

# MIDNIGHT REALM



A TALISLANDTA SUPPLEMENT

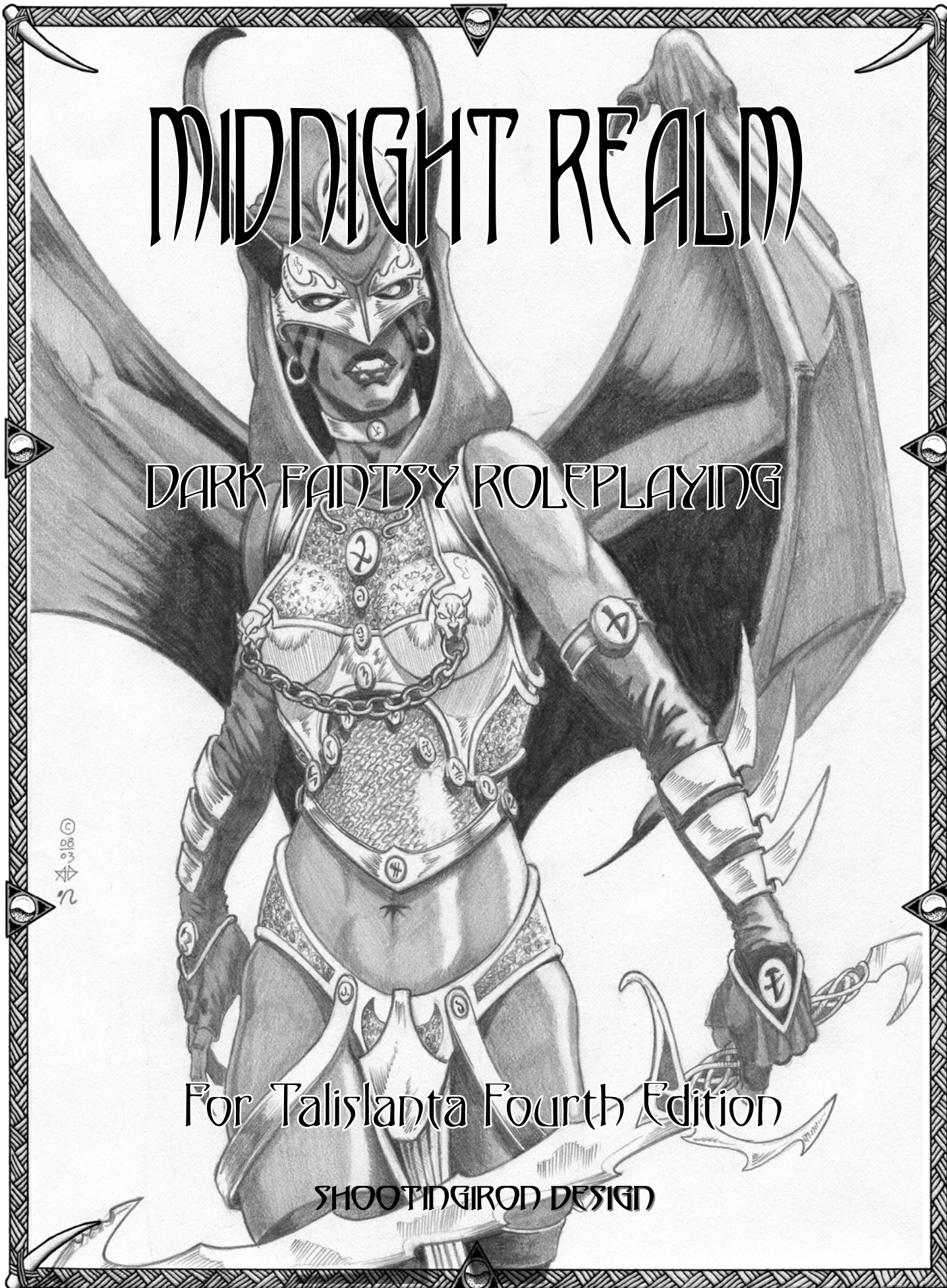
# MIDNIGHT REALM

DARK FANTASY ROLEPLAYING

For Talislanta Fourth Edition

SHOOTINGIRON DESIGN

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SHOOTINGIRON



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### For Talislanta Fourth Edition

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#### ShootingIron Design

## Preface

Midnight Realm is a fantasy roleplaying supplement created for use with the Talislanta Roleplaying Game, the 4th edition of which is currently available from Shooting Iron Games ([www.shootingiron.com](http://www.shootingiron.com)). It is not a stand-alone game, but a sourcebook detailing one of the “Unknown Lands” of Talislanta legend: a nexus of the lower planes known as The Midnight Realm.

Though Midnight Realm was specifically designed to fit into the Talislanta milieu, the material in this book can easily be adapted for use with other RPGs. If your players are looking for exciting new places to explore, bring them to the Midnight Realm and set them loose in the Nine Princedoms, the Threshold, and the Fallen Lands. Need some challenging new villains and monsters to add to your campaign? Midnight Realm has plenty, from Brood Reavers to Sepharan Anarchists, Zoab Enforcers, and a whole host of demons.

In short, if you’re looking for heroes on white horses, elves and fairies, or any of the trappings of the usual fantasy RPG setting, you’ve come to the wrong place. If you’re ready to rub shoulders with Tarteran Demon Hunters, Ebonite Soul-Traders, Brood Slavers, and Skathe, then we’d like to welcome you to the Midnight Realm.

## Advisory

Midnight Realm is a dark fantasy setting that deals with a variety of entities from the lower planes, including devils and demons. Though it is a work of fiction designed solely for use as a roleplaying game supplement, Midnight Realm may not be suitable for some people. Consider yourself forewarned.

## Web Presence

For more information about The Midnight Realm, visit our website at [www.talisanta.com/midnightrealm](http://www.talisanta.com/midnightrealm).

## Thanks

SMS would like to thank Mark, Dale, Rich, Col, Bradley, and Natasha, who did an awful lot of work for no money (everyone, please buy lots of copies of MR, so they can get paid); Doug for chipping in with the city entries; Jon and John of SI for agreeing to publish MR; my wife Patty, for putting up with all of this crazy RPG crap \*again\*; everyone who ever worked on Talislanta; and last but definitely not least, everyone on the Talislanta email list, and everyone who ever bought a Talislanta book and/or played Talislanta. A special thanks also to Ron Spencer for the additional art.

Tipop sends thanks out to Natasha, his fiancée, greek muse, in-house editor, walking spell-checker and thesaurus, fact-checker and day-brightener; to Sweetie the silver tabby, for crawling into his lap and reminding him when it was time to take a nap; and to Stephan, for making Talislanta to begin with and giving us all something to treasure forever.

Adam Black would like to say thanks to Phaedra, for being the BMP. To Lace and Logan, for their understanding. To Chase and Kyrsty, for their patience. To Chris and Shaun, for making it fun again. To Casso, for the Wiggedy-Wah. To Eric, for introducing me. To Dan, for waiting his turn. And to the other people I forgot to mention this late at night. Thanks to Narnia for velvet. Couldn't've done it without you!

Colin would like to express thanks to Jo, his soul-mate, for without her support and love, he feels he wouldn't have amounted to very much in life at all. He'd also like to express thanks to his parents for indulging his strange hobbies; Mr James, his old Design teacher, for setting him on the peculiar road of fantasy gaming; and Steve Sechi, for giving a fanboy and friend the chance to muck about with his creation.

Bradley would like to thank everyone for putting up with the evils of Email, an obvious servant of the Brood. He would also like to thank Moyra, for everything, and Colin for getting him into this mess.

Richard Wallace would like to say a huge thanks to SMS for letting me be a part of this project! Thank you for taking a risk on an unknown artist. Many thanks to Adam Black for his humor and help! Your experience and talent has been a tremendous help in improving my own! Thanks to Mark (Tipop) Williams for keeping my artwork true to the world! I'd also like to thank my friends who have shown tons of support during this project. Gordon and Julie Wincott, Ian Dalhuisen, John Palmieri, Jeff Wilcox, Christoph Dilley, Missy Wong, Mike Smith, Nick Smith, Ken Armaan, Jim Puder and anyone else I might have missed! I'd also like to thank my parents who never understood what I was drawing but showed their support none-the-less!

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## CHAPTER ONE

# A TRAVELER'S GUIDE TO THE MIDNIGHT REALM

## THE MIDNIGHT REALM

At a crossroads of the lower planes, past the ancient portal called the Threshold and its twin stone guardians, lies the Midnight Realm. It is a grim and forbidding place of otherworldly aspect, where rivers of molten iron flow across a desolate landscape of smoldering plains, mountains of black basalt, virulent swamps, and forests of pale deadwood trees. By day, a black sun casts dark shadows over the Realm. By night, the sun sets, and the land is lit by the wan light of distant stars, moons, and suns.

The northern regions of the Midnight Realm, called the Fallen Lands, are infested by hordes of demonic entities. The southernmost territories are controlled by a race of diabolic hybrids known as the Tarterans, who came to the Midnight Realm long ago from a land called Talislanta.

Farther south stretches the Midnight Sea, part of the vast Aethereal Sea that spans the myriad dimensions of the Omniverse. Farther still, at the edge of the Midnight Sea, stands the Threshold: gateway to the Midnight Realm, the lower planes, and beyond.

## An Historical Overview of the Midnight Realm

The history of the Midnight Realm is the subject of some debate among scholars of the lower planes. This is primarily due to the nature of its earliest

known inhabitants, the Thane: a closed and secretive folk who literally took much of their knowledge with them to the grave.

The Thane were occultists who are believed to have delved deeply into the dark lore of the lower planes. They compiled vast archives of arcane knowledge, protecting their writings with complex magical ciphers so that none could steal their secrets. They built the Threshold, an interdimensional portal that allowed their ships to travel to many worlds. Among the many places they visited was Talislanta, where the Thane established a colony at Khazad.

The civilization of the Thane flourished for thousands of years, until a terrible cataclysm reduced the land of Thanatus to ruins. Some believe this was the same catastrophic event known in Talislantan lore as The Great Disaster. Others say the cataclysm was set in motion by an earlier incident involving the rebel Shaitan, Zahur, and his half-mortal progeny, Drax, or an epic conflict between the ancient Sepharans and their enemies.

The Thane foresaw the coming cataclysm, but could not prevent it. Knowing their homeland was doomed, they evacuated the majority of the population to Khazad. Using necromantic arts to preserve their corporeal forms and prevent their souls from passing to the land of the dead, the Thane interred the people in the underground city of Necron. Here, their bodies would lie in stasis until they could be resurrected, after the effects of the cataclysm had subsided.

When the disaster occurred, raging anti-elemental forces laid waste to Thanatus. A rift (now known as The Abyss) opened into the Demonrealms, and hordes of demonic entities swarmed across the Midnight Realm. The great stone idols guarding the Threshold prevented the demon hordes from passing through into other realms, but the gateway to the Midnight Realm was effectively closed. So it would remain until the arrival of a contingent of refugees from a distant land: the Tarterans.

The Thane interred in Necron survived the catastrophe, though they would never be the same. As for the secret lore of the Thane, much of it was lost forever, for the keys needed to decipher their writings perished along with the occultists who created them.



### A Legendary Evil

Among the many legends associated with the Midnight Realm is the tale of the infamous Talislantan sorcerer, Drax, scion of the rebel Shaitan, Zahur. Together, the two are said to have plotted to overthrow the Diabolical Hierarchy, bring down Diabolus, and install Zahur in his place.

To do so, it is believed Drax planned to summon the dreaded demonic entity Aberon, using a cursed tome called the Pandemonicus: a book so dangerous that when Drax's successor found a copy among the necromancer's possessions years later, he ordered it sealed in iron and cast into the sea.

According to Thane accounts, Drax and Zahur were able to complete the first part of the summoning ritual, ordering the Torquarans to sacrifice thousands of Xambrians in the Fire-Pits of Malnangar. But before they could execute the second phase, Thane occultists discovered what they were attempting and sent a harbinger to warn Diabolus.

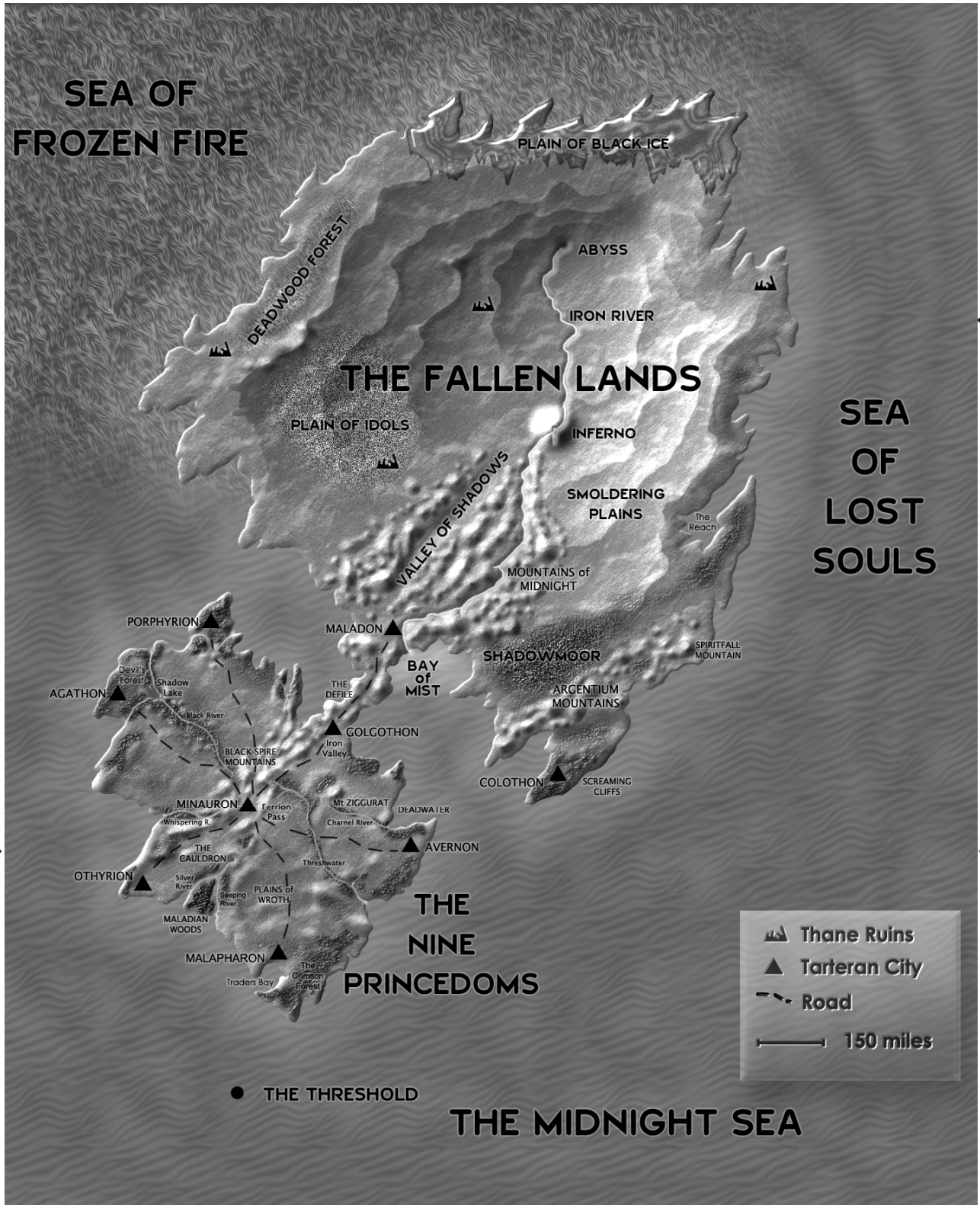
When Diabolus learned of the plot he sent his diabolical avatars to stop the two conspirators at once. Zahur was captured and imprisoned, though not before he was able to spirit Drax away to the Demonrealms - the only place he would be safe from Diabolus and the Shaitan. The attempt to summon Aberon had failed, but the danger had not passed. Dark forces had been set in motion by the aborted ritual, weakening the dimensional fabric.

Thane occultists, assessing the damage, foresaw the coming of a terrible disaster: the opening of an interdimensional rift, the effects of which would unleash a torrent of demons upon Thanatus, ravage much of the Talislantan reality, and ripple across much of the Omniverse. So it was that the Thane evacuated Thanatus and interred their people in the underground necropolis of Necron.

The theory that the legendary machinations of Zahur and Drax contributed to the coming of The Great Disaster is by no means accepted by all. In fact, some scholars state that the two incidents are completely unrelated. Others believe that the incident may have been part of a more deadly conflict involving the Sepharans, the Thane, and perhaps even the Ariane.

But those who believe in the Zahuran legend say that leading the hordes of demons that swept over Thanatus was a humanoid creature attired in the robes of a Torquaran necromancer. They claim that this creature was Drax, and believe that he remains in hiding somewhere in the Fallen Lands even to the present day. Some believe that Drax still seeks to locate the Pandemonicus, and that once the book is again in his possession he will destroy the Threshold, free Zahur from his infernal prison, and attempt once again to summon Aberon and overthrow the Hierarchy of Devils.

# Cyclopedia of the Midnight Realm





### **The Abyss**

Located at the far northern edge of the Fallen Lands, the Abyss is a rift in the dimensional fabric between the Midnight Realm and the depths of the Demonrealms, the place from which all demons are believed to originate. The Abyss resembles a black and bottomless pit a mile or more in diameter, through which falls the flaming magma of the northern arm of the Iron River.

Many strange and terrible things are said to emanate from the depths: plumes of toxic vapors, deranged spirit-forms, terrible or piteous cries, and of course, demons.

### **Bay of Mists**

The Bay of Mists is shrouded in smoke and mist from the Iron River, which empties into this body of water, making for treacherous sailing. Tales of mist demons lurking amidst the smoky vapors, and unnameable horrors lying far below the black surface, tend to keep curious travelers away.

### **Black River**

Flowing from the Black Spire Mountains to Shadow Lake in the north, the Black River cuts deeply into the land, creating a narrow, wind-swept canyon. The depths of the Black River are host to vast colonies of kraggen who have the alarming habit of attacking intruders who venture into their territory. A number of ancient Thane funerary barges are said to lie sunken amidst the silt of the river-bed. No one recalls whether these craft were sunk on purpose, or as a result of an accident or other incident.

### **Black Spire Mountains**

Ranging from the Defile to Othyrion, the jagged peaks of the Black Spire Mountains divide the Nine Princedoms along a diagonal axis. In ancient times the mountains were once said to be rich in gold and gemstones, though most of the mines were played out centuries ago. Wind demons, rock demons, skathe, and other ferocious entities now dwell in the abandoned mine shafts, making passage through the mountains a perilous endeavor generally avoided by all but the most stalwart or foolish demon hunters.

Safer routes are available in the form of three passes that wind their way through the mountains. To the northeast is the Iron Valley, at the center of which stands the fortress-city of Golgothon, straddling the northernmost pass like a sentinel. Near the middle of the range lies Ferrion Pass, which leads to the gates of Minauron, the City of Secrets, known for its spies, informants, and assassins. To the south, one can find passage at Othyrion, where slavers, merchants, and unscrupulous guides can be found in numbers.

### **The Cauldron**

The Cauldron is a vast lake created ages ago by the collapse of a volcanic cone, whose waters are said to possess curative properties. Wealthy Tarterans sometimes come here, braving the snow and bitter winds to bathe in the scalding waters, in the hopes of curing their ailments.

Among Tarterans, the Cauldron is regarded as neutral territory. No weapons may be drawn here, and no blood spilled. Even arch-rivals sometimes meet in this place, taking communal baths, engaging in social discourse, and occasionally discussing matters that would be too difficult or sensitive to speak of elsewhere.

### **Charnel River**

This foul waterway erupts from a dank crevice in Mount Ziggurat and flows eastward, emptying its yellowish waters into a lifeless bay. The pale white trees that grow along the banks of the Charnel River are twisted and sickly, and some claim they move when unobserved. However, this could be attributed to hallucinations caused by ingesting the water in this region, which is known to exhibit strange properties.

### **The Crimson Forest**

At the most southern region of the Nine Princedoms lies a vast forest, unclaimed by any Prince, that has remained untouched through the centuries. Even through the Fallen Age, demons have always avoided entering this region, though no one knows why.

The trees here exude a glowing, crimson sap that gives the air an eerie red glow; hence the name of this region. Items carved from these "crimsonwood" trees

are valued for their beauty, as well as their rarity. Most are made from fallen branches found along the wood's edge, for few folk dare to enter the forest itself. No doubt this is due to the belief that the forest is haunted by the vengeful spirits of the ancient line of Thane rulers known as the Red Emperors, who are believed to have been buried here long ago.

### Deadwater

To the north of Avernion lies the bay known as Deadwater. Nothing living swims its depths, though undead creatures have been seen along its shores. One legend tells of Vidolon, captain of the Colothon warship *Seablade*, who chased a pirate ship into the Deadwater. According to the tale, just as he was about to overtake the damaged enemy ship, a massive tentacle three times as tall as the *Seablade's* main mast erupted from the water and dragged the ship and her crew to their doom. According to the legend, Vidolon's corpse wanders the shores of Deadwater to this day, cursed to tell his tale to any who dare listen.

### Deadwood Forest

An eerie region devoid of all natural vegetation, this place harbors a vast "forest" of deadwood trees: bizarre, semi-sentient organisms whose roots are said to extend down into the furthest depths of the lower planes.

Moondracs and Brood hunters come here to collect the sap of deadwood trees. The former derive sustenance from this putrid liquid; the latter value deadwood sap for its use vs supernatural entities. Ghosts and shadowights are also found here.

### The Defile

This narrow stretch of land runs between the Nine Princedoms and the Fallen Lands. Countless battles between Tarterans and demons have been

fought here, leaving the terrain littered with the wreckage of war: broken weapons, rusted pieces of armor, skeletal remains, and so on.

To the east and west, a narrow gorge wends its way between the pock-marked stones and crumbling mountains. Despite the best efforts of the Princes of Golgothon and Maladon, there are always a few demons scattered through the Defile, making passage dangerous except in large groups. Skathe are also known to frequent the area, looking for weapons to scavenge.



### Devil's Forest

The primeval forest that surrounds Agathon is home to an enclave of Gargoyles, many of whom serve as the standing army of the diabolists. A stone village, said to be inhabited by free Gargoyles, is rumored to be located somewhere in the forest.

### The Fallen Lands

Formerly part of the ancient land of Thanatus, the territories known as the Fallen Lands were overrun by hordes of demonic entities after a cataclysm razed the Thane empire, opening a crack in the dimensional wall leading to the Demonrealms.

Destroyed in the aftermath of the disaster were such fabled places as Thanar, site of the first kingdom of the Thane; The Mountains of the Black Sun, whose peaks were said to nearly touch the dark stars in the firmament; and the Plain of Purple Shadows, covered in violet moonblossoms.

In their place now stretches a dark and hellish landscape. The terrain is a nightmarish conglomerate of quagmires, chasms, and unstable geological formations that bears little resemblance to any natural environment. Demons of every conceivable description infest the tainted land like maggots on a corpse. It is a vast, seething pit that descends in stages to its terminus far to the north: a black hole called The Abyss,

which spirals downward into the depths of the lower planes.

The uppermost levels of the Fallen Lands (those nearest the Nine Princedoms) are populated primarily by minor and lesser demons. The closer one gets to the hellish epicenter of this region, the more powerful and terrifying its inhabitants become.

### **Inferno**

The highest point of the Fallen Lands, Inferno is the volcanic wellspring of the Iron River. The entire region around this colossal volcano is filled with noxious gases and acidic smoke, rendering it virtually impassable except to those possessed of magical protection such as the Sepharans, or to creatures like demons and Brood. Pyro-demons and magma demons are drawn to this place.

### **The Iron River**

This river of molten ore, which runs both north and south across the Fallen Lands, pours forth from the mouth of a massive volcano called Inferno. The northern end terminates in a hellish firefall into the mouth of the Abyss, cascading into endless darkness. The southern arm of the Iron River flows uphill in defiance of natural laws, rising out of the levels of the Fallen Lands, through the Mountains of Midnight, and finally emptying into the Bay of Mists.

No natural life-form can endure the extreme temperatures of the Iron River. Magma demons find it quite to their liking, however, and are found throughout both branches of the river.

### **Maladian Woods**

The Maladian Woods is an unnatural forest that is perpetually shrouded in a primeval mist. Though a variety of rare and unusual plants grow here, the

woods is predominantly known for its ebonwood trees, the blossoms of which contain a purple pollen that has potent mind expanding and narcotic properties. To collect ebonwood pollen, one must wait until the blossoms are open and in full bloom; a somewhat difficult endeavor, as the tree's blossoms flinch at even the faintest source of light, and open wide only when the black sun stands directly overhead.

Complicating matters is the fact that the Maladian Woods are also home to a number of unfriendly creatures, including vantic, feranth, and certain dark creatures that dart around like flickering shadows, leaving no trail. On occasion, Brood may also be found here hunting canker-worms, which are valued by the Zoab, both as a delicacy and for their use in making ulu scent.

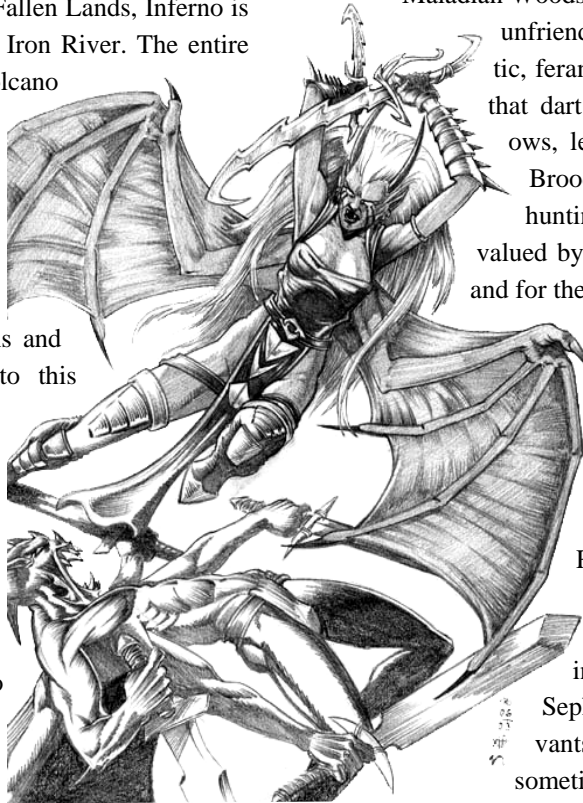
### **The Midnight Sea**

The Midnight Sea is a dark and ominous region of the Aethereal Sea that lies to the south of the Midnight Realm. The region is frequented by vessels from all across the lower planes, including those of the Zoab, Sepharans, Ebonites, Black Savants, and Brood. Night demons sometimes soar in the upper realms, while the lower depths of the Midnight Sea are said to be the haunts of ancient void dragons.

### **The Mountains of Midnight**

This vast mountain range rises from the edge of the Defile and extends nearly to the gigantic volcano known as Inferno. It is a spawning ground of night demons, whose presence has cast the entire mountain range into total darkness; a darkness which not even the supernatural eyesight of Tarterans can pierce.

Only magical illumination can penetrate this aura of darkness, and Tarteran demon hunters often carry luminus – vials of blue flame from the Sea of Frozen Fire – for this purpose. Brood hunters, with



their uncanny senses, need no such assistance, and have an advantage over their Tarteran counterparts in this region.

The uppermost reaches of the mountains are said to be littered with black diamonds: the heartstones of untold thousands of night demons, most killed by their own kind. Shivs and Moondrac also make their homes here, nesting in cracks, crevices, and natural caverns.



Far beneath the mountains, rock demons burrow through solid stone like worms through soil, creating wandering tunnels called demonbore. Individuals of an adventurous (and/or reckless) nature sometimes follow these tunnels in search of precious stones, which rock demons void and leave in their wake. Skathe are also known to visit these regions on occasion, hoping to catch would-be spelunkers unawares.

### **Mount Ziggurat**

Situated to the south of Golgothon, Mount Ziggurat dominates the horizon for miles around. Nearly pyramid shaped, the rough terraces of the mountain-side are formed from successive layers of shale and

black onyx, lending a distinct, stair-step quality to its appearance. Countless caves and tunnels dot the sides of Mount Ziggurat, some said to be the haunts of Skathe and other dangerous creatures. To date, no one has measured their depths.

The largest mountain in the Nine Princedoms, Mount Ziggurat may or may not be a natural feature of the terrain. Scholars have long debated its origins, with some proposing that the great mound was constructed by the Thane. If true, the purpose of this vast construct remains a mystery, unless one believes the Sepharan claim that the Thane once used the black tunnels of the Ziggurat to entomb criminals and enemies.

### **The Plain of Black Ice**

A vast tundra of jet-black snow and ice, this uncanny topographical feature is the result of an elemental anomaly caused by the negative forces that permeate the Fallen Lands. A hardy variety of black lotus can be found here, along with such creatures as gellids and black ice demons. The latter are smaller, but no less vicious, cousins of the Ice Giants of Narandu, in Talislanta.

### **Plain of Idols**

Once a fertile plain on which stood the capitol of the first kingdom of Thanatus, this place is now a barren desert infested with drought demons, dust demons, and little else. The ruins of the ancient Thane capitol have never been found, and are believed to have vanished or been swallowed by the shifting sands. The only visible remains of the first kingdom are the rows of stone idols that still line the old kingdom road that once stretched across much of Thanatus. Impervious to the ravages of time, the elements, and demonkind, the ancient idols still stand as they did thousands of years ago. What secrets they may hold remain as yet undiscovered.

### **Plains of Wroth**

Comprised of broad stretches of rocky steppes and volcanic wasteland, the Plains of Wroth cover much of the southern territories of the Nine Princedoms. Sulfurous springs and pools of bubbling

magma dot the land, shrouding the area in a perpetual haze of steam and smoke. It is a dark and gloomy region, made all the more eerie by the glowing pools of molten rock, which lend the place a hellish glow.

The Plains of Wroth are home to a variety of unusual species, including scavenger slimes, hanging bloodrops, and demantis mushrooms. The latter are massive, multi-tendriled organisms that periodically expel clouds of fungal spores into the humid atmosphere. The demantis' spores, called nebul, can pose a hazard both to flying creatures and to airborne ships. In addition to drastically limiting visibility, the spores adhere to wings, sails, and rigging, requiring constant cleaning.

Other life-forms found in the region include feranth, vantic, and aerial. None exhibit friendly intentions, making travel throughout the Plains of Wroth a dangerous proposition to the unprepared.



### **The Reach**

The calm bay known as the Reach lies to the east of the Smoldering Plains in the Fallen Lands. It is so named for the outstretched "arm" of land that encompasses parts of its shore. Those brave or foolish enough to venture into the deeper regions of the Fallen Lands sometimes sail to the Reach, as it is the only part of the shore north of the Argentium Mountains where a ship can dock.

### **The Sea of Frozen Fire**

An elemental anomaly caused by negative forces permeating the Fallen Lands, the Sea of Frozen Fire is a great expanse of cold blue flame that radiates an eerie incandescence which can be seen from many miles away. The material of which the sea is composed is neither liquid nor gaseous in nature, and can only be contained in amberglass vials or spheres. It is valued as a long-lasting source of enchanted illumination, and is sold throughout the Nine Princedoms.

The Sea of Frozen Fire can be safely navigated in any ship capable of aetheric travel, for the strange blue flames do not burn or give off heat. However, care must be taken to protect crewmen from the incapacitating cold, which can prove fatal in a matter of hours to those who are not immune to such conditions. Among the few creatures to find the environment to their liking, a variety of blue fire demons are found here in numbers.

### **The Sea of Lost Souls**

A turbulent region of the Aethereal Sea wracked by negative elemental forces, the Sea of Lost Souls is said to be haunted by disembodied spirits that lost their way en route to the Underworld. Spirit-catchers sometimes brave the dangerous aetheric storms in an attempt to catch these apparitions, hoping to sell them to Ebonite soul-traders or others who deal in such wares. In so doing, they risk attacks both from predatory phasms (also known as astral vampires), and from the disembodied spirits themselves, some of whom bear great enmity for the living.

It is said that ghost ships, still laden with cargo, can be found drifting in the Sea of Lost Souls. Some may even date back to the time of the Thane.

### **Screaming Cliffs**

The cliffs south and east of Colothon stand two hundred feet high above the crashing waves below. Jutting from the face of the cliffs are giant diabolical visages, their mouths agape, carved into the stone as if by the hand of a giant sculptor. Colothon sailors claim it is bad luck to sail beneath their gaze, and say that a curse befalls any who hear the wind howl through these stone maws.

### Shadow Lake

Surrounded by rocky hills to the east and south, and by the Devil's Forest to the west, lies Shadow Lake. Here Gargoyles from the Devil's Forest are said to come to hunt for giant eel-wyrms and other prey. According to legend, at the bottom of Shadow Lake lies a sunken Thane city or settlement of great antiquity. The reputed presence of a monstrous aquatic shadow dragon is generally sufficient to discourage most would-be explorers from determining the veracity of this tale.



### Shadowmoor

Shadowmoor is a dark and dismal swampland inhabited by deadwood trees, carnivorous naga-vines, bat mantas, and hangwood. Slime demons infest the murky bogs and quagmires, which are also home to vennin, ghosts, and reavers. Criminals and miscreants from the Nine Princedoms are sometimes banished to this place.

### Silver River

North of Maladian Woods flows the Silver River, so named for the traces of silver that can be

found along its banks. Despite the dangers from the dark woods nearby, desperate Tarterans sometimes come here to pan for traces of silver, hoping to find enough to sell.

### Seeping River

Branching south from the Cauldron is the Seeping River, a slow-moving, turgid body of water runs past the Maladian Woods and the hellish Plains of Wroth. Its waters are said to be tainted with demonic effluences from an unknown, underground source, and are reputed to be poisonous to devils and other supernatural beings.

### Smoldering Plains

South of Inferno and east of the Iron River lie the Smoldering Plains, a desolate region wreathed in sulfurous clouds of acrid smoke and gasses - and also smoke demons, which travel for miles on the wind, looking for creatures to prey upon. Ancient Thane relics may sometimes be found here, expelled from underground tombs by volcanic activity.

### Spiritfall Mountain

Located on the northwestern shores of Thanatus overlooking the Midnight Sea, Spiritfall Mountain is a towering spire of gray stone shrouded in mists, and riddled with endless caves and tunnels. The mountain is so named because it is adjacent to the route that souls follow as they drift downwards like falling stars from the upper planes into the Underworld.

Brood soul-reavers, Tarteran spirit-catchers, and Ebonite soul-traders are known to dare Spiritfall's heights hoping to catch souls, an exceedingly valuable commodity among the denizens of the lower planes. Several methods are used to capture and contain these wandering spirits, including amberglass vials or spheres, soul cages, and enchanted devices known as spirit-traps.

Though highly profitable, the practice of spirit catching is both difficult and dangerous. In addition to the threat posed by Brood, phasms are also drawn to this region. More than a few unwary spirit catchers have lost their own souls to these ravenous creatures.

## The Threshold

The Threshold is an interdimensional portal situated at a crossroads of the lower planes. It is an immense stone archway over five hundred feet wide and twice as high, flanked by two gigantic stone colossi known as "The Lurkers at the Threshold." Erected ages ago by the Thane, the twin constructs are purported to possess powerful magical capabilities, and were created to prevent demonic entities from passing through the portal.

In the Midnight Realm, the Threshold can be found at the far southern edge of the Midnight Sea. Inside the portal is an intricate nexus of dimensional pathways, providing access to many other realms, including Talislanta, the Zoab Empire, the Nether Realm, Oblivion, and other parts of the lower planes.

Travel through the nexus can take hours or days, depending on the unpredictable fluctuations of aetherial winds and tides. Navigating the nexus is difficult for all but the most accomplished astrogationists, and said to be nearly impossible without the proper charts and instruments. Further complicating matters is the fact that the nexus is a favorite hiding place for pirates and slavers, who come here hoping to prey on lost or unwary vessels. As such, though the Threshold offers swift passage to other dimensions, some ships prefer to bypass the nexus and sail the wide aetheric seas of the Astral Plane instead.

## Threshwater River

Flowing from the Black Spire Mountains southward to the sea is the Threshwater, the longest freshwater river in the Midnight Realm. The water runs swiftly in places, but is navigable by the Tarteran fishing ships that constantly sail here. There is a small fishing village where the Avernion Road crosses the Threshwater, the village sharing its name with the river. Gargoyles, low-status Tarterans, and reportedly even a number of escaped slaves live in Threshwater

Village, eking out a meager existence away from and unprotected by the citadels of the Princedoms.

## Trader's Bay

At the docks of Malapharon lie the neutral waters of Trader's Bay, a gathering spot for merchant ships from across the lower planes and beyond. Trader's Bay is officially neutral territory: no violence is allowed in these waters. The peace of Trader's Bay is enforced by a fleet of Malapharonian Warships, who take the safety of visiting merchants very seriously.

## Valley of Shadows

Flanked on either side by the Mountains of Midnight, which stand so tall that they blot out the feeble light of the stars above, the Valley of Shadows was once a burial place where the first kings of ancient Thanatus were interred. Their tombs still remain, many as yet undiscovered, buried far below the ground and protected by virulent magics and strange guardians. These underground haunts are said to be inhabited by necrophages, ghosts, and shadowights.

The valley is relatively free of demonic infestation, a situation that on the surface might bode well for would-be tomb-robbers. However, their absence can be attributed to the presence of shadow dragons, who are known to nest in this region.

## Whispering River

Flowing from Ferrion Pass in the Black Spire Mountains westward to the sea, the Whispering River is known for the rare plant-life and colorful fungal growths that spread along its banks. It is less well known for the hidden caves located in various spots along the river, which purportedly lead to the sewers of several Tarteran cities.



# Denizens of the Midnight Realm

## The Tarterans

Tarterans are a hybrid species of humanoid reputed to be half devil and half Archaen - the latter, a species of mortal beings who once inhabited the land of Talislanta. In terms of their facial features and physical stature, Tarterans resemble their mortal forebears. They also possess certain physical characteristics commonly associated with devils, including horns, bat-like wings, spurs of bone on their chins, and fiery red skin.

As Tarterans age, these diabolical features become more pronounced. The horns on the forehead increase in size, the canine teeth elongate, and the chin-spurs continue to lengthen.

Like Archaens, Tarterans are capable of learning magic, though few have the patience required to devote long years to the study of the arcane arts. For this reason, most prefer to attain magical power through the acquisition of enchanted items, weaponry, and artifacts.

Like most types of devils, Tarterans possess exceptional powers of perception, and can see clearly in darkness. Also, like their diabolical brethren, Tarterans lack willpower and can be highly susceptible to temptation.

## Ancestry

It is said that the Tarterans were created by the sorcerer Arkon, who made the first two Tarterans by combining certain elements of both devils and mortals. According to the tale, while Arkon was away on an extended sojourn, he left his two creations to guard his skyborne manse. Upon his return, the sorcerer was perturbed to find that the pair had produced an astounding number of offspring, and that his manse was overrun with implets and adolescent Tarterans. In a fit of pique, he expelled his creations from his home and banished them to the world below.

The exiled Tarterans wandered northward until they came upon a massive archway of weathered stone: an interdimensional portal that had been used by the Thane to travel back and forth from the Midnight Realm to Talislanta. The Tarterans passed through the archway and entered into an intricate nexus of dimensional pathways.

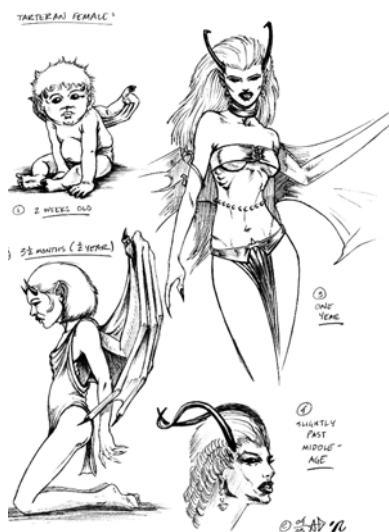
They emerged to find themselves at the edge of a dark aethereal ocean, in a strange place of perpetual night. Flying across the ink-black sea, they found a land ravaged by chaotic elemental forces and infested with demons. To the Tarterans it seemed as good a place as any to make a new home, which they came to call the Midnight Realm.

The refugees established a settlement in the ruins of a Thane city, which they scavenged for tools, weapons, and other necessities. Banding together, they gradually drove back the disorganized hordes of demons, killing many and reaping a fortune in black diamonds: the so-called heartstones of slain demons. Their settlement grew into the fortified port city of Malapharon, and soon began attracting trade from other regions of the lower planes.

Despite almost constant battles with demons, the Tarteran population increased at a rapid pace. Soon Malapharon was not large enough to accommodate its citizenry, a burgeoning number of itinerant traders, and an ever-expanding class of slaves and servitors. A second trading port, Othyron, was built some years later, eventually followed by seven other settlements: one for each of the first nine sons of the first Tarteran, Valek. So it was that the civilization of the Tarterans came to be known as the Nine Princedoms.

## Society

Tarterans are born in clutches of three to twelve implings. They mature rapidly, attaining young adulthood within a year - if they are fortunate enough to survive that long. Swatted out of the way and trampled underfoot by adult Tarterans, or killed by their own siblings, many implings do not make it through





their first year; hence the origin of the Tarteran saying, “not worth a red imp.”

While Tarterans do not embrace the bonds of family, the circumstances of an individual's birth play an important part in determining one's status and position in the Hierarchy of Dominion. The Hierarchy of Dominion is the foundation of Tarteran society, serving as a system of government, a measure of social status, and as a means of maintaining order among a volatile and often violent populace. At the root of this foundation is a set of ancient strictures handed down for untold centuries, known as Hierarchic Law.

In its written form, Hierarchic Law can seem extremely complex and even arcane. However, the most important and inviolable tenet of the Law is absolute obedience to one's superiors. While a Tarteran may treat an inferior as he or she wishes without legal consequence, one's superiors must always be obeyed and accorded the respect that is entitled them by their lofty status. Failure to comply with the Law can result in dishonor, arrest, prosecution, and imprisonment.

In severe cases, the offender may be given the ultimate punishment: expulsion from Tarteran society and banishment to the Fallen Lands. Worst of all, failure to obey the Law will result in a loss of Status, and the lowering of one's position in the Hierarchy.

At the low end of Tarteran society are the working classes, which are largely comprised of minor and lesser devils such as Gargoyles and Gremlins. The former are often hired as unskilled laborers, gaolers, or heavy infantry. The latter are valued for their skill as enchanters, artificers and tinkers, and are used to create the large quantities of enchanted weapons and armor needed to defend the Nine Princedoms from demonic incursions.

Hierarchic Law is recorded in *The Auctoritas*, a collection of nine tomes, each with nine chapters, penned by Valek and his advisors. Lovingly crafted from purest silver inlaid with argentium, and bound in night-demon hide, the information contained within the pages of the *Auctoritas* forms the very foundation of Tarteran society.



Copies of the Auctoritas can be found in every Tarteran city, usually in the care of the ruling Prince and his advisors. The original version resides in the Dominion Archives at the Library of Malapharon, where it is kept under lock and key, protected by armed guards and potent magics.

## Status in Tarteran Society

An individual's position in the Hierarchy of Dominion is based upon his or her status. Among Tarterans, status is determined by the following factors:

**Bloodlines:** individuals of noble birth are born with higher status than those of common birth. Marrying into a noble family elevates status; being divorced or disowned by a noble family reduces status.

**Honor:** like Devils, Tarterans have a "flexible" view of morality, commonly adhering to the letter, rather than the intent, of any agreement or promise. There are two important exceptions to this rule. First, the Hierarchic Law must be observed; i.e., lying to or

cheating one's superior can be construed as a criminal offense. Second, a Tarteran may not break a sworn Oath, whether to a superior or any other individual. The minimum penalty for either transgression is a loss of honor, and of status.

**Wealth:** in Tarteran society, wealth is a mark of status. The more wealth one accumulates, the greater his/her status. Loss of wealth brings a loss in status.

**Knowledge:** the accumulation of knowledge also leads to an elevation of status. This is especially true of magical lore. An individual revealed to be ignorant or foolish suffers a loss in status, while one who bests another in a test of wits or through cunning will rise in status.

**Deeds:** great accomplishments bring fame and elevated status, while notable failures bring infamy and a loss in status. Excelling or failing in one's chosen field also brings a commensurate increase or loss. This includes positions of leadership, where a loss of status may result in a loss of rank and/or position.



**Connections:** currying the favor of an individual of higher status, or forging a friendship or alliance with such a person, increases one's status. Gaining the respect or even the hatred of a powerful enemy may also increase status, so long as it was done in an "honorable" (by Tarteran standards) way. Losing favor, or being disowned or abandoned by an ally due to dishonor or incompetence, reduces status.

The various plateaus of the Hierarchy of Dominion, from lowest to highest, are as follows:

- Outcast, Pariah, Exile:** lowly, insignificant
- Dreg:** an average citizen
- Freeman:** one with prospects (unless in decline)
- Aspirant:** first actual social recognition
- Peer:** an individual of some standing
- Esquire:** an individual of importance
- Lord:** eligible for knighthood
- Baron:** eligible for appointment as emissary
- Duke:** nobility or rival to noble station
- Prince:** ruler or rival to the throne



Although these are the official titles of the echelons of the Hierarchy of Dominion, actual titles are far

more individualistic. Dregs and Freeman possess no titles beyond their personal name and rank, but upon attaining each new echelon from Aspirant upwards, the Tarteran is allowed to add an additional honorific. A Peer might be known as "Dark Master, Holder of Rivenblade, Peer Tarphalon," while a Prince might be referred to as "His Majesty, the Argent Exemplar, Tyrant of Golgothon, Scion of Lord Valek, Enslaver of Night, Wielder of Lust, Destroyer of Demons, Prince Valafarion."

## Customs

Intrigues and machinations, often involving shadowy dealings of one sort or another, are accepted parts of Tarteran society. Individuals constantly plot to gain status, attain advantage over their peers and rivals, and to eventually surpass their superiors in the Hierarchy of Dominion. Guile and cunning are required to meet such ambitions, for a careless or hasty act can easily result in one's downfall.

Counterbalancing the cutthroat nature of Tarteran society, to some degree, are the concepts of Oaths and Honor. Sworn Oaths, even those bought at the price of mercy, are iron bonds among Tarterans. To break an Oath is to lose Honor and Status, possibly forfeiting one's position in the Hierarchy. However, because only the letter of the Oath must be upheld, rather than the intent, a clever Tarteran can often find a loophole in almost any Oath.

## Government

The Hierarchy of Dominion serves as the governmental structure of each of the Nine Princedoms. At its head are the Nine Princes, each of whom is the absolute ruler of his princedom. Beneath him, in rank and status, are his Knights and Emissaries.

A Knight is a Tarteran of significant status in the Hierarchy who has been given military command. By Hierarchal Law, Knights are sworn to obey their Prince and no other. So long as they are under direct orders from their Prince, Knights may ignore the dictates of those of higher status.

The position of Emissary is one of great honor, and generally only those whom the Prince trusts greatly are so appointed. An Emissary may serve as

an advisor to the Prince, or as an envoy to the other princedoms, with the authority to speak on behalf of the Prince.

Secretly, an Emissary may also serve as a spy, an assassin, or whatever else the Prince wants him to be. Since an Emissary speaks with the voice of the Prince, caution must be taken in all matters, or the Prince may find himself forsworn or bound by contradictory arrangements by two or more Emissaries. For obvious reasons, only the most cunning Tarterans are ever appointed to this office.



## Magic & Religion

Tarterans are a people of diverse philosophical and theological beliefs, the most common of which are as follows:

**Diabolists:** Diabolists identify with their Devilish origins and seek closer ties with the Shaitan and greater devils, whom they revere and seek to emulate. Some even believe the Tarteran race to be the creation of the Shaitan themselves. Tarteran diabolists shun Theosophical Moralism as a form of "spiritual weak-

ness," and regard both Moralists and Pragmatists as heretics.

**Theosophical Moralists:** Moralists believe that the Tarterans were created by the Archons (rather than the sorcerer, Arkon), and cast down from the heavens as punishment for the sins of Valek, the first of their kind. Theosophical Moralists claim that there is a spark of divinity in the Tarteran race, and that only by renouncing the way of Diabolism can Tarterans hope to achieve redemption for their sins.

**Magical Pragmatists:** Pragmatists acknowledge that the Tarterans were created by the Archaen sorcerer, Arkon, not by a race of divine beings. They denounce the beliefs of Diabolists and Moralists as delusions, and feel that the only practical approach to the furthering of Tarteran aspirations is to acquire magical power; either through study of the arcane arts, or by the more convenient means of acquiring enchanted artifacts, weaponry, and armor.

**Material Realists:** Realists renounce all theosophical and existential debate, which they regard as a waste of time and energy. Instead, they seek advancement in the Hierarchy of Dominion through the acquisition of wealth, renown, and status, using any available means. They have little interest in the past or the future; only the here and now concerns them. The great majority of Tarterans adhere to this philosophy.

**Demonologists:** Demonologists are outlawed, shunned, and feared, for they traffic with the most hated foes of all Tarterans: demons. While Demonology is considered abhorrent by Tarteran society, a small number of Tarterans use summoned demons and various aspects of demonlore to attain magical power, wealth, and Status.

## The Arts

Live performances, in the form of blood sports, duels, and public executions, are the most popular form of entertainment among Tarterans. In every Princedom there is a colosseum devoted to the entertaining executions of criminals, captured demons, and other undesirables. Single and multiple combat between Gargoyle gladiators are also quite popular.

In some quarters, other artistic pursuits are admired. Sculptures of great Tarterans are often dis-

played in public places. Paintings and complex tapestries are popular with the rich, while poetry appeals to Tarterans of all classes.

Tarteran music is reflective of their passions, at times encompassing brooding and somber tones, and at others, the frenetic throes of abandon and lust. Typical instrumentation includes braying brass horns, pounding drums, and massive pipe-organs. Orchestras are comprised of servitor devils and other slaves, typically conducted by a Tarteran impresario and motivated by whip-wielding Gargoyles.

## Language

Among themselves, most Tarterans speak Archaen, the language of their early ancestors. However, like most intelligent denizens of the lower planes, they are also fluent in the Elder Tongue, an ancient language that dates back to the beginning of recorded history. Masculine names commonly end with hard consonants such as Narok and Valek, or with suffixes such as -os, -on, -ul, -ion, or -eon, as in Parnathos, Naroul, Endirion, or Laetheon. Feminine names end with -an, -ian, or -ean, such as Surlan, Rubian, or Yalinear.

## Commerce

The Nine Princedoms engage in considerable trade with each other, and with merchants and representatives from other parts of the lower planes such as Black Savants, Zoab, Sepharans, the Ebonites, and even Brood. All manner of goods and services are bought and sold, including soulstones, argentium, black diamonds, tools, weapons and armor, imps of various types, enchanted items, foodstuffs, wine and other intoxicants. Competition for lucrative trade contracts is fierce, and corruption, deceit, and intimidation often mark rivalries between the Nine Princedoms and their competitors.

## Worldview

Tarterans do not entirely fit in among devils or mortals. In either world, they are regarded as outsiders, or worse. Greater Devils view Tarterans as a lesser species, due to their "impure blood" and lack of

## Tarteran-Devil Relations

Being part devil and part mortal, Tarterans understand the inner workings of the diabolical mind. On one hand, they respect the power of the diabolical hierarchy, and view devils as allies versus their common foe, demonkind. This is especially true of Tarteran Diabolists, who embrace their diabolical origins and seek closer ties with the Shaitan and greater devils.

On the other hand, most Tarterans regard devils with a certain degree of distrust, and are wary of their motives. This is especially true of Theosophical Moralists, who believe that only by renouncing the way of devils can Tarterans hope to achieve redemption for their sins.

In terms of Status, Tarterans view Devils as follows:

**Minor Devils:** slaves, dregs

**Lesser Devils:** similar in status to the lower classes of Tarterans

**Greater Devils:** ranges from middle class (Enim) to upper-middle class status (Shedim, Azadim) to nobility (Nephilim).

**Arch-Devils:** equivalent to Princes or Kings

**Diabolus and the other Shaitan:** status equivalent to deities

innate magical abilities. They find Tarterans useful, however, and will sometimes agree to assist them if it suits their own purposes. Mortals, such as the old Archaens, view Tarterans as evil, and make little distinction between them and other creatures of the lower planes.

The majority of Tarterans don't identify with either group, but consider themselves a separate and distinct people, unfairly maligned by both devils and mortals. They see themselves as fiercely independent, acknowledging no authority except their own laws and customs.





## The Nine Princedoms

While the capitals of the Nine Princedoms differ in terms of size and overall appearance, all have certain attributes in common. Tarteran architecture is dark, brooding, and ominous in appearance, with massive structures comprised of black and gray stone. Most buildings have parapets or balconies for flyers to land on, plus winding stone stairways for non-avians.

Twisted iron bars and barbed spikes are common, both as ornamentation and as defenses against intruders. Wealthy Tarterans prefer silver-plated bars and spikes, which are also of some use against demons. All doors are made of heavily riveted iron, and all furnishings made of stone, wrought iron, or bone, padded and covered with hide or fabric if the owner can afford to do so.

The rigid class distinctions found in Tarteran society are also evident in the makeup and layout of

their cities. Individuals of high status live in the best districts, while those of low status are relegated to the slums. Except in the military, individuals of different social status rarely mix. Inns, taverns, and other public places are often strictly divided by class or status.

Because most inhabitants of the Midnight Realm can see quite well in darkness, Tarteran cities offer little in the way of artificial illumination. Torches or lanterns are used to mark doorways, gates, and the tops of towers or high walls. Lanterns and spheres of cold blue flame, called *luminus*, are used by those who can read and/or write, and are available for sale in most marketplaces. Such devices are also popular among the upper classes, where they are favored primarily as ornamentation.

## City Layout

The following is an overview of the basic layout of the typical Tarteran city:

### **Defenses**

The Princedoms are all well fortified against attack, with massive stone walls and towers topped with rows of vicious spikes, and inset with studded iron gates. Tarteran troops and Gargoyle mercenaries man the fortifications, while barracks and other military facilities are usually located nearby.

### **Port Facilities**

On the filthy stone quays and docks of every Tarteran port can be found such folk as Tarteran sailors, gargoyle draymen, eelers bringing in the day's catch, gremlin shipwrights, smugglers, and traders from many realms. Slick with dark water, and pungent with the scents of rancid eels and cheap grog, the ports are raucous and violent places.

### **Industries**

Craftsmen common to most Tarteran cities include blacksmiths, ironworkers, masons, tanners, glass-blowers, shipbuilders, armorers, and weapon-smiths. Areas where industry is located ring day and night with the constant pounding of metal and stone, the air heated by innumerable forges, foundries, and smelters. Heaps of used coal and slag are common sights, providing nesting places for various types of small vermin.

### **Slums**

Usually located nearest to the industrial sections, the slums are inhabited by the lowest members of Tarteran society: dregs, outcasts, thieves, gargoyle laborers, servitor imps, and the like. Squalid living conditions are the norm in these places, tumbledown and ramshackle huts of scorched stone and rusting iron hiding all manner of desperate scum.

