



DARKHOLD SECRETS OF THE ZHENTARIM



CREDITS

Lead Designers: [Justice Arman](#), [M.T. Black](#),
[Anthony Joyce](#)

Designers: [Celeste Conowitch](#), [Jeremy Forbing](#),
[Sadie Lowry](#), [Noah Grand](#), [Ed Greenwood](#),
[Brittney Hay](#), [Gabriel Hicks](#), [Amber Litke](#),
[Jessica Marcrum](#), [Kienna Shaw](#)

Editor: [Laura Hirsbrunner](#)

Art Direction & Graphic Design: [Gordon McAlpin](#)

Cover Art: [Jack Kaiser](#)

Interior Art: DMs Guild Creator Resources,
Matt Forsyth, Wren Hunter (Freehand
Transmute), Forrest Imel, Dusan Kostic,
Tithi Luadthong (grandfailure), Robson
Michel, Quico Vicens Picatto, Ernanda Souza,
Dean Spencer

Cartography: [Marco Bernardini](#)

Creative Consultant: [Ed Greenwood](#)

Sensitivity Reader: [J. Tyler Palermo](#)

Special Thanks to: [Ed Greenwood](#), [Bryan Holmes](#),
[Samantha Cabbage](#), DreadClericWesley, Hiten
Dave, David Solon Phillips

Playtesters: Andrew Welker, Chris Reynolds,
Samantha Cabbage, Troy Sandlin, Rami
Lyytikäinen, Jillian Zaski

The following D&D books and articles provided material and inspiration:

Boyd, Eric L., Shawn K. Reynolds, and Steven
E. Schend. *Cloak and Dagger*. 2000.

Carl, Jason, and Sean K. Reynolds. *Lords of
Darkness*. 2001.

Cook, David, Jeff Grubb, and Bruce Nesmith.
Castles. 1990.

Cook, Monte, and Bruce R. Cordell. *Book of Vile
Darkness*. 2002.

Cordell, Bruce R., Ed Greenwood, and Chris Sims.
Forgotten Realms Campaign Guide. 2008.

Donovan, Dale. *Villains' Lorebook*. 1998.

Greenwood, Ed. *Ed Greenwood Presents Elminster's
Forgotten Realms*. 2012.

Greenwood, Ed. *Volo's Guide to the Sword
Coast*. 1994.

Greenwood, Ed, Deborah Christian, Michael Stack-
pole, Jennell Jacquays, Steve Perrin, Vince Garcia,
and Jean Rabe. *Lords of Darkness*. 1988.

Greenwood, Ed, and Jeff Grubb. *Forgotten Realms
Campaign Set*. 1987.

Greenwood, Ed, Rob Heinsoo, Sean K. Reynolds,
and Skip Williams. *Forgotten Realms Campaign
Setting*. 2001.

Krashos, George. "Volo's Guide: Renegades of
Darkhold." *Dragon* 357. 2007.

Melka, Kevin, and John Terra. *Ruins of Zhentil
Keep*. 1995.

The following Dungeon Masters Guild Community Content provided material and inspiration:

Black, M.T. *Mordenkainen's Tome of Marvelous
Magic*. 2019.

Black, M.T., and Celeste Conowitch, *Mordenkain-
en's Tome of Marvelous Magic II*. 2020.

Doyle, Will, and Lysa Penrose. *Rats of Water-
deep*. 2018.

Forbing, Jeremy, Scott Bean, M.T. Black, and Heath
Harris. *Elminster's Guide to Magic*. 2017.

Forbing, Jeremy. *Heroes of the Realms*. 2020.

ON THE COVER

Illustrator Jack Kaiser depicts Darkhold coming
under magical attack. The Pereghost defends the
mighty stronghold, supported by Manshoon and
several wyverns.

Disclaimer: The Zhentarim take no responsibility for any larceny, extortion, bribery, espionage, smuggling, fraud, arson, kidnapping, or assassinations that might occur in your region. We don't do that sort of stuff anymore. Honest.

Some artwork © 2015–2020 Dean Spencer, used with permission. All rights reserved.

DUNGEONS & DRAGONS, D&D, Wizards of the Coast, Forgotten Realms, Ravenloft, Eberron, the dragon ampersand, Ravnica and 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. This work contains material that is copyright Wizards of the Coast and/or other authors. Such material is used with permission under the Community Content Agreement for Dungeon Masters Guild. All other original material in this work is copyright 2020 by Justice Arman, M.T. Black, and Anthony Joyce and published under the Community Content Agreement for Dungeon Masters Guild.

DARKHOLD SECRETS OF THE ZHENTARIM



FOREWORD

Some secrets are worth guarding with your life. As you'd expect from its name, *Darkhold: Secrets of the Zhentarim* spills precious secrets about the Black Network and its leaders, verified by the creator of the Forgotten Realms himself, Ed Greenwood. Take a look under the chalk-white helm of the mysterious Pereg-host and his tragic backstory. Learn the whereabouts of Manshoon the Manyfaced and his seemingly endless roster of sleeping clones. Explore the history of an organization founded on stealth, manipulation, and betrayal—the personification of cloak and dagger.

In this supplement, we've taken the opportunity to correct a few historical issues, most notably in the portrayal of one of the Zhentarim's female leaders, Ashemmi. It became clear during our research that Ashemmi embodied several harmful tropes. One of our talented designers, Sadie Lowry, has done a fantastic job of rewriting Ashemmi's story, granting her the agency and authority she deserves. Similarly, while the Zhentarim is an evil organization which participates in illegal activities, you won't find any representations of slavery or substance abuse in this product. We hope you will approach these changes with an open mind as we seek to tell stories that welcome everyone to the table.

Just as we did with *Elminster's Candlekeep Companion*, we've packed this book with useful information, options, and tools to enhance your game, such as an entire chapter devoted to playing and DMing evil campaigns. Looking back on the product now, we could not be more excited by what this supplement has to offer. *Darkhold: Secrets of the Zhentarim* is a great companion to any adventure featuring thieves' guilds and crime syndicates, and it's an indispensable resource for campaigns that feature the Black Network.

Justice Arman
M. J. Black
Anthony Joyce

TABLE OF CONTENTS

MAP OF SUNSET VALE	6
INTRODUCTION	7
Using This Book	7
Five Things to Know about the Zhentarim	7
CHAPTER 1: CHARACTER OPTIONS	9
Criminal Contacts	9
Subclasses	11
Feats	15
CHAPTER 2: THE ZHENTARIM	17
History of the Zhentarim	17
Hierarchy	22
Operations	31
Thieves' Cant	34
CHAPTER 3: SUNSET VALE	40
Climate	40
Settlements	40
Commerce	40
Factions	40
Places	41
MAP OF DARKHOLD CASTLE	50
CHAPTER 4: DARKHOLD	51
History of Darkhold	51
Darkhold Vale	53
Darkhold Operations	55
Darkhold Castle	56
CHAPTER 5: EVIL CHARACTERS AND CAMPAIGNS	64
Consent and Safety at Your Table	64
Playing an Evil Character	65
Running Evil Campaigns	69
CHAPTER 6: MAGIC ITEMS AND SPELLS	73
Magic Items	73
Spells	80
CHAPTER 7: ROGUE'S GALLERY	86
Zhentarim Dossier	86
Denizens of Darkhold	102
Zhentarim Techniques	112

Sunset Vale

ANVIL OF THE HEARTLANDS

Including detailed renditions
of important landmarks as of 1492 DR



Tiamat arises

HARDBUCKLER



Powerful ballistae
on the sturdy
battlements

River Reaching

Skull Gorge

WELL OF DRAGONS

Sunset Mountains

HILL'S EDGE



The village mill

CORM ORP



DARKHOLD

The Reaching Woods

HLUTHVAR

Winding Waters

The Far Hills

Marsh of Tun



Goblin raiders
ambushing a caravan
on the Dusk Road

Sunset Mountains

River Chionthar

Dusk Road

Uldom Trail

ASBRAVN

The imposing towers
of the Citadel

N

BERDU/K



The Flourished Flag Inn
is a popular destination
for tired sailors



IRIAEBOR

FIFTY MILES

INTRODUCTION

A loose affiliation of merchants, mercenaries, and malefactors” is how one scholar described the Zhentarim, while another more bluntly called them “a cadre of thieves, assassins, and evil wizards.” For over two centuries, this unscrupulous network has been expanding its influence throughout Faerûn. Known as “the Black Network” to outsiders, those within consider themselves part of an extended family that affords them immense opportunities and generously rewards ability and ambition. The great stronghold of the Zhentarim is called Darkhold, a high-spired keep of black stone built to gigantic proportions. There are few places in Faerûn with a more infamous reputation.

The Zhentarim have a seemingly endless appetite for adventurers. While many serve as mercenaries, guards, and treasure hunters, others undertake more nefarious activities, such as theft, espionage, and assassination. Success can lead to remarkable wealth and access to the Black Network’s staggering resources, while the consequences of failure are best not dwelt upon.

Welcome to the family...

USING THIS BOOK

This book, when used with the *Player’s Handbook*, contains everything you need to run your own D&D campaign based around the Zhentarim and Darkhold.

Chapter 1 contains player options for Zhentarim-affiliated characters, including guidance for creating a criminal contact, new subclasses, and a new feat.

Chapter 2 gives a broad overview of the Zhentarim, including its history, organization, and operations. It also details rules for hiring Zhent mercenaries, Black Network faction perks, and a fun system for roleplaying thieves’ cant.

Chapter 3 describes Sunset Vale, the region adjacent to Darkhold, including its land, settlements, economics, and politics.

Chapter 4 details the infamous fortress of Darkhold itself, delving into its history and examining its present-day operations.

Chapter 5 discusses running evil campaigns and playing evil characters. This guide provides information to enhance character motivation, group cohesion, use evil archetypes, and implement redeeming characteristics.

Chapter 6 includes new magic items and spells inspired by the Black Network.

Chapter 7 presents new monsters and NPCs associated with the Zhentarim.

ZHENTARIM NAMING CONVENTIONS

This supplement uses several iterations of Zhent-themed words. “Zhentarim” can either refer to the organization or its members collectively. “Zhentish” refers to natives of Zhentil Keep and their descendants (now mainly refugees living in Mulmaster, Ylraphon, and other settlements in the Moonsea region), while the term “Zhent” can be used interchangeably to refer to Zhentarim members and persons of Zhentish heritage.

FIVE THINGS TO KNOW ABOUT THE ZHENTARIM

Here are five quick things everyone needs to know about the Zhentarim.

THREE TENETS

The goal of the Zhentarim and its members is to amass wealth, power, and influence. There are three beliefs that every Zhentarim lives by:

1. The Zhentarim is your family. You watch out for it, and it watches out for you.
2. You are the master of your own destiny. Never be less than you deserve to be.
3. Everything has a price.

A GRIM PAST

Named after Zhentar, an ambitious and murderous wizard, the Zhentarim’s history is one of manipulation, backstabbing, and betrayal.

The Black Network has been irrevocably tied to Bane since its creation. For over 200 years, it's been a magnet for power-hungry priests, miscreants, and mages.

UNDER NEW MANAGEMENT

The Zhentarim was founded by the evil archmage Manshoon with assistance from a Banite cleric named Fzoul Chembryl, but the network has undergone several leadership changes over time. Today, the High Lord of the Zhentarim is a man known only as the Pereghost, an enigmatic warrior who emerged as leader during a perilous time for the organization. Rarely seen



THE ZHENTARIM AND ITS HERALDRY

Other Names: The Black Network

Members: Approximately 10,000

Leadership: The Pereghost, formerly Fzoul Chembryl, founded by Manshoon

Activities: Trade, warehousing, investment, mercenary hire, smuggling, extortion, espionage, assassination

Military Force: Approximately 1,000 soldiers

Internal Factions: Black Cloaks, Sable Accord, Shadow Knights, Umberwatch

Religions: Bane, Cyric

The symbol of the Zhentarim displays a winged viper diving towards a disk. Some say the disk represents wealth, while others argue it represents anything that stands in the way of the Black Network. Regardless of the symbolism, one thing is clear: it's well within the serpent's reach.

without his chalk-white plate armor and skull helm, in battle he wields a magic sword called *Determination* and rides a heavy warhorse with a winged saddle.

CHANGING REPUTATION

Over the past century, the Pereghost has implemented some changes to the Zhentarim and improved its reputation significantly, positioning it as a mercenary company specializing in trade. However, wiser folk in Faerûn know better than to trust the Black Network, which still contains its share of thieves, brigands, and assassins participating in all manner of illicit activities on behalf of the family.

MIGHTY STRONGHOLD

Nearly two centuries ago, the Zhentarim conquered Darkhold, a giant-sized fortress in the Sunset Mountains built in ancient times by a powerful sorcerer. Following the destruction of Zhentil Keep and the Citadel of the Raven, Darkhold is the sole remaining Zhentarim stronghold and serves as the network's headquarters.



CHARACTER OPTIONS

THE PEREGHOST APPROACHED THE struggling recruit, his metal boots leaving wide tracks in the mud on the training field.

“There’s a reason you struggle, young fang,” echoed his low voice from beneath the chalk-white skull-plated helm. “Your swings are dispassionate, your footing clumsy, your guard hollow. You’re missing something.”

“Do you know what you lack?” he asked, his breath emanating from his faceplate like an eerie fog on a cool morning.

“Character.”

He drew his sword.

“But I can teach it to you.”

As a mercenary company (among other things), the Zhentarim employs sellswords, assassins, and opportunistic mages. Zhents often have flexible morality, which serves them well in their pursuit of wealth, power, and influence. This chapter presents new player options inspired by the Zhentarim, including criminal contacts, subclasses, and feats. While these options are thematically appropriate for characters in the Black Network, they are designed such that any character can use them, regardless of setting or affiliation.

CRIMINAL CONTACTS

Throughout your adventures, your character is likely to come across a criminal or two—you might even be one yourself! Though some lawbreakers are sure to oppose you and your party members during your adventuring career, others may prove to be valuable allies. If you’re willing to get your hands dirty, an alliance with a criminal contact pays for itself in the form of information, influence, and specialized services.

If you choose the criminal background in the *Player’s Handbook* during character creation, your background feature grants you a reliable criminal contact. You can use the following

sections to breathe life into this feature. Alternatively, at your DM’s discretion, your character may earn a criminal contact over the course of your adventures, perhaps by joining a disreputable organization or committing a crime on behalf of a thieves’ guild or syndicate.

SPECIALTY

Every criminal has a specialty. Though your contact might mask their illicit activities under the guise of a legitimate business, you know their true expertise. Your criminal contact could be someone you regularly do business with, such as a thief selling their plunder to a fence. Or perhaps your contact is a rival with which you share a specialty, such as a pair of assassins who crossed blades in the past. You can use the Contact Specialty table to determine what your contact does best.

CONTACT SPECIALTY

d8 Specialty

- 1 **Assassin.** When someone delivers a name to your contact, it may as well be engraved on a tombstone.
- 2 **Burglar.** Your contact has mastered the art of breaking and entering.
- 3 **Fence.** Your contact is an expert in dealing with stolen goods and throwing off the heat.
- 4 **Fabricator.** Ah, good old white-collar crime! Your contact has an eye for detail and a collection of inks that would make a notary’s head spin.
- 5 **Smuggler.** Your contact knows how to get contraband in and out of a location without tipping off the Watch or their hounds.
- 6 **Spy.** It pays to listen. Your contact is a people person who can blend into any crowd.
- 7 **Sweeper.** Committing a crime is easy—the hard part is getting away with it! Your contact makes the evidence disappear.
- 8 **Ruffian.** Every once in a while, someone doesn’t hold up their part of the bargain. Your contact is the enforcer comes knocking.

FAVORS

At your DM's discretion, you can call on your criminal contact for assistance in time of need. The type of aid depends on your criminal contact's specialty. For example, a forger may be able to fabricate a search warrant for a character disguised as the local Watch, whereas an experienced smuggler might be able to sneak your party past an enemy checkpoint.

RELATIONSHIP

Consider the nature of your relationship with your criminal contact. Perhaps they took you under their wing early in your career and continue to mentor you today. Maybe they're a retired enforcer who left the game after they lost one too many friends. The Contact Relationship table provides a handful of example associations.

CONTACT RELATIONSHIP

d8 Relationship

- 1 I look up to my contact as a mentor.
- 2 My contact is an old friend. Our business is usually sprinkled with jovial conversation.
- 3 I owe my contact a debt.
- 4 Our business is strictly professional.
- 5 My contact and I are bound by blood—maybe our own, maybe someone else's.
- 6 I secretly hope to bring my contact to justice.
- 7 My contact and I are bitter rivals. We often taunt each other or withhold crucial information.
- 8 My contact wronged me long ago but has since forgotten my face. They'll remember my name when I finally have my revenge.

METHOD OF COMMUNICATION

Every so often, you need to get in touch with your criminal contact and vice versa, whether to receive a new lead, advice, or a warning from someone above your pay grade. The Method of Communication table details your criminal contact's preferred form of delivering information.

METHOD OF CONTACT

d8 Method

- 1 Coded note delivered by a familiar
- 2 Informal meetings in lowly dives
- 3 Visitation hours at the local prison
- 4 Verbal message delivered by proxy, such as a thug or street urchin
- 5 Magic, such as the *sending* spell or a series of *magic mouths*
- 6 Dead drops in public places
- 7 Meeting in the back room of an innocuous cover business
- 8 Hand-written letter with an ornate wax seal



SUBCLASSES

This section provides new subclasses for the cleric, rogue, and sorcerer. These subclasses are evocative of the Zhentarim and its members, making them a natural fit for a character with strong ties to the Black Network.

SUBCLASSES

Class	Subclass	Level Available
Cleric	Strife	1st
Rogue	Spellthief	3rd
Sorcerer	Beguiler	1st

SPELL SOURCES

These subclasses include spells from several sources. Unless specified, a spell is from the *Player's Handbook*. Spells marked with ^{DH} can be found in chapter 5, "Magic Items and Spells." Spells marked with ^{XGE} are from *Xanathar's Guide to Everything*.

CLERIC: STRIFE DOMAIN

Colloquially known as the "servants of the eclipse" in some parts of Faerûn, Strife clerics are agents of chaos, fear, and confusion. They emerged from Darkhold's shadow under Cyric's watchful eye and set upon their sacred task as great revelators of the weakness of societal tethers. These dark disruptors thrive on chaos, on severing the bonds of their foes, and on withering away the falsehoods of social structure. A Strife cleric nurtures ambition like a rotting root, and with it chokes out everything else that could stand in its path. Other gods that may make worshippers of these clerics are Bane, Beshaba, and Lloth.

DOMAIN SPELLS

You gain domain spells at the cleric levels listed in the Strife Domain Spells table. See the Divine Domain class feature for how domain spells work.

STRIFE DOMAIN SPELLS

Cleric Level Spells

1st	<i>cause fear</i> ^{XGE} , <i>dissonant whispers</i>
3rd	<i>crown of madness, darkness</i>
5th	<i>counterspell, enemies abound</i> ^{XGE}
7th	<i>phantasmal killer, sickening radiance</i> ^{XGE}
9th	<i>lunar manifestation</i> ^{DH} , <i>mystic lash</i> ^{DH}

SERVANT OF DISCORD

1st-level Strife feature

You gain the *cheat*^{DH} cantrip if you don't already know it. In addition, you gain proficiency in one of the following skills of your choice: Stealth, Insight, or Persuasion.

TERROR'S CONDUIT

1st-level Strife feature

You can assault and condemn an attacking enemy. When a creature within 30 feet of you hits a creature you can see with an attack, you can use your reaction to cause the attacking creature to make a Wisdom saving throw. On a failed save, the creature takes 2d4 psychic damage and has disadvantage on the next attack it makes before the end of your next turn. On a successful save, the creature takes half as much damage and does not have disadvantage.

This feature's damage increases by 1d4 when you reach 5th level (3d4), 11th level (4d4), and 17th level (5d4).

You can use this feature a number of times equal to your Wisdom modifier (a minimum of once). You regain all expended uses when you finish a long rest.

CHANNEL DIVINITY:

DRAINING SHADOW

2nd-level Strife feature

You can use your Channel Divinity to weaken your enemies. As an action, you choose one creature you can see within 60 feet of you. It must make a Wisdom saving throw against your spell save DC. On a failed save, you corrupt the creature's shadow and turn it against its maker, causing it to drain the creature for 1 minute.

A drained creature can't make more than one melee or ranged attack during its turn, regardless of its abilities, magic items, or spells affecting it. If a target fails the saving throw by

5 or more, you can also choose for it to be either blinded or deafened.

An affected creature makes another Wisdom saving throw at the end of each of its turns, ending the effect on itself on a success.

KNIFE IN THE DARK

6th-level Strife feature

You gain the ability to step from one shadow into another. When you are in dim light or darkness, as a bonus action you can magically teleport up to 60 feet to an unoccupied space you can see that is also in dim light or darkness, then choose a creature within 30 feet of you. That creature has disadvantage on the next attack it makes until the end of your next turn as you disorient it with the shifting shadows.

You can use this feature a number of times equal to your Wisdom modifier (a minimum of once). You regain all expended uses when you finish a long rest.

POTENT SPELLCASTING

8th-level Strife feature

You add your Wisdom modifier to the damage you deal with any cleric cantrip.

BLACK SUN

17th-level Strife feature

You are empowered by the full might of the eclipse and its darkness. As an action, you create a looming black sphere with a 40-foot radius

WAIVING MATERIAL COMPONENTS

Throughout their adventuring career, a spellthief could potentially steal any spell of 5th level or lower. If they can't secure the material components required by the spell before their next long rest, however, the spell is wasted. Some of the creatures in the *Monster Manual* have access to spells with costly material components; for example, the archmage can cast the *scrying* spell, which a player character can't cast without a 1,000 gp focus. At the DM's discretion, a spellthief can waive such requirements and cast the spell regardless—the "rule of cool" approach, or the DM might ensure that the party finds necessary components on the corpses of defeated foes. DMs are encouraged to evaluate this on a spell-by-spell basis, as some spells, such as *Leomund's secret chest*, don't quite make sense without their required material components.

centered on a point you choose within 120 feet of you. Choose one of the following curses:

- The creature has vulnerability to the first attack that hits it on each turn. The attack ignores resistance to the damage types of that attack and treats immunity to those damage types as resistance.
- The creature has disadvantage on Constitution saving throws.
- The creature is blinded and deafened.

Choose up to 6 creatures within the sphere's area of effect. Each target must succeed on a Wisdom saving throw or be affected for 1 minute with the curse you chose. An affected creature makes another Wisdom saving throw at the end of each of its turns, ending the effect on itself on a success.

Once you use this feature, you can't use it again until you finish a long rest.

ROGUE: SPELLTHIEF

Born out of the Black Cloaks, the Zhentarim has always been a power conduit for ambitious mages craving personal power. As betrayal became an everyday part of the organization, its members—especially those not versed in the Art—sought to deter casters who wielded the Weave against them. Little did they know that the first spellthieves were already honing their craft. When the demand was right, they emerged—and named their price.

Spellthieves are bodyguards, arcane assassins, and mageslayers capable of draining magic and twisting it against their foes. Feared by spellcasters far and wide, spellthieves make mages think twice before presenting their focus.

STEAL SPELL

3rd-level Spellthief feature

You can siphon spell energy away from your target and wield it yourself. When dealing extra damage with Sneak Attack, you can choose to forgo rolling 2 or more of the d6s to steal a spell from the target of the attack. The level of the spell you steal must be less than or equal to half the number of Sneak Attack dice you forgo rolling, rounded up. Alternatively, you can use an action to touch a willing creature and steal a spell from it without making an attack.

Stealing a Spell. You can only steal spells that a target knows, has prepared, or can cast innately. The target must have remaining spell

slots of that level or higher, or have remaining castings of that spell that it has not yet expended. For example, if a dryad can innately cast the *entangle* spell three times per day, and it's only cast the spell once today, you can steal that spell from it.

If you have previously seen the target cast a specific spell, you can choose to steal that spell. Otherwise, you steal one spell of the DM's choice.

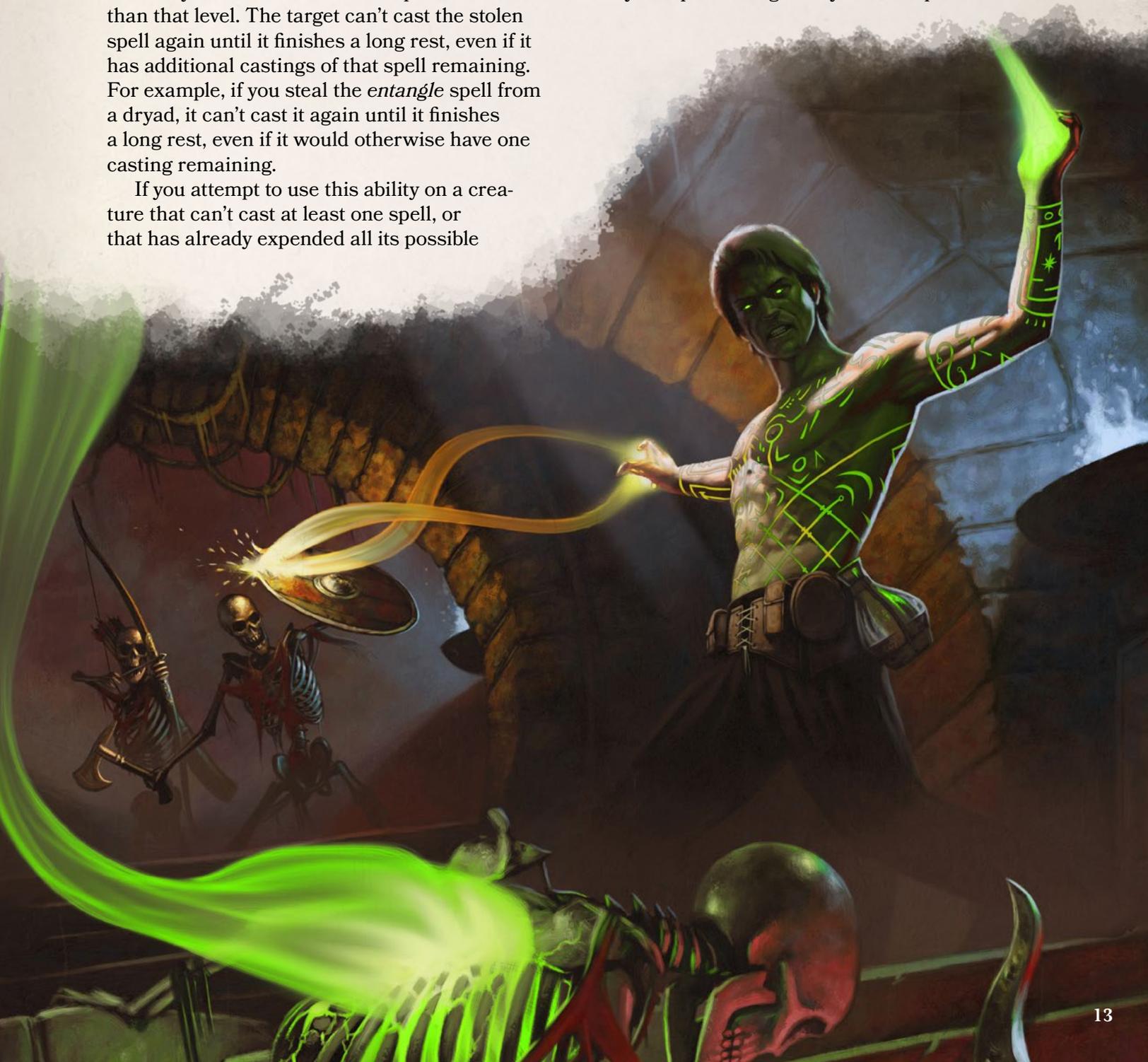
When you steal a spell, the target expends a spell slot or usage of that spell as if they had cast it at the level you stole, or at the highest level they could cast it at that's equal to or less than that level. The target can't cast the stolen spell again until it finishes a long rest, even if it has additional castings of that spell remaining. For example, if you steal the *entangle* spell from a dryad, it can't cast it again until it finishes a long rest, even if it would otherwise have one casting remaining.

If you attempt to use this ability on a creature that can't cast at least one spell, or that has already expended all its possible

castings and spell slots of that level or higher, this ability fails and your Sneak Attack dice are still forgone, but the usage of this ability is not lost.

You can steal a number of spells equal to your Charisma modifier (a minimum of once). You regain all expended uses when you finish a long rest.

Casting a Stolen Spell. After stealing a spell, you can cast that spell one time before finishing a long rest, after which the spell energy fades away harmlessly. To cast a stolen spell, you must have the required components. Charisma is your spellcasting ability for this spell.



EYE FOR MAGIC

3rd-level Spellthief feature

Your greater awareness of magic allows you to cast the *detect magic* spell a number of times equal to your Charisma modifier (minimum of once). You regain all expended uses when you finish a long rest. Charisma is your spellcasting ability for this spell.

MARK THE PREY

9th-level Spellthief feature

You develop a talent for identifying spellcasters. As a bonus action, you can make a Wisdom (Insight) check to determine whether a creature is a spellcaster. On a success, you learn if the creature can cast spells, its spellcasting ability, and the highest level of spells that are currently available to steal with your Steal Spell feature.

ABSORB SPELL

13th-level Spellthief feature

You can attempt to absorb spells and harness them against your foes. When you succeed on a saving throw against a spell, you can use your reaction to absorb a portion of the spell, imbuing a weapon of your choice with its raw magical essence. The next time you hit with the weapon within the next minute, the weapon is considered magical and deals an extra 1d6 damage for each level of the absorbed spell.

Once you use this feature, you can't use it until you finish a short or long rest.

SPELLGRACE

17th-level Spellthief feature

Your deep understanding of magic grants you advantage on saving throws against spells and other magical effects.

In addition, when you use your Steal Spell feature, you can immediately cast the spell as part of the same action.

SORCERER: BEGUILER

Deception is an invaluable tool among the Zhentarim. A Zhent spy must be convincing if they are to gain the trust of an influential noble, while an assassin simply practices the art of blending in. Throughout its history, some mages have practiced the art of subterfuge on the battlefield, fooling foes and leaving their corpses with

mouths agape in shock. For others, the beguilement runs through their blood.

Your innate magic comes from a gift bestowed on you or your ancestors by a trickster being. These beings—be they gods, fey, fiends, or something more mysterious—all prize cleverness and deception to win the day. Your spellcasting reflects a small portion of these subtle powers.

ARMORED MAGE

1st-level Beguiler feature

You gain proficiency with light armor, medium armor, and shields.

In addition, you gain proficiency with all simple weapons and the hand crossbow, rapier, shortbow, and shortsword.



SURPRISE CASTING

1st-level Beguiler feature

Your innate gift for deception allows you to feint, catching your opponents off guard. As a bonus action, you can spend 1 sorcery point to make a Charisma (Deception) check against a creature within 30 feet of you that isn't incapacitated, contested by the target's Wisdom (Insight) check. If you succeed, you have advantage on your next spell attack roll against that creature on this turn.

CLOAKED CASTING

6th-level Beguiler feature

You learn to better craft your spells to exploit a foe's distraction. When you cast a spell and have advantage on the spell attack roll, you can spend 1 less sorcery point than normal for any Metamagic options you use on that spell.

WITHOUT A TRACE

14th-level Beguiler feature

You can use the Subtle Spell Metamagic option without spending a sorcery point.

You can use Subtle Spell even if you have already used a different Metamagic option during the casting of the spell.

MANTLE OF DECEPTION

18th-level Beguiler feature

As a bonus action, you can spend 6 sorcery points to activate a mantle of deception, projecting magical illusions that make it difficult to hit you. While in this state, all creatures have disadvantage on attack rolls against you and you have advantage on saving throws against any spell that targets only you.

You remain in this form for 1 minute. It ends early if you are incapacitated, if you die, or if you dismiss it as a bonus action.

FEATS

A new feat is presented here for groups that use the optional Feats rule in the *Player's Handbook*.

SKYIMAGE

Prerequisite: The ability to cast at least one spell

Skymages train relentlessly with a variety of flying mounts, emphasizing safety and respect for their beasts while mastering merciless aerial combat techniques. You gain the following benefits:

- You have advantage on Wisdom (Animal Handling) checks dealing with creatures with a flying speed that are capable of serving as a mount.
- You learn the *feather fall* spell and can cast it once without expending a spell slot. You regain the ability to cast it in this way when you finish a short or long rest.
- You and your flying mount don't provoke opportunity attacks when flying out of an enemy's reach.

TAKE TO THE SKIES

Chapter 5 of the *Player's Handbook* plainly states that an exotic saddle is required for riding any aquatic or flying mount, but the distinction between monster and mount is not exactly clear. Finding and securing a flying mount requires support from the DM.

"Common" flying mounts—if there even is such a thing—include pegasi, griffons, hippogriffs, and manticores, and the Zhentarim nurture and tame foulwings and wyverns in a cliffside aviary at Darkhold. A seasoned adventurer may be able to ride more dangerous creatures. In *Dragon #50's* "The Ups and Downs of Flying High," Roger E. Moore included chimeras, dragons, winged nightmares, pteranodons, rocs, and sphinxes on his list of flying mounts.

Keep an eye out for winged beasts in your adventures. Never give up and good luck will find you.



THE ZHENTARIM

CHess STRUGGLED AGAINST THE HEAVING swings of the Black Hands, no doubt sent by Lord Ulsan Baneservant. Had he come all this way only to have his head caved in by a group of Banite priests outside the Spitted Man Alehouse? Chess looked to Manshoon, his face fraught with worry and dripping with sweat. The black-robed mage remained eerily calm.

The wizard began to weave his hands in a fluid circular motion. With one sharp gesture, Manshoon plucked a single red, glowing sphere out of thin air—no larger than a marble—and promptly hurled it at the assassin priests. One of the priests cried out, but they were silenced in an instant. Red flames lashed out from the center of a soundless explosion, sending fist-sized chunks of stone through the walls of nearby buildings. Chess, unscathed, gaped in awe and horror as the alehouse collapsed, burying the flaming Banites under heaps of rubble. The bell of the Dark Shrine droned in the distance.

Manshoon emerged from the cloud of dust, his face shrouded by his hood. “Doubt will cost you your life and both of our birthrights,” he chided. “We’ve no time for doubt. Trust in my plan. This is just the beginning.”

Wealth. Power. Influence. These are the goals of the Zhentarim. Founded as an arm of the archwizard Manshoon and based in Zhentil Keep on the banks of the Moonsea, the Black Network grew into a powerhouse of trade, its agents spread throughout the Western Heartlands and the Sword Coast. The Zhentarim aims to achieve commercial supremacy, an iron-fisted monopoly won by offering vital services—both legal and illicit—quickly and cheaply. Above all, the Zhentarim is a family, from the lowest caravan escort to its deadliest assassin.

HISTORY OF THE ZHENTARIM

Since its inception, the Zhentarim has been rife with betrayal and bloodshed. Appropriately named after a cunning wizard who manipulated his way to the top, the history of the Zhentarim is suffused with sudden power grabs, secret alliances, and brutal setbacks.

ZHENTIL KEEP

Zhentil Keep, the former headquarters of the Zhentarim, originated as a modest trading camp at the western edge of the Moonsea in 640 DR. In 747 DR, a Chancelgauntian ship owner fortified the thriving settlement into a proper hold. Seeing its potential, twelve Sembian merchants purchased the hold the following spring and funded a major expansion, adding a tall stone wall and a formal garrison.

One of the merchants, Elephstron, declared himself Lord of the Keep, appointing the other eleven merchants as Lords of the City and granting them governing power. However, as the keep prospered, it saw increasing threats. Infighting among the city’s merchants was rampant, and monsters frequently ransacked its trade routes. As a result, Elephstron petitioned a wizard for aid.

ZHENTAR

The wizard who answered Elephstron’s call was named Alsen Zhentar. Born to two shopkeepers in Arrabar, the capital city of Chondath, Zhentar came across the corpse of a minor wizard while playing in a ravine as a child and took the dead mage’s spellbook for himself. As he grew in mastery of the Art, Zhentar accumulated wealth and magic by murdering lowly and reclusive wizards. However, his lust for power nearly cost him his life when he challenged the wrong mage. After a spectacular spell duel, Zhentar was forced to flee the city and its lawkeepers, eventually landing in the Moonsea region.

The wizard proposed two conditions for the desperate Elephstron: 1) the Lords of the City would create an official governing council,

and 2) Zhentar would be given a seat on this council equal in power to the other lords. Elephstron agreed, and Zhentar's dark designs were set in motion.

In 752 DR, the Year of High Treachery, half of the lords suddenly and suspiciously died. They were replaced by five wizards and a Banite priest with ties to the malevolent Zhentar. In 753 DR, the Year of Strife, a temple known as the Dark Shrine was erected in the city, forever shadowing it under the black hand of Bane, the Lord of Darkness. Finally, Elephstron confronted Lord Zhentar, and the two slew each other in a fierce battle atop the walls of the keep.

Despite his treachery, Zhentar was regarded as a hero. The six lords sympathetic to the deceased wizard painted a tale of an assassin sent to kill both lords on behalf of rival merchants south of the Moonsea. The city was named Zhentil Keep in his honor. It would continue to prosper and expand, dominating trade in the Moonsea region with a combination of economic pressure and military force.



