

Advanced Dungeons & Dragons[®]
2nd Edition

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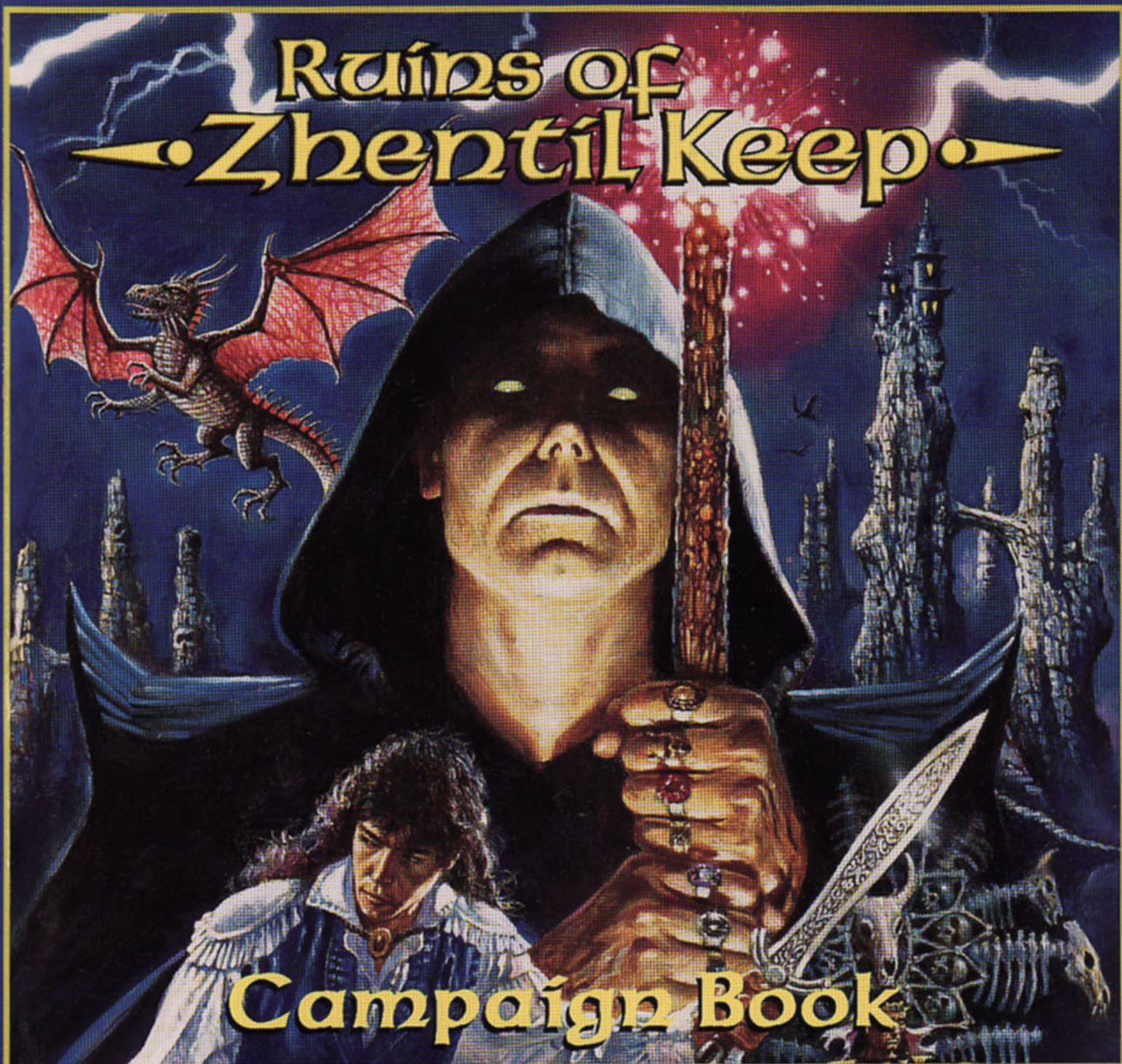


Rains of Zentil Keep



Advanced Dungeons & Dragons®
2nd Edition

FORGOTTEN REALMS
Campaign Expansion



Campaign Book

By Kevin Melka and John Terra

Advanced Dungeons & Dragons
2nd Edition



Ruins of
Zhentil Keep
Campaign Book



Kevin Melka and John Terra



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Sage's Advice



the pipe again. I always know when Elminster is around, even if he does arrive unannounced. The rooms reek of pipe smoke, and it takes me literally days to air things out again.

Sure enough, there he was, pulled up in my biggest carved wood chair, with his feet casually propped on the hearth. Of course, it was summer, so there wasn't the usual blaze going. In fact, even *with* all the windows open it was still hot enough inside. It was almost a relief to see that even the great Elminster perspired.

"Greetings to ye, lad. Would ye care to join me in a cool draft of Saerloonian Special Vat? I confess to finding it in your cellar." The eminent mage took the top sheet from a sheaf of handbills on the table. "You have been hard at work, it would appear. 'CITIZENS OF CORMYR—)'"

"It's a proclamation from King Azoun," I explained as I sank, glass in hand, into the other chair. "It's getting posted all over the kingdom. It's a warning about agents from Zhentil Keep. Basically it says they are supposed to be captured or, failing that, killed on sight. . . ."

"And, stripling?" the mage asked, noting my pause.

"It seems rather harsh."

Elminster puffed on his pipe and blew the smoke at an annoying cloud of gnats drifting in through the open window. "Harsh would all depend on whether your good king means Zhent or Zhentarim here. The good folk of Shadowdale say 'Kill a Zhentarim on sight. He'd do the same for you.' They have a few other choice sayings, too, like 'Mind the barn when it's full, not empty,' and—"

"As direct as Elminster," I could not resist adding.

"The proper expression is 'As wise as Elminster,'" the mage growled. He paused to sip at his wine, letting me stew before he continued. "The point is Dalesmen aren't given to bloodthirst, mind ye. It's just that they've had more clashes with the Black Network than most, and there's a difference 'twixt a Zhent and a Zhentarim."

With that twinkle in his eye that says he's got a tale to tell, Elminster leaned forward. "I know a little of the mysteries of Zhentil Keep and the Zhentarim. Such knowledge has great usefulness in Shadowdale. If ye he willing, I shall tell ye the little I know.

"Knowledge of Zhentil Keep has come a little easier now, ever since the Day of Cyric's Reckoning. Refugees from the shattered Keep have made their way south, bringing with them many of the Keep's darkest secrets.

"There can be no understanding of Zhentil Keep without understanding its groups. The first thing any scholar of the Keep must know is the difference between the Zhents, the Zhentilar, and the Zhentarim. It only seems like a slight difference of spelling, but that difference has confounded many a would-be sage." Elminster chuckled at the thought and blew another curl of smoke toward the gnat-filled window. I sipped my wine and waited for him to continue.

"None of the three are pleasant, mind ye, but some are more dangerous than others. The least likely to be dangerous of the lot is a Zhent, which is a way to say anybody from the blasted Keep. Many of these citizens have taken to the road since Cyric's downfall—at least those who were lucky enough to escape the city. Now, a Zhent is not automatically a Zhentilar or a Zhentarim, but they are all Zhents.

"The Zhentilar are who a person meets most often outside the walls of Zhentil





Keep—and they are the most obvious threat to the lands of the south. Ye see, the Zhentilar are the swords and spells of Zhentil Keep, the soldiers and mages that are the armies of the Zhents. Good king Azoun and his Purple Dragons have fought the Zhentilar more than a few times, and even I, Elminster, have faced them down in Shadowdale. But here's more to the riddle—a Zhentilar is a Zhent, but he is not assured to be a Zhentarim."

Elminster drew in a mouthful of sweet smoke from his pipe and set it aside for a taste of wine. The pipe puffed contentedly by itself until he reached to take it up again. "The Zhentarim are the most dangerous of this wicked lot. They can be found anywhere, not just in Zhentil Keep. In some cities they are called the Black Network, and it is a name that well suits them.

"In theory the Zhentarim serve only one master: Manshoon, Lord of the Zhentarim." Elminster's lips curled with a tinge of distaste at that name. "Manshoon built the Zhentarim years ago as his own network of spies and assassins. He was just setting himself up as High Lord of the Keep and did not trust his fellow Zhents or Zhentilar. Now there is a point I agree with him on. There is a saying in Mulmaster taverns that 'Fear and loyalty are the same word.' The Red Cloaks know quite a bit about that, too. There was a time when I—"

I unsubtly coughed, and Elminster stopped to gaze at me with irritation.

"I was about to say," the mage archly continued, "that I saw an entire Zhentilar patrol change sides as soon as their Zhentarim commander was killed. Not that it did them much good, because when word reached the Zhentarim, everyone in that patrol was hunted down and slain as an example to others."

"As long as Manshoon stays strong, the Zhentarim are loyal to him, or at least most of them are. Like every Zhent, they are ambitious and scheme against themselves almost as much as they do the outside world. There is always at least one plot festering against Manshoon, hut I do not think he will fall to one of his underlings. He has been known to disappear for a time—why, I've even spread rumors of his death just so his enemies, or allies, would tip their hands."

"The other thing that marks the Black Network as different from the Zhentilar is its goal. The Zhentilar are soldiers and mages, eager to conquer an empire for Zhentil Keep. The Zhentarim are subtler. They know Cormyr, Sembia, and the others would ally to fight the threat of Zhentilar soldiers. They remember the last

time Zhentil Keep tried this.

"The Zhentarim goal is to control the trade of all the Dalelands and beyond. To do this, they work in the shadows. It is hard for the Purple Dragons to crush an enemy that does not take the field against them. The Zhentarim corrupt officials, terrorize caravans, and charm merchants into setting prices the Zhentarim like."

I set down my glass and gestured toward the handbills. "A few spies and intriguers hardly seems worth such a harsh response, though."

Elminster sighed, finished his glass, and rose to go. "Such is the cunning of the Black Network. Do ye remember when the price of grain jumped a year ago?" He didn't expect an answer from me. "Now, why did that happen? Perhaps it was because just a month later Sembian troops were to move on a series of Zhentarim strongholds—until the price of grain went up and the cost of feeding all those soldiers and horses was more than the Sembians were willing to risk on the venture.

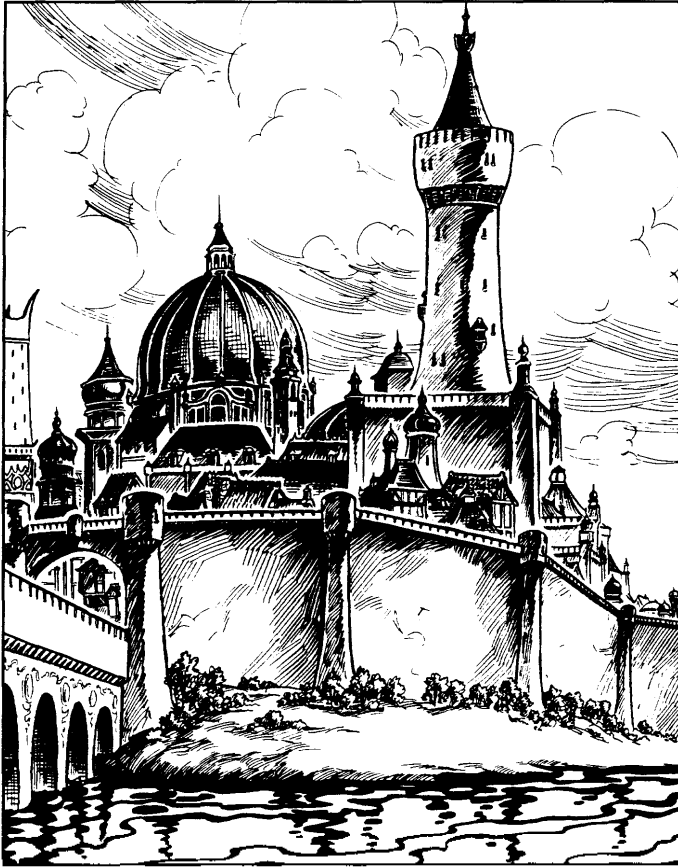
"And what if all goods were controlled by the Black Network, lad?" Elminster added with a final fillip as he prepared his spell to leave. "That is why the good folk of the Dalelands fear the Zhentarim."

Using Zhentil Keep

Know ye that Zhentil Keep is a major player in the Dales. Much has been hinted about it and little explained. This boxed set lays out for the DM the true story of Zhentil Keep: its history, people, places, ambitions, wonders, and terrors. The information here doesn't limit itself to Zhentil Keep; that would only give a partial picture of the threat to the north. This boxed set also describes the related Zhentarim, the shadowy Black Network, and its efforts to undermine and dominate lands throughout the Realms. Though Zhent and Zhentarim are not one and the same, their paths are so entwined that is it impossible to talk about one and not the other.

It is arrogance to believe that the scope of Zhentish life and ambition can be contained, frozen to a particular moment, however. From lord to drudge, the people of Zhentil Keep are a slippery and scheming lot. Thwarted in one direction, they artfully shift blame, deny intentions, and retarget their ambitions. It is a pattern true in both their plots and their daily lives. Zhentil Keep grows without city planning as traders, innkeepers, and craftsfolk build according to their





Zhentil Keep before 1368 DR, viewed from across the Tesh.

need. The plots of the Zhentarim in Darkhold are not the plots of the Zhentarim in Yúlash.

Thus, this boxed set does not try to give an absolute accounting of every street in Zhentil Keep or every Zhentarim in the Black Network. It is like a photograph that is clear and understandable when viewed as a whole, but where not everything is in perfect focus. Specific areas of Zhentil Keep are described in detail; specific goals are presented with care; specific adventures are provided. More is left for the DM to fill and expand.

Within this box are three booklets. This one, the *Campaign Guide*, is the sourcebook of information about Zhentil Keep. It contains background history, land and city descriptions, businesses, temples, treasures, spells, and NPCs. The second book, the *Adventure Book*, contains three adventures that take characters into Zhentil Keep or pit them against the schemes of the Zhentarim elsewhere in the Realms.

The third booklet contains new monsters. Some of

these are the handiwork of the Zhentish mages; others are fell allies to the Zhents in their plots to control the North. More than a few are the products of deities or the consequences of dealing with them. Zhentil Keep has had a tumultuous relationship with the powers of Faerûn, and it bears the scars to prove it.

In addition to the booklets, this boxed set contains three maps showing Zhentil Keep, the surrounding area, and specific sites under the control of the Zhentarim. Eight cards present other information useful to the DM, such as encounter tables, sigils, and places of interest.

Pre-or Post-Purge

As noted before, Zhentil Keep's interactions with the Realms' powers have been spectacularly tumultuous. Three times in recent memory have major temples of the city been melted, sacked, or blasted. In the third blow, described in the novel *Prince of Lies*, neither was the rest of the city spared. So great was the destruction following the mad god Cyric's downfall that Zhentil Keep was a city no more. Its walls and gates shattered, its houses crushed, most of Zhentil Keep is currently a smoldering ruin overrun by orcs, frost giants, and things more foul.

But it does not have to be that way. DMs do not have to use the destroyed Zhentil Keep if they do not want to. Two Zhentil Keeps are presented here—the city at the height of its strength, following the Time of Troubles, and the city as it is following Cyric's downfall. DMs can choose to use the Zhentil Keep they most prefer. One is a living city, a formidable nest of intrigue and villainy, the heart of a thousand plots to conquer the Realms. The other is a dangerous ruin, rumored to be full of sinister magic, stolen treasures, and stalking horrors. The first is well suited to those who like campaigns of role-playing, wits, and plots upon plots. The second situation is perfect for those who like exploring ruins, although in this case they are far from forgotten or abandoned. War is still being fought in the rubble-strewn streets of Zhentil Keep.

The choice of Zhentil Keeps is not even limited to one or the other. Enterprising DMs can begin their campaign with the Zhentil Keep that existed after the Time of Troubles and play their campaign through and beyond the events described in *Prince of Lies*. A breakdown of the story's events—inasmuch as they affect Zhentil Keep and the rest of the Realm—is given in this book for DMs to use.





History of Zhentil Keep

The following history is courtesy of that great mage Elminster, as recorded by one of his most diligent scribes, Ed Greenwood. Portions of this history first appeared in POLYHEDRON® Newszine.



Zhentil Keep was the first human city to be built on the northern side of the Moonsea, and it has become the richest and most powerful habitation in the area, rivaling Suzail and the cities of Sembia. It has been called, at times, Thargate Keep, because it stands between the eastern Heartlands to the south and Thar. Metal mined in the Moonsea north was worked into finished goods here, then sold throughout the Moonsea, making the Keep a wealthy place throughout its history. In its early days, the city drew trade from the dwarves of the Iron House, who sent metal down the valley of the Tesh from the mines of Tethyamar. Other human settlements to the east—including Phlan, Melvaunt, and Thentia—had to fight the ogres who ruled Thar, and they did not prosper so rapidly.

Seven hundred years ago, Zhentil Keep was a mining and trading camp on the north bank of the mouth of the Tesh. It had no ruler, nor did it have permanent inhabitants. Rival caravan masters enforced their own authority with the swords of the forces they commanded, and often they met their deaths under the teeth and weapons of ogres, orcs, trolls, and other fearsome creatures who raided the unfortified camps at night in search of easy prey. It would have remained that way, too, were it not for the driving ambition of greed.

Founding Fathers

One hundred years after the first records of the trading camp that became Zhentil Keep, an enterprising ship owner of Chancelgaunt decided to build a proper dock and a stone-walled warehouse. This was a major undertaking, since the structures were to be located so far from civilized lands. Knowing that his investment required protection, the ship owner also raised an earthen embankment around the infant settlement. This man, Orlephar Flostren, was shrewd enough to not only expect bandits and unscrupulous rivals to attack his new stronghold (as well as the orcs and ogres that infested the area), but also knew that success would only come with order. He hired mercenary guards, not only to protect the workers who built the place (then called Flostren's Hold), but to defend the walls, police the streets, and patrol the surrounding area. Warning beacons were established to the east and north of the settlement.

Flostren's preparations were both wise and necessary. The Hold survived several heavy goblin attacks, proving its worth in its first season. With the next spring, a dozen Sembian merchants, mildly astonished that Flostren's Folly (as it was also called) had actually survived, offered Flostren 240,000 pieces of gold—a vast sum in the Inner Sea north in those days—for all rights to the site and the surrounding land. Flostren accepted, even though he had no legal claim to the land. He died rich and happy, of natural causes, some 27 winters later, leaving the bulk of his wealth hidden somewhere in Sembia. (It has never, if local lore tells the truth, been found.)

This consortium of merchants set out upon an energetic building program. (Twelve merchants could hardly fit their businesses into Flostren's small keep.) To finance this expansion and to recoup the costs of their purchase, they built beyond their needs and leased the excess space and dock rights to all interested merchants. And there were *many* interested merchants, thanks





to tales told of gullible dwarves and stories of freshly won dragon hoards brought from the mountains nearby. That these accounts had suddenly become very popular with minstrels who wandered the trade routes probably had more to do with Sembian gold than the quality of the tales themselves. Nonetheless, merchants from nearly all of the coastal cities on the Sea of Fallen Stars laid out their coins to do business in Flostren's Hold.

The settlement soon had a gigantic, ring-shaped, many-towered wall paid for by the income from the newly arrived merchants. A large, but plain, keep was raised in the northwest quarter to house a defensive garrison. The shrewdest of the 12 founding merchants, Elephstron, moved into the keep immediately, proclaiming himself to be Lord of the Keep. This did not sit well with the others. Elephstron had the cunning of a statesman, though. When his 11 partners confronted him, he smoothly suggested that they could all assume the title of Lords of the City, while artfully reserving the title Lord of the Keep for himself. As lords, he pointed out, they could enact laws, establish taxation, and structure a policing force to their own advantage. In a stroke, he had mollified his partners and even united them into the absolute government of the city—all under his "benevolent" guidance.

All the space within the walls was sold or leased during the first season. Buildings grew visibly with each passing day, and Elephstron and his partners planned where and how to expand the town. Their patrols had strict orders to keep the land around the walls free of buildings and to break up encampments lasting more than six nights—forcibly, if necessary. As the settlement grew, there were several nasty skirmishes between the forces of the lords and the lesser merchants. To the lords, expanding a warehouse across a street to wall in a competitor—and similar such tactics—just made good business sense. Although the tradespeople bristled at being told how to conduct their businesses, the lords made the laws.

The Coming of Zhentar

The escalating infighting between merchants and the increasing attacks by monsters on nearby caravan routes (and even the city walls), combined with rumors of an vast orc horde gathering beyond Thar, convinced Elephstron that the Hold needed powerful magic to defend itself. Dissatisfied with the mages found among the motley adventuring bands in the region, the Lord of the Keep traveled south in search of a master mage. Elephstron was convinced

others would come to learn at the feet of such a wizard, thus strengthening the town's defenses.

In far-off Westgate Elephstron met a mage, one Zhentar, who impressed him and was interested in his offer. Zhentar was firm, though, on one condition—that he become a lord equal to any of the Twelve. To sway the decision on this point, Zhentar proposed that the lords form themselves into a formal council, thus increasing their legitimate claim as rulers of the Hold. With only a few misgivings, the Twelve accepted Zhentar's terms.

Zhentar's land of birth and training in magecraft is unknown. Some rumors place his origin in Halruaa, land of wizards; other tales claim he was the last living mage from ancient Narfell. The truth, if there is one, is well hidden in the past. What is certain is that after his arrival at Flostren's Hold, no less than six of the lords died mysteriously, and their replacements all conveniently seemed to know Zhentar. Except for a very rich Sembian merchant and a grim warrior-priest named Brest, all of the replacements were wizards, too. The time just following Zhentar's arrival has gone down in Zhentish legend as the Cleansing of the Council. (It has since often been put forward by later powers within the Keep as the best example of how to deal with one's enemies.)

Within a year, word spread throughout the Dragonreach that a new temple of Bane existed in the Moonsea area. The warrior-priest Brest of Flostren's Hold was its priest. This was news that shocked even the hard-bitten merchants of the Hold. Bane and Bane's followers were bad for business—strife, Bane's goal, would drive away trade. Pressed by the other lords, Elephstron confronted Zhentar. In response, the mage mocked the Lord of the Keep. The Banite temple was no oversight, but rather an integral part of the wizard's schemes—and there was nothing Elephstron or the other lords could do. Zhentar made clear a variety of horrible deaths awaited any lords who opposed him.

The Lord of the Keep was not so easily intimidated though. Elephstron had secrets of his own—magical weapons accumulated over his long mercantile career. Steeled with these, he surprised and slew the contemptuous Zhentar, but perished himself from the dying mage's last spells.

To Honor The Dead

The deaths of Zhentar and Elephstron were a harsh blow to the small Council of Lords. The five remaining lords of the original Twelve detested, and were equally detested by, Zhentar's chosen wizard lords. And the Dark Shrine of Bane, Brest's temple, was loved by no one save





Brest and the High Imperceptor of Bane in Mulmaster. (The High Imperceptor saw this new temple as a way to increase his influence in other areas of the Moonsea.) Only Hamastarin, the Sembian merchant who bought his way onto the Council, was neutral toward all factions. The Council was on the verge of internal strife even worse than the Cleansing.

It was Hamastarin who realized the true peril facing all the lords. Over the years they had become increasingly unpopular with the numerous common merchants of Flostren's Hold. Too often they had passed severe laws or used soldiers to prevent some rising upstart from challenging their power. Now any sign of weakness in the Council or any hint of dissension among the lords would likely lead to riot and rebellion in the streets of the city that would undo them all.

Knowing that Zhentar's pet mages of the Council were too impoverished and too unknown in the Hold to openly flout those who remained of the Twelve, Hamastarin threw his support behind Jhoaz, the eldest of Elephstron's sons. This suited the surviving Twelve, who deemed Jhoaz to be controllable, and the youth's selection as Lord of the Keep was ensured. In filling the other vacancy on the Council, Hamastarin was again the key, this time pushing through a wizard, though one not allied to the late Zhentar. Through this, he persuaded the mage-lords that balance had been kept. (From this time forward the distinction between Lord of the Keep and Lord of the City was done away with. All were now lords, and the Council of Lords voted new titles on those it wished to appoint to new duties, give new powers, award lump sums of money to, or reward with stipends.)

Even though peace was preserved on the Council, the co-murders of Zhentar and Elephstron were still a problem. Their deaths were the subject of rumor, conjecture, and grumbling, though few had any idea what had actually happened. Among those who knew the truth were Zhentar's chosen mage-lords. They quickly invented a tale in which Zhentar had been attacked by an evil wizard, an assassin sent by jealous merchants from the south. Zhentar and the wizard perished battling each other, while poor Elephstron suffered the tragic fate of so many innocent bystanders.

To give their fiction a ring of truth, the mage-lords and Brest's priests of Bane wove a web of spells to block, divert, and mislead any who might try to magically divine the truth of what had transpired. It is said by some that the god Bane, eager to protect his temple, lent his powers to the task, shielding the two departed spirits from all mortal inquiry. In exchange for its aid to the Council, the church of Bane quietly received a large donation from the lords, with which it improved and enlarged Bane's temple in the Hold.



Zhentar and Elephstron plunge to their dooms.





However it was managed, the fiction worked, and the spells raised to protect it are still effective today. The truth is recorded only in a few wizards' worm-eaten tomes—tomes most likely lost in the crypts beneath the city. The assassin's attack has become another Zhentish legend. Over time, Zhentar's death has become an act of treachery committed by Cormyte or Sembian agents. Exactly who performed the act is not important—proof that the southerners fear and hate Zhentil Keep is all that matters. "Rewarded like Zhentar" has since become an old expression for someone betrayed.

As a final flourish to the tale, the city was renamed Zhentil Keep to honor the wizard who died defending the community. Elephstron's role was downplayed lest the citizens discover the cause of his rage. Over the years, "hapless as Elephstron" has become a callous slur used to describe any unsuspecting fool caught in a crossfire of deadly plots.

Character Growth

Riot and rebellion temporarily averted, the lords (even without their ablest leaders) knew they had to harness the energies of their people. Since growth served this need (and their pocketbooks) best, a massive expansion of the city was begun. With that growth, the newly rechristened Zhentil Keep developed a personality all its own.

The first major project undertaken was to link the city with the developing settlements of the southern Moonsea coast. This was to be the first step in establishing an overland trade route to Cormyr. Already other communities of the Dragon Sea north had begun to route their trade goods to Hillsfar rather than Zhentil Keep in order for them to reach Cormyr and Sembia. From Hillsfar, the goods would be quickly transported along the coast and down the River Lis by barge. Hillsfar also had support from the Elven Court, which wished to limit human incursions into its woods by encouraging river traffic and overland routes. The lords saw that they were losing business, and they took action.

A great bridge was built across the River Tesh to link the city with roads leading south. The bridge was fortified to the east, forming an outer wall for Zhentil Keep's crowded, but large, harbor. This fortification held a roadway and bastions armed with catapults to repel hostile ships. A great wooden boom made of massive logs linked by chains was hung on the bridge fortifications parapet where it could be quickly lowered into the water to close the channel. In the true spirit of mercantilism, a string of adjoining shops and houses built by traders who hoped to be the first to gather goods

from passing ships sprang up on the western side of the bridge. The southern end of the bridge was guarded by a massive gate and tower.

The next stage was to enlarge the city once more. Since marshy ground made further expansion southward impractical, a new wall was begun outside the existing one. When it was complete, four winters later, the inner ring was gradually torn down, and the black stone was used for the buildings needed within the new wall.

The city grew into a busy commercial center, feeding on the expanding mining trade out of the Dragon Sea north and supplying the growing human population of the Moonsea region with goods and services hitherto no closer than Sembia. Temples to Malar, Tempus, Tymora, and Waukeen were founded, but the priesthood of Bane quickly established its dominance in the city, enlarging the Dark Shrine until it was second only to the Black Lord's Altar in Mulmaster in size and personnel. Bane's church in Zhentil Keep ruthlessly drove out priests attempting to consecrate places of worship for Lathander and Tyr.

Even as it grew in size, Zhentil Keep grew in character, too. It was not always an evil city. Indeed, for most of the Keep's existence to this point, the only unifying characteristic of its people was that of fierce competition. The merchants were here to make and protect their fortunes. Art, beauty, good, and evil were only secondary considerations to wealth and prosperity. Faezzryl Farstepper, a noted traveler of the time, said:

Zhentil Keep is one of the most commercially cutthroat cities I have visited. In the course of my tenday here, I have been offered every trade good twice over, each time with curses against the previous seller and at a price another copper thumb less. Nor does it lack services, some with descriptions that would make a licentious rogue blush, so long as there is a coin to be made in them.

An obsession with money, though, begets greed, and greed begets other evils. When a merchant could no longer undercut his competition's prices, he struck back in other ways. Money could buy a favorable ruling from the Council, a convenient accident, a thief in the night, or a poisoned dagger in the shadows. Who would complain? The lords were as guilty as anyone in this respect. Their only concern was for public order. So long as merchant feuds did not cause widespread destruction, no law would intervene.

It did not take much time for word to spread that Zhentil Keep was a place where humans, elves, dwarves, or whatever could get the kind of work that paid well if they did not ask questions. Even if a person's only talent was a willingness to use his or her blade, there were jobs to be found in Zhentil



Keep. Adventuring companies run out of other cities, thieves too well known in the south, and priests of disreputable gods all took up residence at the Keep. They brought with them not just their ambitions but their morals as well.

For mages it was a slightly different matter. The merchant feuds required wizards to perpetuate them, and Zhentar's old allies seized on the chance. A few successful spells and a few suspicious killings quickly made it clear that magework would only be done by Zhentar's followers. All other wizards in the city wisely decided to keep their skills quiet or leave town.

Thus, as the city's walls, towers, warehouses, and docks grew, so did the city's ruthlessness, deceit, and paranoia. Zhentil Keep's mood was fast matching the blackness of the walls that enclosed it.

The Night Plague

The nobility had survived the first great disaster of Zhentar and Elephstron's deaths and the entrepreneurial rush of the Keep's subsequent development. The sons and daughters of the original lords claimed their parents' seats as their right—at least, those daughters and sons ruthless or evil

enough to survive any challengers. Zhentil Keep had its lords and ladies. Merchant, priest, and wizard all ruled the city in an uneasy Council.

One by one, Zhentar's chosen mages aged over the years. Unlike the merchants, many were childless, having spurned the pleasures of the physical world and the responsibilities of families in their pursuit of dark knowledge. Like imperial politicians, they chose their successors from the ranks of their fellow wizards, selecting those they deemed loyal and fulsome with hideous skills. By this means they passed on the title of Zhentilar, "the chosen of Zhentar."

These old Council members retired, but did not vanish. Instead, they pursued dark studies until they gradually, one by one, slipped from sight into crypts growing beneath the city. There they attained their goal of lichdom and were oddly content—assured of privacy and endless time to continue their experiments. Not wishing to be disturbed, they kept themselves well hidden, only occasionally emerging to barter for magical supplies or claim a body (living or dead) for their experiments. Unlike most other liches, they worked together, bound in undeath as they had been in life by Zhentar's vision.



Those Who Walk by Night plague Zhentil Keep for another evening.





Time preys on even lichs, though, as their undead minds inexorably deteriorate. Zhentar's dark vision and their own caution crumbled over the long years, and the former masters of the city began to walk its streets by night. They spied on their chosen successors, slew fools taking their nightly constitutionals, and committed ever more grotesque crimes as their researches grew more insane.

It was the time of the Night Plague. Each night Zhentil Keep surrendered itself to a siege of terror. Taverns closed their doors, inns became little fortresses, and only the most dangerous or desperate went out at night. Zhentil Keep's reputation as a rough—but profitable—trading city took a bleaker turn as word of the nightly terror spread south.

Protected from harm by their own skilled wizards, priests, and warriors, the lords of the Council ignored Those Who Walk by Night, a name given the lichs by the Keep's fearful citizens. The inaction of their leaders did nothing to endear them to the terrorized citizenry as their discontent grew. It was only after the opportune deaths of a few merchant lords—blamed on Those Who Walk by Night, of course—and a substantial decline in caravan traffic that the Council finally acted.

Thus it was that the Zhentilar grew. The city needed a standing watch, not armies of private bodyguards. To equally protect all, it needed to be free of the merchant factions (including the lords' factions) and filled with specialists able to handle the Night Plague. What better solution was there but to expand the Zhentilar? The long-standing mages of the Council, supported by the newest members (priests and wizards dedicated to Bane), pushed the idea through. Private armies were restricted to 100 guards or less. The suddenly unemployed soldiers of fortune, who previously worked for this merchant house or that, were dragooned into the ranks of the Zhentilar. Captained by Zhentilar wizards and priests of Bane, the Zhentilar troopers swore loyalty to the will of the Council and no one else. Of course, by now the Council was firmly in the control of the Zhentilar wizards.

The truth was, of course, that the Zhentilar cared naught about the Night Plague, but a show of putting the lichs down was necessary to maintain control of the city's populace. Several spectacular battles were fought against lich-like figures; some of them were undoubtedly staged to conveniently destroy the warehouses of lords opposed to the Zhentilar. These battles led to much property destruction and damage, but no dead lichs. Instead, the mages and priests of the Zhentilar coerced, bribed, or forced the lich lords to return to their crypts beneath the city. True, one lich, Fear-Lord Vingril (though Zhent history would later dub him "Vingril the Obstinate"), was completely

annihilated when he tried to magically shrink an entire cog and its crew. His destruction was not caused by the Zhentilar, however, but was the work of an adventuring company—the Golden Stag—who had signed on to protect the Cormynte ship from Melvauntian pirates on the Moonsea.

These night walkers are still feared in the city, although it is likely that most have been destroyed, become totally insane by now (and too preoccupied to roam), attained demilichdom, or have been so physically damaged as to be rendered immobile. Zhentish legend holds that Those Who Walk by Night are bound into the walls of certain secret crypts by Zhentilar spells. They will be released when the Zhentilar lords no longer rule the city. Certainly, the lure of their fabulous hidden laboratories has drawn a steady stream of explorers into the crypts beneath the city. Many fewer come out than go in, but it is hard to say just what was found by those who never return. (To aid in this crypt exploration, the modern marketplaces of Zhentil Keep do a good trade in "true and accurate" maps of the city's subterranean world. Buyers interested in these things should haggle well and beware of fakes. The Black Network is fond of using fake maps to lure outland troublemakers to their doom.)

War and Trade

The Night Plague was only a pretext for expanding the Zhentilar. (Indeed, some think the Zhentilar caused it.) In Zhentil Keep, the bulk of the merchant community was in unrest, a soft but steady grumble of unhappiness. Furthermore, Thar fell to humans largely based in other cities. As the lords saw rivals and potential enemies growing more numerous, they strengthened the Zhentilar to awesome numbers. Well-placed barracks and iron gates erected to block key streets (ostensibly for defense from invasion) forced a quietude on the populace.

Soldiers must, of course, be given something to do (besides brutally putting down unrest among the citizenry) if they are not to prove a menace to their employers. With order restored, the lords, ever watchful of mutiny, sent much of their new army into the field against the rising port of Phlan. While some troops remained in town, the Zhentilar created the *naug-orls* (devil worms) to keep the people in line. A collection of spies, assassins, thieves, and thugs, the *naug-orls* were the secret police of the lords. They killed, kidnaped, robbed, framed, and arrested anyone foolish enough to complain too openly. Reporting only to a mysterious figure known as Night Fingers, the *naug-orls* kept order through fear and paranoia, states of mind the citizens understood already all too well.





Meanwhile, the Zhentilar army's campaign against Phlan resulted in several crushing defeats for the Phlanites. It was only the growing might of the Dalelands, particularly the founding of Shadowdale, that saved Phlan from total conquest. Overextended, Zhentil Keep drew Phlan and Melvaunt into an alliance (the Triple Alliance) that these cities, weakened by war, could not refuse.

For decades a pattern continued. Zhentilar troops skirmished with the militia of surrounding lands, forcing concessions when they could. Yûlash was occupied and forced to give Zhentil Keep exclusive trading privileges. Hillsfar, farther off and aided by the elves, resisted Zhentish demands.

Zhentil Keep's rapidly expanding navy had just undertaken the first of several wars with Mulmaster to ensure Zhentil Keep's naval supremacy over the Moonsea when disaster struck the area. Dragons swooped down in a mass raid to plunder and destroy all the human cities of the Moonsea. What they did not topple, they set afire or twisted with spells. They feasted at will upon humans and their livestock. Zhentilar mages on the rooftops and ramparts of the city fought off the dragon attack with spells, but not before the original keep inside the walls had been reduced to rubble—with many cowering lords and their families still inside it. Once again the lords of the Council were reduced, and once again their replacements were more wizards and priests. Now, only three of the original 12 merchant lords' families still held positions of power.

So things remained for over a century or more. The Zhentilar, commanded by the Council of Lords at Zhentil Keep, were kept busy in constant skirmishes with neighboring lands. Zhent caravans aggressively pushed through dangerous territory to set up trade routes and agreements with distant lands. Whenever possible caravans and Zhentilar worked together. In distant towns, Zhent merchant houses provided convenient bases for Zhentilar (so-called) caravan guards. The expression "a Zhent-sharp trade" became a common idiom for deals sealed with a (sometimes discreet) threat of arms.

The Lord-Princes

In the last century, Harlshoon, a warrior of renown, became first lord of Zhentil Keep. (The first lord was, by tradition, a sort of chairperson of the Council of Lords.) This was unusual since he was not a merchant, priest, or mage, but a commander of the Zhentilar troops. Some took his rise as an ill-omened sign of the military's growing might. It was no surprise that his chief rival among the city's lords was Calkontor, a skilled mage, for the mages of the Zhentilar bristled at the thought of their sword-wielding counterparts rising to such heights.

Harlshoon's sons, Asmuth and Manshoon, were a pair of ruthless, depraved, swashbuckling rakes who terrorized the common folk with cruel pranks and destructive roistering. Their chief friend and companion in this was Chess, son of Calkontor. As was the custom of Zhent nobles, Harlshoon and Calkontor sent their sons (known as lord-princes, the Zhentish title for a lord's heir who has not yet come to power) forth into the world armed with swords and gold to learn its ways and prove themselves. Each was charged with a mission to complete, one that would bring more wealth to the gates of Zhentil Keep and prove his worth as a future lord. Even as the three set out, neither fathers or sons fully trusted the friendship, but such paranoia was only expected from scions of the black walls of Zhentil Keep. All knew that the strongest would survive any treachery, should it come to that. In this way weakness would be purged.

While Harlshoon sent his sons in the belief it would make them strong, Calkontor had other reasons for encouraging the three to leave. With his sons gone, Harlshoon's power was weakened ever so slightly. Three months after their departure, Calkontor poisoned Harlshoon and then taunted the dying lord. It was Calkontor's undoing. Harlshoon mastered his weakening body enough to stun Calkontor with a hurled chair, and then he cast the treacherous mage from the tower's high window to the cobbles far below. The effort did not save Harlshoon, but he did have the satisfaction of seeing his assassin die before him.

With both lords dead, the mage Theilon Greencloak and the priest Ulsan Baneservant—both powerful men in the Keep—claimed the vacant positions left by the deceased lords. (In this they usurped the positions from the lord-princes, whom tradition held should normally receive the titles.) Like Zhentar and Elephstron before them, Harlshoon and Calkontor perished together, and once again deaths caused by treachery and grasping ambition were cloaked behind the lies of outsider assassin attacks, this time from Hillsfar or Mulmaster.

Far away, the journeying lord-princes came upon a barrow that their lore readings told them would hold, among other things, a magical blade of great power. Unfortunately for the lord-princes, three Harpers were spending the night inside the tomb. They were also seeking the sword, and they planned to take it with all due ceremony so as not to despoil the barrow. In the battle that followed, Asmuth was blinded, and Manshoon's right hand was blasted into nothingness when he hastily snatched up the sword. Only Lord-Prince Chess was unharmed, and it was he who dragged his companions into the safety of the night.

The victorious Harper women prayed for permission to take away the blade. Animated by the spirit of its one-time





wielder, the sword flew all around them, flashing about the tomb ever more swiftly. Chess feared it would slay the Harpers and then come forth to dispatch any lord-princes who were still nearby, so he hastened to assist his injured comrades away from the tomb.

Asmuth was all but helpless and had to be led on his mount. Manshoon was crippled and could no longer hold a blade. Fleeing the battle, Chess, Asmuth, and Manshoon wandered until one night they found an encamped company of adventurers. Most lay asleep. The three Zhents overcame the watch and slaughtered the hapless company. Among its gear, Manshoon found a magical wand and a spellbook. He soon traded the wand for the magic needed to regenerate his hand, but secretly kept the spellbook. He resolved to master magic, having seen its power in play at the tomb. Manshoon thus covertly began his career as a mage.

After a few more dangerous and brigandish adventures, the Zhents began the long trip home. It was at an inn in the Dalelands, still far from the Moonsea, that the trio learned of the deaths of their fathers. The facts were hidden amid Zhentish lies, Cormyte denials, and wild speculations, but Manshoon cared little for the truth behind the words. His father was dead, and even worse, Manshoon's rightful place on the Council had been usurped by another.

Manshoon quickly formed a plan. It took little to convince his traveling companion Chess that Theilon and Ulsan were behind the deaths and that the lord-princes themselves would be the next targets of the usurpers. The two sons agreed to ally. As for Asmuth, Manshoon resolved to dispose of his brother before they reached Zhentil Keep. It would not do to have two lord-princes seeking the same seat on the Council. With Asmuth blind, it was a simple matter for Manshoon to arrange his fatal fall from a narrow bridge into the misty depths of a rocky gorge.

Other events had unfolded in the lord-princes' absence. The Masked Wizards of Ankhalus (a brotherhood of evil mages who dwelt in a small keep in Thar) had attacked several Zhentilar outposts, threatening the Phlanite frontier. To occupy the restless Zhentilar (and distract them from the recent usurpation of power in the Council), Theilon Greencloak led the army in a retaliatory attack.

The Battle of the Masks ensued on the plain of Thar. While the Zhentilar troopers slashed through waves of orcs and ogres allied to the Masked Wizards, the mages of both sides conjured secret spells devised for just this confrontation. It is said that from the Masked Wizards there rose a snarling beast, caged in a black whirlwind, that tore through the lines straight for the bonfires of the Zhentilar mages, spitting lightning at the sorcerous commanders. Meanwhile the Zhentilar wizards churned forth a river of boiling lava

that flowed toward and then over the tower of their masked foes. By dusk, the leaders of both sides had perished, destroyed by the magic their enemies had released. The humanoids, suddenly without their masters, withdrew from the fight, leaving the battered Zhentilar to hold the field. The Citadel Ankhalus was reduced to a half-melted smoking ruin—and in Zhentil Keep, the Lord Ulsan was left alone holding power, the other lords thoroughly terrified of his cold, depraved cruelty and the power of the priesthood he commanded.

When Chess and Manshoon returned to the city, priests promptly tried to assassinate them, clearly on Ulsan's orders. Cool-headed plans for such contingencies, Manshoon's emerging magic, and a dash of good fortune saved them. (These did not, however, save the townhouse of Lord Vyalshar, where Manshoon was supposed to be staying, or the Spitted Man Alehouse next door. The explosion that leveled both was described by local residents as a "magnificently *silent* fireball.")

The blast seemed to stretch Manshoon's luck to its limit. Within days Lord-Prince Chess defected to Ulsan's side in exchange for Theilon's seat on the Council. Still pretending loyalty, Chess arranged to meet Manshoon—and thus draw him into a trap for Ulsan's assassins. Manshoon's future looked very short and bloody.

Overconfidence is a terrible thing, as Ulsan soon learned. Without realizing it, he had become the victim of a classic double-cross—a "Zhent deal" (another Dalelands phrase). Chess had faked his betrayal and was following Manshoon's plan. Manshoon struck at Ulsan with the aid of a childhood friend, Fzoul Chembryl, one of Baneservant's own subordinate priests who was ambitious to rise within the church's ranks and unhappy with the creed the current church leaders were following. While Ulsan's assassins were slaughtered in one trap, Manshoon, Fzoul, and Chess sprung the other. Astonished by the treachery, Ulsan was easily killed. In the aftermath, Manshoon and Chess each claimed the title of Lord of Zhentil Keep, and both supported Fzoul's rise in the ranks of the priesthood of Bane and the formation of a dissenting branch within Bane's church in Zhentil Keep.

Manshoon, Master of The Zhentarim

Mindful of his exposed position at the pinnacle of power in Zhentil Keep, Manshoon immediately set about creating a secret organization—the Zhentarim—that





would support him, his rule over Zhentil Keep, and his ambitions throughout the rest of the Realms. Fzoul was an early recruit, for the priest saw membership as a means to seize the leadership of his church. Under his influence, many of the lower priests of Bane joined this network against the will of the old-school church hierarchy, secretly breaking with what they saw as the outdated doctrines of the orthodox leader of the Banite religion, the High Imperceptor of Bane in Mulmaster. Fzoul's influence among the priests of Bane grew as Manshooon supported his fellow conspirator. Ultimately, with the backing of Manshooon's network, Fzoul took over the church organization in Zhentil Keep, renaming the temple the Black Altar in open defiance of the authority of the High Imperceptor, whose seat of power in Mulmaster was called the Black Lord's Altar.

Manshooon did not solely rely on the Banite priests, nor did he truly trust them. Their loyalty was first to Bane, not him. Nor did he fully trust the many Zhent wizards who joined his cabal; he assumed their ambition to be as great as his own. Manshooon cold-bloodedly played wizards one against another, and he found many ways to use their knowledge and items to further his own researches. Through his own studies and by plumbing the depths of the resource that other Zhentarim wizards presented, Manshooon's skills as a wizard grew and surpassed his skills with a sword. Knowing the consequences of overconfidence, Manshooon strove to raise his own might-of-Art to a higher level than the other wizards in the Zhentarim.

A few years after the founding of the Zhentarim, Manshooon became adept at commanding loyalty and detecting treachery among the Zhentilar (and Zhentarim). Spies came back from Teshendale (still a free Dale at that time) telling tales of a magically levitating hollow rock that drifted over the wilderness west of Zhentil Keep. While investigating this flying rock personally (since he suspected it contained powerful magical items that might be useful to him), Manshooon met Xantriph, a beholder who inhabited the floating shrine. The two cunning minds saw a mutual advantage to be gained by joining forces, rather than attempting to kill each other. Manshooon proclaimed the great flying shrine to be the Temple in the Sky, a worldly link to the gods. There Xantriph spoke to Banites (who came riding hippogriffs, or more foul creatures) as the Voice of Bane, directing them to do whatever Manshooon desired. The god Bane, amused and intrigued, raised no hand against this.

In addition, the Voice of Bane encouraged the confession of sins—of course reporting information gained in these confessions back to Manshooon. The floating temple became a base for Zhentilar patrols and for a network of agents—humans and small skulking creatures—that Xantriph set up

to spy on Zhentil Keep's citizens (including the priesthood of Bane and the ranks of the Zhentarim). Some findings Xantriph reported to Manshooon, who was quick to remove serious threats and rivals when alerted by the eye tyrant, but many of the facts he learned the beholder kept secret for its own plans. Sometimes it also offered "suggestions" to Manshooon, suggestions that furthered its own secret goals even as they aided the Zhentarim.

Troubled Times

Perhaps it was only coincidence that shortly after the founding of the Zhentarim, the North became restless again. Rumors of dragons working with orc shamans, the ascendance of a giant four-armed orc leader named Ghauust, and of massing orc hordes began to filter south. These were followed by raids. Dragons swooped over Teshendale and Daggerdale. Orcs stormed the outposts of Melvaunt and seized the Border Forest. Glister was besieged by ogres. Humanoid pirates made the Moonsea unsafe.

Some scoffed at the threats building in the North. "Zhent work," they sneered, "just Zhent plots to scare all the northern traders into their arms." They pointed to maps of the Moonsea and noted how the threat stayed away from Zhent lands. As their suspicions became louder, new reports came from the north of orc raids through the Dragonspine Mountains and into the Zhent-held lands of the Tesh Valley.

Then the dragons came, proving the truth of the threat. Dragons destroyed Hulburg, and Sulasspryn was shattered. Orcs swept over the ruins and butchered the survivors. Blocked by the mountains at the east end of the Moonsea, the horde swept west and beset all human settlements north of the Moonsea itself.

The lords of Zhentil Keep were shrewd enough to see that they could redeem themselves in the eyes of many neighbors who might otherwise unite against them by aiding Melvaunt and Thentia in the struggle. By doing so, they could also impress those who might otherwise consider Zhentil Keep militarily weak, such as Cormyr, which was busily expanding northward, and Sembia, whose ship captains had taken to pointedly reminding Zhents that they were Sembian in origin, and ought to be allies of—or even citizens of—Sembia. So the Zhentilar armies were hurled into the fray, bolstered by the Art wielded by the lords who were also mages, and by priests of the city's temple of Bane. The horde was defeated, but not until orc raiding parties had slipped through into the Tesh Valley and ravaged the frontiers of the Dalelands.

(Elminster insists the entire orc threat was a Zhentarim plot. He points to how little Zhentil Keep suffered compared to its neighbors and how the armies it sent were composed





of convicts and those disloyal to Manshoon. He admits that the sacking of Hulburg and Sulasspryn was probably not part of the plan, but that their destruction only enhanced Zhen-tarim schemes. As for the raids into the south, Elminster says the orcs were escorted across Zhentish lands by the Zhentilar and released to the south to make the Dalesmen panic.)

The Citadel of The Raven

As the threat of an orc invasion subsided, Manshoon saw an opportunity and seized it. At his direction, Halaster and Aumraeven, two diplomatically astute lords of lesser power—the former a great warrior, the latter a fell mage—called the rulers of the other Moonsea cities to a parley in neutral Elmwood. There they convinced all that the Citadel of the Raven could and ought to be refortified by all human powers in the region acting together to head off possible future humanoid threats. As a goodwill gesture, Zhentil Keep had just granted Yúlash an independent charter, and now it was prepared to withdraw its troops from Yúlash and send the withdrawn Zhentilar garrison north to the Citadel to begin the job of cleaning out and occupying this fortress in the Dragonspines. (Yúlash had been occupied by Zhentilar almost from its founding. Of course, the Zhents intended to keep covert agents in the market town to ensure that Yúlash would act as Zhentil Keep desired until Zhentilar armies retook it.)

The Citadel of the Raven was (and still is) a chain of ancient stone fortresses linked by tunnels, low walls, and high stone bridges. Stone ravens are carved on its battlements, facing north, from which the Citadel takes its name. The Citadel has seemingly always existed throughout recorded history, always bearing the same name. It was old when humans of the Inner Sea first reached the Dragon Sea and built now-lost Northkeep.

For centuries the abandoned keep served as a refuge for human and half-orc bandits, and several successive bands of them were routed out of it as the human presence in the Moonsea north grew. Some sages believe the Citadel's existence proves there was once a grand human kingdom in the Moonsea north, and that humans are an older race than demihumans and humanoids. Elminster and other learned scholars hold that the Citadel is a remnant of a realm whose people fell back into barbarism under repeated orc and ogre attacks. Today the survivors make up the Horse Tribes of The Ride. This realm's existence proves nothing about the age of humankind or human greatness in Faerûn, only that human

history in the Moonsea north goes back beyond reliable record.

At the insistence of Zhentil Keep, all the human Moonsea cities had a hand in reestablishing the Citadel. At the time, it was assumed that Zhentil Keep had been weakened by its stand against the invasion and could not carry out the necessary improvements and staffing of the Citadel on its own. Since the recent attacks proved to the city governments that they were dangerously exposed to raiding orcs and ogres, no one city or land wanted to send all its forces to guard some distant fortification. The terms of the parley that established the Citadel as a defensive stronghold called for all of the cities and lands to send some troops to the Citadel, and for all of them to use it as a base for patrolling Thar and The Ride, where fierce barbarian human tribes were proving increasingly dangerous to mining caravans from Zhentil Keep and other areas throughout the Moonsea. Everybody was to send a small contingent, so that nobody had to weaken their home garrisons. At least, that was the theory.

From the start, the Zhents made sure their forces outnumbered the soldiery of other cities in the Citadel. Zhentilar arrived under the banners of both Zhentil Keep and Yúlash. Yúlash had been formally granted independence just before the parley, but Zhentil Keep still truly held the reins of power there.

The Zhents worked carefully to avoid the appearance of dominating the citadel. A dedicated battle captain, Galauntar Hawkhelm of Hillsfar (a staunch rival of Zhentil Keep), was elected captain of the Citadel by vote of all the cities. (It is now believed that the Black Network rigged the outcome against itself to further lessen suspicions.) He raised the watchful Raven of the North banner, and he wisely led the warriors who rode under it.

Some of the cities sent malcontents and criminals to the Citadel just to be rid of them. These mavericks might have been troublesome, but Zhentarim wizards surreptitiously installed in the Citadel kept order through subtle application of their Art. Keeping their powers hidden from Hawkhelm, the wizards discovered which warriors were spies reporting back to their home cities, and they made sure that these stalwarts ended up amid the battle casualties when Citadel warriors fought. At the same time, these covert mages recruited those malcontents who could be seduced into the lower ranks of the Zhentarim. In comparison to the others, the Zhentilar garrison was always tightly disciplined and cooperative with Hawkhelm, never once giving a hint of trouble.

The Citadel's forces fought well against persistent ogre attacks, and they were soon joined by fledgling adventuring bands hoping to make names for themselves. These adventurers served as explorers and scouts. The Citadel's fame, and good





name, grew. Once its true worth came to be appreciated, the ancient, crumbling walls were renewed and strengthened.

For many years, the garrison of the Citadel skirmished with this orc band or that ogre tribe. These were only petty battles against foes that could never threaten the safety of the Dalelands or lands further south. It did not take long before council members in many Dales grumbled about the cost of maintaining a “useless garrison so far from home.” Contributions to the staffing force of the Citadel from distant lands diminished, while those of Zhentil Keep grew steadily.

The Ogres of Thar

The first true test of the Citadel came when the ogres of the Moonsea north fell on the weakened human kingdom of Thar and smashed it. Their traditional lands regained, the ogres surged toward the Dragonspines. It took bold action and hard fighting, but Hawkhelm’s command managed to break the building ogre threat. Chastised, the ogres retreated to their reconquered homeland.

The war was not without its disasters for the Zhents. Phlan, which was well on its way to becoming a Zhentish client state, became the target of a combined orc and ogre horde. Melvaunt, an ally on paper, felt too exposed to risk its own troops in Phlan’s defense, rendering the Zhentilar and Zhentarim who could come to Phlan’s aid too few to hold back the tide. Phlan was overrun and left in ruins. Worse still, the ogres had outflanked the Citadel. Only an open plain separated them from Zhentil Keep. Zhentilar were hurriedly withdrawn from the Citadel to reinforce the troops at the Keep itself. Zhentarim agents plied the ogre leaders with gifts and advice, while secretly setting the ogre clans against each other to delay their movement, weaken their resolve, and confuse their tactics.

At last, magic-wielding scouts sent back initial reports that the ogres were on the move. These were some of the Keep’s darkest days. Every being who could carry a sword was press-ganged into the army. The dark temple of Bane droned with services every night and into the day. Even the lords were unsure if the walls of the Keep could withstand the full might of the ogre horde.

Finally the full reports came in—the bribes, flattery, and advice had worked. Believing their enemies were weak, the ogres marched on both Zhentil Keep and Melvaunt. When the portion of the invaders sent to assault the Keep were well out on the barren plain, the Zhentilar struck. What followed was a massacre of the ogre forces, not a battle, and was intended to set an example for all the humanoids of the Moonsea

north. It would make the humanoids think twice about challenging Zhentil Keep.

Melvaunt also survived the assault by the humanoid contingent that attacked it, although it was denied Zhentish aid. Indeed, Zhentarim agents secretly aided the ogres in their assaults on Melvaunt’s walls. It was in the Zhentarim’s best interests to see another trade competitor gone.

Years of Expansion

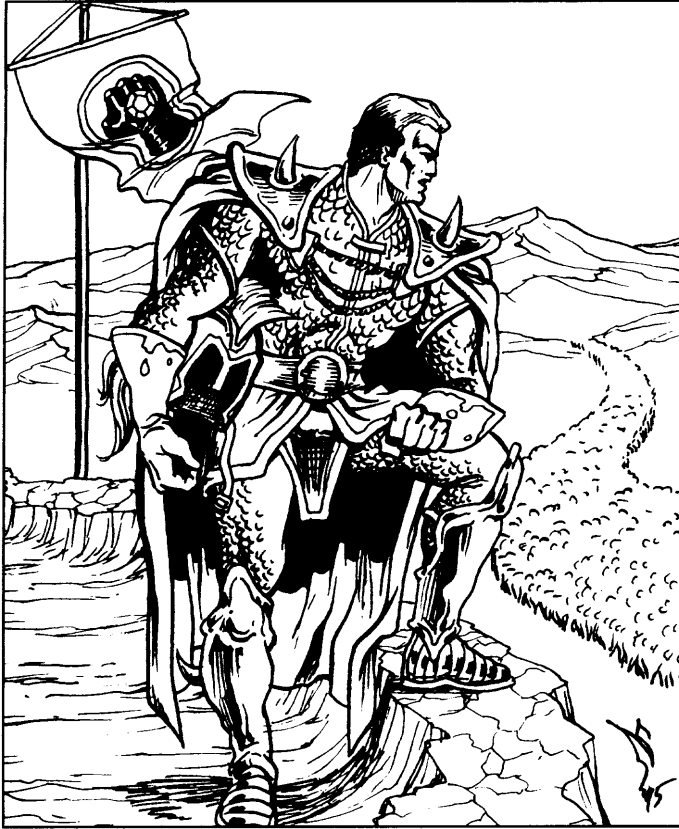
Shielded by the strong, diligent patrols of the commonly garrisoned Citadel, Zhentil Keep grew stronger yet after the downfall of the ogre-led forces from Thar. The city grew *up* now, rather than out. Even the buildings in which common folk dwelt were tall, some having as many as six floors. They leaned one upon the other, pressed together in rows like so many cliffs towering over the narrow and gloomy streets below. Then, as now, crabweed and lichen grew on the cobbled streets, but there was not a tree to be found in the city.

Since the rise of the Zhentilar, the soldiery outnumbered all other inhabitants of the city. Military concerns ruled daily life; great iron gates were set into buildings all over the city so that key streets could be closed off in case invaders reached the city interior (or, as some have said wryly, in case of a revolt). Minor Zhentarim mages-called *naug-adar* or “devil dogs” by the Zhentish citizenry—began to be assigned to gather information not only on the external enemies of Zhentil Keep, but to routinely spy on visitors and citizens of the Keep for Manshoon. Zhentil Keep had become a power in the Moonsea north, and would continue as one at the price of the happiness of its citizens.

With the Moonsea north secured and the ogre threat defeated, it was time for Zhentil Keep and the Zhentarim to flex their muscles. The Zhents had ambitions to build an empire. Throughout the Realms, the Zhentarim planned to dominate through trade.

One thing that Zhentil Keep and the Zhentarim needed to do to guarantee their economic ascendancy was to secure their water route to the Dragon Reach and the Sea of Fallen Stars, over which many goods were shipped. In the Year of Thunder (1306 DR), Zhentil Keep acted with this goal in mind. It supported Sembia, Hillsfar, Phlan, and Melvaunt in fighting down the increasing imperialistic intentions of Mulmaster, which had begun using its naval forces to control access to the River Lis. The Moonsea War, as this conflict is called, ended in the defeat of Mulmaster. Zhentil Keep’s participation further fueled the enmity between the two cities.





A Zhentilar general reviews his troops.

The sinister fortress of Darkhold in the Far Hills became the next test of the Keep's imperialistic ambitions. The castle flanked the major trade route from the Inner Sea to the Sword Coast, making it a strategic point for anyone who wished to harry—or monopolize—the trade that traveled east and west. Centuries old, the fortress had passed through a number of hands until it fell under the sway of the lich-queen Varalla.

Her evil gave the members of the Zhentarim an excuse to seize Darkhold as their own. Led by Manshooon himself, they attacked knowing that no one would come to her aid. Zhentarim wizards and priests, backed by mercenaries and goblin allies, stormed the walls. After fierce fighting, they gained control of the castle. It is rumored that Manshooon died in the assault and was either resurrected or replaced by a clone. (Elminster claims Manshooon has died over 21 times, though this is likely an exaggeration based on personal dislike. After all, Elminster also describes Manshooon as a "petty, third-rate wizard with more luck than brains.")

With Darkhold now its own, the Zhentarim carefully began exerting pressure on the surrounding area. Yellow Snake Pass, never the safest of routes, quickly came into its grasp. To

the south though, the routes along the Trader's Road, the Dusk Road and the High Road have remained open due to the vigorous efforts of local rulers, the Purple Dragons of Cormyr, and the influence of the Harpers.

The next move was made by Zhentilar forces and it is not clear if this was actually part of a Zhentarim plan. ("Clear as a sunny day," snorts Elminster.) The forces of Zhentil Keep marched on Teshendale, laid waste to the town of Teshwave, and established rigid control of the valley of the Tesh, while the other Dales stood aside—much to their later shame. Next, the Zhentilar made war on Hillsfar and established a temple to Bane, the Altar of the Dark God, in the village of Voonlar.

The Zhentarim made its boldest move when leaders friendly to the Zhents were helped to power in Daggerdale and Shadowdale. In both cases, the ruling seat became suddenly and mysteriously vacant, although astute citizens had little trouble guessing the cause—Zhent treachery. In Daggerdale a relative from a far distant branch of the ruling family—a vile man named Malyk—fortuitously appeared to claim the throne. In Shadowdale, where the right to rule was given to the holder of the *Pendant of Ashaba*, an outlander, Jyordhan, successfully made his claim. In both cases the citizens quickly had cause for regret as Zhentilar and Zhent merchants flowed into the Dales.

It was in the midst of this expansion that Manshooon consolidated his iron hold over the Council of Lords. In the Year of the Blazing Brand (1334 DR), First Lord of the Council Iorltar died, naming Manshooon as his replacement under suspicious circumstances. Many members of the Council who had opposed Manshooon became mysteriously ill immediately after Manshooon's ascension to the position of first lord. Citing treachery within the city and enemies lurking eternally outside it, Manshooon called for increased powers to directly hire, train, and assign military forces be given to him. The Council of Lords at first denied this request after strong opposition was presented at an unprecedented and bloody Council meeting by several beholders who had, until then, been working loosely with Manshooon in Zhentil Keep. The beholder Argloth floated threateningly in midair above the Council until matters were resolved as it wished. Lord Chess was given the position of "Watchlord of the Council," which was defined to include the Council duties formerly given the first lord (thus Lord Chess is sometimes referred to as First Lord Chess). But within three years Manshooon had once again rearranged the Council to his liking and intrigued his way into being declared "High Lord," and he was given the almost absolute control over the affairs of Zhentil Keep and the Zhentilar that he desired. The beholders, strangely, remained silent this time, perhaps being caught up in other matters more near and dear to their beholder natures.





In the Year of the Bright Blade (1347 DR), a large Zhentish force was sent to assault Melvaunt and bring it under the direct rule of Zhentil Keep. The Zhentilar and Zhentarim were supplemented by a mercenary orc horde under the leadership of a strong orc warrior rumored to be of the line of Ghauust. Unfortunately, Phlanite scouts, alerted by unusual orc activity in their vicinity, spied the force far in advance. They mobilized what resistance they could and sent fast messengers to neighboring Melvaunt to alert it and request aid. (Phlan has frequently been the target of Zhent attacks, and was unsure who was to be the target of this one.) With surprise lost, the Zhentarim attempted to swing wide through the badlands of Thar to come up on Melvaunt from the east. The orcs, however, would not cooperate. Knowing they had lost any chance of an easy victory in Melvaunt, the Zhentarim continued to swing wide and instead assaulted Hulburg. The small city, still littered with the ruins of several previous sackings (by first giants, then dragons, and then Mulmaster), did not stand a chance, and was decimated and looted.

Counterattacked

The rapid expansion of Zhentish influence alarmed the Keep's uninfluenced neighbors. The other free Dales, Mistedale especially, strengthened their defenses while vigorously hunting out "Zhent" spies and giving them dubious trials. Many lives were ruined, but not those of many spies.

In Shadowdale, Jyordhan died under peculiar circumstances. (He was slain by Khelben "Blackstaff" Arunsun when he tried to ambush Khelben as the mage was attempting the leave after visiting the Dale.) This ushered in a period when Shadowdale had no official leader. Jyordhan had named Lyran, a Melvauntian, as his successor, but without the Pendant, which had disappeared, Lyran was considered a pretender by the Dalesfolk. (Khelben had taken the *Pendant of Ashaba* back to Waterdeep with him, promising to find a worthy leader of Shadowdale.)

At the same time the Dales were fortifying and hunting spies, they were circulating rumors of great treasures in the ruins bordering Zhent lands, hoping to draw adventurers close to their bosom. One of the first of these groups was the Knights of Myth Drannor. It was they who sacked the Flaming Tower, attacked the Temple in the Sky, slew Xantriph the Voice of Bane, and freed the Temple from its mooring above the Flaming Tower. Although Xantriph was replaced by a less able beholder, Xulla, the attack damaged the credibility of the Voice of Bane. From here on the Temple—restored to its tether—was to have less influence over the Zhentilar. Manshoon recognized this and closely allied himself with a different beholder, Manxam, who became his

spymaster and co-conspirator. Manxam is said to be younger, but far wiser, than Xantriph was.

The next blow in opposition to the Zhents fell in Daggerdale. Malyk, never popular with the peasants, was confronted and slain by Randal Morn, true heir to the throne of the Daggerdale. Heartened, the Dalesfolk rose up against their Zhent overlords and pressed them back toward the remains of Teshendale.

The Taking of The Citadel

Many angry and exaggerated tales surround what is often described as "the treachery of Zhentil Keep." Elminster swears that, as far as he can tell, the Zhentarim cold-bloodedly planned to seize the Citadel of the Raven from the beginning, and with it, much of the force of arms of the other Moonsea cities. Of course, such a move could not be made immediately. At first, the Zhentarim was not strong enough to risk acting openly against all the other cities in the region. Later, too many mages and adventurers of power came to the Citadel for such a bold stroke to have much chance of succeeding. As the years passed, many in the Zhentarim advocated holding off on the planned seizure of the Citadel. After all, other people's lives and gold were shielding Zhentil Keep itself so well that gold coins were pouring into more than a few laps in the city due to the beneficial trade atmosphere.

Perhaps, though, the Black Network felt pressured by its setbacks—or perhaps it was emboldened by its recent success over the Mulman navy. For whatever reason, after eighty-odd winters had passed, the time seemed right to act. Zhentarim mages in the Citadel used poison and magic to slaughter the non-Zhentilar elements in the garrison and then took the Citadel for their own. They acted when a large orc army was approaching the Citadel and most of the warriors had sallied forth to do battle.

The orcs (possibly aided by Zhentarim magic, and certainly probably goaded into the attack by Zhentarim promises) prevailed in the fray. The defeated warriors found the walls held against them. Trapped in a vise, they were caught in the open and butchered. Galauntar Hawkhelm, gray-haired despite liberal use of *potions of longevity*, rallied a small number of skilled warriors who fought their way clear. Later they would become the Knights of the North, bitter foes of every thing Zhentish. Tragically, Hawkhelm was mortally wounded in the charge and never saw his knights to freedom. When night came, the banner of Zhentil Keep flew from the Citadel's battlements.





Zhentil Keep had planned to crush the armies of the Moonsea cities with this stroke and render its rivals defenseless. With the Citadel taken, a Zhentarim-ruled empire was expected to follow swiftly. Thus, Zhentilar troops set out for Melvaunt, Thentia, Yúlash, and Daggerdale even as pleas were made for more troops to replace the “tragically overwhelmed” force under Hawkhelm.

The members of the Zhentarim, however, had overlooked their neighbors’ wariness and the might of adventurers in the area. The other cities, apprised of the Zhentarim treachery through magic, prepared to act. The majority of Melvaunt’s troops, brought to the field to resist the orcs, simply waited for the Zhentilar threat. Cormyr sent troops to Daggerdale, and Sembia sent mercenaries and much coin to Hillsfar, intending to stop Zhentil Keep from simply rolling over the Dalelands. Various lone mages and adventuring bands administered sharp defeats to Zhentilar troops all around the Moonsea shores. More than a few Zhentarim mages operating undercover in foreign cities were suddenly unmasked and very publicly dismembered; it was made clear that their identities and activities had been known for some time.

In all, the Zhent gains were small—most of Daggerdale was regained, while the bulk of the Zhentilar were stopped at Yúlash by the Red Cloaks of Mulmaster. The situation quickly stalemated as Yúlash erupted in civil war. With the coming of winter, Zhentil Keep suddenly learned prudence, and a time of uneasy peace began. The Zhentarim fought a few skirmishes around Yúlash and Voonlar to remind everyone that Zhents were too powerful to trifle with, ignore, or try to blockade. However, the Zhentarim ceased to depend on open warfare to achieve its ends and established extensive networks of often-unwitting agents to further its aims and interests. Its new policy depended on corruption and local domination by mages.

It was fate and opportunity that saved the Zhents from all-out counterattack the next spring. Seizing on the distraction of the Zhent threat, Lashan of Scardale attacked his neighbors. Here was a threat to Sembia and Cormyr even closer (and thus greater) than Zhentil Keep. Worse still, the Cormyrean/Sembian force was far north, unable to quickly counter Lashan. Peace with Zhentil Keep was necessary, and the Zhentarim seized upon that necessity to gain an advantage even in losing by lending a force to crush the upstart Lashan. Caught in a bind, the Zhents’ enemies could not refuse. In the end, Lashan was crushed, and the Zhentarim was well on the way to founding a new secret base in Scardale with the agents it left as part of a multilateral provisional government of the Dale.

The Keep’s gains in the south were followed by losses in the north. While all sides in the Scardale conflict were

exhausted by war, the Knights of Myth Drannor returned to Shadowdale and restored true rule to the Dale. (Khelben Arunsun gave them the *Pendant of Ashaba* in return for services they rendered to Shadowdale and himself.) Zhentarim influence was purged from the valley.

In the next few years things stood at a stalemate in the Moonsea region and the Dales, with various sides making abortive attacks on each other and the civil war in Yúlash grinding on. In the Year of the Prince (1357 DR), the High Imperceptor of Bane sent an emissary force, led by High Inquisitor Ginali (who worked with a beholder named Orox), to the Black Altar in Zhentil Keep to attempt to bring that church back under his sway. Some warrior-priests affiliated with the High Imperceptor actually even attacked the Black Altar and Fzoul during this mission. If Ginali could not persuade Fzoul to recant and rejoin the main Banite church in the Moonsea, then his orders were to set up a second temple to Bane in the city to minister to the faithful who did see the light, and from there to work to retake the Black Altar.

Fzoul, preoccupied with the troublesome exploits of one Alias of the Azure Bonds and a power struggle within the ranks of the Zhentarim involving acquiring a woman with spellfire (Shandril Shessair), retreated to his tower and briefly abandoned the Black Altar (which the Orthodox Banite still called the Dark Shrine). He then forcefully rejected Ginali’s demands that he rejoin the main church and reasserted his control over the Black Altar, and a short period of open conflict between Fzoul’s faction and more orthodox Banites ensued. Fzoul waited just long enough to act, however, that the more orthodox members of his faith permanently split off and joined Ginali, who erected a small new temple to Bane he named the Dark Shrine—which the High Imperceptor in Mulmaster asserted was the proper name for the temple in Zhentil Keep.

Then, the world changed.

The Time of Troubles

In the Year of Shadows (1358 DR), Bane’s avatar came to Zhentil Keep. He had been forced out of the heavens by Ao, along with his fellow deities, in response to the theft of the *Tablets of Fate*. It was in fact Bane and Lord Myrkul who had stolen the *Tablets of Fate*. They believed, incorrectly, that the *Tablets* were the key to Ao’s power. The night Bane came down to Zhentil Keep is known to all Zhents as the Arrival.

On that fateful night, accompanied by fire from the sky, Bane’s spirit fell from the heavens, directly on top of his dark





temple in Zhentil Keep, the Black Altar. The force of the landing destroyed the temple, save for the throne room that served as an altar of power for Bane. Once Bane adjusted to his new body, that of Zhentish citizen Trannus Kialton, he commanded the Black Altar to be rebuilt in a form more suitable his glory. Fzoul and Sememmon, a mage of the Zhentarim, led a force of Zhentilar in a distracting assault on the Twisted Tower of Ashaba for Bane so that he could reach the temple of Lathander there. When Bane's mortal avatar form was destroyed in a battle with Mystra, Midnight, and Elminster at Lathander's temple, Bane possessed the body of Fzoul for a period of time until he transferred his essence into an obsidian form.

Bane and Myrkul worked together during the Time of Troubles, pursuing their evil agenda while the Realms shook with the chaos that the avatars' arrivals brought with it. Bane was killed by Torm, God of Duty, outside the city of Tantras. Myrkul died over the skies of Waterdeep, a victim of the lady mage Midnight's magic. Cyric slew the physical body of Kelemvor Lyonsbane, who had been a trail companion of both himself and Midnight, but Kelemvor's spirit wound up trapped in the sword *Godsbane*.

When the Time of Troubles ended, Midnight had taken the mantle of Mystra as the goddess of magic. Cyric had also ascended to godhood and gained the portfolios of Bane, Myrkul, and Bhaal, the latter apparently perishing after his banishment from the Moonshae Isles. The worship of Cyric was centered at his new temple in Zhentil Keep, called the Circle of Darkness, with Maskul Mirrormane as its high priest.

The avatar form of Iyachtu Xvim, the Godson of Bane, was destroyed during the early days of the Time of Troubles. His surviving spirit was drawn to an ancient imprisonment circle under Zhentil Keep. Xvim remained there, unable to leave and angry that he had been removed from the picture before he even had the chance to strike at his father. He turned his dark cunning and simmering wrath to eventually escaping.

A small fellowship of sages and scholars proposed the radical theory that Ao himself had divine foreknowledge of Cyric's ascendancy to godhood and thus hamstringed Xvim so that the quasi-power could not rush in to fill the void left by Bane's death. Xvim could indeed have had legitimate claim to his father's portfolio, as he was of the same flesh, blood, and spirit as the evil god. Put simply, Xvim was Bane's heir.

Keeping The Faith

The coming of the avatars had brought much damage, grief, and chaos to the Realms. Throughout city and

countryside alike, areas of wild magic sprang up, and in some places magic died. It was a time for regrouping, rebuilding, and revenge.

Not all of the priests of the late, great Bane flocked immediately to Cyric's side. Many stubbornly maintained that Bane was not dead, but rather was in the midst of executing a very cunning plan. He would return, they assured a rapidly doubting populace, and he would remember those who deserted him and deal with them accordingly. Many of these priests—who called themselves Orthodox Banites, the Waiting Faithful, the True Followers of Bane, and other even more pretentious names—pointed to the fact that their prayers for spells were still being granted as a sign that Bane was alive and well. Little did these stubborn, misguided fools realize that it was Cyric himself who was granting them their powers.

Some sages versed in matters divine say that Cyric perpetuated this confusing situation for two reasons: First, he was the god of lies and could not resist the chance to prevaricate in such a broad way. Second, he hoped to eventually lure the stubborn priests to his cause. After all, Ao had decreed that a deity's power would wax and wane in proportion with his or her worshipers and how great their faith was. The stubborn, but incredibly faithful, holdouts of Bane were a vast well-spring of the power of belief, and Cyric coveted it.

For three years, Cyric kept the lie alive, but the number of stubborn Banites who "saw the light of the Dark Sun" and turned to worshiping Cyric were few indeed. Cyric gradually lost patience with the Orthodox Banites. Eventually, he became enraged at their refusal to acknowledge his greatness and ended his policy of tolerance.

During this time, Iyachtu Xvim lay in incorporeal form in an ancient pit under Zhentil Keep. Much in the same way the old god Moander lay trapped under Yúlash until released, so was Xvim trapped under the Keep, fuming and plotting.

The Banedeath

Once Cyric's power was consolidated—and it was a considerable amount of power indeed—he unleashed it in a terrible move of calculated cruelty. On a frosty night, the final night of Marpenoth in the Year of Maidens (1361 DR), a huge column of flame erupted from a low-hanging cloud and set the Black Altar of Zhentil Keep on fire. This was the signal for the Banedeath to commence.

The Banedeath was an inquisition launched by Cyric through his agent Xeno Mirrormane, the brother of Maskul Mirrormane. Xeno led the followers of Cyric through the dark, twisted streets of Zhentil Keep in an attempt to cleanse the city of all Banite worship. Known worshipers of





Fanatic priests of Cyric ride through the Keep on the night of the Banedearth.

Bane were dragged from their beds at swordpoint. Businesses owned by Banites were vandalized, looted, or burned. In the ensuing days, widespread fighting peppered the Keep and made life even more dangerous than usual. Besides burning the Black Altar of the more moderate Banites under Fzoul, Xeno's followers besieged and demolished the Dark Shrine, the church of ultra-orthodox Banite worship in Zhentil Keep. It was so utterly and completely destroyed that not one brick remained stacked on another. High Inquisitor Ginali of the Dark Shrine disappeared in the confusion and managed to flee Xeno's purge (despite claims that he perished in the Banedearth).

The Banites were given two choices: worship Cyric or explain to him in person why he was not worthy of worship. Of course, the second choice required that the Banite die, seeing as only then could he meet Cyric, God of the Dead, face-to-face. This proved to be a very effective recruiting technique, and many did indeed "see the light of the Dark Sun."

Maskul Mirrormane was slain by his younger brother, Xeno, after the Banedearth had reached its height, and Xeno then took command of the Circle of Darkness. The Black Altar had occupied prime real estate in Zhentil Keep. The

Circle of Darkness took over the Black Altar's grounds and what remained of its structure and relocated the church of Cyric there, abandoning their more modest former structure in favor of a glorious new temple complex. This reconsecrated church became the Black Altar of Cyric, and it was now the sole temple of death and strife in Zhentil Keep, and Cyric was the god venerated within its foul walls. Fzoul Chembryl, the high priest of the Black Altar of Bane, was allowed to live due to a mysterious "special relationship" with Cyric, as well as his extensive connections within the Black Network.

The Banedearth lasted for the rest of the year. At last, on the first day of Hammer in the Year of the Helm (1362 DR), Mirrormane declared that this year was to be referred to by the faithful as Year One of Cyric's Undisputed Rule. The inquisition was over, and it had been declared a complete success.

In fact, however, if the goal of the Banedearth was to eliminate all traces of Bane worship from the city, it was not such a success. (Historians also noted with interest at the time that the Cyricists did not repeat the "cleansing" at other places of Zhentish power such as Yúlash, Darkhold,





Teshwave, and the Citadel of the Raven.) Zhentil Keep is littered with numerous subterranean passages, sewers, and catacombs. Bane worship was driven underground, figuratively and literally. Certainly the majority of Bane's devoted converted or were executed, but some survived, more determined to continue in their beliefs than ever, their hatred glowing white hot in their corrupt hearts.

One small group of Banites who fled underground passed through a little-used sewer section and happened upon the ruins of the subterranean portion of a small fortified building in the Foreign Quarter. These battered, resentful faithful sensed a familiar presence, close yet out of reach. This turned out to be Xvim, brooding in his pit, his energies waning. It would take several years, but eventually Xvim was accepted by them as the true heir to Bane. He then tapped the strong beliefs of this small sect, and began gaining in strength.

The Consolidation

For the next six years, the city of Zhentil Keep grew in power and evil. Even though there were temples to other gods in the Keep, it was Cyric who ruled supreme through his clergy and other followers. During this period, Cyric's followers consolidated their gains and formed an ecclesiastical hierarchy. The Black Network continued in its attempts at domination of the Moonsea and the Dalelands, while the clergy of Cyric spread word of his might throughout the Realms.

During this period, the growing might of Cyric throughout Faerûn forced the High Imperceptor of Bane into hiding. The church of Cyric's inquisitors fretted restlessly, wanting to get their hands on the greatest living manifestation of the now-discredited Bane's power, but the High Imperceptor slipped through their fingers. A constant watch was kept at his lavish retreat in Sembia; however, he has never shown up there to claim the riches he has undoubtedly squirreled away on its premises. (He is actually still hiding in Mulmaster, which had always been his power base.)

Cyric's hatred for Mystra continued to fester. In fact, even though the members of his clergy did their best to proselytize in his name, Cyric was dissatisfied with his lot. He deserved better, no matter how well things were going. He wanted to command the loyalty, worship, and obedience of *all* in the Realms, and began pondering how best to achieve this.

The civil war in Yûlash continued to drag on, with Zhentil Keep backing one faction and Hillsfar backing the other. The war had now degenerated into a prolonged covert struggle in the shadows, punctuated by the occasional flare-up of open, larger-scale skirmishes between military forces.

The Realignment

During the period of consolidation, the forces of the Black Network, led by the wizard Manshoo, realized that Cyric was no Bane. Whereas Bane was an experienced, wily, patient sort, Cyric was a fool, a hot-headed recent mortal who still retained his mortal perspectives. Cyric was a bane on Zhentil Keep.

Manshoo quietly made plans to relocate the Network's main base of operations outside of Zhentil Keep. Over a period of six months, he secretly and gradually shifted supplies, other resources, and personnel to new quarters in the Citadel of the Raven. The Zhentarim outright took over a large portion of the sprawling complex. Lord Chess was too stupid to notice the change, Xeno Mirrormane was too preoccupied with the hierarchical struggles within the church of Cyric, and Cyric himself in his arrogance never thought that Manshoo would ever contemplate such an action, let alone take it.

Fzoul Chembryl knew precisely what was going on, yet he said nothing. Fzoul, still embittered by his fall from high power and privilege after the Banedead, decided that what Manshoo chose to do was none of his business. Besides, Fzoul was also still part of the Zhentarim's Inner Circle, and he well understood that Cyric's actions would lead to ruin. Fzoul thought it best to just sit back and allow Manshoo to make the necessary changes.

By the beginning of the Year of the Staff (1366 DR), the realignment of Zhentarim resources was complete. It had taken just six months to accomplish, and no one who should not have known about it ever did until it was *far* too late.

The Year of Discord

The Year of the Banner (1368 DR) began with hope—then disintegrated quickly. Precisely six years to the day from when Cyric's Undisputed Rule had been declared, Cyric's inquisitors launched a second inquisition, this one erupting suddenly in Yûlash, Darkhold, Teshwave, and the Citadel of the Raven. Its purpose was simple: cleanse all Zhentish holdings of all nonbelievers.

The inquisition went well, though the inquisitional efforts in Yûlash diverted resources from fighting Hillsfarian forces there. The Zhentilar in Yûlash became increasingly vulnerable to Hillsfarian offensives, until finally they retreated from the embattled city, leaving Hillsfar the victor—holding an overglorified mound of ruins enclosed in a crumbling city wall.

Even with the successful inquisition, Cyric was not satisfied. He needed people to not only fear him, but also to wor-





ship him—to adore him. In order to achieve this, he sought to create the *Cyrinishad*, the history of Cyric as dictated (and extremely rationalized) by the god himself. This work was to be ensorcelled so that whoever read its pages would become a loyal worshiper of the Dark Sun, believing, in fact, that Cyric was the only deity worthy of worship. All of the other gods of Faerûn, with no worshipers left, would fade away.

However, the right scribe had to be found who could adequately transfer the words to parchment with the right phrasing and in harmony with the enchantments to empower the work. Many attempts were made to inscribe the work, but none of them had the power to convert the reader wholeheartedly. They were all flawed to one degree or another. An irritated Cyric had each unsuccessful scribe horribly killed when his or her version of the *Cyrinishad* failed to pass his test. Cyric eventually executed all known scribes in Zhentil Keep through his efforts.

Bevis, an illuminator who was tortured to death for writing an ineffective version of the *Cyrinishad*, mentioned that he had a daughter, Rinda, who had been schooled as a scribe, though she was not one currently. Rinda was pressed into service to attempt yet another creation of the *Cyrinishad*. Fortunately for her, she had the necessary talent to write the book the way Cyric wanted it to be written, and chillingly, it did indeed affect the minds of all who read it.

Cyric's Plan

Above all else, Cyric feared losing the worship of Zhentil Keep. He correctly surmised that if he lost the faith of the people of the Keep, he would lose the power he needed to keep control of the City of Strife, his center of power in the Gray Waste (Hades). In order to not only secure his worship in the Keep and elsewhere, but also to increase it, Cyric launched a three-pronged attack. The first prong was the creation of the *Cyrinishad*. Little did Cyric know that a true history of his life was also being written. Called, appropriately enough, *The True Life of Cyric*, it was commissioned by Fzoul Chembryl, backed by Oghma, God of Knowledge, and written by Rinda, the same scribe who was creating Cyric's own foul book. Mask, God of Intrigue, was also a participant in the counterconspiracy.

Cyric's second prong was the unleashing of special constructs built by Gond Wonderbringer, God of Invention, in all the major cities where the Zhentarim held sway. These clockwork inquisitors were to strike down anyone who spoke even a single unflattering word against Cyric.

The third prong of Cyric's plan was an attack on Zhentil Keep by frost giants, gnolls, and other humanoids, engineered by none other than Cyric himself. Word of the approaching army would galvanize the city's faith in Cyric, boosting his power. The army would attack the Keep, but

before it did any lasting, major damage, Cyric would intervene, save the city, and win over the permanent gratitude, adulation, and worship of the populace.

Unfortunately for Cyric, all three prongs were undermined almost from their conception. As mentioned earlier, Oghma and Fzoul initiated the creation of a true account of Cyric's life. Mystra, Goddess of Magic, intervened against the clockwork inquisitors. And Oghma arranged it so that when Fzoul addressed the faithful of Zhentil Keep by reading from the *Cyrinishad* on the eve of the invading army's attack, the priest would instead read the final section of *The True Life of Cyric*, which told how the god was planning to dupe the city. At the same time as the reading, a revolt would be incited in Cyric's extraplanar power base, the City of Strife.

The Death of Lord Chess

Lord Chess, the foppish, fat lord of Zhentil Keep who ruled the city on paper only, was duped by Mask into conducting a ritual to bind Kezef the Chaos Hound, an entity which Cyric had entered into a bargain with to track the spirit of the Kelemvor Lyonsbane, which Cyric had never been able to find. (A point that obsessed him and contributed to his ever-enlarging paranoia.) Chess was resentful that Cyric had killed Leira, Goddess of Illusions. Leira had aided Chess in disguising his disgusting bulk from his courtesans. With her gone, his bloated form was once again in plain sight, a torturous fate for such a vain man.

Mask used Chess's resentment to convince him to help with the ritual, which was held on the roof of Blackstaff Tower in Waterdeep without the owner's knowledge. The Chaos Hound was trapped, but at the cost of Chess's life. Mask attempted to frame Mystra for the deed, then left Chess's body in the tower, to puzzle the learned folk of Waterdeep for years to come.

Strife in The City of Strife

Cyric, as the death god, drew much power from the part of the realm of the dead known as the City of Strife, where his Bone Castle was located. A key part of the plan to counter Cyric's ambitions was a revolt in the City of Strife. This revolt, incited by the clockwork inquisitors—who were now free of Cyric's tainted control—was timed to coincide with the ceremony at which Fzoul was to read in Zhentil Keep. Many of the gods participated in this part of the plan after





Mystra convinced each one of the sheer breadth of Cyric's treachery and what it would mean to each of them. The only condition the other gods had was that they be allowed to magically remove those citizens of Zhentil Keep who were faithful to them after Fzoul read from *The True Life of Cyric* and before the Keep was invaded.

One of the clockwork inquisitors sent to stir up the City of Strife was controlled by a soul named Gwydion the Quick, who died as a mortal when Cyric fooled him into thinking that he was acting on the orders of Torm, God of Duty. Gwydion had died with no allegiance to any deity; thus he was claimed by Cyric in the afterlife, and locked into the Wall of the Faithless until his soul was put into a clockwork inquisitor.

The Destruction of The Keep

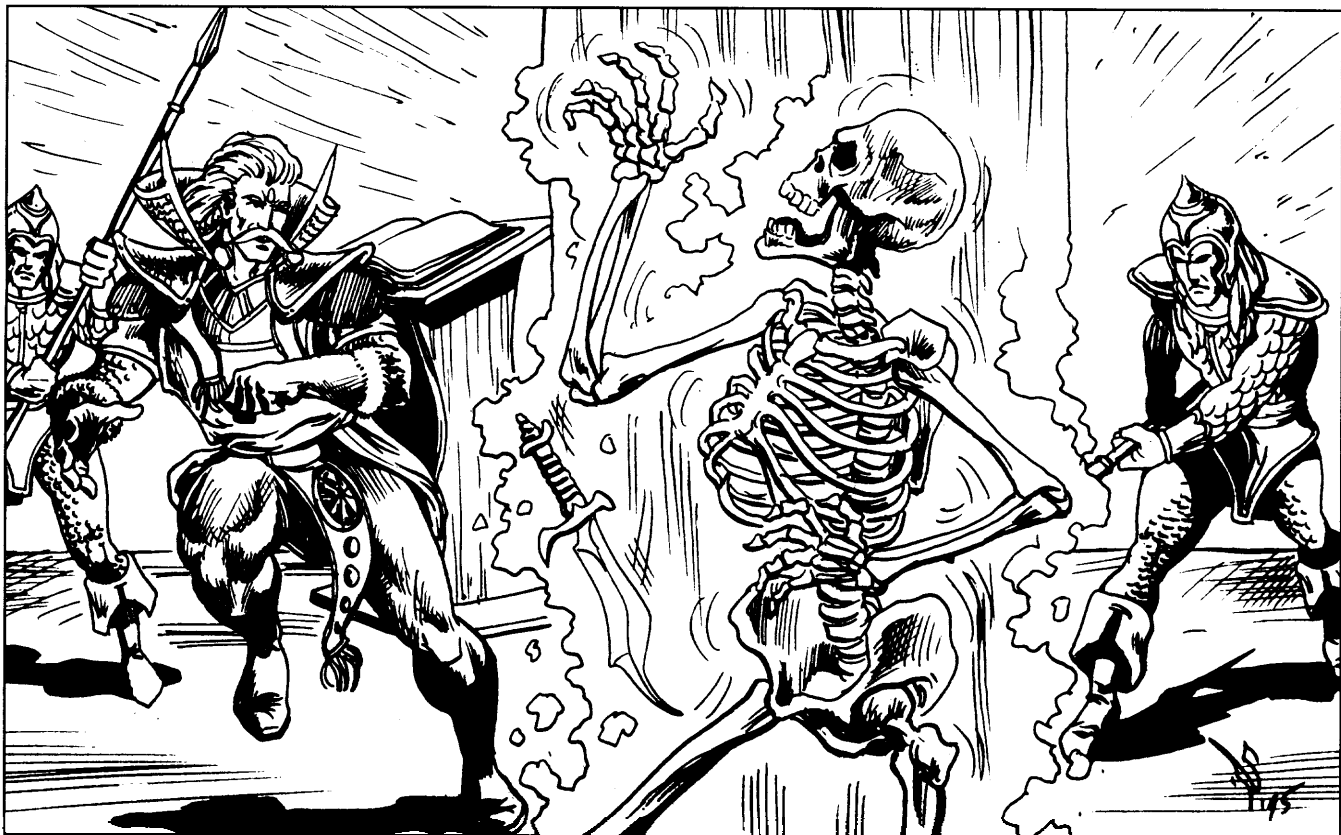
Xeno Mirrormane, High Priest of Cyric, confronted Fzoul after his reading, but the damage had been done. The Black Altar, Cyric's temple in Zhentil Keep, was almost immediately struck by powerful divine fire from Mask, who

had told Fzoul that he would help the priest when called upon. The flames devoured Xeno Mirrormane and proceeded to do likewise to the temple.

As Cyric sat in his throne room, immobilized as an increasing number of worshipers turned away from believing in him, the armies that Cyric had sent began laying siege to the Keep. Their attack was to be devastating. The orcish armies that served in the Zhentilar, resentful of their mistreatment under Cyric, rebelled and retreated from the Keep, blowing up the Tesh Bridge and the Force Bridge. This cut off the Foreign Quarter, which lies on the southern bank of the River Tesh, opposite the city's other quarters. Ironically, this act of destruction would save the southern portion of the city, giving the Zhents something to rebuild from later—after the siege.

Endgame

As it turned out, Mask had disguised himself as the sword *Godsbane* since the time Cyric took the sword, while he was still mortal, from a group of halflings at Black Oaks in a battle during the Time of Troubles. This same sword had been used by Cyric to kill Kelemvor. Instead of Kelemvor's



Xeno Mirrormane, High Priest of Cyric, meets a gruesome death, as Fzoul Chembryl watches.





spirit drifting off to the afterlife, Mask took his spirit and hid it within the sword.

Cyric, angered at *Godsbane's* betrayal (which was revealed during the revolt in the City of Strife), shattered the sword. The act freed Kelemvor, and seemed to destroy Mask. Kelemvor used the remains of *Godsbane* to slay Cyric's form and drive him from the City of Strife. Cyric survived, having lost his powers as God of the Dead and his power base in the Gray Waste. He is now said to dwell somewhere on the forsaken plane of Pandemonium.

Kelemvor became the new God of the Dead. He took up the mantle of Judge of the Damned and transformed Bone Castle into the Crystal Spire, a reflection of the principle of clear and unobscured justice he set as the keynote of his godhood. Gwydion's life was restored to him, and he was given a mission to protect the scribe Rinda, who still carried the *Cyrinishad*. The book, despite Cyric's setbacks, was still devastatingly powerful.

The Trouble with Deserters

The southern section of Zhentil Keep survived due to fortuitous disaster, as the armies of frost giants, white dragons, gnolls, and goblinkin settled into a siege around the northern portion of the Keep. When it became clear that Cyric was in no position to help the city, and that even his clergy were dying off, many Zhentilar paused for a moment to consider their situation. Here they were, under attack by a huge army of humanoids, giants, and dragons, rumored to be sent by none other than Cyric himself. Now Cyric was nowhere to be found, his temple was in flames, and many of the Zhentilar commanders were scattered or lay dead. To many Zhentilar, there was but one option.

They ran away.

In a splendid display of motivated self-interest at least 1,500 of the city's Zhentilar and Zhentarim defenders, primarily officers of some rank, removed their colors and fled their units. While some simply lost themselves in the twisted alleys of the Foreign Quarter and failed to make any attempt to come to the aid of their Zhent fellows across the river, the vast majority became marauding bands of brigands, making the Moonsea roads a dangerous place.

The roads within a 100-mile radius of Zhentil Keep are now the favored targets of the brigands, who usually number from four to eight fighters. Most of the time, the brigands are happy just to steal all foodstuffs, money, and valuables from passersby. Victims who offer no resistance are then let go, sometimes after getting a sound beating. Priests of Cyric or

Bane, as well as any worshipers who proudly display those holy symbols, are struck down without mercy. The brigands fear that if they let these people go, the devout souls will call down the divine wrath of those deities. "No prisoners" means "no supplications for divine intervention."

Those deserters that lost themselves in the city most often simply descended into a life of wine-sotted destitution. In their minds, this is an infinitely better fate than being hacked to death by a frost giant or blast-frozen in an upright position for all eternity by a white dragon. The more ambitious and hard-working deserters, however, have moved into vacant Foreign Quarter buildings and set up businesses for themselves. Some are doing quite well.

Whatever their occupation—shopkeeper, drunkard, or brigand—all the deserters believe, quite correctly, that Cyric is far too busy with matters of greater importance to hunt down a handful of deserters. By the same token, the Zhentilar still in Zhentil Keep are too busy fighting for their lives to be concerned about the deserters, as well.

Ironically, two gods *are* offended by the deserters: Tempus, Lord of Battles, and Torm, God of Duty. The former believes that the deserters are cowards, and the latter, while harboring no love for the evil of Zhentil Keep, is angered at the fact that these soldiers broke their vows (explicit or implicit) of loyalty. Though no one knows it, a very special (and dire) fate awaits each deserter, courtesy of Torm and Tempus.

Zhentil Keep Now

The biggest obstacle to Zhentil Keep's eventual recovery was the armies of frost giants, gnolls, other humanoids, and white dragons that surrounded the Keep and attacked it. The armies eventually left the area, although stragglers remain. Most of the white dragons, the least organized of all the attackers, left first, their minds turning instead to hunting and other more draconian pursuits, liking counting their hoards.

The frost giants left next. With Cyric gone, Zzutam, the frost elemental whom the frost giants that attacked the Keep worshiped as a deity, regained control of his worshipers and sent them back to their homelands. Zzutam did this not out of altruism or love for the Keep, but rather out of principle. He hated Cyric for what the dark god forced him and his people to do. Zzutam may not be the most intelligent elemental force, but he has his pride and a good memory as well. Cyric humiliated him by making him kowtow to Cyric's will. But with Cyric gone, nothing stopped Zzutam from recalling his forces.

The humanoid armies were the last to leave, intent as they were on doing the most looting and causing the most damage possible. However, without the dragons and the giants to keep the more elite forces of the Zhentilar at bay,





remaining at the Keep became an increasingly risky venture.

The last army left the Keep at the end of the fourth month of the siege. They left behind a collection of stragglers and forces turned to brigandage, hundreds of scavengers of all types attracted by the destruction and carnage, a huge sprawling ruin to the north of the Tesh, and a small walled portion of the city to the south that still dared call itself Zhentil Keep.

The Death Toll

It is a sad fact of life that in times of war, the brunt of the pain inflicted falls upon the shoulders of innocents. Families are torn apart, wives widowed, children orphaned—those that survive, that is. Perhaps it is fitting, then, that for once the judgment that befell this center of evil managed to avoid the innocent, for the most part.

As mentioned before, deities other than Cyric pulled their faithful out of the city and brought them to places of safety. Most wound up in the Dalelands, though some materialized in the temples of their respective deities in Hillsfar, Mulmaster, and Thentia. Scholars estimate that out of the population of 83,000 that dwelt within the walls of the Keep at that time, about 13,000 were rescued in this manner, most of them being the more honest, hardworking sorts, including many families.

In an interesting twist of logic, Chauntea the Earth Mother declared that the orphaned children of Zhentil Keep were symbolic of new life and were therefore her followers. Invoking this logic, she rescued every orphaned child from that city. They were transported magically to various cities of the Realms, and the brighter ones were selected to be raised as druids by her clergy. Many deities were skeptical about Chauntea's right to do this, but decided not to make waves about the matter for now. This holds especially true for the good-aligned deities, who could not find it in themselves to chide a fellow goddess for saving innocent, helpless children from a cruel fate.

About 9,000 people managed to flee the city before the brunt of the armies swept in. Once again, this included many families, as parents concerned for their offspring felt naturally compelled to leave and seek a safer home elsewhere. The refugees also included a large part of the population of the Foreign Quarter. Since most residents of this quarter were foreigners, they saw no reason to stick around and fight (or die) for the city. In one of those quirks of fate, the flight of the Keep's foreigners left a huge number of vacant buildings, buildings that were then occupied by Zhents fleeing from the northern half of the city.

The death toll in Zhentil Keep, all told, was about 42,000 people, about half the city's population at the time the siege began. The southern section now holds around 17,000 people. The remainder, numbering about 2,500, still dwell in the ruined northern section.

The True Timeline of Zhentil Keep

The following is an excerpt from a letter to Sememmon from his master Manshoun, regarding the changing of the Realms' calendar to reflect the Time of Troubles.

There have been other timelines for the Realms, my student, but as any Zhent will tell you these histories are prejudicial at best, and more often outright deceitful lies. The nations of the south, particularly Cormyr and Sembia, have every interest in painting the Zhents black. Such lies serve to justify their own dark deeds and to counter the threat that Zhentil Keep's continued economic dominance plays to their no longer vital nations.

Presented here is a true timeline of the Keep and events that have for years been laid blamefully at the feet of all Zhents. Where dates are different from other timelines, it is clearly because Zhentish historians have better records of such matters. Readers from the southern nations, should they obtain this record, may be shocked and outraged by the events below. Such is the effect of truth's radiance on those whose eyes have been veiled for too long.

- 640 *The Year of the Fanged Beast*
First mining and trading encampments established at what will become Zhentil Keep.
- 714 *The Year of Doom*
Fall of Myth Drannor allows merchants a direct, but dangerous, trade route from Sembia to the River Tesh trade camp.
- 747 *Year of Stagnate Water*
Flostre's Hold built. It survives several orc and ogre attacks.
- 748 *Year of the Coin*
Flostre bought out by a consortium of Sembian merchants who are later known as the Twelve Lords.
- 750 *Year of the Dying Dwarf*
First walls of Flostre's Hold built.
Elephstron becomes Lord of the Keep.
- 751 *Year of Good Tidings*
Zhentar comes to Flostre's Hold and becomes a lord.
- 752 *Year of High Treachery*
The Cleansing of the Council—those lords opposed to Zhentar receive their just rewards.
Brest, warrior-priest of Bane, is guided by visions from his god to accept a seat on the Council.
- 753 *Year of Strife*
The Dark Shrine, temple to Bane, is founded by High Priest Brest, as prophesied.





- Lord Zhentar is slain by a sorcerous agent of the Sembians. Lord Elephstron dies as an innocent victim of this deed.
- Jhoaz, Elephstron's son, named to the Council of Lords as Lord of the Keep.
- Flostren's Hold renamed Zhentil Keep to honor the memory of Zhentar.
- 754 *Year of Mid-Summer's Dreams*
Zhentil Keep starts a program of expansion, erecting new walls and the first bridge across the Tesh.
- 775 *Year of the Bloody Stone*
The new walls of Zhentil Keep are finished.
- 796 *The Year of Gray Mists*
Zhent caravan masters report that night-terrors in Merryvale have made the route too dangerous. Seeking a new road to the south, the Zhents are the only surface dwellers to set aside violence and make peace with the drow of the Ashaba valley.
- 882 *The Year of the Curse*
The Night Plague descends on Zhentil Keep only to be broken by the might of the Zhentilar, defenders of all Zhents.
- 902 *The Year of the Queen's Tears*
Zhentilar troops are attacked by Phlanite raiders, forcing Zhentil Keep to act in protection of its borders.
- 906 *The Year of the Plough*
The Treaty of The Ride is concluded between Zhentil Keep, Phlan, and Melvaunt.
Cormyte agents seize the Ashaba valley and name it Shadowdale; Zhent trade is restricted.
- 1018 *The Year of the Dracorage*
A great Flight of Dragons assaults Zhentil Keep. The old keep is destroyed, but the city is saved by its wizards and priests of Bane; the most notable spellcasters are elevated to the Council as reward for their services, filling the gaps created by the dragons. Rumors point to the Cult of the Dragon as the perpetrators of the vile act for reasons still unknown.
- 1164 *The Year of Long Shadows*
Southern imperialists attempt to seize Zhentil Keep's main caravan route by founding the town of Voonlar.
- 1221 *The Year of the Frozen Flower*
Voonlar, beset by the Harper King, a terror unleashed by the ill-guided Harpers, signs a treaty of mutual defense and trade with Zhentil Keep.
- 1229 *The Year of the Carrion Crow*
Manshoon, Gifted of the Gods and future savior of all Zhents, is born.
- 1245 *The Year of Pain*
A temple to Loviatar is founded as Zhentil Keep extends its arms to the oppressed religions of the south.
- 1258 *The Year of Wilted Flowers*
Lords Harlshoon and Calkontor die in a terrible accident, possibly the result of Cormyte/Sembian treachery; their places on the Council are taken by Lords Theilon and Ulsan.
- 1259 *The Year of the Vigilant Fist*
Lord-Prince Manshoon is guided by the gods to take up the study of magic.
Manshoon is unable to prevent the tragic death of his brother, Asmuth, and evidence suggests the death was the work of the fearful lords Theilon and Ulsan; Manshoon promises his brother's spirit justice.
Zhentilar forces are victorious in the Battle of the Masks, though Lord Theilon dies valiantly in the fight.
- 1260 *The Year of the Broken Blade*
Manshoon and Chess return to Zhentil Keep, bringing with them evidence that Lord Ulsan betrayed Lord Theilon in battle; Ulsan denies the proof and refuses to recognize Manshoon as a rightful lord of the Council.
- 1261 *The Year of Bright Dreams*
Supported by the people, Manshoon exposes the treacherous Lord Ulsan's ties to Cormyr; Lord Ulsan is publicly executed for his crimes. Manshoon claims his seat as a lord of the Council.
For the security of all Zhents, Manshoon founds the Zhentarim; the organization is kept secret to protect it from enemy spies.
- 1263 *The Year of the Tressym*
The High Imperceptor of Bane, operating from his headquarters in the temple of Bane in Mulmaster, the Black Lord's Altar, is shown to be a heretical puppet of Mulman interests.
Fzoul Chembryl steps forward in Zhentil Keep to take up the reins of authority of the Dark Shrine of Bane during the turmoil within the Zhentish church following this revelation; he rededicates the Dark Shrine as the Black Altar, indicating by this change where the allegiance of true followers of Bane should fall.
- 1265 *The Year of Flowers*
The Voice of Bane miraculously reveals itself to the Zhentilar at the Temple in the Sky.
- 1270 *The Year of the Tooth*
Several realms learn of the existence of the Zhen-





- tarim through its enemies; countless hundreds flock to Zhentil Keep to join its ranks.
- 1276 *The Year of the Crumbling Keep*
Guided by the wisdom of the Zhents, the forces of humanity rebuild the Citadel of the Raven.
- 1303 *The Year of the Evening Sun*
The Zhent-backed garrison at the Citadel of the Raven blocks the ogres of Thar, forcing them to turn east.
Despite Zhentilar efforts to relieve the city, Phlan is overrun when Melvaunt ignores the Triple Treaty and refuses to send troops to Phlan's defense.
- 1306 *The Year of Thunder*
Zhentil Keep, acting with a multilateral force including Sembia, Hillsfar, Phlan, and Melvaunt, thwarts Mulman imperialistic desires, denying exclusive use of the River Lis to that city in the Moonsea War. Many dragon raids plague the cities of the Moonsea, including Phlan; the might of the Zhentilar, the Zhentarim, and Bane's faithful deter the foul beasts from any assault on Zhentil Keep.
- 1312 *The Year of the Griffin*
Since the Purple Dragons of Cormyr do not extend their protection to the people of the Tunlands, Manshoon leads the Zhentarim against the lich-queen of Darkhold. She is slain by Manshoon, and the Far Hills are freed from her evil. Zhentarim remain in Darkhold to ensure the safety of the region.
- 1316 *The Year of the Gulagoar*
Fearing the imperialistic moves of Rhigaerd II, King of Cormyr, Teshendale seeks the protection of the Zhentilar and becomes part of the Zhentish lands.
- 1334 *The Year of the Blazing Brand*
Lord Manshoon is named first lord of the Council of Lords by the retiring first lord, Iorltar.
Several lords of Zhentil Keep are slain when treacherous forces from Thay attack a Council meeting at High Hall.
Lord Chess is presented with the title of Watchlord of the Council and assumes the duties of speaker of the council previously held by the first lord.
Manshoon relinquishes this onerous part of his duties willingly to devote his time to the Zhentarim for the protection of Zhentil Keep and all Zhents.
- 1337 *The Year of the Wandering Maiden*
With forces building in The Ride and the Land of Thar, the lords confirm Manshoon in his position of High Lord of Zhentil Keep for the betterment and security of all Zhents. All military forces of Zhentil Keep are placed beneath his able direction.
- 1339 *The Year of the Weeping Moon*
The Zhentarim aids Jyordhan in assuming his rightful throne in Shadowdale.
Shadowdale and Zhentil Keep sign a treaty of friendship and trade.
- 1345 *The Year of the Saddle*
Jyordhan of Shadowdale is assassinated by southern provocateurs and his throne usurped; the treaty with Zhentil Keep is treacherously broken.
- 1346 *The Year of the Bloodbird*
The king of Cormyr charts a group of assassins and spies, basely called the Knights of Myth Drannor, and charges them with the overthrow of Zhentil Keep and the destruction of the Zhentarim.
- 1347 *The Year of the Bright Blade*
Hulburg, harbinger of pirate spies, is crushed beneath the might of the Zhentilar and the allies of Zhentil Keep.
- 1350 *The Year of the Morningstar*
The Knights of Myth Drannor attack Zhentish lands without provocation, destroying our forces at the Flaming Tower, a Zhent frontier settlement, and desecrate the Temple in the Sky.
The beholders of the North seek an alliance with Manshoon for mutual protection.
- 1352 *The Year of the Dragon*
Barbarians of The Ride destroy a large Zhentarim caravan en route to Glister.
- 1353 *The Year of the Arch*
Malyk, legal ruler of Daggerdale, is assassinated by the outlaw Randal Morn, who then leads southern Daggerdale in rebellion against Malyk's successor.
- 1354 *The Year of the Bow*
The Zhentilar navy crushes the privateering fleet of Mulmaster, thus ensuring the safety of shipping on the Moonsea.
- 1355 *The Year of the Harp*
After years of provocations and attacks on all Zhents, Zhentil Keep can no longer trust its allies at the Citadel of the Raven; the need to secure the safety of its northern border forces Zhentil Keep to assume control of the Citadel.
Plotters from Hillsfar plunge Yúlash into civil war; Zhentilar troops are requested to help defend the loyal factions of the city.
Zhentilar troops repulse a combined Cormyrean and Sembian force marching on Zhentil Keep.
- 1356 *The Year of the Worm*
As a gesture of goodwill, Zhentilar forces play a key role in putting down the insurrection of Lashan of





Scardale, who threatens Sembia. While Zhentilar forces are so occupied, those Sembian/Cormynte agents, the Knights of Myth Drannor, seize Shadowdale. They name one of their own as lord, and drive off Lyran, the rightful heir and ally of Zhentil Keep, before he can claim his throne.

The treacherous Knights of Myth Drannor attempt to overthrow the ruler of Voonlar, but they are driven back by the allied forces of that city and Zhentil Keep. In a cowardly retaliation, the Knights destroy several peaceful Zhentarim trading caravans and kill innocent citizens of Voonlar who obtained Zhent goods. The Flight of Dragons is driven back from Teshwave by the valiant efforts of the Zhentilar, forcing the dragons to continue south; for future protection of the area, Manxam the beholder moves his base to Teshwave.

1357 *The Year of the Prince*

A force led by High Inquisitor Ginali, a puppet of the High Imperceptor of Bane in Mulmaster, attempts to seduce the faithful, led by Fzoul, back into the flock of the heretical High Imperceptor; Fzoul prevails, but a small number of deluded Banites leave the Black Altar to follow Ginali.

High Priest and Inquisitor Ginali of Bane forms a rival temple of Bane in Zhentil Keep. This inferior edifice is named the Dark Shrine, in a pathetic attempt to confuse loyal Banites.

A powerful Harper witch, Shandrill, attacks the Citadel of the Raven, but is driven off by Zhentarim mages; many martyrs are mourned.

Manshoon and Fzoul are briefly taken ill until the powers that protect Zhentil Keep restore them to health.

Zhentil Keep wins a fierce naval battle against the forces of the rebellious cities of Melvaunt and Mulmaster; hostilities between Zhentil Keep and these former allies show no signs of ending.

Late in the year, the civil war in Yúlash flares. Ruffians of the rebellious faction backed by Hillfar take the city, only to be repulsed when it is retaken in the following month by loyalists; work parties from the Citadel of the Raven are sent to strengthen the defensive fortifications in Yúlash.

1358 *The Year of Shadows*

Zhentil Keep is blessed by the coming of Bane's avatar. His temple in Zhentil Keep, the Black Altar, is reshaped into a home suitable for the god during his stay on this plane.

In response to past attacks on Voonlar, the Zhentilar, under Bane, raid Shadowdale, killing many of the

treacherous Knights of Myth Drannor and their allies. Fzoul and Sememmon prove able leaders in the forces of the Dark Lord, although Bane's avatar form is lost due to foul treachery.

Fzoul serves Bane as a temporary avatar until the Dark Lord transfers his essence into an obsidian form more suitable to its divine nature.

Bane is destroyed in hand-to-hand combat with the avatar of Torm in Tantras.

Cyric, greater than Bane, Protector of the Zhentilar, ascends to the heavens; his temple in Zhentil Keep, the Circle of Darkness, is led by Maskul Mirrormane.

1361 *The Year of Maidens*

The Banedeath cleanses Zhentil Keep of traitors, as false Banite worship is forbidden within the city by Cyric's inquisition, led by Xeno Mirrormane. The Dark Shrine is destroyed; the Black Altar is partially gutted by fire.

The followers of Cyric rebuild the former Black Altar, reconsecrating it to Cyric's glory; the structure retains its former name, so as to cause the faithful of the consolidated churches less confusion. Xeno Mirrormane is its high priest.

1362 *The Year of the Helm*

Year One of Cyric's Undisputed Rule is declared by Xeno Mirrormane in a holy proclamation to the faithful of Zhentil Keep.

1364 *The Year of the Wave*

A bounty is placed on the heretical High Imperceptor of Bane, who has failed to appear before the church of Cyric in Zhentil Keep when summoned by its holy inquisitors.

1366 *The Year of the Staff*

Direction of Zhentil Keep is given to Lord Chess, as Lord Manshoon temporarily moves to the Citadel of the Raven to strengthen its fortifications.

1368 *The Year of the Banner*

Cyric's inquisitors purge Zhentil Keep, the Citadel of the Raven, Yúlash, Darkhold, and Tesh of all nonbelievers.

The forces of Zhentil Keep aiding the freedom fighters in Yúlash regroup outside the city.

Zhentil Keep is destroyed by the foes of Cyric as a punishment for the unfaithfulness of the people.

1369 *The Year of the Gauntlet*

1370 *The Year of the Tankard*

1371 *The Year of the Unstrung Harp*

1372 *The Year of Wild Magic*





The Zhentarim

"Things do not go well here, my friend. Manshoon, in his insanity, is gathering powerful wizards, clerics, and warriors throughout Zhentil Keep for some insane purpose. I have been contacted as well, and rumors are flowing regarding a secret cabal Manshoon is forming called the Zhentarim. I fear the growing evil of Zhentil Keep may soon spread beyond the Moonsea, and we will be helpless to halt it. This may be my last contact with you, for I fear for my life. It is difficult to tell whether Cormyr—nay, all of the Realms, would be safe from the unbalanced mind of Manshoon. What his exact plans are, only his inner circle has even a hint at. Rest assured, this black network will only bring sorrow and destruction upon us. For the good of the land, I will stay to discover what I can. Should I not return, may Mystra guide and keep you through the years, my friend."

*—A letter from Nalon of Comyr, War Wizard of Cormyr and spy in Zhentil Keep, to Vangerdahast, Royal Court Magician of Comyr, 1269 DR.
Nalon was never heard from again.*



The Zhentarim is a not-so-secret organization, comprising members recruited by Manshoon and others within its Inner Circle, whose main goal is to dominate trade throughout the Realms. Although controlling trade is its main objective, the Zhentarim is much more than a group of evil merchants vying for wealth. Power is the key to the Zhentarim way of life. The more power one has within the Black Network, the more power one requires—and the more enemies one picks up along the way. Many contend that the Black Network will eventually consume itself, but history has proven that there are enough greedy, megalomaniacal, and malicious folk in the world to replace those lost to infighting within its ranks. Sadly enough, the Zhentarim is here to stay.

The strength of the Zhentarim is its members' magic. The majority of Zhentarim are wizards and priests of Cyric (or Bane, depending on the time period). Rogues and warriors are also considered for membership, but only those of exceptional skill, possessing particularly good connections, or occupying strategic terrain are given the title of Zhentarim agents—the remainder are sent to the ranks of the Zhentilar. The bulk of Zhentarim wealth comes from the trade caravans it controls, carrying valuable goods of all kinds from place to place (including stolen goods, slaves, and other illegal, high-priced wares, as well as costly legal cargo such as precious gem ore). The Zhentarim's cutthroat mercantile reputation is built on its no-questions-asked practice of handling goods, its use of magic and strong-arm forces to guard shipments, and its ability to always get cargo through—regardless of the perils. The Black Network tries to get its goods to their destinations faster than everyone else, then undercuts its competitors' prices in an effort to put them out of business (then raising prices sky-high once there is no competition). It also resorts to vandalism, murder, arson, and other acts of sabotage in an effort to establish and control strategic trade routes across the Realms.

Goals of The Black Network

In addition to trade, the Zhentarim has a long list of objectives Manshoon wishes to accomplish in the Moonsea and the rest of Toril, which are to:

- ✦ Control major political seats throughout the Moonsea. Such cities include, but are not restricted to, Hillsfar, Mulmaster, Yúlash, Phlan, Voonlar, Melvaunt, and other small cities and villages along the Moonsea, Sword Coast, and Western Heartlands.



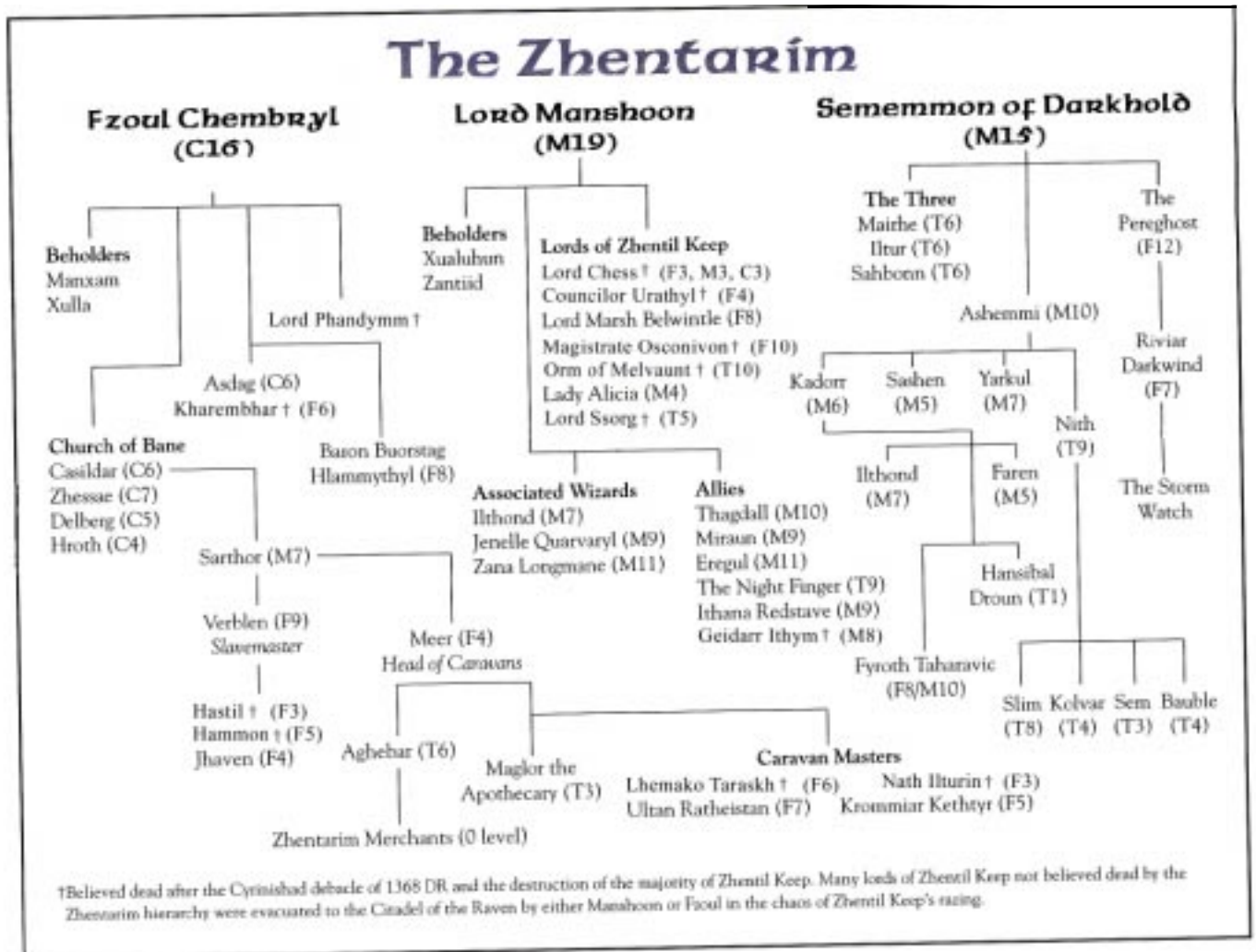


- ✦ Control the church of Cyric or Bane, depending on the time period. Though many within the Zhentarim are not dedicated heart and soul to one of these two evil deities, Manshoun and the Inner Circle see the potential of the church's leverage, both through its influence over its faithful and through its reputation among those who do not belong to it. Manshoun's personal long-range plans do not include being under the control of the church of a dark god; however, the church's dark agenda is fulfilled in some way by working with the Zhentarim. Manshoun also sees that sometimes religious influence allows him to motivate people when greed does not.
- ✦ Provide services that are considered illegal in most Moonsea communities. This includes supplying poisons, illicit and harmful drugs, weapons, and slaves—all at lucrative rates, of course. Though currently limited to the Moonsea vicinity, ambitious Zhentarim wish to

expand this trade to the Sword Coast in the west and Mulhorand to the southeast.

