



WARHAMMER
40,000
CAMPAIGN SUPPLEMENT



DEATHSTORM

INTRODUCTION

Shield of Baal: Deathstorm is the second instalment in the *Shield of Baal* series, presenting the next chapter in the gore-soaked story of the war for the Cryptus System. The Tyranids of Hive Fleet Leviathan have descended upon the system in their trillions, feasting upon its worlds and cities in a relentless tide of carnage and death. The armies of the Astra Militarum and Adepta Sororitas have fought valiantly to hold them back, but they are hopelessly outnumbered by their enemies, and one by one their defences have fallen.

And yet there is hope. After days of fighting, the Blood Angels have finally broken through the Tyranid blockades to come to the defenders' aid. Amid the chaos of this new invasion, another plot is unfolding. In the ruins of Phodia, upon the war ravaged world of Asphodex, a pivotal battle is about to begin between Space Marine and Tyranid over the very future of the Blood Angels Chapter.

WARHAMMER 40,000 SUPPLEMENTS

This book continues the narrative begun in *Shield of Baal: Leviathan*. It tells the tale of the next, bloody chapter of that war, using evocative narrative and vivid imagery to bring to life the battle between 1st Company Captain Karlaen and the Broodlord known as the Spawn of Cryptus. The book includes full rules for using all of the finely sculpted Citadel miniatures found in this box, along with all the missions and datasheets required to refight their brutal battle in the ruins of Phodia.

HOW THIS SUPPLEMENT WORKS

Shield of Baal: Deathstorm contains the following sections:

- **The Fate of Phodia:** The story of the increasingly desperate and violent battle between the Blood Angels Strike Force *Deathstorm* and the Tyranid bio-horrors of the Phodian Annihilation Swarm. It charts the bitter enmity that grows between 1st Company Captain Karlaen and the Spawn of Cryptus, as the fate of both Blood Angel and Broodlord become inexorably linked. Behind their duel for survival and victory lurks a secret that could unravel the Blood Angels' millennia-old curse, if only Karlaen can reach it before it is devoured by the Hive Mind and lost for ever.
- **New Missions:** A set of specifically themed missions that depict the pivotal engagements fought as the Strike Force *Deathstorm* explore ruined Phodia. Using these battles you can enact each of these desperate battles and retell Karlaen's vital mission.
- **Full Gaming Rules:** The up-to-date Army List Entries describe Karlaen's Blood Angels and the Tyranids of Phodia in detail, including the Spawn of Cryptus and the Captain himself; along with the included wargear rules, they allow you to play games using all of the beautifully detailed Citadel miniatures contained within the *Shield of Baal: Deathstorm* boxed set. Unique Formation datasheets also allow you to represent the specific strengths of these two gathered forces on the tabletop.



THE FATE OF PHODIA

Hive Fleet Leviathan feasts upon the Cryptus System, its worlds and cities drowning under tides of void-spawned bio-horrors. Scattered pockets of Imperial resistance stand grimly against the unimaginable numbers of the Tyranids. Coming to their aid, the Blood Angels 1st and 2nd Companies descend upon the besieged system.

Karlaen, Captain of the Blood Angels 1st Company, looked down upon the world of Asphodex. Beyond the shifting distortion of the Battle Barge's void shield he could see the planet's heavy grey clouds shot through with sickly strands of purple, each one alive with billions of tiny writhing shapes. As he watched, dark shapes drifted past the ship's massive vista-port, each one a shining bloated mass of flesh that faintly reflected the twin suns of Cryptus. As the bio-ships moved across the upper atmosphere of the planet, Karlaen could see disturbances in the clouds below, like hurricanes viewed from above. The bio-ships were feeding, and soon they would strip Asphodex of all life.

The Captain had seen worlds in the grip of the Great Devourer many times before, and they seldom survived once the Hive Mind had wrapped its coils around them. No, this was a doomed planet he looked upon, and there would be nothing but blood and death lurking beneath its clouds. However, his orders were clear, handed down from Commander Dante on the counsel of Sanguinary High Priest Corbulo. Though Karlaen held no enmity for Corbulo, he could not see the wisdom in sending 1st Company Terminators to perform such a task. Already the first waves of the Blood Angels assault were preparing for their descent into the ruins of Phodia, Asphodex's principal city. This side mission felt like a waste of his talents. If Governor Augustus Flax still lived, it would not be for long. Yet if it was Karlaen's duty to find him, it would be done.

His most trusted Brother-Sergeant, Alphaeus, stood beside him. Karlaen acknowledged Alphaeus with a nod, and led him into the Battle Barge's teleportarium. Soon his brothers gathered around them – a score of Terminators formed up on the platform, checking their weapons and intoning oaths as Techmarines and Chapter serfs chanted prayers over the sacred machinery. There were few things that stirred even the shadow of fear in Karlaen's heart, but he loathed the use of the teleportarium. There was something intrinsically wrong about how it worked. Yet it was a tactical necessity, and countless battles had been won by a sudden Terminator strike.

Then there was no more time for thinking, as the field compactors hummed to life and the Techmarines' prayers reached a deafening crescendo. And then nothing but the void, and a sensory depravation so complete Karlaen forgot for a second he was a thing of flesh and blood. Then his senses burst back into life in a sudden wave of sound and smell, and as one the Terminators went to war.

THE SHIELD OF BAAL

As a race, the voracious Tyranids are relative newcomers to the galaxy. However, even in the short centuries the Hive Mind has been assailing the Imperium, it has grown into a threat on a galactic scale. Worlds and systems have been scoured clean by the Great Devourer, and despite the Imperium's best efforts, the Tyranids inch ever closer to Holy Terra.

One such alien assault has clawed its way up from below the galactic plane: Hive Fleet Leviathan. Across an immeasurably vast front, Leviathan has fallen upon countless worlds across the Segmentums Ultima, Tempestus and Solar. Now one of its tendrils draws close to Baal, home world of the Blood Angels Space Marine Chapter. Should the Tyranids be allowed to reach Baal in strength, it would be nothing less than disastrous. The threat is so dire that Commander Dante, Chapter Master of the Blood Angels, has created a grand alliance of Space Marine Chapters and sector lords to defend their home world.

Across the Red Scar Sector, an area of the Ultima Segmentum bathed in the baleful light of dying stars and intense radiation, the Blood Angels fight system by system. Each of these engagements is intended to buy time for the defence of Baal and to weaken the Tyranids. Their hope is that the tendrils of Hive Fleet Leviathan might be cut off and destroyed one by one.

LEVIATHAN ASCENDANT

The Cryptus System lies close to the Baal System, and both are considered vital to the defence of the sector. When the bow-wave of Hive Fleet Leviathan washed across the worlds of Cryptus, the Imperium rallied to defend them. On its many worlds, ranks of Astra Militarum, Adepta Sororitas and Flaxian Dynasty PDF gathered beneath the twin suns of Cryptus and steeled themselves for the assault to come. The defenders were confident in both their numbers and the formidable orbital defences arrayed across the edges of their system.

It was not enough. Hive Fleet Leviathan swarmed across the system's outer defences, defeating both celestial barriers and massed gun lines with the alien physiology of their millions of bio-ships. Within a cycle, spores were darkening the skies of Cryptus' five worlds: Tartoros, Asphodex, Lysios, Ixoi and Aeros. Though the defenders of the Imperium fought bravely, they faced a foe seemingly without number, and one by one, each planet fell.

Into this maelstrom of total war, the Blood Angels and Flesh Tearers Chapters descended in force. Too late to save Cryptus from destruction, Dante ordered his warriors to instead deprive the Leviathan of its feast, tearing apart the aliens' infrastructure and denying them their feeder-organisms. If this system was lost, they could at least diminish the biomass the Tyranids might throw against

Baal. Thundering out of the darkness, the Space Marine fleet carved a path towards the core of the system. Pushing through the still-burning remains of the Cryptus System's defence monitors, the fleet turned their bombardment cannons on the outlying bio-ships that stood in their way.

However, unknown even to many amongst their own ranks, the Blood Angels came not only to stay the advance of the Devourer, or to save the people of Cryptus. The Chapter's Sanguinary High Priest, Corbulo, sought a cure for the Red Thirst – the hereditary curse that afflicted his battle-brothers, dooming them to a blood-frenzy in battle and, eventually, madness. Corbulo had followed shifting visions in the Warp to the Satys System. There he discovered the elixir satryx, a potent rejuvenate-infusion exported throughout the Cryptus System to shield its people against the destructive radiation of their twin red suns. Corbulo believed the secrets which might cure his Chapter were hidden within the elixir, as Baal too languished under swollen red suns, its people touched by mutation. After Satys fell to the Tyranids, Brother Corbulo rejoined the Blood Angels fleet. There, he brought his knowledge – and the suggestion of a plan – to Commander Dante.

The Chapter Master saw the merit of Corbulo's quest, trusting in the priest's wisdom in such matters, and his knowledge of the Chapter's genetic legacy. After hours of council and discussion, Dante and his advisors summoned Captain Karlaen. The 1st Company Captain joined his lord in the arched taticum-vaults of the *Blade of Vengeance*, Dante's flagship, as they made all haste for the Cryptus System. By the flicking light of the hololith display, the Chapter Master informed the Captain that he would not only have the honour of leading the vanguard of their assault, but also be the bearer of a very special mission.



SECRETS IN BLOOD

The world of Asphodex was almost eternally wreathed in thick toxic clouds, cast into the firmament by the continent-sized city of Phodia. Beneath skies of roiling darkness, billions of souls toiled in manufacturums and vapour-farms under the lash of shadowy crime lords, who held the bulk of the power on Asphodex. By contrast, Planetary Governor Augustus Flax was seen as little more than a figurehead, the aged ruler overseeing hollow ceremonies and pointless pageantry as the world moved on without him.

Corbulo's research into Satys and its neighbouring systems had revealed that Flax and his line carried a subtle mutation in their genes which meant they had no need for satryx to survive. As the fleet approached Asphodex, the Sanguinary Priest's instructions to Karlaen were clear: he was to find the governor or his children and bring them back. If that proved impossible, a sample of their blood would suffice.

So, as the Blood Angels fleet began its assault upon Asphodex, Strike Force Deathstorm teleported down to the ruined city of Phodia. In a flare of arcing lightning, Karlaen and four Terminator Squads materialised in a vast plaza. The heavily armoured figures stood before the gutted remains of the Planetary Governor's palace, the building scarred by days of ferocious battle. Already, Karlaen could see the signs of consumption upon the city. Disturbing alien growths coiled around the ruins, while fume-spewing spore chimneys had replaced much of the Imperial grandeur of the city skyline. Among the rubble, clicking feeder-beasts feasted upon the dead, as many-limbed shadows moved at the limits of Karlaen's vision.

Fanning out across the plaza, they scanned a landscape littered with rotting Imperial Guard corpses and the burning remains of battle tanks. As the Blood Angels moved, Karlaen checked his suit's augurs, scanning for signs of life. Long-range auspex-echoes from the fleet had proved frustratingly vague. Much of the data the Blood Angels had gathered upon Asphodex had been relayed from the remains of orbital vox-arrays, its information days old at best.

Even though the localised vox-traffic hissed and crackled with interference from the hive fleet, Karlaen quickly built up a picture of the Tribune District, at the centre of which lay the plaza and palace. It seemed from the panicked orders and pleas for aid drifting across the Imperial vox-net that the battle had moved on, the plaza having been abandoned over a day ago. Fighting now seemed localised toward the Fabricae Districts, where the remnants of the Astra Militarum and Flaxian Dynasty PDF regiments were making a desperate last stand. Activating the magnalenses on his bionic eye, Karlaen could see swarms of winged bio-beasts swirling across the horizon toward the manufacturums like a great dark tornado of fangs and claws. These were not his concern. Within a single day the remainder of the Blood Angels 1st Company and the full strength of the 2nd – supported by elements of their successors, the Flesh Tearers – would be making planetfall, and then the true war of annihilation would begin.

Karlaen ordered his brothers to spread out into the ruins of the palace, hoping to find sign of Augustus Flax or a member of his line. A line of crimson armoured giants, the Blood Angels advanced into the shadow of Phodian Gate, the vast entrance to the palace. As they climbed the steps, each one a hundred yards wide, Karlaen took in the utter devastation. The Astra Militarum had made a final stand here and the corpses of Guardsmen were piled ten deep behind blood-soaked sandbag emplacements. Alien ichor and charred weapon-beasts lay where they had fallen, a tangle of claws and fangs. Karlaen stepped over the corpse of an Imperial Guard officer, the dead man still defiantly gripping his bolt pistol, and led his Terminators into the darkened interior of the palace.

Across the plaza, from beneath the broken remains of a statue of the Emperor, a pair of alien eyes watched the Blood Angels' progress. With a single fluid movement, the creature crept back into the ruins to gather its brood, its long, taloned limbs clicking across the stone as a wave of lesser creatures scattered before it.

