

Whisper & Venom



JEFF
DEE
2013

Lesser
Gnome

In the Whisper Vale

Peaceful inhabitants fear unexpected encounters with
malevolent creatures...



One is a cruel, heartless predator without a shred of humanity...
The other is a reptile!

In the Village of Whisper...

The isolated expanse of the Whisper Vale experienced a long, idyllic peace. Farmers, merchants, and a modest mix of odd inhabitants went about their daily toil contentedly. They enjoyed life's simple pleasures. They were not bound to the capricious rule of distant lords or rigid tradition. Prosperity can be illusory.

They have not been vigilant...

Unbeknownst to the pastoral inhabitants of the Vale, their halcyon days are ending. Complacency has shrouded omens of an ancient menace. The harvest is late this season. Shepherds lament premature births within their flocks. Discord seeds rivalries and ruins friendships. Talk at the tavern is hushed. In secret, a band of brigands is occupying a nearby ruin; their machinations have uncovered a powerful corruption.

What good is a warning when none take heed?

Welcome to Whisper.

Game Concept, Production & Design by Zach Glazar
Written and Edited by Zach Glazar & John Hammerle
Art Design, Interior Cartography & Illustration by Lloyd Metcalf
Box Cover by Jeff Dee

Made in the U.S.A.
by Lesser Gnome
711 S. Skyline Way, Unit C
Cottonwood, Arizona
86326
www.lessergnome.com



WARNING: CHOKING HAZARD - Small parts.
Not for children under 3 yrs.

Whisper & Venom, The LESSER GNOME logo, THOPAS and all game contents © 2013 Lesser Gnome. All Right Reserved.

For Jen, one wife to rule them all...

- Zach Glazar

For Anna & Kalina
- John Hammerle

LEAD DESIGN -

ZACH GLAZAR

WRITTEN BY -

ZACH GLAZAR
&
JOHN HAMMERLE

EDITED BY -

JOHN HAMMERLE

ILLUSTRATED BY -

LLOYD METCALF

COVER BY -

JEFF DEE

REGIONAL & TOWN MAPS BY -

ALYSSA FADEN

DUNGEON MAPS BY -

LLOYD METCALF

PROOFREADING -

BEVERLEY JAYNE

MAP ROSETTE ARTWORK -

CORY WINN

BASED ON ORIGINAL MATERIAL BY -

ZACH GLAZAR

ISBN 978-0-9911798-0-0

Copyright © 2013 Lesser Gnome

Digital Printing

www.LesserGnome.com

Lesser
Gnome



Whisper & Venom **COMPENDIUM** DIGITAL EDITION



AN ADVENTURE FOR FANTASY
ROLE-PLAYING GAMES

WRITTEN BY
ZACH GLAZAR & JOHN HAMMERLE

ILLUSTRATED BY LLOYD METCALF
COVER BY JEFF DEE

Lesser
Gnome

Whisper & Venom COMPENDIUM

PART I - THE WHISPER VALE	3
SETTLEMENTS & TOWNS	7
FOLK OF THE WHISPER VALE	11
PART II - WHISPER & VENOM	23
GAME MASTER'S INTRODUCTION	23
AREA A- MEANDERBROOK MONASTERY	28
AREA B- TEMPLE CATACOMBS	40
AREA C- L'UORT LAIR	46
AREA D-THE SUBTERRANE	54
AREA E- THE PRECIPICE	60
PART IV - APPENDICES	67
APPENDIX I - NEW CREATURES	68
APPENDIX 2 -RELICS & MAGIC ITEMS	82
APPENDIX 3 -SPECIFIC ENCOUNTER MECHANICS	85
APPENDIX 4 ADVENTURE MAPS	88
PART IV - ACKNOWLEDGMENTS	99
PART V - OPEN GAME LICENSE	101

PART I

THE WHISPER VALE



THE DIGITAL EDITION OF WHISPER & VENOM
HAS BEEN ENHANCED FOR IN GAME USE.

FEATURED BUTTONS KEY -



CREATURE
IMAGE FOR
PLAYERS



MAP QUICK
LINK



WANDERING
ENCOUNTER
TABLE LINK



LINK TO
GAME TABLES



ILLUSTRATION
LINK
FOR PLAYERS



RETURN TO
PREVIOUS VIEW

The Vale is an isolated valley on the northern periphery of civilization. This region had been tied economically and culturally to a succession of titular aristocrats, arrogant despots, and feckless bureaucrats far to the south. Centuries of foppish reign ended abruptly from a horrific onslaught of disease. Antiquated notions of de jure birthright have kept the Vale from fading off the map. Cartographers, not rulers, ultimately define empires.

The Whisper Vale's isolation was abrupt. A pestilence spread quickly through its villages and hamlets, leaving misery and death in its wake. The plague's harsh judgment was swift and indiscriminate.

When kingdoms find themselves under duress, civilization presses on as best it can. Empires are seldom supplanted by peaceful communes. Turmoil and suffering become the hallmarks of such eras. Trapped by geography and distance, the Whisper Vale paid dearly. As populations dwindled, kingdoms and empires turned inward to recover and protect their power. Cut off, the Vale's survivors persisted and rebuilt.

In the South, the Whisper Vale now exists only as faded ink on aged maps. Manor houses, walled trading outposts, and large homesteads form sad ruins. Armed caravans occasionally traverse the rutted trade road, which winds along the Gelidstream's west bank. This road connects the town of Bounty, south of the Vale, to the northern town of Cleft, a dwarven stronghold. Only the boldest southern merchants attempt this route. Hence, their infrequent visits to the Vale are met with raucous merrymaking.

Residents of the Vale are focused on their routines, ambivalent to the outside world. By day, they till crops of food for their tables and grain for their taverns. The power that keeps excess in check wields a wedding ring by night.

THE RIVER

A large river, the Gelidstream, flows south from its source at the dying glaciers far to the north. Its deep, cold waters flow through a narrow channel, skirting the mountains near Cleft. Downstream, the Gelidstream is joined by the Meander, where it widens and slows its pace. Crossing the Gelidstream above the confluence is unsafe. Sheer cliffs and strong currents combine to form a natural barrier to the north and west of the Whisper Vale. The gentle slopes on the western bank of the river lead to cold, desolate grasslands known as the Gauntswept.

The river system boasts one surviving bridge. It is located at a crossroads, near the village of Whisper. The sporadic caravans cross the Gelidstream further north via an ancient ferry. A road winds down from the mines of Cleft to the ferry's landing. The ferry remains functional despite its age. Cleft's dwarven woodwrights maintain the ferry, which is the town's sole link to the wider world.

THE WHISPER VALE

The Meander River is born at the convergence of two cirque headwalls at the valley's peak. Its source consists of two short waterways. The mellifluous Springborn issues from the cleft where the Vale's headwalls collide. Its twin, the Fjäll, roars over the scarp of the eastern headwall before tumbling violently down to the valley floor and merging with the Springborn. The ruins of a monastery are cradled by the two waterways just north of where they converge to form the Meander. From here, the Meander winds steadily southward through a long, fertile vale. The nutrient-rich Ahlma seeps from the mountains to the west and feeds the Meander some leagues downstream, nourishing the Vale's rich farmland.

Wide flatlands spread from the Meander's banks to distant mountain ranges, which hem the Vale in from the east and west. These flat expanses are spotted with green woods and lush orchard groves. Small conifers prosper in the mountains' foothills, rising in height and grandeur as they ascend the steepening lands beyond.

Stewardship of the wild is showing its effects. Healthy forests with wide canopies and tall grasses are grazed upon by an abundance of wildlife. Predators cull the weakest of these. Even the fey have returned.

'THE WALL'

Tall, forbidding mountains rise majestically along the length of the Whisper Vale, breaking through the tree line to reveal barren crags of stone. These ranges are known as 'the wall'. Each has a steep versant, making them virtually impassible. Foothills slope upward from the Meander to each inhospitable 'wall'. Vagabond marauders wander the foothills as conflict or hunger drives them from the vast, cold wastes in the east.

THE TAINT

Cracks in 'the wall' bleed down through the mountains' arms into the foothills. A shadow prowls deep in the foothills, where tainted sylvan bowers hide. Knotty pines and poisonous plants fill dark hollows. Insects plague slender swathes of land behind the wholesome facade of the foothills. A fissure near the town of Whisper heaves an ominous sigh at the edge of hearing, hinting at a deep, lurking fear. It is the dark breath of tartarean depths, from the very bowels of the world. These deeps have powerful roots in local folklore. Legend tells of dark waters of unplumbed depths at the world's soul. The fissure's regular exhalations trigger a primordial dread.



THE GAUNTSWEPT

The frigid grasslands and biting cold of the tundra form The Gauntswept. It is home to vast herds and their predators. Savage bears and packs of aggressive Gauntswept Scavengers - reptilian creatures the size of great dogs - roam the countryside. The herds lazily migrate from north to south every winter and return again in the spring. Following the migration across the Gauntswept's vast expanse are tribes of inhuman savages. These roving bands are outcasts of every description. When not on the hunt, they are engaged in bloody raids against each other.

Life amongst the nomadic humanoid tribes is brutal and short - it is an existence marked by conflict. This is the essence of their culture. Periodically, they set up impromptu markets to trade in slaves, weapons, and women. Strong leadership in the past had led to loose confederations. These hordes lasted as long as their leaders lived.

The endless grasslands of the Gauntswept also host ogres, trolls, and lawless marauders. Individuals and small bands rove recklessly - these monstrous entities are very strong and wicked. This is necessary to their survival, as they compete with the more populous barbaric tribes.

Ancient tales tell of places untrodden, where monsters dwell. There are wild rumors of outlandish civilizations, which have endured.

Near the glacial wall that forms the Gauntswept's northern boundary loom the great fortresses of the frost giants. Long ago,



EMPYREAN REACH

Atop the tallest western peak, beyond the tree line, lie the crumbling remains of a mysterious tower. Covered in lichen and weathered by centuries of unrelenting winds, this crumbling tower is marred by time. The structure resembles a giant hand with its fingers stretching toward the heavens.

Seers and sages of any race, even the seemingly immortal elves, only mutter furtively when they are asked about the Reach. Tales vary. Some tell of a Master of Elementals, who once dwelt within its walls. Others refer to a Demonic Summoner who stood atop the highest ramparts. He is said to have mocked forgotten gods from this perch through the enslavement and torment of their mortal children.

The Empyrean Reach continues to keep its secrets, as even those fortunate enough to return are lost. Loremasters, conjurers, and treasure-seekers have, at various times, made bold expeditions to The Reach. Survivors of such trips occasionally wander back to civilization, bearing strange artifacts and tales. These hardy souls return transformed by a madness.

There is an unlocked doorway at the entrance leading past a shimmering curtain of light into the mountain's roots. Beyond that point, no two memories have ever been reconciled.

The power of the great kingdoms to the south has waned. Without the vast resources of wealthy patrons expeditions have declined. Thus, the mysteries of The Reach remain elusive.

Atop its peak, The Reach points ever skyward.

passed portentously through the ages in oral tradition. Now, only minstrels sing of such things. Although they do not know it, their rhymes ring true.

THE VERDANT

Boundless expanses of grasslands sweep south from the Gauntswept. The lush lands forming The Verdant present a natural barrier, stretching deep into uncharted lands to the south and west. A perpetual horizon meets the sky above. An oppressive ocean of blue presses down upon the endless veldt, where even the grass seems to bend under its weight. One could travel days through this land and never slake his thirst. This is The Verdant's perilous secret. Hardy souls have been swallowed by the grass, perchance to be discovered years after. Only their bleached bones remain, in stark relief against the greenery in which they are entombed.

The Verdant is deceptive and deadly.



their icy strongholds witnessed the site of a climactic battle. The giants faced a powerful army from the south - led by a fiendish sorcerer.

The sorcerer king and his army succeeded in part - wresting a powerful artifact from the clutches of the frost giants. However, his forces decimated, the sorcerer fled south, disappearing with the artifact. The best conjectures point to a ghostly vanguard that protects its powerful undead king.

The Gauntswept hides a society of lizard-folk within icy marshes. Whether by evolution or animistic magic, these reptilian beings have adapted to the cold. The icy folk can be fierce adversaries when threatened. It is not in their nature to be cruel. The icy folk are insular and tend to be suspicious of outsiders. Their remote chilly swamp, both distant and inhospitable, assures seclusion.

Organized expeditions have not penetrated the Gauntswept for many generations of men, leading to fantastical reports. Most believe they are merely stories told to frighten children. However, not all fables are mired in myth. A measure of truth inevitably emerges from the most preposterous tales. Dread demons and deadly dragons are not merely the figments of a frightened child's imagination. Such powers indeed exist, their truths



WHISPER

*Farewell happy fields, where joy forever dwells:
hail, horrors!*

-John Milton, Paradise Lost

Whisper is rustic. It consists of nineteen farmsteads, a busy inn, an empty temple, and a smattering of small shops. Talk at the Archmug - the tavern/town hall - revolves around weather, harvests, and (most importantly) the quality of ale. Arguments in the town are rare and usually drunken; brawls are rarer still and always drunken.

Most of Whisper's residents are content. Any unrest ceases at finger pointing over the use of common grazing lands. Wealthier families have viewed the use of such land as shrewd and prudent, while others have interpreted it as freeloading. Such disputes have always been settled amicably over mugs of ale.

The inn - not the temple - is the spiritual center of Whisper. The innkeeper makes particularly good ale. It is bartered within Whisper and sold at mercenary prices beyond. This renowned brew is a source of great pride - and income - to Whisper. His ale has earned the cordial innkeeper affection and respect. His brooding brewer rides the coattails of this success.

Whisper's famed penchant for draining the barrel encourages the brewer to siphon a little ale from each batch, which he smuggles out. This 'shadowy' export has become the backbone Whisper's flourishing trade. Citizens also sell excess grains (usually mouldy) to the hamlet of Swindle and meat and feed to the town of Cleft. These goods often ride on the same cart that moves Whisper's ale.

Another of Whisper's exports is happily given, if not gladly received. A number of wives from Whisper have formed a zealous temperance society, with feckless support from the town's priest. This dedicated group of harridans spends its days sewing modest patterns for the poor and handwriting numerous pamphlets for those in need. Through this travelling ministry, Whisper's citizens have found a way to send all exports on a single cart, known as 'the wagon'. The pious women are gently set atop meticulously thatched grains topped with a luxurious featherbed - the only one of its kind in Whisper. The air becomes tense with anticipation as the zealous temperance society settles in. The helpful onlookers are confident, however, in their gallant effort to ensure a safe, comfortable, and quiet ride for the barrels of ale concealed neatly beneath the whole affair. Nevertheless, there is a collective sigh of relief as the women finally settle. The village priest and his flock see the ladies off on their weekly rounds with the bulging wagon before returning inside the inn to minister.

The wagon is a relic from the past, left in Whisper by a group of monks fleeing from a monastery to the north. It broke down in



Whisper and the monks, loathe to wait for repairs, had pressed onward, out of the Whisper Vale.

The order of monastic scholars had fled from the Meanderbrook Monastery. At its height, the monastery had been renowned for its wine. It was abruptly abandoned during the time of the plague and never reclaimed. The monastery is remembered fondly, with frequent lamentations over the loss of its excellent wine. The great library full of scholars who strived to spread their faith through reverential religious evangelism with incessant calls for moral, selfless living have been easily forgotten.

Rumors and theories abound regarding the monastery. Remnants of great wealth and magical artifacts are conversation standards. Being a little too far away and a lot too dangerous keeps idle speculation idle. As there is no excuse for cowardice that is not coupled with an equally ridiculous imaginary danger, the residents of Whisper loudly proclaim the monastery's ruins to be haunted.

Whisper's culture of geniality has been upset by mysterious events. Herds have been culled at night, crops have been rudely trampled, small fires have sprung up in prized turnip gardens, and heirlooms have disappeared. Folks scratched their heads at first, then confronted with the hard work of investigation, picked the lazy road and simply assigned blame. Without a semblance of law, neighbors fell to blaming neighbors on the quick road to righteous justice. Drinking, arguing, and finger-pointing replaced drinking and toasting. Thus was paradise lost. This shredding of the social contract has diminished the potency of Whisper's alehouse arbitration.

CLEFT

There is no fatigue so wearisome as that which comes from lack of work

-Benjamin Franklin

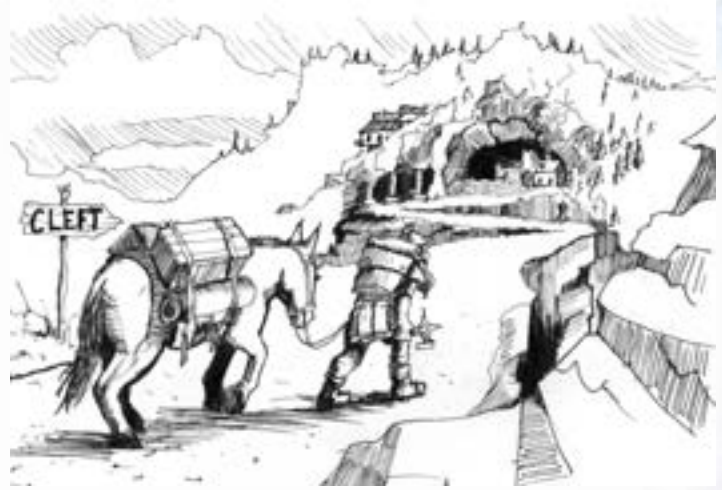
Generations of hard work have cemented Cleft's sterling reputation as a town of stoic northern folk. By all appearances, this tradition continues in earnest. Cleft's Taskmaster spends most of his time in a tall tower which looks out upon the town. A symphony of hammers, bellows, and furnaces rises musically to the Taskmaster's chamber on the top floor, and spreads out over the valley in enduring welcome to visitors.

At the center of Cleft's industry is the famed Guildworks, which has produced finely crafted - even magical - weapons, armor, and gizmos. For years the artisans of the Guildworks toiled at their furnaces, building a surplus of items... A surplus the current generation inventories and maintains carefully.

Once the northernmost in a chain of mines that supplied iron and other metals to their rulers in the south; the mountain town of Cleft is an independent enterprise. Steadfast dwarves, along with a smattering of human journeyman and tinker gnomes, compose its population.



Within Cleft's protective outer walls, the mountain forms a natural overhang which provides shelter and hides its secrets. Skillfully crafted switchbacks wind down from the town's gated entrance. Beyond the gate, the road passes a narrow fissure that whistles with a blast of cold air four times daily. Cleft's topography provided a reprieve from the great pestilence, hence the town's patriarchal and artisan traditions have remained largely intact. Cleft's venerable Taskmaster hails from a long line of chiefs.



The dwarves have always made weapons. Their surplus grew in step with their ego. As the dwarves see it, their prized creations belong only in deserving hands. They have been known to make rare exceptions for a few members of Whisper's makeshift militia. The dwarves' handiwork is known to be the finest in the northern world.

Or so it would seem... Those hardworking days are over. Those who have assumed the mantle of responsibility realized that reputation has far more value than work ethic. If Cleft's sons spent as much time working the forge as they did finding clever methods for convincing the Taskmaster they were working, the town of Cleft would be truly worthy of its reputation. At first, the young generation at the Guildworks had difficulty reconciling their quiescent outlook with time-honored tradition. Inevitably, they found a loophole. The old saying, 'a day's work never ends...' was updated to include, 'when it never begins'. Equipped with their new mantra, a machine was devised.

Deep in the Guildwork's main workshop, its young members assembled an ingenious device. This pinnacle of modern engineering has one purpose: To make noise. In true Cleft form, hammers ring, bellows sing, and dark, thick smoke belches endlessly from the Guildwork's chimneys. Cleft's Taskmaster's heart fills with joy as he rises every morning to see workers streaming in and out of the Guildworks. Assured of his legacy, he keeps to his chambers, where he is attended diligently. From his tall perch, his elderly eyes fail to note the clues which mask Cleft's mighty ruse. Great trains of wheelbarrows pass through the Guildwork's doors daily, carrying provisions that could easily be mistaken for a midsummer feast.

Fine creations crafted and hoarded by the sweat and sacrifice of their forebears pay for the current generation's largess. Their stockpile dwindling, the Guildworks carefully inventories and scrutinizes their trade. Even so, no one seems inclined to leave the large, comfortable, and most luxurious break room in the Vale. Periodically, someone gets booted into the machine room to stoke the deceptive furnaces.



SWINDLE

A man is usually more careful of his money than of his principles.

-Oliver Wendell Holmes

Sheltered near the foothills of the Vale is the smutty hamlet of Swindle. Its crude denizens spend their time plotting to enrich themselves. The concept of honesty is as foreign to their large ears as the virtue of charity.

As a rule goblins are shunned for their pension for lawlessness. Alone, they pose a threat to no one. They become more brazen as their numbers swell. Short, vulgar, and notoriously ungovernable, they can be menacing. They lack culture, and their ambition is limited. The decent folk of the Whisper Vale have come to accept these neighbors near the mountains.

An isolated tribe had settled in an abandoned town just north of Whisper. What the disreputable inhabitants call their amalgamation of filthy hovels is unknown. They use their own language amongst themselves. To everyone else in the Whisper Vale it is known as 'Swindle'.

This once quaint town was abandoned during the pestilence. Its farmers and tradesmen fled, leaving a clean and orderly village with its renowned central garden. Seizing the opportunity, Swindle's new citizenry fell upon this idyllic setting, dragging an artisan sundial (pilfered from a nearby ruin) behind them. 'No one conquers who does not fight' apparently does not apply to these guys.

Weeks of wanton looting and creative vandalism ensued. The town in ruins, it began to feel like home. Appreciating their handiwork, the tribe stayed on. The town grew filthier; the goblins, content, grew lethargic and fat.

Bullied out of Swindle proper, a smallish goblin made a momentous discovery. He fell to looting a watermill next to a small stream on the outskirts of town, where he stumbled onto a still. Being a 'clever' goblin, he accidentally fired up the still by swip-

ing an especially shiny cap. Treasure poured from the still, creating an economic niche for the tribe. He became an instant hero in Swindle.

The result, Rotgut, heralded a new, insidious assault on the Vale. Never aged, poorly distilled, and highly potent, Swindle's pungent export is less tasty and more effective than Whisper's finest. In time, with the help of an indentured group of pollinating pixies, the goblins added floral extracts and other herbal ingredients that gave it a distinctive taste and, to anyone who imbibed, a pleasant hallucinogenic effect.

With the birth of Rotgut, Swindle's place in the Vale was assured. The goblins took to trading their sordid creation for various necessities. With goods in hand (and booze in barrels) they began to host the region's seasonal market. Shady deals, heated arguments, and cheated customers are its hallmarks. It is a good time for all. Held quarterly, the market's rowdy, boisterous atmosphere attracts the stout folk of Cleft. A few lucky husbands sneak out of Whisper on 'business'. Whisper's wives hate it, their menfolk love it, and the goblins profit by it.

Word of Swindle's success has reached other goblins. One of the more organized tribes traced the Swindle goblins' path. Upon learning that Swindle's clan had picked something up in some ruins, they resolved to follow this path to riches. This ambitious tribe, the Luort, crisscrossed the Vale before running in to some ruins. They were unaware that these were the very same ruins - the Meanderbrook Monastery - from which the Swindle clan had appropriated their prized sundial. Thrilled at their success, the Luort looted their way through the ruins. Inevitably, they discovered a still - it's a monastery, after all - behind a king's ransom in casks of liquor. It dawned upon the Luort chief that mastery of markets is more complex than simply combing through dangerous places.

The Luort press to wrest Swindle's monopoly on gut-wrenching liquor with the aid of a disgruntled Swindle goblin. This miserable creature was demoted to the lowly task of minding the pixies. Unhappy with this duty, the Adjutant plotted petty vengeance. Late one night, he stuffed a few pixies in a sack and set out to establish an alternative swill to strike at the heart of Swindle. A pair of Luort scouts picked him up. The Luort gained the missing piece.

With restless abandon, the Luort fired up their new machine and reveled in their genius. As they prepared their hostile takeover of the bottom-shelf segment, an accident changed everything.

The Luort have grown.

The goblins at the ruins have uncovered a thing beyond their understanding. They are about to find out that they cannot flee from a warning they did not heed.



PERCH



*Now, since by my own recklessness
I have ruined my people,
I feel shame....
-Homer, The Illiad*

Lush vines drip from a sheer cliff overlooking Swindle. A small, shallow hollow conceals a secret that would scandalize polite society. This is where Swindle's indentured servants, the pixies, come to roost. They live a hardscrabble life as pollinators for Swindle's rotgut liquor. Swindle has managed to hide the fact that their pitiful pixies are the secret, critical component of the goblins' commercial success. The pixies' hollow is disorganized, cold, and damp. Known for its proximity to Swindle's garbage heap, no one likes to talk about Perch.

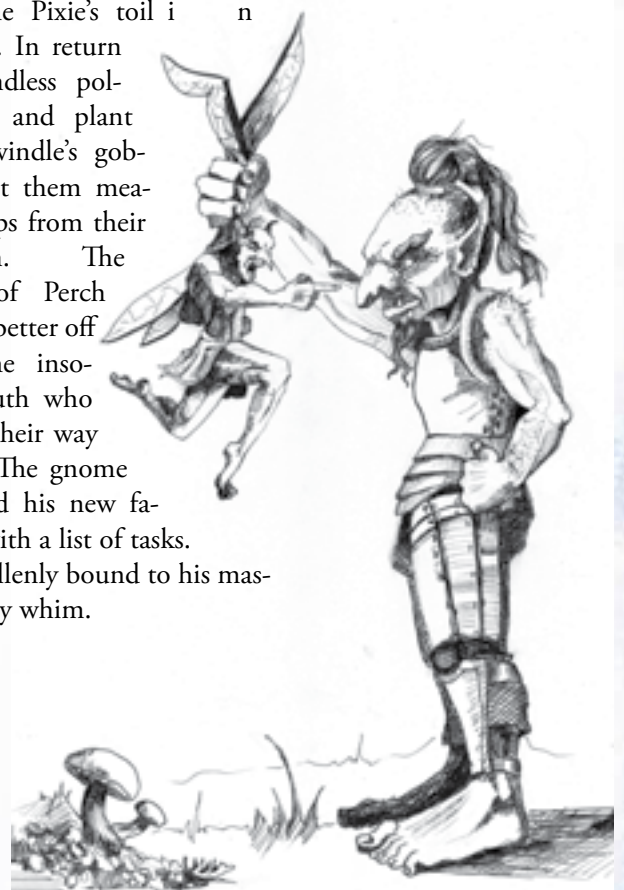
The hapless pixies are trapped. Complicit in their confinement, these malcontents waste their days sullenly. They fixate on the past, when they lived innocently in a loose collection of woodland dwellings. A druid had charged them with the protection of an enchanted fountain. It was inevitable that their curiosity would lead the pixies to partake of the charmed waters. Their thirst slaked, the pixies soon realized their mistake. For with each draught, the fountain's allure turned to sweet torment.

Hubris and betrayal proved the pixies' undoing. An insolent youth was spurned by another. As he drifted, he encountered a kindred soul. The two brought out the worst in each other. After gaining the young pixie's trust, his erstwhile friend - a black-hearted gnome - subdued and enslaved the spurned youth. Tricked, the pixie was bound to the whims of his new master. His master's first order was to steal the pixies' enchanted fountain.

Returning to the fountain's glade, they found the place changed. Their charge had disappeared, replaced with a note. Brief and pointed, it read, "Vengeance is mine." The clan swore a solemn oath to wrest their fountain from the clutches of the note's author. Their first order of business was to banish the spurned youth. A battle was planned in haste and bravely fought. Alas for the pixies, their druid forsook them. The black-hearted gnome taunted and mocked as he routed his enemy.

Their fate was sealed. The cruel gnome behind the affair had already traded the pixies' fountain to Swindle for a song and a drink.

Now the Pixie's toil is in Swindle. In return for mindless pollinating and plant care, Swindle's goblins allot them measured sips from their fountain. The pixies of Perch are still better off than the insolent youth who ruined their way of life. The gnome rewarded his new familiar with a list of tasks. He is sullenly bound to his masters every whim.



FOLK OF THE WHISPER VALE



PLACES AND PEOPLE

Farmers, shepherds, and merchants form the backbone of Whisper and its buildings reflect this. The town includes nineteen farmsteads - with large common lands for grazing. A few goods, including metals and wine, are imported; the rest are made or grown within ten miles of the town square. On weekends, the local farmers host a small market in the village square, where they barter for each other's goods. The crops are mostly vegetables and grains. Livestock consists chiefly of sheep and chickens, with an occasional cow, horse, or ox. With the recent disappearance of so many animals, the commons are more likely to be occupied by suspicious shepherds than grazing livestock. Some crops have also begun to have wary guardians, in the form of wary farmers and their families.

INFLUENTIAL FAMILIES

FURROW

The Furrow family has the largest land and livestock holdings in town. Though well-to-do, they are not apt to flaunt their wealth. The widowed matriarch is well-regarded. She has been a recluse since the death of her husband. She has six children and numerous grandchildren. One of her nephews is a merchant who directs the meager amount of legitimate commerce of goods into Whisper. The family's large holdings boast a manor house. The unpretentious Furrow family is the envy of a rival family, the Ingilds. This aside, the Furrows are on good terms with everyone else. For a reasonable fee, Furrow sons and grandsons make fine porters and linkboys.

INGILD

Whisper's other large family lacks esteem. The Ingild family envies the status and property enjoyed by the Furrows. The Ingild patriarch had once been a devoted patron of the local temple. Now, he indulges himself to such an extent that his very health is in question. His absent-mindedness is exacerbated by his newfound enthusiasm for ale. His oldest daughter makes the family decisions and her two sons can be reliably called upon to serve as men-at-arms in any militia.

SMALL FAMILIES

The other families of shepherds, farmers, and tradesmen are generally humble and trustworthy. Their biggest considerations are festivals, harvests, and family. Of late, suspicions have risen regarding unusual occurrences. Suspicion breeds poor neighbors.

These disturbances have put everyone on edge. The younger members of many families would make good hirelings. They will enthusiastically enlist with expeditions for a pittance, given that they usually spend their time plowing, weeding, and hauling manure. As farmers' sons, these hardy boys are competent with bows and spears.

THE ARCHMUG

The inn is the social fabric from which the tapestry of the town is woven. It has two stories and one very important outbuilding - the brewery. Seven rooms are available to travelers for a nominal fee, but they are seldom used by anyone except lovers for carefully timed trysts. There is a hidden exit from one of the private bedrooms for anyone in need of a stealthy retreat. The commons is where everyone eats without pleasure and drinks with gusto. The kitchen serves meager fare, which is forgiven as it is washed down with the brewer's renowned ale. The other rooms are for storage. This is the place to look for all but the most uncompromising teetotalers.

JON HERBERGIER INNKEEPER

Jon is the most popular and, in all likelihood, the most trustworthy man in town. He continues his family's long tradition as proprietor of the inn. This cements his status in town. He is the de facto counselor, mayor, and arbitrator for the residents of Whisper. He is friendly but not overly talkative. He idolizes his shrew of a wife, Ingra, for reasons even he cannot fathom. Jon, like most other prominent townsfolk, is honest. His honesty, of course, is for sale. He can be bought on the cheap, given his affinity for fine food and drink. He steers clear of disputes between the families in Whisper. Jon's beautiful daughter, Vyvyan, helps around the inn under his doting eyes. Jon is less inclined to trust his shiftier son and his unscrupulous brewer.

INGRA HERBERGIER INNKEEPER'S WIFE

Ingra, a harpy by any standard, has a temperament as vile as her culinary ability. This explains why her food is often refused even when offered gratis. Tall and frumpy, she seldom smiles and rarely bathes. Ingra adores her only son and overlooks his shortcomings. She seldom interacts with anyone unless it concerns her son. Since no one likes her - or her son - her tendency to keep to the kitchen suits all.

JERRIT HERBERGIER INNKEEPER'S SON

Ill-mannered, untrustworthy, and prone to petty-theft, Jerrit has an unsavory reputation with everyone in town, save the brewer and the gnome. He is tolerated by the townsfolk only because of the respect they have for his father. Jerrit has dealings with the seedier elements in Whisper. He fancies himself an accomplished thief. By his own account, Jerrit is also irresistible - a real Romeo - to Whisper's fair maidens. The maidens beg to differ. He is widely suspected by many to have played a role in the recent unpleasantness; especially those incidents concerning missing items and heirlooms. The townsfolk's suspicions prove to be only partially true; Jerrit *has* enriched himself a little on the side, but his real contribution has been spreading discord by inventing gossip and making sly accusations. Any information gleaned from Jerrit should be treated appropriately. He's a lout, but his interest in the fairer sex may prove useful to female newcomers. Lately, he has been spied consorting with 'the gnome' and his ilk. Jerrit is capable of hatching his own plot, wherein he may attempt to fool his way into a party as a porter. His specifics turn fuzzy at this point. Success at such a heroic undertaking would solidify Jerrit's notion of himself as a notorious bandit.

VYVYAN HERBERGIER INNKEEPER'S DAUGHTER

The unspoken rule amongst the young men in town is: "Thou shalt not covet the innkeeper's daughter." Unsurprisingly, every one of them does (given her shapely figure). Aloof to the attention afforded to her exceptional beauty, Vyvyan is surprisingly unaffected and friendly. She works under the watchful eye of her father, who is quick to judge every suitor unworthy. For Vyvyan, this ensures a constant stream of admirers. Her tender inclinations have led her to lavish her affections upon a sickly cow in town. The subject of Vyvyan's affection has survived many a butcher's knife.

LIALIO BREWER

Lialio, like Jerrit, is suspicious. He is respected due to his skill as a brewer. He rarely drinks his own brew. Rather, he sips constantly from a flask of rotgut obtained from the goblins of Swindle. He is no stranger to the gnome nor to his boss's cut-purse son. When not brewing, Lialio supervises preparations and siphoning for 'the wagon'. Preparing for the wagon's weekly rounds keeps Lialio busy. Whisper's finest ale occasionally travels great distances - at inflated prices.

Lialio spends his spare time as a rag and bone man, making collections for clandestine deliveries under the guise of picking cloth and bones used by other craftsmen in town.

THE TEMPLE

With the abandonment of the monastery, Whisper's temple has become the source of spiritual life in the Vale. Unfortunately for the religiously-minded, spiritual life consists of an eccentric priest and a few true-believing matriarchs. The majority of citizens dragged there to worship do so at their behest. The citizenry uses the temple to attend ceremonies (which they generally hate), feasts (which they love), and funerals (which they avoid, if possible - especially their own).

Religion was more central to their lives when the Meanderbrook Monastery brothers were still active. The statuary and relics within the temple are shabby, a testament to the importance currently placed on religion.

The priest is a cloistered cleric - more comfortable as a counselor than a healer. He can treat small wounds and other ailments with leeches, prayer and holy magic. Major intercessions requiring deep communion with his deity can be arranged for a commiserate fee. Resurrection of a deceased can be arranged, once, with the use of a single scroll which he keeps hidden.

ASHBY PRIEST

An eccentric drinker, Ashby tends his semi-enthusiastic flock with as much interest as he can muster. He collects religious icons and hard liquor, but not in that order. Ashby's temple events are unorthodox and usually heavily abridged.

He knows more about the Meanderbrook ruins than anyone else in town. He can provide information about the monastery grounds, though his knowledge is declining - its accuracy is inversely related to his sobriety. As he is cloistered he will gladly help decent folk. He often does this for little more than the price of an evening's entertainment.

He will not leave Whisper, but will be very interested in any group that ventures toward the monastery. He is aware of important religious relics and their possible locations within the ruins. His distant religious superiors are keen on retrieving any of these items. Among them are illuminated books and a sacred chalice. His personal interest is surprisingly secular. Ashby desires to act as middle-man, so that he can negotiate an inflated price for a fee. To that end, Ashby is willing to pass two pieces of useful information along to the characters. The first is the rumor that the chalice can act as a key for opening a secret compartment somewhere on the monastery grounds. The second is the danger of encountering the restless souls of his dead brethren, who he suspects were left unburied as the brothers fled before the plague.

THE FORGE

The blacksmith shop in Whisper specializes in pitchforks - it makes a lot of these. The blacksmith can repair most iron and steel goods as the need arises. He is reliable. In a pinch, the blacksmith can make weapons and some lighter varieties of armor.

THOM TINKER BLACKSMITH

Thom is the local blacksmith. Apart from pitchforks, his work revolves around plows, harnesses, and horseshoes. Thom was originally apprenticed to a renowned armorer from the mining town of Cleft. His mentor retreated to the Guildworks of Cleft, leaving Thom to his own devices. He is familiar enough with shields and armor to make repairs. While he cannot ascertain the exact properties of enchanted items, Thom knows good craftsmanship when he sees it. As happy behind an anvil as an ale mug, he frequently pops into the inn both during and after work. Often those needing his services quickly fret about this - preferring the sound of ringing hammers to ringing laughter.



Thom is a popular resident. He is especially friendly with the innkeeper. He is also good in a fight and has the equipment to make himself useful.

THE APOTHECARY

Herbs, incense, and natural remedies can be purchased here. Unless seeking components or ingredients, most travelers find little of interest here, save a salve that the apothecary concocts from local river plants. When applied, it will heal minor wounds instantly, but can only be used once per day. Her recipe is a closely-guarded secret. Therefore, only a handful of doses are available. Given time and money, the proprietress can make more.

NORAH APOTHECARY

The quiet and reclusive Norah is a minor mystery in Whisper. She does not share their religion or participate in their festivals. She is not unfriendly; she merely has limited interest in social niceties. Unmarried and uninterested in becoming that way, she spends her days either in her store, or wandering the Vale collecting useful flora. She refuses to have any dealings with the residents of Swindle and never attends its faire. Norah is friendly with Atina, the secretive mistress of the grove.

THE MERCANTILE

This is, as the name implies, is a combination dry goods, feed store, and supply shop. Catering to Whisper's farmers and shepherds, the Mercantile is of little interest to travelers. It carries a large, organized supply of rations and a few common goods that visitors may find useful - items such as torches, ropes, and poles.

ERGEN PRESTOR MERCHANT

Unassuming and mousy, Ergen is obsessed with keeping a tidy shop. Every bin is spotless and each shelf is free of dust. His obsession spills over into his life, manifested by constant hand-washing and frequent bathing expeditions to the river. He has few friends. This suits Ergen, as he prefers the company of cats to people. Sadly for Ergen, his cats prefer their own company.

THE COBBLER'S WEAVE

This store sells quality merchandise crafted by a talented couple. The Cobbler's Weave sells cloth, clothing, and shoes. The old couple are well-to-do. They own many high quality clothes and tapestries, many of their own creation.

KATHRYN SEAMLY MASTER SEAMSTRESS

Kathryn's work consists of making and repairing clothes for the locals. She is loathe to part with her finer creations. Kathryn takes great pride in being the best dressed woman and the mistress of the most finely decorated home in the Vale. Aloof but friendly, she adores her hardworking husband, notwithstanding his embarrassing wardrobe.

