

WATERDEEP & SKULLPORT
IN THE AGE OF ÆTHER
FOR D&D 5TH EDITION

QUAINT AND CURIOUS SPLENDORS & SHADOW

WATERDEEP & SKULLPORT IN THE AGE OF ÆTHER FOR D&D 5TH EDITION

CONTENTS

ÆTHER AGE FAERÛN.....	5	THE NOBILITY.....	21
1. THE CITY OF SPLENDORS.....	6	THE HOUSE OF ADARBRENT.....	21
<i>WATERDEEP RESOURCES.....</i>	6	THE HOUSE OF ANTEOS.....	22
LOCATIONS & LANDMARKS.....	7	THE HOUSE OF ROSZNAR.....	22
OLD CITY.....	7	THE HOUSE OF THANN.....	22
OLD CITY WARDS.....	7	THE HOUSE OF WANDS.....	22
CASTLE WATERDEEP.....	7	<i>THE FALL OF THE HOUSE OF MOONSTAR.....</i>	23
BLACKSTAFF TOWER.....	8	CHURCHES AND HOLY ORDERS.....	24
OLD CITY MARKET.....	8	THE ECUMENICAL COUNCIL.....	24
<i>TRAVELING MERCHANTS.....</i>	9	THE CHURCH OF LATHANDER.....	24
RAINRUN STREET.....	10	<i>THE ORDER OF THE GAUNTLET.....</i>	25
<i>THE PORTAL AND THE POST.....</i>	11	THE CHURCH OF ILMATER.....	26
<i>GOODS AND SERVICES IN WATERDEEP.....</i>	12	THE CHURCHES OF TORM AND TYR.....	26
UNIVERSITY HILL.....	13	THE CHURCH OF TYMORA.....	26
THE WARRENS.....	13	THE TEMPLE OF GOND WONDERMAKER.....	26
OTHER SHOPS AND MARKETS.....	13	<i>THE ARCANISTS' SOCIETY.....</i>	27
<i>THE BLACK MARKET.....</i>	14	PRIVATE ENTERPRISES.....	27
LOW TOWN.....	14	FAR HORIZONS SKYLINERS.....	27
THE BURROUGHS.....	14	NORTHSTAR LINES.....	27
THE GRAYSTACKS.....	15	THE ROSE BANK.....	28
HAWKING STREET STATION.....	15	ZUBRIGGEN MANUFACTURING.....	28
THE RAMSHACKLES.....	16	<i>CITY NEWSPAPERS.....</i>	28
<i>THE BAD PARTS OF TOWN.....</i>	16	UNIVERSITIES.....	30
CITY OUTSKIRTS.....	17	BLACKSTAFF ACADEMY.....	30
THE RAT HILLS AND THE HEAPS.....	17	NEW OLAMN.....	30
THE SEACAVES.....	17	SCHOOL OF SCIENCE AND ENGINEERING.....	30
THE TRAINYARDS.....	17	GANGS AND GOONS.....	31
THE WAREHOUSE DISTRICT.....	17	THE BLACK TEETH CLAN.....	31
<i>WATERDEEP SKYPORT.....</i>	17	THE RED FISTS.....	32
PEOPLE & ORGANIZATIONS.....	18	<i>THE PLAGUE RATS.....</i>	32
<i>THE LORDS' ALLIANCE.....</i>	18	THE SMOKE STREET WATCHERS.....	33
CITY GOVERNMENT.....	18	THE TANNER GANG.....	33
THE LORD MINISTER.....	18	THE WARREN WEASELS.....	34
THE CITY COUNCIL.....	19	<i>THE RED SASHES.....</i>	34
<i>CITY POLITICS.....</i>	19	CRIMINAL UNDERWORLD.....	35
MINISTRIES AND MAGISTRATES.....	19	THE CRYSTAL THORN.....	35
<i>THE TAXMAN.....</i>	20	PRINCE MORLIN.....	36
THE ORDER OF THE BLACK STAFF.....	20	<i>THE BLACK ORCHID SOCIETY.....</i>	36
THE CITY WATCH (CONSTABULARY).....	20		
<i>CRIME AND PUNISHMENT.....</i>	21		

OUTSIDE CONSPIRATORS.....	37	ALLIED RENOWN.....	66
THE HARPERS.....	37	CITY WATCH.....	66
<i>THE TEL TEUKIIRA</i>	37	GRAY CLOAKS.....	66
THE RED WIZARDS OF THAY.....	38	<i>THE ARCANISTS' SOCIETY</i>	67
THE SHADOW THIEVES.....	38	ORDER OF THE BLACK STAFF.....	67
THE ZHENTARIM.....	38	ECUMENICAL COUNCIL.....	67
<i>THE TRAUMEGGIM</i>	39	<i>THE GRAY HAND</i>	68
UNSPEAKABLE CULTS.....	39	THE FELLOWSHIP OF THE MOON.....	68
THE CULT OF ASMODEUS.....	39	THE HARPERS.....	69
THE CULT OF CYRIC.....	40	CHURCH OF MYSTERIES (MOONSTAR).....	69
THE CULT OF THE PALLID MASK.....	40	CHURCH OF TYMORA.....	69
<i>THE DEVILS YOU KNOW</i>	40	THE DARK MAIDEN'S ALLIANCE.....	70
2. THE PORT OF SHADOW.....	41	<i>TALES OF REDEMPTION</i>	70
HALLS OF THE MAD MAGE.....	41	CRIMINAL UNDERWORLD.....	71
<i>UNDERMOUNTAIN RESOURCES</i>	41	STREET GANGS.....	72
HALASTER'S LEGACY.....	42	CULTS OF DARKNESS.....	72
THE MYTHAL OF UNDERMOUNTAIN.....	42	SECRET SOCIETIES.....	72
<i>HORNED RING</i>	42	PROFESSIONAL CRIMINALS.....	72
<i>HALASTER'S SPIRIT</i>	43	<i>CABALS AND MASTERMINDS</i>	73
HALASTER'S APPRENTICES.....	44	APPENDIX A. ENCOUNTERS.....	74
<i>TROBRIAND'S GRANDCHILDREN</i>	44	ENCOUNTER TABLES: CITY ABOVE.....	74
LOCATIONS & LANDMARKS.....	45	ENCOUNTER TABLES: PORT OF SHADOW.....	76
REACHING SKULLPORT.....	45	<i>BACKGROUND ENCOUNTERS</i>	77
THE SEACAVES.....	45	CITY AUTHORITIES.....	78
THE MOANING COVE.....	45	CITY WATCH.....	78
THE UNDERDARK.....	46	GRAY HAND ENFORCERS.....	78
UNDERMOUNTAIN.....	46	PRIVATE GUARDS.....	78
THE LOWER LEVEL.....	46	STREET GANGS.....	79
SKULL ISLAND.....	47	BLACK TEETH CLAN.....	79
LOWER PORT.....	47	RED FISTS.....	80
LOWER TRADE LANES.....	48	OTHER GANGS.....	81
<i>BENEATH THE STREETS</i>	49	<i>STREET FIGHT</i>	81
LOWER HEART.....	50	SKULLPORT.....	82
THE CENTRAL AND UPPER LEVELS.....	51	CRIMSON SCOURGE.....	82
CENTRAL PORT.....	51	DROW.....	82
<i>CATWALKS</i>	52	DUERGAR.....	83
CENTRAL & UPPER TRADE LANES.....	52	<i>PIRATES & SKULKER GANGS</i>	83
CENTRAL & UPPER HEART.....	53	SHATTERED SKULL.....	83
<i>GOODS AND SERVICES IN SKULLPORT</i>	54	SLAVERS.....	83
FACTIONS & DENIZENS.....	55	MONSTERS.....	84
PIRATES, SLAVERS & MERCENARIES.....	55	BLIGHTS.....	84
THE CRIMSON SCOURGE.....	55	BLIGHTED RATS.....	84
THE IRON RING.....	55	BOILER ELEMENTALS.....	84
<i>SKULKER GANGS</i>	57	DEATH DOGS.....	84
THE KEEPERS.....	57	ETHEREAL SPIDERS.....	85
THE SHATTERED SKULL.....	57	<i>PUBLIC WORKS</i>	85
<i>THE SKULLS</i>	58	GARGOYLES.....	86
UNDERDARK INCURSIONS.....	59	GHOULS.....	86
DUERGAR.....	59	GIANT SPIDERS.....	86
HOUSE LYSEAN (DROW).....	59	GRAVE ROBBERS.....	86
<i>THE DARK MAIDEN'S ALLIANCE</i>	60	JUNK SPIRITS.....	87
HOUSE TANOR'THAL (DROW).....	60	KUO-TOA.....	87
ILLITHIDS OF CH'CHITL.....	61	MIND FLAYERS.....	87
VELVE-OLATH (DROW).....	62	OTYUGHS & CARRION CRAWLERS.....	87
<i>FIENDISH INTERESTS</i>	62	OTYUGHS & RUST MONSTERS.....	88
3. CHARACTERS & CAMPAIGNS.....	63	RAGGAMOFFYNS.....	88
<i>EXOTIC AND MONSTER RACES</i>	63	RATS.....	88
CHOOSING SIDES.....	64	ROPER & PIERCERS.....	88
FREELANCERS.....	64	SHADOWS.....	89
HANGING OUT A SHINGLE.....	64	SKUM.....	89
CITY AUTHORITIES.....	65	ZOMBIES.....	89

APPENDIX B. MONSTERS & NPCs.....	90	CAPTURED HUMAN (RAGGAMOFFYN).....	99
DWARF, DUERGAR.....	90	GUTTERSNIPE.....	100
DUERGAR TASKMASTER.....	90	CAPTURED DWARF (GUTTERSNIPE).....	100
DUERGAR WAR-PRIEST.....	91	SHRAPNYL.....	101
ELF, DROW.....	92	CAPTURED OGRE (SHRAPNYL).....	101
DROW ASSASSIN.....	92	TATTERDEMANIMAL.....	102
DROW PRIESTESS OF EILISTRAEE.....	93	CAPTURED RAT (TATTERDEMANIMAL).....	102
DROW SOLDIER.....	93	SKUM.....	103
HOBGOBLIN.....	94	SKUM, BEAST.....	103
HOBGOBLIN BATTLE ACOLYTE.....	94	SKUM, HUMANOID.....	103
HOBGOBLIN IRON MASTER.....	94	NPCs.....	104
ORC.....	95	BLACK STAFF ADEPT.....	104
HALF-ORC STORM CALLER.....	95	GRAY HAND AGENT.....	105
ORC PIRATE.....	95	GRAY HAND ENFORCER.....	106
ORC PIRATE CHIEF.....	96	LOVIATARI.....	107
ORC ENFORCER.....	96	MALARITE.....	108
RAGGAMOFFYN.....	97	SLAVER.....	109
CAPTURED ONE.....	98	SLAVER CAPTAIN.....	109
COMMON RAGGAMOFFYN.....	99	SLAVER MAGE.....	110
		WARREN WEASEL.....	110

CREDITS

Logo font: DreamScar, licensed from Sharkshock (<http://www.sharkshock.net/>)

Cover photo taken in New Babbage (<http://cityofnewbabbage.com/>)

Writing, Layout, Virtual Photography: Quaint & Curious

(<https://www.facebook.com/quaint.curio> ... @quaintncuriousv ... <https://www.patreon.com/QuaintCurious>)

LEGAL STUFF

DUNGEONS & DRAGONS, D&D, Wizards of the Coast, Forgotten Realms, the dragon ampersand, Player's Handbook, Monster Manual, Dungeon Master's Guide, D&D Adventurers League, all other Wizards of the Coast product names, and their respective logos are trademarks of Wizards of the Coast in the USA and other countries. All characters and their distinctive likenesses are property of Wizards of the Coast. This material is protected under the copyright laws of the United States of America. Any reproduction or unauthorized use of the material or artwork contained herein is prohibited without the express written permission of Wizards of the Coast.

©2016 Wizards of the Coast LLC, PO Box 707, Renton, WA 98057-0707, USA. Manufactured by Hasbro SA, Rue Emile-Boéchat 31, 2800 Delémont, CH. Represented by Hasbro Europe, 4 The Square, Stockley Park, Uxbridge, Middlesex, UB11 1ET, UK.

ÆTHER AGE FAERÛN

The year is 1888 by Dale Reckoning, still the most common calendar in the West, and the lands of Faerûn are in the throes of a techno-magical revolution. Ancient arcane lore mixes with cutting edge science, propelling the Realms into a new age: the Age of Æther. Magical factories churn out marvelous wonders and modern conveniences ... mighty locomotives and elegant airships cross nations in hours or days instead of weeks or months ... messages whispered across the æther bind distant lands together. With the spread of technology and education, populist movements topple aristocracies, autocracies, monarchies, and theocracies, even as new moneyed classes – bankers, industrialists, railroad barons, etc. – arise to replace them in positions of power.

And at the swirling center of this revolution: Waterdeep, the City of Splendors. Always a hub of trade, learning, and innovation, as well as vast criminal enterprises and supernatural conspiracies (past and present), the city plays host to the best and worst that the Realms have to offer. Sages and historians across Faerûn agree, the new age was set into motion in Waterdeep – in the great melding pot where artisans, mages, scholars, and technologists from across the Realms could meet, discuss, debate, and experiment. The first elemental engine made its first sputtering strokes in the Temple of Gond Wondermaker ... the first ethereal telegram was sent from Waterdeep to Neverwinter (“How's the weather up there?”) ... the first magical factories were built in what is now called the Graystacks, in Low Town. Now more than ever an economic powerhouse of the Sword Coast, and indeed of all Faerûn, Waterdeep is not only the beating heart, but also the living soul of the Age of Æther.

As potent as this destiny may be, Waterdeep's fate is also forever entwined with a shadowy twin, lurking in the cavernous depths beneath its streets. In the endless twisting tunnels of Undermountain below, an immortal necromancer made a bargain with the infamous Mad Mage, Halaster Blackcloak, to found a community of the worst criminals that the Sword Coast could vomit up. Many of the Realms' most depraved villains find their way to Skullport, the dingy ramshackle community of pirates, slavers, and worse, that festers deep in the dungeon's bowels. And many dungeon delvers and treasure hunters who think to find safety in the subterranean town find that its streets and catwalks are every bit as deadly as the passages of the dungeon.

Splendors & Shadow is a campaign framework set in the magical metropolis of Waterdeep during the Age of Æther, a new age ushered in across Faerûn by techno-magical, industrial, and social revolutions. The setting is a variation of the Forgotten Realms campaign setting, with timeline and technological state advanced to the late 19th Century. It uses the Æther Age rules introduced in *Quaint and Curious – Ethereal Gaslight* (DM's Guild PDF), supplementary to the standard D&D 5th Edition rules, and the material in the *Sword Coast Adventurer's Guide*, *Volo's Guide to Monsters*, and *Xanathar's Guide to Everything* hardcovers. The material here can also serve as a template for DMs who wish to create their own Æther Age magical metropolis, or bring their preferred campaign setting into the age of magical industry.

1. THE CITY OF SPLENDORS

Waterdeep has survived centuries of fantastic cataclysms – the rise and fall of deities, the warring of secret factions, plagues and invaders both magical and mundane. Yet nothing in its long and mythic history has changed the face of the city quite so much as the coming of the Age of Æther. A population explosion has expanded well outside of the traditional boundaries and city walls ... railroad tracks snake in and out of town from every direction ... a floating island above the Old City harbors airships from across the Realms, and beyond ... sooty clouds of factory smoke billow through the cobblestone streets of Low Town, dimly pierced by the steady eldritch glow of magical streetlights. More so than any other city in the world, Waterdeep is the center of the Age of Æther.

At the heart of the Sword Coast, built on the best natural harbor for hundreds of miles ... at the gateway between the Savage Frontier and the Western Heartlands, and perched atop one of the Realms' most notorious and deadly dungeons ... it's only natural that the City of Splendors has a long history of famous (and infamous) adventurers who have called it their home. Natives will tell you that it's more than just a history – an ongoing legend, a living spirit of adventure. A storied reputation as a haven of intrigue, a den of danger, a shining beacon of fortune and glory. Although competing with many other cornerstones of the city's wealth and prestige – trade from around the world, peerless institutions of magical and scientific learning, an unrivaled industrial base, and more – the adventurers of Waterdeep assume a much larger than life role in the city's history and folklore.

And so quite naturally over the years, the steady stream of professional adventurers, and the accompanying business of “heroes for hire,” gave rise to a distinct culture within the city. As less successful adventurers gave up their dreams of scoring big in Undermountain – or *did* score big, at least enough to retire from the dangers of dungeon-delving – they often established businesses which would cater to the needs of others seeking their fortune in the City Above and Dungeons Below.

Like moths to a flame, this spirit of adventure lures would-bes and wanna-bes to the city in droves, mercenaries and treasure hunters hoping to carve out their little slice of fortune and glory. Even in recent years, many famous adventurers have started their careers in Waterdeep, earned their first gold in a contract secured in the Yawning Portal, won their first magical treasures in a foray into Undermountain below. Many more, whose names are mostly forgotten, have died in the attempt, or narrowly escaped death and decided to seek less dangerous ways of making a living.

Those who survive the deadly streets, and the dark passages below, may live to become a part of the city's adventurous legacy. The luckiest, the canniest, and stoutest of heart just might become legends in their own right – though their tales are as likely to appear in the evening paper, as to be sang of by bards.

WATERDEEP RESOURCES

Barrels of ink have been spilled describing every aspect of Waterdeep – climate, culture, environs, geography, history, famous inhabitants, and maps of every street, alleyway, and sewer. Rather than trying to rehash or summarize the previous material, this chapter tries to provide an overview, highlighting the elements of the city which are new or otherwise notable to the Age of Æther. DMs in need of additional background and detail are directed to the official source material, of which there is plenty – many available for sale on the DM's Guild website.

The most useful resources for an Æther Age campaign include:

- *Waterdeep and the North* (AD&D 1st Edition), a brief (though dated) overview of the city and region.
- *Volo's Guide to Waterdeep* (AD&D 2nd Edition), a detailed in-world “tourist's guide” from the city's past.
- *City of Splendors* (AD&D 2nd Edition), an extensive campaign boxed set with maps and adventures.
- *Waterdeep: City of Splendors* (D&D 3rd Edition), a comprehensive overview of the city and its inhabitants.
- *Sword Coast Adventurer's Guide* (D&D 5th Edition), the most recent, but a small section on the city itself.

LOCATIONS & LANDMARKS

The fabled City of Splendors would be almost unrecognizable to someone who knew it from a few centuries ago. It's vastly larger to begin with, the population overflow having spilled off of the plateau, and spread across the surrounding lowlands. Most of the important landmarks are still intact in the Old City, and the uptown streets poke up out of the smog that rolls in great clouds through the streets of Low Town.

OLD CITY

Many of those who live there consider the Old City to be the only real and proper city of Waterdeep. The borders represent the City of Splendors as it stood for centuries, bounded by the coastline and Mount Waterdeep to the west, Deepwater Harbor to the south, and the edge of the natural plateau (along which the Troll Wall curves and bends) to the north and east. Though the modern city has outgrown those borders by miles, the Old City is still what many think of when they hear Waterdeep – the most famous landmarks, shops, and streets of the City of Splendors can all be found there.

Although many of the streets and buildings have been renovated or replaced over the years, and modern accommodations and establishments can be found throughout, the Old City still holds the essence of Waterdeep. The sooty stains, banks of cloying smog, and industrial blight that mark Low Town are largely absent from the buildings and streets; even the traces of smog that make it up the slopes and over the venerable Troll Wall are kept from settling in, by the strong winds that have always buffeted the plateau.

OLD CITY WARDS

The City Wards were never really formal delineations, but more a way to understand what could be found where in the city. In that regard, they are still important to the residents of the Old City, and to those who spend a lot of time there. The boundaries have drifted a bit over the years, and the character of many places has changed as the types of businesses and residents did, but the Wards remain a way for locals to navigate and discuss their home.

Castle Ward. Although Castle Waterdeep itself hasn't been used in centuries, the ward it overlooks is still the seat of the city's government, and the location

of many of the most famous buildings and landmarks – Blackstaff Tower, Castle Waterdeep, and the Old City Market can all be found there, as well as the Yawning Portal (p. 10), a well-known haunt of adventurers and mercenaries from across the Realms.

Dock Ward. The (in)famous waterfront of the City of Splendors is still as thriving, loud, and rough as it ever was. The smell of boiler exhaust mingles with the stench of dead fish, and the clatter of engines mixes with the shouts of stevedores and cries of seagulls, as the business and bustle of commerce fills the docks, streets, and taverns with unceasing activity.

North Ward and Sea Ward. Although Lowtowners often refer to all of the Old City as “uptown,” the term more specifically describes the North and Sea Wards, where most of the city's lavish temples and noble estates can be found. It's the domain of the wealthy, with frequent patrols (by city constables as well as private guards) keeping the “undesirable elements” off the well-lit and well-maintained streets.

South Ward and Trades Ward. Much of the professional activity that marked the city's southeastern corner has moved to the factories of Low Town, leaving the old South and Trades Wards to absorb the overflow of warehousing and poorer residences from the Dock Ward. Still, a good number of “old world artisans” can be found there, especially magical professionals who aren't involved in technomancy or mass production. The edges of this corner of the city, where they touch the Castle Ward, have also become the center of finance, accounting, banking, law, and other professions which grease the wheels of industrial commerce and society.

CASTLE WATERDEEP

Castle Waterdeep still looms over the city, itself in the shadow of the mountain from which castle and city both take their names. Most of the ancient fortress is closed up and disused, and has been for hundreds of years – the last siege of the city was centuries ago, and there's little to gain from keeping a cold and drafty castle garrisoned just for tradition's sake. The city government is run from the Council Hall, and the Lord Minister has a mansion, both in the lower Castle Ward. The castle's lowest level is sometimes used for official ceremonies, but seldom for actual governance.

BLACKSTAFF TOWER

Once the home of the famous archmage Khelben the Blackstaff, the tower that bears his name is now the home of Blackstaff Academy – one of the most prestigious wizardly institutions in the Realms. The tower is also the seat of the Order of the Black Staff (p. 20), a widely-respected magical fellowship that acts as the primary magical authority in the city. While they would never even attempt to license the arcane arts within the city, the Black Staff magi do keep an eye on powerful magical beings who pass through or settle down, and are quick to intervene when magic is used carelessly or criminally. The Order often sends magi to work with the city constables in the latter regard.

OLD CITY MARKET

Once the city's main open-air market, and still the Old City's largest concentration of merchants selling their wares to affluent locals. The general reputability of the merchants found here, and the quality of their wares, is higher than those found around Hawking Street Station (p. 15). It's said to be among the best places in the Realms to find rare technologies and magical items for sale, bought and sold by merchants from across Faerûn and around the world.

Many of the remaining magical and mundane artisans of the city have stalls or shop fronts in the Old City Market. The goods for sale here tend to be hand-crafted rather than factory-made, whether fine dwarven engines and firearms, the latest gnomish conveniences and contraptions, or rare enchanted items of the old world or the new. There's a steady (if low-profile) Watch presence, with uniformed constables patrolling, usually alone or in pairs (but within a whistle-blow of at least a dozen others).

OLD WORLD ARCANA

This smallish shopfront tucked in the northeast corner of the market is much larger on the inside than on the outside. Within, rows of ceiling-high shelves line multiple floors, stocked with books on magic, mythology, demonology, planar lore, and other subjects of esoteric or occult interest. Along with these tomes, Silas Zaal and his apprentices sell spell components, casting focuses, magical scrolls, potions, and various enchanted objects – primarily those of interest to spell-casters.

Proprietor and Staff. Silas is of Thayan descent, though he's widely known to have no love for the Red Wizards (his eyes flash with eldritch energy at their mention, and he invariably spits on the floor and curses the lot of them). He's on friendly terms with both the Arcanists' Society and Blackstaff Tower, although he's neither an alumnus nor a member of either group. He employs knowledgeable sages and arcanists to work in his shop, though he rigorously (magically) screens them to make certain they aren't agents of Thay – a process which many of the city's mages consider an indignity.

Wares and Services. Old World Arcana is a shop for arcanists first and foremost, selling everything from common spellcasting aids (spellbooks, arcane focuses, spell components common and rare) to caster-based enchanted items (scrolls, rods, staffs, wands, robes, etc.). They also have a sizable collection of books on various arcane subjects, good for bonuses to Intelligence (Arcana, History, or Religion) checks when researching the subject of the book in question. Such books go for anywhere from 50-5,000 gp, depending on the difficulty of the subject and the size of the research-check bonus granted – a basic treatise on a narrow subject (+1 to research enchanted elven clothing, 50 gp) will go for less than a comprehensive volume on a more difficult or expansive subject (+3 to research the Lower Planes and native creatures, 5,000 gp).

PIERS OF LANTAN

Filling a large store-front and attached warehouse just off the main market plaza, the Piers of Lantan is one of the newest of Waterdeep's Realms-famous businesses. The location is instantly recognizable due to the miniature airship tethered to the building, an intricate model of a full-sized sky-liner which serves as the business's sign. Inside, all manner of technical wonders and contraption are for sale – from toys to tools to exotic modern weapons and armor, and even a cobblestone-paved lot next door filled with personal transportation (ornithopers, steam carriages, etc.).

Proprietor and Staff. Bjorn Torqelsen owns the Piers of Lantan, a friendly gnome who loves to talk (often very excitedly) about cutting edge technology. He has a smattering of human, dwarven, and gnomish assistants, all selected for their ability to at least keep up with his breathless technical ramblings. Most are experts in one or two technical fields, and are happy to chat with customers about their favorite devices.

Wares and Services. The Piers of Lantan is the city's most famous outlet for technological wonders. In addition to the parts and tools needed to construct or repair modern technological devices, the shop sells such devices ready-for-use – up to and including exotic weapons, powered armor, and small personal (non-military) vehicles. They have a large workshop as well, and can be hired to conduct repairs on damaged machinery at the usual rates.

THUNDER AND SMOKE

The city's premier gunsmith, perhaps even of the entire Sword Coast, is a dwarf named Mogrenn Thunderhammer. Legendary for their accuracy and reliability, his custom firearms sell for hundreds or thousands of times the cost of an ordinary gun – as much for the prestige of the maker's mark, as for their effectiveness in battle. His most famous weapon, a rifle named Wyrmfell, is said to have slain a full grown dragon with a single shot. These days, his apprentices do most of the work, though he still personally guarantees every weapon sold in the store.

Proprietor and Staff. Mogrenn himself is semi-retired, and will only personally take on a commission that interests him. His fees are exorbitant enough, and his manner coarse and crotchety enough, to keep all but the most serious buyers from pestering him. His employees and apprentices are mostly dwarves – he will hire others, but his standards are exacting and his temper short, so turnover is high among low-level employees. Those who prove themselves able to work up to his standards are paid well, and allowed to work their own commissions if they choose.

Wares and Services. Thunder and Smoke sells guns and gun accessories, including ammo of every common variety, gunsmith's tools, gunpowder by the keg, and gun parts of all shapes and sizes short of military cannons and vehicular weapons. In addition to selling a standard array of top-shelf firearms, the shop will repair damaged guns, or take on specially-commissioned projects. The firearms they have in stock use the standard stats and prices; custom weapons can cost anywhere from 2 to 100 times the normal cost, depending on what the customer wants.

TRAVELING MERCHANTS

The Old City Market hosts an ever-rotating assortment of merchants from across the Realms, around the world, and even from other dimensions. These visiting merchants usually rent an empty storefront or set up a pavilion in the market, and sell their wares to interested (and wealthy) Waterdhavians. Although many of the wares these merchants sell are of little interest to adventurers, a vigilant shopper might be able to find one or two who sell genuine magics and marvels from distant places. For example...

Daxai Tharn. A fiendishly charming cambion named Daxai Tharn shows up in town erratically, and rents a different vacant storefront each time (never the same place twice, or so the story goes) to set up his wares for sale. He stays for a few days or weeks, then vanishes as quickly and mysteriously as he appeared. He pays rent up front, usually twice the asking rate, and those who purchase his wares – enchanted, mystical, and planar objects from across the multiverse – are seldom disappointed. He is meticulously honest about the nature and origin of every item, and the dangers they might pose to an unwary owner; many retain links to their planes of origin, and can open gateways to those places, or bring their natives to visit the owner. Daxai himself is statuesque, handsome, ash-complected, and six-fingered, marking him as a child of the demon prince Grazzt. Still, in matters of business, he is honest enough to have a good reputation as a dealer in items of extraplanar nature or interest.

Idris Karid ibn al-Shahar. A boisterous merchant prince from Zakhara, the Land of Fate, Idris is the commander of a merchant fleet that makes an annual trip from those distant lands to the City of Splendors. Their inventory favors the exotic wares of their faraway home, but the fleet trades in many ports of call on the way to Waterdeep, shopping for extravagant and expensive goods that can be sold at a high price to the city's wealthy. This includes any enchanted objects that Idris thinks he can turn a good profit on, the rarer and more powerful, the better. The arrival of Idris' fleet is something of a city event – the merchant prince rents the entire market plaza for a month, and on the first day after their arrival, they begin setting up a massive and sprawling pavilion-city of exotic tents and vendor stalls. The set-up process is almost like a circus, with performers and acrobats helping to string up silken veils that become tent walls; at the end of the day, the many exotic food vendors sell to an excited and hungry crowd of spectators and early shoppers. For the next month, the central plaza of the Old City Market is a lavish maze of silken walls, enticing aromas, and exotic wares from around the world.

TRAVELING MERCHANTS, CONT.

Murasame. It's easy to mistake this small, wiry, unassuming Kara-Turan man, dressed in simple (if clearly foreign) robes, as a traveling monk from the east. While he is a pious follower of the Enlightened Path of his homeland, his most important skill in the eyes most Waterdhavians is his unrivaled skill at blade-crafting. He is originally from Kozukura, land of samurai and katana, but he has studied the various arts and sciences of metallurgy and blade-smithing around the world. He can forge an exceptional-quality blade of any size or shape, though he will always prefer swords. He doesn't maintain a stock or even advertise his services when he comes into town, but if approached by someone with the money and the spirit (the latter judgment he makes after looking the petitioner up and down and asking why they want the blade), he will undertake to create a blade of legendary quality. He charges legendary prices – 50,000 gp at least, and often he demands exotic and difficult-to-obtain components or materials (adamantine, celestial silver, dragon fang, etc.), which the buyer must somehow provide. The resulting blade is a masterpiece of elegant lethality, with unique properties appropriate to its purpose. Such a weapon counts as magical for the purpose of overcoming resistance or immunity to normal weapons, and is always +2 or +3 to attack and damage; other properties are up the DM, often inspired by the purpose and crafting components.

Shade. A wandering tabaxi from the distant lands of Maztica, Shade (full name, "Shade of the Tall Trees") collects "interesting things" on her travels, and sells them to those who might be interested. Normally, such a junk peddler would be roused from the Old City Market, but between her exotic appearance (sleek, black-furred, striking green eyes) and the beauty of the objects she collects and sells (art, jewelry, the occasional enchanted object or technological wonder), she has been able to charm her way into selling her wares unmolested. There are regular whispers as she passes through town that she's a thief, selling her ill-gotten gains, but she has never been linked to a crime in the city, nor caught selling goods known to be stolen. She insists that she collects them on her adventures, barter or works for them, and simply makes her living as a trader in beautiful things. The few times that anyone has confronted her, she has quickly vanished into the shadows, sometimes even leaving behind the wares she was selling.

RAINRUN STREET

Many originally founded by retired adventurers, the shops along Rainrun street tend to cater to the mercenaries and treasure hunters who frequent the Yawning Portal. An ever-changing mix of bars, inns, and brothels (the Empty Keg, the Sleepy Sylph, the Smoking Manticore, the Naughty Nymph, and so on...) take overflow from the Portal, and enjoy the occasional spending spree from celebrating Undermountaineers who returned with loot to throw around. In the midst of those often-rowdy taprooms and festhalls, several establishments sell things of use to adventurers and monster hunters.

THE YAWNING PORTAL

Currently owned by Espaldio Saragosa, an Amnian investor who bought it from the previous owner in hopes of expanding the bar's role as a tourist destination. This has met with strong resistance by the regulars, who still after centuries tend to be mercenaries and adventurers, often those intent on an expedition into Undermountain. For Espaldio's part, he doesn't want to drive the regulars off, as they are the bar's biggest attraction – "Come to the Yawning

Portal, rub shoulders with genuine treasure hunters and monster slayers!" The bar still stocks and sells adventuring gear and provisions, though they don't advertise that fare; one must know to ask for it. And the great iron cauldron in the center of the taproom still carries parties of adventurers up or down the well to the uppermost level of Undermountain, for 1 gp per trip.

Proprietor and Staff. Espaldio Saragosa has never been an adventurer, and truth be told, he doesn't really like adventurers. But if he drives them off, the establishment loses much of its appeal to tourists, who want to see parties of adventurers embarking into or returning from Undermountain. Thus, he treads a careful path between catering to adventurers and to sight-seers, seating the former near the famous well at the center of the common room.

Wares and Services. For the most part, the Portal is a tavern, restaurant, and inn – maybe a little pricey for the quality, but much like any other tavern found in the city. Of more interest to would-be dungeoneers, the bar also sells a full array of adventuring gear, even a few minor magic items (mostly potions and expendables), to those who know to ask for them.

THE PORTAL AND THE POST

In some circles, the Yawning Portal is famous throughout the Realms as a place where sell-swords (or more recently, gunslingers) and treasure hunters meet, for both business and pleasure. The founder and first proprietor, a retired adventurer named Durnan, had himself claimed a large treasure from the dungeons below, and invested part of his haul in the Portal. For years, he and his family sold adventuring supplies to those who sought their own fortunes below, and offered ingress to – and egress from – the dungeons' uppermost level, by way of a massive hoist in the middle of the taproom.

The Post started as just that – a thick wooden column in the common room of the Portal, where those searching for sell-swords would nail posters advertising their jobs. Durnan paid little attention and made no guarantees as to the good faith of the posters, but enough solid opportunities were available that the Post became well known throughout the city (and all along the Sword Coast) as the place to go if you have or need a job for mercenaries, monster slayers, and treasure hunters.

GRIMALD, SCHOLAR OF THE UNDERHALLS

Across the way and up the street from the Portal, an old dwarven scholar who specializes in the history of the Melairkyn Clan (the dwarves who carved out the original Underhalls) and Undermountain maintains a small storefront in the parlor of his well appointed home. He sells maps and treatises on the various levels and locations of the Underhalls, and buys interesting items or writings recovered from below. His knowledge of the dungeons is unparalleled; he has dedicated his long life to gathering lore about everything from the history to the creatures to the enchantments on the stones themselves.

Proprietor and Staff. Grimald is getting on in years, and although he'd prefer to run the business by himself, he's hired an assistant – a youngish dwarf scholar named Borom, who endures the boss's nigh-perpetual grouchiness and helps out around the shop. Although Grimald constantly complains about the lad's services, it's clear to everyone (including both of them) that he relies heavily on his assistant.

Wares and Services. Although he will occasionally buy dwarven artifacts recovered from below (he can tell at a glance whether such an item is genuine), Grimald's main trade by far is in maps and lore of the Underhalls. Because he's never been an adventurer himself, his maps are all the product of dungeon-delvers who sold him their maps – which means that none are perfectly accurate or complete, but hand-drawn field maps made by amateurs, who may or may not have been fleeing from monsters at the time.

MOTHER MALA'S REMEDIES

Mother Mala has lived on Rainrun Street for as long as anyone can remember, and for all that time, she has been the proverbial Crazy Cat Lady, living in a dilapidated storefront with her approximately 33 cats. Or maybe 133, no one really knows for sure, although Mother Mala seems to know them all by name. She also sells healing potions, antitoxins, herbal remedies, and the like, specializing in Undermountain-related mishaps. She often mistakes her repeat customers for a particular party of adventurers that she once knew, one of whom seems to have been her son. Although no one knows for sure, rumor has it that this party, including her son, disappeared into Undermountain many decades ago, never to return.

Proprietor and Staff. Mother Mala has no employees (unless you count the cats); she herself is an inestimably old woman who seems to oscillate between brilliance and befuddlement. She often greets new customers as if they'd been coming into the shop for years, though she has an uncanny knack for sniffing out those who would try to take advantage of her.

Wares and Services. Mala is an accomplished healer, and over the years, she has helped uncounted adventurers recover from curses, injuries, poisons, mystical diseases, and other afflictions obtained in Undermountain. On average, she charges about the same that other healers do, though she will ask for less from individuals who seem desperate and/or destitute, and ask more from those who seem better off and able to afford it.

SI'LAT THE ENCHANTRESS

Si'lat is a djinn-blooded Calishite sorceress who buys and sells rare enchanted items – she has great contempt for mass-produced magical trinkets and machines, and will direct her shop guards (several loyal invisible stalkers) to throw anyone out who attempts to sell her one. Her knowledge of ancient and powerful magical items, however, is unrivaled, and she owns more than a few items of power herself. She maintains a private library of books that chronicle or catalog such objects, and will perform research on a subject that interests her – for the right price.

Proprietor and Staff. Si'lat has a few human shop assistants to keep the shop in order and oversee minor sales, but she insists on doing all important business transactions herself. Her only other “employees” are the invisible stalkers which lurk around the shop, keeping an eye out for shoplifters and lawbreakers.

Wares and Services. Si'lat's shop has a full stock of potions, minor (often expendable) magic items, and books on arcane and elemental lore (a smaller and more specialized collection than Old World Arcana). The more powerful items and rarer tomes are kept in back, and only Si'lat herself has access to them – so interested buyers must ask after what they want.

GOODS AND SERVICES IN WATERDEEP

It is said that very nearly anything can be bought in the markets and shops of Waterdeep. (Anything that can't, it is also said, can be found in Skullport.) By and large, all the goods and services from the *Player's Handbook* (Chapter 5) can be had at the listed prices, except where superseded by the goods, services, and prices in *Æthereal Gaslight* (Chapter 6) – which can also be found for sale in the city. Likewise, any rare, exotic, or enchanted goods that the DM wishes can be acquired with enough searching and coin.

Relatively few things are prohibited from sale or trade in the city: slaves, dangerous monsters, cursed objects, exceptionally deadly magics and technologies, and little else. Vices such as drugs and prostitution are widely chided and looked down upon by polite society, but in truth the consumption of these things is no less among the upper crust than the common folk. Businessmen, politicians, and aristocrats getting caught in brothels and sex scandals is such a common occurrence, that there are entire sections of the daily newspapers dedicated to the latest gossip about such things.

If the DM wishes to play out the search for rarer goods or better prices, there are many different places to look in the city, depending on what the party seeks to procure. In most cases, the best places to find magic items of a particular type are the same shops which sell mundane versions of that kind of equipment.

Armor and Shields. Hilmer's Forge (p. 13, top shelf, custom, non-powered); Piers of Lantan (p. 8, heavy modern only, mostly powered); Riven Shield Shop (p. 14, archaic, some non-powered modern).

Weapons. Piers of Lantan (p. 8, exotic modern firearms & weaponry); Riven Shield Shop (p. 14, mostly melee & archaic, some firearms); Thunder & Smoke (p. 9, top shelf & custom firearms); Tools of the Trade (p. 15, mostly sneaky and concealable weapons).

Adventuring Gear. Old Xoblob Shop (p. 13); Riven Shield Shop (p. 14); Yawning Portal (p. 10).

Tools. Grakk's (p. 15); Piers of Lantan (engineering tools; p. 8).

Mounts and Vehicles. Grakk's (Æther Age; p. 15); Piers of Lantan (small Æther Age; p. 8).

Pawn and Curio. Old Xoblob Shop (p. 13); Piers of Lantan (p. 8, technical marvels); Waylan the Collector (p. 16).

Machines and Parts. Grakk's (p. 15); Piers of Lantan (p. 8).

Arcana & Casters. Old World Arcana (p. 8, scrolls, rods/staffs/wands); Si'lat (p. 12, rare spells and wondrous items).

EXPERT SERVICES

Healing. Mother Mala (p. 11, cures & remedies); Spires of the Morning (Lathanderite hospital).

Lore. Blackstaff Tower (p. 8, arcana, history); Grimald (p. 11, Undermountain); New Olamn (p. 30, arcana, history, religion); Old World Arcana (p. 8, arcana, history, religion); Si'lat (p. 12, arcana, religion).

Repairs. Grakk's (p. 15); Piers of Lantan (p. 8).

Spell-Casting. Arcanists' Society (p. 27); Old World Arcana (p. 8); Si'lat (p. 12).

UNIVERSITY HILL

The bardic college of New Olamn is a prestigious and renown institute of higher learning, having long since expanded beyond the Bardic Arts – though their schools of music and enchantment are still famous throughout the Realms. University Hill refers not only to the fairly steep climb from the city proper to the main campus, scattered up the broad flat hills at the base of Mount Waterdeep, but also to the upper-middle class residential areas nearby, which house the wealthy young students who come from far and wide to study at New Olamn.

THE WARRENS

Primarily beneath the Dock and South Wards, but in some places snaking under the streets of the Castle Ward, Trades Ward, and City of the Dead, the Warrens are a network of disused sewer tunnels and other subterranean passages that have come to be home to many of the city's “small folk” – gnomes, halflings, even the odd dwarf or goblin family. Universally impoverished, the residents of this under-city are largely left to their own devices by the authorities and people of the city proper, who couldn't effectively patrol the dim and cramped tunnels if they wanted to.

OTHER SHOPS AND MARKETS

Apart from the two large marketplaces, there are hundreds if not thousands of shops scattered around the city – specialty shops, curio shops, pawn shops, and artisans' shops of every description. Some of the most famous are hundreds of years old, cornerstones of the city and their individual neighborhoods alike. Others have sprung up to deal in new technologies, run by experts in their fields – gun shops, mechanic's parts and tools, tech-mages who specialize in enchanted machines, and so on.

HILMER'S FORGE

Still bearing the name of its founder, the Halls of Hilmer have been the city's most respected armorers for generations. The shop is owned and run by Augustus Hilmer, great great great grandson of the legendary master armorer, who works hard to maintain the family reputation. He has no talent for the craft himself – but he only hires the best armor-smiths, so the Hilmer name remains the most trusted in personal armor in the city. Or so the advertisement fliers say.

Proprietor and Staff. The Hilmer family has been in the armor business for generations, although the skill itself has left the hands of Hilmer's descendants. Augustus hires master armorers from up and down the Sword Coast, who are eager to make a name for themselves by selling under the Hilmer name.

Wares and Services. Armor of all kinds, archaic and modern alike, excepting powered armor. They also make repairs to damaged armor, modifications to fit captured or found armor to new wearers, and craft custom suits to fit unusual customers.

THE OLD XOBLOB SHOP

Another of the Old City's most venerable businesses, the Old Xoblob Shop is the quintessential adventurer-curio shop. With a rambling, multi-tiered merchandise floor that's dominated by the Old Xoblob itself – a stuffed beholder carcass, complete with eye stalks, hanging from the ceiling over the main level – the shop is filled with odds and ends recovered by adventurers and others, and sold to the shop. While much of it is worth only what collectors might pay, the rare magical treasure can be found. The proprietor, a hedge wizard named Ichabod Skortz, inspects all merchandise with a set of lenses of detect magic before completing a sale, to make sure he's not selling a powerful magic item as a decorative piece.

Proprietor and Staff. Ichabod Skortz is a wizard of modest ability, mostly known for his ownership of this famous city landmark. Rumor holds that he tried his luck as an adventurer, but after having to be raised from the dead by his family following an unsuccessful expedition, he retired from that life and hired on as an assistant at the Old Xoblob. Years passed, and his employer eventually handed the shop over to him and retired. Ichabod has a few apprentices/assistants that help him around the store, mostly minor hedge wizards like himself.

Wares and Services. The Old Xoblob Shop is one of the most famous curio shops in the city, perhaps in the entire Realms. This reputation helps to draw in those who would like to sell their adventuring trophies, unwanted magical treasures, and other oddities that are more interesting for their unusual origins than for the raw value of their constituent materials. Thus, the shop has an ever-rotating stock of such oddities – those willing spend time perusing can almost always find something of interest.

THE RIVEN SHIELD SHOP

Adjacent to the Inn of the Dripping Dagger, long a fixture in Waterdeep's mercenary community, the Riven Shield Shop is as old as any business in the city. The walls are still decorated with the many (many, many) shields that have been brought to the shop but were beyond repair, though new shields haven't been added nearly so often since the rise of firearms has pushed them out of popular use.

Proprietor and Staff. The current owner, the latest in a long line of retired mercenaries to purchase it from the last owner, is a gray-bearded and thoroughly scarred half-orc called Brom Gutwound, named for

the grievous gut-stabbing he survived in his early years. He prefers to hire ex-mercenaries, retired adventures, and even military veterans – both to help out the community of which he still considers himself a member, and to have help on hand if customers get too rowdy.

Wares and Services. The shop trades in weapons and armor, favoring old world styles, but with a respectable selection of firearms (and a full stock of ammo) and modern armor as well. They also stock common adventuring gear and minor magical items, mostly consumable/expendable items of use to mercenaries and adventurers.