THE TRIBUNE CHAMBER

Captain Karlaen led his squad into the ruins of the sprawling Flaxian Palace prefecture, seeking out Governor Flax and his kin. In the darkness, the Hive Mind was stirring, its massive consciousness focussing upon the Blood Angels. Meanwhile, an unseen alien presence was following his advance as it planned to strike.

THE UNQUIET DEAD

The interior of the palace was just as much a mess as the plaza outside. As the Terminators advanced down shadowy corridors, their stab-lights picked out the signs of ferocious battle. Walls once covered in exquisite artworks were stitched with lasgun blasts and cratered with heavy shellfire. The floor was thick with the dead, both Tyranid and human, forming a carpet of bloody flesh and bone. Everywhere there were signs the Hive Mind was starting its wholesale consumption of Asphodex: swarms of Rippers worked to devour the heaped corpses and vast, bubbling digestion pools awaited the feeder-beasts' bounty.

Karlaen gave the order for his Terminator Squads to spread out and look for the governor's remains, personally taking command of Squad Alphaeus. As each of the other squads vanished into the darkness, the Captain led his own Terminators deeper into the ruins.

The Captain pushed his way through a heavy bolter emplacement, the headless gunner still draped over the gun. Karlaen entered what must have once been the governor's Tribune Chamber, where he held audience with his district lords. Large enough to land a squadron of Stormravens, the chamber was ringed by tumbled statues and twisted ruins, its floor littered with debris and the remains of hundreds of Imperial citizens lying in great gory mounds. High above, the vast domed ceiling was lost in shadow. Karlaen felt a familiar pricking on the back of neck: there were enemies approaching, even if his senses hadn't found them yet. For a moment Squad Alphaeus stood at the threshold to the chamber, scanning the dead with augurs and gun barrels. Then Karlaen motioned for the Blood Angels Terminators to move out – somewhere here they might find the remains of Flax.

EYES OF A VENGEFUL GOD

The Broodlord hung suspended from a girder thirty feet above the Blood Angels as they moved into the assembly room. Its flat crimson eyes followed their progress among the bodies as its psychic will seeped into the Tyranid creatures throughout the ruined palace. The Broodlord had lived upon Asphodex long before the coming of the Leviathan. The people of Phodia knew it as the Spawn of Cryptus, believing it to be the vengeful son of their solar god, who, unable to gaze through the world's thick clouds, sent instead his child to visit justice upon the wicked. Though most citizens of Phodia dismissed the Spawn as a ghost story, told to explain the fate of those who had vanished in the night, those who had crossed its path knew better. Sadly, few of these lived to tell their tales.

Crimson tongue flicking out to taste the air, the Broodlord crawled down into the chamber. Its alien thoughts lanced through the minds of nearby Tyranids, and with a great wet

scraping, the bio-creatures of the palace stirred. Heeding the Broodlord's wordless call, broods of many-limbed horrors moved within the rubble, converging upon the Tribune Chamber.

Karlaen reached the first pile of mangled corpses and pushed aside the nearest bodies, hoping to ascertain whether Flax's men had died here. As their mangled remains tumbled raggedly to the floor the Blood Angel triggered the bio-augur lens in his bionic eye. Through a green haze of auspex data Karlaen watched a shadowy life-ghost moving beneath the bodies. It was at that moment the Captain realised where he stood: surrounded not by piles of the dead, but by a brood of hidden Genestealers.

Roaring out a warning to his brothers, Karlaen unloaded a roaring stream of bolter fire into the corpse pile. The Genestealer that burst out from under its covering of bodies was torn apart in a purple mist, but others soon appeared nearby. Over the sound of thundering storm bolters, the Captain could see the mounds bursting apart all around him. From their remains, ichor-stained Genestealers charged toward the Terminators.

BONDS OF BLOOD

The air stank with the sharp smell of promethium and burning xenos. The squad's heavy flamer had turned several Genestealers into pillars of fire, and yet the Tyranid assault was far from beaten. Karlaen had seen no sign of any larger creatures, but the Genestealers kept leaping out from all around them with such disregard for their own lives that it could only be the influence of the Hive Mind. The Blood Angels could not hope to see their mission through under such conditions.

The Captain ordered his men to fall back to one of the chamber's side tunnels, out of the Tyranids' trap. As the 1st Company veterans withdrew, they filled the air with bolt rounds, the storm of mass-reactive shells blowing ragged chunks out of the fallen bodies and bringing down those few scuttling beasts that appeared. Karlaen tried to signal for the other Terminator Squads as his brothers retreated. However, as he scanned through the frequencies he discovered the vox drowned in white noise. For now, it seemed Karlaen and his battle-brothers were on their own.

The Terminators bulled their way toward the tunnel, but as their guns fell silent, hissing Genestealers darted in and out of their formation with terrifying speed. The creatures hurled themselves at the Blood Angels, and though some were cut down by hammering storm bolter fire or rent apart by power fists, here the speed of the xenos far outstripped their opponents. Most darted away before the cumbersome Terminators could bring their weapons to bear, only to lunge in and strike again.

Then Brother Aphrae fell to a knee as a Genestealer lunged under his guard and drove a wickedly curved talon through the gap between his ceramite leg plates. At that same moment the roof came alive with a cacophony of hissing. What the Blood Angels had taken for a dome hidden in shadow had in fact been more Genestealers hiding among the shadows of the ancient glass ceiling.

Karlaen tried to fight his way to Aphrae's side but Genestealers were dropping down from above to fill the space between them. The Captain could only watch as the Terminator was borne down under the weight of xenos horrors. Karlaen spared a last look at where Aphrae had fallen and then pressed into the side tunnel. With every second that passed, the Genestealers gathered behind him.

The Terminators took stock as they entered the darkness beyond the arched entrance way. Their armour was caked in gore, and many plates had been cracked or scored by chitinous claws. Their storm bolters glowed red-hot from constant firing, and the fuel tanks of Brother Bartelo's heavy flamer were dry. Karlaen could hear a constant noise now, a cacophony of hisses, screeches and clicks announcing the Tyranid swarm massing outside. In moments the swarm would pinpoint their location and the xenos would come crashing down upon them, drowning them in a sea of claws and fangs. Karlaen voxed again hoping to contact the rest of his Terminator Squads or the other forward elements of the Blood Angels invasion force on Phodia. However, all he could hear over the transmitter was the hiss of static and alien whispers.

BLOOD ANGELS

The Blood Angels are one of the oldest Chapters of the Adeptus Astartes. Fearsome and determined in battle, they are outwardly paragons of duty to the Emperor and faith in the Imperium. Each one is akin to a god made flesh, the perfection of their bodies and their skill at arms matched only by the reputation for greatness they bear. Founded over ten thousand years ago, theirs is a Chapter steeped in honour and glory. At every great event in the Imperium's history the Blood Angels Chapter has stood against the enemies of the Emperor, pure and true, and brought only ruin and death to his many foes. During the Horus Heresy, it was Sanguinius himself, Primarch of the Blood Angels, who gave his life protecting the Emperor, and it is for this fallen father that the Chapter fights.

However, under their perfect facade there is darkness in the heart of every Blood Angel. It is a hereditary flaw, a side-effect of the genetic gift from Sanguinius that grants them their superhuman strength, speed and endurance. Though they are long-lived and flawless to look upon, every Blood Angel suffers from two irrevocable genetic imperfections. The first exhibits itself as a battle madness known as the Red Thirst – literally a hunger for blood. This can come upon a Space Marine in the heat of battle, overwhelming him with a blood madness as he struggles to kill his enemies. The second is the Black Rage. This is an insanity and sickness of the spirit that few Blood Angels ever recover from. When it takes them, they are overcome by memories of their fallen Primarch and his demise upon Terra, filling them with a wrathful frenzy that only ends in death.



HUNTERS IN THE DARK

The Hive Mind had awoken and Squad Alphaeus soon found itself assaulted from all sides. Driven by the will of the Spawn of Cryptus, the Tyranids poured forth from the ruins of the palace, intent on ripping apart the Blood Angels. However, even as the Blood Angels Terminators face unimaginable odds, Captain Karlaen is unrelenting in his duty.

THE BEAST AWAKENS

Everywhere the ruins crawled, hissed and screamed. Lit by the flashes of explosions on the distant horizon, the *Tyranids* scuttled through the darkness, blurs of snapping jaws and shining claws.

Karlaen's squad had fallen back into one of the processional entrance corridors running off the Tribune Chamber, to gain some cover. The Genestealers moved through the ruins around them like inky shadows, the fluidity of their movements terrifying to behold. The Blood Angels tried to track them with their weapons, but as often as not the creatures would dart away into cover before the Terminators' fire could find them. It was to be a battle of speed against strength, where only the Blood Angels' Terminator armour kept them alive.

With the confines of the corridor pressing in from both sides, Karlaen led his brothers in a running battle away from the Tribune Chamber and deeper into the ruined palace. At times half a dozen Genestealers scuttled out of the darkness to snap and claw at them, while at others the beasts would keep their distance, drawing fire and waiting for the Terminators to expend more of their precious ammunition. However, Karlaen remained focussed on his mission, and even as he tried to guide his brothers through the gauntlet of alien stalkers, he was still searching for the governor's whereabouts.

TYRANIDS

The Tyranids are an alien race of hyper-evolved predators from beyond the edge of the galaxy. Centuries ago, the first Tyranid hive fleets began appearing in the Imperium, these vast flotillas of bioships having slept away the aeons between galaxies until they sensed new prey to feed upon. Comprised of teeming swarms of bio-horrors, the armies of the hive fleets exist for a single purpose: to consume all biological life.

Tyranids do not have individual consciousnesses as humans do, but rather are part of the gestalt known as the Hive Mind. This vast psychic presence crosses light years of space to guide all of the creatures within each hive fleet, connecting countless trillions of creatures on thousands of worlds. Such is the might of the Hive Mind that it creates a vast disturbance known as the Shadow in the Warp, which disrupts the abilities of psykers and makes Warp travel near-impossible.

Hive Fleet Leviathan is the latest and largest Tyranid incursion to reach the Imperium. The Leviathan pushes upwards from beneath the galactic plane, and hundreds of worlds have already been lost to it. One tendril of Leviathan has reached the Cryptus System, and even now its defenders fight desperately for survival. Such are the Great Devourer's numbers, however, that it seems only a matter of time before Cryptus too falls to its advance.

Crashing into the remains of a palace security hub, Karlaen finally found what he sought. The remains of a marble skinned servitor flailed on the floor, its forehead marked with the icon of the Flaxian Dynasty. Ripping free the servitor's head, he hung it on his belt to investigate later.

Suddenly a crystalline shell streaked out of the darkness, blasting Brother Bartelo off his feet. Three Tyranid Warriors loomed out of the ruins, one levelling a long bio-cannon for a second shot. The long-legged beasts crashed through the fallen statues and debris of the palace, snaking bio-whips and bone blades lashing out at the Space Marines. The Blood Angels' Terminator armour was proof against many blows, but not all. Brother Bartelo had only just climbed to his feet, a smoking rent in his armour, when a gore-drenched bone sword suddenly erupted from his chest. Brother-Sergeant Alphaeus turned in time to lay the beast low with his power sword, but it was too late for his brother, Bartelo falling into the dust to join the countless Imperial dead littering the palace. Karlaen could see it plainly now: if they stayed here the Tyranids would overwhelm them. Wordlessly, the Captain pledged his resolve. He would not fail Commander Dante.



RALLY POINT ALPHA

Even as Karlaen fought back the Tyranid Warrior brood, his mind was working on a way to turn the tables on the xenos. The primal warrior part of his mind focussed on the swirling melee, while his tactical brain took in the shadowed ruins surrounding him. The predesignated fallback point for his vanguard force was the plaza. If his squad could reach the plaza, they would have a clear area to bring their firepower to bear, and they might also be able to link up with the other squads. However, to reach the grand gates of the palace and the plaza beyond, they would have to retrace their steps through the Tribune Chamber, unless the Captain could find another way.

Karlaen plotted a straight line from their position to the plaza, ordering his brothers to form up on him. With a mighty yell, the Captain charged toward the wall. At the last moment he brought the Hammer of Baal down, smashing open a gaping hole. Room by room, his squad fought and smashed its way through the ruins, the Blood Angels leaving a trail of broken masonry and several mangled Tyranid Warriors. Finally, with a devastating blow of his hammer, Karlaen led his squad out into the Plaza of the Emperor Ascendant.

As the Captain emerged, his vox came alive once more, free of the interference of the palace ruins. Crackling replies came from other parts of the burning city, his squads reporting in over the bark of gunfire and alien screams. Karlaen quickly established that there would be no immediate support for Squad Alphaeus; his battle-brothers were hard pressed by the foe themselves, but none had yet found sign of Flax. However the mission would continue, and Karlaen led his men out into the plaza.