- ✦ Ensure the utter destruction of all who stand in the way of these objectives. These enemies include Shadowdale, the Purple Dragons of Cormyr, Mulmaster, Hillsfar, the Harpers, the rulers of Sembia, the Cult of the Dragon, other Moonsea cities, the troublesome Elminster, and countless others.

As a whole, the power of the Zhentarim reaches beyond any other organization in the Heartlands save perhaps the Harpers. Should the Black Network focus its entire might to accomplish one objective, it would likely emerge triumphant. However, individual Zhentarim have their own itineraries and evil designs. The Black Network's major weakness, coupled with the fact that its members are scattered throughout the Realms, is its inability to focus on a single aim.





The Secret History

The hour was late when the awaited knock on the door came. Without a care as to who it may have been, Manshoon whispered, "Enter, Fzoul."

Cloaked in dark robes, the High Priest of Bane stalked into the audience hall of the Tower High, shaking the rain from his garments with disgust. As his hood fell away, the look of animosity revealed on the priest's face could have struck dead the most ancient of dragons. The effort was wasted on Manshoon.

"I'm so pleased you could pull yourself from your meditation this evening, Lord Fzoul," Manshoon said coldly. "As always, it is a pleasure to share your company."

"Spare me your worthless prattle, Manshoon," snapped the priest. "'Tis a wet and cold night throughout the Keep, and I prefer the damp air and unwashed masses next to your company. Whatever reason you have for calling me here, it had best be a good one or my lord Bane shall look with ill favor upon you!"

"As cordial as ever, eh my friend?" replied Manshoon as he walked over to a cabinet and pulled forth a dusty bottle. "Can I interest you in some fire wine from Mulhorand? 'Tis truly a fine vintage." Fzoul shook his head in visible anger as the wizard poured the thick, black wine into a golden goblet. Smirking at the thought of poisoning the follower of Bane, the mage took the drink and returned to his comfortable chair. Taking another sip of the spicy wine, Manshoon, lost in thought, stared into the goblet for several moments before turning again to the wicked priest.

"We have never been on pleasant terms, Fzoul," Manshoon began, "and I did not call you here to become your trusted friend. The reason I summoned you is that I wish to enter into a partnership, as it were, with you and some of your followers."

Were Fzoul a lesser man, he might have burst into laughter. "In the name of Bane," hissed the priest, "what in the Realms would make me want to join you in any venture?"

"Power, my dear Fzoul, power! It is my intention to form a network of spies and assassins, more vast and powerful than anything you or the petty lords of Zhentil Keep presently have, controlled by those loyal to my Inner Circle. This dark network will help us dominate trade and communities across the Moonsea and beyond. The formation of this organization, which I've named the Zhentarim, has already begun. I am offering you a place in the cabal's Inner Circle. Consider your answer wisely, my friend — the offer will not be repeated."

The threat was not lost on the priest of Bane, and neither was the potential in the mage's offer. The slow sipping of wine was the only sound in the room for several minutes as Fzoul studied Manshoon intently, as if the consequences of such an alliance



Manshoon invites Fzoul Chembryl to join the Zhentarim.

could be divined in the lines on Manshoon's face. After a while the priest whispered, "What's in it for me?"

A sinister smile crossed Manshoon's lips so swiftly that Fzoul was not sure if he had actually seen it through the shadows of the room. "I have heard you and the High Imperceptor in Mulmaster are not on the best of terms lately, my dear Fzoul. The Zhentarim could arrange for a fall from grace for the dear Imperceptor among the faithful of the Keep, leaving you sole control of the priests of Bane here. And that is only the beginning. With the support of the church of Bane, combined with the wizards under my control, dominance of the Moonsea would be ours. That is, of course, if your all-powerful deity supports you." The lust was spoken with more than a hint of sarcasm, and was an insult Fzoul would not soon forget.

Though Fzoul did not trust Manshoon, he was intrigued by what the mage had to say. After another moment of thought, Fzoul stood and headed for the door. "I must consult my Lord before joining your Zhentarim, wizard. I will return tomorrow with an answer. May Bane smile upon you, Lord Manshoon." Pulling his robes tight, Fzoul Chembryl returned to the Dark Shrine, leaving a smiling Manshoon behind.

With the priest gone, a shadowy curtain in the rear of the





chamber mowed to the side, and one of Manshoon's apprentices stepped forward. "Do you think he'll join?" whispered the disciple.

"Of course he will, Sememmon," gloated the mage. "I'm offering him control of the church of Bane in Zhentil Keep – an offer even Fzoul cannot refuse."

"But what of Bane, master? The High Imperceptor is said to be the voice of the God of Strife on this plane. Would not He take offense at this act?"

"You misunderstand the God of Strife, underling. Bane will not interfere, because Bane thrives on this type of deceit and treachery. Fzoul will return tomorrow to pledge his aid to the Zhentarim, and at that time we'll decide how best to use his priests to our advantage. In the end, the Zhentarim and I will reign supreme."

Historians and sages of the Realms (including everyone's favorite pipe owner) date the creation of the Zhentarim at 1270 DR, give or take a year. In truth, the Zhentarim has existed in one form or another since Manshoon's inauguration as a lord of Zhentil Keep in 1261. The Black Network's ability to keep itself a secret for nearly a decade lends credence to its power and influence.

Manshoon did not build the Zhentarim overnight. Many of the wizards who filled the ranks of the Zhentarim in its first 30 years were either recruited by Manshoon, based on long-standing personal acquaintance, or apprentices he taught himself. With the addition of Fzoul Chembryl and the followers of Bane, the Zhentarim grew by leaps and bounds—though Manshoon would be the first to deny it. With the higher profile this brought the Zhentarim, others flocked to Manshoon's banner from across the Moonsea. It was this increase in the Black Network's membership that alerted the rest of the Realms to its existence. Whether this discovery was part of Manshoon's designs or not, only the master of the Zhentarim knows for sure.

The Inner Circle

The Inner Circle of the Zhentarim is comprised of Manshoon, Sememmon, and Fzoul Chembryl—each the leader of a Zhentarim headquarters. Members of the Inner Circle openly work together to better the Black Network and to line the pockets of their faithful agents with precious gold. Covertly, however, each member of the Circle plots the demise of the others and works toward this through the use of expendable agents, powerful scrying magic, and well-placed coin.

Of the three, Manshoon and Sememmon have the closest relationship, that of master and student, as Sememmon was Manshoon's apprentice once. But even Sememmon remembers a time when his master ordered his death as part of a test of power for the young wizard. It is difficult to forget treachery in the ranks of the Zhentarim.

Manshoon and Fzoul have a relationship based on respect for the power each holds, though each despises the other personally. Many times in the past Fzoul has attempted to wipe out all the hidden clones (see Manshoon's *stasis clone* spell in the "New Spells" appendix) and spies of the Master of the Zhentarim, and each time he has come up short. Manshoon, on the other hand, has attempted to subvert the church of Bane to further his own needs and has been thwarted by the high priest at every turn. When they join forces and are not trying to undermine each other's schemes, Fzoul and Manshoon usually easily obtain what they desire.

The most uneasy alliance among the three is between Sememmon and Fzoul. A younger Sememmon was constantly meddling in the affairs of Zhentil Keep, and he made an steadfast enemy of administrator Fzoul. Fzoul remembers with considerable unhappiness the time that Sememmon and he were forced to lead the Zhentilar against the Twisted Tower of Ashaba at the order of Bane's avatar during the Time of Troubles. However, the Fzoul was delighted when Sememmon was given control of Darkhold, keeping the ambitious mage far from Zhentil Keep and occupied with his own problems (including some created by Fzoul).

Bases of The Black Network

The Zhentarim has minor bases and agents pursuing field work throughout the Heartlands, but currently it has only three major bases of operation. The first is the birthplace of the society, Zhentil Keep. Darkhold, a fortress formerly held by Varalla the Lich-Queen, a lich of fearful power, is the Black Network's second headquarters. It is located in the Far Hills, which are themselves nestled between two large arms of the Sunset Mountains west of Cormyr. The third and most recently established base is at the ancient Citadel of the Raven that straddles the Dragonspine Mountains. Each of these bases is a major hub for Zhentarim trade, a headquarters for Zhentilar troops, and the birthplace and logistical nucleus of many of the diabolic plots of the Zhentarim's Inner Circle.





Zhentil Keep, Darkhold, and the Citadel of the Raven are linked by powerful *gates* used exclusively by the Inner Circle. Two of these magical gates were created by Manshoun and Sememmon, based on a hidden gate found after the conquest of the Citadel of the Raven. It is uncertain whether Manshoun's duplication of the gate was sheer luck or a true inkling of his power. (He would assert that it was the latter, of course.) The gates provide a convenient means of transport—and escape—for members of the Inner Circle.

Zhentil Keep



With the taking of Darkhold and the recent realignment of Zhentarim resources to the Citadel of the Raven, Zhentarim activity at Zhentil Keep has dropped off from that of previous years. The Zhentarim of Zhentil Keep are dominated by the church of Bane

(or Cyric depending on the time frame), the naug-orks (thieves, spies, and assassins who work for the ruling lords), the naug-adar (minor Zhentarim mages who serve as spies on the populace), merchants and caravan masters, and a contingent of warriors who work within the Zhentilar. All Zhentarim members of the church owe their loyalty to Fzoul Chembryl (LE hm C16), a member of the Network's Inner Circle, while the remainder of the Zhentarim's loyalties are split between the corrupt priest and Manshoun.

Zhentil Keep is also the hub of Zhentarim trade in the Heartlands. Though some trade activity has strayed to the other two citadels in recent years, the merchants of Zhentil Keep remain the shrewdest in the Heartlands. Despite the efforts of groups like the Harpers and the Purple Dragons, the Zhentarim is still pursuing control of all trade in the Heartlands and elsewhere, whether licit (ore from the Dragonspine Mountains) or illicit (poisons and slaves).

Conquest of the Moonsea area is also high on the list of Zhentarim goals. Since Zhentil Keep possesses the largest and most experienced troops, the Zhentarim uses the Zhentilar forces of the Keep to punish enemies and weaken rivals, then move its own into key positions within the communities. The Zhentarim also makes considerable use of nonhuman tribes and mercenaries, with a sizable contingent stationed at Zhentil Keep. General Vrakk, veteran of the Horde Campaign, is the commander of the Keep's largest force of nonhuman troops, and a member of the Zhentarim as well.



Sememmon studies in his private library in Darkhold.

Darkhold



Conquered by the Zhentarim in 1312 DR, Darkhold is presided over by the mage Sememmon (LE hm M115), a former apprentice of Manshoun. The contingent of Zhentarim at Darkhold is over 1,000 strong, and all except slaves and prisoners who dwell there are members of the Black Network.

Since Darkhold is located a significant distance from the other two Zhentarim strongholds in the Moonsea, it is a base for only the elite and most trusted (if that can be said of any Zhentarim).

Darkhold itself is a high-spined keep of black stone that sweeps up from a worn volcanic plug in midst of Darkhold Vale, a small valley in the highest of the Far Hills that is surrounded on all sides but the west by steep cliffs. (The castle is described in detail in the 2nd edition AD&D® game Castles boxed set.) Seized from the lich-queen Varalla, Darkhold now rivals the Citadel of the Raven in the size of its forces and Zhentil Keep in ambient treachery.





Zhentarim Tactics at Darkhold

One of the favorite tactics of the Zhentarim is to sabotage trade by strategically importing monsters to release along competitors' trade routes. This tactic is most widely used in the areas around Darkhold and eastern Cormyr. The Black Network transport entire tribes of goblins, kobolds, orcs, and ogres to the desired region, supplying them with weapons and sometimes even magical items. The Zhentarim also makes pacts with numerous beholders and dragons to inflict destruction in areas where simple goblinkin are not enough.

One of the most recent tactics used to threaten competitors' trade routes is for wyvern riders out of Darkhold to fly into enemy territory and deposit deepspawn monsters on rival trade routes. These deepspawn wreak utter havoc with trade caravans from Cormyr and to Waterdeep. The deepspawn are bred within the dungeons of Darkhold, and the wyvern-drop tactic was created by none other than Manshoon of the Zhentarim.

Darkhold's public stance is that it serves to protect the Far Hills, harbor trade caravans (Zhentarim only), and facilitate diplomatic relations between the Inner Sea and the Sword Coast. Secretly, Darkhold is a home to magical research and experiments, a slaver refuge and power base, a headquarters for raiders into Cormyr and the Sword Coast, and a prison for the enemies of the Zhentarim. Zhent trade caravans from Baldur's Gate, Mirabar, and Calimshan make regular stops at Darkhold to acquire protective guards and magic, gather supplies, and report to superiors before returning to Zhentil Keep. The castle is also a staging area for the Zhentarim to spread its influence in villages between the Far Hills and the Sea of Swords.

Manshoon's conquest of Darkhold was also initiated to halt the westward spread of Cormyr's sphere of influence. Should the forces of Azoun be allowed to support the Western Heartlands to a greater degree, Zhentarim activities based in Darkhold would be hindered in a similar manner to the way Zhentil Keep suffers constant setbacks due to the actions of Shadowdale's residents and affiliates. With a firm hand on Darkhold, the Zhentarim works to expand and control trade to the west and harass Cormyr with bandit raids and other activities to the east to keep Cormyrean influence weak. The Cormytes are so preoccupied by Zhent activities out of Darkhold that they cannot aid the smaller communities of the Western Heartlands, which are one by one falling under the sway of the Black Network.

Citadel of The Raven



The Citadel of the Raven is a chain of interconnected fortresses that straddles the Dragonspine Mountains. It fell under Zhentarim control in 1355 DR due to a cleverly orchestrated act of Zhent treachery (see "The History of Zhentil Keep" chapter). The origins of the Citadel are shrouded in mystery and conjecture, and it was nothing by crumbling walls and towers inhabited sporadically by bands of bandits until the cities of the Moonsea, including Zhentil Keep, rebuilt and manned the fortress in the Year of the Crumbling Keep (1276 DR) to repel invasions from The Ride and Thar. Through bribery, continued strengthening of the Zhentilar component of the multilateral forces occupying the Citadel, and finally outright treachery, Zhentil Keep gained complete control of the Citadel. To this day, many political prisoners, representatives from other Moonsea cities present during the takeover, still linger in the Citadel's darkest dungeons, far from the light of day.

Like Darkhold, the Citadel of the Raven benefits from strong defenses without the worry (and dangers) of a civilian population. The Citadel is controlled by a force of 2,000 soldiers, most of whom are Zhentilar, led by the strong arm of Lord Kandar Milinal (LE hm F10). In times of war, the Citadel has room to house an additional 7,000 troops.

Though it can be said there are many members of the Zhentarim among the soldiers (namely Lord Kandar), the overall number of Zhentarim here is low despite the presence of Manshoon (LE hm M19), who finished moving his base of operations to the Citadel before the events of the *Cyrinishad* debacle. Many low-level wizards and assassins call the Citadel their home, as do wintering mercenary companies hired by Manshoon. All occupants of the Citadel have some type of Zhentish background. Imposters are eventually found out and summarily dealt with.

Manshoon has no outward designs that he has made public for the Zhentarim of the Citadel of the Raven, but few know what lurks within his devious mind. Many of the Zhentarim's schemes and designs originate at the Citadel, and both Sememmon and Fzoul visit here several times during the course of a year. Should the Black Network ever be forced from Darkhold or Zhentil Keep, the Citadel of the Raven can reluctantly absorb masses of Zhentarim.





Opposition

The list of Zhentarim enemies is vast. If one were to count all the individuals who call the Zhentarim their foe, it would be greater than the population of Waterdeep. The list of Zhentarim adversaries is not limited to the catalog below, and the DM is encouraged to add other individuals and power groups to the list.



Cult of the Dragon: The Cult of the Dragon was founded by a powerful wizard named Sammaster (who is said to have been favored by the gods with power akin to Elminster's) on an unknown date previous to 900 DR.

Sages relate that Sammaster's mind could not handle the "touch of the gods," and his insanity led him to believe that one day dead dragons would rule the world. The Cult reveres evil dragons in general, and when possible it reanimates them (especially the older and more powerful ones) as dracoliches. The Cult acts as an intelligence network for its undead dracolich masters, brings treasure and powerful magic to their lairs, and encourages the transformation of all evil dragons into dracoliches.

The first contact between a Zhent (since the Zhentarim was to be created years later) and the Cult of the Dragon was in the Year of Dracorage, 1018 DR, when Zhentil Keep was assaulted by a great flight of dragons. The reason for the attack is not specifically known, but it was probably intended to strip Zhentil Keep of its riches and transport them to dracolich hoards. Over the next 350 years, the Cult has executed both frontal assaults using dragons and sneak attacks on Zhentarim strongholds, and more recently has begun striking at trade caravans in an attempt to procure Zhentish riches. (The Cult is the prime suspect in a caravan that disappeared on its way to Glister, though it is commonly thought barbarians of The Ride were responsible.) Major Zhentarim caravans are now equipped with *potions of dragon control* and other similar protections from the unbalanced



The Harpers: Based in the Heartlands, the Harpers form a semisecret organization of primarily good groups of adventurers who receive support from goodly churches, druidic circles, and powerful neutral individuals with whom they share a common foe, such as the

Zhentarim. The Harpers work for the good of humankind and other sentient races, and believe in a rigid balance between civilization and surrounding wilderness. The organization often operates in secret, using individuals or small groups of

adventurers to accomplish its goals. Those Who Harp have no permanent base of operations, save perhaps Twilight Hall in Berdusk.

The Harpers first learned of the Zhentarim in the spring of the Year of the Moat (1269 DR), when Vangerdahast of Cormyr passed on an intelligence report on Zhentil Keep to Khelben "Blackstaff" Arunsun. Over the next hundred years, Harpers and Zhentarim would sometimes literally kill one another on sight. In the early years conflict between the two groups, the Harpers could not push back all Zhentarim activity in the Heartlands due to casualties suffered in the Harpstars War. Eventually, strength in numbers returned to the ranks of the Harpers, but by this time Zhentarim power and influence had grown to a level that the Harpers could not completely eliminate. Aided by the forces of Shadowdale, which is considered a Harper stronghold by all Zhents, the Harpers are probably the most formidable of Zhentarim enemies.



High Imperceptor of Bane: Once

the mortal head of the church of Bane across the Realms, who dictated church doctrine and policy from the Black Lord's Altar in Mulmaster, the High Imperceptor of Bane lives in exile in a location unknown to the Zhents. (He's hiding in Mulmaster.) The Banedeath, the subsequent persecution of Banites by Cyricists all over Faerûn, and finally the issuance of a summons by the church of Cyric in Zhentil Keep

The Mir

Resisting the domination of the Zhentarim in the Tunlands around the Marsh of Tun is a group of seminomadic horsemen who call themselves the Mir. These horsemen fight both the forces of Darkhold and the Purple Dragons of Cormyr for the control of the surrounding territory.

The Mir are led by a savage horseman with the hereditary title of "tralmir," Tralmir Numac (CN hm F14). Numac is unmatched in battle, and surrounds himself with dozens of skilled warriors (CN hm F4-F7). The Mir have a secret base on the northern edge of the Marsh of Tun, where their women and children are secluded. The Mir are hunters and scavengers, living off the land and stealing from Zhent caravans that travel the northern trade routes.

Making friends with the Mir is a difficult thing, as they seldom trust outsiders since the time a group of Zhentarim spies infiltrated their tribe and killed many of their women. Those who are accepted into the tribe are expected to give a blood oath of loyalty to the tralmir and defend the lands of the Mir to the death.





for the Imperceptor to appear before its inquisitors in the Year of the Wave (1364 DR) forced the High Imperceptor into hiding. This does not mean he has been forgotten by the faithful or has decided to retire. The passion the Imperceptor has for his beliefs is still strong.

Despite his fugitive status, the High Imperceptor (who gave up the use of his earthly name when he took on the mantle of High Imperceptor) still holds power and influence, though it is restricted to the Moonsea area where orthodox Banites who refused to accept Cyric live in hiding. Over the years the Imperceptor has had several spies watching the activities of Manshoon and Fzoul, but his clerical support was significantly diminished after the Banedeath. Many of these spies have since been discovered and put to death, while others less devoted have seen who holds the true power—and have changed sides.

The Zhentarim's price on the head of the Imperceptor has risen to 10,000 gold pieces his failure to answer the summons of the church of Cyric. With the destruction of Zhentil Keep in the Year of the Banner (1368 DR), the High Imperceptor and his influence may once again emerge. The Imperceptor still commands an important ally well acquainted with Zhentil Keep: Orox the beholder. Orox worked with High Inquisitor Ginali on his mission to try and bring the church of Bane (controlled by Fzoul) in Zhentil Keep back under the wing of the Imperceptor. Orox, who fled Zhentil Keep in the wake of the Banedeath, has followed the High Imperceptor into seclusion. Orox remains an eternal enemy of Zhentil Keep, the Zhentarim, Fzoul Chembryl, and (especially) the church of Cyric because of the humiliation dealt it in the Banedeath and by Alias of the Azure Bonds during its work with Ginali.



The Iron Throne: Created a decade ago by unknown individuals, the Iron Throne is a group of private merchants who, on the surface, deal at face value and honestly. Staying out of politics, the Throne is in business to simply make money. In the process, it has come into fierce competition with the Zhentarim.

The Iron Throne and the Zhentarim have scuffled many times in recent years, and neither side has gained the upper hand. Many conflicts have arisen because of trade wars started this village or that city, but these are an equal number of these struggles have been won by both sides. This is unacceptable to the Zhentarim, while the Throne considers it the price of doing business. Many merchants hard hit by the bottom-line policies of the Iron Throne publicly state that the Zhentarim are the true lords behind the Iron Throne, since no one, not even the Throne's agents, knows its leaders. The Zhents sus-

pect the gold of Cormyr is attempting to beat the Black Network at its own game.

Knights of Myth Drannor: The Knights of Myth Drannor were originally a group of childhood friends who longed to adventure across the Realms. After several years as successful adventurers, they received a charter from King Azoun IV of Cormyr allowing them to bear arms in defense of his kingdom. It was shortly after this that they first ran afoul of the Zhentarim.

While attempting to gain control of a trade route across the Stonelands, a Zhentarim task force was driven back by the Knights and suffered a costly defeat. Two of the Black Network's powerful members were killed in the fracas. Shortly afterward, the Knights discovered a magical gateway to Waterdeep and joined forces with Khelben "Blackstaff" Arunsun. Khelben then thwarted the Zhentarim takeover of Shadowdale by giving Florin Falconhand, a Knight, the title of Lord of Shadowdale by gifting him with the Pendant of *Ashaba*. (For the whole story, see the *Shadowdale* booklet in the revised edition of the FORGOTTEN REALMS® Campaign Setting box.)

Returning to Shadowdale, the Knights defeated the members of the Zhentarim and their drow allies at the Tower of Ashaba, and earned the Black Network's eternal enmity. In the Year of the Morningstar (1350 DR), the Knights slew the beholder ally Xantriph in the Temple in the Sky, and have since returned to temporary bases in Shadowdale, Cormyr, and elsewhere in Faerûn. Though small skirmishes between the two groups have occurred since, other matters have kept the Black Network out of the Knights' sphere of influence. This does not mean, however, that the Knights of Myth Drannor have forgotten the forces of Manshoon.

Knights of the North: The Knights of the North are a band of adventurers with a deep hatred of all Zhents (residents of Zhentil Keep, the Zhentilar, and the Zhentarim). Their band is composed of the remains of troops stationed at the Citadel of the Raven who were the representatives of Moonsea cities other than Zhentil Keep. After the treachery of the Zhentarim at the Citadel following an orc attack in the Year of the Harp (1355 DR), remnants of the non-Zhent contingent that survived wandered north and east to avoid the influence of Zhentil Keep. Here they took the name "Knights of the North," and they have since been a thorn in the side of Zhentarim trade.

Initially a band of forty-odd warriors, good-aligned priests, and mages, their numbers have dropped to less than 20 over the years. The surviving Knights of the North keep themselves busy by ambushing Zhentarim caravans and slaying envoys of Zhentil Keep who venture north of the Moonsea. Cries such as "One for the Raven," or "Justice for another,"





are common last words heard by Zhents who come across this vengeful group.

The Lords' Alliance: Commonly called the Council of Lords or the Lords' Council, the Alliance was formed for common defense against Luskan, the orc hordes, Calishite-sponsored strife, and the Zhentarim. The Alliance also serves as a trade-dispute forum for its members. The Alliance members are the lawful and essentially good rulers of the cities of the North and the Western Heartlands, including Waterdeep, Mirabar, Neverwinter, Silverymoon, Baldur's Gate, Elturel, Berdusk, Iriaebor, and Sundabar.

With the help of Khelben Arunsun, Alliance agents have successfully coordinated military operations to counter Zhentarim attempts at annexation of an exclusive overland trade route to the North and the Sword Coast. They stand firm against the encroachment of the Black Network, but are less cohesive in other matters. Manshoon hopes to use such differing attitudes toward trade, magic, and the treatment of non-humans to break the Alliance, but to date he has failed.

The agents of the Lords' Alliance are varied, and usually swear loyalty first to one particular lord, and then to the Alliance. There are a number of adventuring companies and paladins who strike against the Zhentarim "in the name of the Lords' Alliance."



The Purple Dragons: Commanded by the lord high marshal of the Kingdom of Cormyr, the Purple Dragons are King Azoun's elite military forces. It is quite an honor to serve under the banner of the Dragons, and their reputation as a superior fighting force nearly outweighs their ability.

The Zhentarim's primary confrontations with the Purple Dragons are indirect. Most often the two meet when Zhentarim are working behind the scenes to support their (often secret) allies. However, predominantly in the Goblin Marches, the Stonelands, and the Tunlands, the Black Network actively engages the forces of Cormyr whether there is direct profit in it or not. The Zhentarim wishes to prevent Cormyr from expanding its sphere of influence beyond the Storm Horn Mountains, and harassing Purple Dragon patrols or missions keeps Azoun busy in the lowlands between the Storm Horns and the Sunset Mountains so that he cannot aid communities in the Western Heartlands. In addition, the well-disciplined and alert Purple Dragon forces of Azoun are a perpetual thorn in the side of Zhentarim smuggling operations in the Heartlands, so anything that can be done to even the score when the Purple Dragons are not on their home turf is a good thing, as far as Manshoon is concerned.



The Red Plumes: The Red Plumes of Hillsfar are a large mercenary force owing allegiance to, and under the iron control of, the wizard Maalthiir. Within Hillsfar itself, the Red Plumes serve as a militia. The Red Plumes and the Zhentarim are two fingers on the same hand:

Both groups are led by an evil wizard, both use large contingents of soldiers to occupy and subdue communities, and both vie for control of Moonsea cities. The only difference between the two organizations is the Red Plumes primarily use armies and overt conquest while the Zhentarim usually first tries intrigue, collusion, and conspiracy (although the Zhentilar have made more than one appearance over the years).

Since the Year of the Harp (1355 DR), the Red Plumes and the Zhentilar have been embroiled in a civil war in Yûlash. Both the Red Plumes and the Zhentarim ultimately want complete control over Yûlash. (They will never admit that outright to the Yûlashi, though.) Each supports a different faction in the conflict. Because the forces of Zhentil Keep are spread throughout the Realms, the Zhentilar presence in Yûlash is sometimes inferior to that of the Red Plumes. Consequently, Zhentarim agents work to more deviously undermine the Plumes by cutting off their supply lines or smuggling food and weapons to Zhentarim sympathizers.

The Zhentarim enjoys the popular support of the Purge Yûlash faction, composed mainly of the remaining living original Yûlashis. The Purge Yûlash faction supports the Zhents because, although Zhent rule of Yûlash was cruel and harsh, Zhentish actions did not destroy the Yûlashis' beloved city. Zhentarim agents are also working to recruit remaining members of the thieves' guild. Maalthiir, however, did not come to power by being a fool, and he constantly works to undermine the forces of his rival Manshoon by recruiting Yûlashi spies and developing his own supporting faction in the citizenry.



Red Wizards of Thay: The Red Wizards are the rulers of Thay, and the powerful ruling zulkirs of that land are chosen from among their numbers. Red Wizards can be found throughout the Realms as spies and agents of their kingdom. Their actions are supposedly for

the good of their own government, but each Red Wizard has his or her own secret agenda.

On the whole, the Zhentarim and the Red Wizards count roughly equal numbers of wizards within their ranks. Red Wizards, on an average, are superior in ability to Zhentarim mages, while the Zhentarim have a larger and more diverse



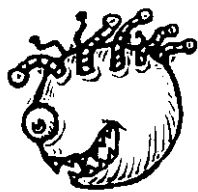


support network of priests and soldiers to draw upon. The Zhentarim also may act on a large scale without being countered by the government in its “home” city of Zhentil Keep, as it essentially runs the Council of Lords as a puppet government. If Manshoon wishes to send an army of Zhentilar against Melvaunt, in a short time the army leaves. If one Red Wizard wishes to muster troops and march an army across Thay, many zulkirs will raise potent objections, and they have the magical might to put teeth into their words. Because they fear one among their number gaining too much power over the others, such large mobilizations are difficult to get away with without a coalition of Red Wizards at least tacitly working together.

The Red Wizards and the Black Network have clashed on several occasions, each having found spies among the other’s ranks. There have also been a few notable instances when Zhentarim traders have attempted to infiltrate the Thayan slave trade and were discovered. The Red Wizards have also been known to support the High Imperceptor of Bane and Mulmaster, adding to the enmity between the two organizations. One day the influence of the Zhentarim may geographically clash with the Red Wizards, but until that time the two groups warily eye each other and remain alert for signs in their own domains of each other’s schemes.

Allies

Zhentarim enemies outnumber Zhentarim allies by a substantial amount. However, the Zhentarim have picked their allies primarily for the key locations they control or are active in, and with a general inclination toward their allies having the ability to work covertly. The list of Zhentarim allies is always changing, as the Black Network changes the direction that its goals lie in.



Beholders: Ever since Manshoon’s first mutually profitable alliance with the beholder Xantriph, the Zhentarim and the eye tyrants have worked together to further their own needs. Though some beholders oppose the Black Network through secretly dissident lords of Zhentil Keep, the eye tyrants’ most common alliance is with the Zhentarim and the Inner Circle.

The actual number of beholders allied with the Zhentarim is unknown; however, a few are publicly known to be staunch allies of the Black Network. Xantriph, the Voice of Bane at the Temple in the Sky and the first of the Zhentarim’s beholder allies, was killed by the Knights of Myth Drannor in the Year of the Morningstar (1350 DR). It was

summarily replaced with a less able beholder named Xulla. Soon afterward, Manshoon allied himself to another beholder, Manxam, who eventually ended up securing Zhent rule of Teshwave.

Other Zhentarim-allied beholders can be found in the Stonelands, Greypeak Mountains, Dekanter, and, of course, the three major Zhentarim bases. Each beholder has its own agenda, and its alliance with the Network could end at any moment to further its own needs.

The Bloodswords: This group of mercenaries originally from Amn patrols and skirmishes with Cormyrean patrols west (and sometimes east) of Eagle Peak and north of the Bridge of Fallen Men. The Bloodswords work to keep non-Zhent caravans and explorers out of the area, making exceptions only for certain traders from Amn. The Bloodswords have opened up exclusive Zhentarim trading with portions of the Empires of the Sands via secret trails guarded by Zhentilar troops. The Bloodswords are paid well for their services, and they are allowed to keep any booty they find among their victims.



The Drow: The dark elves of the Underdark, some even from Menzoberranzan itself, have been using subterranean passages near Shadowdale to come to the surface and trade quietly with the Zhentarim for nearly a century. The two major accesses to the surface for the drow are in the dungeons of the Tower of Ashaba and beneath Shadowdale’s Old Skull Inn via a subterranean lake. Through both of these passages the Black Network has been trading weapons, slaves, and any other surface items that interest the dark elves. The drow should be considered primarily to be business partners, rather than military allies—though there is no proof that they would not aid the Zhentarim leaders should they ask (or if drow and Zhentarim needs coincide).

In the Year of the Worm (1356 DR), the Knights of Myth Drannor closed the underground passage at the Tower of Ashaba and killed many drow traders. Five years later, the drow agreed to once again open up relations with the Black Network. (Few other surface dwellers in the Heartlands region trade human slaves with them.) The drow have discovered another passage to the surface, this one closer to Zhentil Keep. However, this entry to the Underdark is located in the eastern Dragonspine Mountains, on the edge of Thar. Zhentarim caravans laden with slaves headed for this cave passage are usually accompanied by a large contingent of Zhentilar troops to protect against the goblinkin of Thar, as well as the untrusting (and sometimes untrustworthy) drow.





A Zhentarim mage confers with some of Manshoon's beholder allies.

Harondalbar the Black Dragon: Since he nests high in the southwestern peaks of Yellow Snake Pass, this great black wyrm's mere presence helps to guard the pass, though Harondalbar seldom leaves his lair. Zhentarim feed the dragon, praise him (boosting his ego), and bring him both treasure and sport in the form of creatures to hunt (such as slaves, helpless competitors, or Zhents sentenced to death). The "keeper" of the dragon is an enthusiastic Zhent enchanter named Faren Starlight (LE hf W(E)5), with whom Harondalbar is slightly enamored. Harondalbar is supposed to prevent all but Zhentarim caravans and forces from using the pass, but Faren must sometimes resort to illusions and trickery to make the dragon's presence known when he refuses to budge from his hoard. Should a major conflict come to Yellow Snake Pass, Faren is to coax the dragon from its lair at all costs.

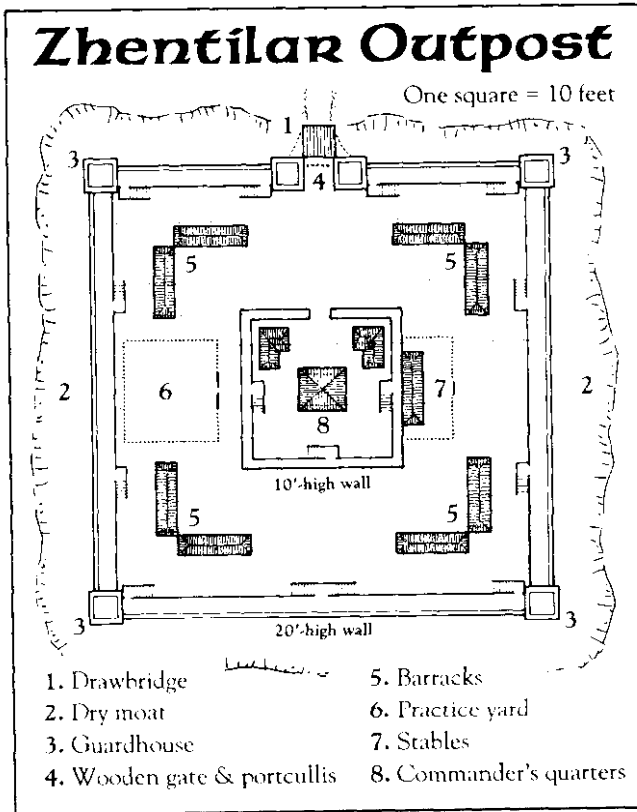
The Cult of the Dragon has also taken an interest in the great black wyrm, and Zhentarim agents must occasionally battle with cultists attempting to climb into the caves, bearing offerings and promises of power should the dragon come with them. Harondalbar is well aware of the Cult, but has no wish to become a dracolich at this time.

Zhentarim Agents and Activities

The Zhentarim has many agents and many ambitions. What follows is a brief listing of its plots, schemes, and forces throughout the Realms. This listing is not a rehash of the players in the grand strategic goal to dominate all trade from Waterdeep to the Inner Sea, but a summary of the tactical moves needed to accomplish that goal. Specifically, it enumerates the aims of Zhentarim agents in towns, villages, and other locations throughout the Realms. Even though this list is long, it hardly reveals all the Zhentarim agents that could be running around the Heartlands. Agents in Cormyr and Sembia are buried particularly deep, a lesson learned from the hard experience of watching Zhentarim agents publicly dismembered. DMs should not hesitate to create new Zhentarim agents and new Zhentarim plans for their own campaigns.

Anauroch: For the past 20 years the Zhentarim has been trying to establish a trade route across the Anauroch desert, and its efforts have met with limited success. Hundreds of





Zhentilar troops are scattered across the Sword (a lower section of the Anauroch), supporting the Black Robes (the name for the Zhentarim in Anauroch). Zhentarim agents have been creating oases with the help of *decanter*s of endless water, in an effort to secure a route across the desert toward the Greycloak Hills or the Greypeak Mountains, then on to Waterdeep and other Sword Coast cities. The Zhentarim's biggest obstacles to securing this trade route are a harsh environment, restless natives, and confrontations with the mind-controlling powers of the phaerimm (sinister beings who live in the Anaurian Underdark).

Archenbridge: A small Zhentarim outpost is concealed in this town under the guise of the Fairwater Coster. Like many other merchant fronts maintained by the Zhentarim, the Fairwater Coster deliberately sells some goods at a loss to destroy the competition. Their goal is to increase the dependency of the Dales on Zhentish merchandise.

Asbravn: Agents here operate very cautiously and quietly, since the Red Cloaks of the town are a dangerous threat. Zhent mercenaries and humanoid bands operating out of Darkhold have harried the surrounding lands. Agents in town report on the movements of the Red Cloaks and the activities of known Harpers, search the catacombs of Urdath for treasures to aid their cause, and have been try-

ing to undermine one of the Network's stalwart foes, the local priest of Ilmater.

Ashabenford: Because it is located so close to the borders of Zhentil Keep, Ashabenford is home to many active Zhentarim agents. Most operate from a branch of the Fairwater Coster that ships goods from here to Archenbridge. However, other Zhentarim, unknown to each other, are also hidden throughout the town. It is their goal to bring this Dale under Zhent protection, preferably without violence. Controlling access through Ashabenford would enable the Zhentarim to close the main Cormyr-Hillsfar trade route.

Berdusk: Working close to the heart of the Harpers is a small band of Zhentarim agents. These followers are deeply concealed throughout the community. Most Zhentarim activity (unknown to the rest of the town) is centered on the Green Heath Caravan Society, a respectable merchant coster that serves the Zhents as a front. Zhentish goods are passed through the town under its auspices. The master, Dhroul Kammet, is not a Zhentarim himself, but profits from his association with the Black Network. Although his caravans are sometimes raided to divert suspicion, profits from his "stolen" goods make their way back to him. Nonetheless, the Dhroul is very cautious, and he only allows Zhentarim agents brief stays, lest his connection be discovered by the pestiferous Harpers.

Bhaerlith: This secret oasis in Anauroch is one of the major stopovers for Zhent caravans crossing the desert. It is a manufactured, rather than naturally occurring, oasis and is manned by a Zhentilar garrison supported by a team of Zhentarim mages.

Blackfeather Bridge: A secret temple to Cyric serves as the base for Zhentarim activity in this area. If the Zhentarim can eventually dominate this community, the Black Network will control the main overland trade route from Sembia to Hillsfar.

Border Forest: Zhentilar troops from Zhentil Keep and the Citadel of the Raven have undertaken extensive lumbering out of Snowmantle into this forest. A number of druidic groups and intelligent forest creatures have moved into the area to oppose the forest's destruction. Zhentarim traders move a portion of the lumber back to Zhentil Keep, an allotment travels to Darkhold for distribution west, and the remainder is traded to the tribes of Anauroch.

Citadel of the Raven: The state purpose of the Zhentarim at the Citadel is to oppose savages from The Ride and goblinkin from Thar. A large number of Zhentarim actually here work to support the Zhent attempt to establish a secret trade route through the Anauroch desert. Such a route would expand the territory in which the Zhentarim trade,





undercut the competition (which has to take a longer route down around the Storm Horns and the Thunder Peaks to go west) in speed of delivery, and add to the Black Network's power base.

Corm Orp: This little village is one of the main targets of Zhentarim activity. Agents and raiders from Darkhold are doing their best to bring it under their sway, since control of the village will secure another link in the trade chain. Their plans are near success, for the local lord, beleaguered by the constant threat, is seeking aid from Hill's Edge. He does not realize that any troops sent from there are certain to be Zhentarim mercenaries.

Dagger Falls: Daggerdale is ostensibly a protectorate of Zhentil Keep, but the constable of Dagger Falls is caught in a guerrilla war against the "outlaw" Randal Morn. The countryside is barely under Zhent control. Still, the Dale provides relatively safe haven for openly avowed Zhentarim, and Zhent caravans can pass in near-perfect safety through the valley. Currently, mercenary adventurers are encouraged to collect the sizable reward placed on Randal Morn's head.

Darkhold: This is one of the three main bases of the Zhentarim and is committed to gaining control over the crucial passes and trails that connect Cormyr and the Sword Coast. More detail about Darkhold can be found in the revised FORGOTTEN REALMS *Campaign Setting*, the *Castles* boxed set, and earlier in this chapter.

Dekanter: This dark ruin is the lair of a sinister beholder. The Zhentarim has formed an alliance with the creature and its gnoll minions. In exchange for certain items and prisoners, the beholder secures the pass through the Greypeak Mountains, allowing access only to Zhent caravans.

Dragonspear Castle: Zhentarim plans are in the works to take over and rebuild the ruins of this castle, which was originally built only a hundred years ago by Daeros Dragonspear. It would add a fourth citadel to the Zhentarim power base, and secure the Black Network's trade route west. Clerics of Tempus have built a small shrine within the ruined castle walls and are kept busy by scores of undead, orcs, ogres, and other goblinkin who roam the region. These clerics would provide some resistance to a concerted Zhentarim attack, but would not likely prove to be strong enough to hold the ruins.

Drawn Swords: This small village is a thorn in the side of Zhentarim plans. It sits astride the Network's trade route and has resolutely resisted Zhentarim domination. Currently the town is protected by Harpers, but Zhentarim agents are working to undermine local support. Success is likely, since there is more and more grumbling from mer-

chants about profits lost in pointless hostility toward Zhent caravans.

Easting: As a key junction on the Cormyte trade route following the High Road, Easting has naturally acquired a few Zhentarim agents. As in many Zhentarim operations, these agents work behind the front of a trading company—in this case, the Hrulgain Brothers. The Zhentarim's goal here is to drive out the competition by fair means and foul. Price wars and mysterious accidents are common events in Easting.

One ambitious Zhentarim, Thyrspyrl Vangradd, has another plan in motion. Funded by Darkhold, his agents have been working to buy every inn and resthouse in the town. Once the Zhentarim owns all the services in Easting, it will be able to grant or deny aid to caravans at will.

The Flaming Tower: This Zhentarim base is in the final stages of being rebuilt following its destruction by the Knights of Myth Drannor in the Year of the Morningstar (1350 DR). The Black Network is already using it as a signal base for the Citadel of the Raven, to warn it of approaching forces, and as a Zhentilar guardpost for the Temple in the Sky (see below). Forty seasoned Zhentilar warriors (36 LE hm F5, 3 LE hm F7, 1 LE hm F9) and five fire giants staff the Flaming Tower, and 35 extra Zhentilar warriors (LE hm F4), four magelings (LE hm M4), and

The Blood Axe Smashers

The Blood Axe Smashers are a Zhentilar patrol operating out of Darkhold and consisting of evil humanoids. The patrol is led by a powerful scro (an orc from wildspace) named Thergod (LE scrom F7; STR 18/33, CON 18) who threw his lot in with the Zhentarim when his spelljammer crashed near Darkhold in the Year of the Harp. Thergod leads a patrol of 16 ogres and three hill giants, and he has never been defeated in battle. He is specialized in the broad sword and uses a *broad sword* +2. He usually wears *plate mail* +2 and a shield on patrol.

Although Thergod is rather ugly and ill-mannered, his men rally to him (CHA 8, but effectively CHA 15 to his troops). The diabolical scro possesses a keen tactical sense and is a master of the ambush. The Smashers have adopted as their banner a large skull on a purple field. The arrangement of the skull on the banner and its coloration is a direct insult to the Purple Dragons of Cormyr.

Out of all the forces of Darkhold, Thergod and the Blood Axe Smashers are the most successful—especially against the Purple Dragons. A reward of 2,000 gold pieces or a commission in the Purple Dragons from King Azoun IV awaits the person or persons who rid the Realms of the Blood Axe Smashers.





three priests (LE hm C3) are helping temporarily in the work to restore the Tower.

Goblin Marches: This area is a major caravan route for the Black Network. The Zhentarim deals with local humanoid problems by rotating between paying off local goblinkin, hiring them for bandit raids, or wiping them out. The methods chosen depends on which Zhentarim military leader is currently in charge of the region and whether the humanoid leaders of different local groups can be controlled (or if the groups even have leaders). Direction for activities within the Marches comes from Darkhold or Dagger Falls. The Zhentarim is backing its power in the Goblin Marches by importing monsters to harass Cormyrean knights. More Zhentilar troops have been moving into the Marches lately as part of a strong push for the Zhents to complete a western trade route.

Greypeak Mountains: The pass toward Llorkh through these mountains, called Dawn Pass, is guarded by a Zhentarim ally—a beholder and his gnoll minions from nearby Dekanter. The beholder is wild and near uncontrollable, but honors its deal with the Zhentarim since the agreement suits its present needs (and because the Zhents pay extremely well).

Hardbuckler: This little gnome village is quietly becoming an advance base for the Zhentarim without the gnomes even realizing it. The short folk have a policy of warehousing stores, no questions asked, and the Zhentarim is exploiting that to build a sizable cache of supplies and weapons. When all is ready, a Zhentarim force from Darkhold will filter into the town and seize it with the weapons already stockpiled there. Control of Hardbuckler will give the Zhentarim another leg on its southern trade route to Waterdeep (the northern route being through Anauroch).

Harrowdale: Operating under the guise of a shipping company out of Impiltur, Zhentarim here are trying to undermine any growth of Harrowdale's small port. The Black Network sees a strong port here as unwanted competition for Scardale, which they already hold, and Yhaunn, where Zhentarim influence is strong.

Highmoon: Zhentarim agents of the Fairwater Coster are present in this town. They watch for (non-Zhent) caravans passing through Thunder Gap and pass that information on to several Zhentarim-allied bandit strongholds in the southern Thunder Peaks.

Hill's Edge: This town, close to Darkhold, is well on its way to becoming another major base of Zhentarim operations. Zhentarim activity centers on the Fist of the Future, an unconcealed fortress-temple to Cyric. Although the Harpers have struck against the Zhentarim

here, many of the town militia and merchants are Zhentarim sympathizers.

Still, the Zhentarim has not been able to seize open control. The greatest obstacle is the temple to Lliira which, supported by the Harpers, is openly hostile to Cyric and the Zhentarim. Zhentarim plans to crush the temple have not yet been realized, but will succeed sooner or later.

Hillsfar: Zhentarim agents constantly seek to undermine control of Hillsfar's military either through subversion of the average soldiers, of commanders, or of upper government officials. The Zhentarim has achieved no staggering success in any of those categories thus far. Consequently, it has been working to sabotage trade out of Hillsfar and frame key individuals for various crimes, resulting in their death or imprisonment. Many of these plans work directly to thwart Hillsfarian occupation in Yûlash.

Hlaunga: This is another of the Zhentarim-created oases in Anauroch and serves to protect their secret trade routes through the Great Sand Sea. The Zhentarim maintains a garrison of its own mages and Zhentilar troops here to protect the oasis from Bedine raiders.

Hluthvar: This fortress town, the breakwater against Darkhold, is on the verge of collapse. Although its leaders are staunchly against the Zhentarim, the city is infested with agents of the Black Network. The most important of these is Fyroth Tahsravil (LE hm F8/M10), warrior-advisor to Maurandyr, the High Ward of the town. Fyroth has concealed his true allegiance from the priest-ruler of Hluthvar through spells and magical items. Currently the Zhentarim is using special spells devised in Darkhold to steadily drive Maurandyr mad. Once this happens, Fyroth intends to assume command.

As befits Zhentarim plots, Fyroth has gained a reputation as a slayer of Zhentarim to camouflage his true nature. Rarely do his patrols go out without successfully finding and defeating Zhent raiders or patrols, and this has gained him a high standing as a defender of the town. His masters in Darkhold callously view these losses as necessary sacrifices and, indeed, provide him with the information he needs for victory. Most of these victims are Zhent traitors or those who have lost their usefulness in their superiors' eyes.

Hulburg: After Hulburg's destruction by Zhentish forces in the Year of the Bright Blade (1347 DR), the Zhentarim has kept agents in the ruins of Hulburg with orders to keep a watchful eye on Mulman activity. Endeavors to the west of the ruined city, and the total devastation of the Zhentil Keep itself, cemented the Zhentarim decision to not make any attempt to rebuild Hulburg.





Iriaebor: Iriaebor, the Overland City, has recently slipped from Zhentarim control and is presently ruled by a man named Bron, who was elected by the people. The loss of Zhent rule here was costly to the Black Network, as the city is essential to control of southern Sword Coast trade. The days of throat-slitting and Zhent confiscation of goods are gone—at least for now.

Lonely Moor: Zhentarim caravans sometimes flow through this area, but activity has been light in past years. Because the Moor is only lightly populated by civilized folk, Zhentarim caravans bound for Llorck bearing precious or magical goods sometimes use this route to avoid scrutiny.

Llorck: Once a dwindling mining town of humans and dwarves, Llorck was quietly conquered by the Zhentarim, who slew its previous lord. The Zhentarim planned to use Llorck as a western base for their desert caravan route. A Zhentarim mage, Geildarr Ithym (LE hm M8), quickly installed himself as the new lord with the support of 400 “Lord’s Men” (Zhentilar troops, LE hm F1-F4). Nearly all dwarves have since fled to Mithral Hall. The coming of the Zhentarim has been met with mixed feelings among the remaining populace. Some view the increase in gold and commerce to be a sign of prosperity for the town, while others see the unscrupulous elements of society increasing daily and feel less safe in their homes. In effect, both are true.

Fearing the forces of nearby Hellgate Keep, Lord Geildarr is hurrying to strengthen Zhent might in Llorck. Zhentilar troops are digging a large defensive trench around the city, and caravans arrive weekly from Darkhold to fortify this Zhentarim base. A temple to Cyric, called the Dark Sun, has also been constructed to help reinforce Zhent power. Its high priest is Mythkar Leng (LE hm C12 of Cyric). Despite its heavy activity in Llorck, the Black Network has been confined to the area just around the town by the efforts of the Lords’ Alliance.

Loudwater: This community lives in the shadow of the Zhentarim, which cannot conquer the town without seriously weakening Zhent control of Llorck. The lord of Loudwater is also a good friend to local Harpers, who often appear in town to dispose of any discovered Zhentarim agents. Zhent goods arriving here along the River Delimbityr have been well hidden from the eyes of Those Who Harp by subterfuge (merchants disguised as non-Zhent traders from Waterdeep) or by being smuggled deep in ships’ cargo holds. These hidden Zhent cargoes then makes their way to Secomber or Daggerford.

Lundeth: Zhentarim have seized control of this village, killing its Bedine inhabitants, who now guard it as undead. Lundeth serves as the Zhentarim’s western base of operations in Anauroch, and more than 20 minor magelings and

priests can be found here at any one time. Zhent caravans who run into trouble try to find their way here for help.

Luskan: Luskan is a strategic trading community that distributes rare goods from the Ten Towns to Waterdeep. From the City of Splendors they travel to the rest of the Realms. While five high captains supposedly rule Luskan, the true power in Luskan is the Arcane Brotherhood, a mercantile company and wizards’ guild similar to the Zhentarim. Trade from the Ten Towns lines the pockets of the Brotherhood, gold the Zhentarim would prefer to control instead. The Black Network has tried to place several spies among the ranks of the Brotherhood, but they were soon found dead in the streets of Luskan. Since these failures, the Zhentarim has tried to negotiate an alliance with the Brotherhood.

Ma’atar: Ma’atar is another oasis created by the Zhentarim. There are several small, permanent structures here that house a squad of rather bored Zhentilar troops, three underpriests, and a Zhentarim mage with a *wand of fire* who is in charge of the operation. The Black Network is assembling a large cache of weapons and skeletons (to be animated as needed) for the days when this is a major stop on its trade route through the desert.

Melvaunt: While Zhentil Keep and Melvaunt have been skirmishing of the field of battle since the Zhents took the Citadel of the Raven, the Black Network has also been working behind the scenes to gain control of the city’s slave trade. Running the Melvauntian slave trade would enable the Zhents to trade more slaves to their drow allies coming to the surface in the eastern Dragonspine Mountains. The Zhentarim is quietly replacing slave merchants in Melvaunt with its own agents and authorizing these new merchants to pay top price to local slavers—with the gold eventually finding its way back to Zhentil Keep.

Olomaa: Olomaa, another Zhentarim-created oasis, has an abundance of water, fruit trees, and grazing land. A simple stone structure here is home to four Zhentilar warriors (LE hm F5) supervised by a priest of Cyric (LE hm C6). However, the greatest threat to non-Zhents venturing into the oasis is the beholder Xualahuu, who is recuperating here after the loss of several eye stalks to a group of Harpers. The beholder is fiercely loyal to Manshooon, who saved the creature’s life after it was injured.

Phlan: Bane’s interest in Phlan was great, as the God of Strife tried several times to conquer the small community in an attempt to increase his power base. With the coming of Cyric, the Zhent preoccupation with overpowering Phlan has been eliminated, and forces previously assigned to doing so have been temporarily redirected west. (The Zhent may eventually attempt to take Phlan, but they are





no longer obsessed with it.) The rebuilding of Phlan *has* opened new opportunities for Zhentarim trade, but a low profile is required due to the presence of the church of Tyr in Phlan.

River Tesh: Zhentarim use of this waterway plays a crucial part in speedy transport of Zhent goods across the Heartlands. A typical Zhent caravan travels the river to either the ruins of Teshwave or to Dagger Falls, then south or north to its destination. The water route takes half the time an overland route would. Zhentarim mages are found on nearly every barge traveling the river, ensuring safe passage for their wares and personnel.

Scardale: According to the rules of the Scardale Council, Zhentish forces are allowed only a 12-person garrison in this Dale, but the number is actually easily 10 times that amount, counting the local “auxiliary” (mercenaries and thugs). The Zhents, led by the Zhentarim, are easily the strongest force in Scardale.

The Zhentish garrison is commanded by an ambitious Zhentarim mage named Ithana Redstave (LE hf M9). The Black Network has big plans for Scardale. It plans to establish control over Myrian Beechwood, the lord of Scardale, and then propose an end to the “occupation” by other Dales communities—leaving Scardale as a Zhentish puppet state. Ithana is currently working on a plot to frame the Hillsfarrians for a series of murders to help expel non-Zhent forces by putting them in an ill light.

Scornubel: Scornubel, also known as the Caravan City, is said to be the center for trade activity in the Heartlands. This nonwalled city is ruled by old, sharp-tongued Lady Rhessajan Ambermantle, assisted by three lord high advisors who are retired merchants. The Zhentarim nearly has one of these three lord high advisors, Deep (NE hm T9), under its control. He supplies the Black Network with information regarding its competition. Scornubel is also home to doppelgangers, lamias, and other monsters able to assume human form, and is an excellent place for the Zhentarim to recruit such allies. Zhentarim activity is centered around Scornubel’s warehouse district, where the Network owns several storage areas.

Secomber: Agents in Secomber are hidden deep, for fear of intervention from the Lords’ Alliance. The village—whose residents are half humans and nearly as many halflings, with a smattering of dwarves, elves, and gnomes—is a strategic wayside for Zhentarim caravans traveling from Anauroch to the Sword Coast. Dominance of this community would be difficult. A large base of operations would likely attract swift attention among the many fishermen and farmers, and large numbers of the mainly human Zhentilar and Zhentarim would stand out amidst

the population, which is half human and almost half halfling, with a smattering of dwarves, elves, and gnomes.

Shadowdale: Zhentarim influence in Shadowdale has been minimal since the execution of the warrior Jyordhan, a Zhentarim puppet with the title of Lord of Shadowdale. Because of the events of the Time of Troubles, the presence of Harpers, and the watchful eye of Elminster, Zhentarim agents have had to begin from scratch in subverting this Dale. Currently, Zhentarim agents have established a farm along the Northriddle, and have as yet gone uncontested.

Shadow Gap: A main trade route passes through the Gap, leading from the Moonsea to the Western Heartlands. Shadow Gap has been patrolled by Tilverton, which is occupied by Cormyr, since the Year of the Prince (1357 DR). The Zhentarim has avoided total domination of the Gap so as not to give Cormyr reason to send in more troops. Zhentarim mages often loose savage monsters in the Gap or hire bandits to attack non-Zhent caravans and Cormyrean patrols there.

Skull Gorge: This passage to the western Heartlands at the southwestern tip of Anauroch is filled with savage tribes of orcs and other goblinkin, most of whom are under Zhentarim control. Non-Zhent caravans through or near the gorge are never heard from again. Forces in Skull Gorge are supplied and reinforced by nearby Darkhold, and are often sent to or through Yellow Snake Pass to fight off Cormyrite incursions.

Snowmantle: Once the home of a retired Knight of Myth Drannor, Lanseril Snowmantle, Snowmantle is now a base for Zhentarim logging, lumber mills, and timber distribution to Teshwave, Dagger Falls, and the Citadel of the Raven. The Black Network has found the lumber business to be highly profitable, and a garrison of 100 seasoned Zhentilar troops (F3-F5), seven priests of Bane (C3), five mages (M4) and at least two high-status Zhentarim, one thought to be a male mage (M9) and another a female cleric (C8), help with the lumbering and repel encroachment by druids and creatures of the forest who oppose the endeavor. As it stands, these forces of nature are fighting a losing battle against superior Zhent numbers.

Soubar: This small, lawless town is a full of brigands, wercreatures, and mercenaries down on their luck. It is a perfect breeding ground for the Black Network. The Zhentarim uses Soubar to fence stolen and illegal goods, supported by forces from Darkhold. Soubar is loosely controlled from behind the scenes by a mysterious woman known only as Mag, who is clearly more than she appears to be. The Zhentarim is trying to learn more about her in an attempt to bring her into the Black Network or replace her with a Zhent agent.





Stonelands: The Black Network is constantly fighting battles with Cormyrean knights and patrols here, preventing Cormyte intervention with Zhentarim trade routes to the west. (The most heavily traveled one passes through the Stonelands and the Goblin Marches, around the Farsea Marshes and into the Tunlands, back up through Yellow Snake Pass and on to the west. The trail cannot continue to skirt Anauroch because the terrain between Anauroch and the Sunset Peaks becomes impassable near Anauroch's southwestern tip in the smaller canyons around Skull Gorge left over from the many times the River Reaching has changed course.) Reports of mad beholders wandering across the land at night, disintegrating anything they see, have reached the ears of Cormyrean patrols. In truth, a beholder ally of the Zhentarim named Zantiid patrols the Stonelands, hampering all non-Zhent activity from his home in the High Moors.

Tel Badir: This village on the edge of Anauroch is a major trading post for the D'tarig, but Zhentarim magic controls the workings behind the scenes. The Black Network is working here to gradually eliminate any control the D'tarig have. The Network hopes to use Tel Badir as a base for the trade of exotic Anaurian items to the rest of the Realms and as a jumping off point for caravans across the desert to the Sword Coast. Groups of D'tarig actively oppose the Zhentarim, and they support any adventuring bands who mass against its members.

The Temple in the Sky: Literally a chunk of rock floating in the sky, the Temple in the Sky is rumored to have been created by the Netherese eons in the past. In recent history the Temple was tethered to the Flaming Tower and was where the Voice of Bane was heard through the beholder Xantriph and later the beholder Xulla.

With the death of Bane and the subsequent purge of the Orthodox Banites in Zhentil Keep, worship at the Temple in the Sky has degenerated into a beholder Beast Cult. The Black Network, still allied with Xulla, is well on its way to subverting the cult to further Zhentarim interests.

Teshwave: The remains of this city serve as a military base for the Zhentilar (2,000 strong) and a launching point for Zhentarim caravans. Zhentilar forces here are supervised by a slow-witted but brawny commander named Guthbert Golthammer (CN hm F6)—while members of the Black Network are commanded by Asdag (LE hm C6), a priest of Cyric loyal to Fzoul Chembryl. Asdag is Guthbert's advisor and finds it easy to manipulate the man into unwittingly supporting Zhentarim designs. Asdag is supported, from time to time, by the beholder Manxam. Manxam divides its time between assisting Asdag, reinforcing Zhentarim rule, and executing its own diabolical plans.

Currently, Zhentarim caravans are helping distribute lumber from Snowmantle across the Heartlands from Teshwave.

Teshenfall Pass: This pass begins at the headwaters of the River Tesh and continues through the Desertsouth Mountains to Anauroch. Zhentarim caravans travel through the pass, then turn south to Tel Badir. A dozen Zhentilar (F5-F8) and two magelings (M6) prevent non-Zhentarim caravans from entering the Pass.

Thentia: The Zhentarim realizes that the only way to break Thentia is to ruin its economy, and it is currently working on a viable plan to do so. Zhentarim agents posing as clothing merchants have set up a legitimate business front from which to begin their operation.

High-ranking members of the Zhentarim, particularly Manshoon, have taken interest in the local legend of the Bright Sword—a powerful weapon that acts on its own accord, flying through the sewers of Thentia attacking people at random. An item this powerful would be extremely useful to the Zhentarim.

Tilverton: Zhentarim in Tilverton have been maintaining a low profile since the Cormyrean occupation in the Year of the Prince (1357 DR). Agents remain behind the scenes, gathering information on activities in Shadow Gap and Tilver's Gap. Zhent agents posing as wealthy nobles have also been hiring groups of adventurers to investigate ancient elven ruins beneath the city, in hopes of unearthing powerful magic.

Tunlands: This area is crawling with isolated tribes of goblinkin working for the Zhentarim of Darkhold. Patrols formed from warriors of these tribes prevent non-Zhent trade from passing through and harass Cormyrean patrols who venture west of the Storm Horns.

Voonlar: Zhent control of Voonlar is nearly complete, with the exception of the Shield Trading Company and a temple of the Goddess of Bounty, Chauntea. The temple is directly opposed by Cyric's temple, the Dark God Reformed, whose high priest bears great enmity for Chauntea. The temple to the goddess has escaped destruction due to support from Shadowdale and the fact that Voonlar has a primarily agricultural economy. The local farmers would openly revolt at any direct attack on the temple and its high priestess, Lady Shrae (CG hf C12 of Chauntea).

The Shield Trading Company is another matter. The Zhents have made life as difficult as possible for the Shield. Rather than start a price war and send profits plummeting for both sides in the conflict, the Zhentarim is trying the economic equivalent of starving the Shield to death. Supplies due for embarking Shield caravans "disappear" en





route, raiders seem to strike Shield caravans much more frequently than Zhentarim ones, and taxes on Shield caravans coming into Voonlar are always declared to have been previously undercalculated—with the result that the Shield must pay extortionistic rates to do business in the town. Prices in Voonlar are 30% greater than normal (refer to the *Player's Handbook* or *Aurora's Whole Realms Catalog* for price lists) on all items that are available on the open market due to these tactics (and the black market, controlled by the Zhentarim, charges more, of course).

The corrupt leader of Voonlar, Buorstag Hlammythyl (LE hm F8, and a devout Cyricist) is a Zhentarim agent who extorts protection money and high taxes from the townsfolk. He suspects outsiders are aiding the Shield Trading Company with gold and with caravan protection. Harpers or forces from Shadowdale or Hillsfar are among the suspected perpetrators.

Hlammythyl is covertly aided by a vicious beholder named Uluae, a youngster who takes great delight in torturous killings. Uluae switched his alliance from the Zhentarim to Cyric the Dark Sun after the Time of Troubles.

Vuerthyl: This area is a well-watered oasis of fruit trees created by the Zhentarim as a storage area and way station for caravans. During their excavation of an underground reservoir, some Zhentarim came across a rich beryl gemstone vein yielding beautiful emeralds as large as a warrior's fist. Unfortunately, they unwittingly released an imprisoned mind flayer wizard (23rd level) who has taken to studying the area before acting. The post is guarded by seven low-level wizards and 20 seasoned Zhentilar warriors (F4+).

Waterdeep: One major long-term goal for the Zhentarim is establishing a profitable trade route across the Heartlands to Waterdeep. Though many suspect a Zhentarim presence in the City of Splendors, agents here are buried very deep. Agents must avoid conflicts at all costs with the Lords of Waterdeep and the Shadow Thieves, to name two opponents, until the trade route is secured. Some Zhent representatives have been attempting to establish small trading companies to receive Zhentarim goods when they arrive, while other agents gather information on competition and clients.

Xonthal's Tower: This remote village nestled on the southern slopes of Mt. Hlim is nearly under the complete control of the Zhentarim. A Zhentarim agent, one Hansibal Droun (LE hm T1), runs a hardware shop and a swap-mount stables. Accompanied by a dozen experienced Zhentilar soldiers (LE hm F5; eight are specialized in some type of bow), Hansibal and his men have secured this community by infusing gold into local businesses and helping fend off invading yuan-ti from the Serpent Hills.

The village gets its name from, and is built around, the tower of the reclusive mage Xonthal, who has not been seen in many years. In an effort to draw him from his seclusion a few years ago, three Zhentarim mages attempted to breach the Tower. Two are now dead, and the third was horribly burnt. Xonthal is rumored to be a lich, something the Black Network fears and may also attempt to gain control of.

Yúlash: This city has been a battleground for Zhentil Keep and Hillsfar since the Year of the Harp (1355 DR). The fighting has reduced the once-proud city to ruins. Zhentilar forces stationed here have been cut back and worn down over the years. Maalthiir, ruler of Hillsfar, has now (1368 DR) openly proclaimed Yúlash to be under Hillsfarian rule. Lords of Yúlash who oppose Maalthiir are secretly backed by the Black Network, and these lords are working to control Hillsfar. If they succeed, Yúlash will likely rapidly fall into Zhent hands as the Hillsfarian Red Plumes retreat because of new orders from their home city. Meanwhile, Zhentilar troops from Zhentil Keep or the Citadel of the Raven often foray into Yúlash to harass the Red Plumes stationed there and support the efforts of Zhent-backed lords of Yúlash.

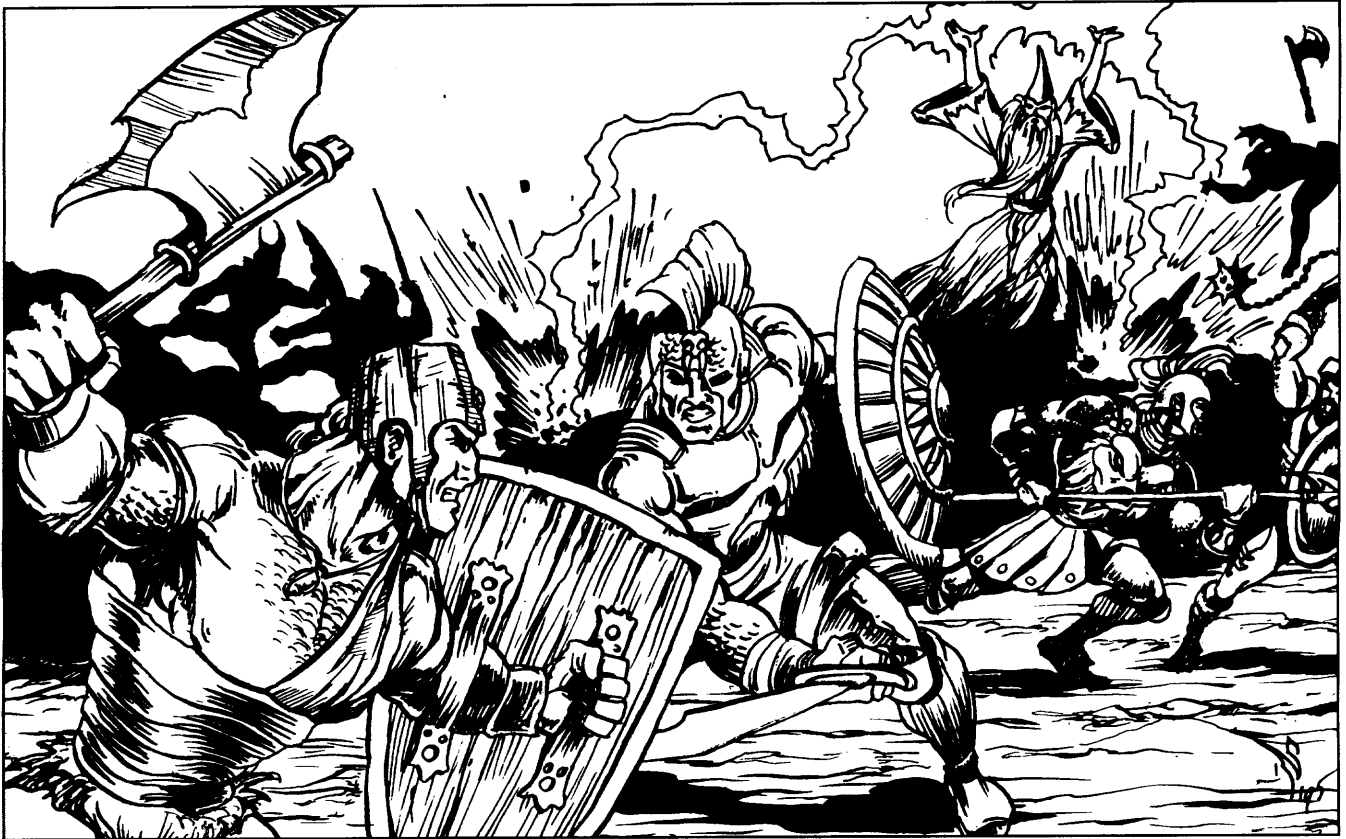
Zhentarim Agents, Rumored: The following is a list of communities where Zhentarim agents are rumored to exist, their intent and motives uncertain. More than likely, their presence indicates an attempt to secure a trade route or to infiltrate the rule of the vicinity.

Elmwood	Selgaunt
Featherdale	Tasseldale
Griffin's Nest	Triboar
Harrowdale	Triel
Leilon	Tulbegh
Marsember	Urmlaspyr
Neverwinter	Westgate
Priapurl	Yartar
Proskur	Yarthrain
Saerloon	

Joining The Black Network

Joining the Zhentarim, whether as an inside agent or for personal advancement, is extremely easy. Individuals merely present themselves to the lords of Zhentil Keep, Darkhold, or to Manshoon himself. After a few tests, such as killing an enemy of a Zhentarim lord or seeing a





The Red Plumes of Hillsfar and the Zhentilar clash near Yûlash—again.

trade caravan to its destination, prospective agents are inducted into the society through secret rites (usually involving a *geas* spell against harming members of the Inner Circle).

Joining the Zhentarim is easy; surviving in its ranks is more difficult. Low-level agents are often given near-impossible tasks to prove their worth. Commands such as “Kill Elminster” or “Assassinate King Azoun” are commonly dispensed, and how the agent sets out to accomplish this goal is carefully monitored. If constructive long-range strategies are set in motion, the Inner Circle knows that this individual shows promise.

Once a character gains some measure of power in the Zhentarim, she or he must then worry about the machinations of other members of the Black Network trying to advance themselves at each others’ expense. The only members who are secure in their positions are the Inner Circle, and even they must look out for each other. The organization is rife with spies keeping tabs on rival officers and reporting back to any number of secret masters.

So You Want To Live Forever . . .

As is represented in the Timeline of Zhentil Keep, Manshoon of the Zhentarim is nearly 100 years old, but appears unchanged from the day he first became a lord of Zhentil Keep. The same can be said for Fzoul, Sememmon, and fewer than a dozen other powerful Zhentarim agents (usually trusted wizards and priests exceeding 10th level). The extended life of these individuals is puzzling, for unlike users of *potions of longevity* or *wish* spells, these Zhentarim have simply ceased to age. This secret of eternal youth is closely guarded by Manshoon and Fzoul, and some sages have speculated that it may be related in some way to the long life span of Elminster. Several rumors are in circulation regarding this enigma, attributing it to—among various things—a pact with an evil extraplanar fiend, carefully worded *wish* spells, and a potion fabricated from elf blood.





Zhentil Keep—Then

“Zhentil Keep? Aye, I’ve been there—and I count meself lucky ta get out alive. ‘Tis a dark and gloomy sort of place where one has ta always watch his buck, and his purse. ‘Tis a place where the merchants get rich, the priests of Bane do us they will, and the Zhentarim rule behind closed doors. The longer ye stay within its walls, the better yer chances of crossing one of the three—and endin’ up dead in a gutter. They call it the Pride of the North—‘tis more—like the last layer of the Abyss. ‘Tis a place I’m glad I’ll never see again.”

—Tale as told by Dutan Bloodletter, criminal and mercenary, at his trial and subsequent execution in the Year of the Gate.



Tasha stepped through the door of the Serpent’s Eye, a large, dirty inn in the southeastern portion of the Common Quarter, and onto the streets of Zhentil Keep. The pretty young woman of 20 winters swore beneath her breath at neglecting the time of day. Usually her duties at the inn never went this late, but a drunken Zhentilar had proven most profitable this evening, and 100 gold coins lined her pocket. However, the comfortable weight of the money did nothing to calm her nerves at the thought of walking home through the city without the protection of sunlight. Weighing her options, Tasha quickly decided that the Zhentil Keep night life probably had yet to emerge. If she hurried, she might make it home unscathed.

The soiled cobbled streets of the city were still covered with water from the afternoon spring rains, and the poorly laid and maintained stones often shifted in their settings as Tasha headed north. The rain had brought forth the usual foul and disgusting odors hidden within the city. Hugging the wall as she moved down the street, Tasha held a cloth over her mouth to keep from gagging on the vile smells assaulting her as she worried about making it home—despite having only a few blocks to travel.

Suddenly, a shadowy figure stepped directly into her path from a nearby alley, light glinting off the dagger in his right hand. Tasha turned to run, her raven-black hair swirling over her shoulder, but found a second man behind her also wielding a dagger. Turning back to the burly thug in front of her, Tasha suddenly realized that these men were friends of the drunken Zhentilar whose pocket she had just emptied of coins. Frozen in terror, Tasha’s brown eyes locked with the two men’s hate-filled gazes. Her mind went blank. She could think of nothing to do as the two men closed in on her.

The men died quickly—too quickly, in fact, for Tasha to see and comprehend what had happened. One moment the off-duty Zhentilar were about to escort her to an early grave at knifepoint, the next moment they were lying on the ground with holes burnt through their chests. Looking around for her savior, Tasha turned and came face-to-face with a man nearly a foot taller than herself wearing a hooded cloak.

Not wishing to be ungrateful, the young woman opened her mouth in an effort to thank her rescuer, only to be once again paralyzed by terror far beyond anything a pair of thugs could ever inflict. The figure pulled back its hood, revealing the decaying features of a lich of the Night Plague. Tasha was unable to utter any last words at all as the creature said, “One so pretty as you should not be out after dark. Henceforth, you are mine!”

The Time Period

This chapter depicts Zhentil Keep at its power zenith, circa the Year of the Prince (1357 DR), before divine events conspired to massively reconstruct it several times. Dungeon Masters who wish to set a campaign in the period after the Time of Troubles in the Year of Shadows (1358 DR) and before the Banedearth in the Years of Maidens (1361 DR) need only add the presence of





clerics of Cyric and a third main evil temple (the Circle of Darkness, dedicated to Cyric), to the Keep. After the Banedearth, the temple of Cyric, now called the Black Altar, stands where the Black Altar (of Bane) is located on the Zhentil Keep (Pre-1368 DR) map. The Circle of Darkness is abandoned and the Dark Shrine is destroyed, and both factions of Banites have disappeared. Bane worship exists only as an underground activity, and priests of Bane are not granted spells any longer. However, Fzoul still occupies his tower, is still a power within the Zhentarim, and has a peculiar relationship with Cyric, whom he worships at least in name.

Only three NPCs of major import show shifts in experience level from the Year of the Prince to just before Zhentil Keep's destruction. Manshoon is a 16th-level mage at the beginning of the Year of the Prince and has attained 17th level by its end. By the end of the Year of Shadows, he has become a 19th-level mage, which he remains until after the events of the *Cyrinishad* debacle, Fzoul Chembryl is a 13th-level cleric at the beginning of the Year of the Prince and remains that level through the Year of Shadows. By the Year of the Shield (1367 DR) he has become a 15th-level cleric, and after the events of the *Cyrinishad* debacle he progresses to 16th level (although which deity he serves at this point is, uncertain): Lord Orgauth is a 7th-level fighter at the beginning of the Year of the Prince, but by the end of the Year of Shadows, he has become a 10th-level fighter, which he remains until after the events of the *Cyrinishad* debacle.

Overview of The Keep

Zhentil Keep is a powerful city built on the back of trade and war across the Moonsea and the Heartlands. It is known as the Pride of the North (the Heartlands north, that is) and the Thargate City. Its population is 79,000 in the winter, and swells to an estimated 85,600 during the summer. Its major products are metal of all sorts; armor, weaponry, and other metal products; gems; coal; furs; and liquor. Its armed forces are the Zhentilar, currently numbering some 22,000 crack troops armored in plate mail to full plate, and bolstered by almost 16,000 mercenaries of all levels of ability. These troops are mainly based along the Long Road and in the Citadel of the Raven, with only about 5,000 residing in the Keep itself.

The Keep is fortified with 40-foot-thick walls of black granite that are higher than the tallest building. They are constructed from stone mined in the Dragonspine Mountains centuries ago. These walls can withstand twice the punishment of normal granite, a testament to the dwarves who constructed them.

Most of the buildings inside the black walls are four to six stories high, and lean one against the other. They loom over the streets like dark cliffs. Crabweed and lichen grow on the cobble streets, through which dirty water, kitchen, and night wastes flow until they meet a sewer grate. There is not a tree or park to be found in the entire city. Great iron gates set into building walls can block off entire streets in case of an invasion or, as the locals say quietly, a revolt. The city is divided into four sections: the Common Quarter, the Harbor District, the Foreign Quarter, and the Inner Quarter.

Common Quarter

The Common Quarter is where the masses of Zhentil keep live, do business, and hope to see the next sunrise. The buildings of this quarter are crammed together along the broken streets occupied by the common Zhent. The quarter harbors inns, taverns, merchant shops, providers of skilled services, and apartments that house the masses, along with the rare slightly run-down family residence. The condition of structures found here is mediocre at best, and roach-infested and disease-ridden at worst. For the lost soul who, because of his or her birth or condition, will never venture beyond the walls of the Keep, this is a prison akin to the plains of Gehenna. To the corrupt and immoral that prey on the ignorant and downtrodden, the Common Quarter is the means to gain the heart's desire—be it wealth, fleshly delights, or power. The Common Quarter is home to myriad inns and taverns, each in poor to average condition. Agents from the Inner and Foreign Quarters (usually *naug-adar* or *naug-orls*) see to it that prospering businesses run by common Zhents never draw too many customers away from the plush, expensive establishments in those quarters.

Typical housing for common Zhents consists of one- or two-room apartments with poor (or absent) plumbing, unclean water, and an abundance of rats and other vermin. Not all residences are in such deplorable condition, but a Zhent must work hard to bring himself or herself out of squalor.

Unless someone leaves via the Harbor District or the Foreign Quarter, anyone exiting Zhentil Keep must travel through the Common Quarter to one of two gates at the western or northeastern portion of the Keep. Each gate is guarded by 10 Zhentilar soldiers (LE hm F1-F3), and concealed agents may lurk in nearby shadows. Entering Zhentil Keep is relatively easy; exiting can be much more difficult. Anyone entering through the Dragon Gate or the Trail Gate (also known as the common gates) is asked a series of questions by Zhentilar guards:

1. What is your name?
2. Are you a resident of Zhentil Keep, Darkhold, or the Citadel of the Raven?
3. What is your business in Zhentil Keep?





Typical Zhentilar Squad

Common Zhentilar troops consist of humans (50%), humanoids such as orcs, ogres, and goblins (40%), or other demihuman races (10%) such as dwarves, halflings, and even elves. About 35% of the Zhentilar are female, with the remainder being male (60%), or of indeterminate gender due to unique circumstances or species (5%).

A typical Zhentilar squad patrolling the city consists of six to 20 common troops of 1st or 2nd level accompanied by one or two 5th-level lieutenants who have specialized in the use of the long sword, and a 7th-level captain. Officers of the Zhentilar are often humans or half-elves promoted through bribes or extraordinary bravery in battle. Zhents who make it to this level are either very lucky or extremely skilled. They commonly have a minimum Strength of 16 and Charisma of 15. Captains in the Zhentilar are usually members of the Zhentarim or followers of the church of Bane (or Cyric) who have used their influence to get this commission. Also, troublesome lower-ranking Zhentilar are sometimes promoted to the rank of captain and then sent on a suicide mission. Zhentilar who achieve this rank on their own are commonly powerful fighters who are cunning and brutal. They commonly have a minimum Strength of 17, Dexterity of 15, and Charisma of 15.

Common Zhentilar Troops, LE F2s or F3s (6-20):

#AT 1; THAC0 19 or 18; Dmg 1d6 (short sword); AC 4 (chain mail and shield); hp 12 or 17; MV 8; SZ M; INT Average; ML 11; XP 65 or 120.

Zhentilar Lieutenant, LE F5 (1-2): #AT 3/2;

THAC0 16, 15 long sword; Dmg 1d8+3 (long sword); AC 2 (plate mail and shield); hp 32; MV 8; SZ M; SA Weapon specialization in long sword, +1 to hit/+2 damage; INT Average; ML 12; XP 270.

Zhentilar Captain, LE F7 (1): #AT 2/1; THAC0

13/14, 11 long sword +1; Dmg 1d8+5 (long sword +1); AC 1 (full plate armor, Dex.); hp 48; MV 12; SZ M; SA Weapon specialization in long sword, +1 to hit/+2 damage; INT Average; ML 13; XP 975.

4. Are you a follower of Bane?
5. Are you from Hillsfar, Mulmaster, or Shadowdale?
6. Are you wanted for any crimes anywhere in the Moonsea?
7. Are you carrying any powerful magical items?
8. What is your name again?

Answering "yes" to certain questions (numbers 5 and 7) results in the traveler being detained for questioning by Zhentilar captains and possibly Zhentarim. Giving different answers to questions 1 and 8 also results in similar detain-

ment. Priests of Bane with detect lie spells or minor Zhentarim mages (naug-adar) with *rings of truth* often stand in the shadows and listen to the questioning, acting on the answers they hear. (The Zhentarim take great interest in magical items, while worshipers of Bane look for a reason to detain anyone.) Liars who do not interest the Zhentarim are confronted with their untruths and are arrested by the Zhentilar. If guilty parties cannot bargain for their freedom, they often end up as slaves or become victims at the Black Altar of Bane.

To exit through any of the city's gates (even those in other quarters) costs money. Foreigners who wish to leave the city are charged a gate fee of 20 gp. Working-class or middle-class natives of Zhentil Keep are charged 100 gp. The Council of Lords assesses such a high gate fee to its average citizens because it has had problems in the past with a persistent attrition of its workforce. Nobles of Zhentil Keep and their entourages may enter or leave the city at will. (Many do not ever pay the full fee. See the section on Bribery in the Justice section below.)

Harbor District

The harbor is controlled by the lords of the city who are merchants, as well as the Zhentarim, as this district is the center for goods shipping and warehousing in Zhentil Keep. Most of the lords reside in the Inner Quarter, but their merchandise storage and offices are located in this section of the Keep. Warehouses here are squeezed up against one another along heavily guarded docks and are safeguarded by the personal troops of the owning Zhent lord. The harbor itself is easily capable of docking 250 vessels at a time at its six large permanent wharves and numerous smaller, temporary ones that change with the seasons. Docking and unloading in the north harbor is restricted to the Zhentarim, the lords of the Keep, and others having special trading status with the Zhentarim. Non-Zhent trading concerns must work out of the Foreign Quarter.

In addition to the guards of the lords, the Harbor District is patrolled by a garrison of Zhentilar during the day, and naug-orls under the control of the Zhentarim at night. Access to the Harbor District is possible through two inner city gates leading to the Common Quarter and two inner bridge gates, leading to the larger city bridge gates, the North Force Gate and the North Tesh Gate. Each inner gate has a Zhentilar guardpost near it and is guarded by 10 to 15 Zhentilar, depending on the day's activities. Admittance to the Harbor is restricted to those bearing authorized writs and on-duty members of the Zhentilar under the command of an officer or petty officer. These writs are obtained from the harbormaster or his agents at the High Hall, and are issued to (mainly Zhent) merchants, Zhent lords and people on their payroll,





known Zhentarim traders, and members of the Zhentilar. Although required, these documents are easily forged and seldom scrutinized. Legitimate writs can be obtained at the High Hall for 25-50 gp and up, depending on the speed desired for a reply (no guarantees). Black-market writs can be obtained from appropriate sources for 1d6×100 gp.

Since free and *safe* trade is the heart of Zhentil Keep's economy, the Keep's laws are strictly enforced here for most. Zhentarim tend to be above the law, except when incompetence could be traced back to the Inner Circle or important Zhentil Keep lords. Zhentarim offenders who might embarrass their superiors are usually made an example by being publicly whipped or beheaded.

The harbormaster of Zhentil Keep is an important post chosen by the Council of Lords, and his or her performance is reviewed each year. It takes a vote of half of the Council to elect or reelect someone to the position. In theory, the election of this official by the entire Council helps reduce the chance for corruption in the position and helps counter the favoritism of certain lords. Currently, the harbormaster is an ex-Zhentilar captain named Zak Tanish (CN hm F9), who retired after a battle at Yûlash left him lame in one leg. Zak has proven himself a more-than-adequate administrator. In the decade he's held the position, he has publicly held steadfast against the bribes and threats of corrupt lords. In reality, Zak is a Zhentarim agent, reporting directly to Manshoon when he discovers corrupt lords and agents of Zhentil Keep's enemies.

Foreign Quarter

The Foreign Quarter is comprised of the portion of Zhentil Keep south of the River Tesh. The Foreign Quarter is a stopping point for non-Zhent traffic along the river from the Dales to the Moonsea. The Council of Lords of Zhentil Keep (along with the Zhentarim) normally does not suppress travel along the River Tesh and detain traffic in the Foreign Quarter because the volume of traders coming up the river would overwhelm the harborage. Entry into the Foreign Quarter by either the River Trail Gate or the Throat Gate meets an interrogation similar to that for the two outer gates of the Common Quarter (see that section). Guards at these two gates are somewhat more lax and easier to bribe, though Zhentarim and church of Bane spies still lurk in the shadows nearby, eavesdropping.

Two bridges now cross the river from Zhentil Keep to the Foreign Quarter: the Tesh Bridge and the Force Bridge. Neither of them are much like the first bridge begun across the Tesh here, long ago in the Year of Mid-Summer's Dreams (754 DR). The Tesh Bridge is a series of multiple gates through which traffic from the Moonsea must pass to enter the River Tesh, and vice versa. Zhentilar under the command of the harbormaster record the names of ships, their captains,

cargoes, and destinations before letting the ships into the mouth of the river. In addition to providing an accessway to the Foreign Quarter, the Force Bridge has an enormous iron gate, protected from rust by magic, which is dropped down to block river traffic in both directions. The gate is opened for only eight hours per day, often forcing non-Zhent traffic to stay in the Foreign Quarter. Non-Zhent traffic is restricted to the Foreign Quarter, while the goods of the Zhentarim, the lords of the Keep, and others having special trading status with the Zhentarim are filtered north into the harbor.

Non-Zhent traders wishing to unload for the first time must seek temporary docking at the smaller dock near the South Tesh Gate of the Foreign Quarter until the proper paperwork can be obtained for a longer stay. There they may remain for two days before being run off by the Zhentilar or naug-adar, but they may not unload cargo without a permit. (This does not include passengers.) Certified harbor couriers at the temporary docks take applications for legitimate trading and unloading permits to the High Hall for 30-60 gp and up, depending on the speed desired for a reply. Black-market permits for unloading in the Foreign Quarter can be obtained from appropriate sources for 1d4+ 1×100 gp.

In addition, the crew and cargo of ships docked here are closely scrutinized by Zhentarim agents and naug-orks. If there is any evidence the cargo (whether it is people or product) is linked to Hillsfar, Shadowdale (in other words, Harpers), or Yûlash, or if the crew of the vessel is wanted for questioning, the harbormaster orders Zhentilar troops to detain the crew and confiscate the cargo.

Non-Zhent traffic restricted to the Foreign Quarter pays exorbitant taxes (docking permit, unloading permit, wine tax, beer tax, liquor tax, inn tax per night's stay, etc.) and equally high prices for food and lodgings. This quarter is full of inns, taverns, festhalls, and other entertainment-based establishments. Many of these businesses are owned by lords of Zhentil Keep and the Zhentarim. Being far from the heart of Zhentil Keep, the Foreign Quarter is also home to secret agents who oppose the Zhentarim and certain lords of Zhentil Keep. Some of these agents include members of the Harpers (who secretly own several businesses) and Hillsfarian and Mulman agents. Rumor also holds that the quarter hides a secret temple of the Cult of the Dragon somewhere.

Inner Quarter

The Inner Quarter lies within the boundaries of Flostren's original keep walls, built over 500 years ago. At one time these walls towered 60 feet in height, but they have been reduced to 15 feet over the years. The removed stone has been used to reinforce new outer walls. This quarter is home to the most prominent, powerful, and deadly citizens of Zhen-





til Keep Merchant headquarters, plush inns, exorbitant taverns, and the Keep's "official" government also reside here, as well as an assortment of other notable (and disturbing) city structures including the Black Altar of Bane, the Tower High of Manshoun, the Thieves' Guildhall, and the deadly Arena. The services offered in the Inner Quarter command higher prices than in other quarters of the city, except for the obscenely inflated Foreign Quarter.

Gaining access to the Inner Quarter is not at all an easy task. There are only two gates to this quarter, one located near the Black Altar (the temple of Bane) and the other near Manshoun's Tower High. These gates are guarded by at least 12 Zhentilar soldiers, and anyone wanting to gain access to this quarter must submit to several questions similar to those asked to enter the city. However, these gates are watched even more closely than the outer city gates, by naug-orls, Zhentarim, and agents for the clergy of Bane.

The condition of the Inner Quarter is paradisaical compared to any other part of the Keep. The general layout of the quarter is similar to the rest of the city, but the quality of the structures is vastly superior. What few tax moneys actually make their way to the city's coffers are used to rebuild broken roads, repair

faulty sewage lines, and restore older buildings in this quarter. Prices for services in the Inner Quarter are two to three times those of the Common Quarter, but the patron definitely gets the best Zhentil Keep has to offer. Although walking the streets at night is not recommended in any part of the Keep, citizens who respect the laws (and those that enforce them) are the safest in this segment of the city.

Residents of the Inner Quarter who do not possess the title of Lord often pay protection money to one of the city's major power groups (Zhentarim, Banites, or the naug-orls), depending on their location in the quarter. Despite corruption in these power groups, such paid protection is always honored in times of need—hence the maxim: "A Zhent promise is always purchased."

Society in Zhentil Keep

Life within the walls of Zhentil Keep is difficult and sometimes deadly, but many opportunities are available for the resourceful—and wealthy—Zhent. Along with Waterdeep, Calimport, and one or two of the cities of Sembia, Zhentil Keep



The "cheery" streets of Zhentil Keep swallow up—er, embrace the visitor with their charms.



is one of the richest cities in the Forgotten Realms. Its wealth, though, is hidden deep within the coffers of the Keep's lords.

The Working Class

The most common way to make a living in Zhentil Keep is by working for someone else. Many Zhents live by the coins they make from day to day, but never have to worry about property, taxes, or the shadow of the Zhentarim. Since it is difficult for the average citizen to leave Zhentil Keep, many Zhents live out their lives as commoners within the city's walls.

Excluding joining the ranks of the Zhentilar, most working-class Zhents hold jobs as tavern workers, cooks, street cleaners and repair workers, servants, personal guards, entertainers, professional escorts, beggars, messengers, and assorted other menial occupations that barely put food in their mouths, let alone support their families. Joining the Zhentilar is a step up in pay from these jobs, and the potential for kickbacks and bribes can double a Zhent's income. However, the strict and harsh military life of the Zhentilar is not for everyone; there is a very great chance of being killed on the job.

Given their station within the class system of the Keep, the common Zhents are often found in taverns or back alleys drinking or gambling away their meager income. They seek an escape from the squalor and dreariness of their lives through beer or liquor, or hope for that lucky break of the cards or dice that will make them rich—or at least well off enough to leave the Keep or set up a shop of their own. Many of these sad and deluded individuals end up drinking themselves into oblivion permanently, losing their money to professional gamblers, falling afoul of muggers and thieves, dying in bar fights, or simply wasting away of poor nutrition and disease.

The Middle Class

Small business owners, skilled tradesfolk, property owners, and nonlord merchants make up the next bracket of Zhent society. These folk have inherited money or a business, or they have pulled themselves out of the gutter through skill, persistence, or luck to compete for their own place within the city's walls. Many of these Zhents have either thrown in their lot with one of Zhentil Keep's many power groups in order to get where they are, or they have been persecuted by a power group that wanted to keep them from getting more powerful.

Many establishments and buildings in the Common Quarter are owned by these middle-class businessmen. (Properties in the Inner and Foreign Quarter are almost exclusively owned by lords or other powerful merchants.) These businesses run the full gamut, and include inns, taverns, small specialty shops, wagonmakers, finesmiths and ironsmiths, weaponmakers and armorers, jewelers and gemcutters, leathersmiths, tailors, weavers, millers, bakers, masons, carpenters and cabinetmakers,

and other trade services. Middle-class Zhents who make their livings as landlords own primarily working-class Zhent living quarters, which are frequently nothing more than filthy and disease-filled holes in the wall. Between keeping their business going, paying off power groups, meeting taxes, and other unexpected expenses, these entrepreneurs earn only slightly more than the common worker.

Nonlord merchants and traders seldom own property from which to peddle their wares, and often attempt to sell their goods on the streets to those who pass by. Such individuals often earn the ire of the lords with whom their businesses compete; they are then usually put out of business slowly by having their prices viciously undercut or quickly at the point of a sword. Eventually, the nonlord merchants and traders end up working for lords if they prove competent and have some connection a lord would be interested in, or are forced to leave the city, or are marked for assassination. Many of these smaller, fiercely independent traders make an adequate living in Zhentil Keep, but the cautious ones make sure not to cross the Zhentarim, under penalty of a slow, painful death.

When they can, both lord and nonlord merchants invest in Sembian real estate. This gives them the hope of somewhere to retire and a place to run to if things get very bad in the Keep.

The Nobility and Council Lords

Lords of Zhentil Keep either inherited their money or earned it (legally or illegally) through hard work. Those who got where they are through hard work involve themselves in all aspects of their mercantile businesses, from purchasing goods to accompanying the wares to their destinations. These lords tend to be the most manipulative, shrewd, underhanded, and cruel Zhents in Zhentil Keep. They are usually involved with the Zhentarim or some other power group.

Unfortunately for the prosperity of Zhentil Keep, many of the lords are fat, lazy buffoons who live off the gold of their forefathers and are more interested in what new luxuries they can wallow in than their family businesses. While the debaucheries of such lords are legendary, their business acumen is not. Many of these lords leave the management of their business to incompetent subordinates or deceitful individuals who embezzle their masters' funds and eventually disappear. Such lords are often still lords because they have proven themselves to be useful pawns of the Zhentarim or other heinous individuals.

Life of a Zhent

Most Zhents begin their day at the crack of dawn, scurrying to their place of employment or cleaning up their establishment from the night (in the case of taverns and inns)





or day before. The average Zhent moves head down through the streets of the city, concentrating on his or her destination and being careful not to make eye contact with someone—anyone—who might take offense or be suspicious of anyone curious enough to look about.

Any Zhent who has no reason, aside from personal entertainment, to be out of doors after nightfall takes care to stay off the dark streets and alleys of the Keep. During the daylight hours, Zhentilar troops patrol the city or loiter in the streets, often looking for trouble out of boredom or in an eternal quest to prove that they are in control. While the Zhentilar can be source of trouble in and of themselves, they do well as a security force. Business owners and Zhentish citizens walking the streets do not fear muggings or robberies during daylight hours, as a shout to nearby Zhentilar often solves the problem.

Entertainment

Zhents, on the whole, tend to be a hard-drinking lot, but they favor house parties over taverns. Such private parties can involve sensual revelry, shady business deals, rebel plots, and other unscrupulous arrangements without the fuss of public exposure. One of the most profitable ventures a merchant of Zhentil Keep can undertake is importing liquor to the city from far-off lands.

Taverns are mainly frequented by military folk who have just returned to the city after a tour of duty. Such Zhentilar are often in a bad mood after the harsh discipline of the campaign and are either looking for a fight, meeting a companion or professional escort for the evening, or doing business that they do not wish to conduct in their homes. As a result, the taverns of Zhentil Keep tend to be hushed, dimly lit places with rough manners, brooding atmospheres, and dark overtones.

The wealthy of Zhentil Keep frequent private parties held daily by the lords and ladies of the city or witness contests of skill in the Arena to pass the time. Parties attended by nobles are frequently all-night affairs featuring exotic and extravagant dishes (such as hot buttered snails, covered platters of steaming eels in black broth, and pickled vegetables of all sorts), prodigious amounts of drink, wild dancing, and masked games. Death waits in the shadows for anyone who blunders into a quiet corner where shady business is being discussed. Many lethargic lords find themselves slipping into decadence, having nothing better to do with their time than to attend celebrations, drink, recover, and prepare for the next day.

Many Zhents often retreat from the perils of the Keep and the stresses of the day at festhalls. These warm, welcoming establishments provide a congenial atmosphere in which to socialize in relative safety (for Zhentil Keep). Here, folk of all classes and origins can relax and talk, sip warm bitterroot tea and broth, and enjoy the convivial company of professional escorts of both gen-

ders and most races—without the social pressures of a party or the allure of liquor. Festhalls in Zhentil Keep do not serve strong drink, and in fact drunkenness on the premises is frowned upon (to reduce property damage and injuries). However, admission to a the companionable atmosphere of a festhall carries a price, like everything in Zhentil Keep. To enter a cheap festhall costs 1 cp, and is the origin of the Zhent phrase “a copper to come in,” which is spoken by the ready-armed doorguard after she or he has looked a prospective customer over thoroughly through a sliding panel spy-slot in the door. The better festhalls charge as much as 7 sp, and this practice is the source of the phrase, “a seven silvers house,” which Zhents use to describe places or things with expensive price and high worth.

Gambling is another form of entertainment that idle or foolish Zhents enjoy. Back-room gambling halls can be found in many taverns throughout the city, many of them operated by the Zhentarim or the naug-orks. Nearly all of these gambling rooms bait their victims with a winning streak, then take them for all they are worth. The one notable exception to this is Tymora’s Holy Hall of Good Fortune and Casino, where the house always plays fair and does not extend credit, but payouts are usually modest.

Many folk who gamble fall victim to the odds, whether the game is rigged or not, and end up in debt to the owner of the gaming hall or the power group sponsoring him or her (such as the Zhentarim). This debt is collected at extortionistic rates, and failure to pay results in pressure to perform favors or illegal acts for the debt-holder, personal injury, being sold into slavery, being sent to the Arena, or simply a quick death if the debtor has no redeemable worth.

Gambling halls also attract professional gamblers, who come to Zhentil Keep to try their luck in a wealthy city. Intelligent professionals often win small amounts here and there, not attracting a lot of attention. Those who earn the wrath of the power groups running the house by trying to break the bank seldom make it out of the city alive.

Family Life

Unless one has sufficient gold, raising and supporting a family well in Zhentil Keep is hard. The sons and daughters of the wealthy are educated by private tutors and usually follow in the footsteps of their parents, while orphaned street urchins wander back alleyways in search of their next meal. Some of these urchins end up as naug-orks, with their knowledge of the streets proving to be an invaluable tool. It is not unknown for impoverished Zhent parents to sell children they cannot care for into slavery for the gold they need to survive. Several orphanages are actually fronts for slaving operations, raising newborns and infants to an age where they can be turned over to their new masters.





Though difficult, family life in Zhentil Keep is not impossible. Determined, traditional folk who are not wealthy sometimes manage to raise a family within the Keep. The children of these families often spend their entire lives never seeing beyond the granite walls of the city. Many Zhents wishing a better life for their families save their coins for years in order to bribe the gate guards into letting them leave the city. Even then, many families who head for the Dalelands never make it there because of bandits, slavers, unscrupulous Zhentilar patrols, or roving bands of humanoids.

Taxes

Working-class Zhents pay little to nothing in taxes, depending on their occupation. This was decided on by the Council of Lords nearly two centuries ago after a greedy first lord's tax policy drove half the working population from Zhentil Keep to other cities around the Moonsea. After the removal of the first lord by other right-thinking members of the Council, a near unanimous vote bestowed this freedom from taxation upon the common Zhent. This is probably the only right the working-class Zhent has.

Business owners, skilled tradesfolk, and nonlord merchants are taxed on either the goods they sell or those they bring into the Keep's walls to sell. Such taxes are typically 5% to 10% of the products' worth, depending on the goods' owner and its point of origin. If the business owner making a transaction is not a resident of Zhentil Keep, an additional tax of 10%-20% is also applied. Sometimes it is difficult to tell a Zhent trader from a non-Zhent trader, but seldom are the tax collectors, who are often naug-orks or naug-adar, fooled twice.

Foreigners visiting in the Foreign Quarter on business or pleasure pay outrageous taxes on almost everything (as mentioned previously, in the Foreign Quarter section). Basically, when in the Foreign Quarter one has to prove one is a native to the Keep to avoid permits fees of 30-60 gp for both docking and unloading, the above-mentioned 15%-30% tariff on the value of goods brought in for trade, a 1-cp-per-mug tax on beer and ale, a 1-sp-per-cup tax on wine and mead, a 3-sp-per-glass tax on hard drink, a 1% sales tax per night's stay at an inn, and a 2% sales tax on any other goods and services not covered by another tax. And these are just the normally imposed taxes. The Council of Lords imposes other taxes as it sees fit at any other time. Foreigners in the Keep frequently just pay whatever a tax collector or merchant tells them they have to pay. The whims of the Council make keeping track of legitimate taxes difficult, as the corruption with which Zhentil Keep is riddled makes getting a fair assessment nigh impossible. Many tax collectors' statuses as naug-adar or naug-orks affiliated with the Zhentarim makes challenging any tax collector dangerous to one's further existence.

The lords of Zhentil Keep, whether they are powerful or lesser lords, pay no taxes to the city. However, since the time of the Night Plague, the lords of Zhentil Keep have been responsible for the protection of the city and its citizens. Consequently, all lords must pay a monthly fee to Councilor Urathyl at High Hall (see the Rulers of Zhentil Keep section) to support the forces of the Zhentilar. The exact amount assessed is based on the overall wealth of the lord, determined by Councilor Urathyl. Although the Councilor is thorough and loyal to the city, total wealth is hidden by most members of the Council, so most nobles get off fairly easy. Considering the volume of business the lords do in Zhentil Keep, the amount paid to the Councilor is quite trifling when compared to the tax they would pay if they were taxed like other Zhentish merchants.

Justice

The law of Zhentil Keep is set by the decree of the Council of Lords, enforced by the military, and sentence is passed upon offenders by the lord magistrate. In the day-to-day life of the average Zhent, the Zhentilar enforce the Keep's laws; however, order is really maintained through the cooperative efforts of the Zhentilar, the naug-orks, Baneservants (the priests of Bane), and the mages of the Zhentarim. The law of the Keep is strictly enforced; conversely, because of the breadth of corruption within the Keep, many offenders escape its grasp. Infractions and their penalties are:

Destruction of Property: 20-gp fine and 100 lashes, or one year's enlistment in the Zhentilar.

Violation of Curfew or Public Violence: 20-gp fine and interrogation for intent, or three years' service in the Zhentilar.

Embezzlement or Tax Fraud: Forfeit of 50% of offender's wealth and 20 lashes, or three years' service in the Zhentilar.

Assault or Petty Theft: 30-gp fine or one years' enlistment in the Zhentilar. Men who beat helpless women or children are sentenced to the Arena for a minimum of three matches.

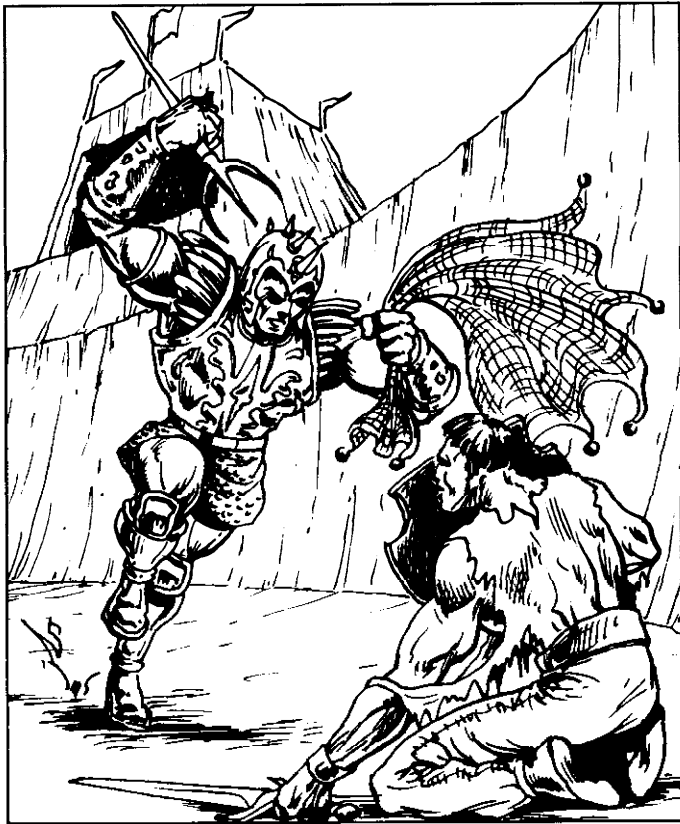
Arson or Grand Theft: 100-gp fine and 18 years' service in the Zhentilar, or death in the Arena.

Murder or Treason: Death in the Arena.

The Magistrate

The judicial system of Zhentil Keep is a farce. Individuals may be charged with crimes by private parties or by the city. Accused individuals are arrested by the Zhentilar. After those arrested spend a minimum of one night in the Detention Center (across the street to the north of the High Hall), they are brought before the administrator of the Keep's laws, Lord Magistrate Osconivon, a corrupt sot of the first order. Since there is no prison in the Keep, arrested individuals have very





Two accused criminals endure a trial of guilt in the Arena.

few options after they are brought before the lord magistrate. If Osconivon has orders to turn perpetrators over the Zhentarim or the church of Bane, then their fate is already sealed, and they are turned over first thing in the morning.

Those arrested who are beneath the notice of the Black Network and the Dark Altar had better have sufficient gold available to them if they ever hope to get out of Zhentil Keep alive. Osconivon accepts bribes from all prosecutors, and those accused of a crime by a private party who plead innocent had better be able to out-bribe those who accuse them. If put into a bidding war between two private parties, Osconivon decrees that the issue must be decided by a “trial of guilt” in the Arena between the accused and a force designated by the lord magistrate. Sometimes the accused faces the accuser, and sometimes she or he faces Arena gladiators or monsters. The difficulty of the match hinges on the whims of the drunken Magistrate. Osconivon then accepts the bribe of the winner in the Arena and makes an “appropriate” judgment.

If the accused is charged by the forces of the city (arrested by the Zhentilar, for example), Osconivon renders an innocent verdict when bribed by an amount not less than twice that of the normal fine for the offense of which a prisoner is

accused. He cannot be bribed out of an officially brought charge of murder or treason, unfortunately.

If the accused is charged by the city or found guilty, cannot pay the appropriate bribe or fine, and does not wish to serve in the ranks of the Zhentilar, she or he is sentenced to the Arena. Osconivon delights in sending victims to the Arena. Depending on the crime, those sentenced to the Arena may fight anywhere from one to five matches, unless they have been sent there to die. Osconivon also sends people to the Arena when he cannot think of the proper sentence due to overindulgence in liquor while on the bench, which happens often.

Despite appearances, Lord Magistrate Osconivon is a more-than-competent fighter (LE hm F10). If threatened in the courtroom, he wields his gavel like a club (1d6 damage). He has two stone giant bailiffs and three squads of Zhentilar a heartbeat away. (See the Typical Zhentilar Squad sidebar for the composition of a squad.) Guilty (or even innocent) individuals who are sentenced in the morning hours have a slightly better chance of getting their cases heard reasonably, if not fairly. Those heard later in the afternoon, when a day’s worth of liquor has had its effect on the magistrate, are almost universally fated to have the merits of their case judged by a “trial of guilt” in the Arena.

Bribery

Both the Zhentilar and city officials—with the exception of the lord magistrate—are ill-paid individuals who would rather take in a few coins whenever possible than fill out paperwork at the High Hall. All Zhentilar and city officials are corrupt, save those who are also members one or more of the Keep’s power groups, who have ulterior motives related to the group or groups they are affiliated with. (See Power Groups.)

The following table provides the minimum bids bribable Zhents accept to turn the other cheek.

Situation	Minimum Bribe
Bypassing gate fee or taxes	½ normal fee or tax
Persuading Zhentilar to look the other way	10 gp
Persuading Zhentilar to release petty criminal	20 gp
Persuading Zhentilar to release major criminal	50 gp
Persuading naug-orks to look the other way for any reason	Minimum 50 gp
Persuading guard to leave a cell unlocked	125 gp

Remember that not all circumstances allow a Zhent to accept a bribe. Taking a bribe and releasing someone who is

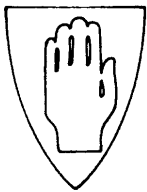




wanted by the naug-orls or the Zhentarim, for example, may result in retribution from Manshoun, the Night Finger (see the Naug-orls entry under Power Groups), or another prominent member of Zhentil Keep society. Zhents do not take bribes that they feel place them in too much personal danger.

Power Groups

Every back alleyway, every hidden chamber, every concealed shadow holds the agents of some secret society in Zhentil Keep. Despite a Zhent's best intentions, most citizens either join forces with, or run afoul of, one of the many power groups present in the city.



The Church of Bane in Zhentil

Keep: Fzoul's faction of the church of Bane, believing that the proper worship of the god of tyranny is to support a tyrant, has allied itself with the Zhentarim, which is headed by the most efficient tyrant around, Manshoun. It also

participates in numerous ventures in Zhentil Keep, to bring wealth and power to not only the church, but those individuals who serve the Black Lord. Individual priests aid the Zhentilar, the Council of Lords, and the Zhentarim on various missions, providing many kinds of tactical support through the capabilities of different priest spells (curing, detecting lies, raising morale and combat abilities temporarily, detecting traps, etc.).

Fzoul's minions have a hand in the city's slave trade. They purchase unwanted children, capture street urchins, and "rescue" criminals from the Arena. Followers of Fzoul have also been slowly assembling an army of undead, storing them in the sewers beneath Fzoul's Tower. Fzoul has worked personally to create death tyrants, undead beholders he hopes to use to counter the living beholder allies that Manshoun has. He is believed to have one such death tyrant guarding either the Black Altar or a shrine in his tower.

Fzoul's faction is always alert for information about the activities of the Orthodox Banites and the High Imperceptor of Bane in Mulmaster. Priests of Fzoul's faction tend to be suspicious of anyone from Mulmaster, considering the High Imperceptor's continuing efforts to fold Zhentil Keep back into his flock.



The Handful of Coins: The struggling merchants of Zhentil Keep who are not lords have organized in the last few years to form a secret and informal support network for each other. These folks help each other with smuggling and tax evasion, and by quickly raising funds for bribes for the lord magistrate or to

pay off debts and fines. This cooperative effort helps them to avoid being shut down by the richer and unscrupulous lords. The Coins also exert a united front of pressure on the Council to try and get trade standards passed and firm rules in place so that fear of the Zhentarim does not drive away all foreign trade, or so that certain lords cannot create trade monopolies on specific goods by using arson, blades in dark alleys, and similar means.

This group survives not through the silent support of a few sympathetic lords and a lot of sympathetic workers, but because the beholders of the Moonsea region see it as a useful balancing force and sponsor it behind the scenes. The beholders use their own powers to defeat magical attacks by Zhentarim wizards and priests on members of the Coins, and use the Coins to contact the Knights of the North and other Zhentarim foes when necessary. (Of course, then the beholders can hide behind such "outside foes" when the Zhentarim comes looking for someone to blame.)



The Naug-adar: The naug-adar, or devil dogs, are the ever-watchful minor mages of the Zhentarim. These low-ranking or inexperienced mages are given certain spying and eavesdropping tasks that the Zhentarim deem important and that require the magical capabilities

endowed by the ability to use wizard spells.

While the naug-adar must perform their assigned tasks to remain in good stead with the Black Network, they are never promoted within the ranks of the Zhentarim until they show some initiative. They must unearth information of importance, manipulate people or events in a way beneficial to the Black Network, or arrange for the death of their rivals or superiors on their own to be considered for promotion. Needless to say, the result is that naug-adar are a bunch of prying, conniving, backstabbing vipers.

The naug-adar trust no one, and can be trusted by no one until they rise above their low position in the Zhentarim pecking order. They are supposed to report anything they learn of that might foul the plans of the Zhentarim, but in practice can be relied upon only to report things that might benefit themselves or show them in a good light. Any information that they come across is weighed as to how it might be used to betray a rival or boost their reputation before it is passed on. Beneficial information is passed up the chain of command promptly. Bad news is buried whenever possible. If information does not serve a naug-adar's needs, but does not hurt his or her prospects either, it is passed on about half the time; the rest of the time it is hoarded like secret gold, with each naug-adar thinking that something only she or he knows might help his or her cause down the line.





The Naug-orls: Also known as the devil worms, the naug-orls are loosely the thieves' guild of Zhentil Keep, although they are so closely tied to the ruling lords and the Zhentarim that they ought to simply be counted as the scouting and reconnaissance arm of the powers that be in Zhentil Keep. The naug-orls report via a secretive and labyrinthine chain of command to their leader, Shounra Shalassalar (CN hf T14; DEX 18, INT 16, CHA 17), whom they know only as Night Fingers. She is a master rogue and assassin who poses as the pleasure queen (head professional escort) of a large festhall. Night Fingers has almost 600 naug-orls under her command, about 300 of whom are skilled in combat. The naug-orls are organized more like a secret spy and informer network than a typical thieves' guild, and most naug-orls know little of their organization's activities beyond their own orders and the identities of co-agents and their immediate superiors. Inquiries for more information about such matters get the curious killed.

The naug-orls keep watch over Zhentil Keep's inns, taverns, inner and outer gates, and anything else they deem interesting. They have been known to eavesdrop on everyone from adventurers to beggars, reporting all they hear to Night Fingers—who in turn reports to certain lords of Zhentil Keep, as well as her master, Manshoon, in secret. For a price, the naug-orls frame people for crimes, perform kidnappings, make arrests, perform impersonations, and perform assassinations.



Orthodox Banites: The power of the orthodox following of Bane in Zhentil Keep, guided by the authority of the High Imperceptor in Mulmaster, has waned rapidly since the inception of the Zhentarim in the Year of Bright Dreams (1261 DR). During their heyday, orthodox priests of Bane were the confidants of the lords of Zhentil Keep, using their power and influence to help the lords in their business transactions and to enrich themselves and their church through the services they offered. The lords, in turn, supported the worship of the Black Lord, allowing the Banites unprecedented freedom of worship. This enabled the Banites to bring more worshipers into the Black Lord's fold than ever before. The Orthodox Banites lost much of their secular power within Zhentil Keep with the Imperceptor's initial (trumped-up) discreditment in the Year of the Tressym (1263 DR), when Fzoul took over the church of Bane in Zhentil Keep.

The High Imperceptor's unsuccessful attempt to bring Fzoul and his church back into mainstream Bane worship in the Year of the Prince (1357 DR) resulted in the construction of a second, smaller church of Bane in Zhentil Keep, headed by High

Inquisitor Ginali. The Orthodox Banites of his temple cling to the doctrine professed by the High Imperceptor, that only Bane can worshiped as the ultimate tyrant, and Bane's priests should rule over the followers of Bane. Orthodox Banites disdain the Zhentarim, and Manshoon in particular, feeling that he is but a pathetic hollow shadow of the true, glorious tyrant that is Bane. Some Orthodox Banite priests are still consulted or hired by lords who have not forged a pact with the Zhentarim. Many Orthodox Banites have fled to other cities where prospects seem more rosy, while others are less willing to give up their home.



Press Gangs: During the night-time hours, the dreaded press gangs roam the streets of Zhentil Keep in force. The press gangs are sometimes led or incited by naug-adar mages or depraved priests of Bane looking to test their skill or prove their worth to the Black Network or the church of the Black Lord.

