

“Yet even as the forces of He Who Was faced off against their traitorous fellows, their mighty golden shields repelling black swords that could cleave the sun in twain, did they find foul pestilential things, vile beings made black and putrid by the hatred in their hearts, stabbing and biting them about the ankles. And as these tiny horrors diverted their attentions, their shields wavered; black swords struck home, and blood spilled across the clouds of the heavens.

“And even as the generals of He Who Was, riding high in their chariots of radiant gold, gave orders to their heralds, their words were stolen by foul spies, smaller than a newborn child and invisible even to those on their guard. And these words were delivered unto the generals of the betrayers, whose soldiers awaited the armies of their foes and crushed them all unawares.

“For these vile beings, and these spies, were the ears of Beleth, who has known since before the world was new that the tiniest dangers are those most likely to be overlooked by gods and by men.”

—From Chapter 4, verse 19, of “A Chronicle of Bloodstained Heavens,” being the second part of the *Codex of Betrayal*.



## CODEX OF BETRAYAL

# BELETH, THE WITCH'S VISCOUNT

by Ari Marmell

illustrations by Ben Wootten

EVIL AS IT MAY BE, the upper hierarchy of the Nine Hells is a structured, orderly system. This is due, in part, to the lingering remnants of the days of old, since the beings who rose up against their divine master seek a sense of purpose and equilibrium in their new and cursed existence. It comes, in part, from their efforts to organize and keep an eye on each other, for what devil in his right mind would trust his compatriots?

And it comes, in part, from the dictates of Asmodeus, who seeks to build an army capable of spreading across the cosmos—and who watches each and every one of his underlings with an unblinking eye, lest any rise up against him as he did against his own master.

Thus do the archdukes of the Nine Hells each reign over their own layer of the domain, and thus do hundreds of devils below them carry their own titles—duke and general, knight and count—and their own areas of responsibility.

Almost lost among these many diabolic commanders, schemers, and taskmasters stands one who knows

too well the value of being overlooked. This is Beleth—known also as the Witch’s Viscount, and the Prince of Imps—who has built his power upon the wings of a hundred devils and the secrets of a thousand more. Today he stands as spymaster to the wicked and sensual Glasya, daughter of Asmodeus and ruler of Malbolge—but in his day, he has served at the whim of nearly every archduke, and a dozen of the Nine Hells’ other lords. Each values the advice of Beleth due to his skill in unearthing almost any secret—and none can afford in the slightest to trust him, for none can say what he might know about *them*.

## THE CODIX OF BETRAYAL

Much of the information on the Nine Hells and its foul inhabitants available to sages and priests comes from an impossibly ancient tome entitled *The Codex of Betrayal*. A massive text of multiple thousands of pages, the *Codex* was penned by a man known to history only as Brother Eiulo. The priest, assuming that’s truly what he was, claims in his writings to have been the last surviving servitor of the deity whom Asmodeus murdered. The *Codex of Betrayal* is divided into four books, each of which contains several dozen chapters.

- ◆ “A Chronicle of He Who Once Lit Our Way, His Heavens, and the Earth Below,” which covers the days preceding Asmodeus’s uprising.
- ◆ “A Chronicle of Bloodstained Heavens,” a record of the uprising and the war itself.
- ◆ “A Chronicle of Unquenchable Flames and Unbreakable Maledictions,” which details the earliest years of the Nine Hells under Asmodeus, the devils’ reactions to the curse, and the establishment of the initial hierarchy.
- ◆ “A Lexicon of Murderers Most Hated and Vile,” a list and description of every devil about whom Brother Eiulo could learn even the most minor fact.

Although several pages of the original manuscript are scattered throughout the archives of various churches and the libraries of rich sages, most of the existing material is in the form of second- or third-hand copies. Little of the first book of the *Codex* remains in any form; the other three are missing material, but still present a veritable treasure trove of information on devils and the Nine Hells.

Strangely, none of the copies of the *Codex* include the name of the god whom Asmodeus slew. Even in the surviving pages of the original text, the name has been literally scraped off the parchment, replaced with titles such as “He Who Was” and “He Who Once Lit Our Way.” Whether this was done by Eiulo or someone who came after, none can say. While many scholars refuse to attribute any qualities to this unknown deity, some theorize that the deity may have been one of knowledge or good due to the choice of words in these substitutions.

## HISTORY

Beleth was one of the first “generation” of beings in the service of He Who Was. Never one of the greatest warriors of his ilk, nor one of those assigned to carry the divine word to mortals, he came to appreciate the abilities of those around him—a lesson that would serve him well during, and beyond, the horrors to come.

## BEFORE THE UPRISING

The devil who would become Beleth—whether that was his name before the Uprising is unclear—was, for lack of a better descriptor, a bureaucrat. He delivered commands from He Who Was to many of the generals, and carried messages between agents of the deity. At his beck and call he had, not powerful warriors with blinding wings and swords of fire, but tiny creatures—the original nature of which has been lost to time—whose job was to fetch, carry, and deliver missives.

Like most servants of the deity, Beleth was initially satisfied with his lot, and he was proud to serve as ordered and to perform his duties in the name of his god. Yet, like so many others in the days leading up to Asmodeus’s rebellion, Beleth began to grow discontent with his position, tainted by a mounting sense of ambition. This was not because he became jealous of the greater servants to whom he was little more than a go-between, nor due to his nigh-daily witnessing of the power wielded by He Who Was and those who served him directly.