THE BLACK MARKET

Generally speaking, there are three types of black market transactions which are common to Waterdeep, each with their own requirements.

The sale of *stolen goods* is common throughout the city; sometimes it happens in the same marketplaces as other goods (particularly at Hawking Street Station), and sometimes it's in back rooms, dark alleys, and more clandestine venues. The purchasers may not even know that they are buying stolen goods, and barring magic used by the original owner to track a stolen item down, they may never find out.

The sale of *illegal goods* is a dicier subject, and is much more common in Skullport than in the City Above. Given the relatively lax city laws covering drugs, weapons, and magic, the most common illegal wares are slaves, monsters, poisons, dark magics (curses, necromancy, etc.), and the most dangerous weapons (explosives, evil artifacts, etc.) ... such things are often too difficult or dangerous to traffic in the city in any significant quantity, making the Port of Shadow the best (sometimes only) option for those who seek them.

The sale of *illegal services* – larceny or murder for hire, political or industrial espionage, magical curses, and so on – doesn't generally require moving goods around. Thus, there's no particular location where the purveyors of such services hang out their shingles ... those seeking to hire them must know where to look. As often as not, that's Skullport.

Tracking down a black market connection, whether to sell, buy, or hire, can be played out as a part of the adventure, with the party trying to navigate and negotiate in the seedy underbelly of the city, or even of Skullport far below. In the case of more routine transactions, the DM may allow it to be accomplished by making a Wisdom (Streetwise) check, against a DC determined by the value of the black market goods: 12 for up to 100 gp; 13 for up to 500 gp; 14 for up to 1,000; 15 for up to 5,000 gp; and so on in that manner. This roll doesn't allow goods to be bought for less, nor sold for more, than they would normally be worth; it simply locates a black market contact, without running afoul of the authorities.

LOW TOWN

Growing from the base of the plateau at the foot of Mount Waterdeep, billowing to the north and east of the Troll Wall like great clouds of smoke, Low Town is the *rest* of the City of Splendors. The majority of Waterdeep's modern population live outside the Old City, surrounded by the backbones of Æther Age commerce, industry, and infrastructure. Just across the tracks from the factories, warehouses, and train yards of the city outskirts, this is where the vast soot-stained barrios of industrial and shipping workers are found.

THE BURROUGHS

Middle and lower-middle class residences – row houses and towers of living flats – mix with the businesses which cater to those residents – pubs, shops, service professionals, and commuter train stops. Along with the Ramshackles, the Burroughs make up the bulk of Low Town. With none of the city's famous landmarks, shops, or (wealthy) individuals living there, they tend not to be terribly interesting to anyone other than the residents.

THE GRAYSTACKS

Ringing the residential streets of Low Town and blending into the city outskirts, “the Graystacks” is the common name for the hundreds of smoke-belching factories of Waterdeep and the surrounding area. These factories are the primary source of both the city's fabulous wealth and prosperity – churning out goods and trinkets that will be sold across the Realms and around the world – and of the choking industrial smog and creeping blight that fills the streets of Low Town, and spreads out from the city in an ever-growing toxic cloud.

HAWKING STREET STATION

Although Hawking Street Station is actually the name of the city's largest train stop, where cargo and passenger trains arrive and depart from across Faerûn day and night, the term is usually used to refer to the collection of vendors and market stalls in the station's plaza and up the nearby avenues. This place has the heaviest concentration of individual-to-individual commerce in the city (as opposed to the globe-spanning mass commerce that goes on in Old City banks and financial offices), and is famous throughout the world for the legendary bargains to be found there – on everything from exotic foreign goods to local factory surplus to stolen goods – as well as the epic fleecings and cons that await the unwary.

The other side of the coin from the Old City Market, Hawking Street Station is scattered with salvaged and “refurbished” machines, and other goods of more questionable provenance. Although there are shops and storefronts that remain fixtures for years or decades, the bulk of the merchants have a high turnover, coming and going with the seasons – or even, all too often, flying by night to avoid mobs of angry customers/victims. Police presence is low, making both petty crime and black market transactions more plentiful.

GRAKK'S BOLTS AND BOILERS

A dingy machine shop that backs onto a city block's worth of maze-like junkyard stacks, run by nine goblin mechanic siblings, and their many and varied employees. The shop is a frenetic calliope of activity, with teams of ogres hauling wrecked train engines and airship drives, and swarms of tool-wielding goblins stripping them down to skeletons like chattering, cackling locusts. Grakk's is the place to get good parts

cheap, and rare parts for a price, if you don't mind that a goodly portion of them may have been ill-gotten.

Proprietor and Staff. Grakk is the eldest brother of the nine goblins who own and run the shop and junkyard, informally known as “the Grakks” (even though only his name is actually Grakk). By reputation, they are loyal to the (semi-fictitious) Black Teeth Clan; they will laugh off any suggestion to that effect, but it's closer to the truth than any will admit – the place is a favorite fence and chop shop for those who have ill-gotten machines to sell, and deals with many goblin scavengers who associate with Duchess Zoek (p. 31).

Wares and Services. The stock includes machines, machine parts, engineering tools, even some few modern exotic weapons and suits of powered armor – often goblin sized. It's said that they have parts for almost any kind of machine ever made, but finding exactly the right parts for a specific job can be an all-day adventure of sorting through unlabeled shelves and rusting heaps, while simultaneously trying not to trip over goblins, get stepped on by ogres, or get hit with hurled machine parts.

TOOLS OF THE TRADE

Some might say this squat, dimly-lit establishment just off the main drag is deceptively-named – they don't sell tools per se, but weapons. If asked why the shop advertises one thing and sells another, the quiet-voiced proprietress says simply, “If your trade is killing, these are the tools you need.” And indeed, the walls and showcases are filled with an assortment of implements of murder – mostly those that can be easily hidden and quickly deployed. While some might view this as a den of assassins and cutthroats, the shop does a decent business with upper-class ladies and gentlemen, looking for something with which to defend themselves when wearing a sidearm isn't socially acceptable.

Proprietor and Staff. The owner is a solidly-built elder dwarf woman called Jaliss Whisperblade, said to be a retired assassin who once dispatched the enemies of the dwarven thanes and clan lords of Turmish. She's soft-spoken and calm, known for her unflappable demeanor, unending patience, and constant knowing sort of half-smile. The shop is staffed only with people she trusts, which translates mostly to other dwarves who she knows from the clanholds, but also a few local humans, halflings, and gnomes.

Wares and Services. The weapons sold at Tools of the Trade tend above all to be light and concealable. In addition to daggers, derringers, concealable holsters, and trick canes hiding deadly surprises, Jaliss carries an assortment of poisons – though they aren't displayed or advertised, a customer must know to ask to see them, whereupon he is shown to a back room with several labeled flasks and jars.

WAYLAN THE COLLECTOR

Waylan Windfield is an affable and silver-tongued halfling, who owns the largest pawn and curio shop in the city. Several three- and four-floor brick buildings off of the plaza, connected by causeways constructed after the original buildings, house the most extensive collection of junk not in an actual junkyard, to be found anywhere in the city. As much a museum of sideshow-grade kitsch and curio as a merchant, Waylan's shops contain objects claiming to be everything from the drive train from an Apparatus of Kwalish to the still-beating mechanical heart of a scaladar. Many are worthless, some are valuable to those who would study or display them, and a few are priceless and unique magical and techno-magical objects. Almost all are enchanted in some regard, so the buyer may not know which he has until well after purchasing – and Waylan doesn't give refunds!

Proprietor and Staff. Waylan employs both shop assistants and armed guards, who patrol the shop looking for curious customers and skulking shoplifters respectively. Waylan himself is a stylishly (if a little garishly) dressed and well-spoken halfling, a born salesman with a silver tongue. He loves to wander the various floors, watching for customers who seem just on the verge of buying, but who need a little nudge to close the deal.

Wares and Services. Waylan's is second only to the Old Xoblob Shop as a famous dealer in odds, ends, and curio. (He's made several bids to acquire that establishment, but so far, Skortz isn't selling.) His shelves and warehouses hold a bewildering variety of junk, and a handful of genuine treasures – like most curio shops, the treasures take time and care to find.

THE RAMSHACKLES

The slum dwellings of the poorer classes, often including ethnic minorities, immigrants, and seasonal populations that head south during the harsh winters. The soot-stained wood and brick buildings, generally cheap flats, dingy shops, and dive bars, decay into shantytowns near the city outskirts. Generally unfriendly to outsiders and uptowners (as they call the wealthy and soot-free residents of the Old City), the natives of the Ramshackles are rough-hewn as a rule, often poor and uneducated – but at the same time, boisterous and fun-loving when among their own.

THE BAD PARTS OF TOWN

Particularly for lower-level parties, venturing into the waterfront of the Old City, or the slums and manufacturing districts of Low Town, can be as dangerous as wilderness treks or dungeon expeditions. Watch patrols are light or nonexistent, gang activity is rampant, and especially in Low Town, the industrial blight spawns and draws various creatures to lurk in the smog. Parties who venture into these parts of town, particularly by night, are well-advised to be ready for combat.

Dock Ward (Old City). The Old City waterfront is Red Fist (p. 32) territory, though they won't generally start trouble during business hours, as they aren't any more interested in disrupting business (or drawing unwanted attention from the real city authorities) than are the legitimate inhabitants and passers-through.

The Warrens (Old City). The Warren Weasels (p. 34) control the sprawling subterranean community beneath the southern Old City; their dominance is both heartily supported by most of the Warrens' denizens, and uncontested by gangs made up of races who can't easily navigate the squat and narrow tunnels.

The Burroughs (Low Town). The Smoke Street Watchers (p. 33) keep an eye on the sleepy residential Burroughs of Low Town. Although they have their own internal rivalries and conflicts, they are more-or-less unified in the purpose of keeping the big gangs (specifically, the Black Teeth Clan, the Red Fists, and the Tanner Gang) from getting a foothold – as well as stopping blight monsters from terrorizing locals.

The Ramshackles (Low Town). The largest standing slums of the city are home to two of its more violent gangs, the many varied and disparate goblinoid gangs of the Black Teeth Clan (p. 31) and the smaller but more organized Tanner Gang (p. 33), who are engaged in a more-or-less constant war for turf.

CITY OUTSKIRTS

Even farther outside of the city's historical borders, the outskirts are where the trash, junk, and detritus of the city and its people are pushed. Although the smog and blight of the Graystacks isn't as thick there, enough of the fumes make it to the outskirts to tint everything a dingy gray-brown.

THE RAT HILLS AND THE HEAPS

The city dump – the vast and malodorous Rat Hills – is still the final destination of much of the common refuse of Low Town and the Old City alike. Immediately adjacent to those mighty mountains of garbage, lie the Heaps: the largest junkyard (of many) in or near the city, made up of acres of broken machines and vehicles, piled as high as the steam cranes can stack them.

THE SEACAVES

Known as one of the only ways to reach Skullport from the oceans of the surface, many sea caves large and small dot the craggy coastline north and south of the city. Impossible to patrol from land or sea, these caves hold hidden dangers, from smugglers' outposts to monster lairs to the secret shrines of unspeakable cults. Most famous are the magical subterranean portals and locks which can transport a ship from the surface to the dark waters of the River Sargauth below, and thence to the Port of Shadow (see p. 45). The surface-level end of the entry-portal drifts aimlessly between caves, making it impossible to reliably track from the surface; a mysterious cabal of

wizards called the Keepers (p. 57) maintain an elaborate array of arcane instruments, which allows them to pinpoint the location, and then communicate it to ships seeking entrance.

THE TRAINYARDS

The very first locomotives in the Realms were constructed in the sprawling Northstar Trainyards outside of Waterdeep, and many of the engines which pull cargo and passengers along the endless snaking rails that crisscross the continent still come from there. They properly belong to Northstar Lines (p. 27), but any rail company that passes through the city is likely to rent space to service their own cars. Only slightly less cluttered with rusting iron hulks and smashed machines than the Heaps, the Trainyards are of fairly little interest to anyone not directly involved in the railroad industry – apart from the occasional team of monster hunters, sent in to clear out creatures that have taken up residence in old box cars.

THE WAREHOUSE DISTRICT

Between the factories that churn out consumer goods, bound for ports and cities around the world, and the cargo trains arriving from same, there's a great need for warehouse space to hold goods-in-transit. At the fringes of the Graystacks and the Ramshackles, the bustling Warehouse District provides storage for rent to accommodate the city's industrial commerce. The most frequent encounters here are with steam carts bearing cargo to or from a warehouse, or patrols of private guards ensuring that the cargo is only moved by its rightful owners.

WATERDEEP SKYPORT

High above the city itself, held aloft by the same ætherial technologies that keep airships in the sky, and tethered to the ground below by mighty chains as thick as box cars – Waterdeep Skyport is a great hovering island constructed to serve as harbor for the multitudes of airships that sail to and from the city. Made up of mounds of stony earth packed together by elemental magics, and fitted with multitudes of æther balloons and ethereal propellers, the harbor is surrounded by an ever-growing maze of metal piers and platforms where airships dock. Cable cars run along the massive chains that link the Skyport to the city below, transporting passengers and cargo between stations on the ground below and the island above. The island itself holds the “skyfront” establishments expected in a harbor district – sailor's dives, traveler's lodging, and technical shops for airships in need of maintenance and repairs.

Some historically-minded sages and social critics have pointed out the similarities between the Skyport and the flying cities of Netheril – which plunged to the ground in a great catastrophe, brought about by their own hubris, that toppled the mighty empire of wizards.

PEOPLE & ORGANIZATIONS

Waterdeep is a human city, and primarily populated with local Tethyrians common to the Sword Coast, but also unusually cosmopolitan in its makeup, even for the many and varied city-states of the region. Of the major races of Faerûn, only elves and dragonborn are rarities – dwarves, gnomes, halflings, and mixed-blooded individuals are all common and accepted throughout the city, and even goblinoids have a significant population in Low Town and the Warrens. Plane-touched individuals – aasimar, genasi, tieflings,

and so on – are no rarer in the city than other places in Faerûn, and perhaps slightly more common due to the generally tolerant atmosphere. Apart from a handful of sages, wizards, and professors at New Olamn, most elves have left the city (and indeed the lands of Faerûn – see “The Elven Retreat,” *Æthereal Gaslight*, p. 13). The dragonborn have never really liked the cities of humankind, and Waterdeep is larger and more crowded than almost any other city in the Realms.

THE LORDS' ALLIANCE

Connected as never before, by railroads, skyliners, and telegraph relays, the city-states of the Sword Coast have maintained the Lords' Alliance through the centuries – through wars, plagues, dragons, orc hordes, and treaty disputes. Even through the cities' transitions from arcane autocracies and masked oligarchies to nominal democracies, the new governments have almost universally re-ratified the alliance. The core members have remained largely the same, as have the core understandings: mutual defense, friendly trade, and peaceful resolution of member disputes. In this way, one city's prosperity benefits the others, and the technological revolution that started in Waterdeep has quickly spread from Silverymoon to Baldur's Gate, and beyond.

This has put the City of Splendors at the center of a thriving (and spreading) economic empire, with goods manufactured in member cities flowing through its ports, train depots, warehouses, and markets – and wealth flowing to the city's investors, industrialists, and bankers, and thence to their allies and partners in the other member cities. Rail lines, factories, and sky ports have popped up anywhere and everywhere they could fit, and the towns and cities of the Sword Coast have expanded well beyond their traditional borders. The changes to Waterdeep are more or less typical of the (human) settlements of Faerûn, and can be used as a template for DMs wishing to bring their favorite Forgotten Realms locales into the Æther Age.

CITY GOVERNMENT

The City of Splendors has tried out many different kinds of governance over the years, from archmages to guildmasters to cabals of anonymous Masked Lords. Its most recent transition, only a little more than a century ago, was into a modern form of the classical Chessentan democratic city-state. Along with most of the other cities of the Lords' Alliance, Waterdeep was a late comer to the notion of popular rule. But after the often-bloody revolutions which toppled several Faerûnian autocracies and oligarchies, the transitions to democracy along the Sword Coast were mostly peaceful.

Waterdeep's current government is fairly typical of the city-states of the Sword Coast. A City Council is elected to oversee administration and public works, they in turn elect the heads of the various Ministries, and the Lord Minister to whom the Ministries report.

THE LORD MINISTER

The official head of state in the city, commander of the Watch (constabulary) and the Guard (military), as well as the director of all city Ministries. The Lord Minister is elected by the City Council, generally from the wealthy aristocracy, old or new. He nominally serves at their pleasure, but it can be difficult to unseat a Lord Minister who has supporters in the Council – his allies simply delay, filibuster, and sabotage the opposition's attempts to oust him.

Lord Minister Westinghouse. The current Lord Minister, Tiberius Westinghouse, is an established gentleman and industrialist who got his start as a factory owner in Low Town. His personal holdings include several factories up and down the Sword Coast, as well as a controlling share of Northstar Lines (p. 27), and his term as Lord Minister has been predictably friendly to factory owners and railroad

companies. He's generally popular with the city's wealthier citizens, including most of the sitting council members, though less so with poorer folks .

THE CITY COUNCIL

With 33 council members elected by administrative district, the City Council is the major legislative body to the Lord Minister's executive. They fund the ministries and public works that he oversees, and pass the laws that the constables and magistrates enforce.

High Councilman Rosznar. Roginald Rosznar is the current High Councilman, who presides over sessions of the City Council. Roginald is the patriarch

of the House of Rosznar (p. 22), and a staunch traditionalist when it comes to city policy. His family owns the Rose Bank (p. 28), the premier bank of the Sword Coast and the North, though he's careful never to let it seem as though he's using his position for private gain.

Councilwoman Cartwright. Penelope Cartwright is the leader of a reformist movement currently gaining traction with the working class population of the city, and establishing a strong presence on the City Council. She's a working class widow from the Burroughs, with a plain and unpolished manner, an unshakably calm demeanor, and a populist message that appeals to poorer Waterdhavians.

CITY POLITICS

Most adventuring parties probably aren't interested in the particulars of city politics or governance. An individual character may be passionate about some political issue or another, and might even spend downtime gaining renown as a political activist, but most adventures probably won't focus on the sausage-making of the city government.

Unless they do ... political assassinations can make terrific murder mysteries, and unraveling a criminal (quite possibly supernatural) conspiracy to influence or control the city government can form the basis of an entire campaign. The rough sketch of city politics presented here gives only the barest idea of what could be going on, what the party might see if they read the daily paper during downtime. If they become involved in – or are drawn unwittingly into – the struggle for political power in the City of Splendors, they will almost certainly find out that there is much more to the picture.

MINISTRIES AND MAGISTRATES

Most of the city's day-to-day administration and public works are accomplished by various ministries, established and funded by acts of City Council. The Chief Minister of each reports to the Lord Minister, who directs them on matters of policy and procedure. There are dozens of major and minor city ministries, only a handful of which most adventuring parties are likely to interact with. See Public Works (p. 85) for examples of likely quests.

The Ministry of Law and Public Order. The old city magistrates (popularly called “black robes,” for their official attire) have transformed into the Ministry of Law and Public Order, or often just the Ministry of Order. Their modern incarnation is far more formal and restrained than in the past, with public courts hearing evidence presented by attorneys in criminal and civil cases, rather than black-robed magistrates officiating duels in the streets. The magistrates still wear black robes, and are appointed or dismissed by the Chief Minister of Order.

The Ministry of Parks and Undertaking. Having grown from the old Undertaker's Guild, this ministry oversees upkeep of the City of the Dead and other parks and cemeteries. This involves the steady risk of encounters with the undead, making it a much more exciting job than one might otherwise think. The Ministry often hires parties of monster slayers to spend the night in a cemetery that's got too many restless occupants.

The Ministry of Roads and Passages. The construction and repair of city streets, sewer tunnels, and similar public works is performed by the Ministry of Roads and Passages. They spend much of their time repairing potholes and broken cobblestones, but must occasionally venture into the city sewers to affect repairs on collapsed tunnels. In this case, they generally hire adventurers to go in first, and deal with any monsters that might be lurking among the collapsed rubble.

The Ministry of Treasure and Trade. Among the least popular of city ministries in many circles, the Ministry of Trade employs the tax collectors and public auditors who oversee the gathering and prudent expenditure of the city's treasury, as well as the taxes

and tolls on shipping, trade, and travel. Mercenaries and treasure hunters are generally keen to avoid any taxes on their contracts or loot, doing so by working under the table and outside city jurisdiction, making them likewise unpopular with the tax ministers.

THE TAXMAN

To keep it simple, only things like contract fees, wages, and legitimate business earnings are taxed by the city, and the amount that a PC receives is assumed to reflect those taxes already. Thus, taxes are completely invisible to the players, even though they exist in the game world. A particularly cruel DM might have the tax collectors come after the party for their “not-so-legitimate” earnings – including mercenary work, plundered treasure hoards, etc. Parties who consistently run afoul of the authorities (or influential individuals with strings to pull) are very likely to find their property and holdings within the city come under scrutiny, or even seizure.

The goal of such a development is not to make the PCs hire lawyers and prepare a legal defense in-game, but to put pressure on them for purposes of plot and dramatic tension. If they are wrongly accused, they must find the evidence to exonerate themselves, and bring the false-accusers to justice. If the accusations are just, they must find a way to vanish into the underworld, or face the penalty for their crimes.

THE ORDER OF THE BLACK STAFF

The elite wizardly order that directs Blackstaff Academy, and recruits members from its star pupils, resides in the same tower that its founder constructed and inhabited centuries ago. The magi of Blackstaff Tower have always been involved in the city's politics and governance, though the modern order is content to leave the mundane affairs of state to the Lord Minister and City Council, focusing on policing serious misuses of magic within the city and its environs. They have a nominal alliance, but overall tepid relationship, with the Arcanists' Society (p. 27). Society mages often view Black Staff wizards as effete and elitist, and the Arcanists' Society as a whole isn't altogether cooperative when Black Staff magi are conducting investigations of members.

Lady Silvereye. Avialle Silvereye is the current Archmage of the of the Order and Lady of the Black Tower. Well-respected throughout the region, she is a native of Waterdeep, and sees herself and the Order as the city's protectors. By reputation, she's stern but patient, though she doesn't suffer fools gladly; she has been known to dispense justice for magical wrongdoers in the form of curses – never life-threatening, but often ironic and quite humbling. Many see this as a violation of the city's laws against cruel and usual punishments ... but as the city's highest authority on magic, Lady Silvereye is the one to whom such concerns would normally be brought, and no one yet has been willing to confront her.

THE CITY WATCH (CONSTABULARY)

Uniformed in padded blue overcoats and tall helmets, generally armed with a billy club (and sometimes a sidearm, particularly in rougher parts of town), the constables of the City Watch are the police force of Waterdeep. Constables work within administrative precincts in the city, generally patrolling their home beats all their lives, and thus knowing the neighborhood and locals quite well. In most places, they are slow to interfere in anything short of violence or loud public disturbance, and generally resort to lethal force only if threatened with the same. They will roust beggars or indigents from the nicer parts of the Old City, but seldom bother them in Low Town.

The Gray Cloaks. The police inspectors called Gray Cloaks don't belong to City Watch precincts, but are sent from a central department to investigate crimes without a clear culprit. The organization descended from the Gray Hand, a team of elite mercenaries formed by the masked Lords of the city in ages past, who would deal with problems that the Watch wasn't able to handle – rampaging monsters, mad arch-mages, etc. The present-day Gray Cloaks employ more keen minds than strong swordarms, sending inspectors to work with local constables (and Black Staff adepts, if magic is suspected) to solve serious crimes in the city. (Or more accurately, lowtowners often complain, crimes in the *Old City*.)

The Gray Hand. In the spirit of the original Gray Hand, the city still maintains an elite cadre of enforcers (often eldritch knights, p. 106) to handle threats too great for the Watch. Gray Hand agents (often arcane tricksters, p. 105) also serve as the city's primary counter-intelligence operatives, constantly looking for signs of infiltration by outlawed secret societies or other conspiratorial groups, such as dark elves, mind flayers, or even human organizations like the Cult of Cyric, the Harpers, or the Shadow Thieves (see p. 38).

Commandant Thorp. Olthus Thorp is an elder of the House of Thorp, a minor noble family with long ties to city government, but little remaining wealth. He has served the last four Lords Minister, and has no plans of retiring any time soon. Although he'd never admit it in public, his critics are correct to accuse him of being much more concerned with law and order in the Old City than in Low Town. This situation is well-known to virtually all lowtowners, but denied in equal measure by most uptowners – even if they themselves are afraid to go into the Burroughs, let alone the Ramshackles, without armed guards.

CRIME AND PUNISHMENT

The abolition of the Masked Lords of Waterdeep has opened the law to public debate and pressure, which in turn has pushed many of the city's more arbitrary and archaic laws off of the books. Rather than tribunals of mystics and priests standing judgment over the accused, court cases are filed, evidence is presented, and cases are argued publicly; criminal cases are decided by citizen juries. As with mundane evidence and testimony, the use of magic to make a legal case – divinations, forensic alchemical analysis, etc. – is presented to the court, accepted or rejected by the magistrate, and debated by the opposing legal teams.

Punishment is similarly procedural and formal, usually a fine, prison term, or in the case of capital murder or similar crimes, execution. Cruel and unusual punishment, including public beatings, pillorying, curses, unwilling magical transformations, and similar acts, have been banned by act of the City Council – an act which has been widely adopted throughout the Lords' Alliance. The famous curses of Lady Silvereye (p. 20) are a conspicuous exception, a fact which goes overlooked by most – if only because she reserves her wrath for only the most flagrant and dangerous of magic-using criminals, who are often themselves too powerful to be effectively dealt with by the normal authorities.

THE NOBILITY

Most of the city's traditional nobility were landowners and merchant houses who sought and were granted their status by the Masked Lords. When the Lords stepped down, replaced by the City Council, the notion of an aristocratic class with extra privileges was under fierce contention in many parts of Faerûn, and most of the city's noble families gave it up without a fight. The alternative, as seen in many places, was the guillotine or the angry mob.

The loss of their privileged status didn't necessarily cost them their family fortunes or holdings, and many were able to buy their way into the new industrial markets – building factories on their ancestral lands, using family wealth to start or buy engineering and railroad companies, etc. Others clung to dying markets, squandered their wealth on bad investments, crumbled to decadence and corruption, or were toppled in power struggles. The following are the largest surviving old money noble families in the city.

THE HOUSE OF ADARBRENT

Since their pivotal role in the founding of a fleet of privateers based in the city, many centuries ago, the House of Adarbrant has come to be closely tied to the city's navy. They rose to prominence as a shipping concern, but as piracy grew into a larger problem along their favored trade lanes, they began to assemble an armada to combat it, and protect their cargo ships. Eventually, their naval fleet merged with the City Navy of Waterdeep, who had undertaken a similar mission, and the House of Adarbrant became the de facto admiralty of the city's official navy.

Reginald Adarbrant VI. Like his father, grandfather, great-grandfather, and so on, Reginald Adarbrant VI is the all-but-hereditary head of the City Navy. His official title, Admiral of the Deepwater Fleet, is carved on the headstone of virtually every Adarbrant patriarch in the last 500 years. Reginald the Sixth is very much like his ancestors in temperament: dignified, traditional, and undeniably nautical.

THE HOUSE OF ANTEOS

The House of Anteos got their start in the slave trade, centuries ago before it was abolished in the region, and have secretly returned to it time and again over the generations. Presently, they make the bulk of their money from the many local factories the family owns, but they maintain connections with the slavers of Skullport – mostly by way of the Crystal Thorn (p. 35), of which Zoana Anteos is the head, and the Iron Ring (p. 55), of which she is a full member. When the profits are slim from manufacturing, they have an untraceable income stream from the brisk trade in slaves and exotic creatures.

Wyscott Anteos. The patriarch of the House of Anteos, Woden Anteos, is an old man of failing health and sanity, leaving the family largely in the hands of his eldest son, Wyscott. Well known for a youth of drinking, social clubs, and philandering, Wyscott was much happier as a party-going playboy than as acting-head of the family. His elder sister Zoana (p. 35) takes full advantage of this, and the fact that she's effectively in charge of the family's wealth and affairs isn't a very well-kept secret.

THE HOUSE OF ROSZNRAR

The fortunes of the House of Rosznar have risen in recent years, in large part because of their ownership of the Rose Bank (p. 28), the region's largest financial institution. In addition to vast vaults of depositors' gold, and financial holdings across the Realms, the family's wealth and influence has allowed the Rosznar patriarch, Roginald (p. 19), to establish himself as the High Councilman who presides over the City Council's sessions. When Roginald decided to campaign for office, he stepped down as the head of the bank, and appointed his daughter Velzebeth (p. 28) as his replacement. That was over a decade ago, and she has since served more than ably in the position.

Caspian Rosznar. Velzebeth's idealistic and handsome son, Caspian, has seized upon the exploits of a famous ancestor (Sir Corso Rosznar, a paladin of Lathander), who led a party of dragon slayers when the Sword Coast was a more dangerous place. This wasn't a problem when Caspian was young, and was encouraged as a way to get him excited about family history ... now that he's come of age, it's become a much greater liability. He has refused to enter the family business of banking, and publicly denounced usury as a sin. Instead, he has sworn to the service of

Lathander, and declared himself a “hero of the people.” His family is aghast, and the tabloids giddy, as he has enthusiastically embarked upon various quests – from patrolling the streets of Low Town for blighted creatures and smog-lurking horrors, to a planned expedition into Undermountain itself.

THE HOUSE OF THANN

Much of the most expensive wine consumed along the Sword Coast, as well as more common vintages served in taverns and restaurants, still comes from the wineries of the House of Thann. The market for wine has only grown with the advent of factory labor and railroad shipping, and the House of Thann has grown along with it. In some ways, Thann family wealth eclipses the bankers of the House of Rosznar – Thann wealth tends to be tied up in vineyard land, bottling factories, and shipping infrastructure, while Rosznar wealth is tied up in loans and financial markets.

Sebastian Thann. The Thann patriarch is a portly man of advancing years, who runs the family business with a canny eye toward using new technologies. He pioneered the mass production and distribution of low cost wine, while still maintaining a family label of expensive top shelf wines. He's a shrewd businessman through and through, and is deeply disappointed in his son Sekhart (p. 35) – a useless layabout in Sebastian's eyes, who has shown no interest in the family business, other than spending his father's money.

THE HOUSE OF WANDS

One of the oldest noble families in the city, the House of Wands is a family of eccentric sorcerers, said to have some inhuman ancestor somewhere up their family tree. Speculations abound as to the nature of this ancestor; the family claims it was a Magister of Mystra, but tabloids and rumormongers say they have the blood of some otherworldly being – a dark fey, perhaps even a demon – resulting in the family's sorcerous aptitude, and tendency to go mad as they get on in years. No scion of Wands has gone so spectacularly crazy as to sully the House's good name (always a possibility with insane sorcerers), at least not in the last few centuries, but they certainly have a reputation of being on the eccentric side. Few would be so impolite as to come out and say this in public, but a mention of the House of Wands or its members is unlikely to pass without a winking insinuation or wry joke about their dotty nature.

Balthazar Wands. Often depicted in political cartoons as a mischievous trickster and lightning-hurling madman, the patriarch of the House of Wands was outspoken in his day. The issues that most aroused his passion and rhetoric were those of interest to mystics and magic-users, giving him a popular reputation as a gibbering loon, whose nonsensical public rants and newspaper editorials included such topics as “the Rising Threat of Invisible Gremlins,” and “the Ethereal Beings who Eavesdrop on Our Telegrams.” He has mostly retired into obscurity in recent years, with many speculating that he has succumbed to the family's hereditary madness.

Adal and Adan Wands. Identical twins and prodigal sons, the grandchildren of Balthazar, Adal and Adan are the pasty new face of the next generation of the House of Wands. High-ranking members of the Arcanists' Society, and outspoken allies of Blackstaff Tower, the twins are charismatic and well-liked, even minor celebrities in the city press – if mostly because of their many eccentricities and odd exploits. In contrast to their wild-eyed grandfather, they are seen as the strangely charming scions of a waning family of slightly-nutty aristocrats.

THE FALL OF THE HOUSE OF MOONSTAR

The House of Moonstar was once a powerful family in the city, with strong ties to the Church of Selûne, as well as with the shipping industry. Although the house was well-respected, with many Moonstars joining the clergy of Selûne and the chivalric Knights of the Blue Moon, the early days of the family were stained with the foul deeds of a fallen member. Vanrak Moonstar was a high priest of Selûne, who turned to the worship of her wicked sister Shar, and was driven from the city after an episode involving the murder of his own father. Vanrak long haunted the depths of Undermountain as a death knight, until allegedly slain by a party of heroes a few hundred years ago. Though death knights are generally immortal even after physical destruction, no one has heard of Vanrak since that time, leading to the common belief that he's been permanently defeated.

Prior to his destruction, however, Vanrak surfaced during a power struggle between several churches within the city, primarily an alliance of the faiths of Ilmater, Torm, and Tyr, against the Churches of Mystra and Selûne. Led by the Order of the Gauntlet (p. 25), the Order of the Even Hand, and the House of Hawkwinter, the accusers held that the Church of Selûne and the House of Moonstar had been infiltrated and were under the control of the Cult of Shar. The alliance convinced the Masked Lords of the city to allow them to institute a Holy Inquisition. They did indeed turn up conspiracy by the Cult of Shar, but the corruption turned out to be much more widespread than anyone had guessed – including infiltration and influence of the Inquisition itself.

The culmination of the ensuing power struggle was the effective expulsion of the Church of Selûne, along with their allies in the Church of Mystra and the Order of the Blue Moon, and the destruction of the House of Moonstar in a bloody siege by the forces of Hawkwinter. Once the full truth was known, the House of Hawkwinter, the Order of the Gauntlet, and the Order of the Even Hand – all heavily infiltrated by agents of evil and corruption – were drummed out of the city. The Church of Tyr itself survived, though it lost much prestige, and the alliance that had made the Order of the Gauntlet into such a power in the city was broken.

THE CHURCH OF MYSTERIES

The churches of Selûne and Mystra remain popular in other cities along the Sword Coast, and the lingering bad feelings of the past notwithstanding, pride is the only thing keeping those churches from re-opening their doors in the City of Splendors. Unlike many of the darker cults that the Ecumenical Council has denied entry into the city, the worship of Mystra and Selûne aren't illegal or even frowned on; the magi of Blackstaff Tower never stopped openly venerating them, and to this day the Order has a tepid relationship with the churches of Torm and Tyr. (Ilmater's faithful, ever the humble masters of penance and forgiveness, have found their way back into the Order's good graces.) Many in the city, particularly mages and sailors, still worship the exiled goddesses, gathering in basements and back rooms as did the Mystery Cults of old.

Galen Moonstar. Though the fortunes of the House of Moonstar have long since been toppled, and the family was chased from their home city by holy inquisitors and Hawkwinter knights, enough Moonstars escaped that the house has carried on in exile. They settled in Silverymoon, living in anonymity, but carrying with them the traditions of their faith. In particular, those of the Order of the Blue Moon – sorcerous paladins, sworn to the service of Mystra and Selûne, and the defense of the Weave. Galen Moonstar is the latest in that lineage; he's become tired of hiding his identity, and feels very strongly that the family should return to Waterdeep, reestablish themselves in their hereditary home, and set about reviving the church and influence of their goddesses.

CHURCHES AND HOLY ORDERS

The gods and their worldly representatives are still a major part of daily life in Faerûn, and the City of Splendors is no exception. The city has been rocked by enough holy wars and quasi-apocalyptic events to take religion both seriously and with a grain ... even in the eminent presence of miracles, celestial messengers, and at some points in the city's history, divine avatars, the people of Waterdeep know that the gods are a lot like mortals: sometimes foolish, sometimes wise, sometimes noble, sometimes petty, and ultimately quite imperfect and fallible.

THE ECUMENICAL COUNCIL

When the City Council was first conceived and then convened, the established churches of the city came before the body and asked what their role should be in the new government. The unambiguous answer was that they could oversee matters of faith and provide guidance to the flock, but their civic power was to be drastically limited.

The Ecumenical Council is the result, with council members from each fully-sanctioned church in the city, voting on matters of church administration and funding, parish divisions, inter-faith disputes, etc. The council votes on whether to allow a new faith to build churches in or near the city, or an established faith to build additional churches, and can also vote to revoke a church's charter for violations of the council's edicts. Thus, sitting members exert control over what churches have a presence in the city, and how much of a presence they have. This tends to keep unpopular faiths – Bane, Cyric, Shar, etc. – from having any official presence in the city.

THE CHURCH OF LATHANDER

The Church of Lathander has deep roots and a long history in the City of Splendors, including two influential religious orders in addition to the Church itself (the Order of the Aster, and the Order of the Sun Soul). They have also always been one of the city's wealthiest churches – for centuries, they maintained by far the most lavish cathedral of the West, the Spires of the Morning, and their clergy had a reputation for being or becoming very wealthy. This developed into a reputation for *ministering* only to the rich, making the church unpopular among the emerging urban middle and working classes. The Spires of the

Morning have since been converted to a hospital, about a hundred years ago, after the Archbishop of the Morninglord was publicly shamed for vanity – by the Lord of the Aster, his most respected disciple. The church has been trying to tone down their image ever since, in an effort to appeal to common folk.

Archbishop Eadric. The scion of a wealthy merchant family, a lifelong resident of the Old City, and a dedicated traditionalist, the current Archbishop of Lathander in Waterdeep is at something of a loss to combat the sinking popularity of his church. His answer – throw lavish and expensive festivals on the traditional holy days of the Morninglord – has resulted in the depletion of church coffers more than anything.

THE ORDER OF THE ASTER

Once the military arm of the Church of Lathander in the city, operating out of the magnificent Spires of the Morning, the Order of the Aster has changed over the years. An army of Soldiers of the Light, hunting evil wherever it might be found, they shifted their focus to protecting pilgrims and travelers, opening a handful of small hospitals and hostels along the major roads of the Sword Coast. By the time the Lord of the Aster convinced the Archbishop of Waterdeep to convert the Spires of the Morning into a hospital, the Order was primarily an organization of healers and protectors, and ready to staff the new facility.

Today, the hospital has its own staff, but the elite knights-hospitaller of the Order of the Aster carry its banner proudly. Most are holy paladins, who split their time between volunteering at the hospital, and fighting evil wherever it might raise its head.

THE ORDER OF THE SUN SOUL

The august order of monks in service to the forces of light, the Sun Soul, stood with the Church of Selûne and the House of Moonstar throughout the events that lead to their expulsion from the city (see p. 23). Apart from the sting of losing their longtime allies, the Order suffered little for their loyalty in the long run – the Churches of Lathander and Sune broke their long and shameful silence when the Inquisition turned its eye to their own faithful in the Sun Soul.

The monks of the Sun Soul remain an honored group within the city, much respected for their wisdom, charity, humility, and tireless opposition to the forces of darkness.

THE ORDER OF THE GAUNTLET

Once a powerful faction in the city and throughout the Sword Coast, the Order of the Gauntlet is an alliance of servants of the gods of good – dedicated to the zealous destruction of evil. The Order still has many agents and a handful of strongholds throughout the region, but their influence has long been waning. Clerics and paladins of the Order were among the vanguard of those hunting the forces of Shar, when the Tryian Order of the Even Hand convinced the Masked Lords of the city to allow the formation of a Holy Inquisition. When the inquistors managed both to cause the destruction of several widely-beloved churches and institutions in the city, and to uncover the scheming tendrils of evil within the Inquisition itself, both the Even Hand and the Gauntlet which had put its weight behind the struggle were exiled from the city. The Order of the Gauntlet wasn't based in Waterdeep, and so wasn't as devastated by exile as the Even Hand (who have become wandering penitents and mendicants), but their prestige and influence took a major hit. As the Lords' Alliance grew in power, the Order shrank.

The present-day Order of the Gauntlet remains active in their previous endeavors – destroying evil wherever it may be found – but they've taken to staying away from cities and their politics. The group isn't still formally banned from the city of Waterdeep, but they aren't looked at with much kindness by local citizens or factions. Although they don't generally agree with Harper methods and ideology, they have to admit: the Harpers are just better at fighting sneaky conspiratorial evil than are crusading zealots and holy warriors. Present day knights and clerics of the Gauntlet stick to protecting travelers and fighting less ambiguous evils – bandits, monsters, undead, etc. Some will venture into the city to hunt specific criminals, but they take pains not to advertise their identities, affiliations, or missions.

HOUSE OF HAWKWINTER

Unlike the House of Moonstar (see p. 23), the House of Hawkwinter went into exile as an intact house – rather than being chased out by soldiers and knights, they had time to pack their belongings and settle their affairs. The family moved to Neverwinter, buying an estate and petitioning for noble status in that city ... and they were granted such status, just months before the nobility was banned, and all “noble houses” became common citizens overnight. Fortunately for them, the house had invested in mercenaries and weapons manufacturers, which were soon to experience a boom in production and profits. Hawkwinter Arms remains one of the largest weapon manufacturing companies on the Sword Coast, and like the other old money families who have managed to cling to their wealth, the House of Hawkwinter is still a power in the region.

Unlike most of the other factions who were exiled from the city in the wake of the fall of the House of Moonstar, the Hawkwinter family *are* still formally banned from entering Waterdeep – their slaughter of the Moonstar family has become a grisly legend, which is commemorated each year by a mournful candle mass on the anniversary. The family likewise still bears a grudge against the city.

Marcus Hawkwinter. A handsome scion of the House of Hawkwinter, Marcus is one of several members of the family who has bargained away his soul for the promise of power. The family felt that they were acting upon Tyr's clearly-expressed wishes when they zealously slew the Moonstars; in their bitterness and sense of betrayal at being rebuked and cast out, many Hawkwinters secretly turned to the Lord of Broken Oaths (another of the many names of Orcus, Demon Prince of Undeath; see the Cult of the Pallid Mask, p. 40). Led by Marcus, these old-money-nobles turned captains-of-industry don ashen robes and skeletal masks by night, and make macabre offerings to their abyssal prince, in exchange for the means to dominate their rivals and destroy their enemies. Marcus is known as a respectable and virtuous gentleman, trained as warrior and horseman in the family's great tradition. His true fealty, however, is to the Blood Lord.

THE ORDER OF THE EVEN HAND

The holy monks of the Even Hand were among the most zealous of those hunting the evil within the city, and among the most horrified with results. Many lost their faith in the justness of Tyr, and turned to the penitence of Ilmater – enough that the Even Hand is now another monastic order primarily dedicated to the Crying God. The Order has no abbeys or monasteries; all members renounce all belongings save what they carry with them, usually just modest clothes and a staff for walking and self-defense. They rely upon the grace of their god and the charity of others to live; their own charity is without bound, happily giving away their only bite of bread to anyone else who hungers.

THE CHURCH OF ILMATER

Once a staunch ally of the churches of Torm and Tyr – all sympathetic to the Order of the Gauntlet – the faith of Ilmater has since drifted from the often-ruthless orthodoxy of the other two. The followers of Ilmater tend to be more concerned with helping the unfortunate and ministering to the needy, where Tyr's church has intensified its focus on maintaining order, and Torm's faithful have dutifully taken to enforcing that order. This hasn't put them at odds, but has put some distance between the various sects.

Brother Adakai. Although he doesn't sit on the Council, nor hold any position of power in the church, the unofficial spiritual leader of the faith of Ilmater in the city is Brother Adakai. He is like a holy man of the ancient scriptures – endlessly patient, eternally pious, boundlessly generous, and completely penniless, having given all of his worldly wealth to feed the hungry. He lives the life of a mendicant monk, who sleeps wherever the poorest of the city sleep, eats with them only after everyone else has enough to eat, and preaches charity and care for the needy.

THE CHURCHES OF TORM AND TYR

The churches of Torm and Tyr suffered a decline in popularity a few hundred years ago, after they prosecuted a Holy Inquisition against infiltration by the Cult of Shar and other nefarious forces. In the aftermath of the ensuing power-struggle (see *The Fall of the House of Moonstar*, p. 23), the House of Hawkwinter and the Order of the Even Hand (both dedicated to Tyr) were driven into exile; the Church of Ilmater ended its formal alliance with the clergies of Torm and Tyr; and many in the city were left angry with the Tyrians for their part in the fiasco. The two churches still operate largely together, and are slowly regaining popularity as people turn to them for some order and stability in the topsy-turvy modern world.

Lord Justice Montgomery. The current high priest (or formally, Lord Justice) of Tyr is a venerable hierophant named Osric Montgomery – a typically stern and humorless man, who preaches justice and order in these chaotic times. Although the church hasn't seen a sharp rise in attendance, it's been steadily and slowly increasing in recent years. Making no apologies for the past, Lord Justice Montgomery sees no reason to change the way the church does things.

THE CHURCH OF TYMORA

Generally aloof from political matters, and lucky enough not to get caught up in the power struggles that shook up the city's faiths, the Church of Tymora is a mainstay in Waterdeep. Although the Church of Lathander has always been bigger, the lighthearted worship of Lady Luck is and has been well-regarded among all strata of the city's society. They have struggled at times and done well at others, and received a surge of new followers when the churches of Mystra and Selûne were driven from the city – and indeed gave those faithful a place to pay homage to the exiled goddesses, alongside Tymora.