In the open ground, the Terminators gathered before a fallen statue to the Emperor, fanning out as the first Genestealers spilled out of the hole Karlaen had left in the palace wall, the creatures hissing before darting off into cover and scuttling forward. Ancient memories stirred in Karlaen's mind at the sight of the Sons of Sanguinius fighting in the shadow of the Emperor's statue. Pushing aside the dark anger that rose within him at the sight of the fallen Emperor, the Captain set about commanding his brothers. Interlocking fire patterns and close combat protocols repelled each alien assault, the Blood Angels now able to hold both Tyranid Warriors and Genestealers at range. Finally the xenos attack ebbed away, and an eerie quiet fell across the plaza.

The Blood Angels used the moment of respite to reload weapons and take stock of the fallen. Karlaen took the time to activate the servitor head, plugging power cables from his armour into its dripping neck stump. The head came alive with alarm, spouting warnings. Piece by piece, the Captain unravelled the tale from the servitor, which it seemed had been on its way to the governor's undercity fortress when the Tyranids had struck. The governor was alive, it said, and it knew where Karlaen would find him.

AN UNNATURAL INTELLIGENCE

While the Blood Angels planned their next move, the Broodlord watched from the darkness. Reflected in the creature's shining carapace, the distant horizon was aflame with the fires of battle. The faint booms of explosions carried on the night wind, attesting to the ferocity of the war being waged hundreds of miles away as the Hive Mind threw its forces against the battered remnants of Phodia's Astra Militarum and Flaxian Dynasty PDF regiments.

Even from this distance, the Spawn of Cryptus could see that the Terminators were preparing to move out again, the line of crimson warriors making their way once more toward the palace ruins. The Blood Angels' minds were also open to the creature, their thoughts drifting up to it like the scent of prey carried upon the night wind. Calling to its children once more, the Broodlord crept closer.

It was barely past midnight when the Genestealer brood struck again. This time, however, things were different. Karlaen realised it as soon as he saw the creatures scuttling through the rubble. There was more purpose to their assault than in the palace, and they came at the Terminators from all sides. They moved low through the cover of the rubble and used the shadows to their greatest effect so that only a flash of chitin or smooth rounded head were ever glimpsed. Even so, Karlaen gave his orders and the Terminators took position to repel them once more.



Just before the Genestealers broke cover, Brother-Sergeant Alphaeus and his squad faltered, staggering back from the line. It was as if an invisible web had been thrown over the Blood Angels and they fought against these unseen bonds to raise their weapons. The Brother-Sergeant was screaming and mumbling over the vox, something about alien voices. And then Karlaen felt it too. It was in his mind, a powerful psychic presence, distinctly xenos, but horrifically human as well.

The Captain scanned around for the source of the mental assault, his augur-lens probing the darkness. Then he saw it. A Broodlord, larger than any he had seen in all his decades of fighting Tyranids. The beast was hunched atop the statue of Psylanna, patron of the blessed insane. Its psychic presence was horrifically powerful, and it took every ounce of Karlaen's will to keep it out of his head. As Karlaen raised his storm bolter to fire, the Broodlord seemed to vanish. The Brother-Captain cursed. This was merely another psyker's trick, and he would not suffer it.

All around Karlaen the Blood Angels were fighting claw and blade against the Genestealers. In places the Terminators pushed back their enemies; then, rattling bursts of storm bolter fire and the roar of the squad's heavy flamer filled the dark. Genestealers leapt through the darkness to impale Blood Angels on their talons. Some aliens struck home in showers of blood and ceramite, while others were blasted from the air by streams of bolter fire. Those xenos that got close fell to crackling power fists, their bodies bursting apart in showers of viscera. Yet Karlaen's brothers also fought against the brutal psychic domination of the Broodlord, and this was a battle they were slowly losing.

STORM OF BLOOD

The Spawn of Cryptus had shown itself, and Karlaen's company stood surrounded by the beast and its children. The psychic presence of the creature assailed the Blood Angels, tearing at their minds just as the claws of its children tore at their flesh. Karlaen hunted for the Broodlord, determined to end its dominion.

WRATH OF THE BROODLORD

Karlaen charged into the darkness toward where he had last seen the Broodlord. The creature's psychic trickery still hid it from his sight, though the Blood Angels Captain strained to drown out the incessant alien whispers that filled his brain. Fortunately for Karlaen, he did not have to rely upon his mind alone, and triggered the data-capture spirits within his augur-lens. Through a haze of blinking after-images, the Captain saw the Broodlord leap from the statue, hurtling through the air toward him. With a flicker of thought, Karlaen slaved his augur-lens to his storm bolter's opti-scope and let out a long blast of fire.

Mid-lunge the Spawn of Cryptus twisted out of the way, rolling through the rubble and coming up to tower over the Space Marine. Alien muscle struggled against Adeptus Astartes might as Karlaen parried a series of blinding claw-strikes with his hammer. Even so, such was the Broodlord's unnatural speed that more than once its claws tore across his chest plate and shoulders, leaving long, ragged furrows.

Several times Karlaen came close to landing a telling blow upon the Broodlord, but each time the creature rolled out of the way. It leapt from fallen statue to wreckage pile, landing raking blows upon Karlaen as the two combatants duelled across the ruined plaza. One vicious strike at a time, the Broodlord was wearing the Blood Angel down.

A second's miscalculation was all it took. Karlaen lunged to counter-attack as the Broodlord scurried back toward a statue of Psylanna. Too late, he saw his hammer would strike the statue's bullet-scarred legs, and even as he turned, it came crashing down upon him. Trapped under Psylanna's massive outstretched arms, Karlaen watched as the Spawn of Cryptus crept toward him.



DEATH FROM THE SKY

Karlaen could see his reflection in the Broodlord's flat red eyes: the defiance etched into his expression mingled with anger at being bested so. Then his gaze caught something else. Beyond the beast, high up in a sky only now lightening with the first hints of dawn, he saw dark shapes falling to earth. At first he thought they were more spores, the commencement of another Tyranid assault. Then they began to resolve themselves into black armoured Drop Pods, and warriors riding wings of flame. Finally Karlaen could see them for what they were: the Death Company.

As if plucking the thoughts from the Captain's head, the Broodlord twisted around to watch the Death Company descending from above. With a blur of motion, the creature drove a claw into Karlaen's chest, the Captain grunting at the sudden pain. But it did not kill him. Instead, its long tongue darted out to lick the blood from its claw, before it vanished into the pre-dawn gloom.

The Genestealers were now swarming over Squad Alphaeus, and a desperate melee had erupted in the centre of the plaza. The savage hisses and alien screams of the Tyranids were suddenly drowned out by the sound of bolter fire and the howl of chainswords. In a storm of black armour, the Death Company joined the fray, the brutality of the Genestealers paling in comparison to the fury of the Blood Angels. Adamantium teeth tore apart chitin in vivid sprays of purple gore, and crackling fists and hammers reduced alien limbs to formless ruin.

Brother-Sergeant Raphen led the Death Company, his face distorted by the Black Rage, his mind filled with the holy wrath of the Primarch. Raphen gave no orders, for none were necessary, but his brothers formed up alongside him nonetheless. Part of Raphen's mind clung to the fact that he and his black armoured brethren were fighting for their absolution, though this part was steadily drowning under a sea of ten thousand year old memories.

CAPTAIN KARLAEN

As Captain of the 1st Company, Karlaen commands the might of the Chapter's veterans. He has served the Blood Angels and the Imperium for hundreds of years, and Dante himself was responsible for the Captain's training. An exceptional fighter and fearless leader, Karlaen is also a tactical mastermind, and it was this latter quality that prompted Dante to grant him command of the 1st Company, and the honorific 'the Shield of Baal'.

Known as the Archangels, the 1st Company number the greatest heroes amongst a Chapter replete with valorous warriors, and have access to the Blood Angels' finest weapons and wargear. Among the most prized articles made available to them are suits of Terminator armour, each one a precious relic.

Captain Karlaen has led his veterans against the Tyranids in dozens of gruelling defences and surgical strikes. He was responsible for the destruction of the space hulks *Divine Purgatory* and *Twilight Aegis*, and was lauded for masterminding the Denial of Balor's Hope. Time and again, he has proven to Commander Dante his ability to keep up with the changing tactics of the Hive Mind. During the campaign against Hive Fleet Leviathan on Asphodex, Karlaen would find his talents tested to their fullest.



MIGHT OF THE IMPERIUM

The Death Company set about laying waste to the Tyranids circling the plaza, landing their blows with indiscriminate fury. A second ago the Blood Angels had been set to make a last stand, their backs pressed against the fallen monument to the Emperor. Now it was the Tyranids that were pushed back, as the Death Company pressed onwards towards the palace, smashing apart the retreating Genestealers and hacking at the spore chimneys that protruded from the nearby ruins.

Brother-Sergeant Raphen soared up over the ruins on his jump pack, taking in the vista below. Through his eyes the caved-in remains of the palace took on a different cast, and as the dull light of day hit it, the scene appeared as the Emperor's Gate on Terra. Out of the rubble, Traitor Space Marines seemed to materialise, their skittering movements and the wet hiss of their war cries doing nothing to dispel the image in Raphen's mind. Snarling out a challenge in the name of the Emperor, the Brother-Sergeant attacked.

Then a deafening bellow echoed across the plaza and a hulking beast the size of a Rhino crashed out of the ruins. Levelling a massive bio-cannon at the closest of the Death Company, the huge weapon-beast fired a living round. The horrific projectile burst into a tangle of constricting thorns that lashed around the Space Marines, dragging them to the ground. One black armoured warrior threw himself at the beast, his chainsword gripped in two hands, but the air around the beast's mouth began to shimmer and filled with the low roar of boiling plasma. In a blazing flash of superheated fluid, the Space Marine vanished as he tried to land a blow, incinerated where he stood.

The Terminators formed up, ready to receive the creature's charge, but at that moment another combatant joined the fray. The Death Company Dreadnought Cassor lumbered out of the ruins, smashing aside rubble and xenos corpses with consummate ease. The Carnifex turned to face this new arrival, letting out an inhuman scream before barrelling across the plaza. Karlaen watched as machine and beast duelled among the rubble, the creature's huge claws ripping at the Dreadnought's armour while in turn it impaled the monster with its crackling blood talons. Then the Carnifex drove a long curved claw deep into the Dreadnought, pinning it in place. Slowly the monster opened its maw, the glow of boiling plasma spilling out from within. However, before the monster could disgorge its bile, the Dreadnought brought up its wrist-mounted meltagun. With a dull hiss, the back of the beast's head vanished in a cloud of smoking fluid.

With the death of the Carnifex, the fighting finally ebbed. The gore-spattered survivors of the Death Company, having cleared the plaza, entered the palace ruins. Cassor marched forward after them, the war machine's weighty footsteps fracturing the stone slabs of the plaza.

Karlaen, having freed himself, paused and took stock. Several battle-brothers had been slain and several more were severely wounded. However, Karlaen's job was not yet complete, and time was swiftly running out. Soon the Hive Mind would bring the full force of its swarms down upon the reinforced Strike Force Deathstorm, and not even the Death Company would be able to save them from destruction. If he was to locate Governor Flax and make his brothers' deaths meaningful, it would have to be soon.

CLAWS OF CRYPTUS

His forces supplemented by the arrival of the Death Company, Karlaen headed for the undercity in his search for Planetary Governor Flax. However, the Captain was not alone in seeking out the missing governor, and what he discovered beneath Phodia's streets led him to question if his mission was worth his brothers' many sacrifices.

LABYRINTH OF SHADOWS

Using the information he had gleaned from the servitor head, Captain Karlaen set off into the ruins of the Governor's Palace to find the entrance to the undercity. At his side gathered the survivors of Squad Alphaeus, reinforced with the remnants of other Terminator Squads as they returned from the ruins.

As they advanced into the ruins, the Terminators could see the handiwork of the Death Company; fresh alien corpses lay reeking in the dust. Entering the Tribune Chamber once more, the Captain came face to face with Brother-Sergeant Raphen and the Death Company Dreadnought Cassor. The survivors of the Death Company stood knee deep in the human and Tyranid dead, their black armour spattered in dripping alien viscera. For a moment Karlaen met Raphen's gaze, seeing the insanity and rage dancing behind the sergeant's cold blue eyes.

Through a haze of madness, Raphen recognised the Terminator Captain, though he could not say from where. Maybe they had fought together on the walls of the Emperor's Palace, or perhaps they were about to embark upon the assault of the Arch-traitor's Battle Barge. In either case, when the Captain ordered him to lead the advance

into the enemies' lair, Raphen did not hesitate. The Captain keyed the hidden crypt-lock in the centre of the chamber and a section of the floor irised open, triggering a brief avalanche of dismembered bodies. Weapons raised, the strike force descended into the darkness below.