### **Marketplace**

Each of the capitols has a large common marketplace that is typically thronged with merchants and traders from across the Nine Princedoms and beyond. Among the shops and stalls one will find soul-traders, black diamond cutters and dealers, slave-traders dealing in imps, gremlins, and other creatures; ironsmiths, glass-smiths, silversmiths and dealers in argentine

ingots; apothecaries, alchemists, dealers in necromantic artifacts, funerary relics and the like; and mongers selling casks of black arrack and moonblossom wine, dried and pickled eel-wyrms, moss-cakes, kraggen, and so on. A whirl of noise, barter, exotic sights, and pick-pockets, the marketplace is an exciting locale at the heart of each city.

### **Inns/Taverns**

Like most of Tarteran society, these places are divided according to social status. The cheapest and worst accommodations are those nearest the slums, where it is best not to ask what is used in the brewing of the murky grogs on sale, and even more advisable to remain alert and well-armed. Gargoyle taverns in particular are considered places best avoided, and even many other slum dwellers give such taverns a wide berth.

In contrast, the taverns located in the wealthier districts are icons of luxury, resplendent with rich and darkly gothic interiors, offering the finest vintages and comestibles, and providing all manner of stimulating distractions.

### **Courts and Dungeons**

The Tarteran justice system is a complex network of lower and higher courts, gaols for the temporary housing of accused criminals, and dungeons for the long-term or permanent incarceration of convicted criminals. The judges and litigators are always Tarterans, while the gaolers, interrogators and executioners are most often gargoyle mercenaries. Conditions in the dungeons are horrific, fetid, dank, and rife with the moans and gibbers of the damned and tortured. Accommodations can be improved somewhat if one has enough money to bribe the guards for favors and perquisites.

### **Nobles District**

Individuals of elevated status reside in these sectors, where palatial residences and inns of excellent quality can be found. These districts are patrolled by impeccably attired Tarteran troops, and are among the safest places in the Nine Princedoms. Individuals of low or questionable status are prohibited from

these areas, facing a summary beating and imprisonment should they even sully the streets with their presence.

Also found here are Embassies used by visiting or resident foreign dignitaries. Among them are the elegant windowless towers used to house the Ebonite delegation, and the grotesquely opulent edifices favored by Zoab Exaltars.

### **The Arena**

Each of the capitals has a colosseum where gladiatorial events are held for the entertainment of the populace. Each is constructed of concentric rings of black stone benches overlooking a large arena, surmounted by inward-facing spikes of twisted black iron. Typical events include individual or mass combat between gargoyle gladiators, slaves, prisoners, captive demons, and the like.

### **The Princedoms are:**

#### **Agathon - City of Golden Palaces**

The wealthiest and most hedonistic of the Nine Princedoms, Agathon prospers due to an ancient trade pact with certain, unnamed entities from the lower planes. Their mysterious benefactors supply the city with costly wines, delicacies, silks, gemstones, and intoxicants. In exchange they are paid in soulstones, which the merchants of Agathon acquire through their dealings with Ebonite soul-traders.

Agathon has the largest population of Diabolists in the Nine Princedoms, and it is said that non-Diabolists have little opportunity for advancement in this city. Not surprisingly, Theosophical Moralists are regarded with prejudice here.

The current Prince of Agathon is Molok, a voluptuary whose wealth and power are based on the profitable trade agreements that he has negotiated with the Zoab – and others, whose identity Molok has declined to reveal. Among the inhabitants of the Golden City, he is a source of gossip concerning the decadent fetes that he holds at the Royal Palace of Agathon. Molok has many jealous rivals, many of whom seek to foster vital trade connections of their own, so that they might challenge his rulership.

#### **Avernon - City of Philosophers**

This city is known both for its fabulous architecture and for the Library of Avernon, a repository of arcane tomes, scrolls, and tablets gathered from across the Midnight Realm and the lower planes. For a considerable fee, the Library is available for research purposes, a fact which attracts many Sepharan Rune Cultists to the city.

Many members of the Hierarchy of Avernon are Theosophical Moralists, though other beliefs are tolerated here as well. Avernon has traditionally remained neutral in most Tarteran disputes, choosing to take a philosophical view in such conflicts.

The current Prince of Avernon is Narduke; a rarity among Tarterans, as he is primarily renowned for his intellectual capabilities, and is said to be an avid student of history and philosophy. Narduke enjoys considerable support among are Theosophical Moralists of Avernon, who are more numerous and influential here than elsewhere in the Nine Princedoms. His rivals claim that Narduke's scholarly mien disguises an aptitude for cunning surpassed only by Thamoul of Minauron, and cite as an example his reputed connections to the Ebonites.

#### **Colothon - The Silver City**

Colothon is a major supplier of argentium, a magical alloy made from silver and other materials. It maintains a strong armada to protect its shipments of argentium and silver ingots from pirates and jealous rivals - among them, the merchants of Othyron, or so it is said.

The mountains to the north of Colothon are rich in silver ore, which is the city's primary source of revenue. The deep veins of silver are difficult to mine, but have the benefit of affording some protection from attacks by burrowing earth demons. Even so, the work is so dangerous that most of it is done by servitor imps.

The current Prince of Colothon is Azmorrion. Eldest of the Nine Princes, his exceptional diplomatic skills have gained him the title, The Conciliator. Often consulted to help resolve disputes between the Tarteran Princes, his even-handed approach has earned him many friends across the Princedoms. He



has also earned numerous enemies, many of whom who would like to see Azmorriion eliminated. After an unsuccessful attempt on his life by Sepharan anarchists, Azmorriion was given a pair of guardian devils to protect him. His benefactors are believed to have been the Black Savants.

### **Golgothon - The Fortress City**

A heavily fortified city with monstrous walls and thick, jagged crenellations, Golgothon radiates a palpable aura of durability and menace. With the strongest military and the most aggressive commanders in the Nine Princedoms, Golgothon is both respected and feared throughout the Midnight Realm.

All citizens of Golgothon are considered members of the militia upon reaching adulthood, whereupon they fall under the jurisdiction of the military. Crimes are handled by court martial, the guilty typically being sentenced to banishment to the Fallen Lands.

Golgothon's military might is often required to defend the northern reaches of the Nine Princedoms from demonic incursion. Maladon in particular must rely heavily on reinforcements from Golgothon, something for which they pay dearly in tribute: iron from the Iron River and gemstones taken from demonbore tunnels in the Mountains of Midnight.

The current Prince of Golgothon is Erakos, a renowned demon-hunter who gained fame in the Fallen Lands, and rose through the ranks to become a successful military commander and advisor to his predecessor, Prince Valthune. When Valthune died of old age, he named Erakos to be his successor in favor of his son, Valtane. Though Valtane is clearly Erakos' chief rival to the throne, he does not dare to openly defy the Prince, for Erakos is far too powerful and popular – at least, for now.

### **Maladon - City of Iron Walls**

Northernmost of the Nine Princedoms, Maladon is a fortified citadel located near the Mountains of Midnight and the River of Iron, from which it derives iron ore, its primary export. Due to its proximity to the Fallen Lands, Maladon exists under a nearly perpetual state of siege from hordes of demons. The citadel is well protected against such attacks: the outer walls are plated in black iron and topped with silver merlons shaped into outward-thrust spikes, like a crown of thorns.

Generally shunned by knights and warriors of ascending status, Maladon is defended by the dregs of Tarteran society. Those of low status, those who have

fallen out of favor of their native Prince, and those whose crimes are not serious enough to warrant outright execution are sent to Maladon. There they survive by defending the walls, mining the Mountains of Midnight, or retrieving pure ore from the molten Iron River.

The current Prince of Maldon is Barbanikos, a much-decorated military commander known for his courage and loyalty, but considered something of a dullard. Aged and battle-scarred, Barbanikos' grip on power is thought to be tenuous.

His close friendship with Erakos of Golgothon, who fought with him in the Fallen Lands years ago, may be the only thing preventing him from being toppled by his rivals.

### **Malapharon - Trade Capital of the Nine Princedoms**

Malapharon is an active and prosperous port city frequented by vessels from across the Midnight Realm and the lower planes. Included among those who frequent the city are Zoab merchants dealing in exotica and intoxicants; Ebonite traders offering homunculi and alchemical wares in exchange for black



diamonds; and Black Savants selling black adamant in exchange for silver ingots, demonic slaves, and even more unusual wares.

The city has close political and personal ties with Agathon and can generally be expected to side with that Princedom in the case of any disputes. By contrast, the merchants of Malapharon consider Othyron to be the greatest threat to their status, and look with disdain upon those who have close dealings with their hated rival.

The city is governed by a coalition of Trade Houses, each ruled by its Sire (male and female both use this title), who attained his or her position through wealth and cunning. The Trade Houses wield an unusual degree of power in Malapharon, whose Prince is chosen by the Sires in a secret vote held each year.

The current Prince of Malapharon is Galmorios, a wealthy scion of the House of Kalash, whose family essentially secured his position by buying the vote of the Sires. Galmorios is the weakest of all the Nine Princes, as his reign can be terminated at any time should he displease those who put him on the throne. His friendship with Molok of Agathon is one of need, not mutual respect. His enemies, and even some of his supporters, regard him as a pawn and a dupe.

### **Minauron - City of Secrets**

Least prosperous of the Nine Princedoms in terms of material resources, Minauron's Prince and his followers survive mainly by wit and guile. They maintain a vast network of spies and informants, using blackmail and intimidation to undermine their potential rivals and thwart their enemies. Their Emis-saries are considered among the most skilled and subtly effective agents in all the Midnight Realm.

Othyron pays Minauron large sums for information about its rival, Malapharon, which is forced to counter this situation by paying Minauron for information about Othyron. This arrangement has been quite lucrative for the Minauron Hierarchy, though as a result, they are not trusted by other Tarterans.

The current Prince of Minauron is Thamoul. A former Minaurian agent who is rumored to have ascended to the throne by blackmailing his chief rivals, he is widely regarded as the most cunning of the

## **The Trade Houses of Malapharon**

Some of the most influential Trade Houses include:

**House Kalash** - Dealers in all things militant, the various families of this Trade House each specialize in one of the following: weapons, armor, siege weapons, warrior-slaves, poisons, etc. The society within House Kalash is quasi-military, and the scions think of themselves as noble warriors.

**House Davar** - Poetry, sculpture, music, elegant sorcery, fine crafts: the families of House Davar deal in luxuries and works of art from across the lower planes. Artistic ability is valued highly among the scions of House Davar, and those without talent are relegated to bookkeeping and shipping duties, or the lowest role, critics.

**House Galmor** - The families of this Trade House deal in slaves, steeds, trained war-beasts, exotic pets, etc. Some families focus on a single breed of animal, while others organize hunting trips to the middle planes to catch animals or slave stock.

**House Runak** - Holding a virtual monopoly on comestibles, both mundane and exotic, the families of this Trade House control the trade of food throughout the Midnight Realm. Farms, ranches, fine chefs, exotic treats are all within the purview of House Runak. Runak wields considerable political clout among the other Trade Houses.

Tarteran Princes. He is said to have a thousand agents positioned throughout the Nine Princedoms, covertly gathering information and reporting all that they see to him alone. His enemies include many powerful individuals: among them, certain of the Tarteran Princes, who fear what dark secrets Thamoul may have learned about them.

### **Othyron - Port of Free Traders**

Chief rival to Malapharon, Othyron is the second most active port city among the Nine Princedoms. It is widely regarded as a cultural backwater and a den of thieves, assessments which are not entirely inaccurate. The lax laws and corrupt policies of the Othyrian traders are well known, and the Marketplace of Othyron is a haven for disreputable merchants, pirates,

smugglers, and undesirables from across the lower planes. Even Brood slavers, despised throughout the Nine Princedoms, may be found here.

The current Prince of Othyria is Baalos, a ruthless and unsophisticated tyrant who is widely believed to have had his own father murdered in order that he could seize the throne. Baalos has many enemies, but few are strong or brave enough to oppose him. He has powerful friends among the thieves, smugglers, and pirates of Othyria, and has buried many a potential rival during the course of his reign.

### Porphyria - City of Enchanted Towers

This city is known for its gremlin artificers, who toil ceaselessly in the Porphyria workshops, creating the finest enchanted blades, armor, amulets, and other articles. Porphyria supplies arms to Golgothor, its largest buyer. Not surprisingly, the Princedom also sides with Golgothor on most disputes. It has a large population of Magical Pragmatists, many of whom are artificers or traders in enchanted items.

The current Prince of Porphyria is Malthazarian, a flamboyant individual known for his keen interest in arcane lore, which he reputedly developed under the tutelage of a Black Savant. His popularity is based on the profitability of the Porphyrian workshops, which increased dramatically after Malthazarian ordered improvements in the working



conditions of the gremlin enchanters (his rivals sarcastically claim that the gremlins are his only true supporters). A good relationship with Erakos of Golgothor has also proved to enhance his status among his subjects.

### Demon Hunters

In Tarteran society, advancement in the Hierarchy is possible through the acquisition of wealth and renown. The profession of Demon Hunter offers both... as well as the prospect of a violent death.

Tarteran Demon Hunters specialize in tracking and killing demons of all types. They can detect and identify even the faintest evidence of demonic activity in a region, and locate the source, or sources, of such presences. They know the strengths and weaknesses of their prey, and study the spawning patterns of demons and their primary habitat, the Fallen Lands.

The black diamond "heartstones" that all demons possess are a valuable commodity. Traders from across the lower planes covet these precious stones, which have magical qualities and may bring as much as 100 argents per carat weight. The risks of demon hunting are commensurate with the rewards; the more powerful the demon, the larger and more valuable its heartstone, and the greater the renown earned by its hunter.

Because even the weakest demons are dangerous creatures, no Demon Hunter would ever venture into the Fallen Lands without the proper equipment. This includes the traditional argentium mask, plus chain mail, enchanted weapons, and as many talismans, amulets, or other magical protections as the Demon Hunter can afford.

Though Tarterans have owned a virtual monopoly on the demon hunting trade for centuries, they are not entirely without competition. Brood have also taken to hunting demons, in addition to the various species of minor and lesser devils that they capture and sell as slaves. As such, conflicts between Tarteran demon hunters and Brood hunters are becoming more and more common in the Midnight Realm.

## Black Savants

The Black Savants are a mysterious and reclusive folk who currently make their home on the island of Nefaratus, in Talislanta. They stand nearly seven feet in height, and are stoop-shouldered and gaunt in appearance. Their traditional costume includes boots, gloves, cloak and robes of satiny black cloth, hooded and veiled so as to obscure their features. Only their eyes are normally visible; cold, unfeeling orbs like twin shards of onyx.

## Ancestry

Black Savants are the descendants of the Thane, rulers of the once great civilization of Thanatus, which was destroyed following a terrible cataclysm (See *History of the Midnight Realm*). Their ancestors founded the Thane colony of Khazad, whose inhabitants were preserved and interred in the underground city of Necron, in order to protect them from the coming disaster.

Once the effects of the cataclysm had subsided, the people of Necron were supposed to awaken from the dead, and revive the great civilization of Thanatus. Unfortunately, something went wrong. Only a few hundred Thane ever awoke from their long sleep. The rest remained in stasis, their souls either stolen or lost in the depths of the lower planes.

The Black Savants are the last of the Thane, and the only inhabitants of Necron to awaken after The Great Disaster. A strange and distant-seeming folk, they still seek the lost souls of their brethren even to the present day. Sailing in their mysterious black-hulled vessels, they often come to the Midnight Realm to converse with soul-traders and travelers, searching for some sign of the “lost ones.”

## Society

On the island of Nefaratus, the Black Savants live in onyx towers, each edifice housing a single cabal, or group, of magicians. Each cabal is charged with a specific task: the exploration of a particular region of the lower planes, the interrogation of certain lower-planar entities, the search for some obscure magical tome or artifact that might contain a clue

about the location of the Thane lost souls. Their efforts are said to have but a single goal: to bring their people back to life.

## Customs

Not being truly alive, Black Savants never eat, sleep, or rest. Since returning from the dead they have become supernatural entities: immortal and more powerful than they ever were in life, yet bearing the awful burden of the loss of their compatriots' souls.

## Magic & Religion

Though they are often thought of as diabolists, Black Savants do not revere devils. However, they occasionally consult with arch-devils and other powerful entities of the lower planes when in need of information. Like their ancestors, the Thane, the Savants are occultists in the truest sense of the word: they are seekers of secret, lost, and forgotten lore.

## The Arts

The ancient Thane crypts, mausoleums, and cenotaphs are notable for their intricate symbology, as well as the bas-relief devils that adorn the surfaces of these structures. The Thane also made gold, silver, and copper funerary masks, brass funerary urns, and countless other types of relics, all of exceptional craftsmanship. The Black Savants, being preoccupied with other concerns, exhibit little interest in artistic pursuits.

## Language

Black Savants are mute, a side effect of the process that was used to preserve their physical forms. They converse in an ancient form of sign, using secret signs when they do not wish to be understood by outsiders.

Black Savants read and write in the old Archaen tongue, and are also fluent in the Elder tongue: the oldest known language, and the native tongue of the Thane, among others. Many are fluent in certain dead languages, and/or the languages of other entities from the lower planes. Yet only the most scholarly Savants

are capable of reading the complex magical ciphers of their Thane ancestors, many of which are said to be impossible to decrypt without access to a corresponding key. These keys are highly sought after by Black Savants, and by others who wish to learn the lost secrets of the Thane.

## Government

The Black Savants appear to have no central government, though there is a magical hierarchy of sorts. Each cabal has its own leader, called an Archimage, who assigns tasks to the others. The Archimages comprise a cabal of their own, which appears to serve as a ruling body of sorts. Their decisions are made by majority rule.

## Defenses

The island of Nefaratus is well protected by natural fortifications. Its sheer cliffs and perilous reefs render the isle safe from all but the most determined waterborne assault. The obsidian towers that serve as the Savants' homes confer protection from aerial attacks, and are virtually impregnable to non-magical weaponry. Their black iron ships are likewise deemed to be nearly indestructible.

## Commerce

The Black Savants have close trade ties with the Nine Princedoms, offering black adamant, enchanted items, and occult secrets in exchange for black diamonds, artifacts recovered from the Thane ruins, information about the lower planes, and captured night demons. The latter are eagerly sought by Black Savants, who believe that certain of these horrid creatures may possess information about the lost Thane souls. It is said that night demons who refuse to respond to interrogation are thrown into chains and used as oarsmen on the Black Savants' vessels.

Black Savants are also known to trade with the Ebonites, and with certain arch-devils and their underlings. They never deal with Sepharans, and have little use for the Zoab.

## Worldview

The Black Savants and Tarterans have a complex relationship, the details of which are rarely discussed by either of the two parties. It is believed that the nine Tarteran Princes pay an annual tithe of black diamonds to the Savants, in return for the use of lands once owned by the Thane. Though it seems obvious that an arrangement of some sort exists between the two, neither side will confirm or deny this claim.

Black Savants seem to have reasonably good relations with the Ebonites, who they may regard as kindred spirits. The Ebonites are rumored to have helped the Savants in their search for the lost Thane souls, though their policy of neutrality has in all likelihood prevented them from getting deeply involved in this matter.

The Savants consider Zoab vapid and materialistic, and have little or no interest in anything related to these folk. The same cannot be said as regards the Brood, who the Savants regard with considerable distrust, mainly due to their penchant for stealing souls. Some say the Savants have been watching the Brood for centuries, using obsidian mirrors to monitor their movements throughout the lower planes.

Similarly, the Black Savants have no love for Sepharans or the Cult of Sephar, who they believe were at least partly responsible for The Great Disaster and the subsequent destruction of Thanatus. Because the Sepharans possess runes powerful enough to protect them from scrying, the Black Savants must rely on other means to obtain information on the Cult, such as captured might demons, spies, and informants.

For obvious reasons, Black Savants despise all demons, especially those currently inhabiting the lands of their ancient ancestors. They occasionally venture into the Fallen Lands to visit the ruined cities and tombs of their ancestors, looking for ancient artifacts and arcane writings. Few stay for long, however, as they claim that the ruins are haunted by the spirits of the departed, and exude a tangible aura of gloom and sorrow.

*For more information see Khazad, pp. 157-158, Nefaratus, pp. 250-252, and the Black Savant archetype, p. 394, in the 4th ed Talislanta RPG.*

## Brood

Brood are a vile species of horned humanoids who originate from the darkest reaches of the lower planes. Gaunt in stature and black as night, they stand over seven feet in height and exhibit a coldly hostile demeanor. Their appearance is neither a pose nor a ploy: Brood are amoral and exceedingly aggressive, and are known to abruptly turn on any creature that they deem a threat, even those of their own kind. They have *synesthetic* senses unlike any other known life-form (see Sidebar: *Brood Synesthesia*).

## Ancestry

Brood hail from an uncharted region of the lower planes known as the Dark Dimension: a realm described by some as a nightmarish landscape of twisted obsidian spires, bottomless chasms, caves and tunnels. It is a place devoid of light, inhabited by such frightful creatures as void monsters, null-beasts, bat manta, voraks, necrovores, and things too awful to describe.

Above, fierce airborne predators such as bat manta and giant claw-wing roam the ink-dark skies. Below, monstrous entities such as the dreaded white worm, barbed horrors, and nocturnal strangler dwell in the dark recesses, waiting for the chance to strike.

Here also live the Brood, who make their home deep in the catacombed depths. Their settlements are no more than massive caverns, pock-marked with hundreds of smaller caves and alcoves. Some of these serve as living quarters of the Brood males, who claw and hiss at each other day and night. Others serve as cages for captured creatures, slaves, stolen booty, or various goods and wares.

Every cavern-settlement is accessible by a network of winding passageways, each guarded by Brood and/or their servants. Most are difficult for non-Brood to navigate, with sheer drops and narrow walkways spanning pits of boiling sulfur or yawning gulfs. At least one of the passageways leading to any

large Brood settlement will always be much larger than the others. These are the tunnels used by Broodwyrms, the massive creatures that serve as living ships for the Brood.

Brood are unrelated to Devils, Demons, or any other known species. Humorless and alien, they remain among the most mysterious, and feared, denizens of the lower planes. They are believed to have made their way to the Midnight Realm via a wormhole, or perhaps a rift in the dimensional fabric.

## Customs

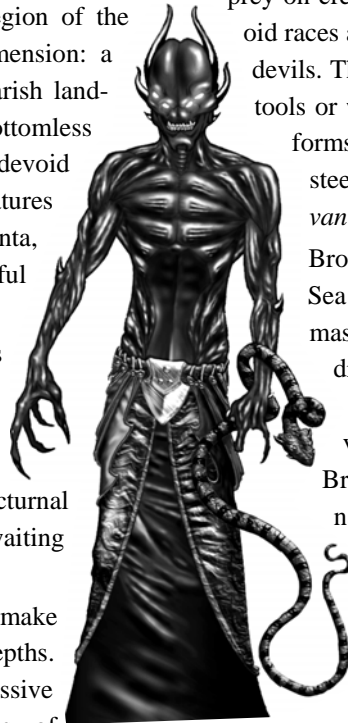
Brood are hunters, slavers, and soul-stealers who prey on creatures of all sorts, including other humanoid races and most types of minor/lesser demons and devils. They have no industries, and make no ships, tools or weapons. Instead, Brood coerce other life-forms to serve their needs, using them as slaves, steeds, or living weapons (see sidebar: *Servants of the Brood*.)

Brood roam the black depths of the Aethereal Sea in *living ships* known as Broodwyrms: massive creatures that range from three hundred to six hundred feet in length and up to sixty feet in diameter. Protected by a slick, veined carapace of interlocking scales, the Broodwyrms' body contains numerous internal chambers, with connecting passageways that can be opened or closed by sphincter-like orifices. Brood use these chambers as living quarters, and to house bat manta steeds, stores of food, captured slaves and beasts, and other cargo.

Some scholars of the lower planes believe that Broodwyrms are simply another type of entity enslaved by the Brood. Others, noting the apparent symbiotic arrangement between the Brood and their living ships, believe that Broodwyrms are actually the female of the Brood species. If true, it may well be asked whether the Brood control their Broodwyrms, or vice versa.

## Government

Brood travel in groups called clans. A clan may have just a few members, or may number into the



## Servants of the Brood

In their journeys across the lower planes, the Brood have discovered several life forms that they have deemed useful, and so have coerced into serving their needs. These include:

**Bat manta:** these winged creatures hail from the Dark Dimension. Brood capture and train bat manta for use as flying steeds.

**N'aru:** also known as "spirit worms" or "soul-stealers," n'aru are a species of ectoplasmic parasites normally found in the depths of the lower planes. Brood use n'aru to remove the souls of living beings, which are then imprisoned in soul cages and sold to buyers.

**Strictors:** serpentine entities native to the Underworld and adjacent regions, strictors haunt ancient ruins and tombs, feeding on crypt-wyrms, larval demons, and other vermin. Brood use trained strictors as living whips and restraints, as traps to ambush prey, and to hunt and retrieve small and elusive creatures of various sorts.

**Vorak:** a smaller relative of the bat manta, voraks are ravenous creatures resembling a clawed hand with webbed talons. Brood use the vorak as a thrown weapon and as a torture device.

hundreds or thousands. The strongest member of a clan serves as its leader, until he is slain or usurped by a stronger individual. Clan rulership is subject to challenge from within or without; a particularly strong clan chieftain may on occasion seek to take over another clan by challenging and defeating its leader. This passes for "government" among the Brood.

## Magic & Religion

Brood are illiterate, and have no knowledge of spell casting. Some clans recognize the value of enchanted items and weapons, however, and seek to acquire such things when they can.

Brood exhibit no religious tendencies, nor do they seem to comprehend the concept of gods or religions.

## The Arts

Brood evince no capacity for, nor appreciation of, art, music, or any other culture. The sole exception is the skulls that Brood bedeck their living ships with, which may or may not pass for "art."

## Language

The Brood language is largely unknown to outsiders, and appears to consist only of hissing sounds and clicks. Even magical means of translation are only partially effective in deciphering Brood speech, which has puzzled many generations of scholars and linguists.

The Zoab have an explanation for this, claiming that Brood communication relies not just on verbal elements but also on a host of other cues that can only be discerned by creatures who have synesthetic senses like the Brood. Subtle gestures, movements, tonalities, and even scents or tastes are all a part of the Brood language, which the Zoab say is exceedingly rich and detailed in nature.

Not surprisingly, to outsiders, Brood names sound like a random combination of sibilants and hard consonants: Syzyk, Zrysk, Zhyrr, etc.

## Commerce

Brood clans deal in everything from souls to slaves and trained beasts of various sorts, poisons, weapons, and stolen artifacts. Slaves, such as gremlins, sardonicus, night demons, servitor imps, and gargoyles, are usually restrained by strictors, serpentine creatures that Brood use as living "slave collars." Captured souls are kept in soul cages, which Brood make from the spines and tendrils of phasms.

Though Brood produce little of value themselves, they are shrewd traders who know the value of most goods and commodities. They prefer to be paid in slaves or captive creatures, but will also barter for souls, certain types of enchanted items, or intoxicants; black vantic, a powerful narcotic made with black arrack and vantic toxin, is especially favored by these folk. If cheated, or even pressed too hard while haggling, a Brood may view the haggler as an enemy, and erupt into violence.

Brood are unparticular with regard to potential trading partners, and will deal with anyone who has something they want. They respect only strength, however, and would-be trading partners who exhibit weakness may be robbed of their wares, or worse.

Brood sometimes work as slavers, assassins, bounty hunters, guides, or torturers. They make mercilessly efficient hirelings, though wise employers prefer to keep them supplied with quantities of strong intoxicants in order to temper the Brood's aggressive tendencies.

## Defenses

Most Broodwyrms ships carry a number of trained bat manta, which the Brood use as steeds. Flying silently on their bat manta steeds, pairs of Brood hunters usually travel well ahead of their ships, searching for potential prey.

Individual Brood are always armed with one or more weapons, either living (see *Servants of the Brood*) or inert. Most will not hesitate to use them at the slightest provocation.

## Worldview

Mercenary by nature, Brood claim alliance with no other race or species. Openly or in secret, most other denizens of the lower planes trade with the Brood, though few express any desire for closer relations. Zoab believe that Brood are an inferior species, useful only as pertains to their abilities as hunters, slavers, torturers, and assassins. Nonetheless, they are often eager to trade with Brood clans, though they prefer to do so in secret.

Because Brood are illiterate, Sepharans consider them an ignorant and primitive species. Even so, Sepharan Rune Cultists will deal with Brood who have valuable tomes, tablets, and other written works for sale.

Though Tarterans will deal with Brood if it is in their interest to do so, most exhibit a strong dislike of these creatures, and believe that Brood are on the same level as vermin or parasites. Some Tarteran scholars warn that the species is spreading across the lower planes like a plague, and recommend that the Brood be exterminated before it is too late.

## Brood Synesthesia

Brood are unique in that their sense of hearing, smell, and feel are combined into a single synthetic sense that functions much like other creatures' sense of sight. That is to say, a Brood's four eyes function like multi-purpose sensors, enabling them to see, hear, smell, taste, and even feel their surroundings, up to a range of about 300 feet. Aboard a broodwyrms vessel this range increases to 1,000 feet, as the broodwyrms' synesthetic senses are combined with those of the Brood within her.

Brood are acutely aware of their nearby surroundings, so much so that they can "taste" poisons, feel the presence of traps, and sense entities attempting to sneak up on them, to the limit of their synesthetic range. In game terms, this can be treated as a +5 skill or attribute bonus related to the type of sense being employed; e.g., +5 Traps skill to notice a mechanical trap, +5 Guard skill to notice a sneak, or a +5 to bonus to a Perception check to notice a toxin.

Beyond the range of their synesthetic senses, Brood perception is feeble at best (no special skill or bonus, -3 beyond the Brood's normal range). By disguising one's scent (for example, with a different, stronger scent), remaining completely silent, and totally concealing oneself behind anything solid (such as a heavy door, a ship's hull, several feet of earth or stone), it is possible to evade detection by a Brood. However, illusions and spells or enchanted items that serve to conceal (such as invisibility) are of no effect against a Brood's synesthetic senses.





## Ebonites

Ebonites are spectral beings who hail from the ruined city of Ebon, an ancient port located on the dark shores of the Underworld. Tall and preternaturally thin, Ebonites resemble humanoid shadows, with eyes like smouldering white coals. Being sensitive to light, they cover their bodies from head to foot whenever they leave the Underworld. Only in darker regions, such as the Midnight Realm, do they go about without the long, hooded robes that form their usual costume.

Ebonites are supernatural entities who possess certain powers and abilities that mere shadowights do not. These include the ability to learn Magic and other skills, as well as the ability to take on corporeal form at will. Ebonites cannot drain the life-force of living beings, nor do they need to do so to sustain themselves.

## Ancestry

Like shadowights and other spiritforms, Ebonites were once living beings. Once passing from the lands of the living, their spirits made the long voyage to the Underworld. However, something about them drew the attention of Death. Great infamy or acts of heroism, no one can say for sure what will draw Death's baleful eye. Some sorcerers petition for this state in order to continue their magical studies beyond death, while some heroes offer themselves to Death's service in exchange for a loved one being returned to life. However it happens, those taken by Death are consigned to spend eternity as spectres, and to dwell in the ancient city of Ebon.

Ebon stands on the dark shores of the Underworld, a place located beyond the far eastern edge of the Midnight Realm, across the Sea of Lost Souls. Known in many cultures as the Land of the Dead, the Underworld is a dismal realm littered with the remains of countless ancient burial grounds. Here, long-vanished civilizations once interred their dead in the hope of granting their souls swift passage to their next incarnation.

Ebon, known to some as the City of Shadows, and the home of the Ebonites. Said to be as old as the Underworld itself, Ebon is a place as dark and cold as

the grave, its ancient stone structures worn and pitted with age. Yet despite appearances the city is an important center of trade, and is frequented by merchants from across the lower planes, including Tarterans, Zoab, Sepharans, and even Brood. Few outsiders stay for long, however, as the place exudes an aura of sadness, decay, and death.

West of Ebon, an ancient causeway called the Forever Road winds its way through a silent landscape of desolate hills, shadowed vales, and dry riverbeds. Here, souls from across the Omniverse can be seen walking slowly towards the Halls of the Dead: the gateway to the next world, which is presided over by the dread entity called Death.



## Society

Ebon is populated by thousands of shadow-beings, including those who were once traders, sailors, warriors, artificers, scholars, magicians, and so on. In death, they continue to practice the same professions as they did in life, though now they serve the ruler of the Underworld: the dread entity called Death.

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## Customs

Ebonites are an eerie folk who exhibit a morbid fascination with death, black magic, and the Occult. They are drawn to crypts, ruins, and ancient battlefields, where they may spend hours communing with the spirits of the departed, studying relics, or simply absorbing the atmosphere of death and decay that hangs like a pall over such places.

Ebonites are less fond of associating with living beings, with whom they generally prefer to avoid prolonged contact. When they must interact with such entities, Ebonites usually waste few words and complete their transactions as quickly as possible. Ebonite traders are notorious for their brevity, never engaging in the sort of haggling that is common among folk such as the Zoab.

Ebonites have no such qualms about associating with Black Savants, with whom they enjoy rather cordial relations. No doubt this is because unlike most humanoid races, Black Savants are not truly alive.

## Government

The city of Ebon is governed by the Ebon Cabal, a group of thirteen shadowizards of exceptional power. The Cabal rules on all matters involving the Ebonite population, sets official policy with regard to political or trade relations with other realms, and oversees all that transpires within the city walls.

Beyond the walls of Ebon, however, there is but one master: Death, the ruler of the Underworld, whom the Ebon Cabal and all Ebonites recognize as their sovereign.

Death rarely interferes in the affairs of Ebon, a condition which the Ebonites seek to maintain by paying an annual tribute of soulstones to their dark master. In return, Ebon is allowed to pursue its interests in the soul-trade, so long as its traders do not interfere with the normal passage of souls to the Underworld.

## Magic & Religion

Ebonite culture is steeped in black magic, necromancy, and the study of death. Ebonite scholars are experts on the ruins, cemeteries, and burial rituals of other realms and cultures. In fact, Ebonites regard all burial places as hallowed ground, and seek to preserve them from thieves and vandals.

Ebonite shadowizards are practitioners of necromancy and wizardry. They are likewise known for an obsessive interest in spirits and the Underworld.

Ebonite enchanters are renowned for their talents, which include the making of soulstones, enchanted cloth called shadowsilk, and the magical metal called shadowsteel, or ebonite (see Commerce).

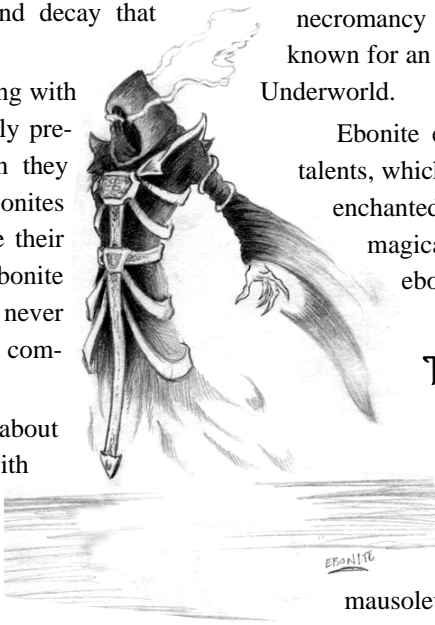
## The Arts

Ebonite artifacts, apparel, and weapons exhibit an elaborate, if somewhat morbid, sense of design. Ebonite architecture features elements derived from mausoleums, tombs, and cenotaphs. Ebonite ships are draped in black, and resemble nothing so much as massive funeral barges.

Ebonite weapons and armor are exceedingly well-made, and are decorated with ornate scrollwork and symbology. Fashioned from the shining black metal known variously as shadowsteel or ebonite, these items are said to be quite beautiful, in a macabre sort of way.

## Language

Ebonites converse and write in the Elder Tongue, a language common to some of the oldest



known races in existence. Common Ebonite names tend to have an archaic flavor, such as Orantheus, Malorean, Narual, Chandaros, etc.

## Defenses

The walled city of Ebon is protected against attack by a legion of shadowwarriors equipped with ebonite weapons and armor. For clandestine operations, Ebonite assassins and spies are said to have few peers. In addition to being practically invisible in darkness, Ebon's fleet of trade ships are armed with heavy catapults and various type of enchanted weaponry. Ebonite soul-traders are especially well armed, most carrying enchanted shadow-staves, shadow-blades, and/or spell-stones.

## Commerce

Ebon is the largest dealer in soulstones, a commodity that is highly valued among the denizens of the lower planes. Traveling in swift shadow-vessels, Ebonite soul-traders span the Aethereal Sea from the dark shores of the Underworld to the Nine Princedoms, buying and selling soulstones of all types.

Ebon is likewise renowned as a producer of shadow-silk, an enchanted cloth which absorbs light, but does not reflect it. Shadow-silk is important to Ebonites, as it is the only cloth that can be worn by non-corporeal entities. Because it blends imperceptibly into darkness of shadow, it is also a favorite of thieves and assassins.

The enchanted metal known as shadow-steel, or ebonite, as it has come to be called, is also created in Ebon. Made from silver, powdered black diamonds, and black adamant, ebonite is harder than steel, but exceedingly lightweight. It is also the only metal that can be worn or handled by non-corporeal entities. Like its makers, it emanates a subtle aura of death that most living creatures find disquieting, or even depressing.

Other items produced in Ebon include funerary relics, black magical items, and various types of alchemical mixtures. Imports include black adamant from Nefaratus, silver ingots and uncut black diamonds from the Tarteran Princedoms, alchemical

ingredients of various types, antique funerary relics, and other types of necromantic paraphernalia.

## Worldview

Like Death, the Ebonites claim to be neutral as regards all other creatures and beings. The Ebon Cabal professes to favor a balance of power between the forces of the lower planes. As such, they generally avoid any involvement with the machinations of devils, demons, or other races and nations.

Ebon generally enjoys good relations with the Black Savants, with whom they have certain mutual interests. Not the least of these is the recovery of countless Thane souls stolen from the tomb-city of Necron many centuries ago, and never found.

All the Tarteran Princes have, at one time or another, attempted to foster good relations with Ebon; usually in the realms of trade and commerce, and typically in an attempt to gain some advantage for themselves. Though their efforts have seldom yielded fruitful results, some Princes continue to seek advice and counsel from Ebon on certain sensitive matters. The practice of consulting an Ebonite advisor, known among Tarterans as "talking to one's shadow," is believed to be quite common in some of the Nine Princedoms.

## Sepharans

Sepharans are an ancient race of humanoids with deathly white skin, a mane of dark tendrils in place of hair, and three eyes: a pair of black orbs set with pearly white pupils, plus a third eye, larger than the other two and set vertically in the center of the forehead. The paired eyes function as ocular organs, and are sensitive to light and color. The third eye is blind to visual stimuli, but possesses other, potent capabilities (see *Special Abilities*).

Sepharans decorate their faces and hands (and some say, their entire bodies) with intricate arcane symbology called calligraphs. These markings have black magical significance, and also serve to identify the wearers as members of the secret society known as the Cult of the Sephar.

## Ancestry

The ancestors of the Sepharans originally hailed from the Nether Dimension, a region of the lower planes bordered to the south by the demon-haunted waters of the Raging Sea, and to the north by the Demonrealms. According to accounts, it is a chaotic realm where temperatures vacillate unpredictably from freezing cold to sweltering hot, and black lightning, black winds, and sudden rains of stones, icicles, and acid are common occurrences.

The topography of the Nether Realm defies all natural laws of nature, and includes such anomalies as seething quagmires, lakes of liquid fire, chasms that open and close at random, mountains that rise and fall in slow motion, and massive islands that hover high above the ground. These flying islands have long served as home to the Sepharans, who live here in cities carved from solid stone (see *Society*).

In this perilous environment, the early Sepharans struggled merely to survive. They did so by acquiring first-hand knowledge of demons, through which they eventually became aware of the existence of the Nether Ones: monstrous demonic entities who dwelled in the very depths of the Void.

Awed by the destructive power and incomprehensible nature of the Nether Ones, the early Sepharans came to view these entities as gods. In an attempt to commune with their "deities", they devised a lexicon of mystical symbols, or calligraphs, each representing one of the Nether Ones or some aspect of the Sepharan reality. The practice of Symbolatry soon attracted a cult of loyal devotees, whose single goal became the completion of the Sephar: a complete codex of calligraphs that would enable the Cult to channel the full knowledge and power of the Nether Ones.

Calling themselves Sepharans, followers of the Cult traveled to many realms, searching for the miss-

ing elements of the Sephar. After many centuries, they finally located the last of the symbolic "keys" comprising the codex.

With the complete Sepharan Codex finally in their possession, the cult's Priests prepared to achieve what they believed to be their one true purpose: to summon the Nether Ones to the material planes, bring about the destruction of the Omniverse, and prepare the way for a New Beginning.

Unfortunately for the Sepharans, their plan was thwarted by their enemies (see Sidebar: *The Evil Ones*). Parts of the Sepharan Codex were lost, and the Nether Ones were banished to an unknown dimension. Defeated and disgraced, Cult of Sephar split into a number of rival sects, factions, and individual cells, each with its own agenda. Some disappeared, and have never been heard from since. Others established enclaves in isolated regions throughout the lower planes, from which they eventually emerged to pursue their respective goals (see *Society*).



## Society

Sepharan cities are comprised of numerous stone structures, fashioned in a multitude of strange shapes and forms. All are inscribed with potent runes and wards, providing protection from demons, devils, and other potential threats. Giant three-eyed idols, some over a thousand feet in height, watch over the cities and surrounding environs, alert to intruders.

The largest Sepharan city is said to be Pandemos, a maze of interconnected structures located on a flying island in the Nether Realm. Formerly the main sanctuary of the Cult of Sephar, it is now revered as a holy site by Sepharan Zealots and their loyal followers. In the midst of the city stands the Temple of Pandemos, a towering edifice that is said to house many of the Cult's most important relics, artifacts, and records. The Temple is guarded by a

sect of Monks known as the Sepharan Templars, each of whom bears a distinctive calligraph on his or her palm. All adherents of the Cult recognize this calligraph, which is called the Mark of the Templars, and fear it greatly.

Even to the present day, little is known for certain about Sepharan society. Many sects remain in hiding, while others are closed to outsiders. Those whose existence has been detected, or who have otherwise made their presence known, include:

**Zealots:** also known as Believers, Zealots are adherents of the old ways. They still seek to find the missing keys to the Sephar so that they can summon the dreaded Nether Ones. They will associate with other races only if it suits their needs, and will stop at nothing to achieve their goal. This includes assassinating Sepharans of other sects, all of whom Believers regard as heretics.

**Penitents:** also known as Revisionists, members of this sect claim to have abandoned the ways of their ancestors, which they now say were flawed. Penitents still practice Symbology, but profess to do so only in the pursuit of knowledge and enlightenment. Some actively oppose the Zealot sect, and will do anything necessary to stop them from finding the lost segments of the Sepharan Codex.

**Anarchists:** the most unpredictable of all Sepharan sects, Anarchists seek to emulate demons by sowing the seeds of death, destruction and chaos. Operating in small cells or as individuals, their methods include assassination, sabotage, theft, and acts of magical or alchemical terrorism. Some Anarchists have been known to pose as members of other Sepharan sects in order to achieve their goals. Others have actually gone to live among demons in such places as the Fallen Lands or Demonrealms.

**Heretics:** not a true sect, this group includes outcasts, criminals, and malcontents who have fled or been banished from another sect. These individuals no longer identify with the Cult of the Sephar, and instead have taken work as slavers, thieves, assassins, merchants, guides, or advisors to the Zoab, Tarterans, or Ebonites. Some oppose the Cult of Sephar, and would like nothing better than to see it destroyed. Others hope to somehow regain the Cult's favor, and one day be allowed back into the fold.

Most Sepharan enclaves are relatively small in size, generally numbering between six dozen to six hundred individuals (six is considered a number of great magical significance to devotees of the Cult). Hidden temples, protected with potent wards and runes, serve as their bases of operation. Repositories for ancient artifacts, arcane writings, and other valuables, Sepharan enclaves are heavily guarded against intruders.

## Customs

The majority of those who belong to any of the Sepharan sects are devotees, or initiates: individuals who possess little or no magical talent, but are simply ardent followers of the Cult. They bear the markings of the Cult of Sephar on their bodies, observe the rituals and sacrifices, and spend their lives studying Symbology and Cult doctrines. However, their primary duty is to serve the Cult and its leaders as workers, tradesmen, artisans, merchants, etc.

Sepharans are secretive by nature, and for good reason. Speaking about the Cult to outsiders is a serious offense, and even Heretics fear to violate this prescription. In the past, a few brave spoke out against the Cult, and to warn others of its plans. Most were hunted down by Sepharan Monks, and killed.

Members of the Cult are known to leave cryptic symbols in places they have been, or on objects that they come into contact with. Some say Sepharans leave such writings behind in order to ward against curses or ill portents. Others claim that this is how Sepharans cast curses against those whom they wish to harm.

## Government

The old Sepharans were governed by a cabal of High Priests and Priestesses known as the Sepharan Elders. While most Zealot and Revisionist sects still maintain this tradition, other sects are often led by a single personage; one who attains the position through backstabbing, either political or literal. This is usually one of the elder High Priests or Priestesses among its ranks, although a charismatic firebrand can sometimes usurp leadership.

## The Evil Ones

The ancient Sepharans are believed to have completed the all-powerful set of calligraphs called the Sephar, which would have enabled them to summon their “gods,” the Nether Ones, and wreak chaos and destruction upon the Omniverse. However, as they were about to realize their goal, they were defeated by nemeses that the Sepharans refer to as the “Evil Ones.”

For centuries, the identity of these so-called Evil Ones has remained a subject of heated debate among scholars of the occult. Most, citing the age-old animosity between demons and devils, believe that Diabolus and his Arch-Devils were the Evil Ones. A few believe that the Thane should receive the blame (or the credit, depending on one's point of view) for undoing the Sepharans' plans. Individuals enamored of conspiracy theories have speculated that Diabolus, Zahur, Drax, the Thane, the Torquarans, and even the demon, Aberon, were all involved in one way or another.

Perhaps the most unusual theory is that the Evil Ones were none other than the Ariane of Talislanta. Proponents of this idea believe that an Ariane Druas may have discovered the Sepharans' plans when the Cultists entered Archaeus in search of the final missing keys to the Sephar. They say that the Druas alerted the Ariane Elders, who acted in concert to stop the Sepharans before they could summon the Nether Ones.

Those who support this theory cite the discovery of a lost fragment of Sepharan text, which refers to the Evil Ones by a calligraph that some say translates as “seekers.” The truth may never be known, as no Sepharan would ever discuss the subject of the Evil Ones with an outsider.

The authority of the High Priests and Priestesses is considered inviolate, as these individuals are believed to channel the very thoughts of the Nether Ones. They alone have access to the sacred texts of Symbolatry, and only they are allowed to examine the many pieces that comprise the Sepharan Codex.

The punishment for disobeying a High Priest or Priestess is most severe: torture, execution, banishment to the Demonrealms, and expulsion are all options, depending on the severity of the offense. Individuals who have been expelled from a sect are branded on the face and hands with a sign known as The Onus. This powerful symbol marks the wearer as a pariah, and is said to bring unending misery and ill fortune. Only after the offender has performed a prescribed sacrifice or penance can he or she atone for the offense and dispel the Onus.

## Magic & Religion

All members of the Cult of the Sephar are practitioners of Symbolatry, a combination of Black Magic, Cryptomancy and Mysticism. Practitioners of Symbolatry believe that everything in the Omniverse, from living entities to elemental substances and even ideas, can be represented by a calligraph: an arcane symbol or set of symbols.

According to the Sepharans, knowledge of these calligraphs enables them to attain both understanding of, and power over, the things they represent. Skilled practitioners of Symbolatry are able to create permanent enchantments merely by the application of certain arcane runes. This unusual form of enchantment can be applied to weapons, devices (such as talismans, wands, etc.), and even the bodies of living beings; hence, the purpose of the numerous symbols worn by practitioners of the Cult. The most potent Sepharan calligraphs are said to be the six sigils that represent the Nether Ones. Using these sigils, masters of Symbolatry are able to tap the vast and terrible power of these fearsome entities.

Sepharan Symbolators covet rare arcane writings of all sorts. Of particular interest are the ancient writings of the Thane, which are believed to contain valuable information on the Nether Ones. Sepharans are among the only folk capable of deciphering the cryptic writings of Thane occultists.

Every Sepharan temple and shrine contains a graven image of a three-eyed, horned idol, indited with calligraphs. The most massive of these, standing up to sixty feet in height, are usually found only in the largest Sepharan temples, or in other areas where

mass rituals are held. The smallest types measure about six inches in height, and are found in the personal shrines of Cult devotees. Large or small, these idols are often imbued with wards and curses that may be anathema to trespassers, non-believers, or any who attempt to oppose the Cult.

## The Arts

Sepharan artisans are renowned for their intricate carvings of stone, crystal, and wood, which bring a high price among the merchants of the lower planes. The most common pieces are lifelike representations of flora and fauna native to the lower planes, either in miniature or actual size. Other pieces are more abstract, and are said to represent arcane forces, moods, emotions, and such intangible concepts as the dreams of the Nether Ones. Some of these sculptures are possessed of a remarkable, if generally eerie, beauty. Others are said to be unsettling, repulsive, and/or eerily "alive"; a quality sometimes attributed to the three-eyed, horned idols that adorn every Sepharan temple or shrine.

Sepharan calligraphs are among the most intricate and complex writings ever known. A single calligraph may take hours, days, weeks, or even months to complete. As with Sepharan sculpture, many of these writings are incredibly beautiful, while some can be quite disturbing, sometimes on a subconscious level.

Other crafts and goods produced by Sepharan devotees include embroidered tapestries, cloaks, and sashes; crystal lenses and engraved crystal goblets of excellent quality; and hand-carved furnishings, wands, staves, and bows.

## Language

Like most of the races that date back to ancient times, Sepharans read and speak the Elder Tongue. However, when among outsiders, acolytes of the Cult converse in a dialect called Runic, a secret language of arcane cyphers that defies even magical interpretation.

Similarly, Sepharans keep their names secret, mainly to protect themselves from hostile magics. As such, all Sepharans have a Common Name and a True

Name. Common Names have an archaic flavor, such as Sepharos, Narrios, Quaru, and Zur. A Sepharan's True Name is represented only by a symbol, and will never be willingly revealed: among Sepharans, knowledge of an individual's True Name is said to confer power over that person.

## Defenses

Sepharans employ potent glyphs, wards, and spells to protect their ships, possessions, and themselves. These safeguards are said to be quite effective, and in some cases can prove deadly to those who seek to do harm to a Sepharan.

Sepharan Monks form the military arm of the Cult, and are charged with the protection of the Cult's enclaves. Outsiders say they are sometimes also employed as assassins, thieves, and spies, and that they possess the ability to kill by the use of curses and symbols.

## Commerce

As High Priests and Priestesses of the Cult generally shun contact with outsiders, all trade with outsiders is usually handled by devotees of the Cult. The most popular and profitable commodities are the hand-carved wares of Sepharan artisans (see The Arts), which are sought after in many places, including the Zoab Empire, Ebon, and even the Nine Princedoms. Even Zealot sects engage in this form of commerce, from which they derive necessary revenues, goods, and resources.

Revisionist sects sometimes trade in artifacts and relics unearthed in the course of their research, selling or trading them for written works that they deem to be of value. They will almost never sell an artifact that has any type of symbology on it, unless it is of the most mundane sort. Revisionists and Heretics will both sometimes agree to work as translators or researchers, particularly if they are offered the opportunity to study works that are of interest to their sect.

## Worldview

Since its defeat many centuries ago, the Cult of Sephar is no longer a single, unified force. Divided

into different factions, its followers have scattered across the lower planes and beyond. Even so, there are some who warn that the Cult could one day rise up again, and pose a threat to the very existence of the Omniverse.

Of all the sects, the Revisionists and Heretics have the most contact with other races. Most other Sepharans generally prefer to remain aloof from outsiders, or shun them altogether. The same is true in reverse, as most other peoples regard Sepharans with deep suspicion, or even loathing: memories are long among the denizens of the lower planes, and most do not trust any creatures who traffic with demons.

Devils consider Sepharans an anathema, and claim that they are a form of demon-spawn. Conversely, most Sepharans regard devils as enemies of the Nether Ones, and will have nothing to do with them.

Though Tarterans are suspicious of the Sepharans, they generally have no qualms about dealing with them if it suits their purposes. However, there is considerable hatred among Tarterans for Sepharan Anarchists, who are regarded as another form of demon. On the Sepharan side, Revisionists and Heretics tend to feel the same way about Tarterans as Tarterans feel about them. Zealots and Anarchists hate Tarterans, however, who they regard as Devils.

Known for their strict neutrality, Ebonites exhibit no prejudice towards Sepharans. Neither do Sepharans shun them.

Brood consider Sepharans to be "tainted with demon-scent," but treat them no worse than they do other peoples. Sepharans regard Brood as illiterate savages, and few will associate with them unless they have valuable artifacts to sell or trade.

Relations with the Black Savants are more complex. Sepharan Zealots in particular believe that ancient Thane writings may contain missing elements of the Sephar, and will go to great lengths to obtain them. Black Savants have a similar interest in Sepharan documents, believing that the Cult has knowledge about the disaster that led to the fall of Thanatus, and the awful fate that befell the Thane interred at Khazad. Consequently, relations between the two border on hostility.

## Zoab

Zoab are repellent creatures who hail from a distant dimension that lies adjacent to the lower planes. Half-humanoid and half-larval in appearance, they measure approximately five feet in height and ten feet in length.

Zoab skin is slightly translucent, covering their pale flesh and partially revealing the internal organs. The air around these creatures is heavy with the nauseous reek of Ulu scent (see Customs), which Zoab regard as a stimulating olfactory enhancement. They favor multiple body piercings of various types, the wealthiest Zoab even going so far as to embed small soulstones in the wattled skin above their forehead and around their eyes.



## Ancestry

Zoab are the descendants of a long line of kings called the Old Exaltar, who once ruled over an empire that extended across large parts of the lower plane and Aethereal Sea. For three thousand years the Empire prospered, until conflicts with the Cult of Sephar and its allies forced the Zoab to withdraw to their home plane, bringing an end to their plans of conquest and colonization.

Though the empire has been in decline for centuries, the Zoab still possess matchless wealth, resources, and a vast fleet of dimension-spanning trade vessels. With these, the new Exaltar still hope to reclaim the grandeur of their ancestors.



## Society

On their home world, the Zoab live in cities resembling great clusters of crystalline globes, connected together by coils of translucent tubes, and anchored to one or more atolls. Large, disk-shaped platforms, surrounded by spherical structures of varying utility, serve as landing pads for their windships.

The largest of the Zoab cities is said to be Zo-Ao, a massive settlement of some ten thousand globes, spheres, and platforms, inhabited by hundreds of thousands of Zoab. It is here that the Emperor and Grand Exemplar is said to dwell, in a palace of blue crystal spheres.

Zoabian society is rigidly stratified and based solely upon material wealth. The richest Zoab, known as the High Exemplar and the Exaltar, comprise the ruling class. Dignitaries of this order are carried from place to place by their slaves and servants, and are attended to by a class of individuals known as Sycophants. Decadent, gluttonous, and completely self-centered, they possess an insatiable appetite for all pleasures of the flesh, particularly those of a sadistic and/or depraved nature.

