

Requires The Dungeons & Dragons® Player's Handbook For Use

Legions of Hell



Book of Fiends, Volume One



By Chris Pramas

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Legions of Hell

Book of Fiends Volume One

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Introduction

Welcome to *Legions of Hell*, the first of Green Ronin's monster compendiums for the d20 System. The core of this book is a special batch of new monsters taken straight from the Pit. *Legions of Hell* gives you enough devils and infernal nasties to populate an entire campaign and challenge characters of all levels. You'll find everything from lowly grunts to fallen celestials to powerful baatezu nobles.

Before the litany of evil begins, however, we should pause to say a few words about Hell itself and the common powers of devilkind.

Hell: The Basics

How could Hell be any worse when life alone is such a curse?

—Bad Religion

When lawful evil mortals die, their souls go to Hell. Devils thus tempt mortals in the hopes of changing their alignments to lawful evil. Every mortal fooled is another soul condemned. There are few places in the multiverse worse than Hell.

Hell looks like an inverted mountain, the cosmic opposite of the peak of Heaven. Known for both geographic and metaphorical reasons as the Pit, Hell is divided into nine circles that range from raging infernos to churning seas to icy wastes. A powerful arch-devil rules each circle, and all the devils in Hell pay homage to Asmodeus, the Lord of the Ninth Circle, King of Hell and the Adversary of all that is good.

In brief, the lords of the nine circles are as follows:

Baal, Lord of the First Circle: This fierce devil (pictured on the front cover of this book) commands the largest armies in Hell. While this has alarmed the other lords in the past, the truth is that he expends his energies fighting the external foes of Hell, namely demons and celestials.

Dispater, Lord of the Second Circle: Dispater is a cunning schemer and conservative by nature. He rarely leaves Dis, the mightiest city in Hell and one that has never been taken by an enemy army. While Dispater is slow to react and hedges his bets, he acts with overpowering force once his mind is made up.

Mammon, Lord of the Third Circle: Mammon is as power hungry as they come. He is unsatisfied with his domain and so

constantly schemes to conquer another circle of Hell. His armies have clashed with those of Belial on many occasions, but neither lord has been able to gain the advantage.

Belial, Lord of the Fourth Circle: Only Asmodeus is a better liar than Belial. Originally a powerful celestial, Belial fell from grace in the distant past. Lords like Dispater and Mephistopheles still treat Belial as an upstart, since he was not born of the baatezu race. Since Belial's armies are strong and he is as slippery as a green slime, the Lord of the Fourth Circle continues to stand strong.

Leviathan, Lord of the Fifth Circle: In form Leviathan is the most enormous sea monster the multiverse has ever known. Literally miles long, Leviathan needs a domain as large as the Fifth Circle to house his massive bulk. Some scholars say that Hell is Leviathan's prison and that countless worlds will perish if he ever escapes. His appetite for mortal souls is legendary.

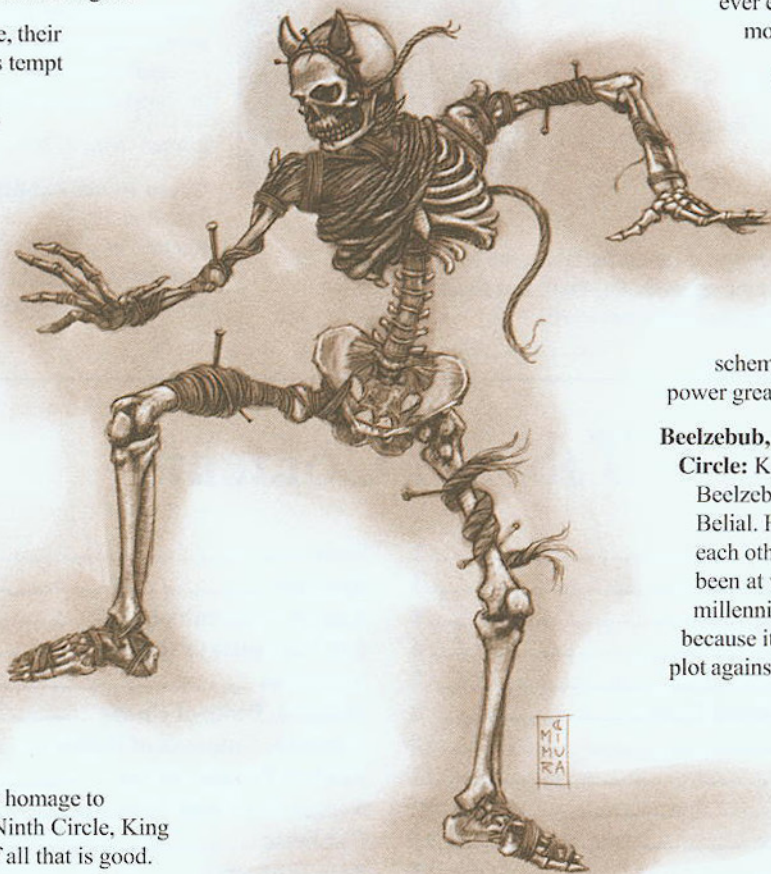
Lilith, Lord of the Sixth Circle: Many devils have underestimated Lilith because she is female. None have lived to learn their mistake. Lilith is as alluring as silk and as hard as steel. While she schemes in Hell, she dreams of power greater than the Pit can hold.

Beelzebub, Lord of the Seventh Circle: Known as the Lord of Flies, Beelzebub is a fallen celestial like Belial. He and Mephistopheles hate each other deeply, and they have been at war on and off for millennia. Asmodeus lets them fight because it keeps them too busy to plot against him.

Mephistopheles, Lord of the Eighth Circle: Mephistopheles views himself as the heir apparent of Hell. After all, who is closer to Asmodeus than he? Once he has dealt with

Beelzebub (and he's sure that he will deal with him), Mephistopheles will be ready to take the crown...whether Asmodeus will allow it or not.

Asmodeus, Lord of the Ninth Circle: Uncounted volumes have been written about the King of Hell. Is he merely a devil like the other lords, or is he a being of a higher order? He has been the Adversary for as long as anyone can remember (and out on the planes, there are those whose memory reaches back to the dawn of time). Some whisper that he is a fallen god, more ancient and more powerful than can possibly be imagined. Others say he is a devil true, but simply the cleverest of that despicable race. Whatever the truth, none can deny that he has defied Heaven from time immemorial and destroyed all pretenders to his throne.



The Infernal Hierarchy

The politics of Hell are complex and ill understood by mortals. The basic structure is feudal. Asmodeus is the King of Hell, and the eight other lords are his chief vassals. Each lord maintains a court populated by a bewildering array of dukes, counts, marquises, barons, and so on. The lords rank these nobles in different ways, which, when combined with devils' penchant for multiple names, makes keeping track of the hierarchy quite difficult.

Beneath the infernal nobility are the common devils. These range from the pitiful lemures to the powerful pit fiends. These devils serve the various powers of Hell as tools, fodder, and occasionally food. Even the lowliest devil knows that his only hope is to climb up the hierarchy by any means. Murder, blackmail, and deception of every conceivable kind are used to ascend the infernal ladder. Once a devil becomes a noble, he or she can take a new form and become an individual for the first time. The most powerful nobles serve in the courts of the arch-devils and command legions of lesser devils.

Devils and the Prime

Devils are frequent visitors to the Prime. They usually come via a *plane shift* spell or through a gateway between the planes. The baatezu have many goals on these trips, the foremost of which is the temptation of mortals into evil. What many devils do best, however, is fight, and the Prime is one of their most important battlefields. They contend against the forces of Heaven, the celestials, as well as their evil archenemies, the demons of the Abyss. Lastly, devils fight each other. The politics of Hell lead to endless internecine strife, and these struggles are not just confined to the Pit. It is not uncommon to find rival infernal dukes fighting a proxy war on the Prime.

Gateways that lead from the Prime directly to Hell are rare. Travelers usually must take a more circuitous route through the planes to reach their final destination. Known gateways are guarded on both ends with potent, and often antagonistic, forces. It is quite common, for instance, for one end of a gateway to be defended by paladins and powerful clerics, while the other end is teeming with devils.



Baatezu Qualities

All devils share certain qualities in common, enumerated below. See the *MM* for other common abilities encountered in this book.

Immunities (Ex): Baatezu are immune to fire and poison.

Resistances (Ex): Baatezu have cold and acid resistance 20.

See in Darkness (Su): All devils can see perfectly in darkness of any kind, even that created by *deeper darkness* spells.

Telepathy (Su): Baatezu (except lemures) can communicate telepathically with any creature within 100 feet that has a language.

Languages: Unless otherwise noted, all devils speak Infernal, Celestial, Common, and Draconic.

Customizing Your Devils

Like the *MM*, *Legions of Hell* presents the weakest and most common specimen of each monster. You can use the advancement range as a guide to making more powerful versions of these devils. For the most part, the devils in this book have a CR 20 or lower. Iblis (see page 27), however, is an example of a much more powerful creature.

Legions of Hell includes many examples of baatezu nobles who already are quite powerful. Each has been given a few magic items, most commonly weapons and items of protection. As powerful nobles, however, these devils have access to many more magic items and you should customize them for your campaign before unleashing them on your players. Take this opportunity to ensure that each noble will be a good

challenge for your party. Taking down an infernal duke should be a memorable and hard-won victory, not just another fight.

And Now—Evil!

Those are some of the basic workings of Hell. We're done with appetizers. Time for the main course. Without further ado, let the devils begin!

Akop

Small Outsider (Evil, Incorporeal, Lawful)

Hit Dice: 3d8 (13 hp)

Initiative: +3 (Dex)

Speed: 10 ft., fly 40 ft. (perfect)

AC: 15 (+1 size, +3 Dex, +1 deflection)

AC (flat-footed): 12

AC (vs. touch attacks): 15

Attacks: 2 incorporeal touches +7 melee

Damage: Incorporeal touch 1d3 temporary Wisdom

Face/Reach: 5 ft. by 5 ft./5 ft.

Special Attacks: Wisdom damage

Special Qualities: Incorporeal

Saves: Fort +3, Ref +6, Will +0

Abilities: Str —, Dex 17, Con 10, Int 10, Wis 4, Cha 12

Skills: Hide +13*, Intimidate +4, Listen +2, Spot +3, Tumble +7

Feats: Combat Reflexes

Climate/Terrain: Any land and underground

Organization: Solitary, gang (2–5), or swarm (6–12)

Challenge Rating: 2

Treasure: None

Alignment: Usually Lawful evil

Advancement: 4–6 HD (Small); 7–9 HD (Medium-size)



Thousands of years ago a highly sophisticated race known as the akop ruled an obscure Prime world. The akop, though monstrous in appearance, were masters of magic and builders of wonders. After dominating their home world for millennia, they finally encountered a problem that their magic could not overcome. Their world, they realized, was dying—and there was nothing they could do about it.

The akop leaders desperately searched for a way to save their people. While their powerful wizards could travel the planes, this did the commoners no good. Ultimately, they were forced to make a deal with Mammon, Lord of the Third Circle of Hell. Mammon promised to transport all of the akop from their doomed world and to protect them from physical harm. In return the akop agreed to travel to Hell and serve Mammon for one generation.

Mammon enforced the letter of the agreement. He indeed saved the akop, who traveled to Hell to do their service. However, the archdevil had cruelly enchanted the giant portals that took the akop to the Third Circle. When they emerged in Hell, they found themselves transformed into insubstantial shadow beings, bereft of fleshy form. Now they could not be physically harmed—nor could they reproduce. In one fell swoop Mammon had entrapped the entire race. Although their life span was extended nearly indefinitely by Mammon's enchantment, they were now bound to serve him for an eternity.

Since Mammon's master play, the akop have degenerated, losing their magic and ultimately, their sanity. Now they haunt the Third Circle, attacking any opportune targets. Mammon long ago gave up trying to command the insane creatures but still periodically sends small groups of them to terrorize the Prime. The akop hate anyone lucky enough to wear flesh, and they relish bringing their own madness to such unlucky victims. But every akop slain in battle brings their race one step closer to final annihilation.

Combat

Akop usually attack at night, when they can cloak themselves in darkness. They are soundless and at night nearly impossible to see. With their great speed and maneuverability, they can hit and run and keep their enemies confused.

Incorporeal: The akop have no physical bodies. They can be harmed only by other incorporeal creatures, +1 or better magic weapons, and spells, spell-like abilities, or supernatural abilities. They are immune to all non-magical attack forms. Even when hit by spells or magic weapons, they have a 50% chance to ignore any damage from a corporeal source (except for force effects, such as *magic missile*, or attacks made with *ghost touch* weapons). An akop can pass through solid objects at will, but not force effects. Its touch attacks pass through natural armor, armor, and shields, although deflection bonuses and force effects (such as *mage armor*) work normally against them. An akop moves silently and cannot be heard with Listen checks if it doesn't so wish.

Telepathy (Su): Akop can communicate telepathically with any creature within 100 feet that has a language. This is their only means of communication.

Wisdom Damage (Su): The touch of an akop deals 1d3 temporary Wisdom damage to a living foe. A creature reduced to Wisdom 0 by an akop is driven mad, immediately falling unconscious and tormented by demented dreams. See "Condition Summary" in the *DMG* for more information on ability damage.

Skills: *Akop receive a +8 circumstance bonus on Hide checks made in darkness.

Antaia, the Witch Queen (Baatezu)

Medium-size Outsider (Evil, Lawful)

Hit Dice: 16d8+64 (136 hp)

Initiative: +5 (Dex)

Speed: 30 ft.

AC: 25 (+3 natural, +4 ring of protection, +8 Dex)

AC (flat-footed): 17

AC (vs. touch attacks): 22

Attacks: *Mace of Smiting* +23/+18/+13/+8 melee

Damage: *Mace of Smiting* 1d8+9

Face/Reach: 5 ft. by 5 ft./5 ft.

Special Attacks: Sacrificial magic, spell-like abilities, spells, summon baatezu

Special Qualities: Baatezu qualities, damage reduction 15/+3, SR 25

Saves: Fort +14, Ref +15, Will +14

Abilities: Str 19, Dex 20, Con 18, Int 26, Wis 18, Cha 26

Skills: Alchemy +18, Animal Empathy +18, Bluff +18, Concentration +17, Decipher

Script +16, Disguise +18, Diplomacy +30, Forgery +18, Gather Information +18,

Handle Animal +20, Innuendo +18, Intimidate +10, Knowledge (arcana) +26,

Knowledge (Hell) +22, Knowledge (nature) +24, Knowledge (religion) +23,

Listen +14, Perform +16, Pick Pockets +7, Ride +7, Search +18, Sense Motive

+14, Spellcraft +26, Spot +14, Wilderness Lore +14

Feats: Brew Potion, Craft Wand, Craft Wondrous Item, Empower Spell, Spell Penetration

Climate/Terrain: Any land and underground

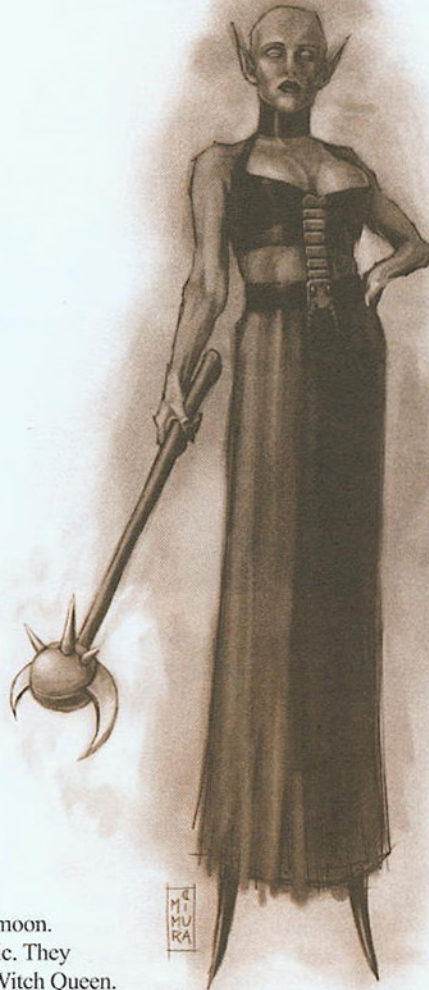
Organization: Unique or retinue (Antaia plus 2-12 hellcats)

Challenge Rating: 18

Treasure: Double standard

Alignment: Lawful evil

Advancement: By character class



They gather in secluded grottoes and forbidden glades, dancing under the light of the full moon. Scorned by clergy and feared by villagers, the witches meet to celebrate the power of magic. They pay respect to a host of spirits, but one receives their devotion over all others: Antaia, the Witch Queen.

Antaia is a minion of Belial, Lord of the Fourth Circle. Unlike most baatezu nobles, Antaia is not overly obsessed with infernal politics. Her primary concern is the growth and expansion of her cult. On a hundred Prime worlds, she is worshipped as a goddess by covens of black-hearted witches. Her power is indisputable, even though she is incapable of granting spells to her followers. Antaia's cult teaches that true power comes from within, and that individual witches can achieve the same insights as their mistress. By turning the witches away from the gods, Antaia furthers the infernal cause.

Antaia takes an active roll in the promotion of her cult. She travels the Prime frequently, enforcing her will and testing her worshippers. On several worlds, Antaia's cult is opposed by an order of white witches called the Daughters of the Moon. This group knows that Antaia is naught but a devil, and they fight her machinations on the Prime. This witch war has gone largely unnoticed, because its battles take place far from the centers of civilization.

Combat

When Antaia engages in combat, she sends her hellcats forward to engage the enemy while she casts spells. Her real strength is magic and she only engages in melee when absolutely necessary. If Antaia is on the Prime, she is likely to have a coven of 13 witches with her (one each of levels 1-13). Antaia's followers are a variant of the sorcerer class. The basic class information for the sorcerer remains unchanged, but the witches use the witch spell list from the *DMG* instead of the sorcerer's normal list.

Sacrificial Magic (Su): Among the many bloody rituals Antaia uses to bolster her arcane abilities is a rite that gives her increased power when a mortal is sacrificed in her presence. At the beginning of each day (or after an 8-hour period of rest), Antaia may engage in a sacrificial ceremony that lasts 15 minutes. If a single bound mortal is slain within 20 feet of her during this period, she may double the number of 1st-level spells she can cast that day. Four sacrificed mortals allows her to double her 2nd-level spells. The sacrifice of six victims allows her to double 3rd-level spells, and the murder of eight mortals allows her to double the number of 4th-level spells. Antaia can gain all these bonuses in the same day if she has an appropriate source of victims (when she visits the Prime, her witches take great pride in providing both the victims and the executions). Antaia can benefit from a single sacrificial ceremony within a 24-hour period.

Spells: Antaia casts spells as a 20th-level sorcerer. She uses the witch spell list in the *DMG*.

Spell-like Abilities: At will—*charm person*, *detect good*, *detect magic*, *misdirection*, *polymorph self*, *message*, and *tongues*; 2/day—*geas/quest* and *protection from good*; 1/day—*false vision*, *greater dispelling*, *teleport without error* (self plus 50 pounds only), and *veil*. These abilities are as the spells cast by a 20th-level sorcerer (save DC 18 + spell level).

Summon Baatezu (Sp): Once per day Antaia can attempt to summon 2d4 hellcats with a 75% chance of success, or 3d12 herlekins with a 50% chance of success.

Asakku (Baatezu)

Large Outsider (Evil, Lawful)

Hit Dice: 9d8+27 (67 hp)

Initiative: +7 (+3 Dex, +4 Improved Initiative)

Speed: 20 ft.

AC: 17 (-1 size, +3 Dex, +5 natural)

AC (flat-footed): 14

AC (vs. touch attacks): 12

Attacks: Bite +12 melee, 2 claws +10 melee

Damage: Bite 1d6+4 and poison, claw 1d6+2

Face/Reach: 5 ft. by 10 ft./5 ft.

Special Attacks: Constrict 2d8+6, poison, spell-like abilities

Special Qualities: Baatezu qualities

Saves: Fort +9, Ref +9, Will +10

Abilities: Str 19, Dex 16, Con 16, Int 16, Wis 18, Cha 16

Skills: Bluff +7, Concentration +15, Diplomacy +5, Hide +7, Jump

+6, Knowledge (any local) +8, Listen +16, Move Silently +10,

Search +13, Sense Motive +13, Spellcraft +15, Spot +16,

Tumble +15

Feats: Dodge, Improved Initiative, Multiattack

Climate/Terrain: Any land and underground

Organization: Solitary or squad (5-20)

Challenge Rating: 7

Treasure: Standard

Alignment: Always lawful evil

Advancement: 10-13 HD (Large); 14-27 HD

(Huge)

Asakkus are servants of Lilith, Lord of the Sixth Circle. Their bodies are long and serpentine, with human-like heads and fanged mouths. Mortal scholars have noted a certain similarity to the couatl, and conjecture makes asakkus an ancient, evil offshoot of those feathery exemplars of virtue.

If this is true, neither asakkus nor couatls have ever confirmed it. However, there are several documented battles between the two, most of which have been noted for their intense savagery. It isn't clear whether these battles signify nothing more than the animosity of good and evil or the special hatred only estranged family members know.

In any case, fighting is not the primary responsibility of asakkus. They perform very special duties for Lilith: the corruption and infection of mortal children. They are frequent callers on the Prime, commonly visiting rural areas. Polymorphed into wide-eyed youths or fantastical animals like unicorns, asakkus befriend children while their parents toil in the field or the home. Asakkus seem like friendly faeries, full of stories and magic.

Those children befriended by asakkus meet one of three fates. The asakkus drink their blood, infect them with lethal diseases, or corrupt their young souls. The latter is the most difficult to achieve but pleases asakkus the most. When a child plunges a knife into his father's heart of his own free will, the asakku knows she has served her mistress well. Children who are good at heart are more likely to simply be killed. These deaths, especially those brought about by disease, are designed to bring despair to the parents of the slain.

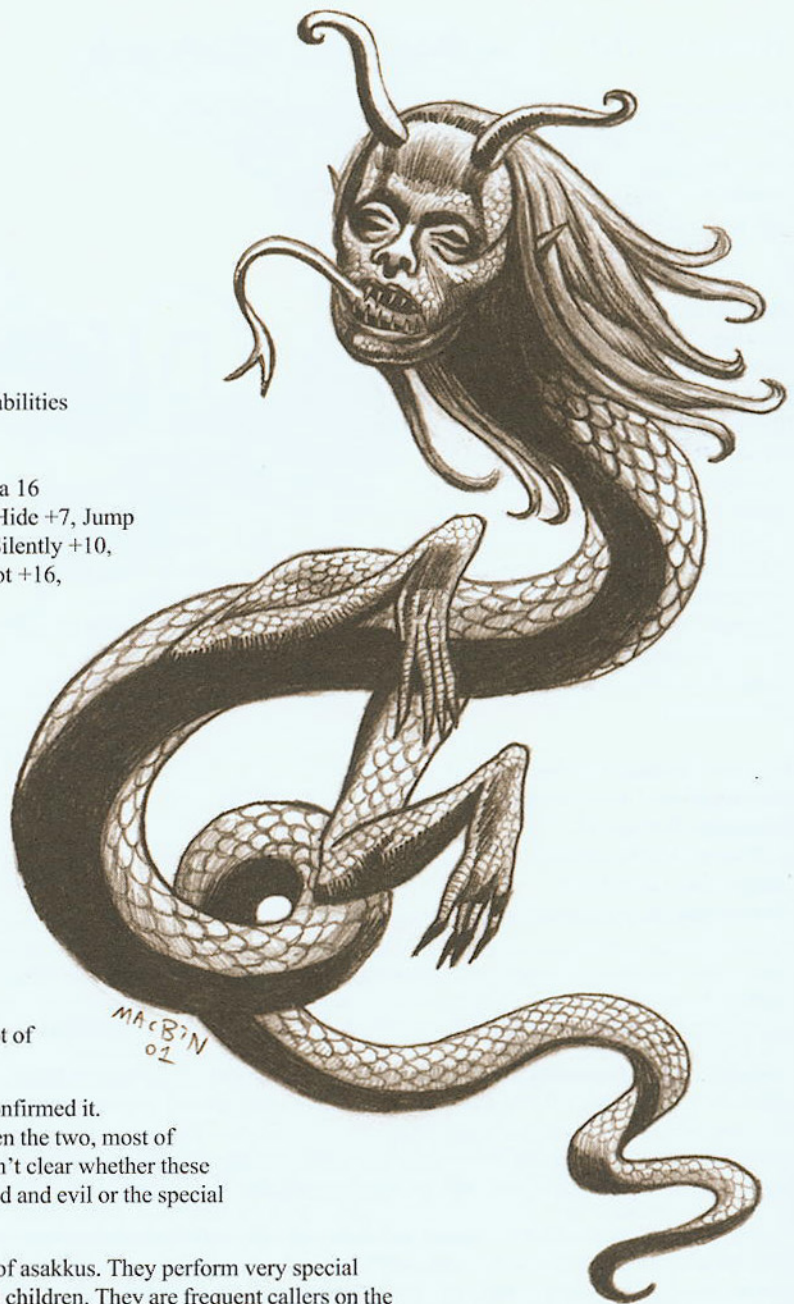
Combat

Asakkus use their spell-like abilities to avoid combat if possible. If cornered, they revert to their true form and fight until they have a chance to escape. Since their activities involve the covert slaying of children, the last thing they want to do is rouse the interest of powerful clerics or paladins.

Constrict (Ex): An asakku deals 2d8+6 damage with a successful grapple check against Huge or smaller creatures.

Poison (Ex): Bite, Fortitude save (DC 16); initial damage 2d4 temporary Wisdom, secondary damage 4d4 temporary Wisdom.

Spell-Like Abilities: At will—*dancing lights*, *detect thoughts*, *ghost sound*, *fly*, *polymorph self*, *prestidigitation*, and *shocking grasp*; 1/day—*charm person*, *contagion*, *flame arrow*, *silent image*, and *tongues*. Once per week an asakku can *plane shift*. These abilities are as the spells cast by a 12th-level sorcerer (save DC 13 + spell level).



Ashmede (Baatezu)

Large Outsider (Evil, Lawful)

Hit Dice: 12d8+60 (114 hp)

Initiative: +3 (Dex)

Speed: 40 ft., fly 60 ft. (average)

AC: 28 (-1 size, +3 Dex, +16 natural)

AC (flat-footed): 25

AC (vs. touch attacks): 12

Attacks: +1 vorpal scythe +19/+14/+9 melee, 2 wings +13 melee

Damage: +1 vorpal scythe 2d4+8, wing 1d6+3

Face/Reach: 5 ft. by 5 ft./10 ft.

Special Attacks: Fear aura, spell-like abilities, summon baatezu

Special Qualities: Baatezu qualities, fast healing 3, SR 20

Saves: Fort +13, Ref +11, Will +11

Abilities: Str 24, Dex 16, Con 20, Int 14, Wis 16, Cha 17

Skills: Bluff +15, Climb +16, Concentration +17, Diplomacy +5, Intimidate +17, Jump +19, Knowledge (Hell) +11, Listen +15, Search +17, Spellcraft +14, Spot +18, Tumble +5

Feats: Blind-Fight, Expertise, Flyby Attack, Improved Critical (scythe)



Climate/Terrain: Any land and underground

Organization: Solitary, team (2-5)

Challenge Rating: 13

Treasure: Standard coins; double goods; standard items

Alignment: Always lawful evil

Advancement: 13-16 HD (Large), 17-36 HD (Huge)

Hell is always associated with evil, but its lawful aspect is oft forgotten. There may be more backstabbing and politicking than any mortal could understand, but ultimately baatezu society is all about the rules. The ultimate arbiter of baatezu law is, of course, Asmodeus, the King of Hell and Lord of the Ninth Circle. Only the worst crimes, the most heinous infractions are brought directly to Asmodeus's attentions. His judgment is final and, in most cases, brutal.

Enter the ashmede. These devils of vengeance enforce the judgments of Asmodeus. When the King of Hell pronounces a death sentence, ashmedes carry it out. Since Asmodeus doesn't feel it necessary to warn the condemned in advance, the first indication they receive is a scythe-wielding ashmede attacking out of nowhere. No pleas are accepted.

Combat

Ashmedes do not fight without a plan. They use spies and divination magic to carefully study their targets. When the time is right, they launch a surprise attack via teleportation. They use their spell-like abilities to soften up their victims and neutralize other opposition in the area. Their scythes do the rest.

Fear Aura (Su): As a free action, an ashmede can create an aura of fear in a 20-foot radius. It is otherwise identical to *fear* cast by a 12th-level sorcerer (save DC 19). If the save is successful, that creature cannot be affected again by the ashmede's fear aura for one day. Other devils are immune to the aura.

Spell-Like Abilities: At will—*blasphemy*, *charm person*, *detect good/evil/law/chaos*, *detect magic*, *dispel magic*, *improved invisibility*, *polymorph self*, *prying eyes* and *teleport without error* (self plus 50 pounds of objects only); 1/day—*chain lightning*, *discern location*, *forcecage*, and *horrid wilting*. These abilities are as the spells cast by a 16th-level sorcerer (save DC 13 + spell level).

Summon Baatezu (Sp): Once per day an ashmede can automatically summon 2d6 whiptails or 1 kyton or faceless.

Balan, Master of the Infernal Hunt (Baatezu)

Large Outsider (Evil, Lawful)

Hit Dice: 14d8+56 (119 hp)

Initiative: +2 (Dex)

Speed: 40 ft.

AC: 27 (-1 size, +2 Dex, +12 natural, *ring of protection* +4)

AC (flat-footed): 25

AC (vs. touch attacks): 15

Attacks: +4 *unholy shortspear* +24/+19/+14 melee

Damage: +4 *unholy shortspear* 1d8+11

Face/Reach: 5 ft. by 5 ft./10 ft.

Special Attacks: Spell-like abilities, summon baatezu

Special Qualities: Baatezu qualities, damage reduction 10/+3, SR 25, beasts of the field, flight of the hunters

Saves: Fort +13, Ref +11, Will +10

Abilities: Str 24, Dex 14, Con 18, Int 13, Wis 13, Cha 18

Skills: Balance +11, Climb +7, Concentration +13, Handle Animal +13,

Hide +11, Intimidate +13, Jump +7, Knowledge (Hell) +10,

Knowledge (nature) +10, Listen +11, Move Silently +11, Ride +17,

Search +10, Spot +10, Wilderness Lore +10

Feats: Mounted Combat, Ride-By Attack, Spirited Charge, Trample

Climate/Terrain: Any land and underground

Organization: Unique or hunt (see text)

Challenge Rating: 13

Treasure: Standard

Alignment: Lawful evil

Advancement: By character class

Balan, a three-headed beast of a devil, is a noble in the service of Belial, Lord of the Fourth Circle.

As Master of the Infernal Hunt, Balan has two main duties. His primary function is to organize hunts for Belial's sport on the Fourth Circle. These inevitably revolve around stalking and killing rogue devils or bands of invaders. The noted paladin Flavius was caught in one such hunt, and he and his followers were slain to a man.

Belial also periodically releases Balan and his Infernal Hunt onto the Prime. This is a real treat for the old devil. He gathers together a pack of fiendish beasts, hellhounds, and his pride and joy, his jackals (see the Balan's jackal prestige class in **Appendix 1**). They appear at night, howling through the sky and landing to reap souls and cause untold destruction. Each hunt has a special target chosen by Belial (such as a troublesome crusading church), but the Master of the Infernal Hunt has free rein to continue his merry ride until he's had his fill of bloodletting.

Balan and Mammon, Lord of the Third Circle, are great rivals as sportsmen. Mammon leads his own hunt, and devils can only speculate what would happen if the two were ever to meet.

Combat

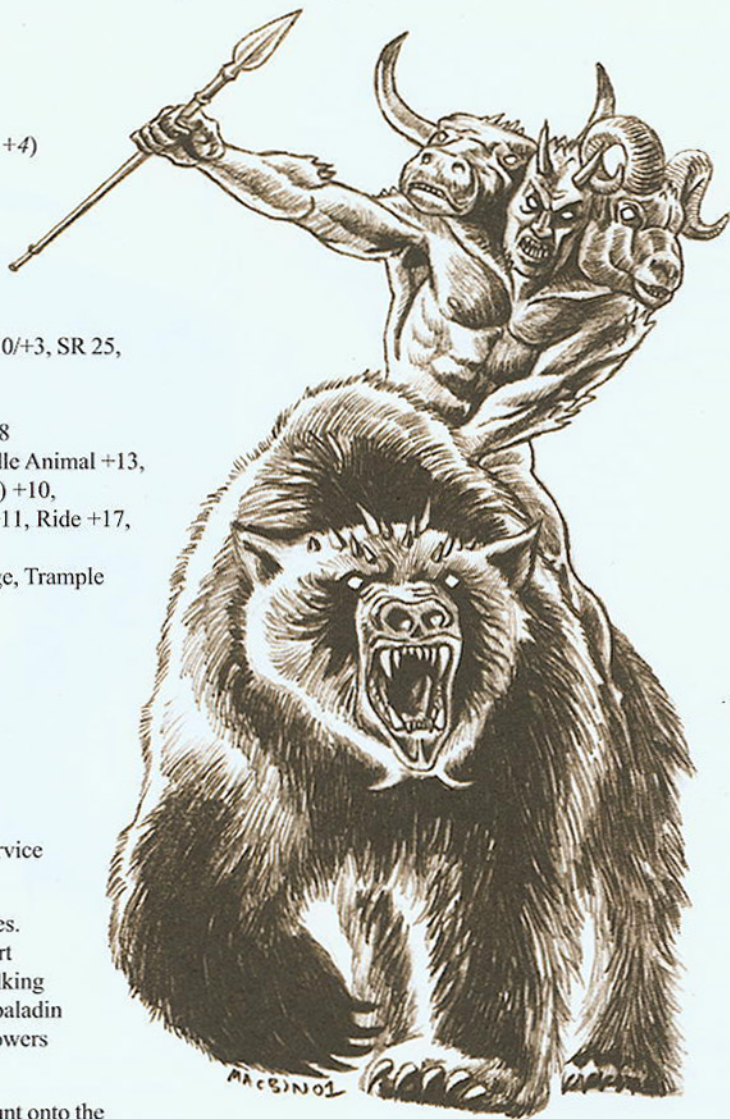
Balan is usually encountered with his hunt, ranging in size from a dozen creatures to over a hundred. A typical hunt includes his huntsman (see Balan's Huntsman entry, page 10), two 5th-level Balan's jackals (see **Appendix 1**), 2d12 hellhounds or hellcats, and 1d4 fiendish stags (use bison as the base creature; see *MM*) or tigers. The hunt uses its great numbers and speed to run enemies to ground and tear them apart. Balan supplements this raw savagery with his spell-like abilities.