No, Beleth came to a sudden realization—probably on his own, but possibly whispered into his ears by others already loyal to Asmodeus’s growing aspirations. It occurred to Beleth just how much power he *already had*—power he was failing to exercise. Since he and his servitors were the ones who delivered orders and carried messages, they could also *change* those

orders; also, they knew more about the others around them than any of them could possibly realize. Military tactics, personal activities—Beleth had knowledge of them all.

When minions of Asmodeus approached Beleth to join in their rebellion, the “mere messenger” couldn’t agree fast enough—if for no other reason than the chance to exercise and explore his newly discovered power.

## DURING THE WAR

In the earliest stages of Asmodeus’s uprising, Beleth maintained a façade of allegiance to He Who Was. Many of the earliest victories won by the rebels under Asmodeus were due not to military supremacy, but because Beleth delivered to them a full report of their enemies’ tactics, or changed orders between generals and their troops. Not all Beleth’s messengers were willing to cooperate with his blasphemous activities, but most were all too excited to explore the new power they could exercise over those who had ignored them. Those few who did not were set upon by the remainder, at Beleth’s order, and slain.

Still, it was only a matter of time before Beleth’s espionage would be discovered, and he knew it. Sooner or later, the agents of He Who Was would realize that their orders were being intercepted or corrupted; or else one of the messengers who remained loyal to his god, and who had gone undetected by Beleth’s cadre, would come out of hiding and report Beleth’s activities. At the first sign that his fellow agents started to suspect him, Beleth and his tiny spies fled, assassinating several of the deity’s servitors who still trusted them.

Beleth’s usefulness to Asmodeus’s forces changed at this point, but it hardly came to an end. Beleth was placed under the command of Moloch, one of Asmodeus’s lieutenants in the rebellious armies. From here, he shared with his new masters all his knowledge of the foe’s plans, military strategies, and—most impor-

tantly—the ins and outs of their communications. His messengers served in their new army with far more loyalty than they had in their old, passing orders swiftly and efficiently. Though not mighty warriors, they engaged in battle, en masse and invisibly, distracting their enemy so that the soldiers of Asmodeus might lay them low. And they continued to spy, taking advantage of their tiny size and powers of invisibility and misdirection.

*Beleth’s hopes and ambitions flared anew when the devils discovered that mortal souls could be . . . used for all manner of diabolic magic.*

## THE EARLY YEARS OF THE NINE HELLS

Beleth was horrifically frustrated by the curse of vengeance that left the devils trapped in the Nine Hells at the conclusion of their rebellion, for he was in a largely untenable position. Though instrumental in many of the army’s victories, he lacked the power and influence of Asmodeus’s generals, and so he was granted only a small domain within Moloch’s layer of Malbolge. Further, knowing full well his propensity for altering messages to his own advantage, few of the newly landed dukes and barons of the Nine Hells would make use of either Beleth or his cadre of minions. Certainly, Beleth could continue to use his followers as spies, learning some potent secrets and perhaps convert those into an amount of influence, but it seemed that the devil who had grown fascinated with his power would never rise above his current status.

## THE FLOW OF SOULS

Beleth’s hopes and ambitions flared anew when the devils discovered that mortal souls could be redirected to the fires of the Nine Hells after death,

and that those souls could be used for all manner of diabolic magic—including the powering of rituals and infernal machines, the animation of hellish constructs, and even the birthing and shaping of new generations of devils.

Many of these new souls-turned-devils were reborn as imps, tiny but malicious creatures that served their betters as messengers, lieutenants, spies, and—on occasion—assassins. And these imps were, in almost all respects, identical to the cursed and diabolic form

of Beleth’s corrupted messengers.

Where many of the other devils treated these imps—and many other new and weak forms of devils—with anger and contempt, Beleth welcomed them with open arms. He treated them with, if not kindness, than at least a degree of respect unmatched by any other noble of the Nine Hells. He offered them positions within his court and gave them servitors of their own. Over the course of the Nine Hells’ earliest decades and centuries, Beleth became a true patron of imps in general, commanding a force of the minuscule but vicious devils second to none.

And because the other devils had no means of knowing which imps were Beleth’s and which were not, the newly christened “Prince of Imps” was once again possessed of servants who had offices in the courts of his rivals, once again in a position to learn—and in some cases, even change—the messages and secrets dispatched from one devil to another.

## THE COVENS CALL

The newfound contact with the mortal realms offered Beleth another gateway to power, beyond the assim-

lation of new imps and minor devils into his cadre of followers. With ever greater frequency, mortal spellcasters blinded by pride, ambition, or simple foolishness summoned devils from the depths of the Nine Hells, seeking a variety of powers and deals. And with each agreement, each handshake, each signature, another soul was damned.

Although the archdukes and dukes of the Nine Hells reserved the greatest of mortal pawns for themselves and their servants, the minor nobles had their pick of lesser casters. Beleth took frequent advantage of this fact, responding—or sending minions to respond—to calls from casters too weak for other devils to bother with. Further, because the majority of would-be-diabolists initially call upon imps, since the small devils are both easy to summon and make powerful familiars, Beleth's minions answered these calls more often than those of any other devil.

The result was that Beleth and his followers had unmatched access to the mortal realm during the earliest generations, when humanoids were just discovering the Nine Hells and the diabolical powers within them. In a variety of forms and through a variety of proxies, Beleth influenced the rites and rituals of summoning as practiced by various witch covens, hedge wizards, and journeyman mages. He altered occult beliefs and terminologies, taught new techniques of summoning, all with the intent of channeling even more mortal calls to his own court.

