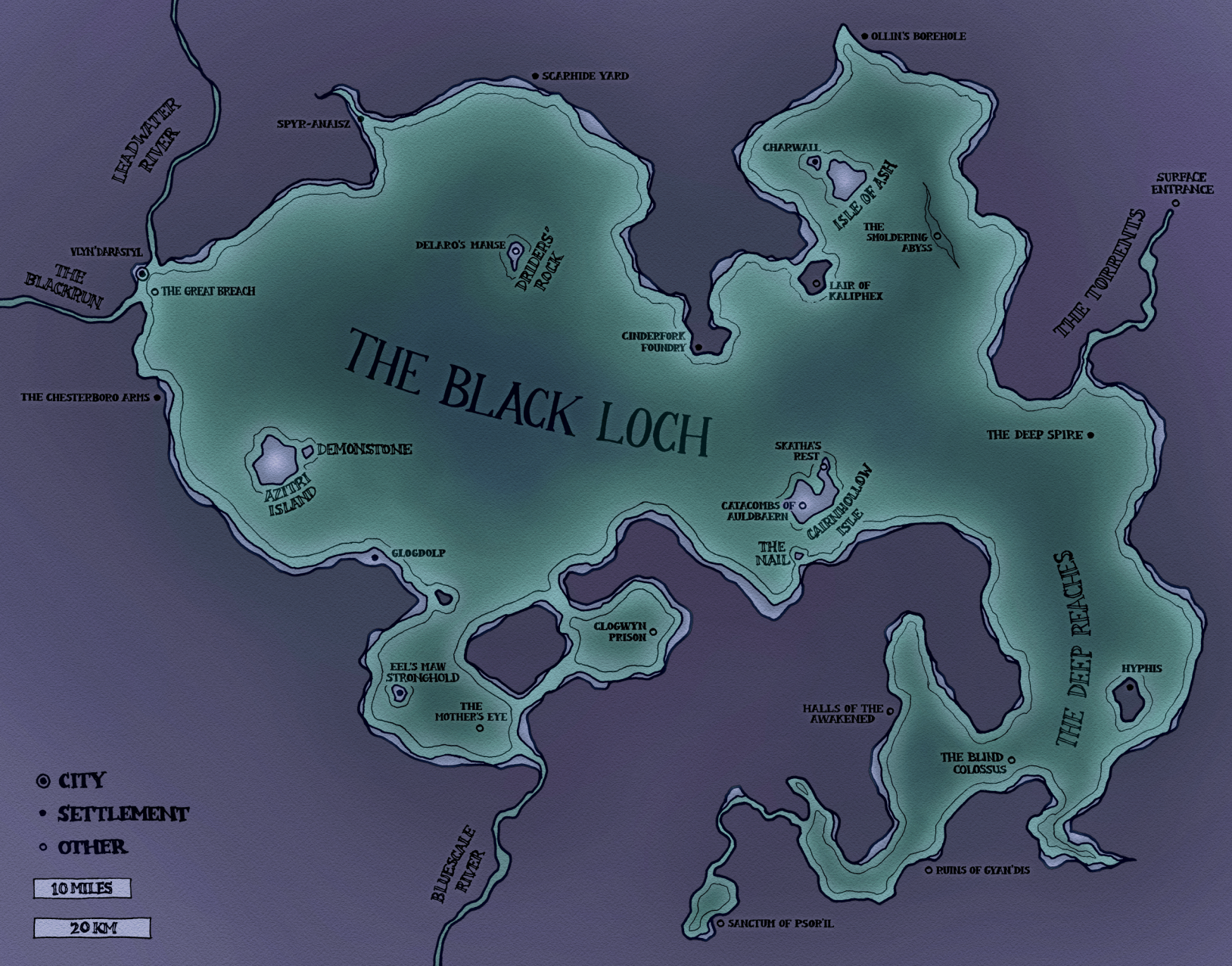




THE BLACK LOCH CODEX



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BY MATT MILBY

ABOUT THE BLACK LOCH

The Black Loch is a fantasy RPG campaign setting in a small, underground sea. There is a map of the loch, which you can find on the previous page, as well as separate maps of every location marked on it. Here is a list of everything included in the Black Loch:

- 1 region map
- 26 location maps
- 2 ship maps
- Several maps of caves and tunnels
- Tokens of all the creatures and characters mentioned in the lore
- 9 ship tokens and a naval battlemap
- Lore for every location

There's a lot of lore here and I recommend starting with the History and Lore Overview, which is on the next page. It's six pages long and gives a brief summary of each location in the loch, as well as the more notable characters.

It's meant to serve as an introduction to the Black Loch and it should give you an idea of what's going on. If you want to know more about the lore of a particular place, read that location's DM notes for the details.

ACKNOWLEDGEMENTS

No part of this would exist without the 442 patrons who enabled me to create it. Their support allowed me to work on the Black Loch full-time, drawing and writing all the maps, tokens and lore over the past year and a half. They are also the reason I feel comfortable making so much of the Black Loch freely available to everyone.

Thanks to all of you. With absolute sincerity, I am genuinely honored that you have continued to let me make things like this.

Finally, I want to give credit to those patrons who inspired parts of the Black Loch. Your ideas shaped a lot of the maps and lore, including Vlyn'darastyl, the Great Breach, the Roost, Spyr-Anaisz, Cinderfork Foundry, Scarhide Yard, the Cull'thaine Estate, the Sanctum of Psor'il, and Charwall, as well as the naval battlemap and ship tokens. You know who you are. The Black Loch would not be the same without you.

THE BLACK LOCH

AN OVERVIEW OF THE HISTORY AND LORE OF THE LOCH

ABOUT

The Black Loch is a small campaign setting in the underdark. Every location on the regional map has a map of its own. All maps are 5' per tile.

All of the maps for this setting can be found at milbysmaps.com/blackloch. Free versions of all maps are available. More details on the lore can be found in the DM notes for the individual maps.

This lore was written to provide inspiration, not to handcuff anyone to my ideas about the setting. If any of this lore does not fit the story you want to tell, you are welcome to change or ignore any or all of it.

LOCATIONS

THE BLIND COLOSSUS - The origin of this large, eyeless statue is unknown to most of the residents of the loch. The few who have seen it say it looks like a human.

They are correct. The colossus was built by a tribe of humans called the Ardyeni. The tribe was trapped underground several thousand years ago and built a small civilization in the Deep Reaches of the loch.

At some point, the Ardyeni discovered a method of communicating with an extraplanar being who they believed to be a god. This being was a powerful, evil entity known as Bylir. Bylir granted the Ardyeni a number of gifts, but demanded blood sacrifices in return. The uppermost level of the colossus contains the device used to speak to Bylir: a dark, floating orb. The rooms below were used to imprison and sacrifice victims to provide blood for Bylir.

BRAZENTHRONE - This dwarven city is not marked on the map, but is located several miles to the west, down the Blackrun River. Brazenthron is the capital city of a larger dwarven nation known as the Kingdom of the Twelve Mountains. Maps of the city and more detailed information are available separately.

CHARWALL - This community of dragonborn, kobolds and other draconic humanoids is built within the ruins of an ancient, burned fortress. Most

of the residents aren't from the underdark and can't clearly explain why they came to the settlement, other than to say that they felt drawn there by something. An ancient red dragon named Kaliphex lives near the settlement and the people of Charwall venerate her. While Kaliphex is almost certainly the source of whatever is drawing these dragonkin to the area, she herself doesn't understand what's causing it or why.

THE CHESTERBORO ARMS - This may be the worst inn in the world. Run by an ogre named Lim, it's located in a dangerous area, plagued by monsters and kuo-toan slavers who are known to attack sleeping travelers. Before Lim built the Chesterboro, those venturing through the area would often stay awake and moving for up to three days to avoid the risks of sleeping there. The Chesterboro may be god awful, but it's a safe place to rest. And the beer is surprisingly respectable.

CINDERFORK FOUNDRY - Cinderfork Foundry is a duergar outpost. Using the heat from an exposed magma vent to cast and forge steel, the workers here produce armor and mechanical constructs. Occasionally, duergar spies use the foundry as a base of operations to gather information on the Black Loch.

CLOGWYN PRISON - This ancient dwarven prison was once located on an island, but the rise in water level caused by the Great Breach has left it almost entirely submerged for the last 600 years. Currently, a sea hag named Wylissa lives here with her coven.

THE CULL'THAINE ESTATE - Located in the city of Vlyn'darastyl, this is the home of House Cull'thaine, the city's dominant noble family. While the house has several dozen nobles, only the Matron Mother Driadara Cull'thaine and her daughters reside at the estate.

THE DEEP SPIRE - This trading settlement is carved around a large column of stone in the eastern end of the loch. Unlike most settlements in the underdark, the Spire is populated by a mix of many races. Due to the rarity of such places, the Spire has become a haven for exiles and others looking to escape the societies into which they were born. Two groups jointly rule the spire: The orogs of Clan Tideborne and the drow nobles of House Vaerixas. The Tideborne are pirates and raiders, whose fleet is the loch's dominant naval power. Their unlikely allies, House Vaerixas, were once the ruling house of the drow city of Vlyn'darastyl. They live in exile in the spire as their matron mother, Ysri, plots her return to power over the city.

DELARO'S MANSE - This small manor is the residence of a human wizard named Delaro Montalos. Delaro came to the Black Loch to conduct research on extradimensional travel. Delaro has discovered a way to travel to other multiverses outside the planes of existence of this multiverse and spends much of his time exploring this other realm. The laws of physics and the very nature of reality itself are wildly different in this strange dimension. The human mind was not built to experience such a place and exposure to it has been slowly wearing away Delaro's sanity.

EEL'S MAW STRONGHOLD - This small fortress is controlled by the kuo-toan Bluescale Empire, most of which is to the south, along the Bluescale River. Vlorluc, the fort's commander, has been tasked with overseeing a project to create siege crabs. These titanic, thick-shelled beasts are capable of tearing through armor and crushing walls with ease.

Vlorluc has been successful and the first brood has recently reached maturity. The second brood will be fully-grown after they molt once more. When both broods are ready, the Bluescale Emperor intends to release them from the caverns below Eel's Maw and use them to aid his army in a conquest of the Black Loch.

GLOGDOLP - Glogdolg is a small kuo-toan village belonging to a larger kuo-toan nation known as the Bluescale Empire. Glogdolg is the empire's northernmost settlement, miles away from the Bluescale River, along which most of the empire lies. Glogdolg's two main industries are mollusk farming and slaving. Most slaves captured here are sent to a nearby kuo-toan temple known as The Mother's Eye to be sacrificed to their goddess.

THE GREAT BREACH - The Great Breach is a 300' (100m) wide hole in the roof of the loch's cavern. This hole leads to the bottom of a sea on the world's surface and water constantly pours in from above. As the water mainly falls around the sides of the breach, a few daring airship pilots have been known to maneuver their vessels down the gap in order to trade with the cities below.

The breach opened 600 years ago and caused the water level in the loch to rise, leaving some places submerged. Notable examples include Clogwyn Prison and the outskirts of Vlyn'darastyl.

THE HALLS OF THE AWAKENED - This is the hidden lair of a duergar cult known as the Architects of the Awakening. The cult believes that the duergar

race holds the psionic essence of the mind flayers within them, but that it currently lies dormant. The Architects seek to awaken this essence, empowering all duergar with the psionic potency of the illithids. The cult is led by a priestess of Deep Duerra named Astali.

HYPHIS - Hyphis is a myconid colony built around a huge, sentient mushroom known as the Red Warden. The Warden is not a myconid itself, but the myconids of the colony can communicate with it and regard it with great respect. The Red Warden has the ability to see and hear everything that happens in the vicinity of its spores, which have spread to nearly every corner of the Black Loch. This, combined with the Warden's almost perfect memory, means the mysterious mushroom can recall nearly anything that happened anywhere in the loch in the past 200 years.

THE LAIR OF KALIPHEX - Kaliphex is a truly ancient, 11,000-year-old red dragon. While most red dragons are evil, Kaliphex has burned, killed, destroyed and dominated so many people on so many worlds that it no longer interests her. The only thing she still finds pleasure in is watching over her hoard, which she has done for many years. Kaliphex has lived on several different worlds and other planes of existence and has amassed quite an impressive hoard. The crown jewel in her collection is a legendary hammer known as "Ghal-Maraz," which Kaliphex acquired from the last world she resided on, just before it was destroyed.

LOST CATACOMBS OF AULDBAERN - This is an ancient burial site built by the dwarves of Auldbaern. Auldbaern is the former name of the city that is now Vlyn'darastyl. While most of the tombs are those of commoners or lesser nobles, the royal tomb of Aron II, the last king of Auldbaern, is here as well.

THE MOTHER'S EYE - The Mother's Eye is a kuo-toan temple dedicated to the goddess Blibdoolpoolp. The temple is named for an important relic it houses, which is also known as the Mother's Eye. The relic is a large, black pearl about the size of a human fist and has the ability to control most non-sentient sea creatures.

Archpriest Galgool oversees the temple, spending much of his time performing the many sacrifices conducted here.

OLLIN'S BOREHOLE - Ollin's Borehole was a deep gnome sapphire mining settlement. The Borehole has been abandoned since a recent raid by duergar

bandits left the settlement wrecked and most of its inhabitants dead. According to rumors, the miners' stash of sapphires was never found.

THE ROOST - The Roost is a secret installation at the lower end of the Great Breach. The drow of House Cull'thaine use the facility to observe the airships passing through the breach, as well as the seafaring ships below. On occasion, airships deemed unwelcome have been destroyed while making the perilous descent through the breach.

In addition to the intelligence operation, an airship has been secretly under construction here. A deep gnomish engineer named Kanas Feldspar is overseeing the project. The airship has been named the Duskfall and it is almost finished.

THE RUINS OF GYAN'DIS - Gyan'dis was an illithid settlement that was destroyed about 150 years ago by the colony's own elder brain. In an attempt to build an army of thralls with which to conquer the Black Loch, Gyan'dis' elder brain-- known as Thariq-- unearthed an ancient piece of illithid technology known as "incepting tanks."

These devices were capable of modifying the genetics of humanoids and were used long ago to give the Gith their psionic powers. Thariq used them in a similar manner to empower his army of thralls. The resulting thralls turned out to be more powerful than Thariq had intended and revolted against their masters. Thariq, not wishing to release another race like the Gith into the world, unleashed a massive psionic shockwave throughout the city, killing itself and everyone else inside and leaving Gyan'dis in ruins.

SANCTUM OF PSOR'IL - This is the home of an ancient aboleth named Psor'il. Located at the far end of the rarely-traveled Deep Reaches, almost no one is aware of the aboleth or its lair.

A host of minions reside in the sanctum as well, with grimlocks, kuo-toa and stone giants among their ranks.

Lately, these minions have been set to the task of bringing a monstrosity called Yhaonim from its extradimensional home into this world. They create a substance called schismic flux, which weakens the barrier between dimensions, in order to allow Yhaonim to cross over. Their work is still incomplete and, at present, Yhaonim is stuck between the two worlds. While the beast is visible in this world, it is not yet tangible, making it a terrifying but largely

harmless sight.

SCARHIDE YARD - Scarhide Yard is a shipyard in the Black Loch. Deep gnomish engineers design the vessels and a tribe of grimlocks, known as the Scarhide Clan, perform the labor. The ships built here are regarded as among the best available in the underdark.

SKATHA'S REST - Skatha's Rest is a ruined building on Cairnhollow Isle. The orogs of Clan Tideborne use it as a meeting place, holding an event called "The Conclave of the Fleet" here. The Conclave is a yearly gathering of all the clan's ships, where the captains and crews meet, drink and discuss plans for the coming year. This event is the only time when the entire clan is ever in the same place at once.

THE SMOLDERING ABYSS - This undersea trench is the deepest part of the Black Loch. Named for its hydrothermal vents, which pump out black clouds of boiling hot water, its existence is known of by few people. Within one of the caverns that dot the sides of the abyss is an ancient crypt, holding the remains of ancient kuo-toan kings. Within another is the lair of the Whisperer, a great kraken-like beast that once terrorized the loch. Unseen for several centuries, many believe the Whisperer is dead. Unfortunately, they are wrong. The beast lives, hibernating deep in its lair, and will awaken before long.

SPYR-ANAISZ - Spyr-Anaisz is a small drow settlement built in and around a cluster of huge stalactites. A crane lift allows access to the village to travelers wishing to trade. The community subsists largely on fishing and mushroom farming.

Spyr-Anaisz is much less prosperous than the nearby drow city of Vlyn'darastyl and the residents of the city generally look down on the drow of Spyr-Anaisz as inferiors.

The only noble house in Spyr-Anaisz is House Mylgareth. Matron Mother Elzabra Mylgareth governs the village.

THE TORRENTS - The Torrents are a series of cascading waterfalls that run from the surface down into the underdark. The cascades begin when a river on the surface dips beneath a mountain, then tumble down for over a mile, ending in the eastern end of the Black Loch. The Torrents are not the safest way into the underdark, but they *are* one of the fastest. Someone at the top will reach the bottom in about an hour. And if they don't, their corpse will.

VLYN'DARASTYL - This drow city lies in the north-west corner of the loch and is the largest settlement on its shores. The city, which was originally founded by dwarves, was once known as Auldbaern before the drow conquered it 1200 years ago. Many of the original dwarven structures-- including the outer walls and the palace-- still remain. The city is home to several noble houses, but is largely ruled by the dominant House Cull'thaine. Due to its proximity to the Great Breach, Vlyn'darastyl does an unusually large amount of trade with the surface. Goods from above are more widely available here than in most of the underdark.

NOTABLE PEOPLE

YSRI VAERIXAS (DROW)- Ysri is the Matron Mother of House Vaerixas, the drow noble house that once ruled the city of Vlyn'darastyl. House Vaerixas is unusual among drow nobility due to their devotion to Eilistraee, the drow goddess of freedom and beauty. Despite this, the family managed to live among, and even rule over, their fellow noble houses, all of whom followed Lolth. This was due to the strength, ferocity and mercilessness of their house, as well as to their willingness to allow other houses their faith without interference.

Yet Ysri's devotion to Eilistraee was more fervent and absolute than her predecessors and, when she rose to become Matron Mother, she began her rule of Vlyn'darastyl by abolishing slavery in the city. Several months later, the other houses launched an attack that killed most of her family and led her to flee to the Deep Spire, where she and the other surviving members of her house live in exile, plotting their vengeful return.

LORD ADMIRAL VARL (OROG) - Varl is the current leader of the clan of orog pirates known as the Tideborne. Along with Ysri Vaerixas, Varl rules the Deep Spire. They don't always see eye to eye, but both leaders recognize their dependence on each other for survival.

LIM THE OGRE (OGRE) - Lim, the proprietor of the Chesterboro Arms, is an unusually friendly ogre. He's also gigantic, even by ogre standards. He has no idea how to properly run an inn, but he can rip the head off a horse with his hands. And in the dangerous area where his establishment is located, that's probably more important than knowing how to clean bedsheets.

THE RED WARDEN (???) - The Red Warden is a

giant, sentient mushroom that lives among the myconids of Hyphis. No one-- the Warden included-- knows exactly what it is or whether there are others like it. The Warden was not always as large as it is now, having grown several thousand times larger as a result of the myconids feeding and fertilizing it. The Warden has a strange ability to see and hear everything that transpires in the vicinity of its spores. Since those spores have spread to nearly every corner of the loch, the Warden is aware of almost everything that happens in the area. It often shares stories of the things it has seen with the myconids, who talk to it regularly.

KALIPHEX THE IMMORTAL (RED DRAGON) - See "The Lair of Kaliphex," under "Locations."

THE WHISPERER (SEA BEAST) - A great sea beast, similar to a kraken, but only about a quarter of the size. The Whisperer was known for the strange beckoning that sailors would hear in their minds when the beast was nearby, urging them to jump into the sea. Many believe the Whisperer to be dead, as it has not been seen in almost 250 years. In fact, it still lives, hibernating in its lair in the Smoldering Abyss. The Red Warden (see above) may be the only being in the loch that is aware of this.

ARCHPRIEST GALGOOL (KUO-TOA) - Galgool is the kuo-toan archpriest in charge of the Mother's Eye temple. Galgool has been hearing voices recently and believes his goddess is speaking to him directly. In reality, the source of the voices is the aboleth Psor'il, who is attempting to manipulate Galgool into bringing him the powerful artifact kept at his temple.

ASTALI (DUERGAR) - Astali, a duergar priestess of Deep Duerra, is the leader of the cult known as the Architects of the Awakening. She is a powerful psionicist who seeks to awaken a dormant psionic gift hidden within the duergar, empowering her people with psychic abilities rivaling those of the mind flayers.

BYLIR (EVIL ENTITY) - Bylir is a powerful, evil entity, who once communicated with an ancient tribe of humans called the Ardyeni through a device located in the Blind Colossus. Bylir gave the Ardyeni gifts, but never without cost. Most notably, it gave them the ability to see in the darkness, but made them blind to the light.

Bylir is from a bizarre, hostile dimension known as the Far Realm. When an aboleth named Psor'il-- another being of the Far Realm-- came to the loch, Bylir helped it to psychically dominate the Ardyeni,

turning them into mindless servants. Today, many of the descendents of the Ardyeni still serve Psor'il. They are commonly known as grimlocks.

DELARO MONTALOS (HUMAN) - See "Delaro's Manse," under "Locations."

DRIADARA CULL'THAINE (DROW) - Driadara Cull'thaine is the Matron Mother of House Cull'thaine, the dominant noble house in Vlyn'darastyl. Driadara is the head of the city's ruling council, a position which she has retained ever since ousting Ysri Vaerixas and her house from power 200 years ago. Driadara and the rest of her house are loyal followers of Lolth.

ELZABRA MYLGARETH (DROW) - Matron Mother Elzabra Mylgareth is the ruler of the village of Splyr-Anaisz. Her noble house consists only of herself and her two children.

While House Mylgareth is easily the poorest and least-influential noble family in the Black Loch, Elzabra herself is one of the oldest Matron Mothers. At 742 years of age, she is a highly esteemed priestess of Lolth, entrusted with a degree of power only granted after many centuries of loyal devotion to the Spider Queen.

WYLISSA, USKENDRA AND BOROTHY (SEA HAGS) - Wylissa and her "sisters" are a coven of sea hags who reside in the underwater ruins of Clogwyn Prison.

VLORLUC (KUO-TOA) - Vlorluc is a kuo-toan priest who has been in command of Eel's Maw Stronghold for several years. A highly intelligent individual, his research and leadership has been instrumental in the creation of the siege crabs at Eel's Maw.

PSOR'IL (ABOLETH) - Psor'il is an aboleth who has lived in the Black Loch for thousands of years. Its home, the Sanctum of Psor'il, is at the far end of the Deep Reaches, where few others ever travel. While most residents of the loch have never heard of the aboleth, it regularly meddles in the affairs of the region, either through its agents or by using its powerful psionic abilities to manipulate others from afar.

Psor'il is served and protected by a great many minions. Most of these are grimlocks or kuo-toa, with smaller numbers of drow, duergar and deep gnomes. The aboleth is protected by two stone giants as well. Many of these minions live outside the

sanctum, gathering resources, spying or performing other tasks for their master.

YHAONIM (EXTRAPLANAR MONSTROSITY) - Yhaonim is a monstrous being from an extraplanar dimension called the Far Realm. The aboleth Psor'il is attempting to bring Yhaonim into the world, but the process is incomplete. Currently, the beast is visible in this world, but not tangible, making it a very terrifying, but largely harmless bit of scenery. Should Yhaonim cross over completely, it would wreak unimaginable havoc. The part of the beast that can currently be seen is not its head or body, but merely one of its limbs.

GNORR BARLINZET (DEEP GNOME) - Gnorrr is a deep gnome engineer who founded the shipbuilding operation at Scarhide Yard. He is the chief engineer in charge of the shipyard.

SCARHIDE CLAN (GRIMLOCKS) - A tribe of grimlocks who serve as laborers in Scarhide Yard. 60 years ago, the Scarhides made an agreement with Gnorrr Barlinzet and his team of gnomish engineers. The Scarhides build ships for the gnomes and are compensated with all the meat they can eat. The grimlocks have become skilled shipbuilders over the years, but the limitless supply of food has left them, without exception, tremendously overweight.

KANAS FELDSPAR (DEEP GNOME) - Kanas is a deep gnome engineer who was hired by House Cull'thaine to help them construct an airship in the Roost. Kanas is an expert in constructing mechanical engines, which is a trait that his employers had a hard time finding in a drow.

The airship, known as the Duskfall, is almost finished, but Kanas has delayed the completion of the project. Kanas believes his drow employers will kill him when the airship becomes operational and he is preparing to make an escape.

KALISNA CULL'THAINE (DROW) - Kalisna is the youngest daughter of Driadara Cull'thaine, the de facto ruler of Vlyn'darastyl. She has been assigned by her mother to oversee operations at The Roost. She hates her post and longs to return to the comforts of Vlyn'darastyl.

VESSELS

THE GRINNING WIDOW - The Grinning Widow is a ship designed for the seas of the underdark. It has no sails or mast and is powered exclusively by oarsmen. The speed at which the ship will move is based

entirely on the number, strength and skill of these oarsmen.

THE DUSKFALL - The Duskfall is an airship which has been constructed in secret at The Roost. Built under the orders of Matron Mother Driadara Cull'thaine, the Duskfall is intended for use in launching nighttime raids on surface cities.

