

RAVENLOFT GAZETTEER

A 5TH EDITION RAVENLOFT ATLAS



DARKON III: NECROPOLIS





THE RAVENLOFT GAZETTEER

HOW TO USE THIS ATLAS

This is a series of Ravenloft Gazetteers updated for 5th edition, following closely to the original source material, and in some cases embellished with new information where ambiguity allows. Each Atlas takes on a new domain of Ravenloft, and is separated into parts. For instance, this Atlas is based around the domain of Darkon, and this is the second part of that Atlas, dealing with the Forest of Shadows. Included with every part is a short prologue detailing the nature of the domain and its Darklord. These locations are sometimes bound to the intrinsic nature of the domain, but can usually be ported over to other modules or homebrew campaigns with a little ingenuity.

As time goes on, more areas will be added to the Atlas, and occasional revisions may be made for the sake of continuity. In the fashion of the original Ravenloft Gazetteers, these atlases are a combination of descriptive information, settlements, random encounter charts, boxed text, mechanics, flavour and a variety of other information based on what seems pertinent at any given time. Hack, chop and use as you will. The only person who gets a say in how you use any Ravenloft material is you (and, of course, the ineffable Dark Powers.) Enjoy, and if you like it, the surest way to make sure more get made is to leave a rating (or a review).

If you like what I do, sign up to my mailing list [here](#) to get a heads up when I release new content, or you can find me on my Twitter - @deathbybadger. Have fun out there.

Oliver Clegg



DARKON

We have always been citizens of Darkon

Ave Azalin

long live the king

PROLOGUE:

AB INITIO

I have always been a citizen of Darkon.

We have always been citizens of Darkon.

You have always been a citizen of Darkon.

Ave Azalin.

Hail the King.

WHAT IS DARKON?

Darkon is a demiplane nested in the dark mists of Ravenloft. Like the other domains of Ravenloft, the demiplane is self-contained, and difficult to escape from. This has led many to speculate that the domains of Ravenloft hold some kind of purpose, though this has never been revealed. The first and most important feature of a domain is its Darklord. This malevolent being is a creature of darkness that committed a crime so terrible that the mists snatched them away. Many domains spring forth from the evil of the ensnared Darklord, and thus the entire demiplane is permeated by their particular brand of evil.

In The Darkon's case, the Darklord is cursed to rule a land in which he has no interest, desperate to return to his home. Worse, the insidious magic of the domain leeches away the memories of the trapped, making all but the Darklord believe that no other world exists but this one. Known as the Wizard King Azalin, or Azalin Rex, he has ruled Darkon for countless generations, all the while seeking a probing for a way home.

The presence of its Darklord has caused Darkon to develop some brooding and insidious traits.

WHAT TO EXPECT

Adventurers who have the misfortune to enter Darkon will eventually come face to face with the ancient and evil lich king Azalin Rex, his hordes of loyal fanatics, resistance fighters and strange creatures that stalk the borders of the shadowy realm. All the time, their memories leech away from them, placing them in danger of becoming true Citizens of Darkon and fading into the backdrop of the Domain of Dread. To defeat Azalin and escape his hellish prison, adventurers will need courage, resolve and cunning.

THE DARKLORD

Azalin Rex

The adventurers' sole means of escape is by confronting Azalin and destroying him, thus releasing Darkon from its age old spell and allowing the trapped inhabitants to return to their homes in other realms.

The Past

Darkon is an old Domain of Dread. Rumours of the history of the Lich King differ with each telling, though all agree that Azalin is a powerful magician and draconian ruler. Many times in the past has Azalin attempted to escape his prison, and each time has brought retribution on his lands more terrible than the last. Whispers travel around the lands of such events as the Grand Conjunction and the Requiem, though very few Darkonians can remember any specific details about those times. Across Darkon, ruins and devastation evidence the truth of these rumours, telling tales of dark dreams and prices paid. Each time Azalin failed, he grew more desperate.

Cursed

Despite his mastery of the arcane, Azalin suffers from a blight that prevents him from mastering new magic. This is a source of endless frustration for him, as a creature who sought out undeath as a way to provide himself with time to improve his magical capabilities. It also prevents him from breaking any new ground with magic to help him escape his prison, which undoubtedly explains why each and every one of his past attempts to do so have gone to catastrophically wrong.

Driven

Even with the curse stifling his exploration of the arcane, Azalin is a rare genius. Blessed with a staggering intellect from birth, he is rarely caught unprepared and manages events in Darkon with an iron fist inside a velvet glove. Though rarely seen in Darkon openly, his spies are everywhere, both in the form of his secret police, and in his magical sensors that scry the land for signs of dissent. In particular, Azalin looks for talented spellcasters ensnared by the mists, and works to assimilate them into his company in the hopes of using their abilities for his own gain.



MARKS OF HORROR

Darkon uses several tropes to achieve the desired feel, one which focuses on the nature of life, death and the self.

Quis custodiet ipsos custodes? The people of Darkon live in perpetual fear of being branded enemies of the state and dragged to a grisly fate by the secret police, who hide everywhere amongst the general populace. The people of Darkon are often safe from monsters whilst holed up in their cities, but exist in a permanent state of paranoia and stress. The downtrodden civilians of the domain have little personal freedom, and spend their short, bleak lives trying to avoid being implicated in any scandals.

Pulvis et Umbra Sumus. The nature of Darkon steals away the memories of visitors, convincing them that they have always lived in Darkon. This has the potential to fuel many narratives, from a desperate “escape against the clock” arc to a “recover my secret past/my whole life is a lie” arc. The slow nature of the change can make for a particularly acute creeping horror as memories are erased and replaced with frightened compliance to Azalin’s rule.

Memento Mori. Darkon is a land steeped in necromancy, mirroring Azalin’s dark accomplishments in that field. Corpses freely wander the land, restless spirits linger to torment the living, and old stories are retold endlessly over and over. Much like its Lich master, Darkon can never truly die, only be reborn.

ALTERATIONS TO MAGIC

Darkon resides in its own Demiplane, isolated from all others. No spell, not even a Wish spell, allows one to escape. Astral Projection, Teleport and all similar spells cast with the intent of leaving Darkon simply fail, as do all effects that Banish a creature to another plane of existence. These restrictions apply to magic items and artefacts. Magic that allows transit to the Border Ethereal is the exception to this rule. A creature that enters the Border Ethereal from Darkon is pulled back into Darkon upon leaving that plane.

For the purposes of spells whose effects change across planar boundaries, Darkon is considered its own plane. Magic that summons creatures or objects from other planes functions normally in Darkon, as does magic that involves an extradimensional space. Any spells cast within such a space are subject to the same restrictions as in the rest of Darkon.

Whilst in Darkon, characters who receive spells from deities or otherworldly patrons continue to do so. Spells that allow contact with beings from other planes often receive false answers.

THE POWERS THAT BE

Like any other Ravenloft setting, Darkon exists and continues to exist by the whim of the Dark Powers an enigmatic entity/set of entities that control (to one extent or another) the creation and maintenance of the demiplanes of dread. The reasons they might do this are unclear, as are the extent of their powers, but several theories are widely agreed upon.

Ravenloft is a punishment To become Lord of a domain of dread is to commit a terrible evil, and be stolen away for eternal torment

The punishment is self-inflicted A key component of the misery of a domain is the fact that each Darklord is bound by their own cravings and selfish impulses. In Azalin’s case, his need to control the magic of others leads to his inability to learn new spells. His desire to escape leads to being tied up in bureaucracy. His grief over murdering his own son is compounded by walking every day in that son’s bones.

Time is relative. Ravenloft’s punishments are infinite, and character spirited away by the mists might later return to find no time has passed at all. Darklords are defeated, and rise again from the ashes to be challenged by yet more adventurers.

Collateral Damage. The dark powers are not afraid of collateral damage in their enforcement of the domains of dread. Adventurers die in droves. Innocent citizens picked up by the mists fall prey to creatures of the night. It’s impossible to say for sure who or what the Dark Powers are, but they clearly are prepared to accept bodies piling up by the wayside.

TRAVELING THE MISTS

This version of the *Ravenloft Gazetteer* assumes that the borders of each domain are closed, either by the will of the Dark Powers, or the will of the Darklord. In past editions, it has been possible for those who will it to travel between domains. In some cases, suggestions are made to link one domain to another, in case you wish to avail yourself of this possibility.

EARLIER ITERATIONS OF DARKON

The *Ravenloft Gazetteer* for 5th edition is pulled from multiple sources across earlier editions of *Dungeons and Dragons*. In this case, the *Ravenloft Gazetteer Vol II* (2003) and *Sea of Madness* (1996) were particularly helpful references. This product borrows some of the ideas from these earlier sources while presenting an alternative version of Darkon scaled for fifth edition and this product.

THE LICH'S HISTORY

The Legacy of Cain

Hailing from a distant world, the young Azalin was known by a different name and walked under a different sun. He had a brother who was kind and pure of heart, where Azalin was driven and cold. Azalin single mindedly pursued his magic, but pushed beyond his capabilities, and accidentally killed his brother with an errant spell.

Death Becomes Her

When he ascended to King, Azalin took for himself a bride from one of his conquests. The marriage was unhappy, and unbeknownst to Azalin his wife employed witchcraft to prevent their union from conceiving a child, for she knew the cruelty the wizard king must visit on the babe. He slew his wife for her insolence, and worked foul magic to raise a child from what Could Have Been.

The Binding of Irik

The son Azalin wrought from magic took after his long dead uncle, and despite his eldritch origins became a man of honour and wisdom. Caught disobeying his father's rule, he was sentenced to death, as per the draconian laws that Azalin himself had conceived. When Azalin heard of the death of his son, he wept. As he grieved, the Wizard king was subsumed by the mists, and the realm of Dark-on came to be.

AZALIN'S MOTIVATION

Azalin has the following goals.

Escape Darkon

Azalin has always hated his domain, and resents the rulership of it immensely (this may go some way towards explaining his cruelty towards the citizens). If he can train a powerful spellcaster (perhaps by sending them challenges to develop their strength) he might be able to kill their allies and take them under his wing, using them as a proxy through which to develop new magic and escape.

Raise His Son

Azalin has many regrets. Chief amongst them is the death of his son, whom he seeks to restore to life. Unfortunately, part of Azalin's punishment is to walk forever in the bones of his son, and Azalin torments himself over this daily. As a result, he takes great personal umbrage at anyone who damages him, not because he cares about being hurt, but because he sees it as a failure to protect his son's remains.

ROLEPLAYING AZALIN

Azalin is a magical mastermind, whose theoretical knowledge of spell-craft is unparalleled. Even before his curse rendered him unable to learn new magic, he courted powers that defied belief. His long years searching for ways to extend his powers have made him capable of bending his mind to many places at once.

Though Azalin is not cruel by impulse, he occasionally indulges in what he considers small acts of spite (such as having someone burned for treason) when one of his experiments fails. His whims are largely dictated by the success (or not) of his latest project, which puts him in a bad mood more often than most.

In person, Azalin is cold and distant. He has lost touch with his humanity, and sees the whimpering of squirming meatsacks as far below his concern.

(It's no concern of mine if your family has....what did you call it? Food? Hah! You should have thought of that before you became peasants!)