## FROM MOLOCH TO MALAGARDE

As more and more of his imps insinuated themselves into the ranks of other devils, granting Beleth a spy ring unprecedented within the Nine Hells, and as his name and his minions were called ever more frequently by mortal covens and cabals, the great powers of the Nine Hells finally took notice of him. Not all this notice was positive; Beleth's spies and inside

information allowed him to survive no fewer than half a dozen assassination attempts.

For the most part, however, the devils did what devils normally do: tried to find a way to turn their new discovery to their advantage. First one archduke, then another, employed Beleth and his spy ring to their advantage, having him report on information from an enemy's court, or asking him to sway the activities of a mortal sect. And for each of these services, Beleth asked not souls or treasure—or at least, not just these—but political favors, added territories, or additional minions that were far more powerful than the imps he already commanded.

Eventually, Archduke Moloch granted Beleth a position within his court; not, some say, to take advantage of his abilities, so much as to keep an eye on him to ensure that others could not use him against Moloch. This was a gamble, since it also gave Beleth inside access to Moloch's sanctum, but since several of Beleth's imps were almost certainly insinuated within already, it seemed a minimal risk.

And there Viscount Beleth spent many centuries, devoting himself primarily to his duties as Moloch's spymaster, but still doing occasional "freelance" work for other devils, as long as those assignments did not pit him against Moloch.

Yet still Beleth was not content. Moloch, whom he had served before in Asmodeus's war and whom he served now, seemed unwilling to provide the new viscount any further opportunity for advancement. He was far more concerned with keeping Beleth under his thumb since he was paranoid that his spymaster would spy on him in turn.

Beleth turned to another powerful figure in Moloch's court—one whom his spies told him was just as ambitious: the archduke's consort, the vile night hag Malagarde. Using her influence and his information, the pair manipulated Moloch into rising up against Asmodeus, alongside a number of other rebellious archdukes and dukes. And as they had anticipated,

Asmodeus laughingly defeated the lot and exiled Moloch from the Nine Hells. Beleth hoped that the King of the Nine Hells would appoint a replacement more amenable to his advancement, or more easily manipulated, but was pleasantly surprised when Moloch's successor turned out to be Malagarde. The countess was terrified that her diabolic rivals would band together against her, the only nondevil to rule a layer of the Nine Hells, and was only too happy to keep Beleth on as spymaster and advisor.

## THE RISE OF GLASYA

Beleth suspected that Asmodeus had ulterior motives in granting Malbolge to the night hag, but the spymaster who was accustomed to knowing everything was as shocked as everyone when Glasya, daughter of Asmodeus, slew the Hag Countess in a brutal show of power and usurped rulership of the domain—all with the explicit approval of her father. For the first time in centuries, Beleth was uncertain of his position.

Fortunately for him, Glasya—who swiftly sought to establish her right to rule independent of her father's power—was quick to recognize the advantage of the network of spies and couriers that Beleth had put into place throughout the Nine Hells and the mortal world. After a cursory interrogation in which she proved to her own satisfaction that he held no lingering loyalties to the displaced Malagarde, she allowed Beleth to resume his rank of viscount and his position of spymaster, this time in her own court.

It's a position that Beleth still holds today. On occasion, and with Glasya's tacit permission, he still takes on tasks for other devils if their offers of payment and favors are sufficient motivation. He still answers sporadic mortal summons personally, though he sends minions to respond to most. And rumor holds that Beleth occasionally reports on Glasya's activities to her father—but then, even the prideful daughter of the King of the Nine Hells could hardly blame any devil for following the dictates of Asmodeus.

## BELETH'S GOALS

In the broadest sense, Beleth's goals are the same as most other high-ranking devils: to obtain more power, more minions, and more souls for the Nine Hells.

Specifically, Beleth continues to use his favored tools to accomplish this: his spies who can gather almost any piece of information, given sufficient time; his messengers, who not only report but occasionally change missives between devils; and, with increasing frequency, his rapport with, and loyalty among, an ever-growing number of cults, cabals, and covens across the world.

## THE NATURAL WORLD

Beleth approaches the acquisition of mortal souls as an exercise in quantity over quality. The world's mightiest evildoers and most ambitious apostates call upon devils far greater than he—Mephistopheles, Belial, Levistus, and Asmodeus. Competition with these powers would be both futile and foolish. Instead, Beleth focuses his efforts on far less potent casters: the young wizard acquiring his first familiar or the coven gathered together to raise their first devil. These souls are far less valuable to his kind, but so many more of them exist. Indeed, it is this practice that bestowed upon Beleth his most commonly used and infamous title, “the Witch's Viscount.”

As stated previously, Beleth and his minions were among the most frequent responders to mortal summons in the earliest days of the Nine Hells, and this granted Beleth a unique opportunity to change the summoning rituals that would be passed on to apprentices and future generations. Into many of these rituals, the viscount worked variations on his own name, and the names of his most loyal vassals. The result of this tampering carried on through the centuries and still manifests today: Several such

rituals “default” to calling upon Beleth or the imps that serve him. Any time a caster summons an imp and does not specify the name of either that imp or that imp's diabolic master, the odds are good that the rite calls upon one of Beleth's servitors in favor of an imp loyal to any other devil.

And since many a low-level diabolist summons an imp before moving on to ever greater devils, Beleth's collection of souls, and his eyes and ears in the natural world, grow ever wider.

## COVENS, NOT CULTS

Few true cults are devoted to Beleth. When so many diabolists gather, they invariably grant their devotion either to devils of far greater power and infamy, or—on rarer occasions—to weaker devils that the cult leader believes he can bend to his whim.

