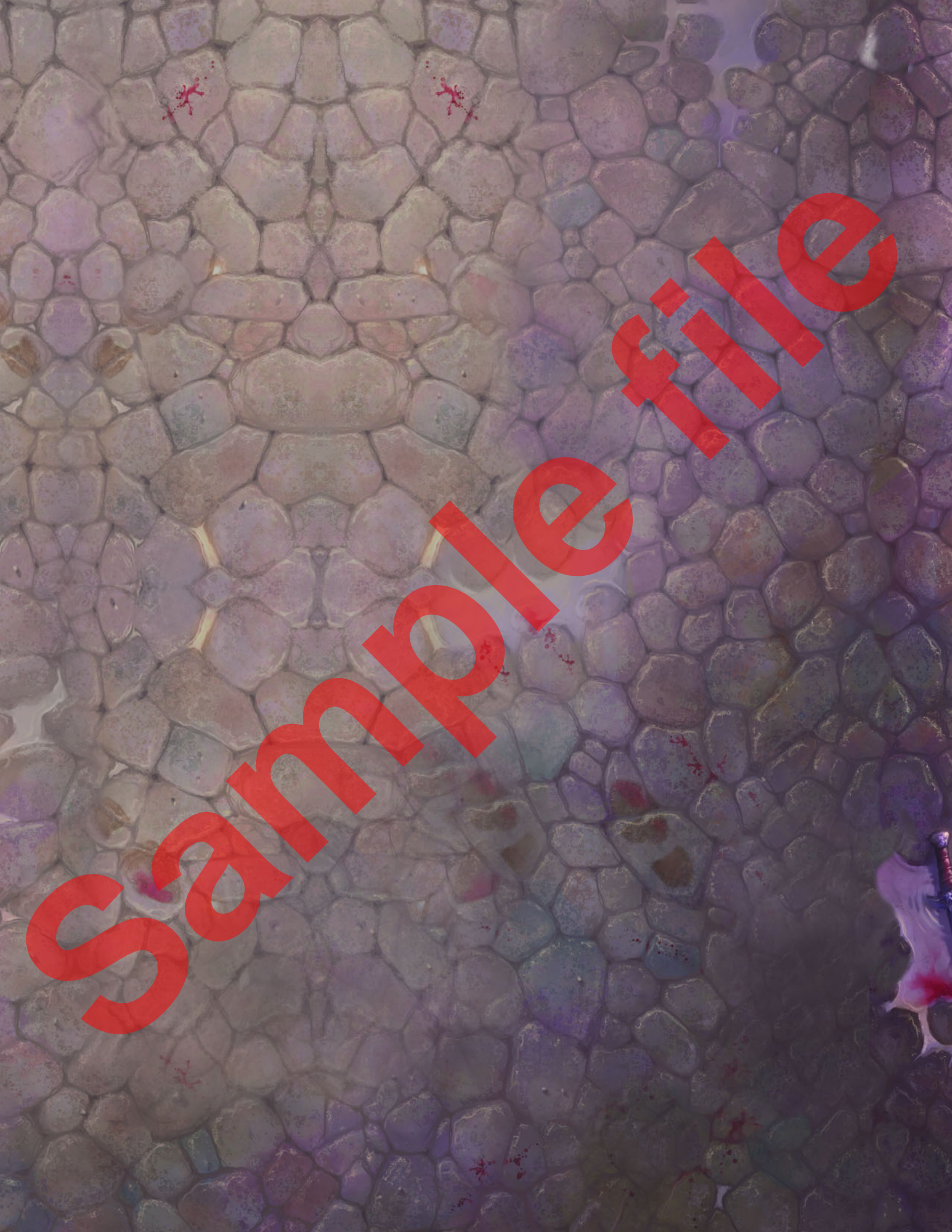




*In Ptolus, there's always something  
going on beneath the surface.*







# PTOLUS™

## CITY BY THE SPIRE

By Monte Cook



[WWW.PTOLUS.COM](http://WWW.PTOLUS.COM)



# TABLE OF CONTENTS

## Foreword

And Acknowledgments . . . . .10

## INTRODUCTION

### ■ From My Campaign to Yours

Understanding a Setting . . . . .11  
 The Perfect Guidebook . . . . .12  
 Fantasy d20 in Microcosm . . . . .12  
 Understanding the Stat Blocks . . . . .12  
 Where Do I Start? . . . . .13



## PART I: PTOLUS PLAYER'S HANDBOOK

### ■ Chapter 1: A Player's Guide to Ptolus

Introduction to the City . . . . .16  
 Campaign Feel . . . . .17  
 The City of Ptolus . . . . .17  
   Rulers . . . . .18  
   The Authorities and the Law .18  
   The Forces of Light . . . . .18  
   The Dark Side . . . . .18  
   The People of Ptolus . . . . .18  
   Districts of the City . . . . .19  
   The Undercity Market . . . . .22  
   The Look of Ptolus . . . . .23  
   Noble Houses . . . . .23  
 Organizations . . . . .24  
   Balacazar Crime Family . . . . .24  
   Brotherhood of Redemption .24

The Conciliators . . . . .24  
 Delver's Guild . . . . .24  
 Dreaming Apothecary . . . . .24  
 The Fallen . . . . .24  
 Fate Weavers . . . . .24  
 The Forsaken . . . . .25  
 Healers of the Sacred Heat . .25  
 Inverted Pyramid . . . . .25  
 Keepers of the Veil . . . . .25  
 Killraven Crime League . . . . .25  
 Knights of the Golden Cross .25  
 Knights of the Pale . . . . .25  
 Longfingers Guild . . . . .25  
 The Malkuth . . . . .25  
 Order of the Fist . . . . .26  
 Pale Dogs . . . . .26  
 The Shuul . . . . .26

The Sorn . . . . .26  
 Sisterhood of Silence . . . . .26  
 The Vai . . . . .26  
 Viridian Lords . . . . .26  
 Religion . . . . .26  
   The Church of Lothian . . . . .26  
 Important Individuals in Ptolus .27  
   People From History . . . . .28  
   The World (and Beyond) . . . . .28  
   Outside the City Walls . . . . .28  
   Customs . . . . .28  
 History . . . . .29  
   Two Emperors . . . . .29  
   Life Under the Empire . . . . .29  
   The Empire Today . . . . .30  
   Timeline . . . . .30  
 Creating a Character . . . . .32  
   Common Races . . . . .32  
   Minor Races . . . . .33  
   Other NPC Races . . . . .34  
 Names . . . . .34  
 Character Background . . . . .34  
   Character Classes . . . . .35  
   Level . . . . .36  
 Magic . . . . .36  
   Spells . . . . .36  
   Blessed Children . . . . .36  
   The Wintersouled . . . . .36  
 Equipment . . . . .36  
   Firearms and Technology . . .37



## PART II: BACKGROUND

### Chapter 2: The World

The Moon and Stars . . . . .40  
 The Empire . . . . .40  
 Gazetteer . . . . .41  
 Languages . . . . .44  
 Special Materials . . . . .45

### Chapter 3: Races

Major Races . . . . .48  
 Minor Races . . . . .50  
*Information Panel: Racial and Cultural Relations* . . . . .53  
 NPC Races . . . . .57