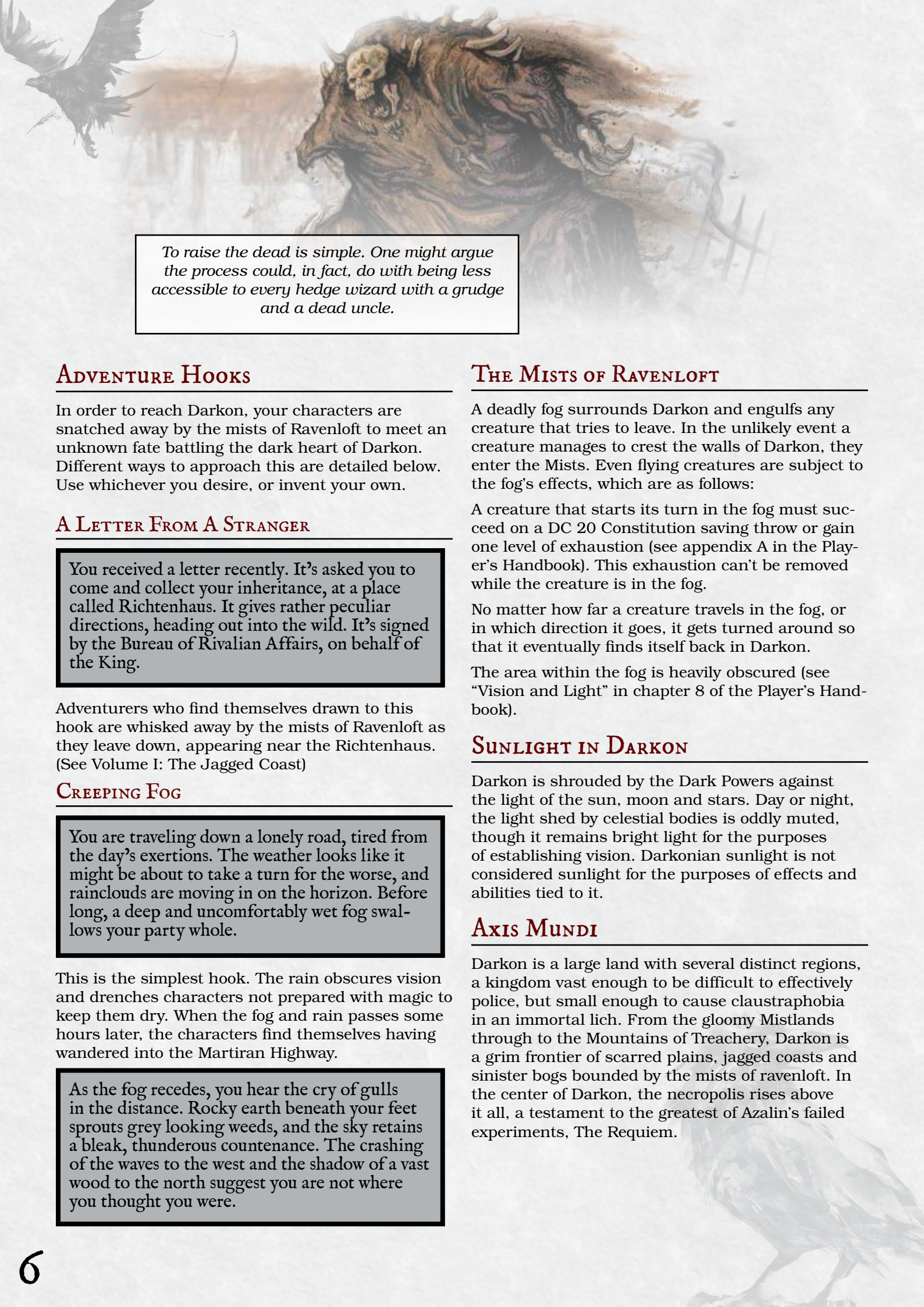
-Yzma, The Emperor's New Groove

In life, Azalin was a king, and a king he remains in death. He speaks, and his subjects jump to follow his commands. Orders are issued by courier, by magic sendings and occasionally by royal writ sealed with his skull-like sigil.

If Azalin has a flaw, he suffers from fatal (if warranted) overconfidence. His powerful magic and his resistance to most conventional forms of death have left him in a strange and dangerous complacency. Though he keeps one of his many eyes on adventurers who enter his domain, he expends no serious effort towards their extermination until they stand in the way of one of his motivations. Though Azalin is highly intelligent, he lacks insight into mortal emotions, and often underestimates their will to persevere against the odds.

If roused to action, Azalin sends his servants to deal with the problem until he has no other choice. A party who manages to aggravate Azalin enough that he deals with them personally can expect to face the cold, calculating wrath of a magician drawn away from his study to deal with a minor inconvenience.¹

¹ It's well known that there's nothing more dangerous on the face of this or any earth than a wizard forced to put his books down and actually use their magic for something constructive



To raise the dead is simple. One might argue the process could, in fact, do with being less accessible to every hedge wizard with a grudge and a dead uncle.

ADVENTURE HOOKS

In order to reach Darkon, your characters are snatched away by the mists of Ravenloft to meet an unknown fate battling the dark heart of Darkon. Different ways to approach this are detailed below. Use whichever you desire, or invent your own.

A LETTER FROM A STRANGER

You received a letter recently. It's asked you to come and collect your inheritance, at a place called Richtenhaus. It gives rather peculiar directions, heading out into the wild. It's signed by the Bureau of Rivalian Affairs, on behalf of the King.

Adventurers who find themselves drawn to this hook are whisked away by the mists of Ravenloft as they leave down, appearing near the Richtenhaus. (See Volume I: The Jagged Coast)

CREEPING FOG

You are traveling down a lonely road, tired from the day's exertions. The weather looks like it might be about to take a turn for the worse, and rainclouds are moving in on the horizon. Before long, a deep and uncomfortably wet fog swallows your party whole.

This is the simplest hook. The rain obscures vision and drenches characters not prepared with magic to keep them dry. When the fog and rain passes some hours later, the characters find themselves having wandered into the Martiran Highway.

As the fog recedes, you hear the cry of gulls in the distance. Rocky earth beneath your feet sprouts grey looking weeds, and the sky retains a bleak, thunderous countenance. The crashing of the waves to the west and the shadow of a vast wood to the north suggest you are not where you thought you were.

THE MISTS OF RAVENLOFT

A deadly fog surrounds Darkon and engulfs any creature that tries to leave. In the unlikely event a creature manages to crest the walls of Darkon, they enter the Mists. Even flying creatures are subject to the fog's effects, which are as follows:

A creature that starts its turn in the fog must succeed on a DC 20 Constitution saving throw or gain one level of exhaustion (see appendix A in the Player's Handbook). This exhaustion can't be removed while the creature is in the fog.

No matter how far a creature travels in the fog, or in which direction it goes, it gets turned around so that it eventually finds itself back in Darkon.

The area within the fog is heavily obscured (see "Vision and Light" in chapter 8 of the Player's Handbook).

SUNLIGHT IN DARKON

Darkon is shrouded by the Dark Powers against the light of the sun, moon and stars. Day or night, the light shed by celestial bodies is oddly muted, though it remains bright light for the purposes of establishing vision. Darkonian sunlight is not considered sunlight for the purposes of effects and abilities tied to it.

AXIS MUNDI

Darkon is a large land with several distinct regions, a kingdom vast enough to be difficult to effectively police, but small enough to cause claustrophobia in an immortal lich. From the gloomy Mistlands through to the Mountains of Treachery, Darkon is a grim frontier of scarred plains, jagged coasts and sinister bogs bounded by the mists of Ravenloft. In the center of Darkon, the necropolis rises above it all, a testament to the greatest of Azalin's failed experiments, The Requiem.

DARKONIAN NATURALIZATION

The earth of Darkon is infused with an insidious curse that removes the memories of immigrant folks and convinces them they have always belonged in Darkon. The curse is slow to act, but once it takes hold there is only a matter of time before the victim succumbs. When a humanoid creature finishes a long rest in Darkon there is a 10% chance it gains a level of Naturalization as it begins to lose its memories to the curse. With each level of Naturalization gained in this way, a character becomes more and more confused as to their origins. Refer to the table below for how each level of Naturalization affects characters.

Naturalization levels can be removed by two means only.

- Leaving the domain restores all memories and removes all Naturalization
- Removing or altering Azalin's Book of Names (see **Part Eight, Castle Avernus**)

Naturalization Table

Level 1	The character begins to suffer occasional memory loss of their time before they entered the mists.
Level 2	The character forgets the names of places and people known before they entered the mists.
Level 3	The character suffers confused nightmares, and wakes up not knowing who they are for a moment.
Level 4	The character begins to react to things in Darkon as if they had known them all along, but forgotten them for a while.
Level 5	The character no longer feels out of place in Darkon, but instead feels a sense of rightness.
Level 6	The character forgets their life before they entered Darkon. They retain all their friendships, bonds and enmity to creatures in Darkon, but rationalise them otherwise.

DARKON LORE

Typical Darkonians know certain facts, or have certain beliefs, about their existence and their surroundings. This common lore is summarized here. Characters can learn this information after earning a Darkonian's trust.:

- The King is Azalin Rex. It has always been Azalin Rex. He is very long lived, as he is a powerful wizard. (True, but Azalin's status as a lich is unknown to most civilians.)
- The Kargat are the King's spies, who look for dissent, and will take you away to be dealt with if you cause trouble. (True.)

- Darkon can do strange things to your memory. If you ever leave, you might find you never belonged here in the first place. (True.)
- Azalin can see through the eyes of any corpse in the realm. (False. He can see through his undead, however.)
- Martira Bay is very civilised, and the best place for newcomers.
- Creeana was destroyed by a demon. They say it's still out there somewhere.
- The capital city of Il Aluk was destroyed by a magical disaster. The king was thought dead, but recently returned. Il Aluk is still out of bounds, though, as it kills anyone who crosses the border. They call it Necropolis instead.
- You used to be able to travel across the border to other lands, but the mists have turned away all travel recently. Perhaps the king knows why.
- The king doesn't like visitors. Best keep your head down.
- The king lives in Castle Avernus, near the Forest of Shadows. He's probably very busy fixing it up after it was abandoned for so long.
- The wilderness might not look dangerous, but it harbours a great many walking dead.
- We all wait for the Day of Ascension, an apocalypse when the dead will rise from their graves and take back the world we stole from them.

DARKONIANS

When Azalin first arrived in Darkon, it possessed some few scattered inhabitants in crude villages. Now, it is scattered with towns and cities, the population bolstered by constant intake from other Domains of Dread and stolen from the prime material plane. All of these acquisitions are naturalized, and become part of the tapestry of the domain. Thus, Darkon is full of humanoids of all races, creeds and denominations.

Darkonians are usually gregarious to a fault, welcoming strangers into Darkon and encouraging them to pay due homage to the Wizard King. Even the untrained eye will detect a trace of fear in this friendly attitude which can be peeled away by a savvy investigator to reveal a deep terror of Azalin and his secret police, the Kargat. Those who express malcontent always vanish from the face of the earth once Azalin gets wind of their mutterings from his informants.





DARKON LOCATIONS

Darkon is a vast Domain, littered with struggling towns and grisly reminders of past horrors. Everything here is clinging to a life they despair of, and the world is painted in bleak shades of grey, green and yellow. Darkon has been divided into zones for ease of referencing, and each delegated its own chapter.

Part 1: Jagged Coast

The Jagged Coast is a hilly, blasted heath battered by cold sea winds and haunted by the looming spectre of Necropolis in the near distance. Once a thriving trading post with other domains of Ravenloft, the closure of the borders has left this area of Darkon struggling for purpose and disturbed by strange foreign objects the naturalized citizens can no longer explain.

Part 2: Forest of Shadows

The Forest of Shadows is a foreboding and evil place, shrouded in rumour and mystery. Here lies the dread encampment of Nartok, the decimated region of Creeana, and the relics of Azalin's failed attempts to domesticate the forest. The region is rumoured to be stalked by the Whistling Fiend, a demon of dark whimsy and terrible destruction.

Part 3: Necropolis

Once the city of Il Aluk, the city of Necropolis is a ruined crater in the earth scattered with the bones of citizens and buildings alike. Only death resides here now, amongst the ash heaps and paupers' graves. No sane man or woman or Darkon would dare set one foot closer to Necropolis than necessary, and even the walking dead step carefully here.

Part 4: Boglands

The Boglands was not always dead. They say that in times long past it was filled with wildlife. Sadly, this is no longer entirely the case. The bog is defiled by polluted magic drifting downriver from Necropolis, and only monstrous beasts live here now. The trees that walk the Boglands are said to carry great wisdom, and greater malice.