Instead, as mentioned above, many of Beleth's petitioners are individual casters, or those who gather in smaller groups such as warlock cabals and witch's covens. These groups, most of which average seven

### SAMPLE GATHERING: THE BLACK MOSS COVEN

In many regions, moss that has turned an unhealthy dark gray or black is known as “witch's hair,” and it suggests an area cursed by dark magic. In the depths of the Fenreach—a swampy isthmus the size of a small continent—a coven of witches have adopted that name for their own, and they work to increase their own wealth at the expense of their neighbors, with the aid of the Prince of Imps.

The Fenreach stands as the link between two larger continents, and several rivers flow largely unseen through its otherwise stagnant waters. Merchant vessels hire native guides to direct them through those rivers, for sailing across the Fenreach is weeks faster, if not months, than circumnavigating the landmasses to which it is attached. Yet those rivers are all but impossible for outsiders to locate, and they are difficult even for the natives to find. Many shipwrecks throughout the Fenreach—some of which serve as small villages for natives and sailors stranded here—are a testament to that difficulty.

With the aid of their own magic, and the eyes and ears of Beleth's invisible imps, the Black Moss witches learn whenever a rich vessel seeks passage through

the Fenreach. Through intimidation and magical coercion, the witches force the hired guides to lead such ships astray, running them aground in the foul swamp. From there, the witches can either demand a ransom to allow the crew to survive, or else sacrifice them in Beleth's name, leaving their bodies to beasts of the swamp, and making off with the riches aboard the vessel.

Many locals know of the Black Moss Coven, yet they are too terrified of their unnatural powers to approach their domain, let alone attempt to stop them. Yet if left unchecked, the coven's activities could destroy several of the Fenreach communities, whose economies depend either on the monies earned for guiding these vessels, or trade with the ships as they pass through the murky swamp.

The Black Moss Coven is led by a female half-elf warlock named Annelaise Dulaire. Most of its members are human or half-elf warlocks or wizards, but the coven is known to contain at least one true monster as well: Irvmuldre, a bog hag who serves as Annelaise's advisor.

to thirteen members, hold little power in their communities, and they must either keep themselves secret to avoid persecution, or else display sufficient power to terrify their neighbors into granting them a wide berth. These covens call upon Beleth primarily to grant them familiars and other servitor devils, favors that the Prince of Imps is only too happy to grant. On occasion, Beleth might appear to such covens directly to ensure their loyalties, to engage in carnal relations with a petitioner, or to claim a particularly valuable sacrifice.

Although a few other devils compete for the worship of these witches and hedge wizards, Beleth's primary rival for their worship and adoration comes from the Abyss. The demon lord Graz'zt is also a frequent patron of covens and cabals, and the minions and servitors of both powers have done so on a number of occasions. Those covens that seek greater power to curse and destroy are drawn toward Graz'zt, while those who seek to connive, to enrich themselves, or to influence their neighbors are more attracted to Beleth. (These are, of course, mere generalities, not hard and fast rules.)

## THE HIERARCHY OF THE NINE HELLS

When it comes to the acquisition of status among his fellow devils, Beleth's methods and advantages are rather broader than that of other devils.

His position as Glasya's spymaster grants him a degree of authority and safety he could acquire almost nowhere else. Glasya keeps Beleth busy gathering information on a number of devils, many of whom are fearful of striking back at him lest they incur the wrath of Glasya—or her father.

Although much of this information goes directly to Glasya, Beleth also keeps secrets to himself. As befits a ranking devil, the Witch's Viscount has great skill at interpreting the strict letter of his orders. Every piece of information his spies unearth that pertains to Glasya

and her interests, he passes along immediately. But anything else is subject to intense scrutiny first, and if Beleth doesn't feel that he's duty-bound to pass that information along—if, for instance, it doesn't appear to be anything of immediate importance to Asmodeus's daughter—he doesn't feel obliged to reveal it.

The Prince of Imps still finds the occasional opportunity to hire out his services, and his spy network, to other devils. Glasya permits him to do so, as long as he never prioritizes those efforts above her own commands, and with the understanding that he'll turn over anything he happens to uncover

in the process that could work to her benefit. Most archdevils are reluctant to employ him since they are uncertain where his loyalties lie, but the opportunity to learn the plans and hidden weaknesses of a rival is too tempting to pass up.

When undertaking one of these tasks, Beleth has only one inviolate rule: Any information an employer gives him is sacrosanct for 100 years. Beleth does not offer that information to any future employer, no matter the price, until that period has expired. It seems an oddly honorable policy for a devil, until one realizes that without such assurances, nobody would employ his services, for fear that he would immediately share what he learned of one employer to the next. (If he is indeed spying on Glasya for Asmodeus, as some rumors claim, this must be an exception to this so-called "iron clad" rule. . . . But again, who can blame a devil for obeying Asmodeus above all other concerns?)

Finally, Beleth's duties to Glasya specifically involve spying on and sabotaging her rivals' activities

within the Nine Hells. Any information he acquires from his covens and summoned imps in the mortal world, and any souls he drags to the Nine Hells, are entirely his to do with—or to sell and trade—as he pleases. Given the interest so many devils hold in the mortal realms, this grants Beleth quite a bit of currency that he can use to increase his standing.

But what does Beleth ultimately hope to accomplish? For centuries and longer, he has gathered "dirt" on nearly every noble in the Nine Hells, from the archdukes down to the lowliest knights who command a single company. He has traded information

*Beleth's position as Glasya's spymaster grants him a degree of authority and safety he could acquire almost nowhere else.*

for political favors, many of which still hang over the heads of other devils as lingering debts. Although none but Beleth knows the full extent of his influence, this simple viscount might well be able to exert substantial pressures on devils many ranks higher than he.