The press gangs are supposed to (forcibly) recruit able-bodied people into the ranks of the enlisted Zhentilar. These collections of brutal thugs are theoretically details from certain units of the Zhentilar that have suddenly had massive casualties and need to be reinforced quickly. In reality, they are often drunken and violent mobs of off-duty Zhentilar who are just out to knock heads and make trouble. Occasionally, press gangs are deputized as agents of the law (given their authority temporarily by the lord magistrate or other lords) and are unleashed through the streets in order to keep the peace. The presence of these gangs helps keep the average Zhent indoors during the night, leaving the only the ignorant, the foolish, and those with something to hide to become victims of the gangs.



The Zhentarim: As detailed in the chapter on the Zhentarim, Zhentil Keep is the birthplace of the Black Network. Those who are totally loyal to Manshoon and the Inner Circle refer to the organization as the Brotherhood, in a true show of dedication. Many folk both inside and outside the Keep's walls think the Black Network rules Zhentil Keep. Although this may be largely true, many other power groups also vie for control of the city.

At any given time, the Zhentarim presence in Zhentil Keep is strong. The members of the Black Network include 12 to 24 priests of Bane (1st-8th level), 36 mages, another 12 or so apprentice or low-level wizards (magelings), and unknown number of soldiers, thieves, slave traders, masters, and obscure informants (including members naug-orls).





Others: Many other power groups are represented in Zhentil Keep, but few warrant a real threat to the powerful, though arrogant, lords of Zhentil Keep. Men like Manshoun and Fzoul realize that Harpers and Red Plumes may roam the streets of the Keep despite their best efforts, and so they take careful precautions in their plans. Members of nearly every influential organization in the Realms are present in Zhentil Keep, if one knows where to look. However, if one asks the wrong person where to find them . . .

Rulers of Zhentil Keep

To the average citizen of Zhentil Keep, the rulers of the city are Lord Chess Calkontor, Watchlord of the Council and supreme director of Council affairs, and a Council of Lords comprised of 16 other lords of Zhentil Keep, known as the Council of Lords. Another 40 to 45 minor lords work together as a kind of parliament, each of them supporting a lord of the Council. The minor lords are only given a voice (or vote) on lesser issues concerning day-to-day operations of the city—issues lords of the Council do not wish to be disturbed with such as minor bureaucratic appointments, maintenance of public streets and structures, etc. Council lords often imbue minor lords with the power to speak for them in these day-to-day administrative issues. However, although the Council of Lords does serve a function in governing Zhentil Keep, its members are not the true leaders of Zhentil Keep.

Although many Zhents contest it, Manshoun of the Zhentarim is the true leader of Zhentil Keep. He pulls the strings of Lord Chess and more than half the other major and minor lords of the Keep. Those lords Manshoun does not control directly he subverts through other members of the Black Network and the Council. Lords who think they act to oppose Manshoun are often in truth indirectly working *for* the lord of the Zhentarim, though they know it not.

Manshoun carries the title of high lord of Zhentil Keep. This title does not grant him supreme control of Zhentil Keep, but it does place all the military forces of Zhentil Keep at his disposal. (He is not their field commander, though; the field commander of Zhentil Keep's forces is known as the battlelord of Zhentil Keep.) The title of high lord also carries with it other privileges and duties that shift from time to time, according to what Manshoun can get rammed through the Council.

From the time the Keep was purchased from Flostren, the title of "lord" had been passed down from father to son. The death of a lord of the Council required that his son be confirmed as a lord by the Council. Some were not so confirmed, usually due to political intrigues. These unconfirmed sons

lost their standing (and their families' standing) as major nobility and dropped to the status of minor nobility, becoming part of the loose parliament of minor lords. Members of the Council who die with no male heirs are replaced by an elected minor lord (unless political power plays cause special circumstances).

Throughout the Council's history, people could also be elevated to the status of lords of the Council or minor nobles by a vote of the Council. Since the coming of Manshoun, "lord of Zhentil Keep" is a title worthy of anyone with loyalties to the Zhentarim—or a rather large purse. In the current Council, only four lords' families bear a noble lineage of any significant length: Manshoun, son of Harlshoun; Chess, son of Calkontor; Orgauth, son of Denuth; and Thaerun Blackryn, son of Alesh Blackryn.

The Council of Lords meets at least once a week, but any member of the Council can call an emergency meeting should the safety or prosperity of Zhentil Keep be threatened. Those who call an emergency session without good reason usually lose favor with or make enemies of fellow lords. (Manshoun often calls emergency meetings, or induces others to call them, using this tactic to pit lords against one another.) The weekly meetings are usually open to prominent members of the merchant community and minor lords, while urgent gatherings are cloaked in secrecy.

Members of the Council of Lords are either powerful merchants with a thriving trade, wizards whose actions and wealth have earned them the position (often through Manshoun), or, more rarely, priests of Bane that have at their disposal the considerable influence that the church can exert in Zhentil Keep. Since the Year of the Harp (1355 DR), the following lords have made up the Council of Lords. Asterisked lords' levels change after the beginning of 1357 DR; see the Time Period section near the beginning of this chapter.

Lord Syal Amandon (N hm F4): Battlelord Rorst Amandon was a powerful and influential member of the Council of Lords until his death in the Year of the Blazing Brand (1334 DR). As battlelord of Zhentil Keep, Rorst served as the overall general and supreme field commander for the military forces of the Keep. Rorst had many enemies inside and outside the walls of Zhentil Keep, but in the main he was well liked by his fellow lords and the general populace. Rorst Amandon denounced Manshoun and the Zhentarim, and died a slow death from incurable poisons—no doubt the work of Manshoun, a master of slow, wasting poisons. His only son, Syal Amandon, is the youngest and most inexperienced of the Council lords. Fearing further retribution toward himself and his family, Syal has openly thrown in his lot with Manshoun. The Amandon family controls the majority of Zhentil Keep's weapons and iron trade.





Lord Marsh Belwintle (NE hm F8): This Zhentarim agent, commonly known as the Slave Lord, is one of Zhentil Keep's leading merchants, dealing slaves to the drow, to others across the Heartlands, and to foreign contacts. Marsh supports Manshoon openly, but secretly has his own agenda. The ambitions and actions of Manshoon and Marsh have run parallel or complemented each other in the past, so there has never been a reason for Marsh to show open rebellion before the Council. Belwintle is an unyielding individual who believes in wealth and power (his own, that is) over everything else, and his voting pattern on matters before the Council of Lords reflects this attitude.

Lord Thaerun Blackryn (LE hm F4): The family of Blackryn can trace its lordship back to one of the very few of Zhentar's chosen wizard lords who took a wife. The Blackryn family's tie to magic faded, though, after a few generations, and Thaerun Blackryn is little more than the Council's second Lord Chess. Unlike Chess, Thaerun is a cunning merchant who has increased his personal wealth through the trading of weapons, ore, and exotic goods (especially fabrics and spices). Thaerun always votes with the majority when dealing with the Council of Lords. He is extremely shortsighted with his decisions, fearing retribution from the major power groups in the Keep. He tends to bluster a great deal and flash magical protections about in an effort to convey a front of fearlessness, but lacks the guts to back his mouthings.

Lord Fzoul Chembryl (LE hm C13* of Bane): Fzoul's elevation to lord status was a gradual thing. He began to be seen in the Council's chambers, along with several other "impartial" priests of Bane, after Manshoon was confirmed as a lord of the Council. Manshoon explained his presence by telling the Council that the priests of Bane had come at Manshoon's behest to use their priestly magic to keep an eye out for undue magical influences upon the lords of the Council. After the Council grew used to the presence of so many the priests of the temple of Bane in its proceedings, Fzoul began to be consulted more and more frequently to "protect" the meetings from various forces, both real and imagined. Certain lords of the Council saw the writing on the wall when Fzoul became high priest of the Black Altar after the High Imperceptor of Bane was discredited in Zhentil Keep, in the Year of the Tressym (1263 DR.) He was gradually voted more and more duties and responsibilities, and finally was able to leverage himself into a position on the Council through bribes, blackmail, Manshoon's influence, and threat of poison (or not being cured when poisoned).

Many lords fear Fzoul and his command over the church of Bane, and rumors circulate constantly of certain lords having died horribly after opposing Fzoul during Council meetings. Fzoul tends to support plans that involve the church of Bane

prominently, especially those that will increase its power and his standing within the church. He also favors plans brought before the Council that take the long view, working toward the long-range goals of the city (and the Zhentarim). He tends to remain neutral regarding invasions of nearby communities and problems with merchant and Zhentarim trade.

Lord Chess (CN hm F3/M3/C3 of Leira): Chess is a fat, oafish, vain overlord with a taste for gluttony. He is a gossipy blunderer who follows the orders of the Zhentarim out of fear for his life. Chess supports Manshoon in all things in the Council of Lords, but does not trust Fzoul and his fanatic following. Manshoon often uses Chess to spread false rumors among the lords, playing on their weaknesses and fears. (After the Time of Troubles, Chess's spells actually come from Cyric, not Leira, although he does not know this.) As watchlord of the council, Chess frequently serves as a sort of chairman of the Council, but he is only allowed a vote in the case of ties.

High Lord Manshoon of the Zhentarim (LE hm M16*): Manshoon was confirmed as a lord of the Council in the Year of Bright Dreams (1261 DR). He was named first lord in the Year of the Blazing Brand (1334 DR) by the retiring first lord, Iorltar, but resigned the post within the year. Ultimately, in the Year of the Wandering Maiden, the Council appointed him High Lord of Zhentil Keep. This title granted him the rather nebulous "right to lead the Zhents in time of war and to govern the city in the best interests of the Council." The end result has been to give Manshoon nearly complete control over the forces of the Zhentilar. Manshoon convinced the Council he needed direct command of the forces to protect Zhentil Keep from its enemies, but in truth he has used Zhentil Keep's military forces to broaden his own power base through taking over Darkhold and the Citadel of the Raven.

Manshoon wears a mask or goes hooded in public. Even when he is not masked, it is difficult to tell what his true semblage is, as no one can say that they have laid eyes on what is guaranteed to be his actual face since his early youth. His demeanor is controlled, yet his opponents always feel that he is just a hair's width away from flying into a fury. He is biting and sarcastic even when being polite to the letter. Even while he is away from Zhentil Keep, all the other lords (except Fzoul and, possibly, Orgauth) fear the dark mage and his Black Network.

Lord Orgauth (NE hm F7*): Lord Orgauth does not directly support Manshoon and the Zhentarim or the church of Bane. His motivations, while not good by any means, are more personal in nature than the dreams of empire that Manshoon has. (The designs of Lord Orgauth are discussed in more detail in the "Hall of Knaves" chapter.) Orgauth is the *only* lord not controlled by Manshoon, the Zhentarim, or the church of Bane. Lord Orgauth is a cruel and calculating veter-



an of dozens of wars. Orgauth's family has immense wealth; he himself spent some time adventuring in his youth, and the treasures he obtained made him rich twice over. Orgauth makes a fair amount of coin through hiring out a portion of his immense personal "bodyguard" as mercenaries and through trading in slaves. Because of his slave dealings, he has a business relationship with Lord Marsh Belwintle.

Lord Magistrate Osconivon (LE hm F10): Manshoon needed someone in the position of magistrate that he could control, so he appointed Osconivon. This drunken fool takes a bribe from any lord, prosecutor, or prisoner who can meet his price. A coward at heart, Osconivon is not stupid; he just does not care about things like honor, trust, fairness, etc. He is fiercely loyal to Manshoon over all others out of his own self-interest; he thinks Manshoon can protect him from revenge better than any other lord. He does, however, try to arrange and collect as many bribes as possible without seriously impacting his interests. While he never outright works against Manshoon, he may occasionally be persuaded to keep silent on minor points. A modest salary conveyed by the Council upon the lord magistrate and the bribes he collects are currently Osconivon's only source of income, although

this oaf is the son of a rich Zhent merchant, who left quite a bit of money to him—more than even Osconivon could ever hope to fritter away. (See the section about the magistrate under the Life of a Zhent section, above.)

Lord Phandymm (LE hm C7 of Bane): This lord is one of few who endorse Fzoul's plans in Council meetings. He is an outspoken supporter of the worship of Bane in Zhentil Keep and is secretly a priest of the god of strife. (Manshoon does have his suspicions.) Phandymm was once a trusted servant of the High Imperceptor of Bane within the Banite church before it fell under the control of Fzoul's faction. He was Fzoul's spy within the orthodox sect of the church, and was instrumental in helping Fzoul wrest control of the church in Zhentil Keep from more orthodox forces in the Year of the Tressym (1263 DR), and as a reward was eventually given the title of lord of Zhentil Keep through the machinations of Fzoul and Manshoon on the Council.

Councilor Urathyl (LE hm F4): Councilor Urathyl is the day-to-day administrator of the High Hall, the public meeting place of the Council of Lords. As such he is the ultimate bureaucrat, and an expert in drawing decisions out over an extended period, misfiling or losing (or creatively finding)



Lady Alicia, High Lord Manshoon, Lord Chess, Lord Fzoul Chembryl, and Lord Orgauth attend a meeting of the Council of Lords.





important papers, organizing panels to “study” problems endlessly, hiring his relatives and friends (and the relatives and friends of those in power on the Council), “refocusing” what he said to mean something totally different, and (in good conscience) making arbitrary decisions with no input from anyone informed about a subject. Urathyl obtained a seat on the Council of Lords at the behest of Manshoon, and Urathyl is completely loyal to him. Urathyl supports the Zhentarim, but also works with the church of Bane to further its goals when possible. Urathyl’s family makes its money through festhalls and distributing liquor through Zhentarim agents. During Council meetings, all lords must recognize Councilor Urathyl’s protocol.

Puppet Lords

The above nine lords are the most influential of Zhentil Keep’s ruling Council. The remainder of the lords are nobles of lesser influence and mere puppets that fill out the ranks of the 17-member Council.

Lady Alicia (LE hm M10): The first woman ever to serve on the Council of Lords, Alicia was allowed to claim her position on the Council after her father died because she is an apprentice of Manshoon. The Master of the Zhentarim has high hopes for this ambitious and beautiful young woman. She tends to be quiet, but has already proven an able and passionate debater on topics that interest her.

Lord Aumraeven (LN hm M13): Lord Aumraeven is a fell and ancient merchant-mage who often opposes Manshoon for the betterment of Zhents in the city. Unfortunately, even when his actions serve these noble purposes, Aumraeven sometimes acts within the framework of a larger plot that Manshoon is weaving. For instance, Aumraeven and Halaster led the diplomatic parley at Elmwood over 80 years ago that resulted in the occupation (and subsequent refurbishment) of the Citadel of the Raven “for the good of all in the Moonsea and the Heartlands.” Manshoon, of course, subverted the entire effort eventually, and in the Year of the Harp (1355 DR), the Zhentarim took over the Citadel after a multilateral force had done the cleanup work.

Taradril Aumraeven is a brilliant man who has thwarted many attempts on his life by the Zhentarim. He has obviously used *potions of longevity* to prolong his adult vigor, although they are now failing him. Lord Aumraeven is childless, and his death would allow Manshoon to move another Zhentarim agent into the Council of Lords. It is unknown what level of power Aumraeven still commands; some say he commands more might than Manshoon.

Lord Halaster (LE hm F14): Lord Halaster is a master politician, and he often deals with representatives from nearby cities. When he was younger he was a military man of

note, leading Zhentil Keep’s forces in many actions against bandits and the goblinkin of Thar. Halaster owns many establishments in the Foreign Quarter, and he supports Manshoon (although he did not always do so) in return for Zhentarim assistance across the River Tesh. Halaster has made a great deal of money in the fur trade (using, it is rumored, contacts he made in Thar during his campaigning).

Lord Hael (N hm F4): After years of submitting to mind-control drugs and spells from both Manshoon and Fzoul, Lord Hael is now little more than an old, babbling fool who simply raises his hand for any vote in favor of the Zhentarim or the church of Bane. Hael has a eager son waiting in the wings for his father to die.

Lord Naerh (LE hm F3): Naerh is a buffoon who (unwisely) listens to whatever Lord Chess tells him. He has been extremely fearful of the Zhentarim since the events surrounding the appointment of Chess as watchlord of the Council in the Year of the Blazing Brand (1334 DR).

Lord Payr’adar (NE hm T7): This oily, squat, dark-complected man is the owner of the finest festhalls in all of Zhentil Keep. Payr’adar came to Zhentil Keep from Chessenta with a large number of exotic women in his employ. Using purchased favors and promises of exotic attentions from these wondrous women from the south, Payr’adar found a seat on the Council by mutual vote. Secretly, Payr’adar and his network of businesses supports Manshoon and the Zhentarim.

Lord Ssorg (NE hem T11): Lord Ssorg is a hideously deformed half-elf who deals in gems and coal, and dabbles in trading weapons and armor. Ssorg most often brokers his goods to other merchants of Zhentil Keep or sells them to travelers through a storefront in the Foreign Quarter. Ssorg supports the Black Network when it benefits him, and he holds no fear of Manshoon. However, he would rather work with the dark mage than against him. Ssorg often supplies Zhentarim forces with goods they need at reasonable prices to get (back) on the Black Network’s good side (usually after crossing the line with the Zhentarim somewhere else).

Faiths of The Keep

Although it has the largest following, the church of Bane is not the only church in Zhentil Keep. Zhents who are not Banites tend to keep a low profile in the city, and the temples and shrines of other deities within the walls of the Keep are much smaller than the exalted Black Altar. (The Black Altar is number 2 on the Zhentil Keep (Pre- 1368 DR) color map, and a map of its interior is found on page 66.) The following are the faiths openly found within the Keep’s walls:



Church of Bane

From slightly before the time that Manshoon first became a lord, the church of Bane in Zhentil Keep has been divided into two separate sects: Orthodox Banites who owe their allegiance to the High Imperceptor of Bane in Mulmaster, and the followers of Fzoul. The most prominent faith in Zhentil Keep, the Banites boast about 500 active worshipers and nearly 60 priests, if one adds both sects together. (Just after the Time of Troubles, Fzoul's faction has 18 priests and 330 followers, all of them Zhentarim, and the Orthodox Banites have 34 priests and 96 followers.)

Orthodox Banites believe that the followers of Bane exist only to do his will, kill his enemies, and bring more followers into the nest. Things such as personal wealth and power are secondary, even meaningless, when compared to spreading the faith of Bane. Orthodox Bane-worship in Zhentil Keep reached its peak in the Year of the Trembling Tree (1223 DR). With the coming of the Zhentarim almost 40 years later, many worshipers of Bane, led by an intrepid young priest of middling experience named Fzoul, argued that the church of Bane in Zhentil Keep could reap great profits by forming an alliance with Manshoon. This suggestion met with great resistance from the High Imperceptor, who not only objected on the basis of doctrinal differences, but because he did not want to cede any of his or the church's power to another. This forced Fzoul to temporarily move the heart of his following (those who wished to throw in their lot with the Zhentarim) from the Dark Shrine, as Bane's temple was called at the time, to Fzoul's personal residence. During all the controversy, Bane did nothing but observe, granting all his worshipers their spells. Perhaps he was amused at the strife within the ranks of the god of strife.

The two sects remained at loggerheads, and the rift between them only increased when Fzoul became high priest of the Dark Shrine in the Year of the Tressym (1263 DR), after Zhentarim agents "revealed" to the Council of Lords that the High Imperceptor of Bane was a puppet of Mulman interests. Supposedly, he had been working for years through the upper echelons of the church of Bane in Zhentil Keep to undermine the authority of the Council and lay Zhentil Keep open for an invasion by Mulmaster that would leave the Keep the first city-state to be forcibly inducted into a Mulman empire. The hierarchy within the Dark Shrine was shocked at such accusations, but could only wave its figurative arms in protest as the old high priest and his cadre were ousted and Fzoul was installed as the new high priest; the Zhentarim were already becoming too powerful to effectively oppose within the Keep.

Fzoul rededicated the temple of Bane in Zhentil Keep as the Black Altar. The Orthodox Banites who remained alive after the "changing of the guard" were allowed to remain and integrate themselves into the new hierarchy, provided they toed Fzoul's line. The split between the two factions in the Keep remained present, however, no matter how carefully submerged it was. The remainder of the Realms recognized orthodox Bane worship as the correct method of glorifying the god of strife, putting Fzoul in the minority, theologically speaking, and this resulted in constant pressures on the church to "come back to the fold" from the High Imperceptor.

For many years the Imperceptor tolerated Fzoul and his followers, despite what he considered blasphemy by these Banites, because at least his deity held sway in the Keep because of them. Over the years, many followers of Bane noticed the social and fiscal benefits of working with the Zhentarim and the number of worshipers in Fzoul's faction grew, while the High Imperceptor, often busy traveling throughout the Realms, continued to lose influence.

In the Year of the Prince (1357 DR), the High Imperceptor finally decided to do more than send demanding missives to the Black Altar in Zhentil Keep. He sent a delegation, headed by High Inquisitor Ginali, to yank the church of Bane in Zhentil Keep back under his control. Closet supporters of the High Imperceptor were convinced to make a rash assault on Fzoul and the Black Altar, and briefly retook it for the High Imperceptor. Fzoul had been distracted by events that the Zhentarim were involved in surrounding a woman with spellfire and an alliance formed over new magic involving magical bonds that forced others to perform certain actions. He refocused his attention on his temple, quickly evicted Ginali, and rejected all overtures that the two factions reunite. However, Ginali lingered. He had drawn enough support away from Fzoul to dedicate a new church to Bane in Zhentil Keep, the Dark Shrine. This is how events stood at the end of the year, right before the Time of Troubles began.

During its heyday under the direction of the High Imperceptor, the popularity of the church of Bane was met with mixed feelings from all Zhents. Organizations and establishments who did not pay tribute to Bane often met with misfortunes, such as drops in patronage, arson, and mysterious deaths. Merchants of Zhentil Keep reluctantly paid the Dark Shrine protection money to insure their continued prosperity. One reason for the growth of Fzoul's faction after the discreditment of the Imperceptor is Fzoul's opposition to such strong-arm tactics by the church. Fzoul has no need for protection money because of the profits he and the church obtain through the Zhentarim's ventures.

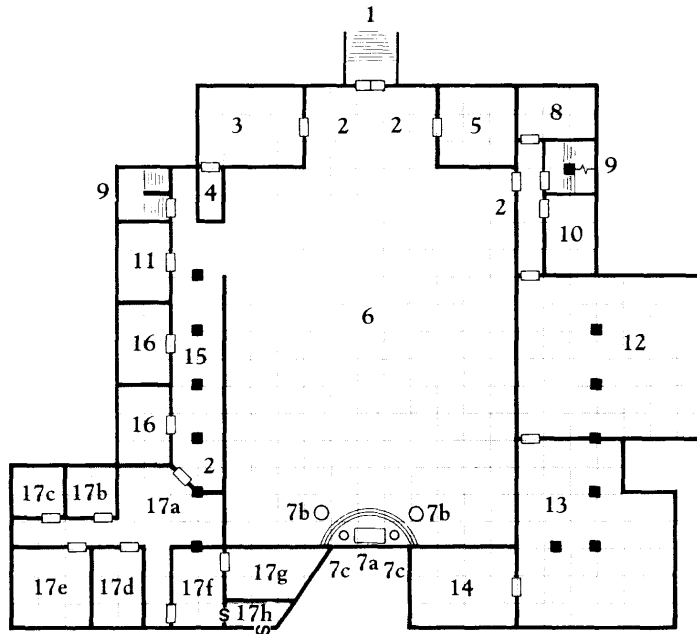
Fzoul's sect of the church of Bane maintains close ties to



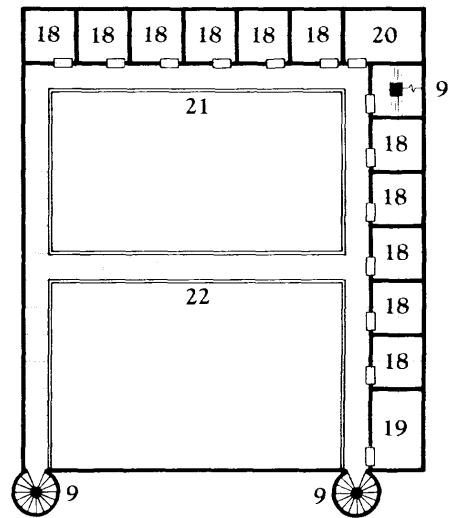


Temple of Bane

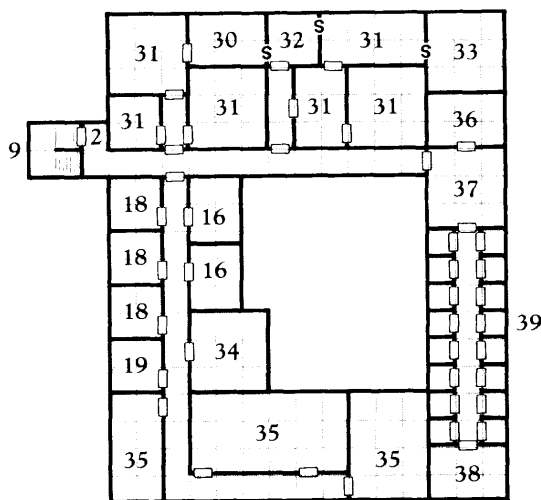
One square = 10 feet



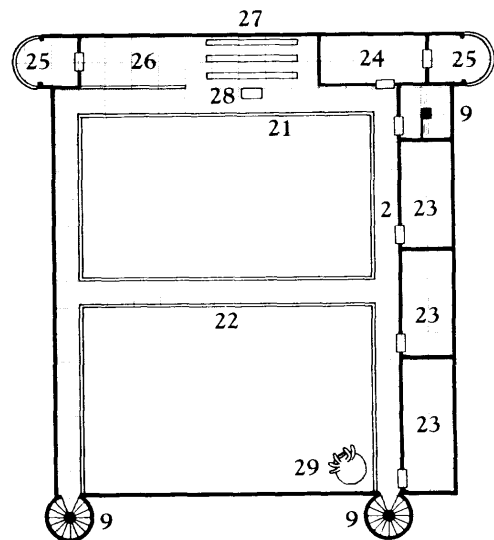
Level 1



Level 2, 3, + 4



Dungeon Level



Level 5





The Black Altar (Temple of Bane)

- | | | |
|--|---|---|
| <ol style="list-style-type: none"> 1. Grand entry 2. Watch post (2 guards) 3. Seneschal's office (day-to-day business) 4. Supplies/files 5. Priest on call's office 6. Sanctuary 7a. Throne of Bane (altar/throne on dais) 7b. Unholy water font 7c. Incense brazier 8. Sanctuary supplies (incense, altar cloths, candles) 9. Stairs 10. Guard captain's office 11. Seneschal's quarters 12. Scriptorium 13. Library | <ol style="list-style-type: none"> 14. Library materials preparation and storage 15. Colonnade 16. Middle-ranking priest's quarters 17a. High priest's antechamber 17b. High priest's study 17c. High priest's private chapel 17d. High priest's private office 17e. High priest's bedchamber 17f. High priest's work room/day room 17g. High priest's servant's chamber 17h. Secret passage and one-way secret door 18. Underpriest's quarters 19. Privy chamber and wash room 20. Underpriests' office (shared) 21. Railless walkway 22. Railless stone span 23. Conference chamber 24. Private meeting room (warded) | <ol style="list-style-type: none"> 25. Railed balcony (2 guards or 1 beholder, warded) 26. Minstrels' gallery and railing 27. Choir gallery and railing 28. Choir master's podium 29. Eye tyrant* (beholder) 30. Wine cellar 31. Supply storage 32. Well 33. Treasury 34. Practice chamber 35. Novices' quarters 36. Armory (spare arms and armor) 37. Jailkeeper and guard chamber 38. Torture chamber 39. Barred cells <p style="margin-left: 20px;">*The eye tyrant hovers in the darkness high above the ground floor.</p> |
|--|---|---|

the Zhentarim and makes no great secret of them, though it never tires of promoting its own interests within that alliance. After Manshoun threw in his lot with Fzoul (or vice versa, depending on whom you ask), many wizards openly joined Fzoul's sect, something not previously encouraged by the orthodox church administration. These new mage worshipers are another reason the ranks of the church of Bane swelled under Fzoul's leadership.

Ceremonial dress for Banites, regardless of sect, is black armor adorned with blood-red capes bearing the symbol of Bane—a black hand on a red field—in the center. The more prosperous and powerful the Banite, the more elaborate and detailed the garb. Facial tattoos are common among Banites (though are more popular with orthodox worshipers), causing Banites to stand out in a crowd. Higher-level priests of Bane often graft precious gems to their foreheads as a symbol of their status. Many of these gems are enchanted to offer them some sort of magical protection (similar in many cases to the effects of *ioun stones*).

Wizards who follow Bane prefer to wear long, black-and-red robes. Neither priests nor wizards openly wear such gear if it exposes them to persecution or reveals their presence when they wish to remain unnoticed. However, the presence of facial tattoos on a person is usually enough to announce the presence of a Banite throughout most of the Moonsea and the Heartlands.

Banites in Zhentil Keep mainly work and reside in the Inner and Foreign Quarters, where the city itself is nicer and

better maintained. Since allying themselves with the Zhentarim, clerics of Bane can be found in the holdings of the Black Network throughout the Realms.

The ceremonial traditions of the church of Bane in Zhentil Keep are extremely strict and formal. They include bowing and kneeling to or kissing the hands (or boots) of a superior. It is unheard of for underpriests to contradict upperpriests, and members of the Inner Ring of Bane (12th level and above) have unlimited control over their subordinates. Behind the veil of the formalities, underpriests constantly scheme to assassinate or disgrace their superiors in an effort to rise more quickly through the ranks of the Black Lord. The hierarchy of titles within the church of Bane is:

Underpriests

1st level	Watchful Brother
2nd level	Deadly Adept
3rd level	Trusted Servant
4th level	Willing Whip
5th level	Hooded Menace
6th level	Black Fang
7th level	Striking Hand

Upperpriests

8th level	Vigilant Talon
9th level	Masked Death
10th level	Dark Doom
11th level	Higher Doom





Inner Ring

12th level	Deep Mystery
13th-16th level	Lord Mystery
19th level and up	Imperceptor of Bane

While his authority is not recognized in Zhentil Keep, the High Imperceptor is the leader of the church of Bane in Faerûn, and serves the faith from the Black Lord's Altar in Mulmaster. The High Imperceptor is selected from among all the Imperceptors at a special council called in Mulmaster when the previous High Imperceptor enters the afterlife or retires. (The title of High Imperceptor has not been recognized by Banites since the disappearance of the last High Imperceptor in 1364 DR, the Year of the Wave.)

Church of Loviatar

There has been a small but powerful following of the Maiden of Pain in Zhentil Keep since 1305 DR. This small congregation of Loviatar priests resides in the Tower of Pain Exalted under the domination of High Torturelord Ulamyth Quantor (LE hm C17 of Loviatar). (The Tower of Pain Exalted is number 9 on the Zhentil Keep (Pre-1368 DR) color map.) The

torturelord was the founding father of the worship of Loviatar in Zhentil Keep, and his success has been rewarded with extended youth by the Mistress of Pain herself.

The Tower of Pain harbors no specialty priests of the goddess, and the number of clerics serving her at the Tower varies, depending on clerics' accidental deaths during monthly ceremonies. The number of clerics of Loviatar in Zhentil Keep has varied over the years, but has risen to 15 since Fzoul gained control of the church of Bane in Zhentil Keep. The Tower of Pain holds monthly ceremonies for nearly 30 devoted followers, and frightful screams echo through the streets of Zhentil Keep during the midnight services. Followers of Loviatar in the Keep include several lords and members of the Zhentarim who covet the skills in interrogation they can only learn from Torturelord Ulamyth.

Priests and followers of Loviatar sometimes break the laws of the Keep that incur lashings and beatings as punishment (such as destruction of property), believing pain inflicted by nonworshippers of Loviatar helps them commune with the Maiden of Pain. Worshipers of Loviatar in Zhentil Keep proudly wear their ceremonial garb proudly through the streets of the city—often gaining a wide berth in the process. Priests and priestesses of the Maiden of Pain wear pleated armor that resembles scale mail; however, its light-weight design is more fashionable than protective (Armor Class 6 instead of 4). Priests of Loviatar carry nine-tailed whips, which both represent their goddess and serve them as holy symbols.

Torturelord Ulamyth has thrown in his lot with Manshoon in an effort to bring a steady flow of gold into his church. The lord of the Zhentarim uses the priests of Loviatar to extract information from reluctant suspects and captured spies, and one or two pains (the name for specialty priests of Loviatar) are on call daily to graciously assist with any duties Manshoon assigns.

Cult of Malar The Beastlord

The church of Malar in Zhentil Keep is one of the few organized churches of the Beastlord in the eastern Heartlands. This temple to Malar, the High House of the Hunt, is found in the northeastern portion of the Common Quarter. (The High House of the Hunt is number 10 on the Zhentil Keep (Pre-1368 DR) color map.) Huntmaster Baerdeth Malagar (CE hm P16 of Malar) is a cruel, powerful (and despicable) individual who rules through his forceful nature and chaotic charisma. Huntmaster Baerdeth has a staff of nearly a dozen specialty priests of 3rd-10th levels, who serve nearly two dozen followers among the Zhent population. Many of these worshipers are cunning warriors of the nobility or members of the Zhentilar who crave the thrill of the hunt. Hunts are often conducted against the goblinkin of The Ride, in the hills north and east of Zhentil Keep, or the in vast sewer system beneath the city.



Huntmaster Baerdeth Malagar brings down a boar.





The High House of the Hunt is a virtual armory of every weapon imaginable, and a few developed by the huntmaster. The huntmaster has also developed several different types of paralytic and fatal poisons, but only uses them in defense of the temple or when it would be more “sporting.” Huntmaster Baerdeth often purchases slaves or convicted criminals (from the Arena) for his hunts when fierce animals are scarce. Like the followers of Loviatar, priests of the Beastlord are given a wide berth when encountered by the Zhent on the street.

Clerics of Malar often serve as bounty hunters, tracking down escaped or wanted criminals deemed fugitives by the lord magistrate. Such convicts are seldom brought in alive; they usually die victims of the brutal tactics used by the priests and followers of Malar. Bounty hunting, occasional mercenary work, and worshiper tithes and donations support the High House of the Hunt.

Priests of Malar normally dress in woodland gear, usually brown or red in color. The headpiece traditionally worn is the skull of a bear, large cat, or other savage predator. Huntmaster Baerdeth adorns himself in the skull of a huge lion he slew himself in single combat. All priests of Malar in Zhentil Keep are specialty priests. They can be identified by their headpieces and by the *claws of Malar* (damage 1d6 vs. man-sized/1d4 vs. large opponents) that they carry, deadly weapons created by the church for use only by its disciples. (For details on the *claws of Malar*, see FORGOTTEN REALMS Adventures.)

Less Influential Powers

The following deities also sustain followings of note within the masses of Zhentil Keep, though their Zhent worshipers are smaller in number than the three churches discussed above.

Tempus, Lord of Battles

Battlehall, the shrine of Tempus in Zhentil Keep, is located in the Foreign Quarter. (Battlehall is number 57 on the Zhentil Keep (Pre- 1368 DR) color map.) Since Tempus-worshipers’ love for battle is so zealous, they are common among the ranks of the Zhentilar. Zhentilar commanders tend to prefer Tempusians since their desire for battle with at least a degree of honor makes them superb warriors who do not turn against their superiors for personal gain. Followers of Tempus are seldom given positions of power in the Zhentilar, however, since they have a vicious habit of ordering their troops into battle against the wishes of those in charge when battlelust comes over them.

Priests of Tempus generally refuse to work with clerics (and sometimes worshipers) of Bane, judging them to be cowards who torture the helpless and flee from any contest. However, priests of Bane who prove themselves in battle by killing a superior opponent are tolerated.

Auril, the Frostmaiden

Worshippers of the Frostmaiden roam the streets of Zhentil Keep in the winter months and are seldom seen during the rest of the year. Their apparent purpose in the city is to recruit followers for the Ice Queen from among the homeless of the Keep. Many of these refugees, who would otherwise perish during the harsh weeks of winter, find salvation and life under the wing of the Aurilians, instead of a frozen death in some back alleyway of the Keep. Auril is rumored to have a secret shrine somewhere in the Keep.

Umberlee, the Bitch Queen

Followers of the Queen of the Sea are deeply hidden and worship in secret, although there is undoubtedly a sect serving her in the Keep simply because it is a port of some significance. Any public invocation of the name of the Bitch Queen is usually done to avoid her unwanted attentions in a seagoing venture, rather than to call forth her power. Many Zhents seek to appease Umberlee to insure their safe travel across the Sea of Fallen Stars. A hidden shrine to Umberlee is said to exist in the Foreign Quarter, where the majority of seagoing traffic stops before heading to the Moonsea.

Tymora, Lady of Luck

The name of Tymora is invoked often in Zhentil Keep by those needing the power of luck to survive to see the next day. The shrine of Tymora in Zhentil Keep is Tymora’s Holy Hall of Good Fortune and Casino. (Tymora’s Holy Hall of Good Fortune and Casino is number 58 on the Zhentil Keep (Pre-1368 DR) color map.) Tymora’s priesthood is not usually inclined to run a business on the premises of her shrines. The pressure exerted by the more powerful evil churches in Zhentil Keep on the Council of Lords, to not allow a shrine of Tymora to be erected in the Keep, resulted in the construction of the casino as a compromise. The hefty tax assessed by the Council on the casino allows the Council’s greed to outweigh its fear of reprisals from the churches of Bane, Loviatar, and Malar. Priests of Tymora are forbidden by law to enter any other gambling establishments in the city, for they often walk away with exorbitant sums of gold. Invoking the luck of Tymora, however, is not yet a crime.

Places of Interest

To detail every building or hideaway in the Zhentil Keep would be a laborious task. Below are descriptions of the most prominent structures and establishments within the Keep by type.



INNS

Zhentil Keep's inns are comparatively few. Those that can be found in the city are commonly of two types: large, spired stone structures that are clearly in better shape than the buildings around them, and sprawling multifloor buildings of wood and stucco whose upper floors are often cantilevered out over their first stories. All inns of the Keep also tend to be fairly expensive: 3 gp per person per night is a typical "low board" rate in the Common Quarter, while as much as 10-20 gp per person is common for inns in the Foreign and Inner Quarters. This rate usually includes a simple breakfast, stabling and feed for a mount, a basin full of ice-cold water, and a towel. In the cheapest of inns a traveler often spends the night in a wooden trestle bed, in a room shared with three other guests.

Most inns are guarded by private hireswords, and patrols of Zhentilar are a shout away. Inn guards take a dim view of fighting and are likely to eject brawlers into the street, leaving them to the mercy of press gangs and other night-time menaces. Corpses and badly wounded customers are also dumped out onto the cobblestone streets.

Below are a list of inns in Zhentil Keep, what sections of

the city they can be found in, and what types of clientele frequent them. Their numbered locations from the Zhentil Keep (Pre-1368 DR) color map are noted next to their names.

The Eagle of the North (14): Located just inside the Dragon Gate, this inn is a drab, tired old building huddled in a dark part of the city. Travelers not wanting to venture further into the city board here, despite the inn's cheerless decor and mediocre service. The Eagle is lit only by little scented brass oil lamps, giving the inn a peculiar smell both inside and out. Between 15 and 20 rooms are available here at any one time, with the rest being used by Zhentilar gate guards too drunk to make it home.

The Heroes' Rest (12): The Heroes' Rest is a cozy but noisy inn located in the southwestern part of the Inner Quarter. The Rest boasts quality food, lavish lodging, and nightly entertainment for visiting dignitaries and wealthy adventurers. This inn has 15 luxurious and spacious rooms, and it is the most expensive boardinghouse in the Inner Quarter. The Heroes' Rest is owned and operated by the Zhentarim, who keep a close eye on who visits the inn and their reasons from coming to Zhentil Keep.

Oparil's Tower (13): Oparil is an aging female human bard whose establishment flaunts the best singers and storytellers in Zhentil Keep. This sprawling structure, which features a large tower that rises above the buildings for several blocks, is located in the Harbor District. It was once a beautiful structure inside and out. Over the years, business has been steadily declining due to construction or remodeling of more lavish inns in the Inner Quarter, and Oparil has let the tower fall into disrepair. Oparil's Tower is known for its tapestries and draperies collected from the far corners of the Realms. However, these are poorly maintained and give off clouds of dust if struck. This inn is often a resting place for Zhent sailors who dock in the harbor after hours and do not wish to try their luck getting home. The Tower hosts 20 rooms and has no stables, but does feature a small bathhouse where a traveler can get a much-needed soak.

The Pride of Zhentil Keep (16): The Pride, located in the Foreign District, is patronized by bullies and warriors. Fights at this inn occur almost nightly, and the common room of the establishment has very little unbroken furniture. Its 15 largish rooms range from adequate to poor in quality, and are dirty and cold. "Even the chamber pots leak," more than one disgusted guest has commented. Despite the rough image portrayed in the inn's common room, access to the Pride's sleeping rooms is guarded by several hireswords who usually ensure a restful evening for its patrons.

The Silver Trumpet Inn (11): Located in the northwest corner of the Common Quarter, the Trumpet is a many-turreted microcastle. It is the best of the inns located in this portion



A tired sailor relaxes in Oparil's Tower.



of the city, and better than almost all in the Keep except some establishments in the Inner Quarter. Its prices reflect its status, however, as they are quite high. The Silver Trumpet boasts 30 rooms and nightly entertainment by traveling bards or local singers looking to make a living. The Trumpet is owned, behind the scenes, by none other than Manshoon of the Zhentarim, though its administration is handled through an intermediary. Manshoon often frequents the inn during his more quiet moods, to listen to the words of the common Zhents who come here.

The Serpent's Eye (15): This inn is a huge, creaking, old ruin of a place located in the southeastern portion of the Common Quarter. It is leaky in wet weather and drafty all season long. The Serpent's Eye is favored by fighting men and freelance thieves, and is known for a large gambling room in its basement—which is operated by the naug-orls. Despite its shabby appearance, the inn's 37 rooms are never empty for long, and prices to stay the night here are moderate.

The Tesh Inn (55): The most lavish inn in the Foreign Quarter, the Tesh Inn is the most extravagant resort a non-Zhent can access, and the most expensive inn outside the Inner Quarter. A traveler can expect to pay at least 30 gold pieces for an evening of entertainment, lodging, and meals. The Tesh is owned and operated by Lord Payr'adar, whose southern preclusions for the opulent and the ornate can be seen in the decor. The Tesh is also the Foreign Quarter's most prominent festhall, with dozens of exotic professional escorts from Chessenta, Calimshan, and Chult whose beauty is enough to thrill anyone's heart. Most employees of the Tesh Inn are members or informants for the Zhentarim, including the escorts, who use their wiles to extract information from their clients. This inn boasts 20 rooms, and Lord Payr'adar has designs to build a second establishment when suitable property can be found.

Taverns

Since Zhents love their liquor, day or night, taverns aplenty line the streets in Zhentil Keep. Most taverns are dimly lit buildings who cater to a specific clientele, with others entering at their own risk. Their numbered locations from the Zhentil Keep (Pre-1368 DR) color map are noted next to their names.

The Axe and the Minotaur (19): The Axe and the Minotaur is a Zhentilar hangout located near the Trail Gate. Agents for various power groups can be found here, keeping a close eye on who is entering the Keep.

The Black Avatar (21): The most sinister of taverns in the Inner Quarter near Fzoul's Tower, the Black Avatar is a place where the disciples of Bane come to converse and relax without overindulging. Many dark deals are conducted in its shadowy nooks.

The Cloven Ogre (18): This tavern sports a signboard depicting an axe-split beastman with an expression of pain on the two halves of his face. Brash young Zhentilar soldiers make this tavern, located in the northern portion of the Common Quarter, their home while off—and even on—duty.

The Gorey Eye-Beast (24): This tavern's sign shows an eye tyrant whose fangs are dripping with blood, below which is printed the name of the tavern. The spelling of the name ("Gorey") shows the scant familiarity its owners and patrons have with formal instruction. The worst of the worst, this tavern is exclusive to evil humanoids (orcs, ogres, hobgoblins, and the like) who are members of the Zhentilar under the command of General Vrakk, an orc (see the novel *Crusade*). Humans and demihumans who attempt to enter the Gorey Eye-Beast are met by a half-dozen ogres with bloodlust in their eyes and a club in each hand. Those skilled enough to make it pass the tavern's bouncers are allowed in, but are carefully watched. The Gorey Eye-Beast is located in the southeastern portion of the Common Quarter, and a temple to the orc god Gruumsh is rumored to be hidden nearby.

The Last Stop (23): This tavern is a place publicly known to be favored by Zhentarim mages, especially the naug-adar. Arrogant young wizards trying to learn more about the Black Network or desiring to join it often come here for more information. This tavern is truly the last stop for non-Zhentilar who enter without reason. Its owner prides himself on the strange and exotic liquors and wines he stocks, but he charges high rates to sample drinks with such peculiar names as dewberry blush wine, golden lionsheart, and icehoney.

The Roaring Dragon (22): Anyone who has been to Zhentil Keep knows of the Roaring Dragon. This tavern is a lively, honest place whose doors are open to all—even known Zhentarim and priests of Bane. The finest in entertainment can always be found on the Dragon's large stage, brightening the lives of Zhents throughout the daylight hours. After sunset, the doors of the Roaring Dragon are open only to members of the military and those holding no fear of the night. Average citizens are encouraged to return home before sunset, and a large gong is rung once an hour before sunset, and another time a half an hour before it to warn customers who might have overindulged and lost track of the time.

The Shield Faces North (25): Probably the oldest tavern still operating in Zhentil Keep, the Shield is a quiet place located in the heart of the Harbor District. This tavern is frequented by those wishing to spend a quiet evening in calm surroundings—such as dwarves, halflings, and older merchants reminiscing about the old days before a crackling fireplace. Its sedate clientele is probably partially due to the strict requirements for gaining access to the Harbor District, which keep out most average citizens of the Keep and even discour-





age sailors and longshoremen from lingering in the area longer than it takes to just do their jobs.

The Whipwalker's Cloak (20): This establishment is frequented by worshipers of Loviatar and those curious about the teachings of the Maiden of Pain. Ruffians who think to infiltrate the Whipwalker's Cloak are often dealt a dozen or so lashes and are cast out into the street as an example to others. Patron's of this bar are known for their unusual fashion sense, and many seem to favor spike-studded leather garments and decorative chain mail outfits.

Towers, Temples, and Halls

Zhentil Keep has quite a few landmark structures, buildings that are not a part of the typical street structure and often house important people, are temples, or are used by the city's government. Many of these prominent buildings are located in the Inner Quarter, home of Zhentil Keep's most powerful and influential people. Their numbered locations from the Zhentil Keep (Pre-1368 DR) color map are noted next to their names.

The Arena (4): This coliseum was constructed for the amusement of the lords hundreds of years ago, affording them the sport of gladiatorial games and allowing them to witness the deaths of traitors and lawbreakers at the hands of savage monsters or other criminals. The current status of the Arena allows for trial by combat four or five days a week, depending on the number of offenders to be dealt with. Being sent to the Arena usually means death—if not in one's first fight, then later, when one is weakened by successive battles and poor conditions offering little shelter, poor food, and no clerical healing.

On days when combat is not on the agenda, the Arena is used to unload large caravans (led here under guard from the Trail Gate) or as an enormous merchant bazaar where everyone from the common Zhent to lords of the Keep can peddle their wares. The combat area is covered in fresh sand, sawdust, or straw each day, and the majority of the structure is of stone. The good seats command a view of most of the combat area and are covered by an awning to protect their occupants from the heat and the weather; the cheap seating areas are wooden bleachers.

The Black Altar (2): Known as the Dark Shrine in the heyday of the High Imperceptor's influence and the Black Altar under the leadership of Fzoul, this black granite structure is the second largest public temple to Bane in the Realms. One legend says that the temple was constructed, stone by stone, by Bane himself in his home plane and brought to Zhentil Keep as a gift for his faithful. (More realistic enthusiasts maintain that perhaps it was *designed* by Bane; there is ample record of its prolonged construction and numerous remodelings by the workers in Zhentil Keep.) The temple is five stories high, with imposing decorative elements

that jut upward like black serrated blades. (A subterranean floor brings the total number of floors in the structure to six.)

The subterranean level of the temple contains a warren of small rooms, including quarters for novices and middle-ranking priests, storage, a well, torture rooms, dungeons, and the temple's treasury. The first floor features more priests' quarters, offices, the high priest's apartment/offices, the library, the scriptorium, and more offices and priests' quarters are located on the second through fourth floors. The fifth floor contains conference chambers, a choir loft, and a minstrel gallery. The bulk of the temple is an immense cathedral reaching up to the darkness above, where at least one beholder usually lurks, guarding the temple and gathering intelligence for Fzoul and Manshoun (or for its own foul purposes). A secret passage from the basement of Fzoul's Tower exits in a magically silenced trapdoor near the altar on the first level. (The trapdoor never squeaks or thuds when opened or closed.) Another branch of this secret passage is said to exit somewhere in the high priest's apartment.

Eye of the Beholder (30): Outside the Black Altar, near the west wing that houses the high priest's apartments, is a grand statue of a beholder atop a slim spire of black stone. The entire statue is carved from a single piece of rock. As a token of their alliance with the lords of Zhentil Keep, this statue was raised in tribute to the beholders who help keep Zhentil Keep safe. This is what is told to explain the statue to the common Zhent, but those who know of beholders know (or suspect) the truth, that the beholders' alliance is with Manshoun and the Zhentarim, not the lords.

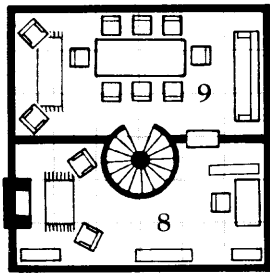
Fzoul's Tower (5): Traditionally, this tower has been the private residence of the head of the church of Bane in Zhentil Keep, and Fzoul has always managed to retain control over it, even during the brief periods when he was forced from the grounds of the Black Altar. Fzoul's Tower is narrow, but tall, rising five stories above the city street. The Tower is of stone and square in form, although a wooden stable annex built onto the base somewhat mars its symmetry. In addition to the stables, the Tower holds a feast hall, a private laboratory, Fzoul's office, and Fzoul's private bedchamber. He prefers dwelling in this room at night rather than in the sleeping chamber of the high priest's apartment in the Black Altar. Below the Tower's ground level, numerous underground passages that crisscross Zhentil Keep converge near a private altar chamber, rough-hewn from the ground of the Keep. A secret passage leads from this tower to the Black Altar, exiting in a magically silenced trapdoor near the altar on the first level. Another branch of this secret passage is exits somewhere in the high priest's apartment in the Black Altar. The roof of Fzoul's Tower is guarded by three wyvems who follow simple commands from anyone wearing robes of the church of Bane. (A map of Fzoul's Tower can be found on page 73.)



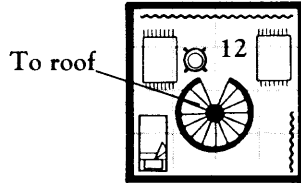


Fzoul's Tower

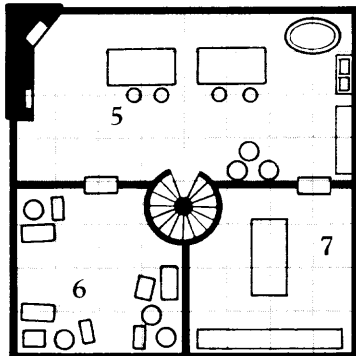
One square = 5 feet



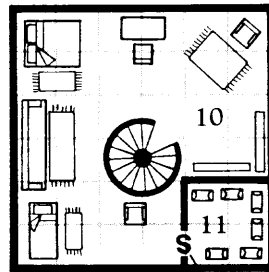
Level 3



Level 5



Level 2

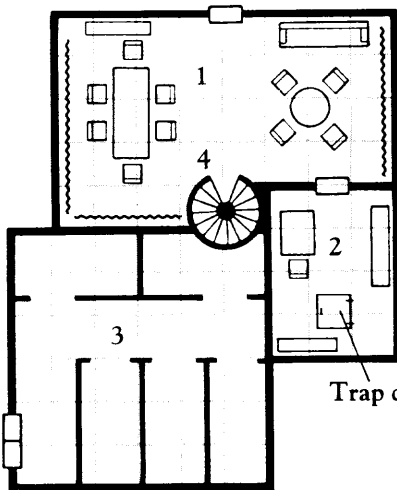


Level 4

Secret door

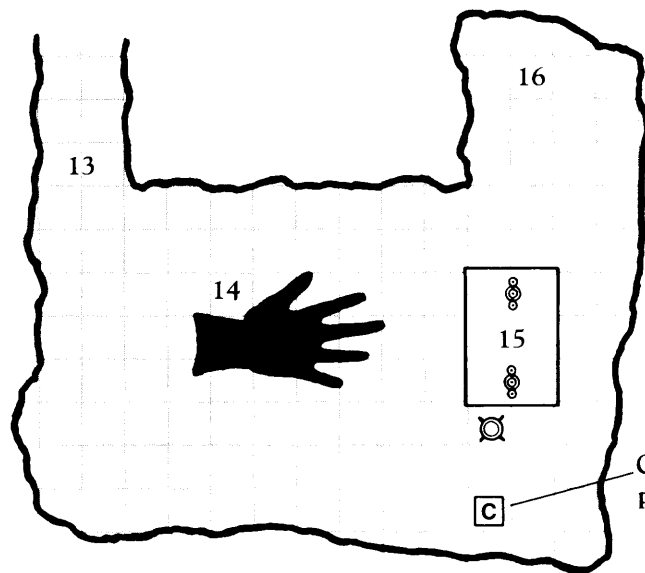
Key

1. Feast hall
2. Laboratory
3. Stable
4. Stairs
5. Kitchen
6. Dry storage
7. Cold storage
8. Fzoul's office
9. Conference room
10. Fzoul's private chambers
11. Treasure vault
12. Meditation chamber
13. Secret passage to temple of Bane
14. Black Altar of Bane
15. Altar
16. Eye tyrant



Level 1

Trap door



Subterranean Level

Ceiling passage





High Hall of the Lords' Council (3): This hall is a series of connected buildings that consist of a meeting hall for the Council of Lords, the offices and courtroom of the lord magistrate, a small detention area for lawbreakers whom the magistrate is next to hear, and a great many offices occupied by minor bureaucrats who are in charge of maintaining an assortment of poorly organized files or dispensing permits and licenses. (There is no prison in Zhentil Keep, as all criminals are immediately dealt with in one way or another.) Two stone giant bailiffs and a minimum of 36 Zhentilar warriors guard the Hall at all times. This number will double should there be a meeting of the lords in session.

Thieves' Guildhall (6): This fortified guildhall is the home of the *naug-orls*. This four-story structure serves as living quarters, a training area, and a central base of operations for the group. The basement of the guildhall has a direct link to the sewer system, which the guild uses extensively. Night Fingers, leader of the *naug-orls*, does not live here, and the worms who reside at the guild (rather than reporting in here occasionally) are generally low- and mid-level thieves; those who have gained more experience, power, and gold have their own homes in the Keep or are functioning undercover in a role that would preclude them living at the guildhall.

The Tower High (1): The Tower High is the largest of the four towers in a Manshoon's walled compound. Their interior courtyard of the compound opens off its base, and an observation platform is located on its roof. (A map of the Tower High can be found on page 75.)

Like the homes of many important figures, the tower serves both Manshoon's public and private needs. The Tower High is Manshoon's residence, but a table in Manshoon's paneled feast hall serves as a not-so-secret meeting place for the Council of Lords as well as providing a secret meeting location for the Zhentarim's Inner Circle. Clinging to the rafters of this modestly sized but elegant hall are a number of hideous (living) gargoyles. Six stone golems stand mutely in the shadows throughout the Tower High, each coming to life with a command from Manshoon. He restations them as he sees fit, to better protect himself and his property.

Deep in the bowels of Manshoon's tower is the lair of his personal black dragon, Orлгаun. Orлгаun was slain in the Year of the Worm (1356 DR) and replaced with a younger wyrmling, who is actually a magical clone of the first. When the dragon is called forth, great stone doors open into the courtyard, releasing the creature. Also located within the depths of the tower is one of Manshoon's many magical laboratories. Here he hides some of his greatest magical devices, one set of his spellbooks, and numerous *stasis clones* with contingency spells that activate them in the event of Manshoon's death. These

chambers are protected by powerful *guards and wards* spells, as are all the rooms of the Tower High.

Shops and Services

Among the populace of Zhentil Keep are a diverse variety of craftsfolk, artisans, and others skilled in strange or unique professions. Some of services can only be found in the heart of Zhentil Keep, with people traveling across the Heartlands to visit with a lone crafter or artist. Shops (and almost all buildings) in Zhentil Keep sport iron bars and shutters on all the street-level windows; many establishments, especially in the Inner Quarter and Foreign Quarter, also have sliding panel spy-slots in their entrance doors through which their armed doorguards can look to decide whether to admit a customer.

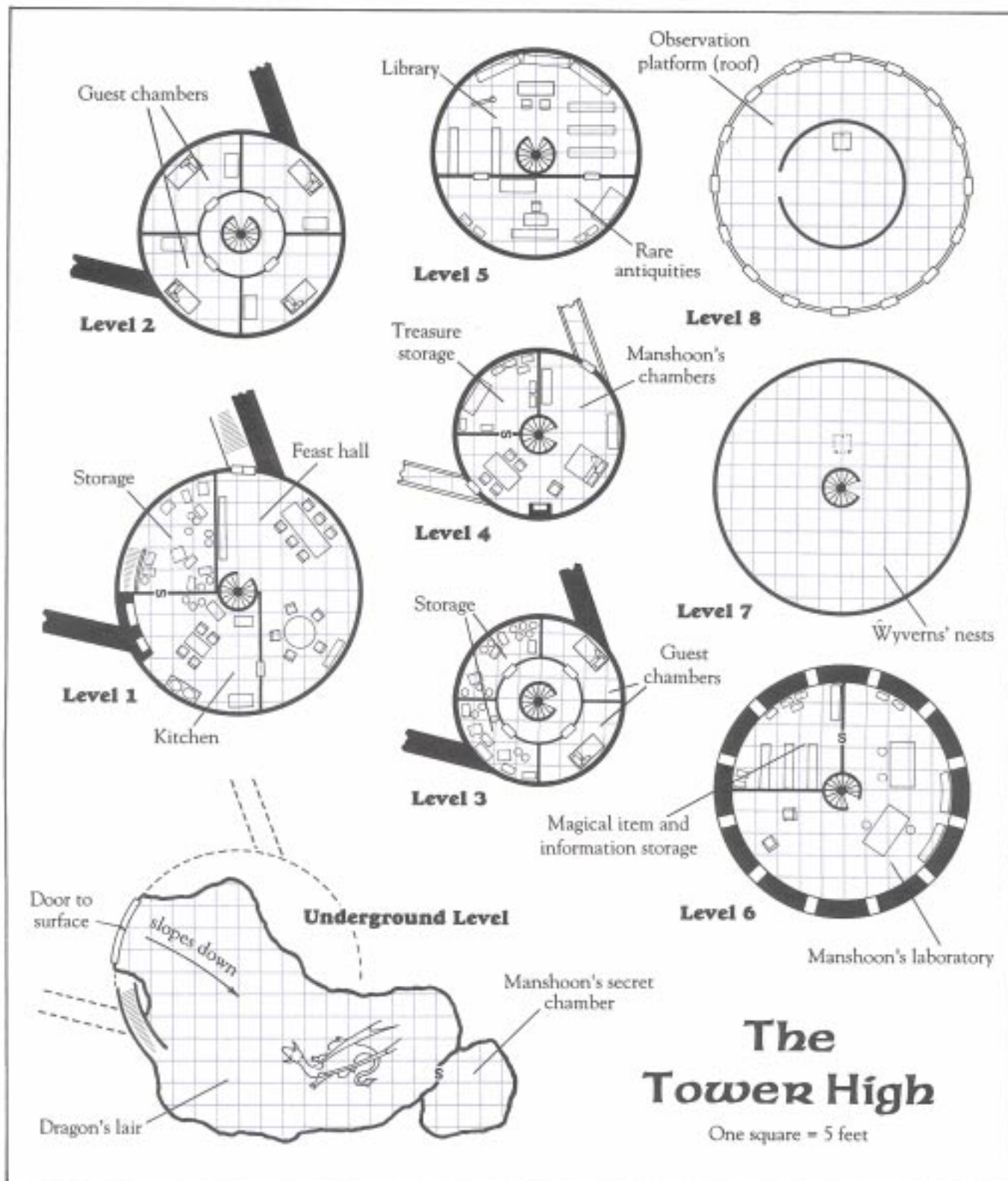
Services vary between the different districts of the city. The Foreign Quarter does supply at least one outlet for any type of trade, and that service provider usually charges stratospheric prices. It is easier to locate skilled tradespeople of certain professions in the city. Common laborers, messengers, butchers, tanners, pawnbrokers, gravediggers, liveries, brewers, midwives, bowyers, leathercrafters, fletchers, tailors, weavers, cooks, and bakers, among others, can be found in most quarters of the Keep. The quality of their work varies, and the prices for their wares or their labor tend to be inflated in a manner similar to all prices in the Keep, and proportionate to other tradesfolk of the quarter they work in. Most of these tradespeople serve the local population's needs, and are not of Faerûn-wide class in their chosen crafts—nor do they need to be.

Cartographers, scribes, vintners and distillers, smiths, fine-smiths, armorers, weaponmakers, caravan masters, jewelers, gemcutters, and other professions requiring an education, a long apprenticeship, or dealing with valuable basic materials tend to be located in the better parts of Common Quarter or in the Inner Quarter. They also often work exclusively for a certain noble house or organization. Their services command a high price, when they can be obtained.

The best craftsmen can be found in the Inner Quarter. Here are found blacksmiths who can forge weapons worthy of magical enchantments, scribes that can forge documents from any city or illuminate works worthy of ensorcellment, traders who have whatever you need (or know where to get it), wizards (always Zhentarim mages) who cast spells for a high price, assassins for hire, and clerics of Bane who can raise the dead—all if you have sufficient coin to satisfy their greed.

Nearly any service can be provided somewhere within the walls of Zhentil Keep for a price; however, anyone spending a large amount of gold, no matter what part of the city they are in, will likely attract the attention of one of the many power groups that vie for control of the city. Discretion these matters, as in any dealings in Zhentil Keep, is advised.







Zhentil Keep—Now

“Let us not look at the disaster that has struck our splendid city as a bad thing. Rather, let us look at this as a rare opportunity to rebuild Zhentil Keep the way it was meant to be: a city with a new vision, a new strength, and a new future.”

—Lord Orgauth, ruler of Zhentil Keep, in his first public address

“New vision? New strength! New future? HA! Same old name, same old rulers, same old lies, same old tyranny.”

—Mendrill Belarod the Halfelven, wandering bard

“Alas, true evil is never truly killed. What this means for Zhentil Keep is that all of the chuff—the weak, the foolish, the incompetent—lost their lives. The ones who remain in the Keep are the ones who were ruthless and powerful enough to prevail. Zhentil Keep has undergone a refining process, giving birth to a purer, stronger strain of wickedness. Zhentil Keep’s wickedness did not end with its ruin. Nay, ’tis only beginning.”

—Elminster of Shadowdale



he cities that hug the windswept coasts of the Moonsea all have one thing in common: As the years pass, they are knocked down and rebuilt over and over again. Some cities, like Sulasspryn, fell and stayed down. Others, like Phlan, keep bouncing back in sheer defiance—or stupidity. Once again Moonsea renovations have been made—this time in Zhentil Keep.

The Time Period

This chapter presents the Zhentil Keep that exists after the events of the end of the Year of the Banner (1368 DR); most places are portrayed as to their status about midway through the Year of the Gauntlet (1369 DR). The city has been ravaged by divine fire and an invasion force of giants, dragons, and humanoids because of the twisted machinations of the insane god, Cyric. (Told of in the “History of Zhentil Keep” chapter and the novel *Prince of Lies*.) These events are referred to as “the *Cyrinishad* fiasco” by Realms historians; the destruction of the majority of the Keep is known as “the Razing” within the Keep. The section called *The Shape of Things to Come*, near the end of this chapter, details events after the close of the Year of the Banner, which ended with the city under siege. Exactly when the various siege forces leave (in the main) can be determined by examining that section.

RECENT EVENTS

The southern section of the Keep is currently all that remains of the great city of Zhentil Keep. This area was long known as the Foreign Quarter of the Keep. The lords that ran the city acknowledged that they needed the trade of other cities and nations in the Realms, but wanted to make sure that these non-Zhents were easily watched, so they segregated foreigners in a separate section of the city, with the River Tesh forming its boundary. Access was granted by the two bridges that spanned the river: the Force Bridge and the Tesh Bridge. The Foreign Quarter, while still fully a part of Zhentil Keep proper, and just as heavily patrolled as the larger northern section, was nevertheless looked down on by native Zhents as a foreign ghetto.

It is therefore a supreme twist of fate that the only section of the Zhentil Keep left intact was the section set aside for strangers. During the entire *Cyrinishad* fiasco, which culminated





in the destruction of most of the Keep, anyone with any wisdom and the means to leave, left the city. Those who stayed, voluntarily or not, were either killed, left to rummage in the ruins of the main city, or managed to flee to the southern section of the city. The flow of refugees to the Foreign Quarter was slowed when the bridges were blown up by angry orc units that had served with the Zhentilar who felt mistreated. Still, some brave, foolish, or panicked souls attempted to cross the Tesh using whatever boats were handy.

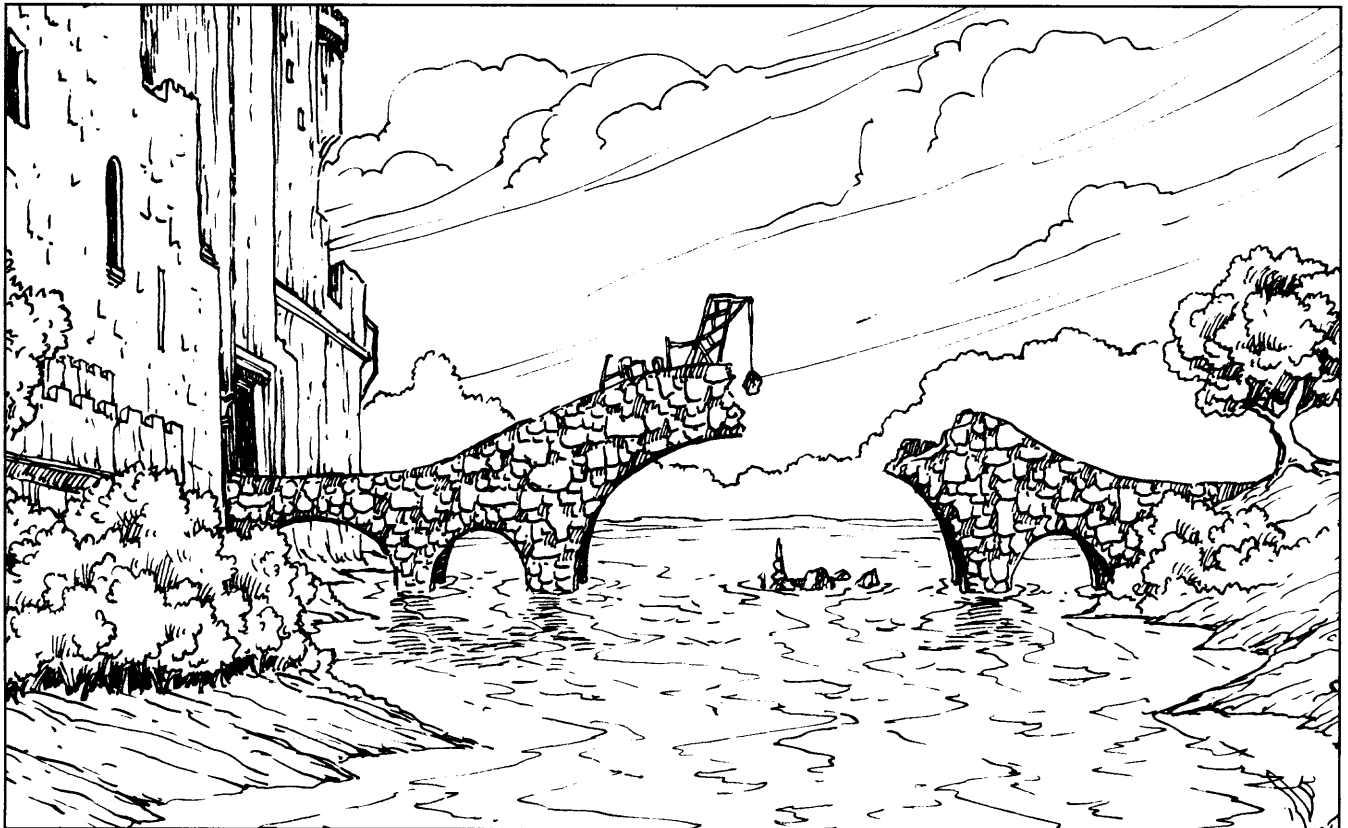
Terrible riots broke out at the Keep's main harbor as frantic refugees stabbed each other in the back in their frenzied attempts to get to the few precious boats that could be seized. The citizens of the Keep, not exactly known as paragons of morality during the best of times, became positively savage in their desperate scramble for places on the dwindling number of boats. And gaining a seat on a water craft did not guarantee one's safety. The angered white dragons swooped down on the refugee boats and ships and in the harbor and blasted them with frosty breath, creating grotesque miniature icebergs that with the bridges' destruction drifted down to the mouth of the River Tesh and out

into the Moonsea. Many foreign ships later stumbled across these tragic monuments to the horrors of the siege; one was rumored to have washed ashore as far west as the city of Phlan, its macabre cargo still frozen.

But even with the humanoid armies and the dragons still lurking in the ruins of the northern section of the Keep, the southern section wasted no time in organizing itself into a fully functioning city. The surviving nobles, some Zhentilar officers, and the clergy of many of the temples of the Keep who had fled to the Foreign Quarter when the siege began proudly declared, once the initial onslaught was over, that Zhentil Keep still existed—on the southern shores of the Tesh.

Overview of The New Keep

In the wake of the Razing, the Foreign Quarter of Zhentil Keep has been occupied by the refugees/survivors from the much larger northern portion of the city. Nowadays, when people talk about Zhentil Keep, they are talking



The shattered remains of the Force Bridge are now under construction.





about that small portion southern quarter. For all intents and purposes, it *is* Zhentil Keep. The northern part of the entire city is now known as “the ruins.”

Of the population of approximately 83,000 that dwelt within the walls of the Keep at the beginning of the *Cyrin-ishad* fiasco, 42,000 died in the siege, about 10,000 were snatched from the city and transported to safer locations by their deities (not by Cyric, however), and about 9,000 people fled the Keep altogether before the siege became set. Fifteen hundred of the Zhentilar, mostly officers of rank who could see which way the wind was blowing, deserted and disappeared to become brigands (or go into hiding in the Foreign Quarter). The ruins of the northern section of the Keep now house nearly 2,500 homeless and frantic refugees. The new Zhentil Keep—the old Keep’s southern quarter—holds around 15,000 people.

Structurally, the city got away with considerably less damage than the ruins did. The destruction of the two bridges (Force and Tesh) by vindictive orcs did more to save the city than any other single act. By destroying the bridges, the orcs inadvertently prevented the invading humanoid armies from crossing the Tesh and attacking the Foreign Quarter in full strength.

That is not to say that the Foreign Quarter did not get hit. In fact, the two gates on the southernmost wall of the quarter had to be heavily reinforced to prevent their breach. The westernmost gate was eventually shut down and sealed. The invaders had a token southern force, which was used during the siege mainly to harry the walls’ defenders (thereby tying down defending units that could have been put to better use elsewhere) and to seal off the roads leading into and out of the Keep so that the Keep’s citizens would starve. When the siege began to break up, the southern forces were the first to be pulled back.

Despite its sinister reputation, the city is making a genuine effort to bring in skilled people to settle the city and help restore it. Naturally, it helps if the new citizens have a moral view that is in line with the city’s powers-that-be. Lord Orgauth, who has declared himself the lord of Zhentil Keep, has allocated heavy resources to rebuilding the Force Bridge in an effort to control river traffic and generate revenue through tolls and tariffs upon this traffic. He wants the Force Bridge’s main gate—the one capable of completely blocking off the river—repaired. His intent is not to reconnect the two parts of the city yet; this is only a money-making venture at the moment. Some enterprising folk are trying to set up a ferry service that allows access to the northern bank of the river and back. However, Lord Orgauth is not comfortable with the idea of a ferry just yet; the ruins are still too dangerous.

Trade

Trade routes have been thrown into disarray in the wake of the siege. All sea traffic has come to a halt because of the white dragons, who seem to love using ships as target practice for their frost breath. A precious few fast ships manage to sneak into the Foreign Quarter’s docks, but they cannot carry a great amount of cargo. The same situation applies to river traffic. Boats coming downriver are subjected to attack by the assembled humanoid forces on the north banks of the River Tesh, as well as by the annoying white dragons.

All overland trade routes to points west and north (the Citadel of the Raven, Phlan, the land of Thar) have been shut down due to the siege forces. Southern routes are in somewhat better shape. There are considerably fewer siege forces on the south banks of the Tesh and outside the walls of the Foreign Quarter. The Red Plumes of Hillsfar enjoy harrying caravans headed for the new city that they intercept, though they are not as effective as the siege armies to the north.

Because of the situation, all prices for goods and services have a 50% markup until the dates indicated in the *The Shape of Things to Come* section at the end of this chapter. It is impossible to purchase a mount, pack animal, or horse or ox broken to harness in the Keep, as most of them have died in the siege warfare or have become stew. All other livestock prices have increased tenfold (unless a keyed location states otherwise).

Any time a PC wishes to purchase something in the *Player’s Handbook* from the Household Provisioning, Tack and Harness, and Miscellaneous Equipment sections, there is only a 50% chance that the item in question is available that day (unless a keyed location states otherwise). The chance for finding a particular item for sale increases cumulatively by 5% per additional day of looking, to a maximum of 85%.

Lord Orgauth is considering minting new coins and imposing a tax on all foreign coinage. He is going to wait, though, until the Keep is back on its feet financially before attempting such an exclusionary action.

The New Keep’s Defenses

The remains of the Zhentilar are still the foremost military power in the region of Zhentil Keep. In a perverse way, the siege was beneficial: It winnowed out the weaker fighters, leaving the Keep’s Zhentilar garrison smaller but filled with expert warriors.

The current garrison numbers about 3,000 Zhentilar under the command of Ulgrym (CN hm F13), a senior Zhentilar army captain who now holds the title of captain of the guard. Ulgrym continues looking for mercenary compa-



nies to bolster the army. Naturally, groups who openly follow good deities need not apply.

The Zhentilar in new Zhentil Keep are responsible for keeping the city walls strong, protecting the city against the siege forces, enforcing law inside the city, and bringing caravans safely into and out of the city through the Throat Gate. The Throat Gate, the easternmost gate along the Keep's southern walls, is the only gate through which one can currently enter the city. The western gate has been sealed, as it takes more manpower to guard a gate that can be opened.

The Zhent navy has been almost completely destroyed. Most of it was blast-frozen into icebergs by the white dragon horde. Any vessel that remained was immediately impounded and used by deserters or refugees to escape up the River Tesh. The dock facilities in the southern section, however, managed to make it through the siege almost unscathed. Lord Orgauth, the new ruler of Zhentil Keep (see the section on The Ruler, below) has sent out a call for shipwrights, sailmakers, rope-makers, and other nautical artisans, and is stockpiling huge quantities of shipbuilding supplies to rebuild the navy (his personal special project). And now the sounds of pounding hammers, rasping saws, and ringing anvils echo day and night at the docks as the city tries to regain its sea power.

Life in The New Keep

Since the Razing, life in Zhentil Keep has changed in many ways. Common laborers and merchants still rise at dawn and quickly make their way to their shops and places of employment in the hopes of making a quiet living without attracting undue attention. However, the atmosphere of oppression within the Keep is not as great as before the siege. Everyone realizes that the main enemy of the moment is now rampaging through the ruins of the northern half of the city. There is little time for Zhentilar and members of other remaining power groups within the city to harass the local citizenry unless there is good reason.

Average citizens eat their meals, which these days consist of fish, gruel, and bread made of moldy stored grain or the hardy cereal plants and coarser grains that grow in and around the Keep, wash down their tasteless meal with a strong beer brewed from the same coarse grain, and with growling stomachs, watch the roads for caravans to make it through the gauntlet of the siege forces and roving brigands. These caravans bring meat, cheese, produce, and fine wines and liquors—when they get through.

While at work, most able-bodied men and women arm themselves with a melee weapon, such as a dagger, short

Press Gangs

Even though press gangs are not as common as they once were, they do still exist. Many of them are from other cities along the Moonsea (such as Mulmaster and Hillsfar). Some, however, are Zhentish in origin, shanghaiing victims and sending them upriver to work in Teshwave. A press gang usually consists of an LE hm F4 leader in chain mail, armed with a club and a cutlass, and 2d4 LE hm F2 gang members in leather armor, armed with cutlasses and belaying pins (1d3 damage). Press gangs have a 25% chance of also having a net, to better capture victims.

sword, or club. They keep one of their eyes on their work, and the other on the spire of the Hall of Rulership. If a black flag is unfurled, it means the siege forces have finally turned their attention to the southern portion of the Keep, and every arm that can heft a weapon is needed at the walls. Thus far, the black banner has not flown, and gods-willing, it never will.

Work winds down at sunset, and the citizens scurry back to their homes. Press gangs and angry, drunken Zhentilar are no longer the problem they were before the siege, but all manner of odd creatures are now being encountered on the streets after dusk. Whether it is to avoid a rogue patrol of humanoids on a looting spree (inevitably followed by a melee courtesy of a Zhentilar patrol catching up with them) or some undead wandering out of the city's sewers or only remaining graveyard, citizens walk quicker toward their homes the darker the sky gets at the day's end.

Inns and the taverns in the Keep stay open until several hours past midnight, and the Zhents are still a hard-drinking lot. Patrons stagger out in groups for safety's sake when the taverns close. Street thievery has increased dramatically (even during the day), with thieves taking not only a victim's money pouch, but also his boots, cloak, backpack, and the chicken he was carrying under his arm.

Temples hold services frequently, as each religion does its best to accumulate a greater number of worshipers and new converts than its competitors in this new era of greater religious tolerance. Religions that formerly had no established permanent meet hall in Zhentil Keep have dared to set up shrines or temples, although the public worship Mystra is forbidden by the Keep's new ruler, Lord Orgauth. Services are well attended, and many Zhents go to multiple temples, just to cover their bases in these troubled times. Cyric's new temple is the only exception in this; his worship has dropped off drastically, for understandable reasons, and his clergy have to endure considerable derision, hostility, and even physical violence from the citizenry when they leave his new temple.





Zhentish Slang

Each city has its own special slang. The following is a partial list of terms and phrases commonly used by Zhents of all walks of life in the post-Razing era.

Artists: Wizards.

The Charmer: Since Mystra's name is still a forbidden word, the citizens use this term instead.

Converts: Zhentilar deserters who decided not to fight for Cyric during the Razing.

The Eclipse: Derisive term for Cyric, the Dark Sun. Adopted when he failed to save the city during the Razing.

The Flow: Casual name for the Tesh River.

Good News: Slang term for a supply caravan that has entered the city; used especially during the Horse Stew Days.

Himself or Hisself: Lord Orgauth, ruler of the Keep. Mostly used by the lower classes.

Horse Stew Days: Called this because the citizens began stealing horses and eating them when food became scarce. See the Lean Months.

Innocents: Anyone who comes to Zhentil Keep unaware that it has been razed.

To Kiss: To seduce information out of someone.

The Lean Months: The three months following the siege, where supplies became extremely scarce.

Mask: A scam.

The Pile: The dump, located outside the city.

The Razing: The destruction of most of Zhentil Keep by white dragons, frost giants, and humanoid armies. Also applies to the months of the siege that followed.

The Rookery: Street nickname for the Citadel of the Raven.

Sodchuckers: Dalesfolk.

Take Out the Garbage: Kill someone and deposit the body in the dump.

Zhentish Desserts: Gruesome nickname given to the frozen corpses that washed up during the siege after battles with the white dragons.

Zhentish Handshake: Walking up to someone, whacking them upside the head with a club, and taking their goods.

To Zik: To stab.

City Scenes

Zhentil Keep is a busy place, and the likelihood of meeting someone of passing interest is great. Even though a short walk from an inn to a smithy's shop may result in a PC seeing dozens of people, there are always a few encounters that seem to stand out. The following are a series of tableaux that flesh out the trips a PC takes, add some color, or even provide possible adventure starting points. PCs should be allowed to

interact with them as little or as much as they wish.

Caravan of Fun: A caravan has arrived from Cormyr, loaded with goods. It narrowly escaped an attack from a band of humanoids. The caravan is overflowing with items to buy, trade, sell, and its members are a font of rumors.

Construction: A group of average citizens are busy rebuilding a house. There is a 10% chance that 1d3 worshippers of Gond are here as well, helping in the construction.

Diseased Lepers: A flock of 2d4 lepers scrambles up to the party and begs for alms. If someone casts a *cure disease* on them, there is a 40% chance of attracting a crowd of 4d10 beggars and sick people, all wanting the same thing, and a 40% chance of attracting the notice of jealous clergy from a different faith than the caster.

Dubious Vendor: The smell of hot spices fills the air as a vendor sells strips or chunks of indeterminate meat on a stick. The meat does not look very recognizable—or maybe it is all too distinctive, and that is the unsettling part. There does seem to be an absence of rats on this street.

Funeral Procession: The funeral of a Zhentilar soldier winds down the streets, presided over by a cleric of Kelemvor (LN hm C5 of Kelemvor). This is a good opportunity for the PCs to be exposed to this new faith and its clergy.

Madman: The awful events of the Razing has unhinged many psyches. Many mentally disturbed people still manage to function, but others are raving lunatics. Most of the psychoses evidenced are paranoia or delusional behavior. There is a 5% chance that what is mistaken for insanity is actually a psionic wild talent.

Missing Persons: An old man staggers up to the PCs and clutches the collar of the lead PC, begging the group to help him find his wife, who has been missing since the Razing.

Religious Argument: Priests from two competing religions in the city are squared off, arguing about which god is greatest. There is a 20% chance that the argument escalates to blows and/or spells.

Rumormonger: This can be anything from an old gossipy woman, to a raving prophet of doom, to a bard who wants to be the center of attention.

Sneak!: A young woman in a long cloak carries a suspicious large bundle slung limply over her shoulder. After looking this way and that, she scurries off. If covertly watch, she is seen to open a sewer grating and descend into the depths of the sewers.

Street Performer: The performer could be a bard, a juggler, an acrobat, or a mime. She or he is watched by 1d20-1 onlookers, and the crowd may (55% chance) have attracted the attention of a pickpocket. If a pickpocket is present, the performer may (20% chance) be taking a kickback to serve as a distraction.



The Whipping Boy: A young teenage boy, obviously cradling some stolen loot, has been tackled to the ground and is now being whipped by two angry priestesses of Loviatar.

Yuck: Each PC has a 20% chance of getting doused with wash water (or worse) that a housewife hurls out the window of her third-story dwelling.

Yuck Again: Five riders on heavy war horses gallop through the streets, whipping people, and yelling, "Move aside, we have pressing business with Lord Orgauth!" The PCs get splashed with street mud. Each rider is a mercenary NE hm F7.

Zealous Watch: A group of four Zhentilar of the city watch are beating up a man who wears the symbol of Cyric.

Power Groups in The New Keep

While the Orthodox Banites had dropped from the ranks of the movers and shakers in Zhentil Keep years before the Razing, other power groups in the new Keep have just recently come into existence or collapsed in the chaos of recent events.

The Handful of Coins: The ranks of this unofficial self-help merchant group were decimated in initial attacks on the Keep; the lucky members fled, and unlucky ones died. With the easing of the siege and the gradual resumption of normal trade, this group shows signs of becoming a merchants' guild to be reckoned with. The lords no longer possess a stranglehold on the lucrative trade opportunities in Zhentil Keep, and the Coins are working with Lord Orgauth to set up long-term trade development goals and stable foreign trade agreements.

Harpers: The Harper presence in Zhentil Keep is still small. There is one main Harper spy in Zhentil Keep these days: a woman named Kornah the Crazy (NG hf R9). (Kornah's house is number 68 on the Zhentil Keep (Post-1368 DR) color map.) As a deep-cover agent of the Harpers, Kornah is fanatical about keeping her secret. She is not above drawing her weapon against good-aligned folk if her secret is threatened, though she does her best not to kill such people. No Harper enters the city without Kornah finding out.

Kornah, a muscular woman with an eyepatch on her left eye and a wild mane of blonde hair, has been living in the city for 10 of her 36 years. Her vocation is that of city guide, and she hires herself out as one for 20 gp a day. She knows its politics, its history, everything. Her escape from the slaughterhouse that was the northern part of the city is a testament to her survival skills. In fact, she even helped a few inno-

cents in the process—an admirable thing, considering the number of people who helped others could be counted on one hand.

Kornah dresses in leather armor embellished with sharp metal studs. She is a superb actress, and plays the role of a swaggering, slightly crazed, bloodshed-loving swordswoman with a perverse sense of humor to the hilt. In reality, she is a calm, refined woman with a very dry sense of humor and average looks. However, she is a dedicated Harper, and is willing to make sacrifices in the pursuit of her duties to that organization.

The Naug-orks: The naug-orks used to serve as the eyes and the ears of the lords of the Keep and the unofficial spy network of the Zhentarim in Zhentil Keep. However, with the lords are nearly all dead, and most of the rogues of the naug-orks in little better shape, the organization has scattered to the four winds. Their leader, Shounra Shalassalar a.k.a. Night Fingers (CN hf T14; DEX 18, INT 16, CHA 17), still lives, plying her cover trade of pleasure queen (head professional escort) of one of the new Keep's festhalls. She aspires to rebuild her organization to its former heights no matter what it takes or how long.

The Naug-adar: The naug-adar were minor Zhentarim mages that roamed the city's dark streets in earlier days. Their numbers suffered serious attrition during the siege, and they have all fled to other Zhentarim bases or are dead.

Thieves' Guilds: Thieves' guilds are forbidden by law in Zhentil Keep, but exist nonetheless. None has achieved the prominence of the naug-orks' former organization since the Razing. Lord Orgauth allows a small number of thieves (about 25) to ply their trade inside the new Keep's laws with his knowledge and approval in return for spying in some of the inns and other public places. He does not believe any of these to belong to a guild (some do), and each meets with him or his agents individually. (The largest hidden thieves' guild is the Keep is located at number 76 on the Zhentil Keep (Post-1368 DR) color map.)

Wizards' Guild: Zhentil Keep has always been a gathering place for practitioners of the Art, and a little thing like the destruction of most of the city did not alter this. Any wizard who had the capability of teleporting from the siege to a personal hideaway did so. The remaining wizards pooled their resources and established themselves in the southern portion of the city. Laying claim to an old tower and restoring it with spells, they christened their new building the Tower of the Art. (The Tower of the Art is number 75 on the Zhentil Keep (Post-1368 DR) color map.)

The wizards have formed themselves into a loose guild for their mutual survival and prosperity. The Tower is run by a mage named Thagdal (LE hm M16), a native Zhent who sup-





ports Lord Orgauth's rule. (Placing a native Zhent sympathetic to his leadership in charge of the guild was Lord Orgauth's requirement for allowing the guild to continue to existence.) Thagdal is an opportunist, but his love of the Art is genuine. He runs a tight organization, a talent that comes naturally to one of his alignment. Thagdal plays both sides of the fence; he is loyal to Orgauth and the city, but he also has a relationship with High Lord Manshoon of the Black Network.

At the Tower, mages of all levels, alignments, and schools have a place to rest their heads, study spells in peace, and research new magics. A modest-sized library and two small laboratories are taking shape, gaining equipment with each passing week. Almost all wizards are welcome, but the presence of foreigners is duly reported to Lord Orgauth as a matter of course. Former nau-gadar are forbidden from setting foot in the Tower or associating with the Guild.

The talk in the city is that the Tower of the Art is the only place in the Keep where people can say the name of Mystra without losing their heads—literally. While this is indeed true, guest mages are wiser to not display any symbols of Mystra. Officially, any devotions to her are dedicated to Asuth instead.

The Zhentarim: Lord Manshoon relocated the headquarters of the Black Network from Zhentil Keep to the Citadel of the Raven; however, it would be a grave mistake to assume that the Black Network abandoned the Keep

entirely. Manshoon left behind one of his lower-ranking assistants, a wizard named Nimbaud the Magnificent (LE hf M8), a tall, gangly young man with darting eyes and fingers that are always moving. Nimbaud, anxious to win Manshoon's favor, volunteered to remain in Zhentil Keep at the head of a small conclave of Zhentarim. Nimbaud's allegiance is a matter of public record. In fact, the Black Network points to the wizard and his staff as proof that the Zhentarim have not abandoned the Keep in its hour of need.

As anyone with a shred of wisdom knows, the destruction of Zhentil Keep and the reduction of Cyric's powers did little to diminish the Black Network. Nestled in the safety of the Citadel of the Raven, Lord Manshoon and his cohorts watch as Zhentil Keep is rebuilt by the hard work of the people who survived the siege and remained at the Keep. Once these hard-working people restore Zhentil Keep to its former glory, the Network will swoop back in and regain control of its birthplace.

The Ruler

The only major member of the Council of Lords that ruled Zhentil Keep who has surfaced since the destruction of most of the city is Lord Orgauth. He has set himself up as "Ruler Absolute and Defender of Zhentil Keep." The other two known surviving lords are Lord Payr'adar, when has reestablished his festhall in the southern section of the city, and Lord Halaster, who owned many establishment in the Foreign Quarter. Both men now rule the Keep alongside Orgauth, though in truth they simply nod their heads at whatever Orgauth suggests.

Because Lord Orgauth is the only major noble whose residence is in the Foreign Quarter, his opulent mini-fortress escaped destruction, and he escaped death. A small tort of ancient construction near his home has been reopened and refurbished, and it now serves as Orgauth's seat of power and the center of Zhentil Keep's government. It has been renamed the Hall of Rulership. (Lord Orgauth's residence is number 54 on the Zhentil Keep (Post-1368 DR) color map, and the Hall of Rulership is number 91.)

Most of the other lords of Zhentil Keep died in the bloody first night of the siege of the city and the conflagration surrounding the destruction of the temple of Cyric. (Some were saved by Manshoon, who teleported a few lords he felt he could use later to the Citadel of the Raven, however, their fate has not yet been revealed to the citizens of Zhentil Keep.) Orgauth's story is that only his abilities, honed by years of military service, allowed him to avoid the same horrible fate that befell his fellow lords. Anyone in Zhentil Keep (or elsewhere) who keeps track of such matters

Wizards' Guild Rules

Each mage that joins the new wizards' guild housed in the Tower of the Art in Zhentil Keep must abide by the rules of the guild. A fine balancing act by the guild's members between devotion to the Art and the city allows the guild to continue to exist.

- ✦ My loyalties are to the Art, the Guild, myself, and the Keep, in that order.
- ✦ I will accept all practitioners of the Art, regardless of their background or loyalties.
- ✦ I will honor and venerate Mystra in private always and in public when possible.
- ✦ Secrecy always is the law; none may know what we do, for knowledge is power.
- ✦ Inventing or investigating new manifestations of the Art is the highest calling one can pursue; this activity must be carried out over all else, if the opportunity arises.
- ✦ I will defend the city if attacked, taking orders only from the master of the guild or the ruling lord of the city.
- ✦ I will aid fellow guild members if they ask for assistance.
- ✦ The ranks of the guild must be kept pure; recommendations for membership shall be given only to the best and brightest mages.



accepted Orgauth's statements as fact, having no reason to doubt him.

In an effort to get the city back on its feet, Orgauth has worked with the surviving Zhentilar forces to shore up defenses, reopen trade routes, and maintain order within the city walls. Thus far, the defenses have indeed been strengthened, and at least a few caravans manage to make it past the few siege forces that exist south of the city. To the average citizen, however, it seems that the Keep is slowly pulling itself together. Say what they will about Lord Orgauth's methods or demeanor, no one can deny that he has gotten results. One wonders what these same average citizens would say if they knew that Lord Orgauth was not himself these days.

The truth is, Lord Orgauth did die in the siege. He died just inside his front door of wounds he took in fighting his way back to his family from the northern part of the city, where he was when the siege began. However, a mage friend of the lord had apartments in Orgauth's manor, and within one of those rooms was a greater baatezu—a pit fiend. The pit fiend, named Abarax, had been trapped for two months in the mage's summoning circle. During the siege, a lucky blast of white dragon's frost breath rocked Orgauth's manor,

blast-froze the mage, and ruined the circle of summoning that bound Abarax to the spot.

Freed, the enraged pit fiend's first thoughts were to avenge itself upon the mage, Lord Orgauth, all who dwelt in Orgauth's manor, every living creature in the neighborhood, and the entire Foreign Quarter of the city, in that order. However, his anger rapidly cooled when he saw the mage (who had been literally rapidly cooled, mind you) dead on his feet. As he looked carefully around the manor, he discovered that Orgauth's entire household was dead, including the lord himself. Once Abarax took stock of the situation and realized what was happening to Zhentil Keep, he devised a plan. He would take the shape of Orgauth and assume control of the city.

Thus, a battered, bloodied Lord Orgauth made quite a show of staggering into the Foreign Quarter of the city before the bridges blew. Once there, he quickly rallied others to his side. Since chaos reigned in the city, everyone was desperate for some order, for a figure of authority to tell them (threateningly, if need be) what they should be doing. It was a very small thing for Orgauth to declare himself absolute ruler in the confusion of the siege, and his commanding



Lady Desmonda and Lord Orgauth face Zhentil Keep's bright new future together.





presence and the large personal bodyguard that the true Orgauth had kept allowed him to back his claim. (For more on Lord Orgauth's bodyguard, see the NPC description of Lord Orgauth in the "Hall of Knaves" chapter.)

In order to keep up appearances, Abarax cast a *gate* soon after his declaration of rulership and brought forth a lesser baatezu, an erinyes. This erinyes has assumed the identity of Desmonda, a courtesan of minor note who disappeared in the confusion of the siege, though her true name Eshaeris. To explain their association, Lord Orgauth has revealed that he had been discreetly keeping company with Desmonda even before his loving wife and family perished in the siege. (Such infidelity is a common thing among the lords of Zhentil Keep, and this lent even more credence to the pit fiend's cover story.) Despite the fact that the city is in such a disarray that social gatherings are not top priority, the couple have made special efforts to be seen around the city. The reaction to their attendance has been widespread envy, admiration, and fear, as their very presence is powerful, attractive, yet instinctively unsettling.

Even though Orgauth is the absolute ruler of the Keep, he enjoys keeping up the appearance that Zhentil Keep is a city ruled by a committee. Once a month, he convenes a meeting of the influential movers and shakers, called the Rulemeet, at which he gets reports and sets policy. These meetings are attended by Lord Orgauth, Lady Desmonda ("lady" is a courtesy title here), Thagdal of the Tower of the Art, Fornault Blacksun of Cyric, Captain of the Guard Ulgrym, Nimbaud the Magnificent of the Black Network, and Lords Halaster and Payr'adar. Everyone leaves the meetings thinking that they have contributed greatly to the governing and profitable reconstruction of the city, only to find out later that things have not changed a whit. The magics of the two baatezu muddle the minds of the participants, making them think they are actually helping to run the affairs of the city, when they are really just agreeing to whatever the baatezu say (and even coming up with good rationalizations for obeying)

Faiths of The New Keep

Since the *Cyrinishad* incident, religious life in Zhentil Keep has gone topsy-turvy. All of the temples in what is now the ruins were destroyed, and the faithful were spirited away to safety by their respective deities. Each religion's clergy has since returned to Zhentil Keep to rebuild. Each priesthood realizes that with Cyricism having lost its iron grip on the citizens, there is now a chance to gain a greater foothold for their respective gods.

Cyric: The worship of Cyric still goes on in what is left of Zhentil Keep, although it has declined considerably from its former height. A new temple dedicated to Cyric, called Twilight Hall, has opened. (Twilight Hall is number 61 on the Zhentil Keep (Post-1368 DR) color map.) The church's official position about the Razing is that Cyric would have helped Zhentil Keep in its hour of need, but was unfairly prevented from doing so by the petty whims of the other gods. The new high priest is a man named Fornault Blacksun (LE hm C14 of Cyric), a beady-eyed, pointy-chinned; always-smirking man who actually relishes the challenge of rebuilding Cyric's power base in Zhentil Keep. He is aided 16 underpriests and lay brethren.

Bane/Xvim: The worship of Bane has plummeted to an all-time low. Any worshipers who had hoped that Bane would step in to show the failed Cyric "how it's done" were severely disappointed. In addition, with the advent of Xvim, most Banites feel that if they cannot have their old god back, his son is the next best thing. Rumors holds that Fzoul Chembryl himself has decided to take up the worship of Xvim, and may be planning on wresting control of the Xvimist cult from its present leader, Xana (LE hf P14 of Xvim, formerly of Bane).

Xvim's worshipers meet in secret in tunnels and catacombs under the city; they have no formal shrine or temple aboveground yet. Xvim has only recently ascended from quasi-power to lesser power, which is quite a large step upward for him. Xvim's worshipers conduct secret rituals, undertake quiet proselytizing, and kidnap strangers in order to feed their fledgling god's appetite for life forces.

Xvim's cult has to grow stronger and larger before it dares to try and carve a spot amidst the stronger religions. The worshipers of Xvim are especially wary of the clerics of Cyric, who would like nothing more than to obliterate any legacy of Bane at all, including his son.

Kelemvor: While Kelemvor has no shrine or temple as yet in Zhentil Keep, his clerics have begun to be seen walking the streets of the Keep and intermittently tending the South Cemetery, where they are trying to eliminate the undead infestation that plagues the cemetery.

Loviatar: The Palace of Sweet Pain is the new temple devoted to Loviatar. It is attended by High Torturelord Ulamyth Quantor (LE hm C17 of Loviatar) and 14 priests and priestesses. Torturelord Ulamyth is one of the few members of the clergy not removed from the city by his or her deity who survived to escape to the Foreign Quarter. (The Palace of Sweet Pain is number 65 on the Zhentil Keep (Post-1368 DR) color map.) He bears a great many new scars as souvenirs of his escape experience; they testify to his ability to survive and endure great pain.





Malar: The Malarites have taken over the old Leathercrafters' Guild building in the Foreign Quarter. Their temple is called the Lodge of the Great Hunt. It is under the control of Huntmaster Baerdeth Malagar (CE hm P16 of Malar), who is attended by 12 specialty priests. Huntmaster Baerdeth was high priest of the former temple of Zhentil Keep, the High House of the Hunt, which was destroyed in the Razing. (The Lodge of the Great Hunt is number 66 on the Zhentil Keep (Post-1368 DR) color map.)

Mystra: The worship of Mystra, goddess of magic, is expressly forbidden by law. In fact, merely possessing of one of her holy symbols is grounds for imprisonment and seizure of all personal goods.

Tempus: Battlehall, the temple of Tempus, is one of the few structures that existed before the siege. The temple is overseen by Battlemaster Bladreth Crackbone (CN hm C15 of Tempus), with eight clerics as assistants. Tempus has gained greater prominence during the siege since the soldiers defending the city need a god who aids them in battle. (Battlehall is number 57 on the Zhentil Keep (Post-1368 DR) color map.)

Tymora: The only organized casino in the new Zhentil Keep, Tymora's Holy Hall of Good Fortune and Casino, doubles as a shrine devoted to (obviously) Tymora. Each different game of chance is also incorporated as a separate church liturgy. The entire complex is overseen by Lucklady Demetria Fortunato (CG hf C14 of Tymora) and her 24 cleric assistants. The powers-that-be in Zhentil Keep view the Holy Hall of Good Fortune with suspicion, but have decided that this new version of Zhentil Keep needs all the luck it can get. Still, there are always at least two spies in the Holy Hall at all times. (Tymora's Holy Hall of Good Fortune and Casino is number 58 on the Zhentil Keep (Post-1368 DR) color map.)

Umberlee: The Jagged Rocks is the colorful name of the new temple of Umberlee, overseen by Stormmistress (CE hf C12), with six priestesses as helpers. (The Jagged Rocks is number 64 on the Zhentil Keep (Post-1368 DR) color map.)

Other Deities: Other deities are worshiped within the walls of the new Keep, but have no permanent public shrines or temples. Most Faerûnian human deities not mentioned specifically above have a scant handful of worshipers in the Keep; many nonhuman deities, especially the dwarf, orc, goblin, and drow deities, have more than that—perhaps a dozen or so—but keep a low profile, for the most part.

Building Key

This section describes the prominent buildings on the large color city map of post-1368 DR Zhentil Keep. The vast majority of buildings, which have not been detailed, are simple

dwelling. Note that most houses are multistory dwellings, each with a separate apartment arrangement for each family.

54. Lord Orgauth's Complex

This multitowered structure contains a vast subterranean complex as well. It is sometimes called Orgauth Manse, and was once the home of a very wealthy Thayan ambassador. In fact, most of the exotic furnishings remained intact. The interior is quite opulent, suitable for the ruler of a city. The subterranean complex, however, is something out of a nightmare, with dank cells, torture chambers, summoning rooms, and a fixed gate to Baator. The air is damp and cold, with the stink of corruption. The pit fiend Abarax, who masquerades as Lord Orgauth, has given strict orders that no one is to enter the complex except by his invitation (ostensibly for security reasons).

The entire complex radiates a protection from good spell, and the walls have been reworked so that no one can enter or leave by any means save the front door, back door, secret tunnel, or the planar gate. However, extraplanar creatures may still be magically summoned by Abarax and his erinyes cohort. The tunnel under the complex leads to the adjacent Hall of Rulership, as well as to a spot outside the city wall, in the far southeast corner, hidden by a small patch of woods. A half-dozen Zhentilar (LE hm & hf F5) in chain mail and shield, armed with long swords, patrol outside the complex, but even they are forbidden from entering without express permission from Orgauth himself.

55. The Tesh Inn

Once considered the most lavish inn of the Foreign Quarter, the Tesh Inn has managed to survive the Razing, with some minor changes. The inn's business and entertaining capabilities were severely hit during the Razing, as goods were hard to come by due to the siege forces' blockade of the city. However, it managed to muddle through with minimal inconvenience. The inn's configuration has not changed, still possessing 44 rooms, the most of any inn in Zhentil Keep. It is still the most extravagant resort the city has to offer. A traveler can expect to pay up to 30 gp for an evening of entertainment, lodging, and meals. Naturally, the inn accommodates many definitions of "entertainment," as dictated by the customer. The Tesh is still owned and operated by Council Lord Pay'adar.

The Tesh serves as the new city's most prominent festhall, with dozens of exotic southern-bred women whose beauty entices any man. The Zhentarim's presence is no longer as great as it once was, though there are still some women who continue to seduce their clients for information, to be sold to the Black Network.





56. Rak's Apothecary

A stranger to this city may wonder why the houses adjacent to this establishment are empty. Anyone in the neighborhood can easily supply the answer: Rak Alumeater (CN gm W(1)9) is a lunatic who works with combustible materials. All of his neighbors have moved away, tired of the rancid smells and the occasional explosion.

Rak is a crazed gnome illusionist who also happens to be a proficient alchemist. He's a fast talking, long-winded, wild-eyed gnome whose hair has turned green and frizzy due to chemical exposure. He whisks around his shop, eyes darting to and fro, his entire demeanor best described as manic. Just as hatters go mad after working with mercury, many alchemists become slightly erratic due to overexposure to exotic chemical fumes. (Rak has a cousin in Ravens Bluff who is also an alchemist, and suffers from the same affliction.) There is little doubt that Rak is mad, but in matters of alchemy, chemistry, and medicine his prowess equals, and sometimes surpasses, that of archmages of great power. (In fact, Rak can determine the type of a potion just by sniffing it [85% chance]).

Rak makes ends meet by running the only decent apothecary in the small city. When it comes to spell components, alchemical materials, or medicines of any sort, Rak has it all: spell components, medicines, poultices, acids, bases, folk remedies, and chemicals. (The apothecary has become a favored haunt of the new mage guild.) What many do not know is that Rak also stocks a full supply of poisons, though he never mentions this. If anyone thinks to ask him about poisons, Rak asks about poison type desired, etc., trying to feel out the customer as to the amount of money she or he has to spend and the desired effects for the poison.

The gnome also pays good money for monster parts that are required to make various potions. There is a 40% chance that Rak has 1d10 potions for sale (consult page 135 of the *DUNGEON MASTER® Guide*, Table 89). He also purchases potions from adventurers, using his identify spell to verify their true nature.

Rak boasts a fully equipped alchemy lab in the back of the shop. He lives in an absolute pigsty of an apartment, located on the second floor.

Rak has little concern about Zhentish politics. All he cares about are his potions and his research.

57. Battlehall

Battlehall, a temple devoted to Tempus, does a brisk business. It is run by Battlemaster Bladreth Crackbone (CN hm C15 of Tempus), with the aid of eight priestly assistants. The edifice looks like a miniature fortress. High on the battlements,

spears are wedged into the stones, each one with the severed head of a humanoid invader impaled upon it. The call to worship is a loud clashing noise made by a priest slamming an oversized mace against a large brass shield.

The interior of the temple is decorated with bloodied armor, broken weapons, and the occasional gruesome souvenir of one of the invaders. The smell of blood and oiled metal permeates the room. In the chambers behind the main sanctuary are a weapons forge, several rooms for training fighters, and a meditation room. The *Shelves of Honor* lie under the temple: graves carved into the solid subterranean granite. Here, heroes who worshiped Tempus and died heroically in battle (usually vastly outnumbered and killing most of the opposition before falling) are buried. It is said that the spirit of anyone buried in the Shelves of Honor goes on to become a favored warrior in Tempus's halls in the afterlife.

Tempus gained huge prominence during the Razing, as the Zhentilar are convinced that his power helped them in driving away the siege forces. Worship of Tempus is currently at an all-time high, especially among Zhentilar and mercenaries. Bladreth has seized this opportunity to portray Tempus as a reliable god who gives his faithful the power to annihilate their foes. While he does not mention Cyric by name, Bladreth sculpts his words into finely tuned attacks on Cyric's power, showing his faithful that, compared to mighty Tempus, Cyric is nothing.

Bladreth is a bit of a fanatic for battle, and couches all of his statements in military terminology.

58. Tymora's Holy Hall of Good Fortune and Casino

Of all the temples and shrines in Zhentil Keep, none is more outrageous than the Holy Hall of Good Fortune. The huge, three-story palatial mansion, with large windows and ornate stonework, is both a place of worship and a gambler's paradise. It is run by Lucklady Demetria Fortunato (CG hf C14 of Tymora) and her 24 clerical assistants. Demetria is a vivacious, outgoing, clever priestess with a short attention span. Some describe her as a "chaotic force of nature." She is well aware that she runs a temple whose alignment is diametrically opposed to the philosophies of Zhentil Keep, but she just shrugs and says that her luck has held thus far; she feels that it will continue to do so, and she seems to be quite right.

The temple portion is located in the East Wing, and has been radically altered to fit the needs of the worshipers of Lady Luck. It has been consecrated and bears *protection from evil* and *protection from undead* spells. Services are held each morning at three hours after sunrise, then again at three hours after sundown.





The casino occupies the West Wing and the Central Manor. It is open all day and night, inviting gamblers to play every conceivable card game, dice game, and other game of chance imaginable. The facility also boasts two bars and a kitchen/dining hall. A portion of the upstairs West Wing is a dance floor, with constant musical talent providing the incentive to dance the night away.

The casino has but one defender, but that defender is quite enough. Graddis, a human male, is actually a werebear. A converted worshiper of Tymora, Graddis wanders the casino in human form, making sure that all is well. At the first sign of trouble, he shapechanges into a massive bear and approaches the troublemakers. If they are simply being disruptive, he grabs them in his massive paws and hurls them out the door, but if they have used weapons or otherwise injured the clientele, he attacks with intent to kill. In these instances, he is joined by 1d4 clerics of Tymora, all of at least 3rd level.

The Holy Hall of Good Fortune is certainly a place of laughter, love, luck, and just sheer enjoyment of life, something which Zhentil Keep sorely needs. It is an extremely popular place, well loved and heavily frequented by citizens and visitors alike. Of course, for those same reasons the rulers of the city absolutely hate the place, and would like nothing better than to see it tom down and utterly destroyed, with all of the clerics roasted alive for good measure. However, Tymora's hand rests heavily on the Hall, and even Lord Orgauth is loath to attempt any action against the place and the priests, lest he encounter some "bad luck" and his masquerade be undone. For now, it is just not worth the risk.

Orgauth and his cohorts actually have attempted small-scale, discreet forays with the intent to commit minor acts of sabotage, but the most amazing bits of dumb luck always seem to foil their best laid plans. It is as if the clergy and the building itself have charmed lives (and in a way, they do).

There has been some discussion among the clergy of Tymora as to why the influence of good luck cannot or will not spread outside the Hall's environs. Many of the clerics feel that the average citizen in Zhentil Keep is suffering enough. Could perhaps, Tymora grant them some good luck as well? The problem is that Tymora refuses to intervene in the province of another god. She is more than aware that Cyric still has a special hold on Zhentil Keep, and she also senses a lingering presence of Bane about the city. (In fact, she senses Xvim, Bane's son.) Tymora has made a conscious decision not to spread her influence beyond the Hall—for now.

59. The House of Comfort

Located almost at the exact center of the city, the House of Comfort fits somewhere between the Pride of Zhentil Keep

and the Defiant Gesture in terms of accommodations. This two-story structure has 28 spartan, clean, functional rooms that tend to run a little on the cold side. The food is simple but filling (when there is food to be had, of course). Rooms cost 5 gp per night, meals cost 2 gp, a mug of good ale costs 3 sp, and a hot bath costs 1 gp. There are limited stable facilities available for 2 gp per night.

The House of Comfort is run by Maradad (LN hf F1), a spinster with a severe expression, her mouth turned down in a perpetual frown, her nose like that of a hawk. She is coolly polite to all, though she mutters under her breath when she disapproves of something. Maradad is a snoop and a gossip whose favorite expression is "I run a respectable place here, so there had better not be any horseplay or I'll toss ya all out the door!" It is a miracle that no one has chopped off her head by now.

Her staff consists of two serving girls, Anna and Lise, and a young man named Anderis, who does most of the chores. Maradad slaps Anderis often, and whacks the hands of any clients who dare paw the girls.

60. The Crypts

The Crypts is the nickname given to the constabulary because the cells are located below ground. The building used to be a military detention center, with crypts below for the quick burial of prisoners. Currently, it serves as the headquarters of city security. It is staffed at all times by at least 24 Zhentilar of 3rd level, commanded by a 5th-level fighter. There is even a small barracks attached to the building.

Petty offenses are tried here by a mage named Orisk (LE hm M7), presiding as judge. Justice is swift and usually involves a heavy fine for offenses such as drunk and disorderly conduct. More serious offenses are currently judged by Lord Orgauth himself, although he has voiced the idea of appointing a magistrate soon.

61. Twilight Hall

Thanks to the Razing, the temple of Cyric has fallen on some hard times. The new temple, called Twilight Hall, is run by Fornault Blacksun (LE hm C14 of Cyric) and his 16 acolytes. Services are held every morning at an hour before sunrise, and every evening at an hour after sunset. A special service is held at midnight once per week. Extremely special services/feasts are held during solar eclipses.

Twilight Hall is a squat structure of blackest granite, with Cyric's symbol hung over copper double doors, which provide access to the sanctuary. The complex includes a parsonage for the clergy to sleep and study in, plus a special chamber used for communing with Cyric. The entire structure is guarded by *protection from good* and *protection from magic* spells—clerical magic





can still be cast, but wizard spells and magical items of any type cease to function. This reflects Cyric's hatred of Mystra.

The subterranean section contains tombs, which recently have been stocked with the bodies of noted Cyric worshipers. For example, followers of Cyric have brought the remains of the Mirrormane brothers to rest here. A special arrangement with Khelben Arunsun of Waterdeep resulted in Lord Chess being buried here as well.

While Cyric certainly still has his adherents in Zhentil Keep, there is little doubt that the god's following has been badly depleted. No one is foolish enough to attack the complex outright, but any overt show of devotion to Cyric on the streets is fair game for the worshiper being struck down by bitter citizens.

62. The Pride of Zhentil Keep

Never has a place been more misnamed. This inn is a dirty, cold place where, as one very unsatisfied guest put it, "even the chamber pots leak." It has been around since before the Razing, and the siege did not help matters much. The inn is a worse dive than ever. Volo Geddarm, the renowned traveler, has described the Pride of Zhentil Keep as "one of the ten worst locales of any kind in the Realms" (and yes, Volo *has* been to Zhentil Keep's dump).

The Pride of Zhentil Keep is surely the worst inn in the city, if not the entire Moonsea region. It is run by Berk (NE hom T5), a lazy half-orc with intractable body odor who is assisted by Usta and Gres, his half-orc serving wenches. The 30 rooms' locks are flimsy, the roaches are big, the portions are small, and the ale tastes like bilge. Prices are 4 sp for a room, 1 sp for food, and 1 cp for a mug of house brew. No longer are there any mercenaries who can be hired to ensure a good night's sleep; only those with the keenest ears, the fastest reflexes, and the sharpest eye get peaceful rest.

Why is it still in business? Aside from the fact that it is one of the only four surviving inns in town, ignorant travelers are often steered here by guides and city guards who have a sick sense of humor. Usually, by the time the poor fools arrive at the inn, it is too late to go wandering around, and thus they reluctantly stay the night.

It should be borne in mind that the Pride is not necessarily a place where one gets a dagger in the back. That's because even the thieves and assassins of Zhentil Keep have their pride, and refuse to frequent this dive. If anyone does die, it is more often from food poisoning, some exotic disease, or a broken neck from tripping on a loose stair.

63. The Defiant Gesture

This is a three-story inn that appears to be in good repair. The signboard over the entrance depicts a human hand with

thumb and pinky tips touching (an obscene gesture in and around Zhentil Keep). Twenty-four rooms on the premises are rented for 10 gp per night. Stables attached to the rear of the inn house mounts for 5 gp per night. A bath costs 1 gp, meals are 4 gp, and the weak ale costs 5 sp. The prices are steep because of the difficulty getting decent food into the city.

The inn is run by Trevis Uhl (N hm F9), formerly a Zhentilar warrior, who is ably assisted by three barmaids named Dierdre, Talisan, and Emmi. When the siege first started and most of Zhentil Keep went up in holy fire, Trevis decided that staying to fight was suicidal. Trevis wears a silver necklace with a small shield trinket on it that acts as a *ring of protection* +3. His *claymore* +3 lies under the bar, within easy reach.

The clientele of the Gesture is mostly middle-class folks and well-to-do strangers. It is expensive enough to keep out the riffraff and most Zhentilar. Trevis's fighting prowess guarantees there are no disturbances or customers who refuse to leave when asked.

64. The Jagged Rocks

Commonly known as the Jagged Rocks, this building is the new temple of Umberlee. Craftsmen modified the exterior of the structure to resemble a large rock outcropping similar to what one would find on a rocky shoreline. A shining light at the apex represents a lighthouse. The temple has no crypt, since all the faithful are buried at sea, in homage to Umberlee.

The Jagged Rocks is overseen by a priestess known simply as Stormmistress (CE hf C12 of Umberlee), with six priestesses as helpers. Services are held during high tides. Special celebrations are held during fierce storms.

Since Zhentil Keep is busy rebuilding its navy, many find it necessary to placate this sea goddess as the ships are being constructed. The religion has been gaining a steady increase in converts, though some in the city wonder why, if Umberlee is so wonderful, did she not help the boats that tried to set sail during the Razing. Zhentil Keep's entire fleet of merchant and warships was destroyed by white dragons, and many mariners bitterly remember that night.

65. The Palace of Sweet Pain

The Palace of Sweet Pain is the new temple devoted to Loviatar. It is designed with definite gothic tones, with barbs and spikes all over the turrets and battlements. The entire building has an air of gloom and menace, and the rumor goes that anyone who falls asleep and has the shadow of the temple fall upon them will have nightmares. Even so, these nightmares are supposedly not mere bad dreams, but cryptic messages and revelations, though no good news ever comes from them.





A night in the Pride of Zhentil Keep is not a very pleasant experience.

The sections below the temple are a terrible collection of torture chambers, cells, and special rooms where unspeakable revels occur. However, there is one interesting feature to the subterranean section: a maze called "The Broken Body." This labyrinth is filled with various traps and pitfalls, each designed to injure and maim, but not kill (at least not immediately). When a supplicant reaches the maze's objective, she may ask Loviatar questions as if she had just cast a commune spell, with one question allowed per level of the individual.

This new temple is attended by Zhentil Keep's old high priest of Loviatar, High Torturelord Ulamyth Quantor (LE hm C17 of Loviatar), who is aided by 14 priests and priestesses. The clergy of Loviatar often interrogates prisoners, punishes criminals, and (somewhat oddly) entertains at rich parties.

Loviatar's congregation remains much the same as before the Razing. It still consists mostly of ruthless bullies who enjoy inflicting pain on others, miserable guilt-ridden fools who enjoy getting punished for their supposed transgressions, and insane or depraved individuals who defy description.

High Torturelord Quantor has been given a revelation by Loviatar that all is not as it seems with Lord Orgauth. Quantor finds this mystery to be amusing, but does not know how to approach the situation.

66. Lodge of The Great Hunt

Now called the Lodge of the Great Hunt, this temple of Malar is a long, low building made of great hewn tree trunks, covered with a thatched roof. It appears rather out of place among the high, stone buildings of the rest of Zhentil Keep. The interior has been decorated to resemble a hunting lodge, with animal skin rugs, a roaring fire in a hearth, and numerous mounted animal trophies. This building was formerly occupied by the Leathercrafters' Guild, and was taken over by Malar's clergy after the Razing. Members of the Leathercrafters' Guild still hold considerable ill feeling toward the church of Malar because of this.

The Lodge is under the control of Huntmaster Baerdeth Malagar (CE hm P16 of Malar), who is attended by 12 specialty priests. Malar enjoyed a large following before the Razing, and the clergy is now busy rebuilding the congregation. Though Malar worship is more directed at sparing the





worshippers from Malar's wrath and the wild animals that hunt, the predatory nature of Zhentil Keep (with regards to the other cities of the Moonsea and the Dalelands) makes Malar a natural choice for the suffering masses.

There is very little in the way of organized services for Malar. Most worship takes the form of hunts that range outside the city walls. During the siege times, these hunts consisted of wild, almost suicidal forays into the enemy camps, with a particular goal in mind (for example, stealing a gnoll chieftain's weapon or finding a frost giant's thumb). Worship of Malar increased during the lean winter months, as the supplicants prayed that natural predators, which were also having a harsh winter, would leave the city alone. While many in the city starved in the winter, the hunting parties of Malar found game and kept their faithful fed. Coincidentally enough, their ranks swelled during this time.