Part 5: Mistlands

A quiet and oft-forgotten region of Darkon, the Mistlands harbour both a quiet dread that they might be forgotten, and a keen fear that they might be remembered. Somewhere in the Mistlands, the Lake of Lost Dreams promises answers to those not wise enough to understand them.

Part 6: Vale of Tears

Harbouring the city Karg, it is possible that the Vale of Tears boasts the highest population of any region in Darkon. The Vale of Tears is watched carefully by Azalin and the Kargat for any signs of dissent. The area is riddled with the living dead, who attack on sight and show no mercy to the living.

Part 7: Mountains of Misery

Home to Darkon's tenacious dwarf population, who live one day at a time in the shadow of an active volcano. The threat of wyrms, eruption and corruption make this a hostile environment indeed.

Part 8: Castle Avernus

The lair of Azalin Rex, warded by powerful enchantments and guarded by legions of the dead. Though the castle can be seen from many places in Darkon, it remains firmly out of reach to anyone who is not invited.

Could I have saved Il Aluk? Perhaps. But it was never anything more than a resource, and all resources must be spent when their time has come.

NECROPOLIS: IL ALUK CITY OF THE DEAD

*Ah, Il Aluk.
The river runs with tears.
The rain is ash,
Death rules it now.*

NECROPOLIS

The city now called Necropolis was once known as Il Aluk, and was the de facto capital of the realm, home to Azalin's forces, and headquarters of the domain's most powerful organizations. It was devastated by one of Azalin's flawed attempts to escape Darkon, in an event known as the Requiem. Now, it is inimical to the living, and though the necrotic shroud is perhaps not as puissant as it once was, it remains sufficient to snuff out mortals like candles in a strong wind.

DEATH

As part of Azalin's scheme to escape Darkon, he created through his magic a dark mirror of himself - an elemental of necrotic energy which named itself Death. Indeed, the crazed specter believed itself a Darklord in truth for some time, until Azalin's eventual re-emergence into the domain proved otherwise. Now, Death nurses its bruised ego in the Necropolis, allowed free reign within the bounds of the city by Azalin. It loathes the living, and shows them no mercy if it discovers them somehow inside the walls of the Necropolis.

SHROUD OF ENTROPY

For miles around Necropolis, the earth, water and air are tainted by necrotic energy. When a creature approaches the domain, they feel an uneasy sense of nausea in their gut. This increases as they continue to move further towards the border, eventually increasing into other signs for concern, such as

mild necrosis, migranes and strange growths.

The entirety of the Necropolis is lethal to living creatures. A creature that approaches Necropolis knows instinctively when they are close to the border of the shroud. A creature that steps over the border into Necropolis is subject to the effects of its Shroud of Entropy, as follows:

- All creatures except undead take 8d10 necrotic damage when they start their turn inside the shroud.
- Creatures reduced to 0 hit points by this damage die instantaneously.
- A character killed by the Shroud rises again as an undead creature in 1d4 rounds. See "Shroud Reanimation."



The creature that calls itself Death is in some ways my greatest success, and yet also a failure beyond imagining.

SHROUD REANIMATION

If the Shroud kills a character, the dark magic of Necropolis inhabits their body, dragging it back to a dark mockery of life. Not every creature that dies in Necropolis reanimates, but player characters always do. They are simply too interesting as toys for the Dark Powers to leave alone. Apply the Undead template to the character.

Undead Template

- Your creature type changes to Undead
- You have resistance to necrotic damage. You have immunity to the poisoned condition, and to poison damage.
- You do not need to eat, drink or sleep. [You must still rest to recover abilities, cure exhaustion and so on.]

For a more detailed exploration of undead player races, you should take a look at [Monstrous Races by Tyler Kamstra](#), a highly regarded supplement which gives monstrous options for every kind of undead in the Monster Manual.

LAY OF THE LAND

The city of Il Aluk covers an area of perhaps 4 miles at its widest point. The land is naturally boggy, and floodwaters from the mountains frequently cause the river to overflow its banks. The river becomes tainted by the necrotic energy of the shroud upon entering the Necropolis, making it unsafe to drink and unable to support life of any kind. Barren farmland sits unused around the edges of the city - no creature remaining in Necropolis feels hunger that can be satisfied by grain. Even outside the reaches of the Shroud, the land is dotted with abandoned farmhouses and fallow fields, the owners having died to or fled from the free-ranging undead.

HISTORY

Necropolis was once known as Il Aluk, and was the capital of Darkon. Its location on the river made it the central hub of trade for the domain, eventually achieving a population of thousands, if not tens of thousands of Darkonians. Then, Azalin staged one of his grand magical experiments, resulting in a disaster euphemistically referred to as the "Requiem". Azalin vanished from the face of Darkon, and Il Aluk was snuffed out in a cataclysmic explosion of negative energy that left the entire city in piles of corpses. Worse than this, a shadowy manifestation of necrotic energy took Azalin's mantle, calling itself Death. The long years of Death's regency were dark times, and many perished at the hands of the dead. Undead rose like a plague in Il Aluk, until the city teemed with unlife. In more recent days, Azalin's miraculous reappearance has shattered Death's hold on the land, and forced the phantom into hiding. Why Azalin does not deal with this threat is

unclear, but Death has now been long years inside the ruins of Il Aluk, and Azalin shows no signs of rooting him out.


FLORA

All plant life in Necropolis died at the time of the Requiem...all except one. The Amaranth plant, being native to Darkon, was considered a common grain before the Requiem. Afterwards, rumours began to spread of its mystical properties, including its potency when distilled into herbal formulas. The Amaranth garden is closely guarded by Death, who correctly surmises that there might be a way to use the plant to defy the death-dealing properties of the Shroud. A character proficient in a Herbalist's Kit or an Alchemist's Kit can concoct one dose potent poison.

Necropolitan Amaranth (Injury). A creature subjected to this poison must succeed on a DC 15 Constitution saving throw or be poisoned for 13 hours. If the saving throw fails by 5 or more, the creature also gains a level of Exhaustion.

Amaranth

Herb [flower]



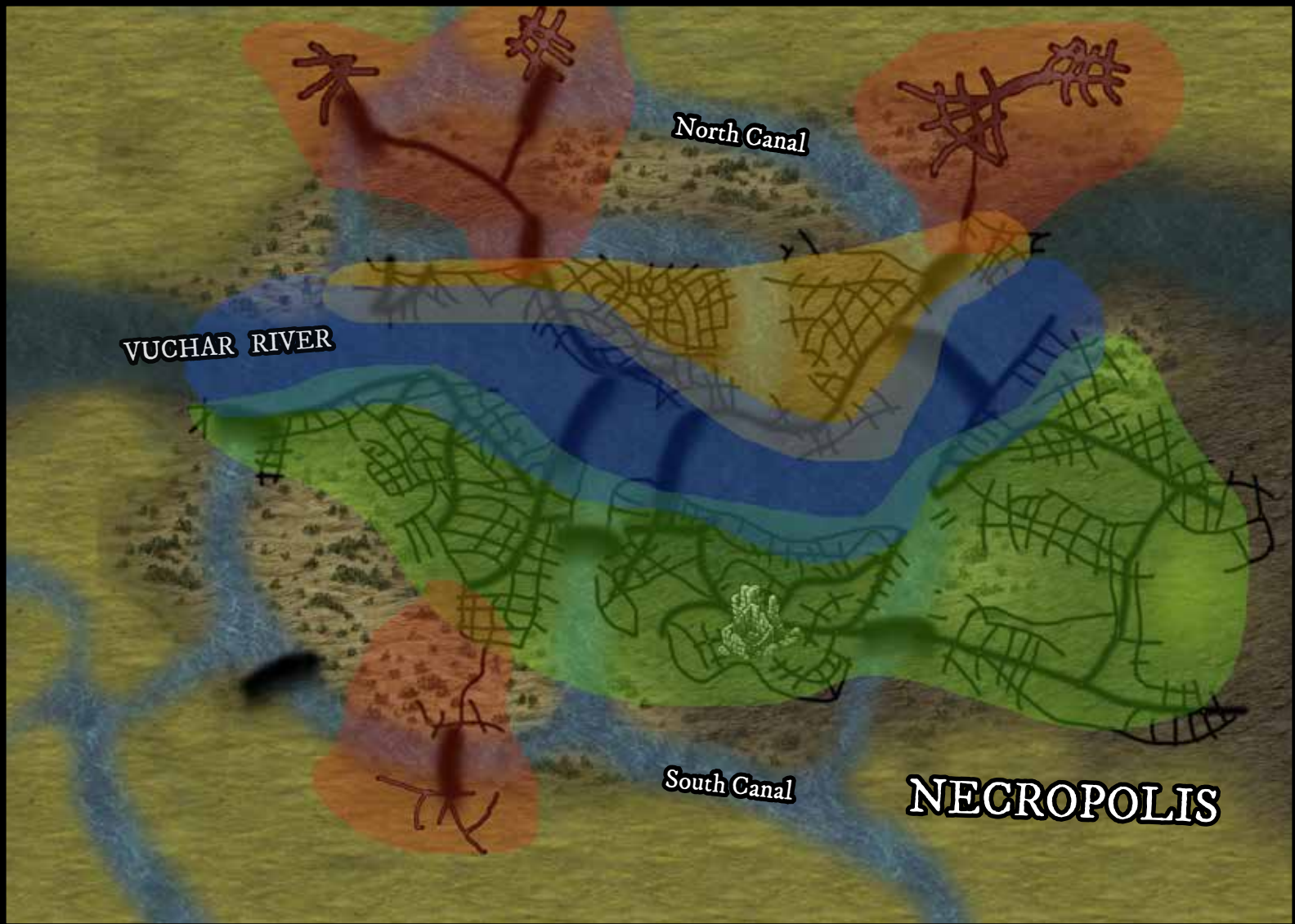
*Wick'd flower, one and three
Taking sleep and giving thee
New and divers dreams of death
A hearth that welcomes us again
A hall of endless rest and then
I wake, and take a breath. Awake.*

Placing Amaranth on the tongue of a corpse that died within the last 24 hours has the same effect as a *gentle repose* spell cast at its lowest level.

A creature that wears a fresh Amaranth bloom touching its skin is immune to Necrotic damage. The bloom remains fresh for 1d4 hours. Amaranth withers instantly if it is ever within the radius of a Turn Undead class ability.

DC to gather/use: 15
Herbalist's Kit

A curious herb, Amaranth. A symbol of life in the face of so much death. You can almost hear the powers-that-be laughing at us for our folly.



FAUNA

All animals alive at the time of the Requiem were slain by it, and many subsequently rose as undead. Over the years, the wandering zombie rats, skeletal spiders and other urban nuisances were largely destroyed. With no way to repopulate, they soon vanished altogether. Only the dead walk the streets of Necropolis, and nature has no sway within its walls.

POPULATION

Il Aluk was once a thriving cosmopolitan center of industry, and though many undead have perished at each others hands or to the simple degradations of time, the city is still home to a veritable army of undead Darkonians, speaking many languages and struggling for survival. Many have turned feral and forgotten their old humanoid ways altogether, and some retain their higher faculties. The streets and houses are rife with simple skeletons and zombies, with more powerful forms of undead lurking unseen in the shadows.