PERCY SEAMLY COBBLER

Oblivious to fashion, Percy is the quintessential utilitarian. This is good for the village as a whole since fancy shoes make for poor harvest footwear. Hardworking, friendly, and sociable, Percy is no stranger to the inn. He is also self-appointed Grand Marshal of the boozy festivals in Swindle.

THE CHEMIST'S SHOP

The town's alchemist, Kurtiss, deals in small powders and minor chemicals such as fertilizers and dyes. He is often in the shop at irregular hours, and even then, he shuts the windows to avoid a rude awakening. Kurtiss can provide other alchemist wares and products, if necessary.

KURTISS DRAZ'UK ALCHEMIST

Kurtiss leads a double life. He is part-time alchemist and full-time hedonist. As a lazy merchant, Kurtiss can rarely be bothered to tend to his own store. It is not laziness, but the black market that keeps his store shuttered. He plies a healthy trade in unhealthy potions between Whisper and Swindle. No one in any of the towns admits to wanting his services but many

would panic should he retire.

Kurtiss is good-natured and generous to a fault. He is best known to the community for his work with the brewer in improving the town's signature export. His chief innovation is faster acting yeast. But Kurtiss' principal contribution has been to serve as a reliable test subject for new brews. He takes copious notes regarding different brews and their relationship to stages of sobriety. It is obvious that Kurtiss has had more than a few too many samples.

He has long since decided that the romantic life of a smuggler is preferable to further study in the chemical arts. He finds 'spiritual' fulfillment in some of the products he 'alchemizes' for himself - and another hedonist whose identity would surprise no one.





- THE UNTIMELY WAR -

A TALE FROM WHISPER

Elias the clockmaker times his instruments to the whistling of the fissure near Cleft. For the life of him, Elias cannot fathom why his clocks run 69.3 seconds late every 30 days, forcing him to make frequent returns to Whisper in order to reset his timepieces. None of Whisper's residents appear to notice this fundamental discrepancy. Elias is unaware that his problem lies with the fact that the fissure near Cleft and Whisper keep their own time. Dweomner, the time keeper of Cleft, relies upon Elias' clocks in order to maintain his livelihood. Sadly for Dweomner, one of his specialties is meticulously timed traps...

This disequilibrium causes words to fly like a murder of crows. Known as the Untimely War amongst the Vale's residents, Dweomner rails against Elias' incompetence, while Elias counters with accusations of Dweomner's shoddy workmanship, using discount parts from Swindle.

While drinking ale in Whisper's tavern one fine evening, Elias was approached by an unhappy Dweomner, who stopped by the tavern for his daily mug of ale. He had just set Toki's thatched roof home security hammer trap, which sprung while he was halfway down the ladder. Dweomner was launched head-first into a nearby stack of hay. As he entered the tavern, Dweomner eyed Elias, who was lamenting his own misfortune. Elias had just finished resetting 7 clocks in Whisper for a total of 2,564.1 seconds. Dweomner approached Elias and threatened to expose the dark secret behind his shameful lack of facial hair. Incensed, Elias responded with a wild swing, which went wide and hit Vyvyan, the innkeeper's daughter, knocking the wind out of her.

The ensuing battle slogged back and forth as chaos spread in the tavern's common room. The conflict spilled into Whisper's square, as people poured from nearby shops to join the fray. A mob formed, replete with torches and pitchforks. The violence escalated from there. Their personal cold war went hot. Tempers flared.

On a visit to Whisper from his home in Cleft, Toki calmly surveyed the scene, soaking in the sotted behavior in the square. "Such rampant buffoonery is an affront to decency," quoth Toki wryly, and he remained to bring law and order to Whisper. He is reluctant to leave Whisper on the grounds that he is all that stands between order and anarchy. Toki is, however, interested in helping adventurers who seek to get to the bottom of the rising tide of social dysfunction.

CRANK

Every one of Crank's clients has a story to share. He rejects such intrigues as so much noise. Kurtiss moves his contraband via this vagabond halfling. Following a series of unfortunate events wherein Toki (Whisper's enthusiastic constable) figures prominently, Crank moved his operation to a more appropriate venue. Crank stands on a dusty corner in Swindle as he engages in commerce on Kurtiss' behalf.

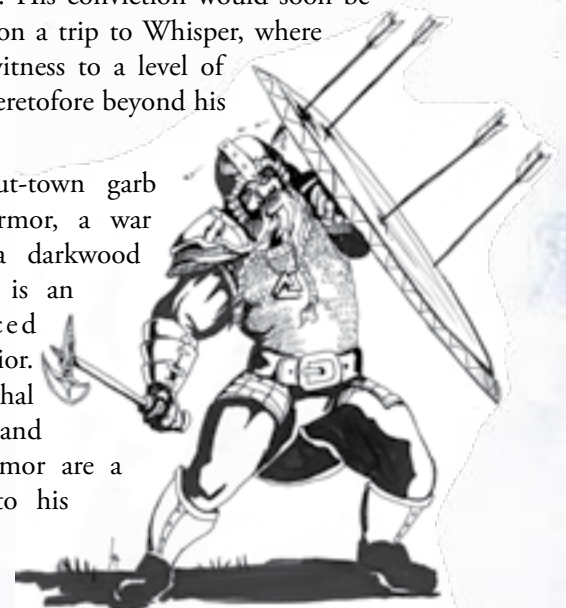
CONSTABLE'S BUILDING

When a sudden argument in Whisper involving visitors from Cleft became a riot, many requested a plan to prevent encore performances by the newly self-assured mob. Citizens who suffered torch burns or bruises from trampling boots waited for a proposal. The first suggestion involved prohibition and curfew, which was vetoed by a spontaneous mob. A mob-pleasing alternative was quickly proffered. An old disused building on the edge of town was unlocked and deeded to the dedicated new constable. A safe distance from Whisper's inn, this converted barn, with its strong stalls, had once been used as a holding tank for Whisper's drunk and disorderly. Having spent an uncomfortable night with frisky rats, these unfortunates were released the following day, returning home to a good tongue-lashing from their spouses.

TOKI 'WRYMOUTH' CONSTABLE/MORAL AUTHORITY

Toki is a 'believer'; he works in the service of a dwarven god. A tolerant polytheist, Toki advocates for order and the general weal. Toki's unflinching belief is that no one is beyond redemption. His conviction would soon be challenged on a trip to Whisper, where Toki was witness to a level of depravity heretofore beyond his experience.

Toki's about-town garb is chain armor, a war axe, and a darkwood shield. He is an experienced holy warrior. His marshal bearing and polished armor are a testament to his virtue.



DWEOMNER SCHMEIDESTAHL

TRAPMAKER

As a dwarf, Dweomner's philosophy is that no task is too tall for brute strength and a low center of gravity. He seeks to prove himself through stout tenacity. Opportunity came knocking when Dweomner was offered bellows duty in Cleft. He attacked this task with exuberance, straining his muscular frame with each compression. Unfortunately, his enthusiasm resulted in a fire at the forge. As Dweomner departed, he mused at the flimsy tools employed by the loafers at the former forge.

Unable to procure traditional employment, Dweomner turned his talents to engineering powerful traps. His motto, 'might makes right', is deeply entrenched in all of his designs. His peerless ability to create complex kinetic snares has found favor with the Vale's wealthier folk, who prefer to catch perpetrators in the act. Such interlopers face hard time in the temperance society's moral correction facility. Dweomner's ambition drives him to use his gifts for the good of the world and fixing that which needs fixed...

one way or another.

While officially a citizen of Cleft, Dweomner is usually found at the inn in Whisper.



ELIAS NOCK CLOCKMAKER

For the gnome Elias, fashion sense ended in a flash. It was not a clean death. For years, he has lived in a state of fashionable dysfunction, a byproduct of Elias' keen focus on his two obsessions. He is obsessed with time. While the details are vague, Elias was changed after an event which wrested somewhere between seven and twenty-five hours from his mortal coil. Clocks, unlike people, can be trusted.

Elias doesn't suffer fools; he despises and avoids them. He spends his time jotting down plans for sophisticated projects. Most days, Elias journeys to Whisper's busy inn, where he scribbles diagrams, ignoring other patrons. Elias sits stooped over the bar, his graying locks showing more interest in his tankard than he does.

While his creations are elegant and intricate, they invariably are no more accurate than a discarded sun-dial in Swindle. Fortunately, Elias avoids Swindle at all costs, and lives in blissful ignorance of the sun-dial-turned-lounge.



- HELL'S BELL -

A TALE FROM CLEFT

The goblins of Swindle, having stolen the monastery's ornate bell, could not get the device to ring. Told that eliminating deposits in the bell would solve the problem, Swindle's council accepted an offer to clean the bell from a pair of friends from Cleft. Their only stipulation was that the bell be transported to Cleft for the job. Swindle's council charged the town crier, Faudder, to accompany the bell on its journey. He was admonished never to let the bell out of his sight.

Having secured Swindle's bell in the woods near Cleft, the inseparable tinkers, Dweomner and Elias, were keen to use a black 'scrubbing' powder recently discovered. Dweomner placed a miniscule amount of the powder inside the inverted bell and proceeded to scrub. His steel brush created a spark, creating a small detonation. The pair looked excitedly at each other through the billowing smoke. Without a word, Dweomner poured the remaining contents of their large sack into the bell. Suddenly, Elias had an epiphany: He concluded that they could use the bell to project the lead-lined barrel of rotgut into Cleft's Guildworks, thus proving their genius and saving them the effort of dragging the hooch into town.

Dusk was falling, so Dweomner lit a torch to help Elias with his work. Faudder stood dutifully behind as the friends worked feverishly. This invention would change the very nature of trade. Elias proceeded to scrub the bell as before. Noting his friend's trouble seeing in the deepening dusk, Dweomner drew his torch closer to Elias, who was intensely focused on his work. Accounts differ on the details, but are clear on the outcome. Their lifelong friendship ended abruptly.

To this day, the crater remains charred. Faudder returned to Swindle empty-handed and mute. Dweomner woke up the following morning on the bank near Cleft's ferry. Elias disappeared from daily life, eventually resurfacing to lead a quiet life in Cleft, using his expertise as a clockmaker in the fashioning of clever toys. Speculation abounds over the fate of Elias' long beard.

WHEAT'S END

The miller and his son operate Whisper's mill to grind local grain for baking and barter. Business has been downright bad lately as the families struggle with poor harvests and suspicious activities. The friendly miller will feel inclined to help in any manner available to him just to bring the town (and his business) back to normal. He has one adventurous son, Runem, who often has good reason to make himself scarce from some of the town's other inhabitants, as his eye for other men's women is renowned and (not surprisingly) unpopular.

NIGEL MILSTON MILLER

Nigel is Whisper's hardworking miller. He is a regular at the inn. He is agreeable and never argumentative - due in part to his being functionally deaf. He does little negotiation without his ears, aka his son, present. His love for both the village and his son is readily apparent.

LIN LIREN DOCTOR

Lin Liren hails from a distant shore. While checking investments in 'a southern port', the gnome spied a travelling circus. Never one to miss a circus, he dropped in. To his delight, the affair was a front for a travelling gladiator faire. There were astonishing acts of senseless brutality. The gnome was impressed. After an impeccably choreographed bloodletting, the gnome was rapt. Never one to miss an opportunity, he approached the fight's victor, Lin Liren, proposition in hand. A clandestine agreement was reached, thus heralding the end of the faire fight. Fixing the faire quickly proved profitable and dangerous. Under cover of darkness - and heavy suspicion - the conspirators left 'the southern port'. The gnome returned to the Vale, his new friend in tow.

Quickly tiring of the gnome's undesirable company, his companion wound up in Whisper. He filled a busy niche as the town's healer. Recognizing the necessity for the treatment of the town's bizarre burns and bruises, Dr. Liren molded his practice to the treatment of physical manifestations of moral failure. He has become a master in this specialty as he applies his unorthodox techniques. The townsfolk might have protested were they not so spent. They came to realize that the good doctor's approach actually worked. This freed up the priest and his leeches to attend to other matters.

The respected doctor plies a healthy trade. Despite his inauspicious arrival, he has become one of Whisper's own.

The gnome's sporadic excursions continue, but he does not travel alone. They miss their doctor during his long house calls to 'some southern port'; the other one... not so much.



RUNEM MILSTON MILLER'S SON

Runem is Whisper's second most renowned paramour. He is the miller's muscular son. With the decline of his father's health, Runem has assumed responsibility for the mill's daily activities. He is an avid hunter and tracker who is secretly involved with one of the maidens of the prosperous Furrow family. He also dallies with the young wife of a local farmer. His fear of getting caught in this web of duplicity leads to many long days at the mill and even longer hunting expeditions. If asked, Runem would be willing, with adequate compensation, to join the players on a reasonable expedition. Less savory characters may choose to retain his aid by threatening to expose his liaisons. He is a capable warrior with solid skills as a woodsman. He has an enchanted sword and a suit of fine chain mail armor. Both items are precious family heirlooms.

NOTEWORTHY NEIGHBORS

ATINA MISTRESS OF THE GROVE

Atina is one of nature's guardians. Attractive and strong-willed, she is tireless in her pursuit of natural balance. With help from reliable fey allies, she investigates any deviation from nature's plan. Atina evaluates each disruption with watchful wisdom, shepherding her charges against unnatural forces. This elusive mistress appears when the need is greatest. As the Vale approaches a fleeting state of equilibrium, Atina is there to usher in the dawn of a season. A new cycle begins. Atina moves on.

Atina's delicate mortal form is vigilantly guarded by her faithful ward, Nor. This bear is powerful, attentive, and unwavering in its devotion to Atina. Nor's spiritual bond with Atina gifts him with primal awareness. His only weakness is that he is hard of hearing.

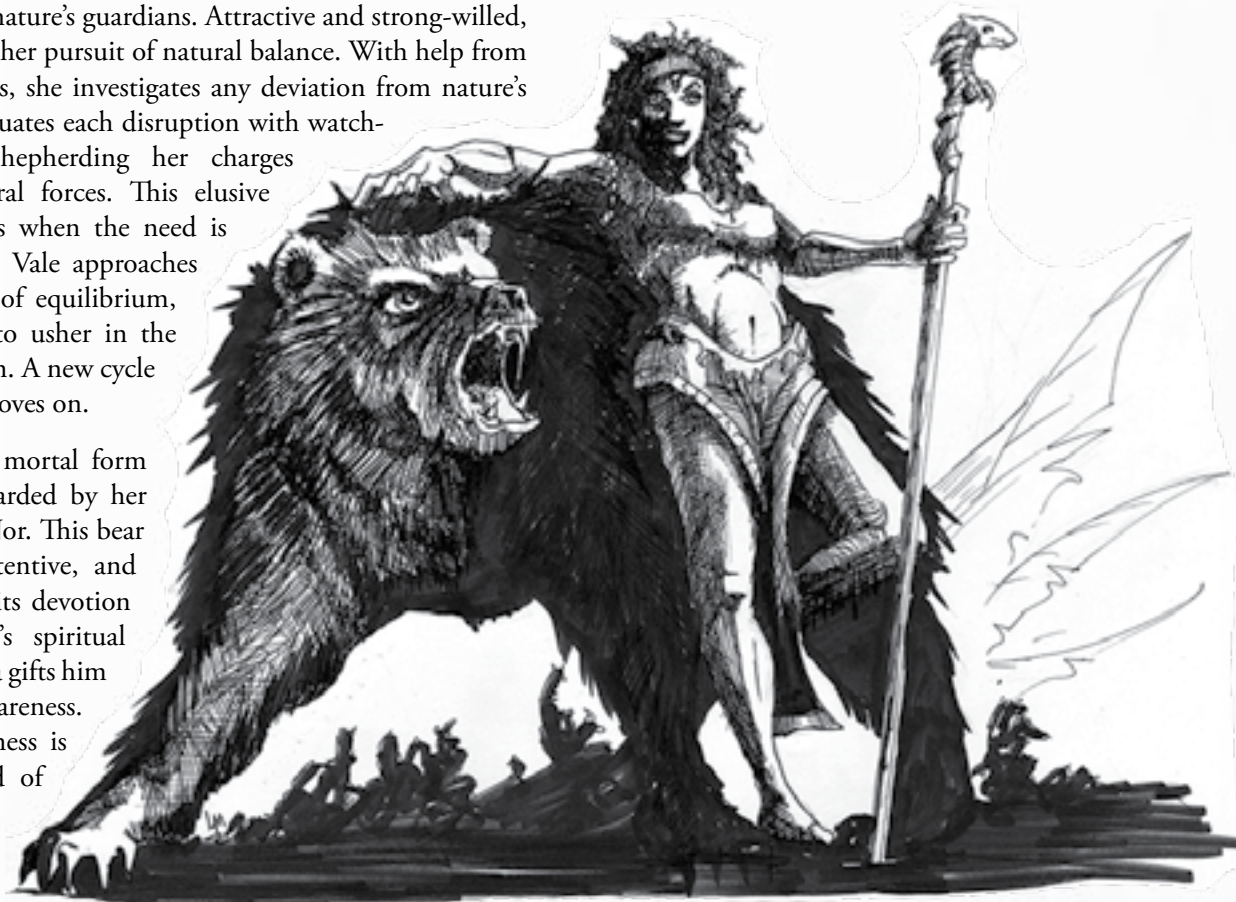
ANNALISE NYMPH

Legends of the nymph of the Vale are as old as time. Annalise drifts effortlessly through the Vale's secluded groves and meadows. On rare occasions, her impulsive vanity leads Annalise to reveal herself to unwitting menfolk. She basks in their adulation and delights in teasing. Her victims' virtue is a mere plaything to this ethereal maiden. Her playful antics have tortured the Vale's souls and inspired the finest poetry - and verse - for ages.

KORO GOBLIN EXILE

Koro is unabashedly filthy, irredeemably untrustworthy, and a victim of his own ambition. Formerly the chief of Swindle's distillery, Koro was ousted after his clan discovered that he was double-dealing with an aggressive, newly arrived clan, the L'uort. Fearing that Koro was planning to share the secret recipe of the goblin liquor central to Swindle's economy, the merchant guild cast him out - but not before taking all he owned, even his loin cloth. They would put no loyalty ahead of Swindle's successful boozy monopoly.

Bitterly resentful and lacking any alternative, Koro moved into a small, musty cave.



Now, he puts his own hide before all other considerations; Koro will only fight when cornered. He is more inclined to buy his way out of a fight with words or, if there is no other alternative, money. Unscrupulous beyond the measure of any civilized person, Koro will seldom tell the complete truth, and he will do everything in his power to gain something from an encounter. He yearns for vengeance for his humiliation. Unsurprisingly he consorts with the gnome.

THOPAS' HUT

On the outskirts of town lies Thopas' eponymous hut. It is a sturdy eyesore that is notable only for the oddity of its owner. All the respectable citizens of Whisper warn their children and recent newcomers to steer clear of the vicinity. Small scraps of magic writing, scrolls, potions, liquor bottles, bones and other strange things litter the area around Thopas' hut. This inauspicious lair is the most likely place where 'the gnome' can be found.

THOPAS GNOME SORCERER

Thopas' origin is shrouded in mystery. No one in the Whisper Vale can recall the time before he took up residence in his untidy hut. He never speaks of his past outside bitter muted mutterings. This is just as well, as everyone knows better than to ask him about it. Any answers he deigns to give are peppered with falsehoods and a rotating array of facts that change regularly.

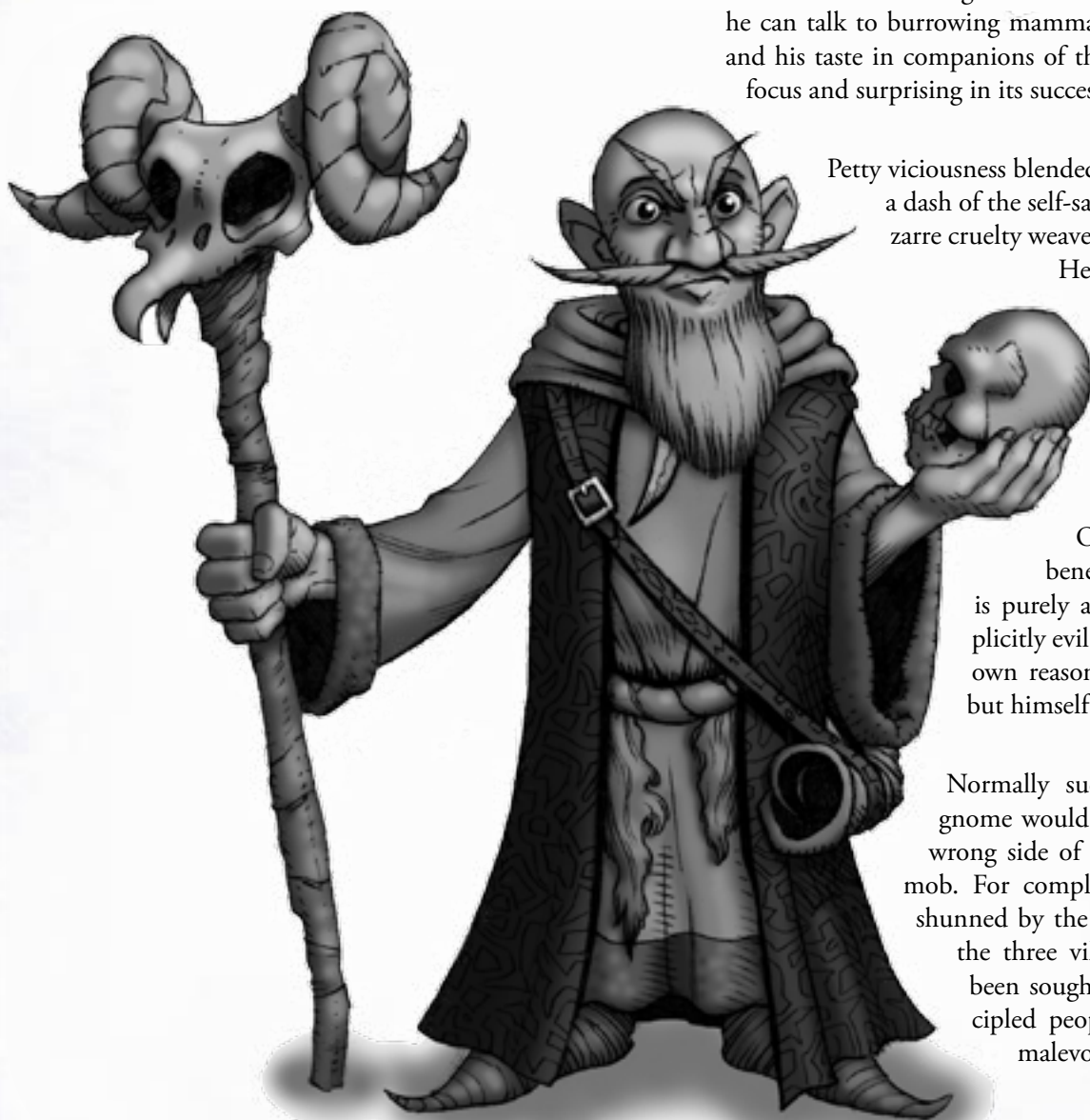
There are a small number of other gnomes loosely scattered throughout the region. These creatures mind their own business and work as honest tinkers and miners. However, from the mines of Cleft to the meeting of the rivers, when folks talk about 'the gnome' there is never any confusion as to which gnome they are talking about. Apart from his physique and some of his innate mannerisms Thopas has none of the qualities associated with other gnomes. He lives in a forest but hates it; he can talk to burrowing mammals - they wisely avoid him - and his taste in companions of the fairer sex is unusual in its focus and surprising in its success.

Petty viciousness blended with minor criminality and a dash of the self-satisfaction he derives from bizarre cruelty weave the fabric of Thopas' nature.

He is known to have influenced - at one time or another - all of the less savory individuals in the Whisper Vale. Over the years these mentorships have existed solely to fill a void - unprincipled entertainment.

On the rare occasion a protégé benefits from their relationship it is purely accidental. Although not explicitly evil, he does what he does for his own reasons, to the benefit of no one but himself.

Normally such a narcissistic and cruel gnome would quickly find himself on the wrong side of an angry pitchfork-wielding mob. For complicated reasons he is simply shunned by the majority of the residents of the three villages. At times Thopas has been sought out by unwary or unprincipled people looking to further their malevolent plans.



For amusement, Thopas has been known to temporarily befriend others - usually the petty or vicious-tempered social outcasts. Such friendships are usually short, and for Thopas, full of glee-filled opportunities for indecency and mischief.

Despite his nasty demeanor Thopas is a useful and, oddly enough, entertaining companion. When asked for wisdom or advice, he is certain to listen. Often, those who seek advice must endure a barrage of rants on unrelated matters - before he deigns to share his 'wisdom'. He delights in opportunities to put his expertise to use - especially when it involves necromancy, divination, or illusion. Thopas' most important knowledge, which he only shares in dark hints, is gleaned from his favorite hobbies - extispicy and uromancy. These divination schools are the reason that small animals of every description flee. Purely amusement and distraction, he relishes any roles that employ secret plots and deceptive machinations. His love of mischief has allowed him to be the invisible hand that has dissolved marriages, planned betrayals, and furthered many dark purposes.

Most citizens of the Vale tolerate him as a crazed miscreant whose habits, while loathsome, are mostly harmless. He often teeters on the brink of sanity while delighting in sowing maliciousness. His only real companion is his ill-mannered equal, a pixie familiar named Sartern, whom he treats appallingly. Their relationship is complex, to say the least, but what cannot be said is that they do not deserve one another.

Thopas' hut is strewn with small bones, straw, papers, and other detritus. In one corner hangs a small cage, also made of bone, where his miserable familiar sleeps on a little perch. Thopas frequently writes and mutters to himself about another "lesser" gnome, at which point he becomes hysterical and wildly paces about his hut. Thopas is capable of limitless vulgarities which, being who he is, has turned out useful on many occasions.

Pressed to combat, Thopas uses powerful and insulting illusions to subdue his dazzled foe. Victorious, he enjoys a rare treat - he makes them beg for their lives, extracting ridiculous promises and a victor's trophy. He is more apt to select a cherished wedding band than a mountain of gems. He has little use for riches.

The twice-outcast goblin and the innkeeper's dishonest son are his ilk. He spies on the townsfolk through his pixie familiar who flits about the towns regularly.

He is aware of the current state of affairs at the monastery. He fears something is amiss, if only because his pixie sighted that busy-body druid and her smelly bear chasing a small band of scouts. She only takes action when great danger threatens the natural order - Thopas knows this first-hand.

SARTERN THOPAS' FAMILIAR

Sartern is a pixie cast out by his tribe, thanks to his early misplaced trust in his gnome master. He is quick-tempered and foul-mouthed. Sartern's love/hate relationship with his master is peculiar, but satisfying to both of their unfortunate personalities. Although magically bound to Thopas, Sartern would be unlikely to leave even if given the opportunity. Familiarity may breed contempt but it also encourages an odd sort of symbiosis.

Sartern is not above small-time theft, petty arson, or any other of a number of deviancies in order to achieve his master's goals. He balks at going to the abandoned monastery. He is afraid of the giant bees on the property. He never visits Swindle for complicated reasons due to familial treachery of his own making.



PART II

WHISPER & VENOM



GAME MASTER'S INTRODUCTION

Doom has chosen.

In an isolated valley a mysterious dark force has unleashed a powerful energy. This channeling of destructive power has rent the fabric between worlds.

Fear has conjured dark dreams for all who dwell within the arms of impassible mountain walls. The Whisper Vale has been cursed with poor weather and a late harvest. Cold winds blow through the Vale from the north. Such portents have weakened nerves and sown the seeds of discontent. As clouds of despondency build, they compensate with merrymaking. Excessive drunkenness and foul humours lead to misplaced accusations of moral failure. Resentment and exasperation erode trust. Standing too near the tapestry, they see only the threads.

There are those that see. Experience and knowledge give them perspective. They know that a foreign malevolence has entered the Vale. They cannot explain the design behind this new threat. Even experience and knowledge have their limits. When such limits are reached, idle speculation is all that remains.

Ultimately, the folk of Whisper and their erudite neighbors find kinship in their inaction.

What good is a warning when none take heed?

Welcome to Whisper.

NOTES ON DESIGN

Lesser Gnome is pleased to present *Whisper & Venom*. This adventure and setting is designed for use with fantasy role-playing games. Everything between these covers is yours. We labored to create a place that is colorful, vivid, and believable. *Whisper & Venom* is a sandbox. Not every detail is a plot device, nor is every encounter a fair fight. Here, a search for answers might be rewarded with lingering questions.

Whisper & Venom is designed to be as much fun to read as it is to play. We have included text blocks, which are designed to be read aloud to players. In the interest of brevity, we kept repetitive text to a minimum. However, we recommend familiarizing yourself with them as they contain pertinent material. The option to read them aloud is, of course, yours.

As with the setting guide, the adventure is written to evoke the qualities of a believable location. A place on the cusp of deadly change. It is at a time when each passing hour brings the pastoral and decent inhabitants closer to a fundamental loss of something both precious and irretrievable - its innocence.

Foremost in our minds during the design and writing process was a simple principle - agency above all else. Agency for you and for those in your campaign. The ruins and caverns are deliberately written to provide you and your players with options. We avoided funneling players through situations that we found clever or amusing. Rather, the focus was on crafting details and descriptions, as opposed to second guessing our best resource for player enjoyment - you.

Whisper & Venom is an adventure presented with many of the elements and accoutrements, in keeping with those you have

created yourself. Detailed locations and new adversaries for you to use, augment, or ignore (as your campaign requires) are provided within a familiar framework.

There are more products and play aids made available in recent years that cater to older systems than there is time to list, let alone experience. That you are reading this now, having selected from a field of so many choices, is in itself a compliment. We believe you will not regret incorporating any part of *Whisper & Venom* into your campaign.

In order to allow easy integration into your existing campaign we have made limited use of details regarding specific places, pantheons, and other world-specifics. Additionally, the use of magic and healing exists in *Whisper & Venom*, but to what level it is integrated is, for the most part, up to you. Even when used in conjunction with the accompanying setting guide the scope is limited to a small valley that has minimal contact with anywhere beyond its borders. This is to allow you to integrate *Whisper & Venom* into your world without compromising your vision or hard work.

We are stalwart in our belief that you will make *Whisper & Venom* better than we have envisioned. As tabletop fantasy role-playing approaches its fourth decade as a hobby, many of us are closing in on as many years of experience with it. Nobody knows how to play better than you and we hope our humble offering will become part of your game.

Respectfully,

Zach Glazar & John Hammerle
Lesser Gnome

ADVENTURE OVERVIEW

A link has been established between an ancient society, the Nexid, and the sunlit world. A nameless magic has ripped open a corridor.

The rending established a bridge. There were consequences. Organisms were exposed to an invisible corruption. A subterranean fungus was first, followed by the reptilian attorals who were sustained by it.

The corruption cascaded from the Nexid Gate. Within days the attorals were transformed into voracious predators, preying on their own young. Younger attorals were forced from the depths to upper reaches, which were wide and full of prey.

Once established in the great cavern they began to breed at a monstrous rate and spread even further. Cunning, swift and hungry, they did not have far to travel. Just outside the entrance to their massive cavern chamber were the ruins of an ancient vineyard overrun with wildlife and full of dark places, ideal territory for their lairs.

It was in these ruins that they were confronted by a resident tribe of goblins, the L'uort, who refused to abandon their home. The goblins hunted attorals who hunted them in return. The attorals spit venom - a poison tainted and enhanced by the Nexid Gate's corruption. Their venom had gained a curious effect. Originally a minor, but still damaging, poison, it had transformed, adding a range of effects - some beneficial - to its target. At times it would make their enemy stronger, smarter, or more agile. On subsequent attacks, it could have an opposite effect. This caught the attention of the L'uort, who discovered that the venom could enhance intellect and focus.

One of the tribe's shamans (inspired by a recent poisoning) was working in a 'laboratory', where he concocted an elixir. He used liquor and a pinch of attoral nest sputum. When filtered and ingested the elixir imbued the goblins with stamina, strength, and ferocity. It was also addictive and those who partook needed to keep a constant supply on hand - for the consequences of going without was a lingering, debilitating pain.

The attorals that still roamed the ruins and caverns had become valuable. Under orders from their emboldened chief, Lalrech, the goblins subdued a pair of the reptiles. Thrown into makeshift cages they were now 'farmed' for the ingredient that kept the L'uort powerful.

With their newfound power and ambition the L'uort began to seek out places to flex their unnatural muscles and feed their cruel desires.

They did not have to go far.

START LOCATION

The nearby town of Whisper is considered the start location. A thorough description of its history and a list of important residents can be found in the companion booklet [The Whisper Vale](#).

Whisper is a day's easy journey from the ruins of the Meanderbrook Monastery. It is a small farming community and the principle town in a loose collection of settlements ([Whisper](#), [Cleft](#), and [Swindle](#)). Together, they comprise the only population centers for many leagues.

Ordinary supplies, extraordinary ale, and rest are available in Whisper. The friendly and hardworking townsfolk are on edge. Strange acts of arson, midnight crop trampling, livestock rustling, and outright theft have bedeviled the citizenry for over a month. These events remain mysterious since no one has witnessed the acts.

There are a few suspicious locals who take advantage of the situation. They use it to lift a few items or to settle scores. With the recent disappearance of livestock, the level of anger is palpable and investigation would be welcomed - possibly rewarded.

ADVENTURE SITE

An ancient vineyard springs up near the headwaters of the Meander River. It was cultivated by a monastic order. They were scholars and wine-makers. The keyed locations in *Whisper & Venom* begin at a gate in a hedge.

Encounters with goblin scouts and wandering monsters are possible. A basic table for outdoor encounters is found in [Appendix 3 – Specific Encounter Mechanics](#). It includes the wandering monster table for the valley floor. For more detailed descriptions of the region, along with more detailed wandering monster tables, please consult [The Whisper Vale: Regional Setting Guide](#).

Whisper & Venom is divided into five areas. Each has its own keyed map and tables. The introductory page for each section contains text providing description and other relevant information.

A NOTE ON NON-PLAYER CHARACTERS

Whisper & Venom breathes life into a number of non-player characters, whose scope is beyond the adventure portion of the game. They have their own agendas, personalities, and histories. Some of these characters can provide story hooks should you choose to use them. None of these characters are key to exploring *Whisper & Venom*.

SUGGESTED SCENARIOS

- **Thopas**, the gnome, is largely considered *persona non grata* in Whisper. He sends his pixie, Sartern, to intercept new arrivals. Sartern requests two small skulls. If pressed for further details, he will grouse about the party minding its own business and refuse to explain. Sartern offers a reward. He will keep his end of the bargain, but won't divulge of the dangers that lie ahead.
- At the **Archmug** (Whisper's well-regarded inn), a member of the Furrow family has a request. Animals have disappeared from his flocks and he wants answers. Characters will be tasked with discovering the perpetrator. The Luort are the likely culprits.
- The theft of a large number of ale barrels has the brewer of Whisper's Inn in hysterics. The priest, the alchemist, and the innkeeper are crushed by the smaller servings. They are looking for adventurers willing to investigate the theft for a small reward.
- **Ashby**, the priest, is at the inn in Whisper. He tells of powerful holy books and a miraculous icon, which were left behind when the Meanderbrook Monastery was abandoned. He offers a reward to any who recover sacred artifacts for him.
- A local has gone **missing**. Though no one laments his absence, folks still want to know the circumstances surrounding his disappearance. Whisper's innkeeper suspects foul play, with signs leading to the Meanderbrook Monastery.
- Town elders spin tales while sipping drinks at Whisper's Inn. Their stories focus on treasure left in the ruins of the Meanderbrook Monastery. Tales of such riches provide entertaining barroom banter. Discovery of the source of these tales might prove far more entertaining.
- Representatives of Swindle's boozy cartel have come to Whisper with tales of a dangerous new competitor. Fear of losing their monopoly on bootlegging has compelled the goblins of Swindle to seek help.

HEARSAY

PLAYER INVOLVEMENT TABLE 1

d20	Overheard
1	Giant bees in the Vale build hives from the bones of their victims. (F)
2	A wandering band of halflings digs holes indiscriminately. (F)
3	The raids on Whisper do not originate from any of its residents. (T)
4	Wealth springs from the top of a giant featherless bird. (T)
5	A powerful wizard holds court in an unsightly hut beside a magical tower. (PT)
6	There is an old cavern behind the monastery. (T)
7	The goblin in the bushes near the bathing pond is at large. (F)
8	A huge cache of well-aged wine awaits the intrepid adventurer. (T)
9	Whisper's wagon delivers the goods. (T)
10	A nymph roams the Vale and can be caught <i>Flagrante Delicto</i> . (T)
11	Swindle harbors a terrible secret, and it involves some fey. (T)
12	The monastery is definitely haunted. (T)
13	Ill omens are a portent of a real threat. (T)
14	Whisper teeters on the brink of mob rule. (PT)
15	A smelly, deaf bear protects a nosy druid. (T)
16	The fissure near Whisper leads to the dark soul of the world. (T)
17	In the foothills west of Whisper live a race of intelligent tadpole men. (F)
18	A machine in the monastery can see torches in the sky. (F)
19	Casks of top-shelf wine are stashed in the catacombs below the monastery. (F)
20	An ogre drops gold coins down a well at the monastery, making wishes. (F)

NOTES ON PLAY BALANCE

Adventure design for a broad audience that uses numerous systems and house rule options is inherently inexact. That being said, *Whisper & Venom* was designed and tested for systems that used early edition style rules as their inspiration. The playtests were done with 4-8 players using characters level 3-5.



monster table also contains the creature attributes. As the adventure progresses to the deepest points in the caverns the monsters are increasingly substituted for random sounds or events that are designed to reinforce the influence of the corruption.

As the party advances, attorals move not only through the main passageways but in a snake-like motion via small interconnecting tunnels that weave throughout the caverns. When a successful wandering monster roll results in an attoral encounter (or one is selected), the Game Master is given the option of substituting the attoral's *Viper Strike* ability, which is described in [Appendix 1](#).

There are a few locations where some of the more significant challenges can be tweaked to keep your game balanced as you see fit. These are discussed in [Appendix 3 – Specific Encounter Mechanics](#).

This is your game and nothing described in the text is sacrosanct. It feels unnecessary and almost arrogant to make recommendations for your campaign. The techniques that have worked over the preceding four decades to assimilate third party materials into individual campaigns are perfect for balancing *Whisper & Venom*. Adjusting hit dice, hit points, and armor class of monsters is one method. Adjusting the number of adversaries in individual encounters is another.

Corruption flows from the Nexid Mouthgate as long as it remains open. Should the game progression following the L'uort Lair ([Area C](#)) need in-game balance adjustments, these can be made using the corruption as a balancing tool. In the play tests it proved useful as a way to nudge one of the groups toward quicker action as they would 'feel' weaker as they slowly advanced. A minor penalty could be assigned during each wandering monster check.

