mountains in the lands once claimed by the dwarves of Ammarindar. Individual beholders are found throughout the Realms Below, often allied with or served by individuals of other races.

A single hive mother rules each beholder city, advised by a ruling council of other hive mothers who perform lesser administrative tasks. Such ruling councils are unusual in their unanimity, recognizing that divisive politics only weakens the city. Magic and, to a lesser extent, psionics play a great role in such societies. In fact, spellcasting, spell-like abilities, and psionic powers are a beholder’s main interactions with its environment, supplemented by charmed minions.

Beholders that use wizard spells usually research unique spells, and all eye tyrants create unique magical items. Most

spells researched by beholder mages and elder orbs duplicate common spells, but require only verbal components. Most of a beholder’s unique spells enhance or modify its natural abilities. Common beholder constructs such as mouthpicks and beholder armor facilitate interaction with the physical world. Mouthpicks are long poles held in the mouth that sport tools or weapons on one end. These are used when telekinesis is inconvenient. Beholder armor is basically enchanted plate mail that beholders settle on top of. This armor allows them faster movement and the ability to use hands.

Eye tyrants of the Underdark typically venerate one or both of two racial deities: the Great Mother, whose portfolios encompass magic, fertility, and tyranny, and Gzemnid, whose areas of control include gases and fogs, obscurement, and deception. Beholders have no priest caste, but the Great Mother sometimes elevates hive mothers to priestess status when pressed by enemies. Gzemnid does not grant powers or spells to his followers. Beholders who venerate other gods, such as Bane or his successor, Iyachtu Xvim, tend to remain in shallow caverns near the surface.

Eye tyrant cities are difficult to recognize from afar, as they are rarely composed of freestanding edifices in large caverns. Rather, beholder hives adapt natural cavern complexes or rifts in the earth with their *disintegration* powers. Such cities have limited access, typically only one opening large enough to admit a beholder. But cities are designed so their inhabitants can quickly carve an escape route should they need to retreat.

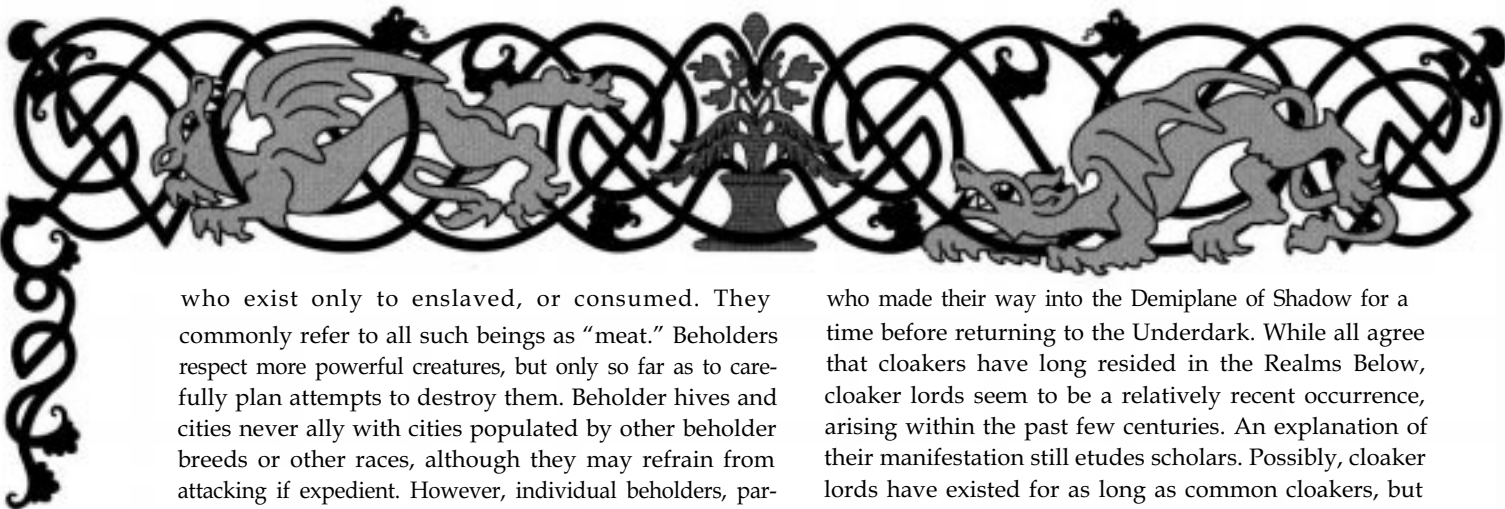
Beholder cities boasting humanoid minions are usually spread out horizontally so the humanoids can function. However, cities populated only by eye tyrants are constructed vertically to hinder interlopers incapable of aerial movement in tight confines. Individual dwellings resemble wasp nests, consisting of vertical tubes artfully blasted into the stone, interconnected by cross shafts at varying levels.

Vast amphitheaters provide forums for eye tyrants to gather, recite ritualized stories of victory, and compete in magical or athletic contests. The architecture of such enclaves is dominated by the artistry of stone carving and sculpture, forming alien landscapes scattered with trophies. Many of these trophies are petrified representatives of other races that serve both as artistic displays and ready food stores.

Explorers rarely come across beholder cities on their own; when they do, it is usually through inadvertent tunneling. More often, explorers are captured in the wilds of the Underdark, charmed, and brought back to the city to serve as minions or carefully petrified artwork.

Eye tyrants consider all other races (as well as other breeds of beholder and beholder-kin) to be lesser creatures





who exist only to enslaved, or consumed. They commonly refer to all such beings as “meat.” Beholders respect more powerful creatures, but only so far as to carefully plan attempts to destroy them. Beholder hives and cities never ally with cities populated by other beholder breeds or other races, although they may refrain from attacking if expedient. However, individual beholders, particularly those who have been exiled for their “demented” beliefs, sometimes deign to ally themselves with individuals of other races.

## Cloakers

Cloakers, also known as “lurkers in shadow” or “chasm rays,” resemble common black cloaks with rows of black eye spots running down their backs like buttons. Two ivory colored claws on the upper edge of a cloaker’s form are easily mistaken for bone clasps. The white underside of a cloaker bears a horrific horned face composed of two glowing red eyes and a ravenous maw. A whiplike tail completes its monstrous form.



Cloakers fly with blinding speed, engulfing prey within their folds. While devouring victims, cloakers defend themselves with their tails. In addition, they emit subsonic moans with varying effects that induce numbing unease, fear, nausea, weakness, or paralyzation. Cloakers also manipulate shadows to obscure opponents’ vision or produce precise images. Cloaker thought processes are utterly alien to most other life forms. As such, only mages who devote long hours to training their minds in the arcane discipline can understand them.

A rare, elite form of cloaker, known as the cloaker lord, appears as a large black cloak, such as an ogre or giant might wear. Cloaker lords’ powers and abilities correspond to those of normal cloakers, but with significant enhancements. Otherwise, they are physically identical to their lesser kin.

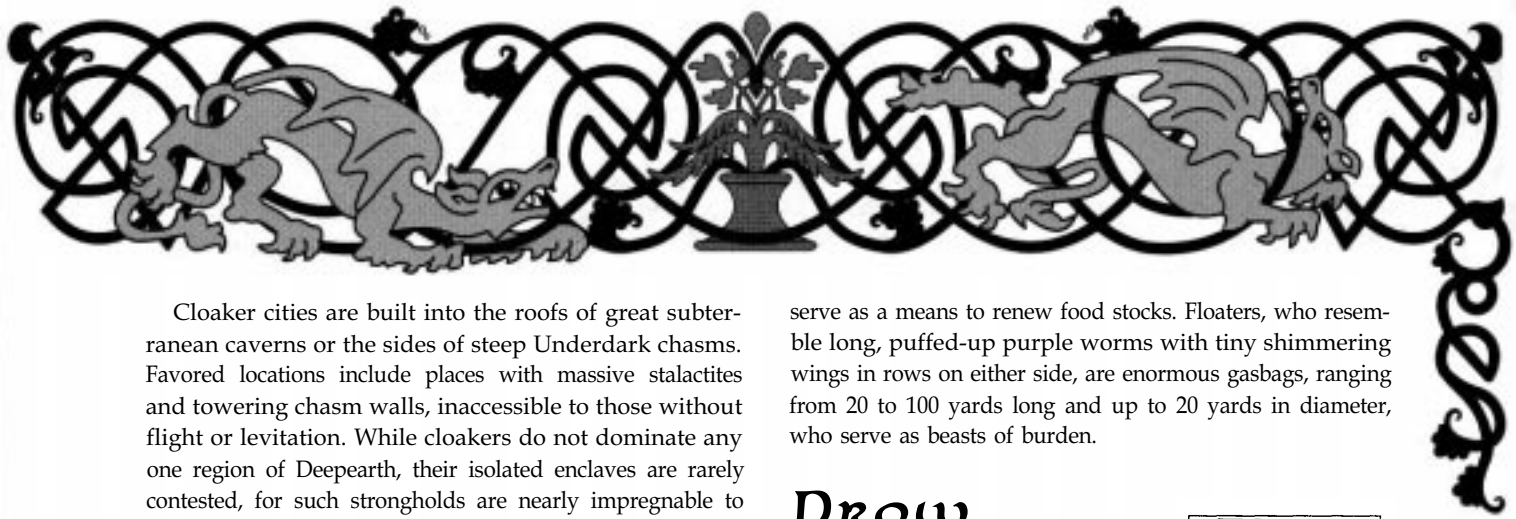
Cloakers have lived in the Underdark since the earliest recorded dwarf explorations. Their origins are lost in the mists of history. Many scholars have noted the close physical resemblance of cloakers to other flying rays, including mantari and miners (forest trappers), as well as the ixzan and ixitxachtli. Others suggest a kinship between cloakers and bats, pointing to sinisters in particular. A closer study reveals that while some ancestral kinship may exist between cloakers and other races, chasm rays are decidedly alien. A few sages go so far as to speculate that cloakers are descendants of an ancient race of proto-rays (or proto-bats)

who made their way into the Demiplane of Shadow for a time before returning to the Underdark. While all agree that cloakers have long resided in the Realms Below, cloaker lords seem to be a relatively recent occurrence, arising within the past few centuries. An explanation of their manifestation still etudes scholars. Possibly, cloaker lords have existed for as long as common cloakers, but remained hidden for millennia before making their existence known. If true, that begs the question of why cloaker lords have chosen to appear now (within recorded history) and why no evidence of cloaker civilization dates back more than a few centuries.

Cloakers are found individually and in small groups throughout the lower and middle Underdark. They establish cities only when drawn together by one or more cloaker lords. Cloaker lords hold a natural domination effect over common cloakers, drawing normally solitary cloakers together into raiding bands, small communities, and even cities. If more than one cloaker lord is present, then the rulers draw together periodically to form a Conclave of Shadows, a body with no established leader that requires unanimity on any decision. When a Conclave of Shadows is convened, the assembled representatives form a ring (or in rare cases, a sphere) by positioning themselves at different orientations and grasping each other with their claws. Such formations then undergo a temporary transformation, not yet understood, that results in a ring (or sphere) of living shadowstuff and an apparent merging of minds. When the cloaker lords disengage, they resume their original, individual forms and disperse to carry out the conclave’s decision.

Although cloakers and cloaker lords historically do not exhibit spellcasting powers, their ties to the Demiplane of Shadow are strong and apparently growing. As such, other races have begun to report that a few cloaker lords seem to be developing the ability to cast wizard spells from the school of shadow as spell-like effects. Others report that cloakers seem to travel through physical obstacles, lending credence to the suggestion that they can briefly shift into the Demiplane of Shadow and emerge elsewhere. Finally, the increasing frequency of gloomwings, shadelings, tenebrous worms, and umbrimals (shadow animals akin to animals), near cloaker enclaves suggests that the cloakers summon such creatures to the Prime Material Plane, possibly even controlling them.

Unlike nearly all other sentient races of the Underdark, cloakers do not appear to venerate any particular deity. Other races, with the notable exception of derro, refer to individual cloakers as Diinkarazan’s Mantle, a fanciful linking of the lost, mad demipower of the derro to the alien thought processes of the cloakers.



Cloaker cities are built into the roofs of great subterranean caverns or the sides of steep Underdark chasms. Favored locations include places with massive stalactites and towering chasm walls, inaccessible to those without flight or levitation. While cloakers do not dominate any one region of Deepearth, their isolated enclaves are rarely contested, for such strongholds are nearly impregnable to other races. If not for the tendency of cloakers to hunt other nearby races, it would be simple enough to share such prized living spaces with those who prefer the more accessible cavern floors. More than one explorer has entered a large cave and mistaken the hordes of dark, flying creatures for bats, only to realize with horror that he or she has misjudged the scale of the subterranean cavern and that hundreds of cloakers are flitting overhead.

Whether hewn into a rock face or a dangling stalactite, cloaker cities are recognizable for the countless apertures through which they enter and leave. Within a cloaker enclave, most passages are extremely high and narrow, rarely more than a few inches wide. Cloakers navigate such passageways by flattening their bodies and inching along with their claws. Chambers resemble hemispheres with smooth, rounded ceilings and wildly uneven floors with sharp spikes and crevices everywhere. The floors serve as both alien tapestries for the cloakers to contemplate as well as defensive mechanisms, preventing flightless races from establishing solid footing.

While cloakers are capable of mining, agriculture, and trading, they would rather enslave other races to do these jobs for them. Some cloaker communities keep captive herds of deep rothé penned in on the cavern floor below their communities. Such examples of animal husbandry are exceptional, however. Sages suggest this fact indicates that cloaker society incorporates the hunt into societal ritual.

Aside from an eerily uninhabited region, the most obvious signal of a large community of cloakers is the Warding Song, a great barrier of sound created by a cloaker choir. The cacophony created by hundreds of cloakers emitting subsonic moans of increasing intensity can echo through the Underdark for miles, creating panic and uncomprehending terror in communities far away with the slight shift of a breeze or an echo. Warding songs start and stop without any discernible pattern, and thus are impossible to predict.

While not truly evil, cloakers view all other races as prey. A few cloaker realms have allied themselves with other races, such as the ixzan, though again, this is a rare exception. Other flying rays, including lurkers, mantari, and trappers, are treated as favored servitors. Some creatures, such as deepspawn and floaters, are forced into servitude by the powers of the cloaker lords' moans. Deepspawn

serve as a means to renew food stocks. Floaters, who resemble long, puffed-up purple worms with tiny shimmering wings in rows on either side, are enormous gasbags, ranging from 20 to 100 yards long and up to 20 yards in diameter, who serve as beasts of burden.

## Drow

The drow, also known as "dark elves," are chaotic evil elves with skin like polished obsidian. Shorter and more slender than humans, they have pale eyes, stark white hair, and finely chiseled features. Drow move silently and have superior infravision, but are adversely affected by any sort of bright light.



All dark elves train in magic and have high magic resistance. They can cast *dancing lights*, *faerie fire*, and *darkness* once per day. More powerful drow can also cast *levitate*, *know alignment*, and *detect magic*. Priests and priestesses have additional granted powers as well.

Driders are monstrous creatures with the head and torso of a drow and the legs and lower body of a giant spider. Lolth, the Spider Queen, creates driders from drow who fail their dark goddess's test. Outcasts from their communities, driders are usually found alone or in the company of giant spiders on the edge of drow civilization.

The drow once lived in the Lands of Light alongside their fairer kindred, where they were known to elves as the Ssri-Tel'Quessir. The dark elves, a term more properly applied to drow ancestors before their transformation and banishment, were drawn from venerating the Seldarine to the worship of dark powers such as Ghaunadaur, Vhaeraun, and Lolth.

More than thirteen thousand years ago, the Crown Wars raged among the Fair Folk, and for three thousand years the elven nations of Aryvandaar, Miyeritar, Shantel Othreier, Keltormir, Ilythiir, and others battled one another in a series of five great conflicts. At the end of the fourth Crown War, circa -10,000 DR, the corrupt dark elven Ilythiiri and others were transformed by Corellon's magic into drow as directed through the Protector's priests and High Mages, and banished to the lightless depths of the Underdark.

The first drow civilizations arose in the Underdark of southern Faerûn circa -9600 DR. The first great kingdom of the drow was Telantiwar, with its capital in the great cavern of Bhaerynden, the conquered heart of the first great kingdom of the Stout Folk, which was seized by the drow in -9000 DR. The drow fought among themselves,



noble against noble, priest against priest, for rule of their new realm. This war ended amid great magical explosions that brought down the roof of Bhaerynden. The ceiling collapsed entirely, burying many drow and the shattered dwarven cities they had seized. The cavern, now open to the sky, became known as the Great Rift. Gold dwarf ancestors later resettled the chasm and surrounding caverns to form the Deep Realm.

In the following diaspora known as the Scattering, the surviving drow nobles and priests gathered what people, slaves, and equipment they could seize and fled into the Underdark. Since that time, countless cities and smaller settlements have risen and fallen in an increasing radius around the territory held by the empire of Telantiwar.

Drow are now found throughout the upper and middle Underdark of all of Faerûn and beyond. They favor areas with large ferrous ore deposits and plentiful adamantite and gems. Dark elven cities are typically located in regions with strong magnetic forces, where the rock gives off radiation akin to magical energy known as *faerzress*. The drow are particularly strong in the Moonsea, north and west of the Iltkazar range, from beneath Calimshan all the way up to Icewind Dale. But their pervasive influence is felt throughout the Underdark, and few races challenge the dark elves' subterranean mastery.

Due to the dogma of Lolth, the Spider Queen, most drow cities are theocratic matriarchies dominated by the clergy of one of the handful of the dark powers venerated by dark elves. In cities that follow the Way of Lolth, the dark elven populace is typically ruled by several dozen noble houses, ranked in a strict hierarchy. A small group of elite noble houses form the ruling council, led by the premier high priestess of the first house. Each noble house in turn is ruled by a coterie of high priestesses related and ranked in preeminence, with the highest-ranking priestess of each noble house bearing the title of Matron Mother.

A constant, intense, treacherous, and deadly competition seethes among the various noble houses, mirrored by the constant struggle among individual priestesses, 'to increase relative station. These battles follow rules of behavior best characterized as "If it cannot be proven, then it did not happen."

The war among drow nobility allows other groups to also achieve some power and influence. Drow wizards, who are usually male, often ally with a noble house. Merchant trading companies receive noble backing. Mercenaries sell their blades, all shifting the balance of power. In a drow city where other powers check Lolth's priestesses, they may even assume rule of the city. But the constant struggle for Astation does not stop.

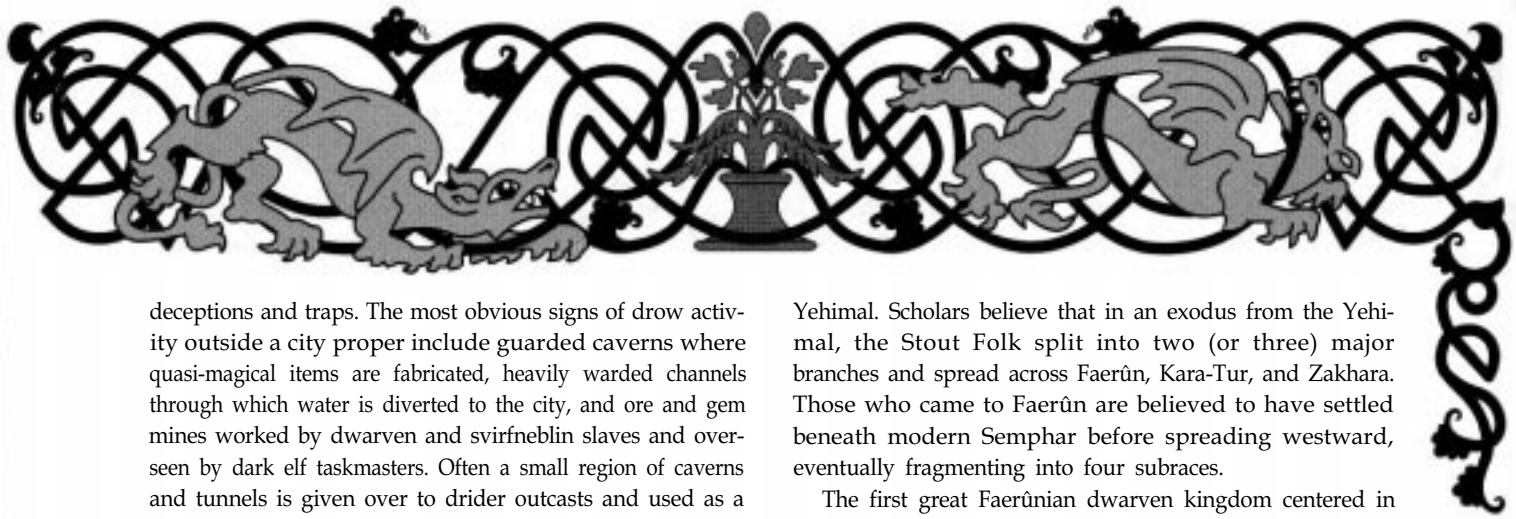
In cities where Lolth's worship is unknown or marginal, different power structures emerge. But these too are festering pools of intrigue and treachery. The only absolute appears to be that if more than one divine power is openly venerated, civil war and societal collapse are inevitable.

The primary goddess of the drow is Lolth the Spider Queen, goddess of spiders, evil, darkness, chaos, and assassins. Other powerful deities include Ghaunadaur the Elder Eye, the god of oozes, slimes, jellies, outcasts, ropers, rebels, and all things subterranean, and Vhaeraun the Masked Lord, the god of thievery, drow males, territory, and evil activity on the surface world. Lesser powers include Kiaransalee the Revenancer, goddess of the undead and vengeance, and Selvetarm the Champion of Lolth, god of drow warriors. Finally, although she is rarely venerated in the Underdark, Eilistraee the Dark Maiden is the good-aligned goddess of song, beauty, swordwork, hunting, and moonlight who seeks to redeem the drow and lead them back to the Lands of Light.

Drow wizards and priests are known throughout the Underdark and surface world for mass-producing unusual weapons and clothing with quasi-magical properties. Such properties are partially the result of exposure to *faerzress*, a powerful and strange radiation found only in the Underdark. Drow societies live and die by the proximity of *faerzress* to their cities. Though the enchantments fade in sunlight, they are terrors in the Underdark. Aside from items, drow spellcasters have also developed countless new spells. Many are even adopted by other wizard schools and clerics of other faiths.

Drow cities are similar to surface cities in that they are laid out horizontally and consist of buildings clustered into districts, intertwined with wide avenues, narrow alleys, and plazas. They differ in the absence of wood (although petrified mushroom stalks often serve the same purpose), the use of modified cave structures instead of freestanding buildings, and the general lack of ramps and stairs within many upper class habitations. (Elite drow usually have quasi-magical clothing that allows them to *levitate*.) Drow architecture betrays ancient elven origins in its artistry. Dark elves favor soaring, sculpted structures whose strength stems as much from magic as the natural strength of the stone. Drow cities are notable for their intricate spiral tunnels, boldly flying stone bridges, balconies, and buttresses. Dark elven engineers hollow out and shape stalactites, stalagmites, and cave columns for habitation. Rock is always cut and shaped, never left unworked.

Drow city environs are a maze of well-patrolled tunnels that serve both as a training ground for drow warriors and a defensive fortification as they fall back through a warren of



deceptions and traps. The most obvious signs of drow activity outside a city proper include guarded caverns where quasi-magical items are fabricated, heavily warded channels through which water is diverted to the city, and ore and gem mines worked by dwarven and svirfneblin slaves and overseen by dark elf taskmasters. Often a small region of caverns and tunnels is given over to drider outcasts and used as a means of dispensing of prisoners unsuitable for sacrifice. While fungi fields and herds of rothé are typically kept within each city's central cavern, some drow caverns are too small and are forced to locate their food supplies outside the city. Farther afield, drow patrols are infrequent but regular. As dark elves are the great merchants of the Underdark, the various merchant consortiums are a regular presence along established trade routes of the Realms Below. Giant subterranean lizards act as beasts of burden with drow warriors mounted on riding lizards as outriders.

Dark elves extend their own caste- and gender-based prejudices to other races as well. While the dark elves willingly trade with nearly any race (even good-aligned races such as dwarves and svirfneblin), if a willingness to trade is reciprocated, the dark elves consider themselves inherently superior and will destroy their trading partners without compunction. Dark elves reserve their greatest hatred for their surface kin, and even conduct surface raids expressly for the purpose of killing and enslaving elves. Because many other races loathe the drow, the dark elves are never without potential enemies.

## Dwarves

Dwarves, also known as "Stout Folk," are found both above and below the surface. Dwarves are relatively short compared to humans, but very stocky and muscular. They have ruddy cheeks, bright eyes, and deep tan or light brown skin. Their hair is usually black, gray, or brown, and worn long, and all dwarves, both male and female, prize their long and carefully groomed beards and mustaches. Dwarves are a highly nonmagical race, resistant to toxic substances and magical dweomers. The Stout Folk are gifted with infravision and natural instincts regarding construction. Most dwarves are skilled warriors, versed in combat against common foes, including goblinoids, orcs, ogres, trolls, giants, and giant-kin. The dwarf race is fragmented into half a dozen races and sub-races; individual characteristics are discussed below.

Most dwarven legends trace their earliest settlements back tens of thousands of years to the great mountain range



Yehimal. Scholars believe that in an exodus from the Yehimal, the Stout Folk split into two (or three) major branches and spread across Faerûn, Kara-Tur, and Zakhara. Those who came to Faerûn are believed to have settled beneath modern Semphar before spreading westward, eventually fragmenting into four subraces.

The first great Faerûnian dwarven kingdom centered in the cavern of Bhaerynden beneath the Shaar. The dwarves' first great schism came with the founding of Shanatar beneath much of southwestern Faerûn. Emigrants from Shanatar merged with the scattered dwarf enclaves in the region to form a distinct subrace known today as the shield dwarves (see below). Shield dwarves eventually founded most of the great dwarven nations of the North, from Oghrann to Gharraghaur. From the earliest shield dwarves, Dumathoin then created the urdunnir (see below).

After the Crown Wars and the descent of the dark elves, Bhaerynden and the surrounding territories fell to the drow, and the dwarves of southern Faerûn were driven into exile and scattered. Dwarves who fled as far as Chult abandoned their underground homes, interbred with the small enclaves of dwarves already dwelling there, and became the ancestors of the wild dwarves who dwell on the Chult peninsula today.

After the first drow kingdom of Telantiwar tore itself apart in civil war, the great cavern of Bhaerynden collapsed to form the Great Rift. Those dwarves who resettled the caverns surrounding the Great Rift were the ancestors of the gold dwarves (hill dwarves).

The last great schism occurred when illithids enslaved an entire clan of shield dwarves, Clan Duergar, some time before the founding of Deep Shanatar. The duergar were long absent from Shanatar before their rediscovery, and spread through much of the Underdark during the intervening period. Some speculate that the legendary derro may be the result of illithid breeding experiments between duergar and humans. Other minor branches of dwarves, including the desert dwarves of Maztica, the arctic dwarves of the Great Glacier, and the albino dwarves of Chult, are isolated branches of shield dwarves. Legends of an aquatic dwarf race in the Sea of Fallen Stars are conclusively discredited by every scholar who looks into the question.

The Stout Folk today are enmeshed in a slow decline. At one time shield dwarves stretched from their ancestral home beneath Calimshan to the Spine of the World and up around the Moonsea. Gold dwarves had established kingdoms stretching from the Shaar all the way across southern Faerûn, up and around the eastern end of the Sea of Fallen Stars. The gray dwarves held great caverns throughout the middle Underdark. Most of the great dwarven realms have now fallen, their halls occupied by foul monsters.





No one knows the reasons behind the decline. Explanations revolve around the dwarves' low birth rate and their near-genocidal conflicts with orcs and goblins. The low birth rates may have been caused by an evolutionary response to their long life spans, millennia of exposure to the magical radiations of the Underdark, working overmuch with heavy ores, or excessive clan inbreeding.

The Stout Folk are found throughout the upper Underdark, typically in and among the great mountain ranges of the surface world, with small, scattered enclaves in the middle Underdark. In recent millennia, dwarves have ceded much of their ancient territory. They now gather in their last great enclaves, centered around the richest veins of ore in the Underdark, heavily fortified against outsiders.

Dwarves of every stripe retain a close affiliation with their family, clan, and realm. All clans have chiefs who go by varying titles and, except among the derro and duergar, hold their positions by election. Groups of clans together make up a realm, traditionally ruled by hereditary kings. Lately, few such kingdoms remain, and a monarch's personal popularity and fitness to rule is increasingly viewed as important. Every clan has its elders—dwarves of influence, wealth, personal might, and distinguished age. Clan elders shape the lives of clan members, and their votes determine policy, laws, and justice. Clan elders once could approve or deny marriages, renouncing the membership of any who married against their will, or outside the clan. However, the dwindling birth rate of the Stout Folk has ended such influence.

Dwarves are famous throughout the Realms Above and Below for their technological mastery, their mining prowess, and the beauty and durability of their craftsmanship. Despite their inherent nonmagical natures, dwarves have mastered the art of forging enchanted weapons and armor. Likewise, dwarven priests are skilled spellcasters as long as they retain their holy symbols. Less understood is the ability of dwarves to create powerful rune magic. Folk believe that the dwindling ranks of dwarven runecasters once worked great feats of enduring magic throughout the Underdark. These effects continue to be felt today, and their impact rivaled that of elven High Mages.

Dwarves are far more pious than many surface races suspect, devoutly venerating their pantheon, the Morndin-samman. The dwarven gods are said to have sprung from stone and earth, beginning with Moradin. Berronar is universally held to be Moradin's wife, and many dwarven theologians believe all the other dwarven powers are their descendants, although the exact ordering and ancestry varies from myth to myth. After Moradin and Berronar, the oldest dwarven powers are thought to be Dumathoin,

Abbathor, Laduguer, Clangeddin, Sharindlar, and the twins Diinkarazan and Diirinka. The next group of dwarven gods commonly worshiped in the Realms includes Thard Harr, Gorm Gulthyn, Marthammor Duin, and Dugmaren Brightmantle. Recent additions to the pantheon, said to be the grandchildren of Moradin and Berronar, have included Haela Brightaxe and Deep Duerra.

Masters of engineering, dwarves completely reshape their subterranean environments. The Stout Folk have a great feel for stone, and their stonework strengthens and enhances the earth's natural structures. As a result, dwarven architecture radiates enduring strength and is apt to outlive its creators by many generations. The Stout Folk favor freestanding columns, great arches, and smooth clean lines that display the beauty of the constituent stone. Dwarven communities take root in the great natural caverns of the Underdark near rich veins of ore, living in and among the rock itself. Passages into and out of dwarven enclaves are heavily trapped and easily navigable only by dwarves. Dwarven homes are often built into terraced cavern walls, part freestanding and part dug into the rock.

The Stout Folk are ever vigilant against threats from the tunnels beyond. Heavily armed and armored patrols of fierce dwarven warriors regularly tromp through the surrounding environs of a dwarven community. Dwarves settle relatively close to areas of volcanic activity, so their smithies lie near natural forges and rich veins of ore. This also leaves a maze of tunnels in the vicinity of caverns in which they dwell. However, dwarves have a much better understanding of the environment in which they dwell than do miners of other races, and, as a result, leave far less evidence of their mining activities than one might suspect.

## Derro

The derro are a degenerate chaotic evil race, least like the other dwarven races and subraces. They are short and stocky, with skin the color of an iced-over lake. Their sickly, pale yellow hair hangs straight over staring, pupilless eyes. Derro facial features have both human and dwarven characteristics, and their rough skin is spotted with short, coarse tufts of hair. Derro never willingly expose themselves to direct sunlight. It nauseates them and can kill them within a matter of days. The primary deities of the derro are the twins Diinkarazan and Diirinka.

Derro dwell primarily in the middle and lower reaches of the Underdark, although small war bands sometimes climb to the upper reaches or even raid surface communities. Although most of the Stout Folk are inherently nonmagical, the derro are ruled by savants, powerful spellcasters with sagelike knowledge in many areas. Every twenty years



or so, the derro mount an all-out war against other creatures of the Underdark. Each Uniting War winnows out the weakest members of the race, creates a focal point for racial identity, and induces general terror.

## Duergar

The lawful evil duergar, also known as “gray dwarves,” appear to be emaciated, nasty-looking dwarves with complexions and hair ranging from medium to dark gray. In addition to the normal abilities of the Stout Folk, the duergar are skilled psionics and possess the magical abilities of enlargement and inejisibility. Duergar are adversely affected by sunlight. The primary deities of the duergar are Laduguer the Exile and Deep Duerra.

Duergar dwell primarily in the upper and middle reaches of the Underdark, although some believe scattered clans have ventured into the Underdark’s deepest tunnels. The duergar are the bitter exiles of the dwarven race, sharing much of the shield and gold dwarf cultures, overlaid with harshness and cruelty. They hate most other races, but grudgingly trade with them. While the gray dwarves and dark elves often fight, the two races are regular, if reluctant, trading partners. Likewise, duergar skill in psionics enables the gray dwarves to hold their own, and thus trade, with both aboleth and illithids.

## Gold Dwarves

Lawful good gold dwarves have dusky skin tones, sometimes colored deep red instead of cinnamon brown, and dark, usually black, hair. They tend to be shorter and more heavysset than shield dwarves.

Gold dwarves are found primarily in the southern and eastern reaches of the upper Underdark. Most gold dwarves gravitated to the tunnels and caverns surrounding the Great Rift, but small enclaves are still found as far afield as the mountains of Halruaa or deep beneath the Thayan plateaus. Gold dwarves are powerful, proud, and xenophobic, shunning even other dwarves, and traveling little in the surface world. Their numbers have not declined as quickly as those of their northern kin, but gold dwarves are still locked in the same self-destructive cycle of warfare against the other Underdark races that has led to the collapse of many northern kingdoms.

## Shield Dwarves

Lawful good shield dwarves are the prototypical dwarves. Found primarily in the western and northern reaches of the upper Underdark, they have long since emigrated from the ancient caverns of Shanatar in the southwest. The number of lost shield dwarf holds far outstrips the number extant

today. Shield dwarves have solid alliances with other good-aligned races, particularly the svirfneblin. Relationships with the duergar are uniformly hostile and often break out into open conflict. Derro relations are even worse. Shield dwarves deeply hate aboleth, drow, illithids, kuo-toa, and other slaving races. They trade with them only reluctantly.

## Urdunnirin

The urdunnirin, a forgotten neutral offshoot of the shield dwarves whose name means “orecutter” in their dialect, are said to be specially blessed by Dumathoin the Keeper. Urdunnirin look like shield dwarves, except that their skin tends to be light gray, while their long beards range from light to dark gray and their eyes are silver. In addition to the normal abilities of all Stout Folk, orecutters can walk through stone and earth like air while bringing other items with them. They shape stone or metal with a thought, and strike with their powerful, rock-hard fists for great damage. Instead of animal and vegetable products, Urdunnirin consume gems from veins replenished by Dumathoin himself.

Urdunnirin are found primarily in the western and northern reaches of the middle and lower Underdark, deep beneath the kingdoms of their shield dwarven cousins.

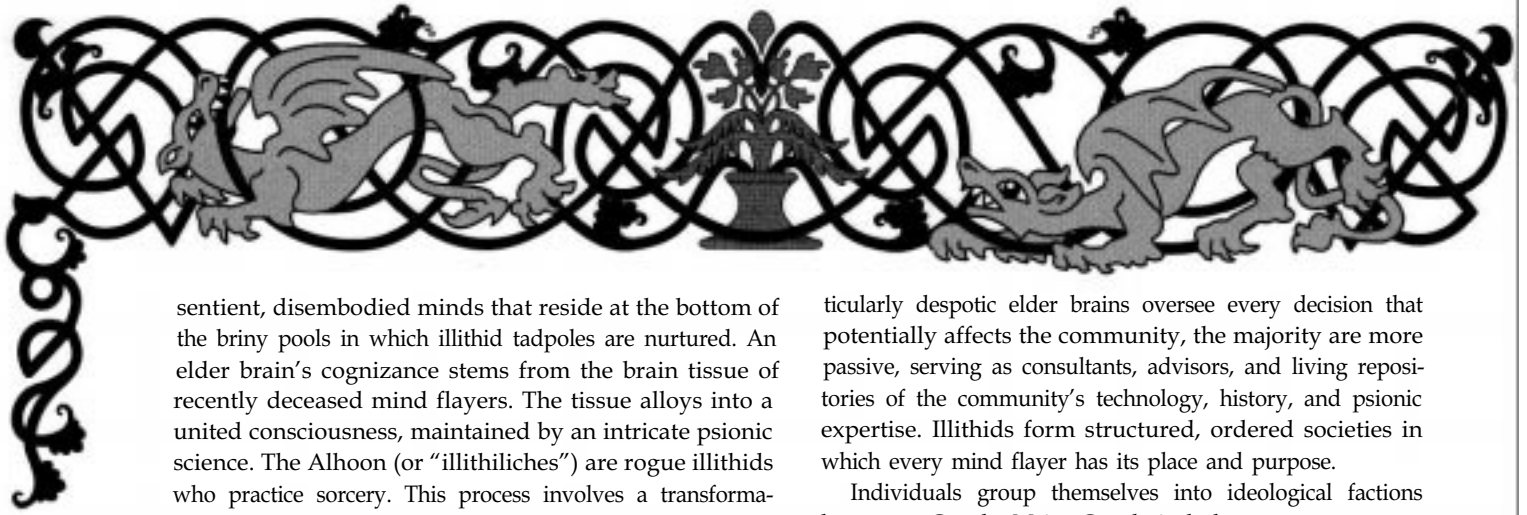
## Illithids

The illithids, also known as “mind flayers,” are a race of lawful evil amphibious hermaphrodites with powerful psionic abilities. They are greatly feared throughout the Underdark. Adult mind flayers



stand about six feet tall, are vaguely humanoid, and have hideous mauve skin that glistens with slime. Their heads have pupilless white eyes and four tentacles encircling a round, many-toothed orifice resembling that of a lamprey. Each hand has three reddish fingers and a thumb. Mind flayers employ a wide range of psionic powers, including their widely feared mind blasts. In addition, their tentacles are adapted for latching onto a victim’s skull and then burrowing into the brain.

Illithids beget clutches of eggs that hatch into small, writhing, relatively helpless tadpoles. Tadpoles who survive a decade of life in the briny pools of elder brains undergo ceremorphosis, a secretive process whereby they merge with a humanoid by consuming its brain. They then initiate a series of morphological transformations that result in the commonly seen adult form. Ulitharids are rarely seen elite mind flayers, found in ten percent of illithid communities, who quickly rise to leadership. Elder brains are



sentient, disembodied minds that reside at the bottom of the briny pools in which illithid tadpoles are nurtured. An elder brain's cognizance stems from the brain tissue of recently deceased mind flayers. The tissue alloys into a united consciousness, maintained by an intricate psionic science. The Alhoon (or "illithiliches") are rogue illithids who practice sorcery. This process involves a transformation into undeath, after which the illithiliches gather into cabals for mutual defense. Ceremorphs, also known as "flayer-kin," are one of the few successful crosses between illithid tadpoles and another race. Known ceremorph successes include mozgriken, tzakandi, and urophions, crosses between illithid tadpoles and svirfneblin, lizardmen, and ropers, respectively. Neothelids are leviathan slugs that result from illithid tadpoles who remain apart from a humanoid. This incredibly rare event occurs only when an elder brain dies, its illithid community collapses, and a single tadpole survives the cannibalism of its abandoned kindred. Vampire illithids are considered naught but a legend, but some claim that these undead horrors stalk the Underdark with the cunning of a rabid animal.

Like most races long resident in the Underdark, the origins of illithids are lost to the mists of history. Nevertheless, the tadpole form of their young suggests they may have evolved in briny, subterranean pools before developing the parasitic adult forms they now assume through ceremorphosis. Given the amphibious, hermaphroditic origins of mind flayers, psionic powers, and quadritentacled maws, some sages speculate that the illithid may be distantly related to the aboleth. The former has evolved as a parasite capable of ceremorphosizing with sentient humanoids, and the latter evolved to live without a host. In any event, the utter hatred mind flayers evince for the sun indicates a long tenure within the tunnels of the Night Below, as does their widespread distribution throughout the upper, middle, and lower reaches of the Underdark.

Despite their amphibious origins, adult mind flayers cannot breathe when submerged and do not dwell in wholly aquatic settings. As befits their parasitic origins, illithids are commonly found in damp caverns near larger enclaves of other sentient races on which they can prey. They do not dominate large reaches of territory. Some legends speak of a great world- or plane-spanning illithid empire that fell long ago, but evidence of any such empire incorporating the Underdark is spotty at best. Nonetheless, the hatred that the githyanki and githzerai evince for their former masters across multiple worlds indicates at least a kernel of truth in such tales.

The center of every illithid community, except those formed by illithiliches, is the elder brain. While a few par-

ticularly despotic elder brains oversee every decision that potentially affects the community, the majority are more passive, serving as consultants, advisors, and living repositories of the community's technology, history, and psionic expertise. Illithids form structured, ordered societies in which every mind flayer has its place and purpose.

Individuals group themselves into ideological factions known as Creeds. Major Creeds include:

- Creatives, who research and create psychic disciplines, items, and technology.
- Awaiters, who favor patient, cohesive planning.
- Possessors, who seek wealth as the avenue to power.
- Tamers, who favor the exercise of military might.
- Thorough Biters, who believe insight comes from analyzing failure.
- Nourishers, who treasure their thralls above all else.
- Abysmal, who gain power by inducing fear in thrall races.
- Influencers, who unearth secrets and sway opinions indirectly.
- Darkeners, who labor to extinguish the sun.
- Gatherers, who seek to reunite the disparate illithid communities.
- Arisers, who seek to dominate the surface world.
- Venerators, who function as priests of Ilsensine.

Members of each Creed seek to advance their particular philosophy, which often involves complex plots, psionically empowered devices, and new psionic devotions and sciences.

Representatives from each Creed make up an Elder Concord, which assumes important rulership duties. In its role as shepherd of the community, an elder brain is privy to every decision made by the Elder Concord, and has the power to propose courses of action, cast tiebreaking votes, and veto actions. Within its sphere of influence, each Elder Concord elects illithid officials, including aedileators, who are responsible for running day-to-day affairs; quastors, who administer finances and trade; and vigileators, who direct security efforts. When the goals of more than one illithid community overlap, the involved ruling concords form a temporary body referred to as a Grand Elder Concord.

The primary god of the illithids is Ilsensine, whose portfolio includes mental dominion and magic. Some mind flayers venerated Maanzecorian before he was slain by Orcus. Unlike the theocracy of many other Underdark races, members of Ilsensine's clergy simply form one Creed among the many factions.

Illithid cities constitute the largest communities of mind flayers, with as many as two thousand inhabitants. Larger



enclaves are rumored to exist in the deepest reaches of the Realms Below. Thralls make up at least two and a half times the number of illithid city residents, and cities are often initially mistaken for primitive communities of the predominant thrall race. The city's outer facade occupies large natural caverns.

The true illithid city lies beneath the cavern floor of such slave communities. These deeper areas have an outer and an inner ring. The outer ring connects to the thrall caverns, and is composed of a wide corridor encircling axial plazas and illithid private dwellings. Along the outer ring are chambers that serve as armories, thrall barracks, arenas, theaters, treasure vaults, laboratories, temples, water supplies, and bazaars, each administered by illithids of the appropriate Creed.

Each axial plaza is a wide, high spherical chamber constituting the prime area of social congregation for the illithid population. Private dwellings are carved into the walls and ceiling of the chamber. The floor of each plaza holds a series of wide, shallow basins for relaxation with attendant eating stocks for easy feeding.

The city's inner ring sits beneath the axial plaza, completely encased in stone, accessible only through magic or psychoportive psionics. The inner ring houses birthing pods reserved for individual tadpoles during ceremorphosis. At the center of the inner ring is the pool of the city's elder brain, the physical and spiritual heart of the city. The Elder Concord meets and plans around the edge of the elder brain's pool.

Illithid architecture is given to smooth curving surfaces carved to resemble brain tissue in bas-relief. The carving is overlaid with a continuous line of qualith, a writing system based on texture and touch that consists of four striated lines, each alternately solid or broken, which illithids read by running their tentacles along it.

Long before stumbling on an illithid community, explorers will likely encounter regular patrols led by vigileators. Patrols include one or more illithids, heavily armed thralls, and various servitor creatures, as discussed below. Because illithids often mount regular expeditions into the wilds of the Underdark for trade, acquiring knowledge, or hunting new thralls, they are often encountered far from their communities. They are heavily prepared when so encountered.

While they may sometimes treat nonillithids as peers if doing so improves trade or delicate negotiations, illithids regard all other races as thralls: beasts good only for menial tasks and nourishment. Nevertheless, illithid communities often establish trade relations with their prey, seeking information, magic, psionic devices, and sentient brains for psychic nourishment.

Every illithid has, at minimum, two personal thralls. The community also possesses a thrall militia and a general thrall pool, each of which normally contains a number of slaves equal to 10% of the privately owned thrall population. The racial makeup of an illithid community's thrall population varies. But, generally speaking, illithids try to keep their thrall racial mix limited to one or two races, so as not to imperil slave breeding programs. Common thralls include grimlocks, drow, surface-dwelling humanoids, kuo-toa, and derro. In addition, servants such as brain golems, cranium rats, gohlbrorn, intellect devourers (including the larval form known as ustilagor), mozgriken, nyraala golems, oortlings, tzakandi, urophions, and vampire squids are known.

## Ixzan

The ixzan, also known as "demonrays" and "spawn of Ixendren," are closely related to their saltwater kin, the ixitxachitl, who dwell in the warm shallows of the surface's seas. Ixzan are intelligent, typically chaotic evil creatures who resemble manta rays with barbed tails. Their color varies: Most have gray underbellies and mottled brown to gray upper surfaces. Ixzan are semiamphibious and can survive out of water for one full turn before needing to return underwater to breathe. Ixzan attack with a powerful bite, although some mutants have an additional attack with their barbed tails. Several exceptional ixzan exist, including priest ixzan, wizard ixzan, mutant ixzan, and vampiric ixzan.



Since ixzan communities are more isolated than those of their seawater cousins, they are more varied in nature, with a higher proportion of exceptional or unusual types. Priest ixzan, who form some 10% of any ixzan community, can attain up to 8th level and have access to a range of spells. Wizard ixzan, who form some 5% of the total ixzan population, can attain up to 12th level. Only exceptionally rare individuals are priest-wizards. Mutant ixzan are neither priests nor wizards, and form only 2% of most ixzan populations. Common mutations include a barbed and possibly poisoned tail, a thick ridge of jawbone that can inflict a crushing bite and hold a victim, or the secretion of a thick, corrosive slime when out of the water. Finally, vampiric ixzan are also rare, making up some 3% of the ixzan population, with one-quarter of them also exhibiting priest abilities and one-quarter exhibiting wizard abilities. Greater vampiric ixzan, akin to greater vampiric ixitxachitl rulers, exist, but their powers are a mystery.





The origins of the ixzan are cloaked in the mists of time, although their obvious kinship with the *ixitxachitl* bespeaks a historical tie to the surface waters. Despite the existence of freshwater lakes on the surface and saltwater seas in the Underdark, few if any ixzan are found in the Lands of Light, and few if any *ixitxachitl* are found in the Realms Below. The fate of the “missing” *ixitxachitl* sub-races is unknown; there is no proof that they ever existed.

While most surface scholars speculate that the ixzan are, much like the *drow* or *duergar*, an offshoot of the main *ixitxachitl* race that made its way down into the Underdark ages ago, other evidence points to the *ixitxachitl* immigrating from the Night Below upward. In particular, some sages consider *cloakers*, *ixitxachitl*, ixzan, *lurkers*, *mantari*, *miners* (forest trappers), and possibly even *sinisters* (normally thought to be a type of bat) to stem from the same racial stock. All these races except the *ixitxachitl* and *miners* inhabit the Underdark, lending strength to the hypothesis that a race of proto-rays swam or flew up from the depths. A minority of scholars conclude an opposite hypothesis: The *ixitxachitl* made their way into the Underdark, adapted to fresh water, and then their propensity for mutation in the presence of Underdark radiation created *cloakers*, *lurkers*, *mantari*, and the like.

Much of the ixzan’s early history was passed down via oral tradition and has since been co-opted by the priest caste and transformed into religious teachings, undermining its usefulness as a matter of historical record. Nonetheless, ixzan lore speaks of two seminal events: the Great Flood and the Revelation of the Demonray. The dispersal of the ixzan race is said to be the result of a great flood in the early days that left scattered ixzan throughout the Realms Below after it receded. Geological evidence of a near total inundation of the Underdark at some point is mixed, despite the efforts of sages to tie such an event to rapid glacial melting, the opening of a series of gates to the Elemental Plane of Water, or the sudden draining of a great lake. The Revelation of *Ilxendren* the Demonray, which followed the great diaspora, marked the commencement of over a century of religious strife among the ixzan. Until that point, the ixzan venerated a wide array of dark powers, including *Dagon*, *Demogorgon*, and *Panzuriel*. In the aftermath of the religious wars, *Ilxendren*’s clergy was firmly established in all but a handful of isolated communities, and the taint of vampirism had spread throughout the race.

Today, the ixzan are found in small, widely scattered communities throughout the Realms Below, situated in sizable Underdark lakes. Most ixzan are found in the upper or middle Underdark, although a few isolated communities

exist in the lower reaches. The greatest concentrations of ixzan are found in lakes near the coastlines of the surface world, lending further credence to the belief that ixzan and *ixitxachitl* are closely related.

Ixzan communities are divided along caste lines, with no differentiation in roles among adult males and females. Little value is placed on the young prior to adulthood; the priest ixzan deliberately raise them in a grueling process designed to make them strong and ruthless. Those who fail are neither mourned nor missed. (Although newly born ixzan are of neutral alignment, those who survive are almost universally chaotic evil.) The only exceptions to this regimen are fledgling mages. Wizard ixzan intuitively sense when a young ixzan has magical ability and protect the fledgling spellcaster fiercely. They inculcate their own morality into it through a regimen designed to instill a sense of absolute self worth and contempt for “lesser” beings.

Ixzan communities tend to be dominated by an oligarchy of the most powerful priests and wizards. Vampiric ixzan with spellcasting abilities almost always rise to important positions within such ruling elites, due to their power and their innate longevity-assuming they are not killed off by vampiric rivals who want power for themselves. Decisions are made by consensus, although unanimity is enforced by the implicit threat of the majority devouring the minority if challenged. As such, the leaders of an ixzan community continuously struggle to win converts. Moreover, they sense when a majority opinion is beginning to emerge and quickly adopt its conclusion as their own.

While wizard ixzan in leadership positions speak and act only for themselves, priest ixzan in a ruling oligarchy are forced to balance the competing demands of the veiled hostilities in the ruling councils and the factionalism rampant within the church of *Ilxendren*. As a result, priest ixzan do not dominate the communal governments despite their numbers and supposed religious unanimity.

The exact size and composition of the ixzan ruling oligarchies varies, but membership is universally accorded through a trial by combat, usually to the death. As such, while leadership theoretically falls to any member of the community, in practice it is reserved for powerful priest and wizard ixzan, along with a handful of vampiric ixzan with wizard or priest abilities.

Ixzan spellcasters are quite accomplished, given the restrictions their forms place on verbal and somatic components. Ixzan priests are granted variant spells that do not require normal verbal or somatic components. Wizard ixzan employ innate spell-like abilities usable once per



day, but require neither spellbooks nor spell memorization. These spellcasters may employ spells from any school, but most commonly they use divination spells as well as spells to enslave or attack others, to defend their own persons, or to enhance their personal abilities. Nevertheless, ixzan mastery of the Art has led to the creation of many legendary artifacts of great magical power and the mastery of many unique spells.

As noted above, the worship of Ilxendren is nearly universal among the ixzan, although scattered cults of other powers survive in isolated enclaves. Although the ixzan are generally ruled by oligarchies of the most powerful priest, wizard, and, in some cases, vampiric ixzan, their societies are theocracies governed by the precepts of Ilxendren, as a whole emphasizing cruelty, capriciousness, and blood lust. Vampiric and mutant ixzan are revered as the favored of the demonrays. Common ixzan are dominated by the priest caste, and the wizard ixzan generally go their own way.

The ixzan fashion great step pyramids on the bottoms of Underdark lakes with charmed slave labor. These serve as temples and communal quarters with interior chambers connected by water-filled shafts and tunnels. Slaves are kept alive through water breathing magic and housed in small huts on islands of rock or rocky shores with no escape except via water. Ixzan societies are less tied to the maintenance of large slave populations than are other Underdark races. They rarely make much effort to ensure a stable food supply for slaves, leading to repeated outbreaks of famine. Aside from natural prisons inhabited by small groups of air-breathing slaves and the tendency of the ixzan to overhunt, the spawn of Ilxendren leave little evidence of their presence to air breathers.

Although the ixzan have many enemies, there is no particular race for which they have a special animosity. In one Underdark domain, the ixzan might get on well with drow, where hundreds of miles away they might be deadly enemies. Ixzan have a natural affinity for aboleth and kuo-toa. Aboleth are the dominant party in any aboleth-ixzan alliance, while ixzan dominate kuo-toa in turn (regarding them as essentially stupid-strong, excellent guards, but stupid nonetheless). Ixzan are often found living with kuo-toa; their respective powers (Blibdoolpoolp and Ilxendren) are known to be on relatively good terms. In such communities, ixzan and kuo-toa dwell in separate areas, with the ixzan guarding the entrances to their central pyramid (if they have one) zealously. Ixzan wizards use their spell powers to assist kuo-toa in battle, while allowing the kuo-toa to do the hand-to-hand fighting and take most of the risks.

## Kuo-Toa

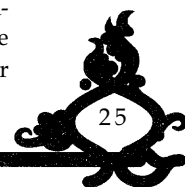
The kuo-toa, also known derisively as "gogglers," are an ancient race of intelligent, typically neutral evil or chaotic evil fish men. They look like paunchy humans covered in scales, topped with a fish head. They have huge fish eyes, undersized arms and legs, and long, partially webbed hands and feet, with three fingers and an opposing digit. Kuo-toa are typically pale gray in coloration; males have undertones of tan or yellow. Gogglers reek of dead fish. Their skin tone darkens when they are angry and pales when they are badly frightened. Adult kuo-toa are amphibious.



Although kuo-toa can attack with a sharp bite, most are well armed. Elite warriors and priests often use harpoons and pincer staves, respectively. Kuo-toan skin secretions make them physically slippery, and they are immune to poison and paralysis, partially immune to electrical attacks, and unaffected by most spells targeting humanoids. Kuo-toa hate bright light and are weakened by strong illumination. They have incredibly fine senses and are difficult to surprise. Elite gogglers may become priests, priest/thieves, monitors (a variant monk), fighters, and whips (fighter/thieves). Those possessing thief skills are also trained as assassins.

The gogglers vanished from the surface of Abeir-Toril well before the dawn of recorded human history. However, scattered lore suggests that the kuo-toa are distant kin of the nomadic locathah. Ancient legends suggest that the kuo-toa evolved amphibious qualities and colonized shores and islands of the upper world before being driven back into the sea by humans and demihumans. Other tales suggest that their deep hatred for surface dwellers is misplaced and stems from the earliest appearances of modified land dwellers (sea elves, mermen, etc.) who colonized their underwater domain. In any event, an extended war nearly exterminated the species, and the survivors fled to deep sea caverns and secret subterranean waters. Forgotten by their ancient enemies, they adapted to their new environment.

In the kuo-toa version of history, surface dwellers drove them from their habitat. (Some scholars link this event to the Second Serôs War beneath the Inner Sea nearly ten millennia ago.) Kuo-toan survivors fled into the deepest trenches and made their way into the Underdark. Kuo-toa of the Sea of Fallen Stars in particular are said to have retreated into the depths surrounding the Altumbel peninsula and into the Underdark. During their migration, the gogglers encountered something that transformed their





culture and introduced a streak of insanity. Some legends say the kuo-toa were enslaved by the morkoth. Others whisper that the gogglers awoke some buried elder gods.

Today, kuo-toa are found primarily in the middle Underdark, although scattered enclaves, mostly dominated by another allied race, are found throughout the upper and lower reaches. In ages past, kuo-toa dominated great cavern complexes along the shores of most great subterranean lakes. Now they are in decline, driven into marginal subterranean oases by more aggressive races who fight for territory. As a result, only a few great cities survive.

Temples of the Sea Mother remain in relatively wet caverns near great bodies of water, but most kuo-toa dwell far from their ancestral territories in small tribal groupings, forced to make arduous pilgrimages to the race's sacred shrines. Shrines are open to all kuo-toa, as well as other races who come to trade, and serve as forums for intergroup trade, councils, and worship of the Sea Mother. Away from the shrines, kuo-toan tribes are uncooperative, dwelling in small, primitive clusters around a natural spring or an Underdark river with a continuous water supply.

Kuo-toan society is rigidly segregated into castes. Every individual knows his or her place, fawning over betters and ordering inferiors about as slaves. The fused monarchy and clergy exemplifies the worst excesses of feudalism and fanatic theocracy. The largest kuo-toan cities are ruled by the Va-Poolgol, a kuo-toan term that translates roughly as Priest-King, signifying rulership of both the city-state and the clergy of Blibdoolpoolp. Attendant priest nobility, known as the Oorg-Poolgoopan, or Priest-Dukes, rule alongside.

Smaller cities are ruled by a Ba-Poolgol, or Priest-Prince, or individual Oorg-Poolgoop. Lower-ranking priest-thieves are known as Vi-Plagoop, a term that roughly translates as Eyes of the Priest-King, while single-classed priests are known as Ba-Plagoop, or Pincers of the Priest-King. The authority of the clerical nobility is enforced by Va-Scour, or whips, fanatical devotees of the Sea Mother who inspire kuo-toan warriors to fight without quarter for the glory of their ruler and goddess. Monitors, members of an elite, celibate order who are known as Blib-sanvu, watch for community members who become violent or insane, subduing or killing them as appropriate. The sacred duties of monitors are clear in the case of commoners who descend into madness, but the increasing incidence of insanity among the nobility has led to varying interpretations of the teachings of the Sea Mother as to their proper fate.

The caste system extends to kuo-toan young, known as fingerlings. Those of noble spawning are raised apart from the common hatchlings and trained as priests,

priest/thieves, or monitors. Kuo-toan slaves are drawn from nearly every surface or subterranean sentient race and make up at least 25% of the total population. While the highest-ranking noble theoretically has absolute authority over all creatures within his territory, that power is tempered by the need to find consensus among the fractious gogglers. In fact, the increasing incidence of infighting among the kuo-toa has done much to undercut the rulers' absolute authority, forcing them to seek alliances with other high-ranking kuo-toa to ensure continued rule. Nonetheless, given the widespread insanity and a society structured to prevent the removal of those unfit to hold office, many kuo-toan communities suffer under their leaders' madness.

Blibdoolpoolp, the Sea Mother, is an evil goddess of the Elemental Plane of Water. She is usually depicted as a comely human female with the head and claws of a lobster. Her representation may suggest either her origins or her ambitions.

Any tradition of wizardly pursuits among the kuo-toa has long been lost, and magic is concentrated among the clerical elite. As such, while the kuo-toa have created many magical items and prayers, such manipulations of the Weave are governed by Blibdoolpoolp's ethos. Most dweomers crafted by the gogglers relate to their ancestral origins in the seas above, and include shells, pearls, coral, and the like as material components.

Kuo-toan communities center around communal pools, a tradition believed to harken back to the race's ancestral residence in the tidal pools of the world above. Pools and channels are used for relaxation, transportation, spawning, and rearing fingerlings. Freestanding buildings are few, as gogglers prefer to employ the central cavern as a communal gathering place, market, and temple, with individual residences carved into cavern walls. Some pools are covered with great glass domes, but most are left open. Statues of the Sea Mother are common, especially atop ziggurats reminiscent of those built by the ixzan. The largest pyramids are typically built in the centers of shallow pools encircled by great stone steps that serve as both stairs leading down into the pool and great amphitheaters on which the adults of the community can assemble to observe unholy rites. Kuo-toan architecture retains marine elements, with shells and shell designs used throughout and blue-green gems embedded in valuable objects. Kuo-toan artisans labor to embed alien thought patterns in the whorls of such shell motifs. Anyone staring long at kuo-toan architecture is said to risk madness.

Kuo-toa range far afield from their settlements, and are often encountered in the wild Underdark tunnels. Warrior patrols goaded by whips are frequent near kuo-toan com-



munities. Pilgrims travel to distant temples of the Sea Mother both to sacrifice and trade with other races. Elite companies of kuo-toa sometimes travel to the surface world to seize or trade for slaves, sacrifices, shells, and pearls. Gogglers are superb fishermen, diving deeply to gather mollusks, crabs, and fish, and they often cross another race's territory to do so. While gogglers prefer a diet of flesh, they also raise fields of kelp and fungi for food. Such fields, lit by strange phosphorescent fungi, are tended by slaves and kuo-toan overseers. While the kuo-toa are poor miners, they often employ slaves to mine mineral ores from promising veins. They prize every blue-green gem or pearl discovered, but otherwise gladly part with jewels in exchange for slaves, food, weapons, shells, or pearls. The kuo-toa also mine seabeds for shells, pearls, and other sacred relics.

Kuo-toa hate most other Underdark races and generally loathe all surface dwellers. This feeling is shared by other races, for the kuo-toa indiscriminately seize others as slaves and/or sacrifices. Nevertheless, gogglers willingly trade with most other races who provide useful goods and services, even drow and humans. Illithids and their allies, however, are attacked on sight, and many kuo-toan communities have running hostilities with neighboring mind flayers, including frequent kidnappings and skirmishes.

## Svirfneblin

The svirfneblin, also known as "deep gnomes," are deep-dwelling neutral good gnomes. Svirfneblin are slightly smaller than their rock gnome cousins, but their thin, wiry, gnarled frames are just as strong.



Svirfneblin have rock-colored skin ranging in hue from medium brown to brownish gray, and their eyes are gray. Male svirfneblin are completely bald, while female deep gnomes have stringy gray hair. All svirfneblin have the innate ability to cast *blindness*, *blur*, and *change self*. Deep gnomes radiate *nonetection*, have superior infravision, and possess natural detection abilities regarding stonework. Svirfneblin have some amount of magic resistance. Many elite deep gnomes have skill with illusions, while others can summon earth elementals to serve them.

While some nongnome sages claim that the Forgotten Folk are the creation of Netherese arcanists seeking to create a race of perfect servants, careful scholars note the existence of gnome artifacts long before the "appearance" of the Forgotten Folk during the Silver Age of Netheril.

Gnome folklore holds that the first gnomes were born from gems discovered by Garl Glittergold, the head of the gnome pantheon, in a fashion similar to that ascribed to the gods themselves. The Watchful Protector discovered a sealed cavern whose walls and ceiling were studded with countless gems in veins of valuable ore. After Garl polished the gems and breathed on them, the jewels opened to release the first gnomes. Before leading them into the world, Garl bequeathed laughter and mischievousness to the newly born race by telling them a joke from his endless stock. Those who were born of diamonds dwelt beneath the surface and became rock gnomes. Those born of emeralds dwelt amid the great trees and became forest gnomes. And those born of rubies wandered deep into the heart of the earth and became svirfneblin.

Deep gnomes have long dwelt in the upper and middle reaches of the Underdark, wherever veins of gemstones, particularly rubies, are found. While deep gnomes have never dominated vast swaths of the Underdark, they are difficult to dislodge and can dwell in close proximity to rival enclaves of mutually hostile races without being driven out or enslaved. Most svirfneblin live beneath northern Faerûn, particularly in the vicinity of the Buried Realms beneath Anauroch, although not directly under the Great Sand Sea.

Svirfneblin maintain strong familial and clan relationships. Deep gnome clans are more closely allied and less structured than their dwarven equivalents. Like the Stout Folk, svirfneblin are traditionally ruled by hereditary monarchies, although deep gnomes have not been forced to abandon this form of governance as quickly as the Stout Folk. Svirfneblin kings rule primarily through consensus, with the advice of a council of elders. Svirfneblin communities are largely self-governing, for deep gnomes feel strong loyalty to their kinfolk and a keen sense of duty to their community. In the wilds, respected and powerful burrow wardens work to ensure the safe return of deep gnome mining and trading parties who brave the dangers of the Underdark to acquire prized gems and jewels.

Deep gnomes worship Callarduran Smoothhands first and foremost, but they venerate the entire gnome pantheon, including Baervan Wildwanderer, Baravar Cloakshadow, Flandal Steelskin, Gaerdal Ironhand, Garl Glittergold, Nebelun, Segojan Earthcaller, and, by nature of the threat he embodies, Urdlen. Both svirfneblin priests and wizards are particularly skilled in magic relating to illusion, earth, and stone. Svirfneblin are believed to have developed a powerful method of spellcasting related to rubies and other gems, but details are even scarcer than for dwarven runecasters.





Svirfneblin dwell in great cities of closely connected tunnels, buildings, and caverns. Such cities are often carved out of solid bedrock by intrepid deep gnome miners, and access to communities is restricted to highly guarded entrances and exits. Deep gnomes, like dwarves, exploit three-dimensional spaces and rarely think in terms of flat topography. Their burrows tend to be simple structures with a small number of rooms and open windows to the city at large. While some svirfneblin communities favor smooth stone and rectangular construction, others favor abstract designs with rounded corners and undulating patterns in the rock face not unlike hardened clay.

Although svirfneblin actively patrol their domains with well-armed and armored bands of warriors led by burrow wardens and accompanied by one or more illusionists, such military activity is less common than that of dwarves or drow. The deep gnomes trust more in their defensive fortifications than do other races. Although a deep gnome community usually constructs its enclave in its first worked-out mine, it quickly leaves a tapped mine behind. As such, svirfneblin communities are typically surrounded by a number of worked-out mines. Like dwarves, the Forgotten Folk leave far less evidence of their diggings than do the various mining surface races.

Svirfneblin prize stealth, cleverness, and tenacity as skills that enable them to thrive in the Underdark. As a result, deep gnomes have little liking for the cruel societies prevalent throughout the Underdark, and they harbor hatred for draw, illithids, and kuo-toa. Nevertheless, deep gnomes trade both information and goods with other races, particularly those with extensive trading networks such as the drow. Svirfneblin do forge strong alliances with shield dwarves in some situations, but such relationships are initially fraught with tension, as both races are naturally suspicious.

## Other Races

### Anguiliians

Anguiliians are deep-dwelling lawful evil relatives of the sahuagin, resembling a cross between a man and an eel. While most anguiliians live in the sunless depths of the ocean, few have made their way into the flood tunnels of the Underdark that open to the Abyssal trenches of the Sea of Fallen Stars and the depths of the outer oceans.



### Bainligor

The bainligor are small, flightless bat people of neutral evil alignment who undergo a series of magical transformations as they age. Bainligors have a primitive tribal culture and are found in the southern reaches of the upper Underdark, particularly beneath the Chultan peninsula. Elder bainligor are undead creatures known as Revered Ones. Legends speak of Deep Tribes, composed only of Revered Ones, who hunt in great packs through the deeper reaches of the Underdark.

### Bi-Nou

The bi-nou are living rocks believed to have been created by the drow in ages past. These animate craggy columns are of chaotic evil alignment and live in damp, drafty caverns in the northwestern reaches of the upper Underdark in small family groups. The bi-nou have been known to ally with the drow and are sometimes hunted by the duergar as building materials.

Close relatives of the bi-nou include rockworms and rocklords, the latter also known as "lords of stone," both of whom appear as stone snakes with arms.

### Blue Ring Octopi

Blue ring octopi are very intelligent, shy, neutral good octopi who dwell in the cracks and crevices of the Underdark's oceans, constantly struggling to escape the notice of more powerful aquatic races. Blue ring octopi are covered with hundreds of blue circles, have large golden eyes and a greenish-brown beak, and can change their skin color from dark grayish brown to dirty white, similar to other species of octopi in surface saltwater oceans.

A few blue ring octopi have rings of oxblood red. These red shamans can cast priest spells, although no one knows what deity they venerate.

### Chitines

Chitines are another race believed to have been created by the drow. These small, four-armed, web-spinning, chaotic evil humanoids resemble a cross between humans and giant spiders. Chitines venerate Lolth but plot to overthrow the drow. They are found in small numbers in the northern reaches of the upper and middle Underdark, with the greatest concentration located in the general vicinity of the drow city of Ched Nasad, hinting toward the source of their ancestry.