APPROACHING THE CITY

When the characters first approach Necropolis (after passing through the Shroud), read:

A dark and crumbling city lies scattered before you, ruins sinking into the canals, and the smell of dusty rot discernible even from this far away. Shadowy towers are surrounded by winding streets, all cloaked in the ever-present umbral miasma you can feel around you now. Everything in you, down to the bones, tells you to turn away. *Leave here*, the land seems to cry. *Return to the world of the living*. *This place is of the dead, and the dead keep it.*



d100					
Necropolis Encounters					
Encounter	Canal	Aluk Septentrion	Aluk Meridian	Grim Fastness	Outer Reaches
Arrest	1-10	1-2	1-8	1	-
Assassins	-	3-8	9	2-4	-
Book Thief	-	9-15	-	-	-
Charredlatan	-	-	10-12	-	1-5
Corpse	11-17	15-17	13-17	5-15	5-15
Curfew	17-22	18-22	18-22	15-30	-
Customs Inspection	22-27	23-40	23-30	33-40	-
Cultist of the Grey	27-30	41-49	31-38	41-42	15-20
Dead Cow	-	50	-	-	-
Death Guard	31-40	51-55	38-45	42-55	-
Decomposition Ooze	41-50	-	45-47	-	-
Depressed Salesman		56-58	47-49	-	21-30
Discarded Pouch	51-55	-	50	-	31-40
Edifying Monument	56-60	59-60	51-53	55-60	-
Eternal Order Priest	61-65	61-64	54-56	61-65	41-43
Evil Necromancer	-	65-66	-	-	-
Familiar Touch	66	67	57	-	-
Fancy Skeleton	67-70	68-72	-	-	-
Gazetteer Researcher	71-72	73	-	-	-
Ghast Pack	73-80	-	-	-	-
Gloom Weaver	-	74-80	58	66	-
Gridlock	-	80-85	59-64	-	-
Kargat Agent	81-82	86	65-66	-	44-50
Lost Dog	-	-	67-69	-	51-55
Mad Undruid	-	-	70-73	-	55-60
Memento Mori	-	87-90	74	66-75	-
Necrotic Pulse	83-85	90-93	75-76	75-85	61-62
Patrol	-	93-95	95-96	85-90	63
Pickpocket	86-88	-	97	-	64-70
Pigeon	89	-	-	-	71
Protest	-	96	98	-	-
Public Execution	-	97-98	99	91-100	-
Rag and Bone Man	-	-	100	-	72-80
Something in the Waters	90-95	-	-	-	-
Street Cleaner	-	99	-	-	-
Street Performer	-	100	-	-	81-90
Wandering Beggar	95-100	-	-	-	91-100

RANDOM ENCOUNTERS

Il Aluk is of the dead, and the dead walk its streets. Introduce a random encounter from the table above whenever characters travel from place to place within the city, or as frequently as you desire.

Arrest

In the street ahead of you, two skeletal armoured figures are trying to catch a ghost. "Now come on, be reasonable," one clatters wheezily. "How are we supposed to arrest you if you don't stay still?" The child-sized ghost merely blows a raspberry and flits through a wall.

The **skeletons** are erstwhile employees of the city guard, who find themselves woefully ill equipped to deal with ethereal miscreancy. The **ghost** they are attempting to catch is (unfortunately) taking full advantage of this, and occasionally pelts them with stolen underwear.

Assassins

A crash from above gives you pause. A robed corpse is stabbing a skeleton repeatedly with a knife, hacking it apart. It looks down at you. "You gotta take 'em apart bit by bit nowadays" it says to you, cheerily. "Or they just get back up again."

The undead **assassin** is disposing of a contract, having worked out a rather methodical way to dispatch of potential victims by taking apart the bodies and scattering the component parts to the four winds.

Book Thief

A small, wan looking skeleton runs by, clutching a pile of papers. It stops short of you, accidentally dropping them all into the mud. It seems paralyzed, not sure whether to scramble for the papers, or keep running.

This undead **master thief** stole some sacred scrolls from the Eternal Order, and is on the run. The papers consist of three scrolls, containing *raise dead*, *gentle repose* and *animate dead* respectively. If allowed, he picks up the papers and flees. Four undead **veterans** arrive 1d4 rounds later to arrest the thief and take them back to the temple for disintegration.

Charredlatan

A charred looking skeleton covered in burn marks is juggling flaming torches on a street corner. Oil drips off it everywhere, and it stands next to a small cap filled with copper coins.

This skeleton is juggling flaming torches to enter-

tain and earn coin. Occasionally, it drops a torch, which ignites the oil and sets it ablaze (a sure crowd pleaser). It then runs down to the river and jumps in to extinguish the fire, only to return and find someone has stolen the cap of money and starts again.

Corpse

A body lies face down in the mud. It looks half-rotten.

Roll a d6 to determine the nature of the **zombie**:

1-2 The corpse belongs to a humanoid who has lost the will to continue. They plaintively ask to be left alone if disturbed.

3-4 The corpse is an elf horrified by their situation. They beg to be destroyed.

5-6 The corpse is a halfling child. It wakes from its stupor if disturbed, and follows the characters around out of curiosity.

Curfew

A loud siren sounds through the streets, a caterwauling, eerie cry that chills you to the bone. At every street corner a spectral elf is keening.

This wailing occurs when Death decides it has had enough of the noise and activity of the city, which it does periodically. The wailing has no effect on constructs and undead. All other creatures that can hear the wailing must make a DC 13 Constitution saving throw. On a failure, a creature drops to 0 hit points. On a success, a creature takes 10 (3d6) psychic damage. All undead return to their hovels for 1d4 hours, during which time there are no more encounters on the streets of Necropolis.

Customs Inspection

A patrol of foul smelling guards wrapped in linens is stopping passers-by. "Contraband Inspection," they announce, poking around ribcages and rooting through bags. "Please turn over all contraband immediately."

A customs patrol consists of 3d6 **mummies**, which are doing a routine check for magical items. This practice was common under Azalin, and is something the Eternal Order have continued to enforce even after the Requiem. Of course, given that nothing new has come to Necropolis in some time, the job really is just a formality for the most part. The customs patrol demand any magical items are turned over to the Eternal Order, and will attempt to secure the items by violence if they are refused.

Cultist of the Grey

A lone straggler lurks on a street corner, a bleached skull poking out from under ragged grey robes. It preaches "Fear not these troubled times! We are the vanguard of a new age! The heralds of the grey! Take solace in your new life, the life of the divine. You are blessed."

This is an undead **cult fanatic** who belongs to the Cult of the Grey, a splinter sect of the Eternal Order who revel in the joy of being undead, seeing it as a blessing to be the first to experience the Grey Realm of death.

Dead Cow

An ossified cow is moo-ing grumpily between two skeletons who are attempting to pull it in opposite directions. One is shouting "You left it to me in your will!" and the other is yelling "Well, clearly I'm not dead yet, am I? Give it back."

The two **skeletons** are arguing over an undead **cow**, as something of an inheritance issue. The first skeleton left the cow in his will to his son, who argues that (his father having technically died) it now belongs to him. This argument has been going on for some years now, with no resolution in sight.

Death Guard

The street becomes shrouded in gloom as a patrol tramps down the street. Spectral warriors drift into view, holding swords at the ready. "Death to the living. Death to the dead. Death to the light" they chant, in sobering tones.

A death guard platoon consists of eight **sword wraith warriors**, and one **sword wraith captain**. The death guard serve Death's will above all others, and search the streets for the living to exterminate any canny or lucky trespassers who managed to evade the shroud. The death guard kill living creatures on sight.

Decomposition Ooze

As you pass a sewer grating, something bubbles up from beneath. A sizzling, bubbling ooze filled with bones emerges into the street. "Huuungry" it burbles.

This undead **black pudding** is the remains of a collection of corpses which were turned to ash and goo by the Requiem. They reanimated as a conglomeration with a single united desire - consume flesh and add to the collective.

Depressed Salesman

A sad looking skeleton lounges near a cart. The sign reads "Balthasar's Bedrolls" and the cart seems to sell pillows, bedsheets and other necessities for a good night's sleep. It seems aware of the irony of its situation.

This **skeleton** sells mundane gear, mostly bedrolls, backpacks and pillows. It hasn't made a sale since it died, as undead rarely feel a need to buy bedcovers.

Discarded Pouch

What's this? A pouch, left alone in the street. Perhaps there is something useful inside...

Roll a d6 to determine the contents of the pouch.

1d6	Pouch Contents
1	A dead frog
2	A necklace made of silver links
3	An onyx spyglass
4	A rusty knife
5	A black candle
6	An ivory hairbrush etched with an "S"

Edifying Monument

A strange obelisk has been planted in the street, pointed towards the grey skies. Glyphs cover the surface, running in strange concentric patterns.

The obelisk is inscribed in Darkonese with propaganda for Necropolis. It vaunts Death as the harbinger of the Grey Wastes, and promises a day when all of the world will be taken back by the dead.

Eternal Order Priest

A grey robed skeleton walks calmly down the street, stopping at points to knock on doors or inspect windows. It wears a medallion around its neck graven with the image of a wicked scythe.

A grey robed skeleton walks calmly down the street, stopping at points to knock on doors or inspect windows. It wears a medallion around its neck graven with the image of a wicked scythe. This undead **priest** is performing a ceaseless, never-tiring vigil for the citizens of Necropolis. As a member of the Eternal Order, it believes that the end of the world has begun, and that Death will reach out from Necropolis to smite the arrogant living, snuffing it out. It is baffled by the presence of any living creature in Necropolis, and excuses itself as soon as possible to run and warn the rest of the Order.

Evil Necromancer

A glum looking figure sits against a wall, poking a wand through a vacant eye socket. "Used to be a necromancer," it says. "Not much point anymore - every man and his dog is raising 'emselfes, aren't they? This is the thing about gigantic necrotic calamities - they never think of the working man and his vocation. Can't learn a new trade at my age, can I?"

The **necromancer** has lost the will to carry on, and has been moping about for long enough to gather cobwebs. He can be raised from his despondency by finding him some new and exciting vocation to pursue, or bodies to animate.

Familiar Touch

A severed hand is crawling along a wall nearby. As you watch, it slows, remaining tensed as if to flee at any sudden movement.

This **crawling claw** is looking for someone to bond with. If anyone shows it curiosity or kindness over hostility, it follows them around and does their bidding. After 48 hours of the hand following the target, the target gains Magic Resistance as long as the claw is within 5 feet of them.

Fancy Skeleton

"Salubrious felicitations to you, my obnubilate friends. A ghastly day, isn't it? Enough to give you the collywobbles, I'll warrant." A skeleton in a smart black suit wafts past, doffing a top hat.

This skeleton is locked in mad dreams of a time before it became a member of the walking dead. It is entirely in denial about its situation, and becomes hysterical if convinced of the truth. Otherwise it suits itself with bland pleasantries and is fairly benign.

Gazetteer Researcher

A skeleton has been propped up against the wall. It has a withered bloom around its neck, tied with a piece of rotten string.

This poor soul came to Necropolis from another town to gather information. Unfortunately, they did not escape before their Amaranth bloom died, and they perished as a result. Death arrived shortly afterwards to destroy their soul.

Ghast Pack

There is little warning. A few bubbles under the water, a slight disturbance in the dark. Then, crashing up in a foul-smelling spray, countless arms, legs and sharp teeth. The attack is ferocious.

This pack of 2d6 **ghasts** is looking for an easy meal. They strike haphazardly and randomly, dragging paralyzed characters back into the river to eat them.

Gloom Weaver

A shadowy figure rests against a wall, trimming their nails with a knife. Elfin ears, wan flesh, and a cynical expression. They eye you with barely concealed contempt.

This **gloom weaver** is here on a diplomatic envoy from the Raven Queen. It isn't impressed, and regards the entire city with a distaste bordering on enmity. It remains oblique concerning the Raven Queen's motivations, even unto death.

Gridlock

The street is blocked with carts, carriages and wagons all piled up in a gridlock. Walking skeletons and shambling corpses are waving papers at each other and bickering loudly in husky voices.

This gridlock has been in place for months, and the assorted undead are having the time of their lives arguing about it. They take any attempt to resolve the drama with salty looks and a cold shoulder before happily returning to their squabbles about whose fault it was. They don't object to creatures climbing over the vehicles.

Kargat Agent

A flutter of wings, the swish of a cape, and a handsome (if pale) man is standing in your path. His eyes burn with seductive glamour. "Just a few questions, if you please," he asks, and his voice is sweet as poisoned honey.

This **vampire** is an agent of Azalin working within Necropolis to keep track of Death's activities. The vampire collects as much information as it can about the characters and their next movements using its Charm feature, and then turns into a bat, returning to Azalin.