For over an hour, the Blood Angels trekked through the undercity, a mass of ruins, canals and tunnels, all dripping with water from above. Every so often they came upon a heavy plasteel blast door covered by turreted autocannons. At each such juncture Karlaen held up the severed servitor head, the re-coded creature babbling in binary whispers to the gateway's machine spirits and allowing them to pass. Finally, the Blood Angels stepped through a vast vacuum-lock, the cog-toothed blast door rolling aside to reveal Planetary Governor Flax's undercity fortress.

After the gloom of the sub-city, it took Karlaen's autosenses a moment to adjust to the gothic splendour of what he saw. Outside, the city was a rain-soaked ruin hunched under spore-choked clouds and thick with Tyranid infestation, but here there was no sign of the aliens. Long-neglected buildings lined empty, broken streets, while overhead a dull glow illuminated the subterranean ruins as if a golden Terran sun hung overhead. Karlaen paid the faded grandeur of the crumbling city little mind, and set about finding Augustus Flax.

LOST SONS OF CRYPTUS

The Blood Angels stalked forward through the stale air, their bolters scanning for targets, their senses alert for danger. It was then that Karlaen heard the strains of music drifting through the still air, a haunting melody extolling the glories of the Flaxian Dynasty. Following the sound, the Captain came upon a huge central garden filled with wilted alien flowers, forming a riot of strange, cloying scents and faded colours. In the centre of this garden, surrounded by porcelain-skinned slave-servitors, an ancient man reclined on a floating bed of silks and cushions. Karlaen motioned for his brothers to hold their ground, and taking only Brother-Sergeant Alphaeus, strode forward to meet Planetary Governor Augustus Flax.

It was only when Karlaen reached Flax's side that he saw that he stood not in a garden, but the remains of a decadent feast. Everywhere, noble men and women lay senseless among the grass, bottles of rare intoxicants and billowing obscura censers scattered around them. As the golden-haired giant loomed over Flax, the man's eyes slowly focused upon Karlaen. A fleeting moment of terror reflected there, quickly chased away by something else.

The Blood Angel wasted no time, and with only the bare minimum of deference to Flax's position, asked him to accompany his brothers back to the plaza and from thence



to the evacuation fleet. The governor shook his head and sighed. He could not escape this place, for a beast held the keys to his freedom and would brook no one interfering with its prize. And so it was that the sordid tale of the Spawn of Cryptus came to light.

Many decades ago, Flax's parents had travelled to Satys on a trade mission, and when they returned his mother was carrying a child, which they told Augustus was his brother. Sadly, it was like no child the governor had ever seen before, and though his parents doted upon the horror, Flax could not. For decades the monstrous child was hidden below the palace, and rumours were rife among the palace servants of criminals and dissidents being led down into the dungeons, never to return. On the day that Flax's father died and Augustus ascended to control of Asphodex, the newly appointed governor went to the sub-levels to kill his brother, but discovered he was gone – vanished into the undercity of Phodia. Thus was born the Spawn of Cryptus.

As the tale drew to a close Flax told them that his 'brother' had only spared him to see him suffer and if he tried to leave, his life was surely forfeit. Karlaen had no time for this. Gathering up the old man, the strike force prepared to depart. At that moment, the slave-servitors began a cacophony of warnings. Their impassive pearl faces related security breaches in flat tones: *void-gate epsilon open – void-gate gamma open – western defence grid: offline.*

And then the lights went out.



THE NIGHTMARE RETURNS

Karlaen flicked a thermal lens down across his bionic eye, and suddenly the darkness was filled with glowing images. Beyond the warm blaze of the nobles and Blood Angels, the Captain could see cold multi-limbed shapes moving through the streets of the district. Karlaen issued a quick series of orders to his brothers – the Death Company would hold the Genestealer brood at bay while the Terminators made for the tunnel back to the plaza with Flax in tow.

In the darkness, the sky hidden by the foundations of the city above, the Death Company charged forward to engage the invaders. They were hungry to whet their blades again, and their reckless fury would buy time for Karlaen and his squad to retreat and ultimately complete their mission. Raphen plunged into the tangle of Imperial buildings, laying about himself with his crackling thunder hammer. Every Genestealer the Death Company killed was one less that could make it to the Terminators and the path back to the surface. Even so, some of the creatures slipped through the line of black armoured Space Marines, and soon the screams of dying nobles joined the din of battle.

DEATH COMPANY

The Black Rage is a fate that awaits almost all Blood Angels should they live long enough. Hidden within their genetic heritage are the memories of their Primarch, Sanguinius, and his final bloody hours during the Siege of Terra. It was here that the Primarch fell defending the Emperor from the traitor Horus. When the Black Rage afflicts a Blood Angel he relives this terrible time, and is completely overcome by memories of terror and blood. There is no coming back from this madness, and only in death can his soul be cleansed.

This is the foundation of the Death Company – a group formed of those Blood Angels consumed by the Black Rage, and sent into battle to die. They are always given the most dangerous missions and foes, as it is considered a blessing should they fall in the service of the Emperor. Once a battle-brother is inducted into the Death Company's ranks, there is no return.

A battle-brother in the grip of the Black Rage is a true horror to behold, the Blood Angel shrugging off mortal wounds and falling upon his foes with a boundless ferocity. Should a Blood Angel survive to the completion of his mission he will either succumb to his injuries, or accept the Emperor's mercy from Astorath, the Redeemer of the Lost, whose task it is to grant the final peace of death to those taken by the Black Rage.

Their stab-lights dancing wildly as they lumbered through the ruined buildings, the Terminators withdrew toward the gate they had entered by, Flax shielded between them. When a Genestealer scurried into view, thunderous volleys of storm bolter fire drove it back. Yard by yard the Terminators withdrew, Karlaen determined to get the governor back to Corbulo.

Then great sewer sluice gates which ran from the city above ground open, unleashing both alien invaders and a torrent of water onto the battle below.

Waterfalls of dark rain came crashing down as gloomy daylight illuminated the gore-soaked garden. Amid the downpour, a hulking siege-beast, its head discoloured where new flesh had healed over a ruinous wound, advanced into the ranks of the Death Company. From the edges of the ruins, Tyranid Warriors appeared, their rain-slicked blades gleaming in the light. The Dreadnought Cassor held the line against these larger beasts, its talons pulverising the first xenos to reach it. Once again, Dreadnought and Carnifex were soon locked in a death grip, metallic talons trading blows with razor claws.

Seeing a Genestealer slip past the Death Company's line, Karlaen sent Alphaeus with Flax to reach the gate, while the Captain moved to block the alien's path. Bolter rounds streaked across the shadowed street, the beast rolling out of the way as it closed with blinding speed. Moments before the creature struck, one of Karlaen's shells hit home and it exploded into gore. However, in that instant, the Spawn of Cryptus descended upon Alphaeus and Flax. Karlaen turned in time to see the Broodlord hurl the Brother-Sergeant aside and scoop up the screaming governor. The Captain charged toward the gate as the Spawn vanished inside, and just before it closed, he followed the alien into the dark.

A BLOODY RECKONING

Captain Karlaen stalks the Spawn of Cryptus through the darkened tunnels under the palace. Alone, the Captain hunts down the Broodlord and Augustus Flax, the spectre of past failure burning in his memory. In the darkness, the Children of Cryptus gather, and before long the hunter becomes the hunted.

CAPTAIN OF THE FIRST

It had not been by mere chance that Karlaen had been chosen to lead the mission to recover Augustus Flax. While Commander Dante had decided to hold most of the 1st Company in reserve to reinforce the Blood Angels landings, it had been Sanguinary High Priest Corbulo who suggested the squads sent to find the governor be led by the 1st Company Captain. The priest was well aware of Karlaen's tactical genius and pragmatic approach to war. However, it was Karlaen's history that interested Corbulo more. Once, long ago, Karlaen's leadership had led his brothers into a massacre, the Captain alone emerging alive. Dante had forgiven the failure, but Corbulo knew Karlaen had never truly forgiven himself.

It was this memory that drove Karlaen on as he marched alone into the labyrinthine tunnels under the palace, the shadowy foundations rising up around him like a second city, reflected from the one above. Somewhere below, water rushing through the sewers of Phodia could be heard, while everywhere rain dripped down from above. Keying off his stab-light, the Captain hunted using his augur-lens alone. At the edges of his vision, ghostly blue

shapes danced in the darkness, flitting from one ruined foundation to the next. These were the Broodlord's children, and this was their domain. Checking his storm bolter he noted less than half a clip remained; he would have to use the weapon sparingly. Instead he hefted his thunder hammer, the brutal weapon more than capable of pulverising a Genestealer.

Two creatures came at him as he reached the first genelock. Scurrying out of the dark they tried to attack from both sides at once. With precise movements Karlaen parried the first with his hammer and let the other wrap its claws around his free hand. In that same moment, as the two Tyranids enveloped him, he triggered the hammer's power field and rammed his free hand toward the bulkhead. The first Genestealer exploded in a shower of smoking gore as the field caught it, while the second was pinned against the wall. Turning his attention to the trapped beast, Karlaen wrapped servo assisted fingers around its neck and squeezed. For a long moment the beast hissed and snapped at him until, with a wet crunch, it went limp in his grip. Casting the remains to the ground, the Blood Angels Captain triggered the door.



WRATH OF CRYPTUS

The Children of Cryptus attacked Karlaen several more times as he made his way through the ruined foundations. Each time they came in twos and threes, lunging out of the darkness or dropping down from above. Each time Karlaen's augur-lens allowed him to track their approach and ready his hammer. Yet the xenos attacks were wearing him down, one bloody ambush at a time. Blood flowed from a half dozen rents in his armour, and Karlaen felt the Red Thirst stirring deep down within him. His anger and rage were pushing their way to the surface. Focussing his mind, the Blood Angel Captain channelled this hunger into his desire to find the Broodlord, and tear it into bloody pieces.



As with the city above, the streets below were slowly succumbing to the influence of the alien invaders. Sewer channels that once carried filthy rainwater from the streets above were now choked with strange barbed weeds and their waters writhed with half-seen creatures. The crumbling buildings that were once the foundations of the city on the surface were now coiled with new and disturbing xenos growths. These were the hungry flesh-tubes of the hive fleet, digging deep into the earth to feast upon the very blood of Asphodex.

More than once, swarms of Rippers spilled out from the ruins, drawn by the scent of Karlaen's passing. Each time the Blood Angels Captain dissuaded them from their meal with his hammer and heavy ceramite boots.

Finally, Karlaen staggered out into a crossroads between towering foundations. Here four bridges crossed a gap in the darkness; above lay the ruined remains of the palace, below, the thunderous roar of Phodia's sewers. Standing where the bridges met, the Spawn of Cryptus hunched over an unconscious Augustus Flax, stroking the old man's blood-matted hair with its claws. Karlaen could see other shapes lurking in the surrounding ruins and hanging under the bridges' spans – more Children of Cryptus. If he took a shot at the Broodlord, Karlaen would risk destroying the platform where the bridges intersected and thus losing the Planetary Governor to the void, and so he advanced slowly toward it, hammer ready at his side.

As he walked onto the connecting bridge the Broodlord snapped its gaze in his direction and unleashed a brutal telepathic assault. This time Karlaen was ready. Despite his wounds, his will was undiminished, and the Blood Angel fought back the flood of alien whispers. He fixed his eyes upon the beast, and the Space Marine stared it down

as it tried futilely to get into his mind. All this passed in the space of half a dozen heartbeats, but as soon as the Broodlord's psychic assault failed, its broodmates swarmed up to rip Karlaen apart.

The Blood Angel fought with a focussed fury, letting his anger flow from him, but trying to keep the Red Thirst in check. Genestealers leapt onto the bridge only to be smashed aside by the Captain's mighty hammer, their mangled remains tumbling away into the darkness below. Two Genestealers scuttled up the sides of the bridge, one falling to his hammer, the other cut down mid bound by his thundering storm bolter, but the smoking weapon clicked empty even as the creature spiralled raggedly away into the rushing water below. Leaving behind the prone body of Flax, the Broodlord leapt forward to meet the Captain on the bridge.

HAMMER AND CLAW

Space Marine and Tyranid duelled hammer against claw. Karlaen fought like an armoured juggernaut, the Broodlord twisting away from his blows but unable to pierce the Space Marine's armour in return. Restricted by the close confines of the bridge, Karlaen had no room to deliver a proper attack or the killing stroke he strived for. Soon beast and man grappled, Karlaen's two arms against the Broodlord's four, vainly trying to hold the beast at bay. With terrible finality, the Tyranid's horrific strength slowly forced the Blood Angels Captain to one knee.

Karlaen gritted his teeth, and snarled into the Broodlord's face. Inches away, the creature's flat crimson eyes showed nothing of what lurked in its alien brain, and with painful slowness the Spawn opened its maw. Drawing upon a reserve of strength, Karlaen dropped his grapple, ignoring the terrible claws as he smashed his empty storm bolter upwards into the beast's gaping jaw.