Besides conducting their normal services, members of Malar's clergy are raising and training of hunting dogs. Many of these beasts are captured as pups in the wild and trained at the temple. This has caused some friction with local druids, but for now it is a minor quibble at worst.



Kornah the Crazy

67. Custom House

This small, squat fortress was reopened and converted into a custom house. All merchants coming to and from Zhentil Keep report here, record their activities, and pay entry and exit taxes. The entry tax is 1 gp per wagon, and the exit tax is 3 gp per wagon. The Custom House is opened from sunrise to sunset. Caravans that foolishly decide to leave at night or enter at night pay double the fees, and usually (65%) undergo careful cargo inspection.

The Custom House is staffed by 12 3rd-level Zhentilar guards, four bureaucrats, and two 5th-level wizards associated with the new guild. If a warning gong is rung once, another 12 guards enter in 1d4+1 rounds. On two rings, 18 guards and two more 5th-level wizards show up instead. Three rings sound a general alarm: The gates are shut while 36 3rd-level Zhentilar and six 5th-level Zhentilar rush to the area to defend it.

Adventuring companies and normal individuals must also register. For those on foot, entry tax into the city is 2 cp and exit tax is 1 sp. For those on horseback, the tax is 1 sp for entry and 2 sp for exit. Visitors who use winged mounts, flying carpets, or any other airborne transportation pay 1 pp for entry and 2 pp for exit.

At any given time, the Custom House's strong box holds 1d20×3 pp, 1d100×10 gp, 1d100×15 sp, and 1d100×25 cp.

68. Residence of Kornah The Crazy

This simple one-story, three-room stone house is the home of Kornah the Crazy (NG hf R9), an expert Harper agent who poses as a city guide. In keeping with her eccentric guise, the house is a comfortable mess, with various and sundry objects scattered everywhere. Nestled close to the city wall, away from the main thoroughfare, Kornah's house is a known refuge to all Harpers who visit the Keep. Extreme measures are taken to ensure that no neighbors become suspicious at the sight of strangers visiting her at all hours of the day or night.

Kornah has a pet crow named Shalla, who shares a weak mental link with her mistress. Shalla usually remains in the house, but if anyone breaks in she flies off and unerringly reaches Kornah, alerting her to the intruders.

69. The Tesh-Wave

With a signboard depicting a large wave on the river, this is a moderate tavern with decent food and drink—supplies permitting. The tavern is located on the dock area outside the main wall, and it has a splendid view of the River Tesh and the ruined city on the northern bank. The Tesh-Wave





has become a favored launching point for adventuring parties going into the northern ruins.

The Tesh-Wave is run by Koleth (N hm F1), a middle-aged man with no family. When the Razing came, he simply boarded up his place and hid in the basement until it was all over. Then he ripped off the boards and opened again for business, none the worse for wear. Koleth's three serving wenches are Deanna (who has a loose reputation), Roxanne (the sweetheart everyone treats like a kid sister), and Dora Stonethrow, a female dwarf with a flaming red beard and a cranky disposition. Dora is acknowledged as the tavern's arm wrestling champ. Most meals run 2 sp, most drinks 5 cp.

Many sea captains and river boat commanders frequent the tavern, making it a favored site to hire a boat. However, these days it is rare to find someone crazy enough to sail across the Tesh to the northern ruins.

70. The Burst Boil

Though this place is a tavern, one would never know to look at it. On the outside, this wooden hovel appears unremarkable. The only irregularity is a faint rune scratched into the door. The rune is the word "rest" in the goblin tongue. This comes as little surprise, since this is a humanoids-only bar. It is a small, crowded, smelly, loud, dirty place with sawdust on the floor and flies in the gruel. It is frequented by orcs, half-orcs, gnolls, goblins, and other humanoid races that happen to wander by. Any humans blundering into the Boil get mugs hurled at their heads, threats leveled at their persons, and then are told to leave immediately. Any demi-human entering the bar is beaten, stabbed, shot at, robbed, and then told to leave immediately.

The Boil is owned by Frrahr the gnoll, who has lived in Zhentil Keep for the last five years. His bribes are paid up, so the Zhentilar who act as city watch leave him alone. There are no tavern wenches in the Boil. Patrons go to the bar for drinks and then take them back to their seats. Gruel costs 1 sp and ale costs 5 cp.

Many humanoids who were part of the siege forces, but managed to desert their army and hide in the city, can be found here. It is a common meeting place for humanoids when they wish to rendezvous and plot the latest takeover of their world.

71. The Mug and Mutton

The Mug is a rowdy tavern located on the city's main avenue. A large wooden board is mounted to the right of the outside door, and nailed to it is a wooden drinking mug and a small stuffed sheep, hence the tavern's name. The Mug is frequented by folks from all walks of life: Mages, merchants, thieves, Zhentilar, laborers, adventurers—all types find their

way to the Mug and Mutton for a tankard of beer and something hot to eat.

The tavern is run by Olford Thrax (LN hm F1), a man in his late thirties who seems to imbibe as often as his customers. Olford enjoys eating, watching pretty girls, and gossiping about everything under the sun. The four tavern servers are Karyl, Lorna, Toria, and Salena. Salena (CN hf T2) is a practicing thief, but this is not known to anyone. Meals run from 6 sp to 2 gp, with drinks ranging from 2 cp for cheap house brew to 2 gp for carafes of expensive wines.

72. The River

A low-slung building with four different drinking areas, the River is the largest and best tavern in the city. A constant flow of bribes to law enforcement and mercantile officials guarantees that no one bothers the clientele, and the menu always offers a variety of dishes to choose from. The River is the only tavern in town having private rooms for meeting and/or drinking, with stout doors that lock from the inside.

The proprietor of the River is a man named Keris (NE hem F5/M5/T7), a well-dressed con man who won the tavern from the previous owner and now has a burgeoning business. Even though Keris' alignment is evil, it must be explained that this is evidenced only in his dealings with the law and finances. As for his clients, Keris is quite strict about maintaining their safety while under his roof. (Certainly Keris does not mind bilking some customers out of a major portion of their funds in a dishonest game of chance, but he draws the line at violence.) He employs a dozen serving wenches and four serving boys, who are all willing to extend services beyond just serving drinks, if the proper incentive is produced. Drinks range from 5 cp for the cheap stuff, to 5 gp for the truly exotic liqueurs which Keris' connections keep him supplied with. Meals range from 2 sp for simple fare, to 5 gp for a feast. A group of four or more revelers can rent one of the four private rooms for 2 gp per hour.

It is not unusual to see many of Zhentil Keep's movers and shakers having a drink at the River. It is a place to see and be seen. Unlike many other taverns in the Realms, where any bard may just stand up and perform, Keris only allows a bard to perform if he himself has heard the minstrel's selection beforehand. Keris also asks for a 20% cut of any money thrown at the bard.

Keris's other sideline is that of fence. He conducts that business in his office, recording all transactions in a ledger. Keris's office has a secret trap door that leads to the sewers. For his defense, Keris has a *ring of teleportation*, an oddity he found during his brief stint as an adventurer. The *ring* instantaneously teleports him to the Crypts, where he fetches a dozen Zhentilar and brings them back to the River, to deal with any problem.





73. South Cemetery

Named back when there were more cemeteries in Zhentil Keep (all in the northern portion), this is now the only cemetery still maintained and accessible. Situated in the extreme eastern corner of the Keep, the South Cemetery is sealed off from the casual public by a 6-foot-high stone wall, topped with a spiked black iron fence that adds an additional 4 feet to the wall's height. The entry to the graveyard is a pair of huge doors made of black iron carved with death's heads, hourglasses, winged creatures, and setting suns. Atop the gate is a glyph which supposedly seals the cemetery, preventing undead from entering or leaving. Anyone who takes a good look at the glyph (and *no one* has done so in a while) sees that, while the glyph is intact, it is no longer set properly. There is currently no caretaker for the South Cemetery, but a priest of Kelemvor would feel obliged to attempt to make the place look a bit more presentable—and to lay to rest any roaming undead creatures encountered.

Inside the walls is an eclectic collection of tombs, burial mounds, gravestones, crematory urns, and statuary. The ground is disturbingly wet and springy due to the high water table in proximity to the river banks.

The easternmost guard tower in the city wall also marks the easternmost point in the South Cemetery. However, the Zhentilar are reluctant to patrol there. In fact, all the arrow slits and murder holes in the walls that face into the graveyard have been sealed with mortar. Naturally, none of the Zhentilar are willing to admit that they are afraid of the cemetery.

When wandering the graveyard after dusk, random encounters are checked for once every 30 minutes (three turns), with a roll of 1 on 1d6 indicating an encounter. An asterisk (*) means that particular undead type cannot leave the cemetery's borders.

d10 Roll	Random Encounter
1	3d4 rats
2	1d8 Zhentish sewer rats
3-4	2d6 skeletons
5-6	2d4 ghouls
7	1d6 shadows
8	1d4 wights*
9	1 spectre*
10	1 ghost*



The South Cemetery can be a peaceful resting place for the dead, but only during daylight hours.





Since the graveyard was originally “consecrated” to Bane, his apparent demise has turned it into unholy ground. Anyone buried here has a 30% chance of rising as an undead creature, checked for once per full moon. Attempts at turning undead are made as if the undead were one step higher on the Turning Undead table (in the *DMG*).

It is possible that some evil power may attempt to use the undead as some form of servants, but no one has yet made the effort. In general, the cemetery is left alone, with the occasional burial made during daylight hours.

74. Bath House

This ornate marble building is a holdover from the pre-Razing days that has managed to survive intact. Built over a rare mineral hot spring, the bath house has large communal pools and smaller private pools filled with soothing hot water. A selection of cool wines are offered for the bather who does not wish to get too overheated. Massages by experts are also available, rounding out the entire experience of the bath house. The bath house is the perfect place for the rich, the powerful, and the magically gifted to gossip, relax, and talk shop.

Valourish the Younger of Calimshan (CN hm M15) is the proprietor. Since the time of the Razing he has kept a low profile until the city stabilizes. His pride and joy is a *djinni bottle* with a marid under his command. Valourish keeps control of the house through the courtesy of four massive eunuch warriors (LN hm F12) armed with *scimitars* +3. The eunuchs, who also happen to be mute, silently bow in welcome to all guests, and lead them to the proper pools after taking the admission price. Admission is 5 gp for the communal pool, 7 gp and 5 sp for the private pool, and 2 gp for a massage. Pool sessions last for two hours, and a massage lasts 15 minutes.

The bath house experience is common in the warmer southern lands, and it was built by a Calishite wizard in a fit of homesickness and disgust with the cold Moonsea climate. As a result, many foreigners, especially wizards, frequent the bath house, so much so that many people joke that the bath house is Zhentil Keep’s second wizards’ guild headquarters.

75. Tower of The Art

After the disaster of the Razing, a ragtag band of wizards joined forces in the southern portion of the city and decided to depend on each other for mutual survival. They found and moved into a large tower that at one time belonged to a powerful archmage, rehabilitated it, and renamed it the Tower of the Art. The edifice is 10 stories high and dominates the Zhentish skyline—an appropriate thing, since the city’s life has always been interlinked with the forces of magic. The

Tower holds of numerous bedrooms, studies, labs, workrooms, lecture halls, libraries, and store rooms. The top level is an observatory. Interestingly, the Tower has no front door; when a visitor rings the bell at the front portico, the mage on duty in the tower activates the *teleport* spell on the marble slab that the visitor is standing on, which whisks him or her to a magical circle in the tower’s ground floor. Exiting the tower is much the same way—a mage in the tower must trigger the spell, allowing the visitor to leave.

The guild is run by a mage named Thagdal (LE hm M16), a native Zhent. Fortunately, his love for the Art is as great as any obligation he feels toward the city and its rulers. His favorite item is a ring of truth, which he wears when he interviews prospective guild candidates. Initial entry fee is 50 gp per level of mage, with annual fees of 25 gp per level. Nonguild mages may use the facilities, but only if they pay 25 gp per hour of usage and are willing to be constantly monitored by a guild mage.

The guild’s first and foremost goal is mutual survival, coupled with preservation and promotion of the Art. Hence, the Tower is magically shielded and warded so that nothing may *teleport*, *gate*, *plane shift*, or *blink* into the structure, except as listed above. These barriers also prevent outsiders from scrying and any astral or ethereal travelers from gaining access. Additionally, wizards inside the Tower can still summon creatures as per their respective spell ability.

76. Deserted Orphanage

This squat, two-story building used to be an orphanage, but now serves as the headquarters of the (currently) largest of Zhentil Keep’s thieves’ guilds. The interior is gutted, with most of the partitioning walls gone. Debris is scattered all over the floor, making any attempt at walking quietly an exercise in futility. Thieves who attempt to walk across the floor suffer a -15% penalty to move silently rolls. There are still four stone hearths/chimneys in place, and one of them contains a secret trap door that leads to an underground complex. If a small metal handle is not turned properly, however, the intruder who plans on using the trap door suffers the attack of 2d4 darts (THAC0 10), each inflicting 1d4 points of damage. The darts fire from a mechanism in the chimney. A victim must make a save vs. poison, with a cumulative -1 penalty for each dart that hit after the first one. Failure to save paralyzes the victim for 2d6 turns. (Note that up to two people may be in the line of fire for the darts, all of which affect both victims—roll 2d4 per victim.) In addition to the darts, the trap triggers a loud clanging noise that alerts the guild below to trouble up above. Climbing down the secret tunnel, the visitor finds himself in a well-organized underground headquarters, with four thieves of





1d6 levels as the sentries. The guild complex itself contains sleeping quarters, loot storage rooms, tool-making workshops, a tailor, a leatherworker, and a small shrine to Tymora, goddess of luck. Everything that a thief would need to better ply his trade is found here.

This is the only truly organized thieves' guild in the new Zhentil Keep. The guild is forbidden to exist by Zhentish law, and is the best kept secret in the city (save for the true identity of Lord Orgauth). The leader of the guild is Tyana Softfoot (N hf T15), a very average-looking woman who can easily blend into any crowd, and who has a weakness for exotic desserts. She organized the guild for the same reasons that the wizard Thagdal organized his guild: mutual survival, and propagation of her trade. As the guildmistress, Tyana is a well-organized leader and a brilliant strategist and tactician, with survival her first and foremost concern. She has managed to take a pack of five dozen thieves of assorted races and levels of experience and shape them into a tight, secretive guild. Tyana is a lifelong resident of Zhentil Keep, and knows well the lay of the land as well as the political situations and the idiosyncrasies of many of the city's most influential and/or well-known people. Tyana realizes that her guild is highly illegal, rendering secrecy of the utmost importance. If she feels that the location of her guild is about to be compromised she will kill the offender, despite her aversion to murder.

77. Zhentilar Headquarters

As is well known, the Zhentilar are the armed forces of Zhentil Keep. The current headquarters is an old Zhentilar armory. The headquarters also has a massive armory underground, and the equivalent of a brig. The cells are for Zhentilar who violate their military oaths, as well as private citizens who engage in treasonous behavior.

This structure is commanded by the captain of Zhentil Keep's security, Ulgrym (CN hm F13), a senior Zhentish army captain who has been around since the Time of Troubles. He and his garrison of 750 soldiers occupy both the headquarters and the barracks nearby, planning strategies and coordinating the city's defense. The building houses the entire command structure of the Zhentilar forces. The building is well defended and not often visited by strangers. After all, the only contact the average person needs with the Zhentilar is in terms of city law enforcement, which is what the Crypts are for. Any non-Zhentilar who wants to set foot past the front door had better have a compelling, life-or-death-of-the-city reason to be there, or be unceremoniously thrown out.

There are always 18 3rd-level and one 5th-level Zhentilar on active guard duty. A nearby alarm gong alerts the

troops for action, with three gongs being the accepted signal for a major emergency.

78. Black Network (Zhentarim) Headquarters

A small, ornate mansion houses the remains of the Zhentarim headquarters in Zhentil Keep. The manor is a sort of "embassy" for the Black Network. Even though its presence is downplayed, Lord Orgauth knows of its existence, as do most of the city leaders. The front and back doors are guarded by a *glyph of warding*, a nasty specimen called "Zeeas." Any non-evil being who passes under the glyph without whispering the word of passing triggers the energy with a bright red flash and a loud *bang!* The victim must then make a successful saving throw vs. death magic or drop dead on the spot.

Staffed by the self-titled Nimbaud the Magnificent (LE hm M8), a Zhentarim member, it is the only remaining contact that the Black Network has with the city since the Razing. The mansion is guarded by six Zhentarim warriors (km & hf F7) bearing two-handed swords, plus Synnda (LE hf C7 of Cyric), a cleric of Cyric, her assistant priest Goral Righthand (LE hm C5 of Cyric), and two thieves who act as assassins and spies when needed. The thieves forsook their regular names and are now simply called Shadow (LE hf T10) and Mist (LE hm T9).

Nimbaud's task is to keep an open line of communication between the Network and the leadership of the Keep. He is to monitor the Keep, determine when the reconstruction is done, and recommend the moment when the Black Network can move back in and seize the city in a swift, near-bloodless coup. The Network maintains good solid relations with the temple of Cyric. There is obvious friction between the Zhentilar and the fledgling mage guild, fueled by mutual mistrust. Considering the debacle of the Razing, the Network is more intent than ever to use only subtle machinations.

The manor is stocked with all manner of collectable works of art many of them religious icons of Cyric, but Nimbaud's pride and joy is a *crystal ball with ESP*, which he uses to spy on the city's leaders as well as to communicate with his superiors at the Citadel of the Raven. Nimbaud keeps the crystal ball out of sight when company comes; actually, only he and Synnda know of its existence.

79. Barrodar's Fantastic Fabrics

Under the guise of a fabric merchant specializing in the sale of bolts of cloth from all over the Realms hides the most successful fence left in the city. Barrodar (NE hm T12) the merchant is the finest unallied fence in Zhentil Keep. His loyal-





ties are only to himself; he does not work for or take orders from any exclusive group. Barrodar does not deal in information, rumors, or his list of clients. People who whisper the right words in his ear open an opportunity to deal with an expert who can fence their stolen goods or introduce them to a black market source.

The only way the PCs can find out about Barrodar is to live in Zhentil Keep for at least a week, meet some of the less-reputable members of the society, and have one of them owe the PC a favor. At that point, the PC just might get Barrodar's address. Barrodar never fences for anyone he doesn't know, or anyone who has not been recommended by someone he knows—no exceptions.

During the Razing, Barrodar lost his original business, located in the northern portion of the city. However, it did not take him long (three days, to be exact) to find this empty shop and set up a new business. Barrodar is, among other things, a survivor. The stolen goods and other interesting merchandise are kept in the cellar. Barrodar lives in the apartment above the store.

Barrodar is aware of the existence of the thieves' guild in Zhentil Keep, but he remains mum about it. He and Tyana have a very profitable arrangement, and he does not want to see it ruined.

80. Prosperity House

Prosperity House is a huge complex that includes the Silverguild Manor, the Prosperity Emporium, the Prosperity Caravan Company, and the caravan staging grounds.

Silverguild Manor (80a on the color map) is an attractive, comfortable manor house staffed with a dozen servants. Here lives Malvred Silverguild (N hm F1), the most important merchant in the new Zhentil Keep is a man named. He is one of the richest men in the Keep, and may even be considered for a position as a new Lord of Zhentil Keep, as his wealth approaches that of Lords Payr'adar and Halaster. He is a shrewd man who is rarely outfoxed in a deal. He is a patron of the arts who enjoys funding deserving bards, especially if they compose a flattering ode to him. Malvred is not much involved in city politics. He still clings to the hope that Waukeen, goddess of Trade, still lives. Things like the Black Network, church of Cyric, Zhentilar, and Zhentish citizens mean little to him compared with earning some gold. However, his wealth may thrust him into a higher profile than he would have liked.

Malvred posts a personal guard of 14 mercenaries (hm & hf F4) to protect Silverguild Manor in addition to the four bodyguards who accompany him everywhere. Living with him in his mansion is his perpetually bored wife Eunice, his spoiled rich brat of a daughter Emelia (N hf F2), and his lazy

son Meryn (N hm F2). Both of his children have received warrior training and enjoy carousing in the streets and bars of the Keep. They are always on the lookout for a new challenge or conquest.

The Prosperity Emporium (80b on the color map) is an "all services" mercantile shop of great size. Any item that can be worn, eaten, or used in battle can be found here, at a 5% markup from base prices. When the caravans are moving well, any items from (9358) *Aurora's Whole Realms Catalogue* can be found here, with a 10% markup.

The Prosperity Caravan Company (80c on the color map) is Malvred's pride and joy. Here, he assembles caravans that make their way all over the continent, and also receives caravans from everywhere as well. Malvred has a talent for putting together the perfect caravan, and many merchants come to him for his services. In addition, Malvred hires many mercenaries and adventuring groups to guard the caravans. Many an adventurer has earned a fine bit of coin by working for Malvred. There is always a crowd of professional freelance soldiers and adventurers, waiting for word about work.

81. Sunset House

Lurking near the South Cemetery is an ornate house with heavy black drapes across the windows, and shutters for extra privacy. Stone gargoyles leer down from the roof. The doors and windows are secured with a special *glyph of warding* called "Izzeiz," available only to priestesses of Lolth. When a non-drow passes across it, it detonates with a loud roar and a flash of violet-green light. The victim must make a successful saving throw vs. petrification or be turned to stone. Even a successful saving throw still inflicts 20 points of damage on the intruder. The cellar has a secret passage that leads to a subterranean tunnel that was once part of the older Zhentil Keep ruins from centuries past. Winding one's way through those ruins eventually brings one to a steep tunnel leading to the Underdark.

This old house, formerly owned by an eccentric merchant who fled during the Razing, is now home to a contingent of drow. They are from House Mizzrym, the same house which maintains a secret Moonsea base in the ruined city of Sulasspryn. Thus far, their presence is known only to Orgauth and his consort, and the clergy of Loviatar, since these particular drow find this goddess rather fascinating. The drow, who sensed the disturbances with the Time of Troubles and later on the Razing, visited the wrecked Keep and had the good fortune of meeting "Lord Orgauth," who decided that it would be wise to establish a rapport with the dark elves of Menzoberranzan. (The pit fiend is wise enough not to dismiss a potential resource: Orgauth has found a neat solution to disposing of undesirables without killing them.





The city square in the new Zhentil Keep is a favored promenade of all the Keep's citizens.

The drow are more than happy to buy healthy slaves and send them to the Underdark.)

The drow are led by Kebella Mizzrym (CE of F7/C7 of Lolth), a cunning, cold drow priestess of Lolth. Her consort is Taybar Rozziss (CE em F5/M5), a nominal sorcerer and professional “yes man.” The balance of the staff includes a half-dozen 3rd-level drow warriors and a mind flayer advisor by the name of Xog.

The drow never venture out in daylight or on moonlit nights. As a rule, they limit their city forays to the darkest, cloudiest nights, and they walk enshrouded in long cloaks and large hoods.

Unknown to Lord Orgauth, Kebella has her own agenda for Zhentil Keep. She hopes to insinuate herself into the city’s command structure, unaware, of course, that Orgauth is really a pit fiend. Kebella wants Zhentil Keep as a staging area to launch attacks on the elves to the south, as well as to control the Moonsea coast.

82. City Square

Also called the Gathering, this small paved square is a favored lounging spot for the citizenry. Six stone benches

are arranged along the perimeter of the plaza, facing the statue of some unknown bureaucrat who apparently did something significant several centuries ago. Several stocks and pillories are set up for public punishments. Some clever vendors save their rotted produce to sell to the jeering crowds for one copper piece each. This way, the crowds have ammunition which to pelt the prisoners. Public floggings also take place here, meted out by the clergy of Loviatar. The final object of note is a rough wooden pole made from a chunk of driftwood. Messages, notices, edicts, personal notes, are fastened to the pole. It is the best way to get in touch with someone in the city. People find job opportunities, cryptic warnings, and other matters, at the pole.

Interestingly enough, the square is the only place in the city that is consistently lit at night. Illumination emanates from a pair of lanterns enchanted by some foreign wizard so that they each bum a flask of oil only once per month.

The square itself is a very popular place, and there is always a small crowd here. Bards often perform here, hoping to catch the attention of an inn or tavern owner who will like what they play and invite the performer to play at their establishment. One of the regulars in the square is an





old man in a threadbare robe who goes by the name of Sanamun. He is a chess player who is always seen with his game, usually sitting on a bench, playing against a new opponent. Sanamun plays for a gold piece a game, and he is quite good. He is a sage, specializing in the history of the Moonsea region, with a special focus on Zhentil Keep, Hillsfar, and Phlan.

83. The Dancing Coin

This fancy but secure-looking building houses Andalias (N hm F2), the most popular moneychanger in Zhentil Keep. He has currencies from all over Faerûn, and can change practically anything to Zhentish coin, and vice versa. The normal transaction cost is 10% of the value. Andalias is a man with a sharp head for figures. He is very methodical and precise, and is always thinking two steps ahead of everyone else.

Since Andalias has about 75,000 gp worth of coins on his premises at any given time, he has taken special security measures: An archmage friend of his created two clay golems and a ring which allows Andalias to control them. The golems, named Bar and Ingot, lurk in a back room and can be summoned to appear in one round.

The Zhentilar make it a point to pass Andalias' establishment often, keeping an eye out for the moneychanger.

Andalias lives alone in his beautiful home, adjacent to the moneychanging building. He is in his late thirties, and looking for a wife.

84. Lita's Equipment

A large store stocked with all manner of equipment, this business has all the new and used goods anyone could need. Except for foodstuffs, spirits, arms and armor, livestock, and spell components, Lita's Equipment has it all. Anything that can be found in the *Aurora's Whole Realms Catalogue*, the *Arms & Equipment Guide*, or the *Player's Handbook* can be bought here with only a 20% markup (very reasonable for Zhentil Keep).

Lita herself is a delight to the eyes. A young elf woman in what seems to be her early twenties, she explains that she used to be an adventurer, but her entire adventuring company was slaughtered. She salvaged their equipment, sold it, and had enough to open this shop. In fact, there is just enough truth in that story to make it sound feasible. Lita is actually a werefox (see the *MONSTROUS MANUAL*) who slaughtered her party and took their goods. Her prize possession is an *amulet of non-detection*.

Lita survived the Razing quite well, and is now looking for some excitement as well as profit. If a PC has an item that catches her eye, she attempts to sweet talk that person into giving it up or selling it cheap.

A small apartment attached to the back of the store serves as Lita's home. Despite its small size, it is lavishly decorated with all manner of expensive luxury goods.

85. The Eye of The Beholder

Despite its potentially threatening name, this is simply a jeweler/gem cutter's establishment. It is run by Artagalor Goldbeard (NG dm F4/T4), a very dexterous dwarf with an impressive gold-colored beard. Artagalor buys and sells gems and jewelry, and is a craftsman of the highest caliber. He works well with metals as well, making beautiful gold and silver jewelry.

What no one realizes about Artagalor is that he stayed in Zhentil Keep because the dwarf god Moradin commanded him to stay. The power chose Artagalor despite his common dwarf weaknesses of greed and social gracelessness, for he does have a good heart. Moradin is not pleased with the way dwarves are being treated by the Keep and its leaders, and he wants someone in place who may be able to carry out his will. Manifesting his spirit in a small silver icon of the god, Moradin told Artagalor that "this city needs a few shining lights amongst the filth."

The whole matter has Artagalor rather confused, as he does not see himself as a paragon of virtue. Still, he muses, compared to the rest of the city he is probably a paladin. Artagalor indeed is a decent fellow, honest in his business dealings, and with strong convictions of right and wrong. In fact, if a group of PCs were fleeing from the Zhentilar, he would probably take them in and hide them until the danger was passed, as he has no love at all for the rulers of the city and their lackeys.

86. On Four Feet

This large barnlike structure with an adjacent corral features horses, ponies, oxen, mules, and other livestock. (Of course, his stock has been extremely limited lately.) Additional stalls are available for horse owners to put their animals up for the night. Balrud Thal (LN hm F4) is the proprietor, knowledgeable in the care and feeding of all types of mounts. (Balrud even has two special stalls set aside to accommodate flying mounts such as griffins or pegasi.) One night's stay, including feeding and grooming, costs 10 gp, or 25 gp for exotic mounts. The animals that Balrud sells are marked up 20% from the base prices in the *PHB*, and at this price are a deal compared to the normal tenfold markup found anywhere else in the Keep.

During the leaner times, when famine hit the city during the Razing, Balrud had to be especially vigilant, as people began to cultivate a taste for horse and mule flesh. A former mercenary, Balrud found himself having to kill more than





one desperate fool who wanted to eat his stock. It is helpful that Balrud lives in a series of four rooms above the livery's main building. His few guests always cringe at the powerful odor of the animals, but Balrud has grown quite accustomed to it. In fact, Balrud seems to get along with animals better than people. A nominal worshiper of Chauntea, he has an almost rangerlike rapport with animals.

One person he especially does not get along with is Luanna Lightheart, his next-door neighbor and business partner.

87. Luanna's Forge

Despite the delicate, almost elvish sounding name, Luanna (CN hf F3) is a rotund, muscular woman who wears her blonde hair in two huge braids. She is an accomplished blacksmith and iron worker. She shoes horses, repairs armor and weapons, and creates metal tools and items. Her proficiency at smithing is unparalleled in the city, and her prices are on a par with the average costs of a smith, as opposed to the usual inflated Zhentil Keep pricing. Dwarves who meet her often observe that, if she were but 2 feet shorter and had a beard, she would be the ideal woman.

One person who considers her less than the ideal woman is Balrud, the livery man. These two simply do not get along, as they bring out the worst in each other. Balrud is a man of nature who finds much to appreciate in living, growing things, while Luanna enjoys the ability to pound lifeless iron into a useful tool. This is not a case of two people who bicker but have a underlying love for each other; they truly hate each other. Unfortunately, they are in a financially symbiotic relationship. Balrud's horses require shoes, and Luanna's horse-shoes require, well, horses. Since their businesses are adjacent to each other, they have no choice but to work together often.

Luanna is worshiper of Gond. During high holy days, she takes handfuls of iron gears and hurls them at Balrud's building. The latter often retaliates by sneaking into her house and releasing a sick goose or a pig, then laughing madly at the horrible mess the animal leaves all over the environs.

When the river bridges are rebuilt, Luanna will be called upon to help build new components such as gears and cogs. This will make her a target of those people who do not wish to see Zhentil Keep (or its separate components) rebuilt in any way. However, like many priests and followers of Gond, Luanna does not see the moral side of things; all she sees is a project that needs to be done, a challenge that needs to be overcome. As long as people leave her alone, she is content to leave them alone as well, and get on with her work.

Luanna's pride and joy is a massive, two-handed *war hammer* +4, a gift given to her by a dwarf admirer. Anyone who attempts to give her grief will be on the receiving end of this nasty weapon, wielded with her formidable (18/76) strength.

88. The Spice of Life

There are precious few halflings in Zhentil Keep, and this herb and spice shop is one of those places where they are found. It takes either a very stubborn or very stupid halfling to go against the grain and try to make a life in Zhentil Keep, as the halfling's size and reputation make him an easy target for bullies.

Ascot Stumblefoot (NG halfm F3/T3) is an extremely polite, impeccably mannered, and very stubborn halfling. A bit of an Epicurean, his prime motivation for settling in the Foreign Quarter eight years ago was the proximity of a rather fine vintage of wine and a very special blend of tobacco. Admittedly, Ascot had thoughts of leaving during the Razing, when he was down to only three meals a day and it appeared that the entire city would go up in flames, but his stubbornness prevailed, and he did not budge an inch.

Ascot runs his herb and spice store, offering a selection that must be seen to be believed. Besides the commonplace spices and herbs, his store carries exotic merchandise from places as varied as the Moonshaes, Kozakura, Maztica, Zakhara, and, some whisper, even certain rare herbs that grow only in the Beastlands, in the Outer Planes. His inventory is priced at only 5% markup over base prices, and includes any herbs, plants, and spices a PC can think of, including things like wolfsbane, belladonna, and nightshade. In addition to herbs and spices, Ascot also sells a wide selection of teas and tobaccos. Whatever he does not have in stock, he can order, since Ascot has numerous connections.

Ascot eats, drinks, and smokes far too much, and he has never completely given up his con-man scams that he employed when he "took up the way of the wanderer and warrior," as he calls adventuring. He lives underground, in a warren of tunnels made into comfortable rooms only big enough for a halfling, gnome, or possibly a dwarf. This comfortable dwelling lies directly under the shop.

89. Way of The Warrior

This long hall is the headquarters of the only fighters' guild in town. Called the Way of the Warrior, it was formed during the tumultuous events of the Razing. During that time, the Zhentilar hired many mercenaries to fill out the ranks of the defense, in the face of the besieging forces. Many of these warriors had private reservations about fighting for a political entity that seemed to be cursed by the gods. The Way was formed as a means for the fighters to unite in a pact of mutual support and cooperation. Each member is tattooed with a flaming sword on his upper left arm. The guild currently boasts 47 members, with levels ranging from 1st to 10th. It is run by Cerenna True-edge (LN hf F12), a 60-year-





old woman who is a veteran of many campaigns. Though age has slowed her down a little, her skills are mostly intact and she can beat almost anyone in a fair fight.

The hall is a low-slung one-story building, which features a meeting room, weapon and armor repair shop, shrine to Tempus, training rooms, and two communal sleeping chambers. The guild provides a place for a warrior to rest his head, sharpen his weapon, bang out the dents in his armor, and perhaps find employment. Many caravan leaders come to the guild to hire escorts. Guild admission is 50 gp, and annual dues amount to 5% of the warrior's earnings.

Entry into the guild is a two-step process. The first step is to be nominated for membership by an existing member, or a former member who left in good standing. The second step is a bout of nonlethal melee with one of the instructors. The applicant need not be able to beat the instructor; a convincing showing of the applicant's ability to competently wield a weapon is all that's needed. Membership is open to males and females, humans and demihumans, and all the many types of warriors there are. Rangers, paladins, cavaliers—all are eligible to join. Multiclassed fighters are also allowed, with the understanding that their magic, clerical devotions, or thieving skills are not welcome within the walls of the hall.

There is currently some tension between Cerenna and Ulgrym (the captain of the guard). Ulgrym wants the warrior guild to drill with the city's defenders, but Cerenna refuses, citing the guild's independence and the promise that they will defend the city if it is under attack. The Zhentilar are not used to taking people at their word, but Cerenna points out that that is not her problem.

90. Riverbank Theater

Even a city in the midst of rebuilding needs its arts, something which the pit fiend/Lord Orgauth acknowledges. The Riverbank Theater is a large playhouse with near-perfect acoustics. For the longest time, the Theater was used as a camping area for humanoid armies under Zhentish employ. After the Razing, however, it was abandoned, then to be taken over by a small handful of bards and other performers who were unable to leave the city. When Lord Orgauth heard of the situation, he hired the artists to restore the theater and put on shows again. Thus, Lord Orgauth became, in the eyes of many, an enlightened patron of the arts.

The artists did their work well and restored the theater to its original grandeur, limited only by the scarcity of supplies during the lean months. The building has a seating capacity of 2,500 people, which is currently 10% of the city's population! The entire theater is posh, featuring very comfortable seats, soft crimson carpeting, beautiful tapestries on the walls, all lit by globes of colored glass with *continual light*

spells cast upon them. Many wandering performers are surprised to find such a place of beauty and enlightenment in a city with such a sordid, evil reputation. This, however, is precisely what Lord Orgauth wants to happen. The pit fiend is doing his best to very subtly undermine a lot of the talk of the Keep's alleged wickedness. He wants to lull the other cities into a state of false security, making them think that the Keep is no longer a threat.

Bards, jugglers, jesters, dancers, and actors put on nightly performances at the theater. The current, popular play is called *Cyric the Duck Sun*, a satire portraying the god as an evil waterfowl trying to take over the entire pond. The people howl with laughter while the clergy of Cyric howls with outrage at this blasphemy. However, as the clergy of Cyric is none too popular these days, they are powerless to do anything about it.

Once more, this is part of Lord Orgauth's cunning plan. With plays like *Cyric the Duck Sun*, the pit fiend hopes to gradually undermine the people's faith in *all* gods and goddesses. Since Orgauth continues to fund the theater, one can only guess that there will be more such performances, each one aimed at a different deity.

91. The Hall of Rulership

Once an ancient fort during the Keep's wilder days, centuries ago, this stout building now serves as the seat of government for Zhentil Keep. The bulk of the building is taken up with offices for the running of the different departments in the city. Orgauth's throne room is in the Hall; this is where he receives all his visitors, as everyone is forbidden to enter his manor. He also has a large office, where he conducts less formal business. The other lords of the Keep, as well as the Captain of Zhentil Keep's Security, have offices in the Hall. A secret tunnel in the basement leads to Orgauth's manor, and Orgauth and Desmonda are the only ones who know of its existence.

One of the Hall's most impressive rooms is the Lords' Room, a huge chamber dominated by an expensive oak table with a map of Zhentil Keep laminated into its surface. This is the room where "Lord Orgauth" assembles his fellow rulers of the city in order to come up with new civic plans. Of course, it is all a sham; Orgauth uses his pit fiend abilities to warp the wills of all present, making them agree to whatever he says, but tinkering with their minds so that they believe that they actually had a say in what was going on.

The Hall is always guarded by 15 3rd-level Zhentilar, five 5th-level Zhentilar, and overseen by a 7th-level Zhentilar warrior. It is open to the public in a limited capacity: There is a department of records, which contains all of the records that were rescued or salvaged during the Razing. This turned out to be a very small amount indeed, as most people were



too busy trying to escape with their lives to bother with rescuing paperwork.

Salvaging is another matter, however, and it is still being attempted. These attempts are coordinated by a rat-faced little man call Zark (LE km T1), a member of the Zhentarim who specializes in scribe work and research. When he was recruited by the Black Network, he imagined a life of debauchery, drunkenness, looting, pillaging, and stepping on other people. Instead, he got stuck in the hall of records, watching all the information and reporting back to the Zhentarim if anything of interest crossed his desk. Therefore, Zark is not a happy man, and he is determined to make the lives of anyone trying to look for records into a living hell. In addition, he is in charge of sending adventuring parties into the northern, ruined city in order to salvage important papers. On such missions, he does his best to pay the least amount of wages possible.

92. The Docks

Though not nearly as large as the docks in the northern section of the city, these docks now handle all sea and river traffic to and from Zhentil Keep. There are several piers, two dry-docks, and a dockmaster's shack. In order to provide security, a detachment of 24 3rd-level Zhentilar is permanently assigned here, staying in the wall tower that juts out to the river's edge. They are under the command of a 5th-level Zhentilar.

The dockmaster is a retired sea captain, Shamus Dolphinsbane (N hm F3). In addition to having a ridiculous name, Shamus also has the annoying habit of asking far too many questions, most of which are irrelevant to what the Zhentish authorities want to know about arriving ships. ("Nice ship. How many knots can she do in a storm?") He also tends to launch himself into irritating tangents and long-winded stories about the sea. When Shamus is not wandering the docks or in his shack, he is at the Tesh-Wave, drinking large amounts of grog and talking up a storm.

Visitors who enter the city by the docks are escorted by two Zhentilar to the Custom House to be processed and pay their entry taxes. Docking fees are 1 gp per 10 feet of boat length per day. People can hire a simple boat with one small sail and a pair of oars for 10 gp a day. Once the Force Bridge is repaired, the docks' importance will vastly increase. Control of the bridge's mechanisms will allow the Zhentilar to collect tolls at the docks.

A river ferry runs from these docks, westward to Teshwave, then Dagger Falls. Fares are 5 sp per person, 1 gp per mount. One ferry departs each morning, reaching Teshwave by sundown. At the same time, a ferry leaves Teshwave for Zhentil Keep, arriving in the late afternoon; the price is the same. For an additional 5 sp, one can take a ferry from Tesh-

wave to Dagger Falls, leaving in the morning. There are no ferries which cross the Tesh to the northern ruined section of the city.

There is always a small group of 2d10+6 burly folk idling about, ready to unload cargo from newly arrived ships. These folk are often joined by a few drunks, one or two con artists waiting to scam newcomers, and a few professional escorts who are looking for people who have not seen a friendly face in a while. Also, although press gangs are currently rare at Zhentil Keep, they do still exist. There is a 10% chance per two hours spent at the docks for the PCs to run afoul of a press gang. These gangs attempt to knock victims unconscious, take their possessions, and toss them aboard their ship in order to serve as new crew.

The last unusual feature of the docks is the odd things that wash up at the piers. The Razing and the siege that followed wreaked a tremendous amount of death and destruction, and the resulting flotsam and jetsam continues to wash up, a constant reminder of those troubled days. In fact, many who linger at the docks tell of certain cold, misty nights, where the entire northern bank of the Tesh is covered in thick fog, and phantoms of the dead float or sail on the Tesh while the echoing screams of the dying sound from the north ruins. Some locals swear that they have seen corpse-lights winking in the northern ruins. Whatever is truly out on the river during those nights, it makes dogs howl, gives people nightmares, and causes clerics to momentarily falter in their nightly devotions.

93. Warehouses

A series of long, two-story warehouses lines the eastern end of the docks. Four patrols of four 3rd-level Zhentilar constantly patrol this area. The warehouses are built of stone and oak, with solid iron doors and tricky locks (-20% to lockpicking attempts). The warehouses have also been magically warded by the mage guild, to make them impervious to normal fires.

Storing cargo in a warehouse costs 2 sp per square foot of goods per night. Stevedores idling at the docks (see the entry for that area) are more than happy to help carry the cargo for a few silver coins each. The most common cargo stored here is dry goods, as all food is immediately rushed to the proper merchants, for fear of theft.

94. The River Trail Gate (and Its Immediate Environs)

The southern portion of the city has two gates that allow city access. During the Razing, the River Trail Gate, which is the westernmost gate, was sealed up. The decision to seal the River Trail Gate came because the defenders correctly realized that they did not have adequate forces to defend to





points in the city that could be opened by an invader. Thus, they had to neutralize one of the openings.

Hence, the River Trail is spiked shut from the inside with great iron spikes. Huge iron-reinforced beams are laid across the gate to bar it. Then, a large mound of debris, including blocks of granite, is pushed up against it. Next, two *glyphs of warding* called “Doas” are placed on the gates, each causing 30 points of fire damage to anyone crossing the threshold (no saving throw). Finally, a total of 12 3rd-level Zhentarim have been stationed here, watching the gate. They have boiling oil and ballistae at the ready, just in case.

On the gate’s exterior, signs in common, elvish, dwarvish, and the goblin tongues tell of the gate’s closing and direct all traffic to the Throat Gate.

Outside the River Trail Gate

A number of small buildings are strung along the road that leads to the River Trail Gate. Though located outside the city walls, they are still technically part of Zhentil Keep.

Among the more interesting buildings:

99. Keep to Yourself

This is a small tavern for people who do not wish to enter the Keep, but still appreciate a place to take a load off their feet and hoist a few mugs. Some of the wildest rumors about the Keep are heard here.

100. Residence of Tumarys

A druid of Chauntea dwells in this simple cabin. Tumarys (N hem D8) is here to oversee the restoration of the land into farmland. He is not interested in politics; all he wants to see is the restoration of the earth. For those who object to his efforts, a wooden whistle brings a huge brown bear, a pair of griffons, a pegasus, a stag, and a pack of wolves, all of which will be happy to deal with obnoxious intruders for their druid friend.

95. The Throat Gate (and Its Immediate Environs)

This large gate is the only way into Zhentil Keep via land. The road leads south to Yûlash and other points south. The doors are made of highly polished adamantine-steel alloy, with nasty spikes and bas-reliefs of baatezu decorating the front. A portcullis drops down to seal the gate off in times of trouble. The gate house consists of two hemispherical towers with a blockhouse crosspiece that connects them. Warriors can fire arrows and pour oil down on anyone who enters the gates. The Throat Gate is constantly manned by 24 3rd-level Zhentilar, six 5th level Zhentilar, and presided over by a 7th-level Zhentilar warrior, and a 5th-level Zhentish wizard who happens to have a *wand of lightning*.

The Throat Gate is opened from dawn to dusk. Entry and exit fees are collected at the Custom House. Anyone who wishes to enter at any other time must rouse the guards (who will be none too happy about it) and bribe them at least 10 gp to open the gates. Even then, the guards will question the visitors extensively, demanding to know why they are arriving at such an unholy hour. It is virtually impossible to leave the city before dawn or after dusk. Only specially authorized patrols and caravans with exclusive permission may do so.

Outside the Throat Gate

Several structures are located immediately outside the Throat Gate. Even though they are outside the walls, they are still part of Zhentil Keep.

Among the more interesting buildings are:

101. Ugris’ Accurate Maps

Even though the city is much smaller, a map is still important, especially since the city has changed so much. A sketchy map of the new city is available for 5 gp (use the Players’ Map from the adventure “Buying Time” in the *Adventure Book*). Ugris (CN hm T3) is not responsible for any loss of life, limb, or property as a result of following the maps.

102. Reliable Guides

For those who distrust maps, guides can be hired for 1 gp per day. (A day ends at sundown, for purposes of bookkeeping.) Though the city itself has many independent guides who work for themselves, Reliable Guides provides groups of visitors with knowledgeable citizens to assist them on their way.

Most of these “knowledgeable citizens” are teenage boys and girls who are 1st- to 4th-level thieves. They know the city well because they have probably fled down every street in the city at least once. These “guides” are instructed not to steal from their clients. Any guide that does so gets a stern talking to and gives up 30% of the take to the owners of the business.

Reliable Guides is owned by Goartet (CN hm T5) and Jenzar (CN hm F5), a pair of brothers with an allergy to hard work. Even though they make an effort to have guides who do know the city, honesty is not necessarily their policy.

96. The Dump

If there was ever any place on Faerûn that could be mistaken for one of the planes of Gehenna, it is the Zhentil Keep dump. It is a vast tract of land with numerous mounds of garbage resting on moist soil. Besides normal garbage, the dump is a collecting ground for toxic chemicals, failed experiments, animal and monster carcasses, and the secreted corpses of the murdered. There are numerous corpses of humanoids and young white dragons, remains of the attack-



ing armies during the Razing, dumped unceremoniously into mounds, and covered with garbage.

A horrendous stench emanates from the area, even in winter time. Fortunately, the prevailing winds in this area blow from the northeast, sparing the city the bulk of the effluvium. The fumes that rise from the decomposing piles actually coalesce into a foul mist, especially prevalent when the sun is not out. The mist cuts visibility to 20 feet. Occasionally (15% chance per day), parts of the dump spontaneously catch fire due to the volatile nature of some of the refuse. These fires (1d8 of them at any given time) release thick billows of greasy black smoke that stink of burning sewerage. The fires bum for 2d6 hours. As a result, the air in the dump is dangerous to good health. Anyone who spends more than an hour in the dump runs a cumulative 5% chance per additional hour of contracting a respiratory disease or a blood infection.

The farther north into the dump someone walks, the wetter and more unstable the soil becomes. North of the dump, before the River Tesh is reached, lies a swampland that spills into the refuse piles. Once per turn, explorers must make a successful Dexterity ability check or slip and fall into a wet patch of filthy barren soil. If a natural 20 is rolled, the PC hits his head and is knocked out for 1d6 rounds. In either case, there is a 1% chance of contracting a disease.

It must be stressed that there is nothing of any value here, nothing that can be salvaged, nothing of any use whatsoever. This dump is every bit as bad as it is made out to be in whispered tavern tales. However, there is a one-in-six chance (1 on 1d6) for an encounter, checked for every five rounds. If an encounter is called for, roll 1d20 and consult the chart below.

d20 Roll	Encounter
1	3d12 rats or (night only) 1d6 Zhentish sewer rats
2	1d6 Zhentish sewer rats
3-4	Rumbling, gurgling noises off in the distance (garbage piles settling)
5-6	Carrion crawler
7	1d2 otyughs
8	Shambling mound
9-10	1d6 diseased beggars looking for scraps
11	1d4 thieves (levels 1d4+1) dumping a large, suspicious-looking bundle
12	1d8 ghouls
13-15	1d6 giant centipedes
16-17	1d4 huge spiders
18	Ghost (victim dumped here)
19	1d6 gnoll stragglers
20	1 will o' wisp

Zhentilar refuse to go near the dump, as does anyone else with a working sense of self-preservation. As far as most citizens are concerned, its presence is hidden by the city walls and the woods to the southeast. Thus it remains “out of sight, and out of mind.”

97. Shipwreck Point

During the Razing, Zhentil Keep lost all of its seagoing fleet. The vast majority of these vessels were caught by white dragons and blasted frozen with icy breath weapons until they became miniature icebergs, floating tombs for the quick-frozen sailors caught within. Eventually, many of these vessels washed up on parts of the coast where tidal streams frequently swirl, resulting in a large collection of ruined wooden vessels, shredded canvas sails, blocks of ice, and dead bodies. There are rumors that the dead crews rise as zombies, skeletons, and ghouls if someone takes too much of the loot. Several clerics have confirmed that the entire area radiates a certain aura of foreboding. (All attacks and saving throws are rolled with a -2 penalty, except for followers of Umberlee.)

The clergy of Umberlee has announced that the area is consecrated to the goddess of storms, and that any who defile the place will be cursed. Hence, any trespassers caught here by the Zhentilar or the clerics of Umberlee are immediately dealt with—slain on the spot—and their bodies are tossed onto the shattered wrecks of the ships, while their valuables are tossed into the sea to appease Umberlee. Therefore, entire area is shunned by the locals.

However, it remains well known that there are many weapons, coins, and other valuables simply lying on the ships and on the dead crewmembers, so not everyone is afraid to go there.

98. New Beacon Lighthouse

There has been but one original, brand new structure built in the new city of Zhentil Keep since its comeback: a lighthouse for navigation. The New Beacon lighthouse was constructed in only two months' time, using great stone blocks salvaged from the siege. Lord Orgauth wisely decided that the need for a lighthouse was urgent, since the city needed to regain trade as quickly as possible in order to recover all the faster. Anything which could make trade easier would be a welcome addition, hence the New Beacon.

The 120-foot-tall New Beacon is manned by four Zhentilar fighters (LE hm F3). There are always two lookouts: one facing the Moonsea, the other facing upriver of the Tesh. Access to the lighthouse is through an archway built into the city wall. Two of the Zhentilar always guard this entrance. Tampering with the light, or failing to keep





watch, are offenses punishable by execution.

The mage guild has placed a specially enhanced continual light on the lens, enabling the light to be seen for miles. The city rulers intend to commission the followers of Gond to create a mechanism that allows the light to rotate.

The Shape of Things To Come

There is no doubt that Zhentil Keep was dealt a severe setback, but the city will recover and rise again. Once the siege forces depart, the city's reconstruction will begin in earnest. The citizens of the Keep, both high-born and low-born, will put aside personal differences and vendettas and pitch in to rebuild the city, starting with the walls and working inward. What follows is a breakdown, by month, of events that will transpire in Zhentil Keep during the Year of the Gauntlet (1369 DR). Note that it is possible that certain actions by characters in individual campaigns may delay or even cancel out events.

Hammer

- An unusually brutal cold front roars down from the North, bringing record snowfalls, high winds, and plummeting temperatures. The frost giants and white dragons laying siege to the city flourish in these conditions. The harbor is almost completely frozen over; even if there were no ship-hating white dragons overhead, no ship could enter or leave.
- Horse stew becomes the rage in Zhentil Keep's inns and taverns.
- The Moonsea cities and the Dalelands experience a rash of disappearances; many young men and women go missing. Numerous skulking figures are seen entering the Zhentil Keep's sewers late at night with squirming bundles.
- A messenger is sent out to the Citadel of the Raven to ask for military help. On his way to the Citadel, the messenger finds the remains of the first relief force that the Citadel sent, unknown to Zhentil Keep. The force perished shortly after the initial attack on the Keep.

Alturiak

- Starvation is now the most frequent cause of death in Zhentil Keep. Pathetically few caravans manage to struggle through the siege forces.
- In response to further pleas for military help, a messenger arrives from the Citadel of the Raven. The message sent reads: "You're on your own. Good luck."

- During what is later known as the Night of Crystal and Iron, a huge offensive spearheaded by the shaky alliance of white dragons and frost giants attempts to smash the Zhentilar defenses once and for all. The Zhentilar hold the line, and the attackers are repulsed.

Ches

- Xvim ascends to complete godhood, leaving behind his former status of quasi-power. He is now a lesser power. His church, located underground, begins making plans for the divine debut of the Xvimist religion.
- A force of frost giants and gnolls attempts to cross the frozen Tesh in order to better attack the southern portion of the city. A column of searing fire launched by an unknown source plummets from the sky and Instantaneously melts the ice, killing over 1,000 of the enemy as they plunge into the water and drown or freeze to death. Some consider this a turning point in the siege.
- The white dragons lose interest in the siege, and migrate back north to hunt and mate.
- The ice in Zhentil Keep's harbor begins breaking up. The first cargo ship pulls into the harbor with a full load of goods.

Tarsakh

- The ice elemental Zzutam reasserts his control over the frost giants. The frost giants retreat northward, back to their frozen lands, as the weather begins to turn warmer.
- Naval forces from Mulmaster harry vessels attempting to sail to and from Zhentil Keep. Piracy in the Moonsea soars to record heights.
- The ice in Zhentil Keep's harbor is finally gone. Sea and river traffic increases. Repairs begin on the Force Bridge, in order to restore the gate and better control river traffic. Calls go out for dwarves, gnomes, the followers of Gond, and others skilled in engineering and stonework, as skilled workers are needed to facilitate repairs. Few answer the call, though a contingent of Gond's followers come, inspired by the challenge of repairing the bridge mechanisms.

Mirtul

- The humanoid armies laying siege to the Keep begin retreating, having lost their powerful allies. The first Zhentilar counterattack since the beginning of the siege scores impressive victories for the Keep's defenders.
- With the ground thawing, numerous undead emerge from their graves (or the lack thereof) and wreak havoc on the city at night.





KyThorn

- The last of the humanoid armies are finally gone. The 13th day of the month is proclaimed a new Zhent holiday: Victory Day. Reconstruction now begins in earnest.
- A crash program of sowing vegetables and grain crops begins in order to augment the city's sparse food supply. Pleas are sent out to druids for help. Many druids respond, incurring the anger of the Harpers and the Knights of Myth Drannor, who argue that the Keep does not deserve aid. The druids think otherwise, and cite "maintenance of the Balance" as their justification, as well as restoration of the local ecology.
- To go hand-in-hand with the frantic crop planting, the Homestead Edict is proclaimed. Deserving citizens are granted plots of land outside the Keep in return for planting food crops and tending them.

Flamerule

- Lord Orgauth authorizes expeditions into the northern section of the city, hiring adventuring parties to search and map out the ruins, salvaging what can be readily laid hold of.
- An envoy from the Citadel of the Raven is rebuffed. Orgauth cites the Citadel's indifference during the siege as justification for his action.
- Former refugees begin trickling back into the city, as word spreads that the Keep still stands. In order to return, however, all refugees must swear an oath of loyalty to Lord Orgauth.
- A Red Wizard envoy from Thay visits the Tower of the Art. The visit is supposed to be clandestine, but Orgauth catches wind of it. The pit fiend decides not to tip his hand by interfering.

Eleasias

- The hot weather, combined with the many unburied corpses in the northern section of the Keep, causes an outbreak of plague in the city. The priests of Xvim wisely postpone announcing the Xvim's ascendency until after the plague ends.
- By Orgauth's new edict, the punishment for all crimes short of treason or murder is assignment to the new burial details being formed.
- The Force Bridge river gate is fully functional, although the bridge itself does not fully connect with the northern shore yet. The followers of Gond who worked on the bridge are granted full citizenship. The followers of Gond are hired for a special project, a very tightly kept secret.

Eleint

- The first harvest since the siege started is begun in the Keep. Wild celebrations are the rule of the day.
- Zhentish prices drop from their recent 50% markup down to only a 30% markup.
- The priests of Xvim announce the arrival of Xvim into the pantheon of the Faerûnian deities. The priests declare that the fire from the heavens that smote the giants and humanoids in the month of Ches came from Xvim. In fact, the priesthood claims that the entire retreat of the siege forces was caused by Xvim.
- A large number of dwarves and gnomes are killed in the city in the course of three nights. Some say this is in retaliation for their refusal to use their skills on the repair of the Force Bridge.
- Negotiations between the Tower of the Art and the Red Wizards of Thay come to a successful conclusion. Several Red Wizards join the guild, though they downplay their affiliations with the Red Wizards. The Keep's wizards' guild promises to aid the Thayans in some unspecified magical research.

Marpentho

- Amid much fanfare, the first two vessels of the Zhentil Keep's new navy are launched and dedicated to Umberlee. They are the *Payback* and the *Revenge*.
- A delegation from the Citadel of the Raven is finally received. After four days of negotiations, the commanders of the Citadel offer a formal apology for the Citadel's indifference during the siege. (Curiously, the Keep never acknowledges the substantial losses the Citadel suffered from the annihilation of the Citadel's initial relief force.) In addition, the Citadel arranges to send 2,000 Zhentilar to bolster Zhentil Keep's defenses.
- Zhentish goods prices drop down to normal levels for the Keep (only a 15% markup over the *Player's Handbook* standard rates).
- High Lord Manshoon sends more Zhentarim to Zhentil Keep from the Citadel of the Raven, to monitor the progress of the reconstruction.
- Fzoul Chembryl decides that it is time to set into motion his plan to seize control of the cult of Xvim. He begins by recruiting a half-dozen powerful priests and priestesses with promises of great power if they support him.
- Lord Orgauth sends a *polymorphed* osyluth into the wizards' guild to spy for him. The osyluth appears to be a





male half-elf wizard who goes by the name of Osric. His background story is that he hails from Darkhold. Osric's main mission is to keep an eye on the Red Wizards hidden in the guild.

Uktar

- The secret project the Gondsmen were assigned to is finally revealed when the vessel *Revenge* encounters five Mulman ships: *Moonsea Monarch*, *Umberlee's Teeth*, *Bulwark*, *Zhentbane*, and *Flaming Arrow*. A ferocious sea battle ensues, and the *Revenge* is discovered to be armored with metal plating. It also sports a backup steam engine to supplement its sails. Though the steam engine only works briefly, it works long enough to allow the *Revenge* the extra maneuverability it needs at a crucial moment. All five Mulman ships are sent to the bottom.
- The Gondsmen are contracted to finish reconstruction on the Force Bridge and rebuild the Tesh Bridge, to enable the city to be reconnected to its northern portion once again. The project will take months.
- A clandestine group of dwarves and gnomes in the city vows to conduct a campaign of sabotage against all Zhentish construction projects.

Nightal

- Predictions of another harsh winter drive prices up again to a 30% markup.
- Lord Orgauth, in a monthly address to his people, vows that the following spring will bring with it the city's first efforts to rebuild its northern section.
- Lord Manshoon draws up plans for next year's seizure of power in Zhentil Keep, to bring it back under the absolute control of the Black Network.
- The Knights of Myth Drannor attempt to destroy the skeletal Tesh Bridge and the more substantial Force Bridge, both of which the Gondsmen have barely begun work on. Their rationale is unclear, and may have something to do with protecting the southern part of the city from some menace unleashed in the northern ruins.
- Lord Orgauth offers a bounty of 20,000 gold pieces for anyone who can prove she or he killed any member of the Knights of Myth Drannor.

Enemy Actions

The events that take place in Zhentil Keep during the Year of the Gauntlet are laid out in the previous section, but its enemies' reactions to the Keep's weakened

state for the most part are not. The city's participation in the Moonsea's political arena will remain low for a while, as it hangs back, licks its wounds, and rebuilds. However, many of the city's enemies have no compunction about getting even with the Keep for past wrongs, real (mostly) or imagined. In its long, bloody, treachery-stained history, Zhentil Keep had made many enemies, and Zhentil Keep was the one who initiated most of the hostilities. The list of the Keep's depredations is long: the betrayal at the Citadel of the Raven, the war in Yûlash, and the seizure of Voonlar and Teshwave, among others. The fact that Zhentil Keep condoned and encouraged a slave trade did little to enhance its image.

Now, however, Zhentil Keep has been brought low, humbled by an army sent by the very god who was to be the city's *protector*. When the Keep's long-standing enemies heard this, their reactions ranged from cackling in glee at the city's misfortune to planning for retaliation while the Keep is weak.

The Dalelands: The Dalelands have been unable to reach a consensus on how to respond to Zhentil Keep's weakened state. For now, Lord Mourngrym of Shadowdale hires adventuring companies to scout out the Keep and its environs, and report to him on the progress of the Keep's reconstruction.

The Harpers: Though the Harpers have an agent in the Keep, they have been quietly slipping in a few more agents and allies in order to better monitor the Keep's recovery. They are concerned at the harsh and evil nature revealed by the proclamations of Zhentil Keep's new ruler.

Hillsfar and the Red Plumes: While no city wishes to weaken itself so much as to attempt a full-out siege of the Keep, Hillsfar's Red Plumes have begun ranging with impunity across lands that had previously always been under the control of the Zhentilar. In fact, the Red Plumes operate close enough to the Keep enough to actually see its walls off in the distance. Aside from consolidating its gains in Yûlash, Hillsfar's forces have begun harrying supply lines to Voonlar and Teshwave in an attempt to eventually duplicate Hillsfar's success in Yûlash.

Mulmaster: The Mulman navy, though still rebuilding after its defeat at the hands of the Zhents, does not now limit itself to sailing only the eastern half of the Moonsea. It has begun patrolling the western half, as well, with the express purpose of boarding ships bound to and from new Zhentil Keep, stealing their cargo, and impressing the more able-bodied crewmembers.





HALL OF KNAVES

"Tis a shame Zhentil Keep was not destroyed during the coming of the gods. Surely it would have saved the Heartlands a decade of misery at the hands of those Zhentarim dogs."

—Mourngrym Amcathra, Lord of Shadowdale

"Someday I'll have to do something about Manshoon and his insignificant Zhentarim."

—Cyric, Prince of Lies

Desmonda



Hf F2: THAC0 18/17; #AT 1; Dmg 1d4 (dagger); AC 8 (Dex.); hp 16; MV 12; SZ M (5'6" tall); AL N; ML 16.
S 10, D 16, C 15, I 12, W 11, Ch 16.

Personality: Charming, flirtatious, ambitious.

Desmonda is only well known among the male nobility of Zhentil Keep. She has discreetly been the mistress of about seven different nobles in succession over the years. Desmonda is a voluptuous redhead who looks to be in her mid-20s, though she is actually over 30 years old. She has wicked-looking violet eyes. She dresses in extravagant, but form-fitting, long gowns of satin, silk, and velvet in shades of purple, blue, and deep gold. She likes to dance and is a vivacious conversationalist. She hopes to one day use her connections to Zhentil Keep's nobility and the money she has squirreled away over the years to either retire in luxury in Sembia or weasel her way into the noble class herself through marriage.

Eshaeris, a.k.a. Lady Desmonda

Erinyes (Lesser Baatezu): THAC0 12; #AT 1; Dmg 1d4+3 (*dagger* +3) or by weapon; AC 2; HD 6+6; hp 54; MV 12, Fl 21 (C); SA Use of one of the following abilities, 1/round, at will: *advanced illusion, animate dead, charm person, detect invisibility, infravision, invisibility, polymorph self, produce flame, suggestion, teleport without error; fear at will; know alignment* (always active); *charm; gate* 1/day either 1d8 spinagons (50% chance) or 1d4 barbazu (35% chance), leaving a 15% chance of failing to *gate* anything; SD Half damage from gas and cold; immune to fire damage, poison, and cold iron weapons; +1 or better weapons to hit (except silver ones); SW Can be hit by nonmagical silver weapons; MR 30%; SZ M (6' tall); INT High (14); AL LE; ML 12; XP 7,000; MI *rope of entanglement*.

Lady Desmonda is the companion and consort of Lord Orgauth. ("Lady" is a courtesy title; the two have not been married—yet.) Desmonda is in truth the erinyes Eshaeris, who was *gated* in by Abarax (see the section below on Lord Orgauth) and assumed the identity of Desmonda in the confusion following the destruction of much of the Keep in the Year of the Banner (1368 DR). While Desmonda and Orgauth had no relationship prior to the events of 1368 DR, the jaded citizens of Zhentil Keep find it easy to believe that they had simply not been allowed to know that the two were more than passing acquaintances. With the death of Lord Orgauth's wife and children



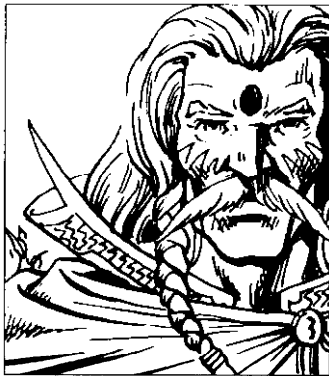


during the siege of the Keep, Orgauth's seeking solace in Desmonda's company is easy for most people to understand.

As an erinyes, Eshaeris can cause fear in any creature that gazes upon her. She also possesses a charm ability that can be used against anyone within 60 feet that she gazes at; her victim need not return her stare. These victims must make a successful saving throw vs. spell as if they were half of their normal level or they are utterly obedient to her. Thus, a 12th-level fighter would make the save as if he were a 6th-level fighter. However, Eshaeris can only have one being at a time under her thrall.

When in her Lady Desmonda form, Eshaeris appears to be physically identical to Desmonda. She dresses much differently though, wearing a tight black leather halter, a black silk skirt with a long up one side, and a long black cloak with fastener made of gold chain. She carries a *dagger* +3 on her belt as well as a rope of entanglement disguised as a nine-tailed whip. She claims the "whip" is a holy symbol of Loviatar, whom she purports to worship.

Fzoul Chembryl



Hm C16: THAC0 10, 6 *mace* +4, 9 *silver morning star* +1 or *staff of the serpent* (adder); #AT 1; Dmg 1d6+4 (*mace* +4), 2d4+ 1 (*silver morning star* +1), 1d6+1 (*silver footman's flail*), 2d2+ poison if serpent's head used (*staff of the serpent*); AC -1 (Dex., *bracers of AC 2, cloak of the bat*) or

-3 (Dex., full plate armor, *bracers of AC 2, cloak of the bat*); hp 86; MV 12 (or 6); SA Priest spells; SD Movement and attacks unimpeded by web, hold, slow, or being under water; 90% chance of being invisible when stationary or in a shadowy or dark place; SZ M; AL LE; ML 15; MI *Bone mask**, *cloak of the bat*, three blocks of *incense of meditation*, *ring of free action*, *ring of spell storing* (DMs should define this for their campaigns), *rod of cancellation*.

S 12, D 15, C 16, I 14, W 17, Ch 13.

Personality: Political, insidious, devious.

Spells (9/9/8/6/4/3) :1st: *Bless, call upon faith* (ToM), *cause fear, cure light wounds, detect magic, detect poison,*

protection from good, poison food & drink, remove fear; 2nd: *Augury, create holy symbol* (ToM), *find traps, hesitation* (ToM), *hold person*×2, *know alignment, mind read* (ToM), *silence 1.5' radius, wyvern watch;* 3rd: *Bestow curse, cause blindness, dispel magic, emotion control* (ToM), *miscast magic* (ToM), *negative plane protection, prayer, speak with dead;* 4th: *Abjure, divination, cause serious wounds, poison, protection from lightning, tongues;* 5th: *Cure critical wounds, battletide***, *mindshatter* (ToM), *raise dead;* 6th: *Blade barrier, Sol's searing orb* (ToM), *word of recall.*

ToM=Tome of Magic. *The *bone mask* is described in the "Magical Items" appendix. ***Battletide* is detailed in the "New Spells" appendix.

Fzoul is wily, glib-tongued, burly, and handsome. The foremost priest of the Zhentarim leads the Black Network in times of Manshoon's absence or indisposition. He is a cruel, mean-spirited man who dreams of attaining immortality or even godhood. He has red hair and a mustache, and he usually wears the full panoply of ceremonial garments of a high priest both in public and private. A consummate politician, Fzoul has something good to say for anyone who can do him good, and nothing but scorn for those who cannot affect his career. He is also quite patient. His exploitation of the intricacies of Banite politics to gain power had been slow, but sure, before the unfortunate demise of Bane and ascendancy of Cyric.

Fzoul is the only child of a minor noble of Zhentil Keep. He entered the priesthood of Bane at an early age, using his skill as an administrator to move rapidly through the ranks of the church. Fzoul's differing doctrinal interpretations (combined with his ambition) caused him to break from the orthodox church of Bane, taking many Banites with him into the ranks of Manshoon's Zhentarim.

Fzoul and those of his faction felt that the proper worship of the god of tyranny is to support a tyrant, and the most efficient tyrant around was Manshoon. Once within the ranks of the Zhentarim, of course, power also sang its siren song to Fzoul, motivating him and others under his influence to remain in the Black Network. Fzoul is careful to remain necessary to and friends with Manshoon while keeping as much power as possible in his own hands. He wants to make sure that Manshoon never considers him expendable or a threat so powerful that he must be destroyed at all costs. (Manshoon believes Fzoul to be a master administrator, and invaluable to the Zhentarim. In fact, because of his longstanding previous command of many of the (now)





priests of Cyric within the Zhentarim, Fzoul's influence with the everyday members of that organization is actually greater than Manshooon's.)

Fzoul's main ambition before the Year of Shadows was to be the true leader of the worship of Bane in Zhentil Keep. The death of Bane at the hands of Torm was devastating to Fzoul. Following the death of his god and a personal encounter with the new god Cyric, Fzoul converted to the worship of the new Prince of Lies—extremely reluctantly. Fzoul remained with the church of Cyric as an administrator, leaving the duties of high priest to the newly appointed Maskul Mirrormane. Maskul was succeeded as high priest by his brother Xeno after the Banedeath.

For a decade Fzoul suffered through the grinding domination of Cyric within the walls of Zhentil Keep. The former Banite repeatedly urged Manshooon to move the Black Network's base of operations to either the Citadel of the Raven or Darkhold before all was lost; he was quietly most gratified when Manshooon moved most Zhentarim operations to the Citadel of the Raven over a period of six months at the end of in the Year of the Sword (1365 DR). After the creation of the *Cyrinishad*, the death of Mirrormane, and the destruction of his home, Fzoul fled to Teshwave with a large contingent of Zhentilar troops. Unsure of his next move, Fzoul spent many months under the watchful eye of the beholder Manxam, waiting for the gods to play their hands and determine his next move.

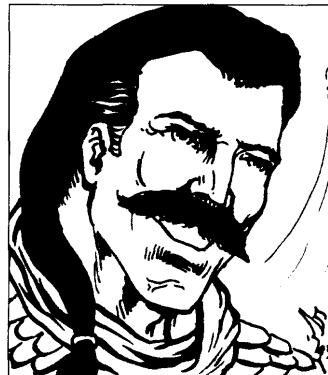
Fzoul's prayers were answered with the reemergence of Iyachtu Xvim, Godson of Bane and heir to the throne of the god of strife. Fzoul learned of the return of Xvim, absent for over a decade from Faerûn, through refugee from what remained of Zhentil Keep. Since then, the former priest has returned to the remnants of his home to regain direction in his life. Fzoul has just recently made contact with the new cult of Xvim, and has offered his services as administrator and high priest. He plans to take over the cult of Xvim and induct its members into the Black Network, thus regaining control over the same sort of power bloc within that organization that he once possessed.

Having seen his ally Manshooon rise to power largely due to beholder support, Fzoul had tried in the past to win some eye tyrants to his personal cause, hoping to prevail if things ever came to open conflict between himself and High Lord Manshooon. To accomplish this, he tried to manipulate certain beholders into rivalries and dissension with their fellows. He was soon humiliated by several eye tyrants who made it crushingly apparent that they were fully aware of all crude human attempts to manipulate them—and that in the event of strife among behold-

ers, all Zhentarim, and indeed all beings of Faerûn, were cattle to be sacrificed at whim or will.

The furious Fzoul wracked his brains for an alternative secret weapon he could use against Manshooon's eye tyrants—and keep loyal to himself. He soon hit upon the idea of forcibly creating death tyrants (undead beholders) subject to his control, and has been secretly pursuing this goal for some time now. He has eight death tyrants awaiting his orders in a hidden fortress-refuge somewhere in Faerûn. This refuge is also equipped with food, water, *healing* potions and other magical items, and various sorts of *golem* servants. Fzoul can flee to this refuge—possibly in the wastes of Thar or the northern Thunder Peaks—by means of a *word of recall*, but does so only in direst emergencies.

Lord Orgauth



Hm F10: THAC0 11/10, 9 *bastard sword* +2 or *light crossbow of distance*; #AT 3/2 (*bastard sword* +2) or 1 (*light crossbow of distance*); Dmg 2d4+3 (*bastard sword* +2); 1d4+1 (*light crossbow of distance*); AC -1 (Dex., *plate mail* +2); hp 66; MV 12; SZ M (6' tall); AL NE; ML 16; MI

Crossbow of distance, eyes of the eagle, ring of human influence.

S 16, D 16, C 15, I 15, W 16, Ch 16 (18 for humans and humanoids).

Personality: Ruthless, subtle, disarmingly blunt.

Lord Orgauth is a human male in early middle age. His dark hair is graying at the temples, and he usually wears it tied into a ponytail. His eyes are cold and gray, and his skin is weather-beaten and brown from the sun. He has a scar on his chin and a generous mustache. He often wears the russet and scarlet color of his livery; his family arms are a russet raven striking, talons out, on a scarlet field. His personal arms, which were bestowed upon him for his faithful service in the army of Zhentil Keep, are a rising sun behind a tower on a scarlet field. Orgauth rarely uses his personal device, although an old lady friend of his had it made into a silver cloak fastener that he occasionally dons at feasts. In combat he wears his plate armor and wields a bastard sword two-handed.





He carries his eyes of the eagle in a pouch for use with his crossbow of distance.

Lord Orgauth seems to be a simple merchant-fighter, blunt in his ways and possessing just enough bare cunning to survive as a trader in an essentially evil city. Actually, Orgauth is a ruthless, subtle schemer.

Orgauth is torn between his lust for control and his wish to maintain the trade relations that enrich him. Outwardly, he supports the Zhentarim (indeed his goals and its often coincide), but he also supports activities that work against the Zhentarim, or betrays its more reckless or ill-founded projects. He works to maintain the rule of Maalthiir in Hillsfar as a check against the expansionist policies of the Zhentarim. He believes that an empire centered on Zhentil Keep would overreach and weaken the city's military strength and earn it the enmity of those conquered, which would hurt his trade prospects. One of his major allies is Manxam the beholder, who lairs in Teshwave.

As the younger son of one of the nobles of Zhentil Keep, Orgauth devoted himself to warfare for 15 years, fighting many times in the armies of Zhentil Keep. In the meantime, his father and older brother died, and Orgauth retired from the military to become one of the lords of Zhentil Keep. He earned much respect as a seasoned veteran of the Moonsea wars and is now a wealthy merchant in his own right.

He has built his ore-refining (mostly taking ore from a mine he discovered in a campaign against the orcs) and caravan-running concerns into much coinage, and he maintains, in the guise of a normal work force, a strong bodyguard of about 60 or 70 soldiers. This last shrewd measure undoubtedly has ensured his own survival in the noble hierarchy of Zhentil Keep throughout the rise of the Zhentarim. There have been several attempts on his life from rivals among the Zhentarim, and all have failed, thanks to the watchfulness of his bodyguard.

Manshoon considers Orgauth one of his loyal opposition, one of those nobles who do not see the wisdom in Zhentil Keep's expansionism, but support him still as the best person to run the city. Orgauth is also consulted by Lord Chess, and Orgauth frequently argues for the Zhentarim cause to him. He works *against* the Zhentarim on a more subtle level.

Orgauth's bodyguard, commonly stationed in his citadel in southeastern Zhentil Keep, consists of five 5th-level fighters (the sergeants who lead the others), nine 4th-level fighters, 12 3rd-level fighters, 20 2nd-level fighters, and 30 1st-level fighters. All of these fighters are trained in riding, spear, short bow, and broad sword and

shield. They are not actually an effective cavalry force, but they can stay on their horses long enough to get to a battle, where they dismount to fight. Orgauth's real work force consists of about 50 folk (0-level fighters) who are being trained in both warfare and surveillance.

Orgauth is the kind of villain one hates to hate. He has a certain courtesy and gentility that most of the Zhentarim lack. He is an evil man, but he does not want to spread his form of villainy all over the Inner Sea as the Zhentarim do. He wants to be left alone to oppress his workers, buy and sell slaves, and manipulate the minerals markets for his own profits.

If commanded by the Zhentarim to kill player characters, he will certainly try to do so. His first priority is his own well-being. Still, if he thought that some player characters might put a stick between the spokes of the wheel of the Zhentarim advance, he might look the other way and let them continue rather than reveal them to Manshoon. After all, if Manshoon and Fzoul were destroyed, a man could get back to making a dishonest profit in peace again, and Zhentil Keep would be a much less stressful place to live.

He can be contacted through his offices in his citadel. He is generally in Zhentil Keep, though he occasionally accompanies his caravans elsewhere around the Moonsea. If encountered with a caravan, he has one troop (25 soldiers) of his bodyguard with him. The rest are minding the home front.

Abarax, a.k.a. Lord Orgauth

Pit Fiend (Greater Baatezu): THAC0 7; #AT 6; Dmg 1d4 (wing)/1d4 (wing)/1d6 (claw)/1d6 (claw) or 1d6+6 (jagged club)/2d6 +poison and disease (bite)/2d4 (tail) or 2d4+8 (*bastard sword* +2); AC -5 or -7 (*plate mail* +2); HD 13; hp 104; MV 15, Fl 24 (C); SA Use of one of the following abilities, 1/round, at will: *advanced illusion, animate dead, charm person, detect magic, detect invisibility, fireball, gate* (two lesser baatezu or one greater baatezu), *hold person, improved invisibility, infravision, polymorph self, produce flame, pyrotechnics, suggestion, teleport without error, wall of fire; fear aura* (20-foot radius); *know alignment* (always active); *symbol of pain* 1/day; *wish* 1/year; poisonous bite; tail constriction after initial successful hit; SD Half damage from gas, cold, and nonmagical silver weapons; immune to fire damage, poison, and cold iron weapons; regenerate 2 hp/round; +3 or better weapons to hit (except silver ones); SW Can be hit by nonmagical silver weapons; MR 50%; SZ L (12' tall); INT Genius (18); AL LE; ML 20; XP 21,000; *tongues amulet*.





Abarax the pit fiend began impersonating Lord Orgauth after the destruction of the majority of the Zhentil Keep in the Year of the Banner (1368 DR). Abarax uses his *polymorph self* to appear physically identical to Lord Orgauth (see above), but retains his own natural toughness in his Orgauth form, along with all his nonphysical abilities. Lord Orgauth as portrayed by Abarax is best described as sinisterly handsome. Abarax normally communicates with telepathy, but to further his disguise as Orgauth he wears an amulet that operates as a permanent tongues spell. When Abarax is *polymorphed* to look like Orgauth, the amulet becomes part of his form. When Abarax is in his true shape, the amulet hangs from a chain around his neck.

In combat situations (when in disguise), Abarax wears Orgauth's *plate mail +2*, which boosts his Armor Class to -7, and wields Orgauth's sword, a *bastard sword +2*. When not equipped for combat, Abarax's taste in clothing is considerably different from Orgauth's; he favors expensive black silk shirts, black trousers and boots, and he constantly wears a long, black cloak fastened with a silver chain and fastener that bears Orgauth's personal crest, a rising sun behind a tower on a scarlet field. Those who knew the real Orgauth might begin to suspect something is amiss by noting this drastic change of wardrobe preference.

Manshoon of The Zhentarim



H m M 19: TH AC 0 14/15; #AT 1; Dmg 1d6 (*staff of the magi*); AC 0 (Dex., *battle gorget*, *bracers of defense AC 3*); hp 63; MV 12; SA Wizard spells; victims of his *charm monster*, *charm person*, *friends*, *hold monster*, *hold person*, *polymorph other* or *suggestion spells* have -20%

to their magic resistance and -4 to their saving throws; SD Permanent *protection from normal missiles spell*; +3 bonus to saving throws vs. spell; +1 bonus to all other saving throws; can absorb spell energy directed at him while using *staff of the magi*; MR 5%; SZ M (5'11" tall); AL LE; ML Elite (14); MI *Battle gorget*, *brooch of shielding*, *ring of spell storing* (DMs should define this for their

campaigns), *ring of spell turning* (kept in pocket), *ring of wizardry* (doubles 4th- and 5th-level spells), *black robes of the archmagi*, *rod of beguiling* with 28 charges, *staff of the magi* with 17 charges, *wand of magic detection* with 81 charges.

S 10, D 16, C 16, I 18, W 16, Ch 18.

Personality: Cruel, calculating, careful.

Spells (5/5/5/10/10/3/3/1)*: 1st: *Burning hands*, *charm person*, *magic missile*, *shocking grasp*, *unseen servant*; 2nd: *Blindness*, *darkness 1.5' radius*, *ESP*, *ray of enfeeblement*, *stinking cloud*; 3rd: *Clairaudience*, *dispel magic*, *hold person*, *lightning bolt*, *suggestion*; 4th: *Charm monster*, *confusion*, *dimension door*, *emotion*, *fire shield*, *improved invisibility*, *magic mirror*, *stoneskin*, *polymorph other*, *wall of fire*; 5th: *Advanced illusion*, *chaos*, *cloudkill*, *conjure elemental*, *cone of cold*, *feeblemind*, *magic jar*, *passwall*, *shadow magic*, *teleport*; 6th: *Disintegrate*, *project image*, *true seeing*; 7th: *Finger of death*, *teleport without error*, *vanish*; 8th: *Polymorph any object*, *symbol*, *trap the soul*; 9th: *Imprisonment*.

*Includes doubling for *ring of wizardry*.

Manshoon of the Zhentarim is an average-sized human male who usually wears a mask under his hooded robe. It is often difficult to tell, however, when he is masked and when he is not, as the mask is rumored to be enchanted to disguise its wearer's face to look as he wishes. Only the few who knew Manshoon in his childhood know his original appearance, and he may have permanently *polymorphed* his face to another form since then. Manshoon often further masks his appearance with magic when venturing into the streets of Zhentil Keep or the Citadel of the Raven. Despite his average build and countenance, Manshoon carries himself with a palpable aura of authority. He tends to dress in dark colors such as black, charcoal, dark purple, deep red, and maroon. Of course, all outfits are topped by his *black robe of the archmagi*.

Manshoon is the eldest son of the renowned warrior Harlshoon, first lord of Zhentil Keep. Manshoon learned at an early age that the best spot to occupy in a tyranny is the tyrant's seat. His tyrannical father abused his power over his children, and Manshoon decided that no one would again have that authority over him. After his father's death, Manshoon slew his only brother, Asmath, so none could oppose his quest to control Zhentil Keep.

Manshoon's political cunning, personal wealth, and constant pursuit of the Art soon earned him the status of master wizard. It is thought that Manshoon's spell li-





brary is equal to that of Khelben “Blackstaff” Arunsun. His arsenal of magical devices and weapons is rumored to be the largest held by a single mage anywhere in the Realms, although it is scattered in many hidden locations that are guarded by spells and monsters. His personal wealth has surely increased his collection of magical items beyond that of Khelben. One item of his own devising, which Manshoon always wears, is his battle *gorget*. (It is described in the “Magical Items” appendix.)

Over the years, Manshoon easily took control of the city’s governing council by skill, intrigue, and the support of well-cultivated allies, including beholders and a faction of the church of Bane led by Fzoul Chembryl. With his power base secured, Manshoon then created the Zhentarim. Since its founding in Zhentil Keep, the Zhentarim has established an iron grip over that city, Darkhold, and the Citadel of the Raven. The Black Network is Manshoon’s tool for acquiring complete control over the Heartlands and beyond. His ultimate goal is the total domination of the Realms from the Sunrise Mountains to the Sword Coast. Then, perhaps, he will feel safe and sure that no one will be able to tyrannize him again.

Although others face danger at his bidding, Manshoon is almost never there when heroes fight their way to the heart of a matter. Despite his considerable personal power and magical resources, Manshoon is quite content to flee from battle. Many have tried to kill the master of the Zhentarim; none have completely succeeded. He has died several times, only to have a stasis clone “reborn” later as a result of *contingency* spells. (*Stasis clone* is a spell Manshoon developed, and he alone knows it. It is described in the “New Spells” appendix.) Manshoon’s *stasis clones* are the source of awed rumors about his many resurrections. He is known to have several hidden crypts containing multiple stasis clones, both in Zhentil Keep and elsewhere in (and under) Faerûn.

Manshoon once spent an entire year in seclusion, pretending to be a convert to the worship of Lathander in a monastic community in Sembia. While there, he pretended to be meditating on the uses of magic to further growth and agricultural fertility. In reality, he spent day after day employing improved *wizard eye* spells in a survey of the lands between the Thunder Peaks and the Dragon Reach. (Manshoon’s *longseeing eye* is a 5th-level spell identical to the familiar 4th-level *wizard eye*, except that its duration is two turns per level.) Tirelessly Manshoon probed every back alley, footpath, trail, ruin, cavern, and underground passage. Today, he recalls the gen-

eral layout of all communities in Sembia, the Dalelands, and the western Moonsea—and of the Underdark beneath them all. He knows exactly where all the connections between the surface Realms and the Lands Below are (or were, about two decades before 1368 DR). He has exhaustively examined, committed to memory, and used locales suited for lookout sites and for seclusion throughout both the surface and underground areas so that they are either “studied carefully” or “very familiar” destinations for *teleport* spells.

A few years after the Time of Troubles, Manshoon began relocating the Zhentarim base of operations from Zhentil Keep to the Citadel of the Raven. This realignment was due mainly to the insane preoccupation of Cyric, Prince of Lies, with the city. As the young god’s authority in Zhentil Keep began to grow to fanatical proportions, Manshoon saw the need to abandon a city on the verge of self-destruction. When Zhentil Keep was destroyed in the *Cyrinishad* fiasco, Manshoon was snug in the Citadel, sipping tea, and he only left briefly to teleport out a few “useful” people.

The archmage’s plans for the future are uncertain, though they may include the rebuilding of Zhentil Keep. The expansion of the Zhentarim to the Western Heartlands is also important to Manshoon, including securing and northern trade route to Waterdeep through Anau-roch, and further developing and expanding routes through the southern Realms.

The High Lord of Zhentil Keep is a supremely confident master manipulator who maintains an icy calm as he plays rivals and dangerous underlings endlessly against each other. He never lets his temper master his reason, and is always alert. He knows he is hated and feared—and cares not a whit, so long as he can control life and events in as much of the Realms around him as possible. Power is his god, and the subtle use of it is his greatest satisfaction.

Sememmon of Darkhold

Hm M15: THAC0 16, 15 *quarterstaff* +1 or *dagger of venom* +1; #AT 1; Dmg 1d6+2 (*quarterstaff* +1) or 1d4+1+poison (*dagger of venom* +1); #AT 1; AC 1 (Dex., *bracers of defense* AC 2); hp 56; MV 12; SA Wizard spells; SD *loun stone* absorbs spells of up to 8th level; SZ M (5’10” tall); AL LE; ML Elite (13); MI Brooch of *shielding*, *gargoyle cloak*, *helm of teleportation*, *loun stone* (lavender and green ellipsoid) with 64 spell levels





remaining, *periapt of proof against poison*, ring of regeneration, robe of blending, wand of lightning with 27 charges.

S 9, D 15, C 9, I 18, W 16, Ch 14.

Personality: Ruthless, haughty, scheming.

Spells (5/5/5/5/5/2/1):

1st: *Detect magic*, *magic missile*, *sleep*, *unseen servant*, *wall of fog*; 2nd: *Alter self*, *detect invisibility*, *improved phantasmal force*, *stinking cloud*, *wizard lock*; 3rd: *Dispel magic*, *fireball*, *protection from evil 10' radius*, *protection from normal missiles*, *slow*; 4th: *Detect scrying*, *improved invisibility*, *ice storm*, *stoneskin*, *wizard eye*; 5th: *Cloudburst*, *cone of cold*, *dismissal*, *teleport*, *wall of stone*; 6th: *Disintegrate*, *globe of invulnerability*; 7th: *Howling horror*.

Sememmon is a middle-aged man in excellent health. He has thick, black hair with no beard or mustache. While within the confines of Darkhold, Sememmon wears multihued robes befitting his stature as ruler of the castle. When traveling he dons his robe of blending and uses magical spells to mask his appearance.

Sememmon, the commander of Darkhold, is one of many former apprentices of Manshoon of the Zhentarim. He is a ruthless mage who ascended through the ranks of the Black Network by dint of anticipating treachery and unhesitatingly indulging in the merciless murder of underlings and rivals who sought to challenge his power. Seeing the mage's promise, Manshoon promoted Sememmon to the Network's Inner Circle following the death of a former member. Sememmon is the youngest member of the Inner Circle and patiently awaits the day when Fzoul and Manshoon turn on each other. He plans for the day when he either must help the winner, or must take command himself in the event his seniors destroy each other. In the meantime, his generally neutral stance provides stability in the Inner Circle.

Sememmon's neutrality in Zhentarim politics reflects his prudent, planning nature. He is continually involved in plots that may take months or years to reach full fruition. To him, temporary setbacks are only building blocks to final victory.

An able commander, Sememmon has succeeded in staying alive because he studies his underlings carefully,

using scrying spells of all sorts to eavesdrop on their doings and to trace their whereabouts, and because he is immune to poison and does not require sleep. He eliminated his need to sleep long ago by applying to himself a powerful necromantic magic of his own devising, although he still needs to enter a light meditative state for a period of time before remembering any spells. His immunity to poison has been much more mundanely acquired through a *periapt of proof against poison*.

Sememmon remains loyal to Lord Manshoon, who treats him as a trusted lieutenant. Fzoul Chembryl, on the other hand, prefers that Sememmon remain far removed from the everyday workings of the Black Network and Zhentil Keep. As a result, after the defeat of the lich-queen Varalla and the conquest of Darkhold, Sememmon was given control of that castle holding. This is a position important enough to merit his attention, but not so important that either Fzoul or Manshoon thinks that he poses a threat. Darkhold is also far enough away to keep Fzoul from growing to hate Sememmon so much that it becomes an all-consuming (and time-consuming) obsession. From Darkhold he is to spread the influence of the Zhentarim westward and develop control over the trade routes between the Sword Coast and the Moonsea.

Death means little to Sememmon, and he does not fear it in any way. The wizard has in fact been slain several times, and his present mortal form is a *clone* created by Manshoon after Harpers destroyed his true physical form. Manshoon currently guards some tissue belonging to Sememmon, guaranteeing the mage's loyalty should he perish again.

Sememmon often wears his *gargoyle cloak* when going into known strife. (This cloak is described in the "Magical Items" appendix.) One of his favorite spells is the *howling horror* enchantment he devised. (Howling horror is detailed in the "New Spells" appendix.) Both of these magics have won several sorcerous duels for him, and aid him in keeping down the treacheries of overly ambitious Zhentarim magelings. Sememmon constantly travels the Heartlands, ensuring his plans and those of the Zhentarim are followed to the letter—often taking it upon himself to do the job personally. The mage has made Darkhold a nearly impregnable fortress, with dozens of magical and mechanical traps. Many of these traps guard the Zhentarim's magical experiments and enchanted items, created and stored deep in the heart of the castle.





Appendix I: New Realms Powers

The destruction of Zhentil Keep was in part a reflection of a greater struggle in the domains of the gods, as Cyric, through intrigue and manipulation, sought to expand his influence further among the godly powers of the Realms. When the dust finally cleared, Cyric had been driven mad, a new Lord of the Dead was created, and Mask, the god of thieves, was left with his exact fate unrevealed. This section clarifies the present situation (as best as such matters can be clarified) and details the abilities of the various specialty priests of these deities.

Cyric



**(Prince of Lies, Prince of Madness,
the Dark Sun)**

"For an instant, the Prince of Lies heard the bubble of voices in his head chime harmonious agreement. None of them could deny his absolute supremacy over all the gods in Faerûn. The Cyrinishad proved the truth of that, and Cyric himself had read the tome very carefully."

—Prince of Lies

Greater Power of Pandemonium, CE

Portfolio:	Murder, strife, lies, intrigue, deception
Requirements:	Wisdom 13 Strength 13
Weapons Allowed:	All bludgeoning weapons and long swords
Armor Allowed:	Any
Major Spheres:	All, Astral, Charm, Combat, Guardian, Healing, Necromantic, Summoning, Sun, Weather
Minor Spheres:	Divination, Elemental, Protection
Magical Items Allowed:	Same as clerics

Granted Powers

- Specialty priests of Cyric can turn or command undead.
- Specialty priests of Cyric gain a +1 to saving throws against spells using illusion/phantasm magic.
- Specialty priests of Cyric are unaffected by *fear* spells and other emotion-altering magic. They can still be charmed and are subject to enchantment/charm spells in general, provided those spells have no direct effect on the emotions.
- At 5th level, specialty priests of Cyric may summon an aerial servant (as per the spell *aerial servant*). This servant *will* fight for the priest (contrary to normal restrictions on the spell) and can act as a magical assassin. Only one aerial servant may be summoned per month (30 days), and only one may be controlled at a time.
- At 15th level, specialty priests of Cyric may instill madness. This ability is similar to the





feblemind wizard spell, with the exception that no Wisdom adjustments are made to the saving throw, and the priest of Cyric must touch his or her target.

The destruction of Zhentil Keep, along much of the rest of the woes of Faerûn, may be laid at the feet of Cyric, known as the Dark Sun, the Prince of Lies, and the Prince of Madness. In an attempt to further enhance his own power, Cyric created the *Cyrinishad*, a book that purports to be the truth about Cyric's greatness, but in reality is enchanted to bind the reader slavishly to believing that Cyric is the most important being in the universe, exceeding all others. Cyric made the serious error of reading his own book, and is now mad, believing that he himself is the center of the universe, and everything that occurs is by his direct intervention. (The artifact known as the *Cyrinishad* is described in the "Magical Items" appendix.)

The Power: Cyric's madness has taken a number of forms, including visions and a continual chorus of voices that burble and moan in the back of his mind. These voices may be parts of Cyric's own shattered consciousness, or they may be the remains of the gods that Cyric slew or usurped the portfolios of. The uncharitable declare that Cyric's madness is the logical outcome of his attempts to dominate the Realms, but these individuals make those comments very quietly, for Cyric retains a great deal of his power and all of his vengeful nature.

Cyric has fled Bone Castle, leaving it and the portfolio of death, and the dead to Kelemvor. He now has built a twisted, ever-changing castle in Pandemonium, and he uses it as base for his future plans for the Realms. Such plans have thus far met varying degrees of success, but Cyric believes that the results are as he himself has declared—since he is the most powerful being in the universe.

Cyric hates the other gods, much like Xvim, but in Cyric's case he believes the other gods to be his puppets, easily fooled and defeated, existing only on his whim.

The Ethos: Cyric's abandonment of the portfolio of death and the dead has freed him to embrace much of where his true heart lies—treachery, deception, strife, and disaster. Random violence is never as good as violence that serves some greater, more dangerous purpose. Plans and counterplans can twist and turn on themselves, such that a defeat in one area can bring overall victory for the Dark Sun.

Any means, any method, any sacrifice or treachery is

allowed if it brings about the desired end. Cyric's bane is not that he lacks the power to effect his desires—in reality, it is that he has so many (sometimes conflicting) desires that his plans (and those of his clergy) often work against themselves.

The Clergy: The clergy of Cyric benefited from a decade of growth and consolidation before the events that drove their god mad. They absorbed a great many of the worshipers of Bane, Bhaal, and Myrkul, and even the revelation of the demise of Leira has swollen the church's ranks. Cyric, though now a few monks shy of a monastery, remains closely involved with the upper ranks of his clergy. His high priests are expected to carry out his orders, regardless of how dangerous or odd they may seem.

Some priests carry out their tasks as enthusiastically as they had before. Others seek to obey the letter of any directives while changing the spirit of them. A few note (quietly and cynically) that as Cyric replaced the gods before him, so too might Cyric be replaced.

Priests of Cyric dress in black or dark purple robes, with or without hoods. Silver bracers are worn on the wrists, and some priests paint the symbol of their deity on their cheeks or foreheads. Cyric's symbol is a white skull (sans jawbone) on a dark purple sunburst. The sunburst is also sometimes rendered in black when color is inappropriate or the rendition is in two tones.

Cyric's faith attracts power, and it remains strong in any area where evil is planned and beings seek to impress their will on others. Members of the clergy are always aware of the possibility that a superior may stumble, allowing them to advance. Some priests are encouraged by inner voices that may or may not be the spirit of their deity.

lyachtu Xvim (The Godson of Bane)



"Those knowledgeable in the ways of the gods have long known that Xvim wished to see his father dead. How ironic for him that he got his wish, only to see Bane replaced by someone even more powerful!"

—Elminster of Shadowdale

Lesser Power of Gehenna, LE

Portfolio:	Tyranny, hatred
Requirements:	Wisdom 10 Strength 12



Weapons Allowed:	All nonmissile bludgeoning weapons and javelins
Armor Allowed:	Any
Major Spheres:	All, Combat, Divination, Elemental, Guardian, Necromantic, Summoning
Minor Spheres:	Sun (reversed effects only), Healing (reversed effects only), Creation
Magical Items Allowed:	Same as clerics

Granted Powers

- Specialty priests of Xvim can turn or command undead.
- Specialty priests of Xvim gain a +1 to saving throws against spells cast by priests of Cyric or Bane. In addition, they gain a +1 to attack and damage rolls against these priests.
- Specialty priests of Xvim are unaffected by fear spells, though they may be affected by other emotion-affecting spells and by spell-like abilities that engender *fear*.
- At 5th level, specialty priests of Xvim can generate an aura of fear in a 10-foot radius. This aura is similar to the *fear* 4th-level mage spell. Those who succeed in their saving throw against this effect still get an uneasy feeling, but this feeling does not affect their actions. The aura can be called up once per day, and lasts 1 round per level of the priest. Fellow priests of Xvim, as well as diehard priests of Bane, are immune to its effects.
- Ninth-level priests of Xvim can cast a *protection from good*, 10' radius, once per day, lasting 1 round per level of the priest.

Xvim is said to be the result of a union between the Black Lord, Bane, and a greater or a true tanar'ri, and thus the blood of Bane runs through his veins. (Another tale says he is the spawn of the Black Lord and a corrupted paladin.) During the Time of Troubles, Xvim found himself mysteriously confined to the subterranean depths of Faerûn—specifically, under Zhentil Keep. It took the quasi-power from the end of the Time of Troubles until the destruction of Zhentil Keep to escape his earthen prison and establish a base in Gehenna, and Xvim now considers himself a full-fledged power of the planes.

With the setbacks that Cyric has suffered, Xvim has taken it upon himself to snatch away from Cyric some of the former portfolios of his father, Bane. Xvim since his

incarceration seems smarter, cagier, and cannier than before, and has taken a more subtle approach to power than earlier legends give him credit for. The evil god has made himself known to cultists who were once faithful to Bane. Rapidly building up a following, he sent his followers beyond Zhentil Keep in search of victims whose life force he could drain and absorb into himself in order to push him beyond quasi-power status and into full divinity.

Now that Xvim is once again walking on Faerûn and is boosted up in deific status, his next plan is to fully subsume his father's portfolio and status among the deities of Faerûn. DMs should note that in the adventure "Buying Time," Xvim has the chance to become an intermediate power if his plan is not stopped. If it is stopped, his climb in stature ends at lesser power, and he is considered to be such for future FORGOTTEN REALMS® campaign game material (that is, we're assuming the player characters stop Xvim). In either case, the godling has left the ranks of the also-rans and is now ready to take his place among the other ranking powers of Faerûn.

The Power: Xvim is 12 feet tall, with brown-black, scaly skin and glowing green eyes. He has powerful claws that he can attack with, but he favors using the Scimitar of Souls, a lawful evil *scimitar* +3 that drains two life-energy levels from living opponents.

Xvim is a vain being, and most often appears as a dark, handsome man of average height in his late thirties. In this form, his eyes are a brilliant emerald color, far greener than any eyes of a natural color.

Xvim wants to eliminate Cyric completely, but for now is satisfied with seeing him reduced in power. Xvim sees the entire *Cyrinishad* incident as an opportunity to show the former worshipers of Bane that the upstart mortal Cyric is incompetent, and that only Bane or one of his blood is truly worthy of obedience.

Currently, Xvim is busy building up his clergy. He is centering his rebuilding efforts in what's left of Zhentil Keep. Just as the Keep is in the middle of its rebirth, Xvim sees his church as having a fresh start as well. Xvim considers the Keep's comeback and his own ascendancy to be linked.

Xvim has a hatred for all the deities of Faerûn, regardless of alignment. He is unsure of who it was that put him in the earth. (One report claims it was Ao.) Xvim blames the entire Faerûnian pantheon for his misfortunes, and he plots his revenge accordingly.

The Ethos: Xvim delights in death and destruction, and encourages his devoted to emulate him. In Xvim's





dark, twisted mind, nothing worthy is accomplished without the destruction of something else.

Those who would follow Xvim must be as committed to destruction, oppression, and cruelty as he is. Xvim favors a crushing pecking order that rewards those who shove others aside for personal gain. Those at the top of the food chain prey on those at the bottom. Those at the bottom either survive (and become stronger) or perish—in which case, they were weak and didn't belong in Xvim's camp anyway.

The Clergy: Xvim's priests currently have several missions: They must round up victims to drain their spirits in order to feed Xvim's insatiable appetite; they must seek out the demoralized and hidden clergy of Bane and offer them the chance to join Xvim; and they must destroy the followers of Cyric, along with any priests of Bane who decide not to follow Xvim. The clergy sees Xvim as Bane's heir.

The clergy is not supposed to loudly proclaim Xvim's name from the rooftops and aggressively proselytize on the street corners—at least, not yet. Despite his bull-headed desire for death and tyranny, Xvim is well aware that he is not yet established enough to tackle the gods on their own terms. He is instead building up his worshippers' ranks slowly by hushed word of mouth.

Thus, whenever the clergy of Xvim carry out a mission of some sort and are acting quite openly in favor of their god, there is a strict "no survivors" rule in force. No one must know that Xvim is on the loose and is building his power. All potential witnesses must die. In some cases, entire buildings have been put to the torch just in case someone was watching from the window or eavesdropping. Since much of Zhentil Keep erupts in occasional fires, this does not appear out of the ordinary.

The adventuring cleric of Xvim dresses like any armored cleric, favoring black armor and green accessories. Specialty priests wear black robes or cloaks with startling emerald accessories (gloves, a belt, a pouch, etc.) or piping when "dressing down" for covert work. Battle armor of specialty priests tends to incorporate grotesque black great helms done in the form of fierce animals and monsters, often with the eyes done as green crystals or gems. For ceremonial garb, a specialty priest of Xvim wears a long, black cassock, a blackened metal skullcap, a black amice (overmantle) with thin, bright green piping or braidwork, a green ecclesiastical stole with the symbol of Xvim embroidered into it, and green maniples attached to the cassock's sleeves that swing from beneath the amice when she or he makes dramatic

gestures. Facial tattooing is not common, but not frowned upon (making orthodox Banite converts more comfortable).

The new symbol of Iyachtu Xvim is bright green glowing eyes against a black, open-palmed hand, similar to the hand of Bane. Xvim's clergy tend to style this symbol as that of "Xvim empowered," to distinguish it from Xvim's old symbol of glowing green eyes on a black field.

In keeping with his father's clergy's habit of giving themselves grandiose titles, Xvim has commanded his priests to do likewise. Priests of 9th level and higher are called *ruinlords*, while those under 9th level are *hatemasters*.

Kelemvor (Lord of The Dead, Judge of The Damned)



"Death is the ultimate equalizer, for it strikes low the peasant and the lord, the rich and the poor, the good and the evil. They say that justice is blind. Not so. Death is."

—Elminster of Shadowdale

Greater Power of the Gray Wastes, LN

Portfolio:	Death
Requirements:	Wisdom 14 Constitution 12
Weapons Allowed:	All bludgeoning and piercing weapons, but no swords or other slashing weapons
Armor Allowed:	Chain mail; no shields
Major Spheres:	All, Astral, Charm, Combat, Healing, Necromantic, Summoning
Minor Spheres:	Creation, Divination, Elemental, Guardian
Magical Items Allowed:	Same as clerics

Granted Powers

- Specialty priests of Kelemvor can turn and command undead as do clerics. They can affect triple the number of zombies and skeletons when commanding or destroying undead.
- Specialty priests of Kelemvor gain a +1 on their saving throws vs. death magic.
- Specialty priests of Kelemvor can *feign death* once per day, as the spell.





- At 5th level, a specialty priest of Kelemvor gains a second chance at turning undead if the previous attempt failed. This second attempt is as a priest two levels lower than the first attempt was.
- At 10th level, specialty priests of Kelemvor can summon a minor death to fight for them. A minor death appears as a skeleton wearing a robe and wielding a scythe. A minor death can be summoned once per tenday (Faerûnian week). The summoned minor death will fight obediently for 10 rounds (1 turn) or until the fight is over, whichever comes first. If the minor death disappears before killing its opponent, another minor death cannot be summoned until the priest kills a living creature. Characters slain by a minor death can be raised again.

Minor Death (1): THAC0 1; #AT 1; Dmg 2d8 (scythe); AC -4; HD 8; hp 33; MV 18; SA THAC0 of 1 and automatic initiative roll of 1; SD Cannot be disarmed; immune to cold, fire, and electricity damage, sleep spells, and all enchantment/charm spells; SZ M (6 feet); INT Avg (10); AL N; ML 20; XP 5,000.

- At 16th level, a specialty priest of Kelemvor who casts resurrection or raise dead boosts the recipient's resurrection survival check by 10%. (It cannot, however, exceed 99%.) Furthermore, the caster only ages one year, not three, when casting the resurrection spell.

Kelemvor, a former associate of Midnight, Cyric, and Adon back when the former two were still mortals, inherited the portfolio of the god of the dead when Cyric lost those responsibilities following the *Cyrinishad* debacle. The first official act of the newly created god of the dead was to turn Cyric's Bone Castle into a gleaming tower of crystal, a symbol that this particular god of the dead would hide nothing from his subjects. He intends to impart justice among the dead in an even-handed and fair manner.

The Power: Kelemvor, Lord of the Dead, Judge of the Damned, Master of the Crystal Spire, is Faerûn's newest god, a god solely of death. He dwells in the Crystal Spire, a beacon of justice amidst the twisted squalor of the Gray Waste.

Since Kelemvor was until recently a mortal human warrior, he appears much as he did in life, as a square-jawed warrior with piercing green eyes in a dark, tanned face. He has a wild mane of black hair with a

few streaks of gray in it, and is clad in chain mail and dark leather.

As the new Lord of the Dead, Kelemvor hopes to bring justice to the Land of the Dead, a realm free of the evil stigma that Cyric wrought upon it.

Kelemvor has an unexpected ally, at least in terms of traditional godly alliances. He and Mystra, formerly the human Midnight, remain close, and as they are both deities new to their respective duties, they often confer on matters in their own spheres.

The Ethos: Kelemvor is interested in having followers who recognize that death is but a part of life. It is not an end but a beginning, not a punishment but a necessity. There is no deceit in death, nothing concealed, nothing chaotic. Death is an orderly process.

The followers of Kelemvor are not out to spread death and destruction in the Realms. Rather, they seek to help others to die with dignity at their appointed time and no sooner. Just as they do not seek to rush death, they also speak out against those who seek to artificially prolong their lives beyond their natural limits, including such magical creations as liches.

The Clergy: Priests of Kelemvor administer last rites to the dying and help the living left behind to better understand the natural and inevitable process of death and dying. They preach that there are times when death is required to correct a situation, such as when a creature of a blasphemous nature that is running loose must be destroyed to protect others, or when an overabundance of dragons forces a dragon to kill to carve out a new territory for itself.

Undead, according to Kelemvor's teachings, are to be put to rest as soon as is possible. Though members of the clergy *can* command the undead, these commands usually can be boiled down to "Go back to your graves and sleep there forever." The undead walking the Realms are as much an affront to Kelemvor as they are to the goddesses and gods of nature.

Adventuring clerics of Kelemvor dress functionally, wearing armor and cloaks. They are required to display the symbol of their deity prominently. Often it is worn on the left breast over the heart or is woven into the cloak. Specialty priests of Kelemvor dress in somber and starkly elegant robes of dark and muted blue, gray, or green. (They may wear armor beneath their robes when the situation merits it.) They always wear the symbol of Kelemvor prominently in a badge on their chests, and wear simple silver headbands on their brows.

Kelemvor's symbol is an upright skeletal arm holding the scales of justice balancing evenly in its fist. The arm





is white or bone-colored, and the scales are depicted as iron-colored, silver, or gold, depending on the ecclesiastical rank of the wearer.

Mask

(Patron of Thieves,
Shadowlord)



*"Mask took what he could
As was his right.
Now he runs from the Hound
Like a thief in the night."*

— Dalelands
jump-rope rhyme

Demipower of the Gray Wastes, NE

Portfolio:	Thieves
Requirements:	Wisdom 13 Strength 13
Weapons Allowed:	As clerics, plus knife
Armor Allowed:	Leather, padded leather, or studded leather; no shield
Major Spheres:	All, Astral, Charm, Combat, Divination, Guardian, Healing, Protection, Sun
Minor Spheres:	Elemental, Necromantic, Summoning, Weather
Magical Items Allowed:	Same as clerics, plus devices that can only be used by thieves

GRANTED POWERS

- Specialty priests of Mask have some thieving skills. They have the thieving skill base scores as set out in the *Player's Handbook* (including Dexterity, race, and armor adjustments), but gain no initial discretionary points. Each time a specialty priest gains a level, 20 points may be applied to thieving skills. No more than 15 points may be assigned to a single skill. Priests of Mask do not gain a backstabbing ability or the ability to use magical scrolls.
- Priests of Mask may understand and use thieves' cant.
- Specialty priests of Mask cannot turn or command undead.

Mask has remained a mystery since the destruction of Zhentil Keep. One school of thought believed the god totally destroyed, another that the god is now totally

subsumed by Cyric, and a third school that the god, engaged in its own intrigues, faked its own loyalty to Cyric and later its own death.

The truth, as pieced together from divinations and godly asides, seems as follows: Mask survived the enslaving effects of the *Cyrinishad*, and the destruction of a major avatar form, the sword *Godsbane*, but at great cost, losing much of its godly power in the process. To make matters worse, Mask crossed a powerful extraplanar entity known as Kezef the Chaos Hound, who has sworn eternal revenge. Mask is on the run in the Gray Wastes, never remaining in one place too long, always hearing the hellish baying behind it. Such is the price of intrigue, a price that Mask has paid dearly.

The Power: Mask's form is ever-changing in regard to appearance—short and tall; strong and weak; female and male; human, halfling, and dwarf. A body of myth has arisen among planar travelers that they have encountered Mask in one of its myriad forms, only to lose that company at the sound of Kezef's approach.

Mask remains the patron of thieves, and there its faith is strongest. However, it is a weakened power as a result of its own efforts, and walks (or runs, when the Chaos Hound is abroad) carefully in its dealings with the other gods. Mask wants to remain out of the sight (and hopefully out of the mind) of Cyric, who might still covet Mask's remaining power.

The Ethos: Mask's ethos remains unchanged—ownership is nine-tenths of what is right, and if you happen to currently have something, it is yours. Previous ownership does not count. Therefore, the day belongs to the quick, the smooth-tongued, and the light-fingered.

The Clergy: The followers of Mask have been reduced to their central core: thieves and thieves' guilds. Many guilds still have their shrines to the god, and in those regions where thievery is not actively frowned upon, temples to Mask survive. Specialty priests of Mask are called *demarchesses* if female, and *demarchs* if male. The symbol of Mask is a black velvet mask, tinged with red.

Normal dress for clerics of Mask is similar to that of any merchant, craftsperson, or adventurer in the area. Ceremonial dress consists of tunics and trousers in a bright motley, with ballooned sleeves and cuffs. The entire outfit is covered with a full-length, hooded gray cloak that can be drawn shut to hide the bright color beneath. A black cloth mask is worn beneath the hood. In some areas where Mask has fallen on particularly hard times, the gray cloak and mask only are worn as a symbol of the god's favor.





Other Gods

"He's dead? Right, like being dead would slow him down."

—*Olive Ruskettle*

As a result of the Time of Troubles, many deities perished or lost their portfolios to others (primarily to Cyric). At the time of the destruction of Zhentil Keep, the status of these powers are as follows:

Bhaal: After suffering reverses in the Moonsea area, Bhaal was destroyed in the Time of Troubles. In the main, his faith has been taken over by Cyric, and Bhaal's temples have been converted to the worship of the Prince of Lies. There are still some committed Bhaal worshipers, but they are found primarily in rural areas, and many of these former worshipers are now venerating the orcish and other nonhuman pantheons as well.

Bane: Bane was destroyed in conflict with Torm in the Time of Troubles, and his portfolio was handed over to Cyric. Along with the Bhaal worshipers, the Banite factions formed the strong base of Cyric's present church. There remains an ultra-orthodox sect of confirmed Banites who venerate that god, but most worshipers have moved on to other deities. With the resurgence of Iyachtu Xvim, some Cyric worshipers are venerating him. One of the leading Banite priests who converted to Cyricism, Fzoul Chembryl, has apparently deserted Cyric to encourage (and perhaps lead) Iyachtu Xvim's rising faith.

Myrkul: Myrkul was destroyed during the Time of Troubles. The death god's portfolio passed first to Cyric, and now belongs to the new god Kelemvor. Most of the Myrkul-worshipping priests had shifted their allegiance first to Cyric, and have now just as easily shifted it to Kelemvor. This easy shift in allegiance has been aided by the fact that all three gods had the same base of operations and the same support hierarchy. (All three employed Jergal, the Scribe of the Doomed, as their seneschal and assistant, and while the nature of the death palace has shifted from golden to a castle of bones to a crystalline tower, it has remained at the same location.) Kelemvor is more even-handed than Cyric, but less tolerant of the undead than Myrkul was. There are no known remaining worshipers of Myrkul.

Leira: Despite a fog of counterclaims and declarations, it is most likely that Leira perished in the Time of Troubles or shortly thereafter, and the goddess's portfolio was subsumed by Cyric. Churches of Leira still operate, and their priests receive spells, but it is assumed

that these are granted either by Cyric or other agents who see a profit in creating questions as to Leira's existence. Many devout Leiracists seem unconcerned that the goddess may be dead, since that death may be an illusion, the original Leira may be an illusion, or Cyric himself may be an illusion. Many rational sages just assume Leira, Lady of the Mists, is no more, and go on from there.

Waukeen: The fate of Waukeen the Merchants' Friend remains a mystery. She disappeared during the Time of Troubles, and even Cyric and Mask did not claim this goddess's profitable portfolio. Her priests were deprived of their spells, and many of her worshipers and churches have turned to other faiths. Lathander, Tymora, and (especially) Lliira have all benefited from an influx of former Waukeeners. Waukeen's final fate is unrevealed.

The Quick and The Dead

Note that it takes a great deal to destroy a god entirely, and stories continue to surface of this group of Banites or that group of Bhaal worshipers who have been "visited" by their god or who have proof of their power's survival. It is possible that avatars, incarnations, relics of power, or the mortal spirits of the destroyed gods still exist in some form somewhere in the Realms. Rumors swirl through Waterdeep that Myrkul is abroad, and some point to Iyachtu Xvim's growing influence as an indication that perhaps more than just Bane's blood flows through his veins. Such speculations remain just that—speculation. When dealing with a death god, one goes to Kelemvor, and when venerating hatred and tyranny, Xvim takes precedence over his father.

In addition, the appearance of Xvim keynotes the rising fortunes of many local deities (who would commonly be known as quasi-powers) who are gaining in power as time goes on due to weak or unrepresented areas at the top of the hierarchy of deific powers. In the years to come, many of the other "small" gods may find themselves elevated to more central roles in the Realms and allowed entrance into the inner circles of the mighty and the sage.





Appendix II: New Spells

Most of the new spells introduced here are used by the evil Banite, Xvimist, and Cyricist priests in the adventures found in the Adventure Book. One spell, conjure nature elemental, is a spell reputed to come originally from lost Netheril. *Battletide* is a personal spell Fzoul Chembryl requested of his deity, which has aided him in several battles and intratemple coup attempts. *Howling horror* is a spell researched by the wizard Sememmon that is exclusive to his spellbook. *Stasis clone* is a spell that the wizard Manshoon developed and has never shared with anyone, but that explains Manshoon's incredible ability to survive after being killed so many times.

Priest Spells

5th Level *Battletide*

(Alteration)

Sphere: Combat

Range: 0

Components: V, S, M

Duration: 6 rounds

Casting Time: 5

Area of Effect: 20-foot radius

Saving Throw: Special

This spell slows all beings within a 20-foot spherical radius centered on the caster, except the priest casting it. Affected beings move and attack at half-speed. (The magic affects beings so located at the time of casting, not creatures who later come within range of the caster during the duration of the spell.) Beings affected by the spell remain slowed even if they move beyond the original area of effect of the spell. The magic transfers the energy it steals from its victims to the caster, who is hastened for the spell duration, without any of the aging effects of a haste spell. The caster moves at double rate, and makes physical attacks twice as fast (that is, a being who attacks once per round would attack twice—first in the round and then last). This does not allow spell-casting to be hastened.

All beings within range of the caster are allowed to make saving throws vs. spell once a round to avoid, or instantly break free of, the *battletide*. The spell ends entirely when the last victim escapes its effects (or at the end of its duration). On the first round, the saving throw is made at a -6 penalty; on the second, at a -5 penalty; on the third, at a -4 penalty, and so on.

The material component of this spell is a piece of cobweb, human hair, or silk thread as long as the caster's hand.

Dark Promise

(Enchantment/Charm)

Sphere: Charm, Necromantic

Range: Touch





Components: V, S
Duration: Permanent
Casting Time: 1 round
Area of Effect: 1 creature
Saving Throw: Neg.

The *dark promise* spell was used exclusively by priests of Bane centuries ago to make sure their hidden cults, temples, and covert members were protected from the bias of the general populace. As Bane's power grew to a point where Banites were no longer hunted, the spell was no longer needed, and its use dwindled away.

When the spell is cast, a set of circumstances are set in motion that targets of the spell must follow to the letter (a promise, of sorts, with stipulations). The dark promise must have Bane's interests at heart and cannot be suicidal in nature. Dark promises such as "Never eat," "Never breathe," and "Never wear armor" will not work. Legitimate *dark promises* include: "Do not return to (name of place)" or "Never again attack a priest of Bane."

If the promise is violated, affected spell targets lose 1 hit point per violation of the *dark promise* until they are dead. Curing and other means of recovering hit points do not restore damage done by a *dark promise* spell, and these hit points are permanently gone (short of a wish spell). The *dark promise* can be lifted by the original caster of the spell, a *wish* spell, or a *remove curse* cast by a good priest of higher level than the caster of the *dark promise*. If an (unwilling) target of a *dark promise* spell makes a successful saving throw vs. spell when the spell is cast, it has no effect.