Beasts of the Field (Su): In addition to his normal telepathy ability, Balan can communicate telepathically with any aberration, animal, beast, magical beast, monstrous humanoid, or shapechanger within 100 feet, even if that creature does not have a language.

Flight of the Hunters (Sp): Balan can grant the equivalent of a *fly* spell to each member of his hunt, no matter how many there are. This ability can only be used after sundown, and the effect lasts until dawn.

Spell-Like Abilities: At will—*animal growth*, *dominate animal*, *freedom of movement*, *greater magic fang*, *shapechange*, and *teleport without error* (self and mount only); 3/day—*commune with nature*, *dispel magic*, *find the path*, and *see invisibility*; 1/day—*desecrate*, *unholy blight*, and *whirlwind*. These abilities are as the spells cast by an 18th-level sorcerer (save DC 14 + spell level).

Summon Baatezu (Sp): Once per day Balan can attempt to summon 1d6 hellcats with a 75% chance of success, 3d12 herlekins with a 50% chance of success, or 1d3 maguons with a 25% chance of success.



Balan's Mount

Balan rides a special mount when hunting, a fiendish dire bear named Fleshtearer. Balan reared this beast himself, feeding the cub only the most tender mortal flesh and the freshest blood. Now full-grown, Fleshtearer strikes terror into mortal and fiend alike.

Fleshtearer

Huge magical beast (Evil, Neutral)

Hit Dice: 17d8+102 (178 hp)

Initiative: 0

Speed: 40 ft

AC: 18

AC (flat-footed): 18

AC (vs. touch attacks): 8

Attacks: 2 Claws +24 melee, bite +19 melee

Damage: 2 Claws 2d6+14, bite 4d6+7

Face/Reach: 10 ft. by 30 ft./10 ft

Special Attacks: Improved grab, smite good

Special Qualities: Cold and fire resistance 20, damage reduction 10/+3, SR 25, darkvision 60 ft., scent

Saves: Fort +16, Ref +10, Will +11

Abilities: Str 39, Dex 11, Con 23, Int 3, Wis 12, Cha 10

Skills: Listen +7, Spot +7, Swim +17

Feats: None

Climate/Terrain: As Balan

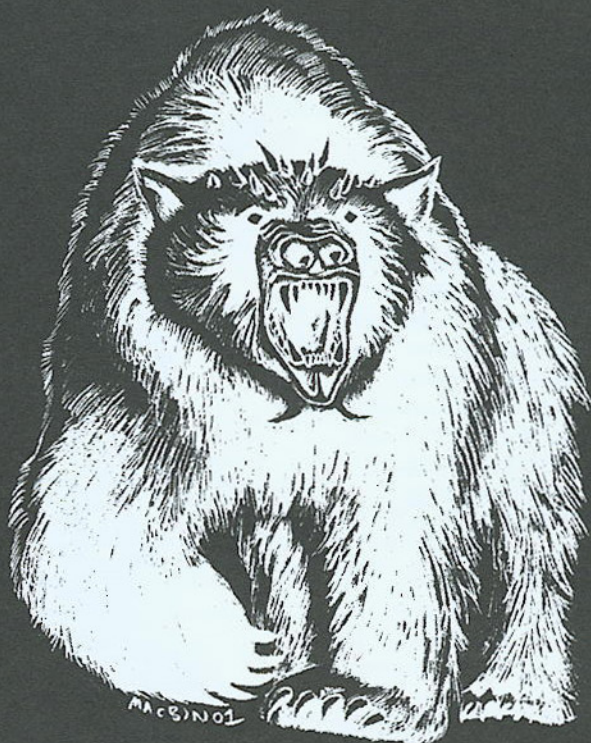
Organization: As Balan

Challenge Rating: 14

Treasure: As Balan

Alignment: Neutral evil

Advancement: By character class



Combat

Improved Grab (Ex): To use this ability, Fleshtearer must hit with a claw attack.

Smite Good (Su): Once per day, Fleshtearer can make a normal melee attack to deal an additional +17 damage to a good creature.

Scent: Detect creatures within 30 ft. (60 ft. upwind, 15 ft. downwind) by smell; +8 to track checks (base DC is always 10).

The Huntsman's Horn

Minor Artifact

This impressive horn was a gift to Balan from Belial several millennia ago. Carved from the yellowed tooth of an ancient silver dragon, tipped with adamantite, and enchanted with dark magics, the *huntsman's horn* celebrates the power of Hell. Only Balan and his huntsman can safely carry the artifact. Any other creature that so much as picks it up suffers two negative levels.

The huntsman's horn has the following powers.

Plane Shift: One blast from the horn shifts all members of the Infernal Hunt, including the horn's wielder, from Hell to the Prime, and a second blast sends the group back. One round trip can be made each day.

Sound Blast: Once per minute, the horn can be used to produce a 100-foot-long cone of deafening sound. Creatures in the area take 2d8 points of sonic damage and must succeed at a Will save (DC 20) to avoid being stunned for 1d4 rounds. A stunned creature can't act and loses any Dexterity bonus to AC. Attackers gain +2 bonuses to attack it. Creatures that were deaf to start with take damage but are not stunned.

Caster Level: 20th

Weight: 1 lb.

Balan's Huntsman (Baatezu)

Medium-Size Outsider (Evil, Lawful)

Hit Dice: 10d8+30 (75 hp)

Initiative: +3 (Dex)

Speed: 50 ft.

AC: 21 (+3 Dex, +3 natural,
+3 shadow leather armor)

AC (flat-footed): 18

AC (vs. touch attacks): 13

Attacks: +3 *greataxe of speed*

+17/+17/+12 melee; or
dagger +13 ranged

Damage: +3 *greataxe of speed* 1d12+9; dagger
1d4+4

Face/Reach: 5 ft. by 5 ft./5 ft.

Special Attacks: Sneak attack
+5d6, spell-like abilities

Special Qualities: Baatezu qualities,
damage reduction 10/+2, fast healing
5, lesser shadow blend

Saves: Fort +10, Ref +10, Will +8

Abilities: Str 18, Dex 17, Con
16, Int 11, Wis 13, Cha 16

Skills: Balance +9, Hide
+23, Jump +14, Listen
+11, Move Silently
+14, Search +10, Spot
+11, Wilderness Lore +14

Feats: Combat Reflexes,
Improved Critical (*greataxe*), Track

Climate/Terrain: Any land and
underground

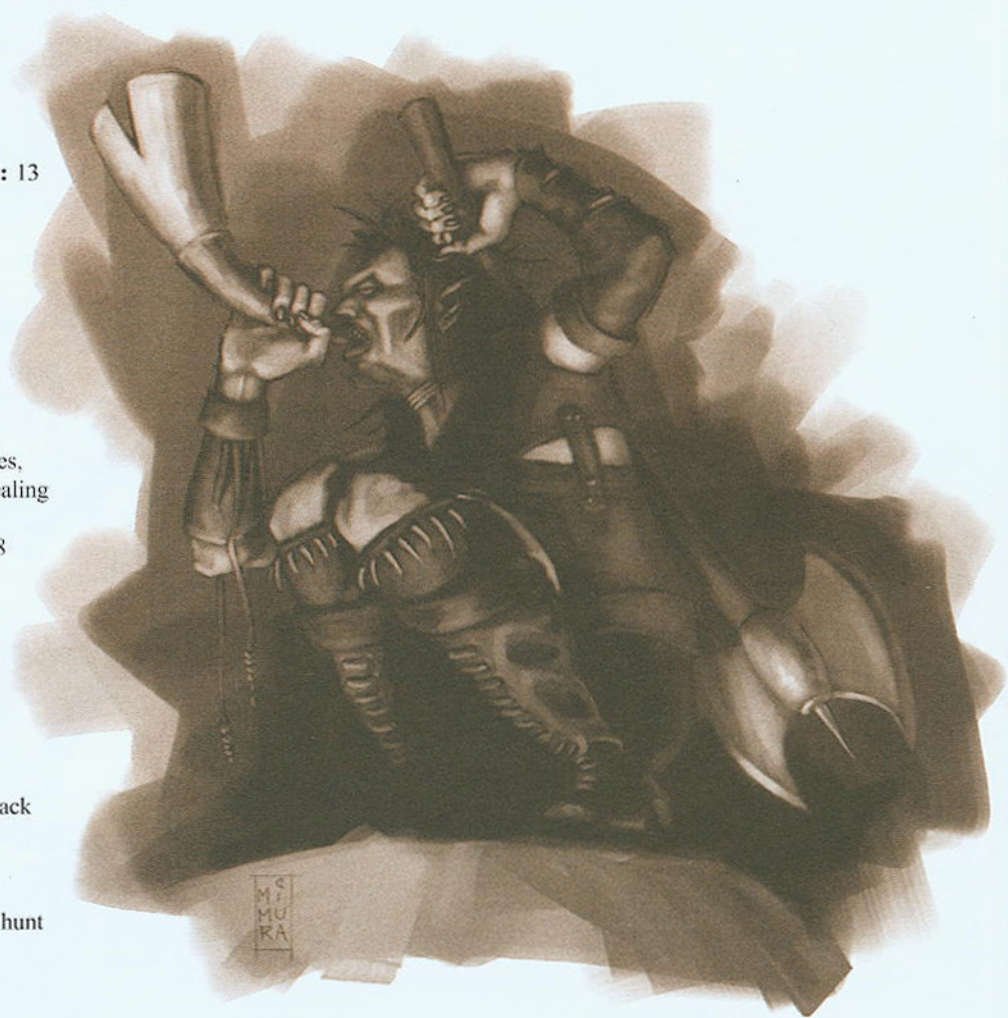
Organization: Unique or Balan's hunt
(see text)

Challenge Rating: 9

Treasure: None

Alignment: Always lawful evil

Advancement: By character class



Balan's huntsman is a special office in the retinue of Balan (see Balan's entry on page 8). The officeholder benefits from Balan's blessings and the *huntsman's horn*, an ancient artifact.

Each year Balan's followers compete in a great hunt on the Fourth Circle of Hell. The Master of the Infernal Hunt releases a white-furred hellcat with a silver ring around its neck, and the devil who brings the ring back becomes Balan's huntsman for the following year. That is the only rule. Only the cleverest, most vicious devils have a chance of winning this contest: The current huntsman, Beldrake, beheaded three rivals to capture the silver ring. Balan is most pleased with him.

When Balan organizes an expedition to the Prime, it is the huntsman's duty to travel ahead and scout the way. He reconnoiters the terrain, picks out worthy targets, and eliminates prying eyes. When all is ready, he blows his horn of office (the Huntsman's Horn, detailed on the preceding page). This *plane shifts* the entire hunt to the Prime, and the mayhem begins. When Balan has had his fill of slaughter, Balan's huntsman sounds his horn again, and the fiendish pack returns to Hell.

Combat

When scouting ahead, Balan's huntsman uses stealth and tends to avoid combat. He quickly and quietly eliminates enemies that must be dispatched. Once the Infernal Hunt arrives, Balan's huntsman takes his place by the side of his lord.

Lesser Shadow Blend (Su): Balan's huntsman can blend into the darkness and practically fade from sight. During any conditions other than full daylight, it can sink into the shadows, giving it one-half concealment. Artificial illumination negates this ability.

Sneak Attack (Ex): Balan's huntsman can make sneak attacks as a 10th-level rogue, dealing an additional 5d6 damage on a successful strike.

Spell-like Abilities: 3/day—*dimension door*, *expeditious retreat*, *polymorph self*, *prying eyes*, and *see invisibility*; 1 day—*commune with nature* and *wind wall*. These abilities are as the spells cast by a 12th-level sorcerer (save DC 13 + spell level).

Bonedreg

Quadruped

Medium-Size Construct

| | |
|-------------------------|---|
| Hit Dice: | 4d10 (22 hp) |
| Initiative: | +0 |
| Speed: | 50 ft. |
| AC: | 17 (+1 Dex, +6 natural) |
| AC (flat-footed): | 16 |
| AC (vs. touch attacks): | 11 |
| Attacks: | Bite +6 melee, |
| Damage: | Bite 1d6+4 |
| Face/Reach: | 5 ft. by 5 ft./5 ft. |
| Special Qualities: | Acid resistance 10, construct, immunities |
| Saves: | Fort +1, Ref +2, Will +1 |
| Abilities: | Str 16, Dex 12, Con —, Int —, Wis 11, Cha 1 |

| | |
|-------------------|--------------------------|
| Climate/Terrain: | Any land and underground |
| Organization: | Solitary or gang (2–4) |
| Challenge Rating: | 2 |
| Treasure: | None |
| Alignment: | Always neutral |
| Advancement: | — |

Biped

Large Construct

| | |
|-------------------------|---|
| Hit Dice: | 6d10 (33 hp) |
| Initiative: | +0 |
| Speed: | 30 ft. |
| AC: | 18 (–1 size, +9 natural) |
| AC (flat-footed): | 18 |
| AC (vs. touch attacks): | 9 |
| Attacks: | 2 claws +8 melee |
| Damage: | Claw 1d6+5 |
| Face/Reach: | 5 ft. by 5 ft./10 ft. |
| Special Qualities: | Acid resistance 10, construct, immunities |
| Saves: | Fort +2, Ref +2, Will +2 |
| Abilities: | Str 20, Dex 10, Con —, Int —, Wis 11, Cha 1 |

| | |
|-------------------|--------------------------|
| Climate/Terrain: | Any land and underground |
| Organization: | Solitary or gang (2–4) |
| Challenge Rating: | 3 |
| Treasure: | None |
| Alignment: | Always neutral |
| Advancement: | — |

The twisted constructs known as bonedregs are the creation of Leviathan, Lord of the Fifth Circle, a sea monster of unbelievable size. He is said to be miles long, with a maw that can swallow up cities. He swims through the Stygian depths, feeding on anything that crosses his path. His followers also feed his hunger, providing both the living flesh of monsters and devils and the souls of the damned.

All of this flotsam is washed down Leviathan's great gullet and used as fuel. There are some things that even Leviathan can't digest, however, and two enormous sacs collect the waste. Bones and other physical refuse end up in one, the stripped-down fragments of souls in the other.

Far be it from Leviathan to waste such natural resources. When he needs to, the Lord of the Fifth can harvest his own excrement to serve his purposes. He spits up the soul fragments and physical refuse into his mouth, where the wastes commingle, bones coalescing in improbable ways around the souls to form this hellish new life. Leviathan then spits out the newly created bonedregs for use by his minions.

In general Leviathan creates two types of bonedreg, though others are known to exist. The biped is ogre-sized and lumbering, while the quadruped is hell hound-sized and swift. Creatures made of bone can't swim, of course, so they are of limited use in Leviathan's home. However, they can be sent to the Prime or into battles in other parts of Hell. They are often mistaken for undead, providing Leviathan's commanders with a great tactical advantage. Many a cleric has been torn apart while vainly trying to ward off bonedregs with a holy symbol.

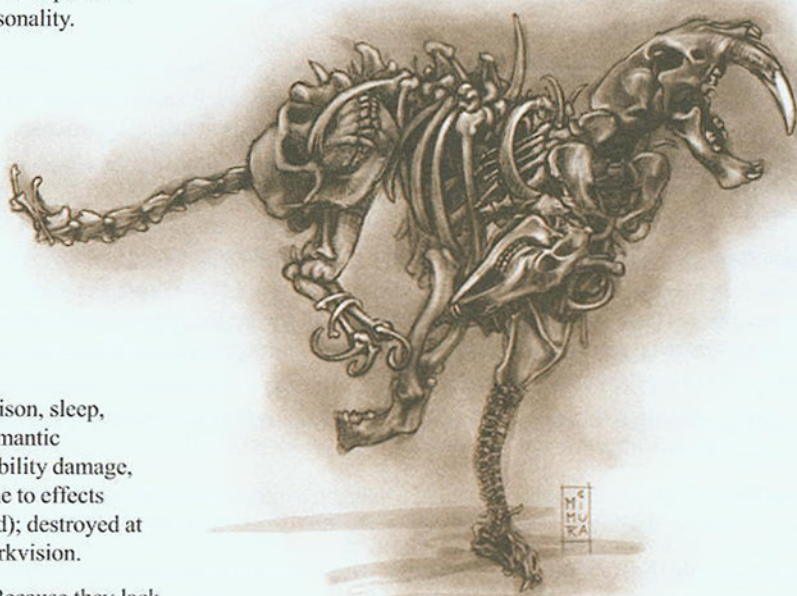
Combat

The souls animating bonedregs have been stripped to scraps in the bowels of Leviathan and thus retain no traces of personality.

Thus, bonedregs are mindless and can do nothing without explicit orders. Favored minions of the Lord of the Fifth receive the ability to command bonedregs; these officers must remain within 60 feet of their charges, who must be able to see and hear them, in order to give them instructions. If uncontrolled, a bonedreg follows its last instruction to the best of its ability, although it will return attacks. However, it can be given a simple program to direct its actions in the controller's absence, such as "Guard this area until I return."

Construct: Immune to mind-influencing effects, poison, sleep, paralysis, stunning, disease, death effects, and necromantic effects; not subject to critical hits, subdual damage, ability damage, energy drain, or death from massive damage; immune to effects requiring a Fortitude save (unless objects are affected); destroyed at 0 hit points or less, can't be resurrected; 60-foot darkvision.

Immunities (Ex): Bonedregs have cold immunity. Because they lack flesh or internal organs, they take only half damage from piercing or slashing weapons.



Bulugon (Baatezu)

Large Outsider (Evil, Lawful)

Hit Dice: 6d8+18 (45 hp)

Initiative: -2 (Dex)

Speed: 20 ft., fly 30 ft. (clumsy)

AC: 17 (-1 size, -2 Dex, +10 natural)

AC (flat-footed): 17

AC (vs. touch attacks): 7

Attacks: Bite +10 melee; or masterwork trident
+12/+7 melee

Damage: Bite 2d6+7; masterwork trident 1d8+7

Face/Reach: 5 ft. by 5 ft./10 ft.

Special Attack: Acid spew, flying impale 2d8+7,
spell-like abilities

Special Qualities: Baatezu qualities

Saves: Fort +8, Ref +3, Will +5

Abilities: Str 20, Dex 6, Con 17, Int 13, Wis
11, Cha 10

Skills: Concentration +9, Gather Information
+7, Intimidate +9, Listen +8, Sense
Motive +6, Spot +9, Swim +7, Wilderness
Lore +7

Feats: Blind-Fight, Weapon Focus (trident)

Climate/Terrain: Any land and underground

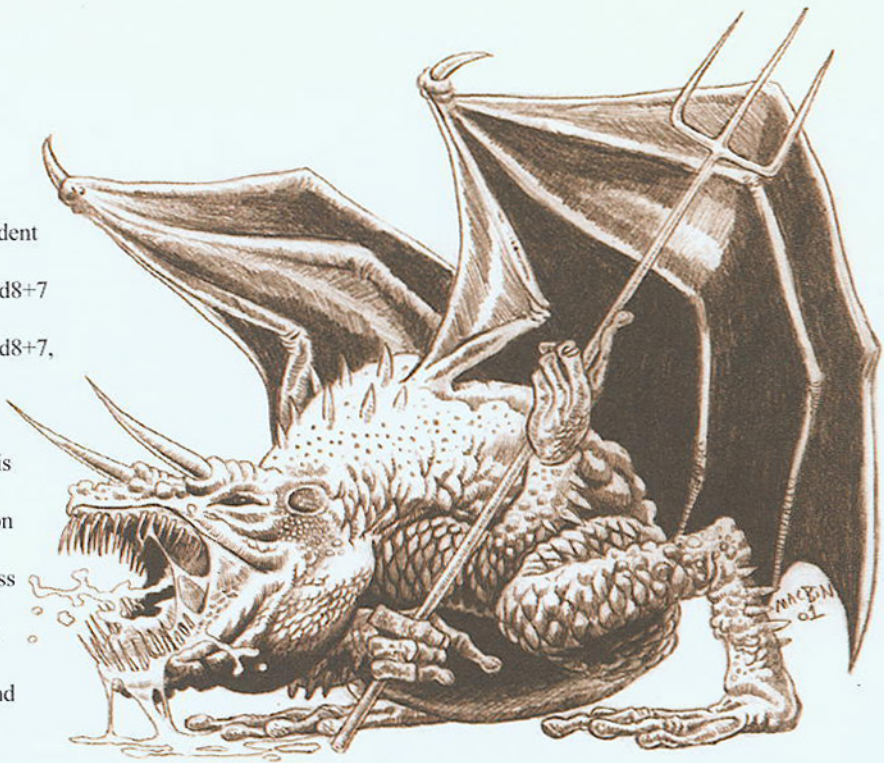
Organization: Solitary or team (2-4)

Challenge Rating: 5

Treasure: Standard

Alignment: Always lawful evil

Advancement: 7-9 HD (Large); 10-16 HD (Huge); 17-18 HD (Gargantuan)



Bulugons are common on the Third Circle of Hell. Their appetite is legendary: Bulugons are perhaps Hell's greatest gluttons. Food is scarce on the Third Circle, but they are canny scavengers.

Their bloated forms slide easily through the mud and slime, and they can hunt in the icy depths with relative ease. Their corpulent bodies make them clumsy fliers, but amazingly their wings can support their bulk. With its wide jaws and large size, a bulugon can swallow a human-sized being whole, stripping the flesh from the bones and spitting out the remains.

Bulugons are typically summoned to the Prime as tools of vengeance (either at the behest of their own lords, or by evil spellcasters). Necromancers have been known to consort with bulugons because they can provide clean skeletons in just a few minutes.

A newly arrived bulugon uses its *charm person* ability to win the aid of a few locals. It then sets itself up in a convenient location like a cave or, more blasphemously, a religious shrine. Word goes out through the charmed dupes that the devil must be fed or the community will feel its wrath. The bulugon keeps eating no matter how much food comes in tribute. In just a few days it can deplete the food reserves of the average village.

Some bulugons don't stop even after the food stocks are gone. These malefic gluttons turn on the locals and start to feed on them. There are many tales of the heinous lotteries enacted by small communities, as the locals try to choose the next victim of the bulugon's insatiable appetite. Bulugons have been the cause of countless famines, but they usually return to Hell before vengeful clerics or adventurers can make them pay for their crimes.

Combat

Sadly for the bulugons, their lives do not consist solely of living off the fat of others. They must sometimes fight for their masters or defend themselves from adventurers. They prefer to fight on the ground but are adept at using their horns in aerial combat. Bulugons may not be very fast or agile, but their considerable bulk adds to the punch when they impact. In the perpetual rain of the Third Circle, enemies rarely see them coming. Bulugons usually fight defensively, using *obscuring mist* to confuse enemies and *scare* to get rid of weak opponents. The acid spew is also a nasty surprise.

Spell-Like Abilities: 1/day—*charm person*, *obscuring mist*, *scare*. These abilities are as the spells cast by a 6th-level sorcerer (save DC 10 + spell level).

Acid Spew (Ex): The digestive system of a bulugon contains powerful acid. In combat it can spew out this acid in a 10-foot cone once every 5 rounds, dealing 3d6+6 damage. A successful Reflex save (DC 16) halves the damage.

Flying Impale (Ex): An airborne bulugon can make a flying impale attack as part of a charge. The melee attack bonus is +12, although the bulugon's AC drops to 15 that round, and deals 2d8+7 damage. The impact of this attack brings the bulugon's flight to an end, though, so it is usually made only against ground targets.

Bune, Duke of Eloquence (Fallen Trumpet Archon)

Large Outsider (Evil, Lawful)

Hit Dice: 20d8+60 (150 hp)

Initiative: +6 (+2 Dex, +4 Improved Initiative)

Speed: 40 ft., fly 90 ft. (good)

AC: 27 (-1 size, +2 Dex, +16 natural)

AC (flat-footed): 25

AC (vs. touch attacks): 11

Attacks: 2 claws (+4 *unholy hand wrappings*) +32
melee, bite +23 melee

Damage: Claw (+4 *unholy hand wrappings*) 1d6+13
and 2d6 unholy, bite 1d8+4

Face/Reach: 5 ft. by 5 ft./10 ft.

Special Attacks: Blasphemous benediction, grant
temptation, implosion gaze, probe soul, spell-like
abilities, spells, unholy compact

Special Qualities: Bestow eloquence, damage reduction
10/+1, fallen celestial qualities, holy interdict, SR 29,
unsettling aura

Saves: Fort +15, Ref +14, Will +14

Abilities: Str 28, Dex 15, Con 17, Int 16, Wis
14, Cha 30

Skills: Animal Empathy +26, Concentration
+20, Diplomacy +23, Escape Artist +19, Hide
+19, Knowledge (arcana) +20, Knowledge
(Hell) +19, Knowledge +20 (infernial
politics), Knowledge (the planes) +20,
Knowledge (religion) +20, Listen +19,
Sense Motive +19, Spot +19

Feats: Blind-Fight, Cleave, Great Cleave,
Dodge, Improved Initiative, Power
Attack

Climate/Terrain: Any land and
underground

Organization: Unique; retinue (Bune
plus 3 pit fiends, 1 osyluth, and 2-5
other devils)

Challenge Rating: 20

Treasure: No coins; double goods; standard items

Alignment: Lawful evil

Advancement: By character class



Long-sealed volumes in the locked basements of holy temples tell the story of the Primogenial Rebellion, when the solar Iblis (see page 27) refused the will of the Lords of Good and brought legions of archons to their doom in the depths of Hell. Only the most learned tomes reveal that many of the celestials who followed Iblis to perdition were convinced to do so by the calculatingly influential principality Bune [boo-NAY] a trusted trumpet archon who had long commanded the *bene elim* celestials of the Sun God (see **Appendix 3: Angelic Choirs**).

As Iblis made his historic stand, Bune worked behind the scenes, whispering to doubting celestials that Iblis' actions must be a test from the Lords of Good, and that to pass it they would have to show support for Iblis. No one knows whether Bune genuinely believed his own rousing words of solidarity, but many of the other archons, perhaps with a preexisting sliver of faithlessness or arrogance, flocked to his cause. In the end, Iblis's betrayal may indeed have been a test. But thanks to the diplomatic efforts of Bune, far more failed than otherwise might have, and all were cast into the bowels of the underworld. Many of the Fallen hate Bune with an unequalled passion, blaming him for their disgrace.

In the intervening years, Bune has become a patron of liars and corrupt politicians. Bishops of apostate cults say silent vespers to the Duke of Eloquence, praying that none will see through their profane ruse. Captured murderers on the way to trial carve ritualistic sears upon their flesh, hoping to attract Bune's attention and blessings. On the eve of important negotiations with an enemy nation, a sovereign might enter a portal to Hell to confer with Bune on how best to convince the other of good intentions while at the same time ordering the murder of that rival's family.

Hand Wrappings

These leather-and-cloth bindings, when wrapped about fists or claws, grant an enhancement bonus of +1 to +5 to the wearer's attack and damage rolls with unarmed attacks. Wearing them is like wearing gloves and take up that "slot"; they can be further imbued with special abilities as magic weapons can.

Bune's hand wrappings are made from the cured skin of a titan. The titan had angered the God of Retribution and sought to make amends. One of Bune's agents, posing as an astral deva, convinced the titan that only a very personal sacrifice would appease the angry god. The titan cut slices of his own flesh off his arms, legs, and torso and presented them to the agent. One hour later they were in Bune's hands, ready for enchantment. The titan never learned who had fooled him out of his own flesh, nor did he ever reconcile with the God of Retribution.

Caster Level: 5th

Prerequisites: Craft Magic Arms and Armor, *magic fang*, caster must be of a level three times that of the wrappings' bonus

Market Price: 4,000 gp (+1); 16,000 gp (+2); 36,000 gp (+3); 64,000 gp (+4); 100,000 gp (+5).

Special abilities increase the market value by twice the additional cost listed; thus, Bune's +4 *unholy hand wrappings* are twice the cost of a +6 enhancement bonus, or 144,000 gp.

When the Lords of Good damned Bune, they punished him in what they thought was the harshest way possible. First, they stripped him of the holy trumpet of his station. Next, since his words had caused so much trouble, they erased his mouth from his comely face. Finally, they plucked out his penetrating, handsome eyes and set the sockets aflame with agonizing orange fire. Yet despite these deformities, Bune has persevered. Soon after the Fall, he was taken in by Asmodeus, Lord of the Ninth Circle, and given protection and a lair in the form of a shining castle called Neverdusk. There he is served by a personal guard of three pit fiends and several devils of lesser rank.

Bune understands Common, Celestial, and the Infernal tongue, but he must communicate via a complicated series of hand gestures. These are interpreted by a canny osyluth named Regudel, who serves as Bune's majordomo.

Combat

Bune has little interest in physical combat. If it appears that a battle is imminent, he immediately triggers his implosion gaze. However, he is more than a match for most combatants if he must fight. The Duke of Eloquence shuns weapons, instead fighting with claws bound in +4 *unholy hand wrappings*.

For full descriptions of abilities common to all Fallen Celestials, see the template in **Appendix 2**.

Bestow Eloquence (Su): In exchange for a fitting sacrifice (such as the destruction of some hated being of good alignment or the gift of a magic item worth more than 20,000 gp), Bune bestows his diabolical eloquence upon a supplicant. He places his large, beautiful face to the supplicant's ear, and despite his lack of a mouth, magically whispers a word in the Elder Tongue, an arcane language of great power. Though the listener never remembers this word, just hearing it fills her with presence and confidence, granting her a +8 profane bonus on all Charisma-based skill checks for the next three days. During this time, the supplicant is also aware of all Divination spells cast upon her and can warp the results as she sees fit (such as causing a lawful evil supplicant to appear chaotic good, or masking outright lies as the utter truth).

Blasphemous Benediction (Su): Bune grants a +6 profane bonus on the touched creature's attack and weapon damage rolls.

Fallen Celestial Qualities: Aura of menace (save DC 30), *magic circle against good*, electricity and petrification immunity, *teleport* (self plus 50 pounds only), *tongues*, +4 racial bonus to Fortitude saves against poison (see *MM* for more details on celestial qualities).

Implosion Gaze (Su): At will, Bune can change the fire in his eye sockets from brilliant orange to dull gray, initiating a gruesome gaze attack with a range of 50 feet. Any creature within range must succeed at a Fortitude save (DC 30) or collapse in upon itself with a sickening pop, killing it instantly.

Probe Soul (Su): The Will save to resist Bune's persuasion has a DC of 30.

Spell-Like Abilities: At will—*detect evil*, *continual flame*, and *message*; 3/day—*unholy aura*; 2/day—*change self*, *charm person*, *protection from good*; 1/day—*blasphemy*, *command*, *dispel good*, *fire storm*, *misdirection*, *nondetection*, *speak with dead*, *suggestion*, *summon monster IX* (baatezu only), *soul bind*, *unhallow*, and *unholy blight*. These abilities are as the spells cast by a 20th-level sorcerer (save DC 20 + spell level).

Spells: Bune can cast divine spells from the cleric list and from the Air, Destruction, Evil, Law, and War domains as a 20th-level cleric (save DC 12 + spell level).

Unholy Compact (Su): A soul bound by this agreement is trapped in Bune's domain on the Ninth Circle of Hell upon death.

Unsettling Aura (Ex): The Will save to resist Bune's unsettling aura has a DC of 35.

Chamagon (Baatezu)

Medium-Size Outsider (Evil, Lawful)

Hit Dice: 9d8+18 (58 hp)

Initiative: +6 (Dex)

Speed: 50 ft.

AC: 24 (+6 Dex, +8 natural)

AC (flat-footed): 24

AC (vs. touch attacks): 16

Attacks: 2 wingblades +15 melee,
bite +7 melee

Damage: Wingblade 1d10+3, bite
1d4+1

Face/Reach: 5 ft. by 5 ft./5 ft.

Special Attacks: Antimagic sphere

Special Qualities: Baatezu qualities,
uncanny dodge

Saves: Fort +8, Ref +12, Will +5

Abilities: Str 16, Dex 22, Con 15, Int
11, Wis 9, Cha 15

Skills: Balance +14, Hide +20,
Intimidate +10, Jump +11, Listen
+7, Move Silently +20, Search
+8, Spot +7, Wilderness Lore +7

Feats: Dodge, Mobility, Weapon
Finesse (wingblade)



Climate/Terrain: Any land and
underground

Organization: Solitary

Challenge Rating: 7

Treasure: None

Alignment: Always lawful evil

Advancement: 10–12 HD (Medium-size); 13–20 HD (Large); 21–27 (Huge)

Chamagons are gaunt, quick-footed devils common on the First Circle of Hell. They are used in the armies of Hell as infiltrators and magical saboteurs. They appeared from nowhere one day in Baal's legions, fully trained and ready for battle. Although they are seemingly of the baatezu race, their origins are unknown. Some say that they were captured demons transmogrified by Tiamat, while others say the King of Hell granted them as a boon to the Lord of the First Circle. Only Baal knows the truth, and he is too wise of a devil to make it known.

Each chamagon generates an antimagic sphere around it, and Baal has developed several innovative tactics to take advantage of this ability. He often *teleports* chamagons into the midst of the enemy to sow confusion and wreak havoc with their magic-dampening abilities. He can achieve a similar effect by sending them forward under cover of night to take up concealed positions.

At first sight chamagons appear to have wings, but they can't fly. Their winglike appendages are actually a series of blades, which chamagons wield with dazzling expertise.

Furcas, Duke of Rhetoric (see page 21), has an abiding hatred for chamagons. He has no use for the savage creatures and he has commented that their very existence offends him. Other nobles have noted that while chamagons can take the power out of his words, even they cannot stop Furcas from talking.

Combat

With their high speed and mobility, chamagons can fight at the time and place of their choosing. Where possible, they dodge heavily armored opposition to engage spellcasters, who are easy kills when in the grip of an antimagic sphere. When battle turns against them, chamagons flee to fight another day.

Antimagic Sphere (Su): A chamagon constantly generates an antimagic sphere with a 20-foot radius, centered on itself. This otherwise functions just like the *antimagic field* spell cast by a 13th-level sorcerer. All magical and supernatural powers and effects within the sphere are suppressed.

Uncanny Dodge (Ex): A chamagon retains its Dexterity bonus to AC regardless of being caught flat-footed or struck by an invisible attacker. Additionally, it cannot be flanked.

Skills: Chamagons receive a +6 racial bonus to Hide and Move Silently checks..

Dagon, Warden of the Stygian Depths (Baatezu)

Huge Outsider (Evil, Lawful)

Hit Dice: 18d8+90 (171 hp)

Initiative: +2 (Dex)

Speed: 40 ft., swim 60 ft.

AC: 26 (-2 size, +2 Dex, +12 natural, +4 *ring of protection*)

AC (flat-footed): 24

AC (vs. touch attacks): 14

Attacks: Unarmed strike +25/+20/+15/+10 melee, bite +20 melee

Damage: Unarmed strike 2d4+9, bite 2d6+4

Face/Reach: 10 ft. by 10 ft./15 ft.