### Chapter 4: Cosmology and Religion

Elder Gods . . . . .59  
 The Galchutt . . . . .60  
 Praemal as a Prison Plane . . .61  
 Hell Without its Masters . . .62  
 The Malkuth . . . . .63  
 The Ethereal Sea and  
 Ethereal Islands . . . . .63  
 Religion in Ptolus . . . . .64  
 The Church of Lothian . . . .64  
 New Gods . . . . .68  
 Cults of Chaos . . . . .71

### Chapter 5: History

Timeline . . . . .74  
 Prehistory . . . . .75  
 Eslathagos Malkith . . . . .75  
 The Age of the Elder Titans .77  
*Information Panel:*  
 The Imperial Line . . . . .78  
 The Utterdark of Ghul . . . .81  
 Rise of Empire . . . . .83  
 The Decline . . . . .83

### Chapter 6: Organizations

Noble Houses . . . . .87  
 Balacazar Crime Family . .100  
 Brides of Magic . . . . .106  
 Brotherhood of Redemption .107  
 Circle of Green . . . . .108  
 Dark Leaf . . . . .108  
 Delver's Guild . . . . .108  
 The Fallen . . . . .110  
 Fate Weavers . . . . .112  
 The Forsaken . . . . .112  
 The Guilds . . . . .114  
 Inverted Pyramid . . . . .115

Keepers of the Veil . . . . .119  
 Killraven Crime League . . .121  
 Knights of the Chord . . . .123  
 Knights of the Golden Cross .124  
 Knights of the Pale . . . . .125  
 Knights of Shadow . . . . .127  
 Longfingers Guild . . . . .128  
 The Malkuth . . . . .129  
 Naltegro Suun . . . . .130  
 Order of Iron Might . . . . .130  
 Pactlords of the Quaan . . .130  
 Pale Dogs . . . . .131  
 The Shuul . . . . .131  
 Sisterhood of Silence . . . .134  
 The Sorn . . . . .137  
 Soul Riders . . . . .137  
 Urthon Aedar . . . . .138  
 The Vai . . . . .139  
 Viridian Lords . . . . .140  
 Using Organizations . . . . .141



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## PART III: CITY GUIDE

### Chapter 7: The City by the Spire

- The Flavor of the City . . . . .144
- Demographics . . . . .145
- Information Panel:*
- The Districts of Ptolus . . . . .146
- Government . . . . .147
- The Economy . . . . .154
- City Layout . . . . .156
- Information Panel:*
- Ptolusites: A Character Study .157
- Natural Features . . . . .159
- On the Streets . . . . .160
- Climate . . . . .162
- Getting Around Town . . . . .162
- Information Panel:*
- Outside of Ptolus . . . . .163
- The Flow of Information . . .164
- Using the District Chapters . .167

### Chapter 8: Docks

- The Flavor of the Docks . . . . .170
- Running the Docks . . . . .171
- People of the Docks . . . . .171
- Docks Rumors . . . . .172
- Docks Locations . . . . .172
- Miscellaneous Docks NPCs . .176

### Chapter 9: Guildsman District

- The Flavor of the Guildsman District . . . . .179
- Running the Guildsman District . . . . .180
- People of the Guildsman District . . . . .181
- Guildsman District Rumors . .183
- Guildsman District Locations .184
- Miscellaneous Guildsman District NPCs . . . . .193

### Chapter 10: Midtown

- The Flavor of Midtown . . . . .196
- Running Midtown . . . . .197
- People of Midtown . . . . .197
- Midtown Rumors . . . . .198
- Midtown Neighborhoods . . .198
- Midtown Locations . . . . .200
- Information Panel: A Dozen Rules of Tavern Etiquette . . .217*
- Miscellaneous Midtown NPCs . . . . .222

### Chapter 11: Necropolis

- The Flavor of the Necropolis . .228
- Running the Necropolis . . . . .228
- People of the Necropolis . . . . .230
- Necropolis Rumors . . . . .231
- Necropolis Locations . . . . .232
- The Dark Reliquary . . . . .238

### Chapter 12: Nobles' Quarter

- Flavor of the Nobles' Quarter .279
- Running the Nobles' Quarter .280
- People of the Nobles' Quarter .282
- Nobles' Quarter Rumors . . . .283
- Nobles' Quarter Locations . . .284

### Chapter 13: North Market

- Flavor of the North Market . .302
- Running the North Market . . .302
- People of the North Market . .303
- North Market Rumors . . . . .305
- North Market Locations . . . .305
- Information Panel:*
- Eating in Ptolus . . . . .306

### Chapter 14: Oldtown

- The Flavor of Oldtown . . . . .312
- Running Oldtown . . . . .313
- People of Oldtown . . . . .313
- Oldtown Rumors . . . . .314
- Oldtown Locations . . . . .314
- Information Panel:*
- Dweomer Street . . . . .333
- Miscellaneous Oldtown NPCs .338

### Chapter 15: Rivergate District

- The Flavor of Rivergate . . . . .342
- Running Rivergate . . . . .342
- People of Rivergate . . . . .345
- Rivergate Rumors . . . . .344
- Rivergate Locations . . . . .344

### Chapter 16: South Market

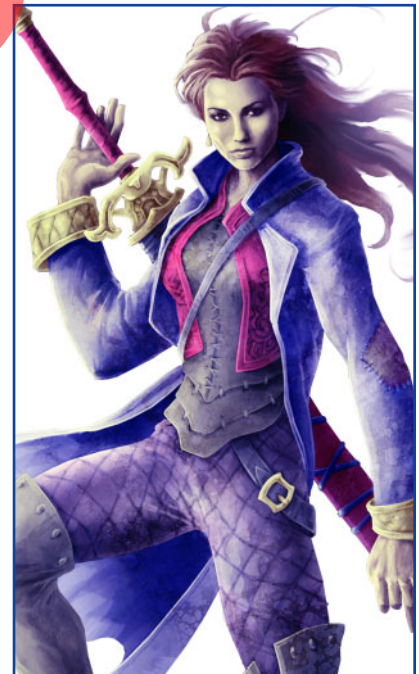
- Flavor of the South Market . .350
- Running the South Market . . .352
- People of the South Market . .352
- South Market Rumors . . . . .352
- South Market Locations . . . .353
- Information Panel:*
- Gambling Games . . . . .359
- Miscellaneous South Market NPCs . . . . .366

### Chapter 17: Temple District

- The Flavor of the Temple District . . . . .368
- Running the Temple District . .369
- People of the Temple District . .370
- Temple District Rumors . . . .371
- Temple District Locations . . . .372
- Information Panel: The Godsdays Festival and Tournament . . . .392*
- Miscellaneous Temple District NPCs . . . . .397

### Chapter 18: Warrens

- The Flavor of the Warrens . . .400
- Running the Warrens . . . . .401
- People of the Warrens . . . . .402
- Warrens Rumors . . . . .403
- Warrens Locations . . . . .403



## PART IV: BELOW THE CITY

### Chapter 19: What's Down There?

The Draw of the Realm Below	.414
Undercity vs. Dungeon	.415
Using the Underlevels in the Campaign	.416
Pits of Insanity	.416
Ghul's Labyrinth	.418
<i>Information Panel:</i>	
The Banewarrens	.419

### Chapter 20: The Undercity

The Nature of the Undercity	.423
Undercity Market	.423
Chamber of Longing	.427
Dark Market	.427
Longfingers Guild Headquarters	429
Mirror Maze	.436
The Prison	.436



