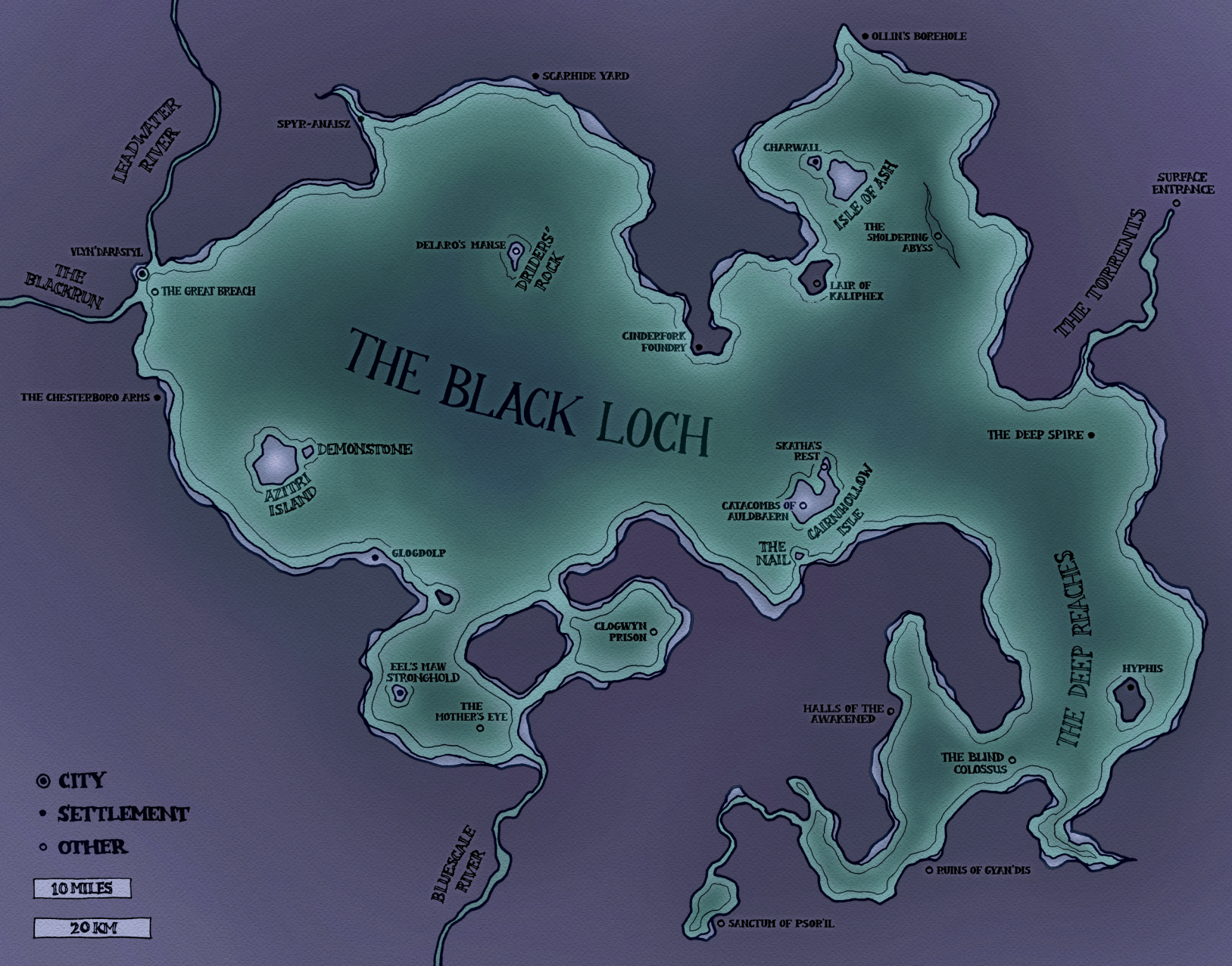




# THE BLACK LOCH CODEX







# THE BLACK LOCH CODEX

BY MATT MILBY

## ABOUT THE BLACK LOCH

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

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

You can find all of this at [milbysmaps.com/blackloch](https://milbysmaps.com/blackloch), with free versions of all the maps and tokens. If you're interested in supporting my work, you can do so at [patreon.com/milbysmaps](https://patreon.com/milbysmaps). Hi-res, annotated and alternate versions of the maps, as well as DM notes with expanded lore for every location, are available to supporters.

