

DUNGEONS DRAGONS[®]

UNDERDARK[™]



ROLEPLAYING GAME SUPPLEMENT

Rob Heinsoo • Andy Collins





CREDITS

Design
**Rob Heinsoo (lead), Andy Collins,
Brian R. James, Robin D. Laws, Matthew Sernett**

Additional Design
**Creighton Broadhurst, Bruce R. Cordell,
N. Eric Heath, Kevin Kulp, Dru Moore**

Development
**Andy Collins (lead), Michele Carter,
Stephen Radney-MacFarland,
Peter Schaefer, Stephen Schubert, Bill Slavicsek**

Editing
**Michele Carter (lead), Torah Cottrill,
Scott Fitzgerald Gray, Miranda Horner**

Managing Editing
Kim Mohan

Director of D&D R&D and Book Publishing
Bill Slavicsek

D&D Creative Manager
Christopher Perkins

D&D Design Manager
James Wyatt

D&D Development and Editing Manager
Andy Collins

D&D Senior Art Director
Jon Schindehette

Art Director
Mari Kolkowsky

Cover Illustration
Eva Widermann (front cover), Vincent Dutrait (back cover)

Graphic Designers
Keven Smith, Leon Cortez, Emi Tanji

Additional Graphic Design
Mari Kolkowsky

Interior Illustrations
**Rob Alexander, Dave Allsop, Carl Critchlow, Vincent
Dutrait, Jake Masbruch, Adam Paquette, Lucio Parrillo,
Michael Phillippi, Steve Prescott, Amelia Stoner, Arnie
Swekel, Francis Tsai, Ben Wootten, Kieran Yanner**

Cartographer
Jason Engle

Publishing Production Specialist
Christopher Tardiff

Prepress Manager
Jefferson Dunlap

Imaging Technician
Carmen Cheung

Production Manager
Cynda Callaway

Game rules based on the original DUNGEONS & DRAGONS®
rules created by **E. Gary Gygax** and **Dave Arneson**, and the
later editions by **David “Zeb” Cook** (2nd Edition); **Jonathan
Tweat, Monte Cook, Skip Williams, Richard Baker, and Peter
Adkison** (3rd Edition); and **Rob Heinsoo, Andy Collins, and
James Wyatt** (4th Edition).

620-25121000-001
9 8 7 6 5 4 3 2 1
First Printing: January 2010
ISBN: 978-0-7869-5387-5



U.S., CANADA, ASIA, PACIFIC,
& LATIN AMERICA
Wizards of the Coast LLC
P.O. Box 707
Renton WA 98057-0707
+1-800-324-6496

EUROPEAN HEADQUARTERS
Hasbro UK Ltd
Caswell Way
Newport, Gwent NP9 0YH
GREAT BRITAIN
Please keep this address for your records

WIZARDS OF THE COAST, BELGIUM
Industrialaan 1
1702 Groot-Bijgaarden
Belgium
+32.070.233.277

Dungeons & Dragons, D&D, d20, d20 System, WIZARDS OF THE COAST, *Adventurer's Vault*, *Player's Handbook*, *Dungeon Master's Guide*, *Monster Manual*, D&D Insider, all other Wizards of the Coast product names, and their respective logos are trademarks of Wizards of the Coast in the U.S.A. and other countries. All Wizards characters and the distinctive likenesses thereof are property of Wizards of the Coast LLC. This material is protected under the copyright laws of the United States of America. Any reproduction or unauthorized use of the material or artwork contained herein is prohibited without the express written permission of Wizards of the Coast LLC. Any similarity to actual people, organizations, places, or events included herein is purely coincidental. Printed in the U.S.A. ©2010 Wizards of the Coast LLC