### Chapter 21: The Sewers

The Nature of the Sewers	.439
Layout of the Sewers	.440
Using the Sewers	.440
System Monitors	.442
A Ratman Nest	.442

### Chapter 22: The Caverns

Running the Caverns	.447
The Giant's Staircase and Eternity Cave	.448
Serpent Caves	.451
Locathah Cavern	.452
Vaults of the Rhodintor	.453
Caverns of the Galchutt	.453
Dark Elf Caverns	.454

### Chapter 23: Dwarvenhearth

History of Dwarvenhearth	.460
Dwarvenhearth at its Height	.462
Adventuring in Dwarvenhearth	.464
General Locations	.472
Specific Locations	.476
Dwarvenhearth Scenarios	.483

## PART V: ABOVE THE CITY

### Chapter 24: Goth Gulgamel

Inhabitants	.486
The Nature of Goth Gulgamel	.487
Fortress Layout	.488
Goth Gulgamel Scenarios	.500

### Chapter 25: Jabel Shammar

The Look and Feel of Jabel Shammar	.501
The Nature of Jabel Shammar	.502
Entering Jabel Shammar	.505
Misbegotten Tower	.506
Tower of Blasphemy	.511
Forlorn Tower	.514
Tower of Malice	.515
<i>Information Panel:</i>	
The Seven Jewels of Parnaith	.526
Jabel Shammar Scenarios	.537



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## PART VI: LIVING IN PTOLUS

### Chapter 26: On Being a Resident

Where You Live	540
What You Wear	541
How You Live	541
<i>Information Panel:</i>	
The Cost of Living	542
The City in Which You Live	544
<i>Information Panel:</i>	
Gender in Ptolus	545

### Chapter 27: On Being a Delver

Ptolus vs. the Rest of the Empire	547
How You Live	548
What You Wear	548
Getting Along in the City	548
What the Others Think	549
After the Delving's Done	550

### Chapter 28: Crime and the Law

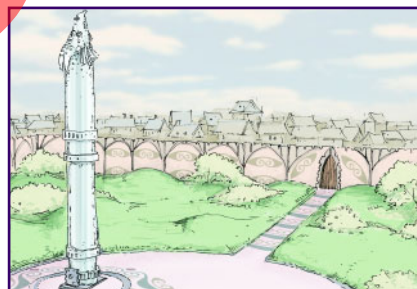
The Law	551
The Process of Law	552
Licenses and Permits	554
<i>Information Panel: Vices</i>	556
Taxes	558

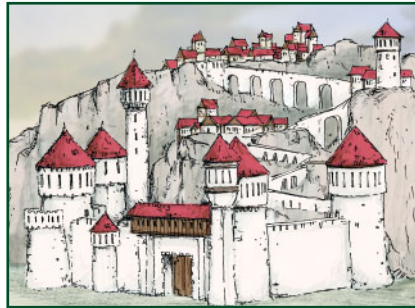
### Chapter 29: Technology

Firearms	559
Other Weapons and Armor	562
Transport	562
Miscellaneous Gear	563
Constructs and Special Machines	564
Aelectricity	564
Skills and Feats	565
Maintenance and Fuel	565

### Chapter 30: Chaositech

What Is Chaositech?	566
Rigors of Chaos	568
Repairing and Modifying Chaositech	568
Chaositech Items	570
Item Descriptions	571





## APPENDIX & ENVELOPE

Using the Poster Map .....656  
 Using the Handouts .....656  
 Using the Bookmarks .....657  
 Using the CD-Rom .....657  
 Locales Glossary .....658  
 NPCs Glossary .....660  
*Information Panel:*  
 Friends and Foes .....665  
 General Index .....666  
 Open Game License .....669

### In the Envelope

City of Ptolus/The Spire Poster Map  
 Color Handouts (16)  
 Black-and-White Handouts (8)  
 CD-Rom Bonus Material  
*The Player's Guide to Ptolus*  
*The Night of Dissolution*  
*The Banewarrens Adventure*  
*Chaositech Sourcebook*  
*Arcana Evolved Conversion Document*  
 Handouts (printer-friendly)  
 Campaign Journals  
 "Saga of the Blade"  
*Ptolus Comic Book Issue 1*  
*Ptolus Miniatures Gallery*  
*Ptolus Adventure Map:*  
 Korben Trollone's Office  
 This Week in Ptolus  
 Expanded Table of Contents  
 Searchable Index  
 Full Ptolus Map Key

## PART VII: RUNNING A PTOLUS CAMPAIGN

### Chapter 31: Campaign Advice

Weaving Together a Campaign .576  
 Campaign Hooks and Goals .579  
 Campaign Villains .....580  
 The *Ptolus* Book .....580

### Chapter 32: Urban Campaigns

The Urban Adventure .....581  
 Allies, Aid, and Healing .....583  
 Urban Player Characters .....584  
 Plotting Urban Adventures .....585  
 Ptolus Random Encounters .....585  
 Handling Dangerous Events .....586

### Chapter 33: Adventures

The Flow of the Adventures .....588  
 Getting Started .....589  
 Foreshadowing .....589  
 Adventure 1:  
 The Murderer's Trail .....590  
 Interlude 1:  
 The Trouble With Goblins .....595  
 Adventure 2:  
 Smuggler's Daughter .....597  
 Adventure 3: End of the Trail .609  
 Interlude 2:  
 The Missing Wafers .....611  
 Adventure 4: Shilukar's Lair ..612  
 Further Adventures .....617

### Chapter 34: Monsters

Blessed Child .....618  
 D'Stradi Demon .....620  
 Ochremeshk .....623  
 Ratman .....625  
 Rhodintor .....628  
 Shaadom .....629  
 Skulk .....630  
 Wintersouled .....632  
 Zaug .....633

### Chapter 35: Magic

Soul Magic .....635  
 Clerical Domains .....636  
 Magic Items .....638  
 Spell List .....638  
 Spell Descriptions .....639

### Chapter 36: Prestige Classes

Forsaken Shigmaa .....646  
 Inverted Pyramid Initiate .....650  
 Prestige Classes From the  
 Core Rules .....650  
 Inverted Pyramid Adept .....651  
 Inverted Pyramid Master .....651  
 Knight of the Chord .....652  
 Prestige Classes From the  
 Books of Eldritch Might and  
 Hallowed Might .....653  
 Knight of the Pale .....654





## FOREWORD

In many ways, what you hold in your hands is a piece of game history. Ptolus (pronounced “TAW-luss”) was the first Third Edition campaign played by anyone, anywhere. The campaign actually started in 1996, shifting from Second to Third Edition when the new rules were ready for playtest. That makes it the first-ever Third Edition playtest campaign, and thus the oldest and longest-running Third Edition game in the world. And it’s still going strong.

### ACKNOWLEDGMENTS

These people and things played a significant part in the creation of this massive tome, even if indirectly, and thus they have my thanks:

Kelley Barnes-Herrmann, Phil Boule, Ed Bouelle, Dean Burnham, Michele Carter, Mike Chaney, Andy Collins, Sue Cook, Bruce Cordell, Jesse Decker, Denmark (and new friends there), fans of *The Banewarrens*, Red Garland, Gateway Computers, Gen Con, Get Fuzzy, Brian Glass, Godspeed You Black Emperor, Gary Gygax, Conrad Hubbard, everyone working on *Lost*, H.P. Lovecraft, Marley, China Mieville, Matt Milberger, Erik Mona, Monster Energy Drink (lo-carb), Grant Morrison, Chris Perkins, Porcupine Tree, posters on our message boards, Jeff Quick, John Rateliff, Reduced Fat Wheat Thins, Sean Reynolds, Rufus, Charles Ryan, Seattle’s weather, Morgan Spurlock, Sony Electronics, Source Comics and Games, Spock’s Beard, Stan!, Tortoise, two different ergonomic keyboards and three (optical, not blind) mice, Aaron Voss, Steve Wieck, Stewart Wieck, Fred Yelk, and Yes.