Jandra, Sacred Sister of Lady Luck. Jandra of Tymora is a boisterous, friendly, and unashamedly sensuous high priestess, who runs the Church of Tymora in the city like a large, ever-squabbling but generally happy family. An immigrant from the south, she has curly dark hair, mischievous eyes, and a lilting accent (in spite of living in the city for decades now), which has charmed many a Waterdhavian into joining her church.

THE TEMPLE OF GOND WONDERMAKER

If any church has received a surge of attention, attendance, and revenue in the technological revolution that has swept the Realms, it's the Church of Gond. Waterdeep has always been a bastion of the teaching and faithful of Gond, which amounted to little more than an obscure technology cult in most other places across Faerûn, until its part in setting off the techno-magical revolution which has brought about the Age of Æther. The church is now a center of learning, hosting and maintaining the prestigious School of Science and Engineering, and oversees the campus which accommodates its laboratories, libraries, professors, and students.

Obadiah Pennyworth. The current high priest (“Grand Engineer”) of the Temple of Gond Wondermaker, as well as a ranking board member of the School of Science and Engineering (p. 30), is a brilliant and eccentric Gondsman named Obadiah Pennyworth. He's a native of the city, born to a poorer family in Low Town; a technophile from childhood, he took up the worship of Gond as a young man, and has found his way to the top of the Wondermaker's hierarchy by his tireless work to make the new learning available to as many people as possible.

THE ARCANISTS' SOCIETY

Somewhat unique among the city's major organizations, the Arcanists' Society grew from the old Watchful Order of Magists and Protectors. Neither affiliated with the city government, nor in business to make money, nor an academy of learning per se, the Society is a loose fellowship of bards, sorcerers, warlocks, and wizards who live in and around the city. More like a social club than a guild these days, with chapter houses scattered around the Old City, the Society provides dues-paying members (150 gp per year for any kind of arcane magic-user) with access to lodging, arcane libraries, alchemical facilities, and even professional assistance for those wishing to start magical businesses, or legal advice for those who run afoul of the law.

This latter function sometimes put the Society at odds with Blackstaff Tower, when the authorities are investigating magical crimes that may lead back to a member. This has resulted in a cooling of relations from the days when the Watchful Order was a staunch ally of Blackstaff Tower, though the two groups are still civil enough in their dealings most of the time.

PRIVATE ENTERPRISES

Waterdeep has always been a center of business, trade, and enterprise, and this is only more true in the Age of Æther. One of the most significant features of the present day city is the prominence of private business organizations, similar to guilds but distinctive to the industrial age.

FAR HORIZONS SKYLINERS

The first airships to grace the skies of Waterdeep were from Halruaa, an enclave of Netherese wizards far to the south, who survived the empire's fall. The first airship construction yards in the city – indeed, the first facilities for making airships, anywhere outside Halruaa – were likewise built by magi from that heretofore reclusive city-state. While soon joined by Lantan, local, and other airship yards, the the most widely used passenger airships of the Sword Coast are still built in the original shipyards of the magical consortium that became Far Horizons Skyliners.

Corvin Nazarr. After building ships in Waterdeep for almost a hundred years, Far Horizons is still owned by the founder, a Halruaan archmage by the name of Corvin Nazarr. An eccentric, shaven-headed and raven-bearded man of indeterminate age (he was an archmage and entrepreneur when he founded the company, a century ago), Corvin is a shrewd businessman before all else. He doesn't seem to have any ambitions beyond selling the best airships on the market, and the fabulous wealth it has brought him, but the man is nothing if not inscrutable.

NORTHSTAR LINES

Not the first, but lately the largest, of the railroad companies operating up and down the Sword Coast. Northstar Lines (then the Neverwinter Rail Company) completed the first rail lines connecting Luskan and Silvermoon to the other cities of the North, and soon after, bought most of the lines coming up from Waterdeep to Neverwinter. This gave them control of the bulk of major railways to and from the North, and they have slowly and patiently consolidated their holdings since. Although there are other rail companies operating along the Sword Coast – Icewind Rail serving the Ten Towns, Mountainheart Railways connecting the dwarfholds, and others – most passenger travel and much shipping between the major cities of the Sword Coast and the North is done in Northstar trains on Northstar tracks.

Drystan Grady. Although many of the current shareholders are wealthy Waterdhavians, the company was founded in Neverwinter, and its headquarters remain there. The chief executive is a mild-mannered gentleman, born and raised in Neverwinter, who still spends most of his time there, when he's not traveling among the company's client cities to oversee the high-level administration of the Realms' largest rail network.

THE ROSE BANK

The largest financial institution of Western Faerûn, perhaps of all the Realms (though it has competition in the Royal Bank of Cormyr, and the Heart Bank of Athkatla), the Rose Bank is based in Waterdeep but has holdings throughout the region. It's been owned by the House of Rosznar since its founding, 150 years ago, and has lifted that previously-obscure family of minor nobles to prominence as one of the city's (and region's) wealthiest. They have financial entanglements with virtually every major industry in the area – loans and investments on factories, collateral ownership of shipping vessels (used to haul everything from Tethyrian fruit to Luskanese engine widgets), and even some unseemly connections to the underworld (Skullport below Waterdeep, the smugglers of Luskan, etc.).

Velzebeth Rosznar. Daughter to the Rosznar patriarch, Velzebeth is as shrewd in business and finance as her father ever was – and many say twice as ruthless as he. She's been serving at the institution's helm for over a decade now, and in that time, the bank has broken into markets once dominated by other powerful institutions. Some credit her father's position of power for her success, though his influence doesn't reach much farther than the Lords' Alliance ... and under her guidance, the bank has made inroads into places where the family name is virtually unknown.

ZUBRIGGEN MANUFACTURING

No one company or family owns a majority of the factories in and around Waterdeep, but the gnomish Zubriggen family comes as close as any. Argyle Zubriggen brought his family (wife and eleven children) to Waterdeep generations ago, and is credited with developing some of the most common and important technologies used in factories throughout the Realms. Although many local “benefactors” tried to get him to sell his rights to these technology, he was too smart or stubborn; retaining those rights has made the Zubriggens into a family as important and well known as any human noble house, not only building and running a string of factories that reaches from Athkatla to Luskan, but manufacturing and selling the necessary parts to other would-be factory owners.

Argus Zubriggen. Argyle's grandson, Argus, is now the family's aging patriarch, and overseer of the industrial empire his grandfather built. Having no particular inclination to invention or innovation himself, he's much less involved in the family business than Argyle was, generally content to manage the high-level administration and finances, and leave the technical stuff to skilled employees. He strongly prefers his own family – children, nieces and nephews, of which there are plenty – as the owners and managers of his factories.

CITY NEWSPAPERS

Waterdeep has several daily newspapers and scores of weekly illustrated editions, all generally available for a copper per copy from street-side paper stands or vendors shouting, “Extra, extra, read all about it!” Aside from keeping abreast of news and gossip from around the city, and major events from around the world, the papers can be used by the DM to get plot hooks and clues to the party. They can also provide a resource for historical investigations – most papers have only been around for a few decades, but their archives constitute a detailed day-to-day record of the events they reported on. The most widely read papers in the city include:

Waterdeep Herald-Tribune. The Tribune is the oldest and most widely-read daily paper in the city, nearly 150 years old, with a large following among the professional classes up and down the Sword Coast. When a Waterdhavian says “the Paper,” they usually mean the Tribune. Owned by the region's largest newspaper tycoon, Warrick Templeton, the paper offers a solidly mainstream take on news and a mildly conservative editorial page. If the party appears in the Tribune, it will be because they are involved in something big – and the Tribune's coverage will largely color the public's opinions, particularly in the Old City.

Sword Coast Sentinel. The Sentinel is a popular muckraking daily paper that focuses on politics and social issues, with a wider readership in Low Town than in the Old City. Its stories focus on the concerns of working-class city-folk, and its editorial tone is often explicitly critical of the “Old City fat cats,” meaning the wealthy and powerful uptowners who own the factories in which many of those folk work. Parties who gain this paper's attention are generally either “heroes of the people” or “lap dogs of the fat cats,” and many lowtowners will favor this view of that of other papers.

CITY NEWSPAPERS, CONT.

Old City Register. The Register is the go-to daily paper of wealthy uptowners and industrialists. Owned by the same newspaper tycoon (Warrick Templeton) who owns the Tribune, the Register has a much more unabashedly upper-class slant, portraying rich businessmen and booming industry as the pillars of the city, and the Low Town masses as unwashed rabble.

Lords and Ladies of Waterdeep. Lords and Ladies, as the paper is often referred to, is a weekly illustrated gossip rag that follows the exploits of the city's celebrities and socialites. Famous adventurers count as "celebrities," though Lords and Ladies prefers salacious scandals over daring-do. The party is only likely to show up in this paper if they rub shoulders (or bump uglies) with the Old City's high society, make glamorous entrances at public events, etc.

Chronicle of the Realms. The Chronicle is a popular tabloid-style weekly illustrated collection of "true," but often highly-embellished, tales of ribald and adventure. These stories are often set in the city, but sometimes from around the world – exotic travelogues are currently very popular, with tales of romance and adventure selling the most copies. Parties whose adventures are outlandish, exciting, and/or lurid enough to end up in the Chronicle are sure to be approached for autographs and questions by readers young and old.

HARD-BOILED NEWS & YELLOW PRESS

A DM who wishes to add a little more color to the campaign can use the city papers in a number of ways besides simply conveying information to the PCs. If the party develops a high reputation (i.e. Fame or Infamy; see *Æthereal Gaslight*, p. 82), they are likely to become especially beloved (or be-loathed) by particular elements of the press. Each paper's coverage will develop an editorial tone which betrays their true feelings, whether gushing adulation for highly popular parties, or seething contempt for very unpopular ones. NPCs will often express the same views as their favorite newspaper during their interactions.

Parties who stay in the news might even inspire specific NPC journalists to take an active interest in them – writing obsequious or scathing profiles, pestering them for statements and interviews, snooping or outright spying on them, and generally looking for newsworthy scoops. Depending on the tone of the coverage, their conduct might be generally harmless, occasionally a nuisance but sometimes helpful, or it might be actively adversarial, seeking to expose them (or possibly even frame them) for some real or imagined villainy.

Gilean Darkstone. Hard-nosed reporter who works mostly for the Sword Coast Sentinel, famous for work exposing political and business corruption, including connections to the criminal underworld. Gilean is a serious and inquisitive half-elf (the child of two half-elves, one said to have been half-drow) with a passion for finding the truth. This puts him at odds with those who seek to conceal it, and has made him some powerful enemies, but also earned him a reputation as a serious and credible journalist. If the PCs find themselves in his sights, it's probably either because they are on the trail of someone who is up to no good, or because they are up to no good themselves. In either case, Gilean will stop at nothing to get the scoop – and thus could become either an influential ally or a dogged enemy when the story makes it to press.

Yolanda Fishe. Allegedly intrepid and unquestionably popular columnist for the Chronicle of the Realms, known more for her entertaining storytelling than her strict adherence to the facts. A quick-witted and sharp-tongued halfling, she has a gift for "punching up" stories to make them more appealing – whether this means making the main characters appear as mighty heroes or bumbling buffoons. If Yolanda writes about the party, it will be because some famous deed has brought them to her attention. Depending on her feelings for them and their exploits, such stories will either be rousing tales of heroics and romance, or scathing and satirical recountings of botched attempts at the same. Although selling papers is her first priority, she respects those who do right by the city and its people, and so high reputations in Low Town and/or the Old City will help to color her accounts a bit more rosily.

Warrick Templeton. The owner of the Waterdeep Herald-Tribune, the Old City Register, the Lords and Ladies of Waterdeep, and a handful of smaller business, financial, and social (gossip) papers, in several cities of the Sword Coast. Warrick Templeton is a self-made man, having risen from an unremarkable lower-middle class beginning to a media tycoon who owns nearly half of the best-selling papers of the Sword Coast. He has done so by a combination of media-savvy, shrewd business sense, and utter ruthlessness to those who stood in his way. Although a "new money" aristocrat, and thus never technically a member of the city nobility (which was abolished when he was a child), Warrick likes to think of himself as a noble like those he read about when he was young. He's unabashedly aligned with the moneyed classes in the city, and his papers' editorial pages reflect this clearly. Developing a strong reputation in the Old City is likely to draw his attention – and a strongly negative one could fuel a hostile media campaign against the party.

UNIVERSITIES

The City of Splendors has long been a center of education, and most of its institutions of higher learning have been around for hundreds of years. Although they appeal to a more specific demographic, these academies and universities are as important in drawing people to the city as its markets. Many smaller schools have started to spring up, some earnest (if modest) institutions of learning, others fly-by-night scams. The institutions below are well-known throughout the Realms, and draw students from across Faerûn to attend.

BLACKSTAFF ACADEMY

The most famous and respected magical academy on the Sword Coast was founded by the late Archmage and Lord of Waterdeep, Khelben “the Blackstaff” Arunsen, in the tower that was his home. The interior of the tower is much larger – an extra-dimensional campus, complete with classrooms, laboratories, dormitories, and common areas, all connected by wood-paneled passages through the void. Although they occasionally accept particularly talented sorcerers (bards, warlocks, and “lesser” arcane magic-users are almost always turned away), the curriculum is unquestionably designed for wizards, and almost all of the faculty are wizards. The Order of the Black Staff (p. 20) extends invitations to the most promising graduates, though the candidates are generally identified and prepared long before they graduate.

Headmaster Galadon. One of the relatively few remaining elves in the city, Galadon of Evermeet is a stern and serious elf lord, a powerful diviner and alumnus of the Academy, who has served as headmaster for nearly three decades now. He's a loyal confidante and trusted adviser to Lady Silvereye – some tabloids charge that they are lovers, but most Waterdhavians doubt that Galadon has passion for anything much besides the accumulation, study, and teaching of wizardry and arcana.

NEW OLAMN

The famous bardic college of Waterdeep, known across the realms for the many famous composers, performers, and sages it has produced, has greatly expanded over the years. The campus, scattered across the foothills of Mount Waterdeep (see University Hill,

p. 13), includes large departments for the study of history, magic, and in recent years, the nascent sciences. Although its libraries and faculty expertise on wizardry and technology are eclipsed by Blackstaff Academy and the Gondian School of Science and Engineering, New Olamn boasts a well-rounded curriculum in history and the arts, and is still one of the most prestigious bardic institutions in the Realms.

Mirial Sparrowsong. A half-elven bard of wide renown, and of course an alumna of the school, Mirial is the much beloved headmistress of New Olamn. A darling of the press, as quick-witted (and occasionally sharp-tongued) as she is affable and charming, she can work crowds and reporters like magic. She sometimes favors the city with performances for festivals or special events, and remains enough in the limelight to sate her own appetite for the thrill of the show, even in the midst of her duties as headmistress of one of the Sword Coast's largest universities.

SCHOOL OF SCIENCE AND ENGINEERING

Fearing that a name like “the Church of Gond Wondermaker” would drive off serious-minded engineers, the clergy of Gond decided on a more sober-sounding name for their college. The (Gondian) School of Science and Engineering is the first of its kind, and although it has inspired similar institutions in a handful of other cities – Athkatla, Suzail, Zhentil Keep – it remains both the largest and most well known. The curriculum focuses on providing students with a solid foundation in the philosophies and theories of science, before allowing each student to choose their own focus from among the university's many esteemed departments: alchemy, elemental engineering, ethereal physics, and technomancy.

Thalnin Ironbeard. Neither a Gondian nor an alumnus of the university, the current Dean of Science and Engineering is a dwarven sage and engineer from the Dwarfholds to the north. Thalnin was tapped both for his wide reputation as a learned expert in Æther Age technologies, and specifically *because* he's neither a Gondian nor an alumnus. The university elders feel that they need to expand the faculty beyond the clergy of Gond, if only to make certain that there are more diverse ideas being researched, debated, and taught. Dean Ironbeard understands and agrees with this approach, and has taken to offering professorships to engineers of good reputation from across Faerûn.

GANGS AND GOONS

The streets of Waterdeep aren't always safe. Leaving aside various kinds of monsters that might stalk the lonelier streets and alleys – restless dead escaped from the cemetery, monsters creeping from the sewers or dungeons below, blighted creatures and smog elementals in the soot-stained neighborhoods of Low Town – there are tensions between the various economic and ethnic communities that rub shoulders in the city. The Watch keeps the wealthier wards of the Old City generally clear of monsters (and other “undesirables”), but the authorities have never been able to effectively patrol most of Low Town, let alone the city outskirts. Even parts of the Dock Ward are controlled more by street gangs than by Watch constables – gangs that were usually formed for mutual protection and internal policing, but often branch into minor organized crime: extortion, pimping, smuggling, turf wars, and so on. Of dozens of gangs that might be operating in the city at one time, the following are consistently the largest and most widespread.

THE BLACK TEETH CLAN

The city has a sizable population of various goblinoids, mostly on the outskirts, but more than a few who live and work in Low Town and the Warrens like any other resident. The City Council long ago outlawed the operation or official recognition of any goblin clans or tribes; the so-called Black Teeth Clan is something between a running joke and a secret fellowship among the goblinoid community. The city's goblins were so frequently questioned by the Watch about a secret goblin criminal network, which the authorities thought was operating in the area (but wasn't, at least not in any organized fashion), that they started making up stories to tell the interrogators – tall tales of the “Black Teeth Clan,” a shadowy goblin syndicate lead by “Great Chief Eegrot,” a powerful hobgoblin warlord and wizard.

The practice has evolved over the years, and currently serves to send the authorities off on a wild goose chase, hunting down the fictitious Great Chief Eegrot (archaic goblin word for “isn't there” or “can't be found”), and his equally-fictitious rogue's gallery of fanciful minions and fearsome monsters. These minions and their exploits are often made up on the spot by goblins under Watch interrogation, and later spread among the goblinoid community to further

confound investigators. The same names and descriptions pop up time and again, in ever-more absurd and embellished detail ... until the interrogators eventually realize they've been had, and stop asking about “Blorko the Bullet-Eater,” who can catch bullets in his teeth and spit them back like a machine gun, and “Scax Greasylocks,” who farts great toxic clouds of eye-burning smog.

At the same time, it provides cover for the things that the goblins *actually* want to get away with, mostly theft and smuggling of machines and machine parts, but also a sizable trade in the services of hobgoblin mercenaries. And of course, the whole thing provides goblin-kind throughout the city with a hearty laugh. However, although Great Chief Eegrot is a purposely-constructed myth, there are indeed goblinoid godfathers and would-be clan lords operating in the community, just enough to keep the Watch on the trail of the “Real Black Teeth Clan” among all the fabrications and urban legends.

Stygg Shadowfist. One of the more powerful goblinoid godfathers is an advanced Iron Shadow (*Volo's Guide to Monsters*, p. 162) named Stygg Shadowfist, who along with his circle of elite students, oversees criminal enterprises throughout much of the Ramshackles. His operations resemble, and are in constant conflict with, those of the Tanner Gang – neighborhood extortion rackets, smuggling, fencing, and sale of stolen and illegal goods, and the occasional hit job when someone gets in the way of business.

Zoek, Duchess of the Heaps. One of the most powerful goblins in the city lives in a drifting extra-dimensional scrapyards, which is mystically connected to the Heaps (p. 17) on the outskirts of town. Zoek doesn't take an active role in any of her kin's criminal enterprises, but serves more as a wise and respected elder among the city's growing number of goblin tech shamans – and also as a nigh-untraceable fence of stolen technology, which she accepts as “offerings” from those who wish to receive her wisdom or technological aid. Finding her lair requires that she wants to be found; she can see into the junkyard from her domain, and will only allow visitors who pique her interest without appearing too dangerous.

THE RED FISTS

Based in and around the Dock Ward for decades, the Red Fists are one of the oldest and most well-established gangs in the city. Originally formed around the Cult of Malar, and still heavily invested in the Beastlord's brutal theology, the gang came to power among its rivals through sheer violence. Their name comes both from their macabre symbol – a red fist-print, made by an actual bloody fist punching the surface to be marked – and their members' habit of beating enemies to death with their bare bloody hands. The gang's existence was constantly imperiled in their early days, both by Watch constables looking for illegal cultists, and rival gangs who hated them for their brutality; this hardened them further still, stoked their paranoia and violent reactions. To survive, they both honed their fighting skills (often in informal public street fights, which evolved into the pit fighting ring known as the Savage Cage), and branched out into the typical kinds of crime that street gangs do.

Ivorn the Savage. The gang very likely would have burned themselves out, making too many enemies and too few allies, had not a clever Malarite fought his way (quite literally) into leadership of the cult and gang. Ivorn is a migrant from far to the east, a seasoned criminal, and skilled shape-shifter – his favorite form being that of a massive bipedal werewolf, far larger than an average lycanthrope. He is the local high priest of Malar the Beastlord (a position held through battle prowess and ruthless cunning), the leader of the Red Fists, and the proprietor of the Savage Cage. He is also the lover and business partner of Zoana Anteos (p. 35), an arrangement which they both have found to be pleasurable as well as profitable so far.

Karth Many-Teeth. Ivorn's right hand man is an ever-grinning half-troll called Karth, a ruthless and brutal enforcer whose unnerving, too-wide and sharp-toothed smile graces “WANTED: DEAD OR ALIVE” posters throughout the city and region. His offenses include too many counts of assault, murder, and robbery to list on the poster, but (as he proudly and wordlessly points out whenever he spots one) his bounty is up to 50,000 gp – more than even Ivorn's (a paltry 35,000 gp). Karth is a Malarite in spirit if not in faith; having no ambition to lead, he's loyal to Ivorn so long as he's treated well enough, and allowed to get his fists red every so often. Ivorn is more than happy to oblige him.

THE SAVAGE CAGE

What began as an informal tradition of unarmed (but still often fatal) dueling in the streets of the Dock Ward, has become an underground sensation among the more bloodthirsty residents of the city. Held in warehouses, junkyards, aboard ships docked in the harbor, even in the streets or on waterfront piers, the fights are promoted purely by word of mouth, tickets bought at the doors, and ready to break up at a moment's notice if the authorities close in. Matches are most often between willing professional or amateur pit-fighters, usually one on one and unarmed, though special events vary greatly. The events take their name from the more spectacular matches, where a caged monster or slave warrior is pitted against other warriors or creatures, willingly or otherwise. The Savage Cage has grown into a major source of income for the Red Fists, as well as their suppliers (and puppet masters) in the Crystal Thorn (p. 35). Ivorn the Savage is the well-known owner and ringleader of the operation, and also a semi-retired but undefeated champion of the matches themselves.

THE PLAGUE RATS

Not exactly just a gang, not exactly just monsters, the Plague Rats are a clan of wererats who live under the city, migrating between sewers and the upper levels of Undermountain as needed to avoid those who would wipe them out. Every so often, a leader will arise within the clan who will start off a “recruitment drive” – infect as many unfortunate victims as possible, catching people alone near sewer access or in the streets at night. Once their numbers are sufficient, the leader unfurls its master plan, whatever that may be, often a bid for power in the local criminal underworld.

It usually isn't long, however, before a wererat outbreak is suspected by the City Authorities. This mobilizes many groups in the city to act toward the same purpose: stop the infestation. Churches and healers set up free clinics to cure the afflicted who haven't yet turned to evil, while the Watch will usually do a sweep of the sewers, and possibly the uppermost level of Undermountain, hunting down and killing as many wererats as they can find. They will accept surrenders, putting prisoners in silver-lined manacles to take to the clinic.

THE SMOKE STREET WATCHERS

The Smoke Street Watchers aren't so much a single gang, as an informal alliance of small neighborhood gangs scattered in the poorer Burroughs and near edge of the slums and shanty-towns of the Ramshackles. This area is known informally as Smoke Street, where the rolling banks of smog that haunt the Graystacks begin to thin and dissipate to more-or-less breathable air. The gangs patrol the streets much like the Watch would (if the constables dared to come into these neighborhoods at night), looking for monsters and suspicious intruders. Depending on the neighborhood, the latter category might include *any* outsiders caught on gang turf after sundown.

Although not actively at war with any of the other gangs in the city, the Watchers generally don't take kindly to pimps and extortionists muscling in on their home neighborhoods. This leads to conflicts which occasionally flare into minor turf war, but the Watchers enjoy a great deal of popularity and home-turf advantage in their own neighborhoods, allowing them to eject interlopers and criminal carpetbaggers with relative ease.

Carson Wainwright. The Watchers have no formal leader; when some decision must be made that affects all of the member gangs, the various elders and neighborhood leaders meet to debate and find a consensus, then return to their individual gangs and more-or-less do what they want anyway. One such elder is a well-respected and outspoken Smoke Street native by the name of Carson Wainwright, who grew up working in the factories by day and patrolling the streets by night. He's been instrumental in resolving disputes between member gangs, and generally holding the Watchers' unwritten alliance together. As such, he's seen as a leader by many of the people, as well as the papers and the authorities – a position about which he has mixed feelings.

Malina Blackoak. Very few druids can stomach much time in the blighted streets of Low Town, but Malina Blackoak considers it to be her duty to remain and fight the corruption and pollution however she can. Native to a small fishing village further up the coast, she migrated to Waterdeep after completing her initiation into a small circle of druids and nature-witches. Her sisters respect what she's trying to do, but don't hide that they think only naivete could lead her to believe she can stop the spread of industrial blight. Undaunted, she lives among, and ministers to, the people of Smoke Street as would a parish priest,

healing what ailments she can, and calling rain and wind on bad days, to push back the worst of the ever-spreading smog.

THE TANNER GANG

The dark legend of the Tanner Gang goes like this: generations ago, the group that would become the Tanner family was the survivors of a small tribe of barbarians, who had been decimated by goblin attacks in their home. They settled in the dense woods outside and north of the City of Splendors, and eked out a living by hunting – and occasionally raiding merchant caravans that passed close to their home. They would leave the bodies and weapons of goblins and orcs they had slain, making it appear that the caravans had fallen to common banditry. Their original name forgotten, they took the name Tanner, in reference to their habit of making their own leather clothes from the skins of their victims – animal and human alike. The legend continues, that when hunting was poor, they would cook and eat the guards and merchants of the caravans they raided. They gradually developed a taste for long pig, and now, they eat it as often as they can. Dinner at the Tanner household is supposedly as likely to be a former rival or disappointing minion, as it is a choice cut from the butcher's shop.

Whether or not any of this is true, someone in the family got the idea to bring the plundered goods – at least, those they couldn't use themselves – to town to sell, along with pelts and other goods gleaned from their rustic life. They made enough on this endeavor to encourage more aggressive raiding, until the victims began to notice the plundered goods from their lost caravans showing up in Waterdhavian markets. This led to a confrontation with the authorities at their forest home, which the Tanners fled, and ultimately migrated into the city itself. Having no “home turf” like other urban gangs, they had to muscle their way into the criminal enterprises that they sought to establish in place of raiding.

That was a generation ago; since, the Tanner Gang has established itself as a brutal criminal gang in Low Town, struggling for control of the underworld against the assorted goblinoid gangs of the Black Teeth Clan, and the incursions of the Red Fists from the Old City waterfront. The Tanner family are still the core leadership of the extended gang, but they've recruited the most brutal thugs and ambitious criminals they could find to fill out their ranks.

Ma & Pa Tanner. The devious masterminds of the Tanner Gang are also the living matriarch and patriarch of the family, children of the first generation of Tanners to stake their claim in the city, man and wife as well as brother and sister. Bruenda (“Ma”) Tanner generally does most of the talking for the pair, as well as for the family and the whole gang – all punctuated when necessary with sudden bursts of violence by Rothric (“Pa”) Tanner, and their equally vicious children, nieces, and nephews. They still dress in leather, reportedly made from the skins of their enemies, though made to resemble modest working class jackets, caps, and breeches common to lowtowners.

THE WARREN WEASELS

This gang's name started as an insult directed at its members, and their community more generally – the Warrens (p. 34) below the streets of the Old City. Much as with other poor neighborhoods, the City Watch seldom if ever ventures into the series of disused tunnels and burrowed passages where many of the city's small folk have settled, leaving them to protect and police their own. “Warren weasel” was long a derogatory way to refer to any resident of the Warrens (mostly halflings, gnomes, even a few

goblins and fewer dwarves); the Weasels formally adopted the name, for a long time wearing surprisingly fearsome-looking weasel masks when patrolling the tunnels or attacking rivals. Their criminal enterprises tend to be a bit less brutal than those of many other gangs, mostly focused on fencing, moving, and selling stolen goods from the city above – crime against natives of the Warrens, whether by outsiders or locals, is met with quick and fierce reprisal.

Kace Brightmeadow. The more-or-less official leader of the Warren Weasels (he prefers to be called the Grand Muckity-Muck, Your Royal Homeliness, or similarly silly titles) is a wily halfling called Kace Brightmeadow. Affable, even dashing in his way, he dresses and affects like a pint-sized pirate of the previous age, and loves to show off his natural athleticism and skill with thrown blades. He boasts of having been a circus performer in his youth, as well as an airship pirate, a gigolo in Calimshan, and even a double agent working for the Gray Hand to infiltrate the Shadow Thieves – claims of dubious honesty, given that he grew up in the city and has seldom set foot outside of it. What is unquestionably true is that Kace ably leads the Weasels in their generations-old function: looking after the people of the Warrens.

THE RED SASHES

Founded in the city's near-legendary past, the Red Sashes were once a supposedly vigilante organization, actually lead by one of the masked Lords of Waterdeep – Durnan, the owner of the Yawning Portal. They would apprehend criminals who had eluded the Watch, binding them with red sashes and leaving them to be found by the authorities, often along with evidence of their crimes. When Durnan died at a ripe old age of 91, he left the leadership of the group to his trusted lieutenants, but none of them had the resources, political connections, or charisma of their predecessor. They struggled to keep the group together, but enemies seized on their unsure footing to frame them for a number of violent crimes throughout the city – for many years, it became fashionable for criminals of various gangs to leave behind red sashes as a way to cast aspersions on the group. Even that practice fell out of common use, when most of the city had forgotten who the Red Sashes even were, and the group faded into history.

Until recently. As reported in several city newspapers, suspected criminals have slowly started turning up, foiled mid-crime and tied up with red sashes for the constables, leading to excited speculation about who is trying to resurrect the legendary the Red Sashes – and for what ultimate purpose.

CRIMINAL UNDERWORLD

While minor crimes have always been the domain of petty criminals, and street gangs seldom aspire to anything greater than protection rackets and minor black market activity, the “criminal underworld” of Waterdeep has traditionally been dominated by large, organized thieves' guilds. For a long time, this was the Shadow Thieves, until they were expelled by the Lords ... then by a series of powerful beholders, calling themselves variously the Eye, the Xanathar (or just Xanathar), and the Pirate Tyrant, each one assuming the name and operations of its slain rivals to merge with its own ... and then split in a protracted war between the forces of the Eye and an renewed presence by the Shadow Thieves. The end of this war coincided with a plot by the Cult of Shar, led by the fearsome death knight Vanrak Moonstar, who intended to help reestablish the Shadow Thieves to serve him as a network of spies and assassins.

The final escalation of events left both sides decimated, along with several churches and noble families in the city; the Shadow Thieves limped back to Amn to lick their wounds, while the Eye withdrew into its stronghold deep in Undermountain to start rebuilding his power base. Before it could execute on its plans, the Lair of the Eye was stormed by an unknown but clearly very powerful force – speculations include the Iron Ring, the drow of House Lysean, or just a party of exceptionally formidable adventurers.

Whoever or whatever they were, the attackers apparently knew of the many escape routes the Eye had left for itself, ultimately trapping and slaying the creature in one of its many hideouts, and leaving its hacked and de-oculated corpse impaled on a pike in front of its former lair. Nature abhors a power vacuum, and the Eye's former operations were quickly divvied up between the crime lords of Skullport, and the more ambitious gangs of the city above.

THE CRYSTAL THORN

What started as just another “hellfire club” – a secret social club for jaded and thrill-seeking aristocrats, to indulge their less socially-acceptable vices and appetites – has grown into something much more sinister. Owing to the group’s involvement with the cults of Loviatar and Malar (due in large part to the influence of Zoana Anteos, and her lover Ivorn the Savage), they have become entangled with Skullport’s Iron Ring (p. 55), and the extensive slaving operations overseen by its members. Those members who weren't willing to be involved with such dark dealings have long since been eliminated, leaving only the most ruthless and depraved.

Presently, the Crystal Thorn serves both as suppliers of “raw recruits” (captured slaves, from the city's migrant and lower class populations) for the Iron Ring, and as consumers of trained slaves for their guarded cult compound (and entertainment complex) on the second level of Undermountain. The Thorn also runs the Savage Cage, a highly-illegal underground fighting ring, which pits voluntary and slave gladiators against each other, as well as monsters provided by the Iron Ring.

Zoana Anteos. Wealthy and privileged noble of the House of Antios (p. 22), High Mistress of Loviatar, and head of the Crystal Thorn, Zoana sits atop a pyramid of blackmail, murder, slavery, and torture. While her partner Ivorn runs the Savage Cage, and their lieutenants and minions see to the day-to-day street-level business of crime, she orchestrates the needed political and financial connections to keep it all running smoothly. She is unquestionably the brains of the outfit, but it's her passionate partnership with Ivorn which holds together the disparate pieces of the Crystal Thorn and its operations.

Sekhart Thann. Disfavored son of the House of Thann (p. 22), most notable for his unseemly predilections, violent temper, and talent for wild magic. Although a black sheep of the family, Sekhart has access to family resources so long as he doesn't drag the House name through the mud. Since becoming involved with the Crystal Thorn, he has been able to quietly repay with interest the funds that he “borrowed” from the coffers, an arrangement that has stilled his father’s criticism, and blunted any family curiosity about what Sekhart might be getting up to when he’s out all night.

PRINCE MORLIN

An immortal who wishes to remain immortal quickly learns to keep a low profile, even while establishing a solid power base and network of subtle influence. So it is with the city's self-styled vampire prince, an ancient and powerful creature of the night who has managed for nearly a thousand years to keep out all rivals. He has not done this by leaving blood-drained bodies in the streets, nor allowing his very selectively-created children to sire vampire spawn of their own. He has done it by patiently infiltrating key organizations, enchanting and enslaving just the right minions for just the right tasks, and quietly obliterating any evidence that could lead any reasonable person to think that there were vampires hunting in the City of Splendors.

In all things, Prince Morlin takes the long view ... how will this machination or that plot turn out in a decade or a century? What waves will be created by this event, what ripple effects will they set off, and how will the various factions of the city respond? Rash action is the vice and weakness of mortals; every decision must be considered, possibly for a very, very long time. He's more interested in stability and subtle influence than raw power, and any action he or his

agents take will be set into motion and followed through carefully, erasing all evidence of his cold and lifeless hands step-by-step. More often than not, his minions quietly assist the forces of law and order against destabilizing and outside influences, thwarting rather than undertaking or condoning dark plots against the city and its people. Morlin considers this his responsibility to his city, a dark form of *noblesse oblige* – protect the herd from other predators.

Reghin the Red. Prince Morlin's favorite daughter is a tall and lithe fire-haired woman of the North, as ruthless as her sire, and unshakably loyal to him. A deadly swordswoman even in life, Reghin is faster and stronger than most mortals will ever be, devoid of anything like mercy when she's started on a particular course of action.

Head Undertaker Thedrick. Eobald Thedrick is the Chief Minister of Parks of Undertaking (p. 19), a distinguished gentleman of advancing years and somber countenance, who directs the ministry with calm competence. He's also a thrall to Reghin the Red (thus to her prince), and quietly helps them with any need involving corpses – disposal, transportation, even re-animation to allow the vampires to pin their own depredations on lesser undead.

THE BLACK ORCHID SOCIETY

Seldom spoken of above a whisper (or at all, in polite circles), known mostly from rumors and conjecture ... the criminal underworld of Waterdeep is supposedly controlled by a shadowy cabal of masterminds known only as the Black Orchid Society. Said rumors place every wealthy industrialist and cutthroat politico in the Society, from prominent businessmen and magistrates to old world sorcerers and aristocrats to cultists and creatures of every description. The few who are in a position to know anything of substance about the group – if there is indeed anything to know, beyond wild speculation and conspiracy theory – also apparently know to keep their mouths shut.

Whatever the truth, all that most know is that, just as slavers and pirates in Skullport fear to cross the Iron Ring, criminals in Waterdeep look over their shoulders when they hear a whisper of the Black Orchid.

OUTSIDE CONSPIRATORS

Many groups from across the Realms have turned a covetous eye to the City of Splendors over the centuries, seeking to establish a foothold in hopes of carving out their own slice of the city's great riches. Those among the most aggressive are listed below, all of whom have been formally expelled from the city at one point or another, and forbidden to return on pain of imprisonment or death.

Of course, this doesn't mean that there are no agents or members operating in the city; by their very nature, spies and secret societies work in the shadows, and all of these organizations are long accustomed to operating in lands which are openly hostile to them.

THE HARPERS

Many of the Harpers' stated goals were met by the democratic movements that accompanied the Æther Age's arrival – legal slavery is all but extinct west of Thay; autocracies and oligarchies have fallen across Faerûn, replaced by democratic institutions. Indeed, Harper agents, cells, and methods were instrumental in many of those revolutions, and Harper principles were included in many of the new constitutions and legal codes which took the place of the old order.

In many part of Faerûn, Harper cells have founded public lodges, moving much of their operation out of hiding, and into public political advocacy. Harper-backed political parties have taken root in many places – and Anti-Harper parties have sprung up just as quickly, objecting to the traditionally-conspiratorial organization getting overtly involved in politics.

The Harpers long ago wore out their welcome in Waterdeep, through various political meddling and power struggles with the Lords and their allies. Of course, there is still unquestionably a Harper presence

in the city – though it's less an organized cell, more a handful of independent agents, none of whom know enough to compromise the others. Each agent keeps an eye on certain elements or activities in and around the city, and reports back to their superiors using coded messages and magical sendings.

The persistent slave trade in Skullport is a particularly noisome bee in the Harper bonnet, and much of their local operations are centered around finding ways to disrupt it, or better yet, end it altogether. Although Harper spokespersons and party officials in other lands often express indignation over the group's exile from the City of Splendors, in many ways they are more at home in the shadows than operating in the open.

Jacopo Kandari. One of the deep cover Harper agents in the city is established as a middle manager in the Ministry of Treasure and Trade, using his innocuous position and privileged access to city records to keep track of shady financial activity in the city's major markets. In particular, he's looking for evidence of involvement in the slave trade by otherwise legitimate groups and individuals in the city, and thus trying to map the contours of the operation by tracing money flow.

Naomi Demonsilk. The Harpers' primary agent in Skullport is a sultry tiefling bard who goes by the name of Naomi Demonsilk. She maintains a role as an exotic entertainer and part-time assassin (sometimes both at the same time, though seldom for the same client), and claims that her alluring fiendish features came from the Queen of Succubi, who seduced her great grandfather, a mighty and virtuous paladin. Loosely and discreetly affiliated with the Dark Maiden's Alliance (p. 60), she works in and around Skullport to gather information on the operations of the Iron Ring (p. 55).

THE TEL TEUKIIRA

This splinter faction of Harpers left the main group to ally with Khelben the Blackstaff, and thus are exempt from the disdain that most Waterdhavians hold for the Harpers. Although the group has almost completely faded from public knowledge, a secret inner cell is whispered to remain within the Order of the Black Staff, who holds to the ideals of the Tel Teukiira. Though even the Gray Hand (p. 21) aren't aware of it, these secret agents are said to work with them to keep an eye on the *other* secret factions at work in the city.

THE RED WIZARDS OF THAY

Although they had come to an agreement with the Lords some time back, the Red Wizards' enclave in the city was ultimately ejected from the city, in no small part due to enmities with Blackstaff Tower. Now one of few officially-outlawed organizations in the city, the Red Wizards are forced to keep tabs on the increasingly-important comings and goings of major industrial players using spies and magic. Although some suspect Silas Zaal of Old World Arcana (p. 8) of being such a spy, the Lady of the Black Tower knows better – he's a defector from Thay, and a dedicated foe of the Red Wizards and their regime, who has in fact helped the Gray Hand capture more than one Thayan spy.

Shiiki. The Red Wizards do have one deep cover agent within the otherwise almost-impenetrable Order of the Black Staff: a sleek silver-gray ferret by the name of Shiiki, who is familiar to one of the ranking magi of the Order. Like all familiars, this creature is actually a magical spirit who has taken the form of a normal-looking animal, though this particular one was crafted by the Red Wizards and released into the Astral Plane to be summoned by an unsuspecting arcanist. In this case, the arcanist was a Black Staff wizard named Donovan Talric, who is none the wiser to the fact that he has invited a Thayan servitor and spy into the Tower.

THE SHADOW THIEVES

Long, long ago, the Shadow Thieves got their beginnings in Waterdeep, with hideouts in Undermountain and around the city. After a protracted war with the Lords, they were finally expelled, moving their major operations south to Amn ... but they never gave up their covetous yearning to return to their golden age as crime lords of the City of Splendors. Several centuries (and many failed homecomings) later, they are no closer to resuming control of Waterdeep's underworld than they've been since their expulsion. Even with the power vacuum seemingly left by the death of the Eye/Xanathar, they have been unable to gain a foothold in the region – their most recent efforts have been met with mysterious deaths and unexplained calamities, cutting off each inroad before it can be established. This has only fueled the speculation in the underworld about some shadowy puppet-master, jealously guarding against the encroachment of potential rivals. (See the *Black Orchid Society*, p. 36.)

Davros Montano. The latest Shadow Thief agent to venture into the city is posing as an Amnian merchant. Given the truncated life expectancy of Shadow Thieves in Waterdeep lately, he's very cautiously biding his time before he does anything that could possibly tip his hand. He's an experienced infiltrator, able to maintain steely calm throughout covert and clandestine operations, but his present level of paranoia has all but paralyzed him. His superiors pressure him for information, and all he can do is try to guess which of his neighbors is going to stab him in his sleep, garrote him in his kitchen, or push him off the pier in iron boots.

THE ZHENTARIM

Like the Harpers and the Shadow Thieves, the Zhentarim as an organization has long been banned from operating in the city. Zhents in general are viewed with suspicion, and any hint of the Black Network or its past associated groups – the Church of Bane, the Cult of Cyric, etc. – brings the Gray Hand out in force to investigate. Nevertheless, a handful of Zhentish spies work in and around the city, mostly engaged in industrial espionage rather than political meddling or other traditional secret society shenanigans. The Zhentish Plot, so it is called in the press when the authorities and reporters catch a whiff of Zhentarim conspiracy, is to gather as much cutting-edge magic and technology as they can, and use it in their never-ending bid for world domination.

Quentin Tothrian. While the Zhentish government has given in to pressure from its neighbors and formally outlawed slavery, a strong tradition of “indentured” immigrant servants and workers persists, leading to a slave trade that much resembles the old days. Quentin Tothrian is the official representative of the Zhentarim in the Skullport slave market, and a dues-paying member of the Iron Ring. He also maintains an identity as an accountant at the Rose Bank, where he's carefully infiltrating and establishing inside connections, for future use by the Network.

THE TRAUMEGGIM

Also called the Nightmare Guild, the Traumeggim is a cabal of dark fey who operate in, around, and under the city, as something of a loose and informal thieves' and assassins' guild. Due mostly to the organization's small size (and that of most members), as well as the natural cunning and elusiveness of the fey, the group remains largely beneath the notice of rival criminal organizations. Many of their activities are either too strange to be attributed to a "criminal syndicate" (whispering nightmares in the ears of sleeping mortals, stealing barley, cream, salt, and other provender, kidnapping small children and leaving behind bundles of sticks encased in illusion), or are done in such a way as to point toward other villains rather than the fey. A favorite tactic is to leave stolen belongings of another faction at the scene of a crime, and then plant objects lifted from the crime scene with members of that group. They strongly prefer it this way, as it keeps them from getting unwanted attention from any of the groups (City Authorities, rival criminals, etc.) who would eagerly hunt them down if they got too aggressive, obvious, or sloppy.

Even those who are aware of their existence – including most members of the guild itself – are unaware of who actually leads the Traumeggim. Some believe that they are beholden to one faction or another of the dark elves below the city (see pp. 59-62), others insist that they work for a powerful coven of hags (possibly the night hags who run Wisdom's Teeth, pp. 52 & 62), or a wicked Archfey who has taken interest in mortal affairs. Whatever the truth, the dark fey as a rule tend to be too chaotic and disorganized to form a truly unified or effective faction ... like the Black Teeth Clan (p. 31) among the city's goblinoids, the Traumeggim is as much a whisper-campaign of half-truths and boogeyman stories as a true criminal organization. Again, members strongly prefer it this way.

Tenebree Nox. The darklings of the Traumeggim are led by a darkling elder (*Volo's Guide to Monsters*, p. 134), who has taken up the study of witchcraft, and formed a pact with the Queen of Air and Darkness. As with many of her kind, she isn't so much malicious or greedy as she is monumentally vain and self-possessed. She and her brother Caligio (a darkling elder knight, who keeps a kennel of yeth hounds) lead the city's darklings in mostly petty crimes – street mugging and pickpocketing, extortion of local businesses, minor theft and burglary. Apart from money and salable goods, they mostly go after objects that strike the fancy of an elder – jewelry, art, furnishings, etc. – which then make their way into the elders' eclectic décor or wardrobe. On the occasion that a larger opportunity presents itself, Tenebree and/or Caligio will personally lead a band of darklings in the caper – whether it be burglary, murder-for-hire, or other nefarious acts.