The moment's distraction broke the Broodlord's grip, and Karlaen was able to push it away, raising his hammer once more. This time, however, he aimed his blow not at the Tyranid but the bridge beneath its claws. In a shower of twisted metal, the thunder hammer obliterated part of the gantry. With a scream of tortured steel, a great section of the bridge gave way, sending the Broodlord tumbling into the darkness below. It was silent as it fell, its limbs grasping mechanically at nothingness, but it craned its neck to stare back up at Karlaen before it vanished into the rushing torrent of the sewers. For a moment the Space Marine paused, his hearts hammering in his chest, and blood running down his armour. Then, he edged around the gaping hole in the bridge to reach Flax's comatose body and lifted the old man onto his shoulder.

SHADOW OF THE BEAST

The Hive Mind finally unleashed its might upon the Blood Angels in a tide of ravening bio-horrors. Karlaen and his surviving battle-brothers faced their final challenge; to protect Planetary Governor Augustus Flax against all odds until reinforcements could come to their aid.

THE TRIBUNE'S LAST STAND

Captain Karlaen emerged into the ruins of the palace and beheld a vision of carnage. Fire washed across the city, filling the ruins with towers of dancing flame and waves of billowing smoke. Tyranid organisms hissed and screamed as they burned, fleeing before the rising inferno. In the distance Karlaen could see shuddering mushroom clouds and flashes in the sky as the ground shook beneath his feet. The Captain didn't need to listen to his vox-net to know what this meant: the Blood Angels fleet had begun its preliminary bombardment of Phodia, and soon the first landings of Dante's main force would commence.

Without men or automated systems to stop them, the fires from the barrage were spreading out of control throughout the devastated city, incinerating Imperial defender and xenos invader alike.

Shielding Flax from the flames, Karlaen forged a path toward the Plaza of the Emperor Ascendant. Everywhere Tyranids were spilling out of the smoke-filled ruins, and those that strayed too close or tried to bar Karlaen's path soon felt the hard face of his hammer. As yet, the Tyranid swarms were uncoordinated, but this would not last. Soon the Hive Mind would exert its will upon its swarms, and then the real attack would begin.

TERMINATORS

Terminator armour, also known as Tactical Dreadnought Armour, is the zenith of the Imperium's personal defensive technology. The peerless protection afforded a Space Marine by Terminator armour makes units of Terminators ideal for boarding actions and vanguard assaults, where they can bull their way through enemy defences and torrents of small arms fire. The size and strength of Terminator armour also allows them to carry heavier weapons, stabilised by the suit's integral targeting augurs and suspensor systems. This allows their wearers to lay down a withering storm of fire as they march remorselessly toward their foes.

However, suits of Terminator armour are rare and precious artefacts, even within the ranks of the Adeptus Astartes, and as a result are almost always reserved for Commanders, Captains and the Veterans of the 1st Company. During the fighting on Phodia, units of veteran Space Marines wearing Terminator armour were deployed during the initial landings to secure secondary objectives. Brother-Captain Karlaen led one such formation, Strike Force Deathstorm, though it was later reinforced by his power-armoured brethren. During the fighting, the Captain would come to rely on his armour time and again, its protection fending off the worst of the Tyranids' attacks and saving him from the blows of the Spawn of Cryptus.

By the time Karlaen reached the plaza he could see broods of Gaunts and flights of Gargoyles circling in the smoke. However, of his brothers there was no sign. Hiding Flax under the Emperor's fallen statue, Karlaen sought out an Adeptus Astartes signal. Beamed from high above, he found the channel he sought, and through a link cracking with static relayed his situation. Several tense moments dragged by, until a response came back giving the order to hold until the extraction plan could be executed.

Hefting his hammer, Karlaen scanned the sea of smoke for foes. Behind the veil of grey cloud dark shapes were moving, larger outlines indistinct behind swarms of smaller ones. Then, from out of the haze, a lone Genestealer materialised, hurling itself at the Captain. His storm bolter still spent, Karlaen swung his hammer around his head in a brutal blow that smashed the creature to the gore-spattered ground. At the same time he could see other multi-armed shapes emerging into the plaza in ever increasing numbers. It would not be long before these Tyranids turned from a trickle into a tidal wave of claws and fangs.



EDGE OF OBLIVION

Long, bloody minutes dragged past, and Karlaen soon stood in a circle of mangled Tyranid corpses. The smoke had thickened, cutting vision down to less than a hundred yards. What little sunlight there was had now been almost completely obscured. The weariness of battle had also brought with it a new danger, and Karlaen could feel the rage that he had so long suppressed fighting to free itself. Through the pain of his wounds and the thick grey clouds cloaking the plaza, Karlaen observed his enemies massing once more. From among the smoke and falling embers a malign shape emerged from the gloom, and Karlaen watched with a grim resignation as the Spawn of Cryptus crept into view. Even though its carapace was cracked and covered in filth, it still moved with a fluid grace and terrible strength. In its shadow, a brood of Genestealers skulked, slowly spreading out to surround the Captain.

Karlaen raised his hammer and prepared for the final battle. At that moment, fire engulfed the rearmost Genestealers as the air came alive with the crack of bolter rounds. Like vengeful demigods, Squad Zachreal emerged from the ruins of the palace, firing into the swarm. In their wake, Cassor thundered forward, its mighty armour freshly scarred. From above, turbines howled as Raphen and the surviving Death Company descended on trails of flame. Still, the Blood Angels numbered but a handful against the Tyranid horde, which grew with each passing second.

From the surrounding city bio-horrors poured into the plaza, the Blood Angels fighting them in a ragged line around the Emperor's fallen statue. Amid the melee Karlaen sought out the Broodlord, screaming out a challenge as he battered his way into the swarm. Bounding down from the ruins, the Spawn of Cryptus answered this call, tearing into Karlaen both physically and psychically, with fury unlike either of their two previous encounters. In the space of a few seconds the Blood Angel was driven back, his Terminator armour barely warding off the Broodlord's mighty blows. All of Karlaen's control was focussed on trying to fend off the creature's claws and keep it from his mind, so much so that his grip upon his own emotions was slipping. The Red Thirst surged up within Karlaen and all his rage and hatred boiled to the surface. With an incoherent cry the Captain felt his reason slip away and rage take him.

THE FINAL BLOW

Blood Angel and Broodlord tore at each other, the creature's unrestrained fury matched by the Captain's reckless hate. Karlaen's armour was pierced in a dozen places but he paid it no heed, striking at the Tyranid with hammer and fist.

Unseen by the Captain, the Death Company sold their lives to destroy the xenos, and the remnants of his squad held back the ceaseless waves of Tyranids. Raphen saw only endless ranks of frenzied traitors charging at him out of the smoke. With each hammer blow he screamed out his Primarch's name, sending his enemies crumbling to the ground among the drifts and piles of the dead. Reaching the centre of the plaza, the former Brother-Sergeant gazed upon the fallen form of the Emperor's statue and wept openly that the Master of Mankind had been defiled so. Turning his deepening sorrow into rage, Raphen stood before the statue with his brothers, wielding his undiminished fury like a weapon. A brood of hulking Tyranid Warriors stalked towards them, and Raphen smashed the leg of the first before launching himself over its body to strike at another. As he swung his hammer two-handed to pulp the alien's drooling bio-cannon, a wickedly curved bone sword slipped beneath his guard and bisected his hearts. For a second Raphen lived on, and before the darkness took him, the Blood Angel saw his killers for what they really were, their alien maws and ripping claws covered in his blood.

High above the melee, a Stormraven Gunship tore down through the atmosphere, the burning city of Phodia spread out beneath it like a vision of hell. Through eddies and whirlwinds in the clouds, the pilot saw Harpies and Gargoyles rising up to meet him. Voxing a quick message to the Blood Angels Terminators fighting below, the Stormraven tipped its blunt nose toward the planet and screamed down into the Tyranids with guns blazing.

Meanwhile the battle raged on below. The Dreadnought Cassor now stood alone against hulking bio-beasts spilling out from the flame-shrouded ruins, the ground littered with the ragged remains of Death Company and xenos alike. Through the madness of the Black Rage, Cassor saw Karlaen borne down to the ground under the bulk of the

Broodlord. Thundering across the plaza, the war machine slashed one of its blood talons across the creature's back, the force of the blow flinging the beast aside. However, in that moment of fury, Cassor was undone. The Carnifex, still bearing the scars of its previous encounters, tore into Cassor from behind. From the ground Karlaen watched as alien claws plunged through the Dreadnought.

The Captain, still burning with mindless rage, pulled himself to his feet, and, failing to find trace of the Broodlord, turned upon the Carnifex still tearing at Cassor. His first thunder hammer blow stunned the creature before it could extract its claws from the ruined Dreadnought, while his second, third and fourth turned its snarling head to a mangled gory stump. Turning to seek out more prey, Karlaen saw the shadow of a Stormraven descend through the smoke, at the same time as he saw the wounded Spawn of Cryptus limping back toward the ruins of the palace. For a moment Karlaen turned to give chase to his hated foe, but then something within him stayed his hand. He could not save Flax and kill the Broodlord both. With that thought, the Red Thirst died within him, and his duty became clear.

With a final look at the cursed creature, the Captain retreated to Flax's hiding place and his surviving battle-brothers. Around them, a roiling sea of xenos flesh closed in. Hurrying the Planetary Governor into the waiting gunship, Karlaen and his men charged aboard.

The last thing the Blood Angels Captain saw before the ramp closed and the Stormraven took to the sky were two red eyes glaring at him through the smoke.

Captain Karlaen stepped down the Stormraven's assault ramp and onto the landing platform at Port Helos, a fog of engine fumes coiling around his ceramite boots. To Karlaen's surprise, the golden figure of his Chapter Master stood before him, and reflexively the Captain fell to a knee.

'Rise and report, Captain,' Dante commanded, his tone revealing nothing of the man that lurked behind the gold death mask.

In short, precise sentences Karlaen explained what had transpired within the ruins, even as Chapter serfs led the bewildered Flax away for transport into orbit where the fleet were waiting. Only once or twice did Dante interrupt to ask questions about the strange Broodlord. Even so, Karlaen could tell other things were weighing on his lord's mind, and though the Captain wanted to ask for permission to hunt down this aberrant beast, he held his tongue.

'You have done well, Captain. Corbulo will be pleased you have secured his prize.' Dante paused, looking out beyond the port walls to the burning city beyond. 'I wish I could offer you some respite, but I have need of you once more.'

Karlaen bowed his head in respect as he replied, 'Speak your will, my lord, and I will see it done.'

STRIKE FORCE DEATHSTORM



1st Company Captain Karlaen bears the blood drop symbol of his Chapter in many places on his armour and weapons. This crimson teardrop reflects the dedication of the Blood Angels' artificers and gives the impression that Karlaen's wargear is part of the arsenal reserved for the Chapter's veterans.



The Terminators of Squad Alphaeus each wear the Crux Terminatus upon their left shoulder pads, identifying them as veterans of the 1st Company. Each battle-brother also has a scroll or banner upon their armour bearing their name, a great honour given the rarity of Terminator armour.



Alphaeus, shown here, has his name upon his right shoulder pad under the winged icon of the Chapter. The Sergeant is also bareheaded so we can see his determined expression and the service stud above his right eye.



The Death Company adorn their armour with red saltires as a symbol of their succumbing to the Black Rage. These crosses appear on helmets, shoulder pads and weapons.

Though their armour has been painted black, the Death Company retain many common icons of the Blood Angels, including winged blood drops and the chalice.



Cassor the Damned bears many of the same icons as his smaller Death Company brethren. In addition, he sports scrolls with the names of battles in which he has fought, such as the campaign upon the broken world of Enosh, immortalised under the sigil of the golden chalice and haloed blood drop.



Squad Raphen is named for its Brother-Sergeant, seen here wielding a deadly thunder hammer. Raphen has extensive detail upon his armour, including clusters of purity seals and a flapping scroll affixed before battle.

PHODIAN ANNIHILATION SWARM



The Beast of Phodia has a worn, pitted looking carapace, the result of days of fighting before the arrival of the Blood Angels. The creature also has the distinctive yellow stripe markings of the Phodian Annihilation Swarm, which typified the organisms fighting in the ruins of the once-great city of Phodia.



These Genestealers, the Children of Cryptus, are all posed to give a dynamic sense of movement. Talons raised and legs coiled under them, they look as if they are leaping and bounding through the ruins of Phodia, hunting the Blood Angels through the darkened streets and tunnels, awaiting the moment to strike.



The Spawn of Cryptus is an impressive model – posed atop a spiny Tyranid growth it is ready to pounce upon its next victim. Distinctive details of the Broodlord include its rows of needle-like teeth and long barbed tongue, which appears to have a mind of its own as it writhes out of the creature's open mouth, seeking out prey to feed upon. The Broodlord's eyes are also indicative of its alien nature; squinting from above its oversized maw, they convey a hint of the potent psychic will the beast projects upon its foes.