FOUNDING OF THE ZHENTARIM

In 1258 DR, Harlshoon, First Lord of Zhentil Keep and mighty commander of the Zhentilar, sent his two sons, Manshoon and Asmath, out into the world to prove themselves as lord-princes. They were accompanied by Chess, son of Lord Calkontor, another member on the council. Three months after their departure, Lord Calkontor poisoned Harlshoon. Calkontor couldn't resist mocking the dying lord, but his jeers would be his downfall. In his final moments, Harlshoon shoved Calkontor to his death. The two dead lords' seats were quickly usurped from their absent sons in a political coup by Urlsan Baneservant and Theilon Greencloak. Manshoon and Chess refused to surrender their birthrights, vowing to reclaim their fathers' seats on the council at any cost.

In 1260 DR, upon their return to Zhentil Keep, Lord Urlsan attempted to have the two lord-princes assassinated, but he was thwarted by Manshoon's natural gift for the arcane arts. During their absence, Lord Urlsan had accumulated significant power in Zhentil Keep. However, Manshoon and Chess knew that if they removed the usurper without exposing his treachery, it would invite further insurrection.

As part of a ploy devised by Manshoon, Lord-Prince Chess formed a false alliance with Lord Urlsan in exchange for a seat on the council. Theilon Greencloak had died at the Battle of the Masks the previous year, leaving the seat of Chess's father empty. Meanwhile, Manshoon recruited his childhood friend and priest of Bane, Fzoul Chembryl. Fzoul was fed up with the direction of the church of Bane in Zhentil Keep and had ambitions of his own. When Lord Urlsan believed he had the upper hand against Manshoon, Chess double-crossed the lord, and the three overpowered Urlsan and his allies. Manshoon then provided "proof" of Lord Urlsan's betrayal: forged letters showing that Urlsan was in debt to several Sembian merchants which he hoped to pay off via secret ties to Cormyr. Urlsan was publicly executed, and Manshoon claimed his rightful seat as Lord of Zhentil Keep.

Manshoon recognized the vulnerability of his position. Bolstered by hidden allies, the wizard recruited a group of like-minded mages

known as the Black Cloaks. In 1261, Manshoon founded the Zhentarim under the guise of establishing safety and order in Zhentil Keep. Manshoon's true reasons for creating the secret organization were to leverage its wealth, religious connections, and growing military force to amass personal power such that he could seek out magic anywhere in Toril and wrest it from those who would keep it from him.

RISE OF THE ZHENTARIM

After Urslan's ousting, Fzoul Chembryl accepted a position in Manshoon's inner circle, becoming second-in-command of the Zhentarim. He took over the Dark Shrine in Zhentil Keep, renaming it to the Black Altar and declaring it the center of the church of Bane. The Zhentarim would forever be tied to the Lord of Darkness, an alliance which would benefit both organizations in similar pursuits.

Over the next century, the Black Network flourished. By 1306 DR, Zhentil Keep secured a water route, shipping goods to Sembia, Hillsfar, Phlan, and Melvaunt, while defeating the naval forces of Mulmaster in the process. In 1312 DR, Manshoon and Fzoul invaded Darkhold and vanquished the lich queen Varalla (see chapter 3 for a history of Darkhold). With a foothold in the Western Heartlands, the Zhentarim established, controlled, or sabotaged trade networks between the Moonsea and the Sword Coast.

In 1355 DR, Zhentil Keep captured the Citadel of the Raven. In 1361 DR, the Zhentarim then asserted its dominance by raising the flag of the Black Network over the fortress, declaring it the organization's new headquarters. The Zhentarim maintained a standing army for Zhentil Keep which it used to invade locales throughout the Dalelands. During this period of rapid expansion, the Zhentarim also made countless enemies, to include the Harpers, the Knights of Myth Drannor, and the Cult of the Dragon.

As the Zhentarim's reach grew, so did its membership. Mages, merchants, and sellswords flocked to the Black Network—whether by choice or necessity—with ambitions of their own. Meanwhile, the church of Bane supported Zhent agents as they sponsored puppet rulers, corrupt tax collectors, and troublesome gangs to implement their activities.

TIME OF TROUBLES

In 1358 DR, the gods Bane and Myrkul stole and hid two artifacts known as the Tablets of Fate from the Overgod, Ao. In response, Ao cast the gods of Abeir-Toril out of the heavens, forcing them to live as mortals among their followers in a cataclysmic event known as the Time of Troubles. Several deities were slain throughout the Time of Troubles, but none had a greater effect on the Zhentarim than the death of its principal deity, Bane, at the hands of Torm.

In Bane's absence, Cyric, god of strife and lies, assumed the dead god's divine portfolio. Some priests of Bane refused to worship Cyric. They believed that the Lord of Darkness had not died; rather, he was enacting yet another cunning scheme. The Prince of Lies tolerated—some might even say delighted in—the chaos for three years, until he lost patience in the stubborn Banites.

BANEDEATH

On a frosty night in 1361 DR, Cyric set the Black Altar of Zhentil Keep ablaze in a column of flame, and the so-called Banedeath began. In an effort to cleanse the city of all traces of Bane and cement Cyric as his replacement, Banites were offered a choice: convert and see the light of the Dark Sun, or be put to death. Many converted. Some did not.

Though the Prince of Lies lacked the same sense of law and order maintained by his predecessor, the Zhentarim continued to grow with the aid of the church of Cyric. Fzoul Chembryl converted to Cyric and was thus spared in the Banedeath. The bitter former High Priest of Bane remained in Zhentil Keep even as Manshoon carefully shifted his operations to the Citadel of the Raven, distrusting Cyric and his impulsive priests.

REEMERGENCE OF BANE

In 1372, Bane returned from the grave, consuming his son and lesser god, Xvim, in a pillar of green flame. Bane appointed Fzoul Chembryl as his Chosen and the new leader of his church. Banite priests who went underground after the Banedeath pledged themselves to the Lord of Darkness, as did many who had converted to Cyric after Bane's death.

MANSHOON WARS

In 1370 DR, Manshoon disappeared. Most reports claim the archmage was betrayed by Fzoul Chembryl, slain at the hands of his childhood friend and Lord Orgauth in the Citadel of the Raven. Others assert that Manshoon simply vanished, perhaps as a result of growing mistrust or as part of some greater plan. Regardless of the reason for his sudden departure, Manshoon's legacy would quickly be known throughout Faerûn.

Throughout his rule of the Zhentarim, Manshoon's mastery of the Art allowed him to stay one step ahead of his enemies. However, as his list of foes grew, Manshoon knew he could not evade death forever. Before he became Lord of Zhentil Keep, the archmage penned the ultimate contingency: the *stasis clone* spell (see the "Game of Clones" sidebar). By the time he claimed his seat on the council, Manshoon had already created a few small batches of sleeping clones, hidden away within the walls of distant caverns. The cunning wizard did not, however,

GAME OF CLONES

The *clone* spell in the *Player's Handbook* only allows for one awakened clone at a time. When the caster dies, their soul moves into the open vessel, awakening it with the abilities and memories the creator possessed at the time of the spell's casting. While some clever mages have succeeded in deploying multiple clones at once, the clones suffer from a phenomenon known as the **multiplicity paradox**, which causes the clones to murder each other until only one remains.

Manshoon's *stasis clone* spell is distinct for two reasons. Firstly, Manshoon's soul is bolstered by Mystra, the goddess of magic, who saw the dangerous potential instability presented by Manshoon's specialized cloning spell. This allows for several Manshoon clones to exist at once, effectively sharing one soul which is stored in the Weave. Secondly, the multiplicity paradox in the *stasis clone* spell is less severe, though it is not known if this is owed to mental fortitude of the remaining Manshoons, the reduction in the overall number of active clones, or the stability of the spell itself. In fact, it is possible for two Manshoon clones to work together—if they can overcome the instinctive sense of loathing for each other.

foresee their tumultuous and premature awakening.

Rather than activating sequentially in the order they were created, Manshoon's disappearance triggered the release of sixteen clones at once. This event was the result of meddling by the god of lies, Cyric, who hoped to sow strife and make the Zhentarim ripe for his takeover. The Manshoon clones began to kill one another, showing little concern for those caught in the wake of their destructive magic. The closer two Manshoons were near each other (especially 5 miles or less), the stronger the maniacal urge to seek out and eliminate the other became.

Most of the clones slew one another or met their end by some other fate within a few years of awakening. One unfortunate Manshoon awoke in Blackstaff Tower and was shortly destroyed by Khelben Aurunson, who promptly warned stakeholders throughout Faerûn, including the Chosen of Mystra, Candlekeep, and Zhentil Keep. However, try as they might, the protectors of the Realms have yet to fully rid the world of Manshoon the Manyfaced.

At least three clones survived the Manshoon Wars, representing the most disciplined and experienced copies of Manshoon. Although each clone ultimately perished, their deaths brought about a new generation of Manshoons.

The Manshoon of Undermountain. One Manshoon pledged himself to Halaster Blackcloak, the Mad Mage of Undermountain. This clone was destroyed in the chaos of the Spellplague.

The Night King. Another clone awoke in Westgate as a vampire. After slaying the vampire lord Orlak, he became Orbakh, leader of the Night Masks. From the haunted Castle Stormwatch, this Manshoon attempted to rebuild the Zhentarim until he was slain by Elminster of Shadowdale.

The Manshoon That Tired of Rulership. A third clone returned to Zhentil Keep in 1372, ceding rulership of the Zhentarim to Fzoul and preferring to work in the shadows on private projects. This Manshoon was killed when the Shadovar attacked Zhentil Keep and the Citadel of the Raven in 1388 DR.

THE MODERN FACES OF MANSHOON

There are at least four active clones as of 1492 DR, the Year of Three Ships Sailing.

Clone of Orbakh-Manshoon. Foreseeing his untimely demise, Orbakh created a clone in his likeness. When he died, this clone awakened—along with three previous Manshoon clones throughout Faerûn (detailed below). Orbakh’s Manshoon clone was briefly trapped in a countryside manor in Cormyr during a vicious Spellstorm with his nemesis, Elminster. After weathering the storm, Manshoon escaped. His current whereabouts are unknown.

The Manshoon of Darkhold. One Manshoon relocated to Darkhold, furthering his own personal schemes while ceding rulership to Fzoul once more. Much like the original Manshoon did with the beholder Xantriph (the so-called “Voice of Bane”), this clone has formed a hidden alliance with a beholder named Manxam.

The Leader of the True. Another clone secretly operates from Kolat Towers in Waterdeep, leading an offshoot faction of the Zhentarim that calls itself “the True.” He, too, is a “good conduct hostage” in the keeping of beholders in his lair.

The Manshoon of Many Faces. The fourth—though certainly not the last—took on a new name and magically changed his appearance. He continues to do this, living low-profile lives by covertly murdering wealthy merchants and impersonating them until he grows bored, using their wealth to live well and dabble in trading activities that garner a magic item here and a spellbook there, slowly building power while taking great care to hide not only his true identity, but the fact that he can cast arcane magic as well.

This list does not include other younger, magically warded clones throughout Faerûn or located on other planes of existence—these remained dormant during the Manshoon Wars and continue their slumber to this day.

FALL OF ZHENTIL KEEP

In 1372 DR, the flying Netherese city of Thultanthar emerged from the Shadowfell and began restoring its empire. The Shadovar of returned Netheril attacked Zhentil Keep and the Citadel of the Raven in 1383, killing both Fzoul Chembryl and the Zhentarim-based clone of Manshoon in the process.

In this time of turmoil, a leader emerged in Darkhold: a knight clad in chalk-white armor

known only as the Pereghost. Unlike the backstabbing wizards and nefarious priests before them, the Pereghost was even-tempered, practical, and just. He had dutifully led the army of Darkhold for years, and likewise proved to be a decisive leader of the Zhentarim as a whole. His militant hand not only brought order to the Black Network—it prevented the organization’s downfall.

In the following year 1384 DR, Bane resurrected Fzoul Chembryl, granting him the demigod-like power of an exarch and commanding his Chosen to rebuild the priesthood and expand its reach. Unable to ignore the efficiency of the Pereghost in his role, Fzoul left the day-to-day operations of the Zhentarim to the mysterious commander and focused his efforts on furthering the church of Bane. In the coming years, the Zhentarim would become an organization of guardians and mercenaries, rather than bullies and conquerors.

SPELLPLAGUE

In 1385 DR, Cyric and Shar murdered Mystra, goddess of magic, instigating a Realms-spanning disaster known as the Spellplague. Over this decade marked by blue flames, dead magic, and the collapse of the Weave, many of the Zhentarim’s most powerful wizards were assassinated by opportunistic foes, while others were driven insane. This gradually shifted control of the organization out of the hands of black-robed mages and into those of ordinary people.

When Cyric was rightly blamed for the chaos, veneration of Bane enjoyed a thundering resurgence in the Zhentarim. As the number of Cyricists in the organization plummeted, the schism of faith within the organization all but faded away. The lies and strife of Cyric slowly gave way to the order and patience of Bane once more.

During this period, the everyday foot soldiers of the Zhentarim found themselves as the last competent Zhents standing. Free from the tyranny of backstabbing wizards and the black gauntlet of Banite priests, the Zhentarim as a whole became more ordinary but was no less relevant. In fact, given the widespread chaos of the Spellplague, the Black Network provided a suddenly vital service: an organized, effective force of mercenaries capable of safely escorting caravans throughout Faerûn.

THE ZHENTARIM TODAY

Despite its setbacks, the Black Network is arguably stronger than ever. Membership in the Black Network is estimated to be over 10,000 as of 1492 DR. Today, Zhents make most of their coin by guarding warehouses, escorting caravans, and shipping cargo. Through speed, competitive rates, and a ruthless attitude toward competitors, the Black Network is winning an ever-growing share of the shipping and trade market, and Zhent agents can be found in every major city in Faerûn. Though they prefer to be seen as dependable guards, the Zhentarim also buy, sell, and invest in property and discreetly act as enforcers, thieves, and assassins.

Reconstruction efforts at Zhentil Keep and the Citadel of the Raven are now underway. Though neither location is uninhabitable after the Netherese assault, Darkhold remains the headquarters of the Zhentarim and its leadership. Fzoul Chembryl relinquished daily command of the Zhentarim to the Pereghost, whose

unparalleled grasp of strategy and leadership keeps Zhents on the path to victory. With the Pereghost acting as the High Lord of the Zhentarim, Fzoul has shifted his focus to his position as the voice, Chosen, and High Hand of Bane. Meanwhile, the Darkhold-based Manshoun clone advances the faction's more clandestine pursuits while amassing arcane power in the shadows.

The reputation of the Black Network has improved over the last century. While there was never a formal purge of the organization's more troublesome and evil members, many of them passed away over time, whether by spell, blade, or old age. What remained was a new generation of Zhentarim, forged under the direction of the Pereghost. The Black Network hasn't completely abandoned its duplicitous and downright evil activities, but its name no longer invokes fear at its mere mention. To the everyday observer, the Zhentarim is skeptically regarded as another need-to-know organization with a dark past.

HIERARCHY

A rigid hierarchy pervades the Zhentarim. Between the militant leadership of the Pereghost and the black gauntlet of Bane that looms over Darkhold, every Zhent has a rank. From the acceptance of their first contract to their dying breath, every member of the Black Network is taught to know their place.

ZHENTARIM RANKS

Like many factions in the Forgotten Realms, the Zhentarim has five major ranks. These ranks and their renown (an optional rule in chapter 1 of the *Dungeon Master's Guide*) are provided in the Zhentarim Ranks table. Characters can earn these promotions as their renown increases, though there are suggested character level prerequisites for each rank.

ZHENTARIM RANKS

Renown	Title	Level Prerequisite
1	Fang	1st
3	Wolf	3rd
10	Viper	5th
25	Ardragon	11th
50	Dread Lord	17th



FACTION MISSIONS AND DOWNTIME

A party of adventurers may contain one or two Zhents, but unless you're running a Zhentarim-centered campaign, it's unlikely that every player character is part of the Black Network. It can be challenging for the player characters that are Zhentarim to complete faction missions and advance in rank without derailing the campaign or taking the spotlight from the other characters.

Rather than completing full-fledged side missions to climb the Zhentarim ladder, at the DM's discretion, a character can instead attempt a Zhent job during downtime in order to gain renown and rewards. Chapter 2 of *Waterdeep: Dragon Heist* also contains a series of short faction missions that might inspire other downtime jobs with the Zhentarim.

ZHENT JOBS

The Zhent Jobs table includes a handful of short generic missions that a character can reasonably complete within the span of a workweek. These missions are intended to supplement, not replace, the character's chosen downtime activity.



ZHENT JOBS

d10 Job

- 1 **Debt Collection.** Collect on a past-due debt. I hear this one's a runner.
- 2 **Thievery.** Steal a priceless item during a public event.
- 3 **Burglary.** Breaking and entering at its finest. Keep an eye out for dogs—or worse.
- 4 **Assassination.** There's no other option. You've got the time, the place, and the target. Make it look like an accident.
- 5 **Caravan Escort.** Make sure the goods get from point A to point B in one piece.
- 6 **Espionage.** Keep a low profile. Don't come back unless you've got some juicy intel.
- 7 **Smuggling.** There are buyers on the inside. The only thing standing between the Zhentarim and payday is local law enforcement.
- 8 **Bodyguard Duty.** A cautious individual hired you to watch their back for the day. It should be easy money. *Should.*
- 9 **Vandalism.** Don't forget your crowbar. If this doesn't send a message, there's always arson.
- 10 **Blackmail.** Someone's got skeletons in their closet. Find the dirt and put on the pressure.

As a character increases in level and rank, so do the stakes of their faction missions. At lower levels, a budding Zhent may be asked to steal a prized trophy from the mantle of the local tavern. At higher levels, a seasoned ardragon might infiltrate a private art gallery where a one-of-a-kind item is on display for the evening.

Completing a Job. To complete a job, a character must accumulate three successful ability checks before accumulating three failures. The player chooses the skill for each of these checks, narrating how their character uses the skill to accomplish a part of the job. For example, a character might use Dexterity (Acrobatics) to swing from a rope into the open window of a gallery that contains a priceless painting. Once the character has attempted an ability check with a given skill, whether they succeed or fail that ability check, they can't use that skill again during the job.

The DM determines the DC of each ability check, which may fluctuate depending on

the situation. Generally, as a character advances in rank, these DCs should increase to reflect more challenging assignments. The Job Difficulty Class table includes sample DCs for Zhent jobs by character level.

JOB DIFFICULTY CLASS

Tier	Character Level	DC
1	1–4	15
2	5–10	17
3	11–16	19
4	17–20	21

Gaining Renown. A character earns one renown after successfully completing a job, as well as one additional renown for each rank they already have. For example, a viper who completes a Zhent job gains four renown.

Criminal Contacts. If the character has an established criminal contact (see chapter 1), these missions are a great opportunity to interact with them. The contact might assign the job to the character via a “hot tip,” accompany the character on the job, or deliver valuable intel relating to the mission. Consider how the outcome of the job affects their relationship, for better or for worse—they might even be the target of the job.

ZHENTARIM PERKS

Membership in the Zhentarim is not without its benefits. Chapter 1 of the *Dungeon Master's Guide* mentions that characters who advance in rank are entitled to certain perks on behalf of the organization. This section details possible perks for characters who remain loyal to the Black Network throughout their adventuring career.

Fang (1 Renown). Upon joining the Zhentarim, initiates are entitled to a criminal contact (see chapter 1). In addition, wherever there is a branch of the Zhentarim, the character gains access to a safe house.

Wolf (3 Renown). Once a Zhent demonstrates they can handle more responsibility, they are given a token of loyalty. When a character reaches the rank of wolf, they can choose one of the following gifts:

- A higher-ranking Zhent gives the character a *banesword* (see chapter 5).
- The character learns the *Manshoon's mage hand* cantrip (see chapter 5).
- Once per day, the character can cast the *find familiar* spell. The familiar takes the form of a **flying snake**.

Viper (10 Renown). By the time a character reaches the established rank of viper, they can



take new Zhents under their wing. The character gains an underling that uses the statistics of an **acolyte**, **apprentice wizard**, **scout**, or **thug** (player's choice).

Ardragon (25 Renown). Earning the rank of ardragon cements a Zhent as an experienced, influential leader within the Black Network. An ardragon might manage one or more branches of the Zhentarim in a region or command a special task force for a high-profile mission. When a character achieves this rank, they enjoy the following benefits:

- The character can purchase any poison in chapter 8 of the *Dungeon Master's Guide* from the Zhentarim at a 10% discount. The poison is delivered to the character from a secret location via flying snake.
- A personal task force composed of four underlings (see the viper rank above) can be tasked with accomplishing minor tasks on behalf of the character.
- The character receives two personalized *assassin's glasses* (see chapter 5)

Dreadlord (50 Renown). Aside from the top brass, dreadlord is the highest rank a character in the Zhentarim can achieve. With approval from leadership, dreadlords can commandeer entire branches of the Black Network to further its aims, solicit unequaled magic from the church of Bane or Manshoon, or command army-sized mercenary forces under the direction of the Pereghost.

CHAIN OF COMMAND

Zhents are strongly discouraged from skipping the chain of command. Ranks are hard-won within the Black Network, and superiors often have a reputation for making examples out of lower Zhents who attempt to bypass their authority. Few Zhents reach the upper echelons of the organization, but on rare occasions, the Zhentarim's leaders (most notably Manshoon) have been known to select a rising star for a special assignment, fast-tracking them for a position with greater responsibility.

LEADERS OF THE ZHENTARIM

This section breaks down the Zhentarim's highest-ranking members. The leaders of the Zhentarim are cunning strategists, formidable combatants, and outstanding in their crafts. Some are even favored by gods.



FZOUL CHEMBRYL

High Hand of Bane

Fzoul Chembryl is a cruel, overconfident priest. Known as a bully and a politician, he pays lip service to those who may benefit him and administers scathing criticism or punishment to those who can't. Born an only child of a minor noble in Zhentil Keep, Fzoul entered the priesthood of Bane at a young age. There, he learned the fundamentals of patience, influence, and timing. He used these principles to become High Priest of the Dark Shrine, a Chosen of Bane, and second-in-command of the Zhentarim. Fzoul cemented his destiny when he slew his childhood friend, Manshoon, replacing him as High Lord of the Zhentarim.

Though Fzoul perished in defense of Zhentil Keep in the late 15th century DR, Bane rewarded his Chosen by resurrecting him as an exarch, a being with powers comparable to those of a demigod. Since then, Fzoul has relinquished daily operations of the Zhentarim to the Pereghost, choosing instead to focus on advancing the church of Bane.

Appearance. Fzoul is a tall, muscular human with long, blonde hair and a strong chin. He typically sports a horseshoe mustache and has an oval-shaped red gem set into his forehead. As a cleric, his sleeveless half plate armor is adorned with symbols of Bane—designed to intimidate foes and subordinates alike—under which he wears a vibrant emerald tunic. In battle, Fzoul wields a minor artifact known as the *scepter of the tyrant's eye* (see chapter 5).

What He Wants. Fzoul knows that his strengths are tied to the church of Bane. In his opinion, the Zhentarim is but another arm of the Lord of Darkness, a mechanism to further his tyrannical schemes and spread his word.

Since his resurrection, Fzoul has focused on rebuilding and expanding the church of Bane. The god of tyranny has commanded his Chosen to convert the remaining clergy of Cyric in his organization, or if that fails, to eliminate and replace them with faithful Banites.

Over time, Fzoul dimly realized why Manshoon's clone so readily relinquished leadership on his return. The constant approvals. The incessant barking of the ever-present beholders. The never-ending string of underlings entering his chambers. This cacophony of day-to-day operations prevented Fzoul from his true calling: advancing the church of Bane. The exarch is secretly glad that the Pereghost now bears the endless badgering as commander of the Zhentarim. As a bonus, Fzoul can always save face by reminding others he literally gave his life for the organization.

Secret. Fzoul prides himself as the voice of Bane. As Chosen, exarch, and head of the church of Bane, Fzoul often bolsters his authority with that of the Lord of Darkness, conflating his commands with the word of a god.

In truth, Fzoul is but a glorified messenger-boy. While the High Hand's physical might as an exarch rivals champions throughout the Realms, his god never confides in him. Unlike the Chosen of Mystra, who each hold an irrevocable part of her divine power, Bane's gifts to his Chosen are temporary, only lasting so long as their recipients prove useful in his far-reaching plans.

MANSHOON

Founder of the Zhentarim

Manshoon the Manyfaced is a cold, cunning archmage who trusts no one and safeguards his precious plans behind layers of contingencies. If he is slain, another Manshoon inevitably emerges from an army of sleeping clones hidden throughout Faerûn and beyond. He's a peerless manipulator, twisting others to fervently carry out his will—including Fzoul Chembryl on multiple occasions.

Each clone of Manshoon inherits the knowledge of its creator, waking with decades of experience and a sinister grin. Though they emerge from their slimy arcane cocoons stripped of spellbooks and equipment, each iteration

of the archmage is born with the most deadly weapon: knowledge. Knowledge of ancient sigils and secret lairs. Of allies with undying loyalty. Of blackmail—and those vulnerable to it.

Though he prefers to work from a distance by using *simulacrum*s or similar magic, Manshoon isn't afraid to dirty his hands. After a violent encounter with a trio of Harpers that claimed his left arm and left his brother blind, Manshoon pushed his last remaining kin to his death, seeing him as nothing more than an obstacle. In battle, Manshoon doesn't let his ego get the better of him. He's not afraid to flee, saving his magic for a more advantageous rematch. When faced with no other option, Manshoon slings the first deadly spell—and the last. If he's bested, the dark wizard always has a *contingency* spell or two up his sleeve.

Manshoon is a master of the Art and among the most powerful mortal mages in the Realms. In a mere matter of months, Manshoon learned everything from common cantrips to world-changing spells, a feat which typically takes distinguished wizards decades or centuries. He has penned many spells and created potent corruptions of countless others. Manshoon even rejected an offer from Mystra to serve as one of her Chosen, refusing to serve anyone but himself.

MANSHOON
(c. 1382 DR)



Appearance. Manshoon is rarely seen. When he does emerge from the shadows, he typically wears dark, elegant robes with gold, red, or purple accents, along with one of his many masks. He tops this ensemble with a black *robe of the archmagi*, its hood casting an eternal shadow on the upper half of his face.

Even his true face is an enigma. Those who claim to have seen it each recall it differently, which suggests that Manshoon magically alters his face. Fzoul Chembryl is said to know his true face, as do the few living souls who knew Manshoon as a child. He is rumored to be a dark-haired, handsome human of average height and build.

Hidden Allies. Before he founded the Zhentarim, Manshoon discovered a hidden cabal of beholders. Impressed at the degree of foresight and strategy possessed by this mortal, the beholders saw Manshoon as a tool, and he returned the sentiment. From a flying temple, the beholder Xantriph posed as the disembodied voice of Bane. New recruits pledged themselves to the Zhentarim and confessed their darkest secrets to the “god”—and Manshoon. The cautious alliance proved fruitful and enduring for both parties. Beholders have honored their agreement across multiple iterations of Manshoon the Manyfaced, whose Darkhold clone has most recently partnered with the beholder Manxam.

What He Wants. Depending on which clone is being referenced, the dark wizard’s short-term goals vary from Manshoon to Manshoon. However, all versions of Manshoon the Manyfaced share a deep thirst for power. He despises the idea of being beholden to anyone or anything, including the ceaseless demands of rulership. Sooner or later, every Manshoon begins to accumulate magic of inestimable value, using it to further his plans from behind the scenes. Manshoon is an evil puppeteer, and the Realms are filled with his puppets.

Secret. The original Manshoon lives. Much to the High Hand of Bane’s chagrin, Fzoul Chembryl did *not* best the founder of the Zhentarim. After tiring of rulership, Manshoon capitalized on the dull priest’s smug sense of self-assurance and faked his death, allowing his clones to continue his legacy—for now.

Currently, the original Manshoon lies in a magical slumber in an underground tomb somewhere in the rocky foothills of the Dragonspire Mountains. When the last clone awakens—that is to say, the last of Manshoon’s first twenty-six clones that he created—his crypt will be unsealed and the true Manshoon will emerge. No clone measures up to the *real* Manshoon, and each subsequent generation wanes in power compared to the original. No one knows what magic Manshoon accumulated before he went into stasis—or what horrors he has planned for the Realms upon his inevitable awakening.



THE PEREGHOST *High Lord of the Zhentarim*

The Pereghost is the current leader of the Zhentarim. He is both a brutal fighter in one-on-one combat and the most competent strategic commander in Zhentarim history. Members of the Zhentarim respect and admire the Pereghost for his leadership, for he truly cares about the wellbeing of his subordinates. On the battlefield, he takes care to ensure his soldiers don’t needlessly die unlike other hot-headed commanders with fragile egos. He has developed extremely precise tactical maneuvers allowing him to mass the bulk of his combat power against weaknesses in his enemies’ formations.

In person, his demeanor is confident, yet calm. It’s commonly said that he is approachable yet unknowable. When greeting others, the Pereghost is polite and professional, and he always gives firm handshakes as a sign of good faith and respect. However, he’s also been known to crush the hands of those who dare cross him or the Zhentarim whilst they shake hands.

Appearance. The Pereghost is a man of few words who never seems to age or sleep, maintaining an eternal state of deep concentration. He is tall, muscular, and always wears his distinctive skull helm, chalk-white full plate armor, and his sentient longsword *Determination*.

When leading Darkhold's army, he once rode Sandusk, a heavy warhorse equipped with a magical winged harness. When this mount died of old age, he replaced it with a succession of magnificent heavy warhorses; his current one is Andaraho, named after a soldier in the Zhentarim who gave his life to protect the Pereghost.

What He Wants. The Pereghost desires to move away from the days when Zhentarim leaders squandered the Black Network's resources and wealth in the name of personal gain and glory. His militant leadership style has revolutionized the Zhentarim both in discipline, doctrine, and reputation. The Pereghost is biding his time, calculating and strategizing ways to expand the Zhentarim's network and seize power throughout Faerûn.

Secret. The Pereghost's true name is Uraelius Gulderhorn. He was born to minor Tethyrian human gentry and grew to become a holy paladin of Torm. During his service to Torm, he was found guilty of stealing gold from an offering plate in a temple of Torm's. Records indicate Uraelius was accused of stealing these coins to fund his personal vices. Upon being confronted with evidence of his crimes, Uraelius slaughtered everyone who either exposed him or could testify against him.

Fleeing his due justice, Uraelius joined an adventuring band known as We Six. There, he met Meiristeena Malark, a skilled thief and fierce fighter. They became partners and went on many adventures, acquiring vast riches and glory.

On one such adventure, the We Six dared enter a dungeon deep beneath the Ghost Holds in Battledale. Unbeknownst to them, this was the lair of Varkenbrand, a Netherese lich. In a moment of heated combat with the lich, Uraelius was possessed by the spirit of a vengeful merchant named Osklyn Daraunt. During this possession, Uraelius lost control of himself to the spirit and cut Meiristeena in two as she came to his aid. Bereft with grief and sorrow, Uraelius momentarily wrestled control of his

body away from the spirit, grabbed a poisoned dagger off Meiristeena's slain corpse, and took his own life so that neither the lich nor the spirit could use him for nefarious purposes.

Varkenbrand had never seen a man subdue a spirit through willpower alone. Seeing this, the lich began to chant a vile incantation, using all their power to raise Uraelius from the dead and possess him with the spirits of three of their apprentices, Malanxa Orthwood, Mendezmur Perendyn, and Warl Graeldyn. This occult ritual transformed Uraelius into a unique undead creature that does not age, decay, or require sleep. Once raised from the dead, Uraelius maintained control of his body and mind through sheer will alone. He fought off the lich and escaped the lair, badly wounded and forever changed.

Over time, Uraelius became intimately familiar with the spirits who possessed him. Each moment of every day, he wages an eternal battle with them for control over his body. Of all the spirits, Mendezmur Perendyn is the one Uraelius can most easily manipulate and gain favor with. It is from this name, Perendyn, that Uraelius took on the name "the Pereghost," forgetting his former self to become reborn as he is today.



ASHEMMI

Arcane advisor, leader of the Sable Accord

Born Shemmithil Maraphiir, Ashemmi was raised in the Neverwinter Woods among her elvish kin. Her aptitude for magic manifested early, and she learned everything she could from her brother, Malphys, who had trained under Khelben "Blackstaff" Arunsun. When that wasn't enough, she left the Neverwinter Woods.

At 90 years old, she joined the Bright Banner Brandished, an adventuring company in Neverwinter, and traveled with them for five years until a lich trapped them in subterranean crypts. Everyone but Shemmithil died—she would have too, had she not had a scroll of *teleport*. Her passion for adventure and magic was snuffed out in her mourning.

Untethered and lost, she roamed the North, selling her services as a wizard. After three decades, she found new purpose when Khelben Arunsun saw her potential and recruited her to the Harpers. After spending many years as a force for good within the Harpers, Shemmithil was approached by Khelben to do something far more dangerous: infiltrate the Zhentarim in Darkhold.

Abandoning the name Shemmithil for a new name, Ashemmi, she joined the Zhentarim in 1344 DR. While the Harpers of the Twilight Hall acted openly against the Zhentarim, Ashemmi ensured that they had the information needed to make intelligent strikes against Darkhold. In 1370 DR, Khelben was implicated in the theft of the Scepter of the Sorcerer-Kings, which found its way into the hands of the Zhentarim. His betrayal and subsequent departure from the Harpers gave Ashemmi a fierce clarity of purpose: she was the truest force for good within the Zhentarim, and she would be their undoing from the inside.

She rose quickly through the ranks, her prowess in arcane power and deception soon securing her current position as head over the Zhentarim's spellcasters, which are known as

the Sable Accord. While she oversees none of the military operations, she leads the arcane branches of Darkhold, and they answer her with unwavering loyalty.

While Ashemmi has come to appreciate some aspects of the Zhents at Darkhold—their cunning, loyalty, and zeal—she maintains ferocious passion for her true mission. She feeds information to the Harpers carefully but is outwardly loyal to the Pereghost, knowing that if anything will unravel the Zhentarim, it will happen within its shadow—the heart in which she lies.

Appearance. Ashemmi changes her appearance frequently, though she favors flaxen hair and golden eyes. Time and deceit have hardened some of her features. Behind her rich crimson gowns and golden jewelry, her sharp jaw and experienced eyes hint at a long history. While she does not wear armor often, those who have heard her name know far better than to underestimate the skillful wizard.

What She Wants. Ashemmi has bided her time for over a century, waiting for an opportunity to let the Harpers strike and dismantle Darkhold. In the meantime, she's granted the Harpers many critical advantages, feeding them valuable intel from the inside and keeping them safely one step ahead of the Black Network.

She works primarily through trading information, particularly about missions that the Harpers could reasonably intervene in. Information about Manshoon, the Pereghost, and Fzoul is passed along to key leaders within the Harpers—but rarely, as Ashemmi knows they are men to be feared.

When the time is right, Ashemmi plans to be the pin in a floodgate that dissolves the Zhentarim at Darkhold. She's a valuable ally to traitors and a dangerous enemy to those who don't know what lies in her heart.

Secret. Only a few trusted Harpers know of Ashemmi's status as a spy—for her own protection, even some of the highest-ranking Harpers see her as an enemy. There's no telling what secrets the Zhentarim can pry from a captured Harper.

She had a vicious encounter with Laeral Silverhand, escaping with her life and a deep scar on her chest. Laeral—Khelben's wife before his death—has sworn vengeance against Ashemmi,

A STORY OF HER OWN

This presented history contradicts much of Ashemmi's established lore, as the writers of *Darkhold: Secrets of the Zhentarim* feel strongly that it needed updating. This new history empowers Ashemmi beyond her origin, as she now retains agency, power, and purpose within Darkhold, rather than being relegated to a lover to Sememon and a victim of Manshoon's magic. Ashemmi's status as a current spy and the power she wields in Darkhold are rife with plot hooks. Your players can make either a dangerous enemy or a hidden ally within Darkhold if they play their cards right.

unaware that she's a hidden ally placed there by Khelben himself. Ashemmi keeps up the pretense, silently nursing the twisted scar that Laeral left her. Ashemmi is certain that Khelben's lingering spirit sees this silence as a betrayal.

While she clashes frequently with the martial sides of Darkhold, she holds particular fondness for her pupils and would see them safe before all others. She watches for Zhentarim wizards that are critical of the faction's darker methods, hoping to take one as an ally within Darkhold—but hesitant to do so until the right one rises and it's worth the risk.



RIVIAR DARKWIND

Banefist, Battle Captain of the Storm Watch

Born in a humble town to a mining family, Riviar Darkwind lived a normal child's life under a pleasant—if spineless—city lord. When opposing conquerors threatened the town for control of its mineral resources, the fledgling lord cowed to their demands, letting his town become overrun and standing aside as people were killed in the ensuing squabbles. As Riviar watched the brigands overrun the streets while the simpering lord took refuge, she swore to uphold one code from that day forward: *strength at any cost.*

It is little wonder that she now reigns as one of Darkhold's most formidable warriors.

As Banefist over Darkhold's military forces and Battle Captain of the Storm Watch, Riviar's strength and vigor are second to none. The Storm Watch comprises Darkhold's most elite warriors, drilled and trained by Riviar into a fearsome force to be reckoned with.