The Duskfall may be the only airship in the world to have been constructed in the underdark and it is a bit unusual. In order to limit the amount of sunlight penetrating the ship, the entire vessel is enclosed, with no outer deck. There is a hatch in the bottom to allow soldiers to drop into an enemy settlement from above, bypassing the walls and defenses. The Duskfall is not meant for long journeys and does not include facilities for sleeping or dining.

NOTES

A blank version of the Black Loch regional map is included. I recommend using it as the players' map, marking locations on it as they are discovered.

If you run a campaign in the Black Loch, the party will probably need a ship. I suggest using The Grinning Widow, as it was designed for this purpose.

If you run a campaign in the Black Loch, don't limit yourself to using only the maps that are a part of the setting. The story you're telling is more important than the maps.

THE BLIND COLOSSUS

ABOUT

The Blind Colossus is a massive, eyeless stone statue standing in the waters of the Black Loch. Located within the seldom-traveled Deep Reaches, few have ever seen the colossus. Those who have agree that it depicts a human, but the mystery of why it has no eyes or why humans would have built such a thing in the underdark remains unsolved, even by scholars.

THE ARDYENI

Several thousand years ago, a tribe of nomadic barbarians called the Ardyeni thrived upon the surface, raiding settlements across the region. Eventually, the local lords banded together to fight back and drive the Ardyeni from their lands.

When the nobles finally cornered them in a canyon, the Ardyeni escaped into a long, winding cavern that took them deep underground. The lords ordered their soldiers to collapse the tunnels and return home.

The Ardyeni, trapped underground, would not be seen again. They followed the tunnels for days, eventually coming to the shores of a great, underground sea, where they established a camp. The camp became a settlement, then a town. They adapted slowly to life underground, but they managed to survive. Within several hundred years, they had built a fairly impressive city along the coast, with a fleet of ships in the harbor and a few outlying villages and towns nearby.

One day, about 700 years after the tribe first went underground, an Ardyeni mage made a discovery. She had found a way to communicate with another world. She believed this world was where the gods dwelt and she created a device that would allow her people to speak with them.

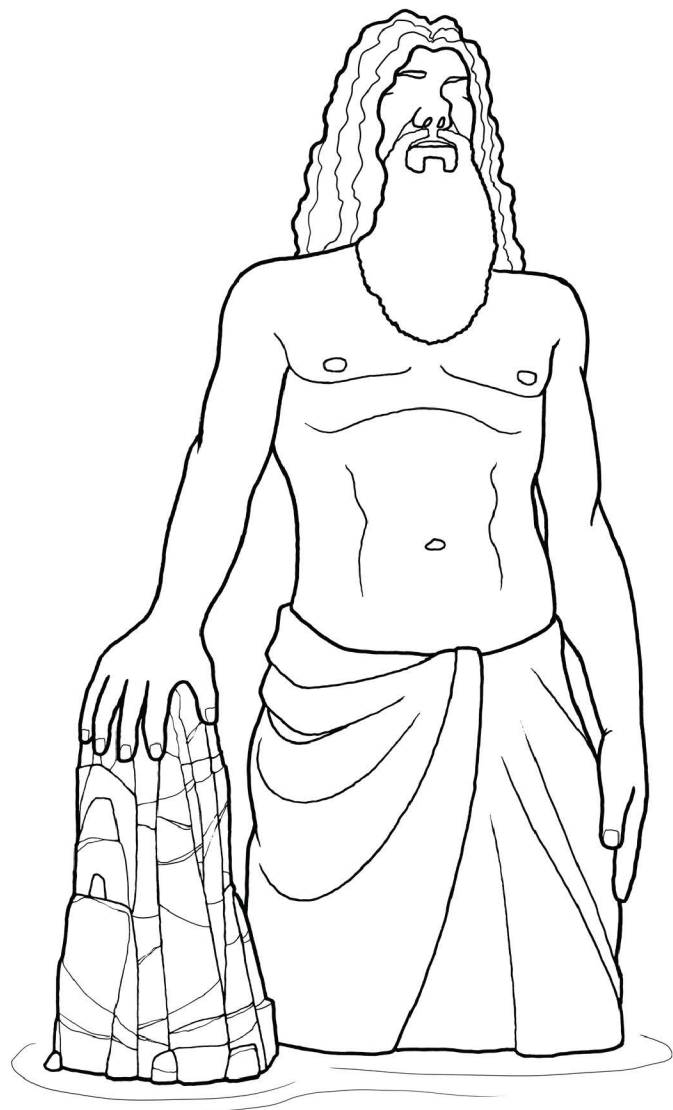
The being with whom the Ardyeni spoke was called Bylir. It described itself as a god of darkness and offered to help them adapt to their underground

environment by enabling them to see without light. The Ardyeni king accepted this offer gratefully, promising to make Bylir his civilization's new god and rededicate all their temples to it.

Bylir lived up to its promise, granting the Ardyeni powerful senses of hearing and smell and the ability to "see" echoes, much like a bat. The king lived up to his promise as well and Bylir became the new deity of his people.

Unbeknownst to them, Bylir was not actually a god. It did not live in the heavens and it had no interest in helping the Ardyeni people. Bylir was a being known as an "Elder" and came from a twisted, alien place called the Far Realm. Nonetheless, Bylir was an incomprehensibly powerful entity, who wielded great control over darkness.

Over the next few centuries, the Ardyeni continued their worship of Bylir, whose gift had been a tremendous benefit to them. But, within a few generations, Ardyeni children started being born without eyes. They could only perceive the world through Bylir's new senses.



Bylir convinced them that this, too, was a blessing. They did not *need* to see light anymore and they should not want to.

As his followers became more dedicated, Bylir started to demand more of them. Bylir began to require large sacrifices of blood for further favors or counsel. The Ardyeni built a great colossus in the sea, carved in the likeness of their king. Inside it, there was an altar with bowls for the blood Bylir demanded. There was a table on which people would be sacrificed to fill them. And there was a room full of clay tablets, engraved with all the wisdom Bylir had shared with them.

Bylir was enjoying the worship and tribute of the Ardyeni, but had no loyalty to them. It saw the humans only as tools to assist the beings of the Far Realm in colonising their world. Bylir was preparing them to become servants for the agents of the Far Realm: the aboleth.

About 350 years after the Ardyeni first contacted their alien god, a great, tentacled fish arrived in the harbor. It was an aboleth named Psor'il, who had come to claim them as its slaves. With their psyches weakened by Bylir in preparation, the aboleth quickly wormed its way into the minds of every person in the city. In the blink of an eye, a 1000-year-old civilization became a cadre of mindless servants.

Over the next several millenia, the Ardyeni were further warped by their aboleth master. Their bodies changed so much that they no longer resembled other humans.

Today, many descendants of the Ardyeni are still under Psor'il's command. Others have escaped the aboleth's control and fled, living in packs and hunting to survive. To the other residents of the underdark, they are known as "grimlocks."

NOTES

Past the first small cave leading into the colossus, the tunnel is sealed with a heavy stone slab. It can be broken, but it will require some tools and effort.

The broken walls in the cave near the entrance to the colossus are engraved with information about the history of the Ardyeni. Not all of it survives, but it may provide important bits of information. The inscriptions were probably written in a very old form of the Common language.

The rooms in the shoulders of the colossus have alcoves with shackles attached to the walls. These were meant for holding sacrifices, whose blood would be offered to Bylir. Several people had to be sacrificed in order to acquire an adequate amount of blood for a single offering.

The room with several broken clay tablets on the floor was an archive. The tablets were inscribed with every word of every conversation the Ardyeni had with Bylir. Many of the tablets have crumbled to dust, but a few may survive. These might give some insight into the history and purpose of the colossus.

The top floor of the colossus has a large, black orb floating above the dais. The orb, which radiates darkness around it, is the device used to communicate with Bylir. The bowls to either side were meant to be filled with offerings of blood.

The altar at the top of the colossus and the large, circular chamber are decorated with the likeness of Bylir: a dark sphere with a ring of tendrils around it and a tentacled mouth in the center.

SPEAKING WITH BYLIR

If your party stumbles across the colossus and decides to explore it, you might decide to have Bylir speak to them through the orb when they reach the top floor. If you do, Bylir might offer them a gift or boon of some kind. This could be information they have been seeking or some sort of ability. It might even be the gift of blindsight, which Bylir gave to the Ardyeni.

If a PC accepts the gift, there will be repercussions in the future. For example, a PC who is given blindsight might begin to lose their regular vision in a week or two. A *remove curse* spell might restore their vision or the condition could be permanent. Another side effect might be that the PC will take a penalty on saves against aboleths' mental domination.

In any case, the consequences of accepting a gift from Bylir should outweigh the benefits. Bylir is not the party's friend and is not here to help. And, frankly, players should know better than to accept a favor from a strange entity who talks through an orb they found in a sacrificial temple in the underdark.

If the players ask what happened to the people who built the colossus, Bylir will not tell the truth. It might say that they moved on or became slaves of the illithids, but will not reveal its own involvement or that of the aboleth.

CHARWALL

ABOUT

Charwall is a settlement built in the ruins of an old fortress on a small island in the Black Loch. The population of Charwall is a mix of draconic humanoids, most of whom are either dragonborn or kobolds.

While Charwall is a single community, the dragonborn, dragonkin and half-dragons live within the walls of the fort, while the kobolds live in the watery tunnels below, where they farm large patches of moss for food.

Charwall was only settled recently. Most of the dragonborn residents are not native to the underdark and cannot fully explain why they made the long journey there or why they decided to stay. They only know that they felt drawn to the place.

The reason behind this mysterious attraction is unknown, but it almost certainly has something to do with an ancient red dragon named Kaliphex the Immortal, whose lair is nearby. The residents of Charwall venerate Kaliphex and claim to be able to feel her presence within them, even from miles away.

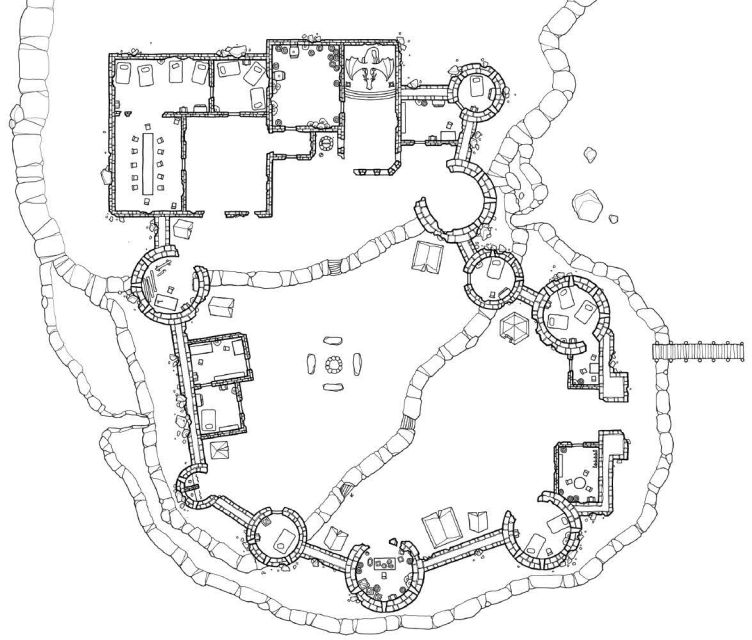
HISTORY

The original name of the fort within which Charwall lies is unknown. It was built by dwarves over 2000 years ago and was abandoned about 1000 years later.

The fort stood empty for centuries until, about 300 years ago, a group of duergar raiders moved in. Soon after their arrival, the duergar learned that a dragon laired nearby and began making plans to loot its hoard.

The dragon was named Kaliphex, a truly antediluvian beast who had lived for almost 11,000 years. When two duergar came to her lair to scout it, they were caught. They claimed to have come by mistake, but Kaliphex wrested the real reason for their visit from them and flew out to put a stop to their plan.

After eating the two scouts, Kaliphex paid a visit to their comrades at the nearby fort. She spewed flames over every inch of the building, incinerating everyone and everything inside until she was certain that



no one survived to threaten her hoard.

Afterwards, the fort was empty for another few centuries, until a group of kobolds moved in about 15 years ago, followed shortly after by a slow trickle of dragonborn and other races of draconic descent. Over time, this colony grew into the village of Charwall.

New arrivals from the surface and elsewhere continue to appear and the village grows at a rate of about one or two residents a month. Newcomers are told about Kaliphex as soon as they arrive. No one can explain to them why they were drawn to Charwall, but, whatever the reason may be, they are not alone.

KALIPHEX

Kaliphex is aware of the community at Charwall, but has no more insight on the reason for their arrival than they do. She regards them as harmless, but is concerned that they are a sign that something strange is going on.

After 11,000 years of life, there are few things Kaliphex does not understand or cannot explain. But the phenomenon she is observing now is incomprehensible to her. She has three hypotheses on what may be happening, although she isn't sure any of them are correct.

The first is that she may, finally, be dying. As she does, her extraordinary life essence may be slowly radiating out of her, attracting lesser draconic beings to her presence.

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The second is that she may be undergoing apotheosis-- ascension to godhood. While Kaliphex has had many experiences over the course of her long life, she has never had that one in particular. If this is happening, the community of Charwall may become her first clergy. Kaliphex believes she is a plausible candidate for godhood, but believes she would have been informed about it in advance if this were the case.

The third possibility, which concerns Kaliphex the most, is that there may be an outside force intentionally causing this. She doesn't know who it might be or why, but she has lived long enough to have made quite a few enemies. Perhaps someone is surreptitiously siphoning off her life force or some other vital essence. If this is the case, those gathered at Charwall could have been drawn by whatever power she may be emanating, perhaps even absorbing it into themselves.

CHARWALL

The residents of Charwall are an unusual group, many of whom have little in common. This is particularly true of the kobolds, whose society is very different from the more civilized lives of the other races.

But the community is held together by their veneration of Kaliphex and by the universal experience of having traveled to this strange island from far away. Everyone has a long story of their journey to Charwall, their life before and the bizarre experience of leaving it all behind.

Many had brushes with death along the way. The path through the underdark is a dangerous one and many residents think the number of people who attempt the journey is much higher than the number who arrive.

There are two leaders in Charwall: one dragonborn and one kobold. This is not due to a deep division between the two groups, but because of the differences in their day-to-day activities. While the kobolds largely spend their time tending to their moss farms, the dragonborn engage in trade, fishing, crafting and other pursuits. Since no dragonborn knows anything about moss and no kobold knows much about the rest, they each have their own leader. Still, they regard each other as equals and consult each other on decisions that affect the whole community.

None of the buildings in Charwall have roofs. Most of the roofs collapsed ages ago and the rest fell when Kaliphex burned the fort.

The kobolds travel through the underground tunnels in small, circular boats called 'coracles.' These simple vessels are too small for most of the dragonborn, who use a rowboat instead. Generally, the dragonborn spend very little time in the tunnels.

There is a small shrine to Kaliphex in Charwall, featuring a large, stone sculpture of her. She has only been seen by the residents of Charwall once, having flown overhead three years ago. Those who were present claim that they could feel her presence surging through them and most describe it as a religious experience.

Some residents leave offerings of gold by the statue. As most people in Charwall have little or no money, there isn't much there.

No one in Charwall has ever been to Kaliphex's lair and the village's leaders forbid traveling there. Opinions differ about whether it should be permissible to do so, but most believe it would be disrespectful. They say that the honor of being in Kaliphex's presence is for her to bestow, not for them to take.

Whatever it is that has drawn the residents of Charwall to their home might be felt by dragonborn party members who visit. They may even feel it before they arrive.

THE CHESTERBORO ARMS

LIM THE OGRE, PROPRIETOR

ABOUT

The Chesterboro Arms is an inn located in the underdark, on the shores of the Black Loch. It's notable for two things. First, it's run by a very unusual ogre named Lim. And second, it may be the most godawful inn anywhere in the world.

LIM THE OGRE

Lim is enormous, even by ogre standards. Standing two feet taller and at twice the weight of most ogres, he's an imposing sight. Fortunately, he's a very peaceful individual with an almost child-like personality.

When Lim was younger, he made a living as a guide and a guard for travelers in the Underdark. One day, this work brought him to an inn. It was a small place in a duergar village and there were no chairs big enough for him, but he loved it. The people, the drinking, the singing... Lim had the time of his life. That night became the only thing he talked about for months.

Later that year, a gnomish merchant Lim was traveling with suggested that he open an inn himself. When Lim replied that he didn't know how, the merchant told him it didn't matter. "Look, that western passage into the Black Loch gets a lot of travelers. And it's also one of the most dangerous places I've seen. You've got kuo-toa raiders, duergar bandits and a million kinds of monsters. People stay awake for three days just to avoid sleeping out there. Those people don't care if your inn is the worst place in the world, they just want to sleep. They want someplace safe. And they want the biggest ogre they've ever seen keeping watch for them."

This conversation inspired Lim and, after a few weeks, he headed down to the loch to build himself an inn. It took two months of stacking rocks to get four walls, a roof and a door. Shortly after, still without beer or even beds, he got his first customer. It was just like the gnome had said.

In the ten years since, Lim has expanded and furnished the place, making all the furniture him-

self. Only one room has collapsed, which-- considering Lim's complete lack of skill in masonry-- has to be regarded as a great success.

LIM'S FAMILY

Two other ogres reside at the inn: Lim's mother and his older brother, Dirg.

Lim is a mama's boy. After building the inn, he invited his mother to live there with him. She only speaks the Giant language and can usually be found drinking silently in the front room. She likes drow wine, which Lim buys just for her.

Lim's brother Dirg is a big ogre, but not nearly as big as Lim. Until recently, he was a raider. But, when the group of ogres he was with split up, Lim offered him work. Dirg's only job is to help protect the inn, which isn't often necessary. He can usually be found sitting in the front room, sharpening an axe and looking incredibly bored.

THE CHESTERBORO ARMS

The Chesterboro was once known simply as "Lim's Inn." A few years ago, Lim heard a patron at the bar telling a story about a tavern he'd been to called the Chesterboro Arms. Lim thought that sounded like a much better name and decided to call his inn the Chesterboro Arms as well.

There are a lot of things wrong with the Chesterboro. The beds are odd sizes, the food isn't great and the place is pretty filthy. Lim doesn't clean the rooms or wash the sheets. Years ago, someone told Lim he should wash the beds, so he began throwing a bucket of water on them every day. Soon after, someone told him he should stop soaking the beds. Confused, Lim stopped doing anything to the beds altogether.

The one thing about the Chesterboro no one complains about is the ale. Lim serves a thick dwarven stout made in the nearby city of Brazen throne and it's genuinely magnificent. Local pirate crews occasionally drop by for it.

Anyone sleeping in the room next to the storeroom may wake up to find Lim coming through to get a cask of ale. He does try to be quiet, but it's hard for him.

The outhouse is ogre-sized and the hole is two feet

wide. Caution is advised.

The food Lim makes is almost always soup. This generally consists of one ingredient and water. Potatoes and water. Carrots and water. You get the idea.

Lim doesn't have a good explanation for why he built the shed next to the inn. He just says he needed a place for the chairs.

CINDERFORK FOUNDRY

ABOUT

Cinderfork Foundry is a duergar outpost in the Black Loch. Using the heat from an exposed magma vent to cast and forge steel, the workers here mainly manufacture armor and "Screamers." A Screamer is a metal construct-- similar to a suit of armor-- with a dwarf trapped inside. The dwarf is in constant agony and the suit allows it to channel that pain into screams which can shatter stone.

While the foundry was established here primarily because of the magma vent, duergar spies occasionally use it to gather information on the Black Loch, where they have no other established presence. The spies come and go periodically, but rarely stay long. The workers and guards have learned to ignore them.

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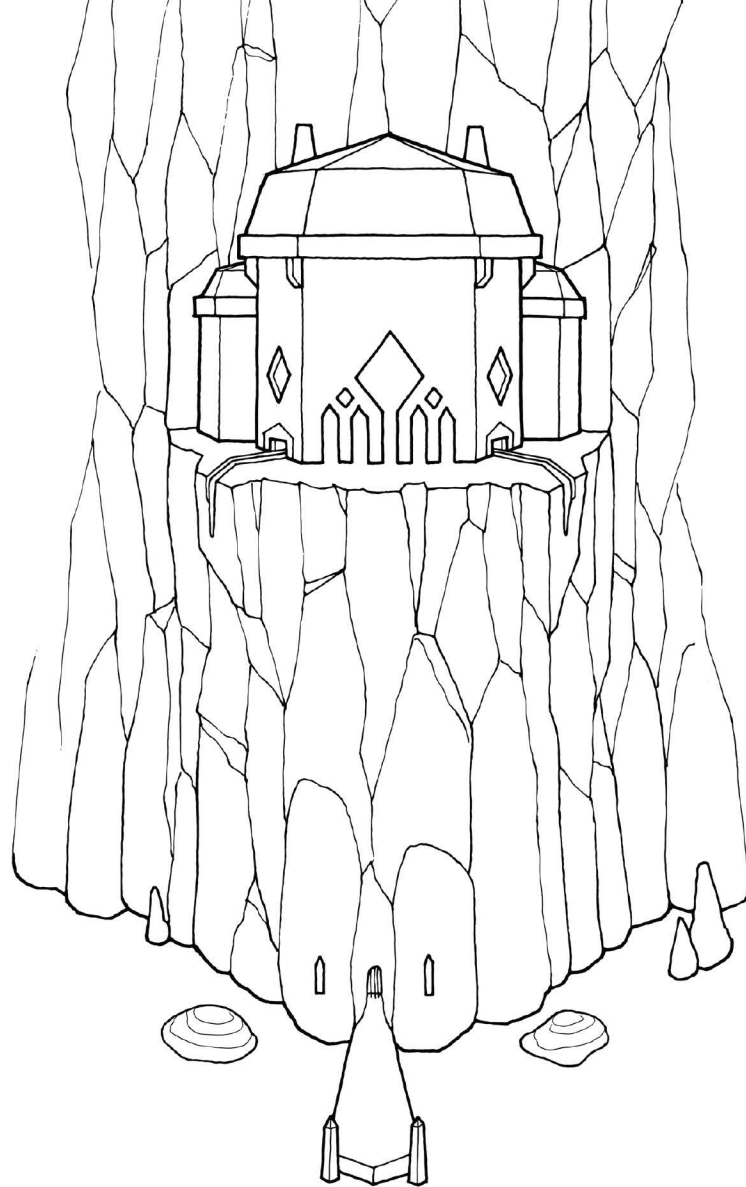
The crucible here is for melting steel. It hangs from rails and can be moved forward or backward by turning the crank on the right side.

The crucible is typically positioned near the small bridge when being loaded with steel ingots. Then, it is moved forward, over the magma vent. Once the heat from the magma has melted the steel, the crucible is moved back and poured into molds, like the one shown on the bridge in the map. These molds form the steel into the basic shape of the armor plates. Once the steel hardens, the plates are removed from the molds and hammered into their finished form on the nearby anvils.

When Screamer suits are being manufactured, the foundry's director-- a priest of Laduguer-- performs the runsmithing necessary to empower the armor.

Being placed into a Screamer is a very serious punishment for a duergar, as the suits cause unending agony to the dwarf trapped inside. Those sentenced to become a Screamer are brought here under guard when a suit is ready. Things often get messy.

The magma generally flows slowly from the vent, running down the two channels and into the water



below, where two large mounds have formed.

Several times over the years, a large amount of magma has burst forth from the vent. When this happens, the duergar evacuate immediately. Should this happen in the middle of a battle, they will probably be more afraid of the magma than they are of the party.

Cinderfork Foundry is exceptionally hot, especially on the upper level. The large openings in the walls are intended to vent this heat. The high temperatures might be enough to cause exhaustion penalties for PCs. The duergar workers and guards would probably not suffer these penalties, as they are more accustomed to the heat.

The lift across from the stairs is operated by turning a wheel on the upper level. It cannot be operated from the ground floor.

CLOGWYN PRISON

ABOUT

Clogwyn Prison is the ruin of an ancient dwarven prison in the Black Loch. While Clogwyn was once situated on a small island, the island and almost all of the tower are now underwater, having been drowned by the rising water when the Great Breach* opened 600 years ago.

Originally built by the dwarves of Auldbaern-- as the city of Vlyn'darastyl was once known-- Clogwyn was abandoned when their city fell to the drow. In the 1200 years since then, it has been occupied at various times by kuo-toa, derro slavers and a coven of sea hags, who currently call the prison home.

*For more information on the Great Breach, see the DM notes for Vlyn'darastyl.

HISTORY

Because Clogwyn Prison was situated quite a distance from the city of Auldbaern, the guards here were not aware that their city had fallen to a drow army until about two weeks later. When they were given the news by the captain of a passing ship, plans were made to close the prison and leave.

The guards packed whatever supplies they had onto their ship, along with the prisoners, who were to be released once they reached their destination (except for one individual, who the guards thought it better to execute). Once the ship was loaded, they headed west to find refuge in the nearby dwarven city of Brazenthron.

For several centuries, the prison lay empty until a group of kuo-toa made their home on the island and in the waters around it. A small community developed over the next 150 years, but suddenly disappeared for reasons unknown.

A few decades later, a group of derro slavers found the prison and began using it as a base of operations. They sent out ships to raid coastal settlements for slaves, who were brought back here and sold to the drow or kuo-toa.

About 200 years after the derro moved in, catastrophe struck. A large hole suddenly opened up in the roof of the loch and a torrent of water began flowing

in from the surface sea above. Clogwyn, which was only slightly above sea level, began slowly drowning as the water rose. Once the first few floors became submerged, the derro decided to move on.