Special Attacks: Razorfish swarm, spell-like abilities, monsters of the deep

Special Qualities: Amphibious, baatezu qualities, churning waters, underwater sense

Saves: Fort +16, Ref +13, Will +13

Abilities: Str 28, Dex 14, Con 20, Int 16, Wis 14, Cha 17

Skills: Balance +12, Climb +19, Concentration +15, Diplomacy +19, Escape

Artist +16, Gather Information +17, Hide +12, Intimidate +17, Intuit

Direction +12, Jump +19, Knowledge (Fifth Circle) +13,

Knowledge (infernal politics) +13, Listen +12, Search +13,

Sense Motive +12, Spot +12, Wilderness Lore +16

Feats: Blind-Fight, Cleave, Improved Bull Rush, Improved

Unarmed Strike, Power Attack

Climate/Terrain: Any aquatic

Organization: Unique or retinue (Dagon plus 20 fiendish sahuagin)

Challenge Rating: 17

Treasure: Quadruple standard

Alignment: Lawful evil

Advancement: By character class



Dagon is Leviathan's most loyal minion. He is entrusted with the defense of the Fifth Circle of Hell—and he is very good at his job.

Dagon won his position several thousand years ago, during a major war in Hell when Belial, Lord of the Fourth Circle, led an invading army into the Fifth Circle. While thousands of devils were dying on both sides, Leviathan's generals bickered. Fed up, Dagon took matters into his own hands. He lured Belial's forces onto an ice shelf and then summoned up monsters from the deep. On Dagon's command, the sea monsters smashed the ice shelf, sending countless of Belial's soldiers into the churning depths. So great was the feeding that day, it is said, that Dagon's monsters did not eat again for a hundred years.

Leviathan consumed his previous warden and gave Dagon the job. Since that time, Dagon has secured the Fifth Circle for his master. He has spies everywhere, sending out patrols both above and below the sea. Only three of his minions have ever moved against him—all are dead.

Dagon's favorite servants on the Prime are the sahuagin, and many of them worship him as a god. This has not enamored Dagon to the patron god of sahuagin. Belial, eager to avenge his humiliation at Dagon's hands, is rumored to be seeking alliance with the sahuagin god.

Combat

Dagon is at his most dangerous when underwater, but even on land he is formidable. In a serious fight, he summons aid and uses swarms of razorfish to tear up his enemies. If things don't go his way, though, he'll *teleport* away. He is frequently accompanied by a retinue of fiendish sahuagin, each of which has maximum hit points.

Amphibious (Ex): Dagon can breathe both air and water.

Churning Waters (Su): Water swirls and churns violently around Dagon. Such is the force of this effect that all attacks against him suffer a -2 circumstance penalty. Churning waters is constantly in effect, even when Dagon is flat-footed, stunned, or the like.

Monsters of the Deep (Sp): Once per day Dagon can attempt to summon 1d3 fiendish sea lions with a 75% of success, a fiendish dragon turtle with a 50% chance of success, or a fiendish kraken with a 25% chance of success.

Razorfish Swarm (Sp): When Dagon is underwater, once every 5 rounds he can summon a swarm of vicious razorfish to attack his enemies. Razorfish are predators common on the Fifth Circle, and they can skin nearly anything in seconds flat. Treat this attack as a 20-foot-radius spread centered anywhere underwater within 200 feet of Dagon. Creatures within the area take 10d8 damage, half with a successful Reflex save (DC 20). The razorfish cannot be attacked, since there are far too many of them and they dissipate as quickly as they coalesced, 1 round after being summoned.

Spell-like Abilities: At will—*control water*, *detect good*, *dispel magic*, *locate object*, *suggestion*, and *teleport without error* (self plus 50 pounds only). These abilities are as the spells cast by a 10th-level sorcerer (save DC 13 + spell level).

Underwater Sense (Ex): Dagon can locate creatures underwater within a 60-foot radius. This ability negates the effects of invisibility and poor visibility. It is less effective against creatures without a central nervous system, such as undead, oozes, and constructs; Dagon can locate such creatures only within a 30-foot radius. Dagon is not fooled by figments when underwater.

Darksphinx

Large Outsider (Evil)

Hit Dice: 8d10+16 (60 hp)

Initiative: +7 (+3 Dex, +4 Improved Initiative)

Speed: 40 ft., fly 60 ft. (poor)

AC: 24 (-1 size, +3 Dex, +12 natural)

AC (flat-footed): 21

AC (vs. touch attacks): 12

Attacks: +2 *Large sickle* +13/+8 melee, +1 *longsword* +12 melee, tail slap +8 melee

Damage: +2 *Large sickle* 2d6+8, +1 *longsword* 1d8+4, tail slap 1d6+3

Face/Reach: 5 ft. by 5 ft./10 ft.

Special Attacks: Pounce, rake 1d6+6, spell-like abilities

Special Qualities: Darkvision 60 ft., poison immunity; acid, cold, electricity, and fire resistance 20

Saves: Fort +8, Ref +9, Will +8

Abilities: Str 23, Dex 16, Con 15, Int 22, Wis 19, Cha 21

Skills: Concentration +13, Heal +9, Hide +4, Intimidate +16, Intuit Direction +9, Knowledge (arcana) +11, Knowledge (Hell) +11, Listen +17, Sense Motive +8, Spot +17, Wilderness Lore +9

Feats: Alertness, Ambidexterity, Blind-Fight, Combat Casting, Flyby Attack, Improved Initiative, Iron Will, Two-Weapon Fighting

Climate/Terrain: Any land and underground

Organization: Solitary or covey (2-4)

Challenge Rating: 10

Treasure: Double standard

Alignment: Always evil (any)

Advancement: 9-12 HD (Large); 13-24 HD (Huge)



Duchess Hadriel (see Hadriel's entry on page 23) long admired the gynosphinx. Fierce, enigmatic, and unbelievably intelligent, gynosphinxes were everything that Hadriel aspired to be.

When she became the Duchess of Domination, Hadriel sought out several gynosphinxes and tried to attract them to her entourage, without success. The creatures would not be wooed by power or prestige. Hadriel decided to approach the problem differently. She visited a powerful gynosphinx named Newella and challenged her to a battle of wits. If Newella won, Hadriel would become her servant. If Hadriel won, Newella would mate with the male of Hadriel's choosing. The contestants posed each other a dozen riddles and logic puzzles. Newella missed but a single answer, but that was enough. She was forced to mate with Hadriel's husband, Duke Bifrons. The resulting half-fiend offspring were the first darksphinxes.

Darksphinxes are raised in Hell and learn at Hadriel's feet, trained as bodyguards and instilled with utter loyalty to the duchess. Hadriel awards them to her most trusted lieutenants, and occasionally to other baatezu nobles as well. A darksphinx bodyguard is very prestigious and highly sought after in Hell. Many suspect that these "bodyguards" are nothing more than spies for Hadriel, but that has never been proven.

Although their job may seem simple, the darksphinxes enjoy their work. Protecting an important personage from assassination in Hell is a never-ending intellectual sport, and second-guessing creatures bred to be deceptive is no easy task.

The appearance of darksphinxes makes their lineage clear, but they stand upright like humanoids and prefer to use weapons in combat. Darksphinxes speak Infernal, Sphinx, Celestial, Common, and Draconic.

Combat

Darksphinxes usually accompany baatezu nobles as bodyguards. They stay near their charges, using spell-like abilities to discomfit their enemies until melee contact is made. In dire circumstances, a darksphinx grabs a charge in its rear legs and flies to safety.

Pounce (Ex): A darksphinx leaping on a foe in the first round of combat may make a full attack even if it has already taken a move action.

Rake (Ex): A darksphinx that pounces onto a creature can make two rake attacks (+13 melee) with its hind legs for 1d6+6 damage each.

Spell-like Abilities: 3/day—*clairaudience/clairvoyance*, *darkness*, *detect magic*, *poison*, *read magic*, and *see invisibility*; 1 day—*comprehend languages*, *desecrate*, *dispel magic*, *legend lore*, *locate object*, *remove curse*, and *unholy blight*. These abilities are as the spells cast by a 14th-level sorcerer (save DC 15 + spell level).

Once per week a Darksphinx can create a *symbol of death*, *discord*, *insanity*, *pain*, *persuasion*, *sleep*, and *stunning* (one of each) as the spell cast by an 18th-level sorcerer (save DC 23).

Distender (Baatezu)

Huge Outsider (Evil, Lawful)

Hit Dice: 8d8+56 (92 hp)

Initiative: -1 (Dex)

Speed: 25 ft.

AC: 18 (-2 size, -1 Dex, +11 natural)

AC (flat-footed): 18

AC (vs. touch attacks): 7

Attacks: 2 slams +13 melee

Damage: Slam 2d6+7

Face/Reach: 10 ft. by 10 ft./15 ft.

Special Attacks: Vomit

Special Qualities: Baatezu qualities, damage reduction 10/+1

Saves: Fort +13, Ref +5, Will +9

Abilities: Str 24, Dex 8, Con 24, Int 6, Wis 16, Cha 16

Skills: Intimidate +14, Jump +13, Listen +13, Spot +13, Swi

Feats: Improved Critical (slam), Power Attack, Sunder

Climate/Terrain: Any land

Organization: Solitary or gang (2-5)

Challenge Rating: 8

Treasure: None

Alignment: Always lawful evil

Advancement: 9-16 HD (Huge); 17-24 HD (Gargantuan)

Distenders are truly foul devils that can be found in all the circles of Hell. Students of the infernal argue over whether distenders were born or bred. Their existence is commonly attributed to Mephistopheles, but it seems unlike the old fox to put such a potent weapon into the hands of his enemies.

A distender looks like a giant bloated stomach with arms and legs. Its body is divided into four inner chambers, each of which produces one of the four classic humors: black bile, blood, phlegm, and yellow bile. It can regurgitate huge quantities of these fluids, operating as a sort of living artillery piece for infernal armies. The humors' effects are especially potent on the Prime, and even one distender can carry a battle for the forces of evil. Infernal agents and minions thus frequently summon them.

If distenders have a weakness, it is their low intelligence. They're smart enough to do what they're told, but complicated orders are beyond them. They also have a tendency to play with their food: Their name actually comes from their odious habit of force-feeding captured enemies with gouts of humor. When a victim is bloated with blood and bile but not quite dead, the distender pops the snack into its mouth and swallows it down. Not a pleasant way to go.

Combat

Distenders are enormous, and their mighty fists alone are strong enough to squash most enemies into paste (they have a threat range of 19-20 with the Improved Critical feat). What makes them most effective, however, is their vomit attack. This vile ability can have a variety of mind-jarring effects.

Vomit (Ex): Each round a distender can make a single vomit attack, spewing a chosen humor in a 25-foot-long cone. It cannot vomit the same humor two rounds in a row. All types produce mind-affecting attacks that require a successful Will Save (DC 17) to avoid.

- **Black Bile:** Black bile produces severe melancholy. Creatures affected by black bile become incapable of any action for 1d4 rounds as they stand still, wrapped in their own morose thoughts. The effect is otherwise similar to a *hold monster* spell.
- **Blood:** Blood makes victims feel happy (despite being covered with sticky gore!). Creatures affected by blood are so filled with optimism and good cheer that they cannot take any offensive action for 1d6 rounds. They may not make attacks, cast damaging or mind-affecting spells, or initiate any action that would harm another. However, they suffer no penalties to Armor Class.
- **Phlegm:** Phlegm engenders cowardice. Creatures affected by phlegm are so full of fear that they become panicked, fleeing away from the distender for 1d4 rounds. Those that cannot flee for some reason cower in terror instead, and attacks against them are at a +2 bonus.
- **Yellow Bile:** Yellow bile incites violence and vengefulness. Creatures affected by yellow bile are overcome with wrathful feelings for 1d3 rounds. They turn on the nearest creature, friend or foe, with their most powerful attack or spell.



Enforcer of Dis (Baatezu)

Large Outsider (Evil, Lawful)

Hit Dice: 11d8+33 (82 hp)

Initiative: +3 (Dex)

Speed: 35 ft., fly 40 ft. (average)

AC: 25 (-1 size, +3 Dex, +13 natural)

AC (flat-footed): 22

AC (vs. touch attacks): 12

Attacks: 2 claws +16 melee

Damage: Claw 1d8+5

Face/Reach: 5 ft. by 5 ft./10 ft.

Special Attacks: Fear, rend 2d8+7, spell-like abilities, summon baatezu

Special Qualities: Baatezu qualities, damage reduction 10/+2, SR 20

Saves: Fort +10, Ref +10, Will +8

Abilities: Str 20, Dex 16, Con 16, Int 11, Wis 13, Cha 17

Skills: Balance +9, Climb +10, Escape Artist +11, Gather

Information +14, Hide +13, Intimidate +12, Jump +10,

Knowledge (Hell) +10, Move Silently +11, Spot +9, Tumble +11

Feats: Dodge, Mobility, Spring Attack, Weapon Focus (claw), Weapon Specialization (claw)

Climate/Terrain: Any land and underground

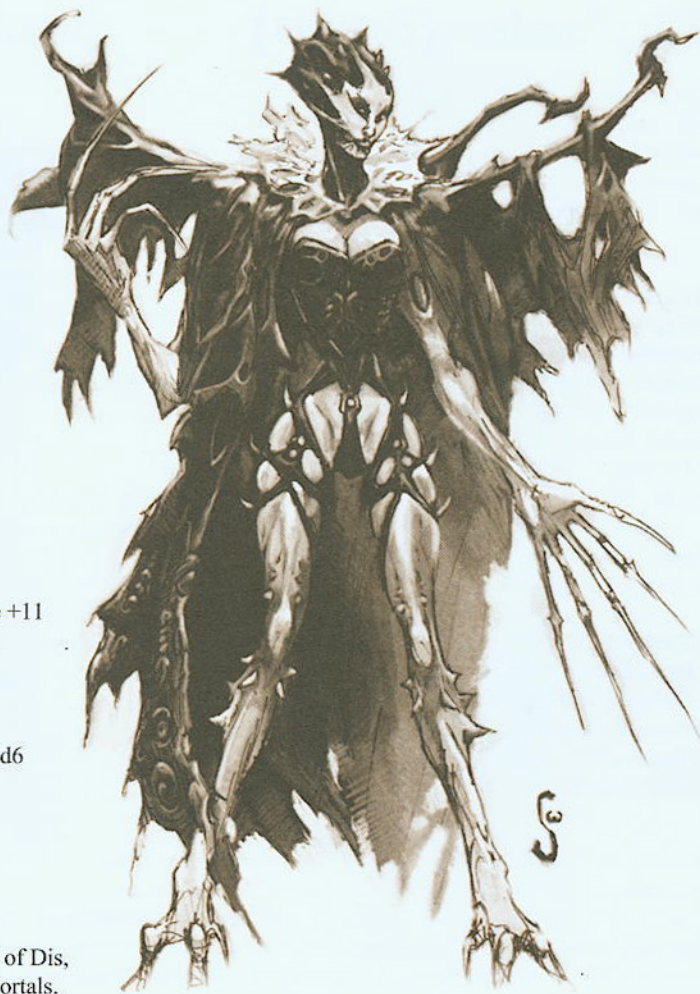
Organization: Solitary, team (2–5), or patrol (1 enforcer plus 2d6 herlekens)

Challenge Rating: 9

Treasure: Standard

Alignment: Always lawful evil

Advancement: 12–16 HD (Large); 17–22 (Huge)



The Second Circle of Hell largely consists of the enormous city of Dis, home to millions of devils, damned souls, and even desperate mortals. Enforcers of Dis patrol the streets in the name of their lord, Dispatzer, rooting out lawbreakers and renegades.

Dispatzer rules the city from his iron tower and rarely ventures forth. He may be a schemer and a tyrant, but Dispatzer does believe in the rule of law. (Of course, he also makes the laws in Dis.) Many devil lords pay lip service to order but act as chaotically as the demons they despise. The enforcers of Dis make their lord's belief a reality.

Enforcers of Dis are powerful devils with long, wicked claws and misshapen heads. They are, without a doubt, cruel, but they are not capricious. Like their lord, they place value in the law. Enforcers can mete out punishment on the spot for transgressions, and this being Hell, this is swift and severe. The most common penalty is death, followed by imprisonment and torture.

Several neighborhoods of Dis host mortal residents, an oddity in Hell. Some residents were lured here by infernal lies, others came with adventuring parties and were stranded, and a few even thought they could profit in Hell. The enforcers of Dis pay particular attention to these districts, most of whose residents live in abject fear of them. One word from an enforcer can send anyone to prison—or worse.

Combat

Enforcers of Dis prefer to get their way without a fight. They are masters of intimidation, and their reputation is such that many renegades surrender without a struggle. They are no strangers to violence, however, and can and do use their claws to deadly effect. Their spell-like abilities usually serve to block off exits or capture an offender for later judgment.

Fear (Su): A creature hit by an enforcer of Dis's claw attack must succeed at a Will save (DC 18) or be affected as though by *fear* cast by an 11th-level sorcerer. Whether or not the save is successful, that creature cannot be affected again by that enforcer's fear ability for one day.

Rend (Ex): If an enforcer of Dis hits with both claw attacks, it latches onto the opponent's body and tears the flesh. This attack automatically deals 2d8+7 points of damage.

Spell-Like Abilities: At will—*animate dead*, *charm person*, *detect good*, *detect magic*, *detect thoughts*, *dispel chaos*, *dispel good*, *hold person*, *suggestion*, and *teleport without error* (self plus 50 pounds only); 3/day—*lightning bolt*, *polymorph self*, *prying eyes*, and *wall of fire*; 1/day—*hold monster* and *wall of force*. These abilities are as the spells cast by a 12th-level sorcerer (save DC 13 + spell level).

Summon Baatezu (Sp): Once per day an enforcer of Dis can attempt to summon 2d6 herlekens with a 50% chance of success, or another enforcer with a 35% chance of success.

Feats: Enforcers of Dis receive Weapon Focus (claw) and Weapon Specialization (claw) as bonus feats.

The Faceless (Baatezu)

Large Outsider (Evil, Lawful)

Hit Dice: 10d8+30 (75 hp)

Initiative: +4 (Dex)

Speed: 40 ft.

AC: 23 (-1 size, +4 Dex, +10 natural)

AC (flat-footed): 19

AC (vs. touch attacks): 13

Attacks: 2 Small +2 kukri +13/+8 melee each

Damage: Small +2 kukri 1d6+5 (off hand 1d6+2)

Face/Reach: 5 ft. by 5 ft./10 ft.

Special Attack: Spell-like abilities, dance of blades, bloodletting

Special Qualities: Baatezu qualities

Saves: Fort +10, Ref +11, Will +10

Abilities: Str 16, Dex 18, Con 17, Int 12, Wis 17, Cha 20

Skills: Balance +19, Climb +16, Escape Artist +8, Hide +13,

Jump +18, Move Silently +17, Spot +16, Tumble +14

Feats: Ambidexterity, Exotic Weapon Proficiency (kukri),

Improved Two-Weapon Fighting, Two-Weapon Fighting

Climate/Terrain: Any land and underground

Organization: Solitary

Challenge Rating: 9

Treasure: Standard coins; no goods; standard items

Alignment: Always lawful evil

Advancement: As character class

Moving up in the caste system of Hell is an arduous task. It can take thousands of years of loyal service, an act of sacrifice, or seizing on a unique opportunity—one that may never come. While there are many devils who are willing to adhere to the rules of society, others prefer the code of the silent knife. It is these power-hungry fiends who call upon the Faceless.

The Faceless are a society of cutthroats who make their services available to anyone willing to pay the price. That price is souls. Upon successfully completing an assignment, the killer returns to its employer wearing the proof of success—the face of its target.

No one is certain where in Hell the Faceless reside. Devils who wish to hire a member of this secret society must communicate through intermediaries who, if the job is accepted, relate the price to be paid (based strictly upon the target's station). There is no further communication until the assassination is attempted.

A number of strict guidelines bind each member of the Faceless. They are never to kill unless they have been specifically given a target. They may never take assignments other than those given to them by their superiors. A target is assigned one Faceless, who must succeed in that mission or die trying. If an assassination is unsuccessful, the fee is returned. In addition, the former target has the right to hire one of the Faceless to kill the original employer—free of charge.

Faceless are sometimes sent to the Prime to take out particularly troublesome enemies of Hell. They use kukris almost exclusively.

Combat

Despite the strict rules of employment, any semblance of honor disintegrates once the Faceless engage in combat. They *polymorph* themselves to avoid detection or lurk invisibly in the shadows, waiting to catch their prey with its back turned. Alternatively, they use other spell-like abilities, such as *charm person* or *nightmare*, to first soften up a target, then find a weak spot and exploit their cruel bloodletting talent.

Spell-Like Abilities: At will—*bull's strength*, *charm person*, *polymorph self*; 1/day—*improved invisibility*, *nightmare*, *teleport*. These abilities are as the spells cast by a 10th-level sorcerer (save DC 15 + spell level).

Dance of Blades (Ex): The Faceless learn to perform hypnotizing tricks with their weapons during combat. This entails walking the blades over their knuckles, waving them in front of a target until they blur, or even juggling them. A Faceless can attempt the Dance of Blades as a standard action. Any target that watches this display must make a successful Will save (DC 15) or be stunned for 1 round.

Bloodletting (Ex): The Faceless take pride in knowing the vital areas of their targets. If one successfully hits an opponent twice in the same round of combat, it has opened a gaping wound in a vital area, such as the neck or femoral artery. This inflicts an additional 2d6 damage. Should the Faceless land three blows in the same round, this increases to 3d6 damage. Anyone with the bad luck to be on the receiving end of four hits in a single round takes 3d6 damage as above and must succeed at a Fortitude save (DC 15) or die, as though they had sustained massive damage.

Feats: The Faceless receive Exotic Weapon Proficiency (kukri) as a bonus feat.



Furcas, Duke of Rhetoric (Baatezu)

Large Outsider (Evil, Lawful)

Hit Dice: 16d8+48 (120 hp)

Initiative: +6 (Dex)

Speed: 40 ft.

AC: 25 (-1 size, +5 natural, +5 ring of protection, +6 Dexterity)

AC (flat-footed): 19

AC (vs. touch attacks): 20

Attacks: +3 brilliant energy short sword +22/+17/+12/+7 melee

Damage: +3 brilliant energy short sword 1d6+7

Face/Reach: 5 ft. by 5 ft./10 ft.

Special Attacks: Spell-like abilities, spells

Special Qualities: Baatezu qualities, damage reduction 15/+3, SR 25

Saves: Fort +13, Ref +16, Will +13

Abilities: Str 19, Dex 22, Con 17, Int 26, Wis 17, Cha 22

Skills: Alchemy +18, Appraise +18, Bluff +16, Concentration +16, Decipher Script +18, Diplomacy +18, Forgery +18, Gather Information +16, Innuendo +13, Intimidate +8, Knowledge (arcana) +26, Knowledge (geography) +18, Knowledge (Hell) +26, Knowledge (nature) +26, Knowledge (the planes) +26, Knowledge (religion) +23, Listen +13, Perform +16, Pick Pockets +8, Search +18, Sense Motive +13, Spellcraft +26, Spot +13

Feats: Empower Spell, Maximize Spell, Quicken Spell, Still Spell, Spell Penetration

Climate/Terrain: Any land or underground

Organization: Unique or with bodyguard (2-5 enforcers of Dis)

Challenge Rating: 15

Treasure: Double standard

Alignment: Lawful evil

Advancement: By character class

Duke Furcas is Hell's foremost intellectual, at least in his own mind. He is a member of Dispater's court and thus spends the majority of this time in the city of Dis. This suits Furcas just fine, since Dis is the closest thing Hell has to a center of knowledge. Furcas has written many books that circulate throughout the Prime. His favorite is *Gods or Monsters: An Investigation Into the Nature of Divinity*. This book argues that the gods are not gods at all, but powerful yet petty beings that fool mortals into worshipping them. All of Furcas's books are meant to lead the reader into evil by destroying their cherished beliefs with cold logic and powerful rhetoric.

Furcas presides over the Forbidden Library, an octagonal edifice in the city center. The library is a den of blasphemous secrets, the ultimate destination for evil mages and cultists from across the planes. Parts of this collection are nearly as old as the planes themselves. Access, of course, is strictly controlled by Furcas. Only those willing to donate a rare volume or their own services may enter. Furcas has collected more than one soul in this way, and it allows him to maintain a cadre of agents on the Prime second to none.

If Duke Furcas has a weakness, it's that he craves recognition for his genius. It is not enough for him to outsmart a foe, he must make sure that the deed is publicized. Even his books, written under pen names, contain complicated ciphers that reveal the true author to those smart enough to figure it out. His thirst for accolades has gotten him into trouble in the past. Dispater pierced his body with iron rings and hung Furcas from his tower for a year after a particularly notorious incident. Furcas has kept the rings in his body as a sign of obeisance.

Furcas's greatest rival in Hell is Bune, Duke of Eloquence (see page 13). Both devils use honeyed words as weapons, but Furcas's rhetoric is backed up with knowledge. His arguments are based on fact and logic, while Bune's manipulate the psyche. They have never confronted each other directly, instead preferring to play a great game down through the centuries. The dukes try to prove their mastery by converting each other's minions. Both courts are riddled with double agents, and only intellects such as theirs can keep track of where true loyalties lie. Neither Furcas nor Bune misses an opportunity to show up his rival.

Combat

Duke Furcas enjoys the occasional physical confrontation. He likes to set up traps and ambushes using his impressive array of spells. He considers a battle boorish if it actually comes to smelly grunts swinging swords at him. In such cases, he teleports away as soon as possible.

Spell-Like Abilities: At will—*improved invisibility*, *levitate*, *polymorph self*, *suggestion*, *teleport without error* (self plus 50 pounds only), and *whispering wind*; 2/day—*discern location*, *globe of invulnerability*, *protection from good*, *prying eyes*; 1/day—*dispel good*, *foresight*, *nondetection*, and *plane shift*. These abilities are as the spells cast by a 20th-level sorcerer (save DC 16 + spell level).

Spells: Duke Furcas casts spells as a 20th-level wizard. His spell selection is usually heavy with divinations, but he switches to combat spells if he knows a confrontation is imminent.

Words of Power (Sp): Furcas is a master of language and he knows how to make the most out of even a single word. He can disrupt hostile spells with such quickness and efficiency that he can cast counterspells at will without needing to ready an action to do so. Furcas may cast but one counterspell per round (doing so is considered a free action).



Gladiatrix (Baatezu)

Large Outsider (Evil, Lawful)

Hit Dice: 8d8+24 (60 hp)

Initiative: +3 (Dex)

Speed: 30 ft. (breastplate), base 40 ft.

AC: 21 (-1 size, +3 Dex, +3 natural, +1 breastplate with armor spikes)

AC (flat-footed): 21

AC (vs. touch attacks): 12

Attacks: Masterwork Huge dire flail +12/+7 and +12 melee

Damage: Masterwork Huge dire flail 2d6+8/2d6+6

Face/Reach: 5 ft. by 5 ft./10 ft.

Special Attacks: Flail master, manic charge, team fighting

Special Qualities: Baatezu qualities, damage reduction 10/+1, uncanny dodge

Saves: Fort +9, Ref +9, Will +5

Abilities: Str 18, Dex 16, Con 16, Int 9, Wis 9, Cha 14

Skills: Climb +9, Intimidate +10, Jump +9, Knowledge (Hell) +7,
Listen +7, Spot +7, Wilderness Lore +7

Feats: Ambidexterity, Blind-Fight, Combat Reflexes, Exotic Weapon
Proficiency (dire flail), Two-Weapon Fighting

Climate/Terrain: Any land and underground

Organization: Solitary, company (2-5), or squad (5-20)

Challenge Rating: 7

Treasure: Standard

Alignment: Always lawful evil

Advancement: By character class

Gladiatrixes are powerful Obeyed of Hadriel, the Duchess of Domination (see Hadriel's entry on the next page). They are recruited from tough female devils who spurn the role of seductress typified by the crinyes.

Gladiatrixes are committed to the complete physical domination of their foes and underlings. They despise weakness and take any opportunity to display their prowess in combat. Once she straps on her distinctive helmet, a gladiatrix is committed for life. This helm can be removed only in the presence of Hadriel-only she is worthy of seeing her warriors' faces. Many mortal members of Hadriel's Submitters aspire to become gladiatrixes. Since their faces are never seen, it is not known if any has achieved this honor as yet.

Duchess Hadriel maintains an arena in Hell where the gladiatrixes train incessantly. They practice on live targets: a steady stream of petty devils dragged into this arena. Gladiatrixes sometimes travel to other parts of Hell to test their mettle against more worthy opponents.

At the moment gladiatrixes are not seen frequently on the Prime, for Hadriel is pursuing a subtle strategy that might be upset by their bullheaded ways. When needed for special assignments, they are summoned forth briefly and then returned to Hell. Several anchor points of Hadriel's sigil are in wild country, and it is here that the gladiatrixes have really proved their worth. It takes only a few of these punishers to take care of an entire tribe of savage humanoids.

Combat

Gladiatrixes are all about combat. They may not be subtle opponents, but they are deadly ones. Enemies often underestimate them because they lack ranged weapons, but gladiatrixes can close to melee with incredible speed. They attack the most powerful-looking opponent first: Killing the strongest is great for breaking enemy morale, and every gladiatrix wants to prove herself superior in battle.

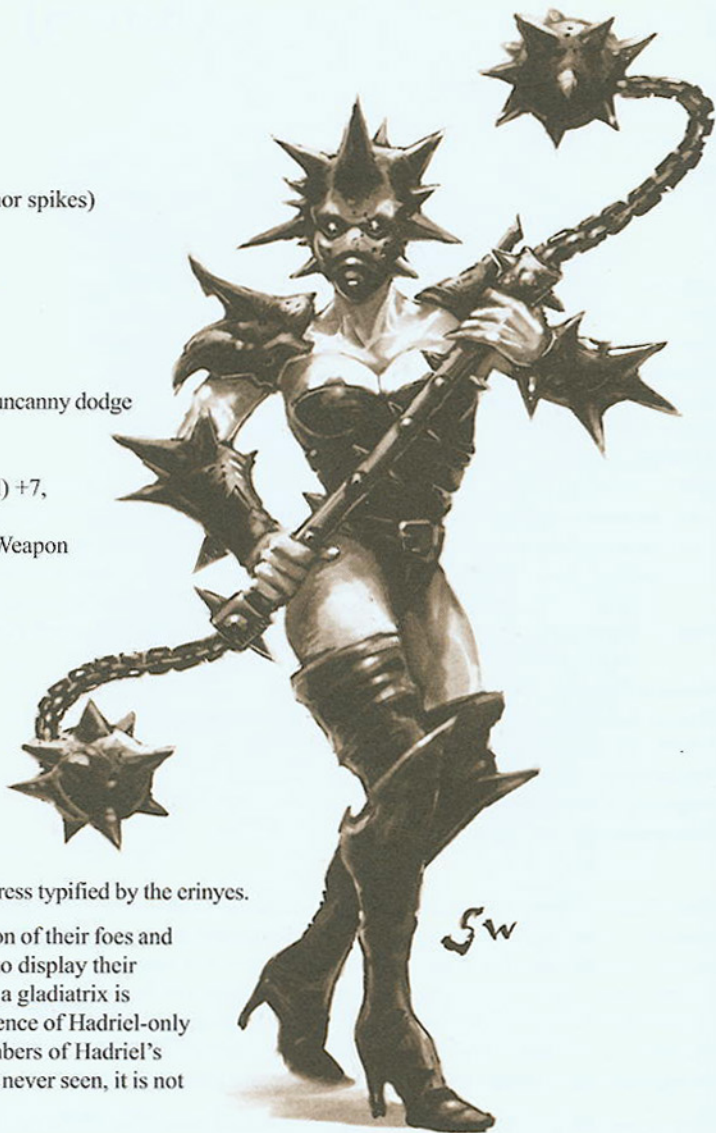
Flail Master (Ex): Gladiatrixes undergo a grueling training regimen with flails of all sorts, although their weapon of choice is the dire flail. Entire days are spent in the arena, learning a bewildering array of attacks, blocks, and counterattacks. A gladiatrix's skill is such that the penalties for two-weapon fighting are further reduced by 2, and she receives a +4 competence bonus on damage rolls. Both of these benefits apply only when using flails.

Manic Charge (Ex): Such is a gladiatrix's thirst for combat that she catapults herself into melee with a terrific burst of speed. A gladiatrix can charge up to triple her normal speed (120 feet), instead of the double normally allowed. Furthermore, she can make up to two turns of not more than 90 degrees while charging.

Team Fighting (Ex): Gladiatrixes receive training in team fighting as well as individual dueling. When two gladiatrixes flank an opponent, they each receive a +3 flanking bonus to attack rolls instead of the normal +2.

Uncanny Dodge (Ex): A gladiatrix retains her Dexterity bonus to AC regardless of being caught flat-footed or struck by an invisible attacker. Additionally, she cannot be flanked.

Feats: A gladiatrix receives Ambidexterity and Two-Weapon Fighting as bonus feats.



Hadriel, Duchess of Domination (Baatezu)

Large Outsider (Evil, Lawful)

Hit Dice: 17d8+51 (127 hp)

Initiative: +6 (Dex)

Speed: 40 ft

AC: 29 (–1 size, +6 Dex, +10 natural, +4 *ring of protection*)

AC (flat-footed): 23

AC (vs. touch attacks): 19

Attacks: Unarmed strike +21/+16/+11/+6 melee

Damage: Unarmed strike 2d4+6

Face/Reach: 5 ft. by 5 ft./10 ft.

Special Attacks: Bone hooks, fear aura, spell-like abilities, greater domination

Special Qualities: Baatezu qualities, damage reduction 15/+3, SR 25

Saves: Fort +13, Ref +16, Will +13

Abilities: Str 18, Dex 22, Con 17, Int 22, Wis 17, Cha 20

Skills: Appraise +20, Balance +20, Bluff +19, Climb +14*,

Concentration +17, Diplomacy +19, Disguise +19, Gather

Information +19, Heal +15, Innuendo +19, Intimidate +21,

Knowledge (Hell) +20, Knowledge (infernal politics) +20, Listen

+17, Search +16, Sense Motive +17, Spellcraft +20, Spot +17

Feats: Deflect Arrows, Improved Unarmed Strike, Spell Penetration, Stunning Fist, Weapon Focus (unarmed strike), Weapon Specialization (unarmed strike)

Climate/Terrain: Any land and underground

Organization: Unique or retinue (Hadriel plus 2–5 gladiatrixes, 2–5 pain mistresses, 2–5 painshriekers, or 2–5 strigae)

Challenge Rating: 14

Treasure: Quadruple standard

Alignment: Lawful evil

Advancement: By character class



Duchess Hadriel is an infernal success story. She began as an erinyes who, through long service, shrewd politics, and well-timed betrayals, rose up through the baatezu hierarchy. Hadriel eventually won a place at the court of Mephistopheles and felt she had truly arrived in baatezu society. With the prestige and resources that were now hers, she believed her power could only increase. What Hadriel had not reckoned with was Mephistopheles himself. The Lord of the Eighth Circle was known as a devil of the old school. He still considered fallen celestials like Beelzebub to be upstarts, and Hadriel discovered that female nobles in the court of Mephistopheles could aspire to nothing more than becoming the consort of count or duke. After all her hard work, she was to be treated as a trophy.