The Watch's steel has cleaved against Faerûn's most fortified forces, from the fortress town Yûlash to the looming Dragonspear Castle. The warriors of Storm Watch, though they act as Pereghost's personal guard, are loyal first and foremost to Battle Captain Darkwind.

While Riviar remains steadfast in service to the Pereghost, she is a woman of opportunity. Should he fall, she plans to seize control of Darkhold's armed forces, have her rivals assassinated, and lead the Black Network into a formidable era of eminence.

Appearance. Riviar is a stark silhouette of musculature and presence. She has dark skin and tightly curled black hair, cropped short and out of the way. Her armor is worn and stained with many battles' blood, the front and back of it bearing the black symbol of Bane. She has no small amount of scars after serving so long as the Banefist and Battle Captain, and her dark eyes are said to wield blades with so much as a glance. She is both the coals of devotion and the unyielding mountain of leadership—intent and watchful, but with a gaze that burns with fire.

What She Wants. Riviar claws after glory and power—she sees the vast potential of the Black Network and knows they can do far more to strike down forces of good. Her discussions are rich with quotes from the teachings of the Orthodox Banites, particularly around weaponizing fear. But of all Bane's teachings, she idealizes two most of all: ambition and control. She will never be caught weak again.

She hopes to see Darkhold's martial fighters replace its wizards in terms of influence. In her eyes, following the spellcasters over its unrivaled warriors does the Black Network a disservice. Though she sometimes clashes with Ashemmi in pursuit of that end, the two have a measured respect for each other.

Secret. Those who survive the throes of Darkhold long enough are starting to whisper that Riviar has not aged in the century that she has led its forces. She has served as the leader of the Storm Watch since as early as 1370, and yet the human woman is as youthful and strong as ever. What has she traded for ambition...?

OPERATIONS

The Zhentarim make most of their daily coin from legitimate operations, such as guarding warehouses, hiring out mercenaries, escorting valuable cargo, and shipping goods between the Inner Sea and the Sword Coast via their cross-country network. Behind the scenes, the organization engages in many less respectable deeds, such as theft, espionage, and assassination, though the leaders staunchly deny any association with such illicit activities.

The Zhentarim's long-term strategy is to make others dependent on their services through economic pressure, aggressive market strategy, and, when all else fails, intimidation. Although they offer discounted prices when establishing a new market, the Black Network's services are anything but cheap. The organization contains some of Faerûn's finest sellswords—scarred veterans willing to impart their hard-earned wisdom to new recruits. As reliance on Zhent offerings drives local competition out of business, the Black Network slowly raises its prices.

MERCENARIES FOR HIRE

Zhent mercenaries can provide a variety of services. Though they publicly downplay aggression in favor of what the organization has coined “dependable guardianship,” Zhents primarily act as guards, escorts, and muscle. Cautious shopkeepers can hire one or two mercenaries for routine security duty, while an ambitious warlord might recruit a modest force of one hundred or more mercenaries to bolster their army for an invasion.

Chapter 5 of the *Player's Handbook* outlines rules for characters to hire unskilled workers to accomplish menial tasks such as digging moats, constructing barriers, or tending to errands. The sections that follow provide rules for characters to outsource more specialized services to the Zhentarim.

HIRED HANDS

Like any good mercenary company, the Zhentarim's services are open to all who can afford them. A well-paid Zhent can serve as a vigilant guard, provide reinforcement during tense negotiations, or dutifully complete a mission



from a rich adventurer's ever-growing list of side quests. However, mercenaries in the Black Network are just as happy to make an easy day's coin on other pursuits, so long as the work isn't demeaning.

The Mercenaries for Hire table provides daily rates for five stat blocks from the *Monster Manual* appropriate for Zhentarim mercenaries of increasing experience. While these rates may seem cheap, keep in mind that many mercenaries don't contract their services for a single day's work. More often, Zhents charge by the week, tenday, or month.

MERCENARIES FOR HIRE

Challenge Rating	Creature	Cost Per Day
1/8	guard	2 gp
1/2	thug	5 gp
1	spy	8 gp
3	veteran	15 gp
5	gladiator	30 gp

SPELLCASTERS

Before Manshoon founded the Zhentarim, he assembled a cabal of wizards known as the Black Cloaks. Mages remained an integral part of the Zhentarim for hundreds of years. Over recent decades, the amount of seasoned spellcasters in the organization has dwindled, but they can still be hired—for a price.

Wherever there is a branch of the Zhentarim or an arm of the church of Bane—and some are harder to find than others—characters can expect to find at least one Zhent capable of casting spells.

In addition to lending their magic to the Black Network, these wizards and priests of Bane alike solicit spellcasting services to wealthy merchants, nobles, and sellswords.

At the DM's discretion, a character can petition a member of the Zhentarim to cast any cleric or wizard spell ranging from 1st to 5th level, according to the prices on the Spellcasting Services table. These prices do not include the cost of any material components consumed in the casting of the spell, for which the spellcaster must be compensated if the character can't supply them.



SPELLCASTING SERVICES

Spell Level	Cost*
1st	10 gp
2nd	50 gp
3rd	100 gp
4th	150 gp
5th	250 gp

**does not include cost of material components consumed by the spell*

INFILTRATORS

Infiltrators aren't afraid to get their hands dirty and prefer to work alone. These skulking scoundrels can easily blend in with a crowd or a shadow. Whether by trade or necessity, infiltrators have learned how to slip past security and do their job without raising an alarm or drawing any attention to their employers.

The Infiltrators for Hire table displays suggested prices for spies and assassins based on the challenge rating (CR) of the target to which they are assigned (maximum of 10). These prices reflect average rates and may vary depending on the availability of gold in your campaign. Nobles, warlords, and other high-profile or dangerous targets could result in up to twice the cost, at the DM's discretion.

INFILTRATORS FOR HIRE

CR of Target	Price in gp (Assassin)	Price in gp (Spy)
≤1	50	10
2	200	40
3	450	90
4	800	160
5	1250	250
6	1800	360
7	2450	490
8	3200	640
9	4050	810
10	5000	1000

Assassins. Sometimes you need to take a life without drawing attention to yourself. You can avoid the hammer of the law by having a rock-solid alibi at the time of your target's untimely demise, but few adventurers can be in two places at once. Can't cast *simulacrum*? Hire an assassin.

To determine whether the assassin is successful, roll percentile dice and consult the Infiltrator Results table. If the target's CR is higher than that of the assassin (CR 8), subtract $10 \times$ the difference in CR from the result.

INFILTRATOR RESULTS

d100 Result

01–10	The infiltrator is captured or killed and fails to complete the job. They reveal all they know about their employer in an effort to preserve their own life.
11–20	The infiltrator is captured or killed and fails to complete the job.
21–30	The infiltrator fails to complete the job and barely escapes with their life.
31–40	The infiltrator completes the job, but they are killed or captured in the process.
41–90	The infiltrator successfully completes the job.
91–100	The infiltrator successfully completes the job. It proves so easy that they refund their employer 10 percent of their payment.

Spies. It doesn't always have to end in bloodshed. Sometimes you just need to collect intel while keeping a low profile. Spies do their best work in densely populated areas, such as cities

RISKY BUSINESS

The more dangerous the work is, the higher the pay. Dungeon delving, warfare, and other obvious perils often result in higher prices. What, did you think you could just hire a group of guards to march in front of you, triggering all of the traps in the tomb? And you call the *Zhentarim* evil? (That's not a bad idea, though.)

The reverse is also true. If you're hiring a troop of guards to watch your quiet stronghold for a tenday while you're off adventuring, they may charge you less than their going rate. This is especially true if you sweeten the pot with comfortable living quarters or a well-stocked pantry.

and large towns. Spies are cheaper than their assassin counterparts, but they're also more prone to failure. For more dangerous targets, it's wiser to have a spy trail one of the target's associates than risk a confrontation they cannot escape.

To determine whether the spy is successful, roll percentile dice and consult the Infiltrator Results table. If the target's CR is higher than 5, subtract $10 \times$ the difference in CR from the result. If the target is a location, such as an establishment or hideout, the DM chooses an applicable creature within the location as the target of the surveillance. This might be a talkative guard, disgruntled worker, or loud-mouthed visitor.

MERCANTILISM

One of the *Zhentarim*'s greatest assets is its extensive trade network. In addition to the hundreds of boots marching alongside the valuable cargo of nervous merchants, the *Zhentarim* maintains its own fleet of trade caravans. Over the past century, the *Zhentarim* have also begun mass-producing crates, kegs, and strongchests built to standardized specifications. These containers are easy to pack, store, and transport, allowing the Black Network to leverage its network into a country-wide shipping network with a reputation for speed, low rates, and reliability. Regardless of their private opinions of the *Zhentarim*'s morality and aims, an increasing market share of folks throughout the Realms are coming to rely on the Black Network's shipping services.

To support this network, the Zhentarim is building a series of fenced, well-guarded warehouses in every location in which they operate. Though the practice is well within the organization's purview given its existing operations and competencies, some worry the practice is not entirely legitimate. After all, such a network is the perfect vector for smuggling illicit substances, highly regulated goods, and wanted criminals under the nose of the law.

GETTING PAID

Money making within the Zhentarim is a combination of legal activities—the previously discussed trade caravans, shipping, and the hiring of mercenaries—along with illicit or taboo practices. A struggling branch may pose as brigands to delay and harry rival caravans or to make their guard service a more attractive option in otherwise safe territory. Even Zhents who solely operate within the letter of the law pursue aggressive economic strategies that would make an up-and-coming merchant's stomach turn.

The organization also enjoys profits from establishments, whether through direct earnings or costs saved elsewhere. Their newest angle is to invest in urban and strategic waystop

properties—inns, warehouses, and tenement houses—whose landlords are financially struggling. Then Zhent agents lean on said owners to hire Zhentarim mercenaries for guard and escort duty. In return, the Zhentarim gain a “safe house” where they can store contraband or lay low, hiding behind innocent, reputable business owners when the law comes knocking. Money flows up the chain of command to brilliant accountants, who then distribute the money into appropriate endeavors under the direction of the Pereghost and the Zhentarim's most trusted financial advisors. The consequences for stealing from the organization don't need to be plainly stated—everyone knows that those foolish enough to betray the Black Network don't exactly enjoy a comfortable retirement.

THIEVES' CANT

Used throughout the Realms, the duplicitous language of thieves' cant has taken many forms, hiding coded phrases and meanings in innocuous conversations. In the regional variety used by the Black Network, an invitation to dinner is far more than that—anywhere from a lovingly simmered congratulations to an over-seasoned death threat.

SPEAKING THIEVES' CANT

This section presents a short system that allows a player who is playing a rogue to communicate

JOINING THE FAMILY

Membership within the Zhentarim is the least of the organization's concerns. Under the leadership of the Pereghost, mercenary recruitment is at an all-time high, and the Zhentarim's troubled reputation has somewhat faded into history. Furthermore, with the resurgence of Bane and an exarch and Chosen at the Black Network's helm, it can count on the church of Bane to assist whenever necessary.

But not everyone joins the Black Network by choice. The Zhentarim often widen their network by holding others to ransom for their services. Merchants are intimidated into paying protection money to Zhent thugs, while a warlord who uses a Zhentarim force to storm a keep may find themselves ransomed by the very forces they commanded once the coin runs out.



with their Dungeon Master in code, as if they were speaking in the thieves' cant used by the Zhentarim.

Two sample conversations found at the end of the section show how the dialogue can flow to convey plenty of information in just a few exchanges.

GREETINGS

When a stranger approaches the party rogue, they act, truthfully or not, as an old friend, identifying themselves with a short greeting. These playful lines from pop culture are a quick and recognizable way to start a conversation identified as thieves' cant, but you are encouraged to substitute in-world lines in their stead if preferred.



Cant	Meaning
"Sssup?"	Zhentarim
"It's good to see you." (with a wink)	Xanathar's Guild
"How you been, bro?"	Arcane Brotherhood
"Hey, boo!"	Assassin
"What's cookin'?"	Arsonist
"Can you spare a pen?"	Fabricator
"Howdy, neighbor!"	Fence
"Aren't you a sight for sore eyes?"	Spy
"Look what the cat dragged in!"	Enforcer
"Ahoy, matey!"	Smuggler
"'Ello, guvnah!"	Political liaison
"Top of tha' mornin' to ya!"	Noble's liaison

SITUATION

The contact then invites them to a large meal related to a grand celebration of an imagined relative. The nature of the celebration reveals the main intended meaning of the message.

Cant	Meaning
Wedding	You're wanted for a job.
Date/Appointment	You messed up and they want to see you.
Anniversary	You owe someone and they've come to collect.
Birthday	You've done good work and there's a reward for you.

URGENCY

The contact tells them when the dinner is being held, followed by an affirmation of attendance. The length of time is not so important as the affirmation, which conveys urgency and requirement.

Cant	Meaning
Will I see you there?	Low urgency
Can I count on your attendance?	Medium urgency
I'm not taking "no" for an answer!	Go or you're gonna die

THE MEAL

This is where the contact cuts to the heart of the message. They discuss the dinner casually, using a series of courses and descriptions to pass on the coded message.

APPETIZER

The appetizer course identifies the sender of the message.

Cant	Meaning
Caviar	Guildmaster
Foie gras	Guild member of higher rank
Dumplings	Guild member of equal or lower rank
Bread and butter	A regular client
Pain au chocolat	An anonymous client
Hand pies	Someone untrustworthy
Deviled eggs	Member of rival guild
Sautéed shrimp	Noble
Pigs in a blanket	Politician
Poached dragon eggs	Sovereign

FIRST COURSE

The first course may not be described. If it is, however, it's asking for a particular action to be taken.

Cant	Meaning
Shish kabob	Assassination
Escargot	Collect a payment
Oysters	Spying
Cordon bleu	Smuggling
Stuffed mushrooms	Theft

SECOND COURSE

The second course identifies the location of the job or meeting by describing the locale of the main dish. The meat is not important, but the city is—a braised Waterdeep roast indicates the job is in Waterdeep, but it is the *sides* mentioned that add specificity.

Cant	Meaning
Steak medallions	Noble estate
Pork belly	Government office
Roasted vegetables	Shop
Gem salad with lemon vinaigrette	Bank
Beer-battered onions	Inn/tavern
Scallops	Guild hall
Baked potatoes	Dungeon
Crab legs	Stronghold
Casserole	Ask me later

DESSERT

Should the contact be so bold as to identify a dessert, it means they have a particular way they want the job handled. There is little more satisfying than just desserts.

Cant	Meaning
Frozen cream	Discreetly
Raisin cookies	Frame someone else
Flaming rum cake	Make a scene of it
Ambrosia salad	Make it look like an accident
Braised pears	Slowly and painfully
Any other fruit	It doesn't matter; just get it done

PRYING FOR INFORMATION

Over time, further questions developed, allowing Zhentarim agents to ask their contact clarifying questions. Player characters can use the following lines of inquiry to wine and dine the contact for more information on their mission.

“CAN I BRING A SIDE?”

Asking to bring a side is an inquiry on the danger involved. The contact's response is an indication of how prepared to be for trouble.

Cant	Meaning
Salad	An easy job
Stewed vegetables	Take some caution
Glazed nuts	Expect difficulties
“Sure. Actually, there will be a crowd—bring an entrée!”	Your best preparations are required

“WHAT WILL THERE BE TO DRINK?”

Asking about the drink is asking about payment. The more luxurious the drink, the more the payout is.

Cant	Meaning
Water	No payment
Mead	A small payment
White wine	A medium payment
Red wine	A large payment
Cognac	A significant payment

“I DO HOPE YOUR FAMILY DOESN'T OVERCOOK THEIR BEEF.”

Pressing about the quality of the meal is a sure way to express displeasure with the sender of the message.

Cant	Meaning
Salty	“I'll do it, but I'm not happy about it.”
Burnt	“I can't trust the sender to keep their word.”
Undercooked	“This seems poorly planned.”
Bitter	“I deserve more gold for this.”

“AM I SITTING NEXT TO...?”

This question can be used to pry a name out of the contact. If the contact points out a guest of honor, that person is to be protected. If they apologize for who you're sitting next to, well... that person needs to be removed. Sometimes terms are used instead of a name—“No, they won't be there, but Aunt Evina is quite the troublemaker” can mean “your target is a rival guild member.”

Cant	Meaning
Your chatty cousin	A diplomat
The old windbag	A politician
One of your old mates	A fellow guild member
A troublemaker	A rival guild member
Our eminent host	A sovereign

“WHERE CAN I SEND A GIFT?”

If the conversation requires the exchange of more information, key resources, or a prepayment, then the rogue may inquire about sending a gift for the celebration. The contact then replies with the meeting place—the house number is the time to meet, the street name is

a coded word for the building, and the district is how many days from now.

“Address it to 22 Fairhaven Lane in the third district of Neverwinter” means to meet three days from now at the known safe house in Neverwinter at 10:00 PM.

Cant	Meaning
Fairhaven Lane	Safe house
Sapphire Way	Client's home
Paradise Boulevard	Tavern
Kings Avenue	Guildhouse
Anchorage Road	Docks
Planeview Path	Outside town

“OH, AND ONE MORE THING...”

A place to tuck in last-minute warnings. The Zhentarim always liked a touch of macabre humor, after all.

Cant	Meaning
“I hear there's going to be a clown.”	It's going to be a bloodbath.
“They have the cutest little dog.”	Watch out for monsters or guard dogs.
“They're something of a shut-in. Try not to spook them.”	They're a spellcaster.
“Bring an umbrella. I think it might rain.”	They have ranged guards.
“I hear they love spicy food.”	They have fire resistance.
“Bards will sing of this for decades.”	There will be a lot of eyes on you.
“They're trying to marry off their child—if you're looking.”	Their allies will come after you.
“Do <i>not</i> drink their punch.”	It will be trapped.
“Don't wear red; it'll clash horribly.”	A rival faction will be working against you.
“Did I forget to mention you're the guest of honor?”	They know you're coming.
“It's a black-tie event.”	They know your face. Wear a disguise.

SAMPLE CONVERSATIONS

The following conversations provide examples of how a conversation might be conducted in thieves' cant, followed by its Common translation.

CONVERSATION 1

Speaker	Thieves' Cant	Common
Zhentarim contact	"Heyyy, sssup, how long has it been?! It's good to see you!"	"I'm from the Zhentarim."
Player character	"A while, hasn't it? Likewise, my friend, likewise."	"As am I."
Zhentarim contact	"Listen, my sister is getting married—just this weekend, gods scorn her and her impatience. We're having dinner the evening before, and she insisted you attend. We can count on your attendance, I'm sure."	"I have a job for you of medium urgency."
Player character	"Well, that depends on what you're serving to drink, my friend."	"That depends on the pay."
Zhentarim contact	"Red wine, of course; what do you take us for? With caviar to start the meal and shish kabobs to follow."	"High pay. The guildmaster wants you to assassinate someone."
Player character	"Hearty indeed. Ought I bring a side?"	"How dangerous will it be?"
Zhentarim contact	"Bring an entrée, with how many people she's invited. You should see the menu. Roast duck straight from Phandalin and raisin cookies. Luckily, you're at the high table—you'll be seated next to [name of an NPC]."	"Come prepared for the worst. It's [name of an NPC] in Phandalin and the guildmaster wants someone framed."
Player character	"No expense spared for your sister, I see. Ha! Sword Coast wine is particularly bitter, though."	"I'm going to need a higher payment for that."
Zhentarim contact	"Well—we don't bring out the cognac for just anyone."	"You and everyone else."

CONVERSATION 2

Speaker	Thieves' Cant	Common
Zhentarim contact	"Well, well, look what the cat dragged in. You're looking good."	"I'm the enforcer."
Player character	"The same to you."	"...Go on."
Zhentarim contact	"I'm keeping busy. I wanted to reach out because my uncle got appointed to a council seat, and we're having a banquet tomorrow night. You were always a favorite of his, so he ordered sautéed shrimp for an appetizer. He's not taking 'no' for an answer."	"You botched that last job and my lord is incensed. He wants to meet with you—immediately."
Player character	"He's not, is he?"	"That badly?"
Zhentarim contact	"Indeed. We'll be having roasted Neverwinter duck breasts as a main course, with steak medallions on the side."	"Correct. You will meet him at his estate in Neverwinter."
Player character	"I hope your uncle's chefs hold off on the salt this time."	"Fine, but this is hardly necessary."
Zhentarim contact	"You've always had a delicate palette. Don't be late, alright?"	"You should have done the job right, then. Don't you dare try to run."



SUNSET VALE

TO MOST PEOPLE, THE TOWNS OF SUNSET Vale seem like islands of civilization in a landscape of rolling wilderness and legions of monsters. This is a great exaggeration. Indeed, there may be more dangers within the town walls of Sunset Vale than without.

—VOLOTHAMP GEDDARM

Darkhold's nearest neighbor is Sunset Vale, a bucolic and mineral-rich region that lies in the middle of the Heartlands between the kingdoms of Elturgard and Cormyr. The area is sometimes called "The Anvil of the Heartlands" due to the impressive volume of weapons and armor that it exports. The Zhentarim have long wished to dominate Sunset Vale, partly to ensure the security of their great stronghold, and partly to exploit the abundant natural resources found here.

CLIMATE

Sunset Vale enjoys heavy rainfall throughout the year, giving rise to verdant grasslands, thick forests, and prosperous farms. The summers are warm and humid while the winters are wet and only moderately cold. Snow is rare but not unknown.

SETTLEMENTS

There are two cities on the southern edge of the Vale, Berdusk and Iriaebor, and a smaller city in the north, Hill's Edge. There are also several towns and villages along the Dusk Road, which is the region's major thoroughfare, including Asbravn, Hluthvar, Corm Orp, and Hardbucker. These settlements are discussed later in this section.

COMMERCE

Due to the region's excellent climate and soil, numerous grain, fruit, and livestock farms are scattered all over the Vale. The Dusk Road holds a steady stream of merchant traffic, some headed over the Far Hills to the Dalelands

and the Moonsea. But most of the wealth in the area comes from the rich mineral deposits found here. Iron and copper are most common, though gold, silver, and precious stones have also been unearthed. Weapons and armor flow from the smithies of Hill's Edge, and these also bring ample coin to the region.

FACTIONS

The Zhentarim have ruled Darkhold for nearly 200 years and, for all that time, have sought to dominate the independently minded peoples of Sunset Vale. However, there are other factions with an interest in this area, and some of them are very powerful.

CULT OF THE DRAGON

The Cult of the Dragon has existed for centuries and is well-known (and much despised) throughout Faerûn. The objectives of the Cult have changed over the years, with its most recent scheme involving an attempt to summon the dragon-goddess Tiamat into the world. This ritual took place at the Well of Dragons, an extinct volcano at the northern edge of the Sunset Mountains. The summoning was thwarted by a group of brave adventurers who smashed the Cult leadership in the process. Members of the Cult fled the Well of Dragons, a number of survivors settling in Sunset Vale. Though weak and demoralized, they are beginning to organize again, and some hope to turn the Vale into a new base of power.

ELTURGARD

After the Zhentarim, the greatest threat to the independence of Sunset Vale is likely Elturgard, the powerful theocracy that lies on the other side of the Reaching River. The official religion prescribes the worship of Torm, and many Elturions believe in vigorous proselytization. Using various excuses, Elturgard has annexed several large cities over the preceding decades, and many of her citizens see national expansion as a holy duty. One of these cities, Berdusk, lies on the southern edge of the Vale, which has made many in the Vale nervous.

Recent troubles in the capital, Elturel (see *Baldur's Gate: Descent into Avernus*), have largely stymied Elturgard's imperial ambitions, but it is still common to meet Elturion priests in the Vale, preaching the word of Torm.

HARPERS

This clandestine network of spellcasters and spies upholds the weak and resists the oppressor wherever they can be found. There are many Harper agents in Sunset Vale, spying on the Zhentarim and subtly working to restrain their power.

RED WIZARDS

The Red Wizards are the ruling class of the distant and dismal land of Thay. They have sought to realize their imperial ambitions in the Western Heartlands for many years and see the Sunset Vale as a useful staging point. There are several Red Wizards stationed here, usually operating alone, and always in disguise.

OTHER FACTIONS

Semia, Amn, Cormyr, the Lord's Alliance, and the Order of the Gauntlet all have "eyes" in the Vale. They are interested in the activities of the Zhentarim, but they also wish to track the export of iron and weapons from this area.

PLACES

Stretching 300 miles from north to south and 100 miles from east to west, Sunset Vale is bordered by Skull Gorge to the north, the River Reaching to the west, the River Chionthar to the south, and the Sunset Mountains to the east. Following are its key settlements and other places of interest.

ASBRAVN

Lying in a small valley at the intersection of the Dusk Road and the Udon Trail, Asbravn is a thriving—and occasionally raucous—market town. Travelers can find all manner of useful artisans here, including carpenters, wheelwrights, blacksmiths, and the like. The *Tankard and Sheaf* is the most reputable tavern in town, while the *Board Laid Bare* is the most popular inn.

Population: 1,800 (78% humans, 15% halflings, 7% dwarves)

Government: The local magistrate is elected every five years and is responsible for governing the town. The current officeholder is Luwana Frostmel, a courteous human **noble**.

Defense: A volunteer militia called the Riders in Red Cloaks defends this unwallied town and helps the magistrate keep the peace. The militia currently has one hundred mounted **guards**, led by a principled dwarf **veteran** named Brottor Battletrae, who rides a **giant ram**.

Commerce: Asbravn is a market hub for the farmers of the southern Vale, with produce merchants coming here from Hluthvar, Berdusk, Iriaebor, and Darkhold. There are a good number of prospectors in town as well, most looking for gold and silver in the nearby hills.

Religion: A temple to Ilmater and shrines to Lliira, Lathander, and Waukeen can all be found here.

Factions: Luwana Frostmel is in the pay of the Zhentarim, while Brottor Battletrae is a worshipper of Torm whose sympathies lie with Elturgard. The **priest** of Lathander, a halfling named Euphemia Wildcloak, is a Harper agent. A local human **mage** named Fyn Flamelink is a Red Wizard in disguise.

ADVENTURES IN ASBRAVN

Factional strife and heavy traffic mean this small town sees more than its fair share of action.

Fort Massacre. Brottor Battletrae is building a small wooden fortress on the edge of the Reaching Woods to protect the local farms. He hires the characters to help guard the construction site. After fighting off two waves of goblin attacks, the characters venture into the woods to destroy the goblin lair. There, they find evidence hinting that Magistrate Luwana Frostmel may have been communicating with the goblins.

Better Dead than Red. The Zhentarim discover that Fyn Flamelink is a Red Wizard, and they direct the characters to kill him without drawing the attention of the authorities. The characters find that Fyn's cottage sits atop an underground lair, defended by traps and elementals. In the final showdown, Fyn demonstrates how hard it is to kill a Red Wizard.



BERDUSK

The wealthy city of Berdusk is often called the Jewel of the Vale. It lies on the Uldon Trail where it crosses the River Chionthar. This city of cobbled streets, tall stone buildings, and roofs of tile and metal has an overabundance of warehouses and craft shops. The city's numerous taverns and inns include *Memblar's Minstrelry*, the *Flourished Flag*, and the *Sign of the Silver Sword*.

Population: 20,800 (72% humans, 12% halflings, 6% half-elves, 4% half-orcs, 4% dwarves, 2% elves)

Government: Over the past century, a local nobility has grown up in the city, comprising about twenty wealthy families known as the "First Folk," who appoint a ruling High Lord or High Lady from among their number. The current officeholder is a wise and popular human **noble** named Lashantha Duarn who has sworn an oath of fealty to the nation of Elturgard, but secretly takes her advice from the Harpers.

Defense: A professional force of five hundred **guards** polices the streets and defends this walled city from external threats. They are led by Lamis Chalicecar, a stern half-elf **champion**.

Commerce: The city is a prosperous trade center with goods flowing to and from the rest of the Heartlands, as well as Amn, Cormyr, the Dalelands, and the Moonsea. Berdusk is renowned for its skilled carpentry, smithing, and crafting, and its exports include furniture, tools, housewares, draperies, statuettes, lanterns, and small paintings.

Religion: Berdusk has shrines to all major gods and temples dedicated to Helm, Milil, Oghma, Deneir, and Torm.

Factions: Hidden within the Temple of Deneir is Twilight Hall, the headquarters for all Harper activity in the Western Heartlands. The leader of the Harpers is an elven **enchanter** named Quillathe Rothenel. There are many Zhentarim agents in the city, led by Jasper Littlefoot, a cautious halfling **spy**. The leader of the temple of Torm is an aggressive **war priest** named Mander Skaye, who is determined to extend the borders of Elturgard. Meanwhile, the noble houses of Calanthal, Hardomeir, Myrmrast, Qarlagast, and Spaeruthal squabble among themselves, each determined to appoint the next city ruler, while suppressing the influence of local trade guilds.



BERDUSK ADVENTURES

This bustling port city provides ample opportunities for adventure.

Temple Rats. Jasper Littlefoot approaches the characters and informs them that there is a Harper headquarters hidden within one of Berdusk's temples. The Zhent offers a large reward if they can find out which temple it is and learn how it is defended. Once the characters uncover the location of Twilight Hall in the Temple of Deneir, the Zhentarim ask them to lead a strike force to wipe it out! The headquarters is well defended, however, so this is no easy task.

Torm's Runaway Lovers. Mander Skaye requests the characters deliver a ransom to free an **acolyte** of Torm being held captive by a **bandit captain** in the Reaching Wood. When the characters discover the bandit's hideout in the Reaching Wood, they discover the bandit is not holding the acolyte prisoner. Instead, the two are deeply in love and plan on using the ransom money to run away together to start a new life.



CORM ORP

Travelers through this tiny hamlet see little more than a few houses, a public pump, and lots of paddocks. The only building of note is the *Hungry Halfling*, a sprawling inn on the main road.

Population: 350 (82% halflings, 18% humans)

Government: The village is led by a mayor who is elected every four years. The current officeholder is an agreeable halfling **scout** called Morrin Stoutbridge.

Defense: A volunteer militia of twenty **scouts** protects the village, identifiable by green felt strips worn on their right arms.

Commerce: The local farmers sell their abundant produce across the Vale; their hogs and mushrooms are especially well regarded.

Religion: A simple shrine to Yondalla is the only religious house in this village.

Factions: Morrin Stoutbridge is a member of the Zhentarim and communicates with Darkhold daily via *sending stone*, describing who has traveled through the village. There are several other Zhentarim here, too. A halfling called Stacey Porridgepot, purportedly a mushroom farmer, is actually a **mage** and a Harper. Several humans who recently moved into the area are Dragon Cultists. A human **priest** named Fleur Lindvern moved here from Elturel last year, and is trying to win the populace to Torm.



CORM ORP ADVENTURES

The heavy presence of the Zhentarim means that trouble is never far away in Corm Orp.

The Mayor's Stone. One morning in the *Hungry Halfling*, the characters spot Morrin Stoutbridge drinking a little too much ale alone in the corner. As he gets up to leave, a *sending stone* falls onto the floor and rolls toward the characters. If the characters pick it up, they receive a message from Darkhold meant for Morrin, instructing him to report on the actions of the party! The next day, Morrin angrily searches the town for the stone and arrests anyone in possession of it.

Strange Mushrooms. The characters overhear several farmers complaining about “strange mushrooms” growing in a nearby cave. The farmers intend to burn the mushrooms the following night to ensure they don't infect their farms. However, the mushrooms in the nearby cave are actually curious myconids attempting to establish a new colony near the surface.



DUSK ROAD

The Dusk Road is the main thoroughfare in the Sunset Vale. Commencing at Iriaebor, it winds through most of the settlements in the Vale before swinging west into Elturgard, then finally terminating at Elturel. The Zhentarim send frequent patrols up and down the road, purportedly to ensure the safety of the caravans that supply Darkhold.

If traveling on the Dusk Road, roll on the following encounter table twice per day.

DUSK ROAD ENCOUNTERS

d20 Encounter

1–4	1d4 commoners (merchants)
5–10	1d6 commoners (farmers)
11–12	2d6 guards (Zhentarim patrol)
13	1d4 commoners (prospectors)
14	1 priest of Torm
15	1d4 scouts (hunting party)
16	1 druid
17	1d4 cultists (Cult of the Dragon)
18	1 knight (from Cormyr or Elturel)
19	1d6+1 bandits
20	1d6+1 goblins (or roll on the Grassland Encounters table in chapter 2 of <i>Xanathar's Guide to Everything</i>)

FROM *Field Report from the Dusk Road*,
BY AN UNDISCLOSED ZHENTARIM AGENT

We've located the caravan of raw metals headed to Elturel. The Hell Riders sent their own escort this time. They must be planning to use the metals to forge new weapons and armor. It would be a shame if anything bad happened...





HARDBUCKLER

The well-regulated town of Hardbuckler is a testament to gnomish ingenuity and industriousness. There is no safer place in the Vale, making it a favored stopover for merchants and other travelers. The town has no inns, but many of the gnome residents have set their homes up as guest houses, with lodging charged at a premium. Ale and wine are expensive, priced to discourage overindulgence.

Population: 2,100 (89% gnomes, 9% humans, 2% dwarves)

Government: A council of nine gnome elders governs the town, of whom a thoughtful **priest** named Tana Humplebump is most likely to deal with outsiders.

Defense: Hardbuckler is heavily defended, with thick stone walls and powerful ballistas poking out from behind sturdy battlements. The town watch consists of fifty professional **guards**, led by a cantankerous human **knight** named Roman Threeshade.

Commerce: Small factories produce a variety of useful gadgets for export, including much-in-demand locks. However, the major industry in town is storage. There are hundreds of highly secure vaults beneath the streets of Hardbuckler, and folk from all over the Realms store valuables here.

Religion: The town has a palatial underground temple dedicated to Garl Glittergold. Though not exactly a secret, the temple is usually not mentioned to outsiders.

Factions: The town's venerable elder wizard, an eccentric gnome **conjurer** called Aldiber Inchtarwurn, is a Harper. Shale Ironfist is an amiable dwarf **spy** and a Zhentarim. There is also a Red Wizard in town, a human **mage** called Betali Formel.

HARDBUCKLER ADVENTURES

There is no safer place in the Vale—unless you're trying to break into one of their vaults.

Cimber Heist. Betali Formel offers the characters a substantial reward to attempt a daring heist targeting a vault belonging to none other than Artus Cimber (see *Tomb of Annihilation* for more information). The vault is guarded by many traps and constructs. All the while, Shale Ironfist lurks in the shadows, waiting to steal whatever the characters find inside.

The Jealous Tinkerer. A gnome tinkerer named Piddly Wisk is found dead in their home. Roman Threeshade asks the characters to help investigate this matter since the town watch is spread thin. This investigation leads the characters to the clockwork factory owned by Diddly Wisk, the deceased gnome's kin. Inside the factory, they uncover a story of jealousy and betrayal as they confront the murderer, Diddly Wisk, who is defended by several magical constructs.



HILL'S EDGE

Broad cobbled streets, sturdy stone buildings, and hulking warehouses greet those visiting this boisterous mining city. Inns and taverns are plentiful, including the *Dancing Bear*, the *Scarlet Stag*, and the *Worried Wyvern*.

Population: 7,300 (58% humans, 25% dwarves, 9% halflings, 5% half-orcs, 3% half-elves)

Government: The city is ruled by an elected High Mayor who serves a three-year term. The current officeholder is an obstinate human **mage** named Andegor Fairborn. He is advised by the Trades Council, comprising the heads of the local trade guilds.

Defense: High stone walls surround Hill's Edge, which boasts a professional city guard known as the Iron Spears. This is composed of 150 **guards**, twenty-five **scouts**, and five **veterans**. The Iron Spears are led by a taciturn half-orc **champion** called General Volen, who personally patrols the city streets every night, breaking up the ubiquitous tavern brawls.

Commerce: The city was built on the back of rich iron deposits in the local area, and mining remains the most important industry. Hill's Edge is also renowned for its weapon-smiths and armorers, and the city exports an impressive volume of martial goods to the outside world.

Religion: There are temples to Liira, Cyric, and Torm, as well as shrines to Tempus, Shinare, Tymora, and Moradin.

Factions: The High Mayor is a Harper and actively works to thwart the influence of Darkhold in the Vale. There are many Zhentarim in the city, the most senior being Jayde Anwich, a coldhearted human **assassin** and head of the Miner's Union. The temple of Torm has strong links to Elturgard, a large group of refugee Dragon Cultists have settled in the city, and there are several Red Wizards active here. The city's reputation as a weapon's manufacturer means all of the surrounding powers have agents there, keeping an eye on where the tools of war are headed.

HILL'S EDGE ADVENTURES

There is plenty of adventure to be had in this small but prosperous city.

The Assassination of General Volen.

A petty dispute between rival mining crews

turns violent. Amidst the ensuing chaos, the characters witness an arrow strike General Volen, mortally wounding her. The characters have a few moments to act before the General dies in the streets. Upon helping her, they discern that the arrow was poisoned, and further clues point to the culprit being Jayde Anwich, the Zhentarim assassin.

Caravan to Berdusk. High Mayor Andegor Fairborn asks the characters to escort a valuable caravan of weapons and armor to Berdusk. The characters are later approached by Jayde Anwich, who offers them a large reward if they bring the caravan to a halt at a certain point on the Dusk Road, allowing Zhentarim agents to stealthily pilfer the goods. If the characters refuse, a group of Zhentarim soldier nevertheless ambushes the caravan on its journey to Berdusk.