When the sea stopped rising, only the top of the roof and the ramparts stood above water. Clogwyn remained empty for another few centuries, until a sea hag named Wylissa found the secluded structure and made it her home. Wylissa still resides in Clogwyn, along with two other sea hags named Uskendra and Borothy, with whom she has recently formed a coven.

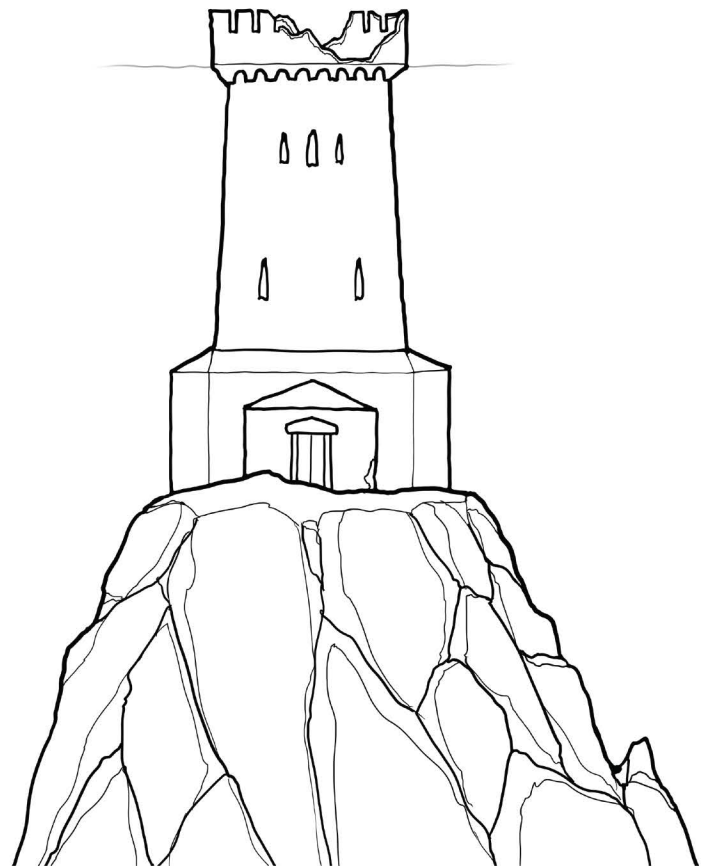
IDEAS

Here are my thoughts on how you might use Clogwyn Prison in your campaign:

The party either hears rumors about the prison or simply notices the top of the building protruding from the water as their ship passes by. Be sure that the party has spells, items or potions that allow them to breathe underwater in advance.

If the party investigates, they will find a number of rotting corpses strewn about the prison. On the second-lowest floor, an aquatic elf is locked in one of the cells. He asks the party to free him.

He will tell the party that he was captured by kuo-toa and brought here. He's not sure where his captors



went, but he expects to be taken away to be sacrificed when they return.

The elf in the cell is actually the sea hag Wylissa in disguise. I recommend having her take the form of a male sea elf rather than female, especially if you have experienced players. In roleplaying games, a young, pretty girl in need of rescue from a place like this is *always* a trap. It's a classic scenario, but it's predictable and your players will probably be very suspicious. But, since this kind of scenario rarely involves a male victim, having a man in need of rescue may throw them off.

If released, the elf will ask the party to help him find his brother, who was captured with him. He will go through the prison, checking to see if any of the corpses are his sibling.

At this point, the other two sea hags (who are in their lair at the bottom of the prison) will begin causing problems for the party. The corpses will begin to animate into lacedons-- aquatic ghouls-- and attack the party. Wylissa is unarmed, but will pretend to assist as much as possible.

Wylissa also has the ability to cause the gates of the cells to open and close at will. She will use this to trap a PC inside one if possible, locking them inside.

If the other hags believe the party is at a disadvantage, they will join the fight themselves. They will flee if the battle goes poorly for them.

I recommend putting a variety of highly weird loot in the sea hags' lair. In addition to some potions, the party might find some very unusual magic items. For example:

- A strip of cloth which, when placed over one's eyes, allows a person to see through the eyes of a stone giant living somewhere else in the world.
- A kuo-toa skull that repeats the bearer's words in kuo-toan when held.
- A small, carved wooden box. When opened, the holder experiences the dying moments of the person they cared about the most.

CULL'THAIN ESTATE

ABOUT

The Cull'Thaine Estate is the home of the drow nobles of House Cull'Thaine, the current ruling house of the drow city of Vlyn'darastyl in the Black Loch.

There is a separate map of Vlyn'darastyl available, with its own DM notes, which may be useful to anyone using this map in that setting. In addition, the DM notes for the Deep Spire contain information about Vlyn'darastyl's previous ruling family, House Vaerixas.

The Cull'Thaine Estate could be used in settings other than the Black Loch, such as Ravenloft, where it might serve as a haunted mansion, vampire's lair, or the home of a character you're trying to pass off as completely normal, but the party knows something is up because normal people don't live in places that look like this.

House Cull'Thaine is very wealthy and owns quite a few buildings in Vlyn'darastyl, as well as having use of the city's Dwen'del Palace. The Cull'Thaine Estate does not house the entire family or a large portion of their assets. Their trade goods, slaves, prisoners, guards, offices, servants and most of the lower-ranking family members are housed elsewhere. The estate is the inner sanctum, where only a few reside, including the Matron Mother, her two daughters, the house wizard and two highly trusted servants. Guards and soldiers would be present here day and night, but they do not live in the manor itself.

THE MATRON MOTHER

The matriarch of the house is the Matron Mother Driadara Cull'Thaine. For just over 200 years, Driadara has been the head of Vlyn'darastyl's ruling council. While this does not, officially, give her sole control over the city, the other noble houses fear her and rarely defy her wishes.

At over 960 years of age, Driadara has been Matron Mother of her house for over six centuries, since her mother, the Matron Taliqsi, died at the age of 1382. While most drow Matron Mothers have lengthy reigns, those of Driadara and her mother have been so exceptionally long that they are the only matri-

archs House Cull'Thaine has ever had. The statues flanking the front entrance of the estate depict them: Taliqsi on the left and Driadara on the right.

Vlyn'darastyl came under Driadara's control when a coup, organized by House Cull'Thaine, drove out the city's previous rulers, House Vaerixas. Afterwards, with most of House Vaerixas dead and the rest having fled the city, the remaining noble houses were left to choose a new matron to lead the council. While all the houses had participated in the coup, House Cull'Thaine were the architects of the plot and the other houses were not keen to challenge Driadara for the position.

Since then, Driadara has solidified her control over the city, with spies in the other noble houses to ensure that they cannot take power the way she did. Even still, one rival remains a concern: House Vaerixas. Although much of the house died in the coup, the Matron Mother, Ysri Vaerixas, did not. Several months after fleeing the city, Ysri and the remnants of her house were discovered to be living on the far side of the loch, in a place known as the Deep Spire.

Driadara would have sent her forces to finish them off, but Ysri had allied herself with a clan of orog pirates known as the Tideborne, which complicated matters. The Tideborne had a substantial fleet of ships and were the loch's foremost naval power. With 100 miles of sea between Driadara and Ysri, the orogs would be a daunting obstacle.

Lacking the ability to send an army to the Deep Spire, Driadara has turned to assassins to rid her of Ysri Vaerixas. Over the years, four have been dispatched to infiltrate the Spire. Each time, the assassins have been shipped back to her, their heads neatly packed into small crates.

One of Driadara's more unusual traits is her pickiness about servants. She has only two, because she can find no others that meet her requirements, which are:

- No slaves. No slave can be trusted. They will always betray you for their freedom if given a chance.
- No drow. Drow from outside our family cannot be trusted. And drow from our family acting as servants would demean our house.
- Any servant of Driadara must have a history of at least fifty years of loyal service to House Cull'Thaine.

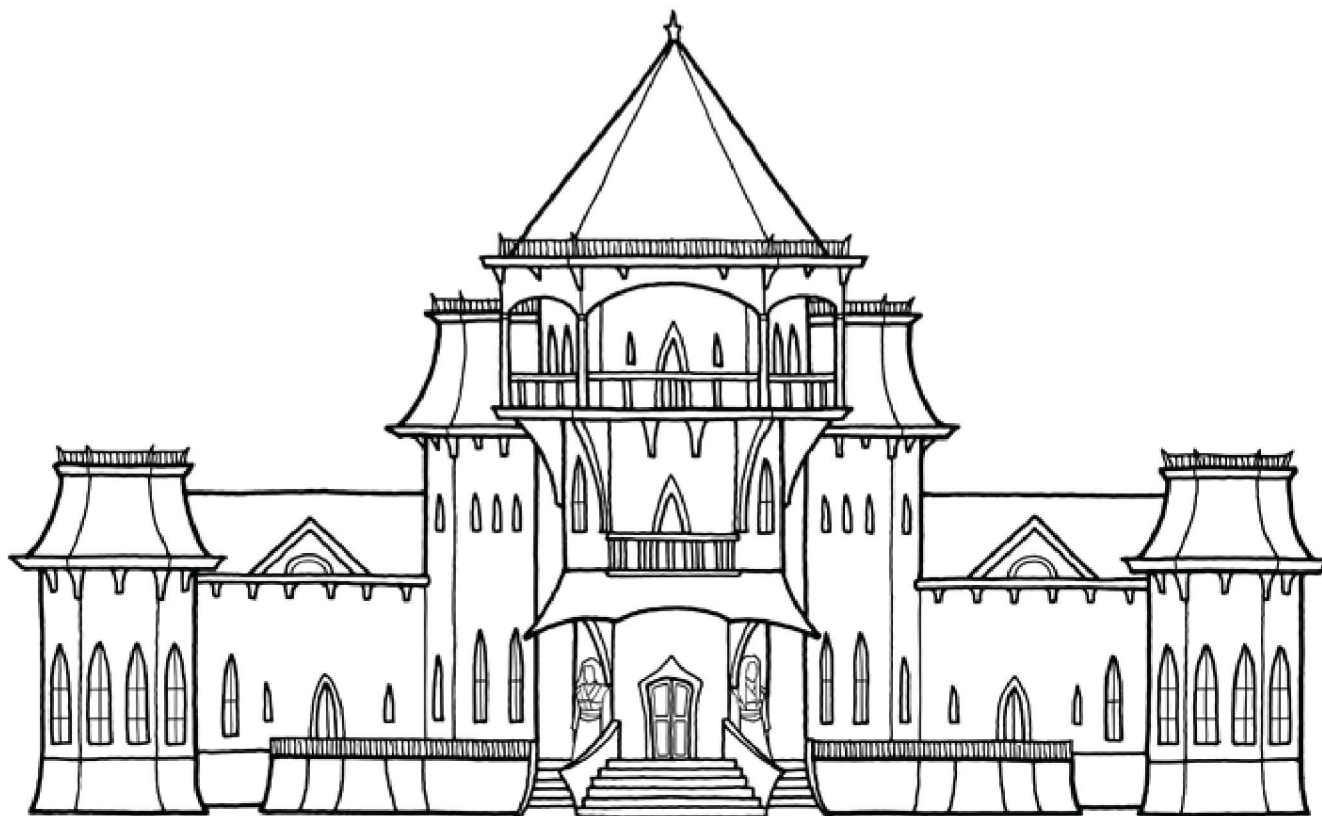
Because of these strict qualifications, there are only two servants in Driadara's manor: Olara and Hessed. Olara is a female dwarf from the nearby city of Brazen throne, where she worked as a spy for House Cull'Thaine for decades. Hessed is a male duergar, who served Driadara as an assassin, killing her enemies in places where drow were not welcome. Both are fiercely loyal to Matron Driadara, who keeps them fed, dressed and paid very well.

HOUSE CULL'THAINE

House Cull'Thaine has a well-deserved reputation for being well-informed. Their spies can be found in any place they consider relevant to their interests, which includes a number of places far outside the Black Loch. They have turned this network of spies into a large source of income by acting as information brokers, selling the secrets they don't need to those who do.

The house's sigil is known as the Peering Grail, a dark cup with an eye on the side and three drops of blood above it. This sigil can be seen on the rug in the foyer of the Cull'Thaine Estate.

House Cull'Thaine has made a number of alliances in the years since taking power in Vlyn'darastyl, including one with House Rysa, the ruling nobles of another drow city outside the Black Loch. They have agreed to an alliance of mutual defense, but, as deceitful as drow society often is, there is no guarantee that either side would come to the other's aid if called.



THE DEEP SPIRE

ABOUT

The Deep Spire is a trading settlement carved into a large column of rock rising from an Underdark sea.

An alternate version of this map with no furnishings is also available. This may be better for DMs who want to use this as an abandoned location or as something else entirely.

The lore provided is meant as inspiration. Ignore any or all of it if a different story would better serve your game.

HISTORY OF THE SPIRE: CLAN TIDEBORNE

Until 250 years ago, the spire was once just another of many unnamed stone columns rising from the underground sea known as the Black Loch.

The first to inhabit it were the orogs of Clan Tideborne. Orog-- an underdark-dwelling cousin of orcs-- are larger than their kin on the surface and, on average, about as intelligent as humans. While orog societies are generally more "civilized" than those of orcs, they do often center around the practice of raiding.

Clan Tideborne was not an exception and prowled the seas of the Black Loch for several centuries, attacking ships and looting coastal settlements. They lived aboard their fleet and spent their lives at sea.

Over time, they became quite successful, amassing a considerable amount of wealth. The chief of the Tideborne, Lord Admiral Harlorn, proposed that they use it to establish a home port. This was a risky proposition, as their mobile society had always been key to their survival. Settling down allowed their victims to more easily seek retribution against them.

Of course, Lord Harlorn had considered that. His proposal was to build a secret port, deep in the Loch, where they could settle in safety. Half the clan would begin excavating a column of rock, while the other half prowled the waters nearby, ensuring that no passing ships would survive to report on what they

saw.

When they had dug out enough space for themselves and their ships, they brought in an outsider to do the one thing they could not. A deal had been worked out with a deep gnome wizard, who, in exchange for a considerable amount of money, cast a series of illusion spells that would conceal the settlement from outside. The wizard told them his spells would last for 50 years and that, in 49, he would return and renew them.

Unfortunately, for reasons unknown, the gnome's magic failed after 38 years to the day, leaving Clan Tideborne exposed. It didn't take long for word to reach the local kuo-toa settlements-- long considered easy prey by the orogs-- who began organizing a war host to rid themselves of the raiders once and for all.

HISTORY OF THE SPIRE: HOUSE VAERIXAS

The largest settlement on the Black Loch was the drow city of Vlyn'darastyl. As with most drow cities, the dominant deity of Vlyn'darastyl was Lolth. But, unusually, the deity revered by their ruling family was not.

For ages, House Vaerixas had worshipped Eilistraee, the drow goddess of freedom and beauty, instead. While the other nobles may have preferred a ruling house whose religion was more in line with the others, they had grown accustomed to it and, for their part, House Vaerixas made no attempt to impose their goddess or her rules on the rest.

Then the Matron Mother died and her daughter Ysri took her place. While the old matron was devoted to her goddess, Ysri Vaerixas was a *zealot*. Under her rule, the will of Eilistraee would *never* be denied or compromised.

After abolishing slavery in the city-- an institution abhorrent to Eilistraee-- the other houses rose up against Ysri, forcing her to flee with the surviving members of House Vaerixas.

After commandeering several merchant vessels for their escape-- their own ships having already been burned-- Ysri led her family deep into the Loch.

Having recently received word about the discovery of the orogs' hideaway, Ysri reasoned that, by now, the raiders would either be dead-- leaving the spire free for her to claim-- or they would be alive and in need

of help. In that case, perhaps a deal could be made.

Upon arriving, and after making clear her intentions were peaceful, Ysri Vaerixas met with the orog's grizzled leader, Lord Harlorn. She asked about his clan's situation and what she might do to help.

Lord Harlorn explained that they were preparing for an assault by a kuo-toan army that had been mustering nearby for over a month. He didn't believe his clan had enough men to repel the assault, but a conclave had been held and the clan had decided that they would hold fast and, if necessary, die in defense of their home.

Ysri then explained her situation and made the old orog an offer: she would establish a home alongside his and an arrangement of co-rulership over the spire would be created between House Vaerixas and Clan Tideborne. In return, the renowned and feared Darksong Knights of House Vaerixas—paladins of Eilistraee—would stand in the defense of the orog's home.

Lord Harlorn, who did not wish to see his clan meet their end, and largely blamed himself for putting them in this situation, agreed to the offer.

When the assault began a week later, the kuo-toa quickly realized they were facing much more than they'd bargained for. While they knew the Tideborne orogs were fierce warriors, they didn't expect to see dark elven nobility fighting by their side. And when they realized there was a drow Matron Mother aiding in the defense, the kuo-toan commander called for a retreat.

HISTORY OF THE SPIRE: THE UNLIKELY PARTNERSHIP

In the years after the battle, things stabilized for House Vaerixas and Clan Tideborne. With the spire no longer a secret, the occupants agreed to expand the space within and improve the fortifications. The orogs took a break from raiding to dig out more stone, while the drow nobility—completely unsuited for this kind of labor—paid a team of duergar miners to do their share of the work.

These improvements to the spire's defensiveness, as well as the combined strength of the two parties within, kept both of their enemies at bay. The kuo-toa didn't feel their numbers could overcome the elite drow knights. The drow houses of Vlyn'da-rastyl were less concerned by this—having knights of

their own— but were unwilling to confront the naval power of the Tideborne fleet.

This was a perfect situation for the Tideborne, as they could now raid with impunity. For their drow counterparts, living in the spire gave them a safe place to regroup, but, without a source of income, their resources began to dwindle.

Ysri proposed an idea: the establishment of a community in the spire. By allowing new settlers, they could build an economy. And by allowing traders into the harbor, there was a tremendous profit to be made. Even without many craftsmen, the orog's plunder would give them plenty to trade. And converting looted goods to gold was something that had always been difficult for the Tideborne.

Unfortunately, there was one obstacle that would need to be removed before this could work: the piracy. No ships would come if they expected to be attacked. The raiding of coastal settlements could continue, but the boarding of ships at sea would have to stop.

This was a contentious proposal to say the least, but the Tideborne decided to give it a trial run. Two years later, the embargo on piracy was still costing the raiders more than the trade was bringing in— but not by much. And with the steady growth of the trade income, they could see it becoming a net positive in time.

HISTORY OF THE SPIRE: THE EXILES

Traders came quickly with the offer of cheap goods and safety from attack. Settlers arrived more slowly. The first were duergar and deep gnomes, many of whom excavated their own homes, then made a living excavating homes for others. Later, traders and craftsmen came in, a tavern was opened and a small community began to form.

When word got around that the spire allowed settlers of any race without restriction— a rarity in the Underdark— the population began to increase steadily. Most of these newcomers were exiles and outcasts. Many simply didn't conform to the strict expectations of the societies into which they were born. Others were escaping hardship or slavery. And some were simply fugitives.

Over time, the spire gained a reputation for being home to these outcasts and misfits, with some

calling it “the Exiles’ Tower.”

THE SPIRE AT PRESENT

Lord Admiral Harlorn died many years ago, as did his next two successors. The current leader of Clan Tideborne is Lord Varl, a young and ambitious orog who wants to expand his clan’s holdings beyond the spire. This has brought him into conflict with Matron Mother Ysri, who sees his ideas as risky--potentially to both of them, as their mutual home and their reliance on one another for safety has made their fates intertwined.

Ysri continues to plan her vengeance, as she has done since the day she left Vlyn’darastyl. She accumulates money, resources, arms and alliances in preparation for the day when she will return to reclaim the city and destroy those who rejected her house and her goddess’ will. No one except Ysri knows how close this day might be.

Currently, the spire has six tiers, as well as several other areas. They are summarized here:

FIRST TIER: The harbor, housed in a large chamber below the spire. The 25’ (8m) high ceiling of the chamber is not a problem, as ships of the Underdark do not use wind for propulsion and have neither sails nor masts.

SECOND TIER: Most of the spire’s businesses are on this tier, which is devoted to trade and commerce. The tavern here is where most of the visiting sailors come to drink.

THIRD TIER: This tier is largely populated by duergar. A mushroom farm and a brewery are located here. These are the spire’s only internally-produced sources of food and alcohol.

FOURTH TIER: This tier is predominantly populated by deep gnomes. Most of the locals drink at the tavern here, which is intentionally located in a place that makes it difficult for outsiders to find.

FIFTH TIER: This tier is occupied entirely by the drow nobles of House Vaerixas.

SIXTH TIER: This is the barracks for both the raiders of Clan Tideborne and the Darksong Knights of House Vaerixas.

THE CITADEL: Connected to the sixth tier by a

drawbridge, this is the home of Clan Tideborne’s leader, Lord Varl.

THE HARBOR TOWER: This outlying rock formation has been turned into a defensive tower to watch over the harbor entrance. The local jail is on the lower level. A bridge connects the tower to the second tier.

THE GROTTA: A small pond has formed here, which is used as a public bath. The entrance is a stairway leading down from the second tier.

FACTIONS AND LEADERS

HOUSE VAERIXAS - A drow noble house who once ruled the city of Vlyn’darastyl. Unlike most drow, they do not worship Lolth. They follow Eilistraee, the goddess of freedom and beauty, and their devotion to her is extreme and absolute.

THE DARKSONG KNIGHTS - Most of the males of House Vaerixas are paladins of Eilistraee. While their goddess is a benevolent one, they are somewhat different from the noble holy warriors most people would imagine. Eilistraee is a goddess of freedom, beauty and joy, but she is not a goddess of peace. The Dark Lady instructs her followers to do good on her behalf, but also to destroy her enemies. This makes the Darksong Knights virtuous and noble warriors, but with all the merciless brutality you’d expect from drow.

YSRI VAERIXAS - The Matron Mother of House Vaerixas, who saw her house driven out of the city they once ruled. She calmly and patiently plans her vengeance, as she has done for the last 200 years.

CLAN TIDEBORNE - A tribe of orog raiders who first settled the spire and now rule it alongside the drow of House Vaerixas.

LORD ADMIRAL VARL - The new leader of Clan Tideborne. He seeks to expand his clan’s reach by conquering or vassalizing other settlements in the Black Loch.

OTHER RESIDENTS

DUERGAR

RADDEN - Radden runs the local brewery, which he first established not as a business, but to provide

himself with drink. An extreme alcoholic, Radden manages to support his habit by selling what ale he doesn't consume himself. He is never sober and slurs his speech so badly that only a native speaker of Dwarvish has any chance of understanding a word he says.

KARDIK AND BERA SILVERHOARD - Kardik is a duergar, while his wife Berea is a mountain dwarf from the city of Brazenthron. Unable to live peacefully in either of their homelands, they came to the spire. Together, they run a smithy on the second tier.

LADIA ASHPYRE - A duergar priestess, who was cast out when her secret worship of Moradin was discovered. She runs the mushroom farm on the third tier, but also offers her services as a healer to those in need.

DEEP GNOMES

GLEND WITHERSTONE - Glend is a grocer who sells food from a small shop on the second tier. He's a friendly, outgoing individual who fled to the spire when his involvement in a series of seven murders was discovered in his hometown. Naturally, he tells a slightly different story.

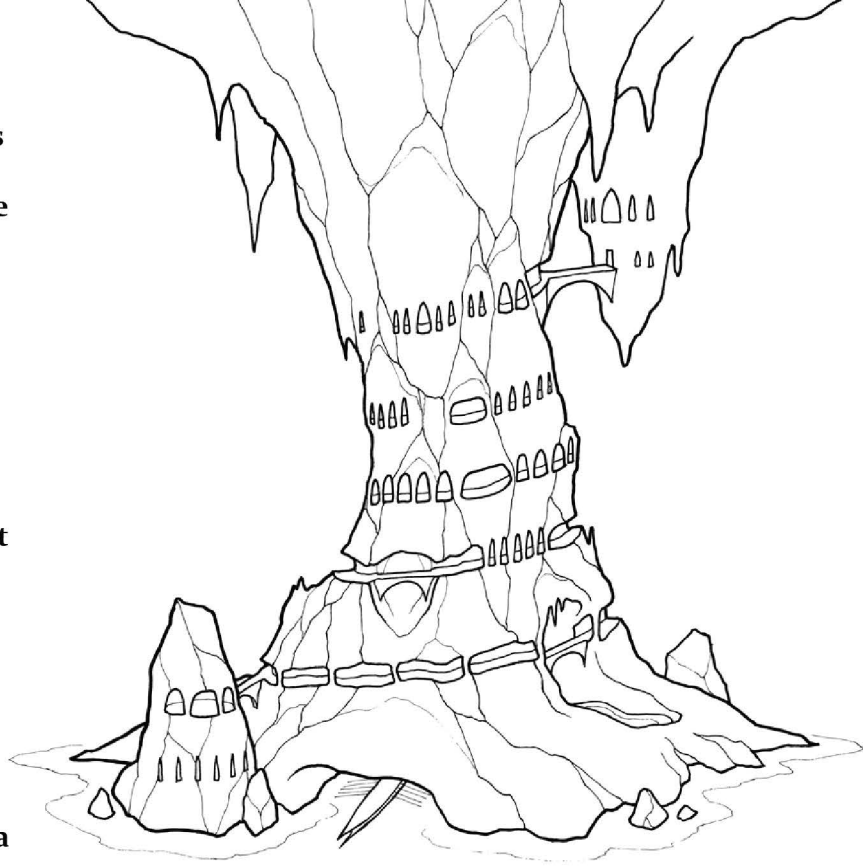
TARSON MARKABREECH - A tinkerer who makes various clockwork trinkets and tools in his workshop on the fourth tier. He left his village after a drilling machine he built went haywire, killing four miners. Tarson feels tremendous guilt over their deaths and has sworn off making any large machinery ever since. Despite his mistake, Tarson is an incredibly gifted mechanist and is probably the most intelligent person in the spire.