Though they shun physical exertion of any sort, the Exaltar are fascinated by magic, which they hold in high regard due to its potential for acquiring wealth and power. Zoab have no talent for sorcery itself, though, so many Exaltar acquire extensive collections of enchanted items and artifacts, and a few are even known to dabble in "Bloodstoning." In general, however, the actual *practice* of magic is considered to be beneath individuals of high stature, and as such is relegated to the lower-middle classes.

Sycophants strive to win the favor of the Exaltar by flattery and by attending to their master's every need and desire. Because their status is measured by

the wealth and success of their Exaltar, Sycophants will do just about anything to enhance the status of their master. For their service, they are rewarded with gifts, gratuities, and favors. Those who attain sufficient wealth may themselves one day earn the title of Exaltar.

Merchants and traders comprise the middle class of Zoab society. The most successful of their number deal in costly goods such as soulstones, enchanted items, precious stones, rare delicacies, works of art, and valuable artifacts. Those of lesser stature usually traffic in slaves and the more common sorts of wares, though some become merchant-explorers in the hope of finding their fortune. Truly successful traders may attain the position of Exaltar by accumulating sufficient wealth. As for the rest, the best they can hope for is to aspire to the position of Sycophant.



The lower-middle classes are primarily comprised of scholars, philosophers, and servant-mages; the latter being the only Zoab who practice the arcane arts on a regular basis. Most tend to concentrate on practical skills such as Bloodstoning or Astro-mancy, the latter of which is useful as regards the making of aether ships, levitationals, and navigating the Aethereal Sea. If they prove especially useful to an Exaltar, members of the lower-middle classes may aspire to the rank of Sycophant.

Soldiers and servants form the working class of Zoab society. Soldiers in the Zoabian military who exhibit extreme loyalty to their Exaltar may be promoted in rank, and may even aspire to be granted membership in the merchant class.

Servants are not as fortunate. Mostly poor or disgraced Zoab, they toil at all other tasks and trades that are considered beneath those of higher social status. If they serve long and well, their offspring may be allowed to join the Zoabian military. Otherwise, chances for advancement are slim.

At the bottom of the social order are Slaves, a group comprised mainly of creatures captured by Zoab merchant-explorers on their expeditions: servitor imps, gremlins, and the like. They are considered nothing more than a commodity, and have no chance for advancement in Zoab society.

## Customs

With the exception of the loftiest Exaltar, all Zoab are outwardly fawning, servile, and eager to please; cultural traits common in Zoabian society, where deference to authority is used to mask one's true feelings and intentions. In reality, Zoab are crafty, greedy creatures concerned only with the acquisition of riches and their own comfort.

Zoab are gluttons and voluptuaries who possess a nearly insatiable appetite for all pleasures of the flesh. They eat only liquids and soft foods, the blood and vital fluids of small living creatures being especially favored. To feed, Zoab use a hollow, sharp-tipped tongue that can rapidly extend up to three feet in length. This organ injects a powerful digestive fluid that turns solid organic substances into liquid, which the Zoab can then ingest. The tongue can either be used to penetrate skin and flesh, or as a syphon to suck up liquids.

Zoab do not bathe, and in fact hate water. Instead, they douse themselves with Ulu scent, a rancid-smelling liquid that appeals only to Zoab. The "best" Ulu scent is "Yellow Ulu," which is derived from the pustules of the canker-worm, a hideous creature found only in the Maladian Forest, in the Midnight Realm. Live canker-worms fetch a high price among Zoab, as they are valued not only for their pustules but also their soft, oleaginous flesh.

## Government

The Zoabian Empire is ruled by a figure known as the High Exemplar. In days past, the High Exemplar was chosen for his intelligence, courage, and ability to lead. Now, the position is awarded each year to the highest bidder, ensuring that only the wealthiest Exaltar ever serve in this capacity.

The High Exemplar awards rich trade contracts to the Exaltar, for which he is paid a fortune in bribes;

he also receives a cut of the profits. The High Exemplar also levies tariffs and sets prices on goods of all sorts, manipulating figures in order to reward his supporters and punish his opponents. The power of the High Exemplar is derived from his ability to exert control over the Zoabian economy, and through his control over the Zoabian military, which by law can operate only by his command.

## Magic & Religion

Zoab are atheists who have no use for the concept of religion. Magic, on the other hand, is held in higher regard, particularly the practice known as Bloodstoning. Though the practice is considered beneath the dignity of the higher classes, wealthy Zoab covet enchanted items of all sorts, particularly those that are rare or costly in nature. As such, Zoab who deal in enchanted items and soulstones always have a ready supply of customers, and are often in great demand.

## The Arts

Zoab have little appreciation for art or music except in terms of their monetary value. As such, they favor ostentatious curios, gaudy pieces of jewelry, and the like.

## Language

All Zoab are fluent in Zoabian, their ancestral language, and little else. Though Zoabian merchants are usually conversant in the Elder Tongue, few Zoab bother to learn the languages of other species. When conversing with outsiders, most rely on translators.

Common Zoabian names typically include the prefix, zo- or zu-, followed by the individual's place of birth. Examples include Zoamir of Narubaru, Zolar of Mangle Strand, Zunabo of Malnir, Zunar of Ulu-Wood, etc.

## Defenses

Once feared and respected, the Zoabian Empire is no longer considered a great power. Though the Exaltar maintain a large fleet of well-armed trading

vessels, the Zoabian military is said to be riddled with corruption, and is poorly trained and lacking in morale. The sole exception is the High Exemplar's Honor Guard, which is equipped with enchanted weapons and armor and is said to be a solid and dependable force.

Though Zoab appear gross and corpulent, they are far from defenseless. In addition to its use for feeding, a Zoab's extensible tongue can be used as a weapon. The digestive fluid is extremely corrosive, and can be sprayed or administered by "sting."

Zoab are surprisingly strong given their appearance, and can use their lower body as a weapon to batter or constrict opponents. Zoab also possess a hardy constitution, and are able to regenerate lost limbs in the course of just a few days.

## Commerce

Zoab are perhaps the most prosperous and ubiquitous traders in all the lower planes. The main source of the Empire's vast wealth is radian crystal, a type of amethyst stone that is naturally imbued with arcane force. Cut and polished to precise standards, radian crystals can be used to power levitational devices of all sorts, from aerial palanquins to great windships. Despite numerous efforts, no one has ever been able to discover exactly where the Zoab get their supply of radian crystals, a secret said to be known only to the High Exemplar and a few of the most powerful Exaltar.

Zoab traders travel across the lower planes and the Midnight Realm, bearing rich cargoes of radian crystals and other precious wares. They spend freely and are generally welcomed throughout the Nine Princedoms, though they are not particularly well-liked or trusted; despite their deferential veneer, Zoab are known as cunning and ruthless traders.

## Worldview

Zoab are considered repulsive by most other peoples, mainly because of their larva-like appearance and lack of personal hygiene. Outwardly obsequious, particularly while engaged in trade transactions, Zoab are cunning folk who think nothing of lying or cheating if they can get away with it. Though few others

like them, Zoab are considered integral to trade and commerce among the various inhabitants of the lower planes and bordering regions.

Zoab are one of the few races who have regular contact with the Brood, who supply them with slaves, black diamonds, and live canker-worms. In return, Zoab merchants pay them in black vantic, a powerful narcotic that induces a death-like stupor and dark dreams (see Chapter 4, *Narcotics*). Zoab are also known to employ Brood as bounty hunters, torturers, or assassins.

Zoab have trade relations with the Ebonites, but shun Sepharans, the enemies of their ancestors, whom Zoab regard with great trepidation. To safeguard their interests from Sepharans, the Zoab long ago struck a deal with the Shaitan, providing the Diabolical Hierarchy with their services as traders in exchange for protection.

Tarterans say Zoab have no honor, and regard them as an inferior species, useful only for their talents as traders and purchasers of Tarteran goods. They do not appreciate the Zoab's relationship with the Brood, who are roundly despised by most Tarterans.

## Devils

Devils are a race of supernatural entities that originate from the plane of Oblivion, but can be found throughout the lower planes. Humanoid in form, these



beings are distinguished by such features as horns and pointed ears, and they range in size from the diminutive 1-4" tall gremlins to Diabolus, the ruler of all devils, who may exceed 100' in height.

## Ancestry

According to the most ancient of tales, the entities now known as Shaitan once dwelled among the higher planes, but were cast out by the gods for their scheming and pernicious ways. Consigned to the blighted lower plane of Oblivion, legend has it that the Shaitan were "imprisoned in enchanted cities made of brass" - a metaphor for the unbreakable oath that the Shaitan swore in order to save themselves from an even more dire punishment.

Led by their ruler, Diabolus, the Shaitan soon found a way to circumvent the terms of this oath, which prohibited them from ever leaving Oblivion, but did not restrict them from sending others in their stead. So it was that the Shaitan created the greater, lesser, and minor species of devils to serve as their avatars, surrogates, and slaves. Thus, while the Shaitan are eternally bound to Oblivion, their progeny are free to roam the lower planes and beyond, at the behest of their masters.

## Society

Diabolical society is essentially feudal in nature, its tiers of power leading down from Diabolus and providing a means of organizing the teeming legions of Oblivion.

Each Shaitan is the master of its own domain (or Hell), ruling as it wishes, and subject only to the dictates of Diabolus himself.

Below, and directly serving, each Shaitan are several Arch-Devils, each an independent being of awe-inspiring might, but each also an avatar of their Shaitanic master.

The Nephilim (or Nether Devils, as they are also known), are far more common. They answer to the Arch-Devils, acting as their advisors, emissaries, and chief spies.

Thousands of Shedim (Guardian Devils), guard the palaces and towers of their superiors. Azadim (Pit Devils) lead the diabolical hordes in their endless battles and clashes with demonkind, assisted by their subordinates, the Enim (Horned Devils).

Serving in the diabolical legions are the Gargoyles, tough shock troops, and their fleet brethren the Winged Devils, who find their niche as messengers, scouts, and spies.

At the bottom of the Diabolical Hierarchy are the Imps. Chief among these are the Sardonicus, who in their native domains act as informers and overseers of other Imps, and are regarded as the most sinister and dangerous of their kind (so much so, that when captured and imprisoned in amberglass, Sardonicus are sold as "Bottle Imps", or occult advisors).

Of the lesser types of imps, Monitor Imps are employed as scribes and researchers; the Harbinger Imps, as messengers; Gremlins, as tireless enchanters and artificers; and Servitor Imps, the lowest drudges and menial laborers.

## Customs

All devils, from the lowliest gremlin to Diabolus himself, are motivated by an insatiable lust for power, riches, and status. Only the great power of Diabolus, the rigid lines of the Diabolical Hierarchy, and the constant fear of punishment, demotion, torture, and death keeps the society of devils from disintegrating into anarchy.

For all their lusts, devils of all sorts can be bound by their given oath. No devil will ever break its



sworn word for it faces dissolution if it does, although they are only bound by the letter of their oath, rather than the intent behind it. Given their wicked natures, it is not surprising that devils take great pleasure in twisting the meaning of an agreement to suit their own purposes. Conversely, whenever possible (i.e., not bound to an oath or under the direct control of a superior), devils will lie, cheat, steal, and perform all manner of nefarious deeds, in order to get what they want.

## Government

All of devilkind observes a formal Diabolical Hierarchy, at the head of which is Diabolus, the most powerful of all the Shaitan. Each Shaitan has its own domain, assigned to it by Diabolus, over which it reigns through force of will and through the auspices of its minions and servants. According to its position in the Hierarchy, a Shaitan's domain may be relatively insignificant in scope, such as a country or region on one of the known planes of existence; or quite large, such as an entire world, universe, or dimension. Intrusion upon another Shaitan's domain is expressly forbidden, and may incur the wrath of Diabolus.

Despite their purported allegiance to their master, there is considerable treachery among the ranks of the Shaitan, who are as motivated by greed, lust, and ambition as even the lowliest of their creations.

## Magic & Religion

All devils possess certain innate magical talents, such as the ability to speak in tongues, but only the most intelligent species are actually able to learn magic and cast spells. Despite this, all devils, from the lowest to the highest, covet magical power, whether through the acquisition of enchanted items or the attainment of magical knowledge.

Religion is anathema to Devils, who envy, hate

and fear anything that represents a power greater than their own. This is in fact why devils are highly uncomfortable in the presence of holy symbols, to a degree dictated by the power of the devil and even more so, the strength of will or faith of the wielder of the holy symbol.

## The Arts

Devils have a great appreciation of the arts, from painting to sculpture to poetry and music. Not surprisingly given the nature of these creatures, their tastes in art tend towards dark, disturbing, and profane subjects.

## Language

Devils of all sorts are fluent in the Elder Tongue, which may be considered their "native" language.

Additionally, even the lowliest devil possesses the ability to Speak in Tongues, enabling them to comprehend and converse in any language.

Devil names are derived from the Elder Tongue and have an archaic flavor, examples including Diabolus, Calyx, Valek, Metathar, Naryx, Lathaar, etc.

## Commerce

Seeking to enhance their wealth and power, the Shaitan encourage their subjects to trade with many other races and creatures, including the Ebonites, Tarterans, and Zoab. Trade goods range from the mundane (tools, chains, weapons) to the fabulous (rare artifacts, works of art, precious stones and metals, costly vintage wines) and the profane (soulstones, slaves, etc.). Their massive trade and slave galleys, almost inevitably commanded by Azadim or Shedim, are crewed by gargoyles, propelled by hundreds of slave-rowers, and may be encountered throughout the lower planes.

## Worldview



Put simply, devils seek to impose control and mastery over all other creatures and beings. Their methods, however, are far from simple, and include coercion, temptation, subterfuge, deception, and all manner of subtle and sinister machinations. Those who Diabolus and his Shaitan find useful are rewarded with riches, power, and position - provided they never forget just who is the master, and who is the servant.

Diabolus and the Shaitan have a complex relationship with the Tarteran Princes, whom they regard as somewhat inferior "children." For their part, the Tarterans reciprocate this often patronizing attitude with a canny distrust, for none are more cognizant of the true nature of devilkind than the Tarterans, who are themselves part-devil.

Devilkind wages a perpetual war with Demonkind: the former seeking to establish order; the latter, craving only mindless destruction and chaos. The the hatred between the two is boundless, and intrinsic to their natures.

Their opposing forces wage ceaseless battles along the border between their two domains, a hellish region known as The Riven Lands. Each Shaitan is required to supply his or her share of the troops and resources necessary to sustain this fight, a fight which



## NEW SKILLS

### Appraise (Souls)

This skill permits the individual to estimate the rough power (Difficulty 5) and nature (Difficulty 10) of a spirit, either disembodied or bound in a naturally or by magic) receive +3 to the roll.

Training Period: 30 weeks

Attribute Modifier: PER

### Astromancy

The art of constructing levitationals, astromantic globes, and aether ships. These artifacts rely on the power of radian crystals for their magical energies. In addition to construction, a skilled astromancer can use an astromantic globe to navigate the Aethereal Sea and travel from one world to the next.

Training Period: 50 weeks

Attribute Modifier: INT

### Bloodstoning

The skill of implanting soulstones (see *Soul-Binding*) into the flesh, creating a permanent, supernatural bond with the life force of the subject. This requires a Bloodstoning roll vs. a Degree of Difficulty equal to the Level of the ability desired. A soulstone implanted through Bloodstoning fills with a deep glow that pulses with the life force of the host, hence the common name bloodstone.

A bloodstone harnesses the spirit's nature in much the same way as a soul-bound enchanted item, with the same limitations. A soulstone of carat weight equal to the ability desired must be used, and the spirit must be of an appropriate nature. (See Sidebar, *Spiritual Affinities*.)

The ability gained through a bloodstone becomes innate. It does not require any spellcasting procedures or intense concentration nor does it count as enchanted items for purposes of the seven item limit.

The process is very painful and debilitating, taking one hour per Level of the ability. Any sort of alchemical or magical anesthetic will prevent the bond from forming. For each bloodstone acquired, the subject permanently reduces CON by 1 (which also low-

ers the subject's maximum HP and daily hp recovery rate.)

In addition, as part of the subject's life energy is diverted to sustaining the bond, the subject suffers 1hp of damage each day. Thus three bloodstones means 3hp damage per day. Zoab naturally regenerate 1hp per round, so this is not a concern for them. Non-Zoab healing is 5hp per day, plus or minus CON.

Training Period: 100 weeks

Attribute Modifier: INT

## Construct Clockwork

Skill at designing clockwork devices, ranging from toys, timepieces, and music-players, to replacement limbs and automatons.

Clockworks are generally powered by an internal soulstone, though some may rely on springs and require occasional rewinding. Those that use a soulstone cannot be enchanted, but those relying on springs can. Clockworks are capable of limited activity, performing a single task or set of tasks.

Type	Diff	Cost to construct*
Simple devices	-2	250 s.a.
Advanced devices	-10	1,200 s.a.
Complex devices	-15	3,000 s.a.
Soul-bound Automatons	-20 +	50,000 + s.a.

\* Costs listed are for soulstone clockworks made of iron. Halve cost for spring-driven devices, x5 for silver construction, x15 for argentium.

Simple devices include music boxes, a figurine that reads a poem or sings a song, or a clockwork pet that follows the owner and performs three tricks. Simple devices take one week to construct.

Advanced devices include toy soldiers that march into battle with each other and scream in mock pain when "killed"; a clockwork head, mounted over the door, that speaks a greeting and announces visitors; an automaton scribe that copies words from one page to another. Advanced devices take four weeks to construct.

Complex devices include household servants that can obey simple commands, chess-playing

automatons, and devices to replace lost limbs. Complex devices take six months to construct.

Soul-bound Automatons are devices designed to allow the soulstone within to actually take control, as though it were possessed. Since the soul-bound automaton is controlled by the spirit of the soulstone, it needs no programming and can act of its own free will.

Any clockwork device can be soul-bound, though the most common types are humanoid in form. Some are made to be killing machines, with heavy armor and a variety of magical and alchemical weaponry. Some are designed to "cheat death", allowing a wealthy Tarteran to have a clockwork body designed to house his or her soul after death. Soul-bound automatons are very rare, and take ten years or more to construct.

Training Period: 100 weeks

Attribute Modifier: INT



## Cult Rituals

Knowledge of the secret rites of the Cult of Sephar, the key phrases and glyphs used to enter the temples, and the basic workings of Symbolatry (though not to the extent of being able to indite calligraphs.) Using Cult Rituals, a Sepharan may trigger a Runic Calligraph with a Cult Rituals roll with a De-

gree of Difficulty equal to the level of the spell. This skill is never taught to non-Sepharans.

Training Period: 100 weeks

Attribute Modifier: MR

## Demon Lore

Knowledge of the habits, powers, and weaknesses of demons. This skill can be used in place of the Tactics, Tracking, and Hide skills when used against demons.

Training Period: 20 weeks

Attribute Modifier: INT

## Runefist

The Sepharan art of combining the body and mind with the teachings of the Cult of Sephar. When using Runefist, the hands and feet of the monk move through the air in the shape of various calligraphs, empowering the monk in various ways.

Each round, the Sepharan may use one of the following techniques. Note that using a technique does not count as an action.

**Speed of Wind** - The monk may make one additional action this round, at no penalty. Attacks are at -2 damage. Monk may attempt to parry missile weapons.

**Speed of Lightning** - The monk may make two additional actions this round, at no penalty. Attacks are at -5 damage and the monk suffers 2hp damage from strain. Monk may attempt to catch missile weapons.

**Hardened body** - The monk receives +1 to his or her PR for every 5 levels of this skill.

**Iron will** - The monk receives +1 to Will attribute for every 5 levels of this skill.

**Stone fist** - The monk inflicts +1 damage for every 3 levels of this skill.

The use of any technique does not count as an action, and the monk may switch techniques from round to round. Runefist is used in place of the Brawl skill.

Training Period: 50 weeks

Attribute Modifier: CR

## Spiritual Affinities

Why do entities from the lower realms desire mortal souls? Why are some souls more valued than others? The answer lies in the practice of Soul-Binding and the concept of spiritual affinities.

Mortal souls and other spiritforms bear affinities for various concepts, based on their nature, or the skills, abilities, or inclinations they had in life, or in the manner of their passing. A smith would have an affinity for the concepts of strength, endurance, and craftsmanship, for example. A healer would have an affinity for the concept of empathy. Someone burned at the stake would have an affinity for the concept of fire. A river elemental would have an affinity for the concept of water.

The practice of Soul-Binding taps into the energy of the soulstone, using those affinities to create magical effects. A hammer with the soul of a smith bound to it could grant the wielder a bonus to Artificer rolls, or a bonus to Strength. A circlet with the soul of a healer might grant the user an empathic sense for living creatures. A sword with the soul of a fire victim might blaze with those same killing flames. A ring with a river elemental might confer water breathing.

The level of the spirit is generally the highest skill level or attribute it possessed in life, and this number is used to determine the level of enchantment possible with that soul. A warrior with weapon skills of +15 could be used to make a 15th level enchantment (such as adding +5 to an appropriate weapon skill.)

It is for this reason that the souls of sorcerers are valued most highly. A sorcerer's soul could have an affinity for virtually any enchantment the binder desires.

## Shadowstep

Shadowstepping is a skill mastered by Ebonite shadowwarriors, through which they control their corporeality to a degree of precision and speed that allows them to perform several unique feats, such as becoming noncorporeal for just an instant to evade an incoming attack, or shadowstepping through an oppo-



ment to suddenly appear at his or her rear (receiving +5 to attack the following round).

Training Period: 50 weeks

Attribute Modifier: DEX

## Soul-Binding

Soul-Binding is the practice of imprisoning a soul or spirit in a black diamond. The result is a soulstone, a crystal possessed of magical properties, valued throughout the lower planes. This requires an MR + Soul-Binding roll with a Degree of Difficulty equal to the level of the spirit. Any spirit may be used; mortal souls, elementals, even animal spirits.

Once the spirit is bound to the soulstone, the soul-binder can then bind the soulstone to various items to imbue them with certain powers or properties of the captured presence.

The primary component of a soulstone, the black diamond, must be of a carat weight

equal to the level of the desired enchantment, i.e., a level 12 enchantment requires a 12 carat soulstone. In addition, the spirit within must have an appropriate affinity for the enchantment in question (see *Spiritual Affinities*.)

Binding a soulstone to an item to create an enchantment requires an MR+ Soul-Binding roll with a Degree of Difficulty equal to the level of the enchantment being applied. The time required to create a soul-bound item is measured in days; 1 day per level for a limited enchantment, 3 days per level for a continuous enchantment.

The guidelines for Soul-Binding are similar to Enchantment as described in *Talisanta* 4th edition, including the 7-item limit. However, a single soul-bound item can contain more than one power, though the enchantment levels are added together.

For example, a crown that adds +2 to INT and +1 to MR would be a level 15 enchantment and would take 45 days to complete. If the spirit is meant to animate the item or interact with the world in other ways (such as spellcasting) the Summon Mode is used, forcing the spirit to perform three services per day.

**Example:** *Ezarius, a crafty Ebonite, makes a deal with a mortal spellcaster, giving him knowledge and power in exchange for his soul upon his death. The mortal's highest skill was his Summon Mode, at +9, and thus his spirit is considered to have an Ability Level of 9. Ezarius, using a 16 carat black diamond, makes his Soul-Binding roll with a Degree of Difficulty of 9. Now to begin the enchantment.*

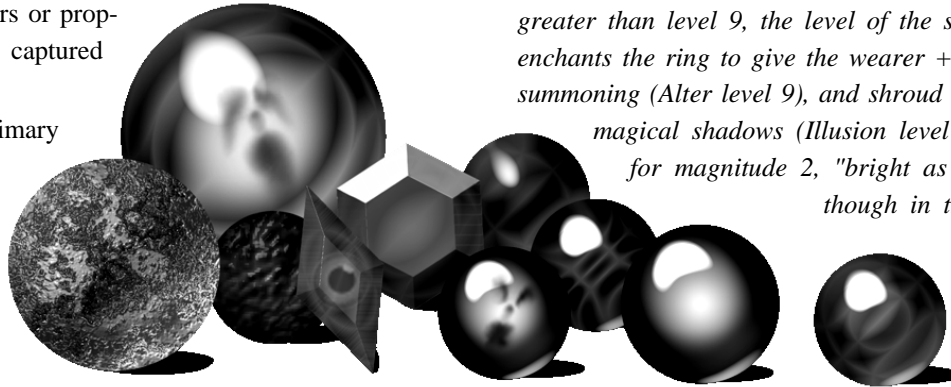
*Ezarius plans to bind this soulstone to a shadowsteel ring. The soulstone will support up to a level 16 enchantment, though no single effect can be greater than level 9, the level of the spirit. Ezarius enchants the ring to give the wearer +3 to spells of summoning (Alter level 9), and shroud the wearer in magical shadows (Illusion level 1, +6 levels for magnitude 2, "bright as a campfire", though in this case it is "dark enough to blot out a campfire".) This is a level*

*16 enchantment, the most this soulstone can take. After 48 days Ezarius fails his Soul-Binding roll with a Degree of Difficulty of 16, shattering the soulstone and freeing the grateful mortal into the hands of Death.*

Soul-Binding is practiced by many cultures throughout the lower planes. Ebonite Shadowizards use soulstones for all their enchanted items, and Zoab employ soulstones as trade goods and as the principal ingredient for their own form of magic (see *Bloodstoning*.) Tarteran Arcanists employ Gremlin artificers to create soul-bound enchanted items to their specifications and designs. Gremlins provided with the appropriate soulstone and instructions can construct soul-bound items in one-quarter the usual time.

Training Period: 100 weeks

Attribute Modifier: MR



## Soul Trapping

The skill of detecting spiritforms and utilizing spirit-traps and soul cages to capture and contain these entities. The individual with this skill can detect the slight disturbances in the environment caused by the presence of spiritforms, even if the individual has no magical senses. Telltale cues such as cold spots, aetheral whispers, and other phenomena help the individual locate the spirit.

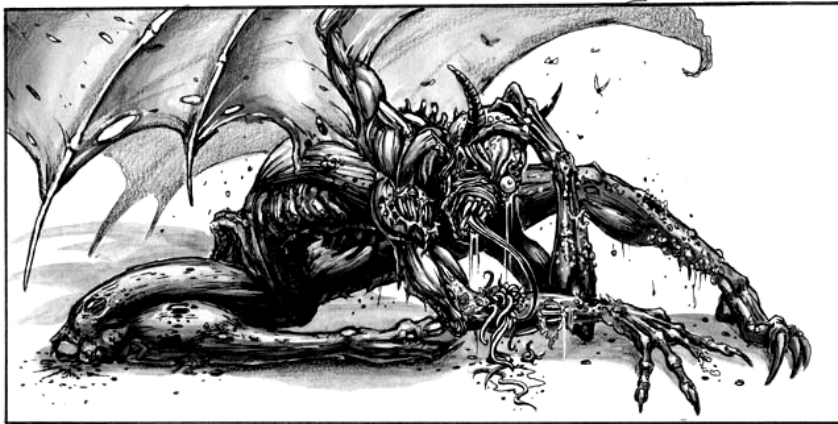
Training Period: 30 weeks

Attribute Modifier: PER (DEX when using the tools)

## Tarteran Biomancy

Tarteran Biomancy is the process of creating new lifeforms by combining various elements derived from other, existing lifeforms.

The process is grisly, time-consuming, and expensive. First, the creatures whose elements are to be combined must each be lowered into a vat of alchemical solvents (5,000



s.a. value). This dissolves their physical forms, leaving behind only their unrefined, liquid essences. The liquids must then be filtered, refined, and mixed in the correct proportions. Finally, the completed infusion is placed in a vat and sealed with pitch or paraffin.

After two weeks, the biomancer rolls Tarteran Biomancy with a Degree of Difficulty equal to the Ability Level of the creature desired, plus the following modifiers:

Each point of positive attributes	+1
Every two points of negative attributes	-1
Each plant	0
Each insect	+3
Each simple animal (no spine)	+6
Each complex animal (with spine)	+9
Two different categories of creature	+3

**Example:** *Trying to create a guard for his arbo-retum, Rulion attempts to blend a hardy plant with a ravenous and territorial insect. He wants the result to have an Ability Level of 10, with STR +5, DEX 0, CON 0, SPD +4, INT -4, WIL -6, PER +2, CHA N/A. The base difficulty is 16, which is then modified by +3 (an insect used) and +3 (two different categories used), for a total Degree of Difficulty of 22.*

On a critical success, the result is everything the biomancer had hoped for, plus some unexpected benefits (such as a mated pair emerging from the vat.) On a full success, the creature matches the desired result and is fertile. On a partial success the creature is flawed in some way; insane, weak, or perhaps with a truncated lifespan. On a failure the creature will live for a few hours, and will almost always be insane. On a mishap the creature will live for minutes only,

and will lash out at anything within reach.

Due to the crude and volatile nature of the operation, the process often yields unpredictable results. Rarely does Biomancy result a species

that can produce offspring (See Skathe, Chapter 2.)

Training Period: 100 weeks

Attribute Modifier: INT

## NEW MAGICAL ORDERS

### Demon Eye

The third eye of the Sepharans, sometimes called the Demon Eye, is the supernatural adaptation that enabled their race to survive - even prosper - in the Nether Realm despite the overwhelming presence of demonkind. When the orb is open, it radiates an aura of entropy, or "anti-life," which masks the Sepharan's living aura. This entropic aura allows

Sepharans to walk among demons without fear, unless they initiate an attack. The demons will view the Sepharan as a fellow creature of the Demonrealms.

The Demon Eye also possesses other properties that can be developed through practice and training. These include the ability to generate destructive forces, and instill negative emotions and urges, even madness. Legend has it that some rare and secretive sects within the Cult of Sephar have developed other strange powers, opening rifts with their gaze, bringing demons under their command, or emanating entropy, and decay.

The use of the Demon Eye is not a form of sorcery. There are no literal spells, and it has no written form. It is an ability that can be trained and honed like the muscles of a warrior. While some sects exist that can teach a Sepharan new modes (see below), these must be sought out and courted for their secrets, and there is always a price.

## Physical Components

Use of the Demon Eye requires no physical components. The Sepharan simply opens his or her third eye and bathes the subject with its terrible radiance. In order to employ the Demon Eye, the Sepharan must have a clear line of sight to the target.

## Advantages

The use of the Demon Eye does not require the level of concentration associated with spellcasting, allowing the Sepharan to use it while engaged in melee or otherwise occupied with no more than the usual penalty for multiple actions.

## Limitations

The power of the Demon Eye is negative energy. It can only destroy, never create. Many modes are completely unavailable, and those that can be learned are severely restricted.

## Modes

**Not Available:** Conjure, Defend, Illusion, Move, Reveal, Transform, Ward

**Bonuses:** Attack +3

**Heal Effects:** Can only be used in reverse, to create diseases and afflictions

**Influence Effects:** Only negative emotions, dark urges, or insanity can be imposed.

**Summon Effects:** Only demons can be summoned or controlled.

**Alter Effects:** Virtually any quality can be altered, but always negatively.

## Enchantment

N/A

## Symbolatry

Symbolatry is the Sepharan art of imbuing objects, surfaces, or living beings with magical powers, using intricate occult symbols called Calligraphs.

Each Calligraph is a unique symbol: a single spell with level, range, duration, etc. defined by the one who inscribed it. Sepharans are known to indite their clothing, possessions, and even their own skin with Calligraphs, bestowing them with arcane properties of many sorts.

There are two types of Calligraphs, Runic and Sepharic.

Runic Calligraphs are like scrolls. They allow the Cultist to create spell-like effects regardless of his



## Sepharic Calligraphs

Thane occultists and other students of rune magic have long puzzled over the Sepharic Calligraphs. It is said that there are only six of these runes, one for each of the Nether Ones, and yet no two seem to be quite alike, and the range of magical effects they can produce seems limitless. The answer lies in the true nature of the Sepharic Calligraph, one of the secrets of the Cult of Sephar.

The true sepharic calligraph is a three-dimensional construct of lines, arcs, and points, more complex than the mortal mind can conceive. The calligraph that is inscribed on a two-dimensional surface, however, is a "slice", or a foreshortened, "flattened" version. The actual appearance (and thus power) of the calligraph varies depending on the angle of this slice, or point of view of the foreshortening.

or her knowledge of Symbolatry. Using such a Calligraph requires an MR + Cult Rituals roll vs. the Spell Level. Using a Runic Calligraph is draining in the same manner as spellcasting. A Sepharan suffers a cumulative -1 penalty to rolls to activate Runic Calligraphs for each use until rested.

Sepharic calligraphs are different. There are six, one for each of the legendary Nether Ones, ancient entities with power beyond imagining. A calligraph that taps into their power can do anything, if inscribed properly. A sepharic calligraph can create a permanent magical effect, like an enchantment. Like enchantments, they can be continuous or usable three times per day. Any given symbolator can have no more than six sepharic calligraphs in existence at one time, regardless if they are on his or her person or elsewhere. Once the symbolator has indited six, making another requires erasing or destroying an old one.

Inditing a calligraph (runic or sepharic) requires an MR + Mode roll vs. a Degree of Difficulty equal to the Level of the spell. Sepharic calligraphs entail an additional -10 penalty. The time required is 1 minute per spell level, though this can vary depending on the surface. (Carving a calligraph in stone will take longer than scratching it out in the dirt.)

## Physical Components

Any method to indite the Calligraphs may be used. Carving, scratching, and burning are common methods for use on objects. For Calligraphs to be applied to the skin, Sepharans prefer to use a special indelible ink made from ingredients that originate on their home world.

## Advantages

Calligraphs retain their properties until physically erased or dispelled by magic.

## Limitations

Calligraphs are pre-defined, so the cultist must choose his or her spells ahead of time. Unless the cultist is also a Symbolator, he or she will require the services of one in order to change any of his or her Calligraphs.

In addition, there is a limit on how many runic calligraphs one may realistically access. A sepharan body surface can hold up to twenty calligraphs, and most items (staves, swords, etc) can hold one to three. A scroll can carry a dozen calligraphs, and a robe can hold two dozen more. Other cases are up to the GMs discretion.

## Modes

**Not available:** Conjure, Illusion, Transform

**Bonuses:** Ward +3

**Penalties:** Heal -3

## Enchantment

Calligraphs are not enchanted as per the normal enchanting rules. Their magic remains in effect as long as the Calligraph itself is undamaged.

Sepharan Monks commonly use Sepharic Calligraphs with effects such as enhancing attributes or increasing their innate armor rating. Sepharan Symbolators use both Runic and Sepharic Calligraphs.

## Tarteran Demon Hunter

*"Do not follow, for my path leads the weak to death."*

Circumstance, a thirst for adventure, wealth, and personal glory all drew you into this life, whether you were the eighth child of an overburdened family, or the scion of an aristocrat. Regardless of the reasons, you are one of the few who dare to tread the demon-haunted Fallen Lands, braving perils most sane folk are eager to avoid. If you succeed, you may earn a fortune in black diamonds, and status to rival even the great heroes of old. Should you fail, you will die, lost and unlamented.

### Appearance:

6'-6'7", 260-280 lbs. Fiery-red skin, emerald or onyx eyes, raven hair, ebon horns and chin-spurs, claw-like fingernails, bat-like wings.

+2	+2	+4	0
STR	DEX	PER	CHA
+3	+1	0	+1
CON	SPD	WIL	INT
+4	26	+2	
CR	HP	MR	

### Skills:

Wizardry or Elemental Magic  
<5 Modes of choice> +2

Longsword +4  
Weapons <2 of choice> +2  
Wrist Spikes +1  
Aerial Combat +3  
Stealth +2  
Tracking +3  
Appraiser:  
(Black Diamonds) +4  
Demon Lore +5  
Survival: (Fallen Lands) +3  
Archaen, native  
Elder Tongue, fluent



### Special Abilities:

Flight at SPD +6, see clearly in even magical darkness, highly susceptible to temptation (Will roll at GM's discretion)

### Equipment:

Breeches or loincloth, hood and vest, +2 silvered chain mail armor, +4 Tarteran argentium longsword, +1 silver wrist spikes, choice of two +1 silver weapons, argentium mask, demonhide cloak, thigh-high boots, belt-pouch, demonward, 100 silver argents in coin and black diamonds.

# THE NINE PRINCEDOMS

## Malapharonite Scion

*"Wealth, cunning, a whispered word or silent blade. These are the paths to status and power."*

The Game is everything, and you play it well. You have made deals and double-deals; you've connived, seduced and threatened, all to further the status of your House. You have woven plots that have been the ruin of other Great Families, your fortunes advancing as theirs crumble into dust. Yes, the Game is everything. Time to play another hand.

**Special:** Choose one of the following Trade Houses:

**House Kalash:** Increase STR and CR by 1, reduce INT by 1, add Weapon <choice> +4.

**House Davar:** Increase CHA by 2, reduce CON by 1, add two of the following skills at +4: any Artistic Pursuit, Artisan, Artificer, or Brewer/Vintner.

**House Galmor:** Reduce CHA by 1, add Net +3, Stealth +3, Tracking +3, add a Personal Slave at GM's discretion.

**House Runak:** Add 20-200 lbs. to weight, add a +3 modifier to all political and economic dealings with other Houses, due to the virtual monopoly on food supplies Runak holds throughout the Principedom.

### Appearance:

6'-6'7", 200-240 lbs. Fiery-red skin, emerald or onyx eyes, raven hair, ebon horns and chin-spurs, claw-like fingernails, bat-like wings.

0	0	+3	+2
STR	DEX	PER	CHA
0	0	-3	+3
CON	SPD	WIL	INT
+2	20	+1	
CR	HP	MR	

### Skills:

Wizardry or Elemental Magic <2 Modes of choice> +2

Weapon <choice> +2  
Aerial Combat +2  
Cultures: (Lower Planes) +3  
Etiquette +5  
Diplomacy +3  
Trade Skills  
<3 of choice> +4  
Archaen, native  
Elder Tongue, fluent



### Special Abilities:

Flight at SPD +5, see clearly in even magical darkness, highly susceptible to temptation (Will roll at GM's discretion)

### Equipment:

+3 fine silver-laced silk garments, gemmed jewelry (worth 1,000 s.a.), +3 high-quality argentium weapon of choice, coin pouch, 5,000 silver argents in coin and goods.

## Golgothan Soldier

"Surrender now, or fight. You will be defeated either way, though the second is more entertaining."

The Golgothan military is not just your profession, it is life itself. From birth to grave the path of the soldier guides your steps, shapes your thoughts, and gives structure to your very existence. While the inhabitants of other Princedoms lounge in decadence and indolence, prey to their own petty lusts, your people grow in might, in discipline, and in skill-at-arms. Your enemies may have wealth, power, and status, but these alone are not sufficient to gain the respect of a Golgothan. For respect, like victory, must be earned.

Choose one of the following Military Specialties:

**Troop:** Increase STR and CON by 1, reduce INT by 1, add Weapon <choice> +4, Shield +4, Brawling +3, Guard +4.

**Officer:** Increase INT and CHA by 1, reduce CON by 1, add Command +4, Tactics +4, Interrogate +3, add 3,000 s.a. to starting wealth and equipment.

**Spy:** Increase INT and DEX by 1, reduce STR by 2, add Assassinate +2, Espionage +4, Locks +3, Sabotage +2, Stealth +3, Torture +1.

### Appearance:

6'-6'7", 260-280 lbs. Fiery-red skin, emerald or onyx eyes, raven hair, ebon horns and chin-spurs, claw-like fingernails, bat-like wings.

+3	+1	+3	0
STR	DEX	PER	CHA
+2	0	-1	0
CON	SPD	WIL	INT
+5	28	0	
CR	HP	MR	

### Skills:

Weapons <2 of choice> +3  
Aerial Combat +3  
Archaen, native  
Elder Tongue, fluent



### Special Abilities:

Flight at SPD +5, see clearly in even magical darkness, highly susceptible to temptation (Will roll at GM's discretion)

### Equipment:

Black leather high boots, uniform breeches and tunic, silver badges of rank, +2 silvered plate mail armor, +2 argentium weapon of choice +2, +1 silver weapon of choice, 150 silver argents. Troops also begin with a +2 silver-plated iron shield. Spies begin with +2 black leather armor instead of plate mail, but also receive lockpicks, and two vials of poison.

# THE NINE PRINCEDOMS

## Maladonian Exile

"Trust me, brother: the Thin Red Line isn't all it's said to be."

Somehow, you earned the ire of your Prince. Perhaps you said the wrong thing to the wrong person; perhaps you were undone by your own greed, or were the victim of a ruthless plot. Justly or not, the punishment for your transgressions has been meted out: exile, loss of status, and banishment to the nethermost borders of the Nine Princedoms.

Now you stand on the very precipice of civilization, overlooking the unending damnation of the Fallen Lands. You and your Maladonian brothers take a perverse pride in your status at the front line of defense against the demonic hordes. Indeed, banishment has opened your eyes to the precarious nature of Tarteran existence. For no one can stand atop the spired and battered walls of the frontline, and watch in horror as roiling demonic forces crash against the stones below, without such awareness.

Choose an occupation:

**Border Guard:** Increase CR by 1, add Artillerist +4, Shield +4, Guard +4, Weapons <Two of choice> +4, Survival (Fallen Lands) +1

**Soul-Trapper:** Increase MR by 1, add <Two modes of choice> +4, Soul Trapping +5, Tracking +4, Survival (Fallen Lands) +3

### Appearance:

6'-6'7", 240-260 lbs. Fiery-red skin, emerald or onyx eyes, raven hair, ebon horns and chin-spurs, claw-like fingernails, bat-like wings.

+2	+1	+3	0
STR	DEX	PER	CHA
+3	0	-3	0
CON	SPD	WIL	INT
+3	26	+2	
CR	HP	MR	

### Skills:

Wizardry or Elemental Magic <2 Modes of choice> +2

Weapon <One of choice> +2  
Aerial Combat +3  
Brawling +3  
Demon Lore +3  
Gambling +1  
Archaen, native  
Elder Tongue, fluent



### Special Abilities:

Flight at SPD +5, see clearly in even magical darkness, highly susceptible to temptation (Will roll at GM's discretion)

### Equipment:

Breeches or loincloth, hood and vest, one silver weapon of choice, belt pouch, 50 silver argents. Border guards have +1 chain mail armor, +1 iron shield, and choice of two +1 silver weapons. Soul-Trappers have +1 studded leather, three soul cages, and one soul-trapper.

## Colothian Sailor

*"Lust after our wealth, worm, but try to steal from us and the eel-wyrms'll be feasting on yer precious hide."*

Wind and sea, thew and will: these are the measures by which you judge the worth of yourself and others. You scorn the intricate political games, the treachery and conniving that occupy the lives of those who dwell back home. Such wiles spell doom aboard a ship, where every crewman is dependant on the other. When the storm-tossed waves lash the stern, when sea demons boil out of the blackened waters, when pirates threaten to take your life and livelihood, it is strength and steel, not cunning, that wins the day. It is comradeship. It is thew and will.

Choose one of the following Naval Specialties:

**Captain:** Increase INT by 2 and CHA by 1, add Cartography +4, Command +3, Pilot (any Tarteran vessel) +4, Tactics (Ship-to-Ship) +4, may have a vessel at GM's discretion.

**Crewman:** Increase STR and DEX by 1, add Weapon <choice> +3, Brawling +2, Gambling +2, Guard +2, Laborer (Rowing and Sailing) +4, Pilot (one type of Tarteran vessel) +3, Song (Chanteys) +2.

### Appearance:

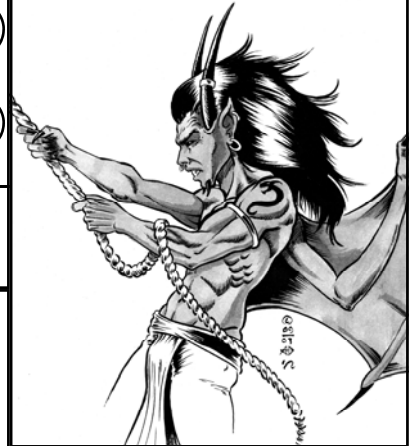
6'-6"7", 260-280 lbs. Fiery-red skin, emerald or onyx eyes, raven hair, ebon horns and chin-spurs, claw-like fingernails, bat-like wings.

+2	+2	+4	-1
STR	DEX	PER	CHA
+2	0	-3	-1
CON	SPD	WIL	INT
+3	26	+1	
CR	HP	MR	

### Skills:

Wizardry or Elemental Magic <2 Modes of choice> +2

Dagger +3  
 Longsword +2  
 Weapon <choice> +2  
 Aerial Combat +3  
 Artillerist +4  
 Astromancy +4  
 Demon Lore +2  
 Swim +4  
 Archaen, native  
 Elder Tongue, fluent



### Special Abilities:

Flight at SPD +5, see clearly in even magical darkness, highly susceptible to temptation (Will roll at GM's discretion)

### Equipment:

Tough leather boots, breeches and vest, +2 argentium partial chain mail, +2 argentium longsword, +1 argentium dagger, choice of two +1 argentium weapons, 80 silver argents. Captains add a spyglass and possibly a vessel of their own.

# THE NINE PRINCEDOMS

## Porphyrian Arcanist

*"Away poltroon, and bother me not with your trifling concerns! Can you not see I am busy unveiling the secrets of the Omniverse!?"*

Knowledge, arcane and infernal, is the key to power: the ancient texts, lost incubula, the most formidable of artifacts. The craft of such grand marvels, the vision to bring wonders to reality - all are open to you. All it takes is the right design, the correct formula, the grasp of magical intricacies beyond lesser minds; and of course the Gremlin slaves to implement your ideas. After all, it is in the creative process, the understanding, in which true creation and genius lie, not the mundane drudgery of manual labor.

### Appearance:

6'-6"7", 200-240 lbs. Fiery-red skin, emerald or onyx eyes, raven hair, ebon horns and chin-spurs, claw-like fingernails, bat-like wings.

-1	0	+2	0
STR	DEX	PER	CHA
0	0	-1	+4
CON	SPD	WIL	INT
-1	20	+4	
CR	HP	MR	

### Skills:

Wizardry or Elemental Magic: <4 Modes of choice> +3  
 Soul-Binding +6 (see New Skills)

Dagger or Staff <choice> +2  
 Aerial Combat +2  
 Appraiser (Black Diamonds and Souls) +4  
 Arcane Lore +6  
 Astromancy +2  
 Cultures (Lower Planes) +1  
 Demon Lore +2  
 Archaen, native  
 Elder Tongue, fluent

Choose one of the following:  
 Tarteran Biomancy +4, Construct Clockwork +4, or Alchemy +8



### Special Abilities:

Flight at SPD +5, see clearly in even magical darkness, highly susceptible to temptation (Will roll at GM's discretion)

### Equipment:

+3 black silk robes (padded cloth) replete with woven silver symbols, demonclaw pen, demonblood ink in a black diamond inkwell, lockable spellbook bound in demonhide and silver, soulstone monocle with a silver chain, four enchanted items of own creation (each no more powerful than level 10), four alchemical concoctions (potions, powders, or elixirs), 2,000 silver argents

## Agathonian Diabolist

"Your will be done, my Lord."

Power is about sacrifice, about the willingness, the will, to sacrifice all in pursuit of it. You you have bartered much for the knowledge and power you now wield: your money, your relationships with others, perhaps even a portion of your mortal soul. The devils with whom you deal are greedy and cunning, traits you also possess and embrace. Yes, power is about sacrifice. The key is not to sacrifice more than even you are willing to lose.

Choose one of the following Diabolical Styles:

**Diabolist:** You trade soulstones for wealth, diabolical servitors, and the occasional devilish "miracle," but you are not beholden to any single devil, dealing instead with various greater and arch-devils as needed. You have more freedom than a Warlock, but gain no other benefits.

**Warlock:** You serve a Shaitan master, and for this service you are imbued with supernatural powers. However, serve your master you must, for your soul is his now. Add Invocation (Diabolism) <6 Modes of choice> +3

### Appearance:

6'-6'7", 260-280 lbs. Fiery-red skin, emerald or onyx eyes, raven hair, ebon horns and chin-spurs, claw-like fingernails, bat-like wings.

0	0	+3	+1
STR	DEX	PER	CHA
0	0	0	+3
CON	SPD	WIL	INT
0	20	+3	
CR	HP	MR	

### Skills:

Necromancy: <4 Modes of choice> +3

Dagger +2

Weapon: <choice> +1

Aerial Combat +1

Arcane Lore +2

Alchemy (Poisons and Powders) +3

Appraiser (Black Diamonds and Souls) +3

Demon Lore +4

Cultures (Lower Planes) +5

Archaen, native

Elder Tongue, fluent



### Special Abilities:

Flight at SPD +5, see clearly in even magical darkness, highly susceptible to temptation (Will roll at GM's discretion)

### Equipment:

Luxurious embroidered silk robes, fine boots, +2 diabolic dagger, +1 silver-studded leather armor, demonhide cloak, spellbook bound in demonhide and silver, 5,000 silver argents.

# THE NINE PRINCEDOMS

## Avernian Sorcerer

"Stand aside, insignificant dabbler, and behold the arcane majesty of a true lord of the Art!"

Magic is in your blood, the essence of your heritage, your surest route to Status, wealth, and all that comes with it. Erudition, perceptiveness, intellect: all of these are to be lauded, to be cherished, for they enable your climb to power, and to channel the forces that are latent in your blood. The ranks of the foolish and indolent are content to learn a few spells and incantations, sipping from the chalice of ancient lore as suits their meager intellect. You drink deep, however, absorbing it all and making it a part of you, letting it flow through your veins.

Chose one Path of Arcane Study:

**Path of Sorcery:** Sorcerers tend to be intellectual and reserved, preferring to analyze all possibilities before choosing a course of action. Add Wizardry <8 Modes of choice> +3

**Path of Elements:** Elementalists in Avernion study all four elements (Aeromancy, Pyromancy, Geomancy, and Aquamancy), each to a greater or lesser degree. Add:

*Elemental Magic: First Element* <Attack + 3 Modes of choice> +3

*Elemental Magic: Second Element* <Attack + 2 Modes of choice> +3

*Elemental Magic: Third Element* <Attack + 1 Mode of choice> +2

*Elemental Magic: Fourth Element* <Attack + 1 Mode of choice> +1

### Appearance:

6'-6'7", 200-240 lbs. Fiery-red skin, emerald or onyx eyes, raven hair, ebon horns and chin-spurs, claw-like fingernails, bat-like wings.

-1	0	+3	-1
STR	DEX	PER	CHA
-1	0	-1	+4
CON	SPD	WIL	INT
-1	18	+6	
CR	HP	MR	

### Skills:

Dagger or Staff <choice> +1

Aerial Combat +1

Appraiser (Black Diamonds and Souls) +4

Arcane Lore +6

Astromancy +2

Cultures (Lower Planes) +2

Demon Lore +2

Archaen, native

Elder Tongue, fluent



### Special Abilities:

Flight at SPD +5, see clearly in even magical darkness, highly susceptible to temptation (Will roll at GM's discretion)

### Equipment:

+2 luxurious silk robes (padded cloth), +1 argentium staff or dagger, demonclaw pen, demonblood ink in a black diamond inkwell, lockable spellbook bound in demonhide and silver, 1,000 silver argents.



## Minaurian Agent

"You don't say? Here's another drink - tell me more."

Secrecy, lies, and subtle manipulation: these are the tools of your trade. You are a spy, an investigator, an information broker. The risks and challenges of your profession are considerable: whether you are combing the dockside alleys for rumors, or observing the court intrigues of a Prince or wealthy Noble, the dangers are equally real. No one loves a spy, though everyone wants to know something. And you take great pleasure in being able to provide the answers - for a suitable fee, of course.

### Appearance:

6'-6"7", 260-280 lbs. Fiery-red skin, emerald or onyx eyes, raven hair, ebon horns and chin-spurs, claw-like fingernails, bat-like wings.

0	+4	+4	+2
STR	DEX	PER	CHA
+3	0	-3	+3
CON	SPD	WIL	INT
+3	20	+1	
CR	HP	MR	

### Skills:

Wizardry or Elemental Magic  
<2 Modes of choice> +2

Dagger +4  
Weapon <two of choice> +2  
Cultures (Lower Planes) +6  
Diplomacy +4  
Stealth +6  
Streetwise +6  
Underworld +8  
Archaen, native  
Elder Tongue, fluent

Choose four of the following skills at +5 each: Bribe, Deception, Espionage, Forgery, Interrogate, Legerdemain, Locks, Torture.

Choose one cover at +2: Artificer, Caravan Master, Laborer, Merchant, Pilot, Guide.



### Special Abilities:

Flight at SPD +5, see clearly in even magical darkness, highly susceptible to temptation (Will roll at GM's discretion)

### Equipment:

+2 dagger, two silver weapons of choice, +2 studded leather, +1 cloak, heavy tunic, breeches, boots, belt-pouch, 2,000 silver argents. Forgery equipment, disguises, crafting tools and lockpicks if those skills are chosen.

# THE NINE PRINCEDOMS

## Othyrian Pirate

"Prepare to be boarded, demonbait!"

At sea, death can come just as swiftly from the claws of a sea demon or the blade of a freebooter. Here the strong prey on the weak, and the swift prosper, while the slow perish. You and your fellow pirates know this all too well; those who enter your domain will learn it soon enough. For these are the laws of the sea, and the way of the world.

Choose one of the following Naval Specialties:

**Captain:** Increase INT by 2 and CHA by 1, add Command +4, Pilot (Othyrian Frigate) +4, Tactics (Ship-to-Ship) +4, may have a vessel at GM's discretion.

**Crewman:** Increase STR and DEX by 1, add Weapon <choice> +3, Gambling +2, Guard +2, Laborer (Rowing and Sailing) +4, Pilot (Othyrian Frigate) +3

### Appearance:

6'-6"7", 200-240 lbs. Fiery-red skin, emerald or onyx eyes, raven hair, ebon horns and chin-spurs, claw-like fingernails, bat-like wings.

+3	+1	+4	-2
STR	DEX	PER	CHA
+2	0	-3	-1
CON	SPD	WIL	INT
+4	28	0	
CR	HP	MR	

### Skills:

Longsword +4  
Dagger +3  
Weapon <choice> +3  
Aerial Combat +3  
Artillerist +4  
Astromancy +3  
Brawling +3  
Demon Lore +2  
Salvager +3  
Swim +4  
Underworld +5  
Archaen, native  
Elder Tongue, fluent



### Special Abilities:

Flight at SPD +5, see clearly in even magical darkness, highly susceptible to temptation (Will roll at GM's discretion)

### Equipment:

Breeches and vest, +3 longsword, +2 dagger, choice of two +1 silver weapons, 500 silver argents. Captains add a spyglass and possibly a vessel of their own.

## Night Demon Mercenary

"Raarg! Die!"

Homeland: Mountains of Midnight, Fallen Lands

You are a creature of the night, a killer in the shadows, part demon and part man. Your demon half cries out for destruction, but your mortal blood burns with needs and desires alien to other demons. With difficulty, you can suppress the urge to kill and destroy, at least for a time. This allows you to earn money for what you would otherwise do for free: kill other creatures, preferably Tarterans and their devil-masters. When not in combat you are terse and morose, giving those around you the impression that you are depressed or distracted. You are neither. You are simply resisting the urge to slaughter them.

Choose one type:

**Necromancer:** Increase MR by 2, lower CR by 2, add Necromancy <Six modes of choice> +5

**Warrior:** Increase CR by 1, add Weapons <two of choice> +4, Shield +4

### Appearance:

6'-6'8", 180-260+ lbs. Jet black skin, four arms, leathery wings, razor-sharp fangs. Seems to be wreathed in shadows.