Choldrith are chitine priestesses. They are completely hairless, with dark, charcoal-gray skin. Larger than their kindred, they have smaller, almost negligible mandibles. The silver-white eyes of chitine priestesses are not multifaceted, and they have long, pointed ears resembling horns.





## Dao

Dao are neutral evil genies native to the Elemental Plane of Earth who sometimes establish settlements in the Realms Below. Dao are fierce opponents of the dwarves, pech, and thaalud, and they often battle those races over particularly valuable veins of ore and gems. Dao exist in small numbers throughout the Underdark, but most sightings are concentrated in the upper and middle Underdark beneath the southwestern corner of Faerûn.

## Dark Creepers

Dark creepers, and the closely related governing subrace known as dark stalkers, are chaotic neutral humanoids. They live in small villages throughout the upper and middle Underdark south of the Sea of Fallen Stars and east of the Shining Sea. Dark creepers are believed to subsist by consuming magic, and may draw their nourishment in part from the pockets of radiation found through the Underdark. Given that the drow and other powerful races compete for control of such sites, it is no wonder that dark creepers are more a nuisance than a threat. However, their penchant for acquiring small magical items is the bane of many inveterate explorers.

## Dire Corbies

Dire corbies are huge, black, bipedal birds common in the southern reaches of the upper Underdark. Believed to have descended from the avian creator race that also spawned the aarakocra, these neutral evil subterranean bird men were driven nearly to extinction in a centuries-long war with giant bats.

## Dopplegangers

Although most commonly found in the Lands of Light, small groups of these neutral shapeshifters are found throughout the Realms Below, acting as parasites on more powerful Underdark races.

Greater dopplegangers, neutral evil kin of their lesser brethren, live primarily in the northwestern Underdark in the vicinity of Waterdeep, although it is not known if there is a link between the subspecies and the City of Splendors.

## Dragons

The magnificent wyrms who soar through the skies of Faerûn are also found in the tunnels beneath, particularly in the upper Underdark. Deep dragons, sapphire dragons, and shadow dragons are the most commonly encountered breeds, but black dragons, bronze dragons, gold dragons, mist dragons, white dragons, and rarer breeds also turn up. Deep dragons are most commonly encountered in the

upper and middle Underdark near drow cities. Sapphire dragons are most often encountered in the middle Underdark, far from the enclaves of other dragons, aboleth, drow, dwarves, and illithids, all of whom they fiercely fight for territory. Shadow dragons are most often encountered in the deepest reaches of the lower Underdark, where ties to the Demiplane of Shadow are strongest.

More than one dracolich created by the Cult of the Dragon has retreated into the Underdark to escape its masters, and the Followers of the Scaly Way have begun to approach deep-dwelling wyrms with word of Sammaster's teachings.

## Gaunds

Gaunds are gray-green reptilian creatures of neutral alignment with three glowing red eyes. Distantly related to troglodytes and lizardmen, they are believed to be descendants of the sauroid creator race. Although sentient, gaunds resemble large lizards and spend most of their time on all fours. They are omnivores who dwell in small colonies in dry, fiery caverns. Gaunds are most prevalent in the vicinity of volcanic activity, and are typically found in the upper reaches of the Underdark near active volcanoes. Gaunds are still found in sizable numbers beneath the Smoking Mountains and Black Ash Plain of southern Unther, but the once populated colonies in the Lake of Steam region have been driven to near extinction by the beholders of the Alimir Hive and the drow of Guallidurth.

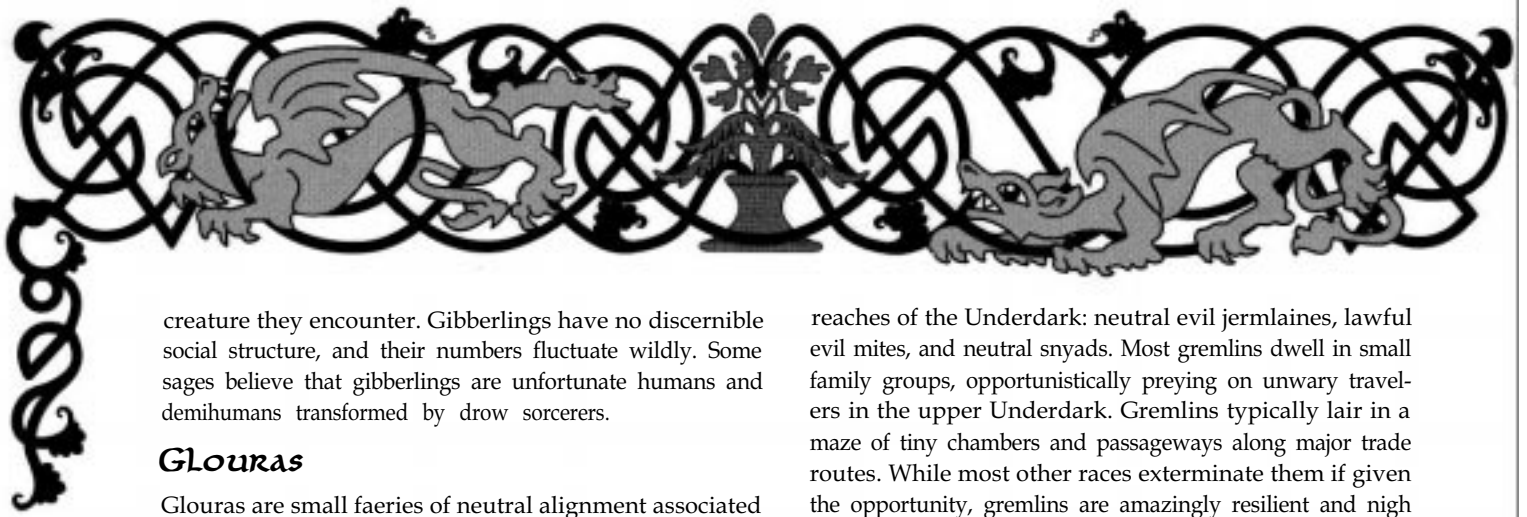
## Giants

Reminiscent of humongous humans, two breeds of giants are commonly found in the Underdark. Fomorian are grossly deformed humanoid behemoths. This neutral evil giant subspecies sometimes lurks in mountainous regions of the surface world, but most fomorians have been driven into the lightless tunnels of the Underdark. Clans of fomorian giants are found primarily in the northern upper Underdark beneath the great mountain ranges.

Stone giants are muscular behemoths with smooth, gray, hairless flesh and a great affinity for stone. While most of these neutral giants dwell in the great mountain ranges of Faerûn, many tribes now dwell in the upper reaches of the Underdark, particularly in the south and east.

## Gibberlings

Gibberlings are small, pale, hunchbacked humanoids of chaotic neutral alignment with canine ears, black manes, black, shining eyes, overly long arms, and hideous, grinning faces. Found, throughout the upper reaches of the Underdark, these carnivores madly swarm and attack any living



creature they encounter. Gibberlings have no discernible social structure, and their numbers fluctuate wildly. Some sages believe that gibberlings are unfortunate humans and demihumans transformed by drow sorcerers.

### **Glouras**

Glouras are small faeries of neutral alignment associated with the Unseelie Court. Found throughout the upper reaches of the Underdark, they have huge, mothlike wings, long fingers, sharp claws, and a mass of dark claws. Although some believe the glouras to be messengers of Eilistraee the Dark Maiden, that seems unlikely, given their ties to the Queen of Air and Darkness.

### **Goblins**

Although the various races of goblins are most common in the Lands of Light, numerous tribes have been driven into the upper reaches of the Underdark and then been enslaved by the various races that dwell below.

Goblins are small, lawful evil humanoids with flat faces, broad noses, pointed ears, wide mouths, and small, short fangs. Bugbears are giant, hairy, chaotic evil cousins of goblins. Hobgoblins are lawful evil bulky humanoids with hairy hides ranging from dark reddish brown to dark gray. Koalinths are a marine variety of hobgoblin with gills, webbed fingers, and webbed toes. Norkers resemble their hobgoblin cousins but are chaotic evil. They are hairless, have tough, leathery skin, and have two large canines protruding from their upper lips.

While bugbears, goblins, and norkers are relatively common throughout the Realms Below, hobgoblins and koalinths are much rarer for reasons not yet understood.

### **Grell**

Grell are fearsome, neutral evil carnivores resembling giant brains with vicious beaks and ten dangling tentacles. Like beholders, grell are believed to have reached Abeir-Toril on great spelljamming ships before making their way into the upper reaches of the Underdark, particularly in the northeastern reaches of Faerûn. While a few grell are solitary rogues, the majority dwell with their fellows in small cavern complexes, hunting the surrounding territories till they are exhausted of prey and then moving on. Grell communities are known as hives, and members of such enclaves are divided into three castes: workers/soldiers, philosophers, and patriarchs.

### **Gremlins**

Gremlins are small goblinoids often mistaken for imps. Three varieties of gremlin make their homes in the upper

reaches of the Underdark: neutral evil jermlaines, lawful evil mites, and neutral snyads. Most gremlins dwell in small family groups, opportunistically preying on unwary travelers in the upper Underdark. Gremlins typically lair in a maze of tiny chambers and passageways along major trade routes. While most other races exterminate them if given the opportunity, gremlins are amazingly resilient and nigh impossible to completely eliminate.

### **Grimlocks**

Grimlocks are powerfully built, neutral evil humanoids in the northern and central reaches of the upper Underdark near caverns that open to the mountainous regions above. Grimlocks have thick, scaly gray skin and long, black, filthy hair. Their teeth are white and extremely sharp, and their eyes are blank white orbs. Tales speak of tribes of primitive humans who have dwelt overlong in the tunnels of the Underdark, and grimlocks are said to be their descendants.

### **Kobolds**

Kobolds are short, lawful evil humanoids with scaly hides that range from dark, rusty brown to rusty black, and non-prehensile, ratlike tails. Although kobolds are little more than pests in the Realms Above, competing with gnomes for food and living space, in the Underdark they are a major threat. Kobolds can quickly strip a region of resources if their numbers remain unchecked. The more powerful races of the Underdark enslave many kobolds; they are used primarily as front-line troops in the initial skirmishes of any war.

Urds, relatives of kobolds with leathery, batlike wings, are largely unknown in the Underdark. A few tribes were once found dwelling in great chasms beneath the earth, but most have fallen victim to more powerful competitors such as cloakmakers and beholders.

### **Mongrelmen**

Mongrelmen are grotesque, lawful neutral humanoids between five and seven feet tall. No two look alike, since all mongrelmen descend from wildly mixed racial stock, including bugbear, bullywug, dwarf, elf, gnoll, hobgoblin, human, ogre, and orc blood, among others. They are ashamed of their appearances, and usually try to conceal their bodies from strangers.

Excelling at theft and camouflage, mongrelmen congregate in ruins or small shanty-towns. In the Underdark, they live near the surface, where they can more easily scavenge or steal materials for their communities. These underground settlements usually connect to the surface in numerous



places, providing easy escape. However, the Underdark is so filled with dangers that despite the creatures' best efforts, mongrelman settlements are usually short-lived affairs, attacked by hungry monsters or slave traders before they have much time to establish themselves.

Survival is the greatest goal of mongrelmen, and patience is their strongest suit. As a result, many that are taken into slavery remain there calmly until freed by outside forces. Though patient and generally peaceful, they are capable of violence for self-defense or when ordered by their masters to attack. Mongrelman music and language consists of animalistic grunts and howls, although a pidgin Common can be detected behind the animal cries.

### **Orcs**

Orcs are lawful evil humanoids with gray or green skin, coarse hair, a slightly stooped posture, a low, jutting forehead, canine teeth, and a snout instead of a nose. Despite their prevalence across Faerûn, particularly in the abandoned dwarf holds of the North, orcs are far less common in the Underdark than one might expect. However, neutral evil orc-quaggoth crossbreeds, known as boogins, are growing in number throughout the upper reaches of the far northern Underdark as well as beneath the great forest of Cormanthyr.

Since the destruction of Hellgate Keep, a new breed of chaotic evil tiefling-orcs known as tanarukka have been growing in number in the upper reaches of the Underdark west of the Buried Realms beneath Anauroch in the tunnels once claimed by the dwarves of Ammarindar.

### **Pech**

Pech, also known as rock children, are a race of small, neutral good humanoids from the Elemental Plane of Earth. They sometimes make their way into the deepest reaches of the lower Underdark to mine rich veins of ore and work the surrounding stone. They are very thin, with long arms and legs and broad hands and feet. Their flesh is nearly as hard as granite, colored pale and yellowish with red or reddish-brown hair. Their eyes are large and have no pupils. Pech often compete with dao, the various dwarven races, and thaalud for raw materials, but these elemental earthkin are otherwise left alone by the other races they encounter.

### **Phaerzimm**

Phaerimm are a race of powerful sorcerers whose mastery of the Art is sufficient to rival that of the Chosen of Mystra. They resemble upright cones, their widest part uppermost, and the point ending in a barbed stinger tail. Phaerimm were largely responsible for the fall of Netheril and the

spread of Anauroch to cover once-fertile land. The efforts of the sharn confined the phaerimm beneath Anauroch, although a few individuals are believed to have escaped the magical prison confining the rest of the race or perhaps were caught outside the barrier when it was erected. Rumors of phaerimm activity involve both the Twisted Rune and the ruins of Myth Drannor.

### **Quaggoths**

Quaggoths, also known as deepbears, are powerful, neutral humanoids resembling bears with long, shaggy, white hair covering their entire bodies. Although many quaggoths are enslaved by the drow as guards and spider handlers, free-roaming bands of nomadic hunters still exist. Quaggoth tribes are most common in the far northern reaches of the upper Underdark, although drow slave traders have spread small groups throughout the upper and middle Underdark. Some sages claim that quaggoths were once a semicivilized race that dominated the Underdark through conquest and ritual sacrifice until the drow, duergar, and other interloper races broke their power. Others speculate they had some sort of surface civilization but were driven underground by surface-dwelling dwarves and elves.

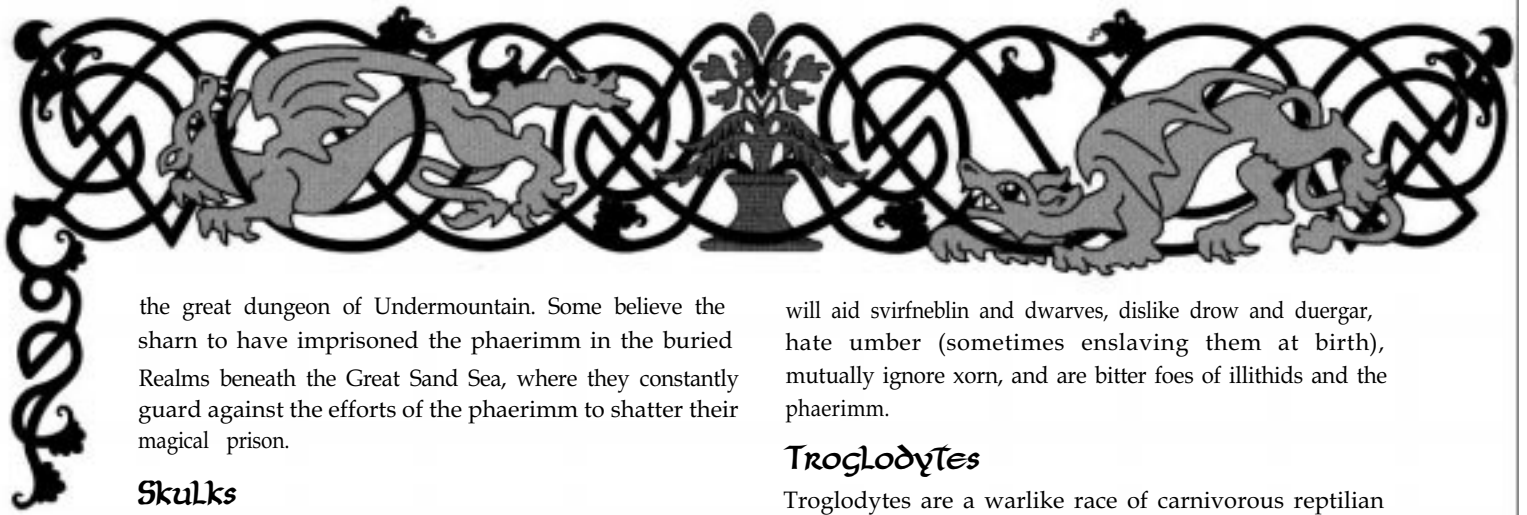
### **Ropers**

Ropers resemble pillar-shaped rock outcroppings with a single yellow eye, a carnivorous maw ringed with sharp teeth, and small bumps covering their bodies. Each bump can shoot out strong, sticky strands. Although most ropers hunt alone throughout the Underdark, clusters of ropers have been seen in certain caverns along well-traveled tunnels in the northern and central reaches of the upper Underdark.

Roper relatives include storopers, which have a stonier, less flexible exterior and tentacles that are always extended at least 20 feet; ghauropers, giant ropers with magical powers believed to serve the dark power Ghaunadaur; and urophions, illithid-roper crossbreeds, as noted above.

### **Sharn**

Sharn are curious, chaotic neutral creatures who appear as glossy black teardrops of amorphous flesh, studded with many tiny eyes and surrounded by a nimbus of purple light. Some sharn are powerful spellcasters, and all can create miniature ethereal windows through which they can extend one of their three tri-handed arms or one of their three fanged maws. Sharn dwell with other members of their large families or clans throughout the upper reaches of the Underdark, particularly in the Northdark. This mysterious, whimsical, spellcasting race is sometimes encountered in



the great dungeon of Undermountain. Some believe the sharn to have imprisoned the phaerimm in the buried Realms beneath the Great Sand Sea, where they constantly guard against the efforts of the phaerimm to shatter their magical prison.

### **Skulks**

Skulks are a cowardly, chaotic evil race of humanoids with the chameleonlike ability to blend into any background. Skulks resemble completely hairless humans. They are elflike in stature, with graceful limbs, soft facial features, and pink eyes, but their ears are not pointed. Skulks are fairly common in the upper and middle reaches of the Underdark beneath Calimshan, Tethyr, the Land of the Lions, and the Lake of Steam. They are believed to be descendants of human slaves in the drow city of Gualdirth who were led to freedom by an avatar of Ibrandul, the Skulking God, and then transformed into their current state.

### **Thaalud**

Also known as “tomb tappers” for their habit of burrowing up to plunder tombs and temples, thaalud appear as tall, naked, sexless, hairless humanoids with hard, smooth, blue-gray skin. Their claws can dig through solid rock, and great toothed mouths sit in their bellies. Their featureless heads earn them the nickname “the faceless.”

Thaalud turn to stone when slain, leading sages to believe they were created originally from rock. They hold both magic and earth elementals to be sacred and are very long-lived. Tomb tappers were created during the Shadowed Age of Netheril to seek the source of the drain on magic that was spreading across the land. Thaalud are found in the northern reaches of the upper and middle Underdark, particularly in and around the Buried Realms beneath Anauroch. Thaalud

will aid svirfneblin and dwarves, dislike drow and duergar, hate umber (sometimes enslaving them at birth), mutually ignore xorn, and are bitter foes of illithids and the phaerimm.

### **Troglodytes**

Troglodytes are a warlike race of carnivorous reptilian humanoids who dwell in natural subterranean caverns in the upper reaches of the Underdark, particularly in the South. They stand about six feet tall, covered in roughened leather scales, and have a toothy lizardlike head. Troglodytes are natural chameleons, but grayish brown is the most common skin color. Troglodytes secrete an oil that saps strength from humans and demihumans. These chaotic evil lizards are believed to be descendants of the sauroid creator race. Once spread throughout the Realms Below, they have gradually been supplanted by more vigorous and powerful races and are now a minor power.

Tren are a chaotic evil crossbreed of troglodytes with the largest, strongest, vilest members of the lizardman race. Tren, who live in loose-knit clans, hate all warm-blooded creatures, but reserve special animosity for dwarves, who often fight them for subterranean water supplies. While not numerous anywhere, tren are most commonly found in the upper reaches of the Underdark beneath the Mhair and Black Jungles.

### **Vankha**

Varkha are brutal, subterranean, lawful evil lizardmen dwelling in closeknit tribes in moist caverns in the deepest reaches of the lower Underdark. Varkha are skilled hunters with large, photosensitive eyes set on the sides of their heads, much like frogs. They possess a connective layer of webbing beneath their armpits that facilitates swimming in underground lakes and rivers.







# Northern Cities



ities of the northern Underdark are closely tied in trade and in mutual dislike. The drow are a powerful force here, controlling two major cities along with several minor ones scattered about. Each drow city is a constant threat to their neighbors and, subtly, to each other.

The northern Underdark also holds one of the few good-aligned Underdark cities, Blingdenstone. Currently being considered for membership in the Alliance of Silvermoon, the Blingdenstone gnomes will likely need the alliance. They live in close proximity to Menzoberranzan and the duergar city of Gracklstugh. While the drow and duergar generally ignore the gnomes, both have recently rediscovered them as a potential target.

Over to the east, Ched Nasad uses its wizards along with its priests to fight opponents in every direction. Meanwhile, the illithids of Ch'Chitl work secretly beneath Skullport on their own plans for domination. Tensions continue to rise in the northern Underdark, and a potential war would spill out onto the surface like a living volcano.

## Blingdenstone

### The City of Speaking Stones, Upper Reaches

Blingdenstone, also known as Blindingstone, is a city of svirfneblin deep beneath the mountain known as Firstpeak. (Once known as Ironstar Mountain, Firstpeak is north-northwest of the village of Settlestone and north of the River Surbrin.) The city has long been isolated with few ties to other Underdark settlements; more than two thousand years passed after Blingdenstone's founding before the first drow entered the svirfneblin city.

Only in the past decade has Blingdenstone emerged from its traditional isolation to forge ties in the Realms Above, particularly with the dwarves of Mithral Hall. Much of Blingdenstone's isolationist culture is shaped by the proximity of the drow city of Menzoberranzan, some forty-five miles to the east and north. The continued existence of the deep gnomes is due partly to their ferocious defense and partly to the city's role as a focal point for drow hatred. Blingdenstone's existence facilitates the efforts of the drow House Baenre to keep the fractious noble houses in line. Blingdenstone has only been abandoned once, for a few weeks in autumn of the Year of Shadows (1358 DR), when a drow army from Menzoberranzan passed nearby on its way to Mithral Hall.

### History

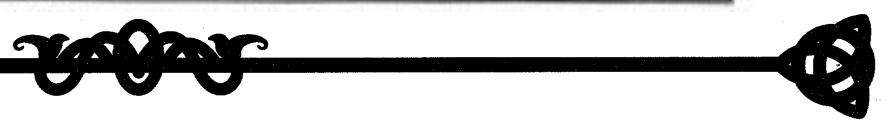
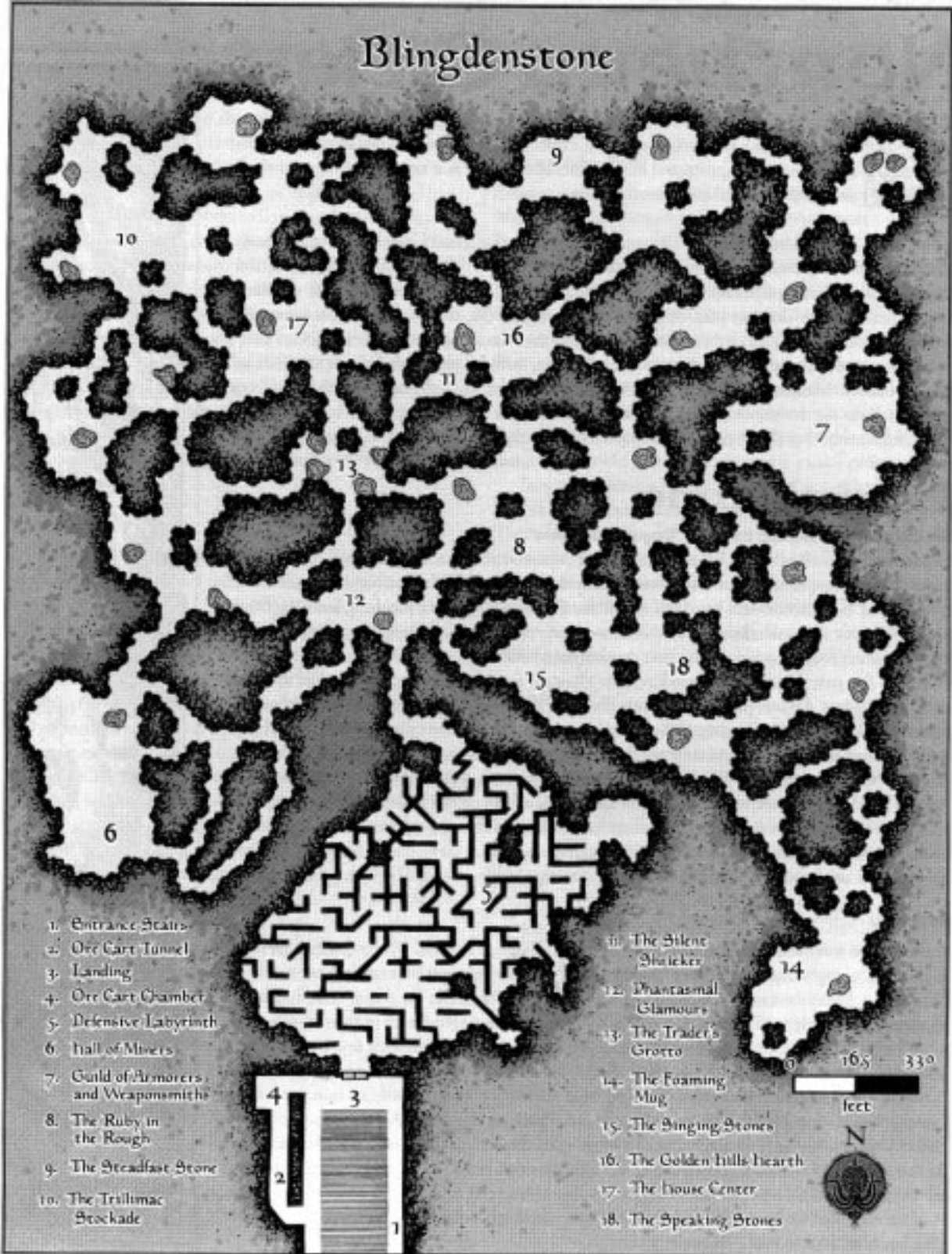
Blingdenstone was founded more than two thousand years ago in -690 DR by svirfneblin fleeing phaerimm expansion. The deep gnomes established their settlement despite its close proximity to Menzoberranzan, lured by the rich veins of arandur (a metal that holds its sharpness particularly well), iron, and rubies. Led by an enduring dynasty of twenty-one successive kings, Blingdenstone developed into a self-sufficient city-state with few ties to other Underdark realms, let alone the surface world. Ever wary of the drow to the east, the svirfneblin lived in relative safety, venturing from their cozy warrens only to mine ore and, on rare occasions, trade with otherwise hostile races such as the drow and the duergar.

Blingdenstone's long isolation came to a close with the arrival of Drizzt Do'Urden, a renegade drow noble of Menzoberranzan, in 1338 DR after ten years of self-imposed exile in the Underdark. The admittance of the drow renegade and his brief residence therein marked the end of centuries of isolation for the deep gnomes, although none could have predicted the events his brief visit would eventually entail.





# Blingdenstone







and metal doors were a singular structure, a community sheltered from the omnipresent dangers of the Underdark.

Most homes in Blingdenstone are sparsely furnished, open-faced, functional dwellings of one or two rooms. Typical furnishings include a stone table and stools, several shelves of pots and jugs, and a fire pit. Bedchambers, often carved into the cavern walls behind a dwelling, are strung with hammocks for each inhabitant, but are otherwise empty except for small stone coffers containing a few personal effects. Closed doors and windows are rare, for most svirfneblin prefer not to shut themselves off from the warm embrace of communal life.

## Population

For over two millennia, Blingdenstone has been inhabited only by svirfneblin, with the city's great gates holding the Underdark at bay. For centuries the population has hovered around twelve thousand, with much smaller groups of emigrants departing every century or so to found their own settlements elsewhere in the Underdark. The deep gnomes of Blingdenstone are understandably suspicious of outsiders, for the Underdark is hostile, unforgiving of charity or trust. Nevertheless, the svirfneblin are warm, kindhearted, and accepting of each other. If an outsider wins their confidence, he or she is welcome in the community.

In a marked departure, a handful of dwarven emissaries from Mithral Hall have been permitted to reside within the City of Speaking Stones for the past decade, a first tentative step toward confederation and integration with the settlements that make up Luruar. As such, the inhabitants of Blingdenstone remain almost entirely deep gnomes. However, a small fraction—less than 1%—of the populace consists of shield dwarves. That percentage can be expected to grow over time and possibly even come to include a few humans if Blingdenstone is admitted to the Alliance of Silvermoon.

## Rulers

Blingdenstone is ruled by King Schnicktick (LG male svirfneblin F9), the twenty-first hereditary monarch of the Royal House of Sonndersong, and Queen Fricknarti (NG female svirfneblin F8/I119), his wife. As in all aspects of svirfneblin society in Blingdenstone, governance is strictly divided between the sexes. The king and his advisory council of seven male deep gnome elders oversee Blingdenstone's mining operations, defenses, and contact with the outside world, while the queen and her advisory council of seven female deep gnome elders govern food production and day-to-day life of the city. In both cases, although Blingdenstone's monarchs have absolute authority over

their respective areas of responsibility, they usually seek a consensus among their councilors before issuing any decrees. Each councilor in turn is responsible for one specific area of governance. For instance, Councilor Firble, who was slain in the Battle of Keeper's Dale, served as Blingdenstone's chief of covert security. King Schnicktick and Queen Fricknarti have two sons and two daughters. The heir to the throne is Crown Prince Marktarn (LG male svirfneblin F6/I116).

Lawbreakers are rare, but not entirely unknown. Criminal accusations are adjudicated by the king or queen in consultation with their councils, depending on whether the alleged offense occurred in or out of the city and whether the offender is a guest or a native. Punishments range from shunning (a serious rebuke in such a tightly knit community) to incarceration, banishment, or execution. The guiding tenets of all such punishments include ensuring the security of the community and rehabilitating the offender. When banishment is called for, the condemned is given sufficient supplies and arms to ensure a reasonable chance of survival in the wilds. An individual judged to be a security threat is never banished.

### Most Honored Burrow Warden Belwar Dissengulp:

This svirfneblin hero is one of the most respected deep gnomes in Blingdenstone, and chief among King Schnicktick's councilors. Many years ago Belwar (NG male svirfneblin F11) lost both hands to the blade of Dinin Do'Urden, brother of Drizzt Do'Urden, but svirfneblin artisans fashioned him marvelous replacements of pure, enchanted mithral. A block-headed hammer etched with intricate, fabulous runes and carvings caps his right arm, while a two headed pickaxe engraved with similar runes and carvings adorns his left arm. Belwar can activate the enchantments in both appendages with a cry of "*Bivrip!*" Thereafter Belwar's mithral "hands" strike with a +3 magical bonus to hit and damage, and can burrow a passage through stone large enough to walk through at a rate of 4 inches per round.

The Most Honored Burrow Warden is the chief voice on the Council of Blingdenstone for strengthening ties with surface allies. Belwar is nearly two hundred years old and strongly committed to living in Blingdenstone, despite the threat of Menzoberranzan. His most frequent utterance is "*Magga cammara,*" which translates as "By the stones."

**Councilor Krieger:** As burrow warden, Krieger (CG male svirfneblin F9/I117) was well known for his knowledge of the Underdark and the dangerous creatures in it. His skills serve him well in his current position, as the war with Menzoberranzan has only heightened the long-term threat to Blingdenstone's security. The drow undoubtedly harbor





thoughts of revenge, and the neighboring city of deep gnomes is an obvious target. Although willing to admit when he is wrong or uncertain, Councilor Krieger is highly independent, even for a former burrow warden, and given to unorthodox strategies.

### Defenders

As in most svirfneblin communities, defense falls to the male population, with the armed forces answering directly to the king. All adult males are members of the military, even those blocked from active service due to infirmity. Within the city, female deep gnomes serve as constables under the queen's authority, working individually to maintain order in daily life. Given the harmonious culture, disputes are rare; usually no more than twenty constables are on duty at a given time.

Whether soldiers are on guard duty, on patrol, or escorting a mining expedition, Blingdenstone's military follows strict hierarchical lines. Common soldiers have 3+6 Hit Dice and abilities equal to a 3rd-level warrior. Each group of four soldiers is led by an overseer with abilities equal to a 4th-level warrior. Overseers are grouped in quartets under the command of a burrow warden (with abilities equal to a 6th-level warrior) and his two assistants (equal to 5th-level warriors).

The number of burrow wardens in Blingdenstone fluctuates, but the total has not dropped below two hundred for centuries. Burrow wardens operate autonomously, although they answer directly to the king and his council. Only burrow wardens may mount expeditions outside the city. In the case of large expeditions, a senior burrow warden is joined by one or more junior burrow wardens who defer to his authority and combine their troops. Male priests and illusionists are also expected to defend the city, both as common soldiers and officers. Although no special status accrues to those with clerical or wizardly talents, commanders make tactical use of their skills.

Blingdenstone's defenders concentrate their efforts at the great gates at the front of the city. Half a dozen elite warriors (4th level or higher) stay on the landing outside the city's gate at all times. These guards greet returning patrols and mining expeditions, observe the progress of attackers fighting up the great stairway, and provide the city's first line of defense. Inside the gates, in the entrance cavern that houses the city militia, three hundred or more svirfneblin stand guard at all times, each soldier well versed in the chamber's defensive fortifications. When tensions rise with Menzoberranzan, this number is typically tripled. When an attack is expected, fully fifteen hundred deep gnomes gird for war at the gates.

In the city's immediate environs, patrols typically consist of a single burrow warden and his troops. In times of war or when patrols venture unusually far afield, numbers are doubled or tripled. The ever-present threat of Menzoberranzan transforms all mining expeditions into military operations. Mining never commences before the burrow warden is satisfied with his defensive fortifications. Once mining begins, at least half of the svirfneblin guard while their comrades dig. In addition, patrol activity in the vicinity increases for safety.


Of particular note is a weapon unique to Blingdenstone's defenders. A nooker is a flat club resembling a beaver's tail, with a short handle on the narrow end and the wide end curled over at a sharp angle. The weapon is mostly smooth, with one serrated edge. The flat edge can knock a humanoid unconscious with a carefully placed blow to the spine, while the serrated edge can sever a backbone if similarly applied. In game terms, a nooker acts as a club, causing 1d6 points of damage to size S or M creatures and 1d3 points of damage to size L or larger creatures. Nookers weigh 3 pounds, are of medium size, and are considered to be bludgeoning or slashing weapons, depending on the edge used, with a speed factor of 4. If a player rolls a natural 20 on the attack roll, the character has "nookered" the target: The blow from the flat edge causes damage as normal, the serrated edge causes another 2d6 points of damage, and in addition the target is stunned for 1d6 rounds.

**Brickers:** One of the senior active burrow wardens, Brickers (NG male svirfneblin F8) has long been a close friend and admirer of Most Honored Burrow Warden Belwar Dissengulp. Long ago Brickers served on a mining expedition with Drizzt Do'Urden and Belwar Dissengulp, and his exposure to the renegade drow caused him to rethink his inborn suspicion of outsiders. As such, Brickers remains committed to improving relations with surface dwellers, going so far as to include visiting shield dwarves when calling together a mining expedition.

**Pumkato:** One of the youngest burrow wardens in Blingdenstone's history, Pumkato (NG male svirfneblin F7) rose to his current position of burrow warden in the Year of the Prince (1357 DR). As a fledgling and pledgling, Pumkato played with Guenhwyvar, Drizzt Do'Urden's panther companion, and, while leading a mining expedition, recognized the cat as she accompanied Catti-brie in pursuit of the drow ranger. Pumkato has strong affinity for the earth and stone, even for a svirfneblin. Although more conservative and cautious than Seldig, his childhood friend, Pumkato hears changes in the tenor of the stones, and is part of the youthful vanguard that seeks to open Blingdenstone to its allies above.







**Seldig:** Rising almost as fast as his lifelong friend Pumkato, Seldig (NG male svirfneblin F6/I116) assumed the position of burrow warden in the Year of the Helm (1362 DR). Seldig played with Guenhwyvar as a youth and recognized her with Catti-brie when she followed Drizzt Do'Urden into the Underdark. Seldig retains his sense of wonder and adventurous spirit, nurtured by his childhood admiration of Drizzt Do'Urden. Only Pumkato's conservative nature keeps Seldig in check; otherwise this young burrow warden would undoubtedly mount expeditions deep into the Underdark wilds. As ties grow with Mithral Hall and the rest of Luruar, Seldig has led trading missions to the surface and is slowly assuming a leadership position in Blingdenstone's young merchant community.

### Noncitizens

Blingdenstone svirfneblin are basically good-natured and do not tolerate slavery or indentured servitude. As such, all residents of Blingdenstone, except for the occasional visitor, are considered citizens, with all commensurate rights and responsibilities.

In the dozen years since the Battle of Keeper's Dale, sixty or so dwarves from Mithral Hall have been invited to

reside in Blingdenstone as long-term guests of the king and queen, as have one or two representatives from Silverymoon. Although not considered subjects of the monarchy, such guests are accorded full rights as community members. As such, they are expected to contribute to the city's economic livelihood and defense, as well as Blingdenstone's communal activities.

### Defenses

A gauntlet of traps triggered by loose stones and trip wires guards the tunnels, stairway, and landing outside Blingdenstone's main entrance. At the top of the stairs, great granite doors stand sheathed in an alloy of iron and hizagkuur. Because of the rare metal hizagkuur, the doors reflect all magic cast at them back at the source and deal 2d12 points of electrical damage per round to all beings in contact with them. The gates swing outward and can only be opened from within by two great cranks tied to gears underneath the landing. It takes ten adult male svirfneblin to open or close the gates. An overseer and four soldiers are stationed at each crank at all times.

In the great entrance cavern, a vast labyrinth of defensive fortifications waits. Dozens of tiers and twice that





number of smooth stairways rise and fall across the chamber, so that an attacker perhaps only ten feet away from a defender would have to climb up and down several levels to strike. Low walls of perfectly fitted stone define walkways and weave around higher, thicker walls that can keep an invading army bottled up in the chamber's exposed sections.

As noted, Blingdenstone is divided into a series of smaller caverns linked by low tunnels. Five guards stand duty at all times at each end of each tunnel. Each tunnel has been constructed so that the guards can throw a single lever to cause either or both tunnel mouths to collapse. In addition, each tunnel is sunk below the level of the cavern floors, sloping down for half its length and back up at the other end. Hidden reservoirs and pipes at each end of each tunnel enable the gnomes to quickly flood the sloped passageways, a defensive fortification that can be used to drown invaders or to simply cut off portions of the city that have already fallen.

Like most Underdark cities, Blingdenstone is magically warded against invaders tunneling in from the enveloping Underdark. The city's spellcasters seed the surrounding stone with gems. Each gem is enchanted with one or more *glyphs of warding*, *spellriggers*, and symbols. If disturbed, such wards release effects such as *mass blindness* and *weird*. Other gems bear enchantments such as *screen* that shield the city from scrying. Finally, Blingdenstone's priests have bargained for the services of a contingent of earth elementals. Each elemental serves for four weeks at a time. At least a dozen elementals patrol the surrounding stone at any given time, emerging from the rock only if called. Never straying more than a mile from the city, they quickly converge on and destroy any creature so foolish as to tunnel toward Blingdenstone's caverns.

### Production and Trade

The populace of Blingdenstone is largely self-sufficient, although mining expeditions launched from the city must venture farther and farther in search of ores and gems. Traditionally Blingdenstone has traded various ores, gems, salt, and even the occasional enchanted item with its rivals in markets such as Mantol-Derith (see below) where a truce prevails. In exchange, the gnomes receive items that could be fashioned in Blingdenstone, but only with great difficulty or in limited numbers.

The recent alliances with Mithral Hall and the Realms Above have begun a flow of heretofore unknown luxuries into the city, including certain types of alcohol, fruits, grains, livestock, spices, and many other surface-world necessities unknown in the Underdark. Blingdenstone's ruling elders have been careful to limit the inflow of wondrous new items

for fear of undermining the city's traditional self-sufficiency. Nonetheless, the lives of Blingdenstone's inhabitants have been fundamentally altered.

Blingdenstone's male population generates much of the city's wealth, mining ore and gemstones that they fashion into armor, coins, crockery, cutlery, weapons, and the like, much of which is heavily jeweled. The city's spellcasters use the most precious gems as material components in the gnomes' exclusive gem magic. The female population plays an equally important role in the community's existence. Svirfneblin women manage stocks of crustaceans and fish in small pools, tend fungi and lichen farms, raise herds of deep rothé, fashion leather and rothé wool garments, brew alcoholic beverages, and generally tend to community needs.

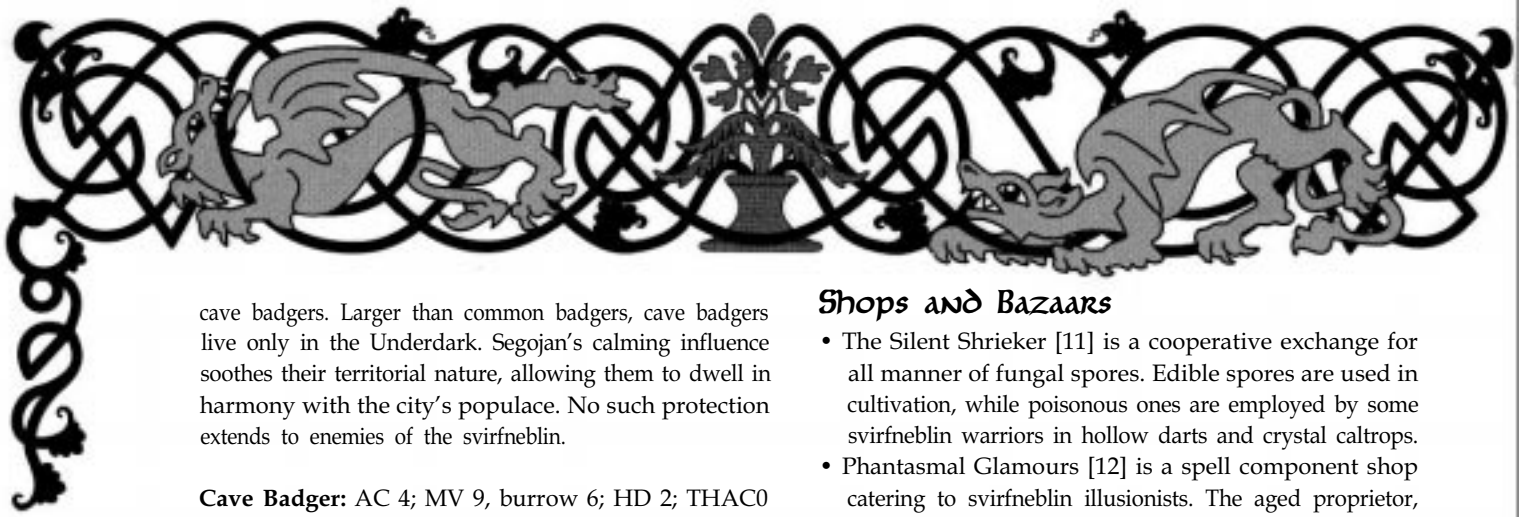
### Guild Halls

- The Hall of Miners [6] is a large cavern in the southwest corner of the city given over to smelting ore and repairing damaged mining equipment. This guild hall also serves as an informal marketplace for those seeking to purchase uncut gems and unworked metal.
- The Guild of Armorers and Weaponsmiths [7] is a cluster of smithies in the eastern corner of the city. Traditional svirfneblin arms, including picks and daggers, along with armor such as leather jacks sewn with rings, and scales of mithral steel alloy over fine chainmail shirts, are always for sale here. Less common equipment such as swords and shields can be custom ordered.

### Temples

Gnomes across and beneath Faerûn revere a pantheon of deities known collectively as the Lords of the Golden Hills. Although Callarduran Smoothhands is the primary god of svirfneblin, in Blingdenstone his faith is secondary to that of Segojan Earthcaller. Millennia ago, Callarduran's faith was widely adopted by deep gnomes throughout the Underdark. Segojan's faith dwindled to cult status in most svirfneblin cities. However, a handful of deep gnome settlements, including Blingdenstone, continue to revere Segojan Earthcaller as their primary patron.

- The Ruby in the Rough [8] is a large temple of Segojan Earthcaller located at the heart of the city. A series of linked caverns that wind beneath the cavern floor, the temple houses the product of centuries of beautiful craftsmanship, including many of Blingdenstone's most valuable treasures. The temple's deepest catacombs hold the mummified remains of the city's dead, sealed in hardened mud upright in the floor via *stone shape* spells beneath granite plaques. As is commonly the case, Segojan's temple also houses a variety of burrowing animals, including a host of



cave badgers. Larger than common badgers, cave badgers live only in the Underdark. Segojan's calming influence soothes their territorial nature, allowing them to dwell in harmony with the city's populace. No such protection extends to enemies of the svirfneblin.

**Cave Badger:** AC 4; MV 9, burrow 6; HD 2; THAC0 18; #AT 3; Dmg 1d3/1d3/1d4; SZ S (3' long); ML average (8); Int semi- (3); AL N; XP 50.

**Golden Gorgor Suntunavick:** Like Belwar Dissengulp, Suntunavick (NG male svirfneblin P11 of Segojan) is a hero of the Battle of Keeper's Dale. A senior Earthcaller in the clergy of the Earthfriend, Suntunavick's title refers to his fierceness in battle, said to equal that of an aurumvorax. Suntunavick's responsibilities include oversight of all priests of Segojan in active service in the city's militia, a position for which this plain speaking, charismatic priest is well suited.

- The Steadfast Stone [9] is a small temple of Callarduran Smoothhands named for his divine servitors, the dharum suhn of the Elemental Plane of Earth. The Hearts of Steadfast Stone are spiritual creatures who embody not just earth and rock, but the steadfastness and unchanging support of stone. The dharum suhn epitomize the qualities of stability, strength, endurance, wisdom, contemplation, and immovability, all values taught by this temple's clergy. The temple is located in a small natural cavern on the northern periphery of the city with walls worn smooth by the bare hands of generations of priests. As is customary for Callarduran's houses of worship, the central altar is a solitary menhir fashioned from a stone shaped stalagmite inlaid with hundreds of tiny rubies. Unlike similar altars found elsewhere, the altar of the Steadfast Stone is said to be capable of animating as a dharum suhn should the city or temple ever come under attack. Star Ruby Fortwick Quarrensonn (NG male svirfneblin P12 of Callarduran), seventeen priests, and thirty-six lay worshipers serve at the Deep Brother's temple.

The Trillimac Stockade [10] is a modest house of worship dedicated to Baervan Wildwanderer. Fashioned from a tightly packed grove of trillimac mushrooms around a crystalline pool brimming with blind cave fish, Baervan's temple is frequented primarily by deep gnome females concerned with agricultural production and animal husbandry. Pyrimo Mikassa Mycophile (NG female svirfneblin P10 of Baervan), twelve priestesses, and nineteen lay worshipers serve at the temple of the Father of Fish and Fungus.

## Shops and Bazaars

- The Silent Shrieker [11] is a cooperative exchange for all manner of fungal spores. Edible spores are used in cultivation, while poisonous ones are employed by some svirfneblin warriors in hollow darts and crystal caltrops.
- Phantasmal Glamours [12] is a spell component shop catering to svirfneblin illusionists. The aged proprietor, Henkala Shadowsong (CG female svirfneblin I1115)) has trained most of the city's elite illusionists, and is always ready to work with an aspiring wizard.
- The Trader's Grotto [13], a small cavern near the center of the city, serves as Blingdenstone's central market. All manner of fungi once grew in this moist grotto, but a miscast spell transformed them all to stone centuries ago. Ever since, Blingdenstone's merchants have gathered here in makeshift stalls amid the stone stalks to hawk their wares and barter with one another.

## Inns and Taverns

- The Foaming Mug [14] (good/expensive) is a newly established alehouse named for the standard of Clan Battlehammer of Mithral Hall. A favorite watering hole of dwarven expatriates, the Foaming Mug has its share of younger svirfneblin patrons as well. In the early evening, the fare is dwarven dishes cooked to svirfneblin tastes, a combination that is sometimes exquisite, sometimes inedible. For surface dwellers, the Foaming Mug is the closest thing they will find to home among the deep gnome warrens.
- The Singing Stones [15] (excellent/cheap) is a popular tavern that attracts large crowds of svirfneblin. The attraction is largely a mystery to surface dwellers. A variety of rocks sits at the heart of this establishment. Deep gnome minstrels skilled in the art of stone singing can somehow alter the pitch of the vibrations emitted by the individual stones, creating an effect not unlike an assemblage of harp-playing bards. Even dwarves have difficulty perceiving the "notes," let alone appreciating their beauty, so it is unlikely that the popularity of this establishment will ever be appreciated by other races.

## FestHalls

- The Golden Hills Hearth [16] (excellent/moderate) caters to young, unattached male svirfneblin. The Ladies of the Golden Hills, whose collective title refers to the lost female members of the gnome pantheon, are svirfneblin maids known for the welcoming, cozy environment that they create in this sprawling burrow.



## Other Places of Interest

- The House Center [17] is a large stone building at the nexus of many roads that serves as the city's house of government. It is here that Blingdenstone's monarchs meet with their advisory councils, and it to this structure that unexpected guests (such as Drizzt Do'Urden and then, years later, Catti-brie) are brought.
- The Speaking Stones [18] is a circle of stone menhirs that predate Blingdenstone. Thought by the gnomes to be a cluster of truly ancient galeb duhr, the Speaking Stones of Blingdenstone are venerated as manifestations of the Lords of the Golden Hills. Svirfneblin priests cast augury and commune from within the circle, interpreting the responses to their entreaties from subtle changes in the vibrations that permeate the bedrock below.

## Places of Danger

Compared with other Underdark cities, Blingdenstone is an island of tranquility where doors are unnecessary and weapons only point outward. Nevertheless, at least one enduring danger haunts the quiet streets.

Ogremoch's Bane, a name coined to contrast the beneficial legacy of Entemoch's Boon (see below), is a drifting cloud of invisible magical dust that has remained in Blingdenstone since its first appearance a dozen years ago. Reflecting the malevolent taint of the lord of evil earth elementals, this errant magical effect frees any controlled creature from the Elemental Plane of Earth it comes into contact with and drives that creature (if it is not of good alignment) into a murderous, destructive rage. No svirfneblin has been able to reverse the effects of Ogremoch's Bane or banish affected elementals back to their home plane, leaving deep gnomes one option: destroy the rampaging elementals. The origin of Ogremoch's Bane is a mystery, but elder priests speculate that its continued existence is somehow tied to tile enduring effects of Entemoch's Boon.

## Environs of Blingdenstone

The environs of Blingdenstone are heavily worked by deep gnome miners. In every direction but up lies danger for the deep gnomes. The greatest danger is to the east and below: the great drow city of Menzoberranzan. Tunnels lead down and east from Blingdenstone to Menzoberranzan and up and east to the surface near Mithral Hall. To the west and north lie the unclaimed tunnels known as the Wormwrithings. Beyond them, caverns link

the illithid ruled city of Gauntlgrym with the deepest mines of Mirabar and the Great Worm Caverns, that house the ancestor mound of the Great Worm Uthgardt tribe. South, southeast, and down lie the uncharted caverns of the Darklake, where the duergar of Gracklstugh roam.

## Acid Aerie

Many days west of Blingdenstone, the Acid Aerie is a gorge several hundred feet across carved by a lake of green, glowing, foul-smelling acid, the legacy of some past wizard's experiment. This gorge is notable for dozens of interconnected narrow stone walkways, from one to ten feet wide, that crisscross the chamber. Many lead into side corridors and the tunnels of the Wormwrithings (see below).

This place gained its name from the flock of dire corbies in residence. The corbies died in numbers when they attacked Drizzt Do'Urden and Belwar Dissengulp. The tribe was then driven into extinction by the spirit-wraith of Zaknafein, the former weaponsmaster of House Do'Urden, in pursuit of his wayward son, Drizzt Do'Urden. Zaknafem's undead form was also finally destroyed in this chamber.

## Entemoch's Boon

Entemoch's Boon is a large cavern strewn with boulders and stalactites one day's walk northwest of Blingdenstone. The cavern's entrance is a small tunnel leading onto a ledge high above the cavern floor. Three stone pillars in the center of the cavern floor stand as mute testimony to the failure of deep gnome priests to contact their gods during the Time of Troubles. At the center of the three pillars is a circle inscribed with runes that strongly radiates Conjunction/Summoning magic, throbbing with the power of elemental earth. Here, Segojan's priests successfully summoned Entemoch (consort of Sunnis, the princess of good earth creatures and twin brother of Ogremoch, the lord of evil earth creatures), just days after the end of the Time of Troubles. The brief appearance of the prince of elemental earth and son of Grumbar was interpreted by Blingdenstone svirfneblin as a sign that Segojan still favored them.

A legacy of Entemoch's appearance still lingers here. All spells from the school and/or sphere of Elemental Earth cast within the runes operate with maximum effectiveness. Attempts to summon creatures from the Elemental Plane of Earth are always successful. A normal failure result indicates a summoned earth elemental. Summoned earth elementals are of the strongest type, with 24 Hit Dice and 6 or more hit points per hit die. They never turn against their summoner. Attempts to fabricate magical items strongly tied to the Elemental Plane of Earth, including figurines of wondrous power, ioun stones, keys of entrance, oil of stone passage, picks of earth



parting, stones of controlling earth elementals, and the like are much more likely to be successful here than elsewhere.

The powerful legacy of Entemoch's Boon is a closely guarded secret of the deep gnomes, for they fear it would be quickly overrun if the cavern's powers were known. Unbeknownst to the gnomes, Entemoch's Boon contains a dangerous aspect as well: Any time a small earthquake or tremor shakes the cavern, a two-way gate opens to a random location in the Elemental Plane of Earth. To date only a school of khargra have passed through, but more dangerous creatures may yet arrive.

### Fendlestick's Folly

Northwest of Blingdenstone, Fendlestick's Folly is a small cavern with a fast stream. It is named for the slightly mad human wizard, Brister Fendlestick, who possessed *Daern's instant fortress*, a magical edifice that could shrink to the size of a small cube or grow to form a tower with smooth metallic walls 20 feet square and 30 feet high. Evidence of the wizard's passage was often left in the rubble of a collapsed ceiling when he erected his magical tower in a cavern with a low roof. Brister was eventually slain by Clacker, a pech he had transformed into a hook horror, before he could reverse his polymorph other spell. Brister's magical tower still stands in the cavern named for the wizard. Its command words are forgotten, and the structure is too large to remove in its current form.

### Gargoyle Tube

In the heart of the Wormwrithings, the bottom of a great lava bubble reaches up to the tunnels of the Dungeon of Death. Both gnomes and kobolds have noted gargoylish monsters hunting in the vicinity of this gem-rich shaft, earning it the moniker of the "Gargoyle Tube." The truth is far worse, for this region is the hunting preserve of hungry nabassu tanar'ri residing above in the abandoned dwarfhold of Clan Deepdelve, known to surface dwellers as the Dungeon of Death.

### Mantol-Derith

Located more than three miles down, this set of caverns is a crossroads of commerce, news, and migration among Underdark denizens. Mantel-Derith is equidistant from Menzoberranzan and Blingdenstone but close to the Darklake (see "Darklake" in "Environs of Gracklstugh"). It is one of the few places where the drow of Menzoberranzan, the duergar of Gracklstugh, the svirfneblin of Blingdenstone, and a handful of surface dwellers meet in uneasy truce, trading for otherwise unobtainable goods. Currently the chief negotiators for the four factions are Kassawar Plickenstint

(LN male svirfneblin C8 of Segojan), Gradroc Gant (LE male duergar F9), Yyssisiry1 H'tithet (CE female drow C12 of Lolth), and Laral Kroul (NE male half-orc F8/T9).

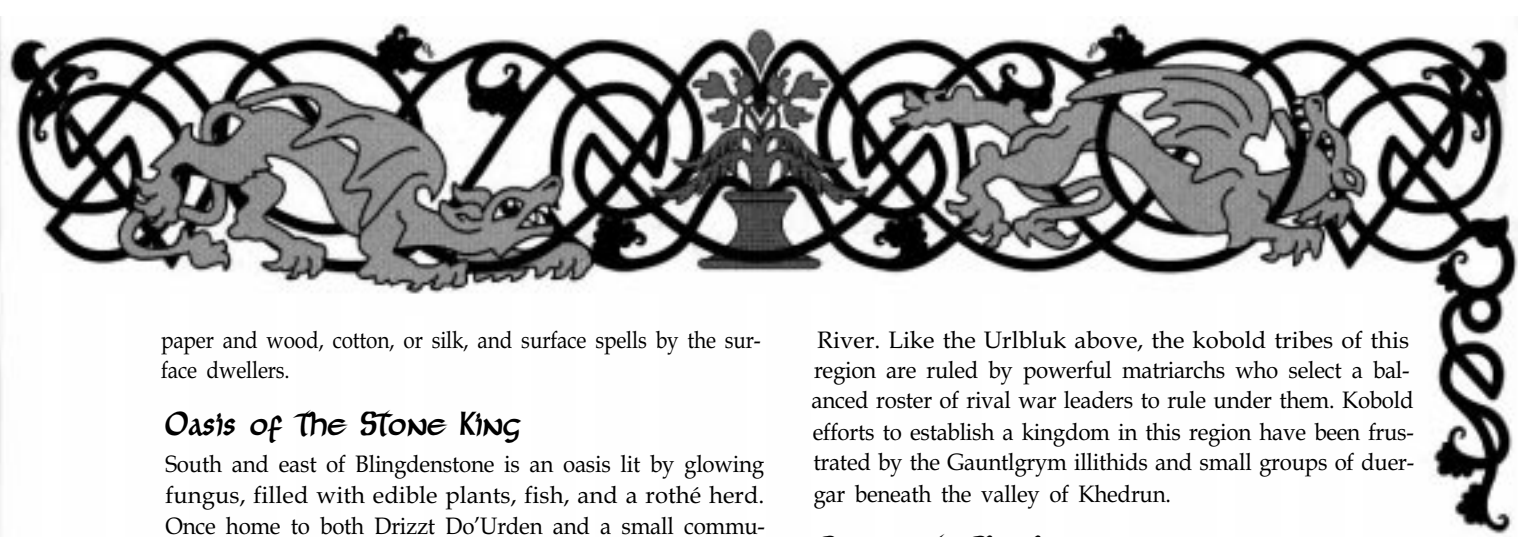
Rare goods from Mantol-Derith give merchants wealth and status within their respective societies. Therefore, they guard the bazaar's location and protect the secret of its password jealously. While the exact population fluctuates, only around one hundred individuals trade in the marketplace at any time.

The cave of Mantol-Derith is a large natural grotto, with an excavated cavern nestled in each of its four corners. Each race occupies a single corner. The ceiling of the central chamber is a grand dome, nearly 100 feet high in the center. Numerous stalactites hang, joining with stalagmites in several places to form graceful columns. A trench runs through the center of the cavern, serving as both entrance foyer and defensive fortification. Pools of water are scattered about the chamber, and in several places waterfalls fill them from high up the walls—one even from a chute in the ceiling. A small stream leads from the southwest corner of the chamber and eventually drains into the Darklake. Trickling and splashing is a constant background noise in Mantol-Derith.

The cavern walls glitter with the reflected light of brilliant crystals and semiprecious stones. In places on the floor, sheets of quartz have been smoothed into a marblelike sheen. These stones pave wide walkways throughout the chamber and make up the bridges across the central trench. Four large fungus groves flourish in the central cavern, one in front of each side cavern. Each grove serves as a network of selling stalls for the race occupying the nearby side cavern. Beneath the overhanging canopy of giant mushroom caps—among the forest of dense, woody stalks that support the canopy—the sellers have small booths and private rooms carved into the mushroom stalks. Outside, ornate displays of more exotic items beckon shoppers.

Mantol-Derith is governed by three covenants, each of which prohibits particular behaviors. These behaviors include overt thievery, disguise of goods for barter, and the use of magic or psionics to aid negotiations. Violators are wrapped in chains and thrown into the Darklake. By tradition, all transactions take place at the stall of the seller. Though Mantol-Derith is in fact a market, it is not a bustling bazaar like one might encounter in a crowded surface city. Deals take hours or even days to close, and negotiations are conducted privately. Typical goods brought to market include: salt, gems, and magical items by the deep gnomes; steel blades, pike heads, and arrowheads by the gray dwarves; art, quasi-enchanted weapons and armor, magical treasures, and spells by the dark elves; and alcoholic beverages (particularly whiskey), perfumes, spices,





paper and wood, cotton, or silk, and surface spells by the surface dwellers.

### **Oasis of The Stone King**

South and east of Blingdenstone is an oasis lit by glowing fungus, filled with edible plants, fish, and a rothé herd. Once home to both Drizzt Do'Urden and a small community of myconids, the cavern is broken into two levels. The lower level is a moss-filled bed crossed by a small stream, while the upper is a grove of towering mushrooms. Directly in front of the chamber's main entrance stands the 12-foot-tall statue of a myconid king, petrified by the gaze of a basilisk later slain by Drizzt. After Drizzt left, the fungus men were wiped out by the spirit-wraith of Zaknafein. The Oasis of the Stone King is now mainly home to a small colony of sinisters (deep bats resembling aerial manta rays).

### **Phanlinksal**

Phanlinksal used to be a small illithid city in the upper Underdark beneath Lurkwood. Phanlinksal was notable for a great castle of rock carved into the heart of a massive stalagmite. At its peak, the city housed one hundred twenty illithids and many slaves, including drow, goblins, gray dwarves, hook horrors, orcs, and ogres.

Phanlinksal was abandoned after the death of its elder brain and most of its residents. Many were slain by their own slaves, but the true culprit was the spirit-wraith of Zaknafein. The few surviving illithids were forced to rejoin their distant kin in the fallen city of Gauntlgrym.

Today Phanlinksal is the lair of a neothelid, a quadridentacled worm of dragonlike proportions often mistaken for a purple worm. Having failed to undergo ceremorphosis, the neothelid is the extremely rare adult form of an illithid tadpole that survived the carnivorous frenzy of its fellows following the death of its elder brain. The slimy, mauve neothelid cannot burrow through solid rock, but instead follows the tunnels carved by purple worms.

### **The Wormwrithings**

The Wormwrithings are twisting tunnels to the north and west of Blingdenstone, believed to have been carved by a colony of purple worms. Many small tribes of kobolds dwell here, constantly battling larger predators. The Blingdenstone gnomes trail recent courses of the purple worms in this area, for their extrusions often contain precious metals and gems. Needless to say, svirfneblin and kobolds clash when their paths cross.

Some believe in a connection between the Wormwrithings and the surface, given the presence of the Urlbluk kobold tribe near the headwaters of the Goblintide

River. Like the Urlbluk above, the kobold tribes of this region are ruled by powerful matriarchs who select a balanced roster of rival war leaders to rule under them. Kobold efforts to establish a kingdom in this region have been frustrated by the Gauntlgrym illithids and small groups of duergar beneath the valley of Khedrun.

### **Current Clack**

A trading expedition to Mithral Hall led by no less than four of Blingdenstone's senior burrow wardens was recently ambushed by an overwhelming force of umber hulks. More than two dozen svirfneblin were slain before the guards and drovers abandoned the wagon train. King Schnicktick has refrained from comment, but rumors sweep the city regarding the caravan's wares. Many whisper that the monarchy was shipping enchanted shields, armor, and weapons fashioned from legendary darksteel, and that the arms were intended as a gift to the Council of Twelve Peers in Silverymoon. Assuming the rumors are true, many wonder where the darksteel came from and who was behind the attack. Some claim that a faction of isolationist svirfneblin orchestrated the attack. Others speculate that a surface group wishes to undermine Blingdenstone's political union.

Denaick's Ruby Arcanabula, a brilliant red corundum inscribed by its svirfneblin author with the Ruathlek script employed by illusionists, is legendary for the unique spells said to be carved into its myriad facets. The long-lost tome is said to have been recently offered for sale at Mantol-Derith by Gradroc Gant, but the Ruby Arcanabula apparently vanished from the gray dwarven caverns during lengthy negotiations between the duergar chieftain and Kassawar Plickenstint, Blingdenstone's lead negotiator. Gradroc and Kassawar have both accused the other of bad faith, and tensions remain high in Mantol-Derith.

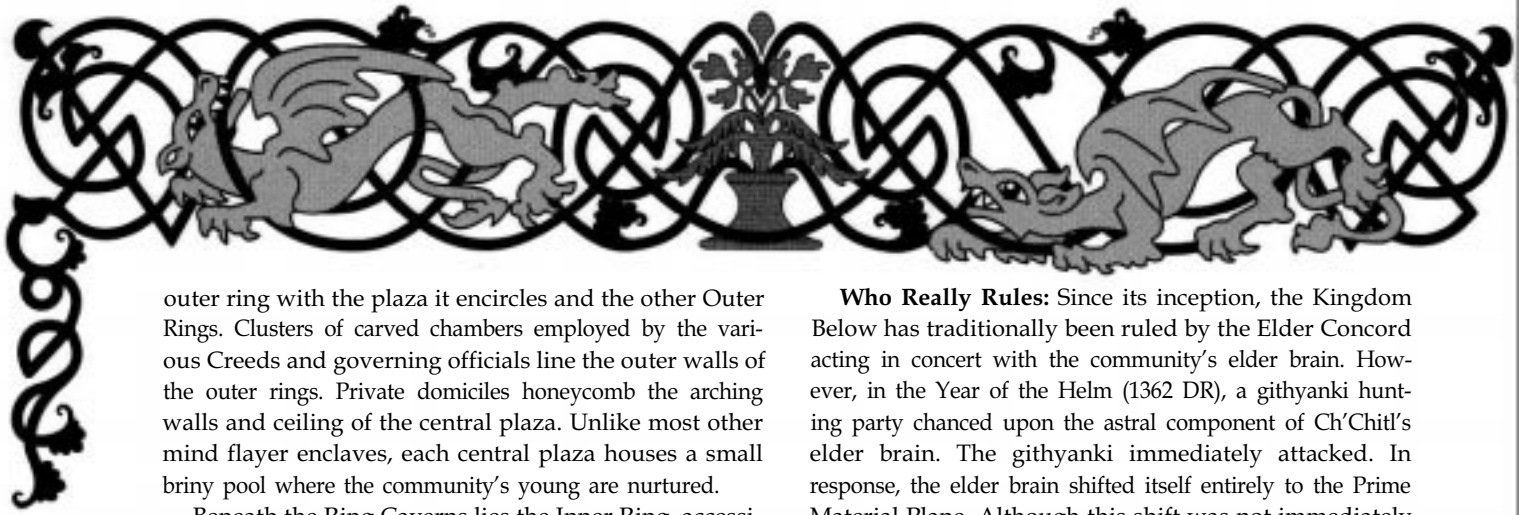
## **Ch'Chitl**

### **The Kingdom Below, Lower Reaches**

The Kingdom Below lies deep beneath the southernmost foothills of the Sword Mountains. The city is difficult to recognize as such, for it does not occupy a massive grotto or even a network of large caves. Upper Ch'Chitl includes a warren of man-sized tunnels and caves in which the quaggoth thralls of Ch'Chitl reside. A half dozen spiral staircases lead down from the Quaggoth Caverns to lower Ch'Chitl, known as the Ring Caverns, which are carved from ancient igneous rock and resemble a typical mind flayer enclave.

The illithid populace resides in the six Ring Caverns, each of which consists of an outer, circular tube that wraps around a spherical central plaza. Axial tubes link each





outer ring with the plaza it encircles and the other Outer Rings. Clusters of carved chambers employed by the various Creeds and governing officials line the outer walls of the outer rings. Private domiciles honeycomb the arching walls and ceiling of the central plaza. Unlike most other mind flayer enclaves, each central plaza houses a small briny pool where the community's young are nurtured.