Krueriak the Earwig King. An exceptionally large and vicious meenlock (*Volo's Guide to Monsters*, p. 170), Krueriak is a malevolent creature which rallies and bullies a motley collection of boggles, meenlocks, quicklings, and redcaps, who lurk in sewers and under bridges by day, and venture out at night to hunt for victims. Depending on the composition of a given band, the victim of the dark faeries might get off with a picked pocket and a scare, might be dragged into the sewers for telepathic torment, or might be slaughtered on the spot. Krueriak doesn't like to micromanage, but if called upon, the city's dark fey are expected to obey. The Earwig King will rally its minions if something (or someone) of particular beauty or purity catches its sadistic eye, and it deems the object of its attention a tempting target for defiling or destruction.

UNSPEAKABLE CULTS

Many of the religions which have not been accepted by the Ecumenical Council (p. 24) never-the-less flourish – if not within the city, then near and beneath it. In addition to those groups which have a solid foothold in the city – the cults of Malar and Loviatar, operating under the auspices of the Red Fists (p. 32) and the Crystal Thorn (p. 35) – there are a number of other groups which worship forbidden gods in the darkness. And not just actual deities – virtually any arch-fiend, eldritch ur-god, or other powerful malevolent entity might have a group of mortals worshipping it for power.

THE CULT OF ASMODEUS

The cult of Asmodeus has remained a shadowy and loosely-connected organization through the centuries, never even attempting to establish anything like the Church of Bane or other large evil sects. His followers – as often warlocks as clerics or blackguards – meet at midnight masses, often in red and black hoods to protect their anonymity, where they invoke the presence of their lord and master. There, they trade infernal lore, discuss the harvesting of souls, and attempt to curry favor with Asmodeus. If conspiracies are hatched, they are generally Asmodeus's own, and communicated to his followers in visions and dreams.

Rais d'Veinarde. A charismatic traveling merchant from Sembia, Rais is actually a powerful warlock in the service of the Lord of the Nine. He bargains on behalf of his infernal master, trading souls for fame, wealth, and power. He deals in elixirs, potions, and tonics – the right one, he claims, can bring anyone their heart's desire. They must only tell him what they truly want, and then sign a simple contract. The fine print? Oh, it's nothing, trifles and nit-picky details.

THE CULT OF CYRIC

Although they occasionally work with other factions, particularly the Shadow Thieves (p. 38) and the Zhentarim (p. 38), the mad cultists of Cyric are too treacherous and erratic to form lasting alliances. Internal power struggles and backstabbing likewise keep them from establishing anything like a solid power-base, leaving ambitious acolytes to pursue their own petty schemes. This can include anything from minor crimes in and around the city, to dark plots involving political intrigue or ritual sacrifices. Whether or not a given plot succeeds (mostly not), Cyric's goal is met: the sowing of strife.

Thirenus Gahl. One of the Prince of Lies' more powerful servants is a cunning cleric by the name of Thirenus Gahl. Through conspiracy, deception, and treachery, Gahl has managed to create false identities for himself and a few of his more trustworthy minions, within the Church of Sune. From this advantageous position, he feeds scandalous rumors and blackmail-worthy evidence to Madame Shahira (p. 62) of the House of the Long Slow Kiss (p. 50) in

Skullport. He doesn't consider himself to be Shahira's minion, but rather her partner – an illusion which she encourages him to cling to, by constantly showering him with obsequious flattery and sultry flirtations.

THE CULT OF THE PALLID MASK

Named for the pale skeletal masks that members wear to conceal their identities, this scattered cabal of death priests, necromancers, and powerful undead is loosely based around the veneration of Orcus, Demon Prince of Undeath. Having been driven out of the lands of Faerûn before, Orcus considers the conquest of the Realms to be unfinished business. The Blood Lord has used guile, subterfuge, and coercion to bring other groups and powerful individuals under his thrall – splinters of the Cult of the Dragon, disaffected cults of Myrkul or other death gods, liches and death knights with their hordes of undead minions, and even power-hungry aristocrats (see Marcus Hawkwinter, p. 25).

Vitricia Maldaress. A priestess of Orcus who was once a cleric of Kelemvor, Vitricia was corrupted by the Prince of Undeath when her one true love was taken from her. When divine magic failed to bring him back from beyond, she turned to necromancy, and finally to a bargain with Orcus, who claimed since his own resurrection to be able to return even those souls who had been utterly annihilated. The thing that he brought back to Vitricia was devoid of humanity, and it drove her irrevocably mad. Now she is a fanatical agent of the Blood Lord, wishing nothing other than to see the world covered in blasphemous undeath.

THE DEVILS YOU KNOW

DMs looking for intrigue may wish to give a larger role in the campaign to one or more of the Realms' traditional villains, whether those listed above or another favorite group. Most likely, this will take the form of some nefarious plot that unfolds in the shadows of the city and the caverns beneath, though the masterminds may dwell safely in Luskan, Zhentil Keep, or even distant Thay. Even for the conspiratorial groups mentioned above (and those in Skullport), the agendas and activities are intentionally left vague, so that the DM can place them wherever they are needed for the campaign plot.

Others, such as the Arcane Brotherhood, the Twisted Rune, the Unseen, the Yuan-Ti, and so on, are completely omitted – and thus could easily show up as the missing masterminds atop the hidden pyramid hinted at by the city's criminal underworld (See *The Black Orchid Society*, p. 36). Many are presumed to have been destroyed, whether by stalwart adventurers or underworld power struggles, and quite possibly replaced with modern or ancient conspiracies of the DM's own invention. Others may have merged or splintered, becoming subtly different or altogether new organizations. The Age of Æther provides a perfect excuse and opportunity to put a twist on the DM's favorite villain, introducing something which, like the Realms of the Æther Age, is at once familiar and new.

2. THE PORT OF SHADOW

Nearly as famous as the City Above, though much less frequently visited by reputable merchants or decent folk, the dingy subterranean town of Skullport is known across the Realms as one of the most wretched hives of scum and villainy west of the Inner Sea. Founded by a necromancer in the bowels of Undermountain, ruled by slavers, populated and frequented by pirates and black marketeers, stalked and trodden by dark elves, mind flayers, serpent men, and worse ... the Port of Shadow is a dark and twisted reflection of the City of Splendors.

Perched near the headwaters of the legendary subterranean River Sargauth, the tiny lawless town connects the surface world to the lightless depths of the Underdark – both physically and economically. Slaves are the major cargo of ships arriving and departing, and although wares and goods of many kinds can be found at auction in the market, slaves are the backbone of the city's economy.

HALLS OF THE MAD MAGE

Although Skullport occupies a relatively tiny corner of the vast subterranean world of Undermountain, it's impossible to examine one without considering the other. The town is both a refuge for explorers of the sprawling complex, and a base for some of the most vile and dangerous groups and individuals who stalk its chambers and passages. Those who wish to spend any time in the Port of Shadow are well-advised to prepare themselves for a trek through the Realm's most famous and deadly dungeons – whether on their way to Skullport, or fleeing its deadlier denizens.

In contrast to the many great changes in the City Above, the Dungeons of the Mad Mage have remained largely the same. Particular monsters and overlords come and go, even the mighty Halaster himself and (most of) his dread apprentices have perished over the centuries, but the powerful magic that they worked has remained. Monsters still stalk the halls, fed by a magical ecosystem designed to create a completely self-sustaining, self-replenishing dungeon.

UNDERMOUNTAIN RESOURCES

If any place in the Realms has been the subject of as much writing as the City of Splendors, it's the Ruins of Undermountain beneath. As with the previous chapter, the focus of this material is to highlight the aspects of the dungeons, and in particular the Port of Shadow, which are of new or particular interest to adventuring in the Age of Æther. DMs wanting to run a campaign that ventures into Undermountain are encouraged to consult the original source material, much of which is available on the DM's Guild website.

The most useful resources for an Æther Age campaign include:

- *The Ruins of Undermountain* and *The Ruins of Undermountain II: The Deep Levels* (both AD&D 2nd Edition), the boxed sets that started it all, with maps, encounters, and stats galore (albeit in need of updates).
- *Skullport* (AD&D 2nd Edition), the go-to sourcebook on the Port of Shadows and its residents.
- *Expedition to Undermountain* (D&D 3rd Edition), a hardcover campaign guide which includes a comprehensive overview of the dungeons and their denizens, and many detailed encounters.
- "Return to Undermountain" web series (<http://archive.wizards.com/default.asp?x=dnd/ru/20050309a>), which expands on the dungeons room-by-room with new encounter write-ups.

HALASTER'S LEGACY

There was a method to the Mad Mage's insanity, and his vast and deadly creation remains one of the great and terrible wonders of the Realms. It functions according to a set of rules, at least some of which are fairly common knowledge in the adventuring community within the city. Others can be found by asking sages and veterans of the Underhalls, or experiencing them first hand during dungeon-plunging expeditions.

THE MYTHAL OF UNDERMOUNTAIN

Though sages and academics may debate whether or not the incredible enchantments of Undermountain meet the formal definition of a true mythal, they certainly resemble the vast, reality-altering spells of the ancient magi. Like a mythal, the eldritch effects that encase every brick and passage of the dungeons and sub-levels change the laws of physics and magic within their confines. The changes are many and varied, sometimes different from room to room, and sometimes universal throughout the entire dungeon complex.

Scrying and Teleportation. Although most magical spells, items, and abilities function normally within the dungeons, those that attempt to penetrate or bypass the dungeon walls don't function as expected. In effect, the walls and doors are impenetrable to magic, and so attempts to use divination or scrying magic to peer into or out of the dungeon, or even to see through a single wall or door, are doomed to failure. Likewise, teleportation won't carry a creature through any solid barrier within the dungeon, though line-of-sight teleportation (including *dimension door* spells, a monk's Shadow Step ability, etc.) works normally.

Planes and Summoning. A creature with the ability to shift between planes *can* enter the Border Ethereal, Shadowfell, and other planes which overlap the Material Plane, but the walls and doors of the dungeon are as solid there as in the material world, so such creatures remain trapped if they can't find their way out of the labyrinth. Although conjuration of extraplanar creatures works normally in most places, all but the most powerful summoned creatures find themselves unable to leave, and are often quite irate about this fact once the summoning magic wears off.

HORNED RING

Ring, legendary (requires attunement)

Forged by Halaster himself and intrinsically linked to the enchantments of Undermountain, only eight of these small iron rings are known to exist. With the deaths and disappearances of Halaster's apprentices over the centuries, the rings' fates are largely unknown – most are almost certainly lost somewhere in the dungeons' depths. Those that become lost outside of the Underhalls will invariably find their way back, turning up in the odd treasure hoard, or on the finger of a creature lucky enough to find one and intelligent enough to use it.

An attuned wearer can cast the *teleport* spell upon himself, and up to eight willing creatures (all of whom must be within 10 feet of the wearer), to move within the confines of Undermountain, without being limited as other teleportation magic is, and without any chance for error or mishap. This power can only be activated while in Undermountain, and the destination can be any place within the dungeons that the wearer has been to before; the ring cannot teleport the wearer into or out of the Underhalls, only from point to point within them. Once this ability has been used, the wearer must complete a short or long rest before using it again.

The wearer also has advantage on all saving throws against traps and effects that are part of the dungeons themselves, though never against spells, traps, or other effects created by creatures. This feature only functions within Undermountain.

Finally, a *horned ring* provides the wearer with the following boons; these powers function whether or not the wearer is presently in Undermountain.

- Cast *antimagic field* (recharges after a short or long rest)
- Resistance to force damage and immunity to *magic missiles* (both as for a *brooch of shielding*)
- Resistance to one other kind of damage (varied by ring – each ring resists one of acid, cold, fire, lightning, necrotic, poison, psychic, or thunder, as for a *ring of resistance*)

Gates and Portals. The exceptions to the above proscriptions are the many gates and teleporters which are part of the Underhalls themselves. A multitude of magical portals connect various chambers and passages of the dungeons to locations across the Realms and beyond, and magical teleportation traps and circles can transport creatures who trigger them to predetermined or random destinations. Some are stationary, linking two static points, and some “drift” or cycle from place to place at one end or both. All function reliably, in spite of the failure of other such magics, because they are a part of the dungeons' underlying enchantment.

Standing Enchantments. Many areas within the dungeon – some quite famous – have permanent magical effects in place, which cannot be permanently dispelled (though sometimes the effects can be suspended for a few minutes by effects like *dispel magic*). This includes areas of dead and wild magic, the above-mentioned gates and portals to locations across the Realms (and in some cases, the Multiverse), as well as unique standing enchantments in certain rooms or sub-complexes.

Monsters. There is a literally never-ending supply of monsters in Undermountain. Some are brought in through magical portals, others created or conjured by magic (and unable to leave due to the dungeon's magically-impenetrable walls), and still others choose to settle in the dungeons of their own free will. Conveniently for less-experienced adventures, the more powerful creatures that dwell in the dungeon depths tend to push weaker creatures to the upper levels, resulting in the classic dungeon structure of increasingly deadly threats (and more valuable treasures) as a party ventures deeper.

Walls and Features. The Mad Mage designed his dungeons to last forever, and notwithstanding some of the mythic catastrophes of the region's past, they have weathered the ages admirably. Not only are the bricks, doors, traps, and other built-in features of the dungeon extremely difficult to damage (all are resistant to all forms of damage, and immune to necrotic, poison, and psychic damage, in addition to any immunities based on the material), but they “heal” over time, returning to their original state in no more than a few days – rubble climbs back into place and the stone mends, shattered doors “regrow” in their frames, traps repair and reset themselves, etc.

The stone walls of the dungeon are completely immune to non-magical damage of any kind, as well as to all cold, fire, lightning, piercing, radiant, and slashing damage; they have a damage threshold of 20 (ignoring any single attack that inflicts less than 20 points of damage), AC 17, and hit points between 50 and 100 to punch a hole of any significant size.

Most dungeon doors are stout iron-bound wood, having no additional damage immunities (though there are always exceptions), but a damage threshold of 5 (small, single doors) or 10 (larger, heavier, or double doors). Doors have AC 15, and take from 30 to 60 hit points to destroy.

Other features depend on their composition – stone structures are treated as walls, while most décor (torch brackets, portcullises, traps, etc) are treated as doors. None of these effects apply to structures or traps created by dungeon denizens, only to original features of the dungeons when the Mad Mage built and enchanted them.

HALASTER'S SPIRIT

Although the Mad Mage is widely presumed to be centuries dead, there are still rare reports of sightings in the dungeons' depths, of a black-cloaked mage with wild eyes, hair, and beard. These accounts usually have him watching with detached amusement as groups of adventurers face the threats and challenges of the dungeons, almost never interacting or responding in any way beyond a quiet chuckle or a raised eyebrow.

Most of those who don't simply discount these stories as the fanciful tales or terrified hallucinations of adventurers (who are often known for exaggerations and fabrications in recounting their adventures) presume that these are “echoes” or “shades” of the dungeons' creator, rather than the Mad Mage himself. However, some few sages and veteran dungeoneers insist that the reports of Halaster Blackcloak's death have been greatly exaggerated – yet another ruse by the Mad Mage to help ensure his privacy and seclusion.

HALASTER'S APPRENTICES

The Mad Mage had a class of equally-mad apprentices, many of whom followed him into the depths of Undermountain and carved out their own domains within the dungeons. All are presumed to be as dead as the Mad Mage himself – which is to say, their legacies (and possibly their spirits) are still very much alive in the chambers and passages where they once dwelt, even if their mortal coils are not.

Arcturia, the Worms that Walk. Once a mortal mage of great power and vanity, Arcturia took to the strange (but strangely common) vice of many powerful magic-users, and began to magically alter the forms of other creatures – and eventually, her own body. She was slain centuries ago (records are unclear as to the slayer), but through dark and potent magics, she was raised again as an animated humanoid mass of worms and vermin. What has become of her since is a mystery; many speculate that she still dwells in her stronghold in the deep, a dungeon sub-level known as Arcturiadoom, in a self-imposed prison of stone and madness. Her legacy can still be found throughout the dungeons, in the form of uniquely horrific hybrid-monsters, and their mutant offspring.

Muiral the Misshapen. Like Arcturia, the northman wizard Muiral took to magically enhancing his own physical form, eventually gaining his popular epithet after transforming his hips and legs into the body, legs, and tail of a gigantic scorpion. Always given to bouts of psychotic bloodthirsty rage, he ultimately perished in the throes of such a frenzy,

during the destruction of the magical school he helped Trobriand to establish on the uppermost level of the dungeons. To the best of anyone's knowledge, that was his final fate, though his mark remains in the “gardens” he cultivated in the dungeon depths – a deadly sub-level known as Muiral's Gauntlet, filled with creatures and traps collected and created by the Misshapen.

Trobriand the Metal Mage. Long before the earliest inklings of technomancy began to see serious experimentation and development in the City Above, the infamous Metal Mage of Undermountain was a master of techno-magical constructs. The secluded sub-level known as Trobriand's Graveyard is something of a folk legend among engineers and technomancers – a dumping grounds for his less-successful experiments, which would nevertheless keep ambitious engineers busy for decades, and could provide revolutionary breakthroughs in the creation of techno-magical constructs. Trobriand briefly teamed with some of the Mad Mage's other apprentices to open a school of dark magics on the highest level of Undermountain, though this school was destroyed by its enemies centuries ago. None know for sure whether he perished in the final attack on the school – some whisper that his mortal body didn't survive, but that his spirit has since inhabited a humanoid techno-magical construct, which he had created for that express purpose. If this is true, the (now-literally) Metal Mage has not yet revealed himself to the world at large; if anyone has encountered such a being, they haven't lived to tell the tale.

TROBRIAND'S GRANDCHILDREN

The Metal Mage's most famous original creations, the scaladar (*Æthereal Gaslight*, p. 114) – massive mechanical scorpions, with a deadly electrical sting – are among the best-known (and widely feared) creatures of Undermountain. Not only did he create scores of these techno-magical terrors himself, but he taught the process to his many apprentices (allegedly including Seijara of Skullport, p. 51), thereby multiplying their numbers in the dungeon, and spreading them far beyond its halls. Rumors even persist of *intelligent* scaladar, which have achieved sentience beyond the dim automaton awareness of a construct, and pursue their own alien agendas.

Many of his other creations, including the “failed experiments” left to rust in Trobriand's Graveyard, have likewise survived to the present day. Some remain in their missing master's subterranean dumping ground, while others have wandered into the dungeons beyond (few if any have left the confines of Undermountain). Some speculations even link the dreaded clockwork horrors (*Æthereal Gaslight*, p. 95) to the Metal Mage and his creations – a successful “species” of sentient, self-replicating machines, if not designed and created by Trobriand himself, then perhaps set on an “evolutionary path” by his arcane tinkering.

LOCATIONS & LANDMARKS

The Port of Shadow resides on the third level down of Undermountain, known as the Sargauth Level for the famous subterranean river that twists through the layer. Although it rests at the heart of the Mad Mage's dungeons (in more ways than one), Skullport is distinct from the surrounding chambers and passages in many ways – connected to the surface by several magical portals, to the Underdark by the River Sargauth, and to the shadow economy of both by its central position in the Sword Coast slave trade and black market.

Much like the City Above, the town is informally divided into wards or quarters, mostly based on the caves that the settlement inhabits. Skull Island fills most of the entry cavern, and is connected by a mechanically-raising bridge (“the Murkspan”) to the Lower Port. Proceeding deeper into the cavern that holds the city leads to the Trade Lanes, a relatively lower and more narrow tunnel that houses mostly shops and storefronts. Deeper still lies the Heart, an enormous cavern that holds many of the city's larger residences.

The Port of Shadow also has multiple levels – the Lower (ground) level, which resembles an ordinary, if dark and dingy port town; a Central level, made up of an interconnected web of wooden catwalks, strung between buildings that hang from stalactites and outcroppings from the cave walls; and an Upper level, consisting of buildings actually fixed by magic or artifice to the cavern ceiling. The levels are connected by rope ladders hung from above, and uneven stairs carved into the walls, though some locations on the upper level can only be reached by extraordinary or magical means.

REACHING SKULLPORT

There are many ways to reach the Port of Shadow, none of which are safe or easy. Most entail navigating, or at least crossing, the River Sargauth, though there are means both ancient and new to reach the city without ever touching those dark and murky waters. Those who survive the journey and think to find sanctuary in town are in for an unpleasant surprise – letting one's guard down in Skullport is as deadly a mistake as doing so in the surrounding dungeon.

THE SEACAVES

The oldest and best-known large scale point of entry to the Sargauth from the surface ocean is via an ever-shifting magical gate, which connects a watery cavern near the port to various large coastal caves. The gate has existed for centuries, and was once a static portal linking a specific cave to the south of Waterdeep with the river below, but the increasingly widespread knowledge of its precise location threatened to compromise the town's isolation from law and order. The Keepers (p. 57) – a mysterious group of wizards who maintain the magical locks and hoists that allow seagoing vessels to reach the Port of Shadow – recruited a number of powerful mages from the city to help them “un-moor” the topside end of the magical portal.

The gateway now floats between several large caves, both north and south of the City Above. The precise location isn't controlled by anyone, moving more or less at random, and staying in single cave anywhere from one to five days, before vanishing abruptly and appearing in another cave. The location of the topside portal can be determined by use of a large magical device built at the lower end of the portal, housed in the harbor master's office in the Keeper's enclave, and communicated magically to inbound vessels via paired *sending stones*. The *sending stones* are given out only to captains who are known to the power players in Skullport, usually the Iron Ring or House Lysean, and they carry an additional enchantment which allows the harbor master (p. 57) to scry on the holder, and verify that he is who he claims to be.

THE MOANING COVE

The newest entrance into town isn't actually in the physical world. With the rise of airships in the skies above Faerûn, it was inevitable that some of those airships (pirates, slavers, smugglers – the same types as seek entrance by sea) would wish to dock and trade in the Port of Shadow. The problem of being deep underground, hardly a suitable place to moor airships, was solved by the drow magi of House Lysean; their control of the Moaning Cove has been instrumental in positioning themselves as the controlling interest in the Iron Ring, and the premier power in the city.

Their solution was to create a harbor in the Border Ethereal, with a standing gateway to a cave south of the city, where the waters of the River Sargauth pass outside of Halaster's magical seals. This allows airships (or seagoing vessels) with the ability to become ethereal to approach the port as invisible and intangible “ghosts,” dipping below sea level and passing through solid stone, then docking at magically-constructed piers to load or unload their cargo. The harbor is a fearful and unsettling place, lit in dim ambient greens and purples, and constantly haunted by the spirits of the many slaves and others who have perished in the Port of Shadow. The unquiet dead are kept at bay by the wards that hold the docks in place, but can be seen flitting in the ethereal murk which surrounds the cove – and can be heard throughout the harbor and the caves it connects to, wailing in despair at being trapped in the place of their death.

The cove is patrolled by warriors and magic-users of House Lysean, including priestesses who can command the many ethereal spiders that nest around the harbor. These spiders are drawn by the prospect of snatching the odd slave from a disgorging vessel – which the dark elves allow, both to discourage runaways, and to encourage the spiders to stay.

THE UNDERDARK

The River Sargauth famously connects at one end to the various sea caves of the surface, but its flow is in the direction of the Underdark. After crisscrossing various levels of Undermountain – sometimes by way of natural twists and waterfalls, sometimes through magical gates – the river flows on to reach caverns and tunnels completely outside of the Mad Mage's domain. From there it continues down and north, along a twisting and ever-descending path that eventually merges with the subterranean channels of the Darklake. From there, a vessel can easily navigate to many of the most important and ancient cities of the Underdark – Gracklstugh of the gray dwarves, Menzoberranzan of the dark elves, and others.

The journey is fraught with peril, and requires special vessels – subterranean riverboats, sufficiently armored and/or enchanted to survive collisions with the rocky riverbed, and attacks by the many deadly aquatic creatures of the deep. The highly lucrative (if often illegal) markets for the goods of the Underdark are enough motivation for many merchants to brave the winding and torturous waters.

UNDERMOUNTAIN

The least-traveled route to the Port of Shadow, but perhaps the most famous, is to descend through the labyrinthine dungeon passages themselves. The journey is nigh impossible for any but seasoned dungeon delvers, and bearing any significant cargo on such a perilous trek is out of the question. Even the safest routes, carefully plotted to avoid known traps, monster lairs, tribal turf, and other hazards, risk running into any of the “wandering” dangers of the dungeons.

Still, this method is sometimes used by experienced (often monstrous) mercenaries, slavers, or other groups with the means to survive the trip. The agents of the Crystal Thorn will occasionally lead a caravan of slaves from Skullport to their stronghold on the Storeroom level (or vice versa), usually with a heavy troop of hired muscle to scout ahead, bring up the rear, and keep hungry monsters from picking off strangling slaves.

THE LOWER LEVEL

Street level Skullport resembles a cramped and nightmarish version of a surface slum, with narrow twisting streets dimly lit by ordinary lamps and magical *driftglobes* hung out by the owners of various buildings. Although it lacks the industrial blight and smog of Low Town far above, it's a grimy and dingy place to begin with, and centuries in the damp and dark, without a single ray of sunlight, have created a moldy, slimy, stale, and rotten cityscape. Few buildings are more than one or two stories tall, but all loom menacingly over the filthy streets, forming a maze of blind alleys and narrow thoroughfares. A slow but steady drizzle of condensation (and who knows what else) drips from above, giving everything exposed to it a wet and slippery gloss.

Many of the buildings of the Lower Level are stone, some remnants from the ancient enclave that once occupied the caves, others constructed from bricks or stones in the centuries since. The rest, and many additions to the stone buildings, are constructed from various kinds of wood, often mismatched from the many patch-jobs required to make up for the constant moisture-accelerated rot.

Most people in the streets are sullen and unfriendly, hurrying past other pedestrians without a glance or word. The common exceptions are street hawkers or prostitutes, whose offers often sound more desperate

than enticing, and muggers or cutpurses, who are either overtly threatening or a little *too* friendly. None of the streets are wide or even enough for any but the smallest vehicles to traverse, and too many awnings, clotheslines, and overhangs obstruct the path above head level to ride a beast without taking a bump on the head or a face-full of mildewed linens every few paces.

SKULL ISLAND

Skirted by 20 foot high walls of dark granite, this imposing island in the middle of the vast entry cavern is the first sight that most visitors (willing or unwilling) to the Port of Shadow see. Other than the slavers of the Iron Ring – and the slaves themselves – few will see inside the walls, to the various pens and barracks scattered around the compound. They will see only the gray walls of worked and fitted stones jutting from the murky waters of the Sargauth, the manned turrets with mounted weapons (mostly machine guns and alchemical sprays), and the Tower of Seven Woes poking up from behind the walls, a jagged black spike against the dark stone of the surrounding cavern.

Skull Island is the domain of the Iron Ring, the consortium of slavers that oversees the brisk slave trade which passes through the port, and in many ways effectively rules the city. Their headquarters occupy the western portion of the island, though most members maintain quarters elsewhere in the city as well. Within the walled compound, guards drill and patrol, slaves are marched to and from their pens, and exotic monsters glare out from large cages.

Prison & Slave Pens. The island's main function is to quarter slaves awaiting auction, or those who have been sold and awaiting departure to their new homes. They are housed here with little more than the bare essentials, generally staying for no more than a few days while their sales or travel accommodations are arranged. Those who show an unbroken will are sent to the School of Obedience, or if they are particularly rambunctious, to the Tower of Seven Woes.

The Tower of Seven Woes. The Tower of Seven Woes is an imposing black spike of a building, carved from a gigantic stalagmite and appearing to pierce the prison from beneath. The tower dominates the bleak subterranean skyline of the approach to the Port of Shadow, constantly circled a dozen soaring gargoyles, who alternate between perching on one of

the irregular ledges and fluttering around the tower's heights. Once a temple to Loviatar, the Goddess of Pain, and designed to create various kinds of suffering and agony in dedication to her, the tower is now the stronghold of Ilivyr Lysean, a dark elf lord of considerable power and depravity who currently leads the Iron Ring.

LOWER PORT

The waterfront is much like any busy port, with the bustle and shouting of cranes, stevedores, sailors, and other dockside regulars, as ships arrive, disgorge their cargo, take on new goods or passengers, and disembark at every hour of the monotonous lightless day and night. The fact that many of those passengers are in chains, including humanoids of all kinds and ferocious creatures alike, being herded at gun- or spear-point to holding cells where they will await sale, adds to the nightmarish quality of the scene.

As with most waterfronts, the businesses in the Lower Port tend to be those that serve the needs of the sailors and laborers who frequent the area. An ever-changing lineup of bars, inns, pubs, and taverns fill most of the buildings, and the infamous Slavers' Market dominates the southwest plaza. The rest is warehousing, often owned by the more powerful pirate and smuggling kingpins who operate in town.

Herald's Meet. An open plaza in the northwest corner of the district, with several ship's masts sunk into the ground like telegraph poles. This place allows those in need of “specialists” to accomplish various tasks to post their requirements and rewards. Ages of use have left the masts riddled with rusted nails and scraps of old posters, though occasionally an old mast is torn down and a new one set to replace it. Posts are usually torn down as a sign that someone has undertaken or completed them; if more than a few days go by with no takers, a prospective employer will re-post jobs that he really wants done. Thus, the posters that look the newest are generally still active offers.

Slavers' Market. Through the centuries, the Slaver's Market has remained the loathsome tent-pole that has held up the economy and community of Skullport. Over the years, it has come to be a place to sell much more than slaves – anything that comes into town which might get a better price on the auction block than through other channels can come up for auction. Slaves sales make up perhaps 40% of the lots

that go up for sale, generally in large groups to be shipped deeper into the Underdark. Pirated or smuggled trade goods make up another 30% or so, and the rest is an assortment of magical or otherwise valuable items (often stolen), exotic and deadly creatures, and rarer lots.

THE BURNING TROLL

Both something of an oddity and a longtime fixture in town, the Burning Troll is an inn and tavern founded long ago by adventurers who decided to retire in Skullport. The ownership has been passed down to kindred spirits through the years, always with the goal of keeping a place where dungeon delvers and treasure hunters can find a relatively safe place to have a drink and get a good night's sleep in a real bed. Although there have been some bad apples through the years – owners who sought to rob or extort adventurers who made it this far into the dungeons – the regulars have always been powerful adventurers themselves, so dishonest owners don't last long.

Proprietor and Staff. The present proprietors are Gilbert the Blackblade and Yashira Alaniz, retired (and married) human treasure hunters who bought the inn from the previous owner after a particularly successful expedition.

Wares and Services. The Troll offers pretty typical fare for a mid-range tavern and inn, with a rough crowd of regulars who don't take kindly to anyone who causes trouble for the staff.

LOWER TRADE LANES

The relatively smaller cavern that connects the Port to the Heart has smoother walls than the other caverns. The sounds of the waterfront echo eerily in the distance, mixing with indecipherable whispers, footsteps and shuffles of movement, and the creaking of the catwalks above, creating an eerie blanket of white noise. The reek of rotten fish gives way to the reek of long term habitation – smoke, garbage, the occasional whiff of sewage. The gloom is pierced by lamps and *driftglobes* hung to illuminate the business signs in front of most buildings, as well as by the occasional pedestrian or rickshaw bearing a lamp to light their own way.

The buildings here are mostly filled with businesses, including inns, taverns, craftsmen, specialty shops, and general stores. The southern wall is dominated by the Water Clock, a huge mechanism

built into a massive stalactite that hangs between the Central and Lower Trade Lanes, and which is lit from within to make the face visible in the gloom, casting an eerie greenish light over the area.

Skull Square. When the Skulls (p. 58) were more active, this courtyard served as their arena of justice, where they would pass (often arbitrary and bizarre) judgment of those accused of disrupting business in town. Now used mostly by the Iron Ring to punish those who get on their bad side, the plaza holds a number of pillories and gibbets, many still occupied by the mortal remains of a previous victim. When they feel that some kind of show trial is in order, they will hold it here, but mostly these days the square is a place to put those troublemakers who are annoying enough for the Iron Ring to want them out of the way, but not dangerous enough to lock in the dungeons proper.

The entrance to the Skullport Dungeons (p. 49) is also here, and so the hobgoblins of the Crimson Scourge can be seen entering and leaving, sometimes escorting prisoners and other times on their way to or from R&R in town.

GREND'S ARMS

Grend is a one-eyed hobgoblin gunsmith, and the most reputable maker and purveyor of firearms in town. An array of guns mounted on the walls, aimed at the shop floor, and wired to be under Grend's control by way of a magical kill-switch, deters would-be robbers or thieves. Further, Grend and all employees are trained in the use of the weapons they sell, and always armed with a gun loaded with some kind of magical ammo – often *bullets of burrowing*.

Proprietor and Staff. It's no secret that Grend is not a fan of the Crimson Scourge (p. 55), the largest group of hobgoblins in town. Rumor holds that he was a member of a rival clan that was smashed by the Scourge, but he refuses to talk about it. He will do business with them because their money is good, and they tolerate him because his work is top-notch.

Wares and Services. Grend stocks a full selection of standard Æther Age guns, grenades, and ammunition, as well as a handful of enchanted weapons of the same types – particularly exotic and magical ammo. The shop will occasionally take on custom work if the price is right, specializing in creating ammunition to deal with creatures that are normally impervious to bullets.

NECESSITIES & CURIOSITIES

Both a general supply store and a pawn shop, this squat shop in the northern Lower Trade Lanes caters primarily to adventurers and mercenaries who use Skullport as a base for operations in Undermountain. Owned and run by a pair of surly club-footed dwarf brothers, Dolo and Rolo, the shop does a brisk business supplying those who need to stock or restock for treks into the surrounding dungeons. As a pawn shop, they also end up trading frequently in the equipment of fallen adventurers – whether found on monster-victims by subsequent expeditions, or hawked by the previous owners' own murderers.

Proprietor and Staff. Dolo and Rolo are grizzled and salty even by dwarven standards, glaring at customers and scowling through sales. They bribe the Crimson Scourge well and often enough to have a more-or-less permanent presence of armed guards, who discourage shoplifters and ornery customers.

Wares and Services. The shop sells average quality adventuring gear, along with a small, irregular, and ever-changing selection of weapons, armor, and magic items. The latter wares consist mostly of pawned loot from dungeon delvers who had no use for it, and the brothers sell such items as-is – they make no guarantees as to quality, nor any promise that the previous owners won't come looking for them.

BENEATH THE STREETS

Under the twisting and uneven streets of the Lower City, a network of cramped tunnels and natural caverns serve as the town's sewer, and the Iron Ring maintains a dungeon to keep those they want out of the way, but not dead.

THE DUNGEONS

Skullport has a dungeon in the classic sense – a set of underground stone cells in which undesirables are locked. Once under the control of the Skulls (p. 58), the dungeons are now a place for the Iron Ring to lock up those who cause too much trouble in town, without “contaminating” the slave pens on Skull Island by putting hardened criminals in with docile chattel. The dungeons open into Skull Square in the Lower Trade Lanes, and are guarded by a company of Crimson Scourge hobgoblins (p. 55).

The Kennels. The hobgoblins keep their kennels near the entrance to the dungeon, so that it's impossible to get in or out of the complex without passing a room full of worgs. The creatures bark ferociously at anyone not accompanied by enough hobgoblins that it's clear they are in control. In the event of an escape attempt, a riot, or an attack from outside, the worgs are loosed upon the intruders, and will attack anything that isn't a hobgoblin or another worg. The aftermath of previous slaughters can still be found in the entrance to the dungeons – large rusty bloodstains and the pervasive reek of death.

THE SEWERS

What were once the sewers of the ancient Netherese enclave were smashed and shattered when the enclave collapsed, leaving a broken and twisted series of passages that opened in many places to surrounding natural cracks and caverns. The resulting network of tunnels was largely flooded by spillover water from the River Sargauth, and now connected to the streets of Skullport by various irregular iron grates and stone gutters, they serve as the town's sewer. Disgusting, cramped, and inhospitable enough in most places to keep all but the most wretched of the town's inhabitants out, they are nevertheless a dangerous and difficult place to navigate. In addition to the normal giant rats and monstrous centipedes of any Faerūnian sewer, the tunnels are inhabited by any number of deadly creatures from the river's depths, as well as those specifically brought and cultivated by the Skum Lord to discourage intruders.

The Skum Lord. The ancient aboleth commonly referred to as the Skum Lord is a centuries-old enigma of the Port of Shadow. (It's not even known whether the creature chose this epithet itself, or “Skum Lord” is simply what its minions and enemies call it.) It is a cunning and devious aberration that has inhabited the sewers of the Port of Shadow for centuries, eluding every effort to kill, capture, or even locate it. Beyond the mere fact of its existence, and the unquestionable influence that it can exert in the city above via its many unknown minions, very little is known about the creature itself. It has endless escape plans and contingencies prepared, a repository of potent magic items, and a vast reserve of magical power of its own. Whatever ancient and inscrutable schemes it hatches in the malodorous murky darkness, the Skum Lord is an undeniable power in the city.

LOWER HEART

At the far end of the Trade Lanes, the final chamber opens up considerably, the walls becoming rough and irregular, and the ceiling soaring much higher than the other districts. The echoes of the Port and Trade Way are swallowed by the cavernous heights, as is the feeble light cast by scattered street lamps, leaving an oppressive silence and gloom over the area. Unlike the other wards, which have at least one or two major thoroughfares that lead most or all of the way through, the Heart has only twisting alleys between the often sprawling and irregular buildings. Foot traffic is much less common here, and passersby are as likely to glare suspiciously at strangers as to look away.

The buildings here are often nicer and better maintained than in other parts of town – though this is quite relative, and all still bear the rot and grime of centuries in the clammy dark. Apart from a few scattered businesses (including some of the town's most famous), most of the Lower Heart is made up of the residences and estates of wealthier citizens. Private estate guards sometimes patrol the streets near their employers' homes, though they aren't paid to care about anything that doesn't affect their boss.

THE FOUNDRY

Sometimes still called Thaglar's Foundry, for the gray dwarf that built it – and whose descendants still own and run it – the Foundry is the only building of its kind in town. Tucked away in the northeast corner of the cavern, at the mouth of narrow crevasse which leads deeper into the dungeon, the Foundry provides metal casting services. They mostly do work for other businesses in town, but also engineers, quartermasters, and others looking for parts they can't find elsewhere.

Proprietor and Staff. The reigning “Lord of the Foundry,” and patron of the small clan of gray dwarves who live and work there, is a greedy but more-or-less honest dwarf named Kothag Xundorn. His business ethics stem from a desire to maintain the family's reputation as reliable craftsmen, which is carried well beyond Skullport by the sailors and sky pirates who pass through, though he's also well aware of the monopoly that he and his kin hold within the city. Inside the Foundry, his rule is iron; most of the employees are his kin, and obey without questions. Others know that they are both outnumbered and expendable, should they fail to follow Kothag's orders.

THE HOUSE OF THE LONG SLOW KISS

One of the most (in)famous establishments in Skullport is its largest and finest brothel, a rambling four-story maze of silk-draped boudoirs and perfumed bedchambers called the House of the Long Slow Kiss. The madame employs (and purchases) only the most gorgeous and exotic courtesans and escorts, including creatures that would normally devour their lovers *in flagrante*, but have been convinced, conditioned, magically bound, or otherwise prevented from doing so while working at the brothel. The House caters only to wealthy or important clients, able to pay the lavish prices in gold or influence. A pack of barghests act as “bouncers,” keeping out undesirables and preventing harm to the brothel employees, and at least a few statuesque stone golems lurk among the harem-like décor. Several of the prostitutes are more than capable of defending themselves, should the needs arise.

Proprietor and Staff. The establishment makes regular appearances in the more prurient tabloids of the City Above, with this or that celebrity or politician being alleged to have been caught with a yuan-ti courtesan, or to have fathered a half-demon bastard with a comely fiend. The reality is even more sordid – the current proprietress, a cunning and powerful “succubus” named Shahira (who is actually a rakshasa; see p. 62), maintains a network of spies that reaches well into the City Above, gathering dirt on politicians and power players of all kinds. Shahira appeared suddenly in town about a century and a half ago, seizing control of the establishment after the mysterious disappearance of the lamia sorceress who had founded it. Since then, she has quietly built an empire of gossip, vices, and compromising secrets, headquartered in her sinister silken bordello.

THE DEEPFIRES

The town's most upscale visitor accommodation is a tall and well-maintained building near the entrance to the Heart. With a long-established reputation as a safe haven in the dungeons, the inn charges exorbitant rates for their moderate-quality rooms and food, because they guarantee the security of their rooms from physical or magical intrusion. This feat is achieved by layers of magical wards placed on and around the building, maintained by moonlighting wizards of the Keepers. The inn can honestly boast that no customer has died in his room in over a century.

Proprietor and Staff. The owner is a wealthy Amnian gentleman by the name of Felix Severo, rumored to have been a master assassin for the Shadow Thieves, who retired to the Port of Shadow to escape their reach. If true, this would give him keen insight in how to protect his guests from those who mean them harm. True or not, he quietly encourages the rumors, even while laughing them off if asked.

Wares and Services. The rooms are safe – locked with magical dead bolts and warded against scrying, teleportation, and other magics – if fairly small and spartan in décor. Like many of the inn's previous owners, Felix also deals in venoms and toxins – a fact which seems to lend credence to the stories of his past. He can provide any of the poisons listed in the *Dungeon Master's Guide* (p. 257) at the listed costs, taking no more than a day to obtain even the most expensive varieties.

SEIJARA'S CREATIONS

Claiming to have been a student of the legendary Metal Mage, Seijara is a powerful wizard with a shaven head, a steely glare, and a mechanical arm. She designs and builds techno-magical constructs, selling them at a very steep price. Even so, she does a respectable business, and is able to live in comfort and relative seclusion. Among her best selling models are the scaladar that she claims to have learned to build from Trobriand himself, though she doesn't appear old enough to have been born within decades of his demise. She, of course, maintains several scaladar and constructs of her own, to protect herself and her shop from thieves and worse.

Proprietor and Staff. Seijara has no staff or apprentices, aside from the techno-magical constructs she built to serve her. Some of these are humanoid, beautifully constructed, and can help around the shop and even interact with customers. Whether or not her claims of being Trobriand's apprentice are true, she is unquestionably powerful in the arcane arts.

Wares and Services. Seijara stocks a handful of ready-to-buy constructs, but more often builds custom units to order. This includes fully-functional prosthetic arms, like the one starting just above her right elbow. Even the basic models are exorbitantly priced (as a Very Rare magic item); if asked (and well-compensated), she will build in custom gadgetry, like the various devices in her own arm – retractable blades, tools, and magic items.

THE CENTRAL AND UPPER LEVELS

The central and upper levels of Skullport are made up of webs of interconnected catwalks – some well maintained or even enchanted, others rickety and rotted – strung between the various structures among the ledges and stalactites of the massive caves. Lights are even more scattered and dim than in the streets below, and the ambient sounds from below are muted, echoing eerily off the cavern walls. Condensation drips from the stalactites that cover the ceiling, leaving a gritty wet sheen on everything.

Most of the buildings at these levels are perched on ledges, supported by suspension cables, anchored haphazardly to walls or massive stalactites. The locals are responsible for the upkeep of the catwalks near their buildings, so the quality and state of repair tends to be similar. Shops have an interest in their customers being able to access the establishment without falling to the street below, and so most are willing to foot the expense of sturdy walkways.

Vehicles and animals are completely out of the question on the catwalks, and even foot traffic is much lighter than below – most who come to this level know exactly where they want to go, and make their way as quickly and directly as possible. Muggings and other street crime are somewhat less common than below, if only because any struggle or combat is likely to end up with everyone taking a quick and unpleasant trip to the broken cobblestones below.

CENTRAL PORT

Hanging above the bustle of the waterfront, this section of town is much like the area below – dockside taverns and hostels, often with rope ladders directly from the streets to the entrance. The walkways are mostly kept in decent repair, though it's always possible to accidentally find a plank that has succumbed to the moisture and mold. Foot traffic here is mostly made up of sailors, on the way to or from their favorite watering holes; the few shops and storefronts above the port usually sell things of nautical interest and utility.

CATWALKS

Although reasonably well-maintained in most of the areas that creatures are likely to walk, the catwalks of Central and Upper Skullport can be treacherous to the hasty or unwary. Moving at a regular walking pace, with at least one hand free to grab ropes and handholds, a creature doesn't risk falling in most places. Any movement faster than normal (including a Dash action), any situation that forces a Dexterity saving throw (an area spell, etc.), or any effect which causes a creature to be moved unwillingly (*gust of wind* spell, etc.), knocked prone, or otherwise subjected to a shock that might cause loss of footing, can result in a fall.