HLUTHVAR

One visitor described Hluthvar as "Gray walls, gray streets, gray people," and the assessment is not unjust. Lying on an important crossroads within a two-day march of Darkhold, this fortified town serves as an important restraint on Zhentarim ambitions in the region. There are no inns, taverns, or festhalls here, but travelers can find lodging in the dormitory attached to the temple of Helm.



Population: 3,600 (81% humans, 9% dwarves, 6% halflings, 3% half-orcs, 1% half-elves)

Government: For well over a century, this large town has been ruled by Maurandyr, a grim-faced human **war priest** in the service of Helm, who has magically extended his lifespan.

Defense: Hluthvar is defended by thick stone walls topped with stern battlements. The standing military force consists of one hundred **guards** led by Maurandyr with the help of three **veteran** lieutenants. With a few hours notice, a well-trained militia can be raised, consisting of three hundred additional **guards**.

Commerce: Stiff tolls on passing caravans help fund this martial town. There are several working copper mines in the local hills, a favored destination for gold prospectors.

Religion: A large temple dedicated to Helm is the only religious house permitted in town. In recent years, a secret shrine to Tiamat has been established in some old caverns beneath the streets.

Factions: Although Darkhold and Hluthvar have a formal non-aggression pact, Maurandyr has long seen it as his duty to prevent the Zhentarim from overrunning the Vale. He receives assistance from the Harpers and the Order of the Gauntlet, but is not a formal member of either organization. Not surprisingly, the town is full of Zhentarim agents, the most senior being a sadistic halfling **master thief** named Callie Wildheart. More recently, a large group of Dragon Cultists have settled in town, secretly led by a mesmerizing half-elf **warlock of the fiend** named Enialis Xiloscient.

HLUTHVAR ADVENTURES

Adventures abound in this uninviting frontier town.

The Cult of the Dragon Rises. Enialis Xiloscient accidentally bumps into the characters, revealing a Cult of the Dragon amulet around his neck. If the characters follow him, he leaves town and goes to the nearby Far Hills, where he meets a **young green dragon** in its lair. Enialis and the dragon discuss their plan to attack Hluthvar in five nights, on the anniversary of the failed summoning of Tiamat. They believe doing so can strengthen the Cult of the Dragon in the region.

The Army of Helm. Maurandyr experiences a vision of Hluthvar in flames and ruins. Ever watchful and vigilant, Maurandyr conscripts every adult to prepare to face this coming danger. He asks the characters to lead and train a newly formed military unit to ensure the town is ready for what lies ahead. Before long, scouts begin reporting rumors of a hobgoblin legion marching out of the Reaching Wood toward Hluthvar. Who is the mastermind behind this threat—the Zhentarim, the Red Wizards of Thay, or worse yet, a highly capable hobgoblin **warlord** hell-bent on conquest?



IRIAEBOR

Iriaebor was built atop a rocky ridge with limited usable land, and so it has grown into a cramped city of narrow streets and lofty towers. This earned it the nickname “City of a Thousand Spires,” and it enjoys a friendly rivalry with Berdusk for the title of the first city of the Vale.

Population: 18,300 (81% humans, 12% halflings 3% dwarves, 3% half-orcs, 1% half-elves)

Government: The ruler of the city, formally known as the High Magistrate, is elected by popular vote of the citizenry. The current ruler is an aggressive human **champion** named Messela Bronson, granddaughter of Bron, one of the revered figures of the city’s past. She is advised by a council consisting of representatives of the major merchant houses.

Defense: This walled city has a large standing army called the Shield, which consists of 750 **guards** and ten **veterans**, led by a dutiful human **knight** called Rohan Southgreave.

Commerce: Iriaebor sits at the intersection of two major trade roads—the Dusk Road heading into the Western Heartlands and the Trade Road heading east into the lands around the

Sea of Fallen Stars. All of its considerable wealth comes from trade.

Religion: The city has temples to Eldath, Chauntea, Selûne, and Waukeen. There are also several small shrines, including one dedicated to Torm.

Factions: All factions are well represented in this lively cosmopolitan city. Messela has active connections with both the Harpers and Elturgard. Several leading merchant houses are openly led by Zhentarim, most notably the house of Evenwood. A Red Wizard named Mogor Starangh, an unpleasant human **abjurer**, operates a secret transit house in the city for Thayan agents heading to the west. The **Shadow Knights** (see chapter 7) are especially active here.

IRIAEBOR ADVENTURES

Trouble is never far away on the crowded streets of Iriaebor.

A Murder in Iriaebor. While the characters are walking about the streets of Iriaebor, they notice two cloaked figures arguing in an alleyway. One pulls a knife and kills the other before disappearing. If the characters investigate, they discover the victim is a Red Wizard and uncover the cell of Red Wizards led by Mogor Starangh. If the characters track down the murderer, the clues lead them to a Harper who claims they were acting in self-defense, but clues in their abode suggest that might not be the case.

Open for Business. A struggling merchant business approaches the characters, looking for partners. The business was recently robbed and lost a lot of stock. If the characters step in, they become part owners of the business, but the robbers soon strike again. The characters discover that the robbers are Zhentarim agents who are running a mafia-style “protection” scheme. Only a sit-down with the local Zhentarim leader or brute force can keep the business safe.

REACHING WOODS

This dense, verdant forest is composed of a variety of deciduous trees and populated by goblinoids, centaurs, satyrs, gnolls, elves, and a few humans. Monsters abound here; gorgons and hags lurk within, trolls roam the borders, and all manner of giant fauna, such as owlbears, prowl the paths. Rumor has it that the ruined

city of Talis lies somewhere deep in the wood, hiding vast and wonderful treasures.

REACHING WOODS ADVENTURES

The daring adventurer finds danger and riches in equal measure in the Reaching Woods.

Goblin Raiders. Goblins are raiding caravans along the Dusk Road, but in a more organized and efficient manner than usual. If the characters explore the Reaching Woods for the source, they discover a **goblin boss** in possession of a *helm of intellect*. This boss and her minions occupy a fortified cave in the Reaching Woods and are collecting resources for the coming winter.

Who Let the Gnolls Out? Scouts report an increase in gnoll sightings near the Reaching Woods. Deep in the woods, a gnoll war pact is forming, led by a maggot-infested **gnoll cultist of Yeenoghu** named Ignar. They are preparing to attack a nearby town and, unless the characters stop them, successfully do so.

SKULL GORGE

The River Reaching runs through this steep, narrow gorge that marks the northern border of Sunset Vale. Orcish and goblinoid tribes live here, some of which are aligned to Darkhold.

SKULL GORGE ADVENTURES

The brave and the foolish both find themselves drawn to Skull Gorge.



Rise of the Orcs. An entire tribe of orcs aligned with the Zhentarim mysteriously disappears. An archeologist pays the characters to escort them as they investigate this strange occurrence. At the site of the orcish village, the characters find clues pointing to a betrayal—after their tribal leader wanted to break his allegiance with Darkhold, the Zhentarim slowly poisoned the orcs. The characters can use this information to unite nearby orcish clans against the Zhentarim and their evil plots in the region.

Illithid Quest. An eccentric mage asks the characters to map out a massive tunnel network underneath a sinkhole in Skull Gorge. In the tunnel network, they discover an inoperable nautiloid being used as the lair of a **mind flayer**, who is secretly controlling the mage. Can the characters escape the mind flayer before it captures them?

SUNSET MOUNTAINS

These lofty granite peaks, home to Darkhold, mark the eastern border of Sunset Vale. There are several dwarven mines beneath the slopes, though some have been overrun by drow. The Farsea Road is the only relatively safe passage through the mountain range, and travelers who stray from it are likely to encounter gnolls, ogres, manticores, wyverns, and giants.

SUNSET MOUNTAIN ADVENTURES

A journey into these formidable mountains is likely to prove lethal to all but the most skilled adventurers.

A Lonely Mine. A drunken dwarf informs the characters that they have a map to a long-lost dwarven mine in the Sunset Mountains. The map is real, and the mine is full of valuable gems and minerals—but deep in the depths, an ancient **balor** slumbers.

The Copper Dragon. A **veteran** dragon hunter seeks assistance to hunt down a dragon in the Sunset Mountains. In reality, the dragon hunter is a Zhentarim agent who wants to kill a **young copper dragon**, for its lair is near a precious vein of minerals. Do the characters side with the dragon hunter and earn a substantial amount of gold, or do they side with the young copper dragon and earn a valuable ally?



WELL OF DRAGONS

This is the caldera of an extinct volcano at the northern end of the Sunset Mountains. For millennia, dragons have come here to die. Rumor says that there is an abandoned temple to Tiamat in this place.

WELL OF DRAGONS ADVENTURES

The promise of dragon hoards has often lured adventurers to the Well of Dragons. It is not clear if any have returned.

Dragon Eggs. Centuries ago, a dying red dragon flew to the Well with three eggs. As she perished, she placed her eggs in stasis within a hidden *cube of force*. A dragon cultist has learned the location of the eggs and hires the characters to retrieve them. Matters get complicated on the return journey, when the cube fails, one of the eggs hatches, and the newly born dragon takes a liking to one of the characters.

The Lost Hoard. A gold seeker approaches the characters, claiming much of Tiamat's treasure still remains at the Well of Dragons. If the characters travel to the Well of Dragons, they'll need to confront a series of challenges, traps, and a **red dragon** to reclaim this lost wealth for themselves.

The Return of Tiamat. The Cult of the Dragon is slowly reclaiming their lost wealth and glory in order to attempt a second summoning of Tiamat at the Well of Dragons. The characters overhear rumors regarding this growing threat. Can they stop the Cult of the Dragon, or will they join them and, for a rich reward, help defeat a rival adventuring party come to stop the ritual?



CHAPTER 4

DARKHOLD

THIS BLACK STONE FORTRESS IS FEARED AND hated by folk all over Faerûn—most of whom have never seen it and hope never to do so. I am one of them.

—VOLOTHAMP GEDDARM

The Gray Watcher of the Morning is an enormous mountain peak that looms over the Farsea Road as it threads its way through the Far Hills. Resting in a great cleft in the Gray Watcher is the immense castle known as Darkhold, the headquarters of the Zhentarim.

HISTORY OF DARKHOLD

THE ORIGINS OF DARKHOLD HAVE LONG been a tangled web of contradictory legends and incoherent rumors—what sages like to call ‘history.’ Yet there comes a time when the record should be set straight, and for that much-feared fortress in the Far Hills, that time has come. So I’ve pieced together the true story, and propose to tell it to ye now.

—ELMINSTER OF SHADOWDALE

FOUNDING OF DARKHOLD

c. -370 DR

In ancient times, a race of humans called the Netherese were the greatest magicians of their age. Using their extraordinary magic, they raised mighty cities into the air, sent metal ships hurtling across space, and even traveled through the corridors of time.

Nearly two millennia ago, there lived two mighty Netherese sorcerers, Varalla and Endarakh, who were lovers. Their thirst for dominion was so great that they transformed themselves into lichs and led an undead army against their home city. After a year of brutal warfare, their army was overcome, Varalla was destroyed, and her phylactery broken into shards.

Endarakh fled south to the Sunset Mountains with the remains of Varalla’s phylactery. Using secrets that are unknown to modern

spellcasters, Endarakh drew on primal magical energy and managed to repair Varalla’s phylactery. However, the reformed item functioned much more slowly than usual, and Endarakh realized that it would take hundreds of years for Varalla to be fully restored.

To protect the body of her lover, Endarakh summoned monstrous elementals to build a great tomb with a mighty fortress above it. To satisfy her own vanity, and with a thought to its future inhabitants, Endarakh built the entire structure on a gigantic scale. It was fashioned of black basalt brought from far away and magically fused together into a solid mass.

Endarakh needed guards for Varalla’s tomb, and she also desired subjects to rule over. She used her powers to possess Gharraug Guldym, a storm giant petty chieftain from the Ice Mountains, and caused him to lead his people south to the Sunset Mountains, where they found the newly built keep and dubbed it Guldym.

Once the giants settled in the castle, Endarakh, whose own body and phylactery now rested in secret chambers within the walls, set about building a webwork of spells to enslave their minds. She was able to see through the eyes of any Guldym giant she chose, to feel what they felt, and to control their every movement and deed. However, this bound her to them far beyond what she had planned, for every giant death caused her great anguish, and robbed her of a little of her sanity. Almost too late, she realized her peril—breaking her link with the giants, she fled the castle. The giants became aware of Endarakh’s foul practices and burned with fury, but could find no trace of the lich.

REIGN OF THE GIANT EMPERORS

c. -100 DR

The lands around Guldym were bountiful, with abundant game and edible plants. The Guldym prospered and other giants soon joined them. Centuries passed. The leaders grandiosely styled themselves “giant emperors,” giving their growing realm the name of Guldaur.

Yet even as the land flourished, friction grew between those who favored progress and those who wished to preserve the traditions they brought with them from the Ice Mountains. As the years passed, these divisions deepened and were reinforced by personal rivalries. There came a time when twin princes were born to the reigning emperor. These two princes, Athlogh and Roldrym, grew to hate each other, with the former favoring the progressive faction, and the latter the traditionalist (see the **ghost giant** in chapter 7 for more information on Athlogh and Roldrym).

Each prince gathered friends and allies to support his eventual claim to the imperial throne of Guldaur. Skirmishes broke out between the two factions, growing ever more violent. Their appalled father, the Emperor Ilmgaurrogh, forbade his sons and their supporters to bear arms. The princes defied him, and when he sent respected veterans of Guldaur to arrest them both, they ambushed and slaughtered those warriors.

The shocked emperor realized he was facing a civil war and summoned a general muster—but the princes struck first. Athlogh led a direct assault on the throne room, in which the emperor, his bodyguards, and his advisors were all slain. Meanwhile, Roldrym's agents poisoned the castle's provisions, and soon death struck everywhere.

The forces of Athlogh and Roldrym were now free to make war on each other from one end of Guldym to the other, and the great dark castle was soon awash with giant blood. Many were slain, others fled, and soon only the two sorely wounded princes remained. They hacked and hewed each other until, mortally injured, they staggered off to die in different corners of the castle, which finally fell still and silent with their passing. What remained of the empire of Guldaur collapsed into squabbling factions that were ultimately swept aside by the rising human nations.

BRIGANDS AND MONSTERS

c. 400–1088 DR

The great castle of Guldym stood empty for a short time, but soon fell into the hands of a succession of brigands, who often gave themselves lofty titles, such as Lord Knight of the Far Hills or Duchess of

Sunset Vale. The castle itself had many different names during this time, including Farkeep, Wild Hold, and Keep of the Far Hills. Yet none of these petty rulers was able to build a long-lasting dynasty, for the castle was regularly overrun by monsters, as when the ancient white dragon Cryomantipelica laired there for many years, before being slain by the dwarven hero, Harristor Thunderswing.

RETURN OF VARALLA THE LICH

1088–1312 DR

The succession of transient leaders and monsters continued until about four hundred years ago, when the lich Varalla finally emerged from her ancient tomb, fully restored after her long slumber. She quickly took control of the castle, naming it Darkhold, and ruthlessly destroyed all who opposed her. Varalla's desire for dominion was undimmed by the centuries, though she now carried a burning grief at the loss

GHOST GIANT



of her lover, Endarakh, whose fate remained a mystery.

Varalla ruled pitilessly for over two centuries until the fateful year of 1312 DR, when a mighty Zhentarim army, led by Manshoon and Fzoul Chembryl, laid siege to Darkhold. Varalla and her forces were destroyed, the Zhentarim took possession of Darkhold, and the organization has held it to this day. Much to the consternation of the victors, however, Varalla's tomb and phylactery were never found.

AGE OF THE ZHENTARIM

1312 DR–present

The first Zhentarim ruler of Darkhold was Sememmon, a student of Manshoon and a formidable mage in his own right. Sememmon found himself in repeated conflict with Fzoul Chembryl, and when the latter established himself as sole ruler of the eastern Zhents after some six decades, Sememmon elected to flee Darkhold.

A period of instability followed before the Pereghost, the mysterious leader of Darkhold's army, took control of the great castle. Within a score of years, Zhentil Keep and the Citadel of the Raven were destroyed, Fzoul Chembryl was killed, and Darkhold was left as the Zhentarim headquarters, with the Pereghost now the ranking member of the organization. Zhentarim refugees flocked to him, consolidating his power and greatly enhancing the reputation and power of Darkhold. And so it has remained for more than a century, down to the present day.

DARKHOLD VALE

The Farsea Road leaves Hluthvar and heads east through the Far Hills, on its way to the Dalelands and beyond. Those traveling this route are likely to encounter Zhentarim patrols of 3d6+4 **guards** at least twice a day, and they might also see a **wyvern**-mounted **knight** overhead.

About 50 miles northeast of Hluthvar, there is an intersection on the Farsea Road, with a well-trodden sideroad heading to the north. This road, sometimes called the Dark Way, winds up toward the Gray Watcher.

At the termination of this road is the gatehouse and perimeter wall protecting Darkhold Vale, a depression on one of the rocky shoulders of the Gray Watcher. At the far end of

the mile-long vale is Darkhold Castle, its vast bulk resting on a thousand-foot-high volcanic plug. There are several features in the vale worth noting.

GATEHOUSE

The entrance to Darkhold Vale is completely blocked by an imposing perimeter wall. It is made of solid black granite, standing 20 feet high with battlements along the top. An immense, dismal gatehouse protects the entrance tunnel, which is pierced by murder holes and has a heavy iron portcullis at either end.

The gatehouse and wall are usually garrisoned by a detachment of twenty **guards**, four **veterans**, and two **mag**es. The gate is open from dawn to dusk every day, with visitors interrogated about their business on the way in. Legitimate reasons for entering Darkhold Vale commonly include bringing in supplies, purchasing granite from the quarry, seeking work at the castle, joining the Zhentarim, or visiting someone from either the village or castle.

GRANITE QUARRY

Extensive mines and a quarry lie on the southeast edge of the vale. The black granite mined here has been used to extend the castle many times over the years, and is also exported to Sunset Vale, Cormyr, the Dalelands, and beyond. The quarry is a hive of activity on most days, with at least a hundred workers as well as a handful of merchants ready to transport the stone. There is a sprawling mining camp here, composed of many tents and a few more permanent buildings.

The mines were sunk centuries ago in search of precious metal, though all veins are now apparently exhausted. Some of the mines open up to natural caverns and passages, and it's said that at least one passage leads to secret tunnels beneath Darkhold, while another leads all the way to the Underdark.

THE LICHWOOD

This dense, ancient forest of spruce and pine covers several dozen acres. Though there is little undergrowth, a thick mist hides the ground at night and for much of the morning. There are several old game trails through the forest, but it is easy to get lost in here, despite

its comparatively small size. Elk and boar can be found in the wood, as well as many smaller animals and birds.

There are many stories of people entering the wood and never returning, and so the people of the village tend to avoid it altogether. A persistent legend states that the spirits of all those executed in Darkhold are drawn to the Lichwood, where they must remain in a miserable un-life until the end of the world. Others claim a secretive group of oracles, referred to as the **Lichwood witches** (see chapter 7), reside deep in this forest guarding precious secrets and treasures of immense value.

THE VILLAGE

Although formally known as Darkhold Vale Village, everyone simply refers to it as “the Village.” It started its existence as a few old outbuildings the Zhentarim constructed for visitors to use, but has slowly developed into its own little community. It has an inn called the *Wyvern’s Rest*, a tavern called the *Rookery*, and a general store.



Population: 120 (83% humans, 11% halflings, 6% dwarves)

Government: The leader of the militia, an earnest human **veteran** named Captain Sulvan, is as close to a mayor as the village has.

Defense: A volunteer militia of ten **scouts** protects the village from any monsters that might wander down from the mountains.

Commerce: Most of the villagers are shepherds, although there are a few crop farmers scratching a living from the silty soil. The village owes what prosperity it has, however, to the local quarry. This generates a lot of caravan traffic, and most passersby spend coin on their way through.

Religion: There is a simple shrine to Cyric behind an old woolshed.

Factions: In theory, the village is fully independent of Castle Darkhold. In practice, the Pereghost has compelled Captain Sulvan to recognize him as her commanding officer. The Zhentarim also have a few shepherds on their payroll, who keep the castle informed about general goings on. There is also at least one Harper in the village as well, a seemingly bellicose dwarf **mage** named Finellan Broodfist, who works at the quarry.

WYVERN’S AERIE

Built into the southern cliff face, about a hundred feet above ground, is the great stone aerie used by the wyverns of Darkhold. It is essentially a huge cave, 40 feet wide, 20 feet high, and 150 feet deep. There are currently six **foulwings** and six **wyverns** here, and they have created nests in the cave out of trees and bushes uprooted from the Lichwood.

The wyvern trainer, a miserable old **veteran** named Griggar, usually sleeps in the aerie as well. Handholds carved into the cliff face enable him to climb up and down. Griggar only rarely goes over to the castle—when not sleeping or working, he can usually be found drinking in the Village, telling self-aggrandizing stories.

The **Zhentarim skymages of Darkhold** personally care for their foulwing mounts and don’t permit Griggar to approach them.

DARKHOLD OPERATIONS

Darkhold is not just a military stronghold, but head of operations for the Zhentarim network. From here, Zhent leaders create strategies, issue instructions, deploy resources, and gather vast amounts of intelligence. Darkhold houses the Zhentarim treasury, has a large and secure prison, and acts as the network's central meeting place. It's also a hub for recruitment and training, and serves as the ultimate "safe house" for Zhents seeking refuge from their enemies. The Zhentarim could not operate without Darkhold.

LEADERSHIP

For more than a century, the Pereghost has been both High Lord of the Zhentarim and Master of Darkhold. He nominally owes fealty to Fzoul Chembryl, but Fzoul is rarely at the stronghold. In practice, the Pereghost's authority is absolute. With respect to castle operations, there are five people who report directly to him.

- Asbarode, a half-elven **assassin**, is comptroller of all Zhentarim commercial operations in Faerûn, both legal and illicit. She is also head of the Umberwatch, responsible for internal security at Darkhold.
- Cheiomara Graythorn, a human **blackguard**, is the seneschal, and directs the domestic functions of the castle.
- Ashemmi (see chapters 2 and 7) is the most powerful spellcaster in the castle.
- Mortvenandi, a half-orc **war priest** in service of Bane, is Darkhold's chaplain.
- Riviar Darkwind (see chapters 2 and 7) serves as Banefist, the commander of Darkhold's military forces. She also leads the Storm Watch, the castle's elite warrior force who serve as the Pereghost's bodyguard.

PERSONNEL

The castle's population of around 1,500 people can be divided into several different groups.

MILITARY

Darkhold's military force is commanded by Riviar Darkwind and divided into ten companies.

There are seven infantry companies, each commanded by a **knight** (called a swordcaptain) and consisting of about one hundred **guards** and five **veterans** (called sternhelms). There is also a company of archers called

the Gray Feathers, commanded by a **knight** and consisting of about ninety **scouts** and ten **archers**. The leader of this combined force is a human **champion** named Battle Captain Andeman Ravenwell.

The Darkhold guard, responsible for patrolling the castle walls and interior, as well as guarding the Darkhold Vale perimeter wall, consists of one hundred twenty **guards**, forty **scouts**, and ten **veterans**. Their nickname is "The Iron Ninth," and they are led by Velya the Allsight (see chapter 7), whose title is Warden of the Wall.

The Storm Watch is an elite company of heavy infantry, consisting of about fifty **veterans** led by five **champions**, who are high-ranking Zhents known as the Ardragons. Riviar leads the Storm Watch. There are also ten trained wyvern-riders in the castle, each one a **knight** reporting directly to Riviar. They wear black armor and bear black shields embossed with a white dragon in flight.

Following are the ranks of the Darkhold military forces. These are distinct from the ranks used by Zhentarim operatives (described in chapter 2).

Military Ranks	Type
Stalwart	Conscript
Sternhelm	Non-Commissioned Officer
Swordcaptain	Company Grade Officer
Battle Captain	Field Grade Officer
Banefist	General Officer

SERVANTS

Approximately 250 servants reside in Darkhold, from domestic workers like cooks and cleaners to skilled artisans such as smiths, wainwrights, and coopers. Critics say that these servants are little better than thralls, but the Zhentarim dispute this, stating that they are paid wages and are free to leave whenever they wish.

Strictly speaking, this is true, but there is a catch. Prospective workers are lured to Darkhold with the promise of high wages; however, they are required to pay for their room and board once employed, and must also purchase any clothing and equipment they need from the castle commissary. Due to inflated prices, most servants find themselves accruing debt rather than saving money—and since they are required to pay off any outstanding debts before quitting

the castle, a great many servants soon find themselves effectively trapped.

There are several Harper spies among Darkhold's staff, the most senior being Garret Wildcloak, a deaf halfling **master thief** working in the kitchen as a baker.

All servants are ultimately the responsibility of Cheiromara Graythorn, the seneschal.

ZHENTARIM OPERATIVES

At any given time, there are about 150 Zhentarim operatives in Darkhold. Some are permanently attached to the stronghold, while others are visiting to receive instructions, deliver intelligence, pay tribute, or attend conferences. A sizable portion are new recruits, receiving their indoctrination. The operatives are a diverse group, including **alleyblades, commoners, nobles, bandits, spies, Shadow Knights, thugs, cultists, priests**, and more. Asbarode is responsible for all Zhentarim operatives in the stronghold, and her second-in-command is Jotan Silverhammer (see chapter 7).

CLERGY

There is a large chapel dedicated to Bane in Darkhold, led by Mortvenandi, who is assisted by fifteen **priests** and up to forty **acolytes**. There is also a small shrine to Cyric, tended by a young human **priest** named Emiko Tan, who is assisted by three **acolytes**.

THE SABLE ACCORD

The Sable Accord is the name taken by the arcane spellcasters who reside in Darkhold. Led by Ashemmi, most of the Accord resides in the Midnight Spire (see the "Darkhold Castle" section that follows). The second most powerful spellcaster in the castle, and Ashemmi's great rival, is a tiefling necromancer known as Sorrow. The Accord has thirteen **magés**, six **Zhentarim skymages**, and six **apprentice wizards**.

DEFENSE

Darkhold Castle is well protected against various forms of attack.

DRAWBRIDGE

The stronghold sits on a tall volcanic plug in the middle of Darkhold Vale. A narrow road (just wide enough for a wagon) winds up the side of the plug, terminating at the top in a 40-foot-wide gap facing the castle barbican and drawbridge. The drawbridge is usually down during the day, with a **veteran** flanked by a dozen **guards**

interrogating would-be visitors. There are at least a score of **scouts** in the barbican, keeping watch through the arrow slits.

MAGIC WARDS

Darkhold is warded against teleportation and hostile divination magic. The only way to teleport into the castle is via the two teleportation circles, one in the undercroft, and the other in the Midnight Spire. The warding extends down to the basement and undercroft, but not to the tunnels below.

MILITARY

Darkhold's military forces were detailed in the previous section.

LOGISTICS

Darkhold makes a handsome profit selling black granite from the local quarry, but the vast bulk of its income is derived from the Zhentarim network (see chapter 2 for more information about these enterprises).

Darkhold purchases some raw materials from the farmers and shepherds in Darkhold Vale, but that accounts for only a fraction of its needs. A steady stream of merchants brings food, clothing, weapons, and other supplies to the castle. Darkhold is a major customer of the markets in Sunset Vale, but also imports goods from further afield.

DARKHOLD CASTLE

Perched atop a thousand-foot-high volcanic plug, Darkhold Castle is one of the largest strongholds in Faerûn.

KEY FEATURES

The oldest parts of the castle, including the keep and the inner walls, were made from black basalt, magically fused together to be completely without seams. Additional construction has been undertaken since then, including the outer wall and the barracks, using black granite from the quarry and conventional building techniques.

Exterior Dimensions. The castle occupies the entire top surface of the volcanic plug. It is roughly circular with a diameter of 800 feet.

Interior Dimensions. The castle was built for giants, and the interior dimensions reflect this. The keep has 50-foot-high levels, though some chambers span multiple stories and are much higher. Corridors range in width from

15 feet wide to 40 feet wide. In many places, new granite walls have been erected to divide the original chamber into three or four human-sized rooms. Some chambers have been divided vertically as well, with one or two new floors fitted within.

Stairs. The original steps were 4 feet high and 4 feet deep, but most of the staircases have had human-sized steps added to them.

Doors. The interior doors are made from obsidian, 30 feet high with door handles 15 feet above ground. They are extremely heavy, but an enchantment allows them to be opened with a touch.

Following are some of the key locations in and under Darkhold Castle.

GULDYM

The main tower is the oldest part of Darkhold and is officially called Guldym, although it is simply known as “the keep” by its current residents. This astonishing structure is nearly 800 feet tall and is made from fused basalt. It was originally sixteen stories high, but many of the stories have been divided into two or three floors. Within its thick walls are such important chambers as the Grand Hall, the Chantry of the Black Hand, the Chamber of Secrets, and the Pereghost’s Tower.

ENTRY HALL

Colossal double doors, nearly 90 feet high and made of solid basalt, give entrance to the keep. The walls are festooned with banners, bearing the symbols of the Zhentarim, Bane, and the Pereghost’s personal sigil, a silver skull-shaped helmet. Light is supplied by giant-sized candelabras, burning 4-foot-high candles. Tall corridors head off in all directions to various domestic facilities, while an imposing staircase leads up to the higher levels where the more important chambers are. There are always forty **guards** and two **veterans** on duty here.

GRAND HALL

This chamber, which sits above the entry hall, is the largest in the castle, boasting 400 feet in length, 150 feet in width, and a vaulted ceiling that peaks 100 feet above the floor. The interior walls are covered with swirling gray marble interspersed with mighty basalt columns. Dozens of driftglobes line the ceiling, ensuring the room is never left in darkness.



Immense, richly woven tapestries line the walls, each one depicting famous Zhentarim identities and victories. One end of the hall is dominated by a huge mosaic showing the Zhentarim defeating Varalla the lich.

This room is used for occasions of state (as when a diplomatic delegation visits) and is also the location of general assemblies of the castle staff (which are rare). By tradition, there is a feast in the Grand Hall every tenday, attended by the hundred most important residents of Darkhold.

INVISIBLE VAULT

This underground chamber is the treasury of the Zhentarim, reached via a secret door on the ground floor of the keep. There is a permanent *wall of force* in the middle of the room, shaped in a 20-foot-radius dome. The Zhentarim call this the *invisible vault*. Only the bearer of a special talisman, a tiny blue cylinder of crystal, can pass through the barrier. Cheiromara Graythorn, the seneschal, wears this talisman around her neck.

At all times, the chamber contains twenty **guards** led by a **veteran**. The veteran holds a magic rod that, if dropped, causes an alarm to ring throughout Darkhold. There are also eight **stone golems** lining the chamber walls, each sculpted to resemble a mighty storm giant.

Inside the invisible vault, in chests, pots, sacks, and crates, is the wealth of Darkhold.

At any given time, this amounts to $5d4 \times 100,000$ gp in coins, gems, jewelry, and bars of precious metal.

The vault also contains the following magic items described in chapter 6:

- *chain of barriers*
- *mask of Orlgaun*
- *cosmic coin bank*
- *Namara*
- *death rock*
- *oil of deception*
- *fleshshifter armor*
- *ring of weeping*
- *grim defender*
- *rod of terror*
- *harrow rod*
- *staff of malice*
- *lamp of darkness*
- *wand of darkness*
- *lamp of honesty*
- *warpsword*

The vault contains additional items you can randomly select. Roll $2d4 + 2$ times on Magic Item Table H in chapter 7 of the *Dungeon Masters Guide*, and $1d4 + 2$ times on Magic Item Table I.



CHAMBER OF SECRETS

This cavernous chamber lies immediately above the Grand Hall. It is 100 feet high and has six mezzanine levels made from black granite and supported by fluted columns. Light comes in from a pair of vast crystal windows on the western side of the chamber. A pair of wrought iron doors are the only entrance, protected at all times by eight **guards** and a **veteran**.

Each level is crammed with rows of bookshelves and pigeonholes, all made from dark timber. Thousands of books line the shelves while the pigeonholes are stuffed with tens of thousands of scrolls and loose sheets of paper.

Scribes. Several dozen well-spaced desks are laid out on the floor, and during the day, there are at least fifty Zhentarim scribes at work here, filing field reports, making fair copies, and responding to information requests from ranking Zhents. The scribes are assisted by ten **imps**, who swiftly move about the chamber retrieving books and scrolls. There is a Harper spy among the scribes, a halfling **master thief** called Qualen Maekkelferce.

The head of the chamber, known as the Bibliothec, is currently a silver dragonborn **diviner** named Kaladan Tiammanthyllish, who reports to Asbarode. Kaladon is assisted by the **ghost** of a former Bibliothec, who was a human named Shabaka.

Character Dossiers. If a character is adventuring in Faerûn, there's a good chance that the Zhentarim have a dossier on them. Roll on the following table:

Character Level	Chance of Dossier
1st–4th	10%
5th–10th	50%
11th–16th	80%
17th–20th	99%

At a minimum, a Zhentarim dossier contains a person's name, their physical description, their last known location, and what makes them noteworthy. But some dossiers run to dozens, or even hundreds, of pages.

CHANTRY OF THE BLACK HAND

This hexagonal chamber sits a few stories above the Chamber of Secrets and is 60 feet wide, 100 feet tall, and has a peaked ceiling. The dark walls are made of six-sided slabs of

polished black granite, and a large block of basalt serves as an altar in the center of the room. There are no windows here and the shrine is dimly lit by magic lanterns.

At any given time, there are a pair of **acolytes** in this place, chanting stern hymns to Bane in two-hour shifts while burning incense. Every evening, the entire class of acolytes gathers here and chants for two hours. The music is unsettling but has its own beauty, and the full choir can be heard throughout much of the stronghold.

Several chambers adjoin the chantry, including the acolyte dormitory, the priest cells, several classrooms, and the chamber of Mortvenandi, who has a strongbox containing 10,000 gp in coins and precious gems.

THE PEREGHOST'S TOWER

The upper portion of the keep is referred to as the Pereghost's Tower. The first three floors comprise the barracks of the Storm Watch. Each soldier has a private room, the Ardragons have large apartments, and Riviar has an entire floor to herself. The Storm Watch also has their own kitchen, dining room, and other domestic facilities.

The top floors are dedicated to the Pereghost. They house a generous apartment suite with private dining and bathing rooms, a personal library, a wardrobe, a gymnasium, and an armory. One floor is a huge planning room, plastered with maps depicting every corner of Faerûn, and holding a great sand table that can magically shape itself to depict any terrain desired.

MIDNIGHT SPIRE

This slender tower on the eastern edge of Darkhold is 300 feet high. It is occupied by the Sable Accord, the society of Zhentish spellcasters, led by Ashemmi, who permanently reside here.

Ashemmi's suite of apartments and laboratory are at the top, with the other mages dwelling on the floors below. One floor contains a teleportation circle, guarded around-the-clock by eight **helmed horrors**, while the apprentices occupy a large dormitory near the tower base. The entrance to each floor is magically hidden and can only be opened by uttering a password. This is also true of the door that leads into the tower at its base.

The Endless Stair. The tower has a unique arcane defense. The circular staircase has a permanent magical gate that seamlessly links the top of the staircase to the bottom. To anyone climbing or descending the stairs without knowledge of the door passwords, it appears as if the stairway simply winds on forever, with no windows in the tower and no way to escape.

The security of this impressive defensive measure has been rather compromised by the attitude of the spellcasters, who have no interest in collecting their own washing or meals. Consequently, countless domestic servants know some or all of the magic passwords.

THE ESOTERIUM

The Sable Accord named their library the Esoterium. It is situated on the lowest level of the Midnight Spire, protected by a heavy oak door that is secured by an *arcane lock*. The walls of this circular chamber are lined with oak bookcases, two stories high. Ornate wooden tables are scattered over the carpeted floor, interspersed with globes and orreries. Gilt chandeliers suspended from the domed ceiling provide perpetual magical light.

Books on every subject can be found here, including magic, philosophy, history, biography, religion, natural science, and more. A locked cabinet contains several valuable tomes, including a number of spellbooks. The librarian is a mischievous **imp** called Griz.

THE TENEBRIUM

The windowless vault used by the Sable Accord to conduct research and experiments is called the Tenebrium, and it lies beneath the base of the Midnight Spire. It is protected by a heavy bronze door that is secured by several magical locks. The vault beyond is spacious but rather cluttered and dirty, with scorch marks on the walls and floor. Bronze benches are covered with braziers, crucibles, furnaces, lenses, prisms, tongs, tubes, and other magical paraphernalia. Narrow bronze shelves against the wall are crammed with further equipment as well as a cornucopia of magical components.

There are three permanent inhabitants in the room. The largest is an **iron golem** named Rusty, who assists with dangerous experiments as well as protecting the area from intruders. An irreverent **imp** named Binky is responsible

for keeping the lab tidy—a task which it is conspicuously poor at. Finally, in a permanent magic circle at the far end of the chamber is a captured **deva** called Valmarath, who has been a miserable prisoner of the Sable Accord for many years.

At any given time, there are several magic items here, which you can randomly select. Roll 1d6 + 1 times on Magic Item Table F in chapter 7 of the *Dungeon Masters Guide*, and 1d4 – 1 times on Magic Item Table G.