However, it is important to note that, as designed, *Whisper & Venom* is meant to have encounters that could easily prove fatal to player characters - especially those who make rash decisions.

WANDERING MONSTERS

Each section of *Whisper & Venom* utilizes a wandering monster table. They are, for the most part, self-explanatory. All new creatures in *Whisper & Venom* are described in [Appendix 1 - Malevolent Creatures](#). In addition, each area's wandering

REGARDING THE L'UORT

The Meanderbrook Monastery is home to the L'uort goblin tribe. Their numbers are flexible (we envisioned 40). The L'uort are designed as a faction rather than a series of separate encounters. The L'uort will intelligently adjust to various scenarios and party actions. They send out hunting parties, rotate/move/reinforce guard positions, and set ambushes, amongst other things.

When not specified in the adventure text the following table and item list can be used to determine items carried by the L'uort Warriors.

STANDARD POSSESSIONS OF L'UORT WARRIORS

Item	Chance of Possession	Amount	Suggested Value
Coins (any type)	80%	2d10	Per coin type
Skin filled liquor	60%	1	2d6 sp
Gems	10%	1d2	4d10 gp each
Venom Elixir	50%	1	Unknown
Trinket Item	25%	1	GM Discretion

NOTE ON ATTORALS

The attorals in *Whisper & Venom* have been altered by the corruption that flows from the Nexid Mouthgate. As a result, the attorals' very nature has been altered.

For the attoral colony in *Whisper & Venom* this corruption has manifested itself in four ways.

- Their venom production has increased, allowing for unlimited spitting attacks.
- The venom effect has been altered from a simple damage effect to an array of effects, both positive and negative, on their targets. This results in significant short-term changes to combat encounters for the party.
- They have become more aggressive and slightly more intelligent. This intelligence reveals itself primarily through new forms of communication between groups. Attoral individuals also use this newfound intelligence to make higher order decisions regarding survivability.
- They have improved vision and hearing. They are no longer light sensitive and are much more difficult to surprise.

It is worth reiterating that a successful strike by an attoral using its spitting venom results in both positive and negative effects for the player characters (and other creatures). This corrupted venom, when mixed with liquor and attoral nest residue, is distilled into a powerful and addictive elixir by the L'uort's shaman (see [Appendix 2](#)).

NOTE ON CLERIC ITEMS

Within the monastery grounds there are special illuminated scripts. These are found as scrolls or books. These were designed to be used like magic-user scrolls i.e. one use spells.

VENOM EFFECT TABLE

The venom effects have no obvious manifestation beyond a positive or negative 'sensation'. Effects stack until they wear off or they are exhausted. A maximum of three active effects at one time is recommended during play (Game Master's Discretion). Offsetting effects (-/+ AC for example) are still tallied in the stacked effects. The most recent effect replaces the oldest effect.

ATTORAL CORRUPTED VENOM EFFECT TABLE

1d20	Corrupted Venom Effect
1	No effect
2	No effect
3	Extreme Focus- Cast as a spell caster 2 levels higher for 3 rounds, otherwise +2 initiative for 3 rounds
4	Extreme Confusion - Cast as a spell caster's 2 levels lower for 3 rounds(if this brings player character to less than 1 no spells may be cast), otherwise -2 initiative for 3 rounds
5	Armor Class + 2 for 4 hours
6	Armor Class - 2 for 4 hours
7	Next attack roll is treated as a natural 20
8	Next attack roll is treated as a natural 1
9	Next saving throw is made, regardless of roll
10	Next saving throw fails, regardless of roll
11	Player is stunned for 3 rounds
12	Next hit against player rolls again
13	Next hit against player misses
14	Next hit against player does max damage
15	Player takes 1d4 hp damage (subtracted from total hp pool for 24 hours)
16	Player gains 1d4 hp (added to total hp pool for 24 hours)
17	Rage - player gets double attacks per round for 3 rounds
18	Coward - Player unable to attack for 3 rounds (Can flee/disengage)
19	Berserker - Attack rolls made at +3 for 4 hours
20	Anti-berserker - Attack rolls made at -3 for 4 hours



AREA A - MEANDERBROOK MONASTERY

The decaying ruins of the Meanderbrook Monastery are at the northern end of the Whisper Vale. The ruins are flanked by tall, rocky cliffs, which merge to form the Vale's northern border. The Monastery was abandoned many years prior, during the last great plague. At its height, the Monastery was a conclave of learning, where members of the order concentrated on scholarship and prayer whilst cloistered. The monks of Meanderbrook made paper and were famed for producing beautiful, illuminated manuscripts. Noted for their work on the Book of Hours, the monks were frequently sought out far and wide for their iconic artistry. They were also renowned vigneron. Penitent, chaste, and hardworking, the brethren plied their trades in peace.

Withered vines and empty bottles are all that remain of a brisk trade. The Monastery's once-proud library has suffered the scourge of time. Crumbling walls, climbing vines, and broken windows greet those who approach. For decades, vermin crept amongst its buildings. Rotted furnishings and decayed trappings are the sad reminder of what was once a great center of learning. An untended hedge hems the monastery buildings and workshops. The entrance to the grounds is through an old rusted iron gate and across a bridge, which spans a clear brook.

The Monastery's silence has been shattered by the harsh cries and raucous laughter of its new inhabitants, a small tribe of goblins known as the L'uort. Their arrival has agitated a colony of attorals. These reptilian creatures had steadily encroached upon the ruins after the Monastery's abandonment. Nocturnal and ill-tempered, attorals are scavengers. Typically considered little more than a nuisance for their mild poison, the Monastery's attorals have experienced a grotesque transformation. These attorals have become monstrous predators: aggressive, territorial, and highly venomous.

Giant bees fan out through the Monastery's ruins and from its vineyards. The L'uort hate and fear the bees in a manner that would seem, to sensible folk, disproportionate to the threat they present. When encountering any bees inside the monastery grounds the L'uort will throw nets over them and destroy them mercilessly. For all the animosity, the bees' focus remains on pollen. Such indifference to the L'uort's 'heroic' efforts at extermination serve only to infuriate the goblins further.

TABLE 1 MONASTERY GROUNDS WANDERING MONSTERS

1d8	Name	Number	AC	Hit Dice	# Attacks	Damage	Move	Special
1	Giant Rat	2	7	1d4 hp	1 (bite)	1d3	120' (40')	Disease
2	Giant Bee	2d4	7	1d4 hp	1 (sting)	1d3	150' (50')	Poison
3	Giant Bee	2d4	7	1d4 hp	1 (sting)	1d3	150' (50')	Poison
4	L'uort Patrol	4	6	2+1	1 (sword)	1d6+1	90' (30')	None
5	Monster Beetle	2	3	3	1 (bite)	1d6+1	60' (30')	None
6	Rhacos	1	6	5	2 (Kick/Beak)	1d8, 1d10	90' (30')	Indignant Beak
7	None	-	-	-	-	-	-	-
8	None	-	-	-	-	-	-	-



1. ENTRANCE

The ruins of an imposing gate loom as a sad welcome. An ancient hedge of deep green and brown forms a barrier extending from each of the gate's pillars into the distance. Inscribed in faded runes into the arch over the gate are the words:

MEANDERBROOK MONASTERY: THROUGH SECLUSION AND REFLECTION, THERE CAN BE FOUND PEACE.

The large gate at the ingress is crafted with a combination of hardwood and iron bars. The years have taken their toll and most of its hinges are broken. In fairer days, the gate had been part of a large stone archway that sat between two sides of a 12' hedge wall. Entwined branches form a barrier that is difficult to penetrate. Focused attempts to bypass the gate with axes or fire can take up to 12 turns, and will alert all nearby adversaries.

By getting down on all fours even the tallest characters can crawl into the courtyard beyond. There is a 15% chance that a character will accidentally break the final hinge of the decrepit gate while attempting to pass underneath. This will cause the gate structure to crumble. Each character within a 5' radius would take 1d4-1 (minimum 1) points of damage from the falling debris. If the gate falls, any patrolling members of the L'uort clan may be alerted. However, since parts of walls and other old structures collapse fairly often that chance is only 30%.

Should the L'uort be alerted, a small party of scouts will investigate. On the party's first visit any scouts will be sotted as result of their revelries ([A2](#)).

2. COURTYARD

This grassy courtyard is surrounded by the ruins of three large buildings. The northern building is the most ornate. Structures to the east and west are austere. A well descends into darkness in the center of the courtyard. Pillars jut out of the ground like jagged teeth in a circle around the well.

The central feature of the old courtyard is a solar calendar. It is made from a number of low stone pillars and markers, buried around a central well.

The solar calendar in the courtyard is still functional. After careful study, characters can make out the dates of the equinoxes. The other markings on the calendar have been vandalized or are faded. The pillars and markers around the courtyard were a way for the monastic brothers to note and prepare for upcoming celebrations and feasts. If the party has not recognized the significance of the courtyard area, a clue is among the markings. Discerning characters who search the area will notice that the word 'equinox' is still legible, in common runes, on one of the primary pillars. Located on a nearby marker is a peculiar symbol, freshly etched. It emits a foul, fetid odor. This marking is a demonic symbol. Non-evil aligned characters will feel oppressive unease within 3' of it.

The well's cracked stone cover sits a few feet from its mouth. The yawning opening is about 4' wide and is flush with the ground. Otherwise the well has no distinguishing features. The well itself is 45' deep, descending to a dark, shallow pool. The climb down the well is difficult, as the first 9' are

smooth, requiring rope to descend safely. Any fall from the top will land the character on a shelf outcropping 15' feet below, causing 1d6 points of damage. Beneath the ledge are many outcroppings, which facilitate a descent. From this point forward it is an easy climb to the bottom. A small winding tunnel leads from the well bottom to the Black Mere (E3). This is by far the most dangerous way into the caverns and is never used by the Luort Clan. It is, however, the primary entrance in and out of the caverns for all but the very largest attorals.

Depending on the time of day when the characters arrive on their first visit, either of two scenarios occurs:

CELEBRATION (NIGHT TIME)

A cacophony of wicked laughter, bellowing insults, and crackling flames announce a raucous celebration. A gaggle of reveling goblins is silhouetted against bright flames. Well-groomed livestock are tied to nearby stakes.

Luort Warrior (14) - (AC 6; MV 90' (30'); HD 2+1; HP 17, 14, 9, 10, 11, 13, 10, 7, 12, 7, 6, 16, 14, 9; #AT 1 (short sword); D 1d6+1)

If the players approach at nighttime, there will be all the sounds of a raucous revelry, wherein 14 Luort goblins are in the throes of a loud celebration. The roar of a crackling fire, the slaughter and butchering of animals, the tapping of kegs, and the loud drunken laughter of the clan's members will mask any approach by the players. Even the pretense of vigilance is forgotten. Under the circumstances the characters can quietly avoid detection and enter any of the buildings.

AFTERMATH (DAYTIME)

The courtyard contains the remains of freshly killed livestock stolen from the herds of Whisper. Bonfires smoulder under greasy spits. Broken ale barrels, dropped goblets, and bones are carelessly strewn everywhere. Like corpses on a battlefield, the forms of 7 (1d8+2) armed Luort goblins lay, defeated by debauchery.

Luort Warrior (7) - (AC 6; MV 90' (30'); HD 2+1; HP 16, 11, 9, 8, 13, 12, 8; #AT 1 (short sword); D 1d6+1)

With the Luort warriors in such a wretched state, sneaking past them requires no special ability checks. For every 5 rounds spent in the courtyard there is a 20% cumulative chance that a post-celebratory goblin will awaken and sound the alarm. Striking an incapacitated goblin requires no roll to hit. Any strike will rouse all of goblins. The celebration's lingering ef-

fects handicap the Luort with a -2 to hit and -1 to damage for 4 hours. Any captured Luort will antagonize its captors and cannot be interrogated without magical means. Their capture seals their fate, as they correctly anticipate the wrath of other clan members for their dereliction of duty.

3. WEST LIVING QUARTERS

This large stone structure provided one of two primary residences for the monastic order of brothers. Each structure originally had many small cells, each with its own common rooms and kitchens. The second story of this building, as well as the northeast corner of the ground floor, has collapsed and is now only rubble and broken rafters. The building can be entered either through the door or via one of 3 broken windows.

3A. FOYER

Rotting tapestries hang in tatters on aged walls. A stifling stench wafts through the room. Grime coats a chipped stone floor. Rubble litters a staircase to the west.

Monster Beetle (2) - (AC 3; MV 60' (30'); HD 3; HP 19, 7; #AT 1 (bite); D 1d6+1; SD If pierced, choking gas (-1 on attacks for 3 rounds) is released in a 5' radius)

There are rotting tapestries, mostly torn and/or burned, on the walls. A hideous stench pervades the area. There is an intact stairway on the west side of the room. It is blocked at the top due to the collapse of the roof and the upper floors. An excavation will allow entry to the top, but a dedicated search would take days. Two monster beetles have made the upstairs ruins their lair and will attack anyone who manages to unblock the staircase. Consult [Table 2](#) once per hour of searching to determine items recovered from the rubble.

3B. GREAT ROOM

Rubble from the collapsed roof covers the northeast quarter of this room. Broken beds, tables, and other scraps are heaped in a pile against the debris. A gaping hole exposes this room to an open sky. The carcass of a rat lays in the middle, emitting a nidorous stench.

Young Attoral (2) - (AC 5; MV 120' (60'); HD 3+1; HP 14, 16; #AT 3 (claw/claw/bite); D 1d4, 1d4, 1d6 +Venom)

The great room has a large pile of broken beds, tables, and other scraps stacked in a corner. The diseased corpse of a giant rat rots in the center of the room. It has a 25% chance of transmitting disease to any characters who molest it. A pair of young attorals have nested in a concealed corner of the rafters. The nest is difficult to detect (10% chance on a deliberate search). If the area is approached quietly, the attorals will be outside of their nest making a meal of the decayed rat. The stench of the dead rat masks the characters from the feasting attorals. Beneath a large pile of broken furniture and wrecked bureaus is a small locked chest, which contains a leather-bound illuminated prayer book, entitled *Scriptorum Verbatum* (45 gp), as well as a large (poorly cut) topaz gemstone (25 gp). The book's value can be gleaned from the priest in Whisper, who will pay full price upon its return.

TREASURE:

Small locked chest contents -

Illuminated book of prayers 'Scriptorum Verbatum' (45 gp)

Topaz gemstone (25 gp).

3C. EMPTY CELLS

Broken doors lead to 5 (mostly) empty rooms along the west side of the great room (A3b). Overturned cots, broken bureaus, and rotted tables litter the various rooms. The cell in the south-west corner contains a rotting cat o' nine tails and a rusty chain. Consult Table 2 for every 10 minutes of deliberate searching.

4. EAST LIVING QUARTERS

Except for its intact upper story, the east living quarters mirror the layout of the west living quarters (A3). A total of 39 small cells once housed the brothers of the monastery.

4A. FOYER

The stairway on the east side of this chamber remains intact. A rat's nest lies abandoned in the southwest corner. Fungus flourishes in a dark crook under the stairway. The room is mouldy and has a strong, musty odor.

TABLE 2 - ITEMS FOUND SEARCHING EXTERIOR RUINS

d12	Result	Total Available	Value
1	Nothing	-	-
2	Loose Prayer Beads	Unlimited	-
3	Small Pouch (empty)	14	-
4	Small pouch (coins)	10	2d10 cp
5	Torn/Stained Book	27	-
6	Rusty Tools/Utensils	Unlimited	-
7	Silver Goblet	4	15 gp
8	Fine Silverware Set	5	10 gp
9	Single Rotted Sandal	11	-
10	Gilded Religious Figurine	1	200 gp
11	Tome entitled Manual (only in living Quarters)	1	35 gp
12	Soiled Cloth (Indeterminate Origin)	Unlimited	-

4B. GREAT ROOM

A large room with stone walls is rank with the stench of an animal's den. A dingy chipped window faces out onto the courtyard to the west. A table with three legs stands propped in the fourth corner by a pile of planks. A barrel of ale sits upon it.

L'uort Party-Goer (7) - (AC 6; MV 90' (30'); HD 2+1; HP 16, 11, 9, 8, 13, 12, 8; #AT 1 (short sword); D 1d6+1)

Adult Attoral - (AC 4; MV 120' (60'); HD 5; HP 21; #AT 3 (claw/claw/bite); D 1d6, 1d6, 1d8 +Venom)

L'uort party-goers pilfered the purloined goods from the merrymakers in the courtyard (A2). Armed with 3 barrels of Whisper's finest ale, a haunch of cold roast meat, and a wheel of cheese, this splinter group of celebrant L'uorts were depositing its thrice-appropriated bounty. As they were stashing provisions for a clandestine indulgence of their own, they entered the great room. A pregnant pause, followed by a brief moment of mutual astonishment turned sour when they were surprised by an especially irritable adult attoral.

Before this rude interruption, it had hunted and scavenged all night in the caverns utilizing the well in the courtyard (A2). The attoral had been sleeping in this chamber without interruption during the day. At the Game Master's discretion, the characters may enter this room in the midst of a pitched battle between the two sides. Alternately they may all converge on

the great room at the same time, leading to chaotic combat. Consult [Attoral Venom Table](#) for each successful venom attack by the attorals to determine the effects of the venom on all participants.

4C. EMPTY CELLS

A thick layer of dust covers the room. Cobwebs hang listlessly from the ceiling. The very air is thick and stale.

These rooms are identical to the 5 cells described in (A3c). Consult *Table 2* for every 10 minutes of deliberate searching.

4D. UPSTAIRS CELLS

The cells upstairs are identical. Decayed reminders of its previous tenants litter the floor. A buildup of filth from years of neglect and vermin infestation is pungent.

There are 10 rooms and a small common area located here. The rooms are identical in size with various bits of broken furniture and piles of rotted straw bedding. There are unusual amounts of mice and other vermin here, indicated by the excrement and smell. Consult *Table 2* for every 10 minutes of deliberate searching.

The cell in the northeastern corner has a loose stone which, when removed, reveals a small jewelry box that is encrusted with semi-precious stones. The box contains a **Ring of Protection +1**, and a jeweled brooch set with a small amethyst (value 110 gp); the box is worth 50 gp. The lock on the box has a needle trap that is laced with poison that has weakened with age. If the trap is sprung the player must make a save vs. poison or take 2d4 points of damage.

TREASURE:

*Jewelry box (50 gp) contents – **Ring of Protection +1**, jeweled brooch set with an amethyst (110 gp)*

5. THE PENS

Old and decrepit, the pens have recently been shoddily repaired. Makeshift fencing includes materials ranging from broken doors to shellacked church pews. An ornate, gold-leafed cathedra has been relieved of its ornaments and tossed unceremoniously in a gap near a pile of manure. The din of nervous shuffling and grunting issues from a corner stable.

Giant Rat (12) - (AC 7; MV 120' (40'); HD 1d4; HP 2, 3, 3, 1, 3, 3, 4, 4, 2, 2, 3, 2; #AT 1 (bite); D 1d3 +Disease)

Gauntswept Scavenger (3) - (AC 6; MV 120' (30'); HD 2+2; HP 16, 19, 12; (claw/bite); D 1d4, 1d8)

L'uort Handler (4) - (AC 6; MV 90' (30'); HD 2+1; HP 8, 14, 8, 7; #AT 1 (short sword); D 1d6+1).

The pens show signs of recent, unsophisticated repair. Old gaps in the fence have been filled with broken doors and other large objects. Inside the pens are 14 sheep, 3 cows, 2 pigs, and a horse. These are the spoils of a recent raid on the common grazing areas of Whisper. A shed in the corner houses the hanging carcasses of 4 more sheep at various stages of butchery. Strewn throughout the stables are rusted horse-shoes, decayed leather saddles, stirrups and other timeworn and unusable equestrian paraphernalia. A rat's nest with 12 giant rats is located in the southeast corner of the stable. In addition to the rats, the stables are home to 3 of the L'uort's Gauntswept Scavengers chained to a large stone in the corral. Trained in the same manner as war dogs—they will alert the L'uort goblins upon intrusion. If unchained by their masters, the Gauntswept Scavengers will fight ferociously and, unless called off, will relentlessly track down any adversary. The scavengers are tended by 4 L'uort handlers.

The citizens of Whisper will be interested to know the status of their rustled animals. They have, up to this point, accused each other of nefarious activities regarding the animals' whereabouts. The majority of the animals belong to the Furrow family and characters will be entitled to a reward of 900 gp for their safe return. Once the townspeople are aware (if they do not already know) of the true nature of the animals' disappearance, they will be more willing to help the characters. If characters leave the animals unattended without clearing out all the other inhabitants of the outer monastery, there is a 75% chance that 1d6 more animals will be slaughtered out of hunger (or plain spite), thus reducing the reward.

Since their capture, the animals have endured irregular feedings and regular beatings. Depending on the circumstances of their discovery, they may either attack the characters or bolt unexpectedly. In either case the party will probably need to enlist some expertise from the shepherds in Whisper to safely bring them back to town. If the party makes an attempt to bring them back without soliciting help and at least 18 goblins from either above ground or in the caves are still alive, a hunting party of 3d4+1 goblins will set out from the ruins. Their singular goal is recapturing the animals and extracting revenge on those who rustled their contraband herd.

6. ORCHARDS

This area has been reclaimed by the surrounding wilderness. The musty smell of rotting fruit rises in wisps around bulky boles. Rows of unpruned trees have grown to massive heights, forming a dense canopy above the orchards. The ground below is choked with vines and brambles, hindering movement. Rabbits, squirrels, and skunks scamper nervously through the undergrowth. A game trail winds through the trees, marked by large tracks.

Rhacos - (AC 6; MV 90' (30'); HD 5; HP 26; #AT 2 (peck, kick); D 1d8, 1d10 +Indignant Beak)

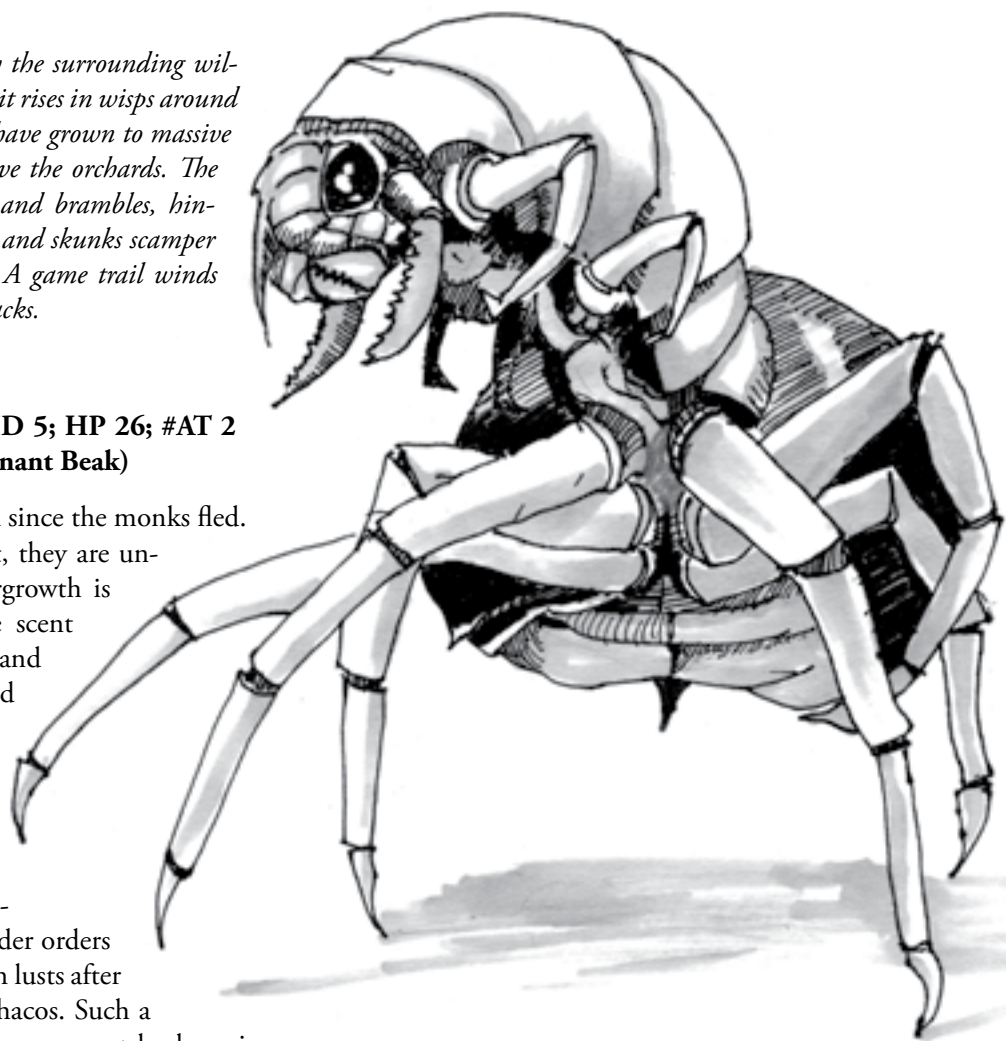
The orchards have been left untended since the monks fled. Although the trees still produce fruit, they are untrimmed and overgrown. The undergrowth is heavy and difficult to traverse. The scent here is a combination of musty and fruity. A large number of woodland fauna are within the confines of the orchards. Grazing herds of wary deer wander the grounds regularly.

A rhacos passes through the orchards as it hunts. The Luort occasionally leave scraps of meat out for it under orders from Lalrech, their clan leader. Lalrech lusts after a long, extravagant plume atop the rhacos. Such a prize would serve to bolster his status as a great leader – in his own mind. For their part, clan members have mistakenly convinced themselves that such a rare bird must be delicious. Their logic is infallible, anything so highly desired by haberdashers must similarly appeal to gourmands and epicures. If encountered as a wandering monster, the rhacos will be extremely aggressive and attack any group that enters his territory (see [Appendix 3](#))

6A. DECAYED FRUIT SHED

This nearly collapsed wooden building was used for storing and drying fruit harvested by the monks. The door lies broken in many weathered splinters across the threshold. Evidence of old butchery is marked by a large number of rusted knives, rotted hides, and broken bones.

Dilapidated shelves line the walls, containing all manner of garbage: broken crockery, animal droppings, and shattered glassware - all of these items are worthless. A concealed trap door is near the shed's west wall.



6B. DRY CELLAR

Concealed beneath ubiquitous flora, the damaged trap door opens to uneven earthen steps, leading down to a shallow cellar. This room is dark and dank. Broken jars litter the dirt floor. The cellar's walls are made of dried mud and straw bricks. Applewood logs are evenly spaced along the ceiling, supporting wooden planks.

Monster Beetle (2) - (AC 4; MV 120' (40'); HD 1+2; HP 8, 9; #AT 1 (Bite); D 2d4 +Carapace Cloud)

The shallow cellar that is under the decayed shed ([A6](#)) was originally used to store all manner of fruit and nuts. It is now home to a pair of monster beetles. Unless already encountered as wandering monsters during daylight hours, both beetles will be found here. At night there is a 40% chance that the lair will be empty.

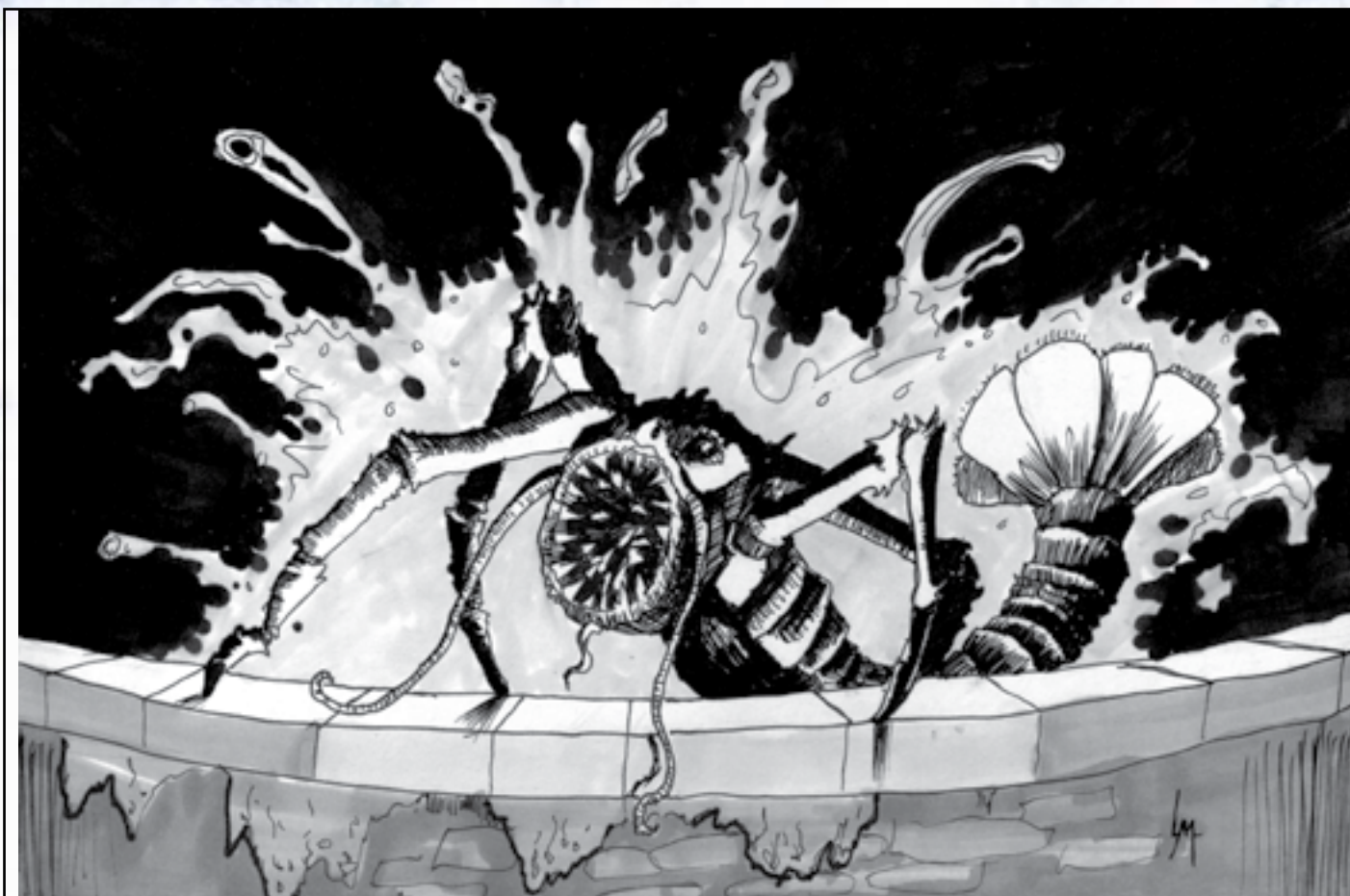


TABLE 3 - ITEMS FOUND SEARCHING THE FONT

1d8	Item(s)	Number	Value
1	Nothing	-	-
2	Metal Box w/ Small Gem	3	1d6x10 gp
3	Golden Figurine	2	75 gp
4	Rotted Book Binding	17	-
5	Ceremonial Dagger	1	150gp
6	Animal Bones	15	-
7	Platinum Box (Empty)	1	50 gp
8	Silver Clamshell Box with Pearl	1	110 gp

7. THE FONT

Dark water choked with peat forms a black mirror of the sky above. Rows of grimy marble benches march down a gentle slope on three sides, forming an amphitheater. Game trails wind down to the water.

Murkbeast (2) - (AC 7; MV 120' (40'); HD 5; HP 18, 20; #AT 1 (Blood Drain); D 1d6)

A 140' long pool to the north of the temple building was used as a baptismal font and a place of prayer when the monastery was still occupied. Marble benches where the monks sat during ceremonies edge The Font. Baptisms and seasonal ministrations were marked by tubes of seeds, small trinkets, and other offerings. They drowned their offerings for purification in The Font. Time has choked the sacred waters and transformed The Font into a deadly mire. The dark water is not very deep (20' at its deepest point). Searching through the mire will turn up relics of the past. Consult *Table 3* for every 10 minutes of deliberate searching.

Two murkbeasts (see [Appendix 1](#)) lurk in a dark corner of the mire. They will investigate any disturbance of the water. These nasty denizens have survived on various grazing animals that wander the grounds and drink from the pool.

8. TEMPLE BUILDING

The old temple building sits prominently in the center of the monastery ruins. Once the hub of activity for monks and visitors, this building's fine stonework and ornate carvings are a faded memory of its former glory. Shattered stained glass from lancet windows lie in the rubble, their shards reflecting colorful reminders of a better time. A tower rises solemnly from the northeast corner of the building. An empty belfry sits atop the tower at a height of 100 feet, a silent sentinel without purpose. The temple doors are rotted and broken. A carved edifice above the doors contains placid words of welcome.

8A. MAIN SANCTUARY

The walls are made of stone and stand thirty feet tall with broken windows at regular intervals. A ceiling with complex vaulting rises from the walls to a total height of eighty above the ground. These windows provide the source of light into the main temple chamber. The walls are adorned with remnants of rich tapestries. Rows of pews sit, rotted and broken. Various vermin scurry about. A spiral staircase winds up from the northeastern corner.

Two statues of the monks' matron dominate the interior from behind an altar at the far end of the sanctuary, only one is intact and recognizable. Written crudely in fresh blood on the wall behind the altar is the following:

**"WE ARE THUNKFULL TO
YOUR DED GODZ"**

**L'uort Warrior (6) - (AC 6; MV 90' (30');
HD 2+1; HP 12, 13, 12, 12, 7, 10; #AT 1
(short sword); D 1d6+1)**

If a resident of Whisper is with the party, they can identify the subject of the statue as an important symbol of their faith. Although quite heavy and difficult to move, the statue would be considered valuable (5,000 gp). Word of the statue's pristine condition would be greeted with excitement. Transport could be arranged after the area is made safe, enriching the spiritual life of many and the purses of a few. Recovery of the statue by day would encourage a spiritual revival. As dusk falls, the rewards become more tangible. Less spiritual clients seek unusual artifacts, doing most of their business after dark.

An altar stands opposite the main entrance. It has been utterly desecrated, and from the looks - and smell - of it, relatively recently. A mutilated human female corpse defiles the stained antependium. A silver necklace

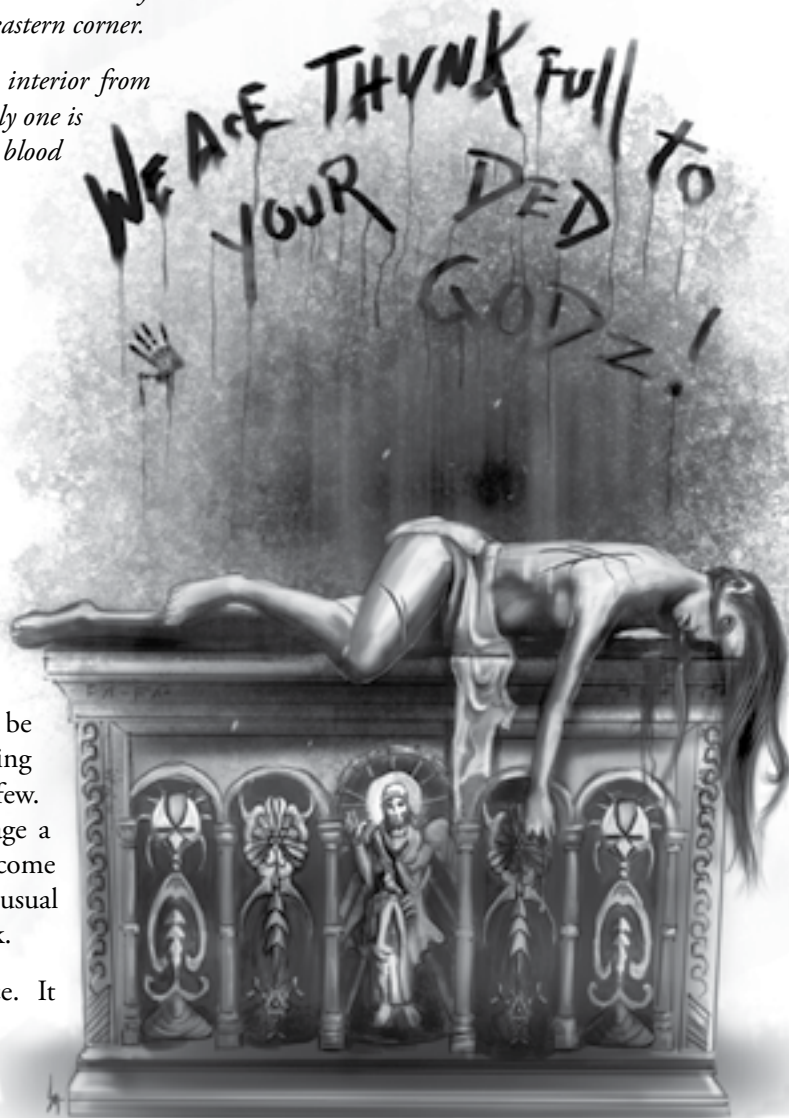
adorned with sapphires (500 gp) is lodged deep within the victim's throat. An obsidian altar inlaid with gold supports the grotesque scene. The altar can be pushed aside to reveal another set of stairs leading down to The Catacombs ([Area B](#)). The stairway under the altar has remained undisturbed since the monastery's abandonment.

Unless an alarm has been raised, the L'uort lounge amongst battered columns inside the sanctuary. They are armed and will join their brethren in any courtyard battle ([A2](#)) lasting more than 4 rounds. If the clash of combat reaches them and they have not joined in, they will be prepared to ambush anyone who enters the sanctuary.

TREASURE:

Body contents – Sapphire necklace (500 gp)

Statue - (5,000 gp), (10,000 gp - black market)



8B. STOREROOM

Originally a repository for items used in worship, this room occupies the northwestern corner of the sanctuary. There is nothing of value or interest here.

8C. PRIORY STAIRWELL

There is a spiral staircase in the room in the northeastern corner of the sanctuary. These stairs ascend to the tower above the sanctuary (A8a). It contains the library, the observatory, the prior's chambers, and the belfry. The staircase is still quite sturdy, though the balusters are broken or missing. The Prior of Meanderbrook Monastery called the tower home. The tower is accessed by ascending the staircase.

9. LIBRARY

The stairs emerge into a library, which forms the tower's first level. Twisted and broken shelves line the walls and are strewn about the floor. There is a strong, musty smell and a thick layer of dust and cobwebs covers everything. Dozens of books left after the monastery's desertion lay in piles.