A creature affected by such an event must make a DC 12 Dexterity saving throw *or* Dexterity (Acrobatics) check (unless it was shoved, in which case losing the contest is the same as failing the saving throw), to avoid falling to the Lower level. On a failed save, the creature steps on a bad slat, pitches over the side, or otherwise plummets from the catwalk, taking 3d6 bludgeoning damage if it fell from the Central levels, or 6d6 if it fell from the Upper levels, and ending upon the street below. If the creature fell from the Upper levels, it may attempt a second Dexterity saving throw *or* Dexterity (Acrobatics) check, this one DC 14, to grab the Central level catwalk and arrest its fall, ending up on that level instead.

A creature can also attempt to shove another creature that is no larger than itself, making an attack identical to a grapple – but instead of grabbing the target, the attacker attempts to push them over the edge. If the target loses the contest, it falls as if it had failed the saving throw above (though a creature shoved from the Upper level can attempt the second saving throw to grab the Central level catwalk).

WISDOM'S TEETH

A coven of night hags runs this dim and smoky establishment, lodged between a trio of massive fang-like stalactites at the north end of the cavern. Baetheg, Duana, and Sahbd (see p. 62) sell poisons, curses, and the accouterments of dark magic, often cackling gleefully as they do. They keep a small selection of magic items, mostly cursed, demonic, necromantic, or venomous in nature, though a customer must know what they are looking for, as none are on display. The sisters will purchase such items as well, preferring trades, but willing to shell out the going price if need be. Occasionally, they will tell the fortune of a customer, sometimes for money, and sometimes spontaneously, without being asked – though they're habitually cryptic, and love to give out just the right hints and insinuations, to nudge mortals toward dark and destructive destinies.

Proprietor and Staff. The three night hag sisters live and work in the shop, and can be found there at virtually all times. They have no “employees,” though they do have a handful of magically-bound fiends (mostly imps), who lurk around the shop being “helpful.”

Wares and Services. The sisters care only for magic, and mostly for black magic at that. They will buy magical items, including cursed objects, and they sell the same – as well as their spell-casting services, which shade toward dark magics as well.

CENTRAL & UPPER TRADE LANES

The forest of stalactites that hangs from the ceiling over the Trade Lanes hosts a number of businesses, mostly taverns, inns, and unremarkable storefronts selling general supplies or pawned (often stolen) goods. Many shop buildings include the residences of the owners, and several homes unconnected to shops are scattered among them. The quality of the ropes varies more widely than above the Port, but remains relatively safe in most places. Pedestrians are mostly locals, hurrying nimbly from place to place, often bearing backpacks to carry their bundles with hands free to help navigate the rope bridges and ladders.

The Waterclock. The clockworks and waterworks that power the massive Waterclock of the Trade Lanes are nested inside a giant stalactite here, with an access hatch on the first level of catwalks. The rhythmic clanking, dripping, and sloshing of the elaborate mechanism can be heard nearby, and more loudly inside. The interior is cramped, clammy, and dangerous, with saw-toothed gears gnashing the air on all sides of the narrow technical access crawlspaces. The machinery is robust enough to chew up most things that get caught in the gears, which includes the occasional rat, bat, or giant bug, or more rarely, one of the technicians who keeps it running.

Any creature moving around inside the Waterclock must make a DC 12 Dexterity saving throw any time it takes movement, is moved unwillingly (*gust of wind*

spell, etc.), or comes into contact with the gears for any reason. A failed save inflicts 2d6 points of slashing damage, and the creature is caught between meshing gears, becoming Grappled and Restrained until it escapes (DC 12). Each turn that the creatures begins in the grapple, it takes another 2d6 points of slashing damage from the gears. If one or more creatures remain caught in the gears for more than 5 consecutive turns, the clock stops and must be repaired before it will operate again. In this case, the damage ceases, though the creature remains grappled until it can break free. A creature reduced to 0 hit points by this damage is mangled and spit out by the gears. Technicians will come to check on the clock within 1d6 hours of it breaking, and do weekly maintenance and cleaning when the clock is functioning normally.

TRICKS & TRAPS

This squat wooden building is perched precariously on a ledge near the top of the north wall, supported with scores of irregular suspension cables. It creaks worryingly whenever anyone moves around inside, though the shopkeepers don't seem to notice. The walls and shelves are full of deadly contraptions, and a single slowly-rotating sign hangs in the middle of the front room, obvious to all who enter, that says "TOUCH NOTHING – YOU SET IT OFF YOU BOUGHT IT" on one side, and "NOT RESPONSIBLE FOR LOST EXTREMITIES" on the other. The owners of the shop proudly claim to have killed more people that they never met than anyone else in town.

Proprietor and Staff. The shop is co-owned by a shifty and scraggly native Waterdhavian man called Fingers, and a scowling foul-mouthed goblin lass named Quursha, who bicker and snipe at each other constantly. They employ a team of goblin technicians, who will perform "field installations" of custom-designed traps for an additional fee.

Wares and Services. The shop sells exactly what they promise – traps, parts for traps, tools for working on traps (including clockmaker's tools), and so on. They will sell most of the devices on display if made a good offer (caveat emptor, no guarantees, no refunds), but their specialty is designing, building, and installing custom traps for those who can pay their exorbitant fees.

CENTRAL & UPPER HEART

The cavernous ceiling above the Heart is considerably higher than the other chambers, and although there are plenty of jagged stalactites, they're neither as large nor as plentiful as in the Trade Lane. The central level is made up mostly of homes, along with a few scattered shops, while the ceiling hosts some of the most unusual structures in town. Lighting is dim and sounds seem muted, as though dulled by the cavernous darkness, and indecipherable whispers constantly echo from every direction.

Drow Refuge. The southeastern corner of the cavern is dominated by what looks like a massive, bloated spider of glossy black obsidian, clinging to the ceiling. Constructed long ago by the dark elves of House Tanor'Thal, this miniature palace is now occupied by the drow of House Lysean, who seized control of it (and other Tanor'Thal holdings) in a power struggle about a hundred years ago. No longer the remote outpost of a family whose power lies hundreds of miles away, the enclave is now the seat of House Lysean's empire – a commercial empire which stretches along, and beneath, the Sword Coast.

Lysean house magi and priestesses have used similar magics to those which created the Moaning Cove, to create an extra-dimensional compound within the spider's abdomen. The bulk of the house's estate, including the home of the matron mother and most of her immediate family, resides within this shadowy pocket-realm, which can only be reached from a heavily-guarded portal in the obsidian spider's heart. Surrounded in dark opulence afforded them by their pivotal position in the slave trade, the scions and priestesses of House Lysean live at least as comfortably as in any dark elf city.

The Worm's Gullet. This building is actually a gigantic purple worm that was magically petrified long ago, strung out along the northern edge of the cavern ceiling, and hollowed out to accommodate a nightclub and casino. The décor is fantastically expensive, just shy of garish – furniture, art, rugs, and tapestries from all over the Realms, some purchased, some "donated" by guests who wagered more than they could pay in gold. The "backbone" of the establishment is a long wide corridor which runs the length of the worm, with doors opening in on various theme-decorated rooms ... "the Calishite Harem," complete with authentic Calishite silks, statues, and employees ... "the Zhentish Parlor," decorated in the baroque style favored around the Moonsea ... "the

Elven Court,” a parlor with genuine elven furniture and tableware, and the illusion of a sun-dappled forest glade outside of faux windows; and many others.

The establishment has changed hands many times over the years, from earnest restaurateurs trying to make a go in an exotic and dangerous location, to various Skullport gangsters who wanted a cut of the casino's profits. The current owner is neither, but a mysterious sorceress from Kara-Tur named Shikiko,

who won the entire place from the previous owner several years ago, in an evening of amazing luck. Shikiko always dresses in the traditional garb of a Kozukuran geisha, and wears a smooth porcelain mask with a stylized feminine face painted on the front (but lacking any holes for eyes, nose, or mouth), which changes expression to reflect her mood.

GOODS AND SERVICES IN SKULLPORT

Skullport exists primarily as a manifestation Waterdeep's black market (see p. 14), and as such, is the place to find the few things that aren't available for sale in the City Above.

Stolen goods show up regularly in the storefronts and vendor stalls of Skullport, often enough that they are treated like any other wares for sale. Unless an object was stolen from someone in town who's looking to get it back, there's no one checking the shops of Skullport for stolen wares, so selling or buying such things in town is no different from regular goods. Even so, a thief in the City Above is just as likely to fence his ill-gotten gains there as to brave the journey to the Port of Shadow, where he may as easily be mugged or murdered for his loot as paid for it.

The majority of the stolen goods that make their way through the port are pirated cargo, more often sold at auction and moved from ship to ship, than put on sale at any shop or storefront in town. Bulk trade goods tend not to hold great interest for adventurers anyway, so unless the party is taking up piracy or trying to accomplish some quest that requires forty barrels of salted cod, they probably don't care too much about this aspect of Skullport's economy.

The relative few kinds of *illegal goods and services* in the City Above are widely available in the Port of Shadow, including specialty shops that could never exist in a more civilized settlement. Corpses, curses, poisons, forbidden magics, all can be found by those willing to brave (and able to survive) the dim alleyways and rickety catwalks. As with the black market of Waterdeep above, the DM may either play out the search for a particular kind of shop (especially if there are planned street encounters awaiting the party), or may allow one or more player characters to attempt a Wisdom (Streetwise) check to find it. See Black Market (p. 14) for DCs based on the value of the items; the DM is free to adjust this based on the nature of the items sought.

Even if the mainstay is the traffic in slaves and illegal goods, however, any community needs certain basic supplies, which aren't themselves illegal. Sometimes, they were stolen – pirated trade goods are often purchased by shops in town, and sold to the denizens of Skullport – and sometimes they are produced locally and/or traded for legitimately. (At least, as legitimate as any sale can be in a lawless and lightless bastion of the black market.) The Fish Market in the Lower Port and the Dark Harvest Market in the Lower Trade Lanes serve as the primary sites for locals to obtain food, whether for their own consumption, or to prepare for guests, customers, or prisoners. Other shops sell most of the standard gear available in any city – hosting as many mercenaries, pirates, and spelunkers as the community does, there's always a market for adventuring gear, weapons, and other standard equipment from the *Player's Handbook*, as well as *Æther Age* equipment from *Æthereal Gaslight*.

Armor and Shields. Necessities & Curiosities (p. 49).

Weapons. Grend's Arms (firearms & specialty ammo, p. 48); Necessities & Curiosities (p. 49).

Adventuring Gear. Necessities & Curiosities (p. 49).

Tools. Tricks & Traps (clockmaker's & thieves', p. 53).

Pawn and Curio. Necessities & Curiosities (p. 49).

Machines and Parts. Seijara's Creations (constructs, p. 51).

Magic Items and Spell-casting. Wisdom's Teeth (dark magic, p. 52).

FACTIONS & DENIZENS

For a small community tucked in the corner of a deadly dungeon, the Port of Shadow hosts a great number of powerful groups and individuals. Some of the Realms' worst criminal rub shoulders with the most feared creatures of the Underdark; anyone who hopes to survive long in the city must be prepared to defend themselves from such villains, should the need arise.

If a native is asked who's "in charge" in Skullport, the three most common responses are the Iron Ring, the drow of House Lysean, or just a cynical gut-laugh – not necessarily in that order. Given that the current (unofficial) leader of the Iron Ring is a dark elf lord and brother to the matron of House Lysean, the former two answers are essentially the same – slavers from across the Realms, whose operations converge in the Iron Ring, are the closest thing to an official authority in town.

The third answer, however, is probably the most honest. The truth is, the Port of Shadow has no real authorities – not even the infamous floating skulls (see p. 58) for which the town is named, who have mostly faded into dormancy and obscurity over the years. The Iron Ring itself is hardly a unified bloc; brutal and bloody power struggles, even assassinations, are commonplace between members. Many of the non-drow members aren't happy at all with the current dominance by House Lysean, and will leap at any opportunity to unseat Lord Ilivyr.

And of course, other powers scheme in the darkness – Shahira (p. 62) of the Long Slow Kiss (p. 50) maintains an extensive spy and blackmail network, which reaches into the City Above; the Skum Lord (p. 49) has tendrils (literal and figurative) squirming in almost every corner of town, and doubtless further in the murky depths; a coven of night hags (p. 62) is rumored to own a controlling interest in the souls of Skullport's most powerful players. And the gods only know what other things might be lurking in the shadows, quietly pulling strings and slashing throats.

PIRATES, SLAVERS & MERCENARIES

The majority of Skullport's permanent and transient residents are usually involved in one of three trades – piracy, slavery, or war for hire. Although there are scores of lone sellswords, independent pirate crews, and slavers from across (and beneath) Faerûn, the following organizations are the largest and most influential in these areas. They don't as a rule go around killing all competition, though most will certainly take an interest in any rival or upstart that gets large enough to have an impact on profits.

THE CRIMSON SCOURGE

Currently the largest mercenary outfit to work in and around the Port of Shadow is a hobgoblin company called the Crimson Scourge. They are on contract with the Iron Ring (specifically with the duergar warden, Odok Orengaard), to provide security for both the dungeons beneath Skull Square, and the slave pens on Skull Island. Rigorously trained and well-disciplined, the hobgoblins of the Scourge are as close as the town has to law and order – though their primary concern is in preventing or dealing with disruptions to Iron Ring operations, including chasing down runaway slaves.

Krovak of the Scourge. The commander of the Crimson Scourge is a ruthless cleric of Maglubiyet, the tyrant-god of goblin-kind, named Krovak. He demands nothing less than perfect loyalty and discipline from his soldiers, and is famously just as harsh with those hobgoblins who step out of line, as with escaped or rebellious slaves. So long as he gets paid the exorbitant fees that he demands for his company's services, his loyalty is unwavering. And so long as his soldiers remain loyal to him, their wages are more than enough to keep them happy, even in spite of the grueling training and iron discipline that their leader demands.

THE IRON RING

Nearly as old as the city itself, the Iron Ring has been a fixture in Skullport for centuries, and a hub of the slave trade between the surface world and the Underdark for most of that time. More than anything, it's a loose business affiliation between the scum of the Realms, for capturing, transporting, and selling slaves to any market that demands them. These days,

this most often means the Underdark, but even with the social reforms and liberation movements sweeping Faerûn, there are markets for “indentured servants,” “tenet farmers,” and flat-out slaves, in more places throughout the Realms than anyone would like to admit. This has made the members of the Iron Ring fantastically wealthy, and their influence ranges well beyond Skullport.

Current members of the Iron Ring include Zoana Anteos (p. 35), a scion of the House of Anteos, high priestess of Loviatar, and leader of the Crystal Thorn; Quentin Tothrian (p. 38), an agent of the Zhentarim, sent to infiltrate the City Above, and represent Zhentish interests in Skullport; Odok Orengaard (p. 59), a ruthless duergar who oversees the prison and slave pens on Skull Island; Giishrid (below), a bloodthirsty high priestess of the loathsome kuo-toa; Za'rin Jumahar (below), a decadent Calishite aristocrat and fire-blooded genasi sorcerer; and Ilivyr Lysean (p. 60), the current unofficial leader, a dark elf lord who is brother to the matron of House Lysean. Their minions, servants, and slaves are many – each maintains their own power base, nurtures their own alliances (and rivalries), and hatches their own schemes.

Cebrian Black-Robe. Not a member of the Iron Ring so much as an evil spirit that haunts the Tower of Seven Woes, Cebrian's tale is one of tragedy and sorrow. Once a respected and ranking champion of Tyr, and a Grand Inquisitor of the Order of the Even Hand, he became consumed with the hunt for heretics and infiltrators within the Church. Cebrian was pivotal in the events that lead to the downfall of the House of Moonstar and the Church of Selune (see p. 23); when he realized how he had been manipulated by the death knight Vanrak Moonstar, he threw himself from the cliffs above Deepwater harbor, and plunged to his death. How his spirit came to be the dreadful undead creature that now resides in the infamous tower of Skull Island is a matter of debate and speculation – some say he was cursed by Tyr for his obsession with torture; others that he was “blessed” by Loviatar for the same reason. The most colorful versions claim that he was on his way to Hell, but his chains got caught in Skullport.

Whatever the case, Cebrian's spirit is now a bitter and sadistic wraith, haunting the lower levels of the Tower of Seven Woes, with no interest or desire other than to inflict pain and suffering on those he finds there. Ilivyr uses his “services” by locking those who displease him within the tower, leaving them to Cebrian's tender undead mercies. Those that perish become specters in thrall to their dread lord and murderer, following him around (often tangled or locked the spectral chains he drags with him, identical to the ones he wrapped himself in to ensure his drowning), or lurking near their mortal remains (usually left to rot near where they died).

Giishrid. The kuo-toa have many settlements in the nearby Underdark and surrounding ocean depths, and raiding the surface waters and coasts for slaves and pillage has long been a pass-time for the fish-men. Giishrid is a high priestess of the kuo-toa, who serves as a liaison to the treacherous air-breathing races, and oversees the slave trade between them and her people. In recent years, the kuo-toa have stepped up their activity in the region, and the volume of trade has increased enough that the fish-men were formally invited to send a representative to join the inner circle – i.e. the Iron Ring itself. Unbeknownst to her colleagues and co-conspirators, Giishrid has been nurturing other alliances as well, most notably with the Skum Lord (p. 49), an ancient and malevolent aboleth that dwells beneath the city.

Za'rin Jumahar al-Memnon. A Calishite sorcerer-aristocrat with the blood of the ancient Ifrit lords, Za'rin is handsome, wealthy, cunning, and powerful. He bought his membership in the Iron Ring with family wealth, and administers the trade of slaves to and from the Lands of Intrigue to the south. Although he generally affects the demeanor of a foppish and effete scion of wealth and leisure, he's as ruthless, clever, and deadly as any member of the Iron Ring – a fearsome fire-mage, with a temper befitting his elemental heritage, and a network of allies and servants stretching from the City Above to his homeland far to the south. He's been known to summon salamanders and efreeti bodyguards when seriously threatened, claiming that they are servants of his great-great-great-grandfather, the mighty Ifrit Lord Memnon.

SKULKER GANGS

“Skulker” is centuries-old colloquial slang for a resident of Skullport, and skulker gangs are the small, informal groups that form among those residents who aren't part of a larger faction – often for protection against other gangs and groups. The roster of skulker gangs, and the members of each, is constantly changing; few ever become powerful enough to last long. Those who get to be large or noisome enough to gain the attention of a major faction are most often recruited, slaughtered, or driven out of town. A few have lasted long enough to gain a more-or-less permanent foothold, surviving in spite of any efforts to run them off or wipe them out.

Breakneck Boys. One of the oldest skulker gangs, the Breakneck Boys consider themselves the masters of the catwalks on the central and upper city. Their name comes from the condition in which their enemies are often found, on the street below with neck broken from the fall. Members train in acrobatics and maneuvering on the catwalks, often swinging or leaping from one walk to another, threading their way across the caverns in moments. Only the quick and nimble survive; those who can't keep up with the gang end up broken on the streets below. (All have the Acrobatics skill, and get advantage on all rolls to maneuver on the catwalks or avoid falling.) They aren't territorial or confrontational in the ways that one usually expects a gang to be; if attacked or confronted, they generally scatter in all directions to confound pursuit, and meet up later to decide what to do about it. If the gang resolves to kill someone, they'll make sure they have the advantage of numbers – wait for the victim to cross the upper city, swarm at him from every direction, beat, stab, and shoot him as necessarily to soften him up, then push him and watch him fall.

THE KEEPERS

If Skullport has a public works department, it would be this secretive cabal of magi, who maintain and operate the magical locks, hoists, and gateways that allow ships from the surface to reach the shores of the River Sargauth, and thence to dock at the Port of Shadow. They also helped the drow mages of House Lysean create, and still help to maintain, the Moaning Cove, giving them power over two of the major ways in and out of town. They have survived the centuries in the dark, surrounded by power-hungry slavers and merciless cut-throats, by remaining indispensable and stubbornly neutral – if someone moves to control, destroy, or subvert them, the other powers in town will unite to stop them, for fear of losing access to the locks. This has kept the organization from coming too far under the sway of any one group, though they consider the Iron Ring and House Lysean to be their top shelf customers.

Jurgen the Harbor Master. Although the internal structure of the Keepers is as mysterious as the magics they use to maintain the locks, there is one Keeper who is known to almost everyone in town – Jurgen the Harbor Master, a gloomy and melodramatic man who oversees the admission of surface vessels through the many magics required to get a full-sized ship from the Seacaves (p. 45) to the Port of Shadow or vice versa. Jurgen and his assistants/apprentices, a dozen or more wizards of various ability, live and work in the Keeper

enclave to the southeast of Skull Island. All communications go through the *sending stones* in his office, where he reads the elaborate array of ethereal compasses which tells him the present location of the topside end of the main portal. An order from him can send just the wrong message or deactivate just the right lock to send a ship to its doom, a trick he loves to employ when he suspects that a particular vessel is not what it claims to be.

THE SHATTERED SKULL

The orcs, ogres, and mixed-blooded mongrels who rally under the banner of the Shattered Skull make up a particularly brutal band of pirates, slavers, and occasional mercenaries. They consider the Port of Shadow to be their base of operations, and can be found there when looking to unload their latest haul, and then spend the money they made on weapons and vices in town. Their leader, a demon-blooded orc called Uruuk the Unclean, is vicious, sadistic, and violent, and he expects the same of his crew. He recruits from the many orc- and ogre-kind that have been scattered and hounded by the spread of human cities, railroads, and so on; weaklings die quickly, leaving only the meanest, toughest, most ill-tempered orcs of the Sword Coast. He has amassed a fleet of fives ships, some purchased and some stolen, and is aggressively acquiring more. He hand-selects his captains for brutality, ruthlessness, and loyalty.

Uzuul the Unclean. Bragging to be the son of a tanarukk – an orkish phrase that's roughly equivalent to “mean son of a bitch,” and also literally true in Uzuul's case – the leader of the Shattered Skull is a powerful and ambitious demon-blooded orc warlock. He maintains his leadership through fear, violence, and paranoia, though he also pays his crew well, always living up to his famous promises – you keep what you kill, and every bloodied blade gets a share of the profits. He imagines himself joining the Iron Ring, killing someone if need be to “free up” a seat; he hates all of the existing members with equal passion, and would gleefully slaughter any or all of them if given the opportunity. Still, they are the ones who buy his slaves, so he tolerates them for now ... until he takes his rightful place as the leader of the Iron Ring and the Lord of Skullport.

Bargog Hammerfist. Uzuul's first mate, enforcer, and bodyguard is a hulking pale orog warrior who shadows him almost everywhere – a looming, staring, grinning shape looking over Uruuk's shoulder, glaring menacingly at whoever currently has his captain's attention. Although he's not actually mute, most believe him to be, as he almost never speaks; he has been known to give one-word answers to Uzuul, but usually doesn't even acknowledge attempts by others to communicate. He's doggedly loyal to his captain, following orders without hesitation; violent orders are his favorite, undertaken with particular relish. Bargog always gets second pick of the loot (after Uzuul, of course), and thrashes any crewman who gets too greedy while they divvy up the rest.

THE SKULLS

The mysterious floating (and talking) Skulls for which the town is named were once a ubiquitous and unpredictable presence in the Port of Shadow, breaking up disturbances in town with magic, issuing odd and nonsensical commands to those who attracted their attention, and mercilessly destroying any who dared to challenge them. Appearances were less and less common over the centuries, and have mostly faded into legend in recent years. Everyone in town knows the stories about the Skulls, and some longtime residents are old enough to remember seeing, perhaps even interacting with them. The occasional magical prank or drunken tale aside, however, no one has seen them in several decades at least, and even before that the sightings were rare. The Skulls of Skullport appear to be dormant, for reasons that no one has seriously tried to answer – most are just thankful that they're gone.

THE RAG MAGE

Long, long ago, this sentient animated humanoid bundle of rags was a dark elf sorcerer, who for mad reasons of his own, bound his life-force to the magical field which animated the Skulls. He, or it, has been a permanent resident of the town, so entwined and entangled with the ancient magics which surround the area that he couldn't leave even if he were inclined to. As with the Skulls, sightings of the Rag Mage have diminished over the years and centuries, though the animated junk which followed him around has remained, and in fact spread well beyond the Port of Shadow – the “raggamoffyns” (see p. 97), which were first believed to be the unique garbage-construct servants of the Rag Mage, have been spotted in cities and junkyards across the Realms. It's presently unknown whether they all spread from the Rag Mage's first creation (can animated garbage “reproduce?”), or have simply become more common because of the proliferation of junk in urban areas.

SHRADIN MULOPHOR

Shradin Mulophor is the immortal necromancer who founded the Port of Shadow, who was publicly destroyed by the Skulls hundreds of years ago, and yet whose life-force was bound to the magical field surrounding the area as theirs was. Ever since he was reduced to a bloody mist by the Skulls' magic, that has been his form: a heavy, metallic, wet crimson mist, often taking the form of a sinister-looking humanoid silhouette, seen from a distance. For a time, Shradin used his potent command of necromancy to inhabit corpses and attempt to carry on his business (animating and selling zombies), but ultimately he tired of prison after prison of rotting flesh, and abandoned corporeal form altogether. These days, he slumbers most of the time, but wakes occasionally with a great thirst for blood, whereupon stalks the streets and catwalks of the city. His crimson misty form descends on an unsuspecting creature, suddenly condensing and coagulating into a macabre shell around the victim ... moments later, the scabrous shell cracks and crumbles away, and the red mist departs, leaving a mummified husk with a horrific expression on its withered face. Or so the tavern tales go.

UNDERDARK INCURSIONS

The denizens of the Underdark have always been a large part of Skullport's population, and as a hub of trade between the surface and the deep, the town is a point of great interest to the deep races. Dark elves are the most common and influential in the area, with several factions of drow competing for dominance; other races of the deep have carved out their own niches, just as they do in their dark and deadly homes.

DUERGAR

The dour gray dwarves of the Underdark come to Skullport to trade the goods they craft in their joyless and unending toil. They use slaves to do the menial jobs that produce no salable goods, freeing up duergar hands for more productive labor. Aside from the occasional merchant ship or caravan from Gracklstugh, the most notable gray dwarves in town are the small clan of duergar who live and work in the Foundry (p. 50), and the Warden of Skull Island (p. 47).

Kothag Xundorn. The town's only foundry is controlled by a small clan of gray dwarves, descended from the duergar who built it. They maintain their monopoly by providing top-notch work (at top-notch prices), and by literally destroying any competition. Kothag rules the Foundry with an iron fist, and his clansmen are loyal to a fault – those who fail to meet his expectations are punished severely, and those who cross him are publicly executed. He requires his kin to train as warriors as well as craftsmen, from the time they can pick up a hammer, and they can often be heard drilling in the dark streets near the Foundry.

Odok Orengaard. The head warden of Skull Island is a sadistic duergar named Odok, who maintains an oppressive order over the slaves being quartered and trained. A full member of the Iron Ring (representing his home city of Gracklstugh) and a dedicated cleric of Duerra, gray and joyless god of the duergar, he takes grim satisfaction in breaking the spirits of his charges. His favorite enforcers and lieutenants are often former slaves – he hand-picks the strongest and most fearsome, such as centaurs, minotaurs, and trolls – bought from slavery, and trained for loyalty and brutality.

HOUSE LYSEAN (DROW)

The dark elves of House Lysean are perhaps the single most powerful and unified bloc in the Port of Shadow, having only a short century ago staged a ruinous attack on their rival House Tanor'Thal, then the reigning power in town and throughout the area. Even the Spider Queen herself likely doesn't remember what petty slight caused her to forsake the priestesses and warriors of House Tanor'Thal, or what preening obsequious ritual brought her favor to their rival house, but the birth of Vasharn Lysean – a half-demon draegoth, fearsome warrior and sign of Lolth's blessing – heralded the end of House Tanor'Thal's fortunes and reign.

Since their victory, the drow of House Lysean have avoided reprisal by abandoning their family estate in the city of Karsoluthiyl, and creating an extra-dimensional stronghold in the Drow Refuge (p. 53) in the upper heart of the city. They consider Skullport to be their domain, though they prefer to be the only dark elf house among so many lesser creatures – they don't have to worry about currying Lolth's fickle favor in power struggles against rival houses, and can offer up a steady stream of sacrifices and lavishly obsequious rituals to the Spider Queen's glory. They tolerate the presence of the Velve-Olath, or at least Ilivyr does, and his sister hasn't yet made an issue of it. They will attack members of House Tanor'Thal on sight, and although they will receive a drow noble of another family with proper etiquette and decorum, they will oppose any attempt to establish a presence in Skullport with violence, magic, and intrigue.

Ilisiara Lysean. Once the middle daughter of a powerful and cruel matron mother, Ilisiara rose to power on a tide of blood. First, she schemed with her elder sister to murder their mother; then, she betrayed that same sister just days later. Ishara Lysean was the matron mother of House Lysean for almost five days before Ilisiara betrayed her; at the culmination of a lurid ritual to ask Lolth's blessing on the new matron, the younger sister betrayed the elder, causing her to be ripped apart by the claws of her own half-demon spawn – Vasharn. Since that time, Ilisiara has ruled the house with an iron fist – she had most of her sister's daughters killed, and has withdrawn from the family's traditional estate in Karsoluthiyl. The remainder of the family's holdings have been invested in their power-base in and around Skullport, a move that has brought them great wealth.

Ilivyr Lysean. Matron Ilisiara's younger brother, Ilivyr is a powerful warrior-mage in his own right, and leads the Iron Ring with ruthless cunning and shrewd savvy. He has claimed the Tower of Seven Woes as his personal stronghold and macabre playground, a second home away from the Drow Refuge ... and in particular, out from under his sister's gaze. In spite of their successful familial and financial alliance – or perhaps because of the great power and wealth it has brought them – he's chafing more and more under Ilisiara's imperious nature. Careful not to offend Lolth herself by bucking the rightful authority of a matron mother and high priestess, he has quietly started establishing ties with the Velve-Olath, a local sect of male drow followers of Vhaerun, while cementing his power-base at the helm of the Iron Ring.

Vasharn Lysean. From the time he clawed and ripped his way from his mother's womb, at the culmination of a grisly ritual dedicated to the Queen of Spiders, Vasharn has been the pride and hope of House Lysean. The ritual technically went awry – Ishara, his mother, wasn't supposed to die ... but her

midwife (and younger sister) failed to perform a key element of the ritual, which would have saved Ishara's life. The irony, of course, was that Ishara and her sister had just days before murdered their own mother, making Ishara the matron and high priestess of the House. And her sister's “botching” of the ritual wasn't accidental, resulting in Ishara's death and Ilisiara's ascendance to the position of Matron Mother of House Lysean.

Thus was the birth of the half-demon half-drow child of treachery and death that is Vasharn Lysean; he has been treated as the favored son of the House, a living sign of the Spider Queen's blessing. His aunt has indulged every dark impulse and desire he has ever had, nurtured his uncanny knack for sorcery, and even took him on as an incestuous consort when he came of age. He is a creature of true darkness and malevolence, sadistic and vicious to the core, loyal first to Lolth and second to Matron Ilisiara. He has his eye on his uncle Ilivyr's position in the Iron Ring, though he won't act without his aunt's blessing, and she still has use for her brother.

THE DARK MAIDEN'S ALLIANCE

The followers of Eilistraee, drow goddess of peace and redemption, have maintained a temple complex (“The Promenade”) in Undermountain, not far from Skullport, for nearly as long as the Lolthians and Velve-Olath. They have attracted allies over the centuries, those who oppose the other dark elves in the region, as well as the enemies of the Iron Ring and other nefarious factions in the Port of Shadow. The result is a motley collection of Eilistraeen drow, deep gnomes from the nearby township of Underhaven, escaped and freed slaves given sanctuary, adventurers and crusaders who have joined the cause for their own reasons, and even the odd Harper agent (see Naomi Demonsilk, p. 37).

Kelynrae Lysean. To the eternal shame and chagrin of Matron Ilisiara of House Lysean, her younger sister Kelynrae is the current high priestess of the Dark Maiden, and spiritual leader of the Alliance. Disgusted by the murderous politics of her family and people, Kelynrae fled during the chaos following her mother's and eldest sister's deaths, when Ilisiara was consolidating power. Kelynrae had no doubt that her sister would have her killed as well, just to be sure that she wasn't scheming to take the matronship for herself. After finding her way to the Promenade, Kelynrae joined the assembled rebel dark elves and their allies, in their longstanding campaign to disrupt the slavers of Skullport. Over the years, she has proven her wisdom, cunning, and dedication to the cause, and while the Alliance has no one leader per se, her voice is greatly respected among her fellows.

HOUSE TANOR'THAL (DROW)

Once the First House of the drow city of Karsoluthiyl, and a premier power in Skullport, the fortune of House Tanor'Thal have fallen far. Their defeat and expulsion from the Port of Shadow was the first domino to fall, but it left them looking vulnerable to their enemies in Karsoluthiyl. When they attempted retribution against House Lysean, marching an army

through the city streets to their enemies' very home, they instead fell victim to a humiliating and deadly prank – the magi of House Lysean had left behind an elaborate series of programmed illusions, to goad Tanor'Thal forces to enter. The illusionary Lysean forces appeared to retreat ever-further into their stronghold, drawing their enemies' army inside ... and then the real Lyseans forces collapsed the whole thing,

with several tonnes of gunpowder and dynamite, set off with a bit of fire magic. Although only a small segment of their forces died in the trap, House Tanor'Thal was shown to be weak, having suffered two ignoble defeats at the hand of a minor house; their many other rivals quickly set upon them, murdering most house nobles, and chasing the survivors into exile.

The surviving nobles of the house took refuge in Kyorlamshin, a temple to Lolth deeper in Undermountain that they had built centuries before. Feeling forsaken by Lolth, and consumed by the thirst for vengeance, they have converted to the worship of Kiaransalee, drow goddess of vengeance and undeath. They are willing to do anything, pay any price, make any bargain, to destroy their hated enemies in House Lysean. They don't even really want their old wealth and power back – they intend to destroy the Port of Shadow completely, and turn the Lysean enclave into an abattoir, slick with dark elf blood.

Vazra Tanor'Thal. The Matron Mother of House Tanor'Thal at the time of their downfall, Vazra has turned wholeheartedly to Kiaransalee to help her and her house avenge themselves on their enemies. Her new goddess offered her a means to see it through personally, no matter how many centuries it may take: undeath. Now truly immortal, Vazra is a pitiless undead creature not unlike a lich, dedicated to a single overriding obsession – to avenge her family's downfall, and destroy all those who helped to make it happen. Beginning with House Lysean, the Iron Ring, and every creature in the Port of Shadow.

Savren Tanor'Thal. A spy and assassin of great skill and cunning, Savren maintains an identity in town as a yuan-ti pureblood blade-for-hire, named Qaath. He keeps inconspicuous tabs on all the comings and goings in town, but primarily on the fortunes and doings of House Lysean. Fully aware that he'd be slowly tortured to death for information and amusement if discovered by his enemies, he's very cautious in his means of gathering information, and carefully maintains his false identity at all times.

ILLITHIDS OF CH'CHITL

Mind flayers go through a lot of slaves, using them both as thralls and as food, and so are eager consumers of those sold by the Iron Ring – one of their top clients, in fact. This puts them in an influential position, bringing lots of money into the town, which flows through the coffers of the Iron Ring, to their guards, employees, and suppliers, and from there to the businesses of the town. The illithid population in the Port of Shadow is small, but their footprint is large; between their influence over the town's economy, their potent psionics, and their deadly reputation, they operate with great impunity.

The Emissary. The powerful and imperious ulitharid called the Emissary is the lead representative of the Elder Brain of Ch'Chitl in the Port of Shadow, overseeing the shipments of goods and slaves that travel to and from that nightmarish place. The Emissary is constantly accompanied by at least two regular mind flayers, and an entourage of thralls – most often humanoids while in town, a mix of bodyguards and servants, but also hook horrors, umber hulks, and worse when traveling through the dungeons or Underdark.

VELVE-OLATH (DROW)

Drow for “Dark Dagger,” the Velve-Olath is a large and widespread society of dark elves, mostly males, who worship Vhaeraun. No one is sure where their true headquarters are – not even most members – but Skullport is one of their primary hubs of activity along the Sword Coast. They have some minor slaving operations on the surface, and also hire out as assassins and spies for those with the coin to afford them. They are presently nurturing a quiet alliance with Ilivyr Lysean, head of the Iron Ring and younger brother of the local Lolthian matron, and work patiently and insidiously to drive a wedge between Ilivyr and his sister.

Cheznyn Raev. Although the structure of the Velve-Olath is too secretive and informal to say for sure, as far as anyone knows, their leader (or at least, their spokesman) in Skullport is a soft-spoken dark elf named Cheznyn, who generally wears a turban and scarf to cover his hair and mouth, leaving only his blood red eyes exposed. He makes all arrangements (and accepts all payment) on behalf of the group – most employers will never meet the drow who actually undertake their contracts. He's a frequent companion of Ilivyr Lysean, a fact that has been increasingly sticking in the craw of Matron Ilisiara.

FIENDISH INTERESTS

A den of decadence and depravity such as Skullport can't help but attract the attention of fiends, particularly those who deal in such things. A number of creatures of the lower planes pass through town, others have permanent agents and spies in place. Those below have made a home in the Port of Shadow, setting up shop to spread their fiendish influence.

MADAME SHAHIRA

Since the sudden disappearance of the lamia who once presided over the most famous brothel of Skullport, Shahira has run the House of the Long Slow Kiss (p. 50) with the insidious sensuality that only a succubus could. Of course, she isn't really a succubus, though no one in town has any idea – she's a powerful rakshasa sorceress, who maintains the guise of a lesser fiend in order to be consistently underestimated. Through magic, manipulation, and of course the wiles of her employees, she has built a web of spies and blackmail, with which she subtly influences events to her benefit. Her overall agenda is as obscure as her true nature, but with threads of influence reaching into the City Above and beyond, she can nudge events subtly to her liking, without betraying herself to be anything more than a succubus madame.

THREE HAGS

Baetheg, Duana, and Sahbd are a trio of ancient and wicked night hags, sisters (or so they claim) who run Wisdom's Teeth (p. 52). Although they don't often exert their power or influence in ways that others can notice – at least not from the Material Plane – they have their bony-clawed fingers in many of the pies to be found in the Port of Shadow. Rumors (which they slyly encourage, and may indeed have started themselves) hold that they own the souls of many of the town's most powerful and influential personages, which they paid in exchange for the hags' mystical help in achieving their positions of power. No one knows for sure who they hold in thrall, if indeed anyone, but rumors and whispers implicate virtually every powerful mortal in town.

3. CHARACTERS & CAMPAIGNS

Adventurers in Æther Age Waterdeep are built using the standard array of rules, starting with the *Player's Handbook*, modified using the new rules from *Æthereal Gaslight*, and any other optional material the DM wishes to allow – the *Sword Coast Adventurer's Guide*, *Volo's Guide to Monsters*, and *Xanathar's Guide to Everything* are all more than appropriate if available and desired.

EXOTIC AND MONSTER RACES

DMs using *Volo's Guide to Monsters* or other optional resources might allow PCs of the exotic and monstrous races contained therein. Such a character will face prejudice, particularly in the Old City – at least until they can earn a reputation that outshines strange appearance and common stereotypes. Dragonborn, tieflings, and even half-orcs can face similar reactions, though Waterdeep is cosmopolitan enough that all but the most reactionary and insular residents will at least give them the benefit of the doubt. A party of reputable-looking characters that happens to include one monstrous member can usually escape unfriendly attention, but a party who looks like a band of inhuman marauders is going to be confronted by the Watch if they try to enter any but the roughest parts of town (the Ramshackles, the outskirts, *maybe* the waterfront). The confrontation need not end in violence, as long as the PCs respond peacefully and respectfully, but a party who looks like they are looking for trouble will be watched and shadowed for as long as they remain.

The DM can account for this by giving such a character disadvantage on Charisma-based rolls (other than Intimidation) when dealing with any group inclined to discriminate. On the other hand, they are usually more warmly received by others who share their ancestry, and get advantage on Charisma-based checks with those of the same race, or who otherwise might feel some kinship for them. The DM may also give them a free background “contact” of their own people, a cousin or childhood friend who lives in the city, and is willing to help out in minor, non-dangerous ways.

DARK ELVES

Due to a long history perched atop a number of open passages to the Underdark (mostly via the *Halls of the Mad Mage*; see p. 41), and thus many experiences with drow plots and enterprises, Waterdhavians have a strong suspicion of dark elves. The legendary drow hero Driz'zt is centuries-dead, and the efforts of Eilistraee's followers (see *The Dark Maiden's Alliance*, p. 60) notwithstanding, the local dark elves (pp. 59-62) have only gotten more brazen, rapacious, and violent. A known dark elf faces prejudice at least as fierce and stubborn as any other exotic or “monster” race; worse, if a disguised drow is publicly revealed as such, most people will jump to the conclusion that she (and her whole party) is up to no good. Best case, they are subject to even more open hostility than if they hadn't been disguised in the first place; worst case, they are arrested and interrogated by the Gray Cloaks, on suspicion of being agents of a dark elf conspiracy.

CHOOSING SIDES

Throughout a campaign, but often particularly in the early stages, the party may be presented with opportunities to ally themselves with various established factions in the city. Depending on their choices and accomplishments, they may even be asked to join an organization as full members. These opportunities may come from the successful completion of certain jobs, from a party-member's background, or simply as the result of establishing the right reputation in the right community.

In order to get an invitation to join a particular group, all members of the party must be acceptable to the organization in question – most criminal groups won't even consider working with a paladin of Tyr, and many pious and respectable groups won't admit a known thief or warlock (not openly, anyway). Races with evil reputations – dark elves, goblinoids, tieflings, etc. – often have a hard time finding “respectable” work, though Waterdhavians will generally look past such prejudices if a character's deeds speak more loudly. (See *Exotic and Monster Races*, p. 63.)

Whether or not they accept such an offer is up to the consensus of the party (and possibly up to each character, if the DM wants to allow some intrigue between PCs); each potential employer comes with its own benefits and drawbacks for those who work with them. Known membership in one group can result in denial (or revocation) of membership in certain others.

Alternately, the DM and players can agree to start the campaign with the party already aligned with a particular faction (e.g. rookie Watch constables, or entry-level goons and thugs looking to break into the criminal underworld). This allows the DM to “assign” them the hooks for certain adventures, and both to constrain their behavior to some degree, and give them opportunities not available to freelancers or self-employed adventurers. This works exactly as if the party joined the organization in play – they report to the same superiors, get the same assignments, and begin to acquire renown within the organization. In theory, they can even take freelance work on the side, though some jobs will be unavailable because of their associations, and others forbidden by their current employer.

Faction Alignment. Each of the factions here has certain moral and ethical tendencies, which can be used to help determine the alignments which best fit. It's not necessary for party members to match the faction alignment, but they should be close enough to avoid conflict with the faction – good factions won't tolerate members who behave in an evil manner, and evil factions will require actions that good characters simply cannot countenance.

FREELANCERS

Assuming they don't begin play as members of a faction, most parties will start off as freelance mercenaries and/or treasure hunters. Some parties will remain so throughout the campaign, refusing all offers to join an organization – even if they take the occasional paying contract from factions whose overtures they have rebuffed.

Mercenaries tend to have fewer dedicated enemies (only those they make) than parties who work for a large group (and thus take on the group's enemies). They are often used as “deniable” (and “expendable”) agents by groups who don't want to get their hands dirty. Especially shady employers might even set their hirelings up to fail – a Machiavellian gambit, a decoy or false flag, an attempt to avoid payment, etc. Such is the life and death of the freelance hero.

HANGING OUT A SHINGLE

A group who maintains stubborn independence for long enough to gain a reputation might decide to “go respectable,” and open up a formal business in town. This will generally take the form of a stronghold (see *Ethereal Gaslight*, p. 84), which represents the necessary accommodations and employees to run a respectable business.

The fees they can collect for such depend variously on the party (reputation), the job (large or small), the employer (wealthy or charity case), and the campaign (generous or stingy DM). The party is free to come up with a standard contract as a starting point (with the DM's guidance, in the form of “market influences”), though as they well know, adventuring is anything but predictable – no contract can account for every possibility when magic, monsters, and fantastical secret societies might be involved.

CITY AUTHORITIES

A party with an inclination toward law and order can choose public service as officers of the law. This will give them additional powers and responsibilities, allowing the DM to tailor adventures to their position as law enforcement officers.

Because of the many unusual crimes that occur in a magical metropolis like Waterdeep, it's common for a team of investigators to include a variety of talents – much like a traditional adventuring party. For this reason, the City Watch (p. 20) and the Gray Cloaks (p. 20) often team with mages of Blackstaff Tower (p. 20) and/or emissaries sent by the Ecumenical council (p. 24), particularly when magical or supernatural mischief is afoot. These groups share allied renown (p. 66), so each character only need track one renown score for all of the organizations.

Faction Alignment: Lawful Neutral. Lawful characters fit right in, doing well with the rigid chain of command and clear professional expectations. The routine and discipline disagrees with chaotic characters, who will probably be seen as insubordinate “discipline problems” by their superiors. Good characters will appreciate the peace and justice that ideally comes with law and order, though they might occasionally be frustrated with the heartless inflexibility of the law. Evil characters can thrive amid the bureaucracy and “good ol' boy” mentality, as long as they can keep their worst inclinations in check – at least until they know they can get away with it.