Each of the Phodian Tyranid Warriors carries an impressive array of bio-weapons. This warrior is armed with a bonesword and lash whip, which we can see coiling out ready to strike or snare its prey. The creature also has toxin sacs attached to its sword arm, the vile growth covered in shining green blisters, hinting at the caustic fluids contained within.

GAME RULES & MISSIONS

On the following pages you will find all of the rules and information that you need in order to use the Citadel miniatures from *Shield of Baal: Deathstorm* in games of Warhammer 40,000. We have also included a selection of new missions based on the events that took place in the Flaxian Palace on Asphodex, and which can be fought using the Citadel miniatures included with *Shield of Baal: Deathstorm*. This means that, as long as you have *Warhammer 40,000: The Rules*, you can start playing as soon as you get the miniatures assembled!

MISSIONS

This book includes several Warhammer 40,000 missions inspired by the pivotal battles fought as Karlaen's Blood Angels encountered the Tyranids. All of the missions can be fought using just the miniatures provided with *Shield of Baal: Deathstorm*, or can be expanded to use additional Citadel miniatures from your collection if you wish.

There are several ways in which you can use the missions. The first is simply to select a particular mission you are excited about and fight it out using the Citadel miniatures provided with *Shield of Baal: Deathstorm*. The Armies section of each mission provides guidance on the forces present so that you can replay the battles using the units, characters and Formations described in the background section of this book.



Another way to use these missions is to play a campaign. You can do this by simply playing through the missions sequentially. If you do so, keep a note of your cumulative Victory Points, and the winner of the campaign is the player with the highest score. If you are playing a campaign, we suggest you maintain the same side (the Blood Angels or the Tyranids) throughout the course of the campaign, but upon its completion swap roles and see how much better (or worse) you fare when fighting for the other side.

DATASHEETS

The Datasheets section includes background and rules information that describe the forces used by the Blood Angels and Tyranids during the Phodian campaign – their warriors, their vehicles or monsters, and the characters that lead them to battle. Each unit of models included with *Shield of Baal: Deathstorm* has a datasheet. Each datasheet contains a detailed description of the unit along with all the following rules information to use it in your games of Warhammer 40,000:

Faction: The unit's Faction will be shown with a symbol. The symbols for these Factions are defined in *Warhammer 40,000: The Rules*. The units described in this book have either the Blood Angels or Tyranids Faction.

Battlefield Role: The unit's Battlefield Role is shown with a symbol. The symbols for these battlefield roles are defined in *Warhammer 40,000: The Rules*.

Unit Name: At the start of each Army List Entry you will find the name of the unit alongside the points cost of the unit.

Unit Profile: This section will show the profile of any models the unit can include.

Unit Type: This refers to the unit type rules in *Warhammer 40,000: The Rules*. For example, a unit may be classed as Infantry or Vehicle, which will subject it to a number of rules regarding movement, shooting, assaulting etc.

Unit Composition: This will show the number and type of models that make up the unit. If the Unit Composition includes the word 'Unique', then you may only include one of this unit in your army.

Wargear/Weapons & Biomorphs: This details the weapons, equipment and upgrades the models in the unit are armed with. The cost for all these models and their equipment is included in the points cost listed next to the unit name.

Warlord Traits: If a character has a specific Warlord Trait, it will be listed on its datasheet.

Relic of Baal: Any unique item of wargear the model has will be detailed on its datasheet.

Special Rules: Any special rules that apply to the models in the unit are listed on its datasheet. With the exception of Synapse Creature, Shadow in the Warp, Instinctive Behaviour and Tyranid psychic powers, which are described on page 39, a special rule that is not explained on the datasheet will be explained in the Special Rules section of *Warhammer 40,000: The Rules*.



DEATHSTORM FORMATIONS

This book includes two new Formations that you can use in any of your games of Warhammer 40,000. These are denoted by the icon shown here.

WARGEAR, WEAPONS & BIOMORPHS

The weapons and wargear used by the Blood Angels and Tyranid forces included with *Shield of Baal: Deathstorm* can be found after the datasheets in their respective sections. If an item of wargear is not explained in either the Blood Angels or Tyranid wargear sections, its rules will be found in *Warhammer 40,000: The Rules*.

HUNTERS IN THE DARK

Whilst searching the ruins of the Flaxian Palace to find the Planetary Governor, Captain Karlaen and Squad Alphaeus are ambushed by a swarm of Genestealers. If the Blood Angels are to achieve their mission they will have to fight their way through a great shadow-haunted corridor, into which Genestealers flood through with every second that passes whilst yet others descend from their hiding places concealed in the ceiling above.

THE ARMIES

One player commands the Blood Angels, the other the Tyranids. Each player takes the following models:

BLOOD ANGELS ARMY

Captain Karlaen
Squad Alphaeus

TYRANIDS ARMY

The Children of Cryptus
(Do not take the Spawn of Cryptus in this mission. The Tyranids army does not have a Warlord in this mission).

THE BATTLEFIELD

Use the deployment map included with this mission. Set up terrain as described in *Warhammer 40,000: The Rules*.

DEPLOYMENT

The Blood Angels player deploys first. He must deploy all his units within 6" of the Blood Angels table edge. In this mission, the models in Squad Alphaeus are all individual units, and so move, shoot, charge etc. independently. No unit can be placed in Reserve.

The Tyranids player deploys second. He deploys his units anywhere that is more than 18" away from any Blood Angels model. In this mission, the models in the Children of Cryptus are also individual units.

FIRST TURN

The Tyranids player goes first unless the Blood Angels player can Seize the Initiative (see *Warhammer 40,000: The Rules*).

GAME LENGTH

The game continues until Captain Karlaen is either removed as a casualty or exits the battlefield.

VICTORY CONDITIONS

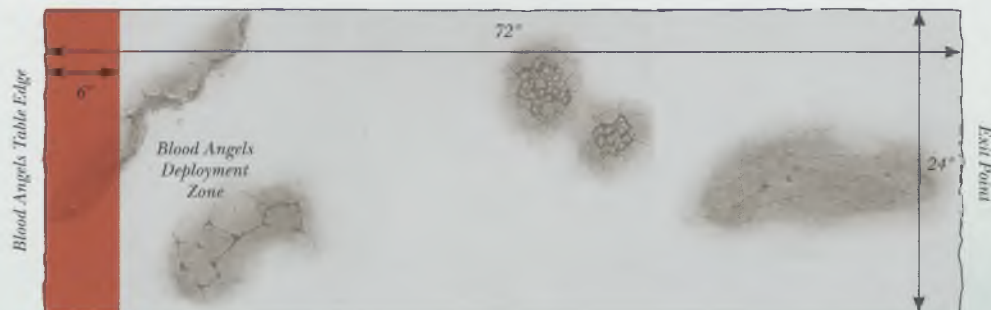
At the end of the game, the Blood Angels player scores 5 Victory Points if Captain Karlaen has exited the battlefield (see below), and the Tyranid player scores 1 Victory Point for every Blood Angels model that was removed as a casualty. The player who has scored the most Victory Points is the winner. If both players have the same number of Victory Points, the game is a draw.

MISSION SPECIAL RULES

Hidden in Shadow: The maximum range for any line of sight in this mission is 18".

Out of the Darkness: If Captain Karlaen starts his Movement phase within 6" of the table edge labelled 'Exit Point', he can exit the battlefield.

Surrounded and Outnumbered: Each time a Genestealer is removed as a casualty, an identical replacement is placed into Ongoing Reserves, which will arrive in the Tyranid player's next turn. Whenever a Genestealer arrives from Ongoing Reserves, roll a D6: On a 1-2 that Genestealer arrives from the Blood Angels table edge, on a 3-4 it arrives from the table edge labelled 'Exit Point' and on a 5-6 it arrives using the rules for Deep Strike.



STORM OF BLOOD

Whilst engaged in a desperate duel, Captain Karlaen has become trapped beneath a fallen Ecclesiarchal statue. Though Squad Alphaeus stand guard near their fallen lord, their minds are still reeling from a brutal psychic onslaught, leaving Karlaen dangerously vulnerable in the face of the approaching Tyranid broods. Unless aid arrives soon, the Blood Angels Terminators will be overrun and torn to pieces.

THE ARMIES

One player commands the Blood Angels, the other the Tyranids. Each player takes the following models:

BLOOD ANGELS ARMY

Squad Alphaeus
Raphen's Death Company
Cassor the Damned

TYRANIDS ARMY

The Beast of Phodia
Phodian Hive Warriors
The Children of Cryptus
(Do not take the Spawn of Cryptus in this mission. The Tyranids army does not have a Warlord in this mission).

THE BATTLEFIELD

Use the deployment map included with this mission. Set up terrain as described in *Warhammer 40,000: The Rules*.

OBJECTIVE MARKERS

After setting up terrain, place a single Objective Marker in the centre of the table.

DEPLOYMENT

The Blood Angels player deploys first. He must deploy Squad Alphaeus within 6" of the centre of the table. Raphen's Death Company start the game in Deep Strike

Reserve. Cassor the Damned starts the game in Reserve.

The Tyranids player deploys second. He deploys his units anywhere within 6" of the Tyranids table edge. The Beast of Phodia starts the game in Reserve.

FIRST TURN

The Blood Angels player goes first.

GAME LENGTH

This mission uses Variable Game Length (see *Warhammer 40,000: The Rules*).

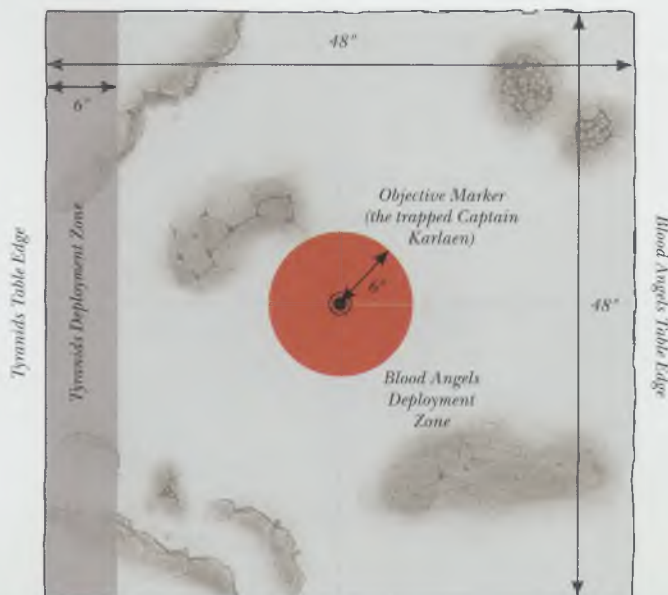
VICTORY CONDITIONS

At the end of the game, the player that controls the Objective Marker scores 5 Victory Points and wins the game.

MISSION SPECIAL RULES

Psychic Horror: Until the start of their second turn, Squad Alphaeus are Pinned.

Crash through the Ruins: When Cassor the Damned and the Beast of Phodia arrive from Reserve, they may move on from any table edge.



SHADOW OF THE BEAST

Captain Karlaen and the survivors of his strike force have rescued Governor Flax and fought their way back to the world's surface. Now they must hold out against the waves of Tyranids long enough for the Chapter's Stormravens to arrive from orbit and extract them and their prize. The Spawn of Cryptus has sensed its prey's attempt to flee, and has urged every Tyranid under its command to attack, intent that its quarry will not escape.

THE ARMIES

One player commands the Blood Angels, the other the Tyranids. Each player takes the following formations:

BLOOD ANGELS ARMY

Strike Force Deathstorm

TYRANIDS ARMY

Phodian Annihilation Swarm

THE BATTLEFIELD

Use the deployment map included with this mission. Set up terrain as described in *Warhammer 40,000: The Rules*.

DEPLOYMENT

The Tyranids player deploys first. He must deploy his units within 3" of any table edge. The Children of Cryptus can deploy using their Infiltrate special rule.

The Blood Angels player deploys second. He must deploy all his units within 6" of the centre of the board. Neither player can place any units in Reserve.

FIRST TURN

The Tyranids player goes first unless the Blood Angels player can Seize the Initiative (see *Warhammer 40,000: The Rules*).

GAME LENGTH

This mission uses Variable Game Length (see *Warhammer 40,000: The Rules*).

VICTORY CONDITIONS

At the end of the game, the Blood Angels player scores 3 Victory Points if Captain Karlaen is still alive and 1 Victory Point for each other Blood Angels unit that is still alive. The Tyranid player scores 3 Victory Points if Captain Karlaen was removed as a casualty and 1 Victory Point for each other Blood Angels unit that was completely destroyed. The player who has scored the most Victory Points is the winner. If both players have the same number of Victory Points, the game is a draw.