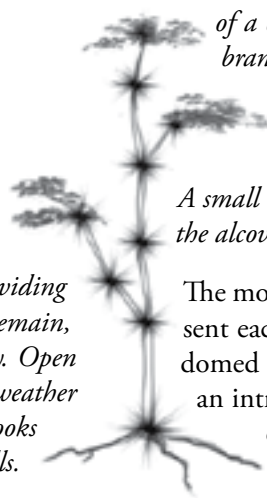
Most of the books are damaged; some are illegible. Hastily scribbled lists remain atop each pile, a testament to the ambivalence toward scholarship in the Whisper Vale. Most of the volumes contain records and manifests. A small stack of books sits near the doorway with a note monogrammed with a 'C'. The words "Commission Unpaid" are underlined below it. One of the books lays open on a shelf. A marked passage reads, "The gifts to the priors lay behind a portal known as 'The Seal'."

Book Pile -

*Scortatoris Nuptiae
Iratusaum Suxoris
Pravus Harpyiae
Incomptus Eremitae
Horneus Pueri
Fatus Gibberum
Fascinatus Dryadis*

10. OBSERVATORY

This room once served as an observatory. The walls curve inward as they reach the ceiling, where twelve casements angle through thick stone providing a symbolic view in all directions. Only their hinges remain, as the wooden shutters have decayed and fallen away. Open to the elements, these casements have allowed the weather outside to work its wrath upon the observatory. Books are strewn about the floor and lean against the walls. Mildew stains the tomes.



Surculus

The observatory shows few signs of desertion. Shelves lining the walls contain faded tomes. An ornate desk stands against a wall, old wax dripping from its edges. A broken chair lies nearby. The single desk drawer holds a small, oblong case of Purpleheart wood, which contains a quill, with wispy platinum inlays. This is the **Quill of Correspondence** (see [Appendix 2](#)). Opening the drawer without disabling a spring-loaded lever (located behind the desk) triggers a mechanical gas trap affecting everyone within a 5' radius. Characters must save vs. poison or suffer -2 to hit for 12 turns due to choking.

A search of the chamber reveals 4 books that are surprisingly legible. A silver key is tucked lovingly into a small cutaway. This key opens the door to the The Baluster (B7).

TREASURE:

Three of the books have monetary value (125 gp each):

Chants and Missives - A book of atonal musical notation

Ritual Feasting - A description of the days and times of feasts

The Solarium - A description of how the solar calendar in the courtyard of the monastery was built, with the exact plans for construction inside. Also describes the ceremonies involving the solar calendar.

*The final book has a royal blue cover and contains the three clerical spells: **Remove Curse**, **Cure Disease**, and **Cure Serious Wounds**.*

Quill of Correspondence

11. PRIOR'S CHAMBER

The tattered remains of tapestries, broken furniture, faded paintings, and dusty sculptures adorn this stately sanctum. The floor's intricate mosaic of tiles depicts the symbol of a constellation. It is shaped as a sapling with a single branch. A second mosaic behind an alcove near a ruined bed stands out as a colorful rendition of a chalice. A crystal chandelier hangs precariously from the end of a rusty chain at the center of the chamber. A small ladder leads up to a closed trapdoor directly opposite the alcove mosaic.

The mosaic's stars glitter; 9 white gems (100 gp each) represent each star of the constellation Surculus. The chamber's domed ceiling stretches 60' to the top of the tower and has an intricate crystal chandelier that can be raised and lowered by a mechanism near the stairwell. The crystals can be removed and are worth a total of 580 gp.

Near the ruined bed is an alcove that held the **Blessed Vessel**, which is hidden in the depths of The Catacombs (B5). Should the vessel be returned to the alcove, an audible click will signal the opening of a secret compartment. It contains the following items which were prized by the Prior:

A pile of letters addressed to the deceased head of the monastic order in a port to the south. These letters detail the plight of the monks once they were cut off from trade and ravaged by the plague. These are of great value to the brotherhood and if offered to the right buyers they could fetch up to 2000 gp.

A jeweled prayer necklace (100 gp) belonging to the prior, is hidden in the secret compartment. He wore it during burial rites, thus it detects evil.

Ceremonial incense (6 sticks) worth 75 total gp. If lit, any characters exposed to the fumes for one full turn will have the effects of the clerical spell **Bless** bestowed upon them for 24 hours.

Two Magic-User scrolls containing the spells **Web** and **Invisibility**.

A masterfully-forged mace that, although non-magical, grants a +1 to hit and +2 to damage due to the expertise of the smith who crafted it.

TREASURE:

9 White Gems (100 gp each)

Secret Compartment Contents –

Valuable Correspondence (2,000 gp)

Jeweled Prayer Necklace (100 gp)

Ceremonial Incense (6) (75 gp)

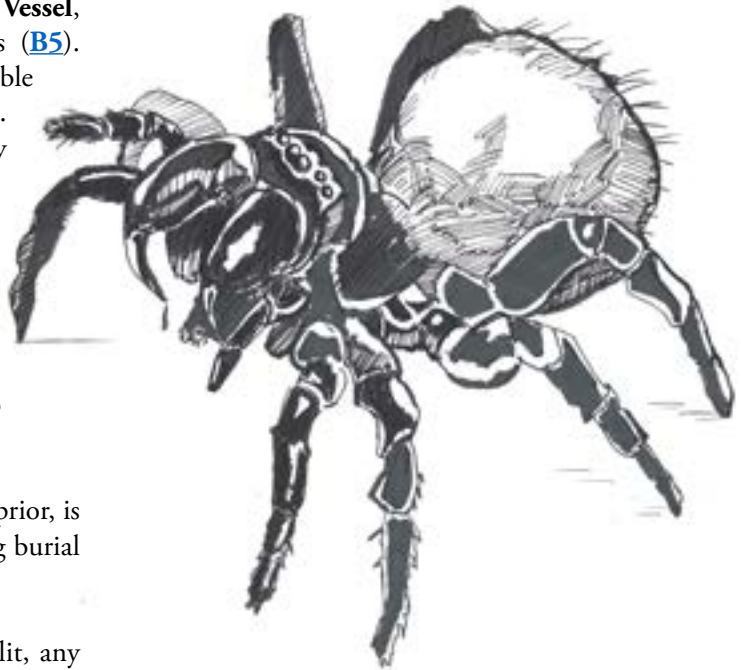
2 Magic User Scrolls (**Web** and **Invisibility**)

Mace +1 to hit, +2 to damage.

Chandelier Crystals (580 gp)

12. BELFRY

Massive blocks of stone rise in a circle to a distant ceiling, approximately 100 feet above the floor of the belfry. Each block has been meticulously cut, forming sheer walls. A stone staircase skirts the wall, winding up into the darkness. Wooden steps finish the ascent to the rafters, where deteriorated rope and rusty chains dangle from great iron cogs. There is no sign of a bell.



Giant Spider (3) - (AC 6; MV 60' (20') HD 2-1; HP 8, 15, 9; #AT 1 (bite); D 1d10)

A narrow ladder leads from the prior's chamber (A11) to a trap door in the tower belfry. The bell is missing but the ringing mechanism with its rusted chains and rotting ropes remain. At one time a small number of giant bats made this place their home. They left behind piles of guano and old bones. Three giant spiders lurk in the rafters. They will investigate any noise or movement in the room below.

13. DILAPIDATED BARN

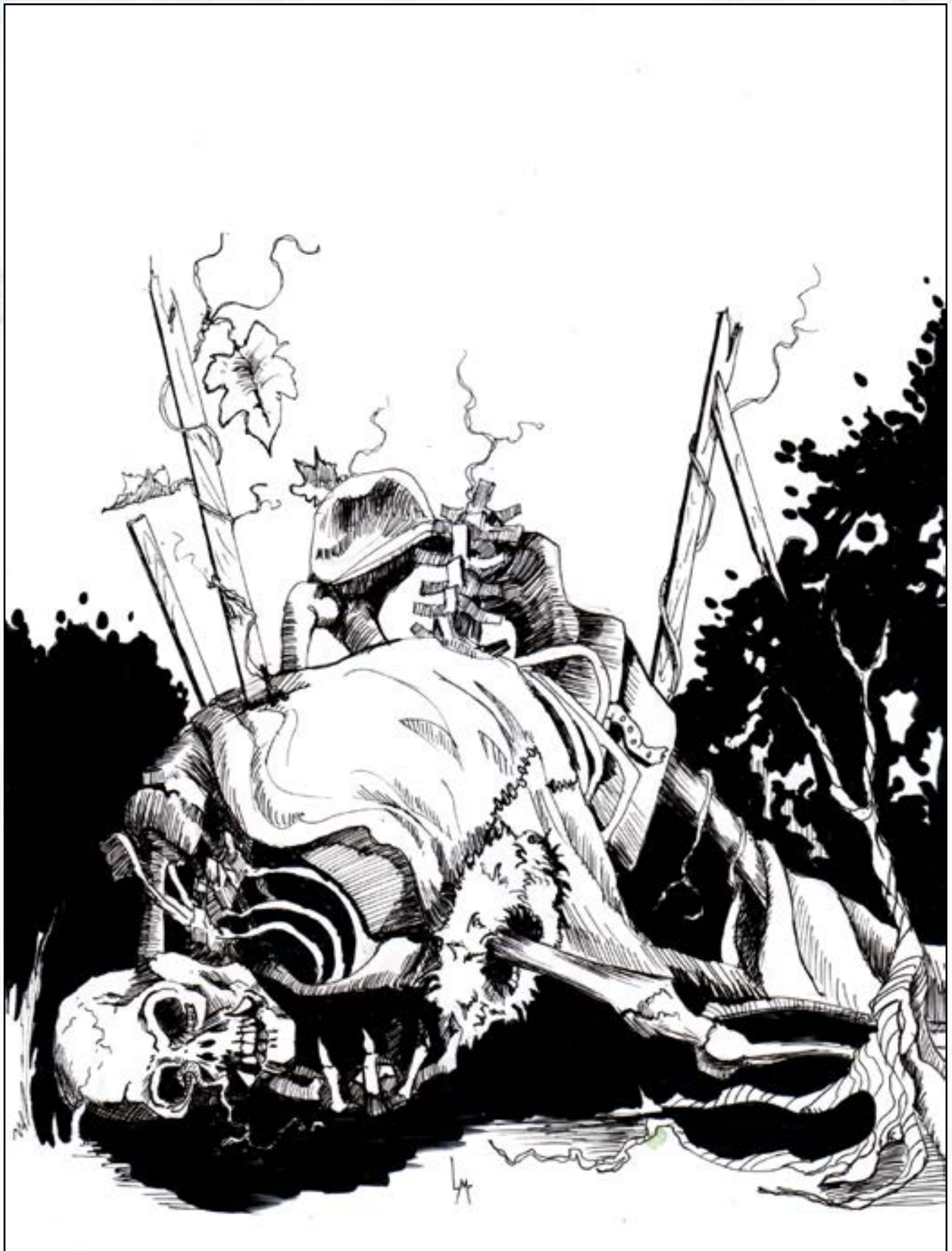
A large tree abuts this decayed structure, its branches tearing through old walls. Naked trusses sit precariously upon skeletal walls. The Barn's roof has long-since collapsed, littering the interior with broken, worm-infested planks.

There is a large barn between the entrance to the first and second vignes. It is littered with empty casks and rusted tools. Next to the barn is a crumbling well. Nearby is a small marsh. Both are choked with old leaves and refuse.

14. THE VINEYARDS

The old vineyards of the Meanderbrook Monastery consist of three vignes on a low south-sloping hillside - a short walk north of the ruins. Row after row of withered vines and bent or broken trellises march down the gentle slope.

Traversing the vineyards is tedious. Two overgrown - but usable - paths separate the vignes. On the side of each path is a tall hedge, similar to the one that surrounds the monastery. Both paths are accessible through a living arch formed by a pair of large oak trees. Ancient tree trunks dot the landscape, their branches sitting roughly 6' off of the ground.



14A. FIRST VIGNE

Near the west entrance the old vineyard trellis structures have been hacked down. A ring of scorched earth peeks from the top of a gentle slope. Vegetation surrounds it, but the ring itself remains barren. Large bees mill lazily about the vigne.

The first vigne is rectangular - 400x200 yards. Toward the northwest corner is a large - approximately 75' in diameter—ring of scorched earth. In the very center is a charred skeleton with metal fused into its bone structure. Hideously deformed, it appears that whatever fate was suffered here happened many years ago.

14B. SECOND VIGNE

The middle vigne retains the appearance of its original function. Ordered rows of lush vines march up a gentle slope. Exploring the interlocking vines appears to be tedious.

Concealed within the second vigne is a large skeleton planted face-down in the earth. These are the remains of an unfortunate ogre who at one time took up residence in the abandoned barn. The ogre died an ignoble death after tripping on overgrown vines. Tattered clothing still clings to his remains and his large wooden club lies next to him (now broken and useless). There is a small purse made of animal skin on his body that contains 51 gp and some old gnawed bones. Around his neck is a curious stone carving. It is a curiosity seldom seen outside the scorching deserts of the south. The corpse clutches a small polished stone that, if inspected, will radiate magic. The ogre mistakenly believed this stone to be lucky. Actually, it is a **Cursed Luckstone** (see [Appendix 2](#); -1 on dice rolls).

TREASURE -

Small purse contains 51 gp

Curious Stone Carving (value unknown)

Cursed Luckstone, -1 on dice rolls, requires **Remove Curse** or equivalent spell to nullify its effects

14C. THIRD VIGNE

This is the easternmost of the three vignes. The southeast corner is scarred with burns, and weapons litter the area. The large body of a L'uort goblin lies face down on a gentle slope.

Giant Bees (5d6) - (AC 7; MV 150' (50'); HD 1d4; #AT 1 (sting); D 1d3 +Poison; Save vs. poison or die)

The east entrance - between the second and third vigne - has recently been damaged by fire. A series of 4 small burnt patches runs northeast from this entrance at 300' intervals. They are the remnants of recent bonfires. Dropped weapons (7 swords and 5 spears of the L'uort) are scattered about the wreckage. Husks of dead giant bees litter the area.

This vigne is home to a bee colony, which is located 30 yards northeast of the bonfires. A dull buzzing can be heard upon entering the vigne and characters will have no difficulty following the noise to its source. The hive represents an ongoing irritation for the L'uort goblins. Although generally docile, the bees are a menace to the L'uort. If threatened, 5d6 bees will issue from the hive's underground entrances swarming to protect their home. If left alone by the characters the bees will ignore them. Clever players could use the area surrounding the bee colony as an effective and amusing ambush point for the L'uort goblins.

L'UORT EXTERMINATORS' TALE

The L'uort clan leader has had enough of bees. The nefarious insects pester him whenever he passes through the vineyard, on his way to covet the plume of a particularly ugly bird. One near-sting too many has prompted the clan leader to order a purging of the vineyard's giant bee population.

Lalrech's nuisance became his subordinates' problem when he decreed that all bees were to be exterminated forthwith.

Those unfortunates who drew lots were woefully unprepared for what was to follow. Emboldened with draughts of liquor, they cursed words of encouragement to one another. "This one's for the boss," shouted the leader and led the charge toward the busy hive. The bees, launched a swift aerial assault, breaking the ranks of the discombobulated L'uort. The party's leader was the first to fall, as the remaining goblins fled.

Unaware of the bees' affinity for heat, the L'uort lit bonfires in their final desperate act. Reinforcements swarmed their fallback position, turning their stand into a rout. The surviving L'uort beat a humiliated retreat as their enemies returned to gathering pollen.

AREA B - TEMPLE CATACOMBS



The Catacombs, unlike the rest of the monastery complex, have remained entirely undisturbed since the time of the great plagues. The stairway drops steeply to a depth of 40', however from the top of the stairs nothing of the bottom can be seen - or heard - in the darkness below. The staircase's granite walls are perfectly smooth and emit an eerie reflection from any source of light. Sound is hauntingly amplified. The bottom of the stairs open into a large, elliptical room with a high, domed ceiling.

1. CATACOMB STAIR

Moving the altar in the sanctuary reveals a stairway leading down. As the entrance is breached a great creaking sound is heard, followed by a powerful rush of cold wind. The air from The Catacombs is curiously moist with an overpowering foul odour. The stairs and walls are dark obsidian with white granite streaks.

2. THE HALL OF MOURNING

The stairs emerge into a massive oval room. The air is still and dense, a willful resistance to the intrusion of sound. Disturbing the quiet causes muted reverberations from solid obsidian walls. Steel sconces line the walls, their candles still intact. A stack of corpses in burial shrouds are amassed near the center of the room.

Restless (6) - (AC 6; MV 120' (40'); HD 3; HP 13, 17, 15, 12, 17, 9; #AT 1 (claw); D 1d6+1; SD immune to sleep, charm, hold, and cold-based spells)

There are 19 peculiarly well-preserved corpses - still dressed in burial shrouds—stacked in the center of the hall. As the plague took its toll on the monastery, the monks grew afraid to handle the bodies. As death overwhelmed them, the beleaguered monks abandoned giving rites to the dead altogether. These corpses are the plague's final victims, before the monastery was forsaken.

An encroaching corruption has affected 6 of the corpses. If the pile is approached 2 of the bodies will rise as Restless and attack any party member within the hall. After 3 rounds, another pair of Restless will animate and seek out characters - even if they have left the room. The final pair will follow suit after another 3 rounds (see [Appendix 3](#)).

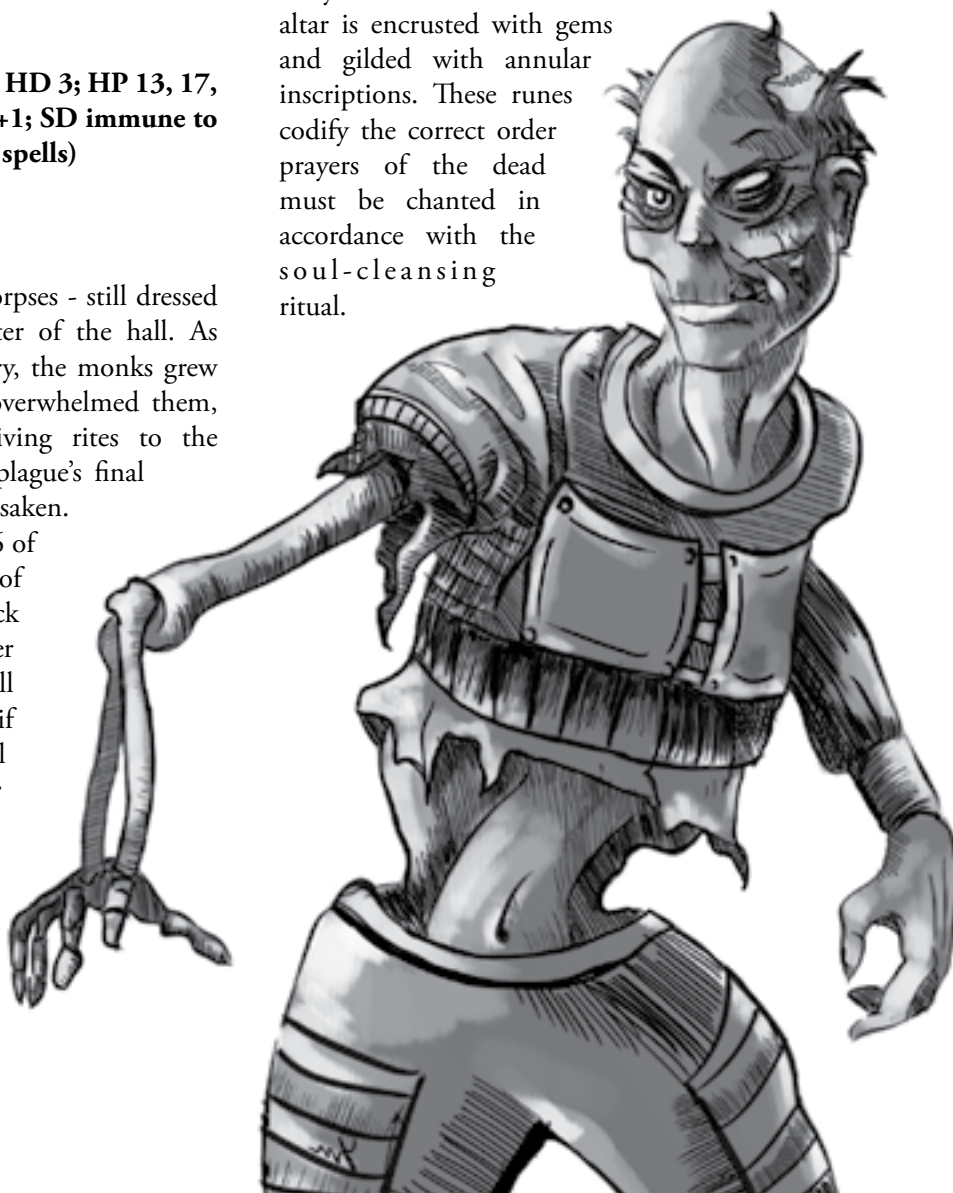
A good-aligned cleric could give last rites to the remaining bodies, doing the souls a great service by releasing them from their torment. At the Game Master's discretion some reward may be earned by any characters that suggest or carry out such a mercy.

3. THE ALTAR OF THE DEAD

A large rectangular room contains a single altar in the center. The same dark marble that surrounds the entryway adorns the walls and ceilings of this chamber. The floor has a mosaic with seven symbols; each symbol is equidistant from a large circle, which contains the altar. Immediately behind the altar is a closed iron gate. Closed doors are located in the northeast, northwest, and southwest corners of the room. A single sconce illuminates each of the doors with a soft, green flicker.

Restless (8) - (AC 6; MV 120' (40'); HD 3; HP 13, 17, 15, 12, 17, 9, 18, 9; #AT 1 (claw); D 1d6+1; SD immune to sleep, charm, hold, and cold-based spells)

It was here that a dead brother was placed and prayed over before his body was entombed within. The altar is encrusted with gems and gilded with annular inscriptions. These runes codify the correct order prayers of the dead must be chanted in accordance with the soul-cleansing ritual.



There are 16 gems (800 gp) arrayed around the altar. Vignettes of 2 stones adorn the rune sets. The gems vary in shade, from black to white. Removing the gems is an act of desecration and good-aligned characters should be wary of such activity.

In a circle surrounding the altar are 8 Restless. They animate and fight - and can be put to rest - in the same manner as the Restless in the Hall of Mourning (B2). Each Restless has a gold piece in its mouth. These poor souls died quickly from the plague. Their surviving brethren, fearing for the own lives, gave them an incomplete funeral ceremony, robbing their souls of tranquility.

4. THE HALLS OF THE DEAD

These 3 hallways are similar in size and shape. The bodies of 68 members of the order are laid to rest in the alcoves of each hall (136 in total). There is a single gold piece in their mouths or within their ashes. If collected, 18 of the 136 coin offerings will prove to be lousy forgeries. Another 40 cinerary urns are placed neatly against the outside walls of each hall. The walls in each hall are bare in keeping with the monks' belief that decoration is for the living.

4A. THE MAUSOLEUM

Through the northwest door from the Alter of the Dead (B3) is a long, narrow hall. This mausoleum's western walls have recessed shelves upon which embalmed remains lay peacefully at rest. Cinerary urns line the eastern wall symmetrically. The hall extends into darkness to the north.

A small chest that has been left amongst the urns of the west hall contains 45 gp. This chest also contains a clerical scroll with the spells **Speak with the Dead** and **Commune**.

TREASURE:

Small Chest Contents -

*45 gp, Scroll that contains the 2 clerical spells: **Speak with the Dead** and **Commune***

4B. DESECRATED HALL

Bodies previously in alcoves have been violently dislodged. They blanket the floor in a macabre layer of twisted limbs. Each step in this hall is accompanied by the crunching of bones. A lone sconce emits a pallid glow, sending shadows to dance among the dead.

The east hall is not as orderly as the mausoleum (B4a). Scattered the length of the hall are ceremonial gold coins, which glint eerily by the light of the flickering sconce. Lifeless limbs clutch listlessly at passing characters. Each step through this hall displaces a mat of death, bringing a fleeting appearance of life to this grotesque scene.

4C. SARCOPHAGUS CHAMBER

The south hall ends in a small chamber which contains a green-lit sconce. The walls in this room are neatly lined with corpses and urns. A lone, open sarcophagus occupies the center of the room.

Thirty-nine corpses lie at peace in alcoves recessed into the northern, southern, and eastern walls. Each of the corpses has a coin in the manner described in the mausoleum (B4a). The eerie light of the sconce emits neither heat nor magic. The sarcophagus is plain and empty.

5. THE FUNERARY

A large square room with rounded corners is surrounded by black obsidian walls. Unlit sconces line the sheer walls. The air is moist and dense. Water seeps into a small pool in the room's northeast corner.

A skillfully-laid mosaic adorns the center of the eastern wall. Nine gems highlight the symbol of the constellation in a design similar to that in the prior's chamber (A11).

Restless (4) - (AC 6; MV 120' (40'); HD 3; HP 19, 15, 20, 8; #AT 1 (claw); D 1d6+1; SD immune to sleep, charm, hold, and cold-based spells)

This is the chamber where bodies were washed and dressed for the ceremony at the Altar of the Dead (B3). A small pool of water seeps from a subterranean source in the northeast corner. Four chests are located in this room, one against each wall. On a massive marble slab in the center of the room are 4 corpses whose burial rites were incomplete. If approached, or if any previous desecration has occurred, they will rise as Restless and attack the players in the manner described in the Hall of Mourning (B2).

The Surculus symbol on the mosaic is a mechanism which reveals a secret door to the Celestial (B6). An unmodified roll for secret door detection can reveal both the mechanism and the door's location. A central gem can be twisted, leading to an audible click that releases the door's hidden latch.



6. THE CELESTIAL

This chamber's white marble walls are a stark contrast to the shiny black obsidian found on its ceiling and elsewhere in The Catacombs. The room's dark ceiling is dotted with gangue minerals, creating the uncanny sensation of being under a fair night sky. A pair of fluted marble half-columns occupy the center of the room. Fine cloth is draped over one of the columns. A silver chalice sits atop the other.

The Celestial contains 2 sacred items that were central to the religious life of the order.

The first is the **Disciple's Dalmatic**, which was worn by the Prior during rituals and prayers. It is valuable to interested parties in Whisper and beyond, fetching at least 3,500 gp. Good-aligned Druids, Clerics, or Paladins who wear the **Disciple's Dalmatic** are granted a 2 point improvement in their armor class.

The second item is the **Blessed Vessel**. If the proper prayer is said while holding the chalice, it will fill with holy water thrice per day. The priest in Whisper knows the prayer and can share it with characters at the Game Master's discretion. *Chants and Missives*, in the observatory ([A10](#)), includes the prayer as well. If the holy water in the chalice is used to wash the wounds of a character, it will have an effect identical to the Cleric spell **Cure Light Wounds**. Each character that sips from the chalice will gain the effects of the Cleric spell **Bless** for 4 hours (up to 7 characters per filled chalice). The **Blessed Vessel** is the key to the secret compartment in the Prior's chamber ([A11](#)).

TREASURE:

Disciple's Dalmatic – See [Appendix 2](#)

Blessed Vessel – See [Appendix 2](#)

7. THE BALUSTER

A long, hallowed hallway serves as a threshold. An imposing pair of ornate steel doors in the center of the north wall seals a room beyond.

A pair of ornate steel doors stand, locked against intrusion, in the center of the north wall. The doors are protected by a magical trap. The trap can be disabled in one of two ways: (a) Characters may use the silver key from the observatory ([A10](#)). (b) A successful attempt by a thief to find/remove traps may also be used to disable the trap's trigger mechanism. If not successfully disabled, the trap casts the Cleric spell **Fear**. Characters must roll a save vs. Spells, or flee in terror at full movement for 3 rounds.

8. THE PRIORY CHARNEL

Beyond the steel doors lies a large chamber. Its walls and floors are unblemished white marble. Tessellated patterns gaze down from a lofty rotunda. Champions of the brethren's faith struggle against diabolicae on the northern hemisphere. The grotesque chaos flows to tranquility, where the same heroes minister to the sick and dying. A spectral form floats menacingly beneath the violent scene. A door blocks entry to a room from the north end of this chamber.

Malice (AC 3; MV 120' (60'); HD 5; HP 28; #AT 2 (spectral grasp); D 1d8, 1d4 +Scream, Soul Freeze; SD Undead Immunities, Silver/Magical Weapons to hit)

Affixed to the rear wall are 3 golden, ensconced lanterns (150 gp each). A door 'The Seal' blocks passage at the north end of the Priory Charnel. Seven iron candelabras stand amongst 8 stone sarcophagi. The deceased priors were laid to rest here. Records of the events of their stewardships accompany them. The sarcophagi contain the remains of the priors, a single gold coin placed in each mouth. As these bodies were given a proper burial, they are completely at rest.

Floating amongst the sarcophagi is the spectral form of a Malice. This entity has shed its Restless sinews and developed a preternatural mind. The Malice cannot be surprised. It will immediately let out a low-pitched, malevolent wail and attack the first character to enter the room. All characters within earshot of the Malice's must successfully save vs. spells or be held completely immobilized for 3 combat rounds. Upon defeat, the negative energy of the Malice dissipates in an icy blast, causing no damage (see [Appendix 3](#)).

TREASURE:

Golden Lantern (3) – 150 gp each

9. THE SACRED VAULT

This small chamber is clad in flawless white marble. The stonework is pristine. A finely etched suit of plate armor is on a stand near the east wall. A shield with an intricate silver inlay is propped against the wall beside it. It is adorned with a knot of serpents, fangs bared.

Darkness invades the chamber from a thin fissure in the northwest corner. A slight creature with slim, leathery limbs and short wings surveys the chamber with quick, perceptive glances. An ornate sword and flail hang high upon the western wall.

Nexid Slave - (AC 4; MV 120' (60'); HD 2; HP 9; #AT 2 (claws); D 1d4, 1d4; +Magical Abilities)

TREASURE:

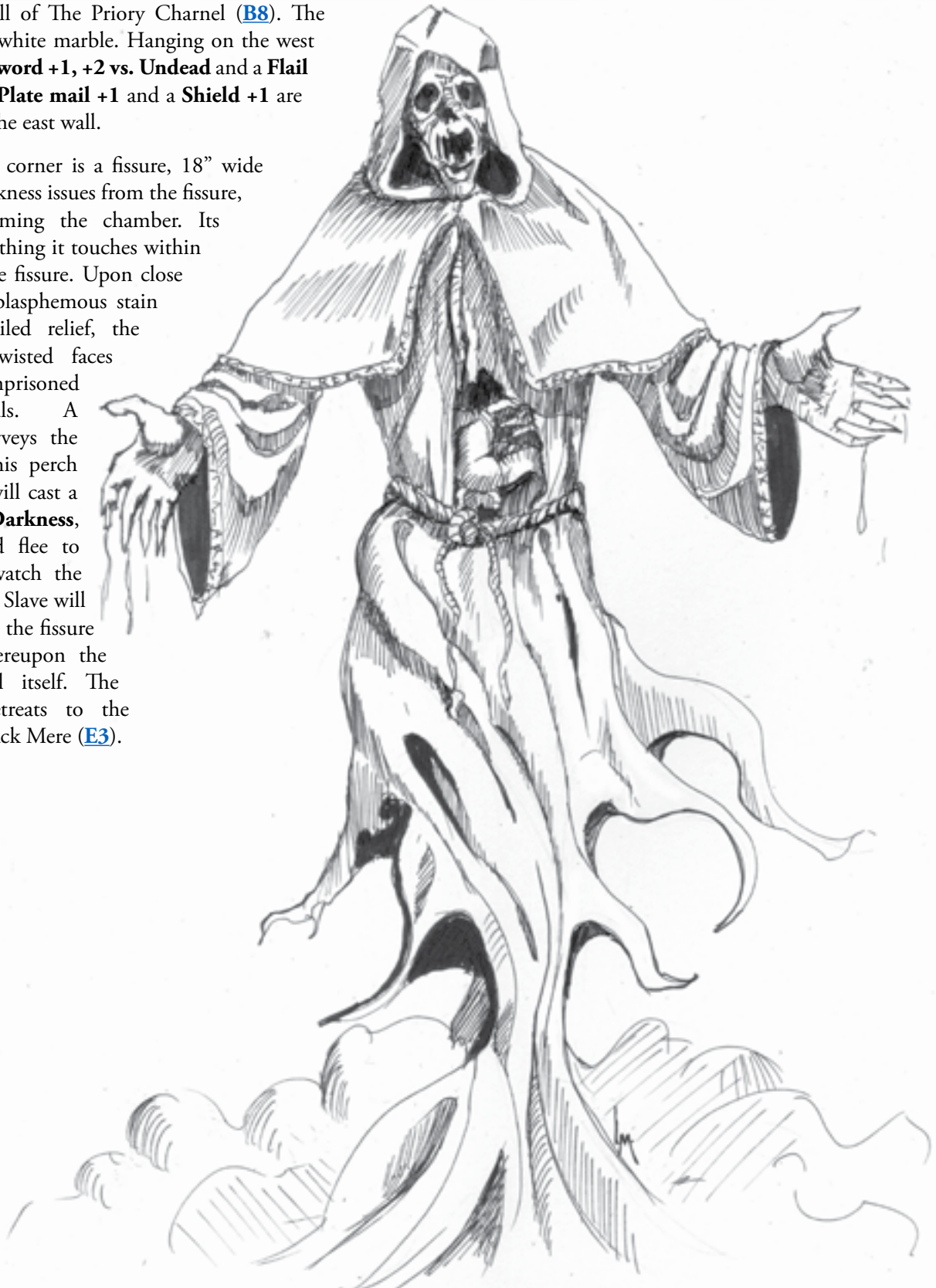
Long sword +1, +2 vs. Undead

Flail +2 vs. Undead

Plate mail +1, Shield +1

Access to The Sacred Vault is granted through 'The Seal' in the north wall of The Priory Charnel (B8). The room's walls are white marble. Hanging on the west wall are a **Long sword +1, +2 vs. Undead** and a **Flail +2 vs. Undead**. **Plate mail +1** and a **Shield +1** are on display near the east wall.

In the northeast corner is a fissure, 18" wide and 4' high. Darkness issues from the fissure, languidly consuming the chamber. Its taint stains everything it touches within a 6' radius of the fissure. Upon close inspection, the blasphemous stain reveals, in detailed relief, the tortured and twisted faces and hands of imprisoned demonic souls. A Nexid Slave surveys the chamber from his perch on the flow. It will cast a darkness spell (**Darkness, 15' radius**) and flee to the ceiling to watch the party. The Nexid Slave will abscond through the fissure if attacked, whereupon the fissure will seal itself. The Nexid Slave retreats to the shores of The Black Mere (E3).



AREA C - L'UORT LAIR



A Large stone wall touches a tall, rocky cliff, which overlooks gently-sloping vineyards to the vale beyond. Storage buildings to the north and south form the courtyard walls; their doorways face each other across the courtyard. An entrance to a network of caverns below is reached through a passage at its east end. For years the monks worked the stone to create a series of chambers from natural cavern walls. These chambers became the workshops and storerooms for the Meanderbrook Monastery. The construction was never completed. They built a large gate to secure themselves from what might lurk in the depths beyond. Once secured, the brothers felt further exploration was unnecessary. These structures have become the lair of the lawless L'uort Clan.

TABLE 4 - L'UORT LAIR WANDERING MONSTERS

1d6	Name	Number	AC	Hit Dice	# Attacks	Damage	Move	Special
1	L'uort Patrol (Warriors)	5	6	2+1	1 (sword)	1d6+1	90' (30')	None
2	Spiny Horrors	3d4	6	1d6 hp	5 (clawx4, bite)	1d2x4, 1d4+1	60' (30')	Spine
3	Scavenger Patrol (3 L'uorts, 2 scavengers)							
	L'uort Warriors	3	6	2+1	1 (sword)	1d6+1	90' (30')	None
	Gauntswept Scavengers	2	6	2+2	2 (claw, bite)	1d4, 1d6	120' 30'	None
4	Monster Beetle	2	3	3	1 (bite)	1d6+1	60' (30')	None
5	Giant Spider	2	6	2-1	1 (bite)	1d10	60' (30')	None
6	No Encounter	-	-	-	-	-	-	-

1. GATEWAY

The cavern's mouth is concealed beyond a courtyard, guarded by a stone gate with attached storehouses. This large gate is sturdily built of a combination of hardwood and iron. It was forcibly opened and no longer closes.

2. COURTYARD

Vines creep up and over the courtyard walls. Neglected flower beds swell against the walls of two large stone buildings within the courtyard. The buildings' closed doors gaze across the courtyard over a central well. Choked with weeds, leaves and other debris, foul water bubbles up from the well, making the flotsam moist and malodorous. A fire pit smoulders nearby. The courtyard was once used for crushing grapes. The remnants of two ancient vessels used for pigeage lay in heaps. A tunnel breaches the cliff face to the east.

L'uort Warrior (5) - (AC 6; MV 90' (30'); HD 2+1; HP 9, 9, 13, 15, 6; #AT 1 (4 spears, 1 spear + net); D 1d6+1)

The first time the players enter here - regardless of any previous encounters - there will be 5 L'uort warriors armed with spears on guard duty. If 3 of the goblins are slain or otherwise incapacitated, the 2 survivors will attempt to wake their lieutenant, Grimbull ([C4](#)).

This is the main entrance to the L'uort's lair ([Area C](#)). It will not be left unguarded. If characters leave the lair area for more than half a day, a detachment of 3d4 guards will be posted.

3. THE CRIBBAGE

Broken glass litters the floor. The stench of rotting food is only held at bay by the nauseating vapors from leaky flasks of bad liquor.

The north building was used by the monks to store bottles to be filled with wine. Now it serves as a storeroom for L'uort goblin guards. It contains some rancid rations, some bottles of the goblin rotgut - these have some value to the usual suspects back in Whisper - as well as a cache of 8 spears and 9 short swords with scabbards. The weapons are not especially well-forged, nor are they particularly beautiful.

TREASURE:

8 spears

7 short swords

3 leaky flasks of rotgut liquor

4. THE MERCANTILE

This building has been ransacked and is, therefore, mostly empty. Dilapidated wine-making implements have been shoved amongst broken glass against the outer wall.

Grimbull - (AC 4; MV 90' (30'); HD 3-2; HP 17; #AT 1 (scimitar); D 1d8+1)

A heap of flea-ridden 'animal' hides are rolled up in the southwest corner of the building. The L'uort have been using these as bedding for a second shift of guards. Snoring atop a bed piled selfishly high is Grimbull, one of the chieftain's lieutenants. A pair of bottles lie at his side. He will awaken if any combat in the courtyard lasts more than 3 rounds. Otherwise he will remain asleep.

5. THE SAINT'S HALL

The breach in the cliff-face leads to a lit passageway with four doors. Two are cut into the north wall and two more in the south. A prominent statue of the order's patron saint of wine fills an alcove at the east end.