Lost Dog

A skeletal little girl wanders up to you holding a leather leash. "Have you seen my puppy?" she says. "He's been gone for ages. I hope my puppy is okay."

The **skeleton** gets within 5 feet of a sympathetic character, then pulls out a knife and stabs the closest person.

Mad Undruid

A rumbling passes across the street. A skeleton clad in rags and furs is loudly wailing as it waves a hand to excavate holes underneath nearby skeletons, sending them into newly dug graves.

This **archdruid** was killed in the Requiem and raised as an undead. This is an affront to his druidic sensibilities, and he spends his days chasing down undead and using a *mold earth* cantrip to bury them. They inevitably dig their way out, which keeps him busy.

Memento Mori

A tall statue of a cloaked figure holding a scythe dominates the street ahead. Mist coils around its base, and it exudes a sense of finality. Words are carved into it - "REMEMBER, YOU TOO SHALL DIE."*

This statue of Death leeches the will to fight from onlookers. Characters who see this statue lose inspiration if they possess it. Characters who do not lose inspiration in this way must make a DC17 Charisma saving throw against Shadowfell Despair (DMG)

Necrotic Pulse

A haze of purple light flashes briefly in the air. It ripples through the city, shedding flesh from bones, rotting wood and sickening living creatures.

The pulse of necrotic energy enervates the living. It immediately withers any Amaranth blooms being used to shield travellers from the Shroud. In addition, all living creatures gain a level of exhaustion.

Patrol

A shadow falls across your path. Drifting between buildings, a black cloak wreathed in liquid night carries an ominous scythe. It spares you a passing glance.

This **avatar of death** is watching for spies of Azalin, or living intruders. If it discovers anything untoward, it returns to Death to report the incident without delay.

Pickpocket

A faint giggle in the air is followed by a shimmer up ahead and the scattering of your belongings across the street as your pouch splits.

These three **poltergeists** were gnomes in life, and have continued their mischief even unto death. They each pick up something from the ground and wave it about for a round or two before fleeing with their spoils.

Pigeon

A cadaverous pigeon flutters down awkwardly to ground level. It stares blankly at you, before rooting about on the street for non-existent crumbs that it probably couldn't digest anyway.

This poor creature could probably do with being put out of its misery.

Protest

A horde of the unwashed dead are quietly protesting. The signs and placards are decorated with slogans like IM DEAD READY TO WORK and I HAVE ALL THE TIME IN THE WORLD

These undead are protesting at the lack of infrastructure in Necropolis, and are lobbying Death for some kind of sensible resolution to the ennui that pervades the place. They are looking for meaning in an uncertain world. As yet, Death has not deigned to respond.

Public Execution

Three gaunt looking shades are clustered around a ghoul begging them for clemency. "Please," it whines. "I only said he was a bit serious..he don't need to take it all personal, like."

These **avatars of death** swiftly decapitate the ghoul, and drift away. If the characters are still around, the head shouts them down and asks if they would be so kind as to re-unite it with its body, which has wandered off down the street.



Rag and Bone Man

A small cart creaks down the street, laden with piles of bric-a-brac and dragged by a mule. Leading it is a wizened old man, calling out "Know the price! Name it thrice! Get your happy ending!"

The Rag and Bone man is a strange itinerant peddler who offers anyone who cares to listen a strange bargain. Name the manner of your death, and he'll make a *wish* for you. The wish (as long as it conforms to the rules of the domain) always comes true in a twisted, negative way...as does the manner of death, sooner or later.

Something In The Waters

In the dark waters of the canal, a shadowy shape moves past you. Dark flickers of something twisting and tangled lurk deep down below.

The undead **giant octopus** follows the characters along the canal for a while. If it sees an opportunity to grab a quick meal from behind, it takes it.

Street Cleaner

A blue-tinged corpse is shuffling down the street, using a broom to vainly sweep dust from one side of the road to another. It stops, rather passive-aggressively, and waits for you to pass by.

This **wight** was a street cleaner before Il Aluk's descent into death and madness. He kept getting up to do his job day after day, and has never been dissuaded from it. He takes a dim view of litterers.

Street Performer

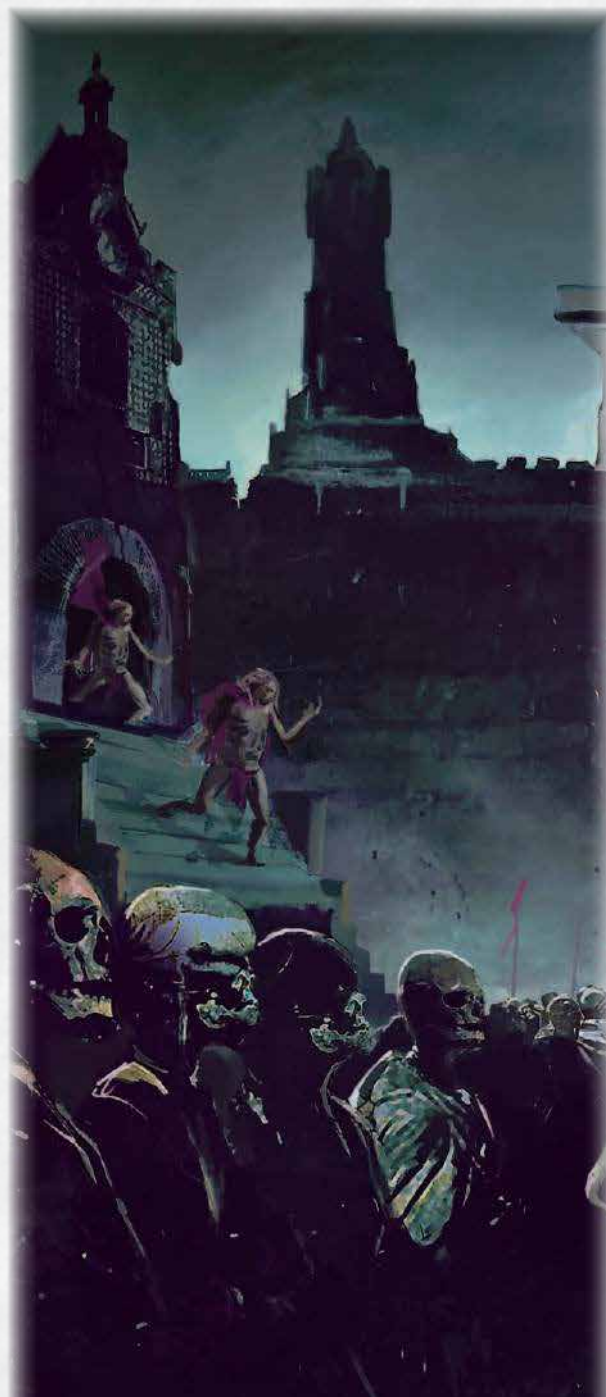
A small street puppet theatre is playing out a narrative using rather battered looking sock puppets. The story seems to be of a big bad wizard who bosses people around and blows himself up.

This Lamordian clockwork puppet show had the misfortune to be playing in Il Aluk when the Requiem hit. The poor proprietor (undead **commoner**) doesn't believe in the undead, and instead thinks that he and the rest of the city are taken by a strange plague. The puppet show is called The Requiem, and shows Azalin (who is represented as a rather offensively cartoonish sock puppet) destroying Il Aluk in a careless magical experiment.

Wandering Beggar

A zombie lurches into a wall nearby, and holds out a cap in a rotting hand. "Pennies for the poor?" it croaks. "I need it for...well, I ain't precisely sure. But I've been a beggar all me life, and my father was, and his father before him. Ain't got no intention of changing it now."

This **zombie** follows characters around begging for change for some time. He doesn't know quite what to do if he gets it, and more than likely tosses it away once he gets bored carrying it about.



I do not envy this "Death" the burden of managing a horde of recalcitrant peasants without the backstop of genocide.

CANALS

The murky waters of the canal are tainted the moment they enter the Shroud at the northern edge of the Necropolis. Restless dead wander up and down the edges of the canals, keeping themselves busy. Some stare into the water as if it holds answers.

PEOPLE ON THE STREET

d8	People on the Street (Canal)
1	A ghost floats above the water. "The river took my laughter," it says.
2	A ghoul stares at you, holding a dead fish.
3	There is a skeleton floating face down in the water. "Leave me be," it says.
4	A rotting hag offers you a lucky heather. It is withered and dead.
5	A zombie is eating a severed foot. Best not ask where from.
6	A dead dog is playing in the canal.
7	Skeletal children play catch on the banks.
8	A ghoul is fishing in the river, glumly.

RUMOURS

d6	Rumours (Canals)
1	Someone said they saw a wolf in the street last night. A wolf! I don't believe it for a second.
2	If you stare into the canals for long enough, you can see your future,
3	Death can hear through the water. You shouldn't speak secrets within sight of it.
4	Do you believe in faeries? I did, until I found the corpse of one floating in the river. Even stories die, with time.
5	I heard there's a house way south of here where the dead walk freely. Maybe I'll go there, take a vacation.
6	We used to get a lot of trading vessels on the canals. Not anymore.

ALUK SEPTENTRION

This well-structured, urbane section of the city lies to the north, and was once a center of education and entertainment. Most notably, it contains a rather feral community of insane halflings since the Requiem.

PEOPLE ON THE STREET

d8	People on the Street (Septentrion)
1	A line of skeletons waiting outside a theatre. They've been waiting since the Requiem.
2	A zombie looking at a book, which it is holding upside down.
3	A ghoulish halfling is gibbering to itself on a street corner.
4	There is a cat. It coughs up a pile of bile at you.
5	A skeleton with a beard is stacking books on a cart. "I'm going on sabbatical," he says. "I hear Har'Akir is sunny this time of year."
6	An elven ghoul is holding its own leg forlornly. "The wretched thing fell off" it says.
7	A skeleton is out collecting taxes. It isn't having much luck.
8	A zombie is selling rusty cutlery from a stall.

RUMOURS

d6	Rumours (Septentrion)
1	They say the halflings found something in the Requiem. It tells them secrets, horrible secrets.
2	The university has lots of books mouldering away inside. It's a shame so many people can't read in these parts.
3	I'd love to see a show. But no-one puts them on anymore. Maybe you could try?
4	I wonder what happened to all the academics. I heard they're still out there somewhere.
5	Do you know what a Doomsday Device is? I'm sure I heard someone mention it, but I couldn't say where or when.
6	Has anyone seen a skeleton in a red dress and a large hat? That's my aunt, and I wouldn't get tangled up with her.



ALUK MERIDIAN

This southern borough is cramped, filthy and filled with far more dead than its northern counterpart. Ugly houses of worship border on cramped slums, which are only marginally more hygienic now that everything inside has been dead for decades.