MISSION SPECIAL RULES

The Edge of Oblivion: Each time a Tyranid unit is completely destroyed you can immediately place a new unit into Ongoing Reserve that is identical in terms of the original number of models, weapons and upgrades to the unit that was just destroyed. The only exception is the Spawn of Cryptus who, if slain, will not return (although its Genestealers will). Tyranid units arriving from Ongoing Reserves enter play from any table edge.

The Red Thirst Rises: In this mission Captain Karlaen has the Rage special rule.





CAPTAIN KARLAEN

THE SHIELD OF BAAL

160
POINTS



Captain Karlaen commands the 1st Company of the Blood Angels and has earned a reputation as a formidable warrior and brilliant tactician over centuries of service. Trained by Commander Dante himself, Karlaen has distinguished himself time and again in the two centuries he has held the rank of Captain within the Blood Angels.

At the battle of Forlorn Falls, it was Karlaen's Terminators that led the counter-attack that broke through the fortifications of the Iron Warriors. On Ivald XII Karlaen held the line against the Orks of the Shattered Fang tribe, foiling their attacks one after another. Karlaen has also fought the creatures of the hive fleets many times before, having personally led a dozen missions to destroy infested space hulks.

For all these reasons Karlaen was chosen by Corbulo for the mission to Phodia. The Sanguinary High Priest has complete confidence in the Captain's strategic acumen and his utter dedication to duty.

	WS	BS	S	T	W	I	A	Ld	Sv
Captain Karlaen	6	5	4	4	3	5	3	10	2+

Unit Type
Infantry (Character)

Unit Composition
1 (Unique)

WARGEAR:

- Terminator armour (pg 31)
- Storm bolter
- Iron halo (pg 31)

SPECIAL RULES:

- And They Shall Know No Fear
- Counter-attack
- Furious Charge
- Independent Character

WARLORD TRAIT:

Strategic Genius: *This Warlord possesses a natural gift for planning and executing wars, his knowledge of military strategy second to none.*

You add +1 to any Seize the Initiative roll. In addition, whilst your Warlord is alive, you can re-roll any Reserve Rolls (failed or successful).

RELIC OF BAAL

The Hammer of Baal: *This exquisite weapon was forged by master-artisans several millennia ago. It was entrusted by Dante himself into Karlaen's custody when he took up the mantle of Captain of the 1st Company. Since that day it has been the doom of traitors and aliens beyond counting.*

Range	S	AP	Type
	x2	2	Melee, Concussive, Master-crafted, Specialist Weapon, Unwieldy



SQUAD ALPHAEUS

215
POINTS



Brother-Sergeant Alphaeus is an old comrade of Captain Karlaen, and has served at his side on many hundreds of missions. However, this is not the only reason the Captain chose Alphaeus and his squad to accompany him to Phodia. Alphaeus has a well-earned reputation fighting the creatures of the Hive Mind. In his time aboard space hulks and upon the xenos ravaged battlefields of the Imperium, the Brother-Sergeant has mastered the methods of killing even the largest Tyranid bio-beasts, and for this reason favours arming his squad with a heavy flamer; this is the ideal weapon for thinning out the ranks of a Tyranid swarm. On Phodia, Alphaeus and his squad would prove their worth, surviving against the brutality of the xenos where countless others were destroyed.

	WS	BS	S	T	W	I	A	Ld	Sv
Terminator	4	4	4	4	1	4	2	9	2+
Alphaeus	4	4	4	4	1	4	2	9	2+

Unit Type

Infantry

Infantry (Character)

Unit Composition

4 Terminators

1 (Unique)

WARGEAR:

- All models have Terminator armour (pg 31).
- Alphaeus has a storm bolter and power sword.
- 1 Terminator has a heavy flamer and power fist.
- 1 Terminator has a storm bolter and chainfist.
- 2 Terminators each have a storm bolter and power fist.

SPECIAL RULES:

- And They Shall Know No Fear
- Furious Charge
- Preferred Enemy (Tyranids) (Alphaeus only)



RAPHEN'S DEATH COMPANY

210
POINTS



Before every battle a few amongst the Blood Angels will inevitably succumb to the Black Rage, the inescapable madness that can only be cured in death. With such a large proportion of Chapter fighting on Phodia, it was only to be expected that many more battle-brothers would fall prey to the Black Rage. Among these were Raphen and his brothers, sent down from the heavens by Dante to support Karlaen's force in their mission. In battle the Death Company are completely consumed by the visions and ancient memories that tear at their mind, often confusing past and present or perceiving foes that have long since been vanquished. For all their madness, though, they are deadly fighters that can only be defeated in death.

	WS	BS	S	T	W	I	A	Ld	Sv
Death Company Marine	4	4	4	4	1	4	2	8	3+
Raphen	4	4	4	4	1	4	3	9	3+

Unit Type

Jump Infantry

Jump Infantry (Character)

Unit Composition

4 Death Company Marines

1 (Unique)

WARGEAR:

- All models have power armour (pg 31), jump pack (pg 31), frag and krak grenades.
- Raphen has a bolt pistol and thunder hammer.
- 1 Death Company Marine has a bolt pistol and power fist.
- 1 Death Company Marine has a bolt pistol and power sword.
- 1 Death Company Marine has an inferno pistol and chainsword.
- 1 Death Company Marine has a bolt pistol and chainsword.

SPECIAL RULES:

- Fearless
- Feel No Pain
- Furious Charge
- Rage
- Relentless





CASSOR THE DAMNED

140
POINTS



Sometimes even Blood Angels Dreadnoughts succumb to the Black Rage, their minds infected with the same spiritual sickness that can afflict their mortal brethren. Cassor the Damned is one such tragic individual: having served for almost three centuries within the hull of his war machine, his mind was finally broken during the battle of Lowfang. Those that saw Cassor's fall from sanity say it was the wings of the Sanguinary Guard as they passed overhead, blotting out the sun, that triggered the rage. Since that day the sound of beating wings is the only way to rouse the Dreadnought from his madness long enough for a Death Company Chaplain to direct him at his foes. When so released, however, his battle-fury is terrifying to behold, and countless foes have fallen to his razor-sharp blood talons.

[Armour]

WS	BS	F	S	R	I	A	HP
4	4	12	12	10	4	3	3

Cassor the Damned

Unit Type

Vehicle (Walker, Character)

Unit Composition

1 (Unique)

WARGEAR:

- One blood talon (pg 31) with built-in meltagun
- One blood talon (pg 31) with built-in storm bolter
- Magna-grapple (pg 31)
- Searchlight

SPECIAL RULES:

- Furious Charge
- Rage

None Can Stay My Wrath:

Cassor the Damned ignores the effects of Crew Shaken or Crew Stunned damage results (but still loses a Hull Point).





STRIKE FORCE DEATHSTORM



As Commander Dante's Blood Angels fleet reached high orbit above Asphodex, he sent down forward assault squads to secure key resources, clear vital landing zones and assess the size and strength of the ground swarm. Among these were squads of the 1st Company and elements of the Death Company. Karlaen led one of his Terminator Squads into the heart of the ruined Governor's Palace to complete the mission bestowed upon him by Corbulo, and, in the course of the fighting, battle-brothers of the Death Company and even the Dreadnought Cassor the Damned would come to Karlaen's aid when his own command was hopelessly overrun. Together Strike Force Deathstorm would take a bloody toll upon the Tyranids, and help the 1st Company Captain to return with Corbulo's prize intact.

FORMATION:

- Captain Karlaen (pg 26)
- Squad Alphaeus (pg 27)
- Raphen's Death Company (pg 28)
- Cassor the Damned (pg 29)

RESTRICTIONS:

None.

SPECIAL RULES:

Against all Odds: All units in this Formation have the Fearless special rule. Models that already have the Fearless special rule instead gain the Counter-attack special rule.

Bloody Toll: Once per game, at the start of any Assault phase, Captain Karlaen can call for a Bloody Toll. On the turn he does so, all units in this Formation re-roll all failed To Wound rolls until the end of that phase.

BLOOD ANGELS WARGEAR

MELEE WEAPONS

Profiles for the following Melee weapons are listed in the Reference (pg 40). Their full rules can be found in *Warhammer 40,000: The Rules*:

Chainfist
Chainsword
Power fist
Power sword
Thunder hammer

BLOOD TALON

The blood talon echoes the Space Marine lightning claw writ large. Where power armour or Terminator armour can mount a set of foot-long powered blades, each blood talon boasts claws as long as a Blood Angel's arm. Forged from adamantium, energised using reserves from the Dreadnought's power plant, and blessed by both the Techmarines and Chaplains of the Chapter, these weapons are truly lethal. With a single swipe of a blood talon, a Blood Angels Dreadnought can scythe down a whole swathe of foes, cutting through the thickest armour as though it were parchment. Equipped with a pair of these weapons, a Dreadnought can plough through the ranks of the foe, leaving nothing but red mist and butchered corpses in its wake.

Range	S	AP	Type
-	x2	2	Melee, Shred, Specialist Weapon

RANGED WEAPONS

Profiles for the following ranged weapons are listed in the Reference (pg 40). Their full rules can be found in *Warhammer 40,000: The Rules*:

Bolt pistol
Heavy flamer
Inferno pistol
Meltagun
Storm bolter

ARMOUR

POWER ARMOUR

Made from thick ceramite plates and electrically motivated fibre bundles that enhance the movement of the wearer, power armour is the standard protection for Space Marines.

Power armour confers a 3+ Armour Save.

SPECIAL ISSUE WARGEAR

Rules for the following wargear can be found in *Warhammer 40,000: The Rules*:

Frag grenades*
Krak grenades

* See assault grenades

IRON HALO

Echoing the flickering war-halo of the Primarch himself, the iron halo projects a protective energy field around its honoured bearer.

An iron halo confers a 4+ invulnerable save.

JUMP PACK

Jump packs allow the wearer to leap through the air in short, controlled bursts of flight, a deployment method particularly beloved of Sanguinius' sons.

Models equipped with jump packs gain the Jump unit type as described in *Warhammer 40,000: The Rules*.

VEHICLE EQUIPMENT

Rules for the following vehicle equipment can be found in *Warhammer 40,000: The Rules*:

Searchlight

MAGNA-GRAPPLE

Consisting of a potent gravitic magnet and a spooled length of adamantium chain, a magna-grapple can clamp onto vehicular hulls before hauling the Dreadnought towards its target at speed.

A model equipped with a magna-grapple has the Move Through Cover special rule. In addition, a unit containing a model with a magna-grapple can re-roll failed charges when attempting to charge a vehicle.

TERMINATOR ARMOUR

Terminator armour is the best protection a Space Marine can be equipped with. Its reinforced plates can withstand almost any blow, providing the wearer with the resilience of a walking tank.

Terminator armour confers a 2+ Armour Save and a 5+ invulnerable save. Furthermore, models in Terminator armour have the Bulky, Deep Strike and Relentless special rules, and may not make Sweeping Advances.



THE CHILDREN OF CRYPTUS

215
POINTS



The Spawn of Cryptus and his brood have haunted the Phodian undercity for decades, preying upon the lost and the unwary. Raised in the heart of the governor's palace, the Broodlord is a terrifying and cunning foe that knows the city of Phodia like a true native. This knowledge allows the Children of Cryptus and their progenitor to move about the city unseen, slipping away from battle or springing sudden ambushes. The Spawn of Cryptus is an especially vile specimen of the Tyranid Broodlord genus. Its unique telepathic power, combined with its genetic ancestry, grants the beast a disturbing understanding of the human mind; this was something the Blood Angels would discover when first the Broodlord was revealed.

	WS	BS	S	T	W	I	A	Ld	Sv
Genestealer	6	0	4	4	1	6	2	10	5+
Spawn of Cryptus	7	0	5	5	3	7	4	10	4+

Unit Type
Infantry
Infantry (Character)

Unit Composition
8 Genestealers
1 (Unique)

WEAPONS & BIOMORPHS:

- Rending claws (pg 38)
- Scything talons (Genestealer only) (pg 38)

WARLORD TRAIT:

Innate Understanding (Spawn of Cryptus only):

This Warlord has been engineered so that it instinctively knows the best methods of defeating its enemies.

This Warlord has the Preferred Enemy special rule.

SPECIAL RULES:

- Bulky (Spawn of Cryptus only)
- Fleet
- Infiltrate
- Move Through Cover
- Psyker (Mastery Level 1) (Spawn of Cryptus only)
- Stealth

PSYKER:

The Spawn of Cryptus knows *The Horror* and *Dominion* psychic powers (pg 39).