Only one *dark promise* may be in effect on a being at one time. Any successive *dark promise* spells cast automatically fail. The main components of a *dark promise* spell are the name of the person the spell is to be cast upon and a carefully worded promise statement.

6th Level Spirit Annihilation

(Necromancy)

Sphere: Necromantic
Range: Touch
Components: V, S
Duration: Permanent
Casting Time: 3 rounds
Area of Effect: 1 victim
Saving Throw: Neg.

Spirit annihilation was used by the clerics of Bane centuries ago to negate the operation of spells used to retrieve information from the Banites' victims, such as *speak with dead*. Clerics of the new God of Strife, Cyric, seem have no access to this spell, however. The only place to currently find this spell is on ancient scrolls hidden deep within old Banites' haunts. There are rumors that Iyachtu Xvim may be granting this spell to a small cult of his followers for some nefarious purpose.

By use of this spell the caster completely annihilates the victim's spirit, utterly wiping him, her, or it from existence. The victim's spirit cannot find rest in the Outer Planes, and indeed it never even reaches them. The spirit is caught up by the force of the spell and utterly shattered, or its energy is diverted to some foul use (such as to power a particularly monstrous spell of gigantic complexity).

This spell is usable only on victims who are about to die (0 hp) or who have died (below 0 hp, or below -10 hp if that optional rule is in use) within 1 round per level of the caster. The victim receives a saving throw vs. spell, which negates the effect if the saving throw is successful. Victims who fail their saving throws not only cannot be spoken with using *speak with dead* spells, but also cannot be resurrected, raised, or reincarnated, though the body of the victim may be animated as a mindless undead creature.

Undeath After Death

(Alteration, Necromancy)

Sphere: Necromantic
Range: Touch
Components: V, S, M
Duration: Permanent
Casting Time: 1 turn
Area of Effect: 1 Banite
Saving Throw: None

This spell is cast on worshipers of Bane upon the moments of their deaths, transforming them into different forms of undead. Which form of undead a Banite becomes depends on his or her level of experience in life. The more powerful the Banite was in life, the stronger the type of undead. If the spell is cast upon the Banite *after* his or her death, it must be cast within 1 round per level of the caster after death occurs; otherwise, the spirit of the Banite is too far from the body to return and take control. If the caster waits too long, the spell works as an *animate dead* spell, creating a mundane, mindless zombie. Vampires created by this spell retain





character abilities. (If the DM chooses to use the optional rules presented for mummies in *Van Richten's Guide to the Ancient Dead*, mummies created by this spell retain character abilities, also.)

Level	Type of Undead
1st-3rd	Ghoul
4th-6th	Ghast
7th-9th	Ju-ju zombie
10th-13th	Wight
14th-17th	Mummy
18th+	Vampire

The level of the caster *must* be higher than the level of the spell's recipient, or else the caster must make a saving throw vs. death magic or perish in the casting. In such a case, however, the spell still functions as normal on the recipient. The material component for this spell is a black obsidian heart into which is carved the recipient's name and the symbol of Bane. This heart is shattered during the ceremony.

This spell is a closely guarded secret within the upper ranks of the church of Bane, and its use disappeared with the death of Bane. New priests of Cyric do not seem to know of the spell's existence, and those priests who converted from Bane worship have been unable to have the spell granted to them by Cyric when they pray for it.

7th Level Conjure Nature Elemental

(Conjuration/Summoning) Reversible

Sphere: Elemental, Plant, Summoning

Range: 100 yards

Components: V, S, M

Duration: Special or 24 hours

Casting Time: 1 turn

Area of Effect: 1 mile

Saving Throw: None

Upon the casting of this 7th-level priest spell, the caster opens a direct link with his or her deity, and a portion of the deity's essence forms a nature elemental from the uncivilized and uncultivated portions of the priest's current surroundings. The deity linked with this spell must have both elemental and plant in his or her major spheres of influence or the spell will not work.

Unless the caster is 17th level or higher, she or he must make a saving throw vs. breath weapon. If the sav-

ing throw fails, the caster provides the spirit portion of the elemental's essence (it is composed of earth, air, fire, water, and spirit) and departs the Prime Material Plane when the elemental disperses at the end of the spell's duration. The caster is then dead, but the body remains intact (it is, oddly, not restructured like the environment) and may be raised or resurrected. Priests must be above 17th level to inscribe the spell onto a scroll, and then only someone who is in touch with nature (druids, clerics or priests of nature powers, or rangers above 5th level) can read the scroll. When reading from a scroll, a caster does not need to make a saving throw.

Nature elementals are summoned to return the spell's area of effect to an uncultivated state. All signs of civilization and all humans or humanoids within the area of effect are obliterated. The only people immune to the elemental's fury are the caster and up to 10 people per the caster's level within a 100-yard-radius, designated upon casting the spell. The elemental disperses into its environmental components when a 1-mile radius is renovated or after 24 hours, whichever occurs first.

Unlike other elementals, nature elementals cannot be controlled. Their duties and the area in which they are to perform them are set at their summoning. If the area a nature elemental is summoned into is free of signs of civilization, the creature disperses. Nature elementals are not affected by protection from evil spells and like magics intended to hold at bay extraplanar creatures.

The material components for this spell are burning incense, soft clay, sulfur, phosphorus, water, and sand, and a duly consecrated holy symbol of the deity to be invoked. The holy symbol is the only component to survive the spell's casting. The reverse of this spell, *dismiss nature elemental*, disperses a summoned nature elemental.

Create Undead Minion

(Alteration, Necromancy)

Sphere: Necromantic

Range: Touch

Components: V, S, M

Duration: Permanent

Casting Time: 1 turn

Area of Effect: 1 victim

Saving Throw: Neg.

The caster of this spell creates a form of undead. The type of undead created depends upon the level of the caster and the condition of the victim. The spell may be





cast on a living or a dead subject. Dead subjects must have died within 24 hours, and their bodies must be in good shape. From a dead subject, the only type of undead that can be created is a ghoul.

Subjects who are still alive result in more powerful undead minions. If such subjects fail their saving throws vs. spell, they transform into the type of undead indicated below, depending on the casting priest's level. Casters can create any type of undead given on the table, up to their level limit. Thus, a 18th-level priest can create a ghoul or a ghast as easily as a vampire. Undead creatures of any sort created by this spell never retain character abilities.

Cleric Level	Type of Undead
14th	Ghoul
15th	Ghast
16th	Ju-ju zombie
17th	Wight
18th	Wraith
19th	Spectre
20th+	Vampire

The transformation into an undead creature takes the full turn of the casting time to be complete. If the spell is interrupted (or dispelled) before the turn is complete, the subject is rendered unconscious for a turn, and returns to normal at the end of that turn. The undead creature created is under the complete control of the caster. If the controlling priest is later killed, the undead minion must make a successful saving throw vs. death magic or perish as well. Surviving undead become free-willed.

The components of this spell are the holy symbol of the caster, dirt from a graveyard, and the fingernail of one of the forms of corporeal undead listed on the table above.

Wizard Spells

7th Level

Howling Horror

(Evocation, Necromancy)

Range: 0

Components: V, S, M

Duration: 1 round/level

Casting Time: 7

Area of Effect: Special

Saving Throw: None

This spell causes a wraithlike flying form to be emitted from the caster. Moaning eerily, it flies at a target being within line-of-sight that has been mentally selected by the caster.

This *howling horror* is a magical force, not an undead creature, and cannot be turned. It lasts for 1 round per level of the caster, or until the target creature perishes. The horror is destroyed by suffering more than 22 points of damage or if the caster wills it to vanish. The *howling horror* is not fooled by *feign death* spells or similar conditions. The caster need not concentrate on the horror to maintain its existence. Once a target is selected, a *howling horror* cannot be redirected against any other being.

A howling horror is a faceless, translucent gray, wispy being that swirls and drifts in response to weapon blows and moving objects. Only physical attacks that pass through the volume of air it occupies harm it. It moves at MV Fl 14 (A), is AC 5, and attacks twice per round, draining its target of 2d4 hit points per strike. Its attacks automatically hit its target.

For every hit point of damage the *howling horror* inflicts, a hit point is gained by its caster. If the caster has been hurt, these points heal him or her. When the caster is at full hit points, these points become extra, phantom hit points that remain with the caster for 1 turn. Any damage suffered by the caster is taken from them first.

Area-of-effect spells have no effect on a *howling horror*, which in turn does not alter them in any way. Spells directed specifically against a *horror* do it no harm, but the spell effects are transmitted to its caster. The caster in turn suffers no harm from them, and can emit them at any chosen target (not necessarily the *horror's* target). This retransmission is not considered spellcasting and occurs in addition to the caster's activities. It does not disrupt the caster's spellcasting.

Spells cast at the creator of a *howling horror* while the *horror* is active are taken into the caster's body and transmitted through the magical link to the *horror*, to be emitted by the *horror* at targets selected by the *horror*-caster. The primary target of the horror need not be among them. Area-of-effect spells are also altered and usurped by the caster in this manner if the caster is included in the area of effect at all. Again, this occurs in addition to any spellcasting on the part of the *horror*-caster, and it does no harm to either the *horror* or its creator.

If the caster is unconscious, spells are emitted from the *horror*-caster or the *horror* in random directions.





Retransmitted area-of-effect magics are emitted with spell foci at random distances and directions from the emitting *horror*.

A *howling horror* cannot form underwater. The material component of this spell is a small cone made of bone that is consumed in the casting.

9th Level Stasis Clone

(Alteration, Necromancy)

Range: Touch

Components: V, S, M

Duration: Permanent

Casting Time: 2 turns

Area of Effect: Special

Saving Throw: None

This spell creates a duplicate of a human, demihuman, or humanoid creature from any scrap of bone, hair, tissue, or at least six drops of blood from that being. If the caster is not the being to be duplicated, that living creature must touch the duplicate body, as it forms, to give it life.

This clone is identical to the original being in memories, skills, experience level, and appearance at the time the organic tissue was obtained from the being. It has one less point of Constitution than the original being, and it cannot form at all if the original being has a current Constitution of 1. All other ability scores are identical.

Unlike duplicates created by the 8th-level wizard spell *clone*, the copy of the being is never aware of the existence of the original. It remains in magical *stasis* and is mentally unreachable (with a sole exception noted hereafter). It does not age, decay, or need air, water, food, or other essentials that other living things require. A *stasis clone* can be stored in a coffin or other confined space, and it is not awakened by handling. It can be damaged or even destroyed by weapons, fire, crushing blows, and other forces that would harm its living counterpart.

A *stasis clone* holds the pose it was last placed in by living hands, and thus can be dressed and clothed so as to be used as a decoy or to fool others into thinking they are seeing the original being in a state of rest or sitting absorbed in study.

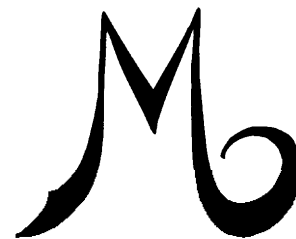
Whenever the original being touches the *stasis clone*, the clone's memories, skills and experience levels are updated to match the original being's. Purely physical

differences, such as aging, a wound, or an amputation the original being has gone through, are not mirrored by the clone in this process.

The *stasis* is normally lifted only when the original being dies, though up to two contingency spells may be applied to any *stasis clone* to modify when and how it activates. (Note that a *stasis clone* confined in an airtight or flooded space may perish shortly after awakening.) Multiple *stasis clones* can be created by repeated castings of this spell. These *stasis clones* can even be linked to each other by custom-devised transferal spells mated to contingency spells so that the death of the first clone awakens only the second, its death in turn activates just the third, and so on.

Manshoon has used this spell both to escape a final death and to remain young. As he ages, he can update his *stasis clone*, get himself slain (usually in a reckless attack that destroys an enemy, such as a powerful Red Wizard), and return as a physically younger clone. Several wizards have offered him fantastic sums for a copy of this spell and reportedly have been refused. Others (including apprentices) have perished quite messily at Manshoon's hands when they attempted to steal the spell.

Manshoon's *stasis clones* are obvious targets for those who wish him dead, permanently. Several times his enemies or his rivals in the Inner Circle of the Zhen-tarim have gone to a great deal of trouble to kill him and destroy all of his *stasis clones*, only to find that Manshoon had squirreled away one or two they had missed. One reason that Manshoon has not advanced to a higher level as a wizard is undoubtedly the cumulative loss of a great deal of experience because of the lag between newly activated clones that had not been recently updated and previous, now-dead Manshoon incarnations.



Manshoon's Symbol





Appendix III: Magical Items



In the listings that follow, “XP Value” is an experience point award gained by a being who researches and crafts such an item. This award applies only the first time such an item is crafted. It should be reduced proportionally if other beings assist in, teach, or guide the construction. It is not experience gained by one who merely comes to possess an item. “GP Value” is an average market price for the item in Faerûn. It is assumed to be paid by a wealthy mage, merchant, or sage interested in magic, who does not suspect the seller is in any haste or financial need.

Albruin

XP Value: 5,000 GP Value: 25,000

Albruin is a broad sword made of steel alloyed with electrum (itself a natural alloy) and silver. This alloy is demonstrably as effective as silver against undead and other creatures who suffer particular effects from contact with silver. It lends a +1 bonus to its wielder’s attack rolls and a +3 bonus to its damage rolls. It sheds an eerie blue radiance in up to a 10-foot-diameter sphere when drawn from its scabbard. It is an intelligent weapon of chaotic neutral alignment with an Intelligence of 17 and an Ego of 13. It communicates by speech and knows common, elvish, drow, and thieves’ cant. It can also read languages and magical writings.

Albruin’s bearer can, at will, activate and maintain by concentration the sword’s power to detect invisible objects in a 10-foot radius. *Albruin* can also *neutralize poison* once every three days, and *heal* its bearer once every 12 days. These powers are evoked at the will of the bearer, or by the sword if the bearer is unconscious and Albruin deems it advantageous to itself to activate *either* power. Physical contact between Albruin and the flesh of the bearer is necessary for the powers to work, but the sword need not be drawn to *neutralize poison* or *heal*.

Albruin is believed to be the creation of the long-dead smith Surdee, who was famous in his day for the craftsmanship of his work that came out of the forges of ice-bound Clister, where he worked ore fresh from the mines above the city on the edge of the glacier. The blade itself evades questions as to its origins. There are no markings or definite touches of workmanship that identify *Albruin* as the work of anyone in particular.

Albruin was held for many decades by the royal house of Cormyr, kept as a family treasure but seldom (due to its alignment) borne by the kings of that land. It was stolen from the palace at Suzail some 100 winters ago by the thief Nypan (“Nipe”), a halfling who was soon arrested at Wheloon by soldiers of Cormyr and slain when he attempted escape. Nipe did not have the blade when seized, and did not reveal its whereabouts. It was rumored among the thieves of Wheloon that he had sold it to a gray trader (fence) by the name of Blusken Shult, who had a merchant barge on the Wyvernwater, and that Blusken had sailed from Wheloon up to somewhere on the northern shore of the Wyvernwater, and delivered the sword to a waiting buyer.

The blade’s whereabouts were uncertain for some 24 winters, until a lady of high birth in Selgaunt, one Shamur, found the blade left behind in her bedchamber by a visitor fleeing the city guard. He never returned, and Shamur sold it when she married. It was bought by an adventurer visiting the city of Selgaunt on matters of trade (gold for mercenaries) and wielded thereafter in several minor skirmishes about the Easting Reach before its owner died in an ambush. His slayer, the adventurer-prince Thaum of Telflamm, used *Albruin* to help take the lands of Impiltur forcibly from his father’s rule and found his own kingdom. Thaum eventually died by magic (hired by his father Kuskur, who was unable to regain control of the lost lands militarily), and us





Albruin was acquired by one of Thaum's warriors, who fled the dead king's keep and took the blade back westward, into the Dalelands.

This warrior, one Adjuz by name, perished at the hands of brigands on a northern road, and *Albruin* disappeared from view – but not before Adjuz had sought out a sage (Elminster) in Shadowdale to learn the blade's true nature and powers. After the death of Adjuz, the trail of the sword remained hidden for some eight winters. It is known to have been in the hands of the mercenary general Malakar on his visit to Zhentil Keep in the spring of the ninth year thereafter, and it was identified again by the sage Murail of Sarbreen when a mercenary warrior sought him out in Ravens Bluff to learn the blade's properties some six winters beyond that time. (Sarbreen is now more commonly known as Ravens Bluff.)

We now know that *Albruin* came into the possession of the banelich Stallac Benadi in Zhentil Keep. When Stallac recruited Malakar to help him in his subterranean feud with Chrinson of the Blazing Sun, he offered the mercenary *Albruin* plus a fair amount of gold and gems. Malakar agreed and has held *Albruin* until now. (It was Malakar who traveled to Ravens Bluff to have Murail identify the blade so that he could better use it.)

Battle Gorget

XP Value: 3,000 GP Value: 6,500

One item that Manshoon of the Zhentarim always wears is a *battle gorget*. This throat protector consists of a metal throat-shield and overlapping, neck-encircling plates that are attached to a leather belt. It protects the wearer from all strangulation effects, death by hanging, and stabbing or piercing damage done to the throat. It bears an enchantment that improves the wearer's Armor Class by 1, and also offers the following powers (usable one at a time):

- Once per day, for a four-round period, the wearer is protected as if by an *ironguard* spell (that is, metal of any sort, except enchanted items such as the *gorget* itself, passes through the wearer's body harmlessly, as if the wearer's form was insubstantial). This property is activated by the wearer's silent act of will, has foiled several assassination attempts, and has enabled Manshoon to fight his way safely clear of at least one battle. (See FORGOTTEN REALMS *Adventures* or *Pages From the Mages* for the *ironguard* spell.)
- When the wearer wills, the *gorget* can emit a feather fall effect twice per day, for up to one turn at a time, of sufficient force to slow up to 600 lbs. In practical terms, this is enough to allow a fully armored heavy wearer, carrying

heavy cargo, such as a second person grasped by the wearer, to descend to safety. This property has allowed Manshoon to survive several falls from the backs of flying dragons over the years.

- Once per day at the silent mental command of the wearer, the *gorget* can emit a repulsion. This power causes affected creatures to retreat for six rounds. The effect duplicates a repulsion spell cast by a 12th-level wizard except that it works in all directions from the *gorget* -wearer, in a sphere. Only beings directly touching the wearer are immune to the repulsion.
- Once per day, the *gorget* can project a *firebeam* in front of the wearer. The wearer must speak a command word to enact this power. The throat-plate emits a cylindrical red shaft of fire a hand's width in diameter, directly out from the wearer's throat to 20 feet distant. The beam is instantaneous, and all beings it comes into contact with suffer 4d4 points of fiery damage. If the targets make a successful saving throw vs. spell, they take half this damage. Items the beam strikes (such as armor) are subject to forced saving throws vs. magical fire. It should be noted that the wearer's own hands or items may be imperiled by this beam.

Bone Mask

XP Value: 6,000 GP Value: 12,000

This skull-face mask is fashioned of bone from any source. The powdered bones of many animals can be used in a paste to augment or even form an entire mask. When a bone mask is worn, the wearer—who may be of any class—is immune to all undead draining, chilling, aging, and withering attacks, and all of the nonphysical attacks of a demilich (such as *death ray*, *trap the soul*, and *curse*).

A *bone mask* also has three other powers that the wearer can call upon (one at a time) by silent act of will:

- The wearer can turn all undead as if she or he were a 7th-level priest. Wearers who are priests normally able to turn undead have their effective level for turning attempts (only) doubled.
- The wearer can *animate dead* by touch. This ability creates human or monster skeletons or zombies only, and can make one such entity per round. An undead animated by the *bone mask* rises on round following the use of this ability, and the mask-wearer can mentally control it on the third round. It will never attack any being who wears or has worn the *bone mask* that animated it.
- The mask can emit a *spectral messenger* once per day. This insubstantial magical construct looks like a skeletal bat and flies unerringly at MV Fl 21 (A) to any being visual-





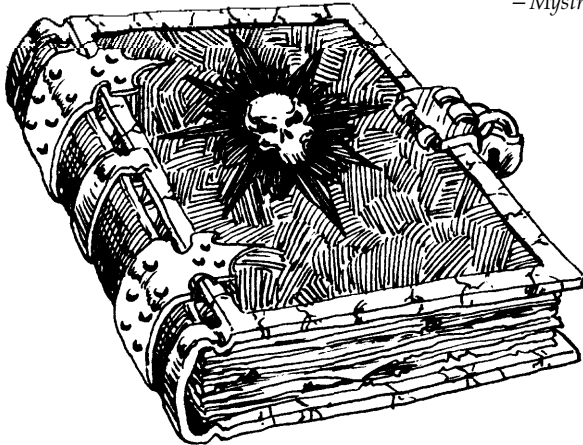
ized by the mask-wearer who is alive and on the same plane. (If either of these conditions is unfulfilled, the *spectral messenger* does not fly off, but simply circles the *mask-wearer's* head until dispelled by will of the *mask-wearer*.) When it reaches the chosen recipient being, the spectral messenger emits a verbal message from the *mask-wearer*. The message must be 33 or fewer words spoken by the *mask-wearer*, and the message cannot be a spell incantation. The message can include a word of activation, however, perhaps to activate a magical item the target being is carrying or is near.

Fzoul Chembryl is known to treasure his bone mask, though his is by no means the only one in existence.

The *Cyrinishad*

"Who's to say the book doesn't contain the power to twist the mind of a god!"

—Mystra



The artifact known as the *Cyrinishad* is a large (1-foot-square) tome of raven-black leather, embossed with a pattern of small grinning skulls and dark sunbursts against a twisting, warped background of torture and chaos. The book has golden hinges and clasps, and it is closed with a lock of unbreakable metal. The lock may be picked at a -15% penalty, but cannot be shattered. The pages of this book are made of the flayed skins of the scribes of earlier, less-successful drafts of the tome. These interior pages are illuminated with strange, bestial designs imprinted on gold foil, and the text of the work is inscribed in bright red ink. Once begun, it is a hard book to put down.

History

The *Cyrinishad* reflects an attempt by the god Cyric to dominate the Realms and conquer the other great godly powers. As a result of the Time of Troubles, the power of a deity is

directly related to the size and fervor of belief of his, her, or its followers. The *Cyrinishad* is a powerfully enchanted tome that causes the reader or listener to become a fanatical follower of Cyric. In this way, Cyric hopes to convert all the followers of other powers of the Realms to his faith, thereby destroying them and allowing him to attain the position of the only power in the Realms.

After a great many drafts (397), the *Cyrinishad* was finished. Its power was to be tested on Fzoul Chembryl, but the god Mask was impersonating him at the time and read the book in his stead. The tome was successful in weaving its web of lies into its reader's consciousness, and Mask only escaped its complete domination by excising portions of Mask's own godly power. Any lesser creature would undoubtedly be totally ensnared by the power of this book.

The *Cyrinishad* was to be read to the people of Zhentil Keep, but (the real) Fzoul instead read a blasphemous text, *The True Life of Cyric*, that rebutted Cyric's dogma. The reading was the beginning of the destruction of Zhentil Keep. The real *Cyrinishad* was later entrusted to Rinda the Scribe, who had created it unwillingly under extreme coercion by Cyric. Rinda was rendered undetectable by the god Oghma (in a manner presumably similar to that of Alias of the Azure Bonds) and entrusted with keeping the book from the hands of Cyric and his followers.

Campaign Use

The *Cyrinishad* is one of the most dangerous books in the Realms. If it is read, it turns its reader into a fanatical follower of Cyric, who then seeks to spread the word of Cyric throughout the Realms. As a result, it is continually hunted by agents of the church of Cyric, as well as other powers who wish to either utilize its power as a bargaining chip or destroy it utterly.

To make matters worse, there are a number of early drafts of the *Cyrinishad* that lack the magical powers of the final book. Most of the early drafts were destroyed (along with their scribes), but apparently one or two survived, at least in part, to make it into general circulation. This means that *Cyrinishad* sightings may be found throughout the Realms. These nonmagical drafts lack the artifact power of the true *Cyrinishad*, and they may be destroyed like any normal book.

Powers

The *Cyrinishad* has the following powers:

Constant: The reader of the *Cyrinishad* becomes a fanatical follower of Cyric. A successful saving throw vs. spell at -4 to the roll allows an individual to stop reading before the conclusion of the book. Even a successful saving throw results in the reader being under the effect of a *feeblemind* spell until a heal or a *wish* spell is used to cure that condition.





Those listening to the book read aloud are forced to make a saving throw vs. spell. Those who make a successful saving throw immediately suffer the effects of a fear spell and seek to escape the speaker. Those fail their saving throw (or those who cannot escape the reader's voice) become fanatical followers of Cyric.

Those affected by the *Cyrinishad* believe all written within the book to be true: Cyric is the one true deific power of the Realms, supreme above all other deities, and the only individual worth venerating. Priests of other deities immediately become clerics of Cyric. (Those with the necessary prerequisites may become specialty priests.) Alignment of any convert changes immediately to chaotic evil, and such an individual continues to spread the "good word" of Cyric.

Once a person is converted, only a full *wish* spell negates the effects of the *Cyrinishad*, and this only gains the individual a new saving throw vs. spell (with the *feblemind* effects as noted above). Creatures of godly nature may shed the effects of the book, but at the effective cost of one level of their power. (A lesser power, such as Mask, becomes a demipower, a demipower becomes a quasi-power, and a quasi-power loses all godly power.) Being affected once by the *Cyrinishad* does not provide immunization from the book—one may be affected upon another reading.

Suggested Means of Destruction

- The book must be immolated in a fire of absolute purity.
- The book must be turned over to Ao himself, who will place the book (and its godly author) into a separate plane of existence.

Gargoyle Cloak

XP Value: 2,500 GP Value: 6,000

This dusty gray cloak confers on the wearer a +2 bonus on all saving throws vs. petrification. The *gargoyle cloak* can also be called on once per day by the wearer's silent mental command to enact its major power, which is to turn the wearer into a gargoyle in many respects. The wearer can remain a gargoyle, as described below, to a limit of one turn, and may return to normal at any time before the turn is up. Once ended, the power cannot be reactivated for 24 hours (144 turns). A *gargoyle cloak* must be worn to be activated.

When its major power is activated, the cloak transforms itself in one round into a gargoyle shape around the wearer. During that round, the wearer can do nothing but move. Application of a *dispel magic* during this round prevents the cloak from transforming for one turn, though activation of its major power can be attempted again later; a 24-hour wait is not necessary.

The cloak expands to cover the wearer's body and clothing with a stony overskin, wings, and a tail, until the wearer resembles a gargoyle. Worn or carried magical items are unaffected, but only objects carried in the hands or worn on the fingers and around the throat (such as bags of coins or material components) can be accessed while in gargoyle form.

The wearer retains normal speech, Dexterity, skills, and presence of mind. A spellcaster still able to reach necessary material components can cast spells normally. In gargoyle form, the wearer becomes AC 5, has a MV of 9, FI 15 (C), a THAC0 of 15, and four attacks per round (two claws at 1d3 points of damage each, a bite that inflicts 1d6 points of damage, and a horn slash-and-gore that deals 1d4 points of damage). The wearer gains 90-foot-range infravision and can be hit only by a +1 or better magical weapon. A *gargoyle cloak* -wearer aloft or swooping down to attack on the wing can only attack with its horn or both claws. To use all four attacks, the gargoyle *cloak* -wearer must be on the ground.

Changing the cloak back from gargoyle form into a garment requires one round. During that round, the wearer can only move about and, if a spellcaster, cast spells requiring only verbal components. Sememmon, the commander of Darkhold, often wears his gargoyle cloak when going into known combat situations.

Mace of Darkness

XP Value: 1,000 GP Value: 9,000

These weapons are used by many evil priests and warriors across the Realms. They are always aligned. (Maces used by priests of Bane, for example, would be lawful evil.) These metal maces are fearsomely spiked, and are enchanted to a +2 attack roll bonus. They deal 1d8 points of damage per strike to both man-sized and smaller and to larger than man-sized targets.

The bearer of a *mace of darkness* can cause the grasped mace to *create darkness 15' radius* for one or two rounds. This darkness is centered on the mace head and moves as it does. Once the darkness ends, it cannot be activated again until two rounds have passed.

A mace of darkness emits a snarling noise whenever it strikes a good-aligned creature. The weapon cannot be confused as to the target's alignment. Beings of any alignment, other than that of the *mace*, who touch it suffer 2d4 points of electrical damage per contact or round of contact.



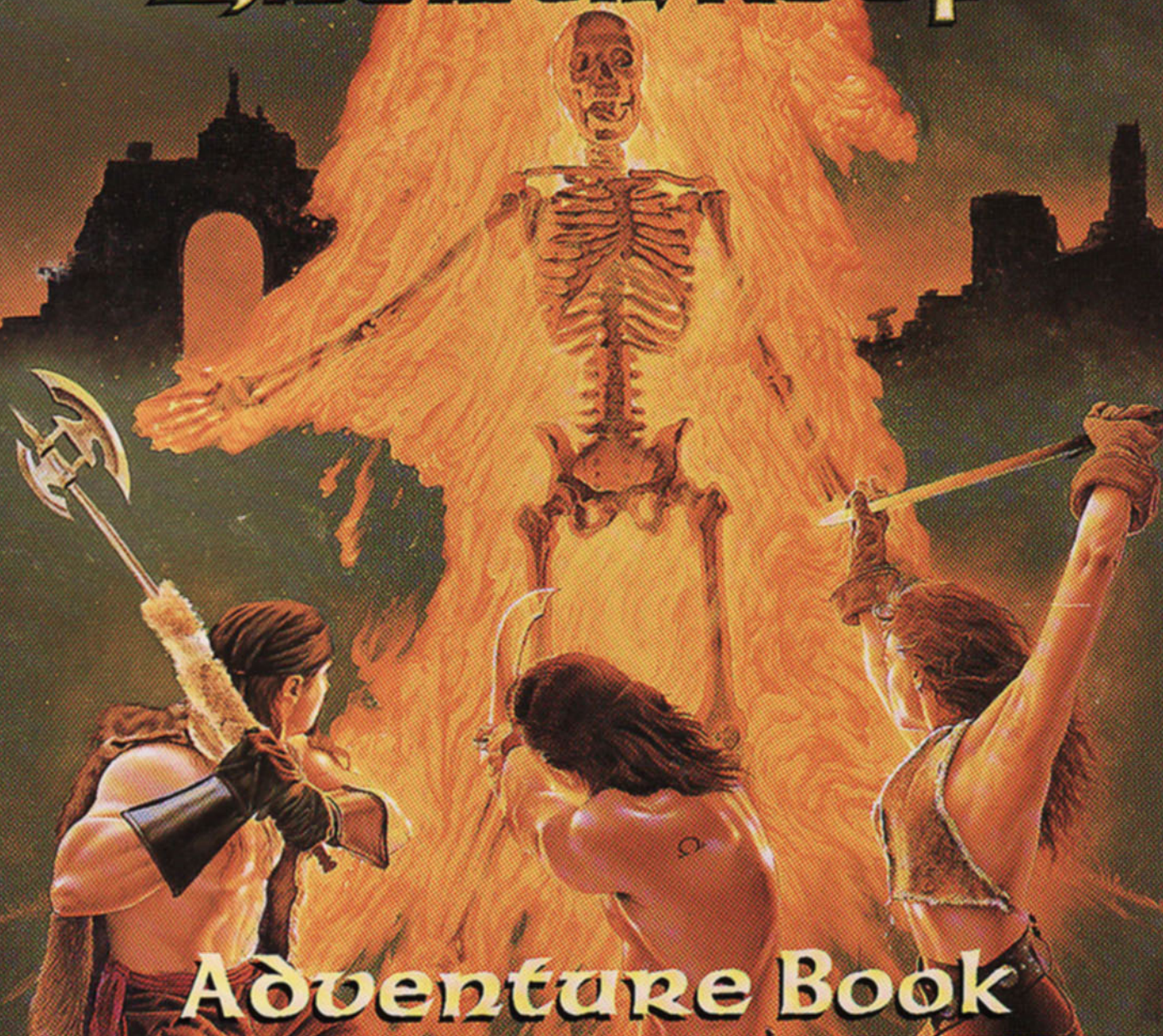


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Advanced Dungeons & Dragons®
2nd Edition



Ruins of Zhentil Keep



Adventure Book

By Kevin Melka and John Terra

Advanced Dungeons & Dragons® 2nd Edition



Ruins of Zhentil Keep Adventure Book

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Introduction

There be many places for ye to find adventures across the Heartlands, but only the brave, the desperate, or the foolish seek such in Zhentil Keep. Even so, many seek adventure against the forces of the keep and the Black Network. This is where adventurers have to decide whether what they do is for greed . . . or valor.

– Terristar Proudmane, Harper

Adventurers? They do make a wonderful snack!

– Manxam the Beholder



his booklet contains the adventures of the *Ruins of Zhentil Keep* box. Therefore, it holds information strictly for the Dungeon Master (DM). **If you plan to play any of these adventures, do not read any further!** DMs, however, should read each of the adventures before running them

The three adventures contained herein are designed to run in coordination with the *Campaign Book*, **MONSTROUS OMPENDIUM®** boxed set. Hence, it is further recommended that the DM review these portions of the product before gathering together a party of heroes to explore each scenario.

first one occurs either before or immediately following the Time of Troubles (somewhere between 1357 and 1368 DR), the second begins soon after the Banedearth of 1361 DR, and the third commences at a point directly fol-

Because of the span of years between the adventures, they need not be played in order. (In fact, the DM may choose to invoke time travel to play all three adventure in any order.) They do, however, work best when played in their specific time periods; if set at different times, the DM needs retrofit them accordingly (changing Banite clerics to Cyricist ones, for instance).

The first adventure, “Felled Hopes,” requires the PCs to attempt to disrupt (at least temporarily, but preferably permanently) the Zhentilar occupation of the village of Snowmantle. Located west of the Citadel of the Raven, Snowmantle has been conquered by the forces of Zhentil Keep and converted into a lumber camp to process timber from the Border Forest. Not only is the Zhentilar use of slave labor objectionable, but their desecration of the forest has gamed the attention of many of the forest’s residents, including druids and other powerful woodland denizens. So far, the Zhentilar have been defeated all attempts to drive them away, and they have killed most of the local druids.

The second adventure, “Sinister Conviction,” propels the heroes into a conflict of significant proportions in the underground complexes of tombs, sewers, and ruined and forgotten cellars below the streets of Zhentil Keep. Several underground networks exist down there, and this adventure delves into one of the largest. (The DM is encouraged to take advantage of the existence of so many complexes by creating additional lairs and connecting passages to other areas, filling them with monsters and plots of his or her own fiendish devising.) “Sinister Conviction” places the adventurers between two powerful forces who fight for supremacy beneath the cobbled streets. These events take place in the city after the Time of Troubles, but before those incidents that occur in the novel *Prince of Lies*.

The third adventure, “Buying Time,” returns a major villain to the Realms. Iyachtu Xvim, purported son of Bane himself, seeks to ascend to his sire’s throne and claim his father’s portfolio, lost to Cyric after the Time of Troubles. This scenario occurs after the destruction of Zhentil Keep in the *Prince of Lies*, and it sets the stage for further adventures in the ruins of the city. The events leading to the conclusion of this adventure will shape the face of Zhentil Keep and the Moonsea for years to come.

A Note on NPC Abbreviations and Combat Statistics: The normal FORGOTTEN REALMS® campaign setting NPC abbreviations have been clarified somewhat for the *Ruins of Zhentil Keep* box. Priests and wizards have been previously abbreviated with the letter “P” or “W” followed by the level of the NPC, leaving unclear whether the priest is a cleric or specialty priest of a particular deity, and whether a wizard is a mage or a specialist wizard. Therefore, in *Ruins of Zhentil Keep* these two classes are now abbreviated with “P” for specialty priests, “C” for clerics, “W” for specialist wizards, and “M” for mages.

Also, to make combat statistics a little easier on the DM, THAC0s in the following adventure are presented in the following way: “THAC0 Base melee (including Str)/Base Missile (when different from base melee THAC0, including Dex).” THAC0s for magical items and weapon specialties follow the base THAC0s and include all applicable modifiers (except situational modifiers such as range). Movement rates are also shown with the true land movement of the creature including its encumbrance; the encumbrance level is noted in parentheses following the movement rate. Two abbreviations used in this product not seen in previous combat summary statistic blocks are “SW” and “MI.” SW is special weakness; MI is magical items useful in combat that have not already been mentioned under AC or THAC0.





Felled Hopes

Throughout time, humankind has abused the trees and the land. Though humans are often protectors of nature, they are just as often the harbingers of destruction for the peaceful inhabitants of the woods. But all forests across Faerûn have their protectors, whether they be human, beast, or something produced by nature.

—Darin Pathfinder, ranger and protector of Archwood



This is the first of three adventures revolving around the forces that control Zhentil Keep. This scenario is designed to be played by four to six characters at the 4th to 6th level of experience. The party should be of good alignment—possibly members of the Harpers or their associates—and some of the player characters (PCs) should be inclined toward nature, like rangers and druids. Evil and chaotic neutral PCs are not recommended, as their ethics and morals are too close to those of the Zhentilar. And certainly the PCs must not be members of the Zhentilar, the Black Network, or any other organization whose ethics and morals would conflict with the central theme of this adventure, which is to work against Zhent clear-cutting of the Border Forest around Snowmantle.

This scenario takes place after the conquest of the Citadel of the Raven and right after the Time of Troubles, but before the Banedead. Note that the priests of Bane in this adventure can easily be changed to priests of Cyric if this would serve to better fit them into a DM's individual campaign world.

Story Background

Snowmantle is a small village located just within the edge of the Border Forest. This settlement of less than 50 people is populated by humans and a few elves, who live off the land and trade rare herbs and mushroom wine to the communities of Daggerdale and Shadowdale. They lived in peace for hundreds of years—until the coming of the Zhents. The Zhentarim have been present in Snowmantle since 1330 DR, patiently waiting for the time when they could safely conquer the community without retaliation from the Dalelands.

After the cooperative effort to rebuild the Citadel of the Raven began, the Black Network already had a number of spies seeded into the peaceful village of Snowmantle. The day after Zhent forces took over the Citadel of the Raven in 1355 DR, Zhentilar forces—with the help of those Zhentarim spies in the community—overpowered and enslaved the quiet hamlet. Snowmantle is now a base for Zhent lumbering in the Border Forest. The Black Network employs slave labor and Zhentilar troops to raze the trees, process the wood, and ship it off to Zhentil Keep, Darkhold, or the Citadel of the Raven.

NPCs of Snowmantle

The following five NPCs are major players in this adventure, and the DM should integrate them into the scenario to steer the PCs in the right direction, not complete the adventure for them.

Lanseril Snowmantle

Half-elf Male, 10th-level Druid

THAC0 14; #AT 1; Dmg 1d8 (scimitar), 1d6 (spear), or 1d6 (quarterstaff) (currently unarmed); AC 10; hp 63 (currently 22); MV 12; SA Spells, identify plants, animals, and pure water, pass without trace through overgrown area, immune to woodland charm, shapechange three times a day, +2 to saving throws vs. fire and lightning, 60' infravision, bonus to detect concealed and hidden doors; SD





30% resistance to sleep and charm; SZ M (6'2" tall); AL N; ML 16.

S 10, D 14, C 12, I 14, W 17, Ch 16.

Personality: Quiet, gentle, diplomatic, good field strategist, forgets nothing, hates wolves.

Spells (6/6/4/3/2): 1st: *Animal friendship, cure light wounds (×2), entangle, faerie*

fire, locate animals or plants; 2nd: Charm person or mammal, goodberry, heat metal, know alignment, trip, warp wood; 3rd: Call lightning, summon insects, tree, water walk; 4th: Call woodland beings, neutralize poison, plant door 5th: Pass plant, transmute rock to mud.

Patron Deity: Sylvanus.

Languages: Common, elvish, centaur, druidic, dryad, gnomish, hill giant, orcish, satyr, treant.

Weapon Proficiencies: Scimitar, spear, staff.

Nonweapon Proficiencies: Animal training (badger), direction sense, fungus identification.

Lanseril is a native of Snowmantle. He has brown hair, blue eyes, delicate features, and he is ambidextrous. He stands 6'2" tall and weighs 100 lbs. He is 58 years old. (Lanseril is detailed in the FR7 *Hall of Heroes* accessory.)

The druid's mother was a beautiful maiden of the village, and his father was an elf of the forest. Upon becoming a druid, Lanseril learned that his father was one of the Lost—an ancient race of elves who disappeared deep into the forest over 30 years in the past (see page 19). Lanseril's parents were killed when he was just six years old, so he was raised by a local druid named Haemfaest "Holloweye" Sarthun. Years later, following the death of his mentor, Lanseril left Snowmantle and eventually became a Knight of Myth Drannor.

Upon learning of the conquering of Snowmantle, Lanseril petitioned the Knights and the Harpers for help to drive the Zhents from his home village, but both factions regretfully stated they were too preoccupied with other matters to help at the time. Ever more determined to save his home town, Lanseril came to the Border Forest alone to rally the creatures of the woods. After several successful weeks of hampering the efforts of the Zhents, however, Lanseril was captured, and many of his fellow druids died in an attack by a dozen Zhentarim mages who were specifically called in for the task. Since then, with no one to lead them, the creatures of the forest have made a few random attacks, but they have done nothing to impede the encroaching axes of the Zhents.

Currently, Lanseril languishes in the newly built Snowmantle prison. It would be an easy matter for him to escape (by shapechanging into a sparrow or other small animal), but he has been told that five slaves will be killed upon discovery of his flight, and another will be executed each hour until he returns—starting with residents of Snowmantle who are his closest friends.

Walter Geddstone

Human Male, 5th-level Ranger



THAC0 16; #AT 2 or 1; Dmg By weapon; AC 7; hp 33; MV 12; SA Attacks with two melee weapons, HS 36%, MS 45%, tracking, +4 attack vs. giants; SZ M (5'11" tall); AL NG; ML 14.

S 16, D 17, C 14, I 15, W 15, Ch 14.

Personality: Courageous, reserved, quietly noble.

Walter Geddstone is an accomplished ranger who is a member of the Harpers, out of Shadowdale. Walter was sent to Snowmantle over a month ago by Elminster himself to assess the Zhent situation. Aside from reporting back the number of Zhents present, Walter has been unable to relay any other information. He has been posing as a slave, having simply walked into the slave house one day with the rest of the Snowmantle residents, right under the noses of the Zhents. Since the exact number of slaves is carefully counted, Geddstone managed to free one of them and take his place.

If the PCs are taken into slavery, or if they attempt to gain his confidence, Walter carefully attempts to determine if the PCs are Zhentarim agents. If the party somehow gains the confidence of Walter (the simplest way is to show him a Harper's pin, which will be given to the party at the start of the adventure), he informs its members of Snowmantle's current situation (and any basic information regarding the Zhents listed in this adventure), and he confirms any report that Lanseril is in the prison block. He can also inform the party that Korin Ironnugget, Juliana Saan, and Willard Gooseford (see below for information on them all) are residents of Snowmantle who are sympathetic to the cause. Any one of these NPCs can assist the PCs with help if they are slaves, or with information if they are not.

No matter what the outcome of the adventure, Walter stays in Snowmantle, either to help the people or to rebuild the village.





Korin Ironnugget

Dwarf male, 2nd-level Fighter



THAC0 19, 16 *war hammer* +3; #AT 1; Dmg 1d4+3 (*war hammer* +3); AC 6 (scale mail); hp 20; MV 3 (moderately encumbered); SZ M (4'1" tall); AL CG; ML 13.

S 18(22), D 13, C 17, I 13, W 14, Ch 10.

Personality: Cautious, dour, hard-working.

Korin is an aging dwarf who wished to live out his years in Snowmantle, away from the Zhents of the Moonsea. Unfortunately, the Zhents came to him when they occupied Snowmantle. After the takeover, Korin reluctantly offered his services as blacksmith to Ragnoth to avoid induction into the slave-labor pool.

When he can, Korin sneaks food and water to the slaves, usually when they bring in wagons with broken wheels or horses that have thrown a shoe. The slaves have asked him to give them weapons, but the majority of them know little about warfare; giving them weapons would only get them killed and Korin implicated and then executed by the priests of Bane. If the party, posing as slaves, asks Korin for weapons (he has short and long swords), he considers doing so only after consulting Walter Geddstone.

Juliana Saan

Human Female, 1st-level Ranger



THAC0 20; #AT 2 (sword and dagger) or 1 (quarterstaff); Dmg 1d8 (long sword), 1d4 (dagger), 1d6 (quarterstaff); AC 9; hp 6; MV 12; SA Attacks with two melee weapons, MS 10%, HS 15%, tracking, +4 to attack vs. orcs; SZ M (5'7" tall); AL NG; ML 10.

S 10, D 15, C 15, I 15, W 13, Ch 16.

Personality: Courageous, organized, slightly naive.

Juliana has been the owner of the Singing Dryad, in Snowmantle, since her father was killed during the Zhentilar's initial attack. She is a comely 19-year-old woman who operates the Dryad with the help of slaves assigned to the task by the

Zhentarim mage Ragnoth (see page 6), who uses the tavern as a mess hall for his troops. A storage area in the rear of the structure holds the foodstuffs sent here to feed both the soldiers and slaves. Meals are prepared by Juliana and are supervised by Noth (LE hm C2), a Banite priest who sees that the slaves get only their allotted amount of food and water over the course of the day.

Juliana has been extremely brave in the face of the Zhents and her father's death. She does what she can to smuggle extra food and water to the slaves, as many of them are her friends. She also keeps an ear out for information spilled by any of the drunken Zhentilar who frequent the Dryad each evening. Juliana gives information to the PCs only if told to do so by Walter Geddstone or Korin Ironnugget. Over the last few weeks, Juliana has overheard the following rumors:

- A badger has been seen wandering through Snowmantle during the night, and it has killed a guard. Ragnoth has offered a 20-gp reward to the person who kills it. (True: The badger is a friend of Lanseril—see page 17.)
- A group of Harpers has been sighted outside Snowmantle. (False: This rumor was spread to keep the guards on their toes, and it has nothing to do with the PCs.)
- One of the slaves is a spy, though the Zhents do not know who. A missing slave gave Gorganna the information. (True: Under torture, a slave confessed to the presence of a Harper among the slaves. He died before revealing who the Harper was, and a *speak with dead* spell revealed nothing. The Harper is, of course, Walter Geddstone.)

Willard Gooseford

Human Male, 7th-level Ranger



THAC0 14; #AT 5/2 rounds; Dmg 1d6 (short sword) and 1d4 (dagger); AC 9; hp 33; MV 12; SA Attacks with two melee weapons, HS 43%, MS 55%, tracking, +4 to attacks vs. trolls; SZ M (6'2" tall); AL CG; ML 12.

S 10, D 15, C 12, I 16, W 18, Ch 13.

Personality: Clever, "doddering."

Willard is one of the oldest surviving residents of Snowmantle as well as the uncle of Lanseril Snowmantle (on his





mother's side, but only Willard and Lanseril know this). Willard is over 70 years old, and he feigns senility, frailness, and a hearing problem so the Zhents do not consider him a threat. Willard makes mushroom wine for the Zhents in an effort to keep himself and the residents of Snowmantle alive long enough to liberate the village.

Willard has been in contact with his nephew through Lanseril's badger friend Lawrence (see page 17), and both are waiting for the right moment to take back Snowmantle. Since a large portion of the contingent of Zhentilar troops normally stationed here have temporarily returned to the Citadel of the Raven, Willard and Lanseril are readying their plans, though both doubt their success. If Willard is taken into confidence by the party, he uses Lawrence to tell Lanseril of the PCs' efforts to help.

The Zhents

The majority of Zhents in the Snowmantle area are Zhentilar troops who harvest the trees and watch the slaves. To avoid strife among the ranks, the soldiers trade off shifts, cutting trees and watching slaves. To fill out the command ranks of the Zhents, there are Zhentarim mages and a handful of priests of Bane. There have been a few disagreements between these two factions, but overall they have worked well together, considering past conflicts.

This logging operation is, for the most part, run by a Zhentarim mage named Ragnoth and a priestess of Bane named Gloganna. Ragnoth is in charge of the day-to-day operations of timber harvesting and shipping, while Gloganna makes sure the slaves and remainder of the town's folk behave. (For a worshiper of Bane, this often means beatings, torture, and all-too-common "mercy killings.")

Ragnoth of The Zhentarim Human Male, 9th-level Mage



THACO 18/16; #AT 1; Dmg 1d6 (quarterstaff); hp 30; AC 7; MV 12; SA Spells; SZ M (5'10" tall); AL LE; ML 13; XP 2,000; MI *Wand of polymorphing, rod of alertness.*

S 15, D 17, C 16, I 17, W 14, Ch 10.

Personality: Methodical, cold, Machiavellian.

Spellbook (4/3/3/2/1): 1st: *Alarm, change self, chill touch, detect magic, friends, light, magic missile, sleep, spider climb, wall of fog;* 2nd: *Blur, ESP, invisibility,*

Melf's acid arrow, minor image, strength, wizard lock; 3rd: *Blink, explosive runes, hold person, lightning bolt, protection from good 15' r., spectral force, wraithform;* 4th: *Dig, hallucinatory terrain, polymorph other, wall of fire;* 5th: *Conjure elemental, stone shape, teleport, transmute mud to rock.*

Ragnoth is a master planner, which is why he was chosen for this job. He is an excellent administrator who has turned a tidy profit running this operation. Ragnoth is a slender man, seldom seen in anything other than his black wizard's robes. In the formative stages of the lumbering operation, there was an intense rivalry between him and the priestess Gloganna, but they have since come to terms, and Ragnoth now trusts the woman with the "morale" of the labor pool. When forced to act, the wizard uses his *polymorph* spell and his *wand of polymorphing* to change troublesome slaves into toads, then crushes them beneath his feet. The Zhentarim mage is cold and calculating, and he takes great offense at spies (especially Harpers) interfering with what he has built.

In addition to his formidable spells and wand (containing 33 charges), the wizard also carries a *rod of alertness* (25 charges). Ragnoth's second in command is Endugous Than, a mage whom the party may or may not encounter in an ambush (see page 12). Ragnoth is also in charge of five other minor Zhentarim mages who, despite their traitorous nature, follow his commands to the letter. Each of them carries 10d10 gold pieces.

Endugous Than, hm M6: THACO 19/18; #AT 1; Dmg 1d6 (quarterstaff); AC 6; hp 19; AC 4 (*bracers of defense* AC 6, Dex bonus); MV 12; SZ M (6' tall); AL LE, ML 10; XP 1,400.

S 12, D 16, C 16, I 17, W 14, C 14.

Personality: Cunning, self-interested, ambitious.

Spells (4/2/2): 1st: *Magic missile, charm person, phantasmal force, sleep;* 2nd: *Alter self (cast already), Melf's acid arrow;* 3rd: *Fly, hold person.*

Minor Zhentarim Mages, hm M4 (5): THACO 19; #AT 1; Dmg 1d4 (dagger); AC 8; hp 10, 12, 14, 15, 15; MV 12; SA Spells; SZ M (5'10" tall); INT High; AL LE; ML 10; XP 420.

Personality: Power-hungry, greedy, cowardly.

Spells (3/2 - choose from this list): 1st: *Alarm, change self, chill touch, detect magic, friends, light, magic missile, sleep, spider climb, wall of fog;* 2nd: *Blur, ESP, invisibility, Melf's acid arrow, mirror image, strength, wizard lock.*

Gloganna, Vigilant Talon of Bane Human Female, 8th-level Cleric

THACO 16 (15 sickle +1); #AT 1; Dmg 1d4+2 (sickle +1); AC 4



(chain mail +1); hp 37; MV 12; SA Spells, paralytic poison (see below); SZ M (6'3" tall); AL LE; ML 13; XP 4,000.

Personality: Cruel, ambitious, paranoid.

S 10; D 14; C 15; I 16; W 17; C 15.

Spells commonly carried (5/5/4/2): 1st: *Cause fear, cause light wounds, com-*

2; 2nd: Dust devil, hold person x2, know alignment, zone of truth; 3rd: Cause blindness, cause disease, curse, dispel magic; 4th: Cause serious wounds, detect lie.

A loyal follower of Fzoul Chembryl, Gloganna was sent to Snowmantle because of her hatred of the wilderness and her ability to "control" people. At first Gloganna resented the assignment, having been sent where she would be constantly surrounded by trees and creatures of the forest. But when the foresters started to rebel, followed by denizens of Border Forest, the corrupt cleric discovered great delight in destroying their homes and bringing them to their knees, slaying without mercy.

Gloganna is a tall, comely woman who has no interest in companionship, as the worship of Bane and the dominance of the church ever remain foremost in her life (though rumor has it she was involved with Fzoul for some time, and that a lover's quarrel sent her to Snowmantle). Before she became a priest of Bane, Gloganna was a follower of Loviatar, so she is an expert in methods of forcibly extracting information. She is extremely paranoid about spies in Snowmantle and follows up even the smallest clue or rumor of their existence.

In addition to the magical items listed in her combat summary, Gloganna carries a paralytic contact poison that she applies to her sickle. A failed saving throw vs. poison indicates a victim is paralyzed for 4d4 turns. Also, anyone whose saving throw result is a natural 1 must immediately make a successful System Shock Survival check or their heart stops, killing them instantly. Gloganna has 30 total doses of this substance, half of which are at the temple (see the Snowmantle map on page 14).

A group of seven other Banite priests are also present here, all fiercely loyal to Gloganna, Fzoul, and the God of Strife. Unlike Zhent mages, these priests of Bane are not corruptible or bribable, and they are deadly and unpredictable when confronted.

Trusted Servants of Bane, hm C3 (7): THACO 20; #AT 1; Dmg 1d4+1 (mace); AC 6 (ring mail and shield);

hp 13 each; MV 6 (moderately encumbered); SA Spells; SZ M (5'11" tall); INT Avg; AL LE; ML 11; XP 175.

Personality: Power-hungry, cruel.

Spells commonly carried (4/2): 1st: *Command, cure light wounds, cause Eight wounds, cause fear; 2nd: Hold person, silence 15' radius.*

Grimbones The Bold

Human Male, 7th-level Fighter

THACO 13, 12 long sword; #AT 2; Dmg 1d8+3 (long sword); AC 2 (chain mail, shield, Dex); hp 44; MV 9 (lightly encumbered); SA Weapon spec. in long sword (+1 attack, +2 damage); SZ M (6'2" tall); AL LE; ML 15; XP 1,400.

S 17, D 16, C 15, I 14, W 14, Ch 12.

Personality: Critical, treacherous, aggressive, greedy.

Grimbones is the commander of the Zhentilar of Snowmantle. The Zhent captain is not only in charge of logging and slave recruitment, but is responsible for all Zhentilar activities, on and off duty. Any problems with the troops are brought directly to Grimbones (although discipline is usually handled by Gloganna). After seeing several of their comrades tortured to death or worse, only fools or those drunk on mushroom wine dare act against any Snowmantle superiors, and Grimbones never hesitates to take prisoners.

Zhentilar troops under his command are occupied mostly by harvesting timber and watching slaves, but they also protect Snowmantle and their fellow Zhents from the rebellious creatures of the forest. Recent attacks by forces of the forest have left them nervous and upset, so many of them stare obsessively into the forest, looking for an attack. This tension often leads to troops drowning their worries in mushroom wine during their off hours at the Singing Dryad.

Zhentilar Soldiers, hm & hf F3 (60): THACO 18; #AT 1; Dmg 1d8 (long sword); AC 7 (ring mail); hp 18 each; MV 6 (moderately encumbered); SZ M; INT Avg; AL NE (40)/CE (20); ML 10; XP 120.

Personality: Military, plodding.

Zhentilar Soldiers, hm & hf F4 (30): THACO 17; #AT 1; Dmg 1d8 (long sword); AC 7 (ring mail); hp 24 each; MV 6 (moderately encumbered); SZ M; INT Avg; AL LE (23)/CE (7); ML 11; XP 175.

Personality: Military, obedient.

Zhentilar Soldiers, hm & hf F5 (10): THACO 16 (15 long sword); #AT 3/2; Dmg 1d8+2 (long sword); AC 5 (chain mail); hp 30 each; MV 9 (lightly encumbered); SA Weapon spec. in long sword; SZ M; INT Avg; AL LE (7)/NE (3); ML 12; XP 420.

Personality: Military, cunning, cruel.





The soldiers each carry 5d4 gold pieces, though most of them spend their coin on mushroom wine or gamble it away, so they only have 1d4 gp left at night, after a visit to the Singing Dryad. There is a feeling of camaraderie among the soldiers, and newcomers are treated with caution (as they may be Zhentarim spies).

BEGINNING The Adventure

The ultimate objective of this adventure is for the PCs to liberate Snowmantle from Zhent occupation. There are several ways they can become involved in this emancipation, depending on the situation in the DM's current campaign. Use one of the following suggestions as a basis for beginning of this adventure.

- The PCs are summoned by Lord Mourngrym to Shadowdale. A member of the Knights of Myth Drannor, Lanseril Snowmantle, has not been heard from since returning to his home village of Snowmantle in an effort to free it from Zhent occupation. The PCs are asked to travel to Snowmantle, evaluate the situation, and possibly rescue Lanseril. The Knights of Myth Drannor are currently occupied in Sembia and cannot aid in Lanseril's rescue. The party is to travel to Dagger Falls, locate a recruiter there, and attempt to find work as lumberjacks in the occupied village.
- If one or more of the PCs are members of the Harpers, they are summoned to Shadowdale at the request of Lord Mourngrym, who asks the party to travel to Dagger Falls disguised as mercenaries looking for work in Snowmantle. They are to assess the strength of the Zhent occupation there, and if possible strike a serious blow to the Zhent operation.

In either case, the PCs should be strongly cautioned that it is vital to maintain their cover as long as possible. The Black Network is too firmly entrenched to be defeated in a frontal assault, and the party cannot hope to succeed if identified as a group of spies or troublemakers. This may mean staying their hands when they are insulted, standing quietly by while the Zhents perform acts of cruelty, or participating in the timber operation while they gather intelligence. Actually, one of the best ways to infiltrate the operation is for the PCs to allow themselves to be enslaved! (See "Ambush," on page 12.) In short, this is an adventure where role-playing and quick thinking can win the day, while sword and spell must be held in check until the moment is right.

Remember that the PCs are headed into a dangerous area,

full of sinister mages, wicked priests of Bane, and the forceful hand of the Zhentilar troops who have taken over the territory. The PCs should not be able to simply waltz right in and take whatever they wish from the Zhent forces. The Zhentarim and the Zhentilar are some of the most cruel and vicious humans and humanoids on the face of Faerûn, and should not be pushovers for PCs of the levels listed above.

INVITATION To Adventure

The adventure begins in the presence of Lord Mourngrym of Shadowdale. Once the players are ready, read the following introduction:

"As you may or may not know," begins Lord Mourngrym, "the village of Snowmantle has recently been conquered by forces from Zhentil Keep. This once-peaceful village is now a slave-labor camp where Zhentilar troops and mercenaries fell trees and slaves process the wood. All the while, innocent people die horrible deaths at the hand of the Zhentarim. The fat Lords of Zhentil Keep are growing rich off the broken backs of this village!

"Recently, my old companion Lanseril Snowmantle took a leave of absence from the Knights of Myth Drannor to aid the druids and creatures of the forest in a liberation of Snowmantle, or at least to slow their logging operation until his fellow knights could arrive. Unfortunately, the Knights have informed me that they will be unable to assist Snowmantle for sometime. This presents a problem for the town *and* Lanseril. Worse still, Lanseril has failed to contact me in several days. I fear he has been either captured or killed by the Zhents, as he does not answer my homing pigeon messages.

"I want you to travel to Snowmantle, disguised as mercenaries, and assess the situation. If you find Lanseril and circumstances are right, you're to try and free him. If he's dead, return to Shadowdale with a report on the number of Zhentilar troops, Zhentarim mages, and priests of Bane present in the village.

"You may begin your quest in Dagger Falls, to the north, posing as mercenaries looking for work. If my sources are correct, you'll find a Zhentilar recruiter there. A strong show of force here is important—if the Zhentilar think you're weak, they'll attempt to capture you as slave rather than pay you for your services. On the other hand, slavery would provide a perfect cover for you, as the Zhentilar are less likely to closely watch a 'lowly slave.'



“In either case, I will give you a Harper’s pin, which will prove to Lanseril that you came to Snowmantle at my request. So, what say you, heroes?”

For those groups who adventure for gold rather than loyalty to the Harpers or the Knights of Myth Drannor, Lord Mourngrim offers each group member 1,000 gold pieces for his or her services—payable only upon return. For those petitioning to become Harpers, saving Lanseril and Snowmantle will go a long way to becoming one of Those Who Harp. Once the party agrees to the terms, Lord Mourngrim provides the following, additional information:

- The last report by Lanseril (by way of carrier pigeon) stated that there were between 400 and 500 people in and around Snowmantle. Of that number, half are reported to be slaves—either former members of the village or poor souls captured by the Zhents across the Heartlands. Many druids and creatures of the forest have fled or been killed.
- The PCs should be wary of Zhentarim mages and priests of Bane. If the PCs act suspiciously in any way, the Zhents may attempt to determine their true nature with magic. If the party gives them no reason to act, however, it should be able to pass among them unnoticed. If the heroes’ cover is blown, then they shall almost certainly have to abandon the mission and fight for their own survival. *Spellcasting is to be avoided at all costs, as it will draw immediate suspicion of espionage upon the caster!*
- There is a Zhentilar agent in Dagger Falls who hires mercenary workers for Snowmantle. Mourngrim is unsure of who the contact is, but a known Zhentilar named Tharwin One-eye could possibly put the party in contact with him. Tharwin owns a shady tavern call the Broken Dagger.
- The PCs should not attempt to approach Snowmantle without a Zhentilar escort. Those who come to Snowmantle unannounced are often questioned by priests of Bane with *detect lie* spells. If the adventurers approach Snowmantle in the guise of Zhentilar, they had best have their story straight or they will similarly be subjected to inquiry-type spells.
- A Harper named Walter Geddstone attempted to infiltrate Snowmantle before Lanseril tried it, and he has not been heard from since. There is a chance he may still be in the area and could help if the PCs find him. Walter is an accomplished ranger and is nearly as familiar with the surrounding territory as Lanseril.

Lord Mourngrim supplies the PCs with any nonmagical items they require for the mission, including mundane weapons with which they can “lose” a fight and become enslaved (saving their own, enchanted possessions from capture). He suggests that the party pose as unshaven, crude, obnoxious mercenaries looking for work. Objects like holy symbols and known crests should be concealed from view. If pressed, Mourngrim provides the PCs with up to 50 gold pieces, stating that to give them any more would attract suspicion since they are supposed to be looking for work. Once the PCs pass into Dagger Falls, they will be on their own.

If the party questions Lord Mourngrim about Lanseril, paraphrase the information about the druid in the NPC section (see page 3). Be sure to include a cryptic reference to the Lost (see page 19).

Dagger Falls

This formerly peaceful dale community is now a harbor for both covert and overt Zhent (Zhentilar and Zhentarim) activity. Dagger Falls, part of the area known as Daggerdale, is little more than a military state ruled from behind the scenes by Zhent puppets and Zhentarim-sponsored officials.

The party requires three days on foot, or two days on horseback, to reach Dagger Falls by way of the Tethyamar Trail. Since the countryside of Daggerdale is a lawless area, the DM may insert random encounters into the adventure as the party travels north. Once the party enters Dagger Falls, it is a simple matter to find the Broken Dagger tavern.

Although it is not needed to run this adventure, the FORGOTTEN REALMS adventure FRQ3 *Doom of Daggerdale* details Dagger Falls at length. Should the PCs decide to explore the city, that module adds to the adventure’s possibilities. If the DM does not have access to the scenario, she or he can simply inform the party that time is of the essence and it would be best if they sought out the Broken Dagger as soon as possible. The DM can also insert patrols of Zhentilar throughout the streets of the city, to show the party that wandering aimlessly may have drastic consequences. If the party still insists on exploring Dagger Falls, remind them that it is an easy task to get arrested and sent to Snowmantle as a slave rather than a mercenary.

The Broken Dagger

This tavern is the embodiment of the “dirty and deadly” establishment. A constant flow of Zhentilar soldiers, orcs, mercenaries, and other riff-raff gather here to drown their sorrows in cheap ale. Because of the Dagger’s clientele, seldom does a night go by without a brawl. The bar is owned by an ex-Zhentilar tracker named Tharwin One-eye, who still acts as a Zhentilar and Zhentarim contact—for a price of course.





Tharwin One-Eye tends bar at the Broken Dagger.

It is an easy task for the party to find the Broken Dagger, as most people know where the tavern is, if only to avoid it. Once the party enters, read the following boxed text.

The Broken Dagger is the filthiest cesspool of a tavern you have ever seen on the face of Faerûn, both in appearance and clientele. Rats run freely here, while orcs and ruffians toss darts at them to see who buys the next drink. Barrels and broken furniture line one wall, while Zhentilar troops sit at a few stained and carved-up tables. A one-eyed man behind the bar spits in a glass and attempts to rub it clean as he watches you enter.

Tharwin One-eye is already measuring the party to assess their potential—and his profit margin—but he is not the only one to notice the PCs as they enter. Several other Zhentilar, looking to earn an easy bounty for bringing back more slaves, are evaluating the PC's strengths to determine if they are easy targets. Once the party approaches Tharwin about work in Snowmantle, read the following:

“Sure I know 'bout Snowmantle,” slurs Tharwin. “If yer lookin' fer work with fair pay, Zhents from Snowmantle need fit men and women to harvest timber in the Border Forest. They pays good coin fer a fair day's work, and there's bonuses in it if ye knows how to wield a sword agin them nasty forest critters.

He smiles, revealing a mouthful of broken, discolored teeth. “For a price, ol' One-eye can puts ye in touch with the right people. For a price, ye know.”

For a bribe of no less than 20 gold pieces, Tharwin informs the PCs that a Zhentilar captain named Grimbones the Bold should be walking into the tavern “any minute now.” If the party waits, Tharwin points out Grimbones when he enters for lunch (or breakfast or dinner, depending on the time of day). While they wait, there is a 30% chance that a brawl breaks out and they are dragged into it. If they interact with the other patrons, allow role-playing to dictate whether a fight breaks out instead of percentile dice.





The Dagger's Patronage

While the PCs wait for Grimbones to arrive, they are witnesses to the unsavory activities of the Broken Dagger, and may find themselves drawn into them if not careful. The tavern is filled with a squad of off-duty Zhentilar soldiers, a small group of orc mercenaries, and a quiet Zhentarim wizard who lies low in a far corner. The squad of fighters is here to pass the time before going on duty in an hour. They are currently throwing darts at a small group of rats running along a far wall. (Tharwin gives the soldiers a free drink for every three rats they kill.) Currently, these Zhents are rather bored with the game and would be more than happy to initiate a fight with a tough-looking PC. Since they are not currently intoxicated, these Zhentilar will not draw their weapons and fight to the death, which would be a violation of Zhent law in Dagger Falls—as is the unauthorized casting of spells. Both offenses are punishable by arrest and enslavement in the timber operation.

If the PCs draw weapons or begin to cast in response to verbal abuse, Tharwin warns them that doing so is a violation of Zhent law, but arguments settled with fists are fair and legal fights. If the PCs ply their weapons or cast spells anyway, then the battle turns bloody and an additional 12 Zhent guards arrive in 1d6+2 rounds, to make arrests or finish the PCs. Assuming the PCs respect the law, however, treat all combat in an ensuing fight as nonlethal damage (using the Punching and Wrestling Results table found in the “Combat” chapter of the *DUNGEON MASTER® Guide*).

If the party has elected to go undercover as slaves, this is an ideal opportunity to be captured, or at least to appear weak in order to invite capture along the road to Snowmantle. (See “Ambush,” below.) If the party members prove to be easy pickings for the Zhentilar, but remain within the law by not drawing weapons or casting spells, they are tagged as possible slave material by the soldiers and the Zhentarim mage in the corner. Anyone who breaks the law in the midst of the brawl is immediately arrested by the Zhentilar and taken to Snowmantle as a slave.

Should the party members draw weapons, cast spells, and defeat all the Zhentilar soldiers, they discover Grimbones the Bold watching them from the door when the battle ends. He is impressed with their fighting prowess and readily agrees to hire them as protection for the lumber operation, but they will be watched very carefully for a few days. (See “Arrival in Snowmantle,” on page 15.)

Zhentilar Soldiers, hm F3 (12): THAC0 18; #AT 1; Dmg 1d8 (long sword); AC 5 (chain mail); hp 18 each; MV 9 (lightly encumbered); SZ M; INT Avg; AL

LE; ML 10; XP 120.

Personality: Greedy, aggressive, bored.

The orc mercenaries in the bar are always looking for trouble, but they are in need of money and are waiting for Grimbones to arrive so they can inquire after employment. If the PCs openly reveal that they are looking for work in Snowmantle, they make instant enemies out of the ugly humanoids. Since there are only five orcs, they are careful not to begin any fight they cannot win; they have been around Zhents long enough to know better than to pick a fight with a superior foe. However, they do not hesitate to join the Zhentilar soldiers if the PCs draw weapons, or to pick a fight after the PCs lose one to the soldiers.

If the party loses a fight with the Zhentilar soldiers (on purpose or otherwise), the orcs become more abusive, unwittingly tempting the PCs to reveal their true strength and nature. If the party is role-playing the situation properly, the DM can have some fun by letting the orcs taunt them, make rude remarks, and otherwise bait them into fighting. Otherwise, the orcs are more than content to sit back and wait for Grimbones to arrive.

Ores (5): THAC0 19; #AT 1; Dmg 1d6 (short sword); AC 6 (scale mail); HD 1; hp 6 each; MV 9 (lightly encumbered); SW -1 to attack in sunlight; SZ M; INT Avg; AL LE; ML 12; XP 15.

Personality: Aggressive, cowardly.

The Zhentarim mage sitting in the corner is Endugous Than, a minor mage seeking fame and power in the North. (See page 6 for a full description.) Endugous is also content to sit back and watch how the PCs handle the Zhentilar soldiers (and/or the orcs). If the PCs appear weak or untrained when confronting the soldiers, the mage views them as potential slaves and has a private meeting with Grimbones, to discuss ambushing the PCs on their way to Snowmantle (see “Ambush,” below). Also, if any of the PCs display spellcasting abilities, Than becomes suspicious of the party's true nature, which increases the number and strength of the aforementioned ambush. The Zhentarim are extremely wary of spellcasters who are not members of the Black Network, whether they are mages or priests. (Harpers are, after all, everywhere.) Than avoids combat here if possible.

If any of the PCs attempt to speak with the Zhentarim mage, he appears quite friendly as he seeks to determine their intentions. He is mildly inquisitive about spellcasters and the origins of each PC. If questioned about himself, he claims to be a merchant traveling through Dagger Falls on his way to Cormyr and Sembia.





Grimbones The Bold

After a half hour of game time or the resolution of any encounters, whichever comes first, Grimbones arrives for a meal and a pitcher of cheap ale. He is a large man who rose through the ranks of the Zhentilar on his fighting skills and tactical abilities. Grimbones is a husky 6 feet tall, weighs 225 pounds, and is sincerely loyal to the Zhentilar and Zhentarim.

Grimbones currently works as a recruiter for the Zhentarim in control of Snowmantle. He is on the lookout for both able-bodied warrior types and also weak, defenseless individuals who are candidates for slave labor. This is one of the first things Grimbones considers when the PCs introduce themselves as mercenaries seeking employment. After brief introductions with the Zhent captain, read the following boxed text.

Grimbones continues to eat while addressing you. "So, yer interested in work, are ye? The job is cuttin' down trees, haulin' timber to the wagons, guarding slaves, and fighting off them pesky critters that attack us while we're fellin' wood. The job pays 20 gold pieces a week, plus incentives for killin' them little buggers in the forest. As long as you follow the rules, there'll be no troubles. What say you? Are you interested in some hard, honest work?"

If the PCs haggle with Grimbones, he goes so far as to give them a signing bonus of 20 gold pieces, but tells the party to get lost if they ask for any more. Grimbones is leaving for Snowmantle soon, and if the PCs want the work they can meet him on the Tesh Trail, just outside of the city limits, in an hour.

Ambush

The trip to Snowmantle takes two days. The DM can throw a few random encounters of his or her own devising at the PCs to challenge them as they travel rugged Zhent territory if desired. However, main purpose of this encounter is to attempt to capture the PCs and integrate them into the slave-labor force in Snowmantle. There are several reasons to use this encounter: (1) The PCs appeared weak during their time in Dagger Falls, having been beaten up by the Zhentilar or bullied by the group of orcs; or (2) the Zhentarim mage witnessed one or more of the PCs cast spells, and he suspects they are spies or rival Zhentarim.

The ambush occurs on the Tesh Trail after an hour of travel, just before the group breaks north for Snowmantle. During

the following encounter, Grimbones pretends to be on the side of the party until it is certain they are about to be defeated, at which time he switches sides. If Grimbones thinks that his ambush is about to fail, he turns on his own lackeys, ensuring their deaths so they cannot implicate him.

The Zhentarim mage, Endugous Than, casts spells at the PCs from a nearby ridge. If it appears the ambush is about to fail, Than flees, proceeding to Snowmantle ahead of the party by way of a *fly* spell. Remember that he notes any spellcasters he sees in the party and reports this information to his superiors. Furthermore, if he has witnessed spellcasting by the party back at the Broken Dagger in Daggerdale (see page 11), the number of Zhentilar soldiers in the ambush is doubled (to 20).

Because of an *alter self* spell, the PCs will not recognize Endugous Than later in the adventure. Whatever the outcome of the battle, Grimbones should survive and lead the PCs to Snowmantle, either as employees or slaves.

Zhentilar Soldiers, hm F3 (10): THAC0 18; #AT 1; Dmg 1d8 (long sword); AC 5 (chain mail); hp 18 each; MV 9 (lightly encumbered); SZ M; INT Avg; AL LE; ML 10; XP 120.

Personality: Greedy, plodding, but dutiful.

Grimbones the Bold, hm F7: THAC0 13, 12 long sword; #AT 2; Dmg 1d8+3 (long sword); AC 2 (chain mail, shield, Dex); hp 44; MV 9 (lightly encumbered); SA Weapon spec. in long sword (+1 attack, +2 damage); SZ M (6'2" tall); AL LE; ML 15; XP 1,400.

S 17, D 16, C 15, I 14, W 14, Ch 12.

Personality: Critical, treacherous, aggressive, greedy.

Endugous Than, hm M6: THAC0 19/18; #AT 1; Dmg 1d6 (quarterstaff); AC 6; hp 19; AC 4 (*bracers of defense* AC 6, Dex bonus); MV 12; SZ M (6' tall); AL LE, ML 10; XP 1,400.

S 12, D 16, C 16, I 17, W 14, C 14.

Personality: Cunning, self-interested, ambitious.

Spells (4/2/2): 1st: *Magic missile, charm person, phantasmal force, sleep*; 2nd: *Alter self (cast already), Melf's acid arrow*; 3rd: *Fly, hold person*.

SNOWMANTLE

Founded in the Year of the Wailing Wind (1000 DR) by a small group of humans and elves, the village of Snowmantle was a quiet and peaceful community protected by local residents, creatures of the forest, and the hidden forces of the Lost—a group of reclusive and mystical elves who live deep within the Border Forest. Citizens of this forest community are foresters and craftspeople living comfort-



ably off the land. Until the Zhentilar invaded, the people of Snowmantle had little contact with the outside world.

The only thing unique to Snowmantle, beside its famous Knight of Myth Drannor, is the mushroom wine that is produced here year round. This beverage is derived from a plentiful mushroom native only to the Border Forest. Harvested mushrooms ferment in spring water for several months (the actual amount of time depends on the quality and potency desired) and are then strained and the resulting wine stored in small casks or clay jugs to produce the libation. Inhabitants of Snowmantle and nearby communities have developed a taste for this peculiar drink, though a resident of Waterdeep would likely spit it out—it is an acquired taste.

Zhent Profits

With concerns over the insurrection of the Citadel of the Raven in the Year of the Harp, very few denizens of the Heartlands noticed the quiet occupation of Snowmantle by the Zhentilar and Zhentarim. Most of the original residents of the village have been made slaves, and there also are some slaves who have been taken from other nearby villages; passing travelers have fallen prey as well.

The Zhents have a simple purpose in Snowmantle: It is a base for a timber operation in the Border Forest. The sale of lumber and wood-based products has become very profitable for Zhentil Keep, and the troops and wizards here answer to the Council of Lords of Zhentil Keep not of one individual lord (or the Black Network). After paying expenses for harvesting and transporting the lumber, the profits are divided among the 17 lords of the Council.

After spending some time in Snowmantle, the Zhents have realized that production of mushroom wine could be profitable, too, as many of the Zhentilar troops have grown accustomed to the piquant brew. In addition, the Zhents have discovered other byproducts of the timber operations: wood chips and sawdust. Slaves are constantly put upon their knees to gather these incidental commodities from the grounds near the mill and the cutting tracts in the forest. The slaves then put the materials into burlap sacks, which are sold as “firestarter bags.” These products, which ignite easily and burn for about 10 minutes, are sold to the wealthy who are too lazy or inept to start their own hearth fires. Needless to say, the product is a hit with the lords and other rich citizens of Zhentil Keep.

All in all, the lords of Zhentil Keep have profited greatly from the Snowmantle operations. Considering that they have harvested only a fraction of the Border Forest, the Zhents plan to be here for a long time, unless someone—like the PCs—stops them.

Harvesting

The Zhents have a very simple system for harvesting timber, processing it, then shipping it to its destination (Zhentil Keep, the Citadel of the Raven, or Darkhold) for use or distribution. Deep in the forest, Zhentilar troops (with occasional help from Zhentarim mages) fell the trees, and slaves load them onto wagons that take them to Snowmantle. There, Zhentilar cut the bark from the wood while slaves hand-saw the logs into planks. Afterward, the lumber is inventoried and shipped off to its final destination.

Key to Snowmantle

1. Lumber Mill: This building was built specifically by the Zhentilar troops to cut logs into lumber suitable for transport. There are always a minimum of 10 guards here, watching the slaves and assisting in the cutting. Unless there is a shortage of healthy male slaves or the processing is behind schedule, the Zhentilar troops normally just watch the slaves work.

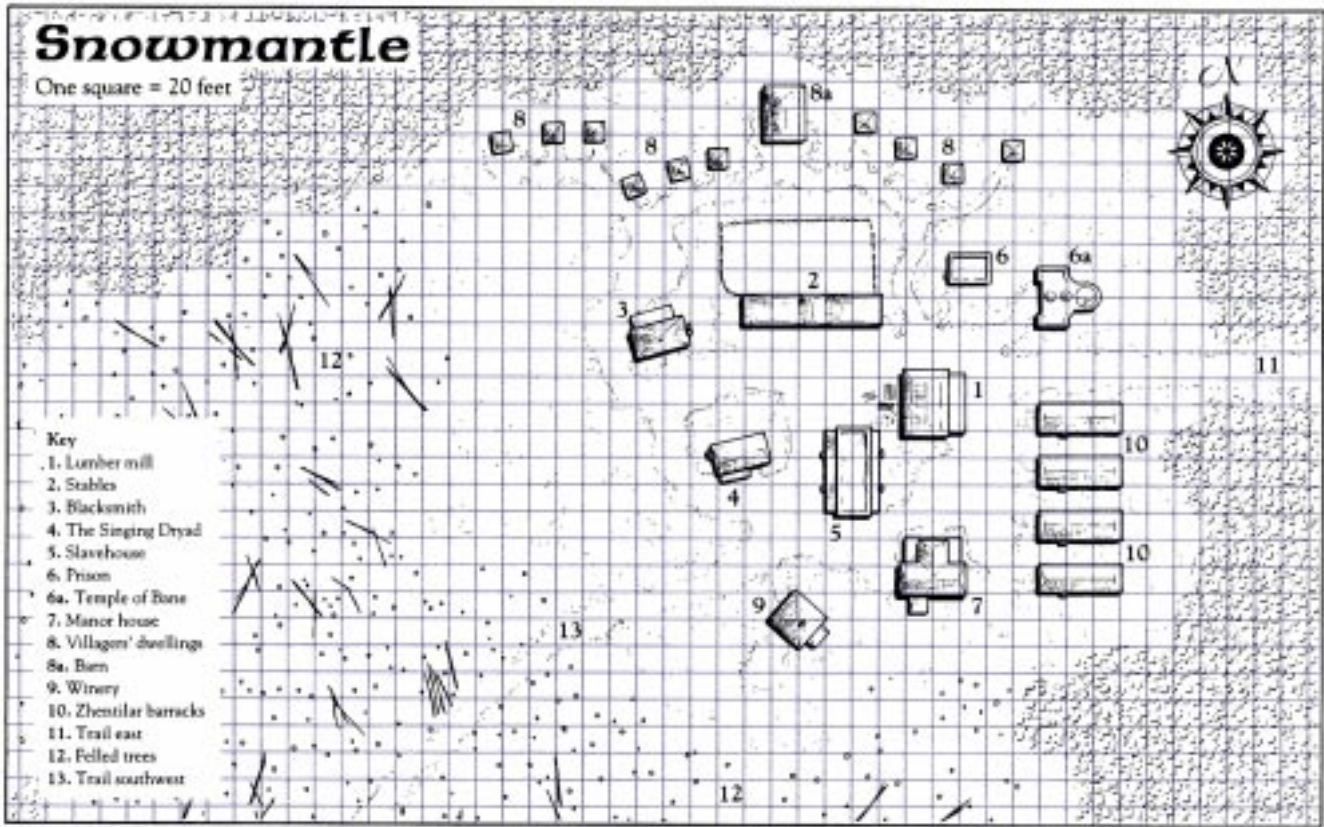
2. Stables: There are dozens of horses in Snowmantle, used to pull logs to the mill and across the Heartlands. There are always between 20 and 30 light and medium horses stabled here every evening, under the watch of five Zhentilar guards.

3. Blacksmith: The only dwarf to ever live in Snowmantle is Korin Ironnugget (see page 5). In addition to repairing Zhent armor and weapons, Korin shoes horses and mends wagons. Korin does what he can to help slaves when they bring horses and wagons here for repair, but his shop is always under close watch by Zhentilar troops.

4. The Singing Dryad: This establishment is another of the few businesses to survive the occupation of Snowmantle, though the original owner was killed in the takeover. The business has since been taken over by Juliana Saan (see page 5), daughter of the late owner. Juliana is helpless to stop the Zhent occupation, but she does what she can for the little bit of resistance the slaves offer. Fearing the Zhentarim will take away all that she has left of her father, Juliana is extremely careful of whom she speaks with. Since this is the only tavern in Snowmantle, many drunken Zhentilar with loose lips frequent the establishment. Juliana usually hears anything said in the Singing Dryad.

5. Slave House: This building was once Snowmantle’s meeting hall, but it has since been turned into a place for slaves to rest during the evening hours. There are a total of 44 male and 27 female slaves here by night, most of which were residents of Snowmantle and members of nearby Dales communities. The conditions here are deplorable, as the unwashed wretches sleep on floors, rotting hay, and each other. There *is* a visible attempt by the Zhentilar to keep the slaves clean and healthy, but their current efforts are not enough to prevent the





death of slaves due to the poor environment and working conditions.

6. Prison: This building is used to house unruly slaves, possible spies, and Lanseril Snowmantle (see page 3 and page 17). This area is one of those operated by Gloganna and her followers. This building has a separate section for extracting information from spies. In addition to the priests of Bane, five Zhentilar guards are stationed here to guard the 10 cells.

6A. Temple of Bane: This building was newly built for the followers of Bane, and it is used as both a temple and living quarters. The vile corruption in this building causes all spells cast by Banites to have maximum effect, and all saving throws against such magic are rolled with a -4 penalty. A secret door in the altar contains 445 gold pieces, 119 platinum pieces, 15 doses of Gloganna's poison (see page 6), and a *book of vile darkness*.

7. Manor House: This building is the most elaborate in Snowmantle. It used to belong to the mayor of the village, who was killed during the Zhent invasion. The manor house is now the home of Ragnoth and his Zhentimar wizards. All ritualistic and especially important spells are cast within this structure. The minor wizards sleep in the guest quarters, to the southeast. Hidden in a secret cache in the basement is Rag-

noth's treasure: 788 gp, 1,102 sp, 335 ep, four *potions of healing*, a wizard scroll with cone of cold on it, and his grimoire.

8. Villagers' Dwellings: These structures were once the simple living quarters of the residents of Snowmantle, but they are now occupied by Zhentilar soldiers. Zhent troops who have been productive or particularly brave in facing the creatures of the forest are given these personal quarters, which house two to six soldiers.

8A. Barn: This structure is Snowmantle's community barn. It was once home to chickens, cows, and lambs, but has since been converted to house Zhent supplies. Currently, the barn holds crates of extra weapons (nonmagical long and short swords), saws and axes, barrels of water and wine (replenished once per month), and assorted items of war. (The DM may choose to place items related to the overall campaign here.) The barn is always guarded by six Zhentilar soldiers.

Zhentilar Soldiers, hm & hf F4 (6): THAC0 17; #AT 1; Dmg 1d8 (long sword); AC 7 (ring mail); hp 24 each; MV 6 (moderately encumbered); SZ M; INT Avg; AL LE (23)/CE (7); ML 11; XP 175.

Personality: Military, obedient.



9. Wine Factory: This is where Snowmantle's mushroom wine is created from fungi native to the Border Forest. The majority of the mushrooms grow south, north, and east of Snowmantle, and this has so far saved those portions of the forest from destruction. The factory is operated by Willard Gooseford, a 70-year-old retired ranger who has yet to pass on the secret of mushroom wine to an apprentice or confidant. (See page 5 for a full description of Willard.) Because of this, the Zhents have allowed him to live, and they even pay him for producing the wine, though the price they pay is far below his former norm. Willard has two female assistants who help him produce between 10 and 20 casks of wine per week, along with about 20 to 30 smaller clay jugs (sealed with cork and wax stoppers), if the harvest of mushrooms is sufficient. Willard is currently living in the factory, as the Zhentilar have confiscated his house.

10. Zhentilar Barracks: These new buildings were built to house Zhentilar troops. Since many who were previously stationed here have temporarily returned to the Citadel of the Raven, several sections of the barracks are empty. Each soldier has a bunk and a locked footlocker. The key to each footlocker lies with the owner of the contents, but Ragnoth has a master key. The footlockers contain clothing, spare weapons, armor, tools for weapons maintenance, and personal items. They also may contain coins. Roll 1d10:

Die Roll Coins		Die Roll Coins	
1-2	Nothing	8	1d20 gp
3-4	2d4 cp	9	3d10 gp
5-6	1d6 sp	10	1d12 pp
7	2d8 gp		

11. Trail East: This path through the eastern edge of the Border Forest forks after a few miles. The left trail leads to the Citadel of the Raven and the right joins the Tesh Trail, to the south. One or two wagons laden with lumber leave Snowmantle by this road every day, but their destinations are known only to Ragnoth and the wagons' drivers.

12. Felled Trees: This section of the Border Forest stretches long beyond the boundaries of the Snowmantle map. The land has already been cleared of trees by the Zhents; all that remains are stumps, piles of sawdust and wood chips, and turned up ground. Slaves are often found here, collecting wood chips and sawdust in burlap sacks (as described in the Zhent Profits section on page 13). The slaves used for this duty are usually those who are too weak (from age or injury) to fell trees, and who will eventually perish in these rough fields.

13. Trail Southwest: This beaten path is used to travel to the edge of the harvesting operation, currently one mile west of Snowmantle. Each morning a contingent of 50 Zhentilar soldiers, two mages, two priests of Bane, 30 slaves, and four

long wagons travel to the edge of the forest and raze as many trees as they can in order to be back in Snowmantle by sunset. Even the smallest amount of rain causes transportation problems, requiring the entire company to help pull the wagons out of muddy grounds. (This might present the ideal opportunity for PCs to put a plan into action.)

Events in Snowmantle

While the PCs are in Snowmantle, several events occur, eventually leading them to the Lost, a band of elves who are their only hope of ridding Snowmantle of the Zhentilar (see page 19). The events are designed to remain usable whether the PC's are hired as Zhentilar or are brought to Snowmantle in chains.

Note that the DM need not use all of these events. Most of them simply provide additional encounters for the scenario, although the Lawrence the Badger encounter may be pivotal to the heroes' ability to find the Lost elves. The DM is encouraged to add other events that fit into the scenario, as long as they fit into the overall theme of the adventure.

Arrival in Snowmantle

If the ambush against the party failed, Ragnoth and Gloganna are slightly suspicious of the PCs at first, but these misgivings fade after three days unless the party begins to ask strange questions or makes itself the center of attention. (Known spellcasters are never free of suspicion—see below.) There should be no mistake that they are being watched, at least until they settle into the routine of their new roles.

There are fewer Zhentilar troops in Snowmantle than Lord Mourngrym believes (see page 9), as some of them have been ordered away to reinforce the Citadel of the Raven from possible retaliation from the Dalelands. That is why Grimbones was in Dagger Falls, recruiting help to harvest timber. If the PCs want to count the troops for the purpose of making a report to Lord Mourngrym, they must declare their intention to do so and then track the soldiers for 1d4+1 days, at which time the DM can give them an approximate count.

If the heroes are hired as workers, the party spends the first few days helping process lumber at the mill. After two days, they are assigned to cut down trees one mile from the village. If the party is taken in as slaves, they are assigned to work with a group of five other slaves, including Walter Geddstone. For the first few days the PCs are told to gather sawdust and wood chips around the lumber mill area. On the third day and afterward, they are assigned to load logs onto carts deep in the forest. Far from Snowmantle, they should have an easier time escaping so they can put into action any plan they may conceive.

All party members are casually watched for the first couple days, after which time the Zhents think of them as whatever





they seem to be. However, anyone who suspected of being a wizard will have a 24-hour watch on them from a distance (make a 35%-chance hide in shadows roll, then call for Wisdom checks from the PCs if it fails). Suspected priests are another matter, as Gloganna trusts no clerics but the followers of Bane. Those who act as clerics of a good or neutral faith—who are seen casting curative spells or other generally good-aligned spells—are ordered to report to the cleric of Bane, where they are questioned about their origins. Those who answer unconvincingly are next questioned with the aid of truth-detection magic. A cleric whose identity is detected is immediately taken to the prison to await execution in the morning, which will probably blow the adventuring party's cover, since they will almost surely be forced to attempt a rescue. Besides, Gloganna will want to know if the captured cleric is alone. This is an option the DM should exercise only if cleric PCs are careless in their actions. If desired, the Dungeon Master may choose to aid a captured PC with one of the major NPCs (see page 3), who will help him or her escape and flee the scene.

Food and Water

PCs who are slaves are given a ration of food and water each day, which is enough to keep their strength up, although it is not particularly satisfying. Each day on this diet requires a successful roll vs. a PC's Constitution score or Strength drops by 1 point. A lost Strength point can be recovered if the PC slave makes two successful Constitution checks in a row. Anyone reduced to a Strength of 3 or less becomes too weak to work and is beaten to death by a Zhentilar, if not the Zhent is not prevented from doing so by other PCs (which, again, could well blow their cover).

Escaping Slave

During the PCs' first day in Snowmantle, a slave (a young woman named Willa) makes a run for the woods near a random PC (or group of PCs). If the PC is posing as a mercenary, she or he is expected to stop the slave. (Other Zhents will cry, "Stop her!") Allowing Willa to escape results in grave consequences: Gloganna will question the PC with detect lie and know alignment spells, and the result of these questions will more than likely cast the PC into the role of spy. The penalty for espionage is imprisonment and execution in the morning. However, with the PC's cover blown, she or he may receive help from other NPCs in Snowmantle (at the DM's discretion).

If the PCs are slaves and stop their escaping comrade, they are elevated to the status of trustee, and they are assigned to help with the cooking at the Singing Dryad or to help Willard at the wine factory.

Creatures of the Forest

At some time during the PCs' stay in Snowmantle, a group of forest creatures led by a group of hybsils attacks the Zhentilar. The creatures' objective depends upon the PCs' location: If they are in the forest cutting trees, the creatures assault the Zhents cutting wood, and if the PCs are in Snowmantle, the creatures are attempting to free Lanseril. Though the forest denizens manage to kill a few Zhents here and there, they are soon overpowered by superior forces. Without Lanseril to lead them, they have no hope. If the PCs try to help the forest creatures, they risk the wrath of the Zhents themselves. Tempt the PCs to blow their cover by giving them a chance to save a Zhent's life or let him die (or a woodland creature's life); their action or inaction could give them away.

Hybsils (10): THAC0 19; #AT 1; Dmg 1d6 (short sword or flight arrow); AC 7; HD 1; hp 6 each; MV 15; SA *Sleep* arrows; SD +4 to saving throws, immune to poison HS 75%, F/RT 50%, *continual light*, *mirror image*, *pass without trace*, and *ventriloquism* (once per day, all spell-like abilities); SZ S; INT Avg; AL LG; ML 10; XP 420.

Arrows are coated with a toxin that results in 1d4 hours of sleep if a saving throw vs. poison with a -4 penalty is failed.

Hybsil Leader D5: THAC0 18; #AT 1; Dmg 1d4+1 (sickle); AC 7; hp 31; MV 15; SA Identify plants, animals, and pure water; SD +4 to saving throws, immune to poison HS 75%, F/RT 50%, *continual light*, *mirror image*, and *ventriloquism* (once per day), *pass without trace* at will; SZ S; INT High; AL LG; ML 15; XP 2,000.

Spells (3/3/1): 1st: *Bless*, *cure light wounds*, *entangle*; 2nd: *Charm person or mammal*, *heat metal*, *warp wood*; 3rd: *Call lightning*.

Wild Dogs (2): THAC0 19; #AT 1; Dmg 1d4 (bite); AC 7; HD 1 + 1; hp 8, 5; MV 15; SZ S; INT Semi; AL N; ML 5; XP 35.

Wolves (2): THAC0 18; #AT 1; Dmg 1d4+1 (bite); AC 7; HD 3; hp 15, 12; MV 18; SZ S; INT Semi; AL N; ML 10; XP 65.

Spy

If the PCs are slaves, the weakest one (physically) among them is brought before Gloganna and told she or he is to be an informant, helping Gloganna to uncover a Harper spy who she is convinced is among the ranks. The PC will be rewarded for bringing her information on anything the slaves are either discussing or planning. Useful information will be rewarded with extra food and water. If the PC brings her no information (true or not), Gloganna will beat him or her down to half his current hit points. This event occurs for this particular PC once each day.



Homing Pigeon

A homing pigeon sent by Lord Mourngrym to Lanseril over a week ago has finally arrived in Snowmantle, having gotten lost in a storm on its way to the Border Forest. The PCs spot the bird with a message tied to its leg, hopping around outside Lanseril's prison cell. It does not fly away if approached, but approaching it almost surely attracts the attention of the Zhentilar (85% chance unless precautions are taken). Since the bird has never been handled by any of the PCs, a successful attack roll is required to seize the fluttering quarry as it hops about nervously. Pigeon statistics are: AC 6, MV 6/15 Fl (B), 6 hp.

The PCs must discreetly capture the bird and destroy the note before the Zhents notice it themselves (which occurs in one turn). If they fail and the message falls into the hands of the guards, then a spy hunt begins in earnest, and each of the PCs will be called in and questioned about their past and their knowledge of the "conspiracy." (If the PCs respond convincingly, no magic is used to extract the truth; there are lots of slaves to question, after all.)

The message, dated last week, reads as follows: *Lanseril, I have yet to receive your latest report on Zhent activity, and I am worried. Other agents of Shadowdale will be sent at your request, I only await your word—Lord Mourngrym.*

Fight at the Singing Dryad

If the PCs are hired as workers and spend an evening at the Dryad, they gain the notice of a Zhentilar press gang, led by a half-orc named Gruel, who attempts to shake down the PCs for up to 10 gold pieces if they wish to enter the tavern. He is backed by six soldiers.

Gruel and his gang fight with fists only unless the PCs draw weapons. Using weapons against anyone but a slave is forbidden by Ragnoth, and there is a conspicuous sign on the wall that states as much. The small print below "No Fighting By Order of Ragnoth" states that those who draw first forfeit a week's pay, and those who draw first blood will be made slaves. What is worse, any word of violence quickly reaches the ears of both Ragnoth and Gloganna, making the party more visible in the eyes of the Zhent leaders.

Gruel, hom F5: THAC0 16; #AT 1; Dmg 1d10 (two-handed sword); AC 5 (chain mail); hp 35; MV 9 (lightly encumbered); SZ M (5'10" tall); INT Low; AL LE; ML 12; XP 420.

Personality: Stupid, violent.

Gruel's Gang, hm & hf F3 (6): THAC0 18; #AT 1; Dmg 1d6 (short sword); AC 7 (ring mail); hp 19 each; MV 6 (moderately encumbered); SZ M; INT Avg; AL NE; ML 10; XP 120.

Personality: Obnoxious, rowdy.

Lawrence the Badger

Lawrence is a giant badger with a much higher than normal intelligence (Int 8), who has bonded with Lanseril. Since Lanseril's capture, Lawrence has been living under Willard Gooseford's house, coming out only at night and attempting to contact his master. A few days before the PCs' arrival, Lawrence was spotted outside Lanseril's window, and Gloganna's paranoia (and her knowledge that Lanseril is a druid) has prompted her to order the creature killed on sight.

The party has a chance to encounter Lawrence when they are taken into Willard's confidence, during one of Lawrence's attempts to contact his master, or at the request of Lanseril himself. Lawrence can also lead the party to Lanseril if necessary (though this is an unlikely scenario, as virtually everyone knows where he is), but the badger's most important function is to lead the PCs to the Lost elves (see below).

It is in the party's best interests to keep Lawrence alive. The badger has learned to avoid the Zhentilar rather well, and the most likely way he could be put in danger's way is through the ignorance or ill-conceived actions of the party. DMs who consider alignment an important factor in role-playing can challenge the party's goodness by putting Lawrence in jeopardy because of them. Once Lawrence identifies the PCs as allies, he will trust them implicitly, perhaps even foolishly. Allowing the animal to be killed should not only cost the heroes experience points, but it could well hurt their chances of completing the adventure.

Lawrence the Giant Badger (1): THAC0 17; #AT 3; Dmg 1-3/1-3/1d6; AC 4; HD 3; hp 15; MV 6, Br 3; SZ M; INT 8; AL N; ML 10; XP 65.

LANSERIL SNOWMANTLE

Sooner or later, the PCs should attempt to contact Lanseril Snowmantle. If they do not decide to do so themselves after a week in town, one of the druid's NPC allies should suggest that they contact him. Any reasonable attempt to contact him should succeed, but the DM should make the attempts more difficult if the PCs are under the watchful eye of Gloganna, her followers, and Zhentarim mages. Of course, if the party has been arrested for some reason (such as drawing weapons at the Dryad, and so on), they can easily speak with Lanseril from a cell next from his. In that case, they will need to find a way out of the prison to complete the mission. If they can manage this feat with a plan of their own, so much the better, but Lanseril can help them by commanding Lawrence and the creatures of the forest to dig a tunnel to the PC's cell.

As mentioned, Lanseril has not escaped from prison because Ragnoth has threatened to kill five slaves the moment





Lawrence the badger communicates with Lanseril Snowmantle in his cell.

his flight is discovered, plus one slave every hour until he returns. Since many of the slaves are residents of Snowmantle—and his friends as well—he does not wish to take such a risk until he is sure he can defeat the Zhents. This possibility has yet to materialize.

The prison itself is simply laid out, containing 10 cells and a set of offices near the northern entrance. There are four Trusted Servants of Bane on guard here at all times, and Gloganna herself spends some time here during daylight hours. The priestess spends her evenings worshipping in the house of Bane, or questioning slaves or Zhentilar, but is only found in the prison if she is torturing Lanseril. If the PCs attempt to contact Lanseril too soon after their arrival, the DM can place Gloganna in the prison to discourage their entrance.

For the first two days after the party arrives in Snowmantle, two Zhentilar soldiers are locked in cells adjacent to Lanseril, and they can hear everything said to the druid, should the party try to speak with him. (Lanseril understands this and may not be able to speak freely with the PCs, resulting in some stilted conversation and confusion.) The Zhentilar have been given some “time off without pay” and some prison rations for brawling in the Singing Dryad.

If the PCs communicate through the small window in Lanseril’s cell, the Zhents cannot hear the conversation, but they report such activity to the Banite priests as soon as possible. As a result, 10 slaves (possibly including one or more of the PCs) are brought before the window and given five lashes, to the conspicuous delight of Gloganna, who repeatedly and loudly announces that it is done because of the spies who spoke with Lanseril Snowmantle. Each lash inflicts 1d3-1 points of damage (minimum 1 point of damage).

If the party never attempts to contact Lanseril, even with prompting from NPCs, they can be assigned to bring him his meager rations twice per day.

Once the PCs prove that they are agents of Lord Mourngrim (by showing Lanseril the Harper’s pin), the druid relays the following information. (If the PCs have been brought to Lanseril by Lawrence, it will be necessary to alter the second-to-last paragraph slightly.)

“Snowmantle is in dire need,” whispers Lanseril with a quick glance around for prying ears. “A fair number of Zhentilar troops have returned to the Citadel of the Raven, yet there are still enough here to repel the small force of forest creatures I’ve assembled. No matter how deep my hatred of the Zhents, I cannot allow my friends to fruitlessly perish by their cursed blades.

“But now there is an alternative, since you have come.



“Deep within the heart of Border Forest is a group of elves called the Lost. I have never actually met them, but my father was a member of their tribe. I have always believed that the Lost still watch over us, through the eyes and ears of the forest, and now, beyond all hope, my badger friend Lawrence has told me that the Lost have spoken to him, and that they wish to speak with me regarding the coming of the Zhentilar. Since I cannot leave Snowmantle without dire consequences, this duty must fall to you.

“If you do not already know, Lawrence has been living underneath the wine factory where Willard Gooseford works since the coming of the Zhents. Seek him there, and he will lead you deep into the forest to find the Lost.

“The Harpers and my fellow Knights of Myth Drannor appear to be too busy to help,” Lanseril concludes mournfully. “You may be Snowmantle’s last hope. You had best go now, before a guard spots you. May Sylvanus guide your way!”

Lanseril has no time to answer any questions the PCs may have, as several guards make a sudden appearance to disrupt whatever situation allowed the PCs to speak with the druid. If the PCs stay any longer, they are arrested by a dozen Zhentilar guards and a Banite priest. It is folly for the PCs not to leave when Lanseril asks them.

Escaping Snowmantle

There are several ways for the PCs to escape the confines of Snowmantle and travel deep into the forest in search of the Lost. It is more difficult if the party has been enslaved, but not impossible. After the third day in Snowmantle, whether they are slaves or employees, the PCs are assigned to work in the forest, at the location of the current tree harvest. This is an opportune moment for the party to break for the heart of the forest, the location of the Lost.

Though it is not necessary, the PCs will have better success at finding the Lost with the help of Lawrence the Badger. He can take the party directly to an area where they will be confronted by the elves. Note that this is not actually their home; despite the fact that the elves wish to help drive the Zhents from the Border Forest, they are not yet willing to announce to the world their sacred abode.

If the PCs do not have the help of Lawrence, they will come upon the Lost on a roll of 1 on 1d10, made once per hour. Every two hours, the chance of finding the elves increases by 1 (2 in 10 chance after three hours, 3 in 10 chance after five hours, and so on). Also increase the chance by 1 if there is a ranger or druid

in the party, and increase the chance by 2 if someone uses a *speak with animals* spell to aid in the search.

The Lost have no reason to recognize the fact that the adventurers are looking for them, so the PCs only glimpse the elves when the dice finally indicate success. Thereafter, the heroes continue to catch glimpses of eyes behind foliage and shifting branches, and they hear the occasional rustle of leaves, but cannot catch the elves. The adventurers should be given the impression that they are surrounded by invisible creatures who shadow their every move, yet slip away when approached. This continues until they call loudly to the Lost, identifying themselves as friends of Lanseril or otherwise stating their mission. There is a 10% chance that shouting draws the attention of a Zhentilar patrol.

Zhentilar Soldiers, hm & hf F4 (1d4+2): THAC0 17; #AT 1; Dmg 1d6 (short sword); AC 7 (ring mail); hp 24 each; MV 6 (moderately encumbered); SZ M; INT Avg; AL LE (23)/CE (7); ML 11; XP 175.

Personality: Military, obedient.

The Lost

Centuries ago, what is now known as the Border Forest was a part of the greater forest of Cormanthor. After years of logging operations along the Tesh River Valley, however, that tract of woods became separated from the rest of the elvish woodlands. Accordingly, the wood elves who live in the Border Forest were isolated from their brethren, and they retreated ever deeper into the woods and hid themselves from all other races. With the rise in power of Zhentil Keep, the elves cut off all contact with the outside world, and they have not been seen in years. Hence, they came to be known as the Lost.

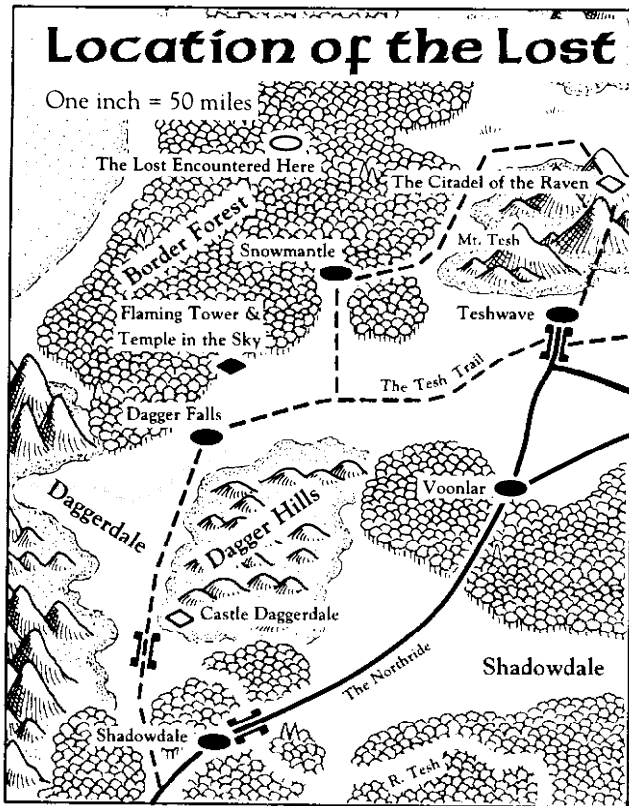
However, one of the few members of the Lost to have any contact with humans was Raunaeril the Rose, Lanseril’s father. Lanseril Snowmantle is the first and only half-elf whose veins run with the blood of the Lost.

Confronting The Lost

When the PCs finally call out to members of the Lost, read the party the following boxed text.

From out of nowhere, a green-feathered arrow embeds itself in the ground at your feet. The forest abruptly comes alive with elves dressed in the colors of nature, who step out from their cover and aim their many bows at you. Their sudden appearance, and the sheer number of them, stuns you for a moment. The silence becomes almost palpable, as none of them moves or speaks after appearing.





“However,” continues the elder, “the situation in the village called Snowmantle demands immediate attention.

We judge that you must destroy the Zhents, or drive them from the Border Forest. We will not leave the depths of the forest, ourselves, yet we cannot allow the destruction of our home to continue.

“I am of a mind to take a great chance and entrust an ancient secret to you, which will drive out the Zhents. But before I do so, I would hear one reason why I should give it to you”

The ancient elf is Tanseril, Lanseril’s grandfather and keeper of the knowledge of the Lost. Tanseril is testing the sincerity of the party: They must make an honorable plea for help from the elves. If any of the PCs are rude or ill-mannered to Tanseril, the elves murmur angrily, raise their bows, and draw back the strings in a threatening gesture. If the party thinks it can fight its way free of these people, it is mortally mistaken. A two-to-one ratio of elves engages the PCs in melee battle to provide escape for Tanseril, then flees into the forest as soon as possible. Meanwhile, 1d4×10 arrows fire from the surrounding foliage per round and continue to do so until the PCs throw down their weapons and beg for mercy, or until they are all slain. Attempts to root out and engage the Lost in battle meet with failure, as they slip through the trees with a facility that would amaze a druid. (Use standard MONSTROUS MANUALS™ statistics for the elves, arming them with long bows and long swords.) Needless to say, it is definitely in the best interests of the party to respect the Lost, for without their help there is little chance of purging the forest of the Zhent forces, let alone surviving the elves’ wrath.

Assuming the PCs speak fairly and nobly, read the following boxed text.

Finally, one of the elves steps forth and proclaims, “We are called the Lost, to whom you have been calling most rudely. What is your business here?”

If the party members peacefully explain the reason for their presence in the forest (to save Snowmantle and the forest), the elves lower their bows and the speaker asks their names. If Lawrence the badger is with the party, an elderly elf emerges from the trees and speaks with him, in a strange language that only a druid would understand. Lawrence confirms that the party is here because Lanseril cannot leave Snowmantle, for fear of innocent deaths. After either speaking with Lawrence or listening to the PCs’ explanation for traveling this deep into Border Forest, read the following.

“It is unfortunate that the half-breed could not seek us in person,” says the aged elf, “as this may have been his last chance to ask the questions I know he has. Besides, we had something for him. It was not our intention to show ourselves to anyone other than our own kind, though he is not a true green elf.

“Long ago,” explains Tanseril, “we chose the Border Forest as a home instead of wondrous Evermeet, and we brought with us many ancient secrets. I have a scroll containing an archaic and potent spell, developed by the elves of the forest to protect their homes. This scroll I give to you. Read it in the heart of Snowmantle, loud and clear. Then, I charge, you must run for your lives, else you may be destroyed!

“Go now, for each moment the Zhents remain in our forest, they inflict yet more harm.”

Then, as quickly as they appeared, the Lost dissolve into the depths of the forest.

The scroll is a *summon nature elemental* spell (see the “New Spells” appendix of the Campaign Guide) that has been specially written so that it may be read by a cleric, a druid, or a ranger of





5th level or higher without risking failure—anyone else looking at the scroll will be unable to read it. At the DM's option, a percentage chance of spell failure can be applied to the scenario, but the DM should be prepared to deal with a rather high likelihood that the spell will fail. (The scroll has been written by a 20th-level priest; see the "Scroll" section of the *DMG*.)

The nature elemental (see the *MONSTROUS COMPENDIUM* booklet in this boxed set) is a destructive force of pure nature that will obliterate Snowmantle and the Zhent operation. In short, over a time span of 24 hours, everything within 1 mile of the village will be destroyed and "reformed," allowing nature to once again reclaim the forest from its desecrators. The character who reads the scroll cannot determine the exact effects, but she or he can tell that it releases an incredibly destructive force in the form of an elemental.

If the character who can read the scroll peruses it before actually reading it, allow him or her an Intelligence check. If it succeeds, she or he comprehends that a "certain number" of people may be designated by the caster to be ignored by the elemental when it arrives. The exact number (up to 200 people in this case) is not specified. Thus, the reader can potentially protect virtually all non-Zhents in Snowmantle, if she or he has the foresight and inclination to include them among the designated creatures to be ignored by the elemental.

Returning To Snowmantle

Before reading the scroll, the PCs would be wise consider the consequences of doing so. If slaves are present when the scroll is read, but not indicated by the reader to be ignored, only about half of them can escape the ravaging elemental. Lanseril and anyone else in jail may be trapped and killed as well. The same applies for any Zhents present, of course, but a number of survivors will flee the Border Forest, only to face the wrath of their supervisors far from the destruction. The party may face isolated pockets of Zhents upon their retreat, and the DM can use the statistics given for groups of them in this adventure to make sure the party flees back toward Shadowdale.

The DM must also take into consideration how the PCs are going to get to the center of town unchallenged to read the scroll. Technically, they can read the scroll on the outskirts of the village, but this will give more Zhents a chance to escape unharmed (about 75% of them).

If the PCs have had a fairly easy time up to this point, make it extremely difficult for them to return to Snowmantle and read the scroll. A search party of three Zhentarim mages, two priests of Bane, and a half-dozen Zhentilar can ambush them on their way back to Snowmantle. Without the aid of Lawrence the badger, the

party may also get lost in the forest, further delaying its return to the village (though the use of direction sense avoids this problem).

Reading The Scroll

If none of the party can read the scroll, then it will have to be given to Lanseril, which may result in an additional adventure episode. (Note that Lanseril, given a free round, will look over the scroll, understand its contents, and protect every non-Zhent he can see from the elemental before unleashing it.) The PCs need to infiltrate the camp—heavily guarded now—to get to the druid, tell him what they have brought, then protect him while he reads the scroll in the center of the village.

As soon as the scroll is read, read the following.

The ancient parchment crumbles to dust upon reading it, and a deathly silence falls over the forest. A moment later, the ground begins to rumble beneath your feet, making you long for something steady to hold on to. A sudden crack jars the earth below you, sending you sprawling. The ground heaves up nearby, thrusting a small clump of trees from its crust, and vegetation all around you seems to crawl along the ground with you, helpless in the earthquake.

At last the trembling subsides, but the land seems fragile now, as if it might crumble under the weight of a halfling. Then, as if to confirm your suspicion, the ground before you begins to chum and break apart! It rises in a mound and then explodes, sending dirt in all directions, opening a large crater. As the rain of earth and pebbles subsides, a massive creature similar to an earth elemental—only much larger—rises from the hole and looses a howl that freezes your blood.

Perhaps this would be a good time to vacate the area. . . .

It is, indeed, time to depart Snowmantle for safer regions. Although the elemental does not attack those who have been indicated by the reader, it will topple buildings indiscriminately. Those who are within range of falling structures risk a 25% chance of being crushed for 2d10 points of damage (save vs. paralyzation to leap free).

Meanwhile, the Zhents endeavor to defeat the nature elemental with sword and spell, but fail horribly in the attempt. If there has been no prior warning to the slaves regarding the coming of this destructive force, or any plan of evacuation, or protection from the scroll's magic by the reader, many of them die in the creature's ruinous path. All of the major NPCs should escape the devastation, however, helping some of the slaves along the way. The most likely exception to this would be





A nature elemental restores Snowmantle to its "natural" state.

Lanseril, who might not realize what is happening until the prison collapses around him.

As the party departs the scene, presumably heading for Shadowdale to report to Mourgrym, a dozen Zhentilar (led by Ragnoth or Gloganna if needed to make it a good battle) confront them once they reach a safe distance. Despite any apparent luck of the PCs, the finale of the adventure should not be without conflict of some sort. If the party has been the "casual" hero in this adventure, make them earn a victory by defeating the leaders of Snowmantle's overthrow. If the PCs have won, but at terrible costs, let them escape the final fray largely unscathed.

CONCLUSION

If the party successfully releases the nature elemental in Snowmantle, the creature reduces the village and all of the Zhent equipment to tinder, thoroughly erasing it from the face of the Realms—thus, Snowmantle will have to be rebuilt. Lanseril (if he survives), Willard, Juliana, and Walter all return to Snowmantle after they have recuperated for a month in Shadowdale and rebuild the village. Any of the PCs that wish to return with them and make a home for themselves in the com-

munity are more than welcome to do so.

Lord Mourgrym is true to his word, and rewards the PCs with either 1,000 gold pieces or a place among the Harpers if they were successful in defeating the Zhents. Each surviving character also nets 5,000 experience points for the adventure, and 7,000 if none of the slaves were killed by the nature elemental. Also, award the characters additional experience for good role-playing and problem solving—for a total of no more than 1,000 additional experience points.

On the other hand, subtract 1,000 experience points from the final total if any of the major NPCs were killed by the PCs' action or inaction, and subtract 2,000 experience points if they left Lanseril in prison, to die under the claws of the elemental.

If the PCs have been at least moderately successful, they may be able to find additional commissions from Lord Mourgrym in the future. The Lord of Shadowdale could even send the PCs into the next adventure, "Sinister Conviction," which is set shortly after the Banedead of 1361 DR. Since there is at least a three-year gap between the time period this adventure is set in (circa 1357-58 DR) and the given time setting of the next one, DMs may need to slightly modify the next adventure to take a party into it directly following "Felled Hopes."





SINISTER CONVICTION

The most cruel and vicious of all High Imperceptors of Bane was, without a doubt, Stallac Benadi. Crowned first High Imperceptor by an avatar of the god of strife in the Year of the Black Fist (800 DR), Stallac's name is closely connected to the rise of the church of Bane in the Realms. Imperceptor Stallac was a true disciple of the god of strife, spreading hatred and tyranny wherever his voice was heard.

After serving as High Imperceptor for over 40 years, Stallac Benadi disappeared. Many believe him to have passed on to another plane of existence, but I say he still exists. Even now Cyric seeks to slay Banites that flock to Stallac's banner, and of late the name of Benadi is whispered in shadows once more.

The new god of death has much to fear, should Stallac Benadi abandon his centuries-long slumber and walk the Realms again.

—Zobreen Hajaal, Scribe to High Blade Selfaril Uoumdolphin of Mulmaster



his is the second of three adventures featuring the villains of Zhentil Keep and the followers of Bane. This adventure is designed for five to seven characters at the 5th to 9th level of experience. It is recommended that the party have at least one cleric of good or neutral alignment who can turn undead as well as a good balance of mages, fighters, and possibly a thief to fill out the party. Paladins who have a difficult time restraining their noble zeal are bound to draw a great deal of unwanted attention in Zhentil Keep, as are any good characters who wear their alignments on their sleeves.

This scenario takes place either during or shortly after the Banedeath that swept across Zhentil Keep, three years after the ascension of Cyric of the Dark Sun. Since the underground war featured in this adventure could be considered interminable without heroic intervention, it is conceivable that it could be placed later in the history of Zhentil Keep, or even after the Keep's destruction. DMs using this adventure as a post- *Prince of Lies* scenario must alter the beginning of the adventure to reflect the city's annihilation.

STORY BACKGROUND

Five centuries ago in 844 DR, Stallac Benadi reached a level of power beyond anything Banites had previously achieved, and he was commanded by the god of strife to enter self-imposed exile deep beneath the city known as Zhentil Keep. There, he was commanded by Bane to create an empire of hatred and strife that would one day ascend to the surface of Faerûn, elevating the worship of Bane beyond anything previously achieved. Stallac and a handful of trusted followers began creating a vast underground empire beneath the Keep.

Even though he extended his life for over 160 years through the use of *potions of longevity* after his descent below the Keep, time still was not on the Imperceptor's side—slowly but surely his life was slipping away. In fear of death, Stallac petitioned Lord Bane for aid, and his prayer was answered: The god turned him into a Banelich of tremendous power (see the *MONSTROUS COMPENDIUM* booklet included in this boxed set). So powerful was Stallac's new form that he could cast *any* priest spell (from any spell sphere) without need of divine assistance; in essence, he became a minor demipower in the Realms. Thus, in his lair beneath Zhentil Keep, he quietly amassed power for the next three centuries.