This book details a place where the game’s designers, editors, creative directors, and business managers all played characters. Prowling the city’s streets you would find characters run by the Editors-in-Chief of *Dragon*® and *Dungeon*® Magazine, the Wizards of the Coast Brand Manager in charge of Roleplaying Games, Wizards’ RPG Design Manager and his counterpart in the Development department, and longtime game designers and editors such as Bruce Cordell, Sean Reynolds, Michele Carter, Andy Collins, and Sue Cook.

In other words, for years, Ptolus has been where the game’s professionals come to play. Some of the events in this setting have passed into gaming legend, like the total party kill suffered by the Company of the Black Lantern or Serai Lorenci’s betrayal of his entire party—or how his brother Sercian was kidnapped and replaced by a dark elf for months of game time. Now it’s time for you to create your own legendary stories here.

I love Ptolus. I understand Ptolus. More than any other place I’ve ever set a campaign, these city streets seem real to me. In compiling this book, I’ve had plenty of detailed computer files and player handouts from my home game to refer to, but I also found many cryptic notes scribbled on various pieces of paper or alongside a map. These tidbits came to me as the city percolated in my head—the place lived and breathed even when I had no players around my game table. I could just as easily envision a meeting of the Council of Coin and hear their debates as I could see what the player characters were up to in their adventures.

Far more than any notes, though, Ptolus existed in my head. I could give you a district-by-district tour of the city, pointing out landmarks, shops, and even people on the street (by name) without ever referring to a map or notes. In a way, Ptolus is as real to me as any city in which I’ve actually lived. Though it can be a hard place, it’s a city I know—like a friend you like to spend time with even though he has his faults.

I love Ptolus. I hope that you and all the people around your game table will grow to love it too. Moreover, I hope that my own personal affection for the city comes through as you read this book. The material in these chapters is tested and true, played by real gamers with a love of the game. As I ran my campaigns set in Ptolus (as of this writing, there have been three, plus the predecessor Praemal Campaign), I encountered the same issues that all DMs come upon. Hopefully my experiences with them will make game play easier for you.

What is Ptolus? Imagine a cosmopolitan fantasy city where humans, elves, and dwarves rub elbows with orcs, ratmen, and stranger creatures. A city built upon the ruins of two previous settlements, creating a mazelike undercity full of dangerous (but lucrative) chambers just waiting to be discovered. A frontier port ruled by a power-mad theocracy amid the decay of a collapsing Empire. A place where crime families war openly and noble houses battle discreetly—with equally deadly results. A city where magic is familiar, adventurers are welcome, and thousands of residents dwell beneath the shadow of a Spire crowned with a citadel of evil so strong that the very earth thrust it away from itself untold ages ago.

Welcome to Ptolus.



## Introduction:

# FROM MY CAMPAIGN TO YOURS

Ptolus is designed to serve as either an entire campaign or a well-detailed city that you can drop into your own setting. That dual purpose makes for a huge design challenge. To be its own setting, Ptolus needs to be something special. On the other hand, to be a city anyone can use, it can't be too weird. So Ptolus is meant to fall somewhere in between. The focus, basically, is to take all the aspects inherent to d20 System fantasy games and bring them to life in a single city.



Campaign setting products are an interesting breed. In the past, there seem to have been two types. The first is the kind that gives just a brief overview of the setting in a gazetteer fashion. The other type is something that presents every minor detail of a setting, usually involving dozens of support products.

These products appeal to two different kinds of gamer. First, the people who just want the facts as quickly and efficiently as possible, with maybe a few hints and hooks thrown in to build upon, go for the gazetteer-style books. Members of the second group want total immersion. They want to learn everything they can about the fictional campaign setting, as if it were a real place. *Ptolus* is aimed more at the second group than the first—but I think you'll see that it approaches the idea of "total immersion" in a new way.

Now that you hold this weighty tome, the largest gaming book ever produced by a single author, you're probably thinking that every last location and NPC in the city must be listed in here. Well, that's not the case. I'm sorry if that's disappointing. Such completeness was never my intention, though. It'd be a novelty to create such a product, but does a DM really need that level of information?

## UNDERSTANDING A SETTING

In writing this book, I tried to examine what a DM needs to run a game in a specific setting, and what the players need to create and play characters in it. What I realized was that, more than anything, the DM and players have to understand a setting to use it best. For example, you likely don't know everything and everyone in every building in the town where you live, but you probably understand that town. You know where things are, you know how to get around, you know the kind of people that live there, and you know a lot about certain places (your home, your school, your office, the grocery store, etc.).

It's my goal to help you to really understand Ptolus. I've tried to run games set in published settings before, and it was rare that the designer gave me enough of the right kind of information to help me extrapolate what was over the next hill, as it were. I got what I was given, but it didn't impart the big idea of the place. I didn't understand that fictional place the way I understood a city I've really been in.

I think it's all about the right kind of details. I've run a campaign set in Ptolus for many years, yet I haven't needed to know the contents of every shelf of every shop in town. However, I have had to get a good grip on such things as the kinds of groups that live in the city. I needed to know, at a

*The success of a campaign depends much on the DM's investment in the setting and on the enthusiasm that comes through naturally as a result of that investment.*

*The first time I ran a campaign set in Ptolus, I set up a meta-game house rule that simply told the players they weren't to leave the city: Their characters could leave Ptolus to run an errand or visit a relative, but it wouldn't be a part of the action of the game. The second time, I made no such rule—it wasn't necessary. The players didn't want to leave.*

## UNDERSTANDING THE STAT BLOCKS

Throughout this book, you'll find many, many stat blocks for NPCs (nonplayer characters). The standard method of displaying stats looks like this:

**Larel Notan (male human expert4/wizard2).**

A longer, more detailed stat block appears for characters that PCs are likely to get involved in a combat situation, either as allies or enemies, or when the character is of major importance to the campaign. These full stat blocks look a little different than the standard d20 System format.

The goal in modifying the format was to improve its usability without making the stat block any longer. Here are a few notes on the differences you'll see in the full stat block:

**Crucial Skills** are those likely to be used in an active encounter with the PCs. These do not usually include Craft, Knowledge, or Profession skills, for example, but do include Listen, Spot, and the like.

Likewise, **Crucial Feats** also are those that come into play during an active encounter. The bonuses from such feats as Improved Initiative or Weapon Focus are already added into the character's statistics, so they are not considered crucial. Neither are the various Craft Item feats, Brew Potion, etc.