Hadriel did not make it to Mephistopheles's court by being stupid, so she swallowed her pride and played the part until an opportunity arose. She became the consort of Duke Bifrons, a brutish general who spent much of his time in the field. Hadriel spent the better part of a century building up a cadre of loyal minions and then struck. Bifrons had an "accident" while on campaign, and somehow an obsidian dagger ended up in his heart. Hadriel took over so quickly that no one thought to question it.

This maneuver solved Hadriel's immediate problem, but Mephistopheles's attitude had not changed. Hadriel knew she had to do something big—so big that Asmodeus himself would take notice. That she could not do in Hell, so she left a skeleton staff there and moved her operations to a Prime world. Her plan was simple but ambitious: She would offer up an entire world as a sacrifice to Asmodeus.

Hadriel is now firmly established on the Prime, where she has assumed a mortal identity. As "Lady Cindara," she has founded the Shrieking Violet Society, a social club for middle- and upper-class women. Largely urban-based, the society has been spreading from city to city. Lady Cindara chooses the location of each new club very carefully. Others comment on her vanity, and how she simply must find the right spot in just the right neighborhood. Her choices have a much more sinister purpose, however. Each club is an anchor point in a monstrous sigil that spreads across hundreds of miles. Should this sigil ever be completed, a huge gateway will open up that leads directly to the Ninth Circle of Hell. Then the infernal legions will burst forth and drag souls screaming into the pit.

To enact this ambitious plan, Hadriel uses two types of servants. Her lowliest minions are the Submitters, who include lesser devils and humanoid cultists recruited from the Shrieking Violet Society. Hadriel's more powerful lieutenants are female devils known as the Obeyed. They have learned their mistress's lessons of domination well, and they keep the Submitters in line.

Combat

Hadriel is a fearsome individual opponent, but she is never found alone. Depending on the task at hand, she has a squad of specialized Submitters or Obeyed to assist and defend her.

Bone Hooks (Ex): In Hadriel's natural form, large bone hooks protrude from her wrists. In addition to their deadly potency in combat, these give Hadriel a +4 bonus to all grapple checks. With them, her unarmed strikes threaten a critical on a roll of 19–20 and deal triple damage on a successful critical hit. They also count as +3 weapons for the purpose of damage reduction and related abilities.

Fear Aura (Su): As a free action, Hadriel can create an aura of fear in a 20-foot radius. It is otherwise identical with *fear* cast by a 15th-level sorcerer (save DC 19). If the save is successful, that creature cannot be affected again by Hadriel's fear aura for one day. Other devils are immune to the aura.

Greater Domination (Sp): Hadriel has a towering will that allows her to dominate nearly any foe. Treat this as the *dominate monster* spell, but with a save DC of 30 and a duration of 3 months. She can use this ability three times per day, each time against a single target, or once per day against 1d6 targets at once.

Spell-like Abilities: At will—*charm monster*, *charm person*, *detect chaos*, *detect good*, *misdirection*, *polymorph self*, *message*, and *tongues*; 2/day—*geas/quest* and *protection from good*; 1/day—*false vision*, *greater dispelling*, *mass suggestion*, *mislead*, *teleport without error* (self plus 50 pounds only), and *veil*. These abilities are as the spells cast by a 15th-level sorcerer (save DC 15 + spell level).

Skills: *In her natural form, Hadriel's bone hooks grant her a +4 competence bonus to Climb checks.

Feats: Hadriel is an expert at unarmed combat and gains Weapon Specialization (unarmed strike) as a bonus feat.

Hellwarden (Baatezu)

Medium-Size Outsider (Evil, Lawful)

Hit Dice: 4d8+19 (37 hp)

Initiative: -2 (Dex)

Speed: 0 ft.

AC: 15 (-2 Dex, +7 natural)

AC (flat-footed): 15

AC (vs. touch attacks): 8

Attacks: Slam +5 melee

Damage: Slam 1d6+1

Face/Reach: 5 ft. by 5 ft./5 ft.

Special Attacks: Piercing scream, spell-like abilities

Special Qualities: Baatezu qualities

Saves: Fort +8, Ref +2, Will +8

Abilities: Str 12, Dex 6, Con 18, Int 15, Wis 15, Cha 13

Skills: Balance +5, Concentration +11, Knowledge (military) +8, Listen +13, Read Lips +12, Spot +13

Feats: Iron Will, Toughness

Climate/Terrain: Any land

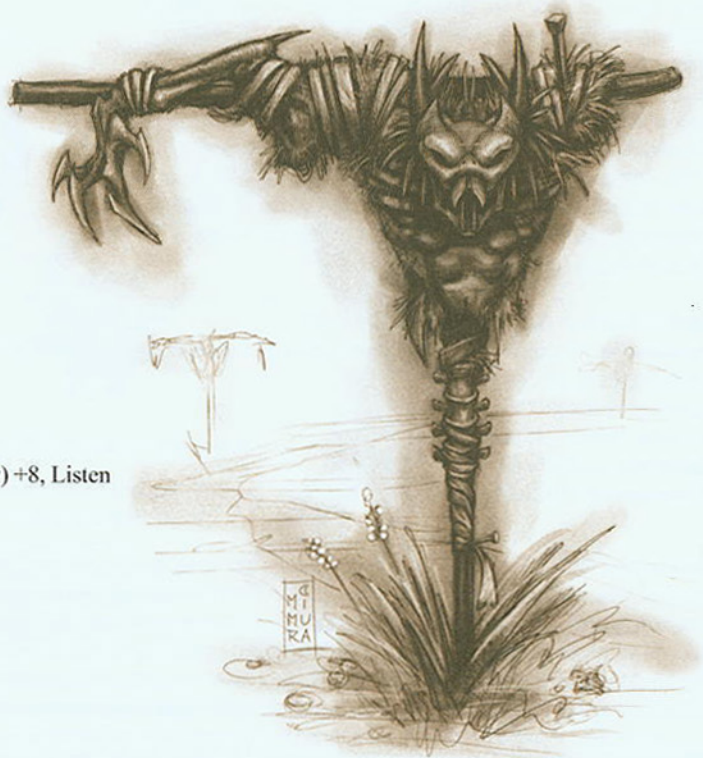
Organization: Solitary, cluster (2-5), or mob (20-40)

Challenge Rating: 4

Treasure: None

Alignment: Always lawful evil

Advancement: 5-6 HD (Medium-size); 7-8 HD (Large)



Hellwardens are an ingenious creation of Baal, Lord of the First Circle. More fighting goes on in Baal's domain than anywhere else in Hell: There the devilish legions have fought demons, celestials, and one another uncountable times. In fact, war is so frequent that piles of corpses, fields of bones, and forests of the crucified are common sights. Baal made the Hellwardens to take advantage of this terrain, giving himself an easily camouflaged spy network.

Hellwardens look like horribly crucified devils, often with missing limbs and gaping wounds. Although they appear quite dead, powerful magic keeps them alive. Baal and his commanders plant these spies throughout the First Circle to collect intelligence on their enemies. Hellwardens are sometimes used to guard fortresses and encampments as well, since their piercing scream makes an excellent alarm.

Hellwardens are occasionally seen on the Prime, but only during particularly brutal wars or pogroms.

Combat

In general, hellwardens are not fighters: Their job is to collect information, not attack the enemy. Occasionally, though, they are used to ambush enemy columns. When gathered in numbers, they can be quite formidable. Hellwardens use *dimension door* to keep their distance in combat while they attack with their other spell-like abilities.

Piercing Scream (Sp): Though its crucified state is incredibly painful, a hellwarden on duty must remain silent so as not to arouse suspicion. During combat or when the hellwarden wants to raise the alarm, it can unleash a piercing scream that focuses countless days of pain into one fell shriek. This attack is similar to a *sound burst* spell cast by a 10th-level sorcerer (save DC 13) but deals 2d8 points of sonic damage. A hellwarden can use its piercing scream once every 10 minutes.

Spell-like Abilities: At will—*detect thoughts*, *dimension door*, and *whispering wind*; 1/day—*flaming sphere* and *magic missile*. These abilities are as the spells cast by a 10th-level sorcerer (save DC 11 + spell level).

Skills: Hellwardens receive a +4 racial bonus to Listen, Read Lips, and Spot checks.

Herlekin (Baatezu)

Medium-Size Outsider (Evil, Lawful)

Hit Dice: 2d8+4 (13 hp)

Initiative: +1 (Dex)

Speed: 35 ft.

AC: 15 (+1 Dex, +4 natural)

AC (flat-footed): 14

AC (vs. touch attacks): 11

Attacks: Military fork +5 melee; or gore +5 melee

Damage: 1d8+4 military fork; 1d6+4 gore

Face/Reach: 5 ft. by 5 ft./5 ft.

Special Attacks: Blood rage, horns down!

Special Qualities: Baatezu qualities

Saves: Fort +5, Ref +4, Will +2

Abilities: Str 16, Dex 13, Con 14, Int 8, Wis 9, Cha 12

Skills: Hide +4, Intimidate +4, Jump +6, Listen +2,

Wilderness Lore +1

Feats: Power Attack

Climate/Terrain: Any land and underground

Organization: Solitary, brood (2–5), or pack (5–20)

Challenge Rating: 1

Treasure: Standard

Alignment: Always lawful evil

Advancement: By character class



The story is a familiar one to inquisitors throughout the Prime. A local adept or witch dabbles with summoning magic. Her intentions, so she says, are good, but Mephistopheles himself answers the call. The poor summoner is no match for this great deceiver and finds herself seduced. The misguided (and sometimes pregnant) spellcaster tearfully relates the forbidden, usually nocturnal, couplings and begs for mercy. The inquisitors can only smile ruefully as the stories unfold. They know that none of these women met Mephistopheles—lords of Hell do not dally with hedge magicians. No, the great seducers in these cases are almost always the lowly herlekin.

The herlekin are rank-and-file soldiers of Hell. When Baal leads the infernal armies to war, hundreds of thousands of herlekin march behind him. Because there are so many of them, they frequently find themselves summoned to the Prime. The goat-legged, horned herlekings have thus become synonymous with devils in the minds of common mortals.

Herlekin are unsubtle, to say the least. Primarily, they want to drink, fight, and fornicate (not necessarily in that order). They are bullied so often by more powerful devils that they take every opportunity to push around those weaker than themselves.

Combat

Herlekin are fast-moving shock troops, sent in after waves of lemures have exhausted the enemy. They excel at assaults but do not do well with complicated maneuvers. Herlekin have a taste for blood and are difficult to control once battle has begun. Still, in numbers and properly led, they make a potent force.

Blood Rage (Ex): Herlekin thirst for blood, and can drink the blood of a downed opponent as a partial action. Doing so drives a herlekin into a killing rage the following round, and it attacks madly until it or every opponent is dead. While raging, it gains +4 Strength, +4 Constitution, and –2 AC. It cannot end the blood rage voluntarily.

Horns Down! (Ex): Although trained to fight with the military fork, a herlekin often gives into instinct and use its massive horns in battle. It crouches over, horns lowered, and charges head first at the enemy, making a single attack that deals 2d6+8 points of damage. The herlekin must move at least 20 feet in a straight line to build up proper momentum. This is otherwise a normal charge attack.

Military Fork

| Weapon | Cost | Damage | Critical | Range Increment | Size | Weight | Type |
|----------------|------|--------|----------|-----------------|------|--------|----------|
| Military fork* | 15gp | 1d8 | x3 | 10 ft. | L | 7 lb. | Piercing |

*If you use a ready action to set this weapon against a charge, you deal double damage if you score a hit against a charging creature.

Ice Stalker (Baatezu)

Medium-Size Outsider (Evil, Lawful)

Hit Dice: 4d8+8 (26 hp)

Initiative: +8 (+4 Dex, +4 Improved Initiative)

Speed: 40 ft., burrow 30 ft. (snow only)

AC: 18 (+4 Dex, +4 natural)

AC (flat-footed): 14

AC (vs. touch attacks): 14

Attacks: 2 claws +6 melee, bite +4 melee, tail slap +4 melee

Damage: Claw 1d4+2, bite 1d6+1, tail slap 1d4+1

Face/Reach: 5 ft. by 5 ft./5 ft.

Special Attacks: Breath weapon, sneak attack +2d6

Special Qualities: Baatezu qualities, cold immunity, spines

Saves: Fort +6, Ref +8, Will +4

Abilities: Str 14, Dex 18, Con 15, Int 11, Wis 10, Cha 8

Skills: Escape Artist +5, Hide +9*, Jump +5, Listen +4, Move Silently +9*, Spot +4, Tumble +10, Wilderness Lore +6*

Feats: Improved Initiative, Multiattack, Track

Climate/Terrain: Any cold land and underground

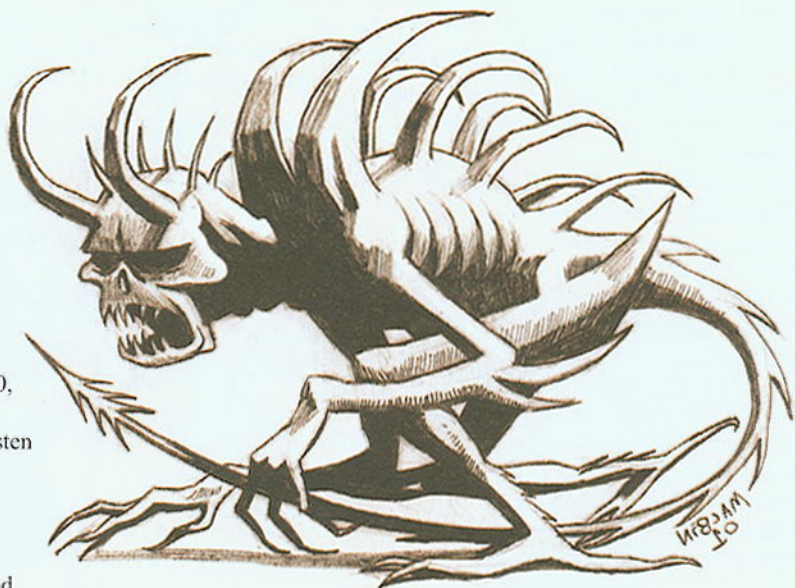
Organization: Solitary or pack (3–6)

Challenge Rating: 3

Treasure: Standard

Alignment: Always lawful evil

Advancement: 5–6 HD (Medium-size); 7–11 HD (Large); 12 HD (Huge)



Natives of the frigid Eighth Circle, ice stalkers are the eyes and ears of Mephistopheles. They patrol the vast icy wastes, reporting suspicious activity to the gelugons (see *MM*).

Physically, an ice stalker is gaunt and spiny, with a skull-like face and curved horns. Its long, whiplike tail can strike overhead or to the rear but does not, as is often claimed, contain a poisonous sting. Ice stalkers usually run on all fours but fight upright so they can better use their claws. Their ability to burrow through the snow allows them to approach undetected and literally go to ground when under pursuit. It also allows them to set up effective ambushes, vital whenever war has come to the Eighth Circle.

While the scouting function of the ice stalkers is well known in Hell, their hunting role is not such common knowledge. Ice stalkers are expert trackers, and Mephistopheles and his minions use them to hunt down fugitives, be they escaped souls, runaway devils, or exiled nobles of Hell. Few know about this ability, because few survive the attentions of ice stalker packs on the hunt.

The secret may soon be out, however, thanks to a book by a human sorcerer named Tharkul Snorrson. This tome, *On the Forms and Functions of Devilkind*, contains an essay on ice stalkers and recommends their summoning in colder climates. It makes special mention of their tracking and ambush expertise and provides several dubious stories on their use in a barbarian tribal feud. The book remains obscure for the time being—and may remain that way, if agents of Mephistopheles find out about it.

Combat

Ice stalkers are tough combatants, combining speed with multiple attacks and a breath weapon. They prefer to strike from ambush and often gang up on opponents. Although they seem bestial, ice stalkers are as intelligent as most humanoids. They are perfectly able to execute complicated commands, and they retreat in good order when the tide of battle turns against them.

Breath Weapon (Su): Cone of ice shards, 20 feet; damage 2d6, Reflex half DC 14. Living creatures that fail their saves are tormented by frostbitten skin and frozen eyes unless they are immune to or protected from cold. This imposes a –4 morale penalty to AC and a –2 morale penalty to attack rolls for 1d6 rounds.

Sneak Attack (Ex): An ice stalker can make sneak attacks just as a 4th-level rogue can, dealing an additional 2d6 points of damage on a successful strike.

Spines (Ex): Ice stalkers' sharp spines help them burrow through the snow. They also make the devils very difficult to hold onto, granting a +4 racial bonus to any grapple check they make. If the ice stalker wins the opposed check, the opponent takes 1d6+2 damage from the spines.

Skills: *Ice Stalkers receive a +4 racial bonus to Hide, Move Silently, and Wilderness Lore checks in a cold environment.

Feats: Ice stalkers receive Track as a bonus feat.

Iblis, Duke of Pride (Fallen Solar)

Huge Outsider (Evil, Lawful)

Hit Dice: 50d8+350 (575 hp)

Initiative: +8 (+4 Dex, +4 Improved Initiative)

Speed: 50 ft., fly 150 ft. (good)

AC: 36 (-2 size, +4 Dex, +24 natural)

AC (flat-footed): 32

AC (vs. touch attacks): 12

Attacks: +5 huge *flaming burst, vorpal*

falchion +67/+62/+57/+52/+47 melee (or 2

claws +61, bite +56); or +2 *mighty* (+5)

composite longbow +54/+49/+44/+39/+34 ranged

Damage: +5 huge *flaming burst, vorpal falchion* 2d6+24

and 1d6 fire (plus 1d10 bonus fire on a successful critical

hit); claw 2d4+13, bite 2d6+6; +2 *mighty* (+5) *composite*

crossbow 1d8+7 and slaying

Face/Reach: 10 ft. by 10 ft./15 ft.

Special Attacks: Blasphemous benediction, grant temptation, probe

soul, spell-like abilities, spells, unholy compact

Special Qualities: Damage reduction 35/+4, fallen celestial qualities, holy

interdict, regeneration 15, SR 32, unsettling aura

Saves: Fort +34, Ref +31, Will +33

Abilities: Str 36, Dex 18, Con 24, Int 23, Wis 23, Cha 27

Skills: Bluff +52, Concentration +38, Escape Artist +49, Hide +45, Intimidate

+58, Knowledge (arcana) +50, Knowledge (Hell) +50, Knowledge (infernal

politics) +50, Knowledge (the planes) +50, Knowledge (religion) +50, Listen

+57, Move Silently +49, Search +40, Sense Motive +59, Spellcraft +33, Spot

+59

Feats: Cleave, Combat Casting, Dodge, Great Cleave, Improved Critical (falchion),

Improved Initiative, Maximize Spell, Mobility, Power Attack, Quicken Spell,

Silent Spell, Spring Attack, Weapon Focus (falchion)

Climate/Terrain: Any land and underground

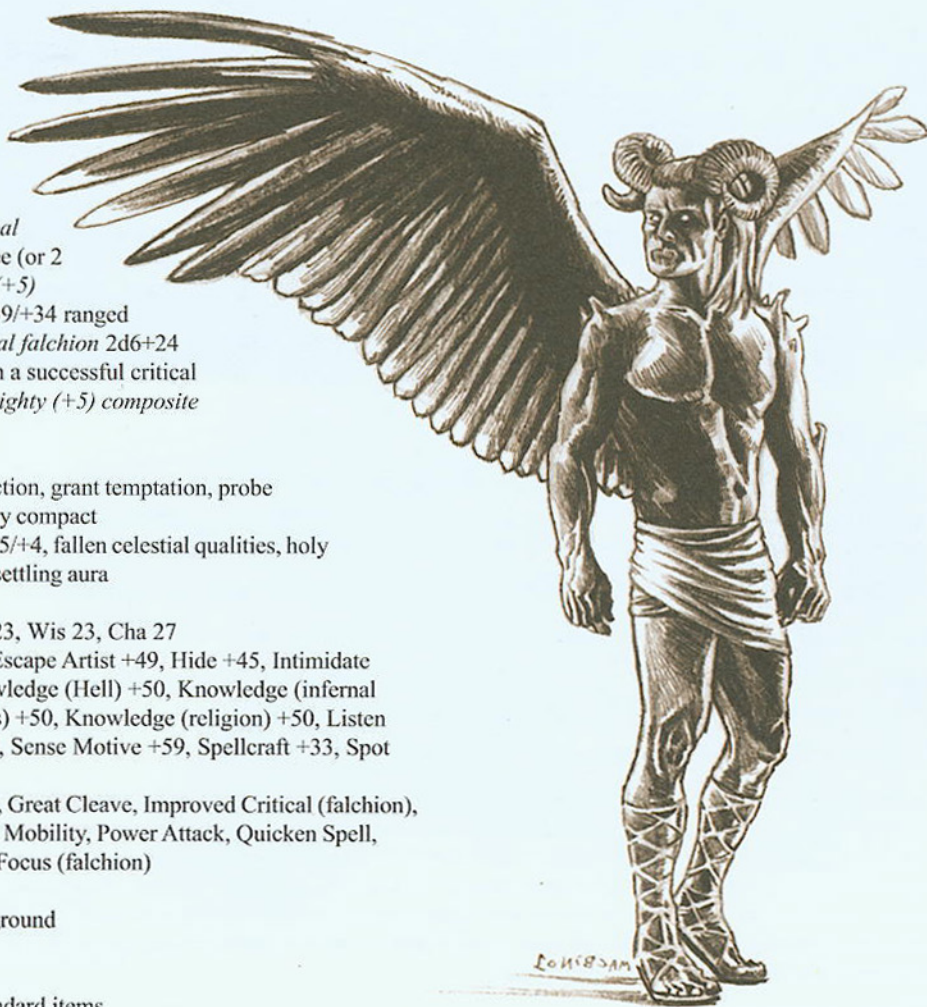
Organization: Unique

Challenge Rating: 24

Treasure: No coins; double goods; standard items

Alignment: Lawful evil

Advancement: By character class



Long before the birth of the first mortal, the Prime Material Plane was the domain of the divs, genies born of fire and entrusted with the government of the world by the Lords of Good. After nine thousand years of rule, the divs rebelled against their superiors under the rule of Gian ben Gian, a powerful warrior king. The gods turned to the solar Iblis to defeat the uprising, which he accomplished by slaying the genie caliph in personal combat. The divs were banished from the Prime as punishment for their insurgency.

Time-lost myths relate that the Lords of Good thereafter decided to populate the Prime with weaker beings who would serve them with good works and reverence. When the gods presented their creation to the celestials and told their glorious warriors that from now on they existed to serve the mortals, Iblis spoke out. "Ye have created me from fire," he exclaimed. "Yet ye would have me bow to a creature made of dust?"

For this refusal to serve, Iblis was cast from the Upper Planes. With him fell a legion of celestials, said to have represented a third of the heavenly host. Iblis's followers came from all ranks of the angelic choirs, from the lowly ischim to the powerful archangels (see **Appendix 3: Angelic Choirs**). Unable to venture to the Prime unless summoned, the Fallen turned to Hell; some say they were encouraged to settle there by the dark lord of the plane's lowest circle. Their arrival triggered a fierce war against the devils who had previously dominated the plane.

Powerful, cunning fallen celestials such as Beelzebub and Belial distinguished themselves in this centuries-long conflict, but Iblis, who had started it all, largely withdrew from the battle to ponder his own concerns. Somehow, he managed to rally to his banner the divs whom he had once defeated, and these corrupted genies now serve him in an enormous army. From his lair in a rocky region of the First Circle of Hell, Iblis and his divs continue their spiteful, timeless struggle against their creators, infiltrating the Prime and undermining the worship of the Lords of Good.

Iblis's muscular body stands 20 feet tall and is topped by a handsome (if feral) face. His mouth is a jumble of needle-thin sharp teeth, and his dark eyes burn with fiery intensity. His jet-black skin contrasts sharply with his fire-red hair and bright white feathery wings as regal as those of the most chaste seraphim. Two large ram horns jut from his temples, and a number of small horny protrusions line his back from waist to base of the neck. When Iblis dresses at all, he wears a simple wrap around his waist and sandals that lace around his calves all the way up to his knees. His deep voice kindles memories of dying fires, and he speaks Celestial, Infernal, and the Common tongue.

Falchion of Gian ben Gian

Minor Artifact

This +5 *flaming burst, vorpal falchion* is an ancient artifact, with power beyond the ability of any to reproduce now. It was made in the age of myth by a mighty div artisan. The falchion is a most impressive looking weapon. Its crimson-tinted blade is covered in the flowing, cursive script of the ancient div, a dead language now only known by the wisest sages and celestials. The inscriptions, made before Gian ben Gian's rebellion, sing the praises of the Lords of Good and pledge eternal loyalty. Iblis took the weapon from his fallen foe after the rebellion was crushed and renewed the pledges on the blade as a sign of his own obedience. The spirit of Gian ben Gian must have laughed when the hammer of the Lords of Good himself fell from grace. Down in the Pit, Iblis considered destroying the falchion but he decided to keep it instead. He considered it a symbol of his ill treatment at the hands of the Lords of Good. He was true to them, but that loyalty was not returned. Now Iblis and his blade are enemies of Heaven.

Combat

Iblis is a terror in combat, wielding the flaming *falchion of Gian ben Gian* with grim accuracy. Despite his fall from grace, the Duke of Pride managed to retain his +2 *mighty (+5) composite longbow*, which can create any sort of *slaying arrow* when drawn. Even the usually warlike generals of the First Circle of Hell give Iblis and his divs a wide berth.

For full descriptions of abilities common to all Fallen Celestials, see the template in **Appendix 2**.

Blasphemous Benediction (Su): Iblis grants a +6 profane bonus on the touched creature's attack and weapon damage rolls.

Fallen Celestial Qualities: Protective aura, fire resistance 20, tongues, electricity, cold, acid, and petrification immunity, +4 racial bonus to saves against poison (see *MM* for more details on celestial qualities).

Probe Soul (Su): The Will save to resist Iblis's persuasion has a DC of 43.

Spell-like Abilities: At will—*aid, animate objects, commune, continual flame, dimensional anchor, greater dispelling, holy smite, imprisonment, improved invisibility (self only), lesser restoration, remove curse, remove disease, remove fear, resist elements, summon monster VII, and speak with dead*; 3/day—*blade barrier, earthquake, heal, permanency, resurrection, shapechange, and unholy aura*; 2/day—*change self, charm person, protection from good*; 1/day—*blasphemy, command, dispel good, fire storm, greater restoration, mass charm, misdirection, nondetection, power word blind, power word kill, power word stun, suggestion, summon monster IX (devils only), prismatic spray, soul bind, speak with dead, symbol (any), unhallow, unholy blight, and wish*. These abilities are as the spells cast by a 20th-level sorcerer (save DC 18 + spell level).

The following abilities are always active on Iblis' person, as the spells cast by a 20th-level sorcerer: *detect good, detect snares and pits, discern lies, see invisibility, and true seeing*. They can be dispelled, but Iblis can reactivate them as a free action.

Spells: Iblis can cast divine spells from the cleric list and from the Air, Destruction, Evil, Law, and War domains as a 20th-level cleric (save DC 16 + spell level).

Unholy Compact (Su): A soul bound by this agreement is trapped in Iblis's domain on the First Circle of Hell upon death.

Unsettling Aura (Ex): The Will save to resist Iblis's unsettling aura has a DC of 57.



Jalie Squarefoot, The Lich Fiend

Large Undead

Hit Dice: 14d12 (91 hp)

Initiative: +5 (+1 Dex, +4 Improved Initiative)

Speed: 35 ft.

AC: 26 (-1 size, +1 Dex, +16 natural)

AC (flat-footed): 25

AC (vs. touch attacks): 10

Attacks: 2 claws +13 melee, bite +8 melee; or butt +13
melee; or touch +13 melee

Damage: Claw 1d6+7, bite 2d6+7; butt 1d8+10;
touch 1d8+5

Face/Reach: 5 ft. by 5 ft./10 ft.

Special Attacks: Damaging touch,
paralyzing touch, fear aura, spell-
like abilities, summon baatezu,
voice of maleficence

Special Qualities: Baatezu qualities,
damage reduction 30/+3,
immunities, fast healing 5, SR 30,
+4 turn resistance, undead, *amulet of
proof against detection*, lich's
phylactery

Saves: Fort +9, Ref +10, Will +20

Abilities: Str 25, Dex 13, Con —, Int 24, Wis 22,
Cha 22

Skills: Bluff +23, Climb +9, Diplomacy +27,
Gather Information +23, Intimidate +8,
Knowledge (law) +18, Sense Motive +33,
Spellcraft +24

Feats: Cleave, Craft Wondrous Item, Great Cleave,
Great Fortitude, Improved Initiative, Iron Will,
Leadership, Lightning Reflexes, Power Attack, Skill
Focus (Bluff), Skill Focus (Sense Motive)

Climate/Terrain: Any land and underground

Organization: Unique

Challenge Rating: 18

Treasure: Quadruple standard; plus *cloak of resistance* +3

Alignment: Lawful evil

Advancement: —

Jalie Squarefoot is an ambitious noble in the court of Mephistopheles. He is a gifted manipulator who exceeds even his master as a schemer and corrupter of mortals.

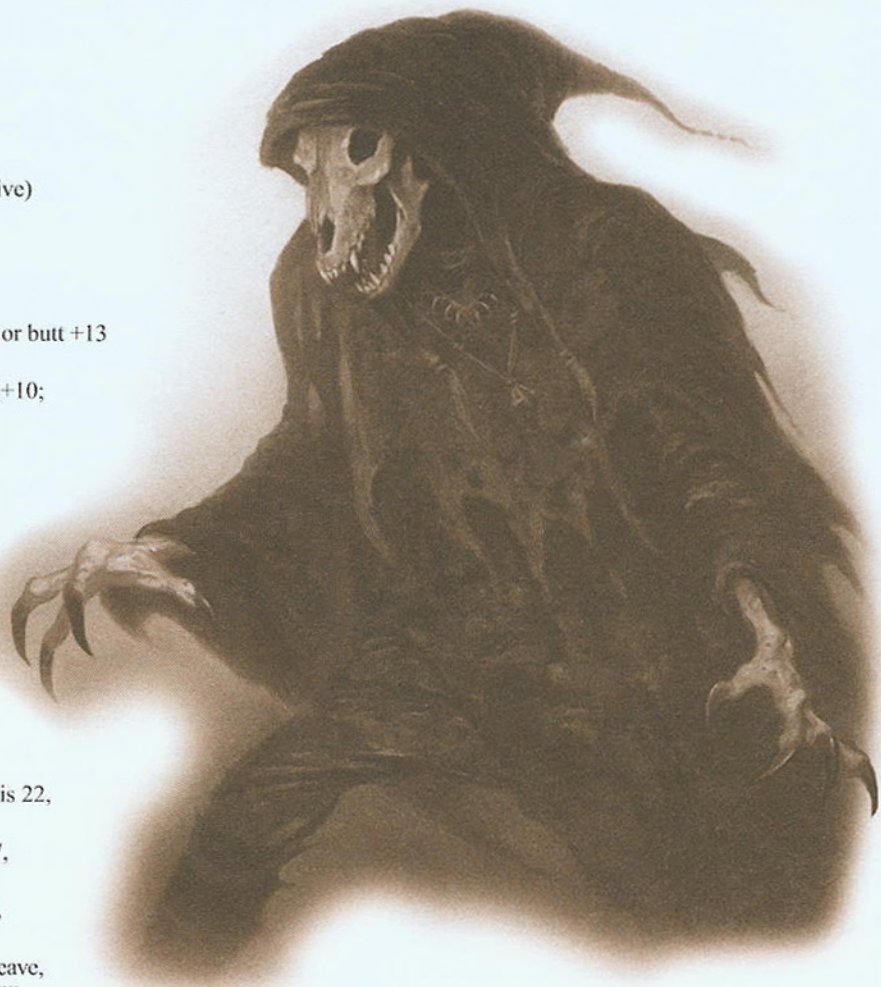
Millennia ago, Jalie was a pit fiend whose promotion to the nobility came at the expense of a vicious rival, another pit fiend named Belphagon. The vengeful fiend and his coterie, jealous of Jalie's meteoric rise, concocted a number of plans for his assassination. After he had escaped dozens of attempts, one finally left Jalie barely alive, mere inches from humiliating demotion. He needed a new weapon—and he found one.

Jalie discovered the secrets of lichdom, but he also learned that a mortal body was a prerequisite. Leaving a polymorphed double at court, he hid away to prepare the lich's phylactery, then took mortal form long enough to ritually destroy his body and pass through the horrid change to unlife.

The assassination attempts continued after his change, and they were eventually successful. Belphagon assumed Jalie's office and lands, serving for exactly three days before Jalie's body reformed. With the advantage of total surprise, Jalie tricked Belphagon's own followers into murdering their lord. He took back his title and role and has stood at court ever since.

Before his transformation Jalie was tall and proud, with the head of a handsome stallion. In undeath, his desiccated form stoops under a grim, mummified skull, and eyes that once blazed with intelligence are reduced to pinpricks of feeble light. His right foot has shriveled into a clublike hoof, which led to his nickname of Squarefoot.

Jalie's lust for power is exceptional even by the standards of Hell. His ultimate goal is control, not merely of that plane, but of all existence. To this end he has dozens of schemes percolating, some of which won't mature for a thousand years. For more information on Jalie and his machinations, see *Hell in Freeport* (GRR1006).



Amulet of Proof Against Detection

Minor Artifact

This lead amulet conceals the alignment of its wearer from all forms of divination, such as *detect evil*.

Caster Level: 8th

Prerequisites: Craft Wondrous Item, *undetected alignment*;

Market Price: 10,000 gp;

Weight: —.

Lich's Phylactery

Jalie's life force is stored in an adamantite disc that is itself hidden inside a *Leomund's secret chest* in the deep Ethereal. It is Tiny, has a hardness rating of 20, 40 hit points, and a break DC of 40. Jalie carries a replica on a leather cord around his wrist. While the phylactery is intact, Jalie cannot be permanently killed. His body spontaneously reforms 1d10 days after his death, in one of his many hideouts in Hell and the Wastes.