Motto. “From order comes peace, from peace comes property.”

Beliefs. The City Authorities believe thusly:

- Laws are the foundation of a stable and prosperous society, and must be upheld and enforced above all.
- Those who uphold and obey the law are entitled to equal protection under the law.
- Those who are found guilty of breaking the law must face the legal penalty for their actions.

Goals. Above all else, the authorities want to maintain order and stability – the conditions for the business and industry that keep the city on top. Passing and enforcing the right laws are the means by which this is achieved.

Faction Contact: Lieutenant Inspector Kam Anders. An ambitious up-and-comer in the Gray Cloaks, Lt. Insp. Anders is a native of the city who grew up in a town in New Faerûn across the Trackless Ocean, and returned to Waterdeep in early adulthood to reconnect with the city of his youth. He made an early name for himself when he uncovered a Zhentarim plot to infiltrate the Ministry of Order, leading to more than a few senior officers of the Watch and Gray Cloaks to go on trial for treason. Since that time, his natural wit and charm have helped him climb the ranks quickly, making him the youngest lieutenant in Gray Cloak history at 29 years.

Lt. Anders has been tapped to lead a branch of the Watch and Gray Cloaks which investigates strange and supernatural crimes throughout the city. His investigators team with Watch constables, Black Staff mages, and clerics representing the churches of the Ecumenical Council, in order to provide the full assortment of skills needed to solve such mysteries. He gladly defers to the mages' and clerics' expertise in mystical and supernatural matters, but in the end he and his Gray Cloaks direct the investigations.

Typical Quests. Parties working for the Authorities will most often be tasked with investigating crimes in the city, and bringing the guilty parties to justice. Assignments could include typical murder mysteries, magical or paranormal occurrences, organized crime rings, suspected monster or cult activity, or even sweeps of the uppermost level of Undermountain when the monsters get too aggressive

ALLIED RENOWN

Groups which frequently work together will often recognize one another's renown, treating members of the allied group as if they were part of the same faction. They may not share official rank structures or formal chain of command, but rank within one group generally translates to influence and respect in allies.

Thus for instance, a party working for the "authorities" gains renown as if they were a single faction, even though it's really a semi-formal alliance of the City Watch, the Gray Cloaks, Blackstaff Tower, and the churches of the Ecumenical Council, all of whom have their own separate organizational hierarchies. Each individual character chooses an appropriate group to be a formal member of – a Watch constable, a Gray Cloak inspector, a Black Staff mage, or an Emissary of the Council – but their renown counts for interactions with allied groups as well.

The DM must determine which factions are allies in the campaign – see Choosing Sides below for examples, which can be used to create workable teams of starting characters within a particular faction.

CITY WATCH

Watch constables have the authority to use force in self-defense and defense of persons and property within the city, to arrest suspects caught in the act or fleeing the scene, and to otherwise do as directed by their superiors to maintain peace and order within their jurisdiction.

Characters. A Watch constable (or former constable) PC is likely to be a warrior class (barbarian, fighter, paladin), with the City Watch background (*Sword Coast Adventurer's Guide*, p. 145). Other classes are certainly possible, but the Watch tends to hire those who are capable of physical violence when necessary. With the DM's permission, such a character can start play with 1 renown in the City Authorities faction.

Code of Conduct. City watchmen are expected to:

- First and foremost, uphold and enforce city laws.
- Follow lawful orders from up the chain of command.
- Capture suspects whenever possible, resorting to lethal force only when innocent lives are at stake.

GRAY CLOAKS

Gray Cloaks have the authority to conduct official investigations of crimes within the city, including the collection of evidence, questioning of witnesses, and arrest of suspects. Uncooperative subjects can be legally compelled (enforced by armed Watch constables if needed), by seeking a formal warrant signed by a city magistrate.

Characters. PC Gray Cloaks tend toward clever and skill-heavy classes – bards (favoring the College of Lore), rogues (often the inquisitive archetype), and occasionally rangers (frequently monster slayers) of a more urban bent. They usually have the Detective background (*Æthereal Gaslight*, p. 45), or the Investigator variant of the City Watch background (*Sword Coast Adventurer's Guide*, p. 145), and can choose to start play with 1 renown in the City Authorities faction.

Code of Conduct. In addition to the City Watch's code above, Gray Cloak inspectors are expected to:

- Investigate unsolved crimes within the city, as directed by superiors.
- Faithfully document and preserve evidence which can be used in criminal proceedings against the suspects in said crimes.
- With assistance from the Watch, apprehend suspects who are caught in the act, for whom they have a legal arrest warrant, or for whom there is probable cause to suspect of a crime.

THE ARCANISTS' SOCIETY

Not all mages who work with the City Authorities are Black Staff magi, but it happens often enough to be a stereotype. An arcanist who doesn't want to be a wizard (or a wizard who doesn't want to be a highfalutin Black Staff Magus) can have their City Authorities renown apply in the Arcanists' Society (p. 27) instead. Although Society members normally have no special authority, those who take jobs with the Watch have the same general legal powers, duties, and codes of conduct as the Black Staff.

ORDER OF THE BLACK STAFF

While Blackstaff Tower isn't officially a branch of the city government, it's generally agreed by the authorities and most long-term residents that they are the final arbiter of magic use within the city. Provided that a particular course of action can be justified to the satisfaction of Lady Silvereye, she will make the Order's case to the court, and no magistrate yet has stood against her judgment.

Characters. Only wizards can be full members of the Order (and they heavily favor alumni of their own in-house academy), though Blackstaff Tower has been known to grant “honorary” membership to bards or sorcerers who consistently work to the further the Order's aims and interests. A wizard who wishes to begin play as a Black Staff novice can take the Sage background, and begin with 1 renown with the City Authorities faction.

Code of Conduct. Black Staff magi are sworn to an oath of their own:

- Promote legal and responsible magic use.
- Ensure that dangerous or illegal uses of magic are investigated and prosecuted.
- When investigating magical crimes, they uphold the same general standards as Gray Cloak inspectors.

ECUMENICAL COUNCIL

Matters which are overwhelmingly within the province of the gods – plagues of undead, powerful demons on the loose, evil cults conspiring in the shadows, etc. – are seen as within the rightful authority and responsibility of the clergy to face. As with Black Staff magi when arcana is involved, most law-abiding folk will defer to a cleric in the face of such matters.

Characters. PC clerics, paladins, or others with divine powers (monks of the Sun Soul, etc.) may be emissaries of the Ecumenical Council. They will often have the acolyte or knight of the order (*Sword Coast Adventurer's Guide*, p. 151) backgrounds, and may start play with 1 renown with the City Authorities faction.

Code of Conduct. In addition to the dictates of their individual faiths, emissaries are expected to:

- Behave as dignified and pious representatives of the city and the gods alike.
- Ensure that the faithful of all churches on the Ecumenical Council are able to worship as they will.
- When investigating supernatural crimes, they uphold the same general standards as Gray Cloak inspectors.

FACTION RANKS, CITY AUTHORITIES

RENOWN	CITY WATCH	GRAY CLOAKS	BLACK STAFF	CHURCH EMISSARY
1	Watch Constable	Junior Inspector	Novice	Neophyte
3	Constable Sergeant	Inspector	Initiate	Acolyte
10	Watch Lieutenant	Lieutenant Inspector	Adept	Prelate
25	Watch Captain	Chief Inspector	Master	Hierophant
50	Commandant	Deputy Minister	Arch-mage	High Prelate

THE GRAY HAND

An invitation to join the Gray Hand (p. 20) is the culmination of a career of faithful service to the city. Only the most loyal and capable officers of the City Authorities are extended such an offer, and only after proving themselves many times over in the execution of their duties. If they accept (and few who have served so faithfully will turn down such an offer), they join the city's elite protectors, and are expected to act to defend the city against all enemies. A party who receives such a promotion can expect to become involved in all the high fantasy intrigue and Æther Age spy-vs-spy adventure that they can handle, as their assignments turn to rooting out Red Wizard plots, Shadow Thief cells, Zhentish spy rings, and worse.

Although it's up to the DM if and when such an honor is extended to a party of PCs, it will seldom happen to parties with any characters below 14th level or 30 renown with the City Authorities faction. They continue to gain renown in the City Authorities faction, and officially still hold their previous positions, but are now working for the Gray Hand.

THE FELLOWSHIP OF THE MOON

A party that is more focused on doing good than about matters of law vs. lawbreaking can work on behalf of the Fellowship of the Moon, a loose alliance of factions who are dedicated to opposing the Iron Ring, and stopping the horrific slave trade that thrives beneath the city streets.

A team of faction agents for the Fellowship will resemble a normal (good-tending) party of adventurers, often each with ties to a different group within the faction. The groups in the Fellowship include the Harpers (p. 37), the Church of Mysteries (Mystra, Selûne, Moonstar, and Blue Moon; p. 23), the Church of Tymora (p. 26), and the members of the Dark Maiden's Alliance (Eilistraeen drow, deep gnomes, escaped slaves; p. 60). Though only the Harpers are technically banned from operating within the city, most agents prefer to keep their affiliations and assignments secret, if not their identities. These groups share allied renown (p. 66), so each character only need track one renown score for all of the organizations; use the Faction Ranks for the Harpers (*Dungeon Master's Guide*, p. 22).

Faction Alignment: Neutral Good. Good-aligned characters are the most natural fit for this faction, as they are undertaking a mission of unquestionably good intent. Evil characters will feel out of place, either having to constantly fight their baser and more selfish urges (perhaps unwillingly becoming better people in the process), or facing the constant disapproval of the rest of the group – and possibly a confrontation, if they can't curb their evil ways. Lawful and chaotic characters can each find things to appreciate in the faction's goals – ending the illegal

and unethical practice of slavery, breaking up an unhealthy concentration of power and tyranny.

Motto. “Tyranny takes root in the shadows. In the shadows it must be fought.”

Beliefs. The Fellowship of the Moon believes thus:

- All creatures are naturally free, and thus slavery is an affront to nature.
- Slavers and slave-owners are illegal and immoral institutions, and have no right to exist.
- It is necessary and justifiable to use force, magic, and trickery to destroy such institutions.

Goals. The underlying goal of the Fellowship is to gather information on the slaving and other harmful criminal operations in the region, and to strike at those operations, crippling and ultimately ending them.

Faction Contact: Kethra Lorin. A party allied with the Fellowship will know only a few others who are members of the faction, usually working through one specific contact. By default, that contact is a woman named Kethra Lorin, who works as a bartender and occasional musician at the Yawning Portal (p. 10). Kethra is known as a Dalelander who came to the city to study at New Olamn, but couldn't afford the tuition. Determined to raise the money she needed, she took a steady job as a bartender, and with the paying performances she can book, she's slowly saving up.

Much of that story is a cover. Kethra is a skilled bard and Harper agent from the Dalelands, and is working in the city to coordinate intelligence gathering on the operations and agents of the Iron Ring. Her job at the Yawning Portal gives her the means to keep an eye on the local adventuring and

mercenary community, and the rumors and stories circulating therein. She passes that information, along with whatever the PCs find out, back to her own contacts – who the party may never meet. And from those contacts, she gets missions from the inner circle, which she passes on to the right team of adventurers.

Typical Quests. A party working for the Fellowship will mostly operate like an ordinary (goodish-aligned) adventuring party – and if anyone asks, that's all they are. But from time to time, their contact will deliver a tip or even a full mission, which will send them against the Iron Ring, or one of its various tendrils.

Code of Conduct. Though each individual agent generally has a personal (philosophical and/or religious) code, all are expected to adhere to the following while working for the Fellowship:

- Maintain the secrecy of the mission, the faction, and any other agents known.
- Act as necessary to further the mission, but only when doing so will not compromise secrecy.
- Kill only as a last resort; innocent deaths, even through negligence, are always totally unacceptable.

THE HARPERS

The Harpers are forbidden by law to operate within the City of Splendors, due to just the very sort of things that they and the rest of the Fellowship are doing now. If caught with even a single Harper agent, a party is likely to be viewed as a “Harper conspiracy” or “spy ring,” and prosecuted accordingly.

Characters. Harper agents are traditionally bards or rangers, though PCs are by no means limited to these classes. Sneakiness is a job requirement – whether that means a convincing cover, a persuasive manner, or a knack for ducking into the shadows just in time. The faction agent (*Sword Coast Adventurer's Guide*, p. 147) and urban bounty hunter (*Sword Coast Adventurer's Guide*, p. 153) backgrounds are both appropriate; such a character may start with 1 renown with the Fellowship faction.

CHURCH OF MYSTERIES (MOONSTAR)

The churches of Mystra and Selûne are no longer formally banned from the city, and the House of Moonstar never was (technically for about a day, when the forces of Hawkwinter took them by surprise and stormed their estate), but they still generally choose to operate in secret when in the city. They've a long history of sympathy and alliance with the Harpers, and it was only natural to work together on a problem that has vexed all of them for a long time.

Characters. Most of the faithful of Mystra and Selûne who operate in the city are clerics or paladins sworn to the service of one of those goddesses, though there are also more than a few divine soul sorcerers. The faction agent, inheritor, or knight of the order (*Sword Coast Adventurer's Guide*, pp. 147-152) backgrounds are all especially appropriate; the faction-based skill in all cases is arcana. Such a character can start with 1 renown with the Fellowship.

CHURCH OF TYMORA

It's well known that the Church of Tymora gave sanctuary to the faithful of Mystra and Selûne, both during and after the events that led to the fall of the House of Moonstar. Of the various groups that ally under the Fellowship of the Moon, the highly informal clergy of Lady Luck are the only ones with an official presence in the city. As such, they tend to be the “public face” of the movement, though they would never acknowledge that they are working with Harpers, laughing off any such accusations as reactionary and dyspeptic paranoia from critics of the church's free-spirited social views.

Characters. PCs in direct service to Tymora will most often be clerics, or occasionally rangers who pray to Lady Luck. However, the highly informal nature of the faith makes it possible for just about any goodhearted, free-spirited, *lucky* individual to be associated with the church, at least unofficially. The Luck feat isn't required, but it's certainly a sign of Tymora's favor; likewise, no one or two backgrounds cover all the likely possibilities. However, with the DM's permission, anyone with plausible background connections to the church can start play with 1 renown in the Fellowship faction.

THE DARK MAIDEN'S ALLIANCE

In a guarded and warded temple complex not far from the dismal town of Skullport, deep in the legendary dungeons below the city, a small alliance of Underdark refugees sets at the front line of the fight against the Iron Ring. Led by the dark elf priestesses and faithful of Eilistraee, drow goddess of mercy and redemption, the Alliance opposes any and all slaving operations in the area, often executing strikes to free slavers' caravans as they make their way to the Port of Shadow.

Characters. By far the most exotic wing of the Fellowship, characters with a background in the Dark Maiden's Alliance fall into three broad categories – Eilistraee-worshiping drow (clerics, a few fighters, rangers, rogues, and arcanists); deep gnomes from nearby settlements (often rangers, rogues, and wizards); and freed slaves who have joined the cause, often former soldiers or gladiators (barbarians, fighters). Many such characters, particularly dark elves, must maintain even more careful secrecy when operating in the City Above *or* Skullport below. Backgrounds will be as varied as classes, but with the DM's permission, anyone who started their career in the Alliance can begin the game with 1 renown in the Fellowship faction.

TALES OF REDEMPTION

Alongside their quest to end the slave trade of Skullport (the goal of a lengthy and epic campaign), parties of this faction may wish to attempt to redeem their own group in the eyes of the public. Whether this takes the form of a quest to restore the city's goodwill to the Harpers, bring the Churches of Mystra and Selûne back into open worship, restore the good name of the House of Moonstar, extend an olive-branch from the errant daughter of Lolth and her benevolent dark elven followers – or all of the above – this endeavor will likewise be the long-pursued and hard-won goal of a campaign. A party can start by simply earning Fame of their own, particularly in the fight against evil, slavery, and tyranny. Once they are well-beloved as heroes of the city and its people, the revelation that their members include a knight-errant of the House of Moonstar, a good-natured dark elf, and a Harper agent could tip the scale of public opinion.

This can be a hard road to tread – especially if some particularly nosy Gray Cloak inspector (p. 20) or member of the press (p. 29) catches wind of a dark elf or Harper spy operating in the city, and decides to expose them. Such a campaign may find the PCs simultaneously fleeing the authorities, and evading the minions of the underworld sent to “deal with them once and for all.”

CRIMINAL UNDERWORLD

If the players wish and the DM permits, the party might be aligned with the criminal underworld of the city. Particularly at the lower levels, the organization is shadowy and informal – a beginning party of aspiring criminals won't know who they are working for until they gain the reputation and skill to climb the ladder of power themselves. By the time they figure out who (or what) is *really* pulling the strings, they will likely be powerful enough to challenge the mastermind for control.

A party working in the criminal underworld will resemble a fairly ordinary (evil-tending) party of mercenaries or treasure hunters. Members will often have individual ties to different organization, which may or may not be known to their fellow party members. Likely criminal PCs include members of various street gangs (most likely the Red Fists or the Tanner Gang, pp. 32-33), agents of certain nefarious secret societies (Shadow Thieves, Zhentarim, etc.; pp. 38-39), members of evil churches and sects (including various Unspeakable Cults, p. 39), and independent professional criminals.

Although most of these groups aren't formal allies, the DM can rule that the “criminal underworld” shares a single renown score, as for allied renown (p. 66). The “rank” structure is highly informal, more akin to Infamy than ordinary renown. Members of specific factions must also keep track of renown in their own faction.

Faction Alignment: Neutral Evil. Professional criminals are expected to break the law, but more importantly, they make a living by doing things that harm innocent people. Evil characters will naturally take to such a life; good characters will almost certainly find it too distasteful to stay for long. Ironically, lawful characters fit in as readily as chaotic ones – though they are breaking the laws of the city, the criminal underworld has its own set of laws that order-loving characters can use to their advantage.

Motto. “The weak obey the laws of others; the strong make their own law.”

Beliefs. While there is no unifying credo shared by all criminals, one can say that they generally believe:

- The law is what you can get away with; if you can take something and keep it, it's effectively yours.

- Those who get in your way are your enemy; enemies can and must be dealt with by any means necessary.
- Allies and agreements are useful, so long as you have leverage to see them honored; when betrayal is inevitable, best to be on the giving end.

Goals. Criminals tend to all have their own goals, but those goals all tend to be essentially the same: accumulate money and power, and use them to get more money and power. Beyond this, PCs aligned with certain factions will generally share their groups' goals, and may or may not put them before their own.

Faction Contact: Shawnie the Shark. Characters working in the criminal underground are most likely to get jobs through a fixer, who matches employers to the talent they need for their job, all without ever risking the exposure of their identity. One such fixer is Shawnie the Shark, a greasy, shabbily-dressed, and ever-grinning native-born Dock Ward resident. He makes his living knowing a little bit about everything that's going on in the shadows of the city – but never enough about any one thing to get him in trouble. Jobs from Shawnie tend to be rough and tumble larceny, thuggery, and skullduggery, in the bad parts of town.

Faction Contact: Ms. Edwards. At the opposite end of the spectrum from Shawnie the Shark, Ms. Edwards is the very picture of the buttoned-down professional. Mercenaries don't contact her; if she wants to retain their services on behalf of her “client” (whose identity she won't divulge under any conditions, save the instruction of that client), she sends them an invitation to meet at a private uptown parlor. Jobs from Ms. Edwards are generally both difficult and lucrative, often involving the upper echelons of society – large heists, high-value burglaries, surgical assassinations, and so on.

Typical Quests. A party of aspiring criminals will take on normal adventuring quests and mercenary contracts, clearly favoring profit over “helping the helpless.” When they receive an assignment from their superiors in the shadowy underworld, it will invariably be to do crime – a theft, an assassination, a strike against rival group. Ambitious criminals will actively look for their own opportunities, while being careful not to step on the wrong toes, or make a move without kissing the right rings.

Code of Conduct. Each group or individual may or may not have their own ethical codes, secret oaths, or other agreements to uphold. Beyond that, there is no formal code of conduct among criminals. Some would say “don't rat out your mates or your boss” is a common point of honor among thieves, but there are enough rats and stool pigeons to prove that it isn't so much a rule as a general guideline.

STREET GANGS

Many criminals get their start in street gangs, graduating to hired muscle for someone in the underworld. From there, they have a foot in the door to being a full-time professional criminal, whether that means breaking legs and cracking skulls for a big boss, or trying to climb the ladder of personal power.

Characters. Characters who got their start in a gang are almost always warriors, familiar with the way of the mean streets. Barbarians, fighters, rogues, and even the odd monk who likes to test his skills in a good street fight, often with the criminal, street thug (*Æthereal Gaslight*, p. 47), or urban bounty hunter (*Sword Coast Adventurer's Guide*, p. 153) backgrounds. Such a character may start with 1 renown in the Criminal Underworld.

CULTS OF DARKNESS

Those who actively venerate evil deities and entities aren't necessarily banned from the city outright, but should they be identified as such, they will face constant suspicion from the authorities and the public alike. Acolytes of evil are used to such attitudes among the mewling masses, and generally un-phased by them. In the underworld, they are more apt to gain the respect they deserve.

Characters. Depending on which dark master or mistress in particular they serve, evil cultists can be clerics, druids, paladins, or warlocks. Backgrounds can vary wildly by cult, but acolyte is generally a good bet for a disciple of darkness. Such a character may start with 1 renown in the Criminal Underworld.

SECRET SOCIETIES

Possibly the driving force in a party, or possibly a lone infiltrator and spy – the sinister societies which operate in the city's shadows have many reasons to want agents active in Waterdeep. Such agents will usually have only one or two contacts with their organization in town, and be kept from knowing enough to compromise operations if caught and magically questioned.

Characters. Class and background depend largely on the character's specific secret society – Shadow Thieves are often bards, rangers, or rogues (background: criminal or spy, *Æthereal Gaslight*, p. 46); Thayans are generally wizards, sometimes accompanied by fighters (background: sage or knight of the order, arcane skill, *Sword Coast Adventurer's Guide*, p. 151); Zhentarim could be clerics, fighters, paladins, rogues, or arcanists of any kind (faction agent, *Sword Coast Adventurer's Guide*, p. 147). Such a character may start with 1 renown in the Criminal Underworld.

PROFESSIONAL CRIMINALS

Any party of criminals is likely to be rounded out by at least one or two simple professionals – no faction, no secret agenda, no fanatical religion or unholy patron. Such a character brings important skills to the table, and thus generally earns the respect of more purpose-driven criminals and villains.

Characters. Depending on the exact crime, almost any class could be a freelance professional criminal. The most common include bards, rangers, and rogues, whose skills are easily marketable in criminal endeavors. Common backgrounds include criminal, street thug (*Æthereal Gaslight*, p. 47), or urban bounty hunter (*Sword Coast Adventurer's Guide*, p. 153); such a character may start with 1 renown in the Criminal Underworld.

CABALS AND MASTERMINDS

It's up to the DM to determine who or what is really in control of the criminal underworld. Several possibilities are suggested throughout the factions in Chapters 1 & 2, some of which are discussed below. The DM is encouraged to use the ambiguity to weave a favorite villain into the role, or create a custom-made mastermind (or cabal of masterminds) to pull the strings.

The Black Orchid Society. There's very little reliable information on the Black Orchid Society (p. 36), and some question whether such a group exists at all. Assuming that the rumors are true, and that the group isn't just a front or decoy for the *real* power in the city's underworld, the Black Orchid Society is the shadowy cabal of criminal masterminds operating within the city. If so, they are something of a rival to the Crystal Thorn and the Red Fists, who have been attempting to expand their operations beyond their role as slavers for the Iron Ring, and become a real power in the city's criminal underworld. If the PCs *are* working for the Black Orchid, there's a good chance they won't *ever* know the real identities of their employers, unless they take it upon themselves to find out – and survive the inevitable reprisals for their curiosity.

The Crystal Thorn / Iron Ring. A party working for slavers – the Crystal Thorn (p. 35), the Iron Ring (p. 55), or other such groups – is likely to realize fairly quickly what business they're really in. From there, it isn't hard to deduce who's most likely pulling the strings, although determining with certainty who is at the top of the pyramid can still pose a great many challenges and risks. Such groups don't use adventurers for ordinary slaving operations, though they might send a party to capture exotic monsters, to be used in combat pits or displayed in zoos or menageries. More often, the party will be sent to “troubleshoot” obstructions to the flow of business, which usually involves duplicity, threats, and/or violence.

The Shadow Thieves. Although still a power in the underworld of the south, the Shadow Thieves (p. 38) are having more trouble than ever getting a foothold in Waterdeep. PCs might be a new group sent to make another attempt – although it's more likely that a low-level party is used as a team of “expendables,” while a team of more experienced and reliable operatives make a genuine bid. Alternately, if only one or two members of the party are Shadow Thief agents, they might be there to gather information – first and foremost, to figure out who's been killing off their agents.

The Zhentarim. The Zhentarim (p. 38) have likewise been having trouble establishing a strong presence in the city, though they have a solid foot in the door by way of Quentin Tothrian's (p. 38) membership in the Iron Ring. Never content to be a mere participant, the Zhentarim seek to dominate the slave trade of Skullport, and a party of adventurers could make a useful weapon against their enemies – witting or otherwise. If the party knows that they are agents of Zhentil Keep, they can seek support from other members of the Black Network; if they are unwitting pawns, they are on their own.

Someone Else Entirely. The villains active in, around, and under Waterdeep could fill a larger volume than this, and at the DM's pleasure, virtually any of them could be the secret power behind the curtain of Waterdeep's criminal underworld. Perhaps Prince Morlin (p. 36) has decided to take a more active role after so many centuries of watching ... perhaps an unspeakable cult (p. 39) has infiltrated the criminal networks to spread evil ... perhaps the dark elves (pp. 59-62), fiends (p. 62), or ancient monstrosities (p. 49) of Skullport have extended their vile reach to the City Above.

APPENDIX A. ENCOUNTERS

The following encounters and tables can be used as-is and as-needed, or can form the basis for the DM's own custom random/wandering or planned/static encounters in Waterdeep and Skullport. Challenge ratings are figured as a Medium-difficulty encounter for a party of four characters of the indicated level.

ENCOUNTER TABLES: CITY ABOVE

Many city encounters, if not most, are role-playing or background encounters. For a law-abiding party who is minding their own business, an encounter with the Watch is likely to pass with no more than a “good day to you, sir.” Even encounters with gangs are not necessarily violent, particularly during the day.

Violent encounters are rare in the northern half of the Old City – the Castle, North, and Sea Wards – due to routine patrols by the City Watch, as well as the private guards of wealthy inhabitants. A group that looks like trouble (or looks badly out-of-place) in a particular neighborhood is likely to be shadowed by guards or authorities. Some races may be accosted simply for being what they are – dark elves, goblinoids, tieflings, and others with obvious monstrous blood – but most adventuring parties are likely to be left alone, provided they don't venture into wealthy residential areas, or start any trouble.

The waterfronts and rougher neighborhoods of the southern Wards are as likely to be patrolled by the local gangs as the Watch. In most cases, a gang will

act much like the Watch – keep an eye on outsiders, but as long as they're not causing trouble for the locals, they can go about their business.

Low Town is a different story, with almost no Watch presence, and private guards only found in places where someone wealthy enough has something they wish to protect (factories, warehouses, etc.). Gangs are far more common, usually local citizens patrolling in the absence of the Watch. Monsters are also a much larger problem in Low Town – between the horrors which stalk the industrial blight, and those that lurk in the junkyards and outskirts of town, there's a wide assortment of dangerous possibilities.

Throughout most of the city, the likelihood of a hostile encounter goes up at night. Watch and gang patrols are on edge, much more likely to initiate hostilities with strangers who can't explain themselves. Worse, monsters from the sewers, graveyards, and elsewhere are prone to venture from their homes in search of a meal.

OLD CITY, UPTOWN

1D4+ 1D6	ENCOUNTER
2-3	Political Rally (day) or roll on Graveyard Encounters table (night)
4	Street Fair (day) or Neighborhood Gang (night)
5	City Watch
6	Private Guards
7	Street Vendor (day) or City Watch (night)
8	Traffic Accident (day) or Neighborhood Gang (night)
9-10	Work Crew (day) or roll on Sewer Encounters table (night)

OLD CITY, WATERFRONT

1D4+ 1D6	ENCOUNTER
2-3	Labor Demonstration (day) or roll on Graveyard Encounters table (night)
4	Street Fair (day) or Red Fists (night)
5	City Watch
6	Private Guards
7	Street Vendor (day) or Neighborhood Gang (night)
8	Traffic Accident (day) or roll on Junkyard Encounters table (night)
9-10	Work Crew (day) or roll on Sewer Encounters table (night)

OLD CITY, THE WARRENS

2D4	ENCOUNTER
2-3	Roll on Junkyard Encounters table
4	Rats
5	Warren Weasels
6	Goblin Scavengers
7-8	Roll on Sewer Encounters table

LOW TOWN, THE BURROUGHS

2D4	ENCOUNTER
2-3	Political Rally (day) or roll on Blight Encounters table (night)
4	Street Fair (day) or roll on Graveyard Encounters table (night)
5	Smoke Street Watchers
6	Street Vendor (day) or roll on Junkyard Encounters table (night)
7-8	Work Crew (day) or roll on Sewer Encounters table (night)

LOW TOWN, THE RAMSHACKLES

1D4+ 1D6	ENCOUNTER
2-3	Roll on Blight Encounters table
4	Street Fair (day) or roll on Graveyard Encounters table (night)
5	Tanner Gang
6	Street Fight (Black Teeth vs. Tanner)
7	Black Teeth Clan
8	Street Vendor (day) or roll on Sewer Encounters table (night)
9-10	Roll on Junkyard encounter table

LOW TOWN, THE GRAYSTACKS

1D4+ 1D6	ENCOUNTER
2-3	Roll on Blight Encounters table
4	Labor Demonstration (Day) or roll on Graveyard Encounters table (night)
5	Neighborhood Gang
6	Private Guards
7	Smoke Street Watchers
8	Traffic Accident (day) or roll on Sewer Encounters table (night)
9-10	Roll on Junkyard Encounters table

BLIGHT ENCOUNTERS

1D4+ 1D6	ENCOUNTER
2-3	Boiler Elementals
4	Blighted Rats
5	Blights
6	Death Dogs
7	Shadows
8	Zombies
9-10	Raggamoffyns

GRAVEYARD ENCOUNTERS

2D4	ENCOUNTER
2-3	Funeral Service (day) or Rats (night)
4	Mourners (day) or Zombies (night)
5	Shadows
6	Work Crew (day) or Ghouls (night)
7-8	Funeral Service (day) or Grave Robbers (night)

JUNKYARD ENCOUNTERS

1D4+ 1D6	ENCOUNTER
2-3	Boiler Elementals & Mephits
4	Raggamoffyns
5	Junk Spirits
6	Otyughs & Rust Monsters
7	Rats or Blighted Rats
8	Work Crew (day) or Rats (night)
9-10	Goblin Scavengers

SEWER ENCOUNTERS

1D4+ 1D6	ENCOUNTER
2-3	Kuo-Toa
4	Ghouls
5	Giant Spiders
6	Otyughs & Carrion Crawlers
7	Rats or Blighted Rats
8	Work Crew (day) or Rats (night)
9-10	Skum

ENCOUNTER TABLES: PORT OF SHADOW

Encounters in Skullport are considerably more likely to end in violence – and sometimes even begin with violence, if the party is attacked from ambush. The hobgoblins of the Crimson Scourge are the closest thing to a police force that the town has, and they don't care about fights in the street, as long as their employers' business (the slaving operations of the Iron Ring) aren't disrupted. Other groups will defend their own, but generally won't get involved in a fight between others – unless it's to move in and finish off a weakened victor, and loot both bodies.

Still, violence isn't inevitable in most cases. As in the City Above, a party who minds their own business and doesn't draw undue attention to themselves will

probably be left alone by most of the native factions and gangs. Other denizens will pay more attention to how strong a group of strangers looks – can they be captured, robbed, or killed easily? Do they look like they have anything worth the risk? Monsters are most likely to fall into the latter category, sizing a creature (or group) up in terms of apparent threat vs. apparent tastiness.

Venturing too close to a major faction's stronghold – Skull Island, the Drow Refuge, etc. – is a good way to provoke a confrontation with that faction's guards. Those that have no business with a powerful group are wise to stay well clear, lest they arouse enough suspicion to end up dead.

SKULLPORT ENCOUNTERS

1D4+ 1D8	ENCOUNTER
2-3	Drow
4	Duergar
5	Crimson Scourge
6	Shattered Skull
7	Pirates or Skulker Gang
8	Slavers
9	Street Vendor
10	Street Fight (roll twice more for sides)
11-12	Roll on Monstrous Denizens table

SKULLPORT, MONSTROUS DENIZENS

1D4+ 1D8	ENCOUNTER
2-3	Mind Flayers
4	Kuo-Toa
5	Ethereal Spiders
6	Gargoyles
7	Giant Spiders
8	Raggamoffyns
9	Rats
10	Skum
11-12	Ropers & Piercers

BACKGROUND ENCOUNTERS

Some city encounters are with crowds, individuals, or minor urban calamities. Apart from slowing traffic and providing the DM a chance to soliloquy, they can serve several useful purposes in the campaign. The DM can use them convey information (a politician ranting about the “goblin problem” to foreshadow an adventure involving the Black Teeth Clan), convey the city's overall tone and public sentiment (lots of street festivals suggest happy people, lots of protest rallies suggest unhappy people), or just fill in background details.

Background encounters can vary by their location, and are almost always made up of neighborhood locals from wherever they take place. Most background encounters happen during the day, or possibly in the early evening; once the shops close and the daytime traffic dwindles, the crowds pack up and go home, making way for things that go bump in the night.

Graveside Visitors. Funeral services, grave-diggers, and graveside mourners are generally found only in cemeteries, though a funeral procession might work its way through the streets of the dearly departed's old neighborhood. Strangers aren't often welcome at such events, though will generally be ignored as long as they don't disrupt the service.

Labor Demonstration. Workers have stopped their worked, whether that's manual labor on the waterfront or factory jobs in the Graystacks, to agitate for some cause or against some social ill – worker's rights, unsafe conditions, child labor, etc. The crowd shouts angrily, often holding up placards and chanting slogans to state their demands, and ignoring most passers-by who don't look like wealthy industrialists.

Political Rally. A crowd has gathered to listen to a politician or activist speak, or possibly to protest a particular local grievance. The tone can be anywhere from frenetic excitement for a popular candidate, to a crowd of malcontents getting worked up over an angry stem-winder of a speech. Unless the party draws attention to itself, the crowd (and most other passersby) is likely to ignore the PCs in favor of the rally.

Street Fair. A less concentrated and generally more cheerful crowd than a rally, a street fair may be a local festival or one that was imported with a particular immigrant population. Such fairs tend to be colorful and musical, and to host scrumptious-smelling foods sold at various vendor stalls. Outsiders are usually welcomed in all but the most insular of neighborhoods, openly encouraged to spend their time (and money) enjoying the many local delights.

Street Vendor. A lone vendor or groups of vendors has set up shop in a park or along a busy street. Food is the most common thing to be found for sale, but the occasional traveling merchant might set up a stall to hawk “exotic wares” (often worthless trinkets) from across the Realms. It's up to the DM whether anything of real value to adventurers can be found among a random street vendor's wares.

Traffic Accident. Anything from a minor collision, with angry drivers shaking their fists at one another, to a literal train wreck, with the Watch and local fire brigade desperately trying to control the damage and get survivors clear. The disruption to the city's normal “flow” – traffic, nearby businesses, and so on – depends on the severity and the circumstance of the accident. Larger accidents also draw bigger crowds of gawkers, adding to the commotion.

Work Crew. A public or private work crew is plying their trade – possibly construction, roadwork, or cleanup, depending on the area and the DM's whim. Workers are generally too involved in their work to give much more thought to passers-by than it takes to whistle at a pretty girl, but if approached for information, they can be knowledgeable about the local area and people.

Page References

MM = Monster Manual

VGM = Volo's Guide to Monsters

ÆG = Æthereal Gaslight

PSF = Path of the Street Fighter

CITY AUTHORITIES

Violence or other lawbreaking, or seriously offending the sensibilities of the locals, can result in a hostile encounter with the authorities. A party who doesn't immediately surrender will further compound their legal troubles, facing additional charges the more they escalate the situation to avoid being taken. Killing any City Watch constables will draw ten times more into the situation (and ultimately, a team of Gray Cloak enforcers), whether that be a standoff, a manhunt, or a gunfight; if caught, the culprits will face the full weight of Waterdhavian justice.

CITY WATCH

The City Watch generally patrols alone or in pairs in most of the nicer parts of town, though never more than a whistle-blow away from reinforcements. At night, and in the rougher (southern) parts of town, patrols are usually about half a dozen constables strong.

When dealing with human and near-human criminals, constables will normally attempt to solicit a surrender first, all while whistling for backup and cutting off escape routes. If the situation escalates to violence, they will try to overwhelm the lawbreakers, preferring to subdue rather than kill – at least until someone escalates to lethal force, and then they do what they must. If gunfire has been reported, they will have their service pistols drawn; otherwise, they ready themselves for melee or grappling.

WATCH PATROL

- Constable Sergeant (*ÆG*, p. 117), CR 2
- City Constables (*ÆG*, p. 117), CR 1/2

Challenge

See “Challenge: Leaders and Mooks” box, p. 79.

GRAY HAND ENFORCERS

Criminals or monsters who cut through a few waves of ordinary constables will soon be met by an elite team of Gray Hand sent to deal with them. Once such a team has been called upon, there's very little chance for a peaceful resolution; they will use whatever level of force is required to end the threat.

The Gray Hand will do everything they can to control the circumstances of the fight, and end it quickly. They will try to minimize collateral damage, but their priority is to bring the threat down before *it* does more damage. Such elite teams work well together, with each member supporting the strengths

of the others. They hit fast and hard, with the agent moving in invisibly to target a spellcaster or other threat, while the enforcers cast *haste* on themselves and engage. The Black Staff adept will try to open combat with a spell that takes the most dangerous foe out of commission, and hangs back targeting anyone who gets the upper hand on one of his allies.

GRAY CLOAK ELITE TEAM

- Black Staff Adept (p. 104), CR 9
- Gray Hand Agent (p. 105), CR 7
- 3 Gray Hand Enforcers (p. 106), CR 8

Challenge

This encounter is CR 20+ (19,600 XP) as written, and shouldn't be scaled down to make it easier – if the party is facing an elite Gray Hand team, chances are good that they richly deserve a sound trouncing.

PRIVATE GUARDS

Private guards tend to closely resemble city constables in both form and function, save that they work for a specific group or individual. They're somewhat less likely to break up public disturbances that don't affect their client, but in general they prefer peace and order in the area, as it makes their job easier in the long run.

Guards can appear in any number, often escorting a shipment of goods through the waterfront, or stationed outside a warehouse. More than four or five guards together will usually have a sergeant around to coordinate... larger operations will have one sergeant per five ordinary guards, and an officer on duty to oversee the lot of them.

Use the game stats of a watch patrol, above. In most of the Old City, a violent encounter with legitimate private guards in the employ of a local will provoke a response from the City Watch, with all the normal consequences.

STREET GANGS

Gangs are usually only active within their own turf, generally in places where the Watch doesn't patrol heavily (or at all). The most dangerous areas are where turf is contested by two or more gangs, leading to mob wars that can cost innocent lives when ordinary citizens are caught in the crossfire.

See "The Bad Parts of Town" (p. 16) for which gangs are likely to be found where in the city.

BLACK TEETH CLAN

The partly-fictitious Black Teeth Clan (p. 31) is the nearest thing to a goblinoid organization in the city, but is in fact made up of several largely-independent (often rival) groups. The bulk of goblinoid bands fall into one of the following three categories.

GOBLIN SCAVENGERS

Most often found in or around junkyards, a gang of goblin scavengers is either looking for salvageable (or steal-able) machine parts, or looking to sell some.

- Goblin Tech Shaman (*ÆG*, p. 105), CR 2
- Goblin Scavengers (*ÆG*, p. 105), CR 1/2

Challenge

See "Challenge: Leaders and Mooks" box, below.

CHALLENGE: LEADERS & MOOKS

The following rule of thumb may be used to scale any encounter comprised completely of CR 2 leaders and CR 1/2 mooks – Goblin Scavengers, Neighborhood Gangs, Watch Patrol, etc.

CR 1: 2 mooks (200 XP)

CR 2: 3 mooks (300 XP)

CR 3: 4 mooks (400 XP)

CR 4: 1 leader, 2 mooks (650 XP)

CR 5: 1 leader, 5 mooks (950 XP)

CR 6: 2 leaders, 4 mooks (1,300 XP)

CR 7: 2 leaders, 6 mooks (1,500 XP)

CR 8: 2 leaders, 8 mooks (1,700 XP)

CR 9: 3 leaders, 5 mooks (1,850 XP)

CR 10: 3 leaders, 7 mooks (2,050 XP)

HOBGOBLIN MERCENARIES

Usually keeping to the fringes of Low Town to avoid the attention of the authorities, hobgoblin mercenaries use the city to rest, train, and look for work. When times are lean, they aren't above a little urban crime.

- Hobgoblin Sergeant-at-Arms (*ÆG*, p. 109), CR 3
- Hobgoblin Riflemen (*ÆG*, p. 109), CR 1

Challenge

CR 1: 1 Rifleman (200 XP)

CR 3: 2 Riflemen (400 XP)

CR 4: 3 Riflemen (600 XP)

CR 5: 5 Riflemen (1,000 XP)

CR 6: 1 Sergeant, 3 Riflemen (1,300 XP)

CR 7: 1 Sergeant, 5 Riflemen (1,700 XP)

CR 9: 2 Sergeants, 4 Riflemen (2,200 XP)

CR 10: 2 Sergeants, 8 Riflemen (3,000 XP)

IRON SHADOWS

The students and minions of Stygg Shadowfist (p. 31) are monks of the severe Way of the Iron Shadow, who act as agents and enforcers in the administration of his growing criminal enterprise.

- Hobgoblin Iron Master (p. 94), CR 3
- Hobgoblin Iron Shadow (*VGM*, p. 162), CR 2

Challenge

CR 2: 1 Iron Shadow (450 XP)

CR 3: 1 Iron Master (700 XP)

CR 4: 2 Iron Shadows (900 XP)

CR 5: 1 Iron Master, 1 Iron Shadow (1,150 XP)

CR 6: 3 Iron Shadows (1,350 XP)

CR 7: 1 Iron Master, 2 Iron Shadows (1,600 XP)

CR 8: 1 Iron Master, 3 Iron Shadows (2,050 XP)

CR 9: 1 Iron Master, 4 Iron Shadows (2,500 XP)

CR 10: 1 Iron Master, 5 Iron Shadows (2,950 XP)

CR 11: 2 Iron Masters, 4 Iron Shadows (3,200 XP)

RED FISTS

Arguably the most violent gang in Waterdeep, certainly in the Old City, the Red Fists (p. 32) are savage street brawlers who generally and loosely follow the brutal faith of Malar the Beastlord. Their base of operations is the Old City waterfront, mostly the Dock and Southern Wards, where they essentially rule the streets by night.

A typical gang of Red Fists is made up of battle-hardened street thugs, occasionally led by an actual Malarite shapeshifter. They will usually attack trespassers on their turf on sight, preferring to beat them to a bloody pulp first and ask questions later (or not at all).

RED FISTS

- Malarite (p. 108), CR 7
- Street Fighters (*ÆG*, p. 121), CR 3

Challenge

- CR 3: 1 Street Fighter (700 XP)
- CR 5: 2 Street Fighters (1,400 XP)
- CR 8: 3 Street Fighters (2,100 XP)
- CR 10: 4 Street Fighters (2,800 XP)
- CR 11: 5 Street Fighters (3,500 XP)
- CR 12: 1 Malarite, 2 Street Fighters (4,300 XP)
- CR 14: 1 Malarite, 3 Street Fighters (5,000 XP)
- CR 15: 1 Malarite, 4 Street Fighters (5,700 XP)
- CR 16: 1 Malarite, 5 Street Fighters (6,400 XP)

RED FISTS, ELITE

By default, “rank-and-file” Red Fists use the stats for an ordinary street fighter. A DM with *Path of the Street Fighter* can mix things up by adding some of the variant street fighter NPCs in that supplement:

- Stick Fighter (*PSF*, p. 7), CR 6
- Chain Fighter (*PSF*, p. 6), CR 4
- Club Fighter (*PSF*, p. 7), CR 4
- Brawler (identical to typical street fighter; *PSF*, p. 6), CR 3

Challenge

- CR 4: 1 Chain or Club Fighter (1,100 XP)
- CR 5: 1 Chain or Club Fighter, 1 Brawler (1,800 XP)
- CR 6: 1 Stick Fighter (2,300 XP)
- CR 7: 1 Chain Fighter, 1 Club Fighter (2,200 XP)
- CR 9: 1 Chain or Club Fighter, 2 Brawlers (2,500 XP)
- CR 10: 1 Stick Fighter, 1 Chain or Club Fighter (3,400 XP)
- CR 11: 1 Stick Fighter, 2 Brawlers (3,700 XP)
- CR 12: 1 Stick Fighter, 1 Chain or Club Fighter, 1 Brawler (4,100 XP)
- CR 13: 1 Stick Fighter, 1 Chain Fighter, 1 Club Fighter (4,500 XP)
- CR 14: 1 Stick Fighter, 1 Chain Fighter, 1 Club Fighter, 1 Brawler (5,200 XP)
- CR 15: 1 Malarite, 1 Chain Fighter, 1 Club Fighter, 1 Brawler (5,800 XP)
- CR 16: 1 Malarite, 1 Stick Fighter, 1 Chain Fighter, 1 Club Fighter (7,400 XP)
- CR 17: 1 Malarite, 1 Stick Fighter, 1 Chain Fighter, 1 Club Fighter, 1 Brawler (8,100 XP)
- CR 18: 1 Malarite, 1 Stick Fighter, 1 Chain Fighter, 1 Club Fighter, 2 Brawlers (8,800 XP)

OTHER GANGS

Outside of the large criminal mobs that seek to control various elements of the black market, most street gangs in the city are small neighborhood groups in Low Town, formed for mutual protection and informal community policing. Even the two largest gangs in town – the Smoke Street Watchers (p. 33) and the Tanner Gang (p. 33) – are made up of these smaller local gangs. In the former case, this is a willing alliance between the various neighborhood gangs of the Burroughs, formed to fend off blighted (and other) monsters, as well as encroachments by the more violent gangs. In the case of the Tanner Gang, the recruits are neighborhood gangs in the Ramshackles, usually coerced into joining either by the Tanners themselves, or for protection against the Black Teeth Clan.