And this, in fact, is the Prince of Imps' objective. Although he craves power, he doesn't want the position of archduke and doesn't want a layer of his own. Beleth would rather be kingmaker than king—a lesser target for rivals, uprising, and assassination. Some day, Beleth hopes to hold sufficient influence that he can rule entire regions of the Nine Hells, not overtly, but as the power behind a puppet throne. And none of the devils of the Nine Hells can honestly claim to know how close to that goal Beleth may be.

## BELETH, THE WITCH'S VISCOUNT

MASTER OF SECRETS AND PRINCE OF IMPS, Beleth comes across as one of the most easygoing and least ambitious of devils, content with his lot. It's all a façade, of course, but it is one that—like so many others—the Witch's Viscount is an expert at projecting.

### DESCRIPTION

When first encountered, Beleth is normally cloaked in his human form—"Leaving my devil in the wardrobe," as he is fond of saying. He appears as a slightly gaunt man, just passing middle age. His piercing

blue eyes stare out from a clean-shaven face, which is pale but tinged slightly red as though he'd been out and about in the sun. He wears a black leather overcoat atop a black vest—cinched tight with a silver-buckled belt—and a white tunic. Graying hair hangs loose from beneath a black, broad-brimmed hat, and he carries a mahogany walking stick topped with a golden sphere.

His transformation to diabolic form is swift and sudden. His cloak unfolds into a pair of batlike wings; the cane flexes, winding and extending back behind him to become his tail, even as the sphere warps into a barbed stinger. The hat dissolves away into his hair, revealing a pair of small horns, and his teeth and nails grow long and gray.

### TACTICS

Beleth prefers not to fight at all; if he lacks sufficient information to extort a foe into backing down, he believes that he's already lost the first battle. That said, when cornered or enraged, the Prince of Imps is a brutal foe indeed. He prefers to fight alongside allies, directing them with telepathic abilities if they are of a diabolic nature. He fights by using *hellish salvos* with his mightiest ally, moving out of troubling situations by using *brimstone cloud* and then going invisible to better position himself for an attack. When necessary, he might depart combat.

When he fights in his favored human form, he can use his sting attack without it appearing as more than a blow with his walking stick. Since his walking stick is his disguised tail, it cannot be disarmed or taken from him.

### LORE

A character knows the following information with a successful Religion check.

**DC 20:** Beleth, called the Witch's Viscount and Prince of Imps, is a lesser noble in the service of Glasya, Archduchess of Malbolge.

**DC 25:** The Witch's Viscount is an accomplished deceiver and shapechanger. It is said that he commands the loyalty of many small diabolic cabals and witches' covens, and that he has imp spies all over the world and in the courts of many powerful devils.

Beleth can communicate telepathically with other devils, and he uses this power to gain reports from his minions, ensuring that they leave nothing out and that nobody can eavesdrop on them.

**DC 30** With this result, the PC knows all the basics as presented in the History section (although the DM is encouraged to omit a few specific details if they seem like the sort of thing that wouldn't become known to even expert mortal students of the occult).

<b>Beleth</b>	<b>Level 26 Solo Skirmisher (Leader)</b>
Medium immortal humanoid (devil)	XP 45,000
<b>Initiative</b> +23	<b>Senses</b> Perception +26; darkvision
<b>From All Sides</b> aura 10; allied devils within the area may spend a move action, on their turn, to teleport a number of squares equal to their base speed or base fly speed (whichever is higher).	
<b>HP</b> 1,205; <b>Bloodied</b> 602	
<b>AC</b> 44; <b>Fortitude</b> 39, <b>Reflex</b> 42, <b>Will</b> 42	
<b>Resist</b> 35 fire, 20 poison	
<b>Saving Throws</b> +5	
<b>Speed</b> 6, fly 6 (hover), teleport 4	
<b>Action Points</b> 2	
⊕ <b>Infernal Sting</b> (standard; at-will) ♦ <b>Fire, Poison</b>	
+31 vs. AC; 2d12 + 6 damage, and Beleth makes a secondary attack against the same target. <i>Secondary Attack:</i> +29 vs. Fortitude, and ongoing 15 fire and poison damage and target is immobilized (save ends both).	
⊕ <b>Hellish Salvo</b> (standard; at-will) ♦ <b>Teleportation</b>	
Beleth makes an <i>infernal sting</i> attack against a target and can teleport 2 squares after the attack. Beleth can then make another <i>infernal sting</i> attack against a different target and teleport 2 squares after that attack. Then, an ally with 5 squares of Beleth's final destination can make a melee basic attack and teleport 2 squares after its attack.	

◀ <b>Brimstone Cloud</b> (move action; recharge [E]) ♦ <b>Teleportation</b>
Beleth teleports 10 squares, leaving a brimstone cloud behind in a close burst 3, centered on the square he left; +29 vs. Fortitude; slowed until save.
<b>Infernal Escape</b> ( <i>immediate reaction</i> , when first bloodied; encounter)
Beleth's <i>brimstone cloud</i> recharges automatically, and he uses it immediately.
<b>Vanish</b> (standard; at-will) ♦ <b>Illusion</b>
Beleth becomes invisible until he attacks. (If Beleth is mounted, he can apply this ability to his mount as well.)
<b>Diabolic Telesthesia</b>
Beleth can read the minds of any allied devil of lower level within 20 squares of him. Any place such a devil can see is considered within line of sight for Beleth's teleportation.
<b>Change Shape</b> (minor; at-will) ♦ <b>Polymorph</b>
Beleth can alter his physical form to appear as any Small or Medium humanoid, including a unique individual (see <i>Change Shape</i> , page 280 in the <i>Monster Manual</i> ). The human form described above is his favored shape, and best known to his covens, but he assumes whatever shape is appropriate to the circumstances.
<b>Alignment</b> Evil <b>Languages</b> Common, Supernal, telepathy 20
<b>Skills</b> Arcana +28, Bluff +28, Diplomacy +28, Insight +26, Perception +26
<b>Str</b> 22 (+19) <b>Dex</b> 27 (+21) <b>Wis</b> 26 (+21)
<b>Con</b> 25 (+20) <b>Int</b> 30 (+23) <b>Cha</b> 30 (+23)