Beneath the Ring Caverns lies the Inner Ring, accessible only through teleportation or similar psionic or magical disciplines. At one time the Inner Ring was home to the community's elder brain, as well as the illithid tadpoles that swam in its pool. The Inner Ring is now regarded as the exclusive preserve of the Ulithautarch, and none are permitted to enter its domain. Unbeknownst to the living inhabitants of Ch'Chitl, the nine illithiliches of the Shadow Concord also reside in the Inner Ring, secretly observing and manipulating the general community.

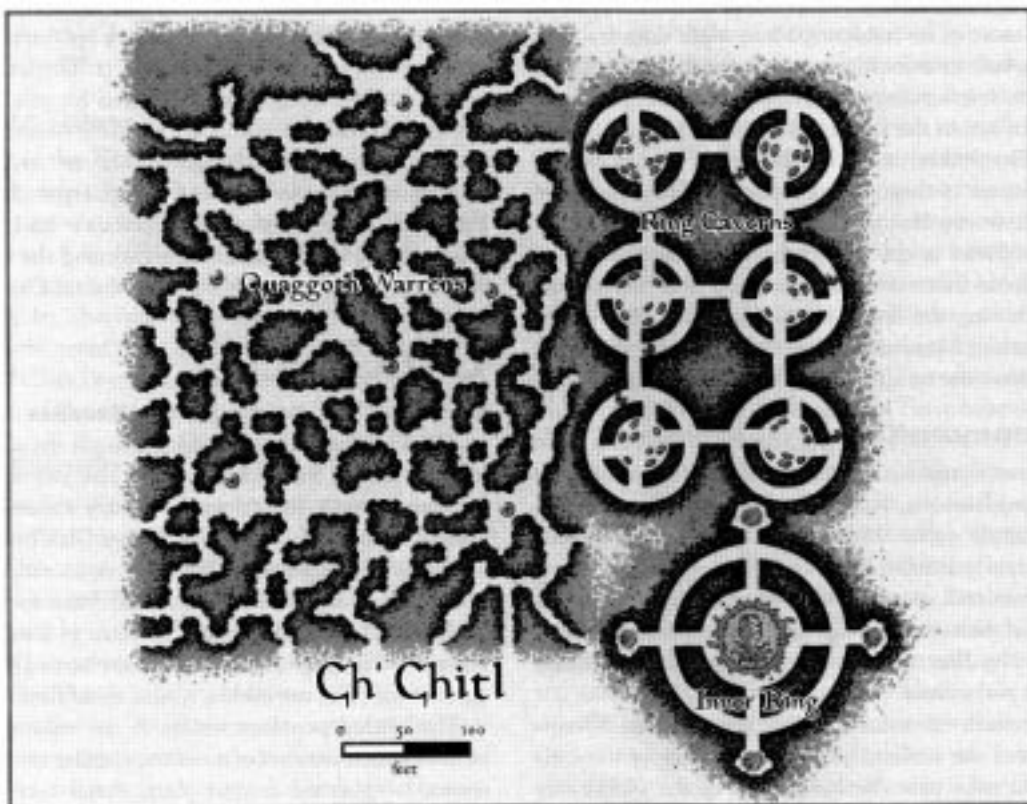
Directly overhead, several major Underdark trade highways lead into Skullport, providing a steady stream of traffic to eat or enslave.

**Who Rules:** The Kingdom Below is ruled by the Elder Concord of Ch'Chitl. Composed of the Creedmasters of the city's nine Creeds, the ruling council oversees all rulership details, arranges and executes goals, and arbitrates disputes.

**Who Really Rules:** Since its inception, the Kingdom Below has traditionally been ruled by the Elder Concord acting in concert with the community's elder brain. However, in the Year of the Helm (1362 DR), a githyanki hunting party chanced upon the astral component of Ch'Chitl's elder brain. The githyanki immediately attacked. In response, the elder brain shifted itself entirely to the Prime Material Plane. Although this shift was not immediately fatal, an integral component of an elder brain's existence is its dual-planar nature, and the elder brain of Ch'Chitl could not long survive on the Prime alone. (Once severed, the ties to the Astral Plane could not be restored.)

Recognizing the fact of the elder brain's imminent demise, Ch'Chitl's sole resident ulitharid, Thalynsar, took desperate action. With the aid of a cabal of renegade alhoon necromancers, Thalynsar absorbed the bulk of the elder brain's accumulated knowledge and powers by consuming it. To survive the process, the ulitharid was forced to become undead, an elite form of illithilich known as an ulitharilich. The Kingdom Below is now ruled in all but name by the Ulithautarch, acting with a hidden council of alhoon known as the Shadow Concord.

**Population:** At the city's height, more than twelve hundred illithids and twenty-eight hundred thralls inhabited





the Kingdom Below. However, in the eight years since the death of Ch'Chitl's elder brain, the population plummeted by nearly two-thirds before slowly stabilizing. Today, slightly less than four hundred mind flayers reside in the Kingdom Below; one is an ulitharilich and nine are illithiliches. Most of the nine hundred thralls are quaggoths, although some fifty slaves of other races are held in the illithids' feeding pens. Three nyraala golems attend the Ulithautarch at all times, but no other constructs remain.

**Major Products:** Ch'Chitl's economy is based on raiding, but a handful of merchants trade with other Underdark enclaves. They can offer psionically active items and quaggoth soldiers.

**Armed Forces:** The vigilators, officers appointed by the Elder Concord, oversee internal order, military matters, and intelligence. Whereas in many illithid communities vigilator duties are apportioned into three security branches, Ch'Chitl's defenders were reorganized into a single hierarchy that answers directly to the Ulithautarch. The Kingdom Below is now served by thirty vigilators, each of which commands a pack of quaggoths known as an "ursak." Each ursak is made up of dozen or more quaggoths, including one leader, known as a "jald," and at least one shaman with psionic abilities, known as a "thonot." Ursaks are routinely dispatched to raid slave caravans passing overhead, and each vigilator trains its thralls to differentiate slaves from slave traders and to capture slaves without injury. The quaggoths know that they can eat their captives after their illithid masters eat the brains. Only slaves are targeted, and only in limited numbers, so as not to drive merchants to alternate routes.

**Notable Mages and Sages:** Despite their depth, Ch'Chitl illithids have access to a great deal of surface information. Their sages probably know more about Waterdeep than many of that city's residents.

- Aulagol the Soothoon (LE illithilich M9) is one of the leading voices in the Shadow Concord, and one of the oldest alhoon in the northern Underdark. An instigator in the establishment of the Alhoon Conclave, Aulagol strives to bring an entire city under illithilich control. Unbeknownst to any other being, Soothoon engineered the death of Ch'Chitl's elder brain. The githyanki hunting party who "chanced upon" the astral portion of Ch'Chitl's elder brain was actually chasing Aulagol's astral projection. Aulagol is skilled in Divination and Necromancy magic and has an honorable reputation among its undying kin. Aulagol resents Thalynsar's mastery of psionics and magic, but senses its escalating insanity.
- Ilserv of the Illithids (LE illithid) was Ch'Chitl's emissary to the surface before it was inadvertently petrified by

Xanathar, Waterdeep's beholder crime lord. For many years thereafter, Ilserv's stony form graced a rock garden outside the mansion of Mirt the Moneylender. Somehow, Ilserv retained a small degree of awareness and control over his psionic powers during that time. Eventually, in 1367 DR, the illithid psionically dominated one of Mirt's many guests – a wizard capable of casting *stone to flesh* – who then reversed the transformation. With its true form restored, Ilserv fled into the depths. The illithid is once again ensconced in Ch'Chitl, unwilling to return to the surface. Ironically, Ilserv finds itself serving as the resident sage on surface matters; during its decade of imprisonment, it peered into a wide range of minds that passed through Mirt's rock garden.

- As the last ulitharid to emerge from Ch'Chitl's spawning pool, Thalynsar the Ulithautarch (LE ulitharilich M24) transformed itself into a hybrid of ulitharid, illithilich, and elder brain. Thalynsar retains the majority of the elder brain's collective memories and much of its psionic powers, including *telepathy* at a 1-mile radius. However, the partially absorbed gestalt consciousness has begun to fragment, and Thalynsar displays symptoms of madness such as multiple personalities. Beyond its single-minded dedication to Ch'Chitl's immediate preservation, the Ulithautarch sees the conquest of Waterdeep as an important first step to expanding illithid control over the entire Sword Coast. Rationalizing its heretical transformation, Thalynsar is now convinced that it represents the next stage in illithid evolution. The Ulithautarch foresees a day when all elder brains merge with ulitharids to become mobile undead, forming a permanent Grand Elder Concord ruling all of Toril.

**Notable Clergy and Churches:**

- Sangalor of the Secrets (LN illithid P11 of Oghma), outcast from Ch'Chitl, is an aged mind flayer, mottled white with age. Wearing dark red, purple, or black robes covered with glyphs and runes, Sangalor has long been a denizen of Skullport that recently established itself in Waterdeep's temple of Oghma. Like many outcasts, Sangalor turned to the worship of a divine being. A devout and energetic worshiper, Sangalor occasionally teaches lore to clergy members. Its trade is finding secrets for those who pay well, and it can be hired to interrogate evil prisoners by devouring their brains. Sangalor has survived repeated attacks by its evil brethren. It retaliates by answering discrete queries about Ch'Chitl from adventurers and other groups who oppose its city of birth.

**Notable Guilds:** Like most mind flayer communities, the Kingdom Below is segregated into Creeds, which are



similar to guilds. Each Creed is ruled by a Creedmaster who represents its faction on the Elder Concord. In addition, an illithid member of the Shadow Concord secretly oversees each faction.

The death of Ch'Chitl's elder brain and the subsequent rise of the Ulithautarch has gravely weakened the city's traditional Creeds. Those that remain rapidly evolved. Nine acknowledged Creeds exist, including the Abysmals, the Arisers, the Autarchs, the Awaiters, the Creatives, the Influencers, the Raiders, the Nourishers, and the Thorough Biters. The Raiders, an amalgamation of the traditional Possessor and Tamer Creeds, reflect Ch'Chitl's raiding-based economy. The Autarchs are new, combining elements of the Gatherer and Venerator Creeds found elsewhere. Autarch Creed members venerate the Ulithautarch as the next stage in illithid evolution, and work toward Thalynsar's vision of a permanent Grand Elder Concord ruling the world.

**Equipment Shops:** Poor.

**Adventurers' Quarters:** Ch'Chitl offers nothing to visitors, for all nonnatives are considered thralls. Merchants and emissaries would receive no protected status should they be so foolish as to enter these caverns.

#### Important Characters:

Hlaavin (NE greater doppleganger) is the leader of the Unseen, a consortium of shapechangers, thieves, illusionists, and assassins that is quietly replacing powerful people within Waterdeep with various shapechangers, then using their influence. The infiltration of Waterdeep began over twenty years ago, and progresses slowly. Although the Lords of Waterdeep are aware of the threat, they are not aware that Hlaavin's organization is a "druuth" that answers to the Ulithautarch. (A druuth is a small band of dopplegangers led by an illithid, most commonly found south of the Shaar.) During the past eight years, Thalynsar's transformation and preoccupation with Ch'Chitl have allowed the Unseen's greater dopplegangers to operate autonomously and expand their ranks to include nondopplegangers. But the Ulithautarch has recently begun to reestablish its control over Hlaavin and its kin. Unbeknownst to the Unseen leaders, greater dopplegangers were bred from their lesser kin after decades of experimentation by the Creative Creed of Ch'Chitl.

- Shaun Taunador (LE illithid) is one of Ch'Chitl's more enterprising merchants. As one of Skullport's preeminent purveyors of illicit substances, he sells poisons,



painkillers, and potions. Possessing awesome psionic powers and a titan among its own kind, Shaun Taunador is the product of an illithid tadpole implanted into a quaggoth thonot. The rare choice of form donor stemmed from the lack of a more suitable candidate. Shaun Taunador deals off a barge on the River Sargauth moored just off Skullport's docks or in rented rooms at the Crowing Cockatrice. Few Skullport denizens are aware that the large illithid merchant psionically *teleports* home to Ch'Chitl at the end of each day's business.

- Shindia Darkeyes (CE female half-drow T9), the personal favorite of the former Xanathar, is a lieutenant in the Xanathar Thieves' Guild, responsible for blackmail, extortion, and information gathering. Shindia was powerless to save her former master from the Eye, a beholder slaver, and she grudgingly serves her new master, who has taken to calling itself the Xanathar. Shindia bides her time, collecting information in Waterdeep while planning to have a hand in the Xanathar's downfall. To that end, the conniving, opportunistic half-drow acts as another set of eyes and ears for Ch'Chitl. She communicates with Ilserv through an ornate diadem whose central diamond has a unique psionic seal.
- Zoartik the Mind Reaver (LE illithid), one of the more violent inhabitants of Ch'Chitl, has long been the bane of drow merchants traveling to and from Skullport. Due to incomplete sublimation of the original form donor's brain, Zoartik is afflicted with a mild partialism and consumed with a hatred of the Ssri-Tel'Quessir. The Mind Reaver's homicidal obsession stems from Zoartik's unconscious need to stamp out the partial personality of its drow form donor. Travelers passing within a day's march of Ch'Chitl have drawn Zoartik's fury simply for possessing drow arms or equipment.

**Surface Connections:** From the surface, one can reach Ch'Chitl by descending through deepest Undermountain, by tunnels leading down from Maiden's Tomb Tor through the ruins of Dolblunde, and by tunnels that link the deepest catcombs of the House of Stone. More distant surface connections lead as far south as the hamlets of Bowshot and Gillian's Hill in the lands claimed by the Dukes of Daggerford.

Additionally, Ch'Chitl illithids are uniquely situated to prey on merchants passing to and from Skullport, for several major Underdark trading routes lie directly overhead. By those same tunnels, the city's inhabitants can travel to Eryndlyn, Gracklstugh, the mines beneath Mirabar, and other enclaves farther afield. Access to the quaggoth warrens is possible through any of a dozen or more tunnels that connect with the caravan routes.

**Local Lore:** Founded in the Year of the Sun Underground (1154 DR), the Kingdom Below is a relatively young illithid enclave that blossomed in the shadow of Skullport's emergence as an Underdark trading hub. The Ch'Chitl illithids have always been wise enough to avoid surface retribution by preying occasionally and selectively. For nearly two centuries the city grew in strength, until Ch'Chitl's Elder Conclave contemplated the conquest of Waterdeep. Their ambitions were derailed by the death of the elder brain. The community leader's demise may still spell the city's doom.

## Environs of Ch'Chitl

The environs of the Kingdom Below show years of heavy merchant traffic. From the duergar to the drow, merchants of many races dare the ursaks of Ch'Chitl for the rich markets of Skullport. Above and to the north lie the tunnels of Clan Stoneshaft, and directly above lie the caverns claimed by Daurgothoth the Creeping Doom. The duergar city of Gracklstugh lies to the north, and to the east and south lies Eryndlyn.

### Dolblunh

The abandoned city of Dolblunde lies in the upper Underdark north and east of the city of Waterdeep. Known entrances include the "Bandit Tunnels" in the nearby Maiden's Tomb Tor and a flooded tunnel leading from the muddy bottom of the River Dessarin. Dolblunde was once home to thousands of gnomes, and the city served as the ruling seat of Duke Ulbrent Handstone. The gnome-ruled Duchy of Gloraela was part of Phalorm, the Realm of Three Crowns, now commonly known as the Fallen Kingdom.

Dolblunde is now the domain of Daurgothoth the Creeping Doom, a male great black wyrm dracolich. Daurgothoth has hollowed out many large caverns for his convenience in a chain headed slowly northwest to a planned emergence in the mountains north of Waterdeep. The dracolich's lair features unusual traps, undead guardians, and magical wards, while the Creeping Doom itself pursues greater magical achievements.

### Eryndlyn

Home to more than sixty thousand drow, the city of Eryndlyn lies in hidden caves beneath the High Moor in the upper Underdark. Founded by drow war bands seeking to reclaim legacies of the ancient elven realm of Miyeritar, Eryndlyn dominates the northern Undermoor tunnels. (The southern Undermoor is the domain of derro and illithids, both holding vast cities in the lower Underdark.)







Eryndlyn's far-ranging merchants periodically emerge under darkness to trade with unscrupulous merchants along the Sword Coast.

The city is in a great limestone grotto shaped like a squashed melon, more than two miles in diameter. At the bottom of a wide ravine in the heart of the cavern, a shallow lake is fed by two freshwater rivers and drained by a third. The three rivers have carved deep channels in the cavern floor, leaving behind three sprawling plateaus. Most of the drow reside on the plateaus, but many orc, goblin, and troll slaves dwell in shallow caves along the shore of the central lake.

Eryndlyn attained its current status thanks to the relative absence of religious fervor among its early settlers. Shortly after the city's founding, a merchant nobility rose. However, brutal competition between merchant clans drove many wealthy families to secretly curry favor with one or more dark powers. Over time, three major cults emerged: Ghaunadaur, Lolth, and Vhaeraun. After centuries of indifference, religious fervor infected the populace, and priests of all three faiths gained control over the merchant nobility.

Cult-inspired strife resulted in each sect consolidating its influence on one of the three plateaus. The largest plateau lies on the western periphery of the city, dominated by the clergy of Lolth. The northeastern plateau is the domain of Vhaeraun's cultists, while the oft-flooded southeastern plateau is home to Ghaunadaur's followers. Open warfare has diminished, but hostilities threaten to tear Eryndlyn apart.

## Stoneshaft Clanhold

Although known among the Stout Folk of the North, the dwarves of Clan Stoneshaft have long been among the dwindling number of scattered dwarven clans who keep mostly to themselves. Just south of Kheldell and west of the Westwood, under the Sword Mountains in the upper Underdark, the clanhold is centered about a great hall, a cavern with a smooth, level floor and richly carved walls. Several small tunnels lead out of the great hall, and stairs carved into the wall lead to higher levels. Some openings lead to private family dwellings, while others lead to forges and gemworking shops. The Stoneshaft Clan includes many miners and smiths, as well as a handful of traders, but the dwarves are renowned for the bold, wearable art they make of gems and metals.

Major Stoneshaft travel and mining routes go south past Amphail Village and almost as far north as the mountains to the east of Leilon. Many tunnels around the clanhold are abandoned, and outlying grottoes often must be secured

against opportunists. Other tunnels may be traveled, hunted, explored, or mined, but are considered wilderness, much like a country lord might use an unclaimed forest that borders his estates. These tunnels extend throughout the Sword Mountains, connecting to the rest of the Underdark.

A shaft slants down to the Stoneshaft caverns via the ancient fortress of Thornhold, on the coast west of the High Road and just south of the Mere of Dead Men. Many Stoneshaft dwarves were slain or sold into slavery when Zhentarim troops, led by Dag Zoreth (CE male human P10 of Cyric) (born Brandon Caradoon), marched up and through to reach Thornhold. After an aborted voyage south to the slave markets and a brief sojourn in Waterdeep, the surviving dwarves retook Thornhold under the leadership of a Harper named Bronwyn Caradoon (NG female human B8 "loremaster") and Ebenezer Stoneshaft (CN male dwarf F13/T13 "wayfinder"). They continue to hold both the fortress and caverns, slowly rebuilding and establishing trade with merchants traveling up and down the High Road.

## The Sharnlands

The Sharnlands encompass a region centered on the channel beneath the lower reaches of the River Delimbiyr from about Secomber to the Sword Coast, extending as far north as the Sarcrag and deep beneath the High Moor. Home to the mysterious sharn for which they are named, the Sharnlands are some of the most alien subterranean landscapes in western Faerûn. The sharn dwell in vast crystalline caverns apparently filled with great subterranean lakes of the same glossy black, amorphous substance that the sharn are made of. The largest cavern is over a mile long and nearly half a mile wide with towering stalagmites that reach to the ceiling. The sharn that occupy this cavern are said to detect any creature that comes within a few miles of their domain through subtle vibrations in the crystalline support columns. Although travelers through the Sharnlands are rarely molested, would-be settlers are never seen again.

## Current Clack

Something hunts illithids that enter Halastar's Halls. At least four Ch'Chitl inhabitants are believed missing in the past month. Many mind flayers believe the killer is the Mad Mage of Undermountain himself, for Halastar was implicated in the deaths of Iraeghlee and Yloebre several years back, and he has been known to undertake extensive "hunts" of other Underdark races in centuries past. Other illithids tie the unexplained disappearances to sightings of the *Mind Orb of the Crimson Cabal*, a legendary illithilich spell tome long sought by various alhoon.



## Ched Nasad

### The City of Shimmering Webs, Middle Reaches

The City of Shimmering Webs lies in a great V-shaped cavern under the High Gap in the northern Graypeak Mountains. The grotto is nearly a mile high and a half mile wide at its largest. While the cavern roof is relatively flat, the grotto's walls are so steeply pitched as to make it impossible for creatures other than spiders or lizards to stand upright.

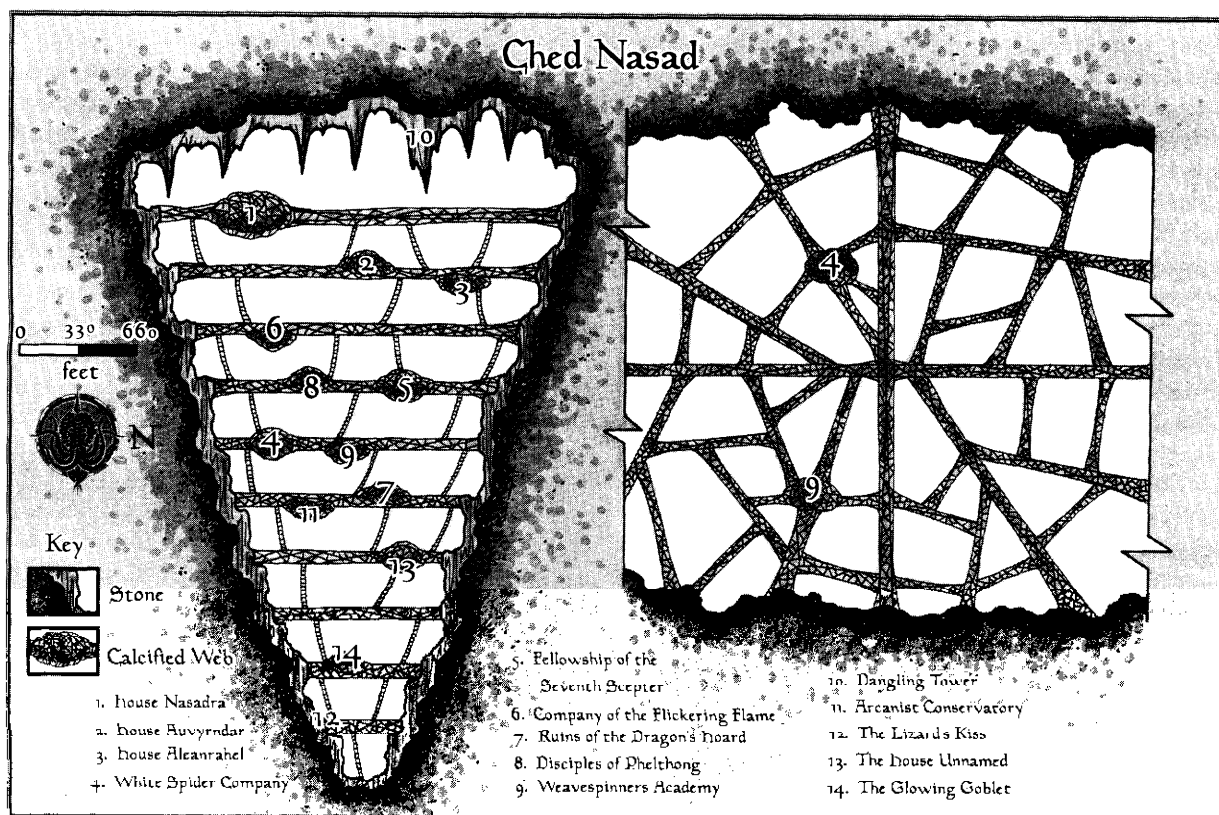
The drow of Ched Nasad have built their city atop slender filaments of magically calcified webbing that endlessly dance and flicker with the radiance of faerie fire. Over one hundred major layers of webwork stretch across the cavern, and hundreds of other near-vertical webs provide access for climbers from one level to the next. Individual dwellings, which resemble great hollow cocoons, are constructed both above and below the layers of webbing. Along the cavern walls, endless sheets of water drain down from the mountains above, nurturing a veritable jungle of molds, lichen, and fungi tended by slaves. The narrow cavern floor is reserved for small herds of deep rothé tended by goblin shepherds.

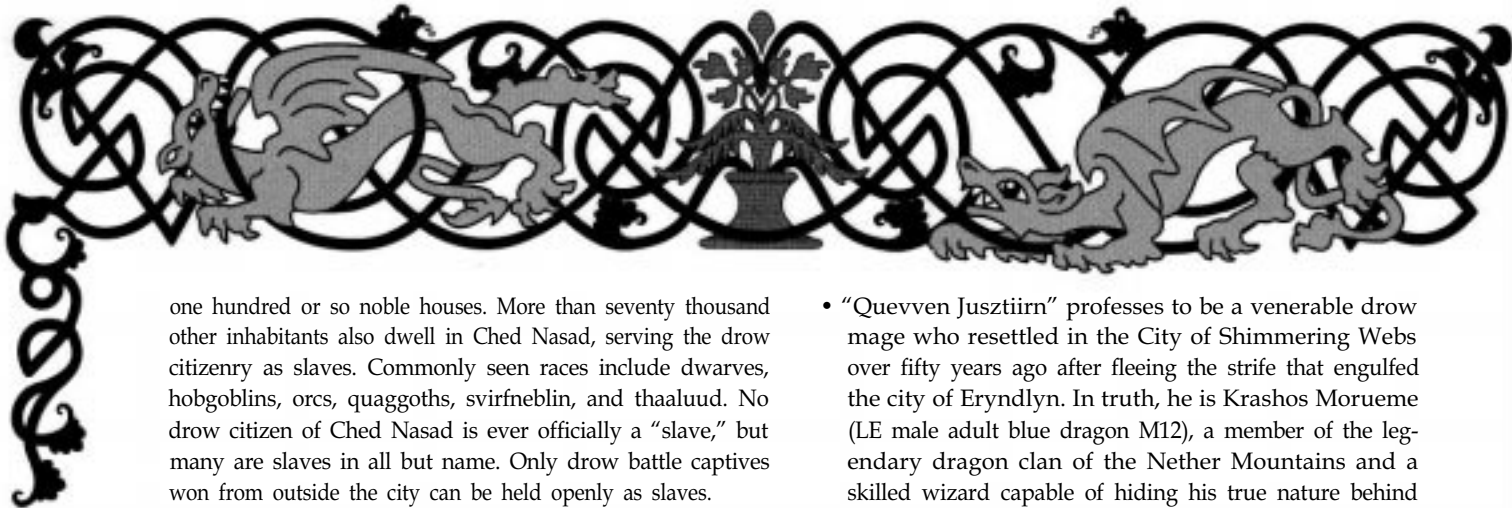
**Who Rules:** The Council, composed of the matron mothers of the twelve highest-ranking noble houses. Currently, that roster includes Aunrae Nasadra (CE female drow

P23 of Lolth) of House Nasadra, Umrae D'Dgttu (CE female drow P19 of Lolth) of House D'Dgttu, Drisinil Melam (CE female drow P18 of Lolth) of House Melam, Shyntlara Auvryndar (CE female drow vampire P14 of Lolth) of House Auvryndar, Inidil Mylyl (CE female drow P16 of Lolth) of House Mylyl, Jyslin Aleanrahel (CE female drow P16 of Lolth) of House Aleanrahel, Talabrina Claddath (CE female drow F13/C13 of Lolth) of House Claddath, Ulviirala Rilynt (CE female drow P15 of Lolth) of House Rilynt'tar, Lirdnolu Maerret (CE female drow P13 of Lolth) of House Maerret, Nedylene Zinard (CE female drow P12 of Lolth) of House Zinard, Pellanistra Ousstyl (CE female drow P12 of Lolth) of House Ousstyl, and ShriNeerune Hlaund (CE female drow P11 of Lolth) of House Hlaund.

**Who Really Rules:** House Nasadra dominates Ched Nasad with an authority unmatched by even House Baenre of Menzoberranzan at Matron Yvonne Baenre's pinnacle. Matron Aunrae Nasadra succeeded her grandmother as Matron Mother in 689 DR, and her power in the city is nigh absolute.

**Population:** Just under thirty thousand drow dwell in the City of Shimmering Webs; that figure has declined slightly in recent centuries. Approximately sixteen hundred drow are considered nobles, each of whom is a member of one of the





one hundred or so noble houses. More than seventy thousand other inhabitants also dwell in Ched Nasad, serving the drow citizenry as slaves. Commonly seen races include dwarves, hobgoblins, orcs, quaggoths, svirfneblin, and thaaluud. No drow citizen of Ched Nasad is ever officially a “slave,” but many are slaves in all but name. Only drow battle captives won from outside the city can be held openly as slaves.

Upwards of two thousand visitors reside in Ched Nasad at any given time, including powerful creatures such as aboleth, deep dragons, grell, illithids, and fiends from the lower planes. Eye tyrants are notable exceptions. The drow have warred with the beholders of the Graypeaks Hive for centuries and do not tolerate their presence in the city.

**Major Products:** Body dyes and other augmentations, casks and pottery (fashioned from calcified webs), everdark ink (made from deep dragon scales dissolved in acid and prized by wizards), finely made armor and weapons, giant solifugids (trained as guardians), Netherese artifacts, molds (variants of brown, chromatic, death, deep, gray, russet, sonic, and yellow varieties), poisons, potions, riding and subterranean lizards (specially trained and bred), rothé wool, meat, cheese, spells, textiles, and even water (prized by long-distance travelers).

**Armed Forces:** Ched Nasad is home to more than twelve thousand drow troops and six thousand slaves. All soldiers, regardless of race, serve some noble house, merchant company, or mercenary band. Each organization is expected to contribute a portion of its soldiers to the collective defense. More than twelve hundred drow wizards (including multiclass wizards) and more than fifteen hundred priests (including multiclass priests) inhabit Ched Nasad. With the exception of nobles, all wizards and priests are required to perform at least one month per year of military service. Patrols outside the city include between twenty and thirty drow warriors, as well as two or more wizards or fighter/mages and at least one priest or fighter/cleric as leaders. Within the city, such numbers are typically halved.

**Notable Mages and Sages:**

- Ildibane Nasadra (CE male drow M22), the Archmage of Ched Nasad, is the twin brother of Aunrae Nasadra and one of the most politically powerful males in the city. Born in the Year of the Sable Spider (573 DR), Ildibane’s rapid ascent to his current position of influence is due to his unmatched magical talents, his dispassionate expediency, and the Spidersblood Pact he forged with his sister when they were both twelve years old. Ildibane has access to many magical items, including an amulet of Phelthong, a lurker cloak, an orb of radiance, a ring of antivenom, the robe of the Archmage of Ched Nasad, a staff of the abyss, and a wand of darkness.

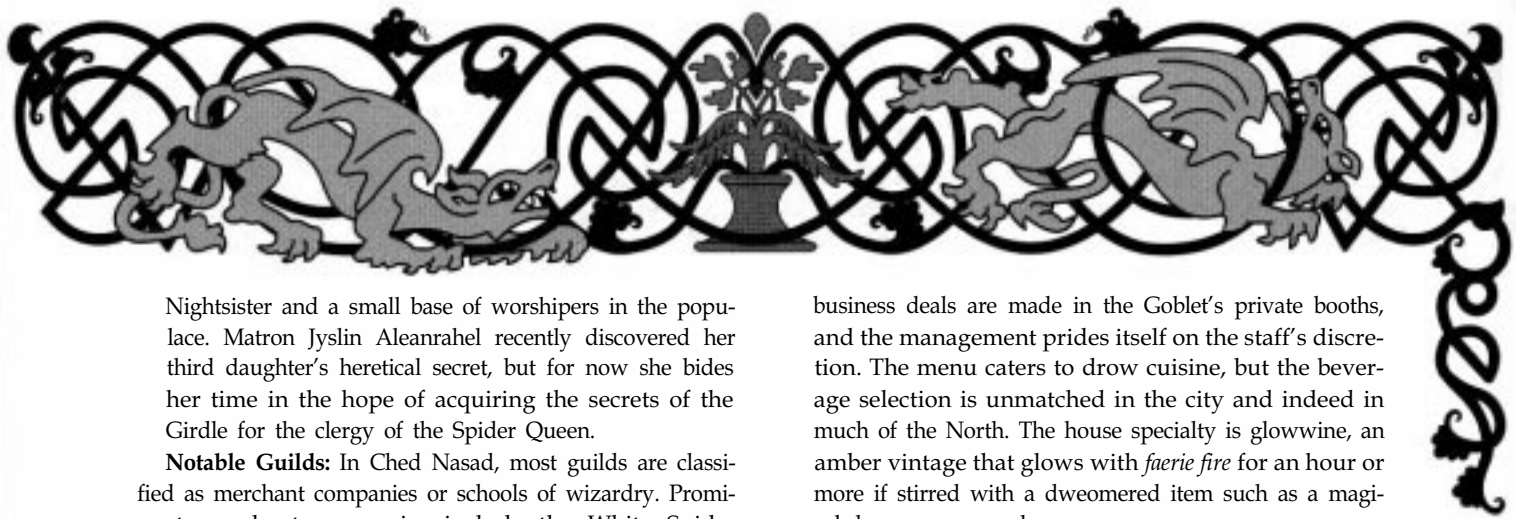
- “Quevven Jusztiirn” professes to be a venerable drow mage who resettled in the City of Shimmering Webs over fifty years ago after fleeing the strife that engulfed the city of Eryndlyn. In truth, he is Krashos Morueme (LE male adult blue dragon M12), a member of the legendary dragon clan of the Nether Mountains and a skilled wizard capable of hiding his true nature behind drow form. In keeping with his clan’s abiding interest in the legacies of Netheril, Krashos’s sojourn in the City of Shimmering Webs is driven largely by the trove of Netherese artifacts there.

- Relirva Indagley’Belash (CE female drow F7) is a drow commoner employed as a scout for House Teh’kinrellz, currently ranked as the twenty-first house of Ched Nasad. In the course of her service to Weapon Master Durdyn Teh’kinrellz (CE male drow F13), Relirva had the opportunity to study the chitines and choldrith of Yathchol at length and compile a series of detailed reports on their society. Her efforts greatly pleased the nobles of House Teh’kinrellz, for they indirectly resulted in the death of a rival house’s secondboy. As a reward, Relirva is allowed to earn additional income moonlighting as a sage, and she is often called upon by bored young nobles who wish to indulge in a chitine hunt, a practice similar to the fox hunts of Cormyr’s nobility.

**Notable Clergy and Churches:**

- Shyntlara Auvryndar (CE female drow vampire P14 of Lolth) is the matron mother of House Auvryndar and a member of the ruling council of Ched Nasad. Only the Spider Queen’s continued favor enables Shyntlara to maintain her position, for her rivals fear a potential legion of drow vampires under her command. In truth, the matron mother of House Auvryndar has found that she can only create servitor vampires from drow who have failed the test of Lolth but have not yet been transformed into driders. She has chosen not to reveal this limitation to her rivals (including her own daughters).
- Zesstra Aleanrahel (CE female drow P7 of Shar) is the third daughter of Matron Jyslin Aleanrahel and the current owner of *Gorothir’s Girdle*, a sacred text of Shar in the form of a black leather corset. Zesstra recovered the *Girdle* from the shattered skeletal form of a dead illithilich while on patrol outside Ched Nasad. The third daughter of House Aleanrahel believes that she is the first nonalhoon to claim the sacred relic of the Mistress of the Night since the lich Lalondra bore it into the Underdark and was destroyed by an alliance of illithiliches and drow from Eryndlyn. Since her discovery, Zesstra has secretly converted to the worship of Shar. In this masquerade she is aided by the spells of the





Nightsister and a small base of worshipers in the populace. Matron Jyslin Aleanrahel recently discovered her third daughter's heretical secret, but for now she bides her time in the hope of acquiring the secrets of the Girdle for the clergy of the Spider Queen.

**Notable Guilds:** In Ched Nasad, most guilds are classified as merchant companies or schools of wizardry. Prominent merchant companies include the White Spider Company, the Fellowship of the Seventh Scepter, the Company of the Flickering Flame, and the now-shattered Dragon's Hoard. The ruling council of Ched Nasad keeps the merchant influence in check by pressuring lesser noble houses to spread their investments among several companies instead of backing a single syndicate.

Prominent examples of schools of wizardry include the Disciples of Phelthong, the Weavespinners Academy, the Runemasters of the Dangling Tower, and the Arcanist Conservatory. Unlike in Menzoberranzan, the wizards of Ched Nasad are not trained in a single institution such as Sorcerers, but instead align themselves with one of the many schools of wizardry. The ruling council tolerates the school system because it encourages innovation while dividing wizards as a whole. Although many schools are tied to one or more noble houses, a few are nominally independent. Like the priestess-dominated noble houses, the various schools are locked in a relentless struggle for status. Duels between wizards of rival schools are not only permitted but common, and many interhouse struggles are waged through sorcerous proxies.

**Equipment Shops:** Full.

**Adventurers' Quarters:** With the exception of beholders, visitors to Ched Nasad are tolerated in the lower layers of the city. Surface dwellers are extremely rare, for Ched Nasad is located far below some of the most inaccessible territory in the North. But other Underdark races such as duergar, illithids, and kuo-toa are not uncommon. The following establishments cater primarily to duergar and drow from other cities, but they accept human and demihuman clients as well.

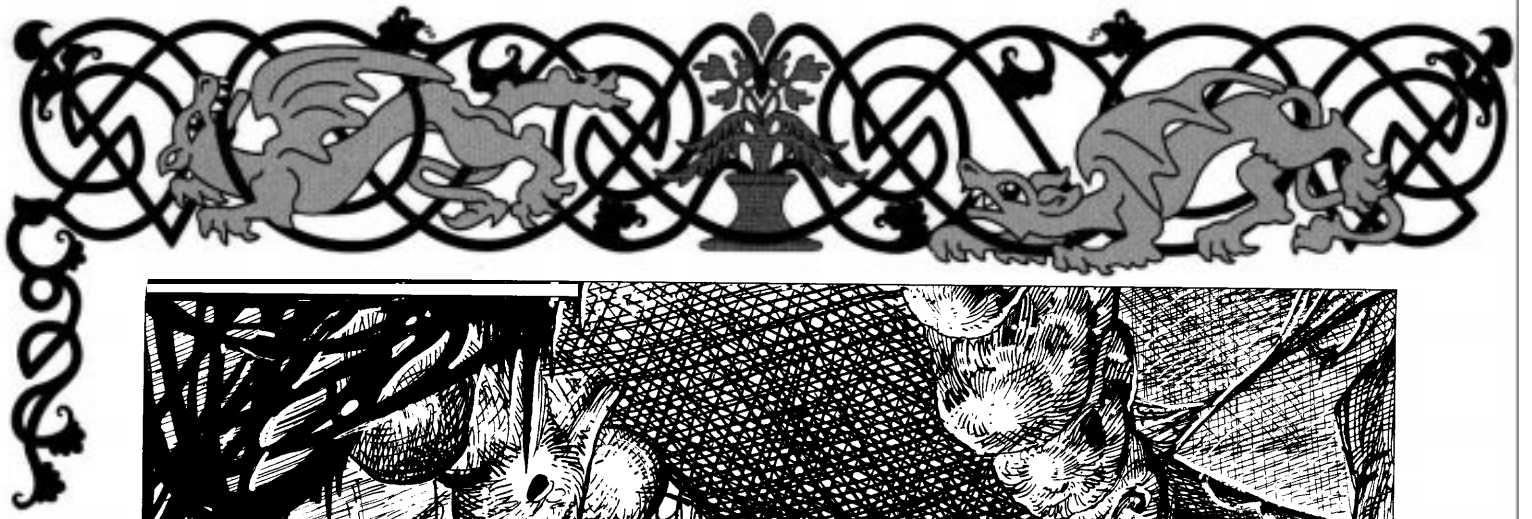
- The Lizard's Kiss (poor/cheap) is a rooming house that caters to duergar merchants who cannot abide the magically created stone webbing on which the rest of the city rests. Set in a natural cave in the city's western wall, the rooms are damp and overgrown with mold.
- The House Unnamed (excellent/expensive) is one of the city's best inns, catering to drow visitors, particularly nobles and wealthy merchants, who seek the comforts of home.
- The Glowing Goblet (good/moderate) is a well-appointed tavern for visitors and natives alike. Many

business deals are made in the Goblet's private booths, and the management prides itself on the staff's discretion. The menu caters to drow cuisine, but the beverage selection is unmatched in the city and indeed in much of the North. The house specialty is glowwine, an amber vintage that glows with *faerie fire* for an hour or more if stirred with a dweomered item such as a magical dagger or a wand.

**Important Characters:** Kaanyr Vhok (CE marquis cambion) is the Sceptered One, the cunning, ruthless son of the marilith Mulvassyss the Sceptered and former "husband" of the annis Tanta Hagara. The cambion marquis's careful planning enabled him to survive the destruction of Hellgate Keep with his army largely intact. The Scoured Legion, composed of over twelve hundred tanarukka (tiefling-orcs) and sixteen alu-fiends, now holds the deep tunnels beneath Hellgate Dell, the Nameless Dungeon in the High Forest, and several abandoned halls of old Ammarindar. Other tribes of tanarukka loyal to the Sceptered One dwell among the orcs of the Nether and Rauvin Mountains and the Fallen Lands; their numbers grow daily. Although the marquis cambion has yet to visit the City of Shimmering Webs, Kaanyr's ambitions have drawn the attention of Ched Nasad's ruling council. Despite centuries of warfare between the Nasadran drow and the tanar'ri of Hellgate Keep, Matron Aunrae Nasadra and Kaanyr Vhok regard one another as potentially useful allies, and their respective envoys are cautiously negotiating a mutually acceptable alliance. If the Nasadran drow agree to be drawn into the Sceptered One's plans, the danger such an alliance heralds for the entire North is unthinkable.

**Surface Connections:** Ched Nasad can be readily reached from the surface by the dwarven tunnels of Ammarindar. The Stout Folk dug many tunnels into the upper Underdark, and from there one can easily travel north to the outskirts of Ched Nasad. A labyrinth of tunnels above the city lead north from Ammarindar through the orc-held caverns of the Nether Mountains to the Fardrimm beyond. Access to the surface is possible along the way via the catacombs of the Nameless Dungeon, Hellgate Dell, and the ruined city of Myth Glaurach.

**Local Lore:** Ched Nasad was founded by exiles from Menzoberranzan who sided with House Nasadra against House S'sril following the near destruction of Menzoberranzan by the wizards of House Thaeyalla. Afterward, House Baenre proposed a compromise that those under the rule of House Nasadra would found another city to the glory of the Spider Queen while those who sided with House S'sril would remain.







Lolth herself appeared in avatar form and blessed the wisdom and forbearance of House Baenre. The Spider Queen then laid down the Way of Lolth, the basic laws under which both cities were to live, and decreed that the two cities must remain friendly to one another.

Although Ched Nasad is only several weeks away from Menzoberranzan, the Nasadran drow wandered for decades before founding their new city. Eventually the avatar of Lolth led House Nasadra and followers to the grotto where Ched Nasad now lies. Before vanishing, the avatar wove a great web from one wall to the other that then burst into flame. When the fires died down, the web had been transformed into stone, shimmering with fuetie fire.

Since the city's founding in -3843 DR, the Nasadrans have continued to expand this handiwork. Shimmering webs now encompass the entire cavern. Ched Nasad flourishes despite centuries of fighting with the dwarves of Ammarindar, the beholders of the Graypeaks Hive, the phaerimm beneath Anauroch, and the fiends of Hellgate Keep. While the rule of the Spider Queen's clergy and the noble houses is still absolute, both wizards and merchants wield influence and are in large part responsible for the city's prosperity.

Much of Ched Nasad's current fortune stems from its proximity to the caverns beneath ancient Netheril. Strong enough to hold their own against the phaerimm armies, the Nasadran drow periodically raid into the phaerimm lands known as the Buried Realms (see "Environs of Ooltul"). Although more than half of all raiding bands never return, the plunder recovered by those that do return is unmatched. For centuries these drow have traded remnants of Netheril's faded heritage. Merchant caravans ply regular subterranean trade routes beneath the northern and southern ends of the High Forest to trading partners in Menzoberranzan, Gracklstugh, Ch'Chitl, Eryndlyn, and points beyond.

## Environs of Ched Nasad

The environs of Ched Nasad are largely unworked. The stores of metal left after the fall of Ammarindar obviated the need to dig for more. The surrounding Underdark does bear the scars of countless spell battles, however, for the drow of Ched Nasad waged wars against beholders, dwarves, fiends, and phaerimm, with only brief interludes of peace.

Although the existence of Ched Nasad is largely unknown in the Realms Above, its inhabitants are widely feared and hated throughout the Underdark of the North.

Nevertheless, Ched Nasad's merchants enjoy strong trading relationships with subterranean cities as far away as Gualdurd and Underspires. The greatest threat to Ched Nasad lies to the east. Although the phaerimm are imprisoned behind the magical wards of the sharn, their minions frequently foray into drow-held tunnels. To the north lie the dwarf-held caverns of the Fardrimm, although their hold over these caverns is greatly diminished since the height of the Northkingdom. To the west lies the natural barrier of the Great Fungus of Araumycos. To the south lie the caverns claimed by the eye tyrants of the Graypeaks Hive. Although their ancient cities lie in ruins, victims of centuries of war with the drow, the beholders of the southern Graypeaks individually control enough territory to threaten Ched Nasad's dominion of the remnants of Ammarindar.

### Ammarindar

The dwarven realm of Ammarindar arose circa -4100 DR, coexisted alongside Netheril, and eventually fell in the Year of the Curse (882 DR). At the realm's height, Ammarindar's borders on the surface included much of the upper Delimbiyr valley, taking in the Graypeaks from Naurogloth (Bleached Bones Pass) to Horindon Lhar (High Gap) and from the Fallen Lands to the edge of the High Forest. The Royal Caverns of Splendarrmorn, seat of Ammarindar's monarchy, lay beneath the Shining Mountain, the westernmost peak of the pair that rises to the west of the Shining Falls. The dwarven realm also extended down into the upper Underdark, encompassing both natural caverns and an extensive mining network. The underways of Ammarindar ran the length of the upper Delimbiyr valley, permitting travelers to walk from one end of the kingdom to the other without ever returning to the surface. Isolated clanholds lay scattered throughout the Ammarindan Underdark wherever the richest veins of ore and gemstones were found.

The demons of Hellgate Keep linked the catacombs beneath Ascal's Horn with the deep tunnels of Ammarindar in the Year of the Frozen Flower (1221 DR) and established a network of outposts throughout the Ammarindan Underdark in the following years. As all greater and true tanar'ri were trapped within Hellgate Keep by powerful wards, outlying stations were held by lesser and least tanar'ri, cambions, tieflings, and ghouls. This period was marked by a great deal of warfare between hordes of fiends, the drow of Ched Nasad, and the beholders of the Graypeaks Hive, as the latter two groups had established an extensive presence in the Ammarindan Underdark following the collapse of the dwarven kingdom above. Hellgate Keep's far-flung troops were largely recalled following the death of Grintharke in the Year of the Sword (1365 DR),



and their abandoned holdings are only beginning to be reclaimed by their ancient foes.

Although the Stout Folk abandoned Ammarindar in such haste that cartloads of treasure were left behind, much of the dwarven realm's wealth was plundered by demons, drow, and beholders. Nevertheless, the Ammarindan Underdark still holds a great number of undiscovered secrets that date back nearly five hundred years. In particular, the dwarves of Ammarindar were known for their ever-bright adamantine armor. They fashioned suits of full plate worked into horns, ridges, barbs, and crests of a shining blue silver hue. As most of this armor and unworked adamant has gone unaccounted for, secret caches may still exist.

### **Araumycos**

Beneath the High Forest in the upper Underdark, lies the largest and possibly longest-lived organism in all of Faerûn. Tales dating back to the height of Ammarindar speak of dwarven mines located deep beneath the elven realm of Eaerlann that were abandoned to the slow, inexorable growth of Araumycos, a dwarven term that means "Great Fungus." The Fair Folk have legends that date back farther still that tie the birth of Araumycos to the fell sorceries of the Vyshaantar Empire, but so little is known of that era, even among the elves, that no origin can be conclusively determined. The gods of the Realms are curiously silent on the mysteries of Araumycos, leading many to conjecture what wonders it conceals.

The Great Fungus is believed to extend from the Shining Falls to the Lost Peaks and from Tall Trees to the Hall of Four Ghosts, wholly occupying the labyrinth of tunnels and caverns that wind their way beneath the High Forest. Its size seems to be in some way constrained by the woodland, for the fungus does not extend beyond its periphery. (This observation has led some to conclude that the Great Fungus would die if the High Forest ever vanished, but no one has ever come close to succeeding in such an endeavor.) Araumycos's growth is apparently subject to depth constraints as well, for it does not seem to grow within 1 mile of the surface or deeper than 3 miles below the ground. The Great Fungus is immune to magic, but slightly susceptible to the Invisible Art (psionics). While it may well be sentient, no one has ever managed to establish any communication. Acid, fire, poison, physical attack, and countless other means of assault can kill small pieces of Araumycos, which rapidly decay. Killing the entire organism, however, has thus far proved impossible. In addition, no piece removed from the main body, regardless of size, has ever survived or propagated, leading some sages to conclude it is a unique organism, incapable of reproduction.

Araumycos can defend itself with psionics, although such defenses are activated without apparent rhyme or reason or any relation to the apparent magnitude of the assault against it. It does not always defend itself. The Great Fungus has an apparently limitless supply of psionic strength points (PSI's), and has been known to employ all known forms of psionic attack and defense.

From time to time, without explanation, large growths of Araumycos wither and decay, revealing ancient, undisturbed caverns. Such occurrences usually prompt a burst of exploration by Underdark races in the region, for the ruins of ancient civilizations are sometimes revealed in the wake of such events. Some theologians believe that the Great Fungus is a manifestation of Psilofyr, Lord of the Myconids, for colonies of fungus men are often revealed in sealed caverns. No proof of such hypotheses has ever been made. Caverns revealed by the Great Fungus are eventually reclaimed, but for reasons not at all understood, complete regrowth may take hours or centuries.

### **Cavern of Cloven Heads**

Over five thousand years ago, this small cave was the site of a battle between a rear guard of dwarven heroes of Clan Black Axe and a group of drow refugees led by Menzoberra the Kinless. Located at the heart of the network of Black Axe iron mines, the Cavern of Cloven Heads gained its name from the greatly outnumbered "Brave Beards," who fell one by one yet managed to take more than half of Menzoberra's drow with them. The last dwarf, bloody but unbending, his body wracked by spasms brought on by drow poison, cursed the drow and then sank into the solid stone of the cavern floor. The Stout Folk of Clan Black Axe later reclaimed the caverns, but they were forced to abandon them again as Ammarindar collapsed overhead.

More recently, the Cavern of Cloven Heads and the ancient mines around it have been reoccupied. The current tenants are of Uthgardt ancestry, descendants of the Golden Eagle and Red Pony tribes. These barbarian tribes vanished into the Underdark long ago through a passage that leads down from beneath One Stone, the Uthgardt ancestor mound in easternmost Moonwood. After years of wandering the wilds of the Underdark, Uthgardt's descendants have become savage grimlocks who feast on raw flesh. Nevertheless, both tribes retain twisted vestiges of their ancient traditions, including a depraved form of ancestor worship that involves consumption of the aged and weak while they still live. When, by chance, the Uthgardt grimlocks stumbled across the Cavern of Cloven Heads, they discovered a monstrous boulder engraved with runes. Riven skulls of hundreds of drow lay in concentric circles around it. Since this



discovery matched fragmentary legends regarding their lost ancestor mound, the grimlocks abandoned their nomadic ways and settled the surrounding caverns.

What the grimlocks revere as their sacred ancestor mound is actually an ancient dwarven cairn of the Black Axe Clan. The inscriptions on the great boulder are actually Dethek runes that relate the legend of the "Brave Beards." The rock itself lies atop the site where Dorn Black Axe, the last defender of the dwarven rear guard, sank into the floor of the cavern. Unknown to the grimlocks, Dorn's arms and armor remain entombed in the floor, although the legendary dwarf's physical form has merged with the rock. If the boulder cairn is ever moved and the stone beneath it transformed via *stone shape*, transmute rock to mud, or similar magical effects, the *Black Axe of Dorn*, the *Dragonbane Towershield*, and the *Adamantine Golemcloak* may be removed in pristine condition. However, anyone publicly displaying one of these artifacts will earn the animosity of all shield dwarves on sight as a plunderer of dwarven tombs. Though their location was lost, the legend that grew up about these items has never faded away.

### Realm of Stone and Shadow

The Realm of Stone and Shadow is a huge network of caverns in the upper Underdark beneath the Graypeak Mountains. It is entirely claimed by Malaeragoth, the Dragon Unseen, a very old sapphire dragon who is rarely seen outside his lair. He lurks in its depths, devouring creatures-drow war bands from Ched Nasad, for example-who blunder into his home.

Some of these subterranean chambers are natural, bringing hot, foaming springs up to join the River Shining. Others are the passages of an abandoned Ammarindan delve, blasted into larger tunnels by the dragon's spells. Traps and chasms are commonplace, and once-rough walls have been worn smooth by the passing bulk of the dragon. Malaeragoth keeps several "arms," dead-end strings of caverns walled off with huge rocks, for special purposes. One arm is flooded, holding a reserve of water. Another is lit by the endless, silent flashes of many beljurils, magical gems that spark with their own light.

Scrying mirrors drift slowly along the passages of the Realm of Stone and Shadow, like upright oval stone shields; their soft green and white surfaces flicker. Malaeragoth uses them to spy on the world outside, regularly scanning the lands around his lair. He bends the major part of his attention, though, to distant Sembia and the deeds of the Cult of the Dragon, wherever he finds them.

Skeletons and zombies fetch and carry for Malaeragoth. If his lair is attacked by large groups, he directs these

undead to roll massive boulders down shafts onto invaders. The undead are otherwise walled away in unlit side caverns to keep them out of the way.

Malaeragoth enjoys solitude and slow walks through the caverns. He watches a scrying mirror that drifts along with him and murmurs thoughts, comments, and unfolding schemes to himself (unless he detects guests in his lair).

### Yathchol

Within a day's walk of the northern caverns of Ched Nasad lies a cluster of chitine villages. Although largely autonomous, the chitine enclaves collectively comprise the realm of Yathchol. Between forty and sixty chitines reside in each settlement. One in twenty is a chitine priestess, known as a choldrith. As many as twenty carrion crawlers dwell among the diminutive four-armed humanoids of each settlement, *charmed* to serve the ruling priestesses.

Although not unique to the environs of Ched Nasad, the chitines of Yathchol are actually the castoff experiments of Nasadran drow, magically bred in hopes of creating an ideal slave race. After decades of unsuccessful experimentation in a secret base beneath the southern tip of the Far Forest, the wizards of House Myllyl (who never acknowledged their role) abandoned their efforts. After their effective emancipation in the Year of the Creeping Fang (1305 DR), the chitines unexpectedly thrived, growing sufficiently in strength and number that they have established at least seven villages in the middle Underdark beneath the Far Forest and the northernmost peaks of the Graypeak Mountains. Although Ched Nasad's patrols could easily eliminate these pests, the younger members of the nobility enjoy periodic chitine hunts too much to eliminate them entirely.

### Current Clack

The eye tyrants of the Graypeaks Hive make up the third largest beholder "nation" in western Faerûn. Descended from H'Catha emigrants whose spelljammer crashed in Bleached Bones Pass, the earliest Graypeaks Hive beholders constructed great cities in the middle Underdark beneath Ammarindar. Those cities collapsed millennia ago due to pressure from the dwarves above, the drow of Ched Nasad, and the phaerimm to the east; the eye tyrants are now scattered across the North. (Some of the more infamous beholders of this Hive include or included Thaluul the Doomsphere, Uvixiq of the Fallen Lands, Iquintik of Dawntreader Gap, Many Eyes of Aaurilcaurak, Misker the "Pirate Tyrant" of Skullport, Seirtych Xantaun of Skullport, Uthh of Skullport, and the Eye of Undermountain, now known as the Xanathar.)





Unlike their counterparts to the east who fled the fall of Ooltul, Graypeaks Hive beholders display little unity of purpose and seem to lack collective ambition to revive the ancestral cities. Nevertheless, rumors have persisted in Ched Nasad that the eye tyrants' greatest city lies undiscovered in the lower Underdark. Some tales harken back to the "Doom of Many Eyes" foretold by the last dwarf of the Black Axe Clan to die in the Cavern of Cloven Heads. Although traditional drow histories hold that the curse referred to the great twenty-four-eyed beholder known as Many Eyes that Menzoberra and her followers defeated, some talespinners hold that the dwarf foretold a day when the descendants of Menzoberra's followers would be overrun by hordes of eye tyrants.

In light of such enduring tales, reports of increased beholder activity in the deepest mines of Ammarindar have created a panic among Nasadrans. The ruling council has increased the size of regular patrols and dispatched numerous scouts. This talk of war is uncertain; military buildups come and go. But the number of caravans going lost in the wilds has starkly increased.

## Gracklstugh

### **The City of Blades, Middle Reaches**

Gracklstugh, capital city of the duergar Deepkingdom, lies deep beneath the Dessarin River valley, almost directly below the Uthgardt ancestor mound known as Flintrock. The city occupies a great subterranean grotto dominated by massive stalagmites that opens onto the southern shore of the Darklake. The gray dwarves have transformed many of the *speleothems* into *smelters* that belch forth endless plumes of smoke through small holes in their tips. Around each foundry lies a cluster of residences and smithies carved into lesser stalagmites and the cavern floor.

A narrow rift formed by a massive subterranean earthquake eons ago runs through the heart of Gracklstugh. Known as Laduguer's Furrow, it is spanned by more than a dozen stone bridges. Gaseous discharges regularly escape from tiny vents in the chasm walls, where duergar rift sappers collect them. Laduguer's Furrow extends more than a quarter of a mile past the eastern and western walls of the central cavern, and many duergar and derro make their homes in small caves dug into the walls of the East Cleft and West Cleft districts. The steep floor of each rift has been carved with a set of stairs and a wide ramp for both pedestrians and steeder-pulled wagons. Both districts are off limits to nonnatives, and duergar guards man the gates into both. The West Cleft district houses the city's derro minority; their presence is a closely guarded secret.

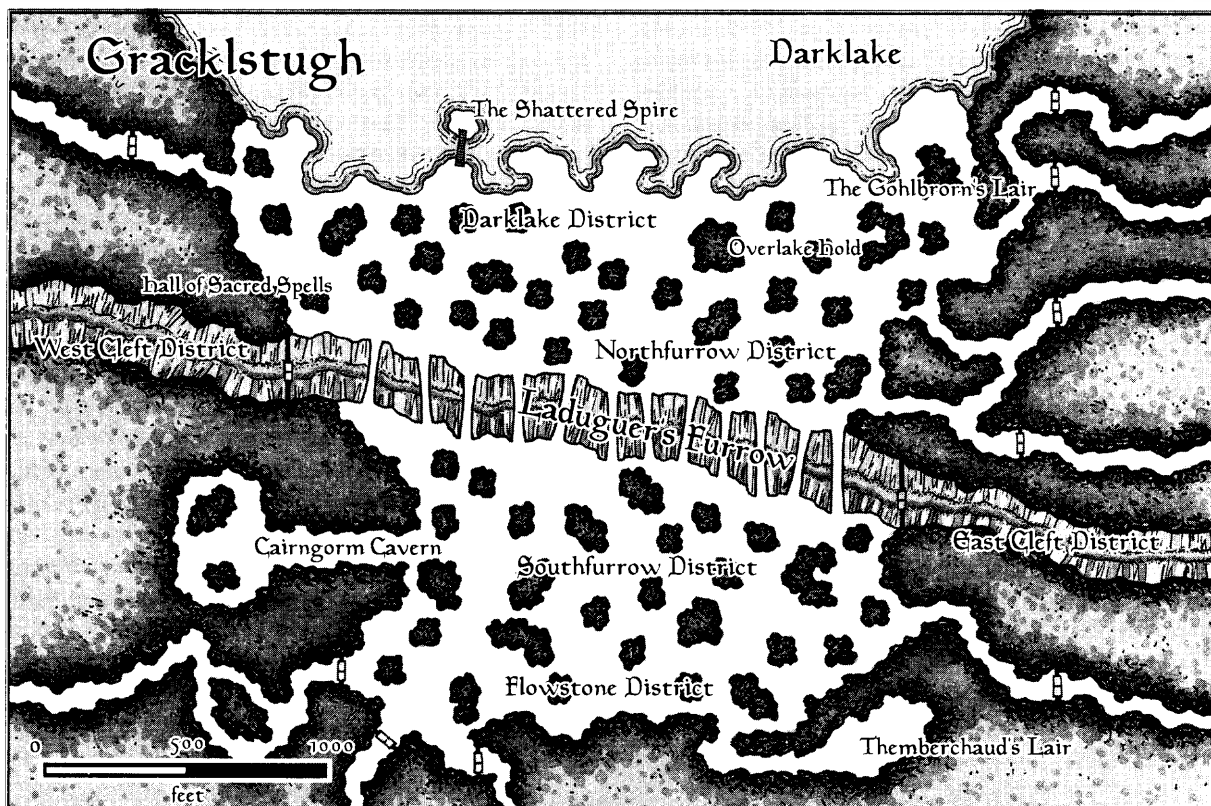
**Who Rules:** The Deepkingdom is ruled by Deep King Tamgardt Steelshadow VII (LE male duergar F17), who governs in consultation with the Council of Lairds, composed of the chiefs of the individual clans and subclans. King Tamgardt is an aged, somewhat senile gray dwarf who has held the Deep Throne since the Year of the Cairngorm Crown (972 DR). During Tamgardt's reign, much of the day-to-day authority over the kingdom's outlying holds has fallen to the local lairds, and the duergar monarch's writ is now largely confined to Gracklstugh, the City of Blades.

**Who Really Rules:** The Council of Savants, composed of the thirty-six leading sages of the derro minority, is the true power. Although nominally subordinate to both the Deep King and the Council of Lauds, the derro savants of Gracklstugh hold a tight grip on the Deepkingdom's reins of power. The savants maintain their authority over the duergar elders through a combination of bribes, magical charms, and threats. Selective assassinations are largely a tool of the past, although the savants are not above replacing a recalcitrant duergar laird.

**Population:** Some thirty-six thousand gray dwarves dwell in Gracklstugh, with fifty-seven thousand more in the outlying holdings. Approximately six thousand derro also make their home here as do twenty-four stone giants of Clan Cairngorm (Their influence far outweighs their relative numbers). Approximately nine thousand slaves dwell in Gracklstugh, although that number fluctuates by a thousand or more depending on trade conditions and military activity. Most slaves are goblins, humans, orcs, shield dwarves, or svirfneblin. Drow slaves are rare, since their presence tends to inhibit trade with other drow. Human slaves are usually given to the derro for demeaning manual labor and breeding experiments.

**Major Products:** Armor (chain mail, plate mail), arrowheads, darklake stout, fish, locks, mining equipment, pike heads, smithing equipment, steel blades (silvery cold and razor-sharp, sized for axes, broad swords, long sword, rapiers, and short swords), tools.

**Armed Forces:** The Deepkingdom maintains one of the largest standing armies in the Northdark: over fifteen thousand gray dwarven soldiers and three thousand slave levies. Approximately two-thirds of the troops are stationed in Gracklstugh, with the remainder in outlying holds. During war, the total number of troops available to the realm can be doubled, or, in extremis, tripled. Militia service is a requirement for all adult males, and many females train as well. Of that fifteen thousand, approximately twenty-five hundred are in the steeder cavalry, and another seven hundred fifty are priests of Laduguer and Deep Duerra. Finally, the derro can muster over two thousand troops, one hun-



dred savants, and two hundred students, although to date the derro troops have never been deployed for fear of revealing the extent of their presence in Gracklstugh. The Deepkingdom maintains such a large standing army by requiring that all troops contribute to the city's economic output. Duergar soldiers spend as much time forging armor and weapons as they do drilling, patrolling, and erecting fortifications. Nevertheless, their relentless pace ensures a high standard of military preparedness.

#### Notable Mages and Sages:

- Diinakvil Rylafyrn (CE male derro Sav8) is the longest-serving member of the Council of Savants, and one of the most politically powerful individuals in Gracklstugh. Rival savants suspect that Diinakvil has some private hold over King Tarngardt, for the Deep King rarely crosses his trusted derro "advisor." Diinakvil's areas of expertise include dwarven history in the North (duergar and shield dwarf), politics, and the Underdark slave trade. Diinakvil is wary of disrupting the status quo in Gracklstugh, and he expends much energy undermining the more outrageous plots of his peers.
- Pvelnqa Tsunglyl (CE male derro Sav7), recently elevated to the Council of Savants, is a traditionalist who seeks to spark a Uniting War, the first in centuries,

against a suitable foe such as Rlingdenstone or Menzober-zanzan. Pvelnqa strongly believes that Gracklstugh derro have grown soft and need a conflict for culling. The charismatic savant secretly believes that for the first time in racial memory, the derro could actually win such a war and usher in a new age of derro mastery in the Underdark. Pvelnqa's areas of study include derro cultural traditions, speleology, and Underdark military history.

- Vriild Denvenar (CE male derro Sav8), a leading member of the Council of Savants, leads a faction of derro scholars who study the Realms Above. Vriild's areas of expertise include cartography, human history in the North, and prominent human wizards. Vriild is growing increasingly concerned by the emergence of Luruar. In it, he sees echoes of Ascalhorn, Myth Drannor, and Phalorm (more commonly known as the Fallen Kingdom) and a threat to derro aspirations of surface domination. In the past year, Vriild's emissaries have forged close contacts with the Kraken Society cell in Yartar, a secret society still reeling from the death of the local leader, Waterbaron Alahar Khaumfros (LN male human F4). The derro savant promised magical aid for the Kraken Society's agents who infiltrate Luruar in exchange for information on the realm.





**Notable Clergy and Churches:** Dungalorin Torune, which translates as Overlake Hold, is a temple of Laduguer carved into the heart of a massive stalagmite. The great speleothem was formed by a nearly vertical stream that winds for miles from the surface lands to rain down on the subterranean tor and drain into the adjoining Darklake. Dungalorin Torune bristles with temple forge chimneys from which smoke billows and ledges from which stone catapults can hurl burning pitch at waterborne invaders.

- Grim Herald Morndin Gloomstorm (LE male duergar P15 of Laduguer), son of Kildor, blood of Balgor, of Shimmergloom's Run, is the resident high priest of Laduguer in Gracklstugh. Morndin is one of the few surviving duergar of Clan Bukbukken. This clan once occupied the undercity of Mithral Hall and served the shadow wyrm Shimmergloom before the Clan Battlehammer shield dwarves reclaimed their home and drove the gray dwarves back to Gracklstugh.
- Scrivener of Secrets Vendariiq Memtyn (CE male derro Sav8) is the "high priest" of Diirinka and a leading member of the Council of Savants. Vendariiq tends the derro god's shrine, known as the Hall of Sacred Spells, along with a dozen students. Despite his position, Vendariiq has little interest in preaching. He prefers to work behind the scenes along with his fellow savants. His research includes the magical legacies of the elves of the High Forest, the humans of Ascalhorn, and legendary wyrms of the North. The Scrivener of Secrets is intrigued by the fall of Hellgate Keep and the opportunities it presents. He has dispatched more than one expedition to plunder its catacombs.
- Stonespeaker Hgraam (N male stone giant P7 of Skoraesus Stonebones) is a stoic, powerfully built stone giant who serves his tribe as both chief and shaman. He is an effective leader who stands out for his intelligence, diplomatic skills, and martial prowess. Although never cruel, Hgraam is strict and demanding. His word is his bond, and there is little love lost between him and the Council of Savants. The title of Stonespeaker is a traditional one bestowed on the leader of Clan Cairngorm by the Deep King. The tribe's clan name refers to the ancient oath of fealty their ancestors swore to the bearers of the Cairngorm Crown (the traditional regalia of Deepkingdom monarchs).