+4	+4	+2	-6
STR	DEX	PER	CHA
+8	+3	+4	+3
CON	SPD	WIL	INT
+3	32	+1	
CR	HP	MR	

### Skills:

Brawl +3  
 Weapons <2 of choice> +3  
 Aerial Combat +4  
 Assassinate +4  
 Stealth +6



### Special Abilities:

-5 to detect in darkness or shadows (even to creatures with enhanced or magical vision), see in absolute or even magical darkness, flight, tough hide (PR 2), one extra attack per round at no penalty, claws inflict DR 6, immune to non-magical harm, detect living presences within 100', speak in tongues, weakened by daylight (-2 to all actions), magical light causes 1hp damage per spell level.

### Equipment:

Gargoyle-hide armor (PR 4), two brass-edged weapons of choice, impskin pouch with 30 silver argents. Necromancers begin with a brass scroll case. Warriors begin with either a +1 greatsword or a +1 greatspear.

## THE FALLEN LANDS / THE NINE PRINCEDOMS

## Gargoyle Expatriate

"Bah. You gonna hit me with THAT?"

Once you marched the battlefields of the Riven Lands, stood shoulder to shoulder with your kin in the armies of Oblivion. Those days are past, however. Now you have adopted the Midnight Realm as your new home. Laborer, mercenary, or homeless bandit, you do what you must to make your way among the other races. However, you cannot forget glories past.

### Appearance:

4'4"-5'8", 220-360 lbs. Hide has the appearance and texture of rough stone, physique is squat and muscular. Large bat-like wings, horns, and hideous features.

+7	-2	+1	-4
STR	DEX	PER	CHA
+8	-1	0	0
CON	SPD	WIL	INT
+3	32	+1	
CR	HP	MR	

### Skills:

Battleaxe or Warhammer +3  
 Brawling +3  
 Aerial Combat +3  
 Guard +6  
 Tactics +3  
 Laborer +8



### Special Abilities:

Rock-like hide (PR 5), speak in tongues, Natural weapons: DR 6, immunity to non-magical harm, supernatural endurance (never grows weary, never needs sleep), can fly at normal speed while fully encumbered, circumscription by brass, oath-binding,

### Equipment:

+1 Plate mail armor, Battleaxe or Warhammer +3, one additional silver weapon of choice, loincloth, coin pouch with 300 silver argents.

## Zoab Trader

"I have personally selected only the finest samples for this shipment, worthy one. Surely one of your obvious discernment can recognize that only a buffoon would refuse the opportunity to purchase goods of such quality at such reasonable prices?"

The acquisition of wealth and prestige; the very thought makes your palms greasy with glee. Every profitable venture takes you one step closer to your ultimate goal, of attaining the vaunted rank of Exaltar. No level is too low that you will not sink to it in order to reach the heights you desire. Lies, treachery, flattery, even assassination: all are steps to the gilded door of personal success. Outsiders see only a fawning, gelatinous miscreant, whose only goal is to sell goods at over-inflated prices. Let them think what they will; let them underestimate you. For then they will never suspect just how devious you can be.

Choose one Mercantile Profession:

**Merchant-Explorer:** Add Appraiser +6, Cartography +3, Merchant +6

**Smuggler:** Add Appraiser +6, Deception +3, Merchant +3, Underworld +3

### Appearance:

4'-6' in height, 8'-12' in total length, 400-1350 lbs. Massive hairless, larva-like body with heavily-veined, pallid and partially translucent flesh, revealing opaque organs. Lidless, black eyes lacking iris or pupil.

+5	-3	+1	-2
STR	DEX	PER	CHA
+3	-1	0	+2
CON	SPD	WIL	INT
+2	38	-1	
CR	HP	MR	

### Skills:

Weapon <choice> +2  
 Appraiser (Black Diamonds, Souls, and Radian Crystals) +4  
 Astromancy +8  
 Brawling +2  
 Cultures (Lower Planes) +6  
 Diplomacy +4  
 Elder Tongue, fluent  
 Zoab, native



### Special Abilities:

Tongue Attack, DR 4 (If inflicts damage, corrosive fluids injected cause DR 4 per round for 10 rounds. The fluids can be sprayed up to 10', and inflict damage for 2 rounds. A sprayed victim must roll vs. DEX to avoid being blinded. Can inject/spray the fluids a number of times per day equal to CON); travel along walls or ceilings at half speed (leaves trail of ooze when doing so); constrict opponent with lower half of body (requires Full Success on a Brawling roll to initiate, and crushes the victim, causing Zoab's STR in damage per round, no roll to hit needed); regenerate 1HP per round (can re-grow lost limbs in days).

### Equipment:

Robe of fine silk, two red amber flasks of "Yellow Ulu," jewelry (worth 2,000 s.a.), +3 weapon of choice, two blood stones (each no higher than level 10; CON must be reduced), 8,000 silver argents in coinage and trade goods. May have Zoabian windship and slave crew at GM's discretion. Smuggler vessels have reduced cargo capacity, but more warrior-slaves.

# THE ZOAB EMPIRE

## Zoab Chirurgeon

"Yes, oh wise and powerful one, it will hurt."

The slice of the knife, the throb of a living bloodstone, this is the path of sorcery for you. While other races pore over dusty tomes and recite tiresome phrases, your people have a better way. You are a master of Bloodstoning, the art of bonding a soulstone into the flesh, making it a part of the living body. You sell your services for exorbitant fees, to hone your skills for your best customer, yourself.

### Appearance:

4'-6' in height, 8'-12' in total length, 400-1350 lbs. Massive hairless, larva-like body with heavily-veined, pallid and partially translucent flesh, revealing opaque organs. Lidless, black eyes lacking iris or pupil.

+5	0	0	-3
STR	DEX	PER	CHA
+5	-1	+2	+4
CON	SPD	WIL	INT
+1	32	+2	
CR	HP	MR	

### Skills:

Bloodstoning +6  
 Soul-binding +6  
 Weapon, Dagger +2  
 Brawl +1  
 Appraiser (Black Diamonds and Souls) +4  
 Arcane Lore +3  
 Alchemy +4  
 Astromancy +2  
 Merchant +3  
 Cultures, Lower Planes +4  
 Elder Tongue, fluent  
 Zoab, native



### Special Abilities:

Tongue Attack, DR 4 (If inflicts damage, corrosive fluids injected cause DR 4 per round for 10 rounds. The fluids can be sprayed up to 10', and inflict damage for 2 rounds. A sprayed victim must roll vs. DEX to avoid being blinded. Can inject/spray the fluids a number of times per day equal to CON); travel along walls or ceilings at half speed (leaves trail of ooze when doing so); constrict opponent with lower half of body (requires Full Success on a Brawling roll to initiate, and crushes the victim, causing Zoab's STR in damage per round, no roll to hit needed); regenerate 1HP per round (can re-grow lost limbs in days).

### Equipment:

Robe of fine silk +3, two amber flasks of "Yellow Ulu," jewelry (worth 2,000 s.a.), Chirurgical Dagger +3, chirurgical equipment, aerial palanquin, up to five bloodstones (each no higher than level 10; CON must be reduced), 2,000 silver argents in coins, black diamonds, and soulstones.

## Zoab Enforcer

"Your superlative command shall be carried out immediately, great master."

To your bitterness and shame you lacked the requisite cunning to achieve the vaunted heights of Imperial society, and were therefore relegated to the lowly rank of servant. A servant! Barely the better of a slave! The thought itself fills you with anger. Only your physical aptitudes saved you from a life of mundane drudgery, and enabled you to train as a warrior or assassin in the service of the Empire. You may be ordered to serve as a galley guard, fight in a distant war, or to assassinate a rival or competitor. It's all the same to you: a mark of your failure, and an opportunity to vent your spite and anger on others.

Choose one Enforcer Type:

**Mercenary:** Increase STR by 1, increase HP by 4, add Weapon <choice> +4, Guard +3, Shield +3, Language <choice> fluent.

**Assassin:** Increase DEX by 1, increase SPD by 1, add Assassinate +5, Locks +2, Stealth +4.

### Appearance:

4'-6" in height, 8'-12' in total length, 400-1350 lbs. Massive hairless, larva-like body with heavily-veined, pallid and partially translucent flesh, revealing opaque organs. Lidless, black eyes lacking iris or pupil.

+5	+1	+1	-3
STR	DEX	PER	CHA
+4	-1	0	-1
CON	SPD	WIL	INT
+4	40	-1	
CR	HP	MR	

### Skills:

Weapons <Two of choice> +2  
 Brawling +3  
 Elder Tongue, fluent  
 Zoab, native



### Special Abilities:

Tongue Attack, DR 4 (If inflicts damage, corrosive fluids injected cause DR 4 per round for 10 rounds. The fluids can be sprayed up to 10', and inflict damage for 2 rounds. A sprayed victim must roll vs. DEX to avoid being blinded. Can inject/spray the fluids a number of times per day equal to CON); travel along walls or ceilings at half speed (leaves trail of ooze when doing so); constrict opponent with lower half of body (requires Full Success on a Brawling roll to initiate, and crushes the victim, causing Zoab's STR in damage per round, no roll to hit needed); regenerate 1HP per round (can re-grow lost limbs in days).

### Equipment:

Two +2 weapons of choice, one bloodstone (no higher than level 10; CON must be reduced), 200 silver argents. Mercenaries also begin with iron chain-mail, a iron shield, and one +3 weapon of choice, while assassins instead gain lockpicks and a black robe.

# THE ZOAB EMPIRE / UNDERWORLD

## Ebonite Soul Trader

"What do you have with which to barter, other than your immortal soul? Ah, perhaps we can do business after all."

You led a life once, in which light, warmth, and depth of feeling played a part. But that was stripped away from you, and the memories now grow dim. It doesn't matter anymore. That was literally another life: the life you led before being "reborn" as a spectre, one of the shadowfolk. In the Underworld you've had to make a new existence for yourself. Now you sail the Aethereal Sea, through cold mists to dark and ancient ports. You hunt and trade, locating lost spirits, binding them into soulstones for trade. Some call what you do the most horrible form of slavery imaginable. They are wrong; real slavery is being trapped in shadow-form, and hungering for the touch of a life lost long ago.

### Appearance:

6'6" - 7'6", weightless or 110-160 lbs. when corporeal. Eyes like smoldering white coals. Appears as a tall, thin shadow when incorporeal, or as a black-skinned, spidery humanoid when not. In both forms, hair and loose clothing are blown about by an aetheric wind, even when there is no breeze to be felt.

0	+1	+3	-1
STR	DEX	PER	CHA
0	0	+2	+2
CON	SPD	WIL	INT
+2	18	+2	
CR	HP	MR	

### Skills:

Necromancy: <3 Modes of choice> +4  
 Soul-Binding +8 (see New Skills)

Weapons <2 of choice> +2  
 Alchemy (shadowsteel) +6  
 Appraiser +6  
 Arcane Lore +2  
 Artisan (Soulstones) +6  
 Astromancy +8  
 Merchant +6  
 Pilot (Ebon Ship) +5  
 Ride (Bat Manta or Shadowmane) +3  
 Stealth +2  
 Soul Trapping +6  
 Cultures (Lower Planes) +5  
 Elder Tongue, native



### Special Abilities:

See clearly in even magical darkness; detect invisible, aethereal, and astral presences by sight; immune to damage from unenchanted weapons and those not noted for damaging extra-dimensional entities; dismayed and partially blinded by strong light (-5 to all actions); damaged by magical radiance (suffers damage equal to the Level of the light spell); change from corporeal to incorporeal form at will (change takes one round); emanates an aura of death in a 10' radius (this spooks normal animals, and these must make a WIL roll or flee the Ebonite's presence).

### Equipment:

Shadowsilk robe and hood, choice of two shadowsteel weapons, soul cage, spirit-catcher, spellbook bound in bone, bone scroll-case containing maps of the Aethereal Sea, two enchanted items of own creation (each no more powerful than level 10), bat manta or shadowmane steed and harness, 4,000 silver argents in various currencies, black diamonds and soulstones. May have an Ebon ship at the GM's discretion.

## Ebonite Shadowizard

*"Leave me be, mortal, for your breath is quick and your blood is hot, and I do not care to be reminded of such things."*

In life you were a sorcerer. In death, you have become a spectre, yet still you retain your talent for magic. Some of your kind serve Death, acting as His spies, emissaries, or advisors. Others dwell among the shadowfolk of the city of Ebon, or amongst a cabal of their peers, such as the Ebonites. Like them, you covet arcane knowledge and power, and do not fear to delve deeply into the darkness to find them. Like them, too, you long to experience the taste of life once again. However, that can never be. And so, in life or in death, you remain a sorcerer.

### Appearance:

6'6" - 7'6", weightless or 110-160 lbs. when corporeal. Eyes like smoldering white coals. Appears as a tall, thin shadow when incorporeal, or as a black-skinned, spidery humanoid when not. In both forms, hair and loose clothing are blown about by an aetheric wind, even when there is no breeze to be felt.

-1	0	+3	-2
STR	DEX	PER	CHA
-1	0	+2	+5
CON	SPD	WIL	INT
0	18	+5	
CR	HP	MR	

### Skills:

Necromancy: <6 Modes of choice> +5  
Soul-Binding +10 (see New Skills)

Weapon <choice> +2  
Alchemy (shadowsteel) +6  
Arcane Lore +6  
Astromancy +2  
Alchemy +6  
Ride (Bat Manta or Shadowmane) +3  
Stealth +2  
Cultures (Lower Planes) +3  
Elder Tongue, native



### Special Abilities:

See clearly in even magical darkness; detect invisible, aetheral, and astral presences by sight; immune to damage from unenchanted weapons and those not noted for damaging extra-dimensional entities; dismayed and partially blinded by strong light (-5 to all actions); damaged by magical radiance (suffers damage equal to the Level of the light spell); change from corporeal to incorporeal form at will (change takes one round); emanates an aura of death in a 10' radius (this spooks normal animals, and these must make a WIL roll or flee the Ebonite's presence).

### Equipment:

Shadowsilk robe and hood, shadowsteel weapon of choice, spellbook bound in bone inset with shadowsteel filigree, three enchanted items of own creation (each no more powerful than level 15), bat manta or shadowmane steed and harness, 500 silver argents in various currencies, black diamonds and soulstones.

# THE UNDERWORLD

## Ebonite Shadowwarrior

*"Prepare to meet Death."*

Once you drew breath and felt the pulse of life in your veins, but now you are as cold as the shadowsteel weapons you wield with such precision. Memories of what you once were are to be avoided. Silent as the grave, you move with deadly grace, your slender blades weaving in whispered harmony. You are a dealer in death, delivering His message to those most deserving.

### Appearance:

6'6" - 7'6", weightless or 110-160 lbs. when corporeal. Eyes like smoldering white coals. Appears as a tall, thin shadow when incorporeal, or as a black-skinned, spidery humanoid when not. In both forms, hair and loose clothing are blown about by an aetheric wind, even when there is no breeze to be felt.

0	+4	+4	-1
STR	DEX	PER	CHA
+1	+2	+2	+2
CON	SPD	WIL	INT
+5	22	+1	
CR	HP	MR	

### Skills:

Sabre +4  
Dagger +3  
Weapons <2 of choice> +2  
Shadowstep +5  
Assassinate +2  
Stealth +4  
Ride (Bat Manta or Shadowmane) +3  
Cultures (Lower Planes) +3  
Elder Tongue, native



### Special Abilities:

See clearly in even magical darkness; detect invisible, aetheral, and astral presences by sight; immune to damage from unenchanted weapons and those not noted for damaging extra-dimensional entities; dismayed and partially blinded by strong light (-5 to all actions); damaged by magical radiance (suffers damage equal to the Level of the light spell); change from corporeal to incorporeal form at will (change takes one round); emanates an aura of death in a 10' radius (this spooks normal animals, and these must make a WIL roll or flee the Ebonite's presence).

### Equipment:

Shadowsilk robe and hood, shadowsteel chain-mail, shadowsteel sabre, shadowsteel dagger, choice of two additional shadowsteel weapons, bat manta or shadowmane steed and harness, 200 silver argents in various currencies.

## Brood Slaver

"A bat manta, a stricator, a Tarteran... all are toolsss, nothing more."

The strong dominate the weak. This is the nature of existence, the single inescapable truth that inferior creatures are loathe to admit. The ability to kill without hesitation, guilt, or remorse; the ability to coerce others, to make them tremble in fear; the ability to take what you want, what you need, without concern. These are the indicators of your strength, the signs of your superiority. If others are strong, they will not fall beneath your yoke. If they are weak, then they must serve the Brood as tools, and nothing more.

### Appearance:

7'-7'8", 260-300 lbs. Oily black skin, onyx horns and spurs, coldly inhuman features, four glowing portals where eyes would be, taloned hands bear three fingers and thumb, with the forefinger twice as long as the others.

+3	+1	+5*	-4
STR	DEX	PER	CHA
+3	+1	+2	-2
CON	SPD	WIL	INT
+5	28	0	
CR	HP	MR	

### Skills:

Strictor +4  
 Vorak +3  
 Weapon <choice> +2  
 Brawling +4  
 Mounted Combat +2  
 Torture +3  
 Appraise (Slaves) +3  
 Animal Handler +4  
 Ride (Bat Manta) +3  
 Brood, native  
 Elder Tongue, basic



### Special Abilities:

Synesthetic senses (range: 300 ft., -3 PER outside range), talons and spurs inflict DR 4 + STR in unarmed combat, slightly chitinous hide provides PR 2.

### Equipment:

Kilt of flayed hide (leather armor), trained strictor, hide pouch containing two trained vorak, +1 weapon of choice, bat manta steed and harness, 50 silver argents.

# THE DARK DIMENSION

## Brood Reaper

"Could your weaknessss be any more apparent? Reaping your sssoul will be a ssservice to reality, the culling of another worthless exissstence."

The Omniverse is full of the pitiful weaklings deserving nothing save slavery and subservience to the strong. Yet even among the weak are those beings so utterly contemptible that they deserve not even chains to bind them. And so it is that you find a use for such creatures, your trained n'aru twisting and wrenching their agonized souls from their worthless carcasses, before vomiting them forth into your soul cage, ready for sale at the markets of the Midnight Realm. Others fear you, even more than they fear other Brood. This is good, for it adds to your strength. Let them fear the reaper.

### Appearance:

7'-7'8", 260-300 lbs. Oily black skin, onyx horns and spurs, coldly inhuman features, four glowing portals where eyes would be, taloned hands bear three fingers and thumb, with the forefinger twice as long as the others.

+2	+3	+5*	-4
STR	DEX	PER	CHA
+2	+1	+2	+3
CON	SPD	WIL	INT
+4	26	0	
CR	HP	MR	

### Skills:

Strictor +3  
 Vorak +2  
 Weapon <choice> +2  
 Brawling +2  
 Torture +6  
 Stealth +5  
 Assassinate +5  
 Animal Handler (N'aru) +6  
 Soul Trapping +3  
 Ride (Bat Manta) +3  
 Brood, native  
 Elder Tongue, basic



### Special Abilities:

Synesthetic senses (range: 300 ft., -3 PER outside range), talons and spurs inflict DR 4 + STR in unarmed combat, slightly chitinous hide provides PR 2.

### Equipment:

Enchanted stitched robe of flayed humanoid faces (treat as +1 leather armor), flayed hide kilt, trained strictor, two trained n'aru worms, single trained vorak in hide pouch, +1 weapon of choice, soul cage, bat manta steed and harness, 100 silver argents.

## Sepharan Cultist

"Our mysteries are not meant for your eyes."

Life is about the lessons it teaches. While other races learned nothing but fear from demons, we Sepharans obtained a deeper comprehension. Born amid the chaos of the Nether Realm, we soon came to understand that destruction is the heart of power, and pain its life-blood. The Cult of Sephar teaches that demons are our brethren, and the Nether Ones our gods. Calligraphs are the means by which we tap into their terrible power, and the keys to complete enlightenment. It is time now for others to learn these truths, and we shall be the ones to teach them.

Choose one Cult Position:

**Fanatic:** A true believer in the message of the Cult of Sephar, you are ready to sacrifice your life, or the lives of others, to serve the cause. Increase WIL by 2 and CON by 1, add Brawling +2, Cult Rituals +5, Demon Lore +4, Weapon <choice> +3, and six runic calligraphs (each no higher than level 8).

**Symbolator:** A master of the Calligraph, your runes draw their power from demonkind, empowering yourself and other Sepharans to better serve the Cult of Sephar. Increase INT by 2 and MR by 2, reduce CR by 2, add Arcane Lore +4, Symbolatry <6 Modes of choice> +5, Cult Rituals +8, Demon Lore +8, and ten calligraphs (runic calligraphs no higher than level 12, sepharic calligraphs no higher than level 3).

**Monk:** Trained in the martial art of Runefist and empowered by the Calligraphs, you are a living weapon in the service of the Cult of Sephar. Increase STR, DEX, CON, and SPD by 1 each, increase CR by 2, lower MR by 1, add Runefist +6, Acrobatics +4, Cult Rituals +6, Demon Lore +4, Evade +6, Stealth +5, Symbolatry <3 Modes of choice> +4, and ten runic calligraphs (each no higher than level 8, no sepharic calligraphs to start).

### Appearance:

5'4" - 6'6", 100-180 lbs. Deathly pale skin covered with dark runes. Black eyes with a pearly white iris, black to brown head-tendrils in place of hair. A vertical slit in the middle of the forehead is a large third eye, larger than the other two and also black with a white iris.

0	+1	+2	-1
STR	DEX	PER	CHA
+1	0	+2	+1
CON	SPD	WIL	INT
+2	22	+3	
CR	HP	MR	

### Skills:

Demon Eye <1 mode of choice> +3

Weapon <1 of choice> +2  
Runic, Fluent  
Elder Tongue, Native



### Special Abilities:

Demon Eye (see New Magical Orders)

### Equipment:

Robes, sandals, brass-bound scroll-tube containing the holy writings of the Cult of Sephar, weapon of choice. Symbolators also have writing and carving instruments. Fanatics begin with an additional weapon.

# THE NETHER REALM / TALISLANTA

## Black Savant

Homeland: Nefaratus, in Talislanta

It has been a very long time since you knew what it was like to be truly alive. You no longer age, and thus the years are not a restraint upon you. Yet your brethren, the other Thane, still sleep in the crypts of Khazad. Their rest has lasted far too long. All should have awakened long ago. But something went wrong; the rejuvenation process failed, and their souls were lost. You will do whatever you must to retrieve the Lost Ones, and you will not rest again until they are rejoined with their mortal forms. So you sail the Aethereal Sea, beyond the Threshold to the Midnight Realm, once the homeland of your ancestors. You consort with devils, bargaining or threatening as suits your needs. You hunt night demons and interrogate them, or use them as slaves in your forges and galleys. You scan the underworld through obsidian mirrors, trade with shadowizards, and wander the Cities of the Red Night in search of clues. One day you will find the souls of your brethren, and waken them from their sleep. Then, perhaps, your race can once again know what it is to be alive.

### Appearance:

6'6"-6'10", 160-200 lbs. Stoop-shouldered, gaunt, cold onyx eyes.

0	0	+5	-5
STR	DEX	PER	CHA
-1	-1	+5	+5
CON	SPD	WIL	INT
0	20	+8	
CR	HP	MR	

### Skills:

Necromancy  
<All Modes> +15  
Alchemy +15  
Soul-Binding +15  
Staff +15  
Doctrines (Lower Planes) +15  
Arcane Lore +15  
Antiquarian +15  
Pilot (Nefaratan vessel) +10  
Linguistics +10  
Sign, native dialect  
Archaen, fluent



### Special Abilities:

See invisible/astral presences at range of sight; immune to disease, aging, the need for food and water; mute.

### Equipment:

Veiled headdress, hooded cloak, robes, gloves, and boots (all of black, satin-like cloth), black adamant- and silver-bound spell book, black adamant staff, obsidian mirror, demonic slaves.



## Chapter Two

# Midnight Realm Bestiary

This chapter presents a variety of creatures and entities that may be encountered in the Midnight Realm. Those that are also found in the world of Talislanta are presented here in abbreviated form; additional information on these entities can be found in the Talislanta 4th Edition (Tal4) under the corresponding pages listed in these entries.

### Incorporeality

A number of entities in the Midnight Realm are incorporeal, or capable of becoming such. When incorporeal, an entity cannot be harmed by physical force, and cannot be physically held or restrained. Likewise, an incorporeal entity cannot exert physical force upon its surroundings or other material entities.

Incorporeal entities can only be affected by other incorporeal and aethereal beings, magical energies,

spells, and substances such as black adamant and shadowsteel. For example, if an incorporeal creature is struck by a +1 weapon made of some ordinary metal, only the +1 of magical enchantment actually causes damage: the physical substance of the sword simply passes through the being's form, leaving it unharmed.

Incorporeal entities do not walk or fly, but rather float, unaffected by gravity or surfaces. Physical Attributes remain unchanged when in incorporeal form.

### Regarding Supernatural Entities

The Omniverse is home to a number of entities that possess innate magical abilities, or might otherwise be considered magical in nature. The term "supernatural," however, applies to entities that stand outside the cycle of life, death, and rebirth.

These beings are, for various reasons, immortal; i.e., though they can be killed, they do not age, nor do they need to sleep or eat. Supernatural beings are generally immune to non-magical attacks, as well as extreme environmental conditions, poisons, and diseases of natural origin. They can be harmed by other supernatural beings, and by diseases or poisons of supernatural origin, such as the effects of a Plague Demon and the poisonous sting of a Sardonicus.

Undead, devils, demons, elementals, and spirit-forms (such as Ebonites) are all supernatural entities.

### A Note on the Greatest of Powers

A number of entities, particularly the most powerful of the devils and demons, are not provided with attributes or other statistics. This is due to the fact that their capabilities and levels of power are so vast, only other creatures of equal or greater power have any chance of countering or overcoming them; no mere mortals, regardless of skill at arms, magical might, or intellect, could ever hope to match them. For all intents and purposes, these entities are plot devices.



# THE LOWER PLANES

## DEVILS

Devils are a race of supernatural entities that originate from the plane of Oblivion, but can be found throughout the lower planes. Though sometimes mistaken for demons, devils have little in common with them. Demons are forces of mindless destruction and exist solely to turn order into chaos. Conversely, devils possess a sinister intellect and do not seek to destroy the existing order, but rather to subvert it to their own plans and desires.

They come in a wide variety of shapes and sizes, yet all share a few traits in common:

### Speaking in Tongues

Even the lowliest devil possesses this talent, enabling them to speak and understand any language.

### Immunity to Non-Magical Harm

Devils are immune to the effects of non-enchanted weapons and non-magical elemental sources (fire, acid, etc.) They do not need to breathe, and are unaffected by most toxins. Brass, however, is anathema to devil-kind, causing them pain just by its very touch. Weapons of brass do full damage against devils, even if unenchanted, and halve the protection offered them by their natural armor. Weapons of black adamant and shadowsteel also inflict full damage on these entities, even if unenchanted.

### Circumscription by Brass

Devils may be imprisoned within brass enclosures of any sort, including lamps, bottles, and chests.

### Oath-Binding

Devils of all sorts can be bound by their given oath. No devil will ever break its sworn word, although they are only bound by the letter of their oath, rather than the intent. Devils take great pleasure in twisting the meaning of an agreement to suit their own purposes.

### Aversion to Holy Symbols, Religion, & Faith

Devils fear and despise all powers greater than themselves, none more so than the forces of the higher planes. For this reason they may experience discomfort in the presence of holy symbols of any sort, to a degree commensurate with the strength of the wielder's faith and the power of the devil being so affected.

To determine if a forthright show of faith repels a devil, make a contested roll of the devil's WIL + Ability Level (highest Mode or Combat Skill in the case of devil archetypes) vs. the faithful individual's WIL + Cult Doctrines.

### Immortality

Devils do not appear to age once they reach maturity. However, subtle physical changes do occur over the centuries, allowing a skilled diabolist to discern the age of a particular devil.

## Categories of Devils

### Minor Devils

#### Gremlins



Smallest of all the devils, gremlins are imp-like creatures standing just 1-4 inches in height, with shriveled features, a pointed head, horns, and a barbed tail. They are valued for their talents as artificers, tinkers, and craftsmen, and also for their enchanting skills.

When properly motivated (either by fear or the promise of a rich reward), gremlins are capable of working at remarkable speed, creating items in a fraction of the time that would be required of a traditional craftsman. However, unless carefully monitored, the creatures will often attempt to cheat their employer in some way, either by simply slacking off whenever they are not being watched or by creating substandard merchandise that only appears to be of high quality. This is especially true in the case of enchanted items, for the extra effort and

time required to create such items is considered particularly boring and laborious to gremlins.

Size: 1"-4", 1-4 oz.

Attributes:

INT +2	PER +3
WIL 0	CHA -2
STR -5	DEX +4
CON +2	SPD +2

Ability Level: 3-8

Attacks/Damage: Bite: DR 1

Armor: Tough Skin, PR 1

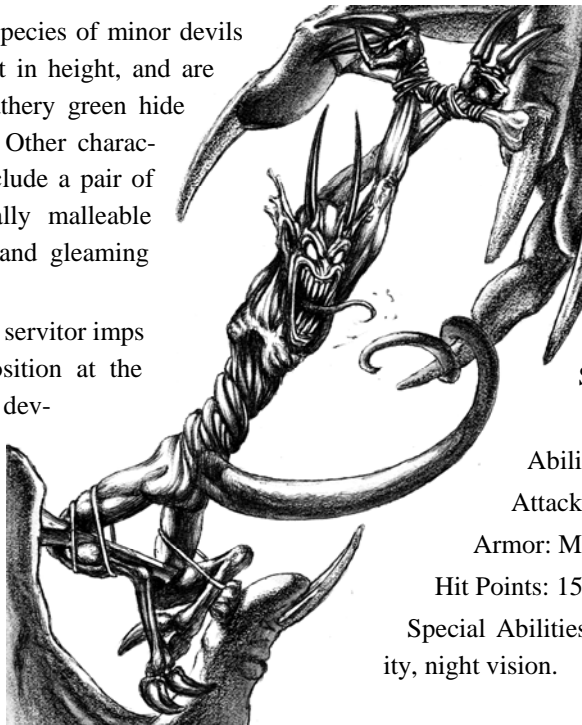
Hit Points: 2

Special Abilities: Craftsman (can construct items in a quarter of the time it would take a normal craftsman), enchanter (can create simple enchanted items without the necessity of spells of enchantment.) The maximum enchantment bonus a gremlin can work into an item is equal to half his Ability Level, rounded down. Creating an enchanted item is much slower than creating a mundane one, adding a cumulative extra week of work to the creation process per enchantment level.

### Servitor Imp

Servitor imps are a species of minor devils that stand up to three feet in height, and are distinguished by their leathery green hide and long, snakelike tails. Other characteristics of the species include a pair of curved horns, exceptionally malleable skin and facial features, and gleaming black claws and fangs.

On their home plane, servitor imps occupy an unenviable position at the bottom of the hierarchy of devils. No job is considered too demeaning for these unfortunate creatures, who appear to exist solely for the convenience of their superiors. At best, servitor imps may be employed as scullery work-



ers, menial labor, and low-class servants. More likely, larger devils will employ them in the manner of living tools, using a servitor imp as a plunger to unstop a clogged sewage line, as a brush to clean soot out of a smokestack, and so forth.

At worst, servitor imps may be used for the amusement of their superiors. A popular pastime among certain greater devils is to take hold of an imp's ankles and wrists and pull, the object being to see how far the creature will stretch; eight feet said to be the record. Arch-devils and pit devils sometimes amuse themselves by taking a servitor imp's head in one hand and squeezing it, just to see the funny faces that it makes.

Though it is likely that they would have it otherwise, servitor imps are well adapted to their dismal existence. Their leathery hide is almost completely impervious to cuts or abrasions and their extreme flexibility and diabolical constitution enables them to withstand practically unlimited abuse without sustaining permanent damage. It is of some small consolation to these creatures that their superiors are usually too preoccupied with more pressing concerns to bother with them.

Brood are known to hunt servitor imps and sell them as slaves; typically to the Zoab, who use the creatures for most types of menial labor. They also resell them in the port cities of the Midnight Realm.

Size: 2'-3' in height, 20-30 lbs.

Attributes:

INT -3	PER +1
WIL -6	CHA -10
STR -5	CON +9
DEX +2	SPD +2

Ability Level: 1-2

Attacks/Damage: Claws: DR 4

Armor: Malleable hide, PR 8

Hit Points: 15

Special Abilities: Extreme flexibility and durability, night vision.

## Squash

As part of his research on the lower planes, the wizard Kabros had the opportunity to observe a game of Squash, a favorite pastime of certain clans of greater devils:

The game is played by two teams of three individuals, each armed with a large stone club. When all have taken their places, a servitor imp is introduced onto the field of play, signaling the beginning of the game. The participants then attempt to squash the imp with their clubs, while the unfortunate creature scampers madly about trying to avoid the inevitable. The first team to flatten the imp so that its head is on the same level as its ankles is the winner.

## Lesser Devils

### Monitor Imp

Monitor imps are lesser devils of diminutive size but considerable intellect. They sometimes serve greater devils as scribes, spies, messengers, look-outs, and snitches. When bound to service, these creatures possess the additional virtue of being unable to utter an untruth. Unfortunately, tact is not an attribute normally associated with monitor imps, who are known for their biting and sarcastic wit.



Size: 1"-4" in height, 1-4 oz.

Attributes:

INT+2 PER +5

WIL 0 CHA -2

STR -5 CON 0

DEX +5 SPD 0

Ability Level: 1-4

Attacks/Damage:

Bite: DR 1

Armor: None

Hit Points: 2

Special Abilities: Detect invisible/aethereal, literate in humanoid languages, read magical scripts on INT roll

### Sardonicus (Bottle Imp)

Sardonicus are among the most malevolent and vile of all devils, possessed of a wicked intellect and

considerable magical power. Indeed, so thoroughly spiteful and cruel are these imps, they find perverse amusement and pleasure in bringing corruption, torment, and humiliation to all other creatures, including other devils.

It is precisely due to the treacherous nature of these creatures that the Shaitan first began to "bottle" sardonicus, imprisoning them in enchanted amber-glass bottles. The process of "bottling" a sardonicus



shrinks and contorts the imp, causing it no end of pain, discomfort, and anger. While the original purpose of bottling a sardonicus was to prevent it from meddling and plotting against others, the Shaitan soon discovered that the process also had an unintended side-effect: namely,

compelling the sardonicus to truthfully answer up to three questions per day, and to use its considerable powers of perception for whoever held it captive.

Over time, the practice of bottling sardonicus came to be known by other practitioners of the dark arts, and the demand for "bottle imps" (as they became more commonly known) grew. The creatures are still in great demand among certain spell casters, who employ them as familiars and occult advisors.

A bottled sardonicus desires but one thing above all others: release from its amberglass prison, and it will connive, lie, cajole, plead, and serve to enact this release. But woe to the fool who, through accident or intent, releases a sardonicus, for it will, in time, enact its vindictive and imaginative vengeance.

Size: 4"-6", 1-2 lbs. (in its amberglass prison); 3'-4', 30-40 lbs. (if released)

Attributes:

INT +6 PER 0\*

WIL +3 CHA -4

STR -6\* DEX +2

CON +1 SPD +2

\*An hour after release, the sardonicus will have reverted to its full natural size and capabilities:  
STR -2, PER +2

Ability Level: 3-16

Attacks/Damage: Sting: DR 1 plus venom, DR 6; also has Claws: DR 4 when returned to full size

Armor: Tough Skin, PR 2

Hit Points: 5 (returns to 12 at full size)

Special Abilities: Necromancy with four Modes at Ability Level, flight (poor), innate powers of divination and thought-reading (range: 100'), sense presences (range: 1000').

## Gargoyle



Gargoyles are grey-skinned, squat, and muscular creatures, with large bat-like wings, horns, and hideous features. Though they lack speed and maneuverability in the air, Gargoyles are capable of flying for great

distances without the need for rest, and can carry heavy loads.

Slow-moving and somewhat lackadaisical, Gargoyles can be motivated by gold or other riches. As such, the brutish creatures are often employed as mercenaries, guards, and heavy infantry.

(For more info, see Archetype, pp. 57)

Size: 4'4"-5'8", 220-360 lbs.

Attributes:

INT 0 PER +1

WIL +5 CHA -4

STR +7 DEX -2

CON +8 SPD -1

Ability Level: 8-16

Attacks/Damage: Fist: DR 9, Battleaxe or Warhammer: DR 17

Armor: Rock-like hide, PR 5

Hit Points: 40

Special Abilities: Supernatural endurance (never grows weary, never needs sleep), can fly at normal speed while fully encumbered.

## Greater Devils

### Shedim (Guardian Devil)

Also known as Guardian Devils, these imposing creatures stand up to ten feet tall and have metallic blue skin and a powerful physique. Like all devils they are horned, with a bald pate, narrow eyes, and a protruding jaw.

On their dismal home plane the Shedim act as servants of the mighty Shaitan and their avatars, the arch-devils. They are often employed to guard stores of treasure, gateways, and places of burial. These blue-skinned giants are notable for tireless service; once given an assignment, a guardian devil will never abandon its post until relieved of duty by a superior. Although rare in the Midnight Realm, a few of the most powerful and wealthy Tarterans can afford the services of Shedim as bodyguards or castle protectors.

Despite their brutish appearance, Shedim are surprisingly pensive creatures. They appear to relish solitude and actually enjoy duties that afford them such, passing the time in



deep introspection. Thieves or interlopers intent upon trespassing into an area presided over by a guardian devil should not be fooled by the seemingly placid manner of these great behemoths, however. True, a guardian devil may engage in idle conversation with would-be intruders, and may even show appreciation for a good tale or joke. But when aroused, these massive creatures are capable of extreme violence and also know a bit of magic.

Size: 8'-10', 600+ lbs.

Attributes:

INT +5	PER +8
WIL -1	CHA +2
STR +10	DEX +2
CON +10	SPD -2

Ability Level: 13-27

Attacks/Damage: Claws: DR 18, Axe: DR 26

Armor: Hide, PR 3

Hit Points: 54

Special Abilities: Wizardry with four Modes at Ability Level, night vision, does not tire, detect invisible or aethereal presences (range: 100')

### The Tomb-Robber and the Devil

It is said that many years ago a young tomb-robber by the name of Rasim broke into the crypt of an ancient necromancer, hoping to find a great treasure. Entering within, he came face to face with a giant guardian devil, who bade him sit and talk.

Rasim did as he was instructed, for he feared that to do otherwise would mean his life. The two soon became engaged in an animated discussion about tombs, a subject regarding which both possessed a certain degree of expertise. Their conversation continued for two days and nights, at which point the guardian devil stated that he was so impressed with Rasim's knowledge and good manners that he had decided to allow the thief to go free.

Rasim acknowledged the compliment and soon departed the tomb, though not before the guardian devil had removed one of his fingers, which the giant wished to retain as a memento of their time together..

### Enim



The Enim are a race of giant, cannibalistic devils. They have skin the color and texture of brass, curved horns, and fearsome, tusk-like fangs. On the lower planes they customarily serve Diabolus, ruler of devilkind. As suits Diabolus' whims, some are occasionally sent to the material plane, where they are known to dwell in underground caves.

Enim wield huge stone clubs in battle, and adorn themselves with necklaces made from the skulls of their victims. They enjoy cruel sport, particularly "stone-throwing," the object of which is to crush living creatures with boulders at ranges in excess of one hundred feet.

Enim have a fondness for wine, which they guzzle by the gallon with little apparent effect. Their main vice is gambling, however, Enim being unable to resist any wager that they believe they can win. No stakes are too high for these hideous giants, who sometimes allow captured creatures a chance to escape their stew-pots, providing the intended victim can best them at some game of chance. It should be noted, however, that Enim are cunning creatures, and are not above cheating.

Although far from common in the Midnight Realm, Enim can sometimes be found here. Some come to the Midnight Realm to hunt demons for their black diamond heartstones, while others hire on as mercenaries in the armies of the Nine Princedoms, serving as a sort of "living artillery" on the battlefield.

Size: 12'-15', 800-1,200+ lbs.

Attributes:

INT +6	PER +1
WIL +7	CHA -3
STR +8	DEX -3
CON +10	SPD -3

Ability Level: 11-25

Attacks/Damage: Fist: DR 14, or Stone Club: DR 32

Armor: Hide, PR 3

Hit Points: 55

Special Abilities: Wizardry with four Modes at Ability Level, night vision, immune to most non-magical attacks, harmed by brass weapons at double damage, detect aethereal/invisible presences at range of 100 feet

### Azadim (Pit Devils)



Largest and physically strongest of the greater devils, Azadim (also known as pit-devils) stand up to twenty feet in height and have copper-colored skin, curved horns, and gleaming white fangs. They favor heavy jeweled armbands, earrings, nose-rings, and a long topknot of black hair, adorned with silver and gold bands.

Azadim are typically found in the service of an arch-devil. Most are employed as overseers in the slave-pits, where the slaves and servants of devilkind

toil at such tasks as mining, stoking fires, operating infernal engines, and so on. Harsh and unrelenting taskmasters, they are known for their pitiless nature and cruel sense of humor.

Azadim covet wealth and power, and generally resent their relatively lowly position as slave-drivers. As such, they will do almost anything to impress their masters, hoping to elevate their status in the Diabolical Hierarchy. The ideal for most Azadim is to be assigned to serve as sub-commander in the diabolical armies that arch-devils employ in their ongoing wars against demonkind.

Size: 18'-22', 1,500-2,000 lbs.

Attributes:

INT +6	PER +4
WIL +7	CHA -3
STR +12	DEX 0
CON +10	SPD -3

Ability Level: 13-30

Attacks/Damage: Claws: DR 22, Barbed Great Whip: DR 20

Armor: Thick Hide, PR 4

Hit Points: 58

Special Abilities: Wizardry with four Modes at Ability Level, night vision.

### Nephilim (Nether Devil)

The most intelligent of the greater devils, Nephilim stand from eight to ten feet in height and have glistening black skin, red eyes, and well formed features; long horns and sharp white fangs notwithstanding, they are regarded by many as among the most attractive of the diabolical races. The impression is further enhanced by the sartorial habits of these devils, who typically favor jeweled rings, costly silks, and other fine raiment.

Nephilim have an innate talent for magic, and most are quite accomplished in the arcane arts. Both the males and females are employed by arch-devils as advisors, emissaries, and spies. They particularly excel at the latter occupation, as Nephilim possess the ability to alter their form at will.

Size: 8'-10', 300+ lbs.

Attributes:



INT +8      PER +6  
WIL +8      CHA +4  
STR +4      DEX +2  
CON +3      SPD +1

Ability Level: 20-30+

Attacks/Damage: As per  
weapon employed

Armor: Thin Hide, PR 1

Hit Points: 30

Special Abilities: Wizardry with eight Modes at Ability Level, night vision, alter form at will (must still be humanoid, but can alter size by up to 2' either way and switch physical attribute points around, providing any given physical attribute is not increased or decreased by more than 2 points).

### Arch-Devil



Arch-devils are the diabolical avatars of the Shaitan. In their natural form they may stand up to twenty feet in height, with coal black skin, a long topknot, and eyes that burn with a subtle fire. In fact, arch-devils resemble smaller versions of the Shaitan, who created them from their own blood, and in their own image. These sinister and duplicitous

entities are also able to adopt the forms of other humanoid beings or creatures, according to their needs or desires.

Arch-devils dwell in bleak stone castles located amidst the upper realms of the plane of Oblivion. In emulation of the Shaitan they observe a formal hierarchy of their own, and bear such titles as Prince, Princess, Minister, and Knight. While all arch-devils are bound to serve the Shaitan who created them, they do so primarily out of fear; disobedience can bring with it the pain of banishment, or the sting of sudden retribution. Accordingly, arch-devils profess undying loy-

alty to their masters, though in fact they crave power, wealth, and position, and are thoroughly unscrupulous and untrustworthy in all their dealings.

Arch-devils sometimes appear on the material planes, either through the auspices of a summoning spell, or to suit their own designs. In the latter case they usually adopt the form of mortal beings, so as to move among such peoples without their knowledge. When not preoccupied with more pressing concerns, arch-devils sometimes enjoy corrupting the morals of lesser beings, who they generally regard as akin to insects. Even the Tarterans, with whom arch-devils have been known to frequently deal, are regarded as little more than amusing, petty half-castes.

### Shaitan



Next to Diabolus, the most powerful diabolical entities are the Shaitan. Originally thirteen in number, after Zahur's treachery, some say that only twelve

Shaitan now remain in power. Others believe that a thirteenth Shaitan was promoted from the ranks of the arch-devils to take the place of the treacherous Zahur. Shaitan possess near god-like abilities, but are confined to the lower plane of Oblivion by an unbreakable oath sworn many eons ago.

### Diabolus

Lord of the Shaitan, and Tyrant of Devilkind, Diabolus is godlike in his power. Terrible beyond compare in his wrath, cunning beyond conception in the workings of his mind, and in his speech and presence, Diabolus represents every aspect of devilkind in its ultimate expression. His appearance shifts as often as his moods, and the untold eons of his existence have granted him skills and power, arcane and mundane, no mortal could ever hope to attain. Feared, adored, hated, and worshipped in equal measure by all devils, Diabolus is said to see all that occurs throughout the lower plane of Oblivion.

## DEMONS

To confuse demons with devils is a grievous, and potentially fatal, mistake. The two could not be more unlike.

Devils and their kin are governed by a complex hierarchy, with nobles, diplomats, warriors, and servitors. They adhere to the chain of command, knowing that to do otherwise would arouse the wrath of their superiors. Though rampant with greed, lust, and innumerable other vices, the society of devils is an orderly one, governed by a strict set of laws and customs.

Demons have no hierarchy, no laws, no rulers, and no organization at all. They originate from the depths of the Demonrealms: hellish wastelands ravaged by chaotic elemental forces and seething with demonic spawn. Shrieking and cursing in a thousand strange tongues, emerging from the torturous terrain like maggots from a bloated corpse, they spread like a plague, infiltrating other realities through rifts or gateways in the dimensional fabric.

Though they have no armies, demons sometimes travel en masse like swarming insects, ravaging entire lands or even entire worlds. In such cases a greater demon will usually be at the center of the horde, acting like a magnet for demons of lesser power. Whenever possible, Tarteran demon hunters seek out these entities and destroy them in order to prevent such occurrences.

### "Demonic Speech"

Demons are sentient, though not particularly intelligent, entities. Though they possess the ability to speak in tongues, demons have little on their minds save destruction. As such they make poor conversationalists, tending to babble in dead languages and utter profanities, threats, blasphemies, and so forth.

In general, it is sheer folly (or worse) to believe anything that a demon says. However, on rare occasion a demon may relate something of great importance: a shred of ancient lore, a lost secret, or some past or recent occurrence it has sensed or seen. In such instances, the challenge is discerning truth from fallacy.

## Demonic Nature

Demons are creatures of destruction. Unlike devils, they have no morality, and no sense of good or evil. They are agents of entropy, no more "evil" than a disease or a hurricane. They are part of the grand scheme of the Omniverse, their chaos and destruction perfectly balancing the ordered creation of the elementals. They are, as the scholar Thystram put it, "anti-elementals."

Abilities and limitations common to all demons include:

### Speaking in Tongues

Demons may evince this talent to a greater or lesser degree, based on their age, intelligence and degree of power.

### Immunity to Non-Magical Harm

Demons are immune to harm by non-enchanted weaponry, with the exception of silver/argentium/black adamant/shadowsteel weaponry. Non-magical weapons of this type inflict full damage vs. demons, and enchanted weapons of these types do full damage plus any magical bonus that they possess. Argentium, even unenchanted, is particularly effective, halving the demon's natural armor rating.

Weapons imbued with elemental properties inflict double damage against demons of opposite nature.

### Susceptibility to Opposing Elemental Forces

Demons comprised of elemental energies such as fire, water, and earth take double damage from elemental attacks of opposing nature, such as a fire-based attack made on a water-based demon.

### Detect Living Presences

Due to the antithetical nature demons possess in regards to natural life energies, they are capable of detecting living presences at a distance (up to several hundred feet, depending on the type of demon).

### Primal Dissolution

When destroyed, a demon's physical form returns to the inanimate substance it was before the de-



mon inhabited it. For example: Smoke demons will dissipate into thin air, rock demons will crumble to dust, and lava demons will collapse into a pool of molten rock. Amid the remains will be the demon's heartstone - a black diamond possessed of magical qualities, one carat per Ability Level of the departed demon.

## Demonic Forms

In their "natural" state, demons have no physical form, being a swirling maelstrom of negative elemental energy. Demons derive their physical form from their environment, taking whatever elemental substance is at hand and perverting it to their own use. Thus there are as many types of demon as there are elemental substances.

## Demonic Evolution

According to the Black Savants, demons begin existence as minor entities and evolve over time into creatures of increasing size and power. The Savants claim that there are five distinct stages of demonic evolution, from minor demons to the terrifying entities known as arch-demons.

In order for any demon to advance to the next stage of development, it must undergo a metamorphosis. The process takes but a few seconds but can be both unsettling and dangerous to the uninitiated observer. At the onset of metamorphosis the demon suddenly swells in a most grotesque fashion. Its outer skin then splits apart, sending bits and pieces of its elemental substance flying in all directions. Finally, with a terrible shriek or howl, the newly metamorphosed demon emerges from the obsolete shell of its former self into its new form.

The five stages of demonic evolution are as follows:

### 1st Stage: Quasi-Demons

Among demonkind, quasi-demons are the weakest in terms of magical or innate abilities. When first spawned, quasi-demons are small (one foot or less in height) creatures of indeterminate form or shape with a voracious appetite. They will feed on whatever is in

plentiful supply; organic or inorganic matter or any form of elemental or anti-elemental energy; stone, wood, fire, even darkness or light.

Quasi-demons originate as the spawn of an arch-demon, or through the process of spontaneous generation. In the former case, the quasi-demon's characteristics will resemble those of its host (see Demonic Progeny.) In the later case its form and nature will be determined by the type of sustenance it assimilates.

If a quasi-demon is somehow starved, it will slowly shrink and until it disappears entirely, its entropic energy dissipating into the aether.

Size: 1"-1', weight varies according to height and element.

Attributes:

INT -5	PER 0
WIL -3	CHA -6
STR -5	DEX +2
CON +3	SPD -2*

\* SPD +2 in chosen element

Ability Level: 1-2

Attacks/Damage: Bite or Claws: DR equal to Ability Level

Armor: Thin Hide or Partially Fluid Form, PR 1

Hit Points: 5

Special Abilities: Elemental Magic (appropriate element) with two Modes at Ability Level.

### 2nd Stage: Minor Demons

Once a quasi-demon has reached its full size (which can vary wildly among the nearly infinite types possible), it may metamorphose into the second stage of development and become a minor demon. Known varieties of minor demons include ice giants, dust demons, slime demons, grues (plant demons), iron demons, and lava demons.

### 3rd Stage: Lesser Demons

Minor demons that accumulate a sufficient amount of negative elemental energy may metamorphose into the next stage of demonic evolution as lesser demons. Lesser demons possess considerably greater innate magical abilities than their minor coun-

terparts, and are correspondingly more dangerous and destructive.

Following metamorphosis, they sometimes manifest as more basic anti-elemental forms such as earth, fire, water, and air. However, most retain their previous forms while increasing in size and destructive power.

#### **4th Stage: Greater Demons**

Lesser demons that accumulate massive levels of negative elemental energy will metamorphose into the next stage of demonic evolution as greater demons. Unlike their lesser counterparts, greater demons are not restricted to purely elemental forms. They may exhibit a variety of terrifying physical aspects and capabilities, and are capable of projecting an aura of negative elemental energy that may extend for considerable distances, depending on the demon's nature and its relative power.

#### **5th stage: Arch-Demons**

Greater demons that accumulate enough negative elemental energy over the course of many millennia can eventually metamorphose into the fifth stage of demonic evolution as the hideous entities known as arch-demons.

Though sometimes referred to as Demonlords, arch-demons do not rule over armies or kingdoms of lesser demons. Instead, these entities are a source of demonic infestation capable of spawning endless hordes of minor demons.

Arch-demons are drawn to nexuses of magical or elemental force, upon which they feed, causing them to grow to hideous proportions. Once they have attained sufficient power, they begin spawning clusters of lesser and minor demons, the creatures emerging from the arch-demon's skin, mouth, or other orifices in ever increasing numbers. Hordes of these demonspawn can eventually overrun an entire region, destroying everything in their path and spreading like a cancer upon the land.

A full-grown arch-demon may become so massive that it is incapable of movement. Its only defenses at this stage are the entities that it spawns. Eager to wreak destruction, demonspawn will gleefully

attack intruders but otherwise exhibit no allegiance to their creator.

The abilities of arch-demons vary considerably from one to another, as do the types of demons that each may spawn. Both factors are unpredictable, and completely unique types of demons may be produced by these chaotic entities.

Two entire species of demons, the ice giants of Narandu in Talislanta, and the breed known as night demons, are believed to be the spawn of arch-demons; the so-called "Ice King" and "Lord of the Night Skies" respectively.

#### **Sixth Stage: Meta-Demons**

Scholars of demonology say that there is a sixth and final stage of demonic development, yielding an entity of near-deific power referred to by some as a Meta-Demon. Most believe that at any given time, only a single such entity can exist in the Omniverse, such is the destructive power that it embodies. Those who support this theory say that there is but one sixth-stage demon extant in the Omniverse, the entity known variously as Aberon or Nihilus.

Those who disagree with this theory say that the number of meta-demons that may exist at a given time is not limited to one, but five or six. Supporting this claim are certain Sepharan runes and tablets dating back thousands of years, which describe an age during which when five entities referred to as Nether Ones (believed by some to be a euphemism for meta-demons) were all extant at the same time. The prophesied emergence of a sixth Nether One may or may not have ever occurred; more than one Sepharan text states that the arrival of the Sixth would herald "the end of the Omniverse as we know it, and the beginning of a New Age of Darkness". Whether this referred to the catastrophe known as The Great Disaster, or to some even more calamitous event that was somehow forestalled, remains a matter for conjecture.

According to the Sepharan texts, the six Nether Ones and their reputed powers are as follows:

##### **1) Azu the Destroyer**

Azu is a monstrous entity comprised of roiling negative elemental forces. Calligraphs that channel

Azu's power can be used to cause death, destruction, and disintegration.

## 2) Shazrath the Horrible

Shazrath is a hideous creature whose appearance is said to be capable of driving mortal beings mad. Calligraphs that channel Shazrath's power can be used to incite fear, hopelessness, hallucinations, and insanity.

## 3) Naaryx of the Thousand Eyes

Naaryx is a terrifying entity comprised of a mass of writhing tentacles, each terminating in an ocular organ of alien semblance. Calligraphs that channel Naryx's power can be used to incite chaos, confusion, and disorder, or to see into any plane of existence.

## 4) Ygarroth the Devourer

Ygarroth is a noncorporeal entity sometimes known as the Eater of Souls. Calligraphs that channel Ygarroth's power can be used to steal souls or destroy spiritforms.

## 5) Xaxos the Corruptor

Xaxos is an horrific entity comprised of pure, unreasoning hate. Calligraphs that channel Xaxos' power can be used to incite hatred, violence, and betrayal.