DROW

SAIN AND MOLLY ANTAZIR - Sain is a drow who fled his home due to horrific abuse by his family. His wife, Molly, is the spire's only human resident. They met in a port city on the surface and he quickly fell in love, as she was the most compassionate, caring woman he'd ever met. She's actually a semi-notorious ex-pirate with a vengeful disposition, but, when it comes to compassion, drow standards are a little different. Together, they run the tavern on the second tier.

OTHER

GAZ - Gaz is a completely sane and reasonable derro. These characteristics are incompatible with derro society.



L'TRATH - L'trath was an illithid outcast who came to the spire, having heard that all races were welcome. He was killed on sight and thrown into the loch. They're not that open-minded.

DELARO'S MANSE

ABOUT

Delaro's Manse is a wizard's residence, located on Drider's Rock in the Black Loch. Delaro Montalos is a human who has come to the loch to conduct his research into extradimensional travel in peace.

An unfurnished version of this map is available, as is a version depicting the building in an above-ground setting.

DELARO MONTALOS

Delaro is an impressively talented wizard who was, for many years, the leading arcane researcher at the Ancient Asdaran College of Magic. He was widely regarded as an authority in his field and was greatly respected by his peers until he found a method of traveling outside of the planes, a discovery that would spark controversy and lead to his exile.

To be clear, his discovery was not planar travel. He did not travel to the inner planes, the outer planes, the astral sea, or any place in any cosmological model of existence. He traveled *outside* of that, to a place in another multiverse altogether.

This was considered an impressive achievement, but only briefly. When Delaro explained his method of creating the gateway-- which involved tearing enormous holes through the ethereal and astral planes-- his colleagues were stunned. The damage Delaro had done was enough to potentially allow creatures from the Astral Sea, or perhaps even from this other dimension-- to wander into their world. They demanded that he stop his research and immediately begin working to repair the damage he had caused.

Delaro pleaded with them, pointing out that his discovery could open the door for entire new areas of research and that his method of travel could be refined to be much less destructive in time.

The other wizards at the college would not hear of it and insisted that he cease immediately. At this, Delaro stormed off, never to be seen at the college again.

Though he was determined to explore this new

reality, Delaro knew that the other mages at the college would expect as much and would try to stop him, so he would have to find a place far from their reach to conduct his work. He went home, packed his house into a pocket plane, and headed into the underdark to find a nice, quiet spot.

After about a month of wandering, Delaro finally came across the Black Loch. Hearing that there was a small island with no inhabitants, he hired a ship to take him there. It turned out that "no inhabitants" meant no *civilized* inhabitants, as there were quite a few driders living on the island. Fortunately, this wasn't a problem for Delaro, who took a walk around the shore, killing any driders he came across, before unpacking his house and settling in.

Delaro has been living in the Loch for about eight years now and has been delving into the other dimension fairly regularly. The effects of this have been noticable on the island, as strange creatures appear and disappear, magic functions erratically at times and, on occasion, time pauses very briefly. So far, only Delaro and the handful of remaining driders have noticed any of this.

The extradimensional travel has had pronounced effects on Delaro as well. The human mind was built for a certain reality and this other realm bears little resemblance to it. In this bizarre place, the colors are completely different, time has three directions instead of two, and there is no land or sky, only a single, neverending sea of liquid. Delaro's time here has worn away his mind over time, making him erratic, obsessive and delusional. He is not aware of these effects and continues to travel there, writing down what he discovers in a series of journals that begin as formal, academic writing, but descend into barely-comprehensible gibberish over time.

NOTES

Delaro is not fond of the underdark and has conjured himself a garden as a reminder of home. Being among the plants calms him and he tends to behave a bit more like his old self when he is there.

All of Delaro's food and water is conjured, with the exception of a few nuts and berries from the garden.

Delaro opens the extradimensional gate in his attic. Even when the gate is not open, the ethereal plane, the feywild and the shadowfell can be plainly seen from within the room, overlaid atop each other.

Having not spoken to another person in years,

Delaro is quite lonely. How he might respond to visitors, however, is anyone's guess.



EEL'S MAW STRONGHOLD

ABOUT

Eel's Maw Stronghold is a fort on a small island near the southern shores of the Black Loch. Eel's Maw is a part of the Bluescale Empire, a kuo-toan nation built along the nearby Bluescale River.

Eel's Maw was originally built to protect the northern reaches of the Bluescale Empire and to provide a military presence within the Black Loch. But, around thirty years ago, it was given a second purpose, as the fort became the site of a secret project. This project was intended to provide the empire with the means to dominate the Black Loch and vassalize or enslave the other settlements along its shores.

The project in question is the creation of siege crabs-- titanic, thick-shelled beasts of battle capable of smashing city walls and tearing apart armored warriors effortlessly.

SIEGE CRABS

Siege crabs are not a natural species and the secret to breeding them had been lost to the kuo-toa until several decades ago. After about ten years of research and experimentation, a group of kuo-toan mages and clerics rediscovered the method of creating these monstrous creatures and began a breeding program in earnest. While things have, so far, gone mostly to plan, the crabs take many years to reach full size and the first brood is only now reaching maturity. The second brood is close to fully-grown and, after this brood molts once more, it will be ready for battle as well. The kuo-toa believe this should be enough to begin their assault on the loch.

The crabs are kept in the caverns below the island and are a closely-guarded secret. Few outside the fort are aware of their existence.

Huge amounts of food are required to keep the crabs growing and shipments of meat are brought in regularly. The hunters who supply it don't know what it's being fed to, but they know the garrison can't be

eating it all.

The most difficult part of the process of creating siege crabs is controlling them. The kuo-toa have managed to do so by casting powerful, permanent mind-control spells on the crabs. Each of these spells is attuned to an enchanted circlet, which allows the wearer to control the associated crab.

The crabs are kept within the caverns at all times, but, in preparation for their release, the kuo-toa have carved an exit passage. This passage has been filled with large, heavy stones to conceal it from the outside, but the crabs should have no difficulty knocking them loose when the time comes.

NOTES

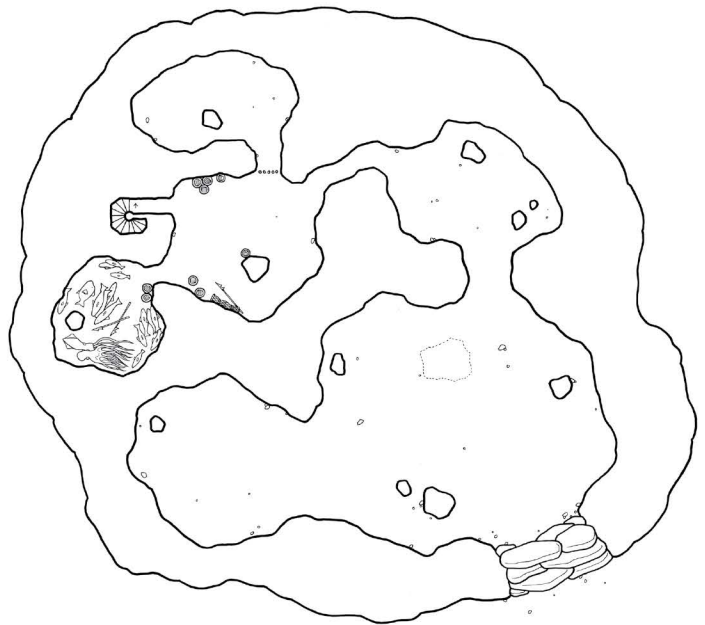
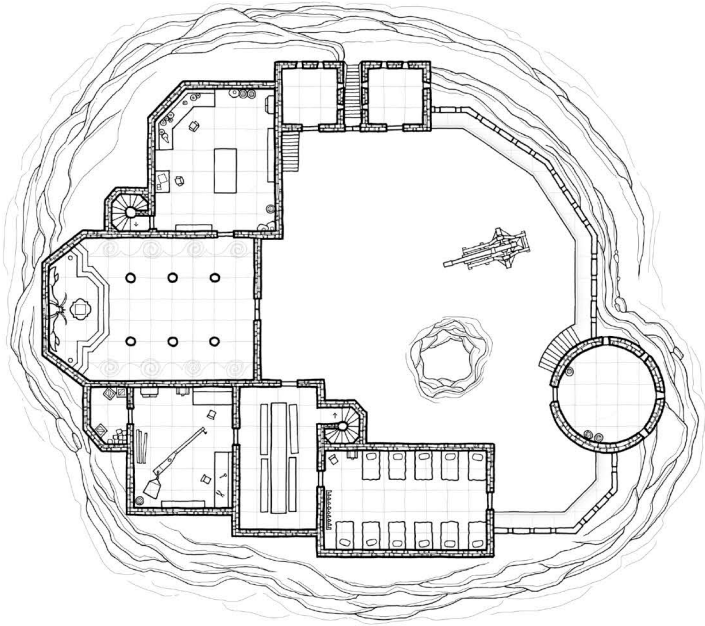
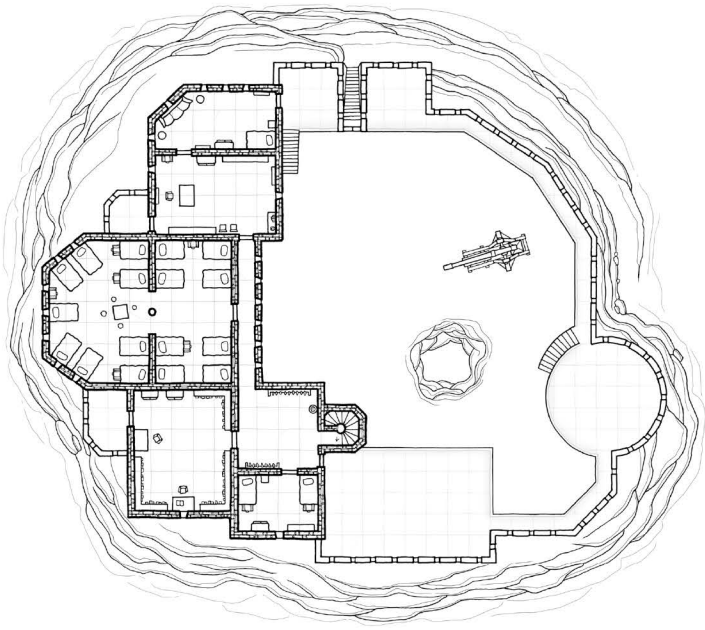
The commander of the Eel's Maw is a priest named Vlorluc. He is a high-ranking member of the kuo-toan aristocracy and was personally involved in a great deal of the research into creating the siege crabs. His impressive intelligence and scholarly depth of knowledge might lead some to see him as a bookworm, but Vlorluc is also a very capable warrior and a daunting foe in battle.

Galgool, the archpriest of the nearby temple known as "The Mother's Eye," visits the Eel's Maw once a month or so to check in on the state of operations. Galgool outranks Vlorluc and takes credit for most of the success of the project, despite having had little to do with it.

The fort has a trebuchet in the courtyard to defend against ships. A second trebuchet is under construction in the fort's workshop, where a throwing arm and counterweight can be seen lying on the floor.

The beds at the fort-- like the beds at the other kuo-toan locations-- are made from woven seaweed. These beds hold moisture well, keeping the kuo-toa from drying out at night. They smell absolutely awful.

The Eel's Maw gets its name from the hole leading from the island's surface to the caverns below.



GLOGDOLP

A KUO-TOA VILLAGE

ABOUT

Glogdolph is a small kuo-toa village on the southern shore of the Black Loch. The two main trades practiced here are mollusk farming and slaving. Part of the village is above ground and part of it is in underwater caverns below.

Glogdolph is part of a larger kuo-toan nation called the Bluescale Empire, most of which is located along the Bluescale River to the south. Glogdolph is the empire's northernmost settlement and is considered a far-flung part of their domain.

GLOGDOLP'S SLAVE RAIDING

The slavers of Glogdolph usually target travelers along the southwestern coast of the loch. The area is widely considered very dangerous to travel through and the kuo-toa of Glogdolph are part of the reason why.

Glogdolph's slave raiders mostly look for easy prey. Their preferred targets are travelers encamped for the night. An attack might look like this: a scout reports seeing a camp. There are five tents and one lookout. The raid leader orders his party to sneak up to the camp with their bows ready. All at once, he orders them to fire their arrows at the lookout. Once the lookout is dead, the kuo-toa enter the camp, throw nets over the sleeping victims and bring them back to the village, along with any other loot worth taking.

Some of the people captured by the kuo-toa end up as slaves, but many are sacrificed to their goddess, Blibdoolpoolp the Sea Mother. In either case, they are usually shipped elsewhere first. Flat-bottomed barges arrive at Glogdolph once a month to pick up the captives and bring them to temples for sacrifice or to other parts of the empire to labor in mines, farms or quarries.

In the past, the slavers of Glogdolph had a much easier time taking captives. The Chesterboro Arms Inn changed that, cutting their monthly captures by

about half. The kuo-toa once organized a large raid to destroy the inn, but it failed spectacularly. Even with a unit of soldiers sent by the empire to assist, they were unable to deal with Lim, the Chesterboro's ogre proprietor, who simply plucked off the heads of the kuo-toa one by one. The survivors reported that he appeared to suffer no more than discomfort from their spears and harpoons.

Glogdolph has repeatedly asked for a larger force to bring down the ogre and his inn for good. While the Bluescale Empire certainly has more than enough resources for this, they have not yet considered it enough of a priority to do so.

NOTES

The leader of Glogdolph is the Whip, a highborn priest of Blibdoolpoolp. Whips are figures of high status in kuo-toan society. Governing this small community on the outskirts of the empire is not a task any of them would want.

Kuo-toa mostly eat their food raw. They do not have fireplaces in the village.

Kuo-toa beds are large mats of seaweed woven together. These are soaked with water, keeping the kuo-toa moist at night. They're a pretty gross thing to sleep on for most non-amphibious races. They smell about how you would expect.

The shrine here is dedicated to Blibdoolpoolp, the goddess of the kuo-toa. She is depicted as a naked human woman with the head and claws of a lobster. Yes, seriously.

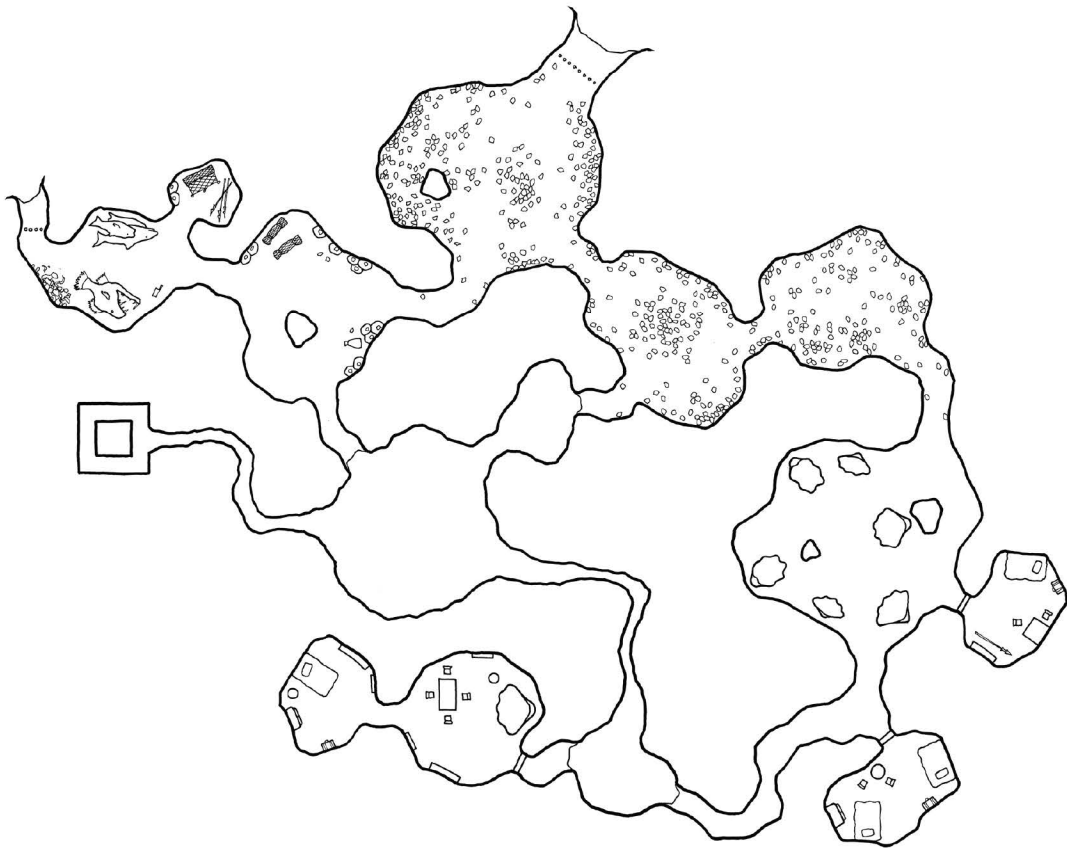
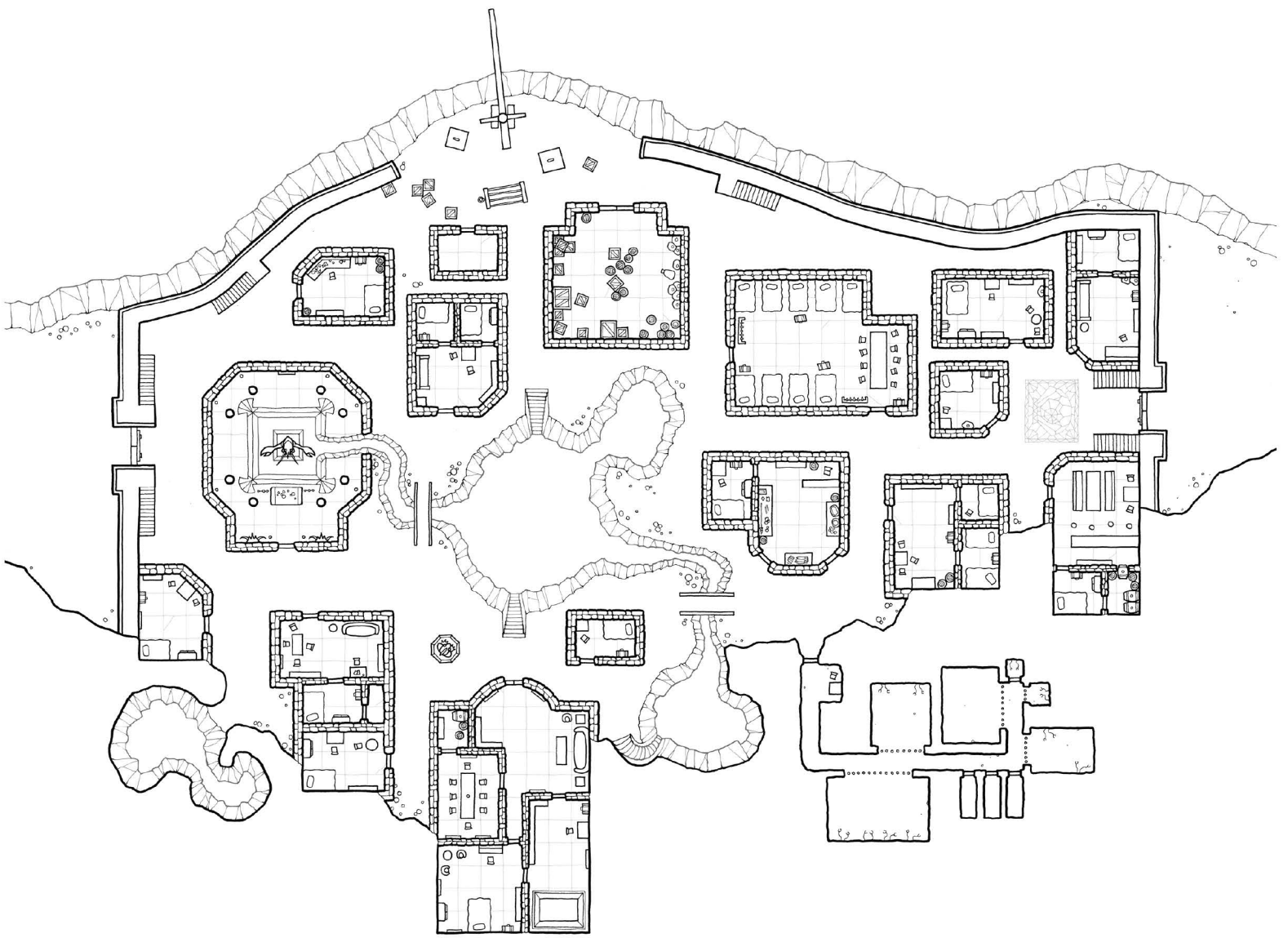
Glogdolph is periodically raided by the Tideborne orogs of the Deep Spire.

The water here-- in the pools and along the coast-- is about 30 feet (10m) deep.

The gates leading into the underwater tunnels beneath the shoreline are mostly to keep animals out. They may not be locked, as the kuo-toa do not expect an attack from there.

Glogdolph doesn't have docks. The flat-bottomed riverboats that come here to collect captives ride high in the water and can pull right up to the shore. The crane is used to load cages full of captives onto them.

The large shells in the gathering hall are used as decoration and as seating.



THE GRINNING WIDOW

ABOUT

The Grinning Widow is a ship designed for the seas of the Underdark. With no wind to fill sails, rowers are the force that drives the vessel. For defence, the ship is armed with two ballistas and a ram.

A version of this map showing only the uppermost deck is included. This version has a large amount of space around it to accommodate a naval battle.

The forward berth on the rowing deck and the rear compartment of the hold were left empty so the ship could be customized to your party's needs. They can serve as sleeping quarters, a laboratory, etc.

With the exception of the ship's three officers, the crew of the Grinning Widow would sleep in hammocks. These would be hung over the benches on the rowing deck and would be stowed away when the crew awakens.

Due to its small size, the Widow does not have a mess hall or other dedicated dining area. The rowers eat at their benches and the ship's officers eat in the captain's cabin.

THE CREW

The Grinning Widow's crew requirements may vary based on the ship's use. For example, a warship might have a complement of marines, whereas a trading vessel might not. In any case, these are the basic crew that would be needed under any circumstances:

- 20 Rowers
- 1 Captain
- 1 First Officer
- 1 Helmsman/Navigator
- 1 Cook

If this ship is to be used by a party of PCs, they will likely need a substantial number of NPC crew to help them operate it. Some parties may see this crew as their personal army and attempt to enlist their assistance in combat. While the crew would, of course, need to assist in a naval combat, they might not be willing to join the PCs in other battles. Here are a few things to consider if your party wants to

enlist the crew in fights:

-The sailors get paid to crew the ship, not to go on adventures. If they're going to go on adventures, they will probably expect a cut of the loot.

-The crew are mostly 1st-level nobodies and probably aren't much use in combat (even though the rowers are likely to be quite strong).

-The crew aren't easy to replace, especially outside of a large settlement. 20 rowers are required to move the ship at a decent speed. 10 can barely get it moving and, unless the PCs want to row the ship themselves, they'd better keep the crew alive.

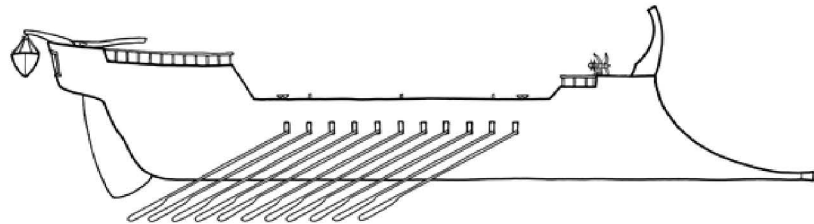
NOTES

The Grinning Widow is armed with two projectile weapons, both ballistas. The one near the bow of the ship is a heavy ballista, which might use these special rules:

The weapon does twice the damage (6d10) and has a longer range (200/800) than a normal ballista. However, it requires two crew operating it in order to fire every turn. Either can be the one who makes the roll to hit. If there is only one person operating the weapon, it can only be fired once every two rounds.

Aside from the slots for the oars, the ship has very few windows and the windows it does have can be shuttered. This is to prevent lights inside the ship from giving away its location in the sunless seas of the Underdark.

The Widow could be used as a surface ship as well. Its design is fairly similar to Greco-Roman warships of the Bronze Age.



HALLS OF THE AWAKENED

ABOUT

The Halls of the Awakened are the hidden lair of a cult known as the Architects of the Awakening. The entrance to the lair is hidden deep within a series of caverns. This map is a part of the Black Loch.

The story of the Architects is complicated, but, to summarize it very briefly, they are a duergar cult that intends to imbue their race with psionic abilities equalling those of the illithids. Their method of achieving this is so heinous that they must carry it out in secret. Even though the Architects' plan could result in duergar dominion over most of the world, even their own people would never accept the abominable acts that the Architects must commit to accomplish it.

THE ARCHITECTS OF THE AWAKENING

First, a bit about duergar history. The duergar were a clan of dwarves who were enslaved by mind flayers for several thousand years. They eventually rose up against their masters and won their freedom, but their hatred for the illithids never faded.

Some time later, a duergar queen named Duerra launched a war on an illithid city, capturing the residents and performing experiments on them to discover the secrets of their mental powers. She is said to have found the source of their psionic essence and to have infused it into her own people. This tale is more legend than history, but, for the purposes of this story, it is the truth.