## ENCOUNTER GROUPS

Beleth is rarely encountered alone. At the very least, he's surrounded by a horde of imps, though most such devils have little influence in a combat against foes of Beleth's own power level.

**Great Coven, Encounter Level 29 (XP 79,400):** Beleth has been summoned personally by one of his most potent covens.

- ◆ Beleth, the Witch's Viscount (level 26 solo skirmisher)
- ◆ Alzach (level 23 elite soldier)
- ◆ 2 NPC wizards (level 24 controller)
- ◆ 2 NPC warlocks (level 24 striker)

**Journey Through the Nine Hells (Level 29, XP 78,200):** When traveling between the courts of the Nine Hells' nobles, or leading his forces into battle directly, Beleth prefers a specific array of companions, with invisible imps scouting the way.

- ◆ Beleth, the Witch's Viscount (level 26 solo skirmisher)
- ◆ Alzach (level 23 elite soldier)
- ◆ 4 war devils (level 22 brute)
- ◆ 8 legion devil legionnaires (level 21 minion)

## ENEMIES, ALLIES, AND MINIONS

Through his spy network, Beleth has links to almost every major devil. Still, where most of them are concerned, the Witch's Viscount is neither a major rival nor a vital ally, but merely another devil who could prove either pawn or problem. The following text references only those devils with whom Beleth has a particularly strong relationship, positive or negative.



## THE DUKES OF THE NINE HELLS

Beleth's strongest ally among the highest nobles of the Nine Hells is Glasya. As her spymaster, Beleth can count on a high degree of cooperation, support, and protection from the daughter of Asmodeus—as long as he continues to serve her interests.

Of all the other archdukes, the paranoid and insular Dispatier employs Beleth's services most frequently. Rumor has it that he wishes to entice Beleth to abandon Glasya entirely and enter his services full time. Bel occasionally employs the Prince of Imps as a means of learning what the other archdukes—all of whom are older and more powerful than he—are planning. And Levistus sometimes employs Beleth to learn more of what's occurring in the the natural world.

On the other hand, Baalzebul despises Beleth, for Baalzebul was also caught up in, and punished for, the

same revolt against Asmodeus during which Beleth betrayed Moloch. Belial and Fierna, allies of Baalzebul, follow his lead. And of course the exiled Moloch, though no longer technically an archduke, schemes to return to power—and no doubt the destruction of his betrayers is high on his list of priorities.

## LESSER DEVILS

Beleth's closest allies are his lieutenants, who are devils who serve in his court and help manage his military units and his network of spies. Of course, knowing full well the power of altered messages and orders, Beleth frequently checks on his minions to make certain they are passing along his commands untainted. These lieutenants include the following:

- ◆ General Baraddal (a war devil with the battle champion template), Beleth's battlefield commander.





## IMPS

It would be inaccurate to say that the so-called “Prince of Imps” commands *all* these minute devils, or even a majority of them. Many hundreds serve other devils faithfully and in great numbers. However, no other devil—besides, perhaps Asmodeus—can claim to exercise direct command over as many imps as can Beleth.

Of greater import is the fact that only a small proportion of Beleth’s imps are based in his own terrain. Most are scattered throughout the Nine Hells, in service to other devils, or active on the mortal realm as familiars and advisors to many a witch or wizard. It is this wide scattering of imps that grants Beleth his spy ring, and that so greatly worries his rivals—for no devil can be certain how many of “his” imps report to the Witch’s Viscount or might be changing orders to Beleth’s benefit.

In addition to the standard imp, much of Beleth’s court and spy ring consists of other types—including the assassin imp presented below.

## ALZACH

The greatest of Beleth’s servants, the devil Alzach is both an enigma and a power in his own right. The most powerful of Beleth’s minions before the fall, he has long remained the viscount’s loyal lieutenant. More than that, however, he is one of Beleth’s secret weapons—for few devils recognize him for what he truly is.

## DESCRIPTION

Alzach is an innate shapeshifter, with three forms available to him. None but Beleth, a few of the viscount’s highest lieutenants, and possibly Glasya, know that each of these forms represents a single devil. All others believe that “Alzach” is three separate individuals, which is a misconception that Beleth and Alzach take pains to cultivate.

His “native” form is that of an imp with strangely mottled skin that ranges from dark gray to sickly purple. This is the form that everyone knows as “Alzach,” one of Beleth’s most potent and loyal vassals. In this form, Alzach is Tiny.

The form in which Alzach spends most of his time is that of a powerful white warhorse. This heavily muscled charger is clad in black barding. Its teeth are jagged and razor-edged, its hooves shod in black iron, and its eyes glow a malevolent green. In this form, Alzach serves as Beleth’s mount in combat and ceremony, and it is known by the name of Olqas. Alzach is a Large creature in this form.