## 6) Unknown

The identity of the sixth Nether One is said to be a mystery even to the most learned Sepharan High Priests. Some believe that Aberon, also known as Nihilus, is the sixth entity. Others believe that the sixth Nether One is the enigmatic being known only as the Morgod, whose name sometimes appears in certain ancient texts.

# Types of Demons

## Aqua Demons

The curse of ocean-going vessels, aqua demons are found in watery regions throughout the lower planes. Practically invisible in water, they possess the ability to change into liquid form, or create whirlpools and dangerous undercurrents. Aqua demons are un-

comfortable out of water, and are pained by heat and fire. They are susceptible to spells of Pyromancy.

Size: 7'-7'8", 300-450+ lbs.

Attributes:

INT +2	PER +2
WIL +6	CHA -6
STR +7	DEX +1
CON +10	SPD +4*

\* in water; -4 on land



Ability Level: 4-11

Attacks/Damage: Claws: DR 13, two attacks

Armor: Elemental water, PR 3

Hit Points: 22

Special Abilities: Elemental Magic (Aquamancy) with four Modes at Ability Level, almost invisible in water (-8 to detect), adopt liquid form, create whirlpools and undercurrents (area of effect: 10' radius per Ability Level)

## Black Ice Demons

These entities resemble eight to ten foot tall, horned humanoids, with faceted, black crystalline

bodies and frightful visages. They are extremely aggressive, attacking any creatures that they encounter.

Black ice demons emanate waves of biting cold, and can also do damage with their razor-sharp claws and fangs. They are susceptible to extreme heat.



Size: 8'-10', 1,200-1,800 lbs.

Attributes:

INT +1	PER 0
WIL +5	CHA -6
STR +8	DEX -2
CON +10	SPD +1

Ability Level: 3-10

Attacks/Damage: Claws: DR 16, two attacks

Armor: Ice, PR 5

Hit Points: 45

Special Abilities: Elemental Magic (Aquamancy; Cold only) four Modes at Ability Level, emanate cold in a 10' radius (causes -2 penalty on opponents' combat rolls).

### Blue Fire Demons

These anomalous entities are found only in the Sea of Frozen Fire, in the Midnight Realm. They resemble ice-blue pyro-demons, but have webbed appendages that make them swift swimmers. They are known to attack ships that venture into the Sea of Fro-

zen Fire, as well as creatures that come too close to its shores.

The touch of a blue fire demon burns with abysmal cold, and is unlike any other form of demonic attack. Wounds caused by these entities will not heal normally, and can only be healed by magical means such as spells, elixirs, and so forth.

Blue fire demons are vulnerable to extreme heat.

Size: 7'-8', 250-300 lbs.

Attributes:

INT +2	PER +2
WIL +6	CHA -6
STR +7	DEX +1
CON +7	SPD 0*

\*SPD +4 in the Sea of Frozen Fire

Ability Level: 3-10+

Attacks/Damage: Claws: DR 12, Tail: DR 10, plus burning damage on each attack: DR 4

Armor: Scaly Hide, PR 2

Hit Points: 38

Special Abilities: Aquamancy (Cold) with four Modes at Ability Level, the burning cold inflicted by touch cannot be healed by any mundane means.



## Drought Demons



These ghastly entities resemble emaciated, horned humanoids with hideously wrinkled brown hide. They are generally found only in arid regions, though groups of drought demons that wander into fertile areas can turn

such places into barren wastelands.

Drought demons emanate an aura that can kill all types of plants and fungi, turning arable land into desert. The deadly touch and bite of these demonic entities can quickly drain the moisture from a living creature's body, leaving behind a dry, desiccated husk.

Drought demons are vulnerable to life-based magic, such as healing spells and spells of Natural Magic that encourage the growth of plants.

Size: 6'6"-7', 75-100 lbs.

Attributes:

INT +5	PER +3
WIL -3	CHA -6
STR -3	DEX 0
CON +4	SPD -1

Ability Level: 3-10+

Attacks/Damage: Claws: DR 6, Bite: DR 4, both attacks also inflict dehydration damage equal to the demon's Ability Level.

Armor: Papery Hide, PR 1

Hit Points: 20

Special Abilities: Aura of drought with a radius equal to 5' times the demon's Ability Level (small plants and fungi wither and die within a matter of minutes, larger plants can take several hours to die)

## Dust Demons

These entities resemble a whirling vortex of dust and sand, vaguely humanoid in form and standing from ten to sixty feet in height. Eyes like black holes in space and a fanged, gaping maw are occasionally visible within the demon's swirling form.

Dust demons are capable of flight, and can wreak havoc on airborne ships and flying creatures. They can asphyxiate living creatures, or toss even fairly large humanoids up to a hundred feet in any direction.

Dust demons are susceptible to water-based attacks and spells of Aquamancy.

Size: 10'-60', 5-30 lbs.

Attributes:

INT +6	PER +3
WIL +7	CHA -6
STR +6	DEX +4
CON +10	SPD +6

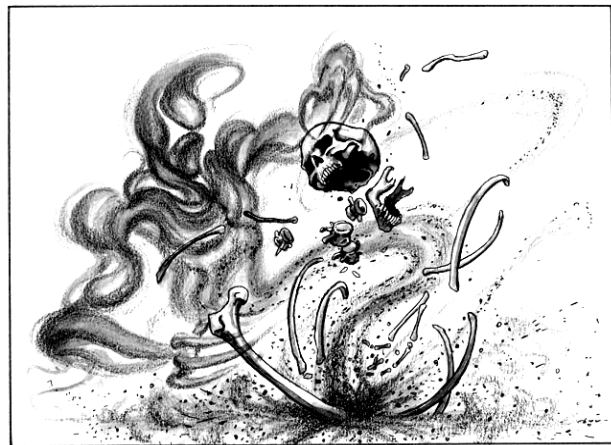
Ability Level: 5-12+

Attacks/Damage: Suffocation: DR equal to Ability Level

Armor: Largely Insubstantial: Most physical attacks only cause 1-2 points of damage plus any enchantment bonus.

Hit Points: 10-60

Special Abilities: Aeromancy with four modes of choice at Ability Level, flight



## Earth Demon



Earth demons are hulking entities whose bodies are comprised of soil and rock. These creatures can tunnel through earth and stone at will, producing a substantial amount of seismic activity, noise, and dust. Earth demons subsist on a diet of rocks and

minerals, voiding gemstones, which they cannot digest. They possess an aversion to water and strong winds, and are susceptible to spells of Aeromancy, which do twice the normal damage vs Earth Demons.

Size: 6'-6'2", 1,000+ lbs.

Attributes:

INT -1	PER -2
WIL +5	CHA -6
STR +8	DEX -5
CON +10	SPD -2

Ability Level: 6-13

Attacks/Damage: Fist: DR 18; six limbs, up to three attacks

Armor: Stony exterior, PR 8

Hit Points: 40

Special Abilities: Elemental Magic (Geomancy) with four Modes at Ability Level, pass through earth and stone at will

## Iron Demons

These entities resemble metallic-scaled, horned humanoids. They stand from seven to ten feet in height and have sharp metal fangs, long metal claws, and a sinuous, spiked tail.

Iron demons are extremely vicious, even by demonic standards. They use their claws to slice or im-

pale prey, and can batter or constrict victims with their spiked tail.

Iron demons are particularly vulnerable to electrical attacks.

Size: 7'-10', 500-800 lbs.

Attributes:

INT 0	PER 0
WIL +7	CHA -6
STR +8	DEX -3
CON +10	SPD -2

Ability Level: 3-10+

Attacks/Damage: Claws: DR 14, Bite: DR 8, Tail: DR 16, two attacks

Armor: Metallic Scales, PR 8

Hit Points: 50

Special Abilities: Can constrict targets with tail (if the demon achieves a Critical Success with a tail strike, it can then constrict the victim, inflicting DR 8 per round, without needing to roll to hit)



## Lava Demons

These entities resemble smoldering, misshapen hulks, essentially humanoid in form, but comprised of



magma. They stand up to eight feet in height, and leave deep, smoking footprints in their wake.

Lava demons emanate heat and toxic vapors, and can immolate flammable objects by touch. They experience discomfort from cold, and from water.

Size: 6'-8', 750-1,000 lbs.

Attributes:

INT 0	PER 0
WIL +6	CHA -6
STR +7	DEX -2
CON +10	SPD -2

Ability Level: 3-10+

Attacks/Damage: Fist: DR 16

Armor: Magma Crust, PR 4

Hit Points: 42

Special Abilities: Elemental Magic (Pyromancy; Magma) with four Modes at Ability Level, ignite combustibles by touch, emanate intense heat and toxic vapors in a 10' radius (victims must make a CON roll or suffer a -4 penalty on all combat rolls due to heat-stroke and nausea)

### Mist Demons

These entities resemble amorphous, horned humanoids, their bodies comprised of animate mists. Being largely insubstantial, mist demons are regarded as the weakest of all the known types of demons. They are susceptible to damage by fire, and can be easily dispersed by strong winds. Their only form of attack is to engulf and suffocate victims in their misty forms.

Size: 5'-7', no applicable weight

Attributes:

INT +3	PER +3
WIL +2	CHA -6
STR N/A	DEX +3
CON N/A	SPD +2

Ability Level: 3-6

Attacks/Damage: Suffocate: DR equal to Ability Level per round.

Armor: None

Hit Points: 15

Special Abilities: Elemental Magic (Aeromancy) with two modes at Ability Level, largely insubstantial: Most physical attacks only cause 1-2 points of damage plus any enchantment bonus.



### Night Demon

These entities resemble four-armed, horned and winged humanoids, yet are notably less monstrous in appearance than their fellow demons. Generally speaking, their bodies are well-formed, and their facial features neither misshapen nor malformed.

Tarteran scholars long ago determined that night demons are different from the other varieties of demonkind. Though these creatures exhibit many attributes common to other demons, it is clear that night demons possess a higher degree of intelligence. This

is evident from the fact that they are known to use weapons, and some are even known to work as mercenaries and assassins.



Some scholars of demonic lore believe that night demons are simply a more evolved species of lesser demon: a mutation or adaptation of some sort that occurred spontaneously, without outside influence. A more sinister theory is that night demons are sorcerous hybrids: a combination of lesser demon and mortal, like a demonic counterpart of the Tarterans. In any event, there is no doubt that these entities pose a threat to the Nine Princedoms, and perhaps to others as well.

(For more info, see Archetype, pp. 57)

Size: 6'-6'8", 180-260+ lbs.

Attributes:

INT +3	PER +2
WIL +4	CHA -6
STR +4	DEX +4
CON +8	SPD +3*

\* airborne and on the ground

Ability Level: 7-14

Attacks/Damage: Claws: DR 6, Brass Sword or Spear: DR 14; up to two attacks per round

Armor: Hide, PR 2

Hit points: 32

Special Abilities: Necromancy with four Modes at Ability Level, flight, one extra attack per round at no penalty, see in absolute or even magical darkness, invisible in darkness (cannot be detected except by magic or special ability, such as night vision), weakened by daylight (-2 to all actions), magical light causes 1hp damage per spell level.

### Plague Demon



These horrid creatures resemble malformed horned humanoids, five to seven feet in height. Their yellow-green hide is covered with oozing sores and cankers, and they radiate an aura that can spread disease and pestilence for miles in all directions. The claws and bite of a plague demon are especially dangerous, and can cause virulent diseases of many types.

Plague demons are particularly vulnerable to healing spells.

Size: 5'-7', 100-150 lbs.



Attributes:

INT +3      PER +2  
WIL +6      CHA -6  
STR +6      DEX -1  
CON +10     SPD -1

Ability Level: 5-13+

Attacks/Damage: Claws: DR 8, Bite: DR 12, both also cause infection

Armor: Pustulent Hide, PR 4

Hit Points: 30

Special Abilities: Pestilential Aura with a radius of 10' per Ability Level (any creatures within the aura must make successful CON rolls once each round or contract any single disease determined by the GM)

### Plant Demon

Plant demons are destructive entities that hail from the Demonrealms. They feed on the life energies of plants, trees, and other living things, absorbing the life force of all living things within their sphere of influence. Vegetation affected by a Plant Demon will gradually wither and die; living creatures will begin to fall sick, developing strange ailments or aging at an unnaturally rapid rate.

Size: 4'-5', 70-90 lbs.



Attributes:

INT +5      PER +6  
WIL -2      CHA -6  
STR -3      DEX -2  
CON +3      SPD -1

Ability Level: 3-10

Attacks/Damage: Touch: DR 2 per Ability Level (successful CON roll to resist results in half-damage); or as per spell-like ability employed

Armor: Bark, PR 3

Hit Points: 30

Special Abilities: Natural Magic with four Modes at Ability Level, regenerate damage from non-enchanted weapons (two points per level, per round), sense living things (range: 100 ft. per level), susceptible to fire (inflicts double damage)

### Psycho-Demons

These enigmatic entities are perhaps the most terrifying of all demons, as they have no single, set form. Instead, they manifest as a series of hallucinations, metamorphosing from one horrible shape to another, seemingly at random.

Psycho-demons can radiate waves of terror, hatred, jealousy, greed, madness, or just about any negative or destructive emotion. The mere presence of such an entity can instill sudden suicidal, homicidal, or destructive impulses in all sorts of living creatures.

Psycho-demons are particularly feared, for they can only truly be harmed by magics intended to soothe or calm emotions. They are not incorporeal, nor are they spiritforms. Rather, they are a swirling mass of chaotic and dark emotion.

Size: Varies constantly, weight not applicable

Attributes:

INT +3      PER +3  
WIL +6      CHA -6  
STR N/A     DEX 0  
CON N/A     SPD +3

Ability Level: 5-13+

Attacks/Damage: None

Armor: None

Hit Points: 30

Special Abilities: Emanate negative emotions in a 10' radius (creatures within the area must make WIL rolls each round to resist the foul impulses they are subjected to. If they fail they must act in an aberrant manner dictated by the GM)

### Pyro-Demon



Pyro-demons are fearsome entities whose bodies are comprised of solid flame. They are able to breathe fire or smoke at will, and can ignite combustibles at a touch. The presence of a pyro-demon is seldom difficult to discern, for the creatures

radiate a good deal of heat and give off a stench of burning sulfur.

Pyro-demons possess an extreme aversion for water, which can be fatal to them, and to cold, which causes them great discomfort. They are also very susceptible to spells of Aquamancy.

Size: 6'10"-7'2", 260-300+ lbs.

Attributes:

INT +1	PER +1
WIL +7	CHA -6
STR +6	DEX +2
CON +9	SPD +3

Ability Level: 3-10

Attacks/Damage: Claws: DR 12, Tail: DR 10, Fiery breath: DR 12

Armor: Scaly hide, PR 2

Hit Points: 36

Special Abilities: Pyromancy with four Modes at Ability Level, ignite combustibles by touch, breathe fire or smoke at will

### Rock Demons

Largest of the elemental demons, rock demons range in height from ten feet to well over a hundred feet. They resemble massive, horned humanoids, their bodies appearing to have been carved from rough stone.

Slow-moving and lacking in intelligence, rock demons are the most physically powerful of all known demons. They are capable of causing rock slides, avalanches, and - in sufficient numbers - earthquakes.

Rock demons are vulnerable to the attacks of Aero-mancy.



Size: 10'+, 3,500+ lbs.

Attributes:

INT -2	PER -4
WIL +6	CHA -6
STR +12	DEX -6
CON +15	SPD -4

Ability Level: 8-15+

Attacks/Damage: Fist: DR 25

Armor: Rocky Hide, PR 12

Hit Points: 60

Special Abilities: Elemental Magic (Geomancy; Rock and Stone) with six Modes at Ability Level, pass through stone at will

## Sand Demon



Sand Demons are horrid demons that hold an affinity for dry, desert regions. Vampiric by nature, these creatures can create mirages with which they lure the unwary into their clutches.

Their usual method of at-

tack is to lie submerged beneath the sands, waiting for the victim to approach close enough to be caught and dragged below the surface. The bodies are sometimes found years later, hollow and desiccated in the shifting sands.

Like earth demons, sand demons possess an aversion to wind and water, both of which cause them discomfort. They are most susceptible to spells of Aeromancy.

Size: 7'-7'4", 200-230 lbs.

Attributes:

INT +3	PER +3
WIL +7	CHA -6
STR +6	DEX +2
CON +10	SPD +1

Ability Level: 5-12

Attacks/Damage: Claws: DR 12, Bite: DR 10 + DR 3 blood drain per round

Armor: Sandy exterior, PR 2

Hit Points: 42

Special Abilities: Elemental Magic (Geomancy; Sand) with four Modes at Ability Level; create mirages (area of effect: 10 foot radius per level)

## Slime Demons

These squat, brutish entities resemble misshapen horned humanoids seven to eight feet in height, their

bodies dripping with muck and mire. They emit a horrible stench reminiscent of decaying vegetation and brackish water, and leave a trail of brownish green slime in their wake.

Slime demons kill by engulfing their victims within their viscous forms, where they are eventually dissolved and assimilated into the demon's own substance, a sight said to be horrific in the extreme as the victim's struggles are visible within the murky depths of the creature. They are most often found in swamps and bogs, or along the banks of lakes and rivers.

Slime demons are susceptible to fire-based attacks.

Size: 7'-8', 400-500 lbs.

Attributes:

INT -1	PER +1
WIL +6	CHA -6
STR +7	DEX -2
CON +10	SPD -1

Ability Level: 5-13+

Attacks/Damage: Slam: DR 8, two attacks

Armor: Crusted Muck, PR 1

Hit Points: 36



Special Abilities: Caustic Embrace (if the slime demon succeeds in making two consecutive slam attacks on the same target, in the same round, that target is

completely engulfed by the demon. The victim starts to drown and dissolve in the demon's foul form, taking damage each round equal to the demon's Ability Level. The demon can still continue to fight normally while engulfing a victim, and all the victim's actions are penalized with a -4 penalty)

### Smoke Demons



These entities resemble seven foot tall horned humanoids, their unnaturally narrow bodies comprised of roiling masses of dense black or gray smoke. They emit a strong smell of burning sulfur that can be detected at great distances.

Smoke demons asphyxiate their victims by exhaling a gout of thick, acrid smoke; the demon's exhalations can also be used as a smokescreen, or simply to temporarily blind opponents. Being lighter than air, smoke demons can hover or float on the wind, allowing them to easily bypass walls and fortifications, or to attack airborne vessels and flying creatures.

Air-based attacks are anathema to these demons, causing the smoke that comprises their physical forms to be dispersed.

Size: 6'6"-7'6", weight is not applicable

Attributes:

INT +1	PER +3
WIL +4	CHA -6
STR N/A	DEX +4
CON N/A	SPD +1

Ability Level: 3-10

Attacks/Damage: None

Armor: None

Hit Points: 24

Special Abilities: Exhale a cloud of thick smoke with a 10' radius (victims within the cloud must make a

successful CON roll each round or start to suffocate, taking DR 2 per round. Visibility within the cloud is almost nil, inflicting a -8 penalty on all actions reliant on sight. Smoke demons have no difficulties in seeing through the smoke), can hover and float, largely insubstantial: Most physical attacks only cause 1-2 points of damage plus any enchantment bonus.

### Storm Demon

Storm demons are frightful winged entities that radiate negative electrical and elemental energies. They are able to generate wind, rain, and thunder, and can hurl shards of lightning like javelins. Their very touch is sufficient to electrocute lesser creatures, metal armor providing no protection from this form of attack. Groups of storm demons acting in concert are known to be able to create tempests of sufficient intensity to capsizе the largest of sea vessels.

They are powerless to affect structures of earth or stone, however, and are susceptible to damage from spells of Geomancy.

Size: 7'6"-8', wingspan 20'+, 600-700 lbs.

Attributes:

INT +1	PER +2
WIL +7	CHA -6
STR +7	DEX +1
CON +10	SPD +7*

\* in air; -3 on ground

Ability Level: 8-15



Attacks/Damage: Thunderbolt: DR 3 per Ability Level (range: 10 ft. per level), or Touch: DR 2 per Ability Level (electrical damage, no protection from armor)

Armor: None

Hit Points: 45

Special Abilities: Aeromancy with five Modes at Ability Level, flight, hurl thunderbolts (one per Ability Level, per day)

### Void Demon

These powerful entities are believed to originate from the Void, a negative energy dimension situated in the depths of the lower planes. They are vaguely humanoid in form, and have a horrifying horned visage, bat-like wings, and a serpentine tail.

Void demons emanate waves of entropy and destruction that can affect both living creatures and non-organic substances. The presence of such an entity can erode stone, rust metals, and cause wood, cloth, or paper to rot or disintegrate. The mere touch of a void demon leaves a permanent, searing mark, while its deadly grasp can cause complete disintegration.

Magics consisting of positive, creative energy are anathema to these foul demons. For example, spells of conjuration, if focused directly within the entity, inflict damage equal to twice the spell level.



Size: 8'-9', weight not applicable

Attributes:

INT +4            PER +4

WIL +6            CHA -6

STR N/A          DEX +3

CON N/A          SPD +3

Ability Level: 10-20+

Attacks/Damage: Disintegrating touch: DR equal to Ability Level

Armor: None

Hit Points: 46

Special Abilities: Entropic Aura with a radius of 10' (everything physical within the aura, be it living or dead, animate or inanimate, takes damage equal to the half demon's Ability Level, every round! Only magic can ward against this, including magical items), flight, incorporeal

## Inhabitants of the Underworld

### Shadowforms

Found throughout the Underworld and elsewhere, Shadowforms are spirits of the dead given shape by the will of Death. The race of Ebonites is one such species, though there are many others, including dragons, eqs, shadowights, and many more.

Common attributes of shadowforms include:

- Aversion to light
- Susceptible to magical light (1hp damage per spell level)
- Ability to become corporeal or incorporeal
- Revert to shadows upon "death"

There is much debate among scholars of the lower planes regarding Death's purpose in creating these entities. While theories abound, no one knows for certain what the truth may be.

### Disembodied Spirit

These minor spectral entities are the spiritforms of deceased creatures and beings who - for one reason or another - have become lost or stranded en route to their next incarnation. Some have met a particularly violent or unjust end, refusing to move on to their

next life until they have been avenged. Others were the victims of miscast spells, abortive attempts at astral travel, or other unfortunate circumstances.

It is these spirits that are most often preyed upon by phasms, also called astral vampires. Those that avoid such a fate must still contend with spirit-catchers and soul-traders, who will bind lost souls into soulstones for use as trade goods or the ingredients for enchantment. (See *Soul-Binding*.)



Size: 5'-7', weightless

Attributes: As per former life

Ability Level: Any

Attacks/Damage: Energy attack: DR 1 per level

Armor: None (non-corporeal)

Hit Points: 10

Special Abilities: Possess/inhabit inanimate objects, flight, pass through solid substances at will, harmed only by silver, magic, or other extra-dimensional entities

### Necrophage

These soulless entities are living beings who have somehow been divorced of their soul, preventing them from ever achieving any sort of permanent death. Even dismemberment will not truly slay these pitiful creatures. Only the complete destruction of the body (by fire or magic) will bring it peace.

Necrophages are near-mindless undead who crave the release they cannot have, a craving that

manifests in a literal hunger for corpses. They haunt the tombs, crypts, and mausoleums of the mortal realm and the lands of the Underworld, gnawing on the bones of the dead and muttering to themselves in the dark.

Traveling through subterranean networks of caves and tunnels, necrophages may be encountered almost anywhere across the lower planes, including the Midnight Realm. Some say there may be thousands of these creatures lurking in the depths of the Thane ruins and catacombs.

Size: 6'4"-7', 120-180+ lbs.

Attributes:

INT -2            PER +2

WIL +3            CHA -7

STR +4            DEX -2

CON +5            SPD -1

Ability Level: 5-11

Attacks/Damage: Bite: DR 8, Claws: DR 10 (CON roll to resist contracting disease known as "corpse-rot")

Armor: None

Hit Points: 25

Special Abilities: Harmed only by silver and magic, night vision, detect scent of carrion or bones at range of two miles, dismembered body parts may continue to attack, regenerate 6 hp per round



## Shadowight

Mortals or Ebonites who have angered Death are sometimes cursed to wander the afterlife as one of these miserable, incorporeal spirits. Shadowights despise their spectral bodies and crave corporeality, which they seek to gain by preying upon living beings. They are able to rob living creatures of their substance by touch, thereby attaining a semblance of solidity and warmth. These stolen qualities last but a few hours before again fading, requiring shadowights to constantly seek new victims to satisfy their longing. Living creatures may survive an attack by shadowights, but if drained of all their physical substance, their bodies simply cease to exist, and they themselves become shadowforms.

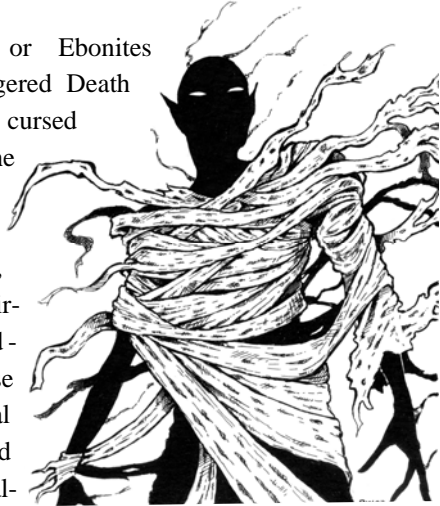
While in spectral form, shadowights cannot be harmed by weapons of any sort. They are dismayed by strong light and can be dispersed by magical light. Ironically, once a shadowight has gained a measure of corporeality from a living being, it can be slain by silver or magic weapons. Some Ebonites claim that this is the true desire, even if subconscious, of all shadowights: to be slain while possessing physical form, so that their spirit selves may finally pass into the next world.

Shadowights can be found throughout the Underworld, where they are most common, as well as the Midnight Realm and the lower planes. They are often found haunting the site of their demise or burial ground, though Othyrians tell tales of ships on the Sea of Lost Souls crewed by shadowights and other grim beings.

Size: 6'6"-7'6", weightless

Attributes: As in life

Ability Level: 1+



Attacks/Damage: Touch: DR 6 +Ability Level (drains substance of similar creatures; lasts ten minutes per hit point; completely drained victims become shadowforms)

Armor: None

Hit Points: as per drained hit points

Special Abilities: Immune to weapons while in spectral form, may be slain by silver or magical weapons in corporeal form, dismayed by strong light (-5 to all actions), dispersed by magical radiance (1hp damage per spell level)

## Shadowmane

Shadowmanes are spectral steeds that hail from the dark environs of the Underworld. Black as pitch, they have long flowing manes and eerily glowing eyes.

Shadowmanes are often used as steeds by the Ebonites. They are rarely encountered alone, though herds of wild shadowmanes are said to roam certain isolated regions of the Underworld.

Size: 5'+ at the shoulder, 400-600 lbs. when corporeal, no weight when incorporeal

Attributes:

INT -3 PER +3

WIL +4 CHA -5

STR +3 DEX +3

CON +4 SPD +7

Ability Level: 5-10

Attacks/Damage:

Chilling Kick: DR 15,

Cold Bite: DR 7

Armor: None

Hit Points: 35

Special Abilities: See

clearly in even magical darkness; detect invisible and aethereal presences by sight; immune to damage from unenchanted weapons and those not noted for damaging extra-dimensional entities; dismayed and partially blinded by strong light (-5 to all actions); damaged by magical radiance (suffers damage equal to the Level



of the light spell); change from corporeal to incorporeal form at will (change takes one round); emanates an aura of death in a 10' radius (this spooks normal animals, and these must make a WIL roll or flee the shadowmane's presence).

### Shadow Dragon



Shadow dragons are the spirits of ancient dragons that chose or were chosen to serve Death. Vaguely reptilian in form, these massive spectres are as black as night, and have eyes that glow faintly white in the darkness.

Shadow dragons are discomfited by strong light, and like most denizens of the Underworld can be harmed by magical radiance. Enchanted weapons, and weapons made of materials that are harmful to extra-dimensional entities, can destroy these beasts.

Size: 20-40' in length, 4-8 tons when corporeal, no weight when incorporeal

Attributes:

INT -6	PER +1
WIL +10	CHA N/A
STR +10	DEX -2
CON +8	SPD 0*

\*on land or in the air

Ability Level: 5-15

Attacks/Damage: Bite: DR 32, Claws: DR 30, Tail: DR 28

Armor: Thick Scales, PR 8

Hit Points: 65

Special Abilities: See clearly in even magical darkness; detect invisible and aethereal presences by sight;

immune to damage from unenchanted weapons and those not noted for damaging extra-dimensional entities; dismayed and partially blinded by strong light (-5 to all actions); damaged by magical radiance (suffers damage equal to the Level of the light spell); change from corporeal to incorporeal form at will (change takes one round); emanates an aura of death in a 10' radius (this spooks normal animals, and these must make a WIL roll or flee the shadow dragon's presence).

### Ghast

Ghasts are greater entities that hail from the dark, uncharted regions that lie in proximity to the Underworld. In the Midnight Realm, they are known to inhabit parts of Shadowmoor, Deadwood Forest, and the ancient tombs that lie buried beneath the Valley of Shadows.

Drawn by the scent of death, these horrid creatures can often be found in crypts, tombs, and barrows.

Though frail and unhealthy-looking, ghasts possess fearsome strength, and cannot be harmed except by magical means. Possessed of a diabolical, and often insane, intelligence, they are known to covet enchanted items and soulstones, and to converse with spiritforms, the skulls of their victims, even themselves.

Size: 7'6"-8', 160-200 lbs.



Attributes:

INT +5	PER +8
WIL +8	CHA -7
STR +7	DEX -5
CON +10	SPD +2

Ability Level: 16-30

Attacks/Damage: Claws: DR 13

Armor: None

Hit Points: 42

Special Abilities: Necromancy with five Modes at Ability Level, night vision, detect invisible/aethereal presences (range: 100 feet per level), harmed only by silver or magical weapons and spells



## Necromanes

Necromanes are arch-spectres: spirits chosen by Death to serve as his avatars. Ascension to the rank of Necromane is a great honor among Ebonites, though Death may also occasionally choose a powerful mortal sorcerer for ascension. Most act as guides, directing the endless queues of spirits as they undertake the long voyage along the Forever Road to the Halls of Death. Others sit at the hand of Death, ready to undertake any service he requires.

Most necromanes never venture outside of their home plane. However, some are known to travel to other realms at the behest of their master, either as emissaries or to perform certain specified tasks. So it is that these dire entities may sometimes be encountered in the Midnight Realm.

These dark entities may stand up to twenty feet in height, and are both awesome and frightening to behold. They dress in hooded robes and cloaks, typically stark white in color, and wield great scythes decorated with skulls and other necromantic emblems. Their forms appear to be comprised of solid blackness, and their visages lacking in any discernible features save for the narrow eyes, which emit an otherworldly glow.

On many of the material planes, necromanes are referred to as "Angels of Death"; an overly dramatic term, yet one which conveys the essential purpose of these dark entities. The presence of a necromane on the material plane almost always means that someone has died, and is ready to move on to the next world. They can sometimes be seen overlooking the scene of a great battle or other event of cataclysmic proportions. It is typical of these entities to perform their duty without rancor, while at the same time remaining oblivious to pleas for mercy, bribes, or threats.

On their home plane, necromanes are known to serve as guardians of the Underworld, patrolling the outlying regions for intruders. Any who are foolish

enough to enter these domains without permission are captured and brought before Death for summary judgement, usually with grim results. Others patrol the lower levels of the Aethereal Sea, looking for spiritforms that may have eluded judgement due to oversight or other unusual circumstances. Necromanes who have been assigned to such duties are always on the alert for Reincarnators - the spiritforms of Torquaran Necromancers, who are protected from Death so long as they can avoid the retribution of their nemeses, the Xambrians. Reincarnators who have been slain by a Xambrian are fair game for necromanes, who bear a long standing grudge against these malevolent entities.

Despite their frightful appearance, necromanes are not evil, any more than Death itself is evil. All serve a function in the endless cycle of Birth, Death, and Renewal, that is the mystery of existence.

Size: 7'+

Attributes: Varies, all at least +6

Level: 50

Attacks/Damage: As per spell/weapon employed

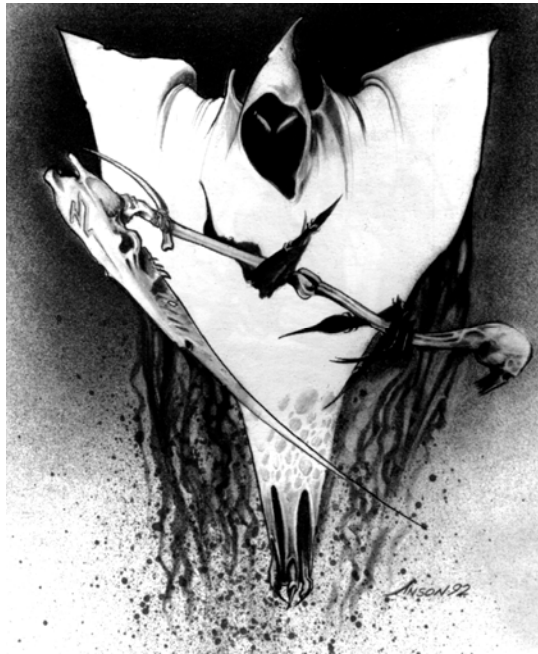
Armor: Black robes, PR 14

Hit Points: 70

Special Abilities: Flight, Necromancy with ten Modes at Ability Level, detect invisible/aethereal presences, incorporeal at will, teleport/dimensional travel at will, emanate darkness in a 10' radius area at will

## Death

The ruler of the Underworld, Death is a mysterious entity whose duty it is to determine the next destination of the souls of the departed. Though humorless and grim in nature, Death is not truly "evil." Rather, Death represents just one of the forces in the Eternal Cycle of Birth, Death, and Renewal. Death is served by his shadowform people, the Ebonites, and his loyal avatars, the incorporeal beings known as Necromanes.



## OTHER EXTRA-DIMENSIONAL ENTITIES

### Fiend

Formed from the collective fear of the dark of mortal dreamers, fiends are despicable creatures who originate from the Nightmare Dimension, but may be found throughout the lower planes. They possess the uncanny ability to use shadows as gateways, a talent that enables them to travel from one plane to another, and renders them virtually impossible to detect in darkness. Fiends are sometimes employed as kidnappers, spies, and informers by more powerful entities. They appear to enjoy scaring and tormenting weaker creatures, but fear magic and are averse to strong light.

Size: 7', weightless



#### Attributes:

INT +3 PER +5  
 WIL -5 CHA -5  
 STR +5 DEX +3  
 CON +5 SPD +5  
 Ability Level: 4-11

Attacks/Damage:  
 Claws: DR 11

Armor: None

Hit Points: 13

Special Abilities:  
 Stealth at Ability

Level, inter-planar travel through shadows, +5 to Stealth in darkness

### Nightstalker

Nightstalkers, like their lesser relatives the fiends, are born amid the psychic swirls of the Nightmare Dimension, forged from the collective fear of death among dreamers everywhere.

On their home plane, nightstalkers often serve more powerful entities as hunters and assassins. They attack by invading the dreamscape of their chosen victim, whom they seek to slay by "devouring" their



victim's astral body. Only by feeding on the astral energies of living creatures can nightstalkers sustain themselves; in their physical form they can kill, but cannot obtain nourishment.

Victims slain in their dreams by a nightstalker suffer the death of their physical form as well, but they appear

as if they have simply died in their sleep. Unless a nightstalker is driven off or slain, its chosen victim will be unable to awaken until the ordeal is over. Those fortunate enough to have survived the attack of a nightstalker usually suffer no physical harm, though a close call can sometimes cause such a fright that the victim's hair will turn white.

Size: 10'-12', 1800-2200 lbs

#### Attributes:

INT +5 PER +5  
 WIL +5 CHA -6  
 STR +5 DEX +5  
 CON +5 SPD +5

Ability Level: 11-25

Attacks/Damage: Claws: DR 13

Armor: PR 2

Hit Points: 55

Special Abilities: Appear simultaneously on both the astral and material planes, attack sleepers in astral form, unaffected by spells of Illusion, acrid breath causes sleep (on material plane only; victims may resist on CON roll versus Ability Level)

## MIDNIGHT REALM FAUNA

### Aramatus

The aramatus, or "armored leech," is a denizen of swamps, bogs, cesspools, and quagmires. These serpentine predators lurk within their lairs in underwater caves and crevices, waiting to ambush unsuspecting victims. Aramatus attack by latching onto victims with their powerful jaws, which are lined with rows of inward-curving fangs. It is almost impossible to break free of the jaws of an aramatus.



Size: 20'+ in length, 200+ lbs.

Attributes:

INT -8    PER +2  
 WIL +4    CHA N/A  
 STR +5\*    DEX -2  
 CON +2    SPD +2

\* bite is STR +8

Ability Level: 4-10

Attacks/Damage:

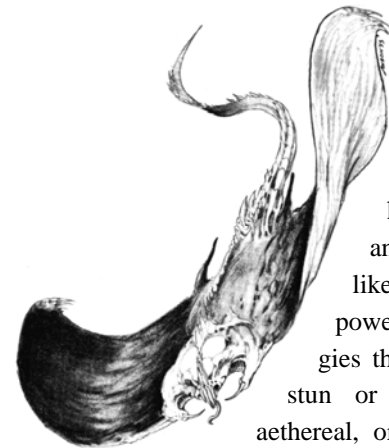
Bite: DR 14 +blood drain (DR 4 per round; successful DEX or Healing roll needed to remove jaws, or victim suffers additional 2 HP damage from blood loss), Constriction: DR 10 per round

Armor: Armored plates, PR 6

Hit Points: 32

Special Abilities: None.

### Bat Manta



Bat manta are terrible winged creatures that resemble huge, black manta rays, with horned protuberances and a whip-like tail. They radiate powerful psychic energies that can be used to stun or instill terror in aethereal, or material beings. Bat manta are sometimes em-

ployed as flying steeds by sorcerers and folk such as Brood and Ebonites.

Size: 20 + ft. wingspan, 400 + lbs.

Attributes:

INT -5            PER +7  
 WIL 0            CHA N/A  
 STR +10        DEX +5  
 CON +10        SPD +5

Level: 3-10

Attacks/Damage: Electrical discharge: DR 12 (range: 100 ft.), or cause fear (roll vs WIL to resist); Tail or Wings: DR 10

Armor: Hide, PR 2

Hit Points: 26

Special Abilities: Flight, detect invisible/aethereal presences (range: 100 ft. per level), night vision, immunity to psychic probing or mental influence.

### Brainworm



The brainworm is a small, but much feared, parasite found in undeveloped areas throughout the Midnight Realm. In the larval stage they

rarely exceed an inch or two in length, and perhaps an eighth of an inch in diameter at most.

These blood-red annelids are most active in the evenings, when they emerge from the ground in search of a living host; preferably a creature sleeping, hibernating, or otherwise inactive. Entering through an ear or other suitable orifice, the parasite makes its way into the unwitting host's brain, where it slowly begins to feed.

A brainworm may remain inside a creature for weeks, burrowing into the victim's brain and growing in size, before the unfortunate host realizes that some-

thing is wrong. Initial symptoms include headaches, loss of memory, and blurred vision. In the advanced stages, the victim may suffer delusions, madness, and loss of sight or other senses. The symptoms grow progressively worse for approximately three weeks, until the brainworm - now several feet in length and at the end of its life-cycle - gives birth to a clutch of twenty or more larva before expiring. The death of the host usually occurs soon afterwards.

If detected early on, a brainworm can sometimes be removed by the application of certain medicinal purges or solutions. Inserting a young shiv in one's ear may also provide a cure, as these insectoids are known to eat brainworms. The latter procedure, while often successful, is said to be extremely painful, and may yield unexpected side-effects. For example, the shiv itself may temporarily take up residence within the host's cranium, or - worse yet - may lay a cluster of its own eggs before departing.

### Broodwurm



Broodwurms are massive creatures that range from three hundred to six hundred feet in length, and up to sixty feet in diameter. They are used as living aethereal ships by the humanoid creatures known as Brood.

Protected by a chitinous exoskeleton of interlocking plates, a Broodwurm's body contains numerous internal chambers, with connecting passageways that can be opened or closed by sphincter-like orifices. Brood use these chambers as living quarters, and to house bat manta steeds, stores of food, captured slaves and beasts, and other cargo.

Some scholars of the lower planes believe that

Broodwurms are simply another type of entity enslaved by the Brood. Others, noting the apparent symbiotic arrangement between the Brood and their living ships, believe that Broodwurms are actually the female of the Brood species. If true, it may well be asked whether the Brood control their Broodwurms, or vice versa.

Due to its peculiar nature, the Broodwurm is as much a vessel as living entity. This is reflected in the following stats:

Size: 300'-600' in length

Speed: Cruise at +5 (23 mph); top speed +7 (27 mph).

Ability Level: 3-10 (if operating independently)

Attacks/Damage: Spearing Tongue: DR 60, Bite: DR 50

Armor: Thick Chitinous Plates, PR 20

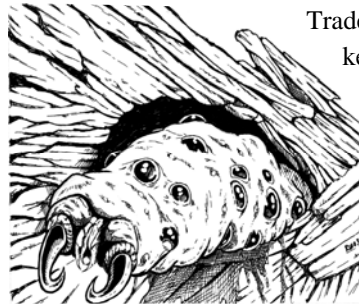
Hit Points: 500

Special Abilities: Flight, capable of quartering and supporting up to 10 Brood and their steeds and supplies per 100' of length.

### Canker-Worm

The canker-worm is a repulsive creature found only in the Maladian Forest, in the Midnight Realm. A scavenger that feeds on slimes, molds, and carrion, it lives in caves, the hollows of deadwood trees, and among colonies of fungus.

Fat and slug-like, the canker-worm has pale yellow skin marked with rows of reeking pustules. The oily fluid that leaks from these pustules is used to make "Yellow Ulu," regarded by Zoab as the finest and most sought-after Ulu scent. Live canker-worms fetch a high price among Zoab, as they are valued not only for their pustules but also their soft, oleaginous flesh.



Traders who deal in canker-worms pack them in padded cases and feed them a plentiful supply of their favorite foods, in order to make them as fat and tasty as

possible, thereby maximizing their value. As exposure to light or heat can kill a canker-worm, the creatures must be handled carefully; a good idea in general, as the scavengers are capable of delivering a nasty bite (DR 1), and may cause any of several awful - and often fatal - diseases.

### Devil Bat

The devil-bat is a horned, avian predator with smooth black hide and a long, barbed tail. Fully grown, these creatures can measure up to four feet in length, with a twenty-foot wingspan. They normally make their lairs in caves and underground warrens, but are also known to live in ruins, tombs, and the like.

A native of mountains and wastelands, devil-bats take wing at sunrise (paradoxically, day is darker than night in the Midnight Realm), going forth to hunt for food. They prey mainly on vermin and insects, and are seldom a threat to humanoids or larger creatures. The creatures react viciously if their lairs or young are threatened, however, a fact that would-be spelunkers or tomb-robbers would do well to keep in mind.



Size: 18'-20' wingspan, 150-250 lbs.

Attributes:

INT -6	PER +4
WIL +1	CHA N/A
STR +2	DEX +1
CON +1	SPD +2*

\*in the air; -2 on the ground

Ability Level: 3-6

Attacks/Damage: Bite: DR 6, Barbed Tail: DR 8

Armor: Thin Hide, PR 1

Hit Points: 20

Special Abilities: Navigate by sound, immunity to spells of illusion, flight

### Eel-wyrm

The most common aquatic life-form in the Midnight Realm, eel-wyrms are found in every sea, ocean, river, and lake - there is even a hardy ice-blue variety that thrives in the Sea of Frozen Fire. Their serpentine bodies are covered with glistening scales, and they have sensory tendrils around the mouth and dorsal fins along the back and sides.

Eel-wyrms hunt in groups, and are extremely aggressive. Though they will attack almost any type of creature if given the opportunity, eel-wyrms prey mainly on other varieties of eel-wyrm. There are numerous types, including Blue-Backed, Silver-Finned, Crested, Bearded, Crimson-Headed, Black-Fanged, Spined, and Giant Eel-wyrms. There are even said to be a number of deep-sea varieties that sport phosphorescent tendrils, fins, or other markings. Certain of the rarest and most colorful varieties of eel-wyrm are valued for their scales, which are used in the making of fine jewelry.



Eel-wyrms are an important source of food for the inhabitants of the Nine Princedoms. If prepared properly, these creatures are both delicious and perfectly safe to eat. If improperly prepared, such as by one who does not know which parts of the creature are poisonous and must be removed before cooking, a meal made with eel-wyrm can result in nausea, vomiting, coma, and even death.

Size: 1'-5' long, 2-20 lbs.

Attributes:

INT -7            PER 0  
WIL +2            CHA N/A  
STR -5            DEX +6  
CON +3            SPD +6

Ability Level: 3-7

Attacks/Damage: Bite: DR 3

Armor: Fine Scales, PR 1

Hit Points: 6

Special Abilities: None

### Eerial



This bat-winged predator has a wingspan of up to six or seven feet, a pair of clawed appendages, and a hideous, fanged visage. Eerials are airborne hunters who can glide effortlessly on the winds for days at a time, scanning the ground for signs of prey. They possess exceptionally keen night-vision, and can detect even the faintest signs of motion from great altitudes.

When an eerial spots its prey, it swoops down silently from above, attempting to attack from behind and latch onto the victim with its hooked talons. If successful, the eerial will then attempt to bite its victim's neck, sever an artery, and drink its blood.

Eerial are known to hunt in mated pairs or in larger groups of up to a dozen individuals. They sleep in caves, or in the branches of deadwood trees.

Size: 2'-3' long with 6'-7' wingspan, 10-25 lbs.

Attributes:

INT -6            PER +6  
WIL +2            CHA N/A  
STR 0            DEX +2  
CON +2            SPD +2

Ability Level: 3-6

Attacks/Damage: Claw: DR 4, Bite: DR 3

Armor: Thin Scales, PR 1

Hit Points: 6

Special Abilities: Swoop attack (eerial may make both a claw attack and bite attack when swooping on unsuspecting prey), latch and drain (If a Swoop Attack succeeds, and the bite attack causes damage, the eerial has latched onto their prey and begun to drain blood, automatically inflicting DR 3 per round), flight, night vision, notice motion from great distances

### Feranth

Feranth are ferocious, quadrupedal carnivores that roam the mountains, caves, and forests of the Midnight Realm. These massive creatures are powerfully built and have black shaggy hides, small deep-set eyes, curved tusks, and long claws. Fully grown, they can measure up to ten feet in length, and stand up to seven tall feet at the shoulder.

The feranth's main form of attack or defense is to ram and batter its foes, a tactic for which this creature is well suited. The feranth's skull is heavily armored with multiple plates of bone, and its shoulders are protected by a dense layer of fur, cartilage, and muscle. The great mass, speed, and power of these creatures is such that with even a minimal running start, an adult feranth can shatter a boulder, knock down a full-grown ebonwood tree, or smash a large wagon to splinters.



Feranths are fearless defenders of their territories who will attack almost any creature they encounter, including all but the largest types of demons. Though the feranth's tusks and claws cannot harm demons, their awesome battering attack can be sufficient to drive away all but the most determined demonic attackers.

Size: 5'-7' at the shoulder, 2,000-3,000 lbs.

Attributes:

INT -6	PER -3
WIL +3	CHA N/A
STR +8	DEX -1
CON +4	SPD +4

Ability Level: 6-10

Attacks/Damage: Ram: DR 20, Tusk Gore: DR 16, Claws: DR 12

Armor: Head and Shoulders, PR 10; elsewhere, PR 3

Hit Points: 60

Special Abilities: None

## Gellid



Gellids are creatures of horrifying aspect, their bodies covered with a layer of shaggy white hair save for their faces. A gellid's face exhibits a deathly white pallor, contrasting with the creature's long black fangs and ebony eyes. The triangular head is set directly atop a hunched torso, and fringed in a long white mane.

Gellids are carnivores, who subsist upon any unfortunate creatures that stray too near, but seem to favor the flesh of moondracs and Tarterans. They dwell in caves and fissures, rushing forth from hiding to ambush prey. Mated pairs often make their lairs high in the mountains, and take turns going out to hunt for food. With their clawed appendages they are expert climbers, able to scale even the most precipitous and icy surfaces without difficulty.

Gellids attack by spraying victims with a viscous green fluid, which they expel from their mouth. This foul liquid freezes solid on contact with the air, encasing the victim in a layer of translucent green ice. The Gellid then drags or carries its prey back to its lair, where it slices the victim into pieces, dividing the portions among its mate and its young.

Gellids hatch from eggs which are roughly octagonal in shape, and made of a greenish, crystalline resin. A female typically lays a clutch of eight eggs; the first to hatch usually devouring its unhatched siblings.

Size: 8' in height, appendages measure up to 20' across, 600-800 lbs.

Attributes:

INT -6	PER -1
WIL +3	CHA N/A
STR +6	DEX +4
CON +6	SPD +4

Ability Level: 4-12

Attacks/Damage: Bite: DR 8, Claws: DR 6, four attacks

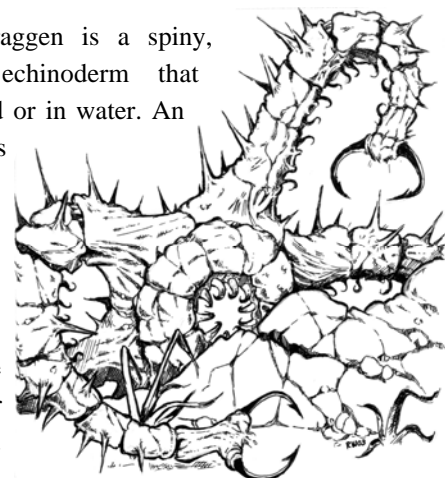
Armor: Leathery Hide, PR 3

Hit Points: 44

Special Abilities: Freezing spray (range of 30', has a PR of 5 of can take 15 damage to shatter, breaking out using brute STR requires a successful STR roll with a -8 penalty), climb icy/sheer surfaces without fail, night vision

## Kraggen

The kraggen is a spiny, six-legged echinoderm that lives on land or in water. An omnivorous scavenger having both rudimentary lungs and gills, it is comfortable in either environment.



Kraggen have a flat head and abdomen, with long legs that can measure from 2-5' in length. While the entire body is covered with a tough exoskeleton, the flesh beneath is soft, and to most creatures, quite tasty. Steamed kraggen is a popular dish throughout the Nine Princedoms.

Size: 1'-2' long, 15-30 lbs.

Attributes:

INT -6	PER +2
WIL -3	CHA N/A
STR -4	DEX +1
CON +1	SPD +2*

\*in water or on land

Ability Level: 1-3

Attacks/Damage: Pincers: DR 4

Armor: Spiny Exoskeleton, PR 4

Hit Points: 6

Special Abilities: Spines (a Mishap while attacking a kraggen may result in the attacker injuring himself on one of the creatures spikes, taking DR 4 damage), totally amphibious

### Machina

Machina are mechanical constructs created through the use of alchemical operations. These constructs come in a wide variety of sizes and types, the general design typically being based on some type of living creature. Most are constructed of metal, with intricate clockwork mechanisms contained within.

All machina require an energy source, such as a radian crystal or soulstone, in order to function. They can be "programmed" to perform one function (such as "kill intruders," "guard the portal," etc.) per every four levels of ability. An automaton programmed with the function, "obey commands" will follow the instructions of any individual designated as its master.

The most common types of machina include Iron Dragons, Iron Spyderys, and Myrmidons (Iron Warriors). The most elaborate of these mechanisms are sometimes constructed with special equipment; examples include an Iron Dragon that is capable of breathing fire, a War Spydery which can weave a web of metal wire, and so forth.

Although the shape, size, and function of machina are limited only by the imagination and skill of the maker, the general attributes are as follows:



Size: according to the maker's designs

Attributes: total of all Attribute Points (INT, WIL, and CHA not included) cannot exceed +1 per level of the operation required to construct the automaton (the maximum of any single attribute is +10).

Ability Level: 20+

Attacks/Damage: DR 16 or according to special equipment.

Armor: 10

Hit Points: 35 +2 per level of the construct.

Special Abilities: Unaffected by diseases, poisons, or magical influence, fire/cold does half damage; electrical attacks do double damage to automatons. Machina provided with special equipment may have additional abilities.

### Magmite

The magmite is a parasitic insect native to hot springs, magma pools, and the Iron River; the creature is immune to heat or fire, and thrives in even the most hostile volcanic environments.

Magmites measure up to six inches in length, and have a spiked carapace, barbed pincers, and a powerful bite. They can hop or leap up to thirty feet, using their barbed claws to hook onto their chosen prey. Once a magmite attaches itself to a victim, it can be most difficult to remove, and may eventually even burrow its way beneath the unfortunate creature's skin or hide, seeking to drain vital fluids. Magmites have



been found in the bodies of such creatures as feranth, vantic, and even aerials.



Size: 3"-6", 6-12 oz.

Attributes:

INT -7	PER +1
WIL +1	CHA N/A
STR -5	DEX +2
CON 0	SPD +2

Ability Level: 2-4

Attacks/Damage: Pincers: DR 1, Bite: DR 4, two attacks

Armor: Spiny Carapace, PR 2

Hit Points: 2

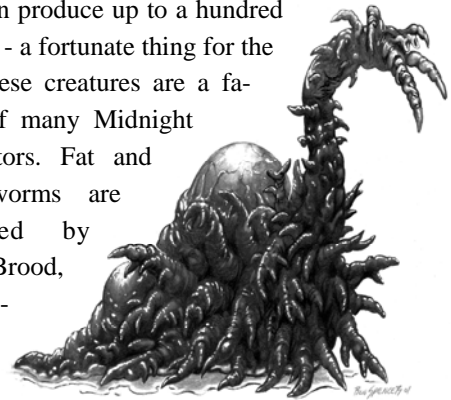
Special Abilities: Spines (any attempt to grab a magmite barehanded can inflict DR 2 damage on the attacker), flesh burrow (if a magmite makes a critical success on a bite attack, it starts to burrow into the victim's flesh, inflicting DR 4 per round automatically), immune to heat/fire, capable of prodigious leaps (up to 30')

### Moldworm

Moldworms are fungus-eating invertebrates that inhabit the Maladian Woods, Plains of Wroth, and other places where molds, mosses, or fungi are plentiful. These creatures grow up to ten feet in length and resemble a mass of writhing tendrils emanating from a bloated, sac-like central organ.

Among the most docile entities in the Midnight Realm, moldworms are harmless except as pertains to their insatiable appetite for all varieties of fungus. Their only defense against predators is an ability to burrow rapidly into the ground, or as a last resort, a nasty bite (DR 2).

Moldworms are incredibly prolific creatures who do little more than eat and mate their entire lives (among some folk, "moldworm" is used as a derogative term when talking about the Zoab, who are scornfully said to exhibit similar proclivities). A female moldworm can produce up to a hundred eggs each day - a fortunate thing for the species, as these creatures are a favored food of many Midnight Realm predators. Fat and juicy, moldworms are also enjoyed by Tarterans, Brood, and - ironically - Zoab.



### Moondrac

Moondracs are a species of nocturnal dragons native to the Midnight Realm. They can sometimes be seen flying across the night sky, their frightful forms silhouetted against the moon. The creature is also known as "The Hangman"; a fitting appellation, given its grim habits.