(cont'd on the next page)

moment's notice, the best place for adventurers to buy more arrows. I needed to know where the criminals lived, and what the local residents did with that information. What does a resident look like, and what does an outsider look like? But more than that, I had to be able to describe the various parts of Ptolus so that the players not only understood it, but believed in it. Not just what the Ironworkers' Guild headquarters looks like, but why it looks that way. The *why* is important—if the PCs explore that area, do the nearby buildings look similar? What does the description of the headquarters tell me about the neighborhood around it? It's one thing for a game designer to describe well enough for the DM to relate that information to the players, but it's quite another thing to get the DM to understand the setting so well that the designer no longer needs to provide that description. You've heard the saying, "Give a man a fish and he eats for a day; teach him to fish and he eats for a lifetime"? Well, give a DM a location and he runs an encounter; give him an understanding of the setting and he runs a campaign.

## THE PERFECT GUIDEBOOK

So then I had to ask myself, how do people come to understand a place they've never been? Fortunately, there's an answer to that question: Typically, they buy a guidebook. So, as I worked on this book, I didn't examine a lot of different setting books for inspiration. I looked at travel books, particularly those geared toward cities: London, Chicago, Rome, and Hong Kong. I looked at how they presented information, the kind of details they gave, and the kind they ignored. These books influenced not just what I wrote, but the art and maps we used and how we presented the material.

Travel guidebooks cover topics both broadly and deeply. But the depth is selective. A guidebook discusses the cuisine of the area covered and describes a handful of restaurants in detail, including food quality, price, service, atmosphere, and maybe even the staff. But it doesn't tell you about every restaurant, and it certainly doesn't provide that level of detail for every single restaurant in town.

That means *Ptolus* is a unique mixture of both general ideas and specific details. Reading this book will teach you about human customs versus elven ones, and the events leading to the creation of the Empire of Tarsis. But you'll also read about the scandal that erupted over the relationship between the leader of the Fire Brigade and the Commissar's daughter. You'll learn which tavern dwarves are most likely to frequent, and you'll find out the dreaded, still-undiscovered secret of Jabel Shammar.

The goal of this approach is to familiarize DMs with enough broad information about Ptolus that it starts to feel like *their* city. The details serve as nuggets that illustrate specific aspects of the city's flavor—these details accomplish the same thing as

the more general information, but through example. The precise details spark adventures, and the expansive information forms them into a campaign.

But there's a middle ground, as well. That's the adventure material. Part VII of this book provides you with a way to start a campaign here and specific adventures to get players involved in various locations and aspects of Ptolus life. But other material, such as the Temple of the Rat God in the Temple District, Kadmiel the Shade Tower in Oldtown, the Dark Reliquary in the Necropolis, or the entirety of the Goth Gulgamel and Jabel Shammar chapters, present ready-to-run adventure locations. There's enough adventure material in this book to fill your campaign all by itself.

Sprinkled throughout the book, I occasionally include side notes regarding why something is the way it is in Ptolus, from a game designer's point of view rather than a Ptolus resident's point of view. Most major aspects of the setting are what they are for a reason, from Jabel Shammar—the fortress atop the Spire, which literally looms over everything the players do and serves as the towering potential finale of the campaign—to Delver's Square—a centralized "mini-town" catering to virtually all an adventurer's needs, for players who want to focus on dungeon exploration rather than city politics.

## FANTASY D20 IN MICROCOSM

As I mentioned above, Ptolus is meant to be the d20 System in microcosm. It embodies all that is fundamental to the game, but it does so in the space of a single city. That means there are dungeons to explore as well as townsfolk with whom to interact. There are strange magical mysteries to discover, demons to fight, and even dragons. Ptolus is truly a city of adventure—PCs don't have to leave it to embark on amazing adventures.

Ptolus is the union of some aspects of real-world medieval Europe (as real as is fun) with the rules and flavor of the d20 System. When I wrote in the Third Edition DMG that merchants might hire wizards to use *detect thoughts* and *see invisibility* to deter crime, and that bars might post signs forbidding *detection* spells so the patrons can relax, I was thinking of Ptolus.

The Ptolus Campaign is the d20 rules with the volume turned all the way up. I created the world with the game rules in mind. The conceits of the game became the conceits of the setting. The feel of the rules was the feel of the city. If the rules suggested that something might happen a lot, then in Ptolus, it happened a lot. The effects of 1st-level spells come as a surprise to no one here. Tanglefoot bags, *rings of protection*, and the druid's animal companions are taken for granted.

I loved it when a player of mine said, "I *polymorph* myself into a troll and run out into the street after the thief."



And another player said, “Dude, you can’t go out there like that!”

And the first player replied, “Don’t worry about it! This is Ptolus, they see this stuff all the time.”

I knew then that the first player really *got* Ptolus.

We’d talk about how when a City Watch patrol found an entire city street blocked by a *web* spell, they wouldn’t be mystified, they’d be annoyed—because they knew from experience what a pain it was to hack through the stuff, and the risk of fire is too great to burn the webbing. In the end, unless it was a busy or important street, the Watch most likely would just let the spell’s duration run out.

The people of Ptolus have seen this kind of magic all their lives. That doesn’t cheapen it or render spells humdrum—magic was never so common as to make Ptolus feel like a modern setting with magic in place of technology. The players just learned to understand that the folk of Ptolus lived in a world where the Third Edition Core Rules governed their lives. Even if fewer than one in a hundred people was a spellcaster, by the time Ptolus natives grew to adulthood, they’d have seen some spells cast, monsters summoned, and so on.

## WHERE DO I START?

Whether you are a player or a DM, **start by reading Part I: Ptolus Player’s Handbook**. That section provides a quick overview of everything else in the book. Of course, it doesn’t go into any of the secrets

of the setting—those are for the DM to reveal as time goes on.

If you want to hand out just that section to your players, you can find *A Player’s Guide to Ptolus* as a free downloadable PDF file at <[www.ptolus.com](http://www.ptolus.com)> and on the CD-Rom included in the envelope at the back of this book. **Print out a copy for each player.** Let everyone have a chance to learn about the city and get a feel for the setting.

Where you go next depends on how you’re going to use this book. If you want Ptolus to be your campaign setting, move right along to Part II and learn all the basics of the world. If Ptolus is destined to become a city in your existing world, jump straight to Part III: **City Guide**, and read about the various parts of town. If you only want to mine the book for ideas, flip through it and look at whatever strikes your fancy. You’ll find interesting city locales, strange and fascinating NPCs, dungeon complexes, evil fortresses, haunted ruins, complex organizations, a few new races, monsters, prestige classes, spells, and a lot more. The **glossaries and index** in the Appendix can help you find what you’re looking for quickly. Use the stitched-in bookmarks and the tear-out bookmarks to help you remember the sections you want to use.

And don’t neglect the **envelope at the back of this book**. It contains a poster map of the city of Ptolus and key locations on the Spire. You’ll also find important handouts, maps, and reference sheets, as well as a CD-Rom packed with some four hundred pages of additional material. The CD-Rom includes PDF files of the ninety-six-page *Night of Dissolution* Ptolus adventure, the aforementioned *Player’s Guide to Ptolus*, two Ptolus-related products previously released by Malhavoc Press (*The Banewarrens* and *Chaositech*), and other features we just couldn’t manage to pack into the pages of the book itself. See the Appendix (page 656) for a full rundown of this book’s many components.

Throughout *Ptolus*, all references to spells, feats, and other rules come either from this book or from the v. 3.5 revision of the three Core Rulebooks: the *Player’s Handbook*, DMG, and MM. This book is protected content except for items specifically called out as Open Game Content on the Legal page. For full details, please turn to page 669. Open content is not otherwise marked in the text of this book.