Finally, Alzach can assume the form of a great worm. A sickly red-purple in hue, the worm has a foul, lampreylike fanged maw. Alzach bears no known name in this form; other devils assume that he’s some foul beast that Beleth uses as both soldier and executioner. Again, Alzach is Large in this shape.

<b>Alzach</b>	<b>Level 23 Elite (See Below)</b>	
Large or Tiny immortal beast (devil, shapechanger)	XP 10,200	
<b>Initiative</b> +20	<b>Senses</b> Perception +18; darkvision	
<b>HP</b> 440; <b>Bloodied</b> 220		
<b>Resist</b> 30 fire		
<b>Action Points</b> 1		
✦ <b>Road to Hell</b> (minor; recharge ☐☐☐) ✦ <b>Teleport</b>		
Ranged 10; +28 vs. Will; target teleports 5 squares (to a safe square of Alzach’s choosing), and the target is knocked prone.		
<b>Vanish</b> (standard; at-will) ✦ <b>Illusion</b>		
Alzach becomes invisible until the end of his next turn or until he attacks. Alzach can use this power only in imp form, though he remains invisible if he later changes shape.		
<b>Change Shape</b> (minor; at-will) ✦ <b>Polymorph</b>		
Alzach can alter his physical form to take on one of three shapes: imp, horse, and worm. All three shapes have the same abilities except where noted (see Change Shape, page 280 in the <i>Monster Manual</i> ).		
<b>Skills</b> Bluff +23, Endurance +25		
<b>Alignment</b> Evil	<b>Languages</b> Common, Supernal	
<b>Str</b> 26 (+19)	<b>Dex</b> 25 (+18)	<b>Wis</b> 24 (+18)
<b>Con</b> 28 (+20)	<b>Int</b> 20 (+16)	<b>Cha</b> 24 (+18)

◆ Baron Uzendiun (a 22<sup>nd</sup> level bone devil with the demagogue template), who is second-in-command of the spy network.

◆ Alzach, Beleth’s closest companion (see below). Among his forces, Beleth counts ten companies of bearded devils, eight companies of bone devils, four companies of chain devils, four companies of war devils, and twelve companies of legion devils. Although not nearly comparable to the forces that more warlike devils can field, it’s impressive enough that his own territories cannot easily be invaded.

In nonmilitary forces, he commands the equivalent of five companies of succubi. The greatest amount of his influence, however, comes from imps of various sorts—the equivalent of no fewer than eighty companies.

**Imp Form (Skirmisher)**  
**AC 39; Fortitude 35, Reflex 38, Will 36**  
**Speed 6, fly 6 (hover)**  
 ⊕ **Sting** (standard; at-will)  
 +28 vs. AC; 1d12 + 8 damage, and the target takes ongoing 10 damage. Alzach can shift 1 square after the attack.  
 † **Diabolic Assault** (standard; at-will)  
 Alzach makes two sting attacks. If both strike the same target, the target is knocked prone.

**Horse Form (Soldier)**  
**AC 41; Fortitude 38, Reflex 35, Will 36**  
**Speed 12**  
 ⊕ **Kick** (standard; at-will)  
 +30 vs. AC; 2d10 + 8 damage, and the target is marked until the end of Alzach's next turn.  
 † **Diabolic Assault** (standard; at-will)  
 Alzach makes two kick attacks. If both strike the same target, the target is knocked prone.  
 † **Trample** (standard; at-will)  
 Alzach can move up to his speed and enter enemies' spaces. This movement does not provoke opportunity attacks, and Alzach must end his move in an unoccupied space. Once per turn, when Alzach enters an enemy's space, Alzach makes a trample attack; +26 vs. Reflex; 3d8 + 8 damage, and the target is knocked prone.

**Worm Form (Soldier)**  
**AC 41; Fortitude 38, Reflex 35, Will 36**  
**Speed 6, burrow 6**  
 ⊕ **Bite** (standard; at-will)  
 +30 vs. AC; 2d12 + 8 damage, and the target takes ongoing 10 damage and the target is knocked prone.  
**Earthen Maw**  
 Against a prone enemy, Alzach's bite attack also weakens the enemy until the end of that enemy's next turn.

## TACTICS

Alzach prefers to play with his opponents, making them believe they are in battle with more foes than they truly face. He changes shapes to bring new attacks to bear, especially when one is more appropriate to the circumstances. In imp form, he moves in

and out of invisibility as circumstances allow, while in warhorse form he acts as an unintelligent but highly trained mount and companion to Beleth.

## LORE

A character knows the following information with a successful Religion check. No check result reveals that Alzach's three forms are one creature—nobody outside the Nine Hells has this information.

**DC 20:** Alzach is one of the eldest of the imps, and he serves as the chief lieutenant to Beleth, the Witch's Viscount.

**DC 25:** Beleth's mount is a creature called Olqas, a demonic warhorse of terrifying power.

**DC 30:** Sometimes, Beleth unleashes a horrific wormlike creature in combat, a foul monstrosity that consumes the fallen. He's also been known to use it as an executioner.

## ASSASSIN IMP

THE VARIETIES OF IMPS IN THE NINE HELLS has yet to be fully tallied. More of the vile creatures seem to emerge from the pits each day, much to Beleth's delight, but the assassin imps are some of the deadliest in the Viscount's service. These murderous creature, even more than most imps, delight in the slaughter of helpless innocents. They especially favor sending those souls already pledged to their infernal master on their way, but their wicked glee in bloodletting is such that they will happily pursue any target they are sent to eliminate.