VISIT OUR WEBSITE AT WWW.WIZARDS.COM/DND

CONTENTS

1: INTO THE DEPTHS 4	3: THE DEEPS 56	Gnome Realms 104
The View from the Surface 6	Denizens of the Deeps 58	Drochdan,
Origin of the Underdark 6	Aboleths 58	Kingdom of the Gnomes 104
The Violent Creation	Beholders 58	Burrow under the
of the Underdark 6	Drow 59	Crystal Mountain 105
Torog's Descent 7	Grimlocks 60	Deadtrees 106
Torog's Torture Dens 8	Kuo-Toas 60	Living Grotto 108
Lords of the Realm 9	Mind Flayers 60	Great Cathedral of Psilofyr 108
The Fall and Rise of the Drow 9	Other Denizens of the Deeps 61	The Regrown Tree 110
Ancient Empires of Madness 9	Visitors to the Deeps 61	Encounter RT1:
Geography of the Underdark 10	Typical Deeps Encounter 62	The Howling Tunnel 110
Underdark Phenomena 13	Phenomena of the Deeps 64	Encounter RT2:
Terrain Features 13	Terrain 64	The Room of Song 112
The King's Highway 14	The King's Highway 64	Encounter RT3:
Emotional Effects 16	Chaos Wastes 65	Wretched Anger 114
Underdark Adventures 18	Godless Realms 65	
Underdark Campaign Arcs 20	Erelhei-Cinlu 66	5: THE SHADOWDARK 116
Secret of the Wayfarers 20	Ruling Houses 66	Denizens of the Shadowdark 118
Mark of the Drow 22	The Fate of House Tormtor 68	Dark Ones 118
The Torturer's Ruin 24	Political Leadership 68	Incunabula 118
	Features of the City 69	Undead 118
2: THE SHALLOWS 26	The City's Ghettos 70	Other Denizens
Denizens of the Shallows 28	Outlanders in the City 72	of the Shadowdark 118
Duergar 28	Beyond Erelhei-Cinlu 72	Visitors to the Shadowdark 119
Dwarves 28	Cult of the Elder Elemental Eye 72	Geography and Phenomena 119
Goblins 28	Gargash, the Living Torture Den 73	The King's Highway 119
Humans 29	Xarcorr and the Voth's Roil 74	Stygian Waters 120
Troglydites 29	The Triune Danger 76	Terrain and Hazards 120
Other Denizens of the Shallows 29	The Aboleths' Realm 77	Icegloom Chart 121
Visitors to the Shallows 29	Sunless Seas 78	Typical Shadowdark Encounter 122
Typical Shallows Encounter 30	The Spire Sea 79	Glimmer, City of Secrets 124
Phenomena of the Shallows 32	Past Masters 82	The Unveiling 124
Native Life 32	Nihilath, Fallen Illithid Empire 82	Origin of the Incunabula 126
Terrain 32	The Puzzling Vaults 84	Esarham, Graveyard of Demons 128
The King's Highway 33	The Restless Heaps 84	First Souls of the Abyss 128
The Lost Arkhosians 33	Mherkrul 85	The Pyre 128
Forgehome 34	The Hatchlands 86	Soul Abattoir 129
Active Mining Towns 36	City of Anathema 87	Lathan, River of Souls 130
Dwarven Ghost Towns 37	Deep Waters 88	The Worm Bridge 130
Maelbrathyr 38	Encounter DW1: Lurking Hulk 88	Tower of Dark Secrets 132
The Four-Tiered City 38	Encounter DW2: The Prisoner 90	Encounter DS1: Ruined Tower 132
The Tortured Rulers	Encounter DW3: Raft Escape 92	Encounter DS2: Dark Ceremony 134
of Maelbrathyr 40		Encounter DS3: The Unveiling 136
Dark Lake Ziggurat 42	4: THE FEYDARK 94	6: NEW MONSTERS 138
Nexus of Realms 43	Denizens of the Feydark 96	Blood Ooze 140
The Kuo-Toas of Dark Lake 43	Cyclopes 96	Elemental Eye 141
Hraak Azul 44	Fomorians 96	Gnome 142
Fungal Altars 44	Gnomes 96	Grimlock 144
Howling Warrens 46	Myconids 97	Incunabulum 146
Echoes from the Past 46	Spriggans 97	Kuo-Toa 148
Glutton's Teeth 47	Other Denizens of the Feydark 97	Mind Flayer 150
Hunting Grounds 48	Visitors to the Feydark 97	Myconid 151
Dragon Fungus 48	Typical Feydark Encounter 98	Quaggoth 152
Grell Colonies 49	Geography and Phenomena 100	Swordwing 153
Dark Fungi 50	Native Life 100	Wrackspawn 154
Encounter DF1:	Terrain 100	Torog 156
Fungal Defenders 50	The King's Highway 102	
Encounter DF2: Rust and Rot 52	Inbharann 102	
Encounter DF3: Claws of Death 54	Terrain Features 103	
		New Monsters 159



INTO THE DEPTHS

THE GODS of the surface world live far away in the astral realm, kept from interfering in mortal affairs by their agreement with the primal spirits. But at the bottom of the Underdark, the evil god Torog tortures his victims in the flesh. Elsewhere in the Deeps, the mysterious drow, followers of the insane goddess Lolth, have carved kingdoms of night. And below both Torog and the drow are worse creatures, monsters that slip through cracks in the reality of the flawed creation of the Underdark to threaten the entire world.

This chapter discusses the mythic events that created the Underdark and the physical and supernatural realities that affect every adventurer who seeks to explore the realm under the world.

- ◆ **The View from the Surface:** A summary of what surface dwellers know about the Underdark. It's not much.
- ◆ **Origin of the Underdark:** How the Underdark came to be, inextricably linked with Torog and his descent into the realm that would become his kingdom. The full story of the King that Crawls is not well known in a world where most fear to speak his name.
- ◆ **Lords of the Realm:** Introducing the two other powers of the Underdark, the drow of the great Underdark city-states and the aberrants that crawled into the world through frayed holes in reality.
- ◆ **Geography of the Underdark:** A short introduction to the two main regions of the Underdark—the Shallows and the Deeps—as well as the Feywild and Shadowfell echoes of the Underdark.
- ◆ **Underdark Phenomena:** Descriptions of some of the most basic physical, magical, and spiritual aspects of the Underdark relevant to all adventures in the Underdark rather than a specific geographic region.
- ◆ **Underdark Adventures:** Tips for the DM who wants to build adventures set in the Underdark.
- ◆ **Underdark Campaign Arcs:** Three detailed story backgrounds for campaigns that span the heroic, paragon, and epic tiers of play.



Sample file

TSAI 09

THE VIEW FROM THE SURFACE

Though most inhabitants of the surface world have never met people who visited the Underdark (much less explored it themselves), a few facts about the space underneath the world are considered common knowledge.

It's Far Underground. Despite occasional surface raids by drow or other Underdark races, people think of the Underdark as being a long way away from the surface.