It is indisputably true that the duergar possess more of a talent for psionics than most races, but, despite having the psionic essence of the illithids within them, their powers are nowhere near those of their former masters. The question of why this might be is one that the duergar have never really asked. But, about 100 years ago, a priestess named Astali, a follower of Deep Duerra– the aforementioned queen, who later became a goddess– started asking it. And she was determined to find an answer.

After ten years spent researching the matter and trying to commune with Duerra, Astali found something. The psionic essence of the illithids was not, on its own, the force that gave the flayers their power. There was something else in their blood that acted as a catalyst to set it off. The duergar had the fuel, but not the flame to ignite it. Astali believed she could change this.

The means of doing so, however, was an abomination– both to the duergar race and to Astali herself. The High Lords would kill her for it. She was hesitant, but ultimately decided to go ahead.

More than anything, Astali wished to see the duergar achieve greatness. As it stood, the duergar were the foremost power in the underdark. To empower them with the psionic gifts of the mind flayers would make them the only power in the underdark. Even the surfacers would bow to the grey dwarves. Astali's desire for this future abolished any other concerns she had.

After gathering a group of Duerra's faithful and establishing a base of operations far from her city, Astali began her work. She and her followers began by launching raids on a small illithid settlement, returning with captive flayers and tadpoles.

At this point, I need to pause to briefly explain illithid reproduction, as it plays a role in this part of the story. Mind flayers are not born as humanoids. Rather, they are small, tadpole-like creatures. These tadpoles are inserted into the ear of a humanoid host, whereupon they consume the brain and transform the body, reshaping them into illithids. While humans, elves and a number of other races can be used as hosts, dwarves cannot.

But, for Astali, awakening the psychic abilities of the duergar would require creating an illithid from a duergar host. Astali, a powerful psionist, accomplished this using psionic surgery to manipulate the host in several ways, allowing it to better accommodate the illithid tadpole. She made a few other changes as well, preventing the transformation from removing the host's reproductive organs and protecting the host's brain from the tadpole, so that the duergar consciousness would not be replaced by an illithid one. This would be, in essence, a duergar mind with an illithid body.

After losing two followers in her early attempts at this experiment, the third was successful. Half-pleased and half-mortified at what she had created, Astali referred to the creature as a "hybrid"

and kept it away from her other followers.

While the creature retained the host's mind and personality and gained the powerful psionic gifts of the mind flayers, it was not the future Astali foresaw for her people. This abomination was merely the first step.

Astali created three more hybrids and had them mate with several of her followers. The hybrids proved able to mate and reproduce with normal duergar, eventually bearing offspring. These children appeared as normal as any duergar, bearing none of the traits of their hybrid parents, except one: their potent psionic abilities.

This was exactly what Astali had dreamed of: pure, uncorrupted duergar with the innate psionic potency of the illithids. She referred to the children as "the Awakened" and her followers celebrated their achievement.

Unfortunately, these celebrations would turn out to be premature.

After creating several more Awakened over the next forty years, the first group became old enough to bear and father children. Once they did so, Astali discovered, to her horror, that the children of the Awakened did not inherit the gifts of their parents. This changed everything.

If her plan was to work, the Awakened would have to be able to pass on their power to the next generation. The hybrids could never become a part of duergar society. Even Astali herself would not accept that. She would have to find a way to let the Awakened pass down their gifts.

Here, the story turns from past to present. Astali has spent five years trying to find a way to solve this problem and she believes she has found a way. What she requires now is an aboleth. Aboleths have ancestral memories, passing down all their recollections to their offspring. Astali believes she can find the means by which the aboleths do this and adapt it to the psychic talents of the Awakened, finishing her task once and for all. But aboleths are difficult prey and Astali knows better than to underestimate one. So she and her followers are planning carefully before they make their next move. They have come too far to stumble at the last step.

NOTES

Due to their remote location and their deeply hidden

lair, the Architects do not particularly worry about intruders. If anyone comes, they expect that it will be a duergar army sent to eradicate them. Since such an army would be more than capable of overwhelming any defenses they could erect, the cult simply focuses on remaining hidden and prays that no such army ever comes.

The caves at the entrance may be home to hostile creatures of some kind. The Architects can psionically pacify the beasts to allow their own people to pass through safely.

The Architects may have outposts elsewhere in the underdark, providing supplies and funding so the cultists here can continue their activities. PCs might discover the location of the Halls of the Awakened by following a supply ship from one of these other outposts.

The ancient ruins inside the caves were an old hide-out used by duergar rebels during their uprising against the illithids thousands of years ago.

The "hybrids" are essentially mind flayers and would likely have the same statistics as normal ones. They are usually kept separate from the rest of the cult.

The "Awakened" are powerful psionics, but are also quite young-- teenagers, by dwarven standards. You might consider giving them powerful abilities and low hit points to reflect this. As a sort of "glass cannon" enemy, their incredible powers will terrify your players, but will still result in a manageable encounter, since the PCs won't be exposed to them for long.

Astali is a powerful psionics. While she had to learn her abilities the hard way, she has had hundreds of years to do so and is a devastating enemy in combat, even more so than the Awakened or the hybrids.

PSIONICS

While psionics were once a standard class in D&D, this is no longer the case in 5th edition. Still, there are a few options for inserting psionic powers into your game.

The first option is to use the rules for Mystics. These rules were created as Unearthed Arcana and can be found for free online.

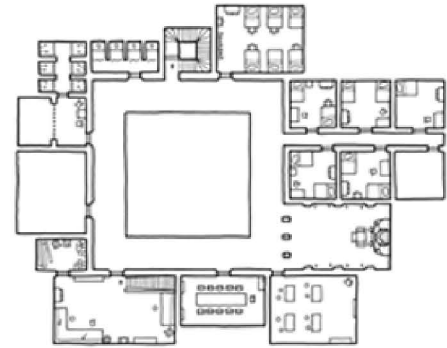
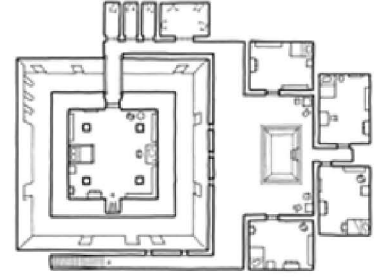
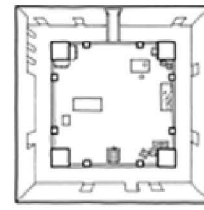
The second option is to create abilities for psionic NPCs without any particular system behind them. Simply treat these abilities as innate powers with

whatever restrictions on usage you feel is appropriate. Here are a few suggestions for psionic powers that Astali and the Awakened might possess. Adjust the numbers to accommodate your party's level if necessary:

BACKLASH - Unleashes a powerful surge of psionic energy in all directions. Any enemies within 40' (12m) of the caster are thrown back 20' (6m), suffering 6d6 damage, plus 2d6 more if they were thrown into something hard, such as a wall. If a victim succeeds on an Intelligence save, they suffer half damage and are only thrown back 5' (1.5m).

SCREAM - Overwhelms enemies with psionic energy, causing any victim within 30' (10m) to succeed on a Wisdom save or become catatonic and unable to act on their next turn. Victims who succeed on their saving throws can act, but any rolls on their next turn are made with disadvantage.

VENT - A single target is hurled 100' (30m) away from the caster. If the victim hits a wall or other obstacle, they suffer 1d6 damage for every 10' (3m) of distance remaining after they came to a stop. For example, if a victim was thrown into a wall 30' (9m) behind them, they would suffer 7d6 damage, since there were 70' (21m) remaining from the original 100' (30m). The victim takes half damage with a successful Constitution save. If the victim does not hit a wall or obstacle, they are thrown the full 100' (30m) and do not take damage.



HYPHIS

ABOUT

Hyphis is a myconid colony in the Black Loch. Located in an isolated corner of the loch, Hyphis gets few visitors and is generally left in peace.

Hyphis was built around a large, sentient mushroom the myconids call the "Red Warden." The warden shares its wisdom with the myconids and uses its powers to protect them, as they protect and nourish it in return.

THE RED WARDEN

What the Red Warden is and where it came from remain a mystery to everyone, including the Warden itself. It knows of no others of its kind in the world. It has lived in its current location for over 800 years, most of which time it has spent alone. When a group of myconids discovered it 200 years ago, they were so intrigued that they founded the colony of Hyphis around it.

At that time, the Red Warden was much smaller-- no bigger than a human arm-- but the myconids, who could communicate and even meld with it, sensed that it was special. The myconids began to nourish the Warden, which multiplied in size again and again, eventually becoming greater in mass than the rest of the colony combined.

One of the Warden's most powerful properties is its ability to sense everything in the presence of its spores. Through the spores, it can see, hear and even read thoughts. It is effectively omniscient in any place its spores can reach. When the warden was smaller, this encompassed a much more limited area but, at its current size, it covers nearly the entirety of the loch.

In addition to its great knowledge, the Red Warden is also capable of producing powerful defensive spores to protect itself and the colony. These spores can control minds, cause asphyxiation or powerful hallucinations, or put victims into a coma.

The Warden is not the leader of Hyphis-- that responsibility goes to the myconid sovereign. How-

ever, its knowledge and wisdom are so respected that the sovereign would rarely make a decision without consulting it first. And no sovereign would ever take a course of action that the Warden advised against.

As the Red Warden is neither the leader of the colony nor an object of worship, the myconids have a difficult time describing their relationship with it to outsiders. They may simply explain that it is their "very old friend."

As many spores as the warden produces, they have never spawned an offspring. No one knows what it would require for this to happen.

NOTES

Myconids spend a large amount of their time "melding." This is a combination of feeding and communing with the other members of the colony. When not working or sleeping, this is how myconids spend nearly all their free time.

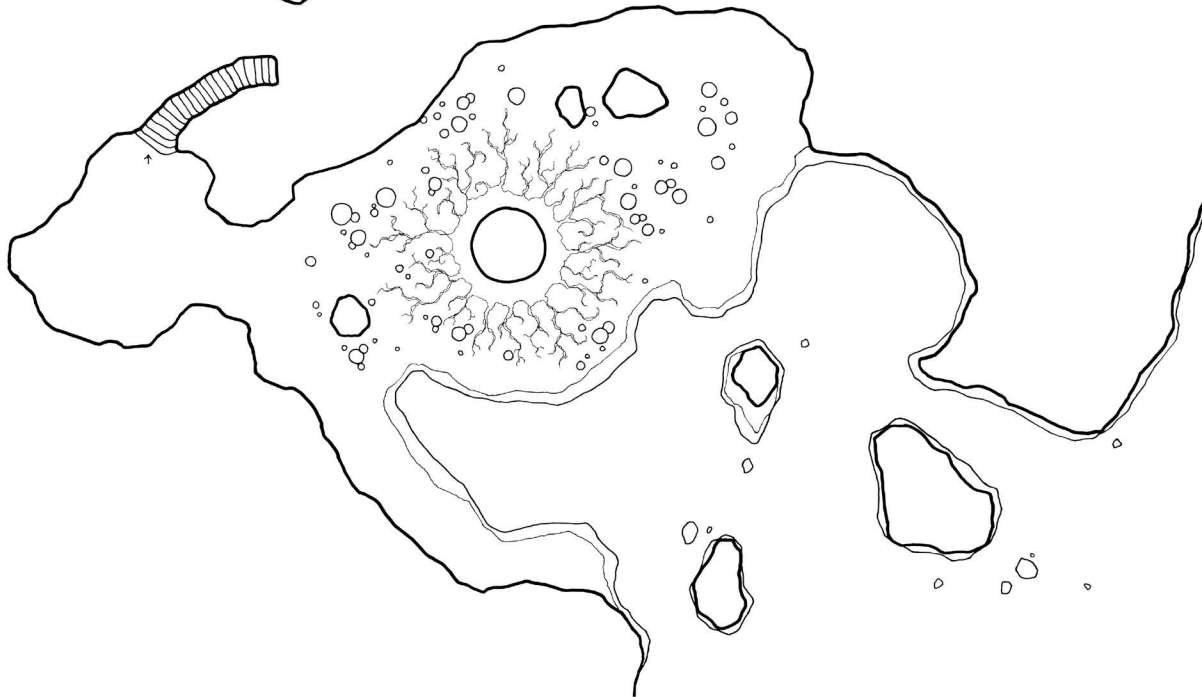
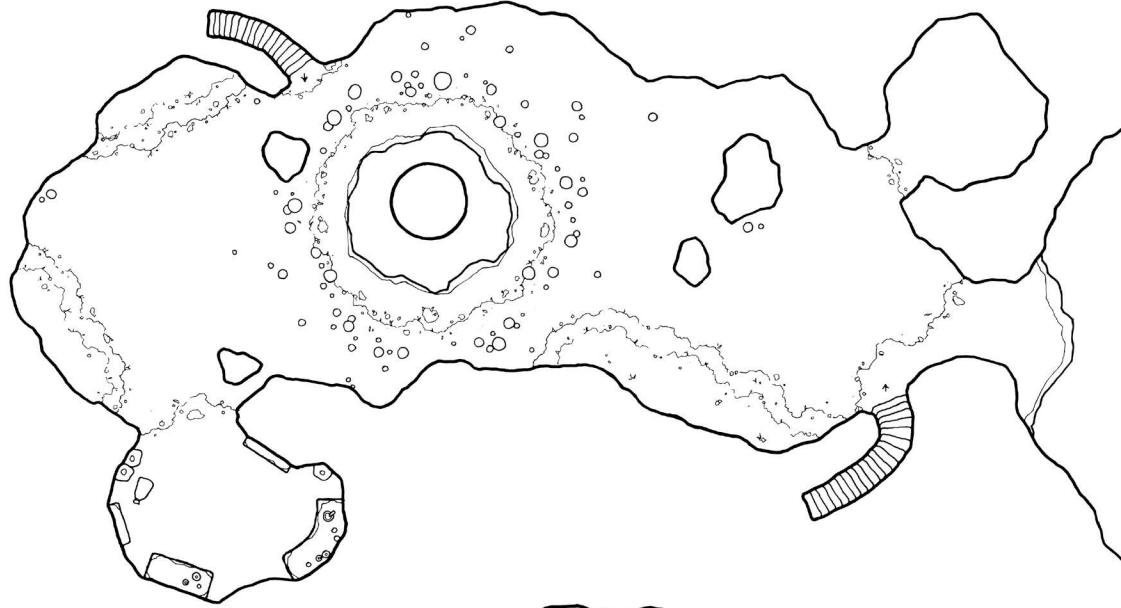
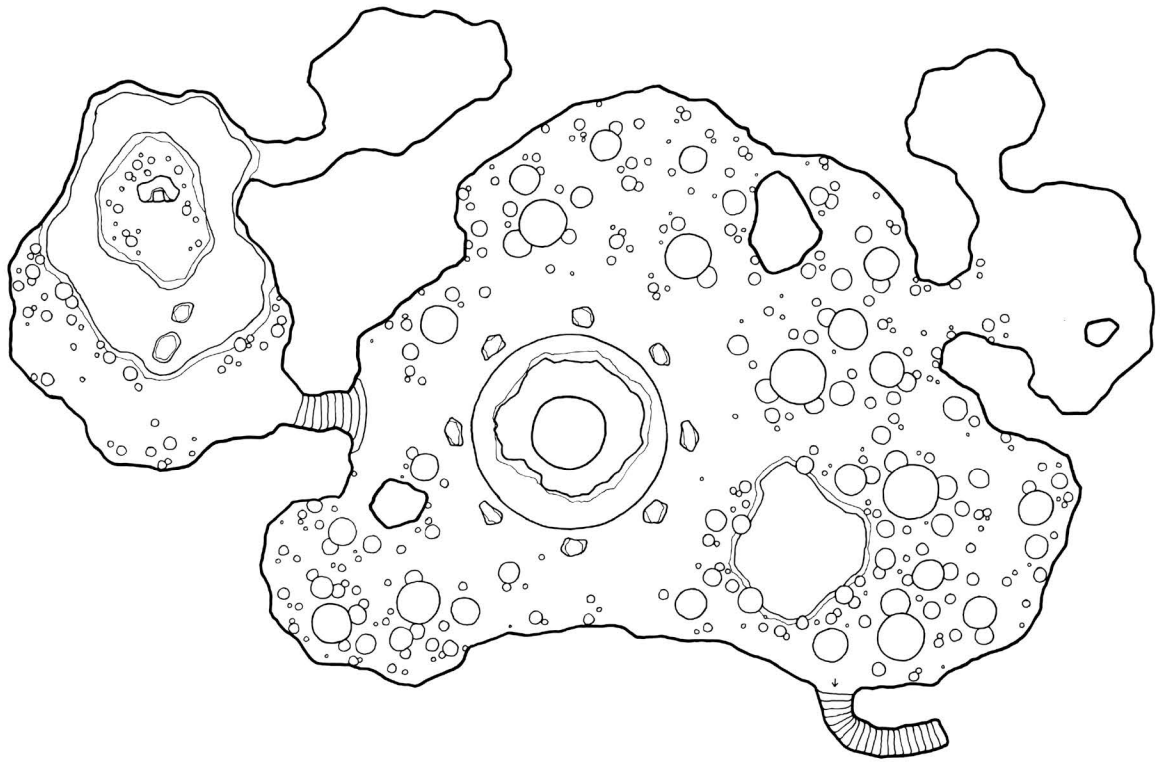
While most myconid communities are divided into multiple melding groups, all of Hyphis melds together. This allows all members of the colony to meld with the Red Warden.

The myconids use the alchemical lab to make a variety of potions and powders from their spores.

The composting room on the colony's middle floor is where the myconids gather organic matter, allowing it to decompose before consuming it. Most of what they gather is fish and other sea creatures, making this-- very literally-- a large cavern filled with rotting seafood. And it smells REAL BAD. The party will probably smell it on the way there. They will *definitely* smell it from the floor below. And, when they enter the chamber itself, it would be entirely justified to have them make Constitution saves or experience immediate projectile vomiting.

In addition to its godforsaken smell, the compost heap is also a massive brewery of bacteria and diseases, many of which have grown and reproduced here for years. If a PC falls or is knocked down into it, you may have them roll a Constitution save or become infected. Here are a few exotic illnesses they might experience as a result:

- Type 17 Diabetes
- Colonic Volcanism
- Aldonian Yak Herpes
- Ocular Vomiting
- "The Jimmies"
- Cardiac Disintegration



LAIR OF KALIPHEX

ABOUT

This is the lair of an ancient red dragon known as Kaliphex the Immortal. This map is a part of the Black Loch.

At around 11,000 years old, Kaliphex is truly ancient, even as dragons go. In that time, she has lived on four different worlds and seven planes of existence. She has destroyed 43 cities, two kingdoms and an empire. She has also ruled a nation, slain 12 dragons and two demon lords, raised fourteen hatchlings, fought in 22 wars alongside humans, elves, githyanki and djinn, and once personally insulted Tiamat to her face. Over the years, she has killed hundreds of thousands of people, saved hundreds of thousands of lives, and accumulated a staggering hoard of wealth.

For a red dragon, Kaliphex is unusual. That wasn't always the case, but age has changed her nature significantly in a few ways. Most notably, Kaliphex is not evil. She was once, but, over the millennia, the desire to kill, destroy and dominate simply left her. It wasn't the result of repentance or seeing the error of her ways, it was just boredom. These things ceased to give her pleasure and she stopped doing them.

For the past few thousand years, she has only ventured out to enlarge her hoard, although even that has become unsatisfying. Lately, she spends almost all her time watching over her treasure, one of the only things she has never lost interest in. She considers the appreciation of wealth to be "the essence of what it is to be a dragon."

Until 400 years ago, Kaliphex lived on another world, where she had laired for almost a millennium and was fairly content. Unfortunately, a series of events resulted in the planet being overrun by demonic hordes, at which point she decided to move on.

After arriving in this world, Kaliphex came to settle in the Black Loch after hearing that a descendant of hers was once living somewhere in the vicinity. That descendant, a seven-times-great grandson named Fiskanach, may or may not still reside nearby. If Fiskanach is still alive, he would be an elder dragon himself by now.

Kaliphex has gathered an impressive amount of treasure over her life, including several powerful magical artifacts. A few of her more notable possessions are:

- The head of the Golden Colossus of Trievas III, stolen from another world.
- A solid gold statue of a celestial Solar. Kaliphex no longer remembers his name, only that she killed and ate him in the process of taking it.
- The sarcophagus of Pharaoh Aksus the Fated, made entirely of meteoric metal.
- Kaliphex's most treasured possession is a magical hammer. This potent artifact grants its bearer tremendous strength, heals their wounds and can tear through any armor. Kaliphex claims it once belonged to a god from a world that has since been destroyed.

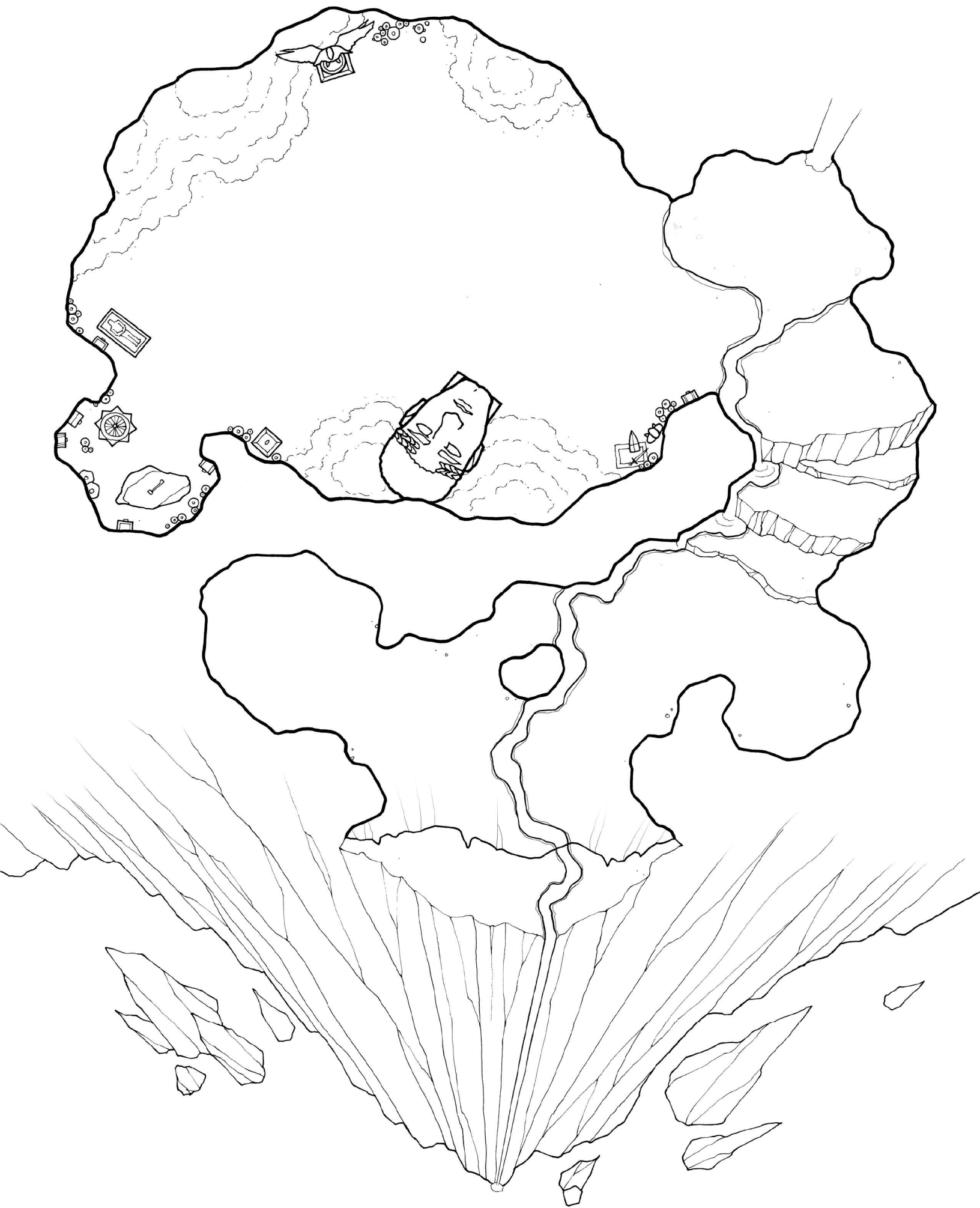
NOTES

Here are a few reasons players might seek out Kaliphex:

- They could come to her for information. With her age and experience, she may not know everything, but she knows a lot. And she's one of very few first-hand witnesses to the events of the ancient past (this world may be the one Kaliphex is originally from).
- They might need a powerful ally against a dangerous enemy. Kaliphex would be reluctant to assist, but she might be willing to do so in exchange for information about Fiskanach's whereabouts, or for a significant item to add to her hoard.
- She may have a book, scroll or some other item that the party needs. She might be willing to part with something in her hoard in exchange for a greater treasure.

If your players decide to slay Kaliphex-- or whatever dragon lives here-- and you don't want to give them a ten-ton golden head, it can be hollow, gold-plated, or made of brass.

If you're familiar with the Warhammer setting, you may be wondering if Kaliphex came from the Old World. Yes. And she may own Ghal Maraz (the warhammer from which Warhammer gets its name). Or not, it's up to you.



THE LOST CATACOMBS OF AULDBAERN

ABOUT

The Catacombs of Auldbaern are an ancient dwarven burial site in the Black Loch. While many dwarves are interred within, the most notable tomb is that of King Aron II.