**Notable Guilds:** Gracklstugh's most prominent clans include Clan Blackskull, Clan Hammercane, Clan Thordenson, Clan Thuldark, and Clan Xundom. The clan structure of the City of Blades serves as guilds, although no dwarven crafts are restricted to any single clan.

Members of the one true thieves' guild are known as the Gray Ghosts. Reportedly led by a trio of renegade savants,

the Gray Ghosts include at least three score or more duergar thieves, fighter/thieves, priest/thieves, and psionicist/thieves. Although the Gray Ghosts largely confine their activities to visiting merchants, the general population of Gracklstugh is not entirely safe from them.

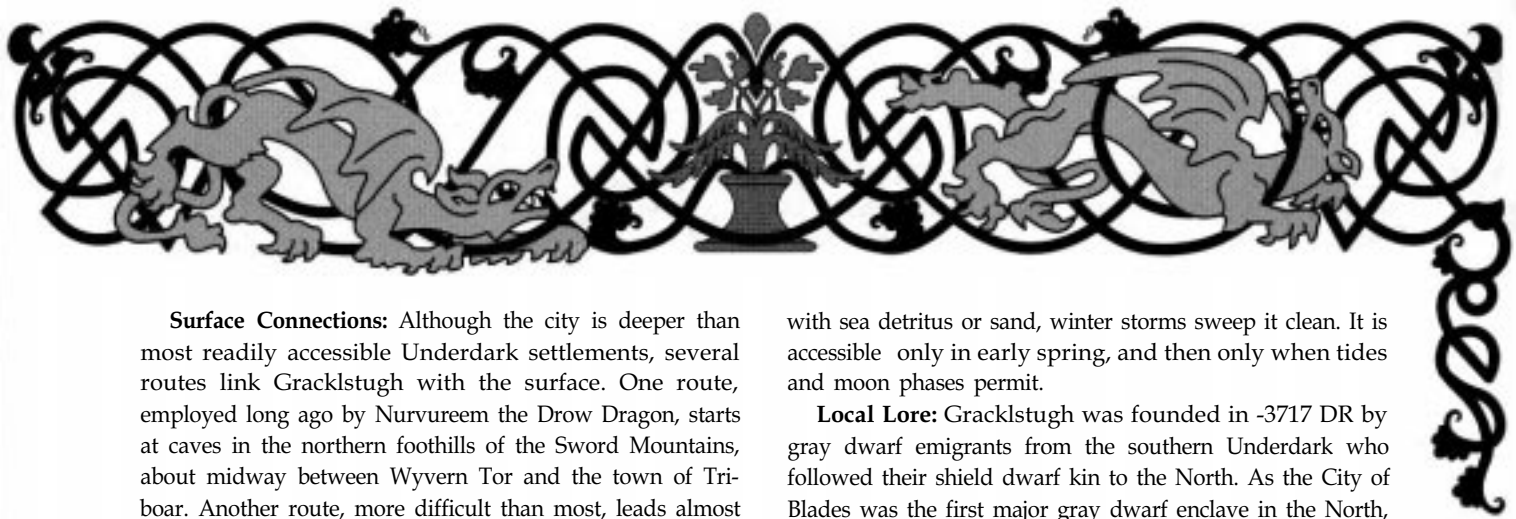
**Equipment Shops:** Full.

**Adventurers' Quarters:** Although visitors to the City of Blades are grudgingly permitted, they are restricted to the Darklake district on the northern edge of the city. Of the native population, only gray dwarves are ever seen in the Darklake district, leading most to conclude that the duergar comprise the entirety of the population. As most visiting merchants are drow, duergar, or kuo-toa, most businesses here cater to those races. However, at least two establishments welcome surface dwellers:

- The Shattered Spire (fair/moderate) is a ramshackle tavern constructed of petrified giant fungi stalks in a fashion that resembles a log cabin. This watering hole rests atop the base of a broken stalagmite that rises from the waters of the Darklake some 40 feet offshore. The tavern is connected to the city by a rope bridge made of woven rothé wool. A minor dweomer prevents nonmagical weapons from cutting the strands.
- The Gohlbronn's Lair (poor/moderate) occupies a small cavern complex beneath the Blade Bazaar at the northern end of the Darklake district. The place is frequently flooded in late spring and early summer; the best patrons can say for this inn is that its rooms are defensible.

**Important Characters:**

- Crown Prince Horgar Steelshadow (LE male duergar F9/Psi9), King Tamgardt's designated heir, impatiently awaits the death of his grandfather and his coronation. Horgar is well aware that his grandfather has ceded much of the crown's authority to the outlying lairds and the Council of Savants, and even now he plots to restore that authority to the throne. The crown prince's brash and impetuous nature does not endear him to his future subjects, and he has managed to alienate the majority of the lairds who might otherwise support his ambitions.
- Themberchaud (CE young adult red dragon), the Wyrmsmith of Gracklstugh, lurks in a hidden side cavern on the south side of Gracklstugh's central grotto atop a treasure hoard, unseen by visitors. Themberchaud's fiery breath weapon tempers the legendary steel blades of Gracklstugh in exchange for regular contributions to his hoard. Like his predecessors, the red dragon is attended by a monastic order of duergar priest/psionicists. Known as the Keepers of the Flame, they cater to the dragon's every whim that falls within the pact between the young wyrm and the rulers of House Steelshadow.



**Surface Connections:** Although the city is deeper than most readily accessible Underdark settlements, several routes link Gracklstugh with the surface. One route, employed long ago by Nurvureem the Drow Dragon, starts at caves in the northern foothills of the Sword Mountains, about midway between Wyvern Tor and the town of Triboar. Another route, more difficult than most, leads almost directly from Beldabar's Rest, a belowground inn in Yartar, to Gracklstugh. This path leads through an abandoned dwarven citadel directly beneath Yartar that is now the demesne of Nalynaul the Shriveled (LE ilithilich M9) and his wererat minions. Tunnels also link the City of Blades with lost duergar holdings in the depths of Luskan and Mithral Hall. A major trade route leads south-southwest to Skullport through a region of tunnels known as the Labyrinth and directly above the illithid enclave of Ch'-Chitl. Duergar merchants know of a hidden side passage along this route leading up to a sea cave just south of Waterdeep. The cave lies between two small, rocky, slippery fingers of land cloaked by a small island, the third grouping south of the Waterbreak peninsula. The roughly triangular formation of this tiny bay causes a dangerous undertow and whirlpools. The entrance is known only to a few, and it is seldom used. Though it is usually covered over

with sea detritus or sand, winter storms sweep it clean. It is accessible only in early spring, and then only when tides and moon phases permit.

**Local Lore:** Gracklstugh was founded in -3717 DR by gray dwarf emigrants from the southern Underdark who followed their shield dwarf kin to the North. As the City of Blades was the first major gray dwarf enclave in the North, its influence grew without rival throughout the upper and middle Underdark. In -3392 DR, King Horgar Steelshadow II proclaimed the founding of the Deepkingdom with Gracklstugh as its royal seat, claiming sovereignty over all gray dwarf enclaves north of the Sharnlands and west of the Buried Realms beneath Anauroch. Over the next seven centuries, Gracklstugh's monarchs dispatched troops to garrison even the most isolated duergar holds with orders to crush all resistance. By -2600 DR, the Realm of the Cairngorm Crown encompassed vast reaches of the Northdark, rivaled only by Delzoun and Ammarindar. The authority of the Deep King and the Council of Lauds was unchallenged.

The Deepbear Battles, from -1803 DR to circa -1350 DR, marked the beginning of the Deepkingdom's slow decline. This pyrrhic victory began when the duergar smashed Ursadunthar, a fairly civilized nation of quaggoths





deep beneath the lands north of the Spine of the World. Reduced to a barbaric state and secretly egged on by the drow, the quaggoths retaliated for generations by raiding the smaller duergar holdings. Overextended, the duergar retreated time and time again, until the Deepkingdom was an empire in little more than name.

In the Year of the Cairngorm Crown (972 DR), the scattered derro tribes in the Northdark launched yet another Uniting War, this time against the duergar. By chance, the derro assault coincided with a tour of the realm's outlying holdings by the Deep King. Crown Prince Targardt led an army to rescue the besieged hold where King Barthorn V was trapped, but the relief force arrived too late. The Deep King died just hours before the reinforcements broke the siege. In retaliation, the newly crowned King Targardt VII launched a crusade to exterminate the scattered derro clans throughout the Northdark, and several hundred derro were brought back to Gracklstugh in chains. For nearly a century thereafter, the derro labored as slaves. Their numbers rapidly increased without the opportunity to wage periodic Uniting Wars.

In the Year of the Deluded Tyrant (1063 DR), King Targardt VII ordered the derro freed and granted them all the rights and privileges accorded to Gracklstugh's duergar inhabitants. Those duergar lairds who speculated that a secret coterie of derro savants was behind their liege's sudden change of heart found themselves the targets of assassination. The Council of Savants was established shortly thereafter. Since their emancipation, the derro have grown in power and influence while the Deep King's authority has declined. As the derro confine themselves to areas of Gracklstugh that are off limits to visitors, few outsiders even suspect the presence of the derro minority, let alone their effective rulership of the ancient duergar capital.

## Environs of Gracklstugh

Gracklstugh lies at the heart of the Northdark, at the nexus of a great many trade routes that crisscross the Realms Below. The surrounding tunnels and caverns bear the mark of millennia of dwarven mining. To the north lie the settlements of Blingdenstone, Mithral Hall, and Menzoberranzan. To the east lie the New Caverns and beyond them Araumycos, the Great Fungus. To the south and west lies the maze of tunnels and passages known as the Labyrinth, and beyond them, the Port of Shadow.

### Buiyrandyn

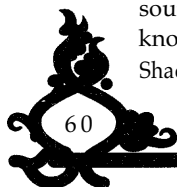
Buiyrandyn was a tiny drow settlement beneath the northern Sword Mountains due north of the dungeon of Southkrypt and due west of Wyvern Tor. The struggling drow enclave was destroyed centuries ago by illithids and is now the lair of a small clan of hook horrors. Buiyrandyn was notable for spurning Lolth and the other drow gods, and for its most famous resident who dwelt there as a child, Qilue Veladorn, the seventh and most mysterious of the famed Seven Sisters.

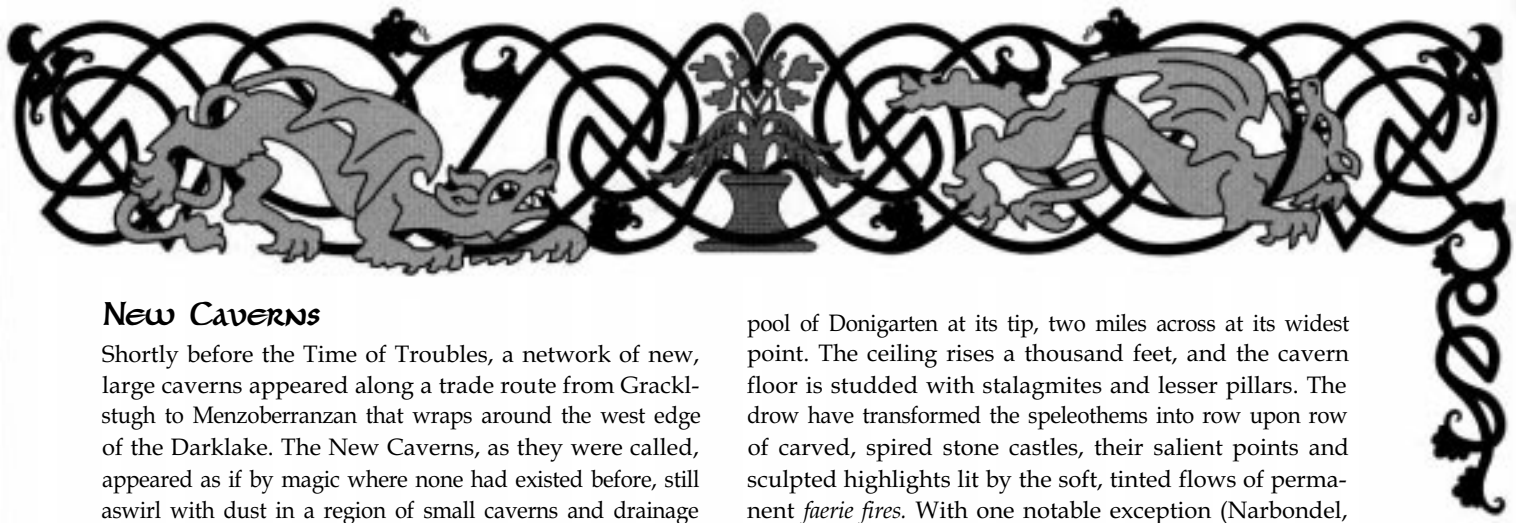
### Darklake

Located south and east of Mantol-Derith in the middle Underdark, the Darklake is actually a linked collection of bodies of water in a large flooded cavern complex. Each water-filled cave is connected to the rest by short tunnels, many of that once sloped down to form small waterfalls. The natural cascades were removed long ago, and changes in elevation between the various sections of the lake are now governed by locks built by past dwarven engineers. The roof above the caverns into which the Darklake has seeped is quite low, rarely higher than ten feet above the water, and sometimes as low as two or three feet.

A small school of ixzan and a few isolated bands of freshwater scraggs are the only known intelligent inhabitants of the Darklake, and they are rarely seen. Many other races, particularly duergar from Gracklstugh making their way to Mantol-Derith, use the lock-linked caverns of the Darklake as a relatively secure passage through this region. (The gray dwarves' regular route is a dry passage over 100 miles in length that skirts the western edges of the Darklake. Only the last 10 miles of the route actually cross the waters of the Darklake.) However, more dangerous denizens than ixzan or freshwater trolls are believed to lurk in the dark waters, and more than one boat laden with trade goods has sunk into the depths of the Darklake. In particular, the Biting Battle Axe of Sam, a duergar weapon of legendary prowess, is known to have been lost when Threngar Henstak, blood of Sarn, was knocked out of his vessel by some type of serpent, later identified by a drow sage (given to fanciful hypotheses) as a quelzarn.

Legends speak of a two-way, ship-sized gate that connects the Darklake waters with the River Sargauth, near Skullport. Should such a gate exist, trade between the Port of Shadow and the cities of Blingdenstone, Menzoberranzan, and Gracklstugh would be greatly aided. The occasional discovery of mysterious shipwrecks in the depths of the Darklake suggest that a gate does exist, but its exact location remains lost.





## New Caverns

Shortly before the Time of Troubles, a network of new, large caverns appeared along a trade route from Gracklstugh to Menzoberranzan that wraps around the west edge of the Darklake. The New Caverns, as they were called, appeared as if by magic where none had existed before, still aswirl with dust in a region of small caverns and drainage passages. Both drow and duergar dispatched expeditions to investigate these new tunnels, and both groups returned with reports of a rapidly spreading mold that appeared to be a nearly unkillable hybrid of chromatic mold and russet mold. Traffic along this route has diminished considerably with increasing reports of caravans being attacked by vegpygmies with strange powers.

## The Labyrinth

The Labyrinth encompasses the largely unclaimed passageways of the upper and middle Underdark that honeycomb the limestone bedrock south and west of the Darklake. A preserve of Underdark merchants heading to Skullport and beyond, the Labyrinth is named for its changing, mazelike tunnels and the fearsome predators that stalk this region.

The undisputed masters of the Labyrinth are the baphotaurs. Baphotaurs are believed to be a variant tiefling of mixed human, minotaur, and bulezau ancestry. Thought by some to be descended from a Cult of Baphomet in the earliest days of the North, baphotaurs are in truth castoffs of the Netherese mages of Andalbruin, whose school of wizardry is now known as the Dungeon of the Ruins.

## Current Clack

The ruling elite of Gracklstugh have long prized the ebony statues of drow “sculpted” by Vendes Baenre of Menzoberranzan’s ruling house. The vicious drow priestess’s death in the Year of the Prince (1357 DR) only increased the statues’ value to duergar connoisseurs. In recent weeks, however, at least three of the ebony statues have reverted to living form and attacked their owners until slain, at which point they then dissolved into water. The Council of Lairds is up in arms, and Gracklstugh’s ruling elite demands that the culprit behind these attacks be found before more statues are lost or any more duergar are slain.

# Menzoberranzan

## The City of Spiders, Upper Reaches

Located beneath the River Surbrin in the upper Underdark, Menzoberranzan (whose name means “Menzoberra’s Home”) lies wholly beneath Luruar’s claimed territory. The city occupies a roughly arrowhead-shaped cavern, with the

pool of Donigarten at its tip, two miles across at its widest point. The ceiling rises a thousand feet, and the cavern floor is studded with stalagmites and lesser pillars. The drow have transformed the speleothems into row upon row of carved, spired stone castles, their salient points and sculpted highlights lit by the soft, tinted flows of permanent *faerie fires*. With one notable exception (Narbondel, see below), no stone has been left in its natural shape—everything has been worked into a smooth, unbroken, unjointed expanse. The noise of the city is a constant, muffled murmur spiced only by the occasional scream.

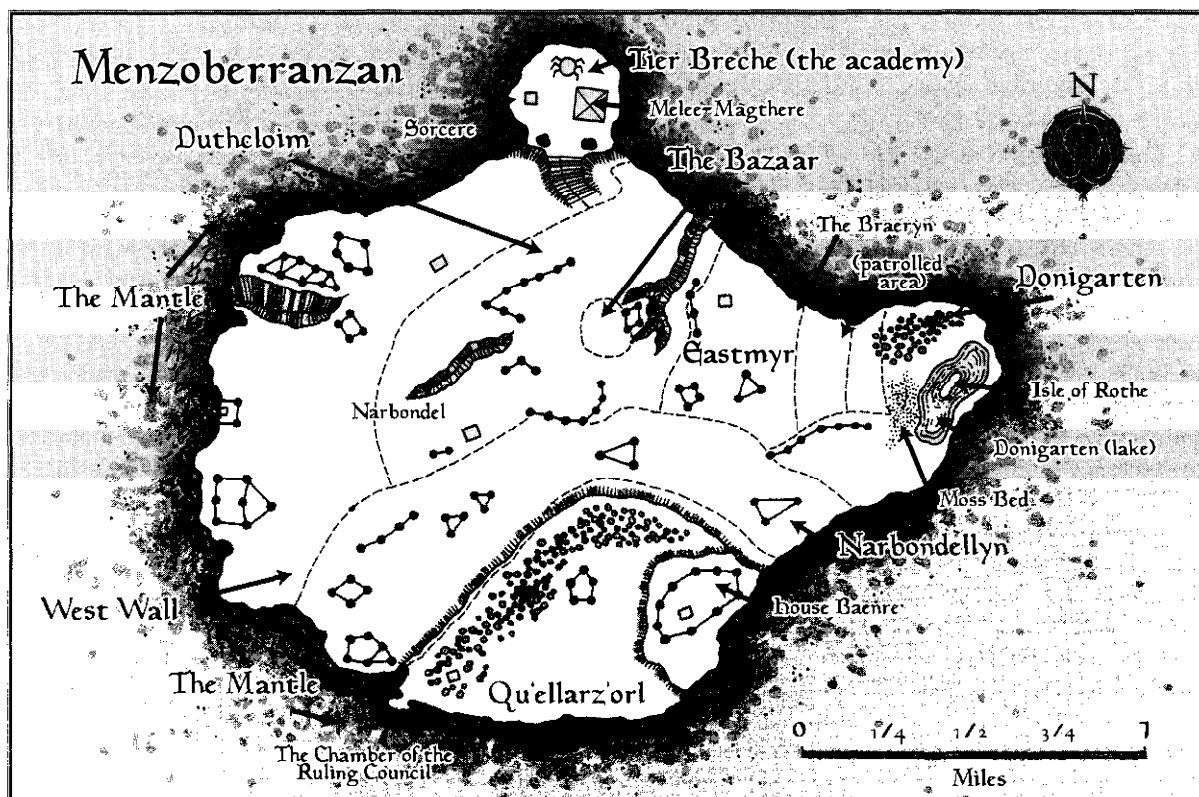
The city contains distinct districts, each occupied by members of specific station. Qu’ellarz’orl, also known as the Place of Nobles or “the House-Loft,” is a raised plateau in the southwestern corner of the city, shielded from the lower city by a forest of giant mushrooms. It is in turn dominated by a higher plateau holding the vast House Baenre complex. Narbondel, home to the most ambitious noble houses, arcs along the base of Qu’ellarz’orl’s slopes, while the West Wall area is home to older, established noble houses.

Lesser districts include Duthcloim, home to well-off commoners and wealthy nondrow; the Bazaar, an ongoing trade fair; Eastmyr, home to drow commoners, including mercenaries and lesser merchants; the Braeryn, home to Menzoberranzan’s unwanted drow and other races; and Donigarten, home of rich fungi farms and the small lake described below.

Narbondel is the great natural rock pillar at the center of Menzoberranzan connecting floor and ceiling in a massive shaft. At the end of each day, the city’s ranking archmage casts a fire spell into its base. The heat created by the powerful dweomer is conducted slowly upward through the stone, until all of Narbondel glows red to the infravision of the drow. Then it fades rapidly to darkness. This is known in the city as “the black death of Narbondel,” and the time when the archmage casts his fire spell anew corresponds to midnight in the surface world.

Tier Breche, also known as the Academy, is located in a side cavern on the northern edge of the city, accessed by a massive stone stairway. The Academy is composed of three schools: the pyramid-shaped Melee-Magthere for warriors, the sculpted stalagmite tower of Sorcere for wizards, and the spider-shaped temple of Arach-Tinilith where the clergy of Lolth are trained.

At the east end of Menzoberranzan lies Donigarten, a natural pond set in the smoothest, lowest end of the city’s cavern. Its chill waters cultivate moss beds, irrigate fungi dungfields, nourish fish and eels, and serve as the city’s reservoir. The Isle of Rothé is home to a herd of deep rothé tended by humanoid slave shepherds.



**Who Rules:** The Council, composed of the Matron Mothers of the eight highest-ranking noble houses. Currently, that roster includes Triel Baenre (CE female drow P20 of Lolth) of House Baenre, Mez'Barris Armgo (CE female drow P14 of Lolth/F14) of House Barrison Del'Armgo, Ghilanna Tlabbar (CE female drow P12 of Lolth) of House Faen Tlabbar, Zeerith Q'Xorlarrin (CE female drow P16 of Lolth) of House Xorlarrin, Yasraena Dyrr (CE female drow P11 of Lolth) of House Agrach Dyrr, Miz'ri Mizzrym (CE female drow P13 of Lolth) of House Mizzrym, Byrtyn Fey (CE female drow P12 of Lolth) of House Fey-Branche, and Prid'eesoth Tuin (CE female drow P11 of Lolth), of House Tuin'Tarl.

**Who Really Rules:** Menzoberranzan's power structure is in flux after a long period of relative stability, adjusting to the aftershocks of the disastrous war with Mithral Hall. For centuries Matron Mother Yvonnell Baenre ruled Menzoberranzan with the full backing of Lolth. But in the aftermath of her death and the losses in the war, the absolute authority of House Baenre is less secure. Some power has begun to flow back to the ruling Council, despite Triel's efforts to retain her mother's authority. Mercenaries such as Jarlaxle, the leader of Bregan D'aerthe, and wizards such as Gromph Baenre, the Archmage of Menzoberranzan, also hold con-

siderable power. True power here lies with the Spider Queen, for the drow of Menzoberranzan, in accordance with Lolth's lust for chaos and evil, pursue the unceasing and ultimately futile quest for station and power.

**Population:** Slightly more than twenty thousand drow dwell in the City of Spiders, a population figure that remains relatively unchanged due to a high birth rate and constant attrition. Approximately one thousand drow are considered nobles, each a member of one of the sixty to seventy noble houses. (The exact number of houses fluctuates because of internecine strife.) The dark elves of Menzoberranzan are served by at least twice their number in slaves, including bugbears, goblins, ogres, ogrillons, orcs, minotaurs, quaggoths, and trolls, not even counting the innumerable kobolds in the Clawrift. (No drow citizen of Menzoberranzan is ever officially the "slave" of another, but many are slaves in all but name. Drow captives from outside the city can be held openly as slaves.) As many as twelve hundred visitors reside in the City of Spiders at any given time, including beholders, deep dragons, illithids, nagas, and fiends from the lower planes. Approximately two thousand drow—a quarter of which were soldiers of House Baenre—and four thousand slaves died in the war with the dwarves of Mithral Hall and their allies, but those





numbers have been replenished over the past dozen years through deliberate breeding programs, extensive raiding, and slave trading.

**Major Products:** Body dyes and augmentations, chains, high-quality edible mushrooms, everdark ink (made from deep dragon scales dissolved in acid, prized by wizards), fine weapons, giant slugs (sold as draft animals), herbal medicines, kayaks, liniments, musical instruments (flutes and drums as well as other percussive instruments), obsidian carvings (including “black glass daggers” favored for sacrificial use in some surface cultures), perfumes (particularly those that function as personal body scents or aphrodisiacs, or capture the fragrance of surface-world flowers), poisons, potions, pyrimo meat, riding lizards (bred and trained), rothé products, scented oils, slaves, spells, spiced sausages, stone sculptures, surgical services, textiles, tortoiseshell combs and inlays (made from the shells of giant Underdark turtles), ulaver wine (spiced, sparkling, luminous green wine made by the Ulaver family), and even water (prized by long-distance travelers).

**Armed Forces:** The City of Spiders has no formal army, but over half the drow population are soldiers in some noble house. Most houses maintain at least as many slave troops as drow warriors, but slave forces are considered expendable. Each noble house is expected to contribute some of its soldiers to city defense, including patrol duties. In addition to regular soldiers, senior students at Tier Breche also serve on patrol duty when ordered by the masters of the Academy. Finally, spellcasters are an integral contingent of Menzoberranzan’s defenders; drow wizards trained in Sorcere or drow priestesses trained in Arach-Tinilith support nearly every military action. Expeditions to the surface are a notable exception, for drow wizards are not permitted to venture above for fear that their magic will misfire.

#### **Notable Mages and Sages:**

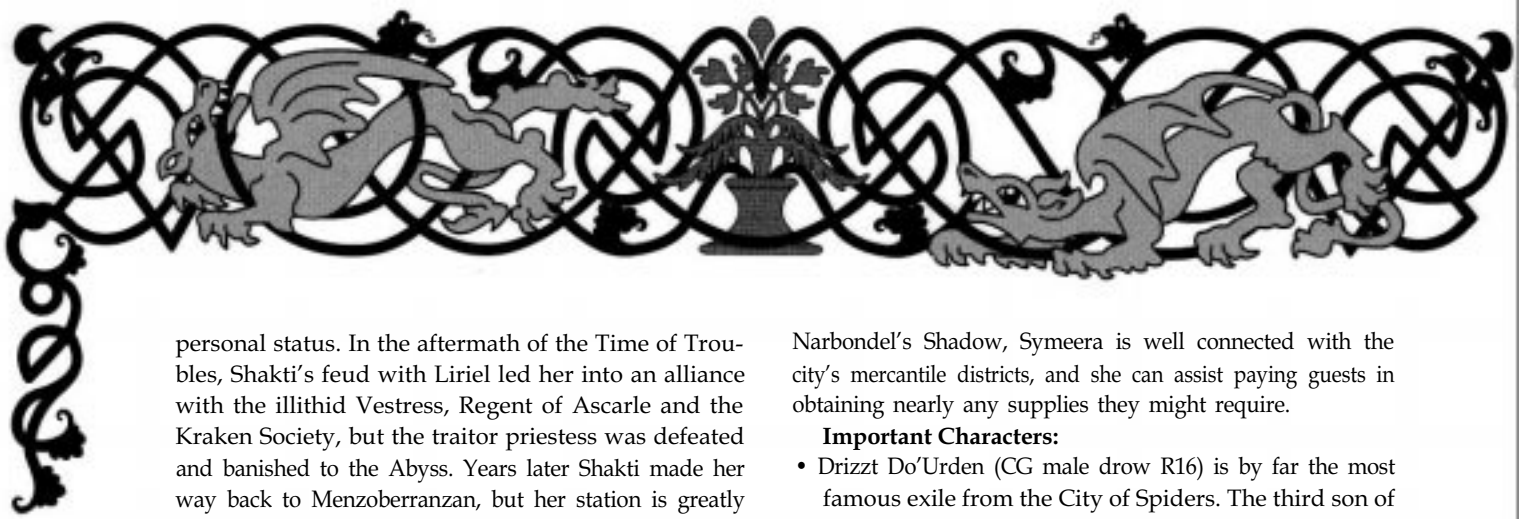
- Courdh Mizzrym (CE male drow M22), the Archmage Emeritus of Menzoberranzan, is the aged Past Master who oversees all teaching at the Academy. He is in charge of experimenting with and guarding the most powerful magical items held by Sorcere. He is secretly Sorcere’s overseer of security, and hence the spymaster in charge of watching the noble houses.
- Dyrr (CE male drow (lich) M18), the Lichdrow, is the true power behind the Matron Mothers of House Agrach Dyrr. The Lichdrow is over two thousand years old and fiercely devoted to Lolth. He is completely immersed in maintaining his family’s dynasty and his role in supporting it. Dyrr leads the wizards of House Agrach Dyrr while elevating the power of the priestesses

and pitting both groups against each other. The Lichdrow has access to many magical items, but his favorite is his *staff of withering*.

- Gromph Baenre (CE male drow M20), the Archmage of Menzoberranzan, is the elderboy of House Baenre and one of the most politically powerful males in the city. Gromph is more than seven hundred years old and well versed in Menzoberranzan intrigue under the Way of Lolth. The Archmage serves his sister, Triel Baenre, and House Baenre ably, if not entirely loyally. Gromph has access to many magical items, including the robe of the *Archmage of Menzoberranzan*, a *brooch of perpetual youth*, a *brooch of lingering heat*, a *wand of viscid globs*, a *wand of acidic spheres*, a *brooch of number numbing*, many *contracts of Nepthas*, a *lens of speed reading*, a *talisman of memorization*, numerous *thought bottles*, and a *spider musk*.
- Horroodissomoth Xorlarrin (CE male drow M18), House Wizard of House Xorlarrin, is the patron of Zeerith Q’Xorlarrin and the leader of the council of wizards who oversee Sorcere, second only to the Archmage of Menzoberranzan. He leads the Xorlarrin wizards, all male, six of whom are counted among the masters of Sorcere. Horroodissomoth immerses himself in his studies and is an indifferent teacher. By necessity he leads the largest network of spies in Menzoberranzan on behalf of Matron Zeerith. House Xorlarrin is well known for creating wands, and Horroodissomoth usually carries with him at least four of them. He also possesses a dagger +6 with unusual powers reminiscent of a *sword of dancing*.
- Jalynefin “the Spider Mage” (CN male drow M24) is perhaps the most powerful wizard in Menzoberranzan. He carefully cultivates a reputation of insanity and zealous devotion to Lolth, but truly hates the tyranny of the Spider Queen and opposes all forms of slavery. Jalynefin covers his disfigured face with a featureless gray cloth mask. Once a day, he can use his natural ability of spider *summoning*, with the side effect that his face is transformed into a writhing mass of long spidery legs, lit by a flickering purple and orange *faerie fire* radiance. The Spider Mage is immune to most arachnid venom, and can unleash a burst of twenty-four magic *missiles* if he deliberately breaks a finger. Jalynefin has access to many magical items and has developed many new spells, including the 9th-level wizard spell *web of shadows*.

#### **Notable Clergy and Churches:**

- Shakti Hunzrin (CE female drow P9 of Lolth/Vhaeraun) is the heir to House Hunzrin and traitorously worships both Vhaeraun and Lolth. Shakti’s skill in administering agriculture and animal husbandry has greatly increased her house’s wealth and, to a lesser extent, her



personal status. In the aftermath of the Time of Troubles, Shakti's feud with Liriel led her into an alliance with the illithid Vestress, Regent of Ascarle and the Kraken Society, but the traitor priestess was defeated and banished to the Abyss. Years later Shakti made her way back to Menzoberranzan, but her station is greatly reduced, and she is unlikely to depose the matron mother of her house any time soon. Shakti's most prized magical items include a pitchfork +3, a ruby scrying bowl of Vhuertzun, and a whip of fangs with five snake heads.

**Notable Guilds:** The lifeblood of Menzoberranzan is its merchants, who import fruit, shellfish, slaves, and textiles and export goods produced within the city. Some traders are loners and eccentrics, while others form companies. Other merchants cooperate in using facilities and trade agreements as "fellowships." While most merchants claim to operate independently, many find it prudent to discreetly ally with one or more noble houses. Chief among this group include the Black Claw Mercantile, the most powerful and nominally independent fellowship in the City of Spiders, which was founded by House Baenre, and the Brown Mushroom Company, which was founded by an alliance of houses led by House Fey-Branche and House Barrison Del'Armgo to counter the mercantile might of the Black Claw.

**Equipment Shops:** Full.

**Adventurers' Quarters:** Nondrow visitors are well advised to maintain a low profile. At least four rooming houses in Eastmyr cater to clients seeking to avoid attention, cold treatment, and high prices. Typical rates are 1 gp/person/day, a price that includes all meals, basic drink, stabling, and a private room with a glowglobe light source.

Narbondel's Shadow (good/cheap) is run by Nicholas Tindall (LN male human F11), a retired adventurer who was stranded in Menzoberranzan when his company ran afoul of an angry deep dragon in the form of a drow noble. This rooming house is on the border of the Stenchstreets district along the cavern's north wall. The inn was named in jest, for Narbondel sheds no light and casts no shadows. Although cynical, Nicholas is a kindhearted man who does his best to serve his customers as long as it poses no risk to his own life. The innkeeper has extensive contacts with the city's merchants, and can direct guests to discreet sources of magic, healing, weapons, and gear within the city.

Symeera's (excellent/moderate) is unremarkable except for its proprietor. A miscast teleport spell stranded Symeera of Neverwinter (CG female human M10), a mid-ranking member of the Many-Starred Cloak, in the Dark Dominion over a two decades ago. Instead of escaping, this perennially cheerful sorceress adopted her new home. Like Nicholas of

Narbondel's Shadow, Symeera is well connected with the city's mercantile districts, and she can assist paying guests in obtaining nearly any supplies they might require.

**Important Characters:**

- Drizzt Do'Urden (CG male drow R16) is by far the most famous exile from the City of Spiders. The third son of the now destroyed House Do'Urden made his way to the Lands of Light and the faith of Mielikki, repudiating the ways of his evil kin. Repeated efforts by the drow of Menzoberranzan to recapture the drow ranger and sacrifice him to Lolth ended in failure time and time again and greatly damaged the city's strength. Having returned once to the city of his birth, Drizzt is unlikely to do so willingly ever again. Nevertheless, the repercussions of his actions continue to play out, undermining the absolute authority of the Spider Queen. The ranger's closest allies include Bruenor Battlehammer (NG male dwarf F13), Catti-brie (CG female human F6), Regis (NG male halfling T7), Wulfgar (CG male human F9), and Guenhwyvar (see below). Drizzt's magical items include dwarf-forged mithril *chain mail* +4 (every bit as good as elven chain mail), *Icingdeath* (a *frostbrund scimitar* +3) *Twinkle* (a *defender scimitar* +5), *bracers of the blinding strike* (which he does not employ), *Agatha's magical mask* (which he prefers not to wear), and a *figurine of wondrous power* in the form of an *onyx panther* that summons his best friend Guenhwyvar from the Astral Plane.
- Jarlaxle (NE male drow F17) is the wealthy leader of the mercenary band Bregan D'aerthe. A true survivor, Jarlaxle relishes flaunting his independence and enjoys the cut-and-thrust of Menzoberranzan's intrigues. The mercenary leader has recently extended his empire to encompass the thieves' guilds of Calimport, ruling through his ally Artemis Entreri (LE male human T11/F15). Jarlaxle has extensive contacts throughout the Underdark, including among the *svirfneblin* of Blingdenstone. Jarlaxle possesses numerous magical items, often using his *necklace of missiles*, *drow boots*, *cape of scintillating colors*, *hat of holding*, *rapier of wounding* +1, *main-gauche of life stealing* +2, *five daggers of throwing* +4, *ring of free action*, *ring of protection* +3, *bracers of defense* AC 2, and *scarab of protection*. Jarlaxle is believed to have recently acquired an artifact known as Crenshinibon, the Crystal Shard, although its dependence on sunlight may restrict its usefulness underground.
- Liriel Baenre (CN female drow M10/FB) is another dark elf who spurned the city of her birth. The only daughter of Gromph Baenre and the youngest daughter of House Vandree, Liriel rebelled against her family's authority



and made her way to the surface world on her own terms. As part of her self-discovery, Liriel renounced her indifferent worship of Lolth and her clerical powers. She now gravitates toward the veneration of Eilistraee. Liriel's unlikely ally is Fyodor of Rasheman (NG male human F9), a Rashemaar berserker who can enter a battle rage without the usual rituals. Liriel's prized possessions include the evindevalker amulet, which allows her to retain her innate magical powers, a draw elven cloak and boots, and several librams containing rare spells.

- Methil El-Viddenvelp (LE illithid Psi7) is a native of fallen Phanlinksal, who served Matron Yvonne Baenre as House Advisor for Extra-Menzoberranzan Affairs. The mind flayer was nearly slain in the war with the defenders of Mithral Hall and is now a loyal follower of Jarlaxle, in Bregan D'aerthe, for the mercenary lord rewards the illithid well.
- "Nal" Xalyth (CE female drow F7) fences gems and spell components. Her nickname is an acronym for "Not a Lady," Nal's success as a trader depends on firm relationships with nine suppliers, from the Vhaeraun-worshipping drow male Amryyr of Skullport to the duergar Ubelein "Fatreek" Shubelith of Underspires. Xalyth is trustworthy, fearless, sharp-tongued, and slow to anger. She wields a *long sword of dancing* +1, wears *drow chain mail* +1, and is protected by a body weapon that can unleash repeated *chain lightning* effects as a last-ditch defense.

**Surface Connections:** Over a hundred tunnels link Menzoberranzan with the Underdark through the surrounding area known as the Mantle. Strong guards stay only over the entrance to Tier Breche (a pair of *jade spiders*), the tunnels that open out of Qu'ellarz'orl (companies of drow guard with magical items such as *wands of viscid globs*, alarm horns, and servant giants), and the three tunnels that open into the eastern end of Menzoberranzan (scorpion-shaped, poison-shooting *jade spider* statues) known as the Eastways. A mighty *contingency* field woven by the mages of Sorcere unleashes a *stone curse* if triggered and deters excessive tunneling in the Overways, the Underways, or the Mantle of the city.

Menzoberranzan connects to the surface through tunnels that lead west some fifty miles to Blingdenstone and then double back east to Mithral Hall and Keeper's Dale. Another route leads east through tunnels claimed by a variety of creatures before exiting, after seven days' worth of travel, in a cave in the heart of the Moonwood. This route, often used by drow raiding parties hunting surface elves, requires magical passage through a crack barely an inch wide in the back of the cave. A third route leads south to Dead Dragon Gorge before exiting via Drygulley Tunnel on

the western edge of the High Forest and through Feldyn's Gate, which leads to the Old Monster Shop of Waterdeep.

**Local Lore:** Menzoberranzan is one of the most infamous Underdark cities. Known throughout the North for its recent war with the allied armies of Mithral Hall, this festering pit of evil is also the birthplace of two of the better known drow renegades of the Savage Frontier: Drizzt Do'Urden and Liriel Baenre.

Menzoberranzan was founded in -3917 DR by Menzoberra the Kinless, a high priestess of Lolth who led seven families from Golothaer into the Underdark, guided by the will of the Spider Queen. No living drow knows that Menzoberra's tomb lies within Narbondel at the bottom of a hidden staircase that spirals down from a secret door at the top. At one time Menzoberra's bones lay atop a monstrous spiderweb, tightly bound by a cocoon of webbing, above an apparently bottomless chasm in the earth. Zaknafein, the famed weaponsmaster of House Do'Urden, found the tomb. When Zaknafein retrieved the *Dagger of Menzoberra* that had been wrapped within the cocoon, the bones of Menzoberra fell into the chasm, and the web that spanned it dissolved. While the *Dagger of Menzoberra* now rests in the Spider Queen's web in the Abyss, many other treasures lie at the bottom of the chasm, although they are most assuredly guarded by horrors long forgotten.

House Oblodra, the former Third House of Menzoberranzan, was destroyed by the command of the Spider Queen once the Time of Troubles ended. Matron Yvonne Baenre summoned a great tentacle from the Abyss that emerged from the Clawrift and swept the entire Oblodran compound into the chasm. Rumors persist that several Oblodran priestesses were not drawn into Lolth's web, but instead haunt the Clawrift as witchlin, appearing as a pair of floating eyeballs and a pair of floating, skeletal hands. According to hearsay, they retain their psionic powers but have lost clerical spellcasting powers. While the truth of this tale has yet to be determined, something is stalking the thousands of kobolds who dwell in the Clawrift and significantly reducing their numbers.

The smooth, chill waters of Donigarten mask a murky, muddy bottom that flickers with magic. Long ago, the elite of Menzoberranzan were interred beneath the waters, dressed and adorned with finery including gems, magic, and the like and affixed to a stone spar of strong adamantite content and dweomer radiations. Many murdered drow were also dumped into Donigarten in haste, along with all valuables that could be identified as theirs. This rich treasure trove is guarded by something malevolent, as many slaves and not a few drow have discovered to their horror; legends of lurking, water-dwelling ropers and worse make



the rounds regularly. Age-old rumors speak of flooded tunnels that link Donigarten to an underwater kingdom, a lost temple of a god older than Lolth, or a warren of watery caves inhabited by creatures more powerful than kuo-toa.

The truth is more immediate, but no less dangerous. Deep beneath Donigarten and the Isle of rothé lies a long-flooded temple of Ghaunadaur. This temple was constructed by House Masq'il'yr, one of the founding houses of Menzoberranzan, whose members secretly venerated the Elder Eye. When House Masq'il'yr was destroyed along with many other nobles houses and commoners by the wizards of House Thaeyella, the secret of the temple's existence was lost. A few of the elder priests and priestesses of House Masq'il'yr vanished before the destruction of their house, transformed into ghaupers by the magic of their fell god. Those same ghaupers still lurk in the still waters of Donigarten, guarding the secrets of the ancient, flooded temple that lies below but never revealing their presence to the Lolth-worshipping drow who dominate Menzoberranzan.

## Environs of Menzoberranzan

The environs of Menzoberranzan are largely unworked, although some caverns bear evidence of battle, magical experimentation, or small-scale mining. The inhabitants of Menzoberranzan are widely loathed throughout the Underdark of the North and even above, yet they enjoy strong trading relationships with most of their neighbors. To the west lie both Blingdenstone and Mithral Hall, allied with and part of the surface realm of Luruar respectively. Neither the shield dwarves of Clan Battlehammer nor the svirfneblin have forgotten the recent war initiated by the Menzoberranyr. To the north and east lie the dwarf-claimed tunnels of ancient Delzoun, and, although reduced in number, the Stout Folk of the Fardrimm are still powerful. To the south and southeast lie the ancient halls of Ammarindar, now overrun with the spawn of Hellgate Keep. Deep below those tunnels lurks Menzoberranzan's nominal ally, Ched Nasad. To the southwest lie the uncharted caverns of the Darklake and beyond and below them the duergar city of Gracklstugh.

### Chaulssin

Beneath the northern tip of the Rauvin Mountains in the middle Underdark lie the lingering shadows of the ancient drow city Chaulssin. The so-called City of Wyrmsadows acquired its name when an extended family of shadow dragons conquered and enslaved its inhabitants in the Year of the

Shambling Shadows (-221 DR). The Wyrmsadow clutch ruled the city for centuries before the dark elven inhabitants of Chaulssin mastered sufficient magic to defeat them. At least one shadow dragon escaped the carnage through the Demiplane of Shadow, possibly the wyrm known as Shimmergloom who later conquered Mithral Hall.

In their studies, the Chaulssin drow mastered the art of assuming draconic form, transforming into shadow were-dragons. Within one hundred years of their emancipation, the entire city was shifted to the Demiplane of Shadow, leaving flickering shadows of the folk who once dwelt within. The city's fate is unknown, but lore suggests that the City of Wyrmsadows fell prey to the spells of the malaugrym shortly after its planar shift.

In any event, Nurvureem the Dark Lady, a drow shadow were-dragon in the Dessarin River valley, is believed to be the last descendant of Chaulssin, although she remembers nothing of her past. More than one foolhardy shadow mage has speculated that spell lore, and possibly a *gate* to the Demiplane of Shadow, exist in Chaulssin's old cavern. None has survived an attempt to force the dragon to lead them there.

### Dark Dominion

All tunnels in a 5-mile radius around Menzoberranzan are known as the Dark Dominion. Monsters roam the Dominion despite regular drow patrols. They even venture into the city, following the food and traffic, but most predators that invade Menzoberranzan are quickly dispatched. The Dark Dominion has nearly two dozen *fuerzress* locations, where the adamantite-laden rock visibly emits radiation in eerie blues and greens.

The city's Mantle also contains several notable features: Orlaryn's Lake, known for its safe drinking water; the Cavern of the Masters, a spell testing area used by the wizards of Sorcere; the Fallen Stalactites, a well-known meeting place southeast of the city; Glowstones, a meeting place to the north with naturally luminescent rocks; Ablonsheir's Cave, a large cavern to the southeast; Heldaeyn's Pool, a cavern southeast of the city believed to contain safe drinking water (see below); and the Cavern of the Severed Tentacles, named for an old victory over illithids southeast of the city.

### Dead Dragon Gorge

Named for the sapphire dragon who laired here long ago, Dead Dragon Gorge is a large chasm with no radiation magic six or seven days' travel south of Menzoberranzan. Connected to a labyrinth of open caverns, the gorge and surrounding caves are home to cave fishers, dragazhar, and many other fairly harmless denizens.



The relative lack of *faerzress* here allows many permanent and temporary gates. One two-way gate connects the gorge with the Old Monster Shop in Waterdeep. The exact location of its subterranean terminus is known only to the proprietor, Feldyn Goadolfyn (NE male human T8), a non-descript, cold strategist who is a dangerous, patient enemy to cross.

Within a day of Dead Dragon Gorge is Drygulley Tunnel, a steep path that ends several feet from a dry riverbed on the northwestern edge of the High Forest. Before Liriel Baenre collapsed the small cave at the end of Drygulley Tunnel, the passage surfaced through an opening about the size of a badger hole. The nearest settlement is the village of Trollbridge, located near the northern bank of the River Dessarin.

### **Driders' Chasm**

The smallest of the three passages that comprise the Eastways leads to a chasm inhabited by driders. These failed drow slay and devour all who stray into their clutches, especially prizing the flesh of unaltered drow. From time to time the driders raid merchant caravans or even a civilized area. Drow defenders and attacking driders suffer heavy casualties in such raids, but surviving driders usually come away with armor, weapons, and supplies.

### **Everfire**

Deep beneath the city of Sundabar on the southern edge of the Fardrimm is a volcanic rift known as the Everfire. Here dwarves forge the finest blades known in Faerûn, blades that readily take enchantment and outlast the warriors who wield them. Legendary weapons tempered in the flames of Everfire include the warhammer known as *Delzoun's Fist*, *Tunnelrunner's Axe*, and the broad sword known as *Adbarruns' Reaver*. (The dwarven names for these weapons are *Ilithsun*, *Ardelve*, and *Rornugland*, respectively.) Everfire is guarded by a dedicated band of dwarves who are fed, armed, and healed by Sundabarians. This band, known as "the Vigilant," reports that evil is rising in the ruins of Ascore to the east, and monsters are coming through the tunnels from that direction in increasing numbers.

### **The Fardrimm**

The Fardrimm is the name generally used for the Underdark region north and east of Menzoberranzan. Strictly speaking, it applies to all tunnels and caverns claimed by the dwarven realm of Delzoun at its height, roughly bounded by the Ice Mountains, Anauroch, the Nether Mountains, Silver Moon Pass, and the Moonwood. The Fardrimm is not a wealthy region, and its lodes are largely

worked out. Dwarves still claim that metal lies north, however, beneath the Ice Mountains.

The Northkingdom fell circa -100 DR to encroaching phaerimm, orcs, and other dangers; the dwarves no longer hold the Fardrimm as their exclusive preserve. Nonetheless, they are still the strongest race in the region, rallying forth from the lowest levels of Citadels Adbar and Felbarr against their enemies. Known surface connections include Ascore, Citadel Adbar, Deadsnows, Felbarr, Sundabar, and locations throughout the Rauvin Mountains.

### **Heldaeyn's Pool**

Heldaeyn's Pool is a small, unremarkable pool in a modest cavern of the southeast Dark Dominion. Drow patrols and slave bands often use this watering hole when away from the city for an extended period of time.

In recent years, drinking from these waters has become much more dangerous thanks to a noble priestess of House Vandree trying to eliminate a House Kenafin rival. Her plot failed but went undetected. Thus, the colony of throat leeches in the pool still claims an occasional victim.

### **The Lowroad**

The Lowroad is a vast highway that runs northwest through the Buried Realms to Ascore, turns west, and runs through the heart of the Fardrimm to Felbarr. Its course loosely corresponds with the Fork Road and the River Redrun. Largely hewn from solid bedrock with powerful magic, the Lowroad is an enduring creation of Netheril's arcanists. Before the emergence of the phaerimm, the Lowroad was patrolled by dwarves of the Northkingdom, but now all sorts of predators haunt it. The western reaches of the Lowroad, stretching from Ascore to Felbarr, are still used by dwarven caravans seeking safer passage than orc-infested surface routes, but the underground danger is still considerable. The eastern reaches have largely been abandoned to the phaerimm. Travelers rarely follow this ancient tunnel even as far east as haunted Ascore.

### **The Lustrum**

The rich ore lodes discovered by House Xorlarrin more than a decade ago were dubbed "the Lustrum" for the quantities of silver and the astonishing variety of gems it bears. House Xorlarrin has been forced to hire Bregan D'aerthe to protect the mines, both from the nearby Mithral Hall dwarves and the unceasing efforts of other houses to seize them. The fees charged by Jarlaxle's mercenary band have grown so high of late that House Xorlarrin may not be making a profit anymore. However, the drow believe that







should the dwarves learn of the Lustrum, their lust would overwhelm their cowardice, precipitating yet another war.

Only the highest-ranking wizards and priestesses of House Xorlarrin know that three gemstone golems were pulled intact from a massive silver vein in the Lustrum. The Xorlarrin wizards do not know how these Mulhorandi constructs got there, but they strive to rediscover how to create the golems before another house learns of them.

### **Sschindylryn's Gate**

Over a decade ago, drow from the distant city of Sschindylryn discovered this ancient gate to another plane less than nine days from Menzoberranzan. Located fifty miles away on a small island in the unclaimed eastern Darklake (described in "Environs of Gracklstugh"), Sschindylryn's Gate hosted fierce battles between mercenaries employed by the rival cities. After five years the Sschindylryn garrison was forced back through the gate, which was badly damaged in the battles. A small company of Menzoberranyr warriors, wizards, and priests have guarded the portal since.

Sschindylryn's Gate still functions intermittently, but Menzoberranzan drow do not know how to operate it. As before, the gate only works for creatures who drink three drops of deep dragon blood ten minutes or less before use. This ritual is no longer sufficient, however. The gate now requires someone to cast a spell from the school of Alteration directly on the portal, which then functions normally for a number of rounds equal to the spell's level. Of course, even if they could learn how to work the *gate*, the Menzoberranzan drow would have no idea where it opens onto.

### **Zz'Pzora's Lair**

A few miles south of Menzoberranzan, several small, icy streams converge from the surface to form a dangerous,

steep, whitewater river known as the Cascades. Drow sometimes run the rapids here in small craft resembling kayaks. Midway down the course, a generally unknown side channel leads down a vertical stone chute to a large, icy pond in a deeply buried grotto honeycombed with small caves and alcoves.

This hidden cavern was once the home of a young adult two-headed deep dragon named Zz'Pzora. "Zip," as she was known to her friend Liriel Baenre, dwelt amid the *faerzress* of the grotto. The strength of this *faerzress* was once unrivaled in Menzoberranzan, but since Liriel removed the focal point of the radiation, a small stone known as the Banshee's Needle, its strength has slowly diminished. Nevertheless, this cavern still holds a great treasure—Zz'Pzora's unclaimed hoard. In the Year of Maidens (1361 DR), the mutant deep dragon journeyed to Undermountain via a temporary gate and later died in an assault on the lair of the Dragon's Hoard merchant company beneath Skullport. In the intervening time, she never returned to her lair.

River running is not the only way into Zz'Pzora's Lair. A narrow, dry shaft leads up to the same tunnel from which the drow normally enter the Cascades. No one has explored this route for a long time, but the bones of more than one creature who fell or got thrown lie at the bottom.

### **Current Clack**

Phandoorl's Radiant Runes, a legendary tome of spells lost during the fall of Golothaer, was recently offered for sale in the markets of Skullport. The reported purchaser, Amryyr of Skullport of Xalyth's Company, is said to be overdue in Menzoberranzan, leading some to speculate that *Phandoorl's Radiant Runes* has gone missing once again. Xalyth is reportedly organizing an expedition to retrace Amryyr's route, to determine his fate and recover the priceless libram.



# Central Cities

Cities of the central Underdark are disparate entities. Though affected by their pasts, cities here can achieve the isolationism that other Underdark enclaves would so dearly love for themselves.

The long reach of the fallen dwarf realm Deep Shanatar extends here out of the South. Several of Shanatar's previous holdings struggle on as dwindling dwarven fortifications or as occupied territory under control of stranger beings. Much of recent dwarven history is found in these cities, as the inhabitants of Deep Shanatar journeyed to or through these areas on their mass exodus north. Considering the overwhelming presence of phaerimm, beholder, illithid, and drow centers, it is small wonder they didn't stay.

## Ooltul

### City of Tyrants, Upper Reaches

Ooltul lies deep beneath Anauroch, thirty miles due west of the d'tarig village of Tel Badir, in a bell-shaped cavern with a great, arching roof. Sixstreams River, whose chill waters are fed by six creeks that merge at Tel Badir, vanishes into the shifting sands before reemerging as a falling mist in the great cavern of Ooltul.

Sand Lake, a shallow body of fresh water whose sandy bottom was formed from the countless particles of sand carried down by the mist, covers much of the cavern's floor. At the center of Sand Lake lies the sandy isle of Zorx, on which dwell the nonbeholder slave races of Ooltul. Those who dare to trade in the City of Tyrants must cross Sand Lake in small skiffs propelled by death tyrants using *telekinesis* and make their way to the small bazaar located along the eastern shore of Zorx.

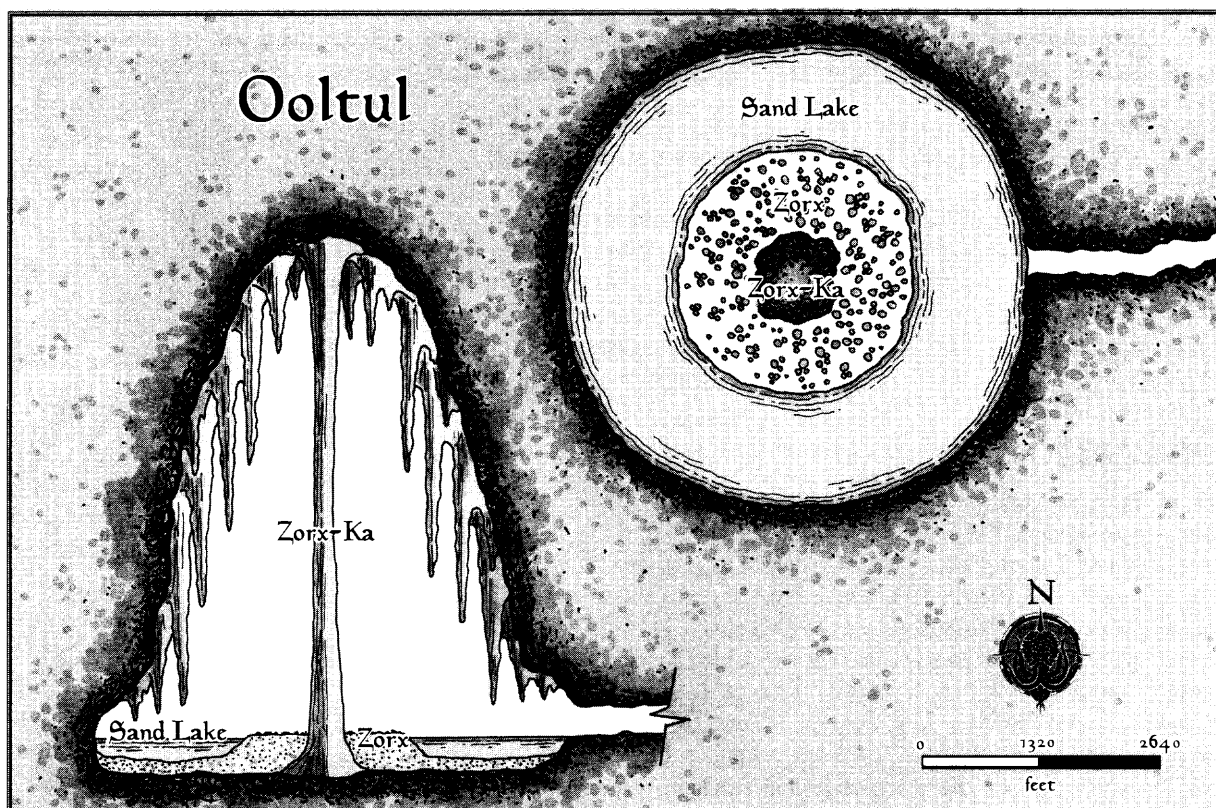
A massive column known as Zorx-ka, carved with intricate glyphs and honeycombed with chambers, shafts, and cross tunnels, extends from the heart of Zorx to the soaring roof above, forming the bell-shaped cavern's clapper. The ceiling of the city is adorned with hundreds of massive stalactites that surround the central column and have been shaped over the eons to resembling glistening, sharp spikes. Each stalactite is studded with beljurils and hollowed out to provide living quarters for the beholders who built this city and now dwell in it as unwitting slaves.

**Who Rules:** Ooltul has been traditionally ruled by a single dominant hive mother, known as the ocularch, backed by a council of half a dozen hive mothers known collectively as the Tyranarchs. The ocularch in turn served on the ruling council of Xun'Qoroth, with at least three ocularchs also ruling all of Xun'Qoroth. The trappings of Ooltul's traditional rulership survive today, with four Tyranarchs retaining their titular authority. No one lays claim to the title of ocularch now, however.

**Who Really Rules:** Ooltul is ruled by a trio of phaerimm who call themselves the Triumvirate, the same three who conquered the City of Tyrants and then attacked the ancient spell barrier of the sharn with *antimagic* rays from the beholders they enslaved. Although their efforts failed, the Triumvirate has succeeded in establishing a gateway to the Buried Realms through which slaves, information, and magic lore are shipped to their kin on the other side. In exchange, they receive minor phaerimm magical workings and lost Netherese artifacts for which those outside have no use.

Phindounma the Abominable (NE phaerimm M22) is a master of beholder physiology. Phindounma has begun an extensive breeding program to create new beholder strains, attempting to mimic the hive mother's ability to create abominations. Phindounma has already introduced sufficient variations in its captive beholder stock that the enslaved





beholders that still reside in Ooltul and those members of the Anaurian Hive that fled in the diaspora consider each other flawed and deserving of immediate destruction.

Scalmarael the Sage (LE phaerimm M23) relentlessly seeks magic lore to pass on to its kin imprisoned in the Buried Realms. Scalmarael lurks behind every transaction in the marketplace of Ooltul, ensuring that its beholder merchant minions ruthlessly bargain for every scrap of information possible, no matter how mundane or esoteric, to counter the sham spell workings.

Ygnaroth the Necroteer (NE phaerimm M25) has developed many spells for the schools of Necromancy and Enchantment/Charm. It creates and controls death tyrants, and administrates the city of Ooltul. Ygnaroth has created numerous death tyrants with but a single eye-stalk power remaining, typically disintegrate or telekinesis. Each such undead beholder can then be sold to traders across the Underdark, along with a controlling amulet, for a king's ransom in magic and lore.

These three phaerimm dwell at the heart of Ooltul, attended by legions of slaves.

**Population:** While more than two thousand true beholders once called Ooltul home, the population shrank to four hundred in the aftermath of the phaerimm assault. Of those

four hundred, over two hundred "chose" to become beholder mages, each apprenticed to one of the three phaerimm rulers. The phaerimm also transformed some twelve hundred of the slain eye tyrants into death tyrants. The nonbeholder slave populace numbers over ten thousand. While most slaves are goblins, orcs, or ogres, a scattering of other races live out their miserable lives shackled by mind-control spells that squash any thought of rebellion.

**Major Products:** Individual death tyrants and magical amulets to control them, new wizard spells, magical items, Netherese artifacts, life-sized sculptures of astounding verisimilitude, unworked ore, uncut gems.

**Armed Forces:** A legion of four hundred death tyrants commanded by forty beholder mages patrols the city and surrounding tunnels constantly. When war is expected, all patrols are doubled, although the entire living and undead population can be mobilized. The phaerimm do not needlessly expend their beholder troops, but the eye tyrants—both living and undead—are considered pawns, like the rest of the slave population.

**Notable Mages and Sages:**

- Purportedly an elder orb of monstrous size, Arglath was one of the most powerful eye tyrants to escape Ooltul's destruction. Unbeknownst to its kin, Arglath was



destroyed by Elminster (CG male human M29, Chosen of Mystra) when it attempted to conquer the Twisted Tower and the surface drow territories known as the Lands Under Shadow. Elminster still adopts the late Arglath's form from time to time, using shapechange and tyranteyes incantations to facilitate his deception. "Arglath" is perhaps best known for stymieing Manshoon's ambition to rule the Thargate City. In exchange for stopping Manshoon, "Arglath" received a list of secret names that, coupled with powerful spells, could entrap a being and lead to its death. Among others on the list were the true names of the phaerimm who form the Triumvirate.

- Irix is the Sorcerorb (LE elder orb) is a powerful beholder spellcaster who has long purported to serve Scalmarael the Sage. It secretly works to undermine the Triumvirate and reestablish Ooltul under its own rule. The elder orb has extensive contacts throughout the upper Underdark beneath the Teshar river valley, but it spends at least as much time undermining the efforts of its exiled beholder rivals as it does advancing its own ambitions. Of course, if Irix were to concentrate first and foremost on assisting its kin, the phaerimm—who are well aware of the elder eye tyrant's activities—would quickly destroy it. For now, the Sorcerorb does not realize its continued machinations are merely tolerated.

**Notable Clergy and Churches:** Religion plays an even smaller role now in Ooltul than before phaerimm occupation. Remnants of divinity remain, however.

- Zormarq the Phantyrant (LE hive mother doomsphere P9 of Great Mother), the last hive mother to claim the title of ocularch, survives as an undead doomsphere. Zormarq wants to reconquer Ooltul, and its ghostly presence is the preeminent voice of authority seeking to maintain Hive unity. Zormarq has kept the priestess spellcasting powers far longer than such powers are normally granted by the Great Mother. The beholders agree that this divine mantle has enabled Zormarq to retain a measure of its former leadership role.

Drow agents of the undead ocularch recently seized Yuthla, the Eye of the Beholder, from the foolish Zhentish lord who held it, but Menzoberra's ancient relic was lost before it reached Zormarq. The ocularch's minions have now redoubled their efforts to recover the artifact. The eye tyrants of the region and the elite leaders of the Zhentarim correctly suspect that the ocularch plans to rally the Anaurian Hive once the artifact is recovered, so those opposed to such events—including Manshoon—might very well have secretly derailed the ocularch's plans.

- Xulla, the Voice of Bane (LE beholder) succeeded the late Xantriph as the lord of the Temple in the Sky, a floating rock tethered by a great chain to the Flaming Tower north of Dagger Falls. Allied with High Tyrannar Fzoul Chembryl and the church of Iyachtu Xvim, Xulla cautiously leads the loose alliance of eye tyrants who have turned their backs on the traditional beholder deities in favor of gods of tyranny such as Bane, the Black Lord, and his successor, Iyachtu Xvim, the Baneson. The new Voice of Bane is quite loyal to Fzoul and the Zhentarim, continuing Xantriph's ancient pact to support the Black Network in exchange for the eventual services of an army of wizards, priests, and warriors to attack Ooltul.

**Notable Guilds:** While the Triumvirate does not permit any sort of thieves' guild to exist, Scalmarael the Sage has introduced a large colony of cranium rats to the city that serve much the same role. Packs of cranium rats scamper through the city's bazaar scavenging for scraps of food and knowledge. More than one visiting merchant hoping to barter information in exchange for a death tyrant servitor or a rare Netherese relic has unwittingly fallen prey to a pack of forty or so cranium rats using an ESP spell. The cranium rats gather in shadows, purloin a stolen thought or two, and deliver the information to one of the eye tyrant servitors of the Triumvirate. The unlucky merchant, minutes from successfully completing a deal, then learns that the law in Ooltul imposes criminal penalties—a lifetime of enslavement—for attempting to barter information that is already known.

**Equipment Shops:** Poor.

**Adventurers' Quarters:** Ooltul is inhospitable, and visitors rarely stay a minute longer than necessary. As such, few businesses cater to human, demihuman, and humanoid visitors.

The Twin-Eyed Steakhouse (poor/cheap) is a terrible place. Given that most beholders refer to this disreputable watering hole as Ye Old Fattening Pen, it is little wonder that the half-orc proprietor, Blarg Yurtruson (LE male half-orc F7), rarely caters to those who are not (yet) in Ooltul's humanoid slave population.

The Severed Stalk (poor/expensive) is run by Xenix the Occluded, a rheumy-eyed beholder (LN eye tyrant) who is believed to have lost the use of most or all of his magical powers. This inn consists of three stacked rows of damp, dead-end tunnels carved into the cavern wall on the eastern edge of Ooltul, near the most common access tunnel to the city. Visitors are encouraged to erect their own magical wards after settling in for the night.



**Important Characters:** Manxam (LE beholder with double normal hit points and other powers), the Tyrant of Teshendale, succeeded the late Xantriph, and to a lesser extent the late Zorkha, as Manshoon's and Fzoul's closest ally among beholders affiliated with the Black Network. Manxam is possibly the most powerful eye tyrant active in the surface lands of the Moonsea region. The beholder deals in the politics of men as Xantriph did, but with a far lower profile and fewer servant creatures. The Tyrant of Teshendale is usually to be found in or about the ruins of Teshwave. Manxam views the Zhentarim's bold expansionist policies with increasing alarm, thinking they will lead to an inevitable battle union of all of Zhentil Keep's foes, resulting in the decrease of the Black Network's power and influence. Despite its alliance with Manshoon, Manxam resents and despises the "upstart mages" and prefers Fzoul's firm hand. The beholder misses the old days of the priests of Bane, who accorded beholders proper respect. Manxam supported Xantriph's efforts to acquire an army of Zhentarim to lead against the conquerors of Ooltul, but it has little regard for Xulla, whom it sees as an inferior replacement for the original Voice of Bane.

**Surface Connections:** Ooltul has few direct links with the Realms Above. Entrances as far afield as the Twisted Tower in Shadowdale and the Mines of Tethyamar at the north end of the Desertsouth Mountains eventually lead down, but the most direct route is a steeply pitched shaft carved by disintegration rays. The shaft begins in a cavern complex fifteen miles north and east of Ooltul and runs east-northeast to a ruined fortress tower on the surface twenty miles due west of Serpentsbridge. Along the length of the passage, generations of beholders have carved depictions of eye tyrants battling and prevailing over all manner of horrific foes. In the centuries since its construction, various other beings have tunneled into it, so that one can exit the shaft at several dozen locations along its length, about half of which are concealed by magic or stonework.

On the surface, the ruined fortress tower was cleverly constructed to resemble an abandoned wizard's domicile. For generations, a succession of eye tyrants known only by the title of "Worldwatcher" have guarded this "ruin." When an invasion of Ooltul finally begins, the surface-dweller army will most likely march through here.

Over the years, more than one adventuring band has raided the Worldwatcher's Tower. Most historical accounts record the ruin as having been plundered long ago, but the beholder guardians carefully plant a small hoard of treasure and one or two minor magical items in

the ruin's catacombs. Weak adventuring companies are destroyed by the Worldwatcher, and more powerful groups are permitted to "barely escape with their lives" along with prized hoard items. Behind this deception, few suspect that the ruin's true purpose is to conceal the direct route to Ooltul.