It's Big. Everyone knows that the Underdark has miles of tunnels and countless caverns, though most folks don't realize that the entire realm is completely interconnected.

It's Dangerous. Dungeons are scary dark places that right-thinking people never explore, but the Underdark frightens even adventurous souls . . . and the deeper you go, the deadlier it gets.

It's Alien. Though average villagers have never heard of aboleths or their insane plots, they

instinctively understand that the Underdark is full of slimy, horrible things that don't belong in the world.

Drow Live There. Surface dwellers—particularly dwarves, elves, and eladrin—know that the drow took refuge in the Underdark after their war with the eladrin. As long as the drow remain hidden below the world, people feel that the Underdark is a fine place for them.

It's Ruled by Torog. In nearly all cultures, parents warn their misbehaving children that the King that Crawls might burrow up from below and drag them down to eternal imprisonment.

Beyond these tidbits, you must decide how much your player characters know when they first venture into the Underdark. Is your style to reveal deep secrets gradually as the characters grow in power and experience, or do you prefer to provide the characters with allies who explain aspects of the world below the world before the characters encounter them directly?

ORIGIN OF THE UNDERDARK

Most creatures of the surface world spend little time concerning themselves with the Dawn War and the fallen empires of the past, but the Underdark bears the scars of those mythic events as if they had happened yesterday. From the birth of the world to the mythic fall of Torog, from the infamous descent of the drow to the insidious colonizations of aberrant empires from the Far Realm, some of the most legendary tales of the world's history are inextricably linked to the Underdark.

The story of Torog's fall is the story of the Underdark. If you prefer to downplay the importance of Torog's tortured crawl through the darkness or pass it off as nothing more than an old dwarves' tale, feel free to come up with another explanation for the many tunnels that twist through the Underdark. Or you can leave it to the players to wonder how this amazing realm came to exist. Part of the wonder of D&D is never knowing the entire truth behind the story of the world, and you are responsible for determining how many of the stories in your world are true, and how many are flights of fancy.

THE VIOLENT CREATION OF THE UNDERDARK

Like the rest of the world, the Underdark owes its existence to the efforts of the primordials. In fact, the world and the deeps underneath were crafted as part of the same effort, though the original purpose of the Underdark remains lost to the ages.

But unlike the world, the Underdark remains largely untouched by the gods' refining efforts. It is a rawer creation that owes its impermanent substance and warped supernatural nature to the haphazard efforts of the early primordials. Compared to the relative stability and order of the world, the Underdark is a mutating and deeply flawed jumble of environments and ecosystems, and these surreal flaws in its reality affect all creatures that spend any great deal of time in its depths.

One god did lend his efforts, however unwillingly, to the final form of the Underdark. Before the Dawn War, the god Torog became imprisoned in the primeval Underdark. Unable to escape to the surface world, the King that Crawls instead smashed sideways, creating tunnels that wound throughout the dark realm. In his fury and desperation, Torog crashed through the barriers between the world and its echo planes, the Feywild and the Shadowfell. To this day, the god's violent but futile efforts lend a name to the endless tunnels of the Underdark: the King's Highway, a dark jest in a bitter place.

Unlike most other gods, Torog never rose to an astral throne or descended to an elemental realm. He reigns in the lowest reaches of the Underdark at the center of his network of torture dens, served by exarchs who have given themselves over to eternal torment.

TOROG'S DESCENT

Torog is the god of imprisonment and torture, the lord of the Underdark. How did this evil god come to regard himself as the monarch of the world beneath the world? Not by any stroke of genius or master plan—Torog stumbled into his ascendancy and paid for his power with his own blood and suffering.

In the days of creation, the gods busied themselves with projects on the surface world, refinements to the places and beings originally created by the primordials. Many gods ventured a short distance into the earth. A few, notably Moradin, went even deeper. But none of the gods fully understood the crude immensity of the world beneath the surface, least of all Torog.

In those days Torog had a hated rival, a monstrous primordial named Gargash. This creature wore many physical forms, but his preferred shape resembled a dragon walking upright on three legs with multiple chitinous limbs. Like many primordials in those early times, Gargash had no fixed suite of powers. He began experimenting with powers of torture and imprisonment, choosing the already-enclosed Underdark as his place of research. Techniques of sealing things off instead of opening them up were a novelty for a creature with a primordial's anarchic leanings.

Gargash's experimentation drew the wrath of the jealous Torog, who entered the Underdark prior to the Dawn War, seeking to destroy Gargash (or at least slay him painfully a few times). Just as Torog entered the Underdark in search of his quarry, the primordials took up their greatest weapons to begin their assault upon the gods. Gargash, too involved in his own experiments, was left behind.

Torog knew nothing of this. He only knew that Gargash was still below him and that he was making good time toward his target with few distractions. When he reached the depths, he found Gargash conducting new experiments in torture on various children of the gods.

The ensuing battle shook the tunnels of the Underdark and broke open vast crevasses and passageways. Gargash rammed Torog with his great horned skull, pulping the god's legs and pinning him to a wall. His victory was fleeting, though. With his horns jammed into the wall, Gargash was vulnerable. Locked in place with his enemy, Torog chopped Gargash's forelimbs off one by one and scourged the primordial with their protruding spines. As Gargash felt his strength disappearing, he cursed Torog. With his last words, in guttural speech that Torog could not understand, Gargash achieved a final spiteful act by sealing Torog's fate to the Underdark. Under this curse, the god's wounds would never heal, at least not until the gods and the primordials lived in peace . . . and Torog could not leave without dire consequence.