There's a lot of lore here and I recommend starting with the History and Lore Overview, which is on the next page. It's six pages long and gives a brief summary of each location in the loch, as well as the more notable characters. It's meant to serve as an introduction to the Black Loch and it should give you an idea of what's going on. If you want to know more about the lore of a particular place, read that location's DM notes for the details.

## ACKNOWLEDGEMENTS

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

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

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

# THE BLACK LOCH

AN OVERVIEW OF THE HISTORY AND LORE OF THE LOCH

## ABOUT

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

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

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

## LOCATIONS

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

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

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

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

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

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

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

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

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

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

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



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

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

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

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

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

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

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

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

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

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

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

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

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

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



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

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

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

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

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

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

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

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

harmless sight.

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

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

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

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

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

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

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



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

## NOTABLE PEOPLE

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

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

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

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

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

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

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

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

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

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

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

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



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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

## VESSELS

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



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

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

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

## **NOTES**

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

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

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

# CHARWALL

## ABOUT

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

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

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

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

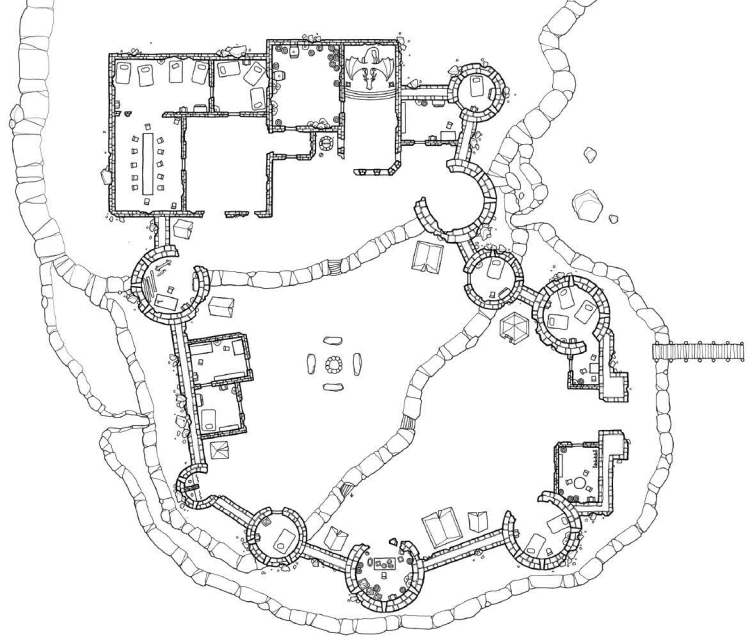
## HISTORY

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

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

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

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



no one survived to threaten her hoard.

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

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

## KALIPHEX

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

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

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



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

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

## CHARWALL

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

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

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

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

## NOTES

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

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

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

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

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

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

# THE CHESTERBORO ARMS

## LIM THE OGRE, PROPRIETOR

### ABOUT

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

### LIM THE OGRE

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

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

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

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

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

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

### LIM'S FAMILY

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

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

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

### THE CHESTERBORO ARMS

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

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

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

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

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



wide. Caution is advised.

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

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

# THE DEEP SPIRE

## ABOUT

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

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

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

## HISTORY OF THE SPIRE: CLAN TIDEBORNE

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

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

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

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

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

saw.

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

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

## HISTORY OF THE SPIRE: HOUSE VAERIXAS

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

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

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

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

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

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



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

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

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

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

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

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

## **HISTORY OF THE SPIRE: THE UNLIKELY PARTNERSHIP**

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

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

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

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

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

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

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

## **HISTORY OF THE SPIRE: THE EXILES**

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

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

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

calling it “the Exiles’ Tower.”