**Local Lore:** Ooltul is a vague legend in the Moonsea and Dalelands region, but it was once home to a large number of Anaurian Hive beholders. Ooltul was the easternmost city of Xun'Qoroth, a beholder nation whose territory encompassed the deep tunnels west of the Desertsouth Mountains beneath the Netherese survivor state of Anauria. Xun'Qoroth gradually fell prey to the phaerimm, who expanded their territory east beneath the human realms that sprang up after Netheril's collapse. When the sharn imprisoned the phaerimm in the Buried Realms, all of Xun'Qoroth except for Ooltul fell within that prison. For many years thereafter, Ooltul retained its independence. Cut off from their kin, the Ooltul beholders sought to extend their reach from the Stonelands to the Mines of Tethyamar.

Ooltul finally fell to a threat from an unexpected quarter. A small enclave of phaerimm beneath the ruins of Myth Drannor sought to breach the magical curtain erected by the sharn with the *antimagic rays* of the Ooltul beholders. The phaerimm plan required the conquest of Ooltul and the bending of its inhabitants to their will. After years of warfare, the Phaerimm succeeded. While most of the city's beholder residents were enslaved, a sizable minority fled into the wilds of the Underdark or to the surface. Although successful in conquering the last bastion of their ancient enemies, the phaerimm's efforts to reverse the bindings of the sharn were a dismal failure, and their victory drove the fractious beholders into alliances with the Bane-worshiping humans of the Moonsea region and other places.

## Environs of Ooltul

The environs of Ooltul consist of hundreds of vertical shafts, steep tunnels, and artificial passageways carved by the beholders' disintegrate powers. Most approaches to the city are heavily trapped, first by the beholders and later by their phaerimm masters. To the immediate west of Ooltul and sloping back overhead lies the boundary of the sharn spell prison. While races other than the phaerimm can easily pass through, they do so at great peril. Creatures within the Buried Realms rarely emerge unless directed to do so by the phaerimm. To the north of the City of Tyrants lie the monster-haunted





lower mines of Tethyamar. Many orcs and ogres have retreated into the upper Underdark, establishing small kingdoms among the ore-and-gem rich tunnels there. To the east lie the drow-claimed Lands Under Shadow. To the south lie the goblin- and orc-infested tunnels of the Stonelands, a dangerous region unclaimed by any powerful settlement.


### The Buried Realms

The Buried Realms encompass a vast portion of the northern Underdark that lies beneath the sands and ice of Anauroch. Ancient tunnels crisscross this region, connecting with the mines of Tethyamar, the valley of Aerithae's Rest, caverns along the River of Gems, the lower reaches of a nameless city in the Chill Sands northeast of Ascore claimed by the female blue wyrm Iymrith, the Lowroad of the Fardrimm, the deepest halls of Ammarindar, the fiercely defended caverns of Evereska and the Graycloak Hills, and various isolated surface caves in the Stonelands.

Home to beholders, illithids, laertis, thaalud, and other races, the Buried Realms are ruled by the phaerimm, an ancient race of fell beings whose mastery of the Art is rivaled only by the most powerful human wizards and

elven High Mages. Partly responsible for the destruction of Netheril and wholly at fault for the *lifedrain* spells that transformed the wide, verdant valley of the Netherese into a wasteland, the phaerimm call their caverns the Phaerlin, a term only known to a handful of surface dwellers. The phaerimm rule through mind-controlling spells that hold even the illithids in thrall. They influence all creatures beneath Anauroch in a subtle but pervasive rule. Other races who enter the Buried Realms are known to have fallen under the charms and *suggestions* of the phaerimm within minutes. While the phaerimm are haughty and always scheme among themselves, they never betray their kin to the detriment of the race and keep a screen of mind-controlled slaves, including beholders, dwarves, giants, goblin-kin, humans, mind flayers, and svirfneblin between them and foolish explorers who come for the treasures of the Netherese.

The phaerimm are kept in check by the spells of the sharn, whose magic both halted the advance of the *lifedrain* spells and somehow confined the phaerimm within the area that they had already devastated, which is the area now known as the Buried Realms. Like caged beasts, the phaerimm want to escape their Underdark prison. They work tirelessly to overcome the spells of the



sharn, using magically influenced agents to reach beyond their prison. These agents seek out and bring back whatever magic they can seize, and spread rumors of rich treasure to attract surface dwellers to the Phaerlin.

A handful of their phaerimm dwell outside the confines of the sharn prison, individually powerful but too few in number to work openly in the Realms Above. Most of these “free” phaerimm dwell amid the ruins of Myth Drannor, approximately forty all told, seeking to increase their mastery of the Art and plunder the ancient elven magic. These phaerimm work closely with their kin trapped inside the Buried Realms through mind-controlled intermediaries, channeling new spells, new magical artifacts, and new slaves to the tunnels of the Phaerlin. Reports of individual phaerimm elsewhere in the Realms Below are rare, but not unheard of. The most credible rumor suggests one exiled phaerimm dwells in the caverns of Deep Shanatar masquerading as a lich and is either allied with or a member of the Twisted Rune.

### **Mines of Tethyamar**

The Mines of Tethyamar are the wondrous caverns bored by generations of dwarves who once inhabited the Desertsouth Mountains. Ruled by the Iron House of Tethyamar, the Stout Folk sent rafts of riches down the River Tesh to the Moonsea and beyond. Tethyamar fell within dwarven memory, overrun by fiends and hordes of arcs and ogres. Some rumors claim that Tethyamar’s last king, Ghellin, and his followers may have recently reclaimed a small part of the mines from the hordes of arcs and ogres who have long dwelt within.

The lower reaches of the Mines of Tethyamar connect with the upper Underdark and extend south through the heart of the Desertsouth Mountains, all the way to Ooltul and beyond. Tethyamar’s deepest passages house all sorts of monstrous denizens, including solitary beholders, fomorian giant clans, troglodyte tribes, grimlock hordes, arc and ogre kingdoms led by baatezu, slithermorphs, steel shadows, storopers, and bands of thaalud, all of whom engage in ongoing and continuous wars over the remaining ores and gems.

### **Xun’QoroTh**

Before the phaerimm rose to power throughout the Buried Realms, the beholder nation of Xun’QoroTh stretched beneath the surface realm of Anauria, southernmost of the three Netherese survivor states along the western edge of the Desertsouth Mountains. The tunnels and caverns of Xun’QoroTh incorporated half a dozen separate cities, including Aixlintar, Ginsunlix, Ooltul, QintaroTh,

Viksanmaq, and Xunqaq, all but one of which—Ooftuf—fell within the confines of the phaerimm spell prison.

Xun’QoroTh has not fallen, but its eye tyrant denizens do not realize that their independence is now a sham, as their minds are controlled by the phaerimm. The beholders of Xun’QoroTh employ death tyrants as well as orc, hobgoblin, and xorn slaves as they mine for wealth and scheme to expand their realm south and up to the surface world. Xun’QoroTh is loosely “ruled” by Rilathdool, an elder orb who dwells in Xunqaq. By Rilathdool’s decree and the subtle phaerimm influence, the beholders of Xun’QoroTh attack on sight any beholders from Ooltul or outside the phaerimm influence . . . unless the phaerimm wish otherwise.

### **Current Clack**

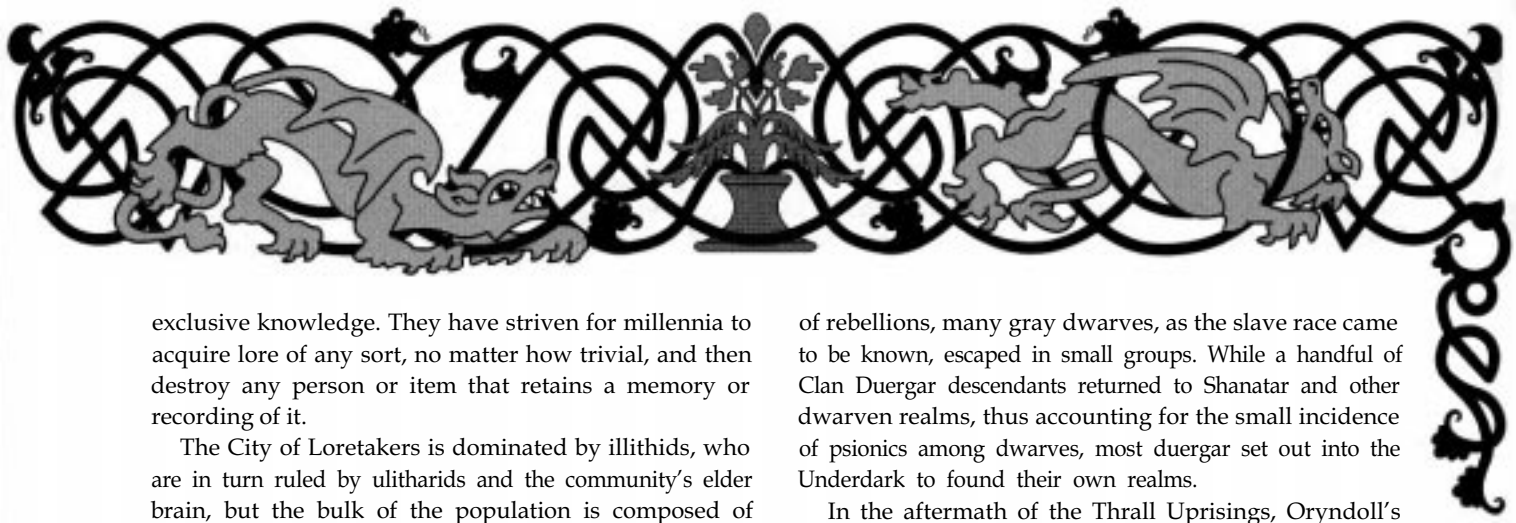
A libram entitled *Mhuelosiun Mantles* has recently been offered for sale in the markets of Ooltul. This legendary spell tome was penned in the years leading up to the Crown vs. Scepter Wars between Hlondath and Cormanthyr by the Mage Royal of Mhaelos, and is said to set out the process for creating one or more of the legendary spell mantles for which the Netherese arcanists were so famous. While this value of this tome is inestimable, acquiring the asking price is nearly impossible. It is said that the would-be buyer must exchange the true name of at least one of the Chosen of Mystra for this compendium.

## **Oryndoll**

### **City of Loretakers, Lower Reaches**

Oryndoll is a city of illithids miles beneath the Shining Plains west of the Vilhon Reach. In relation to surface landmarks, Oryndoll is set some ninety miles northwest of Ormath and ninety miles northeast of Lheshayl. Merely naming the City of Loretakers actually strikes fear into most other Underdark denizens of southwestern Faerûn. When illithids name the city, there is a psionic subreference that marks Oryndoll as a holy place of Ilsensine; when projecting the name to the thrall races, the psionic inflection is partially responsible for the fear that the name evokes.

Oryndoll’s appellation as the City of Loretakers stems from its inhabitants’ incessant accumulation of exclusive knowledge. After millennia of plundering the intellectual wealth of both the Realms Above and the Realms Below, the City of Loretakers rivals Candlekeep in terms of accumulated knowledge. However, whereas Candlekeep is essentially a public trust that serves as a common repository for scholars, the Loretakers of Oryndoll prize



exclusive knowledge. They have striven for millennia to acquire lore of any sort, no matter how trivial, and then destroy any person or item that retains a memory or recording of it.

The City of Loretakeers is dominated by illithids, who are in turn ruled by ulitharids and the community's elder brain, but the bulk of the population is composed of slaves, servitor golems, and subordinate flayer-kin. Visitors other than slave traders are almost unheard of, for few Underdark merchants are sufficiently daring to risk inadvertently bringing some form of exclusive or heretofore unknown knowledge within the reach of the Oryndoll illithids.

The City of Loretakeers is difficult to reach from elsewhere in the Underdark due to its depth, but links do exist. Ancient tunnels dating back to the Mindstalker Wars link Oryndoll with the underways of Shanatar and now serve as slaving routes for the drow of Guallidurth. Other tunnels lead up to the caverns of Barakuir, Underspires, and Undraeth. At least a few tunnels lead north to the Underdark of the Savage Frontier and Anauroch.

## History

Oryndoll is one of the oldest illithid communities. Founded over twelve millennia ago, the city began as an illithid enclave settled by refugees from Glyth, a Realmspace planet. After landing on Abeir-Toril, the mind flayers fled the sun for the cool Underdark. For nearly a thousand years the city, named for the leader of the emigrants from Glyth, slowly increased in size and influence.

Ten millennia ago, illithids dwelling in Oryndoll's outlying holdings first clashed with the Shanatar dwarves in a protracted conflict known to the dwarves as the Mindstalker Wars and to the mind flayers as the War of Cloven Thoughts. While Oryndoll's thrall armies were eventually defeated by the more numerous dwarves, the city was never seriously threatened, and the mind flayers checked the dwarves' territorial expansion in northeastern Shanatar. The illithids' greatest victory came against the armies of the dwarven subkingdom of Barakuir, whose leaders had long held the realm aloof from their kindred elsewhere in Shanatar. The illithids brought Clan Duergar back to Oryndoll in chains after looting and abandoning Barakuir. The rest of Shanatar did not become aware of this development until after the Mindstalker Wars had ended.

In the centuries that followed, the armies of Shanatar and Oryndoll continued to clash. In preparation for another full scale war, several of Oryndoll's Creeds joined to breed a race of loyal dwarven servitors skilled in psionics. They succeeded in all but the "loyal" part. In a series

of rebellions, many gray dwarves, as the slave race came to be known, escaped in small groups. While a handful of Clan Duergar descendants returned to Shanatar and other dwarven realms, thus accounting for the small incidence of psionics among dwarves, most duergar set out into the Underdark to found their own realms.

In the aftermath of the Thrall Uprisings, Oryndoll's traditional Elder Conclave and Creeds were in disarray—the city was in danger of collapse. Only the timely manifestation of Ilsensine's avatar, thought to have been summoned by the city's elder brain, prevented civil strife. Following the visitation, several unique developments transformed Oryndoll. The Venerator Creed was the first new faction to appear, but did not disappear after a single generation, as is typically the case. Instead, Ilsensine apparently permitted the Venerators of Oryndoll to join with the elder brain in death, a practice that continues to this day. The Loretakeer Creed was the second new faction to appear, advocating a long-term strategy of accumulating all forms of lore while simultaneously depleting the stores of knowledge held by other races. Oryndoll's inhabitants have followed this strategy for millennia in the hopes of eventually reducing the rest of the world to barbarism. Finally, Ilsensine's manifestation apparently transformed the pool in which the elder brain and illithid tadpoles swim so that the number of ulitharids spawned far exceeds that of any other illithid city, enabling this elite illithid subrace to dominate Oryndoll's centers of power.

During the Time of Troubles, the Tentacled Lord manifested in Oryndoll once again, adopting the elder brain of Oryndoll as its avatar form. A major consequence of the Great Brain's manifestation has been the mental stimulation of Oryndoll's illithid inhabitants and the resultant burst of creative energy. For the first time in generations, the traditional power structure of the City of Loretakeers has been again upset and new Creeds may yet emerge. Already, the Creative Creed has developed a host of novel psychic disciplines, psionic items, and new technology, and the Loretakeer Creed is said to have renewed its assaults on the surface lorehouses.

## Ways In and Out

Oryndoll is so buried that simply getting there requires months of travel through almost impassable tunnels. Although routes exist, they must always be rediscovered: Maps, whether false or containing a kernel of truth, vanish within days of their discovery. All who claim to have escaped Oryndoll alive go missing shortly after making such a boast.





The annals of Taragarth (a legendary bastard sword once worn by Aeroth of Silverymoon) hint at one route to Oryndoll. Before sailing to the Moonshae Isles, Aeroth hid Taragarth in a ruined well on the island of Toaridge-at-the-Sun's-Setting so that his argumentative sons would not get the sword away from a party of minions found it and carried it to Tellectus, their underground city *in the upper Underdark beneath the mainland near Beregost. Taragarth was studied only, briefly before a band of adventurers, whose names were lost, plundered the city.* In addition to the sword, the plunder turned up a series of stone tablets marked with illithid writing. Once translated, the tablets revealed that Tellectus was a small colony of Oryndoll and that a passable route exists from Tellectus to Oryndoll (although the path was not included in the tablets). The writings also revealed that Tellectus had been established near Candlekeep to serve as a base for its inhabitants to assess its defenses and to prey on travelers entering and leaving with new knowledge.

In the eastern Giant's Run Mountains lie the placid waters of the Lake of Snows beneath the looming shadow of Mount Dodild, a dormant volcano. The caldera and tunnels within Mount Dodild have long served as the lair of Behrshimmer, a venerable emerald dragon allied with Dove Falconhand. From the deepest reaches of Behrshimmer's lair, ancient tunnels lead to Cairnheim, the stone giant kingdom (see "Environs of Oryndoll"). From there, an arduous passage south and east leads to the City of Loretakers.

The city of Surkh is on the northern shore of the eastern end of the Deepwash. Home to the largest community of lizardmen in Faerûn, Surkh has long been plagued by illithid slavers emerging from caves in the Spines of Surkh to the north. Yet when the forces of King Griss'tok pursue the raiders back into the mountains, no trace of the mind flayers or their reptilian captives is ever found. The secret behind this mystery is a psionic gate that leads from the outskirts of Oryndoll to the shallow caverns beneath the Spines of Surkh. Any being with psychoportive psionic powers can use this portal to instantaneously transport itself and a handful of others. Of course, the very existence of the gate is known only to the Oryndoll illithids. Likewise, the motivation behind the abductions is a mystery, for the tzakandi—ceremorphs formed from larval implantation into lizardmen—are unknown outside Oryndoll.

Far below Deep Shanatar an ancient route runs through the deepest Underdark stretching from Oryndoll to the drow city of Guallidurth. Located directly beneath

the western reaches of the forest of Mir, also known as the Serenestar these caverns can be reached from the surface through small, hidden sinkholes scattered across the forest floor as well as through passages connecting to the dungeons beneath the Vorpall Tower. The ruined structure, diagonally cleaved across the top two doors by some unknown force, is home to Raylayn the Occultacle, an *alhoon and major agent of the Twisted Rune.*

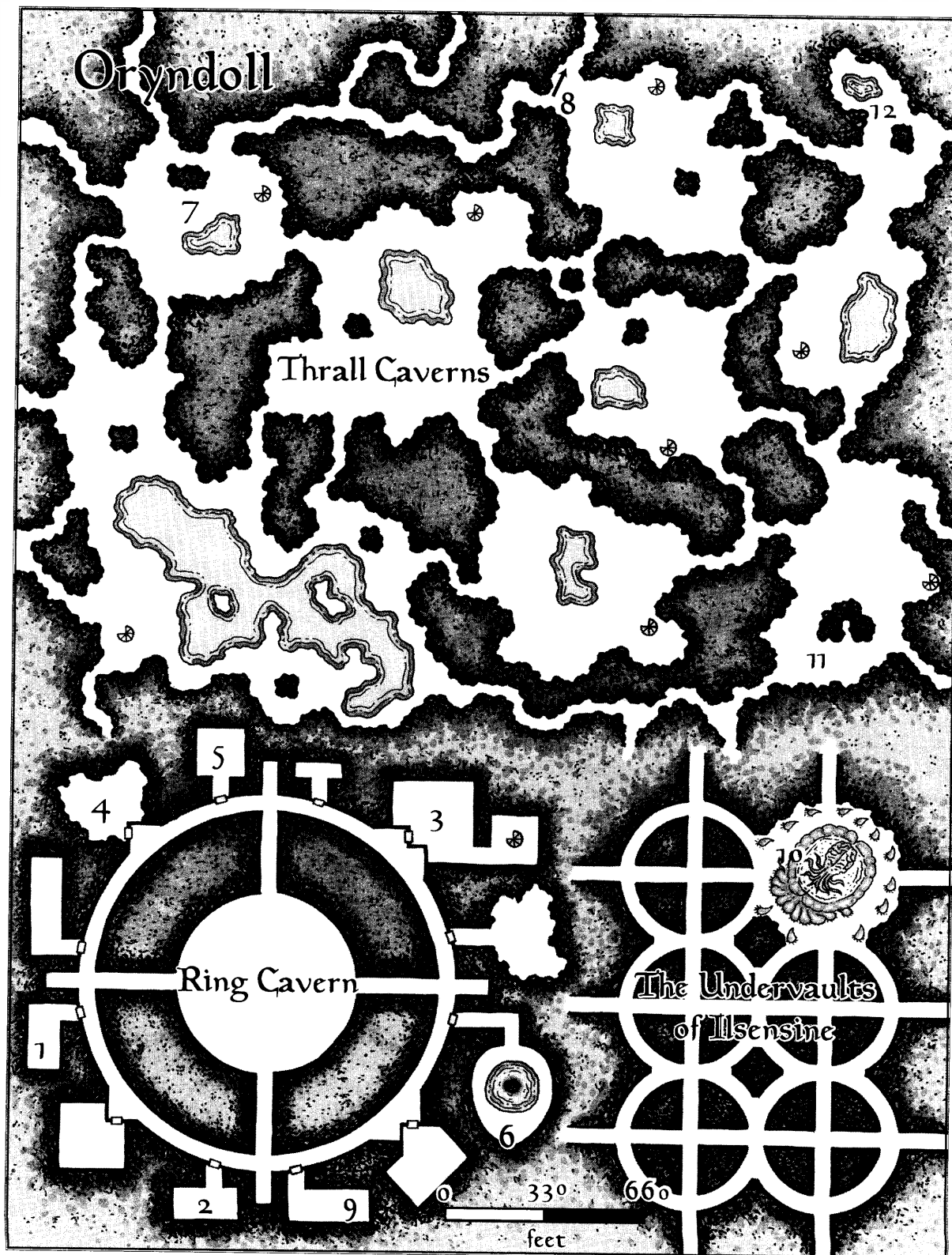
**Ralayn the Occultacle:** An outcast of Oryndoll and Runeschal of the Twisted Rune who fled Oryndoll before emerging in the Forest of Mir some twenty years ago, Raylayn (NE alhoon Psi7/M9) is a close ally of Priamon "Frostrune" Rakesk, one of the senior Runemasters who lead the Twisted Rune. While some tales hint that Raylayn was slain by a band of brave adventures, the illithilich apparently escaped or was later restored to unlife by one or more Runemasters of the Twisted Rune.

## Architecture and Layout

Upper Oryndoll resembles a troglodyte warren linked to the surrounding Underdark by hundreds of tunnels. Scores of caverns of varying size are linked by a network of tunnels, each just large enough for size M creatures to walk upright or climb hand over hand in single file. Each of the larger caverns is home to a clan of troglodytes, tren, or lizardmen, while some of the smaller caverns are home to groups of duergar or the other thrall races. A deep freshwater lake stocked with blind cavefish dominates the largest cavern, and smaller pools are scattered throughout most of the other caverns, particularly those where the reptilian races live.

The lower reaches of the City of Loretakers are hidden from casual observation beneath the Thrall Caverns, and more than one ill-fated explorer has stumbled across Oryndoll's outer facade without ever realizing the immediate peril underneath. Each of the Thrall Caverns is linked via a hidden stair to one or more of the Ring Caverns. Each staircase spirals down between 100 and 150 feet, bifurcated every 30 feet or so by a small redoubt, a defensive checkpoint for traffic passing to and from the Thrall Caverns.

The Ring Caverns are humid and heavily carved with motifs reminiscent of exposed brain tissue. Superimposed over the decorative carvings on the outer wall are continuous lines of illithid quality that intersperse religious doctrine with precise directions to locations elsewhere in the city. Each Ring Cavern consists of an outer circular tube that wraps around a spherical central plaza. Tubes connect each outer ring with the plaza it encircles as well as with the outer rings of other Ring Caverns. Clusters of carved







chambers employed by the various Creeds and governing officials can be reached from the outer walls of each of the outer rings. Oryndoll's illithid inhabitants congregate socially in wide, shallow basins on the floors of the central plazas. The curving walls and ceiling of each plaza are honeycombed with private domiciles accessible via *levitation* or other means of psionic or magical transport.

Far below the Ring Caverns lie the Undervaults of Ilsensine, interlocking ring-shaped caverns that house the city's enormous lore collection. Accessible only through teleportation or similar psionic and magic disciplines, the Undervaults are built around the Great Pool, home to the community's elder brain and the site of the Tentacled Lord's manifestation during the Time of Troubles. The walls of the Undervaults are covered with qualith writings that catalog the knowledge held in water-filled basins scattered across the cavern floors. Each Thought Basin is filled with encephalic fluid that has been psionically imprinted with millions of tidbits of lore. The information contained within each basin can be retrieved through psionics or magic, using ESP or similar powers, although lore can only be retrieved randomly without a sophisticated understanding of the associated qualith catalog system.

## Population

More than twenty-five thousand sentient beings dwell in Oryndoll, not including the teeming packs of cranial rats. The vast majority of inhabitants are thralls. Out of a total population of six thousand or so mind flayers, there are roughly five thousand six hundred illithids, four hundred ulitharids, and one elder brain. Approximately eight thousand ceremorphs occupy the city too, mostly tzakandi (95%) or urophions (4%), and perhaps two hundred golems, most of which are nyraala golems (98%) with the remainder (2%) being brain golems. The thrali population numbers nearly eleven thousand beings and includes lizardmen (40%), troglodytes (25%), tren (15%), duergar (12%), and a variety of other races (8%). Would-be alhoon always flee before undergoing the transformation into lichdom, and no undead are tolerated in the city or its environs.

The mind flayers of Oryndoll display a remarkable unity of purpose and belief. The twin tenets of the Loretaker and Venerator Creeds dominate every aspect of life in the city, and while dissent is tolerated, it is rarely shown. Like illithid societies throughout Faerûn, Oryndoll's mind flayers hold that all wisdom flows from the elder brain, that joining the elder brain is the greatest reward for a life well spent, that what is not illithid is thrall, that dominion is life, and that the spawn of Ilsensine are destined to estab-

lish dominion over all thrall races. Unlike other illithid enclaves, there is little call to eternally darken the Realms Above, for Oryndoll's masters are well aware of the impact such an action would have on the ecology of the world above and below. While Oryndoll's ceremorph races are largely content with their lot in life and permitted to exercise their own judgment, the natural loathing that thrall races hold for the ruling illithids is held in check only by continuous mental domination.

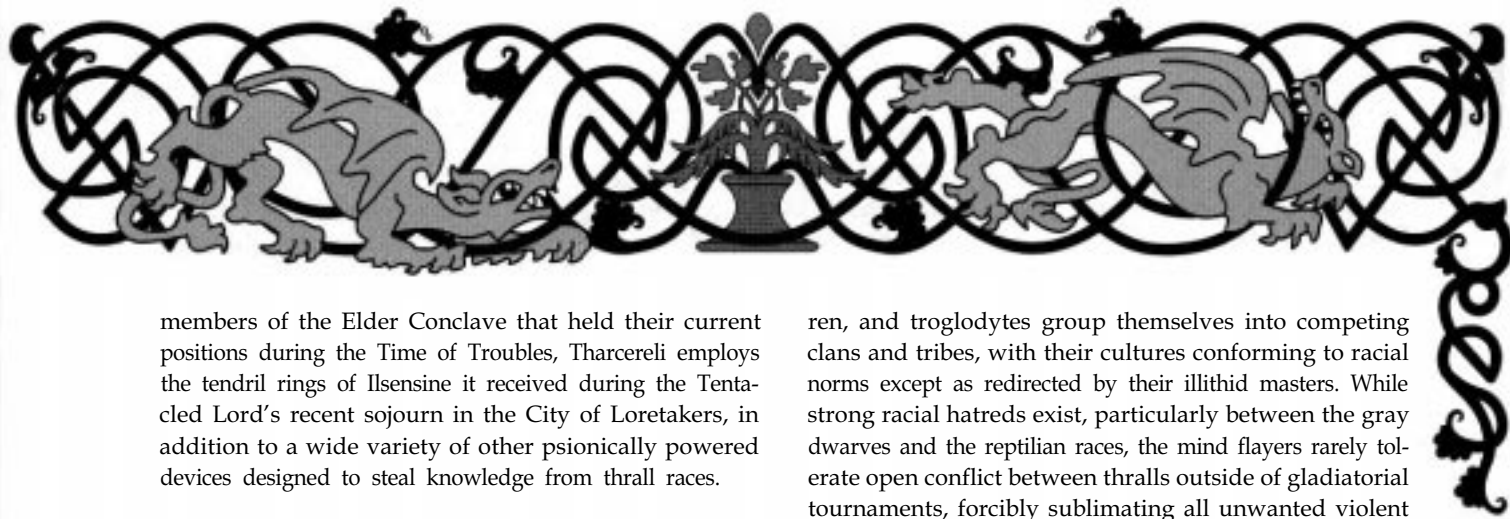
## Rulers

The city is ruled by the Elder Concord of Oryndoll and the Encephalithid of Ilsensine, the community's elder brain. The Elder Concord of Oryndoll is composed entirely of ulitharids, each of which represents one of the city's nine Creeds. The ruling council of Creedmasters has the power to set community goals, arrange for the execution of those goals, arbitrate disputes between individual illithids, and take care of all other ruling details. While in theory no Creedmaster is above any other, in truth the Creedmaster of Loretakers sets the council's agenda in close consultation with the Encephalithid. Since the Time of Troubles, however, the Creedmaster of the Venerators, traditionally known as the Spawn of Lugribosk, has assumed the preeminent position in the Elder Concord. The delicate change in the traditional balance of power has repercussions that are still unfolding.

**The Encephalithid of Ilsensine:** The Encephalithid (LE elder brain) is an ancient elder brain that has existed for millennia and commands the Invisible Art with a facility and breadth unmatched by any other nondivine creature in Faerûn. While the elder brain does not exert absolute authority over the illithids of Oryndoll, the Encephalithid does take an active role in governing the community and leading the Elder Concord. Since serving as the host of the avatar of the Tentacled Lord during the Time of Troubles, the Encephalithid has retained the pair of tentacles commonly associated with the avatar form of Ilsensine. Each tentacle's attack ignores nonmagical defenses. Any successful hit drains 1d6 points of Intelligence or Wisdom (as desired by the elder brain) and restores an equivalent number of hit points to the Encephalithid.

**Creedmaster Tharcereli:** The Creedmaster of the Loretakers Tharcereli (LE ulitharid) is one of the most powerful individuals in Oryndoll, behind only the Encephalithid of Ilsensine and the Spawn of Lugribosk. Tharcereli has an abiding hunger for knowledge of any kind, but for all its learnedness the Creedmaster never shares its insights with any nonillithid. Like the other





members of the Elder Conclave that held their current positions during the Time of Troubles, Tharcereli employs the tendril rings of Ilsensine it received during the Tentacled Lord's recent sojourn in the City of Loretakers, in addition to a wide variety of other psionically powered devices designed to steal knowledge from thrall races.

### Defenders

As in most mind flayer communities, the bulk of Oryndoll's troops are psionically dominated thralls led by vigileators. The mind flayer officers are divided into three divisions, each responsible for a particular security concern: military offense and defense, internal order, and intelligence. Each security branch is led by a senior vigileator known as the High Vigileator, who reports directly to the Elder Concord.

The Errant Thoughts, closely associated with the Tamer Creed, are responsible for both defense of the city and offense against its enemies as directed by the Elder Concord. Members of this branch patrol the city's environs within a radius of approximately twenty miles. Mixed companies of twenty to thirty lizardmen, tren, and troglodytes led by one to three vigileators are the norm in the surrounding Underdark wilds, but patrol numbers may be doubled or even trebled in times of danger. Oryndoll's patrols are typically supplanted with either a pair of tza-kandi (50%) or a trio of intellect devourers (50%), all of which are trained to identify and disable spellcasters and psionists.

The Minders, closely associated with the Loretaker faction, monitor the thoughts of Oryndoll's inhabitants, whether illithid or thrall. They are charged with squashing any hint of rebellion among the thrall population and enforcing the dictates of the Elder Concord and that body's appointed aedileators. Visitors to the City of Loretakers are sufficiently rare that one or more low-ranking vigileators of this branch are assigned to discreetly monitor every nonillithid admitted into the caverns of Oryndoll.

The Lore Filchers, closely associated with the Influencer Creed, gather military intelligence. For centuries this branch has been primarily concerned with the threat posed by the duergar of Underspires, but Oryndoll's agents have infiltrated most, if not all, sizable Underdark settlements within 500 miles of the city. The handful of mozgriken spawned in Oryndoll are employed by this group.

### Noncitizens

The majority of Oryndoll's inhabitants are not considered citizens. Thralls form the bulk of the population, but ceremorphs are a sizable minority as well. Duergar, lizardmen,

ren, and troglodytes group themselves into competing clans and tribes, with their cultures conforming to racial norms except as redirected by their illithid masters. While strong racial hatreds exist, particularly between the gray dwarves and the reptilian races, the mind flayers rarely tolerate open conflict between thralls outside of gladiatorial tournaments, forcibly sublimating all unwanted violent thoughts. The myriad races that comprise the remainder of the thrall populace either associate themselves with one of the established tribes or struggle to survive on the margins of Oryndoll's slave culture.

**Mullivan of Tethyr:** The fallen founder of a veteran band of adventurers from Almraiven, Mullivan (NG male human R9) made his mission in life the extermination of all illithid influence around Calimshan and Tethyr. After inadvertently leading his adventuring company to the gates of Oryndoll from surface caves he had discovered in the Forest of Mir, Mullivan sacrificed his own life so that a handful of his comrades could make their escape. The survivors of that ill-fated expedition regrouped in Almraiven and renamed themselves the Scimitars of Mullivan in the ranger's honor. Since their initial foray into the Underdark, the group has sponsored at least four other adventuring bands on similar expeditions. It has vowed to end illithid predations directed against the surface races and to destroy the city of Oryndoll. Unbeknownst to the other members of the company that bears his name, Mullivan was brought back to life through a new psionic science akin to a *raise dead* spell. The ranger now serves his former foes as a thrall, but the psionic resurrection process imbued him with some psionic immunity that has enabled him to retain a measure of free will. He bides his time until an opportunity for escape presents itself.

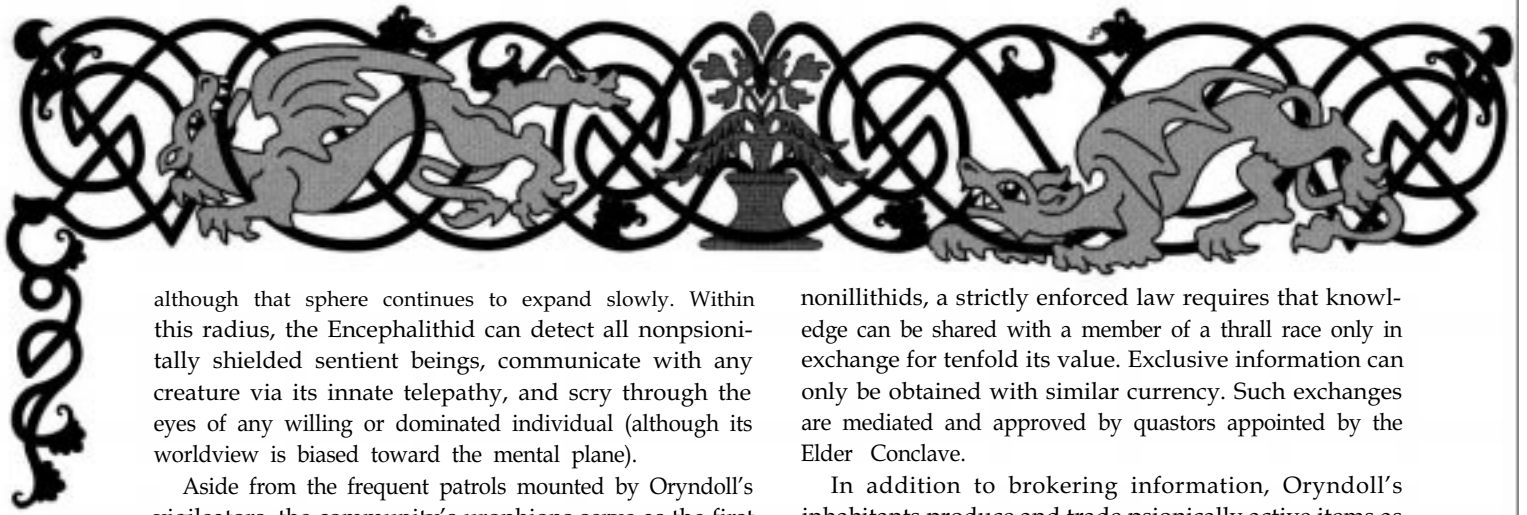
### Defenses

Millennia of loretaking have garnered a treasure trove of strategic thinking. As a result, the City of Loretakers is defended by a wide array of traps, fortifications, magic defenses, and psionic wards, many of which are commonly associated with other races and cultures.

Scattered throughout the Underdark to a radius of 20 miles are activated resonance stones. These egg-sized chunks of polished crystal are imprinted with the emotional response of absolute terror. Anyone within 20 feet of an activated stone must make a successful saving throw vs. spell or flee in terror for 5d4 rounds. Mind flayers of Oryndoll can activate or deactivate *resonance stones*.

The psionic abilities of the Encephalithid of Ilsensine are the heart of Oryndoll's defenses. The elder brain senses the world via innate telepathy to a range of 5 miles,





although that sphere continues to expand slowly. Within this radius, the Encephalithid can detect all nonpsionically shielded sentient beings, communicate with any creature via its innate telepathy, and scry through the eyes of any willing or dominated individual (although its worldview is biased toward the mental plane).

Aside from the frequent patrols mounted by Oryndoll's vigilators, the community's urophions serve as the first line of defense. Each illithid-roper crossbreed remains just within the elder brain's sphere of influence along one of the many access tunnels to the city. The Encephalithid of Ilsensine can project its psionic powers through any one of the urophions within its sphere of influence, enabling it to augment the urophions' defenses. The immediate environs of Oryndoll are also home to a dozen or more gohlborn divided into at least four hunting schools. These cunning relatives of the fearsome bulette are psionically dominated by their mind flayer handlers from the Nourisher Creed and serve them faithfully. Guided by the elder brain, the illithids, in turn, set their charges on the trail of any hostile intruders who dare to approach the caverns of Oryndoll.

At least a dozen tunnels connect the City of Loretakers with the surrounding Underdark. Each is guarded by at least three vigilators, a dozen or more elite thrall soldiers, and a pair of tzakandi. Each mind flayer sentinel is equipped with one or more of the following items: a *psychic reservoir*, a *psychic sword*, *tentacle extensions*, a *tessadyle robe*, and a *gauntlet of Tyla'zhus*.

Oryndoll's greatest defense is the *Invisible Bulwark*, a mosaic of overlapping psionic seals that permeates the city's cavern walls. Maintained by and inexorably linked to the community's elder brain, the collective effort of generations of illithids is invisible to the naked eye, yet the individual psionic seals create an encompassing aura analogous to the effects of a mythal. Individual mind flayers are trained to draw on the *Invisible Bulwark* to augment their PSP totals, heal themselves, gain short-term immunities to magical and nonmagical effects, detect the presence of various intruders including undead, and draw on the accumulated lore in the Undervaults of Ilsensine.

## Production and Trade

The chief currency of Oryndoll is lost lore, priceless knowledge, and exclusive information. Illithid knowledge brokers buy and sell rare tomes, crumbling scrolls, and *feebleminded* thralls in whose minds are locked kernels of lore. Other mind flayers charter raiding expeditions intended to acquire new bits of knowledge or increase the exclusivity of particular information. While lore is available for sale to

nonillithids, a strictly enforced law requires that knowledge can be shared with a member of a thrall race only in exchange for tenfold its value. Exclusive information can only be obtained with similar currency. Such exchanges are mediated and approved by quastors appointed by the Elder Conclave.

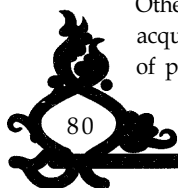
In addition to brokering information, Oryndoll's inhabitants produce and trade psionically active items as well as more mundane items such as rich garments favored by mind flayers, jewelry, and decorative masks sculpted by members of the Abysmal Creed to capture expressions of pure horror. Many illithids acquire, breed, and sell thralls, create new flayer-kin, and provide sustenance for the nonillithid population. A small number of illithids, far fewer than in most mind flayer enclaves, are traders. Ranging far and wide throughout the Underdark, these illithid merchants procure trade goods otherwise unavailable in Oryndoll.

Jarred and jellied eyeballs, known as mindgates, serve as the coin of the realm, with the exact value of each mindgate determined by the degree of sentience of the race of the creature from which it was taken. In game terms, the value of a jarred and jellied eyeball in gold pieces roughly corresponds to the Intelligence score of the creature from which it was removed. Mind flayers can detect psychic residues in a mindgate that measure brain activity and thus account for variations in a particular individual's Intelligence. For example, a jarred and jellied eye of a human is typically worth between 9 and 12 gp, but some human mindgates are worth as much as 18 gp.

## Guild Halls

As in other illithid communities, the mind flayers of Oryndoll group themselves into factions, called Creeds. Individual Creeds serve much the same function as guilds in surface cities. Most illithids in the City of Loretakers belong to a Creed, and membership in multiple Creeds is never permitted. The roster of factions that segment Oryndoll's society differs somewhat from those of illithid communities found elsewhere in Faerûn, for the City of Loretakers has been transformed by its long and close association with Ilsensine. Creeds often found in other illithid communities that are not found in Oryndoll include the Awaiters, the Possessors, the Thorough Biters, and the Darkeners.

- The Scriptoriums [1], found throughout lower Oryndoll, are where small groups of Loretakers translate, transcribe, and catalog all new information brought into the city. Half a dozen or so illithid scribes who specialize in the knowledge base of one or more alien cultures regularly





occupy each scriptorium. The Loretaker Creed is unique to Oryndoll and in many ways embodies the community's divinely directed mission. The Loretaker Creed is a powerful faction whose members hold that the acquisition of exclusive knowledge is the single most important element in achieving utter dominance over all of Abeir-Toril. The twin acts of acquiring knowledge and denying it to others increases the strength of the community while weakening its enemies and rivals.

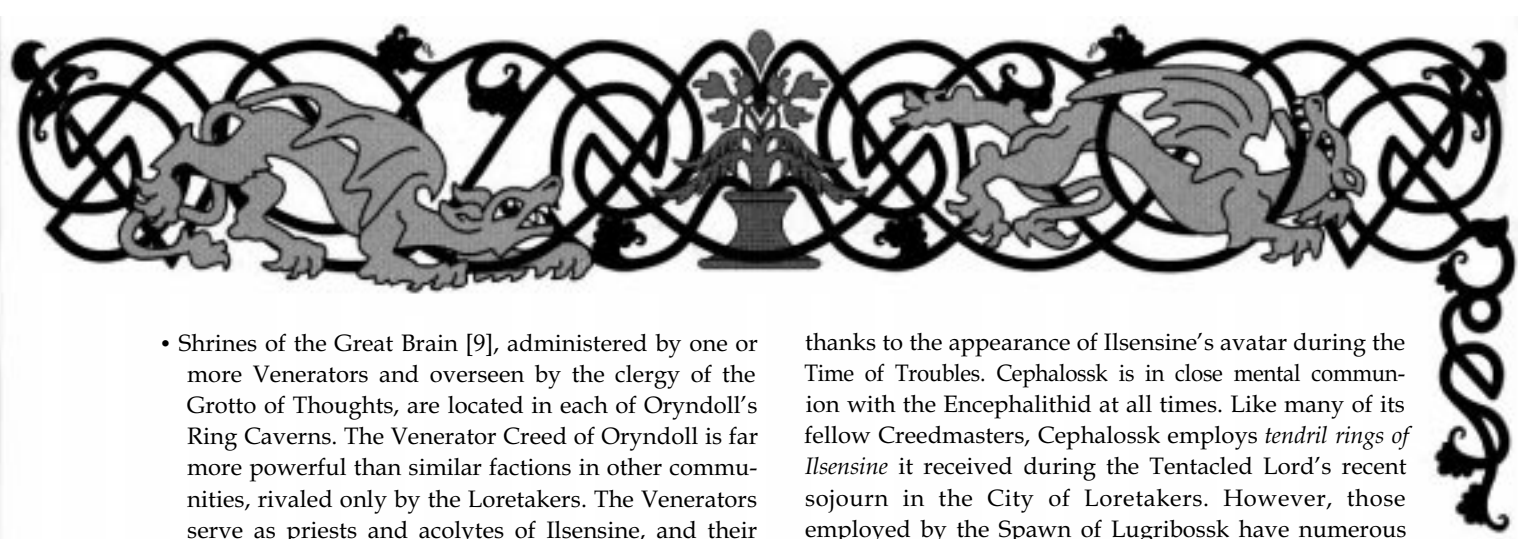
- The Workshops [2], many of which are set in individual domiciles, are the Creatives' laboratories. Most workshops reflect the creative impulses of their owners and can accommodate from one to a dozen illithid researchers. The Creative Creed seeks to capitalize on their expanding knowledge base through research and creation of novel psychic disciplines, psionic items, and new technology. Notable successes include flying craft, living troop transports and weapons, and other unique psionic items.
- The Armories [3] are the province of the Tamers and hold much of the city's martial, nonpsionic might. Weapons and armor needed to outfit the thrall armies are stored under heavy guard to minimize the danger of a recurrence of the Thrall Uprisings. Most tzakandi are barracked in small warrens of caves that open into the central arena at the heart of each armory. While the Tamer Creed does exist in Oryndoll, its fortunes faded long ago, following the grievous losses suffered during the Mindstalker Wars. In addition to defending Oryndoll from invasion, the Tamer Creed works closely with the Nourisher Creed to capture large stocks of lizardmen from the surface city of Surkh and transform them into tzakandi through larval implantation.
- The Menageries [4], scattered throughout the Ring Caverns, are small cavern complexes in different forms maintained by the Nourishers. Each menagerie houses one or more exotic breeds imported from elsewhere in the Underdark or the Realms Above and is overseen by a small group of mind flayers. The Nourisher Creed serves an important role in maintaining Oryndoll's large thrall population. Members of this faction cross-bred troglodyte and lizardmen slaves centuries ago to create the first tren. (The offspring have since been sold to other settlements and races and then escaped from captivity, leading to a handful of independent communities of tren scattered throughout the Underdark.) The Nourishers have also maintained a small but viable duergar population for millennia. Successive Creedmasters of the Nourishers have long sought to acquire the Scalamngdrion, a spell libram named for its

dragonlike protector, in the hopes of capturing the beast for study. Fragments of ancient lore found only in Oryndoll suggest that scalamagdrions are prime candidates for ceremorphosis.

- The Vaults of Terror [5], while few in number, are home to some of the greatest evils inflicted on the thralls of Oryndoll. In these caverns, the Abysmals refine the art of terrorizing nonillithids with precise, hands-on experimentation. Closely aligned with the Venerator Creed, the Abysmals of Oryndoll function almost as missionaries, ranging far afield to reveal the horror of Ilsensine to unsubjugated thrall races.
- The Pillars of Thought [6], found among the Ring Caverns of western and southern Oryndoll, are egg-shaped caverns, each dominated by a single, central pillar surrounded by a briny pool. These complexes serve the Influencers as both planning areas and as a means of directly observing the surface world. Unique psionic powers are employed to transform the briny pools into scrying basins. The Influencer Creed seeks to unearth secrets and sway opinions through indirect methods. Closely affiliated with the Loretaker Creed, the Influencers want to transform other societies by the selective removal of critical pillars of knowledge, often through pillaging libraries and assassinating key sages.
- The Hall of Melding [7], located on the western periphery of Oryndoll, is a great spherical cavern that mimics the central plazas of the Ring Caverns. Overseen by the Gatherers, this grotto caters to the every whim of visiting illithids, with private domiciles in the walls and ceilings serving as temporary residences. The Gatherer Creed of Oryndoll differs somewhat from similar factions in other mind flayer enclaves, for its members hope to further concentrate knowledge by encouraging illithids to immigrate from other communities. The Gatherers have achieved a measure of success, having concentrated most illithid activity in southwestern Faerûn in Oryndoll.
- The Darkened Vault [8], in northern Oryndoll, is an extensive series of caves used by the Arisers. These caverns contain a great deal of lore regarding the defenses and contents of information collections throughout the surface world. The Ariser Creed is a minor faction in Oryndoll that differs significantly from its analogs in other enclaves. The Arisers believe that the acquisition of exclusive knowledge could be quickened by actively attacking knowledge storehouses on the surface. The Arisers were behind the establishment of Tellectus, since this Creed's members have long sought to plunder Candlekeep.







- Shrines of the Great Brain [9], administered by one or more Venerators and overseen by the clergy of the Grotto of Thoughts, are located in each of Oryndoll's Ring Caverns. The Venerator Creed of Oryndoll is far more powerful than similar factions in other communities, rivaled only by the Loretakers. The Venerators serve as priests and acolytes of Ilsensine, and their influence has only increased since the Great Brain manifested during the Time of Troubles. Curiously, the Oryndoll Venerator Creed holds that joining with the city's elder brain in death guarantees an afterlife as part of the Great Brain. (This practice is not allowed in other illithid communities.) As such, the Venerators have functioned in Oryndoll for centuries, never dying out after a single generation like Venerator Creeds elsewhere that spring up in the aftermath of a visit by the Great Brain.

### Temples

- The Cenotaph of Maanzecorian was once a small house of worship for the Cult of the Philosoflayer, a minor faction of the Venerator Creed. In the years since the death of Maanzecorian, however, the Elder Conclave has undertaken a vast, ongoing effort to seize the Philosoflayer's knowledge before it is lost to the mists of Gehenna or the avarice of another being. The Cenotaph, set on the western periphery of the Undervaults of Ilsensine, consists of a series of sumptuously furnished domed chambers constructed of jet, jade, ivory, and marble in which the hides of many creatures are displayed. Maanzecorian's symbol, a silver crown set with a red gem, is prominently inscribed at the top of each dome.
- The Grotto of Sacred Thoughts [10] is a vast natural cavern in the heart of the Undervaults of Ilsensine. At the center of the Tentacled Lord's temple rests a gigantic idol more than 60 feet in diameter. Made from petrified brains, the idol is shaped to look like a gargantuan encephalon. The effigy's thirty-six tentacles appear to burrow into the hard stone floor only to emerge as a ring of columned "tentacles" along the cavern's periphery. Atop the idol is a shallow basin known as the Great Pool. Home to both the Encephalithid of Ilsensine and Oryndoll's tadpole population, the Great Pool is the spiritual, social, and governmental heart of the community.

**Cephalossk, the Spawn of Lugribosk:** Cephalossk (LE ulitharid P18 of Ilsensine), the Creedmaster of the Venerators, is the high priest of Ilsensine in Oryndoll and the most powerful Creedmaster on the Elder Concord,

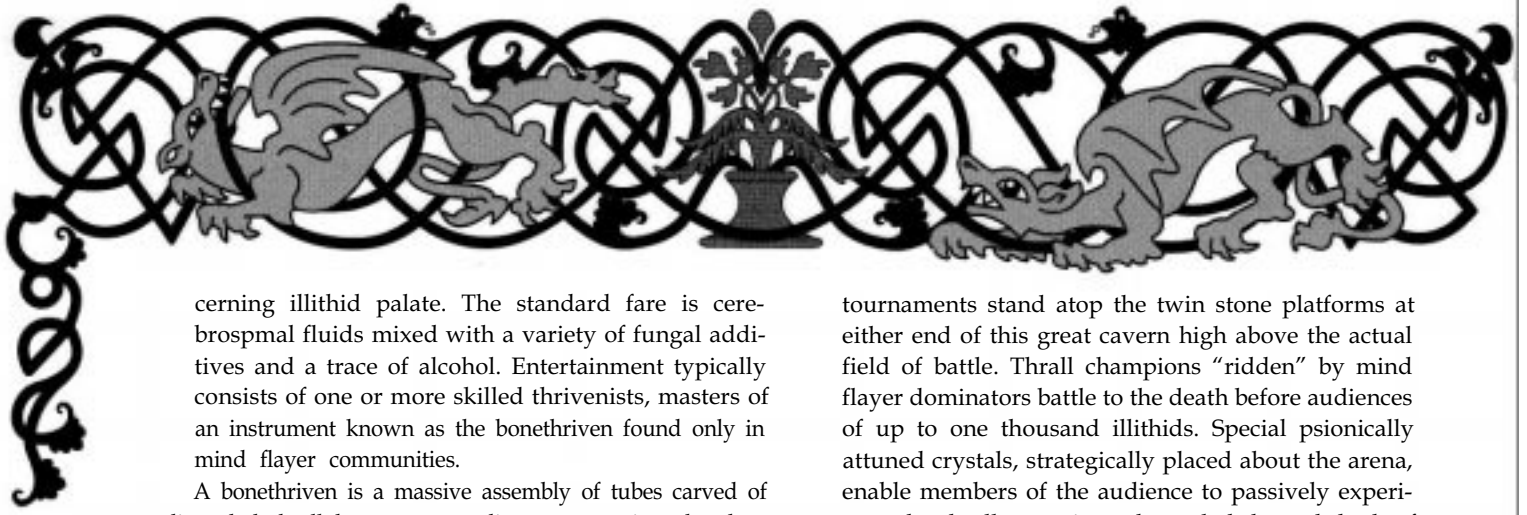
thanks to the appearance of Ilsensine's avatar during the Time of Troubles. Cephalossk is in close mental communion with the Encephalithid at all times. Like many of its fellow Creedmasters, Cephalossk employs *tendrils of Ilsensine* it received during the Tentacled Lord's recent sojourn in the City of Loretakers. However, those employed by the Spawn of Lugribosk have numerous additional secret powers that Cephalossk is only beginning to understand.

### Shops and Bazaars

- The Brain Brokerage, located in the southwestern reaches of Oryndoll's Ring Caverns, is the headquarters of a consortium of illithid merchants who specialize in acquiring the brains of rare creatures from other Underdark races willing to engage in this illicit trade. Merchants of the Brain Brokerage lead caravans into the Underdark to such distant points of call as Gualidurth, Ooltul, Sloopdilmonpolop, Sshamath, and Zokir.
- The Slave Suk, a large natural cavern, is located near the heart of the Ring Caverns at the juncture of three carved tunnels. Reminiscent of a traditional Calishite slave auction, the Slave Suk resembles a central plaza without the accompanying Outer Ring or the private domiciles overhead. Illithids gather here to acquire thralls culled from the ranks of slaves brought by visiting Underdark merchants. Shortly after a slave caravan arrives, word quickly spreads. Individual illithids then congregate in the wide, shallow basins that dot the floor of the Slave Suk, as the slaves are paraded through the cavern by illithid drovers. Immediately thereafter, the bidding begins under the supervision of an illithid auctioneer, and the final price is presented to the slave merchant. Although a merchant is permitted to set a minimum price to reflect a slave's true value, once the bidding commences the sale to the highest bidder cannot be legally halted for any reason.

### Inns and Taverns

- The Skull Cup (fair/moderate), in the northwestern Ring Caverns, caters to those few nonillithid visitors who dare to enter the City of Loretakers. The inn is named for its distinctive goblets fashioned from human, demihuman, and humanoid skulls. The proprietors provide no guarantee of security for their patrons, and the vigilators and their agents continuously observe all guests.
- The Spinal Tap (excellent/expensive), located in the southern Ring Caverns, is a tavern catering to the dis-



cerning illithid palate. The standard fare is cerebrospinal fluids mixed with a variety of fungal additives and a trace of alcohol. Entertainment typically consists of one or more skilled thrivenists, masters of an instrument known as the bonethriven found only in mind flayer communities.

A bonethriven is a massive assembly of tubes carved of discarded thrall bones surrounding a resonating chamber. Illithids proficient in this instrument can produce a wide range of sounds by blowing through the mouthpiece while opening and closing the twelve different stops with fingers and tentacles. A master thrivenist can elicit sounds of such horrible intensity that humans and demihumans must check morale each round they hear the instrument played. Victims failing a single check suffer a -1 to all die rolls while the "music" continues.

### **FesThalls**

- The Succulent Encephalon (excellent/expensive), located in the eastern Ring Caverns, is a performance eatery renowned throughout the City of Loretakers for the diversity of its cerebral cuisine and the sensual skill of its performers, many of whom are high-ranking members of the Nourisher Creed.
- The Breeding Pen (good/cheap), located in the southwestern Ring Caverns, caters to illithids who wish to breed their prize thralls, as well as those who wish to vicariously experience the emotional release that accompanies sexual fulfillment in other races but is lacking among mind flayers.

### **Other Places of Interest**

- The Flowstone Tapestry [11], a natural cave formation on the southern periphery of Oryndoll's Thrall Caverns, is a sparkling sheet of calcite some 50 feet high and 200 feet long. The Venerator Creed has long held that the Flowstone Tapestry is a manifestation of the Tentacled Lord's thought processes and that careful study of its swirling patterns can lead to profound insights into the nature of divinity. Whether or not this is true, many mind flayers spend countless hours studying this phenomenon. Nonillithids are rarely permitted to gaze upon the majesty of Ilsensine, but those who do report that the Flowstone Tapestry does not seem magical, yet radiates a natural hypnotism effect.
- The Amphitheater, located at the nexus tunnels connecting five separate Ring Caverns in the heart of Oryndoll, is the largest gladiatorial arena in the city. Illithid competitors in the popular dominance

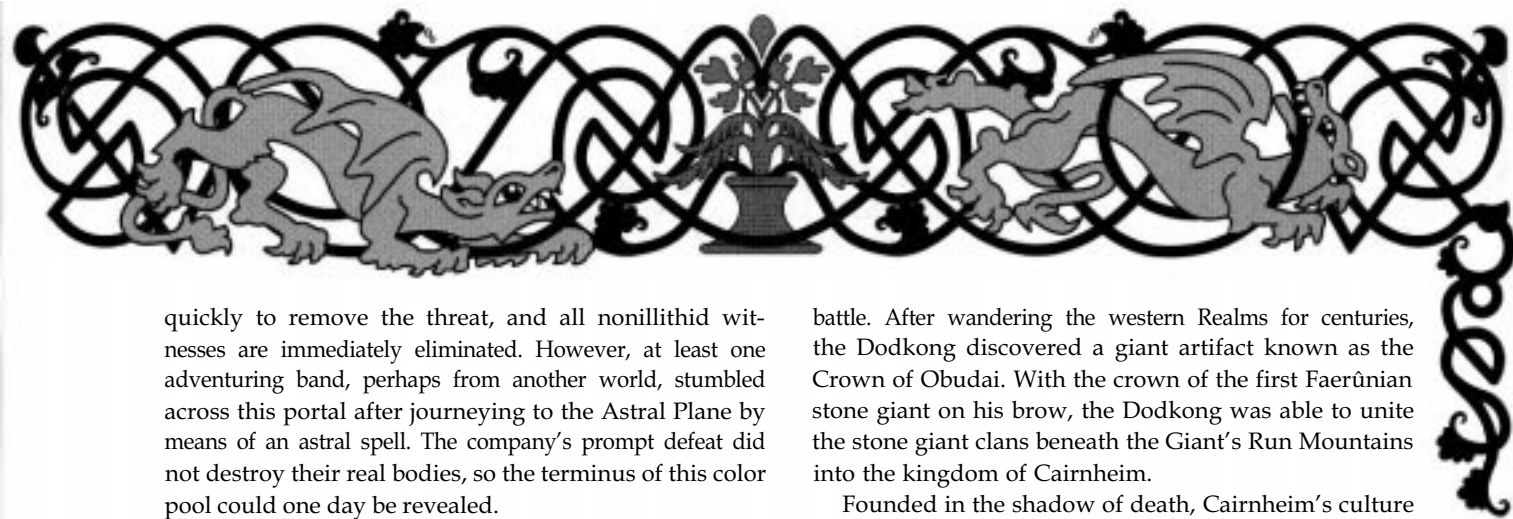
tournaments stand atop the twin stone platforms at either end of this great cavern high above the actual field of battle. Thrall champions "ridden" by mind flayer dominators battle to the death before audiences of up to one thousand illithids. Special psionically attuned crystals, strategically placed about the arena, enable members of the audience to passively experience the thrall sensations channeled through both of the illithid competitors.

### **Places of Danger**

The entirety of Oryndoll poses a danger to all beings not spawned in the Great Pool. However, at least two sections of the city stand out for their unexpected threats.

The Lost Ring was abandoned at the end of the Time of Troubles following the manifestation of a dead psionics region (similar to a dead magic zone) that enveloped this isolated Ring Cavern. The Elder Concord does not permit anyone to speak of this troubling development, and even the Encephalithid of Ilsensine is effectively blind in this region. The Lost Ring was cordoned off from the rest of the city by a mosaic of powerful *psionic seals* following a series of unexplained murders of mind flayers, ceremorphs, and thralls. The attacks have since abated but never completely stopped. The Elder Concord attributes this to copycat murderers. The truth is that a vampiric mind flayer with animal cunning stalks the abandoned tunnels, the product of the same magical eddy that created the dead psionics zone. Whether or not the illithid vampire has managed to escape its prison is unknown, but the beast has reduced the frequency of its attacks sufficiently to avoid continuing attention.

The Void Pool [12], an otherwise unremarkable pool of water on the northeastern periphery of the Thrall Caverns, is the terminus of a color pool, a one-way portal from the Astral Plane to the Prime Material Plane. The Elder Concord is well aware of this phenomenon, but all efforts to destroy it or shift its terminus have proved fruitless. Fearful of drawing githyanki to this unwanted entrance, the ruling ulitharids have chosen not to garrison or otherwise call attention to the burgundy portal at its astral point of origin. Likewise, since the Elder Concord is unwilling to reveal the pool's importance to visiting merchants or thralls who might later escape their clutches, no obvious guard is mounted over the Prime terminus of the color portal. Nevertheless, an elite company of tzakandi, led by some of Oryndoll's highest-ranking vigilators, maintains discreet surveillance at all times. On the rare occasion when something passes through the portal, Oryndoll's military forces respond



quickly to remove the threat, and all nonillithid witnesses are immediately eliminated. However, at least one adventuring band, perhaps from another world, stumbled across this portal after journeying to the Astral Plane by means of an astral spell. The company's prompt defeat did not destroy their real bodies, so the terminus of this color pool could one day be revealed.

## Environs of Oryndoll

A side from the illithids and their thralls, the environs of Oryndoll are devoid of sentient life. However, all sorts of nonintelligent creatures, many quite dangerous, dwell there undisturbed. Dwarves have never mined this region, and rich veins of ore and gemstones remain. Since the fall of Shanatar, the greatest threat to Oryndoll's security has been the aggressively expansionistic duergar of Underspires who periodically threaten Oryndoll's eastern borders. The drow of Guallidurth and Undraeth maintain relatively good relations, and the dwarves of Itkazar are not strong enough to challenge the illithids. Tunnels lead east to Underspires and Undraeth, north to Cairnheim and beyond, and west and south to the fallen kingdoms of Shanatar.

### Cairnheim

According to dwarven legend, the Giant's Run Mountains get their name from a battle won by the armies of High Shanatar under the leadership of Karlyn of House Kuldelver circa -5350 DR. More than five thousand giants fell to dwarven axes, and the remnants of the giants' armies were driven into the peaks to the east. Among the small group of giants who survived were a handful of stone giants. Instead of remaining on the surface, they traveled into the upper Underdark via the lava tubes of a dormant volcano and made their home underground.

The descendants of the surviving Nedeheim stone giants dwelt in small clans in the upper Underdark, holding their own against the illithids of Oryndoll, the dwarves of Torglor and Korolnor, and countless other threats.

In the Year of the Stone Giant (-160 DR), a cairn-an undead stone giant-came forward who was called the Dodkong, or "King of Death." The Dodkong, whose personal name is unknown even to his subjects, is believed to have been a stone giant chieftain who arose as an undead creature after the dwarves withdrew from the

battle. After wandering the western Realms for centuries, the Dodkong discovered a giant artifact known as the Crown of Obudai. With the crown of the first Faerûnian stone giant on his brow, the Dodkong was able to unite the stone giant clans beneath the Giant's Run Mountains into the kingdom of Cairnheim.

Founded in the shadow of death, Cairnheim's culture has long been tainted by the unliving nature of its monarch and the council of Dodforerir, or "Death Chiefs," who serve him. Each Dodforer served as a clan chieftain in life, and was transformed after death into a cairn by the Dodkong's dark magic.

Those who trespass in Cairnheim—particularly the Stout Folk-risk the wrath of cruel behemoths led by their undead kin. Those who neighbor the realm fear the day that the Dodkong seeks to expand. Some claim that the "King of Death" has embarked on just such a campaign, noting an increasing number of barrowes—a form of undead found only among hill giant populations-amid the peaks of the Giant's Run Mountains.

### Korolnor

One of the eight subkingdoms of Deep Shanatar, the Jewel Kingdom of Korolnor lives on. Although not as deep as Torgfor (see below), Korolnor was located far beneath the surface in an extensive network of caverns with numerous surface links.

After the Mindstalker Wars, Korolnor dwarves directed the bulk of their efforts toward defeating the giants and trolls who forever threatened to overrun their holdings near the surface. Legacies of Korolnor in the Lands of Light include the Axe and Star Bridges of eastern Amn, and the Wailing Dwarf, a fully carved dwarf facing east, more than 4,000 feet tall, carved into Mount Batyr, the easternmost peak of the Troll Mountains.

In the Underdark, the ruins of Korolnor include at least five cities now inhabited by trolls. Each city is notable for its beautiful stonework, which survives largely intact despite the occupation. Now called the Everlasting Kingdom of Stommheim, the cities include many aspects of giant culture and language, encompassing both the peaks and valleys of the Troll Mountains and the caverns below. Despite efforts against it, the Everlasting Kingdom of the trolls has never collapsed. Legends speak of a king who gives the trolls direction and purpose, thus making them crafty and difficult to root out. The truth is far more horrible.

When Korolnor was first found millennia ago, the dwarves honored Diinkarazan as their patron deity. After the Spawn Wars, worship of Diinkarazan was abandoned



throughout Shanatar, including in Korolnor, in favor of worshipping the entire dwarven pantheon. Nevertheless, a legacy of Diinkarazan's faith remains within the deepest caverns of the kingdom.

The *Throne of the Mad God* once served as the ruling seat of Korolnor's monarchs, but today it contains the last remnant of Diinkarazan's power in the Realms Below. By unknown means, Diinkarazan can manifest a shadow of his ancient power through the ancient throne and direct the trolls of Stommheim, despite his imprisonment by Ilsensine. Led by secret derro renegades drawn to Diinkarazan's madness, the troll armies battle surface dwellers for the mountains above and the mind flayers of Oryndoll for the caverns below. Since the Time of Troubles, Diinkarazan's power has begun to increase anew. War between the trolls and the thrall armies of Oryndoll threatens once again to engulf the Underdark of eastern Amn and the Shining Plains.

## Torglor

One of the eight subkingdoms of Deep Shanatar, the Silver Kingdom of Torglor was located beneath the Snowflake Mountains. Torglor had few links to the surface world, but extensive connections with the upper and middle Underdark.

As befits a kingdom that once revered Diirinka, the Stout Folk of Torglor were well known for their skill in rune magic and invention. Like Korolnor to the northwest, the armies of the Silver Kingdom skirmished with Oryndoll's thrall armies for generations, long after the Mindstalker Wars formally concluded. Torglor's artisans developed many unusual weapons and tactics for defeating mind flayers and their minions, many of which are still in use today.

Although the ruins of Torglor have long been abandoned, those who battle the inhabitants of Oryndoll and their kin return time and again to Torglor's caverns hoping to discover additional means of defeating the hated spawn of Ilsensine that have not yet been discovered and erased by Oryndoll's patrols.

Within the past several decades, the githyanki have established a large encampment among the ruins of Torglor's capital city. Led by a powerful fighter/mage who wields a vorpal silver sword, almost sixty warriors from the Astral Plane are now firmly ensconced amid the dwarven fortifications. The githyanki keep their presence hidden, and the illithids of Oryndoll have yet to detect them. But unexplained mind flayer casualties are on the rise in the western tunnels.