## DESCRIPTION

The assassin imp looks like other imps. It stands 2 feet tall, and it possesses leathery wings, a stinger-tipped tail, and a mouth full of wickedly sharp teeth.

Its scales are almost jet-black in hue, however, as opposed to the standard red. A long, raspy tongue runs across ivory white teeth, and it clutches a vicious blade in one hand.

<b>Assassin Imp</b>		<b>Level 7 Lurker</b>
Tiny immortal humanoid (devil)		XP 600
<b>Initiative</b> +12	<b>Senses</b> Perception +12; darkvision	
<b>HP 63; Bloodied 31</b>		
<b>AC 20; Fortitude 17, Reflex 20, Will 19</b>		
<b>Resist 15 fire</b>		
<b>Speed 4, fly 7 (hover)</b>		
⊕ <b>Razor</b> (standard; at-will) +12 vs. AC; 1d4 + 5 damage.		
⊕ <b>Tail Sting</b> (standard; at-will) ♦ <b>Poison</b> +12 vs. AC; 1d8 + 5 damage, and the imp makes a secondary attack against the same target. <i>Secondary Attack:</i> +10 vs. Fortitude; the target takes ongoing 5 poison damage and is slowed (save ends both). <i>First Failed Saving Throw:</i> The target is immobilized instead of slowed (save ends). <i>Second Failed Saving Throw:</i> The target falls asleep for 1 hour or until woken. Poison damage from this attack does not wake a sleeping creature.		
<b>Vanish</b> (standard; at-will) ♦ <b>Illusion</b> The imp becomes invisible until the end of its next turn or until it attacks.		
<b>Quick Escape</b> (immediate reaction, when first bloodied; encounter) The imp uses <i>vanish</i> as an immediate reaction.		
<b>Bleed the Helpless</b> When the assassin imp attacks a sleeping or helpless target, its razor attack deals +2d6 damage and ongoing 5 damage (save ends).		
<b>Alignment</b> Evil	<b>Languages</b> Common, Supernal	
<b>Skills</b> Bluff +9, Perception +12, Stealth +13		
<b>Str</b> 12 (+4)	<b>Dex</b> 20 (+8)	<b>Wis</b> 18 (+7)
<b>Con</b> 15 (+5)	<b>Int</b> 14 (+5)	<b>Cha</b> 12 (+4)

<b>Assassin Imp Murder Lord</b>		<b>Level 13 Lurker</b>
Tiny immortal humanoid (devil)		XP 1,600
Initiative +16	Senses Perception +16; darkvision	
HP 102	Bloodied 51	
AC 26; Fortitude 24, Reflex 26, Will 25		
Resist 20 fire		
Speed 4, fly 7 (hover)		
⚔ <b>Razor</b> (standard; at-will)		
+18 vs. AC; 2d4 + 6 damage.		
⚔ <b>Tail Sting</b> (standard; at-will) ⚔ <b>Poison</b>		
+18 vs. AC; 1d8 + 6 damage, and the imp makes a secondary attack against the same target. <i>Secondary Attack:</i> +10 vs. Fortitude; ongoing 10 poison damage, and the target is slowed (save ends both). <i>First Failed Saving Throw:</i> The target is immobilized instead of slowed (save ends). <i>Second Failed Saving Throw:</i> The target falls asleep for 1 hour or until woken. Poison damage from this attack does not wake a sleeping creature.		
✈ <b>Cut and Run</b> (free; at-will) ⚔ <b>Teleport</b>		
When the imp attacks from invisibility and hits, it can teleport 6 squares as a free action.		
☁ <b>Fade Away</b> (standard; at-will) ⚔ <b>Illusion</b>		
The imp becomes invisible, and it gains the insubstantial and phasing qualities until the end of its next turn or until it attacks.		
🏃 <b>Quick Escape</b> (immediate reaction, when first bloodied; encounter)		
The imp uses <i>fade away</i> .		
🩸 <b>Bleed the Helpless</b>		
When the assassin imp attacks a sleeping or helpless target, its <i>razor</i> attack deals +2d6 damage and ongoing 10 damage (save ends).		
Alignment Evil	Languages Common, Supernal	
Skills Bluff +13, Perception +16, Stealth +17		
Str 15 (+8)	Dex 23 (+12)	Wis 21 (+11)
Con 18 (+10)	Int 15 (+8)	Cha 15 (+8)

## TACTICS

As befits the name, assassin imps prefer slaughtering helpless targets. They enjoy waking their victims to pain and blood, only to put them to sleep a moment later with a tail sting. Assassin imps often work in groups or as the vanguard for an assault. If they *must*



*Assassin imps enjoy waking their victims to pain and blood, only to put them to sleep a moment later with a tail sting.*

engage a waking target, they attempt to put foes to sleep. Only if a target proves resistant to the poison does the imp move back in and begin making attacks with both tail and razor. (Some assassin imps carry tiny daggers, while others use jagged bits of scrap metal, but most prefer straight razors.)

## LORE

A character knows the following information with a successful Religion check.

**DC 15:** This is a variety of imp called an assassin imp, which specializes in slaughtering helpless foes. They are often sent to eliminate enemies of diabolists and devil cults.

**DC 20:** If it catches a foe by surprise or unawares, the imp can maintain its sting for a second or so longer than normal. This injects a virulent poison that causes the target to become drowsy, and possibly even fall asleep. ☹

## About the Author

**Ari Marmell** has been shirking homework in favor of playing D&D since he was nine years old. Thankfully, he now works in the industry, since shirking work for gaming tends to wreak havoc with the bills. He has written for quite a few of the industry's major companies, including White Wolf and, of course, Wizards of the Coast.