PHODIAN HIVE WARRIORS

170
POINTS



Swarms of Tyranid weapon-beasts infest the city of Phodia, crowding its streets and crawling through its ruins. Among these lesser beasts stride the Phodian Hive Warriors, generals and shock troops of the Hive Mind. Armed with an impressive range of bio-weaponry, each Tyranid Warrior is a formidable opponent. These bio-warriors were common in the ruins of the Palace District, stalking among the lesser Tyranid creatures as they sought out specific prey. Perhaps the most terrible aspect of the Phodian Hive Warriors was their connection to the Hive Mind, allowing them to influence the broods around them. On Phodia this extended to the very ruins themselves, which were overgrown with Tyranid bio-organisms.

	WS	BS	S	T	W	I	A	Ld	Sv	Unit Type	Unit Composition
Phodian Hive Warrior	5	3	4	4	3	4	3	10	4+	Infantry	3 Phodian Hive Warriors (Unique)

WEAPONS & BIOMORPHS:

- All models in the unit have toxin sacs and adrenal glands (pg 38).
- One model is equipped with a pair of scything talons and a venom cannon (pg 38).
- One model is equipped with a pair of scything talons and a pair of boneswords (pg 38).
- One model is equipped with a pair of rending claws and a lash whip and bonesword (pg 38).

SPECIAL RULES:

- Shadow in the Warp (pg 39)
- Synapse Creature (pg 39)
- Very Bulky

Infested Ruins: Phodian Hive Warriors do not suffer the penalty to their Initiative for charging through ruins but fight at their normal Initiative. Furthermore,

models without the Tyranids Faction treat all ruins terrain within 12" of a Phodian Hive Warrior as dangerous terrain.



THE BEAST OF PHODIA

170
POINTS



It is unclear whether or not the Beast of Phodia, as the defenders knew it, was a single Carnifex or many. Certainly, during the course of Captain Karlaen's mission he would report the creature returning many times, in each encounter the scars of its previous demise readily apparent. Whether this is the result of rapid regeneration or some other altogether more alien means of resurrection, the Beast proved to be practically unkillable. Armed with razor-sharp talons and a massive bio-cannon, few foes could stand against the Beast and live for long. Against those who did, the Beast would spew forth vile torrents of burning plasma from its toxic innards, able to burn through flesh and armour with equal ease.

	WS	BS	S	T	W	I	A	Ld	Sv	Unit Type	Unit Composition
The Beast of Phodia	3	3	9	6	4	2	3	7	3+	Monstrous Creature	1 (Unique)

WEAPONS & BIOMORPHS:

- Bio-plasma (pg 38)
- Stranglethorn cannon (pg 38)
- Scything talons (pg 38)

SPECIAL RULES:

- Fearless
- Instinctive Behaviour (Feed) (pg 39)
- It Will Not Die

Living Battering Ram: When this model charges, it inflicts D3 Hammer of Wrath Attacks, rather than just 1.





PHODIAN ANNIHILATION SWARM



When the Blood Angels descended upon Phodia, its defences had all but been overrun. The Hive Mind had turned from conquest to consumption, and the ruins thronged with swarms of digestion organisms. However, broods of Tyranids still remained, hunting down and devouring the remaining survivors. The Blood Angels classified these beasts as the Phodian Annihilation Swarm, and it was these bio-horrors that gathered to repel their invasion. In the shadow of the ruined Planetary Governor's Palace, the Annihilation Swarm consisted mainly of the Children of Cryptus and those larger bio-creatures that stalked the rubble. When the Blood Angels 1st Company Terminators arrived, these deadly swarm-beasts crawled from the shadows to tear them to pieces.

FORMATION:

- The Children of Cryptus (pg 34)
- Phodian Hive Warriors (pg 35)
- The Beast of Phodia (pg 36)

RESTRICTIONS:

None.

SPECIAL RULES:

Crawl from the Shadows: All models in this Formation have the Stealth special rule. Models that already have the Stealth special rule also have the Shrouded Special rule.

Unnatural Intelligence: Whilst the Spawn of Cryptus is alive, all units in this Formation have the Preferred Enemy special rule.



TYRANID WEAPONS & BIOMORPHS

MELEE WEAPONS

Designer's Note: Tyranid Melee weapons come as pairs. For game purposes, each pair is treated as a single Melee weapon. This means that Tyranid models must fight with two pairs of any Tyranid Melee weapons to gain a bonus Attack in close combat for fighting with two weapons. For example, a Carnifex armed with a single pair of scything talons does not gain a bonus Attack, but a Genestealer with a pair of rending claws and a pair of scything talons does.

BONESWORDS

Boneswords are living monomolecular blades that can drain the life-force of their victims.

Range	S	AP	Type
-	User	3	Melee, Life Drain

Life Drain: Any To Wound roll of a 6 made by this weapon has the Instant Death special rule.



LASH WHIP AND BONESWORD

Some Tyranid creatures wield a bonesword in a deadly symbiotic combination with a lash whip; a cord of muscle that moves at lightning speeds to slash their prey.

Range	S	AP	Type
-	User	3	Melee, Life Drain, Swiftstrike

Swiftstrike: A model attacking with this weapon has a +3 bonus to its Initiative during the Fight sub-phase.

RENDING CLAWS

The diamond-hard tips of these claws can tear through thick armour with frightening ease.

Range	S	AP	Type
-	User	5	Melee, Rending

SCYTHING TALONS

Scything talons are long, razor-edged claws of serrated chitin.

Range	S	AP	Type
-	User	6	Melee

RANGED WEAPONS

BIO-PLASMA

Some Carnifexes can generate a roaring ball of bio-plasma within their bodies and vomit forth the resultant energy as an incandescent goblet of fire.

Range	S	AP	Type
12"	7	2	Assault 1, Blast

STRANGLETHORN CANNON

These weapons fire seed pods that grow to maturity in seconds, spreading out hooked tendrils in all directions.

Range	S	AP	Type
36"	6	5	Assault 1, Large Blast, Pinning

VENOM CANNON

These powerful bio-weapons fire salvos of corrosive crystals at tremendous velocities which shatter on impact to shred the foe.

Range	S	AP	Type
36"	6	4	Assault 1, Blast



BIOMORPH UPGRADES

ADRENAL GLANDS

Adrenal glands saturate their host's body with chemicals that boost the creature's metabolism to a hyperactive state of frenzy.

A model with the adrenal glands biomorph has the Fleet and Furious Charge special rules.

TOXIN SACS

These parasitic glands secrete vile fluids, coating the Tyranid's claws, fangs and talons with a lethal variety of alien poisons.

If a model has the toxin sacs biomorph, its close combat attacks have the Poisoned special rule.



TYRANID SPECIAL RULES AND PSYCHIC POWERS

SYNAPSE CREATURE

Some Tyranids serve as synaptic conduits or nodal relays through which a portion of the Hive Mind's iron will flows, overriding the natural instincts of the swarm.

Models with the Synapse Creature special rule have a synapse range of 12". Friendly models with the Tyranids Faction within this synapse range, including the Synapse Creatures themselves, have the Fearless special rule. If a unit with the Tyranids Faction is falling back and at least one of the unit's models is within a friendly Synapse Creature's synapse range before the unit moves, the unit automatically Regroups.

SHADOW IN THE WARP

The unfathomable presence of the Hive Mind radiates out from its synapse creatures, smothering the ability of the psykers who stand before them to draw upon their mystic powers.

All enemy units and models with the Psyker, Psychic Pilot or Brotherhood of Psykers special rules suffer a -3 penalty to their Leadership whilst they are within 12" of one or more models with the Shadow in the Warp special rule.

INSTINCTIVE BEHAVIOUR (FEED)

Unless controlled or coordinated by the domineering will of the Hive Mind, Tyranid organisms will revert to their baser instincts.

At the beginning of each of your turns, if the Beast of Phodia is outside of the synapse range of any friendly Synapse Creatures (see above), it must take a Leadership test unless it is engaged in combat or has arrived from Reserve this turn. If the test is passed, the Beast of Phodia acts normally during this turn. If the test is failed, the Beast of Phodia must roll a D6 on the Instinctive Behaviour (Feed) table below. The effects of the result rolled last until the beginning of your next turn.

INSTINCTIVE BEHAVIOUR (FEED)

D6 FEED RESULT

1-5 Devour: *Driven by its instincts, the Beast of Phodia hurls itself at the closest prey it can find.*

In the Shooting phase, the Beast of Phodia cannot shoot or Run. In the Assault phase, if the Beast of Phodia is able to declare a charge, it must do so against the closest viable enemy unit. If the Beast of Phodia cannot declare a charge, it does nothing in the Assault phase.

6 Kill: *The Beast of Phodia's ravenous hunger sends it into a murderous frenzy.*

This follows all the rules for Devour (above).

In addition, the Beast of Phodia gains the Rage special rule.

TYRANID PSYCHIC POWERS

Many Tyranids are also Psykers. They do not draw power from the Warp in any fathomable way, but rather they harness a fraction of the Hive Mind's gestalt will. This makes no difference for game purposes and these models follow all the normal rules for Psykers – a Perils of the Warp attack they suffer instead represents massive cerebral trauma or synaptic feedback. Tyranid Psykers use the Powers of the Hive Mind, which is treated as a psychic discipline for all rules purposes.

DOMINION WARP CHARGE 1
The Tyranid uses its prodigious psychic strength to channel and amplify the will of the Hive Mind.

*Dominion is a **blessing** that targets the Psyker. Whilst this power is in effect the Psyker adds 6" to its synapse range. If the Psyker does not have the Synapse Creature special rule, it gains it for the duration of this power and has a synapse range of 6".*

THE HORROR WARP CHARGE 1
The terrifying psychic presence of the Hive Mind radiates from the synapse creature, flooding the minds of the Tyranids' enemies and causing them to quail and panic.

*The Horror is a **malediction** that targets a single enemy unit within 24". The target must immediately take a Pinning test (as described for the Pinning special rule in *Warhammer 40,000: The Rules*) with a -2 modifier to their Leadership.*



REFERENCE



RANGED WEAPONS

	Range	S	AP	Type
Bolt pistol	12"	4	5	Pistol
Boltgun	24"	4	5	Rapid Fire
Heavy flamer	Template	5	4	Assault 1
Inferno pistol	6"	8	1	Pistol, Melta
Meltagun	12"	8	1	Assault 1, Melta
Storm bolter	24"	4	5	Assault 2

MELEE WEAPONS

	Range	S	AP	Type
Blood talon	-	x2	2	Melee, Shred, Special Weapon
Chainfist	-	x2	2	Melee, Armourbane, Specialist Weapon, Unwieldy
Chainsword	-	User	-	Melee
Power fist	-	x2	2	Melee, Specialist Weapon, Unwieldy
Power sword	-	User	3	Melee
Thunder hammer	-	x2	2	Melee, Concussive, Specialist Weapon, Unwieldy

RANGED WEAPONS

	Range	S	AP	Type
Bio-plasma	12"	7	2	Assault 1, Blast
Stranglethorn cannon	36"	6	5	Assault 1, Large Blast, Pinning
Venom cannon	36"	6	4	Assault 1, Blast

MELEE WEAPONS

	Range	S	AP	Type
Bonesword	-	User	3	Melee, Life Drain
Rending claws	-	User	5	Melee, Rending
Lash whip and Bonesword	-	User	3	Melee, Life Drain, Swiftstrike
Scything talons	-	User	6	Melee

SPECIAL ISSUE WARGEAR

	Range	S	AP	Type
Krak grenade				
- Shooting	8"	6	4	Assault 1
- Assault	-	6	4	-
Frag grenade	8"	3	-	Assault 1, Blast

IRON HALO

An iron halo confers a 4+ invulnerable save.

JUMP PACK

Models equipped with jump packs gain the Jump unit type as described in *Warhammer 40,000: The Rules*.



ARMOUR

POWER ARMOUR

Power armour confers a 3+ Armour Save.

TERMINATOR ARMOUR

Terminator armour confers a 2+ Armour Save and a 5+ invulnerable save. Furthermore, models in Terminator armour have the Bulky, Deep Strike and Relentless special rules, and may not make Sweeping Advances.

BIOMORPH UPGRADES

ADRENAL GLANDS

A model with the adrenal glands biomorph has the Fleet and Furious Charge special rules.

TOXIN SACS

If a model has the toxin sacs biomorph, its close combat attacks have the Poisoned special rule.



WARHAMMER 40,000



The ruined city of Phodia burns in the fires of war as the Hive Mind devours the world of Asphodex. Into this cauldron of alien horror, Blood Angels Captain Karlaen leads Strike Force Deathstorm upon a mission which could potentially be the salvation of his Chapter: the rescue of Asphodex's Planetary Governor, Augustus Flax. However, Karlaen is not the only one hunting the governor, and from the shadows of the Phodian undercity an ancient evil has stirred, awoken by the coming of the hive fleet.

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A terrible dragon shall come,
coiling from the void below,
through deadly cold and
through stone: shall pass
and yet live.

across the heavens it shall uncoil,
there it shall battle the giant,
under light of blood hued stars.

it shall devour

=all=