The githyanki are allied with a trio of female adult red dragons, siblings from the last clutch of Hulrundrar

named Cragnortherma, Heltipyre, and Scorchash. After being rebuffed by Balagos several years ago, the githyanki have recently approached Charvekannathor the Scarlet (discussed in "Itkazar: Ways In and Out") in hopes of convincing that venerable red wyrm to mate with their draconic allies. While the Scarlet Scourge of Rinnoroth has not yet agreed, he seems inclined to do so. If the matings occur, the addition of a dozen or more red dragons to the githyanki force could prove a powerful combination in the planned assault on Oryndoll. In addition, by contacting Charvekannathor, the githyanki have now inadvertently drawn the attention of the Twisted Rune, a group that opposes the undead-hating illithids of Oryndoll. They too might be inclined to manipulate events on behalf of the githyanki to undermine their ancient foes.

## Current Clack

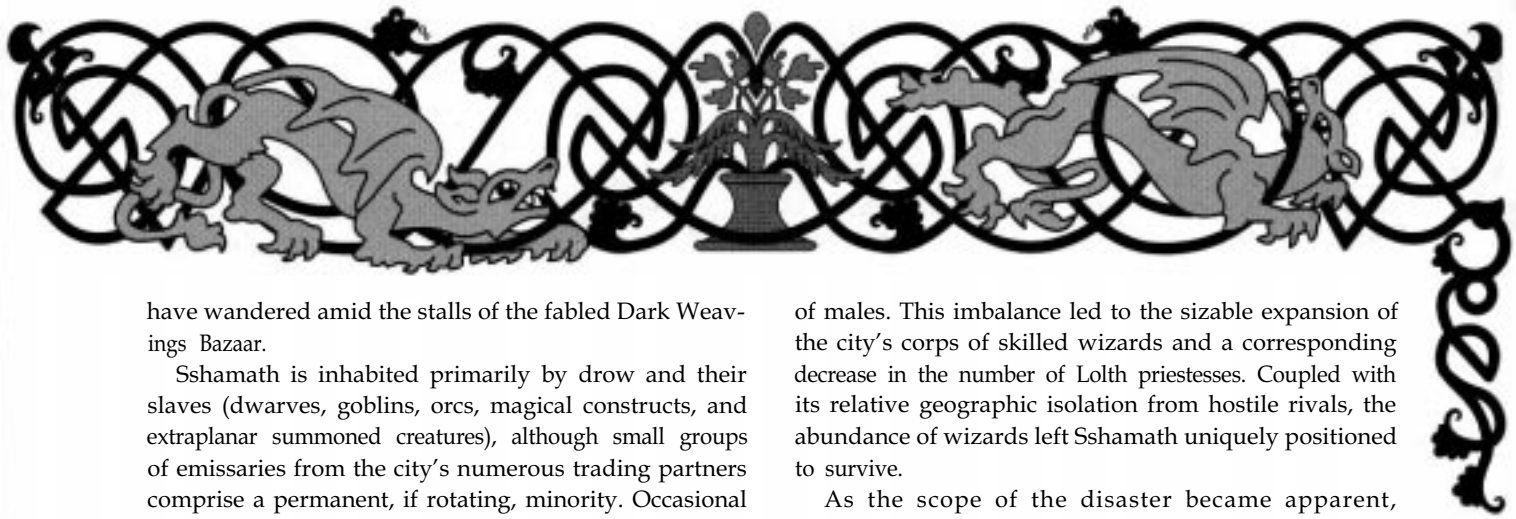
The *Skull of Alaundo*, a priceless relic venerated not only by the avowed monks of Candlekeep but by the faithful of Deneir, Oghma, and Savras, is said to have been recovered from a fire drake lair in the Deepwing Mountains and offered for sale in the markets of Llorbauth. As commonly happens following rumored sightings, illithid activity along the southern shores of the Deepwash has sharply increased. Alaundo the Seer was the singular sage whose citadel at Candlekeep became a haven for both the veneration of his prophecies and the accumulation of all knowledge. According to legend, Alaundo's skull was stolen shortly after his death. Supposedly, anyone possessing the relic can contact the great seer using a simple speak with dead spell, despite the passage of centuries. The illithids of Oryndoll have long sought to claim the *Skull of Alaundo*, and have proven their willingness to track down every rumor regarding its location, regardless of how wild it sounds.

## Sshamath

### City of Dark Weavings, Middle Reaches

Sshamath is unique among drow cities: a city ruled by wizards, where the priestesses of Lolth are shunted into lesser roles. Once a traditional city of the Spider Queen ruled by matron mothers in accordance with the Way of Lolth, Sshamath evolved into the preeminent market in all Faerûn for enchanted artifacts, spell tomes, and other magical workings. Despite tales of artifacts and relics piled high to be sold for a relative pittance, only an elite roster of surface-dwelling wizards or merchants even knows of Sshamath's general location deep beneath the Far Hills some thirty miles south of Darkhold. Even fewer





have wandered amid the stalls of the fabled Dark Weavings Bazaar.

Sshamath is inhabited primarily by drow and their slaves (dwarves, goblins, orcs, magical constructs, and extraplanar summoned creatures), although small groups of emissaries from the city's numerous trading partners comprise a permanent, if rotating, minority. Occasional humans roam, whether members of the Arcane Brotherhood, Red Wizards of Thay, Halruaan merchant mages, or free-willed liches. But most visiting wizards are Underdark dwellers, including savant aboleth, beholder mages and elder orbs, drow wizards from other cities, derro savants, illithiliches, sham sorcerers, svirfneblin illusionists and artificers, and even the rare phaerimm. Spellcasters from other environments, including morkoth mages and chromatic wyrms, come here too.

Sshamath is the most cosmopolitan Underdark settlement, a well-regarded trading partner with strong ties everywhere. Residents welcome all who come to trade, regardless of race, creed, or school of thought. Well-traveled tunnels wind east through the caverns of fallen Oghrann to Sschindylryn and beyond, northeast to the Buried Realms, north and northwest to the cluster of cities in the North, west to Karsoluthiyl, southwest to Guallidurth, Malydren, Rringlor Noroth, and Sloodpilonopolop, south to Oryndoll, Iltkazar, and Zokir, and southeast to Underspires and Undraeth and many points in between.

## History

The City of Dark Weavings is the product of six thousand years of history, an accident of geography, and a dose of luck. Sshamath was established in -4973 DR by the Lolth-worshipping drow of House Sshamath. For nearly two thousand years after the city's founding, the drow of Sshamath dwelt in accordance with the Way of Lolth.

The defining event in Sshamath's history was the collapse of its most precious resource: the Underdark radiation known as *faerzress*. Localized appearances and disappearances of *faerzress* are not unheard of. These unexplained fluctuations typically mean the collapse of nearby drow city-states or the establishment of new ones, as the dark elves migrate to new sources of the radiation. By -2872 DR, five years after the problem was initially detected, Sshamath's defenders were bereft of drow magic. The city was on the brink of anarchy.

Yet fate had already twisted Sshamath's future. In the three centuries before the *faerzress* collapse, Sshamath's matron mothers gave birth to an unusually large number

of males. This imbalance led to the sizable expansion of the city's corps of skilled wizards and a corresponding decrease in the number of Lolth priestesses. Coupled with its relative geographic isolation from hostile rivals, the abundance of wizards left Sshamath uniquely positioned to survive.

As the scope of the disaster became apparent, Sshamath's wizards initiated wave after wave of expeditions to plunder Netheril, Oghrann, and other lost realms. Lesser mages repaired or duplicated every artifact acquired, and more senior sorcerers delved into research and fabrication, initiating a burst of creative output that led to countless new magical creations and incantations. Over time, the role of the noble houses and the matron mothers faded (but never disappeared), and true power in the city shifted to those largely responsible for its continued existence—the archmages.

## Ways In and Out

Despite its role as an Underdark trading center, Sshamath is surprisingly hard to reach from the surface. While a few routes shorter than hundreds of miles connect Sshamath to the surface, the most common way to reach the city from the surface is teleportation magic, a consequence of the complete absence of *faerzress* near Sshamath. However, teleport requires the wizard to either visit the target location or scry it first. The first restraint is self-limiting, while the second is made difficult by the near total lack of information on the surface as to even the general location of the city. In addition, teleportation restricts the volume of trade goods that can be ferried into or out of the city. As a result, Sshamath has very little commerce with the Realms Above.

The most important and direct route from the surface is Varalla's Passage. Completed by the Lich Queen at the behest of the Conclave of Sshamath, this route promises to one day open the legendary markets of Sshamath to the Realms Above. Sememmon discovered Varalla's Passage in the Year of the Griffon (1312 DR), but kept it secret from all but his most trusted apprentices. Within days of the destruction of Zhentil Keep, Sememmon dispatched emissaries to negotiate a trade accord between the drow wizards of Sshamath and the Zhentarim of Darkhold. Negotiations continue slowly; Sememmon's fears tipped his hand to Manshoon, and the conservative elements of Sshamath's ruling council feared revealing themselves to hordes of surface dwellers.

Sshamath can also be reached through the tunnels of the fallen dwarven realm Oghrann. The most direct route from the surface begins within the dwarven mines of the Far



# Sshamath

3 School of Abjuration

9 School of Necromancy

5 School of Divination

8 School of Invocation and Evocation

25 The Spider's Kiss

7 School of Illusion and Phantasm

17 The Web of the Spider Queen

14 The Quillspires

19 The Genie's Wish

23 The Shattered Scepter

1 Zorrbauth

10 School of Transmutation

The Dark Weavings Bazaar

15 The Cage

24 The Glouras Wings

20 The Jacinth Rose

22 The Lukhorn's Gullet

18 The Fountain of Endless Elixers

12 School of Elemental Magic

26 The Stonestave

11 School of Mages

6 School of Enchantment and Charm

27 The Great Elixer

4 School of Conjuraction

13 The Darkfire Pillars

The Darkwoods

The Tower of 16 the Masked Mage

0 1320 2640 feet



Hills, and eventually winds down into the middle Underdark via a circuitous and treacherous route. This route is unlikely to ever rival Varalla's Passage, due both to the hostile shield dwarves of Oghranni descent at the beginning of the route and the small hive of beholder-kin that dominates the Gauth Grottoes (see below) along the way.

### Architecture and Layout

The City of Dark Weavings has been strangely compared to the interior of a massive pumpkin. A vast central cavern, bedecked with thousands of slender stalactites, stalagmites, and columns that stretch from floor to ceiling, creates a three-dimensional web of rock navigable only by those capable of flight or levitation or by those undeterred by passage across delicate stone bridges barely the width of a drow's foot. Magically altered speleothems are packed so closely that few sight lines exist across the city. As a result, it is difficult to find a vantage point from which even a fraction of the city's artistry can be admired. Sshamath retains many traditional drow architectural elements, but with a greater emphasis on personal towers as opposed to noble families' compounds. Individual dwellings are carved into the heart of massive stalactites and stalagmites alike, every aspect of which has been transformed by stone shape spells into twisted spires of magical artistry. Of particular note is the fact that Sshamath is alive with the faint, flickering light of continual *faerie fire* spells and their sorcerous equivalents. In an unending effort to outdo one another in magical artistry, Sshamath's sorcerers have created an oasis of vibrant color to rival the most brilliant sunset. While Sshamath's inhabitants are adapted to the relatively bright ambient light, representatives of other Underdark settlements are rarely so acclimated and thus are at somewhat of a disadvantage during trade negotiations.

At the heart of Sshamath stands a great column known as Z'orr'bauth. A wide, steep ramp spirals around the outside of this great rock tower, winding past thousands of slim stone bridges that extend from Z'orr'bauth to the surrounding forest of speleothems. Visitors to Sshamath are expected to arrive in the entrance cavern at the top of Z'orr'bauth and make their way into the city down the ramp. Teleporting directly into the city is officially prohibited, although secretly tolerated for well-known visitors and the city's elite. Tunnels into the city from anywhere else are blocked by wards woven millennia ago by Sshamath's most powerful wizards. Nevertheless, rumors persist of ancient, secret passageways, which were constructed before the barriers, leading into the hearts of the city's greatest towers.

### Population

Sshamath is home to more than thirty-two thousand drow, and often another one thousand or so dark elves trade in the city's markets. Slaves, constructs, conjured creatures, undead, and emissaries of other races bring the total population to over one hundred thousand, although that number fluctuates significantly depending on the availability of goods in Sshamath and strife levels throughout the Realms Below.

Sshamathan society esteems the Art above all else and is ruled by a magocracy. Aside from Lolth's clergy, the populace pays only token homage to the gods. Sshamathans are both welcoming of outsiders and xenophobic. The city's culture is steeped in the fear of conquest, yet Sshamath's continued existence depends on the steady flow of Underdark traders bringing in goods for its inhabitants' artifice. This conflict enables all races to visit Sshamath, even traditional drow foes, yet ensures that such visitors are only superficially welcomed and always under great, unspoken suspicion.

The slaves of Sshamath are largely resigned to their fate. In addition to the liberal use of charm magic, the conclave permits visitors to bring in small groups of their own slaves and to occasionally purchase slaves from other cities. These practices ensure that Sshamath slaves are aware that their life here is not nearly as bad as elsewhere.

### Rulers

Sshamath is ruled by the Conclave of Sshamath, an oligarchy composed of the masters of the ten recognized schools of wizardry. The conclave convenes only to debate issues that do not clearly fall within one individual master's area and to resolve disputes between schools of wizardry that cannot be resolved privately.

Except in rare times of danger to the whole city, Sshamath's ruling council is a roiling mosaic of alliances. As a result, the day-to-day governance of the city is left to the absolute authority of the individual masters, according to his or her school's acknowledged spheres of influence. As one might expect, the various schools are thus engaged in a subtle, on going struggle to extend the authority of their representatives on the Conclave of Sshamath. For example, while the interment of the dead and the healing of the injured clearly fall within the purview of the Master of Necromancy, control of the sale of body parts for material components is contested by most schools.

Only the conclave can officially sanction new schools of wizardry, a form of recognition it is loath to grant because doing so would diminish the power of existing





schools. Originally Sshamath's conclave sanctioned only eight schools: Abjuration, Conjunction and Summoning, Divination, Enchantment and Charm, Illusion and Phantasm, Invocation and Evocation, Necromancy, and Transmutation. The first addition was the school of Mages, for wizards whose research could not be clearly assigned to any one school. In the centuries since, the school of Mages has been severely hamstrung by those who fear it could easily grow to dominate.

The tenth and most recent addition to the conclave is the school of Elemental Magic, a four-way factionalized institution admitted mainly to undermine the power of the growing number of elementalists and to check the increasing influence of the school of Invocation and Evocation. The masters of elemental magic had hoped to be admitted as four separate schools-Air, Earth, Fire, and Water-but the conclave's maneuvering has locked them in a power struggle within the school of Elemental Magic, thus weakening them in the conclave.

Proponents of other schools continue to seek sanction, but are largely stymied by the established schools. (For example, the Master of Illusion and Phantasm blocks all membership efforts by the Vhaeraun-worshipping students of shadow magic.) At present, the roster of Sshamath's ruling conclave includes the Master of Abjuration Masoj Dhuunyl (NE male drow Abj21), the Master of Alteration Shurdriira Helviiryn (CE female drow Tra22), the Master of Conjunction and Summoning Urlryn Khalazza (CE male drow Con19), the Master of Divination Seldszar Elpragh (LE male drow Div23), the Master of Enchantment and Charm Malaggar Xarann (CE male drow Enc24), the Master of Illusion and Phantasm Felyndiira T'orgh (CE female drow I1120), the Master of Invocation and Evocation Krondorl Waeglossz (CE male drow Inv21), the Master of Necromancy Tsabrak of the Blood (CE male drow vampire Nec18), the Master of Mages Guldor Zauviir (CE male drow M19), and the Master of Elemental Magic Antatlab of the Shaking Stones (NE male drow EleE18).

The ruling structure of each school of wizardry varies according to school traditions, although each school must name a single master to represent it on the Conclave of Sshamath. Some schools replicate the city's government structure, with a ruling council selecting a master from within its own ranks to speak for the school. Other schools are ruled by autocrats who delegate authority only when it pleases them and brook no dissent. Themes common to all such governmental structures include the relentless, intraschool struggle for supremacy in both mastery of the Art and in assembling loyal factions who seek

to elevate their leader to the position of conclave representative.

**Calimar Arkhenneld:** Calimar (CE male drow lich Enc27), Master Emeritus of the School of Enchantment and Charm, is the premier creator of magical items in Sshamath. Well over thirteen hundred years of age, the Spellbinder has created literally hundreds of unique magical items, many copied from artifacts brought back from the ruins of ancient Netheril. Calimar Arkhenneld cares little for the day-to-day politics of Sshamath, having long ago given his undying heart to serving the will of the Lady of Mysteries.

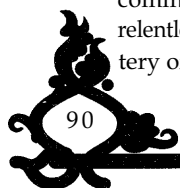
**Alak Faerzhind:** The Master of Apportation Alak (NE male drow Tra16) is a senior member of the school of Alteration who serves Shurdriira Helviiryn, the Master of Alteration, directly. As Master of Apportation, Alak oversees all forms of magical and nonmagical entry into the city, a position of great influence in the city's power structure. As such, Alak serves as the conclave's primary emissary to Sememmon and the Zhentarim, allowing him to forge a strong working relationship with both the Master of Darkhold and his chief apprentice, Ashemmi.

## Defenders

Sshamath's defenders reflect the city's unique strengths and weaknesses. Like drow settlements elsewhere, Sshamath is defended by competent patrols of drow warriors. However, typical Sshamathan patrols are led by wizards and fighter/mages, with accompanying clergy of either sex, although the members of such companies are predominantly male. All told, Sshamath's standing army includes roughly five thousand drow warriors, plus an additional one thousand fighter/mages and five hundred wizards, although threefold that number can be mustered for war, not counting the slave races who receive some militia instruction.

A natural consequence of the lack of *offuerzress* in the area is the complete absence of drow quasi-enchanted armor, garments, and weapons. Instead, Sshamathan patrols employ true magical items, albeit in far more limited quantities, and other nonmagical weapons to great effect.

A typical Sshamath warrior on patrol is armored in drow chain mail and a buckler and wields a steel long dagger and short sword dipped in weaponblack. Hand crossbows or darts, with bolts or tips dipped in drow sleep poison, are common. Most warriors carry one or two magical liquids and powders, including *oil of impact*, *potions of healing*, *potions of invisibility*, *potions of underground awareness*, *powder of the black veil*, and *powder of coagulation*. Elite warriors (4th level and higher) have a 25% chance of carrying 1d4 permanent magical items.





For every ten warriors in a Sshamathan patrol, there is a fighter/mage of at least 3rd level in each class who serves as a sergeant. If twenty drow are encountered, then, in addition to the two sergeants, the group has a fighter/mage captain of at least 6th level in both classes. If there are more than thirty drow, at least one-third will be single-classed wizards or fighter/mages, and the leader will be at least a 9th-level wizard with a fighter/mage of at least 5th level in each class as an assistant.

City patrols have similar composition, but individual drow are more likely to carry magical items capable of disarming rogue wizards, including *wands of magic missiles*, *wands of negation*, and *scrolls of feeblemind*.

**Nym Mlezziir:** Nym (CE male drow F9/M9) is the Battlemaster of the Eastern Grottoes, the senior commander of the caverns and tunnels that include both the ruins of Oghrann and the Gauth Grottoes. Nym is well known for his skill in battling both nighteyes and dwarves, and he is said to have slain at least two gauth single-handedly.

### Noncitizens

While the drow of Sshamath hold themselves above all other races, they do cede a modicum of respect to races capable of true wizardry. As such, slaves include only those races deemed incapable of manipulating wizardly magic. Notable races excluded from slavery (except as slaves of visitors) include elves, humans, and svirfneblin. Constructs, conjured creatures, and controlled undead are considered objects, even when capable of wizardry, and have no rights. Races capable of wizardry who reach Sshamath of their own accord as free-willed beings have the right to remain within the city for as long as they obey its laws and conduct ongoing business with residents. Permanent residence by nondrow is never permitted, although many visitors remain for extended periods of time. Although charms are liberally employed to keep the slave population in uncomplaining servitude, most slaves are sufficiently cowed to serve without question.

**Arxhadk:** As Arcane Envoy of Olleth, Arxhadk (CE male morkoth MI 2) represents the interests of the Arcanum of Olleth. The Arcanum is a magocratic realm of Serôs, known to surface dwellers as the Sea of Fallen Stars. Arxhadk survives among air breathers by dwelling inside a golemlike construct under his direct mental control with the appearance and powers of a massive (24 HD) water elemental. Unknown to the Sshamath drow, the Arcane Envoy's familiar is a slithering tracker. It hides within the bulk of the watery golem or emerges to serve its master as a silent, unseen assassin.

**Zikthann of the Six Scepters:** One of the Old Ones of the Arcane Brotherhood, Zikthann (LE male human lich M21) now serves as the chief trade representative of the wizards of the Host Tower of the Arcane in Luskan. After the fall of Illusk circa 1244 DR, Zikthann wandered western Faerûn for many years. During a foray into the Netherese Caverns, he encountered a Sshamathan drow patrol and followed it home undetected.

Zikthann has never revealed the exact location of Sshamath to his purported allies, keeping a stranglehold on the flow of new spells and magical items into the Arcane Brotherhood.

### Defenses

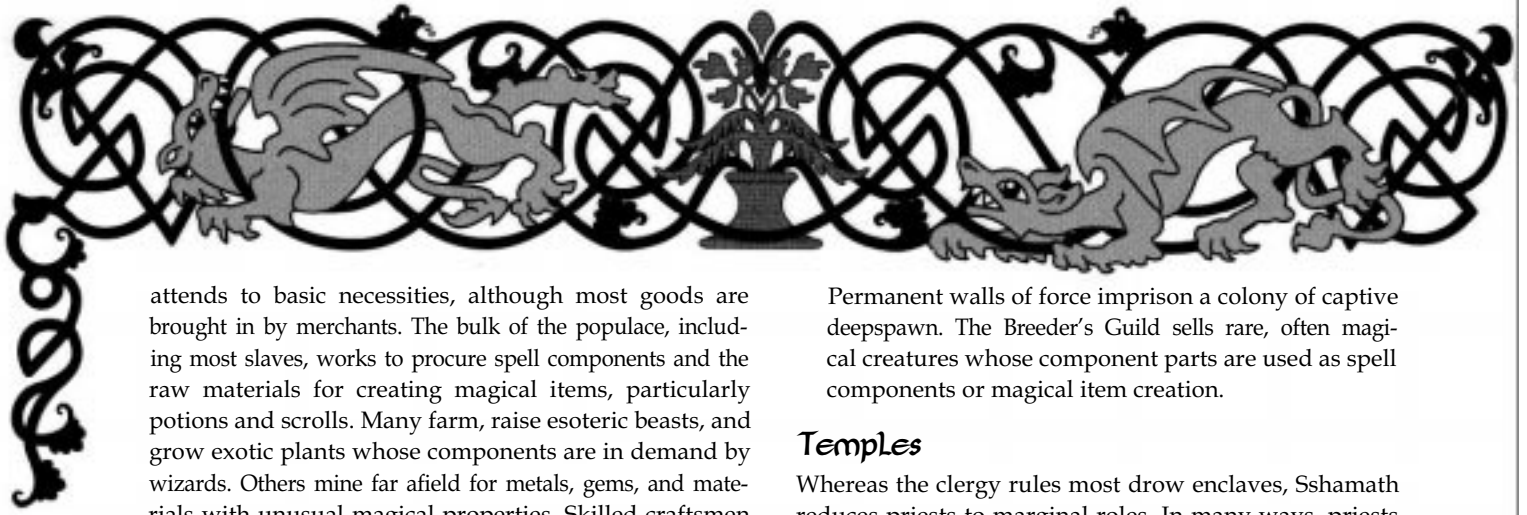
Like all drow enclaves, Sshamath is well defended by both arms and Art. Only the craftings of the priesthood of Lolth found in other drow cities are largely absent. On a citywide scale, each recognized school of magic contributes to Sshamath's defense, and the continuing struggle between mages to outdo one another creates an increasing layering of wards.

For example, senior wizards of the school of Divination enchanted every gem in the rock within a mile of the city. The enchantment detects any disruption in or passage through the surrounding stone (even ethereally) within 10 feet, and communicates this to the ranking members of the school. The Earth faction in the school of Elemental Magic enchanted the surrounding stone within three miles of the city to quickly repair breaches unless treated with a specific mixture of water, maedar's blood, and crushed rubies. The exact recipe is a closely guarded secret, kept of course, by the Earth faction. Not to be outdone, the Air faction enchanted the immediate environs of Sshamath so that oxygen is repelled by magical and nonmagical flame. As a result, open flames in the tunnels outside Sshamath are quickly extinguished, and spells such as *fireball* are largely ineffective (at most 2 hp of damage per die). The Fire faction and the school of Invocation and Evocation are rumored to have developed a counter to this. Many other magical wards cloak the city, creating an effect not unlike a mythal in many regards. However, the overlapping effects are not woven together like a true mythal, and may combine or counteract each other unexpectedly. Such instabilities have only been heightened by the deleterious effects of the Guardian's Tear, as discussed below.

### Production and Trade

Sshamathans research and fabricate new spells and magical items. As in any city, a sizable fraction of the population





attends to basic necessities, although most goods are brought in by merchants. The bulk of the populace, including most slaves, works to procure spell components and the raw materials for creating magical items, particularly potions and scrolls. Many farm, raise esoteric beasts, and grow exotic plants whose components are in demand by wizards. Others mine far afield for metals, gems, and materials with unusual magical properties. Skilled craftsmen transform base materials into armor, clothing, jewelry, parchment, wands, weapons, and more for enchantment. The ruling wizard caste creates the spells and magical items to be sold in the bazaar.

Few merchants are native to Sshamath, as the city's culture encourages traders from outside to bring their goods in. To the wizards of Sshamath, this arrangement increases personal security and decreases overall risk, albeit at the cost of ceding some of their profits to outside merchants. Merchants based in the City of Dark Weavings typically serve the wizard caste by obtaining raw materials that, for security reasons, the conclave does not wish to acknowledge are in short supply.

### Guild Halls

Sshamath's artificers and craftsmen are affiliated with numerous guilds. While many wizards may be affiliated with or members of one of them, the guilds are dominated by skilled laborers who create the basic components on which the wizards' spells are laid. Most guilds associate with multiple schools of wizardry, a practice that is discreetly encouraged by the conclave to ensure that wizards from rival schools are forced to work together and learn from each other. The halls of the three most prominent guilds are noted below.

- The Darkfire Pillars [13] is a sprawling complex of stalagmites and caves at the southern edge of the city's great cavern. Here the city's greatest smiths forge blades, bracers, bucklers, chain mail, rings, and other metal suitable for enchantment. This guild hall gains its name for the pillars of ever-burning *darkfire* that billow from hollow stalagmite chimneys. Many duergar smiths are indentured servants, sold by their kin for enchanted tools and arms.
- The Quillspires [14] is a large cluster of hollowed stalactites on the roof of the great cavern, northwest of Z'orr'bauth. Herein the city's scribes and lesser magelings labor at recording the minutiae of magical research, as well as inscribing the occasional wizard scroll for sale in the bazaar.
- The Cage [151] is a cluster of columns on the western edge of the city located in a low-roofed side cavern.

Permanent walls of force imprison a colony of captive deepspawn. The Breeder's Guild sells rare, often magical creatures whose component parts are used as spell components or magical item creation.

### Temples

Whereas the clergy rules most drow enclaves, Sshamath reduces priests to marginal roles. In many ways, priests emulate the practices and concerns of the ruling wizard caste. In addition to the faiths discussed below, small sects of Azuth, Mystra, Savras, Velsharoon, and even various members of the Seldarine are known to exist. The latter appear in the guise of previously unknown drow demipowers, without the benefit of true priests.

- The Cult of Malyk purports to revere a divine entity whose faith first appeared in the Underdark after the Time of Troubles. Malyk, secretly an aspect of Talos, is said to be the god of wild, evil magic and rebellion. Followers claim that their god was an aged, powerful Sshamathan drow lich who stole some of Mystra's power when he stumbled across a powerful wild magic region in the Underdark beneath Castle Crag. Since the Conclave of Sshamath banned wild magic long ago, wild magic practitioners have chafed under the rule of the city's schools of wizardry.

Several years after the Fall of the Gods, the Cult of Malyk scored its greatest coup against the conclave by capturing the Guardian's Tear, a powerful relic created by Helm. This massive king's tear is fashioned from raw magic that spins off "bubbles" of wild and dead magic. When a half dozen wild mages of the Cult of Malyk relocated the *Guardian's Tear* to Sshamath, chaos predictably ensued. For months, magical research and fabrication were severely disrupted by spheres of wild and dead magic drifting undetected through the city.

Eventually the Conclave of Sshamath, exhibiting rare unanimity, drove the followers of Malyk into the surrounding Underdark along with the *Guardian's Tear* they had come to revere. Nevertheless, zones of wild and dead magic, while rare, continue to plague the city, sometimes destroying years of effort and research. This has greatly impacted the availability of many items traditionally offered for sale in the Dark Weavings Bazaar. Rumors of the cult's continued activities suggest that the threat has not yet abated.

At present, the Cult of Malyk is led by a mysterious wizard known only as the Wildstorm (CE male drow WM19). Seventeen wild mages serve as the sect's clergy. The Shrine of the Weavetear may be found nearly anywhere in the environs of Sshamath or even in the city





itself, as the relic is said to be located wherever the *Guardian's Tear* hovers and spins.

- The Tower of the Masked Mage [16] dangles from the roof in the Darkwoods district in southeastern Sshamath. Cloaked in a shifting web of shadows, this structure houses the only openly acknowledged temple of the Masked Lord in the city. In the city, Vhaeraun is venerated as the Masked Mage and the Lord of Shadow, the divine patron of shadow magic and spell-filchers. Despite his obvious appeal to resentful male drow elsewhere in the Underdark, Vhaeraun has little regard in Sshamath. Here, sorcery is paramount, clerical magic is scorned, and no divine power is widely venerated. Vhaeraun's cult consists primarily of spell-filchers and other rogues, as well as a small group of drow mages who seek to found a school of shadow magic. The wizards of the Tower of the Masked Mage are known to fashion magical items and research spells that relate to concealment, shadow manipulation, and defeating magical wards. Examples include *boots of balance*, *chimes of opening*, *essence of darkness*, and *short swords of backstabbing*. Shadow Sorcerer Pharaun Lhalabar (CE male drow P10 of Vhaeraun), twelve priests, and ninety-six lay worshipers serve at the Masked Mage's temple.
- The Web of the Spider Queen [17] consists of a densely packed cluster of small stalactites and stalagmites enmeshed in a vast net of spider webbing. The preeminent temple of Lolth in Sshamath was once the seat of true power when the matron mothers of the noble houses reigned supreme. Although all priestesses of Lolth are still educated within this sprawling temple complex, the Conclave of Sshamath is the true power here. While the drow of Sshamath have never formally repudiated Lolth's worship, her faith inspires only token obeisance among the population, and even less deference among the wizard caste. Like most Sshamath institutions, the temple's residents fabricate a range of magical items. Lolth-worshiping wizards create spells and magical items that fall within the Spider Queen's sphere of influence, particularly those that relate to arachnids, such as *cloaks of arachnida*, *rings of arachnid control*, *spider fang daggers*, *spider harnesses*, and *spider keys*. The Spider Queen's clergy—restricted to females in Sshamath—have established a lucrative market for their services, assisting wizards in fabricating enchanted items when a clerical component is required. Ilharess Laele Zauviir (CE female drow P17 of Lolth), seventy-five priestesses, and one hundred twelve lay worshipers serve at the Spider Queen's temple.

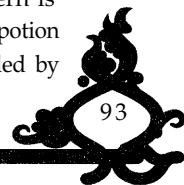
## Shops and Bazaars

Despite Sshamath's reputation as a city that sells magic, the vast majority of commerce in the city involves spell components and raw materials used to fashion magical items. Prices are not cheap, and merchants are more likely to deal their wares in exchange for a herd of prime deep rothé than the equivalent value in gold. Given the difficulty in ferrying necessities to the city, few surface dwellers who reach the City of Dark Weavings are unlikely to walk away with more than one or two magical items in trade, and then only after an arduous journey to and from the city.

- The Fountain of Endless Elixirs [18] sells all sorts of nonmagical and magical liquids. Virtually any potion or oil a buyer could want is available here for a price.
- The Genie's Wish [19] caters to visitors in search of a particular item, but who lack the wherewithal to do their own business in Sshamath. For a significant, non-refundable handler's fee, the proprietors of the Genie's Wish will endeavor to locate any item the customer desires. If such an item is located, the markup beyond the initial fee doubles the true price at minimum. Gullible customers are often duped into buying cursed or limited artifacts. Visitors so naive as to ask for help in finding a particular type of shop are almost always directed to this establishment, easily recognizable by its distinctive stalactite home-sculpted in the form of a Calishite minaret.
- The Jacinth Rose [20], at the heart of the Dark Weavings Bazaar, sells cut gems, mostly inset in silver banding. Its proprietors, nobles of the once-powerful House Arabani, specialize in stones particularly prized by the drow, including amaratha, Kara-Turan amethysts, beljurils, black opals, rich blue diamonds, emeralds, jacinth, jasmal, opals, red orls, ravenar, dark red tears, rubies, and sapphires. Most jewels have smooth or cabochon cuts, as the drow generally eschew faceted work. Magical items fashioned wholly from gems, such as *gems of seeing* and *ioun stones*, are available on occasion, but the owners are loath to sell such treasures to nondrow.

## Inns and Taverns

- The Great Elixir [21] (excellent/moderate) is the city's most infamous drinking establishment. Its bartenders are said to be able to make any alcoholic drink served in the Realms Above or Below. Located in a sheared-off stalagmite of Sshamath's great cavern, this tavern is named for the legendary magical drink sought by potion brewers. A pool in the open-air central court is filled by



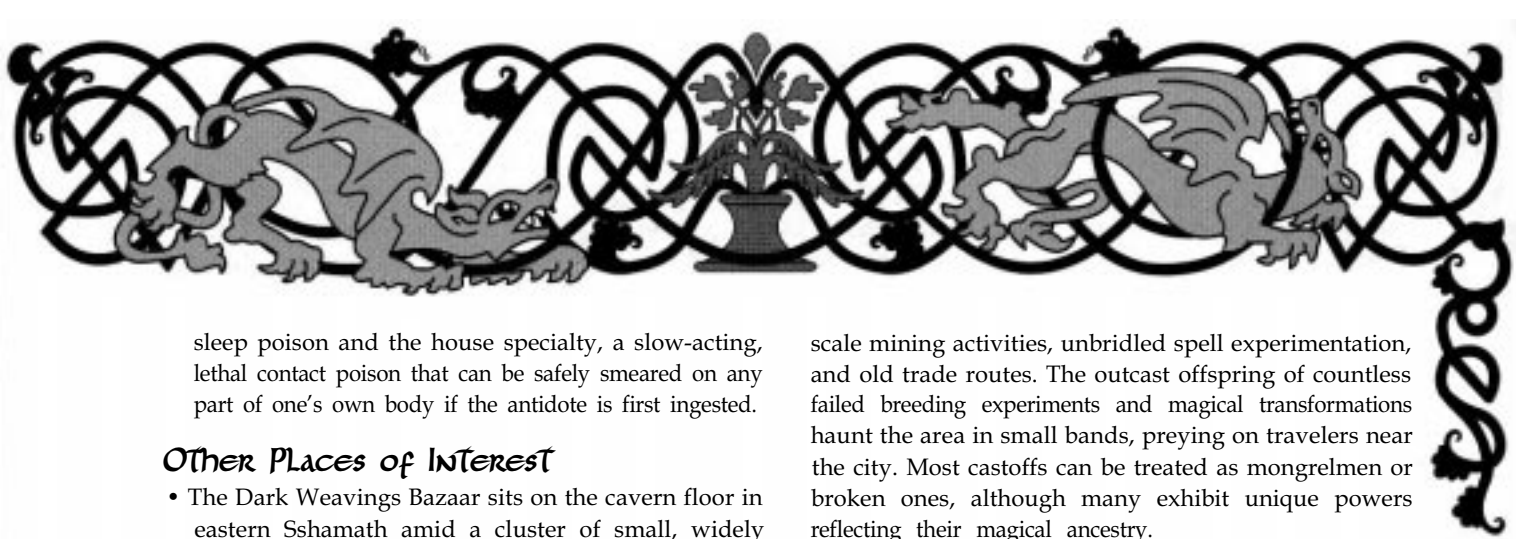


the slow drip of water from a stalactite, and regular patrons often try to convince gullible visitors that the cloudy liquid has magical properties. The guano-tainted brew actually just contains nauseating properties.

- The Lukhorn's Gullet [22] (excellent/expensive) is by far the city's largest dining establishment. Located in a massive, hollow column on the southern periphery of the Dark Weavings Bazaar, this tavern and eatery prides itself on catering to any sentient being, regardless of palate or origin. Diners are seated on ringlike platforms, one atop the next, while drow servers *levitate* up and down the central shaft delivering food and drink. At least one platform is home to a permanent conflagration catering to flame-dwelling creatures. Two other rings are sealed off by *walls of force* and flooded with water-saltwater in one, freshwater in the other-allowing aquatic customers the comfort of their home environment.
- The Shattered Scepter [23] (fair/cheap) is an inn of low repute that nevertheless provides reasonable accommodations. Located in western Sshamath, far from the hub of activity, this establishment is fashioned from a massive stalactite that broke loose long ago, fracturing into two massive chunks on impact. The smaller chunk serves as a stable, while the larger holds more than two dozen chambers for paying guests.

## Festhalls

- The Glouras' Wings [24] (good/expensive) is a small festhall on the western edge of the bazaar. Unlike Sshamath's more luxurious and decadent houses, this hall achieved some fame in the Lands of Light thanks to a ballad penned by the legendary Mintiper Moonsilver after his one and only visit more than a decade ago. The *Glouras' Lament* is a soulful hymn inspired by the constant droning song created by the wings of a glouras, described by some adventurers as more beautiful than even siren songs. Mintiper's composition is now widely sung by bards north of Amn and west of the Great Sand Sea. The festhall itself is run by a trio of Underdark faeries who call themselves the Deep Queens. The three glouras are attended by a troupe of beautiful, skilled minstrels and dancers.
- The Spider's Kiss [25] (good/moderate) is a large festhall located northwest of Z'orr'bauth that caters to drow males, particularly wizards. This establishment is suggestively named for the sport in which drow females kill their lovers after mating (such practices are rare in male-dominated Sshamath). The Spider's Kiss is also known for selling a variety of poisons, including drow



sleep poison and the house specialty, a slow-acting, lethal contact poison that can be safely smeared on any part of one's own body if the antidote is first ingested.

### Other Places of Interest

- The Dark Weavings Bazaar sits on the cavern floor in eastern Sshamath amid a cluster of small, widely spaced stalagmites. Few stalactites dangle from the ceiling above, creating a relatively open region of the great cavern. Legendary for the magical wares available for sale, Sshamath's Dark Weavings Bazaar is a crowded, noisy marketplace much like those found in the Realms Above. Most of the stalagmites have been hollowed out to serve as market stalls, and nearly anything a wizard could want is available. Other merchants have cultivated towering mushroom groves in the open regions between stalagmites, fashioning living booths of fungi.
- The Stonestave is a massive stalactite that dangles from the cavern roof in southern Sshamath. Shaped to resemble a well-worn wizard's staff, this massive speleothem is hollow, serving as the seat of the city's ruling conclave. Guarded and warded, this seat of government sees less activity than one might expect, as Sshamath's rulers prefer to communicate with sending spells rather than leave their personal abodes.

### Places of Danger

The Darkwoods, located in the southeastern section of the city where the great cavern roof is at its lowest, could almost be considered a side cavern. It is undoubtedly Sshamath's most dangerous district. The worst drow scum dwell amid the tangle of columns, stalactites, and stalagmites that make up this petrified forest. In addition to holding Sshamath's unwanted citizenry, the Darkwoods is also home to several small communities of dark creepers. Introduced long ago by a renegade mage, the conclave has been unable (or unwilling) to eliminate this scourge. Although no dark stalker leaders are believed resident in the city, their lesser kin have long dwelt amid the drow, living off the magical castoffs and stealing magical items whenever the opportunity arises.

## Environs of Sshamath

The environs of Sshamath consist of a maze of tunnels and caverns crudely carved centuries ago when the *faerzress* first began to fade. Evidence remains of small-

scale mining activities, unbridled spell experimentation, and old trade routes. The outcast offspring of countless failed breeding experiments and magical transformations haunt the area in small bands, preying on travelers near the city. Most castoffs can be treated as mongrelmen or broken ones, although many exhibit unique powers reflecting their magical ancestry.

Sshamath is relatively isolated, with few immediate rivals. To the west of the city lie the Netherese Caverns, where only the most daring merchants and adventurers tread. To the north lie the expanding tunnels of the thaalud. To the east lie the Gauth Grottoes and the caverns of fallen Oghrann. To the south lie the placid waters of the Giant's Chalice.

### Gauth Grottoes

Deep below the western section of the former dwarven kingdom of Oghrann lies a network of caverns known to the drow of Sshamath as the Gauth Grottoes. A small hive of gauth dwell in the played-out delvings of the Stout Folk. The Darkweave Hive consists of less than two hundred beholder-kin led by a gauth version of an elder orb, Xamag the Glamourvore (NE elder orb gauth).

Members of the Darkweave Hive prey on merchants traveling to and from Sshamath, feasting on dweomered items and warm-blooded prey. Despite centuries of repeated assaults by Sshamathan patrols, the gauth have never been dislodged. The gauth give way when the Sshamathan patrols come hunting, and they return when patrols leave. As a result, a great deal of eastern traffic to and from the City of Dark Weavings is forced to pass north beneath the Stonelands or south beneath the headwaters of the River Chionthar. Some believe the hive extended their hunting territories in response; their attacks continue unchecked.

### Giant's Chalice

In the lower Underdark, miles beneath the Trader's Road, lies a great subterranean oxbow lake. This brackish water stretches from the southernmost tip of the Lake of Dragons near Pros to Asbravn and then back to the Bridge of Fallen Men. The infrequent appearance of sea elves in these waters lead many to suspect that a flooded passage connects the aquatic kingdom of Naramyr with the upper reaches of the Giant's Chalice. The Alu'Quessir are believed to have reestablished trade relations with the blue ring octopi who dwell within these waters; a handful of radiant coral carvings have been offered for sale in Myth Nantar by visiting elven merchants from Naramyr.





The sentient mollusks of Suswynfa (the blue ring octopi name for their aquatic realm) have long suffered from a large colony of vampire squids introduced into these waters by the illithids of Oryndoll seeking to extend their writ. Although the blue ring octopi have been greatly reduced in number, the introduction of elven magic has begun to tip the balance of power in their favor.

The reasoning behind the lake's more common name has long been forgotten, but a few sages suspect that it is a Shanataran term referring to the giants that once dwelt above.

## Oghrann

Oghrann was the first dwarven realm established in the North by shield dwarf emigrants from Shanatar. At its height, the core caverns of Oghrann encompassed the Tun Plain and the Great Shield, as the mountains encircling it were known. Although folk still find the Sign of the Realm—a curved hunting horn, open to the left, with a six-pointed star above and beneath it—in deep caverns in the Sunset Mountains, few suspect that the bulk of Oghrann lay in the Underdark with surface holdings reserved for livestock. Of the first king Thordbard Firebeard's realm, all that remains in dwarven hands are five "wells" in the eastern reaches of the Far Hills, as noted above.

At the heart of the Tunlands lies the Marsh of Tun, a great freshwater bog that envelops the Tun River downstream of where two major tributaries flow together. While bards spin fanciful tales of a city of glass at the heart of the swamp, none recall that the central cavern of Oghrann, the capital city of Araulurrin, lay directly beneath the Marsh of Tun.

A venerable female black dragon by the name of Skurge now resides in the oft-flooded caverns of Araulurrin. Skurge and her offspring, Tyra and Despayr, are direct descendants of Thauglorimorgorus the Black Doom, the great black wyrm who ruled the Forest Kingdom before the founding of House Obarskyr. Although thought by most scholars of draconic lore to dwell only in the Marshes of Tun, Skurge's claim extends deep into the upper Underdark, where she is served by a large tribe of varkha. Skurge's hoard contains Oghrann's greatest treas-

ures, and the dragon safeguards it by dividing it among numerous small hoards scattered throughout the ruins of Araulurrin.

## The Netherese Caverns

When Netheril fell in -339 DR, refugees streamed east, south, and west in a wave of humanity. They established smaller successor realms known as the Netherese survivor states, the most famous of which were Anauria, Asram, and Hlondath. At least one realm was established in the middle Underdark, beneath the plains east of the Wood of Sharp Teeth. The name and fate of this forgotten realm is unrecorded, but architectural remnants survive throughout the region known as the Netherese Caverns. The human inhabitants carved cliffside homes into great chasms, fashioning a peaceful tribal culture reminiscent of the Azuposi in the lands to the north of Maztica. While the Netherese Caverns have been looted, rich, hidden tombs still exist. However, something evil haunts these ruins that has grown increasingly powerful in the centuries since its release. It preys upon all who dare to plunder the grottoes of the dead.

## Current Clack

A Sshamathan patrol has rediscovered the Colossus of Ostoria in the unclaimed tunnels beneath the southern Sunset Mountains. A massive granite sculpture of a titan in an introspective pose, the Colossus is a legend throughout the Underdark of the western Heartlands. Named for the ancient giant kingdom that once encompassed much of Faerûn, the statue's incredible detail suggests it is the petrified remains of a titan. The Colossus of Ostoria has been rediscovered many times, but each time it vanished shortly thereafter, only to reappear elsewhere decades later. The statue always reappears in an unblemished condition, with all damage suffered during its last appearance repaired. Curiously, no trace of magic clings to the sculpture; it is cloaked in a mantle of dead magic. The Colossus is always discovered in a large, low cavern, with the roof just inches above its bowed head. Master of Elemental Magic Antatlab of the Shaking Stones believes that the Colossus is actually an enormous stone golem. Some speculate that he intends to capture it for Sshamathan defense.



# Southern Cities



ike their counterparts in the North, the Southern Underdark enclaves are enmeshed in a warren of hostility and interdependency. Unlike the Northdark, however, cities under Amn, Tethyr, Calimshan, and the Shaar interact much more closely with their aboveground kin, as allies and as enemies.

Most notably, the dwarven kingdom of Iltkazar has a long, checkered history with its neighbors above. But the city of Zokir is unusually social-minded for a beholder community concerning its attitude toward surface dwellers; residents use members of beholder cults as puppets, and unsuspecting hamlets as fodder. Even the unforgiving kuo-toa are relatively welcoming in Sloopdilmopolop, a city that serves as a neutral trade hub for those who dare to visit it.

## Iltkazar

### The Mithral Kingdom, Upper Reaches

A shadow of its former self, Iltkazar is a quiet city-state of scholars defended by an army of elite soldiers. Apart from surface regions that still bear the name, Iltkazar's existence is largely forgotten on the surface of Faerûn. Those who know of its history think it yet another fallen realm of the once-proud dwarf empire of Deep Shanatar. Although Iltkazar once claimed all the upper Underdark beneath the Omlarandin mountain range and the Plains of Pehrrifaal, their territory today is little more than the city itself and its immediate environs beneath the heart of the Omlarandins.

Iltkazar is inhabited primarily by shield dwarves. A significant minority of the populace is human or rock gnome, descendants of those who retreated with the dwarves long ago. Svirlfneblin and urdunnirin also live in Iltkazar, drawn by its long tradition of scholarship and preservation of ancient Shanatar.

The folk of Iltkazar rarely interact with their hostile neighbors. To the northeast lies the illithid city of Oryndoll and beyond that the duergar city of Underspires. Many tunnels connect the Iltkazar area with the fallen dwarven kingdoms of Drakkalor and Barakuir and mind flayer and gray dwarf realms beyond. Other tunnels run southwest to the caverns of Ultoksamrin and Alatorin, eventually leading down to Guallidurth, Malydren, and Rringlor Noroth. To the south and a labyrinth of magically hewn tunnels waits, many deliberately collapsed. The tunnels were carved by the Alimir Hive beholders during assaults on Iltkazar; the dwarves have destroyed most of the passages that lead to the Alimir Mountains and the Lake of Steam region. This does not deter visiting urdunnirin from Oldonnar or the occasional Zokir beholder, but other races find the tunnels a treacherous, dead-end maze.

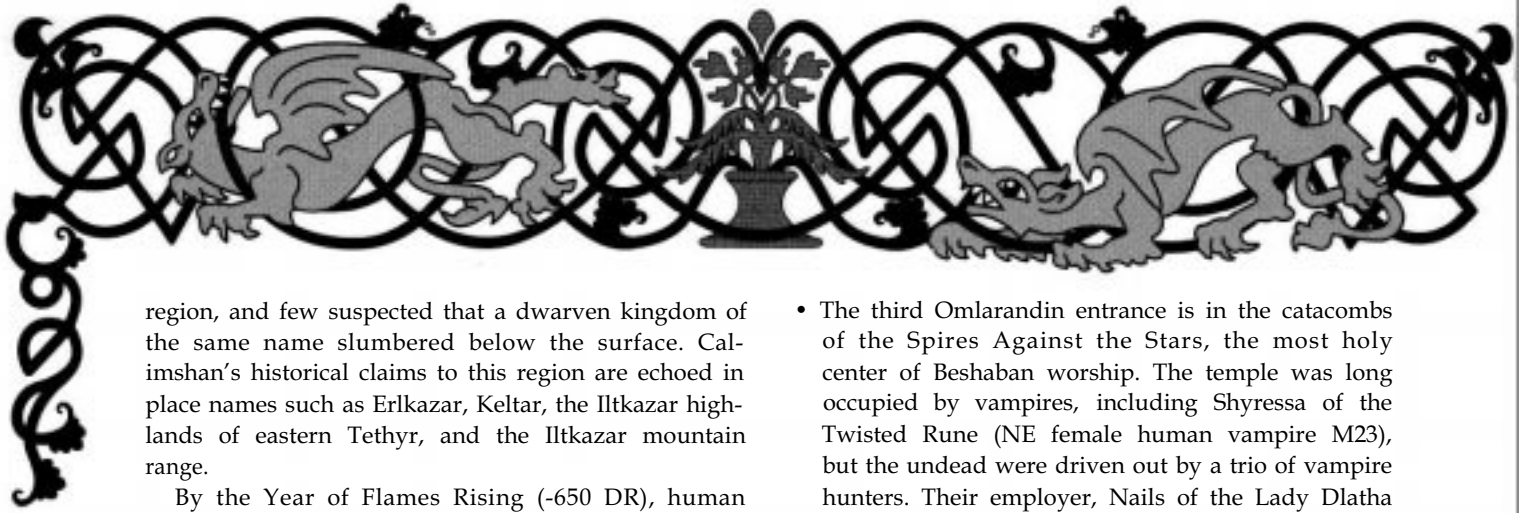
### History

Iltkazar's name has been attached to several different political and geographic entities, which leads to contradictory legends regarding the city's history, location, and inhabitants. The Mithral Kingdom is the original Iltkazar, one of the original eight dwarven subkingdoms that made up Deep Shanatar. It was close to the surface and had such extensive ties in the region that its name became associated with the entire territory between the highlands of Tethyr and the High Peaks in the Cloven Mountains.

By -1900 DR, the name Iltkazar was ascribed to one of the four subkingdoms of the Calimshan Empire. The Calimshan pashas never kept a firm grip on this remote







region, and few suspected that a dwarven kingdom of the same name slumbered below the surface. Calimshan's historical claims to this region are echoed in place names such as Erlkazar, Keltar, the Iltkazar highlands of eastern Tethyr, and the Iltkazar mountain range.

By the Year of Flames Rising (-650 DR), human and dwarven inhabitants around the Omlarandin Mountains and the Kuldin peaks had won their freedom from Calimshan's control thanks to the Night Wars between Calimshan and the Guallidurth drow. When the Night Wars ended, the region's inhabitants ward off Calishite rule by swearing fealty to the monarch of Iltkazar. The Calimshan Empire redirected its energies, and the Deep King of Iltkazar was written off as a pretentious dwarven clan leader. Even in neighboring realms, few suspected that their provincial neighbor was a powerful Underdark empire.

Iltkazar was greatly weakened by fighting beholders in the Eye Tyrant Wars, between -170 DR and -166 DR. Iltkazar gradually lost more and more territory to the Alimir Hive beholders, the Guallidurth drow, the Oryndoll illithids, and even scattered duergar clans. While aboveground sages believe dwarf-ruled Iltkazar collapsed shortly before the area came under the Shoon Empire, Iltkazar had simply abandoned its surface holdings to hold onto its core caverns. The Mithral Kingdom survived, but never again held more than a few scattered strongholds in mountainous surface regions.

## Ways In and Out

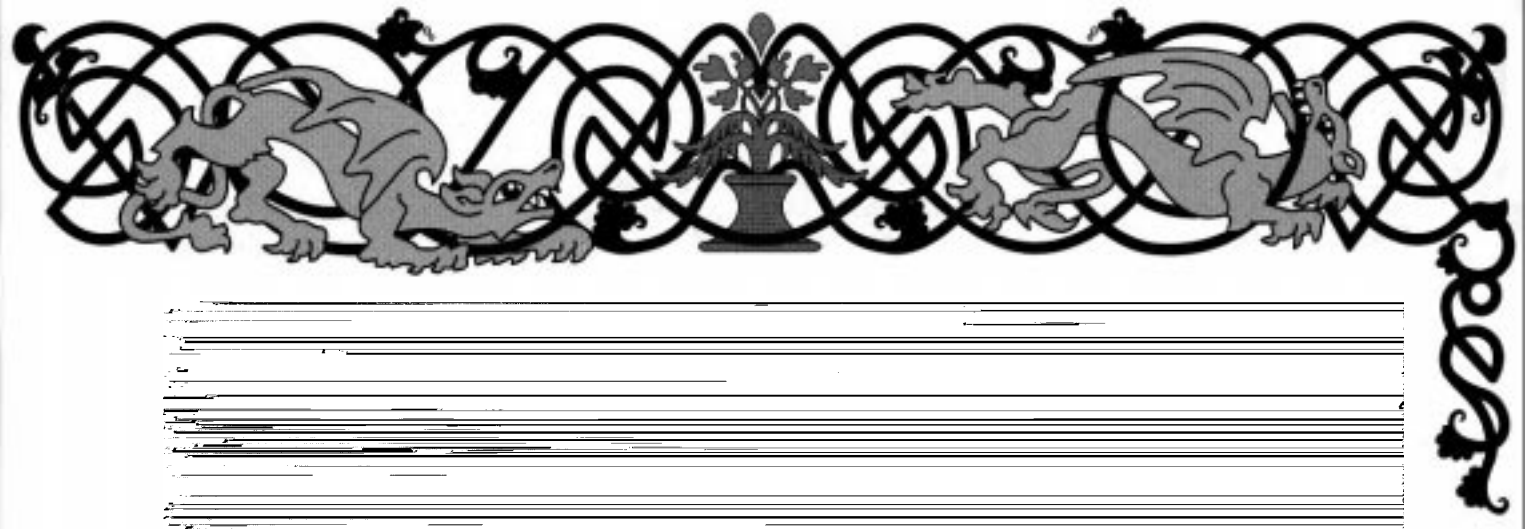
Iltkazar's centuries of somnolence have broken the city's ties with the surface, but many unused tunnels still connect with the Lands of Light.

- At least three entrances in the Omlarandins lead directly to Iltkazar's environs. One comes through the buried catacombs of the Chapel of the Blooded Moon (chapter house of the Knights of the Crescent Moon), which once stood above Earthsky Pass. A hidden exit in the lowest catacombs leads down a great stairway. Guarded by a fortified redoubt at the bottom, the stairs open onto a great spider-filled shaft that descends to within a mile or so of Iltkazar through the heart of the Spiderstalkings (see below).
- Another hidden passage leads from the headwaters of the Levast River to the northern tunnels by the city.
- The third Omlarandin entrance is in the catacombs of the Spires Against the Stars, the most holy center of Beshaban worship. The temple was long occupied by vampires, including Shyressa of the Twisted Rune (NE female human vampire M23), but the undead were driven out by a trio of vampire hunters. Their employer, Nails of the Lady Dlatha Faenar, then quickly established it as the most prominent temple of Beshaba. Few recall that this was once the seat of the Duke of Iltkazar, or that the duke's castle was built atop the ruins of a dwarven outpost. Secret tunnels still link the castle's dungeons with the immediate environs of Iltkazar.

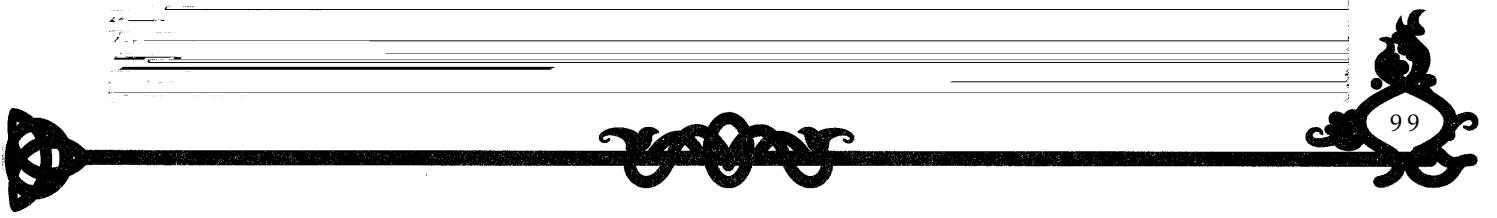
At least three entrances in the Kuldin Peaks lead down to the ruins of Drakkalor (see below), and from there it is a relatively easy trek to Iltkazar's periphery.

- The first is the dwarven ghost town of Rinnoroth, now inhabited by the venerable red dragon Charvekannathor the Scarlet. Rinnoroth is only accessible via steep tunnels up from the outlying caverns of Drakkalor. For at least eight hundred years this route has been sealed by Charvekannathor's wards.
- The second known entrance is Ravimor's Cave. In the floor of this cave, a rift opens directly into a huge chasm below. Descending the chasm walls requires magic or a great deal of skill, for Ravimor's Gorge is a sheer rift. A frigid river at the bottom wends its way through flooded tunnels to Drakkalor. Few explorers who try this way in emerge, a fact commonly attributed to the flock of foulwings who roost in small caves in the gorge's walls.
- Finally, the Spiders' Pass leaves the Kuldin Peaks south of the Swimstar Creek, winding southeast to Golconda in Erlkazar. Two miles west of that town is a barbican guarding the pass. The name "Spiders' Pass" refers to its use by drow to flow out from the inner mountains to attack Calishite garrisons. While many drow tunnels were collapsed and blocked, some remain unused (other than by the giant arachnids of the Spiderstalkings).
- A network of passages in the upper Underdark along the northern coast of the Lake of Steam connects with Iltkazar tunnels and Barakuir passageways. A sealed exit to the surface leads up to the catacombs of the ruined city of Treshla, fifteen miles to the north of Saelmur.





A large rectangular area containing numerous horizontal lines, intended for writing or drawing.





## Architecture and Layout

The Mithral Kingdom is one of the largest remaining dwarven realms in the South and the last working example of Shanataran city design. Visitors entering Iltkazar proceed through the Drakkalor Gate, the Barakuir Gate, or the Ultoksamrin Gate at the northern, eastern, and southwestern edges of the city, respectively. The city occupies seven major caverns and two dozen or more minor caverns. The connecting passages between them are widened to form one great chamber.

The various caverns that comprise the city fork into spoked well citadels dug into the floor. Each well is roughly 30 feet in diameter and at most 50 feet deep. Spiral staircases, wide enough to hold mules and ponies, wind down the wall of each well. In the sides of each well are tall, wide tunnels that radiate up at a slight angle. They contain the rooms and great halls of the city's populace. At the far end of each tunnel, a wide cistern holds drinking and bath water. Furthermore, this resource powers various winches and mechanical devices. Wasted and unused water runs down the sloping corridors and into the bottom of each well. The pits fill with water and hold stocks of lake trout and blind catfish. When the water level at the bottom of a well rises too high, the excess water is pumped back out to the cavern floor.

The mighty River Dhalnadar and its tributary, the Deepflood, run through the center of the city. They flow together in the upper caverns of Iltkazar and then wend through the lower caverns and into the Kazardaern beyond. The River Dhalnadar, fed by mountain runoff from the Kuldin Peaks and Omlarandin Mountains, flows southwest through the heart of Iltkazar, then Ultoksamrin, and finally eastern Alatorin before pouring into the Rift of Dhalnadar. The Deepflood is fed by a narrow tunnel that partially drains the upper reaches of Shalane Lake and pours through flooded tunnels before merging with the River Dhalnadar. Within the city, both waterways drop more than 50 feet, providing a significant energy source. A canal network dug into the floor siphons off water from the rivers for the cisterns. The collected waters are then used as noted above. Excess energy from each river is harnessed to run the pumps that prevent the various wells from flooding.

Iltkazar's caverns resemble a palace garden more than a crowded city. The ceilings are covered with a luminescent silvery blue lichen that bathes the city in a light reminiscent of twilight. The walls and cavern

floor are adorned with dwarven artistry, and cultivated rock formations are shaped through careful manipulation of water sources to create incredibly beautiful stone gardens. A network of gravel paths meanders across the cavern floor, while arched stone bridges with fanciful carved sculptures traverse the canals. Between the paths, canals, and spoked wells, fields of moss and small groves of fungi grow. Dwarven farmers cultivate the lichen, molds, and fungi, and small herds of deep rothé graze on the moss.

## Population

Iltkazar is home to more than seven thousand five hundred sentient beings; that number almost never swells beyond eight thousand even when counting merchants and the rare visitor. The mores of Iltkazar society include veneration of the dwarven pantheon, respect for one's elders, adherence to tradition, reverence for the wonders of ancient Shanatar, and an abiding suspicion of all things external. Iltkazar's residents hide their xenophobic tendencies beneath a mantle of respectful interaction. The pervasive belief is that the world of the past was better than the present, and that progress masks a slide into decadence.

Fully 80% of the population of the Mithral Kingdom is shield dwarves, drawn mainly from Iltkazar's traditional clans. Iltkazar's shield dwarves are generally well educated, literate, and well spoken. Most are skilled engineers and dedicated preservationists. Urdunnirin, who make up at most 1% of the population, are numbered among Clan Olara of Iltkazar regardless of their original heritage. In general, the dwarves treat all other citizens of Iltkazar with honor and respect, but those who cannot trace their ancestry back within Iltkazar before the fall of Deep Shanatar and the rise of the Mithral King are accorded slightly lower status.

Humans, whose ancestors once dwelt among the foothills of the Omlarandin Mountains and Kuldin Peaks, make up 15% of the population. After centuries of Underdark life, most humans have adapted to the light of glowing fungi and spend their entire lives without seeing the sun. More than half of the human population has a trace of dwarven blood and thus the ability to perceive the infrared part of the spectrum, at least to a small degree. Those humans born in the city of Iltkazar are considered members of Clan Tethen, an extended family group with distant ties to the founding clans of Tethyr. The members of Clan Tethen are remarkably dwarflike in outlook and tradition. The



men sport full beards, of both genders fit well in corresponding dwarven cultural roles.

Rock gnomes, whose ancestors also dwelt in the foothills and the Iltkazar range, make up 3% of the population. Along with a handful of svirfneblin who make up 1% of the population, they make up Clan Samrynarr. Iltkazar gnomes retain their traditional cultures to a greater degree than the humans, even continuing to worship gnome deities, although many hold they are the same as the dwarven gods in different guises. Nevertheless, the many similarities between gnomes and dwarves are reinforced by the tight society of Iltkazar.

### Rulers

In the Year of the Spellbound Heir (66 DR), the last Deep King of Iltkazar pronounced a dwarf of unknown origin as his heir hours before his death. Mith Barak the Clanless, a dwarf of great stature, arrived in Iltkazar mere hours before the king passed away. The Mithral Shield, as the new ruler came to be known, had silvery blue skin and a silver beard, but in all other ways resembled a shield dwarf. During King Mith's coronation ceremony on Midwinter Day the following year, Dumathoin himself is said to have manifested to place the Mithrul Crown of Iltkazar atop his head, eliminating all questions of succession in the minds of the awestruck dwarves.

In the thirteen centuries since his coronation, the Mithral Shield has reigned justly and mercifully, although not without interruption. For seventy-five years out of every hundred, the Mithral Shield sits upon his throne and appears to become a solid statue of mithral, unmoving for a period known as the Great Sleep. All attempts to contact him during this time fail. Yet, as regularly as a Neverwintan water clock, King Mith awakens after exactly seventy-five years to reassume rulership for twenty-five more years before his next Great Sleep.

In the interim, the Regency Council of Iltkazar firmly maintains the status quo. Composed of clan elders, high-ranking priests, and other recognized city authorities, the Regency Council was originally formed in the panic that followed King Mith's first Great Sleep on Midwinter Night in the Year of the Vanished Tattoo (92 DR).

As King Mith has never discussed the Great Sleep or forewarned his subjects, they were rightfully confused when he woke suddenly after seventy-five years.

On his first awakening in 167 DR, one elder angrily asked what had transpired. King Mith turned his head slowly and fixed him with a silent stare. No one could agree whether the look was from displeasure or pity, but all present saw that the eyes were deep wells of terrible, reserved knowledge. No one wanted to be the object of a similar gaze. The question was never asked again.

Since that time, the Regency Council has become institutionalized. Councilors convene at the beginning of each Great Sleep, to shepherd the city until the king reawakens. The Council does not undertake new ventures, instead carefully interpreting and strictly obeying King Mith's edicts until his next awakening.

This pattern of rulership and regency has led to centuries of stagnation, despite King Mith's wise rule during his years of wakefulness. Mith spends most those years revitalizing Iltkazar to its level before the last Great Sleep. As such, Iltkazar remains largely as it was thirteen centuries ago, concerned more with preserving the past than building the future. Its ties to the outside world slowly wither.

The Mithral Shield was due to have emerged from his most recent Great Sleep on Midwinter's Eve in the Year of the Shield (1367 DR). Yet to the dwarves' consternation, King Mith did not so much as stir. For more than three years Iltkazar has awaited his awakening.

Members of the Regency Council, faithful stewards of their king's edicts, are paralyzed with indecision; the kingdom's orderly traditions are unraveling in the relative power vacuum. Speculation as to the reason behind the Sleeping King's extended hibernation ranges from the chaos of the Time of Troubles to an Alimir Hive trick to Guallidurth poisons. The truth is unknown. If the folk of Iltkazar knew that their slumbering monarch is in fact a great silver wyrm, they might be shocked. But they would be no closer to discovering the reason for King Mith's continued silence.

**King Mith Barak the Clanless:** Also known as "The Mithral Shield," King Mith (LG great silver wyrm) has governed Iltkazar for over thirteen centuries with periodic Great Sleeps. Mithbarakaz is the silver wyrm's true name, although none in Iltkazar know his true identity or even his race. The Mithral Shield's origins are lost, although the priests of Dumathoin preach that he is the divine servant of the Keeper of Secrets Under the Mountain.



## Defenders

Like most dwarven enclaves, a significant part of the populace serves in the army. All but the elderly and very young are trained and expected to defend in case of a full scale assault.

Iltkazar's standing army numbers twelve hundred troops and another one hundred twenty officers. Fully 85% of the troops are shield dwarves, the majority male. The other troops are drawn from the city's minority races, and, as in all aspects of city life, are treated as equals. Over half of the officers are members of the clergy of Gorm Gulthyn, and the ranking Lord Protector serves as the city's war leader.

As the city is essentially a fortified redoubt, 360 troops and fifty-four priests of Gorm guard the gates, with 120 soldiers and eighteen officers on duty at all times. An additional 108 troops and twenty-seven priests of Gorm guard the city's waterways, with thirty-six soldiers and nine officers on duty at all times. Bands of thirty soldiers and three officers (at least one of which is a priest of Gorm) patrol the tunnels of the Kazardaern. Six such patrols scour the Underdark at any given time.

The remaining troops serve as city militia. This duty is considered easy, given that crime is nearly non-existent. On rare occasions when a merchant caravan heads out into the Underdark or to the surface, a patrol of sixty or more dwarven warriors and six or more officers (at least two of which are priests of Gorm) escorts the caravan.

## Noncitizens

Like most shield dwarves, Iltkazarans do not tolerate slavery. All permanent residents are considered full citizens, treated equally in the eyes of the kingdom's laws. Nevertheless, a handful of regular visitors and special cases are held apart from the general populace for one reason or another.