THE ROCK

The bulky tower on the southern side of Darkhold, called the Rock, is one of the oldest parts of the castle. It is the home of the Darkhold guard, led by Morana Glanhib, the Warden of the Wall. The tower consists of dormitories, storage rooms, meeting chambers, armories, a mess, and other domestic facilities.

NORTHTOWER

This lofty tower on the northern edge of Darkhold is primarily used as an observation point. There are several guard rooms in it and a few storage chambers, but little else of interest.

GUEST TOWER

Standing 200 feet tall, this ancient tower would be considered impressive in any other castle, but it's dwarfed by the other parts of Darkhold. All those visiting the castle are housed here, including Zhents from other parts of the continent alongside ambassadors, important merchants, and faction leaders. The quality of accommodation ranges from simple and neat to luxurious.

GALLERY OF SPOILS

This square dome-roofed chamber lies at the bottom of the guest tower. It is a celebration of Zhentarim power, and important visitors to Darkhold are always taken on a tour here. The chamber is 50 feet high and has two circular mezzanine floors, each made of swirling black marble and connected via a grand marble staircase. The gallery contains many trophies, such as:

- an ancient red dragon skull
- an enormous gold-plated eidolon
- a tyrannosaurus rex skeleton

- a tarrasque horn
- Manshoon's original robes
- a preserved kraken tentacle
- marilith scales
- several stuffed illithids
- an androsphinx hide
- a petrified treant

THUNDERSWING BARRACKS

The black granite building sitting behind Northtower is called Thunderswing Barracks, named after the ancient dwarven hero who once rid Darkhold of a powerful dragon. The upper stories contain spacious dormitories and private chambers for the infantry and archers. The ground floor holds the kitchen and mess, alongside various smithies and workshops.



HELMED HORROR

UNDER DARKHOLD

The locations beneath the castle might be even more hazardous than those above.

BASEMENT

The basement level of Darkhold is accessed from the ground floor of the keep. It lies 30 feet below the surface and stretches out beneath the forecourt. There is a large cistern here which supplies the whole castle with water, and a stream of water carriers attends it throughout the day.

Beyond the cistern is a maze of corridors and chambers, spanning two levels, most of which store equipment and provisions. A heavy pair of iron doors on the western edge of the lower level lead to the Harrowing Halls. Not far from these is an immense stone door, engraved with ancient sigils and guarded by two **stone golems** who obey only the Pereghost and Cheiromara Graythorn. Beyond the doorway is a hewn staircase descending to the undercroft.

HARROWING HALLS

These secluded chambers are the headquarters of the Umberwatch, Darkhold's secret constabulary, as well as a secure prison complex. The area can only be reached through heavy iron doors in the basement. There are eight **Umberwatch wardens** on the doors at all times, and another twelve **Umberwatch wardens** in an adjoining guard room. The area beyond consists of cells, interview rooms, and offices.

Cells. A wide variety of prisoners are held here from all over Faerûn. Most are enemies of the Zhentarim, though a few are hostages and others are ransom targets. Since the Zhentarim claim sovereignty over Darkhold Vale, they assert that all prisoners are held in legal custody.

The cost-conscious Zhentarim have no desire to keep prisoners long-term. Hostages and ransom targets are released as appropriate. For others, once they have exhausted their usefulness in the interview rooms, their fate depends on the severity of their transgressions against the Zhentarim. The worst offenders are executed outright, but others may buy their way to freedom by paying massive fines. Those who lack the means to do so become indentured servants of the castle, working to pay off their debt (which is a practical impossibility).

Interview Rooms. There are a dozen interview rooms where prisoners are taken for interrogation, labeled as chambers A through to L. Chamber A is a very pleasant room, chamber B slightly less so, and so on. The latter chambers contain certain ingenious devices the Zhentarim have created to encourage cooperation, and rumors of the dreaded chamber L have even been whispered in Sunset Vale.

Offices. The offices of the Umberwatch, Darkhold's secret constabulary, are here. The size and composition of this organization is a mystery, but it's thought to consist of several dozen **spies**, whose identities are carefully hidden secrets. They report to Asbarode via a mysterious spymaster and are responsible for the internal security of Darkhold as well as acting as its de facto jailers. They are, naturally enough, despised by the other residents of Darkhold.

UNDERCROFT

The undercroft (sometimes called the sub-basement) is reached via a stairway from the basement and sits about 100 feet below the surface. It consists of a dozen giant interconnected vaults, each one lined with black granite bricks. These chambers were once used for storage but, with the exceptions noted below, they're now just full of dust and detritus. A **steel predator** prowls about the area and attacks anyone not bearing a special silver token issued by Cheiromara Graythorn.

Teleportation Circle. One of the vaults contains a 20-foot-wide teleportation circle called the Gateway of Darkhold, which emits a flickering blue glow. It is guarded by four **stone golems**.

Cavern Door. Another vault contains a vast iron door, secured by two *arcane locks* and a sophisticated mechanical lock (which requires thieves' tools and a successful DC 22 Dexterity check to pick). Passing through this door leads down to the large network of natural caverns and tunnels which pierce the volcanic plug that Darkhold sits upon. The Lair of Manxam (see below) can be reached from these tunnels, and it's said that some lead all the way to the Underdark. It's beyond dispute that strange and hideous monsters reside here.

Twin Princes. The slain giant princes, Athlogh and Roldrym, haunt the undercroft,

whispering murderous schemes into the ears of anyone standing alone in dark or dimly lit areas. See the **ghost giants** in chapter 7 for more information.

VARALLA'S TOMB

Behind the eastern wall of the undercroft is a great tomb, shaped like an inverted pyramid and protected from detection by ancient magic. It lies directly beneath the keep of Darkhold a hundred feet above. This secret tomb is the resting place of Varalla the lich. Within her basalt sarcophagus lies her phylactery, an obsidian statuette crafted in her likeness. Varalla has been slowly regenerating after her defeat at the hands of Fzoul and Manshoon over a century ago. She waits patiently and plots vengeance on those above.

There was once a secret entrance from the undercroft to this tomb, but Varalla had it filled in and bricked over when she ruled Darkhold. When she is ready to enact her revenge, she plans to use *dimension door* to escape the tomb. Meanwhile, she has been using the *telepathy* spell to invade the dreams of an **acolyte** of Bane named Ordeah Scrub, convincing him that he is receiving secret messages from his god. She is using Ordeah to recruit several other allies around the castle to assist her when she executes her master plan.

LAIR OF MANXAM

Deep beneath the undercroft, a network of labyrinthine tunnels leads to a colossal natural cavern with several smaller adjoining chambers. This is the lair of Manxam, one of the most fearsome **beholders** in Faerûn. For many years, this creature has been loosely aligned with the Zhentarim. Following the destruction of Zhentil Keep, it made its way to Darkhold in order to reestablish a power base. It is in contact with a cabal of beholders across southern Faerûn, and ultimately seeks to establish a strong cult of beholder worship in the region.

Manxam and the Pereghost have an informal pact. The beholder keeps the tunnel network beneath Darkhold secure and, more importantly, gives the Pereghost the benefit of its counsel, based on many years spent intriguing in the sunlit lands. More than a few folk in Darkhold know that someone called “Manxam”

is one of the Pereghost's most trusted advisors, but few know its real nature.

For his part, the Pereghost uses his power to increase Manxam's influence in the wider world. He also sends it a steady stream of treasure, along with any prisoners who have earned a particularly gruesome death.

Manxam has many servants and its lair is well defended. Roughly sixty **grimlocks** serve as lesser minions, attending to domestic tasks and hunting for food in the lower caves. Prowling around the lair at all times are twelve **hell hounds**, Manxam's special pets. A company of ten **helmed horrors** serve as the beholder's bodyguards alongside an **iron golem** named Greave. A **boneclaw** called Othiza is the beholder's trusted lieutenant. Finally, there are thirteen **beholder zombies**, the remnants of former rivals, drifting through the tunnels outside the lair.

Manxam has one more ally. Residing in a hidden, luxurious chamber close to the main cavern is one of the Manshoon clones, the so-called “Darkhold Manshoon” (see chapters 2 and 7 for details). The Pereghost, Fzoul Chembryl, and Ashemmi know he is here and tolerate his presence, but no one else in Darkhold is aware of his existence. This Manshoon has a fractious history with Manxam, but has now formed a loose alliance with the beholder. He occasionally wanders about Darkhold and the Vale in disguise, and sometimes commissions adventuring parties to complete various tasks.

Manxam has spent countless years amassing treasure, and it has a particular fondness for fine art. Scattered throughout the central cavern are paintings, statues, idols, tapestries, and the like, worth 80,000 gp. Manxam hides a further 30,000 gp worth of coin and precious gems in a secret vault, which also has the following magic items:

- *adamantine plate armor*
- *breastplate of resistance (fire)*
- *helm of telepathy*
- *loun stone of agility*
- *rod of lordly might*
- *+3 shield*
- *staff of power*
- *talisman of ultimate evil*



EVIL CHARACTERS AND CAMPAIGNS

STRATEGY, ARCANES POWER, AND ARMS ARE
useless in the hands of an undisciplined force.

—THE PEREGHOST

DUNGEONS & DRAGONS is a game of heroic tales and adventurers. However, there are times when players and Dungeon Masters might want to delve into the evil alignments during play, which can present unique roleplaying challenges and gameplay opportunities. Darkhold and the Zhentarim provide an excellent backdrop for such a story, whether as a one-shot or extended evil campaign. Utilizing evil requires careful consideration and implementation to maximize the fun, safety, and wellbeing of everyone involved. The following guide provides options for those interested in evil gameplay in DUNGEONS & DRAGONS.

CONSENT AND SAFETY AT YOUR TABLE

Using evil and exploring darker content in a game is a delicate topic and requires clear communication and care between all participants at the table for the best play experience. Consent and safety are key parts of ensuring that no matter what's happening in the game, everybody is enjoying the experience; this may

EXTRACT FROM *The Zhentarim Codex*,
WRITTEN BY THE PEREGHOST

It has come to my attention that our organization, for far too long, has suffered from a lack of discipline and order. Reports of agents killing one another in the field or failing to successfully infiltrate "rival" organizations abroad have hindered the Zhentarim. Any organization or military lacking in discipline is ultimately defeated, and this I cannot allow.

require the DM and players to adjust their preferred playstyles for the comfort of others.

Before deciding to run an evil campaign or allowing a single player to play an evil-aligned character, establish what everybody's content boundaries are. When you know what content is off-limits and have ways for people to continuously and explicitly consent to what's going on in the game, you have the freedom to explore—with guidance—in a way that ensures you won't cross a line or otherwise hurt someone out-of-character.

Content boundaries can include phobias (e.g. spiders, claustrophobia, drowning), the usage of real-world bigotry or allusions to them



(e.g. racism, sexism, homophobia), PC and NPC interactions (e.g. romance, player-versus-player combat, surprise betrayals), other darker subjects (e.g. gore, torture, child abuse), and anything that can cause unwanted discomfort for somebody. It's important to note that content boundaries can change over time and in different circumstances, which makes it important to continually check in before, during, and after the game when playing close to those boundaries. Although someone could have previously consented to certain theoretical content, they should be able—and encouraged—to withdraw their consent at any point for any reason.

It's recommended that you use safety tools specifically designed to gain a shared understanding of the boundaries established for your particular gaming group and uphold continuous explicit consent throughout the game. This helps to make the process of establishing and respecting boundaries easier for everyone at the table. Example tools include the [Consent in Gaming](#) toolkit (written by Sean K. Reynolds and Shanna Germain of Monte Cook Games) and the variety of resources within the [TTRPG Safety Toolkit](#) (created by Kienna Shaw and Lauren Bryant-Monk). Decide as a group which tools work best for all of you to support your play before, during, and after the game.

EXTRACT FROM *The Zhentarim Codex*,
WRITTEN BY THE PEREGHOST

The first step in defeating your enemy is to identify your enemy. The Zhentarim continue to thrive because we do not reveal ourselves, therefore our enemies cannot identify us or our deeds, thus we can never be truly defeated.

Through cooperation with others, agents can continue to go unnoticed and carry out the orders of their superiors. Our actions in society at large are subtle and deceitful in nature to hide our true strategies and goals.

For example, it would be foolish for an agent of the Zhentarim to commit murder in front of their traveling companions when they can simply plant false evidence on their target or uncover some unsavory detail to manipulate their compatriots into dealing with the target themselves. A true Zhentarim agent carries out the bidding of the Black Network from the shadows.

Making sure that the game is safe for players and that everyone consents to what is happening in a game allows for more effective usage of evil within the story. It doesn't censor or limit play, but rather, it gives freedom for people to delve into darker topics while knowing that everyone is comfortable and enjoying the game. This keeps the evil and harm within the constraints of the shared imaginary play space of the game, and ensures you're not hurting or harming the real-life people that you play with.

PLAYING AN EVIL CHARACTER

One significant challenge with evil characters is their integration into a party of others with more altruistic goals and moral compasses. The evil-aligned character is easily seen as an outsider whom others do not trust but must "put up with." This may create uncomfortable situations at the game table in and out of play. If any of the players are uncomfortable with the presence of an evil player character in the party, that's a sign such characters aren't a good fit for your table. If everyone is open to the idea, consider the following player tips and options to enhance the experience of everyone involved when playing an evil-aligned character.

COOPERATION AS A PLAYER

The most important thing to remember is that while your character is evil and might work differently than (or even in contention with) the rest of the characters, this doesn't mean that behavior should extend to you as a player. At the end of the day, you are collaborating with everybody to play a game and have fun telling a story together.

Find opportunities to talk out-of-character and collaborate with your fellow players, especially with moments that can highlight the differences in motivations, goals, and actions between characters. For anything that might directly harm another character (e.g. player-versus-player combat, stealing from them, backstabbing), make sure to get consent both from the affected player and everyone else at the table. It's more fun and respectful to build suspense together (where you know something is going to happen as a player but your characters don't know it) than to cross somebody's boundaries for the evil shock factor.

COOPERATION IN GOOD-ALIGNED ADVENTURING PARTIES

Adventuring parties pursue a common goal. While playing an evil-aligned character, aligning your characters' motivations with the party's goal allows for seamless integration into an adventuring party. What makes an evil-aligned character different is the means they are willing to use to accomplish their end goal. Think of your evil-aligned characters as offering the group an alternative set of means to accomplish these ends. Doing this adds value to both your character and the party's ability to overcome obstacles, challenges, and dilemmas. The more integrated your evil-aligned character becomes with an adventuring group, the more enjoyable the gaming experience is for everyone at the table, including yourself.

WHY EVIL CHARACTERS COOPERATE WITH OTHERS

Playing an evil character doesn't mean they're unwilling to cooperate or prefer chaos and disorganization. In fact, evil characters within the Forgotten Realms are often effective because they are organized and disciplined. How else does evil threaten the good?

The Zhentarim is an example of a close network of evil agents seeking to increase their influence throughout Toril. They are highly cohesive and work together as a team to accomplish their objectives. Those who do not contribute, or who undermine the goals of the Zhentarim, usually end up "missing" or dying by a "freak accident." Teamwork is rewarded with advancement within the Black Network. While subterfuge and undermining competitors at the senior levels of the organization might be commonplace, it would never occur in a blatant manner obvious to others.

EVIL CHARACTER ARCHETYPES

Playing an evil-aligned character in a campaign proves difficult for many players and groups. The following section provides useful archetypes to use while creating an evil-aligned character. These archetypes help to ensure your character has their own intrinsic motivations while also being able to work with others in a positive manner. Evil does not mean the



inability to work with others in pursuit of a goal, nor does it always mean betraying those closest to you. Evil-aligned characters can contribute to the overall success and synergy of parties, and these archetypes assist in making this simple for players and Dungeon Masters. It's recommended that you discuss your chosen archetype with your Dungeon Master prior to starting a campaign.

THE ANTI-HERO

An anti-hero lacks heroic qualities and values. However, they find themselves on the same side as traditional heroes and pursue the same goals. Their motives for pursuing these goals are usually rooted in selfish desires, and they do not hesitate to betray or double-cross anyone to accomplish these goals.

EXTRACT FROM *The Zhentarim Codex*,
WRITTEN BY THE PEREGHOST

There are those who tarnish and curse our name. Consider them fools, for they do not recognize the sacrifices of our agents that keep the Realms safe from true evils. Without the Zhentarim and the lost lives of our brave heroes, the Sword Coast would be swept away into the ocean, a relic of the past. We do what we must—what others are not willing to do—to keep the Realms safe from destruction. Hold your heads high, Zhentilar, for it is your deeds that shape history and protect the Realms!

Being an anti-hero allows evil characters to work well with others so long as their motivations to pursue common goals and objectives remain in sync.

Recommended Background. Criminal, Outlander, or Urchin (see the *Player's Handbook*).

THE CRIMINAL MASTERMIND

Few are as calculating and patient as the criminal mastermind. These seasoned crime lords understand the importance of patience and go to extreme lengths to keep their true plans secret.

This archetype works best if you discuss your character's motivations with the Dungeon Master before the campaign begins. Tying these motivations to the defeat of the main villain in a campaign can lead to very interesting narrative impacts at the campaign's conclusion, when the criminal mastermind's true intentions are revealed and their plan comes to fruition.

Recommended Background. Criminal (see the *Player's Handbook*).



THE ENFORCER

Enforcers are brutal adherents of order, striking down anyone who fails to comply with their legalistic view of the world. These adventurers serve within established organizations dedicated to a strict code of obedience and authority. They view the freedom of individuals as chaos, an unacceptable threat to the maintenance of lawful discipline in their societies. Enforcers work well in groups hunting monsters or enemies seeking to upend monarchs, governments, or established societal norms. They are also known to relentlessly pursue cults and other unlawful groups.

Recommended Background. City Watch (see the *Sword Coast Adventurer's Guide*), Flaming Fist (see *Baldur's Gate: The Fall of Eturel*), or Soldier (see the *Player's Handbook*, plus alternate background features in *Baldur's Gate: Descent into Avernus*).

THE REDEEMED

A powerful narrative trope is the redemption of an “evil” character. This archetype yields dramatic story arcs and experiences relying on strong roleplaying skills that balance your character's internal struggles with the objectives of the party. Seeking redemption offers evil-aligned characters clear motivations for working with others, and perhaps even makes them the target of other “evil” organizations or groups.

Recommended Background. Faceless (see *Baldur's Gate: Descent into Avernus*) or Soldier (see the *Player's Handbook*, plus alternate background features in *Baldur's Gate: Descent into Avernus*).

THE REVENANT

The revenant is an archetype built around a character with a tragic backstory. Perhaps they were once good-aligned individuals that befell some tragedy that left them dead—or thought to be dead. Now they've returned and seek to avenge the wrong that was done to them by any means necessary. This includes working with good-aligned characters that help them reach their final goal of righting the wrong that was done to them. This is an especially fitting archetype if the final villain of a campaign is the one who wronged the character. Such an example would be the Cult of the Dragon slaying the character's family and leaving them for dead, or Strahd von Zarovich turning a loved one into

a vampire spawn and mortally wounding the character in the process.

Recommended Background. Haunted One (see *Curse of Strahd*).

THE SCOUNDREL

Adventurers are hired by patrons, monarchs, guilds, and many others to complete quests and earn gold. An evil-aligned character can happily accept a high-paying quest offered by a good-aligned faction or NPC. Mercenaries and quiet assassins are examples of characters who can fill this archetype, always seeking gold and profit while ensuring other “evil” entities don’t eliminate their source of income.

Recommended Background. Mercenary Veteran (see the *Sword Coast Adventurer’s Guide*).

REDEEMING CHARACTERISTICS

d20 Redeeming Characteristic

- 1 “Showing respect to a defeated foe is honorable. I do not slay those I defeat in combat.”
- 2 “Nothing should come between true love.”
- 3 “Everyone must respect the elderly.”
- 4 “I cannot support unnecessary violence to achieve desired ends, no matter what.”
- 5 “I try my best to make the world a better place, even though I know I mostly fail.”
- 6 “I cannot let harm befall children.”
- 7 “There is nothing purer in this world than animals. They are defenseless and I am their defender.”
- 8 “Seeing the hardships of poverty burdens me. I donate some of my earnings to the poor to ease their suffering.”
- 9 “The world is a vile place. I do my best to see the light, but I cannot seem to find it.”
- 10 “I detest thievery and deceit, and I cannot be swayed in this.”
- 11 “When I was young, I knew what it was like to love and care for others. Those feelings are gone and I’m numb to the world. I seek to gain those feelings back.”
- 12 “I want to belong to a group or family, for my soul is lonely and I yearn for friendship.”

REDEEMING CHARACTERISTICS

Redeeming characteristics are a new character option made to facilitate incorporating evil characters into adventuring parties and to minimize problematic roleplay at the game table. These characteristics allow players to roleplay their evil characters with a glimmer of good and hope for redemption. This allows other characters to perhaps assist with an evil character’s journey from darkness into light. It also provides the DM useful narrative devices to challenge evil characters with moral dilemmas of their own.

To use this new character option, roll or choose a redeemable characteristic from the Redeeming Characteristics table during character creation.

d20 Redeeming Characteristic

- 13 “I started my journey in life seeking to right the wrongs of this world. I fear I may have lost my way, but my journey is not over yet.”
- 14 “Sleep eludes me as I think of all the evil I’ve done. I want to change, but I’m afraid everyone still thinks I’m a monster.”
- 15 “It was never my intention to be this way. I struggle with my emotions and seek to find a way to control them.”
- 16 “I secretly want to do good, but I know that makes me weak. Everyone who’s been good around me has died a horrible death. I’m afraid the same will happen to me.”
- 17 “I want to laugh again, I want to cry again, I want to feel again. I secretly want to change my life.”
- 18 “I’ve never had a home; this life is all I know. I want to belong, but I don’t know how.”
- 19 “The poor deserve protection from the rich and wealthy that exploit them. I am their guardian!”
- 20 “One day, I hope the gods forgive me for my sins. I want to be redeemed but I’m afraid it’s too late for me.”

CLOSING THOUGHTS

It's your responsibility as a player to ensure your actions at the table facilitate an enjoyable and safe environment for everyone you play with. Playing an evil character is a challenging roleplaying experience that can yield many memorable moments if played cooperatively with others. The evil character archetypes and redeeming characteristics are tools to enhance your roleplay while integrating your evil characters in any adventuring party they come across.

RUNNING EVIL CAMPAIGNS

Evil campaigns have a reputation for quickly falling apart in acrimony and backstabbing. However, this doesn't need to be the case! There are three major factors to consider when running an evil campaign. It's important to be mindful of the context of evil in your game, to decide what style of campaign you're running, and to help keep the group cohesive and cooperative. The following tools will aid you in successfully running an evil campaign that is enjoyable and safe for everyone participating.

CONTEXTUALIZING EVIL

As a Dungeon Master, it's important to define limits and restrictions on how you will utilize and contextualize evil in your campaigns. First and foremost, this book and the tools herein are not meant to promote, advocate, or foster the use of real-world bigotry, racism, homophobia, sexism, sexual abuse, ableism, or other harmful behaviors. Many players might rightfully be cautious to play in an evil campaign for fear that it will condone such behavior. This is why you as Dungeon Master are responsible for clearly outlining the context in which evil is present in your campaign. Contextualizing the evil in your campaign means outlining what form evil takes in the game, as well as how players will interact with it. While evil is a cosmic force within the system of *DUNGEONS & DRAGONS*, evil means different things for both player characters within a setting and the players that control them. Being explicit about how evil is going to be implemented in the game and getting buy-in from the players on how they'll interact with it and to what degree is important for setting expectations and establishing boundaries.

While using allusions to real-world bigotry and implementing stereotypically dark materials

can feel like a simple short-hand to connote evil, it can easily impact players in a negative way, especially if they deal with that real-world harm in their lives. Look at the world and lore you're playing in and find creative ways to portray and play evil without hurting the people at your table. Use tabletop safety tools, such as the aforementioned *Consent in Gaming* toolkit and the *TTRPG Safety Toolkit* to set boundaries and expectations for your evil campaign with your players prior to beginning a campaign. This allows you to foster a safe and enjoyable environment for everyone involved. Once you've successfully contextualized evil, you can determine what style of evil campaign to use.

STYLE OF EVIL CAMPAIGN

The evil campaign offers unique and interesting tools for Dungeon Masters to enhance gameplay. This section discusses three frameworks for evil campaigns, including the traditional campaign, parallel rival campaigns, and one-shot games.

TRADITIONAL EVIL CAMPAIGNS

The traditional evil campaign is one in which the characters are all evil and work together toward a common goal. An excellent way to begin one of these campaigns is with the characters all belonging to the same organization, such as the Zhentarim. This gives them bonds and loose rules to follow so they don't go on a PVP killing spree during their first session. When developing a traditional evil campaign, a useful method is to make the main adversary evil as well. In fact, many adventures easily facilitate traditional evil campaigns with minor tweaks. Below are a few examples of using official adventures as a traditional evil campaign.

Baldur's Gate: Descent into Avernus. The Zhentarim hire the characters to investigate the disappearance of Elturel. Evil characters eventually discover Zariel's plot and can either side with her by not saving Elturel and Baldur's Gate, or they can defeat Zariel and attempt to become rulers of Avernus themselves!

Out of the Abyss. Tie the characters to a diabolical cult or have them be drow political exiles from Menzoberranzan. If the characters belong to a diabolical cult, it's in their interests to defeat a demonic incursion in the Underdark. If the characters are exiled drow political prisoners, they can attempt to restore their

house's glory in Menzoberranzan by defeating the demon lords in the Underdark.

Tomb of Annihilation. The Red Wizards of Thay or the Zhentarim are excellent faction choices for characters in this adventure. The Red Wizards want to end the death curse by seizing control of the Soulmonger and destroying it. Meanwhile, many powerful Zhentarim leaders suffer from the effects of the Death Curse, so it's in their interests to quickly find the Soulmonger and end the curse before they perish.

Tyranny of Dragons. There are three evil plot lines you can use in Tyranny of Dragons to prevent Tiamat from being summoned into Faerûn. The first is working for the Zhentarim, as they seek to rule the world themselves and cannot allow the Cult of the Dragon to undermine their plans. For more information on using the Zhentarim as a plotline, reference the "Zhentarim" section in *The Rise of Tiamat*.

If you want the characters to work for devils, you can use the pit fiend Bel. He desires to keep Tiamat in Avernus to threaten Zariel's position as ruler of Avernus, so that he might supplant her as the ruler of Avernus and rule it for himself. For more information on this plotline, reference the "Hosts of the Nine Hells" section in *The Rise of Tiamat*. You can also find information on Bel and his desire to betray Zariel in *Baldur's Gate: Descent into Avernus*.

Lastly, the Red Wizards of Thay offer the characters a chance to combat the Cult of the Dragon. The characters can act as agents of Thay working for the lich, Szass Tam, tasked with rooting out and destroying Rath Modar and his treasonous sect of Red Wizards for attempting to overthrow Szass Tam as leader of the Red Wizards. For more information on this plotline, reference the "Red Wizards of Thay" section of *The Rise of Tiamat*.

Waterdeep: Dragon Heist. This adventure offers seamless integration for running an evil campaign. The characters can work for one of the main villains—Xanathar, the Cassalanters, Jarlaxle Baenre, or Manshoo—as they work against the villain you choose at the beginning of the adventure. *Darkhold: Secrets of the Zhentarim* provides ample tools for you to use Manshoo as the character patron if the party desires to work on behalf of the Zhentarim to take over Waterdeep.

RIVAL CAMPAIGNS

The term "rival campaigns" denotes two campaigns running parallel to one another, led by either the same or a second Dungeon Master. This is similar to shared campaigns but with a more limited scope. Consult appendix A, "Shared Campaigns," in *Xanathar's Guide to Everything* for more information on shared campaigns.

In rival campaigns, there are two or more groups of characters each pursuing the same goals in competition with one another. Their actions affect the world around them and each group becomes the "rival" of the other. One group might make it to the dungeon before the other does and recover a magic item, or they might turn a town's leadership against the other group to expel them from town. You can also use the actions of one group to affect the other group's downtime activities, essentially taking the place of the "rivals" utilized in downtime to create complications.

Using rival campaigns is a seamless method of integrating an evil group of characters that act against a good group of characters. This interactive game brings the world to life as one group of characters acts against the other. Rival campaigns shine when they culminate story arcs during multi-table events that bring all rival groups together in a live simultaneous session.

THE EVIL ONE-SHOT

There's nothing that breaks up the monotony of a campaign like taking a session off to play a one-shot. In an evil one-shot, the characters play as villains. In this unique approach, the characters can be the villains in an event that later carries over into your main campaign. This allows the players to fully grasp and understand the foes they are up against in their campaign, and it might even offer insights as to why the villains turned evil. As the players grow bonds with the villains, this can create epic climactic encounters when the players have their characters confront villains they've played.

When setting up an evil one-shot, ensure that the adventure has lasting effects in your campaign. This ensures players witness the impact of their villainous choices, enhancing world-building and player immersion in the world. The evil one-shot can also offer Dungeon Masters an opportunity to bring in new players

to take on the role of the villains. As villains, the players' choices can shape the campaign world in ways that surprise everyone in the main campaign.

KEEPING THE GROUP COHESIVE

Evil campaigns often devolve into internal party disputes, rivalries, and player-versus-player combat. The Dungeon Master can help keep evil adventuring parties cohesive by employing several narrative tools including a patron NPC, common threats, and plentiful resources.

NPCs, such as the criminal contacts presented in chapter 1, are an excellent way for the Dungeon Master to keep evil characters goal-oriented, striving to accomplish an objective on behalf of the patron or an organization, such as the Zhentarim. These NPCs intervene when internal party dynamics lead to characters acting against one another.

Organizations, such as the Zhentarim and their secret constabulary the Umberwatch, require their agents to work with each other to accomplish objectives. Internal disputes put the organization and the objective at risk, therefore that behavior is not tolerated. Discipline, loyalty, and trust are values that evil organizations and patrons promote; while their moral values might be lacking, these values ensure their nefarious desires are fulfilled. If a character steps out of line and begins to subvert or undermine the party, consider having their actions noticed by the organization, who then sends agents to intimidate or remind the character that they must work with their party to ensure the interests of the patron or organization are fulfilled.

The Interventions table provides options to correct character behavior that puts group cohesiveness at risk.

INTERVENTIONS

d6 Intervention

- 1 Intermediary Assassins
- 2 The Courteous Oni
- 3 Dispute Settlement
- 4 Devil's in the Details
- 5 Time-Traveling Mage
- 6 Visions from a Deity

Intermediary Assassins. 1d4 assassins, disguised as intermediaries, sit down with the characters and attempt to resolve disputes. If any characters refuse to peacefully resolve the internal party dispute, the assassins attack that character.

The Courteous Oni. An oni is sent out to speak to a character causing issues for the party. The oni is very professional and courteous. If the problem character agrees to end their troubling behavior, the oni thanks them and leaves. If the character refuses, the oni attempts to kill them while the character is isolated and alone.

Dispute Settlement. A spy is dispatched to pay off any characters having issues with one another. The spy offers each character an incentive (10 gp × character level) to resolve their disputes. If the characters accept the gold but continue their dispute, then a bounty equal to three times the gold they received is placed on each of their heads.

Devil's in the Details. The problem character's devious deeds don't go unnoticed. A greater devil approaches the character in their sleep and offers them a contract. The agreement requires the character to work well with the adventuring party they belong to. In return, the devil offers them up to 5,000 gp worth of art objects, coins, or gems, along with an uncommon or rare magic item. For more information on infernal contracts, reference "Infernal Contracts" in *Baldur's Gate: Descent into Avernus* or *Devil's Advocate: A Guide to Infernal Contracts*.

Time-Traveling Mage. A time-traveling archmage manifests before the characters. The archmage gives a profound speech about the importance of this adventuring party and the deeds they'll achieve if they work together. The archmage warns that they will appear whenever the characters threaten or fight one another, and that they will end whoever threatens the cohesiveness of this group. The archmage informs the characters that the fate of the multiverse depends on their willingness to work together.

Visions from a Deity. An evil deity visits the characters in their sleep. They show a vision of what the characters can accomplish if they work together, and another vision of the eternal damnation they face if they work against one another. The visions occur more frequently until the characters improve their group.

FINAL WORDS OF ADVICE

There is nothing wrong with running evil campaigns, and they can be fun for both you and your players. However, choosing to run an evil campaign comes with additional inherent responsibilities, especially in regard to utilizing proper safety tools prior to beginning play. Fostering a safe and inclusive environment at your

table is essential to running evil campaigns. Without these safety tools and proper respect for everyone at the table, the evil campaign can devolve into a harmful experience. Embrace the tools and guidance in this document and you are sure to create memorable evil campaigns your players will talk about for years to come!



MAGIC ITEMS AND SPELLS

GO PLACES, FIND THOSE WITH MAGIC YOU want, kill them, return home with the loot.

—HORAUNDOON OF THE ZHENTARIM

This chapter contains new magic items and spells that can be found in Darkhold or are associated with the Zhentarim.

MAGIC ITEMS

These magic items are presented in alphabetical order. For the rules on magic items, see chapter 7 of the *Dungeon Master's Guide*.

ANGEL BLOOD

Wondrous item, very rare

This pearlescent fluid comes in a flask. As an action, you can throw this flask up to 20 feet, shattering it on impact. Make a ranged attack against a creature or object, treating the angel blood as an improvised weapon. On a hit, the target takes 8d6 radiant damage at the start of each of its turns. A creature can end this effect by using its action to make a DC 12 Dexterity check, wiping away the acid on a success. Celestial creatures are immune to this damage.

Preparing this concoction is extremely difficult, requiring the sacrifice of a deva, a planetar, or a solar.

ASSASSIN'S GLASS

Wondrous item, uncommon

These ornate wine glasses can take a variety of forms, such as a flask, goblet, or stein, and always come in pairs. While holding an assassin's glass, you can use a bonus action to swap the contents of your glass with another assassin's glass you can see within 60 feet of you.

BANESWORD

Weapon (longsword), uncommon (requires attunement)

The blade and hilt of this weapon are made from black iron and engraved with the symbol of Bane: an upright right hand with thumb and

fingers together. You gain a +1 bonus to attack and damage rolls made with this magic weapon.

While wielding this sword, you can use an action to cast the *bane* spell (spell save DC 13) from it. Once used, this property can't be used again until the next dawn.

BODY BAG OF HOLDING

Wondrous item, uncommon

This black adhesive patch is used to conceal evidence of illicit activities. When placed on a corpse or object that is Medium or smaller, the patch stretches and envelops the creature or object and any physical evidence of the crime within 5 feet of it, transferring the contents to an extradimensional space after 1 minute. The bag then shrinks to the size of a pill-shaped canister. The bag can't be used on a living creature. No matter what's in it, the bag weighs next to nothing.

The bag deteriorates in 1d4 + 2 hours, at which point its contents appear within 5 feet of the bag or the creature carrying it. Alternatively, a creature can use its action to tear the bag, causing the same outcome to occur.

Body bags of holding usually come in small metal cases containing 1d4 + 1 bags. Each bag can only be used once.

BOOSTER HOOK

Wondrous item, uncommon (requires attunement)

This L-shaped device features a spool of thin metal wire and a central tube which houses a sharp mithral grappling hook. It has 3 charges and regains all expended charges daily at dawn.

As an action, you can expend 1 charge to fire the hook at a point you can see within 60 feet. You are immediately pulled to that point in a straight line. This movement does not provoke attacks of opportunity.

If you fire the hook at a Large or smaller creature, make a ranged attack against the target, treating the hook as a weapon with which you are proficient. On a hit, the target takes piercing damage equal to 1d10 + your Dexterity modifier and must make a DC 15 Strength saving throw.

On a failed save, the target is pulled up to 20 feet toward you in a straight line. If this movement causes the target to come within 5 feet of you, you can make a melee attack against the target as a bonus action.

BRANDON'S BANDOLIER

Wondrous item, rare (requires attunement)

This brown leather strap hangs over one of your shoulders, running down and across to the opposite hip, then up your back to connect again at the shoulder. The strap is studded with seven sheaths, each of which connects to an extradimensional space that allows the bandolier to hold numerous items while never weighing more than 7 pounds. Each sheath can hold up to 50 nonmagical daggers, arrows, bolts, or similar weapons or other objects that each weigh 1 pound or less. Magic items cannot be placed in one of the sheaths; the leather contracts and snags on any magic item so it simply doesn't fit.

While you are attuned to the bandolier, you can draw any item it holds as if doing so from a regular sheath or container. If an item you pull from one of the bandolier's sheaths is a weapon or piece of ammunition, when you draw it, it grants a magical +1 bonus to your attack and damage rolls with it until the end of your next turn.

CHAIN OF BARRIERS

Wondrous item, rare (requires attunement)

This 10-foot chain of infernal iron can grow into a magical chain-link barrier. While holding this chain, you can use an action to cast the *wall of force* spell, which takes the form of a visible barrier of chains which transform from the chain you are holding. Casting the spell in this way does not require concentration.

Once the spell duration has elapsed, the chain reverts to its original state, and this property can't be used again until the following dawn.

COSMIC COIN BANK

Wondrous item, rare

This small rectangular ingot is inscribed with planar sigils and contains a coin-shaped slot on its surface. When a coin is inserted into the slot, an extraplanar banker spirit appears in an occupied space within 10 feet of you, taking the form of one of the entities in the Extraplanar Bankers table. The first time you summon a banker

in this way, it creates a cosmic account for you and marks you with an invisible symbol. Subsequent bankers identify you via this symbol.