Bonus source material and ideas to augment the information in *Ptolus* appear on my website. Find the links to these free web enhancements, my campaign journal, and much more online at <[www.ptolus.com](http://www.ptolus.com)>.

To delve even deeper into Ptolus, check out the official comic book, published by DB Pro, available from Diamond Comics. We’re also proud to offer metal miniatures from Paizo Publishing, specialty map products from cartographer Ed Bourelle’s SkeletonKey Games, and the *Ptolus Counter Collection* from Fiery Dragon Productions.

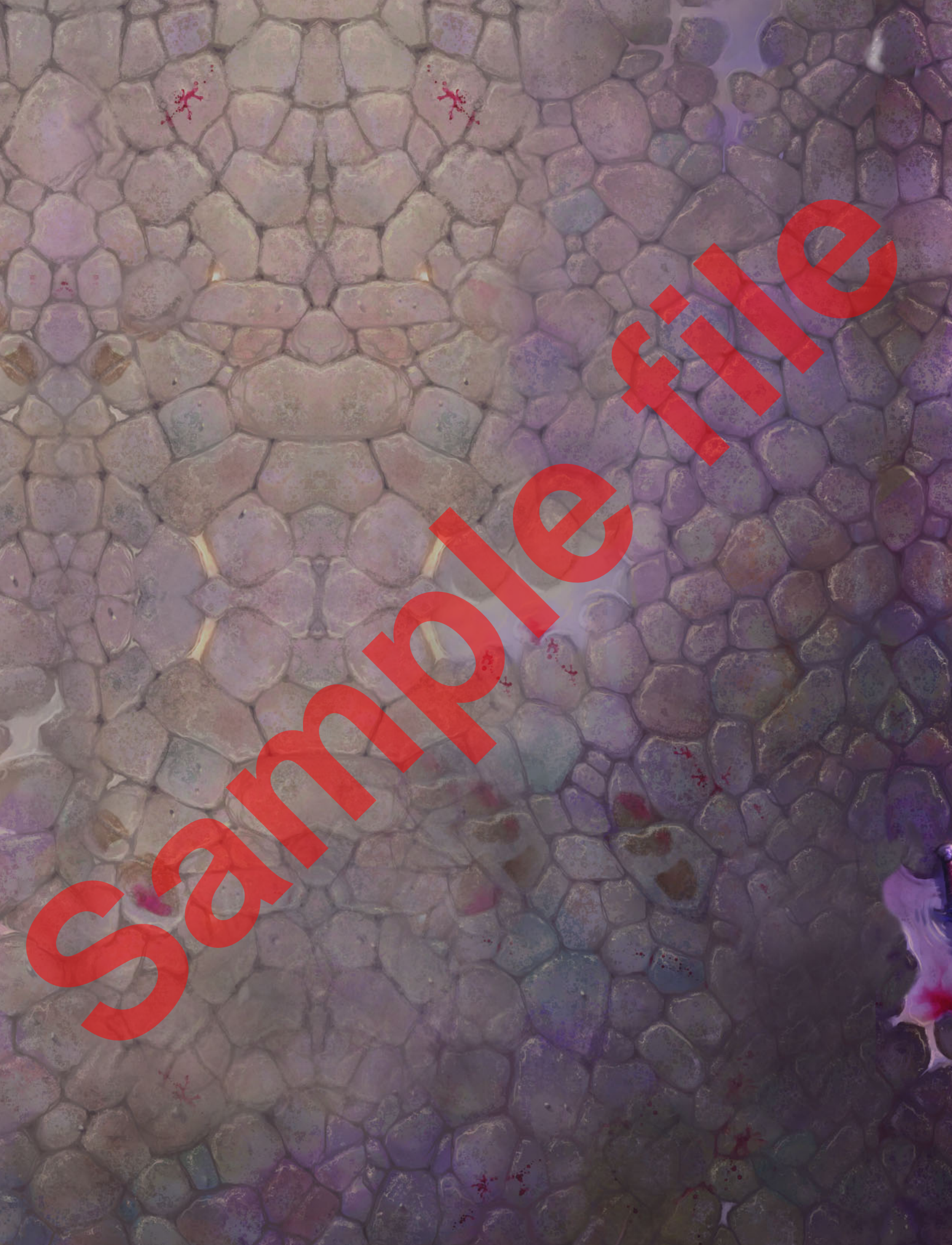
(cont’d from page 12)

The **Special Abilities** and **Special Qualities** sections of the stat block do not explain the rules surrounding the specific abilities, but instead provide a simple reminder. Readers who need more than a reminder of what the ability can do can get the full description from the MM or Player’s Handbook. This format brings the SA/SQ stats in line with spell and magic item stats, which also require the reader to reference the Core Rules for full descriptions.

**Languages** are listed only when the character has spent skill points to learn more languages than he normally would have, or if a character speaks a language unusual to one of his race. Otherwise, readers should assume the character speaks the languages appropriate to a character of his race.

**Spellbooks** appear only for wizards who are carrying them or when the spellbook is found in the same area as the character himself.







## PART I: PTOLUS PLAYER'S HANDBOOK

**P**layer characters, having spent their lives in Ptolus—or at least in the same world as this city—certainly know a fair bit about the place. The following section should be required reading for a player creating a character for the Ptolus Campaign. Moreover, DMs should also read the material, as it summarizes much of the general information about the setting. The rest of the book provides more specific detail, but it all builds from the information found in this player's guide.

DMs should feel free to make this information available to all players in whatever way is easiest. Permission is granted to photocopy the player's guide (pages 16 to 37), or download the information as a free PDF file at <[www.ptolus.com](http://www.ptolus.com)>. You can also just show them this portion of the book, but keep in mind that players will want to refer to the information throughout the campaign, as well as read it all at the beginning.

Also, please note that a few details in this section differ from what's presented in other chapters of this book. Such disparity arises because Chapter 1 provides the information known to city residents or visitors to Ptolus. But common knowledge is not always the truth of the matter.

Introduction to the City .....	16
Campaign Feel .....	17
The City of Ptolus .....	17
Organizations .....	24
Religion .....	26
Important Individuals in Ptolus .....	27
The World (and Beyond) .....	28
History .....	29
Creating a Character for the Ptolus Campaign ..	32
Names .....	34
Character Background .....	34
Magic .....	36
Equipment .....	36



## Chapter 1:

# A PLAYER'S GUIDE TO PTOLUS

A city of mysteries, secrets, and dark histories, Ptolus lies forever in the shadow of a towering stone spire reaching impossibly high into the sky, an enigma and reminder of evil long past. In Ptolus, the supernatural is expected and treachery lies around every corner—or is it that the supernatural lies around every corner and treachery is expected? Either way, the city of Ptolus abounds with danger, magic, intrigue, and above all, adventure.



### FROM MY CAMPAIGN TO YOURS

*In my original Ptolus Campaign, the characters started out not as Ptolus natives, but as a group of unconnected individuals waiting in line to enter through the city gates.*



This chapter is designed to introduce you as a player to the fundamentals of Ptolus, so that you can create and run a character with plenty of knowledge about the world. The city is rich enough in detail that it's difficult to absorb it all at once, so keep this information handy as a reference while you play in the Ptolus Campaign—and be prepared to discover that the information you learn in these pages is only the very briefest overview.