Combat

Jalie prefers trickery to direct combat, using his slaves and bound mortals to do the dirty work while he retires to safety. He is quick to *teleport* away if faced with a superior force. If unable to avoid melee, he uses Illusion and Enchantment magic to turn attackers against one another. Jalie's cunning and patience are almost limitless, as is his capacity for hate. Anyone who wrongs him can expect an eternity of retribution, until one party or the other is destroyed.

Damaging Touch (Ex): Jalie can deliver a touch attack that uses negative energy to deal 1d8+5 damage to living creatures; a successful Will save (DC 23) halves the damage.

Fast Healing (Ex): Jalie heals damage at the normal rate from holy and blessed weapons with an enhancement bonus of at least +3.

Fear Aura (Su): As a free action, Jalie can create an aura of fear in a 20-foot radius. It is otherwise identical with *fear* cast by a 15th-level sorcerer (save DC 23). If the save is successful, that creature cannot be affected again by Jalie's fear aura for one day. Other baatezu are immune to the aura.

Immunities (Ex): In addition to baatezu immunities, Jalie is immune to cold, electricity, polymorph, and stunning attacks.

Paralyzing Touch (Su): Any living creature Jalie touches must succeed at a Fortitude save (DC 23) or be permanently paralyzed. *Remove paralysis* or any spell that can remove a curse can free the victim. The effect cannot be dispelled. This power works in conjunction with Jalie's damaging touch attack (see above).

Spell-like Abilities: At will—*animate dead*, *blasphemy*, *change self*, *charm monster*, *create undead*, *desecrate*, *detect good*, *detect magic*, *dominate person*, *dispel magic*, *false vision*, *fireball*, *fly*, *geas/quest*, *hold monster*, *improved invisibility*, *magic circle against good*, *major image*, *mass suggestion*, *polymorph self*, *suggestion*, *teleport without error* (self plus 50 pounds of objects only), *unholy aura*, *unhallow*, and *wall of fire*; 1/day—*dream*, *energy drain* and *horrid willing*; 1/year—*wish*. These abilities are as the spells cast by a 20th-level sorcerer (save DC 16 + spell level).

Summon Baatezu (Sp): Twice per day, Jalie can automatically summon two lemures, osyluths, or barbazu, or one crinyes, cornugon, gelugon, or pit fiend.

Undead: Immune to poison, sleep, paralysis, stunning, disease, death effects, necromantic effects, mind-influencing effects, and any effect requiring a Fortitude save unless it also works on objects; not subject to critical hits, subdual damage, ability damage, ability drain, or energy drain; negative energy heals; not at risk of death from massive damage, but destroyed at 0 hit points or less; darkvision 60 ft.; cannot be raised; resurrection works only if Jalie is willing.

Voice of Maleficence (Sp): If Jalie speaks to a creature that can understand him for 10 full minutes, the subject must succeed at a Will save (DC 23) or fall into a sleepy trance. While in this trance state, the subject answers truthfully any question Jalie asks. The subject may attempt a new saving throw every hour, but for each consecutive hour of interrogation, the save DC increases by 1.

Kere (Baatezu)

Large Outsider (Evil, Lawful)

Hit Dice: 10d8+40 (85 hp)

Initiative: +9 (Dex)

Speed: 50 ft., climb 30 ft.

AC: 21 (-1 size, +3 natural, +9 Dex)

AC (flat-footed): 21

AC (vs. touch attacks): 18

Attacks: Huge +1 keen two-bladed sword +15/+10 and +15 melee

Damage: Huge +1 keen two-bladed sword 2d8+7/2d8+4

Face/Reach: 5 ft. by 5 ft./10 ft.

Special Attacks: Clawed feet 1d8+3

Special Qualities: Baatezu qualities, fast healing 5, improved dodge, SR 15, uncanny dodge, wall fighter

Saves: Fort +11, Ref +16, Will +8

Abilities: Str 22, Dex 28, Con 18, Int 10, Wis 12, Cha 16

Skills: Balance +17, Climb +14, Escape Artist +17, Intimidate +11, Jump +17, Listen +9, Search +8, Spot +9, Tumble +24, Use Rope +13

Feats: Ambidexterity, Exotic Weapon Proficiency (two-bladed sword), Mobility, Spring Attack, Two-Weapon Fighting, Weapon Focus (two-bladed sword)

Climate/Terrain: Any land or underground

Organization: Solitary, Pair, or Squad (5-20)

Challenge Rating: 8

Treasure: Standard

Alignment: Always lawful evil

Advancement: 11-14 HD (Large), 15-30 (Huge)



Keres are elite soldiers in the armies of Baal, Lord of the First Circle. They move fast and hit hard, and Baal prizes their skill and ruthlessness. Keres look somewhat like giants, but long spider legs sprout from their backs in mockery of the beautiful wings of celestials. These extra legs give keres a mobility undreamed of by the rank and file devils. Keres can climb walls, hang from ceilings, and pounce on opponents from any angle.

The drow, especially their clerics, hate keres with unrivaled passion. They see the devils as an affront to their Spider Queen and seek to slay keres above all other foes. This greatly amuses the keres, but they respect the drow as adversaries.

Lilith is known to favor female keres in her armies, but the majority these devils serve the Lord of the First Circle.

Combat

Keres love to fight and they excel at it. In combat they are a blur of motion, using their spider legs, tumbling ability, and spring attacks to fight a very mobile style of warfare. Keres never just stand in one spot and duke it out. They always keep their opponents guessing where they'll move and whom they'll attack next.

Clawed Feet (Ex): When fully engaged in melee, a kere can fall back on her spider legs, freeing up her clawed feet for attacks. When using the full attack action, a kere can make two extra clawed feet attacks with a +10 attack bonus. Each clawed foot inflicts 1d8+3 damage.

Improved Dodge (Ex): As the dodge feat (see *PH*), but the dodge bonus to AC is +3.

Uncanny Dodge (Ex): A kere retains its Dexterity bonus to AC regardless of being caught flat-footed or struck by an invisible attacker. Additionally, it cannot be flanked.

Wall Fighter (Ex): The spider legs of a kere allow her to climb walls as an arachnid. Keres learn to fight in three dimensions, making good use of walls and ceilings when attacking and defending. Thus a kere hanging on a wall or from the ceiling suffers no penalties to attacks or AC.

Feats: Keres receive Ambidexterity, Exotic Weapon Proficiency (two-bladed sword) and Two-Weapon Fighting as bonus feats.

Knocker (Baatezu)

Medium-Size Outsider (Evil, Lawful)

Hit Dice: 1d8+2 (6 hp)

Initiative: +0

Speed: 30 ft.

AC: 15 (+5 natural)

AC (flat-footed): 15

AC (vs. touch attacks): 10

Attacks: Heavy pick +4 melee

Damage: Heavy pick 1d6+3

Face/Reach: 5 ft. by 5 ft./5 ft.

Special Qualities: Baatezu qualities, knock

Saves: Fort +4, Ref +2, Will +1

Abilities: Str 14, Dex 10, Con 15, Int 9, Wis 8, Cha 12

Skills: Climb +4, Intimidate +2, Profession (miner) +3

Feats: Weapon Focus (heavy pick)

Climate/Terrain: Any underground

Organization: Solitary, gang (2–5), band (6–10), or mob (11–20)

Challenge Rating: 1/2

Treasure: None

Alignment: Always lawful evil

Advancement: 2–3 HD (Medium-size)

Knockers are members of the downtrodden underclass of devilkind. Unlike lemures, they are not reborn spirits of the dead but true members of the devil tribe. They are expert miners and so spend most of their time toiling in the dank tunnels of the Seventh Circle, where they serve Beelzebub on his ceaseless construction projects.

The Lord of the Flies is constantly building new cities and abandoning them as soon as they are complete. This program requires endless raw materials, and that's where the knockers come in. Knockers have also been pressed into Beelzebub's armies on more than one occasion, where they are treated as cannon fodder. Thus, no knocker wants to march to war in Hell, a virtual death sentence.

Despite their lowly status, knockers are not uncommon visitors to the Prime. Petty wizards sometimes summon them, but more frequently knockers stumble through an underground portal and leave Hell before they realize it. Once on the Prime, they delight in making mischief. After toiling for countless hours in Hell, these visits are almost like vacations to them. For once, they don't have to do the bidding of their taskmasters. For once, they can make the rules.

One would think that knockers would have some sympathy for mortal miners, but the opposite is true. They enjoy nothing more than leading miners astray, to catch them in cave-ins or watch them starve to death in forsaken tunnels. Knockers thus tend to gravitate to mines or other underground areas on the Prime, where they have their fun at the mortals' expense until they are caught or driven off.

Combat

Occasionally mischief turns to violence, and when it does, knockers attack with their heavy picks. They are not the fiercest of combatants but often have numbers on their side.

Knock (Sp): Twice per hour, a knocker can create mysterious noises, such as sounds of mining, muffled conversation, or distant footfalls. It uses this ability to lead mortals astray. This is otherwise identical to *ghost sound* cast by a 3rd-level sorcerer (save DC 11).



Taskmaster, Krotep's Whip

Minor Artifact

This +3 *thundering whip* is made from the cured hide of a gold dragon. It deals normal damage instead of subdual damage, and an additional 2d8 points of sonic damage on a successful critical hit.

Caster Level: 18th

Weight: 2 lb.

Krotep, Pharaoh of Axor (Baatezu)

Medium-Size Outsider (Evil, Lawful)/6th-level Fighter

Hit Dice: 10d8+6d10+80 (158 hp)

Initiative: +4 (Dex)

Speed: 30 ft.

AC: 24 (+4 Dex, +5 natural, *ring of protection* +5)

AC (flat-footed): 20

AC (vs. touch attacks): 19

Attacks: +3 *thundering whip* +24/+19/+14/+9 melee, claw +15 melee

Damage: +3 *thundering whip* 1d6+9 and 2d8 sonic, claw 1d6+2

Face/Reach: 5 ft. by 5 ft./5 ft.

Special Attacks: Snapping claw, spell-like abilities, whip master

Special Qualities: Baatezu qualities, cold immunity, damage reduction 20/+2

Saves: Fort +17, Ref +13, Will +11

Abilities: Str 18, Dex 18, Con 20, Int 16, Wis 14, Cha 16

Skills: Balance +14, Bluff +8, Climb +12, Concentration +10, Diplomacy +9,

Gather Information +13, Innuendo +7, Intimidate +18, Intuit Direction +4,

Jump +12, Knowledge (Hell) +13, Knowledge (infernal politics) +8,

Knowledge (religion) +11, Listen +12, Ride +9, Sense Motive +10,

Spellcraft +8, Spot +12, Swim +13, Wilderness Lore +10

Feats: Alertness, Combat Reflexes, Expertise, Exotic Weapon Proficiency (whip), Improved Critical (whip), Improved Disarm, Improved Trip, Weapon Focus (whip), Weapon Specialization (whip)

Climate/Terrain: Any land and underground

Organization: Unique; retinue (Krotep plus 3–6 kytons)

Challenge Rating: 15

Treasure: Triple standard

Alignment: Lawful evil

Advancement: By character class



As if millions of devils weren't bad enough, Hell is also home to lawful evil deities from a variety of pantheons. These gods maintain their own realms, largely standing outside of infernal politics. Although none of their realms can match the sheer size of even a single circle of Hell, these deities do have something that even the devil lords lack: true godhood. It is thus not surprising that some devils attempt alliances with, or in some cases even worship, these foreign gods. The Egyptian god Set's realm is in the Fifth Circle, and no one approaches without dealing with Krotep and Nekhet (see page 39).

These two siblings claim (perhaps spuriously) to be the children of a liaison between Set and a devil princess. Some say Krotep and Nekhet began to squabble while still in the womb; certainly, their mother did not survive the birthing process.

Krotep controls the northern and western approaches to Set's realm. Here he has set up his kingdom, Axor, on a vast icy plateau. Though Krotep is technically a vassal of Leviathan, the great sea beast leaves him alone as long as he pays enough tribute. Axor is a strange place, a twisted inversion of ancient Egypt where snow replaces sand and thousands of slaves toil ceaselessly to build pyramids out of huge blocks of ice. Krotep dedicates each pyramid to Set, in the hopes that his father will recognize him and grant him godhood.

Despite dozens of completed pyramids, hundreds of years of labor, and thousands of dead slaves, Set has given no indication that he even recognizes the effort. This treatment has only driven Krotep further into his mania, and he now raids other planes for the slaves he needs to keep up the effort. He is convinced that if he can honor the great god, he will be allowed to take his rightful place by the side of his father.

In Krotep's mind, his biggest adversary is his sister, Nekhet. She controls the southern and eastern approaches to Set's realm and attempts to win the favor of their father in a different way, by winning him more worshipers. Krotep believes that only his sister's machinations have prevented the success of his own endeavors, so he dedicates much of his time to undermining her plans. Since Nekhet is quite active on the Prime, this has forced Krotep to increase his own presence there as well. Through several active agents, he has promulgated his own cult. Now brother and sister clash both in Hell and the Prime, and all the while Set laughs at the spectacle.

Combat

Krotep is a fearsome opponent. His skill with the whip is unmatched in Hell, and many of his subjects have died under the lash of his personal weapon, *Taskmaster* (see sidebar). He also has deadly spell-like abilities, which he claims are a result of his godly parentage. Lastly, Krotep retains a bodyguard of kytons (see *MM*) and is usually accompanied by a group of these devils wherever he goes.

Snapping Claw (Ex): Every once in a while Leviathan feels it is necessary to remind Krotep who his real master is. The last time the devil lord asserted his authority, he cut off Krotep's hand and replaced it with a snapping claw like a crab's. Now the Pharaoh of Axor carries this relic of the Stygian depths with him wherever he goes. The snapping claw gives Krotep one extra melee attack per round.

Spell-like Abilities: 3/day—*ice storm*, *sleet storm*, *wall of ice*. These abilities are as if cast by a 10th-level sorcerer (save DC 13 + spell level).

Whip Master (Ex): Krotep has trained with the whip for centuries. Although the whip is technically a ranged weapon, Krotep can use it in melee combat normally (in other words, he suffers no attacks of opportunity from adjacent foes when striking with his whip).

Lel, Marquise of the Night (Baatezu)

Medium-Size Outsider (Evil, Lawful)

Hit Dice: 13d8+39 (97 hp)

Initiative: +15 (+7 Dex, +8 superlative initiative)

Speed: 50 ft.

AC: 26 (+7 Dex, +5 natural, *ring of protection* +4)

AC (flat-footed): 26

AC (vs. touch attacks): 21

Attacks: 2 claws +20 melee

Damage: Claw 2d6+5

Face/Reach: 5 ft by 5 ft./5 ft.

Special Attacks: Spell-like abilities, claws of darkness, sneak attack +10d6

Special Qualities: Baatezu qualities, daughter of the night, superlative initiative, uncanny dodge

Saves: Fort +11, Ref +15, Will +10

Abilities: Str 20, Dex 25, Con 16, Int 16, Wis 14, Cha 20

Skills: Balance +17, Climb +10, Disable Device +13, Disguise +13*, Escape Artist +15, Gather Information +13, Hide +18*, Intimidate +8*, Intuit Direction +6, Jump +15, Listen +10, Move Silently +18*, Open Lock +15, Pick Pocket +10, Read Lips +11, Search +11, Spot +10, Swim +8, Tumble +17, Use Rope +12

Feats: Combat Reflexes, Improved Critical (claw), Improved Unarmed Strike, Weapon Finesse (claw)

Climate/Terrain: Any land and underground

Organization: Unique

Challenge Rating: 12

Treasure: Double standard

Alignment: Lawful evil

Advancement: By character class

Lilith, the ruler of the Sixth Circle, is one of the most notorious seductresses in the multiverse. But when Lilith encounters someone too smart, pure, or strong-willed to fall for even her legendary powers, she calls on Lel, Marquise of the Night.

Lel is a favored minion of Lilith, a specialist in the dark arts of blackmail and murder. She is a valuable tool in the politics of Hell, but she is priceless on the Prime. Very few mortals have what it takes to survive Lel's attentions. Rumors in the infernal courts ascribe her special powers to godly blood, and some whisper that she is the result of a tryst between Lilith and Anshar, the Babylonian god of night. Raising such a child would be quite a feat, considering that Lilith's breasts produce poison instead of milk, but that doesn't stop the gossip.

Unlike many devil nobles, Lel does not maintain her own fortress. She lives at her mistress's court and serves Lilith directly. Roughly a millennium ago, she started training an elite cadre of devils in her line of work. Known as the Teeth of the Night, this group has provided invaluable service to Lilith since its foundation. They proved so effective on the First Circle that Baal has sworn vengeance against Lel. The Marquise feigns indifference regarding the vendetta, but minions of Baal have a nasty habit of ending up dead.

For a devil with so much blood on her hands, Lel is uncharacteristically light-hearted. When not on assignment, she enjoys the pageantry and decadence of Lilith's court. Many a devil noble has been charmed by her, only to learn her dread identity later. When it's time to work, though, Lel is deadly serious. She takes off her silken gloves, exposes her claws of pure darkness, and gets down to the business at hand.

Combat

Those Lel wants dead never see her coming. She is a master of stealth and can appear anywhere at any time. She is also extremely patient, willing to wait for just the right moment. When she does attack, she does so with lightning speed and overwhelming force.

Claws of Darkness (Su): Lel's claws are manifestations of the night. In addition to causing horrific wounds, they deal damage to opponents with damage reduction as magic weapons with a +4 enhancement bonus.

Daughter of the Night (Ex): Lel is at home in the night, and attacks against her have a 20% miss chance from sundown to sunrise. *She receives a +4 competence bonus to Disguise, Hide, Intimidate, and Move Silently checks made during the night.

Sneak Attack (Ex): Lel loves to grab unsuspecting opponents with both claws and snap their necks. She can make sneak attacks as a 20th-level rogue, dealing an additional 10d6 damage on a successful strike.

Spell-like Abilities: 3/day—*cat's grace*, *expeditious retreat*, *improved invisibility*. These abilities are as the spells cast by a 10th-level sorcerer (save DC 15 + spell level).

Superlative Initiative (Ex): In combat Lel is a blur of motion to normal mortal eyes. She gets a +8 bonus to Initiative checks.

Uncanny Dodge (Ex): Lel retains her Dexterity bonus to AC regardless of being caught flat-footed or struck by an invisible attacker. Additionally, she cannot be flanked.



Magugon (Baatezu)

Huge Outsider (Evil, Lawful)

Hit Dice: 9d8+45 (85 hp)

Initiative: +4 (Dex)

Speed: 50 ft.

AC: 24 (-2 size, +4 Dex, +12 natural)

AC (flat-footed): 20

AC (vs. touch attacks): 12

Attacks: 4 claws +17 melee; or 4 fire spears +11 ranged

Damage: Claw 2d4+10; fire spear 2d6 fire

Face/Reach: 10 ft. by 10 ft./15 ft.

Special Attacks: Fire spears, flaming hide, rend 2d4+15

Special Qualities: Baatezu qualities, damage reduction 10/adamantine

Saves: Fort +11, Ref +10, Will +7

Abilities: Str 30, Dex 18, Con 20, Int 14, Wis 12, Cha 16

Skills: Bluff +13, Climb +20, Intimidate +13, Jump +20, Knowledge (weaponry) +12, Listen +11, Profession (smith) +13, Spot +11, Wilderness Lore +9

Feats: Combat Reflexes, Expertise, Improved Disarm

Climate/Terrain: Any land and underground

Organization: Solitary or gang (2-5)

Challenge Rating: 11

Treasure: Standard

Alignment: Always lawful evil

Advancement: 10-16 HD (Huge); 17-27 HD (Gargantuan)



Magugons are natives of Hell's Fourth Circle. They serve in the bowels of Belial's fiery city and only rarely venture outside of its confines.

Belial takes great pride in the magugons, whose smithing abilities are well known across the planes. They run the armaments workshops that ensure a steady stream of weaponry for their lord's armies. They have the strength, skill, and multiple appendages necessary to work the great furnaces and bellows that produce fine adamantine. The Fourth Circle is scorching to begin with, but only these special apparatuses make enough heat to burn away all the metal's impurities.

Belial maintains a small core of magugons as shock troops for his armies. These spend part of their time training for combat, and Belial uses them as a reserve unit in great need. Several battles have been turned by the magugons' arrival. It's hard to deny the impact of a gang of 20-foot-tall, four-armed, fire-hurling monsters.

Magugons are seen on the Prime most often when summoned by evil wizards who wish their help crafting special items.

Combat

Ironically, these talented smiths don't use weapons in combat. The adamantine items they craft are earmarked for baatezu nobility, so magugons use their powerful fists in combat instead. With their great strength and reach, this is usually sufficient. Magugons prefer to attack at range first with their fire spears, then close for melee action.

Fire Spears (Ex): Flame is an intrinsic part of the magugon's nature. Each round a magugon can create a spear-shaped flaming missile in each of its four hands. Each can be thrown at a different target. These are ranged touch attacks that have a range of 100 feet and deal 2d6 fire damage.

Flaming Hide (Ex): A magugon can cause its hide to erupt into flames at will as a free action. Any opponent within 10 feet of a flaming magugon must succeed at a Fortitude save (DC 19) or take 3d6 fire damage (half on a successful save). Every round that a creature remains within range of the effect, another Fortitude saving throw is required.

Rend (Ex): A magugon that hits with two or more claw attacks latches onto the opponent's body and tears the flesh. This attack automatically deals an additional 2d4+15 damage.

Malgrin, Duke of Unlife (Baatezu)

Large Outsider (Evil, Lawful)

Hit Dice: 15d8+75 (142 hp)

Initiative: +2 (Dex)

Speed: 40 ft.

AC: 32 (-1 size, +2 Dex, +21 natural)

Attacks: +3 *unholy halberd* +24/+19/+14 melee

Damage: 1d10+13 and 2d6 unholy

Face/Reach: 5 ft. by 5 ft./10 ft.

Special Attacks: Spell-like abilities, fear aura, necromantic master, bolster undead

Special Qualities: Baatezu qualities, damage reduction 15/+3, SR 28

Saves: Fort +14, Ref +11, Will +15

Abilities: Str 25, Dex 15, Con 21, Int 18, Wis 22, Cha 17

Skills: Balance +13, Bluff +15, Climb +18, Concentration +16, Diplomacy +18, Forgery +15, Gather Information +17, Innuendo +19, Intimidate +16, Jump +18, Knowledge (infernal politics) +15, Knowledge (Hell) +15, Listen +17, Search +15, Sense Motive +17, Spot +17

Feats: Cleave, Great Cleave, Improved Critical (halberd), Power Attack

Climate/Terrain: Any land and underground

Organization: Unique; retinue (Malgrin plus at least 2 10th-level necromancers and 100 fiendish skeletons)

Challenge Rating: 17

Treasure: Standard coins; double goods; standard items

Alignment: Lawful evil

Advancement: By character class

Malgrin is a powerful noble of the First Circle of Hell. He tries to curry favor with Lord Baal by winning military victories and has chosen a novel way to do so.

Most armies on the First Circle are composed, naturally enough, of devils.

They are in near constant conflict with their perpetual enemies, demons, but also face internal threats. Devils are simply too interested in their own advancement to make trustworthy subordinates. Malgrin should know—he rose to his position by assassinating his former boss. Once in charge, he decided to secure his position by increasing the undead forces under his command. There were plenty of corpses to make troops from, and he found their obedience pleasing. Moreover, his fiendish skeletons cannot be turned while in Hell.

Now known as the Duke of Unlife, Malgrin has a huge undead horde under his command. He lives in the Bone Citadel, a grim fortress built on the banks of a river of blood. His officers are not devils at all, but necromancers of various races who have pledged themselves to Malgrin. The implacable advance of the duke's legions has routed both demons and rival devils.

To most outside observers, Malgrin seems content to rule his necromantic fiefdom, though none can say what really lurks in the heart of the Duke of Unlife. Other nobles of the First Circle whisper in their lord's ear. They say that Malgrin is planning a move, and that he wants to turn the entirety of Baal's realm into a boneyard. The archdevil may harbor some suspicions, but right now he values the duke's armies too much to take any action.

Combat

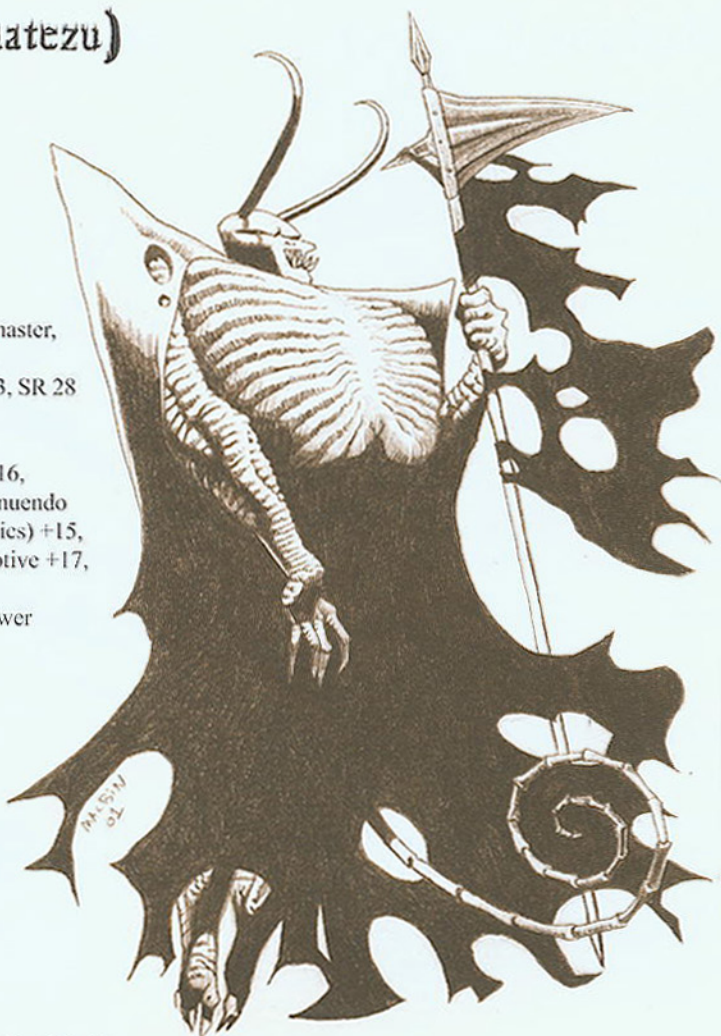
Duke Malgrin is alone only when he takes rest in the heart of the Bone Citadel. At all other times he is accompanied by a retinue of wizards and infernal skeletons. Malgrin is an impressive combatant by himself. His favorite weapon is *Bonecruncher*, a +3 *unholy halberd*. He often uses *unholy blight* to clear out large groups of enemies before wading into combat.

Spell-like Abilities: At will—*animate dead*, *create undead*, *fly*, *teleport without error* (self plus 50 pounds of objects only); 3/day—*create greater undead*, *unholy blight*. These abilities are as the spells cast by a 20th-level sorcerer (save DC 13 + spell level).

Bolster Undead (Su): Malgrin can channel negative energy to bolster undead as a 15th-level evil cleric.

Necromantic Master (Su): Malgrin's evil power allows him to control far more undead than the *animate dead* spell normally allows. At any one time Malgrin can have up to 100 HD worth of undead under his command instead of the normal maximum of 40.

Fear Aura (Su): As a free action, Malgrin can create an aura of fear in a 30-foot radius. It is otherwise identical with *fear* cast by a 15th-level sorcerer (save DC 20). If the save is successful, that creature cannot be affected again by Malgrin's fear aura for one day. Devils with at least as many Hit Dice as Malgrin are immune to the aura.



Naamah, Contessa of Duplicity (Fallen Astral Deva)

Medium-Size Outsider (Evil, Lawful)

Hit Dice: 12d8+48 (102 hp)

Initiative: +8 (+4 Dex, +4 Improved Initiative)

Speed: 50 ft.

AC: 29 (+4 Dex, +15 natural)

AC (flat-footed): 29

AC (vs. touch attacks): 14

Attacks: +3 *light flail* +21/+16/+11 melee; or 5 bites +18 melee

Damage: +3 *light flail* 1d8+9 and stun; or bite 1d6+6

Face/Reach: 5 ft. by 5 ft. (coiled)/10 ft.

Special Attacks: Blasphemous benediction, probe soul, spell-like abilities, spells, stun, unholy compact, grant temptation

Special Qualities: Damage reduction 10/+1, SR 30, fallen celestial qualities, holy interdict, unsettling aura, uncanny dodge

Saves: Fort +12, Ref +12, Will +11

Abilities: Str 22, Dex 18, Con 18, Int 18, Wis 16, Cha 22

Skills: Bluff +20, Concentration +19, Diplomacy +25, Escape

Artist +14, Hide +14, Knowledge (celestials) +16,

Knowledge (baatezu nobility) +16, Listen +24, Move

Silently +15, Sense Motive +18, Spot +24

Feats: Alertness, Dodge, Improved Initiative, Mobility

Climate/Terrain: Any land and underground

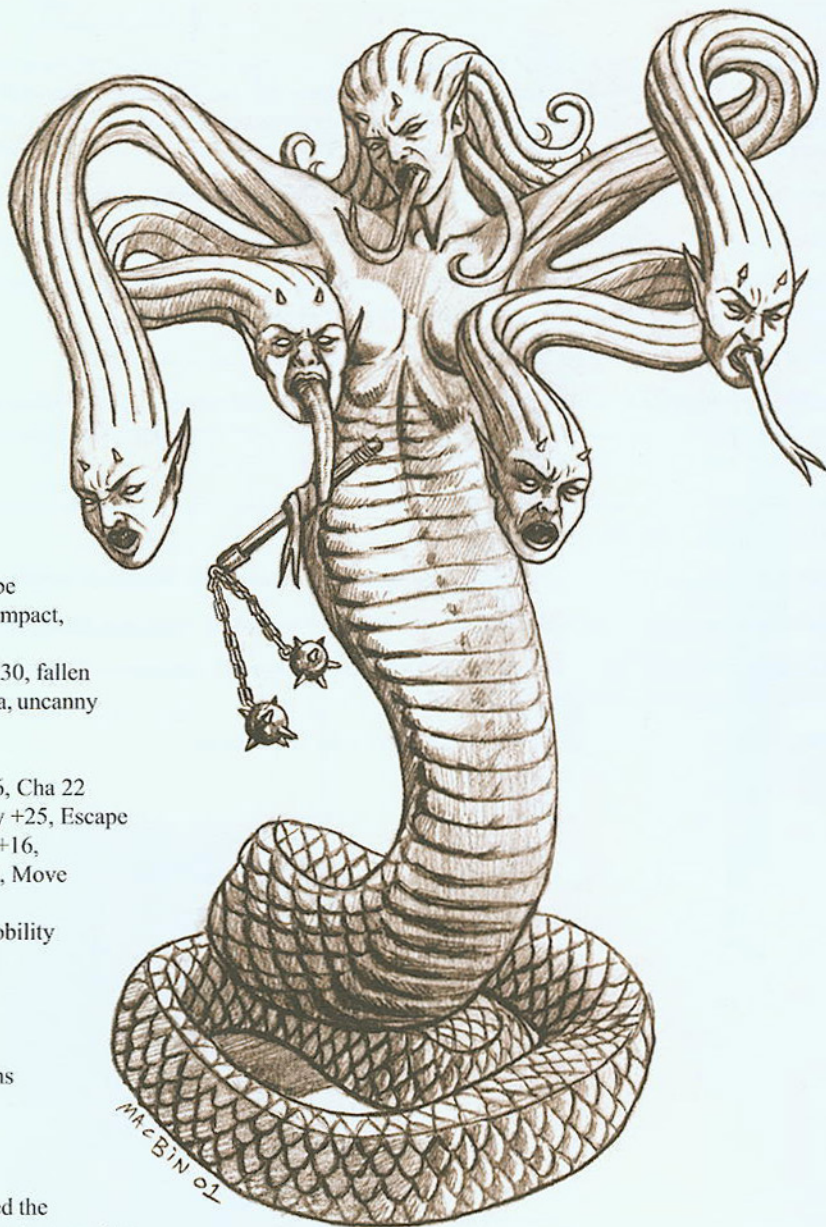
Organization: Unique

Challenge Rating: 14

Treasure: No coins; double goods; standard items

Alignment: Lawful evil

Advancement: By character class



In the early days of the multiverse, Naamah served the Heavens as an astral deva. Now she is a consummate corrupter and a mighty foe of the Lords of Good.

Naamah's task was to watch over mortal agents of Good on the Prime and aid them in times of need. Filled with zeal, she followed her orders to the letter, observing all that her proteges did and said, day and night. Naamah was amazed by mortal capacity for lust and duplicity: Even her most pure charges lied from time to time and satisfied their carnal urgings with relish. As she watched and learned, Naamah soon was imitating the mortals she was bound to protect.

Through sex and lies, Naamah found power. She seduced other celestials, showing them the mortal joys they were forbidden. Some say it was her whisperings that led Samyasa and his followers to lust after mortal pleasures (see **Appendix 3**). Yet when Samyasa rebelled, Naamah was nowhere to be seen. She watched both Iblis and Samyasa fall, but her own crimes remained hidden. Having survived both rebellions, Naamah came to enjoy a false sense of security. This was her undoing.

It was the solar Uriel who finally unmasked Naamah. When he discovered how many celestials she had seduced, Uriel's wrath was great. He inflicted her punishment in front of the assembled ranks of his celestial army, as a lesson to them all. "You wore many faces, Naamah the Pleasing; now let Heaven see them all!" he intoned. Naamah's beautiful face split apart, and five wicked heads sprang from her torso. "You sought to lead others astray and defy the will of Heaven," Uriel continued. "Now show us your true form." Naamah's five heads cried out in agony as her legs transformed into the scaly body of a snake and her wings burned away. "For your crimes," the solar thundered, "you are cast out of Heaven for all time. Join Iblis and Samyasa in the pit and burn for all eternity!" Then Naamah fell straight into Hell, as many had fallen before her.

If Uriel thought that he had taught Naamah a lesson, he was quite wrong. Naamah ended up in the Fourth Circle of Hell, serving another fallen celestial, Belial. She soon proved that her skills were a positive boon to Hell, and Belial came to value her greatly. She takes particular pleasure in undoing the work of her former celestial kin. She and her agents on the Prime are corrupters of the first order and a constant thorn in the side of the astral devas.

Combat

Although Naamah prefers to get her way with honeyed words, she is more than capable of taking on her enemies face to face. Her millennia of service as an astral deva gave her plenty of combat experience, and she knows when swift attack will accomplish more than a gentle touch. Naamah likes to start combats with *unholy blight* (she enjoys its demoralizing effect), followed up by *dispel good* if appropriate. She then attempts to stun one opponent with her flail, and tear him apart with her many teeth. Five heads give her a lot of bite.

For full descriptions of abilities common to all Fallen Celestials, see the template in **Appendix 2**.