TRAPPED IN THE UNDERDARK

After dispatching Gargash, Torog dragged himself back toward the surface, bleeding and oozing each time his body scraped another yard forward. The way was sealed. He turned and tried another route. The way led down, not up. In his pain and rage, Torog surged through the Underdark, slamming through its unfinished creation, tearing apart its walls and floors and caverns. Unable to heal enough to stand, to walk, or to fly as his divinity should allow, Torog madly searched for a route back into the surface and the world of the gods.

Though he could not go up into the surface world, Torog smashed through the barriers between planes: the boundaries between the Underdark and its echoes, the Feydark and the Shadowdark.

For months, then years, then decades, as the Dawn War crawled back and forth across the world above and between the astral realms, Torog continued to blaze his blood-soaked path through the subterranean worlds.

“What do you mean, ‘What kind of rock?’ Rock is rock, right?”

—Clueless adventurer to a dwarf miner

TOROG'S TRACKS

Eons later, the bloody tracks Torog left during his rampage through the Underdark have still not healed. Torog had no intention of scribing the record of his desperate travels onto the surface of the Underdark. But what the other gods accomplished for the world above as acts of deliberate artistry or craftsmanship, Torog accomplished in the Underdark as a terrible byproduct of his desperate rage. Battering through the Underdark, bleeding from the wounds inflicted by Gargash, Torog marked the ever-mutating rock of the Underdark. Touched by the god's blood and by his terrible intent, the trails of Torog's passage—now called the King's Highway—became permanent features, something greater than the misery that had birthed them.

By the time Torog's madness lifted and he saw what he had done, it was too late to undo the blood magic that held the highway together. Like creatures of the upper world that had been touched by the gods, the bloody network of trails smashed between the Underdark worlds had been raised to perverse majesty by Torog's divine power.

Calmer now, Torog drew upon his magic to at long last leave the Underdark . . . and succeeded, only to find his divine strength being leached away at a horrifying rate. He crawled back into the Underdark, finally realizing the true import of Gargash's final words.

AFTER THE WAR

The gods won the Dawn War. By birthright and by nature, Torog belonged to the winning side. But there was no place for Torog's new form of power in the astral dominions. His original divine allies had forsaken him. His home dominion was destroyed. He was remembered chiefly as a bully, a lout, and a coward who had mysteriously disappeared rather than fight.

Torog still had enough power to be numbered among the gods. The strength he gained through eons of torture in the Underdark ranked him among the most powerful deities. Denying Torog his place would have caused another war—this time between deities—and none of the gods could stomach that, or enforce it, bound as they were by the compact they had made with the primal spirits. To the other gods' chagrin, Torog also had something to offer that none of them had managed to obtain: the knowledge and means to imprison the defeated primordials, gained through his own centuries of imprisonment.

So Torog took a place among the world's gods, not that it brought him joy. Unlike Bane and Gruumsh, Torog could not ascend to a realm of battle. Unlike Zehir, Torog could not slither to a dark corner in the Astral Sea. Torog's power depended entirely on his connection to the Underdark. When Torog left the Underdark, his power dwindled. To maintain his station, Torog had to remain in the dark world that had been his prison.

Already skilled in every expression of bitterness, Torog clutched this final irony tightly. He might never rise into the astral dominions to subjugate the other gods, but neither was he as constrained as the others. Deep beneath the world, Torog is still capable of putting his direct stamp upon kingdoms and mortal souls in a way the rest of the gods have been forced to abandon. The other gods must trust their worshippers and their priests, but Torog is capable of applying divine power with direct impact upon the world above. The potential consequences of Torog's assaults on the surface world can be seen in the fate of Maelbrathyr (page 38). The remains of the original drow city of Erenira, also known as the city of Anathema (page 87), testifies to Torog's personal might, as do the other torture dens and the ever-present web of the King's Highway.

But there are limits to the god's power. Torog blusters as if he could reach up into the surface world at any time to smash a city or a continent, but the truth is less ominous. Even at his most active, Torog's personal incursions into the surface world seem limited to one every few hundred years. If he were capable of assaulting the surface more often, he certainly would do so.

Torog's last personal assault upon the surface world took place hundreds of years ago. The player characters in your campaign could be living in a time when Torog ascends once again.

TOROG'S TORTURE DENS

Magical locations that harness both Torog's divine power and the power generated by his victims' agony are called torture dens. Currently Torog acknowledges five torture dens, but there could be more. Torture dens endure for centuries, but not forever. When Torog destroys one of these places, chooses to forget it, or hides its existence, he changes the names of the remaining dens. It's impossible to be sure of an exact number, but Torog has had at least twenty torture dens.

Each of Torog's torture dens contains a hidden section that looks and feels more like the dwelling of a "normal" god living in the Astral Sea than the horrific dungeon rooms typical of Torog's residences. Though the King that Crawls enters these sections only occasionally, he expends considerable magical energy to remind himself of the lifestyle he could have in another realm. He might maintain these rooms as a form of self-torture, ensuring that he remains bitter about what has been taken from him. Or he might enjoy occasional nights spent in luxury. Leading a mangled victim through a luxuriously furnished world before plunging it back into a tailor-made hell can be a torturer's master stroke.