The symbol for the constellation Surculus features prominently at the base of the statue. Standing upon the symbol opens a secret panel to a vault (C6) behind the statue with an audible click. The panel remains unlocked so long as a person's weight remains atop the symbol. Prayers and incense were devoted to the statue as part of a ceremony to gain the saint's favor while the monks went about their wine-making duties. Ignored and deteriorating, the statue is covered with dust, fungi, and stains. The passageway's floor of tiled stone is covered with dirt, but shows signs of heavy traffic.

6. STATUE'S VAULT

Standing on the representation of the constellation Surculus at the foot of the saint (C5) opens a panel to a vault, concealed behind the statue. This small area hides a rich collection of books and scrolls. Amongst the stacks are 15 valuable books.

A clerical spell book sits conspicuously on a lectern at the rear of the vault. This book contains the following spells:

1st Level: **Detect Evil, Remove Fear, Resist Cold, Sanctuary, Command**

2nd Level: **Silence 15' radius, Hold Person**

3rd Level: **Animate Dead, Dispel Magic**

Stacked neatly on a nearby shelf are 3 Magic-User scrolls:

1st Scroll: **Jump, Clairvoyance, and Arcane Eye**

2nd Scroll: **Globe of Invulnerability, Detect Invisibility, and Cone of Cold**

3rd Scroll: **Enlarge and Remove Curse**

7. HARVESTING ROOM

Old shelves and barrels line the room's walls. Irrate creatures hiss angrily through the bars of three cages as they spit foaming toxin at goblin agitators, who leap frantically about. Dark, viscous liquid strikes the walls behind them, where another goblin scrapes it into a small pot.

Young Attoral (3) - (AC 5; MV 120' (60'); HD 3+1; HP 13,18,11; #AT 3 (claw/claw/bite); D 1d4, 1d4, 1d6 +Venom)

L'uort Warrior (4) - (AC 6; MV 90' (30'); HD 2+1; HP 9, 13, 12, 10; #AT 1 (short sword); D 1d6+1)

This room is used by the L'uort to harvest venom from captured attorals, which they brew into their addictive elixir. Three battered cages sit against the north wall. Each contains a captive (and irate) young attoral. A fourth attoral corpse lies on a table near the cages. This unfortunate creature has been skinned and gutted. Three L'uort warriors toil with poles, 'harvesting' the attoral venom. They use control hooks that are attached to the end of their poles to pin the attorals' throats to cage bars. A fourth warrior collects the acrid discharge from walls. This dismal charge is hazardous work. Hence, the beleaguered L'uort are vigilant.

If they are surprised in the midst of their task, the L'uort will attack ferociously with their short swords. As the characters will be blocking their only exit from the room, they will open the cages (should the fight go badly) in the desperate hope that the fuming attorals will attack the characters. The infuriated attorals are not picky at this point. The Game Master should determine the object of the attorals' wrath.

8. ATTORAL SUPPLY ROOM

Entering this room kicks up a fine layer of dust. A musty smell overpowers the senses.

This room can be reached from The Saint's Hall (C5). Jugs of brackish water line an old shelf. Piles of attoral food and the carcasses of recently dispatched rats fill this room. Extra control hooks hang on the south wall. A stash of rotgut is secreted away in a barrel in the northeastern corner.

9. DISTILLERY

The walls and ceiling in this room are charred. A machine dominates the center, a network of oft-repaired pipes extend like branches from its core. Their condition varies from blackened, to melted, to lovingly polished. Several pipes evince signs of all three. Goblins are focused on the meticulous filling of flasks. There is a small, dented gong behind the apparatus.

Grolloth - (AC 6; MV 90' (30'); HD 3+2; HP 16; #AT 1 (staff); D 1d6+1; +Spells)

L'uort Warrior (3) - (AC 6; MV 90' (30'); HD 2+1; HP 10, 12, 7; #AT 1 (short sword); D 1d6+1)

This large room had originally been a distillery for liquors made by the monks. When they abandoned the monastery, they left the stills and other equipment behind. The L'uort stumbled on this cache as they settled into their new home. They arrived with a captive from Swindle in tow. They had swiped him from a bathing pond outside Whisper, where he was wont to ogle. Through threat of torture, the goblins



wrested a recipe from their hapless captive, which led to large-scale production of liquor. They also use the equipment to manufacture their rotgut elixir. There is also a small gong here.

The room itself is filthy, but all of the equipment is functional. Barrels, large and small, are stacked about the room and are filled with rotgut in various stages of aging. The equipment is large and difficult to move, but could be valuable, providing it survives intact. Of more immediate concern to the characters is the extremely flammable nature of the rotgut. Any open flame brought into the room will have a 10% cumulative chance per round of causing a small, loud explosion doing 2d4-1 points of damage to everyone in the room. In addition, the explosion will also ignite everything in the room and ruin the equipment.

Grolkoth, the goblins' chief distiller, is in this room with 3 guards. His guards carry short swords. Grolkoth wields a staff topped with a fresh scalp. His spells are: **Enlarge**, **Shillelagh**, **Contaminate Water**, **Charm Person**, **Cause Light Wounds**, and **Pyrotechnics**. If surprised, the Luort will attempt to use the gong to raise an alarm.

The liquor, if intact, is worth 100 gp in Whisper. The equipment, if completely undamaged, could fetch upwards of 1600 gp from an ambitious coalition of drinkers and potential bootleggers amongst Whisper's citizenry.

TREASURE:

Copper Gong - 30 cp
Still - Up to 1600 gp
Liquor - 100 gp

10. HIDDEN CACHE

Behind a pile of barrels on the west wall of the Distillery (C9) is a secret door, which leads to an alcove. This chamber contains a cache of valuable goods left behind by the monks, who had hoped to return. Twelve decorative religious icons made of silver (15 gp each) are arranged on the floor near the entrance. There is a chest with 375 sp, a potion of **healing**, 3 prayer books with intricate illuminations (worth 75 gp each). A **shield +1** lies on the ground beside a leather quiver with 17 arrows (6 of these are **arrows +1**, but they are indistinguishable from the others without the use of a **Detect Magic** or similar spell) against the east wall. Rolled in tight tubes and stacked to the south are 4 hand-woven rugs (125 gp each). A five-volume set of ornate books, *Principia Erotica*, are wrapped in brown paper behind the rugs. Hastily scrawled on the paper is the word, 'Specialis'.

TREASURE:

Chest - 375 sp, *potion of Healing*, 3 *prayer books* (75 gp each)
Shield - +1
Religious Icons (12) - 15 gp each
Arrows - 17, 6 of which are **arrows +1**
Rugs (4) - 125 gp each
Principia Erotica - *Special*

11. COOPERAGE

Monster Beetle (3) - (AC 3; MV 60' (30'); HD 3; HP 11, 10, 16; #AT 1 (bite); D 1d6+1; SD Carapace Cloud)

This natural chamber had been used as a workshop by the monastery's cooper. Broken barrels - in various stages of completion - are splayed out on the floor. A splintered pile of wood fills an alcove to the southeast. Nesting in this pile are 3 monster beetles. Upon death, choking gas (-1 on attacks for 3 rounds) is released from each beetle in a 5' radius. An upended workbench is in the center of the chamber.

12. SECOND HALL

L'uort Warrior (7) - (AC 6; MV 90' (30'));

HD 2+1; HP 11, 9, 9, 11, 10, 6, 14; #AT 1 (short sword); D 1d6+1)

Gauntswept Scavenger (3) - (AC 6; MV 120' (30'));

HD2+2; HP 8, 12; #AT 2 (claw/bite); D 1d4, 1d8)

Entrance to the Second Hall is gained through a large oak door at the eastern end of The Saint's Hall (C5). This hallway is similar to The Saint's Hall (C5) with the exception of its walls. They are a combination of natural rock, chiseled stone, and mortar. The rock is laced with veins of a reflective metallic ore (tin). Its spider-web pattern shimmers in torchlight. The floor has been worked with tools but remains rough-hewn. There are broken barrels and trash strewn throughout the hall. There are 6 exits from this hallway.

If any goblins have escaped previous encounters with the characters, it is to be assumed that they have alerted their comrades. Unless a counterattack has already occurred, the L'uort are marshaling their forces here in the second hall. Seven L'uort warriors are arming themselves and prepping 3 Gauntswept Scavengers. If encountered here, characters will face an alerted force. If at the Game Master's discretion enough time passes (See C13), they will not be on alert.

13. AGING ROOM

This room had obviously been used to age and store liquor and wine. Broken bottles have been tossed about the room. Three small unopened containers lie, untouched, in a corner. This room reeks of vinegar. Mugs, discarded food, and straw beds are flung about the chamber.

TABLE 5 - EFFECTS FROM RAW ATTORAL EGG CONSUMPTION

1d10	Consumption Effect (per Egg)
1	+1 total hit points for 2 hours
2	+2 total hit points for 4 hours
3	-1 total hit points for 2 hours
4	-2 total hit points for 4 hours
5	+2 Armor Class for 2 hours
6	-2 Armor Class for 2 hours
7	+1 Prime Attribute for 24 hours
8	-2 Prime Attribute for 24 hours
9	+2 Save vs. Poison for 24 hours
10	-2 Save vs. Poison for 24 hours

Note: The creatures below are only found here if they were not encountered in the Second Hall (C12).

L'uort Warrior (7) - (AC 6; MV 90' (30')); HD 2+1; HP 11, 9, 9, 11, 10, 6, 14; #AT 1 (short sword); D 1d6+1)

Gauntswept Scavenger (3) - (AC 6; MV 120' (30')); HD 2-2; HP 14, 14, 7; (claw/bite); D 1d4, 1d8)

The 3 untouched casks still contain wine, as the goblins have an indelicate palate. One of the casks reeks of vinegar. The other 2, now aged quite nicely, are worth about 30 gp each.

If there is no muster in the second hall (C12), or if 48 hours have elapsed since the party's initial entry into the The L'uort Lair (Area C), the 7 warriors will be found here, in their quarters. The 3 Gauntswept Scavengers are chained to the wall. If surprise is achieved the goblins will be unable to act for 1 round and the Gauntswept Scavengers will remain out of combat until they are unleashed. Scavengers will still attack any character who comes within range.

TREASURE:

Casks of Aged Wine (2) - 30 gp each

14. ALCHEMY LAB

The floors of this large square chamber are uneven. Its finished walls and ceilings are made of chiseled stone. A large wooden table is pushed against the west wall, opposite the entrance. Skins, vials, and flagons litter the tabletop. A black metal cauldron bubbles over a fire in the center of the chamber.

Lagras - (AC 6; MV 90' (30')); HD 3+2; HP 16; #AT 1 (staff); D 1d6+1 +Spells)

L'uort Warrior (2) - (AC 6; MV 90' (30')); HD 2+1; HP 6, 11; #AT 1 (short sword); D 1d6+1)

This room had been a small alchemy laboratory with many glass containers, most of which have been broken. A table has been pushed against the west wall; a flagon of raw attoral venom and a wineskin containing 3 doses of elixir and 5 vials of strong acid are set upon it. Combining attoral nesting materials with their harvested venom and freshly distilled liquor results in a vomit-wrenching concoction. This brew is addictive and physically enhancing - and has a range of side effects (see Appendix 2). A bowl of dried centipedes and jars of pickled newts are arranged neatly around a cauldron in the middle of the lab. Cabinets and bookshelves full of broken items are up against the walls. A concealed alcove in the northeastern corner contains 2 potions and a pearl. The potions are **diminution** and **super heroism**. The pearl is a **Pearl of Wisdom**. Three unbroken attoral eggs lay on the ground, appropriated from the deeper parts of the cavern by a small goblin scouting party.

Each is the size of a large fist and greenish-purple in hue. Consuming the eggs raw has a random effect (*Consult Table 5*). Consuming the eggs cooked - and properly seasoned - is satiating but uneventful.

This room now serves as the laboratory where a goblin shaman brews L'uort venom elixir. The shaman, Lagras, and his 2 warrior assistants are too involved in their labor to notice much else. Unless they are physically warned by other goblins, neither Lagras nor his assistants will allow their work to be interrupted. Lagras' spells are: **Enlarge**, **Sanctuary**, **Contaminate Water**, **Charm Person**, **Cause Light Wounds**, and **Cause Blindness**. A noisy intrusion will immediately outrage the shaman, who will ring a bell on the shelf in an attempt to alert other tribe members. As a result of the elixir's effects, Lagras will cast spells as a 5th level spell caster. His assistants are armed with short swords and will attack at the shaman's command. There is a 50% probability that one of Lagras' assistants will use one of the small vials of acid from the table as a missile weapon against the characters (1d4+1 damage).

TREASURE:

Pearl of Wisdom

Potions (2) – diminution, super heroism

Attoral Eggs (3) – See Table 5

15. ARMORY

This chamber houses various articles of war, in addition to a small chest. The chamber smells of rotten food.

The old armory was discovered undisturbed by the L'uort upon their arrival. It contains 16 long bows and 18 pole arms; these remain untouched in their respective racks (the goblins cannot use them due to their diminutive stature). There are 3 short swords and 2 small shields stacked in a corner, the rest have been taken by the L'uort. In a rack adjacent to the swords are 2 quarter staves. None of the items in the room are magical, but they are still in usable condition.

Two 50' coils of rope, 11 torches, and a tinderbox rest in a pile in the armory's northern corner. There is a locked chest in the southeast corner that contains 3 bolts of soiled linen and some rotting goblin rations (long since forgotten by their owner). The chest may be broken open but the lock is easily picked.

16. THE MIDDEN

Beyond a cloud of incense emanating from two tall, jewel-encrusted ceremonial censers is a wall of stench. Just inside to the immediate right is a stripped goblin corpse, impaled upon a six foot spear. Near a vile shore, a second body lays upon the ground as liquid offal laps gently against his recently-scalped pate. At the far end of a sludge-filled lagoon looms a tower of filth. Something glitters atop the pile.

Through the fifth exit of the second hall (C12) is a long, narrow cavern. Steamy green mists emanate from the room. Two masterfully crafted sacred incense censers (750 gp each) stand a majestic 6' tall on each side of the entrance, a desperate attempt to mask the stench from The Midden. Ripped unceremoniously from the altar in the main sanctuary (A8a), these religious icons were previously used at baptisms and garish weddings for the wealthy. Greedy characters who attempt to loot the censers will unleash The Midden's heretofore contained stench and its effects (see below) into the second hall (C12) for a period of weeks.

A stripped goblin corpse is impaled on a pike just inside. His crime: he tossed one of Lalrech's bags of jewels onto a pile in an ill-conceived attempt at revenge. The bag now sits atop the heap, its contents spilling out. Small objects glitter in the torchlight. The bag contains a large number of gems.

THE UNFORTUNATE CASE OF TOMUZ PEEpz:

Tomuz Peepz, of Swindle, went about preaching his own brand of spiritualism and salvation. He spent his spare time, which was considerable, in the bushes near a small bathing pond outside of Whisper. Though his actions there remained a secret, rumor was abundant in Whisper as to his true intentions. Tomuz vanished from public life. No one questioned the disappearance, though it seemed odd. Rumor in Whisper was abundant.

Upon entering the fetid cavern, characters must roll a save vs. poison or vomit uncontrollably for 1 round. A large gelatinous pile of filth towers up from the rear of the cavern. A small mire of soupy filth oozes from the pile, lapping gently against a rock outcropping 40' from the cavern's entrance. The corpse of the kidnapped ogler lies on the 'beach'. He has been scalped. His garb suggests that he was a resident of Swindle.

TREASURE:

Sacred incense censers (750 gp each)

Lalrech's Bag –

12 Rough Moss Agates (10 gp each)

Fine Moss Agate (50 gp)

Star Rose Quartz (100 gp)

Smoky Quartz (100 gp)

Blue Quartz (25 gp)

Rough Citrine (75 gp)

Fine Citrine (100 gp)

Small Eye Agate (25 gp)

Large Eye Agate (50 gp)

Onyx (75 gp)

Sardonyx (100 gp)

Malachite (25 gp).

17. ANTEROOM

Past a locked double door lies an intersection with four exits (to the north, south, east, and west). The southwest wall is masonry, while the other walls are comprised of natural cavern rock.

Behind the sixth exit - a locked double door - is a small chamber with 2 doors and a barricade. A large wrought-iron gate frames the south exit to the anteroom. The gate is barricaded and locked as the L'uort have become particularly hesitant to go deeper into the caves. The anteroom represents the end of the stonework, which was completed at the height of the monks' influence.

Lalrech carries the gate key. Unless previously encountered, he is located through the west door. Lalrech's door can be forced open per strength rules, but when opened it makes a very distinctive, loud noise that will alert Lalrech and his lieutenants if they are inside the war room (C18).

18. WAR ROOM

A large table sits in the center of this room. Six plush and ornate chairs surround the table. Upon the table is a great map. A silver dagger with a red garnet on the hilt is thrust into the table top. Some plates with meat and jugs of liquor are on the table. A chest sits in the room's northwest corner. The walls are adorned with six tanned hides.

Lalrech - (AC 2; MV 90' (30'); HD 4+9; HP 22; #AT 1 (scimitar +2); D 1d8+2)

Lieutenants (2) - (AC 4; MV 90' (30'); HD 3+2; HP 14, 16; #AT 1 (scimitar); D 1d8+1)

Gauntswept Scavenger - (AC 6; MV 120' (30'); HD 2+22; HP 13; (claw/bite); D 1d4, 1d8)

Conditional on party status:

L'uort Warrior (3) - (AC 6; MV 90' (30'); HD 2+1; HP 10, 7, 9; #AT 1 (short sword); D 1d6+1)

The silver dagger is a **dagger +2**. The chest contains booty from the L'uort's last raid on Whisper. It contains the following: a small gold trinket, shaped like an hourglass (10 gp), a bag of unsorted antique silverware (this was lifted from the Ingild family, they will pay a finder's fee of 25 gp for its return but its true worth is closer to 270 gp), the Furrow matriarch's prayer book, which is bound in fine leather with a gold clasp and the family name embossed on the cover (finder's fee 75 gp, worth around 30 gp), 15 small purses of silver and copper coins (120 sp, 220 cp total). Whisper's alchemist Kurtiss' stash of 'medicinal' fungi (10 gp to him), and various small

porcelain pieces and silver dinnerware from nearly every family in town (85 gp). Only goodwill and free drinks await good samaritans who return the porcelain to their rightful owners, or they can obviously be fenced in Swindle.

If the characters have successfully made it this far without alerting the garrison, Lalrech and 2 of his lieutenants, Vargluk and Vruthan, are deep in argument over the merits of sending another scouting party deeper into the caverns. Their quarrel can be heard through the door. The dispute is in broken Common and is peppered with surprisingly clever uses of profanity. Lalrech carries the gate key on his belt in addition to a small, shrewdly hidden key in his sleeve. This key opens the door to his chamber (C20).

Lalrech and his companions will immediately attack anyone who enters this room. Lalrech's pet, Pookie, a Gauntswept Scavenger with a spiked collar, will attack his target. If the characters' presence is known, an additional 3 L'uort warrior bodyguards will be here.

TREASURE:

Attoral Hide (6) - 120 gp each

*Silver Dagger - **Dagger +2***

Small Chest -

Hourglass-shaped trinket (10 gp)

Bag of silverware (270 gp)

Fine leather prayer book (30 gp)

Small purse (15 purses worth total 120 sp 220 cp)

'Medicinal' fungi (10 gp)

Silver and porcelain dinnerware (85 gp)

19. HAREM/TAILORING WORKSHOP

The walls and floor in this chamber are natural cavern, with fungus growing in the room's nooks and crannies. There are beds of straw and pieces of linen and wool piled about the chamber. Half-sewn loincloths and tunics are scattered about. Across the room is a closed door.

L'uort Seamstresses (9) - (AC 10; MV 90' (30'); HD 1-1; HP 7, 3, 4, 4, 6, 1, 6, 3, 5; #AT 1 (claw or bite); D 1d4-1)

The room contains a group of female goblins who labor away, sewing furiously. These are the clan's seamstresses, so their living quarters double as a workshop. Thread and other tailoring implements are chucked about as seamstresses croak throaty demands for items. There is a locked doorway to the rear of the room.

The workshop houses Lalrech's harem of 9 goblin females. They are unarmed, but will attack should anyone other than Lalrech enter this room. There are no goblin imps or pregnant females as one of the side-effects of the natural attoral venom and the venom elixir is impotence (a source of aggravation for the tribe). If more than 5 of the females are incapacitated the remaining group will attempt to flee or surrender.

The door to the next chamber (C20) is locked and there is a needle trap in the door handle.

20. LALRECH'S CHAMBERS

This small, smelly room is luxuriously furnished, but poorly apportioned. Hides hang from the wall over gaudy carpeting. An open chest spills coins from the northeast corner.

If Lalrech's key is not used or an unsuccessful attempt at picking the lock is made a needle trap will be sprung (save vs. poison or die). The door can be broken down with brute force without springing the trap mechanism.

Lalrech's room is richly appointed. There are rugs on the floors and many tanned attoral hides cover the walls like tapestries. It is very clean and has an ornate bed with a feather mattress, now tainted by a powerful stench. There is a large open chest in the northeast corner. It contains valuables looted from the monastery ruins when the goblins first arrived. Beside the chest are 2 unopened casks of wine.

The chest contains the following: 235 gp, 423 sp, 500 cp, 2 necklaces (1 pearl 180 gp and 1 amber 60 gp). There is also a potion of **healing** and a **Ring of Free Action**. There are 2 crude maps: One shows the location of other nearby humanoid clans, and the other is a rough map of the first area of The Subterrane (**Area D**).

The nightstand beside the bed is furnished with a foot-long piece of broken black crystal. This was brought to Lalrech by the survivor of a scouting party from the deepest reaches of the caverns. The crystal is shaped like a quadrant of a shattered geode, with a smooth exterior surface and a jagged interior. It radiates evil. Any character who touches it will feel very uneasy. If a character carries it for more than 2 hours, they will become nauseous and will make all saving throws at -2 (see [Appendix 2](#)).

TREASURE:

Rugs (4) - 140 gp each

Attoral Hides (3) - 120 gp each

Aged Wine (2) - 300 gp each

Nexid Orb Shard - See [Appendix 2](#)

Open Chest –

Coin Total - 235 gp, 423 sp 500 cp

Pearl Necklace (180 gp)

Amber Necklace (60 gp)

*Potion of **Healing**, **Ring of Free Action***

AREA D - THE SUBTERRANE



The walls throughout *The Subterrane* are scarred with cracks and small fissures. Some open into larger chambers just on the other side, others join with an extensive network of small, inaccessible jagged tunnels. Interstices run great distances between larger subterranean pockets. This underground network is vast, and plunges through hidden gaps into an immense tartarean ocean. They are the unplumbed depths. It is the dark, deep unknown of this realm. Its black tides drive foreboding forces through the tunnels above. Wind claws from below. Air whines through tunnels and bellows from cracks concealing great caverns, a concordant melody beating through the heart of the world.

Those who venture into these depths will pass very small cracks and fissures in walls and floors, which open into the aforementioned tunnels and pockets. Many such hidden areas have been claimed by young attorals, seeking sanctuary from predators, amongst other things. They sense pressure building from the depths below, clinging desperately to the rock and shrieking shortly before a blast of air issues from interconnecting tunnels and caverns leading into unseen depths, threatening to dislodge them from their refuge.

TABLE 6 - THE SUBTERRANE WANDERING MONSTER TABLE

1d6	Name	Number	AC	Hit Dice	# Attacks	Damage	Move	Special
1	Spiny Horror	3d4	6	1d6 hp	5 (clawx4, bite)	1d2x4, 1d4+1	60' (30')	Spine
2	Byrgh	1d4	3	3	2 (clawx2)	1d4, 1d4	120' (30')	None
3	Attoral, Young	1d2	5	3+1	3 (clawx2, bite)	1d4, 1d4, 1d6	120' (30')	Venom
4	Attoral, Adult	1	4	5	3 (clawx2, bite)	1d6, 1d6, 1d8	120' (60')	Venom
5	Tones of the Deep	-	-	-	-	-	-	-
6	Tones of the Deep	-	-	-	-	-	-	-

NOTE:

The Subterrane springs to life as characters foray deeper into the intricate cavern complex within, with increasing numbers of attorals lodging themselves into the interstices behind the complex walls. Shrieks erupt at intervals, followed by increasingly powerful gusts of air, which issue from cracked walls and columns. When the party approaches to within 15' of a fissure, there is a 20% chance of hearing a shriek, followed by an attoral attack. Some attacks are a 1-shot attack with surprise and no further aggression. Further into the complex, such attacks may be followed by an attoral Viper Strike (see [Appendix 3](#)).

There are other caverns in the foothills and mountains near the Whisper Vale, that, as of yet, remain, undiscovered. These underground pathways allow the younger attorals to travel between distant caverns in search of new mates and unsurveyed depths in which to establish colonies. They also are used as foraging spaces for fungi and other underground plants which make up a significant portion of their diet.

1. GRAND CAVERN

Swallows nest in stalactites, which have formed over the years from moisture dripping slowly down through five natural shafts dispersed throughout a massive domed ceiling. Their songs echo in the dim chamber, dying plaintively away into an eerie silence in the cavern's reaches. Stalagmites stretch up from the ground below the shafts, forming jagged crowns around four murky pools. These shafts provide the cavern with dim illumination, leaving remote corners in a hazy twilight. In the darkest corners, patches of mold grow around wet surfaces where moisture has collected. The south wall features a gaping hole leading to an intersection of tunnels.

Byrgh (5) - (AC 3; MV 60' (15'); HD 3; HP 9, 10, 22, 11, 18; #AT 2 (claw/claw); D 1d4-1)

Passing through the wrought iron gate in the Anteroom ([C17](#)), characters will find themselves in a short, 10' passage, which opens to a spacious cavern beneath the hill. The cavern's ceiling curves up to 80' above the center of the room. During the day, pillars of light illuminate the natural crowns below. By night, the stars and moon cast eerie beams into the room.

Five Byrghs scavenge amongst the fungi and uneven rock formations of the chamber's floor.

1A. ENTRANCE

As the short passageway opens into the cavern, characters are greeted with cool, moist, fresh air. A heap of rusted picks and shovels sits at the cavern's mouth to the west. Beside it is an assortment of crude excavation and exploration tools. These items, while makeshift, are still in usable condition.

1B. BYRGH NEST

This recess is filled with a nest. It is a muddled mess of mismatched items, including bones and bits of barrels and crates. Three crab-like creatures mill about the nest.

Byrgh (3) - (AC 3; MV 60' (15'); HD 3; HP 20, 14, 12; #AT 2 (claw/claw); D 1d4-1)

Byrghs collect anything they can carry, which they haul around on their backs. Once overburdened, Byrghs return to the nest to drop their loads and begin foraging for more. Such nests vary in size and composition. Three Byrghs occupy the nest.

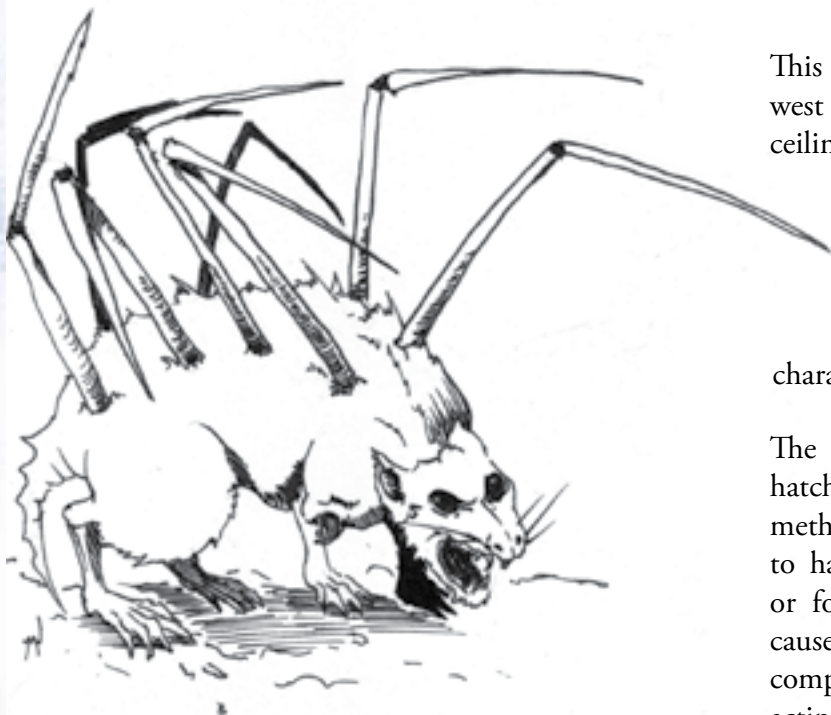
1C. CAVERN CENTER

The center of the cavern sits beneath the largest shaft, breaching the hillside above. The shaft's perilous nature is revealed by a pile of carcasses from local fauna at different stages of decay, resting in a natural depression in the floor. This pit is dry. The sound of dripping water echoes softly from a hidden fissure. Drawing nigh evokes an inexplicably powerful sense of vertigo.

Unlike the other 4 pits, this pit is dry as moisture escapes down through a narrow (18") fissure. Entering the pit disturbs the lattice of bones, sending some of them into the fissure. A staccato tapping follows as the bones clatter beyond the range of hearing. The depth is beyond measure.

1D. SOUTHWEST CORNER

This area is shrouded in gloom. Surveying symbols have been etched into the wall near a crude etching of a demonic symbol, similar to the one near the well in the ruined courtyard ([A2](#)).



2. CUL DE SAC

The floor here is slick with droppings and bodies of dead rats and bats. A cacophony of small clicks can be heard from this cul de sac. The noise is concentrated in a recess at the far end. A hollow carapace lays just inside the cavern, spines digging deep into its shell.

Spiny Horror (8) - (AC 6; MV 60' (30'); HD 1d6 HP; HP 3, 4, 5, 5, 2, 2, 4, 5; #AT 5 (Spine x4, Bite); D 1d2, 1d2, 1d2, 1d4+1)

A dry passage in the southeast corner of the cavern leads to another small chamber. A dead Byrgh lies just inside; the recent prey of a group of subterranean spiny horrors, only 8 of which remain (they are occasionally eaten by the larger attorals). Originally a prospering pack of 40 individuals, their numbers have dwindled due to the same dark energies that corrupted the attorals. They became almost rabid, occasionally resorting to cannibalizing their own.

A cluster dangles from the ceiling, springing to life as characters come within 15'. Once alerted, spiny horrors skitter down the walls and leap toward their prey.

3. WEST CHAMBER

Young Attoral (2) - (AC 5; MV 120' (60'); HD 3+1; HP 8, 11; #AT 3 (claw/claw/bite); D 1d4, 1d4, 1d6 +Venom)

This cavern is reached through a natural cleft on the west wall of the grand cavern ([D1](#)). The walls and ceilings are covered in fungus and the walls are slick with moisture. Near the rear wall, close to the ceiling, a pair of young attorals have built a nest made of sputum and regurgitated fungus. The nest forms a protective wall, providing cover to the attorals, as well as the element of surprise to characters not explicitly searching the ceiling area.

The nest is relatively new and there are no eggs or hatchlings nearby. If characters have uncovered the method used to create the goblins' elixir they may choose to harvest some of the nest structure for themselves or for others to study. While ingesting attoral eggs causes random effects ([Table 5](#)), consuming their nest compound has no effect, except as a violent and fast-acting purgative.

4. INTERSECTION

Passing through the south wall of the grand cavern ([D1](#)), characters find themselves in an intersection of tunnels, running in all directions. The intersection opens into a massive cavern complex to the south, with tunnels to the east and west. This area is small and stifling, though the air is surprisingly fresh. As characters enter the intersection, a distant shriek pierces the silence, answered by another, louder cry. If the party has not encountered the attorals in the west chamber ([D3](#)), a third and fourth shriek will follow in quick succession.

5. EAST WING

Tunneling east from the intersection outside the grand cavern ([D1](#)) is a long (150') corridor, which curves around to the north, culminating in another large chamber.

5A. EAST TUNNEL

This long, dark tunnel runs 150', then bends north. Four strike points line the walls; 3 are interspersed along the south wall and 1 cuts into the east wall where it snakes around to the north.

5B. SUN CAVE

This round, well-lit chamber is 45' in diameter. A massive sink pit in the hillside above has collapsed in the center. A pile of rock lays in the middle, ringed with a pool of water. A school of silvery fish swim idly through the clear water.

6. THE APOTHECARY

This long passageway is remarkable for its toadstools, which form small colonies on the walls and ceiling.

A short tunnel to the west of the intersection (**D4**) leads to colonies of toadstools. Gathered in small clusters on the floor and walls, they quiver when approached. This movement discharges a fine mist, numbing the skin of any passerby for a few seconds.

7. SIDE CHAMBER

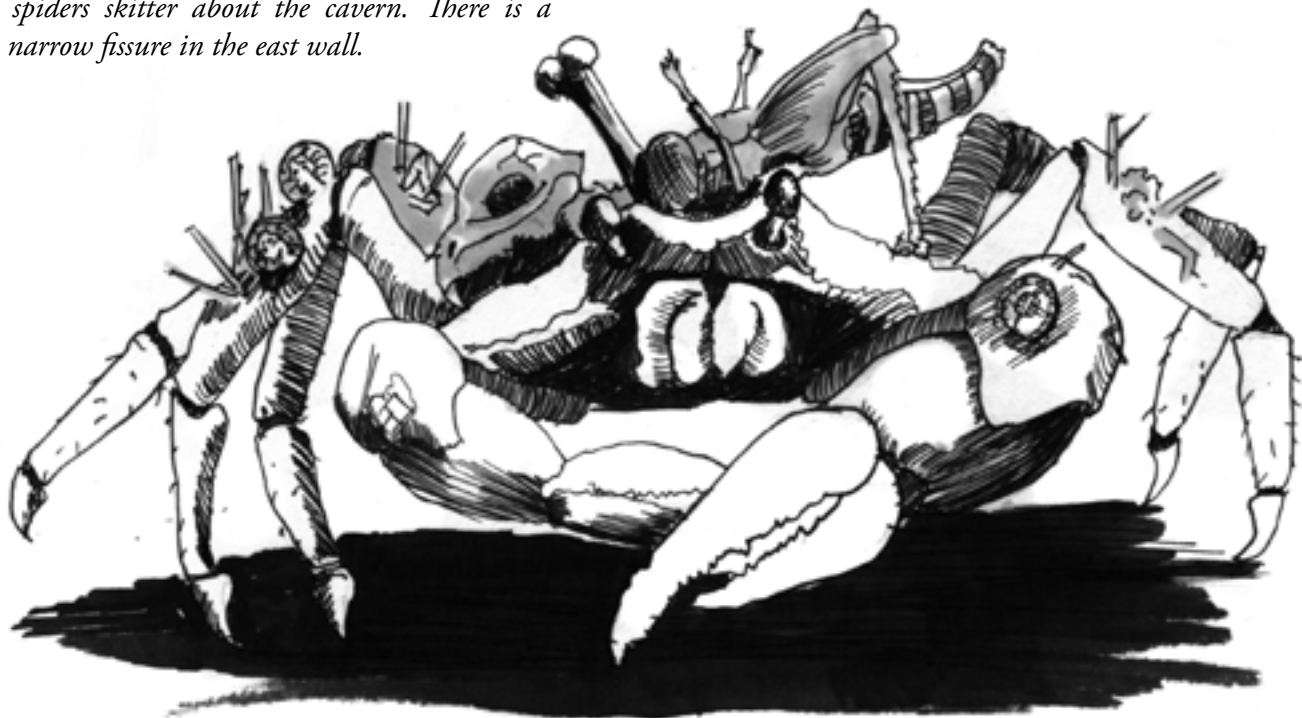
This large curving cavern is made of limestone shelves. They drip with moisture that nourishes masses of fungi. Small spiders skitter about the cavern. There is a small, narrow fissure in the east wall.

8. NEST CHAMBER

Adult Attoraless - (AC 5; MV 120' (60°); HD 3+1; HP 10; #AT 3 (claw/claw/bite); D 1d4, 1d4, 1d6 +Venom)

A narrow crack in the east wall of the side chamber (**D7**) presents an inaccessible (to the characters, without magical means) entrance to a protected attoral nest. A similar crack issues from the opposite side into a nest chamber. A fresh clutch of 21 eggs are clumped together, secreted to walls and floors within the nest chamber in an attempt to protect them from the cyclical exhalations of the deep. An adult attoraless keeps vigil.

Unless attempting deliberate stealth as the party passes by either entrance, the fiercely protective attoraless will attack using the narrow fissures concealing her den to her advantage. Such an attack will be immediately preceded by the click of talons on stone. She will then use her venom attack on the nearest character (*consult Table 1*) followed by a reptilian shriek. Should the party remain within range or attempt an attack, she will become enraged and strike like a viper (within a radius of 4' of the strike point) and disappear back into her lair and retreat further into the network of interstices behind the walls, if necessary.





9. REAR CAVERN

The room is illuminated by several torches lining the rear walls. A crude heavy metal gate lies on the floor next to goblin workers along with an assortment of spikes, hammers, and other sapping tools. A shaft drops into the darkness nearby. Fingers of white mist creep randomly from the hole, which the goblins cautiously avoid. Darkness envelops the southeast corner.

L'uort Work Detail (5) - (AC 8; MV 90' (30'); HD 2+1; HP 9, 5, 13, 9, 11; #AT 1 (picks, shovels); D 1d4-1)

L'uort Guard (4) - (AC 6; MV 90' (30'); HD 2+1; HP 9, 9, 12, 8; #AT 1 (spears); D 1d6+1)

This chamber is similar to the grand cavern ([D1](#)) due to its expanse and small shafts of light and air that penetrate through the hill above. Fungus grows in dark corners and the walls are very moist.

A work detail of 5 L'uort warriors toil desperately with picks and shovels in the southwest corner of this chamber. Four armed guards spit pejorative encouragement.

Should the party opt to observe at this juncture, they will notice that every few minutes a goblin will accidentally pass through the mist and let out a muffled cry. The afflicted will show no signs of duress or injury, merely fright.

This crew is attempting to install a makeshift gate over the shaft leading down into The Precipice ([Area E](#)), under orders - and threats - from Lalrech. Over the previous few weeks 7 goblins have gone missing or turned up dead on missions into the The Precipice. They have been warned about ancient attorals that make the The Precipice their lair, but until now they had paid little heed. Previously, it was common knowledge amongst the L'uort scouts that if they were reasonably cautious, they could go about on their scavenging missions with little to fear. Apparently, this is no longer the case, given the obvious alarm manifested by *this* group. This is the deepest any from this party has delved, and they are visibly fearful.

If they are captured and interrogated, any information they share will only be second-hand and vague. They are, however, intensely aware that they are not installing the gate for their own entertainment, as many of their clan's strongest warriors have become hesitant to descend. The corpses of 3 unwilling tribe members are brutally impaled nearby.