Blasphemous Benediction (Su): Naamah grants a +4 profane bonus on the touched creature's attack and weapon damage rolls.

Fallen Celestial Qualities: Protective aura, fire resistance 20, tongues, acid, cold, electricity, and petrification immunity, +4 to saves against poison (see *MM* for more details on celestial qualities).

Probe Soul (Su): The Will save to resist Naamah's persuasion has a DC of 22.

Spell-Like Abilities: At will—*continual flame*, *detect good*, and *message*; 2/day—*change self*, *charm person*, *protection from good*; 1/day—*blasphemy*, *command*, *dispel good*, *misdirection*, *nondetection*, *suggestion*, *speak with dead*, and *unholy blight*. These abilities are as the spells cast by a 12th-level sorcerer (save DC 16 + spell level).

Stun (Su): If Naamah strikes an opponent twice in one round with her +3 *light flail*, that creature must succeed at a Fortitude save (DC 15) or be stunned for 1d6 rounds.

Unholy Compact (Su): A soul bound by this agreement is trapped in Naamah's domain on the Fourth Circle of Hell upon death.

Unsettling Aura (Ex): The Will save to resist Naamah's unsettling aura has a DC of 18.

Uncanny Dodge (Ex): Naamah retains her Dexterity bonus to AC regardless of being caught flat-footed or struck by an invisible attacker. Additionally, she cannot be flanked.

Skills: Naamah receives a +4 racial bonus to Spot and Listen checks.



Nekhet's Weapon, The Prophet's Staff

Early in her career Nekhet visited a Prime world with a vigorous cult of Set. Delighted to find a strong church dedicated to her father, Nekhet made a surprise entrance to the cult's temple and announced her parentage to the assembled throng. The worshippers were suitably impressed and bowed down to the bat-headed offspring of their deity. The High Priest, however, was not so quick to serve. In a private conference with Nekhet, he cast aspersions on her story and all but accused her of lying. The sacred scrolls made no mention of her, he asserted, so how could she be Set's daughter? Nekhet listened attentively to his protestations and then left him without saying the word. The next morning Nekhet appeared with the high priest's staff of office. He was never seen again. The rest of the priests got the message and no one ever dared to question her authority.

The Prophet's Staff is a +4 *defending* weapon. The bearer of the staff can cast *polymorph self* and *dominate person* twice per day as a 12th-level caster (save DC 16).

Caster Level: 12th

Prerequisites: Craft Magic Arms and Armor, *dominate person*, *polymorph self*

Market Price: 119,720 gp

Cost to Create: 59,860 gp + 4,800 XP.

Nekhet, Prophet of Set (Baatezu)

Medium-Size Outsider (Evil, Lawful)

Hit Dice: 15d8+45 (112 hp)

Initiative: +4 (Dex)

Speed: 30 ft., fly 40 ft. (average)

AC: 22 (+4 Dex, +5 natural, *bracers of armor* +3)

AC (flat-footed): 18

AC (vs. touch attacks): 14

Attacks: +4 *defending quarterstaff* +22/+17/+12 *melee*

Damage: +4 *defending quarterstaff* 1d6+8

Face/Reach: 5 ft. by 5 ft./10 ft.

Special Attacks: Blessed of Set

Special Qualities: Baatezu qualities, cold immunity, blindsight

Saves: Fort +12, Ref +13, Will +14

Abilities: Str 16, Dex 18, Con 17, Int 18, Wis 20, Cha 20

Skills: Appraise +14, Baance +12, Bluff +17, Concentration +15,

Diplomacy +15, Disguise +15, Gather Information +15, Heal +15,

Innuendo +17, Intimidate +15, Knowledge (Hell) +14, Knowledge

(religion) +16, Listen +15, Perform +15, Search +12, Sense Motive

+17, Spellcraft +16, Spot +13

Feats: Enlarge Spell, Maximize Spell, Silent Spell, Spell Penetration

Climate/Terrain: Any land and underground

Organization: Unique; retinue (Nekhet plus 1 10th-level fighter or 2 cornugons)

Challenge Rating: 16

Treasure: Double standard

Alignment: Lawful evil

Advancement: By character class

Nekhet is the bat-headed sister of Krotep (see page 33). Like her brother, she believes herself to be the child of the Egyptian god Set. She and Krotep have been fighting each other their whole lives.

Both desire recognition by their purported father and ascension to godhood. They also believe that only one of them can win this prize. For going on a millennium, Nekhet and Krotep have been camped outside of Set's realm, Nekhet to the south and east and her brother to the north and west. Each has armies that clash intermittently, but each also has a strategy to take them to godhood.

Krotep believes he can flatter Set by constructing pyramids in the god's name. A simple approach, but a time-honored one—it never hurts to appeal to divine vanity. Nekhet long ago rejected such notions, and she has nothing but contempt for her brother's pigheadedness. She plans to offer Set something every god wants: greater power. While Krotep works slaves to death in Hell, Nekhet has focused her energy on the Prime to win worshipers for Set, making him ever more powerful and respected.

These days Nekhet actually spends little time in Hell. Instead she travels to different Prime worlds to found cults of Set in person, appearing most often in rural areas as a wandering prophet. She performs "miracles," preaches the glory of Set, and wins converts for her father. Once the cult is established, she moves against other local religions, defiling temples and killing priests. Having thus assured the cult's survival, she appoints a leader and moves on to spread the word elsewhere. Through follow-up visits and intimidation, she keeps the various cults in line.

Leviathan, her titular lord in Hell, is not very happy with Nekhet. She is neglecting her duties to the Lord of the Fifth Circle. He would have taken her out long ago if not for the possibility that Set really is her father. Leviathan cannot afford to offend the god, since he doesn't want an enemy in the midst of his circle of Hell. Agents of Leviathan are currently investigating the true parentage of the siblings. Should godly blood not run in her veins, Nekhet may soon find herself enjoying a lengthy digestion in Leviathan's bowels.

Combat

Whether or not Nekhet is Set's daughter, her clerical power is undeniable. For her many services rendered, Set has blessed her with full access to divine spells. In addition to her spellcasting, Nekhet wields the *Prophet's Staff*, a potent weapon (see the facing page). When encountered on the Prime, she is usually accompanied by a cadre of cultists and a personal bodyguard. Her favorite bodyguard at the moment is Clevaux, a 10th-level human fighter. In Hell she travels with two cornugons (see *MM*).

Blessed of Set: Nekhet casts divine spells as a 17th-level cleric. Her chosen domains are Destruction and Evil. Set's domains are Evil, Destruction, Law, and War.

Blindsight (Ex): Like a bat, Nekhet can "see" by emitting high-frequency sounds. This allows her to locate objects and creatures within 120 feet that are otherwise hidden (for example, invisible creatures or those cloaked in darkness). A *silence* spell negates this ability.



Nergal, the Fetid Prince

Huge Outsider (Evil, Lawful)

Hit Dice: 19d8+95 (180 hp)

Initiative: +0

Speed: 40 ft. (full plate), base 50 ft.

AC: 33 (-2 size, +12 natural, +5 full plate of light fortification)

AC (flat-footed): 33

AC (vs. touch attacks): 8

Attacks: +3 *Gargantuan, lawful, spiked chain of wounding* +29/+24/+19/+14 melee; or masterwork spiked gauntlet +27/+22/+17/+12

Damage: +3 *Gargantuan, lawful, spiked chain of wounding* 2d8+16 and disease; masterwork spiked gauntlet 2d4+9

Face/Reach: 10 ft. by 10 ft./15 ft. (20 ft. with spiked chain)

Special Attacks: Diseased strike, mass contagion, spell-like abilities, summon baatezu

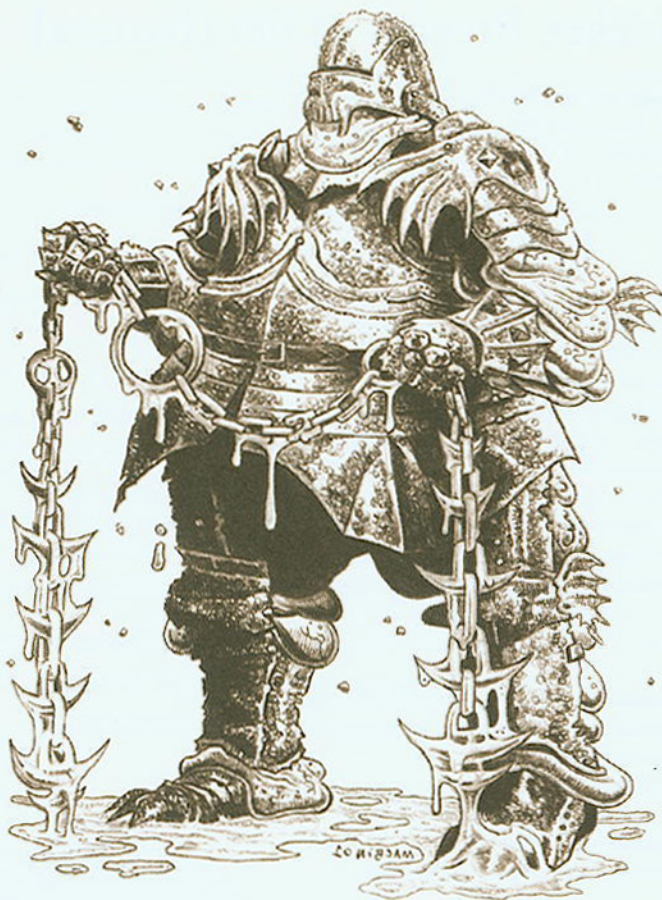
Special Qualities: Baatezu qualities, damage reduction 15/+3, disease immunity, SR 25

Saves: Fort +16, Ref +11, Will +15

Abilities: Str 28, Dex 10, Con 20, Int 14, Wis 18, Cha 18

Skills: Balance +8, Bluff +14, Climb +19, Concentration +15, Diplomacy +19, Gather Information +19, Heal +14, Innuendo +19, Intimidate +14, Knowledge (Hell) +17, Knowledge (infernal politics) +17, Listen +14, Search +12, Sense Motive +19, Spellcraft +12, Spot +14

Feats: Exotic Weapon Proficiency (spiked chain), Expertise, Improved Critical (spiked chain), Improved Trip, Improved Unarmed Strike



Climate/Terrain: Any land and underground

Organization: Unique or retinue (Nergal plus 12 osyluths and 50 herlekins)

Challenge Rating: 18

Treasure: Quadruple normal

Alignment: Lawful evil

Advancement: By character class

Nergal is a powerful noble in the service of Beelzebub, Lord of the Seventh Circle. He is a master of pestilence whose particular pleasure is spreading disease on Prime worlds. Nergal's form is huge and bloated. He revels in the fact that the randomness of truly virulent disease can shake even the strongest faith. Devils thrive in this sort of atmosphere, tempting mortals onto a path that leads them to Hell upon death.

Nergal is also proof that Beelzebub has a sense of humor. He whose stock in trade is disease that rots from within is in charge of preventing the decay of Beelzebub's organization. He commands the osyluths of the Seventh Circle and makes sure they are properly policing the Lord of the Flies' minions. Nergal receives hundreds of reports every day from his far-flung agents, feeding him information on countless devils. He has dirt on most of Beelzebub's important nobles, and they hate him for it. They also fear him, of course—that and Beelzebub's continued support keep Nergal in office.

The Fetid Prince built his base of operations in an enormous swamp. His minions *teleport* in and out, so there is no need for a navigable path to his fortress. Any overland attack is doomed to failure, as the swamp can and does swallow up entire armies. Nergal is most vulnerable on his periodic trips to the Prime. These voyages are unwise, but he simply cannot give up the joy of personally cursing mortals with plagues of his own devising.

Combat

Nergal's form may appear flabby, but that does not mean he is a weak combatant. While he is immune to diseases himself, he is a carrier for dozens of different types of pestilence. Nergal knows that any sane combatant fears infection, so he closes as quickly as possible. Each blow with his slime-covered spiked chain is diseased, and he also relishes every chance he gets to use *infectious* on enemies.

Diseased Strike (Su): Nergal drips pestilence from every pore. Any opponent he strikes in melee combat may become infected with *flesheater*, a disgusting supernatural disease: injury, Fortitude save (DC 20), incubation period 1 hour; 1d8 temporary Constitution.

Mass Contagion (Su): This fearsome ability is identical to the *contagion* spell but affects up to twenty opponents within 100 feet of Nergal, no two of which can be more than 30 feet apart. A Fortitude save (DC 22) negates the effect.

Spell-Like Abilities: At will—*contagion*, *ray of enfeeblement*, *see invisibility*, *teleport without error* (self plus 50 pounds only), and *whispering wind*; 2/day—*acid fog*, *protection from good*, *prying eyes*; 1/day—*blasphemy*, *dispel good*, *nondetection*, and *unholy blight*. These abilities are as the spells cast by an 18th-level sorcerer (save DC 14 + spell level).

Summon Baatezu (Sp): Once per day Nergal can summon 2d10 herlekins with a 75% chance of success or 1d8 osyluths with a 35% chance of success.

Oubliette (Baatezu)

Huge Outsider (Evil, Lawful)

Hit Dice: 12d8+72 (126 hp)

Initiative: -1 (Dex)

Speed: 40 ft.

AC: 25 (-2 size, -1 Dex, +18 natural)

AC (flat-footed): 25

AC (vs. touch attacks): 7

Attacks: 2 slams +19 melee, bite +14 melee

Damage: Slam 2d6+9, bite 1d10+4

Face/Reach: 10 ft. by 10 ft./15 ft.

Special Attacks: Stomp

Special Qualities: Baatezu qualities, regeneration 5, SR 16

Saves: Fort +14, Ref +7, Will +10

Abilities: Str 29, Dex 9, Con 22, Int 5, Wis 14, Cha 14

Skills: Balance +11, Intimidate +14, Jump +21, Listen +14, Spot +14

Feats: Blind-Fight, Endurance, Improved Bull Rush, Power Attack

Climate/Terrain: Any land and underground

Organization: Solitary or strike force (see text)

Challenge Rating: 11

Treasure: None

Alignment: Always lawful evil

Advancement: 13-16 HD (Huge); 17-24 HD (Gargantuan)

Oubliettes are sinister creations of Asmodeus that can be found on all circles of Hell. They were devised to deny pure souls to the Lords of Good for all time.

The denizens of the planes are in a constant struggle for souls.

Devils tempt mortals into evil so that their souls will travel to Hell

upon death. Likewise, the souls of the good go to the Seven Heavens

or other good planes. Accumulating souls makes both gods and devils more powerful, which is why the war is prosecuted with such vigor.

Each corrupted soul adds power to Asmodeus and denies it to the Lords of Good. But the King of Hell realized that there were some souls too good to be corrupted and too powerful to be allowed into Heaven, such as those of heroic paladins and clerics. He created the oubliettes to be living prisons of flesh. When a baatezu noble or Lord of Hell wants a troublesome champion of good removed, an infernal strike force is assembled that includes an oubliette.

An oubliette stands some 25 ft. tall, with a long tentacle that can be extended from its stomach. Once subdued by the strike force, the targeted mortal can only watch helplessly as the oubliette's tentacle emerges. An infernal headsman then chops off the mortal's head and plants it on the waving tentacle. Amazingly, this does not kill the victim. Skull and tentacle bond, and hellish ichor from the oubliette's body keeps the head both alive and conscious. Once the process is complete, the oubliette slides the tentacle back into its body and the devils return to Hell with their prize.

An oubliette lives for millennia unless slain, and for all that time the good soul trapped within is lost to Heaven. To make matters worse, oubliettes wander throughout Hell, making their charges watch the unspeakable evil that goes on there. A century or two of unending horror is enough to drive most mortals mad. Some even begin to enjoy the spectacle; these are Asmodeus's greatest triumphs. When this happens, the oubliette can safely smash the head apart and release the now-evil soul to join the host of Hell.

Combat

An oubliette is dull-witted but incredibly tough. Its tentacle is never exposed to combat in normal circumstances: The oubliette draws it back into its body as a partial action as soon as combat begins, if it was not there already. In the off chance an enemy gets an attack at the tentacle, it has AC 20 and can be severed by a hit from a slashing weapon that deals 15 or more points of damage. When an oubliette is slain or its tentacle severed, the trapped soul is released at last.

Oubliettes are rarely found in numbers. When one appears, it is usually part of a strike force. These groups of devils vary tremendously, depending on the noble giving the order and the power of the target. Strike force members attempt to subdue the target and kill all other opposition.

Regeneration (Ex): Fire and acid deal normal damage to an oubliette. An oubliette that loses a limb or body part can regrow the lost portion in 3d12 minutes. The creature can reattach a severed limb instantly by holding it to the stump.

Stomp (Ex): An oubliette can make a special stomp attack versus a Medium-size or smaller opponent. It forgoes its usual attacks and tries to crush the enemy underfoot. This is a melee touch attack that incurs an attack of opportunity. The attack deals 3d6+13 points of bludgeoning damage and threatens a critical on a natural roll of 17-20.



Pain Mistress (Baatezu)

Large Outsider (Evil, Lawful)

Hit Dice: 7d8+35 (66 hp)

Initiative: +3 (Dex)

Speed: 30 ft. (breastplate), base 40 ft.

AC: 20 (-1 size, +3 Dex, +3 natural, +5 breastplate)

AC (flat-footed): 17

AC (vs. touch attacks): 12

Attacks: 2 claws +11 melee

Damage: Claw 1d8+5

Face/Reach: 5 ft. by 5 ft./10 ft.

Special Attacks: Fighting claws, improved grab, squeeze, spell-like abilities

Special Qualities: Baatezu qualities

Saves: Fort +10, Ref +8, Will +9

Abilities: Str 20, Dex 16, Con 20, Int 9,

Wis 14, Cha 16

Skills: Bluff +7, Climb +4,

Concentration +9, Disguise +7,

Gather Information +7, Heal +6,

Innuendo +6, Intimidate +7,

Listen +6, Sense Motive +6,

Spot +6, Wilderness Lore +8

Feats: Iron Will, Track

Climate/Terrain: Any land and underground

Organization: Solitary, team (2–4), or squad (5–12)

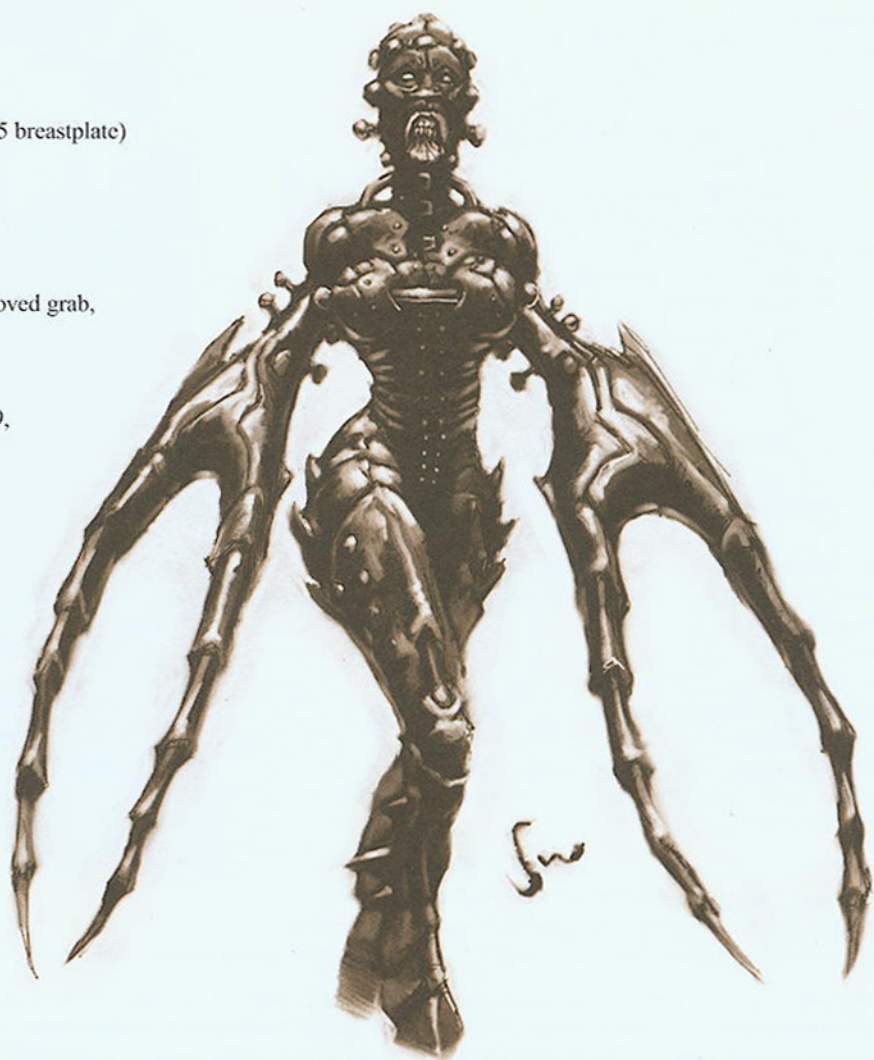
Challenge Rating: 7

Treasure: Standard

Alignment: Always lawful evil

Advancement: 8–11 HD

(Large); 12–20 HD (Huge)



Pain mistresses are Submitters of Duchess Hadriel (see Hadriel's entry on page 23). They inflict pain on other Submitters and receive pain from the Obeyed.

They are thus perfect servants for the Duchess of Domination.

Pain mistresses are instantly recognizable by their oversized claws. They serve Hadriel in two ways. They act as torturers, squeezing secrets from Hadriel's enemies. They also track down and capture persons of interest to the Duchess. Their *polymorph self* ability allows them to hunt on the Prime as well as in Hell. Pain mistresses are key members of the Shrieking Violet Society and have proved an important part of Hadriel's Prime operation. With precise applications of pleasure and pain, they mold the society's members into proper tools.

If Hadriel has a worry, it is that the pain mistresses are enjoying their stay on the Prime too much. They spend most of their time in an alternate form, living among humanoids. Some have become quite notorious in their mortal identities. One, who goes by the name Michaela, has the entire nobility of her home city under her sway. These jaded aristocrats have fallen hard for Michaela's hellish attractions. They see it all as decadent and risqué fun, and they fail to understand that Michaela has real power over them.

Combat

Pain mistresses fight in one of two modes. They use their crushing claws when they want to capture or immobilize an opponent but shift to special fighting claws when they want to kill. Their spell-like abilities help them divide and conquer.

Fighting Claws (Su): A pain mistress's claws are ungainly to say the least. When more finesse is required, she can transform her big claws into smaller, sleeker fighting claws as a move-equivalent action. The improved grab and squeeze abilities cannot be used with the fighting claws, but they are equivalent to +1 weapons for purposes of damage reduction and deal 2d6+5 damage.

Improved Grab (Ex): To use this ability, the pain mistress must hit with a claw attack.

Squeeze (Ex): A pain mistress that gets a hold automatically deals claw damage, with an additional 1d8 points of bludgeoning damage from the crushing force, each round the hold is maintained.

Spell-like Abilities: 3/day—*dominate person* and *polymorph self*; 1 day—*symbol of pain*. These abilities are as the spells cast by a 10th-level sorcerer (save DC 13 + spell level).

Painshrieker

Medium-Size Aberration

Hit Dice: 5d8+15 (37 hp)

Initiative: +2 (Dex)

Speed: 30 ft.

AC: 15 (+2 Dex, +3 natural)

AC (flat-footed): 13

AC (vs. touch attacks): 12

Attacks: Masterwork handscythe +5 melee; or 2 masterwork handscythes +3 melee

Damage: Masterwork handscythe 1d8+1; or 2 masterwork handscythes 1d8+1, 1d8

Face/Reach: 5 ft. by 5 ft./5 ft.

Special Attacks: Shock, sonic barrage

Special Qualities: Blindsight, damage reduction 5/leather

Saves: Fort +4, Ref +3, Will +4

Abilities: Str 12, Dex 15, Con 16, Int 14, Wis 10, Cha 8

Skills: Hide +10, Listen +8, Move Silently +6, Search +10, Spot +8

Feats: Ambidexterity, Exotic Weapon Proficiency (handscythe), Two-Weapon Fighting



Climate/Terrain: Any land and underground

Organization: Solitary or gang (2-5)

Challenge Rating: 4

Treasure: None

Alignment: Usually lawful evil

Advancement: 6-9 HD (Medium-size)

While Duchess Hadriel prefers female servants, she knows how to use men when it suits her. The painshriekers, a common form of Submitter (see Hadriel's entry on page 23), are a case in point.

Painshriekers are recruited from the most ardent of Hadriel's male mortal followers. Such is their desire to please their mistress that they willingly submit to the agonizing process of transformation. Like strigae (see below), they are first blinded. They are then slit open from navel to chin, and large segments of their internal organs are removed and replaced with a vibratory superstructure that projects an ultrasonic beam. The new painshriekers remain blind until the grafts heal, at which time they can "see" again with their implanted sonic generator. They also learn to create a powerful sonic attack.

Hadriel uses the painshriekers as shock troops. Their inhuman appearance and sonic barrage make them much-feared opponents. Since Hadriel is operating in the shadows at the moment, painshriekers are rarely seen on the Prime. They are kept in several remote forest keeps, waiting to burst forth on the Duchess's command.

Combat

Painshriekers close with opponents quickly so they can use their sonic barrage. When their enemies are still reeling, they rush forward to finish them in melee. Painshriekers favor an exotic weapon called the handscythe. They fight with them in pairs, in a manner similar to the sai.

Blindsight (Ex): Painshriekers can "see" by emitting high-frequency sounds, inaudible to most other creatures, that allow them to locate objects and creatures within 120 feet. A *silence* spell negates this, effectively blinding the painshrieker.

Shock (Su): The sight of a painshrieker is so disturbing that a viewer must succeed at a Will save (DC 11) or be paralyzed with fear for 1d3 rounds. Whether or not the save is successful, that creature cannot be affected again by that painshrieker's shock ability for one day. When confronted with a group of painshriekers, a viewer attempts only one save, but the DC is increased by 1 for each additional painshrieker (maximum DC 25). For example, a creature attacked by four painshriekers would have to make one Will save with a DC of 14.

Sonic Barrage (Su): A painshrieker can create a devastating sonic attack in a 50-foot-long cone. Anyone within the cone immediately takes 1d8 damage with no saving throw allowed. Those affected continue to shake as the harmonics rise to a frenzied pitch. On the second round within the cone, they must succeed at a Fortitude save (DC 15) or take 1d12 damage. On the third round they must save again or take 2d8 damage. Successful saves halve the damage.

Handscythe

| Weapon | Cost | Damage | Critical | Range Increment | Size | Weight | Type |
|------------|------|--------|----------|-----------------|------|--------|----------|
| Handscythe | 20gp | 1d8 | x4 | — | M | 4 lb. | Slashing |

Handscythes are exotic melee weapons designed to be used in pairs. An off-hand handscythe is considered a light weapon for the purposes of two-weapon fighting.

Spinder (Baatezu)

Medium-Size Outsider (Evil, Lawful)

Hit Dice: 5d8+10 (32 hp)

Initiative: +7 (+3 Dex, +4 Improved Initiative)

Speed: 40 ft.

AC: 17 (+3 Dex, +4 natural)

AC (flat-footed): 14

AC (vs. touch attacks): 13

Attacks: Bite +6 melee, 2 claws +1 melee

Damage: Bite 2d6 +1, claw 1d4

Face/Reach: 5 ft. by 5 ft. /5 ft.

Special Attack: Pounce, improved grab, impregnating bite

Special Qualities: Baatezu qualities

Saves: Fort +6, Ref +7, Will +3

Abilities: Str 13, Dex 16, Con 14, Int 6, Wis 8, Cha 6

Skills: Hide +6, Listen +7, Move Silently +6,

Search +6, Spot +7

Feats: Dodge, Improved Initiative

Climate/Terrain: Any land and underground

Organization: Swarm (6–15) or mob (16–40)

Challenge Rating: 4

Treasure: None

Alignment: Always lawful evil

Advancement: 6–8 HD (Medium-size)



The well-equipped adventurer has little to fear from a single spinder, despite its jagged appearance. Unfortunately, the only time one of these ferocious creatures is found alone is when it's dead.

Spinders arrive in and disappear from the various levels of Hell much like a plague of vermin. They have little intelligence to speak of and dedicate most of their lives simply to propagating their line. This is more difficult than it sounds because spinders cannot gestate on their own but must impregnate other creatures by force. Because they aren't much of a threat singly, spinders band together in groups of six or more to better accomplish this goal.

The other denizens of Hell react poorly to spinders and attempt to exterminate any packs that arrive in the vicinity. This prejudice has made the spinders nomadic out of necessity. Similarly, they can survive for years without food, although they tend to eat in prodigious amounts if they have not fed for any substantial period of time.

Although these devils are only occasionally seen outside of Hell, there are at least two documented instances of spinders let loose on the Prime that destroyed entire cities.

Combat

Without their ability to get into and survive fights, spinders would have ceased to exist ages ago. In general they prefer to initiate combat only when they outnumber their foes at least two to one, but they attack anything if it has been a while since they have spawned or fed. Upon finding a suitable target, a group of spinders attempt to encircle their prey. They run forward on all fours with their heads down, relying on their spines to deflect any potential ranged attacks. Once they have their prey surrounded (or as close to this as they can get), they leap simultaneously, trying to knock the target down. If the spinders do not have the advantage of numbers, they leave one or more enemies free so that they can gang up on others. Spinders press their attack until they have killed or subdued their foes, unless there is danger of the entire pack being wiped out, in which case they beat a hasty retreat. If they have managed to impregnate one or more opponents, they break off at the first sign that a combat is going against them.

Pounce (Ex): If a spinder leaps on a foe during the first round of combat, it can make a full attack even if it has already taken a move action.

Improved Grab (Ex): To use this ability, the spinder must hit with both claw attacks. It can attempt a grapple as a free action without provoking an attack of opportunity. This attack is usually used as a prelude to an impregnating bite (see below). The spinder sinks in its claws and attempts to pull the opponent within range of its jaws. It can make a bite attack against a held opponent each round it maintains the hold.

Impregnating Bite (Ex): This is the biggest reason to fear encountering a group of spinders. Upon engaging in combat, a spinder begins stimulating its reproductive glands (located in the throat) to begin secreting eggs. If it hits a living creature with its bite attack, it injects these eggs into the bloodstream of the victim. A bitten creature must succeed at a Fortitude save (DC 15) to reject the foreign bodies and thus avoid impregnation. The spinder eggs make their way through the victim's bloodstream and attach themselves to the heart. The rhythm of the beating heart in combination with the warmth of the blood awakens the dormant eggs; the larval spinders hatch out and immediately begin feeding. After an hour a typical creature feels weakened by blood loss (–5 to all ability scores), and after 90 minutes most have trouble standing unaided (–10 to all ability scores). If the victim has not been diagnosed and successfully treated after 2 hours, the larval spinders eat through the walls of the heart, killing that creature. They eat themselves out of their host's body within a day, at which time they are mature spinders. Only a *remove disease* spell can eliminate the infection.

Soulsniffer (Baatezu)

Medium-Size Outsider (Evil, Lawful)

Hit Dice: 7d8+14 (45 hp)

Initiative: +5 (Dex)

Speed: 50 ft.

AC: 20 (+5 Dex, +5 natural)

AC (flat-footed): 15

AC (vs. touch attacks): 15

Attacks: 2 claws +10 melee

Damage: Claw 1d6+3

Face/Reach: 5 ft. by 5 ft./5 ft.

Special Attacks: Ghost bane, ghost touch, soulsuck, sneak attack
+3d6, spell-like abilities

Special Qualities: Baatezu qualities, soulsniff

Saves: Fort +7, Ref +10, Will +5

Abilities: Str 17, Dex 20, Con 14, Int 14, Wis 10, Cha 13

Skills: Balance +7, Climb +6, Escape Artist +6, Gather Information +5, Hide +13, Intuit Direction +2, Knowledge (Hell) +6, Listen +8, Move Silently +13, Search +10, Spot +10, Swim +5, Tumble +9, Wilderness Lore +10*

Feats: Alertness, Expertise, Improved Disarm, Track

Climate/Terrain: Any land and underground

Organization: Solitary or pack (2–5)

Challenge Rating: 5

Treasure: None

Alignment: Always lawful evil

Advancement: 8–10 HD (Medium-size); 11–14 HD (Large)



Soulsniffers scour Hell's nine circles and capture renegade souls for their diabolical lords.

When souls first arrive in Hell, they are incorporeal and bewildered. Most of the time, before they can get their bearings and come to the realization that they are dead, they become larvae, the abused majority of Hell. Sometimes, though, a particularly powerful or canny soul avoids this transformation. These souls roam through Hell looking to escape, and sometimes they succeed. On rare occasions they return to the Prime as ghosts.

The Lords of Hell, of course, cannot allow such impudence to stand. They maintain a specialized cadre of soulsniffers, devils that hunt down runaway souls and return them to Hell. On special occasions, a lord may even send soulsniffers to the Prime to bring back a particularly juicy soul. Due to their expertise at dealing with incorporeal targets, soulsniffers sometimes find themselves summoned to the Prime by mortal spellcasters as well.

Combat

Soulsniffers are creatures of stealth. They prefer to track their foes in the shadows and then mount a surprise attack when the time is right. They make the most out of their sneak attack ability, especially when forced to fight mortal enemies. They are a nasty surprise for characters who like to avoid combat by becoming ethereal.

Ghost Bane (Su): Soulsniffers gain a +5 competence bonus to damage against incorporeal creatures.

Ghost Touch (Su): Melee attacks by a soulsniffer deal damage normally against incorporeal opponents. (An incorporeal creature's 50% chance to avoid damage does not apply to soulsniffers.)

Soulsuck (Su): When attacking a renegade soul, a soulsniffer prefers to deal subdual damage until the opponent becomes unconscious. The following round, as a full-round action, the soulsniffer can suck the soul down its throat. The soul remains trapped in its bowels until the soulsniffer is safely back in Hell, at which time the soul is regurgitated. A soulsniffer can carry six trapped souls at any one time. Should it be slain before returning to Hell, the swallowed souls escape.

Sneak Attack (Ex): A soulsniffer can make sneak attacks just as a 5th-level rogue can, dealing an additional 3d6 points of damage on a successful strike.

Spell-like Abilities: At will—*detect law*; 3/day—*color spray*, *freedom of movement* (self only); 1/day—*polymorph self*. These abilities are as the spells cast by an 8th-level sorcerer (save DC 11 + spell level).

Soulsniff (Su): A soulsniffer can literally smell the souls of the damned. This allows it to track souls by scent, despite their incorporeal nature, with a base DC of 20. The ability otherwise follows the rules for the Track feat. *The soulsniffer's superior olfactory senses give it a +5 competence bonus to all Wilderness Lore checks made while tracking.