Torog presently acknowledges the following torture dens.

Glutton's Teeth (heroic tier, page 47): The most powerful and depraved among the hungry hordes of the Howling Warrens in the Shallows dwell in this place, where they feast on the flesh of victims.

Gargash, the Living Torture Den (epic tier, page 73): Gargash, Torog's principal home in the Deeps, is constructed from pieces of his original primordial enemy.

The Restless Heaps (paragon tier, page 84): This den contains the primordial exarch known as the Abnegator. It rests in an area of the Deeps plagued by irregular eruptions and incursions from the Elemental Chaos.

City of Anathema (epic tier, page 87): This torture den in the Deeps lies among the shattered remnants of the drow city of Erenira. It's now overseen by yuan-ti that worship Zehir while serving Torog.

The Soul Abattoir (epic tier, page 129): Torog's den in the Shadowdark diverts the souls of those who die in the Underdark, so Torog can torture them before the Raven Queen draws them into the normal cosmic cycle.



Torog is not the only invader to carve a place in the Underdark. Two great powers rival Torog in the Shallows and the Deeps: the drow and the aberrants.

THE FALL AND RISE OF THE DROW

Cast out of the Feywild in the days of the Dawn War, the drow followed their deity, Lolth the Spider Queen, into the deepest caverns of the Underdark. The flight of the drow into the Underdark after their war with the eladrin surprised everyone. Lolth had no previous claim on the Underdark, and Torog had no known affiliation with her. To the dismay of their enemies, the drow flourished in their new home, creating realms of macabre wonder . . . and unspeakable evil.

Despite their proximity to Torog's center of power, the drow owe no allegiance to the King that Crawls. Rather, their unswerving loyalty to Lolth grants them the power to build and defend vast city-states that war with one another as often as with the other denizens of the Underdark. The drow see their grand journey not as a curse, but as a badge of triumph. Could even the greatest eladrin kingdom of old have survived, much less thrived, in this brutal world of darkness? Could any other creatures have taken over part of the Underdark without bending their knees to Torog? The drow believe their continued existence speaks for itself.

Many legends tell about the drow's arrival in the Underdark, including contradictory myths told by priests of the competing deities.

Torog's Version—the Invitation: “The King that Crawls knew Lolth when she was a crazed godling and he was already the master of pain. Since she occupied herself squabbling in bushes with elves, he forgot her after he dived into the earth.

“When the wars ended, none could pry the Underdark from our king. He cleaned away the undesirables and prepared a place in the Deeps, using blood magic to create sites for cities for some deserving race of the surface that would come to him, needing a place to live far from the stars and the sun.

“When Torog saw that Lolth was going to get her spawn killed in fruitless battles, he sent an invitation through his exarch Duon-eel the Thrice Slain, who had never before risen from his pyre of torture and has never done so again. The drow accepted the king's offer, as he knew they would.

“The drow came to live in cities built fast and strong. Some worthy drow leave their crazy queen to join us and worship at our master's side. Those who stay with her observe our king's one request: As long as the drow could suppress their traitorous nature by remaining true to their insane goddess, they would be welcome within his kingdom. He could devise no

greater torture for beings of such potential than to let them continually choose Lolth.”

Lolth's Story—the Bloodletting: “You have heard crippled Torog's version of the story? That old god tortures his creaky bones until they squeal, then arranges the squealing into voices that tell him what he wants to hear.

“Torog might actually believe he invited us here. He seems forgetful for a god. I'm sure he's forgotten that when Lolth smashed through the walls between worlds, she took crippled Torog by the throat with his own tongs. She dragged him through the deep Underdark and spilt his blood. Wherever it scattered, we built our cities.

“No, we don't care that Torog is lying about our place here. Let him. We have no reason to spread the truth, and every reason to let our enemies underestimate us.”

The Truth(?): It's likely that neither the followers of Torog nor of Lolth are telling the whole truth. Judging by the ease with which Torog destroyed the drow city of Erenira (page 87), one might believe that Torog has the upper hand over Lolth. But would he really share his power in the Underdark if he had a choice, given that he won't even truly share power with his own exarchs?

DROW IN THIS BOOK

The drow find the Shallows too close to the surface for major settlements. They use the upper region of the Underdark mainly as a slave hunting ground.

Chapter 3 goes into detail about drow society, motives, factions, and what it's like to adventure in and around the city of Erelhei-Cinlu (page 66).

The Mark of the Drow campaign arc (page 22) can bring characters into contact with the deepest machinations of drow magic in Erelhei-Cinlu.

If you're looking for a quick-play drow raid, you can use the Typical Deeps Encounter on page 62, aimed at 14th-level characters.

ANCIENT EMPIRES OF MADNESS

The other great power, even less unified than the infighting drow, consists of ongoing eruptions of aberrant creatures from holes in reality beneath the Underdark's unfinished creation.

In the very deepest places in the Underdark, the substance of reality frays and degrades, chafed by constant scraping against jagged nothingness. And in those places where the world breaks down, the Far Realm breaks through.

Here is the ultimate source of the mind flayer kingdoms, beholder swarms, grell expeditions, and abolethic sovereignties that surge unpredictably across the Underdark and the world. How far does the Underdark go down? All the way to the end of everything. The world would be more fortunate if those were Torog's eyes glinting in the nethermost darkness of the Deeps, but Torog is merely the bully whose presence prevents anyone else from perceiving the aberrant empires that rise from where the world breaks off into nothingness. Ironically, his presence also keeps those same empires in check, making him an unlikely (and inadvertent) guardian against the encroachment of the Far Realm into the world.