PEOPLE ON THE STREET

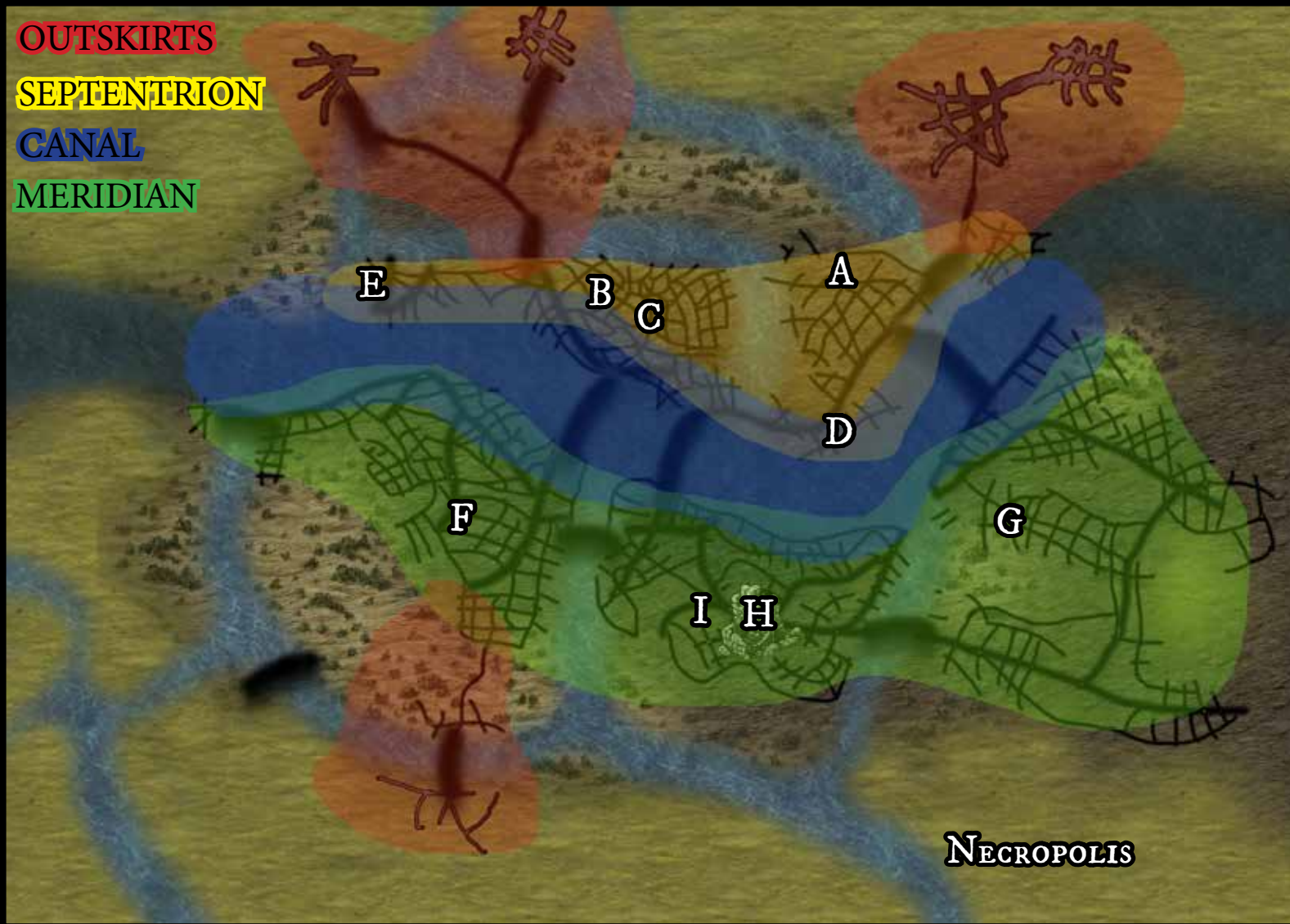
d8	People on the Street (Meridian)
1	A skeleton is nursing a pile of rags as if it were a baby.
2	A pox-scarred skeleton begs you for food.
3	A zombie with no head is sat in front of a cap with a few coppers in it.
4	A grizzled old corpse is hanging out some stained sheets on a line.
5	A priestly figure in grey robes drifts past, murmuring a brief benediction.
6	There is a flutter in a window nearby. Was it a curtain? Perhaps.
7	There's a skeleton stuck in a wall. "I took a nap for a year, and they built this on me" it says, rather crossly.
8	A zombie is reciting spell vocals. It looks at its hands. "This was much easier when I had all my fingers" it says.

RUMOURS

d6	Rumours (Meridian)
1	There was a plague a long time ago. Some of the skeletons around here still bear the marks.
2	Did you hear about the Great Fire? It torched most of this place, back when we were all alive. Nasty business.
3	The lord Death hasn't been seen in a long time. I suppose he's up in his palace, brooding or something.
4	King Azalin wouldn't have let things get like this. He'd have it ship-shape in no time.
5	There must be a way to lift this curse. In the stories, there's always a way.
6	There was a researcher by asking all sorts of questions. Called herself "S" or "F" or something. Very opinionated.



Perhaps one day I shall deal with the pretender in Il Aluk, For now, it serves as a deft lieutenant, albeit unwittingly.



AREAS OF NECROPOLIS

The areas below correspond to the locations marked on the map above.

A- Botanical Gardens

This dusty, barren waste is littered with withered plants and dead trees. Periodic signs are dotted around the place amongst the bones of small woodland creatures.

This was once the famed Il Aluk botanical gardens, but the Requiem turned it to dust and ashes. Undead **blights** haunt the wounded landscape at irregular intervals.

B - Pangolin Theatre

An open air theatre stands abandoned, and peeling posters suggest the last show was some time ago indeed. Occasionally a passing undead sighs wistfully at it.

The pangolin theatre once supplied entertainment and humour for the beleaguered citizens of Il Aluk. Death, however, took offense to a rather unflattering portrayal of him in a pantomime, and slaughtered all the actors. The theatre has been closed ever since.

C - Art & Natural History Museum

This large gothic building is surrounded by barbed wire and a contingent of skeletal guards. A large stone sign reading Museum of Natural History lies half-crumbled on the ground. Occasionally, an ugly roar reverberates out from inside, but the guards pay it little mind.

The natural history museum was a place of study, but after the exhibits decided to get up and play, it was closed by the Eternal Order. Inside an undead **tyrannosaurus rex** stalks the halls alone, having devoured or destroyed its competition over the last few decades. Anyone attempting to head inside the museum is warned by the undead **guards** that “you don’t want to disturb old bonetooth” as he’s been “particularly grouchy lately”.



D- Hallad Market

A dingy, ugly little market rests against the bank of the Vuchar. Gaunt looking merchants huddle beside stalls filled with grey wares. Every single store has at least three guards standing dejectedly around it, jealously guarding bric-a-brac no-one in their right mind would go to the effort of stealing.

The market is full of deteriorated junk, from rusty weapons to broken shards of glass. Damaged fabrics, splintered shields...if it's broken, it's here. Prices are exorbitant, and the vendors (mostly skel-etal commoners) vicious and nasty. Regular brawls occur here, as one stall decides someone looked at them funny, and the guards get into a pitched (and high-spirited) battle in which heads quite literally roll.

Wares. Characters determined to pursue a bargain can find broken or warped versions of any item in the Player's Handbook here, and will be charged 10 times the normal price for it.

E - The Cult at Cullfemur House

Deep in the halfling quarter, where feral little ghouls skitter around in the shadows fighting over bones, there is a house. It is boarded up, but candles light the rooms inside. The ever-present stench of death seems all the more acute as you approach it.

This house is home to the unfortunate halflings who stumbled across a shard of Azalin's Doomsday Device, the experiment that caused the Requiem. The shard of glass (a remnant from the original machine) has been mounted on a wall inside the house, and looks directly into the negative energy plane. The sight of sheer nothing, a darkness without end, has driven the clan to feverish madness. The cult fervently believe that their moral duty is to widen the breaches between this world and the negative energy plane (which they call "The Dark") and let it subsume everything. To this end, they perform unholy rites undercover of night in abandoned houses, weakening the fabric of reality and opening breaches. As yet, the domain shows no signs of crumbling, but the halfling lich matriarch Mother Dismass is devoted in her pursuit of this endgame. Mother Dismass is a **lich**, with the following changes:

- Her size is small
- If Mother Dismass rolls a 1 on an attack roll, ability check or saving throw, she can reroll that die. She must use the results of the new roll
- Mother Dismass has the following spells prepared:

Level 1: *ray of sickness, cause fear*

Level 2: *blindness/deafness, darkness*

Level 3: *feign death, vampiric touch*

Level 4: *blight, shadow of moil*

Level 5: *negative energy flood/enervate*

Level 6: *circle of death*

Level 7: *finger of death, power word pain*

Level 8: *maddening darkness*

Level 9: *finger of death*

F - Temple of Eternal Penitence

The ruins of a cathedral are hidden here between two houses. How it came to be so damaged and battered is unclear, but the windows have all been shattered in some disaster long past. Some areas are still open to the public, and grinning skulls clad in grey robes shuffle in or out to unknown purpose.

This was once the epicenter of religious power in Darkon. Now, it is a shell of its former grandeur. Those priests who were not slain permanently or torn apart during the Requiem still haunt the halls of the temple and wander the streets of the Necropolis. Unfortunately for the Eternal Order, the Requiem puts them in something of a theological bind - has the end of the world started? Should the Eternal Order pledge itself to Death, now that the end has come? Most of the order finds itself accepting this as a necessary evil. There is however, a splinter sect of the church that remembers the old goal of averting the Hour of Ascension - this sect, led by the charismatic Serinida Brecht (LN female **wight**) works to destroy Death and return themselves to life. The twenty or so members (LN undead **cultists**) can be found once a week meeting inside the remains of the Il Aluk hospital.

G - Hospital

Medic. Apothecary. Surgeon. These signs are snapped in two and charred, as if gathered and burned. A blackened, scorched wreckage fills your view nearby - this building must have been large once, enough to hold hundreds of the sick and restore them to health.

The hospital was ordered destroyed by Death soon after the Requiem. Death finds the very sight of the place discomfiting, and cannot set foot across the threshold into the ruins - his servants in the Unholy Order are also bound by this limitation. The splinter faction of the Eternal Order who resist the rule of Death meet here once a week, robed and hooded to conceal their faces.

Hauntings. The hospital is haunted by the ghosts of all the women who died here in childbirth, in a grim mockery of Death that satisfies the Dark Powers' sense of irony. They want desperately to hold their baby again, and flit between tears and irrational anger frequently. They are usually harmless to strangers, unless they see the trappings of birth, which drives them into a violent frenzy.

H- The Grim Fastness

The twisted, ossified wraith of a vast tower looms ahead of you. A hideous, oppressive chill settles into your soul at the sight of it. In a city infused with death, this keep is the epicenter of entropy.

The Grim Fastness has always been a dominating feature of Il Aluk's skyline. When the Requiem struck, however, it leveled the old fortress, reducing it to little more than ashes. In the space where the old fort once stood, Death raised a palace in keeping with his vanity. A spire of stone and sinew, bone and earth, twisted to mirror its maker.

Tower Features

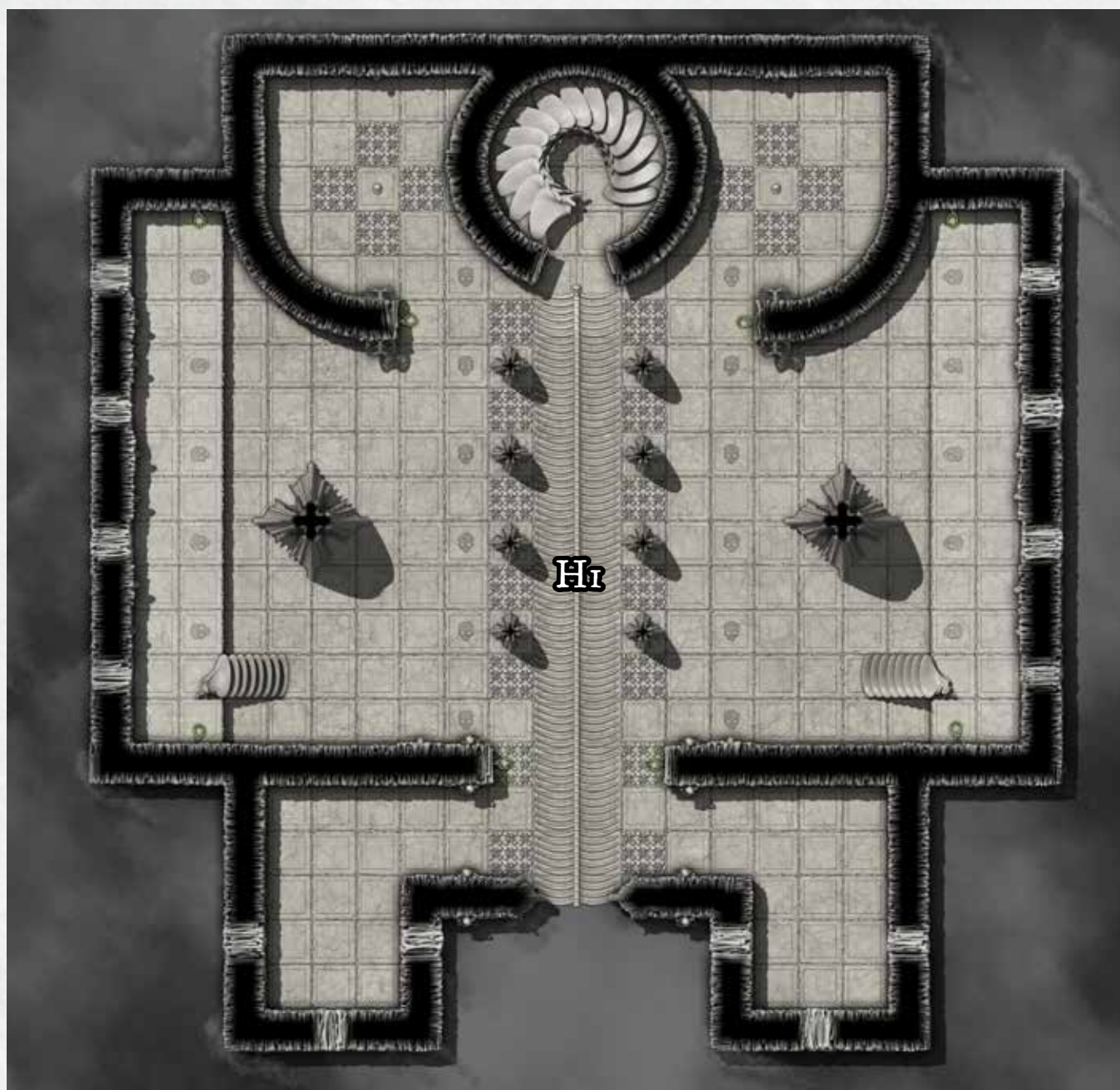
The tower has the following features. Any exceptions are noted in areas to which they apply.