Over those same 300 years, numerous powerful wizards also achieved lichdom and sought lairs beneath the Keep. Several of them confronted Stallac and attempted to drive him from their city, but they were destroyed by his might. In the end, the lich-mages were forced to content themselves





with building domains around the underground empire of Stallac and his forces of Bane, for they had come to fear the wrath of the Banelich. Centuries passed and the lich-priest's forces grew, patiently awaiting the time when their Lord would call them forth to do His bidding.

Then, in the Year of the Harp (1355 DR), Stallac received a vision from the god of strife telling him to prepare, for the time when the Realms would bow before Bane was coming. But then befell the Time of Troubles, and the schemes of the god of strife and the god of the dead did not go off as planned, and Lord Ao forced them to walk the Realms until the *Tablets of Fate* were returned. During the battles that would follow, the god of strife was destroyed, and Cyric the Dark Sun took his place.

Soon after usurping Bane's mantle, Cyric came to Stallac, seeking his adoration and support in the conquest of Zhentil Keep and the rest of the Moonsea. Stallac spumed Cyric. Cyric's anger at this rejection was great, but the Banelich's empire had risen to a phenomenal level of power and Cyric did not wish to waste the considerable strength required to destroy Stallac. Therefore, he empowered one of his lowly converts, one Chrinson Navham, instead.

Chrinson was an acolyte of Bane when the Time of Troubles ended, and he was one of the first to embrace Cyric. After Stallac's refusal of Cyric's offer, the new god of the dead took Chrinson into his fold and turned him into a more powerful version of a blazing bones, with great clerical ability, called a *burn-bones* (see the *MONSTROUS COMPENDIUM* booklet). Chrinson of the Blazing Sun (as he was now called) was given his own army of undead and commanded to bring Stallac to his knees.

Even as the citizens of Zhentil Keep sleep each night, powerful forces are grappling to see who is mightier—Stallac of Bane or Chrinson of Cyric. One fights for his belief in a supposedly dead master while the other strives for the respect of a deity who wants nothing less than total dominance over all!

NPC Capsules

Stallac Benadi

Banelich, 19th-level Cleric of Bane



THAC0 5; #AT 1; Dmg 1d10 (cold touch+possible *hopelessness*), 3d10 (coldfire missiles); AC 0; hp 89; MV 9; SA Priest spells, *hopelessness* touch; coldfire missiles; painwrack, voice of maleficence, grasp of death—see the *MONSTROUS COMPENDIUM* booklet; SD +2 magical weapon needed to hit; fear aura; immune to 1st-level

illusions; immune to poison, *charm*, *sleep*, enfeeblement, polymorph, cold, electricity, insanity, and death spells and spell types, immune to *magic missile* damage (*brooch of shielding*); unaffected by sunlight; SW Holy water from lawful good temple of Lathander does 1d10 points of damage, and all other holy water cause only 1d6 points of damage; MR 25%; SZ M (6' tall); INT Supra; AL LE; ML 20; XP 10,000; MI *Mace of darkness* (see the "Magical Items" appendix in the Campaign Book), *ring of blinking*, *rod of smiting*, *brooch of shielding* (81 points of *magic missile* damage left to absorb).

S 14, D 13, C 16, I 19, W 19, Ch 3.

Personality: Inhuman, deceptive, shrewd.

Spells (12/11/10/9/6/4/2) (normally taken): 1st: *Cause light wounds* (×3), *command* (×3), *detect good*, *invisibility to undead* (×2), *light*, *protection from good* (×2); 2nd: *Aid*, *charm person* (×2), *fire trap*, *heat metal*, *hold person* (×3), *know alignment*, *resist fire*, *silence 15' radius*; 3rd: *Animate dead* (×5), *cause blindness*, *cause disease*, *curse* (reverse of *remove curse*), *dispel magic*, *paralysis* (reverse of *remove paralysis*); 4th: *Cause serious wounds* (×2), *lie* (reverse of *detect lie*), *poison* (reverse of *neutralize poison*), *protection from good 15' radius*, *protection from lightning*, *reflecting pool*, *spell immunity*, *tongues*; 5th: *Dark promise** (×2), *dispel good*, *flame strike*, *slay living* (reverse of *raise dead*), *wall of fire*; 6th: *Blade barrier*, *conjure fire elemental*, *harm* (reverse of *heal*), *word of recall*; 7th: *Energy drain* (reverse of *restoration*), *annihilation* (reverse of *resurrection*).

* See the "New Spells" appendix in the Campaign Book.

Malakar

Human Male, 12th-level Fighter



THAC0 8/7, 7 *Albruin**; #AT 2/1; Dmg 2d4+4 (*Albruin**); AC -2 (*plate mail* +1, *shield* +1, *Dex*) or AC -4 (*plate mail* +1, *shield* +1, *Dex*, *boots of speed*); hp 92; MV 12 (24 when using *boots of speed*); SZ M (6' tall); AL CN(E); ML 14; XP 5,000; MI *Albruin**, *amulet of infravision*, *boots of speed*.

**Albruin* is described in the "Magical Items" appendix in the Campaign Book. Briefly, it is +1/+3, glows blue in a 10-foot-diameter sphere when drawn, speaks common, elvish, drow, and thieves' cant, reads languages and magical writings, detects invisible objects in a 10-foot-radius when drawn and the bearer is concentrating, neutralizes poison 1 time per 3 days, heals its bearer 1 time per 12 days, is CN, has an Intelligence of 17 and an Ego of 13.

S 17, D 17, C 16, I 15, W 11, Ch 12.

Personality: Vicious, cautious, merciless.



Malakar is Stallac's agent in Zhentil Keep, as the Banelich feels it is important to monitor the goings on above his domain. Until the splitting of the church of Bane by the orthodox Banites and the forces of Fzoul, Stallac recruited priests of Bane. Following the treachery of Nrist (see the Starting the Adventure section, below), Stallac resorted to hiring men like Malakar, who loyally comply with his orders (for the right price) without a hidden agenda.

Though content with his work for Stallac beneath the city, Malakar often feels the need to return to the surface for the company of other mortals, a warm bed, and a hot meal. He often stays at The Shield Faces North tavern, in the Harbor District, for one or two days every other week. Unless the DM wishes the party to stay in Zhentil Keep for an extended time while waiting for Malakar, he could be at The Shield Faces North on the day the party arrives in the city. Otherwise, they must wait until he emerges from the underground for a hot meal.

Chrinson of The Blazing Sun

Burnbones, 12-level Priest of Cyric



THAC0 11; #AT 1; Dmg 2d10 (touch); AC 3; HD 12; hp 62; MV 12; SA Searing touch, heat aura, priest spells, can cast and attack simultaneously; SD +2 or better weapon needed to hit, immune to *sleep*, *charm*, *hold*, *death*, poison, fire, and paralyzation, quarter damage from cold, half damage from slashing and

piercing weapons, turned only by lawful good priests; MR 40%; SZ M; INT High (insane); AL NE; ML 17; XP 12,000.

Personality: Deceitful, insane, aggressive.

Spells (6/5/5/3/2/2): 1st: *Command* (×2), *cause light wounds*, *detect good*, *light*, *cause fear* (reverse of *remove fear*); 2nd: *Charm person*, *flame blade*, *hold person*, *obscurement*, *silence 15' radius*; 3rd: *Animate dead* (×2), *dispel magic*, *curse* (reverse of *remove curse*), *paralysis* (reverse of *remove paralysis*); 4th: *Lie* (reverse of *detect lie*), *protection from good 10' radius*, *poison* (reverse of *neutralize poison*); 5th: *Cause critical wounds*, *slay living* (reverse of *raise dead*); 6th: *Conjure fire elemental*, *word of recall*.

Starting The Adventure

The adventure begins in Zhentil Keep, and it is up to the DM to determine just how the PCs arrive there, how they

enter the city, and where they stay. As far as getting them involved in the underground war, the DM can either choose from the following plot suggestions or create a scenario appropriate to his or her individual campaign world.

- The party is commissioned by a wealthy, unnamed Cormyte to seek out a magical broad sword called *Albruin*, which was recently spotted in the hands of a ex-Zhentilar soldier in Zhentil Keep. The man's name is Malakar, and he is a former mercenary general who disappeared many years ago and then re-emerged with *Albruin* on his belt.

The PCs are to travel to Zhentil Keep, find Malakar, and attempt to buy the sword from him. If he agrees to sell it, a Cormyte agent will supply Malakar with the money, and the PCs will need to bring the sword to Suzail. If he refuses to sell the sword . . . well, it is the PCs' job to make sure he sells it.

If and when the party attempts to buy *Albruin* from him, Malakar refuses them outright and asks to be left alone. If the party persists, he threatens to call the city guards, stating that he is an ex-Zhentilar with many friends. He will not be the first to draw a weapon in combat, and he will have the support of other tavern patrons (all are fighters of 2nd-5th level) in any confrontation. (PCs who are thrown into the Detention Center across from High Hall may have to begin the adventure by escaping from the dungeon—they will enter the complex at area 21 on the Sinister Conviction color map.)

Malakar can easily be followed to a section of the sewers that lead to Stallac's realm (to area 1 on the Sinister Conviction color map) after leaving The Shield Faces North. Since only fools dare to travel into the sewers of Zhentil Keep, Malakar cares not who follows him and makes no effort to conceal his trail. (Besides, he wears boots of speed and can easily outrace any pursuer.) Since Malakar is to be encountered later in the adventure, the only purpose here is to lead the PCs to the underground cavern to start the adventure. The broad sword *Albruin* is detailed the "Magical Items" appendix of the *Campaign Book*.

Real Story: *Albruin* is a powerful sword stolen from the Cormyrean palace at Suzail 100 years ago. It is an heirloom of the royal house, and the Crown is willing to pay handsomely for its return. The sword is intelligent, but its alignment conflicts with that of the present ruling house. The unnamed Cormyte who hired the party is none other than Vangerdahast himself. His agents in Zhentil Keep spotted the sword and reported its appearance to the royal mage. Unknown to Vangerdahast, Malakar is an agent of Stallac Benadi.

- The party finds a treasure map leading to the underground complex beneath Zhentil Keep. All information regarding the map seems to check out (landmarks and such), and its





authenticity seems genuine. A caption at the bottom of the map speaks of gold, powerful magic, and “the greatest treasure of Zhentil Keep.”

Real Story: The map was drawn a century ago by a cleric of Bane named Nrist, who was a servant of Stallac that Stallac used as a spy on the surface of Zhentil Keep. Shortly before his death (at the hands of Stallac), Nrist drew the map. He was going to travel to Mulmaster to present the map to the current High Imperceptor in an attempt to gain his favor. (The Imperceptor did not know of Stallac’s existence.) Nrist was slain for his treachery and the map disappeared from sight, somehow falling into the hands of the PCs. (The way the party finds the map is left to the DM). Nrist considered Stallac to be “the greatest treasure of Zhentil Keep.” The map leads the PCs to area 1 on the Sinister Conviction color map, but it does not detail the rest of Stallac’s underground lair.

- An unusual number of people have gone missing throughout the Keep, including some prominent merchants and their families. For the first time in hundreds of years, Zhents are once again whispering heatedly of the Night Plague. This time, however, Zhentilar troops were sent into the sewers to investigate, never to return. The party can begin the adventure by being hired to discover why the Night Plague has returned, or they themselves might be kidnapped and taken below, or they might be hired to find a missing Zhent noble.

Real Story: The war between Stallac and Chrinson has been costly for both sides. As a result, both forces have resorted to kidnapping citizens of the city and transforming them into undead creatures. The abductions are carried out by nine wights who serve Malakar, and by two ju-ju zombies and two ghouls who work for Stallac.

On the side of Cyric, there is also a cleric by the name of Goris, who obtains victims for the war through either the Arena, friends at the church of Loviatar, or one of the Dark God’s temples. However, this supply is wearing thin, and Goris and several other priests of Cyric have taken to wandering the streets of the Common Quarter at night, looking for potential victims.

Both forces seek prey on the surface one to three times a week, depending on the severity of the conflicts below.

- The PCs are captured by either the forces of Cyric or the Zhentilar, and they escape into the sewers beneath the city. The labyrinth of passageways and tunnels lands the PCs in the middle of the underground war.

Real Story: If the PCs are lost beneath the keep without any equipment, they are in deep trouble. If the PCs are at the lower end of the 5th- to 9th-level scale for this adventure,

perhaps they can come across the remains of others who have died in the sewers, leaving behind leather armor or a few rusted weapons. On the other hand, if the PCs are fairly powerful, handling a few undead with nothing more than a broken dagger is a quite respectable challenge. (DMs may want to remind clerics of the existence of the *create holy symbol* spell, found in the *Tome of Magic*.)

Plots and Subplots

In addition to being a dungeon-crawl adventure, “Sinister Convictions” details several schemes and plots orchestrated by the evil NPCs on both sides of this unholy war. In an effort to give the adventure a flavor other than simple hack-and-slash, the DM can use the following plot devices to add to the playability of the dungeon. The DM is also encouraged to add other intricacies from his or her own campaign, as long as they do not unbalance or otherwise impose an undesirable effect on the outcome of the scenario.

Daddy’s Little Girl

Somewhere deep within the dungeon (possibly area 3 or 14), the party finds a lost teenage girl of 14 years named Frel Drillysa (0-level human female, 4 hp). Frel was out late one evening and, while trying to evade a pursuing press gang, fell down an open sewer grate and became lost. Somehow she ended up in this section of the dungeon, with no idea of how to get home.

Frel is the daughter of a Zhentarim mage (whose profession remains unknown to her) who is frantically looking for his little girl. Because she is in Stallac’s domain, any attempts to scry for her have been negated. The mage will pay the PCs 2,000 gold pieces each for the safe return of his daughter, and he will further offer them jobs if they wish to make a lot of money. (Without knowing it, the PCs could possibly find themselves working for the Black Network, should they survive the adventure.) Even if they do not decide to take work from him, the PCs could still call in a big favor later from what would, in all likelihood, normally be an opponent diametrically opposed to them.

Ancient Runes

Unknown to Stallac, his zombie excavation crews have unearthed a few ancient runic artifacts of one of the many lost empires that litter the surface of Faerûn. These carvings can be found in random sections of the dungeon (DM’s discretion, but nowhere near Stallac’s lair), but they cannot be removed from the area without risking their destruction. (For example, they are carved on a cave wall or natural rock outcropping.) If the





symbols are copied and shown to a scribe or sage, he will offer the party a sum of 1,000 gold pieces to protect him and guide him to the runes so he may study them, regardless of the danger. The gold will be paid only upon his safe return to the surface, ensuring that the party does not leave him to his death.

The runes themselves are extremely difficult for any PC (including those with the ancient languages proficiency) to comprehend or translate, and indeed only a respectable sage has any chance to decipher them. If enough of the runes (those in more than one location) are studied, they tell the story of an ancient, unnamed culture that used to inhabit this region. Possible locations for the runes are areas 14, 19, and 26.

Diabolical Offer

An agent of Stallac, possibly Malakar (if the PCs are not looking for his sword) or some form of intelligent undead, appears before the PCs after they have destroyed some of the minions of the Banelich. Stallac offers them whatever has brought them to his domain (such as gold, gems, magic, or even *Albruin*) if they agree to kill Chrinson of the Blazing Bones. Despite his evil nature, Stallac is offering the deal in good faith and will reward the PCs for their efforts. Of course, he attempts to pervert the bargain in any way possible (similar to the wording of a *wish* spell), and will seek to ensure that the PCs never return to his realm or tell anyone about him with a *dark promise* spell (see the “New Spells” appendix in the *Campaign Guide*). Stallac will not make his offer official until he knows the spell is in place. This plot device should be used only when the party is close to the heart of Stallac’s domain, such as in areas 35 or 49.

A Losing Battle

The forces of Chrinson of the Blazing Sun are not doing as well as hoped against Stallac Benadi, and it seems they will soon fall before the Banelich. Once the party has confronted some of Chrinson’s minions, a frightened acolyte of Cyric, named Crimm (LE hm C1), offers the party up to 2,000 gold pieces each for their assistance. He tells them of the lich-priest of Bane, “one of the greatest evils of the Heartlands” (this is true), and that his misunderstood master is attempting to eradicate the foul Banelich. This could be so much easier with the PCs’ help.

The challenge for the party here is that Crimm is telling the truth, or at least what he believes to be the truth. Although he can pay the party as much as 300 gold pieces in advance, Crimm promises that the rest will be delivered after the task is completed. Since this is what Chrinson told him, Crimm thinks it is the truth, and spells such as *detect lie* indicate no deception. Of course, Chrinson has no intention of following through on the deal, and if the party comes looking for a reward, they will face a large contingent of undead—and possibly Chrinson himself.

If Crimm’s offer is accepted in good faith, he tells the party of

the section of Stallac’s domain that contains his phylactery, and that they must destroy that life-force receptacle. Once it is broken, Stallac will be destroyed and the Realms will be a safer place in which to live. The section of the dungeon containing the phylactery is deep within Stallac’s territory (see area 52), and it cannot be approached by undead (for they would fall under Stallac’s control). Once again, Crimm truly believes his master will fulfill his part of the bargain; he has yet to realize that agents of Cyric seldom keep their word.

The Conflict So Far

The battle between the two factions is going against Chrinson and the forces of Cyric. Early in the contest, both factions were evenly matched due to direct help from Cyric himself. However, the new god’s short attention span (not to mention his apparent insanity) has drawn his notice to other diabolical designs, leaving Chrinson limited resources with which to win the battle.

Stallac’s power and relative status among the undead give him a clear advantage over the burnbones. However, Chrinson has greater resources within Zhentil Keep itself, though they fall short of the former Imperceptor’s overall power base. In the end, Stallac will be victorious; it is just a question of when.

Then there is the unknown factor stemming from the PCs’ involvement in the conflict. It is possible, however unlikely, that the PCs may lower Stallac’s power considerably. If this occurs, Chrinson orders an immediate attack on the Banelich in an attempt to either weaken him further or utterly destroy him.

A victory for Stallac is still several years off, and a total victory will not occur during this adventure unless the PCs interfere in a crucial way. Unless the party seriously offends Stallac by attempting to kill him or destroy his realm (he cares little for his undead servants, as he can always make more), the Banelich will more than likely let them go, especially under certain circumstances (see “Diabolical Offer,” above). Chrinson, on the other hand, has no reason to be generous to the party, but he makes every effort to accrue the PCs’ favor, then sets about destroying them utterly.

Stallac’s Domain

The Banelich has had nearly 500 years to build his empire, so his caverns beneath Zhentil Keep are not only extensive, but they are all the more impressive having been built by mere undead (though various humans and humanoids have helped over the years). The section of Stallac’s lair occupied by Chrinson and his forces are largely natural caverns and areas that the Banelich’s undead miners have only just begun to exca-





vate. Unless otherwise stated, there are no light sources, and all ceilings here are 15 feet in height.

The Blessings of Bane

Over the years, Stallac has had a chance to empower portions of his domain with what he calls the *blessings of Bane*. These “blessings” accomplish the following:

- All attempts at scrying or divination magic, whether into or out of the complex, do not function.
- The use of *detect evil* by any PC requires a successful saving throw vs. death magic to avoid becoming overwhelmed by the extreme concentration of evil in the complex and falling to the ground stunned and senseless for 1d10 rounds. Anyone foolish enough to attempt a second casting automatically fails the save.
- All priests, except those of Cyric, are cut off from their deities and cannot pray for and receive any spells above the 2nd level unless they first bless their rest area or leave Stallac’s domain.
- Spells such as *teleport*, *teleport without error*, dimension door, plane *shift*, and various other spells and items that could transport the PCs to and from the Banelich’s home do not function properly. Such spells malfunction whenever used. When this type of magic is employed, consult the following chart to determine the distance from their intended destination to which the travelers are “bounced.”

d10		d10	
Roll	Result	Roll	Result
1	1d10 yards north	6	5d10 yards south
2	2d10 yards east	7	1d100 yards south
3	2d10 yards south	8	1d100 yards north
4	1d10 yards west	9	1d100 yards west
5	3d10 yards east	10	1d100 yards east

It is the DM’s prerogative to decide whether teleporting PCs have a chance to materialize within solid rock. In this case, the PC must successfully save vs. breath weapon or appear within a solid object, resulting in instant death.

The Underground Complex

Traveling through the sewers and caverns beneath Zhentil Keep is no small chore, as the passageways are crawling with verminous creatures, malevolent predators, and undead not directly connected to the war. While the PCs remain outside the complex, the DM should devise random encounters from these types of sewer inhabitants, suiting the types and numbers of creatures encountered to the PC party. DMs should roll for possible encounters once per turn.

Once the PCs enter the complex, they are subject to variant random encounters that depend on which portion of the dungeon they are in, as determined on the table below. The western, excavated section belongs to Stallac Benadi and the eastern, natural caves are under the control of Chrinson of the Blazing Sun. A roll of a 1 or 2 on 1d6 each turn indicates an encounter.

Random Encounters

Stallac’s Realm		Chrinson’s Realm	
1d8		1d8	
Roll	Result	Roll	Result
1-2	No encounter	1-2	No encounter
3	2d8+4 ju-ju zombies	3	2d8 zombies
4	2d8 ghouls	4	1d6 ju-ju zombies
5	1d8 ghosts	5	1d4 ghouls
6	1d6 wights	6	1d3 ghosts
7	1d4 wraiths	7	1d6 clerics of Cyric
8	1d2 ghosts	8	Chrinson

Common Zombie: THAC0 19; #AT 1; Dmg 1d8; AC 8; HD 2; hp 11; MV 6; SD Immune to *sleep*, *charm*, *hold*, *death*, cold-based spells, and poison; SW Holy water inflicts 2d4 damage, attacks last every round; SZ M; INT Non; AL N; ML 20; XP 65.

Ju-ju Zombie: THAC0 15; #AT 1; Dmg 3d4; AC 6; HD 3+12; hp 25; MV 9; SA Attacks as a 6-HD monster, 92% climb walls ability; SD +1 or better weapon needed to hit, turned as spectre, blunt and piercing weapons inflict half damage, fire causes half damage, immune to *sleep*, *charm*, *hold*, *death*, cold-based spells, poison, mind-affecting spells, psionics, illusions, electricity, and magic missiles; SZ M; INT Low; AL N(E); ML 20; XP 975.

Ghoul: THAC0 19; #AT 3; Dmg 1-3/1-3/1d6; AC 6; HD 2; hp 11; MV 9; SA Paralyzing touch (2+ 1d6 rounds); SD Immune to *sleep* and *charm* spells; SW *Protection from evil* keeps it at bay; SZ M; INT Low; AL CE; ML 12; XP 175.

Ghast: THAC0 17; #AT 3; Dmg 1d4/1d4/1d8; AC 4; HD 4; hp 22; MV 15; SA 10’-radius stench requires successful save vs. poison or suffer -2 attack penalty, paralyzing touch affects even elves (4+1d6 rounds); SD Immune to *sleep*, *charm*, *hold*, *death*, cold-based spells, poison, and paralyzation; SW Cold-iron weapons inflict double damage; SZ M; INT Very; AL CE; ML 14; XP 650.

Wight: THAC0 15; #AT 1; Dmg 1d4; AC 5; HD 4+3; hp 26; MV 12; SA Energy drain; SD Hit only by silver or +1 or better magical weapon, immune to *sleep*, *charm*, *hold*, *death*, cold-based spells, poison, and paralyzation; SW Holy water inflicts 2d4 damage, afraid of bright light; SZ M; INT Avg; AL LE; ML 14; XP 1,400.





Wraith: THAC0 15; #AT 1; Dmg 1d6; AC 4; HD 5+3; hp 36; MV 12, Fl 24(B); SA Energy drain; SD Hit only by silver and +1 weapons (silver inflicts half damage), immune to *sleep*, *charm*, *hold*, *death*, cold-based spells, poison, and paralyzation; SW Holy water inflicts 2d4 damage, afraid of bright light, *raise dead* destroys (save vs. spell applies); SZ M; INT Very; AL LE; ML 15; XP 2,000.

Ghost: THAC0 11; #AT 1; Dmg Age 10d4 years; AC 0 (ethereal) or 8 (material); HD 10; hp 55; MV 9; SA Humanoids save vs. spell to avoid flight for 2d6 rounds and aging 10d4 years (priests above 6th level immune, all characters above 8th level add +2 to the save), *magic jar* attack; SD Can be attacked when ethereal only by creatures in ethereal state, 2d4 damage from holy water only in material form, immune to *sleep*, *charm*, *hold*, *death*, cold-based spells, poison, and paralyzation; SZ M; INT High; AL LE; ML 20; XP 7,000.

Clerics of Cyric, hm & hf C4: THAC0 18; #AT 1; Dmg 1d4+ 1 (footman's mace); AC 6 (studded leather and shield); hp 17 each; MV 12; SA Spells; SZ M; INT Avg; AL NE; ML 13; XP 270.

Personality: Cruel, vicious, malevolent, distrustful.

Spells (3/2): 1st: *Detect evil*, *invisibility to undead*, *light*; 2nd: *Obscurement*, *silence 15' radius*.

If fewer than four clerics of Cyric are encountered, there are 2d6 zombies accompanying them.

Chrinson of the Blazing Sun (Burnbones): THAC0 11; #AT 1; Dmg 2d10 (touch); AC 3; HD 12; hp 62; MV 12; SA Searing touch, heat aura, priest spells, can cast and attack simultaneously; SD +2 or better weapon needed to hit, immune to *sleep*, *charm*, *hold*, *death*, poison, fire, and paralyzation, quarter damage from cold, half damage from slashing and piercing weapons, turned only by lawful good priests; MR 40%; SZ M; INT High (insane); AL NE; ML 17; XP 12,000.

Personality: Deceitful, insane, aggressive.

Spells (6/5/5/3/2/2): 1st: *Command* (×2), *cause light wounds*, *detect good*, *light*, *cause fear* (reverse of *remove fear*); 2nd: *Charm person*, *flame blade*, *hold person*, *obscurement*, *silence 15' radius*; 3rd: *Animate dead* (×2), *dispel magic*, *curse* (reverse of *remove curse*), *paralysis* (reverse of *remove paralysis*); 4th: *Lie* (reverse of *detect lie*), *protection from good 10' radius*, *poison* (reverse of *neutralize poison*); 5th: *Cause critical wounds*, *slay living* (reverse of *raise dead*); 6th: *Conjure fire elemental*, *word of recall*.

Disappointed by the way the war is going, Chrinson has decided to take matters into his own hands, so he now wanders his

domain, looking for infiltrators and inspecting his troops. Fearing Stallac himself will take to the field if he directly interferes with the course of the war, Chrinson lets others lead the actual charges into Stallac's territory—at least until victory is at hand.

Rest and Recuperation

If the PC party is overtaxed by the volume of undead wandering the complex, the DM may wish to allow them a few safe zones in which to heal themselves and memorize spells. (Recall the restrictions imposed upon praying for priest spells in Stallac's domain—see section on The Blessings of Bane, above.) Ideally, the party should leave the area altogether, retreating to the sewers, but one or two rest stops within the war zone may be possible, especially in areas 9, 15 (after defeating the mudmen), 19 (after defeating the wight), and 47.

Treasure

There is quite a bit of gold, magical items, and other treasure to be found in the complex. If the player characters are thorough enough, they could garner enough of it to upset the balance of a long-term campaign. Most likely, the PCs will not find every trinket that has been hidden in each corner and cubbyhole, but the DM should keep a running record of everything they recover. When the party approaches a sensible limit of gathered treasure, the DM should begin to omit easily discovered items from subsequently explored areas. Once the PCs actually hit that limit, the DM should remove all incidental treasure from the rest of the adventure. Leave only those valuables that are directly related to the story line, such as the sword *Albruin* (if the PCs are searching for it).

Spies and Eyes

Because of the considerable power he has fostered over the centuries, Stallac Benadi can see through the eyes of any undead within his complex, provided he himself creates them. (Chrinson cannot do so without Cyric's aid.) Therefore, any confrontation with undead under the control of Stallac alerts the Banelich to the PCs' presence.

If the PCs begin the adventure by either trailing Malakar into the sewers or following the treasure map, remember to roll for random encounters as the party approaches the complex.

1. "ENTER ALL and be DAMNED!"

The passageways beneath Zhentil Keep must be, without a doubt, the most dismal places on all of Faerûn. You feel a strange sense of foreboding here, a visible sense of uneasiness that is difficult to explain, but nonetheless present. Your trail ends at a small alcove in a sewer tunnel, far from the surface. A closer look at the alcove reveals semicircular scrape marks on the floor





The ghost guarding the entrance to Stallac's domain challenges the party—unsuccessfully.

The uneasiness you have been experiencing grows in intensity, and with good reason: As you seek to quell the discomfort in your stomach, a noncorporeal creature appears before you! It says, "Speak the name of he who is the only master of the master and pass. Speak not and die."

The creature before the party is a ghost in the service of Stallac Benadi. If the PCs fail their saving throws at the sight of the creature, aging 10 years and fleeing in panic, the ghost merely fades away and waits for them to approach again. Adventurers may add +1 to their saving throws for each time they fail, flee, and return, until they finally make successful saving throws. (Of course, they may be very old by then!)

The password for opening the secret door is "Bane" or "the true god of strife," or something to that effect. If the party does not answer within one minute on the DM's watch, the ghost attacks.

Ghost: THAC0 11; #AT 1; Dmg Age 10d4 years; AC 0 (ethereal) or 8 (material); HD 10; hp 55; MV 9; SA Humanoids save vs. spell to avoid flight for 2d6 rounds

and aging 10d4 years (priests above 6th level immune, all characters above 8th level add +2 to the save), *magic jar* attack; SD Can be attacked when ethereal only by creatures in ethereal state, 2d4 damage from holy water only in material form, immune to *sleep*, *charm*, *hold*, *death*, cold-based spells, poison, and paralyzation; SZ M; INT High; AL LE; ML 20; XP 7,000.

Since the ghost is technically outside the complex, Stallac cannot see through its eyes and thus be warned of the party's approach (see the Spies and Eyes section, above). However, if the ghost is losing the battle, it becomes ethereal and flees back into the complex to warn its master. Once the above command word is spoken or the ghost is defeated, the party must find the hidden lever that operates the secret door (as per racial abilities, searching for secret doors, and magical detection).

2: Guard Post

This area is a guard post of undead that monitor the entrance to Stallac's complex. If the ghost from area 1 retreats, it will be to this area. There are always a minimum of six ju-ju zombies on guard here, and an additional 2d4 ju-ju zombies join them if





there is increased activity in area 5.

The additional zombies were added after Chrinson breached area 1 and mounted a rear attack during a battle in area 5.

Ju-ju Zombie: THAC0 15; #AT 1; Dmg 3d4; AC 6; HD 3+12; hp 24; MV 9; SA Attacks as a 6-HD monster, 92% climb walls ability; SD +1 or better weapon needed to hit, turned as spectre, blunt and piercing weapons inflict half damage, fire causes half damage, immune to *sleep*, *charm*, *hold*, *death*, cold-based spells, poison, mind-affecting spells, psionics, illusions, electricity, and magic missiles; SZ M; INT Low; AL N(E); ML 20; XP 975.

When first approached by the party, the zombies appear as corpses slumped against the northern wall. Now that the PCs are inside the complex, Stallac is aware of their presence, but he orders the zombies to take no action against them unless they attack, as he wishes to study them further. The Banelich spends as much time as needed to discern the PC's reason for entering his domain and to determine whether he can use them against Chrinson of the Blazing Sun. One of the ju-ju zombies wears a *ring of free action*, which protects it from the spell *hold undead*.

3: Garbage

This area is filled with the remains of a recent battle in area 5, as well as scattered pieces of past victims. Much of the chamber contains zombie arms and legs, torn clothing and armor, and rusted weapons.

There is also the body of a man that appears to be over 100 years old. This poor soul is a victim of the ghost from area 1, a cleric of Cyric who tried to sneak in through this entrance in an attempt to gain Chrinson's favor. After dying of old age as a result of the ghost's attacks, the cleric's body was placed here by the ju-ju zombies, to await disposal in area 9.

Close examination of the cleric's body reveals that his clothes carry an powerful aroma of death upon them, yet they remain wearable by any human between the heights of 5'4" and 6'2". The garments also fit elves and half-elves of that height, but neither of those demihuman races are present on the side of Chrinson of the Blazing Sun, so any elf or half-elf seen wearing the raiment of a Cyricist priest will be attacked by the forces of Chrinson. The garments consist of plate mail armor emblazoned with the symbol of Cyric, a holy symbol of the sinister god, and a *scarab of protection* with five charges remaining.

4: Watchful Guardian

The chamber just north of this position is a major battleground for the forces of Stallac Benadi and Chrinson of the Blazing Sun. In addition to the guard post at area 2, Stallac has placed another powerful undead creature here: a warrior skeleton. The

skeleton is on guard here only if there is a battle occurring in area 5; otherwise, he can be found standing guard at area 34.

If there is a battle occurring in area 5, read the following to the PCs as they approach.

Through the inky darkness ahead, you hear the moaning and groaning of inhuman voices. The clatter and snap of bone against bone echoes around you, emanating from the chamber beyond. It sounds like some sort of battle rages nearby, although the familiar metallic clanging of crossed swords is missing.

A skeleton wreathed in a fiery nimbus steps into the hallway before you, dressed in plate mail armor that glows from the creature's own fire. In one hand the skeleton holds a massive shield, while the other hand wields a long sword as black as the night sky.

The inhuman creature holds firm its stance, and declares in a hollow voice, "None shall pass but the faithful of Stallac. None but the brave and the dead."

The warrior skeleton allows no one to pass while a battle is occurring in area 5 unless the PCs specifically claim they wish to help the forces of Stallac win the battle. The monster does not leave its post to pursue anyone retreating back to area 1. Once the battle is over (see below), the warrior skeleton returns to area 34. Note that the skeleton's flames are simply a visible manifestation of the magic that transformed it into a warrior skeleton, and they do not radiate heat or cause flame damage to living beings or inert matter.

Warrior Skeleton: THAC0 11; #AT 1; Dmg 1d8+6 (long sword); AC 0 (*plate mail* +2); HD 9+8; hp 79; MV 6; SA +3 attack bonus, creatures with less than 5 HD flee at first sight; SD Affected only by magical weapons, not controlled by magical circlet; MR 90%; SZ M; INT Exceptional; AL LE; ML 20; XP 5,000.

5: Battlefield

This large chamber was Stallac's first worship chamber for his faithful, but with the expansion of his domain, Stallac moved deeper into the complex. With the coming of the forces of Chrinson, this chamber has become a central battleground, as it is one of the few places strategically located between the two forces. There are three exits from this chamber: one to the north, which leads to the caverns controlled by Chrinson; one to the west, which leads to Stallac's domain; and one to the south, which leads to area 1 and the sewers of the Keep.

There is a 50% chance that there is a battle going on in this chamber the first time the party enters this area. The PCs





Undead combatants attack.

encounter a battle here on subsequent visits 20% of the time, plus a cumulative 5% chance per day. If there is a battle here, the skeleton warrior from area 34 guards the southernmost passage (area 4) against a possible rear attack by the forces of Chrinson.

If the PCs interfere with the battle, they are attacked by the forces whom they assault. Hence, if the party attacks all the undead in the chamber indiscriminately, then the undead table their own conflict and turn their attentions to the party. The following is a breakdown of the forces which fight here at any given time.

Forces of Stallac

Common Zombies (2d8): THAC0 19; #AT 1; Dmg 1d8; AC 8; HD 2; MV 6; SD immune to *sleep, charm, hold, death*, cold-based spells, and poison; SW Holy water inflicts 2d4 damage, attacks last every round; SZ M; INT Non; AL N; ML 20; XP 65.

Ju-ju Zombies (1d4+3): THAC0 15; #AT 1; Dmg 3d4; AC 6; HD 3+12; MV 9; SA Attacks as a 6-HD monster, 92% climb walls ability; SD +1 or better weapon needed to hit, turned as spectre, blunt and piercing weapons inflict half damage, fire causes half damage, immune to *sleep, charm, hold, death*, cold-based spells,

poison, mind-affecting spells, psionics, illusions, electricity, and magic missiles; SZ M; INT Low; AL N(E); ML 20; XP 975.

Ghouls (1d6): THAC0 19; #AT 3; Dmg 1d3/1d3/1d6; AC 6; HD 2; MV 9; SA Paralyzing touch (2+1d6 rounds); SD Immune to *sleep* and *charm* spells; SW *Protection from evil* keeps it at bay; SZ M; INT Low; AL CE; ML 12; XP 175.

There is a 50% chance that the leader of this force is either a wight or Malakar. The wight is be found at the head of the attacking forces, while Malakar hangs back near the western exit where he can escape easily.

Wight: THAC0 15; #AT 1; Dmg 1d4; AC 5; HD 4+3; hp 26; MV 12; SA Energy drain; SD Hit only by silver or + 1 or better magical weapon, immune to *sleep, charm, hold, death*, cold-based spells, poison, and paralyzation; SW Holy water inflicts 2d4 damage, afraid of bright light; SZ M; INT Avg; AL LE; ML 14; XP 1,400.

Malakar, hm F12: THAC0 8/7, 7 *Albruin**; #AT 2/1; Dmg 2d4+4 (*Albruin**); AC -2 (*plate mail +1, shield +1, Dex*) or AC -4 (*plate mail +1, shield +1, Dex, boots of speed*); hp 92; MV 12 (24 when using *boots of speed*); SZ M (6' tall); AL CN(E); ML 14; XP 5,000; MI *Albruin**, *amulet of infravision, boots of speed*.

**Albruin* is described in the "Magical Items" appendix in the *Campaign Book*. Briefly, it is +1/+3, glows blue in a 10-foot-diameter sphere when drawn, speaks common, elvish, drow, and thieves' cant, *reads languages and magical writings, detects invisible objects* in a 10-foot-radius when drawn and the bearer is concentrating, *neutralizes potion* 1 time per 3 days, heals its bearer 1 time per 12 days, is CN, has an Intelligence of 17 and an Ego of 13.

S 17, D 17, C 16, I 15, W 11, Ch 12.

Personality: Vicious, cautious, merciless.

Forces of Chrinson

Common Zombies (2d6): THAC0 19; #AT 1; Dmg 1d8; AC 8; HD 2; MV 6; SD Immune to *sleep, charm, hold, death*, cold-based spells, and poison; SW Holy water inflicts 2d4 damage, attacks last every round; SZ M; INT Non; AL N; ML 20; XP 65.

Ju-ju Zombies (1d3): THAC0 15; #AT 1; Dmg 3d4; AC 6; HD 3+12; MV 9; SA Attacks as a 6-HD monster, 92% climb walls ability; SD +1 or better weapon needed to hit, turned as spectre, blunt and piercing weapons inflict half damage, fire causes half damage, immune to *sleep, charm, hold, death*, cold-based spells, poison, mind-affecting spells, psionics, illusions, electricity, and magic missiles; SZ M; INT Low; AL N(E); ML 20; XP 975.





Clerics of Cyric, hm & hf C4 (1d6+1): THAC0 18; #AT 1; Dmg 1d4+1 (footman's mace); AC 6 (studded leather and shield); hp 17-25; MV 12; SA Spells; SZ M; INT Avg; AL NE; ML 13; XP 270.

Personality: Cruel, vicious, malevolent, distrustful.

Spells (3/2): 1st: *Detect evil, invisibility to undead, light;*
2nd: *Obscurement, silence 15' radius.*

6: History of Bane

The walls of this section of hallway are painted with murals that depict the known history of Lord Bane—god of strife, hatred, and tyranny—according to Stallac Benadi. The murals emit a faint aura of magic if detected for, as they were placed here by Stallac's clerical spells.

Three large murals adorn the walls of this wide hallway. The first depicts a host of great, glowing beings, each bearing the symbol of a different god, ascending skyward on invisible steps. At the pinnacle of the shining procession is a being marked with the symbol of Bane. To the side, the scene dissolves into a host of people bearing the symbol of Bane, gathered around a single, similarly marked figure with skeletal features, who floats above them.

The second mural depicts the ascendant, glowing being from the first mural, now surrounded by the mass of Banite followers. In the background, a skulking figure bearing the symbol of Cyric approaches from the shadows, grasping a bloody dagger in his hand.

The third mural depicts the assassin figure of the second mural, smitten to his death by the Banite figure. Around them, the host of faithful now rends a group of humans wearing the symbol of Cyric. The heavens above glow brightly, suggesting the glory of the day.

There is a white-washed section of wall here, suggesting that another mural is to be commissioned some time in the near future.

The first section of wall portrays Lord Bane at the pinnacle of the gods as they ascend into the heavens at the beginning of time. The following sections of wall show the rising of the Cult (later church) of Bane through the years, with the largest section of wall devoted to Stallac's rise as the Imperceptor of Bane and his transformation into a Banelich. The second section of the mural depicts the coming of the gods to Faerûn during the Time of Troubles, showing Bane's faithful gathering around him in absolute devotion. Cyric lurks in the background with the dagger, symbolically usurping Bane's place with the blade of treachery. The final section of wall represents the rebirth of Bane into the heavens as a result of the works of his faithful, and

the destruction of Cyric at the hands of the true god of strife. There is one section of wall left open, awaiting the next vision of Stallac Benadi.

As previously stated, the walls on which the murals are carved are magical in nature. Physically defacing a mural is impossible due to its magical origins. A *dispel magic* is the only way to erase the murals, and it must be successful against 19th-level magic.

7: Guard Post

This chamber is a guard area for the prison cells in area 8. There is always a wight (30%) or ghastr (70%) here to guard against intruders, especially clerics of Cyric who come here in an attempt to free members of their clergy who await sentencing by Stallac. The guard to this area has the key to the cells beyond.

Wight: THAC0 15; #AT 1; Dmg 1d4; AC 5; HD 4+3; hp 26; MV 12; SA Energy drain; SD Hit only by silver or +1 or better magical weapon, immune to *sleep, charm, hold, death*, cold-based spells, poison, and paralyzation; SW Holy water inflicts 2d4 damage, afraid of bright light; SZ M; INT Avg; AL LE; ML 14; XP 1,400.

Ghastr: THAC0 17; #AT 3; Dmg 1d4/1d4/1d8; AC 4; HD 4; hp 22; MV 15; SA 10'-radius stench requires successful save vs. poison or suffer -2 attack penalty, paralyzing touch affects even elves (4+1d6 rounds); SD Immune to *sleep, charm, hold, death*, cold-based spells, poison, and paralyzation; SW Cold-iron weapons inflict double damage; SZ M; INT Very; AL CE; ML 14; XP 650.

8: Prison Cells

This area is lined with cells where Stallac's forces hold human and demihuman victims until the Banelich readies the spells that turn them into undead slaves. There are a total of nine cells, and any of the PC party who become captured during the adventure will end up here.

There is one prisoner in the cell farthest from the entrance, a cleric of Cyric captured in the last battle at area 5. The cleric's name is Sten, and he has been stripped of all possessions (except his pants) and is awaiting the judgment of Stallac.

If the PCs approach Sten, he begs to be let out, stating that to leave him here is a death sentence. He lies about his origins, saying he wandered down into the complex through the sewers and was captured by a group of zombies while attempting to return home. As a cleric of the Prince of Lies, Sten can and will say anything to get the PCs to release him.

If the cleric is set free, he heads for area 21, declaring that the PCs should follow him if they seek a way out of the dungeon. He also tells the party of Stallac, "who is a great threat to Faerûn and must be destroyed."





Sten of Cyric, hm C7: THAC0 16; #AT 1; Dmg by weapon; AC 10; hp 24; MV 12; SZ M (5' 10" tall); AL NE; ML 13; XP 1,400.

S 15, D 13, C 15, I 14, W 16, C 13.

Personality: Sly, deceptive, misleading.

Spells (6/5/2/1): None currently in memory.

9: Fiery Pit

This rough-cut chamber contains an open *gate* to the Elemental Plane of Fire, created by Stallac centuries ago. The *gate* is one-way only, and someone or something that is dropped into the pit cannot return, except by the command of Stallac. The pit is used to deposit mined dirt and rocks, as well as bodies that can no longer be animated. Aside from the pit, the chamber is empty. Unless they have a way to live on the Elemental Plane of Fire amidst unspeakable heat, PCs that enter this *gate* die, incinerated. Items partially inserted in the *gate* also incinerated, unless they are magical. Magical items partially inserted in the *gate* may make a saving throw vs. magical fire in order to survive, and must do so each round they are exposed to the *gate's* flame.

10: Cave-in—Stallac's Side

This section of tunnel used to be another major conflict area between the two sinister forces, but it has recently collapsed. Since both factions are preoccupied with fighting one another, the cavern has yet to be cleared by either. Any digging here by the PCs attracts attention—roll on the Random Encounters table for Stallac's Realm in the Underground Complex section above to see what appears. If the tunnel can be cleared by quiet means, the party finds several twisted and broken zombies, one of which is wearing a *ring of protection +2*.

11: Cave-in—Chrinson's Side

The same set of rules apply to this section of tunnel as to area 10, except there are three ju-ju zombies here that guard the cave-in and watch for activity in areas 5 and 12.

Ju-ju Zombies (3): THAC0 15; #AT 1; Dmg 3d4; AC 6; HD 3+12; hp 25, 27, 28; MV 9; SA Attacks as a 6-HD monster, 92% climb walls ability; SD +1 or better weapon needed to hit, turned as spectre, blunt and piercing weapons inflict half damage, fire causes half damage, immune to *sleep*, *charm*, *hold*, *death*, cold-based spells, poison, mind-affecting spells, psionics, illusions, electricity, and magic missiles; SZ M; INT Low; AL N(E); ML 20; XP 975.

Each of these zombies has a long bow and a quiver of a dozen arrows. They instinctively recognize the raiment of followers of Chrinson, and attack anyone who is not a member of that faction (or is not dressed like one).

12. Gathering Area

This naturally formed chamber is a gathering place for the forces of Chrinson, which march to area 5 for battle. This is also where the followers of Cyric retreat when they need to regroup (which is often). The ju-ju zombies from area 11 watch this chamber for activity, and there is a 30% chance that a PC party will encounter two more similarly armed ju-ju zombies hiding within the northern rocks. (See also area 24.)

13: Rats

The rocks of this cavern are riddled with holes that serve as homes to a pack of Zhentish sewer rats. The rats have thrived here, as there is never a shortage of bodies to feed upon. The rats are rather large and very aggressive. They have taken to attacking live prey. Anyone investigating the holes in the walls starts a rat attack in the chamber.

Zhentish Sewer Rats (3d8): THAC0 19; #AT 1; Dmg 1d4+1; AC 6; HD 2; hp 16 (leader rat) and remainder 9 each; MV 12, Sw 18; SA Blood drain; SD Displacement; SW Hate bright light and -2 penalty to attack in daylight or *continual light*; SZ S (2' long); INT Low; AL NE; ML 12; XP 270 (leader), 177 each (remainder of pack).

Blood Drain: On a natural 20 attack roll, the rat has fastened itself to its victim and inflicts an automatic 1d4+1 damage per round until removed by successful open doors roll. It takes one round to try and remove the rat, during which time the victim may take no other actions except moving at half his or her movement rate. *Displacement:* The first attack on a Zhentish sewer rat always misses.

The sewer rats attack until the leader rat is killed. Once the leader rat is killed, the remaining rats must make a morale check each round. On the round they fail a morale check, they flee back into their holes.

14: Sewer Water

This chamber contains a watery, viscous substance that covers half of the cavern. This material is pure, bacteria-ridden sludge that has oozed down here from the sewers above. The rocks around this chamber work as a strainer for the sludge as the sewer water moves underground and collects in area 15 and 16. Its stench is perceptible from far beyond the chamber, and those who wish to enter must make successful Constitution check or find that they are unable to stomach the odor at such close range.

The sludge here is also poisonous. Stepping into the sludge, or even stepping close enough to probe it with a sword, puts the PC on slippery ground, requiring a successful Dexterity ability check each round to keep one's footing. (The DM might want to make all checks so the player(s) is not aware of the danger,



but a warning that the floor is slippery is probably in order.) Failure of a Dexterity ability check indicates a slip and fall into the mess, whereupon the startled character inadvertently ingests a bit of sludge. The character must then make a successful saving throw vs. poison or become nauseated for the next 1d4 days, suffering a -1 penalty to all attack and damage rolls during that time. A *neutralize poison* spell ends the effect immediately.

15: Mudmen

The water in this chamber is deeper than the sludge in area 14, a result of centuries of erosion. With the sustained concentration of magic in the nearby complex and the city above, a large group of mudmen have formed in this area. They now guard the pool here and in area 16. Both Chrinson and Stallac know of the mudmen, and the clerics of Cyric have attempted to bring the creatures under their control, to no avail.

Anyone entering this area draws the attention of the creatures, who rise out of the water and attack. The water here reaches a depth of 15 feet, with a sharp drop off after only a few feet (which cannot be seen from outside the water). The channel leading to area 16 is also of the same depth. There are a maximum of 20 mudmen present, split between this area and the adjacent chamber, though at least one of the creatures always guards the “special magic” (see area 16).

Note that the possibility of slipping, as defined in area 14, exists here as well. Anyone who falls into the sludge is immediately and automatically hit by several mudmen, becoming immobilized in one round. Since both forces leave this area alone, it is a good place for the PCs to rest or regroup (after defeating the mudmen).

Mudmen (20): THAC0 19; #AT 1 (thrown mud); Dmg Successful hit slows movement by 1—completely immobilized victims suffer 1d8 damage per round and suffocate in five rounds unless rescued; AC 10; HD 4 (see below); hp 23 each; MV 3; SA Mudmen within 10' hurl themselves at targets, slowing movement by 4 with a hit, all targets considered AC 10 (Dex bonus applies); SD Immune to poison and mind-affecting spells; SW *Dispel magic* and *dig* act as *fireballs*, *transmute mud to rock* kills all mudmen within area of effect (no save); SZ S; INT Non; AL N; ML 20; XP 175 each.

The presence of a *ring of elemental control* in area 16 gives the mudmen one more Hit Die than normal.

16: Mud Dwelling

This sunken chamber is filled with water, with only 6 inches of air at the top of the cavern. All of the mudmen originated in this cavern, the product of nearby magical influences and the



A mudman lets loose at an intruder.

presence of a *ring of elemental control*—earth, which rests at the bottom of the pool. There is always a minimum of one mudman here to protect the ring. Though the mudmen are nonintelligent, they instinctively comprehend that the presence of the ring helps to give them life and strength.

In addition to the magical ring, the following treasure has incidentally accumulated here over the years: 274 gold pieces, 515 silver pieces, 756 copper pieces, and a *wand of fear* with 17 charges.

17: Slime

The ceiling here is covered in green slime, which drops upon anyone who passes through this corridor.

Green Slime: THAC0 19; #AT 0 (drops onto victim automatically); Dmg nil; AC 9; HD 2; hp 13; MV 0; SA Victim is dissolved in 1d4 rounds (no resurrection possible), dissolves armor in three rounds; SD Unaffected by weapons or spells; SW *Cure disease* kills it; SZ S; INT Non; AL N; ML 10; XP 120.

Slumped against the far wall are a few odd remnants of the green slime’s last victim, a cleric of Cyric who got separated from





his allies during the last battle. The slime has dissolved nearly all of the cleric and his equipment, and only his holy symbol remains clasped in a skeletal hand.

18: Natural Chamber

Once the party enters this chamber read the following text.

Stalactites and stalagmites cover the floor and ceiling of this chamber, blocking the view of anything more than a few feet away. The distant dripping of water can be heard from somewhere within the cavern, and that is the only sound you hear.

Several undead lurk within this chamber, awaiting the forces of Stallac, should they pass this way. The undead—zombies and ju-ju zombies—are hidden among the rock formations, imposing a -3 penalty upon surprise rolls.

Common Zombies (5): THAC0 19; #AT 1; Dmg 1d8; AC 8; HD 2; hp 11, 12, 12, 14, 15; MV 6; SD Immune to *sleep, charm, hold, death*, cold-based spells, and poison; SW Holy water inflicts 2d4 damage, attacks last every round; SZ M; INT Non; AL N; ML 20; XP 65.

Ju-ju Zombies (2): THAC0 15; #AT 1; Dmg 3d4; AC 6; HD 3+12; hp 25, 27; MV 9; SA Attacks as a 6-HD monster, 92% climb walls ability; SD +1 or better weapon needed to hit, turned as spectre, blunt and piercing weapons inflict half damage, fire causes half damage, immune to *sleep, charm, hold, death*, cold-based spells, poison, mind-affecting spells, psionics, illusions, electricity, and magic missiles; SZ M; INT Low; AL N(E); ML 20; XP 975.

Closer examination of this chamber reveals large deposits of silver and copper in the floor and southern walls. A dwarf, with proper mining supplies, can extract 2d100+50 gp-worth of ore per day from these walls, provided she or he can work uninterrupted. Each additional dwarf adds an additional 1d100 gp to the profits. (Both Stallac and Chrinson have been too busy skirmishing to notice the rich deposits of minerals in this chamber.)

19: Lost Soul

Hidden within this chamber is the undead form of Cerchan of Lathander, a cleric of the Morninglord who was captured by clerics of Cyric in the Keep. Cerchan was transformed into a wight by Chrinson and set loose in the caverns. The undead thing has been here nearly since the beginning of the conflict, but he does not submit to the commands of either Chrinson or Stallac. The Banelich has even offered Cerchan a position in his fold, but the wight has refused him.

If approached by the party, Cerchan begs them to stay away, as he has a difficult time controlling his hatred of all that lives. As

the DM role-plays him, the wight should speak with barely constrained fury, appearing to struggle more desperately with himself with each passing minute. After the 1d4 rounds of contact, Cerchan must make a successful saving throw vs. death magic each round or his undead cravings overcome him and he launches himself at the PCs. Furthermore, each successful save adds a cumulative -1 penalty to the next roll, to a maximum of -4.

If the time is taken to converse with Cerchan, he tells the PCs of the conflict between Stallac of Bane and Chrinson of the Blazing Sun. He states that both sides are completely and utterly evil, though Stallac seems to be the lesser of two evils. He also informs them that, during his interview with the lich-priest, he learned that Stallac has no intention of leaving his complex until Bane is restored to his proper place among the gods.

Cerchan (Wight): THAC0 15; #AT 1; Dmg 1d4; AC 5; HD 4+3; hp 26; MV 12; SA Energy drain; SD Hit only by silver or +1 or better magical weapon, immune to *sleep, charm, hold, death*, cold-based spells, poison, and paralyzation; SW Holy water inflicts 2d4 damage, afraid of bright light; SZ M; INT Avg; AL LE; ML 14; XP 1,400.

20: Lichen

This chamber is covered with a subterranean lichen that emits a light blue glow. The followers of Chrinson cultivate and use the lichen as a natural light source in the tunnels whenever possible, preferring it over the bright glow of a light or *continual light* spell. A lone ju-ju zombie guards this area for Chrinson.

Ju-ju Zombie: THAC0 15; #AT 1; Dmg 3d4; AC 6; HD 3+12; hp 25; MV 9; SA Attacks as a 6-HD monster, 92% climb walls ability; SD +1 or better weapon needed to hit, turned as spectre, blunt and piercing weapons inflict half damage, fire causes half damage, immune to *sleep, charm, hold, death*, cold-based spells, poison, mind-affecting spells, psionics, illusions, electricity, and magic missiles; SZ M; INT Low; AL N(E); ML 20; XP 975.

21: Passage In or Out

If the PCs have begun the adventure by escaping the dungeons of Zhentil Keep, they enter the complex at this point. The passageway here is extremely thin (5 feet wide by 7 feet high), and it is slick with moisture and algae, making travel difficult and combat dangerous. Hence any sudden movement, including engagement in combat, requires a successful Dexterity check to avoid falling.

This shaft leads to the upper sewer passages, which branch out to the dungeons of the Detention Center, as well as the sewer ducts that empty into the River Tesh. This is a way into the complex for the PCs, but it is also a way out.





22: Passage Guard

Those who enter or attempt to exit the complex through area 21 attract the attention of the monstrous guard lurking here. Chrinson has made a pact with a lone cloaker to guard this area. The cloaker is fed slaves (and sometimes clerics of Cyric who displease the burnbones) on a regular basis to keep it happy, so it has not been disappointed with the deal.

The cloaker does not attack anyone who wears the holy crest of the Prince of Lies (a skull within a black sun), and it has no interest in undead, as its diet consists of living victims.

Cloaker: THAC0 15; #AT 2 + special; Dmg 1d6/1d6/ special; AC 3 (stinging tail is AC 1); HD 6; hp 34 (tail 16); MV 1, Fl 15(D); SA First hit engulfs victim and inflicts 1d4 damage + victim's unadjusted AC, moan, manipulate shadows; SD Half of all damage sustained is bestowed upon engulfed victim, area-effect spells inflict full damage upon both; SW Light negates shadow manipulation (see below); SZ L; INT High; AL CN; ML 14; XP 1,400.

Moan: The cloaker may moan instead of bite, causing any one of the four following effects: Those within 80 feet suffer a -2 penalty to attack and damage rolls, and listening for five consecutive rounds places victims in a trance that lasts until the moaning stops; those within 30 are affected by *fear*, fleeing for two rounds unless a successful save vs. spell is made; those in a 30-foot-long by 20-foot-wide cone must successfully save vs. poison or suffer incapacitating nausea for 1d4+1 rounds; or one person may be affected as by a *hold person* spell for five rounds. *Neutralize poison* negates any of the effects of moaning.

Manipulate Shadows: The cloaker can also manipulate shadows, obscuring vision and lowering its AC to 1, or creating a *mirror image* effect with 1d4+2 images.

23: Escaped Prisoner

A mangled body lies on the floor of this chamber, an unfortunate victim of the cloaker from area 22. The body is that of a human male named Doro, who died only a couple of hours ago. Although the victim is severely disfigured from the attack, his clothing indicates that he was once a prisoner of the Detention Center, who must have escaped through the tunnel at area 21.

If spells like *speak with dead* are used on Doro, there is nothing he can tell the party other than that he was attacked by some creature that looked like a wall of black. Doro is nothing more than a victim of Zhentil Keep's corruption. He was thrown into the dungeons of the Detention Center simply because he could not bribe a Zhentilar guard enough to leave him alone. He has not seen enough of the underground complex to be of any use to the PCs.

24: Gathering Area

Before launching an attack against Stallac's forces, the clerics of Cyric gather in this area to count their undead, animate corpses,

and prepare spells for the forthcoming battle. (See also area 12.) If there was a battle in progress in area 5 within the last turn, there may not be anything of significance for the party to find here. There are dozens of footprints on the dusty cavern floor, many of them made by zombies, who drag their feet or limp as a result of being animated one too many times.

If the PCs found no battle in area 5, the following force will be here, on the side of Chrinson:

Common Zombies (2d8): THAC0 19; #AT 1; Dmg 1d8; AC 8; HD 2; MV 6; SD Immune to *sleep*, *charm*, *hold*, *death*, cold-based spells, and poison; SW Holy water inflicts 2d4 damage, attacks last every round; SZ M; INT Non; AL N; ML 20; XP 65.

Ju-ju Zombies (1d3): THAC0 15; #AT 1; Dmg 3d4; AC 6; HD 3+ 12; MV 9; SA Attacks as a 6-HD monster, 92% climb walls ability; SD +1 or better weapon needed to hit, turned as spectre, blunt and piercing weapons inflict half damage, fire causes half damage, immune to *sleep*, *charm*, *hold*, *death*, cold-based spells, poison, mind-affecting spells, psionics, illusions, electricity, and magic missiles; SZ M; INT Low; AL N(E); ML 20; XP 975.

Clerics of Cyric, hm C4 (3): THAC0 18; #AT 1; Dmg 1d4+1 (footman's mace); AC 6 (studded leather and shield); hp 17 each; MV 12; SA Spells; SZ M; INT Avg; AL NE; ML 13; XP 270.

Personality: Cruel, vicious, malevolent, distrustful.

Spells (3/2): 1st: *Detect evil*, *invisibility to undead*, *light*;

2nd: *Obscurement*, *silence 15' radius*.

25: Blade Barriers

In an effort to limit the battles between the two forces to one area, Stallac has erected a permanent *blade barrier* at these two locations. The barriers are cast at the 19th level of ability, and they are beyond the power of Chrinson or the PCs to dispel (unless they possess a *rod of cancellation* or other such powerful magic). Anyone stepping into the barriers will sustain 8d8 points of damage and must make a successful Strength check to push themselves through to the other side. Those who fail the Strength check still suffer damage from the barrier, but cannot pass through as intended.

26: Undead Carnage

Here lie the remains of several undead who attempted to pass through the *blade barrier* and failed. There are the remains of a half-dozen zombies and the bodies of two clerics of Cyric who were ordered by Chrinson to pass through the barrier. One of the clerics still carries a *potion of flying* that was to get him over the chasm at area 27. Somehow, the potion survived the *blade barrier* and can be found tucked into his shredded clothing.





27: Chasm

When the party reaches this point from either side, read the following boxed text.

The crevasse before you is vast, much wider than you could leap under your own power. Through the darkness you can see another passage on the far side of the chasm, aligned slightly to the left of your current position. Peering down into the darkness of the fissure, you can see the distant glow of molten rock in the jagged depths. A hot, acrid odor rises to sting at your nostrils.

The chasm is nearly a quarter mile deep, with a pool of molten rock at its bottom. There is nothing of value there. Anyone who attempts to climb down the cliff suffers a -20% penalty to climbing attempts, due to loose rock and unsure footing. Any rogue who examines the sides of the crevasse may attempt an Intelligence check to determine the difficulty of the climb, but the PC must announce the intention to do so. Those who fail their climb walls rolls may attempt a Dexterity check to see if they manage to grab hold of something to check their fall. Those lucky PCs who find a handhold, but fail a subsequent climb walls roll, cannot climb back up and must be rescued by their comrades. Anyone plunging into the lava suffers 20d6 points of falling damage, then 5d10 points of burn damage per round until rescued (assuming she or he survives).

The chasm width varies from 10 to 30 feet across, and the diagonal distance between the two tunnels is 40 feet. A small ledge below the lip of the eastern tunnel offers an excellent hiding place for up to three man-sized or smaller creatures. The climb down to the ledge is 10 feet, and it requires one climbing check per character to reach.

28: Connection To The Surface

This cavern contains a tunnel and ladder that leads to the temple of Cyric (the Circle of Darkness or the Black Altar, depending on the exact timing of the scenario) in Zhentil Keep above. Depending on the time line of the adventure, this is either an escape for the party or a deadly trap. If the time of the adventure is before the destruction of Zhentil Keep (circa the time of the Banedearth, as mentioned above), then the PCs emerge from the tunnel only to be greeted by two dozen clerics of Cyric. If the time the adventure is set in has been moved to after the destruction of Zhentil Keep, the PCs surface in the ruins of the Black Altar (of Cyric at this time), which worshipers of Chrinson (and often the burn-bones himself) have been using as a base to collect zombie victims, supplies, and other items needed to continue the war against Stallac. In the latter case, there are no guards at the ruins, but the PCs are at the mercy of the monsters who roam the ruins. (See

the Zhentil Keep Ruins Random Encounters card in this set for a selection of possible encounters appropriate to the area.)

Clerics of Cyric, hm C4 (24): THAC0 18; #AT 1; Dmg 1d4+1 (footman's mace); AC 6 (studded leather and shield); hp 17 each; MV 12; SA Spells; SZ M; INT Avg; AL NE; ML 13; XP 270.

Personality: Cruel, vicious, malevolent, distrustful.

Spells (3/2): 1st: *Detect evil, invisibility to undead, light*;
2nd: *Obscurement, silence 15' radius*.

29: Undead Storage

This chamber is where the clerics of Cyric house their undead for use in the battles against Stallac. As the PCs enter the chamber, read the following text.

Dozens of bodies line the walls of this chamber, all lying motionless as your light flashes upon them. The stench of death and decay wafting from the cavern is appalling, and your hand reflexively covers your nose and mouth to keep from inhaling too much of the vile odor. Flies, rats, and other scavengers scurry around the chamber and feast.

A humanoid-shaped cloud of blackness takes form before you. "Only the faithful of Cyric may enter. Unbelievers beware!" howls the creature as it moves toward you.

The creature is a wraith under the control of Kranzzel, the highest ranking priest here, aside from Chrinson. The wraith has been instructed to post a warning to all who enter here without presenting a holy symbol of Cyric. If one such holy symbol is not presented to the wraith within one round of its appearance, the creature attacks.

Wraith: THAC0 15; #AT 1; Dmg 1d6; AC 4; HD 5+3; hp 36; MV 12, Fl 24(B); SA Energy drain; SD Hit only by silver and +1 weapons (silver inflicts half damage), immune to *sleep, charm, hold, death*, cold-based spells, poison, and paralyzation; SW Holy water inflicts 2d4 damage, afraid of bright light, *raise dead* destroys (save vs. spell applies); SZ M; INT Very; AL LE; ML 15; XP 2,000.

Several of the zombies stored here have been animated, but the majority of them either need to be repaired, or they are fresh dead deposited here (to be converted to undead later). None of the zombies attack without the commands of a true priest of Cyric (not just someone presenting Cyric's holy symbol). On the finger of one of the undead is a *ring of flying* that has yet to be noticed by the clerics. The ring is concealed by rotting flesh and the zombie's garments, and a detect magic is needed to find it among the other corpses.





30: Clerics of Cyric

This cavern has been converted into living quarters for the priests of Chrinson who serve in the cause against Stallac of Bane. A makeshift wooden wall and door has been erected to provide the clerics with some measure of comfort deep within these cold caverns. There are 10 bunks here for the followers of Chrinson's cause that sleep two clerics in each.

The clerics of Cyric here are some of the most fanatical in the congregation of the Prince of Lies, desiring nothing more than the destruction of all worshipers of Bane. Most are young recruits who are blinded by their own devotion, but there are a few who are wary of the insanity of this conflict. In the end, all will follow the commands of Chrinson of the Blazing Sun for fear of eternal damnation at the hands of Cyric, as well as the fiery might of the burnbones.

Clerics of Cyric, hm C4 (15): THAC0 18; #AT 1; Dmg 1d4+1 (footman's mace); AC 6 (studded leather and shield); hp 17 each; MV 12; SA Spells; SZ M; INT Avg; AL NE; ML 13; XP 270.

Personality: Cruel, vicious, malevolent, distrustful.

Spells (3/2): 1st: *Detect evil, invisibility to undead, light;* 2nd: *Obscurement, silence 15' radius.*



Kranzzel

Spells (3/3/2): 1st: *Cause light wounds, light, protection from evil;* 2nd: *Charm person, hold person, obscurement;* 3rd: *Animate dead, dispel magic.*

Kranzzel, hm C12: THAC0 13, 10 *staff of striking*; #AT 1; Dmg 1d4+1 (footman's mace), 1d6+3 (*staff of striking* —1 charge*); AC 1 (*chain mail* +2 and shield, Dex); hp 43; MV 12; SA Spells; SZ M (5' 9" tall); AL NE; ML 15; XP 5,000; MI *Staff of striking* with 16 charges.

*If two charges are expended from the *staff*, damage is 1d6+6; if three, 1d6+9.

S 17, D 15, C 15, I 15, W 18, Ch 10.

Personality: Self centered, brutal, callous, wary.

Kranzzel's Lieutenants, hm C6 (4): THAC0 18; #AT 1; Dmg 1d4+1 (footman's mace); AC 4 (chain mail and shield); hp 26, 27, 29, 30; MV 9 (lightly encumbered); SA Spells; SZ M; INT Avg; AL NE; ML 14; XP 975.

Personality: Cruel, vicious, malevolent, distrustful.

Spells (8/7/6/4/2/2): 1st: *Bless, command (x2), cause light wounds, invisibility to undead, light, protection from good, protection from evil;* 2nd: *Aid, charm person, hold person, resist fire (x2), silence 15' radius, wyvern watch;* 3rd: *Animate dead (x4), negative plane protection (x2);* 4th: *Cause serious wounds (x2), poison, tongues;* 5th: *Flame strike, raise dead;* 6th: *Blade barrier, word of recall.*

A search of this chamber reveals little in the way of treasure, as many of the clerics keep their valuables well hidden. However, with an active search there is an 80% chance to find about one-tenth of the total treasure at a time, hidden in niches under cots and in wall crevasses: 240 gold pieces, 176 silver, two flawed gems worth 20 gold each, and a *potion of undead control*. The DM can adjust the exact amount found with each successful percentile roll.

Not all of the clerics are here at any one time, as several of them are out on patrol. There are always 2d4 lower-level clerics and one to two lieutenants present at any one time. Kranzzel is here only 15% of the time; otherwise, he wanders in area 32.

31: Wight Haven

Chrinson has control of only a few wights, though he creates them as quickly as he can by throwing living captives into this cavern and letting the existing wights drain them of life. Wights who are "killed" in combat are reanimated as zombies if their bodies are still intact.

There are always a minimum of three wights here at any one time, in addition to other wights found throughout the complex. The wights do not leave this grotto unless they are commanded to leave by the clerics of Cyric or they are attacked.

Wights (3): THAC0 15; #AT 1; Dmg 1d4; AC 5; HD 4+3; hp 26, 27, 27; MV 12; SA Energy drain; SD Hit only by silver or + 1 or better magical weapon, immune to *sleep, charm, hold, death*, cold-based spells, poison, and paralyzation; SW Holy water inflicts 2d4 damage, afraid of bright light; SZ M; INT Avg; AL LE; ML 14; XP 1,400.

32: Chrinson's Chamber

If the PCs make it to this chamber and confront Chrinson himself, read the following:

The rock walls of the corridor and connecting chamber have been literally melted to create straight lines, perfectly smooth from end to end. In fact, they seem to continue to radiate with heat, filling the area with a soft, crimson glow and warming it slightly.



At the far end of the chamber you see a chilling sight, an all-too-real manifestation of the power it must have taken to create this room: Sitting on a hunk of rock that has been molded to fit its form, a huge skeleton that blazes with unearthly fire stares back at you. The monster gestures to you, instantly proving it is sentient and alert.

"Welcome to my home, brave ones," announces the creature in a hollow, deathly voice. "I am Chrinson of the Blazing Sun. What brings you to my realm? Surely you are not minions of the evil Stallac of Bane, my mortal enemy, who even now seeks to extend his power to all of Faerûn. Speak!"

Chrinson plays the cordial host as long as it suits him. He may make an offer of employment (see Plots and Subplots) in an attempt to weaken Stallac's power base, but he tolerates no insolence from the party. Any visible act of aggression is met with quick retaliation by the burnbones and any of his faithful that are present (Kranzzel the high priest has an 85% chance to be here unless he was encountered in area 30 and slain).

The creation of Cyric attempts to play on the PCs' ignorance and sympathies, hoping they will aid him in his battle with

Stallac. He capitalizes upon whatever brought the PCs into the complex, be it to search for the sword *Albruin* or anything else, always faulting Stallac for any troubles they have experienced.

There is a possibility the PCs might be brought before Chrinson shortly after escaping from the dungeons of the Detention Center. If this is the case, the burnbones offers the PCs a deal: They must try to destroy Stallac's phylactery in exchange for their freedom. Chrinson ensures the pact by placing a quest spell upon each PC. Of course, Chrinson has no intention of rewarding the party with anything except pain and death.

Should the party destroy Chrinson, Kranzzel (who will escape via *word of recall*) will take up the torch of leadership in the fight against Stallac (unless he, too, has been destroyed). However, it will take several days for the cleric to muster a force of clerics and undead and return to the chambers. Stallac, in the meantime, will send a powerful force of undead into the natural caverns, to rout out any of the remaining forces of Chrinson.

33: Standing Ju-Ju

Secluded in the corner of this chamber is a lone ju-ju zombie under the control of the Banelich Stallac. The zombie does nothing but stand and observe the PCs as they pass or enter the



Chrinson of the Blazing Sun welcomes his guests before trying to kill them.



small chamber. It makes no aggressive movement toward the PCs, and does not attack unless they do so first.

Stallac is observing the PCs through the eyes of his creation, attempting to determine their motives for entering his home. As the party reaches this point, Stallac realizes they are not simply explorers, but are adventurers who have quite likely entered his realm for some purpose. Should the party address the ju-ju, Stallac will answer simple questions regarding his home, and he may even make the party a diabolical offer (see Plots and Subplots).

Ju-ju Zombie: THAC0 15; #AT 1; Dmg 3d4; AC 6; HD 3 + 12; hp 25; MV 9; SA Attacks as a 6-HD monster, 92% climb walls ability; SD +1 or better weapon needed to hit, turned as spectre, blunt and piercing weapons inflict half damage, fire causes half damage, immune to *sleep*, *charm*, *hold*, *death*, cold-based spells, poison, mind-affecting spells, psionics, illusions, electricity, and magic missiles; SZ M; INT Low; AL N(E); ML 20; XP 975.

34: Hallway Guard

This passage is the beginning of what Stallac has dubbed the *Walk of Strife*, and a guardian blocks the entrance to all except those whom his master commands to pass. Unless the PCs have destroyed the warrior skeleton from area 4, it is here to guard against the party's passage. If that skeleton has been exterminated, then a ghost is present to block the way. The skeleton is one of the Warriors of Bane, the rest of which are located at area 49.

Warrior Skeleton: THAC0 11; #AT 1; Dmg 1d8+6 (long sword); AC 0 (*plate mail* +2); HD 9+8; hp 79; MV 6; SA +3 attack bonus, creatures with less than 5 HD flee at first sight; SD Affected only by magical weapons, not controlled by magical circlet; MR 90%; SZ M; INT Exceptional; AL LE; ML 20; XP 5,000.

Ghost: THAC0 11; #AT 1; Dmg Age 10d4 years; AC 0 (ethereal) or 8 (material); HD 10; hp 55; MV 9; SA Humanoids save vs. spell to avoid flight for 2d6 rounds and aging 10d4 years (priests above 6th level immune, all characters above 8th level add +2 to the save), *magic jar* attack; SD Can be attacked when ethereal only by creatures in ethereal state, 2d4 damage from holy water only in material form, immune to *sleep*, *charm*, *hold*, *death*, cold-based spells, poison, and paralyzation; SZ M; INT High; AL LE; ML 20; XP 7,000.

If the PCs have been nonaggressive as they traveled through Stallac's section of the labyrinth, the guardian allows them to pass through unhindered, yet it follows them on their journey. If the party decides to move on and travel to the eastern chambers, the guardian allows them to pass, as long as they have done little harm to the forces of Stallac.

35: Walk of Strife

This corridor is dedicated to all known High Imperceptors of Bane, including Stallac Benadi himself. There are 10 vaults along the hallway, but only eight of them (A-H) are engraved; two are reserved for future commemorations. Stallac has placed a mummy in vaults A-G, to hold and protect the place reserved for the remains of each former Imperceptor. (The Banelich plans to make this place the official resting place of all High Imperceptors, after Bane regains his rightful place as the god of strife.) The Imperceptors' vaults are listed below, with their accompanying epitaphs.

A. Stallac Benadi

First Imperceptor of Bane, 735-844 DR

First and greatest follower of Bane, invested with the title of Imperceptor by the avatar of the Lord of Strife himself. Seventh in Faerûn to receive the greatest gift of Bane.

B. Tomar of Bane

Second Imperceptor of Bane, 801-877 DR

Most ruthless of all Imperceptors, Tomar's greatest achievement was the introduction of a deadly plague into the Western Heartlands, causing the deaths of thousands. Eighth in Faerûn to receive the greatest gift of Bane.

C. Harr Santolic

Third Imperceptor of Bane, 848-966 DR

Following in the footsteps of his predecessors, Harr Santolic is attributed with the rise in the church of Bane in the Western Heartlands.

D. Wedic B'donder

Fourth Imperceptor of Bane, 901-1010 DR

A savage Imperceptor, who brought the worship of the Lord of Strife to full blossom within the walls of Zhenil Keep. Last in Faerûn to receive the greatest gift of Bane.

E. Forja B'donder

Fifth High Imperceptor of Bane, 988-1076 DR

The only female to be named High Imperceptor—in her father's footsteps—and the most beautiful of all Banites to walk the face of Faerûn. Renowned for the vast number of Harpers who died at her hands.

F. Strife

Sixth High Imperceptor of Bane, 1055-1141 DR

Raised from birth by his predecessor to succeed her as Imperceptor, Strife brought quarreling factions of the church together and spread the word of Bane further than any other mortal upon the face of Faerûn. Died at the hands of treacherous Harpers.





G. Brist of Bane

Seventh High Imperceptor of Bane, 1120-1224 DR

Youngest to possess the mantle of Imperceptor, Brist begun the war against the jealous gods of Faerûn, who sought to banish Banites everywhere. Died at the hands of a chic of Lathander.

H. Szchulan Darkoon

Eighth High Imperceptor of Bane, 1207-

One round after any PC attempts to deface a monument, its wall slides to the side, releasing a mummy. The creatures do not follow vandals from the area. When those who disturbed their rest leave, awakened mummies go back to the monument they guarded, mend any damage, and then return to their state of torpor.

Mummy: THAC0 13; #AT 1; Dmg 1d12; AC 3; HD 6+3; hp 42; MV 6; SA Opponents save vs. spell to avoid 1d4 of paralyzation with fear (+ 1 to save per six opponents present, humans receive +2 bonus), touch imparts disease; SD Hit only by magical weapons, immune to *sleep*, *charm*, *hold*, cold-based spells, poison and paralysis; SW *Resurrection* turns the mummy into a human (7th-level fighter), torches inflict 1-3 damage, burning oil inflicts 1d8 damage on first round and 2d8 on second, magical fire adds + 1 damage per die, holy water inflicts 2d4 damage; SZ M; INT Low; AL LE; ML 15; XP 3,000.

36: Malakar

This chamber is the residence of Malakar, Stallac's agent to the city above. The room is closed with an iron door that is always locked. Only Malakar has the key; impose a -25% penalty upon lockpicking attempts due to superior craftsmanship. The room is adorned with a comfortable bed, a table and two chairs, and a couple of fine rugs. There is a locked chest beneath the bed (same key and type of lock) that contains Malakar's accumulated wealth: 755 platinum pieces, 544 gold pieces, 12 opals worth 250 gold pieces each, four *potions of extra-healing*, and three scrolls of *restoration* given to him by Stallac, to be used if his life force is drained by minions of Chrinson.

If the PCs have been rather quiet during their travels through the complex, Malakar is here resting before the next conflict. He attacks any PCs who break into his chambers, and fights to the death before giving up the sword *Albruin*.

If the party has already encountered Malakar somewhere in the dungeon, or if the PCs have been destroying everything in their path, then Malakar is mustering undead in areas 49 and 51 for a retaliatory attack.

Malakar can also lead friendly PCs to Stallac, should they request an audience.

37: Excavation Materials

This chamber contains picks, shovels, and ore carts used by the undead minions of Stallac Benadi to construct this underground realm. There are a total of 20 shovels and 13 picks. The equipment has seen little use since the coming of Chrinson of the Blazing Sun, and the tools now sit here, covered with dust and cobwebs. Many of these items can be used as weapons if the party is hard pressed, but they must make saving throws vs. crushing blow if maximum damage is inflicted on a victim; failure indicates the tool breaks or otherwise becomes useless. Both the shovels and the picks inflict 1d4+1 points of damage upon a successful hit. DMs should be sure that nonproficiency penalties have been applied to attack rolls.

38: Magical Excavation

The door to this chamber is trapped with a *glyph of warding* that floods with fire the hall connecting this chamber to area 37, inflicting 19d4 points of damage upon all who stand within. Characters who are not blocked from area 37 in any way may attempt a Dexterity check to leap free of the blast. Provided they are successful, those directly behind them may attempt the same, with -2 penalties applied to the rolls. (Normal saving throws apply to those who cannot escape the blast.) Once the trap is set off, it is safe to enter the chamber—that is, until the PCs meet the wight lurking within. . . .

Wight: THAC0 15; #AT 1; Dmg 1d4; AC 5; HD 4+3; hp 26; MV 12; SA Energy drain; SD Hit only by silver or + 1 or better magical weapon, immune to *sleep*, *charm*, *hold*, *death*, cold-based spells, poison, and paralyzation; SW Holy water inflicts 2d4 damage, afraid of bright light; SZ M; INT Avg; AL LE; ML 14; XP 1,400.

Stored within this chamber are some of the magical items that Stallac uses to carve the rock of the complex. In a chest in one corner of the room (no lock or trap) is the following: a *spade of colossal excavation*, a *wand of earth and stone* with four charges remaining, and a pair of *gauntlets of ogre power*, which are needed to wield the spade. Stallac will be extremely upset if the party takes these items, and he will order a force of undead creatures to pursue the PCs to retrieve them. (The DM must determine a sufficient force to challenge the party from areas 39-42.)

39-42: Forces of Undead

These four rooms are where the bulk of Stallac's undead minions gather when not in combat against the forces of Chrinson. Since all of these undead were created by Stallac, the Banelich is constantly aware of what they see and do, so he can mobilize the force at any time.





As the PCs encounter each of the chambers, they notice undead standing in a trancelike state, awaiting orders. The rooms contain the following undead:

39: Grunt Troops

Common Zombies (20): THAC0 19; #AT 1; Dmg 1d8; AC 8; HD 2; MV 6; SD Immune to sleep, charm, hold, death, cold-based spells, and poison; SW Holy water inflicts 2d4 damage, attacks last every round; SZ M; INT Non; AL N; ML 20; XP 65.

40: Shock Troopers

Ju-ju Zombies (12): THAC0 15; #AT 1; Dmg 3d4; AC 6; HD 3+12; MV 9; SA Attacks as a 6-HD monster, 92% climb walls ability; SD +1 or better weapon needed to hit, turned as spectre, blunt and piercing weapons inflict half damage, fire causes half damage, immune to *sleep, charm, hold, death*, cold-based spells, poison, mind-affecting spells, psionics, illusions, electricity, and magic missiles; SZ M; INT Low; AL N(E); ML 20; XP 975.

41: Sergeants of the Cause

Ghouls (9): THAC0 19; #AT 3; Dmg 1d3/1d3/1d6; AC 6; HD 2; MV 9; SA Paralyzing touch (2+1d6 rounds); SD Immune to *sleep* and *charm* spells; SW *Protection from evil* keeps it at bay; SZ M; INT Low; AL CE; ML 12; XP 175.

Ghasts (4): THAC0 17; #AT 3; Dmg 1d4/1d4/1d8; AC 4; HD 4; MV 15; SA 10'-radius stench requires successful save vs. poison or suffer -2 attack penalty, paralyzing touch affects even elves (4+1d6 rounds); SD Immune to *sleep, charm, hold, death*, cold-based spells, poison, and paralyzation; SW Cold-iron weapons inflict double damage; SZ M; INT Very; AL CE; ML 14; XP 650.

42: Incorporeal Officer Material

Wights (7): THAC0 15; #AT 1; Dmg 1d4; AC 5; HD 4+3; MV 12; SA Energy drain; SD Hit only by silver or +1 or better magical weapon, immune to *sleep, charm, hold, death*, cold-based spells, poison, and paralyzation; SW Holy water inflicts 2d4 damage, afraid of bright light; SZ M; INT Avg; AL LE; ML 14; XP 1,400.

Wraiths (2): THAC0 15; #AT 1; Dmg 1d6; AC 4; HD 5+3; MV 12, Fl 24(B); SA Energy drain; SD Hit only by silver and +1 weapons (silver inflicts half damage), immune to sleep, charm, hold, death, cold-based spells, poison, and paralyzation; SW Holy water inflicts 2d4 damage, afraid of bright light, raise dead destroys (save vs. spell applies); SZ M; INT Very; AL LE; ML 15; XP 2,000.

43: Temple of Bane

Despite his apparent destruction, a temple dedicated to the true god of strife exists here. As the PCs enter this area, relay the following information.

The sinister glow of a deep purple, almost black light fills this chamber, extinguishing your own light source as soon as the two come into contact; strange shadows dance across the walls of this elongated room.

What seems to be an altar rests at the far northern end. The shrine is a simple one, consisting of a circular slab of pure obsidian with golden chalices and daggers arranged across its surface. Also upon the altar is a man dressed in the ceremonial robes of a high priest of Bane. He appears ancient, his arms and face gaunt from lack of sustenance. You discern the outline of a large, ghostly hand floating above the man, though its form is difficult to identify under the strange illumination. Before you can act, the man speaks from across the chamber.

“Come no closer unbelievers, lest the Hand of Bane smite you. What is it you seek at the temple to the true god of strife? Do you seek his true knowledge? Or do you wish to know when his worship will return to Faerûn? Only those seeking the wisdom of the true Bane may approach.”

This man is the only living ally of Stallac, besides Malakar, who lives in this complex. His name is Lertis the Seer, and he is a high priest of Bane who was brought here by Stallac after the Time of Troubles. Lertis is using his powers to search for any sign of Bane in the Realms, despite his apparent destruction. The seer is a disciple of the current High Imperceptor (Darkoon), and he may be the third-most powerful worshiper of Bane in Faerûn next to the current High Imperceptor and the Banelich himself.

In addition to having once been a high priest of the god of strife, Lertis possesses powerful wild psionic powers that he has developed over the years. The high priest uses these powers to search through the Realms in an astral form, looking for any sign of the god of strife's return. This temple was created by Stallac and Lertis, and its dedication offers no power to Cyric the False One.

Lertis's devotion to the return of Bane is fanatical to the point of suicide. The priest seldom eats, using his *mind over body* powers to sustain him for extended periods of time while his spirit travels through the Realms in search of his lord. As Lertis lies in his psionic trance, he is guarded by a *holy hand of Bane*, a rare and powerful magical item used to guard temples devoted to Bane.

The *holy hand* was created by Stallac specifically for the purpose of guarding Lertis from intruders who might disturb his work. The *hand* is carved from a block of solid obsidian, stands





over 6 feet in height, and floats motionlessly over Lertis until he is somehow threatened. The *holy hand* can sense those of good alignment, as well as undead created by Cyric, and instantly moves to destroy them unless ordered otherwise by Lertis or Stallac. Furthermore, the *hand* does not leave Lertis unprotected even after the human's death.

The *hand* can be struck by all forms of weapons, suffering normal damage. Normal fire and electricity inflict no damage upon it, however, and it is unaffected by magic of any kind due to its mystical creation. In fact, magical attacks dealing more than 40 points of damage in one round are absorbed by the *holy hand*; they are then released in an explosion (inflicting the same amount of damage) if it is destroyed.

Magical items that come in contact with the *holy hand* are instantly drained of magic, not restorable by any means short of a *wish* spell. A *dispel magic* spell is also absorbed by the construct, but it does act as a *slow* spell upon it for one round. The *holy hand* attacks by either striking its victim (4d6 damage) or by grasping and crushing (1d12 damage in the first round, 5d6 damage each round thereafter). Determine which attack it employs randomly.

Holy Hand of Bane: THAC0 11; #AT 1; Dmg 4d6 or 1d12/5d6; AC 1; HD 9; hp 66; MV 15(A); SA Grasping; MR 100%; SZ M; INT Non; AL N; ML 20; XP 1,000.

Lertis—High Priest of Bane, hm C15: THAC0 12; #AT 1; Dmg See below; AC 10; hp 34; MV 12; SA Psionic blast; SZ M; AL LE; ML 20; XP 6,000.

S 13, D 14, C 16, I 17, W 18, Ch 8.

Personality: Suicidal, obsessive, devoted.

Spells: None.

Psionics: Devotions—Astral projection, dream travel, mind over body, psionic blast.

PSPs: 100

Lertis defends himself with a psionic blast if attacked, but he really wants nothing except to be left alone so he can search for his master. Without the *hand* to protect him, the high priest would be an easy kill. Therefore, attacking and killing Lertis in cold blood, even though he is a follower of Bane, may conflict with the dictates of good alignments.

Lertis is happy to talk to the PCs about what he terms “the second coming of Bane,” stating he has had dreams that tell him the true god of strife is not dead. If it is apparent that the party wishes nothing but the priest's destruction, he orders the *holy hand* to attack while he uses his *psionic blast*—all the while not moving from his seat on the altar.

Resting on the altar beside Lertis is a gold and platinum ceremonial set dedicated to sacred rituals to Bane. The set is worth 5,000 gold pieces, but selling such items will attract the attention of Cyric's clergy, and they may conclude that the PCs are Banites.

44: Lertis's Chamber

This room used to be Lertis's private chamber, but the high priest spends literally all of his time in area 43, searching for his absent master. A small table, one chair, a simple bed, and a chest lie in this room, and the chest is filled with nothing but raiment used in services to Bane. The priest has eschewed personal possessions until his master is restored to a proper place among the gods.

45-48: Excavations

These four chambers were under construction when the forces of Chrinson first appeared in the complex. Work on these areas has been postponed until after Cyric's burnbones is dealt with. Each chamber consists of rough-cut rock and gravel, and the following unique features are represented in each cavern.

45: Ore Cart

An empty ore cart lies on its side in the northwest corner. It is constructed of steel and iron, and was used to haul rock to area 9 for disposal.

46: Narrow Passage

The tunnel to this chamber is extremely narrow, just 2 feet wide at the slimmest point. The DM must decide whether any given PC can fit through this opening. In all likelihood, a person must shed any armor and adventuring gear to slide through.

If and when the chamber is reached, the characters there discover the beginnings of an excavation site containing small deposits of emeralds. The emeralds are rough and uncut, worth no more than 3d6 gold pieces per chunk. PCs can pick up 3d8+3 pieces from the floor of the chamber. If they decide to begin extensive digging, the noise attracts a wraith on patrol in 2d4 rounds. If digging continues, roll for random encounters twice as often as normal. Mining with normal tools (from area 37) produces 10d10 stones per turn, up to a total of 12,000 gold pieces worth of raw emeralds before the vein goes dry. (Their value can triple if the stones are finished.)

Note that digging in a southward direction can put the party in area 10.

Wraith: THAC0 15; #AT 1; Dmg 1d6; AC 4; HD 5+3; hp 36; MV 12, Fl 24(B); SA Energy drain; SD Hit only by silver and +1 weapons (silver inflicts half damage), immune to *sleep*, *charm*, *hold*, *death*, cold-based spells, poison, and paralyzation; SW Holy water inflicts 2d4 damage, afraid of bright light, *raise dead* destroys (save vs. spell applies); SZ M; INT Very; AL LE; ML 15; XP 2,000.

47: Dead Cleric

A trail of blood runs from Stallac's side of Area 25 to this dead-end chamber. A cleric of Cyric, hoping to prove his fealty to



Chrinson, leaped through the *blade barrier* in an attempt to get behind enemy lines. Unfortunately, the cleric was mortally wounded by the magical barrier and crawled into this dead end to die. Nearly everything on the cleric's body has been shredded to pieces, with the exception of his holy symbol, which survived because the foolish priest was grasping it when he jumped through the barrier.

48: Construction Nearly Finished

This chamber had the most work completed in it before the minions of Chrinson attacked. Its walls are nearly smoothed over, and its floor is level. The chamber is unadorned and is currently empty.

49: Warriors of Bane

This hallway is home to the 10 greatest followers of Bane who were not priests, each of whom struck fear into the hearts of unbelievers. (The PCs have already met the greatest of these warriors: the warrior skeleton at either area 4 or 34.) As a reward for their vigilance and conviction in life, Bane has rewarded the warriors in death by giving each of them supernatural powers. These warriors stand here in their respective alcoves, awaiting the command of Bane or Stallac Benadi to once again unleash their power and prowess upon the Realms.

Warrior Skeletons (9): THAC0 11; #AT 1; Dmg 1d8+6 (long sword); AC 2 (plate mail); HD 9+5; hp 70, 65,64,58,52,46,46,40,36; MV 6; SA +3 attack bonus, creatures with less than 5 HD flee at first sight; SD Affected only by magical weapons, not controlled by magical circlets; MR 90%; SZ M; INT Exceptional; AL LE; ML 20; XP 4,000.

The warriors of Bane do not attack the party unless they are assaulted first or are ordered by Stallac to kill the PCs. The warriors also take orders from Malakar, but only after confirmation from Stallac. These monsters have no golden circlets to control them, as they were created by divine power before Bane's demise (as was the warrior skeleton in area 34). As a sign of their status as Bane's divine creations, each of them is wreathed in a showy display of flickering flames, similar to the warrior skeleton found at location 4, that emit no heat and cause no flame damage to either living beings or to objects. The flames *look* imposing, though.

50: Stallac The Banelich

This grand chamber is the main audience hall of Stallac Benadi, first High Imperceptor of Bane. When the PCs come into view of the chamber, read them the following text.



Stallac Benadi, first High Imperceptor of Bane, shrugs off puny attempts to forcibly reject his bargain.





The wide corridor you have been following ends in a grand chamber, adorned with massive pillars carved of solid obsidian. The room itself is bathed in a low luminescence with no apparent source.

Across the considerable distance of the chamber lies a grand throne of gold, jet, and silver, and upon it sits a skeletal creature garnished in the ancient ceremonial raiment of a high priest of Bane. Its bony hand rises in greeting.

“Greetings to you brave ones,” croaks the thing in an inhuman voice. “I am Stallac Benadi, first High Imperceptor of Bane. You take great risk at invading my home, and I believe an explanation is required. Make no mistake, your lives do depend on it. Speak now or feel the wrath of the true god of strife!”

The tone of the PCs’ meeting with Stallac depends on events that occurred throughout the course of the adventure. In the event the PCs have come before Stallac in good (or neutral) faith, seeking *Albruin* or treasure, the Banelich promises to turn over the sword or otherwise reward them with gold if they agree to first destroy Chrinson of the Blazing Sun. If the party has already killed Cyric’s creation, Stallac gives them the sword, but only if they submit to a *dark promise* spell (see the “New Spells” appendix of the *Campaign Book*).

Stallac has no real reason to destroy the party unless they give him one; he requires the *dark promise* of the party because the last thing the lich-priest needs is a host of Zhentilar troops and Zhentarim wizards flooding his complex in search of magic and gold. If the party refuses to submit to Stallac’s wishes, he attempts to destroy them in order to ensure his privacy.

If the PC’s sole reason for coming here is to destroy the Banelich, they are in for a terrible battle. The undead of the lich-priest are but a thought command way, with the Warriors of Bane being the closest and the most deadly. Furthermore, Stallac is not careless, and he will flee a battle that goes against him. He will flee to area 52, to guard his phylactery, and may take it to area 43 if the holy hand of Bane has not been destroyed.

Whatever the reason for the PC’s appearance before Stallac, they will be hard pressed to defeat the Banelich. As with all worshipers of Bane, Stallac is cruel and merciless to his enemies, though he rewards his faithful (but only so much as suits his needs). The lich-priest has no qualms about slaying the party and changing them into undead to ensure their silence.

51: Stallac’s Hoard

If the PCs defeat Stallac and his forces, then search for and find the secret door near his throne, they come upon the Banelich’s personal wealth, earmarked to advance the church

upon the Second Coming of Bane. Stacked in chests along the north wall is the following treasure: 19,043 gp, 4,445 ep, 997 pp, and 155 assorted gems worth 1d100×2 gold pieces each. One chest contains the following magical items: 20 *potions of healing*, three *potions of fire resistance*, five vials of *oil of impact*, a *staff of command* with 9 charges, a *book of vile darkness*, a *talisman of ultimate evil*, a *robe of scintillating colors*, and two *maces of darkness* (see the “Magical Items” appendix of the *Campaign Book*).

52: Life Force

This chamber contains Stallac’s phylactery, which houses his mortal life force. If the phylactery is destroyed, so is the Banelich. The secret door to this chamber can be found only through magical means, excluding *detect magic*. If the door is somehow opened, all who pass through the door are subject to a *destruction* spell (the reverse of *resurrection*).

There is no way for the PCs to *teleport* into or out of this room, and misfired *teleport* and other transportation-type spells do not deposit travelers here. The room cannot be entered by ethereal or astral means, and the door opens only with a command word that is known to only the Banelich. Stallac may or may not have retrieved his phylactery and fled the area, or he may make his last stand here, depending upon the DM’s whim.

CONCLUSION

There are several possible conclusions to this adventure, many of them not pleasant for the PCs. Stallac does not allow the party to loot his complex or leave to tell others about who he is and where he can be found. The Banelich might be willing to let the PCs return to the surface in order to heal themselves or resupply early in the adventure, but as the PCs learn the scope of what is actually occurring, he is increasingly reluctant to let them go.

In addition to the experience points awarded for killing monsters, the DM can hand out the following experience points for each PC involved:

- Rescuing Frel Drillysa from the complex: 1,000 XP.
- Retrieving *Albruin* from Malakar and returning it to Cormyr: 700 XP.
- Discovering the ancient runes and showing them to a Zhent sage: 1,000 XP.
- Putting Cerchan the wight (area 19) out of his misery and returning his remains to a church of the Morninglord for a proper Lathanderite burial: 500 XP.
- Driving the followers of Cyric from the dungeon: 1,500 XP.
- Eradicating Stallac and all of his minions: 2,000 XP.





Buying Time

Ye can tell much about a parent by looking at the offspring.

—Elminster of Shadowdale



his adventure takes place around the remains of the destroyed Zhentil Keep in the old Keep's Foreign Quarter, as well as its underground environs. The scenario is designed for six to eight PCs at the 7th to 10th level of experience. A cleric of a good deity in the party is highly recommended, and a paladin would certainly be a great help as well.

Although the adventure is set in the month of Ches (March), DMs can change this. The intention is to set up an environment where the climate and weather are cold and harsh. The year is 1369 DR, the Year of the Gauntlet, and that should not be changed. However, if the date must be altered, then choose a year later than 1369; this adventure cannot happen before then.

Story Background

I yachtu Xvim, also known as the *Son of Bane* or the *Godson*, is at last attempting to consolidate his power and to elevate his standing to that of an intermediate power. (He is presently a lesser power.) In order to gain such puissance, Xvim needs to devour the life force of innocent victims. A band of his cultists, who call themselves the Cult of the New Eyes (in honor of the glowing-eyes symbol of Xvim), have taken residence in what remains of Zhentil Keep. From there they have launched a campaign of kidnapping around the southwest coast of the Moonsea and down into the Dalelands.

Many local lords and members of the gentry whose sons and daughters have been snatched are desperate for news or clues for ways to get them back. Indeed, it is such a group of nobles that the PCs first encounter on the road to the Keep. The PCs receive their present quest from those nobles, who will gladly pay the PCs for their troubles.

Meanwhile, Xvim's cult has gained prominence among Zhentil Keep's citizens by loudly proclaiming that Cyric was powerless to stop the city's destruction, and that Bane—had he not been slain (and indeed *if* he has been slain)—would have not let things get this bad. Filling the void left by Bane is a task for Xvim, the Cult argues, and he needs all the worshipers he can get in order to grow strong, overthrow Cyric, and restore Zhentil Keep to its proper glory. These arguments are quite persuasive, and the Cult's membership grows larger each day, much to the consternation of the surviving clergy of Cyric.

A Noble Calling

Begin the adventure by directing the party onto the Bowshaft Way, between Hillsfar and the ruins of Yûlash. When this condition has been met, read the following boxed text.

It is early in the month of Ches, and spring struggles to escape the frosty grip of aging winter upon the Moonsea coast. As you walk west along the Bowshaft Way, Hillsfar lies behind you, Yûlash lurks ahead, and the great forest of Cormanthor towers to your left.

It would be nice to get a straight answer from someone about what goes on in these parts. For that matter, it would be good to sink your weapons and spells into a tangible foe, collect a nice reward, and spend it in a comfortable inn with hot food instead of trail rations, and a warm soft bed instead of the cold hard ground.





As you round a small bend in the road, your ears pick up the sound of pleading voices, answered by harsh words. Ahead, you spy the source of the commotion. They do not yet see you, so you can watch them at your leisure at a distance of about six-score paces. The pleading folk are a half-dozen men of middle and advanced ages, who wear warm finery and ride well-appointed horses. The oppressors around them appear to be a gang of a dozen mounted warriors, dressed in battered chain and wearing the colors of Zhentil Keep.

There seems to be something odd about the Zhent soldiers. Their entire bearing seems to be of warriors who no longer have direction or leadership. Discipline appears to have broken down.

One of the older rich men is slapped across the face with the back of a chain mail gauntlet, splitting open his cheek and knocking him from his saddle while the other Zhentilar—if that is indeed who they are—laugh.

The highwaymen are a dozen experienced Zhentilar who have fled the destruction of Zhentil Keep and have taken up the lives of independent raiders. They have come upon a group of noblemen who are searching for their lost family members. Their leader—the man who struck the elder noble—is named Alamar Dren.

Zhentilar Raiders, hm F5 (11): THAC0 16; #AT 1; Dmg 1d8 (long sword) or 1d4 (light quarrel); AC 4 (chain mail and shield); hp 30 ea.; MV 9 (24 on horseback); SZ M; INT Avg; AL LE; ML 12; XP 270.

Personality: Rude, mercenary, greedy.

Alamar Dren, hm F7: THAC0 14; #AT 3/2; Dmg 1d8+3 (long sword +2) or 1d4 (light quarrel); AC 1 (chain mail +2 and shield); hp 41; MV 12 (24 on horseback); SZ M (6' tall); AL LE; ML 12; XP 975; MI *Potion of healing, cloak of elvenkind.*

S 16, D 15, C 16, I 12, W 11, Ch 13.

Personality: Bullying, ambitious, coarse.

The raiders are riding light war horses. They each have a light crossbow with 24 quarrels and 2 gp, 4 sp, and 5 cp. Alamar Dren is also riding a light war horse and has a light crossbow with 24 quarrels. His purse contains 48 gp, 64 sp, and a small topaz worth 50 gp. Alamar also has a map of the southern portion of Zhentil Keep (see the player's map of Zhentil Keep on page 51), a small piece of wood with a rune carved upon it (a pass that readily allows the bearer into the city's remains), and a hasty note containing the words "Thumb and Pinky." Anyone who makes a successful Local History proficiency check recalls that, in Zhentil Keep and its

environs, the hand held palm upward with the thumb and pinky touching together is an obscene gesture.

Alamar is a shrewd, grizzled old veteran who will not hesitate to let his comrades die for him while he makes a getaway. In fact, DMs should do whatever they can within the bounds of fairness to let Alamar get away if and when the heroes leap to the rescue, perhaps to become a recurring villain for the PCs.



Alamar Dren

The raiders fight ferociously, but surrender if they fail morale checks. What follows below are questions that PCs are likely to ask the soldiers, and the answers to those questions.

Q: Who are you?

A: We be Zhentilar, soldiers from Zhentil Keep. We've left that gods-forsaken place and are on our own now. We want nothing more to do with that place.

Q: Why have you left?

A: Zhentil Keep's been destroyed by angry gods. All that's left of the main city is ruins and fools who refuse to leave. Even now the entire place is surrounded by giants and monstrous humanoids, laying siege to it. Only the southern section of the city, 'cross the Tesh, is still intact.

Q: What of Cyric?

A: Ha! If Cyric was as powerful as he said, then the Keep wouldn't have been consumed by god-fire and wouldn't have all them doggone giants and dragons knocking at the walls. Didn't I mention there's dragons there? Musta slipped me mind.

Q: What does this piece of wood signify?

A: That's a pass to get into the southern section of the city, the only part that's left. As ye can imagine, security is a wee bit tight.

Q: What's this "Thumb and Pinky?"

A: Ah, that be a reference to the Defiant Gesture, an inn in the southern section, run by one of our old mates. Bit pricey, but still one of the better places: lotsa contacts, good food, stout locks on the bedroom doors. And he'll serve *anyone*—he don't care who you are so long as your gold has the right bite.

Q: What's all this about the Keep's southern section?

A: Pah! Tourists! You know nothing of this area, do you?





Before all this mess hit us, Zhentil Keep was split in two by the River Tesh. The larger, main section lay north of the river, while the smaller, southern section was connected by a series of bridges 'cross the river. The southern section was called the Foreign Quarter, as the lords of the Keep wanted to keep all the foreigners stuck in one section, where we could keep an eye on 'em. Funny how that's the only part of the city that wasn't ruined! Right now, that quarter *is* Zhentil Keep.

Q: *What are you doing now?*

A: We be on our own, seeking fortune and taking it as we see fit. The rest of the Zhentilar, the Black Network, and the god his-self can go hang for all we care!

Q: *Are the Zhentarim gone?*

A: HA! The Keep may be gone, but the Network lives on! And, for all we know, our Zhentilar comrades live on as well. But now they can live on without *our* help, thank ye very much!

If the PCs want the Zhentilar taken into custody, the noblemen promise to deliver them into the hands of the law in Shadowdale. They have enough rope with them to tie up the entire band of thieves, and some of them—especially the man who was struck across the face—are pleased to take charge of them and see that they get their just desserts.

The rescued nobles overflow with gratitude, praising the fighting prowess of their rescuers. The group of nobles rewards each of the PCs with a small gem (25 gp value). Then, after they have convinced the heroes of their sincere admiration, their leader, a human man named Keris Furl, gives each PC a 500-gp platinum trade bar as a reward.

As he does this with a flourish of gracious words, the other nobles huddle together in earnest discussion. Once the last PC has been given a trade bar, the cluster of nobles whispers something to Keris, pointing at the PCs. Keris nods and addresses the PCs.

“As I have said, my associates and I are grateful for ye saving our lives. Your prowess with spell and sword is indisputable, in light of the job ye did on the raiders. I only wish we had the likes of your company in our desperate search.

“See, in the past several tendays there have been a rash of disappearances in Voonlar, Hillsfar, and the northern Dalelands. (We ourselves hail from the latter.) It seems that our loved ones, ranging in ages from fifteen to the late twenties—girls more often than boys—have been kidnapped!

“We've consulted a few holy clerics who augur, and have learned the victims have been taken north to Zhentil Keep, or what's left of it. We've tried to hire the services of adventuring guilds, but none are interested. Further, we don't

know any Harpers and are loathe to ask their help. Hence, we've taken to the roads, my fellow bereaved fathers and I, to seek help. We mistook those brigands for mercenary adventurers. They refused our offer, but decided they wanted our money anyway. Then ye came along, and here we all are.”

Keris clasps his hands in supplication. “Please! We're desperate! We need help! Would ye consider going to what's left of Zhentil Keep and rescuing our kinfolk?”

Another noble pipes up: “Or at least, if they're dead, perhaps fetch back the bodies, or some sign of their fate?”

“Aye,” an older man nods. “The worst of this is not knowing what's happened to them.”

If there are lawful good members in the party, a reward for this mission should not be necessary, but Keris and his cohorts will pay each PC 2,000 gp for the rescue or for solid proof of their relatives' fates.

Assuming the PCs accept the quest, the nobles thank them profusely and head south with the captive Zhentilar, explaining that they will proceed to Shadowdale and take rooms at the Old Skull Inn. This is the closest settlement where they can be assured of minimal interference by the Zhentarim, since the closer cities of Voonlar, Yúlash, and Teshwave all harbor some noticeable measure of Zhentish influence.

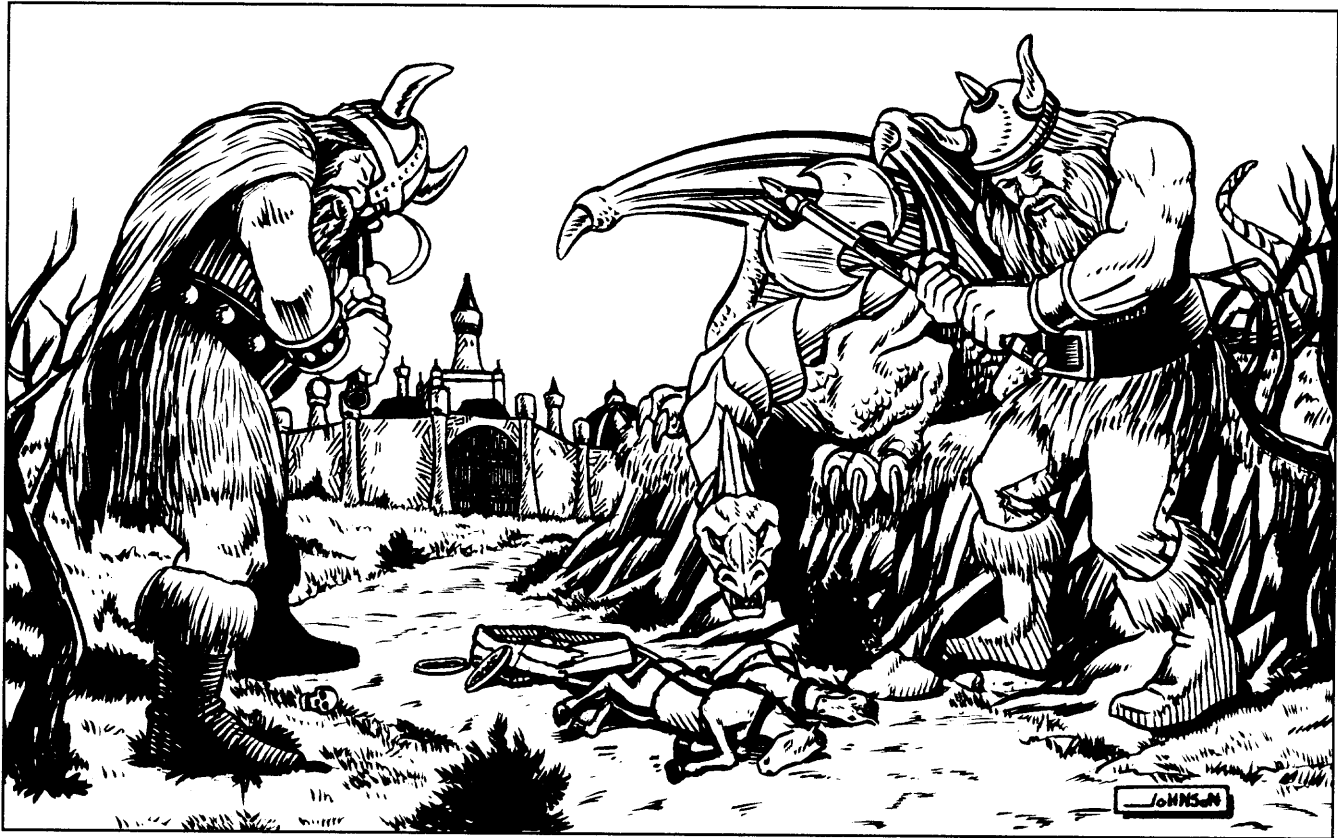
Any PC who accepts the terms is given a *potion of extra-healing*. In addition, the nobles offer the party the following items, to be used as they see fit: a *figurine of wondrous power (onyx dog)*, a *scarab of protection*, a *potion of water breathing*, two *exilirs of health*, a *ring of feather falling*, and a *ring of mind shielding*, and a *scroll of protection from undead*.

Running The Gauntlet

As the PCs approach the Keep, they must contend with a small mob of invaders that is part of the siege force mentioned by the Zhentilar raiders. Even though the assault focuses primarily on the much larger, northern section of the city, a few isolated patrols have been dispatched to watch and hold the southern entries until the Keep falls once and for all, and to provide a diversionary distraction when the northern forces plan to mount an attack.

Zhentil Keep looms on the horizon before you. Even from a distance to is is easy to see that the city is split into two section by the river: a large section north of the River Tesh, and a much smaller southern section. Both are fortified against





The party must face a gauntlet to enter Zhentil Keep: a white dragon, two frost giants, and gnolls (not shown).

attack with heavy walls—or at least, both *were* walled at one point. Fiftful flames and drifts of smoke still rise from the northern Keep, and many portions of its walls have buckled under the onslaught of ruthless assailants. The bridges over the River Tesh, connecting the two parts of the Keep, have been blown up—probably saving the southern section from the brunt of the assault.

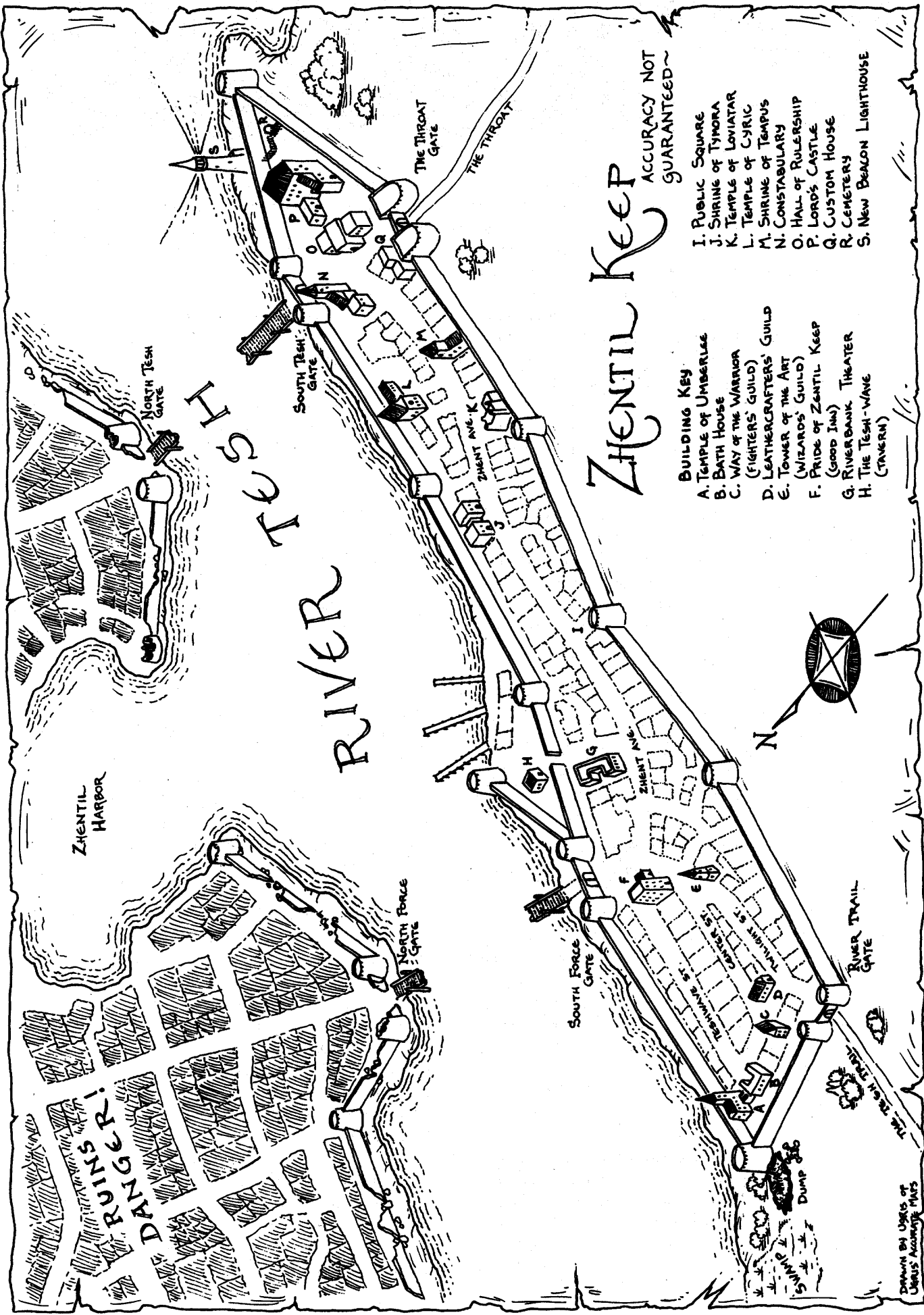
The land surrounding the southern Keep is hilly and overgrown, offering great cover until you come within a quarter mile of the gates, but the last several hundred yards flatten out and break free of the foliage. At the final crest of a hill that offers a secure vantage point, you look upon the only functioning gate in the southern district (on the eastern half of its southern wall). Between you and that gate lies a contingent of the siege force: A pair of giants with white skin and blue hair, clad in furs, brandish impossibly huge battle axes as they roar and snarl at a white dragon. Lying on the ground between them is a shattered wagon and the carcasses of two horses. Nearby, a band of gnolls jumps up and down and growls excitedly, seemingly egging on the argument. A small encampment, complete with cookfires and cheap hide tents, lies to the left.

You figure that it would take two full minutes at a full run to reach that gate into the city: a pair of huge iron doors that are sealed. Twin towers flank the gates, and numerous torches and watchfires burn from the parapets and light the arrow slits. There lies your shelter and goal. Now, how to get there?

The frost giants and the white dragon are arguing over who gets the shattered wagon and the two freshly killed draft horses—all that remains of a caravan they intercepted. The gnolls want to see a fight and are jeering at both antagonists. Beryeya, the female white dragon, intends to get as much fresh meat and loot as possible.

These creatures are part of a small detachment of the invading armies that has hunkered down for a siege. They have set up a checkpoint of sorts at this point. The southern-based forces are much less active in the siege, however, and are less vigilant. The PCs may attempt to sneak by the hostiles, but unless they all have means to remain unseen and unheard, they will almost assuredly be spotted, especially by the ever-darting eyes of the gnolls. Luckily, almost any diversion can draw off virtually the





ZHENTIL KEEP

ACCURACY NOT GUARANTEED

BUILDING KEY

- A. Temple of Umberlee
- B. Bath House
- C. Way of the Warrior (Fighters' Guild)
- D. Leathercrafters' Guild
- E. Tower of the Art (Wizards' Guild)
- F. Pride of Zhentil Keep (Good Inn)
- G. Riverbank Theater
- H. The Tesh-Wane (Tavern)

- I. Public Square
- J. Shrine of Tymora
- K. Temple of Loviatar
- L. Temple of Cyric
- M. Shrine of Tempus
- N. Constabulary
- O. Hall of Rulership
- P. Lord's Castle
- Q. Custom House
- R. Cemetery
- S. New Beacon Lighthouse



whole siege force. While the frost giants will rush to see whatever distraction the PCs have created, the white dragon will snatch the wagon and one horse, and fly away. Half the gnolls will follow the giants while the other half stays on guard. The forces will investigate the source of the diversion for 1d6+4 rounds before returning. The DM should describe (or chart) enough irregularities in the surrounding terrain to lure the monsters out of sight of the Keep, provided the PCs ask about it.

Note that these forces will not parlay with the PCs. They will attack ferociously, and after half the party is killed, the monsters will call for surrender each round (unless the battle is a close one). Half of any PC captives will be taken back to the white dragon's lair as fresh meat, and the remaining PCs will become prisoners of the frost giants.

Yotrûk and Fentrûk, Frost Giants (2): THAC0 7; #AT 1; Dmg 2d8+9 (giant battle axe), 1d8 (fist), (2d10 rock); AC 0 (chain mail, metal helm, and furs); HD 14+1d4; hp 70, 73; MV 12; SA Hurl rocks (min. range 3 yds, max. 200 yds); SD Immune to cold damage, 40% chance to catch thrown large missiles; SZ H; INT Low; AL CE; ML 14; XP 7,000 each.

Yotrûk and Fentrûk each carry a four-gallon skin of good wine and a pouch holding 550 gp.

Gnolls (12): THAC0 19; #AT 1; Dmg 2d4 (morning star); AC 5 (scale mail); HD 2; MV 9; SZ L; INT Low; AL CE; ML 11; XP 35.