## THE SPIRE AT PRESENT

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

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

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

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

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

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

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

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

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

**THE CITADEL:** Connected to the sixth tier by a

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

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

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

## FACTIONS AND LEADERS

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

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

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

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

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

## OTHER RESIDENTS

### DUERGAR

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



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

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

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

### **DEEP GNOMES**

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

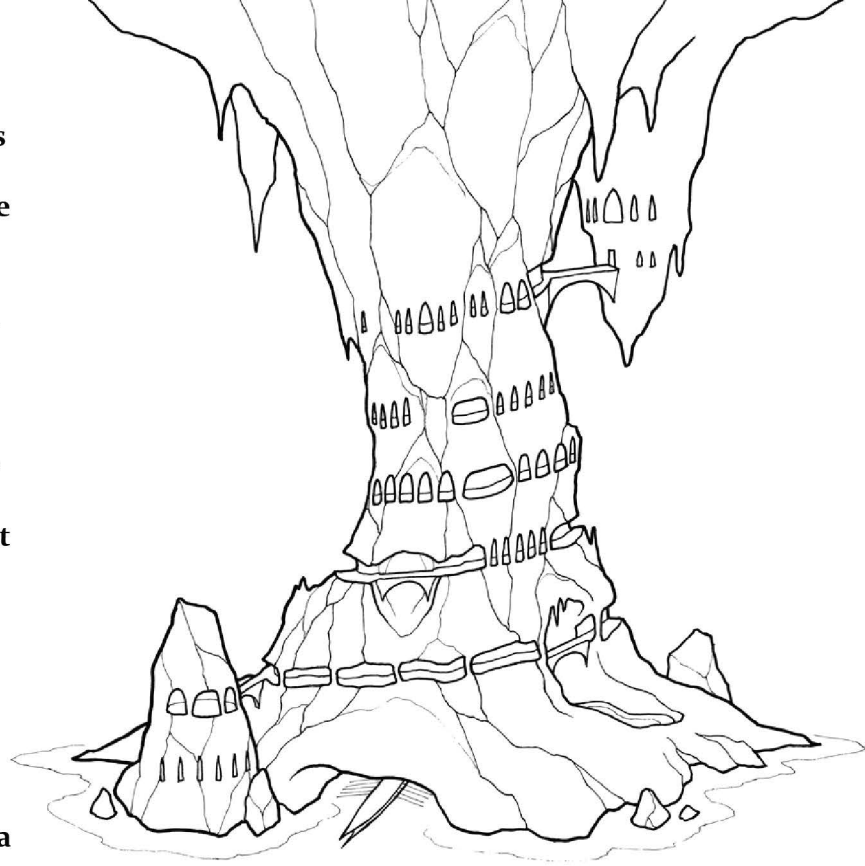
**TARSON MARKABREECH** - A tinkerer who makes various clockwork trinkets and tools in his workshop on the fourth tier. He left his village after a drilling machine he built went haywire, killing four miners. Tarson feels tremendous guilt over their deaths and has sworn off making any large machinery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

### **DROW**

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

### **OTHER**

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



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

# EEL'S MAW STRONGHOLD

## ABOUT

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

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

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

## SIEGE CRABS

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

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

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

eating it all.