NEIGHBORHOOD GANG

By default, any gang that isn't either the Black Teeth Clan, Red Fists, or Warren Weasels uses the stats below. This includes the Smoke Street Watchers, as well as members of the Tanner Gang.

- Gang Leader (*ÆG*, p. 118), CR 2
- Gangsters (*ÆG*, p. 118), CR 1/2

Challenge

See “Challenge: Leaders and Mooks” box, p. 79.

WARREN WEASELS

The Warren Weasels (p. 34) are generally active only in the Warrens below the southern end of the Old City, where they have been able to keep any rival gangs from taking root. They are distinct from other city gangs in a number of ways, not least in their focus on stealth and ambush. Rather than the typical encounter stats for a neighborhood gang, use the following.

- Warren Weasels (p. 110), CR 3

Challenge

- CR 3: 1 Warren Weasel (700 XP)
- CR 5: 2 Warren Weasels (1,400 XP)
- CR 8: 3 Warren Weasels (2,100 XP)
- CR 10: 4 Warren Weasels (2,800 XP)
- CR 11: 5 Warren Weasels (3,500 XP)
- CR 12: 6 Warren Weasels (4,200 XP)

STREET FIGHT

It's possible, in some places even likely, to encounter gangs in the midst of a turf war or other violent conflict with one another. This is especially true in the Ramshackles, where various goblin kingpins of the Black Teeth Clan struggle for turf against the Tanner Gang. Street-side clashes are also fairly common in Skullport. The DM may replace any normal gang encounter with a battle between the local gang and some kind of intruder or interloper – a gang of Smoke Street Watchers might be encountered fighting off a bunch of Tanner Gang goons, or even a pack of Death Dogs, for instance.

A party of PCs has several options in such a case ... they can ignore the fight, join in on one side or the other, or even attempt to wipe out *both* sides. The challenge and XP award for such an encounter depends on what they choose, though it will seldom yield the full XP award of *either* group – both sides were distracted by the other, reducing the challenge considerably. The party only receives XP for enemies who they themselves kill, or half the full award for an enemy felled by cooperation with another group.

SKULLPORT

The streets of Skullport are as dangerous as the worst parts of the City Above, stalked by pirates, slavers, and creatures from the dungeons and the Underdark alike. Anyone who hopes to survive a venture into town will be armed (or otherwise capable of defending themselves), lest they fall prey one of the many monsters of Skullport, whether on two legs or more.

CRIMSON SCOURGE

The hobgoblin mercenaries of the Crimson Scourge (p. 55) are currently under contract with the Iron Ring, as guards, slavers, and general muscle. They are primarily loyal to Odok Orengaard (p. 59), the duergar warden of Skull Island, but will follow the orders of other Iron Ring luminaries as long as there's no conflict.

CRIMSON SCOURGE

- Hobgoblin Battle Acolyte (p. 94), CR 4
- Hobgoblin Devastator (*VGM*, p. 161), CR 4
- Hobgoblin Sergeant-at-Arms (*ÆG*, p. 109), CR 3
- Hobgoblin Riflemen (*ÆG*, p. 109), CR 1
- Worg (*MM*, p. 341), CR1/2

Challenge

- CR 6: 1 Sergeant, 3 Riflemen (1,300 XP)
CR 7: 1 Sergeant, 5 Riflemen (1,700 XP)
CR 8: 1 Acolyte *or* Devastator, 5 Rflmn (2,100 XP)
CR 9: 2 Sergeants, 4 Riflemen (2,200 XP)
CR 10: 1 Aclt. *or* Dvstr., 1 Sgt., 4 Rflmn (2,600 XP)
CR 11: 1 Aclt., 1 Dvstr., 4 Rflmn (3,000 XP)
CR 12: 1 Aclt., 1 Dvstr., 1 Sgt., 3 Rflmn (3,500 XP)
CR 13: 1 Aclt., 1 Dvstr., 1 Sgt., 4 Rflmn (3,700 XP)
CR 14: 1 Aclt., 1 Dvstr., 1 Sgt., 6 Rflmn (4,100 XP)
CR 15: 1 Aclt., 1 Dvstr., 2 Sgts., 6 Rflmn (4,800 XP)

DROW

Most large parties of dark elves in Skullport belong to House Lysean (p. 59), with the occasional slaving band or war party passing through from elsewhere in the Underdark. A party of slavers or soldiers working for the Velve-Olath (p. 62) is identical, save that a Priestess of Lolth (if any) is replaced by an assassin.

DROW

- Drow Assassin (p. 92), CR 9
 - Drow Priestess of Lolth (*MM*, p. 129), CR 9*
 - Drow Mage (*MM*, p. 129), CR 8*
 - Drow Elite Warrior (*MM*, p. 128), CR 6*
 - Drow Soldier (p. 93), CR 2
 - Giant Spider (*MM*, p. 328), CR 1
- *CRs updated to reflect variant rules.

Challenge

- CR 9: 4 Soldiers, 2 Spiders (2,200 XP)
CR 10: 6 Soldiers (2,700 XP)
CR 11: 6 Soldiers, 2 Spiders (3,100 XP)
CR 12: 1 Elite, 3 Soldiers, 2 Spiders (4,050 XP)
CR 13: 1 Elite, 5 Soldiers (4,550 XP)
CR 14: 1 Mage, 3 Soldiers (5,150 XP)
CR 15: 1 Mage, 3 Soldiers, 2 Spiders (5,650 XP)
CR 16: 1 Priestess, 3 Soldiers, 2 Spiders (6,750 XP)
CR 17: 1 Priestess, 5 Soldiers (7,650 XP)
CR 18: 1 Priestess, 1 Elite, 4 Soldiers (8,700 XP)

DUERGAR

The gray dwarves (p. 59) of Skullport are mostly residents of the Foundry (p. 50), though there is usually a company of traders or slavers from Gracklstugh staying in town as well.

DUERGAR

- Duergar War-Priest (p. 91), CR 5
- Duergar Taskmaster (p. 90), CR 4
- Duergar (*MM*, p. 122), CR 1

Challenge

- CR 7: 1 Taskmaster, 2 Duergar (1,500 XP)
CR 8: 1 Taskmaster, 4 Duergar (1,900 XP)
CR 9: 1 War-Priest, 2 Duergar (2,200 XP)
CR 10: 1 War-Priest, 4 Duergar (2,600 XP)
CR 11: 1 Priest, 1 Taskmaster, 4 Duergar (3,700 XP)
CR 13: 1 Priest, 1 Taskmaster, 5 Duergar (3,900 XP)
CR 14: 1 Priest, 1 Taskmaster, 6 Duergar (4,100 XP)
CR 15: 1 Priest, 2 Tskmstrs., 4 Duergar (4,800 XP)
CR 16: 1 Priest, 2 Tskmstrs., 6 Duergar (5,200 XP)

PIRATES & SKULKER GANGS

The many small and independent groups of thugs and ne'er-do-wells who frequent Skullport tend to resemble other neighborhood gangs (p. 86), and can use the same encounter stats as those. A group like the Breakneck Boys (p. 57), who moves easily among the catwalks, can use the stats below. Other groups can use the stats of virtually any other gang that the DM wishes, depending on their particular nature.

PIRATES & SKULKERS

- Airship Pirate Commander (*ÆG*, p. 106), CR 2
- Airship Pirate (*ÆG*, p. 106), CR 1/2

CHALLENGE

See “Challenge: Leaders and Mooks” box, p. 85, using only encounters of CR 5 or higher.

SHATTERED SKULL

The most brutal and infamous pirates of the Sword Coast, the orc-blooded cutthroats of the Shattered Skull (p. 57) seldom roam far from their ships, though they can be found throughout the Port of Shadow.

SHATTERED SKULL

- Orc Pirate Chief (p. 96), CR 5
- Half-Orc Storm Caller (p. 95), CR 5
- Orog Enforcer (p. 96), CR 2
- Orc Pirate (p. 95), CR 1

Challenge

- CR 6: 1 Orog, 4 Pirates (1,250 XP)
CR 7: 1 Orog, 5 Pirates (1,450 XP)
CR 8: 2 Orog, 4 Pirates (1,700 XP)
CR 9: 2 Orog, 5 Pirates (1,900 XP)
CR 10: 1 Chief, 3 Pirates (2,400 XP)
CR 11: 1 Chief, 5 Pirates (2,800 XP)
CR 12: 1 Chief, 1 Orog, 6 Pirates (3,450 XP)
CR 13: 1 Chief, 1 Caller, 4 Pirates (4,400 XP)
CR 14: 1 Chief, 1 Caller, 2 Orog, 2 Prts. (4,900 XP)
CR 15: 1 Chief, 1 Caller, 6 Pirates (4,800 XP)
CR 16: 1 Chief, 1 Caller, 2 Orog, 6 Prts. (5,700 XP)

SLAVERS

The slavers who provide “recruits” for the Iron Ring are chosen for ruthlessness and trained for effectiveness. Often lead by a cleric of Loviatar or Malar, they are outfitted to capture as well as kill.

SLAVERS

- Malarite (p. 108), CR 7
- Loviatar (p. 107), CR 6
- Slaver Captain (p. 109), CR 5
- Slaver Mage (p. 110), CR 5
- Slaver (p. 109), CR 2

Challenge

- CR 8: 4 Slavers (1,800 XP)
CR 9: 5 Slavers (2,250 XP)
CR 10: 1 Captain, 2 Slavers (2,700 XP)
CR 11: 1 Captain, 4 Slavers (3,600 XP)
CR 12: 1 Captain, 5 Slavers (4,050 XP)
CR 13: 1 Captain, 1 Mage, 2 Slavers (4,500 XP)
CR 14: 1 Captain, 1 Mage, 4 Slavers (5,400 XP)
CR 15: 1 Loviatar, 1 Captain, 4 Slavers (5,900 XP)
CR 16: 1 Lovi., 1 Capt., 1 Mage, 3 Slvr. (7,250 XP)
CR 17: 1 Malar., 1 Capt., 1 Mage, 3 Slvr. (7,850 XP)
CR 18: 1 Malar., 1 Lovi., 1 Mage, 3 Slvr. (8,350 XP)

MONSTERS

Many kinds of monsters may be encountered in, around, and beneath the City of Splendors. Most stay off the city streets during the day, lurking in sewers and junkyards until the sun sets.

BLIGHTS

The flora in a blighted area has “awakened” in a rotten mood, and attacks anyone who strays too near. This encounter is most common in small urban parks or other areas which were once lush, but have succumbed to industrial pollution.

BLIGHTS

- Blighted Tree (*ÆG*, p. 91), CR 3
- Vine Blight (*MM*, p. 32), CR 1/2
- Needle Blight (*MM*, p. 32), CR 1/4
- Twig Blight (*MM*, p. 32), CR 1/8

Challenge

- CR 1: 1 Vine, 2 Twigs (150 XP)
CR 2: 1 Vine, 1 Needle, 2 Twigs (200 XP)
CR 3: 2 Vines, 2 Needles, 2 Twigs (350 XP)
CR 4: 2 Vines, 4 Needles, 4 Twigs (500 XP)
CR 5: 1 Tree, 2 Vines, 2 Ndl., 2 Twigs (1,050 XP)
CR 6: 1 Tree, 2 Vines, 2 Ndl., 4 Twigs (1,100 XP)
CR 7: 1 Tree, 2 Vines, 4 Ndl., 4 Twigs (1,200 XP)
CR 8: 1 Tree, 4 Vines, 4 Ndl., 4 Twigs (1,400 XP)
CR 9: 2 Trees, 2 Vines, 2 Ndl., 4 Twigs (1,800 XP)
CR 10: 2 Trees, 2 Vines, 4 Ndl., 4 Twigs (1,900 XP)

BLIGHTED RATS

In areas of pollution, blighted rats are more likely than ordinary ones. They are also considerably more aggressive and vicious than their uncorrupted kin.

RATS

- Swarm of Blighted Rats (*ÆG*, p. 92), CR 1
- Blighted Giant Rat (*ÆG*, p. 90), CR 1/4

Challenge

- CR 1: 3 Blighted Rats (150 XP)
CR 2: 5 Blighted Rats (250 XP)
CR 3: 1 Bltd. Rat Swrm., 4 Blighted Rats (400 XP)
CR 4: 2 Bltd. Rat Swrms., 4 Blighted Rats (600 XP)
CR 5: 2 Bltd. Rat Swrms., 8 Blighted Rats (800 XP)
CR 6: 4 Bltd. Rat Swrms., 6 Blighted Rats (1,100 XP)

BOILER ELEMENTALS

One or more creatures of elemental steam and smoke has taken form in the urban smog, and stalks the noxious clouds and fumes that roll through the streets.

BOILER ELEMENTALS

- Smoke Elemental (*ÆG*, p. 101), CR 5
- Steam Elemental (*ÆG*, p. 102), CR 5
- Smog Mephit (*ÆG*, p. 112), CR 1/4
- Smoke Mephit (*MM*, p. 217), CR 1/4
- Steam Mephit (*MM*, p. 217), CR 1/4

Challenge

- CR 1: 3 Mephits (150 XP)
CR 2: 4 Mephits (200 XP)
CR 3: 6 Mephits (300 XP)
CR 4: 8 Mephits (400 XP)
CR 5: 1 Elemental (1,800 XP)
CR 6: 1 Elemental, 1 Mephit (1,850 XP)
CR 7: 1 Elemental, 2 Mephits (1,900 XP)
CR 8: 1 Elemental, 4 Mephits (2,000 XP)
CR 9: 1 Elemental, 6 Mephits (2,100 XP)
CR 10: 2 Elementals (3,600 XP)
CR 11: 2 Elementals, 4 Mephits (3,800 XP)
CR 13: 2 Elementals, 6 Mephits (3,900 XP)

DEATH DOGS

A pack of ill-tempered two-headed dogs roams the smog-stained streets, looking for prey.

DEATH DOGS

- Death Dogs (*MM*, p. 321), CR 1

Challenge

- CR 1: 1 Death Dog (200 XP)
CR 3: 2 Death Dogs (400 XP)
CR 4: 3 Death Dogs (600 XP)
CR 5: 5 Death Dogs (1,000 XP)
CR 6: 6 Death Dogs (1,200 XP)
CR 7: 7 Death Dogs (1,400 XP)
CR 8: 8 Death Dogs (1,600 XP)

ETHEREAL SPIDERS

One or more ethereal spiders lives in the local Border Ethereal, hunting or lying in wait for tasty creatures to stray nearby. Its past victims may also haunt the area.

ETHEREAL SPIDERS

- Ethereal Widow (*ÆG*, p. 104), CR 6
- Ethereal Recluse (*ÆG*, p. 103), CR 5
- Phase Spider (*MM*, p. 334), CR 3
- Specter (*MM*, p. 279), CR 1

Challenge

- CR 3: 1 Phase Spider (700 XP)
- CR 4: 1 Phase Spider, 1 Specter (900 XP)
- CR 5: 1 Recluse (1,800 XP)
- CR 6: 1 Widow (2,300 XP)
- CR 7: 1 Recluse, 1 Specter (2,000 XP)
- CR 8: 1 Widow, 1 Specter (2,500 XP)
- CR 9: 1 Recluse, 2 Specters (2,200 XP)
- CR 10: 1 Widow, 2 Specters (2,700 XP)
- CR 11: 1 Widow, 5 Specters (3,300 XP)
- CR 12: 1 Widow, 2 Phase, 3 Specters (4,300 XP)
- CR 13: 1 Widow, 1 Recluse, 4 Specters (4,900 XP)
- CR 14: 2 Widows, 4 Specters (5,400 XP)

PUBLIC WORKS

Many adventuring parties who are getting their start in Waterdeep, especially those working with the City Authorities (but certainly not limited to them), will take jobs helping to clear monsters out of various public spaces. Such jobs promise a decent paycheck for mild to moderate danger – the party never has to go far to get help, should they get in over their heads. The party normally reports to the appropriate city official (a quest-giving NPC, created by the DM to be as bland or colorful as desired), embarks into a hazardous area for a few encounters (rolled or chosen from the appropriate encounter table), and then returns with evidence of the monsters they killed, to collect a reward from the quest NPC.

GRAVEYARD SHIFT

About once a month, or more often if the dead are especially restless, the Ministry of Parks and Undertaking (p. 19) will hire adventuring parties to sweep the City of the Dead for zombies, ghouls, or whatever else might be going bump in the night. Embarking after sunset and patrolling until sunrise (or until they are too injured or terrified to go on), a party that endures until morning is paid 500 gp; a party that had to flee part way through the night is paid 100 gp. A party that brings back evidence of a powerful undead creature slain (wight, ghast, etc.) may be paid 1,000 gp or more, even if they didn't stay the entire night.

JUNKYARD PATROL

Another place that dangerous monsters are known to gather is in junkyards, leading to the common practice of hiring adventurers to wander around inside, poking and prodding for hidden creatures. Much as with similar monster-hunting jobs, the party's payment depends on what carcasses they bring back – usually from 500-1,000 gp.

SEWER SWEEP

The Ministry of Roads and Passages (p. 19) occasionally uncovers a monster nest or loses track of a party of workers, whereupon they will hire a party of monster hunters to venture into the sewers and take care of the problem. Such a job usually pays 500-1,000 gp for simple monster-slaying (depending on types and numbers of creatures that the party can prove they killed), plus at least 500 gp more if anyone is rescued in the process. The latter reward may come from the city for missing workers, or from a grateful family upon the return of a monster-kidnapped child, etc.

SKYPORT SPIDERS

Ethereal spiders are drawn to the activities and emanations of the Sky Port (p. 17), building web in the Border Ethereal and snatching unwary travelers who stray to the wrong part of the airship docks. When such a creature is reported, the Watch either sends or hires a party to deal with the creature(s). Those who slay one or more ethereal spiders can claim a bounty for their carcasses – 300 gp for a phase spider, 500 gp for a recluse, and 600 gp for a widow.

GARGOYLES

A pack of gargoyles lurks in the shadows or stalks the back alleys, looking for fleshy creatures to attack.

They might be working on behalf of a more powerful evil, or just sating their own sadistic appetites.

GARGOYLES

- Gargoyle (*MM*, p. 140), CR 2

Challenge

- CR 2: 1 Gargoyle (450 XP)
 - CR 4: 2 Gargoyles (900 XP)
 - CR 6: 3 Gargoyles (1,350 XP)
 - CR 8: 4 Gargoyles (1,800 XP)
 - CR 9: 5 Gargoyles (2,250 XP)
 - CR 10: 6 Gargoyles (2,700 XP)
-
-

GHOULS

A pack of ghouls (and possibly ghosts) scours the graveyard for corpses, but will ferociously attack the living if they are spotted.

GHOULS

- Ghast (*MM*, p. 148), CR 2
- Ghoul (*MM*, p. 148), CR 1

Challenge

- CR 1: 1 Ghoul (200 XP)
- CR 2: 2 Ghouls (400 XP)
- CR 3: 3 Ghouls (600 XP)
- CR 4: 4 Ghouls (800 XP)
- CR 5: 1 Ghast, 3 Ghouls (1,050 XP)
- CR 6: 1 Ghast, 5 Ghouls (1,450 XP)
- CR 7: 2 Ghasts, 4 Ghouls (1,700 XP)
- CR 9: 2 Ghasts, 5 Ghouls (1,900 XP)
- CR 10: 2 Ghasts, 6 Ghouls (2,100 XP)

GIANT SPIDERS

One or more giant spiders hunt here, possibly accompanied by an ettercap or two.

GIANT SPIDERS

- Ettercap (*MM*, p. 131), CR 2
- Phase Spider (*MM*, p. 334), CR 2
- Giant Spider (*MM*, p. 328), CR 1
- Giant Wolf Spider (*MM*, p. 330), CR ¼

Challenge

- CR 1: 1 Giant Spider (200 XP)
 - CR 2: 1 Ettercap (450 XP)
 - CR 3: 1 Ettercap, 1 Giant Wolf Spider (500 XP)
 - CR 4: 1 Ettercap, 1 Giant Spider (650 XP)
 - CR 5: 1 Ettercap, 3 Giant Spiders (1,050 XP)
 - CR 6: 1 Ettercap, 2 Phase Spiders (1,350 XP)
 - CR 7: 2 Ettercaps, 4 Giant Spiders (1,700 XP)
 - CR 8: 2 Ettercaps, 2 Phase Spiders (1,800 XP)
 - CR 9: 2 Ettercaps, 3 Phase Spiders (2,250 XP)
 - CR 10: 2 Ettercaps, 4 Phase Spiders (2,700 XP)
-
-

GRAVE ROBBERS

A group of dark cultists is exhuming and absconding with corpses for some nefarious purpose. They may or may not be led in their mission by one or more acolytes of the cult, or even a powerful necromancer.

GRAVE ROBBERS

- Necromancer (*VGM*, p. 217), CR 9
- Death Priest (use stats for Loviatari, p. 107), CR 6
- Cult Fanatic (*MM*, p. 345), CR 2
- Cultist (*MM*, p. 345), CR 1/8
- Zombie (*MM*, p. 316), CR 1/4

Challenge

- CR 4: 1 Cult Fanatic, 4 Cultists (550 XP)
- CR 5: 2 Cult Fanatics, 4 Cultists (1,000 XP)
- CR 6: 2 Cult Fanatics, 4 Cultists, 2 Zom. (1,100 XP)
- CR 7: 3 Cult Fanatics, 4 Cultists (1,450 XP)
- CR 8: 3 Cult Fanatics, 4 Cultists, 2 Zom. (1,550 XP)
- CR 9: 1 Death Priest, 4 Cultists (2,400 XP)
- CR 10: 1 Priest, 1 Fanatic, 4 Cultists (2,850 XP)
- CR 11: 1 Priest, 1 Fntc., 4 Cult., 4 Zom. (3,050 XP)
- CR 12: 1 Priest, 2 Fntcs., 4 Cult., 3 Zom. (3,450 XP)
- CR 13: 1 Priest, 3 Fntcs., 4 Cult., 2 Zom. (3,850 XP)
- CR 14: 1 Necromancer, 4 Cultists (5,100 XP)
- CR 15: 1 Ncr., 1 Fntc., 4 Cultists (5,550 XP)
- CR 16: 1 Ncr., 2 Fntcs., 4 Cult., 3 Zom. (XP)
- CR 17: 1 Ncr., 3 Fntcs., 4 Cult., 2 Zom. (XP)

JUNK SPIRITS

Broken machines whose remaining enchantments have coalesced into an animate pile of junk.

JUNK SPIRITS

- Rusted Hulk (*ÆG*, p. 111), CR 6
- Scrap Wolf (*ÆG*, p. 111), CR 2
- Clutter Goblin (*ÆG*, p. 110), CR 1/4

Challenge

- CR 1: 3 Clutter Goblins (150 XP)
CR 2: 4 Clutter Goblins (200 XP)
CR 3: 6 Clutter Goblins (300 XP)
CR 4: 1 Scrap Wolf, 3 Clutter Goblins (600 XP)
CR 5: 2 Scrap Wolves, 4 Clutter Goblins (1,100 XP)
CR 6: 1 Rusted Hulk (2,300 XP)
CR 7: 3 Scrap Wolves, 3 Clutter Goblins (1,500 XP)
CR 8: 4 Scrap Wolves (1,800 XP)
CR 9: 5 Scrap Wolves (2,250 XP)
CR 10: 1 Rusted Hulk, 4 Clutter Goblins (2,500 XP)
CR 11: 1 Rusted Hulk, 3 Scrap Wolves (3,650 XP)
CR 12: 1 Rusted Hulk, 4 Scrap Wolves (4,100 XP)
CR 13: 1 Rusted Hulk, 5 Scrap Wolves (4,550 XP)
CR 14: 2 Rusted Hulks, 2 Scrap Wolves (5,500 XP)
CR 15: 2 Rusted Hulks, 3 Scrap Wolves (5,950 XP)
CR 16: 2 Rusted Hulks, 4 Scrap Wolves (6,400 XP)
-
-

KUO-TOA

The dreaded fish-men of the Underdark have a small but persistent presence in the Port of Shadow, most being loyal to Giishrid (p. 56) of the Iron Ring.

KUO-TOA

- Kuo-Toa Archpriest (*MM*, p. 200), CR 6
- Kuo-Toa Monitor (*MM*, p. 198), CR 3
- Kuo-Toa Whip (*MM*, p. 200), CR 1
- Kuo-Toa (*MM*, p. 199), CR 1/4

Challenge

- CR 1: 2 Kuo-Toa (100 XP)
CR 2: 4 Kuo-Toa (200 XP)
CR 3: 6 Kuo-Toa (300 XP)
CR 4: 2 Whips, 4 Kuo-Toa (600 XP)
CR 5: 1 Monitor, 5 Kuo-Toa (950 XP)
CR 6: 1 Monitor, 2 Whips, 3 Kuo-Toa (1,250 XP)
CR 7: 1 Monitor, 2 Whips, 6 Kuo-Toa (1,450 XP)
CR 8: 1 Monitor, 5 Whips (1,700 XP)
CR 9: 2 Monitors, 4 Whips (2,200 XP)
CR 10: 1 Archpriest, 4 Whips (3,100 XP)
CR 11: 1 Archpriest, 1 Monitor, 4 Whips (3,800 XP)
CR 12: 1 Archpriest, 2 Monitors, 3 Whips (4,300 XP)

MIND FLAYERS

Although they seldom appear in great numbers, the illithids of Ch'chitl (p. 61) and other mind flayer hives occasionally stalk the streets of Skullport, looking for a meal. They frequently have one or more thralls to help soften up potential victims.

MIND FLAYERS

- Mind Flayer Arcanist (*MM*, p. 222), CR 8
- Mind Flayer (*MM*, p. 222), CR 7
- Umber Hulk (*MM*, p. 292), CR 5
- Minotaur (*MM*, p. 223), CR 3

Challenge

- CR 7: 1 Mind Flayer (2,900 XP)
CR 8: 1 Flayer Arcanist (3,900 XP)
CR 10: 1 Mind Flayer, 1 Minotaur (3,600 XP)
CR 11: 1 Mind Flayer, 1 Umber Hulk (4,700 XP)
CR 12: 1 Flayer Arcanist, 1 Umber Hulk (5,700 XP)
CR 13: 2 Mind Flayers (5,800 XP)
CR 14: 1 Flayer Arcanist, 1 Mind Flayer (6,800 XP)
CR 15: 2 Mind Flayers, 1 Minotaur (6,500 XP)
CR 16: 2 Mind Flayers, 1 Umber Hulk (7,000 XP)
CR 17: 2 Mind Flayers, 3 Minotaurs (7,900 XP)
CR 18: 2 Mind Flayers, 2 Umber Hulks (9,400 XP)
-
-

OTYUGHS & CARRION CRAWLERS

Creatures of squalor and filth, otyughs often live in symbiosis with other denizens of the dung heap.

OTYUGHS AND CARRION CRAWLERS

- Otyugh (*MM*, p. 248), CR 5
- Carrion Crawler (*MM*, p. 37), CR 2
- Giant Centipedes (*MM*, p. 323), CR 1/4

Challenge

- CR 1: 3 Giant Centipedes (150 XP)
CR 2: 1 Carrion Crawler (450 XP)
CR 3: 1 Carrion Crawler, 2 Centipedes (450 XP)
CR 4: 2 Carrion Crawlers (900 XP)
CR 5: 1 Otyugh (1,800 XP)
CR 6: 3 Carrion Crawlers (1,350 XP)
CR 7: 1 Otyugh, 1 Carrion Crawler (2,250 XP)
CR 8: 4 Carrion Crawlers (1,800 XP)
CR 9: 1 Otyugh, 2 Carrion Crawlers (2,700 XP)
CR 10: 1 Otyugh, 3 Carrion Crawlers (3,150 XP)
CR 11: 2 Otyughs (3,600 XP)
CR 12: 2 Otyughs, 4 Giant Centipedes (3,800 XP)
CR 13: 2 Otyughs, 2 Carrion Crawlers (4,500 XP)
CR 14: 2 Otyughs, 4 Carrion Crawlers (5,400 XP)

OTYUGHS & RUST MONSTERS

Like their sewer-dwelling counterparts, junkyard otyughs are often found with other native creatures.

OTYUGHS AND RUST MONSTERS

- Junkyard Otyugh (*ÆG*, p. 113), CR 6
- Rust Monster (*MM*, p. 262), CR 1/2

Challenge

- CR 1: 2 Rust Monsters (200 XP)
 - CR 2: 3 Rust Monsters (300 XP)
 - CR 3: 4 Rust Monsters (400 XP)
 - CR 4: 5 Rust Monsters (500 XP)
 - CR 5: 6 Rust Monsters (600 XP)
 - CR 6: 1 Junkyard Otyugh (2,300 XP)
 - CR 8: 1 Junkyard Otyugh, 1 Rust Monster (2,400 XP)
 - CR 10: 1 Jnk. Otyugh, 2 Rust Monsters (2,500 XP)
 - CR 11: 2 Junkyard Otyughs (4,600 XP)
 - CR 13: 2 Jnk. Otyughs, 2 Rust Monsters (4,800 XP)
 - CR 14: 2 Jnk. Otyughs, 4 Rust Monsters (5,000 XP)
-
-

RAGGAMOFFYNS

As minor enchantments and magical machines become more common, so do the creatures born of their discarded parts, vessels, and scraps.

RAGGAMOFFYNS

- Shrapnyl (p. 101), CR 8
- Guttersnipe (p. 100), CR 5
- Common Raggamoffyn (p. 99), CR 3
- Captured Ogre (p. 101), CR 2
- Tatterdemanimal (p. 102), CR 1
- Captured Dwarf (p. 100), CR 1/2
- Captured Human (p. 99), CR 1/4
- Captured Rat (p. 102), CR 1/4

Challenge

- CR 1: 1 Tatterdemanimal (200 XP)
- CR 2: 1 Tatterdemanimal, 1 Captured Rat (250 XP)
- CR 3: 1 Common Raggamoffyn (700 XP)
- CR 4: 1 Raggamoffyn, 1 Captured Human (750 XP)
- CR 5: 1 Guttersnipe (1,800 XP)
- CR 6: 1 Guttersnipe, 1 Captured Dwarf (1,900 XP)
- CR 7: 1 Guttersnipe, 1 Raggamoffyn (2,500 XP)
- CR 8: 1 Shrapnyl (3,900 XP)
- CR 9: 1 Shrapnyl, 1 Captured Ogre (4,350 XP)
- CR 10: 4 Raggamoffyns (2,800 XP)
- CR 11: 1 Shrapnyl, 1 Raggamoffyn (4,600 XP)
- CR 12: 1 Shrapnyl, 1 Guttersnipe (4,600 XP)
- CR 13: 1 Guttersnipe, 4 Raggamoffyns (5,700 XP)
- CR 14: 3 Guttersnipes (5,800 XP)
- CR 15: 2 Shrapnyls (7,800 XP)

RATS

Rats can be found most everywhere that civilization can, and unfortunately, they are often accompanied by those stricken to be wererats.

RATS

- Wererat (*MM*, p. 209), CR 2
- Swarm of Rats (*MM*, p. 339), CR 1/4
- Giant Rat (*MM*, p. 327), CR 1/8

Challenge

- CR 1: 6 Giant Rats (150 XP)
 - CR 2: 2 Rat Swarms, 4 Giant Rats (200 XP)
 - CR 3: 4 Rat Swarms, 4 Giant Rats (300 XP)
 - CR 4: 1 Wererat, 5 Giant Rats (575 XP)
 - CR 5: 2 Wererats, 4 Giant Rats (1,000 XP)
 - CR 6: 2 Wererats, 2 Swarms, 4 Gnt. Rats (1,100 XP)
 - CR 7: 3 Wererats, 3 Giant Rats (1,425 XP)
 - CR 8: 4 Wererats (1,800 XP)
 - CR 9: 5 Wererats (2,250 XP)
 - CR 10: 6 Wererats (2,700 XP)
-
-

ROPER & PIERCERS

One or more ropers, and possibly their young, have found a shadowy corner of the cavern to lurk in, and pick off passersby.

ROPER AND PIERCERS

- Roper (*MM*, p. 261), CR 5
- Piercer (*MM*, p. 252), CR 1/2

Challenge

- CR 5: 1 Roper (1,800 XP)
- CR 6: 1 Roper, 1 Piercer (1,900 XP)
- CR 8: 1 Roper, 2 Piercers (2,000 XP)
- CR 9: 1 Roper, 4 Piercers (2,200 XP)
- CR 10: 2 Ropers (3,600 XP)
- CR 11: 2 Ropers, 2 Piercers (3,800 XP)
- CR 12: 2 Ropers, 4 Piercers (4,000 XP)
- CR 13: 2 Ropers, 5 Piercers (4,100 XP)
- CR 14: 3 Ropers (5,400 XP)
- CR 15: 3 Ropers, 3 Piercers (5,700 XP)

SHADOWS

Undead shadows are less conspicuous than walking corpses, and thus have a somewhat easier time sneaking out of the cemetery. They are especially fond of blight and smog, which gives them all benefits of darkness, even during the day. And although shadow mastiffs aren't technically undead, they share enough of the characteristics and predilections of undead shadows that they often hunt together.

SHADOWS

- Shadow Mastiff (*VGM*, p. 190), CR 2
- Shadow (*MM*, p. 269), CR 1/2

Challenge

See "Challenge: Leaders and Mooks" box, p. 79.

SKUM

Most of the skum in the area are servants of the Skum Lord (p. 40), and may be on an errand for their master, or simply looking for "new recruits" to bring back to the sewers below Skullport.

SKUM

- Skum, Beast (p. 103), CR 3
- Skum, Humanoid (p. 103), CR 2

Challenge

- CR 2: 1 Humanoid (450 XP)
- CR 3: 1 Beast (700 XP)
- CR 4: 2 Humanoids (900 XP)
- CR 5: 1 Beast, 1 Humanoid (1,350 XP)
- CR 6: 3 Humanoids (1,350 XP)
- CR 7: 1 Beast, 2 Humanoids (1,600 XP)
- CR 8: 4 Humanoids (1,800 XP)
- CR 9: 2 Beasts, 2 Humanoids (2,300 XP)
- CR 10: 2 Beasts, 3 Humanoids (2,750 XP)
- CR 11: 3 Beasts, 3 Humanoids (3,450 XP)
- CR 12: 3 Beasts, 4 Humanoids (3,900 XP)
- CR 14: 4 Beasts, 3 Humanoids (4,150 XP)
- CR 15: 4 Beasts, 4 Humanoids (4,600 XP)

ZOMBIES

The most common variety of walking dead is the basic zombie, or their flesh-less counterparts. Some are created by dark magic, others by grave wights, and still others "awaken" spontaneously into un-life.

ZOMBIES

- Wight (*MM*, p. 300), CR 3
- Skeleton (*MM*, p. 272), CR 1/4
- Zombie (*MM*, p. 316), CR 1/4

Challenge

- CR 1: 3 Zombies (150 XP)
 - CR 2: 4 Zombies (200 XP)
 - CR 3: 6 Zombies (300 XP)
 - CR 4: 8 Zombies (400 XP)
 - CR 5: 1 Wight, 5 Zombies (950 XP)
 - CR 6: 1 Wight, 8 Zombies (1,100 XP)
 - CR 7: 2 Wights, 4 Zombies (1,600 XP)
 - CR 8: 2 Wights, 6 Zombies (1,700 XP)
 - CR 9: 2 Wights, 8 Zombies (1,800 XP)
- (Any or all zombies in an encounter may be replaced with skeletons.)

APPENDIX B. MONSTERS & NPCs

The following new creatures are common to Waterdeep and Skullport; many can be found elsewhere as well.

DWARF, DUERGAR

Bands of gray dwarves (*MM*, p. 122) are often led by a stern taskmaster or ruthless war-priest.

DUERGAR TASKMASTER

A taskmaster is the leader of a duergar slaving- or war-band, a merciless and humorless drill sergeant and slave-driver who demands flawless discipline and obedience from his men.

Medium humanoid (dwarf), lawful evil

Armor Class 18 (half-plate, shield)

Hit Points 90 (12d8+36)

Speed 25 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	12 (+1)	16 (+3)	11 (+0)	13 (+1)	12 (+1)

Saving Throws Con +5, Wis +3

Skills Athletics +5, Intimidate +3

Damage Resistances poison

Senses darkvision 120 ft., passive Perception 11

Languages Common, Dwarvish, Undercommon

Challenge 4 (1,100 XP)

Duergar Resilience. The duergar has advantage on saving throws against poisons, spells, illusions, or being charmed or paralyzed.

Sunlight Sensitivity. While in sunlight, duergar have disadvantage on attack rolls and Wisdom (Perception) rolls that rely in sight.

ACTIONS

Enlarge. As for an ordinary duergar (*MM*, p. 122).

Multiattack. The duergar makes two warhammer attacks.

Warhammer. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 7 (1d8+3) bludgeoning damage, or 12 (2d8+3) bludgeoning damage while enlarged.

Javelin. *Ranged Weapon Attack.* +5 to hit, range 30/120, one target. *Hit:* 6 (1d6+3) piercing damage, or 10 (2d6+3) piercing damage while enlarged.

Invisibility. As for an ordinary duergar (*MM*, p. 122).

DUERGAR WAR-PRIEST

Duergar clergy may worship gray dwarven gods of conquest and avarice, or sometimes knowingly or unknowing pledge to the service of Asmodeus or other arch-devils. In either case, they are grim and ruthless fanatics, content with nothing less than complete dominion in the name of their faith.

Medium humanoid (dwarf), lawful evil

Armor Class 17 (half-plate, shield)

Hit Points 60 (8d8+24)

Speed 25 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	11 (+0)	16 (+3)	11 (+0)	16 (+3)	13 (+1)

Saving Throws Con +5, Wis +5

Skills Insight +5, Religion +2

Damage Resistances poison; non-magical bludgeoning, piercing, and slashing (from *stoneskin*)

Senses darkvision 120 ft., passive Perception 13

Languages Common, Dwarvish, Undercommon

Challenge 5 (1,800 XP)

Duergar Resilience. The duergar has advantage on saving throws against poisons, spells, illusions, or being charmed or paralyzed.

Spellcasting. The duergar is an 8th-level cleric, casts spells using Wisdom (spell save DC 13, +5 to hit with spell attacks), and has the following spells prepared:

Cantrips (at will): *guidance, mending, poison spray, resistance*

1st level (4 slots): *armor of Agathys, command, cure wounds (divine favor, shield of faith)*

2nd level (3 slots): *hold person, shatter, silence (magic weapon, spiritual weapon)*

3rd level (3 slots): *dispel magic, fear, vampiric touch (crusader's mantle, spirit guardians)*

4th level (2 slots): *banishment, blight (freedom of movement, stoneskin)*

Sunlight Sensitivity. While in sunlight, duergar have disadvantage on attack rolls and Wisdom (Perception) rolls that rely in sight.

ACTIONS

Enlarge. As for an ordinary duergar (*MM*, p. 122).

Multiattack. The duergar makes two warhammer attacks.

Warhammer. Melee Weapon Attack: +4 to hit, reach 5 ft., one target. *Hit:* 6 (1d8+2) bludgeoning damage, or 11 (2d8+2) bludgeoning damage while enlarged.

Javelin. Ranged Weapon Attack. +4 to hit, range 30/120, one target. *Hit:* 5 (1d6+2) piercing damage, or 9 (2d6+2) piercing damage while enlarged.

Invisibility. As for an ordinary duergar (*MM*, p. 122).

ELF, DROW

The dark elves of Houses Lysean and Tanor'Thal (pp. 59-60) are fairly typical of their people, and use the standard drow stats from the *Monster Manual* (p. 126).

The drow of the Dark Maiden's Alliance (p. 60) and the Velve-Olath (p. 62) are distinct from their brethren, using the stats below instead.

DROW ASSASSIN

The dark elves are known for their deadly assassins, some in the service of the matron mothers, some who belong to other groups like Velve-Olath.

Medium humanoid (elf), neutral evil

Armor Class 18 (*studded leather* +2)

Hit Points 97 (15d8+30)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
13 (+1)	18 (+4)	14 (+2)	11 (+0)	12 (+1)	13 (+1)

Saving Throws Dex +7, Con +5, Int +3

Skills Acrobatics +7, Athletics +4, Deception +4, Perception +4, Sleight of Hand +7, Stealth +7

Senses darkvision 120 ft., passive Perception 14

Languages Common, Elvish, Undercommon

Challenge 9 (5,000 XP)

Assassinate. The assassin has advantage on any attack against a creature that hasn't taken a turn in combat yet, and any hit it scores on a creature that is surprised is a critical hit.

Cunning Action. On each of its turns, the assassin can use a bonus action to take the Dash, Disengage, or Hide action.

Evasion. If the assassin is subjected to an effect that allows a Dexterity saving throw for half damage, it instead takes no damage on a successful save, and only half damage on a failed save.

Fey Ancestry. The drow has advantage on saving throws against all spells and magic, and can't be put to sleep by magic.

VARIANT: MAGIC RESISTANCE

At the DM's option, all drow (including those from the *Monster Manual*) have advantage on *all* saving throws against spells and magical effects, not just those against being charmed. Particularly if used in combination with Drow Magic Armor and Weapons, this is enough to increase all drow CRs by one notch; the drow stats here already account for both variants.

Innate Spellcasting. The drow casts spells innately; this ability is identical to that of a drow elite warrior.

Master of Disguise. The assassin can take several hours to disguise itself as another medium humanoid creature. The ruse is undetectable to casual observation; a creature that has reason to be suspicious can make a DC 16 Wisdom (Insight) or Wisdom (Perception) roll to detect something amiss.

Sneak Attack (1/Turn). The attack deals an extra 21 (6d6) damage when it hits a target with a weapon attack and has advantage on the attack roll, or when the target is within 5 feet of an ally who isn't incapacitated, and it doesn't have disadvantage on the attack roll.

Sunlight Sensitivity. While in sunlight, drow have disadvantage on attack rolls and Wisdom (Perception) rolls that rely in sight.

ACTIONS

Multiattack. The drow makes two shortsword attacks.

Shortsword +2. Melee Weapon Attack: +9 to hit, reach 5 ft., one target. *Hit:* 9 (1d6+6) piercing damage plus 17 (5d6) poison damage.

Hand Crossbow. Ranged Weapon Attack. +7 to hit, range 30/120, one target. *Hit:* 7 (1d6+4) piercing damage, and the target is affected by venom as for standard drow crossbow attacks.

REACTIONS

Uncanny Dodge. When an attacker that the drow can see hits it, it can use its reaction to halve the damage it takes.

DROW PRIESTESS OF EILISTRAEE

A priestess of the drow goddess of redemption is distinct from her Lolth-worshiping sisters in several ways – not least of which is her much friendlier disposition toward non-drow, and fierce dislike of spiders, poison, demons, and all things Lolthian.

Medium humanoid (elf), neutral good

Armor Class 18 (*studded leather +2; shield of faith*)

Hit Points 77 (14d8+14)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	14 (+2)	12 (+1)	13 (+1)	17 (+3)	18 (+4)

Saving Throws Con +5, Wis +6, Cha +7

Skills Insight +6, Percept. +6, Religion +4, Stealth +5

Senses darkvision 120 ft., passive Perception 16

Languages Common, Elvish, Undercommon

Challenge 7 (2,900 XP)

Fey Ancestry. The drow has advantage on saving throws against all spells and magic, and can't be put to sleep by magic.

Innate Spellcasting. The drow casts spells innately; this ability is identical to that of a priestess of Lolth.