Moondracs are predators, who come forth to hunt at high-noon, the darkest period of the day in the Midnight Realm. They are well-suited to such activities, having a highly developed form of sonar which enables them to detect prey at ranges of up to one thousand feet. Conversely, the lusterless gray hide of these creatures makes them difficult to detect in darkness, and confers protection from other predatory species.

Moondracs rely on stealth when hunting, preferring to ambush prey by gliding silently downwards upon them from above. Once within range, the moondrac entwines its long, sinuous tail about the neck of its intended victim and carries the creature aloft. Death by asphyxiation usually follows within a few moments; hence, the creature's nickname.

Subterranean caverns are a favorite nesting place

of moondracs, who live in colonies, much like bats. As many as a hundred such creatures may be found in one place, including young. During the night, moondracs sleep, awaiting the coming of darkness.

If taken while still young, moondracs may be trained and employed as winged steeds. They are of little use in this regard, however, for the creatures continue to exhibit a dark and sinister nature, and are trusted only at one's peril.



Size: 6'-10', wingspan of 20'-30'; 300+ lbs.

Attributes:

INT -5	PER +7
WIL +1	CHA N/A
STR +3	DEX +1
CON +1	SPD +7*

\*Airborne, +0 on the ground

Ability Level: 1-6

Attacks/Damage: Claws: DR 6, Bite: DR 6, Tail (see Special Abilities)

Armor: Leathery Hide, PR 2

Hit Points: 32

Special Abilities: Strangling tail (a full or critical success on a tail attack means the moondrac has wrapped its tail around the victim's throat and started to strangle them. This inflicts DR 5 per round), flight, sonar (can still "see" in absolute darkness up to 1000'), Stealth +10 when gliding

### N'aru

Also known as "spirit worms" or "soul-stealers," n'aru are a species of sentient symbiont normally found in the depths of the lower planes. These horrid

looking, larva-like entities prey on many sorts of creatures, from bat manta to eerials, moondracs, and even humanoid beings.

N'aru feed on spirit energy, which they obtain by attaching themselves to a host creature, burrowing beneath the skin (DR 1), and slowly absorbing small amounts of spiritforce (-1 to Will, per parasite.) Though frightful to contemplate, the feeding process is painless and under normal circumstances almost never results in death. Quite to the contrary; under most circumstances, it is in the interest of the n'aru that the host remains alive as long as possible, in order to provide a continuing source of food.

The exception occurs when a n'aru is either starved for food or threatened with imminent harm. In such cases, the n'aru will devour the host's spirit in seconds and abandon the body, taking its food with it. If the host is to be saved, measures must be taken within two rounds or there will be nothing left to save.

Intrigued by the n'aru ability to "steal souls," Brood long ago learned how to train captured n'aru and use them for this grisly purpose. By simply starving the creatures for weeks on end, and applying force and coercion as needed, Brood have found n'aru to be most compliant to their commands.

Size: 6"-10", 1-2 lb.

Attributes:

INT -4	PER +4
WIL 0	CHA N/A
STR -2	DEX +2
CON 0	SPD +4

Ability Level:  
6-10

Attacks /  
Damage: DR 1

Armor: None

Hit Points: 4

Special Abilities: Provides host with +4hp for each parasite, if Will drops to -7 or lower, death follows.



### Null-Beast

The Null-Beast is an entity - or perhaps more accurately, a nonentity - that is said to inhabit the

Void. It is invisible, and supposedly can only be detected by the peculiar senses of the Brood - who, not coincidentally, are the only creatures who acknowledge the existence of the Null-Beast, which they are said to fear. Nothing else is known about these strange entities/non-entities.

### Phasm

Phasms are astral vampires - horrifying entities apt to prey on spirits and other astral forms of all sorts. These creatures measure in excess of seven feet from head to tail, and resemble nightmarish, two-armed serpents. Their eyes are dark and deep-set above a wide oral cavity lined with sharp fangs, with a "beard" of tendrils below. Other identifying features include a row of quavering tendrils that extends from the peak of the brow to mid-spine, segmented armor plates, and long, grasping claws through which they drain the energies of their victims.



Phasms are possessed of a sinister intellect exceeded only by a single-minded determination to feed.

They are known to make their lairs wherever spirits and ghosts can be found, waiting for the opportunity to strike. These dangerous predators can be quite ingenious in this regard, and may exhibit a surprising degree of patience when stalking victims.

Phasms commonly prey upon disembodied spirits, astral travelers, incorporeal Ebonites, and any other incorporeal entities they encounter, draining their victim's life energies in order to acquire sustenance. However, if sufficiently hungry, these foul creatures can pose a threat even to corporeal life-forms, attacking and draining even their life forces even though the astral vampires find the taste of corporeality to be unpleasant.

Only upon death do the bodies of these ghastly creatures assume corporeality.

Size: 7'-10', weight not applicable

Attributes:

INT +2	PER +4
WIL +4	CHA -4
STR +2	DEX +2
CON +4	SPD +4

Ability Level: 4-12+

Attacks/Damage: Energy Drain: DR 8 (DR 16 vs. spirits, astral beings, and other incorporeal entities)

Armor: None

Hit Points: 24

Special Abilities: Flight, detect astral/aethereal/spirit entities within 1000', immune to illusions, harmed only by magic and substances noted as inflicting damage on extra-dimensional entities, incorporeal.

### Reaver



The reaver is one of the most reprehensible creatures ever to draw breath. In appearance, these creatures resemble a combination of reptile and a giant water bug, with a segmented body, fanged jaws, scaly gray skin, four stilt-like rear legs, and a pair of

scything forelimbs.

These predatory creatures exhibit murderous and psychotic tendencies, displaying a decided preference for young, disabled, or otherwise defenseless victims, apparently killing for sport as well as for food. It is the gruesome practice of reavers to dismember their victims prior to devouring them, employing their long, slashing fore-claws for this purpose.

The reaver's drab coloration and angular appendages allow it to blend into its bleak surroundings, making it difficult to detect even to the trained eye. These creatures are even able to stand motionless for hours, disguised among rugged rock formations, forests of petrified trees, or other rough terrain through-

out the Midnight Realm. When some unsuspecting creature passes within reach, the reaver lunges forth and overbears its victim, tearing and rending with its claws.

Like insects, reavers are instinctive, rather than intelligent, creatures. Immediately after mating, the female hacks the male to pieces and devours his remains. The female then makes a nest in an underground tunnel, standing guard over her eggs until they hatch.

Size: 6'-7'; 330-470 lbs.

Attributes:

INT -6	PER +5
WIL +3	CHA N/A
STR +6	DEX +3
CON +1	SPD +2

Ability Level: 2-5

Attacks/Damage: Scything Forelimbs: DR 12, two attacks

Armor: Thin Carapace, PR 2

Hit Points: 36

Special Abilities: Stealth +8

### Scavenger Slime

Scavenger slimes are large, single-celled creatures that resemble pale, oozing bags of viscous fluid. The tentacle-like appendages attached to its surface are flagella, which enable the creature to move about. These entities thrive in all sorts of environments, can be found throughout the lower planes and beyond.

Scavenger slimes feed on carrion and organic wastes, which they ingest by surrounding and enveloping these substances with their bodily forms. Once consumed in this manner, the substance is dissolved by the scavenger's corrosive internal fluids. The nutrients are thereby extracted, leaving only bones and inorganic materials which the creature may have inadvertently "swallowed." These the scavenger eventually deposits along with other waste products, the entire process taking a day or two to complete. The area they inhabit is often littered with these materials.

The Brood use the concentrated internal fluids of scavenger slimes to make a powerful organic acid.

Scavenger slime acid is so corrosive that it will even dissolve the flesh of demons, leaving only the bones and black diamond "heartstone". This is the only known way to obtain demon bones, which normally turn to dust when these entities are destroyed.



Size: 8' in height, up to 10' in diameter, 500+ lbs.

Attributes:

INT -14	PER -5
WIL -5	CHA N/A
STR -2	DEX -5*
CON +5	SPD -1

\*when attacking; otherwise, -15

Ability Level: 1-4

Attacks/Damage: Whip-like Flagella: DR 4; Acidic Internal Fluids: DR 6 per round

Armor: None

Hit Points: 25

Special Abilities: Bodily fluids dissolve all types of organic materials, unaffected by poisons, acids, or illusions

### Skathe

Skathe are a biomantic hybrid of gellid, vennis, cave scorpion, and certain unnamed humanoid essences: Rulian, the Tarteran Arcanologist who created the species long ago, declined to reveal the exact components he used in the making of his creations, prior to his accidental death at the hands of Minauron torturers.

Originally created to help rid the Nine Princedoms of an infestation of minor demons, the first two Skathe prototypes proved to be too difficult to

control. In fact, the two broke out of their cages and escaped into the sewers of Golgothon.

Not until later did the Tarterans discover that the two prototypes were male and female, and were capable of reproduction. Their progeny can now be found throughout the underground regions of the Nine Kingdoms and beyond; Skathe have even been encountered in the mines of Colothon and the Fallen Lands.

Skathe have multiple sets of compound eyes, and a complex mouth that includes both fangs and insect-like mandibles.

The Skathe's upper torso is basically humanoid in form, with a pair of arms and clawed hands. The lower torso resembles an insectoid, with an armored carapace, two pairs of segmented legs, and a segmented tail terminating in a curved sting. The Skathe's sting is capable of delivering a virulent toxin that is especially effective vs demons.

Skathe are known to use metal tools and weapons, which they steal or scavenge from tombs, abandoned mineshafts, and the like. They appear to possess a rudimentary intelligence, and are said to be capable of communicating by simple gestures, posturing, etc. The posture indicating "aggression" is perhaps the easiest to discern: the Skathe crouching low, tail arched above its head and ready to strike.

Skathe rarely emerge from their underground haunts, and are seldom encountered above ground. They travel alone or in mated pairs, the female carrying her young on her back until they are old enough to care for themselves; at which point, they turn on their mother and eat her alive.

There is a standard bounty of 200 s.a. for Skathe heads in most Princedoms. The notable exception is in Colothon, where the silver miners claim to have es-

tablished a mutually beneficial arrangement with the creatures, providing them with food and silver weapons while the Skathe patrol the mineshafts for rock demons and other dangers.

Size: 8'-9' tall, 15' length, 500-700 lbs.

Attributes:

INT -5            PER +3

WIL -2            CHA -3

STR +4            DEX +2

CON +3            SPD +5

Ability Level: 1-12+

Attacks/Damage: Weapon or Sting: DR 6 + Poison

Armor: Chitin, PR 4

Hit Points: 28

Special Abilities: Poison (DR 6, DR12 vs. demons)

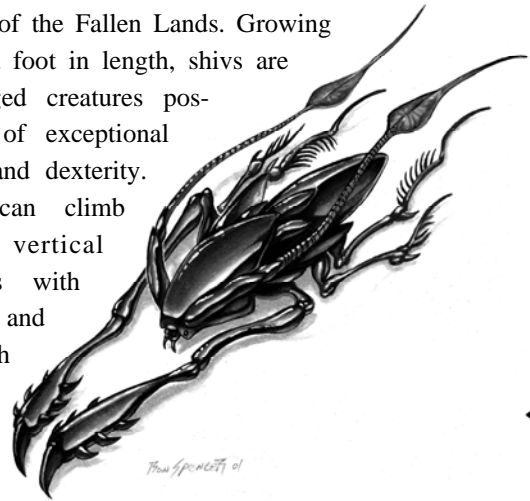
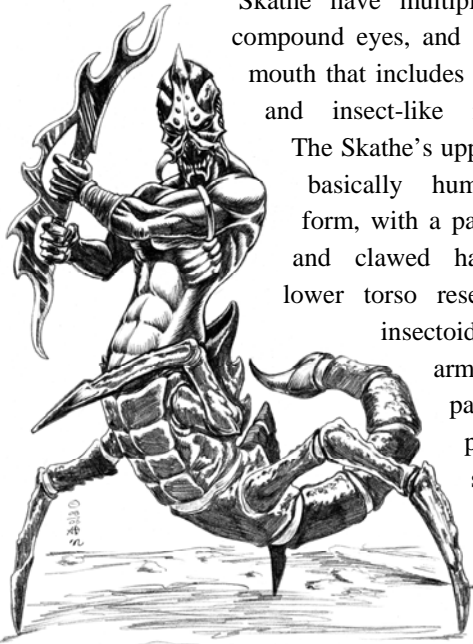
### Shiv

Shivs are a species of insectoid vermin found everywhere in the Midnight Realm, from the sewers of the Nine Princedoms to the hostile wastes of the Fallen Lands. Growing up to a foot in length, shivs are six-legged creatures possessed of exceptional speed and dexterity.

They can climb even vertical surfaces with ease, and with their flat, knife-like

bodies are able to squeeze into the tightest places: through narrow cracks and crevices, under doorways, and so forth.

Shivs are scavengers who feed mainly on carrion, waste products, and even smaller vermin, including brainworms. They multiply with astounding rapidity, and can overrun enclosed areas such as caves, tombs, and the like in just a few days. If faced with a shortage of food, shivs will turn upon each other, or if



desperate enough may even attack larger creatures.

Size: 6"-1', 2-4 oz.

Attributes:

INT -7	PER +2
WIL 0	CHA N/A
STR -6	DEX +4
CON +1	SPD +4

Ability Level: 1-3

Attacks/Damage: Bite: DR 1

Armor: None

Hit Points: 2

Special Abilities: Climb without fail, slip through tiny openings

### Strictor

Serpentine entities native to the Underworld and adjacent regions, strictors haunt ancient ruins and tombs, feeding on shivs, larval demons, and other vermin. Growing up to fifteen feet in length, the strictor's slender form belies its great strength: escape from a strictor's coils is said to be near impossible.

Brood use trained strictors as living weapons, employing them as whips and capture-devices. Once they have been broken, typically through the use of torture, the creatures are said to be quite loyal to their handlers.



Size: 10'-15', 10-15 lbs.

Attributes:

INT -5	PER +2
WIL -2	CHA N/A
STR +4	DEX 0
CON 0	SPD 0

Ability Level: 2-5

Attacks/Damage: Bite: DR 4

Armor: Scaly Hide, PR 2

Hit Points: 20

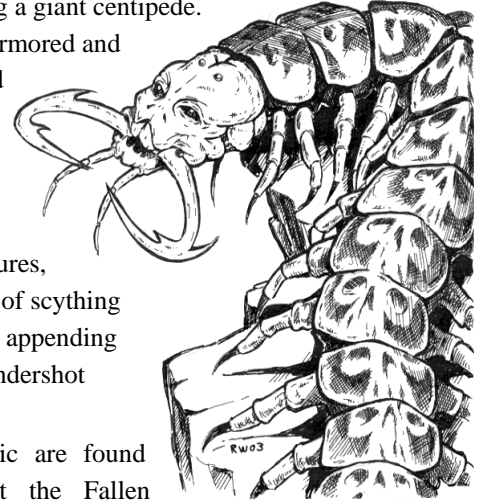
Special Abilities: Constrict (instead of biting, the strictor may constrict the target instead: if it makes a successful

attack roll, it whips around the victim and starts to crush them, inflicting DR 4 per round. Breaking free requires a STR roll with a -8 penalty, or the death of the strictor)

### Vantic

The vantic is a sinuous, multi-legged creature resembling a giant centipede.

It has an armored and segmented carapace, disturbingly humanoid facial features, and a pair of scything mandibles appending from an undershot jaw.



Vantic are found throughout the Fallen Lands and parts of the Nine Princedoms. They make their lairs in caves and underground warrens, emerging at night to hunt for prey. Though their main source of food is moldworms and various types of small vermin, vantic will also attack larger creatures. The vantic's viselike mandibles a powerful narcotic "venom" that can render even large creatures unconscious in seconds. This substance is contained in a pair of sacs located within the creature's jaws, and is greatly valued. In small doses, it is an effective anaesthetic. Added to drink, it can be used to drug, or "knock out", a victim, and so is favored by spies, thieves, and the like. Mixed with black arrack, it is a powerful narcotic and euphoric that is favored by Zoab and Brood, and sold under the name, "black vantic".

Size: 10'-15', 100-150 lbs.

Attributes:

INT -6	PER +2
WIL 0	CHA N/A
STR +2	DEX +2
CON +2	SPD +2

Ability Level: 3-6

Attacks/Damage: Bite: DR 6 plus paralytic venom

Armor: Tough Carapace, PR 4

Hit Points: 38

Special Abilities: Paralytic venom (if victim fails a CON roll they are immediately paralyzed and incapable of movement for a number of hours equal to twice the vantic's Ability Level, minus the victim's CON)

### Vennin

Vennin are aberrant life-forms of uncertain origin. Serpentine in form, the creatures display a demonic and sinister visage, replete with horns and a forked tongue. Vennin average a mere 10-12 inches in length, and are a bright crimson in color. Prospective naturalists should not be misled by the vennis's lack of stature, however, for these creatures are among the most poisonous of all known life-forms.

Vennin exude a deadly toxin that is odorless and almost impossible to detect. Anything a vennis touches or rubs against will become tainted with this substance, which acts like a powerful and insidious contact poison.

Exposure to even an infinitesimally small amount of vennis toxin is sufficient to cause dizziness, frightful hallucinations, coma, and eventually - death.

Vennis evince a diabolical cunning which some claim masks true intelligence. According to the accounts of certain Tarteran sorcerers, the creatures are capable of speech, and are knowledgeable in the alchemical arts.

Size: 10-12", 10-12 oz.

Attributes:

INT +2 PER +1

WIL +2 CHA -3

STR -6 DEX 0

CON 0 SPD -1

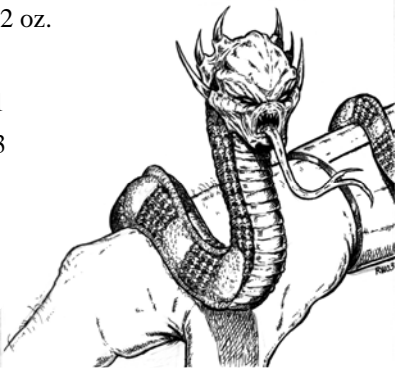
Ability Level: 1-4

Attacks/Damage:

Bite: DR 1 plus poison

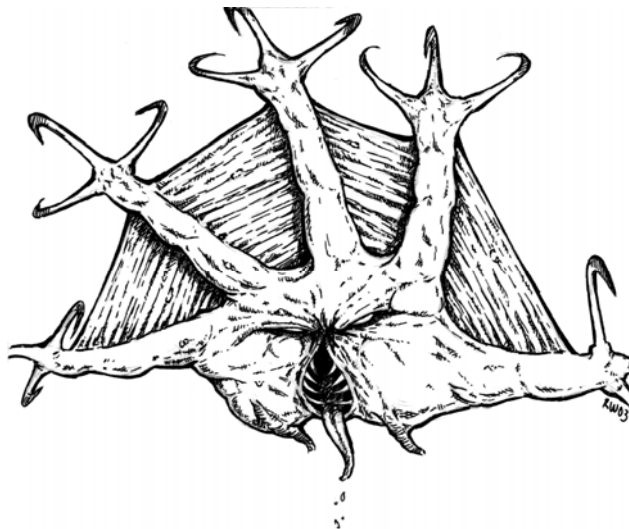
Armor: None

Hit Points: 4



Special Abilities: Exude a deadly toxin (acts like contact poison. Victim must make a CON roll with a penalty equal to three times the vennis's Ability Level. Failure results in the following symptoms: dizziness for 1-4 hours, hallucinations for 1-2 hours, coma for 24 hours plus-or-minus 1 hour per point of the victim's CON, and finally, death. The only cure is a poison antidote made from vennis toxin; even magic and alchemy are ineffective at dealing with vennis venom), capable of speech, some vennis may possess Alchemy equal to their Ability Level

### Vorak



Vorak are ravenous creatures resembling nothing so much as a clawed hand with webbed talons. A smaller relative of the bat manta, vorak are capable of limited flight, and are exceedingly ferocious for their size. They can glide for great distances, dropping down on their prey from above and latching onto the victim with their powerful claws and vicious bite, both of which are excruciatingly painful.

Brood use vorak as a missile weapon, throwing them with an underhand motion that causes the creatures to sail like a disk. When not in use, vorak are kept in a manta-hide pouch, their appendages folded and clenched like a fist. They must be fed fresh blood daily, or they can become quite irascible, and even violent.

Size: 4"-10", 2-5 oz.

Attributes:

INT -6      PER +1  
WIL +2      CHA N/A  
STR -5      DEX +1  
CON 0      SPD +2

Ability Level: 2-5

Attacks/Damage: Claws: DR 2, Bite: DR 2, two attacks

Armor: None

Hit Points: 3

Special Abilities: Glide

### Void Dragon



These serpentine giants are found throughout the Lower Planes and other regions of the Omniverse, and are believed to be capable of attaining lengths of up to 1000'. Aggressive omnivores, void dragons feed on entities of all sorts, including devils, demons, and even entire ships and their crews. Broodwyrms instinctively flee these massive predators, their only defense being their slightly superior speed.

The largest and most ancient void dragons possess the ability to "burrow" through the interdimensional fabric, creating rifts called wyrmhales. Some of these rifts are large enough to accommodate ships, allowing swift passage between different dimensions; both the Zoab and Brood are known to employ wyrmhales for this purpose, and the Zoab are said to keep extensive maps showing the locations of large wyrmhales. Others are too small to be used by ships, but attract creatures such as fiends, necrophages, and ghaists, who often use wyrmhales to gain access to other realms.

The most dangerous types of rifts created by void dragons are so-called "black wyrmhales" - large tears in the dimensional fabric that are invisible to the untrained eye, and exert a force like a powerful aetheric vortex. Such phenomena can pose a hazard to ships and unwary entities alike, who may be sucked into a black wyrmhale and expelled into another dimension or some extra-dimensional space.

Size: 500'-1000'

Attributes:

INT -6    PER +4  
WIL +10      CHA N/A  
STR +24      DEX -6  
CON +24      SPD +6

Ability Level: 20-50

Attacks/Damage: Claws: DR 60, Bite: DR 80

Armor: Tough scales, PR 24

Hit Points: 500-1000

Special Abilities: Create wyrmhale

## FLORA

### Deadwood

Deadwood is a variety of gnarled and twisted tree found throughout the lower planes and other desolate regions. The organisms produce no leaves or fruit, and appear to require neither water nor sunlight; deadwood trees have even been found in under-



ground regions. Deadwood trees are sentient, and are believed to serve certain lower planar entities as spies. Weapons made of deadwood can be used to kill plant demons, and are effective against supernatural entities of all sorts, including incorporeal beings.



### Demantis

Demantis is a massive, multi-tendriled variety of fungus found in the Plains of Wroth and other parts of the Midnight Realm. Mottled brown and white in color, with a bloated trunk supporting a mass of tube-like protrusions, these organisms can reach heights of up to a hundred feet or more, and a diameter in excess of fifty feet.

Demantis periodically expel clouds of fungal spores, called nebul, into the atmosphere. There are two known types: gray nebul, which is practically vaporous in texture and floats on the winds, and black nebul, which is more dense and tends to hover 6-10 feet above the ground.

Gray nebul spore clings to the wings of flying creatures, as well as the sails and rigging of windships. Black nebul is thicker, hanging closer to the ground like heavy fog. Breathing black nebul spores can cause respiratory problems, and may even cause disease and death (at least a partial success needed on a CON roll to avoid breathing difficulties. A mishap indicates disease and/or suffocation.)

### Devil-Hair

Devil-hair is a hardy variety of succulent found in vast colonies throughout the Midnight Realm. A devil-hair colony can consist of thousands of slender vines, intertwined in a cascading sheet of black or brown tendrils that can carpet vast stretches of terrain.

Devil-hair exudes a clear liquid "sap" that contains a potent hallucinogenic substance called "varos." Absorbed through the skin by accidental or deliberate contact with the plant, this liquid can cause mild hallucinations and feelings of disorientation that can last for up to four hours (CON roll to resist, hallucinations and disorientation inflict -4 penalties on all actions.) If ingested, the effects are much more pronounced, and may last for twelve to sixteen hours.

Some say that Brood are oddly susceptible to the effects of varos, the taste and scent of which they are for some reason unable to detect. A few drams (the juice of about 20 fully-grown tendrils) added to a Brood's food or drink appears to exert a calming influence that can last up to an hour (10-60 minutes, in game terms). Understandably, Brood do not take kindly to being drugged by varos.


### Ebonwood

Ebonwood is a peculiar variety of tree that is found only in the Midnight Realm. It requires no sunlight to grow; in fact, the tree thrives only in darkness. Ebonwood is identifiable by its pitch-black trunk and branches, and by the tufts of fibrous tendrils that it sports in place of leaves.

The ebonwood tree is a source of many useful materials, and as such is greatly valued by Tarterans. The wood at the very core of the lower trunk is dense and lustrous, and is prized for use as decorative hardwood. The upper trunk and branches are valued as timber, and are used in the making of the finest ships, staves, chests, and bows.

The tree's tendrils can be woven into rope or netting, or spun into a soft yet durable form of cloth. With care, the tufts of tendrils can be harvested again and again without killing the tree.

### Hanging Bloodrop



Hanging bloodrop is a variety of fungus resembling a crimson sphere about six inches in diameter, covered by a layer of slime that hangs from the bloodrop in long, thin strands. The organisms are commonly found in colonies of a dozen to several hundred in caves, tunnels, and any place where they may occasionally feed.

The slimy substance exuded by hanging bloodrops is extremely sticky, and will cling fiercely to anything that touches it. It is also highly corrosive, and in fact is the medium through which hanging bloodrops absorb nutrients, which they derive from organic substances of all sorts.

When a living creature makes contact with a bloodrop's slime strands, the organism quickly releases more of these digestive fluids. Unless the unfortunate victim is able to pull free (requires a standard STR roll), it will be covered with slime in a matter of minutes. Death by asphyxiation soon follows, with the victim's body being dissolved within six to eight hours.

## Mosses

Mosses are the most common form of plant life in the Midnight Realm. These organisms are found in many varieties, including the following:

**Carpet Moss:** this type of moss is comprised of colonies of small yellow or brown organisms that can cover large tracts of terrain in a thick layer of spongy vegetation. It is generally benign, and serves as a plentiful supply of food for foraging creatures of various types.

**Tube Moss:** this type of moss is found in colonies of long, hollow stalks, typically a mottled black and white in color. The smaller varieties range from 1-4 feet in height and 1-2 inches in diameter, while the largest may stand up to fifty feet tall and have a diameter of five or six feet. Some types of tube moss expel clouds of noxious spores that can cause drowsiness, nausea, or hallucinatory visions (CON roll to resist, hallucinations and nausea inflict -4 penalties on all actions.) Others are benign, but may serve as hiding places for such creatures as devil-bats and flying aerals.

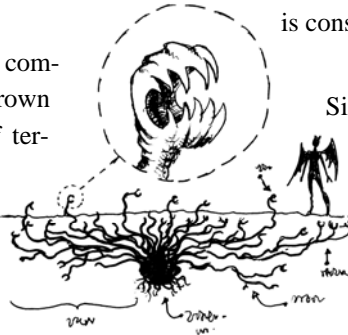
**Tumble Moss:** a spherical variety of edible moss that measures 1-5 feet in diameter, tumble moss is found mainly in plains regions, rolling across the terrain as it is blown about by the wind. Feranth have been known to chase after rolling tumble mosses, possibly because they believe the spheres are "alive", or at least ambulatory.

## Naga-Root

Naga-root is an insidious plant species that grows underground and is found throughout the Midnight Realm. The organism has a bulbous central node that may measure up to five feet in diameter, with dozens of long, root-like tendrils - each terminating in a set of gnashing jaws.

The naga-root's roots are animate, and burrow like serpents beneath the surface of the ground, searching for food. Though blind, they are able to sense prey by vibrations in the soil. When a living creature is detected, the roots attack, emerging from the ground to bite and tear at the victim.

Naga-roots may lie just below the soil, or may burrow deep into the ground. Though the roots are tough and fibrous, the central node is edible, and is considered a delicacy.



Size: Roots are 2"-4" in diameter and may reach up to 20' from the central node

Attributes:

STR +3            DEX +1

CON 0             SPD +2

Ability Level: 2-4

Attacks/Damage: Bite: DR 4; 6-12 attacks are possible, depending on the size of the plant

Armor: Bark, PR 2

Hit Points: 6

## Scarlet Sporozoid

The scarlet sporozoid is a blood-red variety of mushroom found only in dark, damp environs. If disturbed or approached carelessly, the fungus will expel a cloud of crimson spores that will greedily devour organic substances of any sort. The spores feed continuously until the victim is dead, at which time new scarlet sporozoids begin growing from the unwitting host's corpse. Fire will kill a sporozoid or its malignant spores; magical light, cast directly on a scarlet sporozoid, will render it temporarily unable to expel its deadly spores.

Size: 2"-12", 1-6 oz.

Attributes: All negligible

Ability Level

Attacks/ Damage: Spores: DR 4 per round

Armor: None

Hit Points: 1 (mushroom)



Special Abilities: Rendered impotent by radiant light, spores harmed only by fire/acid/anti-parasitic purge

### Slime Molds

These fungal life forms are common to many types of terrain in the Midnight Realm, including caves, canyons, crypts, and undersea grottos. All look similar, resembling blobs or patches of slimy, black or gray organic matter.

While most slime molds are benign, a few possess certain noteworthy properties. These include:

**Creeping Slime Mold** is ambulatory, and exudes a toxin that can kill other types of plants, from which it derives nutrients.

The toxin affects only other types of plants and fungi, and is not harmful to other life-forms.

**Necrosian Slime Mold** is not motile, but it is extremely dangerous. It exudes a highly caustic toxin that dissolves and decays flesh (DR 4 per round of contact), from which the organism derives nutrition. This toxin has no effect on plants and other types of fungi, but can be deadly to other life-forms.

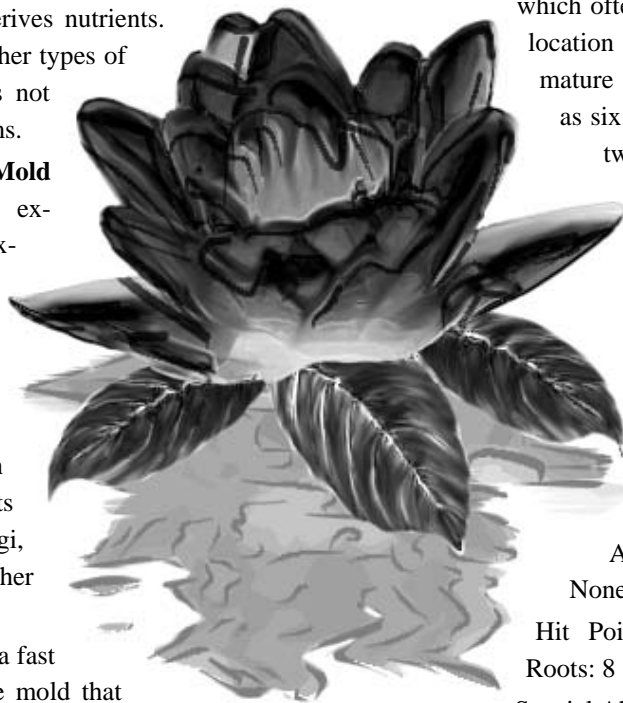
**Brown Scourge** is a fast growing variety of slime mold that dissolves most types of metal, upon which the organism feeds. A tool, weapon, or piece of armor exposed to brown scourge will be riddled with pits and discolorations in just an hour or two; if exposed for eight-twelve hours, the implement will generally be damaged so badly that it can no longer be used. The various types of adamant are the only metals known to be impervious to brown scourge.

### Stranglevine

Stranglevine is a rugged species of parasitic plant found in swamps and forest regions. In its native environment the plant is difficult to detect, for it inter-

twines itself in the branches of other trees or plants. When a creature passes within a few feet of a stranglevine, the plant sends forth a whip-like tendril in an attempt to snare its prey. If successful, the plant drops more tendrils about its victim, seeking to immobilize and strangle it in its tough, fibrous coils. Only the strongest of victims can hope to break free once entangled in this manner, for the vines are resistant to cutting and, to a lesser extent, burning. The plant's root system is far more vulnerable to damage, though it can be difficult to locate in a crisis.

Stranglevines draw nutrients directly from the decomposing corpses of slain victims, the remains of which often provide a grim clue as to the location of these dangerous plants. A mature stranglevine can have as many as six tendrils; an ancient plant, up to twelve.



Size: 10'-80'+, 1 lb. per ft.

Attributes: STR +3, SPD +1 (all other attributes are negligible)

Ability Level: 3-5

Attacks/Damage: Constriction: DR 9 per round, one attack per tendril

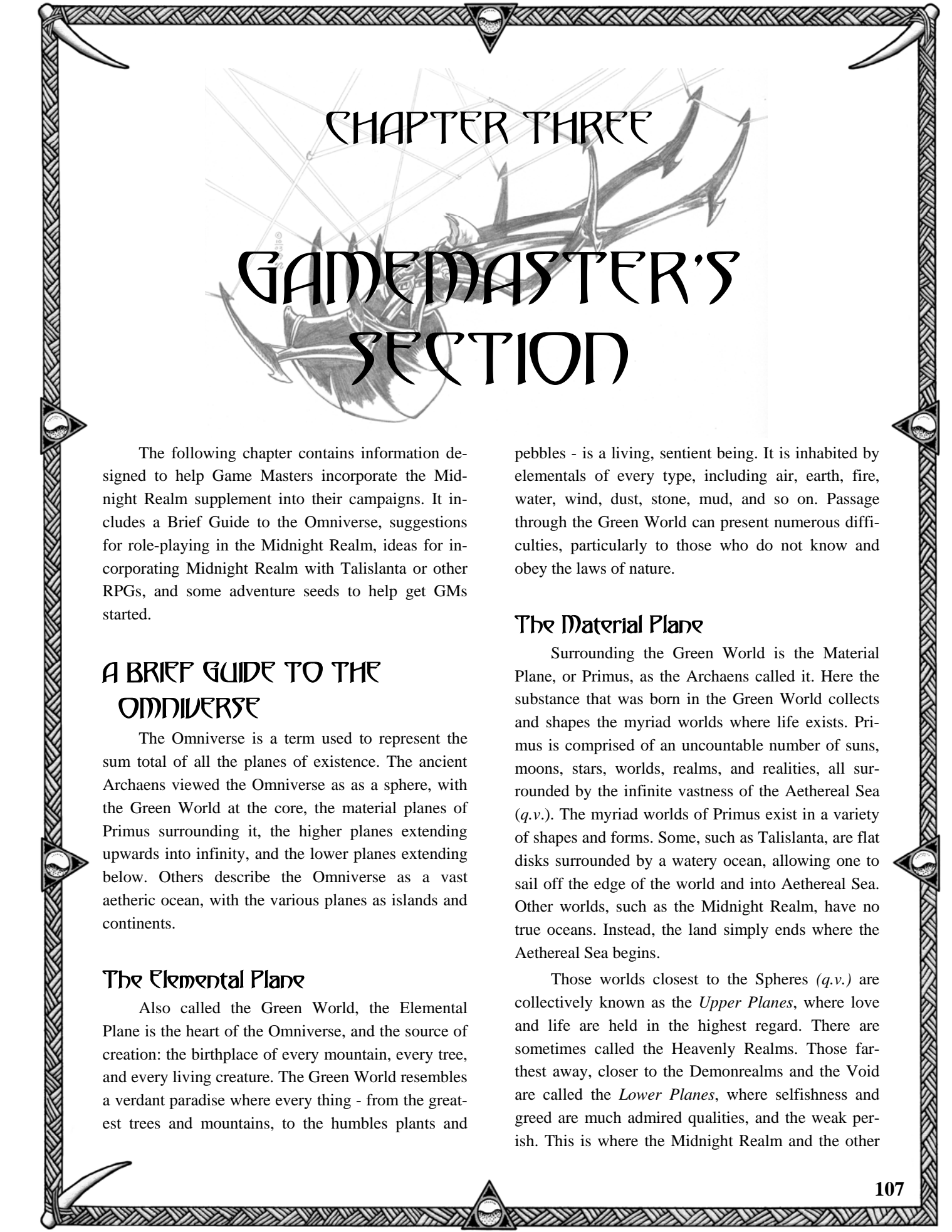
Armor: Tendrils, PR 5; Roots, None

Hit Points: Tendrils: 6 points each; Roots: 8

Special Abilities: Limited mobility

### Violet Moonblossom

These deep purple flowers can only be found in the deepest heart of Ebonwood. They bloom only in total darkness, when the black sun stands directly overhead, and flinch from any significant light source. The pollen from the violet moonblossom has potent restorative properties, and can be used to create an elixir that rapidly heals most types of wounds. Violet moonblossom pollen can only be collected when the flower is in full bloom.



# CHAPTER THREE

## GAMEMASTER'S SECTION

The following chapter contains information designed to help Game Masters incorporate the Midnight Realm supplement into their campaigns. It includes a Brief Guide to the Omniverse, suggestions for role-playing in the Midnight Realm, ideas for incorporating Midnight Realm with Talislanta or other RPGs, and some adventure seeds to help get GMs started.

### A BRIEF GUIDE TO THE OMNIVERSE

The Omniverse is a term used to represent the sum total of all the planes of existence. The ancient Archaens viewed the Omniverse as a sphere, with the Green World at the core, the material planes of Primus surrounding it, the higher planes extending upwards into infinity, and the lower planes extending below. Others describe the Omniverse as a vast aetheric ocean, with the various planes as islands and continents.

### The Elemental Plane

Also called the Green World, the Elemental Plane is the heart of the Omniverse, and the source of creation: the birthplace of every mountain, every tree, and every living creature. The Green World resembles a verdant paradise where every thing - from the greatest trees and mountains, to the humbles plants and

pebbles - is a living, sentient being. It is inhabited by elementals of every type, including air, earth, fire, water, wind, dust, stone, mud, and so on. Passage through the Green World can present numerous difficulties, particularly to those who do not know and obey the laws of nature.

### The Material Plane

Surrounding the Green World is the Material Plane, or Primus, as the Archaens called it. Here the substance that was born in the Green World collects and shapes the myriad worlds where life exists. Primus is comprised of an uncountable number of suns, moons, stars, worlds, realms, and realities, all surrounded by the infinite vastness of the Aethereal Sea (*q.v.*). The myriad worlds of Primus exist in a variety of shapes and forms. Some, such as Talislanta, are flat disks surrounded by a watery ocean, allowing one to sail off the edge of the world and into Aethereal Sea. Other worlds, such as the Midnight Realm, have no true oceans. Instead, the land simply ends where the Aethereal Sea begins.

Those worlds closest to the Spheres (*q.v.*) are collectively known as the *Upper Planes*, where love and life are held in the highest regard. There are sometimes called the Heavenly Realms. Those farthest away, closer to the Demonrealms and the Void are called the *Lower Planes*, where selfishness and greed are much admired qualities, and the weak perish. This is where the Midnight Realm and the other

worlds briefly described in this book are located. The *Middle Planes* fall in the grey area between, which is where Talislanta can be found.

## The Aethereal Sea

Also known as the astral plane, the Aethereal Sea is a veil of formless grey and blue mists. It fills the vast distances between the worlds of Primus and between the planes themselves. It is not a literal sea, though like a body of water it has currents, tides, and storms. It is possible to sail the Aethereal Sea in a windship, or on any other aerial or watergoing conveyance or creature. Some creatures possess a natural ability to navigate the Aethereal Sea; those who do not possess such capabilities will need an astromantic globe and the proper charts, or they will almost certainly become lost.

### On the Aethereal Sea

“Beyond the edge of the world lies a vast and amorphous cloud of aetheric mists, known to the Ancients as the Aethereal Sea. Scattered across its endless expanses is an uncountable number of landmasses, or realms, each a world unto itself. Like the moons and stars they appear to travel across the night sky, tracing patterns and aspects of magical significance.

The mists of the Aethereal Sea conceal these other realms from us, as we in turn may well be concealed from them. Some are visible to us as suns and moons of varied color and size. Others are dark as night, and can not be seen without the aid of magic. A rare few are located on other planes of existence, and can only be viewed through the presence of interdimensional rifts or portals. Some say the heavenly bodies we know as the seven moons are anomalies of this sort.

As to our own world, it is merely one of many realms adrift in the Aethereal Sea: a great disk, its landmasses surrounded by ocean, its waters cascading off the edges to merge with the surrounding mists (hence, the legends of sailors falling off the end of the world, which many regard as superstition). Other realms may well appear much the same,

A variety of entities make their home in the Aethereal Sea, either floating along the currents or nesting among the countless islands, oases, and fragments of forgotten realities that may be found scattered across its depths. Phasms, erx, disembodied spirits, creatures from the Dreamrealms, lost souls, Ebonite trading vessels, broodwyrms, ghost ships, void dragons, and a host of other encounters are possible here.

## The Dreamrealms

Amid the Aethereal Sea are the Dream Realms: an infinite number of fantastic realms where Reality is entirely subjective, and anything that can be imagined or dreamed can come true. The Dreamrealms are said to be divided into two different regions: the Dream Dimension above, and the Nightmare Dimension, below. Some say the Dream Dimension is ruled by

or they exhibit attributes and properties that defy our own concepts of natural law.

In ages past, the true nature of the Aethereal Sea was known, and ships are said to have traveled between these isolated realms. But the passage of time, and the ravages of the terrible cataclysm known as the Great Disaster, have all but obliterated the ancient lore.

Of all those who live, I am one of the few who possess such knowledge, which I have pieced together from fragments of ancient manuscripts, scrolls, and tablets. On the basis of my research, I can fully believe that should one sail a windship beyond the edge of the world, he would find himself flying amidst the vast expanses of the Aethereal Sea itself. Should he possess the necessary coordinates, and the skill to pilot a windship through the amorphous mists, he might well be able to sail to any of the Unknown Realms, or even beyond. Without these, it is likely that he would become lost in the Aethereal Sea, there to drift forever, and to die of starvation, or madness.”

— *an excerpt from the widely spurned text, "The Deceptive Mists: Our Ignorance of Reality," penned by the Cymrilian scholar Chaladane, just prior to his incarceration in an asylum for the insane.*

Dreamweaver, and the Nightmare Dimension, an entity known as Noman. Others say the two are one and the same, the only distinction being the point of view of the observer.

Within each of the two Dreamrealms are countless dreamscapes, each created from the dreams and nightmares of one of the worlds of Primus. The inhabitants of these dreamscapes range from visions of incredible beauty to horrors such as few minds can endure. Indeed, travelers to the Dreamrealms should be wary. For here, anything that can be dreamed or imagined can come to pass.

## The Spheres

Above the Aethereal Sea are the planes known as The Spheres, or The Heavens. These include:

**The Silver Sphere:** beyond the Silver Gates lies this peaceful realm, which exhibits a flawless, polished and unreal semblance. Here dwell the spirits called Paramanes, who seek to gain entrance to the Radiant Sphere (*q.v.*) by performing worthy deeds: guiding lost souls, protecting innocent astral travelers, and giving spiritual aid to petitioners on Primus. Paramanes appear to be idealized versions of the bodies they wore in life.

**The Golden Sphere:** a heavenly plane permeated by warm, golden light. Here, in a great amber castle, live the Illuminus - the keepers of the Eternal Records, which are said to contain all the secrets of the Omniverse (it has been suggested that the Illuminus may, in fact, be Paramanes seeking to purify themselves through this service). No mortal beings are allowed entry to the Golden Sphere unless accompanied by a Paramane or other higher spirit.

**The Radiant Sphere:** this brilliant realm is home to the spirit beings known as the Archons, entities revered for their benevolence and wisdom by the inhabitants of many millions of worlds. At the center of this region is The Light, a shimmering Intelligence to which all higher forms are drawn. The Light is known by many names, including Creator.

**The Crystalline Sphere:** this plane is comprised of innumerable realms, each a reflection of the mind of its single, primary resident: typically, a higher spiritform, or Deity. Each world is a paradise

of one sort or another, the specifics of which depend on the expectations of each Deity's loyal followers. Also found here are the spirit beings known as the Forgotten Gods - deific entities who have faded from the memories of mortals.

## The Lower Planes

Below the Green World lay the Lower Planes: the lands of the Dead, of Devilkind, of Demonkind, and other denizens of the dark. Those who would travel to lower planes can do so by sailing the Aethereal Sea, or by passing through the gates of The Threshold to the Midnight Realm: the crossroads of the lower planes.

## The Underworld

This dark and dreary plane is dotted with graveyards, burial mounds, tombs, mausoleums, catacombs, and cenotaphs. Here, the souls of the dead come to receive judgement, crossing the Sea of Eternity to the Forever Road, and the Halls of Death. Here, each soul comes to stand before the dread entity known as Death, ruler of the Underworld.

At the northern region of the Underworld stands a vast citadel known as Omnus: an ancient library where it is said all of our days are written, past and future. Here presides the spectral being known as Destiny, or "The Author of Fate." It is said that, if one can pass the Nine Gates of Omnus (each more formidable than the last), then Destiny can be petitioned for a glimpse of the future.

## Oblivion

This fiery volcanic plane is the place where Diabolus and his fellow devils were consigned by the Archons, who cast them out of the higher planes aeons ago. Here, the greatest of their number dwell in bleak stone castles that extend high into the noxious atmosphere. The lesser ones toil in mines, pits and dungeons, or hide away in holes and crevices.

Oblivion is surrounded on all sides by the Barrier Wall, an immense stone structure that stands over a thousand feet in height and is guarded by diabolic sentries. Two pairs of great iron portals, called the

Ebon Gates, allow access and egress through the Barrier Wall. The Upper Gates lead to a series of tunnels through which ascends upwards into the Underworld. The Lower Gates open into the Riven Lands, a torturous and chaotic stretch of terrain that separates Oblivion from the Demonrealms (*q.v.*). Here, the armies of devilkind wage ceaseless battle against mindless hordes of demons, in a struggle that is doomed to go on until the end of time.

## The Demonrealms

This is a region of chaotic, anti-elemental forces, where the dregs of the Omniverse sift slowly downwards into the nothingness of The Void. Black lightning rends the poisonous skies, the seas burn, and the ground breaks away into floating masses of heaving, dripping sludge. Here, in this tenuous last outpost of existence, dwell the destructive entities known as demons. Some say they are the very essence of evil; others, that they merely fulfil their purpose in the Omniverse, functioning as a balance against the creative energy of elementals, forever destroying what the elementals eternally create.

## The Void

The Void is a mass of swirling blackness terminating in a central nucleus of negative energy known as The Dark. Individuals or entities who find themselves in The Void will be drawn slowly but irresistibly towards The Dark, which engulfs all that it contacts. Masses of negative energy, thrown off by the whirling nucleus, occasionally penetrate the dimensional fabric or are propelled outwards across The Void. Known as Void Monsters, these entities are extremely dangerous. Other manifestations, living or not, may also be encountered in this realm, drifting slowly downward into The Dark.

## About the Passage of Souls

Normally, whenever a living thing dies, its soul departs the body and begins the long passage to the Land of the Dead. Alone and unfettered, it drifts downwards though the Aethereal Sea, until at last it arrives at the shores of the Underworld.

During its passage the soul appears as a glowing orb of light, measuring just a few inches in diameter. Upon arriving on the shores of the underworld, it gains the semblance of a spectre, appearing as a ghostly version of the creature or being that it was in life.

Usually, an individual's possessions are left behind on death, along with the body. However, there are certain burial rituals that enable a soul to

travel to the Land of the Dead accompanied by any possessions it was buried with. This can include such items as burial shrouds, coins, artifacts, food and drink, and even guardians intended to protect the soul on its journey.

Rituals designed to ensure safe passage to the Underworld generally require the deceased to be buried in a funerary vessel of some sort. A vessel can take the form of a boat, barge, or other type of waterborne craft, or even a funerary urn, tomb, or other edifice. Any guardians that are to accompany the deceased must be dead, and must be interred with the deceased in the funerary vessel. In

some cultures, both the body of the deceased and those of its guardians may be protected by talismans, runes, or other devices.

If the burial ritual is performed correctly, the vessel and its contents will pass from the realm of the living into the Aethereal Sea, and then to the Sea of Lost Souls. As long as it suffers no mishaps, the funerary vessel will arrive at the shores of the Underworld within thirteen days.



## The Journey of the Soul

On Primus, when a living being dies its bodily form perishes, but the spirit journeys to the Halls of the Dead in the Underworld. Most spirits are reborn to Primus to live another incarnation on one of the upper, middle, or lower planes, depending on how they were judged. A rare few are judged worthy to rise and join the ranks of the Paramanes at the Silver Gates, there to seek out their final perfection and perhaps one day become archons and serve the Creator. Others may be chosen by Death to serve him as Necromanes, or condemned to a miserable existence as shadowights.

There are some who believe that anything given over to the dead on one of the worlds of Primus becomes part of the Underworld. This includes not just the souls of the dead, but also such things as graveyards, tombs, burial vestments, and coins. Places and items given over in this way do not disappear from Primus; rather, a spirit version of each comes into existence in the Underworld, becoming a part of the Land of the Dead.

## On the Nature of Life, Death, and Renewal

In the Talislantan Omniverse, reality can be likened to a river that flows from creation (the Green World) to destruction (the Void). That which we call reality lies along the length of that river.

The key to understanding this river is in the nature of aetherium, the substance that makes up the astral plane. Aetherium is the beginning and the end of everything; every stone, every river, every beam of light, is shaped from raw aetherium, given form by thought. It is the essence from which is woven the tapestry of reality. It is also the raw material of magic, the substance of spirits, and the essence of life itself.

The elementals of the Green World shape the raw aetherium into the substance of what we call reality. The Archons of the Silver Sphere guide and direct this creation, channeling it according to the will of the Creator, though a few have been known to choose a different path. (See the *Shaitan*.)

Mortals can shape aetherium as well, though only in a limited manner. Spellcasting, mysticism, and other types of magic are one way. Another is through dreams. Though no single dreamer can do much, a world of dreamers can shape the aetheric currents around that world, giving rise to a unique dreamscape. This dreamscape then becomes a part of the Dreamlands.

When anything dies or is destroyed on Primus, it appears to decay, wear away, and crumble to dust. In truth, its essence passes from Primus into the lower depths of the Aethereal Sea, then downwards to the Demonrealms. Here, the entities we know as Demons break down the essence, so that it may then pass on to the Void.

In the Void, all that was created in the Green World, used on the worlds of Primus, and broken down in the Demonrealms is at last consumed. Here the substance and energy is absorbed, to be transformed back into the aetherium, and distributed back into the Omniverse through of the stars themselves. Such is the Cycle of Life, Death, and Renewal in the Omniverse.

## ROLE PLAYING IN THE MIDNIGHT REALM

If you're currently playing a campaign set in Talislanta (or any other RPG), the easiest way to start adventuring in the Midnight Realm is for the GM to simply create a suitable plot device that allows him to import the existing Player-Characters into the setting. Once they arrive, the PCs can interact with all of the dark and dangerous denizens of the Midnight Realm in any way the players and GM can imagine.

It's also possible to create a Midnight Realm campaign using Player-Characters and NPCs that are native to the milieu. In this case, it might be a good idea for players and GMs to spend some time discussing the unusual nature of the Midnight Realm milieu, where conventional "hero" types are rare, if not almost unknown.

One way to approach this is for a player to take on the role of a renegade member of his culture; i.e., a character who opposes his own kind, and therefore



could be considered “good” or “heroic” in the traditional sense. However, much of the uniqueness of a Midnight Realm campaign comes not from playing a hero, but from taking on the challenge of portraying an anti-hero.

## Tarterans as Player-Characters

Tarterans, for example, are complex characters that offer a wide range of role playing possibilities to creative players and GMs. A sampling of possible Tarteran personas could include the following:

### The Anti-hero

The archetypal bad guy/girl with a conscience: an outsider or outlaw whose motives initially appear to be completely selfish, but who usually ends up doing the right thing in the end.

### The Avenger

This archetype does evil deeds, but usually for a “good” (or at least understandable) reason: to avenge an unjust act of some sort, such as the murder of a loved one/family member/innocents, the loss of family or personal honor, etc.

### The Loyalist

Faithful service to one’s family, honor, or Princedom is the primary motive for these characters.

### The Opportunist

These characters often appear to be conformists or even Loyalists, but they are only interested in themselves, and will take advantage of any opportunity to get ahead.

### The Rogue

A thief or renegade who acts outside the law, but for selfless rather than selfish reasons.

### The Schemer

Cunning and complex characters, schemers may have a ruthless streak, but they are not necessarily “evil” *per se*.

### The Seducer

Characters such as the Seducer appear to be ruled by their passions, though they may actually be cold and calculating under the surface. They use their physical beauty, charms, or other beguilements to seduce others into giving them what they desire, whether it be love, wealth, power, etc.

### The Sycophant

These characters are typically portrayed as sniveling toadies who will do anything to ingratiate themselves with more powerful individuals.

### The Trickster

Tricksters may be mischievous, devious, malicious, or even murderous, but will usually have one thing in common: their behavior is intended to shake-up the existing order and perhaps compel others to change their own behavior or opinions.



## CROSSOVERS

### The Midnight Realm & Talislanta

If your gaming group is currently playing the Talislanta RPG, there are many different ways that GMs can bring players into the Midnight Realm (or vice versa). Here are a few suggestions:

#### Khazad

This is the most obvious, and most direct, connection between Talislanta and the Midnight Realm. Among the underground waterways that lead to the

subterranean city of Necron is at least one passage that the Black Savants use to sail to The Threshold, gateway to the Midnight Realm.

Other means of gaining access include ancient Thane maps of the Aethereal Sea, which might be found in any of Khazad's countless crypts and ruins. With such a map, PCs could sail a windship off the edge of the world, across the Aethereal Sea, and into The Threshold.

### **Cymril**

The archives of the Lyceum Arcanum may well contain include ancient Archaen maps of the Aethereal Sea, plus fragments of ancient tablets that might reveal lost information about the Thane, The Threshold, and other related subjects.

### **Nefaratus**

Nefaratus is the Talislantan home of the Black Savants, the present-day descendants of the Thane. Few Talislantans possess as much knowledge of the lower planes as these reclusive folk, whose black-hulled vessels are said to be rowed by teams of enslaved demons. While many have heard these stories, few know that the demonic oarsmen are actually Night Demons, taken from the Midnight Realm.

### **The Shadow Realm**

The Malum are aware of the existence of the Midnight Realm, and know several different routes by which one can travel there. It is likely that they have at least one ship capable of aetheric travel (similar to the shadow vessels of the Ebonites), and access to an underground passage or waterway that leads to the Black Pit (see Narandu) or another interdimensional rift.

### **Narandu**

It has long been suspected that the Black Pit of Narandu is actually a tear in the interdimensional fabric, or rift, leading to the lower planes. Demons and other entities use this as a passageway to Talislanta, but it might also be used to get into the Midnight Realm.

### **Werewood**

Of the many old Dhuna witchgates found scattered throughout Werewood, it is possible that one leads to the lower planes, and perhaps even the Midnight Realm.

### **Tamaranth**

Although the sylvan woodlands of Tamaranth seem far removed from the dark domains of the Midnight Realm, certain connections exist between the two realms. The Ariane know the ancient lore of old races such as the Thane and Sepharans, and still recall the secret routes that these folk followed in their sojourns throughout the lower planes. Traveling in astral or material form, Ariane Seekers are also known to venture into these domains, to search for lost souls or to gather information and knowledge.

### **Rajanistan**

The ancestors of the Rajans, the Torquarans, are known to have consorted with various inhabitants of the Underworld. Those who possess knowledge of the Midnight Realm may well surmise that the Torquarans had connections with the Sepharan Rune Cult, and that the Rajans might someday wish to re-establish contact with these dangerous anarchists.