Auldbaern is the old, dwarven name for the city that is now Vlyn'darastyl. It was founded and ruled by dwarves until 1200 years ago, when an army of drow conquered it, driving the dwarves out.

The city's last dwarven king, Aron II, was killed during the defense of the city. His remains were brought to the catacombs by a member of his royal guard and interred in the tomb that had been constructed for him years before. After placing the king in his elaborate sarcophagus and saying what few prayers he could remember, the soldier dragged several heavy slabs of rock over the entrance to the catacombs to conceal their location for good.

To this day, that royal guardsman remains the last person to enter the catacombs. While age and geological movement have caused some crumbling and decay, the place is still largely as it was when it was sealed.

NOTES

The catacombs are located on Cairnhollow Isle, quite a long way from the city of Auldbaern, which stood where Vlyn'darastyl is today. For reasons that remain unclear, the local dwarves considered the island their traditional burial ground and brought all their dead here for interment. Cairnhollow Isle itself was named for the many dwarven crypts built upon it.

While most of Cairnhollow's other burial sites have been plundered or collapsed, the catacombs remain intact and untouched. Some valuables might be found among the tombs and funeral offerings scattered throughout the tunnels, such as coins, jewelry or statuettes. But most of the wealth in the catacombs would be found in the royal tomb of King Aron II.

Throughout the catacombs, there are small recesses in the walls. These are niches, containing the skeletal remains of the dead. Most of the dwarves buried here were interred in such niches, with the exception of a few of the wealthier occupants, who were entombed in stone coffins.

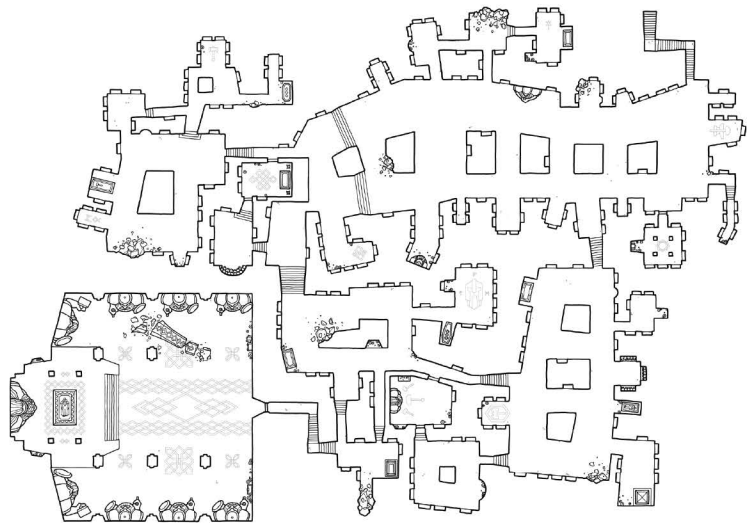
Some of the smaller chambers are clan tombs, containing the remains of several generations of a family. These tombs usually have the clan's sigil inscribed on the floor.

Most of the objects around the catacombs are funerary urns, candles and offerings to the dead. These offerings may be engraved stones, figurines or other mementos. Some are of value, while most are not.

The party might learn the location of this place as a reward for another adventure. Perhaps a former sailor who has traveled to Cairnhollow Isle on several occasions needs the party's help. The sailor, who has no money, promises the location of the ancient catacombs as payment.

The catacombs might be occupied by spiders or burrowing creatures that have made their way inside. The tunnels may also be plagued with undead, perhaps including the king's vengeful revenant.

Rummaging through the bones of the deceased and looting their valuables isn't grave-robbing as long as you say the magic word: "archaeology."



THE MOTHER'S EYE

ABOUT

The Mother's Eye is a kuo-toan temple dedicated to the goddess Blibdoolpoolp, also known as the "Sea Mother." The temple, which is partially above water and partially below, is named after an important relic kept there, which is also known as the Mother's Eye. This temple is part of the territory of the Bluescale Empire, a larger kuo-toan nation built along the Bluescale River to the south.

THE RELIC

The relic known as the Mother's Eye is a large, black pearl a bit larger than a human fist. Said to have been harvested from an absolutely enormous clam, the Eye is a powerful magical artifact with the power to summon and, to an extent, control creatures of the sea.

It is unknown how the clam got so large or why it had an artifact of such power inside it. Some have speculated that a magical item of some kind got stuck inside the clam, after which the clam formed the pearl around it.

The Eye cannot control kuo-toa, but it can affect almost all other creatures of the sea, who will come to it when beckoned by the bearer. The degree of control the relic can exert upon a creature depends greatly on the power of the creature the bearer is attempting to control. The Eye also grants the bearer the ability to breathe underwater.

ARCHPRIEST GALGOOL

Religion plays a central role in kuo-toan society and major religious figures occupy high places in the social hierarchy. Archpriest Galgool, who oversees the Mother's Eye, is no exception. Galgool ranks only slightly below the Bluescale Emperor himself. In fact, he is second in line to replace him.

In addition to his religious duties, Galgool spends a great deal of time visiting the empire's nearby fortress to ensure that operations there are going well.

For much of the last year, Galgool has spent a great

deal of his time in prayer, communing with the Sea Mother. While he has felt her presence within him for years, her voice has become much more clear to him lately and he has come to believe that she has chosen him for some great purpose. Exactly what that purpose is remains unclear to him.

The voice speaking to Archpriest Galgool is not that of the Sea Mother. Unbeknownst to him, he has been communicating with Psor'il, an aboleth living in the deep reaches of the loch. Psor'il has been telepathically manipulating the Archpriest for several months now, with the intention of one day demanding that the priest bring the Mother's Eye to his lair.

NOTES

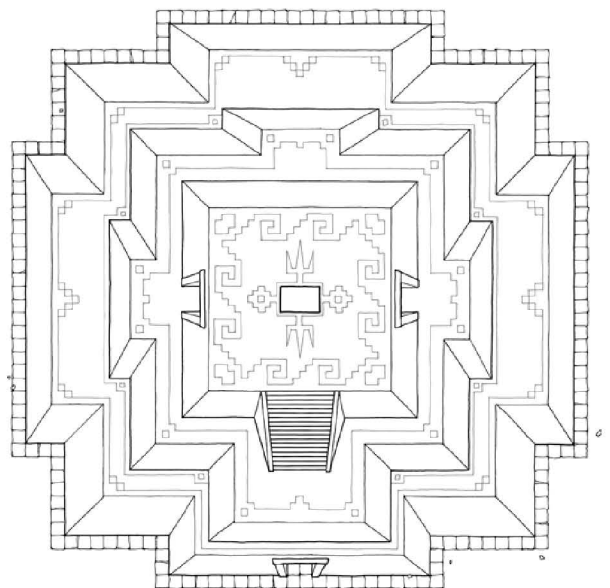
The main purpose of the temple, beyond housing the Eye, is to perform sacrifices to the Sea Mother. Captives are regularly brought here for that purpose from the nearby village of Glogdolph and elsewhere.

Due to the temple's location, bringing captives here for sacrifice requires the kuo-toa to use something they don't often need: ships. The barges used for this purpose are fairly crude, as the kuo-toa are, predictably, not skilled shipwrights.

The temple's furnishings are largely made of stone, coral, bronze and various kinds of shells and chitin. They do not use wood, as it fares poorly underwater.

Black pearls are sacred to the Sea Mother. The priests here know the secret to ensuring that a clam will create a black pearl and several rooms are set up to farm them.

The temple does not have a kitchen, as the kuo-toa generally consume their food raw.



OLLIN'S BOREHOLE

ABOUT

Ollin's Borehole is an abandoned sapphire mine near the Black Loch. As with most deep gnomish settlements, its existence was a secret and the entrance was hidden from outsiders. The Borehole's downfall came after its location was discovered by a group of duergar bandits. They forced their way in, sacked the mines and killed the inhabitants.

A short adventure for Ollin's Borehole is included at the end of these DM notes. The background section explains a few things about the current state of the outpost, so it may be worth reading, even if you don't plan to run it.

An unfurnished version of this map is also available.

NOTES

Since Ollin's Borehole was built for deep gnomes, the ceilings of the rooms are a little low, but not so low that taller races, such as humans and elves, would have to hunch down. Like humans and other races, deep gnomes build their ceilings with a few feet of extra clearance.

The bottom of the pit is about 150' (50m) down from the uppermost tier. Each ring of stairs is about 20' (7m) below the one above it.

In the mine's various living quarters, there are a few pillows and blankets, but no beds. The bandits who sacked the place got drunk and decided to throw all the beds down into the pit. It should give your party something to talk about.

The shrine here is dedicated to Callarduran Smoothhands, the gnomish god of mining and stonecutting.

While they are not depicted on the map, there are probably a number of corpses or skeletons lying around. These would be the bodies of those killed when the mine was sacked.

THE LOST SAPPHIRES:

AN "ADVENTURE" FOR OLLIN'S BOREHOLE

The Lost Sapphires is meant to be flexible with

regard to party size and level. As such, the details of the enemies your players will face here are not included. Instead, there is a list of suggested enemies, from which you can choose something appropriately challenging for your party.

BACKGROUND

Ollin's Borehole was a productive sapphire mining operation until a group of duergar bandits discovered its location. After a few days of preparation, they raided it. The bandits smashed their way in, killed the guards, and slaughtered everyone else.

Once the bandits had the place to themselves, they decided to celebrate. They found a few kegs of ale and got sloppy drunk. The drunken bandits wrote on the walls, smashed the furniture, and dragged all the beds out of the rooms, throwing them down the pit. It was good, drunken fun and there was no one to tell them no.

The next morning, they set about looting the place. By the end of the day, they'd found a bit of money and a few things they could sell, but there was still one thing missing: the gems. It was a gemstone mine, there *had* to be gems. They kept searching for the next week, cracking open walls to find secret rooms, smashing everything, stripping every corpse. Still nothing. Eventually, they decided it was a waste of time to keep looking and they left.

The sapphires of Ollin's Borehole, having never been found, are still in the mine. They're exactly where the gnomish foreman left them: in a little bag, stuffed inside his mattress, currently lying in the pile of beds at the bottom of the pit.

OPTION ONE:

THIS HAPPENED A LONG TIME AGO

There are two ways to run this adventure: either the duergar raided the Borehole a long time ago, or they raided it recently.

If they raided it long ago, your players hear a rumor about the location and the fact that the bandits left without ever finding the gems. This could come from a chat with an innkeeper or someone the party helps out on the road. They might say something like, "Thanks for that. I can't offer you much in return, but, since you look like the type that might be interested, there's a place I can tell you about that's supposed to have a hidden stash of gems." They then

tell the players most of the story in the background section of this adventure, as well as the location of the secret entrance.

Since the raid, some sort of monsters have taken up residence in the empty mining settlement and the party will have to deal with them as they search. Here's a list of possible creatures that might be inhabiting the mines. Pick something appropriately challenging and place them in a few groups throughout the area:

- Troglodytes
- Cloakers
- Kobolds
- Umber Hulks
- Undead of some kind (probably the dead miners).

There may also be a necromancer who reanimated them.

- A beholder and its minions
- Driders
- Derro
- Hook Horrors
- Xorn
- Gargoyles

OPTION TWO:

THIS HAPPENED A FEW DAYS AGO

If the duergar raided the Borehole recently, they will still be in the mines and your party will encounter them when they get to the settlement. The setup for this is somewhat different.

Your players are approached by Naeval Dierengask, a deep gnomish courier who transports sapphires from the Borehole to a gem trader for sale. She is visibly injured after having been robbed on her way back to the mines. The gold she was returning with--the proceeds from the sale of the last batch of gems--was stolen and she was almost killed.

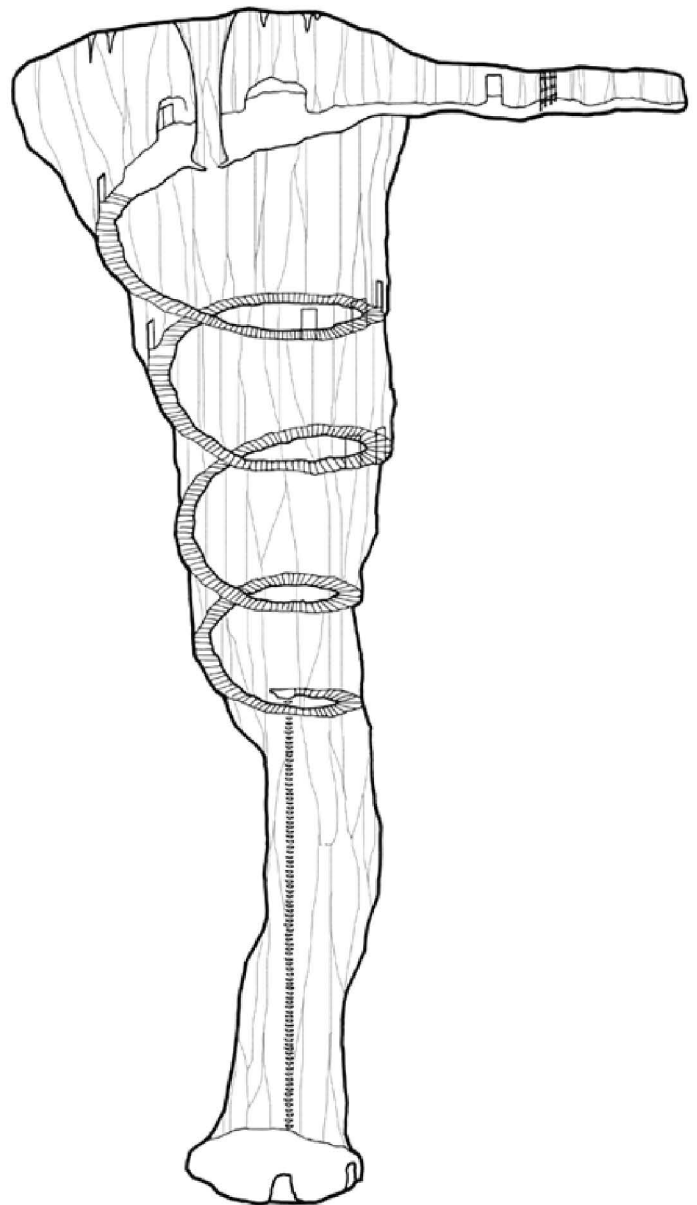
Naeval is a competent fighter, but her weapons and armor were stolen and she's in bad shape, so she wants to hire the party to escort her back to the mines. She's not supposed to bring outsiders there, but she figures the others will understand, since it's a matter of life and death. As compensation, she offers the party payment in sapphires when they arrive.

The trip to the mines could be uneventful, or you could throw in an encounter or two along the way. In any case, when the party arrives, Naeval senses something is wrong. As the party looks around, they find that the bandits are still there.

One group is in the upper tier of the mines, searching through the storehouse (6). Another group is below, searching the miners' quarters (15). A third group is wading around in the baths (19), looking for anything under the water (they're running out of places to search). Also, a single bandit is passed out drunk in the tavern (12). His name is Gorin and the party could interrogate him to find out what happened.

Once the party has dealt with the bandits, Naeval tells them there should be another shipment of stones waiting for her, but she doesn't know where the mine's foreman hides them. Once they find them, she'll pay them extra for their trouble. As previously mentioned, the gems are in a bag, stuffed into a mattress at the bottom of the pit.

NOTE: To increase the challenge of this encounter, you could give the bandits a few steeders. These are large spiders used as mounts by the duergar.



THE ROOST

ABOUT

The Roost is a secret surveillance outpost in the Black Loch. Located on the edge of the Great Breach, the drow stationed here keep track of the airships passing through the breach, as well as the seafaring vessels below.

Recently, the Roost has been the site of an effort by the drow to construct their own airship, which is stored in a hangar on the uppermost level.

There are only two ways to enter or leave the Roost: the doors of the airship hangar and the trap door in the lower rooms. The staff usually enter through the trap door, being brought up by the crane lift.

All of the Roost's windows and exterior doors are concealed by illusionary magic, including the large doors of the airship hangar. Very few people are aware of the existence of the Roost outside of Vlyn'darastyl's ruling family, House Cull'Thaine. The facility does not officially have a name, but the staff refer to it as "the Roost" due to its similarity to a bat roost. Ironically, the loud noise of the rushing water from the Great Breach keeps the area remarkably free of bats.

INTELLIGENCE OPERATIONS

About half of the staff at the Roost perform intelligence-gathering work. They watch the breach and the seas below, writing down the names of the ships, their headings and any other notable information.

The intelligence staff are overseen by Kalisna Cull'Thaine, the youngest daughter of the Matron Mother of Vlyn'darastyl's House Cull'Thaine. She is in charge of the entire facility, although her limited knowledge of aeronautics keeps her from meddling much in the affairs of the airship engineers.

Kalisna hates the Roost and longs to return to the comforts of Vlyn'darastyl. In order to keep the outpost a secret, she and the other staff are rarely allowed to leave. Most of the other intelligence staff here regret having taken the assignment, although it does pay quite well.

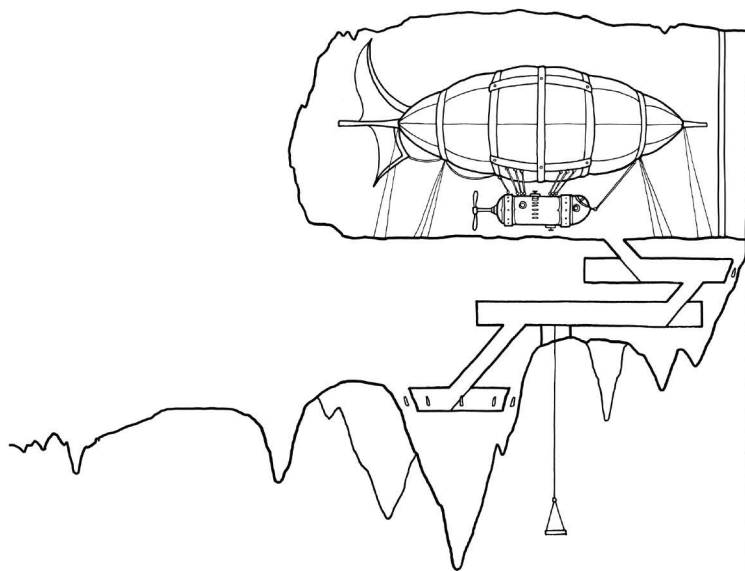
THE AIRSHIP

The airship at the roost is known as the "Duskfall." It may be the only flying vessel in the world owned by drow. The recently-completed vessel is not designed for long journeys. Rather, it is intended to deploy soldiers from above, dropping them behind settlement walls and defenses. It has an exterior hatch on the bottom for this purpose.

House Cull'Thaine intends to use the Duskfall to launch nighttime raids on surface cities. Matron Mother Driadara Cull'Thaine is also considering an aerial assault on the Deep Spire, in order to finally rid herself of her old rival, Ysri Vaerixas.

While most of the workers who constructed the Duskfall are drow, the Master Engineer in charge of the project is a deep gnome named Kanas Feldspar. Kanas was hired for his expertise in building mechanical engines, a skill that proved difficult to find in a drow. While Kanas had no background in aeronautics, he was provided with numerous texts and schematics which allowed him to produce a functional airship nonetheless.

Whether Kanas is a genius or not is debatable, but he is certainly not stupid. When he accepted this job from the drow, he demanded-- and received-- payment up front. He has always assumed that, once the Duskfall makes its first successful flight, he will be killed. For that reason, he has been stalling for time in an attempt to prepare his escape. Currently, the Duskfall is complete, but is missing a critical pneumatic valve, without which the engine will not function. Kanas knows the part can be installed in seconds and prays that the drow engineers will not discover its absence before he can escape.



STEALING THE AIRSHIP

Your players will attempt to steal the airship here. There is a 100% chance of this happening. Depending on how you feel about that, here are a few options on how to handle it:

- 1) If you want to let the players have the airship, you can simply let them take it. Kanas Feldspar, the gnomish engineer who designed it, will be happy to take the helm if no one in the party is a capable pilot. He doesn't care where they're going as long as they're getting out of the Roost.
- 2) If you want to let the party take the airship *temporarily*, but you don't want them to make it a permanent part of the game, you can decide that the engine runs on a particular type of fuel that cannot easily be produced elsewhere. Perhaps the drow had access to the rare ingredients or equipment needed to make it, or perhaps the process of making it is known only to the drow. In any case, this allows the party to use the Duskfall for a while, until it runs out of fuel.
- 3) If you don't want the party to use the airship at all, you can simply decide that the vessel is incomplete, with some of the mechanical components still unfinished.

NOTES

A separate map of the Duskfall is also available, in several different configurations.

The Great Breach is a 300' (100m) wide waterfall, leading from a surface sea down to the Black Loch. The breach can be navigated by skilled airship pilots, allowing trade between the surface and the loch. For more information on the breach, see the DM notes for Vlyn'darastyl.

The doors of the airship hangar are just below an outcropping of rock in the side of the Great Breach. This outcropping creates a gap in the falls, which the airship can pass through without being pummeled by the powerful, rushing water.

The huge volumes of water crashing down through the Great Breach would be extremely loud, echoing through every part of the Roost. As a result, the party can probably make much more noise than usual without attracting attention.

The players might access the Roost by using a secret signal. When this signal is used, the staff will lower

the lift to allow someone to enter. This signal might be learned from a former worker at the Roost, a local fisherman who has observed people entering the facility, or the near-omniscient Red Warden of Hyphis (see the DM notes on Hyphis for more information).

Accessing the Roost would be much easier for a PC who can fly. Someone who knows where it is could simply fly up and open the doors.

A mage might be stationed at the Roost to destroy unwelcome airships coming through. Navigating the breach is a delicate operation at the best of times and even a moderate disruption could cause a crash.

Intelligence gathered at the Roost might be conveyed back to agents in Vlyn'darastyl in a number of ways. A mage might send messages magically, or they might transport the information on paper, using flight and invisibility to come and go unseen. Some sort of messenger animal could also be used.

RUINS OF GYAN'DIS

ABOUT

The ruins of Gyan'dis are the remains of an old illithid settlement in the Black Loch, whose residents perished over 150 years ago. While many areas of the city-- or the tunnels leading to them-- have collapsed, several large sections still remain standing and are accessible to explorers.

The uppermost level contains an amphitheater for the illithids' entertainment, as well as living quarters for the colony's thralls. The middle level was largely dedicated to the illithid residents, with a pool, temple and various workspaces. The lower level housed the colony's elder brain.

The original purpose of many of the buildings is indiscernible, their contents having been destroyed or rotted away over time.

HISTORY AND DOWNFALL

The colony of Gyan'dis was founded about 1000 years ago and was the home of 50-75 illithids until its demise at the hands of Thariq, the colony's elder brain.

Thariq's ambition was to conquer and enslave all the settlements of the Black Loch. This would provide Gyan'dis with enough of a food supply to expand from a moderate- sized colony into a large city, perhaps housing over 1000 illithids. Achieving this would require planning and patience, but Thariq was willing to invest the effort in order to improve the standing of his colony, as well as to create a firm foothold for expansion for all the world's illithids.

The first thing Thariq would need was an army of thralls. After several centuries of capture and breeding, the colony amassed around 1200 thrall soldiers, largely duergar and deep gnomes. This was only a third of what Thariq deemed necessary to begin his conquest, but further expansion of the thrall forces became difficult.

One problem was disease: with large numbers of thralls, disease outbreaks became more common. Sometimes, only a few would perish. Other times, decades of breeding would be lost in a matter of weeks.

The bigger problem, however, was revolts. Most illithid colonies expand their illithid population along with their thrall population, but Gyan'dis did not. As more illithids would require more thralls to feed on, the army's growth could only be maintained by keeping the ratio of illithids to thralls low. The consequence of this was, oftentimes, an insufficient degree of control over the thralls, which led to a number of uprisings.

Eventually, Thariq decided that his plans would need to be revised. After considering a number of options, Thariq found an answer in an ancient piece of illithid technology: incepting tanks. These tanks were used long ago to empower illithid thralls, giving races such as the gith their innate psionic abilities. Thariq would rebuild this technology and use it to enhance his soldiers, enabling the conquest to begin with a smaller, but more potent, force.

Having learned the lessons of illithids' past experiences with this technology, Thariq was determined not to make the same mistakes. Wary of creating another race such as the Githzerai or the Githyanki, he would proceed cautiously, enhancing only a few thralls at a time before empowering them in larger numbers. If there were any signs that the enhanced thralls might be more resistant to illithid control, they would be terminated.

After a few dozen tests, a thrall emerged from the tanks with exactly what Thariq had hoped for. Enhanced strength, moderate psionic abilities and a complete lack of fear made this thrall a perfect archetype into which the rest of the thrall army would be shaped.

After determining that the thrall was no less prone to mental domination than before, another was produced. And, after more testing, another. Satisfied with the results, Thariq ordered the construction of more tanks. The empowered thralls began to be produced in batches.

Two years later, after around 500 thralls had gone through the tanks, a flaw in the process revealed itself. While some of the power bestowed to the thralls manifested immediately, part of it laid dormant for several months. The illithids only discovered this when a revolt threw the colony into chaos and the thralls-- to their masters' horror-- displayed psionic gifts far beyond what the illithids believed them to possess.

The thralls had been quietly planning their uprising for over a year and, when they made their move, it was swift and deadly. Nearly half of Gyan'dis' illithid

population was wiped out within a few hours and the rest seemed unlikely to bring the situation back under control.