ABERRANTS IN THIS BOOK

Chapter 2: The Shallows details the aberrants closest to the surface, highlighting three different colonies of tentacled grell (page 49).

Most of the powerful aberrants are found in the Deeps. Chapter 3 describes the greatest of the current empires, the abolethic realm of Xarcorr (page 74), which twists the Underdark's already patchy physical laws into parodies of normalcy.

Only slightly less strange, the Buzzing Vaults of the swordwings (page 84) are studded with nesting spires festooned with bizarre collections of treasure amassed by compulsive alien minds.

As a sign of the terror that could one day rise again, the long-dead mind flayer empire of Nihilath (page 82) still casts a long shadow on the world. Mind flayers long for a return to their days of glory.

No one can recall a century when beholders managed to cooperate enough to form any type of kingdom or empire, but down beneath all other caverns, the hideous tunnels of the Hatchlands (page 86) offer beholders a form of communion in which they receive direction from their Great Mother.

GEOGRAPHY OF THE UNDERDARK

As a three-dimensional realm whose borders are unknowable and tunnels nigh unmappable, it would seem ridiculous to speak of the Underdark having geography in the same manner as the surface world. That said, a certain commonality of terms has arisen that allows discussion of this mysterious underworld.

The most useful manner of describing the layout of the Underdark divides it into two main regions known as the Shallows and the Deeps. (Given the Underdark's seemingly limitless depths, it is not surprising that surface dwellers use oceanic terms to describe the world below.) The Shallows include the areas of the Underdark nearest the surface. The Deeps extend beneath the Shallows, down to where the haphazard construction of the primordials starts to fray into nothingness . . . and worse.

Of course, this simplistic description suggests a clear division between the regions, which isn't the case. Each region has certain common characteristics, just as a mountain range has traits that differentiate it from the adjoining desert. But just as those two terrains might combine to create rocky badlands that manifest the traits of both regions, so too do the borderlands between the Shallows and the Deeps feature physical characteristics and inhabitants common to both regions.

The world's echo planes—the vibrant Feywild and the gloomy Shadowfell—also feature their own echo versions of the Underdark.

THE SHALLOWS

This region of the Underdark describes a layer of tunnels and caverns extending about two miles beneath the world's surface. It does not include the basements, dungeons, and similar shallow diggings of surface folk. Even the haughtiest dwarf reluctantly admits that the average dwarven settlement dug into the side of a mountain gives no more accurate a feeling of the Underdark than standing on a tall tower does for the glories of the Astral Sea's dominions.

The Shallows serve as the most common meeting place between the races of the surface world and those of the Underdark, since both kinds of folk are wary of wandering too far from home. Many surface races occupy discrete areas in the Shallows, from the deep mining colonies of the dwarves to goblin warrens safely hidden from human pursuers.

The drow see the Shallows as a proving ground for young warriors, as a source of slaves for their corrupt cities, and as a convenient barrier between their realm and the surface world. Drow raids into the Shallows are common, but lasting settlements are rare.

“Ask a human, ‘How far down does the Underdark go?’ and you’ll get a puzzled frown.

“But ask a dwarf, and he’ll pause before saying, ‘You don’t want to know. Not really.’

“Unless you’re a madman or an adventurer, he’s right.”

—Irian, deva invoker of Ioun

The aberrant influence most closely associated with the Deeps also seeps up into the Shallows. Most aberrant monsters encountered in the Shallows are mere beasts, such as gricks and carrion crawlers, but the civilization of the grells also calls this region home.

See Chapter 2: The Shallows for more information on this region.

THE DEEPS

Since it extends for many miles, the area collectively known as the Deeps is much more extensive than the Shallows. The Deeps include a great number of diverse areas, including vast sunless seas, chaos wastes scarred by contact with pure elemental energy, so-called “godless realms” where the powers of the deities hold no sway, and the homelands of the drow, including the infamous city Erelhei-Cinlu.

Most aberrant creatures that have laid claim to empires—or still do—also exist in this region. The Hatchlands of the beholders, the abolethic sovereignties, and the ruined illithid empire of Nihilath all await the delver who braves the Deeps.

Despite its name, this region isn’t necessarily far from the surface. More than one group of terrified explorers has returned with tales of terrain or creatures native to the deepest caverns, encountered only a few hours from the surface. The lesson? When delving beneath the surface, things aren’t always where you thought they were.

See Chapter 3: The Deeps for more on the geography, phenomena, and inhabitants of this region.

REALITY VERSUS FUN

Not all players want to focus on the difficult environmental conditions of the Underdark, but if your players want your game to emphasize these dangers, you can still portray the Underdark’s harshness without killing the game’s fun.

The perilous conditions of the Underdark should serve to highlight the player characters’ masterful powers, not to grind the characters down with suffering and pain. Make the Underdark seem forbidding by showing how nonplayer characters and monsters have trouble coping with conditions. If your group wants to have difficult conditions described in detail, remember that your purpose is not to impose a sense of misery on your players. Do it in a way that highlights how tough and clever the adventurers are. They’re triumphing over impossible conditions, not being ground down by them.