Spellcasting. The priestess casts spells as an 11th-level cleric, with Wisdom (spell save DC 14, +6 to hit with spell attacks), and has these spells prepared:

Cantrips (at will): *guidance, resistance, sacred flame, spare the dying, thaumaturgy*

1st level (4 slots): *bless, cure wounds, purify food and drink, shield of faith*

2nd level (3 slots): *lesser restoration, misty step, protection from poison*

3rd level (3 slots): *dispel magic, elemental weapon*

4th level (3 slots): *banishment, freedom of movement*

5th level (2 slots): *dispel evil and good, flame strike*

6th level (1 slot): *heal*

Sunlight Sensitivity. While in sunlight, drow have disadvantage on attack rolls and Wisdom (Perception) rolls that rely in sight.

ACTIONS

Multiattack. The drow makes two scimitar attacks.

Scimitar +2. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 7 (1d6+4) slashing damage.

DROW SOLDIER

While short of the abilities of an elite drow warrior, these professional House soldiers are more formidable than rank-and-file dark elves.

Medium humanoid (elf), neutral evil

Armor Class 16 (*chain shirt +1*)

Hit Points 49 (9d8+9)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
12 (+1)	15 (+2)	13 (+1)	11 (+0)	13 (+1)	12 (+1)

Saving Throws Dex +5, Con +4

Skills Perception +3, Stealth +5

Senses darkvision 120 ft., passive Perception 13

Languages Common, Elvish, Undercommon

Challenge 2 (450 XP)

Fey Ancestry. The drow has advantage on saving throws against all spells and magic, and can't be put to sleep by magic.

Innate Spellcasting. The drow casts spells innately; this ability is identical to that of a standard drow.

Sunlight Sensitivity. While in sunlight, drow have disadvantage on attack rolls and Wisdom (Perception) rolls that rely in sight.

ACTIONS

Scimitar +1. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 6 (1d6+3) slashing damage plus 7 (2d6) poison damage.

Spear +1. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 6 (1d8+2) piercing damage plus 7 (2d6) poison damage.

Hand Crossbow. *Ranged Weapon Attack.* +4 to hit, range 30/120, one target. *Hit:* 5 (1d6+2) piercing damage, and the target is affected by venom as for standard drow crossbow attacks.

HOBGOBLIN

The hobgoblins of the Black Teeth Clan (p. 31) are riflemen, sergeants-at-arms (both *Aethereal Gaslight*, p. 109), devastators (*Volo's Guide to Monsters*, p. 161), and battle acolytes. The hobgoblins who follow Stygg Shadowfist (p. 31) are Iron Shadows (*Volo's Guide to Monsters*, p. 162) and Iron Masters.

HOBGOBLIN BATTLE ACOLYTE

A cleric of the harsh god Magluyiet the Mighty One is a fierce warrior and cunning battlefield commander.

Medium humanoid (goblinoid), lawful evil

Armor Class 16 (cuirass)

Hit Points 52 (8d8+16)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	12 (+1)	14 (+2)	11 (+0)	16 (+3)	14 (+2)

Saving Throws Wis +5, Cha +4

Skills Intimidate +4, Religion +5

Damage Resistances nonmagical bludgeoning, piercing, and slashing damage (*stoneskin*)

Senses darkvision 60 ft., passive Perception 13

Languages Common, Goblin

Challenge 4 (1,100 XP)

Martial Advantage. As for hobgoblin captains (*Monster Manual*, p. 186).

Spellcasting. The acolyte casts spells as an 8th-level cleric, using Wisdom (spell save DC 13, +5 to hit with spell attacks), with following spells prepared:

Cantrips (at will): *guidance, mending, resistance*

1st level (4 slots): *cure wounds, divine favor, guiding bolt, shield of faith*

2nd level (3 slots): *magic weapon, silence, spiritual weapon*

3rd level (3 slots): *bestow curse, crusader's mantle*

4th level (2 slots): *freedom of movement, stoneskin*

ACTIONS

Multiattack. The acolyte makes two weapon attacks.

Longsword. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 6 (1d8+2) slashing damage.

Revolver. *Ranged Weapon Attack:* +3 to hit, range 100/300 ft., one target. *Hit:* 10 (2d8+1) piercing damage.

Leadership. As for hobgoblin captains (*Monster Manual*, p. 186).

HOBGOBLIN IRON MASTER

A hobgoblin who continues on the austere monastic path of the Iron Shadow becomes an Iron Master.

Medium humanoid (goblinoid), lawful evil

Armor Class 17

Hit Points 112 (15d8+45)

Speed 55 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	18 (+4)	16 (+3)	14 (+2)	16 (+3)	11 (+0)

Saving Throws Str +5, Dex +7, Con +6, Int +5, Wis +6, Cha +3

Skills Acrobatics +7, Athletics +5, Stealth +7

Damage Immunities poison

Condition Immunities charmed, frightened, poisoned

Senses darkvision 60 ft., passive Perception 13

Languages Common, Goblin

Challenge 5 (1,800 XP)

Evasion. Effects that allow Dexterity save for half inflict half on a failed save, or nothing on a success.

Spellcasting. The Iron Master is a 15th-level caster, using Intelligence (spell save DC 13, +5 to hit with spell attacks), with following spells prepared:

Cantrips (at will): *mage hand, minor illusion, prestidigitation, true strike*

1st level (4 slots): *charm person, disguise self, expeditious retreat, silent image*

2nd level (3 slots): *invisibility, mirror image, phantasmal force*

3rd level (2 slots): *haste, nondetection*

Unarmored Defense. As for a standard Iron Shadow.

ACTIONS

Multiattack. As for a standard Iron Shadow.

Unarmed Strike. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 8 (1d8+4) bludgeoning damage. This attack counts as a magic weapon.

Dart. *Ranged Weapon Attack:* +7 to hit, range 20/60 ft., one target. *Hit:* 6 (1d4+4) piercing damage.

Shadow Jaunt. As for a standard Iron Shadow.

ORC

The orc-blooded pirates of the Shattered Skull (p. 57) use the stats below, instead of those for standard orcs.

HALF-ORC STORM CALLER

Although sailing vessels are steadily falling from favor as steam-powered ships replace them on the high seas, a sorcerer who can command the wind and waves is still a highly-valued (and feared) member of any crew lucky enough to have one.

Medium humanoid (half-orc), chaotic neutral

Armor Class 13 (heavy longcoat)

Hit Points 45 (6d8+18)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
13 (+1)	12 (+1)	16 (+3)	11 (+0)	11 (+0)	16 (+3)

Skills Arcana +3, Intimidate +6, Survival +3

Damage Resistances lighting, thunder

Senses darkvision 60 ft., passive Perception 10

Languages Common, Orc, Primordial

Challenge 5 (1,800 XP)

Heart of the Storm. If the storm caller casts a 1st-level or higher spell that deals lightning or thunder damage, he can inflict 3 lightning or thunder damage (his choice) on creatures he chooses, which he can see and which are within 10 feet of him.

Spellcasting. The storm caller is a 6th-level sorcerer, casts spells using Charisma (spell save DC 13, +5 to hit with attacks spells), with the spells known below:

Cantrips (at will): *fire bolt* (2d10), *mage hand*, *message*, *shocking grasp* (2d8), *true strike*

1st level (4 slots): *mage armor*, *witch bolt*

2nd level (3 slots): *gust of wind*, *shatter*

3rd level (3 slots): *haste*, *lightning bolt*

Tempestuous Magic. If the storm caller cast a 1st-level or higher spell, as a bonus action on his turn before or after the spell, he can rise 10 feet in the air without provoking an attack of opportunity.

ACTIONS

Club. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 4 (1d6+1) bludgeoning damage.

Revolver. *Ranged Weapon Attack:* +4 to hit, range 80/240 feet, one target. *Hit:* 8 (2d6+1) piercing damage.

ORC PIRATE

As savage and brutal as any orc landlubber, armed with modern weapons pillaged from their victims, and salty from life atop the briny blue.

Medium humanoid (orc), chaotic evil

Armor Class 14 (plated field jacket)

Hit Points 30 (4d8+12)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	12 (+1)	16 (+3)	7 (-2)	11 (+0)	10 (+0)

Skills Athletics +5, Survival +2

Senses darkvision 60 ft., passive Perception 10

Languages Common, Orc

Challenge 1 (200 XP)

Aggressive. As a standard orc (*Monster Manual*, p. 246).

ACTIONS

Multiattack. The orc makes one weapon attack with its sword or revolver, and can attack with the other weapon as a bonus action.

Cutlass. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 6 (1d6+3) slashing damage.

Revolver. *Ranged Weapon Attack:* +3 to hit, range 100/300 ft., one target. *Hit:* 10 (2d8+1) piercing damage.

ORC PIRATE CHIEF

The toughest, meanest, and most cunning orc pirates rise to positions of leadership in their crew. A pirate chief might be the skipper of a smaller craft, or the first mate on a larger vessel.

Medium humanoid (orc), chaotic evil

Armor Class 18 (brigandine)

Hit Points 102 (12d8+48)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	14 (+2)	18 (+4)	11 (+0)	12 (+1)	15 (+2)

Skills Athletics +6, Survival +4

Senses darkvision 60 ft., passive Perception 11

Languages Common, Orc

Challenge 5 (1,800 XP)

Aggressive. As a standard orc war chief (*Monster Manual*, p. 246).

ACTIONS

Multiattack. The orc makes two weapon attacks, one with its sword and one with its revolver, and can make one attack with either weapon as a bonus action.

Longsword. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 7 (1d8+3) slashing damage.

Revolver. *Ranged Weapon Attack:* +5 to hit, range 100/300 ft., one target. *Hit:* 10 (2d8+1) piercing damage.

OROG ENFORCER

Favored by their commanders for strength and ferocity, and feared by shipmates and victims alike for the same reasons, orogs often enforce discipline (i.e., the captain's will) aboard an orc pirate ship.

Medium humanoid (orc), chaotic evil

Armor Class 16 (cuirass)

Hit Points 51 (6d8+24)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	12 (+1)	18 (+4)	7 (-2)	11 (+0)	10 (+0)

Skills Athletics +6, Survival +2

Senses darkvision 60 ft., passive Perception 10

Languages Common, Orc

Challenge 2 (450 XP)

Aggressive. As a standard orog (*Monster Manual*, p. 247).

ACTIONS

Multiattack. The orog makes two maul attacks.

Maul. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 11 (2d6+4) bludgeoning damage.

Shotgun. *Ranged Weapon Attack:* +3 to hit, range 100/200 ft., one target. *Hit:* 11 (4d4+1) piercing damage. If the shotgun has a shot remaining after the attack, the orog can fire the other barrel at the same target as the initial attack, as a bonus action.

RAGGAMOFFYN

Similar to junk spirits (*Æthereal Gaslight*, p. 110), but made of actual garbage and refuse rather than machine parts, raggamoffyns are the byproducts of decaying enchantments and powerful magics going to seed.

Magical Side-Effects. Some raggamoffyns are created when enough discarded potion vials and broken or expended enchanted objects amass in a dump or garbage heap. Others come into being when large or powerful enchantments become unstable, as their physical vessels decay. The first raggamoffyns ever reported were the manifestations of the fractured psyche of a deeply insane immortal sorcerer.

Creatures of Magical Chaos. Insofar as a raggamoffyn has a “mind,” it is utterly disordered and insane. Their behavior is erratic and unpredictable, ranging from random periods of dormancy (appearing to be nothing more than an inert pile of garbage for hours, days, weeks, or years), through aimless bouts of drifting and wandering, to flashes of deadly aggression when in pursuit of a new host creature. They can't speak or vocalize at all, and have no desire to communicate, though some have been known to mockingly pantomime the efforts of other creatures to communicate with them, and to use wordless gestures to trick creatures into getting close enough to grab.

Murderous Shrouds. Most raggamoffyns prefer to attach themselves to a host creature, giving them a more tangible body than their normal form (clouds of animated flying garbage). When they choose a host, they wrap the unfortunate creature up in their various constituent parts (the flying garbage), a process which is ultimately often fatal to the host. This death may not be quick – some raggamoffyns smother the host immediately, others simply control its body until it dies of some combination of starvation, dehydration, exhaustion, and sepsis.

All raggamoffyns have the following characteristics, in addition to those listed in their descriptions.

Antimagic Susceptibility. Raggamoffyns are incapacitated while in an *antimagic field* or dead magic zone. If targeted by a *dispel magic* spell or similar effect, the raggamoffyn must succeed a Constitution saving throw at the caster's spell save DC, or fall unconscious for 1 minute.

Construct Traits. Raggamoffyns are magical constructs, albeit created unintentionally, and don't require air, drink, food, or sleep. They're not alive, and can't be affected by spells or other effects that target only living creatures, their bodies, or their minds. They *can* be affected by spells and effects which specifically target objects, but they are not machines, and thus unaffected by most tech-magic. When reduced to 0 hit points, they collapse to the ground in a heap of garbage. They *do* “heal” by resting, if they can gain access to a garbage heap that includes more objects of the appropriate kind.

Control Host. After successfully wrapping a suitable creature, a raggamoffyn can use its action on its turn to attempt to control the wrapped creature. The creature must make a Wisdom saving throw, with DC determined by the type of raggamoffyn, or be enslaved as for a *dominate beast*, *dominate monster*, or *dominate person* spell (as appropriate). A raggamoffyn may attempt to gain control each turn that it begins with a suitable creature in its wrap.

False Appearance. When motionless, a raggamoffyn is indistinguishable from an ordinary pile of garbage.

Grab and Wrap. A raggamoffyn who successfully grapples a creature no larger than itself can use an action on its next turn to wrap itself around the creature's whole body. This is handled as for a regular grappling contest; if the raggamoffyn wins, the creature is wrapped up head to toe, and is restrained as well as grappled. If the creature wins, it remains grappled (though it can attempt to break free normally on its turn), but not wrapped. Breaking free from being wrapped is handled as for breaking a grapple, but the Escape DC is 2 higher; success ends the grapple as well, throwing the raggamoffyn off completely. A raggamoffyn can willingly release a victim as a free action, and falls off automatically if it or the host creature is killed.

CAPTURED ONE

A creature that is grappled, wrapped, and controlled by a raggamoffyn is called a *captured one*, and has the normal statistics of a creature of its kind, with the exceptions noted below. The captured one is under the control of the raggamoffyn, as if affected by a *dominate monster* spell, with the raggamoffyn having total and precise control over the creature. The creature thus behave much like a raggamoffyn, moving lurchingly and erratically, sometimes appearing to struggle against its own actions, and sometimes attacking nearby creatures for no apparent reason besides sheer homicidal mania.

Attempts to communicate are hopeless; the captured one will occasionally gibber or rant, but it's never anything but nonsense. While it has a captured one in its grasp, a raggamoffyn doesn't usually seek to capture another creature – unless it's looking to switch up from an old or badly injured host.

Each time the creature takes damage, it may attempt an additional Wisdom saving throw at the same DC to break the effect, though it remains wrapped (grappled and restrained) by the raggamoffyn. A creature who shakes off control can attempt to break free on its next turn, but the raggamoffyn can attempt to regain control on *its* next turn. This results in a captured one sometimes appearing to struggle against its own clothes in the middle of combat, with the clothes (wrappings, shrapnel, etc.) fighting back against efforts to remove them. A captured one can also be freed by killing the raggamoffyn (hopefully without killing the host), or by successfully triggering its antimagic susceptibility (successful *dispel magic* spell, etc.).

Unless the magic is ended by one of the above methods, it does not wear off. A creature who remains trapped by a raggamoffyn eventually loses its free will and becomes a mindless host to the creature – for each full day that a creature remains wrapped, the Wisdom saving throw DC to shake off the raggamoffyn's control increased by 1. After a few weeks at most, the creature has no hope of escaping on its own.

Captured ones have the following characteristics, in addition to those listed under their stat blocks below.

Ability Scores. A captured one retains its own Constitution and Wisdom, but uses the raggamoffyn's Dexterity, Intelligence, and Charisma. It uses the higher Strength value of the two.

Puppet. The captured one's mind and body are completely controlled by the raggamoffyn, so it has the raggamoffyn's senses as well as the base creature's. It is also immune to being blinded, charmed, deafened, exhausted, frightened, paralyzed, poisoned, or stunned, as long as the raggamoffyn remains in control.

Split Damage. While a creature is wrapped by a raggamoffyn (whether or not it's being controlled), any attack on either of them affects both. For any kind of damage that the raggamoffyn is immune to, the creature takes all of the damage, even if the raggamoffyn was the target of the attack. For all other kinds of damage, the creature and the raggamoffyn each take half of the damage, regardless of which of them the attack was meant to target.

COMMON RAGGAMOFFYN

A common raggamoffyn is made up of discarded or lost clothing, of varying styles, quality, and condition. It either appears to be a moving whirlwind of such components, or a mismatched suit of clothing, floating and animated in the shape of a person, but with no person inside.

Medium construct, chaotic neutral

Armor Class 14 (natural armor)

Hit Points 26 (4d8+8)

Speed 30 ft., fly 30 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	15 (+2)	14 (+2)	10 (+0)	16 (+3)	7 (-2)

Skills Athletics +4, Stealth +4

Damage Immunities bludgeoning, necrotic, piercing, poison, psychic

Condition Immunities blinded, charmed, deafened, exhaustion, frightened, paralyzed, petrified, poisoned, stunned

Senses blindsight 60 ft. (blind beyond this radius), passive Perception 13

Languages --

Challenge 3 (700 XP)

Control Host. Common raggamoffyns can wrap and control Medium or Small humanoids; the Wisdom saving throw to resist is DC 13.

ACTIONS

Slam. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 5 (1d6+2) bludgeoning damage.

Grab and Wrap. The raggamoffyn attempts to grapple a Medium or Small humanoid, using Strength (Athletics) +4 vs. the target's Strength (Athletics) or Dexterity (Acrobatics). If it succeeds in the initial grapple, it can attempt to wrap the creature on its next turn. Escape DC is 13 for a grappled creature, or 15 for a wrapped creature.

Smother. On any turn that the raggamoffyn begins with a creature wrapped, it can use a bonus action to automatically inflict 5 (1d6+2) bludgeoning damage by constricting and smothering the creature.

CAPTURED HUMAN (RAGGAMOFFYN)

A human under the control of a raggamoffyn is wrapped from head to toe in mismatched clothes and scraps of cloth, resembling a beggar or street urchin of indeterminate age and gender.

Medium humanoid (human), chaotic neutral

Armor Class 13 (leather jacket)

Hit Points 13 (3d8)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	15 (+2)	11 (+0)	10 (+0)	11 (+0)	7 (-2)

Condition Immunities blinded, charmed, deafened, exhaustion, frightened, paralyzed, poisoned, stunned

Senses blindsight 60 ft., passive Perception 13

Languages --

Challenge 1/4 (50 XP)

Split Damage. The captured one takes only half damage from all damage types other than bludgeoning, necrotic, piercing, poison, and psychic; the raggamoffyn takes the other half.

ACTIONS

Cudgel. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 5 (1d6+2) bludgeoning damage.

GUTTERSNIPE

A guttersnipe appears to be a floating cloud of frayed ropes, scraps of leather and cloth, and other bits of discarded gear, swirling around a shiny core of broken glass, metal scraps, and the occasional gemstone.

Medium construct, chaotic neutral

Armor Class 16 (natural armor)

Hit Points 52 (8d8+16)

Speed 20 ft., fly 20 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	15 (+2)	14 (+2)	10 (+0)	16 (+3)	7 (-2)

Skills Athletics +6, Stealth +5

Damage Immunities bludgeoning, necrotic, piercing, poison, psychic

Condition Immunities blinded, charmed, deafened, exhaustion, frightened, paralyzed, petrified, poisoned, stunned

Senses blindsight 60 ft. (blind beyond this radius), passive Perception 13

Languages --

Challenge 5 (1,800 XP)

Control Host. Guttersnipes can wrap and control Medium or Small humanoids; the Wisdom saving throw to resist is DC 15.

ACTIONS

Slam. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 6 (1d6+3) bludgeoning damage.

Grab and Wrap. The guttersnipe attempts to grapple a Medium or Small humanoid, using Strength (Athletics) +6 vs. the target's Strength (Athletics) or Dexterity (Acrobatics). If it succeeds in the initial grapple, it can attempt to wrap the creature on its next turn. Escape DC is 15 for a grappled creature, or 17 for a wrapped creature.

Glitterdust (Recharge 6). The guttersnipe releases a cloud of metallic dust, in a 10 foot radius around itself. All creatures caught in this cloud must make a DC 15 Constitution saving throw, or be blinded until the end of their next turn.

CAPTURED DWARF (GUTTERSNIPE)

A dwarf captured by a guttersnipe is wrapped in various scraps of rope and leather, though apparently not restrained. The dwarf looks ratty and indigent, caked with filth and what might be dried gore.

Medium humanoid (dwarf), chaotic neutral

Armor Class 14 (heavy coat)

Hit Points 26 (4d8+8)

Speed 25 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	15 (+2)	14 (+2)	10 (+0)	16 (+3)	9 (-1)

Condition Immunities blinded, charmed, deafened, exhaustion, frightened, paralyzed, poisoned, stunned

Senses blindsight 60 ft., darkvision 60 ft., passive Perception 13

Languages --

Challenge 1/2 (100 XP)

Split Damage. The captured one takes only half damage from all damage types other than bludgeoning, necrotic, piercing, poison, and psychic; the guttersnipe takes the other half.

ACTIONS

Battle Axe. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 8 (1d10+3) slashing damage.

SHRAPNYL

The most aggressive and deadly variety of raggamoffyn, a shrapnyl is a whirlwind of jagged scrap metal, broken tools, fragments of weapons, and other bits of metal. It's also the noisiest, clanking and rattling as the metal scrapes and crashes together.

Large construct, chaotic neutral
Armor Class 16 (natural armor)
Hit Points 75 (10d10+20)
Speed 20 ft., fly 10 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	11 (+0)	15 (+2)	10 (+0)	16 (+3)	7 (-2)

Skills Athletics +7

Damage Immunities bludgeoning, necrotic, piercing, poison, psychic

Condition Immunities blinded, charmed, deafened, exhaustion, frightened, paralyzed, petrified, poisoned, stunned

Senses blindsight 60 ft. (blind beyond this radius), passive Perception 12

Languages --

Challenge 8 (2,900 XP)

Control Host. Shrapnyls can wrap and control humanoids and giants up to size Large; the Wisdom saving throw to resist is DC 15.

Unstealthy. Shrapnyls are incapable of stealth, except when completely motionless, and thus appearing to be a heap of scrap metal.

ACTIONS

Slash. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 11 (2d6+4) slashing damage.

Grab and Wrap. The shrapnyl attempts to grapple a Large or smaller humanoid or giant, using Strength (Athletics) +7 vs. the target's Strength (Athletics) or Dexterity (Acrobatics). If it succeeds in the initial grapple, it can attempt to wrap the creature on its next turn. Escape DC is 16 for a grappled creature, or 18 for a wrapped creature.

Cloud of Steel (Recharge 6). The shrapnyl explodes outward in a deadly hail of metal. All creatures within 10 feet of the shrapnyl must make a DC 16 Dexterity saving throw or take 22 (4d10) points of slashing damage (half on a successful save). If the shrapnyl has a creature grappled or wrapped (including one that it was controlling), the creature takes no damage from the cloud of steel, and is automatically freed.

CAPTURED OGRE (SHRAPNYL)

This ogre is covered in shards and fragments of metal, some of which pierce its skin superficially. It's even filthier than an ordinary ogre (if possible), and the glassy look in its eyes even more vacant.

Large giant, chaotic neutral
Armor Class 12 (hide armor)
Hit Points 59 (7d10+21)
Speed 40 ft.

STR	DEX	CON	INT	WIS	CHA
19 (+4)	11 (+0)	16 (+3)	10 (+0)	7 (-2)	7 (-2)

Condition Immunities blinded, charmed, deafened, exhaustion, frightened, paralyzed, poisoned, stunned

Senses blindsight 60 ft., darkvision 60 ft., passive Perception 8

Languages --

Challenge 2 (450 XP)

Split Damage. The captured one takes only half damage from all damage types other than bludgeoning, necrotic, piercing, poison, and psychic; the guttersnipe takes the other half.

ACTIONS

Greatclub. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 13 (2d8+4) bludgeoning damage.

TATTERDEMANIMAL

The smallest and quickest of the raggamoffyns, tatterdemanimals look like little clouds of swirling and drifting scraps and garbage.

Small construct, chaotic neutral

Armor Class 14

Hit Points 13 (3d6+3)

Speed 40 ft., fly 40 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	19 (+4)	13 (+1)	10 (+0)	16 (+3)	5 (-3)

Skills Athletics +2, Stealth +7

Damage Immunities bludgeoning, necrotic, piercing, poison, psychic

Condition Immunities blinded, charmed, deafened, exhaustion, frightened, paralyzed, petrified, poisoned, stunned

Senses blindsight 60 ft. (blind beyond this radius), passive Perception 13

Languages --

Challenge 1 (200 XP)

Control Host. Tatterdemanimals can wrap and control Small or Tiny beasts; the Wisdom saving throw to resist is DC 13.

ACTIONS

Slam. Melee Weapon Attack: +2 to hit, reach 5 ft., one target. *Hit:* 2 (1d4) bludgeoning damage.

Grab and Wrap. The tatterdemanimal attempts to grapple a Small or Tiny beast, using Strength (Athletics) +2 vs. the target's Strength (Athletics) or Dexterity (Acrobatics). If it succeeds in the initial grapple, it can attempt to wrap the creature on its next turn. Escape DC is 13 for a grappled creature, or 15 for a wrapped creature.

CAPTURED RAT (TATTERDEMANIMAL)

Although wrapped and controlled by a tatterdemanimal, this rat appears much like a diseased and garbage-covered, but otherwise ordinary, giant rat.

Small beast, chaotic neutral

Armor Class 14

Hit Points 7 (2d6)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	19 (+4)	11 (+0)	10 (+0)	16 (+3)	4 (-3)

Condition Immunities blinded, charmed, deafened, exhaustion, frightened, paralyzed, poisoned, stunned

Senses blindsight 60 ft., darkvision 60 ft., passive Perception 13

Languages --

Challenge 1/4 (50 XP)

ACTIONS

Bite. Melee Weapon Attack: +6 to hit, reach 5 ft., one target. *Hit:* 6 (1d4+4) piercing damage.

SKUM

If they don't escape, creatures that have been enslaved and infected by an aboleth will eventually become skum – horrible abominations that slavishly serve their aboleth creator as guards, beasts of burden, and minions at large.

Skum have the same general shape and build as their previous forms, but there the resemblance ends. Their skin is dark gray-green, scaly, and covered with slime ... their jaw has grown larger, their mouth opens wider, and is lined with jagged teeth ... their arms and legs host spiny fins, and a finned tail extends from the base of the spine ... their hands and feet have grown larger, clawed, and webbed. Worst of all, their eyes are almost vaguely human, but bulbous and staring from their twisted faces.

Corrupted Life. To become skum, a creature must first be afflicted with an aboleth's tentacle-borne disease, as well as enslaved by its mental domination. If the creature isn't freed and/or cured, the disease enters its final stage after a week to 10 days, and the

SKUM, BEAST

This skum was formerly a horse or other large beast.

Large aberration, lawful evil

Armor Class 13 (natural armor)

Hit Points 60 (8d10+16)

Speed 30 ft., swim 30 ft.

STR	DEX	CON	INT	WIS	CHA
19 (+4)	13 (+1)	15 (+2)	5 (-3)	12 (+1)	6 (-2)

Skills Stealth +3, Perception +3

Condition Immunities charmed, frightened

Senses darkvision 60 ft., passive Perception 13

Languages --

Challenge 3 (700 XP)

Amphibious. Skum can breathe air and water.

ACTIONS

Multattack. The skum makes three melee attacks: two claws and a bite.

Bite. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 8 (1d8+4) piercing damage.

Claw. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 8 (1d8+4) slashing damage.

victim is overcome. It appears to die, though it has actually entered a deep coma; within a few days, it will reawaken as a skum, with no memory of its former life. It is no longer the creature (or even creature type) it once was, but an aberration, completely under the control of the aboleth that created it. No lesser magics than a *wish* can return it to its original form.

Fanatical Slaves. Skum are utterly and unendingly loyal to the aboleth that created them (barring the above-mentioned *wish*), but they aren't mindless. They possess an alien intellect and cunning, psychically tethered to their master. As long as they remain within a mile of one another, they can communicate telepathically, and the aboleth can even see through their eyes by focusing on a particular skum. Even when out of contact with the aboleth, they will act upon its most recent orders, or what they believe its best interests to be. Because of this fanatical devotion, they cannot be charmed or frightened.

SKUM, HUMANOID

This skum was once a humanoid creature.

Medium aberration, lawful evil

Armor Class 13 (natural armor)

Hit Points 39 (6d8+12)

Speed 30 ft., swim 30 ft.

STR	DEX	CON	INT	WIS	CHA
17 (+3)	13 (+1)	14 (+2)	10 (+0)	10 (+0)	6 (-2)

Skills Stealth +3, Perception +2

Condition Immunities charmed, frightened

Senses darkvision 60 ft., passive Perception 12

Languages Aquan

Challenge 2 (450 XP)

Amphibious. Skum can breathe air and water.

ACTIONS

Multattack. The skum makes three melee attacks: two claws and a bite.

Bite. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 6 (1d6+3) piercing damage.

Claw. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 6 (1d6+3) slashing damage.

NPCs

The following new NPC types can be found in Æther Age Waterdeep and Skullport, and possibly elsewhere.

BLACK STAFF ADEPT

A wizard of the Order of the Black Staff (p. 20) will often be assigned to work with Gray Cloak agents and enforcers on matters involving powerful magic or particularly deadly creatures.

Medium humanoid (any non-elf), any non-chaotic

Armor Class 12 (15 with *mage armor*)

Hit Points 82 (15d8+15)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	14 (+2)	13 (+1)	19 (+4)	14 (+2)	12 (+1)

Saving Throws Int +7, Wis +5

Skills Arcana +7, History +7

Damage Resistances (non-magical bludgeoning, piercing, and slashing with *stoneskin*)

Senses passive Perception 12

Languages Common

Challenge 9 (5,000 XP)

Spellcasting. The agent casts spells as a 15th-level wizard, using Intelligence (spell save DC 15, +7 to hit with spell attacks), and the following spells prepared:

Cantrips (at will): *acid splash*, *fire bolt*, *mage hand*, *message*, *ray of frost*

1st level (4 slots): *detect magic*, *mage armor*, *magic missile*

2nd level (3 slots): *knock*, *Melf's acid arrow*, *ray of enfeeblement*

3rd level (3 slots): *counterspell*, *dispel magic*, *lightning bolt*

4th level (3 slots): *banishment*, *polymorph*, *stoneskin*

5th level (2 slots): *Bigby's hand*, *hold monster*

6th level (1 slot): *disintegrate*, *true seeing*

7th level (1 slot): *forcecage*, *Mordenkainen's sword*

8th level (1 slot): *power word stun*

ACTIONS

Revolver. *Ranged Weapon Attack:* +5 to hit, range 80/240 ft., one target. *Hit:* 9 (2d6+2) piercing damage.

GRAY HAND AGENT

A covert agent for the Gray Hand (p. 20) may be tasked with tracking down Shadow Thief and Zhentarim spies, infiltrating black market operations snaking their way up from Skullport, or otherwise keeping tabs on secretive enemies and lawbreakers in the city. One might also be assigned to aid a Black Staff Adept in the investigation of magical crimes, or accompany a team of Gray Hand enforcers on a dangerous mission.

Medium humanoid (any non-elf), any non-chaotic

Armor Class 16 (armored waistcoat, heavy longcoat)

Hit Points 97 (15d8+30)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
12 (+1)	17 (+3)	14 (+2)	16 (+3)	13 (+1)	12 (+1)

Saving Throws Dex +6, Int +6

Skills Deception +7, Insight +7, Investigation +6, Perception +7, Stealth +9, Streetwise +4

Senses blindsense 10 ft., passive Perception 17

Languages Common

Challenge 7 (2,900 XP)

Cunning Action. On each of its turns, the agent can use a bonus action to take the Dash, Disengage, or Hide action.

Evasion. If the agent is subjected to an effect that allows a Dexterity saving throw for half damage, it instead takes no damage on a successful save, and only half damage on a failed save.

Magical Ambush. If the agent is hidden from a creature when it casts a spell, the creature has disadvantage on the saving throw against that spell.

Sneak Attack (1/Turn). When the agent has advantage on a weapon attack, or an ally is within 5 feet of the target and the attack isn't at disadvantage, it inflicts an extra 28 (8d6) points of damage.

Spellcasting. The agent casts spells as a 15th-level arcane trickster, using Intelligence (spell save DC 14, +6 to hit with spell attacks), and the following spells prepared:

Cantrips (at will): *mage hand, message, minor illusion, true strike*

1st level (4 slots): *charm person, disguise self, silent image, sleep*

2nd level (3 slots): *detect thoughts, invisibility, see invisibility, suggestion*

3rd level (2 slots): *clairvoyance, major image*

Versatile Trickster. As a bonus action on its turn, the agent can use its *mage hand* to distract a creature, giving the agent advantage on attack rolls against the creature until the end of the turn.

ACTIONS

Multiattack. The agent makes two weapon attacks.

Shortsword. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 6 (1d6+3) slashing damage.

Revolver. *Ranged Weapon Attack:* +6 to hit, range 80/240 ft., one target. *Hit:* 10 (2d6+3) piercing damage.

REACTIONS

Uncanny Dodge. When an attacker it can see hits it with an attack, the agent can use its reaction to halve the damage.

GRAY HAND ENFORCER

Elite Gray Hand (p. 20) enforcers are called upon to deal with rare and powerful threats that the City Watch alone can't handle – rampaging monsters, renegade mages, or out-of-control mercenaries and adventurers.

Medium humanoid (any non-elf), any non-chaotic

Armor Class 20 (brigandine armor, *haste*)

Hit Points 112 (15d8+45)

Speed 30 ft. (60 ft. with *haste*)

STR	DEX	CON	INT	WIS	CHA
16 (+3)	15 (+2)	16 (+3)	14 (+2)	13 (+1)	11 (+0)

Saving Throws Str +6, Con +6

Skills Athletics +6, Investigation +5, Perception +4, Streetwise +4

Damage Resistances cold, fire, or lightning (from *protection from energy*)

Senses passive Perception 14

Languages Common

Challenge 8 (3,900 XP)

Arcane Step. In place of its movement, the enforcer can teleport to an unoccupied square it can see within 60 feet.

Eldritch Strike. When the enforcer hits a creature with a weapon attack, the target has disadvantage on its saving throw against the next spell the enforcer casts, before the end of the enforcer's next turn.

Haste. The enforcer casts *haste* on himself as he enters combat, giving it double its normal movement, +2 to AC (already figured in), advantage on all Dexterity saving throws, and an extra action each turn, which can be an Attack (single weapon attack), Dash, Disengage, Hide, or Use an Object.

Spellcasting. The enforcer casts spells as a 15th-level eldritch knight, using Intelligence (spell save DC 13, +5 to hit with spell attacks), and the following spells prepared:

Cantrips (at will): *blade ward*, *fire bolt* (3d10), *ray of frost* (3d8)

1st level (4 slots): *magic missile*, *protection from evil and good*, *shield*, *witch bolt*

2nd level (3 slots): *continual flame*, *hold person*, *melf's acid arrow*, *shatter*

3rd level (2 slots): *haste*, *protection from energy*

ACTIONS

Multiattack. The enforcer makes three weapon attacks.

War Magic. The enforcer casts a cantrip, and makes a weapon attack as a bonus action.

Longsword. Melee Weapon Attack: +6 to hit, reach 5 ft., one target. *Hit:* 7 (1d8+3) slashing damage.

Revolver. Ranged Weapon Attack: +7 to hit, range 100/300 ft., one target. *Hit:* 11 (2d8+2) piercing damage.

LOVIATARI

A cleric of Loviatar, goddess of pain and suffering, may be found assisting slavers of the Crystal Thorn (p. 35) or Iron Ring (p. 55), or possibly leading a small cell of acolytes, cultists, and fanatics (all found in the *Monster Manual*, pp. 342 & 345). A cruel and deadly foe, the only fate worse than dying by such a cleric's hand is being captured by one.

Medium humanoid (half-orc or human), lawful evil

Armor Class 16 (cuirass)

Hit Points 65 (10d8+20)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
12 (+1)	13 (+1)	14 (+2)	11 (+0)	16 (+3)	15 (+2)

Saving Throws Wis +6, Cha +5

Skills Intimidation +5, Medicine +6

Senses passive Perception 13

Languages Common

Challenge 6 (2,300 XP)

Inescapable Destruction. Necrotic damage from the Loviatar's spells and abilities ignores resistance to necrotic damage.

Spellcasting. The Loviatar casts spells as an 10th-level cleric, using Wisdom (spell save DC 14, +6 to hit with spell attacks), and the following spells prepared:

Cantrips (at will): *chill touch* (2d8), *resistance*, *spare the dying*, *thaumaturgy*

1st level (4 slots): *command*, *cure wounds*, *hellish rebuke*, *inflict wounds* (*false life*, *ray of sickness*)

2nd level (3 slots): *cloud of daggers*, *hold person*, *silence* (*blindness/deafness*, *ray of enfeeblement*)

3rd level (3 slots): *bestow curse*, *dispel magic* (*animate dead*, *vampiric touch*)

4th level (3 slots): *banishment*, *fire shield* (*blight*, *death ward*)

5th level (1 slot): *fire storm*, *hold monster* (*antilife shell*, *cloudkill*)

Touch of Death (Recharges with short or long rest). When the Loviatar hits a creature with a weapon attack, it may choose to inflict 21 additional necrotic damage.

ACTIONS

Scourge. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 4 (1d6+1) piercing damage + 4 (1d8) necrotic damage.

Revolver. *Ranged Weapon Attack:* +4 to hit, range 80/240 ft., one target. *Hit:* 8 (2d6+1) piercing damage + 4 (1d8) necrotic damage.

MALARITE

Followers of Malar the Beastlord, god of lycanthropes and savage creatures, are similar to druids, but more feral. They can shapeshift into the hybrid forms of lycanthropes, and generally assume the form of a werewolf when first entering combat. In and around Waterdeep, they are most often found in a gang of Red Fists (p. 32), or working with slavers of the Crystal Thorn (p. 35) or Iron Ring (p. 55).

Medium humanoid (half-orc or human), chaotic evil

Armor Class 14 (hide armor)

Hit Points 65 (10d8+20)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
15 (+2)	14 (+2)	14 (+2)	10 (+0)	16 (+3)	11 (+0)

Saving Throws Int +3, Wis +6

Skills Athletics +5, Survival +6

Damage Resistances (non-magical bludgeoning, piercing, and slashing with *stoneskin*)

Senses passive Perception 13

Languages Common

Challenge 7 (2,900 XP), including werewolf form

Lycanthropic Wild Shape. On its first turn in combat, the Malarite shapeshift into a werewolf hybrid form (*Monster Manual*, p. 211); when that form is reduced to 0 hit points, it returns to its normal form, with the number of hit points it had when it first shapeshifted (full hit points by default).

Primal Strike. When in beast or hybrid form, the Malarite's bite and claws are considered to be magic weapons for purpose of overcoming damage resistance or immunity.

Spellcasting. The Malarite casts spells as a 10th-level druid, using Wisdom (spell save DC 14, +6 to hit with spell attacks), and the following spells prepared:

Cantrips (at will): *druidcraft*, *poison spray* (2d12), *resistance*, *thorn whip* (2d6)

1st level (4 slots): *cure wounds*, *entangle*, *thunderwave*

2nd level (3 slots): *flame blade*, *hold person*, *spike growth*

3rd level (3 slots): *call lightning*, *conjure animals*

4th level (3 slots): *blight*, *ice storm*, *stoneskin*

5th level (2 slots): *conjure elemental*, *insect plague*

ACTIONS

Dual Attack. The Malarite makes a regular scimitar attack, and another scimitar attack as a bonus action.

Scimitar. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 5 (1d6+2) slashing damage.

SLAYER

A rank-and-file slaver of the Crystal Thorn (p. 35) or Iron Ring (p. 55), outfitted for a capture mission.

Medium humanoid (half-orc or human), any evil

Armor Class 17 (cuirass)

Hit Points 39 (6d8+12)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
15 (+2)	14 (+2)	14 (+2)	10 (+0)	12 (+1)	11 (+0)

Skills Athletics +4, Intimidation +2

Senses passive Perception 11

Languages Common, Undercommon

Challenge 2 (450 XP)

Small Unit Tactics. If an ally of the slaver's is within 5 feet of its target, the slaver has advantage on all attacks against the target.

ACTIONS

Longsword. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 6 (1d8+2) slashing damage.

Revolver. *Ranged Weapon Attack:* +4 to hit, range 100/300 ft., one target. *Hit:* 11 (2d8+2) piercing damage.

Net. The slaver throws a net up to 30 feet away, covering a 10-foot square area. All creatures in the area must make a Dexterity saving throw (DC 13) or be restrained by the net; they can make a DC 13 Strength (Athletics) roll to escape. The net is AC 10 and has 20 hit points; every 1 points of slashing or burning damage destroys a 5-foot square corner, freeing any creature trapped there.

Knockout Gas. Once per combat on its turn, the slaver can throw a vial of knockout gas up to 60 feet. The vial shatters on impact, creating a cloud that extends 10 feet around the impact point; any creature that breathes which is caught in the cloud must make a Constitution saving throw (DC 13) or be rendered unconscious for a minute. If the creature takes damage or is shaken, it may make another Constitution saving throw (same DC) to shake off the effect.

SLAYER CAPTAIN

The leader of a slaving band, who directs the team in their capture operations.

Medium humanoid (half-orc or human), any evil

Armor Class 18 (brigandine armor)

Hit Points 90 (12d8+36)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	14 (+2)	16 (+3)	12 (+1)	13 (+1)	13 (+1)

Skills Athletics +6, Intimidation +4

Senses passive Perception 11

Languages Common, Undercommon

Challenge 5 (1,800 XP)

Small Unit Tactics. If an ally of the slaver's is within 5 feet of its target, the slaver has advantage on all attacks against the target.

ACTIONS

Multiattack. The slaver makes two weapon attack.

Longsword. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 7 (1d8+3) slashing damage.

Revolver. *Ranged Weapon Attack:* +5 to hit, range 100/300 ft., one target. *Hit:* 11 (2d8+2) piercing damage.

Knockout Gas. Once per combat on its turn, the slaver can throw a vial of knockout gas up to 60 feet. The vial shatters on impact, creating a cloud that extends 10 feet around the impact point; any creature that breathes which is caught in the cloud must make a Constitution saving throw (DC 13) or be rendered unconscious for a minute. If the creature takes damage or is shaken, it may make another Constitution saving throw (same DC) to shake off the effect.

SLAVER MAGE

A wizard in league with the slavers of the Crystal Thorn (p. 35) or Iron Ring (p. 55), with spells chosen to aid in the capture.

Medium humanoid (half-orc or human), any evil

Armor Class 14 (heavy longcoat)

Hit Points 55 (10d8+10)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	14 (+2)	12 (+1)	16 (+3)	13 (+1)	11 (+0)

Skills Arcana +6, Intimidation +3

Senses passive Perception 11

Languages Common, Undercommon

Challenge 5 (1,800 XP)

Spellcasting. The adept casts spells as a 14th-level wizard, using Intelligence (spell save DC 1?, +? to hit with spell attacks), and the following spells prepared:

Cantrips (at will): *chill touch* (2d8), *mending*, *message*, *ray of frost* (2d8), *true strike*

1st level (4 slots): *longstrider*, *mage armor*, *magic missile*

2nd level (3 slots): *darkness*, *hold person*, *web*

3rd level (3 slots): *haste*, *lightning bolt*, *stinking cloud*

4th level (3 slots): *Evard's black tentacles*, *ice storm*

5th level (2 slots): *dominate person*, *wall of stone*

ACTIONS

Revolver. *Ranged Weapon Attack:* +5 to hit, range 80/240 ft., one target. *Hit:* 9 (2d6+2) piercing damage.

WARREN WEASEL

A halfling gangster, most often a member of the Warren Weasels (p. 34) in Waterdeep, who wields a dagger or revolver in each hand.

Small humanoid (gnome or halfling), any alignment

Armor Class 15 (leather jacket)

Hit Points 44 (8d6+16)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
11 (+0)	16 (+3)	14 (+2)	11 (+0)	13 (+1)	12 (+1)

Skills Acrobatic +5, Athletics +2, Perception +3, Stealth +5, Streetwise +3

Senses passive Perception 13

Languages Common

Challenge 3 (700 XP)

Cunning Action. On each of its turns, the weasel can use a bonus action to take the Dash, Disengage, or Hide action.

Sneak Attack (1/Turn). When the weasel has advantage on a weapon attack, or an ally is within 5 feet of the target and the attack isn't at disadvantage, it inflicts an extra 14 (4d6) points of damage.

ACTIONS

Multiattack. The weasel makes a normal weapon attack with one hand, and weapon attack with the other as a bonus action.

Dagger. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 5 (1d4+3) piercing damage.

Revolver. *Ranged Weapon Attack:* +5 to hit, range 80/240 ft., one target. *Hit:* 10 (2d6+3) piercing damage.