**Bryth Moonaxe:** Bryth (LG male half-dwarf F9/P9 of Selûne/Clangeddin), the Lord Knight Commander of the Axe Brothers, is a recent arrival. The half-dwarven son of Lady of the Seven Silver Stars Elhanna Moonhawk and First Axe Therlarn Axesong, both long dead, was released from a Phezult's sleep of ages spell along with the rest of the Knights of the Crescent Moon in the Year of the Tankard (1370 DR).

Under Bryth's able leadership, members of the Order of the Crescent Moon are slowly adapting to the world 1,445 years after their voluntary interment, and Bryth seeks a new role now that the prophecy that led

to their reawakening has been fulfilled. Lord Bryth has spent the past several weeks in Iltkazar, along with a handful of dwarven and human knights, attempting to reforge the order's ancestral ties with the throne of Iltkazar. Convinced of the danger posed by the nearby Alimir Hive and dismayed by the Regency Council's inaction, Lord Bryth speaks out against the stagnation. As such, many of the clan elders see him as a rabble-rouser, although younger dwarves, gnomes, and humans rally to his beliefs.

**Cernd Shattermind:** Cernd Shattermind (LN male dwarf/illithid Psi9) is a tragic case, victim of a horrible transformation gone wrong. Cernd superficially resembles a shield dwarf, though his skin is tinted mauve and slick with slime. His mouth sports four vestigial tentacles that he keeps mostly hidden beneath a thick beard. Cernd's left arm and hand resemble a mind flayer's, with only four digits. Cernd retains many illithid psionic powers, including the dreaded mind blast.

This unfortunate Iltkazarn dwarf of Clan Arnskull was captured by illithid slavers as a youth and brought to Oryndoll to serve as a thrall. For many years Cernd mined under the mental domination of his illithid overseers until his broken body was deemed unfit. For reasons not understood, Cernd was selected to undergo ceremorphosis, even though dwarves are normally deemed unfit for such a role. In any event, the process failed.

Cernd escaped his captors and traveled back to Iltkazar. While the Regency Council hardly welcomed the crazed dwarf, on the advice of Bettargh Stoneshoulder, the high priest of Dugmaren, they allowed him to live out his days in the community, albeit under constant, discreet supervision.

**Ellhimar:** Ellhimar (LG male human Inv16) is a native of Erkkazar who still considers himself a visitor in Iltkazar despite having lived in the Mithral Kingdom for the last four years. Ellhimar's Tower rests on the bottom of Shalane Lake, surrounded by a magical field that keeps water out and air in, but he has not been there for years. Ellhimar spends his time in Iltkazar in scholarly research, although he has not publicly revealed the purpose of his studies. As his demeanor grows increasingly grim, many speculate that he has confirmed a hypothesis he hoped would prove false.



## Defenses

Each of the three main gates leading into Iltkazar is shielded by a stout barbican, garrisoned by forty dwarven warriors and half a dozen priests of Gorm. Nine sets of barred doors at each main gate also block entrance to the city. Eight are steel sheathed in hizagkuur (which have the same abilities as the doors in Blingdenstone), and the innermost is said to be constructed of solid mithral. The mithral doors block all magic 50% of the time, and lessen damage done by 1 point per die the rest of the time. Each set of doors is spaced 10 feet apart with a series of murder holes for depositing acid, boiling water, or flaming oil on attackers.

Mithral grates 30 feet in diameter block the inflow and outflow of the city's rivers. A dozen dwarven warriors and at least three priests of Gorm serve as sentries to ensure that nothing gets into or out of Iltkazar via these flooded tunnels.

Except as noted above, the city is encased in solid bedrock, cut off from the Underdark wilds. Nevertheless, the danger of invaders tunneling into the city through the ceiling, walls, or floors cannot be discounted. As such, the various active clergies have

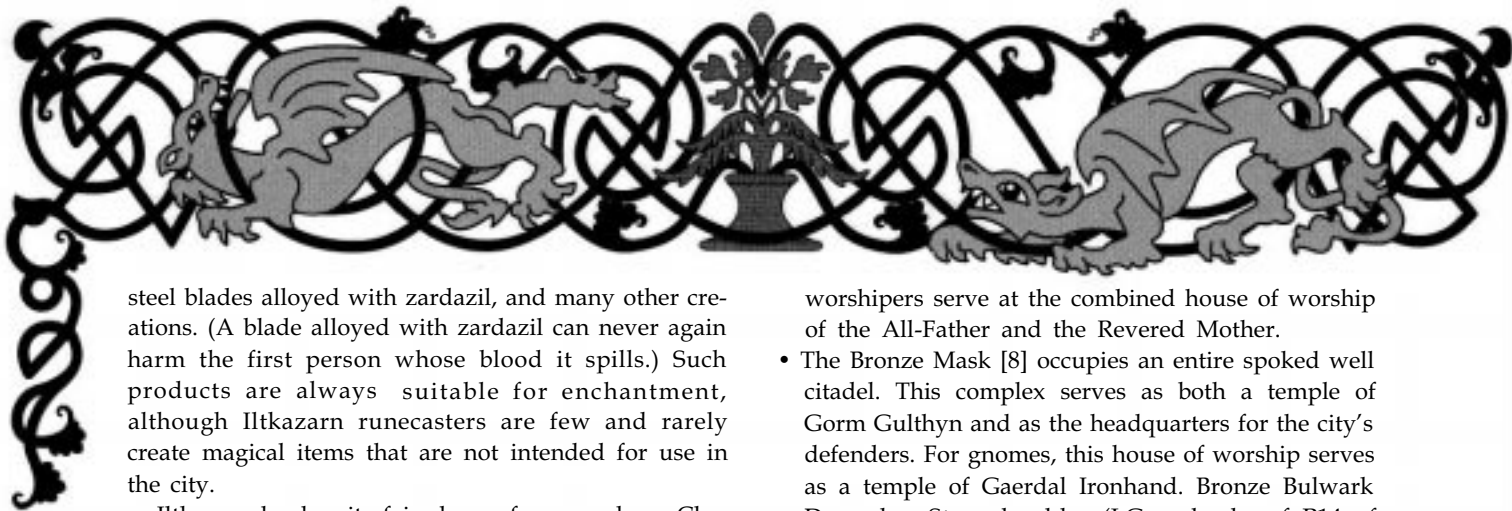
carved powerful runes into the surrounding bedrock over the years. The rune effects vary (many have been covered over and forgotten), but they generally protect the cavern's perimeter from any breach. Some runes passively redirect tunneling efforts so that they miss the city altogether; others cause cave-ins or release a deluge of some liquid when triggered.

## Production and Trade

The folk of Iltkazar are justly famous for engineering, mineral working, weaponsmithing, armorsmithing, carving runestones, and scholarship in archeology, history, and preservation. They also produce casks of dwarven mead, rothé jerky, rothé wool garments, mechanical inventions, and many other necessities for survival in the Underdark.

While Iltkazarn miners are quite capable of mining common ore such as copper, iron, gold, silver, and tin, they excel in discovering and working with rarer metals. The Underdark beneath the Omlarandin Mountains has long been blessed with scattered veins of hizagkuur, mithral, and zardazil. Iltkazarn artisans smelt and fashion these metals into stout coffers and doors sheathed in hizagkuur, suits of mithral armor,





steel blades alloyed with zardazil, and many other creations. (A blade alloyed with zardazil can never again harm the first person whose blood it spills.) Such products are always suitable for enchantment, although Iltkazarn runecasters are few and rarely create magical items that are not intended for use in the city.

Iltkazar also has its fair share of gemworkers. Clan Riftsong always has a handful of omlapidists, who specialize in working with omlars. Omlars, a rare type of rock crystal resembling light-colored emeralds with the hardness and color of aquamarines, are believed unique to the Omlarandins. Wizards prize them, for they easily hold enchantments. If the legends are to be believed, the king has thousands of enchanted omlars in a secret vault, each harboring great magic that can be released should attackers besiege Iltkazar. He has told the Regency Council of a sizable hoard of omlars in the Royal Treasury to barter for the services of human and elf wizards, should the need arise.

### Guild Halls

- The Hall of Arnskull [4], a spoked-wheel citadel dominated by smithies, including armorers, blacksmiths, and weaponsmiths, is readily identifiable by the persistent plume of smoke rising from the central pit.
- The Hall of Riftsong [5] is a spoked-wheel citadel dominated by engineers, inventors, scribes, scholars, and omlapidists. A human or gnome apprentice stays here at all times with a ready feather *fall* spell to prevent absentminded scholars from tumbling down the central shaft.
- The Hall of Stoneshoulder [6] is a spoked-wheel citadel dominated by martial academies specializing in unarmed combat, melee combat with particular classes of weapons, and defensive fortifications.

### Temples

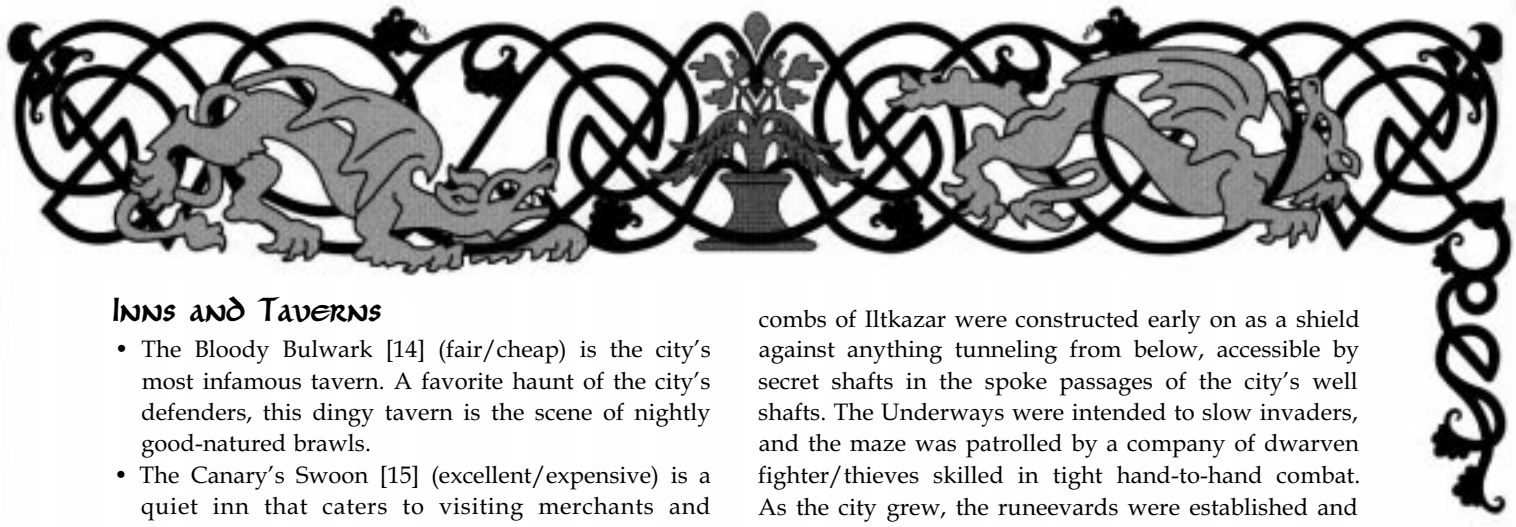
- The Ancient Forge [7] is a small temple of both Moradin and Berronar. Since the fall of Shanatar, the founders of the dwarven pantheon have slowly regained adherents among the dwarves, although their worship is still overshadowed by their more vigorous offspring (or at least that is how they are perceived in the traditional mythology of Shanatar). High Soulsmith Anthan Diamondblade (LG male dwarf P9 of Moradin) and his wife Sacred Truesilver Miira Diamondblade (LG female dwarf P9 of Berronar), thirty priests, and forty-five lay

worshippers serve at the combined house of worship of the All-Father and the Revered Mother.

- The Bronze Mask [8] occupies an entire spoked well citadel. This complex serves as both a temple of Gorm Gulthyn and as the headquarters for the city's defenders. For gnomes, this house of worship serves as a temple of Gaerdal Ironhand. Bronze Bulwark Dunnabar Stoneshoulder (LG male dwarf P14 of Gorm), three hundred fifty priests, and one hundred twenty lay followers serve at the Golden Guardian's house of worship.
- The Hall of Omlars [9] is an ancient temple of Dumathoin whose clergy are primarily concerned with the oversight of the dead. While the temple occupies only a few spokes of a spoked-wheel citadel, the rest of the pit's extensive passages serve as the city's primary crypt. High Omlar Turbaern Ghalmrin (LN male dwarf P10 of Dumathoin), twenty-eight priests, and forty-seven lay followers serve at the Silent Keeper's temple.
- The Hall of Runestones [10] is a temple of Dugmaren Brightmantle that occupies an entire spoked well. This sprawling complex houses the city's archives, including innumerable relics from the golden age of Shanatar. The gnomes of Iltkazar venerate Nebelun as well in this house of worship. Deep Shanavant Bettargh Riftsong (NG male dwarf P13 of Dugmaren), sixty-five priests, and one hundred ten lay followers serve at the Wandering Tinker's temple.
- The Stone Unturned [11] is a small temple located on the city's periphery. Oghma is venerated here, a faith introduced to Iltkazar in recent centuries by visiting scholars. Loremaster High Neeritha Runescribe (N female human P11 of Oghma), fifteen priests, and twelve lay followers serve at the Binder's house of worship.

### Shops and Bazaars

- The Legacy [12] is a clearinghouse for Shanataran antiquities recovered by explorers. Many visitors to Iltkazar correctly suspect that this establishment is subsidized by the Regency Council, for the proprietor pays above-average prices for authenticated items. He seems strangely reluctant to resell such items to nonnatives, however.
- Tunnel's End [13] is a well-lit shop catering to surface dwellers. The place imports alcohol, clothing, food, and other rare necessities for as much as ten times the going rate in Saradush.



## Inns and Taverns

- The Bloody Bulwark [14] (fair/cheap) is the city's most infamous tavern. A favorite haunt of the city's defenders, this dingy tavern is the scene of nightly good-natured brawls.
- The Canary's Swoon [15] (excellent/expensive) is a quiet inn that caters to visiting merchants and scholars, particularly those accustomed to above-ground inns.
- The Runedar [16] (good/moderate) is a ramshackle inn that strives to make visitors feel at home, albeit the home of a clan of rowdy dwarves.
- The Sage's Inspiration [17] (good/cheap) is named for an old dwarven joke that refers to a plentiful fountain of mead as the source of scholarly insight. This tavern serves dinner in the early evening, with the house special of deep rothé steak, after which the establishment is given over to drinking for the rest of the night. Needless to say, this watering hole is a favorite of the Dugmaren clergy and all others of a scholarly bent.

## FestHalls

- The Merciful Court [18] (excellent/moderate) is about as close as the serious inhabitants of Iltkazar come to a festhall. This establishment serves as a social club with the goals of providing a relaxing environment and the opportunity to mingle with members of the opposite sex. Although male dwarves make up the bulk of the clientele, female dwarves, humans, and gnomes alike avail themselves of the matchmaking services here. The madam is Fruitful Mother Isdlara Riftsong (CG female dwarf P9 of Sharindlar), and acolytes make up most of the staff.

## Other Places of Interest

- The Citadel of the Sleeping King [19] is the traditional seat of the Iltkazarn monarchy. The Regency Council meets here in the shadow of the Sleeping King, as do the judicial conclaves appointed by Iltkazar's suzerain or his appointed proxies.

## Places of Danger

Iltkazar is a relatively safe stop in the hostile Underdark. The city has few if any areas where one would fear to walk unarmed. The greatest risk to personal safety is getting caught in a good-natured tavern brawl.

One forgotten danger does lurk deep beneath the city in the abandoned Underways, however. The cata-

combs of Iltkazar were constructed early on as a shield against anything tunneling from below, accessible by secret shafts in the spoke passages of the city's well shafts. The Underways were intended to slow invaders, and the maze was patrolled by a company of dwarven fighter/thieves skilled in tight hand-to-hand combat. As the city grew, the runeewards were established and the need to garrison the Underways diminished.

During the Spawn Wars, captive deepspawn were used to breed a ready-made dwarf army, a vilified warrior caste known as the Spawned. Eventually the rulers of Iltkazar and the other dwarven kingdoms swore off such tactics and pledged to work through their differences. The armistice that followed helped create the Shanatar empire. However, three captive deepspawn were not destroyed on the remote chance that they would be needed again. Instead they were imprisoned by the city's most powerful runecasters. Within a few generations, however, the monsters were forgotten and memories of the Spawn Wars atrocities faded.

Recently, after millennia of imprisonment, one of the deepspawn has escaped its prison and haunts the Underways, feeding on the small colony of jermlaine who live there. "Mawswarm" (an approximate translation of the monster's name into Common) still thirsts for vengeance, despite the millennia. For now, the deepspawn breeds jermlaine to spy on the city. Eventually it will breed dwarves to infiltrate the populace of Iltkazar in preparation for the day when it enslaves them all. Anyone who stumbles into the Underways is captured by the jermlaine and quickly consumed by their monstrous master.

## Environs of Iltkazar

The environs of Iltkazar show the effects of millennia of rule by Shanataran shield dwarves. At its height, Iltkazar was a thriving dwarven kingdom, with an extensive network of caverns, mines, and settlements. Renowned for its engineering feats and stonework, the Shanataran infrastructure endures, particularly near Iltkazar. To the southwest, west, north, and east lie the caverns of Ultoksamrin, Holorarar, Drakkalor, and Barakuir, all fallen kingdoms of Deep Shanatar. To the south lies Zokir, the City of Orbs.

## Barakuir

Located beneath the western peaks of the Cloven Mountains, Barakuir was the eldest of the eight sub-kingdoms of Deep Shanatar, home to Clan Duergar



among others. After joining Shanatar, Barakuir's royal house was not selected to rule, a position to which a succession of monarchs felt entitled. Over time the subkingdom withdrew in all but name from Deep Shanatar, and the other clans fled the increasingly tyrannical rule of Clan Duergar. Barakuir was cut off from Deep Shanatar during the Mindstalker Wars. Afterward, emissaries from Shanatar found Barakuir abandoned.

In the Year of the Maelstrom (1101 DR), the surface city of Treshla, located 15 miles north of Saelmur and the Lake of Steam, was annihilated by a pod of beholders who emerged from the nearby Thornwood. The beholders reduced the city to dust in an attempt to destroy a lair of spellweavers within the city's catacombs, but this act only drove them underground. In time, the spellweavers went north and took up residence in the fallen kingdom of Barakuir. The very existence of the spellweaver colony in Barakuir is a secret. But any beholder so foolish as to travel here is likely to vanish.

## Deep Shanatar

The ancient empire of Shanatar was the first and greatest shield dwarf realm, a sprawling territory that encompassed the upper Underdark beneath modern Amn, Tethyr, Iltkazar, Calimshan, and the Almraiven Peninsula. A wave of emigration led to the establishment of eight subkingdoms: Barakuir, Drakkalor, Iltkazar, Korolnor, Sondarr, Torglor, Ultoksamrin, and Xothaerin.

After the dwarves fought each other in the Spawn Wars, the rulers of the eight subkingdoms convened in Brightaxe Hall to forge a lasting peace in a united Shanataran empire. The *Wyrmskull Throne* became the mobile seat of authority from kingdom to kingdom in the empire. High Shanatar replaced the former above-ground kingdom, and the eight subkingdoms in the Underdark collectively became known as Deep Shanatar.

Both above and below the surface, Shanatar slowly fell apart as the birth rate plummeted and dwarves emigrated north. Today only Iltkazar survives.

## Drakkalor

Drakkalor was one of the eight subkingdoms of Deep Shanatar. Located beneath the Kuldin Peaks, Drakkalor compensated for its relative lack of mineral wealth by serving as a center of trade and craftsmanship. As avarice consumed many inhabitants, particularly the

ruling caste, this subkingdom's capital city earned the name "the City of Greed."

Today Drakkalor is known to intrepid explorers as the Ghost Realm, for the few who return from exploring report the disquieting impression that Drakkalor is still inhabited by unseen beings. In truth, Drakkalor is now home to a nation of skulks, the progeny of human slaves who escaped from a drow city long ago. Ibrandul's faith is still strong among the skulks of Drakkalor, despite the god's murder by Shar during the Time of Troubles.

## Kazardaern

The Kazardaern are the tunnels and caverns encompassing Iltkazar's sole remaining settlement. Mines here played out in the earliest days of settlement and were later converted into highways and smaller settlements. Today, most such habitations stand empty, unclaimed by other races only because of Iltkazar's vigilant defenders. Travel throughout the Kazardaern is relatively easy for humanoids of dwarven size or smaller, since most natural obstacles have been carved to facilitate traffic. However, the inhabitants of Iltkazar, particularly the followers of Gorm, have long labored to secure this region's safety by heavily trapping the Kazardaern. First-time visitors to Iltkazar are advised to find a guide ahead of time.

## The Spiderstalkings

Although the drow city of Guallidurth is located far to the south and west of the Omlarandin Mountains and Kuldin Peaks, many bands of drow raiders emerged from those mountains during the Night Wars to hunt for slaves in Iltkazar. The drow largely withdrew from that region after the wars, but they left a legacy in the form of packs of giant spiders.

The Spiderstalkings is an Iltkazarn term referring to the uppermost tunnels of the Omlarandin Mountains, the Kuldin Peaks, and the Plains of Pehrrifaal located above the caverns of Iltkazar. Giant web-spinning and hunting spiders are rife in these tunnels, preying on those who seek Shanataran legacies beneath the central Iltkazar range. A few packs of giant spiders even emerge from time to time to hunt on the surface amid the foothills of the Iltkazar Highlands.

The Spiderstalkings also house a very old sapphire dragon, Bleucorundum the Sapphire Sentinel, who has long laired in the catacombs of the Chapel of the Blooded Moon (see "Ways In and Out" above) while guarding the Sleeping Legion. As with most sapphire



dragons, his favored prey is giant spiders, such as those that dwell in the Spiderstalkings. Bleucorundum claims the uppermost regions of the upper Underdark as his domain, stretching from Darromar (formerly Ithmong) to the Cloven Mountains and from Impresk Lake to the Forest of Mir.

### Current Clack

Beholder activity in the choked tunnels to the south has picked up, and patrols from Iltkazar have discovered and collapsed numerous new tunnels characteristic of beholders. Meanwhile, word from above comes that the Knights of the Black Gauntlet in Mintarn have seized the town of Kzelter. Their leader, Teldorn Darkhope, aspires to establish an empire in the region. The Regency Council is very concerned. Should the Alimir Hive and the Knights work together, Iltkazar would be a likely target, hard pressed to defend itself, even if the ancient alliances with Tethyr and Calimshan were reestablished.

On a different note, from the north and east come reports of dwarven armies on the march. An army of gold dwarves from the Deep Realm beyond the Great Rift is said to be making its way toward Shanatar. The humanoid tribes in the territory once claimed by the Iron Shield of Barakuir have been driven toward the surface by the Army of Gold, a cascading migration that, in turn, has forced goblinoid tribes out of the mountains and into the Thornwood.

Reports also tell that the gray dwarves of Underspires have launched a crusade to seize Brightaxe Hall and the *Wyrmskull Throne*. The Army of Steel, diverted south by the illithids of Oryndoll and west by the drow of Undraeth, is believed to have seized the deepest mines of fallen Tathtar in preparation for their conquest of the eastern kingdoms of Shanatar. The truth of such reports, while credible, has yet to be established. Iltkazar, stricken by the continued quiescence of the Sleeping King, is ill prepared to deal with either challenge, let alone both. The days ahead may sorely challenge the resilience of the last remaining kingdom of ancient Shanatar.

## Malydren

### The Coralline City, Upper Reaches

Near the center of the Lake of Radiant Mists, directly beneath the Rift of Dhalnadar, lies the Malydas Atoll, one of the lake's countless islands and reefs. Over a mile in diameter, this vast ring-shaped island

delineates the borders of Malydren, the city-state that rules the lake.

Malydren itself lies in the bowl-shaped lagoon at the heart of the atoll. At the center of the lagoon stands the Ziggurat of the Abyss, a vast pyramid that rises nearly to the surface of the lake. The Ziggurat serves as a great cathedral of Ilxendren and houses the bulk of the Demonray's clergy. The rest of Malydren's inhabitants dwell and work in small cave clusters in the inner walls and floor of the atoll.

Three cylindrical tunnels have been carved through the coral walls of the atoll, connecting the lagoon with the rest of the Lake of Radiant Mists. Although normally left open to prevent water stagnation, each tunnel is blocked by a pair of hizagkuur gates, plundered from the ruins of earlier cities. A sheet of ice coats the lagoon's surface nearly 10 feet thick. Fashioned by ixzan spellcasters, it retains the strength of steel and resists melting even under magical flame.

**Who Rules:** A council composed of eight of the city's most powerful wizards and priests, known as the Xendreth, rules the entire Lake of Radiant Mists. (The current roster is discussed below under "Notable Mages and Sages" and "Notable Clergy and Churches.") Unlike in most ixzan communities, mutant ixzan in Malydren are admitted both to Ilxendren's clergy and the ranks of the community's wizards and thus may join the Xendreth.

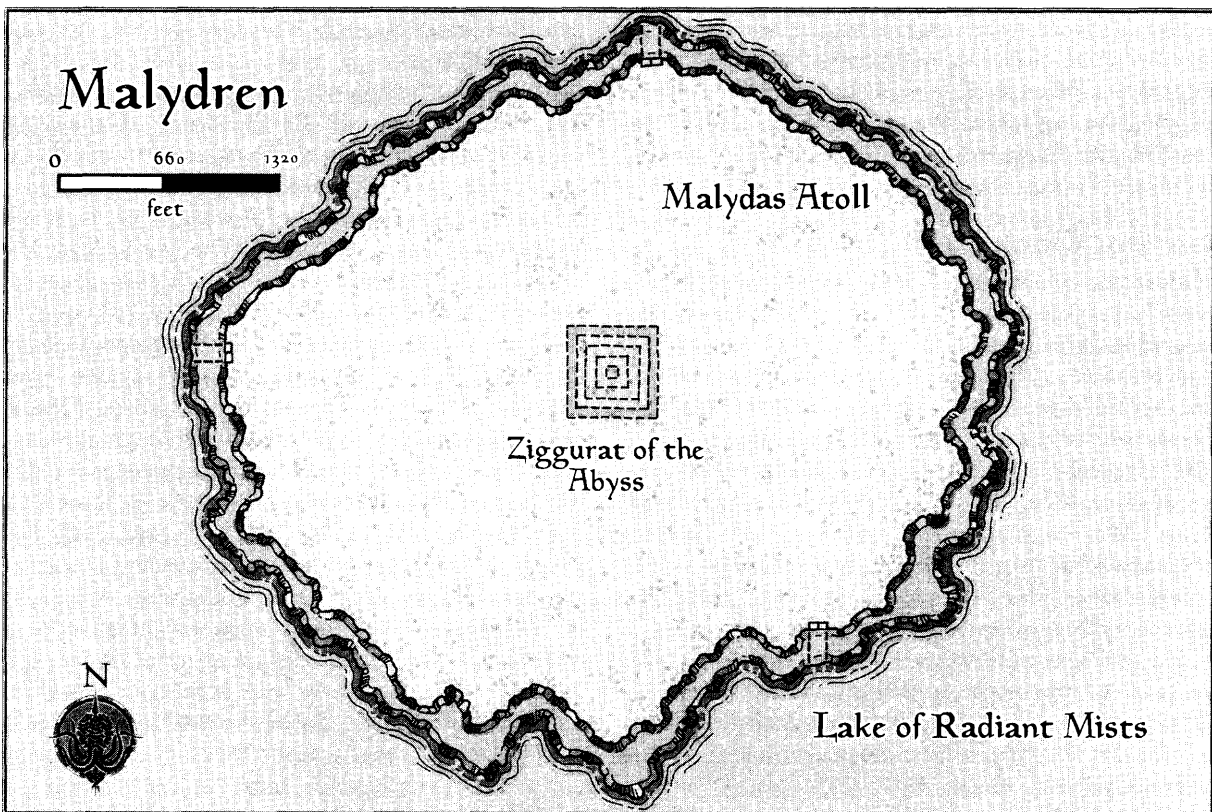
**Who Really Rules:** Seats on Malydren's ruling council are traditionally apportioned to maintain a careful balance between wizards and priests and between mutant, vampiric, and normal ixzan. However, Phiaqiv the Lifeleech and Zekaqux Netherhaunt have the advantage of years over their living kindred, in addition to the powers they garnered from their transformation into undeath. The vampiric duo effectively dominates the Xendreth and thus the entire ixzan community.

**Population:** Nearly eighteen thousand ixzan dwell in Malydren. More than twice that number reside in smaller communities elsewhere in the Lake of Radiant Mists. Although evidence exists that previous ixzan civilizations in the lake enslaved large numbers of other aquatic races, no such slave races remain today, and the ixzan abandoned this traditional practice long before Malydren's founding.

**Major Products:** Coral carvings, crustaceans, fish, mollusks, nets.

**Armed Forces:** Malydren's army, known as the Fangs of the Xendreth, is a highly trained force that





includes six hundred of the most powerful ixzan (6+6 HD) available—nearly one hundred of which are mutants with exceptional powers. Although the Fangs theoretically defend Malydren against invading armies, their primary function is to enforce the Xen-dreth's authority. In centuries past, the Lake of Radiant Mists was often divided between two or three ixzan cities, each supporting large armies to defend itself against (and carry out) regular raids. Malydren's emergence as the sole significant ixzan settlement has reduced the call for a large standing army.

#### Notable Mages and Sages:

- Erqynak Icebreath (CE male ixzan M10) is an elderly ixzan concerned primarily with spell research. This aged ixzan's moniker stems from his development of a spell known as Erqynak's icy breath, which enables a submerged spellcaster to rapidly chill a cone of water below its freezing point without forming ice. Erqynak studies cold related dweomers, and his spell-like abilities are drawn primarily from the school of Evocation.
- Phiaqiv the Lifeleech (CE greater vampiric female ixzan M12) is Malydren's reigning archmage. She studies Necromancy, and a coterie of lesser vampiric wizard ixzan attend her and serve as apprentices.

Like Zekaqux (see below), Phiaqiv was born in the year of Malydren's founding and transformed into a greater vampire by an avatar of Ilxendren.

- Revlopax Twin-tailed (CE mutant male ixzan M7) is a heralded prodigy whose twin-tailed mutation enables him to actually cast spells like wizards of other races instead of employing a fixed roster of spell-like abilities. Apprenticed to Erqynak, Revlopax secretly wants to venture into the World Beyond in hopes of furthering his craft, but for now he bides his time as his powers grow.
- Vourdaqueq Sevenstripes (CE female ixzan M9) is responsible for identifying and nurturing fledgling wizards culled from the ranks of the younger ixzan. Her moniker stems both from the brutal lashings she administers to aspiring wizards with her barbed tail and the alternating brown and gray stripes that run across her back.

#### Notable Clergy and Churches:

- Bhylqex the Barbed (CE mutant female ixzan P6 of Ilxendren) is a powerful mutant renowned for her large size, her violent temper, and the unique ability to launch barbed spikes from her tail in a fashion similar to a mantichore.



- Oksakex of the Sacred Visions (CE vampiric female ixzan M8/P8 of Ilxendren) is second only to Zekaqux in the Ilxendren clergy. She is known for falling into holy trances that leave her shaking uncontrollably for hours at a time. Oksakex's spell-like abilities are drawn primarily from the school of Divination. She has secretly approached Phiaqiv on more than one occasion in hopes that he will transform her into a greater vampiric ixzan. Although the Lifeleech has refused so far, Phiaqiv has not betrayed Oksakex's ambitions to Zekaqux, suggesting that she is open to the possibility.
- Qaxdivak Spellshatter (CE mutant male ixzan P7 of Ilxendren) is an albino ixzan whose high natural magic resistance belies his diminutive stature. Qaxdivak is extremely cunning. He wields a disproportionate amount of influence among his fellow councilors by taking advantage of rivals' weaknesses and subtly pitting them against one another.
- Zekaqux Netherhaunt (CE greater vampiric male ixzan P8 of Ilxendren) is the high priest of Ilxendren and master of the Ziggurat of the Demonray. Zekaqux's name stems from his undead nature and his proclivity to swim in the deepest catacombs beneath Ilxendren's temple. Like Phiaqiv, Zekaqux was born in the year of Malydren's founding and transformed into a greater vampire by an avatar of Ilxendren.

**Notable Guilds:** Traditional ixzan society is segregated along caste lines, with an individual's occupation being another means of demarcation. All ixzan, including mutants and vampires, must belong to one of the eight guild castes, known as schools. Recognized guilds include the School of Breeding, the School of Carving, the School of Clericalism, the School of Harvesting, the School of Herding, the School of Hunting, the School of Warfare, and the School of Wizardry.

**Equipment Shops:** Poor.

**Adventurers' Quarters:** Visitors to Malydren are almost unknown. (Since cloaklers are air breathers, emissaries from Rringlor Noroth and Malydren meet outside the city.) In the unlikely event that a sentient being of another race did stay in Malydren, the Xendreth would likely provide an unoccupied cave in the city's coral walls.

While the ixzan do have the equivalent of taverns, their culture is sufficiently alien to make them unrecognizable to surface dwellers. For example, the proprietor of a "restaurant" in the Coralline City is likely to

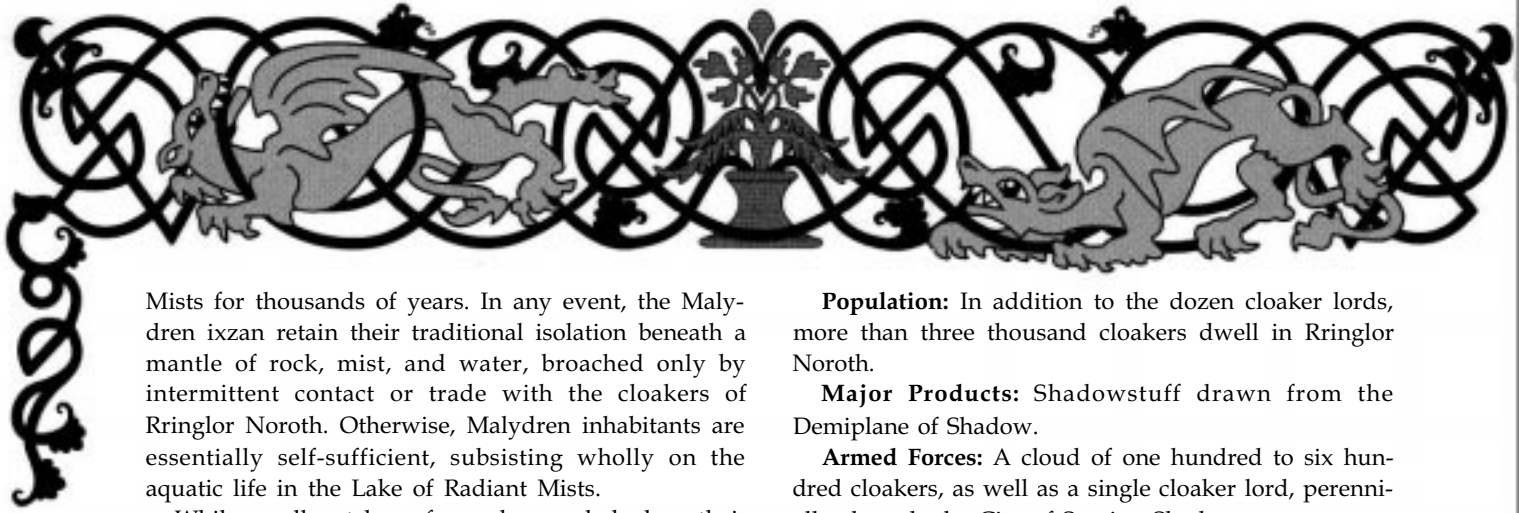
be a member of the School of Herders who shepherds a school of rare fish into the lagoon to be consumed en masse by a large school of ravenous ixzan. Likewise, the equivalent of a fine wine is "poured" by an ixzan "bartender" by biting two or more varieties of fish in such a fashion that their blood mixes in a slight current formed by the bartender's tail and gently wafts toward expectant ixzan connoisseurs.

**Important Characters:** The Ghost Ray (CE greater vampiric male ixzan) is legendary in Malydren, though its existence has never been confirmed. According to the tales, a young ixzan, raised in one of the outlying settlements received Ilxendren's Greatest Blessing during the Time of Troubles and was transformed into a greater vampire. Since the Ghost Ray is the first ixzan to receive the Greatest Blessing since Phiaqiv the Lifeleech and Zekaqux Netherhaunt centuries ago, even its unconfirmed existence is a threat to the existing balance of power in the Xendreth. For nearly twelve years, various members of the ruling council have unsuccessfully attempted to determine if the Ghost Ray is real. The rumors are true, but the Ghost Ray wisely continues to lurk in the deepest trenches of Malydren, well aware of the fate that awaits it should it reveal itself prematurely.

**Surface Connections:** Malydren is located far beneath Tethyr and Calimshan, and few routes connect the landlocked Lake of Radiant Mists with the rest of the Underdark. The only known route leads through the caverns of Alatorin, by way of Deep Shanatar, and proceeds from there down the Rift of Dhalnadar to the waters below.

Other passages probably exist between the Lake of Radiant Mists and the lower Underdark, for the water level remains constant despite the heavy mist that drifts down. However, no drains have ever been charted. The simplest route from the surface to Malydren leads from the ruins of Ajhuatal on the floor of the Shining Sea through the Marid Gate to a ruined genie city on the floor of the Lake of Radiant Mists. This ancient connection is long forgotten.

**Local Lore:** The Coralline City has lain at the bottom of the Lake of Radiant Mists since its founding in the Year of the Glimmering Sea (602 DR). It is by no means the first such city of ixzan to be founded on the lakebed, though. Nigh forgotten dwarven legends dating back to the Cloaker Wars speak of aquatic rays in the depths of the Rift of Dhalnadar. The ruins of past civilizations, overgrown with thick coral, suggest that the ixzan have dwelt within the Lake of Radiant



Mists for thousands of years. In any event, the Malydren ixzan retain their traditional isolation beneath a mantle of rock, mist, and water, broached only by intermittent contact or trade with the cloaklers of Rringlor Noroth. Otherwise, Malydren inhabitants are essentially self-sufficient, subsisting wholly on the aquatic life in the Lake of Radiant Mists.

While small patches of wonder coral do lose their luminescence for years at a time, disturbing reports from isolated ixzan settlements in the northeastern waters of the Lake of Radiant Mists have reached the Xendreth regarding the dimming of mile-long reefs. Priests of Ilxendren have been dispatched to determine if some disease has infected the coral. Rumors circulate that something has tunneled up from below and is mining the wonderstone deposits beneath the reefs.

## Rringlor Noroth

### The City of Soaring Shadows, Upper Reaches

Rringlor Norothies in the depths of the Rift of Dhalnadar, in the ceiling of the grotto that cradles the Lake of Radiant Mists. Because the cloakler name for their city is unpronounceable to other races, most Underdark dwellers refer to the city by its traditional dwarven name, which literally means "overlake enemy lair."

The City of Soaring Shadows is in the heart of an arching span of shadowstuff stone that bridges the Rift of Dhalnadar, high above the Lake of Radiant Mists. Although sometimes referred to as the Shadowspan, the bridge is more properly termed the Shadow Rift, for it lies on both the Prime Material Plane and the Demiplane of Shadow.

The city's inhabitants dwell in semispherical chambers with wildly uneven floors amid a maze of narrow fissures in the Shadowspan. The inner corridors of Rringlor Noroth are accessible via apertures scarcely wider than a handbreadth. At the heart of the Shadow Rift lies the Shadoworb Sphere, a spherical chamber in which the cloakler lords of the Shadoworb gather to form a sphere of living shadowstuff.

**Who Rules:** The Shadoworb, a Conclave of Shadows composed of twelve cloakler lords who assemble in the form of a sphere.

**Who Really Rules:** The cloakler lords of the Shadoworb, in conjunction with the Emissary, a strange entity discussed below.

**Population:** In addition to the dozen cloakler lords, more than three thousand cloaklers dwell in Rringlor Noroth.

**Major Products:** Shadowstuff drawn from the Demiplane of Shadow.

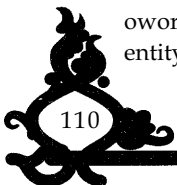
**Armed Forces:** A cloud of one hundred to six hundred cloaklers, as well as a single cloakler lord, perennially shrouds the City of Soaring Shadows.

#### Notable Mages and Sages:

- Saibh yi Saelmur "the Silhouette" (CN male human ShM9) is one of a handful of wizards in the South who have devoted sufficient time and energy toward training their minds in the arcane discipline needed to understand and communicate with cloaklers. As a young orphan, Saibh's magical talents were recognized by Taziq yn Maliz, a kindly mage of Saelmur, and the wizard took him on as an apprentice. Jealous of his master's long life, Saibh vowed to find his own path to immortality. The young apprentice was drawn to the study of Shadow magic as an alternative to Necromancy, and he eventually specialized in that arcane school of effect. For nearly a dozen years, Saibh has lived among the City of Soaring Shadows, researching the nature of shadowstuff and slowly piecing together the arcane formula necessary for becoming a shade.

**Notable Clergy and Churches:** Cloaklers are not known to venerate any sort of divine being, and the City of Soaring Shadows lacks clergy or temples.

**Notable Guilds:** The inhabitants of Rringlor Noroth segregate themselves into castes, in addition to the obvious differentiation between cloaklers and cloakler lords. The majority of the cloaklers are members of the Rifthunter caste, responsible for hunting for prey in the Rift of Dhalnadar, the caverns of Alatorin, and the Lake of Radiant Mists. (Cloaklers hunt in aquatic environments by skimming just above the surface and bashing water-dwelling creatures near the surface with their whiplike tails.) The second largest subgroup is the Shadowstalker caste, cloaklers who shift into the Demiplane of Shadow to hunt creatures there and gather raw shadowstuff to bring home. The Orbmantle caste consists of cloaklers who tend the Shadowspan, which has a tendency to dissolve if not constantly bathed in a wide range of subsonic moans. Finally, the Shadowweaver caste is responsible for creating lasting items from the shadowstuff brought to Rringlor Noroth. Although a small quantity of shadowstuff items are traded with other races, their limited





lifespan-anywhere from a few minutes to a few years—limits their appeal. Only cloaklers seem capable of maintaining such items indefinitely.

**Equipment Shops:** Poor, and then only items made of shadowstuff with existences comparable to those materials fashionable by a major creation spell.

**Adventurers' Quarters:** Cloaker culture is sufficiently alien to humans and demihumans that nothing like bars, boarding houses, inns, taverns, or rooming houses exists.

**Important Characters:** The Emissary is a puzzling entity even to the alien minds of cloaklers and cloaker lords. Undeniably sentient, the Emissary is apparently a creature of living shadow whose existence was revealed during the Time of Troubles when the Shadoworb dissolved into its constituent cloaker lords. Saibh yi Saelmur speculates that the Emissary could be a higher form of cloaker lord, much as cloaker lords are apparently a higher form of cloaker. He has been unable to converse with the Emissary in any fashion, and those cloaklers he can communicate with refuse to speak of it. The Emissary does not seem to rule the City of Soaring Shadows, yet the cloaker lords who comprise the Shadoworb seem to defer to it.

**Surface Connections:** The Rringlor Noroth area is accessible by the same routes as is Malydren. However, the city itself is accessible only to those capable of flight. The Shadow Rift does provide another means of reaching the City of Soaring Shadows, albeit one that requires the sojourner to shadow walk into the heart of the Demiplane of Shadow and then exit through the interplanar rift.

**Local Lore:** Cloakers have dwelt in the Rift of Dhalnadar since the time when Taark Shanat and his followers first arrived in the caverns of Alatorin over ten thousand years ago. Fragments of dwarven legends dating back to that period speak of Rringlor Noroth even then, suggesting that the cloaker city is one of the oldest settlements in the Realms today. In all those years, there is no evidence that the City of Soaring Shadows has ever changed, leading some dwarven philosophers to speculate that the cloaklers somehow live apart from the flow of time.

## Environs of Malydren and Rringlor Noroth

Rringlor Noroth hangs directly above Malydren in the great grotto that holds the Lake of Radiant Mists. Largely isolated from other Underdark enclaves, neither city's inhabitants venture far beyond their immediate environs. The great cavern that houses both cities bears little evidence of their residence, for neither race is given to agricultural or mining activities. However, far above the lake lie the southernmost caverns of the Deep Shanatar, once home to the greatest shield dwarf empire in Faerûn. A large number of creatures reside there still.

### Alatorin

More than 12,000 years ago, dwarves from the great cavern of Bhaerynden marched west to found a new realm beneath the lands now claimed by Calimshan. Led by Taark Shanat the Crusader, the great dwarf migration formed an unstoppable juggernaut that did not halt until it reached the Rift of Dhalnadar, under what is now the Marching Mountains and the Calim Desert. The ensuing Cloaker Wars pitted the dwarves against the cloaklers of Rringlor Noroth, who rose from the depths of the great chasm in a battle for control of the caverns of Alatorin. The Stout Folk were eventually victorious, and after Taark and his sons slew the four great blue wyrms who claimed the Rift as their demesne, the Crusader named the plateau on which they laired Brightaxe Hall and dubbed the great throne that arose from the cavern floor the *Wyrmskull Throne*.

After the eight sons of Taark Shanat and their followers set off across the Dhalnadar Span to found their own kingdoms, Alatorin enjoyed many years of peace and prosperity. The first golden age of Shanatar ended with the death of Taark Shanat and the fall of Alatorin to the drow of Gualldurth in the First Spider War. In the aftermath of the Spawn Wars that rent the Eight Kingdoms and prevented them from aiding the Wyrmskull Kingdom, the Eight Kings buried their differences and reclaimed the caverns of Alatorin from the drow in the Second Spider War. Alatorin's renaissance began a second golden age in which the dwarves founded the great empire of Shanatar. The empire encompassed both the caverns of the Wyrmskull Kingdom and all the territories claimed by the Eight Kings.









Although Shanatar north of the Marching Mountains was never seriously threatened, the Third Spider War ended dwarven inhabitation of Alatorin. Brigh-tax Hall fell, as the Guallidurth drow allied with the Rringlor Noroth cloaklers to reclaim the southern caverns of Shanatar from the dwarves. For the latter half of its existence, the Shanatar empire marked the Rift of Dhalnadar as its southern boundary. In the end, the last remnants of Deep Shanatar fell to an army of gray dwarves in a series of conflicts known as the Kin Clashes. Following their victory, the duergar briefly occupied the ancient halls of their forefathers, leading many Calishite historians to erroneously conclude that the abandoned dwarven holds beneath the Marching Mountains were built by gray dwarves.

The caverns of Alatorin encompass much of modern Calimshan's Underdark. Both the drow of Guallidurth and the cloaklers of Rringlor Noroth maintain a strong presence in the dwarven halls far above their respective cities, but neither group can act with impunity. The western caverns are the exclusive preserve of Sapphiraktar the Blue (LE blue wyrm dracolich), one of the most powerful Runemasters of the Twisted Rune. Sapphiraktar's primary lair is a great cavern deep beneath the ruined city of Teshyll that once served as an amphitheater and arena for the Stout Folk of Alatorin. The dracolich controls a series of caverns that stretch south from Memnon for about 50 miles, to the east to the undercity of Keltar, and to the west to within 10 miles of Teshburl. However, Sapphiraktar has severed all connections between his lair and the rest of Deep Shanatar due to the presence of Dheubpurcwenpyl in the Rift of Dhalnadar, as discussed below. The eastern caverns are home to skulks, cowardly descendants of human slaves who long ago escaped their dark elven masters after being led to freedom from Guallidurth by a giant lizard they claim was the avatar of Ibrandul. The Skulking God's followers have evolved a distinctly tribal society since their emancipation, a culture that largely survives by raiding Guallidurth merchant traffic, to the unending annoyance of the drow.

### Guallidurth

The Temple City of Lolth lies deep beneath the Calim Desert, midway between Calimport, the ruins of Teshyll, and St. Noradnar's Hermitage. Located in the middle Underdark, beneath the caverns of Alatorin, Guallidurth is an ancient city thought to date back to the rise of the earliest drow civilizations beneath

southern Faerûn circa -9600 DR. As noted above, the drow fought a succession of wars with the Stout Folk of Shanatar that twice led to the fall of Alatorin and the end of golden ages of the dwarves. More recently, the drow battled the humans of Calimshan from -790 DR to the Year of Meager Means (-530 DR) in a series of conflicts known as the Night Wars. When the drow finally withdrew, more than seven hundred fifty thousand humans and other beings had been captured and enslaved by the Spider Queen's followers.

The Temple City of Lolth is one of the largest enclaves of drow extant in the Realms Below. More than eighty thousand dark elves dwell within the caverns of Guallidurth, with the Matron Mothers of twenty-one noble houses sitting on the Ruling Council and nearly two hundred other houses striving to increase their status and replace them. Whereas in cities such as Menzoberranzan and Ched Nasad the Spider Queen is worshiped uniformly according to the Way of Lolth, in Guallidurth there is no consensus as to how the Dark Mother of All Drow is most appropriately venerated. Each Matron Mother represents one (or more, in some cases) sect, cult, or faction of the Spider Queen's faithful. One measure of a sect's relative influence is the relative magnificence of the house of worship it can afford to construct. As a result, Guallidurth contains hundreds, if not thousands, of temples dedicated to Lolth, ranging from simple shrines to grand cathedrals. Many of the city's temples are either ruined, their congregations long since murdered in the endless religious strife that rages across the city, or abandoned, their congregations able to afford more ostentatious (and defensible) houses of worship.

Only the unforgivable heresy of drow worshipping other gods unites the Lolthite clergies of Guallidurth in common cause, and even such endeavors are usually doomed to failure by the infighting among members of the various sects. Nevertheless, the drow of Guallidurth have spent the past 50 years attempting to eradicate the Vhaeraun-worshipping drow of the Forest of Mir and the caverns of Ultoksamrin.

### Holorarar

The last of the subkingdoms of Deep Shanatar to be established was Holorarar, the Gold Kingdom. Founded after the fall of Barakuir, Holorarar's establishment returned the number of dwarven subkingdoms of Shanatar to nine, including Alatorin itself. Located deep beneath what is now the Clovis Fields of



central Tethyr, the Gold Kingdom was home to members of all of Shanatar's major clans and most of the minor clans as well. Although it claimed a great deal of territory, nearly all of the Gold Kingdom's citizens dwelt in a great cavern dominated by a large but shallow lake, building their homes in a great ring along the cavern walls. Although rich in water and agricultural products, the Gold Kingdom was relatively poor in mineral wealth. Curiously, Holorarar's sobriquet seems to have referred to the gold-hued kelp that gave the central lake its color and not to any rich veins of ore. Nevertheless, the breadbasket of Shanatar developed into a wealthy trading hub, aided in part by its central location but also the result of its egalitarian, dynamic society that welcomed immigration and new ideas. In fact, Holorarar's population grew so quickly that many of the dwarves who eventually settled High Shanatar emigrated from the Gold Kingdom in search of new lands to farm.

Like much of the rest of Deep Shanatar, Holorarar finally collapsed during the Kin Clashes, its mushroom and kelp fields devastated by the slash-and-burn tactics of the duergar. The departure of the Stout Folk enabled the scattered tribes of hobgoblins who had long dwelt in the surrounding Underdark to seize the rich caverns of Holorarar for themselves. Since the hobgoblins' traditional culture consisted of small family groups that survived by raiding passing caravans, centuries passed before internecine warfare among the various tribes and clans subsided. Eventually, in the Year of the Dancing Idols (-379 DR), the hobgoblins united under the rulership of their first king. In the centuries since its inception, the hobgoblin realm of Holorarar—the dwarven origin of the name having long been forgotten—has grown in strength and stability, and the growing number of hobgoblins have held off repeated assaults on their rich caverns. For now, the hobgoblins do not seem to harbor territorial ambitions, but their martial tradition is strong. Should they be incited by an external threat or a burgeoning population, they could pose a threat to all but the most powerful cities in the Underdark or on the surface.

### Lake of Radiant Mists

In the middle Underdark beneath Calimshan and Tethyr lies a vast freshwater sea fed by a heavy mist that seeps down from the Rift of Dhalnadar above. The lake's depth varies between 100 and 150 feet beneath the surface. Roughly egg-shaped, with the

more pointed end to the southwest, the vast cavern that cradles the Lake of Radiant Mists stretches nearly 300 hundred miles long and 200 miles wide. The lake gains its name from the luminescent blue coral, known as wonder coral, that illuminates these placid waters and swirling mists with a deep royal blue glow. All manner of creatures dwell amid the countless coral islands and reefs that have grown up in these subterranean waters, including thousands of species of crustaceans, fishes, and mollusks. Large predators are rare, for most such species have been hunted to extinction by the ixzan and the cloaklers. The entire ecosystem is rooted in the magical energies released by the wonder coral, supplanted by nutrients suspended in the mists brought down through the Rift of Dhalnadar.

### Rift of Dhalnadar

At the heart of Alatorin lies the Rift of Dhalnadar, named for the gold dwarf companion of Taark Shanat who first discovered it. This great chasm runs beneath the southern slopes of the Marching Mountains, stretching from Bottle Falls to the heart of the Calim Desert, and stretches over a half mile at its widest point. Also known as the Chasm of Endless Rain, the Rift is notable for the hundreds of waterfalls in the roof cracks that create a near permanent mist. The mist greatly hinders visibility, but it supports a veritable jungle of plant and animal life in the chasm wall crevices.

The only bridge across the great chasm is the Dhalnadar Span, a wide stone structure nearly a quarter mile long and 50 feet wide. The southern end of the Dhalnadar Span leads onto an open-ended cavern that dwarves call Brightaxe Hall. The *Wyrmskull Throne* is long gone from the cavern in which it first appeared, but much of Shanatar's lost riches remain as part of the hoard of Dheubpurcwenpyl. The great deep wyrm, known to the drow of Guallidurth as Malla Harl Valsharess, the Honored Queen of the Depths, dwells amid the ruins of Shanatar's seat of power. Dheubpurcwenpyl brooks no challenges to her authority, and even the drow of Guallidurth are forced to skirt her domain, passing around or beneath the caverns claimed by the great wyrm. The Honored Queen of the Depths has oft been mistaken for a shadow dragon, leading some scholars of draconic lore to suspect that Dheubpurcwenpyl employs a draconic spell known as *shadow dragon*, which temporarily transforms the spell-casting wyrm into pure shadowstuff.



The Nine Scions of the Forge are great stone statues carved into the rift wall directly beneath the wide stone plateau of Brightaxe Hall. Said by some to represent the eldest nine children of Moradin and Beronar and by others to represent Taark Shanat and his eight sons, the Nine Scions depict shield dwarves in full battle dress and armed to the hilt. Only the face of the second carving from the left is still visible. When the Eight Kings and their armies reconquered Brightaxe Hall at the end of the Second Spider War, the internecine strife of the Spawn Wars threatened to erupt anew. Each of the dwarven monarchs claimed the right to sit on the Wyrmskull Throne and rule above the others, although the kings of Barakuir, Drakkalor, and Ultoksamrin were the strongest contenders to the throne. In the end, the hand of Moradin decided the matter when the visor on the second carving broke off and plummeted into the Rift. The face revealed was that of the king of Ultoksamrin, who was also the highest-ranking priest of Dumathoin in all of Shanatar at the time.

For the shield dwarves, the selection of Shanatar's first Great King is closely tied to the elevation of Dumathoin as patron of their subrace, a position sought as well by Abbathor and Laduguer. The repercussions of the Silent Keeper's selection continue to resonate in both the realities of dwarven life today as well as in the rifts that divide the dwarven pantheon. The resultant political schisms led to Barakuir's isolation and eventual fall, as well as the emergence of the gray dwarves as a separate subrace, a division mirrored in Laduguer's exile from the Morndinsamman. Likewise, while the folk of Drakkalor did not withdraw from Shanataran society like the members of Clan Duergar, the twin taints of avarice and jealousy did infect their hearts and, over time, the collective dwarven soul—a process that has slowly weakened the Stout Folk from within.

## ULTOKSAMRIN

Ultoksamrin was by far the richest and most influential subkingdom of Deep Shanatar, home to Clan Velm and many other minor clans and subclans. Located deep beneath the eastern peaks of the Marching Mountains and the Forest of Mir, the Zardazil Kingdom's holdings stretched from the eastern end of the Rift of Dhalnadar to Iltkazar's southwestern border and encompassed numerous rich veins of ore, including the rare, durable, amber-to-red ferromagnetic metal known as zardazil. The selection of Ultoksam-

rin's monarch as the first Great King of Shanatar, coupled with the Zardazil Kingdom's close proximity to the caverns of Alatorin and the traditional identification of Dumathoin as the patron of Ultoksamrin, undoubtedly contributed to this kingdom's relative prestige. Likewise, the fact that a minor branch of Clan Velm founded House (later Clan) Axemarch, the royal house of High Shanatar, also contributed to Ultoksamrin's great wealth and political influence. Despite its preeminent position, Ultoksamrin collapsed during the Kin Clashes in the face of relentless assaults by the duergar, who still burned for revenge against the heirs of Clan Velm. When the drow of Guallidurth and the beholders of the Alimir Hive swept the gray dwarves away in turn, the caverns of Zardazil fell to all manner of monsters.

The rise of the cult of Vhaeraun among the drow of Guallidurth corresponded with the increased exposure to the world at large that many drow of the Temple City of Lolth received during the Night Wars. From its inception, the Masked Lord's sect was the subject of great religious persecution by the followers of the Spider Queen, and, although most followers of Vhaeraun were tortured and killed for their heresy, a steady trickle managed to escape the caverns of Guallidurth. Many worshipers of the Masked Lord who fled into exile ended up settling in the caverns of Ultoksamrin and on the surface amid the easternmost foothills of the Marching Mountains and beneath the boughs of the Forest of Mir.

At present, this community of exiles includes three settlements: Dallnothax, Holldaybim, and Iskasshyoll. Each city consists of a few buildings on the surface and extensive holdings in the upper caverns of Ultoksamrin. A fourth settlement, Allsihwann, was destroyed by an allied force of elves and Tethyrian troops. With the destruction of their capital, the heart of this rogue drow realm has withdrawn into the ruling caverns of Ultoksamrin, a mile beneath Mount Sarengard. An expansive cathedral city known as the Vault of Cloaked Midnight nestles within a 1,000-foot-high grotto. Coupled with the Vault's ecclesiastical support buildings, the entire house of worship, including a temple and altar, claims just over half of the entire cave. The rest is occupied by drow who support the temple.

With increasing frequency over the past fifty years, the armies of Guallidurth conduct periodic crusades against their heretical kin. All told, the population of drow exiles has fallen from twelve thousand to some six thousand five hundred today, due to conflicts with



surface dwellers and periodic strife with Guallidurth's crusading armies.

### **Current Clack**

Fragments of lore preserved in the Ziggurat of the Demonray suggest that one or more gates connect the Lake of Radiant Mists with the Shining Sea. A group of ixzan herders recently stumbled across a ruined city overgrown with coral on the lake floor to the south and west of Malydren, and the city's ruling council has dispatched a large group of ixzan to investigate. The ruins, whose architecture is characteristic of the marid, suggest a tie to the lost city of Ajhuutal, which lies beneath the Shining Sea off the coast of Alm-raiven.

An ancient gate does indeed link the two sites, although the magic in its creation does not allow water to pass between the two seas unless it is carried in a sealed container. The Marid Gate bears an ancient enchantment that allows any water-breathing creature that passes through it to survive effortlessly in either fresh or salt water, regardless of its native environment, for up to 24 hours. The *gate's* terminus in the Shining Sea has been sealed off by centuries of coral growth in a forgotten chamber beneath Ajhuutal. Not even the resident sea elves and merfolk know of it.

If the ixzan locate and reopen the Marid Gate, their initial scouting school will break through the coral and emerge in the heart of the settlement. They could then expect the attendant reception that a horde of ixitxachitl would receive if they suddenly materialized in the middle of a merfolk or sea elf enclave. The rulers of Ajhuutal are likely to dispatch a heavily armed expedition through the gate to see what lies beyond, a provocation that the ixzan would interpret as a declaration of war.

Above the lake, legends of Rringlor Noroth have drawn the notice of Sarth, a malaugrym elder who wanders the Sword Coast. The shadowmasters have long warred with cloaklers who have strayed into the Demiplane of Shadow, and Sarth is intrigued by the notion of battling them in the Prime Material Plane instead. Unwilling to reveal its presence in the Realms Above to the cloaklers of Rringlor Noroth or the humans among which it dwells, Sarth has begun recruiting a small band of powerful adventurers with sufficient skill and daring to travel to Rringlor Noroth and assess its defenses.

## **Sloopdilmopolop**

### **The City of Pools, Middle Reaches**

The City of Pools lies beneath Firedrake Bay off the coast of Tethyr, in a cluster of damp, salt-encrusted caverns. Sloopdilmopolop consists of a grand central grotto, home to the Sacred Pool of the Sea Mother, surrounded by an inner ring of five large caverns and an outer ring of thirteen smaller caverns. Inhabitants live in small caves that line the walls of the main caverns. Wide, semicylindrical passageways link the rings and the central grotto.

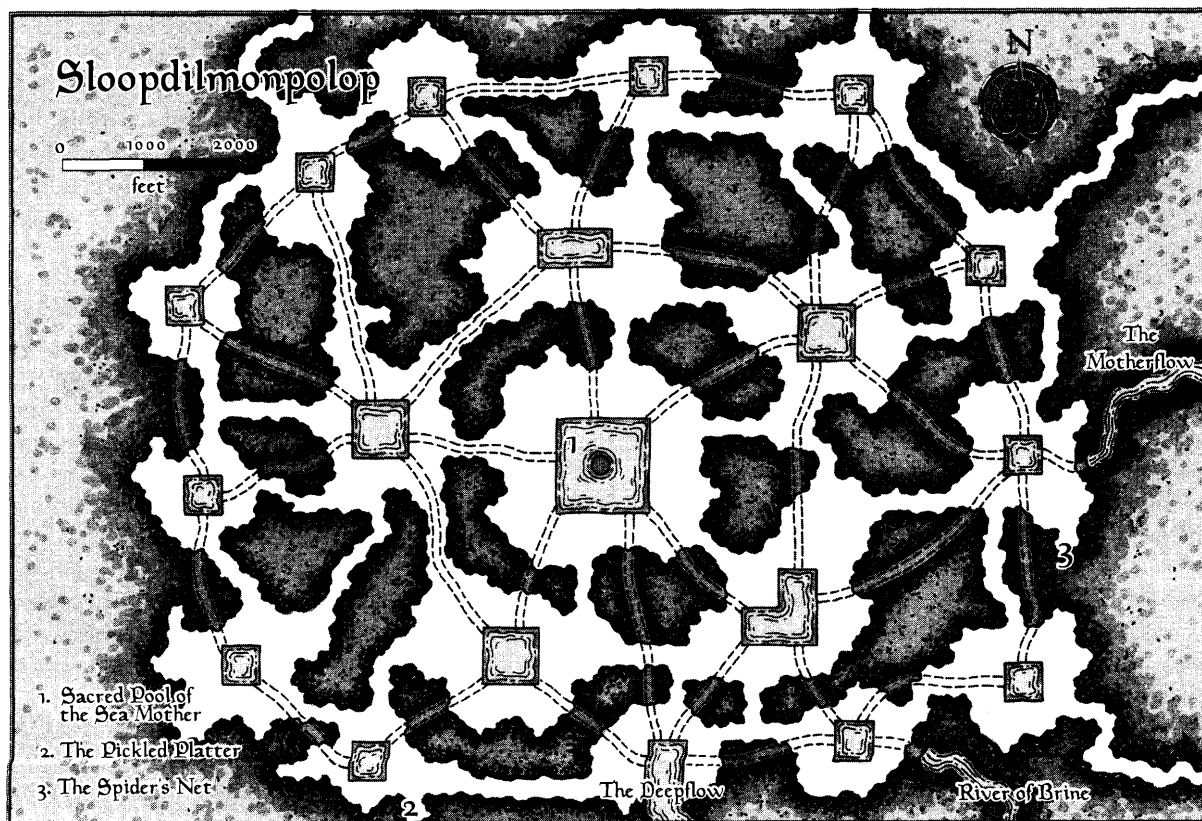
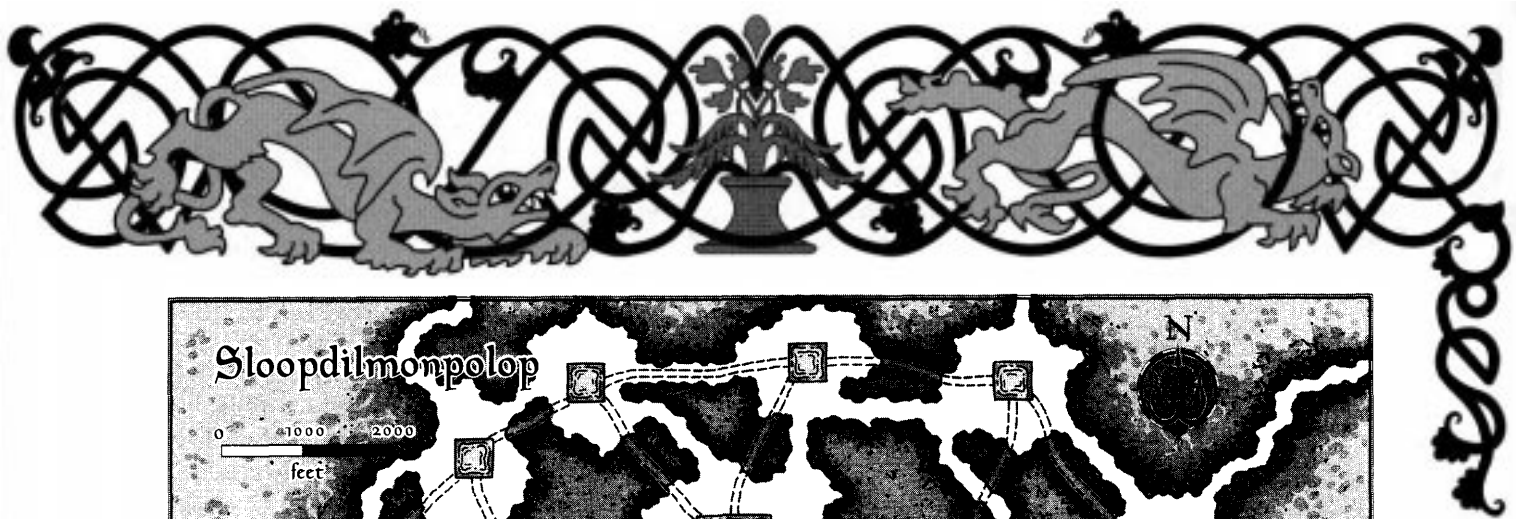
At the center of each cavern lies a smaller version of the Sacred Pool, linked by flooded, semicylindrical tunnels that mirror the overhead passageways. As such, one can travel in the city by walking from cavern to cavern or swimming from pool to pool. The tunnels and lesser pools are overgrown with kelp and home to countless crustaceans, fish, and mollusks harvested by the kuo-toa.

The flooded tunnels also lead down to a natural grotto a mile or more beneath Sloopdilmopolop. Known as Kraken's Loch, the grotto is the lair of the Cephalopolop, a renegade kraken that wields power quietly within the city.

Aside from kuo-toan pilgrims, visitors are expected to confine themselves to the outer ring of caverns along the southern and eastern periphery, but are otherwise ignored. The City of Pools is a regular transit point for Underdark merchants, and many established trading companies maintain semipermanent outposts in abandoned caverns here. Open warfare is not tolerated, but otherwise almost anything goes.

**Who Rules:** The City of Pools is ruled by Va-Poolgol Dagagoorg, a mad priest-king. The nine Oorg-Poolgoopan, also known as priest-dukes, serve the priest-king as councilors and as governors of various aspects of city life, maintaining a tenuous grasp on sanity themselves. The priest-king's preeminent councilors include the priest-duke of fisheries, Oorg-Poolgoop Bahurlgagoop (CE male kuo-toa T12/P10 of Blibdoolpoolp), the priest-duke of trade, Oorg-Poolgoop Viboolkugoorg (CE male kuo-toa T12/P10 of Blibdoolpoolp), and the priest-duke of war, Oorg-Poolgoop Gibupgagool (CE male kuo-toa T12/P10 of Blibdoolpoolp). Other priest-dukes oversee portfolios that include agriculture, mining, pilgrims, sacred sites, slaves, and the rearing of fingerlings.