Avoid constant skill checks or difficult challenges that merely allow the team to maintain the status quo. Beware the tendency to overemphasize the oppressiveness of their situation. Gloss over the fine details of spelunking, foraging, and subterranean camping with punchy narrative descriptions. Then move on to the next scene.



THE ECHOES

The Feywild and the Shadowfell, the echo planes of the world, also contain reflections of the world's Underdark. These realms, called the Feydark and the Shadowdark, bear traits reminiscent of their associated planes while reflecting elements of the world's Underdark as well. The Feydark sports wild growths of bioluminescent fungi and glowing crystals, while the realms of the fomorians appear twisted and strange even when compared to those of the drow. The pitch-black Shadowdark is heavily influenced by the power of death and decay characteristic of the Shadowfell, and if anything is even more hopeless than the surface area of the plane.

These parallel Underdarks have remained just as separate from the world as their associated planes. However, since the King's Highway meanders back and forth between them, it provides easy-to-access connections. Over the years, this feature has allowed the inhabitants of one region to emigrate to "neighboring" cross-planar regions as well.

For example, mind flayers now occupy areas of the Shadowdark while dark ones creep into the Underdark. Similarly, the fomorians have established Underdark outposts to spread their influence from the Feydark. Drow way stations and small settlements exist in both of these echo realms, as the loyal servants of Lolth aim to extend her web of influence.

As to what—if anything—existed in these spaces before Torog's arrival, even the most ancient races are silent. The fomorians rule large swaths of the Feydark, and the mysterious incunabula lurk in hidden cities in the Shadowdark, but neither admits to anything being there before them.

Chapters 4 and 5 describe these two echoes of the Underdark in detail.

POWERS OF THE ECHOES

Torog, the drow, and the aberrants are not necessarily the dominant forces in the echoes of the Underdark beneath the Feywild and the Shadowfell.

Fomorians are native to the Feydark. Far from being threatened by the presence of the drow in the Underdark, the fomorians' status in the Feywild has been strengthened thanks to the threat posed by the drow to the eladrin on the surface of the Feywild. It's not likely the fomorians can exploit their strength in the Feydark to truly conquer other sections of the Underdark; even in the Feydark their lands are splintered into hundreds of fiefdoms. See page 102 for more on the fomorians of the Feydark and a representative kingdom, Inbharann.

Of the dread beings native to the Shadowdark, the shroud-wrapped creatures of Vecna known as the incunabula are the most influential. Their city of Glimmer (page 124) can serve as a fitful point of light for groups unable to locate a secure rest spot elsewhere in the Shadowdark.



ACQUIRING SHELTER

Adventurers need safe shelter to retreat to for rest and healing. Aboveground, they have probably become accustomed to comfy inns and well-fortified headquarters in one of your setting's points of light. In the Underdark, they must find and secure temporary bases. As they move deeper into the subterranean domain, they abandon old bases to establish new ones.

Suitable bases are isolated from major routes of underground travel, minimizing their chance of discovery by wandering creatures. They should contain enough dry surface area for the party to comfortably sleep. Other desirable qualities include pools or springs of fresh drinking water, nearby sources of forage, and proximity to friendly or neutral settlements open to trading arrangements.

Of course, the better your shelter, the more likely that someone—or something—else might want to take it from you. The chance to reinforce a base against attack and plan for assaults is catnip for your group's thinkers.

Ideally, a base has two points of access. The more points of entry a base has, the harder it becomes to defend from within. A second exit, preferably well disguised, provides a greater chance of successful escape when invaders overwhelm the party. You can also allow characters to use their powers, rituals, and skills to set up temporary defenses.

To keep the eyes of your actors and storytellers from glazing over, encourage the players to do their planning between sessions. Naturally, all this planning goes to waste unless you test it with the occasional creature incursion.

Once in a blue moon, the party might return to its base to find it occupied by someone else. The squatters might be beasts, intelligent foes, or rival explorers. Be careful not to overwhelm your group by forcing them to retake a base when their hit points and powers are dangerously depleted.

This section describes various physical and supernatural traits that appear across the Underdark. Later chapters provide details on the distinctive features of specific areas.

DARKNESS AND LIGHT

Although it's true that great areas of the Underdark are lightless, particularly in the Deeps and in the Shadowdark, the Underdark's reputation as an entirely lightless world has been greatly exaggerated.

The gently pulsing inner light of glowstone (see below) provides dim but consistent illumination in many areas of the Underdark. Unexplained magical reactions within the primordials' patchwork creation spark random flares and pulses of light, so that a dark cavern might surge with bright blue light, which then echoes in small spots for the next hour. Even the blood on the King's Highway casts its own sickly red glare.

Doomlight crystal (*Dungeon Master's Guide 2*, page 59) demonstrates a typical Underdark trope, providing light while also making life more dangerous for characters targeted by area or close attacks.

PERVASIVE GLOOM

People raised on the surface world find the Underdark profoundly disorienting. With no sun to cue their cycles of wakefulness, they sleep restlessly and for short periods. They're drowsy when awake and uncomfortably alert when they should be sleeping.

The Underdark's psychological effects on surface creatures (see "Emotional Effects," page 16) push normally stable personalities toward a ragged edge. Poor provisions lower the body's endurance to disease and makes wounds slow to heal. Simply being stuck with the same small group of comrades for months on end, with no other social interaction, brings on a roving cabin fever. Former friends slowly grow to despise one another. Mundane disagreements flare suddenly into violence. Those unlucky enough to be left completely alone in the Underdark descend into madness with surprising speed.