### INTRODUCTION TO THE CITY

You are a native of a port city called Ptolus, or you have recently arrived there. Native or not, you know a few things about this city—it is not without a reputation, to say the least. To call Ptolus a dynamic place with a strange and varied identity is to understate the situation greatly. Only now are explorers truly discovering how ancient the city really is and unearthing details of its varied history. Ptolus is where that strange breed that calls itself “adventurers” congregates. It's a place where people are as concerned with what lies below the ground as they are with what's above. This is like no place else in the world.

Ptolus lies in the world of Praeal within the bounds of a very old Empire unsure of whether

or not it has toppled. Three different emperors claim the throne, and portions of the once great realm cleave off like icy shards from a melting glacier. This decaying society looks upon previous centuries and sees grander, more civilized, and certainly better days. Progress seems on the decline—skills and lore that people possessed just a few hundred years ago are lost now.

But this is not a time to lose hope altogether. This civilization, older than our own real-world cultures, is more sophisticated than our own in some ways, but less so in others. A myriad of races and peoples have come and gone, creating an intricate (and sometimes confusing) amalgam. Good struggles against evil, and law against chaos. But the shadows only threaten the light—they do not yet consume it.

Not so long ago, the first men and women who would one day be called “delvers” returned from exploring the catacombs below the city of Ptolus laden with gold and magical treasures. Today, hundreds of new would-be delvers pour into the city each month, hoping to strike it rich like others before them. Most never crawl up from the realms below, but adventurers keep arriving with dreams of gold and fame. Those who do emerge back into the light bring with them tales of surprisingly vast reaches of natural

caverns and ancient hewn passages, perhaps dating back to the dark days when this area lay in the thrall of the terrible Skull-King, Ghul, and the region was pocked with winding warrens and subterranean chambers created by his dark armies. They also tell of the horrors that dwell outside the life-giving reaches of the sun: unknown monsters and devious demon-minded things with a cunning unknown to human-, elf-, or dwarfkind. In the city, entire industries have evolved quickly to service the needs of these adventurers. In the shadow of an unnaturally tall, ancient spire with a very dark past, a whole new form of economics, politics, and social structure struggles to be born.

Creatures and individuals (good, evil, and otherwise) that normally remain in the shadows are drawn to this large gathering of adventurers and magic. The needs of the delvers prompt renewed devotion to magic, science, and religion. As the Empire of Tarsis dies, Ptolus—for years a backwater town on the edge of civilization—is quickly becoming the center of something much larger than itself. Omens and prophecies of children born with strange birthmarks surface in the city with increasing frequency. No one yet knows exactly what, but something is happening in Ptolus. Something new stirs in this city . . . and that something is very, very old.

### CAMPAIGN FEEL

Ptolus is an urban campaign setting. However, it is also one that deals with dungeon delving and subterranean exploration. In your own Ptolus Campaign, you can probably expect about a fifty-fifty split between dungeon adventures and urban adventures. The latter involve a surprising array of organizations and of individuals that live in this less-than-typical fantasy city.

As a setting, Ptolus should prove a somewhat realistic interpretation of a place in which dungeon explorers really do plumb the depths of a gigantic underground labyrinth filled with treasure, monsters, and traps. As much as possible, many standard tropes of fantasy adventures, including “dungeons,” are presented in a fashion that makes logical sense.

While late medieval culture provides one building block of the setting, it's not the focus that you might think it to be. The Core Rules are that focus. So, while Ptolus is based strongly in historical reality, many notions from real-world history that often hold true in other campaigns (most adults don't believe in monsters, everyone's bewildered by magic, you never see lizard men walking down the street) are not present here. Instead, Ptolus is a campaign where the Core Rules and all that they imply hold sway. That means “monsters” are common. Wizards are everywhere. Lots of people walk

around in plate armor. Humans strolling down the street rub shoulders with elves, dwarves, halflings, gnomes, half-orcs, and even stranger beings.

In a way, this campaign is “the d20 System rules with the volume turned all the way up.” Creating this city did *not* involve building a fantasy world first, then adapting the rules to make it work. Just the opposite, really. As a setting, Ptolus has been under the influence of the Core Rules for a long, long time. The things that make d20 fantasy unique—the prevalence of magic (including the specific spells we all know), the ever-increasing power of individuals, and the creatures of the MM—have shaped the reality of Ptolus. And because the designer of Ptolus used this setting as a playtest backdrop as he worked on the design of the Third Edition Core Rules, Ptolus influenced the d20 System rules as well. This is a setting steeped in game history and significance.

That doesn't mean Ptolus contains nothing new, however. As the city developed, new material grew out of the process. The firearms, creatures, spells, races, and foreboding atmosphere all came very naturally.

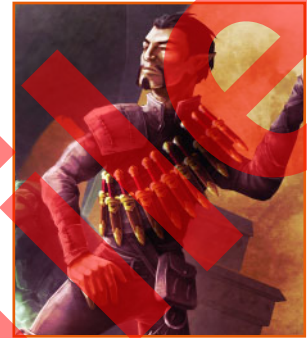
The Ptolus Campaign is a fantasy that some would label “dark,” although it's as much about rising up out of the darkness as living within it. It is clearly an urban fantasy, for the campaign takes place entirely within or beneath the city of Ptolus—a place with a vast history of dark secrets waiting to be discovered.

### THE CITY OF PTOLUS

Ptolus is a major city of seventy-five thousand people. It is located in the land of Palastan near a large bay on the southern end of the Whitewind Sea. The place was established to serve as the port for an important fortress built at the time of the Empire's foundation, a citadel called Dalenguard. More significantly, however, it lies in the shadow of an impossibly tall (almost three thousand feet) and thin pinnacle of rock known simply as the Spire. The Spire and its surroundings seethe with mysterious legends and rumors. These tales tell of ancient battles waged and cities erected on the site, of demons and dark lords, of forgotten kings and mighty wizards. Many such stories might be at least somewhat true, for recent developments have revealed vast complexes beneath the city.

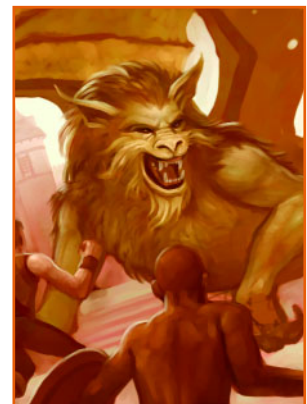
Of late, Ptolus has become a city of adventurers. Treasure-seekers flock there to explore and plunder the labyrinthine structures beneath the streets, which they call the “Dungeon.” If the stories are correct, these catacombs include the following:

1. The sewers of the city.
2. Vast stretches of subterranean passages and chambers created by Ghul and his minions (see “Timeline,” page 30).
3. The remains of an even older city.



*“Some place needs to be the worst place in the world. Why not here?”*  
—Brusselt Airmol, well-known rogue adventurer

*Ptolus was created to be, first and foremost, a place where characters could have interesting and exciting adventures. It's designed to accommodate both urban- and dungeon-style adventures. The city's background provides a foundation for political intrigues, monster-bashing adventures, treasure-hunts, and even adventures involving demons, angels, and other outsiders.*



*For more on House Vladaam, Sadar, Khatru, and the other noble houses of Ptolus, see page 23.*

*The Commissar of Ptolus, Igor Urnst, is a war veteran and a military man. Even though Ptolus has not been threatened with attack in centuries, he has a very defensive-minded approach to running the city. However, at the same time, he is wise enough to know that the residents of Ptolus are not soldiers, and sometimes you need to give them what they want to make them happy. This understanding makes him both efficient and fair, and he is extremely well liked.*



*The City Watch approaches any given situation with an appropriate response. For instance, to handle a bunch of rowdy drunks, the Watch captain sends some low-ranking guards. However, to deal with a rampaging monster or a group of unruly adventurers, the captain sends well-equipped fighters supported by multiple spellcasters.*

4. An abandoned underground dwarven settlement called Dwarvenhearth.
5. And levels that plunge incredibly deep below the present urban area.