The gnolls wear tattered animal hides draped over their scale mail for warmth, and each gnoll is carrying 1d4+1 gp and 3d6 sp in a belt pouch.

Beryeya, Adult White Dragon: THAC0 11; #AT 3 plus special; Dmg 1d6+6/1d6+6/2d8+6 (claw/claw/bite); AC -1; HD 13; hp 78; MV 12, Fl 40(C), Br 6, Sw 12; SA 6d6+6 frost breath weapon, *sleep* cast at 11th level (casting time 1, verbal only), snatch, plummet, kick, wing buffet, tail slap, stall, 20-yd *fear* radius; SD Saves as F6, immune to cold, unimpeded movement on ice, *gust of wind* 3 times/day; MR 10%; SZ H; INT Low; AL CE; ML 16; XP 12,000.

It is important to consult the MONSTROUS MANUAL for full instructions on running a dragon. Beryeya can communicate with any intelligent creature, and will *certainly* communicate her strong hatred for adventurers. If she sees any, she hurls herself at them, screaming things like, "Ssssoo, are you ready to fight a dragon who isssn't cornered in her lair???" Remember that fight-

ing a dragon should be extremely difficult! A party of adventurers that challenges one of these dread monsters with a frontal assault should rue the day. Strategy, not steel, is in order.

The wrecked wagon holds a half-dozen wooden security passes similar to the one taken from the Zhentilar brigands (allowing entry into the city); four bolts of expensive cloth worth 500 gp each; a small coffer containing 700 pp; a *ring of warmth* in a small velvet-lined ring box; 240 small pieces of costume jewelry worth 5 gp each; four casks of brandy worth 30 gp each; and a solid silver *long sword* +1, heavily ornamented with small gems and gold filigree. The sword blade glows with a pale blue light, making the weapon look far more powerful and impressive than it truly is.

There are Zhentilar guards on the battlements of the city, but they do not lift a hand to help the PCs, for fear of a trick or sneak attack by the siege forces.

Knock, Knock

After the matter of getting past the giants, the dragon, and the gnolls is resolved and the PCs can finally approach the Keep itself, read the following text.

The huge city gates before you are made of black iron, with streaks of rust coursing over carved reliefs of skulls and disembodied hands. The towers flanking the gates stand as twin guardians of black granite, with a reddish glow of fire burning within and peeking out through their arrow slits.

A single voice rings out, though only loud enough for your group to hear: "What business have ye here?"

There are a total of 36 Zhentilar guards, 18 in each tower, and they are extremely suspicious of all strangers. If the PCs fought the siege forces and managed to overcome them, or if the monsters have gone out of sight in search of the PCs' distraction, the guards exchange a few words with the PCs, asking for names and cities of origin, then let them in.

If the PCs attempt to gain entrance through stealth and successfully approach the gates unnoticed, it is a bit harder to gain entry. The wooden token, a pass for entry into Zhentil Keep, is acceptable, but only one PC may use it. These Zhentilar cannot be bribed, so the PCs without passes have to talk their way in. As long as they are not hostile, almost any explanation will suffice, even a simple one. ("We need a place to spend the night," or even, "It's cold out here and we're hungry!") Any PC foolish enough to attempt to bully his way in, or say that they are here to investigate disappearances of Dalesfolk, will be turned away loudly and angrily, alerting the siege force to the party's presence.





Zhentilar Warriors hm & hf F3 (36): THAC0 18; #AT 1; Dmg 1d8 (long sword), 1d4 (light crossbow with 24 quarrels each), 1d10 (halberd); AC 5 (chain mail); MV 9 (lightly encumbered); SZ M; INT Avg; AL NE; ML 12; XP 270.

The warriors each have 3d6 gp, 5d10 sp, and 1d100 cp in addition to their armor and weapons.

Once inside the gates, each PC must sign a register giving his name and home city, plus pay a 1-gp entry tax. If anyone asks about the words “thumb-and-pinky,” written on the parchment taken from the Zhentilar, the PCs are directed to the Defiant Gesture, an inn with a good reputation (at least by Zhent standards). If the PCs do not mention the parchment, one of the guards can recommend it as a place to get a bed for the night.

Have the players roll Wisdom checks for their characters as soon as they depart the guard station. Tell those who succeed that they spot a hunched-over, shadowy figure following them. If they try to approach the person, she disappears into the shadows before they get close. This lurker is a prophet whom the PCs will encounter in the Prophet and Loss section (page 55). Until then, this old woman should increasingly appear and disappear everywhere the PCs look!

At the Defiant Gesture

When the PCs reach the Defiant Gesture, read the following aloud.

The signboard over this three-story building depicts a human hand, palm upward, with its thumb and pinky tips touching. From within the building comes the sound of laughter and singing, and the smell of hot food. Inside, you stamp the slush off your feet and take in the scene: A large common room is crammed with diners, drinkers, and revelers, though there seems to be an air of desperation amidst the patrons.

At the bar stands a huge man who has the bearing and scars of a warrior. He looks a bit out of place drawing mugs of beer for the locals. He looks your group over, and having ascertained that you pose no immediate threat, gives you a curt nod of welcome and points his thumb at two of the remaining four empty tables in the common room.

After the PCs settle in and order, the innkeeper begins to make his way through the room, talking with the patrons. Soon he passes the heroes' table and asks if they need rooms for the

night. If the PCs strike up a conversation with him, they find out his story: His name is Trevis Uhl, and he used to be a Zhentilar warrior. When the siege first started and most of Zhentil Keep went up in holy fire, Trevis decided that staying to fight was suicidal. He did not even fear Cyric's judgment, having correctly guessed that the troubled god would not spend the time and/or energy hunting down a single Zhentilar deserter when he could not smite the siege armies or stop the other gods from blasting the Keep. Therefore, Trevis fled to the southern section of the city and opened the Gesture, giving the establishment an appropriate name. Cyric's military faithful in this portion of the city are very disorganized, and none of the Zhentilar soldiers recognize him. Trevis is quite happy just to run his inn. Perhaps, when it gets warmer, he may strike forth for a warmer climate.

If asked, the retired warrior admits that he has heard stories of kidnapped foreigners, with some of the scuttlebutt mentioning that the victims have been dragged into an underground labyrinth. He knows nothing more than that, or at least is not willing to talk about it with strangers.

Trevis Uhl, hm F9: THAC0 11, 8 *claymore* +3; #AT 2; Dmg 2d4+4 (*claymore* +3); AC 6 (*necklace of protection*)



Rumors are easy to find at the Defiant Gesture.





+3, Dex bonus); hp 80; MV 12; SZ M (5' 10" tall); AL N; ML 18; XP 3,000.

S 17, C 18, D 15, 19 W 13, Ch 8.

Personality: Friendly, rebellious, tough.



Trevis Uhl

Under his shirt, Trevis wears a silver necklace with a small shield trinket on it that acts as a *ring of protection* +3. His *claymore* +3 lies under the bar, within easy reach.

Rooms at the Defiant Gesture cost 10 gp/night, and there are enough rooms for everyone to have their own. Stables attached to the rear of the inn house mounts for 5 gp/night. A

bath costs 1 gp, meals are 4 gp, and weak ale costs 5 sp. The prices are steep because of the difficulty of getting decent food into the city.

The clientele in the Gesture is mainly comprised of fairly wealthy locals and a few out-of-towners—the high prices keep out the low-ranking Zhentilar soldier and the riff-raff. There is no bard to play for the crowd, so if one of the PCs is a bard, she or he is offered 1d100×10 gp to perform a four-hour set.

Do not forget to tease the PCs with glimpses of the old prophet, peeking at them and grinning toothlessly from every corner of the inn. Of course, *no one* else notices her. . . .

The rumors to be heard here are as follows. Pick an appropriate rumor when called for, or roll 1d8.

1. "I hear the siege will be lifted when the snows melt—we've outlasted the invaders!" (False.)
2. "It's said that the invaders' ranks will be reinforced, and they'll hit us harder in the warm weather." (True.)
3. "A massive Zhentilar force is preparing to march from the Citadel of the Raven, led by Cyric's high clergy! It will arrive in the spring and save us." (False.)
4. "The son of Bane is coming to claim his father's title. Preparations for his ascendancy are nearly complete!" (True.)
5. "There have been rumblings from under the streets. And vagrants that sleep too near the sewer grates never wake to see the sun again!" (True.)
6. "Bane's coming back, 'cause Cyric's failed in his duties to the city. Bane's followers are kidnapping folks everywhere, in order to restore their fallen god." (False; it is Xvim who is coming.)

7. "There's more than sewers underground, mate. There's the remains of older buildings, caverns, hidden shrines to forbidden gods, and fabulous wealth. What, me go there? Nah, I enjoy living!" (True.)
8. "A tendar ago, I coulda swore I saw some nasty wretches dragging some lass down to the banks of the Tesh, near the docks." (True.)

There are two useful things to be found in the Gesture's common room: the first clues of where to seek the kidnap victims (within the rumors), and Tellurain—a drunken, larcenous, homicidal half-elf who happens to be one of the best guides to this part of the city. Tellurain can spot a newcomer a mile away, and he does his best to ingratiate himself into the PCs' confidence. He is a street-smart, somewhat crazed, random-thinking individual whose skill has managed to keep him alive in this dangerous city. He is a good guide, but he will pilfer from the PCs if he thinks he can get away with it. He does not hesitate to kill someone who threatens him, but if he is threatened by a PC who seems too tough for his fighting skills, he will just as quickly bolt to save his own skin.

Tellurain, hem F7/T7: THAC0 14/12, 11/9 *dagger of venom* +3; #AT 5/2; Dmg 1d6+1 (cutlass), 1d4+1 (dirk) 1d4+4 (*dagger of venom* +3); AC -2 (*bracers of protection* AC 5, +3 *cloak of protection*, Dex bonus); hp 56; MV 12; SA Backstab at +4, triple damage, fights two-handed; SZ M (5' 8" tall); AL CN; ML 14; XP 2,000; MI *Potion of gaseous form*, *potion of healing*.

S 16, D 18, C 12, I 13, W 14, Ch 11.

Thief abilities: PP 75%, OL 57%, F/RT 65%, MS 70%, HS 58%, HN 25%, CW 94%, RL 35%.

Personality: Lewd, irreverent, shrewd.

Tellurain's pouch contains 12 pp, 23 gp, and 33 sp. Around his neck is a silver pendant with a pegasus pendant, worth 150 gp.

Tellurain has heard about fair-faced kidnapping victims who have been smuggled into tunnels under the city, and he knows the area where the entrance is rumored to be. He does not know the exact location of the entrance, but he will not admit to that; if pressed, he will insist that such information has a price. His fee for helping the PCs find the hidden entry is 10% of



Tellurain





the reward and any loot they recover in the tunnels. He will even join them on their “little quest,” as long as things do not get too rough. So long as he gets an immediate 10% cut of everything they find, Tellurain will faithfully stick with the heroes until he is bored, driven off, or until he can profit greatly by turning on them.

If the PCs do not hire Tellurain, allow them to explore the southern Keep as they will, be sure to represent it as the dangerous place it is. Roll for a random encounter every turn, and insert an encounter with a dozen Zhentilar on patrol, anxious to break heads, if no other encounter occurs within an hour (six turns).

Zhentilar Warriors hm & hf F3 (12): THAC0 18; #AT 1; Dmg 1d8 (long sword), 1d4 (light crossbow with 24 quarrels each), 1d10 (halberd); AC 5 (chain mail); MV 9 (lightly encumbered); SZ M; INT Avg; AL NE; ML 12; XP 270.

The warriors each have 3d6 gp, 5d10 sp, and 1d100 cp in addition to their armor and weapons.

Prophet and Loss

If the PCs wander aimlessly for too long, tempt them to chase the old prophet—let her laugh at them, appear in their midst for a split second, even gesture for them to follow her—and she will lead them to the river.

Eventually, with or without the half-elf guide, the heroes must find their way to the docks. When they arrive there, read the following boxed text.

This sector of the southern Keep has suffered the greatest degree of damage this side of the Tesh. The piers are almost all collapsed into the cold, dirty water, or frozen over with layers of grim blue ice with shadowy human silhouettes locked deep within. The shipping warehouses are collapsed as if some massive hammer beat them to the ground, and the goods they held have been scattered in all directions.

In the corner of your eye you catch a motion to your right, where a short dead-end alley stretches into dusky shadows between two partially crumbled stone buildings. Deep within its recesses stands the old woman with her head bowed, mumbling under her breath.

Allow the PCs to react. All attacks pass through her as if she is not real, but if they touch her without attacking, she is solid. When they address her in any way, she looks up at them with glowing eyes and says:

“Strangers seeking innocents, heed me! I am the voice of Mystra. Thy quest is just, though ye know not what ye do. Accept no other—stray not from thy duties, lest ye confront your inevitable bane!”

The old woman’s knees buckle, and she falls upon them. “Seek thy quest where the ship sails,” she croaks and sinks back against the wall.

The woman falls into a stupor. She responds to a few questions, but incoherently, as she is roaring drunk. All semblance of glowing is gone from her eyes. In a few rounds, she passes out. Call for Wisdom checks from the PCs who spoke to her after the prophecy; those who succeed realize that her previous words were perfectly enunciated.

This encounter serves three purposes: First, it allows the PCs to finally confront the old woman who has been shadowing them; second, it warns them that they should stick to their rescue mission, mostly because it will defeat Xvim’s plans to become an intermediate power (which is the best they could do in any event), but also because attempting to defeat Xvim’s combined forces is fairly likely to fail anyway; and third, it gives the PCs a hint of where to find the entrance to the sewers. Note also the veiled reference to Bane (and, by extension, Xvim).

A brief search along the riverfront reveals the scene described in the following encounter. The rest of this adventure is keyed to the Sewers Under Zhentil Keep map on page 56.

The Sewer Section

S1: Frozen Ghosts

Read the following boxed text when the PCs reach the banks of the Tesh River, whether or not Tellurain is with them.

You and your comrades skirt the dock area and manage to find footing on the shores of the River Tesh, outside the walls of the southern city. The icy Tesh flows eastward, below the remains of the two demolished bridges whose ragged ends still reach out toward one another before collapsing into the water. Across the river, the largest portion of Zhentil Keep glows sullenly with arcane fires of unknown origin and the fitful orange glare of smoldering buildings.

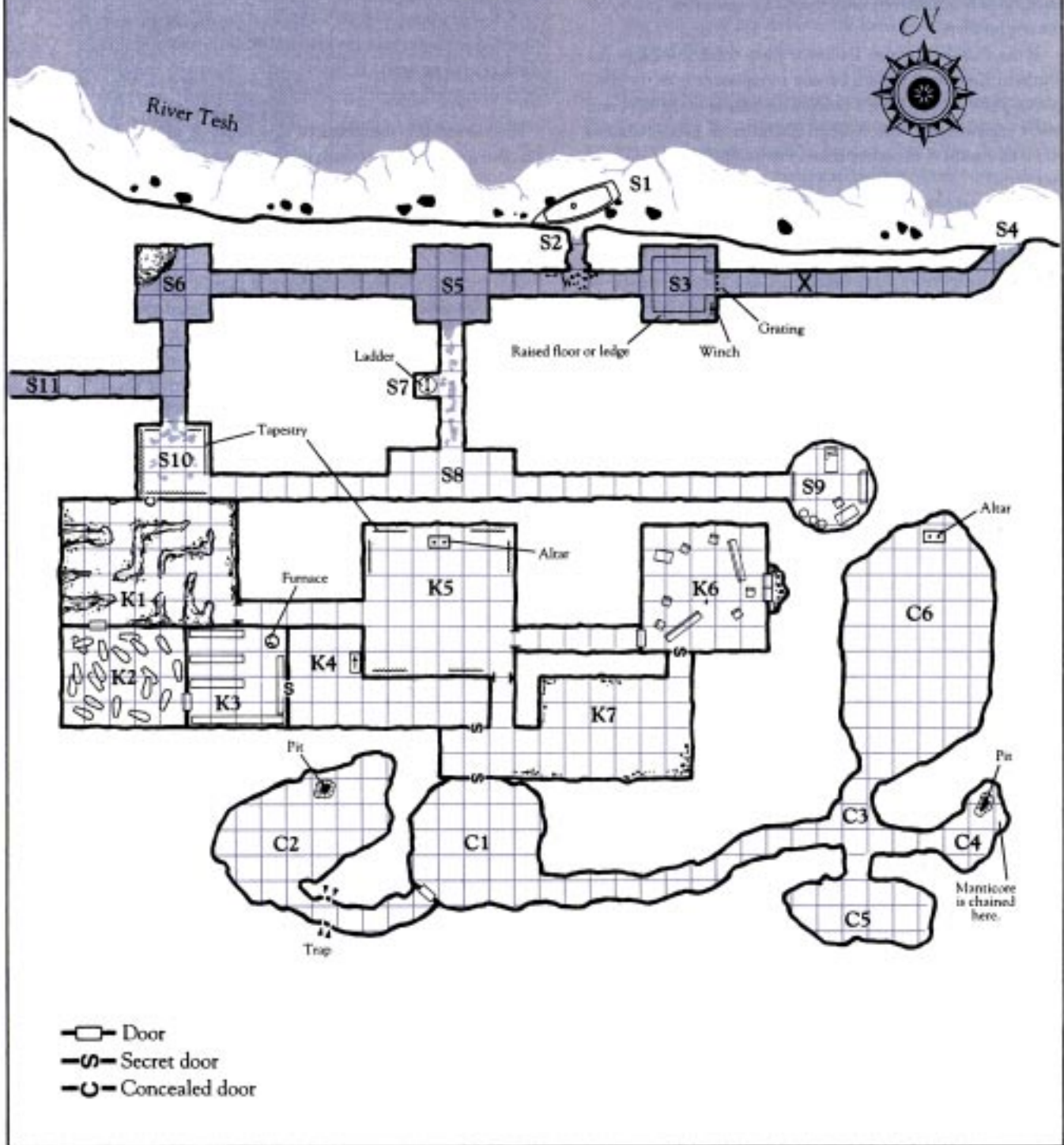
As you explore along the south bank of the Tesh, you come upon the beached hulk of a sailing ship locked in ice. In all likelihood, this unfortunate vessel ran afoul of a white dragon. There are dead crewmember still in mid-climb upon the ship’s rigging, their faces frozen in silent death screams.





Sewers Under Zhentil Keep

One square = 10 feet





Their ice-glazed eyes stare upward, toward the position of the last thing they looked upon before dying in bitter-cold agony.

The vessel itself is beached beside the sloping ridge of the southern shore, bow pushed up against the rocks. You must try to squeeze around the bow if you want to get by and continue eastward.

If Tellurain is present, he says that this is the place where rumors claim the victims disappear. At this point, he will reluctantly admit that he does not know *exactly* where the entrance is. Allow the party to search for it, and use Tellurain to discover it (with smug assurance that he knew where it was all along) if all the PCs fail. The chance of finding the hole is similar to finding a concealed door. If the party simply fails to examine the area closely, a wisp of steam rises from the hole as they look around, drawing attention to the entrance.

S2: Make Your Own Entry

Read the following text when the entrance is discovered.

After you push past the bow of the wreck, the first thing you notice is the awful stench of sewage. The second thing you notice is a hole that is not a manmade sewer conduit. It is apparent that someone, (or something) burrowed through the ridge side and into the sewer tunnels. Whatever did so was careful to do it so that no one could find the hole without crawling past the frozen ship.

There are tracks here, indicating two-way traffic. There is no noise save the splashing of sewage in the flow tunnels.

S3: Room of Warning

Proceeding east from the entrance, this outflow tunnel gives way to a cube-shaped room, leading to still another tunnel beyond. A small iron grating is set into the access to the far eastern tunnel. A raised walkway runs all along the walls, 4 feet wide and 2 feet above the waterline. A winch mechanism lies on the wall to the right of the flow tunnel. A series of symbols that can be read by anyone from Zhentil Keep or anyone who makes a successful Local History proficiency check are carved in the wall. The symbols read, "Outflow Room: Do not advance beyond this point."

The eastern grating is easily opened with the winch. Anyone who walks into the eastern tunnel hears the sounds of flowing water.

S4: Royal Flush

In fact, the current is stronger here, and anyone who passes further than 30 feet into the tunnel (past the "x" on the map) must

make a successful Strength *and* Dexterity check or lose his or her footing and be swept into the Tesh River beyond. For each additional 10 feet into the tunnel, add a cumulative penalty of -1 to the rolls (to a maximum of -4). See the *DUNGEON MASTER Guide* for rules on drowning and swimming in cold water.

S5: Intersection Room

This room serves as an outflow junction. There are lots of tracks here, leading to and from S8. A 4-foot-wide ledge runs the length of the room.

S6: Corner Lair

This room contains tunnels that head east and south. In the northwest corner of the chamber is a large, vile pile of sludge. Its odor is almost unbearable. A pack of four carrion crawlers live inside the pile, but they do not attack unless anyone approaches within 10 feet.

Carrion Crawlers (4): THAC0 17; #AT 8; Dmg 1d2 (tentacle); AC 3/7; HD 3+1; hp 16, 17, 18, 23; MV 12; SA Paralysis 2d6 turns (save to negate); SZ L; INT Non; AL N; ML 13; XP 270.

The crawlers' only treasure is a battered, muck-encrusted *staff of striking* (12 charges) that one of them dragged back with a victim.

S7: Access Shaft

This small alcove/walkway has a set of rusty iron rungs that lead up 20 feet to a grating. The grating opens into a small courtyard about 15 feet behind the Burst Boil, which is number 70 on the Zhentil Keep (Post-1368 DR) color map. The Boil is an unremarkable ramshackle wooden hovel, with the word "rest" scrawled on its front door in a number of goblin tongues (orcish, gnomish, and goblin). Anyone coming up through the grating does not see the front door, though, but the kitchen door, which is propped open by a small wedge of wood and emits foul-smelling steam from the "interesting" stews being cooked inside. The Boil is not a place of refuge for anyone except humanoids. (See the "Zhentil Keep—Now" chapter of the *Campaign Guide* for a description of it.) However, its patrons generally leave non-humanoids alone, so long as they do not try and enter the tavern.

Next to the Burst Boil is Twilight Hall, the new temple of Cyric (number 61 on the color Zhentil Keep (Post-1368 DR) map). Any extremely large ruckus near the Boil may attract the unwelcome attentions of the clerics of Twilight Hall.

S8: Intersecting Room

This rectangular room is unremarkable save for a faint glow to the east that catches the eye. As fast as it appears, it vanishes. There are tunnels to the north, west, and east.





The party meets Dirge, an eccentric but decent wizard.

S9: Finding a Dirge

When the PCs come within 50 feet of this area, they trigger a symbol (sleep) with a blinding flash. This is a cul-de-sac that has been cleaned up (and actually smells tolerable). The floor is dry, as the floor is raised.

If the entire party fell asleep as a result of the magical trap, read the following.

Your eyelids feel leaden, but you manage to open them, and are quite surprised by what you see: Even though this chamber is part of the sewer system, it is bone dry, well-lit, and has only a slightly musty smell to it.

If any of the PCs remains awake, read the following.

The sudden flash makes your head spin. You feel unconsciousness descend upon you, but you struggle against it and manage to shatter the dweomer. With a shake of your head, you foist off the effects of the trap.

If the entire party fell asleep, they awaken in S9 with a human male standing over them. Otherwise, he pulls aside a black curtain, which covers the entrance of the tunnel to S9, and examines the party, standing (and lying) in the trap area. In either event, read the next passage.

A grim-faced man, bald, with an emerald circlet on his forehead studies you intently. He nods to you with a small flourish of his voluminous gray robes and says, "Well, you certainly do not *look* like Zhentarim . . ."

This is Dirge, a mage who voluntarily took to the sewers when the Keep fell. He decided that the journey out of the city was too hazardous for him; besides, he wanted to see the Keep "get what's coming to it." Dirge spends his time researching magic, making quiet forays to the surface to take in the latest news, and patiently awaits the final collapse of the Keep.

Though a grim, serious man, Dirge is nothing if not a good host. As long as he is not attacked or threatened, he cheerfully feeds the PCs and offers them clean water with which to wash themselves. He also is willing to exchange spells with other mages.

Having been underground for the last few months, Dirge has accumulated some information, which he imparts if asked:

1. "There's more here than just the sewers. There are old buildings from centuries past. Entry to them is gained in the far southwestern corner of this sewer section."
2. "I set up that symbol because there are critters crawling around in the sewers, as well as people of some sort. They are thieves, probably, or maybe even some sort of cult."
3. "A magical item of great power lies down in the old buildings, or so I understand from my readings. Probably the last thing you'd expect to find in or under Zhentil Keep."
4. "Good and evil don't impress me; I seek balance. What's happening above me doesn't concern me. It's just Zhentil Keep reaping what it sowed. The balance is being redressed. I merely observe."
5. "My spell selection doesn't include any transit spells. It's safer to remain here. And no, I don't wish to accompany you, either further underground or out of the Keep."
6. "Beyond the old buried buildings are a series of natural caverns. There's even a passage to the Underdark."
7. "There's something stirring, so close I can almost smell it (or is that fish?). Powerful forces are at work, and evil grows ever more potent. I know not if it bodes well for Zhentil Keep, for this is a force that feels different from the evil that Cyric and his cronies give off."





Dirge, hm W(C)16: THAC0 15/13; #AT 1; Dmg 1d4 (dagger); AC -3 (*robe of the archmagi, ring of protection +4, Dex bonus*); hp 65; MR 5% (*robe of the archmagi*); MV 12; SZ M (5' 9" tall); AL N; ML 18; XP 12,000; MI *Ring of spell turning, gem of brightness* (embedded in his forehead).

S 9, C 16, D 18, I 18, W 17, Ch 14.

Personality: Cordial, eccentric.

Spellbook (5/5/5/5/3/2/1, plus 1 conjuration/summoning spell per level): 1st: *Armor, burning hands, cantrip, charm person, color spray, featherfall, grease, protection from good/evil, sleep, unseen servant*; 2nd: *Continual light, darkness 15' radius, fog cloud, glitterdust, invisibility, knock, Melf's acid arrow, protection from cantrips, summon swarm*; 3rd: *Dispelling magic, flame arrow, haste, hold person, monster summoning I, sepia snake sigil, suggestion*; 4th: *Charm monster, Evard's black tentacles, fear, magic mirror, minor globe of invulnerability, monster summoning II, polymorph others, shadow monsters*; 5th: *Airy water, conjure elemental, dream, hold monster, Leomund's secret chest, monster summoning III, Mordenkainen's faithful hound, summon shadow*; 6th: *Conjure animals, ensnarement, invisible stalker, monster summoning IV, permanent illusion*; 7th: *Control undead, Drawmij's instant summons, finger of death, limited wish, power word stun*; 8th: *Maze, prismatic wall, symbol*.



Dirge

In addition to the items mentioned above, Dirge has his spellbooks, another dagger, and a pouch with 32 pp and 48 gp.

Dirge's quarters have a bed, shelves full of books, a small lab setup, a black curtain that hangs in front of the tunnel to prevent light from escaping and odor from coming in, enough food for 21 meals, a barrel of drinking water, two barrels of wine, and two lanterns. Most of the items were salvaged from the city above.

Dirge can become an NPC for an extended Zhentil Keep campaign; he is a good source of rumors and perhaps a last ditch rescue, if needed.

S10: Driving You Buggy

This chamber appears to be situated in an older part of the sewer system, probably a spur that is rarely used. Large pale stalks of water plants sprout from the wet floor, and long

greenish strips of some odd vegetation grow on the walls, looking like slimy tapestries.

A gash in the southwestern wall is covered by one of the vegetation curtains, and is treated as a concealed door. The vegetation in this chamber is very wet, and thus impossible to bum with normal oil and fire. Moving through the curtain exposes each PC to a 30% possibility of having a 1d6 giant centipedes land on him or her (as the vegetation is infested with them).

Giant Centipedes (1d6 per Person): THAC0 20; #AT 1; Dmg Nil; AC 9; HD 2 hp; MV 15; SA Poison (save at +4 or be paralyzed for 2d6 hours); SZ T, INT Non; AL N; ML 6; XP 35 each.

S11: Access Tunnel

This is a sewer tunnel that connects with the rest of the Zhentil Keep sewer system. PCs who follow this route should be accommodated with an endless labyrinth, filled with wandering monsters and collapsed dead-end passages. Lead them eventually back to the dungeon at hand.

The Older Keep

This area is made up of the remains of old chambers and buildings from at least five centuries ago in Zhentil Keep's history; their existence is long since forgotten.

K1: A Funeral Reception

The very air is different as you pass from the sewer into this ancient area. It is drier and dustier, with a hint of decay. The walls in this chamber are decorated with fading murals depicting corpses in various stages of funeral preparation. The style of clothing worn by the workers must be hundreds of years old. The floor is covered with the remains of old urns, tables, and embalming equipment. Much of the junk creates something of a maze in the room. An archway leads to the east, and an iron door is stationed on eastern part of the south wall.

The "maze" is populated by two dozen ghouls. They are the remains of two dozens workers who were sealed up in this funeral parlor when this section of the Keep sank into the earth. The workers' malevolent souls lingered on as ghouls. They crawl out from under tables and throwsheets, or grab at the ankles of passing PCs and bite.

Ghouls (24): THAC0 19; #AT 3; Dmg 1-3/1-3/1d6 (claw/claw/bite); AC 6; HD 2; MV 9; SA Paralyzing touch





(2+1d6 rounds); SD Immune to *sleep* and *charm* spells; SW *Protection from evil* keeps it at bay; SZ M; INT Low; AL CE; ML 12; XP 175 each.

The ghouls' nest contains a handful of gold coins (27 gp) and a *potion of fire resistance*. If the PCs were attacked by centipedes in room S10, the ghouls are waiting for them and gain automatic surprise.

K2: Sarcophagus Storage

The scent of damp, rotting wood greets you as you see dozens of wooden coffins and stone tomb lids sprawled out across this room. Many of them have gruesome visages on the lids, either carved in stone or painted in time-faded colors. The entire sight is unsettling. An iron door lies to the east.

While the DM can play upon the PCs' fears of mummies by describing odd, unidentifiable sounds and furtive shadows, there is nothing in this room. (It is probably just a scavenging rat.)

K3: Crematorium

Two things catch your attention in this dry, warm chamber: rows of shelves with small, expertly carved urns, and a huge iron furnace in the far corner. The furnace has a small door with runes carved above it.

The urns are empty and the furnace is cool to the touch. Inside, however, is an ensorcelled efreeti who has been locked in for the last seven centuries, and he is angry. Years ago, the Zhents summoned and imprisoned the efreeti inside the furnace to act as a cremator of human remains. If a PC reads the runes carved on the furnace's exterior and makes a proficiency check using Spellcraft, she or he figures out that they are part of a summoning/binding spell. Their effect is to allow the efreeti to use any of his powers, although none of them can create any effect outside of the furnace, nor can the creature go back to the Elemental Plane of Fire.

If anyone sticks his or her head in the furnace, the efreeti—who usually spends his time in gaseous form—materializes, grabs the PC, drags him or her into the furnace, and creates a *wall of fire*, with the intent to incinerate the victim. If the PCs attempt to communicate with him, the efreeti pleads to be freed. (Simply defacing the runes breaks the binding ward.) The efreeti promises wishes, riches, whatever it takes to gain compliance. However, he attempts to word his promises so that he can break them. For example, he might say, "If you'll let me out, I'll be happy to grant you three magical wishes." Then, upon emerg-

ing he says, "I said I'd be happy to do it, not that I would," and flees back to his native plane, laughing all the way.

Jukar the Efreeti: THAC0 11; #AT 1; Dmg 3d8 (fist); AC 2; HD 10; hp 70; MV 9, Fl 24; SA *Produce flame* or pyrotechnics at will, grants three wishes, and can cast (1/day): an illusion with audio and visual components, *invisibility*, *gaseous form*, *detect magic*, *enlarge*, *polymorph self*, and *wall of fire*; SD Immune to normal fire, and -1 penalty imposed upon each attack and damage die with magical fire; SZ L; INT Very; AL LE; ML 16; XP 8,000.

A secret door lies behind a group of four shelves filled with urns. It has not been used in over 500 years, and opens with a loud creaking and scraping over stones.

K4: Mixed Blessing

When the PCs breach the secret door, read the following text.

A blast of air hisses by you as the air pressure equalizes in this chamber; obviously it has not been opened in centuries. When your eyes adjust to the darkness beyond, you see a beautiful white bastard sword lying on a stone block.

This is Smiter, a holy avenger sword belonging to a paladin who met his end in the Keep centuries ago. The Zhentarim were unable to destroy the weapon, so it was sealed in this chamber.

Unfortunately, this intelligent sword has remained all too aware of the evil festering around it for the past half-millennium. It has gone insane with frustration at not being able to smite any evil. Having become chaotic neutral in alignment, it has lost its holy status and all the powers that accompany that, yet it remains intelligent and retains the ego it had as a result of them.

If handled, the sword attempts to take over its wielder and drag him or her on a rampage, killing anything with even the slightest evil inclination. If *blessed* by a lawful good priest of at least 10th level before it draws a single drop of blood, it will regain its holy powers (when handled by a paladin, of course). Otherwise, it behaves as a *berserker* sword whenever it gains control over the person who holds it. (See the *DMG* concerning weapons with Intelligence and Ego.) Optionally, once the sword slays 500 Hit Dice of people and creatures (one HD for every year of inactivity), it "calms down" and becomes a normal *sword* +2, whereupon its intelligence fades. By then it will have forever lost its capacity to be a holy sword.

In the hands of a nonpaladin, the "cured" sword functions as a *sword* +2, though it still has its Intelligence and Ego, and still wants to kill every evil in sight. It also wants its new owner to seek out a paladin and give him or her the sword.





Smiter, former +5 holy avenger (if “cured”): INT 17 (speech and telepathy), speaks common, frost giant, gnoll; AL CN (LG if cured).

Primary Abilities: Detect evil/good 10’ radius, detect magic 10’ radius. *Extraordinary Powers:* Clairvoyance 90-yard radius, six times/day. Ego: 14.

Another secret door, in the southeastern wing of the room, leads to Area K7.

K5: A Nagging Bane That Won’t Go Away

This small, vaulted chamber has archways leading east, south, and west. A stifling feeling of dread creeps upon you as you enter. Ragged red banners with a black hand upon them decorate the walls. A squat altar of red marble stands to the north, with words scrawled in fresh blood upon the wall behind it: “Gone but not forgotten; now the son takes the gory mantle and rise to new power!”

This chapel of Bane once served the funeral parlor’s needs. There are permanent *protection from good* and *protection from undead* spells affecting the entire room. There are also clear signs that this place has been used very recently, if any PCs think to look for such signs. For example, the floor and walls are relatively free of dust.

K6: The Shadows Know

This chamber was apparently some sort of receiving area for visitors. The rotting remains of divans, cushions, tables, and chairs lie jumbled about, making your light sources cast odd shadows on the walls. A set of iron double doors lie to the east.

There is more to the shadows than just the normal darkness: Two dozen shadows lurk about, anxious to drain life energy, but they are unable to leave the room, due to the *protection from undead* spell in K5. They whisper, “Xvim, Xvim,” as they attack—make the PCs roll successful Wisdom checks (or hear noise rolls) before whispering loud enough for them to understand.

Shadows (24): THAC0 17; #AT 1; Dmg 1d4+1 (chilling touch); AC 7; HD 3+3; MV 12; SA Each touch drain 1 point of Str for 2d4 turns (being drained to 0 Str means death); SD +1 or better weapon to hit, immune to *sleep*, *charm*, *cold* spells; SZ M; INT Low; AL CE; ML 15; XP 650.

The double doors on the east wall used to lead outside long ago. Now, an open doors roll is needed to move them, and open-

ers are buried in an avalanche of rocks and debris if they fail a surprise roll, suffering 4d10 points of damage (save vs. paralyzation for half damage).

A forgotten secret door lies on the south wall. It has not been used in centuries.

K7: The Courtyard

This was a small courtyard that managed to survive the original structure’s burial. It is fenced in by a crumbling stone wall. However, the southwestern corner has a secret door that leads to the caverns. A successful tracking proficiency check reveals heavy traffic coming to and going from the secret door.

The Caverns

These natural caverns have been carved into a network by a group of duergar that has allied with the Cult of the Glowing Eyes.

C1: None May Pass

The secret door opens silently, revealing a rough cavern with a sandy floor and crystals winking from the rugged walls. A bronze door, set with reliefs of a black hand and a pair of eyes, lies to the southwest. A tunnel lies to the east. In the distance you hear an eerie chanting, but you cannot tell where it comes from because it echoes off the walls.

More immediately, there is a group of angry-looking, pale dwarves in here. Judging from their reaction to your entrance, they seem to want your blood.

Duergar (24): THAC0 19; #AT 1; Dmg 1d4+1 (hammer), 1d8 (spear); AC 4 (chain mail and shield); HD 1+2; MV 6; SA -2 penalty to opponents’ surprise rolls, *enlargement* and *invisibility* at will (as 1st-level wizard); SD Immune to poison, paralysis, illusion/phantasm spells, save at +4 vs. magic, surprised only on a 1; SW Daylight reduces Dex and attack rolls by 2, and adds 2 to opponents’ saves; SZ S (4’ tall); INT Very; AL LE; ML 13; XP 420.

Dorvak, dm F7 (leader): THAC0 14; #AT 3/2; Dmg 1d4+4 (*hammer* +3); AC 4 (chain mail and shield); HD 7; hp 42; MV 6; SA -2 penalty to opponents’ surprise rolls, *enlargement* and *invisibility* at will (as 7th-level wizard); SD Immune to poison, paralysis, illusion/phantasm spells, save at +4 vs. magic, surprised only on a 1; SW Daylight reduces Dex and attack rolls by 2, and adds 2 to opponents’ saves; SZ S (4’ tall); INT Very; AL LE; ML 13; XP 2,000; MI *Necklace of missiles* (*fireballs*: one 9-HD, two 7-HD, two 5-HD, two 3-HD).





Each duergar has a pouch with 4d4 gems of 25-gp value each. Dorvak has a pouch with four perfectly matched 500-gp emeralds.

The duergar fight until they lose 50% of their number, at which point they attempt to retreat into the caverns through the bronze door, fleeing to the Underdark entry (C2). Two of them attempt to hold the door leading to C2 against the PCs while the rest run and leap over the trap pad (see below). As they make their escape they cry, "Enjoy the moment, topworlders! The Godson is rising, and will smite you all!"

C2: Passage To The Underdark

The duergar have a trap set up in the entry to this room. A successful find secret doors or detect traps roll reveals a small rock that seems loosely set into the wall, just inside the door. If pushed down, it clicks and deactivates the trap. (Pressing it again reactivates it.) Anyone who walks on the spot marked as a trap on the map triggers the trap, releasing a hail of 50 poisoned darts from each side of the hall within 10 feet of the trip. The trap's THAC0 is 12, and each dart inflicts 1d3 points of damage per hit. Furthermore, each hit requires a saving throw vs. poison (type E). Failure means death within one round, while success inflicts 20 additional points of damage.

This cavern's only feature is a 12-foot-wide hole that slopes gently down and out of sight. This is a passage to the Underdark, and it is where the duergar came from. There are plenty of human, duergar, and unidentifiable creature tracks going back and forth. If the PCs decide to investigate the hole, assault them with creatures of the Underdark living the labyrinthine tunnels that connect to the hole until they retreat.

C3: Cave Intersection

You come upon a small cavern with an arched ceiling. Passages stretch off to all four cardinal points of the compass. To the east, a chill wind blows the sound of fluttering wings and clanking metal to your ears. From the south comes a series of muffled sobs and whimpers. A red glow pours in from the north, along with the bass rhythm of chanting which, though unintelligible to you, makes the hairs on the back of your neck stand on end.

C4: The Pit

A small, circular dead-end cavern marks the end of this passage. The rocky floor has a large hole about 10 feet wide in its northern portion. Above the hole, symbols are carved in the wall. The symbols are magical, and a *read magic* reveals the translation: "From this pit did the Son of Bane crawl up, to rise and claim his birthright."

This is a virtually bottomless pit to the Underdark; it is now used as a place of special punishment. Anyone who falls in descends for several hours, bouncing off the walls several times, and immediately dies on impact when he finally reaches the bottom. The entire length of the pit is a dead magic area.

More immediately, however, there is a manticore fluttering around the area, chained to the wall by a collar. It has enough room on its leash to reach any point in the chamber, as well as dive 40 feet down the shaft and follow a retreating party 20 feet down the hallway that enters this room.

Manticore: THAC0 13; #AT 3; Dmg 1d3/1d3/1d8 (claw/claw/bite) or 1d6x1d6 (tail spikes); AC 4; HD 6+3; hp 51; MV 12, Fl 18(E); SA Tail-spike projectiles (180-yard range) 4/day; SZ H; INT Low; AL LE; ML 15; XP 1,400.

C5: Damsels (and Lads) in Distress

When the party enters this room, read the following aloud:

This large cave has about two dozen young women and a half dozen young men in it, all sitting obediently on the sandy cave floor. Their eyes betray looks of terror, resignation, and despair. An odor of decay and rot hangs in the air, and it seems unnaturally cold. There are no guards in sight, as if the sheer hopelessness of the situation is enough to keep the young people from attempting an escape. However, one young woman who seems a little less numb than the rest of the captives looks at you with wide eyes and gestures behind you enter the room. "No!" she screams. "Behind you! Unseen!"

Four osyluth fiends are guarding the prisoners. They become invisible and stand behind the PCs as they enter the chamber, planning to surprise them. They fight to the death, and will attempt to *gate* in more baatezu if the party overwhelms them too quickly.

This should be the key battle for the PCs to fight and win. If they heed the prophet's advice, they will gather together the hostages and flee. Assuming they do so, as they reach the sewer system again, a horrendous scream from the thwarted godson prompts a save vs. spell from the party members to avoid the effects of a fear spell. (All hostages automatically fail, which could lead to an interesting chase scene, spiced up with a wandering monster or two.) Xvim has achieved only the status of a *lesser* power because of the loss of these sacrifices (rather than *intermediate*, which was his goal). Even so, the PCs will want to leave town immediately, before the god recovers sufficiently from his ascension ceremony and comes looking for them.





Osyluths (Lesser Baatezu) (4): THAC0 15; #AT 4; Dmg 1d4/1d4/1d8/3d4 (claw/claw/bite/sting); AC 3; HD 5; hp 26, 28, 31, 36; MV 12; SA Can gate 1d10 nupperibo* (50% chance) or 1-2 osyluths (35% chance) 1/day, 5' fear radius, poison tail requires save vs. poison to avoid losing 1d4 points of Str for 1d10 rnds, *know alignment* always active, can cast *advanced illusion*, *animate dead*, *charm person*, *fly*, *improved phantasmal force*, *infravision*, *invisibility*, *suggestion*, *teleport without error*, and *wall of force* 1/rnd at will; SD Perfect vision in darkness, half damage from cold and gas, immune to all fire, iron weapons, and poison; MR 30%; SZ L; INT Very; AL LE; ML 19; XP 24,000.

*Nupperibo are described in the PLANESCAPE™ MONSTROUS COMPENDIUM *Appendix and the MONSTROUS COMPENDIUM Outer Planes Appendix*, but the DM can substitute 1d8 black abishai if that resource is not available.

There are a total of 25 young women and nine young men, ranging in ages from 14 to 30, in this room. All are terrified and utterly useless in combat. Most of them hail from the Dalelands.

C6: The Godson Rising

Your bodies vibrate to the sound of countless voices chanting a terrible litany. Flames from an altar at the opposite end of the large chamber leap and roar upward, almost touching the vaulted ceiling.

This natural cavern is filled with black-robed figures whose dancing and swaying throw grotesque shadows across the walls. One figure near the altar, clad in black and green ceremonial garb and a gruesome fanged mask with glowing green eyes, seems to be the leader.

A huge black cloud with glowing green eyes appears and hovers above the altar. Wordlessly, a score of cultists approach the sacrificial table, and the chanting increases. Suddenly, green energy arcs from each of these cultists and enters the cloud while they writhe and then shrivel. The cloud slowly coalesces into a huge, ebon-skinned man with glowing green eyes. Even so, the human shape shifts and blurs, as if not quite complete.

The shadowy figure bellows, in a voice that echoes through the chamber and down the halls, "My ascendancy is half-achieved; the willing have given their lives! Now bring forth the unwilling so that I, lyachtu Xvim, Godson of Bane, may fully rise and take up the mantle of my father!"

Xvim is calling for the kidnapped victims, who are to be brought in by the osyluths from C5. If the PCs did not go there first, the captives are herded in by the four lesser baatezu.



Xana, High Priestess of Xvim

There are two dozen robed cultists still living here, plus the high priestess of Xvim, who turn to attack the intruders as soon as they are spotted. After 1d4 rounds, the 20 dead cultists arise as Bane-dead and join the fight. Fortunately for the PCs, Xvim himself cannot attack; he requires the draining of the kidnapped victims' life forces to elevate him to the status of intermediate power, and he is still caught in mid-ritual. During the battle, he rants, roars, and calls down insults on the PCs while exhorting his faithful to fight without mercy.

Between the baatezu and the combined forces of Xvim's faithful, the PCs are probably overmatched. Unless they are extremely effective in combat, this confrontation is likely to be too much to handle, and the PCs' only option is to withdraw and retreat—hopefully with the kidnap victims in tow. If present, the baatezu engage the PCs directly, but the cultists tend to stand between the heroes and their rising god, leaving the escape route open. The PCs can, if they choose, herd the young men and women (at a maximum movement rate of 9) back to the surface, either fighting cultists all the way or strategically throwing up obstacles to give them a chance to break free. If the PCs are wise enough to withdraw, make their escape an exciting one and avoid overwhelming them with too many opponents having too much power. For example, the high priestess can stay behind to receive Xvim's orders (or his wrath).

Angry Cultists of Xvim, hm & hf F3 (24): THAC0 18; #AT 1; Dmg 2d4 (morning stars); AC 5 (chain mail); MV 9 (lightly encumbered); SZ M; INT Avg; AL LE; ML 19; XP 175.

Banedeat (20): THAC0 15; #AT 2; Dmg 1d6 (fangs), 2d6 (clawed hand); AC 4; HD 6; MV 12; SA Dex drain; SD +1 or better weapon to hit, immune to sleep, charm, hold, death, illusions, cold-based spells, and poison; INT Avg (9); AL LE; SZ M; ML 18; XP 1,400 each.

Xana, High Priestess of Xvim, hf P14 of Xvim* (formerly P14 of Bane): THAC0 12/11; #AT 1; Dmg 2d4+4 (*morning star* +4); AC 0 (*chain mail* +3, Dex bonus); hp 75; MV 12; AL LE; SZ M (5'6" tall); ML 17; XP 12,000; MI *Amulet of nondetection*, *talisman of protection from good*.

S 15, C 15, D 16, I 13, W 17, Ch 16.

Personality: Wicked, fanatical.





The Godson of Bane, Iyachtu Xvim, ascends in power thanks to the efforts of his cultists.

Spells (8/8/7/5/3/2/1): Xana can cast any clerical spell of the DM's choice from the following spheres: *Major*: All, Combat, Divination, Necromantic, Protection; *Minor*: Charm, Elemental, Guardian, Healing, Weather.

*Xana is a specialty priest of Xvim. See the "New Realms Powers" appendix of the *Campaign Book* for her special abilities.

Xana also has a purse with 35 pp and a blood-red ruby worth 500 gp.

If more than 50% of Xvim's followers are killed, Xana must make a morale check each round. When she fails the check, Xana flees to the surface, where she will begin to hatch new plots for future adventures. The remaining followers surrender immediately.

As for Xvim, he is now a lesser power (as opposed to a quasi-power — see the "New Realms Powers" appendix in the *Campaign Book*), but he is weakened by the ceremony and delirious with his new state of being; he must take some time to adjust to it. With a final, earth-shaking roar of fury, he fades away to rest.

Of course, if the PCs are unable to stop the draining of the prisoners' spirits, Xvim succeeds in becoming an intermediate power. In either case, however, he disappears from the chamber in order to have some time to "digest" his newly gained power, swearing vengeance upon the PCs as he fades away.

Conclusion

If the PCs manage to free the prisoners, take them out of Zhentil Keep, and bring them to Shadowdale, the nobles overflow with gratitude and give each PC the promised 2,000-gp reward. The PCs can bask in the success of their mission, but with an uneasy eye to the future: The rescue went well, but now there is a new player on the Realms' stage, a new deity anxious to carve out his share of worshipers and power—and one who is very angry with them! The PCs managed to buy some time for the Realms. The question now is, "How much time, and how will it best be used?"

Each surviving character also nets 5,000 experience points for the adventure. Add an 2,000 extra experience points to this award if none of the nobles' children died in the rescue attempt; add only 1,000 extra experience points if no more than five of the kidnap victims died in the rescue attempt. On the other hand, subtract 3,000 experience points from the final total if the PCs allowed Xvim to become an intermediate power. Also, award the characters additional experience (no more than 1,000 additional experience points) for good role-playing and problem solving.



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CLIMATE/TERRAIN:	Any
FREQUENCY:	Rare
ORGANIZATION:	Pack
ACTIVITY CYCLE:	Any
DIET:	None
INTELLIGENCE:	Average (8-10)
TREASURE:	Nil
ALIGNMENT:	Lawful evil
NO. APPEARING:	2d6
ARMOR CLASS:	4
MOVEMENT:	12
HIT DICE:	6
THAC0:	15
NO. OF ATTACKS:	2
DAMAGE/ATTACK:	1d6/2d6
SPECIAL ATTACKS:	Dexterity drain
SPECIAL DEFENSES:	+1 or better weapon to hit, spell immunities, immune to poison
MAGIC RESISTANCE:	Nil
SIZE:	M (5'+)
MORALE:	Fanatic (17-18)
XP VALUE:	2,000

Banedeadead (also called the shriveled dead of Bane) are a form of undead that surfaced after the Time of Troubles in the Moonsea region, especially in and around Zhentil Keep. Created from fanatical human worshipers, they appear as withered human males and females who have had the life sucked out of them. The malevolent force that now animates them manifests in their glowing red eyes. One of a Banedeadead's hands is always twisted into a hideous claw.

Combat: Banedeadead attack with sharp fangs that cause 1d6 points of damage, and one clawed hand that causes 2d6 points of damage. Despite the fact that Banedeadead have two hands, only the twisted one is used for attack, symbolizing the black hand of Bane.

Banedeadead derive their power from the Negative Energy Plane and from the clerical power of the ritual that created them. The touch of a Banedeadead (bite or claw) drains 2 points of Dexterity from the victim. If a victim's Dexterity reaches 0, the victim is paralyzed. Dexterity is regained at the rate of 1 point per turn; paralysis wears off when the first point is regained.

Due to their origins as fanatics, Banedeadead always go out of their way to attack priests and paladins above all others. Any attempt by priests or paladins to turn Banedeadead results in their becoming a target of choice. Banedeadead also seem to have a remnant memory or unearthly knowledge of religious symbols, and they target priests or paladins displaying such symbols. If there is more than one priest among available targets, a priest of a good-aligned deity takes precedence. The only exceptions to this order of preference are priests of Cyric. Banedeadead attack priests displaying the symbol of Cyric to the exclusion of anyone else in a group.

Banedeadead are immune to *sleep*, *charm*, and *hold* spells, as well as all illusions and poisons. They can be hit only by magical weapons of +1 or greater enchantment.

Banedeadead retain much of their mortal cunning. They use tactics and teamwork, much more so than most undead.

Banedeadead are turned as wraiths. Evil or neutral priests cannot attempt to control them, rather than turn them (except in the circumstances detailed below).

Habitat/Society: Banedeadead are usually found in the service of a specialty priest of either Bane or Xvim (the alleged Godson of Bane), or a wizard who worships one of the above two beings. In either case,



the master must be of at least 11th level.

When Banedeadead have been found without a living master, they were roaming around ruins and sites consecrated to Bane or Xvim. Unverified reports claim that Banedeadead wander the ruined streets of Zhentil Keep, hunting down those who lost their faith in Bane during the Time of Troubles.

Ecology: Banedeadead are created by a special ritual that requires at least 12 worshipers (to be turned into Banedeadead), at least 24 living additional worshipers (to offer prayers), and a priest of Bane or Xvim of at least 12th level (to preside over the ritual). The ritual must be held in a place that is consecrated to either Bane or Xvim. People who are to become Banedeadead (also called the Promised Ones) must come forward voluntarily. Rumors of innocent folks captured by cultists and forcibly transformed into Banedeadead are patently false. At the end of the ritual, the new Banedeadead are placed under the control of their new master, the presiding priest.

The control that the master has over the Banedeadead can be broken only by another priest successfully turning the Banedeadead. Once this is done, the priest who originally controlled the Banedeadead must try to regain control by making a turning attempt. A priest who fails this roll can keep trying, once per round. A priest who controls Banedeadead can maintain control over the undead or bestow the control of that particular group of undead to a wizard who worships Bane or Xvim.

If a wizard loses control of Banedeadead, she or he would do well to flee. Banedeadead hate being subordinate to wizards, as the secular nature of wizardly magical power offends their fanatical leanings.

Some scholars are still trying to discern how a new breed of undead could be formed by a deity who is supposed to have been destroyed. A few sages believe that it is not Bane at all, but rather Xvim, who has introduced this new horror to the Realms. These sages speculate that the spirits of the Promised Ones are in fact shunted into Xvim somehow to nourish him, building his power so that he can eventually fill the void left by his father's death.

CLIMATE/TERRAIN:	Any
FREQUENCY:	Very rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Any
DIET:	Nil
INTELLIGENCE:	Supra-genius (19-20)
TREASURE:	A, S, Z
ALIGNMENT:	Lawful evil
NO. APPEARING:	1
ARMOR CLASS:	0
MOVEMENT:	9
HIT DICE:	17+
THACO:	5
NO. OF ATTACKS:	1
DAMAGE/ATTACK:	1d10
SPECIAL ATTACKS:	Priest spells, hopelessness touch, coldfire missiles, see below
SPECIAL DEFENSES:	+2 magical weapon needed to hit, <i>fear</i> aura, spell immunities, immune to poison, see below
MAGIC RESISTANCE:	25%
SIZE:	M (5'-6' tall)
MORALE:	Fanatic (17-18)
XP VALUE:	22,000+ 1,000 per HD over 17

When Bane, the God of Strife, was first establishing his church long ago, those who worshiped him were hounded to their deaths by the forces of good unless they gathered in significant numbers. Tired of his faithful becoming victims, every 50-60 years Bane chose the most powerful priest within the ranks of his clerics and revealed to him or her a foul rite that would transform the caster, through force of faith, strength of will, and Bane's divine hand, into a powerful, immortal form—a lich of Bane, or Banelich.

Baneliches are gaunt, skeletal, rotting humanoid forms with black eye sockets in which burn red pin points of light. They dress in decaying elegant clerical ceremonial robes and always wear Bane's holy symbol (the black hand of Bane) prominently.

Combat: Baneliches were at least 17th-level clerics before they were transformed, and several were 20th level or higher. Bane grants a Banelich's spells each day. The spells still require verbal and somatic components, but material components are no longer needed. Spells cast by a Banelich take the normal amount of time to cast. Baneliches may use any magical items normally usable by clerics of their alignment.

Baneliches radiate an aura of power such that any creature of fewer than 5 Hit Dice (or less than 5th level) that sees them must flee in terror for 564 rounds. Those with 5 or more Hit Dice (or levels) may make a saving throw vs. spell to avoid this effect.

The touch of a Banelich causes 1d10 points of unearthly cold damage and forces the victim to make a successful saving throw vs. spell as if hit with an *emotion* spell, or suffer from complete *hopelessness*.

Baneliches are also able to produce blue-green negative energy fire that inflicts 3d10 points of freezing damage. Even beings normally immune to cold damage (because of their nature or a magical item or effect) suffer half this damage. Baneliches can throw up to two balls of this coldfire per round. A coldfire missile has a range of 60 yards.

Baneliches can be hit only by magical weapons of +2 or greater enchantment. These ancient creatures are also immune to the following spells and spell types: *charm*, *sleep*, enfeeblement, polymorph, cold, electricity, insanity, and death. Baneliches are immune to all types of poisons and are not affected in any way by sunlight. They cannot be turned while in their lairs or areas dedicated to the worship of Bane. When outside their lairs, they are turned on the Special column. Holy water from a lawful good temple of Lathander inflicts 1d10 points of damage per vial to them; any other holy water causes only 1d6 points of damage.

Destruction of a Banelich is similar to that of the average lich, centering on the eradication of the creature's phylactery. Destroying a Banelich's phylactery kills it immediately. If the phylactery is not found and the creature is reduced to 0 hit points, it will reform in 2d10 days at the site of the phylactery. The person who destroys a Banelich's phylactery and anyone within 10



feet must make a successful saving throw vs. death magic at -1 or be struck dead by the force of an incredible negative energy explosion generated by its destruction.

Habitat/Society: In ancient times Baneliches used their remarkable powers to spread the word of Bane across Faerûn and defend the god's faithful. They were supposed to serve as ultimate guardians of the faith. Many Baneliches were worshiped as demipowers and were referred to as the "Mouths of Bane" by any who came into contact with them. However, once the followers of the good Faerûnian deities, especially Lathanderites, learned of the existence of a Banelich, they gathered in force to destroy it before the creature's power became too great. As a further problem, each Banelich considered himself or herself to be the natural leader of the church, and was reluctant to relinquish temporal power to a living High Imperceptor. This caused grave internal problems within the church. Consequently, Bane was not entirely satisfied with his Baneliches and chose not to reveal the dark ritual to any of his priesthood after 1010 DR. Before this date, records have revealed signs of at least 35 Baneliches coming into existence, and the deaths of only 10 have been documented.

Ecology: As a Banelich grows older, its power increases. For every 100 years of existence the creature gains one level of clerical experience (in regard to spells), 5% greater magic resistance, and one of the special abilities detailed below. Other abilities may be gained after 400 years, but they have been undocumented by sages.

Painwrack: Any living creature that makes eye contact with the Banelich suffers 2d10 points of damage from severe, muscle-wrenching pain unless a successful saving throw vs. spell is made. The Banelich can use this power only when it wishes.

Voice of Maleficence: Failure of a saving throw vs. spell by a victim to whom the Banelich talks for one turn results in a sleepy trance wherein the victim reveals any secrets known to him or her. The saving throw may be rerolled every six turns. Each consecutive hour the Banelich talks to the victim, a +1 penalty is applied to subsequent saving rolls.

Grasp of Death: The touch of the Banelich kills instantly unless the target successfully saves vs. death magic. A person so killed can be resurrected only by a good priest and not by potions or magical items. The Banelich can use this power once a day. When it is active, a nimbus of coruscating black flame surrounds its hands.

Burnbones

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CLIMATE/TERRAIN:	Any land
FREQUENCY:	Very rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Any
DIET:	Nil
INTELLIGENCE:	High to genius (14-18)
TREASURE:	Nil
ALIGNMENT:	Neutral evil
NO. APPEARING:	1
ARMOR CLASS:	3
MOVEMENT:	12
HIT DICE:	10
THACO:	11
NO. OF ATTACKS:	1
DAMAGE/ATTACK:	2d10
SPECIAL ATTACKS:	Searing touch, heat aura, priest spells, can cast spell and attack simultaneously
SPECIAL DEFENSES:	+2 or better magical weapon to hit, spell immunities, immune to poison, immune to fire, quarter damage from cold, half damage by weapon type, turned only by lawful good priests
MAGIC RESISTANCE:	40%
SIZE:	M (6' tall)
MORALE:	Fanatic (17-18)
XP VALUE:	12,000

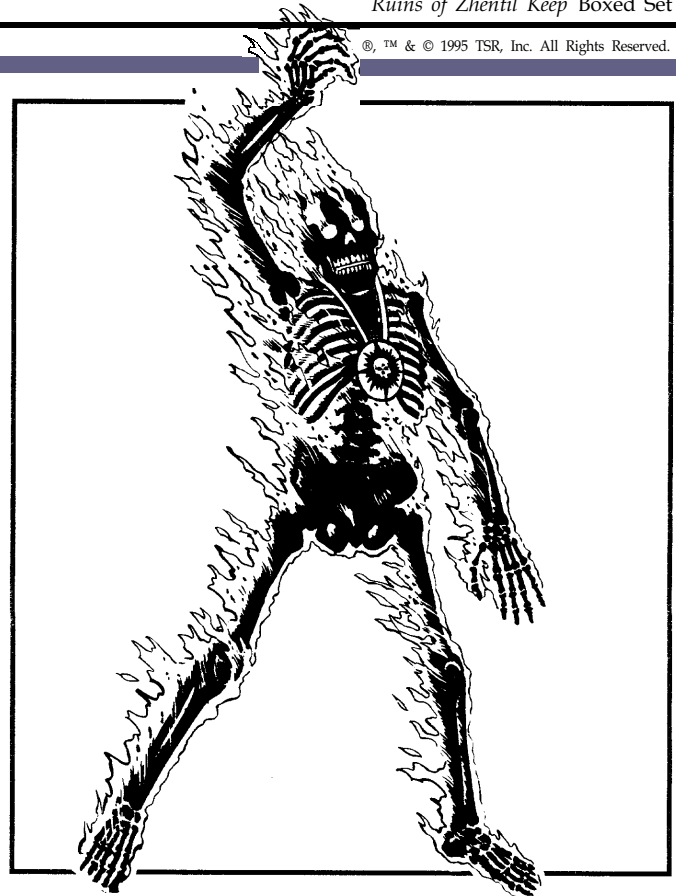
The early days of the Banedearth did not go well for Cyric, the (then) new god of the dead, and many of his fledgling clerics were slaughtered at the hands of powerful Banites. Cyric soon after empowered select members of his clerical faithful with a portion of his power – so much power, in fact, that these clerics' mortal forms dissolved into nothing more than mere bones and the fiery power of the Dark Sun. These new undead, burnbones, are similar to the blazing bones found in the ruins of Myth Drannor in appearance, but that is where the similarity ends. Burnbones tend to wear the symbol of Cyric on themselves (as a holy symbol, for instance) as a sign of their devotion.

Combat: A burnbones causes 2d10 points of damage with its supernatural flaming touch, affecting even creatures or magical items that are immune to the harmful effects of fire or magical fire. Anyone standing within 10 feet of the creature also suffers 1d3 points of heat damage; magical spells and items can prevent this damage.

In addition to its fiery attack, a burnbones can cast priest spells as it did in life. The creature has the spellcasting abilities of a cleric of at least 12th level. If the cleric was of higher level in life, it still retains its level for spellcasting purposes after the transformation. A burnbones requires no verbal, somatic, or material components to cast spells; the creature simply points its finger, and the spell issues forth. The casting time of the spell is unchanged for initiative purposes, and the spell (or another that the creature chooses of the same level) returns to its memory after a 24-hour period. A burnbones may attack with one hand and cast a spell with another simultaneously. Because of the way in which a burnbones casts a spell, it can never be interrupted during spellcasting and lose a spell.

A burnbones is immune to all forms of normal and magical fire, and takes only a quarter of the normal damage from cold-based attacks. As an undead creature, the burnbones is also immune to *sleep*, *charm* and other mind-affecting enchantments, *hold* spells, and all poisons. Curative spells that restore hit points – such as *cure light wounds* – have the opposite effect on the creature, while the reverse of these spells cures damage.

All weapons must be of +2 enchantment or greater to have any chance of striking a burnbones. Because a burnbones is a skeletal



creature, slashing and piercing weapons only inflict half damage. A burnbones can only be turned by a cleric or priest of a lawful good faith. A burnbones is turned as a ghost. Holy water obtained from a lawful good faith acts like strong acid against these beings, causing 2d10 points of damage per vial. Other holy water is ineffectual.

Habitat/Society: Burnbones were created from Cyric's priesthood, and were chosen for their fanatical loyalty. This loyalty led quickly to a somewhat insane and paranoid state of mind after their transformations. Burnbones exist only to serve the greater glory of the Prince of Lies, bending to his every whim. To do otherwise causes the creatures insufferable pain and anguish. Considering the unstable nature of the god they serve, it is not unheard of for burnbones to be apparently working at cross purposes while still working under their god's direct orders.

Cyric created nearly a two dozen of these creatures at the onset of the Banedearth, and their numbers were soon halved by Banites and the forces of good in the Heartlands. As his enemies discovered means by which to destroy the creatures, Cyric sent some of the remaining ones into hiding until needed, and created others as reinforcements. Cyric has created new burnbones only sporadically however, for he seems to be easily distracted, with the result that only a handful of burnbones are created every year.

Ecology: A burnbones is infused with a portion of Cyric's power, giving Cyric complete control over it when he so wishes. All of the burnbones created at the time of the Banedearth were a minimum of 12th level before their transformation. When Cyric infuses clerics of lesser level with power enough to increase their levels as burnbones, the increased power bums out their corporeal forms in a short period of time. The greater the difference between the cleric's original level and that of the enhanced burnbones, the shorter the existence of the burnbones. (A one-level difference will generally result in a creature that lasts a year. For each level greater the difference is, subtract a month from the duration of the creature's existence.) Burnbones that are not "overcharged" last until they are destroyed.

Elemental, Nature

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CLIMATE/TERRAIN:	Forest
FREQUENCY:	Very rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Any
DIET:	NA
INTELLIGENCE:	Average (8-10)
TREASURE:	None
ALIGNMENT:	Neutral
NO. APPEARING:	1
ARMOR CLASS:	0
MOVEMENT:	12
HIT DICE:	18 (140 hit points)
THACO:	5
NO. OF ATTACKS:	2
DAMAGE/ATTACK:	5d10/5d10
SPECIAL ATTACKS:	Nil
SPECIAL DEFENSES:	Regeneration, immune to <i>protection from evil</i>
MAGIC RESISTANCE:	Nil
SIZE:	G (35'+)
MORALE:	Fearless (20)
XP VALUE:	15,000

The nature elemental is a being whose origins date back to the height of Netheril, and adventurers can find the spell to summon one only in libraries and tombs dating back more than 2,000 years. The nature elemental is composed of earth, fire, water, and air, as well as the force that some sages call the fifth element, spirit, or life. The nature elemental is one of the most powerful of elemental beings.

Upon being summoned, nature elementals take on a roughly humanoid appearance. They are gigantic, and easily attain heights of 35 or more feet. They look like walking humanoids composed of the biosystem they are summoned in. Generally, they appear as earthen forms covered in sod and shrubs, with small rivulets running over their bodies in defiance of gravity, and small animals moving over them. Nature elementals do not speak and are summoned for one task only: to return a certain area to an uncultivated state. Things such as villages, buildings, and even human and humanoid creatures are destroyed by the elemental in the process of performing its duty. Even the smallest grass hut is not above the notice of the elemental. The only persons immune to the elemental's fury are the caster of the summoning spell and up to 10 people per the caster's level within a 100-yard-radius, designated by the summoner upon executing the spell.

Unlike other elementals, nature elementals are not and cannot be controlled by their summoners. Their duties and the area in which they are to perform them are set upon their summoning. If the area a nature elemental is summoned into is free of signs of civilization, the creature merely returns to its place of origin. Nature elementals are also unaffected by *protection from evil* spells and like magics intended to hold at bay extraplanar creatures.

Combat: Fighting a nature elemental is extremely difficult. Most people would prefer to avoid one rather than confront it. To kill a nature elemental, one must deal damage in one round equal to the creature's total hit points; otherwise, it regenerates all damage it has sustained at the end of the round. If the elemental is somehow separated from contact with its surrounding environment (including air), it cannot regenerate. However, the circumstances that would cause it to be isolated in this manner are extremely hard to generate (place it magically in a vacuum, tug it into wildspace or the phlogiston, etc.).



If confronted, the massive fists of the elemental strike twice per round for 5d10 points of damage. The creature has the equivalent of titan strength (Strength 25). Magical items the creature moves across (not simply magical weapons used to attack it) must make a saving throw vs. disintegration or be restructured into the new environment and destroyed. The elemental never tires, but will disperse after its 1-mile area is "renovated" or 24 hours have elapsed.

Habitat/Society: The origins of these elementals are a mystery, since their exact home plane of existence is unknown. Some theorize that a nature elemental is actually an extremely minor avatar of a deity worshiped by the caster. For lack of a better explanation, most sages hold to this one.

Ecology: The nature elemental actually restructures the immediate environment. New plants grow to a mature state in its wake almost immediately, animals are attracted overnight to the location, water sources are purified, and signs of destruction, cultivation, and civilized habitation or influence disappear.

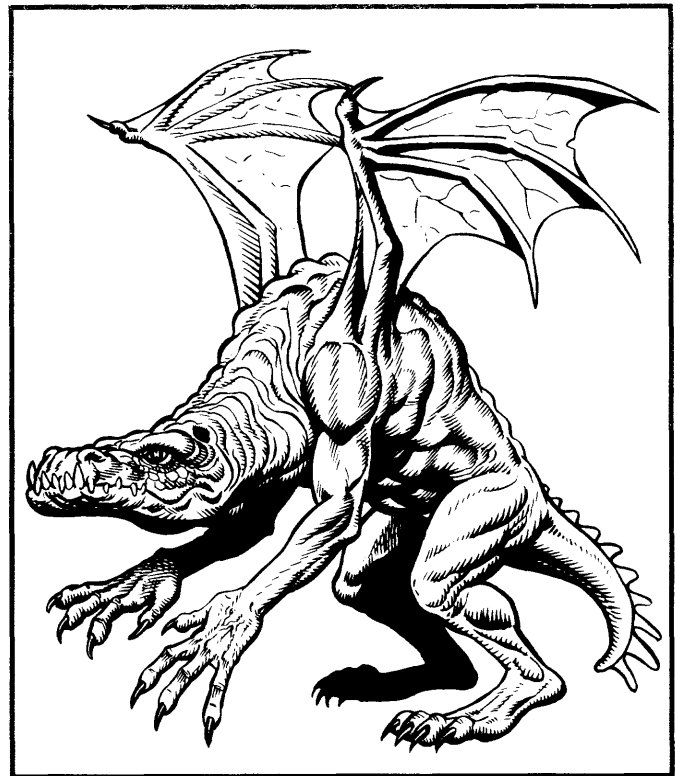
Nature elementals are summoned by the 7th-level priest spell *conjure nature elemental*. This spell is conjuration/summoning magic of the elemental, plant, and summoning spheres, and is reversible. The reverse of this spell, *dismiss nature elemental*, disperses a summoned nature elemental. The material components for this spell are burning incense, soft clay, sulfur, phosphorus, water, and sand, and a duly consecrated holy symbol of the deity to be invoked. The holy symbol is the only component to survive the spell's casting. *Conjure nature elemental* is detailed in full in the "New Spells" chapter of the *Campaign Book* in the *Ruins of Zhentil Keep* boxed set.

Gargoyle, Guardgoyle

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	Guardgoyle	Greater
CLIMATE/TERRAIN:	Any land	Any land
FREQUENCY:	Rare	Rare
ORGANIZATION:	Solitary	Solitary
ACTIVITY CYCLE:	Any	Any
DIET:	Nil	Nil
INTELLIGENCE:	Low (5-7)	Low (5-7)
TREASURE:	Nil	Nil
ALIGNMENT:	Neutral	Neutral
NO. APPEARING:	1-6	1-6
ARMOR CLASS:	4	4
MOVEMENT:	9, Fl 15 (A)	9
HIT DICE:	1+1	3+1
THAC0:	19	17
NO. OF ATTACKS:	3	3
DAMAGE/ATTACK:	1d3/1d3/1d4	1d4/1d4/1d6
SPECIAL ATTACKS:	Surprise, poison bite	Poison bite
SPECIAL DEFENSES:	Shriek, spell immunities	Shriek, spell immunities
MAGIC RESISTANCE:	Nil	Nil
SIZE:	S (2' tall)	M (4'-6' tall)
MORALE:	Fearless (20)	Fearless (20)
XP VALUE:	975	975



Guardgoyles are created by Zhentarim wizards to guard their treasures, families, residences, and secret locations that the wizards hold dear. Guardgoyles are constructed like golems, but are much easier to fabricate. Guardgoyles are only 2 feet tall (or long), carved from hard stone (such as granite or basalt), and formed into a modified gargoyle shape or that of some reptilian creature.

Guardgoyles' relatively small size allows them to easily hide among wizards' possessions, sometimes masquerading as decorative statuettes or paperweights. These creatures may or may not possess wings, depending on their construction, but all have the ability to fly.

Combat: A guardgoyle's small stature often allows it to surprise opponents, penalizing their surprise rolls by -3. The construct's claw and bite attacks cause only small amounts of damage. The real danger lies in the creature's poisonous bite, which requires a saving throw vs. poison at -1. If the saving throw is failed, the victim dies in 1d4+1 rounds. The guardgoyle has enough poison in its fangs for two such bites, and its owner must replenish the poison after its use. While deadly poison is the norm for the creature's fangs, any type can be applied by the owner.

The guardgoyle can also issue an ear-piercing wail that can be heard for up to half a mile, alerting members of the city watch or possibly even setting off preset traps or spell effects. This shriek prevents any spellcasting within 20 feet of the creature, which can continue the scream for up to 6 rounds—even when attacking.

Because the guardgoyle is a construct and not alive, it is immune to all *charm*, *hold*, and mind-affecting spells, as well as all forms of poison. The creature takes only half damage from fire- and cold-based spells because of its stone form, and takes no damage from electrical attacks. Casting *stone shape* on a guardgoyle restores all damage it has suffered and returns it to a brand-new condition. The following spells instantly destroy a guardgoyle if it is made their target: *earthquake*, *stone to flesh*, and *transmute rock to mud*. It receives no saving throw.

Habitat/Society: Guardgoyles take no independent actions, existing only to react as commanded at a previous time by their owners. These creatures can recognize up to five beings, aside from their owner, whom they are not to attack. All others will be attacked instantly. Guardgoyles follow simply stated commands ("Guard this room," "Allow no one in

but me," etc.), but they are not intelligent enough to complete complicated tasks, such as delivering messages.

To create a guardgoyle, a wizard needs a block of stone at least 4 cubic feet in size. This block must be molded into the desired guardgoyle shape with a *stone shape* spell. Afterward, a series of additional spells known only to the Zhentarim are cast over the construct to animate it and imbue it with its minimal intelligence.

The cost of creating a guardgoyle ranges between 1,000 and 2,000 gold pieces. Most of the money goes toward selecting and quarrying the proper stone and purchasing the components needed to empower the construct.

Guardgoyles usually live as long as their owners, after which time their animation ceases and they become merely statues. Guardgoyles that are sold or given away before their owners' deaths do not become inanimate. Instead, their lifespan becomes tied to their new owners' life. After 50 years, the duration of the spells that animate a guardgoyle expire. The guardgoyle may then be reanimated at the cost of its original creation and by using the same procedure that first created it.

Ecology: Guardgoyles live only to serve their masters and have no other goals in life. Over the years, the creatures may require small amounts of repair, depending on where they are kept (indoors or outdoors). Guardgoyles may be repaired by casting *stone shape* on them. They have no need for food or sleep, and are constantly vigilant. If properly maintained, guardgoyles make simple, cheap guardians.

Greater Guardgoyle

A greater guardgoyle is a larger and tougher version of a normal guardgoyle, ranging in size from 4 to 6 feet in height. Greater guardgoyles cannot fly or surprise opponents as guardgoyles do. Their movement rate is 9.

The construction of a greater guardgoyle requires the casting of a *wish* or *limited wish* spell to animate it, due to its greater mass. The cost of a greater guardgoyle can be as high as 10,000 gold pieces, due to the amount of high-quality rock needed to create it and the extra spells needed to animate it. Only the most powerful of mages have the ability to create greater guardgoyles, and few know the secret of their creation.

CLIMATE/TERRAIN:	Any
FREQUENCY:	Very rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Any
DIET:	Magic
INTELLIGENCE:	Low (5-7)
TREASURE:	Nil
ALIGNMENT:	Neutral
NO. APPEARING:	1
ARMOR CLASS:	-2
MOVEMENT:	18
HIT DICE:	8 (64 hit points)
THACO:	13
NO. OF ATTACKS:	1
DAMAGE/ATTACK:	3d10
SPECIAL ATTACKS:	Absorbs magic, magical flare
SPECIAL DEFENSES:	Immune to most magic
MAGIC RESISTANCE:	100%
SIZE:	L (9' tall)
MORALE:	Fearless (20)
XP VALUE:	8,000

A magic golem appears as a humanoid creature composed of iridescent yellow energy—pure magic. It is the unholy union of a human being and an area of wild magic. After the Time of Troubles, Zhentarim wizards began to catalog all of the areas of wild magic in an effort to study these areas more closely. During an expedition to a remote wild magic area in the Hordelands, an unfortunate sequence of spells cast by one Zhentarim wizard turned another into a being of pure magic—a combination of the mage and untamed magical forces.

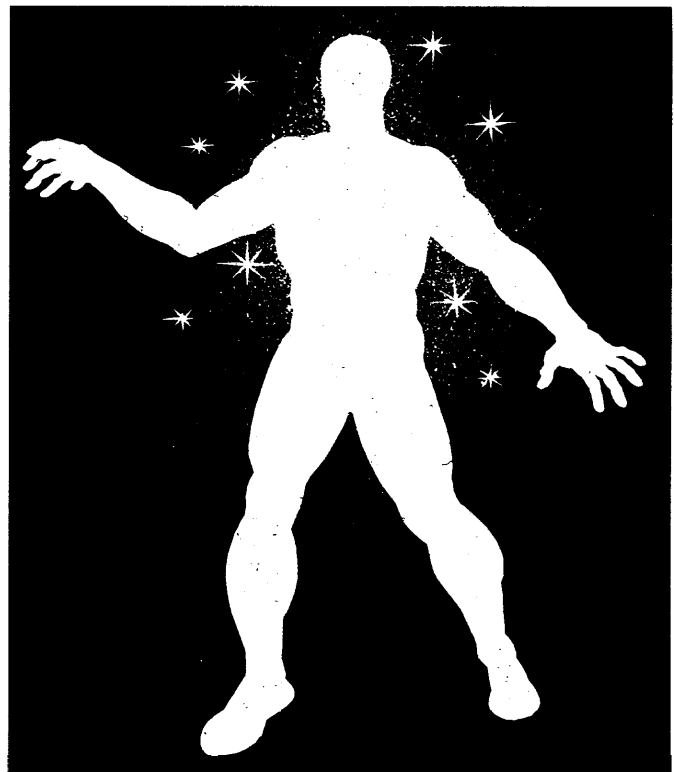
Combat: Magic golems absorb all magical energy within a 20-foot radius. Spells are instantly absorbed as they are cast. Running spells are terminated and absorbed at the end of one round, with the two exceptions noted below. Magical items lose one level of enchantment per round (a *long sword* +2 changes to a *long sword* +1), and charged magical items lose 1d6 charges per round. Magical weapons do no damage to the creature, but normal weapons and those drained of all magic can hurt the golem.

The magic golem attacks its victims with blasts of pure magical energy causing 3d10 points of damage. These magical blasts have a range of 75 yards. The blasts ignore all magical adjustments to Armor Class. (Armor Class for a blast target is calculated only by armor type and Dexterity bonus.) However, these blasts do not penetrate an *anti-magic shell* or a *prismatic sphere* until such spells are absorbed by the creature. It takes six rounds for a magic golem to dissipate an *anti-magic shell*, and seven rounds for it to disable a *prismatic sphere*.

Dispel magic has no effect on the creature, as the spell is instantly absorbed as it is cast. However, a *limited wish* will negate the creature's ability to absorb magic for one round per level of the caster, and a *wish* will do so for an hour. During this time the creature has no immunity to magic and magical effects.

Once per day a magic golem must release a flare of magical energy that is a result of its link to wild magic. This flare can be used as a conscious attack in addition to the golem's normal attack in a round. Roll 1d10 for the form the flare takes. All spell-like effects at at 16th level of ability unless otherwise noted.

1d10 Result	1d10 Result
1 As per a <i>wand of wonder</i>	6 <i>Wall of fire</i> encircles golem
2 Magical blast (see above)	7 <i>Color spray</i> in a 360° radius
3 4d6 <i>lightning bolt</i>	8 <i>Fireball</i> centered on golem
4 Double-strength <i>light</i> spell	9 <i>Time stop</i> 100' radius
5 <i>Dispel magic</i> 100' radius	10 <i>Earthquake</i>



Habitat/Society: The magic golem was discovered, quite by accident, by the Zhentarim. A magic golem is formed when a mage of at least 12th level casts *detect magic*, *Rary's mnemonic enhancer*, and *anti-magic shell* in that order on himself or herself while standing in an area of wild magic. The spells themselves must escape any ill effects of the wild magic area and go off as normal. The caster then gains the ability to transform another wizard within the wild magic area into a magic golem. The victim receives no saving throw, although magic resistance applies. The new magic golem is automatically under its creator's control, and the wild magic area is then dispelled (or rather, it is absorbed into the golem during its creation).

The chances of a magic golem forming within a wild magic area are slim—less than 1%, given the effects of wild magic. Only three of these creatures are known to exist. All of them are under the control of the Zhentarim.

Ecology: A magic golem is very stupid and easily controlled through force of will by any mage or wizard of 12th level or greater. If there is no mage of the required power to control the golem, the creature wanders aimlessly in search of a source of magic to absorb. If a magic golem happens to stumble upon another zone of wild magic, the creature remains in the area and slowly absorbs all of its wild magic effects. A wild magic zone is totally absorbed in from an hour to a month, depending on its size. When a magic golem absorbs a wild magic zone, the creature's Hit Dice and hit points are increased by 50%. The size of the area absorbed has no bearing on this increase. After this absorption process, the golem is uncontrollable, lashing out at all who possess or wield magic for at least a week before it can again be controlled by a wizard.

The creatures need no sleep or sustenance, and as long as there is magic in the world they will continue to exist. It has been theorized that a dead magic zone, another product of the Time of Troubles, would instantly destroy a magic golem. The dead magic area and the golem would eliminate each other, leaving a zone of normal magic function. Since magic golems are so rare to begin with, none of the Zhentarim have been willing to test this theory.

Golem, Vault Guardian

Ruins of Zhentil Keep Boxed Set

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CLIMATE/TERRAIN:	Any
FREQUENCY:	Rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Any
DIET:	Nil
INTELLIGENCE:	Low (5-7)
TREASURE:	Nil
ALIGNMENT:	Neutral
NO. APPEARING:	1
ARMOR CLASS:	0
MOVEMENT:	18
HIT DICE:	8 (50 hit points)
THAC0:	13
NO. OF ATTACKS:	2
DAMAGE/ATTACK:	1d10/1d10
SPECIAL ATTACKS:	Surprise
SPECIAL DEFENSES:	Spell immunities, immune to fire and cold, partially immune to electricity, reduced damage by weapon type
MAGIC RESISTANCE:	Nil
SIZE:	M (5'-6' tall)
MORALE:	Fearless (20)
XP VALUE:	8,000

Vault guardians are simple but expensive creations of Zhentarim wizards. They are sold to lords of Zhentil Keep and beyond to guard their most precious treasures. Vault guardians are constructs of stone and metal that require incredible wealth to create, but are constantly alert and very effective at their job.

Vault guardians can appear as any type of creature, from dogs to people (though generally they appear as statues or other humanlike creatures no taller than 6 feet), but they always have two appendages, such as hands or claws, with which to attack.

Combat: The attack of a vault guardian is straightforward and consists of two punching attacks that inflict 1d10 points of damage per strike. What makes the vault guardian a troublesome foe are the creature's additional magical powers, which enable it to detect intruders and withstand magical attacks.

The vault guardian can perform the following at will: *detect magic*, *detect invisibility*, and *true seeing*. The attacks of the guardian can reach into the Astral and Ethereal Planes and can injure those struck only by magical, silver, or iron weapons. A vault guardian takes no damage from normal fire, magical fire, or cold-based attacks, and electrical attacks cause only one-quarter damage to the construct. *Charm* and *sleep* spells have no effect on the vault guardian, nor do other mind-affecting spells or any poisons.

Edged and piercing weapons inflict only one-quarter damage to the creature because of its durable construction. Blunt weapons such as maces and hammers do only half damage if the weapons are not enchanted to at least +1, but cause normal damage if so enchanted. The vault guardian is also extremely fast, and imposes a -3 penalty to all surprise rolls when defending its charges.

Because of its construction, the vault guardian is vulnerable to earth magic. A *rock to mud* spell inflicts 2d10 points of damage on the creature and stops it from moving for one round, and *earthquake* or *stone shape* instantly kills the construct (no saving throw allowed).

Habitat/Society: Vault guardians are found in treasure vaults. They are similar to stone or iron golems, and could be considered a combination of the two types. Vault guardians are slightly cheaper to construct than stone or iron golems, but take nearly a year to fabricate and require additional enchantments to empower.



Vault guardians were first created by wizards in the nation of Sembia to protect the vast riches of Sembian trading consortiums. Years later, Zhentarim wizards learned the process for creating them, and offered to create vault guardians for various lords of Zhentil Keep at greatly inflated prices.

To create a vault guardian, a wizard of at least 18th level must first be able to cast the following spells (from memory or by scroll use) over the course of the creature's creation: *statue*, *detect magic*, *detect invisibility*, *haste*, *wall of iron*, *fabricate*, *true seeing*, *permanency*, and either *wish* or *limited wish*. In addition, a breastplate from a suit of plate mail of ethereality must be fused into the creature, giving it the ability to strike those opponents that hover between planes of existence. If a wizard does not have access to these spells, the cost of construction of a vault guardian could exceed that of a stone or iron golem.

Dozens of intricate symbols must be carved across the forehead and forelimbs of the vault guardian, and rubies worth at least 500 gold pieces each are needed for its eyes.

During its creation, a vault guardian is given a certain key word that is used to control it. After creating the guardian, the wizard passes on this key word to the guardian's new owner so she or he may properly control the creature and instruct it to guard a certain place or thing. A guardian's key word can never be changed.

By the time construction of a vault guardian is complete, the total cost could range between 40,000 and 70,000 gold pieces, plus any added costs for spells. In turn, the wizard can sell the construct for up to three times the cost of fabrication. Many unscrupulous wizards have recorded the key words of their creations, using this knowledge at a later date to their advantage. The guardian can understand up to 100 command phrases in addition to its key word, and the key word must be spoken first when commanding it to any action.

Ecology: Vault guardians are not normal creatures, but are constructed through powerful spells. A vault guardian has no need to eat or sleep.

Hybsil

CLIMATE/TERRAIN:	Any temperate forest, plains, or hills
FREQUENCY:	Rare
ORGANIZATION:	Tribe
ACTIVITY CYCLE:	Day
DIET:	Omnivore
INTELLIGENCE:	Average to very (8-12)
TREASURE:	I, K
ALIGNMENT:	Lawful good
NO. APPEARING:	1d6(1d8×8)
ARMOR CLASS:	7
MOVEMENT:	15
HIT DICE:	1
THAC0:	19
NO. OF ATTACKS:	1
DAMAGE/ATTACK:	By weapon
SPECIAL ATTACKS:	Sleep arrows
SPECIAL DEFENSES:	+4 to all saving throws, immune to poison, limited thief abilities in forest terrain, <i>continual light</i> , <i>ventriloquism</i> , <i>pass without trace</i>
MAGIC RESISTANCE:	Nil
SIZE:	S (3' tall)
MORALE:	Average (9-10)
XP VALUE:	420
Leader 4th	1,400
Leader 5th	2,000
Leader 6th	3,000
Leader 7th	4,000
Guard	975
Ranger	3,000



Hybsils look like a cross between a small antelope and a pixie, brownie, or sprite. These antelope centaurs can be found in large forests or small woods across the Heartlands, and often venture into nearby plains or hills to hunt or forage. The color of their antelope body ranges from dark gray to chestnut brown, and they sometimes sport small spots, white tails, white or tan striping, or dark socks and tails. Male hybsils grow antlers and shed them seasonally. Hybsil ears are pointed and graceful, with a small tuft of hair on their tips.

Hybsils are somewhat xenophobic, preferring the company of their own kind. They have been sighted in the Border Forest, the Reaching Woods, and the Trollbark Forest.

Combat: Hybsils fight with daggers, short swords, or short bows. Hybsils coat their weapons with a rare plant juice blend that causes sleep for 1d4 hours. The victim is allowed a saving throw vs. poison at -4 to avoid the effects. Hybsil bows have normal short bow range, and their arrows inflict flight arrow damage (1d6), in addition to the sleep effect.

Hybsils have inherited some of the powers of their fairy cousins. Once per day a hybsil can use the following spell-like abilities: *continual light*, *mirror image*, *pass without trace*, and *ventriloquism*. Hybsils gain a +4 bonus to all saving throws and an immunity to all poisons due to their fey nature and an extremely high Constitution.

Because of their familiarity with forests, hybsils have a 75% chance to hide in shadows and move silently when in any forest. They also have a 50% chance to find and remove traps or snares when in an arboreous environment. In addition, once a day for one turn, a hybsil can break into a gallop and travel at the rate of 21.

Habitat/Society: Hybsils live together in closely knit tribes of up to 80, but rarely less than 20, members. Young male hybsils sometimes break away and attempt to start their own tribe if a tribe's numbers

total more than 50. Hybsils are seminomadic and may roam over vast forests or plains, either in search of food or to preserve their isolation from other sentient species. Because of this tendency to roam, most hybsil tribes live in or near large forests and grasslands.

Male hybsil are in charge of hunting, gathering, and protecting the tribe from external invaders. Female hybsils rear and educate the young, preserve tribal lore and traditions, maintain an oral history of the tribal range, and care for the injured and the sick. Females can wield weapons as the males do when necessary, but in general do not do so on a day-to-day basis. Female hybsils are seldom encountered outside of their tribe's home camp or village unless searching for a stray young one or on a special quest.

Every tribe of hybsils has a leader of 4th-7th level who is either a druid (60%) or a mage (40%). For every 30 or more hybsils in a tribe, there will be 1d4 hybsils with 3 HD who are charged solely with guarding the tribe. A tribe of 50 or more hybsils will also have a mighty warrior who has 5 HD and the all skills of a 7th-level ranger.

Ecology: Hybsils eat fruits, berries, roots, and small mammals that they hunt. They live for up to 50 years, and those with spellcasting abilities have been known to live well past 70 years of age.

Hybsil antlers are said to have magical powers, and have fetched as much as 100 gold pieces from certain wizards, sages, and potioners. Since hybsils shed their antlers every year, it is not necessary to injure hybsils to obtain their horns. However, since hybsils do not like people trespassing on their territory, it is often difficult to gain permission to gather shed antlers, or to befriend a male hybsil and convince him to give one away.

CLIMATE/TERRAIN:	Any
FREQUENCY:	Very rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Any
DIET:	Magic
INTELLIGENCE:	Average (8-10)
TREASURE:	Nil
ALIGNMENT:	Lawful evil
NO. APPEARING:	1
ARMOR CLASS:	-2
MOVEMENT:	Mv 18, Fl 18 (C)
HIT DICE:	10
THAC0:	11
NO. OF ATTACKS:	2
DAMAGE/ATTACK:	3d8/3d8
SPECIAL ATTACKS:	Temporary spellcasting drain
SPECIAL DEFENSES:	3-foot-radius <i>anti-magic</i> shell
MAGIC RESISTANCE:	100%
SIZE:	L (8' tall)
MORALE:	Fearless (19-20)
XP VALUE:	11,000

Non-Zhentish wizards are all viewed as a threat by Zhent wizards. And there are usually lots of wizards, Zhent and non-Zhent, in Zhentil Keep. In response to this, the most powerful wizards from the Keep banded together to insure their continued supremacy, and devised a horror that would seek out other mages and wizards and destroy them: the magedoom.

A magedoom exudes a distinctive tang of ozone, like that of a lightning strike during a rainstorm crossed with the essence of citric acid. ("It's like being assaulted by something that smells like rotten electric grapefruit," one ill-fated mage once commented.) It resembles a large, cone-shaped mound of yellow and brown sludge that glistens with moisture, crowned with a withered, eyeless human head. It sports two heavy appendages hanging from near the top of the mound.

Combat: Magedooms attack by swinging their heavy clublike appendages for 3d8 hit points of damage each. They always attack wizards first, then priests, then any others.

Their most insidious attacks can occur only against wizards. When a wizard spell is cast within 180 feet of a magedoom, it locks in on the source and begins tracking its prey. Once the magedoom reaches melee range, a slimy tentacle tipped with a bloodshot, withered eyeball erupts from within the creature's slimy body mound and touches the mage on the forehead (requiring a successful attack roll). If it hits, the effect is similar to a level drain, but only in regard to what spells a wizard can cast. Thus, an 11th-level wizard who was hit by the appendage would cast spells as a 10th-level wizard. Spells that are now too advanced for the wizard to cast flee the victim's mind. Wizards who survive this attack recover one level of spellcasting ability per hour, but must relearn the spells they lost. This drain does not effect wizards' saving throws, THAC0, or hit points.

Magedooms are blind, tracking targets by their unerring sensitivity to magic as well as by small sensory organs in the strands of slime that coat their bodies and attacking appendages. As a result, they are immune to illusions or to spells that require the victim to have sight.

Magedooms also radiate an anti-magic shell in a 3-foot radius. Thus, a fighter with magical armor and a *flametongue* sword winds up effectively fighting a magedoom with normal armor and a normal long sword. Once the items are taken out of the field, their magic returns.



When a magedoom is killed, all of the magical energy trapped within exits in an explosive magical wave of wild magic that behaves as if every being within a 15-foot radius were a wild mage who had evoked a wild surge (see the *Tome of Magic*). This effect lasts for five rounds; each round, roll on the Wild Surge Results table in the *Tome of Magic* for each being (except the magedoom), treating "the caster" in the results as the target being rolled for. Results that make no sense result in nothing unusual happening. (Or, the DM may treat every being in the 15-foot radius as the target of five successive discharges of a *wand of wonder*, one each round for five rounds.)

Habitat/Society: Magedooms are created from living wizards whose bodies and spirits have been transformed by a rare, forbidden spell. A magedoom is under the partial control of the archmage who cast the spell that created it. The archmage is able to order the creature to do certain tasks, and the magedoom has a wide breadth of discretion as to how it accomplishes them. If the archmage dies, the magedoom becomes a rogue, and no wizard is then safe.

Magedooms are solitary creatures. There are rumors that if two magedooms come within 10 feet of each other, they set up a resonating field that explodes in 1d4 rounds, creating a 40-foot-radius dead magic area that lasts for a month and annihilating the creatures. Some rumors further speculate that there is a tiny chance (1%) that, instead of a dead magic area, a *sphere of annihilation* is created.

Ecology: Magedooms were created for one reason alone: to kill non-Zhentish spellcasters. The goddess Mystra, the god Azuth, and their priesthoods loathe magedooms. High-level priests of Mystra or Azuth sometimes charge those who have acted against their faiths with a *geas* or a *quest* to destroy one of the creatures. High-level specialty priests of Azuth who serve him well are rumored to receive a special spell that allows them to destroy magedooms.

Mist, Scarlet Dancer

Ruins of Zhentil Keep Boxed Set

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CLIMATE/TERRAIN:	Swamps/sewers
FREQUENCY:	Rare
ORGANIZATION:	Cluster
ACTIVITY CYCLE:	Any
DIET:	Carnivore
INTELLIGENCE:	Semi- (2-4)
TREASURE:	S
ALIGNMENT:	Neutral
NO. APPEARING:	10-100
ARMOR CLASS:	1 (8 after feeding)
MOVEMENT:	Fl 24 (A) (Fl 12 (B) after feeding)
HIT DICE:	1 per 10 present
THACO:	Varies by number of Hit Dice
NO. OF ATTACKS:	1
DAMAGE/ATTACK:	1d3 per Hit Die
SPECIAL ATTACKS:	Blood drain
SPECIAL DEFENSES:	Nil
MAGIC RESISTANCE:	Nil
SIZE:	T (2" diameter)
MORALE:	Champion (15-16)
XP VALUE:	10 dancers: 35 60 dancers: 420 20 dancers: 65 70 dancers: 975 30 dancers: 120 80 dancers: 1,400 40 dancers: 175 90 dancers: 2,000 50 dancers: 270 100 dancers: 3,000

Scarlet dancers are similar to crimson deaths, but are much smaller in size. Scarlet dancers also gather together in clusters of 10 to 100, unlike crimson deaths. Scarlet dancers appear as miniature versions of their dreaded bog cousins, but without an outward humanoid appearance (such as a face with the look of intelligence). Some theorize that these creatures are immature versions of the malevolent crimson death.

These creatures have only been found within the sewers of Zhentil Keep, an environment that has proven to be the perfect haunt for scarlet dancers. They are yet another reason why the sewers of that city are deadly to traverse.

Combat: Clusters of scarlet dancers can sense the presence of warm-blooded creatures within a 100-foot radius. The red mist that surrounds the creatures draws the blood from their victims, using tentacles of scarlet mist. The amount of blood drained depends on the number of dancers present—the more dancers in a cluster, the more blood is drained from the victim each round. For each 10 scarlet dancers present, the creature has 1 HD (and appropriate THACO) and drains 1d3 hit points on a successful hit.

Because these creatures are partially mist, metal and leather armor do not protect an intended victim from a cluster of dancers—their misty tentacles permeate the cracks in the armor, seeking out the victim's skin. Only Dexterity adjustments and magical protection can prevent the attack of the dancers.

Before 10 dancers (1 HD's worth) feed, they have an Armor Class of 1, but after draining 7 hit points of blood the dancers are slower and their Armor Class drops to 8. Ten scarlet dancers can absorb up to 14 points of blood before the cluster stops attacking to digest its spoils.

Having evolved in the sewers of Zhentil Keep, scarlet dancers cannot stand the light of the sun. Though sunlight does no physical damage to them, the dancers instinctively flee from it.

Habitat/Society: Scarlet dancers live exclusively in the sewer tunnels below Zhentil Keep. The dancers live in clusters that float



throughout the sewers in search of food. The only time they are not flying is when they have consumed their maximum daily allotment of blood (14 hit points worth per 10 dancers). Then they seek an out-of-the-way place to rest for 1d4 hours.

Since only the foolish come down into the sewers beneath the city, scarlet dancers feed mostly on mice, rats, and other warm-blooded denizens living in the bowels of Zhentil Keep. The favorite food of the dancers is humans, since their reproduction requires human blood.

The similarities between scarlet dancers and crimson deaths are unnerving, especially to the lords of Zhentil Keep, who are fearful of a possible outbreak of crimson deaths throughout the city. In fact, crimson deaths and scarlet dancers are similar only in appearance and type of attack. The creatures are in no way biologically related.

The shadowy forces of Zhentil Keep know the locations of five clusters of scarlet dancers in the city sewers. These areas have been marked on certain maps and have gained notoriety by word of mouth. However, Zhentil Keep's sewers are not the only home of the dancers, as many of them live in small clusters throughout the tunnels honeycombing the ground beneath the Keep—and their numbers are greatest in the deepest tunnels.

Ecology: Scarlet dancers need small amounts of blood on a daily basis to survive. If a cluster goes for more than three days without feeding, the dancers of that cluster perish. However, since the sewers of Zhentil Keep are flooded with vermin and other nasty monsters, finding potential sources of food is seldom a problem. While scarlet dancers need human blood to reproduce, any kind of iron-based blood will suffice for nourishment.

The dancers are neither mean nor malicious, but do what they need to in order to survive, as would any animal in need of food. The creature's origins are unknown. Some believe that they are but another Zhentarim experiment gone bad. The truth may lie deep underground beneath Zhentil Keep.

Ondonti

CLIMATE/TERRAIN:	Any land
FREQUENCY:	Rare
ORGANIZATION:	Tribe
ACTIVITY CYCLE:	Any
DIET:	Omnivore
INTELLIGENCE:	Average (8-10)
TREASURE:	Nil
ALIGNMENT:	Lawful good
NO. APPEARING:	10-60
ARMOR CLASS:	10 (6 with <i>barkskin</i>)
MOVEMENT:	12
HIT DICE:	1 (clerics to 7th level)
THAC0:	19
NO. OF ATTACKS:	1 (see below)
DAMAGE/ATTACK:	By weapon
SPECIAL ATTACKS:	Nil
SPECIAL DEFENSES:	<i>Sanctuary, barkskin, tree</i> , immune to <i>charm</i> , + 1 save vs. poison (priest spells)
MAGIC RESISTANCE:	Nil
SIZE:	M (6' tall)
MORALE:	Average (8-10)
XP VALUE:	120
Cleric, 1st	175
Cleric, 2nd	270
Cleric, 3rd	420
Cleric, 4th	650
Cleric, 5th	975
Cleric, 6th	1,400
Cleric, 7th	2,000

North of The Ride, in a secluded part of the Tortured Lands, dwells a race known as the ondonti, a close cousin of the orc. This race lives as peaceful farmers and gatherers, taking only what they need from the land to survive. In outward appearances, ondontis resemble orcs.

Scattered tribes of ondontis lived peaceful lives until a scouting party from Zhentil Keep stumbled across them in 1340 DR. Because ondontis live by a peaceful and collaborative philosophy, they were not prepared for treachery, and shortly after the initial meeting between Zhents and ondontis, the majority of the ondonti population, with the exception of one isolated tribe, was betrayed by the Zhents and kidnapped into slavery. Very few ondontis have since then escaped further raids. The greedy lords of Zhentil Keep view ondontis as superior slaves because their strength and nonviolent attitude make them superbly suited to lightly supervised manual labor.

Combat: Traditional ondonti culture is peaceful and contemplative. Most would sooner die than take another sentient creature's life, and they kill other creatures only as needed for food (or if the creatures are deemed insane or incurably diseased). However, the Zhentarim have brought up several young ondontis in an orcish environment, training them to be skilled killers (alignment LN to LE). These ondontis are still not as violent or abusive as orcs, but a few generations of violently indoctrinated ondontis could bring into being a deadly race of humanoid slaves under the influence of the Zhentarim.

All ondontis can use the following spell-like abilities: *sanctuary* (on themselves) three times a day, *barkskin* once a day, *purify food & drink* three times a day, and *tree* once a week. Ondontis also gain a +1 bonus to their saving throws vs. poison and are immune to *charm*-type spells and spell-like abilities.

Adult ondontis (male and female) have Strength scores ranging from 17 to 19 and Constitution scores from 16 to 18. Ondontis trained by the Zhentilar usually fight with either a bastard or two-handed sword, and can easily fight with either weapon and a shield. They dislike metal



armor and don leather or studded leather when not using their natural *barkskin* ability. Since the first group of ondonti warriors is still learning its craft, it is uncertain how far they will progress as fighters.

Especially wise ondontis can become clerics of up to 7th level. Spells memorized by ondonti clerics are almost always curative and defensive in nature, as harmful spells are taboo. Priest ondontis have a minimum Wisdom of 16.

Habitat/Society: Ondontis revere Eldath, the Goddess of Peace and Quiet Places, and their culture attempts to embody the pacifist teachings of Eldath. Ondonti oral history recounts that "the Founders" brought 30 young ondontis to the lands they still consider theirs long ago, and laid down the teachings that provide the foundations of ondonti society in a cycle of tales called *Tarek-Passar* (the *Way of Peace*). One sage has theorized that the original ondontis were in fact infant orc orphans, brought from their lands and taught by a reclusive group of priests of Eldath.

Ondontis are nearly the opposite of orcs: peaceful, kind, and dependable. To the ondontis, peace, harmony with one's environment, and a full family life are what is important in life. Ondonti priests are revered and their guidance is followed because of their majestic wisdom and close relationship to Eldath.

Fourteen of the 15 ondonti tribes have been captured by raiding Zhentilar and taken to the Citadel of the Raven for use as slave labor and as breeding stock for an army of superior humanoids. The remaining ondonti tribe lives in extreme seclusion, employing the spells of several ondonti clerics to hide its members from further enslavement. It is rumored that an extraplanar servant sent by Eldath herself guards over her remaining children, while another seeks to free those who have been wrongly seized from their homeland.

Ecology: Ondontis reproduce at the same rate as orcs, but have attained a longer lifespan than orcs (60 years) as a result of internal cultural harmony and applied curative priestly magic. The mortality rate of infant ondontis is nearly nonexistent, due to close monitoring of pregnant ondontis and infants by the priesthood.

Rat, Zhentish Sewer

Ruins of Zhentil Keep Boxed Set

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CLIMATE/TERRAIN:	Subterranean
FREQUENCY:	Uncommon
ORGANIZATION:	Pack
ACTIVITY CYCLE:	Night
DIET:	Omnivore
INTELLIGENCE:	Low (5-7)
TREASURE:	W
ALIGNMENT:	Neutral evil
NO. APPEARING:	3d8
ARMOR CLASS:	6
MOVEMENT:	12, Sw 18
HIT DICE:	2
THACO:	19
NO. OF ATTACKS:	1
DAMAGE/ATTACK:	1d4+1
SPECIAL ATTACKS:	Blood drain
SPECIAL DEFENSES:	Displacement
MAGIC RESISTANCE:	10%
SIZE:	S (2' long)
MORALE:	Steady (11-12)
XP VALUE:	175 (mature) 120 (ratling) 270 (leader)

The sewers of Zhentil Keep are the breeding ground of all sorts of horrors. There is perhaps no other single place in all the Realms where so much evil magical fallout is to be found. In this environment the Zhentish sewer rat was born.

Zhentish sewer rats appear as large specimens of common sewer rats, except that their eyes glow bright yellow and their faces appear slightly human. Their coarse, bristly hair is glossy black, and they carry a smell of mildew and sewer waste. Some scholars suggest that these malevolent rodents even have a rudimentary language.

Combat: Zhentish sewer rats attack in packs of no fewer than three. The rats make every attempt at remaining unseen if there are only one or two of them. Despite their abilities being far beyond those of a normal rat, they still find their courage only in numbers. The rats live and travel in packs, each led by a sewer rat with a full 8 hit points per Hit Die. Death of the leader necessitates a morale check by the remainder of the pack.

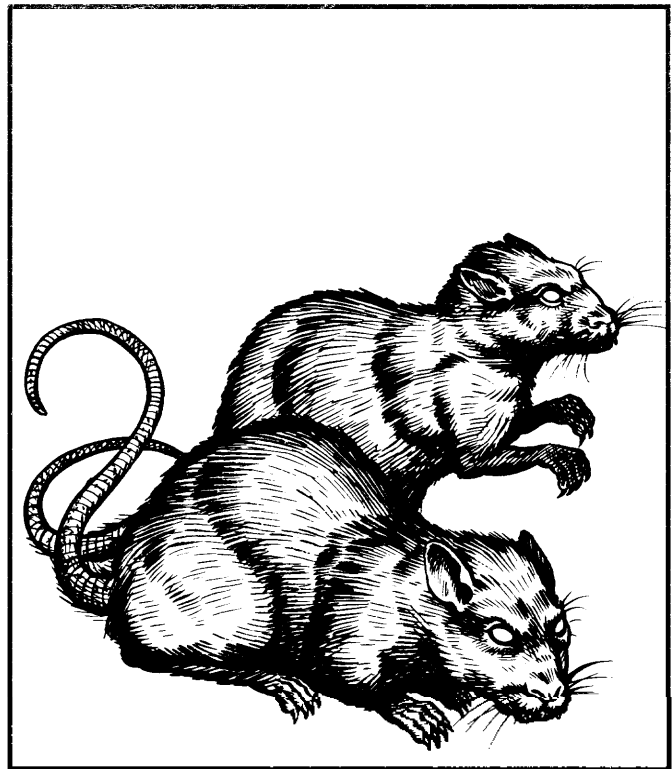
The rats attack with large, sharp incisor teeth. If the DM rolls a natural 20 for a rat's attack, the rat has fastened itself onto its victim and inflicts an extra 1d4+1 points of damage from blood drain per round of attachment. In order to remove the rat, the victim must make a successful open doors roll. It takes one round to remove the rat, and the victim cannot do anything else that round (except perhaps scream and thrash), although DMs may allow the victim to move half his or her movement rate.

The magical nature of the rats manifests itself in the form of an ability similar to the effect of a *cloak of displacement*, in that the first attack on a Zhentish sewer rat always misses.

The rats hate extremely bright light, and receive a -2 penalty to attacks in daylight or *continual light*.

Habitat/Society: Although these rats are called sewer rats, they can be found any place near Zhentil Keep that has subterranean recesses and a large quantity of water and rotting vegetation. Swamps, marshes, flooded basements, even graveyards located in areas with a high water table or nearby water runoff are other likely habitats. These rodents never venture out in daylight, however, even on overcast days.

The typical lair of a Zhentish sewer rat has 6d6 mature rats and 50% more immature rats. Each young rat has half the Hit Dice and



inflicts half the damage of an adult. These lairs are always in a moist, dark place, out of the way of traffic. Often, they contain items left from previous victims.

Ecology: Zhentish sewer rats are exceedingly mean, even for rats. Some scholars say half jokingly that Bane did not die completely, that his temper found its way into the sewer rats. Zhentish sewer rats are never found among their lesser brethren, nor with most creatures that usually summon or associate with rats. In fact, Zhentish sewer rats find jermlaine a delicacy.

The only beings that can deal with Zhentish sewer rats are vampires, *tanar'ri*, and *baatezu*. Even then the furry beasts are difficult to control or organize.

Some Moonsea-area wizards who find the prospect of using displacer beast hides in the manufacture of *cloaks of displacement* a dangerous proposition have experimented on using the furry hides of Zhentish sewer rats. Thus far, the only result has been wizards running around in cloaks that look like sewn-together, flattened, dried-out rat hides.

However, there are whisperings that certain alchemists are working on a potion or salve that would duplicate the rats' displacement ability. To such people (and they are hard to find, if they even exist), a freshly killed sewer rat would command a price of 500 gold pieces. Freshly killed, in this case, is defined as dead for no longer than 48 hours.

Render

CLIMATE/TERRAIN:	Any
FREQUENCY:	Very rare (unique)
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Any
DIET:	Carnivore
INTELLIGENCE:	High (14)
TREASURE:	Nil
ALIGNMENT:	Chaotic evil
NO. APPEARING:	1
ARMOR CLASS:	-3
MOVEMENT:	24
HIT DICE:	13 (104 hit points)
THAC0:	7
NO. OF ATTACKS:	3
DAMAGE/ATTACK:	1d10/1d10/2d10
SPECIAL ATTACKS:	Rending, berserk fury, surprise
SPECIAL DEFENSES:	Regeneration, +1 or better weapon to cause normal damage, silver or iron weapons cause 1 point of damage, spell immunities, fear gaze
MAGIC RESISTANCE:	30%
SIZE:	L (9' tall)
MORALE:	Fearless (20)
XP VALUE:	19,000

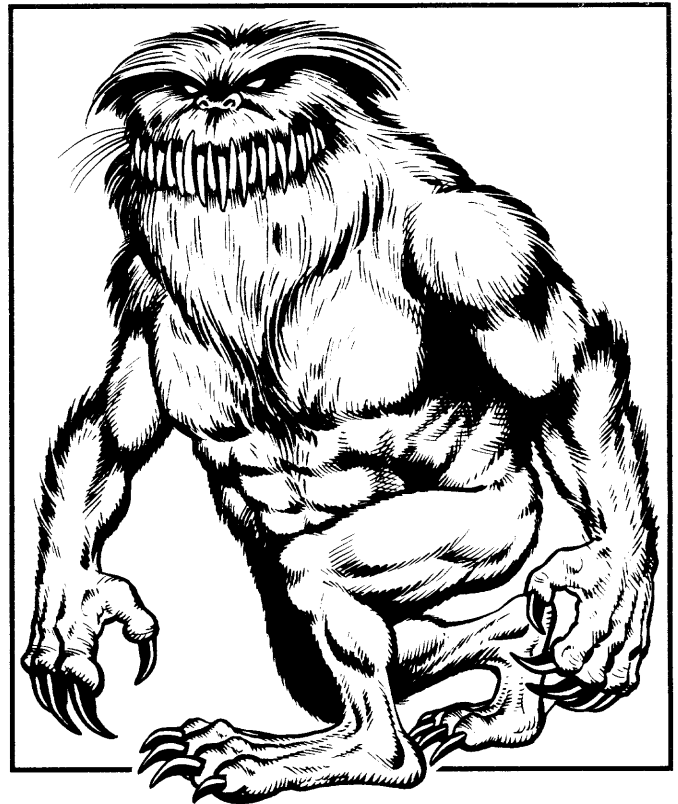
Created deep within the experimental labs of Darkhold, the render is without a doubt one of the most savage creatures to ever walk the face of Faerûn. The render was created completely by accident, and efforts to duplicate the experiment that brought life to the beast have since met with failure.

The fearless render is an imposing 9 feet of muscles, sinews, claws, and teeth. The creature has deep black, short fur that covers its entire body and is matted down with a slimy, sweatlike secretion. The teeth of the render are between 5 and 9 inches long, and razor sharp. The beast's claws are equally as long, and are often caked with the remains of its last victim. The most unnerving thing about the render is its glowing amber eyes. They seem to strike fear in its victims only moments before they die. The creature has a deep hatred of all life, and kills without mercy or remorse.

Combat: The render is one of the most savage, feral, deranged creature in the Realms, and likely the most deadly creature in the Heartlands. It is incredibly quick for its size, and imposes a -2 penalty to all surprise rolls when not encountered on open ground. The render has 60-foot infravision. In addition, anyone glancing into the creature's amber eyes must make a successful saving throw vs. paralysis or be rooted in place by incredible fear and unable to act for 13 rounds (or until the fear is dispelled). The render attacks with its two claws and fierce bite, and if all three of the attacks are successful, the victim suffers an additional 2d10 points of damage as the beast rends and shreds its prey.

The render's greatest advantage is its ability to regenerate hit points. The monstrosity regains 4 hit points per round, and double that if the creature is in a berserk fury. The beast's regeneration is similar to that of a troll, and it regenerates even if reduced below -10 hit points. Only electrical damage can permanently kill the render. When it is brought to -10 hit points, over half of the damage done to it must have been electrical for it to be dead and not regenerate.

The creature's magic resistance is considerable at 30%, and it is immune to all poisons, *charm* -type enchantments, and hold spells. Normal weapons cannot strike the render. Silver and cold iron weapons have a minimal effect on the creature, inflicting only 1



point of damage per successful strike. Magical weapons do normal damage.

If the creature is somehow brought to below half of its hit points, it throws itself into a berserk fury, gaining double its normal number of attacks and reducing its Armor Class to -4. So brutal are the attacks of the render that if an opponent sustains more than 40 points of damage in one round and is not already dead, the victim must make a successful saving throw vs. death magic or be instantly reduced to 0 hit points—and at the mercy of the creature.

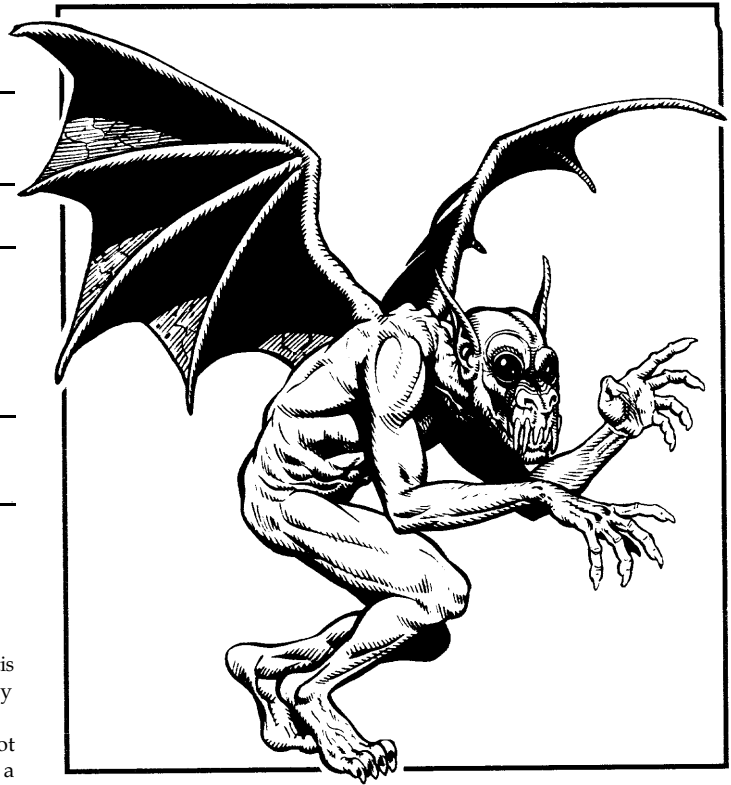
Habitat/Society: The creation of the render was an accident. The beast is an unholy combination of a summoned tanar'ri and a human prisoner of the Zhentarim. While nefariously allowing the tanar'ri to kill a prisoner for pleasure, a Zhentarim wizard miscast an unknown spell from a scroll. The spell killed the wizard and joined together the tanar'ri and the dying human. The resulting creature killed hundreds of Zhents in Darkhold before escaping into the Far Hills to the south of the citadel, where it has hunted ever since. The render has no memory of its former lives. As far as it is concerned, its existence began in the dungeons of Darkhold.

The creature is in constant pain from its unholy union. The only way it knows to temporarily relieve this pain is to kill and consume prey—thus the render is a constantly active eating machine. Since the creature fears nothing, it is truly deadly.

The Zhentarim are desperate to capture the render, but all attempts to do so thus far by Zhentarim wizards and Zhentilar troops have caused twoscore casualties and met with no success.

Ecology: The render knows nothing but pain and the need to eat. The beast's stomach can digest anything organic, and it cares nothing about the freshness of its meal. The beast needs to eat a minimum amount of twice per day, though it will eat more frequently for the sheer pleasure of it. The render is presently unique and has no way to perpetuate its species.

CLIMATE/TERRAIN:	Any
FREQUENCY:	Very rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Any
DIET:	Carnivore
INTELLIGENCE:	Average (8-10)
TREASURE:	T
ALIGNMENT:	Any evil
NO. APPEARING:	1
ARMOR CLASS:	2
MOVEMENT:	6, Fl 24 (B)
HIT DICE:	4
THAC0:	17
NO. OF ATTACKS:	3
DAMAGE/ATTACK:	1d3/1d3/1d3+1
SPECIAL ATTACKS:	Poison bite, wizard spells
SPECIAL DEFENSES:	Etherealness, regeneration
MAGIC RESISTANCE:	25%
SIZE:	S (2' tall)
MORALE:	Steady (11-12)
XP VALUE:	2,000



A sacaanti is a magical amalgamation of an imp and a quasit. Sacaantis are used by evil Zhentarim wizards as utterly loyal familiars. Only through powerful magic can a sacaanti be created.

Sacaantis look similar to both imps and quasits, except they do not have a tail. Most sacaantis are 2 to 3 feet tall, possess batlike wings, a thick leathery hide, and a fiendish appearance. To make up for the lack of a poison tail, sacaantis have more powerful wings than a normal imp. These give them a greater flight range and speed. Sacaantis do not have the ability to *polymorph* as an imp, but have the ability to cast spells.