Rather than applying penalties to the player characters, describe nonplayer characters and companion characters suffering from the environment's physical deprivations. Build scenes with sleep-deprived guards, unhinged subterranean hermits, and rival parties ready to cut each other's hearts out. Underline the characters' special qualities by pointing out that they've proven resilient enough to resist the misfortunes that strike down so many other Underdark explorers.

TERRAIN FEATURES

This section describes a few terrain features that can be found throughout the Underdark. In addition, terrain features from the *Dungeon Master's Guide* (pages 67-69) that are appropriate to the Underdark include blood rock (particularly along the King's Highway), cave slime, cloudspore, ember moss, grasping slime, loadstone, mirror crystal, slides, and spiderwebs. From *Dungeon Master's Guide 2*, try doomlight crystal, infernal fumes, and rage stone (pages 59-61). Later chapters of this book present distinctive terrain features that appear in certain regions of the Underdark.

LIVING STONE

To the normal surface dweller, the concept of rock formations that grow on their own seems unbelievable. But there's a good reason why those who live far underground don't use the phrase "solid as a rock." Many types of stone found in the Underdark are constantly growing and reshaping themselves. In the space of a century, a year, or even a week, an area of living stone can take on a different form, replacing a tunnel with two passageways up and down, growing over what used to be a waterfall, or smothering a fungal forest and raising a circle of stalactites in its place.



More than any other phenomenon, the various types of living stone are responsible for the Underdark's legendary impermanence. The presence of living stone means that even the keenest memories and most detailed maps of the Underdark are ultimately unreliable except as general guides.

Living stone is most common in the Deeps and the Feydark, but it also appears in the Shallows and (rarely) in the Shadowdark. Areas of living stone might be as small as a single tunnel or cave or as large as an entire vaulted cavern.

Many unusual types of rock found in the Underdark fall into this category, including the darkrock, glowstone, and wormrock described below.

DARKROCK

Darkrock drinks in illumination, weakening the light and creating strange, unpredictable shadows that can trick even creatures normally able to see in the dark. Rather than existing as discrete patches (squares) of stone, darkrock typically stretches in veins throughout a cavern or section of tunnel.

Effect: Darkrock automatically reduces any bright light within 10 squares to dim light.

In addition, any creature in an area of darkrock takes a -5 penalty to Perception checks unless it is blind or doesn't rely on sight.

Usage: Creatures that don't rely on sight, such as grimlocks and myconids, lair in darkrock caverns. Use darkrock to give such monsters an edge in combat or to allow sneaky creatures to remain hidden while they move into attack position.

OTHER UNDERDARK SUBSTANCES

The Underdark is a big and very mutable place, so it has room for any kind of weird substance that you can imagine. Don't worry too much about providing explanations for the existence of such substances, unless your players are particularly interested (in which case you can use the information as an adventure hook). Examples include:

Entire caverns hewn (or grown) from living crystal.

Tunnel walls made of an unidentifiable plantlike material, ever so slowly rotting into goo.

Rock formations composed of thousands of fossils of beetles with vaguely human faces.

Rubble that appears solid unless struck, when it liquefies into a puddle.

Tunnel and cavern walls that appear organic and are the petrified remains of unimaginably huge creatures.

GLOWSTONE

As its name suggests, glowstone provides patches of dim light that break up the darkness. These patches range from a single square to areas covering whole caverns.

Most creatures that have darkvision avoid areas of glowstone; the drow commonly set their slaves to hack ceaselessly at sections of glowstone to limit its spread.

Effect: A single square containing glowstone provides dim light within 5 squares of it.

Usage: Areas of glowstone help to even the odds against monsters with darkvision. However, some such creatures use them as bait for sighted prey, lurking outside the area of light to ambush unwary travelers seeking illumination as a refuge.

WORMROCK

This porous orange rock is not only easy for a burrowing creature to dig through, it provides minimal nutrition to such creatures. As a result, wormrock is riddled with thousands of tunnels, used by creatures that cannot make their own burrows. Over weeks or months the wormrock grows back. Wormrock can be found throughout the Shallows and the Feydark and is extremely common in portions of the Deeps.

Effect: A creature that has a burrow speed can dig through wormrock at twice that speed. Effectively, each square of wormrock it enters counts as only half a square of movement.

Creatures that do not have a burrow speed can dig through 1 square of wormrock as a move action.

Usage: Place sections of wormrock in encounters featuring burrowing monsters, such as umber hulks, to increase their ability to ambush from below ground. Also, walls of wormrock allow enemies to break through and attack from an unexpected direction.

THE KING'S HIGHWAY

The broad tunnels that crisscross the Underdark are referred to as "the King's Highway," a reference to Torog as the King that Crawls. These trails are at least 50 feet across and sometimes as wide as 200 feet. Despite dangers commonly encountered along these tunnels, the King's Highway is the most reliable way to travel quickly between different regions of the Underdark without winding through every passage and cavern and cranny in between.

Of course, not every wide tunnel through the Underdark was left by Torog's passage; some were carved by dwarves or other Underdark humanoids, and others result from long-ago rivers or geologic activities. The King's Highway refers specifically to those areas that still bear the sign of the wounded god's ancient crawl through the darkness.