### **Urag**

Three-eyed idols of massive stature can be found scattered throughout the land of Urag. Their significance has remained unknown for centuries, and due to the presence of hostile Ur tribes, none has ever been studied in detail. Might these graven images be of Sepharan origin? If so, what secrets might be uncovered by deciphering the strange runes and sigils inscribed on these ancient, horned idols?

### **Miscellaneous**

Other connections to the Midnight Realm might include enchanted mirrors, portals, or other ancient artifacts that transport characters anywhere from the Fallen Lands to the hold of a Zoab, Ebonite, or Brood vessel, the Thane ruins, or even the court of one of the nine Tarteran Princes.

Magical mishaps such as miscast spells might open a rift into the lower planes, leading characters on an unexpected trip to the Midnight Realm. A windship caught in an aberrant storm might be blown off the edge of the world and cast adrift in the Aethereal Sea, arriving by chance in the vicinity of the Threshold.

The giant devils known as Enim may be found in the Wilderlands of Zaran, but they hail from the lower planes. Some may know a way to get to the Midnight Realm, and might be willing to provide such information if bested in a game of chance or skill.

As sinister as a bottle imp may be while confined within its glass prison, it is far more dangerous – and vengeful – if accidentally released. Unwitting characters who have the misfortune to free a bottle imp may find themselves the victims of a terrible curse or malady, the only cure for which may require a trip to the lower planes.

And so forth...

## The Midnight Realm & Other RPGs

Most Fantasy RPGs include entities from the lower planes, in one form or another. Any of these creatures could know about the Midnight Realm. And might be willing to reveal such information under the proper circumstances (bribe, threat, etc.).

Any game that includes inter-dimensional spells, artifacts, and/or ships provides a ready means for characters to accidentally or intentionally discover the Midnight Realm. Characters who venture into other dimensions might also be captured and taken to the Midnight Realm, either by creatures from your own RPG or by those native to the Midnight Realm, such as Brood, Zoab, or Ebonites.

Also, by simply changing a few details as needed, any of the ideas for combining Talislanta and the Midnight Realm (such as magical mishaps, an-

cient artifacts, etc.) could work with your game as well.

## Midnight Realm Adventures

Although the Midnight Realm setting can seem constrained at first by its dark and gritty tone, the milieu presents a wide variety of adventure types. The following are a few ideas to get you started:

### Intrigue

The rivalry between the nine Tarteran Princes and the social dynamics of the Tarteran class system lend themselves particularly well to cam-

paigns focusing on political machinations, court intrigues, espionage and counter-espionage. The Diabolical Hierarchy, and the complex interactions between such races as the Zoab, Sepharans, and Ebonites, should also provide fertile ground for adventures of this sort.

### Rise to Power

Gaining power and influence is important to many inhabitants of the Midnight Realm, providing the impetus for characters to seek status, acquire contacts, and accumulate favors. This is true not only of the Tarterans, to whom power and prestige are everything, but also to the Sepharans, Zoab, and the various races of Devils.

### Profit

To the denizens of the Midnight Realm, wealth equates to power, status, the possibility of a comfortable existence, the pleasure of creating envy among one's peers. Acquiring wealth can be cause for many adventures, whether demon hunting, working as a mercenary or guard, smuggling, trading, or stealing from others. Zoab, Ebonite, Tarteran traders are active throughout the Midnight Realm and beyond, and are



always willing to make a deal if it will bring them profit.

### War

The Midnight Realm is a war-torn land where armed conflicts and military operations occur on a daily basis. In the Tarteran Princedoms alone, cities must be protected, outlying areas patrolled, roadways kept clear, and enemies dealt with. Civil wars, demonic invasions, and slave uprisings can all serve as hotbeds of adventure.

### Exploration

Many areas of the Midnight Realm, such as the Fallen Lands and parts of the ancient Thane Ruins, have never been fully explored. Entire regions of the lower planes, and vast stretches of the Aethereal Sea, remain uncharted and unknown. Who knows what secrets, riches, or resources may be found in such places?

### Encounters with the Unknown

In the Midnight Realm, strange occurrences are commonplace. Mysterious ships bearing suspicious cargos, unearthed artifacts of unknown origin, lost books of magic, and supernatural phenomena are all powerful draws to those who are motivated by curiosity or the thirst for knowledge.

## ADVENTURE SEEDS

GMs can use the following seeds as a starting point for developing their own adventures in the Midnight Realm. Names are left blank, permitting the GM to create any names they desire.

1) A Tarteran seeks revenge upon an enemy who ruined his family. He becomes a wealthy trader in the process, and has learned that his enemy has just signed a contract to deliver a shipment of nine valuable soulstones to an Ebonite soul-trader. If this shipment arrives late, or is in any way incorrect, the enemy will suffer a loss of status and also incur the wrath of the Ebonites. The PCs may be employed to help the Tarteran exact his revenge by somehow disrupting his enemy's shipment. Alternatively, the PCs may be employed by the Tarteran's enemy to protect

the shipment, or perhaps to track down the culprit responsible, should the attack have already taken place.

2) A former demon hunter who has attained high status for her courageous deeds approaches the PCs looking for a favor, asking them to aid in the recovery of a cache of black diamonds that she was forced by circumstances to leave behind in the Fallen Lands. In exchange, she offers a cut of the profits from the sale of the diamonds, her good will, and her potential sponsorship of the PCs' future endeavors.

Shortly after receiving this offer, the PCs are approached by a rival of the demon hunter: a Tarteran with strong connections to the spies of Minauron. He says that the demon hunter needs the stones because she has fallen into debt, and offers a counter-proposal: recover the black diamonds and sell them to him, thereby causing the demon hunter to default on her debts and lose status. In return, he offers to pay full price for the stones, and also offers protection from the demon hunter and the opportunity to take advantage of his connections with the spies of Minauron.

3) A Zoab Exaltar is arriving in Golgothon in six days, and the Tarteran merchant expecting the Exaltar has just realized that there are not enough live canker-worms for the Zoab's welcoming feast: a necessary requisite if the merchant is to close the lucrative trade agreement that he hopes for. He's willing to pay dearly for three barrels of canker-worms, which should be enough to feed the gluttonous Exaltar and his entourage. But the worms must be fresh, and of the finest quality - at least as far as Zoab tastes go.

If the PCs agree to help the merchant, they may encounter a variety of challenges. Will traders in other Princedoms help or hinder their efforts to acquire canker-worms? Will they sell quality merchandise, or try to foist off sub-standard worms on the PCs, who may or may not have the necessary expertise to know what a "first quality" canker-worm is. If no one offers to sell, or if their prices are too exorbitant, the PCs may have to go to the Maladian Forest and capture three barrels of canker-worms themselves.

4) A Tarteran has two major obstacles standing between him and the realization of his goal of becoming major-domo of the household of his master, a wealthy Tarteran noble: a mean-spirited superior who

currently holds the position he covets, and a sniveling and overly ambitious servant who covets his own position.

An upcoming masque, to be attended by the noble and several of his wealthy associates, provides the Tarteran with an opportunity to undermine both his rivals in one fell swoop. His superior hopes to win the favor of his master by hiring a gremlin orchestra to provide music and entertainment; the servant has been put in charge of the food, while the Tarteran is in charge of the drinks. The question for him is, how best to accomplish his goal of tarnishing the reputations of his two rivals, while also enhancing his own reputation? Enter the PCs.

5) A Tarteran trader has lost three ships and a small fortune in merchandise in the past few weeks. Who is responsible? A Brood ship has reportedly been spotted in the vicinity, but the trader suspects this may be the work of his most hated rival (another Tarteran). Then again, it could be the Sepharans, whom he also deeply distrusts, or perhaps the Zoab merchant who he accidentally insulted a month ago? Or was it a gargoyle mutiny, or maybe night demons? The trader is desperate to employ some able-bodied adventurers to find out who is responsible, and stop whatever is happening to his ships before he becomes bankrupt.

6) A maniacal Tarteran arcanologist has been experimenting with a combination of soulstones and clockworks, attempting to create a perfect artificial body powered and controlled by a soulstone containing a living soul. He has secretly been kidnapping and killing poor residents of the city, and testing the procedure of soul transference, creating several piteous and insane lesser constructs. The PCs may become involved when he kidnaps someone of import to them, or perhaps when he attempts to kidnap one of the PCs themselves. Perhaps the PCs encounter one of the arcanologist's failures as it performs some terrible crimes in its madness? What happens when the PCs confront the arcanologist? Has he perfected his methods and created a small unit of soulstone-powered clockwork bodyguards? Does he somehow transfer his own soul into a clockwork body of great power?

7) An Ebonite shadowizard is offering a sizeable fee to anyone who can locate and exhume a rare sar-

cophagus, which he says is buried in a tomb beneath the catacombs of Mount Ziggurat. Ancient writings indicate that the tomb may have been protected by a series of potent Thane runes, including symbols intended to ward against Demons, Devils and even Shadowfolk. If this is true, then a Sepharan symbolator might make a useful addition to the party. Can the PCs find one who can be trusted? Who, or what, was buried in the sarcophagus, and why were so many precautions taken to protect the tomb in which it resides? Equally important, is there any truth to the rumor that Skathe have recently been spotted in the caves around Mt. Ziggurat?

8) A low-ranking Tarteran merchant named Talok, from the city of Malapharon, claims to be in possession of an ancient Thane funerary urn and is offering it to the highest bidder. His offer has attracted a lot of attention: the interested parties are said to include several of the wealthiest Tarteran Trade Houses, a group of Sepharan cultists, a visiting Zoab Exaltar, an Ebonite Soul-trader, and an entire cabal of Black Savants. Talok would like to hire an experienced appraiser to help him negotiate the sale, as well as a few stout hands to provide additional security during the protracted negotiations that seem likely to ensue. What is it about this artifact that has stirred up so much interest from such a diverse group of potential buyers? How did Talok, an individual of few apparent qualities or assets, come into possession of something so valuable?

9) An immense Broodwurm has been spotted entering and exiting the Threshold, sometimes as often as once a week. Perhaps not coincidentally, a Tarteran merchant vessel from Othyron has disappeared, along with a crew of forty and a cargo of black diamonds, silver ingots, and unspecified alchemical wares. Among the missing is Zamarias, the hot-tempered young daughter of a wealthy Othyrian merchant, who is offering a large reward for her safe return. An opportunity for great profit is present, if any are willing to brave the considerable dangers which are also likely to accompany such a mission.

10) A Tarteran Trade House is looking to hire some skilled merchants and adventurers to handle a complex series of trade agreements. First, acquiring a quantity of iron from Maladon, and a shipment of

argentium from Colothon; second, transporting both cargos to Porphyron, where the services of a group of gremlin artificers will need to be retained; third, oversee the gremlins and have them turn the materials into enchanted blades, bracers, and chain mail; and fourth, delivering the finished product to Golgothon. Overseeing such a complex enterprise will not only require considerable mercantile skill, but also keen political acumen and a strong sword-arm. Pirates or thieves may try to rob them; agents from rival Houses may attempt to undermine their efforts; unscrupulous merchants may unfairly hike their prices or try to bilk them. Will the PCs be up to the task? If they succeed, they will reap a considerable profit, plus a great measure of Status not only for themselves, but for their Families and House as well.

11) A Black Savant seeks a soul gathered from Spiritfall mountain: a very specific soul, belonging to an unnamed individual who seems to be of considerable importance to the Savants. Why this particular soul? What makes him or her so important? The Savant will not say. However, in return for the soul he offers his services as an occult advisor, and will agree to assist the PCs in the future. If the PCs come to an agreement with the Black Savant, they must make preparations to travel to Spiritfall Mountain, and perhaps to remain there for several days, or even longer. They may also find that they need to be prepared to deal with phasms, soul-trappers, Brood reavers, and a cell of fanatical Sepharans seeking the same soul that they are after.

12) Cetalus, a Tarteran noble of some repute, has survived two recent assassination attempts in the past month. In both cases the would-be assassins escaped, and were not identified. No longer trusting his own guards and fearing that another attempt on his life may occur at any moment, Cetalus offers to hire the PCs to serve as his bodyguards, at least until he can discover who is trying to kill him.

If the PCs take the job, they will soon discover that Cetalus has many enemies, any of whom might want to kill him. As a Metathonian slave trader known for his shady business practices, he made few friends among the Zoab, Brood, and Ebonites. Suspected of stealing a valuable shipment of Sepharan sculptures, he has earned the enmity of the Cult of Sephar. His three wives despise him as a liar and philanderer; the gargoyles who serve as his bodyguards detest him because he pays them a sub-standard wage. Can the PCs keep Cetalus alive long enough to find out who's trying to kill him?

13) In a bar, marketplace, or any other locale convenient to the GM, three robed and hooded figures introduce themselves to the PCs. Claiming to be Sepharan Revisionists, they offer the PCs a handsome fee to serve as guides on a trip to the Black Spire Mountains. Here they hope to locate an ancient crypt containing a certain valuable artifact, which they seem most eager to retrieve as soon as possible.

If questioned further, the Sepharans will say that they are members of a sect that actively opposes the Zealots. The reason they want to leave as soon as possible is that they recently learned that a Revisionist cell is en route to the Black Spire Mountains, hoping to obtain the same artifact that they are after. They say that the Zealots are posing as a trio of Revisionists, and that they must be stopped at all costs. In an attempt to persuade the PCs to help them, the three Sepharans will offer to pay them an additional fee and give them any other valuables found in the crypt, if only they will agree to get underway at once.

Can the PCs trust the Sepharans? Are they who they say they are, or are these three the very Zealots the Sepharans said were posing as Revisionists? What is the nature of the ancient artifact, and why do the opposing sects want it so badly? The Sepharans are offering a lot of money; should they accept the job or turn it down?



14) In a remote, hilly region of the Nine Princes sits an abandoned castle, its walls broken and its gate breached. Cold winds blow through shattered windows, and an air of chilly desolation fills the empty halls. The land surrounding the castle is devoid of life, as if even the animals know to fear this place.

Long ago the castle was the home of Lord Aramis and his family, nobles of the Thane Empire. When the Aramis was struck by an unknown illness, no medicine or magic could save him. He struck a deal with Bathazar, a shadowizard, that would allow him to cheat death.

When his time came, Aramis did not die, but was changed into a shadowight, eternally desolate and cold. Dark urges swept over him, but he resisted - for a time. Slowly, one by one, he succumbed and drained his family members, dooming each one to his own private hell.

Lord Aramis resides there still, cold and empty, with nothing to sustain him but the wails of his wife and children - nothing except a deep, abiding desire for revenge on Bathazar.

GM Notes: Lord Aramis is a powerful shadowight, a skilled swordsman and necromancer with all available modes. His wife, Azaela, is a cryptomancer and a skilled actress, cunning in her ability to lure strangers to the castle. The rest of the clan (sons, daughters, nephews, servants, etc.) are a morose, vindictive lot who exist in terror of Aramis. Bathazar is an ancient Necromane, though he has been out of Death's favor since the incident with Aramis.

#### Adventure possibilities:

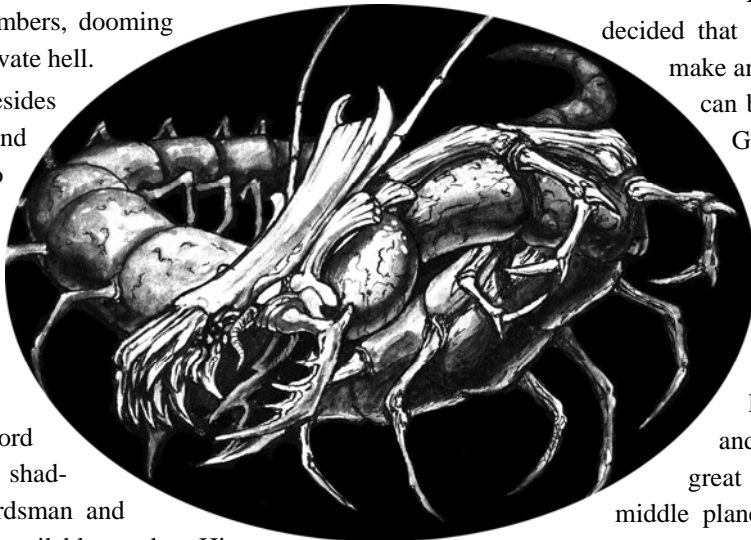
- The PCs encounter a weeping shadowform woman who claims to be an Ebonite, enslaved to an ancient Gargoyle necromancer. She begs them to come to Castle Aramis to slay him and free her. It is, Azaela, luring potential victims to the castle.
- Lord Aramis, working through Ebonite interme-

diaries, hires the PCs to slay Bathazar and bring his enchanted black scythe to the castle, which he believes can remove the curse from himself and his family. Bathazar may be willing to listen to an offer to remove the curse, though, if his pride can be assuaged.

- Caught amid a powerful black storm, the PCs are forced to seek cover in the ancient castle. The shadowform denizens appear harmless enough at first, offering them hospitality in return for tales of the world beyond. In bits and pieces they offer their own story, and as the black moon rises to its height, it becomes clear that this is the anniversary of their doom, and the PCs are to be devoured at the stroke of twelve.

The nearby Prince has decided that Castle Aramis would make an excellent retreat, if it can be repaired. When the Gargoyle workers disappear without a trace, the PCs are sent in to discover what's going on.

15) While in a tavern in Othyrion, the PCs hear a strange and unsettling tale. A great king of one of the middle planes recently died, and his people are preparing to bury him amid all his worldly riches. Apparently, a cabal of unscrupulous shadowizards are planning to waylay the king's spirit on its way to the Underworld, steal his riches, and dispose of the evidence. Do the PCs interfere and protect the king's soul? Or, do they try to get there first and claim the treasure for themselves? What neither side knows is that the king was warned of the shadowizard's plot before he died, and so was buried with twelve clay statues to protect him on his journey. Plus, necromane has been following the shadowizards to put an end to their nefarious plots, and may suspect the players' motives regardless of their actions.



## HISTORICAL TIMELINE

Due to the effects of the cataclysm that ravaged the Midnight Realm long ago, detailed information on the ancient history of the region is rare, or in some cases, non-existent. Accordingly, all dates should be considered approximations, at best.

Note that the abbreviations, BC and AC, stand for “Before Cataclysm” and “After Cataclysm”, respectively.

### **Date: ?      The Unknown Age**

Little is known of this mysterious era, which preceded the beginnings of recorded history in the Midnight Realm. The first intelligent denizens of the region may well have been a savage race of cannibalistic humanoids known only as the Cave Dwellers. Primitive artifacts believed to date back to this era include crude stone axes, strange inscriptions found on cave walls, and hideous looking ritual masks. Some are said to be cursed, or possessed of strange properties.

### **2000-1320 BC    The First Epoch**

The rise of the first Thane civilization, and subsequent disappearance of the Cave Dwellers. Settlements erected along the southern coasts. Exploration of the northern regions begins. Artifacts from this period (stone tablets and wheels, sarcophagi engraved with unusual symbology) indicate that the Thane were already developing a rudimentary knowledge of Magic. Rise of the first great Thane ruler, Varon, who some say was known to consort with devils. Construction begins on the city of Varonus, destined to become the capital of the Thane empire.

### **1319-106 BC    The Second Epoch**

Beginning of the Age of Arcane Enlightenment. A period of remarkable achievements in the arcane arts ensues, during which many books of magical and alchemical lore were written – most, regrettably, now lost. Complex magical cyphers devised by Tarosian, the first great Archimage of Thanatus, and used to encrypt arcane texts of all sorts. The cities of Thanar, Ganoros, and Oranthium – known in their day as the Cities of the Red Night – are built, and a system of

roadways is constructed. A long line of rulers known as the Red Emperors were apparently extant during the early-mid part of this Epoch. The line finally died out, to be replaced by the first of the Thane Archimage-Kings, Tarosian I.

### **105-30 BC      The Third Epoch**

Tarosian II, the eldest son of Tarosian I, comes to power and declares the beginning of a new era, opening the trading ports of Thanatus to Ebonites and Zoab merchants. Thane build the Threshold and begin a great Age of Exploration. Founding of the Thane colony of Khazad, in Archaeus (later known as Talislanta). The explorer-mage, Nausicus, creates detailed maps of Archaeus and parts of the lower planes, gaining great renown among scholars of this era. He sets out to create a map of the Omniverse, but unfortunately he and his ship are lost somewhere in the Aethereal Sea. His student, Miranthas, continues his Great Work, sails into the depths of the lower planes, and encounters the Sepharans. She returns to Thanatus to warn them about the Cult of the Sephar, and to report signs of increased demonic activity among the lower planes. In response, Tarosian II orders the construction of a pair of giant stone guardians, one to be affixed to either side of the Threshold. Six days later, he is dead of unknown causes.

### **29-1 BC        The Fourth Epoch**

The death of Tarosian II brings the Third Epoch to an abrupt end. His successor, Tarosian III, closes the Thane ports to all outsiders. He then orders the royal seer, Nalos, to cast a divination to foresee the future. The results indicate that the death of Tarosian II is but the first of three dire omens that will occur, the last of which will herald the destruction of Thanatus by a horde of demons. Upon hearing this, Tarosian III orders Nalos put to death for treason. With his dying breath the astromancer reveals that this act was the second omen. Tarosian III orders more divinations cast, all of which result in the same dire auspices. Fearing the imminent onset of the fateful third omen, Tarosian III orders the construction of the underground city of Necron, in Khazad. Plans are made to evacuate Thanatus, and preserve the population in stasis. Necron is built, and its population interred. But



before all the other Thane cities can be evacuated, the pale sun above Thanatus turns black: the third and final omen, signaling the onset of the Cataclysm.

### **0                   The Great Cataclysm**

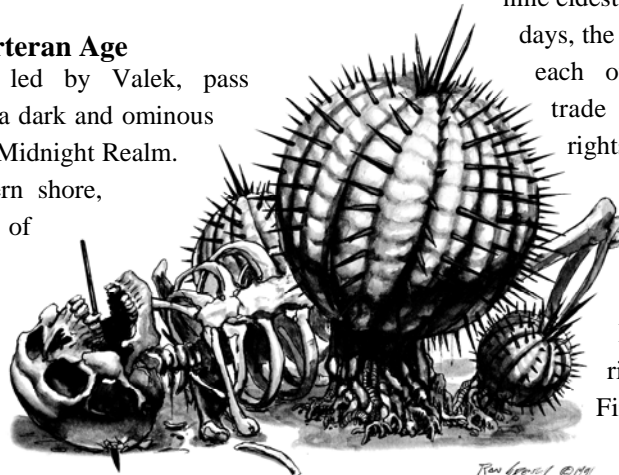
A bottomless pit opens in the northern territories, from which issues forth a seemingly endless stream of demons. All of Thanatus is overrun, the empire of the Thane falls into ruin, and is no more.

### **?                   The Fallen Age**

A nightmarish epoch, during which the old land of Thanatus was ravaged by hordes of demons, whose southerly advance was stopped only by the Threshold. No one knows for certain how long this period lasted. As a result, all dates following this time are purely speculative, as they are based on the Tarteran calendar.

### **1 AC               First Tarteran Age**

The first Tarterans, led by Valek, pass through the Threshold into a dark and ominous land that they soon call the Midnight Realm. They arrive on the southern shore, where they find the ruins of the Thane city of Varonus, abandoned except for a few disorganized bands of demons. The Tarterans quickly destroy them, reaping a small fortune in black diamonds. The first Tarteran settlement of Malapharon is built on the ruins of Varonus.



### **3 AC               Port of Malpharon Opens**

Tarterans establish trade contacts with the Ebonites. Rapid increases in the Tarteran population follow, and soon additional settlements are being built.

### **6 AC               First Demon War**

Six years to the day after their arrival in the Midnight Realm, the Tarterans are caught off-guard and attacked by a horde of demons, who descend upon Malapharon from the north. The War lasts for

two years, resulting in terrible losses. Malapharon nearly falls, until a large contingent of heavily armed gargoyle reinforcements arrives to help turn the tide.

### **22 AC             City of Othyriion Founded**

Tarterans complete work on their second port city, and open up trade with the Zoab. The Vice-Regent of Othyriion, Toranos, is credited with negotiating the deal, and becomes so popular that for a time it appears he may attempt to usurp control of the city from the King. Valek puts a quick stop to this by personally removing Toranos's head, beginning a feud between the two families that lasts even to the present day.

### **53 AC             Nine Princedoms Founded**

The Tarteran territories are divided into nine Princedoms by Valek, who gives one to each of his nine eldest sons before his death. Within days, the nine Princes are arguing with each other over everything from trade agreements to territorial rights.

### **55 AC             The Tarteran Civil War**

Disputes between the Princes of Malapharon, Othyriion, and Avernion result in the First Tarteran Civil War. Troops from Golgothon and Maladon are called in to restore the peace, resulting in even greater bloodshed. The fighting lasts for several months, until reports of an imminent demonic invasion force a hasty truce.

### **56 AC             Second Demon War**

Maladon falls to an invading horde of demons, accompanied this time by an army of winged night demons. Only the cooperative efforts of all Nine Princedoms prevents the fall of Golgothon as well, though at an appalling cost in Tarteran lives. It takes over four years to turn back the demonic host, drive all the demons out of Maladon, and reclaim the city. After this, the Nine Princes reluctantly agree to share the costs of defending the Princedoms, and take other

joint measures to help guard against future demonic attacks.

**57 AC      The Second Tarteran Age**

The Second Age begins, heralded by the opening of the Library of Avernion and the gremlin workshops of Porphyron.

**66 AC      Plague of Minor Demons**

In a bizarre and apparently inexplicable occurrence, all Nine Princedoms suffer an infestation of tiny quasi-demons, which seem to sprout up overnight to emerge from sewers, drains, and cellars. Many methods are tried to rid the cities of these hideous pests, including the creation of demon-killing hybrids, such as Skathe (See *Chapter Two, Bestiary*). The quasi-demons are eventually exterminated, using an alchemical concoction comprised of powdered silver and other noxious substances. For years afterwards, the sewers reek of this foul mixture.

**122 AC      Return of the Thane**

Representatives of the surviving Thane of Khazad, now known as the Black Savants, return to the Midnight Realm. At first, it is thought that the Savants have come to reclaim the kingdom of their ancestors. However, the Black Savants renounce all claims to the fallen kingdom of Thanatus, which they consider to be cursed. A monetary settlement is negotiated between the Nine Princes and the Savants: reportedly, millions of silver argents in black diamonds, to be paid over the course of several hundred years. Most Tarterans are satisfied, but some still rue the day this agreement was made, claiming it is little better than blackmail.

**133 AC      First Contact with the Brood**

The captain of a Malapharian merchant vessel reports being attacked by a strange, living ship: a Broodwurm, carrying hundreds of Brood slavers mounted on bat manta. All but the captain and a handful of crew are taken by the Brood, who withdraw after the unexpected arrival of a heavily armed Colothonian vessel. Malapharon considers declaring war on the Brood, but decides against this policy after the

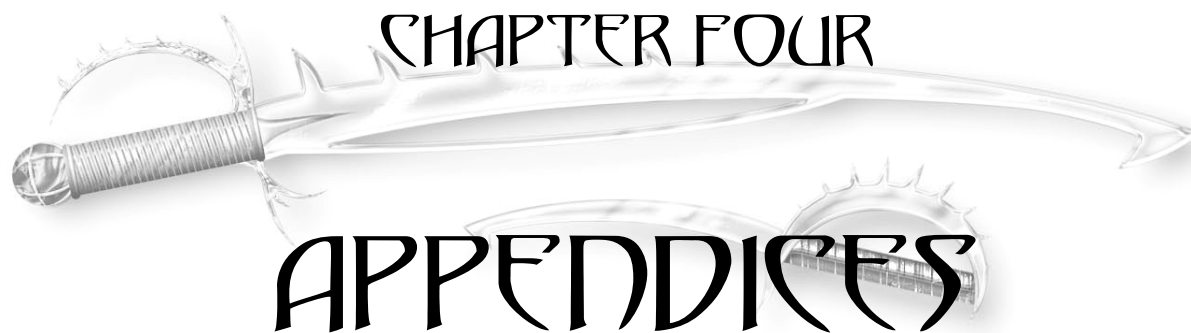
Sires of the leading Houses decide that establishing trade contacts with the Brood would be a preferable source of action. Over the course of the next few years, several attempts will be made to do so: some successful, and some resulting in tragic circumstances. No formal agreements are ever struck, nor do any exist to the present day.

**166 AC      First Contact with Sepharans**

The Sepharans, returned from their long exile, send emissaries to each of the Nine Princedoms. At the urging of the Black Savants, the Princes turn aside the Sepharans' diplomatic overtures, and ask them to leave the Midnight Realm. Later, several Princes, merchants, and other Tarterans will secretly make deals with the Sepharans, establishing trade agreements and other covert arrangements.

**202 AC      Present time**





# CHAPTER FOUR

# APPENDICES

## EQUIPMENT

The following is an extensive list of the gear, goods, musical instruments, and coins of the Midnight Realms.

### Coins of the Realm

#### The Nine Princedoms

Tarteran coins are known as argents, and come in a variety of denominations:

**White Argent:** a nine-sided disk of pure argen-tium about an inch across and wafer-thin.

**Silver Argent:** which is thicker, made of silver, and has a hole in the center of the coin

**Gold Argent:** which is larger than the others and square. The gold argent is often broken in pieces and called Half Argent or Quarter Argent, or more simply Halves or Quarters.

#### The relative values are:

1 White Argent	=	100 Silver Argents
1 Silver Argent	=	10 Gold Argents
1 Gold Argent	=	2 Half Argents
1 Half Argent	=	2 Quarter Argents

For the sake of comparison, one silver argent has the same buying power as a common gold piece (one gold lumen in Talislantan terms). Gold coins brought

from other lands are honored, though only as equal to gold argents, which is generally less than their native value. Thus travelers from other realms are often better off bringing trade goods or gems rather than their local coins.

Silver coins of foreign origin are valued according to their metal content rather than their coinage value (1 lb. = 10 silver argents). Copper and other coins are generally not accepted as currency.

The coinage is abbreviated as follows:

*s.a.* = Silver Argent

*g.a.* = Gold Argent

*half* = Half Argent

*qtr* = Quarter Argent

### Foreign Currencies

While gold coins are generally accepted as currency throughout the lower planes, each world values them differently, and often has its own local currencies as well.

Sepharans never accept silver or argen-tium coins, preferring either gold coins or barter. Their own coins, called ikons, are minted only in the Nether Realm. Made of gold and brass, ikons are indited with calligraphs representing various denominations; e.g., a brass 5 ikon piece, or a gold 10 ikon piece. Sepharan gold ikons are accepted as gold argents in the Midnight Realm, while brass ikons are not honored outside of the Nether Realm.



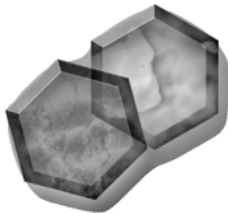
Gold Argent



Silver Argent



White Argent



Radians



Ikons



Soul Marks

Zoab deal in all currencies, and are renowned for being able to recall the current rates of exchange among hundreds of worlds and nations. In the Zoab Empire the standard coins are made from carved gemstones, about an inch across and about a quarter-inch thick, with the type of gem indicating the denomination. The most valuable coin is made of radian crystal. Zoab crystal coins are not accepted as currency elsewhere, though they are generally accepted for their intrinsic value as gemstones.

Ebonite currency is unusual, and also somewhat rare. It is derived from the customs of certain races, who practice the tradition of burying their dead with coins in their pockets, and/or placed upon their eyes. The coins are said to accompany the spirit to the Underworld, where Ebonites collect them as payment for swift passage to the Forever Road. Known as soulmarks, these coins are noncorporeal and dark as shadows, with graven funerary images on one side and the customary holy symbols observed by the departed on

the other. Few worlds will accept soulmarks as currency.

## FINDING MORE EQUIPMENT

Although this section lists much of the equipment available in the Midnight Realm, many of the items of equipment detailed in *Talisanta* pp. 452-488 are also available in the Midnight Realm, and are listed at the start of each appropriate section.

To determine the Costs of these items, convert the *Talisanta* currencies as follows:

Gold Lumens (s.a.) become Silver Argents (s.a.)

Silver Pieces (g.a.) become Gold Argents (g.a.)

Copper Pieces (qtr.) become Quarter Argents (qtr)

## Weapons

### Club, Enim

These gargantuan two-handed clubs are used by the giant Enim and are topped with great stone heads carved to resemble bestial or diabolical entities of dread aspect.

### Club, One-handed

Any stout stone, bone, or wooden bludgeon wielded in one hand is considered a one-handed club. This is a common makeshift weapon.

### Flail

The flail is a stout handle to which a length, or several lengths, of chain are attached, weighted with iron balls of variable size, spiked or otherwise. Untrained users must make a DEX roll to avoid striking themselves when using this weapon.

### Claw-Hook

Used by miners, soultrappers, and others, a claw-hook is a wickedly-spined grappling hook. Over the centuries it has also come into use as a remarkably versatile weapon.

The exiles in the Fallen Lands (who are forbidden weapons, as exile is supposed to be a death sen-



tence) developed the claw-hook as a multi-faceted tool for survival, hurling it as a boomerang, swinging it on a chain overhead, and wielding one in each hand in close quarters. Knowledge of these fighting styles with the claw-hook spread through the Princedoms such that it is not uncommon for anyone who travels the mountains, or who wishes to seem unarmed, to carry one.

The hooked and spiked nature of the weapon makes it exceptionally useful for disarming opponents (reduce the Degree of Difficulty penalty for any such stunt attempts, by 1).

### Mailed Fist

Mailed fists include any weapon that reinforces a punch and protects the fist, including heavy rings, iron gauntlets, and studded gloves. Such weapons use the character's Brawling skill (or other unarmed fighting skill) and allow the character to inflict DR 2 + STR with a punch.

### Strictor



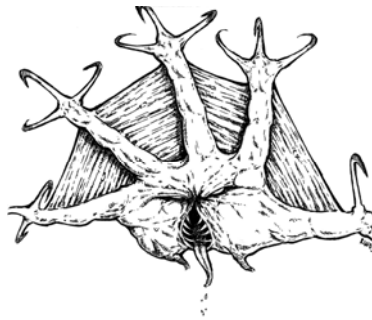
The strictor is a trained, living snake used as a whip by the Brood. Ordinarily it is used to lash opponents just like an ordinary whip, but if the wielder makes a Critical Success on his attack roll, the strictor whips around the victim and starts to crush them, inflicting DR 4 per round automatically. Breaking free requires a STR roll with a -8 penalty. To view the strictor's attributes and abilities, see Chapter Two.

### Tarteran Blade



Created originally to serve the particular needs of demon hunters, Tarteran blades have become commonplace. Tarteran blades are modified daggers and swords of various kinds, slightly shorter than common versions of those weapons, but far more vicious in appearance and utility. Serrations are added to the blade, ensuring the wounds it inflicts are difficult to heal (double the amount of time to heal, or twice as difficult to heal with magic, healing potions, etc.). The blade's tip also features a short hook, making the weapon exceptionally useful for disarming or tripping opponents (reduce the Degree of Difficulty penalty for any such stunt attempts, by 1). Double the cost of any blades of Tarteran style.

### Vorak

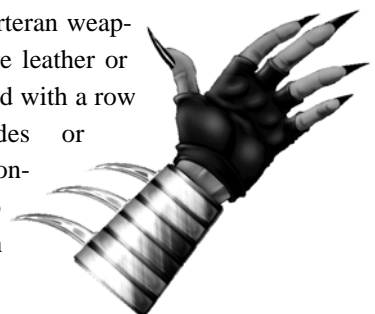


Vorak are smaller but even more ferocious relatives of the bat manta that are used as thrown weapons by the Brood. When thrown they flatten into a disk-

like shape, then violently claw and bite as they impact their target, inflicting considerable damage. The creatures are kept in a manta-hide pouch until needed, and must be fed fresh blood daily. If not, they can become quite irascible, and even violent. They are trained to fly back to their thrower on the following round of combat (a process taking a round). As a result, a single vorak can only be thrown every other round. To view the vorak's attributes and abilities, see Chapter Two.

### Wrist Spikes

Popular Tarteran weapons, wrist spikes are leather or metal braces adorned with a row of slashing blades or spikes, used as secondary weapons to slice opponents in



# CONVEYANCES

## Black Savant Galley



Black Savant galleys are large, ominous vessels, clad in iron. These ships are propelled through the waves by twin banks of oars, each manned by enslaved night demons bound to long iron benches with silver and argentium chains. Forced to toil without cease, the demon-oarsmen are motivated by the silver-tipped lash and arcane powers of their Thane masters. The galleys of the Black Savants bear no arms; the reputations and arcane powers of their owners generally ensure that all other ships give them a wide berth. These vessels are never sold.

Size: Up to 100' in length.

Speed: Cruise at -1 (10 mph); top speed +3 (18 mph).

## Broodwyrn

Broodwyrms are massive creatures that range from three hundred to six hundred feet in length, and up to sixty feet in diameter. Used as living ships by the Brood, these slow-moving behemoths have thick chitinous armor, and long, barbed tongues that they use for spearing prey - or other ships, if compelled to attack by their Brood masters. Broodwyrms are never sold: as far as anyone knows, only the Brood are capable of controlling these monstrous creatures.

For more information on the Broodwyrn, see Chapter Two: Bestiary.

Size: 300'-600' in length

Speed: Cruise at +5 (23 mph); top speed +7 (27 mph).

## Ebonite Galleon

Ebonite galleons are morbid looking vessels, their dark timbers adorned with funereal iconography, arcane scrollwork, and silver and bone inlay. The tattered black silk sails of these ships appear always to be billowing in the wind, even in a dead calm. For this reason, and because of the nature of their crew, they are sometimes known as Ghost Ships. Though they are massive and slow-moving, Ebonite galleons are impressively armed, bearing two heavy catapults, and at least two light ballista.

Size: Up to 200' in length.

Speed: Cruise at -3 (8 mph); top speed +2 (16 mph).



## Sepharan Runeship

Among the strangest of all vessels, Sepharan runeships resemble three-eyed idols carved from solid stone and inscribed from stem to stern with countless runes, sigils, and calligraphs. These magical inscriptions are said to ward Sepharan vessels from harm, and propel them through liquids and gases of any kind. Runeships are seldom armed, and are slow and ponderous to maneuver. Even so, their very substance, as well as their protective calligraphs, ensure that little can damage them. These vessels are never sold by Sepharans, although they may be sold by pirates or salvagers.

Size: Up to 100' in length.

Speed: Cruise at -5 (5-6 mph); top speed -3 (8 mph).

## Tarteran Schooner

Tarteran schooners are swift, sleek, water-going vessels, with two fine silk sails providing impetus in

the treacherous waters of the Midnight Realm. A pair of light ballista provide the ship with protection.

Size: Up to 100' in length.

Speed: Cruise at +2 (16 mph); top speed +5 (23 mph).

### Zoabian Aerial Palanquin

Personal modes of transportation favored by the wealthiest Zoab, aerial palanquins are little more than large, elaborately decorated platforms, draped with silk and furs and inlaid with exotic woods and precious metals. Slow and stately, these pleasure craft are levitated by a single radian crystal, and propelled by two elegant fans. These palanquins are known for their luxurious accommodations and ostentatious ornamentation.

Size: 20'-25' in length

Speed: Cruise at -5 (6 mph); top speed +1 (14 mph).



### Zoabian Windship

Typical of the extravagant nature of their owners, Zoabian windships are overly decorative contrivances of little practical use. Used as passenger transports or merchant vessels, these ships are levitated by a bank of four radian crystals, and propelled through the air by a massive, slave-driven propeller. Zoabian windships are capable of carrying a dozen passengers and their retinues in opulent style. When used for mercantile purposes these vessels can hold considerable quantity of trade goods, plus a crew of 10-20. Typical armament consists of a pair of swivel-mounted heavy ballista, one fore and one aft.

Size: Up to 60' in length.

Speed: Cruise at -1 (10 mph); top speed +2 (16 mph).

## BEASTS

### Bat Manta

Ebonites and Brood both make extensive use of trained bat mantas as aerial steeds, a purpose for which these sinister creatures are well suited. Certain Sepharan cells also use Bat Manta steeds, particularly those that prefer stealth and secrecy in order to accomplish their goals.

### Moondrac

Trained moondracs are uncommon steeds, for although they are quite capable of bearing riders aloft, they are never entirely trustworthy. Unless carefully watched and frequently disciplined, a Moondrac may turn on its rider, with potentially disastrous consequences.

### N'aru, Trained

Generally kept and trained only by the Brood, these n'aru are capable of ripping the soul out of an incapacitated victim, and vomiting it into an appropriate receptacle for the spirit, such as a soul cage. Effective use of the n'aru requires the Animal Handler (N'aru) skill, and successful transference of the spirit into a soul cage requires the Soul Trapping skill.

### Shadowmane

Shadowmanes are favored as mounts by some Ebonites and Necromanes, but are seldom sold to outsiders.

### Vennin

Vennin are highly favored as familiars by many alchemists and magicians in the Midnight Realm, who covet these creatures for their potent toxin. The reputed ability of vennin to advise in the creation of alchemical concoctions is also an attraction, though accounts vary as regards the best means to derive such information, if it is even possible to do so.

## Amusements

### Hierarchy Deck

Hierarchy cards are popular throughout the Nine Princedoms and beyond, and come in decks of 81 cards, each 9-sided in shape, and adorned with painted representations of numerous types of devils of various social ranks.

Hierarchy is a game of skill and chance that can be played by two to five competitors. To start, each player is dealt six cards, and may discard up to three, replacing the discards with new cards from the deck. Each player then takes a turn drawing an additional card and making a wager. The other players must match each succeeding wager and draw another card, or drop out of the hand. Play proceeds until all players have nine cards in their hands, or until only one remains. The player with the highest cards wins, with one exception: any player holding the "Diabolus" card wins the hand, no matter what cards the other players are holding.

Hierarchy is played by all classes of Tarterans, and by most gargoyle mercenaries and gremlins. Enim have a particular weakness for Hierarchy.

### Skull Bones

Skull bones are small, skull-shaped dice, often crudely carved, although the more expensive varieties may be finely made and even have small, semi-precious stones set into the "eye-sockets." Sold in sets of nine, they present various tallies depending on how each skull bone lands, and are highly popular sources of gambling among the lower echelons of Tarteran society.

## Musical Instruments

### Bone Flute

The bone flute is a commoner's instrument; little more than a single carved bone, and therefore cheap and easily produced. The pitch of each flute varies greatly depending upon its length, with shorter flutes having a much higher pitch than those of greater length.

### Ebonite Organ

These large pipe organs are intricately crafted from deadwood, ebonwood, bone, and fine filigree of silver. Additionally, each pipe is often topped with a carved skull, increasing the instrument's resonance. The tones produced by these sepulchral organs are brooding, somber, and sorrowful.

### Horn

Horns are made from a variety of materials, and are used to rally troops in battle, announce visitors of import, signal to others, and as musical instruments in their own right. From the clear tones of silver horns and the bold braying of the Tarterans' iron battle-horns, to the deep bellow of the massive void-horns made from rare and costly void dragon bones, these instruments are popular throughout the Midnight Realm.

### Soul Organ

This diabolical instrument was invented in the pits of Oblivion. It is a massive, baroque pipe organ into which are bound several hundred damned souls, each assigned to a single key or pedal. The spirits wail or moan at a prescribed pitch when their corresponding key or pedal is operated. The wretched harmonies produced by these organs are said to be particularly soothing to many devils.

## Food/Lodging

### Black Arrack

A strong, dark drink with a powerful kick and sulfurous after-taste, black arrack is the drink of choice for those commoners able to afford something a bit more palatable than grog. It is served in thick, heavy chalices of iron. Most Tarteran establishments offer their own house variety of black arrack, though the differences are often subtle.

### Canker-Worm, Live

Popular only among the Zoab, live canker-worms are considered quite the delicacy by that folk. They are considered best when served alive, wriggling and full of unctuous yellow fluids.



### **Devil Bat Soup**

Devil bat flesh is reasonably tasty, but can be tough, especially as regards mature specimens. More commonly, it is finely sliced and used in the making of soup and stews.

### **Eel-Wyrm**

A common and inexpensive source of protein, the eel-wyrm is available in plentiful supply throughout the Nine Princedoms. Mainly scales and bone, eelwyrm flesh is tender when cooked and has a strong, briny flavor. It is also used for soups and stews, and can be smoked, pickled, or dried.

### **Feranth, Spit-Roasted**

Stuffed with mosses, breads, and spices, and roasted whole over a spit, feranth is considered a real delicacy - primarily because these creatures are notoriously dangerous to hunt and kill. As a single stuffed and roasted Feranth can easily feed 100 guests, these creatures often form the centerpieces of major feasts.

### **Gellid Stew**

Tough and bland, gellid meat is still valued by travelers and sailors because it never spoils; even a gellid that has been dead for many months can still be eaten. The meat is best served in stews.

### **Grog**

Any of a variety of inexpensive liquors, most made from fermented fungi and often watered down afterwards.

### **Grog, Nebul**

Nebul grog is popular at many dockside taverns. It is ordinary grog laced with small quantities of Black Nebul (see Narcotics.)

### **Kraggen, Boiled**

The kraggen is a delicacy, typically boiled alive in a large iron vat, whereupon it turns a bright blue in coloration. It is then served whole atop a plate, the shell cracked open and pale purplish meat revealed.

### **Magmite, Raw**

Magmites are often enjoyed as starters, snacks, or in small quantities as main courses, garnished appropriately. Their soft innards are edible, but must be eaten raw, as the creatures are immune to heat.

### **Moldworm, Stuffed**

Cooked whole and traditionally stuffed with whatever scraps of food the cook has to hand, stuffed moldworm is then cut into thick slices for consumption. A moldworm typically provides two generous meal portions per foot of length. The Cost on the Food/Lodging Table reflects a single portion.

### **Moonblossom Wine**

Given the violet moonblossom's far more valuable usage in the creation of healing elixirs, its use in the creation of wine is considered extravagant. The purple wine produced from the flower is deeply scented, rich, full-bodied, and sweet, as well as soothing and exceptionally relaxing. Only the wealthiest folk can afford such a costly vintage.

### **Moss Bread & Mould Soup**

The most common and inexpensive of foodstuffs, most varieties of mosses and moulds are edible and relatively nutritious, though few are considered especially tasty; hence, they are primarily eaten by the lower classes. Most mosses can be used to make a type of "bread", and can also be steamed or pickled. Moulds are mainly used to make soups or to flavor stews.

### **Naga-Root, Baked**

Given the extreme difficulty of locating a naga-root, the danger inherent in finding one, and the labor involved in digging up its deep-rooted central nodule, it should come as no surprise that baked naga-root is prohibitively expensive. Large and bulbous, the central nodule is roughly spherical and about two feet in diameter, with smooth white skin and a thick meaty consistency. Baked whole, it becomes exceptionally tasty, the skin splitting easily to reveal the soft pink plant-matter and viscous red juices within

## Trade Goods

### Brass

Brass is valued for its decorative nature and ability to inflict damage on devils. It is avoided by Tarterans, who find the metal uncomfortable to the touch.

### Captured Spirit

Captured spirits vary greatly in value depending on the nature of the soul, its relative power, and the skills and aptitudes it bore in life. (See *Spiritual Affinities*, in chapter 1.) These spirits are used in the creation of a number of magical items, and are especially prized for their application in the construction of soul-bound items.

### Timber, Crimsonwood

This rare material is used primarily for works of art, and bows of the finest craftsmanship. The wood is deep umber in color, striated with veins of bright crimson, lending it an unearthly beauty.

### Timber, Deadwood

Ash-grey in color, deadwood is rarely harvested due to the risks involved; strange accidents seem to occur around deadwood logging attempts. It is valued because, even without enchantment, weapons made of Deadwood can affect supernatural and noncorporeal creatures. Like shadowsteel and shadowsilk, items crafted of Deadwood can shift from corporeal to incorporeal along with the owner, making them valued by Ebonites and similar entities.

### Timber, Ebonwood

This lustrous black hardwood is one of the only timbers to be found in the Midnight Realm, and sees wide use and application as a result. Its fibrous pods are used to create a common black linen cloth, though this is counted a separate commodity.

### Gold

Though considered a precious metal and valued in the making of jewelry, gold is less expensive in the Midnight Realm than in many other realms (such as

Talislanta). Here, silver is considered the superior metal, both for its beauty and for its use vs demons.

### Heartstone

Heartstones, or black diamonds, are the gemstones left behind in the wake of a demon's death. These stones have many versatile applications. Cut and polished they are valued as jewels, and possess a dark beauty unsurpassed by any other type of gemstone. They can also be used to hold captured spirits, yielding the valuable commodities known as soulstones. As soulstones they are used in soul-binding. Powdered black diamond is also has alchemical applications, such as the creation of black adamant.

### Silver

Silver is a vitally important metal in the economies of the Midnight Realm. Attractive in its own right, it is also capable of harming demons, and is used in the creation of a number of alchemical materials, such as black adamant and argentium.

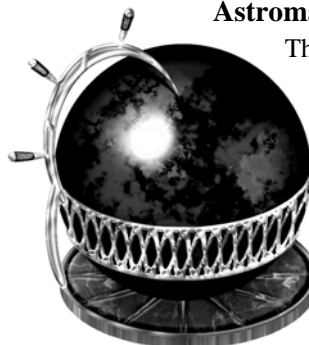
### Ulu Scent

Ulu scent comes in a number of varieties, each a viscous and foul-smelling liquid appreciated only by the Zoab, who apply it as a form of olfactory enhancement. The cheaper sorts of ulu scent are made from mixtures of rotten plant matter, producing a loathsome green liquid with a sickly odor. Most expensive, and therefore more valued by far, is "Yellow Ulu", the fetid yellow liquid produced from the pus-filled blisters of the canker-worm.

## Magical Materials & Enchanted Items

### Astromantic Globe

These two-foot diameter globes are employed by astromancers to indicate the relative position of ships on the aetheric sea. Though eminently useful, astromantic globes are difficult to read and occasionally yield unreliable results.



### Clockwork Limb

In Tarteran society, weakness of any sort is no excuse for failure. For those who have lost a limb or an eye in battle, clockwork devices are often the only viable alternative.

Clockwork arms and legs have the following attributes by default: STR 0, DEX -4, SPD -2. The attributes can be increased by doubling the construction cost per point. (Increasing DEX to 0 would cost 16x normal.) The difficulty of construction is increased by one for each point, as well. Clockwork limbs can withstand blows up to 20 damage without being destroyed.

Clockwork eyes have a base PER of -4. The PER can be increased at the same cost (and increased construction difficulty) as clockwork limbs. They are often enchanted to provide new types of vision, such as the ability to see great distances or perceive magic.

Though uncommon, it is not unknown for a Tarteran to replace a lost limb with something different, such as a spinning blade (DR 4) instead of a hand. Some opt for "interchangable" limbs, allowing them to switch between a hand and other devices at will. Each device must be constructed separately, with an additional +1,000 s.a. added to the cost and the difficulty increased by 1.

### Demonhide

Demonhide can only be taken from a living night demon, as their body turns to shadows that quickly fade upon death; hence, the rarity of cloaks and other garments made from this material. However, for those who travel the Fallen Lands, they are an invaluable protection. While covered in demonhide the wearer's "living aura" is masked, preventing demons from instantly detecting the wearer's presence.

### Demonward



Demonwards are made from a spherical black diamond that has been soul-bound with the spirit of a night demon, housed in an intricate matrix of argenticum wire, and affixed atop a short

iron spike. When planted into the ground, the demonward radiates an aura of entropy that masks the "living aura" of all living creatures within a 10' radius, thereby providing a modicum of security to travelers in the Fallen Lands. It does not shield travelers from direct observation, however.

### Diabolic Dagger

Utilized by diabolists and soul-stealers, this weapon is a curved and barbed blade set into a hilt of black adamant. The pommel is an empty claw-like device that holds a carved and polished black diamond. When a victim is slain with a diabolic dagger, the spirit is drawn and trapped within the black diamond, yielding a soulstone. These weapons are illegal in the Underworld, and are marked for destruction by any Necromanes encountering them.

### Elemental Staff



Created by Avernian Elementalists, these potent staves are made from polished crimsonwood, free of blemish or inscription. Affixed at the top is a glowing soulstone with the spirit of a lesser elemental from the Green World.

The standard staff is a level 20 enchantment with a level 9 elemental, with the following powers: Summon the elemental within the staff to perform a service 3/day, +1 damage (elemental type), communicate with inanimate elemental substances (elemental type), and +1 to all rolls involving the same elemental type.

For example: An Elemental Staff of Water can summon a level 9 water elemental for three services (Summon level 9), sheath itself in ice for +1 damage (Alter level 3), allow the wielder to communicate at a basic language skill with rivers, lakes, and streams (Reveal level 3), and gives the wielder +1 to Swimming or Aquamancy rolls (Alter level 5).

A Greater Staff is a level 40 enchantment. It has a level 14 elemental, includes a ward against that elemental type, and gives the wielder +2 to rolls involving the elemental type.

### Expansible Items

These diminutive, intricately-carved items are sold in Porphyron, Avernon, and Agathon, and are quite popular throughout the lower planes. Upon reciting a secret command word, these tiny items can be made to expand to full size or return to their original size, as desired. There are many types, including expansible swords, shields, wooden boats, huts, iron towers, chests, ladders, and so forth.

### Gremlin Enchantments

Gremlins possess the unique ability to imbue basic magical properties (+1 to +4 protection or damage) into items without the need for enchanting, soul-binding, or any other magical procedures. They do this quickly (taking about one week per plus of the item) and without the need of soulstones. With detailed instruction and oversight, Gremlins can also create soul-bound enchanted items, taking one-fourth the usual time.

Due to this talent, and the fact that Tarterans enslave Gremlins in large numbers, such items are more readily available and cheaper in the Nine Princedoms than they are elsewhere.

Mode: N/A (Alter is the equivalent)

Spell Level: Varies

Type: Continuous

Time required: +1 week cumulative, per +1 bonus, to the item's basic creation time. A +3 item, for example, takes 3 extra weeks to create.

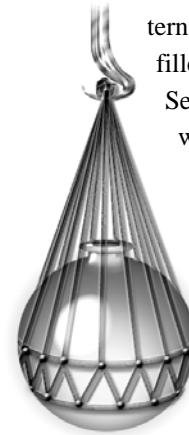
Minimum Value (Added to the item's Cost): 50 s.a. (+1), 150 s.a. (+2), 450 s.a. (+3), 1,350 s.a. (+4).

### Luckstone

This smooth, azure mineral is found in the western range of the Black Spire Mountains. It gets its color from an unusual type of fungus that permeates the stone and feeds on various mild toxins in the ground and in the air. When exposed to more direct poisons, the fungus overloads and dies in seconds,

turning bright red, which fades to a dull brown after a minute. It is the custom in the Nine Princedoms to drop these talismans in food or drink prior to consumption, in order to guard against being poisoned by one's peers.

### Luminus



A luminus is a term applied to any lantern, amberglass globe, or crystalline vial filled with liquid blue flame from the Sea of Frozen Fire. As the blue flame will "burn" continuously for years, these devices are often used throughout the Midnight Realm as reading lights and location markers.