Feats: A soulsniffer receives Alertness and Track as bonus feats.

Striga (Baatezu)

Medium-Size Outsider (Evil, Lawful)

Hit Dice: 5d8+10 (32 hp)

Initiative: +3 (Dex)

Speed: 30 ft., fly 50 ft. (average)

AC: 15 (+3 Dex, +2 natural)

AC (flat-footed): 12

AC (vs. touch attacks): 13

Attacks: 2 claws +8 melee

Damage: Claw 1d6+3 and poison

Face/Reach: 5 ft. by 5 ft./5 ft.

Special Attacks: Poison

Special Qualities: Baatezu qualities, true seeing

Saves: Fort +6, Ref +7, Will +5

Abilities: Str 16, Dex 17, Con 14, Int 11, Wis 12, Cha 13

Skills: Gather Information +6, Hide +8,

Innuendo +6, Listen +6, Move

Silently +8, Read Lips +5, Search +5,

Spot +6

Feats: Blind-Fight, Dodge

Climate/Terrain: Any land and underground

Organization: Solitary or covey (2–5)

Challenge Rating: 3

Treasure: Standard

Alignment: Always lawful evil

Advancement: 6–8 HD (Medium-size); 8–15 HD (Large)

Strigae (the plural of striga) are Submitters of Duchess Hadriel (see Hadriel's entry on page 23). They are spies recruited from particularly devoted and ruthless members of the Shrieking Violet Society.

Hadriel promises these women arcane secrets and tells them that they will see the world in a whole new way. Few decline such an honor. She creates the strigae herself, using a complicated ritual she tortured out of a powerful sorcerer. This process is incredibly painful for the inductee, who is both blinded and scalped. A new, magically grown sensory organ is then implanted in the back of the skull.

When a new striga awakes, bereft of normal sight and with new-grown wings and claws, the shock is overwhelming. Many succumb to insanity, unable to adjust to their new way of seeing the world. Those who survive the ritual, though, discover that their new sensory organ is very powerful indeed. It allows them to see the essential nature of the people and things around them.

With their special sensory abilities, strigae can provide impeccable intelligence for their duchess. They also sometimes lead groups of Submitters. Mortal members of the Shrieking Violet Society, many of whom aspire to such status themselves, treat strigae with awe. They whisper among themselves that strigae can sense a traitorous heart with only a glance of their sightless eyes.

Strigae are normally found on the Prime, working for Hadriel. They use their *polymorph self* ability to disguise themselves as humans, elves, or other humanoids.

Combat

Individual strigae rarely stick around for extended combats. They are far more likely to take to the sky and return later with reinforcements. When numbers are on their side, strigae attack with their poisoned claws, attempting to gang up on and weaken their foes.

Poison (Ex): Claw, Fortitude save (DC 14); initial and secondary damage 1d4 temporary Strength.

Spell-like Abilities: 3/day—*invisibility* (self only), *polymorph self*; 1/day—*expeditious retreat* and *knock*. These abilities are as the spells cast by an 8th-level sorcerer (save DC 11 + spell level).

True Seeing (Su): The sensory organ implanted in a striga's skull gives her the permanent benefit of a *true seeing* spell (arcane version).



Vierhaander (Baatezu)

Large Outsider (Evil, Lawful)

Hit Dice: 6d8+12 (39 hp)

Initiative: +2 (Dex)

Speed: 50 ft.

AC: 19 (-1 size, +2 Dex, +8 natural)

AC (flat-footed): 17

AC (vs. touch attacks): 11

Attacks: 2 claws +6 melee, bite +1 melee

Damage: Claw 1d6+1, bite 1d8

Face/Reach: 5 ft by 5 ft./15 ft.

Special Attack: Spell-like abilities, rack, born grappler

Special Qualities: Baatezu qualities

Saves: Fort +7, Ref +7, Will +5

Abilities: Str 12, Dex 15, Con 14, Int 13, Wis 11, Cha 15

Skills: Balance +10, Climb +10, Jump +6, Move Silently +8, Perform +7

Feats: Ambidexterity, Improved Disarm

Climate/Terrain: Any land and underground

Organization: Solitary or team (2-4)

Challenge Rating: 5

Treasure: None

Alignment: Always lawful evil

Advancement: 7-9 HD (Large); 10-13 HD (Huge)



In the higher strata of devil society, owning a vierhaander is a sign of status. These gangly, leather-skinned creatures were bred to serve Hell's nobility. Two hands were judged insufficient to accomplish this task, so the vierhaander has four.

For all their worth to their masters, vierhaanders are generally not summoned forth except to impress other nobles. They serve in the infernal courts as jesters and whipping boys, a ready form of entertainment for the jaded aristocracy of Hell. Over the centuries, the vierhaanders have lost most of their ability to speak, but they have gained something else: the desire for freedom.

There are numerous barriers to this recently discovered need, not the least of which is the fact that their numbers are scattered throughout Hell. Since their tasks only take up a small fraction of their day, however, the vierhaanders have been slowly building up an underground network through which they can communicate. They know that they cannot hope to escape from their servitude by force, so a subtler way of attaining their goal is currently in discussion. Adventurers who are foolish enough to believe they can gain allies by advancing this cause, though, are likely to live only long enough to regret their error.

Vierhaanders are seldom seen on the Prime. They are a valued commodity and are only given (or, more often the case, lent) to mortals who have committed truly nefarious deeds in service to Hell. A vierhaander uses such an opportunity to its advantage, trying either to escape or to kill its mortal master. If successful, it stays clear of mortal settlements and sticks to secluded wilderness areas where it is unlikely to be noticed.

Combat

Despite their ungainly appearance, vierhaanders are quite nimble. They avoid conflict, preferring to use their spell-like abilities to gain enough time to escape. They are not allowed to carry weapons of their own, but if forced to fight they disarm opponents and use the liberated weapons against them. Vierhaanders' other favored attack is the rack, a vicious grapple that tears enemies apart.

Spell-like Abilities: 1/day—*blur*, *cause fear*, *gust of wind*, *haste*. These abilities are as the spells cast by a 6th-level sorcerer (save DC 12 + spell level).

Rack (Ex): If unable to disarm an opponent, a vierhaander attempts to start a grapple, which does not provoke an attack of opportunity from the target. If it gets a hold, the vierhaander drops onto its back and lifts its opponent into the air with all four hands. The following round, if it maintains the hold, the vierhaander tries to tear its foe apart, automatically dealing 1d8 points of damage. The amount of damage dealt increases by 1d8 each round it maintains the hold (2d8 the second round, 3d8 the third round, and so on).

Born Grappler (Ex): Due to its multiple hands, a vierhaander receives a +4 racial bonus to all grapple checks, including the rack.

Vuall, Duke of Pleasure (Baatezu)

Large Outsider (Evil, Lawful)

Hit Dice: 13d8+65 (123 hp)

Initiative: +8 (+4 Dex, +4 Improved Initiative)

Speed: 30 ft.

AC: 28 (-1 size, +4 Dex, +15 natural)

AC (flat-footed): 24

AC (vs. touch attacks): 13

Attacks: 2 claws +18 melee; or spittleseed +16 ranged

Damage: Claw 1d6+5; spittleseed 3d4 acid and see text

Face/Reach: 5 ft. by 5 ft./10 ft.

Special Attacks: Spell-like abilities, make barren, exquisite touch, spittleseed, summon baatezu

Special Qualities: Damage reduction 20/+4, SR 28, baatezu qualities, bestow Charisma

Saves: Fort +13, Ref +12, Will +11

Abilities: Str 20, Dex 18, Con 20, Int 15, Wis 16, Cha 26

Skills: Bluff +24, Concentration +21, Diplomacy +18, Forgery +10, Gather Information

+18, Knowledge (arcana) +18, Knowledge (infernal politics) +10, Knowledge (the

planes) +10, Listen +19, Sense Motive +19

Feats: Dodge, Improved Initiative, Power Attack, Weapon Focus (claw)

Climate/Terrain: Any land and underground

Organization: Unique

Challenge Rating: 15

Treasure: Standard goods; double coins; standard items

Alignment: Lawful evil

Advancement: By character class

Vuall has power over sex and fertility, and he is popular among the barren and those whose true loves do not share their affections. Courtesans worship the Duke of Pleasure to bolster their skills.

Spurned men send prayers to Hell to force adoration from the subjects of their irrational desires. The physically deformed look upon their pleasingly featured fellows with homicidal envy. Murderous prostitutes, pregnant with diabolical seed, slit the throats of satisfied clients while they're sleeping, collecting their blood in iron chalices to be quaffed in dark ceremonies. And nestled in the Oasis of Unbound Passion, in an arid desert on the first layer of Hell, Vuall laughs.

Vuall is said to have written many treatises on lovemaking, and his reputation as a lover spans the planes. He is something of a patron "antisaint" among disreputable courtesans (both male and female), who believe that the Duke of Pleasure can grant them erotic skill and protection from the hazards of their profession. The devil is far from altruistic, however. Every fertilization he performs, every sensuous secret he whispers into the ear of a desperate whore, is calculated to bring him the most gain, in the form of either material wealth or contracts on the souls of his followers.

The Duke of Pleasure stands 10 feet tall and appears as a well-built human man with the head of a camel. He dresses in a loose-fitting, alluring garment that reveals a muscular, masculine chest. His hands, though clawed, are nonetheless soft and nimble. Though Vuall understands the intricacies of infernal nobility, he considers himself politically independent (with a distaste for Beelzebub and his faction, whom he views as upstarts).

Combat

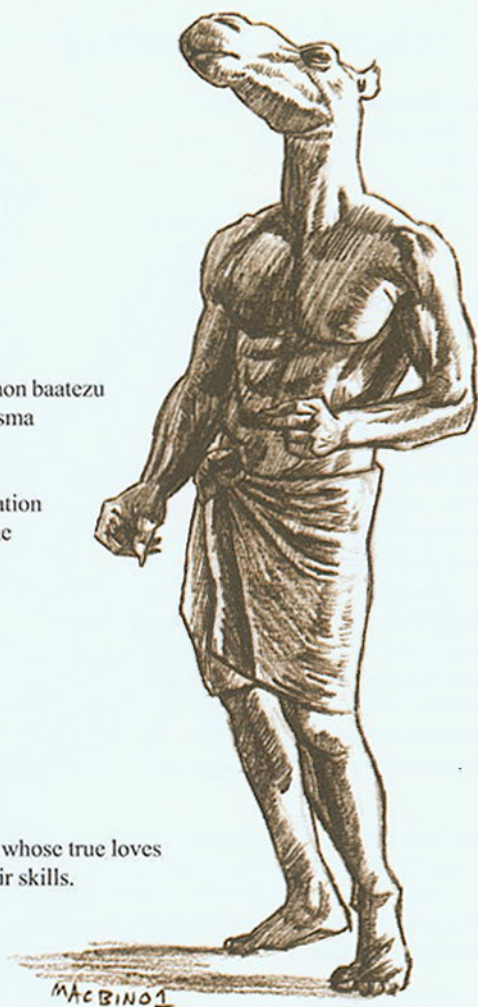
Vuall prefers parley and seduction to battle, but he fights with ferocious vigor if threatened. When faced with obviously superior strength of arms, he takes to the air and barrages his enemies with powerful spell-like abilities.

Bestow Charisma (Su): Vuall may bestow a boon upon a supplicant by kissing him or her on the forehead. This grants the one kissed a +6 enhancement bonus to Charisma. The effect lasts 24 hours.

Exquisite Touch (Su): Vuall can make a melee touch attack to incapacitate an opponent. The touched creature must succeed at a Fortitude save (DC 24) or be flooded with pleasure so intense that the mind nearly shuts off and the body can do nothing but quiver. This effect lasts for 1 round, during which the victim is helpless.

Make Barren (Su): As a ranged touch attack, Vuall may emit a ray of nullifying energy from his fingertips (range 200 feet). Anyone struck by this ray must succeed at a Fortitude save (DC 24) or be rendered incapable of producing offspring. This effect is permanent unless removed by a *wish* or *miracle*, or Vuall chooses to lift it. He can remove the effect at any time for any reason and can even make a barren person fertile, whether he was the cause of the infertility or not (though he is loath to do this out of charity).

Spell-Like Abilities: At will—*animate dead*, *blasphemy*, *charm person*, *desecrate*, *detect good*, *detect magic*, *dispel magic*, *fly*, *hold person*, *lightning bolt*, *magic circle against good*, *major image*, *polymorph self*, *suggestion*, *teleport without error* (self plus 50 pounds only), *unholy aura*, *unholy blight*, *unhallow*, and *veil*; 1/day—*forcecage* and *prismatic spray*. These abilities are as the spells cast by a 20th-level sorcerer (save DC 18 + spell level).



Spittleseed (Su): Vuall uses his own fertility as both weapon and tool. Once every 2 rounds, he can spit a glob of his diabolical seed up to 30 feet as a ranged touch attack. Anyone struck by this substance takes 3d4 points of acid damage; there is no splash damage. Unless somehow neutralized, the spittleseed continues to seep into the flesh, dealing 3d4 points of additional damage each round for 5 rounds, after which the liquid completely sinks into the opponent's body. When this occurs, the opponent must succeed at a Fortitude save (DC 24) to avoid the corruption of his or her body. Otherwise, the next child sired by (if male) or born from (if female) that being will be a half-fiend (see *MM* for more information on half-fiends).

Summon Baatezu (Sp): Three times per day Vuall can automatically summon three erinyes, osyluths, or barbezu, or one cornugon or gelugon.

Whiptail (Baatezu)

Small Outsider (Evil, Lawful)

Hit Dice: 2d8 (16 hp*)

Initiative: +2 (Dex)

Speed: 10 ft., fly 50 ft. (good)

AC: 14 (+1 size, +2 Dex, +1 natural)

AC (flat-footed): 12

AC (vs. touch attacks): 12

Attacks: Tail slap +5 melee, bite -2
melee

Damage: Tail slap 1d6 and
stunning, bite 1d4

Face/Reach: 5 ft. by 5ft./5 ft.

Special Attacks: Stunning attack

Special Qualities: Baatezu
qualities, of the flesh*

Saves: Fort +3, Ref +5, Will +2

Abilities: Str 10, Dex 14, Con 10,
Int 7, Wis 8, Cha 10

Skills: Hide +9, Listen +2, Search +1,
Spot +2

Feats: Flyby Attack, Weapon Finesse (tail slap)

Climate/Terrain: Any land and underground

Organization: Brood (2-5), swarm (5-20), or flight (20-40)

Challenge Rating: 1

Treasure: None

Alignment: Always lawful evil

Advancement: 3-4 HD (Medium-size)



Whiptails are a curious inhabitant of the Ninth Circle, with a very particular function. They are a kind of parasite, feeding on the dead flesh of the King of Hell.

At the very bottom of the pit of Hell lies the serpentine form of Asmodeus. The story of his fall has been lost in the mists of time, but fall he did. It is said that devils spring fully formed from his still-bleeding body, which stretches for miles. Asmodeus has never truly healed from his fall, and his blood continues to seep from a thousand wounds. Whiptails cluster around him, tearing off chunks of flesh with their teeth.

If Asmodeus notices the feasting, he gives no sign. When he shifts his colossal form, however, the sky blackens as thousands of whiptails take to the air. Perhaps once in a decade, Asmodeus feels the need to thin their ranks. At these times, he sends swarms of the creatures into various Prime worlds to sow destruction and discord. This is a one-way trip: The whiptails continue to plague these worlds until they are eradicated. In the course of history, several kingdoms have fallen as a direct or indirect consequence of swarming whiptails.

Combat

Whiptails are never found alone. Their greatest strength is numbers, which they exploit to the utmost. They favored tactic is to stun opponents with their tails and then settle on them to feed. With their great maneuverability and their flyby attack, whiptails can gang up on individual targets with ease.

***Of the Flesh (Ex):** Whiptails eat a steady diet of Asmodeus's flesh. Even the dead stuff is laden with his power, so all whiptails have maximum hit points.

Stunning Attack (Ex): Whiptails, as their name indicates, are quite adept at using their bony tails in combat. They know how to lash opponents in just the right way to keep them off guard. Any opponent hit by a tail slap attack must succeed at a Fortitude save (DC 10) or be stunned for 1 round. A stunned creature can't act and loses any Dexterity bonus to Armor Class. Attackers get a +2 bonus on attack rolls against stunned opponents.

Feats: Whiptails receive Weapon Finesse (tail) as a bonus feat.

Appendix 1: Prestige Classes

The ravaging jackals of Balan spread violence and terror in their dread lord's name. A mountebank insinuates malice and temptation in the cause of her master, Jalie Squarefoot. At the heart of a rotting plague squats the envoy of Nergal, the plaguelord, delighting in the misery of disease.

Balan's jackal, the mountebank, and the plaguelord are new prestige classes built around service to a specific infernal lord. To pledge oneself to such a master entails special, terrible requirements. Each of these prestige classes requires a specific initiation (detailed in its entry) and changes the character's base type from humanoid to something different and foul: monstrous humanoid, outsider, or even vermin.

The initiation process is horrific and taxing: It adds an inherent bonus to some ability scores but damages others. Because the process is so stressful, it is treated as an encounter with poison, requiring Fortitude saves against initial and secondary effects.

Balan's Jackal

Once in a great while Balan (see page 8) chooses a singularly cruel follower to join his pack of wild beasts. The chosen, known as Balan's jackals, must endure a terrible indoctrination before being accepted.

As the jackal gains favor in Balan's eyes, he becomes more powerful but eventually loses himself in bloodlust and savagery. Balan sends these brutes on errands through the Lower Planes and often chooses them for infernal hunts that extend into the Prime, where unlike his fiendish servants, they cannot be banished.

Barbarians, fighters, ex-paladins, and rangers are most likely to come to Balan's attention. Evil clerics and druids are sometimes called but stand to lose more than they gain. Bards, rogues, sorcerers, and wizards almost never become Balan's jackals.

Hit Die: d12.

Requirements

To qualify to become Balan's jackal, a character must fulfill all the following criteria.

Race: Any humanoid.

Alignment: Lawful evil.

Base Attack Bonus: +10.

Handle Animal: 5 ranks.

Intimidate: 5 ranks.

Feats: Alertness, Blind-Fight, Track.

Special: The character must pass the initiation ritual known as "the Feast" (see below).

Class Skills

The Balan's jackal class skills (and the key ability for each skill) are Climb (Str), Craft (Int), Handle Animal (Cha), Intimidate (Cha), Intuit Direction (Wis), Jump (Str), Listen (Wis), Ride (Dex), Swim (Str), and Wilderness Lore (Wis).

Skill Points at Each Level: 2 + Int modifier.

Class Features

The following are class features of the Balan's Jackal prestige class.

Weapon and Armor Proficiency: Balan's jackals are proficient with all simple and martial weapons, all types of armor, and shields.

Initiation (Su): To join Balan's ranks, the prospective jackal takes part in an orgy of cannibalism and murder called "the Feast," which climaxes with him opening his chest and consuming his own heart. The experience (assuming he survives it) turns him into a half-animal being, immensely strong but dumb and savage.

A successful Concentration check (DC 18) is necessary to remove the beating heart and stay conscious while devouring it. An initiate who fails this check immediately dies.

The Feast requires a huge spread of food and drugged wine, dozens of monstrous revelers, a menagerie of sacrifices, and a specially prepared knife. The total outlay runs to 10,000 gp.

Balan must preside at the ritual, and he loses no XP. Closing the ceremony requires *animal growth*, *emotion (rage)*, and *polymorph other*.

Table 1.1: Balan's Jackal

| Class Level | Base Attack Bonus | Fort Save | Ref Save | Will Save | Special |
|-------------|-------------------|-----------|----------|-----------|--------------------------------------|
| 1st | +1 | +2 | +0 | +0 | Initiation, improved natural weapons |
| 2nd | +2 | +3 | +0 | +0 | |
| 3rd | +3 | +3 | +1 | +1 | Greater rage |
| 4th | +4 | +4 | +1 | +1 | |
| 5th | +5 | +4 | +1 | +1 | <i>Wild shape</i> (Huge) |
| 6th | +6/+1 | +5 | +2 | +2 | <i>Wild shape</i> (dire) |
| 7th | +7/+2 | +5 | +2 | +2 | |
| 8th | +8/+3 | +6 | +2 | +2 | Beasts of the field |
| 9th | +9/+4 | +6 | +3 | +3 | |
| 10th | +10/+5 | +7 | +3 | +3 | Master of the hunt |

Effects: Initial damage 1d6 permanent Int drain, secondary damage 1d6 permanent Cha drain; Fortitude half (DC 22). One day later the initiate gains a +4 inherent bonus to Strength, and his type changes to “monstrous humanoid.” He retains all special attacks and damage, special qualities, skills, and feats of the original creature and class.

Permanent ability drain from the ritual cannot be cured by healing or spells (other than *wish*). Creatures who are immune to ability drain may not take part in the Feast.

Improved Natural Weapons (Su): The newly initiated jackal grows razor-sharp claws, granting him two attacks that behave as magic weapons of +2 enhancement. Each claw deals 1d6 damage, quadrupled with a successful critical hit.

These claws become more deadly as the jackal increases in level. At 3rd level, they gain an extended threat range (19–20), as though they were *keen* magic weapons.

At 5th level, the claws improve to an effective +3 enhancement bonus.

At 8th level, the claws deal an additional 2d6 damage to good creatures, as though they were *unholy* weapons.

At 10th level, the claws improve to a +4 enhancement bonus.

Greater Rage (Ex): At 3rd level, Balan’s jackal may rage as a 15th-level barbarian once per day. He temporarily gains +6 to Strength, +6 to Constitution, and a +3 morale bonus on Will saves, but suffers a –2 penalty to AC. If the character already has the rage ability, he gains an additional use per day, as greater rage.

Wild Shape (Huge) (Sp): As Balan’s jackal becomes more bestial, he gains the ability to *polymorph self* into an animal and back again once per day, as the druid’s *wild shape* ability. At 5th level, he can take the form of any animal of size Small to Huge. Unlike the standard use of the spell, he may only adopt one form. As stated in

Sample Balan’s Jackal

Medium-Size Monstrous Humanoid (9th-Level Ranger/2nd-Level Jackal)

Hit Dice: 2d8+2 plus 9d10+9 plus 2d12+2 (85 hp)

Initiative: +0

Speed: 30 ft.

AC: 19 (+1 natural, +2 *studded leather*, +2 *large shield*)

Attacks: 2 claws +17 melee; or battleaxe +17/+12 melee; or shortbow +12/+7 ranged

Damage: Claw 1d6+7; battleaxe 1d8+7; shortbow 1d6

Face/Reach: 5 ft. by 5 ft./5 ft.

Special Attacks: Improved natural weapons, spells

Special Qualities: Darkvision 60 ft., favored enemies humans (+2) and elves (+1), animal companion

Saves: Fort +10, Ref +6, Will +3

Abilities: Str 21, Dex 10, Con 13, Int 6, Wis 11, Cha 6

Skills: Handle Animal +3, Hide +9, Intimidate +3, Listen +5, Spot +5, Wilderness Lore +7

Feats: Alertness, Blind-Fight, Cleave, Power Attack, Track

Climate/Terrain: Any land and underground

Organization: Solitary or tribe (1 Balan’s jackal, plus 20–200 gnolls plus 50% noncombatants plus 1 3rd-level sergeant per 20 adults, 1 or 2 lieutenants of 4th or 5th level, and 6–10 dire lions; underground lairs also have 1–3 trolls)

Challenge Rating: 12

Treasure: Double goods; double items

Alignment: Lawful evil

Advancement: By character class

This example uses a 9th-level gnoll ranger as the base character.

Combat

Favored Enemies: +2 bonus on all Bluff, Listen, Sense Motive, Spot, and Wilderness Lore checks and damage rolls against humans, +1 bonus against elves.

Spells: 1/day—*animal friendship*.

Improved Natural Weapons (Su): Balan’s Jackal can attack with its claws though they were magic weapons with a +2 enhancement bonus. Each claw deals quadruple damage on a successful critical hit.

Animal Companion: This character is accompanied by a dire lion (see *MM* for statistics).

Magic Items Carried: +2 *studded leather*; +1 *large wooden shield*, 2 *potions of bull’s strength*, 3 *potions of cure serious wounds*, *potion of haste*.



the spell description, Balan's jackal regains hit points as if he had rested for one day.

Wild Shape (Dire) (Su): At 6th level, Balan's jackals can additionally *wild shape* once per day into any dire animal of size Small to Huge.

Beasts of the Field: At 8th level, Balan's jackal gains the supernatural ability to communicate telepathically with any aberration, animal, beast, magical beast, monstrous humanoid, or shapechanger at will.

He also gains the following spell-like abilities: at will—*animal growth*, *cause fear*, and *charm monster*; 1/day—*summon nature's ally VI*. These abilities are as the spells cast by a 20th-level sorcerer (save DC 10 + Cha modifier + spell level).

Master of the Hunt: At 10th level, Balan's jackal finally descends into pure savagery. He again suffers initial damage of 1d6 points of permanent Intelligence drain and secondary damage of 1d6 points of permanent Charisma drain; the Fortitude save DC is 25. One day later he gains an additional +2 inherent bonus to Strength, which stacks with the bonus granted by the initiation. He also gains the following spell-like abilities.

The Hunt (Sp): Once per day, Balan's jackal can attempt to summon 1d12 hell hounds or 1d6 hellcats with a 70% chance of success. The summoned creatures have maximum hit points per Hit Die and are fanatically loyal to the summoner.

Other Spell-Like Abilities: 1/day—*harm* and *righteous might*. These abilities are as the spells cast by a 20th-level sorcerer (save DC 10 + Cha modifier + spell level).

Mountebank

Jalie Squarefoot claimed his dukedom on the backs of dozens of betrayed allies and murdered friends. He respects nothing but cunning and malice, and he demands the same qualities from his servants. He offers his most promising minions contracts to pledge their souls to him in return for malefic power. Those who sign become even more duplicitous and cruel, serving as Jalie's agents in Hell and on the Prime.

As mountebanks advance in rank, they become more and more like their master. Only those willing to sacrifice everyone and everything receive Jalie's favor, and under his attentions every kind of evil flowers. Likewise, only the ambitious make it past the first few levels, and these are most likely to attract their master's suspicions. The expected life span of a 5th-level mountebank is extremely short.

Evil bards, sorcerers, and wizards benefit the most from becoming a mountebank. With the spellcasting requirements of the class, and abilities that favor arcane magic, few others even consider taking it.

Hit Die: d6.

Requirements

To qualify to become a mountebank, a character must fulfill all the following criteria.

Race: Any humanoid.

Alignment: Lawful evil.

Bluff: 6 ranks.

Sense Motive: 6 ranks.

Feats: Leadership, Skill Focus (Bluff).

Spellcasting: Ability to cast seven different Enchantment spells, one of which must be 4th level or higher.

Special: The character must pass the initiation ritual, which involves signing a diabolical contract (see below).

Class Skills

The mountebank's class skills (and the key ability for each skill) are Alchemy (Int), Bluff (Cha), Concentration (Con), Craft (Int), Diplomacy (Cha), Disguise (Cha), Escape Artist (Dex), Gather Information (Cha), Knowledge (all) (Int), Profession (Wis), Scry (Int, exclusive skill), Sense Motive (Wis), and Spellcraft (Int).

Skill Points at Each Level: 4 + Int modifier.

Class Features

All of the following are class features of the mountebank prestige class.

Weapon and Armor Proficiency: Mountebanks gain no proficiency in any weapon or armor.

Initiation (Su): Mortal followers of Jalie Squarefoot must sign over their souls in a blood oath, with the duke's personal attendance at the

Table 1.2: The Mountebank

| Class Level | Base Attack Bonus | Fort Save | Ref Save | Will Save | Special | Spells per Day |
|-------------|-------------------|-----------|----------|-----------|--------------------|----------------------------|
| 1st | +0 | +0 | +0 | +2 | Initiation | +1 level of existing Class |
| 2nd | +1 | +0 | +0 | +3 | | " |
| 3rd | +1 | +1 | +1 | +3 | Fiendish servant | " |
| 4th | +2 | +1 | +1 | +4 | | " |
| 5th | +2 | +1 | +1 | +4 | Cunning plan | " |
| 6th | +3 | +2 | +2 | +5 | Slippery as an eel | " |
| 7th | +3 | +2 | +2 | +5 | | " |
| 8th | +4 | +2 | +2 | +6 | Double-cross | " |
| 9th | +4 | +3 | +3 | +6 | | " |
| 10th | +5 | +3 | +3 | +7 | Tempter | " |

ceremony. This experience makes the mountebank cunning but absent-minded, as if always thinking of some complex plan.

The oath requires nothing but a drop of the initiate's blood, used as ink to sign a contract drawn up by Jalie. Understanding the contract requires a successful Knowledge (law) check (DC 24). Failure results in a -2 penalty on the save against the ritual's initial damage (see below).

Jalie must oversee the ritual, and he loses no XP. Closing the ceremony requires *dominate person*, *false vision*, and *geas/quest*.

Effects: Initial and secondary damage 1d3 permanent Wisdom drain; Will half (DC 18). One day later the mountebank gains a +2 inherent bonus to Intelligence and Charisma, and the creature's type changes to "outsider." The mountebank retains all special attacks and damage, special qualities, skills, and feats of the original creature and class.

Permanent ability drain from the ritual cannot be cured by healing or spells (other than *wish*). Creatures who are immune to ability drain may not take the blood oath.

Spells per Day: The mountebank continues training in magic after taking the blood oath. Each time a mountebank level is gained, the character gains new spells per day as though gaining a level in a spellcasting class she belonged to before taking the prestige class. No other benefits of that class level accrue, however (such as improved chance of controlling or rebuking undead, item creation feats, etc.).

Fiendish Servant (Ex): At 3rd level, the mountebank can call a bulugon, fiendish dire bear, hellcat, or soulsniffer to serve her. (See the *MM* for statistics on devils not in this book.) This creature gains a Hit Die with each additional mountebank level, to a maximum of +3 HD.

Empathic Link (Su): The mountebank has an empathic link with the servant out to a distance of one mile. She cannot see through the servant's eyes, but they can communicate telepathically.

Blood Bond (Ex): The servant gains a +2 morale bonus to all attacks, checks, and saves if it witnesses the mountebank being threatened or harmed. This bonus lasts as long as the threat is immediate and apparent.

Sample Mountebank

Medium-Size Outsider (Evil, Lawful) (10th-Level Sorcerer/3rd-Level Mountebank)

Hit Dice: 10d4 plus 3d6 (40 hp)

Initiative: +6 (+2 Dex, +4 Improved Initiative)

Speed: 30 ft.

AC: 21 (+2 Dex, *bracers of armor* +7, +2 *defending quarterstaff*)

Attacks: +2 *defending quarterstaff* +8/+3 melee; light crossbow +8 ranged

Damage: +2 *defending quarterstaff* 1d6+2; light crossbow 1d8

Face/Reach: 5 ft. by 5 ft./5 ft.

Special Attacks: Spells

Special Qualities: Darkvision 60 ft., fiendish servant

Saves: Fort +4, Ref +6, Will +8

Abilities: Str 10, Dex 15, Con 10, Int 21, Wis 7, Cha 23

Skills: Bluff +24, Concentration +16, Diplomacy +20, Knowledge (law) +15, Sense Motive +14, Spellcraft +19

Feats: Improved Initiative, Leadership, Quicken Spell, Scribe Scroll, Skill Focus (Bluff), Spell Focus (Enchantment)

Climate/Terrain: Any land and underground

Organization: Solitary, posse (1 mountebank, plus 3 2nd-level warriors, 1 3rd-level fighter bodyguard, and 1 4th-level sorcerer advisor), or mob (1 mountebank, plus 35 1st-level warriors, 3 2nd-level warriors, 1 3rd-level fighter bodyguard, and 1 4th-level sorcerer advisor).

Challenge Rating: 13

Treasure: Double goods; double items

Alignment: Lawful evil

Advancement: By character class

This example uses a 10th-level human sorcerer as the base character.

Combat

Spells: Sorcerer spells (13th-level caster) 6/8/8/7/7/7/5 per day: 0—*arcane mark*, *daze*, *detect magic*, *flare*, *mage hand*, *open/close*, *prestidigitation*, *ray of frost*, *read magic*; 1st—*charm person*, *hypnotism*, *mage armor*, *magic missile*, *sleep*; 2nd—*mirror image*, *protection from arrows*, *resist elements*, *summon monster II*, *Tasha's hideous laughter*; 3rd—*fireball*, *fly*, *hold person*, *lightning bolt*; 4th—*charm monster*, *confusion*, *emotion*, *phantasmal killer*; 5th—*dominate person*, *feeblemind*, *teleport*; 6th—*geas/quest*, *repulsion*.

Fiendish Servant: This mountebank is accompanied by a hellcat (see *MM* for statistics).

Magical Items Carried: +7 *bracers of armor*, +2 *defending quarterstaff*, *cloak of Charisma* +2, *headband of intellect* +2.



Cunning Plan (Ex): The mountebank's hellishly devious mind is always working out contingencies and odds. Starting at 5th level, once per day she can reroll any attack or damage roll, skill check, or saving throw, and keep the best result. However, the mountebank cannot apply this ability to reduce Wisdom drain suffered at 10th level (see below), by rerolling either the save or the amount of lost Wisdom.

Slippery as an Eel (Ex): On reaching 6th level, the mountebank gains limited spell resistance. She has SR 17 against any spell or effect that detects or prohibits lies (such as *discern lies* or *zone of truth*).

She also gains the following spell-like abilities: at will—*detect thoughts*, *locate object*, and *tongues*; 1/day—*dimension door*, *etheral jaunt*, and *haste*. These abilities are as the spells cast by a 20th-level sorcerer (save DC 10 + Cha modifier + spell level).

Double-Cross (Ex): The mountebank has no compunction about using minions and allies as shields. Beginning at 8th level, whenever an attack would deal damage to the mountebank, she can

attempt a Reflex save (DC 10 + damage dealt) to apply the damage to an ally within 5 feet of her instead.

She also gains the following spell-like abilities: at will—*displacement*, *improved invisibility*, and *major image*; 1/day—*dream* and *false vision*. These abilities are as the spells cast by a 20th-level sorcerer (save DC 10 + Cha modifier + spell level).

Tempter (Su): At 10th level, the mountebank belongs to Jalie, body and soul. She again suffers initial and secondary damage of 1d4 points of permanent Wisdom drain; the Will save DC is 18. One day later she gains an additional +1 inherent bonus to Intelligence and Charisma, which stacks with the bonuses granted by the initiation. She also gains the following abilities.

Silver Tongue (Ex): The mountebank gains a +5 competence bonus on Bluff, Diplomacy, Gather Information, and Sense Motive checks.