The banker is friendly toward you and your companions. The banker remains for 10 minutes, until you dismiss it as a bonus action, or until it is reduced to 0 hit points. Once this item has been used to summon a banker, the coin slot disappears until the next dawn.

The banker can offer the following services:

Deposit. As an action, you can deposit any amount of coinage you can see within 10 feet of you. If you are not the owner of this currency, but the banker can see the owner, it requests permission from the owner before depositing the coinage.

Withdrawal. As an action, you can withdraw any amount of coinage from your cosmic account, causing it to appear in an unoccupied space within 10 feet of you. You choose the denomination of the coinage, including currency from lands other than your own. The number of coins you withdraw is based on the exchange rate as determined by the Dungeon Master, and they can't exceed the value you originally deposited.

EXTRAPLANAR BANKERS

d6 Banker

- 1 A calculating **quadrone** who prints your account balance on a slip of paper that emerges from their mouth with a whirr.
- 2 A sarcastic **imp** who always bites one of the coins to see if it is a counterfeit.
- 3 A tired **duergar** who only answers in grunts and the occasional snarl.
- 4 A chatty **dryad** whose foliage ends in a sickening purple color.
- 5 A polite **bugbear** with thick spectacles and a cunning head for numbers.
- 6 A playful **red dragon wyrmling** who jokes about adding your deposits to its hoard.

DEATH ROCK

Wondrous item, legendary (requires attunement by a spellcaster)

A death rock is a crude black stone the size of a fist that pulses like a beating heart. While you are attuned to the rock, you know all wizard spells of the necromancy school. Once you gain a spell in this way, you always have it prepared,

and it doesn't count against the number of spells you can prepare each day.

While on the Material Plane, each midnight you spend attuned to the rock has a 20 percent chance of attracting a **revenant**, which arrives in 1d4 hours. The revenant tries to recover the rock, killing you if necessary to obtain it. If it gets the rock, the revenant tries to deliver it to its master, who is an undead creature of CR 15 or higher.

DETERMINATION

Weapon (longsword), legendary

This is the personal sword of the Pereghost. Determination is forged from avernium, an unbreakable black alloy found in Avernus, the first layer of the Nine Hells. Followers of Cyric believe the sword embodies the power of the Prince of Lies. Two blood-red rubies adorn Determination, one is embedded on the blade above the cross guard and the other is embedded in the pommel.

You gain a +3 bonus to attack and damage rolls made with this magic weapon. It has the thrown property with a normal range of 30 feet and a long range of 60 feet. When you hit with a ranged attack using this weapon, it deals an extra 1d8 slashing damage. Immediately after the attack, the weapon flies back to your hand.

While you have the sword drawn, you can use a bonus action to cause the rubies to shed bright red light in a 10-foot radius and dim light for an additional 10 feet, or to make the pommel go dark.

Unholy Powers. While you are holding this weapon, you can use an action to cast *detect evil and good*, *heal*, *invisibility*, and *locate object* from the weapon. Once the weapon has been used to cast a spell, it can't be used to cast that spell again until the next dawn.

Sentience. Determination is a sentient lawful evil weapon with an Intelligence of 17, a Wisdom of 16, and a Charisma of 8. It has hearing and darkvision out to a range of 120 feet.

Determination can speak, read, and understand Common, and can communicate with its wielder telepathically. Its voice is disembodied and confident. While you're attuned to it, Determination also understands every language you know. Determination has a flying speed of 60 feet, but it will never willfully travel 60 feet away from whomever it is attuned to.

Personality. Determination was created to protect the Pereghost, and it does everything it can to stay with him. The sword is distrustful of others and is always listening and watching for enemies trying to usurp the Pereghost.

DRUMS OF PANIC

Wondrous item, uncommon

When you use an action to play these small hand drums, each hostile creature within 30 feet of you that hears you must succeed on a DC 15 Wisdom saving throw or become frightened of you for 1 minute.

A creature that fails the saving throw can repeat it at the end of each of its turns, ending the effect on itself on a success. A creature that succeeds on its saving throw is immune to the effect of these drums for 24 hours. Once used, this property of the drums can't be used again until the next dawn.

FLESHSHIFTER ARMOR

Armor (leather), rare (requires attunement)

This leather armor is made from the flayed skin of various humanoids. While wearing it, you have a +1 bonus to AC.

The armor has 3 charges. While wearing this armor, you can expend 1 charge to cast *disguise self* (save DC 13). The armor regains all expended charges daily at dawn.

GRIM DEFENDER

Armor (breastplate), rare (requires attunement)

When worn, this black metal breastplate traced with unholy ruins grants a +1 bonus to AC.

Once per day, when you take damage from a melee attack, you can attempt to redirect that damage to another creature that you can see within 60 feet of you. The new target must succeed on a DC 16 Constitution saving throw or take the damage instead of you. On a successful save, you take the damage as normal. Once this property is used, it cannot be used again until the next dawn.

HARROW ROD

Rod, rare (requires attunement)

This twisted rectangular rod is made from black iron. It has 3 charges and regains all expended charges daily at dawn. While holding this rod, you can use an action to expend 1 charge to spray a 30-foot cone of caustic green liquid. Each creature in the cone must make a DC 15 Dexterity saving throw. A target takes

6d6 acid damage on a failed save, or half as much damage on a successful one.

KEY OF OPENING

Wondrous item, uncommon

This bronze key has a head shaped like a crown. When inserted into a nonmagical lock and twisted, the key expends a charge and opens the lock. The key has 1d6 + 2 charges when found and becomes nonmagical when you use the last charge.

LAMP OF DARKNESS

Wondrous item, rare (requires attunement)

This shuttered lamp is made from black iron. It does not consume any oil. When you unshutter the lamp, magical darkness spreads out from it to fill a 15-foot-radius sphere for 10 minutes. The darkness spreads around corners. A creature with darkvision can't see through this darkness, and nonmagical light can't illuminate it.

Once used, this property of the lamp can't be used again until the next dawn.

LAMP OF HONESTY

Wondrous item, rare

This item appears to be an ordinary lamp except it burns for just 10 minutes on a flask of oil. Once lit, any creature within 15 feet of it can't speak a deliberate lie. A creature may choose not to speak. Once you have lit the lamp, it can't be re-lit until the next dawn.

LIBRAM OF EVALUATION

Wondrous item, uncommon

This small book has an embossed leather cover and is filled with a comprehensive index of gemstones and art objects alongside the market value. This index is magically updated every day at dawn to reflect the latest prices. Any art object or gemstone you possess is listed in the book and can be found with 10 minutes of searching.

MASK OF ORLGAUN

Wondrous item, very rare (requires attunement)

This black mask is forged from a rare Netherese alloy and bears two curved, downward-pointing horns on either side of the head. While wearing this mask, you can cast the *thaumaturgy* cantrip. The mask has the following additional properties. When one of these properties is used, it can't be used again until the next dawn.

Echo of Orлгаun. While wearing this mask, you can use your action to summon a spirit

that assumes a younger form of Manshoon's favored black dragon mount, Orлгаun. The spirit appears in an unoccupied space within 30 feet of you and takes the form of a **black dragon wyrmling** (see the *Monster Manual* for statistics), though it is a fiend instead of its normal creature type, and has the ability to understand one language of your choice that you speak.

You control the mount in combat. While the dragon is within 1 mile of you, you can communicate with it telepathically. While mounted on it, you can make any spell you cast that targets only you also target the mount.

When the mount drops to 0 hit points or when you dismiss it as an action, it gradually fades, giving you 1 minute to dismount. Whenever the mount disappears, it leaves behind any objects it was wearing or carrying.

Wings of the Skymage. When you fall while wearing this mask, you can use your reaction to sprout a large pair of bat wings, gaining a flying speed equal to your walking speed. Alternatively, you can use your action to grow these wings. The wings disappear after 1 minute.

NAMARA

Weapon (longsword), very rare (requires attunement)

This famous weapon is known as "The Sword That Never Sleeps." When drawn, it glows with a pale mauve radiance, shedding dim light in a 15-foot radius. On one side of the fine steel blade is etched the word *Namara*, and on the other side the words *Never Sleeps*.

You gain a +2 bonus to attack and damage rolls made with this magic weapon. While holding it, you can use an action to cast the *silence* spell from it. In addition, while attuned to the sword, it alerts you with a mental ping when a hostile creature comes within 30 feet of it. This ping awakens you if you are sleeping.

The origins of this famous blade are unknown, but it was held by one of the great merchant houses of Amn for many years before coming into the possession of a wayward Harper named Tamper Tencoin. It was stolen from Tencoin in Voonlar, near the Moonsea, and found its way to Zhentil Keep. After that city fell, Zhent refugees brought it to Darkhold and it has remained in the treasury ever since. The Pereghost occasionally loans it to Zhent operatives undertaking important missions.



OIL OF DECEPTION

Potion, rare

This clear substance is thick and gelatinous. The oil can cover a Medium or smaller creature, along with the equipment it's wearing and carrying (one additional vial is required for each size category above Medium). Applying the oil takes 10 minutes. The affected creature is then immune to any effect that would sense its emotions or read its thoughts, as well as to any divination spells targeting it, for 8 hours.

QUIVER OF LIES

Wondrous item, uncommon

This item looks like a leather bracelet. While wearing the bracelet and holding a bow or crossbow, you can speak a lie to instantly summon an arrow or bolt (whichever is appropriate) into your hand. Any ammunition conjured by the bracelet disappears after 1 minute.

RING OF WEeping

Ring, rare (requires attunement)

While wearing the ring, you can use an action to target one creature you can see within 30 feet of you. The target begins to sob violently for 1 minute. A creature is immune to this effect if it can't be charmed, has legendary actions, or has an Intelligence of 3 or lower.

A sobbing creature can't move and has disadvantage on Dexterity saving throws and attack rolls. While the target is affected by the ring, other creatures have advantage on attack rolls against it. As an action, a sobbing creature can make a DC 15 Wisdom saving throw to

regain control of itself. On a successful save, the effect ends.

Once the ring has been used, it can't be used again until the next dawn.

ROD OF TERROR

Rod, rare (requires attunement)

This pale oak rod is capped with a black iron headpiece shaped like a roaring dragon. It functions as a magic mace that grants a +1 bonus to attack and damage rolls made with it.

When you hit a creature with a melee attack using the rod, it must succeed on a DC 15 Wisdom saving throw or become frightened of you until the start of your next turn. Creatures that have been hit with this rod before automatically succeed on the saving throw.

SCEPTER OF THE TYRANT'S EYE

Weapon (mace), legendary (requires attunement by a cleric or paladin)

Once thought to be destroyed by the Shadovar of returned Netheril, this holy relic was recently recovered from the ruins of Zhentil Keep and returned to its rightful owner, Fzoul Chembryl. The head of this black mace is shaped in the symbol of Bane, god of tyranny: an upright hand with thumb and fingers together.

You gain a +3 bonus to attack and damage rolls made with this magic weapon. On a hit, the target takes an extra 2d6 psychic damage. The scepter has the following additional properties.

Beholder's Bane. While attuned to this weapon, you are immune to all beholder eye rays, save for the antimagic cone produced by the central eye.

Enfeebling Ward. When a creature that does not worship Bane touches the scepter, it's automatically struck by a *ray of enfeeblement* (spell save DC 22). At the end of each of the target's turns, it must make a Constitution saving throw against the spell as usual. If it fails this saving throw three times, it immediately dies, its soul becoming trapped within the scepter. Only a *wish* spell can free a soul imprisoned in the weapon.

Tyrant's Eye Beam. While you are holding this weapon, you can use an action to cause a beam of pulsing green energy to streak toward a creature within 240 feet of you. Make a ranged spell attack against the target using your spell attack bonus. On a hit, the target takes 3d10 force damage plus 2d6 psychic damage.



STAFF OF MALICE

Tyrant's Magic. While you are holding this weapon, you can use an action to cast the following spells from it, using your spell save DC: *blur*, *fly*, *hold monster*, *finger of death*, and *mystic lash*^{DM}. Once you cast a spell in this way, you can't cast that spell from the weapon again until the next dawn.

Sentience. The scepter is a sentient lawful evil weapon with an Intelligence of 17, a Wisdom of 18, and a Charisma of 10. It has hearing and darkvision out to a range of 120 feet.

The weapon can speak, read, and understand Common, and can communicate with its wielder telepathically. Its voice is melodic and resonant. While you are attuned to it, the scepter also understands every language you know.

Personality. The scepter is a strategist and schemer. It naturally assumes the role of advisor to its wielder, offering counsel when it deems appropriate.

The scepter seeks a Banite wielder worthy of its might but is never truly satisfied. Even in the possession of the High Hand of Bane, it secretly doubts Fzoul and keeps one eye open for a more powerful warrior.

To those below the High Hand, the scepter offers only sarcastic remarks and bitter disapproval, breaking only to delight in the domination of Bane's enemies.

SLIME POT

Wondrous item, uncommon

If you place water and some decaying organic matter inside this pot, a patch of green slime grows in 24 hours (see rules for green slime in chapter 5 of the *Dungeon Master's Guide*). It requires an action to dump the slime from the pot and place it on a surface. Only one slime can occupy the pot at any time.

STAFF OF MALICE

Staff, very rare (requires attunement by a sorcerer, warlock, or wizard)

This dark wood staff emanates a dull red glow and can be wielded as a magic quarterstaff that grants a +2 bonus to attack and damage rolls made with it.

The staff has 10 charges. While holding it, you can use an action to expend 1 or more of its charges to cast one of the following spells from it, using your spell save DC: *bestow curse* (3 charges), *blight* (4 charges), or *contagion* (5 charges).

The staff regains 1d6 + 4 expended charges daily at dawn. If you expend the last charge, roll a d20. On a 1, the staff disappears, then reappears somewhere else in the multiverse.

WAND OF DARKNESS

Wand, rare (requires attunement)

This straight slender wand is made of ebony and has a silver-plated tip. It has 7 charges for the following properties and regains 1d6 + 1 expended charges daily at dusk. If you expend the last charge, roll a d20. On a 1, the wand crumbles into ashes and is destroyed.

Spells. While holding the wand, you can use an action to expend 1 or more of its charges to cast one of the following spells from it: *animate dead* (3 charges), *darkness* (2 charges), or *shadow of moil* (4 charges).

Summon Nightmare. While holding the wand, you can use your action to expend 5 charges to summon a **nightmare**. The creature appears in the nearest unoccupied space and disappears when it drops to 0 hit points or after 1 hour. The nightmare is friendly to you and your companions. Roll initiative for the creature, which has its own turns. It obeys any verbal commands that you issue to it. If you don't issue any commands to the nightmare, it defends itself from hostile creatures but otherwise takes no actions.



WARPSWORD

Weapon, legendary (requires attunement)

The hilt of this sword is made from tightly coiled bronze wire, and the blade is inscribed with swirling runes. You gain a +3 bonus to attack and damage rolls made with this magic weapon.

When you attack a creature and roll a 20 on the attack roll, the creature is afflicted with a random chaotic effect that is permanent unless reversed by *greater restoration* or *wish*. Roll on the Warp Effects table to determine which effect occurs.

WARP EFFECTS

d20 Warp Effect

- | | |
|----|--|
| 1 | The target's eyes fall out, and it becomes blinded. |
| 2 | The target sprouts an extra useless arm somewhere on its body. |
| 3 | Fungus sprouts from the target's ears, and it becomes deafened. |
| 4 | All the hair on the target's body falls off and does not grow back. |
| 5 | The target's fat and tissues drain away as if it had been starved. The target gains 1 level of exhaustion. |
| 6 | The target sprouts a layer of scales and gains a +1 bonus to AC. |
| 7 | The target's brain conjures terrifying visions, and it becomes frightened of all hostile creatures. |
| 8 | One of the target's limbs withers and falls off. |
| 9 | The target's body fades away until it becomes invisible. |
| 10 | The target sprouts gills and can only breathe water instead of air. |

d20 Warp Effect

- | | |
|----|--|
| 11 | The target's flesh turns to stone, and it is petrified. |
| 12 | The target shrinks one size category, as with the <i>enlarge/reduce</i> spell. |
| 13 | The target grows one size category, as with the <i>enlarge/reduce</i> spell. |
| 14 | The target's blood turns to acid, and it is poisoned. |
| 15 | The target's skin, hair, and eyes change to a random color. |
| 16 | The target's arms transform into tentacles. It can no longer hold objects, but it has advantage on Strength checks made to grapple another creature. |
| 17 | The target becomes catatonic and incapacitated. |
| 18 | The target grows a vestigial tail. |
| 19 | The target's tongue grows three times in size, and it loses the ability to use verbal speech. |
| 20 | The target's body turns to formless jelly, and it immediately dies. This does not affect oozes or creatures that do not have a physical form. |

WINGED HARNESS

Wondrous item, very rare

When fitted to a mount, this magical harness sprouts wings and grants the creature a flying speed of 60 feet. Integrated into the harness is an exotic saddle, granting you advantage on any ability check made to remain mounted.

Winged harnesses come in many styles and are often designed for a specific mount or rider. The Pereghost's warhorse, Andaraho, wears a black harness with a 30-foot wingspan.

SPELLS

There are many spellcasters in the Zhentarim, some based in Darkhold itself, but most operating in the wider world. There are a number of spells in wide circulation within the network that are not commonly used elsewhere.

The following spell lists show which spells can be cast by characters of each class, arranged by spell level.

ARTIFICER SPELLS

Spell Name	Spell Level	School of Magic
<i>Manshoon's mage hand</i>	Cantrip	Conjuration
<i>Magnetize</i>	2nd	Transmutation
<i>Battletide</i>	5th	Transmutation
<i>Mystic lash</i>	5th	Evocation

BARD SPELLS

Spell Name	Spell Level	School of Magic
<i>Cheat</i>	Cantrip	Enchantment
<i>Manshoon's mage hand</i>	Cantrip	Conjuration
<i>Magnetize</i>	2nd	Transmutation
<i>Theft of tongue</i>	3rd	Enchantment
<i>Wave of pain</i>	3rd	Enchantment
<i>False sending</i>	4th	Evocation

FROM *Musings on Flesh*,
WRITTEN BY VARALLA THE LICH

After all these years, even with my own powers, I am unable to regenerate the rotting flesh on my body. Perhaps if I can strip the flesh off of others I might be able to graft it onto myself. Yes... I think I'll do this.

CLERIC SPELLS

Spell Name	Spell Level	School of Magic
<i>Theft of tongue</i>	3rd	Enchantment
<i>Wave of pain</i>	3rd	Enchantment
<i>False sending</i>	4th	Evocation
<i>Drown</i>	5th	Transmutation
<i>Forbidden speech</i>	5th (ritual)	Enchantment
<i>Lunar manifestation</i>	5th	Evocation
<i>Mystic lash</i>	5th	Evocation
<i>Demonflesh</i>	6th	Transmutation

DRUID SPELLS

Spell Name	Spell Level	School of Magic
<i>Varalla's claws of darkness</i>	2nd	Necromancy
<i>Drown</i>	5th	Transmutation
<i>Lunar manifestation</i>	5th	Evocation
<i>Demonflesh</i>	6th	Transmutation

PALADIN SPELLS

Spell Name	Spell Level	School of Magic
<i>Battletide</i>	5th	Transmutation
<i>Mystic lash</i>	5th	Evocation

SORCERER SPELLS

Spell Name	Spell Level	School of Magic
<i>Cheat</i>	Cantrip	Enchantment
<i>Manshoon's mage hand</i>	Cantrip	Conjuration
<i>Varalla's shadow missile</i>	1st	Conjuration
<i>Magnetize</i>	2nd	Transmutation
<i>Varalla's claws of darkness</i>	2nd	Necromancy
<i>Theft of tongue</i>	3rd	Enchantment
<i>Varalla's gruesome flensing</i>	7th	Transmutation

WARLOCK SPELLS

Spell Name	Spell Level	School of Magic
<i>Manshoon's mage hand</i>	Cantrip	Conjuration
<i>Mystic lash</i>	5th	Evocation

WIZARD SPELLS

Spell Name	Spell Level	School of Magic
<i>Cheat</i>	Cantrip	Enchantment
<i>Manshooon's mage hand</i>	Cantrip	Conjuration
<i>Varalla's shadow missile</i>	1st	Conjuration
<i>Magnetize</i>	2nd	Transmutation
<i>Varalla's claws of darkness</i>	2nd	Necromancy
<i>Theft of tongue</i>	3rd	Enchantment
<i>Wave of pain</i>	3rd	Enchantment
<i>False sending</i>	4th	Evocation
<i>Forbidden speech</i>	5th (ritual)	Enchantment
<i>Varalla's gruesome flensing</i>	7th	Transmutation

SPELL DESCRIPTIONS

New spells are presented here in alphabetical order.

BATTLETIDE

5th-level transmutation

Casting Time: 1 action

Range: 30 feet

Components: V, S

Duration: Concentration, up to 1 minute

You appropriate martial energy from your foes, diminishing their ability to fight while enhancing your own. Up to four enemy creatures of your choice that you can see within range must make Charisma saving throws. Whenever a target that fails this saving throw makes an attack

roll or a saving throw before the spell ends, the target must roll a d6 and subtract the number rolled from the attack roll or saving throw.

In addition, you gain benefits depending on how many targets failed their saving throw and were affected by the spell:

of Targets

Affected	Benefit
----------	---------

1	You gain a +2 bonus to AC.
---	----------------------------

2	You have advantage on all saving throws.
---	--

3	As a bonus action on each of your turns, you can take the Disengage action.
---	---

4	You have advantage on attack rolls.
---	-------------------------------------

These benefits are cumulative, including those granted for lesser numbers of affected targets, and last until the spell ends.

CHEAT

Enchantment cantrip

Casting Time: 1 action

Range: Touch

Components: S

Duration: Concentration, up to 1 hour

You bend fate to cause your enemies to fail. A creature you touch must make a Charisma saving throw. A target automatically succeeds on this saving throw if it can't be charmed. On a failed save, you choose one ability, and the target must subtract a d4 from the next ability check it makes that uses that ability before the spell ends.

DEMONFLESH

6th-level transmutation

Casting Time: 1 action

Range: Touch

Components: V, S, M (a handful of sulfur)

Duration: Concentration, up to 1 hour

You touch a willing creature. Until the spell ends, the target's skin has a reddish, rubbery appearance, and the target has resistance to cold, fire, and lightning damage. For the duration, it also gains immunity to poison damage.

DROWN

5th-level transmutation

Casting Time: 1 action

Range: 60 ft.

Components: V, S, M (a vial of saltwater)

Duration: Concentration, up to 1 minute

Choose a creature that you can see within range. The target must succeed on a Constitution saving throw or its lungs immediately fill with water and it starts suffocating. While suffocating in this way, the target is incapacitated. At the end of each of its turns, the target can make another Constitution saving throw. On a successful save, the spell ends on the target.

Creatures that do not breathe or creatures that can breathe water are not affected by this spell.

RULE TIP: SUFFOCATING

When a creature runs out of breath or is choking, it can survive for a number of rounds equal to its Constitution modifier (minimum of 1 round). At the start of its next turn, it drops to 0 hit points and is dying, and it can't regain hit points or be stabilized until it can breathe again.

FALSE SENDING

4th-level evocation

Casting Time: 1 action

Range: Unlimited

Components: V, S, M (a short piece of fine copper wire)

Duration: 1 round

You send a short message of twenty-five words or less to a creature with which you are familiar—but you try to fool them into believing it's from someone else. When you cast this spell, choose a creature to imitate who you have heard speak for at least 1 minute. The target

hears the message in its mind and must make a Wisdom saving throw. On a failed save, the target is convinced that the message is from the creature you chose to imitate. On a successful save, the target knows the sending was an imitation, but it does not know who really sent it. In either case, the target can answer with its own message of twenty-five words or less. The spell enables creatures with Intelligence scores of at least 1 to understand the meaning of your message.

You can send the message across any distance and even to other planes of existence, but if the target is on a different plane than you, there is a 5 percent chance that the message doesn't arrive.

FORBIDDEN SPEECH

5th-level enchantment (ritual)

Casting Time: 1 action

Range: Touch

Components: V, S, M (A crushed yellow sapphire worth at least 500 gp, which the spell consumes)

Duration: 90 days

You make it impossible for a creature to communicate about a certain topic. One creature that you touch must make a Wisdom saving throw. On a failed save, the target can no longer speak, write, or communicate in any other way about a topic of your choice. Attempts to do so come out as gibberish, but the target can't communicate in any way that it's under the effects of this enchantment.

The amount of information suppressed must be relatively narrow, the equivalent of no more than 1 minute of regular speech. The identity of a murderer, the location of a treasure, or a secret password are all good examples of topics that can be suppressed. A topic such as "the history of Waterdeep" would be too broad, but "the number of soldiers in Waterdeep" would be acceptable. The spell fails if the DM deems a topic too broad. This spell can't be used to prevent a creature from speaking verbal spell components.

You can end the spell early by using an action to dismiss it. A *remove curse*, *greater restoration*, or *wish* spell also ends it.

At Higher Levels. When you cast this spell using a spell slot of 7th or 8th level, the duration is 1 year. When you cast this spell using a spell

slot of 9th level, the spell lasts until it is ended by the *wish* spell.

LUNAR MANIFESTATION

5th-level evocation

Casting Time: 1 action

Range: 120 ft. (30 ft. radius)

Components: V, S, M (1 meteorite shard)

Duration: Instantaneous

A gleaming white sphere resembling the moon briefly flashes into existence at a point you choose within range. You can choose to manifest this sphere as a full moon or a lunar eclipse.

When a full moon is manifested, each creature within a 30-foot radius must make a Constitution saving throw. On a failed save, a creature takes 7d6 radiant damage and is blinded for 1 minute. On a successful save, it takes half as much damage and isn't blinded.

When a lunar eclipse is manifested, each creature within a 30-foot radius must make a Wisdom saving throw. On a failed save, a creature takes 7d6 necrotic damage and is frightened of all hostile creatures for 1 minute. On a successful save, it takes half as much damage and isn't frightened.

A creature blinded or frightened by this spell makes another saving throw at the end of each of its turns. On a successful save, the effect ends.

MAGNETIZE

2nd-level transmutation

Casting Time: 1 action

Range: 30 feet

Components: V, S, M (a horseshoe)

Duration: Concentration, up to 1 minute

You attract a metal object within range toward you. The object can weigh up to 50 pounds, such as a sword, necklace, or chamber pot. It travels up to 30 feet and safely attaches itself to the material component (a horseshoe) or your arcane focus. It remains attached for the duration or until you release it.

If the object is being held by a creature, the creature must succeed on a Strength saving throw, or lose its grasp on the object as it flies toward you.

You can't target an object that is bolted down or being worn by a creature, such as armor, with this spell.

MANSHOON'S MAGE HAND

Conjuration cantrip

Casting Time: 1 action

Range: 30 feet

Components: V, S

Duration: 1 round

You conjure a spectral, floating hand to choke a creature you can see within range. Make a ranged spell attack against the target. On a hit, the target takes 1d4 psychic damage and, if the target is Large or smaller, it must make a Strength (Athletics) or Dexterity (Acrobatics) check (target's choice) against your spell save DC. On a failure, the target is grappled until the start of your next turn.

The spell's damage increases by 1d4 when you reach 5th level (2d4), 11th level (3d4), and 17th level (4d4).



MYSTIC LASH

5th-level evocation

Casting Time: 1 action

Range: Self

Components: V, S

Duration: Concentration, up to 1 minute

You create a crackling whip of ghostly red energy in your hand.

When the whip appears, make a melee spell attack against a target of your choice within 10 feet of you. On a hit, the target takes 4d10 lightning damage. In addition, a creature hit by the whip must succeed on a Constitution saving throw or be stunned until the start of your next turn. Until the spell ends, you can use your action on each of your turns to repeat this attack against a target of your choice within 10 feet of you.

If you drop the whip, it dissipates at the end of the turn. Thereafter, while the spell persists, you can use a bonus action to cause the whip to reappear in your hand.

At Higher Levels. When you cast this spell using a spell slot of 7th level or higher, the damage increases to 6d10.

THEFT OF TONGUE

3rd-level enchantment

Casting Time: 1 action

Range: Touch

Components: V, S

Duration: Concentration, up to 1 minute

You steal the ability to speak or understand language from an intelligent creature. When you touch a creature, it must make a Wisdom saving throw against your spell save DC. On a failed save, the creature can't speak or understand any spoken language for the spell's duration. If it attempts to speak, other creatures hear incomprehensible babble. Affected creatures are unable to cast spells with verbal components.

VARALLA'S CLAWS OF DARKNESS

2nd-level necromancy

Casting Time: 1 action

Range: 30 feet

Components: V, S

Duration: Concentration, up to 1 minute

You create a floating pair of enormous shadowy black claws in an unoccupied space that you can see within range. The claws last for

the spell's duration, and they move at your command, mimicking the movements of your own hands.

The claws are an extension of you, sharing your AC, hit point maximum, and bonuses to saving throws. The claws do not provoke attacks of opportunity.

When you cast this spell, and as an action on your subsequent turns, you can move the claws up to 20 feet and cause one of the following effects with it.

Lacerate. The claws strike one creature or object within 5 feet of them. Make a melee spell attack for the claws. On a hit, the target takes 2d10 necrotic damage.

Grasp. The claws attempt to grapple a creature within 5 feet of them. Use your spellcasting ability modifier to resolve the grapple.

At Higher Levels. When you cast this spell using a spell slot of 3rd level or higher, the damage dealt by the Lacerate effect increases by 1d10 for each slot level above 2nd.

VARALLA'S GRUESOME FLENSING

7th-level transmutation

Casting Time: 1 action

Range: 30 feet

Components: V, S, M (an onion)

Duration: Concentration, up to 4 rounds

You magically peel the flesh off a creature like an onion. When you first cast this spell, and as a bonus action on your subsequent turns, the target must make a Constitution saving throw. On a failed save, a creature takes 3d10 slashing damage and its Charisma score is reduced by 1d2 as strips of its outer surface are ripped away. If the save is successful, the creature takes half as much damage and its Charisma is unaffected, but the spell does not end early.

This spell can't cause the target's Charisma to drop below 3. If the target's hit points are reduced to 0 by this spell, the target immediately dies as its flesh is torn away.

The slashing damage can be healed normally. The reduction to Charisma can only be healed by a *regenerate*, *greater restoration*, or *wish* spell. Creatures that are immune to magical slashing damage are not affected by this spell.

VARALLA'S SHADOW MISSILE

1st-level conjuration

Casting Time: 1 action

Range: 60 feet

Components: S

Duration: Instantaneous

A dart of palpable shadow emerges from your finger and hurtles to a point you choose within range, where it explodes in a shower of dark material. Each creature in a 10-foot-radius sphere centered on that point must make a Dexterity saving throw. A target takes 2d6 necrotic damage on a failed save, or half as much damage on a successful one.

At Higher Levels. When you cast this spell using a 2nd level or higher spell slot, the necrotic damage increases by 1d6 for every slot level above 1st.

WAVE OF PAIN

3rd-level enchantment

Casting Time: 1 action

Range: Self (30-foot cone)

Components: V, S, M (a sharp thorn)

Duration: Instantaneous

You send a wave of psychic energy outward from your hands. Each creature in a 30-foot cone must succeed on a Constitution saving throw or fall prone and become incapacitated until the end of your next turn as its body is wracked by unbearable pain. A target is unaffected if it is immune to being charmed.



ROGUE'S GALLERY

The Zhentarim keeps meticulous records of its leaders, members, and other creatures within Darkhold and Darkhold Vale. A Zhent never knows when they'll need to use such information to consider what type of "accidents" might theoretically befall their rivals as they seek to move up in the Black Network acquiring wealth and power.

This chapter features a dossier of Zhentarim leadership and notable members, NPC stat blocks you can use for Zhentarim agents and denizens of Darkhold, followed by Zhentarim techniques for use with NPC stat blocks. Alternatively, you may choose to populate other nefarious organizations with these NPCs. For guidance on how to use a creature's stat block, consult the introduction of the *Monster Manual*.

SPELL SOURCES

These new NPCs may include spells from several sources. Unless specified, a spell is from the *Player's Handbook*. Spells marked with ^{DH} can be found in chapter 6, "Magic Items & Spells." Spells marked with ^{XGE} are from *Xanathar's Guide to Everything*.

ZHENTARIM DOSSIER

The following pages feature stat blocks for leaders and other notable members of the Zhentarim, arranged in alphabetical order.



THE PEREGHOST

FZOUL
CHEMBRYL

MAN/HOON

ASHEMMI

ASHEMMI

Medium humanoid (elf), chaotic good

Armor Class 13 (16 with *mage armor*)

Hit Points 110 (20d8 + 20)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	16 (+3)	12 (+1)	21 (+5)	15 (+2)	17 (+3)

Saving Throws Dex +7, Int +9, Wis +6

Skills Arcana +9, Deception +11, Perception +6, Stealth +11

Senses darkvision 60 ft., passive Perception 16

Languages Common, Elvish, thieves' cant

Challenge 12 (8,400 XP)

Contingent Caster. Ashemmi casts *mage armor* after each long rest. She has cast *mislead* as a contingent spell, which comes into effect when she faces a foe.

Inscrutable. Ashemmi is immune to any effect that would sense her emotions or read her thoughts, as well as any divination spell that she refuses. Wisdom (Insight) checks made to ascertain her intentions or sincerity have disadvantage.

Fey Ancestry. Ashemmi has advantage on saving throws against being charmed, and magic can't put her to sleep.

Spellcasting. Ashemmi is an 18th-level spellcaster. Her spellcasting ability is Intelligence (spell save DC 17, +9 to hit with spell attacks). Ashemmi can cast *disguise self* and *invisibility* at will and has the following wizard spells prepared:

Cantrips (at will): *cheat*^{DH}, *message*, *minor illusion*, *ray of frost*, *shocking grasp*

1st level (4 slots): *detect magic*, *illusory script*, *mage armor*^{*}, *magic missile*

2nd level (3 slots): *Nystul's magic aura*, *mirror image*, *shadow blade*^{XGE}

3rd level (3 slots): *counterspell*, *lightning bolt*, *theft of tongue*^{DH}

4th level (3 slots): *arcane eye*, *false sending*^{DH}, *Mordenkainen's private sanctum*

5th level (3 slots): *forbidden speech*^{DH}, *mislead*^{*}, *screaming*

6th level (2 slots): *mental prison*^{XGE}, *contingency*^{*}

7th level (1 slot): *sequester*

8th level (1 slot): *telepathy*

9th level (1 slot): *time stop*

^{*}Ashemmi casts these spells on herself before combat.

Spell Turning. Ashemmi has advantage on saving throws against spells and other magical effects. If she rolls a 20 on a saving throw and the spell is 7th level or lower, the spell has no effect on her and instead targets the caster using the slot level, spell save DC, attack bonus, and spellcasting ability of the caster.

ACTIONS

Paralytic Dagger. *Melee or Ranged Weapon Attack:* +7 to hit, reach 5 ft. or range 20/60 ft., one target. *Hit:* 5 (1d4 + 3) piercing damage and the target must succeed on a DC 15 Constitution saving throw or be paralyzed for 1 minute. The target can repeat the saving throw at the end of each of its turns, ending the effect on a success.

ASHEMMI

Leading the Sable Accord is no small feat, but it is particularly impressive for a spy. As head of the Darkhold Zhentarim's spellcasters, Ashemmi has honed herself into a master of deceit, cunning, and duplicity to maintain her facade as a loyal Zhent. She teaches those under her to wield these slippery lies in turn, yet still none know how devious the woman can be.

Cunning Survival. See, hear, and stay hidden. Ashemmi's survival depends on subterfuge and avoiding combat; she pulls strings and maneuvers behind the curtains before you could ever imagine facing her. Her magic

gathers information and disperses it while ascertaining that she is safe from those who would be her undoing.

Enemy of Your Enemy. If one can discern her true allegiance, Ashemmi is an indispensable ally—but only so long as she thinks her position is secure first. For those capable, crafty, and secretive, Ashemmi feeds information, smuggles stray magic items, and helps plan to unravel the Zhentarim from inside. But anyone who gets close to revealing her as a traitor has made a very dangerous enemy.

For more information on Ashemmi, see chapter 2, "The Zhentarim."

FZOUL CHEMBRYL

The former High Lord of the Zhentarim was resurrected by Bane as an exarch. Along with being a cleric, Fzoul has the power of a demigod and likes to show it off. After all, how can one really be a Chosen of the god of tyranny without showing those minions who's boss from time to time? Because Fzoul's ultimate goal is to bring the Zhentarim back to the church of Bane, he stops at nothing to purge any who follow Cyric or Bane's other enemies.

Newfound Directness. Fzoul Chembryl rose through the Zhentarim with political maneuvers and remains highly skilled in the arts of subterfuge. However, these days he focuses more on being Bane's Chosen, which often requires pounding the unworthy into submission. In combat, Fzoul enjoys vulgar displays of power like casting common spells with

high-level slots, or commanding someone to grovel then beating them with his scepter.

Unwitting Servant. For as much power as Fzoul Chembryl has received as the exarch of Bane, he must continue to show continuing loyalty and value as High Hand. Several of Fzoul's strongest abilities—including the possibility of surviving death once more—come directly from Bane channeling his favor through Fzoul.