A luminus vial sheds as much light as a candle (10' radius) and will not harm shadowforms. A luminus globe sheds as much light as a torch (60' radius) and will cause discomfort to shadowforms. A luminus lantern sheds light in a 100' radius and can be focused into a beam by narrowing its shutter. The intense light from a focused beam will dismay shadowforms, giving them -2 penalty to all actions.

Luminus are cold to the touch, and do not radiate heat. If a luminus of any type is broken, its contents will quickly disperse and be rendered inert.

### Magic Box

These devices usually resemble small, intricately designed chests or jewelry boxes, typically decorated with fine filigree and studded with small gemstones. Some are built to resemble clever puzzle-boxes, with moveable or expandable sections. All manner of things may be contained within a magic box: demons, deranged spirits, devils, extra-dimensional entities, gateways into other dimensions, traps or tricks, spell effects, or just about anything that can be imagined. In ancient times, these items were employed by Thane sorcerers to protect their most cherished possessions from would-be thieves. The devices continue to be utilized to much the same effect in the present age. Tarteran enchanters, however, are limited to creating boxes that ward against more specific subjects.

### Obsidian Mirror



These devices function as viewports and/or gateways into the lower planes. Small mirrors allow communication only, while the larger mirrors can be stepped through. The secret of making these potent devices is kept by the Black Savants.

However, they occasionally sell obsidian mirrors to outsiders or trade them for reasons of their own.

### Radian Crystal

Radian crystals are translucent stones that range in color from pale blue to deep violet. Rare and exceedingly valuable, these crystals are a potent source of arcane energy. They are commonly used to power windship levitationals, but are also said to have other uses to those who know how to employ them.

Of all the inhabitants of the Midnight Realm, none possessed greater knowledge of the making and use of radian crystals than the Thane. With their passing, much of this lore was lost, though bits and pieces may still be found in the Thane ruins, the old Thane colony of Khazad (in Talislanta), or elsewhere. This information is now eagerly sought after by the Black Savants, the Sepharans, and many others.

Radian crystals can be found throughout the Omniverse, but are extremely rare. In the Midnight Realm, the leading suppliers of this valuable commodity are the Zoab, whose empire was built upon the radian crystal trade. Though their knowledge of radian crystals is limited to windship applications, the Zoab have access to a large supply of these stones, the source (or sources) of which is a well-kept secret.

Radian crystals are usually sold or traded only in uncut form. In order to utilize the power contained within, the stones must be inscribed with intricate sigils and runes. If inscribed incorrectly, the crystals are rendered worthless. Radian crystals can be dam-

aged by magic, hard impacts, and by energy-draining creatures such as *erx* and void monsters.

The Sepharans claim that there is another race that also possesses considerable quantities of radian crystal, though they are not located in the Midnight Realm. According to the Cultists, that race is the Ariane, of Talislanta.

### Seeing Stone

These six- to twelve-inch orbs, made from large soulstones, are used as communication devices throughout the lower planes. Seeing stones permit visual and audio contact from one orb to another, at ranges of up to about one hundred miles. The devices are activated by voice command and may be linked together to form communication networks. A single seeing stone is, of itself, quite useless; these devices cannot be used as solitary scrying crystals and must be employed in conjunction with at least one other orb.

### Shadowsilk

When the deceased are buried, the funerary cloths, mummification bandages, and burial clothes are brought along with the spirit to the Underworld. There Ebonite weavers draw it into their dark looms and reweave it into the uncanny fabric known as shadowsilk.

Once processed, this wondrous material is light and soft as normal silk, but is an absolute black in color; so much so, that it reflects no light and appears as if it were made of darkness. Anyone covered in this fabric will be virtually impossible to see in any dark or shadowed area (in game terms, this grants the wearer a +5 bonus to stealth when attempting to hide in sufficiently dark areas). Like shadowsteel, shadowsilk can translate between material and incorporeal states along with the wearer, making it the only clothing Ebonites can wear in both states.

### Slave Collar

These iron torcs are inscribed with magic sigils and can be made to constrict about the neck of the wearer on command. Sepharans sell these collars to Brood slavers, the Colothian Pirates, and others.

### Soul Cage

A soul cage is a containment device to trap and hold spirits until they can be transferred to a black diamond, and made into a soulstone. A Soul Trapping + DEX roll is required to successfully transfer a spirit from a spirit catcher to the soul cage. Soul cages are argentium spheres made of fine wire mesh, the wires forming intricate and exotic shapes. The size of the sphere determines how many levels of spirits it can contain. If an attempt is made to put a spirit into a cage that has insufficient room, the spirit (and any others that might be within) will escape almost immediately.

### Soulstone Monocle

This thin lens of black adamant is finely polished, set within a frame of silver, and imbued with a perceptive spirit. A soulstone monocle renders aetheric beings and magical energies clearly visible to the wearer, and grants them a +5 bonus to PER checks to detect illusions, using the Level of the illusion as the Degree of Difficulty.

### Spirit-Catcher

A spirit-catcher is a flat disk of silver and argentium, inscribed with runes of beguilement. A skilled soul trapper can use one of these devices to temporarily trap a spirit, either using it as a hidden snare or as a hand-held capture weapon. A Soul Trapping + DEX roll is required, opposed by the spirit's Ability Level.



## Relics & Artifacts

The Midnight Realm and the other regions of the lower planes are a potentially rich source of valuable artifacts, relics, and treasures. Here is a partial list of some of the items that might be found by intrepid explorers, adventurers, and traders:

### Antiquities

This category covers any type of artifact that is valued primarily for its great age, rather than any

other intrinsic properties. For example: antique weapons, armor, furnishings, coins, urns, pottery, and so on.

**Cost:** To determine the approximate cost of any antiquity, multiply the value of a common (non-antique) article of similar make by the following:

x 2 for century-old artifacts, +1 for each additional century of age

x 1-10, based on the artifact's condition

x 10 if the artifact is of Thane origin

x 10-100 if the artifact was owned by a notable individual or entity

Note that value multipliers can be cumulative; e.g., a 400 year old Thane artifact in excellent condition may be valued at 5 x 10 x 10 (500 total) times the cost of a similar common article. Only individuals skilled in the appraisal of antiquities are qualified to accurately determine the age, make, and origins of any artifact of this sort.

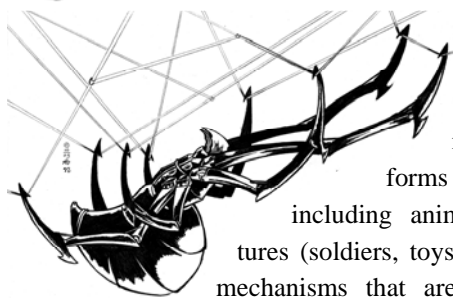
### Brood Skull Trophies

Brood preserve the skulls of devils, demons, monsters and humanoids of many species, which they keep as trophies. Especially old, well-preserved, and/or exceptional specimens are valued by Brood, who will sometimes barter to acquire these grisly artifacts. Certain necromancers, collectors of weird curios, and malevolent entities may also have an interest in these trophies.

**Cost:** if traded to Brood, 100-1000 argents worth of barter, depending on the specimen and the level of interest of the potential Brood "buyer." If sold to non-Brood, perhaps half this in coin, unless the specimen is extremely rare or unusual. Unique specimens, such as the skull of a particular arch-devil, may command prices as high as ten times this amount or more.

### Clockwork Mechanisms

These intricate devices are typically designed by Porphyrian Arcanists and those of similar interests. While some are hand-made by their designers, in the lower planes most are built by teams of gremlin artificers, who are capable of wondrously detailed work when properly motivated.



Clockwork mechanisms come in many forms and types, including animated miniatures (soldiers, toys, dolls, etc.); mechanisms that are capable of speech (talking heads, mouths, automaton-scholars, etc.); large mechanisms called "machina" (iron warriors, war spyders, iron dragons, etc.), and all sorts of curios and oddities such as: clockwork imps that really fly, clockwork songbirds that sing, automaton-artistes programmed to draw or paint pictures, music boxes that open to reveal miniature orchestras or dancers, puzzle-boxes that unfold at the touch of a latch or button, and mechanical servants that dispense aperitifs, sweetmeats, and so forth. Rarest and most costly of all are enchanted mechanisms, which are imbued with spell-like magical properties and/or effects.

Clockwork mechanisms are found among many different races and cultures, from Tarterans to Devils, Zoab, and others. Though they are often delicate and/or difficult to maintain, these items are valued by merchants, arcanologists, and collectors, who offer handsome fees for mechanisms of the rarest, most unusual, and/or most useful type.

Cost: from 1-2 Gold Argents for common or badly damaged mechanisms to 10,000 Silver Argents or more for rare, antique, and/or enchanted mechanisms.

### Funerary Relics

This category includes all manner of artifacts and relics used in the burial of the dead, including: funeral shrouds, sarcophagi, tombstones or other grave markers, cenotaphs, and ritual artifacts (incense burners, vials of oils for anointing the dead, etc.).

While most funerary relics are valued only as antiquities (q.v.), some have additional properties that further enhance their worth. For example, Thane funeral masks were made of precious metals such as copper, gold, and silver (the latter type being the most highly valued by the Thane, and therefore reserved for the most important individuals). A copper mask is

generally worth a minimum of 50 silver argents, a gold mask 100 s.a., and a silver mask 1000 s.a.

Zoab render their dead into liquid form, and place them in garishly designed urns made of colored crystal. The urns of commoners are made of cheap glass, while those of Exaltar and other notables may be decorated with jewels, or even radian crystals. While common urns are of no value unless they are antiquities (q.v.), the urns of exceptional Zoab may be worth hundreds or even thousands of silver argents. Sepharan sarcophagi are protected by potent runes and calligraphs, and may be imbued with magical properties. These are often valued by arcanologists and cryptomancers, some of whom may offer 200-2000 s.a. or more for the most intriguing types.

Funerary relics are valued by necromancers, arcanologists, scholars, and collectors of valuable curios. These items are especially sought after by Ebonites, who possess a deep affinity for burial grounds and will often offer twice the going rate for funerary articles of almost any sort.

Cost: anywhere from a few gold argents to a small fortune.

### Soulstones

Among the most coveted of lower planar artifacts, soulstones are black diamonds imbued with the spirit essence of a creature or being. Most soulstones are cut like gemstones, with numerous facets and a variety of shapes. Some are polished smooth and shaped like globes, eggs, or teardrops. Soulstones are priced according to their size (carat weight) and quality (a combination of the affinities and properties of the spirit contained within). While soulstones imbued with the essence of intelligent beings are generally worth more than those of semi-intelligent entities, quality is largely subjective, based on the preferences of the buyer.

Cost: Prices per carat range from 10-50 s.a. For semi-intelligent entities, prices average 50 s.a. per level. Double this for intelligent entities. Exceptional quality (such as an affinity for magic, high skill or attribute levels, etc.) can increase the value of a soulstone by anywhere from ten-fold to a hundred-fold.

### Sepharan Art

Considered beautiful by some and disturbing by others, Sepharan art is bought and sold by merchants and traders throughout the lower planes. Acolytes of the Cult favor scrolls and books indited with intricate calligraphs as well as the ubiquitous three-eyed idols found in almost every Sepharan dwelling and temple. Non-Cultists tend to eschew favored pieces of this sort in favor of Sepharan sculpture, hand-carved furnishings, engraved crystal lenses and goblets, and embroidered tapestries, cloaks, and sashes.

Cost: 10-100 argents (or the equivalent in other coinage) for Cult-related art and relics, and 100-2000+ argents for non-Cult art and relics. Prices increase accordingly with regard to antiquities (q.v.)

### Thane Writings

The ancient Thane were master arcanologists renowned for their profound knowledge of magic, metaphysics, history, the lower planes, and the Omniverse. Consequently, whether carved into stone, etched into crystal, or penned to scrolls and tomes, ancient Thane writings are extremely valuable and highly sought after. Further enhancing the price of these artifacts is their great rarity; the old cities of the Thane were overrun by hordes of demons long ago, making the retrieval of Thane writings a perilous proposition. Even so, some still dare to venture into the demon-haunted wastes of the Fallen Lands to search the ruins for these valuable relics of a bygone age.

Cost: even a relatively insignificant scrap of Thane writing may bring as much as 100 argents or more, if only for its value as an antiquity and/or curiosity. More significant finds can command prices in excess of 20,000 argents, or ten times this amount for rare and/or exceedingly important finds.

### Zoab Art

As they can only obtain nourishment from liquid substances, Zoab utilize a variety of drinking vessels, from the bizarrely convoluted tubes they refer to as “goblets” to the mishapen globes they call “decanter.” Typically made of garishly multi-colored glass or crystal, and occasionally studded with gem-

stones or decorated with precious metals, Zoab “goblets” and “decanter” are considered “art” by Zoabian Exaltars and those who seek to flatter or impress them. Consequently, these grotesque items are coveted by the upper strata of Zoabian society, as well as those who aspire to such positions. Unless hoping to bribe or otherwise obtain the favor of a wealthy Zoab, few other peoples would ever consider paying money for these atrocious eye-sores.

Cost: among Zoab, 2-20 argents for “art” of low-average quality, or ten times this for fine quality “art.” Pieces from the 1st - 3rd Empires are worth three or four times this amount, while pieces produced during the reign of Radios the Magniloquent are valued at 1,000-20,000 argents or more. Among non-Zoab, these items generally are regarded as trash, unless they happen to contain precious stones or metals.

### Lost Artifacts

This category includes items of legendary power, influence, and/or importance to one or more of the various cultures that inhabit the Midnight Realm and other regions of the lower planes. These include:

**Eye of Sepharos:** among the Sepharans, few artifacts are considered more valuable than the third eye of the most powerful and (in)famous of the old Sepharan High Priests, Sepharos. The High Priest's eye was supposedly lost during an epic struggle that ensued when the old Sepharans were about to summon the Nether Ones (see Chapter 1, Sepharans). According to legend, Sepharos' eye was plucked out before he could use it to destroy his enemies. Such was its terrible power that, upon falling to the ground, the orb is said to have burned a hole straight down into the very pits of hell. Sepharan Zealots would pay almost any price to recover this artifact, if it still exists. Many others would do almost anything to make sure that the Eye never again falls into the hands of the Sepharans.

**Keys to the Sepharan Codex:** the missing pieces of the Sepharan Codex are of utmost important to Sepharans of all sects. Each represents a calligraph of great arcane power, from which cogent magical abilities may be derived. Together, the keys are said to bestow complete enlightenment, as well as the abil-



ity to tap into the terrible destructive powers of the Nether Ones. Keys to the Sepharan Codex may be written or recorded in almost any language, and may be found on stone tablets, books, scrolls, talismans, blades, etc. Sepharan Zealots covet the Keys above all things, and see them as the means of returning the Cult of the Sephar to its previous power. Enemies of the Cult would like to see the Keys destroyed forever.

**Sword of Valek:** in Tarteran legend, there is no greater hero than Valek, who is believed to have been the first of the Tarteran race. Valek is said to have owned a sword given to him by a great sorcerer: an enchanted blade of such power that lesser demons quailed at the sight of it, and against which no demon could survive for long. Prior to the start of a great battle, Valek's sword is said to have been stolen by a rival and replaced with a common replica. As a result of this treachery, Valek was slain and half the Princdoms were overrun by hordes of demons. The Sword of Valek has never been recovered to the present day, though it has been sought after by many generations of Tarteran Princes and would-be rivals to the throne.

**Thane Reliquaries:** according to the Thane, these silver and brass urns were used to house the souls of the many thousands of Thane interred in the underground city of Necron before The Great Disaster. After the Disaster had passed, the Thane (now known as Black Savants) awoke only to find that the reliquaries were gone, along with the souls of their people. The Black Savants have long sought to locate these missing reliquaries and their contents, and would pay any price for their safe return. Others would like to recover these relics for their own purposes.

Cost: priceless.

## Alchemical Creations

### Alchahest

Alchahest is a powerful acid. Each one-ounce dose is sufficient to dissolve up to one cubic foot of any nonmagical substance. Alchahest is usually contained in vials of dense amberglass. A direct hit with a dose of alchahest will inflict DR 35 to any living creature.

Level: 10

Ingredients: 50 drams vitriol, 1 dram of varos.

Time required: 4 days

Cost of materials: 585 s.a.

### Alchemical Solvents

These caustic liquids are specially made to dissolve only a specific type of inanimate substance, such as wood, iron, stone, or crystal. A single one-ounce dose is sufficient to dissolve up to one cubic foot of substance in approximately three rounds. Note that there is no alchemical solvent for amberglass.

Level: 8

Ingredients: 30 drams vitriol, 1 dram of varos, tiny sample of substance to be dissolved.

Time required: 2 days

Cost of materials: 359 s.a.

### Amberglass

Amberglass is a unique material that can be used to contain alchemical and magical mixtures, essences, spell energies, and even certain creatures of a magical nature. This substance radiates a faint aura of magic. The skill, Alchemy, can be used to create five ounces of raw amberglass; shaping the amberglass into usable items requires extra work, using a skill such as Artificer.

Level: 5

Ingredients: 2 ounces powered amber and 6 ounces powered glass.

Time required: 1 day

Cost of materials: 57 s.a.

### Argentium

Argentium is an uncanny form of silver with the strength of forged iron. Weapons made of or plated with his substance are of great use against demons and other denizens of the Underworld.

Level: 8

Ingredients: Silver, black diamond, demon ash/powder

Time required: 2 hours

Cost of materials: 19 s.a.

### Black Adamant

This material, created exclusively by the Black Savants, is a lustrous black metal with a glassy sheen. When fashioned into a blade, black adamant is capable of holding a remarkable edge, and of affecting all manner of extra-dimensional entities.

Level: 10

Ingredients: Silver, iron, black diamond

Time required: 2 days

Cost of materials: 4 s.a.

### Quicksilver

This animate liquid metal is used in the making of vials for holding vitriol, as well as in other alchemical operations. The process creates one ounce of quicksilver.

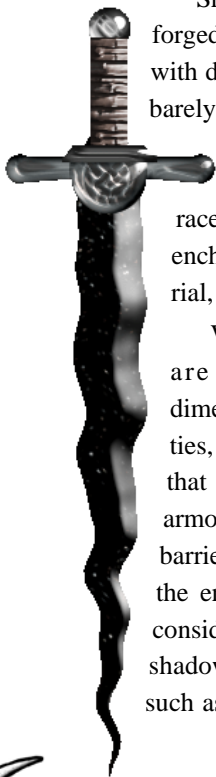
Level: 5

Ingredients: 8 ounces of powdered silver, 7 drams of veresh, and 1 carat of powdered black diamond.

Time required: 5 days

Cost of materials: 151 s.a.

### Shadowsteel



Shadowsteel is a frightful metal forged by the Ebonites. Dull black, with depths in which shifting forms can barely be perceived, it radiates an aura of death that many find deeply disquieting. Tarterans and other races have long sought the means to enchant weapons made of this material, without success.

Weapons made of shadowsteel are effective against extra-dimensional and noncorporeal entities, but their most potent attribute is that they pass through unenchanted armors, shields, and other nonliving barriers as if they did not exist. Only the enchanted portion of the armor is considered for purposes of deflecting shadowsteel blades. Living armors, such as chitin or hide, and armors made

of shadowsteel itself are effective against these weapons, however.

While shadowsteel cannot be enchanted, it remains the material of choice for Ebonites and other spectral entities because it can shift from material to noncorporeal along with the wielder.

Level: 5

Ingredients: Iron, powdered bone, powdered soulstone

Time required: 1 day

Cost of materials: 100 s.a.

### Vitriol

This powerful adhesive can be used to bond organic or inorganic materials of any sort except for quicksilver; vitriol can only be contained in vials lined with this alchemically animate metal. It hardens in one minute, creating a nearly unbreakable bond. Only alchahest will serve to dissolve this glassy substance. The process creates ten drams of vitriol, enough to cover two square feet.

Level: 7

Ingredients: 8 drams of bone powder, 3 ounces of powdered amber, and one dram of bloodrop bile.

Time required: 7 days

Cost of materials: 250 s.a. (including quicksilver vial)

## Elixers

### Aphrodesiac Elixir

Promotes feelings of desire unless a successful WIL roll is made. Each dose lasts one hour.

Level: 3

Ingredients: 1 carat amethyst and 1 carat of powdered ruby.

Time required: 1 day

Cost of materials: 48 s.a.

### Healing Elixir

Heals ten points of damage per dose.

Level: 5

Ingredients: 5 drams of moonblossom pollen, 1 dram of blood.

Time required: 2 days

Cost of materials: 106 s.a.

### Medicinal Purge

Rids the body of parasitic organisms within an hour.

Level: 5

Ingredients: 1 ounce of powdered devil bat guano and 6 drams of moonblossom pollen.

Time required: 1 day

Cost of materials: 24 s.a.

### Poison Antidote

Reverses the effects of any poison or toxin, provided the antidote is delivered in time.

Level: 5

Ingredients: 1 dram of varos, 1 dram of moonblossom pollen, and 1 ounce of powdered amber.

Time required: 2 days

Cost of materials: 50 s.a.

### Soporific Elixir

Causes the drinker to fall into a deep slumber lasting from two to twelve hours, unless a successful CON roll is made to resist. Even a success on the CON roll leaves the subject groggy, with a -1 on all actions. Unless an antidote is employed, it will not be possible to awaken the sleeper while the soporific remains in effect.

Level: 6

Ingredients: 11 drams of tube moss spores.

Time required: 2 days

Cost of materials: 142 s.a.

## Narcotics

### Black Nebul

The drug for the masses, black nebul is used throughout the poorer regions of the Nine Princes. The spore of the demantis fungus is concen-

trated and shaped into small bricks for chewing, tubes for smoking, or mixed with grog and consumed. Notable for the black stains it leaves on the teeth and gums of frequent users, black nebul brings a brief, low grade euphoria, caused by reduced oxygen to the brain. The long-term effects are respiratory problems, lung disease, and eventual death.

Level: 3

Ingredients: Demantis spore

Time required: 1 day

Cost of materials: 4 g.a.

### Black Vantic

Black arrack laced with vantic venom, black vantic is a potent narcotic and euphoric. The user slips into a death-like stupor and experiences dark dreams. It is said that repeated use can warp the mind, making the user more cruel and vicious. It is popular among the Brood and Zoab.

Level: 8

Ingredients: Vantic venom, black arrack

Time required: 3 days

Cost of materials: 84 s.a.

### Moondream

Brewed in absolute darkness from the delicate nectar of the violet moonblossom, moondream is a vice few can afford. This thick, syrupy liquid causes drowsiness and euphoria that can last up to eight hours. During this time the user experiences beautiful hallucinations and haunting visions of grandeur. Poets and artists have been known to enter states of creative ecstasy which they could never equal while sober. Note that if any light touches the moondream liquid it becomes inert and flavorless.

Level: 14

Ingredients: Moonblossom nectar

Time required: 5 days

Cost of materials: 382 s.a.

### Varos

Flavorless and tasteless, varos is a powerful hallucinogen. If absorbed through the skin it causes a

mild delirium for up to four hours. If ingested directly the effect is much stronger and can last for up to sixteen hours. Tarterans are fond of mixing Varos in tiny quantities into their drinks to add a little extra something.

Level: 8

Ingredients: Devil-hair sap

Time required: 3 days

Cost of materials: 97 s.a.

## Poisons

### Deadwood Sap

This odorless, colorless substance is almost impossible to detect. Ten drams of deadwood sap, applied to anything that can be used as a weapon, will temporarily render that weapon effective vs supernatural entities of any sort, including incorporeal beings. The residue will remain effective on most weapons for up to 24 hours.

Level: 4

Ingredients: Deadwood Sap

Time required: 1 day

Cost of materials: 9 s.a.

### Necrosian Slime

Applied to blades, traps, or any inorganic object, this foul slime dissolves and decays flesh, inflicting DR4 per round of contact. It has no effect on nonliving material. The slime will remain effective until it comes into contact with organic material, at which point a fresh dose must be applied.

Level: 6

Ingredients: Necrosian slime mold

Time required: 1 day

Cost of materials: 184 s.a.

### Sardonicus Venom

An extremely rare and costly substance, sardonicus venom is derived from the stingers of sardonicus, also known as bottle imps: not a simple process, as sardonicus are both cunning and malevolent, and will not give up their venom unless bribed, coerced, or

killed. Sardonicus venom is sometimes used to coat dagger-points, darts, or needle-traps: due to its rarity, its use on larger weapons is prohibitively expensive. Sardonicus venom will cause excruciating pain plus DR6 to any creature, including supernatural entities. The pain is of an intensity sufficient to incapacitate victims, and lasts for several minutes (roll vs CON once each round for 10 rounds or unable to take any action). The venom remains effective for up to five minutes after being applied, though it will wear off quickly when used (three uses before a new dose must be applied.)

Level: 5

Ingredients: Sardonicus stinger venom

Time required: 1 day

Cost of materials: 193 s.a.

### Skathe Venom

The powerful venom of the Skathe, applied to a blade or other sharp implement, will inflict DR 6 to any mortal creature, but is even more effective vs demons (DR 12). Skathe venom is in great demand, particularly among Tarteran demon hunters. However, as Skathe are both reclusive and dangerous to deal with, this substance is quite rare, and costly.

Level: 6

Ingredients: Skathe venom

Time required: 1 day

Cost of materials: 314 s.a.

### Vantic Venom

The venom secreted by vantics contains a powerful narcotic that can render victims unconscious in seconds. It can be applied to blades or other sharp implements, or mixed into drinks and ingested. In either case, a single dram is sufficient to render an average-sized humanoid unconscious for up to an hour. Note that in diluted form, vantic venom is can be used as an anaesthetic to relieve pain. Mixed with black arrack, it becomes a powerful narcotic and euphoric that is favored by Zoab and Brood, and sold under the name, "black vantic."

Level: 7

Ingredients: Vantic venom

Time required: 1 day

Cost of materials: 47 s.a.

### Vennin Toxin

This extremely deadly toxin is odorless, colorless, and almost impossible to detect. Applied to any non-absorbant surface, it makes a powerful and insidious contact poison. Exposure to even an infinitesimally small amount of vennis toxin is sufficient to cause dizziness, frightful hallucinations, coma, and eventually - death.

Any victim exposed to vennis toxin must make a CON roll with a penalty equal to three times the vennis's Ability Level. Failure results in the following symptoms: dizziness for 1-4 hours, hallucinations for 1-2 hours, coma for 24 hours plus-or-minus 1 hour per point of the victim's CON, and finally, death. The only cure is a poison antidote made from vennis toxin; even magic and alchemy are ineffective at dealing with vennis venom).

Level: 14

Ingredients: Vennis Toxin, Alchahest

Time required: 7 days

Cost of materials: 296 s.a.

## Potions

### Cold Resistance

Bestows immunity to the effects of freezing temperatures, even of magical nature. Lasts six hours.

Level: 5

Ingredients: 5 carats of crushed black diamond from a blue fire-demon and 1 dram of alchahest

Time required: 3 days

Cost of materials: 220 s.a.

### Fire Resistance

Bestows immunity to the effects of heat and fire, even of magical nature. Lasts six hours.

Level: 5

Ingredients: 5 carats of crushed black diamond from a pyro-demon and 1 dram of alchahest

Time required: 3 days

Cost of materials: 220 s.a.

### Flying Potion

Bestows upon the drinker the power of flight at speeds of up to 25 mph (SPD +6, 220 feet/round). (Produced in the Zoab Empire.) Lasts one hour.

Level: 9

Ingredients: 40 drams of devil-bat blood and 1 ounce of powdered Tarteran wing-bone.

Time required: 4 weeks

Cost of materials: 218 s.a.

### Love Potion

Causes the drinker to become infatuated with the first individual whose name he or she hears spoken, unless he can make a WIL roll to resist. Even a success on the roll means that the imbiber is distracted by the infatuation, if not overcome by it. Lasts six hours.

Level: 8

Ingredients: 2 drams of vitriol and 2 drams of aphrodesiac elixir.

Time required: 6 days

Cost of materials: 206 s.a.

### Rejuvenating Potion

Restores strength and vitality, plus all lost hit points.

Level: 15

Ingredients: 49 drams of powdered balmroot, 7 carats of powdered diamond, and 7 drams of silver dust. May substitute 49 drams of Zoab blood for the balmroot.

Time required: 5 days

Cost of materials: 281 s.a.

### Shrinking Potion

Causes the drinker to be reduced to one inch in height (or length). He may resist with a CON roll, if he wishes. Lasts six hours.

Level: 10

Ingredients: 16 drams of powdered shrinking violet.

Time required: 4 days

Cost of materials: 160 s.a.

## Powders

### Grey Nebul Powder

When exposed to air, a dose of this powder is sufficient to create a volume of dense grey nebul spore five feet in radius. The nebul spore is non-toxic, though it will foul the wings of flying creatures, making flight impossible. It requires three rounds to remove the grey nebul from one's wings, though neutralizing powder will dissolve it immediately. The cloud will disperse in 10 rounds, less if used outdoors in windy conditions.

Level: 8

Ingredients: 10 drams of grey nebul, from the demantis fungus

Time required: 1 day

Cost of materials: 72 s.a.

### Incendiary Powder

Ignites on contact with air, creating fire (DR 10) and dense smoke (10' radius for smoke).

Level: 6

Ingredients: 6 carats of powdered firegem and 24 drams dragon fang.

Time required: 1 day

Cost of materials: 144 s.a.

### Morphius Powder

Causes victims to fall into a stuporous sleep lasting up to one hour per dose. Unless an antidote is employed, it will not be possible to awaken the sleeper until the powder's effects wear off. If successfully resisted with a CON roll, the powder causes drowsiness (-1 penalty on all actions) for five rounds.

Level: 7

Ingredients: 12 drams powdered morphius root.

Time required: 2 days

Cost of materials: 120 s.a.

### Necrosian Powder

Necrosian powder dissolves and decays flesh (DR 4 per round of contact). It is often added to a drink, sprinkled among bedsheets, or mixed with anything that would be applied to the skin, such as medicines or cosmetics.

Level: 10

Ingredients: 8 drams of necrosian slime mold.

Time required: 1 day

Cost of materials: 174 s.a.

### Neutralizing Powder

Neutralizes the effects of any type of poison, alchemical waste, or toxin, whether ingested or dispersed into the air or soil. Maximum area of effect per single dose is a 10-foot diameter circle.

Level: 8

Ingredients: 2 ounces of powdered amber and 2 drams of powdered cleric's cowl root.

Time required: 2 days

Cost of materials: 60 s.a.

### Scarlet Leech Powder

Scarlet leech spores treated by alchemical means go into hibernation until they are exposed to the air, whereupon the insidious organisms begin to feed on any organic materials that they contact (DR 3 per round for ten rounds). Sale of this substance is illegal in most regions.

Level: 12

Ingredients: 10 drams of scarlet sporozoid spores.

Time required: 4 days

Cost of materials: 100 g.l.

### Black Nebul Powder

When encountered in the wild, black nebul is mildly toxic but rarely lethal. Black nebul powder is more concentrated, however, and is commonly delivered with a puff directly to the face. The victim must make a DEX check to avoid inhaling the powder. On a partial success the victim will suffer shortness of breath and coughing for five minutes (-2 on all actions). On a failure or mishap the victim's lungs will fill with the deadly spore and he or she will begin to suffocate unless a neutralizing powder or curative magic is applied.

Level: 12

Ingredients: 10 drams of black nebul, from the demantic fungus

Time required: 3 days

Cost of materials: 122 s.a.

## Weapon Chart

Weapon	DR	WT	STR	Cost	Range	Weapon	DR	WT	STR	Cost	Range
Battleaxe #	10	7	+4	8 s.a.		Mace	8	10	0	4 s.a.	
Bow, long #	8	7	+2	7 s.a.	300'	Mailed Fist	2	.5	6	2 g.a.	
Bow, short #	6	5	0	5 s.a.	150'	Net	-	2	--	4 g.a.	thrown
Broadsword	8	10	+1	10 s.a.		Scimitar	8	6	+1	15 s.a.	
Caltrop	2	.5	--	1 g.a.		Sling	4	.25	--	1 half	100'
Claw-hook	6	3	6	5 s.a.	thrown	Spear #	8	4	-1	1 s.a.	thrown
Club #	6	6	-1	1 g.a.		Spear, short	6	3	-	25 g.a.	thrown
Club, Enim #	16	100	+8	100 s.a.		Staff #	6	3	-3	5 g.a.	
Club, one-hand	4	4	-	2 s.a.	thrown	Staff, iron-shod #	8	6	-2	2 s.a.	
Crossbow, hvy # [2]	8	5	-1	20 s.a.	200'	Strictor, trained	4	10	+1	100 s.a.	
Crossbow, light # [1]	6	2	-3	10 s.a.	150'	Sword, saber	6	2	-2	25 s.a.	
Cutlass	8	10	0	15 s.a.		Sword, long	8	6	0	12 s.a.	
Dagger	4	1	--	1 s.a.	thrown	Sword, short	6	3	-1	5 s.a.	
Falchion	8	16	+3	50 s.a.		Sword, Great #	10	20	+3	25 s.a.	
Flail	8	6	0	5 s.a.		Throwing knife	3	1	--	1 s.a.	thrown
Garotte #	6	.5	-2	1 qtr.		Vorak, trained	4	.25	6	25 s.a.	thrown
Halberd #	10	10	+1	15 s.a.		Warhammer #	10	30	+5	5 s.a.	
Hand axe	4	5	0	5 g.a.	thrown	Whip	2	1	--	1 s.a.	
Javelin	6	2	-1	1 s.a.	thrown	Wrist spikes	3	1	6	5 s.a.	

### Key

# This weapon requires two hands to use.

[x] The number in brackets is the number of rounds required to reload these missile weapons.

#### Weapons Chart Notes:

- Blades of Tarteran design are double cost (see below)
- Silvered weapons are effective against demons and denizens of the Underworld, inflicting full damage. They are valued at 5x the base weapon.
- Weapons made of brass inflict full damage to devils and halve their natural armor ratings. They are valued at 5x the base weapon.
- Weapons made of argentium are particularly effective against demons and denizens of the Underworld, inflicting full damage and halving these creatures' natural armor ratings. They are valued at 15x the base weapon.
- Weapons made of black adamant inflict full damage against all extra-dimensional entities and incorporeal beings. They also cut through armor with ease, halving any armor ratings. They are valued at 20x the base weapon.
- Weapons made of shadowsteel weigh half as much, have one less minimum strength required, inflict full damage against all extra-dimensional entities and incorporeal beings, and bypass the non-magical portion of any armor. They are valued at 30x the base weapon, but cannot be enchanted. They have one other notable drawback: they emanate the same unsettling aura of death as Ebonites themselves do, requiring that normal animals within 10' of the item, must make a WIL roll or flee.

## AMMUNITION & ACCESSORIES

Type	WT	Cost
Pouch w/20 sling stones	5	1 g.a.
Quiver (barbed arrows)/20 arrows	4	5 g.a./1 s.a.
Quiver (heavy crossbow)/20 quarrels	6	5 g.a./2 s.a.
Quiver (light crossbow)/20 quarrels	4	5 g.a./1 s.a.
Quiver (long bow)/20 arrows	4	5 g.a./1 s.a.
Quiver (short bow)/20 arrows	4	5 g.a./5 s.a.

## ARMOR

Type	PR	WT	STR	Cost
Padded cloth	1	5	--	2 s.a.
Leather	2	10	--	5 s.a.
Studded leather	3	25	0	25 s.a.
Gargoyle Hide	4	60	+3	400 s.a.
Partial chain	4	30	+1	200 s.a.
Chain mail	5	40	+2	250 s.a.
Plate mail (plate and chain)	6	50	+4	500 s.a.

### Armor Notes

- The penalty to Aerial Combat and Swimming rolls while wearing armor is equal to the minimum strength required, to a minimum of 0, e.g., there is a -1 penalty to swimming rolls while wearing partial chain.
- The chart above assumes armor made of iron.
- For shadowsteel armor, divide the WT by 2, subtract 1 from the STR, and multiply the Cost by 30. Like all shadowsteel items, such armor emanates the same unsettling aura of death as Ebonites themselves do, requiring that normal animals within 10' of the item, must make a WIL roll or flee.
- For black adamant armor, the WT and STR remain unchanged, but double the PR, and multiply the Cost by 20.
- Silvered armor multiplies the armor's Cost by 5; however, it does not change the armor's statistics at all, and may force some entities vulnerable to that metal to make a WIL check to touch or strike it, at the GM's discretion.

## SHIELDS

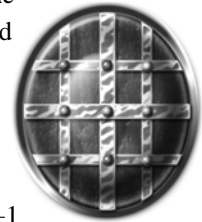
Type	WT	Max DR	Bash DR	STR	Cost
Shield (adamant)	20	60	4	+1	400 s.a.
Shield (iron)	20	30	4	+1	20 s.a.
Shield (hide, wood)	5	15	2	-1	5 g.a.

### Shield Studs and Spikes



Numerous heavy metal studs or spikes can be added to any variety of shield, thereby increasing both the maximum damage the shield can withstand in a single attack without breaking (Max. DR) and the damage it inflicts when used to bash an opponent. Studs are more effective for resisting damage, while spikes are more effective for inflicting damage. A shield cannot have both studs and spikes.

For studded shields: increase the Cost by half, Max. DR by a third, and Weight by a quarter; add +1 to the STR rating, and increase the bash DR by 1. For spiked shields: double the Cost, increase the Max. DR by a sixth, and Weight by a quarter; add +1 to the STR rating, and increase the shield bash DR by 3. These rules represent iron studs and spikes. For spikes and studs of other metals, apply the material modifiers to the basic spiked or studded shield.



## SIEGE WEAPONS

Type	DR	Crew	Range	Reload	Cost
Ballista, heavy	30	4+	500'	8	250 s.a.
Ballista, light	15	2	200'	4	120 s.a.
Catapult, heavy	25	6+	1,000'	10	300 s.a.
Catapult, light	20	4+	500'	5	175 s.a.

## SIEGE AMMUNITIONS

Type	WT	Cost
Ballista bolt, heavy	20	1 s.a.
Ballista bolt, light	10	5 g.a.
Stones (catapult)	25-50	--



## Conveyances

Type	Cost
Cart, small	5 s.a.
Wagon (open)	50 s.a.
Wagon (enclosed)	100 s.a.
Dray (cargo wagon)	200 s.a.
Palanquin (curtained)	100 s.a.
Raft	1-2 s.a.
Skiff/punt	10 s.a.
Galley	10,000 s.a.
Ship, merchant	15,000 s.a.
Trireme	30,000 s.a.
Tarteran Schooner	15,000 s.a.
Ebonite Galleon*	45,000 s.a.
Warship	20,000 s.a.
Sepharan Runeship*	60,000 s.a.
Pleasure barge	200,000+ s.a.
Zoabian Aerial Palanquin	25,000 s.a.
Zoabian Windship*	70,000+ s.a.

\* Rarely Sold

## Beasts

Type	Cost
Bat Manta, trained	1,000 s.a.
Eel-Wyrm, ornamental	25 s.a.
Moondrac, trained	600 s.a.
N'aru, trained	500 s.a.
Shadowmane*	400+ s.a.
Vennin	1,000+ s.a.

\* Rarely sold.

## Tack and Harness

Type	Cost
Barding (for moondracs and shadowmanes only)	*
Harness (any steed)	1 s.a.
Saddle bag	1 s.a.

\* Multiply the cost of humanoid armor by 5

## Clothing

Type	Cost
Boots (cloth/hide)	5 g.a.
Boots (velvet/leather)	10+ s.a.
Cap (cloth/hide)	5 qtr.
Cap (velvet, satin)	10 s.a.
Cape (cloth/hide)	2 g.a.
Cape (silk, sateen)	5+ s.a.
Cloak (cloth/hide)	5 g.a.
Cloak (velvet/brocade)	10+ s.a.
Gauntlets (chain)	10 s.a.
Gloves (hide/cloth)	1 g.a.
Harness (leather)	1 s.a.
Hooded cloak	5+ g.a.
Loincloth (cloth)	1 qtr.
Loincloth (hide/fur)	1 half.
Ritual vestments	10+ s.a.
Robe (elaborate)	20+ s.a.
Robe (simple)	5 g.a.
Sandals/slippers	3 half.
Slippers (elaborate)	10+ s.a.
Smock/dress (simple)	2 g.a.
Smock/gown (elaborate)	20+ s.a.
Tunic/breeches (cloth)	1 s.a.
Tunic/breeches (velvet)	10+ s.a.

## Jewelry

Type	Cost
Amulet/brooch	1 s.a.
Bracelet/armband	1 s.a.
Bracers, pair	4 s.a.
Earring	5 g.a.
Headband (silver)	5 s.a.
Medallion	4 g.a.
Necklace	1 s.a.
Ring	1 s.a.
Tiara	3 s.a.
Torc	2 s.a.

Note Prices listed are for iron. Double these figures for articles made of ivory; multiply them by 5 for gold, by 10 for brass, and by 50 for silver. Cost of gemstones is additional.

## Traveler's Equipment

Type	Cost
Backpack/traveler's satchel	2 s.a.
Bandolier belt	10 s.a.
Bedroll	1 g.a.
Chest, large (10,000 coins)	10 s.a.
Chest, small (1,000 coins)	5 s.a.
Coin purse (50 coins)	1 g.a.
Fan	1-5 g.a.
Flask, iron (1 pint)	1 g.a.
Flask, pottery (1 pint)	5 qtr.
Gourd (w/stopper; 1 quart)	1 qtr.
Lantern	2 s.a.
Lantern oil (pint; one hour)	1 s.a.
Mirror, crystal	10 s.a.
Mirror, metal	2 s.a.
Pouch, belt (100 coins)	2 g.a.
Pouch, shoulder (500 coins)	1 s.a.
Rope (per foot)	1 qtr.
Rope ladder (per foot)	2 qtr.
Sack, cloth (1,000 coins)	1 qtr.
Sack, hide (1,500 coins)	1 g.a.
Strongbox, large (10,000 coins)	25 s.a.
Strongbox, small (1,000 coins)	10 s.a.
Tallow (burns one hour)	1 qtr.
Tent	1 s.a.
Tinder box	5 g.a.
Torch (burns four hours)	1 qtr.
Walking stick	1 g.a.
Waterskin, large (2 gallons)	5 g.a.
Waterskin, small (2 quarts)	2 g.a.
Wineskin (2 pints)	1 g.a.

## Tools & Professional Equipment

Item	Cost
Abacus	2 s.p.
Barrel, large (20 gallons)	5 g.a.
Barrel, small (1 gallon)	1 g.a.
Cage, metal (per cubic foot)	1 s.a.
Cage, wood (per cu. foot)	1 g.a.

Chain (per foot)	5 g.a.
Chart, astromantic	100 s.a.
Costume (fool/jester)	10+ s.a.
Costume (for stage)	25+ s.a.
Crowbar	2 g.a.
Glass worker's tools	25 s.a.
Iron maiden/rack	100 s.a.
Jeweler's tools	25 s.a.
Juggler's pins (each)	1 g.a.
Key	1 g.a.
Keyring	1 g.a.
Levitational engineer's tools	200 s.a.
Lock, simple	1 g.a.
Locksmith's tools	20 s.a.
Logbook/ledger	2 s.a.
Loom	1 s.a.
Mallet	1 g.a.
Manacles	1 s.a.
Metalworker's tools	50 s.a.
Net, dredging	2 s.a.
Net, fishing/throwing	1 g.a.
Notebook/folio	2 g.a.
Oil cloth (per square foot)	1 qtr.
Performer's make-up kit	2 s.a.
Pick/shovel	1 g.a.
Saw	2 g.a.
Seal (to stamp documents)	25 s.a.
Sharpening stone	5 qtr.
Slave's collar	1 g.a.
Spikes/pitons (10)	1 g.a.
Spy-tube	25 s.a.
Stone worker's tools	10 s.a.
Thespian's mask	5 g.a.
Thief-catcher	5 s.a.
Thieves' tools	20 s.a.
Veil, silk (dancer's)	1 s.a.
Vizard (costume masque)	1 g.a.
Winch	5 g.a.
Woodsmen's axe	2 g.a.
Woodworker's tools	10 s.a.

## Alchemical & Magical Equipment

Item	Cost
Alchemical test kit	5 s.a.
Alembic	1 s.a.
Apothecary jars (12)	1 s.a.
Bellows	5 g.a.
Blowtube (alloy)	2 s.a.
Blowtube (silver)	25 s.a.
Brazier	2 g.a.
Censer	5 g.a.
Crucible	1 s.a.
Crystal ball (unenchantd)	20 s.a.
Furnace	200 s.a.
Hour glass	5 s.a.
Incense	1 g.a.
Ink, sepia (per ounce)	1 g.a.
Inkwell (crystal)	5 g.a.
Inkwell (pottery)	2 g.a.
Mirror (obsidian)	200 s.a.
Mirror (silver)	10 s.a.
Mortar and pestle	1 s.a.
Piping/tubing (per foot)	1 g.a.
Prism	2 s.a.
Quill pen	1 g.a.
Retort	1 s.a.
Scroll (hide)	5 g.a.
Scroll (parchment)	1 s.a.
Scroll case (bone)	1 s.a.
Scroll case (hide/wood)	5 g.a.
Scroll case (silver)	10 s.a.
Spell book (iron-bound)	50 s.a.
Spell book (leather-bound)	20 s.a.
Spell book (silver-bound)	100 s.a.
Sphere (per inch diameter)	1 s.a.
Tongs	1 g.a.
Vat (per cubit foot)	5 s.a.
Vial (12)	2 s.a.

Vial, amberglass (each)	20 s.a.
Vial, quicksilver (each)	20 s.a.
Wand (unenchantd, costly)	100 s.a.
Wand (unenchantd, simple)	10 s.a.

\* 100 times listed price for amberglass wares in place of glass.

## Musical Instruments

Type	Cost
Bone flute	5 g.a.
Chime	1 g.a.
Clarion	20 s.a.
Cymbals	1 s.a.
Drum	1 s.a.
Ebonite organ	200+ s.a.
Glass bells	5 s.a.
Glass flute	2 s.a.
Gong	1-10 s.a.
Horn	2 s.a.
Soul Organ	600+ s.a.
Tambour	20+ s.a.
Triole	10+ s.a.
Water chimes	5 s.a.

## Amusements

Type	Cost
Hierarchy deck	15+ s.a.
Skull bones	3 g.a.

## Slave Market

Type	Cost
Gargoyle	500+ s.a.
Gremlin	50-300 s.a.
Monitor Imp	200 s.a.
Night Demon	500 s.a.
Sardonicus	300-600 s.a.
Servitor Imp	50 s.a.
Tarteran	100+ s.a.

## Food and Lodging

Type	Cost
Black Arrack *	3 g.a.
Canker-Worm, live	15 s.a.
Devil Bat soup	3 g.a.
Eel-Wyrm	1 g.a.
Feranth, Spit-Roasted	150+ s.a.
Gellid stew	2 s.a.
Grog *	1 qtr.
Grog, Nebul *	3 half
Kraggen, boiled	10 s.a.
Magmite, raw	1 g.a.
Moldworm, stuffed	1 s.a.
Moonblossom wine*	10 s.a.
Moss bread	1 half
Mould soup	1 half
Naga-Root, baked	14 s.a.
Night's lodging (good)	2+ s.a.
Night's lodging (average)	5 g.a.
Road rations (per week)	3 g.a.
Wine *	1 s.a.

\*Prices listed are for single glass or cup. Multiply by 10 for bottle or pitcher, by 100 for cask or keg.

## Trade Goods

Type	Unit	Cost
Amberglass	pound	20 s.a.
Argentium	pound	30 s.a.
Black Adamant	pound	40 s.a.
Brass	10 pounds	20 s.a.
Captured Spirit, mundane*	single	10+ s.a.
Captured Spirit, professional*	single	50+ s.a.
Captured Spirit, magician*	single	250+ s.a.
Copper	10 pounds	2 s.a.
Glass	pound	2 s.a.
Gold	10 pounds	10s.a.
Grog	gallon	5 qtr.
Heartstone (Black Diamond) **	carat	10 s.a.
Hide/fur	20 pelts	10-2,000 s.a.
Iron	10 pounds	4 s.a.
Ivory	pound	10 s.a.

Linen, common	bolt	5 g.a.
Sackcloth	bolt	5 qtr.
Silkcloth	bolt	5 s.a.
Silver	10 pounds	100 s.a.
Spices	pound	50+ s.a.
Sulfur	ounce	4 g.a.
Timber, Crimsonwood	foot	50 s.a.
Timber, Deadwood	foot	10 s.a.
Timber, Ebonwoodboard	foot	2 g.a.
Ulu Scent	ounce	1+ s.a.

\* Cost does not include the heartstone

\*\* Cost is in the Nine Princedoms. x10 elsewhere.

## Magical & Enchanted Items

Type	Cost
Astromantic Globe	9,600 s.a.
Clockwork Limb	4,000 + s.a.
Demonhide Cloak and Boots	5,000 s.a.
Demonward	1,200 s.a.
Diabolic Dagger	800 s.a.
Elemental Staff	5,000 s.a.
Elemental Staff, Greater	20,000 s.a.
Expansible Items	1,500 s.a. *
Gremlin Enchantments	50 - 1,350 s.a.
Luckstone	25 s.a.
Luminus, vial	100 s.a.
Luminus, orb	250 s.a.
Luminus, lantern	500 s.a.
Magic Box	7,500 s.a.
Obsidian Mirror, small	6,000 s.a.
Obsidian Mirror, large	16,000 s.a.
Radian Crystal	1,000 + s.a.
Seeing Stone	2,500 s.a.
Shadowsilk Robe	1,600 s.a.
Shadowsteel, per pound	60 s.a.
Slave Collar	300 s.a.
Soul Cage	100 s.a. **
Soulstone Monocle	3,000 s.a.
Spirit Catcher	1,500 s.a.

\* Cost is in addition to the cost of the normal item

\*\* Per level of the cage

## Alchemical Creations

Type	Quantity	Cost
Alchahest	1 oz.	700 s.a.
Alchemical Solvents	1 oz.	400 s.a.
Amberglass	8 oz.	75 s.a.
Argentium	1 lb.	20 s.a.
Black Adamant	1 lb.	40 s.a.
Quicksilver	1 oz.	250 s.a.
Shadowsteel	1 lb.	200 s.a.
Vitriol	10 drams	370 s.a.

## Elixers

Type	Cost
Aphrodesiac Elixir	50 s.a.
Healing Elixir	110 s.a.
Medicinal Purge	25 s.a.
Poison Antidote	55 s.a.
Soporific Elixir	150 s.a.

## Narcotics

Type	Cost
Black Nebul	5 g.a.
Black Vantic	90 s.a.
Moondream	400 s.a.
Varos	100 s.a.

## Powders

Type	Cost
Grey Nebul Powder	130 s.a.
Incendiary Powder	160 s.a.
Morphius Powder	145 s.a.
Necrosian Powder	180 s.a.
Neutralizing Powder	95 s.a.
Nebul Powder	80 s.a.
Scarlet Leech Powder	200 s.a.

## Poisons

Type	Cost
Deadwood Sap	10 s.a.
Necrosian	190 s.a.
Impsting	40 s.a.
Skathe Venom	60 s.a.
Vantic Venom	50 s.a.
Vennin Toxin	340 s.a.

## Potions

Type	Cost
Cold Resistance	275 s.a.
Fire Resistance	270 s.a.
Flying Potion	540 s.a.
Love Potion	300 s.a.
Rejuvenating Potion	440 s.a.
Shrinking Potion	260 s.a.



## List of Alchemical Ingredients

### Plant and Animal Ingredients

Ingredient	Properties/Uses	Cost (Unit)
Bone powder	shadowsteel, necrosia	5 s.a. (pound)
Demon dust	Necromantic mixtures	20 s.a. (dram)
Devil bat guano	Medicinal purges	10 s.a. (dram)
Ghast's eye	See invisible	75 s.a. (each)
Gremlin's hand	Strengthen materials	100 s.a. (each)
Nebul, Grey	Distracting clouds	8 s.a. (dram)
Necrophage's head	Converse with dead	5 s.a. (ounce)
Nightstalker's eye	See into the astral plane	50 s.a. (each)
Sardonicus' horn	Increases intelligence	50 s.a. (dram)
Tube moss spores	Induces sleep	10 s.a. (dram)

### Gemstone Ingredients

Gemstone	Description	Qualities/Uses	Cost / carat
Amber	Brown to Red	Healing elixirs, amberglass	2 s.a.
Black diamond	Black and very hard	Black adamant, soulstones	100 s.a.
Amethyst	Fine purple with little luster	Emotions	10 s.a.
Black opal	Black with slight opalescence	Premonitions	1 s.a.
Moonstone	Translucent and pearly	Mysteries, deception	10 s.a.
Obsidian	Black and glassy	Elemental earth	1 s.a.
Ruby	Red	Passions, fire	30 s.a.

### Lifespan Chart

Race	Adolescent	Adult	Middle-Aged	Venerable
Zoab	1-50*	51-140	141-280	281-400 (+10d20)
Tarteran	1	2-60	61-100	101 - 150 (+2d20)
Sepharan	1-10	11-50	51-90	91-200 (+2d20)
Brood	1-4	5-12	13-15	16-20 (+1d20)

\* Adolescent Zoab resemble large, limb-less slugs, and must be raised in a watery environment. The "newts" (as they are called) take up to fifty years to mature, developing lungs and fore-limbs only when they've reached adulthood.

Ebonites are a form of undead, a spirit given physical form by the will of Death, and thus do not age.

Brood are "born" fully formed, and do not age thereafter.

Devils can reproduce and give birth to infants (who generally reach maturity within one year), but do not age thereafter. Many devils are also "born" fully formed, shaped out of raw aether by the will of one of the Shaitan or their avatars.

## Pronunciation Guide

N'aru	AB-er-on	N'aru	NA-ru
Aethereal	ay-THEER-ee-al	Necromane	NEK-ro-mane
Agathon	AG-a-thon	Necron	NEK-ron
Archimane	ARK-i-main	Necrophage	NEK-ro-fayj
Argentium	ar-GEN-tee-um	Nefaratus	ne-far-AH-tus
Ariane	ayr-ee-AN	Nephilim	nef-il-EEM
Auctoritas	awk-TOR-i-tas	Nihilus	NI-ill-us
Avernon	AV-er-non	Omniverse	OM-ni-vers
Azadim	ah-za-DEEM	Othyron	oth-EER-ee-on
Black Savant	BLAK sa-VONT	Pandemonicus	pan-de-MON-ik-us
Colothon	COI-o-thon	Porphyrion	por-FEER-ee-on
Demantis	de-MAN-tis	Sardonicus	sar-DON-ik-us
Diabolus	die-AB-o-lus	Sepharan	se-FAR-an
Ebonite	EB-o-nite	Shadowight	SHA-do WITE
Eerial	EER-ee-al	Shaitan	SHAY-tan
Enim	EE-nim	Shedim	sheh-DEEM
Feranth	FER-anth	Tarteran	tar-TARE-an
Gellid	GEL-id	Thanatus	THAN-a-tus
Golgothon	gol-GOTH-on	Thane	THAYN
Khazad	ka-ZOD	Torquaran	tor-QWAR-an
Kraggen	KRAY-gen	Ulu	OO-loo
Maladon	MAL-a-don	Valek	VAL-ek
Maladion	mal-AY-dee-on	Vorak	VOR-ak
Malapharon	MAL-far-on	Wyrrm	WORM
Malnangar	AAL-nan-GAR	Zahur	za-HOOR
Minauron	min-OR-on	Zoab	ZO-ab



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