Ceilings. The chamber ceilings are about 15 feet above the floor.

Walls. The walls of the tower are a strange mix of organic material, bones and stone. This material is very tough. Each 5 foot square segment has 100 hit points, immunity to damage from nonmagical weapons excluding siege weapons, and resistance to all other damage. A destroyed segment grows back over one hour.

Light. The tower is unlit throughout. Light sources conjure only dim light within the tower, as Death's presence suppresses the light. Darkvision does not function within the tower, though blindsight and tremorsense function as normal.

Drowning Dreams. The tower is infected with Death's doldrums. Creatures that die within the tower cannot be raised from the dead - their souls are consigned to endless darkness. Additionally, creatures that drop to 0 hit points inside the tower gain the following personality trait "I must sleep, that dreams might smother my grief." This effect can be removed with *remove curse* or similar magic.



H1- The Hall of Many Faces

The wide open arch from street level leads into a huge hall, supported by bone pillars. Everywhere, skulls peek out from the walls and ceiling.

This hall is where Death keeps the skeletons of those who have failed it, when it doesn't just obliterate them. Unsurprisingly for such an unforgiving master, the hall is well populated.

Skulls. As creatures enter the hall, the skulls begin to beg for release. The skulls no longer possess true sentience, instead retaining only enough awareness to know they wish to end their current torment.

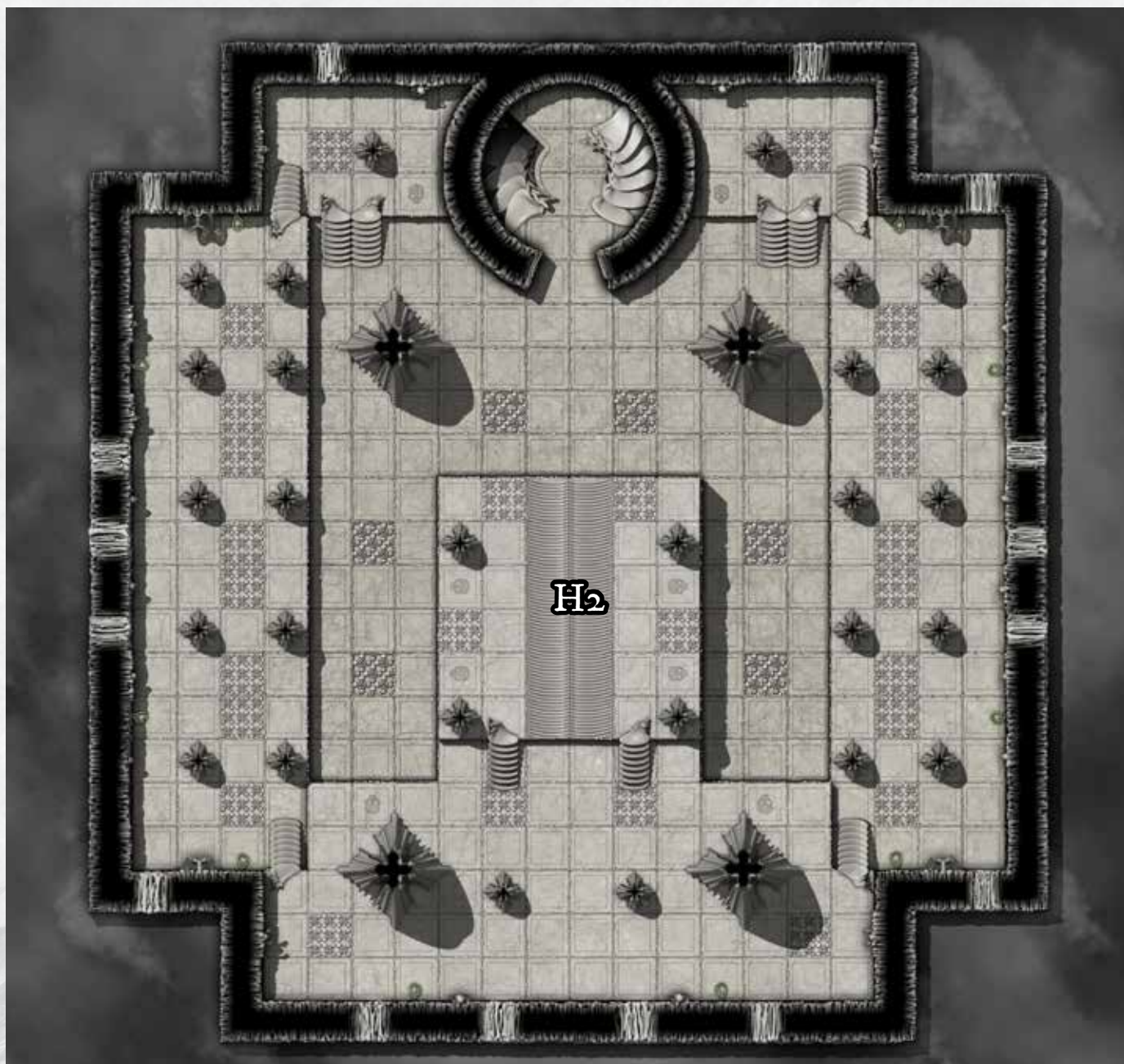
Shadows. This hall is infested with shadows. 1d4 shadows materialize in the hall each round a living creature remains in the room, with malevolent intent. The shadows will not leave this room.

H2 - Glimmervoid

The stairway stops at a landing, looking out into an audience chamber. The air is cold here, biting so. Memories trace themselves in shadows along the walls. Is this where dreams come to die?

This hall is where Death comes to watch through the eyes of his chosen servants. Images flicker in the dark shadows, showing events from the past, present and future of Necropolis.

If You Stare Into The Eyes of Evil. The walls are inhabited by evil spirits from the far future of Necropolis. A character who stares into the moving images too long risks attracting the attention of such a creature, which emerges from the wall looking like an exact replica of the character but with completely black eyes. Use the statistics for a **bodak** or a **shadow demon** to represent this shade.



H₃- The Netherwell

This floor is a deep and colourless grey. All the life and light seems to be drawn to a gap in the air near the far wall. It drinks in everything near it.

This floor of the tower contains a link to the Negative Energy Plane, from whence Death draws his power.

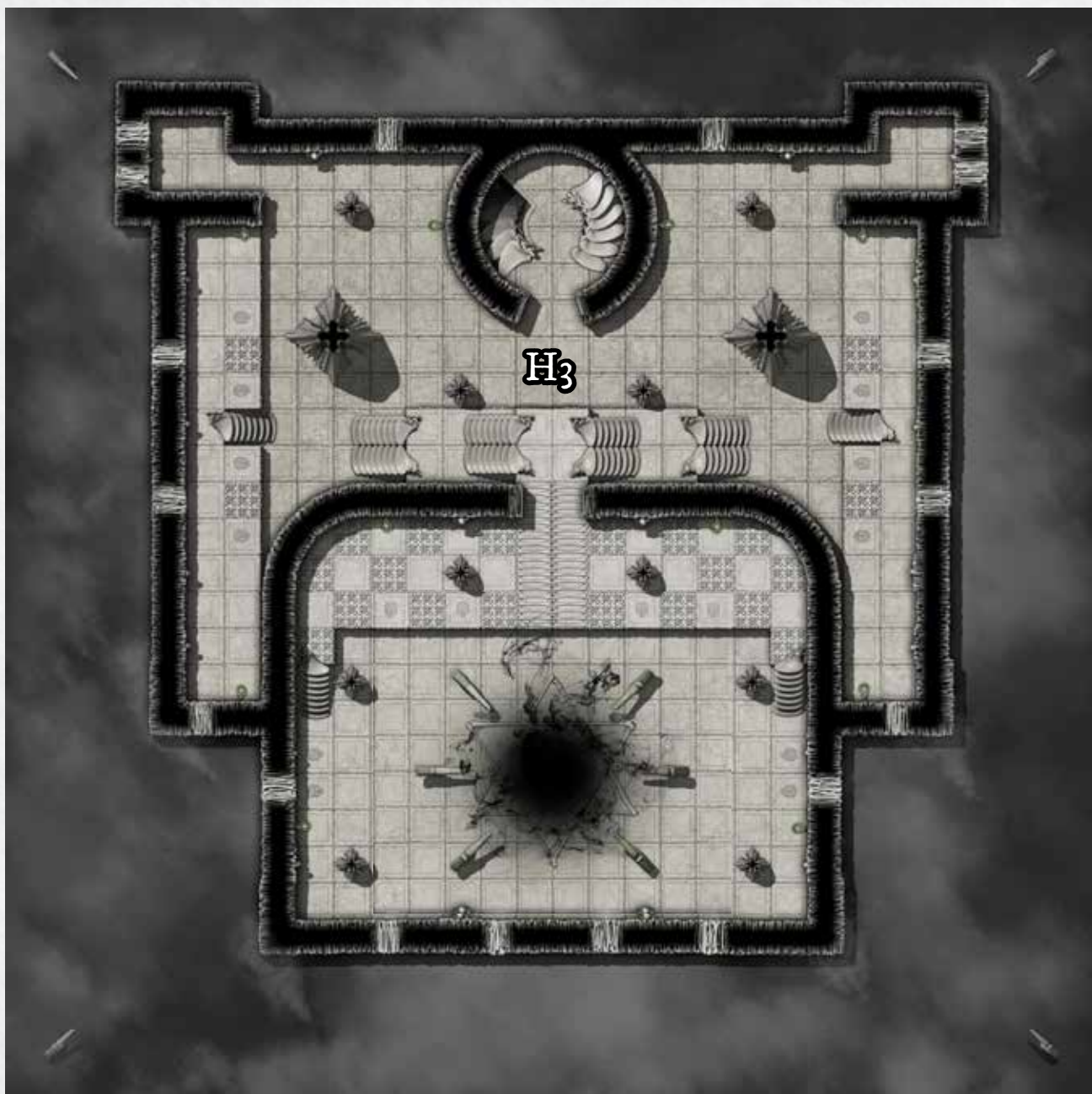
Vortex. A living creature that starts its turn on this floor is pulled 10 feet towards it. A creature can move away from the vortex by making a Strength (Athletics) check against DC20. A creature that touches the Vortex is obliterated, and a **night-walker** forms inside the Vortex. The nightwalker is hostile to all life.