Thariq considered it likely that a few illithids would survive, as the thralls would seek to escape rather than wipe them all out. And those illithids' survival would enable Thariq to live on as well. But the cost to the illithid race would be unimaginable. Releasing these empowered thralls to spread out and reproduce would create yet another bitter enemy for the illithids to deal with. Like the Gith, they could come to hunt their people, seeking vengeance on colonies across the world and perhaps even beyond.

Thariq considered his options and concluded that there was only one way to rectify his mistake. As the rebellion raged above, Thariq focused his psionic energy, concentrating as much power as he could into a single point. He poured more and more energy into this psionic singularity until, eventually, he could no longer control it and a telekinetic shockwave burst forth, killing Thariq and tearing through the colony. There were no survivors, illithid or thrall, and the colony of Gyan'dis remains abandoned to this day.

NOTES

The three levels of Gyan'dis are connected by vertical tunnels. Illithids would use their psionic powers to levitate up and down these passages, but a ladder was built into the sides of the tunnel between the upper two levels to allow thralls to move between them. The tunnel leading to the lowest level does not have a ladder, as thralls are not meant to have access to the elder brain's chamber.

One part of the colony that is notably absent is the illithids' living quarters. The area containing these lies past the collapsed tunnels on the middle floor. The chamber containing these living quarters may be collapsed as well.

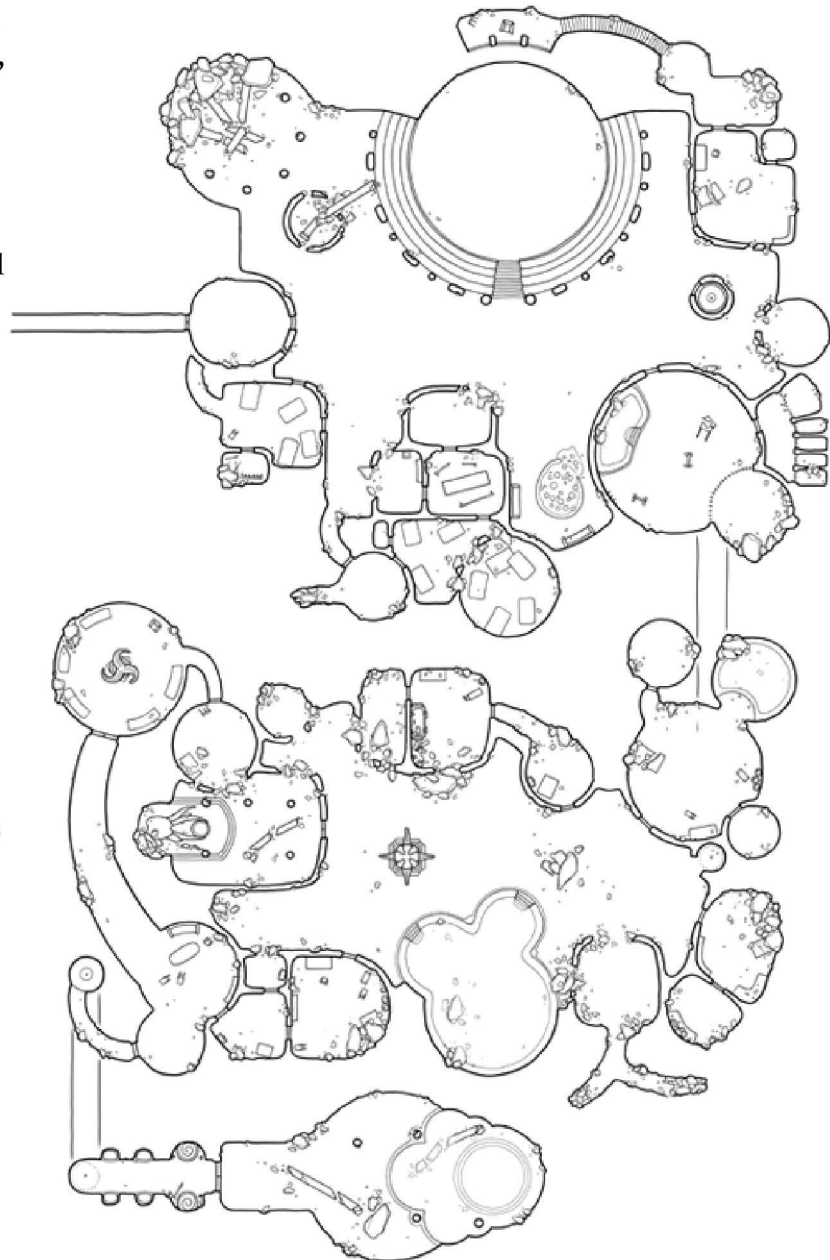
The illithid feeding hall on the top level contains several stocks, used to hold a victim's head and arms in place while an illithid feeds on them.

The secret door near the entrance only opens from the side facing toward the thralls' quarters. It was designed to allow the guards to move in behind an attacking enemy and surround them.

One incepting tank still survives. If the PCs attempt to use it, I strongly recommend doing something hilariously terrible to them.

Gyan'dis may have new occupants, humanoid or beast, who may or may not be hostile to the party.

If you want to convey the story of Gyan'dis' fate to the party, they might find a brain in a jar that somehow survived the colony's destruction and can be convinced to tell the tale in exchange for ending its bleak existence.



SANCTUM OF PSOR'IL

ABOUT

I strongly recommend reading the DM notes for The Blind Colossus before reading this, as a great deal of relevant background information is presented there.

The Sanctum of Psor'il is the lair of an ancient aboleth named Psor'il and its minions in the Black Loch. The sanctum contains living quarters for the aboleth's servants, who include grimlocks, kuo-toa and two stone giants. Beneath the surface, there is an underwater tunnel network in which the aboleth itself resides.

In the far end of the lair, a great beast can be seen rising from the ground. This is an ancient and powerful entity called Yhaonim, who Psor'il is attempting to bring into this world from a strange, hostile dimension known as the Far Realm.

Psor'il's minions manufacture a dark substance called "schismic flux" to weaken the barrier between dimensions, in order to allow Yhaonim to pass through.

But more flux is still required and the beast is currently stuck between dimensions. While it is visible in this world, it is not yet tangible. This makes Yhaonim, at present, a frightening but harmless bit of scenery. Were the beast to fully cross the barrier, it would certainly wreak havoc in this world. The part of Yhaonim that protrudes from the ground is not its head or body, but merely one of its limbs.

HISTORY

Thousands of years ago, this was the location of a city of underdark-dwelling humans called the Ardyeni. When the aboleth arrived, it psychically enslaved the Ardyeni people, bringing their civilization to an end.

The descendants of the Ardyeni have changed a great deal over the years and are now commonly known as "grimlocks." Many of them still serve Psor'il.

While most of the old settlement has been torn down, the old, dome-shaped temple to their god, Bylir, still stands, now housing the pool within which Psor'il resides.

PSOR'IL

Psor'il is not the oldest resident of the Black Loch-- that honor would go to the dragon Kaliphex-- but it has resided in the loch for thousands of years-- much longer than anyone else.

Most residents of the loch are not aware of Psor'il, who lives in a far corner of the dangerous and little-traveled Deep Reaches. But the aboleth often covertly meddles in the affairs of others in the region, either through its agents or by using its powerful psionic abilities to influence others from afar.

Psor'il has many minions, most of which do not reside in the sanctum. Some are assigned to gather supplies, such as food and the materials required to make schismic flux. Most of these servants are kuo-toa and grimlocks.

Other minions serve as spies and infiltrators, living among the settlements of the loch, such as Vlyn'darastyl and the Deep Spire. Most of these are drow, deep gnomes or duergar. A few of these agents have been detected and apprehended in Vlyn'darastyl, but the drow interrogators were unable to discern who was controlling them or for what purpose.

Around the loch, a few mages and scholars are aware that *something* has been causing unexplained phenomena in the area, but the full truth of the matter is only known to two individuals: Astali, the duergar cult leader of the Halls of the Awakened, and the Red Warden, the large, sentient mushroom in the myconid colony of Hyphis.

Astali, a powerful psionist herself, can sense the creature's psychic emanations and has used her own abilities to discern its true nature. The Red Warden can see the aboleth and perceive its thoughts as it can with anyone else in the loch. While they are both aware of Psor'il and its activities, neither understands its mind or intentions very well.

NOTES

The aboleth's psionic abilities will probably alert it to the party's presence before they arrive. It will likely know their intentions and be prepared for them. Non-detection spells or magical items that block psionic abilities might prevent this.

The black pool inside the smaller domed building contains schismic flux. Psor'il's minions make it here, then spread it over the area where Yhaonim will cross through.

Yhaonim, the worm-like beast in the sanctum, is intended to simply be an unusual, intangible piece of scenery with which to scare your party. But there are several other ways to use it if you prefer:

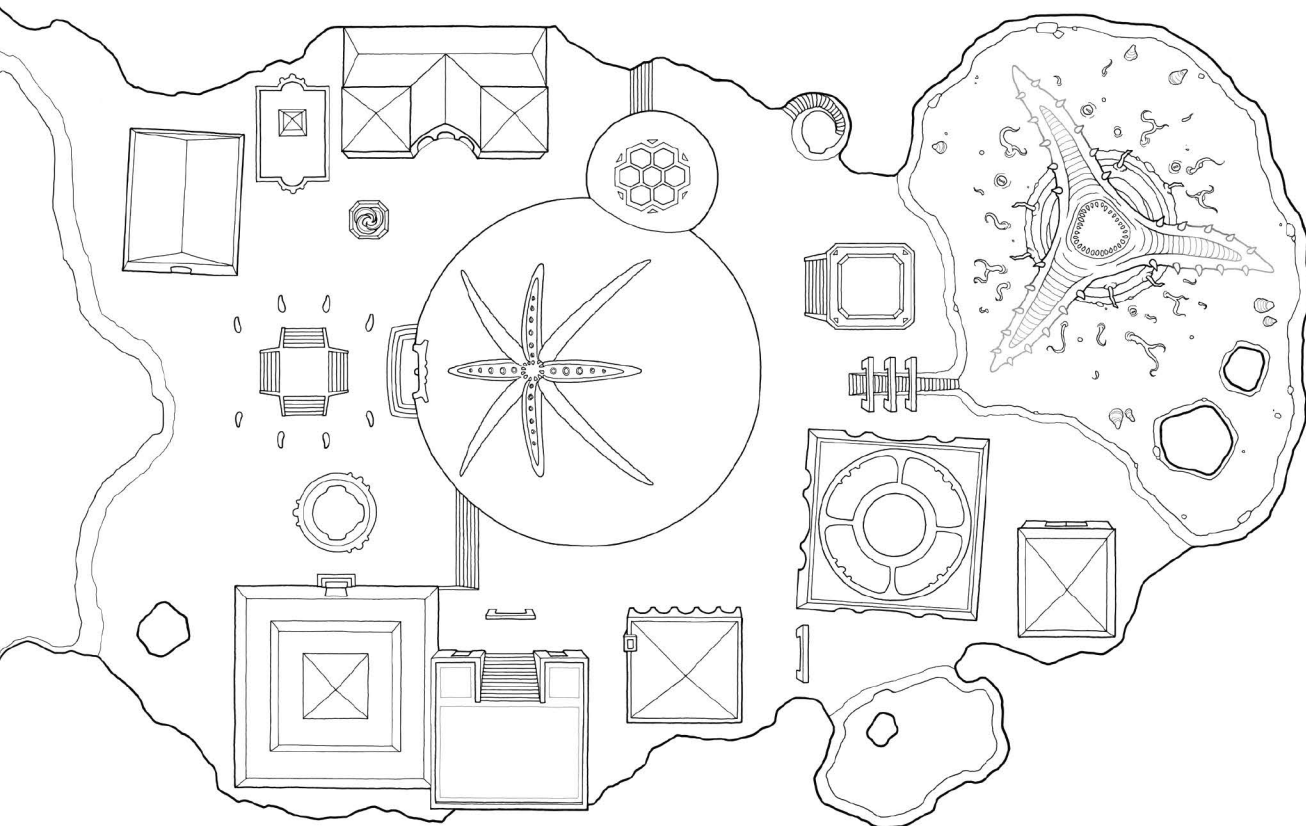
1)Yhaonim could be tangible and the aboleth might call on it if attacked.

2)An alternate version of the map, which has a void in place of Yhaonim, would allow you to remove the beast altogether. Alternatively, you could have Psor'il summon the beast from the void. A token of Yhaonim is included for this purpose.

3)Yhaonim might be partially intangible, but able to use psionic or other abilities to affect the party. It might be immune to non-magical weapons, or it could be immune to weapons altogether, requiring magic to destroy it. If Yhaonim's abilities are bothersome, but not lethal, this could make fighting the creature optional.

Many of the features of this map are unusual and seemingly impractical. This was done intentionally, to give the place a bizarre, alien look. The aboleth are strange, unknowable creatures and the Sanctum of Psor'il is meant to convey that. This place was built the way it was for a reason, but the party will probably never know what that reason might be.

Various entrances to the underwater tunnels allow the aboleth to surface or its minions to go below to serve it.



SCARHIDE YARD

ABOUT

Scarhide Yard is a shipyard in the Black Loch. A group of deep gnome engineers oversee shipbuilding operations here, while a tribe of grimlocks known as the Scarhide clan performs most of the labor. This unusual partnership is the result of an even more unusual agreement made around 60 years ago.

The shipwrights at Scarhide build vessels for anyone with the ability to pay. Their customers include drow, merchant companies, the orog pirates of the Tideborne clan, and other factions based outside of the loch.

THE GNOMES AND THE GRIMLOCKS

Scarhide Yard was founded by a deep gnome named Gnorr Barlinzet. Gnorr spent years working as an engineer at a shipyard in a large gnomish city far to the west, down the Blackrun River. After a heated dispute with their employer over unpaid wages, Gnorr and several of the other engineers decided to leave.

Their plan was to open a competing shipyard nearby, but the gnomes soon found their efforts blocked by city officials, who had been taking bribes from their former employer. With limited resources, they decided to seek opportunities elsewhere.

Far to the east, the Black Loch had become a significant center of trade in the waterways of the underdark. Gnorr and the others saw this as their best opportunity and made their way to the loch.

While the gnomes brought plenty of expertise in naval engineering, they needed laborers. This proved to be tricky, as there were no gnomish settlements in the loch. The only place they could find a few dozen laborers was the drow city of Vlyn'daras-tyl, but the drow would not work cheaply enough and, in any case, gnomes were not permitted to own property in the city.

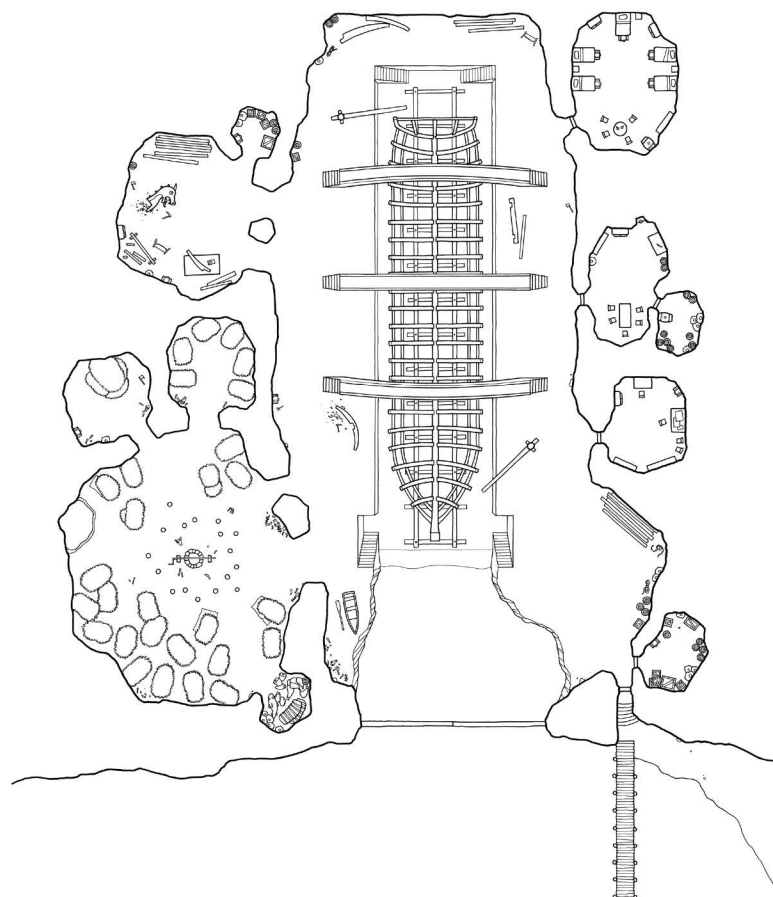
After spending a few days digging up information on all the settlements of the loch, Gnorr found one that he felt *could* be worth looking into: a clan of grimlocks living in caves on the northern shore.

Grimlocks are a race of eyeless humanoids who perceive the world around them with keen senses of smell and hearing. They were said to be able to “see” echoes, letting them perceive nearby objects perfectly, even without sight.

These grimlocks, known as the Scarhides due to their custom of ritual scarification, largely subsisted on hunting. Gnorr was told that they were excellent hunters, but had become victims of their own success, as most of the creatures in the area had been driven off or hunted to extinction. The grimlocks were said to be very gaunt in recent years.

Understandably, the gnomes did not unanimously agree that visiting this tribe of hungry predators was a good idea. But, with their resources running low, they reluctantly agreed to go. In an effort to avoid being eaten, they brought along a gift.

Their gift was well-received and the grimlocks did, in fact, spare them. The gift was meat. A lot of it. The gnomes had cleaned out every butcher in Vlyn'daras-tyl to bring almost 300 pounds of flesh for the grimlocks. Once the hunters had eaten their fill, Gnorr asked for a word with their chieftain.



Gnorr explained his need for workers and proposed that he could provide more meat in return. When the chieftain asked how much, Gnorr told him he could bring as much as the tribe could eat. An endless amount. Endless meat.

This was an appealing offer and the chieftain discussed it with his clan. Would the gnomes teach us? Yes. Would we still hunt? No.

Ultimately, the clan decided in favor of the offer. Over the next few months, the gnomes carved out a dry dock, acquired tools and materials and taught the grimlocks how to use them. The grimlocks were initially reluctant to cease their hunting, but the regular shipments of meat were keeping them well-fed for the first time in years. They quickly came to prefer this new arrangement.

In order to cover their expenses, the gnomes had to trade away everything they owned, even sending someone back home to sell their houses. But, after almost a year of hard work, the shipyard began to turn a profit.

60 years later, Gnorr and the other engineers still oversee the operations at Scarhide Yard. Most of the grimlocks, however, have been replaced by their offspring. This new generation was not raised to hunt, but to saw, hammer and plane. The resulting improvement in the quality of the ships they produce has been dramatic and Scarhide Yard is now considered by some to be the best shipwright in the underdark.

THE TIDEBORNE FLEET

All the ships of the Tideborne Fleet-- the foremost naval power in the Black Loch-- have been built at Scarhide Yard. The first ship built at Scarhide was a small galley that was given to the clan as a gift, in the hope of gaining their patronage.

The Tideborne, who built their own vessels at the time, considered the ship better than their own. The Tideborne were respectable shipwrights, but shipbuilding was among the least-desirable duties and was often assigned as a punishment.

After purchasing a few more vessels from Scarhide, the clan held a vote and decided to close their shipyard at the Deep Spire, keeping only enough workers to perform repairs. This has left the Tideborne reliant on Scarhide for their vessels, but has freed up more manpower for raiding. The clan has become the shipyard's biggest customer and about one in

three ships built there is for them.

For more information on the Tideborne, see the DM notes for the Deep Spire.

NOTES

The current generation of grimlocks, who were born after the deal with the gnomes was established, have never known hunger, even briefly. The gnomes consider it very important that they never experience it, going to great lengths to procure regular shipments of food in greater quantities than they anticipate needing. They do not ever want to be the last meat in the shipyard.

Over the years, the endless supply of food has left the Scarhide grimlocks very fat. They would probably have more strength than a typical grimlock, as well as double the hitpoints.

A map called the "Grinning Widow" was designed as a ship for the underdark. It is similar to the kinds of ships that would be built at Scarhide Yard and may have been built there itself.

The carved dragon head on the floor of the carpentry workshop is a figurehead.

The saw with crossed oars carved into the floor of the grimlock caves is the recently-established sigil of the Scarhide clan.

Grimlocks have no eyes, but can "see" the shape of nearby objects perfectly well, using a sense similar to echolocation. This has some limitations, however. They can only perceive shapes, not colors. They are also unable to read, since they cannot detect ink on paper. Grimlocks can only understand a picture or diagram if it is etched. Some of their tools may reflect this.

These days, Scarhide Yard is very profitable and the gnomes who established it are fairly wealthy. They work at the shipyard on rotating duty, spending 3 months there and 3 months back in their home city.

The arches over the dry dock allow the grimlocks to cross the pit or to work on the ship from above. Since ships in the underdark have no sails or masts, they do not get in the way.

SKATHA'S REST

ABOUT

Skatha's Rest is an old, ruined building in the Black Loch. Located on Cairnhollow Isle, the ruin is unoccupied, but is often visited by the orog raiders of Clan Tideborne, who dock here to meet up and drink with other crews.

Skatha was an admiral of the Tideborne long ago. She started a tradition known as the "Conclave of the Fleet," a yearly gathering of all the clan's ships and their crews. The old ruin in which the event is held has been named after her.

THE CONCLAVE OF THE FLEET

The Conclave of the Fleet is the closest thing the orogs of Clan Tideborne have to a holiday. Held once a year, it is the only time the entire seafaring clan is in one place at the same time.

The tradition was originally started in order to maintain a sense of unity among the clan, as well as to give the captains and crews a chance to meet up, share information and make plans for the future. The establishment of a permanent home port in the Deep Spire has made disseminating information among the fleet much easier, making the Conclave somewhat obsolete, but the tradition continues nonetheless.

Today, the Conclave is more of a party than anything else. This was largely true in the past as well, but, while the first few hours used to be set aside for serious discussion, this is no longer the case. The Lord Admiral and the captains do still hold a meeting to resolve issues and discuss the state of the fleet, but most everyone else goes straight for the ale.

The clan spends the day drinking, feasting and carousing long into the night. In a typical year, about a third of the clan's young are conceived during the Conclave.

THE CODE

The Tideborne are orogs, a close relative of orcs.

While the two races are similar in appearance, orog societies tend to be much more organized and sophisticated, closer to what would be expected from humans. This is the case with the Tideborne as well.

The Tideborne clan does not maintain a complex set of laws, but they do have a list of rules known as "the Code," which serves a similar purpose. Even the captains and the Lord Admiral are expected to adhere to it.

All Tideborne are taught the Code at a young age and are expected to know every word of it:

- Tideborne do not steal from Tideborne.
- Pacts made will be honored.
- Obey those above you. Respect those below you.
- Crews choose their captains. Captains choose their admiral.
- Half of all plunder will go to those who earned it. Half will go to the clan's coffers for ships and other needs.
- Violence between Tideborne and neglect of duty will be punished as the captain sees fit.
- Roles will be found for the injured and crippled.
- Tideborne may follow any god they wish.
- When the clan is attacked, all Tideborne will aid in defense.