Combat: Sacaantis attack with their two claws and sharp fangs. Although they do not have a poison tail, sacaantis have a poisonous bite. The victim of such a bite must make a successful saving throw vs. poison with a +2 bonus or suffer a massive heart attack, dying the next round. Sacaantis have 60-foot infravision.

Sacaantis are usually trained as wizards by their masters. Their effective spellcasting level is limited to one-third of their masters' level, rounded down. Melee combat is not the first choice of a sacaanti, and the creature often casts offensive spells from a distance or sneaks in close using *invisibility* or other such spells.

The master of a sacaanti can also cast spells through the creature, using it as a magical conduit. However, this is dangerous to the sacaanti, causing it 1 point of damage for every level of the spell. For instance, a wizard could cast *fireball* through his sacaanti familiar, using the sacaanti's sensory impressions to target the spell. The range limitations are treated as if the sacaanti originated the spell, but the sacaanti would suffer 3 points of damage (because *fireball* is a 3rd-level spell).

A sacaanti can become ethereal, at will, a number of times per day equal to the level of its master. If the creature chooses to do this instead of an attack in a combat round, then the sacaanti becomes ethereal before any attacks occur.

Sacaantis regenerate 1 hit point per turn, and confer this ability on their masters as long as they are within a mile. Many of the immunities of imps and quasits (such as to cold, fire, and normal weapons) are lost in the creature's creation. In exchange, sacaantis are not affected by holy symbols, the spell *holy word*, or other magical manifestations that banish extraplanar creatures from the Prime Material Plane.

Habitat/Society: First created in the magical labs of the Zhentarim nearly a century ago, sacaantis are extremely rare. Both imps and quasits are difficult to summon, and keeping the two in the same room is a near-

impossible feat. Sacaantis are created when, with two successful *polymorph* other spells and a carefully worded *wish*, an imp and quasit are joined together. This process is dangerous, and sometimes ends with the death of the two beings to be joined. Only half of the joined creatures survive. However, once a sacaanti comes into being, it becomes an unswerving ally of the spellcaster who created it—something one can never expect from an imp or a quasit.

From the moment of its creation the sacaanti is in telepathic contact with its master. The longer the link remains, the more the two become extensions of each other. If a sacaanti's master is knocked unconscious, the creature can take control of its master's motor functions and command the body to walk, run, or perform other tasks (excluding the casting of spells). When they wish to, both the sacaanti and its master can receive each other's sensory impressions (including infravision).

The death of a master or his sacaanti is devastating to the other. If a sacaanti dies while linked to his master, the wizard loses one level plus one level for every decade the two were joined. If this reduces the wizard below 1st level, the mage dies. If the two were joined less than a decade, the master falls into a coma 24 hours after the sacaanti's death for a number of weeks equal to the number of years the two were joined. If the master of a sacaanti dies, then the creature has 24 hours to enact its revenge before it too dies. This life-or-death link sets in immediately after the sacaanti is created.

Sacaantis and their masters dislike remaining apart for more than a few days. Sacaantis are always evil in alignment, but are either lawful, neutral, or chaotic, depending on the alignment of their masters.

Ecology: Sacaantis are more than errand boys or pets for Zhentarim wizards. They actually become extensions of the wizards, and the bond between the them is considered to be stronger than that between a wizard and a familiar. In many ways a sacaanti becomes the child a wizard never had, in addition to being a powerful tool of the spellcaster.

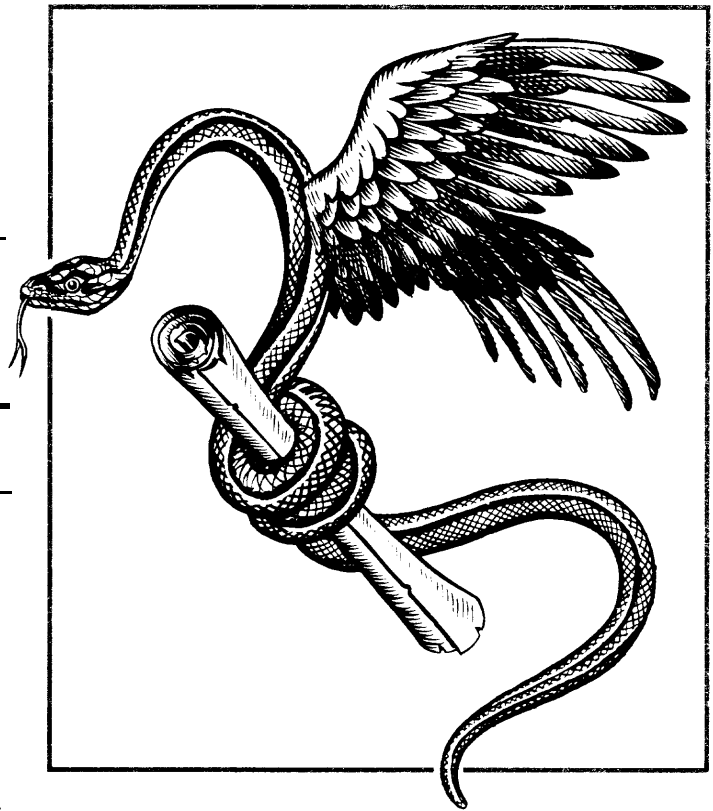
Sacaantis live on a diet of raw meat and must eat daily. The creatures have no need for sleep. They are surprisingly neat and clean, considering their origins.

Snake, Messenger

Ruins of Zhentil Keep Boxed Set

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CLIMATE/TERRAIN:	Any
FREQUENCY:	Very rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Any
DIET:	Omnivore
INTELLIGENCE:	Highly (13-14)
TREASURE:	Nil
ALIGNMENT:	Neutral
NO. APPEARING:	1
ARMOR CLASS:	4
MOVEMENT:	6, Fl 24 (B)
HIT DICE:	3
THAC0:	18
NO. OF ATTACKS:	1
DAMAGE/ATTACK:	1d6
SPECIAL ATTACKS:	Poison
SPECIAL DEFENSES:	Chameleon
MAGIC RESISTANCE:	30%
SIZE:	S (2' long)
MORALE:	Steady (11-12)
XP VALUE:	975



For reasons never explained, Zhentish wizards dislike working with most birds. There are times, however, when messages need to be carried, and magic can be undependable and erratic, or is needed for other purposes. For these situations, a strange little reptile was bred: the messenger snake.

Messenger snakes are 2 feet long, and their coloring is a metallic jade green. They have light green feathery wings resembling those of a parrot. They mimic human speech, speaking in a soft, hissing voice. Messenger snakes also have infravision (60-foot range) and an uncanny sense of direction.

Combat: Messenger snakes were not made for combat. However, in order to protect themselves, they have a bite that causes 1d6 points of damage and injects the target with venom that paralyzes a victim for 1d4 hours, unless the victim make a successful saving throw vs. poison.

The snake's coloration shifts and changes as necessary, making it 50% undetectable by casual sight. Add to this the fact that the snake's flight is 75% silent, and it makes for a very effective messenger. The snake can even blend in with the color of an overcast sky, so that persons looking up from the ground would have a hard time telling that one of the snakes was flying above their heads.

In order to help it on its appointed rounds, the messenger snake can *detect lie* at will, and it always asks the intended for identification (a name or code word that it has been taught with the message). The snakes also have a special *find the path* ability that has a 100-mile radius and can only be used to find the person they are told to seek. The snakes can fly 200 miles a day. They must rest for an hour after 100 miles of flight before continuing on.

Habitat/Society: The messenger snake can carry up to 2 pounds of weight in its coils. Most of the time, the burden is a scroll with a written message. The item can be seen as normal, despite the snake's blending ability. However, the snake is also able to repeat a verbal message of up to 100 words, giving it only to the one person it was intended for.

Messenger snakes are never encountered in the wild. They are all raised by wizards who keep close tabs on them. The snakes mate, laying a clutch of 2d4 eggs once a year.

The original secret of breeding messenger snakes from a root stock of other snake species has been lost. There is talk that Zhen-

tish mages are searching diligently for it, and will pay handsomely for any such information or its possible location.

Whenever a messenger snake is encountered, there is a 50% chance that it is carrying a small bundle. Roll 1d10 and consult the chart below:

1d10 Roll	Bundle Contents
1-2	A scroll, containing a letter
3	A scroll with 1d4 wizard spells of level 1d8
4-5	Some odd trinket or personal article
6	A pouch with spell components
7	A potion bottle (roll randomly)
8	A small pouch with 20 pp
9	A pouch with 1d4 gems worth d1100x10 gp
10	A small magical item (ring, figurine, etc.)

Ecology: The messenger snake is found wherever Zhentish mages are found: Zhentil Keep, the Citadel of the Raven, and Darkhold. They have also gained a measure of popularity in Mulmaster, Hillsfar, Tantras, Ravens Bluff, and the nations of Thay and Calimshan. Many nations and regions dislike messenger snakes. In Waterdeep, the Dalelands, and Cormyr, messenger snakes are shot down. In the Great Gray Land of Thar, the snakes are considered a delicacy.

Messenger snakes eat plants, insects, and small rodents, and live for about four decades. Rumor has it that the reason the Zhents are so frantic to find information on the origins of messenger snakes is that the snakes are becoming more intelligent, developing their own language, and refusing to serve. No one has ever been able to get a messenger snake to speak a word on its own, though, to confirm this.

Messenger snake eggs can be sold for up to 1,000 gp each; hatchlings fetch 2,500 gp.

Zhentarim Spirit

Ruins of Zhentil Keep Boxed Set

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CLIMATE/TERRAIN:	Any/Zhentarim-controlled areas
FREQUENCY:	Very rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Night
DIET:	Nil
INTELLIGENCE:	High (11-14)
TREASURE:	Nil
ALIGNMENT:	Any evil
NO. APPEARING:	1
ARMOR CLASS:	-2
MOVEMENT:	Fl 12 (C)
HIT DICE:	7
THAC0:	13
NO. OF ATTACKS:	1
DAMAGE/ATTACK:	1d8
SPECIAL ATTACKS:	Hit point drain, possession
SPECIAL DEFENSES:	+ 1 magical or better weapon needed to hit, spell immunities, invisible and intangible at will
MAGIC RESISTANCE:	Nil
SIZE:	M (5'-6' tall)
MORALE:	Fanatic (17-18)
XP VALUE:	6,000

A Zhentarim spirit is the essence of a Zhentarim wizard who met with a horrible death at the hands of his or her enemies or treacherous comrades. The spirit of the wizard is extremely vengeful, and by sheer force of will is remaining on the Prime Material Plane until a task is complete or until it takes revenge on those who slew it. Zhentarim spirits are extremely rare, and only the death of a wizard who is greater than 14th level can bring about the creation of one of these spiteful spirits.

Zhentarim spirits are semitransparent spirits that look somewhat like spectres, and those who confuse the two often end up dead. These spirits appear as they did at the time of their deaths, bearing their fatal wounds.

Combat: Zhentarim spirits can no longer cast spells of any kind, but can converse with Prime Material beings in the languages they knew in life. Zhentarim spirits are not undead in the normal sense of the word—that is, they are not affected by holy water, cannot be turned, and are not connected to the Negative Energy Plane. They are simply being held to the Prime Material Plane by their indomitable willpower, refusing to go to their final rest (or judgment) until their killers have been dealt with. A Zhentarim spirit can become invisible and intangible at will, but must materialize to attack.

Zhentarim spirits primarily target their killers. The attack of a Zhentarim spirit drains the hit points of its victim at a rate of 1d8 per strike. The loss of these hit points is permanent to the target of the spirit's vengeance (its killer or killers), while all others regain lost points as normal.

Zhentarim spirits can also possess people through the use of a magic jar ability that they can attempt once per round; a spirit can only possess one person at any one time. A Zhentarim spirit must be within at least one-half mile of the possessed victim to exercise control over him or her. The spirits often use possessed victims to get close to their targets and either kill or injure them. A spirit must relinquish possession of a person before attacking a victim with its draining touch.

Depending on the power possessed by a spirit's intended victim or victims, it will use extreme caution or a straightforward attack. Once those responsible for the death of the spirit's mortal form are dead, the creature will depart for its judgment on the planes. It is



impossible to fool the spirit about the death of its victim—it will know if that person (or group of people) is truly dead or not.

Killing Zhentarim spirits is a difficult thing, as they reform by force of will after 100 days if reduced to fewer than 0 hit points. The only way to completely destroy Zhentarim spirits is to kill them using a *finger of death*, *power word, kill*, or *wish*. They receive normal saving throws against these spells.

Zhentarim spirits are immune to all spells except *magic missile*, *protection from evil*, *finger of death*, *power word, kill*, and *wish*; all others simply pass through the creatures as if they were immaterial. They are also immune to weapons not of a magical nature (of at least +1 enchantment) and take only normal damage from a *mace of disruption*.

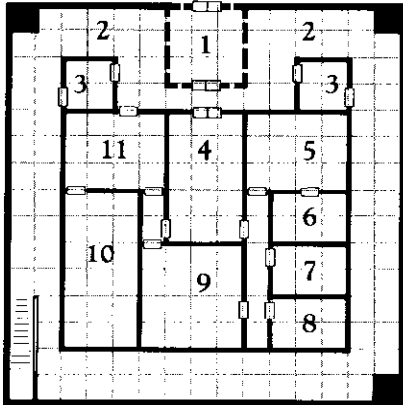
Habitat/Society: The determination of Zhentarim spirits to annihilate their killers is exceptional, and these creatures defy final judgment for indefinite and extended periods to exact their revenge. This is done through these spirits' force of will (minimum Wisdom of 16), aided by their connection with the magical arts (minimum of 14th-level wizard).

These spirits have so far only been linked with wizards of the Zhentarim, and many think the tendency of Zhentarim wizards to form these spirits is attributable to magical means that they use to extend their lives. A vengeful Zhentarim spirit is formed one to two days after the death of an appropriate Zhentarim wizard, and it immediately sets about planning its revenge.

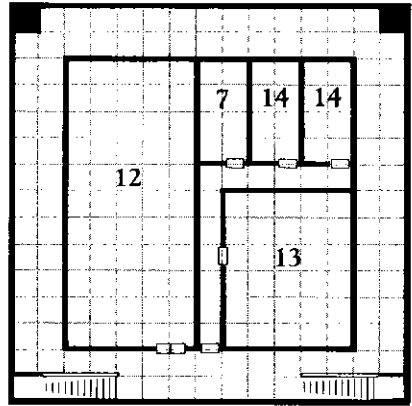
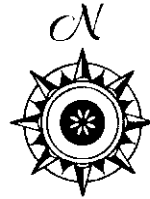
Ecology: Zhentarim spirits have no need for sustenance or rest, and they continuously seek the destruction of their killer or killers. These spirits exist on the Prime Material Plane until their victim dies or they are destroyed.

The Flaming Tower

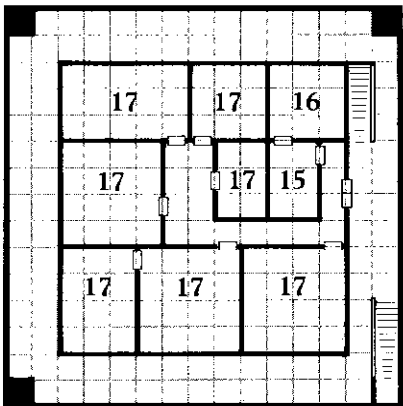
One square = 20 feet



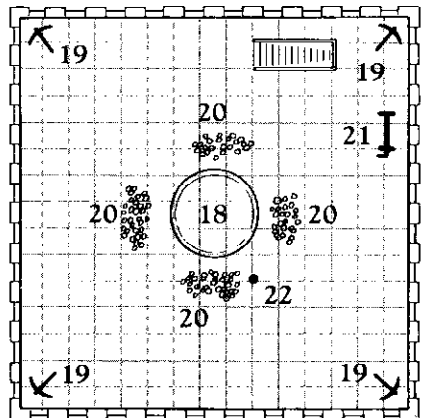
1st Floor



2nd Floor



3rd Floor



4th Floor

The Flaming Tower

This gigantic structure was originally constructed by a set of fire giant brothers. It is the last Zhentish outpost left uncontested in the Dalelands. The Flaming Tower rests in the shadow of the Temple in the Sky, which is tethered to the roof of the tower by a long, heavy magical iron chain. The tower was destroyed by the Knights of Myth Drannor in the Year of the Morninglord, but has since been rebuilt.

The tower gets its name from the elevated bonfire that rests on its roof. This fire is lit if an invading force is spotted heading toward the Citadel of the Raven, alerting the Citadel to the attackers.

The Flaming Tower has solid black granite walls. After its earlier destruction, the walls of the tower were physically and magically reinforced, and the building can now easily withstand battering rams and powerful magic.

A force of 40 Zhentilar soldiers (36 LE hm F5, 3 LE hm F7, 1 LE hm F9) operates the tower. They wear chain mail (AC 5) and use long swords when they fight hand-to-hand. The soldiers are aided by a family of fire giants (a father and his four sons) who are distant cousins of the tower's original creators. The fire giants are paid handsomely by Zhentil Keep to present a show of force here. The fire giants fight with gigantic two-handed swords and hurl rocks from the roof of the Tower when necessary.

General Notes: The ceilings throughout the Flaming Tower are 25 feet tall. All of the floors of the Tower are constructed with an encircling hallway. Arrow slits every 10 feet line the outer walls at a height of 5 feet, and quivers of sheaf arrows and long bows hang from pegs stationed every 20 feet or so along the inside wall. The soldiers of the Tower work in eight-hour shifts. One group of three Zhentilar patrol the base of the Tower constantly. Sometimes they are mounted, sometimes on foot.

1. Entryway: The door to the Flaming Tower is constructed of hardwood and reinforced steel, and is 20 feet in height. The door can withstand 300 points of damage before collapsing. Both the interior and outside walls of this courtyard area have the arrow slits mentioned in the General Notes.

2. Guardposts: One fire giant is located at one of these guardposts, along with a Zhentilar soldier. The other guardpost is manned by two Zhentilar.

3. Armory: The Zhents store extra arrows, bolts, long bows and crossbows (light and heavy), extra long swords, and other weapons here.

4. Gathering Hall: This main hall is where the soldiers and giants gather for most meals. It holds a huge table and many chairs, stools, and benches.

5. Kitchen: This is obviously a food preparation area. A large fireplace with both a small spit and a double oven is built into one wall. The fireplace has no chimney, as it is magically vented. Bins and shelves around the room hold staples, spices, vegetables, and cooking pots and pans. Two Zhentilar are here preparing meals 16 hours out of every day.

6. Cold Storage: This room is kept cool magically by a spell that passing Zhentarim wizards periodically renew. It is filled with meats and perishable fruits and vegetables.

7. Privy: The privy wastes are periodically emptied outside.

8. Well Room: The Flaming Tower is built over a good well, and could stand a long siege because of this.

The well is covered by a heavy, hinged wooden cover with a hole cut in one side, big enough to admit a bucket on a rope, which hangs from a pulley on the ceiling.

9. Staple Storage: This room holds long-term food staples. At the insistence of Zhentilar commanders, there are no alcoholic beverages present except weak beer.

10. Stables: Six horses are kept here for the Zhentilar to use. The stable could probably hold a couple more, but then would become cramped.

11. Tack and Feed: This room contains horse tack and equipment for repairing it, pitchforks, bales of hay, barrels of grain, and a salt lick.

12. Activity Room: Group activities like arms practice, weapons and armor repair, games, and lounging about while drinking take place in this room, which is big enough to enough allow the fire giants to take part.

13. Fire Giant Quarters: Five enormous beds occupy this chamber. Three giants are on watch at any one time, while the others either rest, eat, or hunt for game in the countryside. The giants keep the following items locked in a chest against one wall: 550 gold pieces, 224 silver pieces, and 5 uncut diamonds worth 300 gp each.

14. Zhentilar Barracks: Twelve Zhentilar are sleeping here (six in each room) at all times. These are the soldiers who are on their sleep shift. Since none of the Zhents truly trust each other, personal wealth is not left unguarded in the footlockers here.

15. Leader's Conference Room: This room has a meeting table and chairs, and holds a few charts of the area around the Flaming Tower.

16. Leader's Quarters: Pitsmin Finival, the Zhentilar captain in charge of the Tower (LE hm F9; STR 16, CON 16, WIS 16), lives here in comfortably furnished quarters. He has a *long sword* +2 and *chain mail* +2, and wears a *ring of invisibility*. He has let his men know about the ring to make them think he may be watching them at any time.

17. Storage: These rooms contain stored goods. Spare parts, spare weapons, food staples, broken and unused furnishings, and even empty containers are stored here, among other things.

18. Signal Fire: The large signal fire rests on a 15-foot elevated platform. The wood is soaked in oil and ignites with the slightest spark. A flint and steel is located nearby. Two fire giants and four Zhentilar soldiers keep watch on the roof.

19. Ballista: A large ballista is positioned at each of the tower's four corners, mounted to aim into a 180° arc. When manned, each ballista has a trained three-man crew and ammunition for 20 shots. A fully manned ballista can be fired once per round, inflicts 3d6 points of damage, and has a range of 5/20/40.

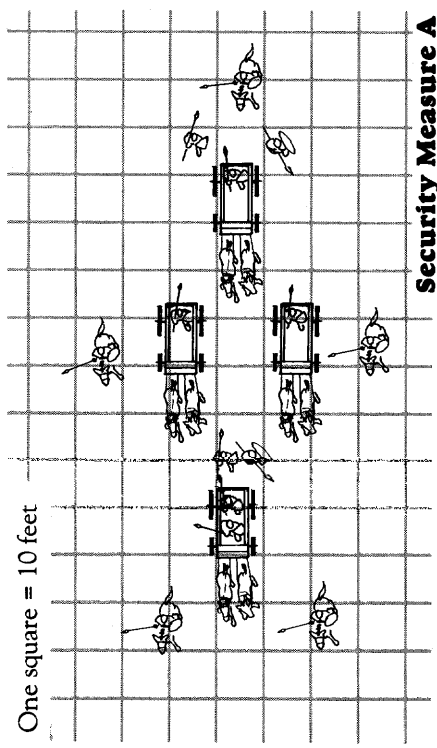
20. Boulders: These piles of boulders are the ammunition for any rock hurling the fire giants wish to do. There are four piles of approximately 35 boulders each.

21. Fire Giant Barbecue Spit: The fire giants like to spit-roast whole animal carcasses (or multiple carcasses). Since the kitchen is not big enough to accommodate their appetites, they have erected this spit on the roof. Often the fire giants on roof watch combine their duties with tending this spit.

22. Chain: This is the point where the Temple in the Sky is attached to the Flaming Tower.

Zhentarim Caravans

One square = 10 feet



Security Measure A

Security Measure B

Zhentarim guard

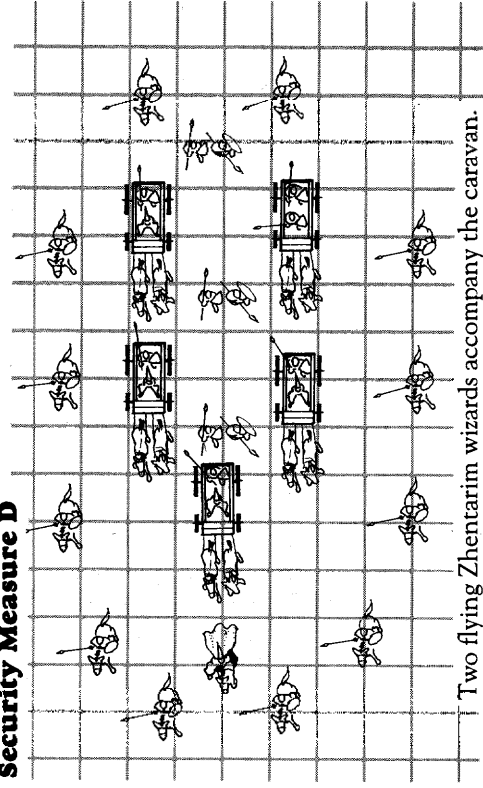


Zhentarim wizard



Security Measure C

Security Measure D



Two flying Zhentarim wizards accompany the caravan.

Zhentarim Caravan

The Black Network puts a great deal of thought into transporting its goods from one place to another. The caravan layouts on the other side of this card show typical security arrangements for Zhentarim caravans, from those carrying legal everyday products to rare precious metals or magical items to contraband, like slaves. Security increases incrementally, depending on the value of the cargo. The security measures are defined below.

Security Measure A: 14 Zhentilar soldiers (LE hm & hf F3).

Security Measure B: 14 Zhentilar soldiers (LE hm & hf F4) and 3 Zhentarim mages (LE hm & hf M5).

Security Measure C: 16 Zhentilar soldiers (LE hm & hf F5) and 4 Zhentarim mages (LE hm & hf M7).

Security Measure D: 24 Zhentilar soldiers (LE hm & hf F7), 5 Zhentarim mages (LE hm & hf M5), and 2 flying Zhentarim mages (LE hm & hf M8) either mounted on hippogriffs or other flying creatures, or using magical items to fly.

Zhentarim Caravan Contents and Security

Roll 1d100 and consult the following list to determine what a random caravan is transporting, along with the level of security for the goods.

01–35% Foodstuffs: The Zhentarim deal in many foodstuffs including grains, fresh and dried meats, fruits, fresh water (in the desert), and vegetables. Many of these caravans (60%) also convey cheap wine and ale. A smaller number (20%) also carry a few luxury food items, such as exotic spices, rare herbs, sweetmeats from foreign lands, or pickled or preserved plants or meats from far-away countries. *Security Measure A.*

36–52% Ore: The ore carried can range from metal ores (40%) containing iron, copper, lead, or tin, among other metals, to building stones such as granite or limestone (40%), to semiprecious stone ores (20%) like bloodstone, angelite, azurite, blue-stone, crown of silver, goldline, hematite, malachite, agate, ophealine, satin spar, quartz in its many forms, and many others. (For a good idea of what kinds of gems are found in the Realms, from fancy stones to precious ones, see *FORGOTTEN REALMS® Adventures*.) Such ore is mined in the Dragonspine Mountains, the hills north of Citadel of the Raven, the Sunset Mountains, and the mines of Tethyamar. Because they carry such heavy cargo, these caravans often have extra horses or oxen, or reinforced wheels and axles. *Security Measure A.*

53–65% Weapons: In addition to supplying the Zhentilar with weapons, the Zhentarim sell arms to anyone who is not likely to bear them against the Black Network. They also make a large profit by selling inferior weapons at inflated prices during times of war to both their allies and enemies. Weapons are usually of the melee variety (70%), with occasional shipment of bows and arrows or bolts (30%). *Security Measure B.*

66–70% Fabrics & Silks: Difficult-to-obtain fabrics, such as linen from the area of Chessenta, Unther, and Mulhorand, and rare silks from far-off Kara-Tur are popular items among the Heartland's wealthy. Many bolts of cloth begin their journey with the Zhents in Sembia or Waterdeep, or even from as far away as Turmish. *Security Measure B.*

71–78% Lumber & Wood Products: Heavy timber, cut planks, and wood chips are needed in all major cities and by the tribes of the Anauroch. Much of the timber the Black Network sells comes from lumbering activity at Snowmantle and in the Border Forest north of the Citadel of the Raven. The wagons of these caravans have extra horses or oxen, or reinforced wheels and axles. *Security Measure A.*

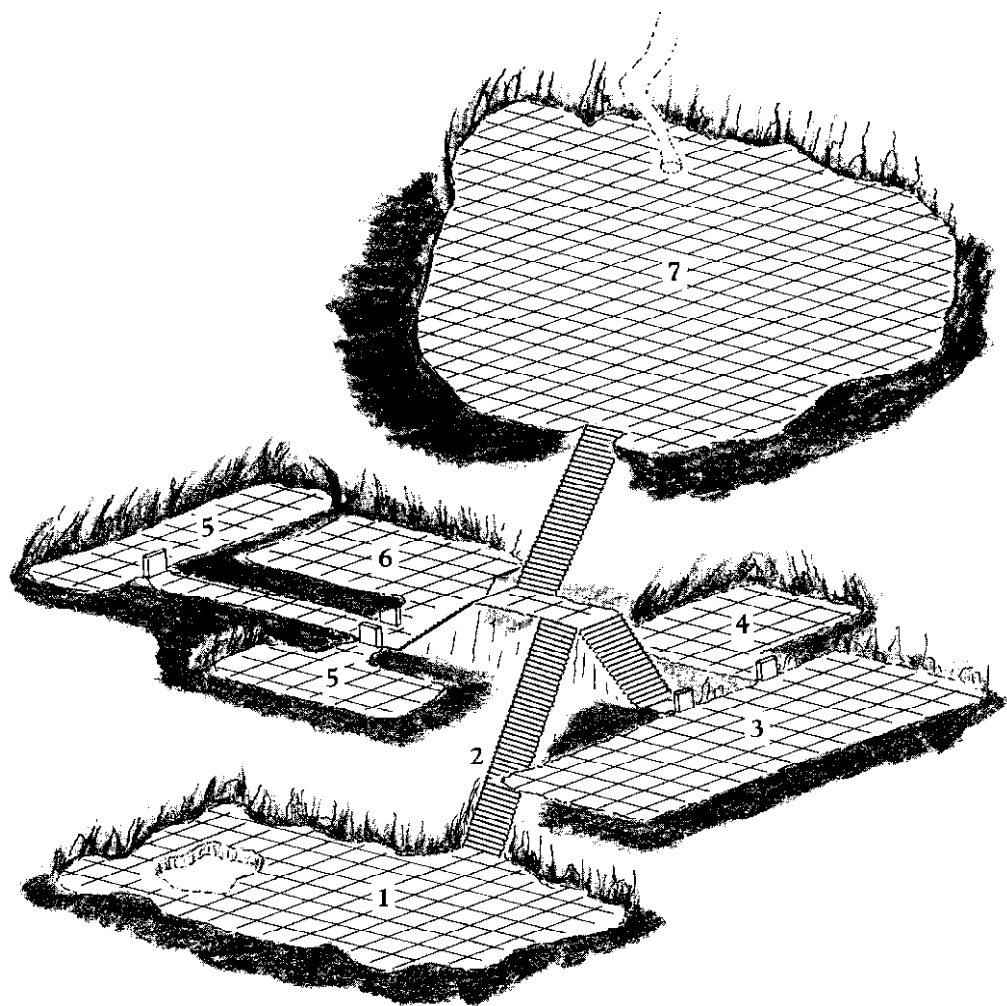
79–83% Slaves: Human and demihuman slaves are traded to the drow of the Underdark, corrupt nobles of Zhentil Keep, and beyond. The slaves are chained together in groups of six to ten. When passing through territory where the practice of slavery is censured, the slaves are loaded in covered wagons for transport. Elsewhere, the wagons merely provide support for the guard personnel and the slaves must walk. *Security Measure C.*

84–93% Invasion Force: If the Zhentarim wish to move troops, magical strike forces, or spies into a community, it is easy to move them hidden in wagons supposedly filled with extremely valuable trade goods. These caravans are heavily guarded, cleverly adding numbers to the invasion force. *Security Measure D.*

94–00% Magical Items & Other Rare Items: Powerful magic, rare antiquities, precious gemstone ore or gemstones, gold, and silver are often used and dealt in by the Black Network, and often these items cannot be transported magically. These caravans are guarded by skilled warriors and powerful wizards. Sometimes priests of Bane or Cyric also accompany these shipments. (There is a 20% chance of 1d4 LE hm & hf C5-C9. Roll 1d4+5 for level of each cleric.) *Security Measure D.*

The Temple in The Sky

One square = 10 feet



Temple in The Sky

The Temple in the Sky is an enormous chunk of strange rock that defies gravity by a means unknown to wizards and sages of the Realms—it just floats. The temple is made of black and brown stone, is taller than it is wide, and has a rough, jagged exterior. The bottom of the temple is tethered to the top of the Flaming Tower by a quarter mile of heavy iron chain, magically strengthened to keep it from breaking in rough weather.

It is unknown who created the Temple in the Sky or exactly when it was created, just that it has floated across Faerûn for hundreds of years. The Temple in the Sky was once the home of the Voice of Bane, heard through the beholder Xantriph, who was later slain by the Knights of Myth Drannor. Following the death of Bane, the temple was once again tethered to the Flaming Tower by a savage beholder Beast Cult. The beholder Xulla now rules the Temple in the Sky. Many cultists live in the temple and carry out its every whim. The Black Network is rumored to have made some secret pact with Xulla following the Time of Troubles that links the forces of the temple and the Flaming Tower.

Twenty-four cultists and their leader are here at any one time, as well as the beholder Xulla. The cultists are LE hm F4s armed with short swords and light crossbows, wearing hide armor (AC 6). They will all immediately become demoralized if Xulla is killed. The beholder cult leader, Travin Murl, is a LE hm P7 (STR 16, WIS 16, CHA 16). He is a specialty Beast Cult priest, and has major access to the All and Animal spheres, and minor access to the Charm sphere. His spell complement is 5/5/2/1. He is also wearing hide armor, and he uses a long sword and a light crossbow.

All ceilings in the Temple in the Sky are 20 feet in height unless otherwise stated.

1. Entrance/Stables: Because the Temple is over a quarter mile up in the sky, the only way to reach it is by griffon or other flying creature. Any creature used to reach the temple is stabled here, as are four griffons used by the cult. With the exception of this chamber, the entire temple is lit with *continual light*. This chamber has five torch holders on the walls with torches in them. One or more of these are lit when illumination is desired in the stables.

2. Stairway: The stairs from the stables are extremely steep and somewhat irregular in height. Any combat or other vigorous activity on the steps requires a player character to roll an ability check against Dexterity at a -2 penalty. Characters who fail the check lose their balance and

fall 1d6x10 feet before becoming wedged against the wall. They suffer 1d3 points of damage for each 10 feet they fell.

3. Common Room: This chamber acts as a gathering area for the cult members. Many of their meals, which consist of raw meat from a variety of creatures, are eaten here on the cold stone floor. Bones and refuse litter the room. The smell is not pleasant, as the sweet odor of rotting meat clings to the area.

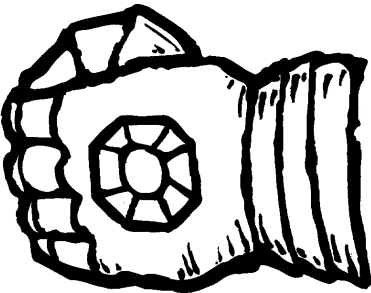
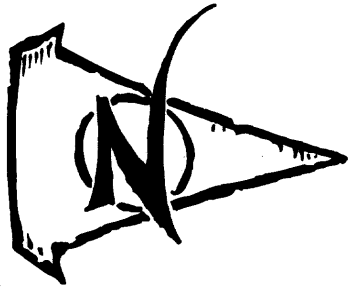
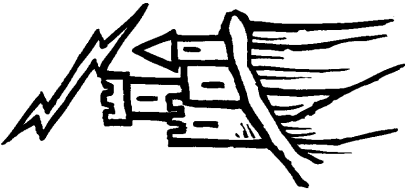
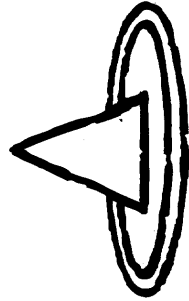
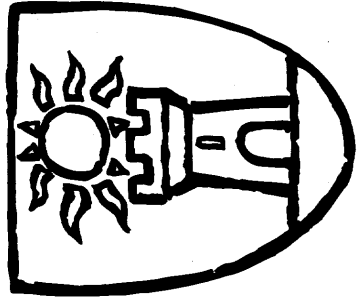
4. Storage: Extra short swords and crossbows are stored here, as are rough, poorly tanned or green hides from animals eaten as food. Uneaten cuts of meat hang from hooks in the ceiling, and knives and tools for dressing animal carcasses rest carelessly on and about two butcher tables with scarred tops. Many other assorted odds and ends have been carelessly tossed into the corners of this chamber.

5. Sleeping Chambers: These are the quarters of the common cultists. Filthy straw mats line the floors of the chambers, and a rank smell emanates from the bedding. The bedding smells pleasant compared to the odor emanating from the buckets that are being used as latrines, found in one corner of each of these rooms.

6. Cult Leader's Chambers: The left side of this chamber is literally a nest of foul straw, animal hides, and the bones of past meals. Hidden amidst the straw are 306 gp, 240 sp, 104 cp, four diamonds worth 400 gp each, and a potion of *cloud giant strength*.

7. Beholder Audience Chamber: This vast chamber is home to the beholder Xulla and is where the creature is found. The chamber is also where cultists pay homage to it. The ceiling here reaches 70 feet in height, and the beholder often hovers near the highest points. The cultists hold daily ceremonies in reverence of their patron in which they offer Xulla up a meal in the beholder's honor—often a human meal.

8. Escape Route: A shaft in the ceiling of the audience chamber provides a way out of the temple for a levitating beholder, should Xulla be attacked.



Fzoul Chembryl™

16th-Level Cleric

Personal Sigil

Fzoul is a former high priest of Bane. After the Time of Troubles he served Cyric, but in the wake of the *Cyrinshad* debacle his loyalties have shifted again. He is a member of the Black Network's Inner Circle. Fzoul's constant quest for personal power has been felt by innocents across the Realms. He is also known to have extensive dealings with beholders.

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Lord Orgauth of Zhenril Keep™

15th-Level Fighter

Personal Sigil

Before the *Cyrinshad* debacle and the razing of the majority of Zhenril Keep in 1368 DR, Orgauth was one of 16 lords of Zhenril Keep. After those events, Orgauth is the lord of the Keep. Orgauth is revelling in his role as sole lord, and his show of force has been instrumental in the rebuilding of the Pride of the North.

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Manshoon™ of the Zhenatarim

19th-Level Mage

Mage Sigil

Founder of the Black Network and a member of its Inner Circle, Manshoon is a powerful and evil wizard who will let nothing stand in the way of his quest for power. Manshoon's skill as a wizard rivals that of the other great mages of Faerûn. Although he has supposedly died many times, Manshoon has found some way to cheat death, which has foiled his enemies from sending him to his final fate thus far.

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Sememnon™ of Darkhold

15th-Level Mage

Mage Sigil

A former apprentice to Manshoon, Sememnon is the Master of Darkhold and the junior member of the Zhenatarim's Inner Circle. Sememnon is often found pursuing the designs of the Black Network across the Realms. He is ambitious, but patient. He possesses a great hatred for Harpers.

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Darkhold

Heraldic Device

Heraldry and Badges

Darkhold is a high-spired keep nestled on the slopes of a peak known as the Grey Watcher. The Zhenatarim seized control of the castle in 1312 DR from the lich-queen Varalla. Darkhold is the Zhenatarim's western base of operations, and works to establish a secure trade route to the western Heartlands and a foothold against the ever-vigilant forces of Aoun IV of Cormyr.

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The Zhenatarim

Badge

Heraldry and Badges

The Black Network seeks to dominate the Heartlands through trade and political intrigue, as well as force. It is involved in the slave trade, both with nations that tolerate or encourage the abominable practice and with the drow. However, it gains most of its influence through technically legal trade ventures and strong-arm economic leverage. It operates primarily out of its three power centers: Zhenril Keep, Darkhold, and the Citadel of the Raven.

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Zhenril Keep

Heraldic Device

Heraldry and Badges

Perched on the western shore of the Moonsea, Zhenril Keep is the birthplace of the Zhenatarim and the home of some of the wealthiest and most ruthless people of Faerûn. The lords of the city deal openly and cunningly in everyday commerce, while covertly planning the demise of other cities of the Heartlands. The Keep's fairly deep port is its strongest geographical asset and the reason for its continued mercantile dominance of the region.

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Citadel of the Raven

Heraldic Device





Heraldry and Badges

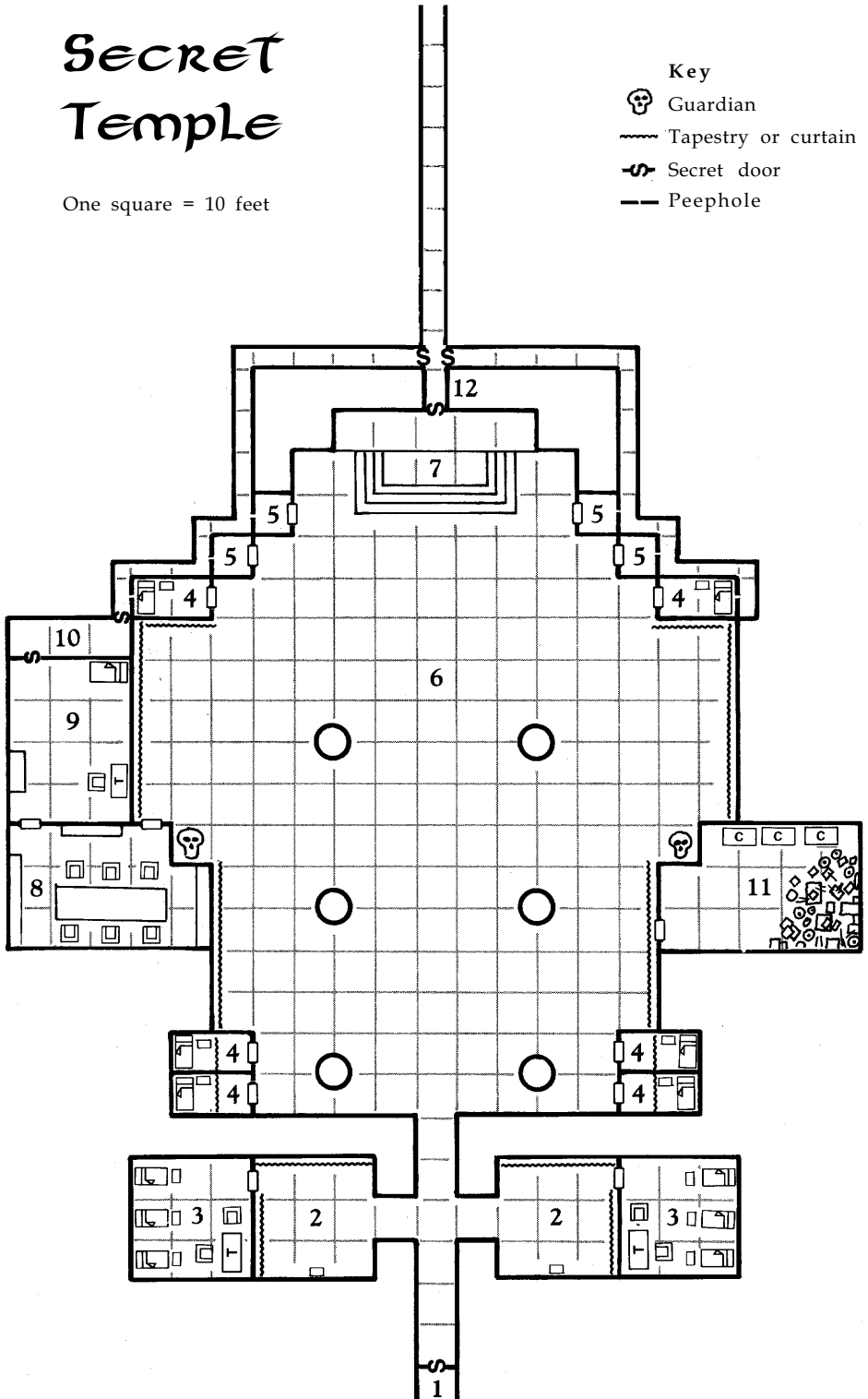
Nestled amidst the peaks of the Dragonspine Mountains, the Citadel is a chain of interconnecting ruined fortresses whose origins are shrouded in mystery. The Citadel was restored from a decrepit state by the combined forces of the Heartlands. Treachery by the Zhenits in the Year of the Cruibling Keep gave control of the structure to the Zhenatarim.

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Secret Temple

One square = 10 feet

- Key
-  Guardian
 -  Tapestry or curtain
 -  Secret door
 -  Peephole



Secret Temple

Sinister temples to Bane, and later Cyric, can be found in many villages and cities across Faerûn. These temples are hidden from the eyes of the general populace because the worshipers of evil deities rightfully fear retribution by the forces of good. Many of these temples are hidden beneath warehouses or the residences of lords and nobles, or are squirreled away deep within a city's sewer system. The worshipers of these wicked gods protect their shrines with dogged perseverance. Only others of their faith are welcome; all others will be offered up as sacrifice to their deity as punishment for intruding.

A minimum of 20 clerics of one evil faith are here at any one time, as well as a high priest and two undead guardians under his or her control.

1. Entrance: The entrances to these hidden temples are often trapped with poison needles (successfully save or die) or magical *glyphs of warding*. The tripping of these traps alerts those inside to the presence of trespassers outside their domain. Other types of traps include poison gas, flying darts, or pits that open at the door, capturing intruders.

2. Guard Rooms: These chambers each hold three acolytes (six total NE hm & hf C2; Wis 14) who take turns monitoring the temple entryway for the entrance of their fellow brethren or malicious intruders. They are wearing scale mail (AC 6) and are armed with footman's maces. While the acolytes are engaged with the intruders, one of their number casts *sanctuary* on himself or herself and flees to warn the remainder of the clergy. The rooms each hold an unlocked wardrobe containing loose robes. Their walls are draped in plain wall hangings depicting symbols of the appropriate faith.

3. Acolytes' Chambers: These rooms are where the acolytes of the temple sleep. They contain tiny cots with locked chests at their feet (in which the acolytes keep their belongings), and a scarred table with two chairs. When appropriate, the DM may decide that one or more acolytes are sleeping here rather than on duty in a guard chamber.

4. Underpriests' Chambers: These are the cells of the mid-level priests of the temple. They are also used as accommodations for important guests who must sleep overnight in the temple. Each chamber contains a simple bed and a large, flat-topped chest that is locked. A comfortable rug covers the floor, and a curtain can be pulled across the room to hide the bed from view. Usually the two cells located nearest the altar are used as guest rooms to allow the high priest to spy on guests. These two chambers do not have curtains.

5. Holding Chambers: These chambers have sturdy locks on their doors. They are used to hold disbelievers or others who are to be punished at the

hands of those who dwell here. The chambers are filthy and lice-ridden, with a thin layer of mildew-covered straw on the floor. There is a 40% chance to find a victim trapped here.

6. Grand Worship Hall: This vast hall is host to ceremonies in the name of the evil god worshiped here. Large pillars of stone line either side of the chamber, and an undead guardian (a zombie or skeleton, two total) under the control of the high priest can be found lurking in the shadows to either side. The chamber's ceiling is 30 feet in height.

The remainder of the clergy and the high priest are found in this area. There are six evil clerics (NE hm & hf C4; Wis 15) present, wearing scale mail (AC 6) and armed with footman's maces. The high priest (NE hm or hf C7; Wis 16) wears *chain mail +1* (AC 4) under a tunic and uses a *footman's flail +1*.

7. Dark Altar: The center of worship in the temple, the altar is crafted of dark granite or obsidian. Flanking it are two candelabras, an unholy water font is located to its left on the floor, and a huge tapestry occupies the entire space behind it from floor to ceiling. It radiates evil and may have suspicious dark stains on its surface.

8. High Priest's Conference Room: A large meeting table and chair occupy most of this room, which also features three bookcases of religious texts and reference works.

9. High Priest's Chambers: This chamber reveals its owner's status through its size, rather than the richness of its furnishings. The room contains a small desk and chair, writing supplies and candlesticks, a small priedieu, and a large comfortable bed.

10. Secret Chamber: Any magical treasure of the temple is stored here in a locked and trapped chest. Also located in the chest is the temple's treasury. How wealthy the treasury is depends on the wealth of the temple's supporters and how influential it is in the city or town where it is located. Typical treasure includes 2d100 gp, 2d100 sp, 5d6 pp, and 1d3 potions.

11. Storage Room and Armory: Supplies of all sorts and extra or broken furnishings are stored here. Several locked chests are located against one wall. They contain fine altar linens, beeswax candles, incense, extra ceremonial garments, and other ecclesiastical supplies, but nothing of great value. Also found here are any extra melee or missile weapons the temple may have.

12. Secret Passages: These narrow passages provide escape for the high priest should the temple be invaded by superior forces. The passages also serve to let the high priest spy on prisoners and certain underpriests through peepholes concealed in the walls.

Zhentil Keep Ruins

Random Encounters

All of the creatures used in this encounter table can be found in the *MONSTROUS MANUAL™* or the *MONSTROUS COMPENDIUM®* booklet in this boxed set. Entries with an asterisk next to them have a note in the Notes section.

Encounter	Day	Night
Banedeath (2d6)	01-04	01-03
Banelich (1)	—	05
Bats* (1d100)	—	06-07
Beholder (1)	05-06	08
Burnbones (1)	—	09
Centipedes, huge* (4d6)	07-10	10-12
Doppelganger (1)	11-13	13-14
Drow visitors* (2d4)	—	15-16
Dwarves, hill* (6)	14-18	—
Falcon (1)	19-21	—
Feral dog pack* (4d4)	22-26	17-19
Feyr, great (1)	27	20
Fire beetles, giant (3d4)	—	21-23
Frost giants (1d6)	28-32	24-27
Galltrits (1d4)	—	28-29
Gargoyles (2d6)	33-36	30-32
Ghoul pack (2d12)	—	33-34
Giant toads* (2d4)	37-39	35-36
Gnoll raiders* (2d6)	40-41	37-40
Gremlins (1d6)	—	41-42
Guardgoyale (1)	42-43	43
Human thugs* (2d6)	44-47	—
Lich (1)	—	44
Looters* (3d6)	48-52	—
Lost pet* (1)	53	45
Magedoom (1)	54	46
Orc scavengers* (3d6)	—	47-50
Otyugh (1)	55-59	51-53
Owl (1)	—	54-55
Phantom (1)	60-62	56-58
Poltergeists (1d8)	—	59-60
Ravens* (4d8)	63-66	—
Scarlet dancers* (1d10x10)	—	61-64
Skeletons* (3d10)	67-72	65-67
Snyads (1d8)	73-74	68-69
Spiders, large* (2d10)	75-78	70-73
Trolls* (1d4)	—	74-75
Undead beholder (1)	79	76
Unstable structure*	80-83	77-79
Vampire* (1)	—	80
Vultures* (4d6)	84-87	—
Wandering undead*	—	81-82
Wererats (2d6)	88	83-85
Weretiger (1)	89	86
White dragons, young adult (1d3)	90-92	87-89
Wights* (1d4)	—	90-92
Zhentarim survivor* (1)	93	—
Zhentilar expedition* (14)	94-97	—
Zhentish sewer rats (3d8)	—	93-96
Zombies* (3d8)	98-00	97-00

Notes

Bats: This swarm of bats is not menacing, although it may unnerv anyone who encounters it. If the vampire is encountered, these are the bats that can be summoned by it. This encounter is with large bats (3d6) 20% of the time, but they cannot be summoned by the vampire.

Centipedes, Huge: This encounter is with giant centipedes (2d12) 30% of the time, and with megalocentipedes (1d4) 10% of the time.

Drow Visitors: This curious party has come up from the Underdark through the sewers, and it seeks to loot some of the Keep's famous magic. It is led by a CE of C9 of Lloth, who is accompanied by a CE em M5/F6 and a CE of C7/F6. All remaining drow in the group are CE em F3s.

Dwarves, Hill: These dwarves have come in search of treasure and glory, and to slay giants. They are hostile only if provoked, unless a giant accompanies the group. These group members are all male dwarves. One is an F7, one is a C7, one is a C5/F4, and the rest are F2s-F5s. They are of any non-evil alignment.

Feral Dog Pack: Natural selection has ensured that only the toughest of these guard dogs and escaped pets survived the razing of the Keep. These animals use the statistics for war dogs.

Giant Toads: This encounter is with giant poisonous toads (1d4) 30% of the time.

Gnoll Raiders: Once allied with the frost giant invaders, many of the gnolls have since broken off and formed their own scavenging parties.

Human Thugs: These thugs are fairly tough. They are looking for easy loot, but will fight almost any group equal to them or less in number. They are T4s-T6s and F3s-F5s of any non-good alignment.

Looters: These looters are fairly cowardly people who are out for a quick gold piece for little effort. They are N hm & hf T1s-T3s and F1s-F2s. They only fight if someone tries to take the little they've found (2d10 gp in assorted coins and two art objects), and they flee if more than two of their number fall.

Lost Pet: Most often the lost pet is a domestic cat or dog that has somehow managed to survive. It is incredibly cute and desperately needs to be taken out of the ruins before it becomes something's lunch. At the DM's discretion, a lost pet might be something more exotic, like a mountain lion.

Orc Scavengers: Groups of orcs, either remnants of the Zhentilar forces or tribes from Thar,

wander the ruins in search of gold or other valuables.

Ravens: A flock of crows swoops in to feed. There is a 20% chance they are giant ravens (4d4), and a 5% chance they are huge ravens (2d4).

Scarlet Dancers: Released from the sewers of the Keep, a cluster of scarlet dancers roams the ruins in search of blood. Dancers are especially attracted to the scent of blood.

Skeletons: This encounter is with monster skeletons (1d6) 30% of the time, and with animal skeletons (1d10) 10% of the time.

Spiders, Large: Rather than large spiders, this encounter is with huge spiders (2d6) 35% of the time and giant spiders (1d8) 15% of the time.

Trolls: A small group of trolls have moved into the ruins, and they patrol the wreckage at night in search of food.

Unstable Structure: A nearby building or underground cavern, weakened by the razing of the Keep, collapses due to stress. All involved must make a successful saving throw vs. breath weapon or sustain 3d6 points of damage and become pinned or trapped.

Vampire: The destruction of Zhentil Keep has not diminished this creature's need for blood. It always flies through the ruins of the Keep first in its nightly search for victims before heading for the occupied southern section. The vampire can summon bats easily to assist it (see the Bats note).

Vultures: There is a 30% chance that these are giant vultures (2d6).

Wandering Undead: A mixed group of zombies (2d10) and ghouls (1d6) shuffles through the streets.

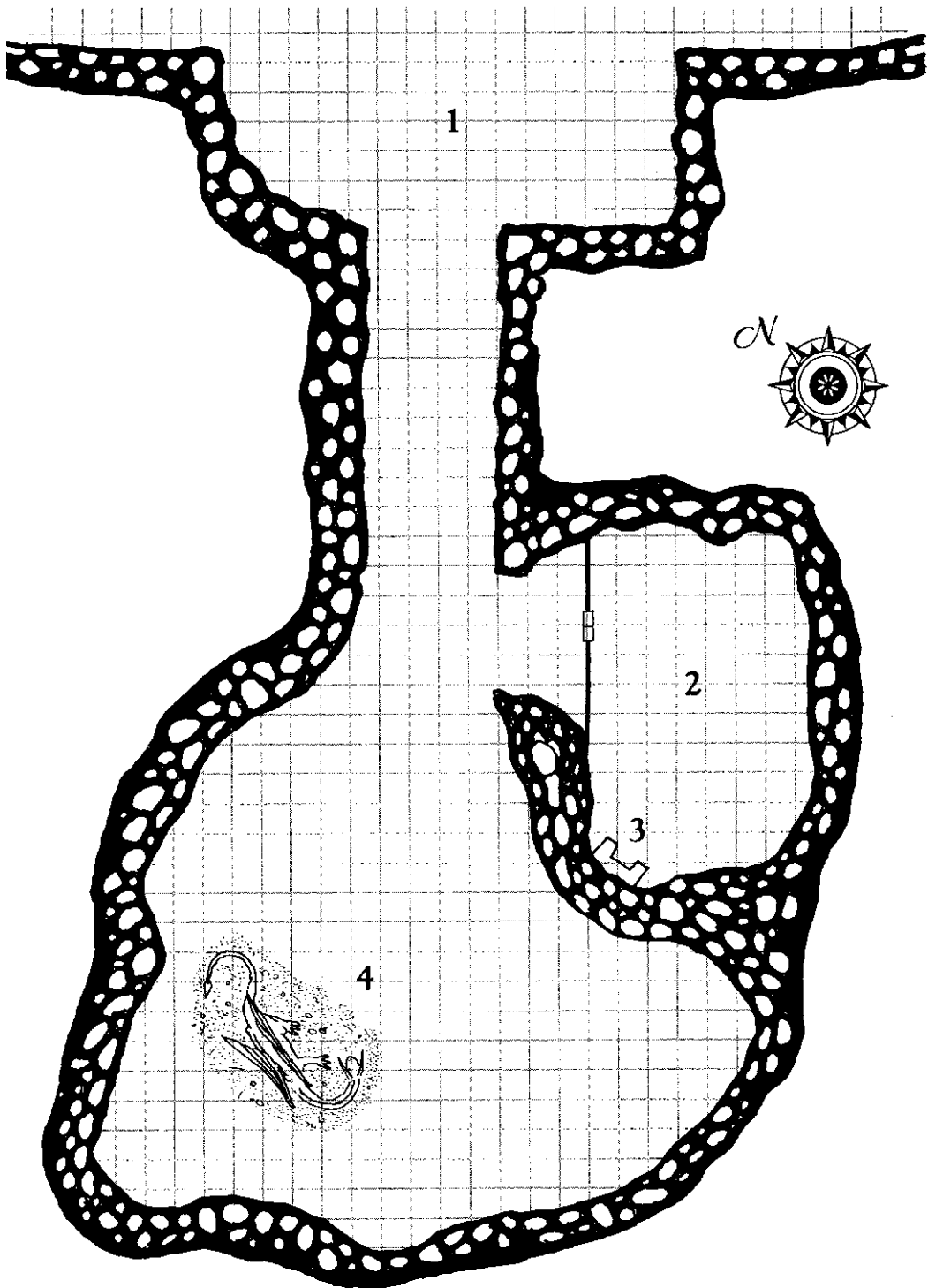
Wights: These undead have been attempting to breach the barriers to the southern section of the city and reach its living residents.

Zhentarim Survivor: This minor surviving member of the Black Network, Korvig Thellan (LE hm M6; INT 16), wants to be escorted to the Citadel of the Raven. He offers 500 gp in gems now, and 2,000 gp upon his arrival for his safe transit there. He has the gems with him, but must get the gold from the Citadel. If attacked, he flees, rather than fight. If taken up on his offer, he expects to be guarded all the time, and expects his (heavy) spellbooks to be carried and protected. (They're hidden nearby.) He refuses to participate in combat, is generally unhelpful (but not openly hostile), and uses almost any excuse to renege on the 2,000 gp if actually delivered to the Citadel.

Zhentilar Expedition: By order of Lord Orgauth, a squad of 14 soldiers (LE hm F5) have been sent to map out the ruins, salvage what they can, and kill any small pockets of resistance.

Zombies: With the setting of the sun these former residents walk the streets. Many of these creatures wander aimlessly, their former masters slain in the razing of the city. Rarely (5% of the time), this encounter is with ju-ju zombies (1d3)—unfortunate victims of some Zhentarim mage's cruel experiments.





Lair of Harondalbar The Black

One square = 20 feet

Harondalbar's Lair

The Zhentarim of Darkhold have made a pact with the great black wyrm Harondalbar to guard Yellow Snake Pass against all but Zhentish caravans. Harondalbar's lair rests high in the southwestern peaks of the pass. The Zhentarim have offered to feed Harondalbar, give him the respect his age and cleverness have earned, and bring him treasure for his already massive hoard.

A Zhentarim agent, a comely female enchanter named Faren Starlight, resides here with the dragon, keeping an eye on the pass and coaxing Harondalbar from his lair should he need to make good on his bargain with the Black Network. Harondalbar thinks Faren is exceptionally beautiful for a human, and follows her requests after some persuasion. Should Harondalbar refuse to leave his lair (which he does on occasion), Faren uses *phantasmal force* or *spectral force* spells to imitate the dragon's swooping attacks on the pass.

Harondalbar's lair cannot be reached except by flying or a dangerous climb up sheer cliffs. Few people, except members of the Cult of the Dragon wishing to seduce the great wyrm, have attempted to approach the lair since its location became open knowledge. Until striking a pact with the Zhentarim, Harondalbar was a servant of the lich-queen Varalla. She was destroyed at the hands of the Black Network during their conquest of Darkhold.

1. Entrance: The entrance to the lair is enormous, but it is barely large enough to accommodate Harondalbar's great bulk. Large claw marks are evident in at the front ledge of the area, caused by the dragon's landings and liftoffs.

2. Faren Starlight: When the pact between Harondalbar and the Zhentarim was completed, Faren Starlight used magic to delve this chamber (with the permission of Harondalbar). She then constructed a makeshift wall to insure her privacy and claimed the chamber as her own. The large chamber has a huge fireplace/oven/furnace in the westernmost corner that serves to heat the room, cook meals, and provide a smelter for various magical experiments. It is vented magically to the Elemental Plane of Fire.

The chamber's floor has been leveled and smoothed, and carpets have been brought in to provide a homey and warm touch. The rougher walls of the room are covered by an eclectic assortment of tapestries, and the room is amply furnished toward the northeastern end with two large beds, several wardrobes, and a couple of chests, along with a half dozen large bookcases and one scroll storage rack.

Closer to the fireplace lies Faren's work area. Several large tables cluttered with magical laboratory equipment—jars, bottles, alembics, decanters, mortars and pestles—and other wizard paraphernalia are located here, as are a couple of tall stools and a large overstuffed armchair near the fireplace. Other furniture includes many shelves and bins full of arcane odds and ends, and a food preparation nook complete with a chopping block, a sink, a barrel of water that magically never runs dry, and a rack of pots, pans, and kitchen utensils.

Faren is a young, beautiful human woman, 5'6" tall, with long, black hair and deep emerald eyes. She has clear, pale skin, making her look almost ethereal at a glance. The enchanter is one of many former apprentices of both

Sememmon and Manshoo, and although she is young, she shows great potential. While Faren's loyalties still lie with the Zhentarim, the knowledge and power that the great wyrm holds locked within his skull and under his talons may swing her allegiance to him alone over time.

Faren Starlight, hf W(E)6: THAC0 19/18, 16 *staff of power*; #AT 1; Dmg 1d6+2; AC 2 (Dex., bracers of defense AC 6, *staff of power*); hp 27; MV 12, Fl 18 (B); SA wizard spells; SD +2 to all saving throws due to *staff of power*, immune to *magic missile*; AL LE; ML 14; MI *Staff of power* with 19 charges, bracers of defense AC 6, brooch of shielding (can absorb 83 more points of *magic missile* damage), *winged boots*.

S 14, D 16, C 16, I 17, W 14, Ch 18.

Personality: Alluring, seductive, deceitful.

Spellbook (5/3/3*): 1st: *Burning hands*, *charm person***, *color spray***, *comprehend languages*, *detect magic*, *feather fall*, *shocking grasp*, *sleep***, *spider climb*, *phantasmal force*** (x2); 2nd: *Alter self*, *bind*, *deafness*, *fog cloud***, *insatiable thirst*** (ToM), *summon swarm*, *Melf's acid arrow***, *Tasha's uncontrollable hideous laughter*; 3rd: *Explosive runes*, *hold person*, *lightning bolt***, *spectral force***, *suggestion***.

*Includes one extra spell of the Enchantment/Charm school of each spell level. **Indicates favored spell. (ToM= Tome of Magic.)

3. Harondalbar's Lair: Harondalbar has lived through two dozen human generations, and his power has yet to diminish. He was reluctant to aid the Zhentarim, but after the Black Network offered to double his hoard and provided a beautiful assistant, the dragon agreed. Harondalbar defends the pass against intrusions, but seldom leaves his lair more than three times a week.

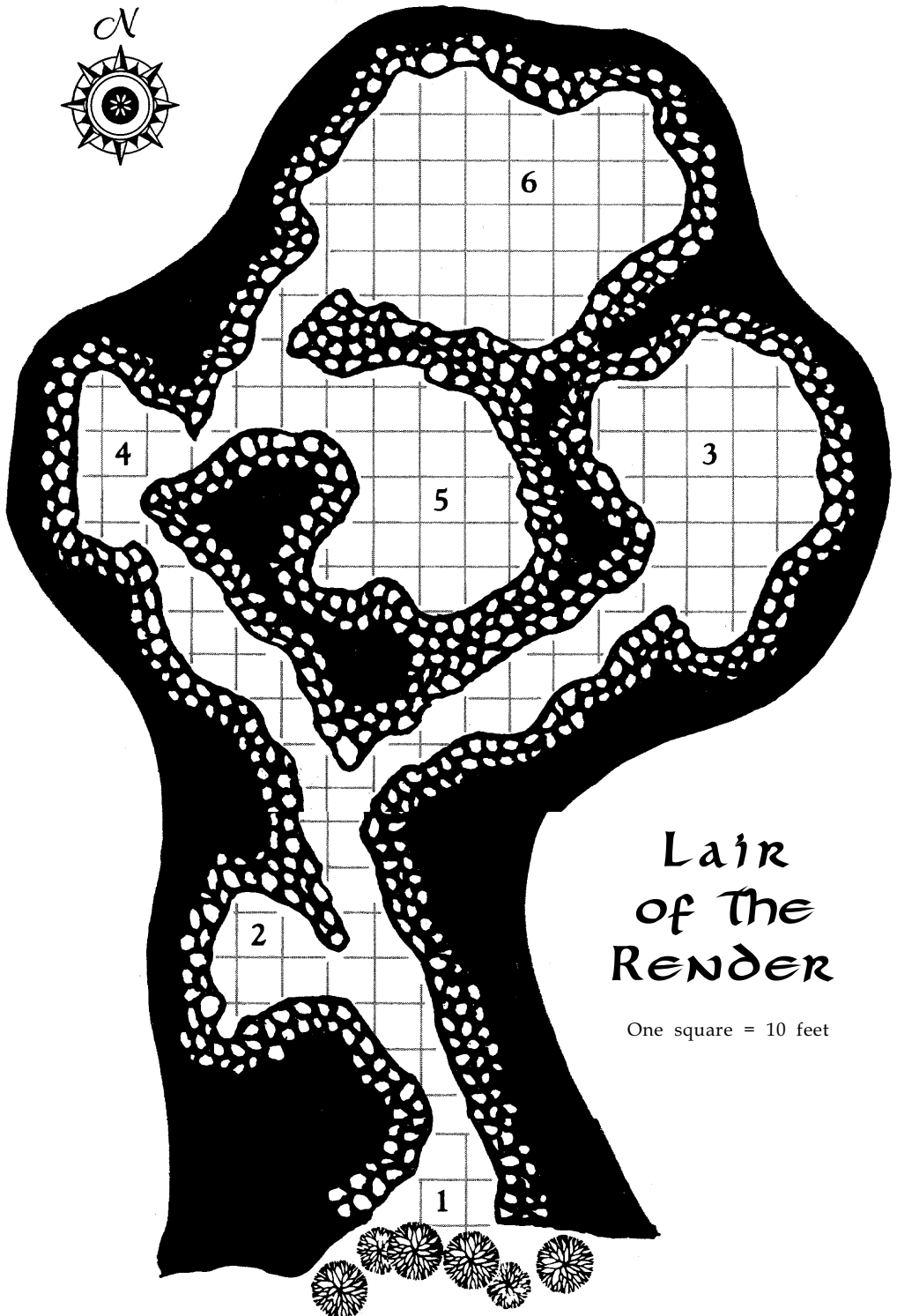
Harondalbar's hoard consists of 14,004 copper pieces, 8,992 silver pieces, 23,406 gold pieces, 40 assorted gemstones, 24 pieces of jewelry, 20 miscellaneous magical items, 7 magical weapons, 3 sets of magical armor, 4 magical rings, 12 random potions, and 30 assorted art objects, along with a veritable nest of decaying, rich tapestries, rugs, and bolts of silk and velvet.

Harondalbar the Black, a Great Wyrm:

THAC0 1; #AT 3+special; Dmg 1d6+12/1d6+12/3d6+12; AC -7; HD 20; hp 109; MV 12, Fl 30 (C), Sw 12; SA Acid breath 24d4+12 (5' wide, 60' long), wizard spells (all verbal only, casting time 1, at 20th level), snatch, plummet, kick, wing buffet, tail slap, stall, 50-yd.-radius *fear aura*, *darkness* 120'-radius 3/day, *corrupt water* 1/day, *plant growth* 1/day, *summon insects* 1/day, *charm reptiles* 3/day; SD *Water breathing*, immune to acid; MR 45%; SZ G (99' long+86' tail); INT Genius; AL CE; ML 20; XP 20,000.

Personality: Selfish, charming, proud.

Spells (9): 1st: *Charm person*, *detect magic*, *enlarge* (or *reduce*), *gaze reflection*, *grease*, *magic missile*, *unseen servant*, *metamorphose liquids* (ToM), *Nystul's magic aura*. (ToM= Tome of Magic.)



Lair of The Render

One square = 10 feet

Lair of The Render

The render is a unique creature created in the bowels of Darkhold, from which it escaped. The creature is the perfect killing machine and has so far killed all who have opposed it. The render roams the Far Hills to the south of Darkhold and has lately taken to attacking caravans out of the Zhentarim base as a source of food.

The render must kill and eat twice daily to ease the constant pain it is in. It may soon venture into more civilized lands in search of food. For now, the savage creature has taken up residence in an orc tribe's lair in the Far Hills. The beast has recently taken to dragging the remains of its victims back to the cave as trophies. The render has only recently occupied the cave, and remnants of its former residents still litter the complex.

1. Cave Entrance: The entrance is hidden amidst a clump of scrub brush, planted by the orcs who once lived here to mask the entrance of their home. The render has not moved the brush since decimating the orc tribe.

2. Orc Warriors' Remains: Upon entering the orcs' lair, the render massacred the orcs guards stationed here. The creature quickly consumed the bodies, threw the remains in this alcove, and promptly forgot about them. Both of the orcs were male, each of them armed with a rusted short sword and wooden shield. One of the orcs still has an uncut ruby worth 75 gp, while the other has a *dagger +1* still clasped in its mangled hand.

3. Orc Storage Room: The tribe of orcs that once lived here was working for the Zhentarim, and stored its booty here before transferring it to Darkhold. A dozen crates are stacked here, plunder from a Sembian trade caravan headed for Waterdeep. The crates contain silks, furs, rugs, and fine items of clothing worth up to 5,000 gp. The trail sign of the Firehands Group, a trading coster headquartered in Daerlun, is inscribed on the crates, along with the name of the coster written in Common. If the crates are returned to the coster, they will net a reward of 500 gp.

4. Scavengers: More orc remains are found in this alcove. A bold group of 10 giant rats has dared to enter the cave in search of a meal and has taken up residence here. The render has left the rats alone for now, since it has found sufficient food outside the cave.

Giant Rats (10): THAC0 20; #AT 1; Dmg 1d3; AC 7; HD 1-1; hp 4 ea.; MV 12, Sw 6; SA Disease; SZ T; INT Semi-; AL Neutral evil; ML 7; XP 15 ea.

5. Dead Orcs: This chamber is where the orcs made their last, and futile, stand against the render. Short swords and crossbows lie among a dozen mangled corpses that are barely distinguishable as orc in origin. So horrible is the sight here that those entering the chamber must make a successful ability check against their Constitution scores or become sick to their stomachs from the repulsive display (-1 to attack and damage rolls for 1d10 rounds).

6. The Render's Abode: The render hunts during the daytime, and there is only a 25% chance the PCs will find him here when they enter this chamber if they do so between sunrise and sunset. If the render got enough food during the day, there is an 85% chance to find it here after sunset.

Lying about this chamber are the bones and skulls of countless victims of the render, many with bits of dried meat still on them. Some victims' belongings managed to remain with them when the render dragged their bodies here. The helmet of a Purple Dragon of Cormyr, a *wand of fire* with 15 charges (bearing the symbol of the Zhentarim), a pouch containing 400 pp (also bearing the seal of the Zhentarim), a *dagger of venom*, and a *ring of protection +2* are strewn about the chamber, intermixed with the bones. It will take a minimum of four turns to completely search this room.

If the render is not here when the PCs enter this chamber, there is a 5% cumulative chance per turn that the creature will return from hunting with another dead victim in its claws. See the MONSTROUS COMPENDIUM® *Appendix* booklet for the render's statistics.



Sea of Moving Ice

Icewind Dale

The Icepeak

Mirabar

Luskan

Gundarlun

Neverwinter

Neverwinter

Wood

Raidgardens Forest

Leilon

Mere of Dead Men

Waterdeep

The Whalebones

Ruathym

Korinn

Archipelago

Moonshae

Mintarn

The Spinn

Griffon's

LO

Cribor

Orli







One inch = 40 miles

The Citadel of the Raven

BORDER FOREST

Mt. Tesh

FLAMING TOWER 6

Snowman's

Ceshwave

THE TEMPLE IN THE SKY

The Tesh Trail

R. Tesh

Dagger Falls

Voonlar

Daggerdale

Dagger Hills

Shadowdale

Castle Daggerdale

Serpentsbridge

The Northridge

AGHAZLAMN'S LAIR

Shadowdale

The Sky

The Tortured Land

ANAUROCH

The Great Desert (Also the Great Sand Sea)

Whitehorn

Vucenthyl

Otomaa

BORDER FOREST

The Ribes

Bhaerlith

FLAMING TOWER 6

Snowman's

DRAGONSPINE

The Cloak Hills

THE TEMPLE IN THE SKY

Abbas Babar

Ceshwave

Ma'atar

Dagger Falls

Voonlar

The Cloak Hills

THE DAGERDALE

Shadowdale

THE RUINS OF MYR

Hlaunga

Tel Babin

Desertsmouth

Shadowdale

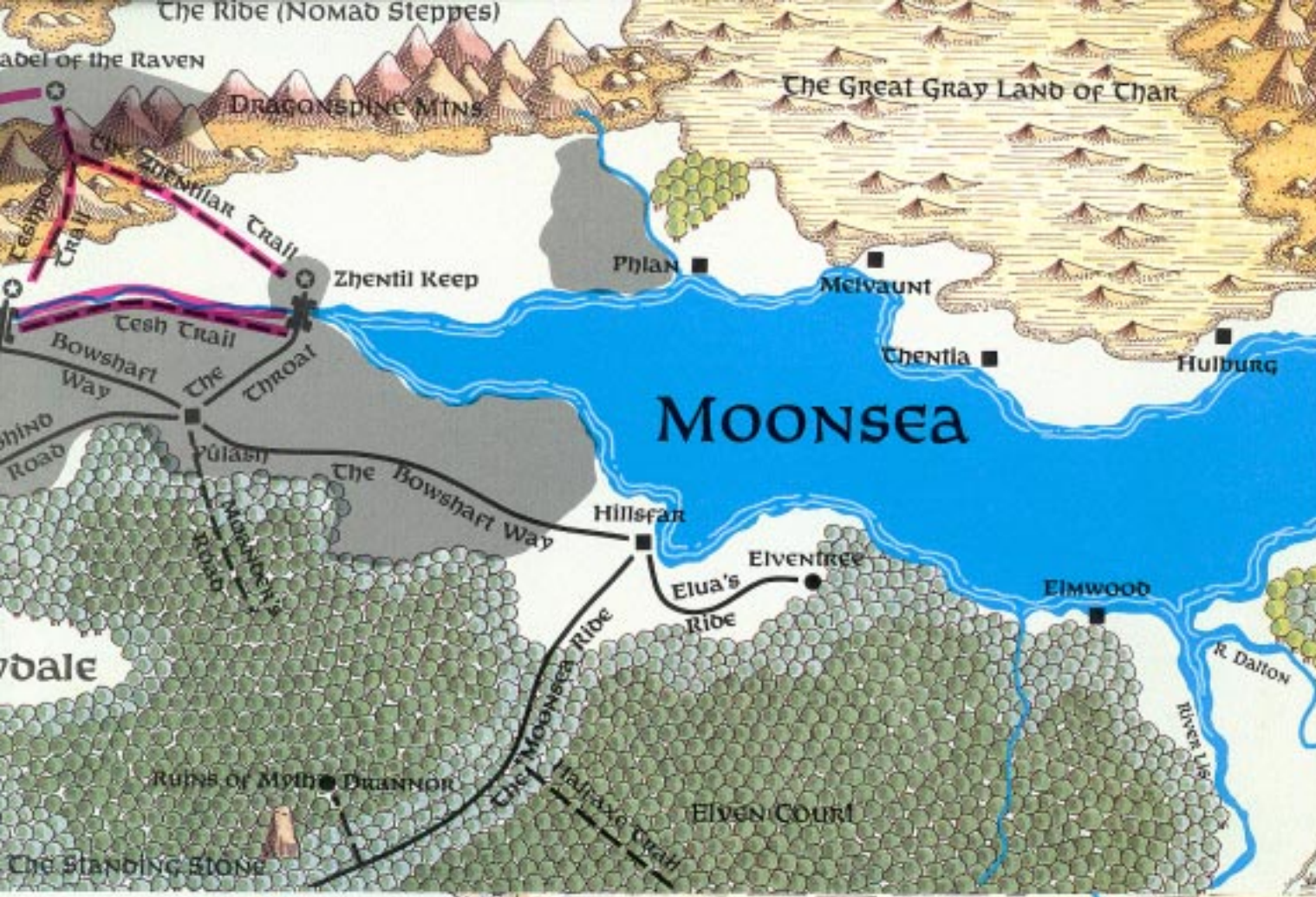
Ditravon

The Cloak Hills

Mountains

Mistfebase

R. Petal





KNOWN ZHENTARIM INFLUENCES

ONE INCH = 90 MILES

	City or Village under Zhentarim Control		Road		Clean
	City or Village under Zhentarim Control with Temple of Bane or Cyric		Trail		Swamp
	City or Village with Zhentarim Presence		Mountains		Sea
	City or Village with Zhentarim Presence with Temple of Bane or Cyric		Foothills		Lake
	City or Village with Zhentarim Troops		Rolling Hills		River
	City or Village under Zhentarim/Zhentilar Control		Volcano		Cliffs
	Zhentil Keep Influence		Barren		Snow
	Zhentarim Trade Route		Desert		Glacier
	Noninfluenced City		Forest		
	Castle/Keep		Plains & Grasslands		

The Nelanther (Pirate Isles)





WORD COAST

Troil Hills

The Winebig Water

Boareskva Bridge

THE FOREST OF WYTRMA

Lost Souls
The Battle of BON

The Fields of the Dead

Trade Way

Hill's Edge

Reaching

Balbuk's Gate

R. Chonshan

Elturel

Scornubel

Corn Orb
Darkhole
The Fair Hills
Sons of Mour

Cloak Wood

The Wood of Sharp Teeth

Hullivar Woods

Asbravn

Candlekeep

Beregost

Berdusk

Irlaebor

The Green Fields

The Cloud Peaks

Troil Mountains

LAKE NONG

The Snakewood

ER

AMN

Athkatla

Eshpurta

A Tower
rphong

R. Esmel

Esmeltaran

LAKE ESMEL

The Small Teeth

Velen

Murann

Brost

Riatavin

the Race

Firebrake Bay

Forest of Tethik

Stanspire Peninsula

Stanspire Mountains

Zazesspur



The Battle of Bones

Lunbeth

Skull Gorge

Goblin Marches

Slonclands

Storm Horn Mine
Dragon Jaw Mine

Cliverton

Mistledale

Ashabentone

Yellow Snake Pass

Farsca Marshes

High Horn

Hullack

Highmoon

Blackreather

Feather

Tunlands

Marsh of Tun

Arabel

CORMYR

Wavernwater

Vast Swamp

Chunden Peaks

Arch Wood

Casslebaile

Sunset Mountains

Skull Crag

Wheloon

Daerlun

Saerb

Archenbridge

Mulhessen

Selgaunt

Suzail

Marsember

Westgate

Saerloon

Proskur

Pros

Cezlir

Urmlaspyr

Easting

Priapuri

Eiversult

Trader's Road

R. Rebban

Starmantie

Starmantie Bay

Mountains

Giant's Run Mountains

Giant's Plain

Lake of the Snake

Lake of the Long Arm

Gullmebe Forest

Orstraun Mountains

Snowflake Mountains

The Welweeds

The Shining Plains

Riatavin

Imprek Lake

Ormath

Lheshayl

The Shining Stream

Snowflake Lake

Lachom

Nimpeth

Arrab

Sespech



Sea of Fallen Stars (The Inner Sea)

Pirate Isles

Altumbel

Turmish

Chondalith

Feathroate

Impiltur

Sembia

Raven's Bluff (The Living City)

The Grey Forest

The Wayrock

Whamite Isles

The Nunwood

The Vilhon Reach

The Akanamere

The Aphruyn Mine

Abberswamp

Arrabar

Illak

Hlath

Reth

Cimbar

Soorenar

Airspur

Alaghôn

Ilighôn

Delbuntle

Spandelfyon

Ilmwatch

Filur

Sarshel

Dilpur

Lyrabar

Tsurmagol

Procampur

Cutbegh

Thent Estates

Phaunn

Voroulin

Seardale

Calaunt

Cantras

Harrowdale

Rurth

Earthspur Mountains

High Pass

R. Icehill

R. Soleda

Fine River

Earthbrae Mountains

Eastern Reach

FOREST

IC WATER

The Dragon Reach

Isle of Prespur

Dragonisle

the Bar

Hlath's

Honoeth

ech

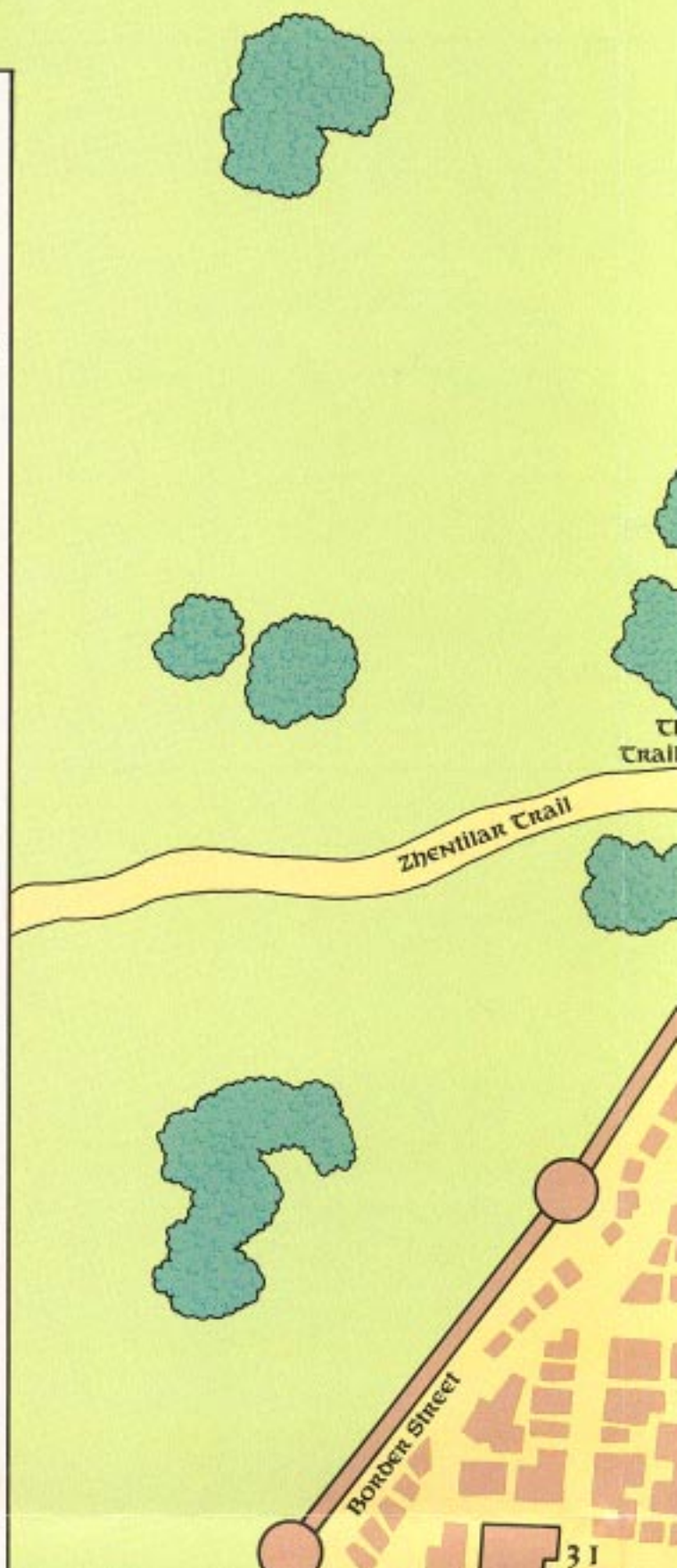
swamp

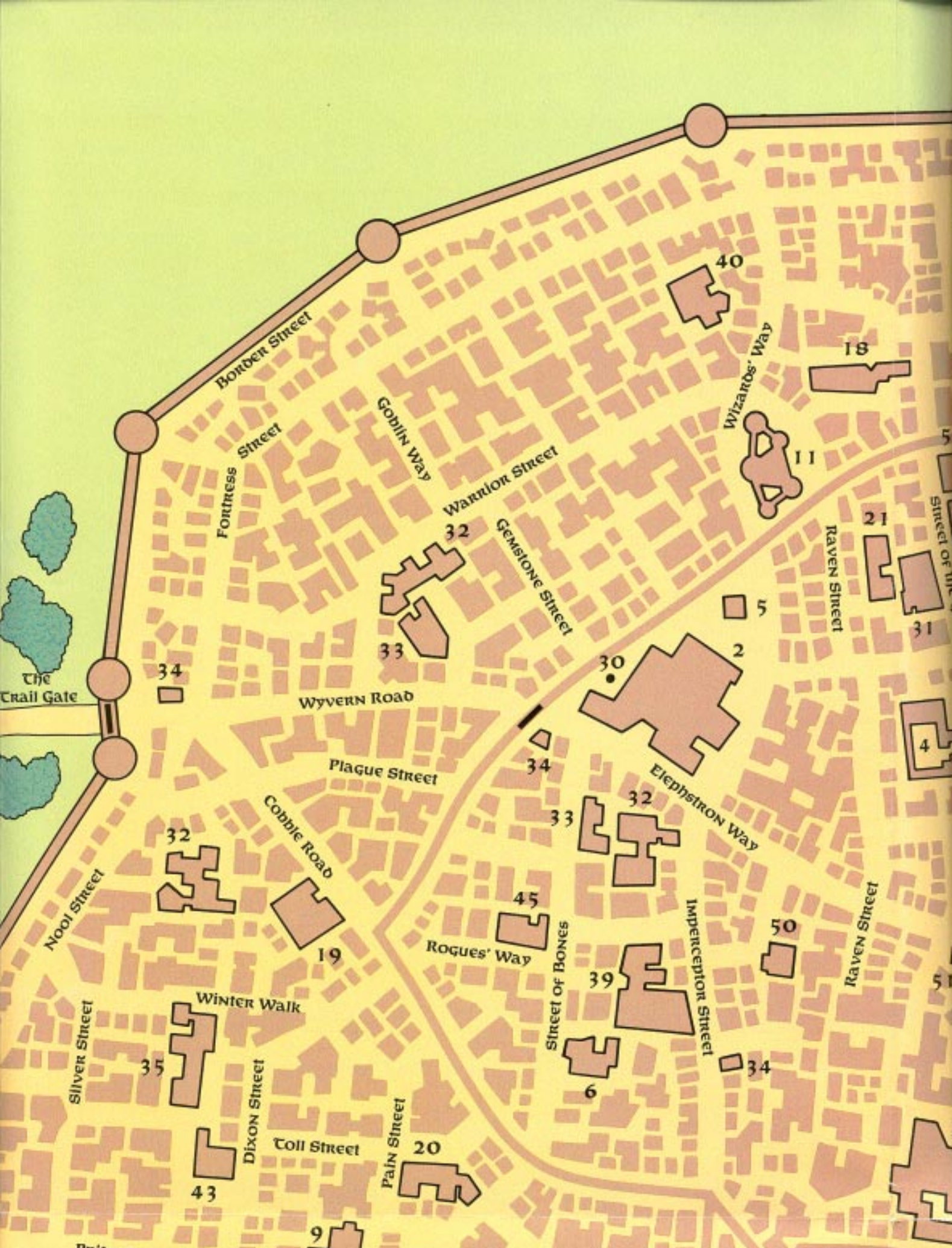
Zhentil Keep

(PRE-1368 DR)

Location Key

1. The Tower High
2. The Black Altar (Temple of Bane)
3. The High Hall
4. The Arena
5. Fzoul's Tower
6. Thieves' Guildhall
7. The Force Bridge
8. The Tesh Bridge
9. The Tower of Pain Exalted (Temple of Lovlatar)
10. High House of the Hunt (Temple of Malar)
11. The Silver Trumpet Inn
12. The Heroes' Rest
13. Oparil's Tower
14. The Eagles of the North
15. The Serpent's Eye
16. The Pride of Zhentil Keep
17. Residence of Lord Payr'adan
18. The Cloven Ogre
19. The Axe and the Minotaur
20. The Whelpwalker's Cloak
21. The Black Avatar
22. The Roaring Dragon
23. The Last Stop
24. The Gorey Eye-Beast
25. The Shield Faces North
26. Residence of Lord Chess
27. Residence of Lord Phandymm
28. Residence of Lord Amandon
29. Residence of Magistrate Osconivon
30. The Eye of the Beholder
31. Zhentarim warehouse
32. Zhentilar barracks
33. Zhentilar armory
34. Zhentilar guardpost
35. The Dwarven Cobblers
36. Tern's Shipwright Service
37. Joseph's Locks
38. The Master Masons
39. Edwin's Mercantile Traders
40. House of Stone & Sword, Metalsmiths
41. The Guild of Woodcrafters
42. The Wizards' Workshop
43. The Celebrated Embalmer Morge
44. The Four Dwarf Miners
45. Residence of Lord Hael
46. Leathercrafters' Guild
47. Residence of Lady Alicia
48. Residence of Lord Aumraeven
49. Residence of Lord Ssong
50. Residence of Councillor Urathyl
51. Residence of Lord Marsh Belwintle
52. Residence of Lord Nacph





Border Street

Fortress Street

Goblin Way

Warrior Street

Gemstone Street

Wizards' Way

Raven Street

Wyvern Road

Plague Street

Elephstron Way

Nool Street

Cobble Road

Rogues' Way

Impceptor Street

Silver Street

Winter Walk

Dixon Street

Coll Street

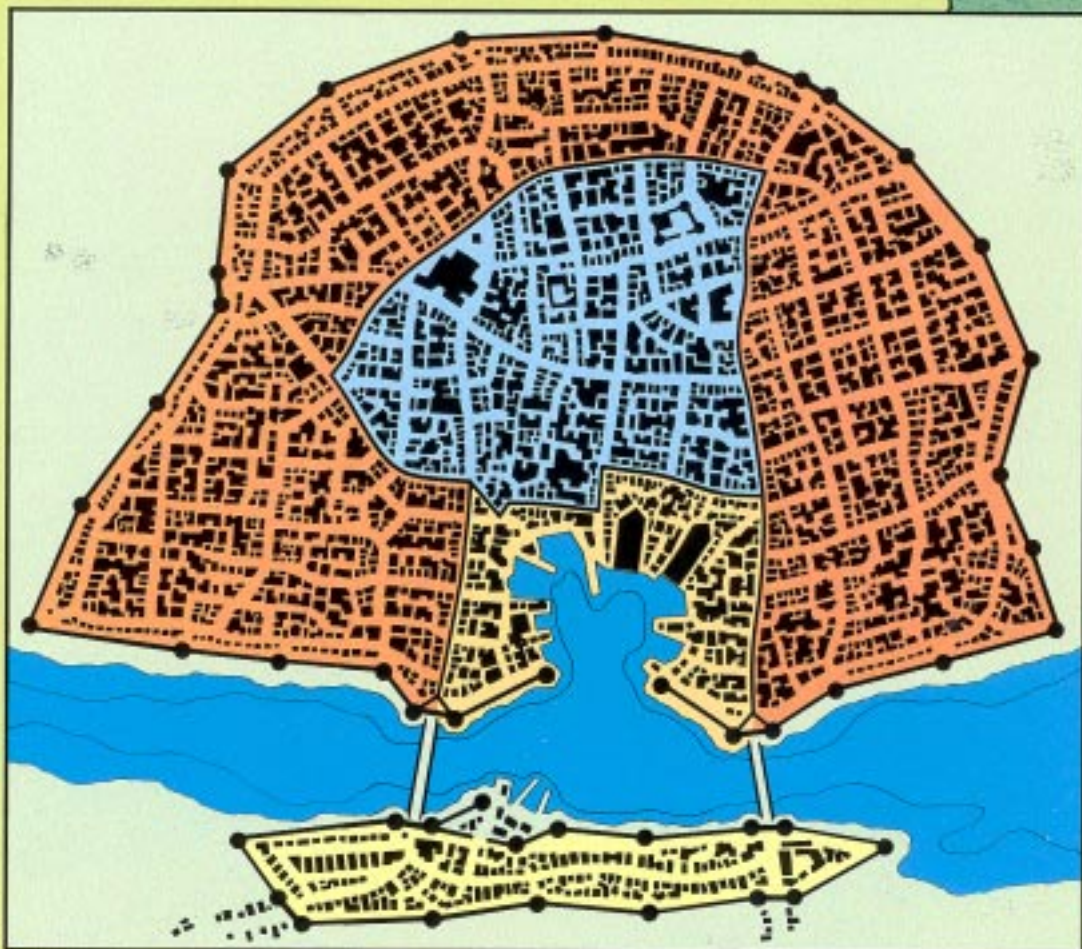
Pain Street

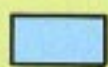
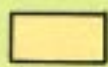
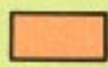
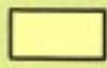
Street of Bones

Raven Street

THE
Trail Gate



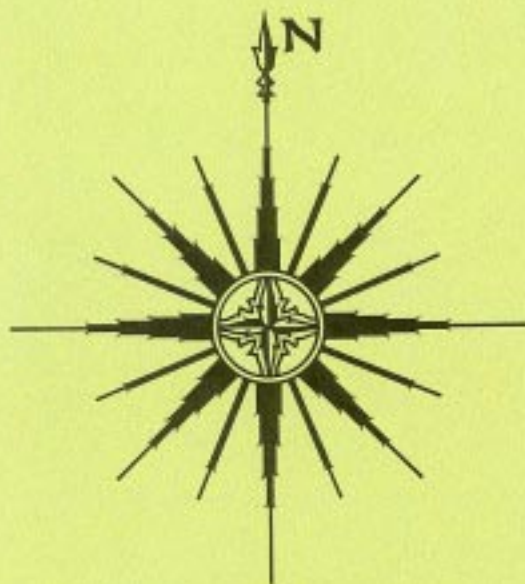
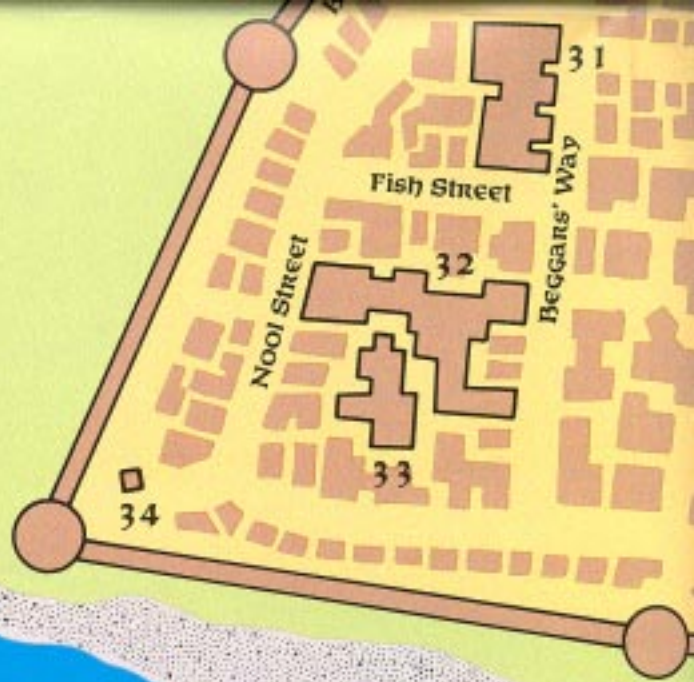


-  INNER QUARTER
-  HARBOR DISTRICT
-  COMMON QUARTER
-  FOREIGN QUARTER



- 50. Residence of Councillor Urathyl
- 51. Residence of Lord Marsh Belwintle
- 52. Residence of Lord Naerh
- 53. Residence of Lord Halaster
- 54. Residence of Lord Orgauth
- 55. The Tesh INN
- 56. Rak's Apothecary
- 57. Battlehall (Shrine of Tempus)
- 58. Tymora's Holy Hall of Good Fortune and Casino (Shrine of Tymora)

1 inch equals 200 feet





River Tesh

North Force Gate

South Force Gate

The River Trail Gate

The Tesh Trail

Pride Street

Canter Street

Dixon Street

Crypt Street

Merchant Street

Border Street

Fire Way

Brigand Way

Canter Street

Hack Street

Ship Street

Tribent Avenue



9

25

31

31

34

31

32

31

34

34

7

Teshwave Street

Mace Way

Center Street

Twilight Street

32

33

Zhent Avenue

34

16

5





15

33

Vice Street

MOONSEA

1120XXX0702 Ruins of Zhenstil Keep

Location Key

54. Lord Orcaulth's Complex
55. The Tesh Inn
56. Rak's Apothecary
57. Battleshall (Shrine of Tempus)
58. Tymora's Holy Hall of Good Fortune and Casino (Shrine of Tymora)
59. The House of Comfort (Inn)
60. The Crypts (Constabulary and jail)
61. Twilight Hall (Temple of Cyric)
62. The Pride of Zhenith Keep (Inn)
63. The Depliant Gesture (Inn)
64. The Jagged Rocks (Temple of Umberlee)
65. The Palace of Sweet Pain (Temple of Loviatar)
66. Lodge of the Great Hunt (Temple of Malak)
67. Custom House
68. Residence of Korranah the Crazy
69. The Tesh-Wave (Cavern)
70. The Bursi Boli (Cavern)
71. The Mug and Mutton (Cavern)
72. The River (Cavern)
73. South Cemetery
74. Bath House
75. Tower of the Art (Wizards' guild)
76. Deserted Orphanage (Thieves' guild)
77. Zhenithar Headquarters
78. Black Network Headquarters
79. Bartobor's Fantastic Fabrics (Merchant and fence)
80. Prosperity House (Merchant manor and complex)
- 80a. Silverguld Manor
- 80b. Prosperity Emporium
- 80c. Prosperity Caravan Company
- 80d. Prosperity Warehouse
81. Sunset House
82. City Square
83. The Dancing Coin (Moneychanger)
84. Lita's Equipment (General store)
85. The Eye of the Beholder (Jewelry/gem cutters)
86. On Four Feet (Livery)
87. Luanna's Forge (Blacksmith)
88. The Spice of Life (Herb and spice store)
89. Way of the Warrior (Fighters' guild)
90. Riverbank Theater
91. The Hall of Rulership
92. Docks
93. Warehouse
94. River Chai Gate
95. Throat Gate
96. Dump

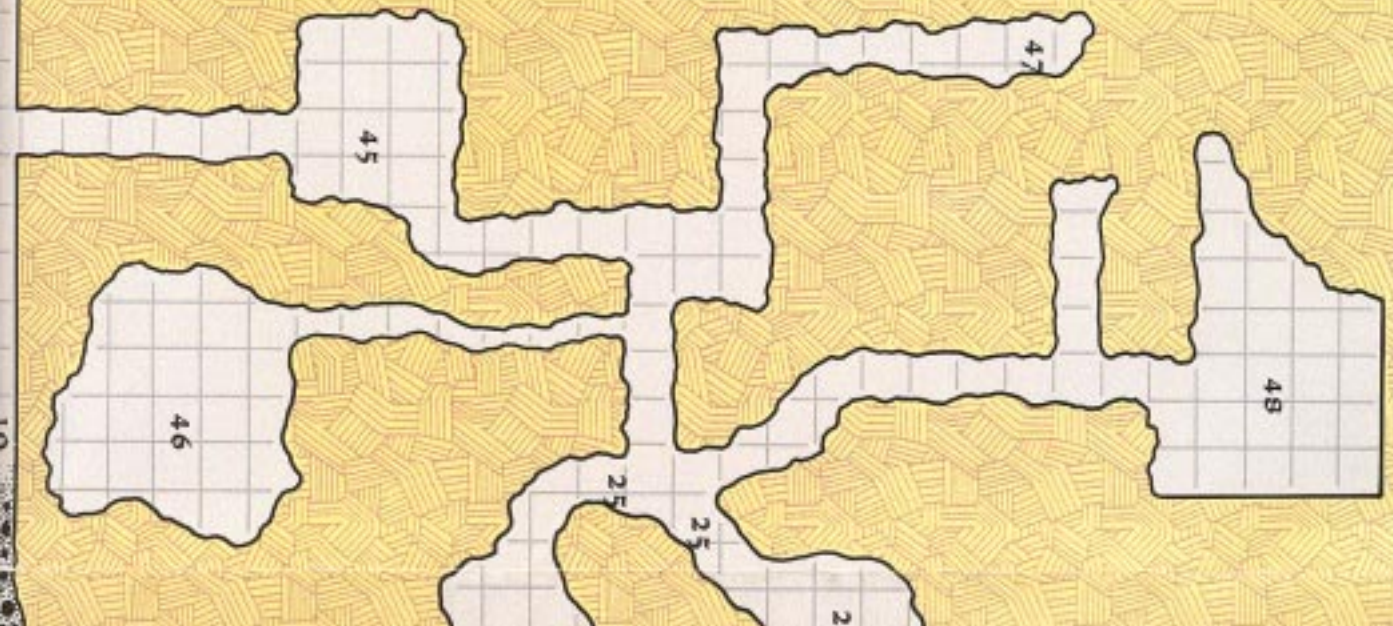
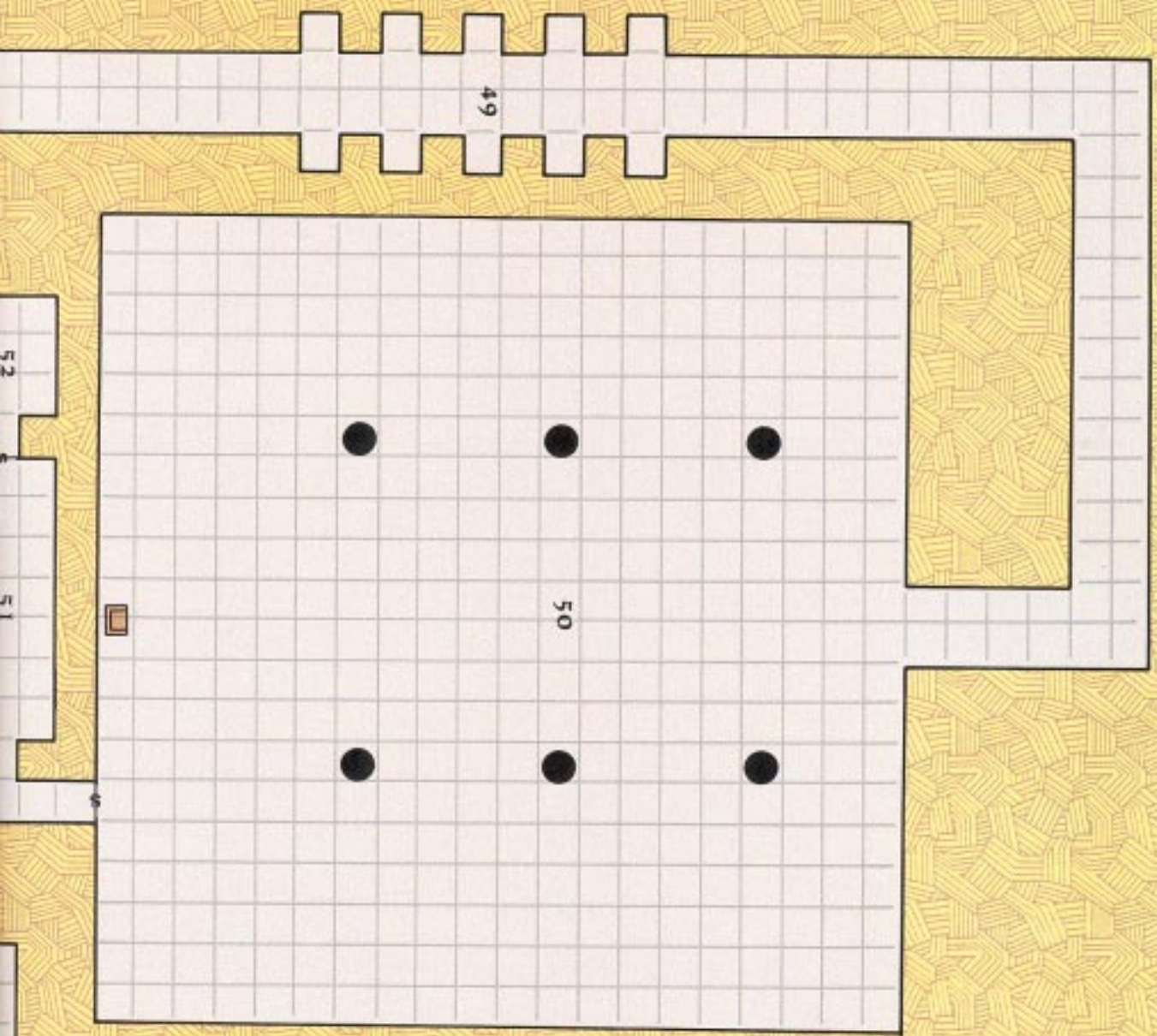
North Force Gate

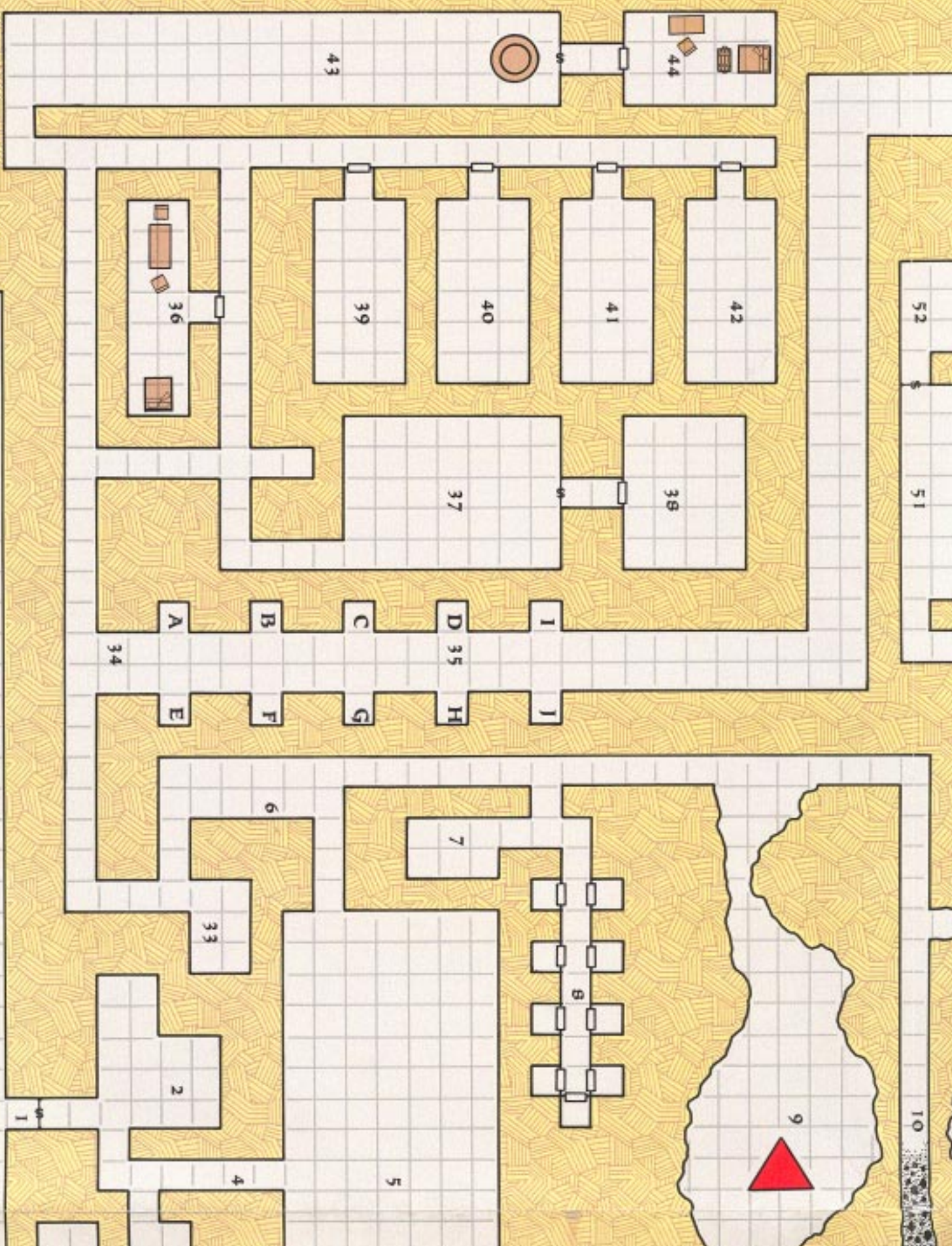
- 93. Warehouse
- 94. River Crail Gate
- 95. Chroat Gate
- 96. Dump
- 97. Shipwreck Point
- 98. New Beacon Lighthouse
- 99. Keep to Yourself (Havern)
- 100. Residence of Tumarys
- 101. Uglis' Accurate Maps
- 102. Reliable Guides
- 103. South Force Gate
- 104. South Tesh Gate

ONE INCH EQUALS 140 FEET



Sinister Convictions





River Cesh

Zhentil Harbor

The

North Cesh Gate

MOONSEA



River Tesh

The Tesh Bridge

South Tesh Gate

104

98

97

73

81

78

91

95

Bridge Street

60

83

80

57

61

70

71

65

58

59

56

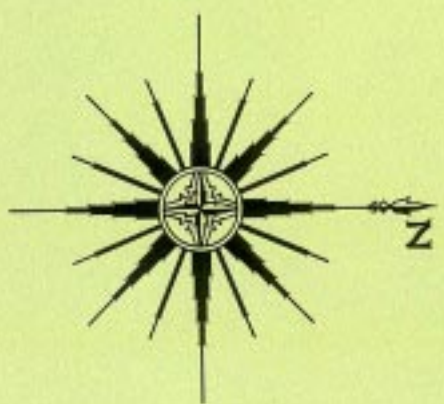
The Throat Gate

The Throat

To
yulash

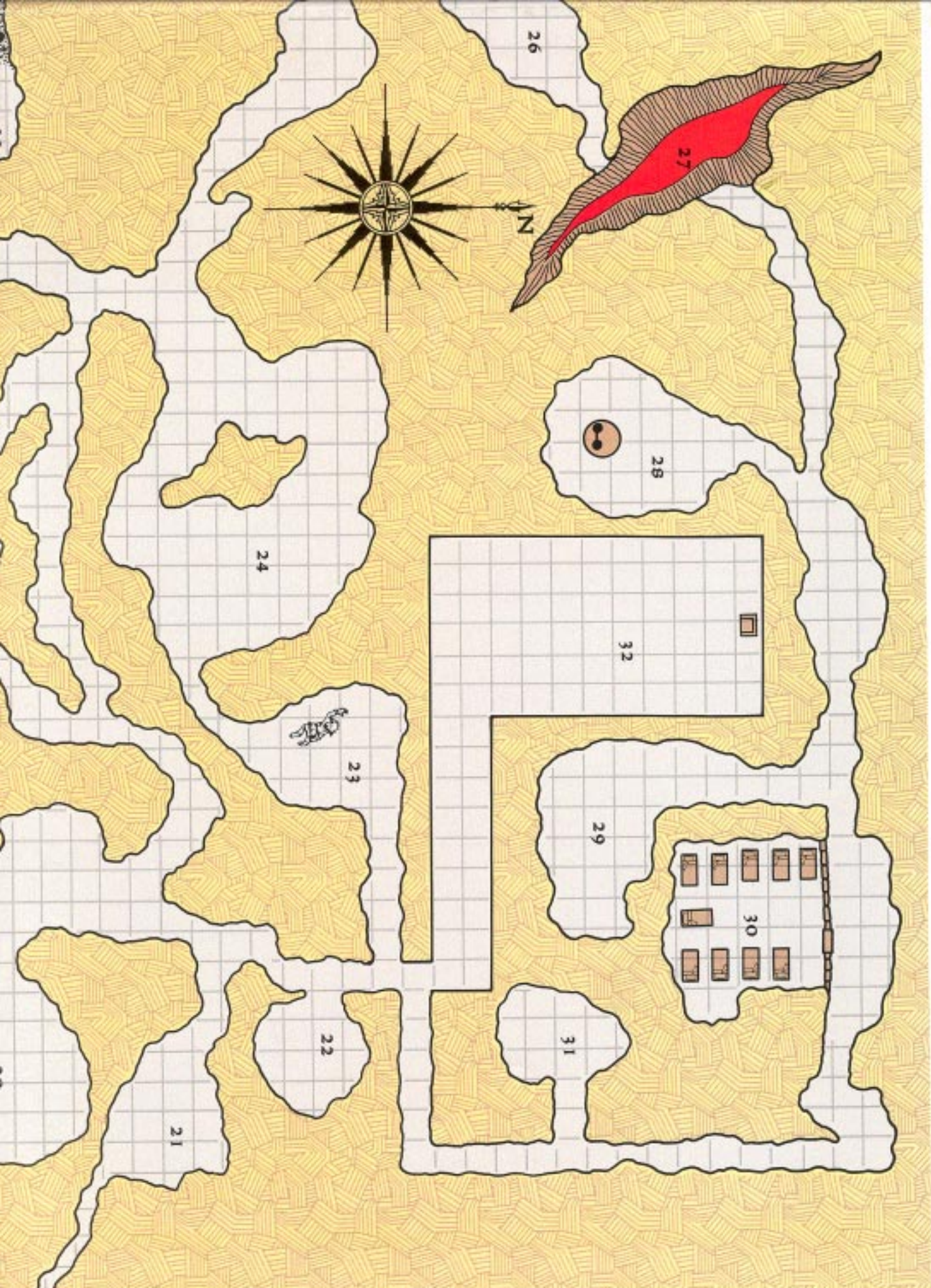
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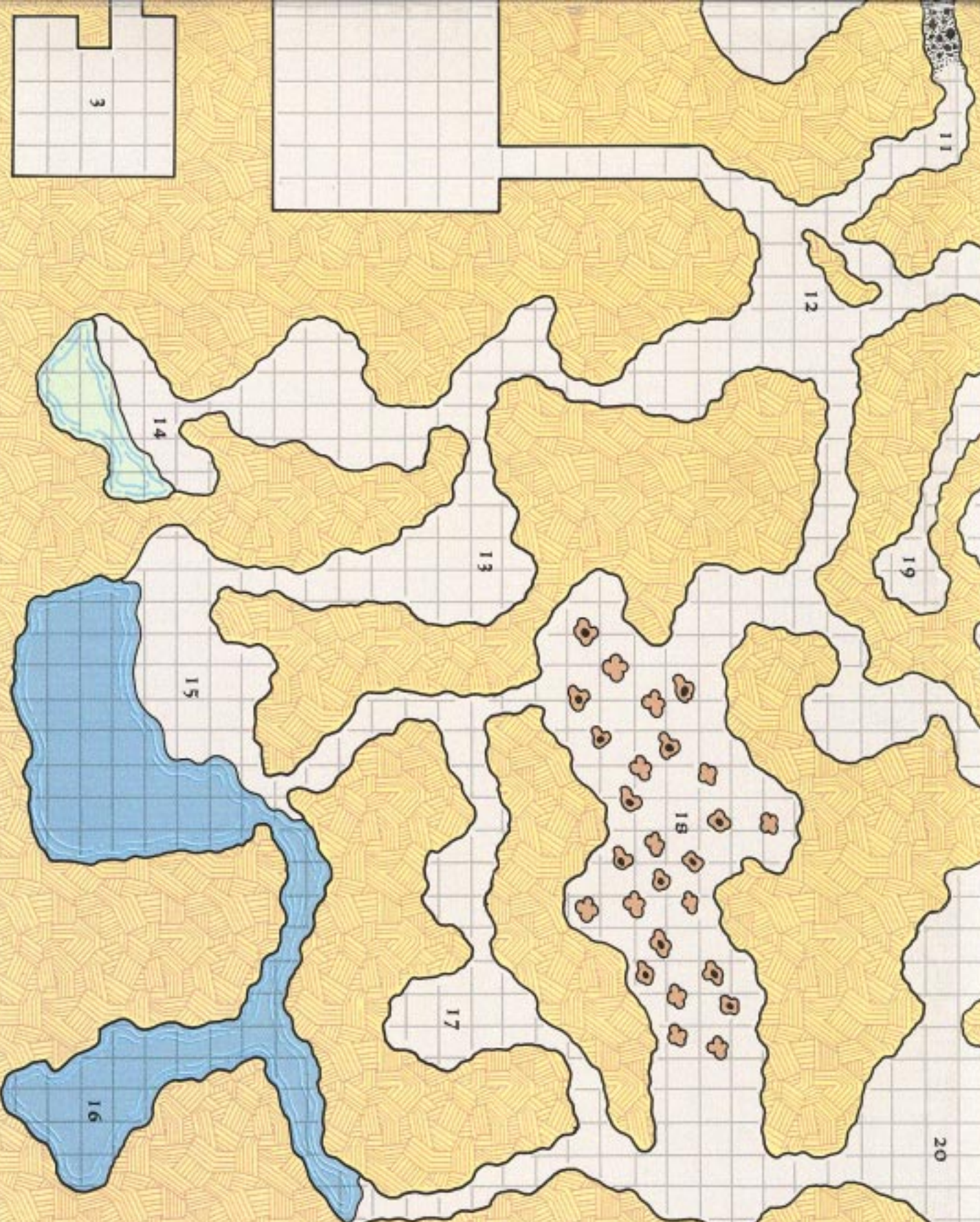
102



Zhentil Keep

(Post-1368 DR)





One square = 10 feet



Ruins of Zhentil Keep

By Kevin Melka and John Terra

Visit the Heart of the Black Network

Known throughout the Realms as the headquarters of the Zhentarim, Zhentil Keep has long been a trade hub, a seat of power, and a nest of corruption at the edge of the Moonsea. This boxed set details Zhentil Keep in the days of Bane the Black Lord, before the Time of Troubles. It also presents the new Zhentil Keep, a city nearly destroyed by the insane Cyric, Prince of Lies.

This campaign expansion contains:

- ✦ A 128-page sourcebook detailing the old and new Zhentil Keep, the history of the city, the sinister Black Network, and important villains.
- ✦ A 64-page adventure book with three new perilous adventures that take heroes into Zhentil Keep, under it, and to nearby communities.
- ✦ A MONSTROUS COMPENDIUM® Appendix booklet containing 16 new creatures.
- ✦ Three poster maps depicting the old Zhentil Keep, the new Zhentil Keep, and the activities of the malevolent Zhentarim.
- ✦ Eight cards describing areas containing some of the most nefarious NPCs and monsters ever to be associated with Zhentil Keep.

Enter and beware!

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