FZOUL CHEMBRYL AS A MYTHIC ENCOUNTER

Fighting Fzoul Chembryl as a mythic encounter is equivalent to taking on two challenge rating 22 creatures in one encounter. Award a party 82,000 XP for defeating Fzoul Chembryl after he uses Mine and Mine Alone.

For more information on Fzoul Chembryl, see chapter 2, "The Zhentarim."

FZOUL CHEMBRYL

Medium humanoid (human), lawful evil

Armor Class 17 (half plate)

Hit Points 246 (29d8 + 116)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
20 (+5)	16 (+3)	19 (+4)	17 (+3)	21 (+5)	23 (+6)

Saving Throws Con +11, Wis +12, Cha +13

Skills Arcana +10, Deception +13, History +10, Insight +12, Intimidation +13, Perception +12, Persuasion +13

Damage Resistances necrotic, poison

Condition Immunities charmed, frightened, incapacitated, stunned

Senses passive Perception 22

Languages all

Challenge 22 (41,000 XP)

Aura of Treachery. Any creature hostile to Bane that starts its turn within 60 feet of Fzoul must make a DC 21 Charisma saving throw. On a successful save, the creature is immune to this effect for the next 24 hours. On a failed save, the creature must roll 2d4 any time it makes an attack roll or saving throw for the next minute, and subtract this number from the roll.

Legendary Resistance (3/day). If Fzoul fails a saving throw, he can choose to succeed instead.

Magic Resistance. Fzoul has advantage on saving throws against spells and other magic effects.

Mine and Mine Alone (Mythic Trait; Recharges After a Short or Long Rest). When Fzoul is reduced to 0 hit points, he doesn't die or fall unconscious. Instead, he heals 100 hit points and the black gauntlet of Bane appears on his arm. The gauntlet has an AC of 20 and 200 hit points. It is immune to necrotic, poison, and psychic damage, and it is immune to all conditions. If forced to make a saving throw, it uses Fzoul's statistics. While the gauntlet is active, Fzoul's hit points can't be reduced below 1 HP. Additionally, while the gauntlet is active, any followers of Bane within 60 feet of Fzoul have advantage on attack rolls, saving throws, and ability checks, and additionally can cast spells at first level without expending a spell slot.

Spellcasting. Fzoul is a 20th-level spellcaster. His spellcasting ability is Wisdom (spell save DC 20, +12 to hit with spell attacks). Fzoul has the following cleric spells prepared:

Cantrips (at will): *guidance, mending, resistance, sacred flame, true strike*

1st level (4 slots): *bane, command, cure wounds, guiding bolt*

2nd level (3 slots): *hold person, locate object, spiritual weapon*

3rd level (3 slots): *clairvoyance*, *dispel magic*, *spirit guardians*, *theft of tongue*^{DH}
4th level (3 slots): *banishment*, *death ward*, *divination*, *freedom of movement*
5th level (3 slots): *battletide*^{DH}, *holy weapon*^{XGE}, *lunar manifestation*^{DH}, *mass cure wounds*, *scrying*
6th level (2 slots): *blade barrier*, *true seeing*
7th level (2 slots): *divine word*, *symbol*
8th level (1 slot): *holy aura*
9th level (1 slot): *mass heal*

Tyrant's Magic. While attuned to and holding the *Scepter of the Tyrant's Eye*, Fzoul can cast the following spells (spell save DC of 20):

1/day: *blur*, *finger of death*, *fly*, *hold monster*, *mystic lash*^{DH}

Tyrannical Arms. Fzoul's weapon attacks deal an extra 7 (2d6) psychic damage (included in the attack).

War Caster. Fzoul has advantage on Constitution saving throws to maintain concentration on spells.

ACTIONS

Multiattack. Fzoul makes two melee weapon attacks.

Scepter of the Tyrant's Eye. *Melee Weapon Attack:* +15 to hit, reach 5 ft., one target. *Hit:* 11 (1d6 + 8) bludgeoning damage plus 7 (2d6) psychic damage

Tyrant's Eye Beam. *Ranged Spell Attack:* +15 to hit, range 240 ft., one creature. *Hit:* 16 (3d10) force damage plus 7 (2d6) psychic damage.

LEGENDARY ACTIONS

Fzoul can take 3 legendary actions, choosing from the options below. Only one legendary action can be used at a time and only at the end of another creature's turn. Fzoul regains spent legendary actions at the start of his turn.

Maneuver. Fzoul moves up to his speed without provoking opportunity attacks.

Respect Authority. Fzoul makes a melee attack with his scepter.

Cast a Spell (Costs 1–3 Actions). Fzoul casts a 1st-, 2nd-, or 3rd-level spell he has prepared, expending a spell slot if appropriate. Doing so costs 1 legendary action per level of the spell.

MYTHIC ACTIONS

If Fzoul's mythic trait is active, he can use the options below as legendary actions for as long as Bane's Gauntlet still has hit points.

Blast. Fzoul makes an attack with Tyrant's Eye Beam.

Command Ally. Fzoul commands an ally within 240 feet to make an attack, using its reaction. This attack has advantage and, if it hits, is automatically a critical hit.

REACTIONS

Reversal of Judgment (2/day). If a creature attacks Fzoul and rolls a critical hit, Fzoul can consider it a normal hit. The next time he hits with the *Scepter of the Tyrant's Eye*, that hit is turned into a critical hit.

JOTAN SILVERHAMMER

Clad in a wintry fur vest no matter the weather, this steel-eyed dwarf sports a well-kept platinum beard, a bandolier of holstered daggers, and the bemused gaze of someone who suspects he's seen it all. Allegedly just a guildmaster from a small town, this crime lord is jovial, friendly, persuasive, and utterly ruthless when crossed.

A Path of His Own. When Jotan came of age in the dwarfhold Silverreach, his clan sought to arrange his marriage. However, he wasn't attracted to dwarf women—in fact, he wasn't attracted to anyone. Matchmaking attempts persisted, so Jotan took on duties that kept him out in the deep caverns, maintaining gates, locks,

and defensive traps. He was away in the tunnels when duergar from the nearby stronghold of Duerradin invaded and conquered Silverreach.

A year of stealth and guerilla warfare in the deep Underdark taught Jotan a ruthless self-reliance. Escaping to the surface near Ylraphon, he ran with the elven adventurers Clif and Gythen, looting relics from the nearby ruins to sell on the black market. This led to him joining the Shadowcloaks, the Zhentarim-allied thieves' guild of nearby Calaunt. As Ylraphon was rebuilt, he became lieutenant guildmaster of the port's new Adventurer's Guild, and (secretly) the head of its branch of the Shadowcloaks. The local black market, run by Zhentish descendants of refugees from Zhentil Keep's destruction, grew so

swiftly under Jotan that the Zhentarim recruited him into a leadership position. In the years since, he's quickly risen to authority over many regional organized crime operations.

Savoring the Challenge. Jotan loves maximizing profits, discerning secrets, and nurturing talent. His heart still lies with bold, independent rogues out to make names for themselves. Secretly, he thinks the way Zhents muscle in to subvert or destroy local gangs makes any town a less interesting place. He was resigned to loving his work but hating its results before he uncovered the tale of the archmage Sememmon, who defected from the Black Network's top ranks with help from a secret ally (Ashemmi, though Jotan doesn't know that). Seeing that even the highest Zhent leaders are fallible, Jotan started his "game" of subtly working against the Zhentarim. He doesn't want to destroy the organization; he just wants to break it a little.

The Worm in the Apple. Jotan divides his time between Darkhold and Ylraphon, administering a growing portion of the Zhentarim's criminal network. He keeps profits steadily increasing (though not as much as he could) while subtly undermining the Black Network's ability to bring local enterprises to heel. He

fosters rivalries, encourages secrecy between members, and promotes those who have their own agendas. He likes adventurers, and hires more of them than any other Zhentarim leader—sometimes to further the organization's goals, but just as often to covertly sow chaos exactly when he needs it.

Jotan senses that Darkhold's leading spellcaster, Ashemmi, is onto him. He assumes she hasn't exposed him because it aids her in some kind of power play. What he doesn't know is that she's covertly gifted him with enchantments that help conceal his duplicity and enhance his insights.

Encountered with Allies. Given the nature of his work, Jotan doesn't travel without an entourage. On direct Zhentarim business, Jotan is frequently accompanied by lower-ranking comrades who are Zhentarim assassins (from the *Monster Manual*) or Shadowcloak alley-blades (from later in this chapter). Otherwise, he's often with adventurers, especially his two old dungeon-delving pals, the wood elves Gythen Wildwood and Clif (short for Acclifera-eth). These two have minor psionic abilities, giving each a stat block like that of a **drow elite warrior** (*Monster Manual*), though they are chaotic good, they speak Common instead of

JOTAN SILVERHAMMER

Medium humanoid (dwarf), neutral

Armor Class 19 (+2 studded leather armor)

Hit Points 90 (12d8 + 36)

Speed 25 ft.

STR	DEX	CON	INT	WIS	CHA
11 (+0)	21 (+5)	16 (+3)	17 (+3)	16 (+3)	14 (+2)

Saving Throws Con +7, Dex +9, Int +7

Skills Deception +10, Investigation +7, Insight +11, Perception +11, Sleight of Hand +9, Stealth +9

Damage Resistances poison

Senses darkvision 60 ft., passive Perception 21

Languages Common, Dwarvish, Goblin, Undercommon

Challenge 10 (5,900 XP)

Brandon's Bandolier. Due to his magic bandolier, Jotan never runs out of daggers, and each time he draws a new dagger it grants him a +1 bonus to attack and damage rolls with it (accounted for in Jotan's dagger attack) until the end of his next turn. (This item is described in chapter 6).

Discerning Senses. Jotan has advantage on Intelligence (Investigation) and Wisdom (Insight or Perception) checks. He knows when he hears any creature besides Ashemmi speak a lie in a language he knows.

Dwarven Resilience. Jotan has advantage on saving throws against being poisoned.

Evasion. If Jotan is subjected to an effect that allows him to make a Dexterity saving throw to take only half damage, he instead takes no damage if he succeeds on the saving throw, and only half damage if he fails.

Inscrutable. Ashemmi's wards make Jotan immune to any effect that would sense his emotions or read his thoughts, as well as any divination spell that he refuses. Wisdom (Insight) checks made to ascertain his intentions or sincerity have disadvantage.

Sneak Attack (1/Turn). Jotan deals an extra 28 (8d6) damage when he 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 of Jotan's that isn't incapacitated and Jotan doesn't have disadvantage on the attack roll.

Swift Action. On each of his turns, Jotan can use a bonus action to take the Dash, Disengage, or Hide action, or (if he can wield a dagger in each hand) to make a +1 dagger attack.

ACTIONS

Multiattack. Jotan makes three +1 dagger attacks. He can substitute a use of Startling Insight for one attack.

+1 Dagger. *Melee or Ranged Weapon Attack:* +10 to hit, reach 5 ft. or range 20/60 ft., one target. *Hit:* 8 (1d4 + 6) magical piercing damage. After each dagger is drawn, it becomes nonmagical at the end of Jotan's next turn.

Startling Insight. One creature Jotan can see must make a DC 19 Charisma (Deception) check. On a failure, Jotan has advantage on the next attack roll he makes against that creature before the end of his next turn, and deduces one of the following pieces of information about the target (DM's discretion): a place it has visited, an object it has handled, a person it has spoken with, or one of its personality traits (if any).

REACTIONS

Alleyblade's Dodge. When an attacker that Jotan can see hits him with an attack, he halves the damage against him. If there are three or more hostile creatures within 5 feet of him, as part of the same reaction, he can move up to 10 feet without provoking opportunity attacks.

Undercommon, and they lack the drow's Sunlight Sensitivity trait. The elves can also cast one extra spell 2/day using their Innate Spellcasting trait: *invisibility* for Clif, and *pass without trace* for Gythen.

MANSHOON OF DARKHOLD

Clone of the founder of the Zhentarim, the Manshoon of Darkhold is a ruthless spellcaster and master of the Art. He operates autonomously on endeavors of his own choosing, advancing both the Zhentarim and his personal schemes to achieve greater arcane power.

Like other Manshoons before him, the archmage enjoys a tenuous beholder alliance. Though rarely seen, he meets regularly with the beholder Manxam in its lair beneath Castle Darkhold. When Manshoon does choose to manifest in the flesh, he typically employs a masked *simulacrum*. Manshoon shows his true face to no one, for there is none worth trusting. To this clone of the founder, there are only temporary allies. Inevitably, everyone loses

their usefulness, at which point the dark wizard either manipulates them from the shadows or slays them without hesitation.

Clone of Manshoon. The Manshoon of Darkhold is not to be underestimated. Each clone possesses the knowledge of Manshoon at the time of the *stasis clone* spell's casting, bringing with them decades of training, research, and arcane secrets. Though a clone's potency wanes with each generation, they are no less dangerous than the most seasoned living mages in the Realms—and every bit as evil as the original.

Spell Corruptions. Manshoon's mastery of the Art allows him to twist spells on the fly, creating devastating corruptions of classical magic, such as the silent *fireball* spell that the original Manshoon unleashed upon his return to Zhentil Keep. Despite rejecting Mystra's offer of Chosen on more than one occasion, she has bolstered Manshoon's soul with the Weave, affording him a greater connection with magic than any mortal mage.

For more information on Manshoon, see chapter 2, "The Zhentarim."

MANSHOON OF DARKHOLD

Medium humanoid (human), lawful evil

Armor Class 18 (*robe of the archmagi*)

Hit Points 126 (23d8 + 23)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	14 (+3)	12 (+1)	23 (+6)	15 (+2)	16 (+3)

Saving Throws Str +6, Dex +9, Con +7, Int +12, Wis +8, Cha +9

Skills Arcana +18, Deception +9, History +12

Senses darkvision 60 ft., passive Perception 12

Languages Common, Draconic, Goblin, Infernal, Orc, Undercommon

Challenge 18 (20,000 XP)

Always Prepared. Manshoon has cast *teleport* as a contingent spell, which comes into effect when he faces a hostile foe. Additionally, if possible, Manshoon casts *fire shield*, *mind blank*, and *see invisibility* on himself prior to initiating combat.

Manshoon's Legendary Resistance (3/Day). If Manshoon fails a saving throw, he can choose to succeed instead. Additionally, when using this feature, Manshoon may target any one creature within 30 feet of him and make it the target of the spell he chose to resist.

Magic Resistance. Manshoon has advantage on saving throws against spells and other magic effects while wearing his *robe of the archmagi*.

Magical Siphon. When a creature receives magical healing from a spell within 15 feet of Manshoon, the creature that healed it must make an Intelligence saving throw against Manshoon's spell save DC. On a failed save, the healing magic affects Manshoon as well, even if the spell only targets one or a specific number of creatures.

Robe of the Archmagi. Manshoon wears a black *robe of the archmagi* (accounted for in his statistics).

Spell Corruptions (3/Day). Whenever Manshoon casts a spell, he can corrupt it using one of the following spell corruptions. He can use only one spell corruption when casting a spell.

Duplicious Spells. When Manshoon casts a spell that targets only one creature, he can target 1d4 additional creatures of his choice within range of the spell.

Power Overwhelming. When Manshoon casts a wizard spell of 1st through 5th level that deals damage, he can deal maximum damage with that spell. When Manshoon casts a wizard spell of 6th through 9th level that deals damage, he can reroll a number of the damage dice up to his Intelligence modifier (minimum of one). He must use the new rolls.

True Silence. The spell and its effects create no sound, though the spell otherwise affects creatures normally and requires any verbal component as usual.

Spellcasting. Manshoon is an 18th-level spellcaster. His spellcasting ability is Intelligence (spell save DC 22, +14 to hit with spell attacks). He has the following wizard spells prepared:

Cantrips (at will): *fire bolt*, *light*, *Manshoon's mage hand*^{DH}, *prestidigitation*, *shocking grasp*

1st level (4 slots): *alarm*, *detect magic*, *Varalla's shadow missile*^{DH}, *shield*

2nd level (3 slots): *detect thoughts*, *mirror image*, *misty step*, *see invisibility*

3rd level (3 slots): *counterspell*, *dispel magic*, *fireball*

4th level (3 slots): *confusion*, *fire shield*, *greater invisibility*, *polymorph*

5th level (3 slots): *Bigby's hand*, *forbidden speech*^{DH}, *scrying*, *wall of force*

6th level (1 slot): *contingency*, *disintegrate*, *globe of invulnerability*

7th level (1 slot): *finger of death*, *teleport*

8th level (1 slot): *feeblemind*, *mind blank*

9th level (1 slot): *power word kill*, *prismatic wall*

ACTIONS

Metal Fist. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 2 (1d4) bludgeoning damage.

LEGENDARY ACTIONS

Manshoon can take 3 legendary actions, choosing from the options below. Only one legendary action can be used at a time and only at the end of another creature's turn. Manshoon regains spent legendary actions at the start of his turn.

Maneuver. Manshoon moves up to his full movement speed without provoking opportunity attacks.

Cast a Spell (Costs 1–3 Actions). Manshoon casts a 1st-, 2nd-, or 3rd-level spell he has prepared, expending a spell slot if appropriate. Doing so costs 1 legendary action per level of the spell.

THE PEREGHOST

The Pereghost is a cunning, ruthless, and strategic combatant. In combat, he relentlessly attacks and pursues the most dangerous enemy present and is sure to kill them even if they are knocked unconscious. There is no room for error or risk, and the Pereghost personifies a calm, cool, and calculated demeanor as he vanquishes his foes.

For more information on the Pereghost, see chapter 2, “The Zhentarim.”

THE PEREGHOST AS A MYTHIC ENCOUNTER

The Pereghost has a unique stat block to portray the four other spirits that inhabit his body. When the Pereghost is reduced to 0 hit points, he gains 450 hit points and the spirits

of Osklyn Daraunt, Malanxa Orthwood, Mendezmur Perendyn, and Warl Graeldyn take over his body, fighting for control. While in control, they retain the Pereghost’s traits, actions, and mythic actions, while adding their own additional traits, actions, and mythic actions, detailed separately below.

On initiative count 20 (losing initiative ties), roll a d4 to determine which spirit takes control of the Pereghost’s body for that round.

d4 Controlling Spirit

- 1 Osklyn Daraun
- 2 Malanxa Orthwood
- 3 Mendezmur Perendyn
- 4 Warl Graeldyn

PEREGHOST

Medium undead, chaotic evil

Armor Class 20 (+2 plate armor)

Hit Points 180 (19d8 + 95)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
20 (+5)	11 (+0)	20 (+5)	12 (+1)	16 (+3)	24 (+7)

Saving Throws Dex +6, Wis +9, Cha +13

Damage Immunities necrotic, poison, psychic

Condition Immunities frightened, poisoned

Senses darkvision 120 ft., passive Perception 13

Languages Common, Dwarvish, Elvish,
Goblin, Orc

Challenge 18 (20,000 XP)

Battle Maneuvers (6/Day). Whenever the Pereghost uses an action or legendary action to make an attack, he can enhance it using one of the following maneuvers. He can use only one maneuver per action or legendary action.

Commander’s Strike. The Pereghost forgoes one of his attacks and chooses an ally he can see within 30 feet of him that can see and hear him. That creature can use its reaction to make one weapon attack.

Goading Attack. If the attack hits, the Pereghost adds 5 (1d10) to the attack’s damage roll. The

target must succeed on a DC 21 Wisdom saving throw or have disadvantage on all attack rolls against targets other than the Pereghost until the end of its next turn.

Pushing Attack. If the attack hits, the Pereghost adds 5 (1d10) to the attack’s damage roll. If the target is Large or smaller, it must make a DC 21 Strength saving throw. On a failed save, the Pereghost pushes the target up to 15 feet away from him.

Evasive Footwork (Recharge 4–6). When the Pereghost moves more than 20 feet on his turn, he can roll 1d8 and add the number rolled to his AC until the start of his next turn.

I Contain Multitudes (Mythic Trait; Recharges After a Short or Long Rest). When the Pereghost is reduced to 0 hit points, he doesn’t die or fall unconscious. Instead, his body is taken over by one of the other four spirits—Osklyn Daraunt, Malanxa Orthwood, Mendezmur Perendyn, or Warl Graeldyn—that inhabit his body. Collectively, the spirits have an AC of 20 and 450 HP, and until the Pereghost is reduced to 0 hit points again, all four spirits remain. The Pereghost can’t be fully defeated until all the spirits have been destroyed. While in control of the Pereghost’s body, each spirit has certain abilities that they can call upon, listed in the stat blocks that follow.

Legendary Resistance (5/Day). If the Pereghost fails a saving throw, he can choose to succeed instead.

Fighting the Pereghost as a mythic encounter is equivalent to taking on three challenge rating 18 creatures in one encounter. Award a party 60,000 XP for defeating the Pereghost after he uses I Contain Multitudes.

VARIANT: A REVENANT'S REVENGE

When the Pereghost drops below 75 HP, after using I Contain Multitudes, Osklyn Daraunt gains control of the Pereghost's body, allowing for a moving social encounter to avenge Osklyn and free his spirit so he may be reunited with his family in the afterlife. Each of the other spirits regains consciousness in 1d4 + 1 days. *Gentle repose*^{XGE} can be used to put them into a more controlled slumber.



Magic Resistance. The Pereghost has advantage on saving throws against spells and other magical effects.

Special Equipment. The Pereghost wields *Determination* (reference chapter 6), accounted for in his statistics.

Sure-Footed. The Pereghost has advantage on Strength and Dexterity saving throws made against effects that would knock him prone.

Turn Immunity. The Pereghost is immune to effects that turn undead.

Vigilant. The Pereghost can't be surprised.

ACTIONS

Multiattack. The Pereghost makes 3 attacks with his longsword *Determination*. One attack can be replaced by Staggering Smite.

Longsword (*Determination*). *Melee or Ranged Weapon Attack:* +14 to hit, reach 5 ft. or range 30/60 ft., one target. *Hit:* 12 (1d8 + 8) slashing damage, or 13 (1d10 + 8) slashing damage if used with two hands, or 17 (2d8 + 8) slashing damage if making a ranged attack.

Dreadful Aspect (*Recharges after a Short or Long Rest*). The Pereghost exudes a magical menace. Each enemy within 30 feet of the Pereghost must succeed on a DC 23 Wisdom saving throw or be frightened for 1 minute. If a frightened target ends its turn more than 30 feet away from the Pereghost, the target can repeat the saving throw, ending the effect on itself on a success.

Staggering Smite (3/Day). *Melee Weapon Attack:* +14 to hit, reach 5 ft., one target. *Hit:* 12 (1d8 + 8) slashing damage plus 14 (4d6) psychic damage, and the target must make a DC 23 Wisdom saving throw. On a failed save, it has disadvantage on attack rolls and ability checks, and can't take reactions until the end of its next turn.

REACTIONS

Parry. The Pereghost adds 6 to its AC against one melee attack that would hit him. To do so, he must see the attacker and be wielding a melee weapon.

LEGENDARY ACTIONS

The Pereghost can take 3 legendary actions, choosing from the options below. Only one legendary action can be used at a time and only at the end of another creature's turn. He regains spent legendary actions at the start of his turn.

Weapon Attack. The Pereghost makes a weapon attack.

Quick Step (*Cost 2 Actions*). The Pereghost moves up to his speed without provoking opportunity attacks.

MYTHIC ACTIONS

If the Pereghost's mythic trait is active, he gains new legendary actions, as long as one of the other spirits is still conscious. Each spirit has their own mythic actions, only available to them when they are in control of the Pereghost's body.

SPIRIT OF OSKLYN DARAUNT

Medium undead, lawful neutral

This possessing spirit uses the Pereghost's statistics, while adding its own additional traits, actions, and mythic actions.

Roleplaying Osklyn. Osklyn Daraunt was a merchant before his wife and child were murdered in cold blood. He sought revenge for them but was cut down and rose as a revenant. Osklyn wants nothing more than to be reunited with his family and resents being trapped in the Pereghost's body.

Tactics. While in control, he attempts to negotiate with the characters, only fighting as a last resort, using Vengeful Glare to affect an escape.

TRAITS

Low Cunning. Osklyn can take the Disengage action as a bonus action on each of his turns.

ACTIONS

Multiattack. Osklyn makes 3 attacks with the longsword *Determination*. One attack can be replaced by Claws of the Grave.

Claws of the Grave. *Melee Spell Attack:* +14 to hit, range 5 ft., one target. *Hit:* 16 (2d10 + 5) necrotic damage.

Vengeful Glare. Osklyn targets one creature he can see within 30 feet of him. The target must make a DC 23 Wisdom saving throw. On a failed save, the target is paralyzed until Osklyn deals damage to it, or until the end of Osklyn's next turn. When the paralysis ends, the target is frightened of Osklyn for 1 minute. The frightened target can repeat the saving throw at the end of each of its turns, with disadvantage if it can see Osklyn, ending the frightened condition on itself on a success.

MYTHIC ACTIONS

Vengeful Glare (Costs 2 actions). Osklyn uses his Vengeful Glare action.

SPIRIT OF MALANXA ORTHWOOD

Medium undead, chaotic evil

This possessing spirit uses the Pereghost's statistics, while adding its own additional traits, actions, and mythic actions.

Roleplaying Malanxa. Malanxa Orthwood was a femme fatale that, in life, used her beauty and charm to manipulate the world around her, discarding those she used when they no longer served a purpose.

Tactics. Malanxa opens combat with her Song of Domination, attempting to gain an unwilling ally to use as a shield between her and her enemies. She uses Incorporeal Dash to toy with her enemies and to keep a distance between her and them.

TRAITS

Innate Spellcasting. Malanxa's spellcasting ability is Charisma (spell save DC 21). She can cast the following spells, requiring no material components:

At will: *cheat*^{DH}, *vicious mockery* (17th level)
3/each day: *command* (as a 3rd level spell),
confusion

Psychic Blades (1/turn). When Malanxa hits a creature with a weapon attack, she deals an extra 28 (8d6) psychic damage.

ACTIONS

Song of Domination (3/day). Malanxa targets one creature that she can see within 60 feet of her. If the creature can see or hear her, it must succeed on a DC 23 Charisma saving throw against this magic or be charmed by her for 1 minute. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

MYTHIC ACTIONS

Cantrip. Malanxa casts a cantrip.

Incorporeal Dash (Cost 2 Actions). Malanxa moves up to her speed. She can move through other creatures and objects as if they were difficult terrain. She takes 5 (1d10) force damage if she ends her turn inside an object.

SPIRIT OF MENDEZMUR PERENDYN

Medium undead, lawful evil

This possessing spirit uses the Pereghost's statistics, while adding its own additional traits and mythic actions.

Roleplaying Mendezmur. Mendezmur Perendyn, while evil, was seen as a straight shooter, but someone that was never to be double-crossed. "Good" was only for delusional idiots who did more harm in the world. Only the strong could seize power and hold it, and he intended to be among the strong.

Tactics. Mendezmur was a transmuter wizard in life. He has retained most of his spellcasting knowledge and uses it to great effect, casting *fire shield* on his first turn. Mendezmur uses Transmuter Stone to minimize damage and keep his enemies on their toes.

TRAITS

Ability Score Increase. Mendezmur's Intelligence score increases to 22.

Shapechanger (Recharges after a Short or Long Rest). Mendezmur can cast *polymorph* without expending a spell slot. He can only target himself, and transforms into a beast that has a challenge rating of 1 or lower.

Spellcasting. Mendezmur is a 14th-level spellcaster. His spellcasting ability is Intelligence (spell save DC 20, +12 to hit with spell attacks). Mendezmur has the following wizard spells prepared:

Cantrips (at will): *booming blade, mage hand, message, ray of frost, shocking grasp*

1st level (4 slots): *burning hands, feather fall, magic missile, shield*

2nd level (3 slots): *dragon's breath, enlarge/reduce, knock*

3rd level (3 slots): *blink, counterspell, slow*

4th level (3 slots): *fire shield, polymorph*

5th level (2 slots): *steel wind strike, wall of force*

6th level (1 slot): *disintegrate*

MYTHIC ACTIONS

Cantrip. Mendezmur casts a cantrip.

Transmuter Stone (Cost 2 Actions). Mendezmur gains resistance to one damage type of his choice—acid, cold, fire, lightning, or thunder—until the start of his next turn.

SPIRIT OF WARL GRAELDYN

Medium undead, chaotic evil

This possessing spirit uses the Pereghost's statistics, while adding its own additional traits and mythic actions.

Roleplaying Warl. Warl Graeldyn was a man who was treacherous to a fault, charismatic and a master of necromancy. He dreamed of building an army of undead that rivaled even the most powerful lich, and saw himself the true successor to his lich master.

Tactics. People are merely corpses waiting to be taken control of. Warl focuses his attacks on the most injured target, regardless of if they are friend or foe, using *Disrupt Life* with reckless abandonment. Once they are dead, he uses *Swift Animation*, raising them to do his bidding.

TRAITS

Ability Score Increase. Warl's Intelligence score increases to 24.

Innate Spellcasting. Warl's spellcasting ability is Intelligence (spell save DC 21). He can cast the following spells, requiring no material components:

At will: *chill touch* (17th level), *toll the dead*^{XGE} (17th level)

3/each day: *animate dead, ray of enfeeblement, shadow of moil*

1/each day: *create undead* (as a 9th-level spell)

Master of the Grave. Any friendly undead creature within 30 feet of Warl gains advantage on all saving throws, and if it starts its turn within 30 feet of him, it regains 1d6 hit points.

Swift Animation (Recharge 6). When a living Medium or Small humanoid within 30 feet of Warl dies, he can use a bonus action on his next turn to cast *animate dead* or *create undead* on that humanoid's corpse, instead of using the spell's normal casting time.

MYTHIC ACTIONS

Disrupt Life (Costs 3 Actions). Each creature within 20 feet of Warl that is not undead must make a DC 21 Constitution saving throw against this magic, taking 42 (12d6) necrotic damage on a failed save, or half as much damage on a successful one..



RIVAR DARKWIND

Riviar, the Banefist, needs neither magic nor tricks to be one of Darkhold’s most formidable warriors. Wielding brutality and discipline in equal measure, Riviar Darkwind is the foremost tactical mind alongside the Peregghost; her iron command of Darkhold’s military forces has created a legion feared across Faerûn. Under her command, the Black Network’s steel can be felt across nations, and she will not stop until the darkness has swallowed the light entirely.

Unshakable Loyalty. Riviar directs, commands, and inspires. Though her training is relentless, the Storm Watch is nothing short of elite as a result. They would follow Riviar into the pits of the Abyss if she barked the order, knowing her cunning would get them out. Witnessing them on the battlefield is said to be a thing of brutal beauty—Riviar protects and leads them with precision, and in return, they would give their lives to keep her safe. This is a unit to be feared.

Crushing Presence. Driven to cut down those who oppose the tyrant and the Black Network, Riviar is unyielding and doesn’t retreat unless absolutely necessary. Her tactical brilliance does more than cut out the legs of her enemies. Riviar knows how to crush hope, overwhelming the enemy until their swords and their spirits break.

For more information on Riviar Darkwind, see chapter 2, “The Zhentarim.”

RIVAR DARKWIND

Medium humanoid (human), lawful evil

Armor Class 18 (plate armor)

Hit Points 255 (30d8 + 120)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
22 (+6)	15 (+2)	18 (+4)	15 (+2)	18 (+4)	16 (+3)

Saving Throws Str +11, Dex +7, Con +9, Wis +9

Skills Athletics +11, Intimidation +8, Perception +9, Persuasion +8

Senses passive Perception 19

Languages Common

Challenge 16 (15,000 XP)

Banefist. Riviar and each allied creature within 15 feet of her that can see or hear her score a critical hit on a roll of 19 or 20.

Battle Maneuvers (6/Short Rest). Whenever Riviar uses an action or legendary action to make an attack, she can enhance it using one of the following maneuvers. She can use only one maneuver per action or legendary action.

Goading Attack. If the attack hits, Riviar adds 5 (1d10) to the attack's damage roll. The target must succeed on a DC 19 Wisdom saving throw or have disadvantage on all attack rolls against targets other than Riviar until the end of her next turn.

Lunging Attack. Riviar increases the reach of her attack by 5 feet and, if it hits, adds 5 (1d10) to the attack's damage roll.

Menacing Attack. If the attack hits, Riviar adds 5 (1d10) to the attack's damage roll and the target must succeed on a DC 19 Wisdom saving throw or become frightened until the end of Riviar's next turn.

Precision Attack. Before or after making the attack roll, but before any effects of the attack are applied, Riviar adds 1d10 to her weapon attack roll.

Indomitable (3/Day). Riviar can reroll a saving throw she fails. She must use the new roll.

ACTIONS

Multiattack. Riviar makes two weapon attacks.

Greatsword. *Melee Weapon Attack:* +11 to hit, reach 5 ft., one target. *Hit:* 20 (4d6 + 6) slashing damage.

Longbow. *Ranged Weapon Attack:* +7 to hit, range 150/600 ft., one target. *Hit:* 15 (3d8 + 2) piercing damage.

LEGENDARY ACTIONS

Riviar can take 3 legendary actions, choosing from the options below. Only one legendary action can be used at a time and only at the end of another creature's turn. Riviar regains spent legendary actions at the start of its turn.

Weapon Attack. Riviar makes a weapon attack.

Replenish Maneuvers (Costs 2 Actions). Riviar replenishes 2 uses of Battle Maneuvers.

Command Troops (Costs 3 Actions). Riviar targets all allies she can see within 15 feet of her. Each target that can see and hear Riviar can make one weapon attack as a reaction and gain advantage on the attack roll.

SORROW

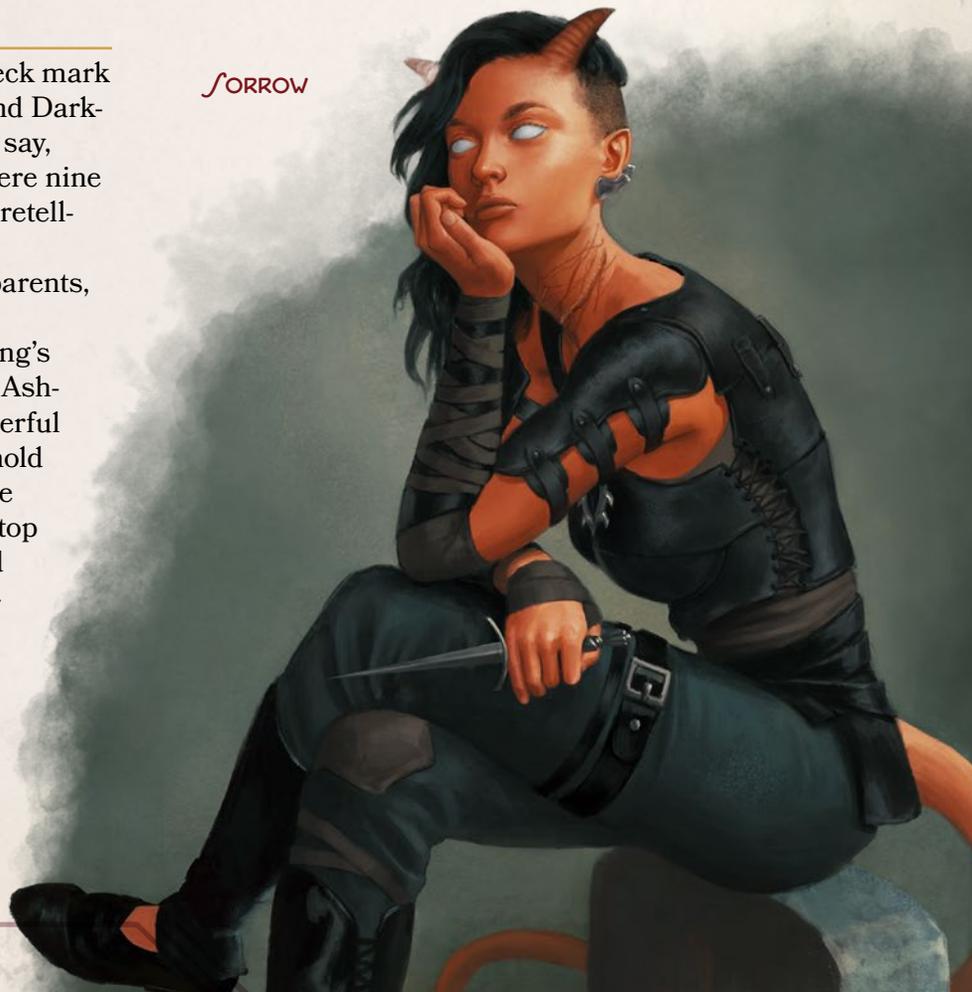
Hard gray eyes and a deeply scarred neck mark Sorrow as the center of whispers around Darkhold; she watched her parents die, they say, and killed the bandits who did it at a mere nine years old. The story, despite numerous retellings, is not wholly true.

Sorrow animated the bodies of her parents, and *they* killed the bandits.

Necromancy has long been this tiefling's weapon of choice. Despite being under Ashemmi's tutelage, Sorrow is a more powerful spellcaster, an arcane prodigy at Darkhold second only to Manshoon. Believing she embodies the ideals of Cyric, she will stop at nothing to assassinate Ashemmi and take her place—and perhaps the Pereg-host, should the powers of darkness favor her in time.