H₄- Death's Door

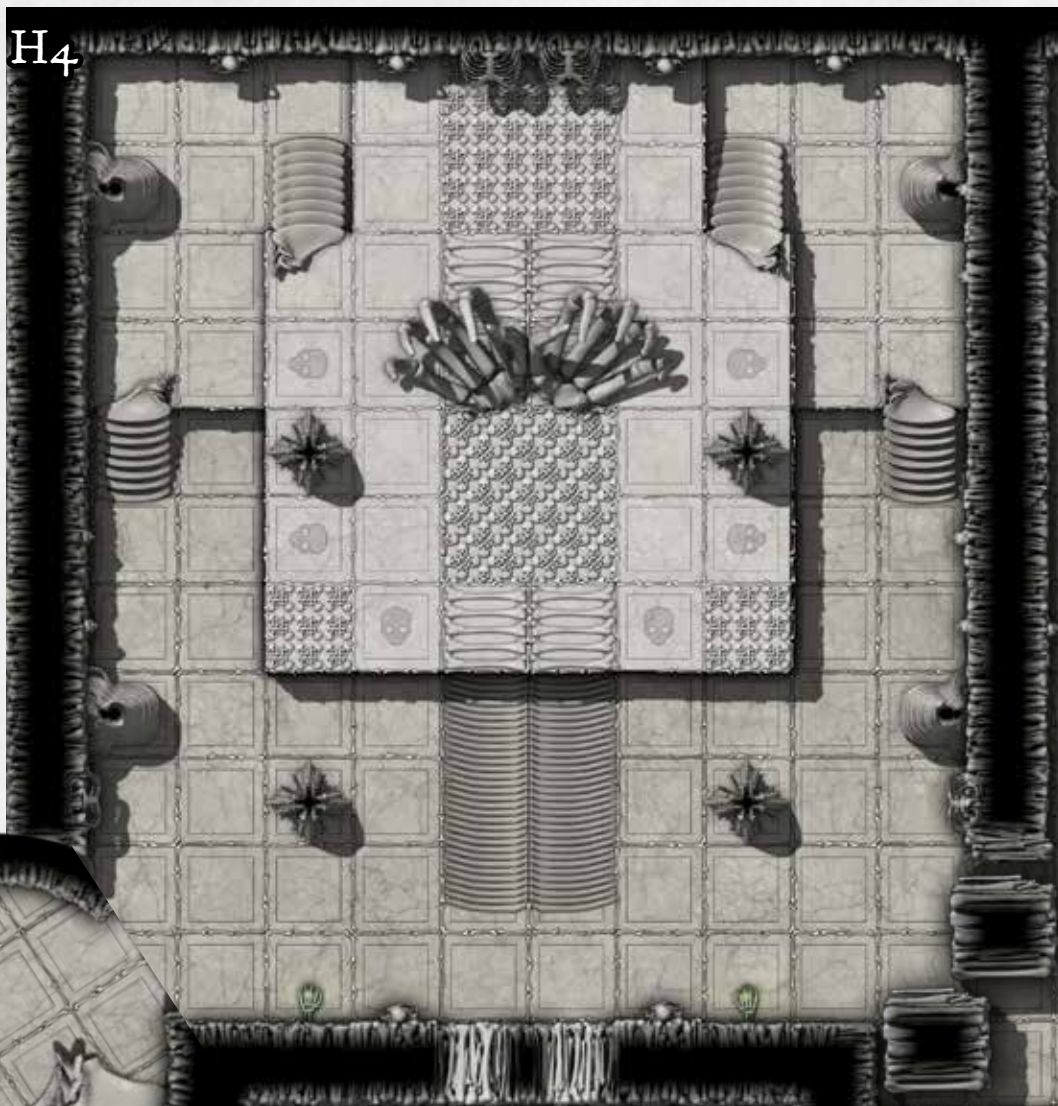
The bleached bone underfoot winds and wends, leading suddenly into a large chamber blanketed in silence. A throne of osseous claws sits on a high stone plinth, and on that throne sits a living shadow, grisly skull half-hidden by a cloak. A bone hand rests idly on an armrest, tapping to unseen melodies.

This is Death's resting place and meditation chamber, where it ponders the mistakes of the past and schemes vainly about stealing Darkon from Azalin's clutches.

Throne of Bones. **Death** can always be found here. It has little time for anything that doesn't involve Azalin's destruction, and quickly dispatches any poor fool that interrupts its meditations.



H₄



I- The Amaranth Gardens

This open air garden hidden on a secluded side-street is guarded by countless wraiths drifting above it. The purple blooms seem a vibrant act of defiance in the face of everything you've seen here.

This garden, which contains a blanket of Amaranth blooms (see "Amaranth" earlier in this document), is guarded by ten **wraiths** set to keep it from prying hands by Death's express decree. The wraiths are vigilant against attack or theft, and drift ominously over the garden with malign intent.

A throne of skulls? How tasteless. Next it will be sipping from a skull full of wine and playing the organ.



I:

MONSTERS AND NPCs

Ravenloft harbours horrors both old and new, the ever changing mists conspiring to introduce adventurers to new vistas of horror. New monsters that appear in this volume of the Gazetteer are described below.

The monsters and NPCs are presented in alphabetical order.

Creature	CR
Avatar of Death	4
Eternal Order Priest	7
Death	25

CREATURE DESCRIPTIONS

Avatar of Death

These hideous manifestations of entropy are the heralds and messengers of Death, a figure of evil that hides in the Necropolis.

AVATAR OF DEATH

Medium undead, neutral evil

Armor Class 20
Hit Points 1 (1d4)
Speed 60 ft., fly 60 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
16 (+3)	16 (+3)	16 (+3)	16 (+3)	16 (+3)	16 (+3)

Damage Immunities Necrotic, Poison
Condition Immunities Charmed, Frightened, Paralyzed, Petrified, Poisoned, Unconscious
Senses Darkvision 60 ft., Truesight 60 ft., Passive Perception 13
Challenge 4

Incorporeal Movement. The avatar can move through other creatures and objects as if they were difficult terrain. It takes 5 (1d10) force damage if it ends its turn inside an object.

Turning Immunity. The avatar is immune to features that turn undead.

ACTIONS

Reaping Scythe. The avatar sweeps its spectral scythe through a creature within 5 feet of it, dealing 7 (1d8 + 3) slashing damage plus 4 (1d8) necrotic damage.

Priest of the Eternal Order

Often dressed in dour blacks and greys, Priests of the Eternal order draw their power ostensibly from their sacred rituals designed to placate the dead. In actuality, their power stems directly from Azalin, though many of the Order have no idea.

ETERNAL ORDER PRIEST

Medium humanoid, lawful evil

Armor Class 12 (15 with mage armor)
Hit Points 78 (12d8 + 24)
Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	14 (+2)	15 (+2)	12 (+1)	12 (+1)	18 (+4)

Saving Throws WIS +4, CHA +7
Skills Arcana +4, Deception +7, Perception +7, Religion +4
Senses Passive Perception 11
Languages Common, Darkonian, Abyssal
Challenge 7

Innate Spellcasting. The priest's innate spellcasting ability is Charisma. It can innately cast the following spells (spell save DC 15, +7 to hit with spell attacks), requiring no material components:

At will: *mage armour, gentle repose, detect magic, detect evil and good, speak with dead*

1/day each: *harm, power word pain, mind blank*

Spellcasting. The priest is a 17th-level spellcaster. Its spellcasting ability is Charisma (spell save DC 15, +7 to hit with spell attacks). It regains its expended spell slots when it finishes a short or long rest. It knows the following spells:

Cantrips (at will): *toll the dead, chill touch, thaumaturgy*

1st–5th level (4 5th-level slots): *inflict wounds, fear, life transference, death ward, danse macabre, negative energy flood*

Aura of Death. This creature emanates a deathly aura that extends 30 feet in every direction from its space while it isn't incapacitated. The aura is blocked by total cover. While in the aura, the creature and any friendly undead are immune to the frightened condition and have resistance to radiant damage. Enemies suffer disadvantage on death saving throws while in the aura.

ACTIONS

Mace. Melee Weapon Attack: +3 to hit, reach 5 ft., one target. Hit: 3 (1d6) bludgeoning damage plus 10 (3d6) necrotic damage.

Death

Ruler of Necropolis and spectre of negative energy, Death rules his domain with dour silence and bitter resentment for Azalin's control of Darkon.

Drowning Dreams. Death wrestles with dark thoughts which keep it occupied for years at a time. It spends most of its time in quiet contemplation of these horrors.

Ideal. "Control of Darkon will be mine."

Bond. "I loathe Azalin and all his creations."

Flaw. "Symbols of life and fertility terrify me, and remind me there are greater powers than death."

DEATH

Medium elemental, chaotic evil

Armor Class 17
Hit Points 333
Speed fly 60 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
24 (+7)	24 (+7)	24 (+7)	24 (+7)	24 (+7)	24 (+7)

Saving Throws STR +14, DEX +14, CON +14, INT +14, WIS +14, CHA +14
Damage Vulnerabilities Radiant
Damage Resistances Acid, Lightning
Damage Immunities. Necrotic, Poison, Psychic, Cold, Bludgeoning, Piercing & Slashing from non-magical weapons
Condition Immunities All.
Senses Truesight 120 ft., Passive Perception 17
Languages Telepathy 120 feet, all languages
Challenge 25

Incorporeal Movement. Death can move through other creatures and objects as if they were difficult terrain. It takes 5 (1d10) force damage if it ends its turn inside an object.
Turning Immunity. Death is immune to features that turn undead.
Discorporation. If Death is reduced to 0 hit points, it vanishes into the ether. It returns to a spot of its choosing on the same plane of existence in 1d4 days.
Innate Spellcasting. Death's innate spellcasting ability is Charisma. It can innately cast the following spells, requiring no material components:
At will: *power word kill*
Legendary Resistance (3/Day). If Death fails a saving throw, it can choose to succeed instead.
Magic Resistance. Death has advantage on saving throws against spells and other magical effects.
Deadly Chill. Creatures within 30 feet of Death lose any immunity they possess to fear. Creatures within 120 feet of Death become frightened of it. Undead creatures are unaffected.

Entropy. Creatures that successfully strike Death with a melee attack must succeed on a Constitution saving throw (DC26) or fall to 0 hit points. Non-magical weapons or objects that touch Death immediately shatter into pieces.

Life Aversion. Death has the following restrictions.
1. Forbiddance. Death cannot harm those who carry new life inside them, or those who are assisting/ have assisted with a birth in the last 13 days.
2. Fear of the Wheel. Death recoils from objects that symbolise new life. What constitutes such an object is open to the DM's interpretation, but Death loses its Turn Immunity against characters wielding such an object. Death is not immune to the Turn Undead feature of Life domain clerics.
3. Cry of the Newborn. The cry of a baby younger than 13 months of age is anathema to death. If Death hears such a cry, it becomes Frightened of the source of the noise (bypassing its immunities).

ACTIONS

Multiattack. Death casts a spell and attacks twice with The Touch.
The Touch. Melee Weapon Attack: +14 to hit, reach 5 ft., one target. Hit: The target drops to 0 hit points.

LEGENDARY ACTIONS

Death can take 3 legendary actions, choosing from the options below. Only one legendary action option can be used at a time and only at the end of another creature's turn. It regains spent legendary actions at the start of its turn.

Touch of Death. Death makes an attack using The Touch.

Move. Death moves up to its speed.

Gaze of Death. Death casts a spell.

Lair Actions

When fighting inside its lair, Death can invoke the ambient magic to take lair actions. On initiative count 20 (losing initiative ties), the Death takes a lair action to cause one of the following effects:

- Until initiative count 20 of the next round, all creatures within 120 feet of Death have their movement speed halved.
- Death targets a corpse it can see. That corpse rises as **wight** under Death's control.
- Until initiative count 20 of the next round, all attempts to leave the tower are foiled by the Mists of Ravenloft - see page 6.