10. OBSIDIAN SHELF

Narrow obsidian walls rise sheer in the southeastern corner, emitting a dim sheen. Pestilent darkness stabs through the wall like an ebony blade. The darkness is so complete that it seems to overwhelm even light thrown from torches or lanterns.

Escalading a 4' shelf into the wall brings characters into a black crawlspace. Writhing through it for 6', characters will emerge into a spherical obsidian warren ([D11](#)).

11. THE WARREN

The Warren is every linkboy's worst nightmare. An obsidian shelf opens to a large, spherical lava chamber. There is a 10' drop into the interior. A mummified attoral corpse lies directly below the shelf within. Characters are engulfed in a blackness so complete, the very air seems stifling and sound is muffled. Massive obsidian columns form a disorganized maze about the floor, reflecting a muted glimmer as lights play over them. Jagged convex walls of granite rise into the darkness above. Full exploration requires time, and reveals nothing aside from the gleam of a single ribbon of gold in the pillar in the very center.

AREA E - THE PRECIPICE



The locus of both the attorals' and the goblins' transformation lies in *The Precipice*.

The Precipice was never explored during the monks' tenure at the monastery as the tin vein that was the impetus for the initial excavation into the hillside was depleted near the entry to the grand cavern. The area remained untouched by any of the surface folk, until recent, reluctant forays by the strongest of the Luort warriors. Many years have passed since the Attoral Broodsource seeded a new colony here. Ceaseless nights and a shortage of predators allowed the colony to grow. The Broodsource pair dominates this subterranean ecosystem. They reign over these caverns, at a cost. For they have become too massive to escape into the upper reaches. This is a process which has repeated itself in many other caverns throughout this part of the world.

The Broodsource remain trapped here, having long ago outgrown any of the available exits to the world outside. They feed and breed with impunity. Their own offspring must elude them, as their instinct is to eat, kill, or drive out potential rivals. Thus is their despotic hierarchy preserved. The Broodsource are territorial and will destroy the nests or offspring of other colony members. This explains the nests in the caverns above, as lesser attorals seek refuge beyond the reach of The Broodsource.

It was in this deep place that the Nexid Mouthgate appeared during autumn's new moon. On a fall day and over the course of one night, a sheer cavern wall was corrupted. The middle of the wall opened into a gaping mouth with fangs and closed eyelids. The mouth sat silent for months. Finally, it unlocked its jaws to the subterranean world around it. As the mouth opened, a thick white mist rolled forth into the precipice like a rising tide. It covered the area with heavy white fog. Fourteen perfectly smooth and reflective black orbs vomited from the gaping stone jaw. The orbs came to rest in semicircle around the Mouthgate.

Except for an occasional attoral silently scavenging for food, the Mouthgate Chamber remains undisturbed.

Then, last night, the Nexid Mouthgate opened its eyes and began to cry, shedding dark, silent tears.

1. PRECIPICE ENTRY CHAMBER

Notes:

Ten orbs remain in the likeness of a toothless grin. As to the fates of the missing 4, 1 orb was shattered by a Luort scavenging party - the largest shard sits on the nightstand in Lalrech's chamber (C20). The event concerning the fate of the other 3 are what led to the tribe's attempt to seal the shaft into the precipice. A second foray of well-armed Luort warriors ended in calamity. When they entered the Mouthgate Chamber, 3 orbs 'sang' to each other. They resonated, a small atonal choir, quivering with each off-key note. The goblins watched in quiet fascination, not knowing what to do next. Baffled by the phenomenon, the party leader gathered the courage to confront one of the 'singing' orbs. As he touched the orb, a brilliant, blinding flash filled the chamber. When the Luort regained their sight - and their wits - they realized that they had lost a goblin and that the number of orbs in the room had decreased by 3. The warriors instantly wilted with fear and fled to the relative safety of their own lair. Their report inculcated a feeling of dread into their tribal leaders (their shaman especially). The survivors were executed. Such is the price of silence.

Each of the 10 remaining orbs immure a Nexid Slave.

A mist blankets the floor. Moving through it creates ripples and currents. Small pillars of mist waft, ghostlike, into the shaft.

The shaft from the upper caverns is 40' deep and 5' wide. The climb down is arduous, but the chance of falling is minimal (10% without the use of ropes or other climbing implements). The shaft ends in a small round chamber, roughly 30' in diameter. The air is heavy with moisture. White mist blankets The Precipice floor.

2. CAVERN HALL

This vast cavern's ceiling is packed with speckled fungi. Pin points bioluminesce eerily when passing beneath where the fungi dwell. A shredded nest hangs from a crevice in the ceiling.

The southern exit from the precipice entry chamber (E1) leads into a massive corridor. Initially a narrow 10' passage, it gradually widens to 60', and tapers down again to a dark tunnel at the south end. The cavern's ceiling is dense with a speckled fungus (Fungalloyd) in varying shades of gray. The Fungalloyd's specks illuminate when a source of heat draws near, evoking an effect similar to stars on a clear night. Intense heat, such as that of a torch, will release the bioluminescent spores. They will drift serenely to the cavern floor. The ground is littered with fragments of egg shells, which snap underfoot. The body of a juvenile attoral lies just below the layer of mist, its throat slashed.

PRECIPICE - SOUND TABLE

(REPLACES WANDERING ENCOUNTER CHECK)

1d6	Name	Number of Repetitions (per event)	Volume	Morale Check
1	Skittering behind walls	1d4	Loud	No
2	Hiss of Cold Air	1d4	Soft	No
3	Attoral Call	1d2	Loud	No
4	Broodsource Roar	1d2	Loud	Yes
5	Tones of the Deep	1	Soft	No
6	Tones of the Deep	1	Loud	No

3. THE BLACK MERE

Dark waters lap lightly on the shores of a subterranean lake. The lake's surface is obscured by thick, swirling mist. Woodworking implements lie about a rocky shoreline. The mere's surface is still. It is swallowed by the darkness, the ubiquitous mist ends at the shoreline. A rock juts out of the surface of the mere, 30' from the nearest shore. A boat's keel and ribs jut out of the water just off the island's shore like the bones of a beached leviathan. Its planks float tranquilly about the wreckage.

Giant Toad - (AC 4; MV 90' (30'); HD 5; HP 22; #AT 1 (bite); D 2d4 +Swallow)

The southern pass of the cavern hall ([E2](#)) opens into a large cavern. Dark water laps against a shore, obscured by precipitous mists. Firm ground hugs the cavern wall, curving around the mere to the south into a long darkness. A long march, single-file, will eventually lead to the bottom of the courtyard well ([A2](#)). The western wall of this cavern (immediately north of the mere) has 2 piles. The first is a heap of roughly-hewn planks. A second pile contains 2 saws, 2 hammers, and a stack of rusty nails.

The island is home to a giant toad. This toad usually feeds on subterranean insects and attoral hatchlings, but it is not picky. Should any party members enter the pool, the giant toad will investigate. If the waters of the lake remain undisturbed, the toad will keep to itself and remain hidden.



4. THE DARK FOREST

This dense cavern slopes gently downward and is thick with formations of rock. Each of the columns grows into a low-hanging ceiling lush with a stalactite canopy. A pathway winds through the pillars of stone, which crop up every few feet. Water drips from above, creating the sensation of a gentle rain. The ubiquitous white mist settles just above the ground.

Byrgh (6) - (AC 3; MV 60' (15'); HD 3; HP 9, 12, 12, 11, 16, 15; #AT 2 (claw/claw); D 1d4-1)

Prime Byrgh - (AC 2; MV 60' (15'); HD 3+4; HP 22; #AT 2 (claw/claw +Orbis Dolor); D 1d4-1)

Six Byrghs scavenge below the mist, which ripples behind them. A nest lies in the southernmost alcove. A thick column rises a few paces from the nest; fossilized remains reach from the rock. Its arms are outstretched, as are its wings, one of which has been broken. The remaining wing extends a full 9' from the column. Close inspection of the fossil reveals a fracture in the neck.

A single massive Byrgh patrols the nest. One item sits atop its carapace, the **Orbis Dolor** (see [appendix 2](#)), a large black choker of unknown material. Engaging the Prime Byrgh awakens the power of the **Orbis Dolor**, sending all other Byrghs scurrying for cover. This initiates a defensive reaction by the **Orbis Dolor**. A shock wave knocks players and mist back in a ring from the Prime (save vs. spells to avoid). Players combat the Prime in a magical ring. The **Orbis** decreases the Prime's AC by 2. Characters attempting to cast a spell within the ring of combat must roll a save vs. spell, else the spell will be interrupted.

The nest contains the characteristic collections deposited by the Byrghs, as well as an ancient black satchel, an ancient **dark blade** (long sword +2), a bone ring (600 gp), a fire opal (400 gp), and an oddly-cut emerald (600 gp).

TREASURE:

Orbis Dolor - (see [appendix 2](#))

Ancient Satchel – Contains bone ring (600 gp), fire opal (400 gp), oddly-cut emerald (600 gp)

Dark Blade - Long sword +2

The Luort's hand clutches a Nexid Orb shard. A pouch containing 38 sp lies nearby, as well as a notched and broken sword.

This is the lair of the Attoral Broodsource. The famished male picks through rotting carcasses in an effort to satiate himself. His hunger has made him bold, and he will ruthlessly attack any who enter his lair. Unlike the Attoraless, the male's attacks are calculated and strategic.

8. THE LATTICE FALLS

Mist flows down a gentle slope. Crystals cut through the mist, creating ripples and eddies. The crystals are bluish in color, though any definite color is difficult to ascertain as a result of their lucent properties. Over the edge, crystals jut from the cliff face, providing a way down.

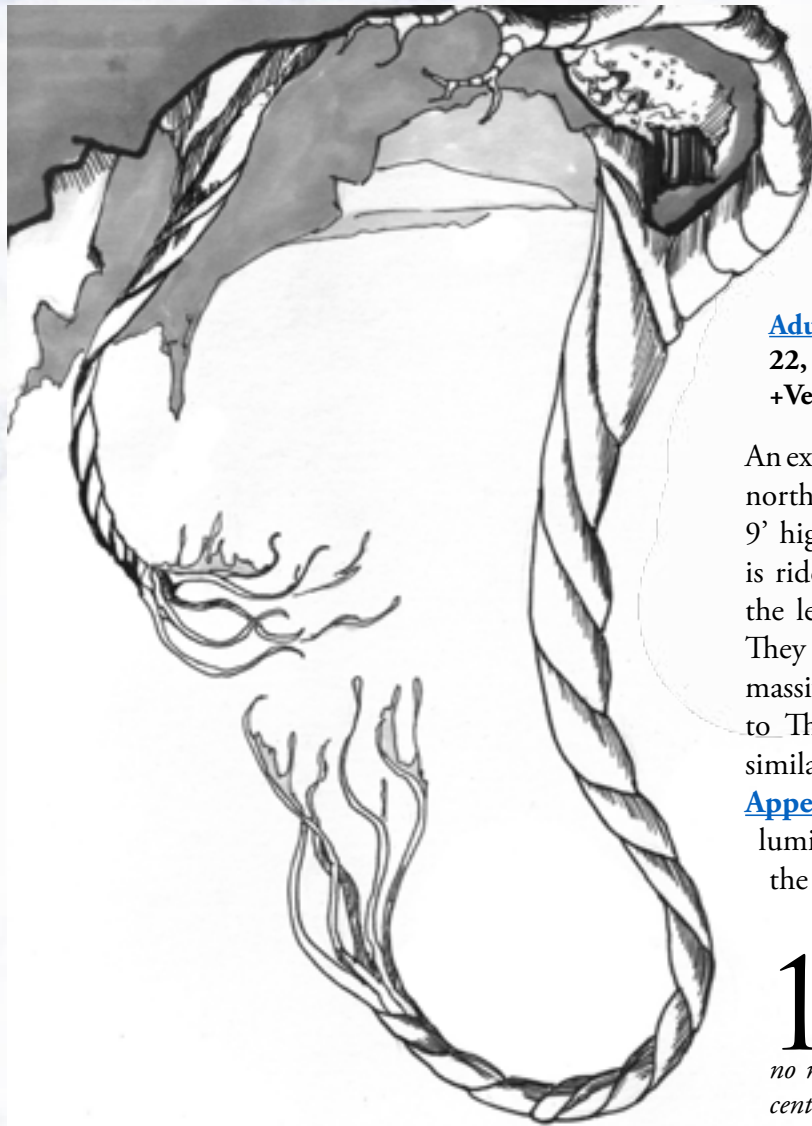
A small cavern, similar to the precipice entry chamber ([E1](#)), descends 20' into the darkness. The crystals are rare and valuable (each fetching upward of 100 gp if removed). Metalworking tools are required to remove them and they are unwieldy. Striking the crystal with any metal object will cause a high-pitched sound that can be heard by anything in the precipice. After 20', the slope suddenly drops, sending the mist cascading like a waterfall over its edge. Without using rope or other climbing gear, the players risk a precipitous fall. A 10' drop at the bottom lands characters into the pooling mist.

9. THE NETHER TUNNEL

Shaped like a cylinder, this passage is jagged with crystal shards protruding from the walls and floors of the corridor. They reflect light in the same strange manner as the crystals in the previous chamber. The mist flows lazily in a gentle current, like a meandering meadow river.

Young Attoral - (AC 5; MV 120' (60'); HD 3+1;
HP 14; #AT 3 (claw/claw/bite); D 1d4, 1d4, 1d6
+Venom)

Echoes' reverberations are magnified, making stealth unlikely. A young attoral chews on a rat at the end of the passage. It flees through the southern exit as characters enter the tunnel.



10. THE CRYSTAL VINE-YARD

This spherical vault is covered with crystals, reminiscent of a geode. The air in this cavern is still. Rows of subterranean plants hang from the ceiling, swaying in eerie harmony.

Hanging Snagwort - (AC 6; MV 0 (5' range); HD 3; HP 11; #AT 1 (tendrils); D 1d6)

The Nether Tunnel ([E9](#)) leads to a grand spherical chamber, 50' in diameter.

Within the fleeing attoral fights desperately against a large hanging snagwort, which flings it back and forth against the crystals. It uses a sticky tendril to grasp and club its prey to death against the walls. Beyond this violent struggle, 5 rows of snagworts (number of snagworts per row is 2d6 or GM discretion) can be seen hanging, swinging harmoniously.

11. THE GAUNTLET

A long tunnel is honeycombed with small fissures. A disconcerting series of staccato ticks can be heard echoing behind the walls. Masses of fungus illuminate the walls and ceiling in concert with the movement behind.

Adult Attoral (2) - (AC 4; MV 120' (60'); HD 5; HP 22, 19; #AT 3 (claw/claw/bite); D 1d6, 1d6, 1d8 +Venom)

An exit in the northeast corner of The Hatchery ([E6](#)) leads north, through a long, straight tunnel. The Gauntlet is 9' high and approximately 20' wide. The 210' passage is riddled with cracks and fissures. The interstices run the length of the tunnel behind The Gauntlet's walls. They are used by 2 adult attorals as a protected lair. A massive Fungalloyd blankets the ceiling. Upon entry to The Gauntlet, characters are met with a dynamic similar to that of the cavern hall in The Subterrane (see [Appendix 3](#); as described in [D8](#)). Portions of the colony luminesce as the attorals pass back and forth behind the rock above.

12. THE MYCENAEUM

This chamber is covered by a low mist and has no natural lighting. A narrow pathway passes through the center. With the exception of this trail, dark, twisted fungus thickly coats all surfaces.

The fungi's proximity to the Nexid Mouthgate has corrupted it. It has become warped - forming misshapen hands and claws - clutching at passersby from all directions. Should a character pass within a foot of the trail's edge, a choking spore cloud bursts with a loud 'pop', initiating a chain reaction that radiates from the point of contact. This event causes no damage, but interferes with movement and communication.

13. THE MARCH

This smoothly bored hallway runs in a straight line west from The Mycenaeum ([E12](#)) to the Nexid Antechamber ([E14](#)). It is coated by the Nexid Flow (refer to the description in [B9](#)). Thick mist swirls and flows across the floor toward The Mycenaeum. Bright light reveals glimpses of shadowy images and demonic faces upon the walls and ceilings. The tunnel, however, is surprisingly smooth. Light issues from the west exit.

14. NEXID ANTECHAMBER

This massive domed chamber is bisected by a sheer wall to the west. A map of the Whisper Vale and the lands beyond is delicately inlaid into the wall in silver. The walls are as smooth as glass; patterns ebb and flow just beneath the surface. Floating beneath a high ceiling, just below the apex, is an amorphous globe, which illuminates the entire cavern.

Ten orbs form a barrier in a broken semicircle extending from a gaping mouth, framed by a face at the center of the western wall. It is the tearful visage of a tartarean goddess. The likeness is bewitching in its detailed beauty, yet hints at impending doom. She holds silent vigil over the antechamber. A tear slips from indifferent eyes. Her fanged mouth frames a pulsing distortion.

Nexid Slave - (AC 4; MV 120' (60'); HD 2; HP 10, 8, 10, 10, 11, 11, 14, 10, 7, 15; #AT 2 (claws); D 1d4, 1d4 +Spells)

Nexid Soldier - (AC 4; MV 90' (30'); HD 4; HP 21; #AT 1 (long sword +1); D 1d8+1 +20% resistance sleep, hold, charm)

This is the Nexid Mouthgate. The barrier orbs protect the gate. Characters must roll a save vs. spells, or be drawn to touch the nearest orb. When touched by a character, the orb will pulse and shatter, releasing a Nexid Slave. Should a character attack the orb with a weapon, it will not pulse, but shatter into large shards, destroying its contents. After 3 rounds, the nearest orb to the characters will release another slave. This continues until 3 orbs remain.

The gate senses when there are only 3 orbs left intact, whereupon energy rips through the gate and a tall Nexid Soldier wielding a black blade materializes. He will fight within the boundary originally set by the orbs until he reaches half his hit points, at which time he will commune with The Mouthgate in his native tongue. The globe above implodes and its light is doused. The Mouthgate devours the Nexid Soldier when it perceives that he is outmatched.

His silhouette lingers briefly before being ripped apart, a sacrifice providing the dark energy necessary to demolish The Mouthgate. A sliver of light escapes from the portal. Looking into the portal gives the distorted vision of a vast underground stronghold with hundreds of armed Nexid Soldiers standing in deadly formation. Just beyond the ranks is the unmistakable form of three identical gates, all of them active, tears streaming. Any attempt to force entry to this phasma will automatically fail. Characters who make such an attempt must save vs. spells, or become catatonic for 48 hours. After 1 round the Mouthgate hisses, shudders, and is torn asunder.

There is a small crevasse in the northwest corner of the chamber. Nexid Slaves have deposited items retrieved during their probes. Within a pile of L'uort skulls, broken weapons, and L'uort miscellany are the following items:



A black leather spell book containing the following magic-user spells:

1st Level – **Sleep, Protection from Evil, Allure, Spider Climb**

2nd Level – **Locate Object, Pyrotechnics**

3rd Level – **Fireball**

A scroll in a bone tube containing the following Cleric spells:

Dispel Evil, Cure Critical Wounds, Withdraw

A second scroll in a pouch contains the following Cleric spells:

Divination, Commune

Resting in an ornate wooden box is the blade of a **Voulge Guisarme +2**. An ancient portrait has been tossed near the box. A soiled silk loincloth is draped over the painting. Delicately embroidered in silver thread is the letter ‘*Œ*’. The loincloth secretes a confidence-inducing aura within a 5’ radius. Known by its nefarious former owner as the **Charming Garment** (see [Appendix 2](#)), it was the property of an appropriately shunned resident of the Whisper Vale.

crowd quickly dissipates. Unfazed, Lialo remarks that the party’s search for answers to inquiries about corruption might find truth in the most degenerate of souls. After all, if you want to learn about corruption, ask the degenerate... *Thopas*.

The logical path is the coward’s road. It leads hundreds of leagues south to great stone walls.

Should the party choose to seek answers, the ultimate answer lies with the most despicable individual. Asking around for messengers will prove futile, thus begins the short road to a diminutive illusionist. When confronted, characters will be met with bile, derision, and vulgar insults (lots of these). His vitriol depleted, Thopas sighs, takes a seat, yawns, and slips back into his usual perfidy, finally deigning to listen. He stares ambivalently as the tale unfolds, but remains silent to its conclusion. After some reflection, Thopas simply states...

“You’re approaching this all wrong. The Mouthgate is not an entrance. It is an exit.”

EPILOGUE

IT IS NOT AN INVASION. IT IS AN EXODUS.

Finé:

Following the destruction of the Mouthgate, the party is tasked with extricating itself from The Precipice and returning to the relative safety of Whisper. Upon arrival at Whisper, characters’ tales will be met with disbelief until they display evidence of their veracity. Although fantastical, the party’s tale is received with stunned silence, quickly followed by abject terror. Whisper’s citizens turn to their elders for answers, who turn to the priest, their apprehension growing. To the citizens of Whisper, tales of a distant menace seem secondary to a more proximate menace. They enthusiastically embrace the constable’s suggestion that the party seeks the temperance and strength for which Cleft is known. Their typical sense of complacency is unmasked by their unusual sense of urgency. Lialo steps forward to suggest the unspeakable. Anticipating Lialo’s suggestion, the

APPENDICES



APPENDIX ONE

MALEVOLENT CREATURES

Please note –

The creatures encountered in *Whisper & Venom* are influenced by decades of previously published work. The Spiny Horror and The Hanging Snagwort are from *Monsters of Myth* and are used with permission © 2006, Matt Finch. All others are property of Lesser Gnome, © 2013. All creatures considered as Lesser Gnome's can be used for non-commercial purposes so long as credit is given. All artwork is © 2013, Lesser Gnome and its use is restricted to non-commercial applications without explicit permission. All rights reserved.

ATTORAL

	Young	Adult	Broodsource
Freq:	Rare	Rare	Very Rare
No. Encountered:	1d4+1	1d4	Special
Size:	Medium	Large	Very Large
Move:	120' (60')	120' (60')	150' (90')
Armor Class:	5	4	3
HD:	3+1	5	6
Attacks:	3 (claw/claw/bite)	3 (claw/claw/bite)	3 (claw/claw/bite)
Damage:	1d4, 1d4, 1d6	1d4, 1d4, 1d8	1d6, 1d6, 1d8
Special Attacks:	Spitting Venom	Spitting Venom, Viper Strike	Spitting Venom, Leap
Special Defenses:	None	None	None
Magic Resistance:	Standard	Standard	Standard
Save As:	F1	F3	F5
Lair Probability:	50%	30%	80%
Intelligence:	Animal	Animal	Animal
Alignment:	Neutral	Neutral	Neutral
Level/XP	75	110	250

In caverns and caves throughout the world reptilian attorals thrive as omnivorous scavengers and hunters of small vermin. Cave insects, rodents and carrion - and a variety of underground fungus - form their meager diet. They are skittish, opportunistic creatures, which become fierce when cornered.

They form colonies of 10-30 individuals, with a dominant pair (known as the Broodsource) who are the only members of the colony that successfully breed. This is due to the Broodsource pair's destruction of any nests built by their offspring. As attorals reach adulthood, they become significant rivals of the Broodsource pair and are mercilessly slain.

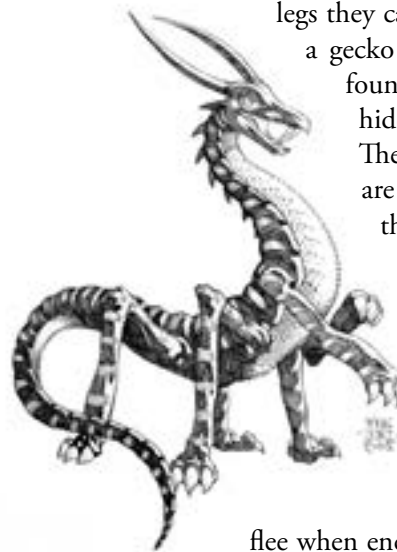
Attorals are grayish in color, with six legs - similar in appearance to a basilisk. Unlike basilisks they are slender

and lithe of limb and body. With their six legs they can cling to any surface, like a gecko or a spider, and are often found on cavern ceilings or in hidden alcoves.

They have infravision but are near-sighted, rendering this ability nearly useless.

To compensate for poor vision attorals possess acute hearing which is the basis for a sensory system similar to bats.

Clever, but of animal intelligence, they are generally passive and will



flee when encountered. They build nests

and hiding places with venomous sputum and regurgitated plant matter. This nesting material can be used in poisons and has been harvested by various humanoids for this very reason.

Their primary weapons consist of their two front claws and poisonous venom. The venom does 1d4+1 points of damage on contact unless the victim has a successful save vs. poison for half damage. The poison effect lasts for only two rounds; during the second round another save is made with failure resulting in only a single hit point of damage. Adults also have a *Viper Strike* ability, where they make sudden strikes from very small tunnels. Such strikes are never used more than twice from the same ambush point. The female Broodsource, unique amongst the colony, has a blindingly fast leap that does double damage to a single target. This occurs only when she is encountered in a nest chamber containing her eggs or newly hatched offspring.

Prepared attoral hides are highly prized by leather workers, due to their novelty fashion value. Properly treated and worked attoral hides are a fashion statement. They are treasured by rich fops and faux aristocrats for their elitist appeal. Attoral leather is used in everything from bookbinding to cod piece manufacture. This is due to its resilience and the shine it retains after dyeing.

BEE, GIANT

Freq:	Uncommon
No. Encountered:	1d6
Size:	Small
Move:	150' (50')
Armor Class:	7
HD:	1d4 hp
Attacks:	1 (sting)
Damage:	1d3
Special Attacks:	Poison
Special Defenses:	None
Magic Resistance:	Standard
Save As:	F1
Lair Probability:	20%
Intelligence:	Animal
Alignment:	Neutral
XP	10

Giant bees are similar to domesticated honeybees in every way except their immense size. Up to 3' long from mandible to stinger they pose a significant threat to intruders to their hives. Due to its large stature, the bee's poison can prove fatal to even large creatures. They are wisely avoided.

Giant bees dwell in mounds or tunnel structures, similar to anthills. Each hive has up to 100 members and a single queen. The queen's royal jelly is prized by alchemists and spell-casters for its use in potent potions and as a material component in incantations.

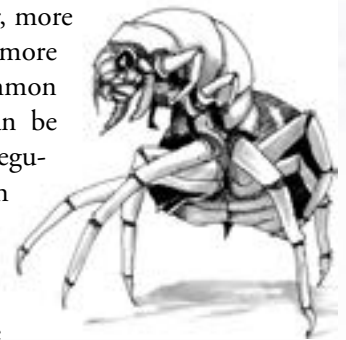
Stories tell of the giant bees being used by giants and other huge folk in the same manner as their diminutive cousins. Few believe these stories as more than fireside tales for children. The only evidence of this is the occasional corpse of a hill giant or ogre covered with bee stings and giants' legendary appetite for honey.



BEETLE, MONSTER

Freq:	Uncommon
No. Encountered:	2d8
Size:	Small
Move:	120' (40')
Armor Class:	4
HD:	2+2
Attacks:	1 (bite)
Damage:	2d4
Special Attacks:	None
Special Defenses:	Carapace Cloud (see below)
Magic Resistance:	Standard
Save As:	F2
Lair Probability:	50%
Intelligence:	Non
Alignment:	Neutral
XP	50

The Monster Beetle is larger, more noxious, and significantly more aggressive than its common cousin. Monster Beetles can be found nearly everywhere regular insects are found; though they prefer to make their lairs in abandoned buildings and caves. The only real requirement they have for a lair is that there is enough prey. They have voracious appetites and they grow quickly, reaching an ultimate size of 3'-4' in length.



Having only animal intelligence and brutal instinctive aggression makes their behavior predictable. Once a Monster Beetle detects a threat it will attack by approaching slowly and sensing its environment with its antennae. Monster Beetles only retreat if they have been mortally wounded. When found in its lair the Monster Beetle will charge any opponent that comes within its detection range (minimum 30').

The monster beetle attacks with its huge mandibles and powerful jaws. Jaw strength makes its bite very dangerous, considering its size. A successful bite attack does 2d4 points of damage to the victim. When mortally wounded, the Monster Beetle has one last attack that consists of a cloud that billows from its rent carapace in a 5' radius. Anything caught within this small cloud must save vs. breath attack or suffer -1 on attacks for 3 rounds due to coughing and wheezing.

They collect no treasures except by accident when building their nests.

BYRGH

Freq:	Uncommon
No. Encountered:	2d8
Size:	Small
Move:	120'
Armor Class:	3
HD:	3
Attacks:	2 (claw/claw)
Damage:	1d4, 1d4
Special Attacks:	None
Special Defenses:	None
Magic Resistance:	Standard
Save As:	F1
Lair Probability:	60%
Intelligence:	Animal
Alignment:	Neutral
Level/XP	60

The Byrgh, or rubbish crab, is a crustacean that lives amidst the filth of caves. Byrghs are usually found near cave/cavern entrances. Unless in mortal peril they never venture aboveground. Byrghs are generally found in groups of 5-7 individuals sharing a single nest. The nests are made from whatever cast off items or refuse the Byrghs scavenge. They are 3'-5' high - though very old nests will be much larger. Large nests are rare.

Their carapace is a dull to dark brown hue. Their natural pigmentation is unimportant since, from the time they spawn, they use their glue-like saliva to attach whatever they can to their backs, forming a curious armor. Byrghs have no preference as to what they attach to themselves so long as it is tough, light enough to manipulate with their claws, and not part of their diet.

They are not overtly dangerous as their instinct is to freeze in place when threatened. They rely upon their odd armor as camouflage. Without careful inspection Byrghs are not easy to recognize as anything more than a garbage pile. They are difficult to damage thanks to their 'armor' plates but their slow speed makes them fairly easy prey. Byrghs have the unfortunate (for them) reputation among subterranean races of being delicious - which keeps their numbers in check.

During their life-cycle they rotate their 'armor plating'. As they discard one component they pick-up another, using the cast off bits to build up their nests. If undisturbed, a Byrgh's nesting site can swell to huge proportion - the result of years of mindless scavenging. Any treasure found in a Byrgh's nest is accidental, as they pick up whatever they find. It is not unusual to find tools and armor and weapons amongst the warren of bones, rocks and other filth.



GOBLIN

	Swindle	L'uort
Freq:	Common	Rare
No. Encountered:	Varies	2d4
Size:	Small	Small
Move:	60' (20')	90' (30')
Armor Class:	6	6
HD:	1-1	2+1
Attacks:	1 (claw or weapon)	1 (claw or weapon)
Damage:	1d6 or Weapon	1d6 or Weapon
Special Attacks:	None	None
Special Defenses:	None	None
Magic Resistance:	Standard	Standard
Save As:	F1	F3
Lair Probability:	80%	40%
Intelligence:	Average	High
Alignment:	Chaotic (Neutral)	Lawful (Evil)
Level/XP	10	50

Short tribal humanoids with colors that range from green to gray, goblins can be found virtually anywhere. Necessity dictates that they be close enough to established communities to raid, vandalize, or terrorize citizens, yet are able to retreat a safe distance. As they become a nuisance they are inevitably driven out by sustained attempts at extermination. On rare occasions, when goblins pose a real threat, the original residents have been known to abandon their communities.

They, wander in marauding bands, led by a strong-willed chieftain, that consist of between 20-80 members. They do not have organized tactics or complex plans. Goblins use a mob tactic in combat, attempt to overpower adversaries with numbers. They are effective thieves.

There are exceptional goblin populations that live very differently from their vagabond relations. The first is the rare confederation either grown of loyalty or fear uniting a clan into an effective and cruel group of marauders. Better armed than most and more dangerous than all their cousins, these bands sow fear and impose a real threat.

A second population of goblins inhabit a village in a fair northern vale. Tied economically to their neighbors they have given up roaming and raiding for trading booze and profiteering. Though not trusted, these goblins have become a part of the Vale's economy.

Goblins favor short swords and spears in combat while donning leathery armor (of varying quality). They speak a guttural language with as many dialects as there are tribes. Some are even capable of crude interaction in the common tongue.

MURKBEAST

	Rare
Freq:	Rare
No. Encountered:	1d4
Size:	Medium
Move:	120' (40')
Armor Class:	7
HD:	5
Attacks:	1 (blood drain)
Damage:	1d6
Special Attacks:	None
Special Defenses:	None
Magic Resistance:	Standard
Save As:	F3
Lair Probability:	75%
Intelligence:	Animal
Alignment:	Neutral
Level/XP	80

Dark pools, slow moving rivers, and swamps/marshes are home to the dreaded Murkbeast. These foul creatures are a cross between a giant leech and a huge crustacean. The feed on unwary creatures that wander too near their watery hideouts attempting to drink.

They ambush their prey, like a crocodile, and use a lamprey like mouth to suck blood, slowly weakening their victim. Even if the prey withdraw they often collapse from blood loss near the point of attack. Victims attacked by a murkbeast must make a save vs. poison or suffer a blood drain. This special attack last for three rounds causing 1d4 points of damage per round in addition to the damage incurred by the initial attack. Capable of surviving short periods of time on land - roughly one hour - the Murkbeast will then locate the wounded victim and drag it down to its watery lair for consumption.

Murkbeasts have no treasure except what their victims had on their persons. Such items lie scattered about their lair.



NEXID SLAVE (DEMONIC SERVANT)

Freq:	Very Rare (Common)
No. Encountered:	1d6
Size:	Medium
Move:	120' (60')
Armor Class:	4
HD:	2
Attacks:	2 (claw/claw) or 1 (weapon)
Damage:	1d4, 1d4 or by weapon type
Special Attacks:	Magical Abilities
Special Defenses:	None
Magic Resistance:	Standard
Save As:	F2
Lair Probability:	Not Applicable
Intelligence:	Low
Alignment:	Lawful (Evil)
Level/XP	65

Nexid Slaves are the messengers and scouts for the Nexid. They are short, at approximately 3' to 4' feet tall - though some individuals can be taller. Nexid Slaves are covered in a hideous, scaly dark hide. They avoid natural light as much as possible. When illuminated, their skin resembles a combination of obsidian and leather. They cannot fly, but they can leap great distances and glide with their delicate, bat-like wings.

Nexid Slaves are controlled in the most vicious fashion imaginable. The slightest infraction against the command of a Nexid of a higher caste is punished with a brutal sacrifice. This painful sacrifice rips their bodies apart and returns their dark energy to the Nexid Core.

They are armed with dark-bladed daggers or small staves. In combat they are also able to use their sharp claws against exposed flesh or light armor in lieu of their weapon - giving the Nexid Slave 2 attacks per round.

They have the innate ability to cast Darkness 15' Radius and Know Alignment at will. Once per day they can use a special chant that grants them the equivalent of a Cause Light Wounds spell cast as a 3rd level cleric.



Nexid Slaves commune in their own tongue, and communicate through the dialect of different castes of their Nexid masters. They bear their miserable lives with the knowledge that pain ultimately awaits.

NEXID SOLDIER (LESSER DEMON)

Freq:	Very Rare (Common)
No. Encountered:	1 (2d4)
Size:	Medium
Move:	90' (30')
Armor Class:	4
HD:	4
Attacks:	1 (Bladed Weapon)
Damage:	1d8+1
Special Attacks:	None
Special Defenses:	Magical Abilities; 20% Chance to Gate another Nexid Soldier
Magic Resistance:	20% Resistant to Sleep, Hold and Charm Spells
Save As:	F4
Lair Probability:	Not Applicable
Intelligence:	Standard
Alignment:	Lawful (Evil)
Level/XP	95

Nexid soldiers are the overseers, taskmasters, and low-level warriors in their stratified, caste-based society. They are usually encountered in groups of 2-8 soldiers, but may be tasked individually to complete missions that require stealth.

They are cruel and apparently, to the few that have encountered them, fearless. The weaker races in the Nexid social strata follow their commands unquestioningly. They value loyalty to the Nexid's upper castes - and to their dark goddess above all. They are often the willing victims of sacrifice-harnessed for their living energy. This sacrifice is ordered to further the purposes of the Nexid Lords.

They fight with long, curved blades, similar to a scimitar. These are crafted in such a way that the weapon gives a +1 to hit and +1 damage even though it is non-magical. They wear what looks like scale-mail armor made from the same dark metal as their blades.

They can heal themselves once per turn with an innate ability that acts as a Cure Serious Wounds spell. At will, they can detect invisibility 30' radius, produce darkness 30' radius and once per day they can invoke protection from good as a 4th level cleric. Once per day they can attempt to gate another Nexid (Soldier or Slave) with a 20% chance of success.

The only wealth the Nexid Soldiers amass is what they can wear on their person as a show of status. Indication of rank within their groups is represented by their weapon—swords and whips are the most common with officer types carrying a flail made of dark mineral. Every group (6 or more) has one officer who will have 2 additional HD. The officers can be identified by a thin black metal choker that acts like a Ring of Protection +2.

RAT, GIANT

Freq:	Uncommon
No. Encountered:	3d4
Size:	Small
Move:	120' (40')
Armor Class:	7
HD:	1d4 hp
Attacks:	1 (bite)
Damage:	1d3
Special Attacks:	Disease, see below
Special Defenses:	None
Magic Resistance:	Standard
Save As:	F1
Lair Probability:	50%
Intelligence:	Animal
Alignment:	Neutral
Level/XP	10

The bane of cities, ships, and garbage heaps everywhere, giant rats are a constant nuisance. This is due to the diseases they carry. Giant rats (and their smaller cousins) have carried every major pestilence and plague that have afflicted the world. Every attempt to eradicate them ultimately ends in failure regardless of the determination and methods employed by exterminators.

When cornered they can be quite fierce and can spread disease with a successful bite attack. Diseases range from the most minor influenza to the greatest plague. In most rats it is one of a myriad of minor contagions that, if a save vs. poison fails, causes the loss of half of total hit points and requires a full week of bed rest. The incubation of 24-48 hours must pass before any ill effects are felt by the victim. A cure disease spell or equivalent nullifies the effect.



RHACOS

Freq:	Uncommon
No. Encountered:	1d2
Size:	Large
Move:	90' (30')
Armor Class:	6
HD:	5
Attacks:	2 (peck/kick)
Damage:	1d8,1d10
Special Attacks:	Indignant Beak
Special Defenses:	None
Magic Resistance:	Standard
Save As:	F3
Lair Probability:	10%
Intelligence:	Animal
Alignment:	Neutral
Level/XP	100

An apex predator of the forests, grasslands, and river valleys of the northern world, the Rhacos is feared. It is hunted with varying levels of success. A single Rhacos can easily devastate even a large hunting party. The Rhacos does not fear humanoids. Therefore, it is difficult to pinpoint with any real accuracy who is the hunter at any given moment.



They are not hunted for their value as a delicacy as Rhacos meat is, to put it delicately, not delicious. Their eggs, however, are considered an epicurean treat and collected whenever possible. The principle purpose for hunting these dangerous predators is fashion. They have a long, delicate feather (or, on rare occasion, multiple feathers) protruding from the top of their heads. These are prized by haberdashers that cater to the wealthy. A single undamaged feather from a Rhacos can fetch hundreds of gold pieces from the right buyer.