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

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

## NOTES

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

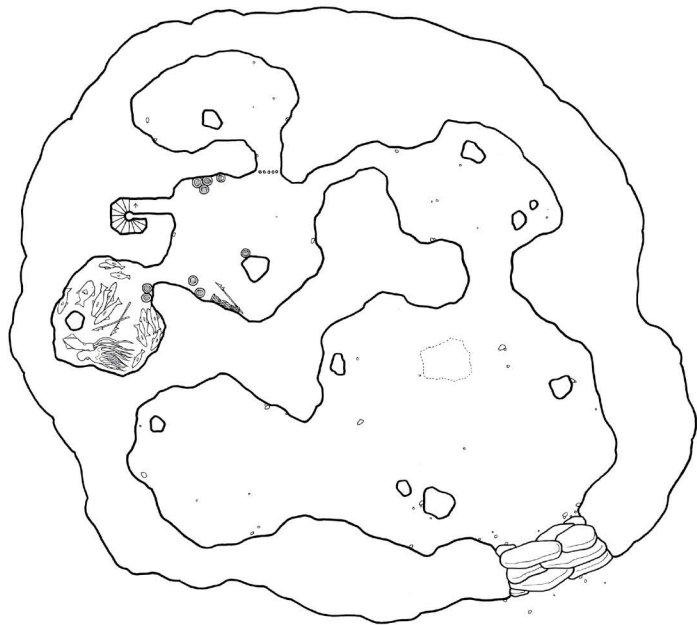
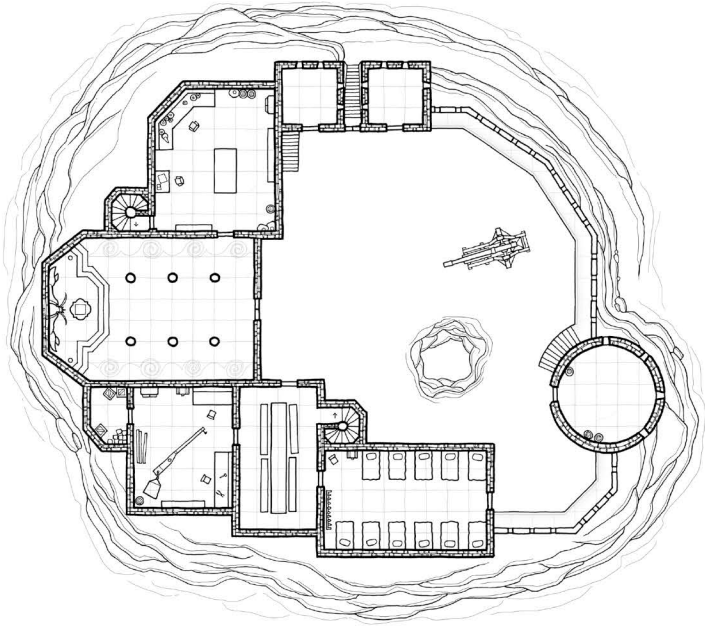
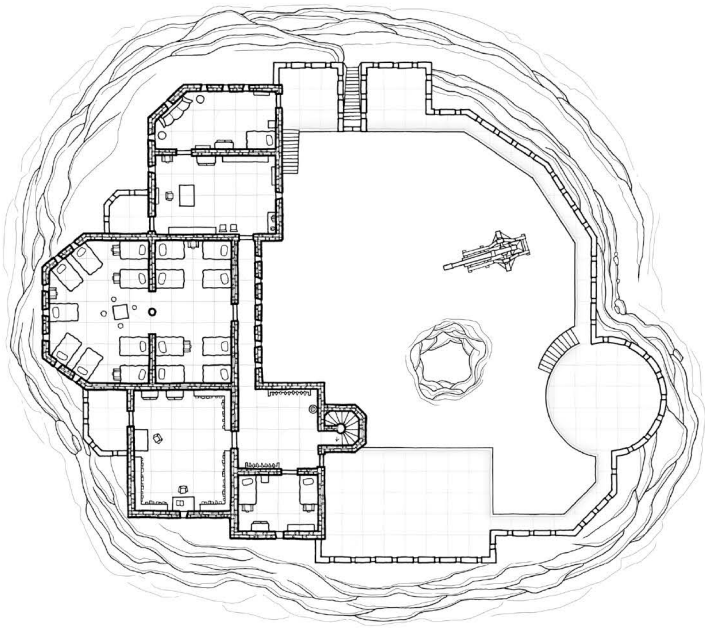
Galgool, the archpriest of the nearby temple known as "The Mother's Eye," visits the Eel's Maw once a month or so to check in on the state of operations. Galgool outranks Vlorluc and takes credit for most of the success of the project, despite having had little to do with it.

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

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

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





# THE GRINNING WIDOW

## ABOUT

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

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

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

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

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

## THE CREW

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

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

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

enlist the crew in fights:

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

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

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

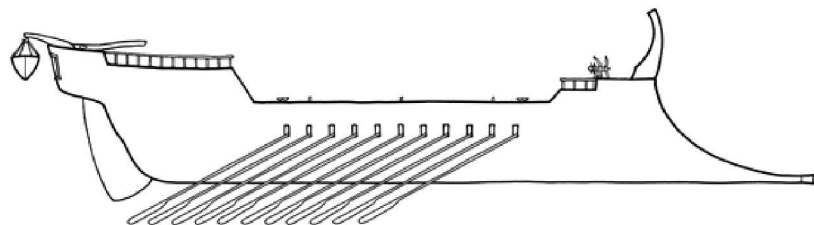
## NOTES

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

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

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

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





# HALLS OF THE AWAKENED

## ABOUT

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

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

## THE ARCHITECTS OF THE AWAKENING

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

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

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

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

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

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

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

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

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

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



and kept it away from her other followers.