Servant of Cyric. Sorrow sows fear and cripples opponents as quickly as possible, knowing her true power lies in wielding their corpses against

SORROW



SORROW

Medium humanoid (tiefling), neutral evil

Armor Class 12 (15 with *mage armor*)

Hit Points 130 (20d8 + 40)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
11 (+0)	14 (+2)	14 (+2)	22 (+6)	15 (+2)	17 (+3)

Saving Throws Int +11, Wis +7

Skills Arcana +11, Deception +8, History +11

Damage Resistances fire, necrotic

Senses darkvision 60 ft., passive Perception 12

Languages Common, Infernal

Challenge 14 (11,500 XP)

Grim Reaping. When Sorrow deals damage with a spell of 1st level or higher, she gains temporary hit points equal to three times the spell's level. She has advantage on spell attacks while she has temporary hit points from this feature.

Innate Spellcasting. Sorrow's innate spellcasting ability is Charisma (spell save DC 16). Sorrow can innately cast the following spells, requiring no material components:

At will: *thaumaturgy*

1/day each: *darkness*, *hellish rebuke*

Magic Resistance. Sorrow has advantage on saving throws against spells and other magical effects.

Spellcasting. Sorrow is a 19th-level spellcaster. Her spellcasting ability is Intelligence (spell save DC 19, +11 to hit with spell attacks). She has the following wizard spells prepared:

Cantrips (at will): *chill touch*, *dancing lights*, *fire bolt*, *Manshoon's mage hand*^{PH}, *toll the dead*^{XGE}

1st level (4 slots): *cause fear*, *mage armor*, *ray of sickness*, *witch bolt*

2nd level (3 slots): *blindness/deafness*, *misty step*, *ray of enfeeblement*

3rd level (3 slots): *animate dead*, *counterspell*, *wave of pain*^{PH}

4th level (3 slots): *blight*, *dimension door*, *phantasmal killer*

5th level (3 slots): *cloudkill*, *danse macabre*^{XGE}, *negative energy flood*^{XGE}

6th level (2 slots): *circle of death*, *eyebite*

7th level (1 slot): *finger of death*

8th level (1 slot): *feeblemind*

9th level (1 slot): *imprisonment*

ACTIONS

Withering Knife. *Melee or Ranged Weapon Attack:* +7 to hit, reach 5 ft. or range 20/60 ft., one target. *Hit:* 4 (1d4 + 2) piercing damage and 7 (3d4) necrotic damage.

their allies. She takes a vicious delight in severing loyalties and makes no allies of her own, knowing that to expose your back in Darkhold is to ask for a knife to pierce it.

Skeletons in the Closet. Never assume that Sorrow is alone. To do so is certain doom, as Darkhold is a banquet of death, and Sorrow full well takes advantage of the feast.

For more information on Sorrow, see chapter 3, "Darkhold."

VELYA THE ALLSIGHT

A veil over her face and short swords on her hips, Velya is a mercenary who joined the Zhentarim looking for coin—and even more than that, a challenge. She lost an eye from an arrow that found its mark but even still she managed to slay the foes ahead of her. Her fierce reputation in combat drew the attention of a higher power that spoke to her and offered her a new kind of sight if she took a leap of faith and

removed her other eye as a sign of loyalty to her new patron. Upon agreeing, she lost her normal vision, and in the place of her eyes looms two pools of shadowy mist. Thanks to the boon of her benefactor, she can sense movement as it shifts in the air around her, and she rose to become a leader in the Zhentarim.

Divine Conversation. Velya has only become more dangerous after her mysterious benefactor bestowed its gifts on her. Most of Velya's targets come from Zhentarim jobs, though occasionally she's heard speaking aloud to an invisible someone that seems to give her contracts.

Without Hesitation. If Velya notices foes around her, she charges at them to attack without waiting. Her mentality is that the less time she spends preparing, the less time her enemy has to do the same—but that does not mean she is foolish. If things stop going her way, she immediately retreats to lure her targets to a place that is more to her advantage.

VELYA THE ALLSIGHT

Medium humanoid (human), lawful evil

Armor Class 18 (leather armor)

Hit Points 117 (18d8 + 120)

Speed 40 ft.

STR	DEX	CON	INT	WIS	CHA
15 (+2)	20 (+5)	18 (+4)	15 (+2)	18 (+4)	16 (+3)

Saving Throws Dex +10, Wis +9

Skills Perception +9, Sleight of Hand +10, Stealth +15

Damage Resistances cold, psychic

Condition Immunities blinded, frightened

Senses blindsight 30 ft. (blind beyond this radius), tremorsense 60 ft., passive Perception 18

Languages Common, Elven

Challenge 13 (10,000 XP)

Total Awareness. Velya is immune to being surprised.

Assassinate. During her first turn, Velya has advantage on attack rolls against any creature that hasn't taken a turn. Any hit Velya scores against a surprised creature is a critical hit.

Shadow Step. While in dim light or darkness, Velya can teleport as a bonus action up to 60 feet to an unoccupied space she can see that is also in dim light or darkness. She then has advantage on the first melee attack she makes before the end of the turn.

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

ACTIONS

Multiattack. Velya makes two weapon attacks.

Cursed Short Swords. *Melee Weapon Attack:* +10 to hit, reach 5 ft., one target. *Hit:* 8 (1d6 + 5) piercing damage + 4 (1d8) necrotic damage.

Consumption. All light within a 40-foot radius of Velya is consumed. If any of this area overlaps with an area of light created by a spell of 2nd level or lower, the spell that created the light is dispelled.

VARALLA THE LICH

The former Lich Queen of Darkhold is slowly regenerating in her secret tomb beneath Darkhold.

Varalla seeks to recapture Darkhold from the Zhentarim and wishes to find out the fate of her lover, Endarakh.

Powerful magics crafted Varalla's lichdom before the Weave was broken, and consequently, her appearance remains mostly unaffected by undeath. She has chosen to make herself appear as a middle-aged human woman, with light hair and fair skin.

Dark Vengeance. Consumed by hatred for Fzoul and Manshoon, Varalla has made it her quest to restore herself as ruler of Darkhold. Varalla is manipulating Ordeah as she waits patiently to gain her strength and strike when the Zhentarim least expect it.

VARALLA THE LICH



VARALLA

Medium undead, neutral evil

Armor Class 18 (*robe of the archmagi*)

Hit Points 285 (30d8 + 150)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
12 (+1)	16 (+3)	20 (+5)	20 (+5)	18 (+4)	27 (+8)

Saving Throws Con +13, Int +13, Wis +12

Skills Arcana +21, History +21, Insight +12, Perception +12

Damage Immunities poison; bludgeoning, piercing, and slashing from nonmagical attacks

Condition Immunities blinded, charmed, deafened, exhaustion, frightened, paralyzed, petrified, poisoned, stunned

Senses truesight 120 ft., passive Perception 22

Languages Abyssal, Common, Draconic, Dwarvish, Elvish, Giant, Infernal

Challenge 25 (75,000 XP)

Special Equipment. Varalla wears a black *robe of the archmagi* (accounted for in her statistics). She wields a *sword of life stealing*.

Legendary Resistance (3/day). If Varalla fails a saving throw, she can choose to succeed instead.

Magic Resistance. While wearing her *robe of the archmagi*, Varalla has advantage on saving throws against spells and other magical effects.

Rejuvenation. If it has a phylactery, a destroyed lich gains a new body in 1d10 days, regaining all its hit points and becoming active again. The new body appears within 5 feet of the phylactery.

Spellcasting. Varalla is a 20th-level spellcaster. Her spellcasting ability is Charisma (spell save DC 26, +18 to hit with spell attacks). Varalla has the following sorcerer spells prepared:

1st level (at will): *Varalla's shadow missile*^{DH}, *shield*

2nd level (at will): *blindness/deafness*, *Varalla's claws of darkness*^{DH}

3rd level (at will): *animate dead*, *counterspell*

4th level (3 slots): *blight*, *dimension door*, *dominate beast*, *polymorph*

5th level (3 slots): *cloudkill*, *contagion*, *wall of force*

6th level (3 slots): *circle of death*, *disintegrate*, *harm*

7th level (3 slots): *finger of death*, *plane shift*, *Varalla's gruesome flensing*^{DH}

8th level (2 slots): *feeblemind*

9th level (2 slots): *power word kill*, *time stop*

Turn Resistance. Varalla has advantage on saving throws against any effect that turns undead.

ACTIONS

Paralyzing Touch. *Melee Spell Attack:* +15 to hit, reach 5 ft., one target. *Hit:* 10 (3d6) cold damage. The target must succeed on a DC 23 Constitution saving throw or be paralyzed for 1 minute. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

Sword of Life Stealing. *Melee Weapon Attack:* +9 to hit, reach 5 ft., one target. *Hit:* 5 (1d8 + 1) slashing damage, or 6 (1d10 + 1) slashing damage when used with two hands. On an attack roll of a 20, the target takes an extra 10 necrotic damage if it isn't a construct or an undead and Varalla gains 10 temporary hit points.

Summon Servants (1/day). Varalla summons 1d4 **wraiths**. A summoned wraith appears in an unoccupied space within 60 feet of Varalla, acts as an ally, and can't create other specters. It remains for 1 minute, or until Varalla dismisses it as an action.

LEGENDARY ACTIONS

Varalla can take 3 legendary actions, choosing from the options below. Only one legendary action option can be used at a time and only at the end of another creature's turn. Varalla regains spent legendary actions at the start of her turn.

At-Will Spell. Varalla casts one of her at-will spells.

Frightening Gaze (Cost 2 Actions). Varalla fixes her gaze on one creature she can see within 10 feet of her. The target must succeed on a DC 24 Wisdom saving throw against this magic or become frightened for 1 minute. The frightened target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success. If a target's saving throw is successful or the effect ends on it, the target is immune to Varalla's gaze for the next 24 hours.

Varalla's Revenge (Costs 3 Actions). Varalla unleashes a sickening wave of necrotic energy in a 30-foot cone. Each creature in the cone must make a DC 24 Constitution saving throw. On a failed save, a creature takes 32 (5d12) necrotic damage and is incapacitated for 1 minute. On a successful save, a creature takes half as much damage and isn't incapacitated. An incapacitated creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

DENIZENS OF DARKHOLD

The following pages feature stat blocks for Zhentarim agents and creatures that reside in Darkhold or Darkhold Vale, arranged in alphabetical order.

ALLEYBLADE

An alleyblade is a career criminal considered a cut above the rest. This slang title first evolved in Waterdeep, and has come to describe ruthless rogues who not only survive, but thrive, in the most hardscrabble slums of unforgiving cities.

Criminals for Hire. Zhentarim leaders in any city of consequence tend to have a favorite alleyblade or three, contracting as needed for intimidation, theft, kidnapping, or assassination. Frequently, the Zhentarim act as brokers or go-betweens for reliable agents of this sort, connecting them to those looking to hire discreetly and pocketing a cut of the proceeds. Those who visit Darkhold are normally the most trusted and effective, employed by second-tier leaders like Jotan Silverhammer, Sorrow, or Velya the Allsight.

A Cut Above. The term “alleyblade” began as Waterdhavian slang in the 14th century, referring to opportunistic thieves lurking in dark corners with knives or homemade weapons. In the years since, many rogues grew to like the sound of the word, claiming it for themselves. Lawless types from the Sword Coast to the Dragon Reach now adopt the title, wearing it as a badge of honor. Describing a fellow criminal with a fearsome reputation, a streetwise thief might say, “Oh, she’s no common cutpurse. She’s a hardened alleyblade for sure.”

Tavern Tales. Stories about such figures have become almost a genre of their own. Most tell of how a local alleyblade anticipated a sudden ambush, sensed a foe’s hidden weakness, or dispensed a famously cutting insult. Legends of the latter type tend to showcase world-weary attitudes and dark, wry senses of humor.

ALLEYBLADE PLAYER CHARACTERS

To create an alleyblade as a player character, you can use the rogue subclass of the same name in *Heroes of the Realms*.



ALLEYBLADE

Medium humanoid (any race), any alignment

Armor Class 16 (studded leather armor)

Hit Points 91 (14d8 + 28)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
11 (+0)	18 (+4)	14 (+2)	11 (+0)	12 (+1)	15 (+2)

Saving Throws Dex +7, Int +3

Skills Acrobatics +7, Athletics +3, Deception +8, Insight +4, Perception +4, Sleight of Hand +10, Stealth +10

Damage Resistances poison

Senses passive Perception 14

Languages any one language (usually Common), thieves’ cant

Challenge 6 (2,300 XP)

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

Evasion. If the alleyblade is subjected to an effect that allows it to make a Dexterity saving throw to take only half damage, the alleyblade instead takes no damage if it succeeds on the saving throw, and only half damage if it fails.

Swift Sneak Attack (1/Turn). The alleyblade deals an extra 17 (5d6) 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 of the alleyblade that isn't incapacitated and the alleyblade doesn't have disadvantage on the attack roll. When a creature takes this damage, until the end of its next turn its speed is reduced by 10 feet and it can't make opportunity attacks against the alleyblade.

ACTIONS

Multiattack. The alleyblade either makes three scimitar attacks or two scimitar attacks and one attack with its hand crossbow.

Scimitar. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 7 (1d6 + 4) slashing damage. If the alleyblade moves at least 10 feet in a straight line before making this attack, it can

use its Swift Sneak Attack even if it doesn't have advantage on the attack roll, as long as it isn't attacking at disadvantage. It can still only use Swift Sneak Attack once per turn.

Hand Crossbow. *Ranged Weapon Attack:* +7 to hit, range 30/120 ft., one target. *Hit:* 7 (1d6 + 4) piercing damage.

REACTIONS

Alleyblade's Dodge. The alleyblade halves the damage that it takes from an attack that hits it. If there are three or more hostile creatures within 5 feet of the alleyblade, as part of the same reaction it can move up to 10 feet without provoking opportunity attacks. The alleyblade must be able to see the attacker.

Infuriating Taunt (Recharge 6). When the alleyblade sees a creature within 30 feet of it fail an ability check or miss with an attack roll, it can roll a Charisma (Deception) check contested by that creature's Wisdom (Insight) check. On a success, the target takes 6 (1d6 + 3) psychic damage and has disadvantage on the next ability check or attack roll it makes before the end of its next turn.



FOULWING

Foulwings are the chosen mounts of the Zhentarim **skymages** in Darkhold. Their bodies are squat, with black skin stretched over a misshapen frame; their black leathery wings have razor sharp claws at the tip, perfect for impaling prey, and their knobby limbs end in rubbery fingers best suited to clinging to surfaces. Their heads are tapered and end with a maw that separates into three separate mouths, each with razor sharp teeth.

Mounted Combat and Initiative. Foulwings are incredibly well-trained by their Zhentarim masters. They react to simple one-word commands (no action required)—like “attack,” “dive,” or “disengage”—allowing the skymages to devote their attention to engaging with enemies.

Obtaining a Foulwing. It’s rumored that the Zhentarim skymages initiate new members by sending them on a quest to retrieve a foulwing egg from the depths of the Underdark. Foulwing eggs hatch after ten months.



FOULWING

Huge aberration, neutral evil

Armor Class 17 (natural armor)

Hit Points 69 (6d12 + 30)

Speed 20 ft., flying 30 ft., climb 20 ft.

STR	DEX	CON	INT	WIS	CHA
27 (+8)	12 (+1)	20 (+5)	7 (-2)	10 (+0)	5 (-3)

Saving Throws Con +8, Dex +4

Damage Resistances poison

Condition Immunities poisoned

Senses darkvision 60 ft., passive Perception 10

Languages —

Challenge 5 (1,800 XP)

Keen Hearing and Sight. The foulwing has advantage on Wisdom (Perception) checks that rely on hearing or sight.

Spider Climb. The foulwing can climb difficult surfaces, including upside down on ceilings, without needing to make an ability check.

ACTIONS

Multiattack. The foulwing can make three attacks: one with its bite and two with its claws.

Up to two attacks can be replaced by Blood Drain or Crush.

Bite. *Melee Weapon Attack:* +11 to hit, reach 10 ft., one target. *Hit:* 12 (1d8 + 8) piercing damage.

Claw. *Melee Weapon Attack:* +11 to hit, reach 10 ft., one target. *Hit:* 13 (2d4 + 8) slashing damage.

Blood Drain. One creature grappled by the foulwing must make a DC 16 Constitution saving throw. On a failed save, the target takes 9 (2d8) necrotic damage, and the foulwing regains a number of hit points equal to half the necrotic damage taken.

Crush. *Melee Weapon Attack:* +11 to hit, reach 10 ft., one target. *Hit:* 17 (2d8 + 8) bludgeoning damage, and the target is grappled (escape DC 16). Until this grapple ends, the creature is restrained, and the foulwing can't crush another target.

Poison Breath Weapon (Recharge 4–6). The foulwing exhales a 30-foot cone of acidic gas. Each creature in that area must make a DC 16 Constitution saving throw, taking 22 (4d10) poison damage on a failed save, or half as much damage on a successful one.

GHOST GIANT

Over a millennium past, Darkhold was known as Guldym and inhabited by a clan of storm giants. Though prosperous for many centuries, the empire ultimately destroyed itself in a civil war instigated by its twin princes. Now all that remains of the giants' legacy are specters that wander the region seeking a resolution to an undecided war.

Here There be Giants. The ghosts of the giants slain in Guldaur's fall manifest throughout the Sunset Vale. Most are tethered by a desire to win a war long over and seek victory for the prince who led them. Others are bound by the tragedies of war that affect even giants: duties left unfulfilled, tasks gone unfinished, and love cut painfully short. The manifestations caused by these ghosts sweep far larger than those of smaller specters.

The Twin Princes. Deep in Darkhold's undercroft lurk the twin princes who brought

their father's empire to ruin: Athlogh and Roldrym. Even in death they seek what they believe is rightfully theirs and *despise* each other. Anyone unwise enough to stand in the dark of the undercroft alone will find themselves haunted by the whispers of two hateful brothers who seek the death of each other and the vermin infesting their palace.

VARIANT: THE PRINCES

While the provided stat block can be used to represent Athlogh and Roldrym, the following trait can be added to differentiate the twin princes from other encountered ghost giants. When you add this trait, the ghost giant's challenge rating increases to 15 (13,000 XP).

Royal Feud. While the ghost giant can see another ghost giant within 30 feet of it that has this trait, it deals an extra 10 (3d6) thunder damage with its Soul Crush attack.

GHOST GIANT

Huge undead, chaotic evil

Armor Class 14 (hide armor)

Hit Points 207 (18d12 + 90)

Speed 50 ft.

STR	DEX	CON	INT	WIS	CHA
23 (+6)	14 (+2)	20 (+5)	16 (+3)	20 (+5)	22 (+6)

Saving Throws Con +10, Wis +10, Cha +11

Skills Arcana +8, History +8, Perception +10

Damage Resistances cold, necrotic; bludgeoning, piercing, and slashing from nonmagical attacks

Damage Immunities lightning, poison, thunder

Condition Immunities exhaustion, frightened, poisoned

Senses darkvision 120 ft., passive Perception 20

Languages Common, Giant

Challenge 14 (11,500 XP)

Ethereal Sight. The ghost giant can see 60 feet into the Ethereal Plane when it is on the Material Plane, and vice versa.

Innate Spellcasting. The ghost giant's innate spellcasting ability is Charisma (spell save DC 19).

It can innately cast the following spells, requiring no material components:

At will: *dancing lights*, *detect magic*,
ray of enfeeblement, *shadow of moil*^{XGE}
3/day each: *control weather*, *maelstrom*

ACTIONS

Multiattack. The ghost giant makes two Soul Crush attacks.

Soul Crush. *Melee Weapon Attack:* Hit: +11 to hit, reach 10 ft., one target. Hit: 13 (2d6 + 6) bludgeoning damage plus 14 (4d6) necrotic damage. The target must succeed on a DC 18 Constitution saving throw or its hit point maximum is reduced by an amount equal to half the necrotic damage taken. The target dies if its hit point maximum is reduced to 0. This reduction lasts until the target finishes a long rest.

Necrotic Lightning (Recharge 5–6). The ghost giant hurls a magical lightning bolt at a point it can see within 500 feet of it. Each creature within 10 feet of that point must make a DC 18 Dexterity saving throw, taking 27 (6d8) lightning and 27 (6d8) necrotic damage on a failed save, or half as much on a successful one.

LICHWOOD WITCH

There are those in the Lichwood spoken of in whispers. When a high-level heist is planned and a crew leader absolutely must know the challenges they face, they brave the dangerous forest and seek guidance from a Lichwood witch. These witches are former thieves and assassins who found soothsaying more profitable than stealing.

Cost of Information. Lichwood witches know how valuable their visions are and refuse to work with anyone they deem a cheat. They're only sought out for the highest cons and they expect high prices in return, such as a large cut of the take. Some Lichwood witches may be willing to work for less in return for unique magical items or similar interesting things.

Legend of the Lichwood Witches. The Lichwood is deadly and as full of ghosts as it is wild animals. The Lichwood witches thrive

here, as they can foresee any danger to them. Legend has it that they drain the energy from departed souls wandering the woods in order to extend their own lives, a rumor that the Lichwood witches themselves find particularly hilarious. Lichwood witches live in ethereal palaces atop the highest treant branches, so they are particularly difficult to locate unless they want to be found. In addition to their own magic, Lichwood witches are known to befriend wild animals in the Lichwood. Any wild tree or animal may be a Lichwood witch's spy.

Arcane Treasures. The palaces of Lichwood witches are filled with valuables, both plundered from their own roguish careers and earned in payment for their soothsaying. Most Lichwood witches imbue their former tools of the trade with arcane runes to designate them as their own. A typical Lichwood witch owns at least two enchanted weapons, a magical disguise kit, and a mystical set of thieves' tools.



LICHWOOD WITCH

Medium humanoid (any race), any alignment

Armor Class 14 (17 with mage armor)

Hit Points 93 (17d8 + 17)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	18 (+4)	12 (+1)	20 (+5)	19 (+4)	12 (+1)

Saving Throws Int +8, Wis +7

Skills Arcana +8, Insight +7, Investigation +8, Sleight of Hand +7, Stealth +7

Senses truesight 60 ft., passive Perception 14

Languages speak any two languages, thieves' cant, can read all languages

Challenge 8 (3,900 XP)

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

Foresight (3/day). When the Lichwood witch or a creature it can see makes an attack roll, a saving throw, or an ability check, the Lichwood witch can roll a d20 and choose to use this roll in place of the attack roll, saving throw, or ability check.

Sneak Attack (1/turn). The Lichwood witch deals an extra 7 (2d6) damage when it hits a target with a weapon attack and has advantage on the attack roll, or when the target is within 5 ft. of an ally of the Lichwood witch that isn't incapacitated and the Lichwood witch doesn't have disadvantage on the attack roll.

Spellcasting. The Lichwood witch is a 17th-level spellcaster. Its spellcasting ability is Intelligence (spell save DC 16, +8 to hit with spell attacks). The Lichwood witch has the following spells prepared:

Cantrips (at will): *guidance*, *Manshoon's mage hand*^{DH}, *prestidigitation*, *toll the dead*^{XGE}, *true strike*

1st level (4 slots): *detect magic*, *identify*, *mage armor*, *magnetize*^{DH}

2nd level (3 slots): *detect thoughts**, *find traps**, *locate object**, *mind spike**, *shadow blade*

3rd level (3 slots): *clairvoyance**, *fly*, *theft of tongue*^{DH}

4th level (3 slots): *arcane eye**, *commune**, *locate creature**

5th level (2 slots): *scrying**, *telepathic bond**

6th level (1 slot): *find the path**, *true seeing**

7th level (1 slot): *magnificent mansion*

8th level (1 slot): *glibness*

9th level (1 slot): *foresight**

* *Divination spells above 1st level*

Spellcasting Expertise. Whenever the Lichwood witch casts a divination spell above first level, it replenishes a lower level spell slot.

ACTIONS

Fated Dagger. *Melee or Ranged Weapon Attack:* +7 to hit, reach 5 ft. or range 20/60 ft., one target. *Hit:* 6 (1d4 + 4) piercing damage plus 13 (3d8) psychic damage.

Reaping Sickle. *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. *Hit:* 5 (2d4) slashing damage plus 9 (2d8) psychic damage. The Lichwood witch regains hit points equal to the psychic damage dealt.

SHADOW KNIGHTS

The common folk of Sunset Vale have reason to fear the night. A small group of wealthy and bored Zhents have taken it on themselves to terrorize the populace by rooting out non-Zhent-sanctioned crime. These self-proclaimed Shadow Knights have pooled their resources to acquire an assortment of magic items that make them truly terrifying if encountered in a back alley.

No Crime Too Small. The Shadow Knights see the world in terms of black and white. Anyone committing crime without Zhentarim authority is at risk. Crime, of course, could mean anything from serial murder to accidentally overcharging for a pint. All "criminals" thus captured are delivered in their nets to either the UMBERWATCH or the DARKHOLD GUARD.

No Killing. Shadow Knights believe that while they may be judge and jury, it is up to Darkhold's leaders to be the executioner. As such, they rarely kill those they capture, preferring to hang them from buildings in a net, bleeding out, barely alive.



SHADOW KNIGHT

Medium humanoid (any), any lawful alignment

Armor Class 14 (glamoured studded leather armor)

Hit Points 58 (9d8 + 18)

Speed 30 ft., climb 30 ft.

STR	DEX	CON	INT	WIS	CHA
21 (+5)	13 (+1)	14 (+2)	19 (+4)	10 (+0)	12 (+1)

Skills Athletics +7, Stealth +3, Investigation +6, Intimidation +3

Senses darkvision 60 ft., passive Perception 10

Languages any two languages

Challenge 3 (700 XP)

Holy Smokes. As an action, the shadow knight throws *dust of disappearance* into the air. Once thrown, the shadow knight and each creature and object within 10 feet of it become invisible for 5 (2d4) minutes. If a creature affected by the dust attacks or casts a spell, the effect ends for that creature.

Bat's Eye View. While standing motionless on a rooftop, bridge, or tower in dim light or darkness, the shadow knight can use a bonus action to become indistinguishable from a gargoyle or other architectural feature. While doing so, it has advantage on Wisdom (Perception) checks that rely on sight.

One with the Night. While in dim light or darkness, the shadow knight can take the Disengage or Hide action as a bonus action.

Power of Money. The Shadow Knights are nothing without their wonderful toys. Each Shadow Knight carries the following items:

- *Belt of hill giant strength*
- *Booster hook* (reference chapter 6)
- *Cloak of billowing*
- *Drums of panic* (reference chapter 6)
- *Dust of disappearance*
- *Glamoured studded leather armor*
- *Gloves of missile snaring*
- *Goggles of night*
- *Headband of intellect*

Wonderful Toys. While the shadow knight has the *ring of x-ray vision*, it can see through 1 foot of stone, 1 inch of common metal, or up to 3 feet of wood or dirt for one minute. While it has the *net of warning*, it can't be surprised even when sleeping, and it has advantage on initiative rolls. While it has the *lamp of darkness*, it can create a 15-foot-sphere of magical darkness once per day.

ACTIONS

Multiattack. The shadow knight makes two attacks with its *vicious whip*.

Vicious Whip. *Melee Weapon Attack.* +7 to hit, reach 10 ft., one target. *Hit:* 7 (1d4 + 5) slashing damage. The whip deals an extra 7 (2d6) slashing damage on critical hits.

Net of Warning. *Ranged Weapon Attack:* +3 to hit, range 5/15 ft., one target. If the target is a Large or smaller creature, it is restrained until it is freed. A creature can use its action to make a DC 10 Strength check, freeing itself or another creature within its reach on a success. Dealing 5 slashing damage to the net (AC 10) also frees the creature without harming it, ending the effect and destroying the net. The net has no effect on a creature with the Incorporeal Movement trait or that is similarly formless, such as a creature under the effect of a *gaseous form* spell.

REACTIONS

Gloves of Missile Snaring. When struck by a ranged attack, if the shadow knight has a free hand, it can reduce the damage taken by 6 (1d10 + 1). If it reduces the damage to 0 and the missile is small enough to hold in its hand, it catches the missile.

- *Key of opening* (reference chapter 6)
- *Lamp of darkness* (reference chapter 6)
- *Ring of x-ray vision*
- *Slippers of spider climbing*
- *Vicious whip*
- *Weapon of warning (net)*

When they are without their items, Shadow Knights use **veteran** stats.

UMBERWATCH WARDEN

Medium humanoid (any race), lawful evil

Armor Class 16 (studded leather armor)

Hit Points 117 (18d8 + 36)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
11 (+0)	19 (+4)	14 (+2)	15 (+2)	17 (+3)	13 (+1)

Saving Throws Dex +8, Con +6, Wis +7

Skills Deception +9, Insight +7, Intimidation +5, Perception +7

Senses passive Perception 17

Languages Common

Challenge 9 (5,000 XP)

Cloak of Disguise. As a bonus action while wearing this cloak, the Umberwatch warden can cast *disguise self* at will. The spell ends if the cloak is removed.

Exploit Weakness. The Umberwatch warden deals an extra 9 (2d8) of damage to a target that is missing any of its hit points.

Magic Resistance. The Umberwatch warden has advantage on saving throws against spells and other magical effects.

ACTIONS

Multiattack. The Umberwatch warden makes three attacks with its inquisitor's knife.

Inquisitor's Knife. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. *Hit:* 6 (1d4 + 4) piercing damage plus 10 (4d4) fire damage.

Hand Crossbow. *Ranged Weapon Attack:* +8 to hit, range 30/120 ft., one target. *Hit:* 7 (1d6 + 4) piercing damage, and the target must succeed on a DC 13 Constitution saving throw or be poisoned for 1 hour. If the saving throw fails by 5 or more, the target is also unconscious while poisoned in this way. The target regains consciousness if it takes damage or if another creature takes an action to shake it.

UMBERWATCH WARDEN

The Zhentarim's days of public villainy are behind it, and it outwardly displays the identity of a close-knit, profitable family—but families are known for disagreements. If an estranged relative gets uppity, or if ornery elders seek to reclaim the Zhentarim's treacherous legacy, the Umberwatch puts a decisive stop to it within Darkhold's walls. As the keep's clandestine constables, they maintain order within Darkhold—whether the rest of the Zhentarim wants them to or not.

Nameless Watchers. None but Asbarode and the Zhentarim leaders know the identities of the Umberwatch. They wear no uniforms nor carry any keepsakes with which to identify them. Any face inside Darkhold could be one of its wardens, for each owns a cloak woven with glamours. It is best to be careful what one's tongue lets slip.

A Wealth of Secrets. The Umberwatch maintains a constant vigil on those inside Darkhold; all that they learn, they keep close to their chest. When the time comes that somebody steps out of line, the Umberwatch is ruthless, exploiting all known weaknesses to end matters before



they truly begin. They even train to hone their defenses against the Zhentarim's spellcasters.

Proficient Inquisitors. What is carried out within the Harrowing Halls is best left undescribed. The Umberwatch is brutally efficient at prying secrets, combining ancient methodologies with recent Zhentarim invention. The mere hint of Darkhold's constables is enough to hush all but the most audacious dissent.

ZHENTARIM SKYIMAGE

Many fools have dared capture Zhentarim agents or attacked caverns protected by the Zhentarim, only to have fireballs rain from the sky and obliterate them hours later.

The Zhentarim skymages are specialized spellcasters trained in the ways of mounted aerial combat.

Darkhold's skymages are organized under the Sable Accord (see chapter 4). The skymages have access to a dossier of every Zhentarim caravan guard and agent, so that in the case of an attack or kidnapping, they can locate them. This gives skymages a unique ability to extract Zhentarim agents or pursue known enemies of the Zhentarim wherever they hide.

Skymages are known to use chimera, giant eagles, giant owls, griffons, hippogriffs, rocs, and wyverns as mounts. However, their preferred mount is the **foulwing**.

ZHENTARIM SKYIMAGE

Medium sized humanoid, lawful evil

Armor Class 12 (15 with *mage armor*)

Hit Points 44 (8d8 + 8)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	14 (+2)	12 (+1)	18 (+4)	12 (+1)	16 (+3)

Skills Arcana +7, Animal Handling +4, History +7, Perception +4, Stealth +5

Senses passive Perception 14

Languages Common, thieves' cant

Challenge 5 (1,800 XP)

Low Cunning. The skymage can take the Disengage action as a bonus action on each of its turns.

Magic Resistance. The skymage has advantage on saving throws against spells and other magical effects.

Mounted Combatant. The skymage has advantage on melee attack rolls against any unmounted creature that is smaller than its mount.

Mounted Flyby. The skymage and its flying mounts don't provoke opportunity attacks when flying out of an enemy's reach.

One With the Shadows (3/day). When the skymage is in an area of dim light or darkness, it can use its reaction to become invisible until the skymage moves or takes an action.

Spellcasting. The skymage is a 7th-level spellcaster. Its spellcasting ability is Intelligence (spell

save DC 15, +7 to hit with spell attacks). The skymage has following spells prepared:

Cantrips: *fire bolt*, *friends*, *message*, *thaumaturgy*

1st level (4 slots): *charm person**, *feather fall*, *mage armor* (cast on itself before combat), *shield*

2nd level (3 slots): *hold person*, *shadow blade*, *suggestion**

3rd level (3 slots): *counterspell*, *fireball*

4th level (1 slot): *fire shield*, *locate creature*

**Enchantment spell of 1st level or higher*

Spell Sharing. If the skymage casts a spell with the target range of self, the spell also affects a mount that it is currently riding. A shared spell's effects end for the mount instantly if the skymage is no longer mounted.

ACTIONS

Fire Bolt. Ranged Spell Attack: +7 to hit, reach 120 ft., one target. *Hit:* 11 (2d10) fire damage.

Shadow Blade. Ranged Spell Attack: +7 to hit, reach 20/60 ft., one target. *Hit:* 9 (2d8) psychic damage or 13 (3d8) psychic damage if cast with a 3rd- or 4th-level spell slot.

REACTIONS

Instinctive Charm (Recharges after the Skymage Casts an Enchantment Spell of 1st Level or Higher).

The skymage tries to magically divert an attack made against it, provided that the attacker is within 30 feet of it and visible to it. The skymage must decide to do so before the attack hits or misses. The attacker must make a DC 14 Wisdom saving throw. On a failed save, the attacker targets the creature closest to it, other than the skymage or itself. If multiple creatures are closest, the attacker chooses which one to target.



ZHENTARIM TECHNIQUES

As a vast, connected organization, the Black Network ensures that those who represent it reflect a certain quality of skill. High-ranking members often mentor recruits, and over the decades this practice has cultivated and curated exceptional methodologies. It is not hard to find Zhents of similar talents employing the same tricks and techniques.

These final sections outline features that a DM can grant to Zhentarim NPCs who specialize in a particular line of work. DMs are encouraged to add any number of features for a given line of work to an existing creature's statistics to give them Zhentarim flair. For example, a **veteran** serving as a bruiser might receive a +2 bonus to its Strength score and the Buckling Pressure ability.

INFILTRATION

Zhent assassins and spies know how to stay unseen and take advantage of opportunities, granting them the Honed Skill trait. Trained infiltrators have the Opportune Strike trait, while seasoned Zhentarim infiltrators have the Unseen Shadow trait. You might also grant these NPCs a +1 to +4 bonus to Dexterity, Wisdom, or both:

Honed Skill. The creature has advantage on ability checks that use Acrobatics, Perception, or Stealth.

Opportune Strike. As a bonus action, the creature makes an attack with a hidden blade. *Melee Weapon Attack:* bonus to hit equal to this creature's proficiency bonus plus its Dexterity modifier, reach 5 ft., one target. *Hit:* 1d4 + this creature's Dexterity modifier piercing damage. This attack is always a critical hit the first time it is used during combat.

Unseen Shadow. The creature can't be detected by another creature's passive Perception.

THIEVERY

Deft hands and a keen eye make even arcane locks child's play for a Zhentarim thief, granting them the Honed Skill trait. Novice burglars have the Nimble Fingers trait. The most skilled Zhent thieves have the Unbidden Access trait. You might also grant these NPCs a +1 to +4 bonus to Dexterity, Charisma, or both:

Honed Skill. The creature has advantage on ability checks that use Deception, Sleight of Hand, or Stealth.

Nimble Fingers (Recharges after a Short or Long Rest). The creature can reroll a failed ability check using Dexterity (Sleight of Hand) or Thieves' Tools.

Unbidden Access (Recharges after a Long Rest). As an action, the creature chooses one object—such as a door, chest, or set of manacles—that has been magically locked or warded to prevent access and ends any spell affecting it equal to or less than in level to the creature's Dexterity modifier.

ENFORCEMENT

Few can remain willful in the presence of a Zhentarim enforcer, granting them the Honed Skill trait. Low-ranking bruisers have the Buckling Pressure trait. Dedicated enforcers have the Aura of Force trait. You might also grant these NPCs a +1 to +4 bonus to Strength, Constitution, or both:

Honed Skill. The creature has advantage on ability checks that use Athletics or Intimidation.

Buckling Pressure. The creature adds its Constitution modifier to weapon attacks.

Aura of Force. The creature emanates an intimidating aura extending 5 feet in every direction from its space while it isn't incapacitated. Any non-allied creature that can see or hear the creature has disadvantage on Intelligence, Wisdom, and Charisma saving throws.