In combat the Rhacos attacks with a swift kick from its powerful legs and a 'peck' from its sharp beak. Once every three rounds it can swing its long neck wildly with its beak wide open, causing great slashing wounds to the unfortunate victim. This attack is +1 to hit and +2 damage.

Rhacos are blue-gray in color with elongated necks and long narrow legs. Their beaks are as large as a man's head and their claws can be nearly as long as short-bladed daggers. The mysterious Rhacos is a creature of habit. It finds points of interest (to the Rhacos) and establishes a patrol, which it follows unfailingly. Once bound to its course, the Rhacos will deviate only in combat. At 2,000', it disengages and resumes its patrol, having protected its territory.

SCAVENGER, GAUNTSWEPT

Freq:	Uncommon
No. Encountered:	2d6
Size:	Medium
Move:	120' (60')
Armor Class:	6
HD:	2+2
Attacks:	2 (claw/bite)
Damage:	1d4, 1d6
Special Attacks:	None
Special Defenses:	None
Magic Resistance:	Standard
Save As:	F3
Lair Probability:	10%
Intelligence:	Low
Alignment:	Neutral (Evil)
Level/XP	55

Fierce pack hunters and carrion feeders, Gauntswept Scavengers are prized by lawless clans of brigands throughout the world as guard animals and vicious pets. Scavengers are similar in size to a war dog but are far more vicious. They look reptilian, but behave more like wolves or hyenas. They are aggressive beasts that roam the cold plains of the Gauntswept in packs of 20-35 individuals.

Packs of Gauntswept Scavengers will single out a weak individual from a herd and take turns attacking their prey. After a savage, persistent series of attacks, their quarry collapses from exhaustion. It is then swarmed by the pack - sometimes before its worn body hits the ground. Always hungry, Gauntswept Scavengers never rest in a single place. They remain around successful kills where they rest, mate, then move on to the next hunt.



Prized as pets by the aggressive and chaotic clans of the grasslands, Gauntswept Scavengers must be captured at young age. These tribes often trade such prizes - for great rewards. Once tamed, they become fiercely loyal to a single individual - hence wandering bands of brigands or marauders often have one individual act as a handler to better put them to cruel use.

SNAGWORT, HANGING

Freq:	Rare
No. Encountered:	1d10
Size:	Medium
Move:	5', see below
Armor Class:	6
HD:	3
Attacks:	1
Damage:	See Below
Special Attacks:	See Below
Special Defenses:	None
Magic Resistance:	Standard
Save As:	F1
Lair Probability:	100%
Intelligence:	Animal
Alignment:	Neutral
Level/XP	3/65+3hp

Hanging Snagworts are a strange combination of dungeon plant mingled with clusters of slime-covered tendrils, which dangle at the end of a thick rope-like strand. Within range of about ten feet, a Snagwort can lash out by swinging its ropy strand. If this attack scores a successful hit, the tendrils (at a mere ten inches in length) affix themselves to the target with a strong adhesive.

The initial attack causes no damage, but the bond caused by the vegetative glue is virtually unbreakable except by magical means. Once the Snagwort is dead, the glue will lose its adhesive properties in 1d6 hours. The dead Snagwort, in other words, will still be attached to the character for quite a while, causing great inconvenience due to its hefty weight of forty pounds. While the Snagwort is alive, it can neutralize the glue at will. Once the Snagwort is attached to an opponent, the plant can, in following rounds, smash the victim against nearby surfaces for 1d6 points of damage without needing to make further attack rolls.

If a Snagwort is being attacked with missile weapons and has no enemies within range, it will flatten itself against a ceiling or behind cover. This will usually give it enough cover to merit a -4 on attack rolls against it. A lone Snagwort can easily be killed with missile weapons, provided the party maintains a safe distance.

Copyright, © Matt "Mythmere" Finch, used with permission.

SPIDER, GIANT

Freq:	Uncommon
No. Encountered:	1d4
Size:	Large
Move:	60' (30')
Armor Class:	6
HD:	2-1
Attacks:	1 (bite)
Damage:	1d10
Special Attacks:	None
Special Defenses:	None
Magic Resistance:	Standard
Save As:	F1
Lair Probability:	25%
Intelligence:	Animal
Alignment:	Neutral
Level/XP	30



A large and dangerous form of the common spider, these beasts are usually found in temperate or tropical climates. They hunt in small packs, often with the use of web snares to immobilize their prey. They eat most anything that moves and will cannibalize their own wounded or young in extreme situations.

Some varieties have a deadly venom that accompanies every bite. This can cause instant death without a successful save. They neither carry nor collect any form of treasure.

SPINY HORROR

Freq:	Uncommon
No. Encountered:	1d100
Size:	Small
Move:	60' (30')
Armor Class:	6
HD:	1d6 hp
Attacks:	5 (spine/spine/spine/spine/bite)
Damage:	1d2/1d2/1d2/1d2/1d4+1
Special Attacks:	None
Special Defenses:	None
Magic Resistance:	Standard
Save As:	F1
Lair Probability:	40%
Intelligence:	Animal
Alignment:	Neutral
Level/XP	20

Spiny Horrors are dark-furred animals weighing approximately 5 pounds, with a large number of long, jointed spines protruding from their bodies. They are predators, jumping to the attack (able to move and attack as per a charge without incurring any benefits or penalties). They cluster like large bats. Because of the spines, Spiny Horrors are often mistaken for large spiders at first glance.

When attacking, a Spiny Horror digs its spines (a maximum of 4 per round) into its prey, and bites with its small, but sharp teeth. As many as 20 horrors may swarm upon a single man-sized opponent.

Spiny Horrors are normally found in subterranean areas; however, packs occasionally find their way into cities, where they can become a serious menace with their fast rate of reproduction.

Copyright © Matt “Mythmere” Finch, used with permission.



TOAD, GIANT CAVE

Freq:	Very Rare
No. Encountered:	1
Size:	Medium
Move:	90' (30')
Armor Class:	4
HD:	5
Attacks:	1 (bite)
Damage:	2d4
Special Attacks:	Swallow
Special Defenses:	None
Magic Resistance:	Standard
Lair Probability:	80%
Saves as:	F4
Intelligence:	Animal
Alignment:	Neutral
Level/XP	80

The Giant Toad is akin to its smaller relatives – the main difference being that the legendary versions will eat you while their distant relations will not. A Giant Toad will eat you whole.

The Giant Toad is a solitary predator that inhabits the vast network of underground lakes and rivers that extend throughout the deep places of the world. They are always ravenous and, thanks to subterranean ecosystems, never in a position to be picky about their prey.

The Giant Toad spits its long, sticky tongue at its prey. If the target is man-sized or smaller the tongue retracts into the mouth - victim in tow. Digestive juices start their work, causing 1d6 points of damage per round unless the victim makes a save versus poison, managing to extricate themselves from its jaws. Failure to make a successful save will cause the victim to fall unconscious and continue suffering the effects of the stomach acid until death. Such victims are vulnerable to further damage by successful attacks against the digesting toad.

Within the Giant Toad's digestive tract, victims take 50% of all damage inflicted on the Giant Toad.

Giant Toads carry no treasure, save what their victims bring with them. Such spoils, if any, can be found in the creature's scat.



UNDEAD CYCLE



RESTLESS

Freq:	Uncommon
No. Encountered:	Varies
Size:	Medium
Move:	120' (30')
Armor Class:	6
HD:	3
Attacks:	1 (claw or weapon)
Damage:	1d6+1
Special Attacks:	None
Special Defenses:	None
Magic Resistance:	Undead Immunities
Save as:	F3
Lair Probability:	100%
Intelligence:	Low
Alignment:	Neutral (Evil)
Level/XP	65

Restless are undead animated corpses of souls trapped in a purgatory. The path to their cursed existence began with the unfortunate circumstances of their death. Their burial preparations were either forgotten or ignored. The rites that prepared their souls for separation from their material bodies were denied them. The failure to find peace in the afterlife has animated their bodies as vessels of mindless rage and aggression toward the living. They have no will of their own but can exhibit extreme cunning, a slight shadow of the sentience of their former selves.

Restless have no particular corporeal features in common beyond those they bore in life. The necromancy which sustains them does not halt the decomposition process.

Restless wield any available weapons; otherwise, they attack with their rotten limbs. Once the decomposition of the body is complete, the souls of the restless are lost forever. A corporeal energy remains. Such energies coalesce to form the next stage of the undead cycle, the Malice (see below).

Restless are treated as wights on undead turning tables.

MALICE

Freq:	Very Rare
No. Encountered:	1
Size:	Medium
Move:	120' (60')
Armor Class:	3
HD:	5
Attacks:	2 (spectral grasp, weapon)
Damage:	1d8, weapon
Special Attacks:	Scream, Magical Abilities
Special Defenses:	No Surprise
Magic Resistance:	Undead Immunities
Save as:	M4
Lair Probability:	75%
Intelligence:	Very
Alignment:	Chaotic (Evil)
Level/XP	180

The Malice is the second stage in the undead cycle. Powerful, hate-filled, and possessing deadly magical powers, a Malice is a dangerous opponent.

This entity has shed its weak restless sinews and gained a focused and evil preternatural mind. Self-aware and wrathful, the Malice is always solitary and ever watchful for opportunities to drain the life energies from any unfortunate victims that cross its path.

The Malice cannot be surprised. It will immediately let out a low-pitched, malevolent wail and attack anything that enters its lair. All characters within earshot of the Malice must successfully save vs. spells or be held completely immobilized for 3 combat rounds by the Malice's aura of dread (similar in effect to the magic-user spell hold person). It despises and feeds on life - using any weaponless hand to wrest the life force (1d8 hp of damage) from any being it successfully strikes.

A Malice also gains the use of magic-user spells as it evolves within the undead cycle. They can learn any spell but, while on the attack, they tend to favor cold or lightning-based spells.

Upon defeat, the negative energy of the Malice dissipates in an icy blast, causing no damage.

After gaining a hideous self-awareness, completely unconnected to its once mortal self, the Malice steps ever closer to the next level in the cycle of the undead.

ENCOUNTER TABLES

GENERAL WILDERNESS

1d10	Name	AC	Hit Dice	# Attacks	Damage	Move	Special
1	Cave Bear	7	5	3 (claw/claw/bite)	1d4/1d4/1d6	90' (30)'	None
2	Monster Beetle	3	3	1 (bite)	1d6+1	60' (30)'	None
3	Giant Shrew	4	1	2 (bite/bite)	1d6/1d6	180' (60)'	None
4	Giant Mole	6	4	1 (bite)	1d8	60' (30)'	Mole Ambush*
5	Wolf	7	2+2	1 (bite)	1d6	180' (60)'	None
6	Fey**	5	1	1 (weapon or spell)	1d4	60' (20)'	Charm Effect
7	Insane Begger***	9	1-1	1 (fist)	1 hp	60' (30)'	None
8	Rhacos	6	5	2 (kick/beak)	1d8, 1d10	90' (30)'	Indignant Beak
9	L'uort Scouting Party	6	2+1	1 (sword or bow)	1d6+1	90' (30)'	None
10	Aerial Attack****	5	7	3 (claw/claw/bite)	1d4/1d4/1d6	120' (30)	Fly
Flight Move Rate						360' (120')	

*Blinding attack from underground ambush point, 1st attack only, +3 to hit, +2 damage

**Game Master Chooses - Possibilities include: Pixies, Sprites, Nixies, Dryads etc. Stats in table are for Wood Sprite

*****Flying Beast - Game Master Chooses- Possibilities include eagles, bats, wyverns etc. Stats in table are for Gryphon

ENCOUNTER TABLES

MEANDER RIVER

1d10	Name	AC	Hit Dice	# Attacks	Damage	Move	Special
1	Murkbeast	7	5	3 (claw/claw/bite)	1d4/1d4/1d6	90' (30')	None
2	Monster Beetle	3	3	1 (bite)	1d6+1	60' (30')	None
3	Giant Beaver	6	4	1	2d6	90' (30')	None
4	Deer	7	1	1 (butt)	1d4	240' (80')	None
5	Giant Catfish	4	7	5 (bite, 4 feelers)	1d8, 1d4 x 4	90' (30')	None
6	Fey*	5	1	1 (weapon or spell)	1d4	60' (20')	Charm Effect
7	Raftsmen**	6	1+2	1 (weapon)	1d6	90' (30')	None
8	Rhacos	6	5	2 (kick/beak)	1d8, 1d10	90' (30')	Indignant Beak
9	L'uort Scouting Party	6	2+1	1 (sword or bow)	1d6+1	90' (30')	None
10	Aerial Attack***	5	7	3 (claw/claw/bite)	1d4/1d4/1d6	120' (30')	Fly
Flight Move Rate						360' (120')	

*Game Master Chooses - Possibilities include: Pixies, Sprites, Nixies, Dryads etc. Stats in table are for Wood Sprite

**A Solitary Huntsman - May Provide Food or Information

FOOTHILLS OF THE VALE

1d10	Name	AC	Hit Dice	# Attacks	Damage	Move	Special
1	Cave Bear	7	5	3 (claw/claw/bite)	1d4/1d4/1d6	90' (30)'	None
2	Giant Centipede	9	1d4 hp	1 (bite)	1d3+disease	120' (40)'	None
3	Giant Shrew	4	1	2 (bite/bite)	1d6/1d6	180' (60)'	None
4	Giant Mole	6	4	1 (bite)	1d8	60' (30)'	Mole Ambush*
5	Wolf	7	2+2	1 (bite)	1d6	180' (60)'	None
6	Fey*	5	1	1 (weapon or spell)	1d4	60' (20)'	Charm Effect
7	Giant Snake	6	2	1 (bite)	1d4, Poison	90' (30)'	Save vs poison or die
8	Ogre	5	4+1	1 (club)	1d10	90' (30)'	None
9	L'uort Scouting Party	6	2+1	1 (sword or bow)	1d6+1	90' (30)'	None
10	Aerial Attack***	5	7	3 (claw/claw/bite)	1d4/1d4/1d6	120' (30)	Fly
					Flight Move Rate	360' (120)'	

*Blinding attack from underground ambush point, 1st attack only, +3 to hit, +2 damage

**Game Master Chooses - Possibilities include: Pixies, Sprites, Nixies, Dryads etc. Stats in table are for Wood Sprite

***Flying Beast - Game Master Chooses- Possibilities include eagles, bats, wyverns etc. Stats in table are for Gryphon

THE GAUNTSWEPT

1d10	Name	AC	Hit Dice	# Attacks	Damage	Move	Special
1	Gnoll War Band	5	2	1 (weapon)	2d4	90' (30')	None
2	Ogre Hunters	5	4+1	1 (club)	1d10	90' (30')	None
3	Gauntswept Scavengers	6	2+2	2 (claw/bite)	1d4,1d6	120' (60')	None
4	Gaunt Deer	7	3	1 (antler)	1d8	120' (60')	None
5	Human Brigands	4	2+2	1 (weapon)	1d6	90' (30')	None
6	Hill Giant Band	4	8	1 (weapon)	2d8	120' (40')	None
7	Half-Orc Wanderer	5	3	1 (weapon)	1d8+1	90' (30)	None
8	Hydra (5 headed)	5	5	5 (bite x5)	1d10 x 5	60' (30')	None
9	Wretched One	4	5	2 (spells)	1d10, 1d10	60' (30')	Fire Spells
10	Aerial Attack*	5	7	3 (claw/claw/bite)	1d4/1d4/1d6 Flight Move Rate	120' (30) 360' (120')	Fly

*Flying Beast - Game Master Chooses - Possibilities include eagles, bats, wyverns etc. Stats in table are for Gryphon

APPENDIX 2 - RELICS & MAGIC ITEMS



RELICS & MAGIC ITEMS

RELICS

BLESSED VESSEL

This item is similar in shape and form to a chalice. If the proper prayer is said while holding the Vessel, it fills with a special holy water thrice per day. If the holy water is used to wash the wounds of a character, it will have an effect identical to the Cleric spell Cure Light Wounds. Each character that sips from the Vessel will gain the effects of the Cleric spell Bless for 4 hours (up to 7 characters per filled chalice).

Notes -

The priest in Whisper knows the correct prayer and can share it with characters at the Game Master's discretion.

Chants and Missives, in the observatory ([A10](#)), includes the prayer as well.

The Blessed Vessel acts as the key to the secret compartment in the prior's chamber ([A11](#)).

DISCIPLE'S DALMATIC

This garment was worn by the Meanderbrook Monastery Prior during rituals and prayers. It is valuable to the surviving members of the monastic order, fetching, at a minimum, 3,500 gp. Good-aligned druids, clerics, or paladins who wear the Disciple's Dalmatic are granted a +2 to their armor class. These eligible classes are also able to heal a target once per day with an effect that mirrors the ability of holy warriors to lay hands on the wounded. The Disciple's Dalmatic can be worn in addition to any armor.

The Disciple's Dalmatic appears as a long flowing robe with golden velvet seams. During ceremonies, a royal blue stole was worn with it at all times. The stole was tucked neatly into a pocket within the inseam. The stole is non-magical and of little value when not paired with the Disciple's Dalmatic.

MAGIC ITEMS

CHARMING GARMENTS

The Charming Garments are the tool of unscrupulous Lotharios and ambitious courtiers who come into possession of them. The enchantment of the Charming Garments benefits the wearer in two ways: First, they raise the wearer's charisma by 2 points, benefiting all interactions requiring encouragement or influence. Second, once per week, they use an enchantment that exactly mimics mage charm spells.

L'UORT ELIXIR

Found in flasks carried by members of the L'uort Goblins this elixir is the secret to the tribe's transformation. When this foul smelling and worse tasting liquid is ingested there is an immediate sensation of power. This sensation is justified as the first use of the elixir has following effects-

- Armor Class is improved by 1
- +1 to attack rolls
- Saving throws vs. poison are improved by 2

This increase in power comes with a price. Any character who continues to use the elixir after the third dose experiences a painful withdrawal that can only be relieved by further use of the elixir. In this debilitated state characters suffer 1d4 hp of damage per day over the course of three days. Additionally, all combat rolls are -1 during the same period. A remove curse, neutralize poison, or similar spell or spell-like effect removes the detrimental effect.

QUILL OF CORRESPONDENCE

A useful tool in communicating, the quill can be a double-edged sword. The Quill of Correspondence grants the user the ability to write in any non-magical language. The resulting missive will be quite understandable to a native speaker. The Quill, however, in no way acts as a translator beyond direct transcriptions, so nuance and idiom are likely to be misinterpreted - sometimes with terrible consequences. Depending on the degree of difficulty of the target language and/or the amount known of the culture with which they are attempting communication, there is a base 10% chance of having key phrases 'lost in translation'. Failure in communication can occur to the extent that the opposite meaning of the missive is communicated. This chance of miscommunication increases with the scribe's degree of unfamiliarity with the language or culture. The scaling chance of failure, and the potential effects of miscommunication, are to be determined by the Game Master.

The communicative properties of a Quill of Correspondence can also be used to communicate with illiterate beings. The Quill grants its user the ability to write phonemes, which he can then read aloud to his audience. Any listener that hears the spoken translation has a 20% chance of understanding the basic meaning of the communication.

LUCKSTONE/CURSED LUCKSTONE

This small, curious stone is the subject of many bedtime fables. They are attractive stones which by enchantment arouse the curiosity of those who come across them. A save vs. spells must be made to keep from immediately pocketing the Luckstone. If possible the finder will try to keep his new treasure a secret.

Once a stone is in a character's possession, a feeling of confidence and trust in one's ability subtly increases. Until the stone is properly identified, the Game Master should adjust any roll by up to 10% to change any important game outcome - including attack rolls and saving throws - at the most opportune time once per day. Once the character is aware of the Luckstone's benefits the decision for adjusting a roll shifts to the player, although the stone is still limited to use once per day.

Luckstones are indistinguishable from the cursed variety except by powerful spells or study by accomplished alchemists. The timing of the Cursed Luckstone's effect is entirely up to the Game Master. Any character attempting to throw or give the cursed stone away can do so, only to find that within three rounds it will reappear magically on their person in a hidden place (like a pocket, pouch, or quiver). A Remove Curse spell will allow the owner to be rid of the stone for good.

NEXID ORB

Varying in diameter from 9" to 4', the Nexid Orb is an inscrutable instrument of the Nexid. They can be destroyed using force or spells, but in doing so any effect the orb had been imbued with is released. The shards of a shattered orb retain a strange ability to leech the will of those who are in possession of them not of Nexid origin. Thus the bearer of a Nexid Shard suffers a -2 penalty when making any saving throw. That detrimental effect increases to a maximum of -3 after 24 hours in possession of any shard.

Notes -

Nexid Orbs can be used to imprison unsuspecting enemies either on command of a Nexid from a caste above Nexid Slave. Creatures imprisoned in this manner can be freed only through magical means- as brute force destroys anything immured within the orb. The Game Master can assign a residual negative effect after any amount of imprisonment.

NEXID WEAPONRY

The Nexid weaponry is forged using the sacrificial sorcery that is the root of their power. Even the blades and blunt weapons carried by the weakest castes have at least a +1 to hit and +1 damage granted to the wielder.

They can be used in normal fashion by non-Nexid. Their use has no detrimental effects on others who wield them and they have no need of recharge.

ORBIS DOLOR

The Orbis Dolor is a small sphere enchanted for the purpose of defending its owner. It improves the wielder's armor class by 2, so long as it is either carried in hand or in a bag, backpack, etc. Its powers are bound to the life force of its owner and cannot be transferred to another except upon death. Its link to its owner is established upon initial touch.

Once per day it can create a shock wave (effective range 40' radius) that knocks attackers who fail to make a successful save vs. spells to the ground- forfeiting one combat round. In order to activate this function the wielder must be holding the sphere in his hand and sense danger. It can be triggered by false alarms or non-combat threats. This function works based on the instinctive alert state of the person or creature to whom it has been bound. Additionally, during the encounter where the knockback power has been unleashed any adversary that attempts to cast a spell within the ring of combat must roll a save vs. spell, else the spell will be interrupted

APPENDIX 3 - SPECIFIC ENCOUNTER MECHANICS



SPECIFIC ENCOUNTER MECHANICS

All these encounters or mechanics were successful during the playtests. However, a short mention of them outside the main text is warranted. This is to streamline play balance and allow for you to make a better determination as to the whether they fit your game. The important encounters are broken down by the section in which they occur in *Whisper & Venom*

AREA A

LOCATION [A6](#)

The Orchards

Encounter with the rhacos

The rhacos is also listed as a random encounter and can easily be skipped by low-level parties. Based on the extinct 'terror birds' of South America, the rhacos proved to make a fun surprise to players. The encounter was designed to be difficult- highlighting the natural dangers of the surrounding woodland.

AREA B

LOCATION [B2](#)

The Hall of Mourning

Encounter with the restless

When the pile of 6 inanimate bodies is approached, 2 of the bodies will rise as restless and attack any party member in the chamber. After 3 rounds, another pair of restless will animate and seek out characters - even after they have left the room. The final pair will follow suit after another 3 rounds.

Note: This can be useful in play balancing by increasing the number of restless that rise at a time and/or increasing the number of rounds between the corpse animations. In playtests the increase in time between groups rising led to a total party kill on one occasion. As a pair of restless showed up in the chamber that contains the Malice ([B9](#)) at an inopportune moment.

Then a second pair showed up.

LOCATION [B8](#)

The Priory Charnel

Encounter with the malice

As the malice cannot be surprised, before any opponents attack it will unleash its scream. All characters within earshot of the Malice's wail must successfully save vs. spells or be held completely immobilized for 3 combat rounds (similar in effect to the magic-user spell hold person).

The spells used by the malice during the playtests included:

Damage spells- Cone of Cold, Ray of Enfeeblement, Shatter, Shocking Grasp and Lightning Bolt.

Defensive spells- Dispel Magic, Mirror Image, Shield and Slow.

The Game Master is assumed to chose the appropriate spell or spell-like effect. The power of the spells known by the Malice represent its place in the undead cycle.

AREA E

LOCATION [E4](#)

The Dark Forest

Encounter with the Prime Byrgh

The Prime has picked up a magical device called the Orbis Dolor. It is triggered when it senses an adrenaline effect on its bearer. As the Byrgh is not intelligent, the device is activated once it detects any threat from the party.

Thus the natural fear instinct of the Prime will trigger the knockdown 'wave' that emanates from the orb.

Although the item description gives a time limited effect, the playtests allowed for a single repeat of its power once at the initiation of the next combat. This made the subsequent encounters (usually with one of the Broodsource) slightly easier.

LOCATION [E11](#)

The Gauntlet

This long tunnel is surrounded by a web of very small tunnels that barely allow the pair of attorals to slither from ambush point to ambush point.

There are two ways to approach this encounter.

The first, choose 4 points in the 200' length of the chamber and have the 2 round viper strike ambushes occur at these locations

The second, especially if the Game Master uses miniatures and meticulous measurements, is described below-

THE GAUNTLET (E11) ENCOUNTER MECHANICS

Step 1	Determine Distance to Ambush Point (3d20 feet)
Step 2	Determine Direction of Viper Strike (1d12 result = Clock Position)
Step 3	Determine Viper Strike Target (GM discretion)
Step 4	Resolve Damage
Step 5	Repeat Until Total Number of Feet (Step 1) is greater than or equal to 200'

Upon entry to the tunnel, The Game Master rolls 3d20 to determine distance (in feet) to the first ambush point, followed by a d12 that determines the clock position of the ambush point of origin i.e. a roll of 12 equals an attack from 12 o'clock (straight overhead), a roll of 4 equals an attack from 4 o'clock (lower right), etc. The following table is provided for use if pre-planning the encounter is preferred:

Example table-

Attack #	Ambush Distance (3d20 Feet)	Cumulative Result (in feet)	Clock Position (d12 result)
1	28	28	6
2	33	61	3
3	30	91	11
4	32	113	9
5	38	151	7
6	41	192	4
7	19	Attoral Retreat	End

After 2 combat rounds, the attoral retreats until the next ambush. It will not re-engage if brought below a health threshold of 5 hp.

This mechanic repeats until the combined dice roll equals or exceeds a distance of 200'. If the attorals are not defeated, subsequent journeys require a repeat of this mechanic.

At the Game Master's discretion the attorals can continue to attack even if players decide to exit the gauntlet via the tunnel located in the northwest corner of The Precipice, near its exit.

Type of attack (venom, strike, or both) are at the Gamemaster's discretion. The playtests used all three options depending on party level and player experience.

Empty Table

Attack Number	Ambush Distance (3d20 Feet)	Cumulative Result (in feet)	Clock Position (d12 result)
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			
11			
12			
13			
14			

LOCATION E14

Nexid Antechamber

The Nexid Orbs that remain in the broken half-circle each contain a Nexid Slave. As written they are released once every three rounds - if the orbs are not attacked or destroyed by other means. The mechanic for their destruction was intentionally left vague so the Game Master could use their system's preferred rules for attacking unusual targets (like weapon damage or item saving throws).

This final encounter can be balanced for parties in many ways to lead to a challenging encounter. Examples that were tested include-

- Changing the speed between Nexid Slave release
- Changing the number of Nexid Slaves that appear. Done either by the number that appear with each orb or stipulating that the destruction of an orb releases a Nexid Slave, as opposed to destroying it.
- Increasing the number of Nexid Soldiers that appear near the end of the encounter or increasing the power of its self-healing ability.

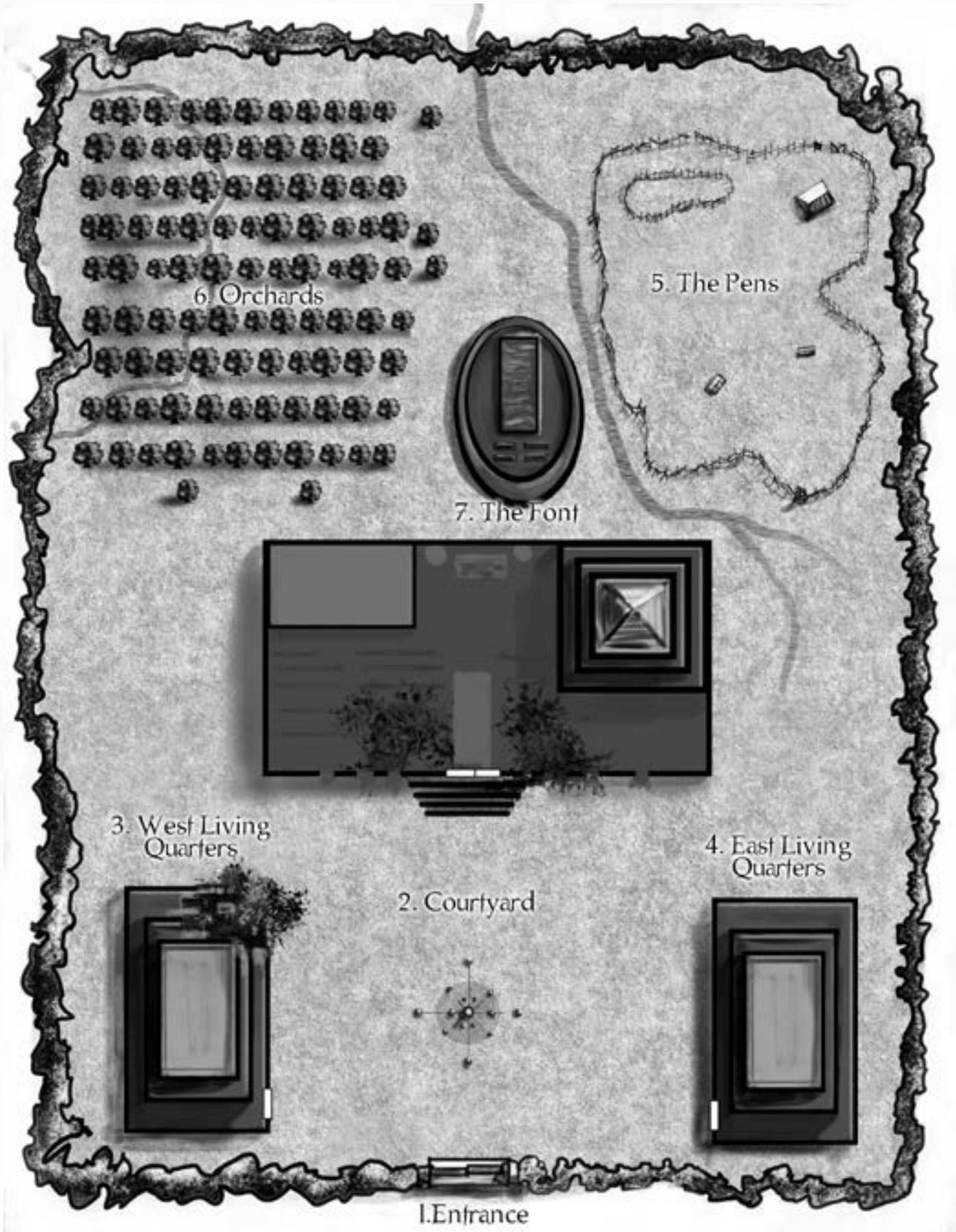
FINAL THOUGHTS

The above strategies are simply for consideration. *Whisper & Venom* was designed to be difficult. We knew that this would not present a problem for skilled Game Masters. We are confident that you will make *Whisper & Venom* your own and your campaigns will be as varied in every aspect as the play tests turned out to be.

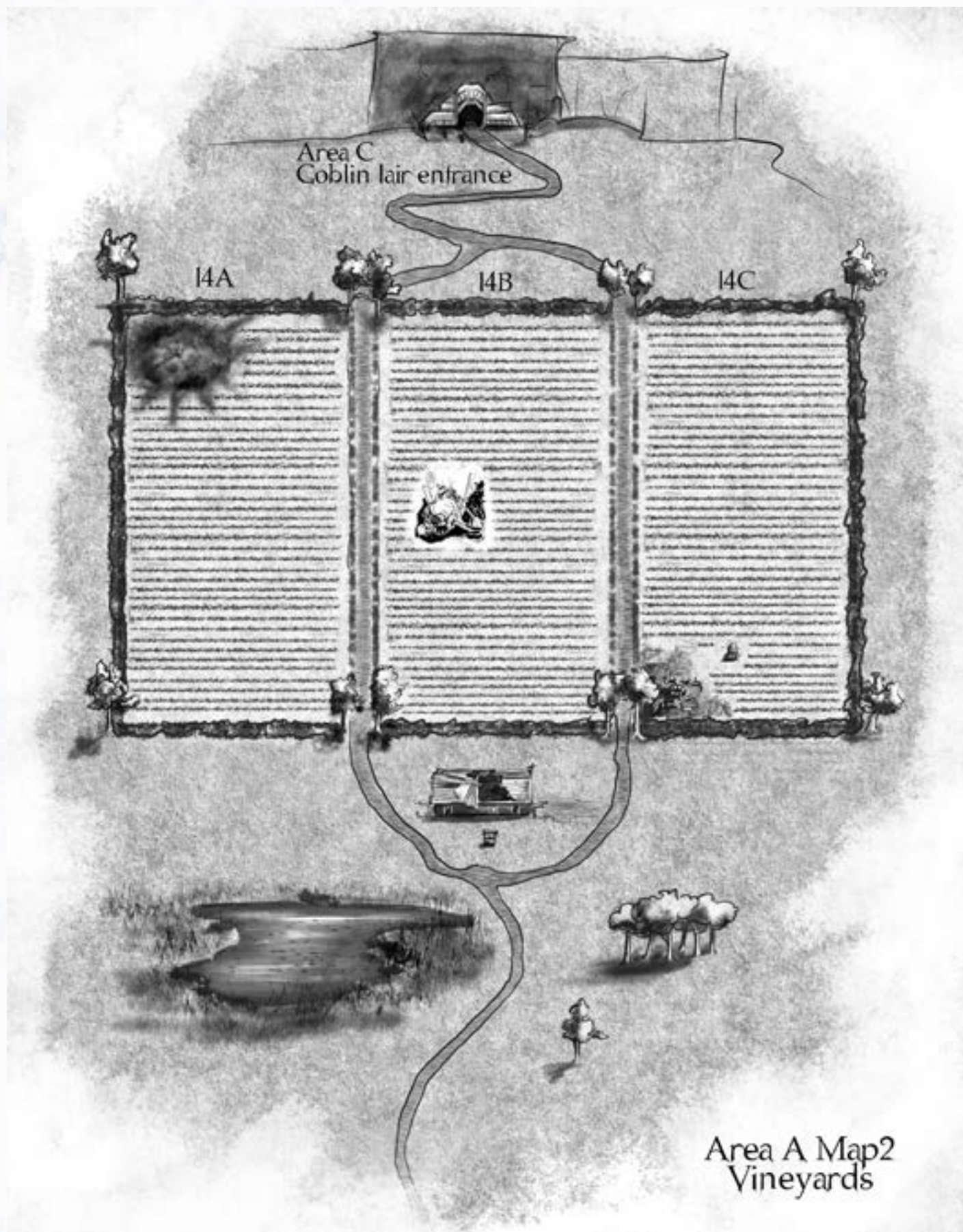
APPENDIX 4 ADVENTURE MAPS



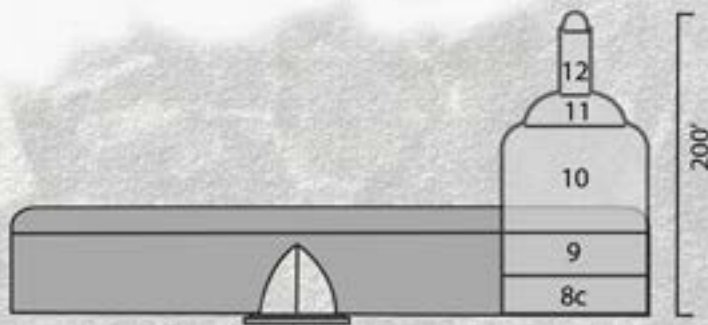
AREA A - MONASTERY RUINS MAP 1



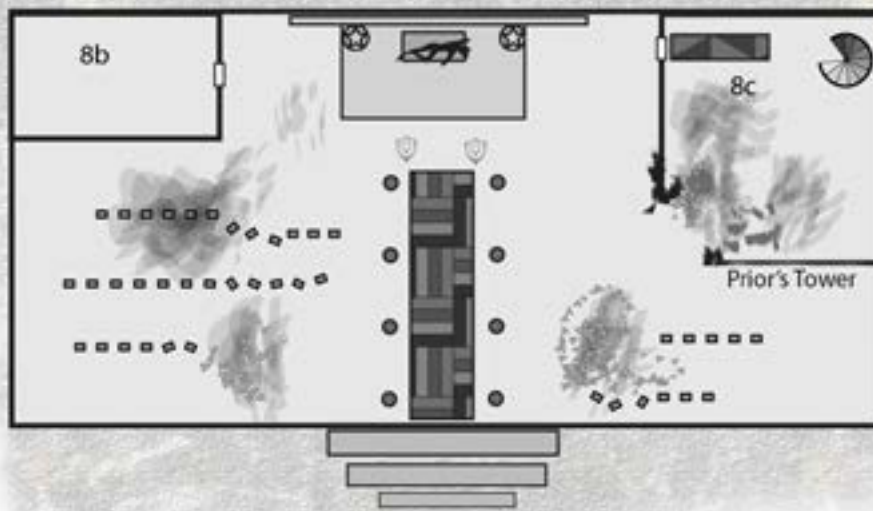
AREA A - MONASTERY RUINS MAP 2



AREA A - RUIN INTERIORS

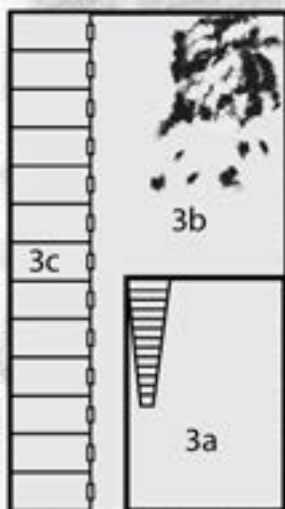


8. Temple Building

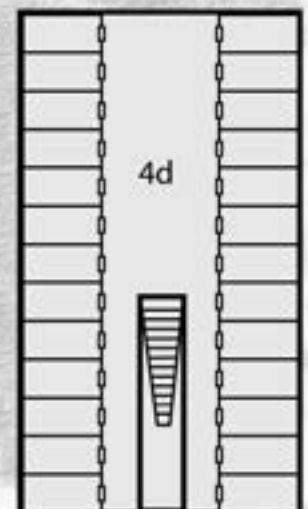
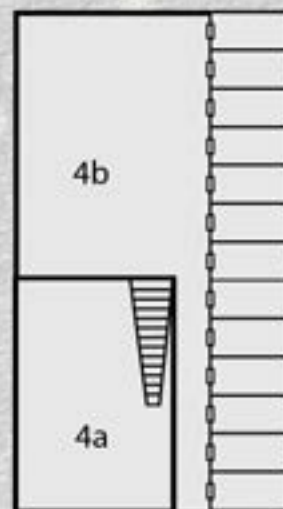