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

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

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

Unfortunately, these celebrations would turn out to be premature.

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

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

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

## NOTES

Due to their remote location and their deeply hidden

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

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

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

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

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

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

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

## PSIONICS

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

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

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

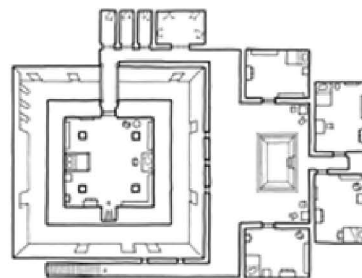
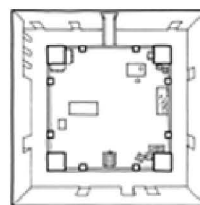


whatever restrictions on usage you feel is appropriate. Here are a few suggestions for psionic powers that Astali and the Awakened might possess. Adjust the numbers to accommodate your party's level if necessary:

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

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

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



# THE TORRENTS

## ABOUT

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

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

## NOTES

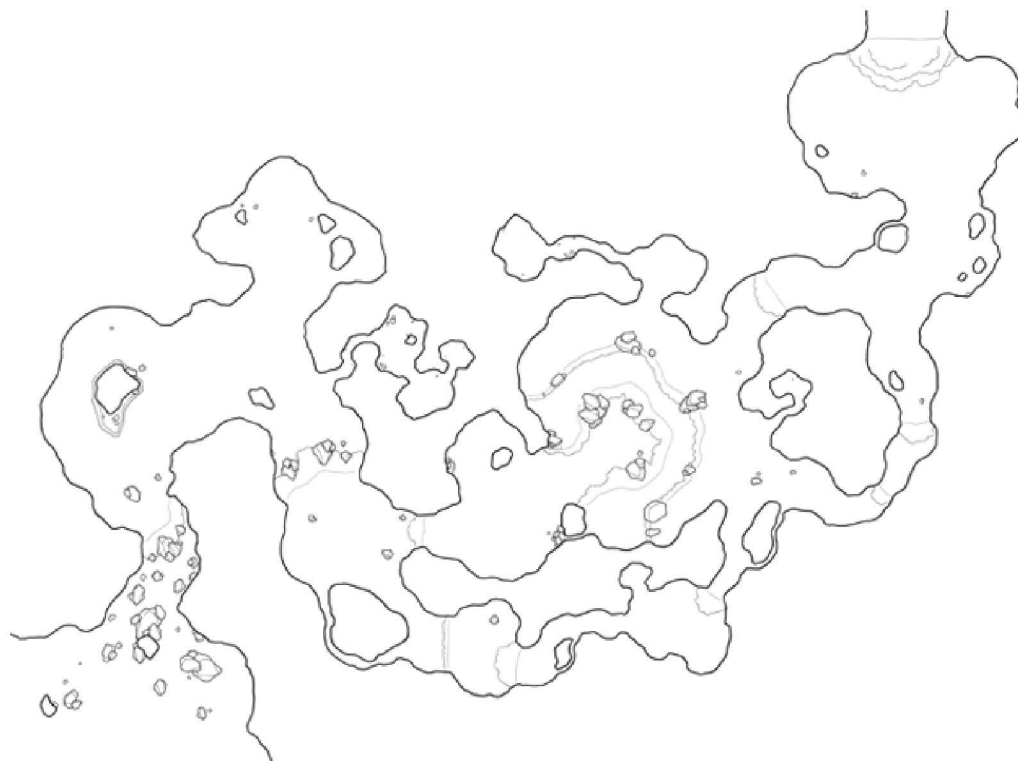
The Torrents are a unique entrance to the underdark for several reasons. First, it's an exceptionally quick way down. While most paths require several days on a narrow stairway, the Torrents may get a party there within an hour. Second, it's very dangerous. Being thrown down waterfalls in total darkness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

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

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

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

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





# THE DROW CITY OF VLYN'DARASTYL

## ABOUT

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

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

## THE GREAT BREACH

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

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

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

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

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

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

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

## HISTORY AND OTHER NOTES

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

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

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

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

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

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

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