Ptolus lies in a cool, rainy coastal region with harsh winters. It serves as an important port on the Bay of Ptolus off the Whitewind Sea and belongs to the Empire of Tarsis, although a growing faction in the city feels that Ptolus should declare itself independent.

### RULERS

The city is ostensibly ruled by a council, at whose head sits the Commissar, a representative of the Empire of Tarsis. The other main council members are Kirian Ylestos (the Prince of the Church) and the Mother Superior of the Sisterhood of Silence (see below). Other City Council members (with less influence) include guildmasters, the heads of the noble houses, and a few wealthy merchants. People of the town often refer to this body as the “Council of Coin,” because money is a powerful and influential force among its members.

Guildmaster Delver Sorum Dandubal, also a council member, is quickly becoming another force to reckon with—almost a fourth main member—but the three forces controlling the council dislike and oppose him.

Truth be told, the real ruler of the city is the Commissar, Igor Urnst. The City Watch operates under his direct command from Dalenguard, a historic fortress that still stands in Oldtown. Urnst’s group of advisors in charge of the city’s defense and protection is called the Twelve Commanders. These include Lord Dorant Khatru of House Khatru, Aoska of the Malkuth (a half-celestial), and other local luminaries.

### THE AUTHORITIES AND THE LAW

To police the streets, the Commissar of the city commands a force of more than eight hundred troops and City Watch guards, including a few dozen elite individuals (captains, mages, clerics, etc.). While the constables in many of the Empire’s cities are considered glorified street-sweepers with little competence or desire to actually enforce the law, this is not true of the experienced and well-equipped guards of Ptolus, particularly those known as the Commissar’s Men.

Nevertheless, this well-trained and well-paid force has its hands full maintaining order in the city. Helping to enforce the law is a special order of monks called the Sisterhood of Silence. These nonspeaking female monks patrol the streets and apprehend criminals, even though they are not—strictly speaking—sanctioned to do so officially. A male eunuch always accompanies a small unit of the Sisters of Silence to speak on their behalf.

However, neither the city guard nor the Sisterhood of Silence is willing to go down into the Dungeon and fight monsters. Nor are they likely to help against such well-known and influential noble families as House Vladaam or House Sadar, or such powerful groups as the Church of Lothian or the technophilic Shuul. Of course, those groups would never break any laws, so there’s surely nothing to worry about. . . .

### THE FORCES OF LIGHT

Aside from the law-enforcing authorities, both official and self-appointed, Ptolus benefits from the presence of various forces of munificence. Orders of knighthood such as the Keepers of the Veil, Order of the Dawn, and Knights of the Pale uphold such concepts as benevolence and nobility. There are even angelic beings in Ptolus—more than any place else in the world—from aasimars to half-celestials to true angels. Many of these beings congregate in a place called the Pale Tower and call themselves the Malkuth. Paladins and clerics of good deities such as Lothian, Gaen, and Navashtröm help Ptolus stand against the darkness as well.

And in Ptolus, the dark is deep.

### THE DARK SIDE

Like every city, Ptolus has a dark side. Here, criminal lords command veritable armies of rogues and assassins, and war amongst each other as well as against the law. These criminals deal in extortion, smuggling, gambling, usury, and prostitution. Chief among these criminals are Menon Balacazar, leader of the oldest criminal syndicate in the city, and the newcomer Kevris Killraven. They are bitter enemies. Depraved assassins called the Vai hunt victims for money and to fulfill their own bloodlust.

But worse things lurk in Ptolus than simply criminals. Dwelling among the crypts of the city’s graveyard are the death-loving Forsaken, so called because the rest of society finds them so abhorrent. Worse still, chaos cultists—in league with terrible inhuman things—plot the destruction of the city and, in fact, the entire world to sate their lust for destruction. Lastly, and strangest of all, Ptolus is home to actual demons from the lower realms: Some are merely demon-blooded tieflings, but others are full-blooded fiends that call themselves the Fallen. These beings dwell alongside the Forsaken in a place called the Dark Reliquary.

### THE PEOPLE OF PTOLUS

Ptolus is primarily a trade city, serving not only as a major port but also as a link between the northwest and central portions of the Empire of Tarsis. About two-thirds of the population is human, with the remaining third being (from

most populous to least): Shoal elves, Stonelost dwarves, halflings, litorians, Grailwarden dwarves, gnomes, half-elves, centaurs (aram), orcs and half-orcs, and others—lizardfolk (assarai), ogres, and far stranger things. (Some of those races might sound unfamiliar. Read on.)

### DISTRICTS OF THE CITY

Ptolus lies between the Spire and the sea. The highest portion of the city, the Nobles' Quarter, is built on the base of the Spire. From there, the level of the city drops down a sharp cliff to Oldtown, and then down again into Midtown. The final cliffs at the edge of Ptolus drop into the bay, with the only area of dry land at the bottom of those cliffs occupied by the city's docks. Well-worn paths connect the various elevations and help make Ptolus very defensible (although the city has never been attacked).

The King's River flows through the city, spilling into an eroded chasm in the northwest corner and flowing down to the Bay of Ptolus near the docks. The bottom of the chasm, called the King's River Gorge, is eighty feet below the level of the ground on its north side, but more than two hundred feet below on its south side. The south side still holds the old city walls and fortifications. A bridge built upon two massive pillars, themselves erected atop natural rock columns, stretches across the King's River Gorge

at a steep angle, leading into the area of the city known as Oldtown. Another bridge stretches across the chasm to join Oldtown with the Rivergate District. Although Oldtown is higher, the difference in elevation between these two districts is not steep, so the slope of this bridge seems far less noticeable than that of the other.

### The Docks

Far below street level, the Docks rest on a narrow strip of land at the bottom of the city's eastern cliffs. The wooden buildings here sit slightly askew from one another, because the entire small district is built upon slowly sinking sand. Even the streets are sand. A dozen or more ships moor in the deep waters here at any given time. This is a particularly rough area of the city, thanks to the influx of sailors and its isolation from other districts. A single winding road provides access up a steep incline to the city proper.

The Docks area is full of warehouses, shipyards, hostels, and taverns, all catering to sailors and merchants. Isolated from the rest of the city by the cliffs, sometimes it seems as though the Docks area has had to become its own little community. Many Ptolus residents live their whole lives without going there—but, of course, they probably haven't been to the Nobles' Quarter, either.

### Crimes in Ptolus

*While obvious things such as murder and theft are illegal in Ptolus, so are compulsion spells cast upon citizens (locals frown on charming shopkeepers to get a better price) and spells of mass destruction cast within the city proper (no fireballs or disintegrate). Any spell with the evil descriptor is also illegal; in particular the authorities hate animate dead and other spells that bring more undead to the city. They also prosecute people severely for doing anything that spreads disease—including casting contagion. These and other crimes can be reported at the district's Watchhouse.*

*See the Ptolus poster map for a good look at the city's layout.*