Spell-Like Abilities: At will—*charm monster*, *confusion*, *emotion*, and *lesser geas*; 1/day—*dominate person*, *geas/quest*, *hold monster*, and *mass suggestion*. These abilities are as the spells cast by a 20th-level sorcerer (save DC 10 + Cha modifier + spell level).

Plaguelord

Nergal, the Fetid Prince, delights in the corruption and decay of living flesh, and to this end he sends out swarms of devils, rogue fiends, and the horrors known as plaguelords. These creatures were once mortals who have been transformed into insectoid monsters.

The plaguelord excels as a messenger, spy, and assassin. Plaguelords are often called upon to break sieges and put down upstart nobles.

Evil bards, monks, and rogues are most likely to take this class. Barbarians and rangers benefit from the increased Dexterity, but the loss of hit points is difficult to justify. Other classes rarely become plaguelords.

Hit Die: d6.

Requirements

To qualify to become a plaguelord, a character must fulfill all the following criteria.

Race: Any humanoid.

Alignment: Lawful evil.

Base Attack Bonus: +7.

Hide: 6 ranks.

Move Silently: 6 ranks.

Feats: Combat Reflexes, Dodge, Run.

Special: The character must pass the initiation ritual, which involves being consumed by hellish grubs (see below).

Class Skills

The plaguelord's class skills (and the key ability for each skill) are Balance (Dex), Climb (Str), Craft (Int), Disable Device (Int), Escape Artist (Dex), Hide (Dex), Intimidate (Cha), Jump (Str), Listen (Wis), Move Silently (Dex), Open Lock (Dex), Pick Pocket (Dex), Search (Int), Spot (Wis), Swim (Str), Tumble (Dex), and Use Rope (Dex).

Skill Points at Each Level: 4 + Int modifier.

Class Features

The following are class features of the plaguelord prestige class.

Weapon and Armor Proficiency: Plaguelords are proficient with all simple weapons, plus the hand crossbow, net, repeating

Table 1.3: The Plaguelord

| Class Level | Base Attack Bonus | Fort Save | Ref Save | Will Save | Special |
|-------------|-------------------|-----------|----------|-----------|-----------------------|
| 1st | +0 | +0 | +2 | +0 | Initiation, foul spew |
| 2nd | +1 | +0 | +3 | +0 | |
| 3rd | +2 | +1 | +3 | +1 | Gore-buzzard |
| 4th | +3 | +1 | +4 | +1 | |
| 5th | +3 | +1 | +4 | +1 | Blowfly |
| 6th | +4 | +2 | +5 | +2 | Corrupter |
| 7th | +5 | +2 | +5 | +2 | |
| 8th | +6/+1 | +2 | +6 | +2 | Dream haunting |
| 9th | +6/+1 | +3 | +6 | +3 | |
| 10th | +7/+2 | +3 | +7 | +3 | The legion |

crossbow, spiked chain, and whip. They are proficient with light armor but not with shields.

Initiation (Su): To show his allegiance, the prospective plaguelord must first accept Nergal's children—giant maggots that nest in his gut and consume him from the inside out. This awful sacrifice changes the initiate into a hideous flylike creature.

Nergal's children aren't picky about their food, and they are found in canals and ruins all over Hell. A score of devils transport the initiate to an infested area, drench him in fetid blood, and let the ravenous grubs do their work. No check is necessary.

Nergal or his agents must oversee the ritual, losing no XP from it. Completing the ceremony requires *horrid wilting*, *polymorph other*, and *unhallow*.

Effects: Initial and secondary damage 1d3 permanent Constitution drain; Fortitude half (DC 22). One day later the plaguelord gains a +4 inherent bonus to Dexterity, and his type changes to "vermin." The plaguelord retains all special attacks and damage, special

qualities, skills, and feats of the original creature and class. Unlike most vermin, plaguelords have normal Intelligence scores.

Permanent ability drain from the ritual cannot be cured by healing or spells (other than *wish*). Creatures who are immune to ability drain may not accept Nergal's children.

Foul Spew (Ex): Three times per day, the plaguelord may spit acidic bile at an opponent within a range of 25 feet + 5 feet per plaguelord level. The acid attack otherwise behaves like *Melf's acid arrow* but deals damage for 5 rounds. Using this foul spew provokes an attack of opportunity.

Gore-Buzzard (Ex): At 3rd level, a plaguelord can take advantage of an opponent's misfortune. Once per round, he can make an attack of opportunity against an opponent who has just been struck for damage in melee by another character. This attack does not count as his attack of opportunity for that round.

In addition, the plaguelord can perform a coup de grace as a standard action instead of a full-round action.

Sample Plaguelord

Small Vermin (10th-Level Rogue/3rd-level Plaguelord)

Hit Dice: 10d6–10 plus 3d6–3 (39 hp)

Initiative: +5 (Dex)

Speed: 30 ft.

AC: 21 (+1 size, +5 Dex, +2 *studded leather of silent moves*)

Attacks: Masterwork light crossbow +16 ranged; or +1 keen dagger +10/+5 melee

Damage: Masterwork light crossbow 1d8; +1 *keen dagger* 1d4

Face/Reach: 5 ft. by 5 ft./5 ft.

Special Attacks: Sneak attack +5d6, foul spew, gore-buzzard

Special Qualities: Vermin traits, improved evasion, uncanny dodge

Saves: Fort +3, Ref +15, Will +4

Abilities: Str 8, Dex 20, Con 9, Int 10, Wis 11, Cha 8

Skills: Balance +17, Disable Device +14, Hide +25, Jump +1, Listen

+17, Move Silently +31, Read Lips +10, Search +10, Spot +18,

Tumble +15

Feats: Alertness, Combat Reflexes, Dodge, Point Blank Shot, Run

Climate/Terrain: Any land and underground

Organization: Solitary

Challenge Rating: 13

Treasure: Standard

Alignment: Lawful evil

Advancement: By character class

This example uses a 10th-level goblin rogue as the base character.

Combat

Uncanny Dodge (Ex): The plaguelord retains his Dexterity bonus to AC regardless of being caught flat-footed, and cannot be flanked except by a rogue of level 14 or higher.

Vermin Traits: Immune to all mind-influencing effects; 60-foot darkvision.

Foul Spew (Ex): Three times per day, the plaguelord may spit acidic bile at an opponent within a range of 40 feet. The acid attack otherwise behaves like *Melf's acid arrow* but deals damage for 5 rounds. Using this foul spew provokes an attack of opportunity.

Gore-Buzzard (Ex): Once per round, the plaguelord can make an attack of opportunity against an opponent who has just been struck for damage in melee by another character. This attack does not count as his attack of opportunity for that round. In addition, the plaguelord can perform a coup de grace as a standard action instead of a full-round action.

Magic Items Carried: +2 *studded leather of silent moves*, masterwork light crossbow, +1 *keen dagger*, *brooch of shielding*, 2 *dust of tracelessness*, *glove of storing*, *oil of slipperiness*, 2 *potions of hiding*, 2 *potions of sneaking*, 2 *potions of vision*.



Blowfly (Ex): At 5th level, the plaguelord sprouts large insect wings. He can fly at twice his normal speed (good maneuverability). He also gains Flyby Attack as a bonus feat.

Corrupter (Su): On reaching 6th level, the plaguelord becomes totally immune to disease, both natural and otherwise.

He also gains the following spell-like abilities: at will—*contagion* (devil chills) and *stinking cloud*; 1/day—*unhallow*. These abilities are as the spells cast by a 20th-level sorcerer (save DC 10 + Cha modifier + spell level). See the *DMG* for a complete description of devil chills. Unlike normal diseases, the victim must make three successful Fortitude saves in a row to recover.

Dream Haunting (Su): At 8th level, plaguelords can visit the dreams of chaotic or evil individuals by undertaking a special ritual that makes them ethereal, then hovering over the creature. A plaguelord who invades someone's dreams breathes in her face until morning. The sleeper suffers from tormenting dreams and

suffers 1 point of permanent Constitution drain upon awakening. A sleeper reduced to a Constitution score of 0 dies. Only another ethereal being can stop these nocturnal intrusions, confronting and defeating the plaguelord.

The Legion: At this final stage of putrefaction, the character is unrecognizable as ever having been humanoid. He again suffers initial and secondary damage of 1d3 points of permanent Constitution drain; the Fortitude save DC is 25. One day later he gains an additional +2 inherent bonus to Dexterity, which stacks with the bonuses granted by the initiation.

He also gains the following spell-like abilities: 1/day—*creeping doom*, *horrid wilting*, and *insect plague*. These abilities are as the spells cast by a 20th-level sorcerer (save DC 10 + Cha modifier + spell level).

Appendix 2: Fallen Celestial Template

Certain creatures have no type but are instead created by adding a "template" to an existing creature. The fallen celestial is an example of one such template.

Fallen Celestial

The Outer Planes are the battleground of ideas and ideals. Just as fiends represent all that is evil and profane, the celestial inhabitants of the Planes of Good embody all that is righteous and benevolent. For the most part, fiends and celestials meet only as combatants, champions of their respective, mutually exclusive ideologies. Malignancies have a way of spreading, however, and even paragons of purity are susceptible to the beckoning song of sin.

Fallen celestials (the Fallen) are a paradox. According to the laws of planar philosophy, they should not exist: Celestials are made of the essence of goodness. Yet a very, very few do become corrupted by evil. This quandary is perhaps best personified by the solar Iblis, who is thought to have been the first celestial being to fall from grace. In refusing to serve the first mortals, Iblis fell victim to the deadly sin of pride. The Samyasan Host (some 200 archons led by the seraph Samyasa) also abandoned the heavens in their lust for mortal pleasures. The ranks of the Fallen include the proud, gluttonous, covetous, and others who succumbed to all manner of failings.

Most fallen celestials appear as corrupted versions of their original selves. A fallen hound archon, for instance, might still have a powerful canine head, but with eyes that flicker with black fire and a mouth that drools sickly green bile. Fallen devas often find their feathered wings become leathery and batlike. Forked tails and cloven hooves are frequent but by no means the only forms of "mutation" common to fallen celestials.

Fallen celestials are locked into their present form. Although they may advance according to the rules for their original type, they cannot ascend to a higher form of celestial. A fallen hound archon, for instance, can never become a fallen trumpet archon.

The Fallen are not truly fiends and cannot technically be classified as devils, demons, or daemons (though many scholars settle for such sloppy categorization). Some serve fiendish lords—indeed,

some rule whole layers of Hell and the Abyss. Others ignore the bizarre hierarchies of the fiends altogether. A small number of Fallen cling to some vestige of their ancient ideals, seeing fiends as unholy blights fit only to be purged in some grand reimagining of the Outer Planes. At the heart of it, however, every fallen celestial is defined by the flaws that caused its disgrace in the first place.

Though all fallen celestials willfully turned from the cause of good, not all expected to be thrown down for their transgressions. Some, even after centuries, cannot believe what has happened to them, and continue as much as they are able to live righteous lives. More often, fallen celestials remain deeply embittered about their outcast status, working to make a mockery of everything they once held sacred. Few enemies of the Lords of Good are as spiteful as the Fallen.

Creating a Fallen

"Fallen" is a template that can be added to any celestial, but not to creatures to which the "celestial" template has been added (hereafter referred to as the "base creature"). Fallen retain the celestial qualities of the base creature, save that any innate abilities that harm evil are reversed. (For instance, an archon's persistent *magic circle against evil* effect changes to *magic circle against good*.) Likewise, any ability to cast spells from the Good domain is changed to spells of the Evil domain. The creature's alignment-based subtype changes from good to evil.

The creature uses all of the statistics and abilities it had before the fall, with the following exceptions.

Speed: If the base creature had wings, it retains them (though they usually bear a corrupted appearance) along with its original speed and maneuverability. There is a 75% chance that a base creature who did not have wings develops them, granting the ability to fly at the creature's base speed (average maneuverability).

Attacks: A fallen celestial gains bite and claw attacks in addition to the base creature's attacks, if it did not have them already.

Damage: If the base creature does not have bite and claw attacks, use the damage values in the table below. Otherwise, use the values below or the base creature's damage, whichever is greater.

Damage

| Size | Bite Damage | Claw Damage |
|------------|-------------|-------------|
| Fine | 1 | — |
| Diminutive | 1d2 | 1 |
| Tiny | 1d3 | 1d2 |
| Small | 1d4 | 1d3 |
| Medium | 1d6 | 1d4 |
| Large | 1d8 | 1d6 |
| Huge | 2d6 | 2d8 |
| Gargantuan | 2d8 | 2d6 |
| Colossal | 4d6 | 2d8 |

Special Attacks: In addition to the other abilities below, a fallen celestial retains all the special attacks of the base creature (unless otherwise noted). Fallen with an Intelligence or Wisdom score of 8 or higher possess the following spell-like abilities, using their Hit Dice as the caster level, as specified in the table below. Unless otherwise indicated, these abilities are usable once per day.

Special Attacks

| Hit Dice | Abilities |
|----------|--|
| 1–2 | <i>Change self</i> 2/day, <i>command</i> , <i>protection from good</i> 2/day |
| 3–4 | <i>Charm person</i> 2/day, <i>nondetection</i> |
| 5–6 | <i>Misdirection</i> , <i>suggestion</i> |
| 7–8 | <i>Speak with dead</i> , <i>unholy blight</i> |
| 9–10 | <i>Dispel good</i> |
| 11–12 | <i>Blasphemy</i> |
| 13–14 | <i>Unhallow</i> , <i>unholy aura</i> 3/day |
| 15–16 | <i>Fire storm</i> |
| 17–18 | <i>Summon monster IX</i> (fiends of like alignment only) |
| 19–20 | <i>Soul bind</i> |

Blasphemous Benediction (Su): A fallen celestial may bestow an unholy blessing upon an individual it touches. Anyone so touched receives a +1 profane bonus on attack and weapon damage rolls for every 3 HD of that Fallen's total for 1 minute (minimum bonus +1, maximum +6). This bonus does not apply to spell damage. A fallen celestial may touch one being each round, as a standard action.

Probe Soul (Su): As a standard action, a fallen celestial may make a melee touch attack to form an empathic link with a living creature. At that moment, both the Fallen and that mortal experience an image of the mortal's greatest desire—and of that temptation realized. The touched creature must succeed at a Will save (DC = 10 + 1/2 fallen celestial's HD + fallen celestial's Charisma modifier) or become extremely amenable to the Fallen's words and actions, suffering a –6 profane penalty on all saves against Enchantment spells and spell-like abilities of that Fallen for seven days. Additionally, the fallen celestial receives a +6 circumstance bonus on all Bluff and Diplomacy checks made against that creature over the same period.

Unholy Compact (Su): As a full-round action, a fallen celestial may engage a living creature in a blasphemous agreement. The

Fallen offers the realization of a great temptation in exchange for the mortal's soul upon that being's death. When a mortal who has consented to the unholy compact dies, his or her soul travels to the Fallen's domain in the Lower Planes. There it is permanently trapped, as though with the spell *soul bind*.

The terms of the compact must be absolutely clear, and the mortal cannot be under any form of magical compulsion, lest the agreement be considered null and void. Acceptance need be no more than a verbal statement, which is a free action. In noncombat situations, some fallen celestials prefer to draw up a physical contract, but this is an affectation. As soon as the agreement is in place, the Fallen must spend its next action using its *grant temptation* ability (see below).

Freeing oneself from an unholy compact is nearly impossible. Even a *wish* or *miracle* cannot release the promised soul. A still-living mortal is released only if the Fallen is destroyed, or if he or she can somehow convince it to give up its claim without magical compulsion. A fallen celestial automatically knows if a given mortal has entered into a compact with another, and has little patience with those it knows it cannot corrupt.

Grant Temptation (Sp): Fallen celestials with 10 or more Hit Dice can grant a *wish* (as cast by a 20th-level sorcerer) or *miracle* (as cast by a 20th-level cleric) to any living creature who has willingly entered an unholy compact (see above). This ability may be used once per week. A given mortal may never benefit from more than one such grant.

Special Qualities: A fallen celestial retains the special qualities of the base creature, with the exceptions listed below.

Holy Interdict (Ex): As a consequence of their disgrace, the Fallen are forever barred from venturing to the Upper Planes, whether by magical or nonmagical means. Likewise, they have difficulty entering holy places, such as churches and even graveyards dedicated to gods of Good. In order to do so, the fallen celestial must succeed at a Will save (DC 25). (The save DC may be higher for especially sanctified places, such as the main temple of the pantheon's chief deity.)

Unsettling Aura (Ex): Something about the fallen celestial's presence, whether it is disguised or not, causes animals to become unsettled: Dogs bark, horses rear, and so on. This aura affects all creatures within a radius of 150 feet that have the animal type. An animal must succeed at a Will save (DC = fallen celestial's HD + fallen celestial's Charisma modifier) or become unsettled. If it fails the save by more than 10, it immediately flees.

Saves: Same as the base creature.

Abilities: Alter the base creature as follows: Wis –2, Cha +2.

Skills: Fallen celestials receive a +4 racial bonus to Bluff and Sense Motive checks. They otherwise retain the same skills and ranks as the base creature.

Feats: Fallen celestials have one feat for every four levels or the base creature's total of feats, whichever is greater.

Climate/Terrain: Same as the base creature.

Organization: Solitary

Challenge Rating: Same as the base creature +2.

Treasure: Same as the base creature.

Alignment: Always evil (retains previous law/chaos disposition)

Advancement: Same as the base creature. (Some extremely powerful Fallen develop unique supernatural and spell-like abilities, and hence have commensurately higher Challenge Ratings.)

Sample Fallen Celestial

Medium-Size Outsider (Evil, Lawful)

Hit Dice: 12d8+12 (66 hp)

Initiative: +7 (+3 Dex, +4 Improved Initiative)

Speed: 40 ft., fly 90 ft. (good)

AC: 27 (+3 Dex, +14 natural)

Attacks: 2 claws +17 melee, bite +12 melee; or +4 *greatsword* +21/+16/+11 melee

Damage: Claw 1d4+5, bite 1d+2; +4 *greatsword* 2d6+11

Face/Reach: 5 ft. by 5ft./5 ft.

Special Attacks: Spell-like abilities, spells, trumpet, blasphemous benediction, probe soul, unholy compact, grant temptation

Special Qualities: Damage reduction 10/+1, SR 29, fallen celestial qualities, holy interdict, unsettling aura

Saves: Fort +9, Ref +11, Will +10

Abilities: Str 20, Dex 17, Con 13, Int 16, Wis 14, Cha 18

Skills: Animal Empathy +16, Bluff +8, Concentration +13, Escape Artist +15, Hide +15, Knowledge (any three) +15, Listen +14, Move

Silently +15, Sense Motive +18, Spot +14

Feats: Blind-Fight, Cleave, Improved Initiative, Power Attack

Climate/Terrain: Any land and underground

Organization: Solitary

Challenge Rating: 16

Treasure: No coins; double goods; standard items

Alignment: Always lawful evil

Advancement: 13–18 HD (Medium-size); 19–36 HD (Large)

This example uses a trumpet archon as the base creature.

Combat

Spell-like Abilities: At will—*detect evil*, *continual flame*, and *message*; 2/day—*change self*, *charm person*, *protection from good*; 1/day—*blasphemy*, *command*, *dispel good*, *misdirection*, *nondetection*, *speak with dead*, *suggestion*, and *unholy blight*. These abilities are as the spells cast by a 12th-level sorcerer (save DC 14 + spell level).

Spells: Fallen trumpet archons can cast divine spells from the cleric list and from the Air, Destruction, Evil, Law, and War domains as 14th-level clerics (save DC 12 + spell level).

Trumpet (Su): The fallen archon's corrupted trumpet produces music of haunting, chilling clarity and, if the Fallen wills it, paralyzing fear. All creatures except archons within 100 feet of the blast must succeed at a Fortitude save (DC 19) or be paralyzed for 1d4 rounds. The Fallen can also command its trumpet to become a +4 *greatsword* as a free action. If the trumpet is ever stolen, it becomes a chunk of useless lead until the fallen archon can recover it.

Fallen Celestial Qualities: Aura of menace (save DC 20), *magic circle against good*, electricity and petrification immunity, *teleport* (self plus 50 pounds only), *tongues*, +4 racial bonus to Fortitude saves against poison.



Appendix 3: Angelic Choirs

Each Upper Plane has its own hierarchy (even the chaotic planes, though the particulars thereof are anyone's guess). The following outlines in very simple terms the celestial hierarchy of the Seven Heavens, whose champions most frequently clash with the devils of the Nine Circles of Hell—and most often fall prey to the temptations those devils represent. Some of the more notorious Fallen are also listed here.

Angelic Choirs of the Seven Heavens

The celestial hierarchy is broken into three "choirs," each comprising three orders. Each order numbers from fewer than a dozen to as many as tens of thousands of celestials (listed here in order of most to least influential). Statistics for the following creatures can be found in the *MM* or extrapolated from earlier sources.

First Choir

Seraphim: The most powerful servants of the gods of Law and Good, seraphim are drawn from the ranks of the most trustworthy and powerful solars in the multiverse. They spend most of their time facing outer planar menaces, but when not striking against the rude and the wicked, they surround the heavenly thrones of the Lords of Good, intoning sacred prayers for all eternity. No one knows how many seraphim exist, but it is believed that their ranks number fewer than ten.

Cherubim: Only slightly less powerful than the seraphim, the cherubim (composed entirely of planetars) hold the combined knowledge of the Lords of Good. More numerous than their superiors, members of this order often act as the "right-hand celestials" of specific lawful good gods, in a sense acting as his or her conduit to other like-minded deities and their servants. Cherubim are often sent to the Prime on such important tasks as guarding sacred artifacts, aiding in the ascension of a saint, or announcing a new messiah.

Thrones: Thrones have a humanlike appearance, with golden skin and gleaming metal armor. The lowest order of the most powerful choir, these archons nonetheless command considerable influence, for their duty is to exact the justice of the gods, both in the Heavens and on the Prime. Though they are subject to the seraphim and cherubim, they also hold power over superiors who shirk their duties and devotion. Thrones rule the cities of the Seven Heavens, and as arbiters of celestial justice, they are the principal enemies of those who fall from the grace of the gods.

Second Choir

Dominations: Also known as dominions, lords, or lordships, this order is populated by archons who resemble beautiful winged humans with glowing eyes and, occasionally, animal heads. The lords act as intermediaries between the First Choir and the lesser celestials of the Seven Heavens. This leads some to classify them as messengers, but in fact they play an important role in regulating the activities of lesser archons and are tasked with "maintaining the celestial order."

Virtues: When mortals imagine a celestial, they often visualize the devas who make up the order of virtues. These celestials seldom appear in the Seven Heavens, instead acting as "field agents" for the gods, intervening in the affairs of pious mortals on the Prime, Ethereal, Astral, and even Lower Planes.

Powers: To the lowest order of the middle choir is entrusted the task of maintaining the borders between the Seven Heavens and the other planes, including the Prime. The powers also are charged with guiding newly arrived lawful good souls to their rightful place in the afterlife. These archons never leave the Heavens but spend all of their days guarding the portals of the plane, constantly watching through divination those who would lay siege to the walls of righteousness. Perhaps unsurprisingly, more members of this order are listed among the Fallen than from any other.

Third Choir

Principalities: The principalities, sometimes called trumpet archons, are responsible for guiding the governments and religions of the material world (this they accomplish primarily through answering divinations, but also by the occasional personal appearance). They directly govern the bene elim, have limited jurisdiction over the lantern archons, and act as intercessors between the Heavens and the Prime. They guide the souls of the resurrected and raised back to their bodies and occasionally act as messengers and heralds for members of superior orders visiting the Prime.

Bene Elim: When the Lords of Good draw a particularly holy martyr to the Heavens, that being often skips the lower celestial forms and ascends directly to this order. Bene elim appear much as they did in life, save that they are surrounded by a calming luminescence and bear two pairs of feathery wings. The bene elim act as generals in the hosts of the Heavens in time of war. When all is at peace, they are the pastors and philosophers who preach to the lantern archons or visitors from the Prime. They seldom manifest beyond the Heavens unless brought to foreign ground by the tides of battle.

Ischim: The lowest order of lawful good celestials, the ischim are sometimes called hound archons, as a canine head rests atop their powerful human bodies. Their duty is to extol the virtues of the gods and watch over the newly arrived lantern archons.

Other Celestials

Three groups of lawful good celestials stand outside the hierarchy.

Lantern Archons: These are little more than newly arrived souls. Lanterns await the day when they will ascend to the lowest ranks of the heavenly orders as ischim.

The Libramar: This is a group of seven archons, one of whom "rules" each layer of Heaven in the name of the Lords of Good. The Libramar hold more power than the thrones but answer to the seraphim and cherubim.

Archangels: No more than a handful of these extremely powerful beings exist, who have been raised out of the hierarchy by the gods themselves for inscrutable purposes. Archangels are solars, planetars, devas, or archons of the highest possible aptitude. Certainly more powerful than even some gods, these beings are respected throughout the Outer Planes.

A Selection of Fallen Celestials in Hell

What follows is an incomplete summary of many of the important fallen celestials resident in the Nine Circles of Hell.

Stewards of the Primogenial Rebellion

Shortly after the Lords of Good achieved their position of prominence in the Upper Planes, they banded together in an act of creation that resulted in the birth of the first archons, a race of servitors made from the very stuff of goodness. These beings were arranged in a single great hierarchy shared even by contesting good deities and ruled by the most powerful of the new celestials.

For eons, the archons served admirably and without fault. The Lords of Good, however, soon grew tired of their rigidity. The archons, they reasoned, worshiped them because they were created to worship them, and hence were not an accurate representation of the value of good over evil. To prove this, the gods proposed a creature with complete self-will, limited by a terminal lifeline. The Lords presented this new creation to their servitor race and stated that henceforth the lawful celestials would serve these mortals as if they were gods.

By this act, the Lords of Good introduced the sins of pride and envy to the archons. Iblis, a powerful seraph who had purged the Prime of a troublesome elder race of genies, felt betrayed in clearing the way for this new, flawed creation. He refused to serve the mortals and was cast from the Heavens to the depths of Hell. With Iblis fell one-third of the angelic host, thousands of celestials who, having lost the status of favored beings, turned their backs on the Lords of Good and succumbed to sin. This event, the Primogenial Rebellion, is seen by many as the birth of conflict in the Upper Planes. It certainly had repercussions in the lower realms.

Stewards of the Primogenial Rebellion

| Name | Former Status | Serves | Notes |
|-----------|---------------|-----------|--|
| Amitiel | Cherub | Beelzebub | Archon of Truth, he opposed the creation of mortality and now burns eternally for his rebellion. |
| Ariel | Throne | Belial | A great winged warrior with the head of a lion. Ariel once ruled the winds but now oversees the hideous tortures of the Fourth Hell. |
| Beelzebub | Throne | Himself | Lord of the Flies. Perhaps the most powerful of the Primogenial Stewards, he has risen from the lower ranks of the Fallen to dominate an entire Circle of Hell. |
| Belial | Virtue | Himself | Formerly tasked with exacting the vengeance of the Lords of Good, Belial now exacts vengeance by his own whims. |
| Bune | Principality | Asmodeus | Convinced many archons to abandon the Heavens, and hence is roundly hated by most of the Fallen. |
| Carniveau | Power | Moloch | Patron of witches, the ghastly Carniveau often manifests at Black Sabbaths, tempting women with lusty promises of power. |
| Flauros | Power | Beelzebub | A leopard-formed Fallen, often consulted in divinations regarding the Primogenial Rebellion. |
| Iblis | Archangel | Himself | Former ruler of the bene elim who refused to serve the first mortal and brought a third of all archons into perdition. |
| Meresin | Ischim | Beelzebub | Once a grand prince of the power of Air, Meresin now controls the violent lightning storms of the Seventh Circle of Hell. |
| Moloch | Principality | Beelzebub | Formerly a patron of children, Moloch now welcomes the little ones only as sacrifices. He was once a great diabolical leader but now wanders the Seventh Circle as a servant of its wicked lord. |
| Murmur | Throne | Beelzebub | Questions souls arriving on the Seventh Circle, ensuring their dedication to order and evil. Those found wanting are doomed to the Lake of Fire. |
| Paimon | Domination | Asmodeus | Patron of science, Paimon grants transcendental secrets to those who appease her. She is served by her lovers, the diabolical Bebal and Abalan. |
| Rahbad | Seraph | Beelzebub | Lord of the Lightless Seas and allied with evil water creatures. Thrown down when he refused to order the waters to recede to make way for the first mortals. |

The Samyasan Host

Long ago, when humanity was in its earliest stages, the seraph Samyasa was tempted to bed with the sorceress Ishtahar, who wished the celestial to reveal to her the secret names of the Lords of Good. In the tumult that followed, Samyasa encouraged many of his fellows to abandon the Heavens for the earthly pleasures of the Prime. In so doing, some 200 celestials fell victim to the sin of lust and were barred from returning forevermore. Many of the leaders of this divine revolt have been killed in the intervening years. What follows is a summary of those who still remain bound in Hell and barred from Heaven.

The Samyasan Host

| Name | Former Status | Serves | Notes |
|------------|---------------|------------|---|
| Amezyarak | Bene elim | Samyasa | Patron of conjurers. Amezyarak rules the Dolorous Aerie, a domain of dire, fiendish versions of otherwise extinct animals on the Seventh Circle. |
| Armaros | Power | Iadalbaoth | Teaches foul enchantments to wicked spellcasters. |
| Azibeel | Power | Samyasa | With Jeqon, tempted the celestials with images of lustful humans. |
| Chnum | Bene elim | Samyasa | Samyasa's second-in-command. Chnum was first to consort with Ishtahar, and he burns with desire for her and jealousy of his master to this day. |
| Danjai | Principality | Urakbameel | Exercises authority over lawyers. |
| Esdreel | Isehim | Hakael | Bull-headed fornicator, arch-enemy of the isehim Bagdal. |
| Gadreel | Virtue | Samyasa | After the Fall, remained on the Prime to instruct the children of the Samyasan Host in the arts of war. Patron to the Order of the Seven Stars. |
| Hakael | Cherub | Himself | One of the seven leaders of the Host, the charismatic Hakael still holds the loyalty of many of those he led into damnation. |
| Iadalbaoth | Throne | Himself | First Archon of Darkness. Arguably the most powerful of Samyasa's converts, Iadalbaoth ruled the Order of Thrones at the time of his fall. |
| Jeqon | Power | Samyasa | With Azibeel, tempted the celestials with images of lustful humans. |
| Kasdaye | Principality | Urakbameel | Ashamed of what he had done, Kasdaye attempted to murder the unborn sons of Samyasa, hence becoming the patron of abortion. |
| Kochbiel | Throne | Hakael | Exercises some dominion over the stars. Very learned in astrology. |
| Penemue | Power | Iblis | Said to have taught mortals the art of writing to spread false wisdom denying the Lords of Good. |
| Samyasa | Seraph | Himself | Leader of the revolt after being tempted by the human Ishtahar to reveal the secret names of the Lords of Good. Fathered the abominations Hiwa and Hiya, who still plague the earth. |
| Sariel | Archangel | Himself | A great ram-headed warrior associated with worship of the moon. Teaches forbidden knowledge useful in war. |
| Tamiel | Domination | Beelzebub | Angel of the Deep. Governs the great lakes of the Seventh Circle. |
| Urakbameel | Cherub | Himself | The "Chief of Thunders." One of the seven leaders under Samyasa, Urakbameel denies he has fallen, marshalling forces of likewise deluded Fallen in the First Circle to battle the forces of Beelzebub, Iblis, and Samyasa. The Apostate, as he is known by others of his kind, hopes this will restore him to the good graces of his former patrons, but as he is cruel and prone to violence, every day brings him further from the Heavens. |

Appendix 4: Monsters Ranked By Combat Rating

| Devil | CR | Devil | CR |
|---------------------|----|-------------------------------------|----|
| Knocker | ½ | Faceless | 9 |
| Herlekin | 1 | Darksphinx | 10 |
| Whiptail | 1 | Magugon | 11 |
| Akop | 2 | Oubliette | 11 |
| Bonedreg, Quadruped | 2 | Balan's Jackal (gnoll) | 12 |
| Bonedreg, Biped | 3 | Lel, Marquise of the Night | 12 |
| Ice Stalker | 3 | Ashmede | 13 |
| Striga | 3 | Balan, Master of the Infernal Hunt | 13 |
| Hellwarden | 4 | Mountebank (human) | 13 |
| Painshrieker | 4 | Plaguelord (goblin) | 13 |
| Spinder | 4 | Hadriel, Duchess of Domination | 14 |
| Bulugon | 5 | Naamah, Contessa of Duplicity | 14 |
| Soulsniffer | 5 | Furcas, Duke of Rhetoric | 15 |
| Vierhander | 5 | Krotep, Pharoah of Axor | 15 |
| Asakku | 7 | Vuall, Duke of Pleasure | 15 |
| Chamagon | 7 | Nekhet, Prophet of Set | 16 |
| Gladiatrix | 7 | Dagon, Warden of the Stygian Depths | 17 |
| Pain Mistress | 7 | Malgrin, Duke of Unlife | 17 |
| Distender | 8 | Antaia, the Witch Queen | 18 |
| Kere | 8 | Jalie Squarefoot, the Lich Fiend | 18 |
| Balan's Huntsman | 9 | Nergal, the Fetid Prince | 18 |
| Enforcer of Dis | 9 | Bune, Duke of Eloquence | 20 |
| | | Iblis, Duke of Pride | 24 |

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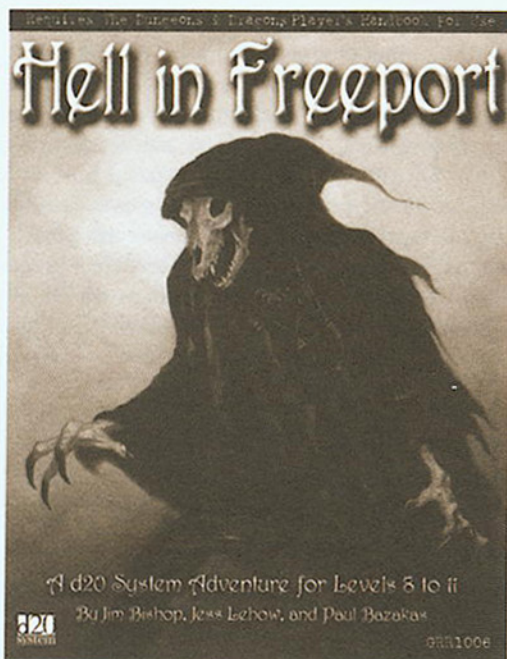
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About the Author: Chris Pramas is no stranger to the Pit or to **Dungeons and Dragons®**. He wrote the **Advanced Dungeons and Dragons® Guide to Hell**, and co-authored such adventures as *Slavers* and *The Apocalypse Stone*. His breakthrough adventure *Death in Freeport* helped inaugurate the d20 System and has been nominated for an Origins Award.

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