Prior's Tower

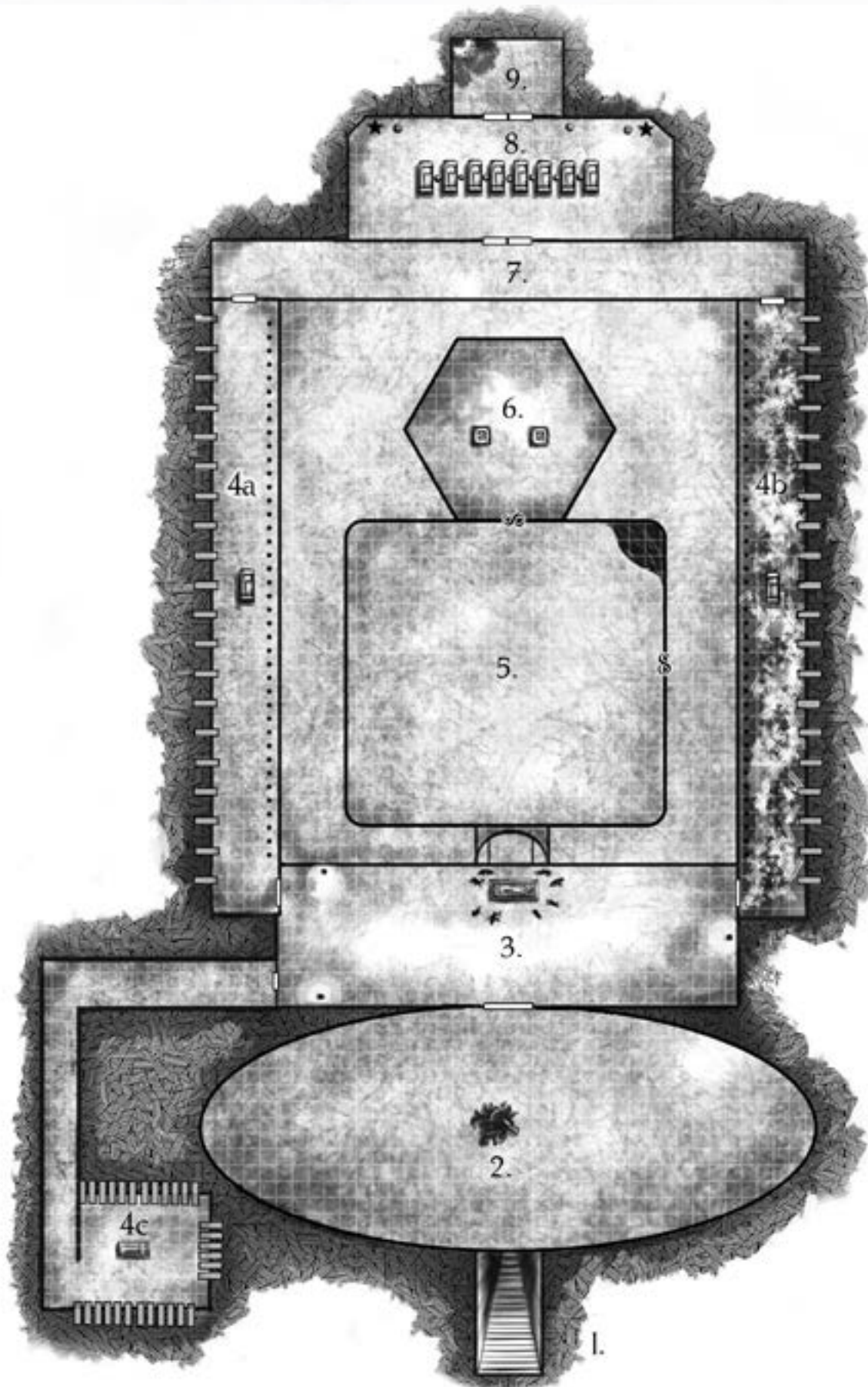
3. West Living Quarters



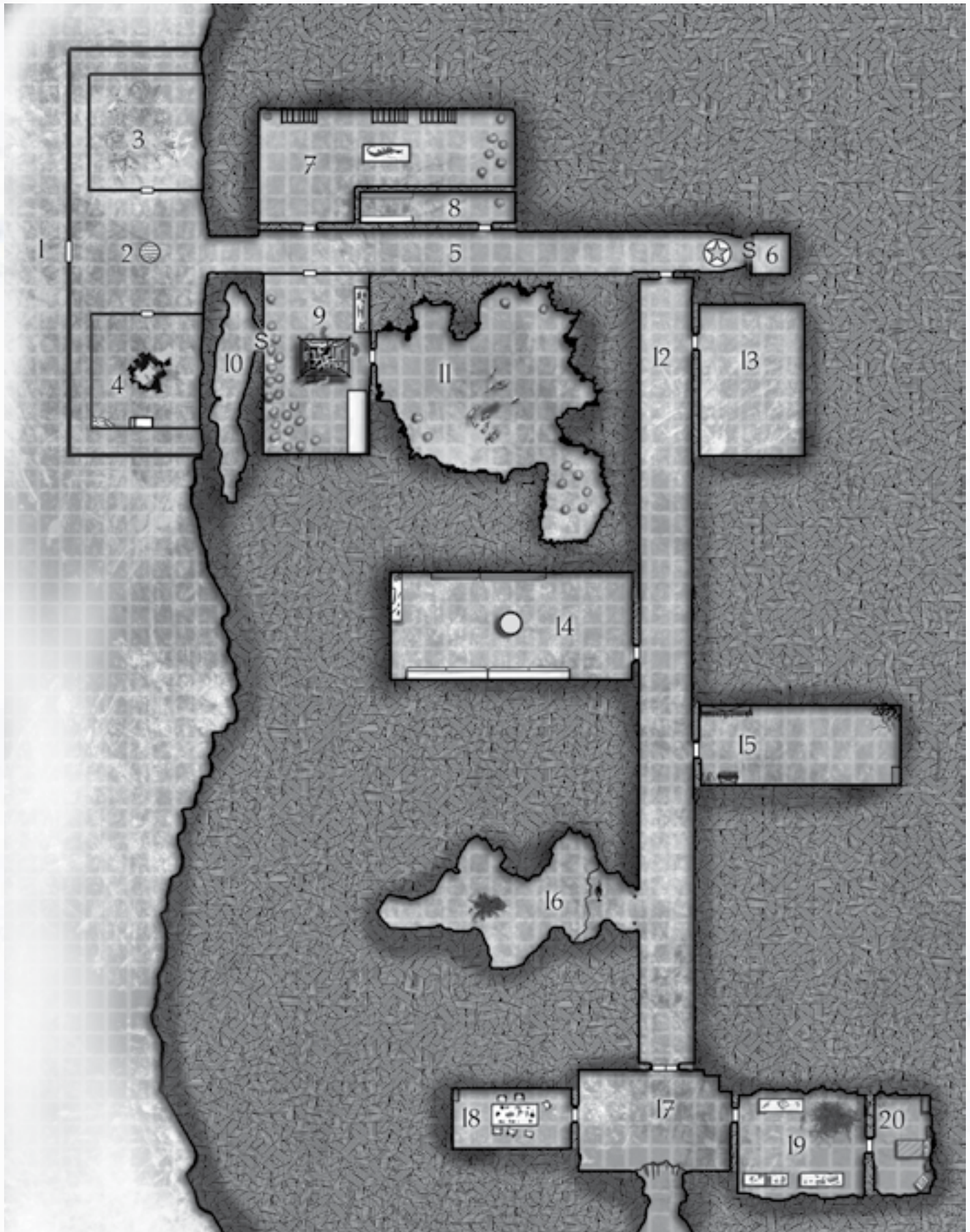
4. East Living Quarters



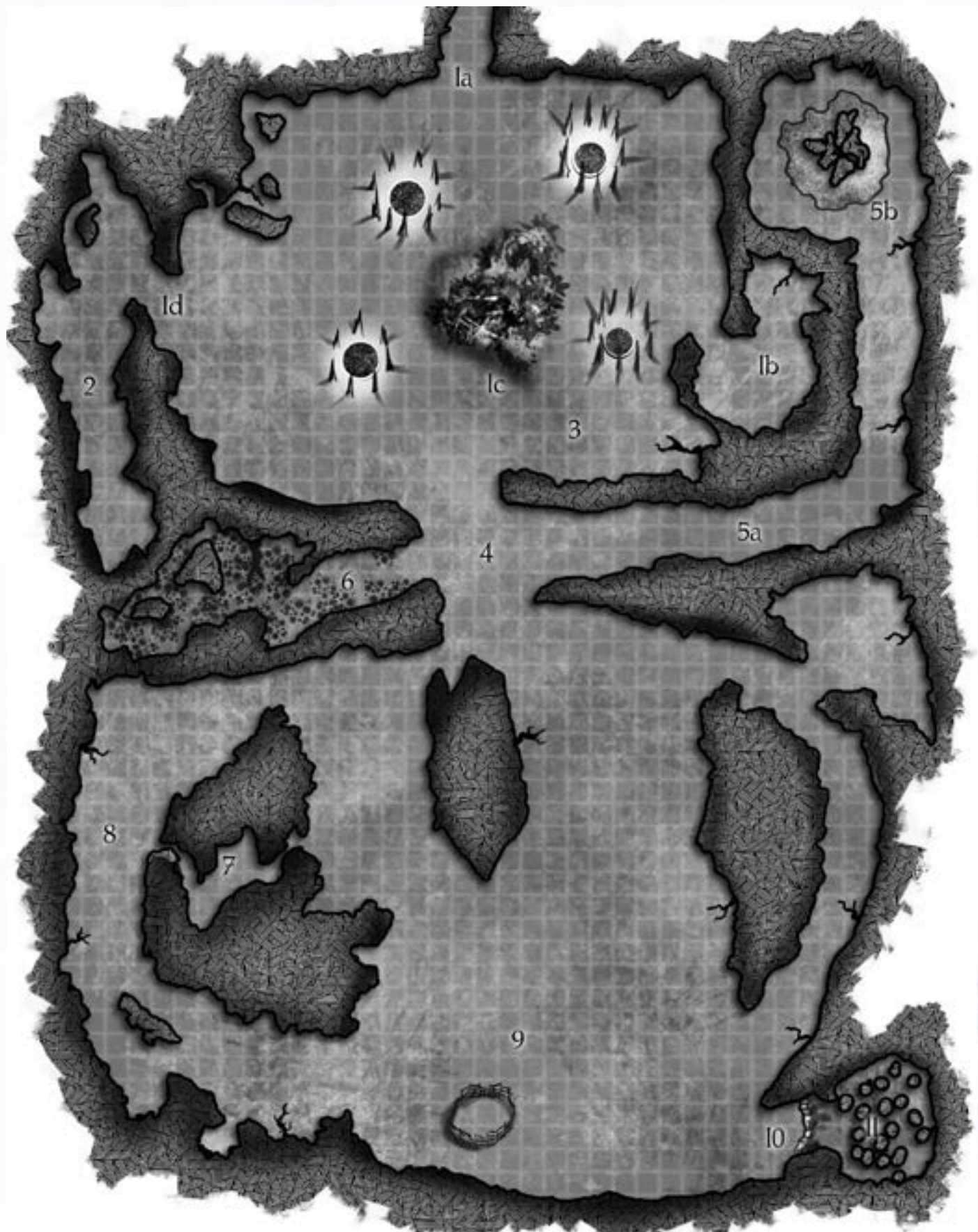
AREA B - CATACOMBS



AREA C - L'UORT LAIR



AREA D - THE SUBTERANNE



This is a detailed black and white map of a complex, irregularly shaped landmass, likely a fantasy world or a specific region. The map is divided into numerous numbered regions (1 through 13) and features various geographical elements like rivers, lakes, and mountains. Key locations are marked with 'X' and 'Y'. The map is oriented with North at the top.

The map is divided into several numbered regions:

- 1:** A large, irregularly shaped region on the left side.
- 2:** A small, irregularly shaped region on the left side, near the bottom.
- 3:** A small, irregularly shaped region on the left side, near the bottom.
- 4:** A small, irregularly shaped region on the left side, near the bottom.
- 5:** A small, irregularly shaped region on the left side, near the bottom.
- 6:** A small, irregularly shaped region on the right side, near the bottom.
- 7:** A small, irregularly shaped region in the center.
- 8:** A small, irregularly shaped region in the center.
- 9:** A small, irregularly shaped region in the center.
- 10:** A small, irregularly shaped region in the center.
- 11:** A small, irregularly shaped region on the right side, near the bottom.
- 12:** A small, irregularly shaped region on the right side, near the top.
- 13:** A small, irregularly shaped region on the right side, near the top.

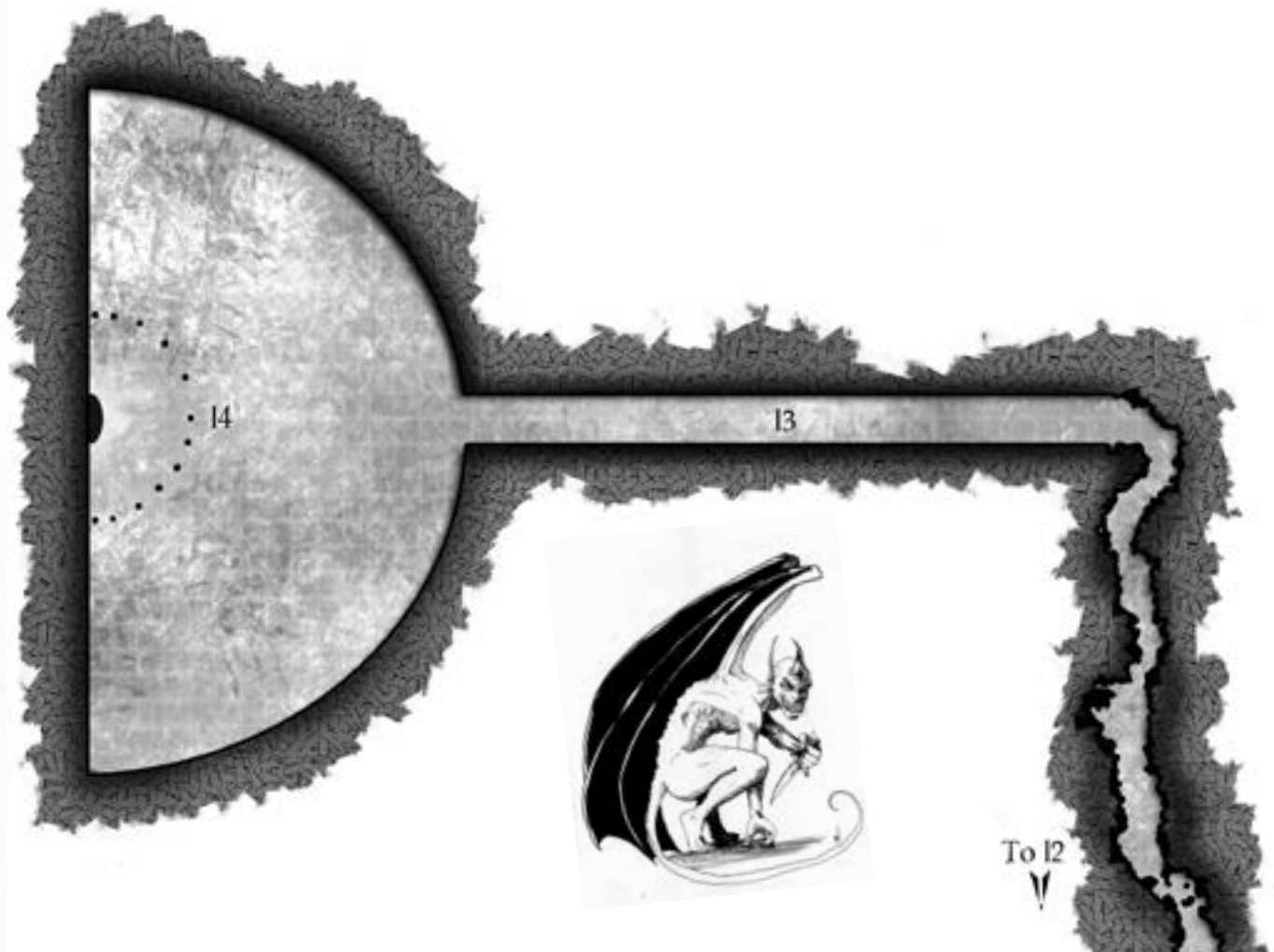
Key locations marked on the map include:

- X:** A location marked with an 'X' in the center of the map.
- Y:** A location marked with a 'Y' in the center of the map.

The map also features various geographical elements:

- Rivers:** Several rivers are shown, including a large one on the right side and a smaller one on the left side.
- Lakes:** Several lakes are shown, including a large one in the center and a smaller one on the left side.
- Mountains:** Several mountain ranges are shown, including a large one on the right side and a smaller one on the left side.

AREA E - NEXID ANTECHAMBER



THE WHISPER VALE



THE OUTSKIRTS OF WHISPER



PART IV - ACKNOWLEDGMENTS

There were so many supporters and contributors that I cannot list them all. If you are reading this now you are one of them and I am grateful for your contribution. Having a high quality fantasy role-playing adventure was the goal and your reading this is the result.

More hours than I can count were spent by John Hammerle and myself in its creation. I put pen to paper, so to speak, in August of 2011. My original intention was to release *Whisper & Venom* as a free 16 page digital download. This would have fulfilled the unrealized dream of my 5th Grade self-completing the steps laid out in Dungeon Magazine's submission guidelines (for which I paid a self-addressed stamped envelope).

This project has come a very long way since then.

Whisper & Venom, in this final form, is an example of what talented individuals and companies bring to any project. I wish to give credit to everyone, but before I do a few people need special mention.

Three individuals were integral to this project's success in such a way that, if I was the King of Gnomes rather than just a Lesser Gnome, I would knight them and give them land grants or something- yet still be in their debt. All three knew everything regarding topics inseparable from the project's success. Topics about which I did not have the first clue. They took the time to contribute and teach me enough to make my dream of making a role-playing game product come true.

In chronological order of appearance they are Matt Solarz from CenterStage Miniatures, Alyssa Faden, unrivaled cartographer, and Art Goblin™ Lloyd Metcalf.

Matt contributed limitless knowledge of both miniatures and crowd-funding with great enthusiasm to a guy he never met. Without Matt's guidance I would not have had the sculptors I needed nor the proper standards in mind for true excellence that fans of miniatures deserve. None of the project would have been possible without his early contribution.

Alyssa was kind enough to answer an unsolicited email from some unknown guy and give him a chance to breathe real life into his little world. She is a professional in every way and just about the nicest person I have ever worked with

on any project. Fantasy maps have fascinated me ever since opening my first copy of the Hobbit. My love of old TSR maps is almost embarrassing in its extent. Alyssa created a map that surpassed my favorites and she truly is the best at what she does.

The majority of the amazing artwork, both in the product and for promotional use, was created by Lloyd Metcalf. If I could have paid him triple I would still have gotten the better end of the deal. His art and skills are available to other publishers and projects- hire him for any commission and you will not be disappointed. Without his awesome visuals *Whisper & Venom* would not be what it became. That was a pretty epic accident, our first meeting, wasn't it Lloyd?

Whisper & Venom is exponentially better thanks to these professionals whose praise I give effusively- even though their reputation within the RPG community is well known.

Jeff Dee is a well-known talent and deserves every bit of thanks I can give him for both the cover and the amazing illustration of Thopas, our spokes-gnome. He does not need my recommendation but I give it anyway. Jeff's cover makes the final product evocative of every game I loved as a kid and the fact that it was his artwork back then and now it is his on my own is a great honor to me. I have to give credit to Jeff as he suffered through so many first time commission questions he must have been sorry he got himself involved with me.

Cory Winn contributed the attoral compass art. It added exactly the little detail I admire. I am a big fan of that and of Cory personally.

The following sculptors and miniature professionals/enthusiasts traded their souls for talent as far as I can tell. How they do what they do is beyond my comprehension- let alone my ability. In the order I interacted with them they are: Mark Evans (Thopas, Goblins), Tim Prow (Venomous Attoral), Nicolas Genovese (Scavengers, Restless Undead, Nexid Demons, Murk Beast) and Michael Brand (Giant Spider, Monster Beetle, Mistress of the Grove, and the Broodsource). All are consummate professionals and are highly recommended.

I cannot neglect the amazing and enthusiastic talent of Tom Nelson, the Midwest Miniature Guy, and mighty painter of little gnomes. Tom is a fast, incredibly talented, and hugely

flexible miniature painter that introduced himself to me back when my Facebook page had twelve fans. He not only is painting for this project but is painting the showpiece miniatures that are destined to annoy my wife when they proudly sit in my living room.

My cousin with the fashion model good looks who requested anonymity at the time but agreed to be the face of the project in the video and in online ads was Anna Vance. Together we worked with the gracious help of Jeff Wood getting the video finished enough for Lloyd Metcalf to make it even better.

The following individuals and companies gave encouragement, support and advice in regards to the role-playing game creation process (even if they thought they were only chatting during smoke breaks at conventions). I am in the debt of each and hold them in all in the highest-esteem. Tim Kask, Rob Kuntz, Frank Mentzer, and Jim Ward were all there in the beginning and never once hesitated to share what they knew about role-playing games as a hobby and as a business. Doug Rhea and Mike Badolato from the North Texas RPG Con for letting me hang around more than I deserved all the while pretending I was useful.

I would like to thank the following retailers for giving support to a nobody who acted like he had something to sell: Noble Knight Games (Everywhere), Imperial Outpost Games (Phoenix, AZ), Games Depot (Tempe, AZ) and Empire Games (Mesa, AZ). They were supportive of my questions and intrusions into their busiest days.

The following people deserve recognition for their support and advice. Tavis Allison for having a lot of class on Kickstarter. Bill Barsh for answering a large number of early questions and consistent enthusiastic support. Michael Curtis for good advice and dire warnings (in addition to being a guy with a lighter when all other lights went out). Alan Grohe for selling me my copy of OSRIC at GaryCon IV and politely not laughing when I told him I wrote a module. Matt Finch for giving permission to use some of his creations and giving advice about commercial adventure writing. Jeff Talanian for answering a frustrating question in two seconds for someone he did not know; if you like the box the game comes in thank Jeff. Jim Wampler for being cool in general and a talented a web guy in particular. Dan Proctor, first for writing Labyrinth Lord, and then for permission to include Labyrinth Lord with Whisper & Venom. Jeff Tadlock for real early support and continued enthusiasm. I would also like to thank Jeff for not firing Kurt Christ and myself when we worked together way back when.

Backers who gave unbelievable encouragement are too numerous to mention but many of them congregate at the same place- www.acaeum.com. Everyone there gave huge support. Of the members there I do need to single out Guy Fullerton. Guy took the time to read most of a very early draft of

Whisper & Venom. He gave direct, honest and unbelievably helpful advice. If I had known then how important of a job he had I would have died of embarrassment considering the time he took to share what he knew.

I would be remiss without mentioning the last minute recommendations and gifted proofread by Edwin Nagy. His insight made Whisper & Venom that much better just as I was sure I could not do much else. I am grateful for his help.

To my family for being supportive even though you don't know a Glaive from a Guisarme. My parents, Ron and Anita, and my brother Ty were incredibly supportive, I love you guys.

There is one family member who now does know the difference between a player and a character in addition to being hip to the nomenclature of pole-arms, my grandmother Beverley Jayne. She read through every word of Whisper & Venom more times than I can remember and through more drafts than I care to admit. All to make sure I avoided the kind of wordiness you see here. She now knows more about pixies and black-hearted gnomes than anyone deserves.

John Hammerle was absolutely tireless in his writing and dedication to the project. All the words in the text are his as well as mine. Although I came up with the concept and framework none of writing, of which I am most proud, would have existed if not for him. He was also the inspiration for Thopas the gnome. He is immensely proud of being Thopas and that should make me a great deal more nervous than it does.

Finally, I am grateful for my wife, nothing I could say could ever be enough to express my gratitude to her for allowing me the chance to do this project. Jen, my love for you is boundless and forever.

Very Respectfully,

Zach Glazar

Head Gnome
Lesser Gnome
November 2013

PART V - OPEN GAME LICENSE

OPEN GAME LICENSE Version 1.0a

The following text is the property of Wizards of the Coast, Inc., And is Copyright 2000 Wizards of the Coast, Inc ("Wizards"). All Rights Reserved.

1. Definitions: (a) "Contributors" means the copyright and/or trademark owners who have contributed Open Game Content; (b) "Derivative Material" means copyrighted material including derivative works and translations (including into other computer languages), potation, modification, correction, addition, extension, upgrade, improvement, compilation, abridgment or other form in which an existing work may be recast, transformed or adapted; (c) "Distribute" means to reproduce, license, rent, lease, sell, broadcast, publicly display, transmit or otherwise distribute; (d) "Open Game Content" means the game mechanic and includes the methods, procedures, processes and routines to the extent such content does not embody the Product Identity and is an enhancement over the prior art and any additional content clearly identified as Open Game Content by the Contributor, and means any work covered by this License, including translations and derivative works under copyright law, but specifically excludes Product Identity. (e) "Product Identity" means product and product line names, logos and identifying marks including trade dress; artifacts; creatures characters; stories, storylines, plots, thematic elements, dialogue, incidents, language, artwork, symbols, designs, depictions, likenesses, formats, poses, concepts, themes and graphic, photographic and other visual or audio representations; names and descriptions of characters, spells, enchantments, personalities, teams, personas, likenesses and special abilities; places, locations, environments, creatures, equipment, magical or supernatural abilities or effects, logos, symbols, or graphic designs; and any other trademark or registered trademark clearly identified as Product identity by the owner of the Product Identity, and which specifically excludes the Open Game Content; (f) "Trademark" means the logos, names, mark, sign, motto, designs that are used by a Contributor to identify itself or its products or the associated products contributed to the Open Game License by the Contributor (g) "Use", "Used" or "Using" means to use, Distribute, copy, edit, format, modify, translate and otherwise create Derivative Material of Open Game Content. (h) "You" or "Your" means the licensee in terms of this agreement.

2. The License: This License applies to any Open Game Content that contains a notice indicating that the Open Game Content may only be Used under and in terms of this License. You must affix such a notice to any Open Game Content that you Use. No terms may be added to or subtracted from this License except as described by the License itself. No other terms or conditions may be applied to any Open Game Content distributed using this License.

3. Offer and Acceptance: By Using the Open Game Content You indicate Your acceptance of the terms of this License.

4. Grant and Consideration: In consideration for agreeing to use this License, the Contributors grant You a perpetual, worldwide, royalty-free, non-exclusive license with the exact terms of this License to Use, the Open Game Content.

5. Representation of Authority to Contribute: If You are contributing original material as Open Game Content, You represent that Your Contributions are Your original creation and/or You have sufficient rights to grant the rights conveyed by this License.

6. Notice of License Copyright: You must update the COPYRIGHT NOTICE portion of this License to include the exact text of the COPYRIGHT NOTICE of any Open Game Content You are copying, modifying or distributing, and You must add the title, the copyright date, and the copyright holder's name to the COPYRIGHT NOTICE of any original Open Game Content you Distribute.

7. Use of Product Identity: You agree not to Use any Product Identity, including as an indication as to compatibility, except as expressly licensed in another, independent Agreement with the owner of each element of that Product Identity. You agree not to indicate compatibility or co-adaptability with any Trademark or Registered Trademark in conjunction with a work containing Open Game Content except as expressly licensed in another, independent Agreement with the owner of such Trademark or Registered Trademark. The use of any Product Identity in Open Game Content does not constitute a challenge to the ownership of that Product Identity. The owner of any Product Identity used in Open Game Content shall retain all

rights, title and interest in and to that Product Identity.

8. Identification: If you distribute Open Game Content You must clearly indicate which portions of the work that you are distributing are Open Game Content.

9. Updating the License: Wizards or its designated Agents may publish updated versions of this License. You may use any authorized version of this License to copy, modify and distribute any Open Game Content originally distributed under any version of this License.

10 Copy of this License: You MUST include a copy of this License with every copy of the Open Game Content You Distribute.

11. Use of Contributor Credits: You may not market or advertise the Open Game Content using the name of any Contributor unless You have written permission from the Contributor to do so.

12 Inability to Comply: If it is impossible for You to comply with any of the terms of this License with respect to some or all of the Open Game Content due to statute, judicial order, or governmental regulation then You may not Use any Open Game Material so affected.

13 Termination: This License will terminate automatically if You fail to comply with all terms herein and fail to cure such breach within 30 days of becoming aware of the breach. All sublicenses shall survive the termination of this License.

14 Reformation: If any provision of this License is held to be unenforceable, such provision shall be reformed only to the extent necessary to make it enforceable.

15, COPYRIGHT NOTICE

Open Game License v 1.0 Copyright 2000, Wizards of the Coast, Inc

System Reference Document Copyright 2000-2003, Wizards of the Coast, Inc.; Authors Jonathan Tweet, Monte Cook, Skip Williams, Rich Baker, Andy Collins, David Noonan, Rich Redman, Bruce R. Cordell, John D. Rateliff, Thomas Reid, James Wyatt, based on original material by E. Gary Gygax and Dave Arneson.

Modern System Reference Document Copyright 2002, Wizards of the Coast, Inc.; Authors Bill Slavicsek, Jeff Grubb, RicRedman, Charles Ryan, based on material by Jonathan Tweet, Monte Cook, Skip Williams, Richard Baker, Peter Adkison, Bruce R. Cordell, John Tynes, Andy Collins, and JD Wiker

Labyrinth Lord™ Copyright 2007, Daniel Proctor. Author Daniel Proctor..

Original Edition Characters, Copyright 2008 Daniel Proctor. Author Daniel Proctor.

Advanced Edition Companion, Copyright 2008 Daniel Proctor. Author Daniel Proctor.

Rot Grub from the Tome of Horrors, Copyright 2002, Necromancer Games, Inc.; Authors Scott Greene and Clark Peterson, based on original material by Gary Gygax

Spiny Horror from Monsters of Myth, Copyright 2008, Black Blade Publishing, Originally published by the First Edition Society 2006-2007, Author Matt Finch.

Snagwort, Hanging from Monsters of Myth, Copyright 2008, Black Blade Publishing, Originally published by the First Edition Society 2006-2007, Author Matt Finch.

Whisper & Venom, Copyright 2013, Lesser Gnome; Authors Zach Glazar and John Hammerle, based on original material created by Zach Glazar.

END OF LICENSE

Copyright 2013, Lesser Gnome. Whisper & Venom, the Whisper Vale, Thopas, and all character names and depictions are Copyright 2013 Lesser Gnome. Commercial use is only allowed with explicit permission of Lesser Gnome. No restrictions apply to non-commercial uses that do not harm the following trademarks: Thopas, Whisper & Venom, The Whisper Vale, and Lesser Gnome. All Rights Reserved.







JEFF
-DEE-
2013

Cole
Giblin
1/1



Lloyd Metcalf 013













































ATTORAL CORRUPTED VENOM EFFECT TABLE

1d20	Corrupted Venom Effect
1	No effect
2	No effect
3	Extreme Focus- Cast as a spell caster 2 levels higher for 3 rounds, otherwise +2 initiative for 3 rounds
4	Extreme Confusion - Cast as a spell caster's 2 levels lower for 3 rounds(if this brings player character to less than 1 no spells may be cast), otherwise -2 initiative for 3 rounds
5	Armor Class + 2 for 4 hours
6	Armor Class - 2 for 4 hours
7	Next attack roll is treated as a natural 20
8	Next attack roll is treated as a natural 1
9	Next saving throw is made, regardless of roll
10	Next saving throw fails, regardless of roll
11	Player is stunned for 3 rounds
12	Next hit against player rolls again
13	Next hit against player misses
14	Next hit against player does max damage
15	Player takes 1d4 hp damage (subtracted from total hp pool for 24 hours)
16	Player gains 1d4 hp (added to total hp pool for 24 hours)
17	Rage - player gets double attacks per round for 3 rounds
18	Coward - Player unable to attack for 3 rounds (Can flee/disengage)
19	Berserker - Attack rolls made at +3 for 4 hours
20	Anti-berserker - Attack rolls made at -3 for 4 hours

STANDARD POSSESSIONS OF L'UORT WARRIORS

Item	Chance of Possession	Amount	Suggested Value
Coins (any type)	80%	2d10	Per coin type
Skin filled liquor	60%	1	2d6 sp
Gems	10%	1d2	4d10 gp each
Venom Elixir	50%	1	Unknown
Trinket Item	25%	1	GM Discretion

TABLE 2 - ITEMS FOUND SEARCHING EXTERIOR RUINS

	Result	Total Available	Value
1	Nothing	-	-
2	Loose Prayer Beads	Unlimited	-
3	Small Pouch (empty)	14	-
4	Small pouch (coins)	10	2d10 cp
5	Torn/Stained Book	27	-
6	Rusty Tools/Utensils	Unlimited	-
7	Silver Goblet	4	15 gp
8	Fine Silverware Set	5	10 gp
9	Single Rotted Sandal	11	-
10	Gilded Religious Figurine	1	200 gp
11	Tome entitled Manual (only in living Quarters)	1	35 gp
12	Soiled Cloth (Indeterminate Origin)	Unlimited	-

TABLE 3 - ITEMS FOUND SEARCHING THE FONT

1d8	Item(s)	Number	Value
1	Nothing	-	-
2	Metal Box w/ Small Gem	3	1 d 6 x 1 0 gp
3	Golden Figurine	2	75 gp
4	Rotted Book Binding	17	-
5	Ceremonial Dagger	1	150gp
6	Animal Bones	15	-
7	Platinum Box (Empty)	1	50 gp
8	Silver Clamshell Box with Pearl	1	110 gp

TABLE 1 MONASTERY GROUNDS WANDERING MONSTERS								
1d8	Name	Number	AC	Hit Dice	# Attacks	Damage	Move	Special
1	Giant Rat	2	7	1d4 hp	1 (bite)	1d3	120' (40')	Disease
2	Giant Bee	2d4	7	1d4 hp	1 (sting)	1d3	150' (50')	Poison
3	Giant Bee	2d4	7	1d4 hp	1 (sting)	1d3	150' (50')	Poison
4	L'uort Patrol	4	6	2+1	1 (sword)	1d6+1	90' (30')	None
5	Monster Beetle	2	3	3	1 (bite)	1d6+1	60' (30')	None
6	Rhacos	1	6	5	2 (Kick/Beak)	1d8, 1d10	90' (30')	Indignant Beak
7	None	-	-	-	-	-	-	-
8	None	-	-	-	-	-	-	-

TABLE 4 - L'UORT LAIR WANDERING MONSTERS								
1d6	Name	Number	AC	Hit Dice	# Attacks	Damage	Move	Special
1	L'uort Patrol (Warriors)	5	6	2+1	1 (sword)	1d6+1	90' (30')	None
2	Spiny Horrors	3d4	6	1d6 hp	5 (clawx4, bite)	1d2x4, 1d4+1	60' (30')	Spine
3	Scavenger Patrol (3 L'uorts, 2 scavengers)							
	L'uort Warriors	3	6	2+1	1 (sword)	1d6+1	90' (30')	None
	Gauntswept Scavengers	2	6	2+2	2 (claw, bite)	1d4, 1d6	120' 30'	None
4	Monster Beetle	2	3	3	1 (bite)	1d6+1	60' (30')	None
5	Giant Spider	2	6	2-1	1 (bite)	1d10	60' (30')	None
6	No Encounter	-	-	-	-	-	-	-

TABLE 6 - THE SUBTERRANE WANDERING MONSTER TABLE								
1d6	Name	Number	AC	Hit Dice	# Attacks	Damage	Move	Special
1	Spiny Horror	3d4	6	1d6 hp	5 (clawx4, bite)	1d2x4, 1d4+1	60' (30')	Spine
2	Byrgh	1d4	3	3	2 (clawx2)	1d4, 1d4	120' (30')	None
3	Attoral, Young	1d2	5	3+1	3 (clawx2, bite)	1d4, 1d4, 1d6	120' (30')	Venom
4	Attoral, Adult	1	4	5	3 (clawx2, bite)	1d6, 1d6, 1d8	120' (60')	Venom
5	Tones of the Deep	-	-	-	-	-	-	-
6	Tones of the Deep	-	-	-	-	-	-	-

PRECIPICE - SOUND TABLE				
(REPLACES WANDERING ENCOUNTER CHECK)				
1d6	Name	Number of Repetitions (per event)		Morale Check
1	Skittering behind walls	1d4		No
2	Hiss of Cold Air	1d4		No
3	Attoral Call	1d2		No
4	Broodsource Roar	1d2		Yes
5	Tones of the Deep	1		No
6	Tones of the Deep	1		No

THE GAUNTLET ([E11](#)) ENCOUNTER MECHANICS

Step 1	Determine Distance to Ambush Point (3d20 feet)
Step 2	Determine Direction of Viper Strike (1d12 result = Clock Position)
Step 3	Determine Viper Strike Target (GM discretion)
Step 4	Resolve Damage
Step 5	Repeat Until Total Number of Feet (Step 1) is greater than or equal to 200'

Example table-

Attack #	Ambush Distance (3d20 Feet)	Cumulative Result (in feet)	Clock Position (d12 result)
1	28	28	6
2	33	61	3
3	30	91	11
4	32	113	9
5	38	151	7
6	41	192	4
7	19	Attoral Retreat	End

ATTORAL CORRUPTED VENOM EFFECT TABLE

1d20	Corrupted Venom Effect
1	No effect
2	No effect
3	Extreme Focus- Cast as a spell caster 2 levels higher for 3 rounds, otherwise +2 initiative for 3 rounds
4	Extreme Confusion - Cast as a spell caster's 2 levels lower for 3 rounds(if this brings player character to less than 1 no spells may be cast), otherwise -2 initiative for 3 rounds
5	Armor Class + 2 for 4 hours
6	Armor Class - 2 for 4 hours
7	Next attack roll is treated as a natural 20
8	Next attack roll is treated as a natural 1
9	Next saving throw is made, regardless of roll
10	Next saving throw fails, regardless of roll
11	Player is stunned for 3 rounds
12	Next hit against player rolls again
13	Next hit against player misses
14	Next hit against player does max damage
15	Player takes 1d4 hp damage (subtracted from total hp pool for 24 hours)
16	Player gains 1d4 hp (added to total hp pool for 24 hours)
17	Rage - player gets double attacks per round for 3 rounds
18	Coward - Player unable to attack for 3 rounds (Can flee/disengage)
19	Berserker - Attack rolls made at +3 for 4 hours
20	Anti-berserker - Attack rolls made at -3 for 4 hours