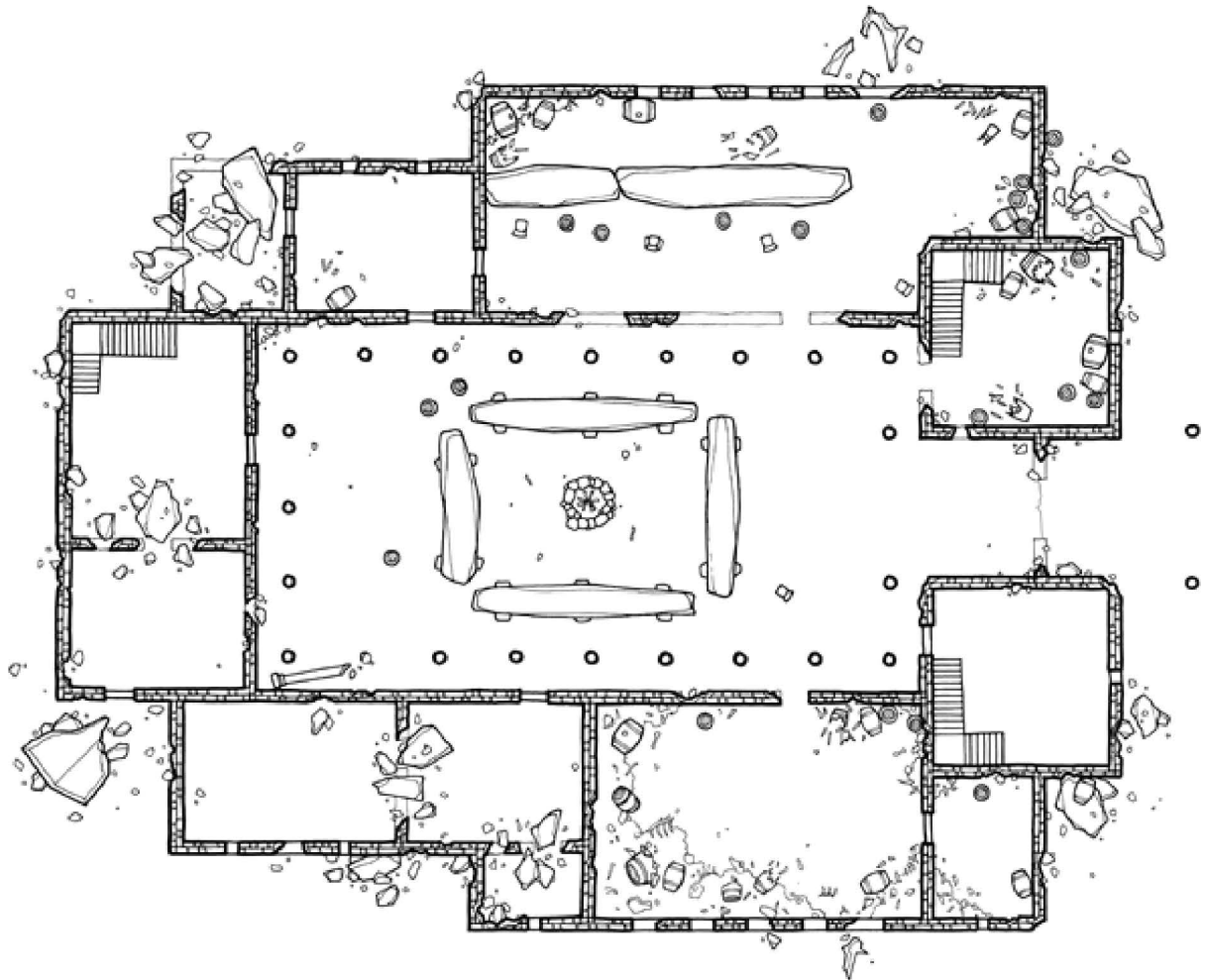
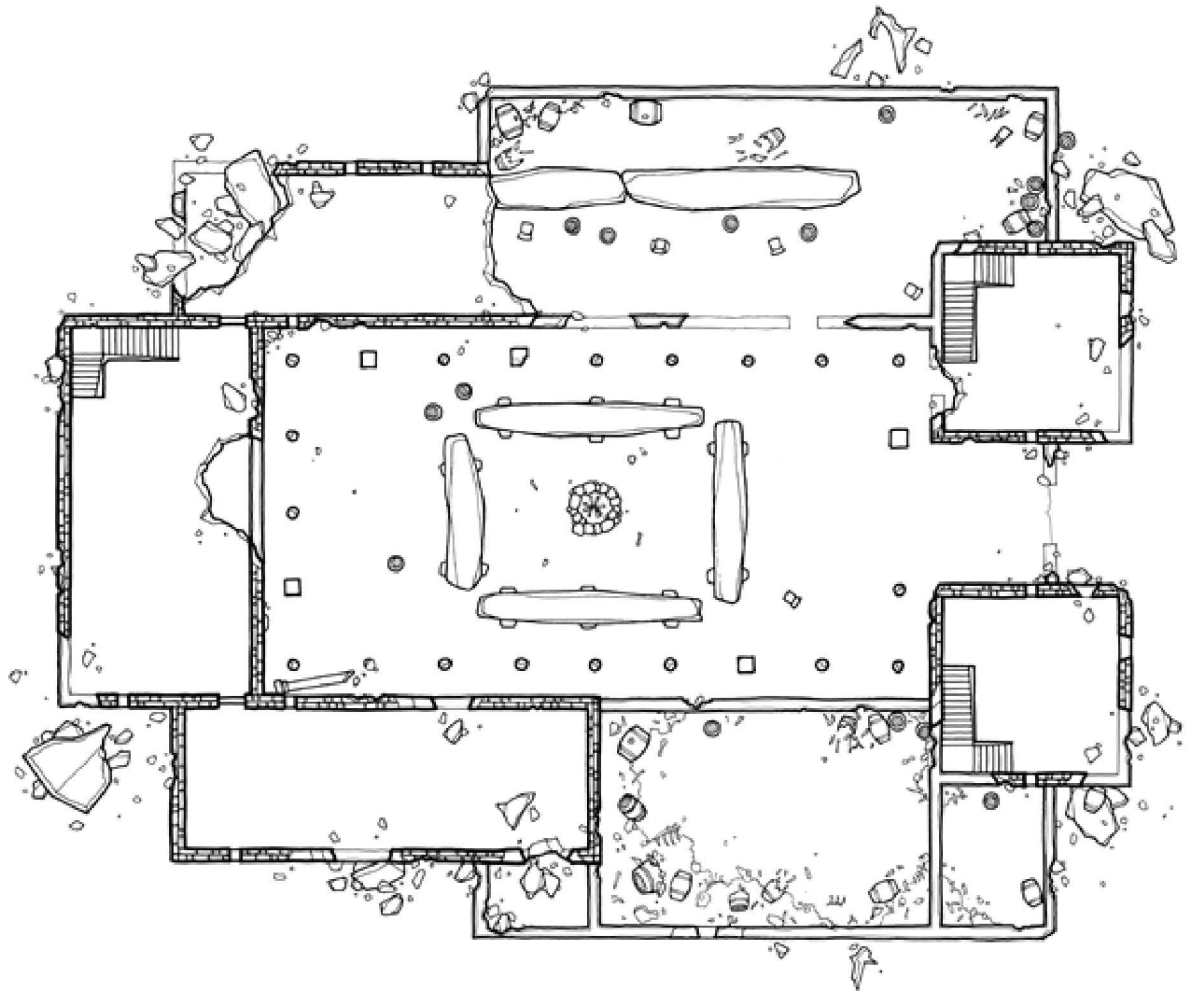
NOTES

Skatha's Rest is not visited exclusively during the Conclave. Tideborne ships will often stop here to rest and relax when they are nearby. A few non-Tideborne ships whose crews have friendly relations with the clan occasionally drop by as well.

Skatha's Rest no longer has a roof.

The Tideborne have constructed a crude bar and several benches in Skatha's Rest. Several chairs have been brought here over the years as well, all of which were stolen.

Skatha's Rest is believed to have been a large manor, although it is unclear who lived there or when it was last occupied.



THE SMOLDERING ABYSS

ABOUT

The Smoldering Abyss is a deep, undersea trench in the Black Loch. A number of caves and tunnels run through the sides of the trench, including one holding an ancient kuo-toan royal crypt. Another cave is the home of a great, hibernating sea beast known as “the Whisperer.”

There is an above-ground version of this map, as well as an unfurnished version.

The Smoldering Abyss is named for the “black smokers” at its bottom. These hydrothermal vents emit thick, black plumes of boiling-hot, mineral-laden water. It was named by the kuo-toa, who are largely the only inhabitants of the loch who are aware that the abyss even exists.

THE ROYAL CRYPTS

The only part of the abyss crafted by humanoid hands is an ancient crypt, built for kuo-toan kings thousands of years ago. Its existence has been long forgotten, even by the kuo-toa themselves, who regard the abyss as a dangerous, haunted place, to be avoided at all costs.

The crypts here are so old that they actually pre-date the existence of Blibdoolpoolp, the goddess worshipped by nearly all kuo-toa today. They were built shortly after the kuo-toa arrived in the underdark, before their race was driven mad. At the time, they followed Dagon, a primordial demon lord. The shrine at the far right side of the crypts bears Dagon’s likeness.

Buried alongside the ancient rulers is a powerful weapon, known as the *Sovereign Tide*. This long, mithril trident is engraved with elaborate designs, featuring scenes from ancient, kuo-toan history. It was considered a royal symbol of office, passed down among kuo-toan kings, but was brought here when its bearer was slain by a usurper. The dead king’s loyal followers, not wishing to help legitimize their lord’s killer, buried it here with him, where it has lain ever since.

The crest engraved on the floor of the crypt is similar to that of the nearby kuo-toan Bluescale Empire, the

descendents of the rulers entombed here.

THE WHISPERER

The Whisperer is a beast that once inspired great fear among the seamen of the Black Loch. Similar to a kraken, but only about 1/4 of the size, the Whisperer has a black, rubbery body and a wide mouth full of long, thin teeth like an anglerfish.

The Whisperer was named for the strange way in which the beast made its presence known. Before it would attack, many sailors would hear a voice in their heads, beckoning them to jump overboard. Most could resist the call, but some could not, leaping into the black water, never to be seen again.

It was rumored that the ships which had a few sailors go overboard were often spared from attack by the creature. Some captains were even known to respond to the Whisperer’s presence by throwing a few crew members into the loch, in the hopes that the ship would be allowed to go free. Some swore it had saved them on multiple occasions and considered it a sacrifice any captain had to be willing to make.

The beast first appeared in the loch around 950 years ago, terrorizing ships and coastal settlements. Then, after about three centuries, it disappeared, not to be seen for another 100 years, when the attacks resumed. Then, after another three centuries, the Whisperer vanished once again. While the beast was expected to return after a century or so, it has been 250 years since it was last seen and, so far, there has been no sign of it. Many believe it has left the loch for good and, these days, few spend much time worrying about it.

The truth is that the Whisperer has never left. Both of its absences were periods of hibernation, the beast resting in its lair at the bottom of the Smoldering Abyss. This sleep has been much longer than the first, but the beast will awaken again soon. And, once it does, it will be ravenously hungry.

NOTES

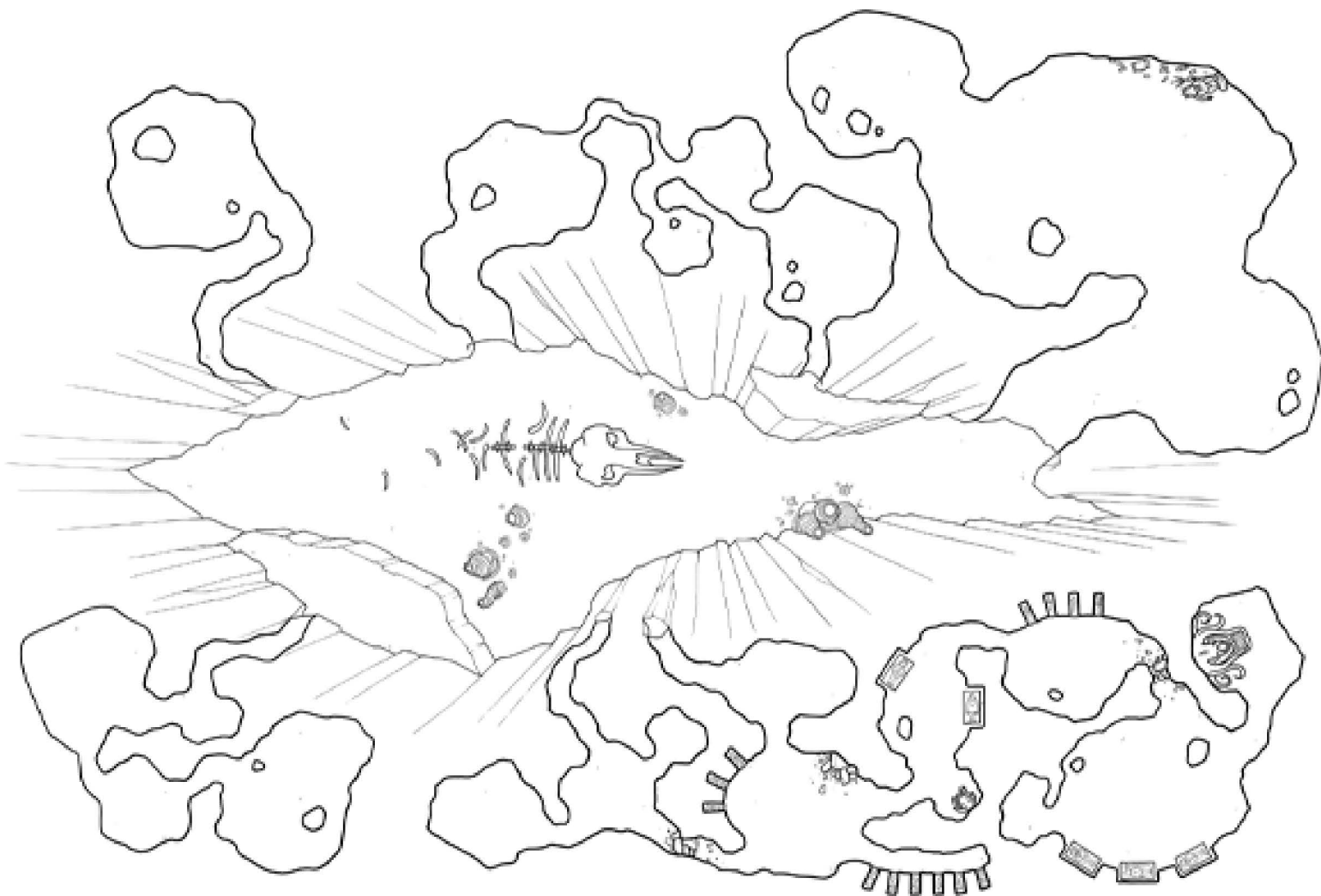
The Whisperer’s lair is in the large cavern at the upper-right side of the map. The creature is generally uninterested in treasure, but it has gathered a few shiny objects with which to decorate its home.

The only residents of the loch who are aware that the Whisperer still lives are the myconids of Hyphis. The Red Warden’s spores have made it down into the

trench and given it sight of the sleeping monster. The reclusive myconids have yet to share this information with anyone outside the colony, however.

The water in the Smouldering Abyss is quite warm, due to the boiling water pumped in from the hydrothermal vents. Near the vents themselves, the water is scalding hot.

The other caverns around the abyss may be home to creatures who moved in once the Whisperer went into hibernation.



SPYR-ANAISZ

ABOUT

Spyr-Anais (“SPEAR A-NAZE”) is a small drow village built around a cluster of massive stalactites in the Black Loch. This community of about fifty people subsists mainly by fishing and farming mushrooms and is a substantial supplier of food to the nearby drow city of Vlyn’darastyl.

There is only one noble family in Spyр-Anaisz: House Mylgareth. The matron mother, Elzabra Mylgareth, has ruled the village for over 450 years. She is also the head priestess of the village’s temple of Lolth.

The entrane to Spyр-Anaisz is a crane lift, located above a set of docks. At the end of the docks, a rock on the shore is engraved with these words, in both Undercommon and Drow:

SPYR-ANAISZ
VISITORS MAY ENTER TO TRADE.
RING THE BELL ON THE PIER.

SOCIETY

The shores of the inlet above which Spyр-Anaisz hangs are a dangerous part of the loch, littered with a variety of carnivorous beasts. The village’s founders built their homes high above the ground in order to avoid becoming their prey. Over time, this living arrangement has had a number of unusual effects on the residents here.

While drow tend to be intensely private, there is no privacy to be found in Spyр-Anaisz. The close proximity of the residences and the public walkways running alongside them make it hard to keep secrets here. As a result, there is very little in the way of plotting and scheming going on.

This lack of treachery and underhandedness has, over the years, turned Spyр-Anaisz into a fairly close-knit community. The mistrust and suspicion that runs through most drow settlements is hard to find here. And, while the villagers are not social enough to be described as “neighborly,” they do tend to feel that they can rely upon one another.

None of this should suggest that the people of Spyр-Anaisz are any less ruthless than other drow.



The villagers’ trust in each other does not extend to outsiders, drow included. While visitors may be allowed into the village to trade, they are closely watched and no mercy is given to troublemakers.

VLYN’DARASTYL

Spyр-Anaisz has always existed in the shadow of the nearby city of Vlyn’darastyl, upon which the village is heavily dependent. The great majority of the villagers’ fish and mushrooms-- their primary trade goods-- go to the city.

In addition, children of the village are sent to Vlyn’darastyl for their traditional educations, since the village lacks the facilities to teach them at home.

This is always a terrible experience for the young students. In addition to being shocked by the city’s much more cutthroat culture, they are treated with disdain by the locals. Spyр-Anaisz is seen as an inferior place and those born there are often treated as inferior drow. Despite the great wealth and many opportunities available in the city, nearly all villagers return home once their education is finished.

THE MATRON MOTHER

House Mylgareth is not a wealthy house and it is unlikely to ever become so. Matron Mother Elzabra Mylgareth accepted this fact many years ago and is quite comfortable with it.

But, despite being the poorest drow noble family in the Black Loch-- moreso even than the exiled House Vaerixas of the Deep Spire-- Elzabra herself is one of the oldest matron mothers. At 742 years of age, she is a highly esteemed priestess of Lolth, blessed with a degree of power only given to those who have spent many centuries in service to the Spider Queen.

Elzabra is the sole ruler of Spyr-Anaisz, but the village usually requires very little ruling. There is the occasional need for an arbitrator or a judge, but the matron spends most of her time at the temple, tending to her religious duties.

Aside from Elzabra herself, House Mylgareth has only two other members. Her son, Hysail, lives in Spyr-Anaisz and works as a blacksmith. He was formally educated at the College of War in Vlyn'darastyl and is a talented swordsman. In his youth, Elzabra tried to find a noblewoman to take him as a consort, but could not find anyone willing. Eventually, she gave up and allowed Hysail to marry a local commoner.

Thaira is Elzabra's daughter and heir. For the last few months, Thaira has been in Vlyn'darastyl, preparing for a trial by combat that will formalize her entry into the priesthood of Lolth. When she returns, Elzabra plans to begin preparing her to lead House Mylgareth one day.

NOTES

The village has a livestock pen on the bottom level, where they raise goats. While goats are not an animal commonly raised in the underdark, the village acquired them for their manageable size and willingness to eat nearly anything. The goat pen is dimly lit, since the animals will bleat loudly when in complete darkness for too long.

The butchery by the goat pens has large bins of salt for salt-curing meat and fish. Most of the cured meat is packed into barrels and shipped off to Vlyn'darastyl.

The fountain on the bottom level and the baths on the uppermost level are fed from above, not below. The trickles of water feeding them are the same trickles that formed the stalactites over the ages.

There are no slaves in Spyr-Anaisz. Space in the village is at a premium and there is no place to keep them. The possibility of an angry slave throwing someone over a walkway is also a concern.

Many of the villagers work as fishermen and there are often a number of fishing boats along the docks.

The tavern here has a wine press in the kitchen, which they use to make an unusual wine out of a mix of mushrooms. It's not great, but it's not terrible. It's definitely interesting.

THE TORRENTS

ABOUT

The Torrents are a series of cascading waterfalls leading down into the underdark. The Torrents begin when a river on the surface dips below a mountain, then continue down for over a mile. The map does not depict the entire route down, only the last part before it reaches the bottom. This map is a part of the Black Loch.

An elevation guide to the Torrents, showing the height of each waterfall, is included with this map.

NOTES

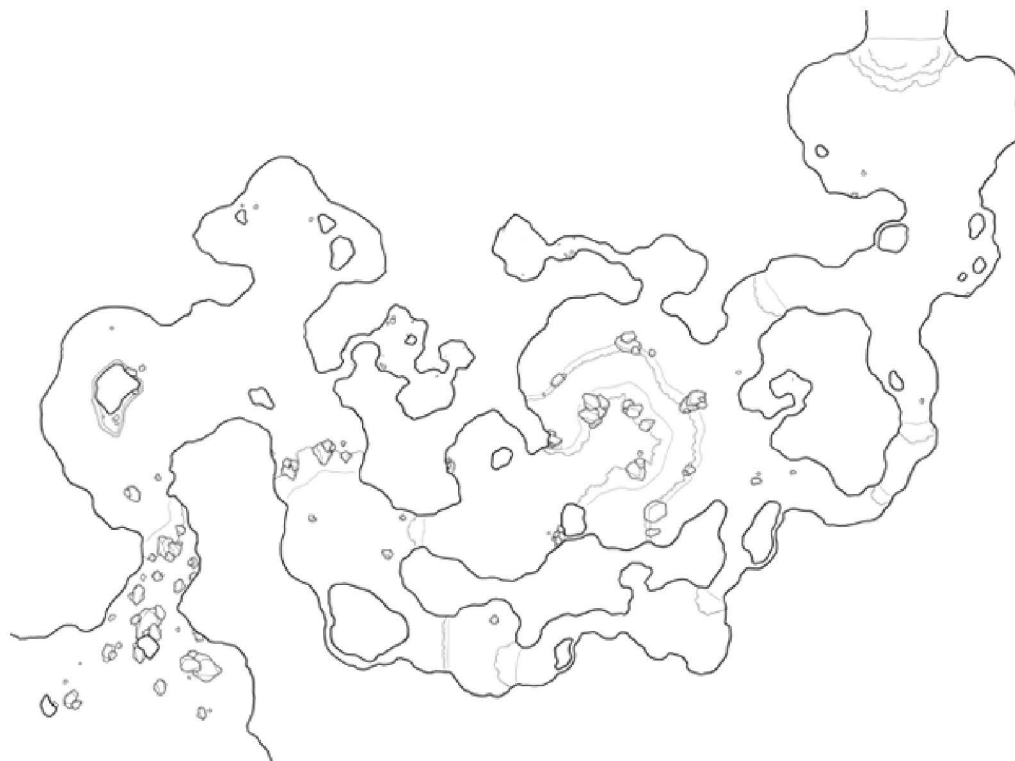
The Torrents are a unique entrance to the underdark for several reasons. First, it's an exceptionally quick way down. While most paths require several days on a narrow stairway, the Torrents may get a party there within an hour. Second, it's very dangerous. Being thrown down waterfalls in total darkness is not something a person is guaranteed to survive. And third, it's one-way. Anyone entering via the Torrents will need to find another way out.

The torrents also allow for another interesting possibility for DMs: having the party enter the underdark *accidentally*. You can't inadvertently walk down a stairway for two days, but you *can* row a boat into what you *thought* was a tunnel.

Setting this up might be a little tricky, but here's a scenario that might make it work for you: While the party is either walking alongside or sailing down a river, tell them they can see the river leading into a dark hole in the mountain ahead. Above, several children are sitting on a ledge, fishing. One of the children falls in the water, people scream, help, help, oh please oh god, etc. Hopefully, someone in the party is chivalrous enough to go after the child and get sucked into the Torrents. Even if only one or two party members get dragged in, the rest will hopefully follow in order to rescue them. If the other party members refuse to go after them, even after several hours have passed, continue the adventure with the PCs who did go down. This should encourage those staying behind to take the plunge.

Alternatively, you could have the party on a boat being piloted by a drunken captain, who falls asleep at the wheel and lets the boat get swept into the Torrents. Ideally, this should happen when the party is asleep, eating or otherwise occupied.

How much control you give your players over their movement in the Torrents is up to you. You could have the water be shallow enough for them to stand up and walk, or you could allow them to swim. However, you could also decide that the water is too deep to walk in and the current is too strong to swim against. In this case, you could decide that each PC must move 30' (10m) in the direction of the current each round. They can decide where they go, but it has to be downstream and the only way to stop is to grab onto a rock. Throwing a few monsters at the party while they're in this situation could make for a pretty interesting combat encounter.



THE DROW CITY OF VLYN'DARASTYL

ABOUT

Vlyn'darastyl is a drow city on the shore of the Black Loch, a small underground sea. The city's most notable feature is its proximity to the Great Breach, a 300' (100m) wide hole in the ceiling of the cavern leading to the surface sea above.

While a large waterfall flows through the breach, it is traversible by skilled airship captains. This accessibility has led to the city doing an unusual amount of trade with the surface world.

THE GREAT BREACH

The Great Breach first appeared 600 years ago. No one knows what caused it, except to say that magic was almost certainly involved. It began when an island on the surface disappeared, causing a crack in the earth. As water began flowing through it, the crack grew wider and wider, eventually leaving a 300' wide hole in the earth leading all the way to the Black Loch 2 miles (3km) below.

Vlyn'darastyl was nearly drowned by the massive inflow of water from the breach. As the hole grew, the water level in the Black Loch continued to rise, engulfing more and more of the city. Inside the city's walls, a tunnel led deeper into the Underdark. A canal was dug to drain the loch into that tunnel. Although quite a bit of the city remained submerged, the water level finally stabilized.

Further down the tunnel, two duergar cities, an illithid settlement and a smaller drow city were drowned. But the important thing is that Vlyn'darastyl was saved.

Not wishing to make their presence widely known to surfacers, the mages of Vlyn'darastyl concealed the breach on the surface with illusionary magic, causing the chasm and the vortex swirling around it to appear no different from the waters nearby.

This has, of course, led to quite a few shipwrecks, as unwary sailors have found their vessels careening through the hole and crashing on the rocks below.

Some of Vlyn'darastyl's residents make a living sorting through the cargo of these wrecks.

Inevitably, the existence of the hole was discovered by a few surfacers, who have largely kept it a secret. A number of airship captains make trips through the breach to conduct trade with the city. This can be quite lucrative, as many goods from the surface are quite rare in the Underdark and vice versa.

HISTORY AND OTHER NOTES

Vlyn'darastyl was not originally founded by the drow, but by the duergar, who called it "Auldbaern." A drow army took the city over 1200 years ago, but a number of dwarven features remain, including the square-towered walls on the city's southwest side and the Dwen'del Palace (11), which means "Dwarven Palace" in the drow language.

Two duergar statues flanking the Old Gate (8) have been recarved to depict the drow matrons who led the army that conquered the city. While the faces are considered excellent likenesses, their bodies are... unusually stout.

The Dwen'del Palace is the seat of the city's ruling Council.

The city has a number of minor noble houses, but the most powerful are House Cull'thaine, House Quinorrax and House Vel'narras. House Baltiri and House Gaedre are the city's largest merchant clans, who have an unusually high degree of influence in the city due to its reliance on trade.

The Academy of War and the Academy of Sorcery are where young drow are trained to become warriors and mages, respectively. The Seminary of the Dark Mother is where females of high status train to become priestesses of Lolth.

The city is in the upperdark region of the Underdark, about 2 miles (~3km) below the surface.

The Blackrun Delta is the mouth of the Blackrun, the river leading through the dwarven city of Brazen-throne's underdark trading outpost.