**Who Really Rules:** For centuries, the Cephalopolop (NE kraken), a renegade kraken from



the seas above, has subtly guided the city's rulers from the brackish pools of Sloopdilmopolop. The kraken of Sloopdilmopolop claims all flooded tunnels beneath the Dragon's Neck Peninsula, Firedrake Bay, and the Starspur as its demesne, but it rarely leaves its flooded lair beneath the city.

Although small for a kraken, the Cephalopolop more than compensates for its diminutive bulk (a mere 50 feet long) with cunning, secrecy, and ambition. The Cephalopolop has long plotted against the kraken that lurks off the coast of Calimshan. Its plans were set back severely when, seven years ago in the Nelanther, a third kraken slew the dragon turtle known as the Curse of Irphong and assumed its title and lair. With two sentient giant squids as potential adversaries, the Cephalopolop has been forced to move more cautiously.

**Population:** Nearly eight thousand adult kuo-toa call Sloopdilmopolop home, although there is room for thrice that number, as the population has slowly declined for centuries. More than two thousand five hundred slaves of various races dwell in the City of Pools, and as many as five hundred other beings, with the notable exception of illithids, dwell in Sloopdilmopolop without restriction.

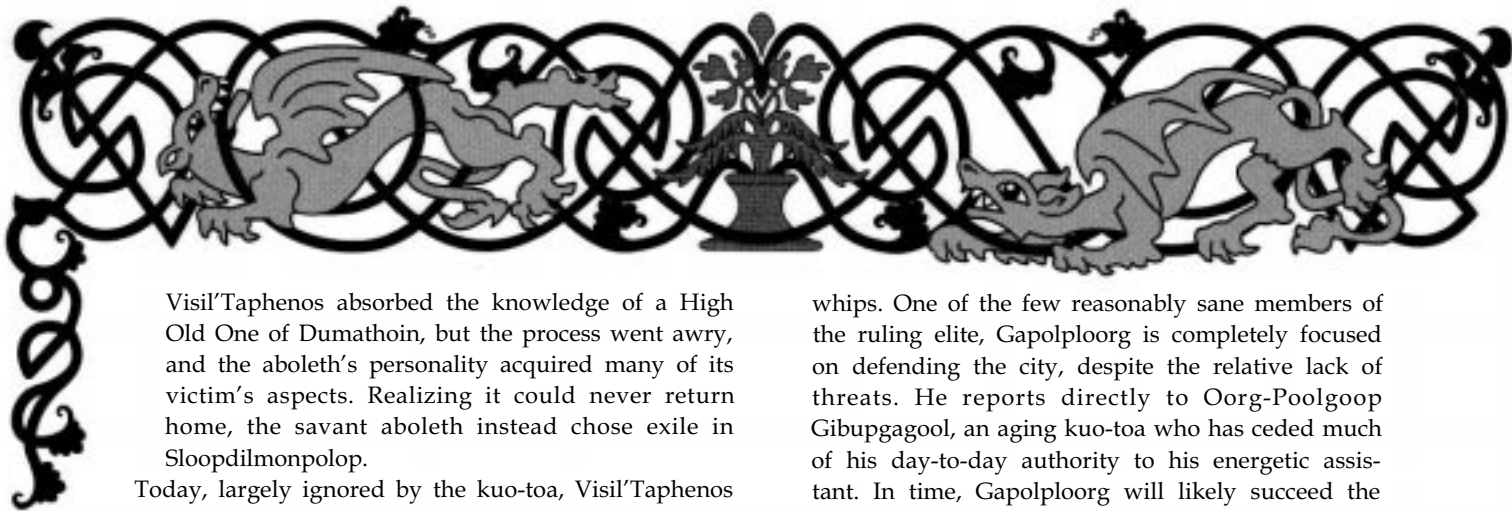
**Major Products:** Crustaceans, gems, fish, fungi, kelp, mollusks, pearls, salt, scrimshaw, shells, and unworked ore.

**Armed Forces:** Sloopdilmopolop's standing army includes eight hundred kuo-toan warriors, although more than seven times that number can be mustered. Two hundred or more officers, all elite warriors, lead the armed forces. A typical patrol ranges as far afield as 6 miles from Sloopdilmopolop and includes twenty to thirty kuo-toa, four to eight slaves, one monitor, four whips, two lieutenants, and one captain. Internal security is the province of the Blib-sanvu, a monastic order of roughly four hundred monitors.

#### Notable Mages and Sages:

- Visil'Taphenos Meadswimmer (LN savant aboleth M12/P10 of Dumathoin), a renegade aboleth from Llurth Dreier, is a longtime resident of the City of Pools. Descended from a line of aboleth who specialized in dwarven lore, Visil'Taphenos displayed the exceptional mental gifts necessary to become a savant early on. Intrigued by the possibility of combining complex aboleth symbols with dwarven rune lore, Visil'Taphenos ranged far afield to consume one of the few remaining dwarven runemasters.





Visil'Taphenos absorbed the knowledge of a High Old One of Dumathoin, but the process went awry, and the aboleth's personality acquired many of its victim's aspects. Realizing it could never return home, the savant aboleth instead chose exile in Sloopdilmopolop.

Today, largely ignored by the kuo-toa, Visil'Taphenos is one of the preeminent Underdark sages. The savant aboleth's fields of study include dwarven architecture, dwarven genealogy, dwarven languages and dialects, geology, Shanatar history, and myconology. Regardless of the inquirer's race, Visil'Taphenos exchanges its information for dwarven artifacts and lore. The Cephalopolop tolerates the aboleth's presence with the understanding that the kraken can freely call upon Visil'Taphenos for information.

**Notable Clergy and Churches:** At the heart of the city lies the Sacred Pool of the Sea Mother, a square, subterranean lake occupying a cavern nearly 1,000 feet long and wide. Dedicated to the worship of Blibdoolpoolp, this ancient house of worship has been fashioned by generations of slaves into an aquamarine grotto whose ceiling, walls, and lakebed are adorned with coral, shells, gems, and polished stones. Seven tiers of stone benches encircle the Sacred Pool. Its waters slope to a depth of 15 feet. In the center of the Sacred Pool sits a ziggurat of polished igneous rock that rises 70 feet above the water's surface. A 30-foot-tall malachite statue of the Sea Mother stands atop the ziggurat, the right claw open and raised while the left claw is open and held out over the topmost tier.

- Va-Poolgol Dagagoorg (CE male kuo-toa T14/P12 of Blibdoolpoolp) serves both as king of Sloopdilmopolop and high priest of the Sacred Pool of the Sea Mother. Consumed with madness, the Va-Poolgol is the Cephalopolop's puppet, viewing the kraken as a divine manifestation of Blibdoolpoolp. Dagagoorg believes that he rules a vast empire throughout the Underdark and the seas above. He perceives all creatures as kuo-toa, regardless of their true natures. Brief, intermittent periods of lucidity enable him to perceive other beings in their true forms, and such bouts of sanity usually result in pogroms against unspecified infiltrators. Fortunately, the Va-Poolgol is usually content to witness the execution of a handful of random slaves to ensure the security of his empire.
- Gapolploorg (CE male kuo-toa monitor T9/P7 of Blibdoolpoolp), Commander of the Va-Scour, commands the order of priest/thieves who serve as

whips. One of the few reasonably sane members of the ruling elite, Gapolploorg is completely focused on defending the city, despite the relative lack of threats. He reports directly to Oorg-Poolgoop Gibupgagool, an aging kuo-toa who has ceded much of his day-to-day authority to his energetic assistant. In time, Gapolploorg will likely succeed the priest-duke of war, a promotion he plans to celebrate by launching an assault on the svirfneblin clans beneath the Starspire Mountains.

**Notable Guilds:** The Severed Claw, a guild of kuo-toa thieves secretly based in Sloopdilmopolop, is feared throughout the southwestern Underdark. Small, autonomous bands, known as Claws, haunt established trade routes in the territory once claimed by Deep Shanatar, preying on merchant caravans. Guild members display a rare level of coordination for kuo-toa, coupled with an uncanny knowledge of which caravans are worth raiding. The secret behind their success is the Cephalopolop, for the kraken uses magic to contact its scattered minions, send them fresh supplies, and receive their bounty.

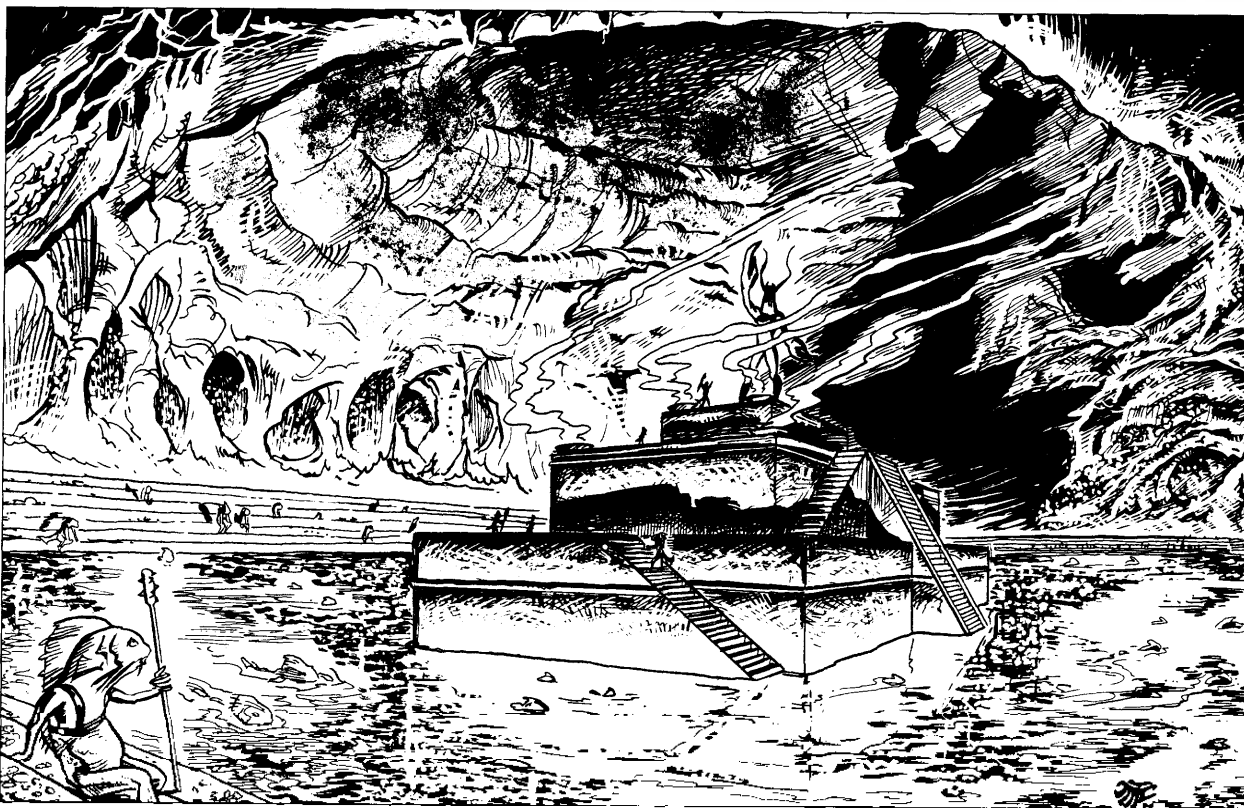
**Equipment Shops:** Partial.

**Adventurers' Quarters:** Although Sloopdilmopolop lacks any sort of rooming house, visitors may temporarily reside in one of the many empty dwelling caverns.

- The Pickled Platter (fair/cheap) caters to deep-dwelling humans, demihumans, and humanoids, serving basic Underdark fare, with cheap alcohol and the notable exception of any sort of seafood. The house specialty, green mushroom mead, is a noxious, potent brew that leaves heavy drinkers in a haze for days.
- The Spider's Net (good/expensive) caters to drow, whose caravans regularly pass through, as well as humans and demihumans daring enough to dine amid them. The menu consists entirely of seafood prepared for the drow palate. The house specialty, salt wine, is an acquired taste, as it is prepared from brackish water drawn from the River of Brine mixed with fish oils and fermented fungal juices.

**Important Characters:**

- Kurplarhagoon (CE male kuo-toa monitor F9) is the Commander of the Blib-sanvu, the elite, celibate order of monitors. Responsible for controlling violent or insane kuo-toa, Kurplarhagoon has himself succumbed to an insidious madness that warps the traditional duties of his command. Kurplarhagoon suffers from a limited form of monomania that



causes him to obsessively fixate on specific individuals he suspects of excessive violence or irrational behavior. So, while the order does weed out kuo-toa who become violent or insane, the monitors often spend months hunting a specific individual—who may well have already disappeared—while ignoring similar behavior in other kuo-toa.

- **Rhykdeq the Icy** (CN male ixzan M9) is an enterprising merchant in the City of Pools who makes regular trading runs up and down the Deepdrain. The ixzan ray employs brown mold and spells to freeze cargo into slow-melting, cylindrical blocks of ice. Ixzan in Rhykdeq's employ wear harnesses tethered to the ice blocks to drag them to their destinations.

**Surface Connections:** Seven major tunnels lead into the City of Pools from the surrounding Underdark; three are flooded. The River of Brine is an ancient waterway linking sea caves on the southern shore of the Starspur along the Lagoon of the Trollspear with the network of flooded tunnels beneath Sloopdilmopolop. (At peak high tide, small ocean-dwelling creatures are sometimes drawn into this waterway and down into the nets of the kuo-toa. It was

by this route that the kraken made its way into the city's flooded underways.) The Motherflow is a freshwater subterranean river that runs west from the eastern Starspire Mountains to the roof of the easternmost cavern of Sloopdilmopolop. The Deepdrain is a brackish waterway, navigable along its entire length by small barges, that wends its way south from the southernmost cavern of the City of Pools to the western reaches of Alatorin before petering out over a bed of porous rock. Two of the four dry passages lead north to Xothaerin and Karsoluthiyl. A third tunnel leads north and east beneath the Forest of Tethir, and a fourth passageway runs south and east toward Iltkazar.

**Local Lore:** Sloopdilmopol, a great kuo-toa prophet, founded the City of Pools over 4,000 years ago as a temple-city of Blibdoolpoolp. Over time, the temple grew into a theocratic city-state ruled by a series of priest-kings with ambitions of empire building.

Alarmed by increased kuo-toa raids, the dwarves of Sondarr and Xothaerin dispatched scouts who eventually discovered the City of Pools. For centuries thereafter, the dwarves fought the kuo-toa, waging a campaign of mutual extinction. Although Sloopdilmopolop was never overrun, the Axe and Fin Wars



ushered in a period of decline from which the city has never rebounded.

One benefit of Sloopdilmopolop's political and military stagnation has been its emergence as a major transit point for merchants. Located at the nexus of several major trading routes, the city's regular patrols keep the region relatively safe, and the priest-king does not tax travelers passing through his caverns. In addition, the city's bountiful harvests produce more than enough food to feed the dwindling populace, allowing enterprising kuo-toa to trade their agricultural excess for armor, weapons, and other goods.

## Environs of Sloopdilmopolop

For centuries, the environs of Sloopdilmopolop have been extensively mined by slaves of the kuo-toa, and most veins are played out. However, after they are intentionally flooded, abandoned mine shafts serve as kelp farms. Since the City of Pools plays an important role in Underdark commerce, it seems unlikely that any other city would conquer it. Nevertheless, another race may someday seek to claim the City of Pools for itself, the promise of a rich bounty of foodstuffs outweighing the benefits of an independent trading hub. Although the brackish waters hold little appeal for aboleth and ixzan, the matron mothers of Gualldurth and the Elder Conclave of Oryndoll have long contemplated just such an assault.

### Karsoluthiyl

In the Year of the Bloody Goad (-105 DR), the drow of House Tanor'Thal stumbled across an abandoned temple of Lolth near a 37,000-foot-long vertical corridor known as Belkram's Fall, or the Shaft. To their astonishment, an active series of two-way teleport gates in the temple led to sea caves beneath Ruathym, from there to the small drow trading post of Karsoluthiyl located deep beneath the Sea of Swords and miles to the west of what is now Baldur's Gate, from there to a second set of sea caves beneath Ruathym, from there to deep caverns among the Craggs, and from there back to the Spider Queen's ancient temple in Undermountain. In the decades that followed, the leaders of House Tanor'Thal established temples consecrated to the Spider Queen at each terminus of the teleport gates and used the *series gate* and the temple

areas to establish a religious and monetary power base in the Underdark beyond compare.

Using their influence, the ruling matrons of House Tanor'Thal dominated Karsoluthiyl on both secular and spiritual fronts, overseeing the transformation of the lonely outpost into a small Underdark city. Their primary stronghold within Karsoluthiyl is centered about the temple to Lolth and the *series gate*, a huge citadel that is the center of House Tanor'Thal's power. Their central temple within Undermountain, now known as Kyorlamshin, is an expanded stopover area for slaving runs to and from Skullport. The teleport gates only operate for three days per month when the moon is new in the surface world (a fact known only to the elders of House Tanor'Thal). Karsoluthiyl's ruling house has established Underdark routes that physically link the two temples and allow the rulers to continue their slaving operations, albeit relatively slowly.

Currently, the matron mother of House Tanor'Thal, Haelra Tanor'Thal, wants to maintain the gate only for simple slaving runs, but other drow houses in Karsoluthiyl want to change that traditional practice. House Lysaen, a mercantile drow clan of Karsoluthiyl with other slaving holds in Undermountain, is trying to use its considerable political muscle to force the elder house to allow the use of the teleport gates by others. They are pushing the notion of using the gates to allow the drow to resettle on a more permanent basis in the Underhalls. To that end they have dispatched Ahlysaaria Yril'Lysaen (CE female drow P5 of Lolth), three other priestesses of the Spider Queen, and a drow hunting party of thirty-two male drow warriors to establish a presence within Undermountain's upper halls (specifically Room #47 of Level Two on the map in *Ruins of Undermountain*) in order to try to rebuild a slaving route from the surface to the Underdark. That route, far more arduous than the route employed by House Tanor'Thal, begins in Karsoluthiyl and leads through the Underdark to a teleport site 20 miles away from Waterdeep from which one can magically jump to a site in Level Three North of Undermountain, close to the D stairs. The route then leads up the stairs to the closest site labeled 2TC, from which it leads to the second site labeled 2TC via another teleport jump and then on through the halls of Undermountain to Room #47 on Level Two. The return route requires an overland journey to the Forest of Wyrms near Soubar, and from there a trip through the Underdark back to Karsoluthiyl. For now, House Tanor'Thal can ignore the threats of House Lysaen, but not for long.



## Sondarr

One of the eight subkingdoms of Deep Shanatar, the Seastar Kingdom of Sondarr stretched beneath the length of the Starspire Mountains and out under the Sea of Swords to the caverns beneath the southern Nelanther. Sondarr's territory was roughly divided in thirds, with Clan Gemcrypt occupying the tunnels beneath the eastern Starspire Mountains, Clan Ghalmrin occupying the tunnels beneath the central peaks, and Clan Trollsphear occupying the tunnels that stretched from the Starspur all the way to the isle of Nemessor.

For much of the realm's existence, a trio of regents known as the Triumvirate ruled Sondarr. Composed of the ruling ardukes of each of the three major clans, the Triumvirate was established within a few centuries of the founding of Shanatar.

The death of King Ebersar marked the beginning of a period of tumult in the Seastar Kingdom, for the long-lived monarch had no direct heir. The king's three daughters had each married the reigning arduke of one of the major clans, and each princess had borne a son and potential heir to the throne. However, despite months of wrangling, the leaders of the three major clans could not agree on a new king. The Triumvirate was established to rule until such time as the succession was resolved. In time, the Seastar Kingdom devolved into three separate duchies united only in name, and each of the major clans largely went its own way. The Stout Folk of Sondarr eventually paid the price for their divisiveness, however, as Clan Ghalmrin died out after years of feuding with the Fair Folk of the Forest of Tethir and later Clan Trollsphear fell to a horde of merrow and scrag. With the collapse of Clan Ghalmrin's erstwhile allies, the arduke of the last major clan laid claim to the regalia of Sondarr. However, the Seastar Kingdom remained without a true king, for the royal bloodline of Clan Ghalmrin had died out centuries before, when the last of that family had left the title to his brother-in-law.

Although much reduced in number, Clan Ghalmrin still dwells under the eastern Starspire Mountains in an isolated dwarven settlement known as Morndivver. The eight hundred or so dwarves in Morndivver have made tentative agreements with the Crown of Tethyr, and may eventually widen their involvement in the country and government. For now, the Clan Ghalmrin dwarves maintain thrice-yearly trading expeditions to Zazesspur, and a recently initiated fourth trip down to Darromar to trade rare metals and dwarven-worked weapons and

armor for textiles, leather goods, and other items they cannot provide themselves. For now, Arduke Obar Ghalmrin's distrust keeps the clan isolated; "Remember Shanatar," he tells the clan. His second son Vorn, the Shield Brother on Tethyr's Court, assures him of the honesty and integrity of the current human regime, but the arduke wants to wait a century to see their promises delivered before trusting humans again.

Other remnants of fallen Sondarr include the Cloister of St. Ramedar and the catacombs of Zazesspur. The former is an Ilmatari monastery located on the southern slopes of Mount Adiir. The complex was known to the seafaring dwarves of Clan Trollsphear, who inhabited it as the port of Velmhold. The latter was a city known to the dwarves of Clan Ghalmrin, who inhabited it as Ultoksurlur, and it served as the nominal capital of the Seastar Kingdom. The deepest caverns of western and central Sondarr are now home to several isolated clans of svirfneblin, with the total population numbering less than five hundred deep gnomes. In time the svirfneblin may establish a kingdom of their own, but for now they remain apart and militarily weak.

## Tellectus

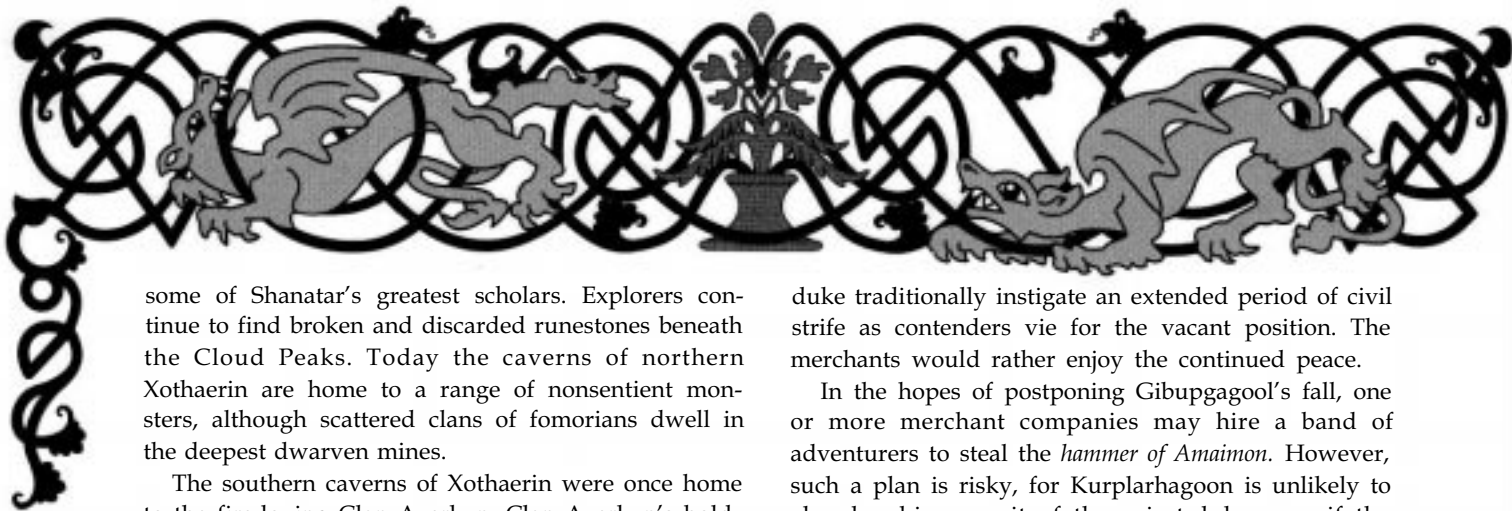
Founded by a small colony of illithids from Oryndoll in the upper Underdark near Beregost, the city of Tellectus was abandoned and fell into ruin after a devastating raid by a company of adventurers.

Although the illithids departed Tellectus long ago, a handful of their mozgriken servitors remain, abandoned by their creators and unwelcome among their svirfneblin ancestors. The deep gnome ceremorphs seem to have developed some means of reproduction, for their numbers grow slowly. Mozgriken culture evinces elements of their svirfneblin and illithid ancestry. A growing mongrelman community serves them as thralls.

## Xothaerin

One of the eight subkingdoms of Deep Shanatar, the Adamant Kingdom of Xothaerin was home to Clan Arjotun, Clan Azerkyn, and Clan Blackbanner, as well as many other minor clans and subclans. Lying beneath the Cloud Peaks and Small Teeth of western Amn, Xothaerin was split into two cavern systems, one beneath each mountain range, linked by smaller tunnels.

In addition to producing some of the greatest giant slayers ever, the northern settlements were home to



some of Shanatar's greatest scholars. Explorers continue to find broken and discarded runestones beneath the Cloud Peaks. Today the caverns of northern Xothaerin are home to a range of nonsentient monsters, although scattered clans of fomorians dwell in the deepest dwarven mines.

The southern caverns of Xothaerin were once home to the fire-loving Clan Azerkyn. Clan Azerkyn's holdings were concentrated in the lava tubes beneath twin dormant volcanoes known now as Kossuth's Eyes. Although neither volcano has erupted since the founding of Shanatar, veins of molten lava still slosh about the roots of both mountains, as evinced by the minor eruption that destroyed the lost city of Xandar, some 2 miles to the east of Kossuth's Eyes, centuries ago. Strong ties to the Elemental Plane of Fire, including a gate to the kingdom of the azer at the heart of the magma bubble, provided the pyromancers of Clan Azerkyn with an unparalleled environment for the crafting of magical armor and weapons. Clan Azerkyn's fate is unknown, although a handful of dwarven sages claim that the dwarves emigrated to the Elemental Plane of Fire. The holdings of this clan are now claimed by a wide variety of creatures from the Elemental Plane of Fire, including a clutch of salamanders and reportedly a noble efreeti bey.

### Current Clack

The hammer of Amuimon is a large, sentient, magical adamantine warhammer forged before the fall of Xothaerin by the Clan Azerkyn dwarves. This hammer was recently presented to Oorg-Poolgoop Gibupgagool, the priest-duke of war, as a well-intentioned gift. However, weakened by age and infirmity, Gibupgagool is no match for the hammer's ego. The priest-duke has begun to succumb to its demands.

Gapolploorg, ever alert to signs of weakness in his superior, senses that his opportunity is at hand. The commander of the Va-Scour has recently informed Kurplarhagoon that he suspects Gibupgagool exhibits madness, although in truth the priest-duke's unusual behavior is attributable to the sentient hammer's overwhelming personality. The commander of the Blib-sanvu increasingly fixates on the priest-duke's strange behavior and is likely to order the monitors of the Blib-sanvu to unseat the aged Oorg-Poolgoop in a matter of days. If word of Kurplarhagoon's intentions gets out, however, the various merchant companies that use the City of Pools as a transit point will likely get involved. Accusations of insanity against a priest-

duke traditionally instigate an extended period of civil strife as contenders vie for the vacant position. The merchants would rather enjoy the continued peace.

In the hopes of postponing Gibupgagool's fall, one or more merchant companies may hire a band of adventurers to steal the *hammer of Amuimon*. However, such a plan is risky, for Kurplarhagoon is unlikely to abandon his pursuit of the priest-duke even if the hammer is stolen. Moreover, once Gibupgagool is dead, Kurplarhagoon's attentions may be drawn to whoever else wields the hammer, for the commander of the Blib-sanvu is likely to conclude that the root of the priest-duke's madness was the weapon itself.

## Zokir

### The City of Orbs, Upper and Middle Reaches

Zokir is located under the Alimir Mountains of eastern Calimshan, beneath the Echoing Canyons of Kush. Since its founding in -2381 DR, the beholder city has grown into a vast artificial chasm hewn by generations of repeated disintegration rays. The chasm is approximately a quarter mile across at its widest point, nearly 2 miles long, and over a half mile high. The steep walls slant in and are honeycombed with individual beholder lairs. Each lair consists of a cluster of vertical tubes artfully blasted from stone with small horizontal tunnels connecting the individual tubes at varying heights. Since the entrances begin high above the chasm floor, these lairs are accessible only by creatures capable of flight or levitation.

Zokir's floor is home to the thousands of slaves who do not personally serve a beholder citizen. The slave warrens, commonly known as the Meat Locker, are a throng of struggling humanity. A heavily polluted subterranean stream known as the Tearflow winds through the packed hovels, and small colonies of fungi and lichen on the walls provide the slaves' sustenance.

The city's two most notable sights are the Bloodorb, which hovers at the heart of Zokir, and the Runemesa, which dangles from the southern end of the city where the chasm roof curves down to touch the floor. Overall, the city is well built for flying creatures.

**Who Rules:** Zokir is ruled by a council of ten hive mothers known as decurions. The Decury is chosen and presided over by the autarch, a position held by a venerable hive mother by the name of Quivnaxlak the Icosacular (LE hive mother).



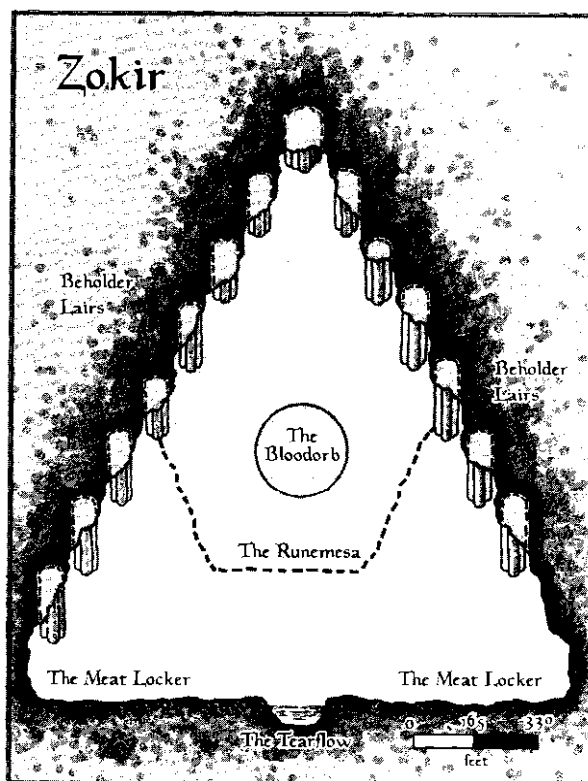
**Who Really Rules:** Nearly two hundred hive mothers dominate every aspect of life in Zokir, capital city of the beholder nation, Il't'Zokir. Each hive mother is served by ten times that number of true beholders, most of whom serve directly.

**Population:** True beholders are the predominant subrace of Zokir; more than two thousand four hundred reside there and in neighboring Underdark areas. Although estimates vary, at least a tenth of this population is beholder mages and another tenth is hive mothers. Abominations are almost unheard of, even in times of war. The relative absence of such sterile breeds as directors, examiners, lensmen, overseers, and watchers may be the result of centuries of unchallenged pre-eminence or a unique genetic predisposition in the Alimir Hive. Old Calishite writings suggest that such abominations may have played a small role in the Eye Tyrant Wars of -170 DR to -166 DR and a much more important role in the wars that raged the length of the Almraiven peninsula from -1280 DR to -1080 DR.

Zokir is also home to an additional forty thousand human, demihuman, and humanoid slaves. This sizable population is the result of millennia of raiding, slave trading, and breeding. As a result, the populace of Calimshan and the Arnaden region is largely unaware of thousands of their kin in the caverns below. Zokir's slave populace is predominantly Calishite and Arnadar humans, although large minorities of shield dwarves, rock gnomes, deep gnomes, and skulks are also found. The humans have adapted to subterranean life, and generations of forced inbreeding with the dwarven community provides many with slight infravision (range 10 feet or so).

A sizable minority of Il't'Zokir's beholder population is known as "outlanders" for their abiding interest and residence in the Realms Above. This group, fluctuating between one hundred and four hundred beholders, plagues the surface region of Arnaden and is venerated among beholder cults along the Lake of Steam. Although the outlander community of the Alimir Hive has suffered repeated setbacks in its efforts to establish a surface realm, the victories of surface dwellers against the beholders have never disturbed the sanctity of Il't'Zokir. The autarch and the Decury neither support nor hinder the outlander community's efforts, since Zokir's ruling elite believe such efforts pose no danger to the overall security of the Hive and occupy the time of the upstarts who chafe under their authority.

**Major Products:** Beholder armor, deep rothé (breeding stock as well as hides, mutton, wool), gas

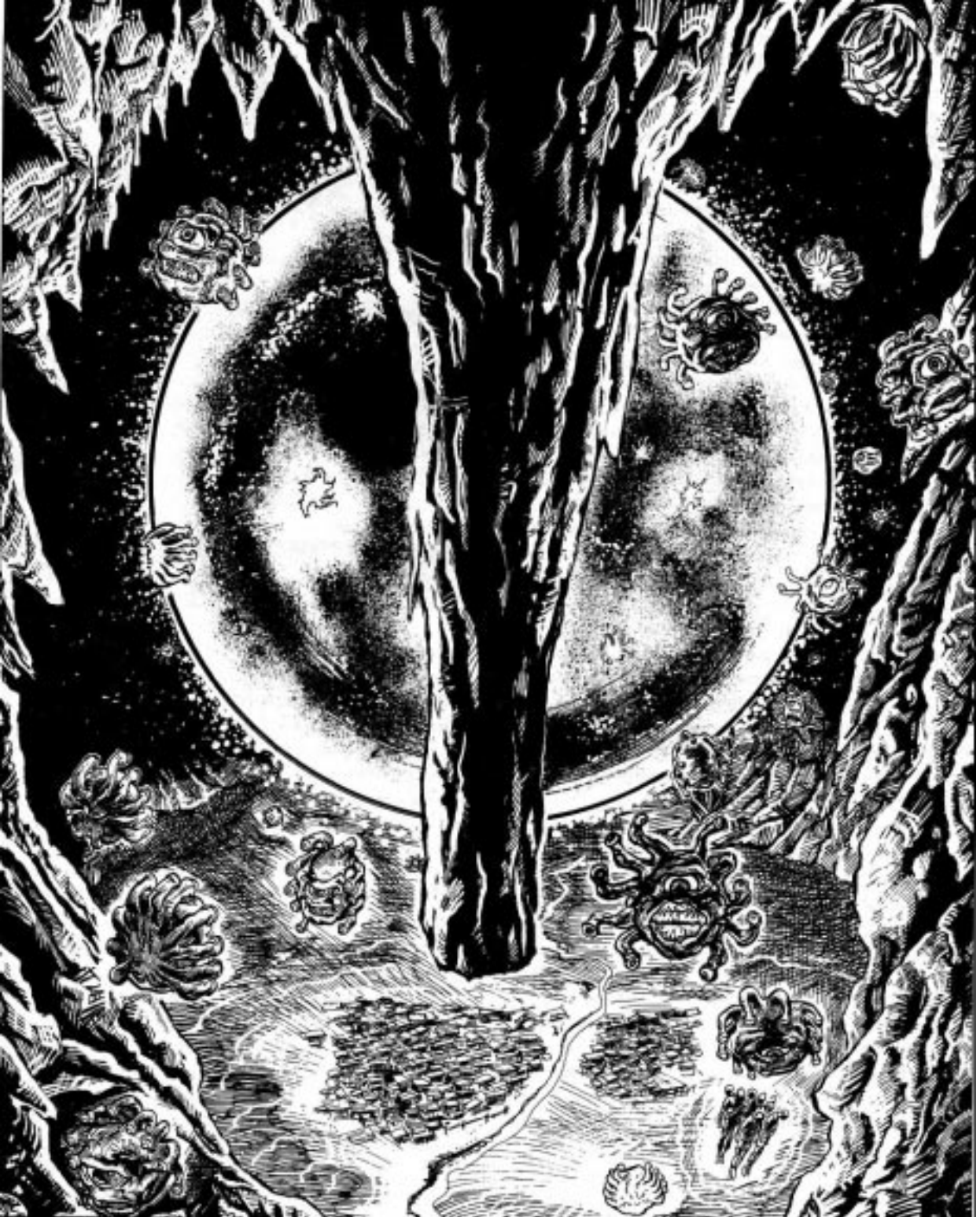


spores, mouthpicks, mushroom wine, stone sculptures, slaves, subterranean fish, and zardazil.

**Armed Forces:** Heavily armed companies of charmed slaves patrol Zokir's environs, each led by three true beholders and one beholder mage. A typical patrol includes thirty or more human and shield dwarf male warriors in chain mail, armed with axes, maces, and swords. Dispelling such charms decreases troop coordination, but rarely leads to mutiny, as years of conditioning and the implicit threat to family members in Zokir squash thoughts of rebellion. Beholders leading such patrols increasingly use mouthpicks and beholder armor to supplement their already formidable arsenals.

**Notable Mages and Sages:** Wizardry among the beholder populace is not encouraged, but neither is it banned. Nevertheless, beholder mages and elder orbs are relatively rare compared to other hives.

- Vaxall (LE elder orb) of the Dying Gaze is an elder orb who delights in tormenting and slaying its foes. Vaxall wants to establish the Alimir Hive's dominance throughout the surface lands of the Arnaden region, Calimshan, eastern Tethyr, and Erbkazar. To date, it has refounded the ancient beholder cults that once





flourished on the western shores of the Lake of Steam, established a capital in Mintar, and plots the gradual conquest of the region by its minions, Teldorn Darkhope and the Knights of the Black Gauntlet.

Vaxall is the most powerful beholder in the Alimir outlander community and the first in centuries who could unite the fractious individuals into a cohesive group. Vaxall's elite servants include Gauntlet, Skullpyr, and the Doom Brigade—a battle horror, a flameskull, and a company of ten helmed horrors, respectively. The elder orb has devised a spell known as Vuxu2l's doomstalk, which lets it magically extend a single eyestalk through the neck opening of a helmed horror as long as the spellcaster and the target remain on the same plane. Unbeknownst to even the Decury's spies, Vaxall is an elite member of the Twisted Rune who answers directly to the ruling Runemasters.

- Chosen of Gzemnid, Skixtalq the Obscurant (CE elder orb) is the hive's preeminent acquirer of knowledge, much like a respected sage in the Realms Above. Skixtalq is said to receive visions from Gzemnid, and the autarch and the Decury regularly seek its counsel. Skixtalq's title "the Obscurant" refers to its relentless efforts to eliminate all knowledge about beholders aboveground. To this end, Skixtalq's charmed agents target libraries and sages throughout the South, plundering or destroying ancient tomes that discuss successful strategies against beholders and permanently silencing scholars who study such arcane subjects.

**Notable Clergy and Churches:** Though beholders are irreligious, some places or beings still have spiritual significance to Zokir's residents, beholders or otherwise.

The spherical Bloodorb, temple of the Great Mother, magically hovers above Zokir, serving as both the primary temple of the Great Mother and as the council chambers of the Decury. It is fashioned entirely of iron alloyed with zardazil. Only hive mothers who have undergone the Rite of Bleeding can enter the Bloodorb. The Rite of Bleeding creates a private portal, a region of the sphere whose metal was mixed with a hive mother's blood, permitting it to body phase through that region only. Sections of the Bloodorb are replaced to allow for new portals when a new hive mother ascends.

The Runemesa is a temple of Ibrandul built for the slaves. After centuries of subversive worship by Zokir's slave populace, the ruling hive mothers finally allowed a temple of Ibrandul in the city's slave warrens. Impen-

etrable Lurker Nadim el Ibrandul (CN male human P9 of Ibrandul) presides, aided by nine priests and twenty-four followers.

The Runemesa itself is a steep, glass-smooth plateau formed by cleaving off the bottom half of a massive stalactite. Textured runes and glyphs are carved onto the mesa's flat side, and several stone staircases lead "up" to it from the ceiling of the central slave cavern. Thanks to the Runemesa's upside down design, only slaves capable of flight or *spider climbing* can easily worship unless a beholder exercises its *telekinesis* ability on a slave's behalf. Despite this limitation, Ibrandul's faithful still climb steps fashioned from severed stalagmites to worship their god. They kneel and caress the runes and glyphs of varying texture and shape while meditating. The temple was deliberately fashioned like this by the beholder slavers as a cruel taunt and an inducement for loyal service. Nevertheless, the Runemesa serves as a beacon of hope throughout Zokir, visible from nearly any vantage.

**Notable Guilds:** The Fire Lizards are a loose guild of petty thieves whose membership includes over sixty skulks. These cowardly humanoids plague Zokir as they do the rest of the Underdark beneath Calimshan. Although these nigh invisible rogues prey mainly on Zokir's slave population, they steal from their eye tyrant overlords as readily as their kin when opportunity presents itself. After centuries of petty theft and periodic campaigns to annihilate the Fire Lizards, the hive mothers of Zokir have resigned themselves to the Lizards' enduring presence.

The Twelfth Eye is one of several slaving guilds based in Zokir that provides the City of Orbs with a small, steady influx of new slaves. This relatively young guild is notable for a string of recent successes that have enabled it to seize control of the majority of the city's slave trade. This achievement is attributed to the tactical brilliance of its founder, Khelmoth of the Twelveyes (LE beholder). The guild's name refers to its dual function as an intelligence network that answers to Khelmoth, but whose information is regularly sold to the autarch. Khelmoth has established a series of gigantic pens throughout the Underdark where slaves are held prior to shipment to Zokir. Khelmoth aims to control Zokir's imported food market as well its slave trade, a logical fit given the extensive overlap between the two markets.

**Equipment Shops:** Poor.

**Adventurers' Quarters:** Zokir does not have non-beholders except as slaves. As such, there is little call for inns, boarding houses, bars, or taverns catering to





humans, demihumans, or humanoids. Heavily armed trade delegations from Guallidurth, Oryndoll, or settlements farther afield are restricted to the city's periphery and responsible for their own habitation.

**Important Characters:** Revered Sister Fadila el Ilmater (LG female human P9 of Ilmater) dwells in anonymity in the Zokir slave warrens. This elderly priestess was sold into slavery as a child and has dwelt in Zokir for nearly eighty years. The Crying God manifested to Fadila on her sixteenth birthday, and she has willingly followed her calling by ministering to Zokir's slave populace ever since.

**Surface Connections:** A maze of tunnels connects Zokir with surrounding Underdark and surface settlements. Known entrances from the surface that lead more or less directly to Zokir lie behind the carvings of Mount Phevos, in the Echoing Caverns of Kush, the heart of the island of Olodel, the catacombs of Mintar, and from a small cavemouth in Minthrux Vale in the eastern Marching Mountains. Other tunnels lead west to the Guallidurth area, northwest to the caverns of Ultoksamrin and from there to the drow enclaves of Allsihwann, Dallnothax, Holldaybim, and Iskasshyoll, and north toward Iltkazar and Oryndoll.

**Local Lore:** A sizable minority of the populace grows increasingly anxious to use their accumulated knowledge. In the past, dissent has led to an expansion of the outlander community with commensurate destruction in the Realms Above. However, after centuries of relative dormancy, increased activity within the Bloodorb suggests that something else may be afoot as well.

## Environs of Zokir

The eye tyrants of the Alimir Hive have honeycombed the Alimir Mountains with tubular tunnels. Such passageways often collapse (deliberately or accidentally) after their construction. As a result, the caverns of Ilt'Zokir are a labyrinth of artificial tunnels and caverns that twist and turn at angles too steep for most nonlevitating creatures, heavily pockmarked with cave-ins. The beholders and their minions are often active beyond the immediate city, making travel among or beneath the Alimir peaks a risky proposition.

### Dao Delvings

Millennia ago, in the Time of the Genies, the djinn, efreet, and to a lesser extent the marid established great empires in what is now Calimshan and southern

Tethyr. Less well known to surface scholars who study the Calim Empire, Memnonnar, and Ajhuutal is that the dao—genies from the Elemental Plane of Earth—also established their own underground kingdom beneath the realms forged by their genie-kin.

In -7717 DR, the reigning Ataman of Imir of the Great Dismal Delve established a permanent two-way *gate* between his holdings on the Elemental Plane of Earth and a cavern complex beneath what is now the occupied town of Kzelter. House al-Imiri withdrew from the region circa -6000 DR in the face of the burgeoning strength of Deep Shanatar and the rise of genie-hating Coramshan on the surface. A corrupted form of the dao house's name survives, for "Alimir" stems from the ancient dao residence in this region.

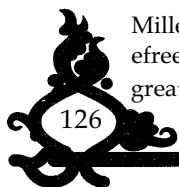
Later generations of genies from the Elemental Plane of Earth returned to their holdings on the Prime Material Plane, but their numbers and activity never matched that of the first colony and none have been spotted in the region for centuries. Nevertheless, legacies of dao mining activity survive in the form of labyrinthine tunnels that extend from the southern Omlarandin foothills to the Almraiven peninsula's southern tip. While many of these passages have been collapsed by the dwarves of Iltkazar, the beholders of Ilt'Zokir reopen them from time to time. On occasion, travelers in this subterranean region stumble across buried artifacts of the dao, a few of which bear ancient dweomers. The *gate* that leads to the Estate of Imir from the Dao Delvings no doubt still exists, but its location and method of activation have long been forgotten.

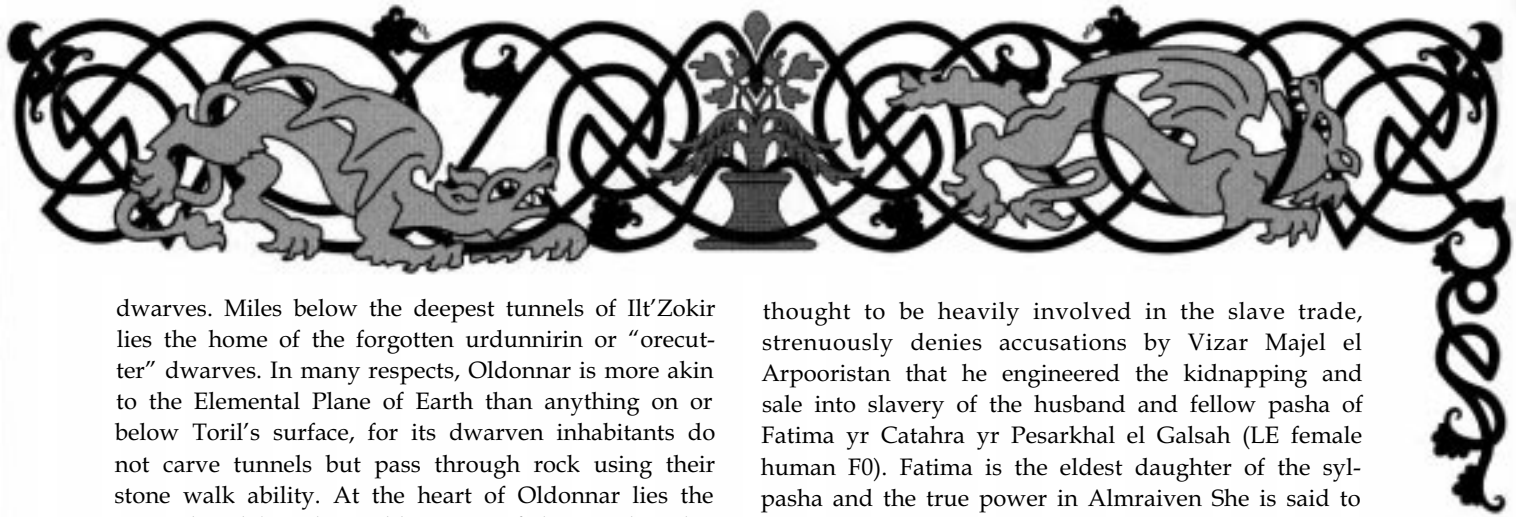
### Ilt'Zokir

Beneath the Alimir Mountains, the Almraiven peninsula, and the western Lake of Steam lies Ilt'Zokir, the beholder nation populated by the Alimir Hive. The capital city of Ilt'Zokir is Zokir, the only settlement of any size within the realm. Once Ilt'Zokir was home to some of the earliest dwarf holds of Deep Shanatar, but the dwarf mines in this region had largely played out before the creation of the *Wyrmskull Throne*. The beholders have held the tunnels of Ilt'Zokir without serious challenge for nearly four thousand years, continuously digging new passageways and caverns in an ongoing process that has created an immense apiary.

### Oldonnar

Oldonnar is the legendary Lost Kingdom of Shanatar, thought to be mythical even by most Shanataran





dwarves. Miles below the deepest tunnels of Il'tZokir lies the home of the forgotten urdunnir or "orecutter" dwarves. In many respects, Oldonnar is more akin to the Elemental Plane of Earth than anything on or below Toril's surface, for its dwarven inhabitants do not carve tunnels but pass through rock using their stone walk ability. At the heart of Oldonnar lies the Corundumdelve, the Hidden Gem of the Depths. This temple to Dumathoin is a vast dodecahedron composed entirely of tightly packed amethysts, rubies, and sapphires, each larger than a dwarven helm.

### Current Clack

Kyahj el Haedi (CN male human F0), a prominent Runden ship owner and trader in Almraiven who is

thought to be heavily involved in the slave trade, strenuously denies accusations by Vizir Majel el Arpooristan that he engineered the kidnapping and sale into slavery of the husband and fellow pasha of Fatima yr Catahra yr Pesarkhal el Galsah (LE female human F0). Fatima is the eldest daughter of the sylpasha and the true power in Almraiven. She is said to hold senior members of the Vyndahla Clan accountable for this latest fracas in Calimshan's underworld. Rumors of a coming war in the streets, palaces, and catacombs of Almraiven are rampant. Fatima is also said to be recruiting skilled adventurers to rescue her spouse from the subterranean slave warrens of the Alimir Hive, promising rewards that would tempt a dragon if someone returns her husband alive.

### KNIGHTS OF THE DINNER TABLE™ CARD CARRYING MEMBERS



BE A PART OF THE  
BIGGEST ROLEPLAYING  
ADVENTURE IN THE WORLD.

FOR \$20 A YEAR YOUR GUILD LEVEL™ MEMBERSHIP INCLUDES:

- ONE YEAR'S WORTH OF POLYHEDRON® MAGAZINE
- MEMBERSHIP CARD
- MEMBERSHIP HANDBOOK
- LIMITED EDITION AD&D® ADVENTURE
- 10% DISCOUNT AT TSR SALES BOOTH DURING CONVENTIONS
- THE CHANCE TO PLAYTEST OUR NEW RELEASES



### JOIN THE RPGA.



FOR MORE INFORMATION  
FIND US ON THE WEB AT  
[WWW.TSR.COM/RPGA](http://WWW.TSR.COM/RPGA)  
OR CALL CUSTOMER SERVICE  
(206) 624-0933



™ and ® designate trademarks owned by TSR, Inc. ©1998 TSR, Inc. All rights reserved. TSR, Inc. is a subsidiary of Wizards of the Coast, Inc. Knights of the Dinner Table™ © KenzerCo 1998 • Artwork by Jolly R. Blackburn



Advanced  
**Dungeons & Dragons**

PLANE  SCAPE

# TORMENT

THE NEXT EPIC FROM BLACK ISLE  
STUDIOS, THE PRODUCERS OF  
BALDUR'S GATE™ AND FALLOUT™ 2

Welcome to Sigil, the "City of Doors,"  
a place with gates that lead  
anywhere in existence, provided  
you have the proper key.

It is a neutral ground and watering  
hole for races across the  
multiverse all under the watchful  
shadow of the Lady of Pain,  
the enigmatic ruler of the city.  
It is a place where the word  
is mightier than the sword,  
where thought defines reality,  
where belief has the power  
to reshape worlds and change  
the laws of physics.

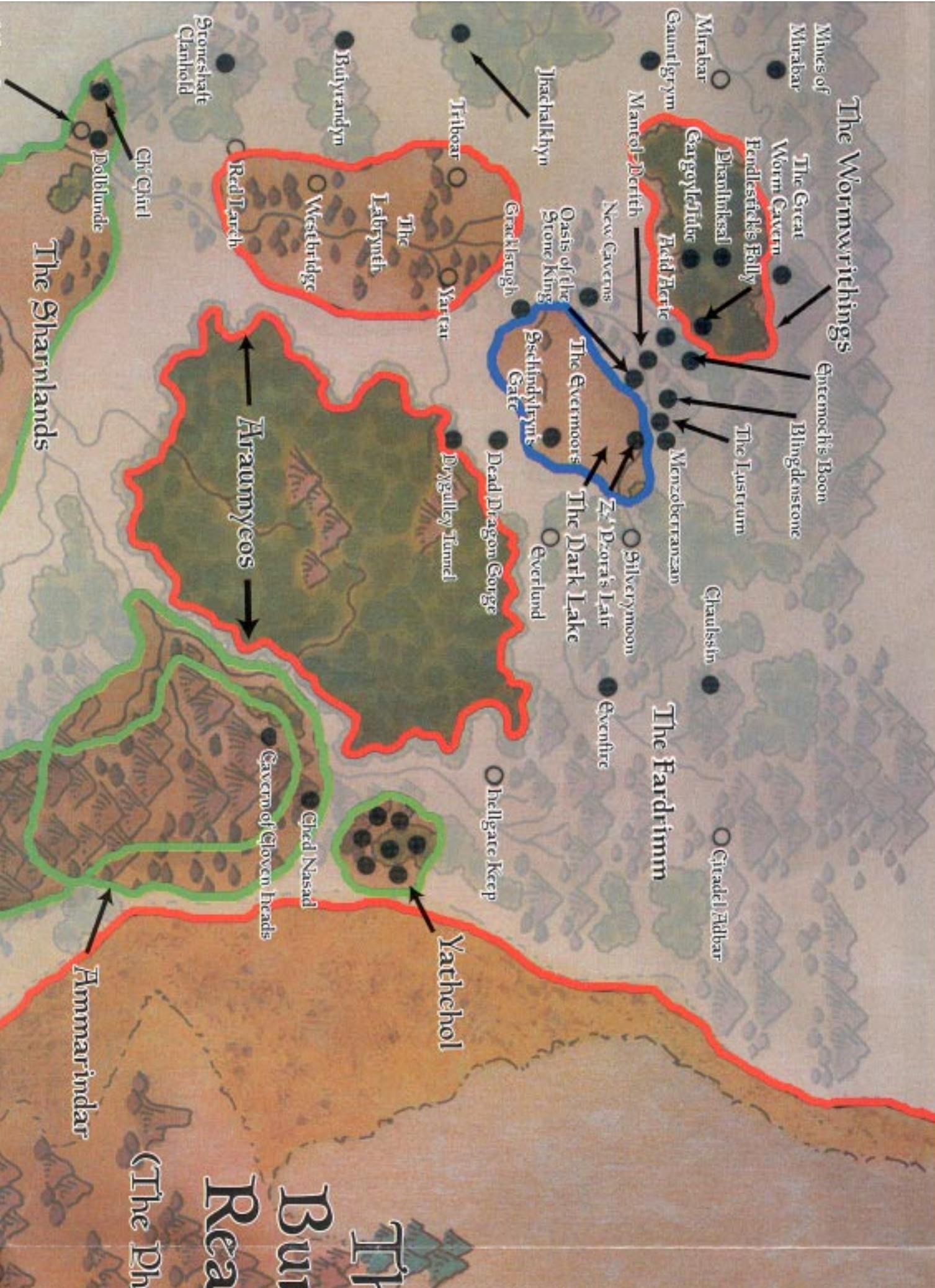
BUILT WITH THE BIOWARE™ INFINITY ENGINE™, THE SAME ENGINE USED IN BALDUR'S GATE™

[www.planescape-torment.com](http://www.planescape-torment.com)

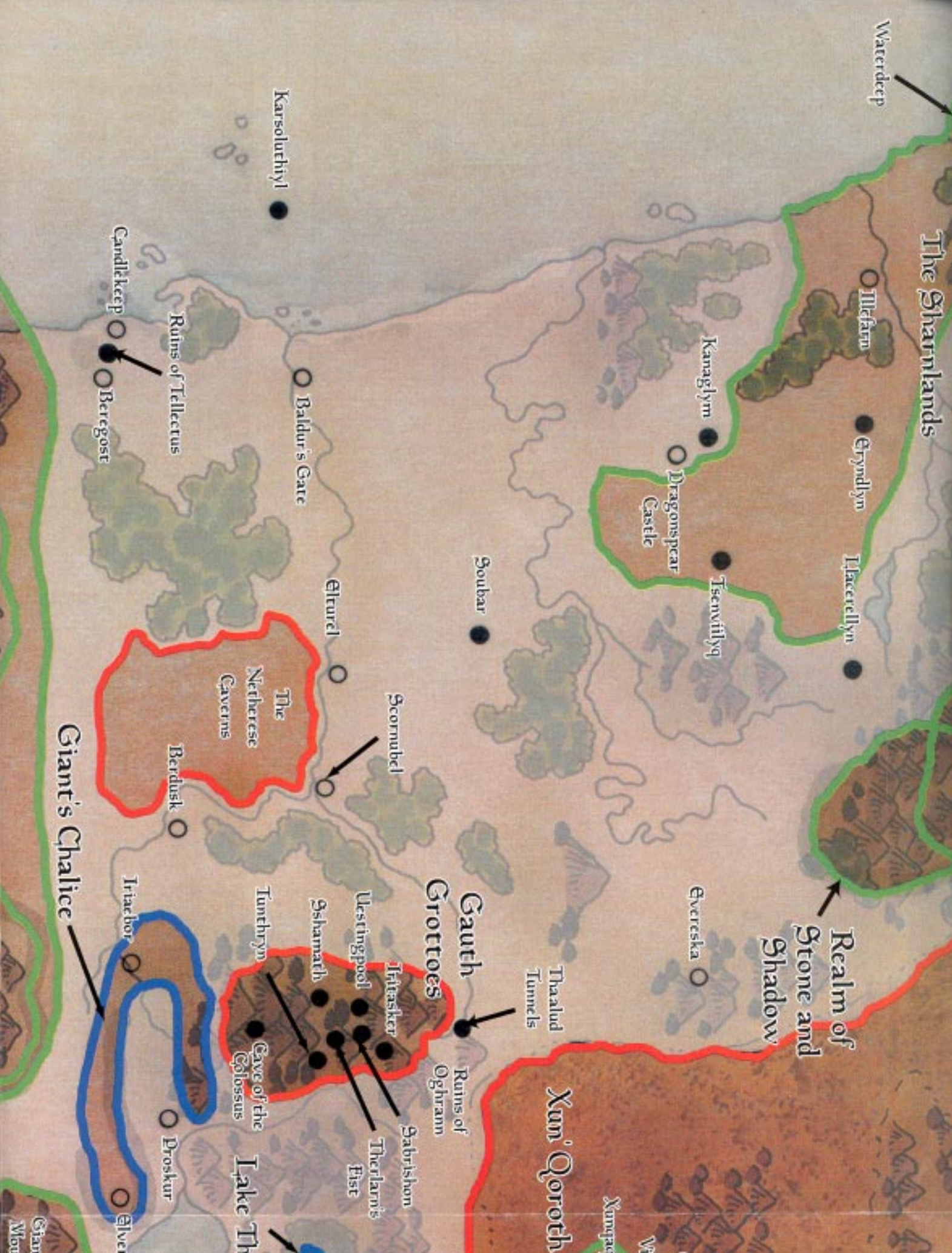


PLANESCAPE TORMENT & DESIGN: ©1999 Interplay Productions. All Rights Reserved. BioWare Infinity Engine ©1998 BioWare Corp. Portions ©1998 TSR, Inc. Torment, PLANESCAPE, the PLANESCAPE logo, ADVANCED DUNGEONS & DRAGONS, the AD&D logo, and the TSR logo are trademarks of TSR, Inc., a subsidiary of Wizards of the Coast, Inc., and are used by Interplay under license. All Rights Reserved. Interplay, Black Isle Studios and the Black Isle Studios logo are trademarks of Interplay Productions. All Rights Reserved. BioWare and the BioWare Infinity Engine are trademarks of BioWare Corp. All Rights Reserved. Windows 95/98 are registered trademarks of Microsoft Corporation. All Rights Reserved. All other trademarks and copyrights are property of their respective owners.









Waterdeep

The Sharnlands

Illfarn

Eryndlyn

Ilacerellyn

Kanaglym

Dragonspear Castle

Tsenutlyq

Soubar

Scornubel

Baldur's Gate

Elturcl

The Netherese Caverns

Ruins of Tellectus

Candlekeep

Beregost

Berdusk

Giant's Chalice

Iriachor

Proskur

Elver

Tunethym

Sahamath

Uestingpool

Irtasker

Therlan's Fist

Sabrishon

Gauch Grottoes

Ruins of Oghram

Thalud Tunnels

Xun'Qoroth

Realm of Stone and Shadow

Evereska





Clan's Clance

Char  
Mio

Border of  
Xothaerin

Aibkaela

Xothaerin

Azerkyn Clanhold

Esmeitaran

Eshpurta

Korolhor

Border of  
Korolhor

Brost

Riatavin

Deep  
Shanatar

Border of  
Torglor

Torglor

Trollspaar Clanhold

Shloepdilmungpolop

Ulteksurllur

Morndhwer

Castle Tachyr

Myratma

Memon

Lake of Radiant  
Mists

Othmang

Inolorarar

Inolorar

Ulteksururru

The  
Spiderstalkings

Saradush

Tildazar

Drakkalor

Border of  
Ilkazar

The Dao  
Delvings

Rift of Dhabadar





Gualldorch

Calimporc

Brighesse Hall

Malvden / Rvinglor

Ulcokeamrin

Almratvcn

Oldomar

Zokir

Maeralyn

Tharsult

Itbmong

Lushpoc

Th

Minicar

Delvings

Border of Deep Shanatar

Mle'Zokir

N





Dusklyng

Sunrise  
Mountains

The Great Mount of  
Ghaethluntar

The Frozen Forest

Turnback  
Mountains

Ulin Tharnor

Glanderulrok

Whitchorn

Illnour

West Galena  
Mountains

The  
uried  
ealms  
Dhaerlin)







Stangs Run  
Mountains

Vault of the  
Star Ruby

Cairnheim

○ Naethleth

○ Starmante

○ Alaghon

● Oryndoll

○ Ileshayl

○ Ormath

○ hlondeth

Border of  
Barakair

○ Nimeth

○ Lachom

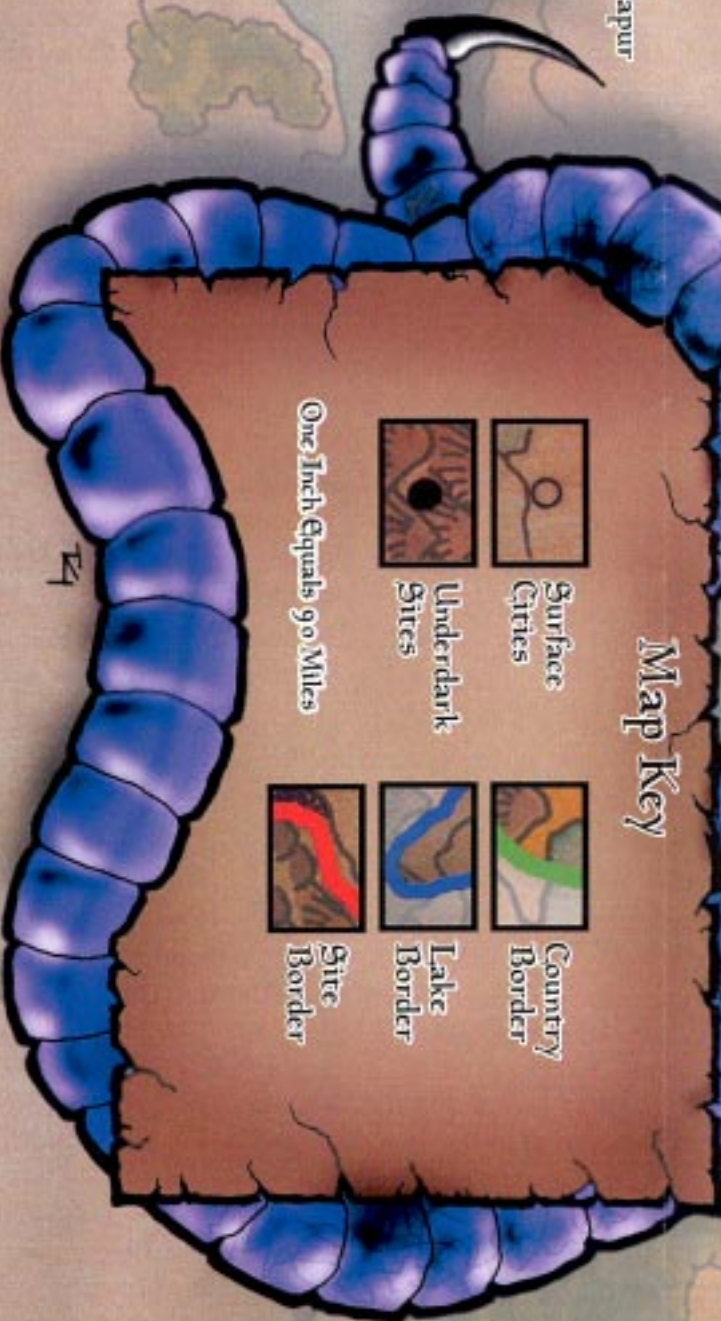
○ Arrabar

○ Surkh

● Barakair







## Map Key



Surface  
Cities

Underdark  
Sites



Country  
Border



Lake  
Border



Site  
Border

One Inch Equals 90 Miles

Arnrock

Sachmur

Ankhapur

Adolphor

Themasulter

Theymarsh

Yallaseh

Ormpur

Shetratar

Shipool

Kortmul

Retlmar

Channathgate

Sebben

Note: Country and Site Borders  
Generally Represent Underground  
Regions Rather Than Singular  
Caverns.



**FORGOTTEN REALMS****DRIZZT  
DO'URDEN'S  
GUIDE TO THE UNDERDARK**

Eric L. Boyd

**T**he place has many names: the Underdark, Deepearth, the Realms Below, the Night Below, the Lightless Lands. This vast world beneath the surface is home to fabled races such as beholders, cloaklers, drow, illithids, and ixzan. Menzoberranzan, the dreaded City of Spiders, is only one of the hidden cities of the Underdark.

This 128-page book, compiled by the Underdark's most famous son, Drizzt Do'Urden, lays bare the bizarre societies that lurk in the Realms Below. It includes an overview of the major races of the Underdark, an Underdark survival guide, and details and maps of more than a dozen cities. Discover a drow city constructed entirely of calcified spider silk, a nigh-immortal dwarven king trapped in stone form, and a storehouse of knowledge that rivals Candlekeep. Learn the particulars of the alliance between Manshoon and the beholders of the Anaaurian Hive, the ambitions of the true master of Firedrake Bay, and an explanation of the enduring strength of the beholder cults along the Lake of Steam.

With Drizzt Do'Urden as your guide, a whole new world opens up beneath your feet. Suitable for all levels of play.

U.S., CANADA,  
ASIA, PACIFIC, & LATIN AMERICA  
Wizards of the Coast, Inc.  
P.O. Box 707  
Renton, WA 98057-0707  
+1-800-324-6495



EUROPEAN HEADQUARTERS  
Wizards of the Coast, Belgium  
2500 Borchan  
P.B. 2031  
Belgium  
+32-70-23-32-77

Visit our website at [www.wizards.com](http://www.wizards.com)

Advanced Dungeons & Dragons, Forgotten Realms, and the TSR logo are registered trademarks owned by TSR, Inc. ©1999 TSR, Inc. All rights reserved. Made in the U.S.A. TSR, Inc. is a subsidiary of Wizards of the Coast, Inc.

ISBN 0-7869-1509-9



9 780786 915095

52095



EAN

U.S. \$20.95 CAN \$30.95